



LARGE BANK

Comptroller of the Currency
Administrator of National Banks

Washington, DC 20219

Public Disclosure

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Community Reinvestment Act Performance Evaluation

TD Banknorth, N.A.
Charter Number: 24096

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Portland, ME 04112

Office of the Comptroller of the Currency

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

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Overall CRA Rating

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

The following table indicates the performance level of **TD Banknorth, N.A. (BNA)** with respect to the lending, investment, and service tests:

Performance Levels	TD Banknorth, N.A. Performance Tests		
	Lending Test*	Investment Test	Service Test
Outstanding			
High Satisfactory	X	X	X
Low Satisfactory			
Needs to Improve			
Substantial Noncompliance			

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

The major factors that support this rating include:

- Lending performance was good and has positively impacted the people and small businesses in low- and moderate-income areas and people of different income levels and businesses of different sizes.
- During the evaluation period, BNA originated 69,480 CRA reportable loans that totaled \$8.9 billion. Of that total, 43,512 were HMDA reportable loans totaling \$5.1 billion; 25,752 were small business loans totaling \$3.5 billion; and 216 were community development loans totaling \$275 million. This level of lending activity is considered good.
- Investment activity reflects good responsiveness to the needs of the assessment areas (AAs). Since most states in the bank’s AAs are small, the majority of the investment opportunities are statewide investments. During the evaluation period, BNA made 852 investments including grants and contributions within its AAs totaling \$103 million.
- Distribution of retail branches showed good responsiveness to the banking needs of individuals of different income levels and those that reside in low- or moderate-income geographies. Community development services were adequate based on the numbers of employees participating and the extent of operations in the AAs.

BNA consistently demonstrated excellent or good lending test results in its rating areas. Rating areas where the lending performance was excellent totaled 25 percent of

deposits and rating areas where lending performance was good totaled 75 percent of deposits.

BNA consistently had levels of lending that represented good or adequate responsiveness to community needs. Many markets that the bank operated in are very competitive.

Overall BNA had a good distribution of loans among low- and moderate-income geographies. Rating areas where distribution was excellent represented 41 percent of deposits; rating areas where distribution was good represented 31 percent of deposits; rating areas where distribution was adequate represented 28 percent of deposits.

Overall BNA had an excellent distribution of loans to different income levels and businesses of different sizes. Rating areas where distribution was good represented 36 percent of deposits; rating areas where distribution was excellent represented 64 percent of deposits.

BNA consistently originated community development loans within its AA, which had a positive impact on the overall rating area performance.

BNA offers flexible mortgage programs that are saleable in the secondary mortgage market. These include state affordable mortgage programs and FHA and VA loan programs.

BNA consistently demonstrated good investment test performance. Rating areas where there was excellent performance represented 46 percent of deposits and rating areas where there was good performance represented 40 percent of deposits. In the Maine, Massachusetts and New York rating areas, BNA invested in a New Markets Tax Credit Deal. These are a new form of investment available for banks and BNA is one of the first banks to use this type of investment. These investments are higher risk and more complex than other bank qualified investments. Most other investments were not complex or innovative.

BNA has a large branch presence in New England and Upstate New York with 410 branches and 534 ATMs. This branch structure is the result of many bank mergers. The recent mergers are discussed within the Description of Institution section of this report. Branches within the AAs were generally accessible to low- or moderate-income areas. Rating areas with excellent performance represented 8 percent of the deposits; rating areas with good performance represented 64 percent of the deposits; and rating areas with adequate performance represented 28 percent of the deposits. BNA encouraged employee involvement with community groups and participation was good.

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 metropolitan area/assessment area.

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

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

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

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

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

household may also include non-relatives living with the family. Families are classified by type as either a married-couple family or other family, which is further classified into 'male householder' (a family with a male householder and no wife present) or 'female householder' (a family with a female householder and no husband present).

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

Geography: A census tract or a block numbering area delineated by the United States Bureau of the Census in the most recent decennial census.

Home Mortgage Disclosure Act (HMDA): The statute that requires certain mortgage lenders that do business or have banking offices in a metropolitan area to file annual summary reports of their mortgage lending activity. The reports include such data as the race, gender, and the income of applications, the amount of loan requested, and the disposition of the application (e.g., approved, denied, and withdrawn).

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

by farmland, or are classified as loans to finance agricultural production and other loans to farmers.

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

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

Description of Institution

TD Banknorth, N.A. (BNA) is chartered and headquartered in Portland, Maine. BNA is an interstate bank and the principal subsidiary of TD Banknorth, Inc. (BNK) a bank holding company organized under laws of the State of Delaware. BNA operates 386 full-service branches, 24 limited service branches and 534 automatic teller machines (ATMs) throughout New England and western New York. Operations are organized by state under divisional names.

As of December 31, 2004, BNA had assets of \$28.6 billion, Tier 1 capital of \$1.9 billion, deposits of \$19.5 billion, and net loans of \$18.5 billion. Loans comprise 65 percent of bank assets. Real estate loans make up 70 percent of the portfolio, loans to individuals equal 11 percent, consumer/industrial loans equal 17 percent, and other loans are 2 percent.

BNA's current operating configuration is the result of extensive merger and acquisition activity. The following acquisitions were made during the Evaluation Period.

- MetroWest Bank – On October 31, 2001, MetroWest Bank (“MetroWest”) was acquired by First Massachusetts Bank, N.A. (“First Massachusetts”), a wholly owned national bank subsidiary of BNK. MetroWest was a \$936 million Massachusetts chartered stock savings bank headquartered in Framingham, Massachusetts with 18 branch offices.
- Andover Bank and Gloucester Bank & Trust – On October 31, 2001, Andover Bancorp was acquired by BNK. On December 31, 2001, Andover Bank (“Andover”) and Gloucester Bank and Trust (“Gloucester”), Andover Bancorp’s wholly owned subsidiaries, were merged into First Massachusetts. Andover Bancorp, a multi-bank holding company, had assets of \$1.8 billion. Andover, a state chartered savings bank, had 10 branch offices in the northwestern suburbs of Boston, Massachusetts, and in southern New Hampshire. Gloucester, a state chartered bank, operated two branch offices in Gloucester, Massachusetts.
- One Charter Merger – On January 1, 2002, First Massachusetts, Bank of New Hampshire, N.A., First Vermont Bank, N.A., The Howard Bank, N.A., Franklin Lamoille Bank, N.A. and Evergreen Bank, N.A., were merged into Peoples Heritage Bank, N.A. (the surviving bank). The name of the surviving bank was simultaneously changed to Banknorth N.A. With this merger BNA, became headquartered in Portland, Maine, with branch offices in Maine, Massachusetts, New Hampshire, New York, Vermont and Connecticut.
- Ipswich Savings Bank – On July 26, 2002, Ipswich Bancshares, Inc., was acquired by BNK, and Ipswich Savings Bank (“Ipswich”) was merged into BNA. Ipswich, a \$321 million state chartered stock savings bank headquartered in Ipswich, Massachusetts, had eight branch offices in Essex County, Massachusetts.
- Southington Savings Bank – On August 31, 2002, Bancorp Connecticut, Inc., was acquired by BNK, and Southington Savings Bank (“Southington”) was merged into BNA. Southington, a state chartered savings bank, had three full-service and one limited service branch offices in Southington and Kensington, Connecticut.

- Warren Five Cents Savings Bank – On December 31, 2002, Warren Bancorp, Inc., was acquired by BNK, and Warren Five Cents Savings Bank (“Warren”) was merged into BNA. Warren, a \$400 million state chartered savings bank headquartered in Peabody, Massachusetts, had 6 branch offices in the Peabody and Beverly, Massachusetts.
- American Savings Bank – On February 14, 2003, American Financial Holdings, Inc., was acquired by BNK, and American Savings Bank (“American”) was merged into BNA. American, a \$1.9 billion state chartered savings bank headquartered in New Britain, Connecticut, had 34 branch offices in central Connecticut.
- First and Ocean National Bank – On December 31, 2003, First and Ocean BanCorp was acquired by BNK and First and Ocean National Bank (F&O) was merged into BNA. F&O, a national bank headquartered in Newburyport, Massachusetts, had five full-service and two limited services branch offices located in Essex County, Massachusetts, and Rockingham County, New Hampshire.
- Foxborough Savings Bank – On April 30, 2004, Foxborough Savings Bank (“Foxborough”) was acquired by BNA. Foxborough, a state chartered savings bank headquartered in Foxborough, Massachusetts, had four branch offices in Norfolk and Bristol Counties of Massachusetts. Activities from this merger were not considered in this evaluation.
- Cape Cod Bank and Trust Company, N.A. – On April 30, 2004, CCBT Financial Companies, Inc., was acquired by BNK, and Cape Cod Bank and Trust Company, N.A. (“CCBT”), was merged into BNA. CCBT, a national bank headquartered in Hyannis, Massachusetts, had thirty-eight banking offices offering full and limited service, located principally in Barnstable County on Cape Cod. Activities from this merger were not considered in this evaluation.
- On March 1, 2005, TD Bank Financial Group acquired a majority ownership of BNK. The name of the banking organization was then changed to TD Banknorth Inc.

BNA is a full-service lender offering various loan and deposit products. BNA’s strategic focus is to continue to operate as a community bank dedicated and responsive to its local markets. Given the overall stagnant economy in New England in recent years, and the high price of housing in the region, the bank’s focus has been to support business growth, particularly small local businesses, and the development of affordable housing.

There are no known legal, financial or other factors that impede the bank’s ability to help meet the credit needs of its assessment area. Competition is strong as provided by longstanding local banks, regional banks, and national banks; national and local mortgage companies, national credit card companies, local credit unions and other non-bank entities.

BNA’s prior CRA Performance Evaluation dated July 9, 2001 was performed by the OCC for its predecessor bank, Peoples Heritage Bank, N.A.; it resulted in an “Outstanding” rating.

Scope of the Evaluation

Evaluation Period/Products Evaluated

The overall Evaluation Period is January 1, 2001 through December 31, 2003 with the exception of community development (CD) loans and investments. For CD loans and the investment test, the overall evaluation period is July 1, 2001 through December 31, 2004.

For HMDA and CRA reportable loans, we used two sub-evaluation periods. We analyzed loan data from January 1, 2001 through December 31, 2002 against 1990 census demographic data. And, we analyzed loan data from January 1, 2003 through December 31, 2003 against 2000 census demographic data. Small loans to Farms and Multifamily loans were not included in the evaluation due to the small number of loans. One overall evaluation period was used to measure investment and service test performance.

Data Integrity

As part of this CRA Evaluation, BNA's publicly filed information on home mortgage loans and small loans to businesses was tested for accuracy. Testing included an evaluation of BNA's processes to ensure that data are reliable. CD loans, investments, and services submitted by BNA management were verified to ensure that they met regulatory definitions for CD.

No significant errors were found in the data submitted for analysis.

Selection of Areas for Full-Scope Review

For purposes of this Evaluation, six individual state ratings and four Multistate MSA ratings are blended into BNA's overall Evaluation. In each state, at least one AA was selected for a full-scope review. These full-scope areas were selected based on the highest percentages of deposits. Two areas were selected as full-scope in Maine, due to the scope of operations in that state. All multistate MSAs were selected for full-scope review.

Ratings

For purposes of this Evaluation, six individual state ratings and four multistate MSA ratings are rolled-up and become BNA's overall Evaluation.

The bank's overall rating is a blend of the multistate metropolitan area ratings and state ratings. State and Multistate areas are more heavily weighted, in overall conclusions, based upon deposits generated. Maine, Massachusetts, New Hampshire, and Connecticut, have similar levels of deposits. Their combined deposits represent 60 percent of total deposits and 60 percent of the rating's overall weight.

Performance in 2003 is our base year for performance comparison and is weighted more heavily than is 2001-2002. Performance in 2003 is more current and more accurately reflects the areas served by BNA. HMDA loans represent approximately 62 percent of the bank's lending. Small loans to businesses represent approximately 37 percent of the bank's lending. Therefore, more weight was given to HMDA performance in the ratings.

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

Inside/Outside Ratio

This ratio is a bank wide calculation, and is not calculated or discussed by individual rating area or AA. Analysis is limited to bank loan originations. In the 2003, 92.3 percent of HMDA loans were originated inside the bank's designated AAs, and 92.9 percent of small business loans were originated inside the bank's AAs. In 2001-2002, 93.8 percent of HMDA and 94.1 percent of small business loans were originated inside the bank's AAs. Performance at these levels is positive.

Fair Lending Review

We found no evidence of illegal discrimination or other illegal credit practices inconsistent with helping to meet community credit needs.

Multistate Metropolitan Area Rating

Boston, MA-NH Multistate Metropolitan Area

CRA rating for the Boston MA-NH Multistate Metropolitan Area¹: 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:

- The level of lending that reflects an adequate responsiveness to community needs.
- Overall excellent distribution of loans among geographies of different income levels.
- Overall excellent distribution of loans to borrowers of different income levels.
- A high level of community development lending that had a positive impact on the bank's lending performance.
- An overall level of investments that reflects good responsiveness to credit and community development needs.
- Reasonably accessible delivery systems to geographies and individuals of different income levels.

Description of Institution's Operations in Boston MA-NH Multistate Metropolitan Area

The Boston MA-NH Multistate AA consists of 181 census tracts to the immediate north and west of greater Boston. The town of Seabrook is the only New Hampshire town in the AA, and it is predominately residential. Overall, the AA is two distinct areas, one referred to as North Shore and the other as Metrowest. The AA grew through multiple acquisitions during the past three years.

BNA ranks sixth in deposits with a 3.2 percent market share. Competitors include Fleet Bank (26 percent), State Street Bank (12.6 percent), Citizens Bank (12 percent), Sovereign Bank (5 percent), and Boston Safe Deposit and Trust Company (4.4 percent). BNA has 45 branches in the AA; five branches are within moderate-income census tracts. During the evaluation period, BNA originated 5.4 percent of its total HMDA loans and small business loans within this AA.

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

Refer to the market profile for the “Boston MA-NH Multistate Metropolitan Area” in Appendix C for detailed demographics and other performance context information.

LENDING TEST

Lending test performance in the Boston MA-NH Multistate Metropolitan Area is rated High Satisfactory.

Lending Activity

Refer to Table 1 Lending Volume in the “Multistate Metropolitan Areas” section of Appendix D for the facts and data used to evaluate the bank’s lending activity.

Lending activity in the Boston MA-NH Multistate AA is adequate. BNA is ranked sixth in deposits, with a 3.2 percent market share. In 2003, BNA is ranked thirty-fourth overall in HMDA loans with a 0.70 percent market share. In 2001-2002, BNA was ranked fifty-third overall. The Boston MA-NH Multistate AA is a very competitive market with many nationwide lenders. In addition, BNA had a limited presence in the AA until 2003 based on their acquisitions.

In 2003, BNA was ranked eighteenth in small business lending with a 1.98 percent market share, again behind many nationwide business credit card lenders and local institutions with both larger and longer presence in this AA. BNA was the third largest SBA lender in 2003. In 2002, BNA was ranked thirteenth in small business lending.

Distribution of Loans by Income Level of the Geography

Home Mortgage Loans

Refer to Tables 2, 3 and 4 in the “Multistate Metropolitan Areas” 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.

Home purchase loan geographic distribution was excellent. Geographic distribution in the 2003 evaluation period was excellent; the geographic distribution of home purchase loans in the 2001-2002 sub-evaluation period was good. The owner-occupied housing level in low-income census tracts in the AA was too low for analysis to be meaningful.

In 2003, portions of loans made in moderate-income geographies exceeded the percentage of owner-occupied units. The market share of home purchase loans in moderate-income geographies also exceeded the bank’s overall market share.

In 2001-2002, the portions of loans made in moderate-income geographies exceeded the percentage of owner-occupied units. The market share of home purchase loans in moderate-income geographies was greater than the bank’s overall market share.

Home improvement loan geographic distribution was excellent. Geographic distribution in the 2003 and 2001-2002 evaluation periods was excellent.

In 2003, the portion of loans made in moderate-income geographies exceeded the percentage of owner-occupied units. The market share of home improvement loans in moderate-income geographies exceeded the bank's overall market share in 2003.

In 2001-2002, the portion of loans made in moderate-income geographies exceeded the percentage of owner-occupied units. The market share in moderate-income geographies exceeded the bank's overall market share.

Home refinance loan geographic distribution is good. Geographic distribution in 2003 is excellent, while the geographic distribution in 2001-2002 is considered adequate.

In 2003, the portion of loans originated in moderate-income geographies exceeded the percentage of owner-occupied units. The market share of home refinance loans in moderate-income geographies also exceeded the bank's overall market share.

In 2001-2002, the distribution of loans in moderate-income geographies is considered adequate. The portion of loans originated in moderate-income geographies was less than the percentage of owner-occupied units. The market share of home refinance loans in moderate-income geographies was also less than the bank's overall market share.

Small Loans to Businesses

Refer to Table 6 in the "Multistate Metropolitan Areas" 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.

Geographic distribution of small loans to businesses in the Boston MA-NH Multistate AA was good. Geographic distribution in the 2003 sub-evaluation period was good, and the distribution in the 2001-2002 sub-evaluation period was also good.

In 2003, the portion of loans to small businesses exceeded the percentage of small businesses in both low- and moderate-income geographies. However, BNA's market share of small loans to businesses was significantly less than the bank's overall market share in low-income geographies and slightly less than the bank's overall market share in moderate-income geographies.

In 2001-2002, the portion of loans originated in low-income geographies was equal to and in moderate-income geographies exceeded the percentage of small businesses located in each area. However, BNA's market shares are mixed. In low-income geographies, the market share was significantly less than the bank's overall market share, while the market share in moderate-income geographies exceeded the bank's overall market share.

Lending Gap Analysis

No significant gaps in lending were noted.

Distribution of Loans by Income Level of the Borrower

Home Mortgage Loans

Refer to Tables 8, 9, and 10 in the “Multistate Metropolitan Areas” 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.

Borrower distribution for home purchase lending was excellent. Borrower distribution in 2003 was considered excellent, and borrower distribution in the 2001-2002 was also considered excellent.

In 2003, the portion of home purchase loans originated to low-income borrowers was less than the percentage of low-income families, but was considered excellent after analyzing the percentage of households living below the poverty level. The portion of home purchase loans originated to moderate-income borrowers exceeded the percentage of moderate-income families. The market share of home purchase loans to both low- and moderate-income borrowers exceeded the bank’s overall market share.

In the 2001-2002, the portion of home purchase loans made to low-income borrowers was significantly less than the percentage of low-income families, but was considered good after analyzing the percentage of households living below the poverty level. The portion of home purchase loans made to moderate-income borrowers exceeded the percentage of moderate-income families within the AA. The market share of home purchase loans to both low- and moderate-income families exceeded the overall market share.

Home improvement loan borrower distribution was excellent. Home improvement loan borrower distribution in 2003 was excellent; borrower distribution in the 2001-2002 period was also excellent.

In 2003, the portion of home improvement loans originated to low- and moderate-income borrowers exceeded the percentage of low- and moderate-income families. The market share of home improvement loans to both low- and moderate-income borrowers exceeded the bank’s overall market share.

In the 2001-2002, the portion of home improvement loans made to low- and moderate-income families exceeded the percentage of low-income and moderate-income families. The market share of home improvement loans to both low- and moderate-income borrowers exceeded the bank’s overall market share.

Borrower distribution of home refinance loans was excellent. In 2003, borrower distribution of home refinance loans was excellent; borrower distribution in the 2001-2002 was good.

In 2003, the portion of home refinance loans originated to low- and moderate-income borrowers exceeded the percentage of low- and moderate-income families. The market share of home refinance loans to both low- and moderate-income borrowers exceeded the bank's overall market share.

In 2001-2002, home refinance loan borrower distribution was good. The portion of home refinance loans made to low- and moderate-income borrowers is mixed. The portion of home refinance loans made to low-income borrowers was significantly below the percentage of low-income families. After considering the portion of households at or below the poverty level in the AA, the distribution of refinance loans to low-income borrowers was considered adequate. The portion of refinance loans made to moderate-income borrowers exceeded the percentage of moderate-income families within the AA. The market share of home refinance loans to low- and moderate-income borrowers exceeded the bank's overall market share within the AA.

Small Loans to Businesses

Refer to Table 11 in the "Multistate Metropolitan Areas" 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.

Borrower distribution of small loans to businesses in the Boston MA-NH Multistate AA was good. In 2003, borrower distribution of small loans to businesses was excellent. In 2001-2002, borrower distribution of small loans to businesses was good

In 2003, the percentage of loans to small businesses exceeded the percentage of small businesses. The bank's market share of small loans to businesses exceeded its overall business loan market share. The bank made a majority of its small loans to businesses in amounts below \$100 thousand.

In 2001-2002, the percentage of loans to small businesses was less than the percentage of small businesses. However, the bank's market share of small loans to businesses exceeded its overall business loan market share. The bank made a majority of its small loans to businesses in amounts below \$100 thousand.

Community Development Lending

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

BNA's level of CD lending has a positive impact on the evaluation of its lending performance in the Boston MA-NH Multistate AA. BNA originated \$21.1 million loans in the AA during the period. A substantial majority or 73 percent of the CD loans (\$15.3 million) were Massachusetts Housing Partnership loans/commitments. No qualified loans were made in the 2001-2002 period. Virtually all, or 97 percent, of the CD loan activity supported affordable housing for low- and moderate-income people, an important credit need in the AA.

Product Innovation and Flexibility

BNA offered a standard product mix of loan products including VA and FHA loans. There are not any additional lending products offered that were designed with flexible underwriting standards.

INVESTMENT TEST

Investment test performance in the Boston MA-NH Multistate AA is rated High Satisfactory after considering the impact of statewide and regional qualified investments to this AA.

Refer to Table 14 in the "Multistate Metropolitan Areas" section and the "Massachusetts" section of Appendix D for the facts and data used to evaluate the bank's level of qualified investments.

The table referenced above reflects BNA's direct investments in the AA. The 70 current period investments totaled \$378 thousand. They made a nominal impact on the AA. However, BNA's overall investment activity was considered good after reviewing the impact of the Massachusetts statewide and regional investments to this MSA. Statewide and regional investments totaled \$31 million.

The pool of regional and statewide investments was dominated by \$11.9 million in mortgage-backed securities and \$11.7 million of investments in the Massachusetts Housing Equity Fund. Both of these large segments of the state and regional investment pool promote affordable housing for low- and moderate-income people, an important need in the AA. Of the \$378 thousand in grants made by the bank specific to this AA, a significant majority (\$208 thousand) supported community services targeted to low- and moderate-income people, \$130 thousand supported affordable housing for low- and moderate-income families, and \$40 thousand contributed to the revitalization and stabilization of moderate-income geographies. The AA had a reasonable number of investment opportunities based on discussions with bank management, community contacts and an OCC Community Affairs specialist. The majority of investments, other than grants found in the State of Massachusetts, are regional or statewide investments. For this reason, these investments are given significant weight in the analysis.

SERVICE TEST

The bank's service test performance in the Boston MA-NH Multistate AA is rated High Satisfactory.

Retail Banking Services

Refer to Table 15 in the "Multistate Metropolitan Areas" 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.

BNA's delivery systems were accessible to geographies and individuals of different income levels in the Boston MA-NH Multistate AA.

The distribution of BNA's offices in low-income geographies was adequate, and the distribution of offices in moderate-income geographies was excellent. BNA did not have a branch in either of the two low-income geographies. There were offices located within two miles of these low-income geographies to serve the populations. The distribution of branches in moderate-income geographies exceeded the populations residing in moderate-income geographies. The distribution of ATMs in low- and moderate-income geographies was excellent.

There were no branch openings or closings in the Boston MA-NH Multistate AA during 2003. One branch was opened in the 2001-2002 evaluation period in a middle-income geography.

Banking office hours and services throughout the Boston MA-NH Multistate AA were adequate. Management generally set branch hours based on customer needs and traffic patterns in each area. Many branch offices offered extended hours on various days of the week including Saturday hours. However, the banking services offered in the moderate-income offices generally had more limited services such as no extended or Saturday hours or lack of drive-up facilities.

BNA offers an affordable checking account that would be attractive to low- and moderate-income people. The account, which can be opened with as little as a \$25 initial deposit, features no monthly maintenance fee, no minimum monthly balance, and the first order of 50 checks free.

BNA offers alternative delivery systems in the form of ATMs. The geographic distribution of the bank's ATMs is the same as its branch office distribution discussed earlier. Customers and non-customers alike can access their accounts through BNA's 500 ATMs. They can also conduct surcharge free transactions at 2,700 SUM ATM locations.

BNA also offers alternative delivery systems including bank-by-phone and Internet banking. An automated phone system is available at all times. The automated phone service can accommodate fund transfers, balance inquiries, and loan payments. The

call is toll free and the service is available in English or Spanish. Live customer service representatives are available at the toll free number Monday through Friday from 7 a.m. until 11 p.m., Saturdays from 7 a.m. until 5 p.m., and Sundays from 9 a.m. until 5 p.m. Services available with the assistance of a customer service representative include opening a deposit account and applying for a home or consumer loan. Online banking services, which are available at all times, also allow the customer to apply for a loan or open a deposit account, as well as access information on their account. We did not place significant weight on alternative delivery systems, as no data was available to determine the impact of these banking services on low- and moderate-income geographies and individuals.

Community Development Services

BNA provided an adequate level of community development services to the Boston MA-NH Multistate AA based on the number of employees involved in activities and total number of employees in the area. Twenty-one bank employees served on boards of directors, or finance committees of area organizations pursuing affordable housing, small business development, and community service initiatives targeted at low- and moderate-income areas and individuals. These services consistently addressed community development needs such as technical assistance for organizations providing community development, affordable housing, and financial services targeted to low- and moderate-income areas or individuals.

Multistate Metropolitan Area Rating

Lawrence, MA-NH Multistate Metropolitan Area

CRA rating for the Lawrence MA-NH Metropolitan Area²: 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:

- A level of lending that reflects an adequate responsiveness to community needs.
- Overall good distribution of loans among geographies of different income levels.
- Overall good distribution of loans to borrowers of different income levels.
- Community development lending had a positive impact on the bank's lending performance.
- A level of investments that reflects good responsiveness to credit and community development needs.
- Accessible delivery systems to geographies and individuals of different income levels.

Description of Institution's Operations in the Lawrence MA-NH Multistate Metropolitan Area

The Lawrence MA-NH AA consists of 86 census tracts in northeastern Massachusetts and southern New Hampshire; 62 census tracts in MA, and 24 census tracts are in NH. Overall, the area is rural with a collection of small towns dominated by residences and small businesses.

In 2003, BNA was ranked first in respect to deposits with a 23.1 percent market share. Competitors include First Essex Bank with 14.95 percent, Sovereign Bank with 11.4 percent, Fleet Bank with 9.9 percent, and Citizens Bank with 5.3 percent. BNA has 20 branches in the AA. BNA entered the area with the purchase of Family Bank in late 1996 and expanded its presence in this AA with the acquisition of Andover Savings Bank in the fall of 2001.

² This rating reflects performance within the multistate metropolitan area. The statewide evaluations do not reflect performance in the parts of those states contained within the multistate metropolitan area.

Refer to the market profile for the “Lawrence MA-NH Multistate Metropolitan Area” in Appendix C for detailed demographics and other performance context information.

LENDING TEST

Lending test performance in the Lawrence MA-NH Multistate Metropolitan Area is rated High Satisfactory.

Lending Activity

Refer to Table 1 Lending Volume in the “Multistate Metropolitan Areas” section of Appendix D for the facts and data used to evaluate the bank’s lending activity.

Lending activity in the Lawrence MA-NH Multistate AA was adequate. BNA was ranked first in deposits, based on FDIC deposit market share data, with a market share of 23.1 percent. In 2003, BNA was ranked eleventh in HMDA loans with a 1.85 percent market share.

In 2003, BNA was ranked seventh in small business lending with a 4.18 percent market share after Fleet Bank and several nationwide business credit card lenders. In 2002, BNA ranked ninth in small business lending.

Distribution of Loans by Income Level of the Geography

Home Mortgage Loans

Refer to Tables 2, 3 and 4 in the “Multistate Metropolitan Areas” 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.

Geographic distribution of home purchase loans was excellent. Geographic distribution in 2003 was excellent; the geographic distribution of home purchase loans in 2001-2002 was also excellent.

In 2003, the portion of loans made in low- and moderate-income geographies exceeded the percentage of owner-occupied units. The market share of home purchase loans in low-income geographies exceeded the overall market share. The market share in moderate-income geographies was less than the bank’s overall market share.

In 2001-2002, portions of loans made in low- and moderate-income geographies exceeded the percentage of owner-occupied units. The market share of home purchase loans in both low- and moderate-income income geographies exceeded BNA’s overall market share.

Geographic distribution of home improvement loans was good. Geographic distribution in the 2003 evaluation period was good, and geographic distribution the 2001-2002 evaluation period was good.

In 2003, the portion of loans made in low-income geographies exceeded the percentage of owner-occupied units, and the portion made in moderate-income geographies was near to the percentage of owner-occupied units. The market share of home improvement loans in both low- and moderate-income geographies were significantly less than the bank's overall market share.

In 2001-2002, the distribution of home improvement loans was good. The portion of loans made in low-income geographies exceeded the percentage of owner-occupied units, and the portion of loans made in moderate-income geographies was less than the percentage of owner-occupied units in similar areas. The market share in both low- and moderate-income geographies exceeded the bank's overall market share.

Geographic distribution of home refinance loans was adequate. Geographic distribution in 2001-2002 and 2003 was adequate.

In 2003, the portion of loans originated in low- and moderate-income geographies was below the percentage of owner-occupied units in like geographies. The market share of home refinance loans in low- and moderate-income geographies was also below the bank's overall market share.

In 2001-2002, the portion of loans originated in low- and moderate-income geographies was below the percentage of owner-occupied units in like geographies. The market share of home refinance loans in low- and moderate-income geographies was below the bank's overall market share.

Small Loans to Businesses

Refer to Table 6 in the "Multistate Metropolitan Areas" 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.

Geographic distribution of small loans to businesses in the Lawrence MA-NH Multistate AA was adequate. Geographic distribution in the 2003 was adequate, and the distribution in 2001-2002 was adequate.

In 2003, the portion of loans to small businesses in low- and moderate-income geographies was less than the percentage of small businesses in both low- and moderate-income geographies. As well, BNA's market share of small loans to businesses in both low- and moderate-income geographies was less than the bank's overall market share.

In 2001-2002, the portion of loans originated in low-income geographies exceeded the percentage of small businesses in low-income geographies, and the portion of loans originated in moderate-income geographies was less than the percentage of small businesses in moderate-income areas. BNA's market shares are mixed. In low-income geographies, the market share exceeded the banks' overall market share, while the

market share in moderate-income geographies was less than the bank's overall market share.

Lending Gap Analysis

No significant gaps in lending were noted.

Distribution of Loans by Income Level of the Borrower

Home Mortgage Loans

Refer to Tables 8, 9, and 10 in the "Multistate Metropolitan Areas" 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.

Borrower distribution for home purchase loans was excellent. Borrower distribution in 2003 was excellent, and borrower distribution in 2001-2002 was good.

In 2003, the portion of home purchase loans originated to low-income borrowers was less than the percentage of low-income families, but was considered excellent after analyzing the percentage of households living below the poverty level. The portion of home purchase loans originated to moderate-income borrowers exceeded the percentage of moderate-income families. The market share of home purchase loans made to both low- and moderate-income borrowers exceeded the bank's overall market share.

In 2001-2002, the portion of home purchase loans made to low-income borrowers was less than the percentage of low-income families, but was considered good after analyzing the percentage of households living below the poverty level. The portion of home purchase loans made to moderate-income borrowers exceeded the percentage of moderate-income families. The market share of home purchase loans made to both low- and moderate-income families exceeded the banks overall market share.

Borrower distribution of home improvement loans was good. In 2003, borrower distribution of home improvement loans was good; borrower distribution in 2001-2002 was also good.

In 2003, the portion of home improvement loans originated to low-income borrowers was less than the percentage of low-income families and moderate-income borrower distribution exceeded the percentage of moderate-income families. The market share of home improvement loans to low-income borrowers exceeded the bank's overall share, while market share to moderate-income borrowers was less than the bank's overall market share.

In 2001-2002, the portion of home improvement loans made to low-income borrowers was less than the portion of low-income families, but was considered adequate after analyzing the percentage of households living below the poverty level. The portion of

home improvement loans made to moderate-income families exceeded the percentage of moderate-income families. The market share of home improvement loans to low- and moderate-income borrowers exceeded the bank's overall market share.

Borrower distribution of home refinance loans was excellent. Borrower distribution of home refinance loans, in 2003 was good; borrower distribution in 2001-2002 was also good.

In 2003, the portion of home refinance loans originated to low-income borrowers was less than the percentage of low-income families, but was considered good after analyzing the percentage of households living below the poverty level. The portion of home refinance loans originated to moderate-income borrowers exceeded the percentage of moderate-income families within the AA. The market share of home refinance loans to low- and moderate-income borrowers exceeded the bank's overall market share.

In 2001-2002, the portion of home refinance loans made to low-income borrowers was significantly less than the percentage of low-income families within the AA, but was considered adequate after analyzing the percentage of households living below the poverty level. The portion of home refinance loans originated to moderate-income borrowers exceeded the percentage of moderate-income families. The market share of home refinance loans to low- and moderate-income borrowers exceeded the bank's overall market share within the AA.

Small Loans to Businesses

Refer to Table 11 in the "Multistate Metropolitan Areas" 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.

Borrower distribution of small loans to businesses in the Lawrence MA-NH Multistate AA was excellent. In 2003, borrower distribution of small loans to businesses was excellent. In 2001-2002, borrower distribution of small loans to businesses was good.

In 2003, the percentage of loans to small businesses exceeded the percentage of small businesses in the AA. However, in 2001-2002, the percentage of loans to small businesses was less than the percentage of small businesses in the AA. The bank's market share of small loans to businesses exceeded its overall business loan market share in both periods. The bank made a majority of its small loans to businesses in amounts below \$100 thousand in both 2003 and 2001-2002.

Community Development Lending

Refer to Table 1 Lending Volume in the "Multistate Metropolitan Areas" section of Appendix D for the facts and data used to evaluate the bank's level of community development lending.

BNA's level of CD lending had a positive impact on the evaluation of its lending performance in the Lawrence MA-NH Multistate AA. BNA originated 13 loans for \$13.9 million loans in the AA.

Product Innovation and Flexibility

BNA offered a standard product mix of loan products including VA and FHA loans. There are not any additional lending products offered that were designed with flexible underwriting standards.

INVESTMENT TEST

Investment test performance in the Lawrence MA-NH Multistate AA is rated High Satisfactory after considering and allocating a portion of statewide and regional qualified investments to this AA.

Refer to Table 14 in the "Multistate Metropolitan Areas" section and the "Massachusetts" section of Appendix D for the facts and data used to evaluate the bank's level of qualified investments.

The table referenced above reflects BNA's direct investments in the AA. Fifty-seven current period investments total \$401 thousand. They made a nominal impact on the AA. However, BNA's overall investment activity was considered good after analyzing the impact of statewide and regional investments. These statewide and regional investments totaled \$31 million.

The pool of regional and statewide investments was dominated by \$11.9 million in mortgage-backed securities and \$11.7 million of investments in the Massachusetts Housing Equity Fund. These large segments of the state and regional investment pool promoted affordable housing for low- and moderate-income people, an important need in the AA. Of the \$401 thousand in grants made by the bank, the vast majority of the amount supported community service activities targeted to low- and moderate-income people. Of the remainder, \$34 thousand supported affordable housing for low- and moderate-income people and \$31 thousand contributed to economic development initiatives. The AA had a reasonable number of investment opportunities based on discussions with bank management, community contacts and an OCC Community Affairs specialist. The majority of investments other than grants found in the State of Massachusetts are regional or statewide investments. For this reason, these investments are given significant weight in the analysis.

SERVICE TEST

The bank's performance under the service test in the Lawrence MA-NH Multistate AA is rated Low Satisfactory.

Retail Banking Services

Refer to Table 15 in the “Multistate Metropolitan Areas” 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.

BNA’s delivery systems adequately served geographies and individuals of different income levels in the Lawrence MA-NH Multistate AA.

The distribution of BNA’s offices in low-income geographies was adequate, and the distribution of offices in moderate-income geographies was good. The distribution of branches in both low- and moderate-income geographies was less than the populations residing in both low- and moderate-income geographies. The distribution of ATMs in low-income geographies was poor, and the distribution in moderate-income geographies was adequate. In low-income geographies, the distribution was very significantly below the portion of the population within low-income areas, and the distribution in moderate-income geographies was significantly below the portion of the population within moderate-income areas.

There were no branch openings or closings during the evaluation period.

BNA’s hours and services offered throughout the AA were adequate. Management generally set branch hours based on customer needs and traffic patterns. Nearly all branch offices offered extended hours on various days of the week including Saturday hours. Many had drive-up window service. However, the banking services offered in the low- or moderate-income offices generally had more limited services such as no extended hours or lack of drive-up facilities.

BNA offers an affordable checking account that would be attractive to low- and moderate-income people. The account which can be opened with as little as a \$25 initial deposit, features no monthly maintenance fee, no minimum monthly balance, and the first order of 50 checks free.

BNA also offers alternative delivery systems such as bank-by-phone and Internet banking. An automated phone system is available at all times. The automated phone service can accommodate fund transfers, balance inquiries, and loan payments. The call is toll free and the service is available in English or Spanish. Live customer service representatives are available at the toll free number Monday through Friday from 7 a.m. until 11 p.m., Saturdays from 7 a.m. until 5 p.m., and Sundays from 9 a.m. until 5 p.m. Services available with the assistance of a customer service representative include opening a deposit account and applying for a home or consumer loan. Online banking services, which are available at all times, also allow the customer to apply for a loan or open a deposit account, as well as access information on their account. We did not place significant weight on these alternative delivery systems, as no data was available to determine the impact of these banking services to low- and moderate-income geographies and individuals.

Community Development Services

BNA provided an adequate level of community development services to the Lawrence MA-NH Multistate AA based on the number of employees involved in activities and total number of employees in the area. Nineteen bank employees served on boards of directors, or finance committees of area organizations pursuing affordable housing, small business development, and community service initiatives targeted at low- and moderate-income areas and individuals. These services consistently addressed community development needs such as technical assistance for organizations providing community development, affordable housing, and financial services targeted to low- and moderate- income areas or individuals.

