

STREAMLINED BUSINESS COMBINATION APPLICATION

General Information and Instructions

Preparation and Use

An “eligible” bank¹ may use this form as an alternative to the [“Interagency Bank Merger Application”](#) to apply for a merger, consolidation, or other transfer of deposit liabilities (collectively, combination) that qualifies for streamlined processing. See the Authority To File a Streamlined Submission section on page iv to determine whether a particular combination qualifies for streamlined filing.

An affiliate transaction refers to a merger, consolidation, other combination, or transfer of any deposit liabilities, between depository institutions that are controlled by the same holding company. It includes a business combination between an eligible bank and an affiliated interim bank. Applicants proposing affiliate transactions are not required to complete questions 12 through 14 of this application.

The questions in the form are posed to solicit “yes” or “no” answers. Applicants should explain completely and accurately any “yes” answers. The questions in the application are not intended to limit the applicant's presentation nor are they designed to duplicate information supplied on another form or in an exhibit. For such information, a cross reference to the information is acceptable. Any such cross reference must be made to a specific cite or location in the documents, so that the information can be located easily. Supporting information for all relevant factors, setting forth the basis for applicant's conclusions, should accompany the application. The OCC may request additional information.

For additional information on the processing procedures and guidelines and any supplemental information that may be required, refer to the [“Business Combinations”](#) booklet of the *Comptroller's Licensing Manual (Manual)* or contact the appropriate [OCC District Licensing Office](#) directly for specific instruction or visit the OCC's [web site](#).

Interim Charters and Federal Deposit Insurance

An interim national bank may be used to facilitate a merger or consolidation when the resultant institution will be a national bank. An interim national bank is one that does not operate independently, but exists, usually for a short period of time, solely as a vehicle to accomplish a combination (for example, to facilitate the acquisition of 100 percent of the voting shares of an existing depository institution). The processing procedures and guidelines for chartering an interim institution may be found in the “Business Combinations” booklet of the *Manual*.

Interim national banks that will combine with existing FDIC-insured depository institutions are deemed to be insured depository institutions under 12 USC 1815(a)(2) upon being granted a charter by the OCC. Therefore, applicants need not apply to the FDIC for insurance for an

¹ An eligible bank is a national bank that: (1) is well capitalized as defined in 12 CFR 6.4(b); (2) has a composite CAMELS rating of “1” or “2;” (3) has a CRA rating of “Outstanding” or “Satisfactory,” and, (4) is not subject to a cease and desist order, consent order, formal written agreement, or prompt corrective action directive (12 CFR 5.3(g)).

interim national bank that will be used in a combination transaction with another insured depository institution, including when the resultant institution will operate under the charter of the interim national bank.

Question 11)

In response to question 11(d), provide the following financial information for the applicant, target, and resultant bank as of the most quarter:

Balance sheet including: (1) each principal group of assets, liabilities, and capital accounts and (2) debit and credit adjustments (explained by footnotes) reflecting the proposed acquisition. Also indicate amortization period and method used for any intangible asset and the accretion period for any purchase discount on the balance sheet.

Regulatory capital schedule should including: (1) each component item for Tier 1 and Tier 2 capital, subtotal for Tier 1 and Tier 2 capital (less any investment in unconsolidated or non-includable subsidiaries), total capital (include Tier 3, if applicable); (2) total risk weighted assets; and (3) the following capital ratios: (i) Tier 1 capital to total risk-weighted assets; (ii) Total capital to total risk-weighted assets; and (iii) Tier 1 capital to average total consolidated assets (leverage ratio).

Establishment of Branches and Branch Closings

This application will be deemed to constitute an application pursuant to 12 CFR 5.30 and 12 USC 36 to establish and maintain the branches listed in the application. If a branch is closed as a result of a merger, consolidation, or other combination, refer to the Joint Policy Statement on Branch Closing Notices and Policies, that can be found in the Appendix of the "Branch Closings" booklet of the *Manual*, and applicable law for branch closure notice requirements (12 USC 1831r-1).

Notice of Publication

An applicant must publish notice of the proposed acquisition in a newspaper of general circulation in the community or communities in which the main office of each of the parties to the transaction is located (refer to 12 USC 1828(c)(3), 12 USC 215 or 215a).

Confidentiality

Any applicant desiring confidential treatment of specific portions of the application must submit a request in writing with the application. The request must discuss the justification for the requested treatment. The applicant's reasons for requesting confidentiality should specifically demonstrate the harm (for example, loss of competitive position, invasion of privacy) that would result from public release of information (5 USC 552). Information for which confidential treatment is requested should be: (1) specifically identified in the public portion of the application (by reference to the confidential section); (2) separately bound; and (3) labeled "Confidential." The applicant should follow the same procedure when requesting confidential treatment for the subsequent filing of supplemental information to the application.

The applicant should contact the appropriate OCC District Licensing office for specific

instructions regarding requests for confidential treatment. The OCC will determine whether the information will be treated as confidential and will advise the applicant of any decision to make available to the public information labeled as "Confidential."

STREAMLINED BUSINESS COMBINATION APPLICATION

Checklist

Authority To File a Streamlined Submission

Check the following to certify the appropriateness of a streamlined submission. [NOTE: One or more must be checked to qualify for a streamlined submission. Otherwise, a complete "Interagency Bank Merger Act Application" is required.]

- 1. The transaction is a business combination between eligible banks, or between an eligible bank and an eligible depository institution, that are controlled by the same holding company, or that will be controlled by the same holding company prior to the combination.
- 2. The transaction is a business combination between an eligible bank and an interim bank chartered in a transaction in which a person or group of persons exchanges its shares of the eligible bank for shares of a newly formed holding company and receives after the transaction substantially the same proportional share interest in the holding company as it held in the eligible bank (except for changes in interests resulting from the exercise of dissenters' rights), and the reorganization involves no other transactions involving the bank.
- 3. At least one party to the transaction is an eligible bank, and all other parties to the transaction are eligible banks or eligible depository institutions, the resultant national bank will be well capitalized immediately following consummation of the transaction, and the total assets of the target institutions combined are no more than 50 percent of the total assets of the acquiring bank, as reported in each institution's Consolidated Report of Condition and Income filed for the quarter immediately preceding the filing of the application.
- 4. The acquiring bank is an eligible bank, the target is not an eligible bank or an eligible depository institution, the resultant national bank will be well capitalized immediately following consummation of the transaction, and the applicants in a prefiling communication request and obtain approval from the appropriate district office to use the streamlined application.²
- 5. The acquiring bank is an eligible bank, the target bank is not an eligible bank or an eligible depository institution, the resultant bank will be well capitalized immediately following consummation of the transaction, and the total assets acquired do not

² Approval of the use of the streamlined process by the district office under standard 4 may not be used for a transaction that exceeds the size test in standard 3.

exceed 10 percent of the total assets of the acquiring national bank, as reported in each institution's Consolidated Report of Condition and Income filed for the quarter immediately preceding the filing of the application.

Checklist of Attached Information

- Format of Submission
 - Complete paper submission or
 - Combination paper and compact disk (CD) submission along with (1) a cover letter identifying the filer, the filing, the filename on the CD, and the word processing program used; and (2) any original page(s) of the application or attachments requiring signatures.
- Request for confidentiality, if applicable
- Other corporate requests
- Filing fee

Specific Information for Streamlined Application (as appropriate)

- Copy of the following documents:
 - Draft or, if available, executed merger or transaction agreement, including any amendments
 - Any board of directors' resolutions related to the transaction
 - Interim charter's Articles of Association, names of organizers, and related documents, if applicable
- Financial Information as of the end of the most recent quarter for the applicant, target, and resultant institution:
 - Balance sheet
 - Regulatory capital schedule
- Confirmation of the public notice publication, including a statement containing the name and address of the newspaper in which the notice was published and dates of publication.
- Merger Screen for combinations where the acquiring national bank and target depository institution compete in any relevant geographic banking market.

Desired Action Date: 6/24/2022

STREAMLINED BUSINESS COMBINATION APPLICATION

Check all that apply:

Type of Filing	Form of Transaction	Filed Pursuant To
<input checked="" type="checkbox"/> Affiliate/Business Reorganization	<input checked="" type="checkbox"/> Merger	<input checked="" type="checkbox"/> 12 USC 1828(c)
<input type="checkbox"/> Combination with Interim Depository Institution	<input type="checkbox"/> Consolidation	<input type="checkbox"/> 12 USC 1815(a)
<input type="checkbox"/> Nonaffiliate Combination	<input type="checkbox"/> Purchase and Assumption	<input type="checkbox"/> 12 USC 215, 215a
<input type="checkbox"/> Other _____	<input type="checkbox"/> Purchase of Assets Only	<input checked="" type="checkbox"/> 12 USC 215a-1
	<input type="checkbox"/> Other _____	<input type="checkbox"/> 12 USC 215a-3
		<input type="checkbox"/> 12 USC 215c
		<input type="checkbox"/> Other _____

Applicant Depository Institution

Flagstar Bank, FSB
Name 708412
Charter/Docket Number

5151 Corporate Drive
Street

Troy MI 48098
City State ZIP Code

Target Institution

Charter/Docket No.	Name	City	State
316022	New York Community Bank	Hicksville	NY

Resultant Institution (if different than applicant)

Flagstar Bank, National Association
Name 708412
Charter/Docket Number

102 Duffy Avenue
Street

Hicksville NY 11801-0000
City State ZIP Code

Contact Person

Brian Christiansen
Name Partner
Title/Employer

1440 New York Avenue, NW
Street

Washington DC 20005
City State ZIP Code

202.371.7852

Telephone Number

Fax Number

STREAMLINED BUSINESS COMBINATION APPLICATION

1. Are there any material aspects of the transaction (for example, financing arrangements) that are not reflected in the agreement, or any features (for example, structure and significant terms and conditions) that are not customary or usual in the agreement? Yes No

If the answer is yes, explain.

2. Are there any issues regarding the permissibility under applicable state or federal laws or regulations of the proposed transaction (for example, nonbank activities, branching, qualified thrift lender's test, investment in bank premises)? Yes No

If the answer is yes, describe the issues.

3. Will the applicant or resultant bank retain any nonconforming or impermissible assets or activities?

Yes No

If the answer is yes, describe them, including the method of and anticipated time period for divestiture or disposal.

4. Does the applicant anticipate any significant changes in products or services, including fee increases or branch closings, that would result from the consummation of the proposed transaction?

Yes No

If the answer is yes, list those changes, including the anticipated effect on the community to be served. If any products or services will be discontinued, branches will be closed, or fees increased, describe and explain reasons.

5a. Will the proposed transaction affect the applicant's ability to meet the existing or anticipated needs of its community(ies) under the applicable criteria of the Community Reinvestment Act (CRA), including the needs of low- and moderate-income geographies and individuals?

Yes No

If the answer is yes, discuss the effect.

5b. Will the applicant's assessment area change?

Yes No

If the answer is yes, describe the change.

5c. At its most recent federal regulatory examination, did any of the combining institutions receive a CRA rating of "needs to improve" or "substantial noncompliance" institution-wide, or where applicable in a state or a multi-state MSA, or receive an evaluation of less than satisfactory performance in an MSA or in the non-MSA portion of a state in which the acquiring bank is expanding as a result of the consolidation?

Yes No

If the answer is yes, describe what actions, if any, have been taken to redress deficiencies in the institution's CRA record of performance since the examination.

6. Is the transaction subject to the Riegle-Neal Interstate Banking and Branching Efficiency Act of 1994?

Yes No

If the answer is yes, discuss authority; compliance with state age limits and host state(s) filing requirements; and applicability of nationwide and statewide concentration limits. In addition, discuss any other restrictions that the states seek to apply (including state antitrust restrictions).

7. This application will be deemed to constitute an application pursuant to 12 USC 36, 12 CFR 5.30 and 5.31 to establish and maintain the branches listed in the application. Will any banking offices that have not been certified as banking offices by the OCC be:

- a. Established or retained as branches, including the main or home office, and branches of the target institution;

Yes No

If "Yes," provide the following information in the Manage Branch section of this application: the popular name, street address, city, county, state, and ZIP code for each location being established or retained (branches acquired in a Purchase and Assumption transaction).

- b. Approved, but unopened branch(es) of the target institution

Yes No

If "Yes," please list each approved, but unopened branch in the space below. Provide the popular name, street address, city, county, state, and ZIP code. Include the date the current federal and state agencies granted approval(s).

c. (National Banks) Be retained as branches in the applicant's original home state in the event the applicant is relocating its main office to another state

Yes No

d. Will any banking office, including branches and/or the main or home office, be closed or consolidated:

Yes No

If a branch is closed as a result of a merger, consolidation, or other combination, refer to the Joint Policy Statement on Branch Closing Notices and Policies, which can be found in the Appendix of the "Branch Closings" booklet of the Manual, and applicable law for branch closure notice requirements (12 USC 1831r-1).

If "Yes," please list the banking office(s) to be closed or consolidated in the space below. Provide the branch certificate number, popular name, street address, city, county, state, and ZIP code. In addition, indicate the date you sent to anticipate sending the Advance Branch Closing and Customer Notices to the OCC and the customer.

8. Will the resultant national bank acquire any subsidiaries with activities or investments not previously approved by the OCC for either the acquiring or target banks? Yes No

If "Yes," provide the information and analysis for the activities of each subsidiary or investment that would be required if it were established pursuant to 12 CFR 5.34, 5.35, 5.36, 5.38, 5.39, 5.58, or 5.59.

9. Will the resultant bank avoid any commitments entered into by any of the combining institutions with community organizations, civic associations, or similar entities to provide banking services to the community?

Yes No

If the answer is yes, describe the commitment, explain the reasons for not assuming the commitment, and the effect on the relevant community.

10. Will the applicant be or become affiliated with a company engaged in insurance activities that is subject to supervision by a state insurance regulator as a result of the transaction?

Yes No

If the answer is yes, provide:

- a. The name of company.

- b. A description of the insurance activity in which the company is engaged and plans to conduct.

- c. A list of each state and the lines of business in that state in which the company holds, or will hold, an insurance license. Indicate the state where the company holds a resident license or charter, as applicable.

- 11. Provide a copy of (a) the draft or, if available, executed merger or transaction agreement, including any amendments; (b) any board of directors' resolutions related to the transaction; and (c) interim charter, names of organizers, and related documents, if applicable; and (d) a copy of the pro forma balance sheet and regulatory capital schedule. (See instructions for explanation of the information to include.)

Please refer to Exhibit 3 of Volume A of the application materials for responses to this form.

Applicants for a nonaffiliate transaction also must complete items 12 through 14.

12. Do the acquiring bank and target compete in any relevant geographic market (see [Bank Merger Screen](#))? Yes No

If the answer is yes,

- a. Does the HHI for any relevant banking market increase by more than 200 points with a post-acquisition HHI of at least 1800? Yes No
- b. Excluding markets in which the acquiring bank has 35 percent or more of the deposits, will the resultant bank have greater than 35 percent of the deposits in a relevant market? Yes No

A "yes" answer for either question will result in the application being removed from expedited processing for additional competitive review. In such circumstances, the applicant may consult the Competitive Review Appendix in the "Business Combinations" booklet of the *Comptroller's Licensing Manual* for guidance on addressing competitive issues or contact the appropriate OCC District Licensing office directly for specific instructions.

13. Does the proposed transaction involve a branch sale or any other divestiture of all or any portion of the bank, savings association, or nonbank company, or any other action to mitigate competitive effects?

Yes No

If the answer is yes, discuss the timing of the branch sale or divestiture, purchaser, and other specific information.

14. Will any management interlocking relationships (12 USC 3201-3208) exist following consummation?

Yes No

If the answer is yes, describe the management interlocking relationship, including a discussion of the permissibility of the interlock for relevant laws and regulations.

CERTIFICATION

We hereby certify that our board of directors, by resolution, has authorized the filing of this application, and that to the best of our knowledge, it contains no misrepresentations or omissions of material facts. In addition, we agree to notify the agency if the facts described in the filing materially change prior to receiving a decision or prior to consummation. Any misrepresentation or omission of a material fact constitutes fraud in the inducement and may subject us to legal sanctions provided by 18 USC 1001 and 1007.

We acknowledge that approval of this application is in the discretion of the appropriate federal banking agency. Actions or communications, whether oral, written, or electronic, by an agency or its employees in connection with this filing, including approval of the application if granted, do not constitute a contract, either express or implied, or any other obligation binding upon the agency, other federal banking agencies, the United States, any other agency or entity of the United States, or any officer or employee of the United States. Such actions or communications will not affect the ability of any federal banking agency to exercise its supervisory, regulatory, or examination powers under applicable law and regulations. We further acknowledge that the foregoing may not be waived or modified by any employee or agent of a federal banking agency or of the United States.

Signed this _____ day of _____, _____.

Flagstar Bank, FSB by
(Applicant)

(Signature of Authorized Officer)¹

(Typed Name)

(Title)

New York Community Bank by
(Target)

(Signature of Authorized Officer)¹

(Typed Name)

(Title)

¹ In multiple-step combinations, applicants should ensure that authorized officers of the combining institutions sign.

_____ by
(Target)

(Signature of Authorized Officer)²

(Typed Name)

(Title)

_____ by
(Target)

(Signature of Authorized Officer)

(Typed Name)

(Title)

_____ by
(Target)

(Signature of Authorized Officer)

(Typed Name)

(Title)

_____ by
(Target)

(Signature of Authorized Officer)

(Typed Name)

(Title)

² In multiple-step combinations, applicants should ensure that authorized officers of the combining institutions sign.

OCC Certification

We hereby certify that our board of directors, by resolution, has authorized the filing of this application, and that to the best of our knowledge, it contains no misrepresentations or omissions of material facts. In addition, we agree to notify the agency if the facts described in the filing materially change prior to receiving a decision or prior to consummation. Any misrepresentation or omission of a material fact constitutes fraud in the inducement and may subject us to legal sanctions provided by 18 USC 1001 and 1007.

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[Electronically Signed]

Collin Janus

Electronically Signed By

Attorney

Title

5/11/2022 1:56 AM GMT+00:00

Date and Time

Flagstar Bank, FSB

Institution

Business Combination - Affiliate
Merger

Filing Type

708412

Institution Charter Number

2022-NE-Combination-326881

Filing Control Number

Documents Provided by Bank at Time of Submission

If no documents follow this page, the submitted application did not include any public attachments.

Flagstar Bank - NYC Bank - Volumes A and B - Public.pdf

APPLICATIONS
to the
OFFICE OF THE COMPTROLLER OF THE CURRENCY
by
FLAGSTAR BANK, FSB
to convert to a national bank
and
merge with
NEW YORK COMMUNITY BANK
with the national bank as the resulting institution

Volume A

May 10, 2022

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REQUEST FOR CONFIDENTIAL TREATMENT

The parties respectfully request confidential treatment for the information included in the confidential portion of these applications and in any other documents marked "confidential" or for which confidential treatment may otherwise be requested (the "Confidential Material"). The Confidential Material contains highly sensitive, non-public, business, financial, supervisory, and personal information regarding the parties to the proposed transactions. The Confidential Material includes information regarding business and investment plans that are not otherwise available to the public, counterparties, and competitors. Disclosure of the Confidential Material would create a competitive disadvantage for the parties. If they obtained Confidential Material, competitors and other market participants would be able to develop business and investment strategies to the disadvantage of the parties. In addition, the Confidential Material contains confidential supervisory information related to the parties. Disclosure of the Confidential Material would weaken the parties' ability to provide comprehensive and detailed information as part of the important confidential supervisory relationship.

Accordingly, the Confidential Material is exempt from disclosure under the Freedom of Information Act (5 U.S.C. § 552(b)(4), (6), (8)), analogous state laws, and their implementing regulations. The Confidential Material may also be exempt from disclosure under other provisions of law. The parties request that the agency notify them of any request for disclosure of the Confidential Material and, prior to any such disclosure, provide the parties with an opportunity to respond.

CONTACT INFORMATION

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EXHIBIT 1

Overview

Overview

1 Introduction

These applications relate to the combination of Flagstar Bancorp, Inc. and New York Community Bancorp, Inc. as described in more detail below. These application materials use the term "Transaction" to refer collectively to all of the steps of the combination described herein.

2 Parties

This section describes the parties to the Transaction.

2.1 Flagstar

Flagstar Bank, FSB ("Flagstar FSB") is a federal stock savings bank with its home office in Troy, Michigan. Flagstar FSB is a leading national originator of residential first mortgage loans and conducts a nationwide mortgage origination and servicing business. It also provides commercial, small business, and consumer banking services. Flagstar FSB operates 157 branches located in California, Indiana, Michigan, Ohio and Wisconsin.

Flagstar FSB is a wholly owned subsidiary of Flagstar Bancorp, Inc. ("Flagstar Bancorp"), which is a savings and loan holding company. Flagstar Bancorp's common stock is listed on the NYSE under the symbol "FBC." Summary financial information for Flagstar FSB and Flagstar Bancorp is provided in the table below.

<i>Flagstar</i> <i>3/31/22</i> <i>(\$ 000s)</i>		
	<i>Flagstar FSB</i>	<i>Flagstar Bancorp</i>
Total assets	\$23,192,133	\$23,243,999
Total liabilities	\$20,307,432	\$20,511,614
Total deposits	\$18,047,969	\$17,842,482
Total equity capital	\$2,884,701	\$2,732,385
Tier 1 leverage ratio	11.50%	11.83%
Common equity tier 1 risk-based capital ratio	14.73%	13.89%
Tier 1 risk-based capital ratio	14.73%	15.17%
Total risk-based capital ratio	15.35%	16.59%
Net income (for three months ended)	\$57,261	\$52,848

Additional information is available at <www.flagstar.com>.

2.2 New York Community

New York Community Bank ("NYC Bank") is a New York state-chartered nonmember bank with its main office in Hicksville, New York. NYC Bank provides traditional banking products and services, with an emphasis on service and convenience. NYC Bank offers these retail banking services through the following eight divisions:

- Roslyn Savings Bank division
- Queens County Savings Bank division
- Richmond County Savings Bank division
- Roosevelt Savings Bank division
- Atlantic Bank division
- Garden State Community Bank division
- AmTrust Bank division
- Ohio Savings Bank division

NYC Bank also makes multi-family housing loans in the Metro New York region, with an emphasis on non-luxury apartment buildings that are rent-regulated. Multi-family loans are NYC Bank's principal asset, although it also originates other types of commercial real estate loans and commercial and industrial loans. These loans are typically to small- and mid-size businesses in the Metro New York region. The majority of multi-family, commercial real estate, and commercial and industrial loans originated by NYC Bank are secured by properties or businesses in and around New York City, and all are originated for investment (i.e., held in its own loan portfolio).

NYC Bank also serves the needs of small- and mid-size businesses, professional associations, and government agencies with a comprehensive menu of business solutions, including installment loans, revolving lines of credit, and cash management services.

NYC Bank is a wholly owned subsidiary of New York Community Bancorp, Inc. ("NYC Bancorp"), which is a bank holding company. NYC Bancorp's common stock is listed on the NYSE under the symbol "NYCB." Summary financial information for NYC Bank and NYC Bancorp is provided in the table below.

<i>New York Community</i> <i>3/31/22</i> <i>(\$ 000s)</i>		
	<i>NYC Bank</i>	<i>NYC Bancorp</i>
Total assets	\$60,960,485	\$61,005,398
Total liabilities	\$53,565,209	\$54,096,217
Total deposits	\$38,094,262	\$37,954,227
Total equity capital	\$7,395,276	\$6,909,181
Tier 1 leverage ratio	9.20%	8.33%
Common equity tier 1 risk-based capital ratio	11.65%	9.45%
Tier 1 risk-based capital ratio	11.65%	10.55%
Total risk-based capital ratio	12.07%	12.39%
Net income (for three months ended)	\$163,901	\$155,181

Additional information is available at <www.myNYCB.com>.

3 The Transaction

This section describes the legal steps of the Transaction, its strategic benefits, and the diligence process and integration planning of the parties.

3.1 Legal Steps

The table below outlines the legal steps of the Transaction and the bank regulatory filings associated with each step. A chart showing these legal steps is provided at Exhibit 5.

<i>Legal Step</i>	<i>Bank Regulatory Filings</i>
<p><i>Step 1: Merger</i></p> <p>In preparation for the Transaction, NYC Bancorp formed a wholly owned Delaware corporation named 615 Corp. (“<u>MergerSub</u>”). The sole purpose of MergerSub is to facilitate the Transaction.</p> <p>At closing of the Merger, MergerSub will merge into Flagstar Bancorp, with Flagstar Bancorp as the surviving entity. Each issued and outstanding share of common stock of Flagstar Bancorp will be converted into the right to receive 4.0151 shares of common stock of NYC Bancorp.</p> <p>As a result of the Merger, Flagstar Bancorp will become a wholly owned direct subsidiary of NYC Bancorp, and Flagstar FSB and NYC Bank will become affiliated depository institutions.</p>	<p>NYC Bancorp requires prior approval of the Board of Governors of the Federal Reserve System (the "<u>Federal Reserve</u>") under section 4 of the Bank Holding Company Act of 1956 (the "<u>BHC Act</u>") to acquire indirect control of Flagstar FSB as a federal savings bank.</p>
<p><i>Step 2: Holdco Merger</i></p> <p>As soon as reasonably practicable following the Merger, Flagstar Bancorp will merge into NYC Bancorp, with NYC Bancorp as the surviving entity.</p> <p>As a result of the Holdco Merger, Flagstar FSB will become a wholly owned direct subsidiary of NYC Bancorp.</p>	<p>NYC Bancorp will address the Holdco Merger in its application to the Federal Reserve with respect to the Merger.</p>

<i>Legal Step</i>	<i>Bank Regulatory Filings</i>
<p><i>Step 3: Conversion</i></p> <p>Promptly on the day after the day on which the Merger and the Holdco Merger occur, Flagstar FSB will convert from a federal savings bank into a national bank named Flagstar Bank, National Association ("<u>Flagstar NA</u>").</p>	<p>Flagstar FSB seeks prior approval of the OCC under the National Bank Act and 12 C.F.R. § 5.24 to convert to a national bank.</p> <p>Flagstar FSB is providing the information required under 12 C.F.R. § 5.24(e)(2)(vi) with respect to its existing subsidiaries and other equity investments to be retained by Flagstar NA following the Conversion.</p> <p>Flagstar FSB requests waivers of the residency requirement of 12 U.S.C. § 72 to allow for a non-resident majority of the board of directors of Flagstar NA.</p> <p>Flagstar FSB will apply under 12 C.F.R. part 209 to purchase the required amount of stock in the appropriate Federal Reserve Bank in connection with Flagstar NA becoming a member of the Federal Reserve System.</p> <p>NYC Bancorp will seek approval (or an applicable exemption or waiver) of the Federal Reserve under section 3 of the BHC Act for the conversion of Flagstar NA to a national bank.</p>

<i>Legal Step</i>	<i>Bank Regulatory Filings</i>
<p><i>Step 4: Bank Merger</i></p> <p>Promptly following the Conversion, NYC Bank will merge with and into Flagstar NA, with Flagstar NA as the surviving entity.</p> <p>As the resulting bank in the merger, Flagstar NA will select its main office in Hicksville, New York.</p>	<p>Flagstar NA seeks prior approval of the OCC under the Bank Merger Act and 12 C.F.R. § 5.33 to merge with NYC Bank.</p> <p>Flagstar NA is providing the information required under 12 C.F.R. § 5.33(e)(3) with respect to existing subsidiaries and other equity investments of NYC Bank that will be retained by Flagstar NA following the Bank Merger.</p> <p>Flagstar FSB requests waivers of the residency requirement of 12 U.S.C. § 72 to allow for a non-resident majority of the board of directors of Flagstar NA.</p> <p>As the resulting bank of a merger pursuant to 12 U.S.C. § 1831u(d)(1), Flagstar NA selects the current main office of NYC Bank in Hicksville, New York, to be the main office of Flagstar NA following the Bank Merger.</p> <p>To the extent applicable, Flagstar NA will make any required notices with state banking authorities with respect to the establishment or continuation of branch offices.</p>

The parties currently intend that these legal steps will be effected so that the Merger and the Holdco Merger occur after the close of business and close to midnight on one calendar day and the Conversion and Bank Merger occur shortly after midnight the following calendar day (and well before the opening of business on that day).

3.2 Strategic Benefits

The parties expect the Transaction will achieve the following strategic benefits:

- Combines two like-minded organizations, each with distinctive strategic strengths;
- Leverages market leadership in residential mortgage lending and rent-regulated multifamily lending;
- Increases diversification;
- Maintains each bank's low credit risk model;
- Improves funding profile and interest rate risk positioning;
- Combines two experienced management teams and boards; and
- Increases scale, strengthens earnings profile, and improves capital generation.

The boards of directors of both parties each unanimously determined that the Transaction is in the best

interests of their respective institutions.

3.3 Due Diligence

The Transaction involves existing shareholders of Flagstar Bancorp receiving shares of NYC Bancorp as the combined parent organization. For this reason, it was important for the boards and management team at Flagstar Bancorp and Flagstar FSB to conduct due diligence on the business, operations, financial condition, internal controls, and risk management of NYC Bancorp and NYC Bank. Materials regarding that diligence process and its key findings are provided at Exhibit 16. Based on their diligence, the board and management of Flagstar FSB determined that the combined institution will be safe and sound, with appropriate risk management controls, and strong future prospects.

3.4 Integration Planning

Both parties to the Transaction have experience successfully integrating mergers. For example, Flagstar FSB successfully acquired, integrated, and converted the purchase and assumption of fifty-two branches of Wells Fargo Bank, N.A. in 2018. Similarly, NYC Bank has a strong track record successfully integrating the institutions it has acquired over many years.¹

The parties to the Transaction have been engaged in appropriate integration planning consistent with best practices for the past twelve months. A high-level overview of those efforts is provided at Exhibit 17.

4 Statutory Factors

This section addresses the key statutory factors relevant to the OCC's consideration of these applications.

4.1 Effect on Competition

The Bank Merger will not result in a monopoly or substantially lessen competition in any relevant market. Flagstar FSB and NYC Bank do not maintain branches in any overlapping banking market defined by the Federal Reserve. The only state in which both Flagstar FSB and NYC Bank operate branches is Ohio, but the banking markets do not overlap. The parties are not aware of any other facts or circumstances to suggest that the Bank Merger would result in a monopoly or substantially lessen competition in any relevant market.

4.2 Financial Resources; Future Prospects

The financial resources of Flagstar FSB and NYC Bank support approval of these applications. Detailed pro forma and projected financial information is provided at Exhibit 15. Flagstar FSB is well capitalized, and the resulting national bank would remain well capitalized upon consummation of the Bank Merger. The asset quality, earnings, and liquidity of the parties are consistent with approval. The Bank Merger will further enhance the resulting institution's franchise, operating scale, funding sources, and profitability. The parties have adequate resources to absorb the costs of the Bank Merger and to complete integration of the institutions' operations.

¹ Over nearly twenty years, NYC Bancorp has acquired and integrated into its operations the following unaffiliated entities: Haven Bancorp, Inc. (2000); Richmond County Financial Corporation (2001); Roslyn Bancorp, Inc. (2003); Long Island Financial Corporation (2005); Atlantic Bank of New York (2006); PennFed Financial Services, Inc. (2007); Doral Bank's New York branches (2007); Synergy Financial Group, Inc. (2007); certain assets and deposits of AmTrust Bank (2009); certain assets and deposits of Desert Hills Bank (2010); and certain deposits of Aurora Bank, FSB (2012).

The future prospects of the combined institution are consistent with approval. The Bank Merger is designed to combine the existing strong financial and managerial resources of each of Flagstar FSB and NYC Bank to create an even stronger and more diversified bank. The complementary geographies of the two institutions will provide the combined institution with national scale and strong footholds in the Northeast and Midwest, as well as exposure to higher growth markets in the Southwest and Florida. With a wider product range and greater diversification in its loan portfolio, revenue streams, and balance sheet, the combined institution will be better able to serve its customers and to compete for additional business.

4.3 Managerial Resources

The managerial resources of Flagstar FSB and NYC Bank support approval of these applications. The directors and senior executive officers of the combined institution will be a subset of the existing directors and senior executive officers of Flagstar FSB and NYC Bank.² Information regarding the directors and senior executive officers of the resulting national bank is provided at Exhibit 7. In their current roles at Flagstar FSB and NYC Bank, these individuals have demonstrated the competence, experience, and integrity to continuing serving with the combined institution. The senior executive officers of Flagstar FSB and NYC Bank have the executive-level experience to manage strategic direction and the practical skills to successfully execute and integrate the Bank Merger.

The Bank Merger will make the combined institution more resilient. The resulting national bank will benefit from enhanced scale provided by the Bank Merger to support even greater resources for risk management, compliance, cybersecurity and technological development. These resources will provide for a robust and scalable risk management infrastructure.

