



LARGE BANK

Comptroller of the Currency
Administrator of National Banks

Washington, DC 20219

PUBLIC DISCLOSURE

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COMMUNITY REINVESTMENT ACT PERFORMANCE EVALUATION

Fifth Third Bank, N.A.
Charter Number: 21963

424 Church Street
Nashville, Tennessee 37219

Office of the Comptroller of the Currency

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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.

Table of Contents

OVERALL CRA RATING	2
DEFINITIONS AND COMMON ABBREVIATIONS	3
DESCRIPTION OF INSTITUTION	7
SCOPE OF THE EVALUATION	8
FAIR LENDING OR OTHER ILLEGAL CREDIT PRACTICES REVIEW	10
MULTISTATE METROPOLITAN AREA RATING	11
AUGUSTA-RICHMOND COUNTY, GA-SC	11
STATE RATING	16
STATE OF TENNESSEE	16
APPENDIX A: SCOPE OF EXAMINATION	A-1
APPENDIX B: SUMMARY OF MULTISTATE METROPOLITAN AREA AND STATE RATINGS	B-1
APPENDIX C: MARKET PROFILES FOR FULL-SCOPE AREAS	C-1
APPENDIX D: TABLES OF PERFORMANCE DATA	D-1

Overall CRA Rating

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

The following table indicates the performance level of **Fifth Third Bank, N.A.** with respect to the Lending, Investment, and Service Tests:

Performance Levels	Fifth Third Bank N. A. Performance Tests		
	Lending Test*	Investment Test	Service Test
Outstanding			
High		X	X
Low	X		
Needs to Improve			
Substantial Noncompliance			

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

The major factors that support this rating include:

- Performance in the Nashville Assessment Area strongly influenced overall conclusions since it accounted for 85 percent of rated area lending and 91 percent of rated area deposits.
- Lending activity reflected an adequate responsiveness to the credit needs of the bank's assessment areas.
- The geographic distribution of loans for small loans to businesses and residential real estate was adequate.
- The distribution of loans to borrowers of different income levels was adequate.
- Community development investments were very responsive to credit and community development needs of the communities.
- Service delivery systems were accessible to geographies and individuals of different income levels, especially in the Nashville Assessment Area.
- Community development services in the Nashville Assessment Area were responsive to the needs of the bank's community and had a positive impact on the Services Test rating.

Definitions and Common Abbreviations

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Rated Area: A rated area is a state or 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.

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

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

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

Description of Institution

Fifth Third Bank, N.A., (FTBNA) is a full-service interstate bank with headquarters in Nashville, Tennessee. The bank has offices in Tennessee, North Carolina and Georgia. FTBNA is a subsidiary of Fifth Third Bancorp, a \$120 billion financial services company located in Cincinnati, Ohio. FTBNA has 101 banking offices and 234 automated teller machines (ATMs). Since the last CRA examination in December 2004, FTBNA has grown substantially from \$1.3 billion in total assets to its current \$7.1 billion as of December 31, 2008. The growth is primarily a result of acquisitions made by the holding company. From November 2007 through June 2008, the bank acquired three financial institutions, two in Georgia and one in North Carolina, increasing the total number of banking offices by 67.

FTBNA is affiliated with Fifth Third Mortgage Company, Fifth Third Community Development Corporation (CDC), and Fifth Third Foundation. These affiliates are subsidiaries of the holding company and make a positive contribution to the bank's overall CRA performance. Fifth Third Mortgage Company originates and purchases residential mortgages for the bank. The mortgage company handles mortgage lending for the entire Fifth Third organization, and sells loans on the secondary market while retaining servicing rights for the loans. The CDC purchases the bank's community development investments, and the foundation supports charitable works including grants serving community development purposes.

FTBNA offers a full range of banking products and services. The bank's primary focus includes residential real estate lending and commercial lending. As of December 31, 2008, net loans and leases represent 62 percent of total assets. The \$4.5 billion loan portfolio consists of 50 percent commercial, industrial and construction loans; 26 percent 1-4 family and multi-family residential real estate loans; 17 percent non-farm non-residential real estate loans; 6 percent loans to individuals; and the remaining 1 percent is comprised of all other loans. Tier 1 leverage capital ratio equals 13.8 percent as of March 31, 2009.

No legal, financial, or other factors impede the bank's ability to help meet the credit needs of its assessment areas during the evaluation period. The bank received a "Satisfactory" rating at the last CRA examination dated May 16, 2005.

Scope of the Evaluation

Evaluation Period/Products Evaluated

The evaluation was based on a review period from January 1, 2005 through December 31, 2008. We used the 2000 Census demographic information, with updated information as noted in this report. Market comparisons were based on 2007 HMDA data.

Conclusions regarding the Lending Test were based on small business and HMDA reportable loans from January 1, 2005 to December 31, 2008. For the community development lending evaluation, the Investment Test, and the Service Test, the evaluation period was from the previous CRA examination and included activity from May 16, 2005 to May 4, 2009.

Unless otherwise noted in this public evaluation, the analysis excluded all markets acquired by FTBNA during 2008 including all North Carolina assessment areas (AA) and Atlanta, Georgia. These markets were excluded since less than one year of performance was available to evaluate.

Data Integrity

Prior to this CRA examination, we verified the accuracy of data made available to the public in accordance with the Home Mortgage Disclosure Act (HMDA) and the CRA regulation. Public data included home mortgage lending and small loans to businesses and farms. In addition, non-public data that was submitted by bank management for community development loans, services, and investments were reviewed to ensure they met the regulatory definition of community development. Based on verification work performed, publicly reported lending data was considered accurate and we excluded some items that did not meet the definition or purpose of community development.

Selection of Areas for Full-Scope Review

In each state where the bank had an office, a sample of AAs within that state was selected for full-scope review; again this excluded newly entered markets.

Fifth Third Bank, N. A. was evaluated based on four AAs where the bank maintained a market presence for all or a substantial portion of the evaluation period. Tennessee AAs included: The Nashville AA, the Knoxville MSA AA; and, the Maury County AA. The bank had one multistate AA: the Augusta-Richmond, GA-SC Multistate MSA AA (Augusta Multistate MSA). Geographies total 381 census tracts (CTs) for all of the rated AAs.

In Tennessee, the Nashville AA was evaluated based upon a full-scope review since it had the highest concentration of branches and 233 of the CTs. The Nashville AA had 91 percent of deposits and 87 percent of the reportable loans in the rated AAs. The Augusta Multistate MSA AA was selected for full-scope review and represented 7 percent of deposits and 2 percent of

loans in the rated areas. The Augusta Multistate MSA AA represented the bank's presence in Georgia during the review period. The Knoxville MSA AA and the Maury County AA were reviewed using limited scope reviews. Please refer to the table in Appendix A for more information describing the scope of examination.

Ratings

FTBNA's overall rating was based primarily on areas that received full-scope reviews. Performance in Tennessee was weighted more heavily than the ratings for the Augusta Multistate MSA AA. Residential real estate lending was given the greatest weight under the lending test, followed by small business lending. Within residential real estate lending, home purchase lending and home refinance were given more weight than home improvement and multifamily loans. This was based on the levels of lending for each product and lending needs for the bank markets. No detailed geographic or borrower distribution analyses were conducted for small loans to farms or multi-family loans due to limited lending volume.

Fair Lending or Other Illegal Credit Practices Review

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

MultiState Metropolitan Area Rating

Augusta-Richmond County, GA-SC

CRA rating for Augusta-Richmond County, GA-SC: Satisfactory

The lending test is rated: High Satisfactory

The investment test is rated: Low Satisfactory

The service test is rated: Needs to Improve

The major factors that support this rating include:

- Lending activity reflected adequate responsiveness to the credit needs of the bank's assessment area.
- Refinance loans displayed an excellent geographic distribution.
- Refinance loans demonstrated a good distribution of loans to borrowers of different income levels, especially loans to moderate-income borrowers.
- Community development investments were responsive to credit and community development needs of the community.
- Service delivery systems were moderately accessible to geographies and individuals of different income levels in the Augusta Multistate MSA assessment area.
- The bank did not provide any community development services in the assessment area.

