



LARGE BANK

Comptroller of the Currency
Administrator of National Banks

Washington, DC 20219

PUBLIC DISCLOSURE

February 28, 2010

COMMUNITY REINVESTMENT ACT PERFORMANCE EVALUATION

The Fremont National Bank and Trust Company
Charter Number: 2848

152 East Sixth Street
Fremont, NE 68025-0000

Office of the Comptroller of the Currency

Midsized Bank Supervision
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Chicago, IL 60605-1073

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

Table of Contents

OVERALL CRA RATING	2
DEFINITIONS AND COMMON ABBREVIATIONS.....	3
DESCRIPTION OF INSTITUTION.....	7
SCOPE OF THE EVALUATION.....	8
FAIR LENDING OR OTHER ILLEGAL CREDIT PRACTICES REVIEW	9
CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS.....	10
LENDING TEST	10
INVESTMENT TEST	14
SERVICE TEST.....	14
APPENDIX A: SCOPE OF EXAMINATION	A-1
APPENDIX B: MARKET PROFILES FOR FULL-SCOPE AREAS	B-1
APPENDIX C: TABLES OF PERFORMANCE DATA	C-1

Overall CRA Rating

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

The following table indicates the performance level of The Fremont National Bank and Trust Company (FNB&T) with respect to the Lending, Investment, and Service Tests:

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

* The Lending Test is weighted more heavily than the Investment and Service Tests when arriving at an overall rating.

The major factors that support this rating include:

- Lending activity reflects excellent responsiveness by FNB&T to address the credit needs of the bank's assessment area (AA).
- FNB&T's distribution of residential mortgage loans to borrowers of different income levels during the evaluation period is good.
- FNB&T's distribution of loans to businesses and farms of different sizes is good.
- FNB&T was a leader in the community in originating flexible loans to help meet the needs of low- and moderate-income (LMI) individuals.
- FNB&T extended a good level of qualified investments in the AA during the evaluation period given the bank's limited opportunities.
- The bank's service delivery systems were accessible to individuals of different income levels throughout the AA.
- FNB&T was a leader in providing community development services in the AA.

Definitions and Common Abbreviations

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

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

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

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 additional 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 either secured by nonfarm or nonresidential real estate or are classified as commercial and industrial loans.

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

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

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

Description of Institution

The Fremont National Bank and Trust Company (FNB&T) is a full-service financial institution headquartered in Fremont, Nebraska. The bank offers a full range of credit products within its assessment area (AA) including agricultural, commercial, residential real estate, and consumer loans.

For purposes of the CRA evaluation, FNB&T is an intrastate bank with offices only in Nebraska. The bank is an intermediate small bank that opted to be examined as a large bank for CRA. As of December 31, 2009; there were 4 offices including the main bank and 11 automated teller machines (ATMs) in the Fremont AA. FNB&T had no merger or acquisition activities during the evaluation period.

As of December 31, 2009, FNB&T had \$313 million in total assets and Tier 1 capital of \$21 million. The bank's loan-to-deposit ratio was 80 percent and net loans represented 71 percent of total assets. By dollar amount, the loan portfolio consisted of 34 percent commercial and commercial real estate loans, 28 percent residential real estate loans, 5 percent agricultural and agricultural real estate loans, 4 percent other real estate loans, 3 percent consumer loans, and 3 percent other loans. The remaining 23 percent of the bank's portfolio was comprised of a credit card participation purchased from an affiliate bank. FNB&T sold a significant volume of its home purchase and refinance mortgage loans on the secondary market. During the evaluation period, the bank originated and sold 638 residential mortgage loans totaling \$76 million. There were no known legal, financial, or other impediments that hampered FNB&T's ability to help meet the credit needs of its AA.

FNB&T is a subsidiary of First National of Nebraska, Inc. (FNN). FNN is a \$15 billion multibank holding company headquartered in Omaha, Nebraska. In addition to FNB&T, FNN owns 9 national banks located in Nebraska and several other Midwestern states.