Multistate Metropolitan Area Rating

Lowell, Massachusetts-NH Multistate Metropolitan Area

CRA rating for the Lowell MA-NH Metropolitan Area³: Outstanding

The lending test is rated: Outstanding

The investment test is rated: High Satisfactory

The service test is rated: Outstanding

The major factors that support this rating include:

- The level of lending that reflects an adequate responsiveness to community needs.
- Overall excellent distribution of loans among geographies of different income levels.
- Overall excellent distribution of loans to borrowers of different income levels.
- A high level of community development lending that had a positive impact on the bank's lending performance.
- An overall level of investments that reflects good responsiveness to credit and community development needs.
- Readily accessible delivery systems to geographies and individuals of different income levels.

Description of Institution's Operations in Lowell MA-NH Multistate Metropolitan Area

The Lowell MA-NH AA consists of 65 geographies in northeastern Massachusetts and southern New Hampshire. There are 62 geographies in Middlesex County, Massachusetts, and there are 3 geographies in Hillsborough County, New Hampshire. Overall, there are 8 low-income census tracts and 14 moderate-income census tracts. All low- and moderate-income geographies are located in Lowell, Massachusetts.

In 2003, BNA was ranked fifth in deposits with a 9.1 percent market share. Competitors include Enterprise Bank & Trust with 12.2 percent, Lowell Five Cent Savings with 10.3 percent, Sovereign Bank with 9.8 percent, and Fleet Bank with 9.5 percent. BNA serves the AA with 9 branches.

³ This rating reflects performance within the multistate metropolitan area. The statewide evaluations do not reflect performance in the parts of those states contained within the multistate metropolitan area.

The area is urban and dominated by the City of Lowell with a population of 302 thousand. The City of Lowell is the fourth largest city in Massachusetts.

Refer to the market profile for the “Lowell MA-NH Multistate Metropolitan Area” in Appendix C for detailed demographics and other performance context information.

LENDING TEST

Lending test performance in the Lowell MA-NH Multistate Metropolitan Area is rated Outstanding.

Lending Activity

Refer to Table 1 Lending Volume in the “Multistate Metropolitan Areas” section of Appendix D for the facts and data used to evaluate the bank’s lending activity.

Lending activity in the Lowell MA-NH Multistate AA is adequate. In 2003, BNA was ranked fifth in deposits, with a market share of 9.1 percent. In 2003, BNA was ranked twenty-ninth in HMDA loans with a 0.91 percent market share. In 2001-2002, BNA was ranked twenty-fourth overall.

In 2003, BNA was ranked tenth in small business lending with a 2.41 percent market share after Fleet Bank, Citizens Bank and several national credit card companies. In 2001-2002, BNA was ranked twelfth, again after Fleet, Citizens and many credit card companies.

Distribution of Loans by Income Level of the Geography

Home Mortgage Loans

Refer to Tables 2, 3 and 4 in the “Multistate Metropolitan Areas” 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.

Geographic distribution of home purchase loans was excellent. Geographic distribution in the 2003 was excellent, and the geographic distribution of home purchase loans in the 2001-2002 was also excellent.

In 2003, portions of loans made in low- and moderate-income geographies exceeded the percentage of owner-occupied units in like geographies. The market share of home purchase loans in both low- and moderate-income geographies exceeded the bank’s overall market share.

In 2001-2002, the portion of loans made in low- and moderate-income geographies exceeded the percentage of owner-occupied units. The market share of home purchase loans in both low- and moderate-income income geographies also exceeded BNA’s overall market share.

Home improvement loan geographic distribution was excellent. Geographic distribution in 2003 was excellent. Geographic distribution of home improvement loans in 2001-2002 was good.

In 2003, the portion of loans made in both low- and moderate-income geographies exceeded the percentage of owner-occupied units. In low-income geographies BNA's market share was less than the overall market share, while the market share in moderate-income geographies exceeded the bank's overall market share.

In 2001-2002, no loans were made in low-income geographies. The portion of loans made in moderate-income geographies exceeded the percentage of owner-occupied units. Market share in moderate-income geographies exceeded the bank's overall market share.

Home refinance loan geographic distribution was excellent. Geographic distribution in 2003 was excellent, and the geographic distribution in 2001-2002 was good.

In 2003, the portion of loans originated in low- and moderate-income geographies exceeded the percentage of owner-occupied units. The market share of home refinance loans in low- and moderate-income geographies also exceeded the overall market share.

In 2001-2002, the portion of loans originated in low-income geographies was less than the percentage of owner-occupied units, and portions made in moderate-income geographies exceeded the percentage of owner-occupied units. In low-income geographies the market share was significantly less than the bank's overall market share, and in moderate-income geographies the market share exceeded the bank's overall market share.

Small Loans to Businesses

Refer to Table 6 in the "Multistate Metropolitan Areas" 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.

Geographic distribution of small loans to businesses in the Lowell MA-NH Multistate AA was good. Geographic distribution in 2003 was good, and the distribution in 2001-2002 was also good.

In 2003, the portion of loans to small businesses in low-income geographies was less than the percentage of small businesses, while the portion of loans to small businesses in moderate-income geographies exceeded the percentage of small businesses. In low-income geographies, the market share was less than the bank's overall market share, while in moderate-income geographies the market share exceeded the bank's overall market share.

In 2001-2002, the portion of loans originated in low-income geographies was less than the percentage of small businesses, while the portion of loans originated in moderate-income geographies exceeded the percentage of small businesses. In low-income geographies, the market share was less than the bank's overall market share, while the market share in moderate-income geographies exceeded the bank's overall market share.

Lending Gap Analysis

No significant gaps in lending were noted.

Distribution of Loans by Income Level of the Borrower

Home Mortgage Loans

Refer to Tables 8, 9, and 10 in the "Multistate Metropolitan Areas" 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.

Borrower distribution of home purchase loans was excellent. Borrower distribution in 2003 was excellent, and borrower distribution in 2001-2002 was also excellent.

In 2003, the portion of home purchase loans originated to low-income borrowers was less than the percentage of low-income families, but was considered good when evaluating the percentage of households living below the poverty level. The portion of home purchase loans originated to moderate-income borrowers exceeded the percentage of moderate-income families. The market share of home purchase loans made to both low- and moderate-income borrowers exceeded the bank's overall market share.

In 2001-2002, the portion of home purchase loans made to low-income borrowers was less than the percentage of low-income families, but was considered good when evaluating the percentage of households living below the poverty level. The portion of home purchase loans made to moderate-income borrowers exceeded the percentage of moderate-income families. The market share of home purchase loans made to both low- and moderate-income families exceeded the bank's overall market share.

Borrower distribution of home improvement loans was excellent. Borrower distribution in 2003 was excellent. Borrower distribution in 2001-2002 was also excellent.

In 2003, the portion of home improvement loans originated to low-income borrowers was less than the percentage of low-income borrowers, and the portion made to moderate-income borrowers exceeded the percentage of moderate-income borrowers. The market share of home improvement loans, to both low- and moderate-income borrowers exceeded the bank's overall market share.

In 2001-2002, the portion of home improvement loans made to low-income borrowers was less than the portion of low-income families. The portion of home improvement loans made to moderate-income families exceeded the percentage of moderate-income families. The market share of home improvement loans to low- and moderate-income borrowers exceeded the bank's overall market share.

Borrower distribution of home refinance loans was excellent. Borrower distribution in 2003 was excellent, and borrower distribution in 2001-2002 was also excellent.

In 2003, the portion of home refinance loans originated to low-income borrowers was less than the percentage of low-income families within the AA. The portion of home refinance loans originated to moderate-income borrowers exceeded the percentage of moderate-income families within the AA. The market share of home refinance loans, to both low- and moderate-income borrowers, exceeded the bank's overall market share.

In 2001-2002, the portion of home refinance loans made to low-income borrowers was less than the percentage of low-income families within the AA. The portion of home refinance loans originated to moderate-income borrowers exceeded the percentage of moderate-income families. The market share of home refinance loans to low- and moderate-income borrowers exceeded the bank's overall market share.

Small Loans to Businesses

Refer to Table 11 in the "Multistate Metropolitan Areas" 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.

Borrower distribution of small loans to businesses in the Lowell MA-NH Multistate AA was excellent. In 2003, borrower distribution of small loans to businesses was excellent. In 2001-2002, borrower distribution of small loans to businesses was good.

In 2003, the percentage of loans to small businesses exceeded the percentage of small businesses in the AA. The bank's market share of small loans to businesses exceeded its overall business loan market share, and the bank made a majority of its small loans to businesses in amounts below \$100 thousand.

In 2001-2002, the percentage of loans to small businesses was slightly less than the percentage of small businesses in the AA. The bank's market share of small loans to businesses exceeded its overall business loan market. The bank made a majority of its small loans to businesses in amounts below \$100 thousand.

Community Development Lending

Refer to Table 1 Lending Volume in the "Multistate Metropolitan Areas" section of Appendix D for the facts and data used to evaluate the bank's level of community development lending.

BNA's high level of CD lending had a positive impact on the evaluation of its lending performance in the Lowell MA-NH Multistate AA. BNA originated \$11.3 million loans in the AA during the three-year evaluation period. All loan activity supported affordable housing for low- and moderate-income people, an important credit need in the AA.

Product Innovation and Flexibility

BNA offered a standard product mix of loan products including VA and FHA loans. There are not any additional lending products offered that were designed with flexible underwriting standards.

INVESTMENT TEST

Investment test performance in the Lowell MA-NH Multistate MSA is rated High Satisfactory after considering and allocating a portion of statewide and regional qualified investments to this AA.

Refer to Table 14 in the "Multistate Metropolitan Areas" section of Appendix D and "Massachusetts" section of Appendix D for the facts and data used to evaluate the bank's level of qualified investments.

The table referenced above reflects BNA's direct investments in the AA. Thirty-three current period investments total \$157 thousand. They made a nominal impact on the AA. However, BNA's overall investment activity was considered good after evaluating the impact of statewide and regional investments. Statewide and regional investments totaled \$31 million.

The pool of regional and statewide investments was dominated by \$11.9 million in mortgage-backed securities and \$11.7 million in the Massachusetts Housing Equity Fund. These large segments of the state and regional investment pool promote affordable housing for low- and moderate-income people, an important need in the AA. Of the \$157 thousand in current period grants made by the bank, the vast majority, or \$94 thousand, supported community service activities targeted to low- and moderate-income people. Of the remainder, \$46 thousand supported affordable housing for low- and moderate-income people and \$17 thousand contributed to economic development initiatives. The AA had a reasonable number of investment opportunities based on discussions with bank management, community contacts and an OCC Community Affairs specialist. The majority of investments other than grants found in the State of Massachusetts are regional or statewide investments. For this reason, these investments are given significant weight in the analysis.

SERVICE TEST

The bank's performance under the service test in the Lowell MA-NH Multistate AA is rated Outstanding.

Retail Banking Services

Refer to Table 15 in the “Multistate Metropolitan Areas” 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.

BNA’s delivery systems were readily accessible to geographies and individuals of different income levels in the Lowell MA-NH Multistate AA.

The distribution of BNA’s offices in low- and moderate-income geographies was greater than the portion of the AA’s population residing in low- and moderate-income geographies. The distribution of ATMs in low-income geographies was greater than the population residing in low-income geographies, and the distribution of ATMs in moderate-income geographies was less than the percentage of population in moderate-income geographies.

There were no branch openings or closings in the Lowell MA-NH Multistate AA during the evaluation period.

BNA’s hours and services offered throughout the AA were good. Management generally set branch hours based on customer needs and traffic patterns. Nearly all branch offices offered extended hours on various days of the week including Saturday hours. Most branches that serve low- and moderate-income geographies have hours and services that are comparable to other branches.

BNA offers an affordable checking account that would be attractive to low- and moderate-income people. The account which can be opened with as little as a \$25 initial deposit, features no monthly maintenance fee, no minimum monthly balance, and the first order of 50 checks free.

BNA also offers alternative delivery systems like bank-by-phone and Internet banking. An automated phone system is available at all times. The automated phone service can accommodate fund transfers, balance inquiries, and loan payments. The call is toll free and the service is available in English or Spanish. Live customer service representatives are available at the toll free number Monday through Friday from 7 a.m. until 11 p.m., Saturdays from 7 a.m. until 5 p.m., and Sundays from 9 a.m. until 5 p.m. Services available with the assistance of a customer service representative include opening a deposit account and applying for a home or consumer loan. Online banking services, which are available at all times, also allow the customer to apply for a loan or open a deposit account, as well as access information on their account. We did not place significant weight on these alternative delivery systems, as no data was available to determine the impact of these retail-banking services on low- and moderate-income geographies and individuals.

Community Development Services

BNA provided an adequate level of community development services to the Lowell MA-NH Multistate AA based on the number of employees involved in activities and total number of employees in the area. Five bank employees served on boards of directors, or finance committees of area organizations pursuing affordable housing, small business development, and community service initiatives targeted at low- and moderate-income areas and individuals. These services consistently addressed community development needs such as technical assistance for organizations providing community development, affordable housing, and financial services targeted to low- and moderate- income areas or individuals.

Multistate Metropolitan Area Rating

Portsmouth, NH-Kittery, ME Multistate Metropolitan Area

CRA rating for the Portsmouth NH-Kittery ME Metropolitan Area ⁴: 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:

- The level of lending that reflects good responsiveness to community needs.
- Overall excellent distribution of loans among geographies of different income levels.
- Overall good distribution of loans to borrowers of different income levels.
- A level of community development lending that had a neutral impact on the bank's lending performance.
- An overall level of investments that reflects good responsiveness to credit and community development needs.
- Reasonably accessible delivery systems to geographies and individuals of different income levels.

Description of Institution's Operations in Portsmouth NH-Kittery ME Multistate Metropolitan Area

The Portsmouth NH-Kittery ME Multistate AA consists of 44 geographies in southeastern New Hampshire and seven geographies in southern Maine. There are no low-income geographies in New Hampshire; however, there are four moderate-income census tracts. There are no low- or moderate-income geographies in the Maine portion of this multistate AA.

BNA ranks second in deposits with a 20.9 percent market share in the Portsmouth portion of the Multistate AA. Competitors include Citizens Bank with 24.8 percent, Service Credit Union with 14.9 percent, Fleet Bank with 7.4 percent, and Ocean National Bank with 4.8 percent. In the Kittery portion of the multistate MSA, BNA is also ranked second with a 19.3 percent market share. Competitors in Maine include Kennebunk Savings Bank with 37.4 percent, Ocean National Bank with 18.5 percent,

⁴ This rating reflects performance within the multistate metropolitan area. The statewide evaluations do not reflect performance in the parts of those states contained within the multistate metropolitan area.

Fleet Bank with 18.4 percent, and Key Bank with 5.4 percent. BNA has 16 branches in the AA.

Refer to the market profile for the “Portsmouth NH-Kittery ME Multistate Metropolitan Area” in Appendix C for detailed demographics and other performance context information.

LENDING TEST

Lending test performance in the Portsmouth NH-Kittery ME Multistate AA is rated High Satisfactory.

Lending Activity

Refer to Table 1 Lending Volume in the “Multistate Metropolitan Areas” section of Appendix D for the facts and data used to evaluate the bank’s lending activity.

Lending activity in the Portsmouth NH-Kittery ME Multistate AA was good. BNA was ranked second in deposits, with a market share of 20.9 percent. In 2003, BNA was ranked thirteenth in HMDA loans with a 2.2 percent market share. In 2001-2002, BNA was ranked ninth overall. The Portsmouth NH-Kittery ME Multistate AA was very competitive with many nationwide lenders.

In 2003, BNA was ranked fourth in small business lending with a 6.3 percent market share, again after three nationwide business credit card lenders. In 2001-2002, BNA was ranked seventh in small business lending.

Distribution of Loans by Income Level of the Geography

Home Mortgage Loans

Refer to Tables 2, 3 and 4 in the “Multistate Metropolitan Areas” 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.

Geographic distribution of home purchase loans was good. Geographic distribution of home purchase loans in 2003 was excellent; the geographic distribution of home purchase loans in 2001-2002 was adequate.

In 2003, portions of loans made in moderate-income geographies exceeded the percentage of owner-occupied units. Market share of home purchase loans in moderate-income geographies exceeded the bank’s overall market share.

In 2001-2002, portions of loans made in moderate-income geographies were less than the percentage of owner-occupied units. Market share of home purchase loans, in moderate-income income geographies, was less than BNA’s overall market share.

Geographic distribution of home improvement loans was excellent. Geographic distribution in 2003 and 2001-2002 was excellent.

In 2003, the portion of home improvement loans made in moderate-income geographies exceeded the percentage of owner-occupied units. The market share of home improvement loans in moderate-income geographies also exceeded the bank's overall market share.

In 2001-2002, the portion of loans made in moderate-income geographies exceeded the percentage of owner-occupied units. The market share in moderate-income geographies exceeded the bank's overall market share.

Home refinance loan geographic distribution was excellent. Geographic distribution in the 2003 evaluation period was excellent, and the geographic distribution in 2001-2002 was good.

In 2003, the portion of loans originated in moderate-income geographies exceeded the percentage of owner-occupied units. The market share of home refinance loans in moderate-income geographies exceeded the bank's overall market share.

In 2001-2002, the portion of loans originated in moderate-income geographies was near to the percentage of owner-occupied units in like geographies. The market share of home refinance loans in moderate-income geographies exceeded the bank's overall market share.

Small Loans to Businesses

Refer to Table 6 in the "Multistate Metropolitan Areas" 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.

Geographic distribution of small loans to businesses in the Portsmouth NH-Kittery ME Multistate AA was excellent. Geographic distribution in 2003 was excellent, and the distribution in 2001-2002 was also excellent.

In 2003, the portion of loans to small businesses in moderate-income geographies exceeded the percentage of small businesses in moderate-income geographies. As well, BNA's market share of small loans to businesses in moderate-income geographies exceeded the bank's overall market share.

In 2001-2002, the portion of loans originated in moderate-income geographies exceeded the percentage of small businesses. BNA's market share in moderate-income geographies exceeded the bank's overall market share.

Lending Gap Analysis

No significant gaps in lending were noted.

Distribution of Loans by Income Level of the Borrower

Home Mortgage Loans

Refer to Tables 8, 9, and 10 in the “Multistate Metropolitan Areas” 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.

Borrower distribution for home purchase loans was good. Borrower distribution in 2003 was good, and borrower distribution in 2001-2002 was adequate.

In 2003, the portion of home purchase loans originated to low-income borrowers was less than the percentage of low-income families. The portion of home purchase loans originated to moderate-income borrowers exceeded the percentage of moderate-income families. The market share of home purchase loans made to both low- and moderate-income borrowers exceeded the bank’s overall market share.

In 2001-2002, the portion of home purchase loans made to low-income borrowers was significantly less than the percentage of low-income families. The portion of home purchase loans made to moderate-income borrowers was less than the percentage of moderate-income families. Market share of home purchase loans made to low- and moderate-income borrowers, exceeded the bank’s overall market share.

Home improvement loan borrower distribution was good. Home improvement loan, borrower distribution in 2003 was good; borrower distribution in 2001-2002 was also good.

In 2003, the portion of home improvement loans originated to low-income borrowers was less than the percentage of low-income families. The portion of home improvement loans originated to moderate-income borrowers exceeded the percentage of moderate-income families. The market share of home improvement loans, to both low- and moderate-income borrowers, exceeded the bank’s overall market share.

In 2001-2002, the portion of home improvement loans made to both low- and moderate-income borrowers was less than the portion of low- and moderate-income families, respectively. The market share of home improvement loans to low- and moderate-income borrowers exceeded the bank’s overall market share.

Home refinance loan borrower distribution was good. Home refinance loan borrower distribution in 2003 was good; borrower distribution in 2001-2002 was adequate.

In 2003, the portion of home refinance loans originated to low-income borrowers was less than the percentage of low-income families. The portion of home refinance loans originated to moderate-income borrowers exceeded the percentage of moderate-income families. The market share of home refinance loans to both low- and moderate-income borrowers exceeded the bank’s overall market share.

In 2001-2002 the portion of home refinance loans made to low-income borrowers was significantly less than percentage of low-income families, and the portion made to moderate-income borrowers was less than the percentage of moderate-income families. The market share of home refinance loans to low-income borrowers was less than the bank's overall market share. The market share of home refinance loans made to moderate-income borrowers exceeded the bank's overall market share.

Small Loans to Businesses

Refer to Table 11 in the "Multistate Metropolitan Areas" 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.

Borrower distribution of small loans to businesses in the Portsmouth NH-Kittery ME Multistate AA was excellent. In both the 2003 and 2001-2002, the percentage of loans to small businesses exceeded the percentage of small businesses. Also, the bank's market share of small loans to businesses exceeded its overall business loan market share in both periods. The bank made a majority of its small loans to businesses in amounts below \$100 thousand in both the 2003 and 2001-2002 periods.

Community Development Lending

Refer to Table 1 Lending Volume in the "Multistate Metropolitan Areas" section of Appendix D for the facts and data used to evaluate the bank's level of community development lending.

BNA's level of CD lending had a neutral impact on the evaluation of its lending performance in the Portsmouth NH-Kittery ME Multistate AA. BNA originated two loans totaling \$2.5 million loans in the AA during the three-year evaluation period

Product Innovation and Flexibility

BNA offered a standard product mix of loan products including VA and FHA loans. There are not any additional lending products offered that were designed with flexible underwriting standards.

INVESTMENT TEST

Investment test performance in the Portsmouth NH-Kittery ME Multistate AA is rated High Satisfactory after considering the statewide and regional qualified investments that affect this AA.

Refer to Table 14 in the "Multistate Metropolitan Areas" section of Appendix D and the "New Hampshire" section of Appendix D for the facts and data used to evaluate the bank's level of qualified investments.

The table referenced above reflects BNA's direct investments in the AA. Thirteen investments total \$38 thousand. They made a nominal impact on the AA. However, the impact of the 24 investments totaling \$22 million in statewide and regional investments was good.

The \$38 thousand in current period grants made by the bank supported community service activities targeted toward low- and moderate-income people, affordable housing for low- and moderate-income people and economic development initiatives. The majority of the \$22 million in statewide and regional investments were for affordable housing for low- and moderate-income people. One investment for \$1 million benefited small business financing that will support the creation and retention of jobs for low- and moderate-income people. The AA had a reasonable number of investment opportunities based on discussions with bank management, community contacts and an OCC Community Affairs specialist. The majority of investments other than grants found in the New England states are regional or statewide investments. For this reason, these investments are given significant weight in the analysis.

SERVICE TEST

The bank's performance under the service test in the Portsmouth NH-Kittery ME Multistate AA is rated Low Satisfactory.

Retail Banking Services

Refer to Table 15 in the "Multistate Metropolitan Areas" 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.

BNA's delivery systems were reasonably accessible to geographies and individuals of different income levels in the Portsmouth NH-Kittery ME Multistate AA. The distribution of BNA's offices in moderate-income geographies was significantly below the populations residing in moderate-income geographies. The distribution of ATMs in moderate-income geographies slightly exceeded the populations within moderate-income areas.

There were no branch openings or closings in the Portsmouth NH-Kittery ME Multistate AA during the evaluation period.

BNA's hours and services offered throughout the AA are good. Management generally set branch hours based on customer needs and traffic patterns in each area. Nearly all branch offices offered extended hours on various days of the week including Saturday hours.

BNA offers an affordable checking account that would be attractive to low- and moderate-income people. The account, which can be opened with as little as a \$25 initial deposit, features no monthly maintenance fee, no minimum monthly balance, and the first order of 50 checks free.

BNA also offers alternative delivery systems have bank-by-phone and Internet banking. An automated phone system is available at all times. The automated phone service can accommodate fund transfers, balance inquiries, and loan payments. The call is toll free and the service is available in English or Spanish. Live customer service representatives are available at the toll free number Monday through Friday from 7 a.m. until 11 p.m., Saturdays from 7 a.m. until 5 p.m., and Sundays from 9 a.m. until 5 p.m. Services available with the assistance of a customer service representative include opening a deposit account and applying for a home or consumer loan. Online banking services, which are available at all times, also allow the customer to apply for a loan or open a deposit account, as well as access information on their account. We did not place significant weight on these alternative delivery systems, as no data was available to determine the impact of these retail-banking services on low- and moderate-income geographies and individuals.

Community Development Services

BNA provided an adequate level of community development services to the Portsmouth NH-Kittery ME Multistate AA based on the number of employees involved in activities and total number of employees in the area. Twelve bank employees served on boards of directors, or finance committees of area organizations pursuing affordable housing, small business development, and community service initiatives targeted at low- and moderate-income areas and individuals. These services consistently addressed community development needs such as technical assistance for organizations providing community development, affordable housing, and financial services targeted to low- and moderate-income areas or individuals.

State Rating

Connecticut

CRA Rating for Connecticut⁵: Satisfactory

The lending test is rated: High Satisfactory

The investment test is rated: Low Satisfactory

The service test is rated: Low Satisfactory

The major factors that support this rating:

- A level of lending that reflects adequate responsiveness to community needs.
- Overall excellent distribution of loans to borrowers of different income levels.
- Overall adequate distribution of loans among geographies of different income levels.
- Community development lending had a neutral impact on the bank's lending performance.
- An overall level of investments that reflects an adequate responsiveness to credit and community development needs.
- Retail delivery systems are reasonably accessible to geographies and individuals of different income levels.

Description of Institution's Operations in Connecticut

The Connecticut rating area consists of 5 AAs. They include the Hartford AA, Bridgeport AA, New Haven AA, Waterbury AA and the non-MSA Torrington area. BNA began operations in all but the Hartford and New Haven AAs during 2003. The largest AA in the state is Hartford.

BNA has \$2.5 billion in deposits, 27 banking offices and 47 ATMs in the state. Major competitors include: Fleet, Webster Bank, Wachovia, New Alliance, Citizens, JP Morgan/Chase, and Peoples Bank.

Of the bank's 10 rating areas, Connecticut ranks third and accounts for approximately 13.9 percent of total bank deposits. During the evaluation period, BNA originated 3.45 percent its total reportable loans in Connecticut.

⁵ 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 within 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.

Scope of Evaluation in Connecticut

The Hartford AA received a full-scope review. BNA's performance in the State of Connecticut is primarily based on the results of their performance in the full-scope AA. The Hartford AA accounts for 74 percent of the bank's deposit base and 61 percent of their banking offices within the State of Connecticut. This AA consists of 140 census tracts. The Bridgeport AA, New Haven AA, Waterbury AA and the Non MSA Torrington area received limited scope reviews.

We made 2 community contacts during this evaluation. One group was an affordable housing group who stated that affordable housing was a need and also commented on the age of the housing stock. The other group was business related and stated that access to capital for very small businesses was a need mainly due to asset quality.

Refer to the market profiles in Appendix C for detailed demographic and other performance context information for the assessment area that received full-scope review.

LENDING TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the lending test in Connecticut is rated High Satisfactory. Based on a full-scope review, the bank's performance in the Hartford AA is good.

Lending Activity

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

Lending activity in the Hartford AA is adequate. Based on 2003 FDIC deposit market information, BNA is ranked 3rd with a deposit market share of 14.80 percent. The bank is ranked 29th in making home purchase loans (0.97 percent market share), 3rd in home improvement loans (7.00 percent market share) and 15th in making refinance loans (1.69 percent market share). In terms of small loans to businesses, the bank ranked 15th in overall loan volume (1.06 percent market share) and 11th in making loans to small businesses (1.60 percent market share).

There were numerous institutions making home mortgage loans and small loans to businesses in this AA.

Distribution of Loans by Income Level of the Geography

BNA's geographic distribution of loans is adequate. The distribution of home mortgage loans and small loans to businesses is adequate.

Home Mortgage Loans

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

The number of owner-occupied units in low-income census tracts was low in the AA. Based on 2000 census data, the Hartford AA has eight low-income census tracts containing over 9 thousand housing units. Of the total number of housing units, only 1,500 are owner-occupied.

Geographic distribution of home purchase loans was good. Geographic distribution in the 2003 evaluation period was good; the geographic distribution in the 2001-2002 evaluation period was excellent. There were no low-income tracts in the AA based on 1990 census data.

In 2003, the portion of loans made in low-income geographies significantly exceeded the percentage of owner-occupied units in these areas. In moderate-income geographies, the portion of loans was lower than the percentage of owner-occupied units in these geographies. In addition, the market share of home purchase loans in low-income geographies significantly exceeded the bank's overall market share within the AA. In moderate-income geographies, the bank's market share was lower than their overall market share within the AA.

In 2001-2002, the bank's geographic distribution of home purchase loans was stronger than their 2003 performance. There were no low-income tracts in the bank's AA based on 1990 census. In moderate-income geographies, the portion of loans significantly exceeded the percentage of owner-occupied units in these areas. Also, the bank's market share of loans in moderate-income geographies exceeded the bank's overall market share of loans within the AA.

The geographic distribution of home improvement loans was adequate. Geographic distribution in the 2003 evaluation period was adequate. The geographic distribution in the 2001-2002 evaluation period was not evaluated. The bank's lending volume for this time period was nominal and an analysis would be meaningless. The bank only made 20 home improvement loans during this time period.

In 2003, BNA made no home improvement loans in low-income geographies. In moderate-income geographies, the portion of loans was lower than the percentage of owner-occupied units in these geographies. In addition, the market share of home improvement loans in moderate-income geographies was substantially lower than their overall market share within the AA.

The geographic distribution of refinance loans was adequate. Geographic distribution in the 2003 evaluation period was adequate. The geographic distribution in the 2001-2002 evaluation period was good.

In 2003, the portion of loans made in low-income geographies was lower than the percentage of owner-occupied units in these areas. In moderate-income geographies, the portion of loans was lower than the percentage of owner-occupied units in these geographies. In addition, the market share of refinance loans in low-income geographies is near their overall market share. The market share of refinance loans in moderate-income geographies was lower than the bank's overall market share.

In 2001-2002, the bank's geographic distribution of refinance loans was stronger than their performance in 2003. Their performance in moderate-income census tracts was near the percentage of owner-occupied units located in these geographies. Also, the bank's market share of loans in moderate-income geographies significantly exceeded the bank's overall market share of loans within the AA.

Small Loans to Businesses

Refer to Table 6 in the "State of Connecticut" 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.

Geographic distribution of small loans to businesses in the Hartford AA was adequate. Geographic distribution in the 2003 evaluation period was good and the distribution in the 2001-2002 evaluation period was poor.

In 2003, the bank's portion of loans is near the percentage of businesses located in low-income geographies. In moderate-income geographies, their portion of loans is lower than the percentage of businesses in these geographies. The bank's market share in both low- and moderate-income geographies exceeded their overall market share of loans within the AA.

In 2001-2002, the bank's geographic distribution of small loans to businesses was weaker than their 2003 performance. In moderate-income geographies, the portion of the bank's loans was substantially lower than the percentage of businesses located in these geographies. However, the bank's market share of loans in moderate-income geographies was near to their overall market share of loans within the AA.

Lending Gap Analysis

No significant gaps in lending were noted.

Distribution of Loans by Income Level of the Borrower

BNA's distribution of loans by income level is excellent. Their distribution of mortgage loans is excellent and their distribution of small loans to businesses is good.

Home Mortgage Loans

Refer to Tables 8, 9 and 10 in the "Connecticut" 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 cost of housing is high in the AA. Most low-income and some moderate-income individuals cannot afford to purchase a home in this AA. The median housing cost in the AA is \$143,800. An individual would have to earn about \$48,000 per year to be able to afford a home in the AA. According to the HUD adjusted median family income for low-income families is \$36,500 or less and \$58,400 or less for moderate-income families.

Borrower distribution for home purchase lending was excellent. Borrower distribution in the 2003 evaluation period was excellent and borrower distribution in the 2001-2002 evaluation period was also excellent.

In 2003, the portion of home purchase loans to low-income borrowers was near the percentage of low-income borrowers that reside in the AA. The portion of home purchase loans to moderate-income borrowers significantly exceeded the percentage of moderate-income borrowers that reside in the AA. In addition, the market share of home purchase loans to both low- and moderate-income borrowers exceeded the bank's overall market share to all borrowers within the AA.

In 2001-2002, the portion of home purchase loans to both low- and moderate-income borrowers significantly exceeded the percentage of borrowers that reside in the AA. The market share of loans to low-income borrowers significantly exceeded the bank's overall market share of loans to all borrowers within the AA. The market share of loans to moderate-income borrowers was substantially lower than the bank's overall market share of loans to all borrowers within the AA.

Borrower distribution of home improvement loans was excellent. Borrower distribution was excellent in the 2003 evaluation period. Borrower distribution was not evaluated in the 2001-2002 evaluation period due to the low volume.

In 2003, the portion of home improvement loans to low-income borrowers was lower than the percentage of low-income borrowers that reside in the AA. However, the bank's performance was considered good when the demographic factors are considered. The portion of home purchase loans to moderate-income borrowers significantly exceeded the percentage of moderate-income borrowers that reside in the AA. In addition, the bank's market share of home purchase loans to low-income borrowers exceeded their overall market share. Their market share to moderate-

income borrowers was near the bank's overall market share to all borrowers within the AA.

Borrower distribution of refinance loans was excellent. Borrower distribution was excellent in 2003. Borrower distribution in the 2001-2002 evaluation period was also excellent.

In 2003, the portion of refinance loans to low-income borrowers was lower than the percentage of low-income borrowers that reside in the AA. However, the bank's performance was good when the demographic factors were factored in. The portion of refinance loans to moderate-income borrowers significantly exceeded the percentage of moderate-income borrowers that reside in the AA. In addition, the market share of refinance loans to both low- and moderate-income borrowers significantly exceeded the bank's overall market share to all borrowers within the AA.

In 2001-2002, the portion of refinance loans to low-income borrowers was lower than the percentage of low-income borrowers that reside in the AA. However, when the demographic factors were considered, the performance was good. The portion of refinance loans to moderate-income borrowers significantly exceeded the percentage of moderate-income borrowers that reside in the AA. The bank's market share of loans to both low- and moderate-income borrowers significantly exceeded their market share of loans to all borrowers within the AA.

Small Loans to Businesses

Refer to Table 11 in the "Connecticut" 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.

Borrower distribution of small loans to businesses was good. Borrower distribution was good in the 2003 evaluation period. Borrower distribution was also good in the 2001-2002 evaluation period.

In 2003, the percentage of loans to small businesses was near to the percentage of small businesses. In addition, the bank's market share of small loans to businesses exceeded its overall business loan market share. Additionally, the bank made a majority of its small loans to businesses in amounts below \$100 thousand.

In 2001-2002, the percentage of loans to small businesses was near to the percentage of small businesses. Also, the bank's market share of small loans to businesses exceeded its overall business loan market share. Lastly, a majority of their small loans to businesses were in amounts below \$100 thousand.

Community Development Lending

Refer to Table 1 Lending Volume in the "Connecticut" section of Appendix D for the facts and data used to evaluate the bank's level of community development lending.

BNA's level of CD lending had a neutral impact on the evaluation of its lending. During this evaluation period, BNA made 7 qualified community development loans that totaled \$3.7 million. The loan proceeds were used to provide affordable housing for low- or moderate-income individuals. Approximately 166 affordable housing units were provided as a result of the CD loans originated.

Product Innovation and Flexibility

BNA offered a standard product mix of loan products including VA and FHA loans and saleable state sponsored affordable products.

The Connecticut Housing Finance Authority Program (CHFA) mortgage product is offered throughout the State of Connecticut. This loan product is a fixed-rate, below-market rate loan for first time homebuyers. Since 2001, BNA originated 21 loans totaling \$1.3 million. In addition, the bank made 6 VA loans totaling \$819 thousand and 54 FHA loans totaling \$6.7 million during the evaluation period.

There are not any additional lending products offered that were designed with flexible underwriting standards.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the lending test in the Waterbury AA is weaker than the bank's overall High Satisfactory performance under the lending test in Connecticut. The borrower distribution and geographic distribution of loans is weaker than the bank's performance in the full-scope AA.

The bank's performance in the limited scope AA did not have a significant impact on their overall lending test rating. We did not review the bank's performance in Bridgeport, New Haven or non MSA Torrington AAs. BNA made a nominal number of home mortgage or small loans to business loans in these AAs during the evaluation periods.

Refer to the Tables 1 through 11 in the "Connecticut" section of Appendix D for the facts and data that support these conclusions.

INVESTMENT TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the investment test in Connecticut is rated Low Satisfactory. Based on full-scope reviews, the bank's performance in the Hartford AA is adequate.

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

BNA's level of community development investments is adequate. This assessment is based on the dollar volume of investments made in the AA and statewide and regional investments that had a positive impact on the AA.

During the evaluation period, BNA made 39 investments totaling \$554 thousand. There were no prior period investments submitted for our consideration. One investment for \$250 thousand was made in the AA to an economic development fund. The remaining investments in the AA consisted of grants and/or donations to qualified community development organizations. In addition, there were 14 current period investments totaling \$5.7 million and two prior period investments totaling \$75 thousand, which benefited the AA. These investments were not innovative in nature but did meet identified needs in the community.

The AA had a reasonable number of investment opportunities based on discussions with bank management, community contacts and an OCC Community Affairs specialist. The majority of investments other than grants found in the New England states are regional or statewide investments. For this reason, these investments are given significant weight in the analysis.

Conclusions for Area Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the investment test in the Waterbury, Bridgeport, New Haven, and non MSA Torrington AAs was not inconsistent with the bank's overall Low Satisfactory performance under the investment test in Connecticut. BNA made a nominal amount of investments in these areas but benefited from the statewide and regional investments.

Refer to the Table 14 in the "Connecticut" section of Appendix D for the facts and data that support these conclusions.

SERVICE TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the service test in Connecticut is rated Low Satisfactory. Based on full-scope reviews, the bank's performance in the Hartford AA is adequate.

Retail Banking Services

Refer to Table 15 in the "Connecticut" 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.

BNA's retail banking delivery systems are reasonably accessible to geographies and individuals of different income levels throughout the full-scope AA. There are no branches in low-income geographies. In moderate-income geographies, the

percentage of the bank's branches is lower than the population residing in these areas. However, BNA has a banking office located less than one mile from ten of the moderate-income tracts. Therefore, the bank's delivery systems are considered reasonably accessible to these geographies.

There were no branch openings or closing in the Hartford AA during either evaluation period.