Description of Institution's Operations in Augusta-Richmond County, GA-SC MA

Fifth Third Bank, N.A. (FTBNA) operates in Augusta Georgia as a result of the acquisition of R-G Crown Bank, a Federal Savings Bank, in November, 2007. The bank delivers banking services through the three branch offices and four ATM's located in Augusta. These branches represent 2.86 percent of FTBNA's total deposits as of December 31, 2008. Deposits represent 7 percent of deposits in the rated AAs and 1.72 percent of the rated area loans at this examination. Within the Columbia and Richmond Counties, FTBNA has a deposit market share of 2.98 percent as of June 30, 2008.

In Augusta, FTBNA's business strategy focuses primarily on residential real estate lending and has more limited business in commercial lending during the review period. To meet its CRA obligations, Fifth Third Mortgage Company, an affiliate of the FTBNA, originates and purchases residential mortgages for the Augusta Multistate AA. Commercial lending is limited in this market during the review period. We place significantly more weight on residential real estate lending in this AA. Lending performance focuses on residential real estate lending for this AA since FTBNA has been in this market a short period of time, and because entry into the

market resulted from acquiring a savings bank that primarily originated residential mortgage loans.

Refer to the market profile for the Augusta Multistate MSA AA in Appendix C for detailed demographics and other performance context information for the Augusta Multistate MSA AA.

Scope of Evaluation in Augusta-Richmond County, GA-SC

We performed a full-scope review for the Augusta-Richmond County, GA-SC (Augusta Multistate MSA), AA. The bank's overall rating for the Augusta Multistate MSA did not weigh heavily in the overall bank CRA ratings. Lending performance was evaluated primarily based on residential refinance loans for this AA. Refer to Appendix A for additional information regarding the bank's AA receiving the full-scope review.

For the Lending Test, we placed more weight on residential real estate lending since it represented 94 percent of overall lending in the Augusta Multistate MSA AA, and was a focus of the bank's CRA strategy. Significantly more weight was given to home mortgage refinance loans, which represented 69 percent of mortgage lending activity in the Augusta Multistate MSA AA. Home purchase, home improvement, multi-family and small loans to businesses were less meaningful to the overall performance due to low activity levels and a detailed analysis was not conducted. The bank's market share for home mortgage refinance loans in the Augusta Multistate MSA AA was very small. As a result, we did not consider market share data in evaluating the bank's geographic and borrower distribution of residential real estate loans. The low loan volume and market share during the evaluation period was attributed to the limited time the bank has been operating in the Augusta Multistate MSA AA as our lending analysis only covered 14 months.

Refer to the Market Profiles in Appendix C for detailed demographics and other performance context information.

LENDING TEST

Conclusions for the Area Receiving Full-Scope Review

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

Lending Activity

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

The bank's level of lending activity in the Augusta Multistate MSA AA is adequate, given the performance context, and is based primarily on home mortgage refinance loans.

FTBNA's market share and rank for home mortgage refinance loans is lower than its deposit market share and rank; however, this performance is adequate given the relatively short period of time the bank has been operating in the Augusta Multistate MSA AA. The Augusta market is competitive with a large number of lenders reporting home mortgage refinance lending activity. Mortgage competitors include multiple non-bank lenders that do not take deposits in the AA and large banks with a nationwide presence that offer a wide variety of home mortgage loan products.

FDIC data as of June 30, 2008 shows that FTBNA has a deposit market share of 2.98 percent and ranks eighth among 14 financial institutions reporting deposits in the Augusta Multistate MSA AA. Deposit market share is dominated by three large financial institutions: Wachovia Bank N.A., Georgia B&T Company of Augusta, and SunTrust Bank that achieve a combined deposit market share of 66 percent.

Market share data is not very meaningful since the most current available data is from 2007. FTBNA only has two months of performance for 2007. In the short period of time, FTBNA achieved 0.06 percent of the market for refinance loans, with a rank of 104 out of 218 HMDA reporters in the Augusta Multistate MSA AA. The rank indicates adequate levels of lending in the Augusta market.

Distribution of Loans by Income Level of the Geography

The bank's geographic distribution in the Augusta Multistate MSA AA is excellent. The geographic distribution conclusion is based heavily on mortgage refinance lending.

Home Mortgage Refinance Loans

Refer to Table 4 in Appendix D for the facts and data used to evaluate the geographic distribution of the bank's home mortgage loan originations and purchases.

The geographic distribution of loans in the Augusta Multistate MSA AA is excellent. The percentage of home mortgage refinance loans in both low-income and moderate-income geographies substantially exceeds the percentage of owner-occupied housing units in those geographies.

Lending Gap Analysis

We reviewed reports detailing lending activity over the evaluation period for home mortgage loans in order to identify gaps in the geographic distribution of loans. No unexplained conspicuous gaps were identified.

Distribution of Loans by Income Level of the Borrower

Lending to borrowers of different incomes is good and the conclusion is based on mortgage refinance loans.

Home Mortgage Refinance Loans

Refer to Table 10 in Appendix D for the facts and data used to evaluate the borrower distribution of the bank's home mortgage loan originations and purchases.

FTBNA's distribution of home mortgage refinance loans is good for borrowers of different income levels located in the Augusta Multistate MSA AA. The percentage of the bank's home mortgage refinance loans to low-income borrowers is adequate although somewhat lower than the percentage of low-income families in the AA. The percentage of the home refinance loans to moderate-income borrowers substantially exceeds than the percentage of moderate-income families in the AA.

Community Development Lending

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

Community development lending in the full-scope Augusta Multistate MSA AA had a neutral impact on the overall Lending Test conclusions. No community development loans were originated during the evaluation period in this AA.

Product Innovation and Flexibility

FTBNA offers a flexible lending program offered by Fannie Mae's "My Community Program" that is geared to low-and moderate-income individuals and families by offering affordable mortgage loans. Loans originated under this program are included with the bank's home purchase loans and analyzed under other portions of the Lending Test. One loan was originated during the evaluation period in this AA.

INVESTMENT TEST

Conclusions for Area Receiving Full-Scope Review

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

FTBNA's performance under the Investment test in Augusta Multistate MSA AA is rated "Low Satisfactory". Based on a full-scope review, the bank's performance in the Augusta Multistate MSA AA is adequate, given the limited length of time investments have been in place.

During the evaluation period, the bank invested in two mortgage-backed securities, secured by mortgage loans to low-and moderate-income borrowers and backed by mortgages on two properties located in the Augusta Multistate MSA AA. The two qualified investments, made in December 2008 and March 2009, total \$258 thousand. Overall, the bank's community development investments are adequately responsive to credit and community development needs of the community, primarily addressing the need for affordable housing. Affordable housing needs are considered a significant credit need. These investments are not considered innovative or complex.

SERVICE TEST

Conclusions for Area Receiving Full-Scope Review

FTBNA's performance under the Service Test is rated "Needs to Improve". The bank's performance in the Augusta Multistate MSA AA is poor. Service delivery systems are moderately accessible to geographies and individuals of different income levels throughout the Augusta Multistate MSA AA; however, the bank has no community development services.

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

FTBNA's delivery systems are moderately accessible to geographies and individuals in the Augusta Multistate MSA AA. FTBNA operates three branches with ATM's and none are located in a low- or moderate-income geography, although approximately 36 percent of CTs within the AA are low- to moderate-income. Within this AA, approximately 23 percent of the population is considered low- to moderate-income.

FTBNA offers various alternative systems for delivering retail banking services throughout the Augusta Multistate MSA AA. The bank has four ATMs in the AA that are accessible to customers and non-customers. The bank offers direct deposit, telephone and on-line banking services.

