



PUBLIC DISCLOSURE

April 22, 2013

COMMUNITY REINVESTMENT ACT PERFORMANCE EVALUATION

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

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Overall CRA Rating

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

The following table indicates the performance level of American National Bank (ANB) with respect to the Lending, Investment, and Service Tests:

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

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

The major factors that support this rating include:

- The bank’s performance in the Omaha-Council Bluffs NE-IA Multistate Metropolitan Statistical Area(MMSA) assessment area (AA) strongly influenced ANB’s overall rating. This AA accounted for 86 percent of total reported loans and deposits during the evaluation period.
- ANB’s geographic distribution of loans throughout its AAs is good.
- Distribution of loans to borrowers of different income levels and businesses of difference sizes is good.
- The bank’s record of lending to consumers and businesses within its AAs is good.
- ANB provided a high level of community development (CD) loans during the evaluation period.
- The level of qualified CD investments is good.
- Service delivery systems were reasonably accessible to geographies and individuals of different income levels.
- ANB personnel provided a good level of CD services.

Definitions and Common Abbreviations

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

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

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

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

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

ANB is a \$2 billion financial institution headquartered in Omaha, Nebraska. ANB is a wholly owned subsidiary of American National Corporation (ANC), a two-bank holding company located in Omaha, Nebraska. As of December 31, 2012, ANC had total assets of \$2.5 billion.

ANB is an interstate bank with offices located in Nebraska and Iowa. As of the start date of this examination, the bank operated 26 office locations and 57 automated teller machines (ATMs) in the Omaha-Council Bluffs NE-IA MMSA. Three of these branches were acquired from a community bank in Council Bluffs, Iowa during 2012. Two of the ATMs located in the Omaha-Council Bluffs NE-IA MMSA accept deposits. ANB operated 6 offices and 14 ATMs in the non-MSA AA, which includes Jefferson, Johnson, Otoe, and Richardson counties in Nebraska. ANB operated one branch and two ATMs in the Lincoln, NE MSA AA. Additionally, ANB operated 13 ATMs not located in any of the AAs.

ANB has two subsidiaries, American National Community Development Corporation (ANCDC) and American National Bank Financial Services, LLC. ANCDC was established in 2004 and provides financing for small businesses and affordable housing to low- and moderate-income (LMI) areas within ANB's AAs. ANB's investment in ANCDC and the subsidiary's activities were considered in this evaluation of the bank's CRA performance.

The bank offers a full range of credit products within its AAs, including agricultural, commercial, consumer, and real estate loans. ANB has developed well-established niche markets in automobile dealer paper, commercial relationship banking, and residential mortgage originations. Commercial lending represented 36 percent of ANB's loan volume during the evaluation period.

Net loans represented 65 percent of total assets as of December 31, 2012. By dollar volume, the loan portfolio was comprised of the following types of credit: 37 percent commercial and commercial real estate, 27 percent consumer, 23 percent residential real estate, 6 percent agricultural and agricultural real estate, and 5 percent construction and development. The loan portfolio mix does not reflect the volume of home purchase and refinance mortgage loans originated by ANB and sold on the secondary market. From January 1, 2009 to December 31, 2012 ANB originated 5,887 of those loans totaling \$975 million. Tier one capital totaled \$195 million as of December 31, 2012.

There are no known legal, financial, or other factors impeding the bank's ability to help meet the credit needs of its AAs. ANB received a "Satisfactory" rating at the prior CRA examination dated April 27, 2009.

Scope of the Evaluation

Evaluation Period/Products Evaluated

The evaluation period for home mortgage loans, small loans to businesses, and small loans to farms was January 1, 2009 to December 31, 2011. We based market comparisons on 2011 peer data. The evaluation period for CD loans, the Investment Test, and the Service Test was April 28, 2009 to April 22, 2013.

Data Integrity

We performed onsite verification of data available to the public that was filed as of December 31 for 2009, 2010, 2011, and 2012. This public data included HMDA information, loans to small businesses, and loans to small farms. We noted only modest errors in the HMDA and CRA data, and concluded these errors did not preclude an accurate analysis of the bank's CRA performance.

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

Selection of Areas for Full-Scope Review

In each state and MMSA where the bank has an office, a sample of AAs within that state/MMSA area was selected for full-scope reviews. Refer to the "Scope" section under each State and MMSA Rating section for details regarding how the areas were selected.

Ratings

The bank's overall rating is a blend of the MMSA rating and State of Nebraska rating. The rating for the Omaha-Council Bluffs NE-IA MMSA was weighted more heavily than the rating for the State of Nebraska, as the majority of ANB's lending and deposit activities were focused in that AA. During the evaluation period, 86 percent of total reported loans and deposits were from the Omaha-Council Bluffs NE-IA MMSA, while 14 percent of total reported loans and deposits were from the Nonmetropolitan MSA and Lincoln, Nebraska MSA AAs combined.

The State of Nebraska rating is based primarily on the area that received a full-scope review. Refer to the "Scope" section under the State of Nebraska rating section for details.

Fair Lending or Other Illegal Credit Practices Review

Pursuant to 12 C.F.R. § 25.28(c), in determining a national bank's (bank) CRA rating, the OCC considers evidence of discriminatory or other illegal credit practices in any geography by the bank, or in any assessment area by an affiliate whose loans have been considered as part of the bank's lending performance.

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

Multistate Metropolitan Statistical Area Rating

Omaha-Council Bluffs NE-IA Multistate Metropolitan Area

CRA rating for the Omaha-Council Bluffs NE-IA MMSA¹: Outstanding

The Lending Test is rated: Outstanding

The Investment Test is rated: High Satisfactory

The Service Test is rated: High Satisfactory

The major factors that support this rating include:

- ANB's lending activity in the Omaha-Council Bluffs NE-IA MMSA reflects adequate responsiveness to AA credit needs. ANB's geographic and borrower distribution of loans is good. ANB originated a substantial volume of CD loans in the Omaha-Council Bluffs NE-IA MMSA, which had a significant positive impact on the bank's Lending Test performance.
- ANB's level of qualified CD investments is good. Investments reflected a good responsiveness by the bank to meet the CD needs of the AA.
- ANB's delivery systems are reasonably accessible to geographies and individuals of different income levels throughout the Omaha-Council Bluffs NE-IA MMSA. ANB provided a good level of CD services to the AA.

Description of Institution's Operations in Omaha-Council Bluffs NE-IA MMSA

During the evaluation period, ANB had one AA comprised of a portion of the Omaha-Council Bluffs NE-IA MMSA. As of the date of this evaluation, ANB had 26 office locations and 57 ATMs in the Omaha-Council Bluffs NE-IA MMSA AA. The Omaha-Council Bluffs NE-IA MMSA was ANB's major market and accounted for approximately 86 percent of the bank's deposits and 86 percent of all reported loans in the evaluation period.

ANB reported \$1.37 billion in deposits in the Omaha-Council Bluffs NE-IA MMSA as of June 30, 2012. According to FDIC deposit market share information as of that date, this ranked ANB fifth in the AA with a deposit market share of just over six percent.

Throughout the Omaha-Council Bluffs NE-IA MMSA, ANB offered a full range of credit products, including consumer, commercial, and real estate loans. Specifically in the Omaha-Council Bluffs NE-IA MMSA, the bank has well established niche markets in automobile dealer paper, commercial relationship banking, and residential mortgage originations.

Refer to the market profile for the Omaha-Council Bluffs NE-IA MMSA in Appendix C for detailed demographics and other performance context information for this AA.