BNA's hours and services offered throughout the AA are good. Management generally set branch hours based on customer needs and traffic patterns in each area. Nearly all branch offices offered extended hours on various days of the week including Saturday hours.

BNA offers an affordable checking account that would be attractive to low- and moderate-income people. The account, which can be opened with as little as a \$25 initial deposit, features no monthly maintenance fee, no minimum monthly balance, and the first order of 50 checks free.

BNA also offers alternative delivery systems such as bank-by-phone and Internet banking. An automated phone system is available at all times. The automated phone service can accommodate fund transfers, balance inquiries, and loan payments. The call is toll free and the service is available in English or Spanish. Live customer service representatives are available at the toll free number Monday through Friday from 7 a.m. until 11 p.m., Saturdays from 7 a.m. until 5 p.m., and Sundays from 9 a.m. until 5 p.m. Services available with the assistance of a customer service representative include opening a deposit account and applying for a home or consumer loan. Online banking services, which are available at all times, also allow the customer to apply for a loan or open a deposit account, as well as access information on their account. We did not place significant weight on these alternative delivery systems, as no data was available to determine the impact of these retail-banking services on low- and moderate-income geographies and individuals.

Community Development Services

BNA's level of community development services is adequate based on the limited opportunities in the AA and the number of services provided. During this evaluation period, six bank employees served on the board, the underwriting committee, loan committee or the director for six qualified community development organizations. These organizations provided small business loans, affordable housing or community services to low- and moderate-income individuals. Also, the bank co-sponsored a small business education seminar in September 2004 targeted to the Latino population.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the service test in the Waterbury and New Haven AAs was stronger than the bank's overall "Low Satisfactory" performance under the service test in Connecticut. BNA's percentage of branches in

moderate-income geographies exceeds the percent of the population that reside in these areas. There was only one branch in the Bridgeport AA and two in the non MSA Torrington AA and therefore they were not considered. The bank's performance in the limited scope areas did not have a significant impact on the service test rating.

Refer to Table 15 in the "Connecticut" section of Appendix D for the facts and data that support these conclusions.

State Rating

Maine

CRA Rating for Maine⁶: Satisfactory

The lending test is rated: High Satisfactory

The investment test is rated: Outstanding

The service test is rated: High Satisfactory

The major factors that support this rating include:

- The level of lending that reflects good responsiveness to community needs.
- Overall good distribution of loans among geographies of different income levels.
- Overall good distribution of loans to borrowers of different income levels.
- A high level of community development lending that had a positive impact on the bank's lending performance.
- An overall level of investments that reflects excellent responsiveness to credit and community development needs.
- Delivery systems are accessible to geographies and individuals of different income levels.

Description of Institution's Operations in Maine

The State of Maine rating was based on performance in five AAs, including three MSAs and two non-MSAs. They are the Portland MSA, Non MSA ME Partial AA, Bangor MSA, Lewiston-Auburn MSA and the Non MSA Aroostcook AA containing the northern most section of Maine. BNA is the largest financial institution in the Maine rating area with 19 percent of the market share representing \$3.1 billion in deposits.

Statewide residential loan competitors include major nationwide providers such as Countrywide, GMAC, Wells Fargo, and Fleet Bank. Nationally known credit card companies including Capital One, Citibank, and MBNA are major small business loan competitors.

⁶ 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 within 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.

Of the bank's ten rating areas, Maine ranks first and accounts for approximately 16.9 percent of total bank deposits. During the evaluation period, BNA originated 30.9 percent its total reportable loans in Maine.

Refer to the market profiles in Appendix C for detailed demographics and other performance context information for AAs that received full-scope reviews.

Scope of Evaluation in Maine

Based on number of geographies and total deposits, the Portland MSA AA and the portion of the non-MSA that excludes Aroostook County received full-scope reviews. This non-MSA area is referred to as the Non-MSA ME Partial AA throughout the report. Performance results are rolled up to cover the overall evaluation period. The Lewiston-Auburn MSA AA, the Bangor MSA AA, non-MSA Aroostook AA received limited scope reviews. Ratings are based primarily on results of areas receiving full-scope reviews.

The Non-MSA ME Partial AA was the largest AA consisting of 142 census tracts. There are no low-income geographies and nine moderate-income geographies in the AA. The partial non-MSA holds 28 percent of statewide total deposits and 54 percent of the bank's loans in Maine. The Portland AA was second largest AA. The Portland AA comprises 51 percent of the bank's deposits and 28 percent of the bank's loans in Maine.

Several community contacts were made in Maine. Maine's population provides abundant opportunities for bank participation. Maine evidences high levels of an aging population; generally lower education levels than other states, recent surges in emigrant population levels, and pockets of the population living below the poverty level. Also, the economy is transitioning away from natural resources and millwork resulting in high levels of seasonal work and unemployment. Specific needs include affordable housing, rental assistance, home repair programs, social services, senior services, and childcare. Unfortunately most banks have focused their activities on investments in affordable housing activities that provide low-income housing tax credits to the detriment of other programs.

LENDING TEST

Conclusions for Areas Receiving Full-Scope Reviews

Lending test performance in Maine is rated High Satisfactory. In full-scope reviews, performance in the Portland AA and Non-MSA ME Partial AA was good.

Lending Activity

Refer to Table 1 Lending Volume in the "Maine" section of Appendix D for the facts and data used to evaluate the bank's lending activity.

Lending activity in the Portland AA was good. Based on FDIC deposit market share information for 2003, BNA was ranked first in deposits with a 31.47 percent market share. Based on 2003 aggregate HMDA and CRA data, BNA was the third in home purchase lending (7.00 percent market share), third in home improvement lending (9.52 percent market share), sixth in refinance lending (3.61 percent market share) and third in small business lending (8.50 percent market share).

Lending activity in the Non MSA ME Partial AA was good. Based on FDIC deposit market share information for 2003, BNA was ranked first in deposits with an 11.76 percent market share. Based on aggregate HMDA and CRA data, BNA was fourth in home purchase lending (5.79 percent market share), first in home improvement lending (15.12 percent market share), fifth in refinance lending (4.05 percent market share) and fourth in small business lending (6.42 percent market share).

Distribution of Loans by Income Level of the Geography

In the full-scope Portland AA there were three low-income geographies in the 2003 evaluation period. These geographies are significantly rental markets. In 2001-2002, 77 percent of occupied housing was rental, and in the 2003 evaluation period, the rate increased to 82 percent. The Non-MSA ME Partial AA had no low-income geographies in either evaluation time frame. As a result geographic distribution of HMDA loan performance in the Non-MSA ME Partial AA was centered in moderate-income geographies.

Home Mortgage Loans

Refer to Tables 2, 3, and 4 in the “Maine” section of Appendix D for the facts and data used to evaluate the geographic distribution of the bank’s home mortgage loan originations/purchases.

Geographic distribution of home purchase loans was good. Geographic distribution in the 2003 evaluation period was excellent while distribution in the 2001-2002 evaluation period was adequate.

In 2003, the portions of home purchase loans made in the Portland AA and the Non-MSA ME Partial AA low- and moderate-income geographies exceeded the percentage of owner-occupied units in like geographies. Market share of home purchase loans in full-scope low- and moderate income geographies also exceeded the bank’s overall market share in both full scope areas.

In 2001-2002, the distribution of home purchase loans was adequate. Distribution and market share in the Portland AA exceeded the percentage of owner-occupied units and the bank’s overall market share respectively. However in the Non-MSA ME Partial AA, the portion of loans made in moderate-income geographies was significantly lower than the percentage of owner-occupied units. The market share of home purchase loans in moderate income geographies was also lower than the overall market share.

Home improvement loan geographic distribution in full-scope areas is good. Geographic distribution in the 2003 evaluation period was good and the geographic distribution in the 2001-2002 evaluation period was good.

In 2003, the portion of loans made in the Portland AA low-income geographies exceeded the percentage of owner-occupied units. In moderate-income geographies the portion of loans was slightly lower than the percentage of owner-occupied units. The market share of home improvement loans in Portland's low- and moderate-income geographies exceeded the bank's overall market share in the 2003 evaluation period. In the Non-MSA ME Partial AA, the portion of loans made in low-income geographies exceeded and moderate-income geographies was lower than the percentage of owner-occupied units. The market share of home improvement loans in the Non-MSA ME Partial AA for low-income geographies exceeded and for moderate-income geographies was significantly less than the bank's overall market share.

In 2001-2002, the portion of loans made in the Portland AA low- and moderate-income geographies exceeded the percentage of owner-occupied units. The market share of home improvement loans in Portland's low- and moderate-income geographies exceeded the bank's overall market share in the 2003 evaluation period. In the Non-MSA ME Partial AA, the portion of loans made in moderate-income geographies was near to the percentage of owner-occupied units. The market share of home improvement loans in the Non-MSA ME Partial AA for moderate-income geographies exceeded the bank's overall market share.

Geographic distribution of home refinance loans was good. Geographic distribution in the 2003 evaluation period was excellent, while the geographic distribution in the 2001-2002 evaluation period was adequate.

In 2003, the portion of loans originated in both low- and moderate-income geographies of Portland AA exceeded the percentage of owner-occupied units in like geographies. The market share of home refinance loans in the Portland AA low- and moderate-income geographies also exceeded the bank's overall market share. In the Non-MSA ME Partial area, the portion of loans originated in both low- and moderate-income geographies exceeded the percentage of owner-occupied units in like geographies. The market share of home refinance loans in the Non-MSA ME Partial AA for low- and moderate-income geographies also exceeded the bank's overall market share.

In 2001-2002, the portion of loans originated in both low- and moderate-income geographies of the Portland AA exceeded the percentage of owner-occupied units. The market share in the Portland AA exceeded the bank's overall market share. The portion of loans originated in moderate-income geographies of the Non-MSA ME Partial AA was significantly less than the percentage of owner-occupied units. The market share in the Non-MSA ME Partial AA was slightly less than the overall market share.

Small Loans to Businesses

Refer to Table 6 in the “Maine” 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.

The geographic distribution of small business loans is good. Geographic distribution in the 2003 evaluation period was excellent, while geographic distribution in the 2001-2002 evaluation period was adequate.

In 2003, the distribution of small loans to businesses in the Portland MSA and the Non-MSA ME Partial AA to moderate-income geographies exceeded the percentage of businesses in like geographies. Market share of small loans to businesses in the full-scope areas and for moderate-income geographies exceeded the bank’s overall market share.

In 2001-2002, in the Portland AA the portion of small business loans in moderate-income geographies was significantly less than the percentage of businesses in similar geographies. The market share of small business loans in moderate-income geographies was less than the bank’s overall share. In the Non-MSA ME Partial AA, the portion of small business in moderate income geographies was less than the percentage of businesses in similar geographies. The market share of small business loans in the Non-MSA ME Partial AA in moderate-income areas exceeded the percentage of businesses in similar geographies.

Lending Gap Analysis

No significant gaps in lending were noted.

Distribution of Loans by Income Level of the Borrower

In the evaluation of borrower distribution, we gave consideration to the poverty level in all AAs. In 2003, in the Portland AA, the poverty level is 8 percent of households, and 16.7 percent of families are low-income. In the same time period, in the partial non-MSA, the poverty level is 11 percent of households, and 17.4 percent of families are low-income. Due to reasons of affordability, it is unlikely that those with incomes below the poverty level would be heavily involved in home mortgage financing. Accordingly, we considered this in evaluating the bank’s lending distribution to low-income borrowers.

Home Mortgage Loans

Refer to Tables 8, 9 and 10 in the “Maine” 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 borrower distribution of home purchase loans was good. Borrower distribution in 2003 was good and in the 2001-2002 period it was adequate.

In 2003, the portion of home purchase loans originated to low-income borrowers in the Portland AA was below the percentage of low-income families. However, it was adequate when considering the percentage of households living below the poverty level. The portion of home purchase loans originated in the Portland AA to moderate-income borrowers exceeded the percentage of moderate-income families within the AA. Market share of home purchase loans to both low- and moderate-income geographies exceeded the bank's overall market share. The portion of home purchase loans originated to low-income borrowers in the Non-MSA ME Partial AA was significantly below the percentage of low-income families within the AA. However, it was adequate when considering the percentage of households living below the poverty level. The portion of home purchase loans originated in the Non-MSA ME Partial AA to moderate-income borrowers exceeded the percentage of moderate-income families within the AA. Market share of home purchase loans to both low- and moderate-income geographies exceeded the bank's overall market share.

In 2001-2002, the portion of home purchase loans made to low-income borrowers in the Portland AA was below the percentage of low-income families within the AA. The portion of home purchase loans made to moderate-income borrowers exceeded the percentage of moderate-income families within the AA. The market share of home purchase loans to low- or moderate-income borrowers exceeded the bank's overall market share. In the Non-MSA ME Partial AA, the portion of home purchase loans made to low-income borrowers was significantly below the percentage of low-income families within the AAs. The portion of loans made to moderate-income families was also less than the percentage of moderate-income families. The market share of home purchase loans to low-income families exceeded the banks overall market share. The market share of home purchase loans to moderate-income families was less than the bank's overall market share.

Borrower distribution of home improvement loans was good. Borrower distribution of home improvement loans in the 2003 evaluation period was good, while borrower distribution in the 2001-2002 evaluation period was adequate.

In 2003, the portion of home improvement loans originated to low-income borrowers in the Portland AA was below the percentage of low-income families within the AA, but was adequate when considering the percentage of households living below the poverty level. The portion of home improvement loans made to moderate-income borrowers in the Portland MSA exceeded the percentage of moderate-income families within the AA. The market share of home improvement loans, to both low- and moderate-income borrowers, exceeded the bank's overall market share. The portion of home improvement loans made to low-income borrowers in the Non-MSA ME Partial AA was significantly below the percentage of low-income families within the AAs, but was adequate when considering the percentage of households living below the poverty level. The portion of home improvement loans made to moderate-income borrowers in the Non-MSA ME Partial AA exceeded the percentage of moderate-income families within

the AA. The market share of home improvement loans, to both low- and moderate-income borrowers, exceeded the bank's overall market share.

In 2001-2002, the portion of home improvement loans made to low-income families in the Portland AA was significantly below the percentage of low-income families within the AA. The portion of home improvement loans made to moderate-income borrowers exceeded the percentage of moderate-income families within the AA. The market share of home improvement loans, to both low- and moderate- income borrower exceeded the bank's overall market share. The portion of home improvement loans made to low-income families in the Non-MSA ME Partial AA was significantly below the percentage of low-income families within the AA. The portion of home improvement loans made to moderate-income borrowers exceeded the percentage of moderate-income families within the AA. The market share of home improvement loans to low-income borrowers was lower than the bank's overall market share. The market share to moderate-income borrowers exceeded the overall market share.

Borrower distribution of home refinance loans was adequate. Home refinance loan borrower distribution, in the 2003 evaluation period was adequate, while the borrower distribution in the 2001-2002 evaluation period was poor.

In 2003, the portion of home refinance loans originated to low-income borrowers in the Portland AA was significantly below the percentage of low-income families. The portion of home improvement loans made to moderate-income borrowers in the Portland AA was less than the percentage of moderate-income families. The market share of home refinance loans to low-income borrowers exceeded the banks overall market share. The market share of home refinance loans to moderate-income borrowers was less than the overall market share. The portion of home refinance loans originated to low-income borrowers in the Non-MSA ME Partial AA was significantly below the percentage of low-income families. The portion of home improvement loans made to moderate-income borrowers in the Non-MSA ME Partial AA was less than the percentage of moderate-income families. The market share of home refinance loans to both low- and moderate-income borrowers exceeded the banks overall market share.

In 2001-2002, the portion of home refinance loans originated to low-income borrowers in the Portland AA was significantly below the percentage of low-income families. The portion of home improvement loans made to moderate-income borrowers in Portland AA was less than the percentage of moderate-income families. The market share of home refinance loans to low- and moderate-income borrowers exceeded the banks overall market share. The portion of home refinance loans originated to low-income borrowers in the Non-MSA ME Partial AA was very significantly less than the percentage of low-income families. The portion of home improvement loans made to moderate-income borrowers in the Non-MSA ME Partial AA was less than the percentage of moderate-income families. The market share of home refinance loans to low-income borrowers was less than the bank's overall market share. The market share of home refinance loans to moderate-income borrowers exceeded the bank's overall market share.

Small Loans to Businesses

Refer to Table 11 in the “Maine” 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.

Borrower distribution of small loans to businesses was good. Small loan to businesses borrower distribution, in both the 2003 and 2001-2002 evaluation periods, was good.

In 2003, the percentage of loans to small businesses in the Portland AA was near to the percentage of small businesses. The market share of loans to small businesses exceeded the bank’s overall market share. The percentage of loans to small businesses in the Non-MSA ME Partial AA exceeded the percentage of small businesses. The market share of loans to small businesses exceeded the overall market share. A majority of loans to small businesses were in amounts below \$100 thousand in both full scope areas.

In 2001-2002, the percentage of loans to small businesses in both full-scope areas was less than the percentage of small businesses in the AAs. However, the bank’s market share of small businesses loans in both full-scope areas exceeded its overall business loan market share. The bank made a majority of its small loans to businesses in amounts below \$100 thousand.

Community Development Lending

Refer to Table 1 Lending Volume in the “Maine” section of Appendix D for the facts and data used to evaluate the bank’s level of community development lending.

BNA’s level of CD lending had a positive impact on the evaluation of its lending performance in the State of Maine. During this evaluation period, BNK made 30 qualified community development loans that totaled \$40.5 million in the Portland MSA and 10 loans that totaled \$4.5 million in the Non-MSA ME Partial AA.

Nearly all of the loan activity supported affordable housing for low- and moderate-income people, an important credit need in the AA. Other CD loan purposes consisted of loans supporting small sized businesses that are creating or retaining jobs for low- and/or moderate-income people, and loans for community service targeted to low- and moderate-income people.

Product Innovation and Flexibility

BNA offered a standard product mix of loan products including VA and FHA loans and saleable state sponsored affordable products. There are not any additional lending products offered that were designed with flexible underwriting standards.

Conclusions for Areas Receiving Limited-Scope Reviews

Refer to the Tables 1 through 13 in the “Maine” section of Appendix D for the facts and data that support these conclusions.

Based on limited-scope reviews, the bank’s performance under the lending test in the Bangor MSA and Lewiston MSA was stronger than the bank’s overall good performance. Performance in the Aroostook non-metropolitan area was not inconsistent with the bank’s overall good performance under the lending test in Maine. The bank’s performance in the limited scope AAs did not have a significant impact on their overall lending test rating.

INVESTMENT TEST

The bank’s performance under the investment test in Maine is rated Outstanding.

Conclusions for Areas Receiving Full-Scope Reviews

The bank’s performance under the investment test in Maine is rated Outstanding. Based on the full scope review, the bank’s performance in the two full scope AAs was excellent.

Refer to Table 14 in the “Maine” section of Appendix D for the facts and data used to evaluate the bank’s level of qualified investments.

The table referenced above reflects the direct investments in each AA, as well as statewide investments. In the Portland AA, there were 21 current period investments, which totaled \$896 thousand. In the Non-MSA ME Partial AA, there were 17 current period investments, which totaled \$83 thousand. These investments made a nominal impact on the AA. However, BNA’s overall investment activity was excellent, when the impact of the statewide and regional investments was considered. Statewide and regional investments totaled \$24.4 million. The majority of investments, other than grants found in the New England states, are regional or statewide investments. For this reason, these investments are given significant weight in the analysis.

Investments in mortgage-backed securities dominate the pool of regional and statewide investments. Both large segments of the state and regional investment pool promote affordable housing for low- and moderate-income people, an identified need in the AAs. The AAs have a reasonable number of investment opportunities based on discussions with bank management, community contacts and an OCC Community Affairs specialist.

In addition, BNA participated in a New Markets Tax Credit in Maine. This investment was innovative and more complex and risky than those investments provided by most investors.

Conclusions for Area Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the investment test in the Bangor, Lewiston-Auburn, and Non-MSA Aroostook AAs was not inconsistent with the bank's overall excellent performance under the investment test in Maine. The majority of the investments for the state were statewide investments. Refer to the Table 14 in the "Maine" section of Appendix D for the facts and data that support these conclusions.

SERVICE TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the service test in the State of Maine is rated High Satisfactory. Based on full-scope reviews, the bank's performance in the Portland AA was adequate, and in the partial non-MSA performance was excellent.

Retail Banking Services

Refer to Table 15 in the "Maine" 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.

BNA's delivery systems are reasonably accessible to geographies and individuals of different income levels in the Portland AA. There are no branches in low-income geographies. The distribution of BNA's office in moderate-income geographies was below the populations residing in moderate-income geographies. BNA's delivery systems are readily accessible to geographies and individuals of different income levels in the Non-MSA ME Partial AA. There are no branches in the three low-income geographies, however, the population there is less than one percent. The distribution of branches in moderate-income geographies exceeded the percentage of population.

There were no branch openings or closings in either full-scope AA during the evaluation period.

BNA's hours and services offered throughout the full-scope AAs were good. Management sets branch hours based on customer needs and traffic patterns in each area. Nearly all branch offices offer extended hours on various days of the week including Saturday hours, which are offered in the majority of the branches.

BNA offers an affordable checking account that would be attractive to low- and moderate-income people. The account, which can be opened with as little as a \$25 initial deposit, features no monthly maintenance fee, no minimum monthly balance, and the first order of 50 checks free.

BNA offers alternative delivery systems in the form of ATMs. The geographic distribution of the bank's ATMs is the same as its branch office distribution discussed

earlier. Customers and non-customers alike can access their accounts through BNA's 500 ATMs. They can also conduct surcharge free transactions at 2,700 SUM ATM locations.

BNA also offers alternative delivery systems such as bank-by-phone and Internet banking. An automated phone system is available at all times. The automated phone service can accommodate fund transfers, balance inquiries, and loan payments. The call is toll free and the service is available in English or Spanish. Live customer service representatives are available at the toll free number Monday through Friday from 7 a.m. until 11 p.m., Saturdays from 7 a.m. until 5 p.m., and Sundays from 9 a.m. until 5 p.m. Services available with the assistance of a customer service representative include opening a deposit account and applying for a home or consumer loan. Online banking services, which are available at all times, also allow the customer to apply for a loan or open a deposit account, as well as access information on their account. We did not place significant weight on these alternative delivery systems, as no data was available to determine the impact of these retail-banking services on low- and moderate-income geographies and individuals.

Community Development Services

BNA's level of community development services is adequate based on the opportunities in the AAs and the number of services provided. During this evaluation period, 39 employees served on the board, the underwriting committee, loan committee or the director for six qualified community development organizations in the Portland AA. In the Non-MSA ME Partial AA, 28 employees participated in community development organizations. These organizations provided small business loans, affordable housing or community services to low- and moderate-income individuals.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the service test in the Aroostook Non MSA AA is weaker than the bank's overall good performance under the service test in Maine. In the Bangor MSA and Lewiston-Auburn MSA, the bank's performance is stronger than the bank's overall performance in the state. This stronger performance was centered on better overall branch distribution. The performance of the limited scope areas did not affect the overall rating. Refer to Table 15 in the "Maine" section of Appendix D for the facts and data that support these conclusions.

State Rating

Massachusetts

CRA Rating for Massachusetts⁷: Outstanding

The lending test is rated: Outstanding

The investment test is rated: High Satisfactory

The service test is rated: High Satisfactory

The major factors that support this rating include:

- The level of lending that reflects good responsiveness to community needs.
- Overall excellent distribution of loans among geographies of different income levels.
- Overall excellent distribution of loans to borrowers of different income levels.
- A high level of community development lending that had a positive impact on the bank's lending performance.
- An overall level of investments that reflects good responsiveness to credit and community development needs.
- Delivery systems that are accessible to geographies and individuals of different income levels.

Description of Institution's Operations in Massachusetts

The State of Massachusetts rating was based on performance in seven AAs, including four MSAs and three non-MSAs. They constitute central and western counties in the state. The Springfield AA was the largest and included a significant portion of the Springfield MSA. There were 122 geographies. Overall, there were 17 low-income and 20 moderate-income geographies. There are three Multistate MSAs in the eastern portion of the state, which were evaluated separately.

Combined statewide deposits were \$2.4 billion. The Springfield AA comprised 50 percent of these deposits and 62 percent of lending totals of the seven Massachusetts AAs. In the Springfield AA, BNA operated 25 of 55 statewide branch offices and 43 of 93 statewide ATMs. In 2003, BNA ranked second in deposit market share with 11.8

⁷ 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 within 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.

percent. Competitors included Fleet Bank with 14.3 percent, Westfield Bank with 6.8 percent, and Peoples Savings Bank with 6.0 percent.

Of the bank's ten rating areas, Massachusetts ranks fourth and accounts for approximately 13.6 percent of total bank deposits. During the evaluation period, BNA originated 14.8 percent of its total reportable loans in Massachusetts.

Major residential loan competitors included nationwide providers, Countrywide, GMAC, Wells Fargo, and WAMU (Washington Mutual). BNA ranked eighth overall, second among local banks, with a 2.0 percent market share.

Nationally known credit card companies were major small business loan competitors. Included were Capital One, Citibank, MBNA, AMEX and Advanta. BNA ranked ninth overall with 2.4 percent lending market share. Again, BNA ranked second among local banks.

Refer to the market profiles in Appendix C for detailed demographics and other performance context information for assessment areas that received full-scope reviews.

Scope of Evaluation in Massachusetts

Based on number the of geographies and total deposits, the Springfield AA received a full-scope review. Performance results were rolled up covering the overall evaluation period. The Worcester MSA AA, Fitchburg MSA AA, the Pittsfield MSA AA, and the three non-MSA areas (Great Barrington, North Adams, and Orange-Athol) received limited scope reviews.

Ratings were based primarily on results of areas that received full-scope reviews.

Several community contacts were made in Massachusetts. One was made in the Springfield AA. The conclusions from that contact are that there are many opportunities for partnerships between financial institutions and CD organizations. CD needs include rental assistance due to the scarcity of affordable housing for purchase and emergency shelters. Banks can participate in these activities through CD investments and grants. As well, banks can participate with loan funds, by providing services and education support for low- and moderate-income populations, and by offering flexible loan, such as soft second mortgage programs to first time homebuyers.

LENDING TEST

Conclusions for Areas Receiving Full-Scope Reviews

Lending test performance in Massachusetts is rated Outstanding. Based upon the full-scope review, performance in the Springfield AA is excellent.

Lending Activity

Refer to Table 1 Lending Volume in the “Massachusetts” section of Appendix D for the facts and data used to evaluate the bank’s lending activity.

Lending activity in Massachusetts was good. BNA was ranked second in deposits with an 11.8 percent market share. Based on 2003 aggregate HMDA and CRA loan data, BNA ranked second in home purchase lending (17.67 percent market share), second in home improvement loans (5.19 percent market share), and eleventh in refinance loans (2.12 percent market share). In 2003, BNA ranked sixth in small business lending (4.67 percent market share) after Fleet Bank and several national credit card companies.

Distribution of Loans by Income Level of the Geography

Home Mortgage Loans

Refer to Tables 2, 3, and 4 in the “Massachusetts” section of Appendix D for the facts and data used to evaluate the geographic distribution of the bank’s home mortgage loan originations/purchases.

Home purchase loan geographic distribution within the Springfield AA was excellent. Geographic distribution of home purchase loans in both the 2003 and 2001-2002 evaluation periods was excellent.

In 2003, the portion of loans made in each of low- and moderate-income geographies exceeded the percentage of owner-occupied units in like geographies. The market share of home purchase loans in low-income geographies was less than the overall market share, while the market share of home purchase loans in moderate income-geographies exceeded the bank’s overall market share.

In 2001-2002, the distribution of home purchase loans was excellent. Portions of loans made in low- and moderate-income geographies exceeded the percentage of owner-occupied units in similar geographies. The market share of home purchase loans in low-income geographies was less than and the market share in moderate-income geographies exceeded BNA’s overall market share.

Home improvement loan geographic distribution within the Springfield AA was excellent. Geographic distribution of home improvement loans in both the 2003 and 2001-2002 evaluation periods was also excellent.

In 2003, the portion of loans made in each of low- and moderate-income geographies exceeded the percentage of owner-occupied units in like geographies. The market share of home improvement loans in both low- and moderate-income geographies was slightly less than the bank’s overall market share.

In 2001-2002, the distribution of home improvement loans was excellent. Portions of loans made in low- and moderate-income geographies exceeded the percentage of

owner-occupied units in similar geographies. The market share of home purchase loans in low- and moderate-income geographies exceeded BNA's overall market share.

Home refinance loan geographic distribution within the Springfield AA was excellent. Geographic distribution in the 2003 evaluation period was excellent, and geographic distribution in the 2001-2002 evaluation period was excellent.

In 2003, the portion of home refinance loans originated in each of low- and moderate-income geographies exceeded the percentage of owner-occupied units in like geographies. The market share of home refinance loans in both low- and moderate-income geographies exceeded the bank's overall market share.

In 2001-2002, the distribution of home refinance loans was excellent. Portions of loans made in low-income geographies were below the percentage of owner-occupied units in low-income geographies. The portion of loans made in moderate-income geographies exceeded the percentage of owner-occupied units in similar geographies. The market share of home refinance loans in low-income geographies was near to and the market share in moderate-income geographies exceeded the bank's overall market share.

Small Loans to Businesses

Refer to Table 6 in the "Massachusetts" 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.

Geographic distribution of small business loans in the Springfield AA was good. Geographic distribution in the 2003 evaluation period was good, and distribution in the 2001-2002 evaluation period was excellent.

In 2003, the portion of small loans to businesses in low-income geographies exceeded the percentage of businesses in like geographies. The distribution of small loans to businesses in moderate-income geographies was less than the percentage of businesses in similar geographies. The market share of small business loans in low-income geographies exceeded the percentage of businesses in similar geographies. The market share of small business loans in moderate-income was less than the percentage of businesses in similar geographies.

In 2001-2002, the distribution of small loans to businesses was excellent. The portion of loans in low- and moderate-income geographies exceeded the percentage of businesses in like geographies. The market share of small business loans in low- and moderate-income exceeded the percentage of businesses in similar geographies.

Lending Gap Analysis

No significant gaps in lending were noted.

Distribution of Loans by Income Level of the Borrower

Home Mortgage Loans

Refer to Tables 8, 9 and 10 in the “Massachusetts” 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.

In the evaluation of borrower distribution, we considered the poverty level in the AA. In 2003, the poverty level in the Springfield AA was 13 percent. Due to reasons of affordability, it is unlikely that those with incomes below the poverty level would be involved in home mortgage financing. Accordingly, we considered this in evaluating the bank’s lending distribution to low-income borrowers.

Borrower distribution of home purchase loans in the Springfield AA was excellent. Borrower distribution in the 2003 evaluation period was excellent, and borrower distribution in the 2001-2002 evaluation period was also excellent.

In 2003, the portion of home purchase loans originated to low-income borrowers was below the percentage of low-income families within the AA, but was excellent when considering the percentage of households living below the poverty level. The portion of home purchase loans made to moderate-income borrowers in the 2003 evaluation period exceeded the percentage of moderate-income families within the AA. The market share of home purchase loans to both low- and moderate-income borrowers exceeded the bank’s overall market share.

In 2001-2002, borrower distribution of home purchase loans was analyzed as excellent when considering the percentage of households living below the poverty level. The portion of home purchase loans made to low-income borrowers was less than the percentage of low-income families in similar geographies, while the portion of loans made to moderate-income borrowers exceeded the percentage of families in moderate-income geographies. The market share of home purchase loans to both low- and moderate-income borrowers exceeded the bank’s overall market share.

Borrower distribution of home improvement loans in the Springfield AA was excellent. Borrower distribution in the 2003 evaluation period was good, and borrower distribution in the 2001-2002 evaluation period was excellent.

In 2003, the portion of home improvement loans originated to low-income borrowers was below the percentage of low-income families within the AA, but was good when considering the percentage of households living below the poverty level. The portion of home improvement loans made to moderate-income borrowers in the 2003 evaluation period exceeded the percentage of moderate-income families within the AA. The market share of home improvement loans to both low- and moderate-income borrowers exceeded the bank’s overall market share.

In 2001-2002, borrower distribution of home improvement loans was excellent. The portion of home improvement loans made to low-income borrowers was less than the percentage of low-income families, while the portion of loans made to moderate-income borrowers exceeded the percentage of moderate-income families within the AA. The market share of home improvement loans to both low- and moderate-income borrowers exceeded the bank's overall market share in the AA.

Home refinance loan borrower distribution in the Springfield AA was good. Borrower distribution in the 2003 evaluation period was good, and borrower distribution in the 2001-2002 evaluation period was also good.

In 2003, the portion of home refinance loans originated to low-income borrowers was significantly below the percentage of low-income families within the AA, but was good when considering the percentage of households living below the poverty level. The portion of home improvement loans made to moderate-income borrowers in the 2003 evaluation period exceeded the percentage of moderate-income families within the AA. The market share of home improvement loans to both low- and moderate-income borrowers exceeded the bank's overall market share.

In 2001-2002, borrower distribution of home improvement loans was good. The portion of home improvement loans made to low-income borrowers was significantly less than the percentage of low-income families, while the portion of loans made to moderate-income borrowers exceeded the percentage of moderate-income families within the AA. The market share of home improvement loans to both low- and moderate-income borrowers exceeded the bank's overall market share in the AA.

Small Loans to Businesses

Refer to Table 11 in the "State of Massachusetts" 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.

Borrower distribution of small loans to businesses in the Springfield AA was good. Borrower distribution in both the 2003 and 2001-2002 evaluation periods was good.

In 2003, the percentage of loans to small businesses was less than the percentage of small businesses in the AA. However, the bank's market share of small loans to businesses exceeded its overall business loan market share. The bank made a majority of its small loans to businesses in amounts below \$100 thousand.

In 2001-2002, the percentage of loans to small businesses was less than the percentage of small businesses in the AA. However, the bank's market share of small loans to businesses exceeded its overall business loan market share. The bank made a majority of its small loans to businesses in amounts below \$100 thousand.

Community Development Lending

Refer to Table 1 Lending Volume in the “Massachusetts” section of Appendix D for the facts and data used to evaluate the bank’s level of community development lending.

BNA’s level of CD lending had a positive impact on the evaluation of its lending performance in the State of Massachusetts. BNA originated CD 11 loans for \$25.8 million in the Springfield AA during the evaluation period. Affordable housing was a large recipient of CD loan activity. Other CD loan purposes include loans supporting small sized businesses that are creating or retaining jobs for low- and/or moderate-income people and loans for community service targeted to low- and moderate-income people.

Product Innovation and Flexibility

BNA offered a standard product mix of loan products including VA and FHA loans and saleable state sponsored affordable products. There are not any additional lending products offered that were designed with flexible underwriting standards.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank’s performance under the lending test in the Worcester MSA and Pittsfield MSA was generally not inconsistent with the bank’s overall excellent performance under the lending test in Massachusetts. In the Fitchburg MSA, Barrington AA and Orange AA, the bank’s performance is weaker than the bank’s overall performance in the state. The Fitchburg MSA had weaker geographic distribution for home improvement and refinance loans and borrower distribution for refinance loans. The Barrington AA and Orange AA performance was weaker but good. Performance in the limited scope assessment areas did not affect the overall lending test rating. Refer to the Tables 1 through 13 in the “Massachusetts” section of Appendix D for the facts and data that support these conclusions.

INVESTMENT TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank’s performance under the investment test in Massachusetts is rated High Satisfactory. Based on a full-scope review, the bank’s performance in the Springfield AA was good.

Refer to Table 14 in the “Massachusetts” section of Appendix D for the facts and data used to evaluate the bank’s level of qualified investments.

The table referenced above reflects the direct investments in the Springfield AA as well as statewide investments. The 65 current period investments totaled \$370 thousand. They made a nominal impact on the AA. However, BNA’s overall investment activity

was good when the impact of the statewide and regional investments was considered. Statewide and regional investments totaled \$31 million.

The pool of regional and statewide investments from which the allocation comes is dominated by \$11.9 million in mortgage-backed securities and \$11.7 million of investments in the Massachusetts Housing Equity Fund. Both of these segments of the state and regional investment pool promote affordable housing for low- and moderate-income people, an important need in the AA. Of the \$370 thousand in current period grants made by the bank, the vast majority supported community service activities targeted to low- and moderate-income people. Affordable housing for low- and moderate-income people and economic development initiatives received grants from the remaining balance. The AA had a reasonable number of investment opportunities based on discussions with bank management, community contacts and an OCC Community Affairs specialist. The majority of investments other than grants found in the New England states are regional or statewide investments. For this reason, these investments are given significant weight in the analysis.

In addition, BNA participated in a New Markets Tax Credit in Massachusetts. This investment was innovative and more complex and risky than those investments provided by most investors.

Conclusions for Area Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the investment test in the Fitchburg MSA and Worcester MSA and three non-MSA areas was not inconsistent with the bank's overall good performance under the investment test in Massachusetts. In the Pittsfield MSA, the bank's performance was stronger than the bank's overall performance in the state. This stronger performance was a result of higher direct investment within the AA. This stronger performance did not impact the overall state rating. Refer to the Table 14 in the "Massachusetts" section of Appendix D for the facts and data that support these conclusions.

SERVICE TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the service test in Massachusetts is rated High Satisfactory. Based on a full-scope review, the bank's performance in the Springfield AA was good.

Retail Banking Services

Refer to Table 15 in the "Massachusetts" 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.

BNA's delivery systems are generally accessible to geographies and individuals of different income levels in the Springfield AA. The distribution of BNA's offices in low-income geographies was less than the population residing in low-income geographies while the distribution of branches in moderate-income geographies exceeded the populations residing in moderate-income geographies.

There were no branch openings or closings in the Springfield AA during the evaluation period.

BNA's hours and services offered throughout the full-scope AAs are adequate. Management generally sets branch hours based on customer needs and traffic patterns. Some branch offices offer extended hours on various days of the week including Saturday hours, which are offered in the majority of the branches. Drive-up service is generally not available. Three branches that have been designated as hub-branches, each serving several low- and or moderate-income geographies, have generally shorter business hours than other branches.

BNA offers an affordable checking account that would be attractive to low- and moderate-income people. The account, which can be opened with as little as a \$25 initial deposit, features no monthly maintenance fee, no minimum monthly balance, and the first order of 50 checks free.