Services that may be affordable for low- or moderate-income people include the "Totally Free Checking" and the "Senior Citizen" checking account. The "Totally Free Checking" account product features no monthly services fees and no minimum balance requirement. The bank also offers a "Senior Citizen" checking account that is designed for customers 60 years or older, and to offer reasonably priced fees for services.

No data was available concerning the effectiveness of the alternative products to low- and moderate-income geographies or individuals, and as a result we did not place significant weight on the products in the overall Service Test conclusions. Products, services, and business hours are adequate to meet the stated business objectives of the institution and do not vary from one location to another.

FTBNA's opening and closing of branches has not adversely affected the accessibility of its delivery systems, particularly in low- and moderate-income geographies and to low- and moderate-income individuals. Since the last examination, all three AA branches are considered openings. All are in middle- and upper-income geographies. One branch includes a drive-thru facility. The branches result from the November 2007 acquisition of R-G Crown Bank. No branch closings have occurred in this AA.

Community Development Services

The bank has not participated in any community development services within this AA during the evaluation period.

State Rating

State of Tennessee

CRA rating for Nashville MSA:	Satisfactory
The lending test is rated:	Low Satisfactory
The investment test is rated:	High Satisfactory
The service test is rated:	High Satisfactory

The major factors that support this rating include:

- Lending activity reflected an adequate responsiveness to the credit needs of the bank's assessment areas.
- The geographic distribution of loans was adequate.
- Loans to borrowers of different income levels displayed adequate performance.
- Community development investments were responsive to credit and community development needs of the community.
- Service delivery systems were accessible to geographies and individuals of different income levels.
- Community development services were responsive to the needs of the community. The use of the E-Bus in the Nashville AA demonstrated an innovative way to reach low- and moderate-income people to promote financial literacy, and make products available. E-Bus augmented the retail delivery system, and contributed community development services.

Description of Institution's Operations in Tennessee

Fifth Third Bank, N.A. (FTBNA) operates in Nashville and Knoxville. One branch in a rural area, Maury County, was closed during the evaluation period. The bank delivers banking services through the 31 branch offices and 140 ATM's. These branches represent 33 percent of the bank's total deposits as of December 31, 2008. Tennessee accounts for 93 percent of deposits and 98 percent of loans in the areas rated during this evaluation period. Most of the branches and lending activity are within the Nashville MSA AA. FDIC data as of June 30, 2008 shows that FTBNA had a deposit market share of 5.52 percent and ranked 6th among 55 financial institutions reporting deposits in the Nashville AA. The deposit market is dominated by Regions Bank, Bank of America, SunTrust and Pinnacle N.B, with a combined deposit market share of 58 percent.

The bank has a traditional retail focus and markets a wide variety of deposit and loan products directly through branch facilities or indirectly through affiliates. In Nashville, as in the other states where it operates, FTBNA's business strategy focuses primarily on residential real

estate and commercial lending. To handle mortgage business, Fifth Third Mortgage Company, an affiliate of the FTBNA, originates and purchases residential mortgages for the Nashville AA.

Refer to the market profile for the Nashville AA in Appendix C for detailed demographics and other performance context information.

Scope of Evaluation in Tennessee

The overall rating for the State of Tennessee was based primarily on the results of the Nashville AA that received the full-scope review. Refer to Appendix A for additional information regarding the bank's AA receiving the full-scope review.

FTBNA defined a portion of the Nashville-Davidson-Murfreesboro, TN MSA as its AA (Nashville AA). The AA consists of six of the 13 counties in the MSA. This AA accounted for highest concentration of FTBNA branches, and included 233 CTs. The Nashville MSA AA was selected for the full-scope review since it accounted for a majority of the rated area deposits and loans. A limited scope review was conducted for Knoxville MSA and Maury County MA.

For the Lending Test, our scope focused on small loans to businesses and home mortgage loans. Under the Lending Test, we placed somewhat more weight on home mortgage lending. By number of loans, residential real estate lending represented 71 percent of overall lending in the Nashville AA and was the focus of the bank's CRA strategy. Within home mortgage lending, significantly more weight was given to home purchase loans and mortgage refinance loans, which represented 55 percent and 42 percent of mortgage lending activity in the Nashville AA. Multifamily and small loans to farms were not meaningful to the overall performance due to low activity levels, and a detailed analysis was not conducted.

Refer to the Market Profiles for the Nashville AA in Appendix C for detailed demographics and other performance context information.

LENDING TEST

Conclusions for the Area Receiving Full-Scope Review

The bank's performance under the lending test in the State of Tennessee is rated "Low Satisfactory". Based on a full-scope review of the Nashville AA, the bank's performance is adequate. The level of lending, the dispersion of loans to low- and moderate-income geographies, and the penetration of loans to borrowers of different incomes and small businesses all display adequate performance in the Nashville AA.

Lending Activity

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

The bank's level of lending activity in the Nashville AA is adequate. Lending activity includes loans to small businesses, and a significant volume of home purchase mortgage loans and home mortgage refinance loans.

For home mortgage loans, FTBNA's market share is evaluated based on the number of loans originated and purchased using aggregate HMDA data from 2007 and is 0.57 percent. FTBNA bank ranked 37th out of 758 lenders reporting HMDA reportable loans in the Nashville AA. The top ten lenders represent 42 percent of overall market share for the AA. The bank's market share is reasonable.

Market data for lending to small businesses is based on loans reported by financial institutions subject to CRA reporting requirements during 2007. The level of small loans to businesses is good, FTBNA achieved 0.72 percent market share, and a ranking of 18 of 116 lenders reporting loans in the Nashville AA.

Distribution of Loans by Income Level of the Geography

Overall, the geographic distribution of loans by income level in the geography is adequate. Performance for home mortgage loans is adequate, and performance for loans to small businesses is good. Home mortgage loans received more weight in the overall geographic distribution conclusion.

Home Mortgage Loans

Refer to Tables 2, 3, 4, and 5 in Appendix D for the facts and data used to evaluate the geographic distribution of the bank's home mortgage loan originations/purchases.

FTBNA's geographic distribution of home mortgage loans is adequate for home purchase, home improvement, and home refinance loans.

Home Purchase Loans

Performance for home purchase loans is adequate. The percentage of home purchase loans in the low-income geographies is good, and the penetration is near to the percentage of owner-occupied units in the low-income CTs. Performance in the moderate-income geographies is adequate, although the penetration is lower than the percentage of owner-occupied housing units in the moderate-income CTs. The market share of home mortgage loans in low-income geographies exceeds the bank's overall market share, while the market share of home mortgage loans in moderate-income CTs is not as strong.

Home Improvement Loans

FTBNA's geographic distribution of home improvement loans is adequate in the Nashville AA. The distribution of home improvement loans is near to the percentage of owner-occupied housing units in the low-income geographies, although the bank's market share for home improvement loans in low-income CTs is lower than its overall home improvement market share. The distribution to moderate-income geographies is weak and is lower than the percentage of owner-occupied housing units in moderate-income CTs. The market share for

home improvement loans in moderate-income CTs is significantly lower than the bank's overall market share for this product.

Home Mortgage Refinance Loans

FTBNA's geographic distribution for mortgage refinance loans in low- and moderate-income geographies is adequate in the Nashville MSA. The distribution of refinance loans is marginally adequate in low-income geographies and moderate-income geographies. Penetrations for refinance loans are lower than the percentage of owner occupied units for both low- and moderate-income geographies. The market share for refinance loans in low- and moderate-income are both significantly lower than the bank's overall market share.

Small Loans to Businesses

Refer to Table 6 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. The percentage of small loans to businesses in low- income CTs exceeds the percentage of small businesses in low-income geographies. The percentage of small loans to businesses in moderate-income CTs is near to the percentage of small businesses in the moderate-income geographies. Market share for small loans to business with revenues exceeds or equals the bank's overall market share for small business loans in low- and moderate-income geographies.

Lending Gap Analysis

We evaluated FTBNA's geographic distribution of home mortgage loans and small loans to businesses to determine if any lending gaps were evident. This was done using maps and reports showing the bank's lending in each CT. No unexplained or conspicuous gaps in lending were identified.