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

Scope of Evaluation in Omaha-Council Bluffs NE-IA MMSA

ANB had only one AA in the Omaha-Council Bluffs NE-IA MMSA. The MMSA rating was based on a full-scope review of this area. Please refer to the table in Appendix A for more information.

When determining conclusions for the Lending Test, we weighted loan products by number of loans over the evaluation period. Home mortgage loans were weighted more heavily than small loans to businesses and farms in the Omaha-Council Bluffs NE-IA MMSA. Home mortgage loans comprised 83 percent of the total reported loans, while small loans to businesses accounted for 12 percent and small loans to farms accounted for 5 percent of total reported loans. Among HMDA loan categories, home mortgage refinance, home purchase, and home improvement loans represented 60 percent, 28 percent, and 11 percent, respectively, of total reported loans.

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

LENDING TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Lending Test in the Omaha-Council Bluffs NE-IA MMSA is rated "Outstanding". Based on a full-scope review, the bank's performance in the Omaha-Council Bluffs NE-IA MMSA is excellent.

Lending Activity

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

ANB's lending activity in the Omaha-Council Bluffs NE-IA MMSA reflects adequate responsiveness to the credit needs of the AA. ANB originated 4,826 home mortgage loans totaling \$733 million, 674 small loans to businesses totaling \$127 million, 20 small loans to farms totaling \$1.6 million, and 18 CD loans totaling \$48 million during the evaluation period.

To analyze lending activity at ANB, we compared the bank's deposit market share with its lending market share for each loan product. In comparing market share percentages, we took into consideration the fact that deposit market share analysis only included deposit-taking financial institutions with one or more offices in the AA. However, the lending market share calculations included lenders who did not have deposit-taking facilities in the AA, as well as some non-bank lenders.

Based on FDIC market share data as of June 30, 2012, there were 58 deposit-taking institutions with 299 offices in the AA. ANB was the fifth largest deposit-taking financial institution with a market share of six percent.

Home mortgage loans represent the majority of ANB's CRA lending activity, accounting for 83 percent of loan volume by number and 77 percent of loan volume by dollar. ANB's market share for home improvement loans was excellent. ANB ranked third out of 87 lenders in the MMSA with a market share of 11 percent for home improvement loans. ANB's market share for home purchase and refinance loans was adequate. ANB ranked seventh out of 208 lenders in the MMSA with a market share of 4 percent for home purchase loans. ANB ranked fifth out of 251 lenders in the MMSA with a market share of four percent for refinance loans.

Small loans to businesses account for 12 percent of ANB's loan volume by number and 14 percent of loan volume by dollar. ANB's market share for small business loans was excellent. ANB ranked eighth out of 63 lenders in the MMSA with a market share of eleven percent for small loans to businesses.

Distribution of Loans by Income Level of the Geography

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 and purchases.

In evaluating the geographic distribution of home loans in the MMSA, it is important to note the number of low- and moderate-income CTs and the population/housing distribution in these CTs. Based on 2000 Census data, the MMSA contains 7 low-income CTs and 47 moderate-income CTs. There are 4,696 households living in low-income CTs and 58,601 households living in moderate-income CTs. Eight percent of the households in the MMSA, or 20,163 households, are living below the poverty level. Only one percent of housing units located in low-income CTs are owner-occupied units, compared to 17 percent in moderate-income CTs. Given the demographics of the MMSA, more weight was placed on ANB's performance in moderate-income CTs as opportunities to lend there were greater.

The geographic distribution of home mortgage loans was good in the Omaha-Council Bluffs NE-IA MMSA.

Home Purchase Loans

The geographic distribution of home purchase loans was good in the Omaha-Council Bluffs NE-IA MMSA. ANB's percentage of home purchase loans in low-income CTs was significantly lower than the percentage of owner-occupied housing units. ANB's percentage of home purchase loans in moderate-income CTs was slightly lower than the percentage of owner-occupied housing units. However, ANB's market share in low- and moderate-income CTs significantly exceeded its overall market share for home purchase loans.

Home Improvement Loans

The geographic distribution of home improvement loans was good in the Omaha-Council Bluffs NE-IA MMSA. ANB's percentage of home improvement loans in low- and moderate-income CTs was somewhat lower than the percentage of owner-occupied housing units. ANB's market share in low-income CTs significantly exceeded its overall market share for home

improvement loans. ANB's market share in moderate-income CTs exceeded its overall market share for home improvement loans.

Home Refinance Loans

The geographic distribution of home refinance loans was good in the Omaha-Council Bluffs NE-IA MMSA. ANB's percentage of home refinance loans in low- and moderate-income CTs was significantly lower than the percentage of owner-occupied housing units. ANB's market share in low-income CTs significantly exceeded its overall market share for home refinance loans. ANB's market share in moderate-income CTs exceeded its overall market share for home refinance loans.

Small Loans to Businesses

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

Based on 2010 business demographic data, there were 830 non-farm businesses, representing two percent of total MMSA non-farm businesses, located in low-income CTs and 6,978 non-farm businesses, representing 16 percent of MMSA non-farm businesses, located in moderate-income CTs.

ANB's geographic distribution of small loans to businesses was excellent in the Omaha-Council Bluffs NE-IA MMSA. ANB's percentage of small loans to businesses in low-income CTs significantly exceeded the percentage of businesses in these tracts. ANB's percentage of small loans to businesses in moderate-income CTs was near the percentage of businesses in these tracts. ANB's market share in low- and moderate-income CTs significantly exceeded its overall market share for small loans to businesses.

Lending Gap Analysis

Data detailing ANB's lending activity over the evaluation period for home mortgage loans and small loans to businesses did not identify any conspicuous gaps in the bank's lending. ANB originated at least one home mortgage or small loan to businesses in each CT in the MMSA during the evaluation period, with the exception of one small CT in downtown Omaha. There are limited home mortgage and small business lending opportunities in this CT, which is also home to ANB's primary competitor.

Inside/Outside Ratio

ANB originated a high percentage of home mortgage and CRA reportable loans within its AAs during the evaluation period. The inside/outside ratio was calculated on a bank wide basis. Seventy percent of the bank's loans by number and 74 percent of the loans by dollar were originated or purchased within ANB's AAs.

Distribution of Loans by Income Level of the Borrower

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.

In evaluating the income distribution of home loans in the MMSA, it is important to note the number of low- and moderate-income families in the MMSA. Based on 2000 Census data, there are 167 thousand families living in the MMSA. Seventeen percent of the families are considered low-income and 19 percent are considered moderate-income. Additionally, eight percent of the households in the MMSA are living below the poverty level. More weight was placed on ANB's performance related to moderate-income households due to the difficulties low-income families and families living below the poverty level have in qualifying for mortgage loans, especially due to the tightened credit standards during the economic downturn that occurred during this evaluation period.

The borrower income distribution of home mortgage loans in the Omaha-Council Bluffs NE-IA MMSA was good.

Home Purchase Loans

The borrower income distribution of home purchase loans was excellent in the Omaha-Council Bluffs NE-IA MMSA. ANB's percentage of home purchase loans to low-income borrowers was somewhat lower than the percentage of low-income families in the MMSA. ANB's percentage of home purchase loans to moderate-income borrowers significantly exceeded the percentage of moderate-income families in the MMSA. ANB's market share for low-income borrowers met the bank's overall market share for home purchase loans. ANB's market share for moderate-income borrowers substantially meets its overall market share for home purchase loans.