BNA offers alternative delivery systems in the form of ATMs. The geographic distribution of the bank's ATMs is the same as its branch office distribution discussed earlier. Customers and non-customers alike can access their accounts through BNA's 500 ATMs. They can also conduct surcharge free transactions at 2,700 SUM ATM locations.

BNA also offers alternative delivery systems such as bank-by-phone and Internet banking. An automated phone system is available at all times. The automated phone service can accommodate fund transfers, balance inquiries, and loan payments. The call is toll free and the service is available in English or Spanish. Live customer service representatives are available at the toll free number Monday through Friday from 7 a.m. until 11 p.m., Saturdays from 7 a.m. until 5 p.m., and Sundays from 9 a.m. until 5 p.m. Services available with the assistance of a customer service representative include opening a deposit account and applying for a home or consumer loan. Online banking services, which are available at all times, also allow the customer to apply for a loan or open a deposit account, as well as access information on their account. We did not place significant weight on these alternative delivery systems, as no data was available to determine the impact of these retail-banking services on low- and moderate-income geographies and individuals.

Community Development Services

BNA provides an adequate level of community development services to the full-scope AA based on the number of employees involved in activities and total number of employees in the area. Twenty bank employees serve on boards of directors, or

finance committees of area organizations pursuing affordable housing, small business development, and community service initiatives targeted at low- and moderate-income areas and individuals. These services consistently addressed community development needs such as technical assistance for organizations providing community development, affordable housing, and financial services targeted to low- and moderate-income areas or individuals.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the service test in the Fitchburg and Pittsfield MSAs, Athol non-MSA and Orange non MSA AA was stronger than BNA's overall good performance in the state. In the Great Barrington non-MSA, and North Adams non-MSA, the bank's performance was weaker than the bank's overall performance in the state. The bank's performance in the Worcester MSA was not inconsistent with the overall rating. The performance in the limited scope areas did not impact the overall state rating. Refer to Table 15 in the "Massachusetts" section of Appendix D for the facts and data that support these conclusions.

State Rating

New Hampshire

CRA Rating for the State of New Hampshire⁸: Satisfactory

The lending test is rated: High Satisfactory

The investment test is rated: Outstanding

The service test is rated: High Satisfactory

The major factors that support this rating include:

- Lending levels that reflect a good responsiveness by BNA to the credit needs of these AAs.
- Overall excellent distribution of loans among borrowers of different income levels.
- Overall adequate distribution of loans among geographies of different income levels when considering performance in the limited scope AAs in addition to the full scope AA.
- A high level of community development lending that had a positive impact on the bank's lending performance.
- A level of investments that reflect an excellent responsiveness to the credit and community development needs of the AAs.
- Service delivery systems that were accessible to geographies and individuals of different income levels in the AA. Performance in the limited-scope AAs had a negative impact on the service test rating.

Description of Institution's Operations in New Hampshire

BNA has three AAs within the State of New Hampshire. They include the Non MSA AA, the Manchester AA, and the Nashua AA. The New Hampshire AAs exclude the New Hampshire portions of the Portsmouth NH, Lawrence MA, Lowell MA and Boston MA Multistate MSAs.

BNA has 56 branches within the state, representing 14 percent of the bank's total branch network. The bank ranked third in the state for deposit market share with \$2.6

⁸ 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 within 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.

billion, which resulted in a 14.03 percent share of state deposits. Competitors for deposits include Fleet, Citizen's and Granite Savings Bank.

Statewide residential loan competitors include major nationwide providers such as Countrywide, GMAC, Wells Fargo, and Fleet Bank. Nationally known credit card companies including Capital One, Citibank, and MBNA are major small business loan competitors.

Of the bank's 10 rating areas, New Hampshire ranks second and accounts for approximately 14.3 percent of total bank deposits. During the evaluation period, BNA originated 16.6 percent of its total reportable loans in New Hampshire.

Refer to the Market Profiles in Appendix C for detailed demographics and other performance context information for AAs that received full-scope reviews.

Scope of Evaluation in New Hampshire

We conducted a full-scope review of the Non MSA AA. The AA was the source of 56% of BNA's New Hampshire home mortgage and small business lending originations in both the 2003 and 2001-2002 time periods. Fifty-seven percent of the branches located in New Hampshire and 50 percent of the bank's deposits domiciled in New Hampshire are in this AA.

We made one community contact during this evaluation. The organization contacted is involved with affordable housing for low- and moderate-income individuals and small business financing. The contact believes there is a tremendous need for affordable housing throughout the State of New Hampshire. The contact does not blame the problem on a lack of bank financing in the AA, but rather on a shortage of affordable housing to meet the high demand for such housing. There is a critical lack of affordable housing stock in the state and a lack of government support to address the problem. The contact also commented on the strong demand for micro loans for small businesses to support the large number of self-employed people in the state

LENDING TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the lending test in New Hampshire is rated "High Satisfactory". Based on the full scope review, the bank's performance in the Non MSA AA was good.

Lending Activity

Refer to Table 1 Lending Volume in the "New Hampshire" section of Appendix D for the facts and data used to evaluate the bank's lending activity.

BNA's overall lending activity in the full-scope AA was good. In 2003, BNA ranked first for deposits with an 8.18 percent market share. Based on 2003 aggregate HMDA data, BNA is the fourth largest originator/purchaser of home purchase loans (5.34 percent market share), the third largest originator/purchaser of home improvement loans (14.51 percent market share), and the eighth largest originator/purchaser of refinance loans (3.08 percent market share). There are many more competitors present in the AA for each of these loan products than there are for deposit products. However, BNA was also outranked by a large New Hampshire based bank, which ranked first for each of these products. BNA ranked third for loans to small businesses (11.10 percent market share), outranked only by two large national credit card companies.

Distribution of Loans by Income Level of the Geography

The geographic distribution of BNA's home mortgage loans and small loans to businesses reflects poor penetration throughout the full scope AA geographies. There are no low-income geographies in the full-scope AA, limiting the geographic distribution analysis to moderate-income geographies.

Home Mortgage Loans

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

The overall geographic distribution of home mortgage loans was poor.

The overall geographic distribution of home purchase loans was poor. The geographic distribution of home purchase loans was poor in 2003 and adequate in 2001-2002.

In 2003, the portion of home purchase loans made in moderate-income geographies was substantially less than the portion of owner-occupied housing units that are in those geographies. The market share of home purchase loans originated in moderate-income geographies was substantially less than the bank's overall market share of home purchase loans.

In 2001-2002, the portion of home purchase loans made in moderate-income geographies was less than portion of owner-occupied housing units that were in those geographies. The market share of home purchase loans originated in moderate-income geographies was substantially less than the bank's overall market share of home purchase loans.

The overall geographic distribution of home improvement loans was adequate. The geographic distribution of home improvement loans was adequate in 2003 and adequate in 2001-2002.

In 2003, the portion of home improvement loans made in moderate-income geographies was somewhat less than the portion of owner-occupied housing units that are in those geographies. The market share of home improvement loans originated in moderate-

income geographies was near to the bank's overall market share of home improvement loans.

In 2001-2002, the portion of home improvement loans made in moderate-income geographies was somewhat less than the portion of owner-occupied housing units that were in those geographies. The market share of home improvement loans originated in moderate-income geographies was less than the bank's overall market share of home improvement loans.

The overall geographic distribution of refinance loans is poor. The geographic distribution of refinance loans was poor in 2003 and adequate in 2001-2002.

In 2003, the portion of refinance loans made in moderate-income geographies was substantially less than the portion of owner-occupied housing units that are in those geographies. The market share of loans originated in moderate-income geographies was below the bank's overall market share of refinance loans.

In 2001-2002, the portion of refinance loans made in moderate-income geographies was less than the portion of owner-occupied housing units that are in those geographies. The market share of loans originated in moderate-income geographies was somewhat below the bank's overall market share of refinance loans.

Small Loans to Businesses

Refer to Table 6 in the "New Hampshire" 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.

The overall geographic distribution of small loans to businesses is adequate. The geographic distribution of small business loans was adequate in 2003 and poor 2001-2002.

In 2003, the portion of small business loans made in moderate-income geographies was somewhat less than the portion of small businesses located in those geographies. The market share of small business loans originated in moderate-income geographies was near to the bank's overall market share of small business loans.

In 2001-2002, the portion of small business loans made in moderate-income geographies was substantially less than the portion of small businesses located in those geographies. The market share of small business loans originated in moderate-income geographies was substantially less than the bank's overall market share of small business loans.

Lending Gap Analysis

No unexplained conspicuous gaps were identified.

Distribution of Loans by Income Level of the Borrower

In the evaluation of borrower distribution, we gave consideration to the portion of households living below the poverty level during the two time periods under evaluation. The poverty level in 2003 was 7.79 percent. The poverty level in 2001-2002 was 8.22 percent. Due to reasons of affordability, it is unlikely that those with incomes below the poverty level would be involved in home mortgage financing.

Home Mortgage Loans

Refer to Tables 8, 9 and 10 in the “New Hampshire” 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 overall distribution of home mortgage loans was excellent in the full scope AA.

The borrower distribution of home purchase loans was good. The borrower distribution for home purchase loans was good in 2003 and good in the 2001-2002 evaluation period.

In 2003, the portion of home purchase loans made to low-income borrowers was below the percentage of low-income families, but is good when considering the percentage of households in the AA living below the poverty level. The portion of home purchase loans made to moderate-income borrowers was near to the percentage of moderate-income families. The market share of loans made to both low- and moderate-income borrowers exceeded the bank’s overall market share in the AA for home purchase loans.

In 2001-2002, the portion of home purchase loans made to low-income borrowers was very significantly less than the percentage of low-income families, but was adequate when considering the percentage of low-income households in the AA living below the poverty level. The portion of home purchase loans made to moderate-income borrowers was near to the percentage of moderate-income families. The market share of loans made to both low- and moderate-income borrowers exceeded the bank’s overall market share in the AA for home purchase loans.

Borrower distribution of home improvement loans was excellent. The borrower distribution of home improvement loans was excellent in 2003 and good in the 2001-2002 evaluation period.

In 2003, the portion of home improvement loans made to low-income borrowers was near to the percentage of low-income families. Performance can be considered excellent with the performance context, as discussed under home purchase. The portion of home improvement loans made to moderate-income borrowers exceeded the percentage of moderate-income families. The market share of home improvement loans made to both low- and moderate-income borrowers exceeded the bank’s overall market share. Performance can be considered good with the performance context, as

discussed under home purchase. In 2001-2002, the portion of home improvement loans made to low-income borrowers was less than the percentage of low-income families. The portion of home improvement loans made to moderate-income borrowers exceeded the percentage of moderate-income families. The market share of home improvement loans made to both low- and moderate-income borrowers exceeded the bank's overall market share.

Borrower distribution of refinance loans was excellent. The borrower distribution for home refinance loans was excellent in 2003 and good in the 2001-2002 evaluation period.

In 2003, the portion of refinance loans made to low-income borrowers was less than the percentage of low-income families, but was excellent when considering the percentage of low-income households in the AA living below the poverty level. The portion of refinance loans made to moderate-income borrowers exceeded the percentage of moderate-income families. The market share of refinance loans made to both low- and moderate-income borrowers exceeded the bank's overall market share in the AA for refinance loans.

In 2001-2002, the portion of refinance loans made to low-income borrowers was significantly below the percentage of low-income families, but was good when considering the percentage of low-income households in the AA living below the poverty level. The portion of refinance loans made to moderate-income borrowers exceeded the percentage of moderate-income families. The market share of refinance loans made to both low- and moderate-income borrowers exceeded the bank's overall market share in the AA for refinance loans.

Small Loans to Businesses

Refer to Table 11 in the "New Hampshire" 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.

The borrower distribution of small loans to businesses was excellent. The distribution of small business loans was excellent in the 2003 and the 2001-2002 evaluation periods.

In 2003, the portion of BNA loans to small businesses (businesses with revenues of \$1 million or less) was near to the portion of businesses that are defined as such in the AA. The market share of small loans to small businesses exceeded BNA's overall market share of small business loans.

In 2001-2002, the portion of BNA loans to small businesses exceeded the portion of businesses that are defined as such in the AA. The market share of small loans to small businesses exceeded BNA's overall market share of small business loans.

Community Development Lending

Refer to Table 1 Lending Volume in the “New Hampshire” section of Appendix D for the facts and data used to evaluate the bank’s level of community development lending.

BNA’s level of CD lending had a positive impact on the evaluation of its lending performance in the State of New Hampshire. During this evaluation period, BNA made 16 qualified community development loans that totaled \$52.5 million in the Non-MSA AA. Nearly all of the loan activity supported affordable housing for low- and moderate-income people, an important credit need in the AA.

Product Innovation and Flexibility

BNA offered a standard product mix of loan products including VA and FHA loans and saleable state sponsored affordable products. BNA participates in the New Hampshire Housing Finance Authority Program (NHHFA) loan program throughout the State of New Hampshire. There are not any additional lending products offered that were designed with flexible underwriting standards.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank’s overall performance under the lending test in the Manchester and Nashua AAs of New Hampshire was not inconsistent with the good performance in the full scope AA. Please refer to Tables 1 through 12 in the “New Hampshire” section of Appendix D for the facts and data that support these conclusions.

INVESTMENT TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank’s performance under the investment test in New Hampshire is rated Outstanding.

Refer to Table 14 in the “New Hampshire” section of Appendix D for the facts and data used to evaluate the bank’s level of qualified investments.

BNA’s investment activity in the Non MSA AA is excellent. Current period investment activity had a positive impact on the AA. The direct current investments in the AA, which consisted of \$345 thousand in grants, were greatly augmented by investments with statewide impact. BNA made \$21.5 million of investments with statewide impact during the evaluation period. The majority of these investments were for affordable housing for low- and moderate-income people. One investment for \$1 million related to small business financing that will support the creation and retention of jobs for low- and moderate-income people. The AA has a reasonable number of investment opportunities based on discussions with bank management, community contacts and an OCC Community Affairs specialist. The majority of investments other than grants found

in the New England states are regional or statewide investments. For this reason, these investments are given significant weight in the analysis.

Conclusions for Area Receiving Limited-Scope Reviews

BNA's performance in its limited scope AAs was not inconsistent with its excellent performance in the full scope AA of New Hampshire. Please refer to Table 14 in the "New Hampshire" section of Appendix D for the facts and data that support these conclusions.

SERVICE TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the service test in New Hampshire is rated High Satisfactory. BNA's performance under the service test in the full scope AA was excellent. However performance in the limited-scope AAs had a negative impact on the service test rating.

Retail Banking Services

Refer to Table 15 in the "New Hampshire" 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.

BNA's delivery systems are readily accessible to geographies and individuals of different income levels in the Non MSA AA. The distribution of BNA's offices in moderate-income geographies exceeds the populations residing in moderate-income geographies.

There were no branch openings or closings in the Non MSA AA during the evaluation period.

BNA's hours and services offered throughout the full-scope AA were good. Management sets branch hours based on customer needs and traffic patterns. Nearly all branch offices offer extended hours on various days of the week including Saturday hours, which are offered in the majority of the branches. One of the three branches located in a moderate-income geography is located in a Super Wal-Mart store and has extended hours.

BNA offers an affordable checking account that would be attractive to low- and moderate-income people. The account, which can be opened with as little as a \$25 initial deposit, features no monthly maintenance fee, no minimum monthly balance, and the first order of 50 checks free.

BNA offers alternative delivery systems in the form of ATMs. ATMs are provided at most branch locations and some non-branch locations. The ATMs are readily

accessible to geographies and individuals of different income levels in the Non MSA AA. All three branches in the moderate-income geographies have at least one ATM. Customers and non-customers alike can access their accounts through BNA's 500 ATMs. They can also conduct surcharge free transactions at 2,700 SUM ATM locations.

BNA also offers alternative delivery systems such as bank-by-phone and Internet banking. An automated phone system is available at all times. The automated phone service can accommodate fund transfers, balance inquiries, and loan payments. The call is toll free and the service is available in English or Spanish. Live customer service representatives are available at the toll free number Monday through Friday from 7 a.m. until 11 p.m., Saturdays from 7 a.m. until 5 p.m., and Sundays from 9 a.m. until 5 p.m. Services available with the assistance of a customer service representative include opening a deposit account and applying for a home or consumer loan. Online banking services, which are available at all times, also allow the customer to apply for a loan or open a deposit account, as well as access information on their account. We did not place significant weight on these alternative delivery systems, as no data was available to determine the impact of these retail banking services on low- and moderate-income geographies and individuals.

Community Development Services

BNA's performance in providing community development services was good in the Non MSA AA based on the number of employees involved in activities and total number of employees in the area.

Management and bank employees support several organizations in the AA by offering financial expertise to such groups. Over 25 bank employees are involved in providing services that include serving as treasurers, and members of the boards of directors or finance committees of organizations that provide community development services.

Employees serve organizations that are involved in affordable housing for low- and moderate-income people, community services targeted to low- and moderate-income people, and economic development which involves financing for small businesses that are creating jobs in the AA for low- and moderate-income people. The employees involved in these CD activities are collectively providing approximately 2100 hours of service annually in the full scope AA. The AA was also the beneficiary of nearly 800 hours of service that is given to organizations with statewide impact. Our community contact was complimentary of the contributions of the bank employees who serve on its boards and committees.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited scope reviews, BNA's performance under the service test in the Manchester and Nashua AAs was weaker than its performance in the full scope AA. The weaker performance in the Nashua AA was due the absence of branches in the both low- and moderate-income geographies. The weaker performance in the

Manchester AA was due to a small number of branches in moderate-income geographies. Collectively these AAs account for slightly over 50% of the banks deposits. This weaker performance in the limited scope AAs had a negative impact on the service test rating.

State Rating

New York

CRA Rating for New York⁹: Outstanding
The lending test is rated: High Satisfactory
The investment test is rated: Outstanding
The service test is rated: Outstanding

The major factors that support this rating include:

- Lending levels that reflect a good responsiveness by BNA to the credit needs of these AAs.
- Overall good distribution of loans among borrowers of different income levels.
- Overall good distribution of loans among geographies of different income levels.
- A high level of community development lending that had a significant positive impact on the bank's lending performance.
- A level of investments that reflects excellent responsiveness to the credit and community development needs of the AAs.
- Service delivery systems that are readily accessible to geographies and individuals of different income levels in these AAs.

Description of Institution's Operations in New York State

BNA has four AAs within the State of New York. They include the Glens Falls AA, the Albany AA, the Clinton/Essex AA, and the Columbia AA. BNA has 29 branches within the state, representing 7 percent of the bank's total branch network. Six percent of BNA's total deposits are from New York State.

The bank ranked 46th in the state with a 0.18 percent market share of state deposits. BNA's statewide deposits totaled \$1 billion. Competitors for deposits were Fleet, Trustco, Glens Fall NB and Charter One.

⁹ 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 within 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.

Of the bank's ten rating areas, New York ranks eighth and accounts for approximately 5.9 percent of total bank deposits. During the evaluation period, BNA originated 6.3 percent of its total reportable loans in New York.

Refer to the Market Profiles in Appendix C for detailed demographics and other performance context information for the AA that received a full-scope review.

Scope of Evaluation in New York State

We conducted a full-scope review of the Glens Falls AA. The AA was the source of 47 percent of BNA's New York State home mortgage and small business lending originations in 2003 and 48 percent in 2001-2002. Forty-five percent of the branches located in New York and 51 percent of the bank's deposits domiciled in New York are in this AA.

We made one community contact during this evaluation. The organization contacted is involved with affordable housing for low- and moderate-income individuals, particularly low-income individuals. The contact believes there is a great need for affordable housing, not only in the Glens Falls AA, but the nation as a whole. The contact does not blame the problem on a lack of bank financing in the AA, but rather on a shortage of affordable housing to meet the high demand for such housing. The contact stressed the need for financial literacy programs in conjunction with affordable loan programs. The contact commented on the sizable increase in business activity in the Warren County portion of the AA. The significant growth in business activity has increased the need for small business financing in this market. The need for affordable housing and small business financing, investments and services in the AA were considered in our evaluation of BNA's performance in the State of New York.

LENDING TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the lending test in New York State is rated High Satisfactory. Based on a full scope review, the bank's performance in the Glens Falls AA is good.

Lending Activity

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

BNA's overall lending activity in the full-scope AA is good. BNA ranked second for deposits with a 32.76 percent market share, outranked by a large locally based community bank. Based on 2003 aggregate HMDA data, BNA is the third largest originator/purchaser of refinance loans (7.71 percent market share), fifth largest originator/purchaser of home purchase loans (5.95 percent market share), and second largest originator/purchaser of home improvement loans (17.95 percent market share).

The bank ranked second for loans to small businesses (17.03 percent market share), outranked only by a large national credit card company.

Distribution of Loans by Income Level of the Geography

The geographic distribution of BNA's home mortgage loans and small loans to businesses reflects good penetration throughout the full scope AA geographies. There are no low-income geographies in the AA, limiting the geographic distribution analysis to moderate-income geographies.

Home Mortgage Loans

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

The overall geographic distribution of home purchase loans was adequate. The geographic distribution of home purchase loans was adequate in 2003 and was adequate in 2001-2002.

In 2003, the portion of home purchase loans made in moderate-income geographies was less than the percentage of owner-occupied housing units. The market share of loans originated in moderate-income geographies was less than the bank's overall market share of home purchase loans.

In 2001-2002, the portion of home purchase loans made in moderate-income geographies was less than the percentage of owner-occupied housing. The market share of loans in moderate-income geographies was less than the bank's overall market share of home purchase loans.

The overall geographic distribution of home improvement loans was excellent. The geographic distribution of home improvement loans was excellent in 2003 and 2001-2002.

In 2003, the portion of home improvement loans made in moderate-income geographies exceeded the percentage of owner-occupied housing units. The market share of home improvement loans originated in moderate-income geographies exceeded the bank's overall market share.

In 2001-2002 the portion of home improvement loans made in moderate-income geographies was near to the percentage of owner-occupied housing. The market share of home improvement loans originated in moderate-income geographies exceeded the bank's overall market share.

The overall geographic distribution of refinance loans is good. The geographic distribution of refinance loans was excellent in 2003 and adequate in 2001-2002.

In 2003, the portion of refinance loans made in moderate-income geographies exceeded the percentage of owner-occupied housing. The market share of loans originated in moderate-income geographies exceeded the bank's overall market share of refinance loans.

In 2001-2002, the portion of refinance loans made in moderate-income geographies was less than the percentage of owner-occupied housing. The market share of loans originated in moderate-income geographies was near to the bank's overall market share of refinance loans.

Small Loans to Businesses

Refer to Table 6 in the "New York" 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.

The overall geographic distribution of small loans to businesses was excellent. The geographic distribution of small business loans was excellent in both 2003 and 2001-2002.

In 2003, the portion of small business loans made in moderate-income geographies exceeded the portion of small businesses located in those geographies. The market share of small business loans originated in moderate-income geographies exceeded the bank's overall market share of small business loans.

In 2001-2002, the portion of small business loans made in moderate-income geographies exceeded the portion of small businesses located in those geographies. The market share of small business loans originated in moderate-income geographies was less than the bank's overall market share of small business loans.

Lending Gap Analysis

No unexplained conspicuous gaps were identified.

Distribution of Loans by Income Level of the Borrower

In the evaluation of borrower distribution, we gave consideration to the portion of households living below the poverty level during the two time periods under evaluation. The poverty level in 2003 was 9.68 percent. The poverty level in 2001-2002 was 9.73 percent. Due to reasons of affordability, it is unlikely that those with incomes below the poverty level would be involved in home mortgage financing. Accordingly, we considered this in evaluating the bank's lending distribution to low-income borrowers.

Home Mortgage Loans

Refer to Tables 8, 9 and 10 in the “New York” 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 overall distribution of home mortgage loans was good.

The borrower distribution of home purchase loans was good. Borrower distribution was good in 2003 and adequate in the 2001-2002 evaluation period.

In 2003, the portion of home purchase loans made to low-income borrowers was below the portion of low-income families, but can be considered good when considering the percentage of low-income households in the AA living below the poverty level. The portion of home purchase loans made to moderate-income borrowers exceeded the percentage of moderate-income families. The market share of loans made to both low- and moderate-income borrowers exceeded the bank’s overall market share in the AA for home purchase loans.

In 2001-2002, the portion of home purchase loans made to low-income borrowers was significantly below the percentage of low-income families, but was adequate when considering the percentage of low-income households in the AA living below the poverty level. The portion of home purchase loans made to moderate-income borrowers was somewhat less than the percentage of moderate-income families. The market share of loans made to low-income borrowers exceeded the bank’s overall market share of home purchase loans. The bank’s market share of loans to moderate-income borrowers was somewhat below its overall market share of home purchase loans.

Borrower distribution of home improvement loans was good. Borrower distribution for home improvement loans was good in 2003 and was good in the 2001-2002 evaluation period.

In 2003, the portion of home improvement loans made to low-income borrowers was below the percentage of low-income families, but was good when considering the percentage of low-income households in the AA living below the poverty level. The portion of home improvement loans made to moderate-income borrowers was near to the percentage of moderate-income families. The market share of home improvement loans made to both low- and moderate-income borrowers was less than the bank’s overall market.

In 2001-2002, the portion of home improvement loans made to low-income borrowers was less than the percentage of low-income families. The portion of home improvement loans made to moderate-income borrowers exceeded the percentage of moderate-income families. The bank’s market share of loans made to both low- and moderate-income borrowers exceeded the bank’s overall market share of home improvement loans.

Borrower distribution of refinance loans was adequate. Borrower distribution in 2003 was adequate and in the 2001-2002 evaluation period it was also adequate.

In 2003, the portion of refinance loans made to low-income borrowers was significantly below the percentage of low-income families, but was adequate when considering the large percentage of low-income households in the AA living below the poverty level. The portion of refinance loans made to moderate-income borrowers was near to the percentage of moderate-income families. The market share of refinance loans made to both low- and moderate-income borrowers exceeded the bank's overall market share in the AA.

In 2001-2002, the portion of refinance loans made to low-income borrowers was significantly below the percentage of low-income families, but was adequate when considering the percentage of low-income households in the AA living below the poverty level. The portion of refinance loans made to moderate-income borrowers was less than the percentage of moderate-income families. The market share of loans made to moderate-income borrowers exceeded the bank's overall market share of refinance loans. The bank's market share of loans to low-income borrowers was less than the bank's overall market share of refinance loans.

Small Loans to Businesses

Refer to Table 11 in the "New York" 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.

The borrower distribution of small loans to businesses was excellent. The borrower distribution of small business loans was excellent in 2003 and excellent in the 2001-2002 evaluation period.

In 2003, the portion of BNA loans to small businesses exceeded the portion of businesses that are defined as such in the AA. The market share of small loans to small businesses exceeded BNA's overall market share of small business loans.

In 2001-2002, the portion of BNA loans to small businesses approximated the portion of businesses that are defined as such in the AA. The market share of small loans to small businesses exceeded BNA's overall market share of small business loans.

Community Development Lending

Refer to Table 1 Lending Volume in the "New York" section of Appendix D for the facts and data used to evaluate the bank's level of CD lending.

BNA's level of CD lending had a positive impact on the evaluation of its lending performance in the State of New York. BNA originated nine qualified community development loans for \$4.4 million during the evaluation period. A substantial majority

of all CD loan activity supported affordable housing for low- and moderate-income people, an important credit need in the AA.

Product Innovation and Flexibility

BNA offered a standard product mix of loan products including VA and FHA loans and saleable state sponsored affordable products. BNA participates in several home mortgage financing programs with the State of New York Mortgage Agency (SONYMA) that are designed to assist low- and moderate-income people with home purchases. There are not any additional lending products offered that were designed with flexible underwriting standards.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's overall performance under the lending test in the three limited-scope AAs of New York State was not inconsistent with the good performance in the full-scope AA. Please refer to Tables 1 through 12 in the "New York" section of Appendix D for the facts and data that support these conclusions.

INVESTMENT TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the investment test in New York State is rated Outstanding. Based on the full scope review, the bank's performance in the Glens Falls AA was excellent.

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

During this evaluation period, BNA made 10 investments totaling \$4.5 million in the Glens Falls AA. There were no prior period investments. In addition, there were 4 current period investments totaling \$2.2 million and 2 prior period investments totaling \$551 thousand in the statewide or regional area, which benefited the AA. A substantial majority of the current period investments were associated with affordable housing for low- and moderate-income people, an important need in the AA. The AA has a reasonable number of investment opportunities based on discussions with bank management, community contacts and an OCC Community Affairs specialist.

Conclusions for Area Receiving Limited-Scope Reviews

BNA's performance in the Albany, Columbia, and Clinton/Essex AAs was weaker than its Outstanding rating in the full-scope AA. Performance in the Albany AA and Columbia AA was good while performance in the Clinton/Essex AA was adequate. The weaker performance in these AAs did not affect the overall rating under the investment test. Please refer to Table 14 in the "New York" section of Appendix D for the facts and data that support these conclusions.

SERVICE TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the service test in New York State is rated Outstanding based on its performance in the Glens Falls AA.

Retail Banking Services

Refer to Table 15 in the "New York" 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.

BNA's delivery systems are readily accessible to geographies and individuals of different income levels in the Glens Falls AA. The distribution of BNA's office in moderate-income geographies significantly exceeds the populations residing in moderate-income geographies.

There were no branch openings or closings in the Glens Falls AA during the evaluation period.

BNA's hours and services offered throughout the full-scope AA were good. Management sets branch hours based on customer needs and traffic patterns in the area. Nearly all branch offices offer extended hours on various days of the week including Saturday hours, which are offered in the majority of the branches. However, the bank's branch located at 124 Main St. in Hudson Falls has shorter business hours than other branches and does not have a drive-up window or ATM. The branch is located in a moderate-income geography. Management explained that the building is located in a village setting that is not suitable for a drive-up facility. Since BNA has limited options for enhancing the facility, management chose to keep the facility open and complement it with a new facility within walking distance of this branch. The other facility is located at 14 Main St., which is located within ½ mile of the other branch. There are two ATMs (a walk-up and a drive-up), as well as a drive-up teller facility at this location. The drive-up offers extended hours and the branch is open on Saturdays. Both branches are on the same bus route.

BNA offers an affordable checking account that would be attractive to low- and moderate-income people. The account, which can be opened with as little as a \$25 initial deposit, features no monthly maintenance fee, no minimum monthly balance, and the first order of 50 checks free.

BNA offers alternative delivery systems in the form of ATMs. The geographic distribution of the bank's ATMs is the same as its branch office distribution discussed earlier. Customers and non-customers alike can access their accounts through BNA's 500 ATMs. They can also conduct surcharge free transactions at 2,700 SUM ATM locations.

BNA also offers alternative delivery systems such as bank-by-phone and Internet banking. An automated phone system is available at all times. The automated phone service can accommodate fund transfers, balance inquiries, and loan payments. The call is toll free and the service is available in English or Spanish. Live customer service representatives are available at the toll free number Monday through Friday from 7 a.m. until 11 p.m., Saturdays from 7 a.m. until 5 p.m., and Sundays from 9 a.m. until 5 p.m. Services available with the assistance of a customer service representative include opening a deposit account and applying for a home or consumer loan. Online banking services, which are available at all times, also allow the customer to apply for a loan or open a deposit account, as well as access information on their account. We did not place significant weight on these alternative delivery systems, as no data was available to determine the impact of these retail banking services on low- and moderate-income geographies and individuals.

Community Development Services

BNA's performance in providing community development services is good in the Glens Falls AA based on the number of employees involved in activities and total number of employees in the area.

Management and bank employees support several organizations in the AA by offering financial expertise to such groups. Over 20 bank employees are involved in providing service that include serving as members of the boards of directors or finance committees of organizations that provide community development services.

Employees serve in financial capacities for organizations that are involved in affordable housing for low- and moderate-income people, community services targeted to low- and moderate-income people, and economic development which involved financing for small businesses that created jobs in the AA for low- and moderate-income people. The employees involved in these CD activities are collectively providing approximately 1600 hours of service annually.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, BNA's performance under the service test in the Albany AA was not inconsistent with its excellent performance in the full-scope AA. Performance in the Clinton/Essex and Columbia AAs was weaker than performance in the full-scope AA. The weaker performance was due the absence of branches in the moderate-income geographies of these AAs. The weaker performance in these two AAs did not change the bank's rating for the service test.

State Rating

Vermont

CRA Rating for Vermont¹⁰: Outstanding

The lending test is rated: Outstanding

The investment test is rated: Outstanding

The service test is rated: High Satisfactory

The major factors that support this rating include:

- Lending levels that reflect good responsiveness to community credit needs.
- Overall distribution of loans by geography and by the income level of the borrower is excellent.
- A high level of community development lending that had a positive impact on the bank's lending performance.
- A level of investments that reflect an excellent responsiveness to the credit and community development needs of the AAs.
- Retail delivery systems that are accessible to geographies and individuals of different income levels throughout the full-scope AA.

Description of Institution's Operations in Vermont

BNA has \$1.6 billion in deposits, 39 banking offices, and 62 ATMs in the state. Of the bank's ten rating areas, Vermont ranks fifth and accounts for approximately 8.9 percent of total bank deposits.

BNA has six AAs in the state. The Burlington AA is the largest AA in the state. The other AAs are the Northern VT AA, Rutland County VT AA, Windsor County AA, Bennington County AA, and Windham County AA.

Refer to the market profiles in Appendix C for detailed demographics and other performance context information for the AA that received the full-scope review.

¹⁰ 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 within 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.

Scope of Evaluation in Vermont

The Burlington AA received a full-scope review. The Burlington AA represents approximately 31 percent of lending activity and 37 percent of the deposit base. BNA's performance in the State of Vermont is primarily based on the results of their performance in the full-scope AA.

We made 2 community contacts during this evaluation. Both of these community groups were housing related groups. They commented that affordable housing was needed within the state. In addition, banks can help with funding for counseling home ownership and financial literacy.

LENDING TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the lending test in Vermont is rated Outstanding. Based on the full-scope review, the bank's performance in the Burlington AA was excellent.

Lending Activity

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

Lending activity in the Burlington AA was good. Based on 2003 FDIC deposit market information, BNA is ranked second with a deposit market share of 17.3 percent. The bank ranked eighth in originating home purchase loans (3.8 percent market share), first in home improvement loans (27.5 percent market share) and eleventh in making refinance loans (2.3 percent market share). In terms of small loans to businesses, the bank ranked sixth by overall loan volume (7.4 percent market share) and second in making loans to small businesses.

There were many institutions in the AA making home mortgage loans and small loans to businesses compared to nine institutions with banking offices in the AA.

Distribution of Loans by Income Level of the Geography

Home Mortgage Loans

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

The geographic distribution of home purchase loans was excellent. Geographic distribution in the 2003 evaluation period was excellent; the geographic distribution of home purchase loans in the 2001-2002 sub-evaluation period was also excellent.

In 2003, the portion of home purchase loans in low-income geographies was lower than the percentage of owner-occupied units in the AA. The portion of home purchase loans in moderate-income geographies significantly exceeded the percentage of owner-occupied units in the AA. In addition, the market share of home purchase loans in low-income geographies was lower than the bank's overall market share to all areas within the AA. The market share to moderate-income geographies exceeded the bank's overall market share.

In 2001-2002, the portion of loans in both low- and moderate-income geographies significantly exceeded the percentage of owner-occupied units in the AA. The market share in both low- and moderate-income geographies was near the bank's overall market share.

The geographic distribution of home improvement loans was excellent. Geographic distribution in the 2003 evaluation period was excellent; the geographic distribution of home purchase loans in the 2001-2002 sub-evaluation period was also excellent.

In 2003, the portion of home improvement loans in both low- and moderate-income geographies exceeded the percentage of owner-occupied units in the AA. In addition, the market share of home improvement loans in low-income geographies exceeded the bank's overall market share to all areas within the AA. The market share of home improvement loans in moderate-income geographies was slightly below the bank's overall market share.

In 2001-2002, the portion of loans in low-income geographies was lower than the percentage of owner-occupied units and the portion of loans in moderate-income geographies exceeded the percentage of owner-occupied units in the AA. The market share in both low- and moderate-income geographies significantly exceeded the bank's overall market share.

The geographic distribution of refinance loans was excellent. Geographic distribution in the 2003 evaluation period was excellent; the geographic distribution of home purchase loans in the 2001-2002 sub-evaluation period was also excellent.

In 2003, the portion of refinance loans in both low- and moderate-income geographies exceeded the percentage of owner-occupied units in the AA. In addition, the market share of refinance loans in both low- and moderate-income geographies exceeded the bank's overall market share to all areas within the AA.

In 2001-2002, the portion of refinance loans in low-income geographies exceeded and the portion of loans in moderate-income geographies was near the percentage of owner-occupied units in the AA. Also, the market share in both low- and moderate-income geographies exceeded the bank's overall market share to all areas within the AA.

Small Loans to Businesses

Refer to Table 6 in the “Vermont” 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.

The geographic distribution of small loans to businesses was adequate. In 2003, the geographic distribution of small loans to business was adequate; in the 2001-2002 evaluation period geographic distribution was good.

In 2003, the portion of small loans to businesses in low-income geographies was below the percentage of businesses. In moderate-income geographies, the bank’s portion of loans was lower than the percentage of businesses. However, the bank’s market share in low-income geographies exceeded their overall market share. In moderate-income geographies, their market share was near to the overall market share.

In 2001-2002, the portion of small loans to businesses in low-income geographies was lower than the percentage of businesses. In moderate-income geographies the portion of loans exceeded the percentage of businesses. The bank’s market share in both low- and moderate-income geographies exceeded their overall market share of loans.

Lending Gap Analysis

No significant gaps in lending were noted.

Distribution of Loans by Income Level of the Borrower

Home Mortgage Loans

Refer to Tables 8, 9 and 10 in the “Vermont” 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 distribution of home purchase loans was excellent. In 2003, borrower distribution for home purchase loans was excellent. In the 2001-2002 evaluation period borrower distribution for home purchase loans was good.

In 2003, the portion of home purchase loans to low-income borrowers was lower than the percentage of low-income families. However, the bank’s performance was excellent when we considered that 8.8 percent of the households live below the poverty level. The portion of home purchase loans to moderate-income borrowers significantly exceeded the percentage of moderate-income families. In addition, the bank’s market share of home purchase loans to both low- and moderate-income borrowers exceeded the bank’s overall market share.