Inside/Outside Ratio

The distribution of loans inside the bank's AAs is good. A substantial majority of small loans to businesses were originated or purchased within FTBNA's AAs, with 92 percent of small loans to businesses with the bank's AAs. All community development loans were made in the full-scope AAs.

For mortgage loan products, since most loans were obtained by the mortgage company that serves the entire Fifth Third organization, we focused on originations and not purchased loans, and 75 percent of these loans were made within the AAs. This performance was positively factored into the overall analysis of the geographic distribution of lending.

Lending in the AA analyses focused on loans within AAs for the entire FTBNA, including those AA's otherwise omitted from this evaluation.

Distribution of Loans by Income Level of the Borrower

The distribution of loans to borrowers of different income levels and businesses of different sizes is adequate. Performance for residential real estate loans to low-income borrowers is weaker than the overall borrower distribution. Performance is adequate for residential loans to moderate-income borrowers and for loans to small businesses.

Home Mortgage Loans

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

The distribution of home mortgage loans is adequate for home purchase, home improvement, and home refinance loans.

Home Purchase Loans

FTBNA's distribution of home purchase loans by borrower income levels in the Nashville AA is adequate. Performance for low-income borrowers is weak since the percentage of home purchase loans to low-income borrowers is substantially lower than the percentage of low-income families in the AA. This is offset by excellent performance to moderate-income borrowers. FTBNA's market share of low-income borrowers is significantly lower than the bank's overall market share. The bank's market share of moderate-income borrowers is lower than its overall market share for this AA.

Home Improvement Loans

FTBNA's distribution of home improvement loans by borrower income levels in the Nashville AA is adequate. Performance for home improvement loans to low-income borrowers is weak since the percentage of home improvement loans to low-income borrowers is substantially lower than the percentage of low-income families in the AA. Performance to moderate-income borrowers is adequate, with the percentage of home improvement loans to moderate-income borrowers somewhat lower than the percentage of moderate-income families in the AA. The bank's market share for home improvement loans to low-income borrowers is lower than the bank's overall market share. The bank's market share of home improvement loans moderate-income borrowers is somewhat lower than the bank's overall market share.

Home Mortgage Refinance Loans

FTBNA's distribution of home mortgage refinance loans by borrower income levels in the Nashville AA is adequate. The percentage of home mortgage refinance mortgage loans to low-income borrowers is lower than the percentage of low-income families in the AA and represents poor performance. Performance for moderate-income borrowers is good and the percentage of refinance loans to moderate-income borrowers is near to the percentage of families in these income levels. The bank's market share for refinance loans is lower than the overall bank market share for refinance loans for both low- and moderate-income borrowers.

Small Loans to Businesses

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

The distribution of loans to small businesses is adequate. The percentage of loans to businesses with revenues of \$1 million or less is somewhat lower than the percentage of AA small businesses, and this is mitigated by strong market share performance; the market share for small loans to businesses exceeds its overall market share for this loan product.

Community Development Lending

Refer to Table 1 Lending Volume in 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. In addition, Table 5 includes geographic lending data on all multi-family loans, including those that also qualify as community development loans. Table 5 does not separately list community development loans.

Community development lending in the Nashville AA has a positive impact on the overall Lending Test conclusions.

During the evaluation period, FTBNA originated eight community development loans totaling \$14.4 million in the Nashville AA. FTBNA originated seven loans totaling \$6.4 million to support nonprofit organizations that provide affordable housing to low-and moderate-income families. Loan proceeds were used to fund operations and construction costs associated with acquiring and building affordable homes. The need for affordable housing has been recognized as a community credit need in the AA. In addition, \$8 million in lending was originated to a nonprofit organization that benefits low-and moderate-income elderly individuals living in the AA. Proceeds were used to fund a crime prevention program for low- and moderate-income elderly residents residing in ten senior housing facilities throughout the Nashville AA.

Product Innovation and Flexibility

Throughout the Nashville AA, FTBNA offers three flexible home mortgage loan products. One internal loan product called Good Neighbor, Fannie Mae’s “My Community Program” and Freddie Mac’s “Home Possible”. All programs are geared toward low-and moderate-income individuals and families and offer affordable mortgage loans.

Loans originated under this program are included with the bank's home purchase loans and analyzed under other portions of the Lending Test. A summary of the lending volume during the evaluation period is included in the table below:

	Good Neighbor	My Community	Home Possible
#	36	28	57
\$ (000)	\$3,903	\$3,758	\$7,067

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the lending test in the Knoxville MSA AA and Maury County AA is not inconsistent with the bank's overall "Low Satisfactory" lending test rating performance under the lending test in Tennessee. Refer to the Tables 1 through 13 in Appendix D for the facts and data that support these conclusions.

INVESTMENT TEST

Conclusions for Area Receiving Full-Scope Review

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

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

Overall, the bank's community development investments are responsive to the AA needs, primarily addressing the need for affordable housing. Qualifying investments consist of LIHTC and donations that have a positive impact on the community as they meet the most pressing identified need in the Nashville AA. Refer to the Market Profile for the Nashville AA Appendix C for additional information on community development needs and opportunities.

During the Evaluation Period, the bank purchased four LIHTCs in the amount of \$14.8 million in the Nashville AA. In addition, the bank holds two LIHTCs totaling \$4.9 million funded in the prior evaluation period that remain outstanding. LIHTCs are important because they help provide affordable housing for low-and moderate-income persons.

Thirteen grants and donations totaling \$107 thousand qualify for investment test credit in the Nashville AA. Funds represent grants to various community development organizations whose missions meet one of the definitions of community development. Grants were given to organizations that provide home buyer education, affordable housing and community services, as well as financial literacy programs that target both low- and moderate-income individuals and families.

Investments are not considered innovative for a bank this size, although tax credit investments are considered complex and the market for Low Income Housing Tax Credits (LIHTCs) has dropped considerably within the evaluation period.

Conclusions for Area Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the Investment Test in the Knoxville AA is not inconsistent with the bank's overall "High Satisfactory" performance under the Investment Test in the Nashville AA. In the Maury AA, the bank's performance is weaker than the bank's performance in the Nashville AA mainly due to limited community development opportunities. Refer to Table 14 in the Nashville 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 for the State of Tennessee under the Service Test is rated "High Satisfactory". Based on a full-scope review, the bank's performance in the Nashville AA is good. Delivery systems are reasonably accessible to geographies and individuals of different income levels throughout the full-scope AA. The level of community development services provided is good and makes a positive contribution to conclusions.

Retail Banking Services

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

FTBNA's delivery systems are reasonably accessible to geographies and individuals of different income levels throughout the Nashville AA. The bank has six branches, or 19 percent of AA branches, located in low- and moderate-income geographies and the penetration in both low- and moderate CT compares favorably to the percentage of population, 23 percent, residing in low- and moderate-income geographies.

FTBNA's opening and closing of branches has not adversely affected the accessibility of its delivery systems, particularly in low- and moderate-income geographies and to low- and moderate-income individuals. Since the last examination, 20 AA branches have been opened, including four new branches opened in low- and moderate-income geographies.

FTBNA offers a full-range of deposit services and loan products that are accessible throughout the Nashville AA its branch offices and ATM network. Office hours and services in the Nashville AA are comparable among locations regardless of the income level of the geography.

FTBNA participates with Freddie Mac to sponsor a homeownership bus (known as E-bus) that tours low- and moderate-income neighborhoods in Middle Tennessee. The bus provides banking services to traditionally un-banked segments within the Nashville MSA, and toured the Nashville AA once during each year of the evaluation period. The table below highlights some of its accomplishments.

Year	Days Open	# of Visitors	# Individual Counseling Sessions	# Free Credit Reports	# Loan (Applications/Prequalification/Originations)	# Accounts Opened (deposit/credit card)
2008	6	195	38	38	11	22
2007	16	1,630	163	166	3	178
2006	13	1,968	90	64	1	2
2005	9	94	41	41	1	0

E-Bus is an effective method for delivering retail banking services to low- and moderate-income geographies and individuals, and reflects positively in the overall Services Test conclusions.