The bank received an "Outstanding" rating at the previous CRA examination dated January 8, 2007. The evaluation period for the Lending, Investment and Service Tests at this prior examination covered the period from January 1, 2002 through December 31, 2005.

Scope of the Evaluation

Evaluation Period/Products Evaluated

Products reviewed in the lending test include home purchase and refinance loans, small loans to businesses, and small loans to farms. The current evaluation period for these products is January 1, 2006 through December 31, 2009. Market comparisons are based on 2008 peer data, which was the most recent data available at the time of this evaluation. The evaluation period for community development loans, investment and service tests is January 1, 2006 through February 28, 2010.

We did not include home improvement and multifamily lending in our analysis because FNB&T's loan volume for these products was insignificant. As of December 31, 2009, home improvement and multifamily mortgage loans represented less than two percent of the bank's total loans.

Credit card participations comprise a rather large portion of the bank's loan portfolio; however, we did not include these loans in the borrower and geographic loan distribution analysis as consumer loans are not required to be analyzed under the CRA. The participations represent a loan product offered nationwide by an affiliate bank. As a result, the vast majority of the credit card borrowers were located outside FNB&T's AA. When analyzing lending activity, we considered whether the bank adequately met the needs of the borrowers in the AA prior to acquiring the credit card participations.

Data Integrity

As part of the CRA evaluation, we tested the accuracy of the bank's publicly filed information for small loans to business and farms and found the data to be accurate. The bank is not required to collect and report its home mortgage loans under the Home Mortgage Disclosure Act (HMDA) because it is not located within a metropolitan statistical area; however, the bank voluntarily collects home mortgage information. Through our testing, we found the data collected on in-house mortgage lending was not sufficiently reliable. However, these loans comprise a relatively small percentage of the mortgage portfolio. Therefore, we used only secondary market owner-occupied mortgage loans for the CRA analysis. This data was found to be materially accurate.

During the examination we reviewed CD activities including loans, investments and services. Only those activities that met the regulatory definition for CD are presented and considered in this evaluation.

Selection of Areas for Full-Scope Review

FNB&T has only one AA. We performed a full-scope review of this area. Refer to the table in Appendix A for more information.

Ratings

The bank's overall rating is based on the area that received a full-scope review.

In determining conclusions for the lending test, we weighted loan products based on FNB&T's loan volume by product type during the evaluation period. Small loans to businesses and home mortgage purchase loans were weighted more heavily than other reported loan products. Small loans to businesses totaled 43 percent of the total number of loans during the evaluation period and home mortgage purchase loans represented 28 percent. Small loans to farms and home refinance loans represented 11 and 18 percent of total loan volume, respectively. Home improvement and consumer loans were not evaluated during this examination.

Other

We performed one interview with a representative from a community organization that works with affordable housing. The organization primarily focuses on providing low-cost housing in the area. The contact was knowledgeable about the AA's economic conditions, demographic characteristics, and the AA's general banking and credit needs. The contact indicated that there is a shortage of affordable housing units in the Fremont area. The contact indicated FNB&T overall has provided good support to CD activities in the AA.

Fair Lending or Other Illegal Credit Practices Review

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

Conclusions with Respect to Performance Tests

LENDING TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the lending test is rated High Satisfactory. This is based on our full-scope review of the Fremont AA.

Lending Activity

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

Lending levels reflect excellent responsiveness to the bank's AA credit needs. The bank's volume of small loans to businesses and home purchase loans was excellent; the volume of small loans to farms was good; and the volume of home refinance loans was adequate. We did not review home improvement loans since the volume was minimal.

To analyze the lending activity of FNB&T, we compared the bank's deposit market share with its lending market share for each loan product, where information was available. In comparing the market share percentages, we considered the fact that the 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. Therefore, we did not expect FNB&T's deposit market share and lending market share percentages to be equal in order for performance to be considered good.