For 2001-2002, the distribution of home purchase loans was good. The portion of loans to low-income borrowers was significantly lower than the percentage of low-income

families. However, the bank's performance was good when the percentage of households that live below the poverty level was considered. The portion of loans to moderate-income borrowers exceeded the percentage of moderate-income families. The bank's market share of loans to low- and moderate-income borrowers exceeded the overall market share.

The borrower distribution of home improvement loans was excellent. In 2003, the distribution of home improvement loans was excellent. In 2001-2002, borrower distribution was also excellent.

In 2003, the portion of home improvement loans to both low- and moderate-income borrowers exceeded the percentage of low-income families. The market share of home purchase loans to low-income borrowers exceeded the bank's overall market share. The market share to moderate-income borrowers was near the bank's overall market share.

For the 2001-2002, the portion of loans to both low- and moderate-income borrowers significantly exceeded the percentage of low- and moderate-income families. In addition, the market share of both low- and moderate-income borrowers significantly exceeded the bank's overall market share.

The borrower distribution of refinance loans was excellent. In 2003, the borrower distribution of refinance loans was excellent. In the 2001-2002, the borrower distribution for refinance loans was good.

In 2003, the portion of refinance loans to low-income borrowers was lower than the percentage of low-income families. However, the bank's performance was excellent when the demographic factors such as poverty levels discussed above are considered. The portion of refinance loans to moderate-income borrowers significantly exceeded the percentage of moderate-income families. In addition, the market share of refinance loans to both low- and moderate-income borrowers exceeded the bank's overall market share.

In 2001-2002, the portion of loans to low-income borrowers was substantially lower than the percentage of low-income families. However, the bank's performance was good when the demographic factors were considered. The portion of loans to moderate-income borrowers was near the percentage of moderate-income families. The market share of refinance loans to both low- and moderate-income borrowers exceeded the bank's overall market share.

Small Loans to Businesses

Refer to Table 11 in the "Vermont" 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.

The borrower distribution of small loans to businesses in the Burlington AA was excellent. In 2003, the borrower distribution of small loans to businesses was excellent and in 2001-2002 it was also excellent.

In 2003, the percentage of loans to small businesses exceeded the percentage of small businesses in the AA. In addition, the bank's market share of small loans to businesses exceeded its overall business loan market share. Additionally, the bank made a majority of its small loans to businesses in amounts below \$100 thousand.

In 2001-2002, the percentage of loans to small businesses was near to the percentage of small businesses in the AA. The bank's market share of loans to small businesses exceeded its overall business loan market share. Additionally, the bank made a majority of its small loans to businesses in amounts below \$100 thousand.

Community Development Lending

Refer to Table 1 Lending Volume in the "Vermont" section of Appendix D for the facts and data used to evaluate the bank's level of CD lending.

BNA's level of CD lending had a positive impact on the evaluation of its lending. During this evaluation period, BNA made 21 qualified community development loans that totaled \$31 million. The loans provided affordable housing or community services to low- or moderate-income individuals throughout the AA. Approximately 300 housing units were created as a result of the CD loans.

Product Innovation and Flexibility

BNA offered a standard product mix of loan products including VA and FHA loans and saleable state sponsored affordable products. BNA offers one flexible lending product throughout the State of Vermont. There are not any additional lending products offered that were designed with flexible underwriting standards.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the lending test in the Northern VT AA, Bennington County AA, and Windham County AA was not inconsistent with the bank's overall excellent performance under the lending test in Vermont. In the Rutland County AA area and the Windsor County AA, geographic distribution of lending performance was good but was weaker than the bank's overall excellent performance in the state.

Refer to the Tables 1 through 13 in the "Vermont" section of Appendix D for the facts and data that support these conclusions.

INVESTMENT TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the investment test in Vermont is rated Outstanding. Based on the full-scope review, the bank's performance in the Burlington AA was excellent.

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

BNA's level of community development investments was excellent. During this evaluation period, BNA made 34 investments totaling \$4.0 million in the Burlington AA. In addition, there were 6 prior period investments totaling \$798 thousand in the Burlington AA. There were also 12 statewide investments totaling \$1.4 million, which had a positive impact on this AA.

BNA purchased two low-income housing tax credits totaling \$3.9 million. Additionally, the bank made 32 grants/donations totaling \$137 thousand to qualified community development organizations during this evaluation period.

Conclusions for Area Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the investment test in the Northern VT AA was not inconsistent with the bank's overall excellent performance under the investment test in Vermont. In the Bennington, Windham and Windsor AAs, the bank's performance was weaker than the bank's overall performance in the state but was adequate. In the Rutland AA, the bank's performance was weaker but good. The performance in the limited-scope areas did not have an impact on the investment test state rating.

Refer to the Table 14 in the "State of Vermont" section of Appendix D for the facts and data that support these conclusions.

SERVICE TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the service test in Vermont is rated High Satisfactory. Based on the full-scope review, the bank's performance in the Burlington AA was good.

Retail Banking Services

Refer to Table 15 in the "Vermont" 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.

BNA's retail banking delivery systems are accessible to geographies and individuals of different income levels throughout the full-scope AA. In low-income geographies, the percentage of banking offices significantly exceeds the population residing in these areas. In moderate-income geographies, the percentage of the bank's branches is below the percentage of the population that resides in these areas.

There were no branch openings or closings in the Burlington AA during either evaluation period.

BNA's hours and services offered throughout the AA are good. Management generally set branch hours based on customer needs and traffic patterns. Nearly all branch offices offered extended hours on various days of the week including Saturday hours.

BNA offers an affordable checking account that would be attractive to low- and moderate-income people. The account, which can be opened with as little as a \$25 initial deposit, features no monthly maintenance fee, no minimum monthly balance, and the first order of 50 checks free.

BNA also offers alternative delivery systems such as bank-by-phone and Internet banking. An automated phone system is available at all times. The automated phone service can accommodate fund transfers, balance inquiries, and loan payments. The call is toll free and the service is available in English or Spanish. Live customer service representatives are available at the toll free number Monday through Friday from 7 a.m. until 11 p.m., Saturdays from 7 a.m. until 5 p.m., and Sundays from 9 a.m. until 5 p.m. Services available with the assistance of a customer service representative include opening a deposit account and applying for a home or consumer loan. Online banking services, which are available at all times, also allow the customer to apply for a loan or open a deposit account, as well as access information on their account. We did not place significant weight on these alternative delivery systems, as no data was available to determine the impact of these retail-banking services on low- and moderate-income geographies and individuals.

Community Development Services

The level of community development services was good. This assessment is based on the number of services provided, the number of individuals benefiting and the limited opportunities in the AA.

During this evaluation period, BNA provided 13 homebuyer, small business and/or financial education seminars to 244 participants. Also, 7 employees provided community services to 7 different community development organizations. The type of services provided include: acting as Treasurer, a loan committee member, a finance committee member, the president or a member of the board for organizations that provide community services or affordable housing for low- or moderate-income individuals.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the service test in the Bennington, Northern VT, Rutland, Windham, and Windsor AAs is not inconsistent with the bank's overall good performance under the service test in Vermont.

Refer to Table 15 in the "Vermont" section of Appendix D for the facts and data that support these conclusions.

Appendix A: Scope of Examination

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

Time Period Reviewed	Lending Test (excludes CD loans): (1/1/2001 to 12/31/2003) Investment and Service Tests and CD Loans: (07/01/2001 to 12/31/2004)	
Financial Institution	Products Reviewed	
TD Banknorth, NA	HMDA loans, CRA loans, community development loans, qualified investments and products and services offered.	
List of Assessment Areas and Type of Examination		
Assessment Area	Type of Exam	Other Information
Boston MA-NH Multistate MSA	Full-Scope	
Lawrence MA-NH Multistate MSA	Full-Scope	
Lowell MA-NH Multistate MSA	Full-Scope	
Portsmouth NH-Kittery ME Multistate MSA	Full-Scope	
Connecticut		
Bridgeport MSA	Limited-Scope	
Hartford MSA	Full-Scope	
New Haven	Limited-Scope	
Waterbury	Limited-Scope	
Non-MSA Torrington	Limited-Scope	
Maine		
Bangor MSA	Limited-Scope	
Lewiston-Auburn MSA	Limited-Scope	
Portland MSA	Full-Scope	
Non-MSA ME Partial	Full-Scope	
Non-MSA Aroostook	Limited-Scope	
Massachusetts		
Fitchburg MSA	Limited-Scope	
Pittsfield MSA	Limited-Scope	
Springfield MSA	Full-Scope	
Non-MSA Great Barrington	Limited-Scope	
Non-MAS North Adams	Limited-Scope	
Non-MSA Orange-Athol	Limited-Scope	
Worcester MSA	Limited-Scope	
New Hampshire		
Manchester MSA	Limited-Scope	
Nashua MSA	Limited-Scope	
Non-MSA Partial	Full-Scope	
New York		
Albany MSA	Limited-Scope	

Glens Falls MSA Non-MSA Clinton Non-MSA Columbia Vermont Burlington MSA Non-MSA Bennington Non-MSA Northern VT Non-MSA Rutland Non-MSA Windham Non-MSA Windsor	Full-Scope Limited-Scope Limited-Scope Full-Scope Limited-Scope Limited-Scope Limited-Scope Limited-Scope Limited-Scope	
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Appendix B: Summary of Multistate Metropolitan Area and State Ratings

RATINGS		BANK NAME		
Overall Bank:	Lending Test Rating*	Investment Test Rating	Service Test Rating	Overall Bank/State/ Multistate Rating
TD Banknorth NA	HIGH SATISFACTORY	HIGH SATISFACTORY	HIGH SATISFACTORY	SATISFACTORY
Multistate Metropolitan Area or State:				
Boston MA-NH	HIGH SATISFACTORY	HIGH SATISFACTORY	HIGH SATISFACTORY	SATISFACTORY
Lawrence MA-NH	HIGH SATISFACTORY	HIGH SATISFACTORY	LOW SATISFACTORY	SATISFACTORY
Lowell MA-NH	OUTSTANDING	HIGH SATISFACTORY	OUTSTANDING	OUTSTANDING
Portsmouth NH- Kittery ME	HIGH SATISFACTORY	HIGH SATISFACTORY	LOW SATISFACTORY	SATISFACTORY
Connecticut	HIGH SATISFACTORY	LOW SATISFACTORY	LOW SATISFACTORY	SATISFACTORY
Maine	HIGH SATISFACTORY	OUTSTANDING	HIGH SATISFACTORY	SATISFACTORY
Massachusetts	OUTSTANDING	HIGH SATISFACTORY	HIGH SATISFACTORY	OUTSTANDING
New Hampshire	HIGH SATISFACTORY	OUTSTANDING	HIGH SATISFACTORY	SATISFACTORY
New York	HIGH SATISFACTORY	OUTSTANDING	OUTSTANDING	OUTSTANDING
Vermont	OUTSTANDING	OUTSTANDING	HIGH SATISFACTORY	OUTSTANDING

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

Appendix C: Market Profiles for Full-Scope Areas

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Market Profiles for Areas Receiving Full-Scope Reviews

MSA 1120 BOSTON MA/NH	C-2
MSA 4160 LAWRENCE MA/NH	C-4
MSA 4560 LOWELL MA/NH	C-6
MSA 6450 PORTSMOUTH-KITTERY NH/ME.....	C-8
MSA 3280 HARTFORD CT	C-10
MSA 6400 PORTLAND ME.....	C-12
NON-MSA ME PARTIAL.....	C-14
MSA 8000 SPRINGFIELD MA	C-17
NON-MSA PARTIAL NH	C-19
MSA GLENS FALLS NY	C-21
MSA 1305 BURLINGTON VT	C-23

MSA 1120 Boston MA/NH

Demographic Information for Full-Scope Area: 2003 MSA 1120 Boston MA/NH						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	181	1.10	8.84	46.41	43.65	0.00
Population by Geography	951,888	1.40	7.47	46.86	44.27	0.00
Owner-Occupied Housing by Geography	246,604	0.36	5.19	47.24	47.21	0.00
Business by Geography	74,163	1.08	7.50	42.81	48.61	0.00
Farms by Geography	1,309	0.92	7.49	47.06	44.54	0.00
Family Distribution by Income Level	242,937	14.89	15.41	21.48	48.22	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	73,611	2.99	13.24	54.30	29.47	0.00
Median Family Income		68,341	Median Housing Value			228,700
HUD Adjusted Median Family Income for 2003		80,800	Unemployment Rate			2.28%
Households Below Poverty Level		9.16%				
(*) The NA category consists of geographies that have not been assigned an income classification.						
2003 HUD updated MFI						
Source: 2000 US Census (STF3) 1						

The Boston MA/NH assessment area consists of 181 census tracts to the immediate north and west of greater Boston: sixty-two (62) census tracts in Essex County, MA which includes the towns of Amesbury, Beverly, Danvers, Gloucester, Newburyport, Peabody, and Salem; eighty-two (82) census tracts in Middlesex County, MA which includes the towns of Burlington, Framingham, Marlborough, Natick, Newton, and Waltham; twenty-nine (29) census tracts in Norfolk County, MA which includes the towns of Brookline, Needham and Wellesley; one (1) census tract in Boston in Suffolk County, MA; six (6) census tracts in Worcester County, MA which includes the town of Milford; and one (1) census tract in Rockingham County, NH which is the town of Seabrook. The assessment area has two (2) low-income census tracts located in Salem (1) and Framingham (1); and sixteen (16) moderate-income census tracts located in Beverly (2), Framingham (3), Gloucester (4), Milford (3), Peabody (1), Salem (1), Waltham (1) and Seabrook (1). The Massachusetts towns in the assessment area are primarily residential communities for commuters to Boston. The town of Seabrook is the only New Hampshire town in the assessment area. Seabrook is predominately residential.

BNA’s Boston assessment area includes only one census tract in the City of Boston. The assessment area is essentially two distinct areas – North Shore and Metro west. This assessment area grew through multiple acquisitions over the past three years: Metro West Bank (acquired October 2001), Gloucester Bank & Trust (acquired October 2001), Ipswich Savings Bank (acquired July 2002), Warren Five Cents Savings Bank (acquired December 2002), and First & Ocean National Bank (acquired December 2003).

In 2003, BNA was third with respect to deposit market rank with 4.64% market share in the Boston assessment area. Competitors include Citizens Bank (16.94%), Fleet Bank (13.57%), and Sovereign Bank (6.54%). BNA has forty-one (41) branches in the assessment area; five (5)

branches are located in moderate-income census tracts in Framingham, Gloucester, Milford, Peabody and Seabrook. Banknorth has a limited presence in Boston proper with just one (1) full service branch located in the business district and .02% of the deposit market share. For this reason, and because the City of Boston is saturated with financial institutions (sixty-seven other institutions with a total 210 branches), BNA does not include the City of Boston in its assessment area.

Based on the 2000 Census, the population of the Boston assessment area is 951,888; there was a 6.43% increase in population since the 1990 Census, which is higher than the statewide population increase of 5.53% for the same period. The total minority population of the assessment area increased from 6% to 11%, with increases across all minority populations. The largest cities in the defined assessment area are Boston (pop. 589,141), Newton (pop. 83,829), Framingham (pop. 66,910) and Waltham (pop. 59,226).

The 2003 adjusted median family income for the assessment area is \$80,800. Of all families in the assessment area, 14.89% are considered to be low-income, earning a median family income of \$40,400 or less; 15.41% are considered to be moderate-income, earning a median family income of no more than \$64,640.

Within the entire Boston MSA, the leading industry sectors are educational, health and social service (23.9%), professional, scientific, management, administrative and waste management services (14.2%), and retail (10.4%).

The Boston MSA, as a whole, has a very competitive, but strong economy throughout. The unemployment rate in the defined assessment area is 2.28%; which is lower than the unemployment rate for the entire MSA of 2.9% and the statewide unemployment rate of 3%. As you would expect, a large number of the jobs in this MSA are located in the City of Boston and its immediate surrounding areas. The largest individual employers in the financial services field include Fidelity Investments (11,250 employees) and John Hancock (4,793 employees); in the educational field large employers include Boston University (8,297 employees) and Harvard University (4,557 employees); and in the healthcare field employers include Massachusetts General Hospital (14,907 employees), Beth Israel Deaconess Medical (8,568 employees), Brigham and Women's Hospital (8,421 employees), Children's Hospital (5,116 employees), and New England Medical Center (5,077 employees).

Outside of Boston proper, the largest concentration of jobs is in what is known as the "Knowledge Sector Powerhouse (KSP)". This high tech-biotech industry cluster incorporates businesses in various cities along Interstate 495, including Waltham, Marlborough, Hopkinton and Holliston. Large employers include Sun Microsystems, IBM, EMC, Texas Instruments, and Biogen.

In New Hampshire, Seabrook is the home of Seabrook Station, a nuclear power plant with about 1,000 employees; and Venture Seabrook, an automotive plastics manufacturer with about 560 employees.

MSA 4160 Lawrence MA/NH

Demographic Information for Full Scope Area: 2003 MSA 4160 Lawrence MA/NH						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	86	12.79	17.44	46.51	23.26	0.00
Population by Geography	396,230	8.31	18.07	48.37	25.25	0.00
Owner-Occupied Housing by Geography	96,313	2.06	11.01	55.65	31.27	0.00
Business by Geography	22,933	7.19	14.94	48.08	29.79	0.00
Farms by Geography	505	1.78	5.74	58.81	33.66	0.00
Family Distribution by Income Level	103,748	20.76	17.27	22.28	39.69	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	39,455	15.24	27.72	44.09	12.95	0.00
Median Family Income		63,601	Median Housing Value			168,500
HUD Adjusted Median Family Income for 2003		74,300	Unemployment Rate			1.9%
Households Below Poverty Level		9.03%				
(*) The NA category consists of geographies that have not been assigned an income classification. 2003 HUD updated MFI						
Source: 2000 US Census (STF3)		1				

The Lawrence MA/NH assessment area consists of eighty-six (86) census tracts in northeast Massachusetts: sixty-two (62) census tracts in Essex County, MA which includes the cities and towns of Andover, Haverhill, Lawrence, and Methuen; twenty-four (24) census tracts in Rockingham County, NH which includes the towns of Derry, Raymond, and Salem. There are eleven (11) low-income census tracts all of which are located in Lawrence; and fifteen (15) moderate-income census tracts located in Haverhill (5), Lawrence (6), Methuen (1), Derry, (2) and Raymond (1).

In 2003, BNA was first with respect to deposit market rank with 23.07% market share in the Lawrence assessment area. Competitors include First Essex Bank (14.95%), Sovereign Bank (11.36%), Fleet Bank (9.88%), and Citizens Bank (5.25%). BNA has 20 branches in the assessment area; one (1) branch is located in a low-income census tract of Lawrence and three (3) branches are located in moderate-income census tracts in Haverhill, Lawrence, and Derry NH. BNA expanded its presence in this MSA with the acquisition of Andover Savings Bank in the fall of 2001. This acquisition introduced BNA into the Lawrence/Methuen market.

Based on the 2000 Census, the population of the Lawrence assessment area is 396,230; this area experienced a 12.11% increase in population since the 1990 Census, which is more than twice the statewide increase of 5.53% for the same period. The total minority population grew from 13% to 18%; the biggest increase was in the Hispanic/Latino population, which increased from 10% to 14% of the total population.

Within the city of Lawrence, over 60% of the population is Hispanic/Latino. The largest cities in the assessment area are Lawrence (pop. 72,043) and Haverhill (pop. 58,969).

The 2003 adjusted median family income for the assessment area is \$74,300. Of all families in the assessment area, 20.76% are considered to be low-income, earning a median family income of \$37,150 or less; 17.27% are considered to be moderate-income, earning a median family income of no more than \$59,440..

Within the Lawrence MSA (MA only), the leading industry sectors are manufacturing (20.9%) and educational, health, and social services (20.7%). Although the two sectors have experienced some drop-off in jobs since 1990, they continue to make up the dominant base of the economy in this area. The largest individual employers in the area include Lucent Technologies, Raytheon Commercial, Celestica, and Malden Mills. The unemployment rate in the Lawrence assessment area is 1.9%; which is less than the statewide rate of 3%.

Within the MSA, Lawrence and Haverhill are diverse cities with land use ranging from rural agricultural areas to urban areas in the city's historical industrial center. Lawrence and Haverhill were thriving industrial centers, with shoe manufacturing being its leading industry for 180 years. As manufacturing firms moved south for cheaper labor and costs, or failed due to foreign competition, large areas of mill space became vacant. During the past decade, given the growth of the high technology industry, combined with the stability of the regions financial, medical and educational institutions, most of the cities and towns within the MSA have experienced strong economic expansion. New industrial parks are being constructed in the region, and old buildings in the urban cores including Haverhill are being rehabilitated. Small- and medium-sized industries that are highly adaptable to space constraints and need low-cost floor areas are being attracted to these sites.

The City of Lawrence has the highest unemployment in the state at over 10%. Haverhill is at 6.5%. Major job training and educational demands are placed on the City of Lawrence whose population is 60% Latino. Many of the residents are not trained at high levels and have minimal transferable skills. Most of the towns within the MSA have residents who work outside of their town and commute. Southern New Hampshire has a very successful retail strip on Route 28 and it attracts consumers from all over the MSA. The strong retail presence with no sales tax in New Hampshire makes it an economic driver for this part of the MSA.

MSA 4560 Lowell MA/NH

Demographic Information for Full Scope Area: 2003 MSA 4560 Lowell MA/NH						
Demographic Characteristics	#	Low of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	65	12.31	21.54	36.92	29.23	0.00
Population by Geography	301,686	7.76	21.53	41.23	29.48	0.00
Owner-Occupied Housing by Geography	74,188	1.93	14.67	47.05	36.36	0.00
Business by Geography	15,112	10.09	13.06	40.42	36.43	0.00
Farms by Geography	347	0.86	6.63	46.97	45.53	0.00
Family Distribution by Income Level	77,585	18.99	18.21	23.57	39.23	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	28,863	12.69	31.55	37.71	18.05	0.00
Median Family Income		66,849	Median Housing Value			183,600
HUD Adjusted Median Family Income for 2003		79,700	Unemployment Rate			2.08%
Households Below Poverty Level		7.84%				
(*) The NA category consists of geographies that have not been assigned an income classification.						
2003 HUD updated MFI						
Source: 2000 US Census (STF3) 1						

The Lowell MA/NH assessment area consists of sixty-five (65) census tracts in northeast Massachusetts: sixty-two (62) census tracts in Middlesex County, MA which includes the cities and towns of Billerica, Chelmsford, Lowell, and Tewksbury; and three (3) census tracts in Hillsborough County, NH which make up the town of Pelham. There are eight (8) low-income census tracts and fourteen (14) moderate-income census tracts, all of which are located in Lowell.

In 2003, BNA was fourth with respect to deposit market rank with 9.09% market share in the Lowell assessment area. Competitors include Enterprise Bank & Trust (12.21%), Lowell Five Cent Savings (10.33%), Sovereign Bank (9.75%) and Fleet Bank (9.53%). BNA has nine (9) branches in the assessment area; one (1) branch is located in a low-income census tract in Lowell and two (2) branches are located in moderate-income census tracts in Lowell.

Based on the 2000 Census, the population of the Lowell assessment area is 301,686; the area showed a 7.52% increase since the 1990 Census, which is above the statewide population increase of 5.53% for the same period. The total minority population increased from 10% to 17%; the Asian/Pacific Islander and Hispanic/Latino populations showed the most growth, 2% increases over the ten-year period. The City of Lowell is the fourth largest city in the state.

The 2003 adjusted median family income for the assessment area is \$79,700. Of all families in the assessment area, 18.99% are considered to be low-income, earning a median family income of \$39,850 or less; 18.21% are considered to be moderate-income, earning a median family income of no more than \$63,760.

Within the Lowell MSA, the leading industry sectors are manufacturing (20.5%), educational, health and social services (19.3%); and other services (12%). The largest individual employers in the area include Raytheon, Sun Microsystems, Cisco Systems, Verizon Communications, Lahey Clinic, and Lowell General Hospital. The presence of a number of high-tech companies contributes to the economic stability and growth of this area. The unemployment rate in the Lowell assessment area is 2.08%; which is less than the statewide rate of 3%.

The hub of the assessment area is the City of Lowell. It is the fourth largest city in the state with a large Asian population.

MSA 6450 Portsmouth-Kittery NH/ME

Demographic Information for Full Scope Area: 2003 MSA 6450 Portsmouth-Kittery NH/ME						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	51	0.00	7.84	68.63	23.53	0.00
Population by Geography	241,542	0.00	7.80	72.67	19.52	0.00
Owner-Occupied Housing by Geography	64,451	0.00	6.63	70.79	22.58	0.00
Business by Geography	21,230	0.00	7.63	64.21	28.16	0.00
Farms by Geography	540	0.00	4.26	60.93	34.81	0.00
Family Distribution by Income Level	62,370	16.84	19.45	25.16	38.56	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	22,628	0.00	11.49	75.22	13.28	0.00
Median Family Income		58,622	Median Housing Value			142,700
HUD Adjusted Median Family Income for 2003		67,000	Unemployment Rate			1.84%
Households Below Poverty Level		7.34%				
(*) The NA category consists of geographies that have not been assigned an income classification.						
2003 HUD updated MFI						
Source: 2000 US Census (STF3) 1						

The Portsmouth-Kittery NH/ME assessment area consists of fifty-one (51) census tracts in south-eastern New Hampshire and southern Maine: twenty-three (23) census tracts in Rockingham County, NH which includes the city of Portsmouth; twenty-two (22) census tracts in Strafford County, NH which includes the towns of Dover, Farmington, and Rochester; and seven (7) census tracts in York County, ME which includes the towns of Kittery and York. There are no low-income census tracts and four (4) moderate-income census tracts located in the New Hampshire towns of Farmington (1), Portsmouth (1) and Rochester (2). There are no low- or moderate-income census tracts in the Maine portion of this MSA.

In 2003, BNA was second with respect to deposit market rank with 20.88% market share in the New Hampshire portion of the assessment area. Competitors include Citizens Bank (24.78%), Service Credit Union (14.86%), Fleet National Bank (7.44%), and Ocean National Bank (4.76%). In Maine, BNA was fourth with respect to deposit market rank with 19.31% market share in the Kittery assessment area. Competitors include Kennebunk Savings Bank (37.35%), Ocean National Bank (18.53%), Fleet National Bank (18.36%), and Key Bank (5.37%). BNA has fourteen (14) branches in New Hampshire portion of the assessment area; one (1) branch is located in the single moderate-income census tract that makes up the town of Farmington. BNA has two (2) branches in the Maine portion of this assessment area.

Based on the 2000 Census, the population of the Portsmouth assessment area is 241,542; the New Hampshire portion had an increase in population of 6.66% since the 1990 Census, considerably less than a New Hampshire statewide increase of 11.41% for the same period; the Maine portion had a 13.74% increase in population since the 1990 Census, significantly higher than a Maine increase of 3.83% for the same period. The total minority population increased

from 3% to 5% in the New Hampshire portion and remained at 3% in the Maine portion. The largest city in the New Hampshire portion is Rochester (pop. 28,461), followed by Dover (pop. 26,884) and Portsmouth (pop. 20,784); the largest town in the Maine portion is York (pop. 12,881).

The 2003 adjusted median family income for the assessment area is \$67,000. Of all families in the assessment area, 16.84% are considered to be low-income, earning a median family income of \$33,500 or less; 19.45% are considered to be moderate-income, earning a median family income of no more than \$53,600.

Within the MSA, the leading industry sectors are educational, health and social services (20.7%), manufacturing (16.3%), and retail (13.9%). Manufacturing jobs in this assessment area are predominantly associated with high tech/electronics, leather and plastic products and industrial machinery. In 2001, almost 5,000 jobs were lost in Rockingham and Strafford counties in New Hampshire. The development of the Pease International Tradeport and airport in Portsmouth, New Hampshire has helped international trade and exports, which contributes in a significant way to the overall economy of the state. The Tradeport is home to the NH International Trade Resource Center, which houses the NH Office of International Commerce, the U. S. Commerce Department, the Export-Import Bank of the U. S., and a Small Business Development Center. In 1999, New Hampshire led all other New England states in export growth, exporting more than \$2.14 billion in goods and services. The unemployment rate in the Portsmouth-Kittery assessment area is 1.84%; which is lower than the New Hampshire statewide rate of 2.7% and the Maine statewide rate of 3.1%.

The largest individual employers in the MSA are the University of New Hampshire (4,826 employees in Durham), Liberty Mutual (3,050 employees in Dover and Portsmouth), City of Rochester (1,449 employees), Colins Aikman, a dashboard manufacturer (1,335 employees in Farmington), City of Dover (1,139 employees), Wentworth-Douglass Hospital (1,048 employees in Dover), and the Portsmouth Naval Shipyard (2,635 employees in Maine and 1,826 employees in New Hampshire).

MSA 3280 Hartford CT

Demographic Information for Full Scope Area: 2003 MSA 3280 Hartford CT						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	140	5.71	19.29	43.57	31.43	0.00
Population by Geography	604,007	3.57	17.07	45.38	33.98	0.00
Owner-Occupied Housing by Geography	163,033	0.93	11.21	48.04	39.81	0.00
Business by Geography	38,573	3.67	14.90	46.27	35.16	0.00
Farms by Geography	972	0.93	10.70	43.42	44.96	0.00
Family Distribution by Income Level	158,891	17.76	16.89	23.48	41.87	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	55,062	6.59	27.01	46.68	19.72	0.00
Median Family Income		63,932	Median Housing Value			143,800
HUD Adjusted Median Family Income for 2003		73,000	Unemployment Rate			3%
Households Below Poverty Level		8.3%				
(*) The NA category consists of geographies that have not been assigned an income classification.						
2003 HUD updated MFI						
Source: 2000 US Census (STF3) 1						

The Hartford CT assessment area consists of 140 census tracts in central Connecticut: 121 census tracts in Hartford County which includes the cities of Bristol, East Hartford, Glastonbury, New Britain, Rocky Hill, Southington, and West Hartford; two (2) census tracts in Litchfield County which represent the towns of Barkhamstead and New Hartford; two (2) census tracts in Middlesex County which make up the town of Portland; three (3) census tracts in New London County which are the towns of Colchester and Lebanon; seven (7) census tracts in Tolland County which includes the town of Mansfield; and five (5) census tracts in Windham County which is the town of Windham. There are eight (8) low-income census tracts located in New Britain (7) and Windham (1); and twenty-seven (27) moderate-income census tracts located in Bristol (3), East Hartford (8), New Britain (9), Rocky Hill (1), West Hartford (2) and Windham (4).

Given the absence of any branches in Hartford, and the large number of financial institutions currently operating within the Hartford boundaries, the city of Hartford is not included in BNA’s assessment area. The majority of LMI census tracts in the Hartford assessment area are located in the central core of the larger population centers: Bristol, East Hartford, New Britain, West Hartford, and Windham. The tracts include mixed use, rental housing and industrial sites. There have been a variety of strategies developed to address these aging tracts. In New Britain neighborhoods have set up neighborhood strategic plans to address housing, retail, and commercial sites. Bristol is in the process of implementing a downtown revitalization. East Hartford has been working with Pratt & Whitney to develop new uses for their unused space including the new University of Connecticut football stadium and a business technology center. Windham is seeking to attract new developers to their textile mill redevelopment sites.

In 2003, BNA was third with respect to deposit market rank with 14.80% market share in the Hartford assessment area. Competitors include Webster Bank (21.46%) and Fleet Bank (15.20%). BNA has thirty branches in the assessment area; two branches are located in low-income census tracts in New Britain and one branch is located in a moderate-income census tract in East Hartford. This assessment area grew as the result of two acquisitions over the past two years: Southington Savings Bank (acquired August 2002) and American Savings Bank (acquired February 2003).

Based on the 2000 Census, the population of the Hartford assessment area is 604,007; the area showed a 4.67% increase since the 1990 Census, which is slightly higher than a statewide population increase of 3.6% for the same period. The total minority population increased from 8% to 15% for the ten-year period; the Hispanic/Latino population had the greatest increase to 7% of the total population. The largest city in this defined assessment area is New Britain (pop. 71,538); followed by West Hartford (pop. 63,589), Bristol (pop. 60,062), East Hartford (pop. 49,575), and Southington (pop. 39,728).

The 2003 adjusted median family income for the assessment area is \$73,000. Of all families in the assessment area 17.76% are considered to be low-income, earning a median family income of \$36,500 or less; 16.89% are considered to be moderate-income, earning a median family income of no more than \$58,400.

Within the entire Hartford MSA, the leading industry sectors are educational, health, and social services (22.5%), manufacturing (14.4%), and finance, insurance, real estate and rental (12.5%). Commercial activity in the defined assessment area is centered in West Hartford, New Britain and Bristol. The recession in the early 1990's resulted in an overall job loss for this area; however, for the same period, there was an 11% increase in jobs located in suburban and rural areas. The unemployment rate in the Hartford assessment area is 3%; which is slightly better than the statewide unemployment rate of 3.5%. In 1990, manufacturing accounted for 20.5% of all jobs in Connecticut; by 2000, this figure had dropped to 14.8%. This area boasts a highly skilled labor force; but it is hampered by out-of-date facilities that have not been able to adapt to high tech usage or are saddled with environmental issues that must be dealt with before the property can be reused.

As stated earlier, within the MSA there are three centers of commercial activity: West Hartford, New Britain, and Bristol. The remaining communities are primarily residential towns with people commuting to Hartford, New Britain and other urban centers. New Britain, once known as the Hardware Capitol, is still home to many smaller manufacturing firms including Stanley Works, one of its largest taxpayers. Bristol has a history manufacturing with smaller "shops" which provide niche products for the larger manufacturers. West Hartford has a thriving retail center and has grown from a suburb of Hartford to a small city, but it is largely viewed as a residential community.

The largest individual employers in the assessment area are ESPN (2,500 employees in Bristol), City of New Britain (1,912 employees), New Britain General Hospital (1,700 employees), Hospital of Special Care (1,370 employees in New Britain), Central Connecticut State University (1,220 employees in New Britain), City of Bristol (1,250 employees), The Stanley Works (1,200 employees in New Britain), and Pratt & Whitney (8,000 employees, largely in East Hartford).

MSA 6400 Portland ME

Demographic Information for Full Scope Area: 2003 MSA 6400 Portland ME						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	55	5.45	10.91	69.09	14.55	0.00
Population by Geography	243,537	2.67	7.25	72.64	17.44	0.00
Owner-Occupied Housing by Geography	65,773	0.66	3.61	75.28	20.45	0.00
Business by Geography	18,516	4.40	16.87	64.60	14.13	0.00
Farms by Geography	402	2.49	6.97	69.90	20.65	0.00
Family Distribution by Income Level	62,292	16.67	19.61	25.08	38.64	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	22,602	3.80	8.61	75.75	11.84	0.00
Median Family Income		55,459	Median Housing Value			128,500
HUD Adjusted Median Family Income for 2003		58,500	Unemployment Rate			2.01%
Households Below Poverty Level		8.13%				
(*) The NA category consists of geographies that have not been assigned an income classification.						
2003 HUD updated MFI						
Source: 2000 US Census (STF3) 1						

The Portland ME assessment area consists of fifty-five (55) census tracts in the south coastal area of Maine: fifty-one (51) census tracts in Cumberland County which includes the cities of Portland, South Portland, and Westbrook; and four (4) census tracts in York County. There are three (3) low-income census tracts, all of which are located in Portland and six (6) moderate-income census tracts located in Portland (4) and Westbrook (2). In Portland’s three (3) low-income census tracts, only 433 (14%) of the 3,138 total housing units are owner-occupied; this limits home purchase opportunity in these tracts.

In 2003, BNA was first with respect to deposit market rank with 31.47% market share in the Portland MSA. Competitors include Key Bank (21.84%), Fleet Bank (14.70%), Gorham Savings Bank (6.40%), and Maine Bank & Trust (3.50). BNA has nineteen (19) branches in the assessment area; one (1) branch is located in a low-income census tract and one (1) branch is located in a moderate-income census tract, both in Portland.

Based on the 2000 Census, the population of the Portland assessment area is 243,537; this area had a 10.03% increase in population since the 1990 Census, which is considerably higher than the statewide increase of 3.83% for the same period. The total minority population increased across all ethnic groups; yet comprises only 5% of the total population. Portland, including South Portland, is the largest city in the state with a population of 87,808. This represents 36% of the total population of the assessment area.

The 2003 adjusted median family income for the assessment area is \$58,500. Of all families within the assessment area, 16.67% are considered to be low-income, earning a median family income of \$29,250 or less; 19.61% are considered to be moderate-income, earning a median family income of no more than \$46,800.

Within the Portland MSA, the leading industry sectors are educational, health, and social services (21.8%) and retail (14.6%). The unemployment rate in the Portland MSA is 2.01%; Portland is faring better than the state as the statewide unemployment rate is 3.1%. Statewide, from 2001-2002, about 4,000 new jobs were added in the fields of education and health services, but nearly 6,600 manufacturing jobs were lost. Manufacturing makes up only 9.9% of the economic base in the Portland MSA. The greater Portland area has experienced the greatest growth in jobs, but the labor force has not kept pace (10,000 less than total job growth).

The largest individual employers in the Portland area include: Maine Medical Center (4,600 employees in Portland), L. L. Bean (5,400 employees in Freeport), Unum Provident (3,400 employees in Portland), and BNA (1,900 employees in Greater Portland).

The Portland ME assessment area contends with the issues that all other large metropolitan areas deal with: Portland is the largest population center in the state; Portland is the largest minority population center in the state; the Portland area is a major job center and has experienced the greatest degree of growth in the state; housing development has not kept pace with the growth in jobs; there is no affordable housing stock; and affordable housing development is hindered by high land costs, high pre-development costs, local zoning and permitting processes, and local resistance.