Community Development Services

The level of community development services provided by FTBNA is good, and conclusions are based on the level of staff participation and the impact of community development services. Primary contributions include providing technical assistance on financial matters through serving on boards.

The following examples provide examples of community development services FTBNA provided during the evaluation period:

- A commercial officer and a commercial vice president serve a combined 12.5 hours per month as board members for organizations that support job training and affordable housing. The officers provide financial expertise for non-profit organizations that target low- to moderate-income individuals.
- A retail officer and a retail vice president serve as board members for United Way and Habitat for Humanity for a combined 10 hours each month. Technical assistance is provided on matters relating to finances for entities targeting low- to moderate-income individuals/families, or providing services and housing in low- to moderate-income geographies.
- A retail assistant vice president provides three hours of service each month through homebuyer training for a local community organization that targets low- to moderate-income areas and also targets low- to moderate-income individuals.
- A bank officer serves as a board member on two organizations for a combined three hours a month. One of the organizations supports workforce development in several counties in Middle Tennessee and provides job training. The other organization constructs and rehabilitates homes to provide affordable housing. The officer provides financial expertise and assists in fund raising. Both organizations support low- to moderate-income individuals.
- A vice president serves on the administrative committee for legal oversight for the Nashville Area Habitat for Humanity and provides approximately 1.5 hours of service per month. This service helps meet affordable housing needs for low-income families.
- E-Bus provides community development services in a manner not routinely provided, and is described under retail services. Community development services provided include credit counseling, home-buyer and home-maintenance counseling, and financial planning. The bus is parked in various low- to moderate-income geographies in Nashville and the program is done in partnerships with various non-profit organizations.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the service test in the Knoxville MSA AA and Maury County AA is not consistent with the bank's overall "High Satisfactory" rating under the service test in Tennessee. In the Knoxville MSA AA and Maury County AA, the bank's performance is weaker than the bank's overall performance in the state. Refer to the Table 14 in the state of Tennessee 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 nonmetropolitan areas that received comprehensive examination review (designated by the term “full-scope”) and those that received a less comprehensive review (designated by the term “limited-scope”).

Time Period Reviewed	Lending Test (excludes CD loans): 01/01/05 to 12/31/08 Investment Test, Service Test, and CD Loans: 05/16/05 to 05/04/09	
Financial Institution	Products Reviewed	
Fifth Third Bank, N.A. (FTBNA) Nashville, Tennessee	Residential Mortgage Loans Small Loans to Businesses Community Development Loans	
Affiliate(s)	Affiliate Relationship	Products Reviewed
Fifth Third Mortgage Company Fifth Third CDC Fifth Third Foundation	Holding Company Subsidiaries	Residential Mortgage Lending Community Development Investments Community Development Grants
List of Assessment Areas and Type of Examination		
Assessment Area	Type of Exam	Other Information
Augusta Multistate MSA #12260 <u>State of Tennessee</u> Knoxville MSA #28940 Nashville-Davidson MSA # 34980 Maury County non MSA	Full Scope Limited Scope Full-Scope Limited-Scope	

Appendix B: Summary of Multistate Metropolitan Area and State Ratings

Ratings for Fifth Third Bank, N.A.				
Overall Bank:	Lending Test Rating*	Investment Test Rating	Service Test Rating	Overall Bank/State/Multistate Rating
Fifth Third Bank	Low Satisfactory	High Satisfactory	High Satisfactory	Satisfactory
Multistate Metropolitan Area or State:				
Augusta Multistate MA	High Satisfactory	Low Satisfactory	Needs to Improve	Satisfactory
Tennessee	Low Satisfactory	High Satisfactory	High Satisfactory	Satisfactory

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

Appendix C: Market Profiles for Full-Scope Areas

Multistate MSA-Augusta-Richmond County, GA-SC

Demographic Information for Full Scope Area: Augusta Multistate MSA Assessment Area:						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	53	16.98	18.87	37.74	26.42	0.00
Population by Geography	289,063	9.63	13.59	49.64	27.14	0.00
Owner-Occupied Housing by Geography	68,363	6.31	11.54	48.52	33.64	0.00
Business by Geography	24,599	12.50	13.02	41.62	32.85	0.00
Farms by Geography	464	6.47	11.42	48.49	33.62	0.00
Family Distribution by Income Level	75,393	21.38	16.34	20.91	41.37	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	28,436	17.77	19.68	50.55	12.00	0.00
Median Family Income		\$44,517	Median Housing Value (5/09)		\$91,881	
HUD Estimated Median Family Income for 2008		\$54,300	Unemployment Rate (3/09)		8.8%	
Households Below Poverty Level		14%				

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

Source: 2000 US Census, 2008 HUD updated MFI, First quarter 2009 Bureau of Labor Statistics and Zillow.com

The full-scope AA in Augusta, GA consists of Richmond and Columbia Counties in the Multistate MSA-Augusta-Richmond County, GA-SC, MSA number 12260. All CTs in the AA are located in Augusta, GA. Augusta, GA is the principal city of the MSA and is located on the Georgia/South Carolina border. The AA meets the requirements of the CRA regulation and does not arbitrarily exclude low-and moderate-income geographies.

Based on 2000 U.S. Census data of the 53 CTs in AA; 9 are low-income, 10 moderate-income, 20 middle-income, and 14 are low-income geographies. Augusta is the second largest city in Georgia with a population of 199,486 according to the 2008 U.S. Census. Internationally, Augusta is best known for hosting The Masters golf tournament each spring.

Economically, Augusta has experienced some slowdown in job growth, especially in the manufacturing industry, and is now considered in a mild recession. Based on the Bureau of Labor Statistics, the unemployment rate was 8.8 percent in March 2009 and unemployment has been experiencing an increasing trend. However, given its historically high unemployment level, Augusta's recent jump in unemployment is not as steep as job losses statewide. Augusta is relatively resilient to downturns in the economy due to a military base, and large education and healthcare industries. Major employers include the U.S. Army Signal Center at Fort Gordon, Medical College of Georgia, and the Savannah River Site (a Department of Energy nuclear facility). Recently, Augusta received over \$1 billion dollars in Federal stimulus funds, the nation's second largest project, to be used towards the Savannah River Site and other construction projects in the area that will create an estimated 3,000 jobs.

Based on the 2009 HUD data, the median family income for the Augusta-Richmond County GA-SC MSA increased slightly from 2008 to \$55,500. Approximately 14 percent of households fall below poverty level. The housing market is performing better than many areas in the county. The median price of a new home in the Augusta Multistate MSA AA as of May 2009 is \$91,881 experiencing a 2.1 percent increase over the prior year.

Banking within the Augusta Multistate MSA AA involves various competitors. FDIC deposit data as of June 30, 2008, shows 14 financial institutions with 72 offices in the Augusta Multistate MSA AA. The five largest competitors in the AA include: Wachovia Bank, N.A., Georgia B&T Company of Augusta, SunTrust Bank, Bank of America, N.A. and First Bank of Georgia.

As part of our evaluation of the bank's CRA performance, we contacted an affordable housing organization to better understand the area's economic conditions as well as general banking and credit needs. The contact indicated that affordable housing for both low- and moderate-income populations is in short supply, and the demand has been rising as foreclosures escalate. Other needs identified included flexible loan terms for home purchases, and home ownership financial education for lower-income families. The need for affordable housing is considered in our evaluation performance in the Augusta Multistate MSA AA.

Various community development opportunities are available in the AA. Banks can participate in affordable housing and small business lending programs, and partner with organizations that have a community development purpose. The need for community development investments in affordable housing CDCs, government programs and nonprofit organizations remain a priority in Augusta. The Neighborhood Stabilization Program provides opportunities for community development; this program is funded by the Housing and Urban Development (HUD) grants to provide affordable housing opportunities to families and individuals with low- and moderate-incomes in safe and decent neighborhoods.