Based on FDIC deposit market share data as of June 30, 2009, there were 11 deposit-taking financial institutions with 24 offices in Dodge County. FNB&T was the largest institution with 4 offices and a 33 percent deposit market share.

The bank's relative volume of small loans to business and farms was excellent. There were 11 lenders reporting one or more small farm loans in the AA in 2009. FNB&T ranked first among these lenders with a 50 percent market share. There were 25 lenders reporting one or more small business loans in the AA in 2009. FNB&T ranked first among these lenders with an 18 percent market share.

Similar comparisons were difficult to make for home mortgage loans because comprehensive market share data is not readily available in non-metropolitan areas, such as FNB&T's AA. Also, FNB&T was not required to collect and report data on home loans under HMDA.

FNB&T's relative volume of home purchase mortgage loans was excellent. For the assessment period, the bank originated 388 home purchase loans within its AA. FNB&T's volume of home mortgage refinance loans was good. For the assessment period, the bank originated 250 home mortgage refinance loans within its AA. In comparison, the Dodge County Registrar shows FNB&T filed an average of 27.16 percent of all home mortgages in the

county. Based on these numbers, they were the number one lender in the AA. FNB&T's volume of home improvements loans was not reviewed during this examination. The number of home improvement loans was minimal.

Distribution of Loans by Income Level of the Geography

A geographical analysis of FNB&T's home mortgage loans, small loans to businesses, and small loans to farms was not meaningful as the bank's AA did not include any low- or moderate-income tracts. Refer to Tables 2, 4, 6 and 7 in Appendix C for the facts and data relating to the geographic distribution.

Lending Gap Analysis

Lending gap analysis was not meaningful as the bank's AA did not include any low- or moderate-income tracts.

Inside/Outside Ratio

The bank's lending in their AA is reasonable at 66 percent of total reported loans by number and 65 percent by dollar during the evaluation period. The full breakdown of loans originated or purchased within the AA during the evaluation period by product is: Home Purchase - 79 percent by number and 74 percent by dollar amount; Home Refinance - 75 percent by number and 68 percent by dollar amount; Small Loans to Businesses - 67 percent by number and 64 percent by dollar amount; and Small Loans to Farms - 41 percent by number and 45 percent by dollar amount. Refer to Appendix B for further details on the FNB&T's AA.

Distribution of Loans by Income Level of the Borrower

The bank's distribution of loans by borrower income level is good. Performance was considered excellent for home purchase loans; good for small loans to businesses and small loans to farms; and adequate for home mortgage refinance loans.

Home Mortgage Loans

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

The distribution of FNB&T's home purchase loans by borrower income level is excellent. For the evaluation period, the bank's percentages of home purchase loans to low- and moderate-income borrowers exceeded the percentages of both low- and moderate-income families in the AA.

We did not evaluate the distribution of home improvement loans to borrowers of different income levels because the volume is low and analysis would not be meaningful.

FNB&T achieved a good distribution of home mortgage refinance loans to borrowers of different income levels. For the evaluation period, the bank's percentage of home mortgage refinance loans to moderate-income borrowers is near to the percentage of moderate-income

families in the AA. The percentage of the bank's refinance loans to low-income borrowers was lower than the percentage of families in the AA. In concluding that performance is good, we considered that home mortgage refinances among low-income families would be lower than the demographics as many of these individuals used flexible loan programs for the original home purchase. Flexible loan programs provided many of the families with a low interest rate and assistance with closing costs and down payments. Thus, it would not be beneficial for many of these individuals to refinance their home mortgage.

Small Loans to Businesses

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

The bank's distribution of loans to businesses of different sizes is good. For the evaluation period, FNB&T's percentage of reported loans to businesses with gross annual revenues of \$1 million or less was near to the percentage of businesses in the AA with revenues of \$1 million or less.