The parties to the Bank Merger have been engaged in appropriate integration planning consistent with best practices for the past twelve months. Additional information on those efforts is provided at Exhibit 17.

²



4.4 Community Reinvestment Act; Convenience and Needs of the Community

Consideration of the convenience and needs of the community supports approval of these applications. The results of the most recent examinations of Flagstar FSB and NYC Bank under the Community Reinvestment Act (the "CRA") are shown in the table below.

<i>Record under the Community Reinvestment Act</i>				
<i>Bank</i>	<i>Agency</i>	<i>Exam Date</i>	<i>Comments from CRA Performance Evaluation</i>	<i>Rating</i>
Flagstar FSB	OCC	11/16/2020	<ul style="list-style-type: none"> • Lending levels reflect excellent responsiveness to credit needs in its AA [in Michigan and California]. Lending levels reflect good responsiveness to credit needs in its AA [in Indiana, Ohio and Wisconsin]. • An excellent geographic distribution of home mortgage loans [in California, Indiana, and Michigan]. A good geographic distribution of loans [in Wisconsin]. • An excellent distribution of loans among individuals of different income levels [in Michigan, Indiana, Ohio and Wisconsin]. An adequate distribution of loans among individuals of different income levels [in California]. • Extensive use of innovative and flexible lending practices to serve AA credit needs [in Michigan]. • An excellent level of qualified investments and grants that provides demonstrated excellent responsiveness to community needs [in California]. A significant level of qualified CD investments and grants that provides good responsiveness to community needs [in Michigan]. • The bank provides an excellent level of CD services [in California and Indiana]. The bank provides a good level of CD services [in Michigan]. 	Outstanding
NYC Bank	FDIC	9/24/2020	<ul style="list-style-type: none"> • Lending levels reflect good responsiveness to assessment area credit needs. • The geographic distribution of loans reflects good penetration throughout the assessment areas. • The bank uses innovative and/or flexible lending practices in order to serve assessment area credit needs. • The bank is a leader in making community development loans. • The bank has a significant level of qualified community development investments and grants, occasionally in a leadership position, particularly those that are not routinely provided by private investors. • The bank exhibits good responsiveness to credit and community economic development needs. • Delivery systems are reasonably accessible to essentially all portions of the bank's assessment areas. • Services do not vary in a way that inconveniences certain portions of the assessment areas, particularly low- and moderate-income geographies or individuals. • The bank provides a relatively high level of community development services. 	Satisfactory

NYC Bank is also subject to provisions of the New York State Banking Law that impose continuing and affirmative obligations upon a banking institution organized in New York State to serve the credit needs of its local community. The most recent rating received by NYC Bank under this New York State regime was "Outstanding."

The following factors also support a finding that the Bank Merger will enhance the convenience and needs of the community.

- The Bank Merger will combine two complementary franchises and will enable the combined institution to deliver a broader set of products and services to its customers in more markets.
- A larger balance sheet and increased capital base will provide the combined institution with greater resources with which to serve the convenience and needs of the communities in which it operates. For example, increased technology spending at the combined institution will provide an enhanced client experience.
- Through the foundations of each party, the combined institution will continue to support charitable activities in the communities they now serve. The combined institution will provide additional funds dedicated to supporting community development and reinvestment, and civic and charitable activities in its footprint.
- The parties do not anticipate any reduction in the geographic footprint to be served by branches of the combined institution. The parties do not anticipate any branch closures or consolidations in connection with the Bank Merger.

Furthermore, NYC Bank has entered into a comprehensive community benefits agreement that is contingent upon completion of the Bank Merger and will be assumed in its entirety by Flagstar NA as the resulting national bank. A copy of the community benefits agreement is provided at Exhibit 19. A press release summarizing the key components of the community benefits agreement is provided at Exhibit 13. The community benefits agreement includes the following key components.

- *Affordable housing and residential mortgage lending*

Pledges to: originate \$5.7 billion of loans for home purchases, refinances, home improvement, and home equity loans to underserved and LMI borrowers and in majority-minority communities; provide loan products or participate in affordable housing programs which address the specific needs of LMI borrowers; and create a \$10 million down payment assistance fund to support home ownership for LMI borrowers.
- *Continuation of responsible multi-family lending practices*

Continue to be committed to promoting fair and responsible multi-family lending practices for all multi-family loans within its portfolio, including continuing practices designed to prevent community harm and protect tenants' rights.
- *Small business lending*

Provide \$542 million in loans to small businesses with less than \$1 million in revenues and in LMI and majority-minority communities. In addition to originating loans directly to small businesses, will also provide funding to nonprofit organizations that assist small businesses and provide grants to small businesses, including those that were impacted by COVID-19.

- *Community development lending and investments*

Intention to invest \$21.7 billion in community development loans and investments, including those that address the needs of LMI communities and individuals and New Markets Tax Credit and Low Income Housing Credit projects. As part of this, will invest in home ownership and affordable housing strategies with minority-led organizations and organizations that address housing issues in minority communities.

- *Philanthropy*

Commit \$16.5 million in philanthropic support to nonprofit organizations that meet the needs of LMI and majority-minority communities and individuals, including support for those organizations with majority-minority leadership and nonprofit organizations serving immigrant and refugee communities, housing counseling, foreclosure prevention, and workforce development.

- *Access to banking products and services*

As a result of the Bank Merger, the parties do not anticipate closing any branches, including branches in LMI or majority-minority communities. In addition, it will seek to maintain a diverse and inclusive workforce which reflects the demographics of the communities it serves and will endeavor to maintain its practice of staffing branches by individuals who live in the same communities and who are conversant in the language spoken in their communities. It will also prioritize employment opportunities within the local communities. It will continue to offer banking products and services to financially underserved communities and individuals, including access to its Bank On certified "Simply One" product.

In March 2022, NYC Bank chose to fulfill one of its commitments under the Community Benefits Agreement by launching its "My Community SimplyOne Checking" account. This account was certified by the Cities for Financial Empowerment Fund as meeting the 'Bank On' National Account Standards for 2021–2022. Bank On-certified accounts promote financial inclusion for underbanked and unbanked consumers through standard account features that are low-cost, yet have robust transaction capabilities. NYC Bank also made available a Spanish language version of its website (www.myNYCB.com) and its direct bank website (www.MyBankingDirect.com), seeking to meet the needs of its Spanish-speaking customer base.

For the reasons summarized above, approval of the Bank Merger is consistent with the convenience and needs of the community.

4.5 Anti-Money Laundering

Each party to the Bank Merger has, and the combined institution will continue to have, a strong record in preventing money laundering and terrorism financing. Each party maintains a satisfactory anti-money laundering program as required by the Bank Secrecy Act and USA PATRIOT Act and a satisfactory sanctions compliance program. The banks' programs are designed to comply with all applicable laws and regulations and to satisfy supervisory expectations with respect to each of the five pillars of an effective anti-money laundering and sanctions compliance program. In addition, the community and commercial

banking, residential mortgage, and multi-family housing model of the resulting national bank generally avoids products, services, and cross-border activities regarded as presenting high BSA/AML risk.

Between closing of the Bank Merger and the systems conversion, the resulting national bank will maintain each bank's existing BSA/AML/sanctions compliance program largely as-is—albeit under combined supervision and management. In its go-forward BSA/AML/sanctions compliance program to be implemented following the systems conversion, the combined institution will identify the strongest aspects of each institution and consider whether and what future program enhancements are appropriate. The combined institution will integrate the organizational structures and staffing dedicated to BSA/AML/sanctions oversight and review data and systems components (e.g., screening processes, section 314(a) processes, negative news, politically exposed persons). The combined BSA/AML/sanctions program will continue to address the five required pillars of an effective BSA/AML program: establishing internal policies and controls tailored to relevant risks; designating a compliance officer and team dedicated to compliance; independent auditing and testing; ongoing training of personnel as deemed appropriate based on job function and level of customer interaction; and effective customer due diligence and know your customer activities.

4.6 Financial Stability

The Bank Merger will not increase systemic risk or adversely affect financial stability. The Bank Merger involves two modestly sized banking organizations. The Bank Merger results in a combined institution with less than \$100 billion of assets.³

The parties provide traditional banking products. None of the institutions engages in complex, unusual, or unique activities for which there are few substitutes. None of the institutions engages in material cross-border transactions. None of the institutions engages in underwriting or dealing in securities or derivatives. The Bank Merger will not increase the complexity or inter-connectedness of the U.S. financial system. In the event of failure, the resulting national bank could be resolved by the FDIC in its traditional capacity as receiver.

5 Conclusion

Approval of these applications is supported by consideration of the statutory factors described above. Flagstar FSB is, and the resulting national bank will continue to be, a well-capitalized, profitable, and satisfactory institution committed to serving the convenience and needs of its communities. The parties respectfully request approval of these applications in accordance with the procedures for expedited review.

³ See Federal Reserve Board Order Approving People's United Financial, Inc. to Acquire Suffolk Bancorp (Mar. 16, 2017) ("[T]he Board's experience has shown that proposals involving an acquisition of less than \$10 billion in assets, or that result in a firm with less than \$100 billion in total assets, are generally not likely to create institutions that pose systemic risks. Transactions below either of these asset thresholds have typically not involved, or resulted in, firms with activities, structures, and operations that are complex or opaque. Such transactions have also not materially increased the interconnectedness or complexity of the financial system. Accordingly, the Board now presumes that a proposal does not raise material financial stability concerns if the assets involved fall below either of the aforementioned size thresholds, absent evidence that the transaction would result in a significant increase in interconnectedness, complexity, cross-border activities, or other risk factors.").

EXHIBIT 2

Application to Convert to a National Bank

CONVERSION APPLICATION

(Check all appropriate boxes)

Charter Type of Converting Institution

- State Bank
- Federal Savings Bank or Association
- State Savings Bank or Association
 - Mutual
 - Stock
- National Bank
- Credit Union
- Other

Current Chartering Agency

- Office of the Comptroller of the Currency
- National Credit Union Administration
- State

Federal Reserve Status

- Member Bank
- Nonmember Bank

Charter Type of Proposed Resulting Institution

- National Bank
- Federal Savings Bank or Association

Current Deposit Insurance Fund

- Federal Deposit Insurance Corporation (FDIC)
- Uninsured
- Other

Primary Business Type

- Commercial/Consumer
- Consumer/Commercial
- Trust (only)
- Credit Card
- Community Development
- Banker's Bank
- Cash Management
- Other

Current Trust Powers

- None
- Limited
- Full

Converting Institution

Proposed Name

Current Name

Current charter of FDIC certificate #, if applicable

Address

County

Mailing Address (if different from street address)

Address

Parent Company Identifying Information (if applicable)

Parent company information is provided as of the time of the Conversion.

Name RSSD ID

Address

Contact Person

Name Title

Employer

Address

Phone Fax Email

CONVERSION APPLICATION

Section 1. Overview

- (a) Provide a statement detailing why the institution is interested in converting to a national bank or a federal savings association (FSA).

Flagstar FSB seeks to convert to a national bank to facilitate the Transaction as described in more detail in the Overview at Exhibit 1. The parties have determined that a national bank charter is an appropriate charter for the combined business of the resulting institution.

- (b) Provide a statement of qualification as an "eligible depository institution," if applicable.

Flagstar FSB is an "eligible depository institution" as set forth at 12 C.F.R. § 5.3. Flagstar FSB is FDIC-insured and meets the additional criteria set forth in the definition of "eligible bank or eligible savings association" at 12 C.F.R. § 5.3.

- (1) Flagstar FSB is well capitalized.**

[REDACTED]

- (3) Flagstar FSB has a Community Reinvestment Act rating of "Outstanding."**

[REDACTED]

[REDACTED]

- (c) Provide an opinion of counsel that the conversion is not in contravention of applicable state or federal law. Describe any issues about the permissibility of the proposal. The applicant should consult with the OCC to determine if the proposal presents any unusual legal concerns that would require an expanded legal opinion.

An opinion of counsel is provided at Exhibit 22.

- (d) List all outstanding conditions or other requirements imposed by the institution's current regulators or state attorney-general in any cease and desist order, written agreement, other formal enforcement order, memorandum of understanding, approval of any application, notice or request, commitment letter, board resolution, or in any other manner, including the converting institution's analysis whether any such actions prohibit conversion under 12 USC 35, and the converting institution's plans regarding adhering to such conditions and requirements after conversion.

Not applicable. Flagstar FSB is not subject to any such conditions or requirements.

- (e) State whether the institution proposes to exercise fiduciary powers after the conversion. If yes, submit (1) an opinion of counsel that the activities are not in contravention of applicable laws,

including capital and surplus requirements applicable to state banks, trust companies, and other corporations exercising comparable powers; (2) a list of applicable laws; (3) the location(s) where fiduciary activities will be conducted; (4) biographical information on trust management, including educational and professional credentials and five-year employment history; and (5) if limited powers are requested, list the powers requested. See the “Fiduciary Powers” section of the “Conversions” booklet and the “Fiduciary Powers” booklet of the Comptroller’s Licensing Manual.

Flagstar NA will continue to exercise the same fiduciary powers currently exercised by Flagstar FSB.

Flagstar NA will act as document custodian with respect to collateral documents for loans held in its available-for-sale portfolio and loans sold to, or serviced for, Federal National Mortgage Association (“Fannie Mae”) and Federal Home Loan Mortgage Corporation (“Freddie Mac”). Although fiduciary powers are generally not required to for an institution to maintain custody of documents, Fannie Mae and Freddie Mac require that any bank that sells a mortgage loan to them, or that services loans owned by them, may maintain custody of documents related to such loans only if the bank provides those custody services through a custody department that operates pursuant to fiduciary powers granted by the bank's primary regulator.

(1) An opinion of counsel that Flagstar NA's exercise of fiduciary powers will not be in contravention of applicable laws is provided at Exhibit 22.

(2) Flagstar NA will exercise fiduciary powers pursuant to the National Bank Act at 12 U.S.C. § 92a. This provision of the National Bank Act is substantively identical to the current authority at 12 U.S.C. § 1464(n), under which Flagstar FSB currently exercises fiduciary powers as a federal savings bank.

(3) Flagstar NA will conduct its document custodian and any other fiduciary activities at the current home office of Flagstar FSB located at:

**5151 Corporate Drive
Troy, MI 48098**

(4) Flagstar NA will exercise fiduciary powers in materially the same manner, at the same location, and under the same policies, procedures, and trust management as are currently in place at Flagstar FSB. The current fiduciary operations of Flagstar FSB are subject to supervision and regulation of the OCC. For this reason, the applicant believes that the OCC may rely on its significant and long-standing record and experience supervising Flagstar FSB's trust operations in lieu of the biographical information requested above.

(5) Flagstar NA is seeking limited fiduciary powers to conduct the same fiduciary powers currently exercised by FSB.

(f) If converting to a national bank, submit the Organization Certificate. The Organization Certificate must be notarized. At least a majority of the board must sign, with a minimum of five signatures

required. The Organization Certificate is not effective until the conversion is consummated. If converting to an FSA, submit a board resolution authorizing the transaction.

The form of the Organization Certificate for Flagstar NA is provided at Exhibit 24.

- (g) If converting to a national bank, submit the Articles of Association and Authority for Conversion to National Bank. At least a majority of the board must sign, with a minimum of five signatures required. The Articles of Association are not effective until the conversion is consummated.

The form of the Articles of Association for Flagstar NA is provided at Exhibit 25.

The Authority for Conversion to National Bank is provided at Exhibit 23.

- (h) If converting to an FSA, submit the Federal Stock Association Charter or Federal Mutual Association Charter with original signatures and the Certification of Application for Conversion to a FSA. The charter is not effective until the conversion is consummated.

Not applicable.

- (i) An applicant converting to either a national bank or FSA must submit Bylaws. The board must adopt the Bylaws, but it should not execute them. The Secretary or Cashier must certify that the board adopted the Bylaws, but they are not effective until the conversion is consummated.

The contemplated bylaws of Flagstar NA are provided at Exhibit 26.

A secretary's certificate evidencing that the board of directors of Flagstar FSB has adopted such bylaws and that they will not be effective until the Conversion is consummated is provided at Exhibit 20.

- (j) If the institution is not currently insured by the Federal Deposit Insurance Corporation (FDIC), indicate its plans to apply for insurance.

Not applicable. The deposits of Flagstar FSB are insured by the FDIC.

- (k) Provide a copy of the institution's business plan. The Business Plan Guidelines (from the Interagency Charter and Federal Deposit Insurance Application) are available for your use.

At a minimum, the business plan should address or include

- any anticipated changes in operations, strategy, market area, funding, loan composition, portfolio, products, or services.

- future business objectives of the resulting national bank.
- any plans to raise additional capital.
- projected financial statements for a period of three years that reflect the effects of conversion, along with any adjusting entries that result from the conversion.

The Conversion will not result in any material change in the business or operations of the institution, which has been subject to regular and comprehensive supervision and review by the OCC as its primary federal regulator.

Information regarding the business and operations of Flagstar NA following the Bank Merger is provided in the accompanying application under the Bank Merger Act and its related exhibits. Projected financial statements for Flagstar NA following the Bank Merger are provided at Exhibit 15. The institution does not have any plans to raise additional capital.

- (l) Submit the most recent Community Reinvestment Act (CRA) public evaluation and discuss any material changes in the institution’s plans to meet CRA obligations. If the institution is not now subject to CRA, describe how CRA obligations will be met, if applicable.

Flagstar FSB's most recent CRA public evaluation is provided at Exhibit 11. The Conversion will not result in any material change in the manner in which the institution meets its obligations under the CRA.

Information regarding the manner in which Flagstar NA will meet its obligations under the CRA following the Bank Merger is provided in the Overview at Exhibit 1 and in Exhibits 17 and 19.

Section 2. Management

- (a) Provide a list of any individual or group of shareholders that owns or will own or control 10 percent or more of the institution’s stock. Indicate any positions and offices currently held, or to be held, by these individuals with the institution, the institution’s holding company, or its affiliates. Submit Interagency Biographical and Financial Reports and fingerprint cards for these individuals. For more information, refer to the “Background Investigations” booklet of the Comptroller’s Licensing Manual.

Not applicable. No individual or group of shareholders acting in concert will own or control 10% or more of the common stock of Flagstar NA or its parent bank holding company, NYC Bancorp.

- (b) Provide a list of directors and senior executive officers. Indicate any positions and offices currently held, or to be held, by these individuals with the institution, the institution’s holding company, or its affiliates. Submit IBFRs and fingerprint cards for these individuals. For more information, refer to the “Directors and Officers” section of the “Conversions” and the “Background Investigations” booklets of the Comptroller’s Licensing Manual.

The individuals who currently serve as the directors and senior executive officers of Flagstar FSB will remain the directors and senior executive officers of Flagstar NA until consummation of the Bank Merger. A list of these individuals is provided at Exhibit 6. Each of these individuals already serves as a director or senior executive officer of Flagstar FSB, which is a well-capitalized [REDACTED] subject to comprehensive regulation and supervision of the OCC. The applicant believes that these individuals and their tenures at Flagstar FSB are sufficiently familiar to the OCC as to render the need for IBFRs and related name check processes unnecessary.

Flagstar FSB hereby requests waivers of the residency requirement of 12 U.S.C. § 72 to allow for a non-resident majority of the board of directors of Flagstar NA. The directors of Flagstar NA will include three directors who satisfy the residency requirement and seven directors who do not. Flagstar FSB is aware of the citizenship and stock ownership requirements of the persons nominated to serve as directors on its board and hereby certifies that it will review their qualifications to ensure compliance with those requirements in 12 U.S.C. § 72.

- (c) Submit a Corporate Background and Financial Report if the institution is owned by a company that is not a regulated bank or thrift holding company. See the "Background Investigations" booklet of the Comptroller's Licensing Manual.

Not applicable. Flagstar NA will be a wholly owned subsidiary of NYC Bancorp, which is a bank holding company.

- (d) Describe the actions planned or taken by directors and management to familiarize themselves with federal banking laws, rules, and regulations.

Each of the directors and senior executive officers of Flagstar NA currently serves as a director or senior executive officer of Flagstar FSB, which is a satisfactory FDIC-insured institution supervised by the OCC. They are familiar with federal banking laws, rules, and regulations as is appropriate for their respective positions.

The board of directors of Flagstar FSB receives periodic training on regulatory requirements and supervisory expectations. The Compliance Training Manager and other subject matter experts provide live presentations at board meetings biannually. Hard copy presentation materials are provided to directors to cover absences and for later reference. In addition, the BSA/AML Officer includes several slides in quarterly reports to the board that are dedicated to BSA/AML compliance training.

- (e) Indicate any anticipated changes in management or the directorship.

Not applicable. The directorship of Flagstar NA will be the same as the directorship of Flagstar FSB until consummation of the Bank Merger. Changes in the directorship of

Flagstar NA following consummation of the Bank Merger are addressed in the accompanying application under the Bank Merger Act.

- (f) If converting to a national bank, submit a signed and notarized Individual Oath of Bank Director, Joint Oath of Bank Directors, or Individual Oath of FSA Director, as applicable.

Individual Oath of Bank Director are provided for each director at Exhibit 27.

- (g) Describe all outstanding or proposed stock awards, options, warrants, or other similar stock-based compensation plans offered as compensation to bank directors, executive officers, principle shareholders, and other bank insiders by the bank or holding company. Include in the description
- the duration limits.
 - the vesting requirements.
 - transferability restrictions.
 - exercise price requirements.
 - rights upon termination.
 - any “exercise or forfeiture” clause.
 - number of shares to be issued or covered by the plans.

The Conversion will not result in any changes to these arrangements. Flagstar FSB is currently regulated and supervised by the OCC. Flagstar FSB and its parent company maintain employment agreements and equity-based compensation plans that have been subject to review by the OCC in its ordinary course supervisory activities.

Information regarding employment and compensation matters in connection with the Transaction generally is provided on pages 98-108 of the joint proxy statement and prospectus sent to the shareholders of Flagstar Bancorp and NYC Bancorp. A copy of that document is available at:

<https://www.sec.gov/Archives/edgar/data/0000910073/000119312521200548/d125734d424b3.htm#rom125734_81>.

- (h) For any plan described above, provide a list of participants, allocation of benefits to each participant, and a copy of each plan, proposed or current. If the compensation is part of an employment agreement, submit the portion of the agreement relative to the plan. All plans must conform to applicable regulatory guidelines. Refer to appendix B of the “Charters” booklet of the *Comptroller's Licensing Manual*.

Please see response to item 2(g) above.

Section 3. Financial Information

- (a) Submit the most recent quarterly balance sheet, income statement, and risk-based capital schedule. The capital schedule should detail the elements of tier 1 and tier 2 capital and show the calculation of

the risk-based capital and leverage ratios on a present and three-year projected basis. The call report (see Reports of Condition and Income Forms and User Guides) may be used. In addition, for capital information, FDIC call report Schedule RC-R - Regulatory Capital may be used.

The call report for Flagstar FSB as of March 31, 2022, is provided at Exhibit 14.

- (b) Submit the most recent audited financial statements. If an external audit is not available, submit the directors' audit or other appropriate documents.

The bank-level financial statements of Flagstar FSB are not subject to standalone audit by external auditors. However, bank-level financial information is an integral component of the consolidated financial statements of Flagstar Bancorp, which undergo an annual external audit. The most recent audited financial statements of Flagstar Bancorp are available at: <<https://investors.flagstar.com/documents/sec-filings/default.aspx>>.

- (c) Submit the most recent annual report for the institution and 10-K for the parent company, if applicable.

The most recent annual report and Form 10-K for Flagstar Bancorp are available at: <<https://investors.flagstar.com/documents/sec-filings/default.aspx>>.

- (d) Submit the most recent data on trust assets in the format of FDIC call report Schedule RC-T – Fiduciary and Related Services. See the call report instructions.

The call report for Flagstar FSB as of March 31, 2022, including schedule RC-T, is provided at Exhibit 14.

- (e) Discuss any differences between accounting used by the institution and generally accepted accounting principles.

None.

Section 4. Capital

- (a) Discuss the adequacy of the capital structure relative to internal and external risks; operational and financial assumptions, including technology, branching, and operating expenses; and any off-balance sheet activities.

Flagstar FSB is well-capitalized and maintains capital commensurate with its risk profile. Flagstar FSB is currently subject to examination and supervision by the OCC. [REDACTED]

Capital is supported by satisfactory earnings. Flagstar FSB's board of directors and management provide satisfactory oversight of capital planning practices. Capital stress testing assumptions and processes are reasonable and adequate.

- (b) Provide a representation that the institution's current capital meets federal standards (12 CFR 3, 12 CFR 6, and 12 CFR 167). Provide the following information:

As of March 31, 2022

Capital Stock (\$ amount)	\$3,000,000
Surplus (\$ amount)	\$1,542,898,000
Total capitalization (\$ amount)	\$2,884,501,000
Number of shares authorized (amount)	Common shares: 1,000,000 Preferred shares: 10,000,000
Number of shares issued (amount)	Common shares: 300,000 Preferred shares: 0
Par value per share (\$ amount)	Common shares: \$10.00 Preferred shares: \$25.00

- (c) Identify the institution's capital category for purposes of Prompt Corrective Action.

Flagstar FSB is well-capitalized for purposes of Prompt Corrective Action.

Section 5. Premises and Fixed Assets

This application will be deemed to constitute an application pursuant to 12 USC 30, 12 USC 36, 12 USC 1464, 12 CFR 5.30, 12 CFR 5.31, and 12 CFR 5.40 to change the location of a main office of a national bank or home office of a federal savings association and to establish and maintain branches.

- (a) Identify the converted institution's street address, city, county, state, and ZIP code. If the converting institution's home or main office address is different from its current address, please provide the current street address, city, county, state, and ZIP code along with an explanation.

Flagstar FSB's current home office is:

**5151 Corporate Drive
Troy, MI 48098
Oakland County**

**This location will be the main office of Flagstar NA upon completion of the Conversion.
Following the Bank Merger, the main office of Flagstar NA will be in Hicksville, New York.**

- (b) Provide a list of:
- (1) existing branches that will continue to operate after the conversion, including what would be considered the popular name, street address, city, county, state, and ZIP code.
 - (2) branches approved, but unopened, including what would be considered the popular name, street address, city, county, state, and ZIP code, plans for operation, and a copy of the state and federal approvals (for institutions other than existing national banks or FSAs).
 - (3) all banking offices including branches and/or the main or home office that will be closed or consolidated. Please label accordingly. Provide the branch certification number, popular name, street address, city, county, state, and ZIP code. In addition, indicate the date you sent or anticipate sending the Advance Branch Closing and Customer Notices to the OCC and customers.
 - (4) the addresses of any offices that are not currently considered branches, but would be considered branches if operated by a national bank or FSA.

Provide a legal opinion as to why each location is a permissible location.

A list of the branches of Flagstar NA is provided at Exhibit 9. There are not any (i) approved, but unopened, branches or (ii) other offices that are not currently considered branches but would be considered branches if operated by a national bank. No branches will be closed or consolidated as a result of the Conversion.

An opinion of counsel is provided at Exhibit 22.

- (c) Provide a representation of compliance with 12 USC 371d, 12 CFR 5.37, and 12 CFR 7.1000 regarding investment limits in bank premises (see the "Investment in Bank Premises" booklet). If not

in compliance, submit a request to the OCC supervisory field office for excess investment pursuant to 12 CFR 5.37.

As of March 31, 2022, the investment by Flagstar FSB in premises and fixed assets was approximately \$228 million,⁴ which exceeded the \$3 million aggregate par value of its common stock. Therefore, Flagstar FSB hereby provides notice pursuant to 12 C.F.R. § 5.37(d)(3). Flagstar FSB meets the conditions set forth in that notice section.

Flagstar FSB's aggregate investment in premises will not exceed 150% of its capital and surplus. As of March 31, 2022, the amount of Flagstar FSB's capital and surplus was \$486,007,000.

Flagstar FSB is well-capitalized, and Flagstar NA will be well-capitalized upon completion of the Conversion and Bank Merger.

Section 6. Subsidiaries and Investments

- (a) Provide a list of all subsidiaries, service corporation investments, bank service company investments, and other equity investments that will be retained following the conversion. Provide information and analysis of the subsidiaries' activities and the service corporation investments and other equity investments that would be required if the converting institution were a national bank, mutual FSA, or stock FSA, as applicable. See 12 CFR 5.34, 12 CFR 5.35, 12 CFR 5.36, 12 CFR 5.38, 12 CFR 5.39, 12 CFR 5.58, 12 CFR 5.59, and 12 CFR 1 or other applicable law and regulation. If the applicant has a public welfare investment subject to 12 CFR 24, submit this information to the OCC, Community Affairs Department, Washington, DC 20219.

A schedule of Flagstar FSB's subsidiaries and other equity investments is provided at Exhibit 18.

- (b) Provide a list of any nonconforming assets currently held where permanent retention is desired. Full details regarding the asset should be provided, including a description, when it was acquired, and its value. Include a legal opinion describing the converting institution's authority to hold the asset.

Flagstar FSB is not aware of any nonconforming assets that are intended to be retained by Flagstar NA on a permanent basis.

- (c) Provide a list of any nonconforming assets or activities currently held, including nonconforming subsidiaries, where temporary retention is desired while conforming or divesting of the assets or

⁴ Consistent with Call Report Schedule RC line 6, this amount includes Flagstar FSB's recorded investment in both premises and fixed assets—not all of which is considered premises for purposes of 12 C.F.R. 5.37.

activities. Include the nature of the asset or activity, the plan to divest or conform the asset or activity, and the time frame needed to divest or conform the asset or activity.

Flagstar FSB is not aware of any nonconforming assets other than Grass Lake Insurance Agency, Inc., which is explained in more detail at Exhibit 18.

- (d) Provide a list of any noncontrolling interests currently held in other entities and other equity investments where retention is desired and it is consistent with applicable law. The applicant should identify whether it desires permanent or temporary retention, whether conformance or divestiture will be necessary, and any time frame necessary for conformance or divestiture. In addition, include information that is required if applying to establish or acquire a noncontrolling interest pursuant to 12 CFR 5.36(e) and 12 CFR 5.58.

A schedule of Flagstar FSB's other equity investments is provided at Exhibit 18.

Section 7. Other Information

- (a) Provide a representation that the institution has sufficient fidelity coverage (see the “Fidelity Bond” section of the “Conversions” booklet of the Comptroller’s Licensing Manual, 12 CFR 7.2013, and 12 CFR 163.190).

Flagstar FSB has sufficient fidelity coverage consistent with the factors set forth at 12 C.F.R. § 7.2013.

- (b) Provide a statement indicating whether the institution is a member of the Federal Reserve System or Federal Home Loan Bank (FHLB) System. Also state whether the institution holds any FHLB stock or advances if it does not plan to continue its FHLB membership.

Flagstar FSB is currently a member of the Federal Home Loan Bank of Indianapolis. As of March 31, 2022, Flagstar FSB owned FHLB stock valued at approximately \$329 million and held FHLB advances of approximately \$1.2 billion.

Flagstar NA plans to continue its FHLB membership after the Conversion.

- (c) Provide a statement indicating whether the institution has a liquidation account (see the “Liquidation Account” section of the “Conversions to Federal Charter” booklet of the *Comptroller’s Licensing Manual*).

Flagstar FSB does not maintain a liquidation account.

- (d) For a parent company other than a bank holding company (BHC) or a savings and loan holding company (SLHC), provide a copy of the parent company's application to become a BHC or SLHC. If it is not the intent of the parent company to become a BHC or SLHC, discuss the resolution plans for the parent company or provide the legal authority for the parent company to continue to own the national bank or FSA following the conversion.

Not applicable. The parent company is a bank holding company.

- (e) If the institution is converting to an FSA and does not meet the qualified thrift lender test under 12 USC 1467a(m) or the Domestic Building and Loan Association test under 26 USC 7701(a)(10) and 26 CFR 301.7701-13A, include a plan to achieve compliance within a reasonable time and a request for an exception from the district licensing office.

Not applicable. The institution is converting to a national bank.

- (f) Submit the converting institution's current regulatory and any state requirements for and plans to obtain shareholder (or member) approval, as applicable. Submit plans to obtain all necessary regulatory and shareholder (or member) approval. For a national bank converting to an FSA, submit information demonstrating compliance with applicable requirements of 12 USC 214a. For an FSA converting to a national bank, submit information demonstrating compliance with laws regarding permissibility, requirements, and procedures for conversions, including applicable stockholder and account holder approval requirements. See 12 CFR 5.23(f) or 12 CFR 5.24(f), as applicable.

Flagstar FSB's board of directors and sole stockholder have approved the Conversion. Copies of the corporate governance approvals are provided at Exhibits 20 and 21.