Home Improvement Loans

The borrower income distribution for home improvement loans was adequate in the Omaha-Council Bluffs NE-IA MMSA. ANB's percentage of home improvement loans to low-income borrowers was somewhat lower than the percentage of low-income families in the MMSA. ANB's percentage of home improvement loans to moderate-income borrowers was near the percentage of moderate-income families in the MMSA. ANB's market share for low-income borrowers exceeded the bank's overall market share for home improvement loans; however, the market share for moderate-income borrowers was below the bank's market share for home improvement loans.

Home Refinance Loans

The borrower income distribution for home refinance loans was adequate in the Omaha-Council Bluffs NE-IA MMSA. ANB's percentage of home refinance loans to low-income borrowers was significantly lower than the percentage of low-income families in the MMSA. ANB's percentage of home refinance loans to moderate-income borrowers was near the percentage of moderate-income families in the MMSA. ANB's market share for low-income

borrowers significantly exceeded its market share for home refinance loans. ANB's market share for moderate-income borrowers substantially meets the bank's market share for home refinance loans.

Small Loans to Businesses

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

ANB's distribution of small loans to businesses with revenues of \$1 million or less was good in the Omaha-Council Bluffs NE-IA MMSA. The percentage of loans to businesses with revenues of \$1 million or less was somewhat lower than the volume of businesses with those revenues. ANB's market share for small loans to businesses significantly exceeded the bank's overall market share of businesses with revenues of \$1 million or less. Fifty-seven percent of ANB's business loans originated at \$100 thousand or less.

Community Development Lending

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

CD lending levels had a significant positive impact on the Lending Test conclusion in the Omaha-Council Bluffs NE-IA MMSA. ANB provided a high level of CD loans to the MMSA during the evaluation period. ANB originated 18 loans totaling \$48 million during the evaluation period that directly benefited the MMSA. This accounts for 25 percent of tier one capital as of December 31, 2012.

CD loans were responsive to a variety of community needs identified by community contacts. Twelve of the loans, totaling \$37 million, supported affordable housing; three of the loans, totaling \$8 million, supported community services; and three loans, totaling \$4 million, supported economic development.

Product Innovation and Flexibility

ANB makes use of flexible lending products in a safe and sound manner to address the credit needs of LMI individuals and geographies. This had a positive impact on our analysis of Lending Test performance.

ANB participated in several loan programs sponsored by the federal government and a loan program sponsored by the state government that primarily serve LMI home mortgage applicants. These loan programs generally offered reduced down payment requirements, lower closing costs, lower interest rates, and more liberal underwriting criteria than conventional loans.

INVESTMENT TEST

Conclusions for Areas Receiving Full-Scope Reviews

Refer to table 13 in Appendix D for the facts and data used to evaluate the bank's level of qualified investments.

The bank's performance under the Investment Test in the Omaha-Council Bluffs NE-IA MMSA is rated "High Satisfactory". Based on a full-scope review, the bank's performance in the Omaha-Council Bluffs NE-IA MMSA is good.

ANB's dollar volume of qualifying investments, grants, and donations demonstrates a good level of qualified investments. This conclusion considers the numerous investment opportunities within this MMSA and the bank's ability to address these needs. In total, ANB had \$881 thousand in qualified investments, \$416 thousand in charitable donations, and \$300 thousand in capital injections made to an affiliated CD corporation. All of these investments directly benefit the MMSA or the statewide and regional area.

Qualified investments include two different investments serving the Omaha-Council Bluffs NE-IA MMSA or statewide region. The Douglas County Nebraska Housing Authority Series bond serves the Omaha-Council Bluffs NE-IA MMSA. The GNMA mortgage-backed security includes 10 loans, five of which serve the MMSA. Both investments primarily serve LMI individuals. In addition, the bank made multiple charitable donations to organizations with CD as their primary purpose.

During the evaluation period, ANB also made a qualified investment of \$300 thousand into the ANCDC. During the evaluation period, ANCDC's actions primarily benefited the Omaha-Council Bluffs NE-IA MMSA.

SERVICE TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Service Test in the Omaha-Council Bluffs NE-IA MMSA is rated "High Satisfactory". Based on a full-scope review, the bank's performance in the Omaha-Council Bluffs NE-IA MMSA is good.

Retail Banking Services

Refer to Table 14 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.

ANB's service delivery systems were reasonably accessible to geographies and individuals of different income levels throughout the Omaha-Council Bluffs NE-IA MMSA. The percentage of the bank's branches in LMI census tracts was comparable to the percentage of the population that resided in those areas.

ANB's record of opening and closing branches did not adversely affect the accessibility of its delivery systems, particularly in LMI geographies or to LMI individuals. During the evaluation period, ANB did not close any branches in LMI geographies. One branch was relocated from a middle-income geography to another middle-income CT. In 2012, ANB acquired pieces of a lowa-based bank, resulting in two new branches in middle income CTs and a non-branch loan production office in a middle-income CT.

The bank's hours and services offered throughout the Omaha-Council Bluffs NE-IA MMSA were good. Hours and services did not vary in a way that inconvenienced the assessment area, including LMI areas. Office hours varied slightly among locations based upon customer needs; however, all offices were open at least seven hours per day Monday through Friday. The majority of locations with drive through capabilities also offered extended hours. Upon request, bank officers accommodated customers after hours to take loan applications, close loans, and open accounts. The bank's complete line of products and services were generally available at each branch.

The bank's ATM network offered a good alternative system for delivering retail banking services to LMI individuals and geographies. ANB operated 57 ATMs throughout the Omaha-Council Bluffs NE-IA MMSA. By geography income level, 16 percent were in low-, 14 percent were in moderate-, 44 percent were in middle-, and 26 percent were in upper-income CTs. This was comparable to the distribution of the total population throughout the MMSA.

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

Community Development Services

The bank's performance under the Service Test in the Omaha-Council Bluffs NE-IA MMSA is good. Bank employees provided a relatively high volume of CD services to numerous organizations serving this AA or the statewide region. Bank personnel lent their expertise to nearly 25 organizations with nearly three thousand service hours during the evaluation period. Organizations benefiting from the bank's community development services were involved in a variety of CD activities including community services targeted to LMI individuals, economic development activities, and affordable housing programs.

The following are examples of some of the CD services provided in the Omaha-Council Bluffs NE-IA MMSA:

- The bank served as sponsor to nine different organizations with 16 different projects under Federal Home Loan Bank (FHLB) affordable housing grants. The majority of the affordable housing projects directly benefited the MMSA or statewide area.
- The bank served as a sponsor to one organization each year under an FHLB economic development grant. The grants targeted job creation of wage and permanent staff positions in the MMSA.
- The bank provided Habitat for Humanity loans with free loan servicing. This included collecting loan payments, tracking loan status, and escrow accounting. All loan servicing fees were waived for these loans.

- One employee served as the Board President of an affordable housing organization. The organization provides financial counseling, foreclosure prevention, and homeless prevention programs to LMI persons. A mortgage loan officer also participated in the organization's Homebuyer Education Program.
- One employee served as a Loan Committee member of a local small business network organization.