FNB&T's market share of small loans to businesses with revenues of \$1 million or less was 29 percent. This significantly exceeds the bank's overall market share of small loans to businesses, which was 18 percent. Additionally, FNB&T originated approximately 74 percent of its reported loans to businesses in the amount of \$100,000 or less, regardless of the size of the business.

Small Loans to Farms

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

FNB&T's distribution of small loans to farms with different revenues is good. For the evaluation period, FNB&T's percentage of reported loans to farms with gross annual revenues of \$1 million or less was somewhat lower than the percentage of farms in the AA with revenues of \$1 million or less. Performance is much stronger when compared to market share data.

FNB&T's market share of loans to farms with revenues of \$1 million or less was 49 percent. This equaled the bank's overall market share of small loans to farms, which was 49 percent. Additionally, the bank originated 70 percent of its reported loans to farms in amounts of \$100,000 or less, regardless of the size of the farm. FNB&T continues to be the leading agricultural lender among banks in Dodge County.

Community Development Lending

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

During the evaluation period, the bank did not make any qualified community development loans. The absence of these loans has a neutral impact on the overall lending test for FNB&T.

Product Innovation and Flexibility

FNB&T has participated in several flexible lending programs during the evaluation period to meet the credit needs of LMI borrowers in the AA. The bank's participation in these programs received positive consideration in the analysis of lending test performance.

The following summarizes FNB&T's participation in flexible loan programs during the evaluation period.

- Nebraska Investment Finance Authority (NIFA) – The NIFA financing program provides financing for home purchases at a low, fixed interest rate for 30 years. FNB&T originated 154 loans totaling \$13.4 million. NIFA's loan programs provide financing to qualified LMI borrowers throughout Nebraska. NIFA's loan program finances home purchases at 2.5 percent interest. During the evaluation period, two members of FNB&T staff were recognized by the NIFA Single Family Housing Finance Division for their participation and support of this program
- Federal Home Loan Bank Rural First Time Home-Buyer Affordable Housing Program – This program provides up to \$4,000 in assistance for first-time homebuyers, to be used for the down payment and closing costs. The bank made several loans from 2006 through 2009 under this program providing \$190,000 in assistance.
- The Dollar and Energy Savings Program allows primarily elderly and disabled LMI home owners to borrow money for the purpose of making their homes more energy efficient. The bank made 11 loans totaling \$148,000.

FNB&T also participates in a Small Business Administration (SBA) loan program that enhances the bank's ability to make loans to small businesses because of the SBA's guarantee for repayment. The bank currently has seven loans totaling \$606,000.

INVESTMENT TEST

Conclusion for Area Receiving Full-Scope Review

The bank's performance under the investment test is rated High Satisfactory. This is based on the full-scope review of the bank's AA.

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

FNB&T extended a good level of qualified investments in the AA. During the evaluation period, FNB&T made \$257,000 in qualified investments. The bank's volume of qualified investments was good given the low level of CD investment opportunities in the AA and the bank's capacity to address those needs. Limited opportunities are partially a reflection of the size of the AA in terms of population, owner-occupied housing and number of small businesses and small farms. The bank exhibited good responsiveness to identified needs in the AA.

The bank made a \$52,000 investment in an organization that provides consumer credit counseling services primarily to LMI individuals in the state of Nebraska. Additionally, the bank made \$205,000 in contributions to 20 organizations that provide affordable housing, economic development, small business assistance, or other community services targeted to LMI individuals throughout the AA. None of the bank's investments were considered innovative or complex.

FNB&T had one qualified investment totaling \$250,000 from the prior evaluation period still outstanding. This represents investment in an equity fund that continues to have a positive impact by promoting affordable housing and economic development on a statewide basis that includes the bank's AA.

SERVICE TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Service Test is rated High Satisfactory. Based on our full-scope review of the bank's assessment area, the bank's performance is excellent.