The Authority for Conversion to National Bank is provided at Exhibit 23.

Flagstar FSB believes that it satisfies all of the requirements and conditions for conversion to a national bank as set forth at 12 C.F.R. § 5.24(f) and 12 U.S.C. § 1464(i)(5).

- (g) Provide a copy of the Notice of Publication and affidavit, if publication is required.

Newspaper publication is not required solely in connection with a conversion from a federal savings bank to a national bank. However, the Conversion will occur in connection with the Bank Merger, which does require newspaper publication pursuant to the Bank Merger Act. The form of newspaper notice is provided at Exhibit 4.


OCC CERTIFICATION

I certify that the bank's board of directors, shareholders, or a designated official has authorized the filing of this application. I certify that the information contained in this application has been examined carefully and is true, correct, complete, and current as of the date of this submission. Additionally, I agree to notify the OCC if the facts described in the filing materially change prior to receiving a decision or at any time prior to consummation of the action contemplated herein.

I acknowledge that any misrepresentation or omission of a material fact with respect to this application, any attachments to it, and any other documents or information provided in connection with this application may be grounds for denial of the application or revocation of its approval, and may subject the undersigned to legal sanctions, including the criminal sanctions provided for in Title 18 of the United States Code.

I acknowledge that the approval of this application is in the discretion of the OCC. The activities and communications by OCC employees in connection with the filing, including approval of the application, if granted, do not constitute a contract, express or implied, or any other obligation binding upon the OCC, the United States, any agency or entity of the United States, or any officer or employee of the United States, and do not affect the ability of the OCC to exercise its supervisory, regulatory, and examination authorities under applicable law and regulations. I further acknowledge that the foregoing may not be waived or modified by any employee or agent of the OCC or the United States.

President or other authorized officer



Typed name

Alessandro P. DiNello

Title

President and Chief Executive Officer

Employer

Flagstar Bank, FSB

EXHIBIT 3

OCC Streamlined Business Combination Application

Streamlined Business Combination Application

Checklist

Authority To File a Streamlined Submission

Check the following to certify the appropriateness of a streamlined submission. [NOTE: One or more must be checked to qualify for a streamlined submission. Otherwise, a complete "Interagency Bank Merger Act Application" is required.] National banks and federal savings associations are referred to collectively as "banks" unless otherwise noted.

- 1. The transaction is a business combination between eligible banks, or between an eligible bank and an eligible depository institution, that are controlled by the same holding company, or that will be controlled by the same holding company prior to the combination.
- 2. The transaction is a business combination between an eligible bank and an interim bank chartered in a transaction in which a person or group of persons exchanges its shares of the eligible bank for shares of a newly formed holding company and receives after the transaction substantially the same proportional share interest in the holding company as it held in the eligible bank (except for changes in interests resulting from the exercise of dissenters' rights), and the reorganization involves no other transactions involving the bank.
- 3. At least one party to the transaction is an eligible bank, and all other parties to the transaction are eligible banks or eligible depository institutions, the resultant bank will be well capitalized immediately following consummation of the transaction, and the total assets of the target institutions combined are no more than 50 percent of the total assets of the acquiring bank, as reported in each institution's Consolidated Report of Condition and Income filed for the quarter immediately preceding the filing of the application.
- 4. The acquiring bank is an eligible bank, the target is not an eligible bank or an eligible depository institution, the resultant bank will be well capitalized immediately following consummation of the transaction, and the applicants in a prefiling communication request and obtain approval from the appropriate district office to use the streamlined application.⁵
- 5. The acquiring bank is an eligible bank, the target bank is not an eligible bank or an eligible depository institution, the resultant bank will be well capitalized immediately following consummation of the transaction, and the total assets acquired do not exceed 10 percent of the total assets of the acquiring bank, as reported in each institution's Consolidated Report of Condition and Income filed for the quarter immediately preceding the filing of the application.

⁵ Approval of the use of the streamlined process by the district office under standard 4 may not be used for a transaction that exceeds the size test in standard 3.

Checklist of Attached Information

- Request for confidentiality, if applicable
- Other corporate requests

Specific Information for Streamlined Application (as appropriate)

- Copy of the following documents:
 - Draft or, if available, executed merger or transaction agreement, including any amendments
 - Any board of directors' resolutions related to the transaction
 - Interim charter's Articles of Association, names of organizers, and related documents, if applicable
- Financial Information as of the end of the most recent quarter for the applicant, target, and resultant institution:
 - Balance sheet
 - Regulatory capital schedule
- Confirmation of the public notice publication, including a statement containing the name and address of the newspaper in which the notice was published and dates of publication.
- Merger Screen for combinations where the acquiring national bank and target depository institution compete in any relevant geographic banking market.
- If applicable, confirmation that the resulting federal savings association meets the requirements of 12 USC 1464(c) and 1467a(m)

Desired Action Date: **June 24, 2022**

Streamlined Business Combination Application

Check all that apply:

Type of Filing	Form of Transaction	Filed Pursuant To
<input checked="" type="checkbox"/> Affiliate/Business Reorganization	<input checked="" type="checkbox"/> Merger	<input checked="" type="checkbox"/> 12 USC 1828(c)
<input type="checkbox"/> Combination with Interim Depository Institution	<input type="checkbox"/> Consolidation	<input type="checkbox"/> 12 USC 1815(a)
<input type="checkbox"/> Nonaffiliate Combination	<input type="checkbox"/> Purchase and Assumption	<input type="checkbox"/> 12 USC 215, 215a
<input type="checkbox"/> Other_____	<input type="checkbox"/> Purchase of Assets Only	<input checked="" type="checkbox"/> 12 USC 215a-1
	<input type="checkbox"/> Other_____	<input type="checkbox"/> 12 USC 215a-3
		<input type="checkbox"/> 12 USC 215c
		<input type="checkbox"/> Other_____

Applicant Depository Institution

Flagstar Bank, National Association FDIC Certificate: **32541**
national bank resulting from the conversion of Flagstar Bank, FSB

5151 Corporate Drive
Troy, MI 48098

Target Institution

New York Community Bank FDIC Certificate: **16022**
New York state nonmember bank

102 Duffy Avenue
Hicksville, NY 11801

Resultant Institution (if different than Applicant)

Flagstar Bank, National Association

102 Duffy Avenue
Hicksville, NY 11801

Contact Persons

Brian D. Christiansen
Partner
Skadden, Arps, Slate, Meagher & Flom LLP
1440 New York Avenue, NW
Washington, DC 20005
202.371.7852
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Flagstar Bank
5151 Corporate Drive
Troy, MI 48098
248.312.5580
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Streamlined Business Combination Application

1. Are there any material aspects of the transaction (for example, financing arrangements) that are not reflected in the agreement, or any features (for example, structure and significant terms and conditions) that are not customary or usual in the agreement?

If the answer is yes, explain

Yes No

The purpose, structure, and significant terms and conditions of the Transaction are described in the Overview at Exhibit 1.

2. Are there any issues regarding the permissibility under applicable state or federal laws or regulations of the proposed transaction (for example, nonbank activities, branching, qualified thrift lender's test, investment in bank premises)?

If the answer is yes, describe the issues.

Yes No

Flagstar NA hereby requests a waiver of the residency requirement of 12 U.S.C. § 72 to allow for a non-resident majority of the board of directors of the resulting bank. The directors of the resulting bank will include a minority of directors who satisfy the residency requirement and a majority of directors who do not. The directors of the resulting bank will be a subset of the existing directors of Flagstar FSB and NYC Bank. Information regarding the directors of the resulting national bank is provided at Exhibit 7. In their current roles at Flagstar FSB and NYC Bank, these individuals have demonstrated the competence, experience, and integrity to continuing serving with the combined institution. Flagstar NA is aware of the citizenship and stock ownership requirements of the persons nominated to serve as directors on its board and certifies that it will review their qualifications to ensure compliance with those requirements in 12 U.S.C. § 72.

Flagstar NA is not aware of any nonconforming or impermissible assets or activities that it may not be permitted to retain under relevant law or regulation other than the subsidiaries identified at Exhibit 18. Additional information regarding these subsidiaries and the anticipated time period for divestiture or conformance is provided at Exhibit 18.

Flagstar NA is not aware of any other issues regarding permissibility of the Bank Merger under applicable state or federal laws or regulations.

3. Will the applicant or resultant bank retain any nonconforming or impermissible assets or activities?

If the answer is yes, describe them, including the method of and anticipated time period for divestiture or disposal.

Yes No

Flagstar NA is not aware of any nonconforming or impermissible assets or activities that it may not be permitted to retain under relevant law or regulation other than the subsidiaries identified at Exhibit 18. Additional information regarding these subsidiaries and the anticipated time period for divestiture or conformance is provided at Exhibit 18.

4. Does the applicant anticipate any significant changes in products or services, including fee increases or branch closings, that would result from the consummation of the proposed transaction?

If the answer is yes, list those changes, including the anticipated effect on the community to be served. If any products or services will be discontinued, branches will be closed, or fees increased, describe and explain reasons.

Yes No

Following the Bank Merger, Flagstar NA will conduct a broader range of banking activities than does Flagstar FSB today. Additional information is provided in the Overview at Exhibit 1 and in the integration materials at Exhibit 17.

The Bank Merger will combine two complementary franchises, resulting in a stronger bank and enhanced competition. Flagstar FSB has a leading, relationship-based national residential mortgage lending business that is combined with a community bank with a diversified lending platform for commercial and consumer customers. Flagstar FSB operates branches in Michigan, Indiana, California, Wisconsin and Ohio. NYC Bank is a leading producer of multi-family loans in New York City, with an emphasis on non-luxury residential apartment buildings with rent-regulated units that feature below-market rents. NYC Bank also originates commercial real estate, specialty finance loans and leases and other types of loans, and operates branches in New York, New Jersey, Arizona, Ohio and Florida. The parties do not anticipate closing any branches as a result of the Bank Merger. Both Flagstar FSB and NYC Bank have strong management teams with demonstrated commitments to enterprise-wide risk management. Both Flagstar FSB and NYC Bank also operate with unique, low credit risk models.

Following the Bank Merger, the customers and communities of both institutions will have access to a broader set of products in more markets. Flagstar FSB customers will gain access to NYC Bank's experience and capabilities in asset-based lending, equipment leasing, and dealer floor plan, which Flagstar FSB does not offer today. NYC Bank customers will gain access to Flagstar FSB's experience and capabilities in mortgage banking, mortgage warehouse, residential/home equity line of credit portfolio lending and custodial deposits, which NYC Bank does not offer today. The combined institution will have increased technological capabilities that will provide an enhanced client experience, as well as an increased balance sheet that will provide greater allowance for technology spending and investment. Furthermore, the increased size of the resulting bank's balance sheet will facilitate increased lending to customers following the Bank Merger.

- 5a. Will the proposed transaction affect the applicant's ability to meet the existing or anticipated needs of its community(ies) under the applicable criteria of the Community Reinvestment Act (CRA), including the needs of low- and moderate-income geographies and individuals?

If the answer is yes, discuss the effect.

Yes No

The Bank Merger will have a positive impact on the parties' ability to meet the existing and anticipated needs of its communities. Detailed information is provided in the Overview at Exhibit 1 and in the community benefits agreement at Exhibit 19.

- 5b. Will the applicant's assessment area change?

If the answer is yes, describe the change.

Yes No

The expected CRA assessment area of the combined institution is provided at Exhibit 10.

- 5c. At its most recent federal regulatory examination, did any of the combining institutions receive a CRA rating of "needs to improve" or "substantial noncompliance" institution-wide, or where applicable in a state or a multi-state MSA, or receive an evaluation of less than satisfactory performance in an MSA or in the non-MSA portion of a state in which the acquiring bank is expanding as a result of the consolidation?

If the answer is yes, describe what actions, if any, have been taken to redress deficiencies in the institution's CRA record of performance since the examination.

Yes No

Not applicable.

6. Is the transaction subject to the Riegle-Neal Interstate Banking and Branching Efficiency Act of 1994?

If the answer is yes, discuss authority; compliance with state age limits and host state(s) filing requirements; and applicability of nationwide and statewide concentration limits. In addition, discuss any other restrictions that the states seek to apply (including state antitrust restrictions).

Yes No

The merger of NYC Bank with and into Flagstar NA is a merger of a New York state bank into a national bank with its main office in Michigan, with the resulting institution being a national bank with its main office in New York.

The Bank Merger is authorized under applicable New York law. Section 137(1) of the New York Banking Law provides for the merger of a New York state bank with and into a national banking association without approval of the New York State Department of Financial Services.⁶

The Bank Merger also meets the requirements of the Riegle-Neal Interstate Banking and Branching Efficiency Act of 1994 (the "RN Act").⁷

The RN Act authorizes merger transactions among insured banks with different home states, without regard to whether such transaction is prohibited by state law, unless the home state of a merging bank has enacted a law that applies equally to all out-of-state banks and expressly prohibits merger transactions involving out-of-state banks (a so-called "opt-out" law). Neither Michigan nor New York has enacted an opt-out law.⁸ An

⁶ NYBL § 137(1).

⁷ Alternatively, the Bank Merger is authorized pursuant to 12 U.S.C. § 215a, which does not impose the additional requirements of the RN Act. Flagstar NA and NYC Bank are both "located" in the same state for purposes of section 215a because Flagstar NA and NYC Bank each maintain at least one branch in Ohio.

⁸ See NYBL §§ 225; 222(1); Mich. Comp. Laws § 487.13702.

application to engage in an interstate merger transaction under the RN Act is subject to certain conditions. These conditions are: (i) compliance with state-imposed age limits that do not exceed five years; (ii) compliance with non-discriminatory host state filing requirements that are permitted by the RN Act; (iii) compliance with nationwide and state concentration limits; (iv) community reinvestment compliance; and (v) adequacy of capital and management skills. As set forth below, the Bank Merger meets these requirements.

State age limit. The Bank Merger is not prohibited by applicable state age laws.⁹ NYC Bank was originally chartered in 1859 and therefore satisfies the maximum five year state age requirement permitted under the RN Act.¹⁰

Non-discriminatory host state filing requirements. As a result of the Bank Merger, Arizona, Florida, Michigan, and New Jersey will become host states of Flagstar NA. A copy of this application is being provided to the applicable bank regulatory agency of such host states, and Flagstar NA will comply with any non-discriminatory registration to conduct business requirements in such states. If requested by such host states, Flagstar NA will comply with any non-discriminatory state filing requirements made applicable under the RN Act.

Deposit concentration limits. The RN Act imposes nationwide and statewide deposit concentration limits of interstate merger transactions.¹¹ The Bank Merger does not raise issues with respect to deposit concentration limits.

Record of community reinvestment. In connection with applications to engage in interstate merger transactions, the RN Act requires the appropriate regulator to take into account the combining banks' records of community reinvestment.¹² The records of each of the banks involved in the Bank Merger under the CRA support approval of the application. Flagstar FSB and NYC Bank received "Outstanding" and "Satisfactory" ratings, respectively, on their most recent CRA examination. NYC Bank also received an "Outstanding" rating in its most recent community reinvestment examination under the New York Banking Law.

Adequacy of capital and management. The Bank Merger satisfies the adequacy of capital and management skills requirements of the RN Act.¹³ Each bank involved in the Bank Merger is adequately capitalized. As the resulting bank, Flagstar NA will continue to be well-capitalized [REDACTED]

Designation of main office and retention of branches. The RN Act provides that "a resulting bank may, subject to the approval of the appropriate federal banking agency, retain and operate, as a main office or a branch, any office that any bank involved in an interstate merger transaction was operating as a main office or a branch immediately

⁹ 12 U.S.C. § 1831u(a)(5).

¹⁰ See 12 U.S.C. § 1831u(a)(5)(B).

¹¹ 12 U.S.C. § 1831u(b)(2).

¹² 12 U.S.C. § 1831u(b)(3).

¹³ 12 U.S.C. § 1831u(b)(4).

before the merger transaction."¹⁴ As the resulting bank, Flagstar NA will select its main office in Hicksville, New York, which is the current home office of NYC Bank. Flagstar NA will retain as branches all of the other main offices and branches of the combining banks.

7. Will any banking offices that have not been certified as banking offices by the OCC: (a) be established or retained as branches, including the main office, and branches of the target institution; (b) be approved, but unopened branch(es) of the target institution, including the date the current federal and state agencies granted approval(s); and (c) be retained as branches in the applicant's original home state in the event the applicant is relocating its main office to another state.

If the answer is yes, provide the popular name, street address, city, county, state, and ZIP Code for each location being established or retained, approved and unopened, retained in the applicant's original home state in the event the applicant is relocating its main office to another state.

Yes No

Upon consummation of the Bank Merger, the main offices and branches of Flagstar NA and the branches of NYC Bank will be retained as branches of Flagstar NA. Flagstar NA will select the current main office of NYC Bank in Hicksville, New York, to be its main office following the Bank Merger. The branches of the Flagstar NA as the resulting institution are listed in Exhibit 9.

8. Will the resultant bank acquire any subsidiaries with activities or investments not previously approved by the OCC for either the acquiring or target banks?

If the answer is yes, provide the information and analysis for the activities of each subsidiary or investment that would be required if it were established pursuant to 12 CFR 5.34, 5.36, 5.38, 5.39 or 5.58.

Yes No

The schedule at Exhibit 18 provides information with respect to each existing subsidiary and other equity investment of Flagstar NA and NYC Bank that will be retained by Flagstar NA as a result of the Bank Merger.

¹⁴ 12 U.S.C. § 1831u(d).

9. Will the resultant bank avoid any commitments entered into by any of the combining institutions with community organizations, civic associations, or similar entities to provide banking services to the community?

If the answer is yes, describe the commitment, explain the reasons for not assuming the commitment, and the effect on the relevant community.

Yes No

Not applicable. Flagstar NA will not avoid any commitments entered into by Flagstar FSB or NYC Bank with community organizations, civic associations, or similar entities to provide banking services to the community. Of particular note, Flagstar NA will assume all of the obligations of NYC Bank under the community benefits agreement provided at Exhibit 19.

10. Will the applicant be or become affiliated with a company engaged in insurance activities that is subject to supervision by a state insurance regulator as a result of the transaction?

If the answer is yes, provide: (a) The name of company. (b) A description of the insurance activity in which the company is engaged and plans to conduct. (c) A list of each state and the lines of business in that state in which the company holds, or will hold, an insurance license. Indicate the state where the company holds a resident license or charter, as applicable.

Yes No

As a result of the Bank Merger, NYCB Insurance Agency, Inc. ("NYCBIA") will become a subsidiary of Flagstar NA. NYCBIA, which is currently a subsidiary of NYC Bank, is a New York corporation that is licensed to engage in insurance activities. NYCBIA does not actively engage in sales activity; its sole activity is receiving revenue from the third-party broker-dealer/insurance agency generated by the sale of non-registered insurance products within NYC Bank branches. NYCBIA is currently licensed in the states in which NYC Bank maintains a branch presence (i.e., Arizona, Florida, New Jersey, New York and Ohio) and in the other states in which Flagstar FSB maintains a branch presence (i.e., California, Indiana, Michigan and Wisconsin). NYCBIA is also licensed in Connecticut, where NYC Bank previously maintained a branch presence, and in which NYCBIA continues to receive servicing and legacy revenue. Additional information regarding NYCBIA is provided at Exhibit 18.

Flagstar NA will continue to be affiliated with Douglas Insurance Agency, Inc. ("Douglas"), Flagstar Reinsurance Company ("Flagstar Reinsurance") and Grass Lake Insurance Agency, Inc. ("Grass Lake"). Douglas and Flagstar Reinsurance are existing subsidiaries of Flagstar Bancorp. After the Transaction, they will become subsidiaries of NYC Bancorp. Grass Lake is currently a subsidiary of Flagstar FSB and will become a subsidiary of Flagstar NA.

Flagstar FSB and Douglas had an arrangement, which ended in 2012, with an unaffiliated insurance broker that offered insurance products to Flagstar customers. Douglas currently collects limited amounts of residuals on premiums for the products that were purchased under such arrangement and that remain active. In addition, Douglas has a relationship with Infinex Financial Group relating to the receipt of revenue based on certain sales of insurance by Infinex Financial Group to customers of Flagstar FSB.

Flagstar Reinsurance is licensed by the State of Vermont as a captive insurance company. Flagstar Reinsurance has no operations and is in an official “dormant” status with the State of Vermont.

Grass Lake is licensed in 49 states and the District of Columbia, and an application for licensure is pending in Hawaii. Grass Lake is licensed as a resident producer in Michigan. Grass Lake does not currently engage in any business activity, but is expected to serve as a licensed insurance agent that will refer residential mortgage loan customers to a third-party licensed insurance agency/broker. Flagstar FSB is currently negotiating with potential third-party agency/brokers candidates, and Grass Lake will remain dormant until an agreement with a third-party agency/broker is in place. Additional information regarding Grass Lake is provided at Exhibit 18.

11. Provide a copy of (a) the draft or, if available, executed merger or transaction agreement, including any amendments; (b) any board of directors' resolutions related to the transaction; and (c) interim charter, names of organizers, and related documents, if applicable; and (d) a copy of the pro forma balance sheet and regulatory capital schedule. (See instructions for explanation of the information to include.)

The form of Amended and Restated Agreement and Plan of Merger is provided at Exhibit 28.

Corporate governance resolutions approving the Transaction are provided at Exhibits 20 and 21.

The Transaction does not involve any interim charter.

Pro forma financial information is provided at Exhibit 15.

Applicants for a nonaffiliate transaction also must complete items 12 through 14.

Items 12 through 14 are not applicable. This is an affiliate transaction.

12. Do the acquiring bank and target compete in any relevant geographic market (see Bank Merger Screen)?

Yes No

If the answer is yes,

- a. Does the HHI for any relevant banking market increase by more than 200 points with a post-acquisition HHI of at least 1800?

Yes No

- b. Excluding markets in which the acquiring bank has 35 percent or more of the deposits, will the resultant bank have greater than 35 percent of the deposits in a relevant market?

Yes No

A "yes" answer for either question will result in the application being removed from expedited processing for additional competitive review. In such circumstances, the applicant may consult the Competitive Review Appendix in the "Business Combinations" booklet of the *Comptroller's Licensing Manual* for guidance on addressing competitive issues or contact the appropriate OCC District Licensing office directly for specific instructions.

13. Does the proposed transaction involve a branch sale or any other divestiture of all or any portion of the bank, savings association, or nonbank company, or any other action to mitigate competitive effects?

If the answer is yes, discuss the timing of the branch sale or divestiture, purchaser, and other specific information.

Yes No

14. Will any management interlocking relationships (12 USC 3201-3208) exist following consummation?

If the answer is yes, describe the management interlocking relationship, including a discussion of the permissibility of the interlock for relevant laws and regulations.

Yes No

CERTIFICATION

We hereby certify that our board of directors, by resolution, has authorized the filing of this application, and that to the best of our knowledge, it contains no misrepresentations or omissions of material facts. In addition, we agree to notify the agency if the facts described in the filing materially change prior to receiving a decision or prior to consummation. Any misrepresentation or omission of a material fact constitutes fraud in the inducement and may subject us to legal sanctions provided by 18 USC 1001 and 1007.

We acknowledge that approval of this application is in the discretion of the appropriate federal banking agency. Actions or communications, whether oral, written, or electronic, by an agency or its employees in connection with this filing, including approval of the application if granted, do not constitute a contract, either express or implied, or any other obligation binding upon the agency, other federal banking agencies, the United States, any other agency or entity of the United States, or any officer or employee of the United States. Such actions or communications will not affect the ability of any federal banking agency to exercise its supervisory, regulatory, or examination powers under applicable law and regulations. We further acknowledge that the foregoing may not be waived or modified by any employee or agent of a federal banking agency or of the United States.

Date Signed

Flagstar Bank, FSB
and its successor by conversion
Flagstar Bank, National Association

by

(Signature of Authorized Officer)

(Applicant)

(Typed Name)

(Title)

_____ by
(Target)*

(Signature of Authorized Officer)

(Typed Name)

(Title)

* Certification by Target institution does not relate to confidential information prepared and submitted by Applicant.

CERTIFICATION

We hereby certify that our board of directors, by resolution, has authorized the filing of this application, and that to the best of our knowledge, it contains no misrepresentations or omissions of material facts. In addition, we agree to notify the agency if the facts described in the filing materially change prior to receiving a decision or prior to consummation. Any misrepresentation or omission of a material fact constitutes fraud in the inducement and may subject us to legal sanctions provided by 18 USC 1001 and 1007.

We acknowledge that approval of this application is in the discretion of the appropriate federal banking agency. Actions or communications, whether oral, written, or electronic, by an agency or its employees in connection with this filing, including approval of the application if granted, do not constitute a contract, either express or implied, or any other obligation binding upon the agency, other federal banking agencies, the United States, any other agency or entity of the United States, or any officer or employee of the United States. Such actions or communications will not affect the ability of any federal banking agency to exercise its supervisory, regulatory, or examination powers under applicable law and regulations. We further acknowledge that the foregoing may not be waived or modified by any employee or agent of a federal banking agency or of the United States.

Date Signed

Flagstar Bank, FSB
and its successor by conversion
Flagstar Bank, National Association _____ by
(Applicant)

(Signature of Authorized Officer)

(Typed Name)

(Title)

New York Community Bank _____ by
(Target)*



(Signature of Authorized Officer)

(Typed Name)

(Title)

* Certification by Target institution does not relate to confidential information prepared and submitted by Applicant.

EXHIBIT 4

Form of Newspaper Notice

Form of Newspaper Notice

The following notice will be published three times in newspapers of general circulation in Troy, Michigan and Hicksville, New York.

Notice is given that applications were made on May 10, 2022, to the Office of the Comptroller of the Currency (i) for approval of Flagstar Bank, FSB (Troy, MI) to convert from a federal savings bank to a national bank named Flagstar Bank, National Association and (ii) for approval to merge New York Community Bank (Hicksville, New York) into Flagstar Bank, National Association (Troy, MI), with Flagstar Bank, National Association as the resulting institution with its main office located in Hicksville, New York. It is expected that Flagstar Bank, National Association will retain the branches of both institutions. This notice is published pursuant to 12 USC 1828(c) and 12 CFR 5. Anyone may submit written comments on this application by the closing date of the comment period to the Director of District Licensing, Office of the Comptroller of the Currency (340 Madison Avenue, Fifth Floor, New York, NY 10173-0002). The public may find information regarding this application, including the date of the end of the 30-day comment period, in the OCC Weekly Bulletin available at www.occ.gov. Requests for a copy of the public file on the application should be made to the Director of District Licensing.

New York Community Bank
Flagstar Bank

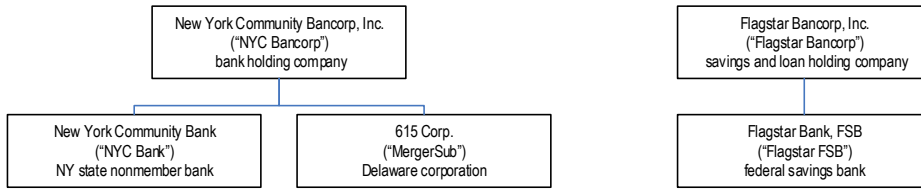
Hicksville, New York
Troy, Michigan

EXHIBIT 5

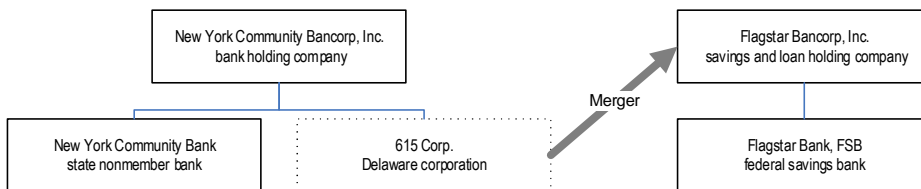
Chart of Legal Steps of the Transaction

Combination of New York Community and Flagstar Legal Steps of the Transaction

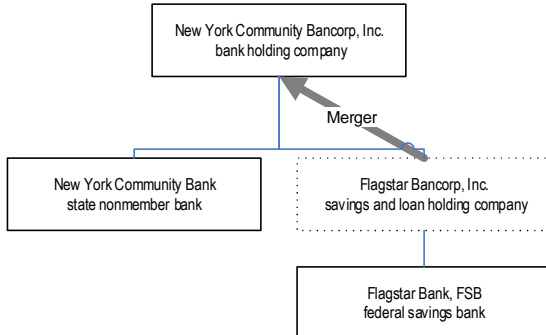
Current Structure



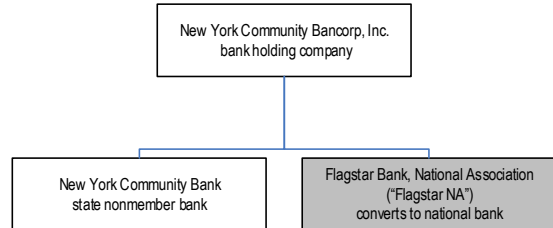
Step 1: Merger



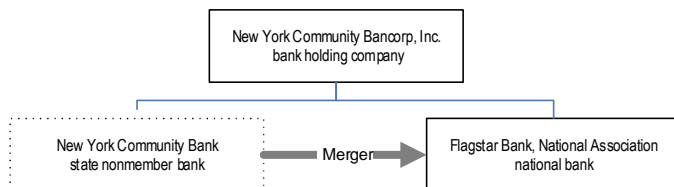
Step 2: Holdco Merger



Step 3: Conversion



Step 4: Bank Merger



Resulting Structure

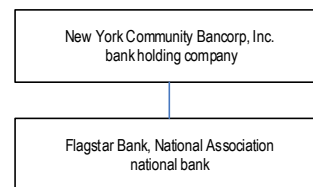


EXHIBIT 6

Directors and Senior Executive Officers of Flagstar NA

Directors of Flagstar NA between Conversion and Bank Merger

The individuals who currently serve as the directors of Flagstar FSB will remain the directors of Flagstar NA until consummation of the Bank Merger.

<i>name</i>	<i>city and state of residence</i>	<i>principal occupation</i>
John D. Lewis (Chairman)	[REDACTED]	Former Managing Director of Donnelly Penman & Partners and previously Vice Chairman of Comerica, Incorporated (parent company of Comerica Bank)
Alessandro P. DiNello	[REDACTED]	President and Chief Executive Officer of Flagstar
Jay J. Hansen	[REDACTED]	Co-founder and Partner of O2 Investment Partners, LLC
Toan C. Huynh	[REDACTED]	Seasoned cloud and digital leader
Lori Jordan	[REDACTED]	Strategic Product Leader of Amazon Flex Last Mile
Bruce E. Nyberg	[REDACTED]	Former Regional President—East Michigan of Huntington Bancshares Incorporated
James A. Ovenden	[REDACTED]	Former President and Chief Executive Officer of Purpose Financial, Inc. (parent company of Advance America, Cash Advance Centers, Inc. and other affiliated entities)
Peter H. Schoels	[REDACTED]	Managing Partner of MP Global Advisers
David L. Treadwell	[REDACTED]	Former President and Chief Executive Officer of EP Management Corporation (formerly EaglePicher Corporation)
Jennifer R. Whip	[REDACTED]	Principal of Cambridge One, LLC and former executive of Fannie Mae (FNMA)

[REDACTED]

[REDACTED]

Page 53 omitted pursuant to request for confidential treatment.
5 U.S.C. § 552(b)(4), (6) and (8), analogous state laws, and their implementing regulations.

EXHIBIT 7

Directors and Senior Executive Officers of Resulting National Bank

Directors of the Flagstar NA upon Bank Merger

The table below provides information regarding the pro forma directors of Flagstar NA upon consummation of the Bank Merger. Rows shaded in grey indicate those persons who are currently directors of NYC Bank.

<i>name</i>	<i>city and state of residence</i>	<i>principal occupation</i>
Alessandro P. DiNello (Chairman)	██████████	Former President and Chief Executive Officer of Flagstar
David L. Treadwell	██████████	Former President and Chief Executive Officer of EP Management Corporation (formerly EaglePicher Corporation)
<i>Existing director of Flagstar FSB to be determined</i>		
<i>Existing director of Flagstar FSB to be determined</i>		
Thomas Cangemi	██████████	President and Chief Executive Officer of NYC Bank
Robert Wann	██████████	Senior Executive Vice President and Chief Operating Officer of NYC Bank
Hanif Dahya	██████████	Chief Executive Officer of The Y Company LLC
<i>Existing director of NYC Bank to be determined</i>		
<i>Existing director of NYC Bank to be determined</i>		
<i>Existing director of NYC Bank to be determined</i>		
<i>Existing director of NYC Bank to be determined</i>		
<i>Existing director of NYC Bank to be determined</i>		
<i>Existing director of NYC Bank to be determined</i>		

Flagstar FSB and NYC Bank have agreed that the directors of the resulting national bank will be a subset of the existing directors of Flagstar FSB and NYC Bank. The resulting national bank's board will consist of four existing directors from Flagstar FSB and eight existing directors of NYC Bank. As is usual and customary in similar transactions, the remaining directors of the bank will be determined closer to closing of the Transaction.