State Rating

State of Nebraska

CRA Rating for State of Nebraska²: Satisfactory

The Lending Test is rated: Outstanding

The Investment Test is rated: Low Satisfactory

The Service Test is rated: Low Satisfactory

The major factors that support this rating include:

- ANB's lending activity in the Nonmetropolitan Nebraska AA reflects excellent responsiveness to AA credit needs. ANB's geographic and borrower distribution of loans is adequate. ANB originated a significant volume of CD loans in the Lincoln MSA and a satisfactory volume of CD loans in the Nonmetropolitan Nebraska AA, which had a significant positive impact on the bank's Lending Test performance.
- ANB's level of qualified CD investments is adequate. Investments reflected satisfactory responsiveness by the bank to meet the CD needs of the AA.
- ANB's delivery systems are reasonably accessible to geographies and individuals of different income levels throughout the Nonmetropolitan Nebraska AA. ANB provided an adequate level of CD services to the AA.
- Performance varied in the Lincoln MSA AA. CD lending performance in the Lincoln MSA AA had a significant positive impact on the overall Lending Test rating. The Lincoln MSA AA was a relatively small portion of the bank's overall market and only accounted for one percent of ANB's total deposits and four percent of ANB's total loans.

Description of Institution's Operations in Nebraska

During the evaluation period, ANB had two AAs in Nebraska, including the metropolitan area of Lincoln, Nebraska and the nonmetropolitan area of Jefferson, Johnson, Otoe, and Richardson counties. As of the date of this evaluation, ANB had six offices and six ATMs throughout the Nonmetropolitan Nebraska AA and one office location and two ATMs in the Lincoln MSA AA.

Combined, the two Nebraska AAs comprised 14 percent of ANB's total deposits as of June 30, 2012, and 15 percent of all reported loans during the evaluation period. The Nonmetropolitan Nebraska AA made up a greater portion of these two AAs. Approximately 72 percent of deposits and 74 percent of loans in these two AAs were in the Nonmetropolitan Nebraska AA.

² For institutions with branches in two or more states in a multistate metropolitan area, this statewide evaluation does not reflect performance in the parts of this state contained within the multistate metropolitan area. Refer to the Multistate Metropolitan Statistical Area rating and discussion for the rating and evaluation of the institution's performance in that area.

ANB reported \$229 million in deposits in the two Nebraska AAs as of June 30, 2012. According to FDIC deposit market share information as of that date, this ranked ANB first in the Nonmetropolitan Nebraska AA with a deposit market share of 14 percent. In the Lincoln MSA AA, ANB ranked twelfth out of 24 institutions with one percent deposit market share.

Throughout the two AAs in Nebraska, ANB offered a full range of credit products, including consumer, commercial, and real estate loans. In the nonmetropolitan areas, agricultural loans were also a primary business focus.

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

Scope of Evaluation in Nebraska

We performed a full-scope review of CRA performance in the Nonmetropolitan Nebraska AA and performed a limited-scope review of the Lincoln MSA AA. ANB's market was larger in the Nonmetropolitan Nebraska AA compared to the Lincoln MSA AA.

When determining conclusions for the Lending Test, we weighted loan products by number of loans over the evaluation period. Home mortgage loans and small loans to farms were weighted more heavily than small loans to businesses in the Nonmetropolitan Nebraska AA. Home mortgage loans comprised 50 percent of the total reported loans and small loans to farms comprised 37 percent of total reported loans. Small loans to businesses accounted for 13 percent of total reported loans. Among HMDA loan categories, home mortgage refinance, home improvement, and home purchase loans represented 42 percent, 34 percent, and 22 percent, respectively, of total reported loans.

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

LENDING TEST

Conclusions for Areas Receiving Full-Scope Reviews

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

Lending Activity

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

ANB's lending activity in the Nonmetropolitan Nebraska AA reflects excellent responsiveness to the credit needs of the AA. ANB originated 337 home mortgage loans totaling \$21 million, 89 small loans to businesses totaling \$7 million, 247 small loans to farms totaling \$16 million, and one CD loan totaling \$6 million during the evaluation period.

To analyze lending activity at ANB, we compared the bank's deposit market share with its lending market share for each loan product. In comparing market share percentages, we took into consideration that deposit market share analysis only included deposit-taking financial institutions with one or more offices in the AA. However, the lending market share calculations included lenders who did not have deposit-taking facilities in the AA, as well as some non-bank lenders. Additionally, comprehensive market share data included only institutions required to report HMDA data.

Based on FDIC market share data as of June 30, 2012, there were 20 deposit-taking institutions with 39 offices in the AA. ANB was the largest deposit-taking financial institution with a market share of 14 percent.

Home mortgage loans represent ANB's primary CRA lending activity in the AA, accounting for 50 percent of loan volume by number and 42 percent of loan volume by dollar. ANB's market share for home improvement loans was excellent. ANB ranked first out of 21 lenders in the Nonmetropolitan Nebraska AA with a market share of 45 percent for home improvement loans. ANB's market share for home purchase loans was adequate. ANB ranked second out of 50 lenders with a market share of 11 percent for home purchase loans. ANB's market share for home refinance loans was significantly below its deposit market share. ANB ranked second out of 66 lenders in the Nonmetropolitan AA with a market share of nine percent for home refinance loans.

Small loans to farms represented 37 percent of ANB's loans by volume and 33 percent of loan volume by dollar. ANB's market share for small loans to farms was excellent. ANB ranked second out of 13 lenders in the Nonmetropolitan Nebraska AA with a market share of 38 percent for small loans to farms.

Small loans to businesses account for 13 percent of ANB's loan volume by number and 14 percent of loan volume by dollar. ANB's market share for small business loans was excellent. ANB ranked third out of 23 lenders in the Nonmetropolitan Nebraska AA with a market share of 19 percent for small loans to businesses.

Distribution of Loans by Income Level of the Geography

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 and purchases.

In evaluating the borrower distribution of home loans in the Nonmetropolitan Nebraska AA, it is important to note the number of low- and moderate-income CTs and the population/housing distribution in these CTs. Based on 2000 Census data, the Nonmetropolitan Nebraska AA contains no low-income CTs and one moderate-income CT. There are 722 households living in the moderate-income CT. Ten percent of the households in the Nonmetropolitan Nebraska AA, or 1,523 households, are living below the poverty level. Only four percent of the housing units located in the moderate-income CT are owner-occupied units.

The geographic distribution of home mortgage loans was adequate in the Nonmetropolitan Nebraska AA.

Home Purchase Loans

The geographic distribution of home purchase loans in the Nonmetropolitan Nebraska AA was excellent. ANB's percentage of home purchase loans in the moderate-income CT was somewhat lower than the percentage of owner-occupied housing units. However, ANB's market share in the moderate-income CT significantly exceeded its overall market share for home purchase loans.

Home Improvement Loans

The geographic distribution of home improvement loans was good in the Nonmetropolitan Nebraska AA. ANB's percentage of home improvement loans in the moderate-income CT was significantly lower than the percentage of owner-occupied housing units. However, ANB's market share in the moderate-income CT significantly exceeded its overall market share for home improvement loans.

Home Refinance Loans

The geographic distribution of home refinance loans was very poor in the Nonmetropolitan Nebraska AA. ANB's percentage of home refinance loans in the moderate-income CT was significantly lower than the percentage of owner-occupied housing units. ANB's market share in the moderate-income CT was also significantly below its overall market share for home refinance loans. As noted above, ANB's opportunities for providing home mortgage refinance loans to this CT were limited.

Small Loans to Businesses

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

Based on 2010 business demographic data, there were 224 non-farm businesses, representing seven percent of total AA non-farm businesses, located in the moderate-income CT of the Nonmetropolitan Nebraska AA.