Retail Banking Services

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

FNB&T has four offices located within the Fremont city limits; thus the branch distribution is good. Three of the bank's branches are located in middle-income census tracts (CTs) and the fourth is located in an upper-income CT. There are no low- or moderate-income CTs located in the AA. However, the bank's service delivery systems are accessible to individuals of all

income levels because more than 78 percent of the population is located in middle-income tracts throughout the AA. In addition, the City of Fremont has designated blighted areas within the middle-income CTs; two of FNB&T's four branches and an additional ATM are accessible to those areas. The majority of the AA's population is concentrated in the town of Fremont. FNB&T did not open or close any branches during the evaluation period.

FNB&T provides reasonable hours and services at all office locations. Hours and services do not vary in a way that inconveniences LMI individuals in the AA. FNB&T supplements its banking hours and services with Saturday hours at all locations. They also have extended drive-up hours at three of their locations. All locations hand out and accept credit applications. FNB&T offers a "Bank at Work Program" which provides a free checking account for employees of local businesses with direct deposit and senior citizens receive free checking and free check orders if age 55 or older. In addition, the bank offers a certificate of deposit requiring only a \$500 minimum opening deposit. The bank has also implemented a "Second Chance Checking" account to give people with a low credit rating a checking account and access to financial counseling so they have a second chance to build good financial management skills.

The bank's ATM network offers an effective alternative system for delivering retail banking services to LMI individuals. FNB&T has 11 ATM locations throughout the city of Fremont. FNB&T ATM users can also use any FNN ATMs free-of-charge.

FNB&T offers several other alternative delivery systems, including a telephone banking service, Internet banking, and banking by mail. Telephone and Internet services are available 24 hours a day and allow customers to access account and loan balances, transfer funds, obtain bank product information, and pay bills. The bank also employs a bilingual teller and personal banker to assist with transactions conducted in Spanish. FNB&T offers free internet service on public computers in the 23rd Street and Main bank lobbies. No information was available on the effectiveness of these services in reaching LMI individuals. We did not place significant weight on these systems when drawing conclusions under the service test.

Community Development Services

The volume and responsiveness of the bank's community development services is good which enhances the Service Test rating. This was based on the number of organizations to which FNB&T provided CD services, the responsiveness of the services to the needs of the community, and the leadership roles assumed with these organizations. During the evaluation period, bank management and staff provided services to approximately 20 organizations throughout the bank's assessment area. Service activities involved organizations that promoted affordable housing, supported economic development activities targeting small businesses, or provided community services to LMI individuals. Services included board memberships, fundraising activities, and financial education. Community contacts noted the leadership and guidance that FNB&T personnel provided to CD organizations serving the AA.

The following are examples of the bank's community development services:

- Several bank employees served in leadership roles for the local chapter of Habitat for Humanity (Habitat), an organization that builds affordable housing and provides multiple financial products and services to LMI families. The bank also provided free loan

servicing for all loans originated by Habitat, including loan set-up, receiving and processing payments, managing and administering escrow accounts, and providing monthly loan status reports to Habitat. Bank personnel also provided credit counseling and banking classes to participants in Habitat's programs.

- FNB&T provided assistance and leadership to a local homeless shelter. A bank employee initiated and developed a monthly budgeting and personal finance class, which is a requirement for all of the residents. Several employees have taught the class. Additionally, two bank employees served on the Board of Directors for this entity during the evaluation period.
- During the evaluation period, two FNB&T employees and one Director served on the Board of a non-profit government entity that runs the low-income housing program in Fremont. Two bank employees are members of a housing rehabilitation board. This program provides funds for home improvement. Applicants must live in targeted areas of Fremont and meet LMI guidelines. During our evaluation period, this program granted \$147,000 in rehabilitation loans.
- Several bank executives have been leaders in a non-profit membership organization promoting economic development in the bank's AA. In addition, numerous bank executives and employees provided leadership to the local chamber which is focused on financing small businesses with revenues less than \$1 million.
- The bank sponsored a major fund drive for a non-profit organization providing community services to LMI individuals. FNB&T prepared all marketing materials, handled all direct mailings, collected and recorded donations, provided progress reports, and sent thank you notes to all sponsors and contributors. During our evaluation period, the fund drive raised approximately \$178,000 for the organization.
- Several employees have provided financial and management expertise to a local crisis center where almost 90 percent of the people they serve are considered LMI.
- FNB&T sponsored and participated in several seminars and classes targeting LMI individuals during the evaluation period. Topics covered included basic banking concepts, buying a home, and understanding the loan application process. Bank involvement included preparing and conducting the training sessions, coordinating presenters, and handling the marketing of the seminar or class.