Non-MSA ME Partial

Demographic Information for Full Scope Area: 2003 Non-MSA ME Partial						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	142	0.00	6.34	74.65	19.01	0.00
Population by Geography	540,231	0.00	5.67	74.72	19.61	0.00
Owner-Occupied Housing by Geography	161,935	0.00	4.59	74.31	21.11	0.00
Business by Geography	33,718	0.00	7.45	71.51	21.04	0.00
Farms by Geography	1,155	0.00	5.45	74.55	20.00	0.00
Family Distribution by Income Level	147,485	17.38	17.74	23.33	41.54	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	51,807	0.00	8.30	78.85	12.85	0.00
Median Family Income	41,873	Median Housing Value				86,100
HUD Adjusted Median Family Income for 2003	44,400	Unemployment Rate				2.55%
Households Below Poverty Level	12.36%					
(*) The NA category consists of geographies that have not been assigned an income classification.						
2003 HUD updated MFI						
Source: 2000 US Census (STF3) 1						

The Non-MSA ME Partial assessment area consists of 142 census tracts from the eastern coastal corridor to the western foothills of Maine: one (1) census tract in Androscoggin County (Durham, the only census tract in this county not included in the Lewiston/Auburn MSA); ten (10) census tracts in Cumberland County which includes the towns of Brunswick and Harpswell in the east on the coast and several lakefront communities inland to the west; three (3) census tracts in Franklin County (Western foothills) which includes the town of Farmington; six (6) census tracts in Hancock County (Downeast) which includes the town of Ellsworth; thirty-one (31) census tracts in Kennebec County (Central ME) which includes the state capital of Augusta and the town of Waterville; ten (10) census tracts in Knox County (Downeast) which includes the towns of Camden, Rockland, and Thomaston; nine (9) census tracts in Oxford County (Western foothills) which includes the towns of Oxford, Paris and Norway; twenty (20) census tracts in Penobscot County (not included in the Bangor MSA) which includes the town of Lincoln; eight (8) census tracts in Sagadahoc County (Coastal) which includes the town of Bath; ten (10) census tracts in Somerset County (Central ME) which includes the towns of Pittsfield and Fairfield; six (6) census tracts in Waldo County (Coastal) which includes the town of Searsport; and twenty-eight (28) census tracts in York County (Southern ME) which includes the towns of Biddeford, Saco, Sanford, and Kennebunk. There are no low-income census tracts and there are nine (9) moderate-income census tracts located in Anson (1), Athens/Bridgton/Harmony (1), Augusta (1), Biddeford (1), Cambridge/Ripley/St. Albans (1), Carroll/Drew/Lakeville/Mattawamkeag/Prentiss/Springfield/ Webster (1), Dexter (1), Rockland (1), and Waterville (1).

This assessment area encompasses a large geographical area extending from the ME/NH border in the south (York County), to the coastal regions to the east (Downeast), from just south of

Aroostook County (Penobscot County) to Central ME, to the lakes region (Cumberland County), to the western foothills (Western ME). Each region has demographics unique to that area.

In 2003, BNA was first with respect to deposit market rank with 11.76% market share in the Non-MSA Maine assessment area. Competitors include Key Bank (8.96%), Camden National Bank (6.73%), Bangor Savings Bank (5.30%), and Gardiner Savings Institution (5.39%). BNA has twenty-five (25) branches in the assessment area; two (2) branches are located in moderate-income census tracts in Rockland and Waterville.

Based on the 2000 Census, the population of the Non-MSA Maine assessment area is 540,231; this area, as a whole, had a 6.59% increase in population since the 1990 Census, higher than the statewide increase of 3.83% for the same period. The total minority population increased; yet comprises only 3% of the total population of the assessment area. The largest cities and towns in the assessment area are Biddeford (pop. 21,005), Sanford (pop. 20,866) and Saco (pop. 16,871) in York County in the southernmost part of the state; Brunswick (pop. 21,234) in Cumberland County which is along the coast, north of Portland; and the state capital, Augusta (pop. 18,607) in Kennebec County in the central part of the assessment area.

The 2003 adjusted median family income for the overall assessment area is \$44,400. Of all families within the assessment area, 17.38% are considered to be low-income, earning a median family income of \$22,200 or less; 17.74% are considered to be moderate-income, earning a median family income of no more than \$35,520. As expected, incomes are higher in the southern part of the state, where most of the jobs and growth are centered; decreasing as you head north.

Within York County the leading industry sectors are educational, health and social services (20.6%) and manufacturing (18.6%). The unemployment rate in York County is 2.4%; which is lower than the unemployment rate for the whole assessment area (2.55%) and the state (3.1%). The economy in the Biddeford area benefits from both Portsmouth NH and Portland ME. Located on the coast about mid-way between the two cities, Biddeford has been transforming its job market from old mill jobs to new technology, tourism, and service jobs. Likewise, Sanford has been able to add about 2,000 jobs in the retail and service sectors. The largest individual employers in this area include: Pratt & Whitney (1,400 employees in Sanford) and Southern Maine Medical Center (800 employees in Biddeford). Saco is substantially residential and a “sister” to neighboring tourism community of Old Orchard Beach (in the Portland MSA).

Within Cumberland County, the leading industry sectors are educational, health, and social services (28.8%) and retail (15.4%). The unemployment rate is 2.2%; which is lower than the unemployment rate for the whole assessment area (2.55%) and the state (3.1%). Brunswick Naval Air Station is an active Base that houses around 4,000 service personnel. Also in Brunswick is Bowdoin College, which employs about 1,000 people. The Brunswick area is becoming a shopping destination with shopping malls expanding both in Brunswick and nearby Topsham.

Within Sagadahoc County, the leading industry sectors are educational, health, and social services (22.3%); followed by manufacturing (19.8%) and retail (13.2%). Bath is also home to

Bath Iron Works which a defense contractor building destroyers. They employ between 6,500 and 10,000 at any given time and presently have about 7,000 on the payroll.

Within Kennebec County, the leading industry sectors are educational, health, and social services (25.3%) and retail (13.1%). The unemployment rate in Kennebec County is 3%; which is higher than the unemployment rate for the whole assessment area (2.55%) and comparable to the statewide rate of 3.1%. Over the last decade, the Augusta area has seen a loss of jobs through plant closings, the selling off of Central Maine Power and a decrease in the number of government jobs. Despite these losses, the area has shown an overall increase in jobs, with about 4,000 jobs added in the retail and service sectors. The largest individual employer in Augusta is Maine General Medical Center with 2,100 employees.

Within the coastal communities of Camden, Rockland, and Thomaston in Knox County; the leading industry sectors are educational, health, and social services.

Within Oxford County, the manufacturers and retailers in the Oxford Hills area employ in excess of 600 people and the top four manufacturers (Oxford Homes, KBS Building Systems, Keiser Industries, and Burlington Homes) have a combined annual payroll in excess of \$10 million.

As an incentive for businesses to (re)locate in targeted areas where unemployment rates are relatively high and wages are relatively low, the Maine Legislature enacted the Pine Tree Development Zone program. Eligible businesses may qualify for state tax refunds or exemptions if they locate in a designated zone. Several towns within this assessment area are within the Southern Maine Zone including Saco, Biddeford, and Sanford; the Midcoast Zone including Camden; the Kennebec Valley Zone including Augusta and Waterville; and the Downeast Zone including Ellsworth.

MSA 8000 Springfield MA

Demographic Information for Full Scope Area: 2003 MSA 8000 Springfield MA						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	122	13.93	16.39	41.80	27.05	0.82
Population by Geography	601,564	9.53	18.15	44.58	27.75	0.00
Owner-Occupied Housing by Geography	142,132	2.66	11.44	52.35	33.55	0.00
Business by Geography	31,241	13.70	17.07	41.86	27.36	0.00
Farms by Geography	837	1.43	7.29	46.48	44.80	0.00
Family Distribution by Income Level	148,287	21.71	16.97	21.77	39.56	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	57,350	17.19	23.84	43.36	15.61	0.00
Median Family Income	50,930	Median Housing Value			120,400	
HUD Adjusted Median Family Income for 2003	56,800	Unemployment Rate			2.78%	
Households Below Poverty Level	13.21%					
(*) The NA category consists of geographies that have not been assigned an income classification.						
2003 HUD updated MFI						
Source: 2000 US Census (STF3)		1				

The Springfield MA assessment area consists of 122 census tracts in south central Massachusetts: one (1) census tract in Franklin County which are the towns of Sunderland and Whately; ninety-one (91) census tracts in Hampden County which includes the cities and towns of Chicopee, Holyoke, Ludlow, Springfield, West Springfield, and Westfield; and thirty (30) census tracts in Hampshire County which includes the towns of Amherst, Northampton, and Ware. There are seventeen (17) low-income census tracts located in Holyoke (4) and Springfield (13); and twenty (20) moderate-income census tracts located in Amherst (1), Chicopee (4), Holyoke (3), Ludlow (1), Springfield (8), Ware (1), West Springfield (1), and Westfield (1). There is one (1) census tract in Amherst that is designated “NA”. The “NA” census tract includes the Hampshire College campus and the Hampshire College Farm Center, a working farm and educational research facility.

In 2003, BNA was second with respect to deposit market rank with 11.79% market share in the Springfield assessment area. Competitors include Fleet Bank (14.25%). BNA has 26 branches in the assessment area; two (2) branches are located in low-income census tracts in Springfield and five (5) branches are located in moderate-income census tracts in Chicopee (1), Holyoke (1), Springfield (2), and Westfield (1).

Based on the 2000 Census, the population of the Springfield assessment area is 601,564; a 0.80% increase since the 1990 Census and considerably lower than the statewide population increase of 5.53% for the same period. The total minority population increased from 16% to 22%; the Hispanic/Latino population saw the greatest increase, from 8% to 12% of the total population.

The 2003 adjusted median family income for the assessment area is \$56,800. Of all families in the assessment area, 21.71% are considered to be low-income, earning a median family income

of \$28,400 or less; 16.97% are considered to be moderate-income, earning a median family income of no more than \$45,440.

Within the Springfield MSA, the leading industry sectors are educational, health and social service (28%), manufacturing (14.6%), and retail (11.7%). Over the past 20-years, service has overtaken manufacturing as the primary economic driver; this shift also means lower paying service jobs predominate over higher paying manufacturing jobs. The unemployment rate in the assessment area is 2.78%, slightly below a statewide unemployment rate of 3%. The largest individual employers in the area are Baystate Medical and Mass Mutual Financial Group in Springfield; and the University of Massachusetts in Amherst. Within Springfield there are a number of small machine shops which feed into larger manufacturers in the Pioneer Valley that make jet engines, aerospace components, and other military equipment.

The City of Springfield can best be described as a manufacturing town that is trying to redefine itself; over the last 20-years service (with lower paying jobs) has overtaken manufacturing as the primary economic driver. The city is also bringing itself back from near bankruptcy. Springfield is a designated Enterprise Community, yet opportunities for redevelopment are limited. Economic growth in Springfield trailed the rest of the state.

Non-MSA Partial NH

Demographic Information for Full Scope Area: 2003 Non-MSA Partial NH						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	84	0.00	5.95	78.57	15.48	0.00
Population by Geography	347,680	0.00	6.64	79.01	14.36	0.00
Owner-Occupied Housing by Geography	98,731	0.00	5.21	79.52	15.26	0.00
Business by Geography	31,843	0.00	8.71	77.49	13.80	0.00
Farms by Geography	995	0.00	4.02	76.58	19.40	0.00
Family Distribution by Income Level	93,099	15.45	18.98	25.97	39.60	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	32,052	0.00	9.63	81.93	8.44	0.00
Median Family Income		51,272	Median Housing Value			106,100
HUD Adjusted Median Family Income for 2003		58,400	Unemployment Rate			2.36%
Households Below Poverty Level		7.79%				
(*) The NA category consists of geographies that have not been assigned an income classification.						
2003 HUD updated MFI						
Source: 2000 US Census (STF3) 1						

The Non-MSA Partial NH assessment area consists of eighty-four (84) census tracts in northern, central and western New Hampshire: fourteen (14) census tracts in Belknap County which includes the City of Laconia; eleven (11) census tracts in Carroll County which includes the towns of Conway and Ossipee; sixteen (16) census tracts in Cheshire County which includes the City of Keene; three (3) census tracts in Grafton County; seven (7) census tracts in Hillsborough County; twenty-eight (28) census tracts in Merrimack County, which includes the City of Concord and town of Franklin; three (3) census tracts in Rockingham County; and two (2) census tracts in Strafford County. There are no low-income census tracts and there are five (5) moderate-income census tracts located in Concord (2), Franklin (1), Laconia (1), and Ossipee (1).

This assessment area encompasses a large area extending from the Massachusetts border into the White Mountains and across to the Vermont border. As such, discussion about the Non-MSA Partial NH area can be broken down into three distinct regions – Western (centered around Keene), Central (centered around Concord), and Northern (Lakes Region and north).

In 2003, BNA was first with respect to deposit market rank with 8.18% market share in the Non-MSA Partial NH assessment area. Competitors include Citizens Bank (4.94%), Granite Bank (3.02%), Laconia Savings Bank (2.97%), and Meredith Village Savings Bank (1.59%). BNA has thirty-two (32) branches in the assessment area; three (3) branches are located in moderate-income census tracts in Concord (2) and Laconia (1).

Based on the 2000 Census, the population of this assessment area is 347,680; this area had a 12.7% increase in population since the 1990 Census; higher than the statewide population increase of 11.41% for the same period. The largest population centers in this assessment area

are Keene (pop. 22,563) in the Western region; Concord (pop. 40,687) in the Central region; and Laconia (pop. 16,411) in the Northern region.

The 2003 adjusted median family income for the assessment area is \$58,400. Of all families in the assessment area, 15.45% are considered to be low-income, earning a median family income of \$29,200 or less; 18.98% are considered to be moderate-income, earning a median family income of no more than \$46,720.

The leading industries in Cheshire County (western) and Merrimack County (central) are services, retail and manufacturing (predominantly industrial machinery and equipment). In the northern part of the state, the leading industries in Belknap, Carroll and Grafton counties are services and retail. The northern part of New Hampshire is largely dependent on the travel and tourism industry, which accounts for over 64,000 jobs statewide. Both sectors offer lower paying jobs and business is driven by factors outside of their control – weather and disposable income. The economy of the northern part of the state is also heavily dependent on the forestry industry. The western and northern areas of New Hampshire are not experiencing the same degree of growth as other parts of the state. With fewer companies opting to relocate to these areas, they exhibit slower growth, higher levels of unemployment, and lower incomes. The unemployment rate for the assessment area, as a whole, is 2.36%; which is lower than the statewide rate of 2.7%.

In the Keene area (western) the largest individual employers are Cheshire Medical Center (1,196 employees), Smith Industrial Medical Systems (884 employees), and Keene State College (700 employees). In the Concord area (central), the largest employer is Concord Hospital (2,700 employees). As the state capital, a majority of state jobs are located in Concord. In the northern part of the state, the largest employer is Lakes Region General Hospital (982 employees). Other major employers are generally localized businesses (manufacturing and tourism) with 200-300 employees.

Within the State of New Hampshire, small businesses predominate. Based on 2001 U. S. Census Bureau information, of 31,931 businesses reporting from throughout the state, 95% have less than 100 employees; 74% have less than 10 employees, with the largest sector being businesses with 1-to-4 employees (45%).

MSA 2975 Glens Falls NY

Demographic Information for Full Scope Area: 2003 MSA 2975 Glens Falls NY						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	33	0.00	12.12	78.79	9.09	0.00
Population by Geography	124,345	0.00	10.39	74.77	14.84	0.00
Owner-Occupied Housing by Geography	34,670	0.00	7.87	76.58	15.56	0.00
Business by Geography	7,407	0.00	13.66	66.61	19.72	0.00
Farms by Geography	399	0.00	3.01	87.72	9.27	0.00
Family Distribution by Income Level	33,048	17.50	19.41	24.45	38.65	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	12,196	0.00	14.37	74.46	11.17	0.00
Median Family Income		45,159	Median Housing Value			86,600
HUD Adjusted Median Family Income for 2003		48,900	Unemployment Rate			2.5%
Households Below Poverty Level		9.28%				
(*) The NA category consists of geographies that have not been assigned an income classification.						
2003 HUD updated MFI						
Source: 2000 US Census (STF3) 1						

The Glens Falls NY assessment area consists of thirty-three (33) census tracts east central NY: seventeen (17) census tracts in Warren County which includes the cities and towns of Glens Falls, Queensbury, and Warrensburg; sixteen (16) census tracts in Washington County which includes the town of Kingsbury. There are no low-income census tracts and there are four (4) moderate-income census tracts located in Glens Falls (2), Kingsbury (1), and Warrensburg (1).

In 2003, BNA was second with respect to deposit market rank with 32.18% market share in the Glens Falls assessment area. Competitors include Glens Falls National (37.27%), Charter One Bank (12.04%), Trustco Bank (6.73%), and Troy Savings Bank (3.42%). BNA has thirteen (13) branches in the assessment area; two (2) branches are located in moderate-income census tracts in Hudson Falls and Warrensburg.

Based on the 2000 Census, the population of the Glens Falls assessment area is 124,345; this area had a 4.98% increase in population since the 1990 Census, which is slightly less than the statewide population increase of 5.48% for the same period. The total minority population for the area increased from 4% to 5% for the ten-year period.

The 2003 adjusted median family income for the assessment area is \$48,900. Of all families in the assessment area, 17.5% are considered to be low-income, earning a median family income of \$24,450 or less; 19.41% are considered to be moderate-income, earning a median family income of no more than \$39,120.

Within the Glens Falls MSA, the leading industry sectors are educational, health and social services (22%), manufacturing (15.2%) and retail (13.3%). The unemployment rate in the assessment area is 2.5%; which is slightly lower than the MSA rate of 3.2%; and about a third of

the statewide rate of 4.3%. The largest service employers in Glens Falls include Glens Falls Hospital, Travelers Insurance, and General Electric. The largest manufacturers located in Glens Falls include Finch Pruyn, CR Bard, and Boston Scientific.

MSA 1305 Burlington VT

Demographic Information for Full Scope Area: 2003 MSA 1305 Burlington VT						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	36	5.56	13.89	58.33	22.22	0.00
Population by Geography	170,570	3.04	10.30	60.86	25.80	0.00
Owner-Occupied Housing by Geography	43,528	0.93	5.90	63.05	30.12	0.00
Business by Geography	13,731	12.23	10.41	50.72	26.65	0.00
Farms by Geography	371	1.35	5.66	61.46	31.54	0.00
Family Distribution by Income Level	41,856	16.91	19.45	25.08	38.55	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	15,221	4.19	14.61	64.69	16.50	0.00
Median Family Income		57,197	Median Housing Value			132,600
HUD Adjusted Median Family Income for 2003		65,600	Unemployment Rate			2.22%
Households Below Poverty Level		8.78%				
(*) The NA category consists of geographies that have not been assigned an income classification.						
2003 HUD updated MFI						
Source: 2000 US Census (STF3) 1						

The Burlington VT assessment area consists of thirty-six (36) census tracts in northwest Vermont: twenty-nine (29) census tracts in Chittenden County which includes the city and town of Burlington and Winooski; six (6) census tracts in Franklin County which includes the town of St. Albans; and one (1) census tract in Grand Isle in Grand Isle County. There are two (2) low-income census tracts, both of which are located in Burlington; and five (5) moderate-income census tracts located in Burlington (2), St. Albans (1), and Winooski (2).

The LMI tracts within the Burlington VT assessment area primarily fall within the federally designated Enterprise Community. The Enterprise Community designation was granted to Burlington in 1998. The tracts include rental housing, retail and light commercial. Over 70 strategies were developed to revitalize this area of Burlington and to date the Enterprise Community designation has leveraged over \$145 million in revitalization dollars.

The LMI tract located in Winooski is primarily residential rental and is located just outside the moderate-income area that includes colleges. The college students influence the rental market, as rental housing is a need during the college term. Landlords in the area are less inclined to invest in infrastructure due to the transient nature of the renters during the college year.

In 2003, BNA was second with respect to deposit market rank with 17.32% market share in the Burlington assessment area. Competitors include Chittenden Trust Company (33.56%), New England Federal Credit Union (10.70%), Merchants Bank (9.36%), and KeyBank (9.12%). BNA has twelve (12) branches in the assessment area; one (1) branch is located in a low-income census tract in Burlington and one (1) branch is located in a moderate-income census tract in Winooski.

The Burlington VT assessment area is the only MSA in the state and the primary population center.

Based on the 2000 Census, the population of the Burlington assessment area is 170,570; the area had a 10.71% increase in population since the 1990 Census, which is slightly higher than the statewide population increase of 8.19% over the same period. The total minority population increased by 2% yet makes up only 5% of the total population.

The 2003 adjusted median family income for the assessment area is \$65,600. Of all families in the assessment area, 16.91% are considered to be low-income earning a median family income of \$32,800 or less; 19.45% are considered to be moderate-income, earning a median family income of no more than \$52,480.

Within the Burlington MSA, the leading industry sectors are educational, health, and social services (24.7%) and manufacturing (17.1%). The unemployment rate in the assessment area is 2.22%; slightly lower than the rate for the entire MSA of 2.8% and the statewide rate of 2.9%. The largest individual service employers in Burlington include Fletcher Allen Health Care, BNA, Chittenden Bank, University of Vermont, St. Michaels College, Champlain College and state and local government. Manufacturing jobs are primarily located in surrounding towns, such as Swanton, which is serves as home to Vermont Precision Tools and Swanton Lumber. In Burlington, the major manufacturers are Edlund Co., Burton Snowboards, and General Dynamics

While manufacturing jobs have been absorbed into the surrounding towns, there are a number of large service providers based in Burlington. Burlington is also considered to be a “college” town; Champlain College, St. Michael’s and the University of Vermont are located there, with a total enrollment of about 13,000 students. This has a tremendous impact on the rental housing market in the area. The Burlington area has a low vacancy rate, with students eating up most of the available rental stock.

Appendix D: Tables of Performance Data

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TABLES OF PERFORMANCE DATA

MULTISTATE METROPOLITAN AREAS..... D-6

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Content of Standardized Tables

A separate set of tables is provided for each state. All multistate metropolitan areas are presented in one set of tables. References to the “bank” include activities of any affiliates that the bank provided for consideration (refer to Appendix A: Scope of the Examination). For purposes of reviewing the lending test tables, the following are applicable: 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/AA. 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. Refer to Interagency Q&As __.12(i) - 5 and - 6 for guidance on when a bank may receive positive CRA consideration for such loans. When such loans exist, insert a line item with the appropriate caption, such as “Statewide/Regional” or “Out of Assessment Area,” in the MA/AA column and record the corresponding numbers and amounts in the “Community Development Loans” column.

Table 1. Other Products - Presents the number and dollar amount of any unreported category of loans originated and purchased by the bank, if applicable, over the evaluation period by MA/AA. Examples include consumer loans or other data that a bank may provide, at its option, concerning its lending performance. This is a two-page table that lists specific categories.

Table 2. Geographic Distribution of Home Purchase Loans - Compares the percentage distribution of the number of loans originated and purchased by the bank in low-, moderate-, middle-, and upper-income geographies to the percentage distribution of owner-occupied housing units throughout those geographies. The table also presents market share information based on the most recent aggregate market data available.

Table 3. Geographic Distribution of Home Improvement Loans - See Table 2.

Table 4. Geographic Distribution of Home Mortgage Refinance Loans - See Table 2.

Table 5. Geographic Distribution of Multifamily Loans - Compares the percentage distribution of the number of multifamily loans originated and purchased by the bank in low-, moderate-, middle-, and upper-income geographies to the percentage distribution of multifamily housing units throughout those geographies. The table also presents market share information based on the most recent aggregate market data available.

Table 6. Geographic Distribution of Small Loans to Businesses - The percentage distribution of the number of small loans (less than or equal to \$1 million) to businesses originated and purchased by the bank in low-, moderate-, middle-, and upper-income geographies compared to the percentage distribution of businesses (regardless of revenue size) throughout those geographies. The table also presents market share information based on the most recent aggregate market data available. Because small business data are not available for geographic areas smaller than counties, it may be necessary to use geographic areas larger than the bank's assessment area.

Table 7. Geographic Distribution of Small Loans to Farms - The percentage distribution of the number of small loans (less than or equal to \$500,000) to farms originated and purchased by the bank in low-, moderate-, middle-, and upper-income geographies compared to the percentage distribution of farms (regardless of revenue size) throughout those geographies. The table also presents market share information based on the most recent aggregate market data available. Because small farm data are not available for geographic areas smaller than counties, it may be necessary to use geographic areas larger than the bank's assessment area.

Table 8. Borrower Distribution of Home Purchase Loans - Compares the percentage distribution of the number of loans originated and purchased by the bank to low-, moderate-, middle-, and upper-income borrowers to the percentage distribution of families by income level in each MA/AA. The

table also presents market share information based on the most recent aggregate market data available.

Table 9. Borrower Distribution of Home Improvement Loans - See Table 8.

Table 10. Borrower Distribution of 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 \$1 million) originated and purchased by the bank to businesses with revenues of \$1 million or less to the percentage distribution of businesses with revenues of \$1 million or less. In addition, the table presents the percentage distribution of the number of loans originated and purchased by the bank by loan size, regardless of the revenue size of the business. Market share information is presented based on the most recent aggregate market data available.

Table 12. Borrower Distribution of Small Loans to Farms - Compares the percentage distribution of the number of small loans (less than or equal to \$500,000) originated and purchased by the bank to farms with revenues of \$1 million or less to the percentage distribution of farms with revenues of \$1 million or less. In addition, the table presents the percentage distribution of the number of loans originated and purchased by the bank by loan size, regardless of the revenue size of the farm. Market share information is presented based on the most recent aggregate market data available.

Table 13. Geographic and Borrower Distribution of Consumer Loans (OPTIONAL) - For geographic distribution, the table compares the percentage distribution of the number of loans originated and purchased by the bank in low-, moderate-, middle-, and upper-income geographies to the percentage distribution of households within each geography. For borrower distribution, the table compares the percentage distribution of the number of loans originated and purchased by the bank to low-, moderate-, middle-, and upper-income borrowers to the percentage of households by income level in each MA/AA.

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 presents the number and dollar amount of unfunded qualified investment commitments. In order to be included, an unfunded commitment must be legally binding and tracked and recorded by the bank's financial reporting system.

A bank may receive positive consideration for qualified investments in statewide/regional entities or made outside of the bank's assessment area. See Interagency Q&As __.12(i) - 5 and - 6 for guidance on when a bank may receive positive CRA consideration for such investments. When such investments exist, insert a line item with the appropriate caption, such as "Statewide/Regional" or "Out of Assessment Area," in the MA/AA column and record the corresponding numbers and amounts in the "Qualified Investments" column.

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

Table 1. Lending Volume

LENDING VOLUME												
Geography: MULTISTATE METROPOLITAN AREA						Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003						
MA/Assessment Area (2003):	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	
Full Review:												
2003 MSA 1120 Boston	100	926	162,377	648	82,423	0	0	7	21,082	1,581	265,882	100
2003 MSA 4160 Lawrence	100	1,101	153,746	590	67,302	0	0	13	13,860	1,691	221,048	100
2003 MSA 4560 Lowell	100	410	46,457	169	21,577	0	0	3	11,336	582	79,370	100
2003 MSA 6450 Kittery Portsmouth	100	751	109,349	640	81,636	1	30	2	2,490	1,394	193,505	100

* Loan Data as of December 31, 2003. Rated area refers to either state or multi-state MA rating area.

** The evaluation period for Community Development Loans is from July 1, 2001 to December 31, 2004.

*** Deposit Data as of December 31, 2003. Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

Table 2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE		Geography: MULTISTATE METROPOLITAN AREA						Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31,2003							
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
Full Review:															
2003 MSA 1120 Boston	109	24.33	0.36	2.75	5.19	20.18	47.24	50.46	47.21	26.61	0.47	1.42	1.52	0.48	0.29
2003 MSA 4160 Lawrence	162	36.16	2.06	6.79	11.01	13.58	55.65	55.56	31.27	24.07	1.50	2.03	1.18	1.65	1.33
2003 MSA 4560 Lowell	42	9.38	1.93	11.90	14.67	35.71	47.05	45.24	36.36	7.14	0.55	1.39	0.95	0.57	0.13
2003 MSA 6450 Kittery Portsmouth	135	30.13	0.00	0.00	6.63	9.63	70.79	68.15	22.58	22.22	2.06	0.00	2.20	1.99	2.25

* Based on 2003 Peer Mortgage Data (Eastern)

** 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 2000 Census information.

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT		Geography: MULTISTATE METROPOLITAN AREA								Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003					
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
Full Review:															
2003 MSA 1120 Boston	72	16.82	0.36	1.39	5.19	8.33	47.24	56.94	47.21	33.33	4.50	11.11	6.32	4.88	3.67
2003 MSA 4160 Lawrence	152	35.51	2.06	2.63	11.01	10.53	55.65	68.42	31.27	18.42	12.71	6.06	8.79	15.09	10.81
2003 MSA 4560 Lowell	72	16.82	1.93	2.78	14.67	22.22	47.05	47.22	36.36	27.78	10.57	9.52	12.31	10.53	9.66
2003 MSA 6450 Kittery Portsmouth	132	30.84	0.00	0.00	6.63	9.85	70.79	61.36	22.58	28.79	15.02	0.00	18.31	12.27	25.68

* Based on 2003 Peer Mortgage Data (Eastern)

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

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

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE			Geography: MULTISTATE METROPOLITAN AREA						Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003						
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp
Full Review:															
2003 MSA 1120 Boston	734	32.48	0.36	1.36	5.19	10.90	47.24	55.86	47.21	31.88	0.56	2.15	1.37	0.71	0.35
2003 MSA 4160 Lawrence	765	33.85	2.06	1.44	11.01	7.19	55.65	55.95	31.27	35.42	1.57	0.90	1.12	1.68	1.57
2003 MSA 4560 Lowell	292	12.92	1.93	4.11	14.67	22.95	47.05	45.89	36.36	27.05	0.79	1.93	1.43	0.79	0.54
2003 MSA 6450 Kittery Portsmouth	469	20.75	0.00	0.00	6.63	8.74	70.79	65.25	22.58	26.01	1.84	0.00	3.10	1.73	1.86

* Based on 2003 Peer Mortgage Data (Eastern)

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

*** Percentage of 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 2000 Census information.

Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY		Geography: MULTISTATE METROPOLITAN AREA						Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31,2003							
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
Full Review:															
2003 MSA 1120 Boston	11	21.15	3.19	9.09	11.08	18.18	46.47	36.36	39.27	36.36	4.98	8.33	4.08	4.00	6.67
2003 MSA 4160 Lawrence	22	42.31	18.71	54.55	28.84	27.27	41.28	18.18	11.17	0.00	17.89	26.67	11.54	16.00	0.00
2003 MSA 4560 Lowell	4	7.69	25.32	0.00	30.60	100.00	34.70	0.00	9.38	0.00	6.56	0.00	12.90	0.00	0.00
2003 MSA 6450 Kittery Portsmouth	15	28.85	0.00	0.00	8.71	20.00	78.91	40.00	12.38	40.00	28.85	0.00	50.00	18.18	46.15

* Based on 2003 Peer Mortgage Data (Eastern)

** 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 Multi Family Units is the number of multi family units in a particular geography divided by the number of multifamily housing units in the area based on 2000 Census information.

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES		Geography: MULTISTATE METROPOLITAN AREA						Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31,2003							
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
Full Review:															
2003 MSA 1120 Boston	648	31.66	1.08	1.54	7.50	13.27	42.81	54.17	48.61	31.02	0.95	0.57	0.93	1.13	0.86
2003 MSA 4160 Lawrence	590	28.82	7.19	5.93	14.94	11.53	48.08	50.85	29.79	31.69	5.41	5.08	4.96	5.99	5.58
2003 MSA 4560 Lowell	169	8.26	10.09	6.51	13.06	15.98	40.42	36.09	36.43	41.42	2.26	1.91	2.92	2.02	2.59
2003 MSA 6450 Kittery Portsmouth	640	31.27	0.00	0.00	7.63	8.91	64.21	65.94	28.16	25.16	6.39	0.00	9.38	6.72	6.29

* Based on 2003 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 (2003).

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE		Geography: MULTISTATE METROPOLITAN AREA						Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003							
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
Full Review:															
2003 MSA 1120 Boston	109	24.33	14.89	12.38	15.41	40.95	21.48	20.95	48.22	25.71	0.54	1.45	1.27	0.38	0.29
2003 MSA 4160 Lawrence	162	36.16	20.76	20.53	17.27	26.49	22.28	27.81	39.69	25.17	1.67	4.95	1.86	1.35	1.21
2003 MSA 4560 Lowell	42	9.38	18.99	12.50	18.21	40.00	23.57	17.50	39.23	30.00	0.62	0.95	0.91	0.31	0.64
2003 MSA 6450 Kittery Portsmouth	135	30.13	16.84	9.68	19.45	21.77	25.16	26.61	38.56	41.94	2.20	4.53	2.43	1.97	2.02

* Based on 2003 Peer Mortgage Data (Eastern)

** As a percentage of loans with borrower income information available. No information was available for 6.3% of loans originated and purchased by bank.

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

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

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT			Geography: MULTISTATE METROPOLITAN AREA						Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31,2003						
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
Full Review:															
2003 MSA 1120 Boston	72	16.82	14.89	21.13	15.41	19.72	21.48	33.80	48.22	25.35	4.99	13.64	5.34	5.26	3.03
2003 MSA 4160 Lawrence	152	35.51	20.76	13.25	17.27	21.19	22.28	41.06	39.69	24.50	13.64	25.00	13.11	14.52	10.39
2003 MSA 4560 Lowell	72	16.82	18.99	14.08	18.21	28.17	23.57	33.80	39.23	23.94	11.32	14.49	12.12	10.81	9.94
2003 MSA 6450 Kittery Portsmouth	132	30.84	16.84	12.21	19.45	19.85	25.16	35.11	38.56	32.82	15.73	18.18	16.35	17.16	13.52

* Based on 2003 Peer Mortgage Data (Eastern)

** As a percentage of loans with borrower income information available. No information was available for 0.9% of loans originated and purchased by bank.

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

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

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE			Geography: MULTISTATE METROPOLITAN AREA						Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003						
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
Full Review:															
2003 MSA 1120 Boston	734	32.48	14.89	15.00	15.41	29.86	21.48	24.71	48.22	30.43	0.64	1.79	1.07	0.56	0.40
2003 MSA 4160 Lawrence	765	33.85	20.76	12.28	17.27	23.17	22.28	28.00	39.69	36.55	1.79	2.91	1.88	1.63	1.64
2003 MSA 4560 Lowell	292	12.92	18.99	17.83	18.21	34.97	23.57	22.73	39.23	24.48	0.92	1.94	1.31	0.62	0.67
2003 MSA 6450 Kittery Portsmouth	469	20.75	16.84	11.04	19.45	26.58	25.16	26.80	38.56	35.59	2.15	4.12	2.89	1.88	1.74

* Based on 2003 Peer Mortgage Data (Eastern)

** As a percentage of loans with borrower income information available. No information was available for 4.6% of loans originated and purchased by bank.

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

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

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES		Geography: MULTISTATE METROPOLITAN AREA			Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31,2003				
MA/Assessment Area:	Total Small Loans to Businesses		Businesses With Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Market Share*	
	#	% of Total**	% of Businesses***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
Full Review:									
2003 MSA 1120 Boston	648	31.66	63.53	64.97	69.60	15.12	15.28	0.95	1.81
2003 MSA 4160 Lawrence	590	28.82	65.05	70.51	70.34	19.83	9.83	5.41	10.63
2003 MSA 4560 Lowell	169	8.26	64.33	73.96	75.15	9.47	15.38	2.26	4.88
2003 MSA 6450 Kittery Portsmouth	640	31.27	63.43	67.19	68.59	17.50	13.91	6.39	11.24

* Based on 2003 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 - 2003).

**** 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 0.98% of small loans to businesses originated and purchased by the bank.

Table 14. Qualified Investments

QUALIFIED INVESTMENTS									
Geography: MULTISTATE METROPOLITAN AREA					Evaluation Period: JULY 1, 2001 TO DECEMBER 31, 2004				
MA/Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
Full Review:									
2003 MSA 1120 Boston	0	0	70	378	70	378	100	0	0
2003 MSA 4160 Lawrence	0	0	57	401	57	401	100	0	0
2003 MSA 4560 Lowell	0	0	33	157	33	157	100	0	0
2003 MSA 6450 Kittery Portsmouth	2	223	13	38	15	261	100	0	0

* '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 Delivery System and Branch Openings/Closings

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS Geography: MULTISTATE METROPOLITAN AREA Evaluation Period: JANUARY 1, 2001 TO DECEMBER 31, 2003																	
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings						Population			
	% of Rated Area Deposits in AA	# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or -)				% of Population within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
Full Review:																	
2003 MSA 1120 Boston	100	45	100	0	13.33	53.33	33.33	0	0	0	0	0	0	1.40	7.47	46.86	44.27
2003 MSA 4160 Lawrence	100	20	100	5	15	60	20	0	0	0	0	0	0	8.31	18.07	48.37	25.25
2003 MSA 4560 Lowell	100	9	100	11.11	22.22	44.44	22.22	0	0	0	0	0	0	7.76	21.53	41.23	29.48
2003 MSA 6450 Kittery Portsmouth	100	18	100	0	5.56	61.11	33.33	0	0	0	0	0	0	0	9.42	69.60	20.98

Table 1. Lending Volume

LENDING VOLUME		Geography: CONNECTICUT 2003				Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003						
MA/Assessment Area (2003):	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	
Full Review:												
2003 MSA 3280 Hartford	74.18	1,039	111,317	310	49,848	0	0	7	3,725	1,356	164,890	72.69
Limited Review:												
2003 MSA 1160 Bridgeport	1.38	18	1,913	7	1,568	0	0	0	0	25	3,481	1.50
2003 MSA 5480 New Haven	4.21	52	6,667	25	5,249	0	0	0	0	77	11,916	2.28
2003 MSA 8880 Waterbury	18.76	222	22,224	120	11,181	0	0	2	1,650	343	35,055	21.80
2003 Non-MSA Torrington	1.48	23	1,816	4	786	0	0	0	0	27	2,602	1.73

* Loan Data as of December 31, 2003. Rated area refers to either state or multi-state MA rating area.