ANB's geographic distribution of small loans to businesses was adequate in the Nonmetropolitan Nebraska AA. ANB's percentage of small loans to businesses in the moderate-income CT exceeded the percentage of businesses in this tract. However, ANB's market share in the moderate-income CT was significantly below its overall market share for small loans to businesses.

Small Loans to Farms

Refer to Table 7 in Appendix D for the facts and data used to evaluate the geographic distribution of the bank's originations and purchases of small loans to farms.

Based on 2010 business demographic data, there were four farms, representing less than one percent of total AA farms, located in the moderate-income CT of the Nonmetropolitan Nebraska AA. ANB did not provide loans to any of these farms; however, their opportunity to do so was limited.

Lending Gap Analysis

Data detailing ANB's lending activity over the evaluation period for home mortgage loans, small loans to businesses, and small loans to farms did not identify any conspicuous gaps in the bank's lending. ANB originated at least one home mortgage or small loan to a business in each CT in the AA during the evaluation period.

Inside/Outside Ratio

ANB originated a high percentage of home mortgage and CRA reportable loans within its AAs during the evaluation period. The inside/outside ratio was calculated on a bank wide basis. Seventy percent of the bank's loans by number and 74 percent of the loans by dollar were originated or purchased within ANB's AAs.

Distribution of Loans by Income Level of the Borrower

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.

In evaluating the income distribution of home loans in the Nonmetropolitan Nebraska AA, it is important to note the number of low- and moderate-income families in the AA. Based on 2000 Census data, there are 10,455 families living in the AA. Seventeen percent of the families in the AA are considered low-income and twenty percent of the families are considered moderate-income. Additionally, ten percent of the households in the AA are living below the poverty level. More weight was placed on ANB's performance related to moderate-income households due to the difficulties low-income families and families living below the poverty

level have in qualifying for mortgage loans, especially due to the tightened credit standards during the economic downturn that occurred during this evaluation period.

The borrower income distribution of home mortgage loans in the Nonmetropolitan Nebraska AA was adequate.

Home Purchase Loans

The borrower income distribution of home purchase loans was excellent in the Nonmetropolitan Nebraska AA. ANB's percentage of home purchase loans to low-income families significantly exceeded the percentage of low-income families in the AA. ANB's percentage of home purchase loans to moderate-income borrowers exceeded the percentage of moderate-income families in the AA. ANB's market share for low- and moderate-income borrowers significantly exceeded its overall market share for home purchase loans.

Home Improvement Loans

The borrower income distribution for home improvement loans was adequate in the Nonmetropolitan Nebraska AA. ANB's percentage of home improvement loans to low-income borrowers was somewhat lower than the percentage of low-income families in the AA. ANB's percentage of home improvement loans to moderate-income borrowers significantly exceeded the percentage of moderate-income families in the AA. ANB's market share for low-income borrowers was significantly below the bank's overall market share for home improvement loans. The market share for moderate-income borrowers was below the bank's market share for home improvement loans.

Home Refinance Loans

The borrower income distribution for home refinance loans was adequate in the Nonmetropolitan Nebraska AA. ANB's percentage of home refinance loans to low-income borrowers was significantly lower than the percentage of low-income families in the AA. ANB's percentage of home refinance loans to moderate-income borrowers was near the percentage of moderate-income families in the AA. ANB's market share for low-income borrowers was below its market share for home refinance loans; however, ANB's market share for moderate-income borrowers significantly exceeded the bank's market share for home refinance loans.

Small Loans to Businesses

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

ANB's distribution of small loans to businesses with revenues of \$1 million or less was excellent in the Nonmetropolitan Nebraska AA. The percentage of loans to businesses with revenues of \$1 million or less was near the volume of businesses with those revenues. ANB's market share for small loans to businesses significantly exceeded the bank's overall market share of businesses with revenues of \$1 million or less. Eighty-two percent of ANB's business loans originated at \$100 thousand or less in the Nonmetropolitan Nebraska AA.

Small Loans to Farms

Refer to Table 12 in Appendix D for the facts and data used to evaluate the borrower distribution of the bank's origination and purchase of small loans to farms.

ANB's distribution of small loans to farms with revenues of \$1 million or less was good in the Nonmetropolitan Nebraska AA. The percentage of loans to farms with revenues of \$1 million or less was near the volume of farms with those revenues. ANB's market share of small loans to farms significantly exceeded the bank's overall market share of farms with revenues of \$1 million or less. Eighty-four percent of ANB's farm loans originated at \$100 thousand or less in the Nonmetropolitan Nebraska AA.

Community Development Lending

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

CD lending levels had a positive impact on the Lending Test conclusion in the Nonmetropolitan Nebraska AA. ANB provided one CD loan totaling \$5.8 million to the AA during the evaluation period. While the volume of loans is low, there were very limited opportunities for CD lending in the Nonmetropolitan AA during the evaluation period. The CD loan accounts for three percent of tier one capital as of December 31, 2012.

Product Innovation and Flexibility

ANB makes use of flexible lending products in a safe and sound manner to address the credit needs of LMI individuals and geographies. This had a positive impact on our analysis of Lending Test performance.

ANB participated in several loan programs sponsored by the federal government and a loan program sponsored by the state government that primarily serve LMI home mortgage applicants. These loan programs generally offered reduced down payment requirements, lower closing costs, lower interest rates, and more liberal underwriting criteria than conventional loans.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the Lending Test in the Lincoln MSA AA is not inconsistent with the bank's overall "Outstanding" performance under the Lending Test in Nebraska. In the Lincoln MSA AA the bank's geographic and borrower distribution performance is stronger than the bank's overall performance in the state. Additionally, ANB originated six CD loans totaling \$19.1 million during the evaluation period that directly benefited the Lincoln MSA AA. This accounts for 10 percent of tier 1 capital as of December 31, 2012. Five of the loans, totaling \$15.6 million, supported community services and one loan, totaling \$3.5 million, supported economic development. Management's CD

efforts in the Lincoln MSA AA had a significant positive impact on the Lending Test rating, and were used to support a Lending Test conclusion of “Outstanding”.

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

INVESTMENT TEST

Conclusions for Areas Receiving Full-Scope Reviews

Refer to table 13 in Appendix D for the facts and data used to evaluate the bank’s level of qualified investments.

The bank’s performance under the Investment Test in the Nonmetropolitan Nebraska AA is rated “Low Satisfactory”. Based on a full-scope review, the bank’s performance in the Nonmetropolitan Nebraska AA is adequate.

ANB’s dollar volume of qualifying investments, grants, and donations demonstrates an adequate level of qualified investments. This conclusion considers the limited investment opportunities within this AA and the bank’s ability to address these needs. In total, ANB had eight donations totaling \$27 thousand during the evaluation period. The donations were to organizations that provide community services in the AA.

Conclusions for Area Receiving Limited-Scope Reviews

Based on a limited-scope review, the bank’s performance under the Investment Test in the Lincoln MSA AA is inconsistent with the bank’s overall “Low Satisfactory” performance under the Investment Test in Nebraska. In the Lincoln MSA AA the bank’s performance is stronger than the bank’s overall performance in the state. The stronger performance was due to the higher volume of qualified investments; however, the opportunity for investments was higher in this AA.

ANB provided 12 donations totaling \$31 thousand to CD organizations located in or serving the Lincoln MSA AA. Qualified investments also include one FNMA mortgage-backed security, one GNMA mortgage-backed security, and one prior period investment with a balance of \$101 thousand. The FNMA mortgage-backed security included 10 loans, nine of which were made in the Lincoln MSA AA. The bank’s prior period investment to the Lincoln Nebraska Housing Authority solely serves the Lincoln MSA AA.