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): 01/01/2006 to 12/31/2009 Investment and Service Tests and CD Loans: 01/01/2006 to 02/28/2010	
Financial Institution		Products Reviewed
Fremont National Bank and Trust Company (FNB&T) Fremont NE		Home Mortgage Loans, Home Mortgage Refinance, Small Loans to Businesses, Small Loans to Farms, and Community Development Loans
Affiliate(s)	Affiliate Relationship	Products Reviewed
First National Bank of Omaha (FNBO) Omaha NE	Affiliate Bank	Investments
List of Assessment Areas and Type of Examination		
Assessment Area	Type of Exam	Other Information
Fremont AA	Full Scope	None

Appendix B: Market Profiles for Full-Scope Areas

Fremont Assessment Area

Demographic Information for Full-Scope Area: Fremont AA						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	9	0.00	0.00	77.78	22.22	0.00
Population by Geography	36,160	0.00	0.00	78.77	21.23	0.00
Owner-Occupied Housing by Geography	9,802	0.00	0.00	75.04	24.96	0.00
Businesses by Geography	3,252	0.00	0.00	82.07	17.93	0.00
Farms by Geography	378	0.00	0.00	92.06	7.94	0.00
Family Distribution by Income Level	9,761	13.71	18.48	25.41	42.40	0.00
Distribution of Low- and Moderate-Income Families throughout AA Geographies	3,142	0.00	0.00	82.05	17.95	0.00
Median Family Income HUD Adjusted Median Family Income for 2009 Households Below the Poverty Level	\$41,596 \$53,700 9%		Median Housing Value Unemployment Rate		\$80,230 5.6%	

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

Source: 2000 U.S. Census, and 2009 HUD updated MFI.

Fremont National Bank and Trust Co (FNB&T) has designated all of Dodge County as its AA. This includes 9 census tracts; seven are middle-income and two are upper-income census tracts. There were no low- or moderate-income census tracts designated in the AA during the evaluation period. FNB&T's head office, three branches, and 11 ATMs were located within the AA. The AA contains the area in which the bank originated a substantial portion of its loans.

The bank's deposits in Dodge County totaled approximately \$301 million as of June 30, 2009. Based on FDIC deposit data as of June 30, 2009, FNB&T ranked as the largest deposit taking financial institution in Dodge County with a 33 percent market share. FNB&T was considerably larger than the second largest deposit taking financial institution, which had \$175 million in deposits, a 19 percent market share. Only one other financial institution reported deposits in excess of \$100 million with a 14 percent market share.

Competition remained strong among the financial institutions in the market area. There were 11 deposit taking financial institutions operating in Dodge County as of June 30, 2009 with 24 banking offices combined. Major competitors include First State Bank & Trust Company and American National Bank of Fremont. There are numerous mortgage companies that compete with FNB&T throughout the AA for home mortgage loans.

The economy slowed during the evaluation period. Agriculture and related industries were a dominant influence on the economy. Major employers in the Fremont area included Hormel; Natura Pet Products, Incorporated; Wal-Mart; the local hospital, and the local school district.

The January 2010 unemployment rate for Dodge County was 5.6 percent. This was slightly higher than the Nebraska unemployment rate of 4.8 percent.

Limited opportunities exist to facilitate activities to address unmet credit and community development needs in the AA. The community contact stated that affordable housing and updated housing were specific needs in the community. The community contact indicates that FNB&T has offered good support, in both time and money, for CD projects within the AA.