** The evaluation period for Community Development Loans is from July 1, 2001 to December 31, 2004.

*** Deposit Data as of January 18, 2005. Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

Table 2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE		Geography: CONNECTICUT 2003					Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003									
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	
Full Review:																
2003 MSA 3280 Hartford	140	74.07	0.92	7.14	11.02	9.29	48.93	55.71	39.13	27.86	0.97	3.76	0.66	1.16	0.72	
Limited Review:																
2003 MSA 1160 Bridgeport	2	1.06	0.00	0.00	0.00	0.00	59.02	100.00	40.98	0.00	0.27	0.00	0.00	0.41	0.00	
2003 MSA 5480 New Haven	6	3.17	0.00	0.00	3.69	0.00	33.00	50.00	63.31	50.00	0.33	0.00	0.00	0.44	0.29	
2003 MSA 8880 Waterbury	38	20.11	4.48	2.63	13.72	31.58	40.88	42.11	40.92	23.68	0.92	0.31	1.54	0.90	0.74	
2003 Non-MSA Torrington	3	1.59	0.00	0.00	23.78	0.00	76.22	100.00	0.00	0.00	0.28	0.00	0.00	0.39	0.00	

* Based on 2003 Peer Mortgage Data (Eastern)

** 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 2000 Census information.

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT		Geography: CONNECTICUT 2003					Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003									
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	
Full Review:																
2003 MSA 3280 Hartford	121	76.10	0.92	0.00	11.02	6.61	48.93	60.33	39.13	33.06	7.00	0.00	2.84	8.33	7.04	
Limited Review:																
2003 MSA 1160 Bridgeport	2	1.26	0.00	0.00	0.00	0.00	59.02	0.00	40.98	100.00	2.99	0.00	0.00	0.00	5.00	
2003 MSA 5480 New Haven	5	3.14	0.00	0.00	3.69	0.00	33.00	20.00	63.31	80.00	2.19	0.00	0.00	1.23	3.01	
2003 MSA 8880 Waterbury	28	17.61	4.48	3.57	13.72	7.14	40.88	42.86	40.92	46.43	6.79	3.70	4.00	8.45	6.73	
2003 Non-MSA Torrington	3	1.89	0.00	0.00	23.78	0.00	76.22	100.00	0.00	0.00	3.95	0.00	0.00	5.17	0.00	

* Based on 2003 Peer Mortgage Data (Eastern)

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

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

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE			Geography: CONNECTICUT 2003				Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003									
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*					
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp	
Full Review:																
2003 MSA 3280 Hartford	774	77.25	0.92	0.65	11.02	6.33	48.93	62.14	39.13	30.88	1.69	1.61	1.25	2.28	1.19	
Limited Review:																
2003 MSA 1160 Bridgeport	14	1.40	0.00	0.00	0.00	0.00	59.02	64.29	40.98	35.71	0.52	0.00	0.00	0.62	0.40	
2003 MSA 5480 New Haven	41	4.09	0.00	0.00	3.69	9.76	33.00	21.95	63.31	68.29	0.62	0.00	1.44	0.39	0.67	
2003 MSA 8880 Waterbury	156	15.57	4.48	0.64	13.72	12.18	40.88	35.90	40.92	51.28	1.59	0.37	2.16	1.65	1.52	
2003 Non-MSA Torrington	17	1.70	0.00	0.00	23.78	17.65	76.22	82.35	0.00	0.00	0.84	0.00	0.62	0.90	0.00	

* Based on 2003 Peer Mortgage Data (Eastern)

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

*** Percentage of 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 2000 Census information.

Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY		Geography: CONNECTICUT 2003					Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003					Market Share (%) by Geography*				
MA/Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% of MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans						
Full Review:																
2003 MSA 3280 Hartford	4	100.00	9.07	0.00	29.76	25.00	43.83	75.00	17.33	0.00	11.43	0.00	16.67	15.79	0.00	
Limited Review:																
2003 MSA 1160 Bridgeport	0	0.00	0.00	0.00	0.00	0.00	96.35	0.00	3.65	0.00	0.00	0.00	0.00	0.00	0.00	
2003 MSA 5480 New Haven	0	0.00	0.00	0.00	10.67	0.00	58.81	0.00	30.52	0.00	0.00	0.00	0.00	0.00	0.00	
2003 MSA 8880 Waterbury	0	0.00	28.42	0.00	31.06	0.00	32.29	0.00	8.23	0.00	0.00	0.00	0.00	0.00	0.00	
2003 Non-MSA Torrington	0	0.00	0.00	0.00	33.16	0.00	66.84	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	

* Based on 2003 Peer Mortgage Data (Eastern)

** 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 Multi Family Units is the number of multi family units in a particular geography divided by the number of multifamily housing units in the area based on 2000 Census information.

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES		Geography: CONNECTICUT 2003					Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003					Market Share (%) by Geography*				
MA/Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% of Businesses***	% BANK Loans	% of Businesses*	% BANK Loans	% of Businesses*	% BANK Loans	% of Businesses***	% BANK Loans						
Full Review:																
2003 MSA 3280 Hartford	310	66.52	3.60	3.55	14.62	11.61	47.28	66.45	34.50	18.39	1.48	1.79	1.55	1.94	0.84	
Limited Review:																
2003 MSA 1160 Bridgeport	7	1.50	0.00	0.00	0.00	0.00	55.99	28.57	44.01	71.43	0.21	0.00	0.00	0.12	0.55	
2003 MSA 5480 New Haven	25	5.36	0.00	0.00	16.91	8.00	24.84	12.00	58.25	80.00	0.28	0.19	0.48	0.14	0.41	
2003 MSA 8880 Waterbury	120	25.75	16.02	7.50	15.98	23.33	29.82	30.83	38.17	38.33	2.15	2.01	4.41	1.79	2.15	
2003 Non-MSA Torrington	4	0.86	0.00	0.00	45.94	75.00	54.06	25.00	0.00	0.00	0.30	0.00	0.89	0.21	0.00	

* Based on 2003 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 (2003).

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE		Geography: CONNECTICUT 2003					Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003									
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	
Full Review:																
2003 MSA 3280 Hartford	140	74.07	17.87	16.42	16.91	35.07	23.58	24.63	41.64	23.88	1.08	1.83	1.34	0.94	0.78	
Limited Review:																
2003 MSA 1160 Bridgeport	2	1.06	13.28	0.00	17.05	100.00	27.37	0.00	42.30	0.00	0.32	0.00	1.42	0.00	0.00	
2003 MSA 5480 New Haven	6	3.17	11.43	16.67	14.00	66.67	21.89	16.67	52.68	0.00	0.37	0.83	1.11	0.19	0.00	
2003 MSA 8880 Waterbury	38	20.11	22.50	23.33	17.86	30.00	21.29	30.00	38.35	16.67	0.89	1.99	0.94	0.85	0.52	
2003 Non-MSA Torrington	3	1.59	20.81	50.00	21.98	0.00	27.14	50.00	30.08	0.00	0.22	0.76	0.00	0.36	0.00	

* Based on 2003 Peer Mortgage Data (Eastern)

** As a percentage of loans with borrower income information available. No information was available for 7.9% of loans originated and purchased by bank.

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

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

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT			Geography: CONNECTICUT 2003				Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003					Market Share*				
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****						
Full Review:																
2003 MSA 3280 Hartford	121	76.10	17.87	11.97	16.91	22.22	23.58	34.19	41.64	31.62	7.16	9.38	6.32	7.23	7.13	
Limited Review:																
2003 MSA 1160 Bridgeport	2	1.26	13.28	0.00	17.05	0.00	27.37	50.00	42.30	50.00	3.17	0.00	0.00	4.35	5.26	
2003 MSA 5480 New Haven	5	3.14	11.43	0.00	14.00	0.00	21.89	20.00	52.68	80.00	2.23	0.00	0.00	1.32	4.44	
2003 MSA 8880 Waterbury	28	17.61	22.50	7.41	17.86	25.93	21.29	37.04	38.35	29.63	6.97	5.56	6.54	8.33	6.47	
2003 Non-MSA Torrington	3	1.89	20.81	0.00	21.98	100.00	27.14	0.00	30.08	0.00	4.11	0.00	9.38	0.00	0.00	

* Based on 2003 Peer Mortgage Data (Eastern)

** As a percentage of loans with borrower income information available. No information was available for 3.1% of loans originated and purchased by bank.

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

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

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE			Geography: CONNECTICUT 2003				Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003					Market Share*				
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers							
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp	
Full Review:																
2003 MSA 3280 Hartford	774	77.25	17.87	12.53	16.91	26.82	23.58	28.44	41.64	32.21	1.97	3.36	2.44	1.86	1.57	
Limited Review:																
2003 MSA 1160 Bridgeport	14	1.40	13.28	7.14	17.05	42.86	27.37	35.71	42.30	14.29	0.61	0.69	1.04	0.69	0.24	
2003 MSA 5480 New Haven	41	4.09	11.43	5.26	14.00	28.95	21.89	31.58	52.68	34.21	0.67	0.77	0.97	0.62	0.59	
2003 MSA 8880 Waterbury	156	15.57	22.50	7.33	17.86	23.33	21.29	31.33	38.35	38.00	1.87	2.18	2.34	1.90	1.59	
2003 Non-MSA Torrington	17	1.70	20.81	0.00	21.98	52.94	27.14	29.41	30.08	17.65	1.01	0.00	1.53	0.82	0.99	

* Based on 2003 Peer Mortgage Data (Eastern)

** As a percentage of loans with borrower income information available. No information was available for 4.1% of loans originated and purchased by bank.

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

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

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES		Geography: CONNECTICUT 2003			Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003				
MA/Assessment Area:	Total Small Loans to Businesses		Businesses With Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Market Share*	
	#	% of Total**	% of Businesses***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
Full Review:									
2003 MSA 3280 Hartford	310	66.52	65.28	55.48	60.32	20.65	19.03	1.48	2.26
Limited Review:									
2003 MSA 1160 Bridgeport	7	1.50	70.47	42.86	42.86	14.29	42.86	0.21	0.21
2003 MSA 5480 New Haven	25	5.36	63.93	52.00	56.00	24.00	20.00	0.28	0.40
2003 MSA 8880 Waterbury	120	25.75	64.19	71.67	82.50	8.33	9.17	2.15	4.16
2003 Non-MSA Torrington	4	0.86	68.18	50.00	50.00	25.00	25.00	0.30	0.57

* Based on 2003 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 - 2003).

**** 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 1.72% of small loans to businesses originated and purchased by the bank.

Table 14. Qualified Investments

QUALIFIED INVESTMENTS									
Geography: CONNECTICUT 2003									
Evaluation Period: JULY 1, 2001 TO DECEMBER 31, 2004									
MA/Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
Full Review:									
2003 MSA 3280 Hartford	0	0	39	554	39	554	54.17	0	0
Limited Review:									
2003 MSA 1160 Bridgeport	0	0	2	12	2	12	2.78	0	0
2003 MSA 5480 New Haven	0	0	4	17	4	17	5.56	0	0
2003 MSA 8880 Waterbury	0	0	9	70	9	70	12.50	0	0
2003 Non-MSA Torrington	0	0	2	10	2	10	2.78	0	0
State-wide	2	75	14	5,699	16	5441	22.22	3	2,550

* '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 Delivery System and Branch Openings/Closings

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS				Geography: CONNECTICUT 2003				Evaluation Period: JANUARY 1, 2001 TO DECEMBER 31, 2003									
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings				Population					
	% of Rated Area Deposits in AA	# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or -)				% of Population within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
Full Review:																	
2003 MSA 3280 Hartford	72.69	8	29.63	0.00	12.50	87.50	0.00	0	0	0	0	0	0	3.51	16.77	46.33	33.39
Limited Review:																	
2003 MSA 1160 Bridgeport	1.50	1	3.70	0.00	0.00	100.00	0.00	0	0	0	0	0	0	0.00	0.00	61.14	38.86
2003 MSA 5480 New Haven	2.28	3	11.11	0.00	33.33	0.00	66.67	0	0	0	0	0	0	0.00	5.17	34.67	60.16
2003 MSA 8880 Waterbury	21.80	13	48.15	15.38	7.69	46.15	30.77	0	0	0	0	0	0	12.53	19.66	35.66	32.16
2003 Non-MSA Torrington	1.73	2	7.41	0.00	50.00	50.00	0.00	0	0	0	0	0	0	0.00	32.07	67.93	0.00

Table 1. Lending Volume

LENDING VOLUME												
Geography: MAINE 2003												
Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003												
MA/Assessment Area (2003):	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	
Full Review:												
2003 MSA 6400 Portland	26.72	1,581	238,970	1,040	160,692	4	241	30	40,488	2,655	440,391	51.36
2003 Non-MSA ME Partial	54.00	3,392	423,228	1,931	270,077	33	1,975	10	4,548	5,366	699,828	29.20
Limited Review:												
2003 MSA 0730 Bangor	5.64	431	45,273	123	22,820	0	0	7	2,905	561	70,998	4.95
2003 MSA 4240 Lewiston	5.79	309	26,456	262	37,310	0	0	4	4,570	575	68,336	9.90
2003 Non-MSA Aroostook	7.84	410	21,271	320	27,033	44	3,605	5	2,899	779	54,808	4.58

* Loan Data as of December 31, 2003. Rated area refers to either state or multi-state MA rating area.

** The evaluation period for Community Development Loans is from July 1, 2001 to December 31, 2004.

*** Deposit Data as of December 31, 2003. Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

Table 2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE		Geography: MAINE 2003				Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003						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						
Full Review:																
2003 MSA 6400 Portland	489	25.80	0.66	1.84	3.61	8.18	75.28	69.12	20.45	20.86	7.00	7.50	10.55	6.33	8.92	
2003 Non-MSA ME Partial	1,007	53.14	0.19	0.89	4.30	6.16	74.59	71.40	20.92	21.55	6.31	7.50	7.90	6.19	6.31	
Limited Review:																
2003 MSA 0730 Bangor	193	10.18	0.00	0.00	9.42	13.47	79.35	72.54	11.23	13.99	10.38	0.00	11.35	10.03	11.54	
2003 MSA 4240 Lewiston	68	3.59	1.53	1.47	5.17	17.65	66.25	55.88	27.05	25.00	2.95	1.52	5.91	2.71	2.67	
2003 Non-MSA Aroostook	138	7.28	0.00	0.00	29.47	19.57	70.53	80.43	0.00	0.00	38.33	0.00	30.34	40.96	0.00	

* Based on 2003 Peer Mortgage Data (Eastern)

** 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 2000 Census information.

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT		Geography: MAINE 2003				Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003					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					
Full Review:															
2003 MSA 6400 Portland	119	20.48	0.66	3.36	3.61	3.36	75.28	82.35	20.45	10.92	9.52	66.67	9.76	9.66	6.88
2003 Non-MSA ME Partial	345	59.38	0.19	1.16	4.30	2.61	74.59	80.58	20.92	15.65	12.57	66.67	8.91	13.09	10.51
Limited Review:															
2003 MSA 0730 Bangor	25	4.30	0.00	0.00	9.42	8.00	79.35	84.00	11.23	8.00	8.36	0.00	7.41	8.75	6.25
2003 MSA 4240 Lewiston	37	6.37	1.53	5.41	5.17	5.41	66.25	78.38	27.05	10.81	13.65	16.67	11.11	17.16	5.56
2003 Non-MSA Aroostook	55	9.47	0.00	0.00	29.47	18.18	70.53	81.82	0.00	0.00	38.73	0.00	28.57	42.06	0.00

* Based on 2003 Peer Mortgage Data (Eastern)

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

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

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE			Geography: MAINE 2003				Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003					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	
Full Review:																
2003 MSA 6400 Portland	934	26.44	0.66	1.28	3.61	5.03	75.28	69.81	20.45	23.88	3.61	5.83	4.67	3.45	3.87	
2003 Non-MSA ME Partial	1,987	56.26	0.19	0.60	4.30	4.68	74.59	70.06	20.92	24.66	3.83	5.83	5.47	3.94	3.34	
Limited Review:																
2003 MSA 0730 Bangor	207	5.86	0.00	0.00	9.42	13.04	79.35	70.05	11.23	16.91	4.65	0.00	5.73	4.36	5.39	
2003 MSA 4240 Lewiston	190	5.38	1.53	1.58	5.17	4.74	66.25	66.32	27.05	27.37	3.63	3.16	2.87	3.79	3.48	
2003 Non-MSA Aroostook	214	6.06	0.00	0.00	29.47	27.57	70.53	72.43	0.00	0.00	31.85	0.00	31.05	32.16	0.00	

* Based on 2003 Peer Mortgage Data (Eastern)

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

*** Percentage of 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 2000 Census information.

Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY		Geography: MAINE 2003					Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003									
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	
Full Review:																
2003 MSA 6400 Portland	39	33.91	9.70	12.82	25.23	48.72	59.21	35.90	5.86	2.56	38.24	35.71	59.38	28.00	16.67	
2003 Non-MSA ME Partial	53	46.09	4.73	9.43	18.59	41.51	65.84	45.28	10.83	3.77	28.34	35.71	55.00	20.87	11.11	
Limited Review:																
2003 MSA 0730 Bangor	6	5.22	0.00	0.00	42.85	16.67	52.42	83.33	4.73	0.00	22.22	0.00	10.00	29.41	0.00	
2003 MSA 4240 Lewiston	14	12.17	28.75	14.29	27.52	71.43	37.04	14.29	6.69	0.00	20.90	12.50	30.30	14.29	0.00	
2003 Non-MSA Aroostook	3	2.61	0.00	0.00	17.60	0.00	82.40	100.00	0.00	0.00	75.00	0.00	0.00	75.00	0.00	

* Based on 2003 Peer Mortgage Data (Eastern)

** 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 Multi Family Units is the number of multi family units in a particular geography divided by the number of multifamily housing units in the area based on 2000 Census information.

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES		Geography: MAINE 2003					Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003					Market Share (%) by Geography*				
MA/Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% of Businesses***	% BANK Loans	% of Businesses*	% BANK Loans	% of Businesses*	% BANK Loans	% of Businesses***	% BANK Loans						
Full Review:																
2003 MSA 6400 Portland	1,040	28.29	4.40	5.10	16.87	16.25	64.60	63.75	14.13	14.90	10.80	15.41	11.47	11.15	10.87	
2003 Non-MSA ME Partial	1,931	52.53	1.56	2.74	10.79	11.44	69.06	67.94	18.59	17.87	6.46	15.41	8.19	6.96	5.96	
Limited Review:																
2003 MSA 0730 Bangor	123	3.35	0.00	0.00	25.39	17.07	66.36	72.36	8.25	10.57	3.98	0.00	3.52	4.29	4.47	
2003 MSA 4240 Lewiston	262	7.13	12.88	20.61	7.60	6.87	59.20	61.83	20.33	10.69	10.00	16.17	9.89	10.33	7.00	
2003 Non-MSA Aroostook	320	8.71	0.00	0.00	24.20	30.63	75.80	69.38	0.00	0.00	13.76	0.00	14.92	14.77	0.00	

* Based on 2003 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 (2003).

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE		Geography: MAINE 2003					Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003									
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	
Full Review:																
2003 MSA 6400 Portland	489	25.80	16.67	8.37	19.61	24.67	25.08	21.15	38.64	45.81	7.48	11.62	8.94	5.79	7.34	
2003 Non-MSA ME Partial	1,007	53.14	17.17	6.29	18.30	21.38	23.85	24.84	40.68	47.48	6.83	9.12	8.07	6.24	6.49	
Limited Review:																
2003 MSA 0730 Bangor	193	10.18	20.36	6.77	17.57	22.92	23.10	23.44	38.97	46.88	11.34	12.38	12.94	8.81	12.21	
2003 MSA 4240 Lewiston	68	3.59	18.52	10.91	18.30	23.64	24.23	21.82	38.95	43.64	2.76	6.82	3.25	1.72	2.97	
2003 Non-MSA Aroostook	138	7.28	24.06	13.97	21.61	33.82	24.50	30.88	29.83	21.32	40.36	57.58	50.55	44.21	24.58	

* Based on 2003 Peer Mortgage Data (Eastern)

** As a percentage of loans with borrower income information available. No information was available for 5.5% of loans originated and purchased by bank.

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

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

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT			Geography: MAINE 2003				Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003					Market Share*				
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	
Full Review:																
2003 MSA 6400 Portland	119	20.48	16.67	9.01	19.61	24.32	25.08	29.73	38.64	36.94	9.18	10.87	11.44	8.59	8.25	
2003 Non-MSA ME Partial	345	59.38	17.17	8.41	18.30	19.82	23.85	29.43	40.68	42.34	12.86	14.36	14.77	12.48	12.12	
Limited Review:																
2003 MSA 0730 Bangor	25	4.30	20.36	12.00	17.57	16.00	23.10	28.00	38.97	44.00	9.12	10.71	7.69	9.59	9.09	
2003 MSA 4240 Lewiston	37	6.37	18.52	8.33	18.30	22.22	24.23	22.22	38.95	47.22	14.29	25.00	18.60	11.27	13.49	
2003 Non-MSA Aroostook	55	9.47	24.06	15.09	21.61	18.87	24.50	37.74	29.83	28.30	38.69	47.06	43.48	43.48	29.41	

* Based on 2003 Peer Mortgage Data (Eastern)

** As a percentage of loans with borrower income information available. No information was available for 4.0% of loans originated and purchased by bank.

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

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

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE		Geography: MAINE 2003					Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003									
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	
Full Review:																
2003 MSA 6400 Portland	934	26.44	16.67	8.71	19.61	16.44	25.08	28.42	38.64	46.43	3.68	5.89	3.29	3.59	3.64	
2003 Non-MSA ME Partial	1,987	56.26	17.17	6.24	18.30	15.77	23.85	28.59	40.68	49.40	4.07	5.73	4.21	4.29	3.79	
Limited Review:																
2003 MSA 0730 Bangor	207	5.86	20.36	2.45	17.57	9.80	23.10	25.98	38.97	61.76	5.26	2.73	3.59	4.76	6.23	
2003 MSA 4240 Lewiston	190	5.38	18.52	4.32	18.30	12.96	24.23	29.63	38.95	53.09	3.63	4.02	2.96	3.78	3.73	
2003 Non-MSA Aroostook	214	6.06	24.06	5.88	21.61	13.73	24.50	28.92	29.83	51.47	35.11	29.27	26.67	34.91	39.47	

* Based on 2003 Peer Mortgage Data (Eastern)

** As a percentage of loans with borrower income information available. No information was available for 8.7% of loans originated and purchased by bank.

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

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

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES		Geography: MAINE 2003			Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003				
MA/Assessment Area:	Total Small Loans to Businesses		Businesses With Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Market Share*	
	#	% of Total**	% of Businesses***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
Full Review:									
2003 MSA 6400 Portland	1,040	28.29	62.49	61.83	62.02	19.71	18.27	10.80	16.89
2003 Non-MSA ME Partial	1,931	52.53	62.03	65.20	65.46	18.90	15.64	6.46	9.41
Limited Review:									
2003 MSA 0730 Bangor	123	3.35	57.15	63.41	59.35	17.07	23.58	3.98	5.78
2003 MSA 4240 Lewiston	262	7.13	58.66	51.15	63.74	21.76	14.50	10.00	14.03
2003 Non-MSA Aroostook	320	8.71	52.95	74.69	75.94	18.44	5.63	13.76	18.75

* Based on 2003 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 - 2003).

**** 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 0.92% of small loans to businesses originated and purchased by the bank.

Table 14. Qualified Investments

QUALIFIED INVESTMENTS									
			Geography: MAINE 2003		Evaluation Period: JULY 1, 2001 TO DECEMBER 31, 2004				
MA/Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
Full Review:									
2003 MSA 6400 Portland	0	0	21	896	21	896	27.63	0	0
2003 Non-MSA ME Partial	1	26	17	83	18	109	23.68	0	0
Limited Review:									
2003 MSA 0730 Bangor	0	0	3	14	3	14	3.95	0	0
2003 MSA 4240 Lewiston	0	0	5	406	5	406	6.58	0	0
2003 Non-MSA Aroostook	0	0	1	5	1	5	1.32	0	0
Statewide	9	2028	19	24,392	28	26,420	36.84	5	3,434

* '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 Delivery System and Branch Openings/Closings

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS				Geography: MAINE 2003				Evaluation Period: JANUARY 1, 2001 TO DECEMBER 31, 2003									
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings				Population					
	% of Rated Area Deposits in AA	# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or -)				% of Population within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
Full Review:																	
2003 MSA 6400 Portland	51.36	20	35.09	0.00	5.00	80.00	15.00	0	0	0	0	0	0	2.67	7.25	72.64	17.44
2003 Non-MSA ME Partial	29.20	23	40.35	0.00	8.70	82.61	8.70	0	0	0	0	0	0	0.83	6.16	74.08	18.93
Limited Review:																	
2003 MSA 0730 Bangor	4.95	4	7.02	0.00	50.00	50.00	0.00	0	0	0	0	0	0	0.00	20.09	70.39	9.52
2003 MSA 4240 Lewiston	9.90	6	10.53	33.33	0.00	66.67	0.00	0	0	0	0	0	0	6.84	12.42	59.26	21.48
2003 Non-MSA Aroostook	4.58	4	7.02	0.00	25.00	75.00	0.00	0	0	0	0	0	0	0.00	28.66	71.34	0.00

Table 1. Lending Volume

LENDING VOLUME												
Geography: MASSACHUSETTS 2003												
Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003												
MA/Assessment Area (2003):	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$(000's)	
Full Review:												
2003 MSA 8000 Springfield	62.16	1,496	142,502	749	117,991	0	0	11	25,804	2,256	286,297	48.72
Limited Review:												
2003 MSA 2600 Fitchburg	7.26	154	14,021	134	21,900	0	0	5	1,050	293	36,971	9.73
2003 MSA 6320 Pittsfield	5.90	115	10,918	117	18,636	0	0	6	3,741	238	33,295	7.08
2003 MSA 9240 Worcester	21.67	497	70,997	367	80,172	0	0	10	22,149	874	173,318	25.27
2003 Non MSA Great Barrington	0.79	14	1,633	18	2,284	0	0	0	0	32	3,917	1.51
2003 Non MSA No Adams	2.21	52	5,995	35	5,744	0	0	2	1,119	89	12,858	3.26
2003 Non MSA Orange Athol	6.22	201	19,613	48	11,825	0	0	2	70	251	31,498	4.44

* Loan Data as of December 31, 2003. Rated area refers to either state or multi-state MA rating area.

** The evaluation period for Community Development Loans is from July 1, 2001 to December 31, 2004.

*** Deposit Data as of January 19, 2005. Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

Table 2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE		Geography: MASSACHUSETTS 2003					Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003					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						
Full Review:																
2003 MSA 8000 Springfield	579	67.64	2.66	4.15	11.44	18.13	52.35	51.64	33.55	26.08	5.19	3.91	6.04	5.26	4.84	
Limited Review:																
2003 MSA 2600 Fitchburg	28	3.27	0.24	3.57	14.28	32.14	76.05	53.57	9.42	10.71	0.79	2.78	1.32	0.60	0.98	
2003 MSA 6320 Pittsfield	40	4.67	0.98	0.00	12.56	17.50	60.00	65.00	26.46	17.50	2.69	0.00	3.72	2.82	1.98	
2003 MSA 9240 Worcester	113	13.20	2.61	8.85	10.44	26.55	56.52	49.56	30.43	15.04	1.30	1.91	2.16	1.21	0.78	
2003 Non MSA Great Barrington	4	0.47	0.00	0.00	0.00	0.00	88.08	75.00	11.92	25.00	2.04	0.00	0.00	1.68	5.88	
2003 Non MSA No Adams	16	1.87	0.00	0.00	34.94	56.25	54.57	31.25	10.49	12.50	7.77	0.00	10.47	4.95	10.53	
2003 Non MSA Orange Athol	76	8.88	0.00	0.00	18.59	39.47	68.19	52.63	13.22	7.89	6.19	0.00	8.96	5.21	4.84	

* Based on 2003 Peer Mortgage Data (Eastern)

** 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 2000 Census information.

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT		Geography: MASSACHUSETTS 2003						Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003							
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
Full Review:															
2003 MSA 8000 Springfield	205	58.07	2.66	3.41	11.44	16.59	52.35	55.61	33.55	24.39	17.67	17.50	16.92	18.45	16.61
Limited Review:															
2003 MSA 2600 Fitchburg	30	8.50	0.24	0.00	14.28	10.00	76.05	76.67	9.42	13.33	8.60	0.00	7.89	8.46	11.43
2003 MSA 6320 Pittsfield	21	5.95	0.98	14.29	12.56	14.29	60.00	47.62	26.46	23.81	11.05	60.00	7.32	9.01	15.15
2003 MSA 9240 Worcester	71	20.11	2.61	5.63	10.44	18.31	56.52	64.79	30.43	11.27	8.63	7.69	13.83	9.48	4.17
2003 Non MSA Great Barrington	1	0.28	0.00	0.00	0.00	0.00	88.08	0.00	11.92	100.00	8.33	0.00	0.00	0.00	50.00
2003 Non MSA No Adams	8	2.27	0.00	0.00	34.94	50.00	54.57	50.00	10.49	0.00	12.50	0.00	14.29	11.43	0.00
2003 Non MSA Orange Athol	17	4.82	0.00	0.00	18.59	29.41	68.19	58.82	13.22	11.76	13.18	0.00	15.15	12.35	13.33

* Based on 2003 Peer Mortgage Data (Eastern)

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

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

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE			Geography: MASSACHUSETTS 2003				Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003					Market Share (%) by Geography*				
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*					
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp	
Full Review:																
2003 MSA 8000 Springfield	703	55.14	2.66	3.13	11.44	11.66	52.35	50.07	33.55	35.14	2.12	3.02	2.58	2.14	1.92	
Limited Review:																
2003 MSA 2600 Fitchburg	92	7.22	0.24	0.00	14.28	22.83	76.05	65.22	9.42	11.96	0.73	0.00	1.20	0.65	0.71	
2003 MSA 6320 Pittsfield	47	3.69	0.98	0.00	12.56	12.77	60.00	57.45	26.46	29.79	1.10	0.00	1.40	1.05	1.14	
2003 MSA 9240 Worcester	301	23.61	2.61	5.32	10.44	25.58	56.52	48.50	30.43	20.60	0.85	1.70	2.27	0.80	0.49	
2003 Non MSA Great Barrington	8	0.63	0.00	0.00	0.00	0.00	88.08	75.00	11.92	25.00	0.98	0.00	0.00	0.85	1.92	
2003 Non MSA No Adams	20	1.57	0.00	0.00	34.94	30.00	54.57	60.00	10.49	10.00	3.08	0.00	2.74	3.19	3.64	
2003 Non MSA Orange Athol	104	8.16	0.00	0.00	18.59	15.38	68.19	63.46	13.22	21.15	2.58	0.00	2.06	2.57	3.19	

* Based on 2003 Peer Mortgage Data (Eastern)

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

*** Percentage of 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 2000 Census information.

Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY		Geography: MASSACHUSETTS 2003					Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003					Market Share (%) by Geography*				
MA/Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% of MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans						
Full Review:																
2003 MSA 8000 Springfield	9	20.00	27.96	22.22	20.46	66.67	36.73	11.11	14.85	0.00	8.33	10.00	15.79	2.70	0.00	
Limited Review:																
2003 MSA 2600 Fitchburg	4	8.89	7.65	0.00	38.29	50.00	53.17	50.00	0.88	0.00	8.51	0.00	6.90	13.33	0.00	
2003 MSA 6320 Pittsfield	7	15.56	22.63	42.86	27.21	57.14	29.76	0.00	20.40	0.00	21.88	30.00	40.00	0.00	0.00	
2003 MSA 9240 Worcester	12	26.67	24.12	25.00	27.75	50.00	33.41	25.00	14.72	0.00	10.62	6.52	15.79	10.71	0.00	
2003 Non MSA Great Barrington	1	2.22	0.00	0.00	0.00	0.00	98.47	100.00	1.53	0.00	50.00	0.00	0.00	50.00	0.00	
2003 Non MSA No Adams	8	17.78	0.00	0.00	67.29	100.00	22.82	0.00	9.89	0.00	80.00	0.00	80.00	0.00	0.00	
2003 Non MSA Orange Athol	4	8.89	0.00	0.00	61.28	25.00	37.03	75.00	1.69	0.00	15.38	0.00	8.33	21.43	0.00	

* Based on 2003 Peer Mortgage Data (Eastern)

** 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 Multi Family Units is the number of multi family units in a particular geography divided by the number of multifamily housing units in the area based on 2000 Census information.

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES		Geography: MASSACHUSETTS 2003						Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003							
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
Full Review:															
2003 MSA 8000 Springfield	749	51.02	13.70	16.29	17.07	12.28	41.86	42.72	27.36	28.70	5.10	7.97	4.30	5.21	5.00
Limited Review:															
2003 MSA 2600 Fitchburg	134	9.13	4.56	2.99	24.67	32.09	64.71	62.69	6.07	2.24	4.09	5.33	5.63	4.18	1.22
2003 MSA 6320 Pittsfield	117	7.97	14.63	13.68	16.14	16.24	48.63	40.17	20.60	29.91	4.55	5.65	4.97	3.87	6.80
2003 MSA 9240 Worcester	367	25.00	11.12	11.72	19.71	16.08	42.98	45.78	26.18	26.43	3.13	4.98	3.07	3.07	3.29
2003 Non MSA Great Barrington	18	1.23	0.00	0.00	0.00	0.00	88.26	88.89	11.74	11.11	3.23	0.00	5.42	3.04	3.88
2003 Non MSA No Adams	35	2.38	0.00	0.00	43.14	45.71	36.55	37.14	20.31	17.14	3.23	0.00	5.42	3.04	3.88
2003 Non MSA Orange Athol	48	3.27	0.00	0.00	32.42	20.83	55.11	72.92	12.47	6.25	2.19	0.00	1.78	2.82	1.59

* Based on 2003 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 (2003).

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE		Geography: MASSACHUSETTS 2003					Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003									
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	
Full Review:																
2003 MSA 8000 Springfield	579	67.64	21.71	17.32	16.97	37.68	21.77	23.39	39.56	21.61	5.66	13.88	8.16	4.40	3.34	
Limited Review:																
2003 MSA 2600 Fitchburg	28	3.27	20.26	12.00	17.46	16.00	23.28	28.00	39.00	44.00	0.82	1.84	0.55	0.64	1.02	
2003 MSA 6320 Pittsfield	40	4.67	18.48	5.26	19.95	42.11	23.48	18.42	38.09	34.21	2.80	2.22	4.72	1.85	2.37	
2003 MSA 9240 Worcester	113	13.20	22.40	6.60	17.48	34.91	21.88	39.62	38.24	18.87	1.41	2.06	2.13	1.72	0.67	
2003 Non MSA Great Barrington	4	0.47	14.59	0.00	18.85	0.00	25.21	50.00	41.35	50.00	2.22	0.00	0.00	5.41	1.89	
2003 Non MSA No Adams	16	1.87	23.43	6.67	21.23	53.33	22.41	20.00	32.94	20.00	8.24	4.55	15.69	6.82	4.62	
2003 Non MSA Orange Athol	76	8.88	20.12	16.00	20.52	56.00	24.12	21.33	35.24	6.67	7.00	12.24	11.38	4.60	1.95	

* Based on 2003 Peer Mortgage Data (Eastern)

** As a percentage of loans with borrower income information available. No information was available for 3.9% of loans originated and purchased by bank.

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

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

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT		Geography: MASSACHUSETTS 2003					Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003					Market Share*				
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	
Full Review:																
2003 MSA 8000 Springfield	205	58.07	21.71	10.00	16.97	25.00	21.77	31.50	39.56	33.50	18.59	20.41	19.84	18.00	17.82	
Limited Review:																
2003 MSA 2600 Fitchburg	30	8.50	20.26	24.14	17.46	13.79	23.28	17.24	39.00	44.83	9.35	21.21	6.06	4.72	12.38	
2003 MSA 6320 Pittsfield	21	5.95	18.48	0.00	19.95	14.29	23.48	33.33	38.09	52.38	11.29	0.00	8.82	11.67	14.47	
2003 MSA 9240 Worcester	71	20.11	22.40	10.00	17.48	20.00	21.88	35.71	38.24	34.29	9.52	10.61	9.09	9.54	9.49	
2003 Non MSA Great Barrington	1	0.28	14.59	0.00	18.85	0.00	25.21	100.00	41.35	0.00	10.00	0.00	0.00	16.67	0.00	
2003 Non MSA No Adams	8	2.27	23.43	14.29	21.23	28.57	22.41	14.29	32.94	42.86	11.86	10.00	22.22	5.26	14.29	
2003 Non MSA Orange Athol	17	4.82	20.12	18.75	20.52	31.25	24.12	37.50	35.24	12.50	13.33	17.65	16.67	15.38	5.88	

* Based on 2003 Peer Mortgage Data (Eastern)

** As a percentage of loans with borrower income information available. No information was available for 2.5% of loans originated and purchased by bank.

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

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

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE			Geography: MASSACHUSETTS 2003				Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003					Market Share*				
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers							
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp	
Full Review:																
2003 MSA 8000 Springfield	703	55.14	21.71	8.56	16.97	27.93	21.77	26.58	39.56	36.94	2.25	3.98	3.42	2.05	1.76	
Limited Review:																
2003 MSA 2600 Fitchburg	92	7.22	20.26	17.28	17.46	33.33	23.28	28.40	39.00	20.99	0.72	1.97	1.08	0.60	0.40	
2003 MSA 6320 Pittsfield	47	3.69	18.48	7.14	19.95	14.29	23.48	16.67	38.09	61.90	1.07	1.34	0.81	0.61	1.42	
2003 MSA 9240 Worcester	301	23.61	22.40	14.06	17.48	33.33	21.88	23.29	38.24	29.32	0.80	1.92	1.18	0.64	0.56	
2003 Non MSA Great Barrington	8	0.63	14.59	16.67	18.85	33.33	25.21	16.67	41.35	33.33	0.82	2.44	1.56	0.53	0.53	
2003 Non MSA No Adams	20	1.57	23.43	5.00	21.23	35.00	22.41	30.00	32.94	30.00	3.43	1.75	4.55	3.19	3.26	
2003 Non MSA Orange Athol	104	8.16	20.12	19.61	20.52	30.39	24.12	37.25	35.24	12.75	2.83	6.12	3.35	3.21	1.11	

* Based on 2003 Peer Mortgage Data (Eastern)

** As a percentage of loans with borrower income information available. No information was available for 8.5% of loans originated and purchased by bank.

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

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

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES		Geography: MASSACHUSETTS 2003			Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003				
MA/Assessment Area:	Total Small Loans to Businesses		Businesses With Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Market Share*	
	#	% of Total**	% of Businesses***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
Full Review:									
2003 MSA 8000 Springfield	749	51.02	64.27	57.81	62.62	19.49	17.89	5.10	8.17
Limited Review:									
2003 MSA 2600 Fitchburg	134	9.13	66.55	60.45	64.18	14.93	20.90	4.09	7.90
2003 MSA 6320 Pittsfield	117	7.97	62.79	57.26	62.39	17.95	19.66	4.55	7.24
2003 MSA 9240 Worcester	367	25.00	63.45	41.42	50.95	20.44	28.61	3.13	4.29
2003 Non MSA Great Barrington	18	1.23	69.92	77.78	61.11	27.78	11.11	3.23	6.65
2003 Non MSA No Adams	35	2.38	63.58	77.14	68.57	11.43	20.00	3.23	6.65
2003 Non MSA Orange Athol	48	3.27	66.40	41.67	39.58	20.83	39.58	2.19	2.72

* Based on 2003 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 - 2003).