Page 56 omitted pursuant to request for confidential treatment.
5 U.S.C. § 552(b)(4), (6) and (8), analogous state laws, and their implementing regulations.

EXHIBIT 8

Management of Resulting National Bank

Page 58 omitted pursuant to request for confidential treatment.
5 U.S.C. § 552(b)(4), (6) and (8), analogous state laws, and their implementing regulations.

EXHIBIT 9

Branches of the Resulting National Bank

Flagstar Bank, FSB
Existing Home Office and Branches

<i>#</i>	<i>Name</i>	<i>Address</i>	<i>City, State, Zip Code</i>	<i>County</i>	<i>LMI</i>
1	Home Office / Troy	5151 Corporate Drive	Troy, MI 48098	Oakland	
2	Adelanto	10474 Rancho Road	Adelanto, CA 92301	San Bernardino	Yes
3	Allen Park	3233 Fairlane Drive	Allen Park, MI 48101	Wayne	
4	Angola	2204 North Wayne Street	Angola, IN 46703	Steuben	
5	Ann Arbor / Briarwood	1601 Briarwood Circle, Suite 100	Ann Arbor, MI 48108	Washtenaw	
6	Ann Arbor / Plymouth Road	3650 Plymouth Road	Ann Arbor, MI 48105	Washtenaw	
7	Ann Arbor / Washtenaw Ave	4755 Washtenaw Avenue	Ann Arbor, MI 48108	Washtenaw	Yes
8	Ann Arbor / West Huron	210 West Huron	Ann Arbor, MI 48104	Washtenaw	
9	Apple Valley	16003 Quantico Road	Apple Valley, CA 92307	San Bernardino	
10	Auburn	200 South Vanburen	Auburn, IN 46706	Dekalb	
11	Auburn - West Seventh	812 West 7th Street	Auburn, IN 46706	Dekalb	
12	Barstow	945 Armory Road	Barstow, CA 92311	San Bernardino	
13	Battle Creek	15386 South Helmer Road	Battle Creek, MI 49015	Calhoun	
14	Berkley	28653 Woodward Avenue	Berkley, MI 48072	Oakland	
15	Beverly Hills	17430 West 13 Mile Road	Beverly Hills, MI 48025	Oakland	
16	Birmingham	35238 Woodward Avenue	Birmingham, MI 48009	Oakland	
17	Bloomfield Hills	3915 Telegraph Road	Bloomfield Hills, MI 48302	Oakland	
18	Bluffton	101 South Main Street	Bluffton, IN 46714	Wells	Yes
19	Brighton	9332 Lee Road	Brighton, MI 48116	Livingston	
20	Broadmoor	4400 Miami Road	South Bend, IN 46614	St Joseph	
21	Brooklyn	301 South Main Street	Brooklyn, MI 49230	Jackson	
22	Brownstown	23636 West Road	Brownstown, MI 48183	Wayne	
23	Canterbury	5525 Saint Joe Road	Fort Wayne, IN 46835	Allen	
24	Canton	42200 Ford Road	Canton, MI 48187	Wayne	
25	Canton / Michigan Avenue	45505 Michigan Avenue	Canton, MI 48188	Wayne	
26	Chelsea	1290 South Main Street, Suite A	Chelsea, MI 48118	Washtenaw	Yes
27	Chesterfield	34680 23 Mile Road	Chesterfield Township, MI 48047	Macomb	
28	Chestnut	10325 Chestnut Plaza Drive	Fort Wayne, IN 46814	Allen	
29	Chocolay	6000 US 41	Marquette, MI 49855	Marquette	

<i>#</i>	<i>Name</i>	<i>Address</i>	<i>City, State, Zip Code</i>	<i>County</i>	<i>LMI</i>
30	Clarkston	5720 Sashabaw Road	Clarkston, MI 48346	Oakland	
31	Clinton & Rudisill	3902 S. Clinton St.	Fort Wayne, IN 46806	Allen	Yes
32	Clinton Township / Gratiot Avenue	34945 Gratiot Avenue	Clinton Township, MI 48035	Macomb	Yes
33	Cloverland	900 East Cloverland Drive	Ironwood, MI 49938	Gogebic	Yes
34	Coldwater	354 East Chicago Street	Coldwater, MI 49036	Branch	
35	Comstock Park / Alpine	4585 Alpine Avenue NW	Comstock Park, MI 49321	Kent	
36	Covington Plaza	6324 W. Jefferson Blvd.	Fort Wayne, IN 46804	Allen	
37	Dearborn / Greenfield	3500 Greenfield Road	Dearborn, MI 48120	Wayne	
38	Dearborn Heights	26545 Ford Road	Dearborn Heights, MI 48127	Wayne	
39	Decatur Main	1 Yorkshire Drive	Decatur, IN 46733	Adams	
40	Detroit / Mack Avenue	18411 Mack Avenue	Detroit, MI 48236	Wayne	Yes
41	Detroit / Warren - Univ Foods	1131 West Warren	Detroit, MI 48201	Wayne	Yes
42	East Lansing	1400 East Lake Lansing Road	East Lansing, MI 48823	Ingham	
43	Eastpointe	22322 Gratiot Avenue	Eastpointe, MI 48021	Macomb	Yes
44	Escanaba	516 North Lincoln Road	Escanaba, MI 49829	Delta	Yes
45	Farmington / Grand River	31230 Grand River Avenue	Farmington, MI 48336	Oakland	
46	Farmington Hills	28177 Orchard Lake Road	Farmington Hills, MI 48334	Oakland	
47	Farmington Hills / NW Highway	31550 Northwestern Highway, Suite 130	Farmington Hills, MI 48334	Oakland	
48	Fenton	16390 Silver Parkway	Fenton, MI 48430	Genesee	
49	Garfield Road	40900 Garfield Road	Clinton Township, MI 48038	Macomb	
50	Georgetown	6302 East State Street	Fort Wayne, IN 46815	Allen	
51	Gillett	100 East 1st Street	Gillett, WI 54124	Oconto	Yes
52	Grand Blanc	6200 South Saginaw Street	Grand Blanc, MI 48439	Genesee	
53	Grand Haven	17250 Hayes Street	Grand Haven, MI 49417	Ottawa	
54	Grand Ledge	914 Charlevoix Drive, Suite 100	Grand Ledge, MI 48837	Eaton	
55	Grand Rapids / 28th Street	3205 28th Street SE	Grand Rapids, MI 49512	Kent	
56	Grand Rapids / 44th Street	1969 44th Street SE	Grand Rapids, MI 49508	Kent	
57	Grand Rapids / Cascade Road	5110 Cascade Road SE	Grand Rapids, MI 49546	Kent	
58	Grand Rapids / Lake Michigan Dr.	4364 Lake Michigan Drive NW	Grand Rapids, MI 49534	Kent	

<i>#</i>	<i>Name</i>	<i>Address</i>	<i>City, State, Zip Code</i>	<i>County</i>	<i>LMI</i>
59	Grand River & McNichols	21427 W. Grand River Ave., Suite 140	Detroit, MI 48219	Wayne	Yes
60	Grandville	4555 Canal Avenue SW	Grandville, MI 49418	Kent	
61	Grosse Pointe / Kercheval	16821 Kercheval	Grosse Pointe, MI 48230	Wayne	
62	Grosse Pointe Woods	19733 Mack Avenue	Grosse Pointe Woods, MI 48236	Wayne	
63	Gwinn	115 North Pine Street	Gwinn, MI 49841	Marquette	
64	Harrison Township	26051 Crocker Boulevard	Harrison Township, MI 48045	Macomb	Yes
65	Hesperia	15479 Main Street	Hesperia, CA 92345	San Bernardino	
66	Hillsdale	50 South Howell Street	Hillsdale, MI 49242	Hillsdale	
67	Hoagland	14816 First Street	Hoagland, IN 46745	Allen	
68	Holland / 16th Street	833 East 16th Street, Suite 30	Holland, MI 49423	Ottawa	Yes
69	Holland / Douglas Avenue	147 North River Avenue	Holland, MI 49424	Ottawa	
70	Houghton University	1303 College Avenue	Houghton, MI 49931	Houghton	Yes
71	Howell	1311 South Latson Road	Howell, MI 48843	Livingston	Yes
72	Howell / M-59	126 West Highland	Howell, MI 48843	Livingston	
73	Hudsonville	4675 32nd Avenue, Suite 110	Hudsonville, MI 49426	Ottawa	
74	Huntington	2720 Guilford Street	Huntington, IN 46750	Huntington	Yes
75	Indiana Center	111 East Wayne Street	Fort Wayne, IN 46802	Allen	
76	Iron Mountain	1805 South Stephenson Ave.	Iron Mountain, MI 49801	Dickinson	
77	Iron River	234 West Genesee Street	Iron River, MI 49935	Iron	
78	Ishpeming	700 US HWY 41 W	Ishpeming, MI 49849	Marquette	
79	Jackson / Brown Street	704 South Brown Street	Jackson, MI 49203	Jackson	
80	Jackson / East Michigan	3045 East Michigan Avenue	Jackson, MI 49202	Jackson	Yes
81	Jackson / Flagstar Centre	301 West Michigan Avenue	Jackson, MI 49201	Jackson	Yes
82	Jackson / Horton Road	2000 Horton Road	Jackson, MI 49203	Jackson	
83	Jackson / West Avenue	1717 North West Avenue	Jackson, MI 49202	Jackson	Yes
84	Kalamazoo	6560 West Main Street	Oshtemo Township, MI 49009	Kalamazoo	
85	La Porte Main	601 Jackson Street	La Porte, IN 46350	Laporte	Yes
86	LaGrange	1112 North Detroit Street	LaGrange, IN 46761	Lagrange	
87	Lansing / South Cedar	7016 South Cedar Street	Lansing, MI 48911	Ingham	
88	Lansing / West Saginaw	5610 West Saginaw Highway	Lansing, MI 48917	Eaton	
89	Livonia	37655 6 Mile Road	Livonia, MI 48152	Wayne	

#	Name	Address	City, State, Zip Code	County	LMI
90	Macomb Township	20355 Hall Road	Macomb Township, MI 48044	Macomb	
91	Madison Heights	31049 Dequindre Road	Madison Heights, MI 48071	Oakland	Yes
92	Marquette - 3rd Street	1300 North 3rd Street	Marquette, MI 49855	Marquette	
93	Marquette - Downtown MB (Leased)	101 W. Washington St.	Marquette, MI 49855	Marquette	
94	Menominee	1329 8th Avenue, M & M Plaza	Menominee, MI 49858	Menominee	
95	Michigan Center	101 Broad Street	Michigan Center, MI 49254	Jackson	Yes
96	Midtown	3901 Woodward Avenue, Suite 100B	Detroit, MI 48201	Wayne	
97	Milford	599 General Motors Road	Milford, MI 48381	Oakland	
98	Monroe	2203 North Telegraph Road	Monroe, MI 48162	Monroe	
99	Monticello	119 North Main Street	Monticello, IN 47960	White	
100	Monticello North	1000 North Main Street	Monticello, IN 47960	White	
101	Mountain	13937 Silver Hill Road	Mountain, WI 54149	Oconto	Yes
102	Napoleon	122 Brooklyn Road, Suite A	Napoleon, MI 49261	Jackson	
103	New Haven	1536 Highway 930 East	New Haven, IN 46774	Allen	
104	New Hudson	30515 Milford Road	New Hudson, MI 48165	Oakland	
105	NMU Campus	1401 Presque Isle Avenue	Marquette, MI 49855	Marquette	
106	Northcrest	800 Northcrest Shopping Center	Fort Wayne, IN 46805	Allen	Yes
107	Novi	31110 Novi Road	Novi, MI 48377-4545	Oakland	
108	Novi / Novi Road	24235 Novi Road	Novi, MI 48375	Oakland	
109	Novi/8 Mile Road	39900 8 Mile Road	Northville, MI 48167	Oakland	
110	Oconto Falls	225 East Central Avenue	Oconto Falls, WI 54154	Oconto	
111	Okemos	1801 West Grand River	Okemos, MI 48864	Ingham	
112	One Detroit Center	500 Woodward, Suite 100	Detroit, MI 48226	Wayne	
113	Oxford	425 North Lapeer Road	Oxford, MI 48371	Oakland	
114	Peru Main	12 North Broadway	Peru, IN 46970	Miami	
115	Phelan	4895 Phelan Road	Phelan, CA 92371	San Bernardino	
116	Pine Valley	1000 E. DuPont Road	Fort Wayne, IN 46825	Allen	
117	Pontiac	1648 North Perry Road	Pontiac, MI 48340	Oakland	Yes
118	Portage	475 Romence Road	Portage, MI 49024	Kalamazoo	
119	River Park	2926 Mishawaka	South Bend, IN 46615	St Joseph	Yes
120	Rochester	1001 North Main Street	Rochester, MI 48307	Oakland	

<i>#</i>	<i>Name</i>	<i>Address</i>	<i>City, State, Zip Code</i>	<i>County</i>	<i>LMI</i>
121	Rochester	202 East Ninth Street	Rochester, IN 46975	Oakland	Yes
122	Rochester / Orion Road	4542 Orion Road	Rochester, MI 48306	Oakland	
123	Rochester Hills / Adams Road	2744 South Adams Road	Rochester Hills, MI 48309	Oakland	Yes
124	Rushville	1541 North Main Street	Rushville, IN 46173	Rush	
125	Saint Joseph	2829 Niles Avenue	Saint Joseph, MI 49085	Berrien	
126	Shelby Township / Sabrina	50891 Sabrina Drive	Shelby Township, MI 48315	Macomb	Yes
127	Shipshewana	245 North Morton Street	Shipshewana, IN 46565	Lagrange	
128	Southgate	15783 Eureka Road	Southgate, MI 48195	Wayne	
129	St. Clair Shores	23108 Harper	St. Clair Shores, MI 48080	Macomb	
130	State & Sherman	901 West State Blvd.	Fort Wayne, IN 46808	Allen	
131	Stephenson	S. 938 US Highway 41	Stephenson, MI 49887	Menominee	
132	Sterling Heights / 15 Mile Road	13427 15 Mile Road	Sterling Heights, MI 48312	Macomb	
133	Sterling Heights / Mound Road	44691 Mound Road	Sterling Heights, MI 48314	Macomb	
134	Sterling Heights / Mound Road	37070 Mound Road	Sterling Heights, MI 48310	Macomb	
135	Sterling Heights / Schoenherr	43850 Schoenherr Road	Sterling Heights, MI 48313	Macomb	
136	Sturgis	1372 South Centerville Road	Sturgis, MI 49091	St Joseph	Yes
137	Taylor / Pelham Road	10166 Pelham Street	Taylor, MI 48180	Wayne	
138	Three Rivers	760 South US-131, Suite 1	Three Rivers, MI 49093	St Joseph	
139	Troy / Rochester Road	5017 Rochester Road	Troy, MI 48085	Oakland	
140	Troy / West Big Beaver	2050 West Big Beaver	Troy, MI 48084	Oakland	
141	University Park	382 West Cleveland Road	Granger, IN 46530	St Joseph	
142	Van Wert	115 Hospital Drive	Van Wert, OH 45891	Van Wert	
143	Victorville	12470 Hesperia Road	Victorville, CA 92392	San Bernardino	Yes
144	Victorville North	14800 La Paz Drive	Victorville, CA 92395	San Bernardino	Yes
145	Village at Coventry	5770 Coventry Lane	Fort Wayne, IN 46804	Allen	
146	Wabash	841 North Cass Street	Wabash, IN 46992	Wabash	
147	Warren / Hayes Road	31061 Hayes Road	Warren, MI 48088	Macomb	Yes
148	Warren / Mound Road	30105 Mound Road	Warren, MI 48092	Macomb	
149	Waterford	5105 Highland Road	Waterford, MI 48327	Oakland	Yes
150	Waterford / Cooley Lake	7950 Cooley Lake Road	Waterford, MI 48327	Oakland	Yes
151	Waynedale	5903 Bluffton Road	Fort Wayne, IN 46809	Allen	
152	West Bloomfield	33390 West 14 Mile Road	West Bloomfield, MI 48322	Oakland	

<i>#</i>	<i>Name</i>	<i>Address</i>	<i>City, State, Zip Code</i>	<i>County</i>	<i>LMI</i>
153	West Bloomfield / Orchard Lake Road	4400 Orchard Lake Road	West Bloomfield, MI 48323	Oakland	
154	West Marquette	3220 US 41 West	Marquette, MI 49855	Marquette	
155	Western Avenue	2317 West Western Avenue	South Bend, IN 46619	St Joseph	Yes
156	Westland	29049 Joy Road	Westland, MI 48185	Wayne	
157	White Lake Township	6490 Highland Road	White Lake Township, MI 48383	Oakland	
158	Wrightwood	1261 State Highway 2	Wrightwood, CA 92397	San Bernardino	

The table above includes only main office and branch locations. The table does not include any non-branch facilities, such as administrative or loan production offices.

**New York Community Bank
Existing Main Office and Branches**

<i>#</i>	<i>Name</i>	<i>Address</i>	<i>City, State, Zip Code</i>	<i>County</i>	<i>LMI</i>
1	Main Office	102 Duffy Avenue	Hicksville, NY 11801	Nassau	
2	102 Duffy Avenue Branch	102 Duffy Avenue	Hicksville, NY 11801	Nassau	
3	20Th Avenue College Point Branch	133-11 20Th Avenue	College Point, NY 11356	Queens	
4	20Th Street Branch	441 Broadway	Bayonne, NJ 07002	Hudson	Yes
5	30Th Avenue Branch	3312 30Th Ave	Astoria, NY 11103	Queens	
6	46Th Street Branch	949 Broadway	Bayonne, NJ 07002	Hudson	
7	6Th Street Branch	171-173 Broadway	Bayonne, NJ 07002	Hudson	
8	Ahwatukee Branch	4025 East Chandler Boulevard	Phoenix, AZ 85048	Maricopa	
9	Amityville Branch	111-01 Merrick Rd	Amityville, NY 11701	Suffolk	
10	Amityville Drive-Up Walk-In Branch	110-01 Merrick Road	Amityville, NY 11701	Suffolk	Yes
11	Annadale Branch	820 Annadale Road	Staten Island, NY 10312	Richmond	
12	Astoria Branch	31-42 Steinway Street	Astoria, NY 11103	Queens	
13	Atlantic Terminal Branch	625 Atlantic Avenue	Brooklyn, NY 11217	Kings	
14	Auburndale 194-02 Northern Blvd Branch	194-02 Northern Boulevard	Flushing, NY 11358	Queens	
15	Bal Harbour Branch	9592 Harding Avenue	Surfside, FL 33154	Miami-Dade	
16	Bay Ridge 8010 5Th Ave Branch	8010 5Th Avenue	Brooklyn, NY 11209	Kings	Yes
17	Bay Ridge 8110-8112 5Th Ave Branch	8110-8112 5Th Avenue	Brooklyn, NY 11209	Kings	Yes
18	Bay Shore East Main Street Branch	130 East Main Street	Bay Shore, NY 11706	Suffolk	Yes
19	Bay Shore Sunrise Highway Branch	1905 Sunrise Highway	Bay Shore, NY 11706	Suffolk	
20	Bay Terrace Branch	3501 Amboy Road	Staten Island, NY 10306	Richmond	
21	Bayside Branch	22404 Union Turnpike	Bayside, NY 11364	Queens	
22	Bayville Branch	340 Us Highway 9 South	Bayville, NJ 08721	Ocean	
23	Beachwood Place Branch	26300 Cedar Road	Beachwood, OH 44122	Cuyahoga	

<i>#</i>	<i>Name</i>	<i>Address</i>	<i>City, State, Zip Code</i>	<i>County</i>	<i>LMI</i>
24	Bell Boulevard Branch	41-11 Bell Boulevard	Bayside, NY 11361	Queens	
25	Bellerose Braddock Ave Branch	244-19 Braddock Avenue	Bellerose, NY 11426	Queens	
26	Bellerose Jamaica Ave Branch	247-53 Jamaica Avenue	Bellerose, NY 11426	Queens	
27	Bellmore Bellmore Ave Branch	2267 Bellmore Avenue	Bellmore, NY 11710	Nassau	
28	Bellmore Merrick Rd Branch	2641 Merrick Road	Bellmore, NY 11710	Nassau	
29	Bensonhurst Branch	8622 Bay Parkway	Brooklyn, NY 11214	Kings	
30	Bethpage Branch	3901 Hempstead Turnpike	Bethpage, NY 11714	Nassau	
31	Biltmore Branch	2200 East Camelback Road	Phoenix, AZ 85016	Maricopa	
32	Boca Raton Branch	5550 Glades Road	Boca Raton, FL 33431	Palm Beach	
33	Boro Park Branch	4419 13Th Avenue	Brooklyn, NY 11219	Kings	Yes
34	Boynton Beach Branch	127 N Congress Avenue	Boynton Beach, FL 33426	Palm Beach	Yes
35	Brentwood Branch	101 Wicks Road	Brentwood, NY 11717	Suffolk	Yes
36	Brick Branch	688 Route 70	Brick, NJ 08723	Ocean	Yes
37	Broadview Road Branch	5767 Broadview Road	Parma, OH 44134	Cuyahoga	Yes
38	Broadway Branch	36-10 Broadway	Astoria, NY 11106	Queens	
39	Brook Park Branch	15001 Snow Road	Brook Park, OH 44142	Cuyahoga	Yes
40	Bulls Head Branch	1460 Richmond Avenue	Staten Island, NY 10314	Richmond	
41	Caldwell Branch	265 Bloomfield Avenue	Caldwell, NJ 07006	Essex	
42	Castleton Corners Branch	1785 Victory Boulevard	Staten Island, NY 10314	Richmond	
43	Cedar Center Branch	14033 Cedar Road	South Euclid, OH 44118	Cuyahoga	
44	Cedar Lee Branch	2066 Lee Road	Cleveland Heights, OH 44118	Cuyahoga	
45	Central & Camelback Branch	100 East Camelback Road	Phoenix, AZ 85012	Maricopa	
46	Central Park Avenue Branch	2320 Central Park Avenue	Yonkers, NY 10710	Westchester	
47	Chagrin Branch	27800 Chagrin Boulevard	Beachwood, OH 44122	Cuyahoga	
48	Chandler Fulton Ranch Branch	4979 S. Alma School Road	Chandler, AZ 85248	Maricopa	
49	Chandler Ray Branch	2975 West Ray Road	Chandler, AZ 85224	Maricopa	
50	Chapel Hill Branch	1835 Brittain Road	Akron, OH 44310	Summit	Yes
51	Charleston Square Branch	6528 Hypoluxo Road	Lake Worth, FL 33467	Palm Beach	
52	Clock Tower Ozone Park Branch	9210 Atlantic Avenue	Ozone Park, NY 11416	Queens	

<i>#</i>	<i>Name</i>	<i>Address</i>	<i>City, State, Zip Code</i>	<i>County</i>	<i>LMI</i>
53	Commack Branch	2225 Jericho Turnpike	Commack, NY 11725	Suffolk	
54	Co-Op City Branch	2136 Bartow Avenue	Bronx, NY 10475	Bronx	
55	Coral Gables Branch	2701 Ponce De Leon	Coral Gables, FL 33134	Miami-Dade	
56	Coral Springs Branch	3001 University Drive	Coral Springs, FL 33065	Broward	
57	Corona Branch	37-97 103Rd Street	Corona, NY 11368	Queens	Yes
58	Corona Heights Branch	5113 108Th Street	Corona, NY 11368	Queens	Yes
59	Cranford Branch	310 North Avenue East	Cranford, NJ 07016	Union	
60	Cuyahoga Falls Branch	2783 State Road	Cuyahoga Falls, OH 44223	Summit	
61	Deepdale Branch	254-09 Horace Harding Expressway	Little Neck, NY 11362	Queens	
62	Deer Park Deer Park Ave Branch	1501 Deer Park Avenue	North Babylon, NY 11703	Suffolk	Yes
63	Deer Park Grand Blvd Branch	720 Grand Boulevard	Deer Park, NY 11729	Suffolk	
64	Deerfield Branch	3600 West Hillsboro Boulevard	Deerfield Beach, FL 33442	Broward	Yes
65	Delray Beach Branch	7499 West Atlantic Avenue	Delray Beach, FL 33446	Palm Beach	Yes
66	Delray Beach East Branch	1536A South Federal Highway	Delray Beach, FL 33483	Palm Beach	Yes
67	Ditmars Branch	29-10 Ditmars Boulevard	Astoria, NY 11105	Queens	
68	Dongan Hills Branch	1833 Hylan Blvd.	Staten Island, NY 10305	Richmond	Yes
69	Doral Branch	9747 Nw 41 Street	Doral, FL 33178	Miami-Dade	
70	Duffy Avenue Branch	100 Duffy Avenue	Hicksville, NY 11801	Nassau	
71	Dyker Heights Branch	7709 13Th Ave	Brooklyn, NY 11228	Kings	
72	East 9Th St Main Branch	1801 East 9Th Street	Cleveland, OH 44114	Cuyahoga	
73	East Meadow Branch	1900 Hempstead Turnpike	East Meadow, NY 11554	Nassau	
74	East Newark Branch	155 Central Ave	East Newark, NJ 07029	Hudson	Yes
75	East Northport Branch	580 Larkfield Road	East Northport, NY 11731	Suffolk	
76	East Windsor Branch	761 Route 33 West	East Windsor, NJ 08520	Mercer	
77	Elizabeth Broad St Branch	142 Broad Street	Elizabeth, NJ 07201	Union	Yes
78	Elizabeth Elizabeth Avenue Branch	715 Elizabeth Avenue	Elizabeth, NJ 07201	Union	Yes
79	Eltingville Branch	4523 Amboy Rd	Staten Island, NY 10312	Richmond	
80	Estero Branch	23050 Via Villagio	Estero, FL 33928	Lee	

<i>#</i>	<i>Name</i>	<i>Address</i>	<i>City, State, Zip Code</i>	<i>County</i>	<i>LMI</i>
81	Expressway Plaza Branch	1445 Richmond Avenue	Staten Island, NY 10314	Richmond	
82	Fairfield Branch	23 Little Falls Road	Fairfield, NJ 07004	Essex	
83	Fairlawn Branch	3050 West Market Street	Fairlawn, OH 44333	Summit	
84	Farmingdale Nj Branch	77 Main Street	Farmingdale, NJ 07727	Monmouth	
85	Farmingdale Ny Branch	14 Conklin Street	Farmingdale, NY 11735	Nassau	
86	Farnsleigh Branch	20133 Farnsleigh Rd.	Shaker Heights, OH 44122	Cuyahoga	
87	Ferry Street Branch	36 Ferry St	Newark, NJ 07105	Essex	Yes
88	Flushing Aguilar Ave Branch	15515 Aguilar Avenue	Flushing, NY 11367	Queens	Yes
89	Flushing Branch	136-65 Roosevelt Avenue	Flushing, NY 11354	Queens	Yes
90	Flushing Northern Blvd Branch	196-21 Northern Boulevard	Flushing, NY 11358	Queens	
91	Forest Avenue Branch	1351 Forest Avenue	Staten Island, NY 10302	Richmond	
92	Forest Hills Continental Ave Branch	10619 Continental Avenue	Forest Hills, NY 11375	Queens	
93	Forest Parkway Branch	8035 Jamaica Avenue	Woodhaven, NY 11421	Queens	
94	Freehold Branch	101 Barkalow Avenue	Freehold, NJ 07728	Monmouth	Yes
95	Freeport Branch	160 South Main Street	Freeport, NY 11520	Nassau	
96	Fresh Meadows Branch	61-49 188Th Street	Fresh Meadows, NY 11365	Queens	
97	Galt Ocean Mile Branch	3700 North Ocean Boulevard	Fort Lauderdale, FL 33308	Broward	
98	Garden City Branch	108 7Th Street	Garden City, NY 11530	Nassau	
99	Golden Gate Branch	6500 Mayfield Road	Mayfield Heights, OH 44124	Cuyahoga	
100	Grasmere Branch	1100 Hylan Blvd	Staten Island, NY 10305	Richmond	
101	Gravesend Branch	132 Avenue U	Brooklyn, NY 11223	Kings	
102	Great Kills Branch	3879 Amboy Road	Staten Island, NY 10308	Richmond	
103	Great Northern Branch	4800 Great Northern Boulevard	N. Olmsted, OH 44070	Cuyahoga	
104	Greenvale Branch	130 Wheatley Plaza	Greenvale, NY 11548	Nassau	
105	Harrison Branch	410 Bergen St	Harrison, NJ 07029	Hudson	
106	Hauppauge Motor Parkway Branch	350 Motor Parkway	Hauppauge, NY 11788	Suffolk	
107	Hauppauge Nesconset Highway Branch	335 Nesconset Highway, Shoprite Supermarket	Hauppauge, NY 11788	Suffolk	

<i>#</i>	<i>Name</i>	<i>Address</i>	<i>City, State, Zip Code</i>	<i>County</i>	<i>LMI</i>
108	Hewlett Branch	1280 Broadway	Hewlett, NY 11557	Nassau	
109	Hicksville Branch	265 N Broadway	Hicksville, NY 11801	Nassau	Yes
110	High Ridge Branch	1759 Central Park Avenue	Yonkers, NY 10710	Westchester	
111	Hollywood Branch	5461 Sheridan Street	Hollywood, FL 33021	Broward	
112	Homecrest Branch	1608 Kings Highway	Brooklyn, NY 11229	Kings	Yes
113	Howard Beach 153Rd Ave Branch	82-10 153Rd Ave	Howard Beach, NY 11414	Queens	
114	Howard Beach Annex Branch	15639 Crossbay Boulevard	Howard Beach, NY 11414	Queens	
115	Howard Beach Cross Bay Branch	156-02 Cross Bay Boulevard	Howard Beach, NY 11414	Queens	
116	Howell Branch	5149 Route 9 North	Howell, NJ 07731	Monmouth	
117	Huntington Station Branch	693 East Jericho Turnpike	Huntington Station, NY 11746	Suffolk	
118	Hylan Blvd Branch	2656 Hylan Blvd	Staten Island, NY 10306	Richmond	
119	Iselin Branch	1162 Green Street	Iselin, NJ 08830	Middlesex	
120	Islandia Branch	1601 Veterans Hwy	Islandia, NY 11749	Suffolk	
121	Jackson Heights Branch	76-02 Northern Boulevard	Jackson Heights, NY 11372	Queens	
122	Jefferson Street Newark Branch	198 Jefferson Street	Newark, NJ 07105	Essex	Yes
123	Jericho Branch	336 North Broadway	Jericho, NY 11753	Nassau	
124	Kenilworth Branch	15 Market Street	Kenilworth, NJ 07033	Union	
125	Kew Gardens Branch	7544 Main Street	Kew Gardens, NY 11367	Queens	
126	Lake Success Branch	1280 Union Turnpike	New Hyde Park, NY 11040	Nassau	
127	Lake Worth Branch	6404 Lake Worth Road	Lake Worth, FL 33463	Palm Beach	Yes
128	Lawrence Branch	333 Central Avenue	Lawrence, NY 11559	Nassau	
129	Linden Branch	225 North Wood Avenue	Linden, NJ 07036	Union	Yes
130	Little Neck Branch	251-31 Northern Boulevard	Little Neck, NY 11362	Queens	
131	Livingston Branch	133 South Livingston Avenue	Livingston, NJ 07039	Essex	
132	Macedonia Branch	8210 Macedonia Commons Boulevard	Macedonia, OH 44056	Summit	
133	Maiden Lane Branch	15 Maiden Lane	New York, NY 10038	New York	
134	Manor House Branch	One Manor House Square	Yonkers, NY 10701	Westchester	Yes