Refer to Table 13 in Appendix D for the facts and data that support these conclusions.

SERVICE TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank’s performance under the Service Test in Nebraska is rated “Low Satisfactory”. Based on a full-scope review, the bank’s performance in the Nonmetropolitan Nebraska AA is adequate.

Retail Banking Services

Refer to Table 14 in Appendix D for the facts and data used to evaluate the distribution of the bank's branch delivery system and branch openings and closings.

The bank's service delivery systems were reasonably accessible to geographies and individuals of different income levels. During the evaluation period, ANB operated one branch in a moderate-income CT. There was only one moderate-income CT in the AA.

ANB's record of opening and closing branches did not adversely affect the accessibility of its delivery systems to LMI individuals in the Nonmetropolitan Nebraska AA. ANB did not open, close, or relocate any branches in this AA during the evaluation period.

The bank's hours and services offered throughout the Nonmetropolitan Nebraska AA were good. Hours and services did not vary in a way that inconvenienced the AA, including the moderate-income CT. Office hours varied slightly among locations based upon customer needs; however, all offices were open at least eight hours per day Monday through Friday. Upon request, bank officers accommodated customers after hours to take loan applications, close loans, and open accounts. The bank's complete line of products and services were generally available at each branch.

The bank's ATM network offered a good alternative delivery system for delivering retail banking services to LMI individuals and geographies. ANB operated six ATMs throughout the Nonmetropolitan Nebraska AA. By geography income level, all ATMs were in middle-income CTs. However, there was only one moderate-income CT in the AA, and ATMs are accessible to residents of that CT. The distribution of ATMs was comparable to the distribution of total population throughout the AA.

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

Community Development Services

The bank's performance under the Service Test in the Nonmetropolitan Nebraska AA is adequate. Bank representatives provided an adequate volume of CD services by participating in organizations that benefit LMI individuals, promote economic development, and provide affordable housing. Bank personnel provided services to four different organizations serving the Nonmetropolitan Nebraska AA or statewide region during the evaluation period. The limited opportunities to respond to community needs were considered when evaluating the bank's performance.

The following are examples of some of the CD services provided in the Nonmetropolitan Nebraska AA:

- Two employees served as Board Members for the Southeast Nebraska Affordable Housing Council, which subsidizes down payments for low-income home buyers.
- One employee served as a Board Member and Treasurer on the Southeast Nebraska Community Action organization. The organization subsidizes down payments and provides homebuyer education services to LMI individuals.
- One employee served as a Board Member on an organization that promotes state- and region-wide affordable housing.
- One employee served as a Board Member for a regional food bank organization.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the Service Test in the Lincoln MSA AA is not inconsistent with the bank's overall "Low Satisfactory" performance under the Service Test in Nebraska.

Refer to Table 15 in 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): 01/01/09 to 12/31/11 CD Loans: 04/28/09 to 04/22/13 Investment and Service Tests: 04/28/09 to 04/22/13	
Financial Institution	Products Reviewed	
American National Bank Omaha, Nebraska	Home Mortgage loans, Small loans to businesses and farms, Community Development (CD) loans, investments, and services	
Affiliate(s)	Affiliate Relationship	Products Reviewed
NONE		
List of Assessment Areas and Type of Examination		
Assessment Area	Type of Exam	Other Information
Omaha-Council Bluffs NE-IA MMSA	Full-Scope	Metropolitan AA consisting of Douglas, Sarpy, and Cass Counties in Nebraska and Pottawattamie and Harrison Counties in Iowa
State of Nebraska Nonmetropolitan Nebraska	Full-Scope	Nonmetropolitan AA in southeast Nebraska consisting of Jefferson, Johnson, Otoe, and Richardson Counties
Lincoln Nebraska MSA	Limited-Scope	Metropolitan AA consisting of census tracts located in Lincoln, Nebraska in Lancaster County

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

RATINGS		AMERICAN NATIONAL BANK		
Overall Bank:	Lending Test Rating*	Investment Test Rating	Service Test Rating	Overall Bank/State/Multistate Rating
American National Bank	Outstanding	High Satisfactory	High Satisfactory	Outstanding
Multistate Metropolitan Statistical Area or State:				
Omaha-Council Bluffs NE-IA MMSA	Outstanding	High Satisfactory	High Satisfactory	Outstanding
State of Nebraska	Outstanding	Low Satisfactory	Low Satisfactory	Satisfactory

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

Appendix C: Market Profiles for Full-Scope Areas

Omaha-Council Bluffs NE-IA MMSA

Demographic Information for Full-Scope Area: Omaha-Council Bluffs NE-IA MMSA						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	196	3.57	23.98	46.43	26.02	0.00
Population by Geography	649,124	2.32	23.37	48.21	26.09	0.00
Owner-Occupied Housing by Geography	163,890	1.17	17.21	51.45	30.17	0.00
Businesses by Geography	68,330	1.69	15.15	48.56	34.60	0.00
Farms by Geography	2,781	0.36	6.04	66.31	27.29	0.00
Family Distribution by Income Level	166,979	17.02	18.56	24.47	39.95	0.00
Distribution of Low- and Moderate-Income Families throughout AA Geographies	59,410	3.83	36.47	48.03	11.68	0.00
Median Family Income	53,995	Median Housing Value				106,695
HUD Adjusted Median Family Income for 2011	70,600	Unemployment Rate (2000 US Census)				1.94%
Households Below Poverty Level	8%					

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

Source: 2000 U.S. Census and 2010 HUD updated MFI.

ANB designated Douglas, Sarpy, and Cass counties in Nebraska, as well as Pottawattamie and Harrison counties in Iowa as their Omaha-Council Bluffs NE-IA MMSA AA. The MMSA consisted of five counties in Nebraska and three counties in Iowa; however, ANB limited their AA to the area where the majority of its lending and banking services were available. The CTs excluded from the bank's AA were not geographically close in proximity to any ANB branch. Including these geographies in the bank's AA would have made the area too large for the bank to reasonably serve. Please refer to the bank's CRA Public File for a map and list of CTs within the Omaha-Council Bluffs NE-IA MMSA AA.

The AA contained ANB's main office, 26 branches, and 57 ATMs. As of June 30, 2012, 86 percent of the bank's deposits were attributed to this area. Over the evaluation period, the bank originated 85 percent of its reported loans within the Omaha-Council Bluffs NE-IA MMSA AA.

The bank's deposits in the Omaha-Council Bluffs NE-IA MMSA AA totaled approximately \$1.4 billion as of June 30, 2012. Based on FDIC deposit market share data as of that date, ANB was the fifth largest deposit-taking financial institution in the AA among 58 area institutions, with a market share of approximately six percent. The four higher market share institutions were considerably larger than ANB.

Competition among financial institutions was strong. There were 58 deposit-taking financial institutions with 299 banking offices in the Omaha-Council Bluffs NE-IA MMSA AA as of

June 30, 2012. Major competitors included First National Bank of Omaha, Mutual of Omaha Bank, Wells Fargo Bank N.A., and US Bank N.A. Credit unions, finance companies, and mortgage companies also compete for loan production throughout the AA.

Local economic conditions were good, especially compared to national averages. The February 2013 unemployment rate for the Omaha-Council Bluffs NE-IA MMSA was 4.6 percent. For comparison, the national unemployment rate was 7.7 percent at that time. Major employers include Offutt Air Force Base, Alegent Health, Omaha Public Schools, and Methodist Health System.