Appendix C: Tables of Performance Data

Content of Standardized Tables

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

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

- Table 1. Lending Volume** - Presents the number and dollar amount of reportable loans originated and purchased by the bank over the evaluation period by MA/assessment area. Community development loans to statewide or regional entities or made outside the bank’s assessment area may receive positive CRA consideration. See Interagency Q&As ___.12 (i) - 5 and - 6 for guidance on when a bank may receive positive CRA consideration for such loans. Refer to the CRA section of the Compliance Policy intranet page for guidance on table placement.
- Table 1. Other Products** - Presents the number and dollar amount of any unreported category of loans originated and purchased by the bank 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** – This table omitted as we did not evaluate the distribution of home improvement loans because the volume is low and analysis would not be meaningful.
- Table 4. Geographic Distribution of Home Mortgage Refinance Loans** - See Table 2.

- Table 5. Geographic Distribution of Multifamily Loans** - This table omitted as we did not evaluate the distribution of multifamily loans because the volume is low and analysis would not be meaningful.
- 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** - This table omitted as we did not evaluate the distribution of home improvement loans to borrowers of different income levels because the volume is low and analysis would not be meaningful.
- 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 – This optional table was omitted.

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

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

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

Table 1. Lending Volume

LENDING VOLUME			Geography: NEBRASKA				Evaluation Period: January 1, 2006 to December 31, 2009					
MA/Assessment Area:	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans **		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	
Full Review:												
Fremont AA	100.00	638	75,619	608	66,641	160	14,053	0	0	1,406	156,313	100.00

* Loan Data as of December 31, 2009. Rated area refers to either the state or multi-state MA rating area.

** The evaluation period for Community Development Loans is from January 1, 2006 to February 28, 2010.

*** Deposit Data as of February 8, 2010. Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

Table 2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE				Geography: NEBRASKA				Evaluation Period: January 1, 2006 to December 31, 2009								
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography [*]					
	#	% of Total ^{**}	% Owner Occupied Units***	% BANK Loans	% Owner Occupied Units***	% BANK Loans	% Owner Occupied Units***	% BANK Loans	% Owner Occupied Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp	
Full Review:																
Fremont AA	388	100.00	NA	NA	NA	NA	75.04	71.39	24.96	28.61	NA	NA	NA	NA	NA	

^{*} Based on 2008 Peer Mortgage Data: Western Region.^{**} Home purchase loans originated and purchased in the MA/AA as a percentage of all home purchase loans originated and purchased in the rated area.^{***} Percentage of Owner Occupied Units is the number of owner occupied housing units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE					Geography: NEBRASKA				Evaluation Period: January 1, 2006 to December 31, 2009						
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Over all	Low	Mod	Mid	Upp
Full Review:															
Fremont AA	250	100.00	NA	NA	NA	NA	75.04	59.60	24.96	40.40	NA	NA	NA	NA	

* Based on 2008 Peer Mortgage Data: Western Region.

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

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

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES					Geography: NEBRASKA				Evaluation Period: January 1, 2006 to December 31, 2009							
MA/Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography *					
	#	% of Total**	% of Businesses***	% BANK Loans	% of Businesses ***	% BANK Loans	% of Businesses ***	% BANK Loans	% of Businesses ***	% BANK Loans	Overall	Low	Mod	Mid	Upp	
Full Review:																
Fremont AA	608	100.00	NA	NA	NA	NA	82.07	82.24	17.93	17.76	17.64	NA	NA	17.97	19.02	

* Based on 2008 Peer Small Business Data: US.