<i>#</i>	<i>Name</i>	<i>Address</i>	<i>City, State, Zip Code</i>	<i>County</i>	<i>LMI</i>
135	Marine Park Branch	2925 Avenue U	Brooklyn, NY 11229	Kings	
136	Marlboro Branch	471 County Road 520	Marlboro, NJ 07746	Monmouth	
137	Massapequa Branch	6199 Sunrise Highway	Massapequa, NY 11758	Nassau	Yes
138	Massapequa Park Branch	4848 Merrick Road	Massapequa Park, NY 11762	Nassau	
139	Matawan Branch	168-170 Main Street	Matawan, NJ 07747	Monmouth	
140	Mentor Branch	8810 Mentor Avenue	Mentor, OH 44060	Lake	
141	Merrick Branch	2111 Merrick Avenue	Merrick, NY 11566	Nassau	
142	Mesa Branch	1545 South Power Road	Mesa, AZ 85206	Maricopa	
143	Miami Beach Branch	447 Arthur Godfrey Road	Miami Beach, FL 33140	Miami-Dade	
144	Mineola Branch	411 Jericho Turnpike	Mineola, NY 11501	Nassau	
145	Mission Bay Branch	20423 State Road 7	Boca Raton, FL 33498	Palm Beach	
146	Morganville Branch	473 Route 79	Morganville, NJ 07751	Monmouth	
147	Murray Hill Branch	15610 Northern Boulevard	Flushing, NY 11354	Queens	Yes
148	Naples Branch	2315 Vanderbilt Beach Road	Naples, FL 34109	Collier	
149	New Dorp Branch	2595 Hylan Boulevard	Staten Island, NY 10306	Richmond	
150	New Hyde Park Jericho Tpke Branch	1114 Jericho Turnpike	New Hyde Park, NY 11040	Nassau	
151	New Hyde Park Nhp Road Branch	2335 New Hyde Park Road	New Hyde Park, NY 11042	Nassau	
152	New Springville Branch	2555 Richmond Avenue	Staten Island, NY 10314	Richmond	
153	North Brunswick Branch	1727 Route 130	North Brunswick, NJ 08902	Middlesex	Yes
154	North Royalton Branch	6520 Royalton Road	North Royalton, OH 44133	Cuyahoga	
155	Oceanside Branch	3140 Long Beach Road	Oceanside, NY 11572	Nassau	
156	Ohio City Branch	1866 West 25Th Street	Cleveland, OH 44113	Cuyahoga	Yes
157	Old Bridge Branch	3665 Route 9 North	Old Bridge, NJ 08857	Middlesex	
158	Orange Road Montclair Branch	323 Orange Road	Montclair, NJ 07042	Essex	
159	Ozone Park Branch	98-16 101St Avenue	Ozone Park, NY 11416	Queens	
160	Pacific Street Branch	36 Pacific Street And New York Avenue	Newark, NJ 07105	Essex	Yes
161	Palisade Branch	780 Palisade Avenue	Yonkers, NY 10703	Westchester	

<i>#</i>	<i>Name</i>	<i>Address</i>	<i>City, State, Zip Code</i>	<i>County</i>	<i>LMI</i>
162	Palm Beach Gardens Branch	11375 Legacy Avenue	Palm Beach Gardens, FL 33410	Palm Beach	
163	Paradise Valley Branch	10633 North Tatum Boulevard	Phoenix, AZ 85028	Maricopa	
164	Park Avenue South Branch	404 Park Ave South	New York, NY 10016	New York	
165	Pearl Road Branch	6290 Pearl Road	Parma Heights, OH 44130	Cuyahoga	Yes
166	Pembroke Pines Branch	15870 Pines Blvd.	Pembroke Pines, FL 33027	Broward	
167	Plainview 1092 Old Country Rd Branch	1092 Old Country Road	Plainview, NY 11803	Nassau	
168	Plainview 509 Old Country Rd Branch	509 Old Country Road	Plainview, NY 11803	Nassau	
169	Plantation Branch	8211 West Broward Blvd.	Plantation, FL 33324	Broward	
170	Port Richmond Branch	282 Port Richmond Avenue	Staten Island, NY 10302	Richmond	
171	Port Saint Lucie Branch	874 Sw Saint Lucie West Boulevard	Port Saint Lucie, FL 34986	St. Lucie	
172	Port Washington Branch	167 Shore Road	Port Washington, NY 11050	Nassau	
173	Prescott Branch	3027 Dollar Mark Way	Prescott, AZ 86305	Yavapai	
174	Queens College Branch	65-30 Kissena Boulevard	Flushing, NY 11367	Queens	
175	Rego Park Branch	97-77 Queens Boulevard	Rego Park, NY 11374	Queens	
176	Richmond Branch	720 Richmond Road	Richmond Heights, OH 44143	Cuyahoga	
177	Ridgewood Branch	6677 Fresh Pond Road	Ridgewood, NY 11385	Queens	
178	Rockaway Beach Branch	104-08 Rockaway Beach Boulevard	Rockaway Park, NY 11694	Queens	
179	Rocky River Branch	22255 Center Ridge Road	Rocky River, OH 44116	Cuyahoga	
180	Ronkonkoma Branch	3425 Veterans Memorial Highway	Ronkonkoma, NY 11779	Suffolk	
181	Roseland Branch	151 Eagle Rock Avenue	Roseland, NJ 07068	Essex	
182	Roslyn Branch	1400 Old Northern Boulevard	Roslyn, NY 11576	Nassau	
183	Sayreville Branch	77 Main St	Sayreville, NJ 08872	Middlesex	Yes
184	Scottsdale Branch	6900 East Camelback Road, Suite 100	Scottsdale, AZ 85251	Maricopa	
185	Sedona Branch	2785 West State Route 89A	Sedona, AZ 86336	Yavapai	
186	Sequine Branch	5770 Hylan Boulevard	Staten Island, NY 10309	Richmond	
187	Shea Branch	8764 East Shea Boulevard	Scottsdale, AZ 85260	Maricopa	
188	Shirley Branch	950 Montauk Highway	Shirley, NY 11967	Suffolk	

<i>#</i>	<i>Name</i>	<i>Address</i>	<i>City, State, Zip Code</i>	<i>County</i>	<i>LMI</i>
189	Shoregate Branch	29950 Lakeshore Boulevard	Willowick, OH 44095	Lake	
190	Smithtown Smithtown Bypass Branch	719 Smithtown Bypass	Smithtown, NY 11787	Suffolk	
191	Solon Branch	34400 Aurora Road	Solon, OH 44139	Cuyahoga	
192	Spotswood Branch	400 Main Street	Spotswood, NJ 08884	Middlesex	
193	Springfield Gardens Branch	13440 Springfield Boulevard	Springfield Gardens, NY 11413	Queens	
194	St. James Branch	556-02 North Country Road	Saint James, NY 11780	Suffolk	
195	Starrett City Branch	111-10 Flatlands Avenue	Brooklyn, NY 11207	Kings	Yes
196	Strongsville Branch	14177 Pearl Road	Strongsville, OH 44136	Cuyahoga	
197	Stuyvesant Heights Branch	1268 Broadway	Brooklyn, NY 11221	Kings	Yes
198	Sun City Branch	10706 West Bell Road	Sun City, AZ 85351	Maricopa	
199	Sunnyside Branch	1270 Clove Road	Staten Island, NY 10301	Richmond	
200	Sunrise Branch	9100 W. Oakland Park Boulevard	Sunrise, FL 33351	Broward	
201	Surprise Branch	14543 West Grand Avenue	Surprise, AZ 85374	Maricopa	Yes
202	Syosset Branch	2 Muttontown Eastwoods Road	Syosset, NY 11791	Nassau	
203	Third Avenue Branch	936 3Rd Ave	New York, NY 10022	New York	
204	Throgs Neck Branch	3681-83 East Tremont Avenue	Bronx, NY 10465	Bronx	
205	Toms River Branch	916 Fischer Boulevard	Toms River, NJ 08753	Ocean	
206	Tottenville Branch	2875 Veterans Road West	Staten Island, NY 10309	Richmond	
207	Turney Road Branch	6016 Turney Road	Garfield Heights, OH 44125	Cuyahoga	Yes
208	Union 1887 Morris Ave Branch	1887 Morris Avenue	Union, NJ 07083	Union	
209	Union 2624 Morris Ave Branch	2624 Morris Avenue	Union, NJ 07083	Union	
210	Union Pine Ave Branch	1000 Pine Avenue	Union, NJ 07083	Union	
211	Upper Montclair Branch	597 Valley Road	Upper Montclair, NJ 07043	Essex	
212	Valley Stream Branch	75 North Central Avenue	Valley Stream, NY 11580	Nassau	
213	Verona Branch	620 Bloomfield Avenue	Verona, NJ 07044	Essex	
214	Village Of Oak Creek Branch	7000 State Route 179	Sedona, AZ 86351	Yavapai	
215	Warren Road Branch	3300 Warren Road	Cleveland, OH 44111	Cuyahoga	
216	Washington Heights Branch	4246 Broadway	New York, NY 10033	New York	Yes

<i>#</i>	<i>Name</i>	<i>Address</i>	<i>City, State, Zip Code</i>	<i>County</i>	<i>LMI</i>
217	Wellington Branch	2625 S. State Road 7	Wellington, FL 33414	Palm Beach	
218	West Babylon Branch	653 Montauk Highway	West Babylon, NY 11704	Suffolk	
219	West Boynton Branch	8772 Boynton Beach Boulevard	Boynton Beach, FL 33472	Palm Beach	
220	West Brighton Branch	1214 Castleton Avenue	Staten Island, NY 10310	Richmond	
221	West Hempstead Branch	50 Hempstead Turnpike	West Hempstead, NY 11552	Nassau	
222	West Market Branch	One North Hawkins Avenue	Akron, OH 44313	Summit	
223	West Orange Branch	622 Eagle Rock Avenue	West Orange, NJ 07052	Essex	
224	West Palm Beach Branch	603 Village Blvd	West Palm Beach, FL 33409	Palm Beach	Yes
225	Westbury Branch	900 Merchants Concourse	Westbury, NY 11590	Nassau	
226	Westbury Hq Branch	615 Merrick Ave	Westbury, NY 11590	Nassau	
227	Westerleigh Branch	832 Jewett Avenue	Staten Island, NY 10314	Richmond	
228	Westlake Branch	30210 Detroit Road	Westlake, OH 44145	Cuyahoga	
229	Weston Branch	1144 Weston Road	Weston, FL 33326	Broward	
230	Whitestone Branch	31-06 Farrington Street	Flushing, NY 11354	Queens	Yes
231	Wickliffe Branch	29169 Euclid Avenue	Wickliffe, OH 44092	Lake	
232	Wilson Avenue Newark Branch	37 Wilson Ave	Newark, NJ 07105	Essex	Yes
233	Woodbridge Branch	150 Green Street	Woodbridge, NJ 07095	Middlesex	
234	Woodbury Branch	8081 Jericho Turnpike	Woodbury, NY 11797	Nassau	
235	Woodhaven Branch	9322 Jamaica Ave	Woodhaven, NY 11421	Queens	
236	Woodrow Plaza Branch	645-100 Rossville Avenue	Staten Island, NY 10309	Richmond	
237	Woodside Branch	60-10 Queens Boulevard	Woodside, NY 11377	Queens	
238	Wyandanch Branch	41 Station Drive	Wyandanch, NY 11798	Suffolk	Yes

The table above includes only main office and branch locations. The table does not include any non-branch facilities, such as administrative or loan production offices.

EXHIBIT 10

CRA Assessment Area of Resulting National Bank

**CRA Assessment Area of
Resulting National Bank**

Combined Statistical Area	CRA AA	Metropolitan/Micropolitan Statistical Area	Metropolitan Division	State	County	Bank
New York-Newark, NY-NJ-CT-PA	New York/New Jersey Multistate	New York-Newark-Jersey City, NY-NJ-PA	New York-Jersey City-White Plains, NY-NJ	New York	Bronx County Kings County New York County Queens County Richmond County Rockland County Westchester County	NYC Bank
			Nassau County-Suffolk County, NY		Nassau County Suffolk County	
			New York-Jersey City-White Plains, NY-NJ	New Jersey	Bergen County Hudson County Passaic County	NYC Bank
			New Brunswick-Lakewood, NJ		Middlesex County Monmouth County Ocean County Somerset County	NYC Bank
	Newark, NJ-PA	Essex County Morris County Union County	NYC Bank			
	New Jersey 2	Trenton-Princeton, NJ			Mercer County	NYC Bank
Miami-Fort Lauderdale-Port St. Lucie, FL	Southeast Florida	Miami-Fort Lauderdale-Pompano Beach, FL	Fort Lauderdale-Pompano Beach-Sunrise, FL	Florida	Broward County	NYC Bank
			Miami-Miami Beach-Kendall, FL		Miami-Dade County	
			West Palm Beach-Boca Raton-Boynton Beach, FL		Palm Beach County	
	Port St. Lucie, FL		Martin County St. Lucie County	NYC Bank		
Cape Coral-Fort Myers-Naples, FL	Southwest Florida	Cape Coral-Fort Myers, FL			Lee County	NYC Bank

Combined Statistical Area	CRA AA	Metropolitan/Micropolitan Statistical Area	Metropolitan Division	State	County	Bank	
		Naples-Marco Island, FL			Collier County	NYC Bank	
Phoenix-Mesa, AZ	Arizona 1	Phoenix-Mesa-Chandler, AZ		Arizona	Maricopa County	NYC Bank	
	Arizona 2	Prescott Valley-Prescott, AZ			Yavapai County	NYC Bank	
Cleveland-Akron-Canton, OH	Ohio 1	Cleveland-Elyria, OH		Ohio	Cuyahoga County Geauga County Lake County Lorain County Medina County	NYC Bank	
		Akron, OH			Portage County Summit County	NYC Bank	
Lima-Van Wert-Celina, OH	Ohio 2	Van Wert, OH MSA			Van Wert County	Flagstar	
Detroit-Warren-Ann Arbor, MI	Michigan 1	Ann Arbor, MI		Michigan	Washtenaw County	Flagstar	
		Detroit-Warren-Dearborn, MI			Detroit-Dearborn-Livonia, MI		Wayne County
		Warren-Troy-Farmington Hills, MI					Livingston County Macomb County Oakland County
		Flint, MI					Genesee County
		Monroe, MI			Monroe County		
Kalamazoo-Battle Creek-Portage, MI	Michigan 2	Battle Creek, MI			Calhoun County	Flagstar	
		Coldwater, MI MSA			Branch County		

Combined Statistical Area	CRA AA	Metropolitan/Micropolitan Statistical Area	Metropolitan Division	State	County	Bank
		Kalamazoo-Portage, MI			Kalamazoo County	
		Sturgis, MI MSA			St. Joseph County	
Marinette-Iron Mountain, WI-MI	Michigan 3	Marinette, WI-MI MSA			Menominee County	Flagstar
		Iron Mountain, MI-WI MSA			Dickinson County	
Grand Rapids-Kentwood-Muskegon, MI	Michigan 4	Grand Rapids-Kentwood, MI			Kent County Ottawa County	Flagstar
	Michigan 5	Jackson, MI			Jackson County	Flagstar
	Michigan 6	Lansing-East Lansing, MI			Eaton County Ingham County	Flagstar
South Bend-Elkhart-Mishawaka, IN-MI	Michigan 7	Niles, MI			Berrien County	Flagstar
	Michigan 8	Escanaba, MI MSA			Delta County	Flagstar
		Hillsdale, MI MSA			Hillsdale County	
		Houghton, MI MSA			Houghton County	
		Marquette, MI MSA			Marquette County	
		Non-MSA/ MSA			Gogebic County Iron County Schoolcraft County	
Los Angeles-Long Beach, CA	California 1	Riverside-San Bernardino-Ontario, CA		California	Riverside County San Bernardino County	Flagstar
Fort Wayne-Huntington-Auburn, IN	Indiana 1	Angola, IN MSA		Indiana	Steuben County	Flagstar
		Auburn, IN MSA			DeKalb County	
		Bluffton, IN MSA			Wells County	

Combined Statistical Area	CRA AA	Metropolitan/Micropolitan Statistical Area	Metropolitan Division	State	County	Bank	
		Decatur, IN MSA			Adams County		
		Fort Wayne, IN			Allen County		
		Huntington, IN MSA			Huntington County		
Chicago-Naperville, IL-IN-WI	Indiana 2	Michigan City-La Porte, IN			Laporte County	Flagstar	
South Bend-Elkhart-Mishawaka, IN-MI	Indiana 3	Elkhart-Goshen, IN			Elkhart County	Flagstar	
		South Bend-Mishawaka, IN-MI			St. Joseph County		
Kokomo-Peru, IN	Indiana 4	Peru, IN MSA			Miami County	Flagstar	
	Indiana 5	Wabash, IN MSA			Wabash County	Flagstar	
		Non-MSA/ MSA			Fulton County Lagrange County Rush County White County		
Green Bay-Shawano, WI	Wisconsin 1	Green Bay, WI					Wisconsin

EXHIBIT 11

CRA Public Evaluation: Flagstar Bank, FSB



Office of the
Comptroller of the Currency
Washington, DC 20219

LARGE BANK

PUBLIC DISCLOSURE

November 16, 2020

COMMUNITY REINVESTMENT ACT PERFORMANCE EVALUATION

Flagstar Bank, FSB
Charter Number: 708412

5151 Corporate Drive
Troy, MI 48098

Office of the Comptroller of the Currency

425 S Financial Place Suite 1700
Chicago, IL 60605

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 Flagstar Bank, FSB (Flagstar) with respect to the Lending, Investment, and Service Tests:

Performance Levels	Flagstar Bank, FSB 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 Lending Test rating is based primarily on the Outstanding rating in the states of Michigan and Indiana and the High Satisfactory rating in California.
- The Investment Test rating is based primarily on the High Satisfactory rating in the states of Michigan and Indiana.
- The Service Test rating is based primarily on the High Satisfactory rating in the state of Michigan. The state of Michigan received the most weight given it contains the vast majority of the bank’s branches, loans, and deposits.

Lending in Assessment Area

A small percentage of the bank’s loans are in its AAs.

The bank’s business strategy is centered in home mortgage lending with a nationwide market for the respective loans. Small business loans are not a focus of the bank’s lending strategy but rather a product offered as an accommodation.

The bank originated and purchased 10.7 percent of its total loans inside the bank’s AAs during the evaluation period. The bank originated or purchased a small percentage of home mortgage loans in its AAs. This performance is adequate considering the bank’s business strategy of offering home mortgage products nationwide through out-of-state lending centers. Flagstar did originate or purchase a high percentage of small business loans through its branch network in AAs.

This analysis is performed at the bank, rather than the AA, level. This percentage does not include

extensions of credit by affiliates that may be considered under the other performance criteria.

Lending Inside and Outside of the Assessment Area										
Loan Category	Number of Loans				Total #	Dollar Amount of Loans \$(000s)				Total \$(000s)
	Inside		Outside			Inside		Outside		
	#	%	#	%		\$	%	\$	%	
Home Mortgage	37,571	10.3	326,477	89.7	364,048	8,013,647	8.0	92,286,034	92.0	100,299,681
Small Business	1,597	70.2	679	29.8	2,276	215,683	78.2	60,227	21.8	275,910
Total	39,168	10.7	327,156	89.3	366,324	8,229,330	8.2	92,346,261	91.8	100,575,591

Source: HMDA and CRA data from January 1, 2017 to December 31, 2019.
 Due to rounding, totals may not equal 100.0%

Description of Institution

Flagstar Bank, F.S.B. (Flagstar or bank) is an interstate federally chartered savings bank headquartered in Troy, Michigan with assets of \$23.2 billion as of December 31, 2019. The bank operates 160 branches and 193 automated teller machines (ATMs) in Michigan, Indiana, California, Wisconsin, and Ohio. Flagstar is the fifth largest bank mortgage originator nationally and the third largest savings bank in the country.

Flagstar made two acquisitions during the evaluation period. In March 2018, Flagstar acquired eight Desert Community Bank branches in San Bernardino County, CA from East West Bank. These branches continue to operate under the Desert Community Bank name as a division of Flagstar. In November 2018, Flagstar acquired 48 Wells Fargo branches, adding to branches in Michigan and expanding the bank’s footprint into Indiana, Ohio, and Wisconsin.

Flagstar is a subsidiary of Flagstar Bancorp, Inc., a \$23.3 billion one-bank holding company also headquartered in Troy, Michigan. In 2017, Flagstar Bancorp formed Flagstar Foundation to support community reinvestment initiatives, including working with organizations supporting apprenticeship and workforce readiness, arts and culture, and financial responsibility. In 2018, Flagstar established a service corporation to invest in and manage the development of housing and historic income tax credit development projects. Bank subsidiaries and affiliates do not adversely affect Flagstar’s capacity for community reinvestment.

The bank has five rating areas and 16 assessment areas (AAs) across five states. Flagstar provides home loans through a wholesale network of brokers and correspondents in all 50 states, including 88 home loan centers in 27 states and two call centers. While the bank is primarily a home mortgage lender, Flagstar also offers a wide range of retail banking products and services to individuals and businesses through its branch network. Consumer loans, credit cards, business loans, cash management, and merchant services are offered.

As of December 31, 2019, Flagstar had total assets of \$23.2 billion, total loans of \$18.1 billion, and Tier One capital of \$1.7 billion. Approximately 71.2 percent of the bank’s loan portfolio was comprised of real estate loans, of which the predominant portion or 77.2 percent was secured by one-to-four family residential real estate.

There were no legal, financial, or other factors that impeded the bank's ability to help meet the credit, investment, and service needs of its AAs during the evaluation period. Flagstar received a Satisfactory rating in its previous CRA evaluation dated October 16, 2017.

Scope of the Evaluation

Evaluation Period/Products Evaluated

The evaluation period for the retail portion of the Lending Test is January 1, 2017 through December 31, 2019. We analyzed home mortgage loans that the bank reported under the Home Mortgage Disclosure Act (HMDA) and small loans made to businesses the bank reported under the Community Reinvestment Act (CRA). Loans originated or purchased during the evaluation period were compared to 2015 American Community Service (ACS) survey data.

Evaluation periods varied by state due to bank acquisitions. MSA boundary changes introduced in 2018, effective January 1, 2019, by the Office of Management and Budget (OMB), resulted in changes to income designations of some census tracts (CTs) in the state of Michigan. We analyzed 2017-2018 separately from 2019 in four of seven Michigan AAs due to these OMB changes. The "Scope of Evaluation" section in the state of Michigan rating section contains details on those areas affected by these changes. Flagstar acquired branches in California in March 2018, therefore, we analyzed 2018-2019 for California. In November 2018, Flagstar acquired branches in Indiana, Ohio, and Wisconsin. There was less than six months of HMDA and CRA data available in 2018, therefore, we analyzed 2019 data only for these three states.

In order to perform a meaningful analysis for lending performance, a minimum of 20 loans was needed in a loan product and in each analysis period. Flagstar did not originate a sufficient volume of loans to small businesses in the states of IN, OH, and WI to perform meaningful analysis. Flagstar does not have the personnel and expertise to offer small farm loans and do not offer small farm loans; therefore, we did not evaluate this product. Refer to the "Scope of Evaluation" section under each State Rating area section for details on loan products that did not have a sufficient volume to perform a quantitative analysis.

The evaluation period for qualified CD loans and the Investment and Service Tests was October 17, 2017 through December 31, 2019.

With an evaluation period end date of December 31, 2019, qualifying activities performed in response to the significant impact of the coronavirus pandemic across the United States are not addressed in this evaluation. Bank qualifying activities will be considered in the subsequent evaluation.

Selection of Areas for Full-Scope Review

In each state where the bank has an office, one or more AA(s) within that state was selected for a full-scope review. For purposes of this evaluation, bank delineated assessment areas located within the same metropolitan statistical area (MSA), multistate metropolitan statistical area (MMSA), or combined statistical area (CSA) are combined and evaluated as a single AA. Similarly, bank delineated non-MSA AAs within the same state are combined and evaluated as a single area. These combined AAs may be evaluated as full- or limited-scope. Refer to the "Scope" section under each State Rating section for details regarding how full-scope AAs were selected. Refer to appendix A, Scope of Examination, for a list of full- and limited-scope AAs.

Ratings

The bank's overall rating is a blend of the state ratings. The rating for the state of Michigan received the greatest emphasis in our analysis. Emphasis was determined considering the bank's deposit volume, branch presence, and loan volume in each state relative to the bank as a whole. The state of Michigan represented 87.9 percent of deposits, 70.9 percent of loans originated and purchased, and 70.8 percent of Flagstar's branch network.

For the loan products considered under the Lending Test, home mortgage loans received greater weight than small loans to businesses in developing conclusions since it is the primary loan product under the bank's business strategy.

The state ratings are based on performance in all bank AAs. Refer to the "Scope" section under each State Rating section for details regarding how the areas were weighted in arriving at the respective ratings.

Other Factors Considered in our Analysis under Performance Tests

Investment Test

Under the Investment Test, we considered grants and investments made by Flagstar and the Flagstar Foundation and considered the responsiveness of those grants and investments to identified CD needs. We also considered investments made during prior evaluation periods that remain outstanding. We considered prior-period investments at the book value of the investment at the end of the current evaluation period and current-period investments at their original investment amount. The OCC compared the dollar amount of qualified investments made in the current and prior evaluation periods to the Tier One Capital allocated to the AAs to gain a perspective regarding the volume of investment activity relative to the bank's capacity. Tier One Capital was allocated to the rating areas and AAs based on the percentage of bank deposits that were maintained in the rating areas and AAs. Qualitative factors, such as responsiveness, complexity, and innovation were considered in full scope review areas.

Flagstar received consideration for any qualified investment activity that benefited a specific AA under the applicable state rating area. This included investments in the broader statewide or regional area that included the AA, where the entity or activity had a purpose, mandate, or function that included serving the AA. In addition to qualified investments made in the bank's AAs and broader statewide areas, we considered investments Flagstar made outside of the broader statewide or regional area that includes the bank's AAs. These investments fell into one of two categories: 1) originated to organizations or used for activities with a purpose, mandate, or function (P/M/F) to serve one or more of the bank's AAs; or 2) originated to organizations or used for activities without a P/M/F to serve one or more of the bank's AAs.

Service Test

Primary consideration was given to Flagstar's performance in delivering retail products and services to geographies and individuals of different income levels through the bank's distribution of branches. The OCC focused on branches in LMI geographies. However, Flagstar provided internal data to support middle- and upper-income (MUI) branches that are being used by customers residing in LMI geographies. Flagstar collected deposit transaction data and used customer address as a proxy to

determine LMI status. MUI branches with 33 percent or more transactions conducted by customers residing in LMI geographies were presented for consideration. Favorable consideration was given to these MUI branches providing increased access to retail banking services for customers in LMI geographies.

Other Information

Flagstar made three small business investment company (SBIC) investments totaling \$15 million which benefited AAs in lower Michigan and the Riverside MSA. The bank also made one SBIC investment totaling \$5 million with a nationwide focus but funds are targeted towards the bank's AAs. Flagstar also made two donations totaling \$15,000 to two national organizations focused on economic development and community services to LMI with a purpose, mandate, or function to serve the bank's AAs.

The bank made seven investments totaling \$1.7 million with no purpose, mandate, or function to serve the bank's AAs. These were investments made in minority-owned deposit institutions. located in California (which was not a bank rating area at the time of investment), New York, Pennsylvania, and Texas. These investments are given positive consideration since the bank has been responsive to the needs and opportunities of its AAs.

Assessment Area	Qualified Investments									
	Prior Period*		Current Period		Total				Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	% of Total #	\$(000's)	% of Total \$	#	\$(000's)
Nationwide with P/M/F to serve MI and CA AAs	0	0	3	15,000	3	23.1	15,000	69.0	0	0
Nationwide with P/M/F to serve all AAs	0	0	3	5,015	3	23.1	5,015	23.1	0	0
Nationwide with no P/M/F to serve AAs	0	0	7	1,730	7	53.8	1,730	8.0	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.

Discriminatory or Other Illegal Credit Practices Review

Pursuant to 12 C.F.R. §25.28(c) or §195.28(c), respectively, in determining a national bank's or federal savings association's (collectively, bank) CRA rating, the OCC considers evidence of discriminatory or other illegal credit practices in any geography by the bank, or in any assessment area by an affiliate whose loans have been considered as part of the bank's lending performance. As part of this evaluation process, the OCC consults with other federal agencies with responsibility for compliance with the relevant laws and regulations, including the U.S. Department of Justice, the U.S. Department of Housing and Urban Development, and the Consumer Financial Protection Bureau (CFPB), as applicable.

The OCC has not identified that this institution (or any affiliate whose loans have been considered as part of the institution's lending performance) has engaged in discriminatory or other illegal credit practices that require consideration in this evaluation.

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

State Ratings

State of California

CRA rating for the State of California: Outstanding

The Lending Test is rated: High Satisfactory

The Investment Test is rated: Outstanding

The Service Test is rated: Outstanding

The major factors that support this rating include:

- Lending levels reflect excellent responsiveness to credit needs in its AA;
- An excellent geographic distribution of loans of both home mortgage loans and small loans to businesses;
- An adequate distribution of loans among individuals of different income levels considering the high cost of housing and shortage of affordable housing and a good distribution of loans among businesses of different sizes;
- An excellent level of qualified investments and grants that provides demonstrated excellent responsiveness to community needs; and
- The bank provides an excellent level of CD services.

Description of Institution's Operations in California

Flagstar acquired operations in California in March 2018. The bank's AA includes San Bernardino and Riverside Counties in the Riverside MSA for the 2018-2019 evaluation period. The bank's operations in California comprise 4.1 percent of total bank deposits, 5.6 percent of total bank branches, and 27.1 percent of bank loans.

According to the FDIC's June 30, 2019 Deposit Market Share Report, 43 financial institutions operate 537 offices in the two counties that constitute Flagstar's assessment area in California. In those two counties, Bank of America is the market leader with a 23 percent deposit market share, 87 offices and \$12.2 billion in deposits. Wells Fargo ranks second with a 19.2 percent market share, 87 offices and \$10.2 billion in deposits. JPMorgan Chase ranks third with a 17.4 percent market share, 81 offices and \$9.3 billion in deposits. Flagstar ranks 13th in the two-county area with a 1.1 percent market share, 9 offices and \$607.9 million in deposits.

The Riverside MSA has benefitted from an expanding logistics industry and a population influx from expensive Californian coastal cities and new residents intending to commute to Los Angeles and Anaheim. According to Moody's Analytic Reports, the median house price in the MSA is one-third lower than in Anaheim and almost four times lower than in Los Angeles. Consumer spending, by this growing population, has led to new jobs and higher hourly wages. Residential construction has not caught up with demand. As a result, single-family home prices are rising, while much of the state plateaued. Lower transportation and warehousing costs will further the area's transformation into a hub for Southern California and Nevada. Amazon FedEx and Nordstrom lead the list of shipping and retail giants with distribution centers in the metro area. On the other hand, reliance on wholesale trade, distribution and transportation will make the metro area more susceptible to fluctuations in consumer spending at the national level. Those segments of the economy providing the most employment is in Mining, Construction and Education and Health Services. Large private-sector employers include Stater

Brothers Markets, Arrowhead Regional Medical Center, Walmart, and U.C. Riverside. The U.S. military is also a large employer in the area.

The U.S. Bureau of Labor Statistics reports that the unemployment rate in the Riverside MSA declined during the evaluation period. Riverside and San Bernardino Counties decreased from 4.8 and 4.5 percent unemployment to 3.6 and 3.3 percent, respectively. Annual unemployment rates in Riverside County are higher than the State of California, while San Bernardino County is consistently at or below the state's unemployment rate.

According to data from the Zillow Home Value Index (ZHVI), which combines a variety of housing market and sales information into a single indicative measure of housing values, the median sale prices of homes in the Riverside MSA increased in each year of the evaluation period. Overall, the ZHVI indicates that prices increased 8 percent from the beginning to the end of the evaluation period. The 2015 ACS survey data shows the AA had 1,521,284 housing units, with 53.9 percent owner-occupied, 32.5 percent rental, and 13.7 percent vacant units.

Three community contacts conducted in the AA were reviewed as part of this performance evaluation. Community contacts included a housing authority, an organization focused on entrepreneurship and economic development, and a community development financial institution involved in lending and development of residential housing. Community contacts reported that there is a shortage of housing overall, and even more of a shortage of affordable housing for LMI residents. Migration from Los Angeles and other higher cost coastal cities is pushing housing costs upward and decreasing affordable housing for LMI borrowers. Businesses struggle to find skilled employees. The majority of the area's skilled workforce commutes out of the area daily for work in Los Angeles versus local businesses.

Community contacts identified the following credit and CD needs:

- Affordable housing, both rental and for-sale
- Down payment assistance for LMI borrowers
- Construction financing, lines of credit, and EQ2 for non-profit housing developers
- Investments in Community Development Financial Institutions and Low-Income Housing Tax Credits
- Workforce development training
- Accessible retail bank products, e.g. checking and savings accounts, that accept ITIN or matricula consular cards as identification
- Small dollar loans, secured credit cards, or credit building products for LMI clients
- Financial education and small dollar loans for small businesses
- Engagement by banks on supplier diversity and contracting with Women/Minority-Owned Businesses

Opportunities for financial institutions to meet all the above needs are available throughout the Riverside-San Bernardino area. Many well-established CD organizations operate in the region. In addition, financial institutions can provide bank staff support for small business development, financial education, civic leadership, and expertise.