Representatives from an affordable housing organization and an economic development organization were contacted in connection with this examination. These contacts noted the need for affordable housing and small business loans in the AA. Contacts were generally complimentary of local banks' responsiveness to community credit needs and participation in CD activities.

State of Nebraska

Nonmetropolitan Nebraska AA

Demographic Information for Full-Scope Area: Nonmetropolitan Nebraska						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	14	0.00	7.14	92.86	0.00	0.00
Population by Geography	37,748	0.00	3.96	96.04	0.00	0.00
Owner-Occupied Housing by Geography	11,557	0.00	3.77	96.23	0.00	0.00
Businesses by Geography	4,559	0.00	5.55	94.45	0.00	0.00
Farms by Geography	861	0.00	0.81	99.19	0.00	0.00
Family Distribution by Income Level	10,455	16.89	19.55	25.63	37.92	0.00
Distribution of Low- and Moderate-Income Families throughout AA Geographies	3,810	0.00	5.30	94.70	0.00	0.00
Median Family Income	41,596	Median Housing Value				59,782
HUD Adjusted Median Family Income for 2011	56,200	Unemployment Rate (2000 US Census)				2.13%
Households Below Poverty Level	10%					

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

Source: 2000 U.S. Census and 2010 HUD updated MFI.

The Nonmetropolitan Nebraska AA consisted of four counties: Jefferson, Johnson, Otoe, and Richardson. These counties were all located in southeast Nebraska. For purposes of analyzing and presenting data in this evaluation, we combined the four counties into one AA. These areas were geographically proximate and had similar performance contexts and demographic information. Please refer to the bank's CRA Public File for a map and list of CTs in the Nonmetropolitan Nebraska AA.

ANB had six offices and six ATMs in the Nonmetropolitan Nebraska AA. As of June 30, 2012, only nine percent of the bank's total deposits and ten percent of total reported loans were attributed to this area. The bank's deposits in this AA totaled \$149 million. Based on FDIC market share data, this equated to a market share of 14 percent and ranked ANB first among 20 deposit-taking financial institutions.

The bank operated in a competitive environment, especially considering the limited population in the rural areas. Financial institutions operated 39 banking offices in the Nonmetropolitan Nebraska AA as of June 30, 2012. There were also a few mortgage companies, credit unions, and a farm credit network that competed for loan production.

The local economy remained fairly stable. The State of Nebraska unemployment rate as of March 2013 was 3.8 percent. This compared favorably to the national unemployment rate of 7.6 percent over the same time period.

The primary industry in the Nonmetropolitan Nebraska AA was agriculture. Higher commodity prices resulted in a strong local agricultural industry.

A significantly low level of resources and opportunities to address unmet credit and CD needs. The AA contained only one small moderate-income CT, so opportunities for CD loans and investments were extremely limited.

We completed one contact with a local community organization in connection with this examination. The contact was part of an organization providing community services and economic development assistance. The contact noted a continued need for affordable housing and small business loans in the AA.

Appendix D: Tables of Performance Data

Content of Standardized Tables

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

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

- Table 1. Lending Volume** - Presents the number and dollar amount of reportable loans originated and purchased by the bank over the evaluation period by MA/assessment area. Community development loans to statewide or regional entities or made outside the bank’s assessment area may receive positive CRA consideration. See Interagency Q&As for guidance on when a bank 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.
- 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.

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

Omaha-Council Bluffs NE-IA MMSA

State of Nebraska

Table 1. Lending Volume

LENDING VOLUME												Evaluation Period: January 1, 2009 to December 31, 2011	
Assessment Area:	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***	
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$(000's)		
Full Review:													
Omaha-Council Bluffs NE-IA MMSA	100	4,826	733,154	674	126,660	20	1,613	18	48,354	5,538	909,781	100	
Full Review:													
Nonmetropolitan NE	74	337	20,520	89	6,905	247	16,175	1	5,800	674	49,400	74	
Limited Review:													
Lincoln MSA	26	203	25,683	35	8,337	4	607	6	19,128	248	53,755	26	

* Loan Data as of December 31, 2011. Rated area refers to either state or multi-state MA rating area.

** The evaluation period for Community Development Loans is from January 01, 2009 to December 31, 2011.

*** Deposit Data as of June 30, 2012. Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

Table 2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE											Evaluation Period: January 1, 2009 to December 31, 2011				
Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp
Full Review:															
Omaha-Council Bluffs NE-IA MMSA	1,402	100.00	1.17	0.50	17.21	10.77	51.45	43.01	30.17	45.72	3.94	5.56	5.19	3.80	3.84
Full Review:															
Nonmetropolitan NE	75	65.79	0.00	0.00	3.77	2.67	96.23	97.33	0.00	0.00	10.27	0.00	16.67	10.12	0.00
Limited Review:															
Lincoln MSA	39	34.21	0.59	2.56	12.41	5.13	58.91	53.85	28.10	38.46	0.37	3.13	0.21	0.39	0.33

* Based on 2011 Peer Mortgage Data (USPR)

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

*** Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 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											Evaluation Period: January 1, 2009 to December 31, 2011				
Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp
Full Review:															
Omaha-Council Bluffs NE-IA MMSA	452	100.00	1.17	0.88	17.21	14.38	51.45	40.93	30.17	43.81	11.35	12.50	12.39	8.87	14.36
Full Review:															
Nonmetropolitan NE	116	77.33	0.00	0.00	3.77	1.72	96.23	98.28	0.00	0.00	44.83	0.00	66.67	44.05	0.00
Limited Review:															
Lincoln MSA	34	22.67	0.59	0.00	12.41	8.82	58.91	44.12	28.10	47.06	1.34	0.00	1.33	1.00	1.88

* Based on 2011 Peer Mortgage Data (USPR)

** 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											Evaluation Period: January 1, 2009 to December 31, 2011				
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp
Full Review:															
Omaha-Council Bluffs NE-IA MMSA	2,963	100.00	1.17	0.20	17.21	5.30	51.45	39.32	30.17	55.18	4.44	9.43	4.44	4.16	4.67
Full Review:															
Nonmetropolitan NE	143	52.57	0.00	0.00	3.77	0.70	96.23	99.30	0.00	0.00	8.38	0.00	0.00	8.50	0.00
Limited Review:															
Lincoln MSA	129	47.43	0.59	0.00	12.41	5.43	58.91	37.98	28.10	56.59	0.64	0.00	0.64	0.55	0.76

* Based on 2011 Peer Mortgage Data (USPR)

** 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												Evaluation Period: January 1, 2009 to December 31, 2011				
Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*					
	#	% of Total**	% of MF Units***	% BANK Loans****	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp	
Full Review:																
Omaha-Council Bluffs NE-IA MMSA	9	100.00	2.00	0.00	28.93	33.33	53.64	44.44	15.43	22.22	1.74	0.00	3.33	0.00	0.00	
Full Review:																
Nonmetropolitan NE	3	75.00	0.00	0.00	16.30	0.00	83.70	100.00	0.00	0.00	66.67	0.00	0.00	66.67	0.00	
Limited Review:																
Lincoln MSA	1	25.00	14.11	0.00	32.15	0.00	36.73	100.00	17.02	0.00	0.00	0.00	0.00	0.00	0.00	

* Based on 2011 Peer Mortgage Data (USPR)

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

*** Percentage of 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											Evaluation Period: January 1, 2009 to December 31, 2011				
Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	Overall	Low	Mod	Mid	Upp
Full Review:															
Omaha-Council Bluffs NE-IA MMSA	674	100.00	1.69	2.97	15.15	14.09	48.56	51.34	34.60	31.60	1.98	3.90	2.47	2.01	1.82
Full Review:															
Nonmetropolitan NE	89	71.77	0.00	0.00	5.55	5.62	94.45	94.38	0.00	0.00	10.63	0.00	7.14	12.79	0.00
Limited Review:															
Lincoln MSA	35	28.23	1.92	0.00	21.80	20.00	45.64	60.00	29.72	20.00	0.26	0.00	0.20	0.30	0.29

* Based on 2010 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 (2011).