State of Tennessee

Nashville-Davidson-Murfreesboro, TN MSA Fifth Third NA

Demographic Information for Full Scope Area: Nashville Davidson TN MSA Fifth Third NA						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/)	233	6.87	21.03	50.21	21.46	0.43
Population by Geography	1,140,966	4.56	18.12	54.12	23.20	0.00
Owner-Occupied Housing by Geography	290,432	1.87	13.29	57.47	27.38	0.00
Business by Geography	116,140	3.64	20.98	48.33	26.73	0.33
Farms by Geography	2,153	1.63	13.10	59.73	25.31	0.23
Family Distribution by Income Level	298,316	18.52	17.63	23.16	40.70	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	107,826	8.59	26.51	53.95	10.96	0.00
Median Family Income HUD Adjusted Median Family Income for 2008 Households Below Poverty Level		51,844 63,200 10%	Median Housing Value Unemployment Rate (3/09)		142,900 8.8%	

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

Source: 2000 US Census, 2008 HUD updated MFI, March 2009 Bureau of Labor Statistics, Zillow.com

The full-scope AA in Nashville consists of 6 counties of MSA number 34980 (Nashville-Davidson-Murfreesboro, TN). The counties that comprise the MSA are: Davidson, Dickson, Rutherford, Sumner, Williamson and Wilson Counties. The Nashville AA is comprised of part of the MSA and meets the requirements of the CRA regulation and does not arbitrarily exclude low- and moderate-income geographies.

The Nashville AA contains 233 CTs according to the U.S. Census Bureau. The Nashville AA has 16 low-income, 49 moderate-income, 117 middle-income, 50 upper-income geographies, and 1 geography does not have a designation. Nashville is the capital of Tennessee and Davidson County is the county seat. Nashville is the second most populous city in the state with a population of 626,144 according to the 2008 U.S. Census Bureau. Nashville is best known as the “home of country music”.

Nashville has recently experienced slowdown in job growth in the first quarter of 2009 as automobile-related employers in the area cut production and downsize in response to the overall downfall in the national economy. Based on the Bureau of Labor Statistics, the unemployment rate is 8.8 percent in March 2009 and has been experiencing an increasing trend, although unemployment remains below the statewide rate of 9.7 percent. Nashville has become a major music recording center and tourist destination. However, the largest industry is health care and the MSA is home to more than 250 health care companies including Hospital Corporation of America, the largest private operator of hospitals in the world. The automotive industry is also dominant in the MSA. Nissan North American is the third largest employer. Other top employers include Wal-Mart Stores and Dell Corporation.

Based on the 2009 HUD data, the estimated median family income for the Nashville AA is \$64,900 and shows a slight increase from 2008. The housing market in the Nashville AA has fared better than many areas in the country. The median housing value as of June 2009 is \$142,900, and the value experienced an estimated 7.7 percent decline in value within a year.

Banking within the bank's full-scope AA is very competitive. FDIC deposit data as of June 30, 2008, shows 55 financial institutions in the Nashville AA. The five largest competitors include: Regions Bank; Bank of America, N.A.; SunTrust Bank; Pinnacle National Bank and First Tennessee Bank, N.A.

As part of our evaluation of the bank's CRA performance, we contacted an affordable housing community based organization in order to determine the area's economic conditions as well as general banking needs. The contact indicated affordable housing for low- and moderate-income people was in short supply, and the demand has risen as foreclosures escalate. Flexible mortgage products and home ownership financial education were needed.

Banks can provide assistance through financial assistance programs and educational programs. The need for affordable housing was considered in our evaluation of performance in the Nashville AA under the Lending, Investment and Service Tests.

Funding affordable housing projects and grants for operating funds to nonprofit organizations are priorities in the Nashville AA. Service needs include technical support related to financial advice, and bankers' service on boards to provide budgeting/forecasting financial guidance.

Appendix D: Tables of Performance Data

Content of Standardized Tables

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

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

- Table 1. Lending Volume** - Presents the number and dollar amount of reportable loans originated and purchased by the bank over the evaluation period by MA/assessment area. Community development loans to statewide or regional entities or made outside the bank’s assessment area may receive positive CRA consideration. See Interagency Q&As __.12 (i) - 5 and - 6 for guidance on when a bank may receive positive CRA consideration for such loans. Refer to the CRA section of the Compliance Policy intranet page for guidance on table placement.
- Table 1. Other Products** - Presents the number and dollar amount of any unreported category of loans originated and purchased by the bank, if applicable, over the evaluation period by MA/assessment area. Examples include consumer loans or other data that a bank may provide, at its option, concerning its lending performance. This is a two-page table that lists specific categories.
- Table 2. Geographic Distribution of Home Purchase Loans** - Compares the percentage distribution of the number of loans originated and purchased by the bank in low-, moderate-, middle-, and upper-income geographies to the percentage distribution of owner-occupied housing units throughout those geographies. The table also presents market share information based on the most recent aggregate market data available.
- Table 3. Geographic Distribution of Home Improvement Loans** - See Table 2.
- Table 4. Geographic Distribution of Home Mortgage Refinance Loans** - See Table 2.

- Table 5. Geographic Distribution of Multifamily Loans** - Compares the percentage distribution of the number of multifamily loans originated and purchased by the bank in low-, moderate-, middle-, and upper-income geographies to the percentage distribution of multifamily housing units throughout those geographies. The table also presents market share information based on the most recent aggregate market data available.
- Table 6. Geographic Distribution of Small Loans to Businesses** - The percentage distribution of the number of small loans (less than or equal to \$1 million) to businesses originated and purchased by the bank in low-, moderate-, middle-, and upper-income geographies compared to the percentage distribution of businesses (regardless of revenue size) throughout those geographies. The table also presents market share information based on the most recent aggregate market data available. Because small business data are not available for geographic areas smaller than counties, it may be necessary to use geographic areas larger than the bank's assessment area.
- Table 7. Geographic Distribution of Small Loans to Farms** - The percentage distribution of the number of small loans (less than or equal to \$500,000) to farms originated and purchased by the bank in low-, moderate-, middle-, and upper-income geographies compared to the percentage distribution of farms (regardless of revenue size) throughout those geographies. The table also presents market share information based on the most recent aggregate market data available. Because small farm data are not available for geographic areas smaller than counties, it may be necessary to use geographic areas larger than the bank's assessment area.
- Table 8. Borrower Distribution of Home Purchase Loans** - Compares the percentage distribution of the number of loans originated and purchased by the bank to low-, moderate-, middle-, and upper-income borrowers to the percentage distribution of families by income level in each MA/assessment area. The table also presents market share information based on the most recent aggregate market data available.
- Table 9. Borrower Distribution of Home Improvement Loans** - See Table 8.
- Table 10. Borrower Distribution of Refinance Loans** - See Table 8.
- Table 11. Borrower Distribution of Small Loans to Businesses** - Compares the percentage distribution of the number of small loans (less than or equal to \$1 million) originated and purchased by the bank to businesses with revenues of \$1 million or less to the percentage distribution of businesses with revenues of \$1 million or less. In addition, the table presents the percentage distribution of the number of loans originated and purchased by the bank by loan size, regardless of the revenue size of the business. Market share information is presented based on the most recent aggregate market data available.

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

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

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

A bank may receive positive consideration for qualified investments in statewide/regional entities or made outside of the bank's assessment area. See Interagency Q&As __.12 (i) - 5 and - 6 for guidance on when a bank may receive positive CRA consideration for such investments. Refer to the CRA section of the Compliance Policy intranet page for guidance on table placement.

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.