The following table provides information on the demographic composition of the Riverside MSA.

Table A – Demographic Information of the Assessment Area						
Assessment Area: Riverside MSA						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	822	5.2	29.9	36.6	27.5	0.7
Population by Geography	4,392,801	5.4	27.6	35.4	31.2	0.4
Housing Units by Geography	1,521,284	5.0	27.4	36.5	31.1	0.1
Owner-Occupied Units by Geography	819,653	2.6	21.0	37.2	39.1	0.1
Occupied Rental Units by Geography	493,904	9.1	37.8	33.8	19.2	0.0
Vacant Units by Geography	207,727	4.5	27.5	40.0	27.5	0.5
Businesses by Geography	224,792	4.6	25.9	34.9	34.5	0.1
Farms by Geography	4,946	3.8	23.9	38.2	34.1	0.1
Family Distribution by Income Level	979,189	23.0	16.8	18.9	41.3	0.0
Household Distribution by Income Level	1,313,557	24.6	15.9	17.4	42.2	0.0
Median Family Income MSA - 40140 Riverside-San Bernardino-Ontario, CA MSA		\$61,507	Median Housing Value			\$246,946
			Median Gross Rent			\$1,192
			Families Below Poverty Level			14.3%
<i>Source: 2015 ACS and 2018 D&B Data</i> <i>Due to rounding, totals may not equal 100.0%</i> <i>(*) The NA category consists of geographies that have not been assigned an income classification.</i>						

Scope of Evaluation in California

The Riverside MSA received a full-scope review. The analysis period for California was March 17, 2018, the date of Flagstar’s branch acquisitions in this AA, through December 31, 2019. Home mortgage received a greater weighting than small business lending as it reflected the bank’s business focus and accounted for significantly more loan volume.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN CALIFORNIA

LENDING TEST

The bank’s performance under the Lending Test in California is rated High Satisfactory.

Based on a full-scope review the bank’s performance in the Riverside-San Bernardino-Ontario MSA (Riverside MSA) is good.

Lending Activity

Lending levels reflect excellent responsiveness to AA credit needs, taking into account the number and amount of home mortgage and small business loans in the AA. We considered the lending volume in the AA relative to the bank’s capacity based on deposits, competition, and market presence.

Number of Loans							
Assessment Area	Home Mortgage	Small Business	Small Farm	Community Development	Total	% State Loans	% State Deposits
Riverside MSA	9,008	66	0	0	9,074	100.0%	100.0%

Source: HMDA and CRA data from 2018 to 2019. Deposit data from FDIC as of June 30, 2019.

Dollar Volume of Loans (\$000’s)							
Assessment Area	Home Mortgage	Small Business	Small Farm	Community Development	Total	% State Loans	% State Deposits
Riverside MSA	\$2,686,576	\$15,914	\$0	\$0	\$2,702,490	100.0%	100.0%

Source: HMDA and CRA data from 2018 to 2019. Deposit data from FDIC as of June 30, 2019.

According to the FDIC Deposit Market Share data as of June 30, 2019, Flagstar had \$607.9 million in deposits with a deposit market share of 1.1 percent. Flagstar ranked 13th in total deposits out of 43 banks in the AA.

Flagstar’s strategy focuses on offering home mortgage loans as their primary product. The bank’s home lending in the AA significantly exceeds its capacity measured by deposits. According to the 2019 peer mortgage data, Flagstar ranked in the top three percent of lenders, fifth out of 830 lenders, originating home mortgage loans in the AA. Flagstar’s market share of 2.7 percent and rank in loans is greater than the bank’s market share and rank in deposits. The top five largest mortgage lenders, including the bank’s market share, have captured 25.5 percent of the market.

Small business lending is not Flagstar’s strategic focus and this performance has minimal weight in concluding the bank’s lending performance. According to the 2018 peer small business data, Flagstar ranked 55th out of 170 lenders originating small business loans in the AA. The bank’s market share of 0.1 percent and rank in loans is weaker than the bank’s market share and rank in deposits. The five largest small business lenders have captured 68.3 percent of the market.

Distribution of Loans by Income Level of the Geography

The bank exhibits an excellent geographic distribution of loans in its AA.

Home Mortgage Loans

Refer to Table O in the state of California section of appendix D for the facts and data used to evaluate the geographic distribution of the bank’s home mortgage loan originations and purchases.

The geographic distribution of home mortgage loans is excellent.

The proportion of loans in low-income geographies was below the percentage of owner-occupied housing units but exceeded aggregate lending. The proportion of loans in moderate-income geographies

was near to the percentage of owner-occupied housing units and exceeded aggregate lending. The moderate-income geographies contained significantly greater opportunities for owner-occupied lending than in low-income geographies, therefore carried significantly more weight in the assessment of performance.

Small Loans to Businesses

Refer to Table Q in the state of California section of 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.

The geographic distribution of small loans to businesses is excellent.

The proportion of loans in low- and moderate-income geographies significantly exceeded both the percentage of businesses in low- and moderate-income geographies and aggregate lending.

Lending Gap Analysis

We reviewed summary reports, maps, and analyzed the lending activity over the evaluation period to identify any gaps in the geographic distribution of loans. No unexplained, conspicuous gaps were identified.

Distribution of Loans by Income Level of the Borrower

The bank exhibits an adequate distribution of loans among individuals of different income levels and businesses of different sizes.

Home Mortgage Loans

Refer to Table P in the state of California section of appendix D for the facts and data used to evaluate the borrower distribution of the bank's home mortgage loan originations and purchases.

The borrower distribution of home mortgage loans is adequate considering performance context factors.

The proportion of loans to LMI borrowers was significantly below the percentage of LMI families and below aggregate lending. Aggregate lending to LMI families is also significantly below the percentage of LMI families located in the AA. The high cost of housing and shortage of affordable housing options may limit lending opportunities for LMI families, particularly for low-income families.

Based on information in the demographic table above, low-income families earned less than \$30,754 and moderate-income families earned less than \$49,206. One method used to determine housing affordability assumed a maximum monthly principal and interest payment of no more than 30 percent of the applicant's income. This calculated to a maximum monthly mortgage payment of \$769 for low-income borrowers and \$1,230 for moderate-income borrowers. Assuming a 30-year mortgage with a five percent interest rate, and not considering any down payment, homeowner's insurance, real estate taxes, or additional monthly expenses, the monthly mortgage payment for a home at the MMSA median housing value would be \$1,326.

Small Loans to Businesses

Refer to Table R in the state of California section of appendix D for the facts and data used to evaluate the borrower distribution of the bank’s origination and purchase of small loans to businesses.

The borrower distribution of small loans to businesses by revenue is good.

The proportion of loans was below the percentage of small businesses but significantly exceeded aggregate lending, which reflected positively on performance given Flagstar’s primary focus is home mortgage lending.

Community Development Lending

Flagstar did not originate any CD loans during the evaluation period, which had a neutral impact on the lending performance in the AA. Although community contact interviews noted opportunities for CD lending, Flagstar’s entry into the market in March 2018 limited participation in these opportunities. The newly acquired branches did not have mortgage loan officers in the market. The focus for 2018 was hiring, training, and deploying new lending teams to cover the AA and introduce Flagstar to the community for its core business of home mortgage lending. We considered these factors in our assessment of Flagstar’s ability to address CD needs.

Product Innovation and Flexibility

The institution makes use of innovative and/or flexible lending practices in order to serve AA credit needs. In 2019, Flagstar offered the Destination Home loan product in the AA to make homeownership achievable with lower down payment costs. Flagstar saw success with this loan product in 2019, originating a total of 60 loans totaling \$15.6 million for the AA.

INVESTMENT TEST

The bank’s performance under the Investment Test in California is rated Outstanding.

Based on a full-scope review, the bank’s performance in the Riverside MSA is excellent.

The institution has an excellent level of qualified CD investment and grants, often in a leadership position, particularly those that are not routinely provided by private investors.

The institution exhibits excellent responsiveness to credit and community economic development needs. The institution occasionally uses innovative and/or complex investments to support CD initiatives.

Assessment Area	Qualified Investments									
	Prior Period*		Current Period		Total				Unfunded Commitments**	
	#	\$(000’s)	#	\$(000’s)	#	% of Total #	\$(000’s)	% of Total \$	#	\$(000’s)
Riverside MSA	0	0	24	11,722	24	82.8	11,722	97.6	0	0
CA Statewide	0	0	4	40	4	13.8	40	0.3	0	0
CA Statewide with no P/M/F	0	0	1	250	1	3.4	250	2.1	0	0

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

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

Riverside MSA

Qualified investments totaled \$11.7 million, with three investments totaling \$11.5 million and 21 grants totaling \$252,800. Total qualified investments represented 16.3 percent of allocated tier one capital. This performance is excellent given the shorter evaluation period for this AA. Investments consisted of LIHTC and mortgage-backed securities composed of mortgages to LMI borrowers residing in the AA. Grants also primarily supported community services targeted to LMI and economic development.

Examples of CD qualified investments in the AA include:

- \$5 million investment in a LIHTC fund that supported 85 affordable housing units within the AA.
- \$25,000 to a community service organization with the mission of serving a growing population of first-time homeless individuals, families, and veterans. The organization is a transitional housing program with intensive support services for the homeless. The program is fixed-site with housing, on-site case management services, and a peer-support environment. The program is innovative and includes individualized case management and life skill education. The program is one-year and offers educational opportunities, job opportunities and one-to-one guidance.
- \$20,000 grant to an economic development organization working with low- to moderate-income business owners who lack access to traditional sources of credit by offering business loans and support services.

CA-Statewide

The bank made one qualified investment in a minority-owned financial institution totaling \$250,000 in the broader statewide area that does not have a purpose, mandate, or function to serve the bank’s AA. This investment received positive consideration since Flagstar has been responsive to the needs and opportunities of its AA.

SERVICE TEST

The bank’s performance under the Service Test in California is Outstanding.

Based on the full-scope review, the bank’s performance in the Riverside MSA AA is excellent.

Retail Banking Services

Service delivery systems are readily accessible to geographies and individuals of different income levels in the institution’s AA.

Distribution of Branch Delivery System											
Assessment Area	Deposits	Branches						Population			
	% of Rated Area Deposits in AA	# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				% of Population within Each Geography			
				Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
Full Review:											

Riverside MSA	100	9	100	11.1	33.3	55.6	0	5.4	27.6	35.4	31.2
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Flagstar's branch distribution in the Riverside MSA is excellent. Branches are readily accessible to all geographies and individuals of different income levels in the bank's AA. The bank has nine branches in the AA, including one branch in a low-income geography and three branches in moderate-income geographies. The proportions of branches in LMI geographies exceed the proportions of the population in those geographies. Additionally, internal data and analysis demonstrated that one branch in a middle-income geography provided increased access to retail banking services for customers in LMI geographies. Bank customers from LMI geographies performed 35 percent of the transactions at that branch. The additional accessibility of this branch had a positive effect on the overall retail services delivery systems conclusion. See the Scope of Evaluation section for more details on internal data utilized.

Management complements its traditional service delivery systems with alternative delivery systems, including deposit-taking ATMs, telephone banking, mobile banking, and online banking, throughout the bank's AAs. Flagstar operates 12 deposit-taking ATMs within the AA. In addition, customers can continue to access cash from their accounts outside of the bank's AAs through the Allpoint ATM network, consisting of over 55,000 ATMs. No significant weight was placed on these services, as no data and analysis were available to determine their impact on LMI individuals.

Flagstar did not open or close in branches in the Riverside AA during the evaluation period.

Services, including where appropriate, business hours, do not vary in a way that inconveniences its AA, particularly low- and moderate-income geographies and/or individuals. Services offered and branch hours are comparable among locations regardless of the income level of the area.

Community Development Services

Flagstar is a leader in providing CD services.

The bank's CD services performance is excellent during the evaluation period. Fifteen bank employees provided their expertise to twenty-one organizations for a total of 328 hours within the AA. Flagstar's employees provided 245 hours of service to 12 nonprofit organizations in a leadership capacity, either as a board member or committee member. The employees used their financial expertise to provide technical assistance and strategic guidance for those 12 organizations. The employees are involved with organizations working to create affordable housing, provide education to children of low- and moderate-income parents, and provide economic development support to the local community.

The following are examples of CD services provided by employees:

- One bank employee served on the Board of a community college district providing opportunities for student learning and success through academic advancement, personal growth, and workforce development. Another employee provided workshops on budgeting and saving as part of Women's History Events held at community colleges for low-income women.
- A bank employee served on the Board of an organization whose mission is to assist residents displaced from long-term housing due to loss of income. The organization also works to empower homeless individuals and families by providing the necessary skills for them to become self-sufficient.

- Two bank employees served on the Board of an organization whose mission is to provide residents and transients with emergency welfare services, family counseling, health services, and housing.

State of Indiana

CRA rating for the State of Indiana: Outstanding
The Lending Test is rated: Outstanding
The Investment Test is rated: High Satisfactory
The Service Test is rated: Outstanding

The major factors that support this rating include:

- Lending levels reflect good responsiveness to credit needs in its AA;
- An excellent geographic distribution of home mortgage loans;
- An excellent distribution of loans among individuals of different income levels;
- A good level of qualified investments and grants that provides demonstrates good responsiveness to community needs; and
- The bank provides an excellent level of CD services.

Description of Institution's Operations in Indiana

Flagstar acquired all branches in Indiana from Wells Fargo in November 2018. The bank has five assessment areas in the state of Indiana: Fort Wayne-Huntington-Auburn CSA (Fort Wayne CSA), Indiana non-MSA (IN non-MSA), Michigan City-La Porte MSA (Michigan City MSA), South Bend-Mishawaka MSA (South Bend MSA), and Elkhart MSA. The bank's operations in Indiana comprise 7.3 percent of total bank deposits, 20.5 percent of total bank branches, and 1.6 percent of bank loans. Flagstar's assessment areas in the Fort Wayne CSA and IN non-MSA received full scope reviews.

Fort Wayne CSA

The Fort Wayne CSA consists of Adams, Allen, DeKalb, Huntington, and Steuben Counties for the 2019 evaluation period.

According to the FDIC's June 30, 2019 Deposit Market Share Report, 30 financial institutions operate 152 offices in the five counties that constitute Flagstar's assessment area in the CSA. JPMorgan Chase is the market leader with a 14.5 percent deposit market share, 12 offices, and \$1.3 billion in deposits. Lake City Bank ranks second with a 12 percent market share, seven offices, and \$1.1 billion in deposits. PNC Bank ranks third with a 9.9 percent market share, 13 offices, and \$866.9 million in deposits. Flagstar ranks fifth in the five-county area with a 7.8 percent market share, 18 offices, and \$685.4 million in deposits.

The U.S. Bureau of Labor Statistics reports that county unemployment rates in the Fort Wayne CSA ranged from 2.7 percent to 4.3 percent over the evaluation period, compared to 3.3 percent in the state. The CSA's employment growth outperformed that of both the state and the U.S. Manufacturers added positions in the CSA four percent year over year, surpassing its prerecession high in 2007. Hourly wages, however, have not increased meaningfully. Community contacts noted a need for workforce development in some of the nearby rural counties, particularly to fill manufacturing jobs, as well as a reliable transportation to the job centers. Segments of the CSA economy that provide the most employment are Manufacturing, Education & Health Services, Retail Trade and Leisure & Hospitality Services.

Consumer confidence and access to credit led to increased household spending. Personal bankruptcies have declined to the lowest level since 2006 and rising home values continue to increase households' net worth. The large employers include Parkview Health Systems, Lutheran Health Network, General Motors Truck Group, Lincoln Financial Group and BFGoodrich.

The CSA offers a low cost of living and relatively affordable market-rate housing. The National Association of Realtors ranked the Fort Wayne MSA as the 30th, out of 174, in the third quarter 2019 Home Affordability Index Ranking. The 2015 ACS survey data shows the AA had 219,881 housing units, with 63.8 percent owner-occupied, 25.8 percent rental, and 10.4 percent vacant units.

Two community contacts conducted in the AA were reviewed as part of this performance evaluation. Contacts included an economic development corporation and a county community foundation supporting community development purposes. Community contact interviews indicate one of the most pressing needs of the area is quality, affordable housing for families and seniors. Other general community needs gleaned from the community contact interviews include:

- **Affordable Housing:** offer low-cost construction financing, affordable mortgages, loans for lease-purchase clients, rehabilitation loans, purchase LIHTCs, and lines of credit. Support CD organizations providing homebuyer programs and counseling.
- **Affordable Rehab Loans:** offer small dollar rehab loans and home equity loans. Support CD organizations providing grants for small rehab projects and for technical assistance for home repairs.
- **Auto Loans:** offer affordable small dollar auto loans, invest in intermediary non-profits that provide loans to LMI clients, provide grants for financial education and counseling.
- **Workforce Development:** offer grants for non-profits providing workforce development programs, offer employment, and partner with government and community organizations to support workforce initiatives.
- **Small Business Development:** offer affordable small business loan products and encourage capacity-building for small businesses. Support nonprofit and CD organizations offering small business education and counseling.
- **Support Community Organizations Development:** facilitate low-cost construction and gap financing for community facilities, such as for senior or youth services.

The following table provides information on the demographic composition of the Fort Wayne CSA.

Table A – Demographic Information of the Assessment Area						
Assessment Area: Fort Wayne-Huntington-Auburn CSA						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	130	9.2	20.0	48.5	20.0	2.3
Population by Geography	511,674	7.5	15.2	51.6	25.3	0.5
Housing Units by Geography	219,881	7.9	16.5	51.8	23.4	0.3
Owner-Occupied Units by Geography	140,239	4.6	11.8	54.2	29.3	0.1
Occupied Rental Units by Geography	56,692	13.7	25.8	46.2	13.4	0.9
Vacant Units by Geography	22,950	13.7	21.6	51.4	12.7	0.6
Businesses by Geography	34,597	5.6	15.6	47.1	28.0	3.6
Farms by Geography	1,589	1.7	5.3	66.4	26.0	0.6
Family Distribution by Income Level	130,947	19.4	18.0	22.4	40.2	0.0

Household Distribution by Income Level	196,931	22.1	17.5	19.4	40.9	0.0
Median Family Income MSA - 23060 Fort Wayne, IN MSA		\$60,681	Median Housing Value			\$114,122
Median Family Income non-MSAs - IN		\$55,715	Median Gross Rent			\$672
			Families Below Poverty Level			11.2%
<i>Source: 2015 ACS and 2019 D&B Data</i> <i>Due to rounding, totals may not equal 100.0%</i> <i>(*) The NA category consists of geographies that have not been assigned an income classification.</i>						

IN non-MSA

Flagstar's assessment area in the Indiana non-MSA consists of Fulton, Lagrange, Miami, Rush, Wabash, Wells, and White counties for the 2019 evaluation period.

According to the FDIC's June 30, 2019 Deposit Market Share Report, 24 financial institutions operate 66 offices in the seven counties that constitute the Flagstar assessment in the Indiana non-MSA. In those seven counties, Farmers State Bank is the market leader with a 13.9 percent deposit market share, seven offices and \$406.8 million in deposits. First Merchants Bank ranks second with a 12.9 percent market share, seven offices, and \$379.1 million in deposits. First Farmers Bank and Trust Company ranks third with a 9 percent market share, five offices, and \$264.9 million in deposits. Flagstar ranks fifth in the seven-county area with an 8.2 percent market share, nine offices and \$239.4 million in deposits.

The U.S. Bureau of Labor Statistics reports show AA unemployment rates improved through 2019. Annual unemployment rates ranged from a low of 2.7 to a high of 3.9 percent, compared to 3.3 percent reported for the State of Indiana. Miami County reported the highest unemployment rates in the AA and consistently exceeded state averages. Community contact interviews indicate the area economy has grown steadily in recent years, but there is a need for investment in workforce development and cultivating entrepreneurship. LaGrange County is the most populous county in the AA with 39,614 people. Large private-sector employers in LaGrange County, include Champion Home Builders, Inc., Nishikawa Cooper, Redman Industries and Lake Park Industries.

The 2015 ACS survey data shows the AA had 85,558 housing units, with 65.4 percent owner-occupied, 20 percent rental, and 14.6 percent vacant units. Community contacts noted strong demand for housing, particularly in LaGrange county.

Three community contacts conducted in the AA were reviewed as part of this performance evaluation. Contacts included two economic development corporations and one community action agency. Contacts expressed the following credit and CD needs:

- Affordable housing, and market-rate, both rental and for-sale
- FHA loans and first-time homebuyer mortgages
- Auto loans
- Workforce development training
- Entrepreneurial education and small business development
- Financial education and small dollar loans for small businesses

Opportunities for financial institutions to meet the above needs are limited throughout the seven-county area. There are few CD organizations that operate in the region, but those that do serve the area would benefit from bank staff support, financial contributions, civic leadership, and expertise.

The following table provides information on the demographic composition of the IN non-MSA.

Table A – Demographic Information of the Assessment Area						
Assessment Area: IN non-MSA						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	52	0.0	11.5	76.9	11.5	0.0
Population by Geography	196,355	0.0	10.7	79.1	10.2	0.0
Housing Units by Geography	85,558	0.0	11.2	78.1	10.7	0.0
Owner-Occupied Units by Geography	55,918	0.0	9.1	79.2	11.6	0.0
Occupied Rental Units by Geography	17,115	0.0	18.6	74.7	6.7	0.0
Vacant Units by Geography	12,525	0.0	10.3	77.7	11.9	0.0
Businesses by Geography	11,187	0.0	12.4	76.8	10.7	0.0
Farms by Geography	1,532	0.0	3.6	75.3	21.1	0.0
Family Distribution by Income Level	51,837	18.0	18.6	24.0	39.5	0.0
Household Distribution by Income Level	73,033	21.1	16.6	20.3	41.9	0.0
Median Family Income non-MSAs - IN		\$55,715	Median Housing Value			\$111,806
			Median Gross Rent			\$648
			Families Below Poverty Level			10.0%
<i>Source: 2015 ACS and 2019 D&B Data</i> <i>Due to rounding, totals may not equal 100.0%</i> <i>(*) The NA category consists of geographies that have not been assigned an income classification.</i>						

Scope of Evaluation in Indiana

Flagstar has five assessment areas in the State of Indiana. We performed a full-scope review of the Fort Wayne CSA and Indiana non-MSA AAs. The Fort Wayne CSA represents 63.5 percent of deposits, 54.5 percent of branches, and 57.8 percent of bank loans in the state of Indiana. The IN non-MSA is the second largest AA in the state by deposits, branches, and loan volume.

The analysis period for Indiana was 2019 as Flagstar entered the Indiana market in November 2018. Analysis was based on home mortgage lending since there was an insufficient volume of small business loans to perform meaningful analysis on those products. Home mortgage lending is the bank’s primary strategic focus.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN INDIANA

LENDING TEST

The bank’s performance under the Lending Test in Indiana is rated Outstanding.

Conclusions for Areas Receiving Full-Scope Reviews

Based on full-scope reviews, the bank’s performance in the Fort Wayne CSA and IN non-MSA are excellent.

Lending Activity

Number of Loans*							
Assessment Area	Home Mortgage	Small Business	Small Farm	Community Development	Total	% State Loans	% State Deposits
Fort Wayne CSA	298	6	0	0	304	57.8%	63.5%
Michigan City – La Porte MSA	21	0	0	0	21	4.0%	4.6%
South Bend – Mishawaka MSA	52	0	0	0	52	9.9%	9.7%
IN non-MSA	127	4	0	0	131	24.9%	22.2%
Elkhart, IN	18	0	0	0	18	3.4%	0.0%

Source: HMDA and CRA data from 2019. Deposit data from FDIC as of June 30, 2019.

*The tables present the data for all assessment areas. The narrative below addresses performance in full-scope areas only.

Dollar Volume of Loans* (\$000's)							
Assessment Area	Home Mortgage	Small Business	Small Farm	Community Development	Total	% State Loans	% State Deposits
Fort Wayne CSA	\$30,911	\$493	\$0	\$0	\$31,404	57.0%	63.5%
Michigan City – La Porte MSA	\$2,198	\$0	\$0	\$0	\$2,198	4.0%	4.6%
South Bend – Mishawaka MSA	\$5,886	\$0	\$0	\$0	\$5,886	10.7%	9.7%
IN non-MSA	\$12,059	\$340	\$0	\$0	\$12,399	22.5%	22.2%
Elkhart, IN	\$3,259	\$0	\$0	\$0	\$3,259	5.9%	0.0%

Source: HMDA and CRA data from 2019. Deposit data from FDIC as of June 30, 2019.

*The tables present the data for all assessment areas. The narrative below addresses performance in full-scope areas only.

Fort Wayne CSA

Lending levels reflect good responsiveness to AA credit needs. We considered the lending volume in the AA relative to its capacity based on deposits, competition, and market presence.

According to FDIC Deposit Market Share data as of June 30, 2019, Flagstar had \$685 million in deposits with a deposit market share of 7.8 percent. Flagstar ranked fifth in total deposits out of 30 banks in the AA.

According to 2019 peer mortgage data, Flagstar ranked in the top five percent of lenders, 19th out of 368 lenders, originating home mortgage loans in the AA. The bank’s market share of 1.4 percent and rank in

loans is weaker than the bank's market share and rank in deposits. Flagstar's market share reflects good performance considering the significant number of home mortgage loan competitors within the market and that the bank did not retain any home mortgage lenders in this AA upon branch acquisition in November 2018. The five largest mortgage lenders have captured 29.4 percent of the market.

IN non-MSA

Lending levels reflect good responsiveness to AA credit needs. We considered the lending volume in the AA relative to its capacity based on deposits, competition, and market presence.

According to FDIC Deposit Market Share data as of June 30, 2019, Flagstar had \$239 million in deposits with a deposit market share of 8.2 percent. Flagstar ranked fifth in total deposits out of 24 banks in the AA.

According to 2019 peer mortgage data, Flagstar ranked in the top six percent, 14th out of 265 lenders, originating home mortgage loans in the AA. The bank's market share of 2.2 percent and rank in loans is weaker than the bank's market share and rank in deposits. Flagstar's market share reflects good performance considering the significant number of home mortgage loan competitors within the market and that the bank did not retain any home mortgage lenders in this AA upon branch acquisition in November 2018. The five largest mortgage lenders have captured 22.7 percent of the market.

Distribution of Loans by Income Level of the Geography

The bank exhibits an excellent geographic distribution of loans in its AAs.

Home Mortgage Loans

Refer to Table O in the state of Indiana section of appendix D for the facts and data used to evaluate the geographic distribution of the bank's home mortgage loan originations and purchases.

The geographic distribution of home mortgages is excellent.

Fort Wayne CSA

The geographic distribution of home mortgage loans is excellent.

The proportion of loans in low-income geographies was below the percentage of owner-occupied units but significantly exceeded aggregate lending performance. The proportion of loans in moderate-income geographies exceeded the percentage of owner-occupied units and significantly exceeded aggregate lending performance. Moderate-income geographies contained greater opportunities for owner-occupied lending, therefore, carried significantly more weight in assessing the bank's performance.

IN non-MSA

The geographic distribution of home mortgage loans is excellent.

The proportion of loans in moderate-income geographies exceeded both the percentage of owner-occupied housing units and aggregate lending. There were no low-income geographies in the AA.

Small Loans to Businesses

Refer to Table Q in the state of Indiana section of 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.

Fort Wayne CSA

The bank did not originate or purchase a sufficient volume of small loans to businesses for a meaningful analysis. This is reasonable given Flagstar's strategic focus is home mortgage lending.

IN non-MSA

The bank did not originate or purchase a sufficient volume of small loans to businesses for a meaningful analysis. This is reasonable given Flagstar's strategic focus is home mortgage lending.

Lending Gap Analysis

We reviewed summary reports, maps, and analyzed the lending activity over the evaluation period to identify any gaps in the geographic distribution of loans. No unexplained, conspicuous gaps were identified.

Distribution of Loans by Income Level of the Borrower

The bank exhibits an excellent distribution of loans among individuals of different income levels.

Home Mortgage Loans

Refer to Table P in the state of Indiana section of appendix D for the facts and data used to evaluate the borrower distribution of the bank's home mortgage loan originations and purchases.

The borrower distribution of home mortgages is excellent.

Fort Wayne CSA

The borrower distribution of home mortgage loans is excellent.

The proportion of loans to low-income borrowers was below the percentage of low-income families but significantly exceeded aggregate lending. The proportion of loans to moderate-income borrowers exceeded the proportion of moderate-income families and met aggregate lending.

IN non-MSA

The borrower distribution of home mortgage loans is excellent.

The proportion of loans to low-income borrowers was below the percentage of low-income families but significantly exceeded aggregate lending. With median family income of \$55,715, low-income borrowers earn less than \$27,857 a year. Median housing values of \$111,000 would require a down payment of around \$22,200, making it challenging for low-income borrowers in the AA. The proportion of loans to moderate-income borrowers significantly exceeded both the percentage of moderate-income families and aggregate lending.

Small Loans to Businesses

Refer to Table R in the state of Indiana section of appendix D for the facts and data used to evaluate the borrower distribution of the bank's origination and purchase of small loans to businesses.

Fort Wayne CSA

The bank did not originate or purchase a sufficient volume of small loans to businesses for a meaningful analysis. This is reasonable given Flagstar's strategic focus is home mortgage lending.

IN non-MSA

The bank did not originate or purchase a sufficient volume of small loans to businesses for a meaningful analysis. This is reasonable given Flagstar's strategic focus is home mortgage lending.

Community Development Lending

Flagstar did not originate any CD loans in the Fort Wayne CSA and IN non-MSA during the evaluation period, which had a neutral impact on the lending performance in the AAs. We considered the fact that in 2019, the bank's primary focus was hiring, training, and deploying new lending teams to cover the AA and introduce Flagstar to the community for its core business of home mortgage lending as the newly acquired branches did not retain mortgage loan officers in the market.

Product Innovation and Flexibility

The institution makes no use of innovative and/or flexible lending practices in order to serve AA credit needs. The bank's primary focus was deploying staff to introduce Flagstar's core business of home mortgage lending to its new market.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on a limited-scope review, the bank's performance under the Lending Test in the Michigan City MSA is weaker than the bank's overall performance under the Lending Test in the full-scope areas. The performance is weaker due to good geographic distribution of home mortgage loans. Performance in the South Bend MSA is consistent with the bank's overall performance under the Lending Test in the full-scope areas. We were unable to draw a reliable conclusion for the Elkhart MSA due to an insufficient volume of loans. The bank's presence in the AA is limited to one deposit-taking ATM. The performance in the limited-scope AAs has minimal impact on the Lending Test rating because of the bank's minimal presence in the AAs.

Refer to Tables O through R in the state of Indiana section of appendix D for the facts and data that support these conclusions.

INVESTMENT TEST

The bank's performance under the Investment Test in Indiana is rated High Satisfactory.

Conclusions for Areas Receiving Full-Scope Reviews

Based on full-scope reviews, the bank’s performance in the Fort Wayne CSA is excellent and performance in the Indiana non-MSA is adequate considering the limited time operating within the AAs.

In the Fort Wayne CSA, the institution has a significant level of qualified CD investments and grants, occasionally in a leadership position, particularly those that are not routinely provided by private investors. In the Indiana non-MSA, the institution has an adequate level of qualified CD investments and grants, although rarely in a leadership position, particularly those that are not routinely provided by private investors.

The institution exhibits good responsiveness to credit and community economic development needs. The institution occasionally uses innovative and/or complex investments to support CD initiatives.

Assessment Area	Qualified Investments									
	Prior Period*		Current Period		Total				Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	% of Total #	\$(000's)	% of Total \$	#	\$(000's)
Elkhart-Goshen MSA	0	0	0	0	0	0	\$0	0.0	0	0
Fort Wayne CSA	0	0	37	3,965	37	69.8	3,965	97.8	0	0
Indiana non-MSA	0	0	8	45	8	15.1	45	1.1	0	0
Michigan City-LaPorte MSA	0	0	2	10	2	3.8	10	0.2	0	0
South Bend-Mishawaka	0	0	6	35	6	11.3	35	0.9	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.

Fort Wayne CSA

Qualified investments totaled \$3.9 million during the one-year evaluation period, with two investments totaling \$3.8 million and 35 grants totaling \$171,000. Total qualified investments represented 4.9 percent of allocated tier one capital. Investments consisted of a LIHTC and mortgage-backed security composed of mortgages to LMI borrowers residing in the AA. Grants also primarily supported community services targeted to LMI.

Examples of CD qualified investments in the AA include:

- \$2 million LIHTC investment supporting a multifamily affordable housing complex. The investment funded the new development of 176 affordable housing units in middle-income geographies in the city of Fort Wayne.
- \$1.8 million to support an affordable housing complex consisting of 54 affordable apartment units for LMI families in Fort Wayne.
- \$10,000 to junior achievement programs in northern Indiana.