**** 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 0.68% of small loans to businesses originated and purchased by the bank.

Table 14. Qualified Investments

QUALIFIED INVESTMENTS									
				Geography: MASSACHUSETTS 2003		Evaluation Period: JULY 1, 2001 TO DECEMBER 31, 2004			
MA/Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
Full Review:									
2003 MSA 8000 Springfield	0	0	65	370	65	370	25.79	0	0
Limited Review:									
2003 MSA 2600 Fitchburg	0	0	24	124	24	124	9.52	0	0
2003 MSA 6320 Pittsfield	0	0	30	242	30	242	11.90	0	0
2003 MSA 9240 Worcester	0	0	67	262	67	262	26.59	0	0
2003 Non MSA Great Barrington	0	0	5	17	5	17	1.98	0	0
2003 Non MSA No Adams	0	0	18	57	18	57	7.14	0	0
2003 Non MSA Orange Athol	0	0	18	52	18	52	7.14	0	0
Statewide/Regional	9	2,625	16	31,124	25	33,749	9.92	10	7,998

* '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 Delivery System and Branch Openings/Closings

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS								Geography: MASSACHUSETTS 2003				Evaluation Period: JANUARY 1, 2001 TO DECEMBER 31, 2003					
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings				Population					
	% of Rated Area Deposits in AA	# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or -)				% of Population within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
Full Review:																	
2003 MSA 8000 Springfield	48.72	25	45.45	8.00	20.00	52.00	20.00	0	0	0	0	0	0	9.53	18.15	44.58	27.75
Limited Review:																	
2003 MSA 2600 Fitchburg	9.73	5	9.09	20.00	40.00	40.00	0.00	0	0	0	0	0	0	1.21	22.42	68.76	7.61
2003 MSA 6320 Pittsfield	7.08	6	10.91	16.67	16.67	33.33	33.33	0	0	0	0	0	0	4.28	17.58	55.25	22.89
2003 MSA 9240 Worcester	25.27	12	21.82	16.67	8.33	66.67	8.33	0	0	0	0	0	0	11.12	17.78	46.85	24.25
2003 Non MSA Great Barrington	1.51	1	1.82	0.00	0.00	100.00	0.00	0	0	0	0	0	0	0.00	0.00	89.99	10.01
2003 Non MSA No Adams	3.26	3	5.45	0.00	33.33	0.00	66.67	0	0	0	0	0	0	0.00	40.89	42.27	16.84
2003 Non MSA Orange Athol	4.44	3	5.45	0.00	66.67	33.33	0.00	0	0	0	0	0	0	0.00	25.51	62.67	11.81

Table 1. Lending Volume

LENDING VOLUME												
Geography: NEW HAMPSHIRE 2003												
Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003												
MA/Assessment Area (2003):	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	
Full Review:												
2003 Non-MSA NH Partial	55.56	1,669	176,662	932	127,491	0	0	16	52,541	2,617	356,694	49.91
Limited Review:												
2003 MSA 4760 Manchester	22.84	589	72,202	475	70,197	0	0	12	6,167	1,076	148,566	22.50
2003 MSA 5350 Nashua	21.59	580	64,617	434	66,571	0	0	3	3,050	1,017	134,238	27.60

* Loan Data as of December 31, 2003. Rated area refers to either state or multi-state MA rating area.

** The evaluation period for Community Development Loans is from July 1, 2001 to December 31, 2004.

*** Deposit Data as of December 31, 2003. Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

Table 2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE		Geography: NEW HAMPSHIRE 2003					Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003									
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	
Full Review:																
2003 Non-MSA NH Partial	374	66.79	0.00	0.00	5.21	2.14	79.52	85.83	15.26	12.03	4.92	0.00	1.91	5.36	3.77	
Limited Review:																
2003 MSA 4760 Manchester	99	17.68	0.21	0.00	14.93	23.23	58.39	49.49	26.47	27.27	1.72	0.00	1.97	1.53	1.96	
2003 MSA 5350 Nashua	87	15.54	1.31	2.30	5.19	5.75	75.30	71.26	18.20	20.69	1.44	1.50	1.52	1.36	1.78	

* Based on 2003 Peer Mortgage Data (Eastern)

** 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 2000 Census information.

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT		Geography: NEW HAMPSHIRE 2003						Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003							
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
Full Review:															
2003 Non-MSA NH Partial	266	56.60	0.00	0.00	5.21	4.51	79.52	80.45	15.26	15.04	22.64	0.00	21.43	23.26	20.10
Limited Review:															
2003 MSA 4760 Manchester	97	20.64	0.21	0.00	14.93	21.65	58.39	61.86	26.47	16.49	12.19	0.00	14.29	12.07	10.53
2003 MSA 5350 Nashua	107	22.77	1.31	0.93	5.19	2.80	75.30	88.79	18.20	7.48	16.80	6.67	11.54	18.70	9.09

* Based on 2003 Peer Mortgage Data (Eastern)

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

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

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE			Geography: NEW HAMPSHIRE 2003				Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003					Market Share (%) by Geography*				
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*					
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp	
Full Review:																
2003 Non-MSA NH Partial	1,009	57.07	0.00	0.00	5.21	2.48	79.52	84.34	15.26	13.18	3.88	0.00	2.41	4.30	2.58	
Limited Review:																
2003 MSA 4760 Manchester	373	21.10	0.21	0.27	14.93	16.35	58.39	61.39	26.47	21.98	1.79	3.57	2.06	1.95	1.34	
2003 MSA 5350 Nashua	386	21.83	1.31	2.33	5.19	4.66	75.30	74.09	18.20	18.91	1.70	2.75	1.82	1.71	1.54	

* Based on 2003 Peer Mortgage Data (Eastern)

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

*** Percentage of 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 2000 Census information.

Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY															Geography: NEW HAMPSHIRE 2003					Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003				
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									
Full Review:																								
2003 Non-MSA NH Partial	20	50.00	0.00	0.00	15.69	10.00	77.74	90.00	6.57	0.00	45.45	0.00	50.00	46.15	0.00									
Limited Review:																								
2003 MSA 4760 Manchester	20	50.00	4.18	0.00	57.80	80.00	29.89	20.00	8.14	0.00	20.41	0.00	19.75	36.36	0.00									
2003 MSA 5350 Nashua	0	0.00	13.16	0.00	9.40	0.00	75.29	0.00	2.16	0.00	0.00	0.00	0.00	0.00	0.00									

* Based on 2003 Peer Mortgage Data (Eastern)

** 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 Multi Family Units is the number of multi family units in a particular geography divided by the number of multifamily housing units in the area based on 2000 Census information.

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES		Geography: NEW HAMPSHIRE 2003						Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003							
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
Full Review:															
2003 Non-MSA NH Partial	932	50.62	0.00	0.00	8.71	6.22	77.49	83.69	13.80	10.09	5.87	0.00	5.57	6.95	5.09
Limited Review:															
2003 MSA 4760 Manchester	475	25.80	1.24	1.26	26.65	24.21	49.15	50.74	22.96	23.79	6.89	9.38	6.57	7.56	6.89
2003 MSA 5350 Nashua	434	23.57	6.63	11.98	6.98	5.53	69.17	70.51	17.23	11.98	6.88	10.79	5.23	7.46	5.32

* Based on 2003 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 (2003).

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE		Geography: NEW HAMPSHIRE 2003					Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003					Market Share*				
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	
Full Review:																
2003 Non-MSA NH Partial	374	66.79	15.45	6.76	18.98	18.59	25.97	34.65	39.60	40.00	5.54	8.86	5.59	6.15	4.81	
Limited Review:																
2003 MSA 4760 Manchester	99	17.68	17.31	6.45	18.74	25.81	26.42	27.96	37.54	39.78	1.94	2.16	2.32	1.53	2.07	
2003 MSA 5350 Nashua	87	15.54	16.15	14.29	19.20	28.57	26.29	23.81	38.36	33.33	1.68	3.13	1.67	1.18	1.88	

* Based on 2003 Peer Mortgage Data (Eastern)

** As a percentage of loans with borrower income information available. No information was available for 5.0% of loans originated and purchased by bank.

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

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

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT			Geography: NEW HAMPSHIRE 2003				Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003					Market Share*				
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers							
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp	
Full Review:																
2003 Non-MSA NH Partial	266	56.60	15.45	14.34	18.98	28.68	25.97	32.08	39.60	24.91	23.90	43.68	30.16	22.31	16.97	
Limited Review:																
2003 MSA 4760 Manchester	97	20.64	17.31	7.45	18.74	24.47	26.42	37.23	37.54	30.85	12.40	11.11	13.07	13.57	11.11	
2003 MSA 5350 Nashua	107	22.77	16.15	9.43	19.20	38.68	26.29	31.13	38.36	20.75	17.97	18.52	24.40	17.55	12.22	

* Based on 2003 Peer Mortgage Data (Eastern)

** As a percentage of loans with borrower income information available. No information was available for 1.1% of loans originated and purchased by bank.

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

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

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE			Geography: NEW HAMPSHIRE 2003				Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003					Market Share*				
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers							
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp	
Full Review:																
2003 Non-MSA NH Partial	1,009	57.07	15.45	9.63	18.98	23.71	25.97	31.26	39.60	35.40	4.53	8.44	5.93	4.62	3.49	
Limited Review:																
2003 MSA 4760 Manchester	373	21.10	17.31	13.74	18.74	20.47	26.42	32.46	37.54	33.33	2.11	4.76	1.93	2.15	1.77	
2003 MSA 5350 Nashua	386	21.83	16.15	14.36	19.20	36.86	26.29	23.31	38.36	25.47	2.10	3.76	3.10	1.51	1.55	

* Based on 2003 Peer Mortgage Data (Eastern)

** As a percentage of loans with borrower income information available. No information was available for 5.1% of loans originated and purchased by bank.

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

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

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES		Geography: NEW HAMPSHIRE 2003			Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003				
MA/Assessment Area:	Total Small Loans to Businesses		Businesses With Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Market Share*	
	#	% of Total**	% of Businesses***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
Full Review:									
2003 Non-MSA NH Partial	932	50.62	64.33	60.94	65.02	19.10	15.88	5.87	9.95
Limited Review:									
2003 MSA 4760 Manchester	475	25.80	62.83	61.68	61.05	21.26	17.68	6.89	12.26
2003 MSA 5350 Nashua	434	23.57	64.09	58.29	62.67	19.12	18.20	6.88	11.49

* Based on 2003 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 - 2003).

**** 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 0.54% of small loans to businesses originated and purchased by the bank.

Table 14. Qualified Investments

QUALIFIED INVESTMENTS		Geography: NEW HAMPSHIRE 2003				Evaluation Period: JULY 1, 2001 TO DECEMBER 31, 2004			
MA/Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
Full Review:									
2003 Non-MSA NH Partial	7	704	16	345	23	1,049	20.54	0	0
Limited Review:									
2003 MSA 4760 Manchester	1	112	31	673	32	785	28.57	0	0
2003 MSA 5350 Nashua	1	50	22	328	23	378	20.54	0	0
Statewide/Regional	10	1,599	24	21,534	34	23,133	30.36	1	1,613

* '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 Delivery System and Branch Openings/Closings

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS				Geography: NEW HAMPSHIRE 2003				Evaluation Period: JANUARY 1, 2001 TO DECEMBER 31, 2003									
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings				Population					
	% of Rated Area Deposits in AA	# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or -)				% of Population within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
Full Review:																	
2003 Non-MSA NH Partial	49.91	32	57.14	0.00	9.38	84.38	6.25	0	0	0	0	0	0	0.00	6.64	79.01	14.36
Limited Review:																	
2003 MSA 4760 Manchester	22.50	11	19.64	0.00	18.18	63.64	18.18	0	0	0	0	0	0	1.20	27.69	50.38	20.73
2003 MSA 5350 Nashua	27.60	13	23.21	0.00	0.00	92.31	7.69	0	0	0	0	0	0	4.86	8.31	71.73	15.10

Table 1. Lending Volume

LENDING VOLUME		Geography: NEW YORK 2003				Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003						
MA/Assessment Area (2003):	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$(000's)	
Full Review:												
2003 MSA 2975 Glens Falls	46.80	562	44,471	336	34,684	0	0	9	4,448	907	83,603	50.60
Limited Review:												
2003 MSA 0160 Albany	30.28	324	29,227	257	34,739	0	0	10	1719	591	63,966	28.65
2003 Non-MSA Clinton Essex	20.58	270	19,046	125	8,380	0	0	3	190	397	27,616	18.79
2003 Non-MSA Columbia	2.34	30	1,959	15	374	0	0	2	200	47	2,533	1.95

* Loan Data as of December 31, 2003. Rated area refers to either state or multi-state MA rating area.

** The evaluation period for Community Development Loans is from July 1, 2001 to December 31, 2004.

*** Deposit Data as of December 31, 2003. Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

Institution ID: New York 2003

Table 2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE		Geography: NEW YORK 2003				Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003					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					
Full Review:															
2003 MSA 2975 Glens Falls	141	38.21	0.00	0.00	7.87	6.38	76.58	84.40	15.56	9.22	5.95	0.00	4.21	7.05	2.78
Limited Review:															
2003 MSA 0160 Albany	91	24.66	3.24	6.59	11.57	19.78	43.39	32.97	41.80	40.66	1.02	1.32	1.62	0.79	1.04
2003 Non-MSA Clinton Essex	129	34.96	0.00	0.00	4.84	3.10	84.89	88.37	10.27	8.53	13.22	0.00	10.26	13.54	11.58
2003 Non-MSA Columbia	8	2.17	0.00	0.00	12.48	25.00	37.91	37.50	49.62	37.50	1.65	0.00	2.35	1.95	1.22

* Based on 2003 Peer Mortgage Data (Eastern)

** 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 2000 Census information.

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT		Geography: NEW YORK 2003					Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003									
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	
Full Review:																
2003 MSA 2975 Glens Falls	70	49.30	0.00	0.00	7.87	10.00	76.58	72.86	15.56	17.14	17.95	0.00	20.59	17.17	20.34	
Limited Review:																
2003 MSA 0160 Albany	34	23.94	3.24	2.94	11.57	20.59	43.39	55.88	41.80	20.59	6.58	7.14	10.61	8.05	3.48	
2003 Non-MSA Clinton Essex	35	24.65	0.00	0.00	4.84	0.00	84.89	94.29	10.27	5.71	16.99	0.00	0.00	18.54	11.11	
2003 Non-MSA Columbia	3	2.11	0.00	0.00	12.48	0.00	37.91	33.33	49.62	66.67	5.56	0.00	0.00	4.35	8.70	

* Based on 2003 Peer Mortgage Data (Eastern)

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

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

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE			Geography: NEW YORK 2003				Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003					Market Share (%) by Geography*				
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*					
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp	
Full Review:																
2003 MSA 2975 Glens Falls	346	52.11	0.00	0.00	7.87	8.38	76.58	75.43	15.56	16.18	7.71	0.00	10.39	8.19	5.47	
Limited Review:																
2003 MSA 0160 Albany	197	29.67	3.24	2.03	11.57	23.35	43.39	42.64	41.80	31.98	1.17	1.02	3.23	1.22	0.77	
2003 Non-MSA Clinton Essex	102	15.36	0.00	0.00	4.84	0.98	84.89	88.24	10.27	10.78	5.73	0.00	1.75	5.99	4.98	
2003 Non-MSA Columbia	19	2.86	0.00	0.00	12.48	5.26	37.91	36.84	49.62	57.89	1.90	0.00	0.83	2.42	1.86	

* Based on 2003 Peer Mortgage Data (Eastern)

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

*** Percentage of 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 2000 Census information.

Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY		Geography: NEW YORK 2003					Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003					Market Share (%) by Geography*				
MA/Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% of MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans						
Full Review:																
2003 MSA 2975 Glens Falls	5	45.45	0.00	0.00	29.96	20.00	38.04	20.00	32.00	60.00	62.50	0.00	50.00	50.00	75.00	
Limited Review:																
2003 MSA 0160 Albany	2	18.18	19.64	0.00	14.62	50.00	44.08	50.00	21.67	0.00	6.25	0.00	11.11	7.14	0.00	
2003 Non-MSA Clinton Essex	4	36.36	0.00	0.00	12.63	0.00	77.58	100.00	9.79	0.00	36.36	0.00	0.00	36.36	0.00	
2003 Non-MSA Columbia	0	0.00	0.00	0.00	55.09	0.00	23.75	0.00	21.17	0.00	0.00	0.00	0.00	0.00	0.00	

* Based on 2003 Peer Mortgage Data (Eastern)

** 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 Multi Family Units is the number of multi family units in a particular geography divided by the number of multifamily housing units in the area based on 2000 Census information.

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES		Geography: NEW YORK 2003					Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003					Market Share (%) by Geography*				
MA/Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% of Businesses***	% BANK Loans	% of Businesses*	% BANK Loans	% of Businesses*	% BANK Loans	% of Businesses***	% BANK Loans						
Full Review:																
2003 MSA 2975 Glens Falls	336	45.84	0.00	0.00	13.66	13.69	66.61	65.18	19.72	21.13	8.43	0.00	10.53	8.68	9.04	
Limited Review:																
2003 MSA 0160 Albany	257	35.06	19.04	4.28	12.22	26.85	35.03	42.41	33.71	26.46	1.90	0.81	4.13	1.86	1.66	
2003 Non-MSA Clinton Essex	125	17.05	0.00	0.00	7.39	4.00	82.82	85.60	9.15	10.40	5.00	0.00	3.09	5.45	8.67	
2003 Non-MSA Columbia	15	2.05	0.00	0.00	30.30	26.67	32.33	26.67	37.37	46.67	1.30	0.00	1.58	0.99	1.95	

* Based on 2003 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 (2003).

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE		Geography: NEW YORK 2003					Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003									
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	
Full Review:																
2003 MSA 2975 Glens Falls	141	38.21	17.50	7.52	19.41	23.31	24.45	28.57	38.65	40.60	6.62	7.87	7.28	6.77	6.04	
Limited Review:																
2003 MSA 0160 Albany	91	24.66	18.05	10.34	17.59	24.14	21.63	19.54	42.73	45.98	1.15	1.90	1.23	0.79	1.25	
2003 Non-MSA Clinton Essex	129	34.96	18.51	6.98	16.49	27.13	22.11	24.81	42.89	41.09	14.71	20.45	17.59	12.75	13.84	
2003 Non-MSA Columbia	8	2.17	15.63	0.00	17.48	37.50	20.66	37.50	46.23	25.00	2.02	0.00	5.66	2.73	0.90	

* Based on 2003 Peer Mortgage Data (Eastern)

** As a percentage of loans with borrower income information available. No information was available for 3.3% of loans originated and purchased by bank.

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

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

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT			Geography: NEW YORK 2003				Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003									
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	
Full Review:																
2003 MSA 2975 Glens Falls	70	49.30	17.50	8.82	19.41	19.12	24.45	35.29	38.65	36.76	18.43	16.22	16.25	22.64	17.12	
Limited Review:																
2003 MSA 0160 Albany	34	23.94	18.05	2.94	17.59	26.47	21.63	26.47	42.73	44.12	6.97	2.56	7.63	7.14	7.32	
2003 Non-MSA Clinton Essex	35	24.65	18.51	12.12	16.49	9.09	22.11	51.52	42.89	27.27	16.42	21.05	8.82	22.67	12.33	
2003 Non-MSA Columbia	3	2.11	15.63	0.00	17.48	0.00	20.66	66.67	46.23	33.33	5.66	0.00	0.00	12.50	3.57	

* Based on 2003 Peer Mortgage Data (Eastern)

** As a percentage of loans with borrower income information available. No information was available for 2.8% of loans originated and purchased by bank.

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

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

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE			Geography: NEW YORK 2003				Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003					Market Share*				
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers							
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp	
Full Review:																
2003 MSA 2975 Glens Falls	346	52.11	17.50	5.41	19.41	18.02	24.45	27.93	38.65	48.65	8.47	10.59	9.22	9.22	7.71	
Limited Review:																
2003 MSA 0160 Albany	197	29.67	18.05	4.79	17.59	27.13	21.63	20.21	42.73	47.87	1.39	1.63	2.29	1.02	1.27	
2003 Non-MSA Clinton Essex	102	15.36	18.51	6.86	16.49	24.51	22.11	23.53	42.89	45.10	6.55	11.67	12.38	5.29	5.47	
2003 Non-MSA Columbia	19	2.86	15.63	5.26	17.48	10.53	20.66	15.79	46.23	68.42	2.30	5.26	2.17	1.64	2.44	

* Based on 2003 Peer Mortgage Data (Eastern)

** As a percentage of loans with borrower income information available. No information was available for 3.3% of loans originated and purchased by bank.

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

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

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES		Geography: NEW YORK 2003			Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003				
MA/Assessment Area:	Total Small Loans to Businesses		Businesses With Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Market Share*	
	#	% of Total**	% of Businesses***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
Full Review:									
2003 MSA 2975 Glens Falls	336	45.84	64.28	74.11	74.11	15.77	10.12	8.43	17.03
Limited Review:									
2003 MSA 0160 Albany	257	35.06	59.01	68.87	73.93	10.12	15.95	1.90	3.81
2003 Non-MSA Clinton Essex	125	17.05	60.59	72.80	84.80	9.60	5.60	5.00	9.69
2003 Non-MSA Columbia	15	2.05	66.08	73.33	100.00	0.00	0.00	1.30	2.76

* Based on 2003 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 - 2003).

**** 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 0.55% of small loans to businesses originated and purchased by the bank.

Table 14. Qualified Investments

QUALIFIED INVESTMENTS									
Geography: NEW YORK 2003									
Evaluation Period: JULY 1, 2001 TO DECEMBER 31, 2004									
MA/Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
Full Review:									
2003 MSA 2975 Glens Falls	0	0	10	4,501	10	4,501	13.51	0	0
Limited Review:									
2003 MSA 0160 Albany	0	0	45	884	45	884	62.50	1	326
2003 Non-MSA Clinton Essex	0	0	7	18	7	18	9.72	0	0
2003 Non-MSA Columbia	0	0	6	88	6	88	8.33	0	0
Statewide/Regional	2	551	4	2,209	6	2,760	8.33	2	235

* '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 Delivery System and Branch Openings/Closings

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS				Geography: NEW YORK 2003				Evaluation Period: JANUARY 1, 2001 TO DECEMBER 31, 2003									
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings				Population					
	% of Rated Area Deposits in AA	# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or -)				% of Population within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
Full Review:																	
2003 MSA 2975 Glens Falls	50.60	13	44.83	0.00	15.38	69.23	15.38	0	0	0	0	0	0	0.00	10.39	74.77	14.84
Limited Review:																	
2003 MSA 0160 Albany	28.65	10	34.48	10.00	30.00	30.00	30.00	0	0	0	0	0	0	8.74	14.46	42.66	34.13
2003 Non-MSA Clinton Essex	18.79	5	17.24	0.00	0.00	100.00	0.00	0	0	0	0	0	0	0.00	5.71	82.50	8.95
2003 Non-MSA Columbia	1.95	1	3.45	0.00	0.00	100.00	0.00	0	0	0	0	0	0	0.00	23.75	33.40	42.84

Table 1. Lending Volume

LENDING VOLUME												
Geography: VERMONT 2003												
Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003												
MA/Assessment Area (2003):	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	
Full Review:												
2003 MSA 1305 Burlington	30.87	596	80,319	420	62,871	0	0	21	31,254	1037	174,444	36.86
Limited Review:												
2003 Non-MSA Bennington	16.91	154	16,569	63	7795	0	0	1	1,400	218	25,764	6.48
2003 Non-MSA Northern VT	23.70	727	68,578	413	37,456	0	0	6	8,719	1146	81,042	27.58
2003 Non-MSA Rutland	13.10	184	20,666	255	30,444	0	0	1	25	440	51,135	11.96
2003 Non-MSA Windham	10.87	170	17,623	189	26,249	0	0	6	1,753	365	45,625	11.15
2003 Non-MSA Windsor	4.55	71	8,245	82	7,222	0	0	0	0	153	15,467	5.98

* Loan Data as of December 31, 2003. Rated area refers to either state or multi-state MA rating area.

** The evaluation period for Community Development Loans is from July 1, 2001 to December 31, 2004.

*** Deposit Data as of January 20, 2005. Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

Table 2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE		Geography: VERMONT 2003					Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003									
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	
Full Review:																
2003 MSA 1305 Burlington	155	28.92	0.93	0.65	5.90	10.97	63.05	67.10	30.12	21.29	3.83	1.56	5.57	4.37	2.55	
Limited Review:																
2003 Non-MSA Bennington	68	12.69	0.00	0.00	14.97	19.12	62.36	70.59	22.66	10.29	11.72	0.00	20.97	15.38	3.40	
2003 Non-MSA Northern VT	192	35.82	0.00	0.00	9.46	13.54	69.93	62.50	20.62	23.96	9.15	0.00	16.15	8.97	7.68	
2003 Non-MSA Rutland	49	9.14	0.00	0.00	14.00	12.24	80.10	79.59	5.90	8.16	5.54	0.00	4.32	6.63	2.53	
2003 Non-MSA Windham	49	9.14	0.00	0.00	0.00	0.00	100.00	100.00	0.00	0.00	7.07	0.00	0.00	7.07	0.00	
2003 Non-MSA Windsor	23	4.29	0.00	0.00	0.00	0.00	68.28	78.26	31.72	21.74	3.80	0.00	0.00	4.70	2.24	

* Based on 2003 Peer Mortgage Data (Eastern)

** 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 2000 Census information.

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT		Geography: VERMONT 2003					Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003									
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	
Full Review:																
2003 MSA 1305 Burlington	41	23.70	0.93	2.44	5.90	7.32	63.05	65.85	30.12	24.39	27.52	50.00	27.27	26.73	28.57	
Limited Review:																
2003 Non-MSA Bennington	7	4.05	0.00	0.00	14.97	14.29	62.36	71.43	22.66	14.29	17.07	0.00	50.00	18.52	8.33	
2003 Non-MSA Northern VT	84	48.55	0.00	0.00	9.46	23.81	69.93	58.33	20.62	17.86	26.67	0.00	64.52	22.27	23.44	
2003 Non-MSA Rutland	17	9.83	0.00	0.00	14.00	11.76	80.10	88.24	5.90	0.00	31.48	0.00	20.00	36.59	0.00	
2003 Non-MSA Windham	16	9.25	0.00	0.00	0.00	0.00	100.00	100.00	0.00	0.00	45.71	0.00	0.00	45.71	0.00	
2003 Non-MSA Windsor	8	4.62	0.00	0.00	0.00	0.00	68.28	62.50	31.72	37.50	22.22	0.00	0.00	21.74	23.08	

* Based on 2003 Peer Mortgage Data (Eastern)

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

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

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE			Geography: VERMONT 2003				Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003					Market Share (%) by Geography*				
MA/Assessment Area:	Total Home Mortgage Refinance 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						
Full Review:																
2003 MSA 1305 Burlington	371	32.52	0.93	1.62	5.90	8.89	63.05	56.06	30.12	33.42	2.35	2.97	3.85	2.29	2.20	
Limited Review:																
2003 Non-MSA Bennington	70	6.13	0.00	0.00	14.97	20.00	62.36	60.00	22.66	20.00	4.01	0.00	8.28	4.96	1.92	
2003 Non-MSA Northern VT	443	38.83	0.00	0.00	9.46	14.00	69.93	61.63	20.62	24.38	5.45	0.00	16.15	5.34	4.09	
2003 Non-MSA Rutland	115	10.08	0.00	0.00	14.00	10.43	80.10	79.13	5.90	10.43	3.56	0.00	2.96	3.79	2.84	
2003 Non-MSA Windham	103	9.03	0.00	0.00	0.00	0.00	100.00	100.00	0.00	0.00	4.50	0.00	0.00	4.50	0.00	
2003 Non-MSA Windsor	39	3.42	0.00	0.00	0.00	0.00	68.28	69.23	31.72	30.77	1.62	0.00	0.00	1.79	1.33	

* Based on 2003 Peer Mortgage Data (Eastern)

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

*** Percentage of 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 2000 Census information.

Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY		Geography: VERMONT 2003					Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003									
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	
Full Review:																
2003 MSA 1305 Burlington	29	55.77	14.10	17.24	20.67	17.24	49.71	41.38	15.52	24.14	49.15	38.46	33.33	57.14	70.00	
Limited Review:																
2003 Non-MSA Bennington	9	17.31	0.00	0.00	48.40	88.89	19.01	11.11	32.60	0.00	75.00	0.00	80.00	50.00	0.00	
2003 Non-MSA Northern VT	8	15.38	0.00	0.00	7.36	37.50	61.42	25.00	31.22	37.50	38.10	0.00	75.00	28.57	30.00	
2003 Non-MSA Rutland	3	5.77	0.00	0.00	31.73	66.67	28.55	33.33	39.71	0.00	50.00	0.00	66.67	50.00	0.00	
2003 Non-MSA Windham	2	3.85	0.00	0.00	0.00	0.00	100.00	100.00	0.00	0.00	50.00	0.00	0.00	50.00	0.00	
2003 Non-MSA Windsor	1	1.92	0.00	0.00	0.00	0.00	73.29	100.00	26.71	0.00	25.00	0.00	0.00	50.00	0.00	

* Based on 2003 Peer Mortgage Data (Eastern)

** 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 Multi Family Units is the number of multi family units in a particular geography divided by the number of multifamily housing units in the area based on 2000 Census information.

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES		Geography: VERMONT 2003					Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003					Market Share (%) by Geography*				
MA/Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% of Businesses* **	% BANK Loans	% of Businesses* **	% BANK Loans	% of Businesses* **	% BANK Loans	% of Businesses ***	% BANK Loans						
Full Review:																
2003 MSA 1305 Burlington	420	29.54	12.23	10.24	10.41	7.38	50.72	51.67	26.65	30.71	7.02	7.41	6.90	7.67	7.33	
Limited Review:																
2003 Non-MSA Bennington	63	4.43	0.00	0.00	24.82	30.16	38.23	47.62	36.96	22.22	4.01	0.00	7.17	5.75	2.62	
2003 Non-MSA Northern VT	413	29.04	0.00	0.00	10.15	7.99	62.89	58.60	26.96	33.41	6.64	0.00	5.45	6.79	10.84	
2003 Non-MSA Rutland	255	17.93	0.00	0.00	29.26	25.49	63.10	60	7.64	14.51	10.30	0.00	10.08	11.08	16.89	
2003 Non-MSA Windham	189	13.29	0.00	0.00	0.00	0.00	100.00	100.00	0.00	0.00	10.44	0.00	0.00	12.18	0.00	
2003 Non-MSA Windsor	82	5.77	0.00	0.00	0.00	0.00	65.79	63.41	34.21	36.59	4.66	0.00	0.00	5.75	5.46	

* Based on 2003 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 (2003).

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE		Geography: VERMONT 2003					Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003					Market Share*				
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****						
Full Review:																
2003 MSA 1305 Burlington	155	28.92	16.91	12.41	19.45	32.12	25.08	25.55	38.55	29.93	3.88	5.63	4.60	3.26	3.41	
Limited Review:																
2003 Non-MSA Bennington	68	12.69	18.24	4.41	18.57	30.88	23.16	25.00	40.02	39.71	13.65	16.67	23.08	14.53	9.93	
2003 Non-MSA Northern VT	192	35.82	18.73	7.03	19.44	28.65	23.82	22.16	38.02	42.16	10.04	11.93	12.65	7.95	9.76	
2003 Non-MSA Rutland	49	9.14	18.70	10.20	20.14	20.41	25.45	26.53	35.71	42.86	6.31	13.51	5.88	6.44	5.71	
2003 Non-MSA Windham	49	9.14	17.20	6.67	18.44	28.89	25.07	37.78	39.30	26.67	7.08	15.00	15.12	17.00	2.79	
2003 Non-MSA Windsor	23	4.29	15.79	8.70	17.72	30.43	23.93	17.39	42.56	43.48	4.20	11.11	9.72	4.55	2.70	

* Based on 2003 Peer Mortgage Data (Eastern)

** As a percentage of loans with borrower income information available. No information was available for 5.4% of loans originated and purchased by bank.

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

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

Institution ID: BANKNORTH 2003

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT		Geography: VERMONT 2003					Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003									
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	
Full Review:																
2003 MSA 1305 Burlington	41	23.70	16.91	20.51	19.45	20.51	25.08	25.64	38.55	33.33	29.32	44.44	28.57	25.00	27.66	
Limited Review:																
2003 Non-MSA Bennington	7	4.05	18.24	14.29	18.57	28.57	23.16	28.57	40.02	28.57	17.50	50.00	16.67	18.18	13.33	
2003 Non-MSA Northern VT	84	48.55	18.73	10.98	19.44	35.37	23.82	29.27	38.02	24.39	28.28	29.03	34.52	35.29	18.69	
2003 Non-MSA Rutland	17	9.83	18.70	35.29	20.14	29.41	25.45	29.41	35.71	5.88	35.42	75.00	35.71	45.45	6.67	
2003 Non-MSA Windham	16	9.25	17.20	12.50	18.44	12.50	25.07	31.25	39.30	43.75	51.61	50.00	50.00	45.45	58.33	
2003 Non-MSA Windsor	8	4.62	15.79	25.00	17.72	25.00	23.93	0.00	42.56	50.00	23.53	100.00	33.33	0.00	18.18	

* Based on 2003 Peer Mortgage Data (Eastern)

** As a percentage of loans with borrower income information available. No information was available for 2.3% of loans originated and purchased by bank.

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

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

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE			Geography: VERMONT 2003				Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003					Market Share*				
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	
Full Review:																
2003 MSA 1305 Burlington	371	32.52	16.91	11.64	19.45	27.04	25.08	25.79	38.55	35.53	2.39	3.73	2.97	2.01	2.10	
Limited Review:																
2003 Non-MSA Bennington	70	6.13	18.24	5.80	18.57	17.39	23.16	27.54	40.02	49.28	4.67	4.94	5.48	5.67	4.03	
2003 Non-MSA Northern VT	443	38.83	18.73	10.00	19.44	23.57	23.82	29.05	38.02	37.38	5.97	10.55	7.45	6.23	4.69	
2003 Non-MSA Rutland	115	10.08	18.70	8.33	20.14	16.67	25.45	25.93	35.71	49.07	3.97	5.42	3.56	3.89	3.99	
2003 Non-MSA Windham	103	9.03	17.20	6.19	18.44	24.74	25.07	22.68	39.30	46.39	4.72	6.45	7.55	5.00	3.74	
2003 Non-MSA Windsor	39	3.42	15.79	0.00	17.72	13.51	23.93	29.73	42.56	56.76	1.76	0.00	1.87	2.64	1.56	

* Based on 2003 Peer Mortgage Data (Eastern)

** As a percentage of loans with borrower income information available. No information was available for 8.1% of loans originated and purchased by bank.

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

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

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES		Geography: VERMONT 2003			Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003				
MA/Assessment Area:	Total Small Loans to Businesses		Businesses With Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Market Share*	
	#	% of Total**	% of Businesses***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
Full Review:									
2003 MSA 1305 Burlington	420	29.54	62.06	68.81	66.19	17.62	16.19	7.02	15.33
Limited Review:									
2003 Non-MSA Bennington	63	4.43	66.21	76.19	71.43	15.87	12.70	4.01	8.25
2003 Non-MSA Northern VT	413	29.04	63.32	75.54	77.00	14.53	8.47	6.64	13.17
2003 Non-MSA Rutland	255	17.93	64.74	76.47	70.20	16.47	133.33	10.30	21.67
2003 Non-MSA Windham	189	13.29	67.45	64.55	68.25	14.29	17.46	10.44	19.71
2003 Non-MSA Windsor	82	5.77	66.63	80.49	85.37	3.66	10.98	4.66	10.20

* Based on 2003 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 - 2003).

**** 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 0.00% of small loans to businesses originated and purchased by the bank.

Table 14. Qualified Investments

QUALIFIED INVESTMENTS									
Geography: VERMONT 2003									
Evaluation Period: JULY 1, 2001 TO DECEMBER 31, 2004									
MA/Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
Full Review:									
2003 MSA 1305 Burlington	6	796	34	3,994	40	4,790	25.32	0	0
Limited Review:									
2003 Non-MSA Bennington	2	14	8	7	10	21	6.33	0	0
2003 Non-MSA Northern VT	7	143	21	1,997	28	2,140	17.72	1	11
2003 Non-MSA Rutland	4	726	16	27	20	753	12.66	0	0
2003 Non-MSA Windham	0	0	31	46	31	46	19.62	10	149
2003 Non-MSA Windsor	1	27	16	16	17	43	10.76	0	0
Statewide/Regional	0	0	12	1,445	12	1,445	7.59	3	1,575

* '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 Delivery System and Branch Openings/Closings

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS				Geography: VERMONT 2003				Evaluation Period: JANUARY 1, 2001 TO DECEMBER 31, 2003										
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings				Population						
	% of Rated Area Deposits in AA	# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or -)				% of Population within Each Geography				
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp	
Full Review:																		
2003 MSA 1305 Burlington	36.86	12	30.77	8.33	8.33	58.33	25.00	0	0	0	0	0	0	0	3.04	10.30	60.86	25.80
Limited Review:																		
2003 Non-MSA Bennington	6.48	2	5.13	0.00	50.00	0.00	50.00	0	0	0	0	0	0	0.00	20.99	58.79	20.21	
2003 Non-MSA Northern VT	27.58	14	35.90	0.00	21.43	57.14	21.43	0	0	0	0	0	0	0.00	9.98	70.90	19.12	
2003 Non-MSA Rutland	11.96	4	10.26	0.00	75.00	25.00	0.00	0	0	0	0	0	0	0.00	19.46	75.44	5.10	
2003 Non-MSA Windham	11.15	3	7.69	0.00	0.00	100.00	0.00	0	0	0	0	0	0	0.00	0.00	100.00	0.00	
2003 Non-MSA Windsor	5.98	4	10.26	0.00	0.00	25.00	75.00	0	0	0	0	0	0	0.00	0.00	69.00	31.00	