Tables of Performance Data

Augusta Multistate Metropolitan Area(s)

State of Tennessee

Table 1. Lending Volume

LENDING VOLUME 31, 2008		Geography: TENNESSEE AND GEORGIA						Evaluation Period: JANUARY 1, 2005 TO DECEMBER				
MA/Assessment Area (2008):	% 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:												
Augusta Multistate	1.72	95	8,225	6	466	0	0	0	0	101	8,691	7.21
Nashville	87.45	3,654	634,746	1,462	266,091	12	1,346	8	14,434	5,136	916,617	90.71
Limited Review:												
Knoxville TN MSA	7.81	322	54,146	136	49,631	0	0	1	1,100	459	104,877	0.62
Maury County non MSA	3.02	133	16,721	38	2,027	6	614	0	0	177	19,362	1.46

* Loan Data as of December 31, 2008. Rated area refers to either state or multistate MA rating area.

** The evaluation period for Community Development Loans is from January 01, 2008 to December 31, 2008.

*** Deposit Data as of June 04, 2009. Rated Area refers to either the state, multistate MA, or institution, as appropriate.

Table 1. Other Products

LENDING VOLUME DECEMBER 31, 2008		Geography: TENNESSEE AND GEORGIA								Evaluation Period: JANUARY 1, 2005 TO				
MA/Assessment Area (2008):	% of Rated Area Loans (#) in MA/AA*	Total Optional Loans**		Small Business Real Estate Secured**		Home Equity**		Motor Vehicle**		Credit Card**		Other Secured Consumer**		% of Rated Area Deposits in AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$(000's)	
Full Review:														
Augusta Multistate	1.72	0	0	0	0	0	0	0	0	0	0	0	0	7.21
Nashville	87.45	179	42,481	179	42,481	0	0	0	0	0	0	0	0	90.71
Limited Review:														
Knoxville TN MSA	7.81	2	1,180	2	1,180	0	0	0	0	0	0	0	0	0.62
Maury County Non MSA	3.02	7	1,001	7	1,001	0	0	0	0	0	0	0	0	1.46

* Loan Data as of December 31, 2008. Rated area refers to either state or multistate MA rating area.

** The evaluation period for Optional Product Line(s) is from January 01, 2005 to December 31, 2008.

*** Deposit Data as of June 30, 2008. Rated Area refers to either the state, multistate MA, or institution, as appropriate.

Table 1. Other Products

LENDING VOLUME DECEMBER 31, 2008		Geography: TENNESSEE AND GEORGIA		Evaluation Period: JANUARY 1, 2005 TO	
MA/Assessment Area (2008):	Other Unsecured Consumer Loans*		Other Optional Loans*		
	#	\$ (000's)	#	\$ (000's)	
Full Review:					
Augusta Multistate	0	0	0	0	0
Nashville	0	0	0	0	0
Limited Review:					
Knoxville TN MSA	0	0	0	0	0
Maury County Non MSA	0	0	0	0	0

* The evaluation period for Optional Product Line(s) is from January 01, 2005 to December 31, 2008.

Table 2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE DECEMBER 31, 2008			Geography: TENNESSEE AND GEORGIA						Evaluation Period: JANUARY 1, 2005 TO						
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	Overa ll	Low	Mod	Mid	Upp
Full Review:															
Augusta Multistate	13	0.58	6.31	0.00	11.54	7.69	48.52	38.46	33.64	53.85	0.01	0.00	0.00	0.02	0.00
Nashville	1,995	88.39	1.87	1.30	13.29	9.72	57.47	59.65	27.38	29.32	0.31	0.34	0.17	0.35	0.28
Limited Review:															
Knoxville TN MSA	180	7.98	4.79	5.56	12.58	10.00	49.71	43.89	32.92	40.56	0.05	0.00	0.00	0.05	0.08
Maury County NonMSA	69	3.06	0.00	0.00	5.63	1.45	29.00	15.94	65.37	82.61	0.08	0.00	0.00	0.00	0.09

* Based on 2007 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.

**** Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT DECEMBER 31, 2008		Geography: TENNESSEE AND GEORGIA								Evaluation Period: JANUARY 1, 2005 TO					
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total*	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Over all	Low	Mod	Mid	Upp
Full Review:															
Augusta Multistate	16	10.19	6.31	6.25	11.54	50.00	48.52	31.25	33.64	12.50	0.24	0.00	1.28	0.00	0.34
Nashville	133	84.71	1.87	1.50	13.29	5.26	57.47	60.90	27.38	32.33	1.26	0.00	0.41	1.49	1.30
Limited Review:															
Knoxville TN MSA	4	2.55	4.79	0.00	12.58	0.00	49.71	50.00	32.92	50.00	0.07	0.00	0.00	0.00	0.22
Maury County NonMSA	4	2.55	0.00	0.00	5.63	25.00	29.00	25.00	65.37	50.00	0.00	0.00	0.00	0.00	0.00

* Based on 2007 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.

**** Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE 2005 TO DECEMBER 31, 2008			Geography: TENNESSEE AND GEORGIA								Evaluation Period: JANUARY 1,				
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	Overa ll	Low	Mod	Mid	Upp
Full Review:															
Augusta Multistate	66	3.69	6.31	7.58	11.54	18.18	48.52	54.55	33.64	19.70	0.00	0.00	0.00	0.00	0.00
Nashville	1,526	85.25	1.87	0.98	13.29	7.80	57.47	53.21	27.38	38.01	0.42	0.15	0.08	0.45	0.53
Limited Review:															
Knoxville TN MSA	138	7.71	4.79	2.90	12.58	15.22	49.71	32.61	32.92	49.28	0.04	0.00	0.00	0.02	0.09
Maury County NonMSA	60	3.35	0.00	0.00	5.63	0.00	29.00	13.33	65.37	86.67	0.56	0.00	0.00	0.56	0.59

* Based on 2007 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.

**** Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY DECEMBER 31, 2008			Geography: TENNESSEE AND GEORGIA								Evaluation Period: JANUARY 1, 2005 TO				
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	Overa ll	Low	Mod	Mid	Upp
Full Review:															
Augusta Multistate	0	0.00	17.07	0.00	17.97	0.00	46.70	0.00	18.27	0.00	0.00	0.00	0.00	0.00	0.00
Nashville	0	0.00	7.97	0.00	23.85	0.00	51.38	0.00	16.80	0.00	0.00	0.00	0.00	0.00	0.00
Limited Review:															
Knoxville TN MSA	0	0.00	22.60	0.00	25.85	0.00	29.25	0.00	22.29	0.00	0.00	0.00	0.00	0.00	0.00
Maury County NonMSA	0	0.00	0.00	0.00	5.10	0.00	37.38	0.00	57.52	0.00	0.00	0.00	0.00	0.00	0.00

* Based on 2007 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.

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

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES TO DECEMBER 31, 2008			Geography: TENNESSEE AND GEORGIA								Evaluation Period: JANUARY 1, 2005				
MA/Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total* *	% of Busines ses***	% BANK Loans	% of Busines ses***	% BANK Loans	% of Busines ses***	% BANK Loans	% of Busines ses***	% BANK Loans	Overal l	Low	Mod	Mid	Upp
Full Review:															
Augusta Multistate	6	0.37	12.50	0.00	13.02	0.00	41.62	50.00	32.85	50.00	0.00	0.00	0.00	0.00	0.00
Nashville	1,452	88.97	3.64	3.65	20.98	20.52	48.33	36.78	26.73	39.05	0.71	0.81	0.71	0.64	0.84
Limited Review:															
Knoxville TN MSA	136	8.33	12.07	13.97	14.93	6.62	36.42	16.91	36.55	62.50	0.23	0.39	0.14	0.10	0.33
Maury County NonMSA	38	2.33	0.00	0.00	11.74	7.89	31.92	7.89	56.34	84.21	0.34	0.00	0.40	0.00	0.49

* Based on 2007 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 (2008).