Indiana non-MSA

During the one-year evaluation period, Flagstar made eight grants totaling \$45,000, representing 0.2 percent of allocated tier one capital. Investments are considered adequate given the bank’s limited time in this AA and there are few CD organizations that operate in the region. All grants supported community services targeted to LMI within the AA. For example, the bank donated \$5,000 to a non-profit organization with an express purpose of lending a helping hand to those in need. The organization operates a food pantry and assistance center that provides support to individuals in need of groceries and other essential supplies. The organization also provides limited assistance for other various purposes including rent, utilities, heat, gasoline for transportation to medical appointments, and transportation assistance for job interviews.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank’s performance under the Investment Test in the Michigan City-LaPorte MSA, and South Bend-Mishawaka MSA is consistent with the bank’s performance under the Investment Test in the full-scope Indiana non-MSA and weaker than the bank’s performance in the full-scope Fort Wayne CSA. The bank’s performance in these AAs is weaker than the Fort Wayne CSA due to limited qualified CD investments and donations in those AAs. Performance in the Elkhart MSA is weaker than the bank’s performance in the Indiana non-MSA and Fort Wayne CSA due to no qualified CD investments or donations. The bank’s presence in the AA is limited to one deposit-taking ATM. Performance in limited scope areas had minimal impact on the Investment Test after considering the bank’s time in these AAs.

SERVICE TEST

The bank’s performance under the Service Test in the state of Indiana is rated Outstanding.

Conclusions for Areas Receiving Full-Scope Reviews

Based on full-scope reviews, the bank’s performance in the Fort Wayne CSA and the IN non-MSA AA is excellent.

Retail Banking Services

Service delivery systems are readily accessible to geographies and individuals of different income levels in the bank’s AAs, based upon the excellent performance in both the Fort Wayne CSA, with the largest deposit base and branch network in the state, and the significantly smaller IN non-MSA AA. Flagstar entered the state of Indiana with the purchase of branches from Wells Fargo in November 2018.

Distribution of Branch Delivery System											
Assessment Area	Deposits	Branches						Population			
	% of Rated Area Deposits in AA	# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				% of Population within Each Geography			
				Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
Full Review:											
Fort Wayne CSA	63.5	19	57.6	5.3	15.8	57.9	15.8	7.5	15.2	51.6	25.3

IN non-MSA	22.2	8	24.2	0	12.5	87.5	0	0	7.6	82.8	9.6
Limited Review:											
Michigan City- LaPorte MSA	4.6	1	3.0	100	0	0	0	4.5	26.3	33.0	36.1
South Bend-Mischawaka MSA	9.7	5	15.2	40.0	20.0	20.0	20.0	8.9	17.9	41.8	31.3
Elkhart MSA	0.0	0	0.0	0	0	0	0	1.0	19.3	59.5	20.3

Fort Wayne CSA

The distribution of Flagstar’s branches in the Fort Wayne AA is excellent. Branches are readily accessible to geographies and individuals of different income levels in the AA. The bank has 19 branches in the AA, including one branch in a low-income geography and three branches in moderate-income geographies. The proportion of the bank’s branches in low-income geographies is near to the proportion of the population in those geographies. The proportion of branches in moderate-income geographies exceeds the proportion of the population in those geographies. Additionally, internal data and analysis demonstrated that three branches in middle-income geographies provided increased access to retail banking services for customers in LMI geographies. Customers from LMI geographies performed 42, 52, and 55 percent of transactions at these three branches. Examiners considered the additional accessibility provided by these branches in the evaluation, which had a positive effect on the overall retail services delivery systems conclusion. See the Scope of Evaluation section for more details on internal data utilized.

Flagstar complements its traditional service delivery systems with alternative delivery systems, including deposit-taking ATMs, telephone banking, mobile banking, and online banking, throughout the bank’s AAs. The bank operates 29 deposit-taking ATMs in the AA. Additionally, customers can access cash from their accounts outside of the bank’s AAs through the Allpoint ATM network, consisting of over 55,000 ATMs. No data and analysis were available to determine the impact of alternative delivery systems on LMI individuals, so no significant weight was placed on these services.

Flagstar did not open or close any branches in the Fort Wayne AA during the evaluation period.

Services, including where appropriate, business hours, do not vary in a way that inconveniences its AA, particularly low- and moderate-income geographies and/or individuals. Services offered and branch hours are comparable among locations regardless of the income level of the area.

IN non-MSA

The distribution of Flagstar’s branches in the Indiana non-MSA AA is excellent. Branches are readily accessible to geographies and individuals of different income levels in the AA. Flagstar has eight branches in the AA with one branch in a moderate-income geography. There are no low-income geographies in the AA. The percentage of the bank’s branches in a moderate-income geography exceeds the percentage of population in the moderate-income areas.

The bank complements its traditional service delivery systems with alternative delivery systems, including deposit-taking ATMs, telephone banking, mobile banking, and online banking, throughout the bank’s AAs. Flagstar operates ten deposit-taking ATMs in the AA. Additionally, customers can access cash from their accounts outside of the bank’s AAs through the Allpoint ATM network, consisting of over 55,000 ATMs. No data and analysis were available to determine the impact of alternative delivery systems on LMI individuals, so no significant weight was placed on these services.

Flagstar did not open or close any branches in the AA during the evaluation period.

Services, including where appropriate, business hours, do not vary in a way that inconveniences its AA, particularly low- and moderate-income geographies and/or individuals. Services offered and branch hours are comparable among locations regardless of the income level of the area.

Community Development Services

Flagstar is a leader in providing CD services.

Fort Wayne CSA

Flagstar's performance in providing CD services in the Fort Wayne CSA is excellent. The bank provided a significant level of CD services during its limited time in the AA. Twenty employees provided their expertise to 16 organizations for a total of 226 hours within the AA. Bank employees shared their financial expertise in leadership roles to provide technical assistance to ten organizations for a total of 118 service hours during the evaluation period.

The following are examples of the CD services provided by employees:

- Flagstar volunteers provided 38 hours in partnership with Junior Achievement utilizing their programs. The programs address basic banking functions, budgeting skills, and improving credit scores. Bank employees also taught financial literacy classes at schools within the AA. The schools are all located in low- or moderate-income geographies and a majority of the students receive free or reduced-cost lunches.
- One bank employee volunteered 21 hours serving on the board of an organization whose mission is to help families and children develop independent life skills that lead to independent families and children.
- One employee volunteered 34 hours serving on the board of a nonprofit organization that provides affordable housing by helping build new homes and improve existing homes.

IN non-MSA

Flagstar's performance in providing CD services in the Indiana non-MSA is adequate. The bank provided an adequate level of CD services during its limited time in the AA. Seven employees provided their expertise to eight organizations within the AA for a total of 68 hours. Flagstar employees served in leadership roles and used their financial expertise to provide technical assistance for five organizations in the AA for a total of 46 hours.

The following is an example of the CD services provided by employees:

- One bank employee volunteered 20 hours serving on the board of an organization that offers after-school programs to reduce at-risk juvenile behavior and the increasing economic stress facing families in the AA.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the service test in the Michigan City-LaPorte MSA AA, South Bend-Mishawaka MSA AA, and Elkhart MSA AA is weaker than the bank's overall performance under the Service Test in the full-scope AA. The weaker performance is due to the

lack of CD service activities in the AAs. The performance in the limited-scope AAs has minimal impact on the Service Test rating because of the bank's minimal presence and very limited staff in the AAs. Please refer to the table above for the facts and data that support these conclusions.

State of Michigan

CRA rating for the State of Michigan: 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:

- Lending levels reflect excellent responsiveness to credit needs in its AA;
- An excellent geographic distribution of home mortgage and small business loans;
- An excellent distribution of loans among individuals of different income levels and businesses of different sizes;
- A relatively high level of CD lending, displaying good responsiveness to community needs;
- Extensive use of innovative and flexible lending practices to serve AA credit needs;
- A significant level of qualified CD investments and grants that provides good responsiveness to community needs; and
- The bank provides a good level of CD services.

Description of Institution's Operations in Michigan

The bank has seven assessment areas in the state of Michigan: Detroit-Warren-Ann Arbor CSA (Detroit CSA), Grand Rapids-Kentwood MSA (Grand Rapids MSA), Jackson MSA, Kalamazoo-Battle Creek-Portage CSA (Kalamazoo CSA), Lansing-East Lansing MSA (Lansing MSA), Niles MSA, and the Michigan non-MSA (MI non-MSA). The bank's operations in Michigan comprise 87.9 percent of total bank deposits, 70.8 percent of total bank branches, and 70.9 percent of bank loans. Flagstar's assessment areas in the Detroit-Warren-Ann Arbor CSA, Jackson MSA, and Lansing-East Lansing MSA received full-scope reviews.

Detroit-Warren-Ann Arbor CSA

The Detroit-Warren-Ann Arbor CSA consists of Genesee, Livingston, Macomb, Monroe, Oakland, Washtenaw, and Wayne County for the 2017-2019 evaluation period. The 2015 ACS survey data shows 4.9 million people live in the CSA. According to Moody's Analytics, the CSA's growth, sustained over the past ten years, has recently plateaued.

According to the FDIC's June 30, 2019 Deposit Market Share Report, 45 financial institutions operate 1,061 offices in the seven counties that constitute Flagstar's assessment area in the CSA. JPMorgan Chase is the market leader with a 25.6 percent deposit market share, 150 offices, and \$39.2 billion in deposits. Comerica Bank ranks second with a 17.5 percent market share, 149 offices, and \$26.9 billion in deposits. Bank of America ranks third with a 13.9 percent market share, 84 offices, and \$21.3 billion in deposits. Flagstar ranks fifth in the seven-county area with a 7 percent market share, 69 offices, and \$10.7 billion in deposits.

The 2017 FDIC Unbanked Survey found that 6.9 percent of households in the Detroit-Warren-Dearborn MSA are unbanked, while 16.0 percent are underbanked. A Detroit community group noted that there is a lack of physical branches in low- to moderate-income neighborhoods.

The CSA is one of the populous geographies in the state of Michigan. Segments of the CSA economy that provide the most employment are Manufacturing, Health Care, High Tech, Logistics and Education. Unemployment rates have held at historic lows over the last few years, but in Livingston, Macomb, Oakland, and Wayne counties there have been some employment loss in auto companies, auto suppliers, and restaurants. Professional and business services will take on a greater role, in Livingston, Macomb, Oakland and Wayne counties, as manufacturing continues to slow. Investments by the logistics industry, in Wayne County, will keep transportation and warehouse employment stable. Housing appreciation has slowed, and out-migration has reduced the need for additional housing. Large employers in Livingston, Macomb, Oakland, and Wayne counties are Ford Motor Company, General Motors Corporation, University of Michigan, Chrysler Group, and Beaumont Health Systems.

Washtenaw County's economy, on the other hand, continues to grow steadily, but shakily. Two universities are among Ann Arbor's top employers. Students and faculty help support consumer spending and act as anchors for other businesses, including burgeoning tech and medical clusters. Professional/business services and tech will continue to invest in the area to leverage a large talent pool, startup incubators and lower costs than on the coasts. Single-family building is slowing down and home sales are falling, in part due to layoffs in the business services in the first half of 2019.

The U.S. Bureau of Labor Statistics reports that the unemployment rate in the Detroit-Dearborn-Livonia MSA, of which all the CSA counties comprise, dropped from 5.6 percent in October 2017 to 4.5 percent in December 2019.

There continues to be persistent out-migration and an aging population. Housing stock is old and requires large investments in rehabilitation. Many homes, especially in the Detroit metro area, are still underwater and have low appraisal rates. The 2015 ACS survey data shows the AA had 2,186,952 housing units, with 60.2 percent owner-occupied, 28 percent rental, and 11.8 percent vacant units. The National Association of Realtors reports that the median home price of an existing single-family home at the fourth quarter of 2019 was \$191,600 for the Detroit MSA, compared to \$272,300 for the U.S. The median price, however, has increased by 11.5 percent over the period 2017-2019, compared to 16.4 percent for the U.S.

Five community contacts conducted in the AA were reviewed as part of this performance evaluation. Community contacts included a housing commission office, community action agency, neighborhood forum on opportunity zones, community-based development corporation, and a county economic development office. Community contacts indicate that the most pressing needs of the area are small rehab loans, second chance products, auto loans, workforce development, childcare, public transportation, affordable housing, access to retail banking services, and micro-loans for entrepreneurs. Some of the general community needs, and opportunities, gleaned from community contact interviews include:

- **Affordable Rehab Loans:** offer small dollar rehab loans and home equity loans. Support CD organizations that provide homebuyer programs and counseling. Because of the need for affordable rental housing, multi-family financing is a priority. Support CD organizations providing grants for small rehab projects and for technical assistance for home repairs.

- Affordable Housing: offer low-cost construction financing, affordable mortgages, loans for lease-purchase clients, rehabilitation loans, purchase LIHTCs, and lines of credit.
- Auto Loans: offer affordable small dollar auto loans, invest in intermediary non-profits that provide loans to LMI clients, provide grants for financial education and counseling.
- Underbanked Products and Services: offer affordable entry-level transaction accounts, credit repair products, secured credit cards, second chance checking accounts, small-dollar loan products, and support financial education and counseling.
- Workforce Development: offer grants for non-profits providing workforce development programs, offer employment, and partner with government and community organizations to support workforce initiatives.
- Small Business Development: offer affordable small business loan products and encourage capacity-building for minority/women-owned small businesses, especially for small contractors. Support nonprofit and CD organizations offering small business education and counseling.

The following table provides information on the demographic composition of the Detroit CSA.

Table A – Demographic Information of the Assessment Area						
Assessment Area: Detroit-Warren-Ann Arbor CSA						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	1,497	13.8	23.6	32.5	28.1	2.1
Population by Geography	4,968,154	10.6	21.4	35.1	32.5	0.5
Housing Units by Geography	2,186,952	12.2	23.2	34.4	29.7	0.4
Owner-Occupied Units by Geography	1,316,739	6.2	17.6	38.1	37.9	0.1
Occupied Rental Units by Geography	611,285	19.3	30.3	31.2	18.4	0.8
Vacant Units by Geography	258,928	26.5	34.6	23.1	14.8	1.1
Businesses by Geography	317,464	7.6	18.7	33.2	39.4	1.1
Farms by Geography	8,111	4.5	13.6	45.2	36.4	0.2
Family Distribution by Income Level	1,240,781	22.7	16.4	18.9	42.0	0.0
Household Distribution by Income Level	1,928,024	24.9	15.4	16.9	42.8	0.0
Median Family Income MSA - 11460 Ann Arbor, MI MSA		\$87,331	Median Housing Value			\$131,071
Median Family Income MSA - 19804 Detroit-Dearborn-Livonia, MI		\$52,733	Median Gross Rent			\$866
Median Family Income MSA - 22420 Flint, MI MSA		\$53,333	Families Below Poverty Level			12.8%
Median Family Income MSA - 33780 Monroe, MI MSA		\$67,811				
Median Family Income MSA - 47664 Warren-Troy-Farmington Hills, MI		\$76,739				
<i>Source: 2015 ACS and 2019 D&B Data Due to rounding, totals may not equal 100.0% (* The NA category consists of geographies that have not been assigned an income classification.</i>						

Jackson MSA

Flagstar’s assessment area in the Jackson MSA consists of Jackson County for the 2017-2019 evaluation period.

According to the FDIC’s June 30, 2019 Deposit Market Share Report, 12 financial institutions operate 38 offices in Jackson County. Flagstar Bank is the market leader with 42.2 percent deposit market share, eight offices, and \$899.5 million in deposits. Comerica Bank ranks second with 18.5 percent market share, nine offices, and \$395 million in deposits. Huntington National Bank ranks third with 13.3 percent market share, six offices, and \$283.3 million in deposits.

The U.S. Bureau of Labor Statistics reports the annual unemployment rate in the Jackson MSA declined each year of the evaluation period, decreasing from 4.6 percent in 2017 to 3.8 percent in 2019. The State of Michigan decreased from 4.6 percent to 4.1 percent over the same time period. Community contact interviews indicate that the economy recovery has been slow and uneven for LMI individuals. Many of the jobs held by LMI individuals are lower paid and insufficient to cover basic needs. The largest employers in the area include Allegiance Health, Consumers Energy, the Michigan Department of Corrections, and Great Lakes Caring. According to 2019 Moody’s Analytics, the metro area’s strong labor market turned in mid-2019. Job growth in manufacturing and industrial production are down sharply. Though impacted by local conditions, the area benefits from strong nearby economies to which metro residents commute.

The 2015 ACS survey data shows the AA had 69,121 housing units, with 63 percent owner-occupied, 24.7 percent rental, and 12.3 percent vacant units. The median housing value was \$119,610. Moody’s Analytics cited the cost of living and affordability of single-family homes as a strength, albeit undervalued. High-wage job opportunities in neighboring metro areas, like Ann Arbor, where incomes are higher may support demand for housing, as new commuters expand. Community contacts reported low- to moderate-income clients having difficulty obtaining mortgages under \$50,000. In addition, much of the housing stock is older and in need of rehabilitation.

One community contact conducted with a community action agency in the AA was reviewed as part of this performance evaluation. The contact identified the following credit and CD needs:

- Affordable housing, both rental and for-sale
- Small dollar mortgages
- Rehabilitation loans
- Senior housing
- Workforce development training
- Financial education and budget counseling
- Volunteer Income Tax Assistance Program volunteers

Opportunities for financial institutions to meet all the above needs are available through a few strong CD organizations. Financial institutions can provide bank staff expertise to help build the capacity of these limited community groups, provide general operating support, and facilitate bank staff time to volunteer on boards and community programs.

The following table provides information on the demographic composition of the Jackson MSA.

Table A – Demographic Information of the Assessment Area

Assessment Area: Jackson MSA

Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	38	15.8	23.7	36.8	21.1	2.6
Population by Geography	159,759	9.9	19.4	47.4	20.1	3.2
Housing Units by Geography	69,121	9.8	20.7	47.0	22.5	0.0
Owner-Occupied Units by Geography	43,555	5.7	15.6	53.7	25.0	0.0
Occupied Rental Units by Geography	17,036	18.9	32.2	34.9	14.0	0.0
Vacant Units by Geography	8,530	12.7	23.9	36.7	26.7	0.0
Businesses by Geography	7,884	9.7	28.6	40.6	20.8	0.3
Farms by Geography	412	1.5	10.9	62.6	25.0	0.0
Family Distribution by Income Level	39,930	22.3	17.5	20.2	40.0	0.0
Household Distribution by Income Level	60,591	24.6	16.0	17.0	42.4	0.0
Median Family Income MSA - 27100 Jackson, MI MSA		\$58,432	Median Housing Value			\$112,449
			Median Gross Rent			\$722
			Families Below Poverty Level			12.9%
<i>Source: 2015 ACS and 2019 D&B Data</i> <i>Due to rounding, totals may not equal 100.0%</i> <i>(*) The NA category consists of geographies that have not been assigned an income classification.</i>						

Lansing-East Lansing MSA

Flagstar’s assessment area in the Lansing-East Lansing MSA consists of Eaton and Ingham counties for the 2017-2019 evaluation period.

According to the FDIC’s June 30, 2019 Deposit Market Share Report, 20 financial institutions operate 95 offices in the two counties that constitute the Lansing-East Lansing MSA. First National Bank of America is the market leader with 16.7 percent deposit market share, one office and \$1.1 billion in deposits. PNC Bank ranks second with 13.2 percent market share, 13 offices and \$862.9 million in deposits. Fifth Third Bank ranks third with 11.2 percent market share, nine offices and \$731.1 million in deposits. Flagstar ranks 10th in the MSA with 3.8 percent market share, five offices and \$245.2 million in deposits.

The U.S. Bureau of Labor Statistics reports the annual unemployment rate in the Lansing-East Lansing MSA declined each year of the evaluation period. Eaton and Ingham Counties reported 3.5 and 3.4 percent unemployment for 2019, which is favorable compared to the state of Michigan at 4.1 percent. Economic segments providing the most employment is Government, Manufacturing, and Education and Health Services. Large private-sector employers include Michigan State University, Liberty National Life Insurance, Sparrow Health System, and General Motors Corp. State government is by far the largest employer overall.

According to Moody’s Analytics, the Lansing-East Lansing MSA has benefitted from expanding public sector employment, anchored by Michigan State University (MSU) and local government. Service-providing industries such as business/professional services and leisure/hospitality are key growth catalysts. However, construction and manufacturing industries exhibit weakening. Weak population trends and strong e-commerce growth have driven down retail payrolls and will likely continue to

decline. Medical services are performing better, but long-term population loss is expected to reduce demand.

The 2015 ACS survey data shows the AA had 168,814 housing units, with 56.2 percent owner-occupied, 35 percent rental, and 8.8 percent vacant units. The median housing value was \$131,299. According to data from the Zillow Home Value Index (ZHVI), which combines a variety of housing market and sales information into a single indicative measure of housing values, the median sale prices of homes in the Lansing-East Lansing MSA increased in every year of the evaluation period, and overall, the ZHVI indicates that prices increased by 15.5 percent from the beginning of the evaluation period to the end.

Two community contacts conducted in the AA were reviewed as part of this performance evaluation. Community contacts included an organization that provides community services to LMI and another organization that works on affordable housing for LMI. The contacts identified the following credit and CD needs:

- Affordable housing, both rental and for-sale
- Investments in Community Development Financial Institutions and Low-Income Housing Tax Credits
- Capital for a tax foreclosure fund for low- to moderate-income clients
- Funding for financial education programming
- Matching funds for transitional housing and wraparound services

Opportunities for financial institutions to meet the above needs are available throughout the Lansing-East Lansing area. Several well-established CD organizations operate in the region and would benefit from Federal Home Loan Bank sponsorships, construction lending, capitalization of loan loss reserves, grants, and general operating support. In addition, financial institutions can provide bank staff support for financial education, civic leadership, and expertise.

The following table provides information on the demographic composition of the Lansing MSA for both evaluation periods.

Table A – Demographic Information of the Assessment Area						
Assessment Area: Lansing-East Lansing MSA 2017-2018						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	109	10.1	20.2	38.5	22.9	8.3
Population by Geography	391,832	8.1	19.7	39.2	28.1	4.9
Housing Units by Geography	168,814	9.3	21.7	40.2	28.0	0.9
Owner-Occupied Units by Geography	94,907	4.2	18.0	45.8	31.9	0.2
Occupied Rental Units by Geography	59,143	15.4	26.2	32.4	24.1	2.0
Vacant Units by Geography	14,764	17.4	27.7	35.7	18.1	1.0
Businesses by Geography	20,950	9.9	20.6	35.7	30.5	3.4
Farms by Geography	906	2.9	9.3	60.7	26.2	1.0
Family Distribution by Income Level	89,363	22.8	17.9	20.1	39.1	0.0
Household Distribution by Income Level	154,050	26.0	16.1	17.9	40.0	0.0

Median Family Income MSA - 29620 Lansing-East Lansing, MI MSA	\$66,143	Median Housing Value	\$122,473
		Median Gross Rent	\$790
		Families Below Poverty Level	11.9%
<i>Source: 2015 ACS and 2018 D&B Data</i> <i>Due to rounding, totals may not equal 100.0%</i> <i>(*) The NA category consists of geographies that have not been assigned an income classification.</i>			

Table A – Demographic Information of the Assessment Area						
Assessment Area: Lansing-East Lansing MSA 2019						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	109	8.3	22.0	38.5	22.9	8.3
Population by Geography	391,832	6.6	21.2	39.2	28.1	4.9
Housing Units by Geography	168,814	7.9	23.1	40.2	28.0	0.9
Owner-Occupied Units by Geography	94,907	2.9	19.3	45.8	31.9	0.2
Occupied Rental Units by Geography	59,143	14.0	27.6	32.4	24.1	2.0
Vacant Units by Geography	14,764	15.8	29.3	35.7	18.1	1.0
Businesses by Geography	22,981	8.6	21.5	35.4	31.2	3.5
Farms by Geography	943	2.3	10.3	58.9	27.5	1.1
Family Distribution by Income Level	89,363	22.8	17.9	20.1	39.1	0.0
Household Distribution by Income Level	154,050	26.0	16.1	17.9	40.0	0.0
Median Family Income MSA - 29620 Lansing-East Lansing, MI MSA	\$63,978	Median Housing Value				\$122,473
		Median Gross Rent				\$790
		Families Below Poverty Level				11.9%
<i>Source: 2015 ACS and 2019 D&B Data</i> <i>Due to rounding, totals may not equal 100.0%</i> <i>(*) The NA category consists of geographies that have not been assigned an income classification.</i>						

Scope of Evaluation in Michigan

Flagstar has seven assessment areas in the state of Michigan. We performed a full-scope review of the Detroit CSA, Jackson MSA, and Lansing MSA. The Detroit CSA is the most significant AA to the bank and the state of Michigan. The Detroit CSA represents 81.9 percent of deposits, 6.9 percent of branches, and 1.9 percent of bank loans in the state of Michigan. The Jackson MSA is the second largest AA in the state with 6.9 percent deposits. The Lansing MSA represents the third largest AA by loan volume with 6.5 percent.

The analysis period for the Detroit CSA, Jackson MSA, and Niles MSA was 2017-2019. OMB changes to income designations resulted in separate analysis periods of 2017-2018 and 2019 for Grand Rapids MSA, Kalamazoo CSA, and Lansing MSA. The MI non-MSA had separate analysis periods due to including Branch County in 2017-2018 and Schoolcraft County in 2019. The 2017-2018 analysis period will receive more weight than the 2019 analysis period in these AAs, as this period represents a larger portion of the bank's lending activity.

Home mortgage received greater weighting in the AAs as it accounted for significantly more loan volume. Flagstar did not have sufficient volume of small loans to businesses to perform meaningful analysis in the full scope Lansing MSA AA.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN MICHIGAN

LENDING TEST

The bank’s performance under the Lending Test in Michigan is rated Outstanding.

Conclusions for Areas Receiving Full-Scope Reviews

Based on full-scope reviews, the bank’s performance in the Detroit-Warren-Ann Arbor CSA (Detroit CSA) and Jackson MSA are excellent. The performance in the Lansing-East Lansing MSA (Lansing MSA) is good.

Lending Activity

Number of Loans*							
Assessment Area	Home Mortgage	Small Business	Small Farm	Community Development	Total	% State Loans	% State Deposits
Detroit – Warren – Ann Arbor CSA	17,168	559	0	21	17,748	74.7%	81.9%
Grand Rapids – Kentwood MSA	1,745	55	0	0	1,800	7.6%	3.3%
Jackson MSA	1,166	29	0	3	1,198	5.0%	6.9%
Kalamazoo – Battle Creek – Portage CSA	691	28	0	1	720	3.0%	1.9%
Lansing – East Lansing MSA	1,528	21	0	0	1,549	6.5%	1.9%
Niles MSA	109	28	0	0	137	0.6%	0.3%
MI non-MSA	411	199	0	0	610	2.6%	3.7%

Source: HMDA and CRA data from 2017 to 2019. Deposit data from FDIC as of June 30, 2019.

*The tables present the data for all assessment areas. The narrative below addresses performance in full-scope areas only.

Dollar Volume of Loans* (\$000's)							
Assessment Area	Home Mortgage	Small Business	Small Farm	Community Development	Total	% State Loans	% State Deposits
Detroit – Warren – Ann Arbor CSA	\$3,114,408	\$142,492	\$0	\$91,898	\$3,348,798	80.6%	81.9%

Grand Rapids – Kentwood MSA	\$268,724	\$8,513	\$0	\$0	\$277,237	6.7%	3.3%
Jackson MSA	\$130,879	\$4,579	\$0	\$7,000	\$142,458	3.4%	6.9%
Kalamazoo – Battle Creek – Portage CSA	\$90,542	\$2,394	\$0	\$15,980	\$108,916	2.6%	1.9%
Lansing – East Lansing MSA	\$201,142	\$4,019	\$0	\$0	\$205,161	4.9%	1.9%
Niles MSA	\$18,766	\$1,395	\$0	\$0	\$20,161	0.5%	0.3%
MI non-MSA	\$42,832	\$8,586	\$0	\$0	\$51,418	1.2%	3.7%

Source: HMDA and CRA data from 2017 to 2019. Deposit data from FDIC as of June 30, 2019.

*The tables present the data for all assessment areas. The narrative below addresses performance in full-scope areas only.

Detroit CSA

Lending levels reflect excellent responsiveness to AA credit needs. We considered the lending volume in the AA relative to its capacity based on deposits, competition, and market presence.

According to FDIC Deposit Market Share data as of June 30, 2019, Flagstar had \$10.7 million in deposits with a deposit market share of 7.0 percent. Flagstar ranked fifth in total deposits out of 45 banks in the AA.

According to 2019 peer mortgage data, Flagstar ranked in the top one percent of lenders, 5th out of 662 lenders, originating home mortgage loans in the AA. Although the bank’s rank is the same as the bank’s rank in deposits, the bank’s market share of 3.4 percent is weaker than the bank’s market share in deposits. Positive consideration is given to the bank’s performance given there is a significantly higher number of home mortgage lenders in the AA. The five largest home mortgage lenders, including Flagstar, have captured 30.1 percent of the market.

According to 2018 peer small business data, Flagstar ranked 27th out of 165 lenders originating small business loans in the AA. The bank’s market share of 0.3 percent and rank in loans is weaker than the bank’s market share and rank in deposits. The five largest small business lenders have captured 63.3 percent of the market. The bank’s strategic focus is home mortgage lending so little weight is given to small business lending in the overall assessment of the bank’s responsiveness.

Jackson MSA

Lending levels reflect excellent responsiveness to AA credit needs. We considered the lending volume in the AA relative to its capacity based on deposits, competition, and market presence.

According to FDIC Deposit Market Share data as of June 30, 2019, Flagstar had \$899.5 million in deposits with a deposit market share of 42.2 percent. Flagstar ranked first in total deposits out of 12 banks in the AA.

According to 2019 peer mortgage data, Flagstar ranked first out of 246 lenders originating home mortgage loans in the AA. The bank’s market share of 8.1 percent is weaker than the bank’s market

share in deposits. Positive consideration is given to the bank's performance considering the substantial competition among home mortgage lenders in the AA. The five largest mortgage lenders in the AA, including Flagstar, have captured 32.1 percent of the market.

According to the 2018 peer small business data, Flagstar ranked 17th out of 58 lenders originating small business loans in the AA. The bank's market share of 0.9 percent and rank in loans is weaker than the bank's market share and rank in deposits. The five largest small business lenders captured 55.6 percent of the market. The bank's strategic focus is home mortgage lending so little weight is given to small business lending in the overall assessment of the bank's responsiveness.

Lansing-East Lansing MSA

Lending levels reflect excellent responsiveness to AA credit needs. We considered the lending volume in the AA relative to its capacity based on deposits, competition, and market presence.

According to the FDIC Deposit Market Share data as of June 30, 2019, Flagstar had \$245.2 million in deposits with a deposit market share of 3.8 percent. Flagstar ranked tenth in total deposits out of 20 banks in the AA.

According to 2019 peer mortgage data, Flagstar ranked in the top two percent of lenders, 5th out of 326 lenders, originating home mortgage loans in the AA. The bank's market share of 4.9 percent and rank in loans is stronger than its capacity for lending, as reflected by the bank's market share and rank in deposits. The five largest mortgage lenders, including Flagstar, have captured 39.9 percent of the market.

Distribution of Loans by Income Level of the Geography

The bank exhibits an excellent geographic distribution of loans in its AAs.

Home Mortgage Loans

Refer to Table O in the state of Michigan section of appendix D for the facts and data used to evaluate the geographic distribution of the bank's home mortgage loan originations and purchases.

The overall geographic distribution of home mortgage loans is excellent.

Detroit CSA

The geographic distribution of home mortgage loans for is excellent.

For 2017-2019, the proportion of loans in low- and moderate-income geographies was below the percentage of owner-occupied housing units in those geographies. However, the bank's performance exceeded aggregate lending in both low- and moderate-income geographies. Aggregate lenders were similarly below the percentage of owner-occupied units in LMI geographies.

Jackson MSA

The geographic distribution of home mortgage loans for is excellent.

For 2017-2019, the proportion of loans in low-income geographies was below the percentage of owner-occupied housing units but exceeded aggregate lending. The proportion of loans in moderate-income geographies exceeded both the percentage of owner-occupied housing units and aggregate lending. Moderate-income geographies contained greater opportunities for owner-occupied lending, therefore, carried significantly more weight in assessing the bank's performance.

Lansing-East Lansing MSA

The geographic distribution of home mortgage loans is excellent.