Table 7. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS											Evaluation Period: January 1, 2009 to December 31, 2011				
Assessment Area:	Total Small Farm Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	Overall	Low	Mod	Mid	Upp
Full Review:															
Omaha-Council Bluffs NE-IA MMSA	20	100.00	0.36	0.00	6.04	5.00	66.31	45.00	27.29	50.00	1.55	0.00	0.00	1.57	1.85
Full Review:															
Nonmetropolitan NE	247	98.41	0.00	0.00	0.81	0.00	99.19	100.00	0.00	0.00	33.99	0.00	0.00	35.10	0.00
Limited Review:															
Lincoln MSA	4	1.59	0.12	0.00	5.66	0.00	74.32	100.00	19.84	0.00	0.37	0.00	0.00	0.49	0.00

* Based on 2010 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 (2011).

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE											Evaluation Period: January 1, 2009 to December 31, 2011				
Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp
Full Review:															
Omaha-Council Bluffs NE-IA MMSA	1,402	100.00	17.02	12.33	18.56	25.60	24.47	25.31	39.95	36.76	4.70	4.70	4.53	4.21	5.18
Full Review:															
Nonmetropolitan NE	75	65.79	16.89	23.61	19.55	20.83	25.63	23.61	37.92	31.94	12.16	13.33	13.56	9.09	12.82
Limited Review:															
Lincoln MSA	39	34.21	17.18	30.77	19.00	25.64	26.42	17.95	37.39	25.64	0.47	1.68	0.35	0.18	0.25

* Based on 2011 Peer Mortgage Data (USPR)

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

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

**** As a percentage of loans with borrower income information available. No information was available for 2.2% of loans originated and purchased by bank.

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT											Evaluation Period: January 1, 2009 to December 31, 2011				
Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp
Full Review:															
Omaha-Council Bluffs NE-IA MMSA	452	100.00	17.02	12.22	18.56	17.65	24.47	23.08	39.95	47.06	11.75	11.83	8.61	12.10	13.21
Full Review:															
Nonmetropolitan NE	116	77.33	16.89	11.93	19.55	23.85	25.63	27.52	37.92	36.70	45.68	28.57	36.36	45.83	57.14
Limited Review:															
Lincoln MSA	34	22.67	17.18	0.00	19.00	29.41	26.42	35.29	37.39	35.29	1.43	0.00	2.21	2.35	0.75

* Based on 2011 Peer Mortgage Data (USPR)

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

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

**** As a percentage of loans with borrower income information available. No information was available for 2.2% of loans originated and purchased by bank.

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE											Evaluation Period: January 1, 2009 to December 31, 2011				
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total**	% Families***	% BANK Loans***	% Families****	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp
Full Review:															
Omaha-Council Bluffs NE-IA MMSA	2,963	100.00	17.02	6.16	18.56	16.27	24.47	23.12	39.95	54.45	4.75	5.91	4.61	4.34	4.84
Full Review:															
Nonmetropolitan NE	143	52.57	16.89	7.91	19.55	17.27	25.63	23.74	37.92	51.08	9.58	7.14	11.11	11.00	8.97
Limited Review:															
Lincoln MSA	129	47.43	17.18	7.76	19.00	16.38	26.42	25.00	37.39	50.86	0.75	1.01	0.54	0.90	0.70

* Based on 2011 Peer Mortgage Data (USPR)

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

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

**** As a percentage of loans with borrower income information available. No information was available for 17.2% of loans originated and purchased by bank.

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES					Evaluation Period: January 1, 2009 to December 31, 2011				
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:									
Omaha-Council Bluffs NE-IA MMSA	674	100.00	66.93	54.45	56.68	19.88	23.44	1.98	2.88
Full Review:									
Nonmetropolitan NE	89	71.77	71.02	66.29	82.02	10.11	7.87	10.63	18.85
Limited Review:									
Lincoln MSA	35	28.23	67.19	48.57	54.29	11.43	34.29	0.26	0.29

* Based on 2010 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 - 2011).

**** Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 1.48% of small loans to businesses originated and purchased by the bank.

Table 12. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL LOANS TO FARMS					Evaluation Period: January 1, 2009 to December 31, 2011				
Assessment Area:	Total Small Loans to Farms		Farms With Revenues of \$1 million or less		Loans by Original Amount Regardless of Farm Size			Market Share*	
	#	% of Total**	% of Farms***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$500,000	All	Rev\$ 1 Million or Less
Full Review:									
Omaha-Council Bluffs NE-IA MMSA	20	100.00	98.35	100.00	85.00	5.00	10.00	1.55	2.33
Full Review:									
Nonmetropolitan NE	247	98.41	99.07	91.09	83.81	12.55	3.64	33.99	37.56
Limited Review:									
Lincoln MSA	4	1.59	98.69	0.00	0.00	100.00	0.00	0.37	0.00

* Based on 2010 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 - 2011).

**** 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 0.00% of small loans to farms originated and purchased by Bank

Table 13. Qualified Investments

QUALIFIED INVESTMENTS					Evaluation Period: April 28, 2009 to April 22, 2013				
Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
Full Review:									
Omaha-Council Bluffs NE-IA MMSA	0	0	68	1,597	68	1,597	47.23	0	0
Full Review:									
Nonmetropolitan NE	0	0	8	27	8	27	0.80	0	0
Limited Review:									
Lincoln MSA	1	101	14	1,656	15	1,757	51.97	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 14. Distribution of Branch Delivery System and Branch Openings/Closings

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS														Evaluation Period: April 28, 2009 to April 22, 2013			
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings						Population			
	% of Rated Area Deposits in AA	# of Bank Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or -)				% of Population within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
Full Review:																	
Omaha-Council Bluffs NE-IA MMSA	100	26	100	8	15	62	15	3	1	0	0	+1	+1	2	23	48	26
Full Review:																	
Nonmetropolitan NE	65	6	86	0	17	83	0	0	0	0	0	0	0	0	4	96	0
Limited Review:																	
Lincoln MSA	35	1	14	0	0	100	0	0	0	0	0	0	0	3	20	52	23

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

Distribution of Branch and ATM Delivery System														Evaluation Period: April 28, 2009 to April 22, 2013			
MA/Assessment Area:	Deposits	Branches						ATMs						Population			
	% of Total Bank Deposits	# of Bank Branches	% of Total Bank Branches	Location of Branches by Income of Geographies (%)				# of Bank ATMs	% of Total Bank ATMs	Location of ATMs by Income of Geographies				% of Population within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
Full Review:																	
Omaha-Council Bluffs NE-IA MMSA	100	26	100	2	4	16	4	57	73	16	14	44	26	4	24	46	26
Full Review:																	
Nonmetropolitan NE	65	6	86	0	1	5	0	14	88	1	10	3	0	0	4	96	0
Limited Review:																	
Lincoln MSA	35	1	14	0	0	1	0	2	12	0	0	2	0	3	20	52	23