Table 7. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS 2005 TO DECEMBER 31, 2008			Geography: TENNESSEE AND GEORGIA								Evaluation Period: JANUARY 1, 2005 TO DECEMBER 31, 2008				
MA/Assessment Area:	Total Small Farm Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% of Farms* **	% BANK Loans	% of Farms* **	% BANK Loans	% of Farms* **	% BANK Loans	% of Farms* **	% BANK Loans	Overa ll	Low	Mod	Mid	Upp
Full Review:															
Augusta Multistate	0	0.00	6.47	0.00	11.42	0.00	48.49	0.00	33.62	0.00	0.00	0.00	0.00	0.00	0.00
Nashville	12	66.67	1.63	0.00	13.10	0.00	59.73	58.33	25.31	41.67	1.17	0.00	0.00	2.00	0.00
Limited Review:															
Knoxville TN MSA	0	0.00	5.41	0.00	11.13	0.00	48.57	0.00	34.89	0.00	0.00	0.00	0.00	0.00	0.00
Maury County NonMSA	6	33.33	0.00	0.00	1.16	0.00	27.17	16.67	71.68	83.33	0.00	0.00	0.00	0.00	0.00

* Based on 2007 Peer Small Business Data -- US and PR

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

*** Source Data - Dun and Bradstreet (2008).

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE DECEMBER 31, 2008		Geography: TENNESSEE AND GEORGIA								Evaluation Period: JANUARY 1, 2005 TO					
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**	% Families1	% BANK Loans**	% Families***	% BANK Loans****	% Families**	% BANK Loans****	Overall	Low	Mod	Mid	Upp
Full Review:															
Augusta Multistate	13	0.58	21.38	8.33	16.34	0.00	20.91	25.00	41.37	66.67	0.01	0.00	0.00	0.05	0.00
Nashville	1,995	88.39	18.52	7.94	17.63	21.35	23.16	24.15	40.70	46.56	0.34	0.03	0.17	0.35	0.44
Limited Review:															
Knoxville TN MSA	180	7.98	19.51	7.51	16.86	23.12	20.64	24.86	42.99	44.51	0.05	0.00	0.00	0.03	0.09
Maury County NonMSA	69	3.06	13.08	4.62	13.37	12.31	18.98	27.69	54.57	55.38	0.08	0.00	0.00	0.00	0.14

* Based on 2007 Peer Mortgage Data (Eastern)

** As a percentage of loans with borrower income information available. No information was available for 5.3% 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.

1 Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT TO DECEMBER 31, 2008		Geography: TENNESSEE AND GEORGIA									Evaluation Period: JANUARY 1, 2005				
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total* *	% Famili es***	% BANK Loans****	% Families ²	% BANK Loans****	% Families* **	% BANK Loans****	% Families* **	% BANK Loans****	Overall	Low	Mod	Mid	Upp
Full Review:															
Augusta Multistate	16	10.19	21.38	8.33	16.34	33.33	20.91	25.00	41.37	33.33	0.24	2.13	0.00	0.48	0.00
Nashville	133	84.71	18.52	7.87	17.63	12.60	23.16	20.47	40.70	59.06	1.26	0.57	0.69	1.09	1.80
Limited Review:															
Knoxville TN MSA	4	2.55	19.51	0.00	16.86	0.00	20.64	75.00	42.99	25.00	0.07	0.00	0.00	0.00	0.16
Maury County NonMSA	4	2.55	13.08	0.00	13.37	0.00	18.98	25.00	54.57	75.00	0.00	0.00	0.00	0.00	0.00

* Based on 2007 Peer Mortgage Data (Eastern)

** As a percentage of loans with borrower income information available. No information was available for 6.4% 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.

2 Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE TO DECEMBER 31, 2008		Geography: TENNESSEE AND GEORGIA										Evaluation Period: JANUARY 1, 2005				
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*					
	#	% of Total* *	% Families ***	% BANK Loans****	% Families ³	% BANK Loans****	% Families* **	% BANK Loans****	% Families* **	% BANK Loans**	Overa ll	Low	Mod	Mid	Upp	
Full Review:																
Augusta Multistate	66	3.69	21.38	13.73	16.34	25.49	20.91	31.37	41.37	29.41	0.00	0.00	0.00	0.00	0.00	
Nashville	1,526	85.25	18.52	5.48	17.63	16.60	23.16	27.14	40.70	50.78	0.47	0.29	0.22	0.54	0.57	
Limited Review:																
Knoxville TN MSA	138	7.71	19.51	10.53	16.86	21.80	20.64	21.05	42.99	46.62	0.05	0.00	0.00	0.00	0.11	
Maury County NonMSA	60	3.35	13.08	0.00	13.37	15.09	18.98	20.75	54.57	64.15	0.62	0.00	0.00	0.61	0.80	

* Based on 2007 Peer Mortgage Data (Eastern)

** As a percentage of loans with borrower income information available. No information was available for 8.3% 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.

³ Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

Table11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES TO DECEMBER 31, 2008				Geography: TENNESSEE AND GEORGIA			Evaluation Period: JANUARY 1, 2005		
MA/Assessment Area:	Total Small Loans to Businesses		Businesses With Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Market Share*	
	#	% of Total*	% of Businesses***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
Full Review:									
Augusta Multistate	6	0.37	60.25	50.00	66.67	33.33	0.00	0.00	0.00
Nashville	1,462	89.04	61.05	47.13	57.93	19.15	22.91	0.71	0.91
Limited Review:									
Knoxville TN MSA	136	8.28	62.40	28.68	19.85	29.41	50.74	0.23	0.26
Maury County NonMSA	38	2.31	53.09	65.79	86.84	7.89	5.26	0.34	0.53

* Based on 2007 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 - 2008).

**** 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 19.43% of small loans to businesses originated and purchased by the bank.

Table12. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL LOANS TO FARMS DECEMBER 31, 2008			Geography: TENNESSEE AND GEORGIA			Evaluation Period: JANUARY 1, 2005 TO			
MA/Assessment Area:	Total Small Loans to Farms		Farms With Revenues of \$1 million or less		Loans by Original Amount Regardless of Farm Size			Market Share*	
	#	% of Total*	% of Farms***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
Full Review:									
Augusta Multistate	0	0.00	96.98	0.00	0.00	0.00	0.00	0.00	0.00
Nashville	12	66.67	97.03	83.33	41.67	58.33	0.00	1.17	1.53
Limited Review:									
Knoxville TN MSA	0	0.00	96.99	0.00	0.00	0.00	0.00	0.00	0.00
Maury County NonMSA	6	33.33	98.27	66.67	50.00	50.00	0.00	0.00	0.00

* Based on 2007 Peer Small Business Data -- US and PR

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

*** Farms with revenues of \$1 million or less as a percentage of all farms (Source D&B - 2008).

**** Small loans to farms with revenues of \$1 million or less as a percentage of all loans reported as small loans to farms. No information was available for 22.22% of small loans to farms originated and purchased by the bank.

Table 14. Qualified Investments

QUALIFIED INVESTMENTS DECEMBER 31, 2008		Geography: TENNESSEE AND GEORGIA				Evaluation Period: JANUARY 1, 2005 TO			
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:									
Augusta Multistate	0	0	2	258	2	258	.90	0	0
Nashville	2	4,852	17	14,892	19	19,744	71.30	0	0
Limited Review:									
Knoxville TN MSA	0	0	2	7,675	2	7,675	27.80	0	0
Maury County NonMSA	0	0	0	0	0	0	0.00	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: TENNESSEE AND GEORGIA						Evaluation			
Period: JANUARY 1, 2005 TO DECEMBER 31, 2008																	
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:																	
Augusta Multistate	7.21	3	8.33	0.00	0.00	33.33	66.67	3	0	0	0	0	0	9.63	13.59	49.64	27.14
Nashville	90.71	31	70.60	3.23	16.13	41.94	38.71	20	2	1	3	7	7	4.56	18.12	54.12	23.20
Limited Review:																	
Knoxville TN MSA	0.62	2	27.94	0.00	0.00	50.00	0.00	2	0	0	0	0	0	9.06	14.77	45.06	31.04
Maury County NonMSA	1.46	0	0.00	0.00	0.00	0.00	0.00	0	1	0	0	0	1 0	0.00	6.60	30.14	63.27