** 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 (2009).

Table 7. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS				Geography: NEBRASKA				Evaluation Period: January 1, 2006 to December 31, 2009								
MA/Assessment Area:	Total Small Farm Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography [*]					
	#	% of Total ^{**}	% of Farms ^{***}	% BANK Loans	% of Farms ^{***}	% BANK Loans	% of Farms ^{***}	% BANK Loans	% of Farms ^{***}	% BANK Loans	Overall	Low	Mod	Mid	Upp	
Full Review:																
Fremont AA	160	100.00	NA	NA	NA	NA	92.06	88.13	7.94	11.88	49.57	NA	NA	46.79	100.00	

^{*} Based on 2008] Peer Small Business Data: US.^{**} 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 (2009).

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE				Geography: NEBRASKA				Evaluation Period: January 1, 2006 to December 31, 2009							
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total**	% Families ***	% BANK Loans ***	% Families **	% BANK Loans ***	% Families ***	% BANK Loans ***	% Families ***	% BANK Loans ***	Over all	Low	Mod	Mid	Upp
Full Review:															
Fremont AA	388	100.00	13.71	15.75	18.48	32.04	25.41	24.59	42.40	27.62	NA	NA	NA	NA	NA

* Based on 2008 Peer Mortgage Data: Western Region.

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

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

**** As a percentage of loans with borrower income information available. No information was available for 6.71% of loans originated and purchased by Bank.

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE				Geography: NEBRASKA				Evaluation Period: January 1, 2006 to December 31, 2009								
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*					
	#	% of Total**	% Families ***	% BANK Loans ****	% Families ***	% BANK Loans ****	% Families ***	% BANK Loans ****	% Families ***	% BANK Loans ****	Over all	Low	Mod	Mid	Upp	
Full Review:																
Fremont AA	250	100.00	13.71	5.19	18.48	16.98	25.41	21.70	42.40	56.13	NA	NA	NA	NA	NA	

* Based on 2008 Peer Mortgage Data: Western Region.

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

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

**** As a percentage of loans with borrower income information available. No information was available for 15.2% of loans originated and purchased by Bank.

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES			Geography: NEBRASKA			Evaluation Period: January 1, 2006 to December 31, 2009			
MA/Assessment Area:	Total Small Loans to Businesses	Businesses With Revenues of \$1 Million or Less	Loans by Original Amount Regardless of Business Size				Market Share *		
	#	% of Total**	% of Businesses ***	% BANK Loans ****	\$100,000 or Less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev \$1 Million or Less
Full Review:									
Fremont AA	608	100.00	73.68	64.64	73.68	15.46	10.86	17.64	28.68

* Based on 2008 Peer Small Business Data: US.

** 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 - 2009).

**** 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 10.60 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				Geography: NEBRASKA			Evaluation Period: January 1, 2006 to December 31, 2009		
MA/Assessment Area:	Total Small Loans to Farms		Farms With Revenues of \$1 million or less	Loans by Original Amount Regardless of Farm Size			Market Share *		
	#	% of Total **	% of Farms ***	% BANK Loans ****	\$100,000 or Less	>\$100,000 to \$250,000	>\$250,000 to \$500,000	All	Rev \$1 Million or Less
Full Review:									
Fremont AA	160	100.00	96.83	79.38	70.00	24.38	5.63	49.57	49.43

* Based on 2008 Peer Small Business Data: US.

** 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 - 2009).

**** 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 9.91% of small loans to farms originated and purchased by Bank.

Table 14. Qualified Investments

QUALIFIED INVESTMENTS				Geography: NEBRASKA			Evaluation Period: January 1, 2006 to February 28, 2010			
MA/Assessment Area:	Prior Period Investments *		Current Period Investments		Total Investments			Unfunded Commitments **		
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)	
Full Review:										
Fremont AA	0	0	20	205	20	205	40.4%	0	0	
Statewide	1	250	1	52	2	302	59.6%	0	0	

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

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

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

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS Geography: NEBRASKA Evaluation Period: January 1, 2006 to February 28, 2010																	
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			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
Full Review:																	
Fremont AA	100.00	4	100.00	NA	NA	75%	25%	0	0	NA	NA	0	0	NA	NA	78.77	21.23