For 2017 to 2018, the geographic distribution is excellent. The proportion of loans in both low- and moderate-income geographies significantly exceeded both the percentage of owner-occupied housing units and aggregate lending. Flagstar's performance for 2019 was consistent with its performance during 2017-2018.

Small Loans to Businesses

Refer to Table Q in the state of Michigan section of 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.

The overall geographic distribution of small business loans is excellent.

Detroit CSA

The geographic distribution of small loans to businesses is excellent.

The proportion of loans in both low- and moderate-income geographies exceeded both the percentage of businesses in LMI geographies and aggregate lending.

Jackson MSA

The geographic distribution of small loans to businesses is excellent.

The proportion of loans in low- and moderate-income geographies significantly exceeds both the percentage of businesses and aggregate lending in LMI geographies.

Lansing-East Lansing MSA

The bank did not originate or purchase a sufficient volume of small loans to businesses in the 2017-2018 and 2019 evaluation periods for an analysis. This is reasonable given Flagstar's strategic focus on home mortgage lending.

Lending Gap Analysis

We reviewed summary reports, maps, and analyzed the lending activity over the evaluation period to identify any gaps in the geographic distribution of loans. No unexplained, conspicuous gaps were identified.

Distribution of Loans by Income Level of the Borrower

The bank exhibits an excellent distribution of loans among individuals of different income levels and businesses of different sizes.

Home Mortgage Loans

Refer to Table P in the state of Michigan section of appendix D for the facts and data used to evaluate the borrower distribution of the bank's home mortgage loan originations and purchases.

The overall borrower distribution of home mortgage loans is excellent.

Detroit CSA

The borrower distribution of home mortgage loans is excellent.

For 2017-2019, the proportion of loans to low-income borrowers was below the percentage of low-income families but exceeded aggregate lending. The proportion of loans to moderate-income families exceeded both the percentage of moderate-income families and aggregate lending. With 12.8 percent of families living below poverty level according to the 2015 ACS survey, housing costs may limit opportunities for LMI families.

Jackson MSA

The borrower distribution of home mortgage loans is excellent.

For 2017-2019, the proportion of loans to low-income borrowers was below the percentage of low-income families but exceeded aggregate lending. The proportion of loans to moderate-income families exceeded both the percentage of moderate-income families and aggregate lending. The 2015 ACS survey reported 12.9 percent of families live below the poverty level.

Lansing-East Lansing MSA

The borrower distribution of home mortgage loans is excellent.

For 2017 to 2018, the borrower distribution was excellent. The proportion of loans to low-income borrowers was below the percentage of low-income families but exceeded aggregate lending. The proportion of loans to moderate-income borrowers significantly exceeded both the percentage of moderate-income families and aggregate lending. Flagstar's performance for 2019 was consistent with its performance during 2017-2018.

Small Loans to Businesses

Refer to Table R in the state of Michigan section of appendix D for the facts and data used to evaluate the borrower distribution of the bank's origination and purchase of small loans to businesses.

The overall borrower distribution of small businesses is good.

Detroit CSA

The borrower distribution of small loans to businesses by revenue is good.

The proportion of loans made by both Flagstar and aggregate lenders was significantly below the percentage of small businesses in the AA. The bank's performance was less than aggregate lenders but is considered good given Flagstar's strategic focus is on home mortgage lending.

Jackson MSA

The borrower distribution of small loans to businesses by revenue is good.

The proportion of loans made by both Flagstar and aggregate lenders was significantly below the percentage of small businesses in the AA. Flagstar was near aggregate lending which is good given Flagstar's strategic focus is on home mortgage lending.

Lansing-East Lansing MSA

The bank did not originate or purchase a sufficient volume of small loans to businesses in the 2017-2018 and 2019 evaluation periods for an analysis. This is reasonable given Flagstar's strategic focus on home mortgage lending.

Community Development Lending

The institution has made a relatively high level of CD loans.

The Lending Activity Tables, shown above, set forth the information and data used to evaluate the institution's level of CD lending. These tables include all CD loans, including multifamily loans that also qualify as CD loans.

Detroit CSA

The bank made a relatively high level of CD loans, which had a positive impact on lending performance in the AA.

Flagstar originated 21 CD loans totaling \$91.9 million and representing 7.3 percent of allocated tier 1 capital. CD loans originated exhibited good responsiveness to the credit and community needs in the AA. CD loans supported community service, economic development, and revitalization and stabilization of LMI areas.

Examples of CD loans originated during evaluation period include:

- A \$25.6 million loan for a revitalization and redevelopment project in a low-income community and defined opportunity zone for mix-use retail and housing, of which 20 percent of the 211 housing units being constructed are to be allocated to LMI persons.
- A \$7.6 million loan for the financing a K-12 school in a moderate-income geography that provides STEM based education options to children of LMI parents.
- Financing of \$3.9 million to a school in a moderate-income geography and serving children of LMI parents. Financing allowed the school to install energy and cost saving improvements.
- Finance of \$555,000 to a small business involved in the environmental remediation and hazardous material abatement of Detroit's blighted and abandoned structures.

Jackson MSA

The bank made a relatively high level of CD loans, which had a positive impact on lending performance in the AA.

Flagstar originated 3 CD loans totaling \$7 million and representing 6.6 percent of allocated tier 1 capital. CD loans exhibited adequate responsiveness to the credit and community needs in the AA. CD loans supported affordable housing and community service.

Examples of CD loans originated during the evaluation period include:

- A \$6.6 million Low-Income Housing Tax Credit related project to develop 53 housing units for LMI persons.
- A \$150,000 line-of-credit to an organization that provides housing services to LMI persons.
- A \$250,000 line-of-credit to an organization that provides housing, employment, and transportation services to LMI persons.

Lansing MSA

Flagstar did not originate any CD loans during the evaluation period, which had a negative impact on the lending performance in the AA. Community contact interviews noted opportunities are available in the area. We considered the availability of lending opportunities, bank's capacity, and general expertise in CD lending to address CD needs.

Product Innovation and Flexibility

The institution makes extensive use of innovative and flexible lending practices in order to serve AA credit needs. Flagstar offers a variety of mortgage products through their extensive mortgage operation, including Federal Housing Administration and Veteran Affairs loans. In addition, the bank's continued use of and expanded special loan programs for their AAs to help combat homeownership challenges faced in LMI geographies and LMI borrowers in the AAs. Special loan programs include products such as low and no down payment assistance programs, home improvement, and bridging appraisal gaps in the AAs. The bank utilizes multi-bank collaboration that allows the bank to successfully lend to more LMI borrowers within the city of Detroit by helping LMI borrowers overcome appraisal gaps and obtain rehabilitation financing with home purchases and refinances. The bank offers a program to assist LMI borrowers in Pontiac, MI overcome appraisal gaps and obtain rehabilitation financing with their home purchase or refinance. The bank also launched a pilot program with a long-term partner in the Detroit community to offer a special lending product to individuals and small businesses.

Flagstar originated a total of 1,377 loans, totaling \$158.5 million, using these various mortgage products. The bank originated 34 of those loans using the Community Comeback program for a total of \$1.7 million. The bank originated 45 loans using the Detroit Home mortgage product for a total of \$3 million. The Detroit Land Bank product was used to originate 490 loans for a total funding of \$51.2 million. The Destination Home loan program originated 808 loans totaling \$102.5 million. The bank also provided grants and gifts as part of its down payment assistance programs, which assisted 910 borrowers with \$100.9 million in home loans in Michigan AAs.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on a limited-scope review the bank's performance under the Lending Test in the Kalamazoo CSA is consistent with the bank's overall performance under the Lending Test in the full-scope areas.

Based on a limited-scope review the bank's performance under the Lending Test in the Grand Rapids MSA, Niles MSA, and MI non-MSA is weaker than the bank's overall performance under the Lending Test in the full-scope areas. The performance in these limited scope reviews is weaker due to the absence of CD loan activity. The performance in the limited-scope AAs has minimal impact on the Lending Test rating because of the bank's small presence in the AAs.

Refer to Tables O through R in the state of Michigan section of appendix D for the facts and data that support these conclusions.

INVESTMENT TEST

The bank's performance under the Investment Test in Michigan is rated High Satisfactory.

Conclusions for Areas Receiving Full-Scope Reviews

Based on full-scope reviews, the bank's performance in the Detroit-Warren-Ann Arbor CSA is good, the bank's performance in the Jackson MSA is excellent, and the bank's performance in the Lansing-East-Lansing MSA is good.

The institution has a significant level of qualified CD investments and grants, occasionally in a leadership position, particularly those that are not routinely provided by private investors.

The institution exhibits excellent responsiveness to credit and community economic development needs. The institution makes significant use of innovative and/or complex investments to support CD initiatives.

Qualified Investments										
Assessment Area	Prior Period*		Current Period		Total				Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	% of Total #	\$(000's)	% of Total \$	#	\$(000's)
Detroit-Warren-Ann Arbor CSA	1	1,028	931	44,165	932	76.7	45,193	51.6	0	0
Grand Rapids-Kentwood MSA	1	1,028	79	4,343	80	6.6	5,371	6.1	0	0
Jackson MSA	0	0	39	12,542	39	3.2	12,542	14.3	0	0
Kalamazoo MSA	0	0	34	180	34	2.8	180	0.2	0	0
Lansing-East Lansing MSA	0	0	100	1,443	100	8.2	1,443	1.6	0	0
Michigan non-MSA	0	0	14	108	14	1.2	108	0.1	0	0
Niles MSA	0	0	4	12	4	0.3	12	0.0	0	0
MI Statewide with P/M/F	7	15,561	5	7,155	12	1.0	22,716	25.9	6	11,783

* 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.

Detroit-Warren-Ann Arbor CSA

Qualified investments totaled \$45.2 million, representing 3.6 percent of allocated tier one capital. Flagstar made 11 current period investments totaling \$35.7 million. Investments consisted of LIHTCs, mortgage-backed securities composed of mortgages to LMI borrowers residing in the AA, and one investment in a designated low-income credit union. One prior period investment remained outstanding at the end of the evaluation period, with a total book value of \$1 million. Flagstar made 217 grants totaling \$4.4 million to primarily support community services targeted to LMI individuals. Additionally, Flagstar provided 702 grants and gifts totaling \$4.1 million as part of its down payment assistance programs. One in-kind contribution of \$1,500 in furniture to an organization located in a low-income CT in Pontiac that provides social skills and training to LMI individuals.

Examples of CD qualified investments in the AA include:

- In 2017, Flagstar invested \$5.5 million in a LIHTC project that helps address the need for safe and affordable housing. The affordable housing project is located in the city of Waterford and provides 193 rental housing units that serve residents with annual income below 80 percent of the area medium income.
- In 2019, Flagstar invested \$4.6 million in a LIHTC to support an affordable housing complex. This affordable housing project is located in the city of Pontiac and provides 172 rental housing units that serve residents with annual income below 80 percent of the area medium income.

Several grants were innovative or particularly responsive:

- \$15,000 grant for partnership with a local community foundation, technical center, and community college to offer a workforce development program for new Americans.
- \$55,000 in grants for funding of a pilot lending circle program that targets small start-up businesses. The bank works with a non-profit organization and a certified community

development financial institution. The organization helps revitalize economically distressed areas throughout the City of Detroit. Funds provide loans and technical assistance to business owners, contractors, and developers who cannot get all the capital they need from traditional financing sources. Flagstar participates in a loan fund program providing small business economic development technical assistance to aspiring entrepreneurs, and financial education to existing and emerging underserved entrepreneurs and families located in LMI neighborhoods in Detroit. These underserved entrepreneurs could not qualify for a CDFI loan or other mainstream financing sources. One additional mission is to educate, build credit scores, and encourage financial stability to aid in transition to mainstream banking.

- \$500,000 grant to the City of Detroit for commercial development and affordable housing in LMI neighborhoods. Flagstar's contribution is restricted to neighborhood planning studies, rehabilitation of vacant single-family homes or building new homes, development of commercial and mixed-use projects with affordable housing, and street scape improvements.
- \$1 million in grants to non-profit organization serving as intermediary to support small business development in Pontiac, MI.
- \$134,000 in grants to non-profit organization that provides small dollar emergency loans and offers an array of services for LMI residents.
- \$344,000 in grants to community reinvestment fund that addresses the appraisal gap by providing loans using the Detroit Home Mortgage Program.

Jackson MSA

Qualified investments totaled \$12.5 million and represented 11.8 percent of allocated tier 1 capital. Current period investments consisted of two LIHTCs supporting affordable housing for LMI within the AA. Flagstar made 13 grants totaling \$133,500 for economic development and community services targeted to LMI. Down payment assistance programs provided 24 grants and gifts totaling \$137,500.

Examples of CD investments in the AA include:

- In 2019, Flagstar invested \$8.3 million in a LIHTC fund for an affordable, senior apartment complex that benefitted the AA. The bank represented the single investor in the LIHTC investment. The complex consists of 45, one- and two-bedroom units. The apartments are designed for residents 55 years of age or older for whom income is 80 percent or less of area median income.
- In 2018, Flagstar invested \$4 million in a multi-investor LIHTC fund that supported an affordable housing development. This property provided 290 affordable housing units for Jackson residents.

Lansing-East Lansing MSA

Qualified investments totaled \$1.4 million and represented 5 percent of allocated tier 1 capital. Investments consisted of one \$837,000 LIHTC supporting affordable housing for LMI within the AA. Flagstar made 16 grants totaling \$109,750 for economic development and community services targeted to LMI. Down payment assistance programs provided 83 grants and gifts totaling \$496,439.

Examples of CD investments in the AA include:

- In 2019, Flagstar invested \$837,000 in a multi-investor LIHTC fund that supported an affordable housing development. This property is located in a low-income geography and provides 60 affordable housing units for Jackson residents.

- In 2019, Flagstar donated \$15,000 to an organization that assists those excluded from traditional financing and lending. The organization has an assistance/loan readiness program for excluded entrepreneurs, an interest rate mitigation fund to assist the excluded with discounted loans, and a loan loss recovery fund that allows continued lending to excluded entrepreneurs.

MI-Statewide

The bank made five current period qualified investments totaling \$7.2 million in the broader statewide area that had a purpose, mandate, or function (P/M/F) to serve one or more of the bank’s AAs in the state. Additionally, seven prior period investments with a book value totaling \$15.6 million remain outstanding. These investments had a positive impact on the performance in the rating area. At the end of the evaluation period, the bank had six unfunded commitments totaling \$11.8 million.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank’s performance under the Investment Test in the Grand Rapids-Kentwood MSA is stronger than the bank’s overall performance under the Investment Test in the full-scope areas and the bank’s performance in the Kalamazoo-Portage MSA, Niles MSA, and Michigan non-MSAs is weaker than the bank’s overall performance under the lending test in the full-scope areas. The bank’s performance in the Grand Rapids-Kentwood MSA is stronger than the bank’s overall performance in the full scope areas because the bank has an excellent level of qualified investments and donations in that AA. The bank’s performance in the Kalamazoo-Portage MSA, Niles MSA, and the MI non-MSA is weaker than the bank’s performance in the full-scope AAs because the bank has a poor level of qualified investments and donations in those AAs. The performance in the limited-scope AAs has minimal impact on the Investment Test rating because of the bank’s small presence in the AAs.

SERVICE TEST

The bank’s performance under the Service Test in the state of Michigan is rated High Satisfactory.

Conclusions for Areas Receiving Full-Scope Reviews

Based on full-scope reviews, the bank’s performance in the Detroit-Warren-Ann Arbor CSA is good and its performance in the Jackson MSA and the Lansing-East Landing MSA is adequate.

Retail Banking Services

Service delivery systems are accessible to geographies and individuals of different income levels in the bank’s AAs based upon the good performance in the Detroit AA, which represents the bank’s largest branch network and deposit base within the state, and the significantly smaller Jackson and Lansing AAs.

Distribution of Branch Delivery System														
Assessment Area	Deposits		Branches				Population							
	% of Rated Area Deposits in AA	# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				% of Population within Each Geography						
				Low	Mod	Mid	Upp	Low	Mod	Mid	Upp			

Full Review:											
Detroit-Warren-Ann Arbor CSA	81.9	69	60.5	7.2	14.5	27.5	47.8	10.6	21.4	35.1	32.5
Jackson MSA	6.9	8	7.0	0.0	50.0	25.0	25.0	9.9	19.4	47.4	20.1
Lansing-East Lansing MSA	1.9	5	4.4	0.0	0.0	40.0	60.0	6.6	21.2	39.2	28.1
Limited Review:											
Grand Rapids-Kentwood MSA	3.3	10	8.8	0.0	10.0	70.0	20.0	5.3	16.7	50.1	28.0
Kalamazoo-Battle Creek-Portage CSA	1.9	5	4.4	0.0	20.0	20.0	60.0	7.4	18.3	50.7	22.6
Niles MSA	0.3	1	0.9	0.0	0.0	0.0	100	11.2	15.3	46.5	27.1
Michigan non-MSA	3.7	16	14.0	0.0	18.8	56.3	18.8	0.0	15.2	63.6	20.4

Distribution of Branch Openings/Closings						
Assessment Area	# of Branch Openings	# of Branch Closings	Branch Openings/Closings			
			Net change in Location of Branches (+ or -)			
			Low	Mod	Mid	Upp
Detroit-Warren-Ann Arbor CSA	1	0		+1		

Detroit-Warren-Ann Arbor CSA

The distribution of Flagstar’s branches in the Detroit-Warren-Ann Arbor AA is good. The bank’s branches are accessible to geographies and individuals of different income levels in the AA. Flagstar has 69 branches in the AA with five branches in low-income CTs and ten branches in moderate-income CTs. The percentages of branches in both low- and moderate-income geographies are below the percentages of populations in those geographies. Internal data and analysis demonstrated that four branches in upper-income geographies and one branch in a middle-income geography provided increased access to retail banking services for customers in LMI geographies. Customers from LMI geographies performed 44 percent of transactions in the four upper-income branches and 45 percent of transactions in the middle-income branch. Examiners considered the additional accessibility provided by these branches in the evaluation, which had a positive effect on the overall retail services delivery systems conclusion. See the Scope of Evaluation section of the PE for more details on internal data utilized.

Flagstar complements its traditional service delivery systems with alternative delivery systems, including deposit-taking ATMs, telephone banking, mobile banking, and online banking, throughout the bank’s AAs. The bank operates 72 deposit-taking ATMs in the AA. Additionally, customers can access cash from their accounts outside of the bank’s AAs through the Allpoint ATM network, consisting of over 55,000 ATMs. No data and analysis were available to determine the impact of alternative delivery systems on LMI individuals, so no significant weight was placed on these services.

To the extent changes have been made, the bank’s opening and closing of branches has improved the accessibility of its delivery systems, particularly in low- and moderate-income geographies and to low- and moderate-income individuals. The bank opened one branch in a moderate-income geography during the evaluation period. In addition to the branch opened during the evaluation period, Flagstar improved accessibility when it relocated a branch from a middle-income area to a moderate-income area.

Services, including where appropriate, business hours, do not vary in a way that inconveniences its AA, particularly low- and moderate-income geographies and/or individuals. Services offered and branch hours are comparable among locations regardless of the income level of the area.

Jackson MSA

Flagstar's branch distribution in the Jackson AA is adequate. Branches are reasonably accessible to geographies and individuals of different income levels in the AA. Flagstar has eight branches in the AA with no branches in low-income geographies, but four branches in moderate-income geographies. The percentage of branches in moderate-income CTs is well above the level of population in moderate-income areas.

The bank complements its traditional service delivery systems with alternative delivery systems, including deposit-taking ATMs, telephone banking, mobile banking, and online banking, throughout the bank's AAs. Flagstar has 13 deposit-taking ATMs in the AA. Customers can also access cash from their accounts outside of the bank's AAs through the Allpoint ATM network, consisting of over 55,000 ATMs. No significant weight was placed on the alternative delivery systems because no data and analysis were available to determine the impact of those systems on LMI individuals.

Flagstar did not open or close any branches in the Jackson AA during the evaluation period.

Services, including where appropriate, business hours, do not vary in a way that inconveniences its AA, particularly low- and moderate-income geographies and/or individuals. Services offered and branch hours are comparable among locations regardless of the income level of the area.

Lansing-East Lansing MSA

The distribution of Flagstar's branches in the Lansing AA is adequate. The bank's branches are reasonably accessible to geographies and individuals of different income levels in the AA. The bank has a limited presence in the AA, with a total of five branches. None of the branches are in low- or moderate-income geographies, consisting of approximately 28 percent of the total population in the AA. Internal data and analysis demonstrated that one branch in an upper-income geography provided increased access to retail banking services for customers in LMI geographies. Customers from LMI geographies performed 38 percent of transactions at the branch. Examiners considered the additional accessibility provided by the branch in the evaluation, which had a positive effect on the overall retail services delivery systems conclusion. See the Scope of Evaluation section of the PE for more details on internal data utilized.

Flagstar makes alternative delivery systems available, including deposit-taking ATMs, telephone banking, mobile banking, and online banking, throughout the AA to complement its traditional service delivery systems. The bank operates five deposit-taking ATMs in the AA. In addition to ATMs in the AA, bank customers can access cash from their accounts outside of the AA through the Allpoint ATM network, consisting of over 55,000 ATMs. No data and analysis were available to determine the impact of alternative delivery systems on LMI individuals, so no significant weight was placed on these services.

The bank did not open or close any branches within the Lansing AA during the evaluation period.

Services, including where appropriate, business hours, do not vary in a way that inconveniences its AA, particularly low- and moderate-income geographies and/or individuals. Services offered and branch hours are comparable among locations regardless of the income level of the area.

Community Development Services

Flagstar is a leader in providing community development services.

Flagstar's performance in providing community development services is excellent.

Detroit-Warren-Ann Arbor CSA

Flagstar's performance in providing community development services in the Detroit-Warren-Ann Arbor CSA is excellent. The bank is a leader in providing CD services. During the evaluation period, 230 employees performed 3,805 hours of service for 177 organizations within the AA. Bank employees shared their financial expertise in leadership roles, either as a board member or committee member, to provide technical assistance to 57 organizations for a total of 778 service hours during the evaluation period. The employees are involved with organizations working to create affordable housing, provide education to children of low- and moderate-income parents, and provide economic development support to the local community.

The following are examples of CD services provided by employees:

- Flagstar volunteers worked in partnership with a Junior Achievement program. The employees spent 833 hours teaching about basic banking functions, budgeting skills, and improving credit scores. Several bank employees taught financial literacy at schools within the AA. The schools are all located in low- or moderate-income CTs and the majority of the students receive free or reduced-cost lunch.
- A bank representative provided 520 hours of financial expertise in helping community development organizations apply for loans under the Federal Home Loan Bank's Affordable Housing Program.
- Bank employees supported creation of affordable housing for LMI individuals and families by providing homebuyer education workshops for various affordable housing organizations within the AA. The programs enable LMI individuals and families to become homeowners by providing resources, knowledge, foreclosure prevention, and financial assistance.

Jackson MSA

Flagstar's performance in providing CD services in the Jackson MSA is good. The bank provides a relatively high level of CD services during the evaluation period. Eight bank employees performed 132 hours of service for ten organizations within the AA. Flagstar's employees shared their financial expertise with six organizations, serving in leadership roles, either as a board member or committee member, for a total of 87 hours. These organizations work to provide services to low- and moderate-income families, create affordable housing opportunities, provide education to children of low- and moderate-income parents, and provide economic development support to the local community.

The following are examples of CD services provided by employees:

- A bank employee contributed 36 hours as a board member for an organization whose mission is to provide affordable housing for the low-income elderly.

- One employee contributed 46 hours as a board member for an organization that supports programs that benefit low- and moderate- income students and adults through small grant programs, volunteer programs, and providing grants up to \$5,000 to local non-profits.

Lansing-East Lansing MSA

Flagstar's performance in providing CD services in the Lansing-East Landing MSA is adequate. A bank employee provided a relatively high level of CD services during the evaluation period. The employee volunteered 14.5 hours serving on the Board of an organization providing support services to low- and moderate-income families and children. The employee also helped conduct financial literacy training for the organization.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the Service Test in the Michigan non-MSA AA is stronger than overall performance under the Service Test in the full-scope AAs. Performance is good due to excellent branch distribution. The bank's performance in the Grand Rapids-Kentwood MSA and the Kalamazoo-Battle Creek-Portage CSA is consistent with the bank's overall performance under the Service Test in the full-scope AAs. The bank's performance in the Niles MSA is weaker than the bank's overall performance under the Service Test in the full-scope AAs and is very poor. The very poor performance is due to very poor branch distribution and CD services in the AA. The performance in the limited-scope AAs has minimal impact on the Service Test rating because of the bank's minimal presence and very limited staff in the AAs.

State of Ohio

CRA rating for the State of Ohio: Satisfactory
The Lending Test is rated: Outstanding
The Investment Test is rated: Needs to Improve
The Service Test is rated: Low Satisfactory

The major factors that support this rating include:

- Lending levels reflect good responsiveness to credit needs in its AA;
- An excellent distribution of loans among individuals of different income levels;
- A poor level of qualified CD investments and grants that provides poor responsiveness to community needs; and
- The bank provides good branch distribution but reflects a poor level of CD services.

Description of Institution's Operations in Ohio

Flagstar acquired one branch in Ohio from Wells Fargo in November 2018. Flagstar's assessment area in the Ohio non-MSA consists of Van Wert County for the 2019 evaluation period. The bank's operations in Ohio comprise 0.3 percent of total bank deposits, 0.6 percent of total bank branches, and 0.1 percent of bank loans.

According to the FDIC's June 30, 2019 Deposit Market Share Report, eight financial institutions operate ten offices in the OH non-MSA. The Citizens National Bank of Bluffton is the market leader with 19.1 percent deposit market share, one office and \$97.7 million in deposits. Van Wert Federal Savings Bank ranks second with 17.7 percent market share, one office, and \$90.7 million in deposits. First Financial Bank ranks third with 17.3 percent market share, two offices, and \$88.4 million in deposits. Flagstar ranks sixth in Van Wert County with 9.7 percent market share, one office, and \$49.4 million in deposits. Community contact interviews inform us some low- to moderate-income residents are wary of banks due to fears of garnishment or past histories that include ChexSystems.

The Ohio non-MSA is primarily rural. According to the Van Wert Area Economic Development Corporation, most regional employees are in Services and Education & Health, followed by Retail Trade, Manufacturing, and Finance, Insurance & Real Estate. Large private-sector employers include Eaton Corporation, Federal-Mogul Corporation, Cooper Foods, Toledo Molding & Die, Inc., and Van Wert County Hospital. Community contact interviews indicate that agriculture and automotive industries fuel their local economy. The U.S. Bureau of Labor Statistics reports Van Wert County's 2019 annual unemployment rate at 3.3 percent, which compares favorably to the 4.1 percent unemployment rate for the state of Ohio.

The 2015 ACS survey data shows the AA had 12,672 housing units, with 67.8 percent owner-occupied, 21.8 percent rental, and 10.4 percent vacant units. The median housing value was \$100,798. Community contacts noted there is a shortage of quality affordable rental and for-sale housing.

One new community contact was performed and one community contact conducted in the AA was reviewed as part of this performance evaluation. Community contacts included a housing authority and organization providing community services targeted to LMI. Contacts identified the following credit and CD needs:

- Affordable housing, both rental and for-sale
- Emergency services for growing homeless population
- Down payment assistance for LMI borrowers
- Small dollar mortgages
- Affordable rehab loans and grants
- In-kind and cash to support Head Start services and transportation
- Funding for financial education and counseling
- Low-interest permanent mortgage for non-profit facilities
- Low cost/no cost checking accounts

Opportunities for financial institutions to meet some of the above needs is limited in the Ohio Non-MSA area. There are few CD organizations that operate in the region. However, financial institutions can provide bank staff support for board service, provide financial education through non-profit partnerships, civic leadership, and expertise.

The following table provides information on the demographic composition of the OH non-MSA.

Table A – Demographic Information of the Assessment Area						
Assessment Area: OH non-MSA						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	9	0.0	0.0	88.9	11.1	0.0
Population by Geography	28,576	0.0	0.0	84.3	15.7	0.0
Housing Units by Geography	12,672	0.0	0.0	85.3	14.7	0.0
Owner-Occupied Units by Geography	8,594	0.0	0.0	82.2	17.8	0.0
Occupied Rental Units by Geography	2,761	0.0	0.0	92.4	7.6	0.0
Vacant Units by Geography	1,317	0.0	0.0	90.8	9.2	0.0
Businesses by Geography	1,460	0.0	0.0	84.5	15.5	0.0
Farms by Geography	230	0.0	0.0	76.5	23.5	0.0
Family Distribution by Income Level	7,851	16.5	18.1	23.9	41.5	0.0
Household Distribution by Income Level	11,355	19.1	18.0	18.8	44.0	0.0
Median Family Income non-MSAs - OH		\$55,785	Median Housing Value			\$97,464
			Median Gross Rent			\$642
			Families Below Poverty Level			9.1%
<i>Source: 2015 ACS and 2018 D&B Data</i> <i>Due to rounding, totals may not equal 100.0%</i> <i>(*) The NA category consists of geographies that have not been assigned an income classification.</i>						

Scope of Evaluation in Ohio

The analysis period for Ohio consists of 2019 as Flagstar entered the Ohio market in November 2018. The OH non-MSA is the sole AA in the state. Small business lending is not a primary product nor was there sufficient volume originated or purchased for a meaningful analysis.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN OHIO

LENDING TEST

The bank’s performance under the Lending Test in Ohio is rated Outstanding.

Based on a full-scope review the bank’s performance in OH non-MSA is excellent.

Lending Activity

Number of Loans							
Assessment Area	Home Mortgage	Small Business	Small Farm	Community Development	Total	% State Loans	% State Deposits
Ohio non-MSA	21	3	0	0	24	100.0%	100.0%

Source: HMDA and CRA data for 2019. Deposit data from FDIC as of June 30, 2019.

Dollar Volume of Loans(\$000’s)							
Assessment Area	Home Mortgage	Small Business	Small Farm	Community Development	Total	% State Loans	% State Deposits
Ohio non-MSA	\$653	\$82	\$0	\$0	\$735	100.0%	100.0%

Source: HMDA and CRA data for 2019. Deposit data from FDIC as of June 30, 2019.

Lending levels reflect good responsiveness to AA credit needs. We considered the lending volume in the AA relative to its capacity based on deposits, competition, and market presence.

According to FDIC Deposit Market Share data as of June 30, 2019, Flagstar had \$49.4 million in deposits with a deposit market share of 9.7 percent. Flagstar ranked sixth in total deposits out of eight banks in the AA.

According to 2019 peer mortgage data, Flagstar ranked seventh out of 82 lenders originating home mortgage loans in the AA. The bank’s market share of 3.7 percent and rank in loans is weaker than the bank’s market share and rank in deposits. Flagstar’s market share reflects good performance considering the significant number of home mortgage loan competitors and this was the bank’s first full year in this AA. The five largest home mortgage lenders have captured 43 percent of the market.

Distribution of Loans by Income Level of the Geography

There were no LMI geographies during the review period so analysis was not meaningful.

Home Mortgage Loans

Refer to Table O in the state of Ohio section of appendix D for the facts and data used to evaluate the geographic distribution of the bank’s home mortgage loan originations and purchases.

There were no LMI geographies during the review period.

Small Loans to Businesses

Refer to Table Q in the state of Ohio section of 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.

There were no LMI geographies during the review period.

Lending Gap Analysis

We reviewed summary reports, maps, and analyzed the lending activity over the evaluation period to identify any gaps in the geographic distribution of loans. No unexplained, conspicuous gaps were identified.

Distribution of Loans by Income Level of the Borrower

The bank exhibits an excellent distribution of loans among individuals of different income levels.

Home Mortgage Loans

Refer to Table P in the state of Ohio section of appendix D for the facts and data used to evaluate the borrower distribution of the bank's home mortgage loan originations and purchases.

The borrower distribution of home mortgage loans is excellent.

The proportion of loans to low- and moderate-income borrowers significantly exceeded the percentage of low- and moderate-income families and also significantly exceeded aggregate lending

Small Loans to Businesses

Refer to Table R in the state of Ohio section of appendix D for the facts and data used to evaluate the borrower distribution of the bank's origination and purchase of small loans to businesses.

The bank did not originate or purchase a sufficient volume of small loans to businesses for a meaningful analysis. This is reasonable given Flagstar's strategic focus is home mortgage lending

Community Development Lending

Flagstar did not originate any CD loans during the evaluation period. Community contact interviews noted the area contains limited opportunities for CD lending. We considered the short one-year analysis period and limited lending opportunities within the AA in assessing performance. CD lending had a neutral impact on lending performance in the OH non-MSA AA.

Product Innovation and Flexibility

The institution makes no use of innovative and/or flexible lending practices in order to serve AA credit needs.

INVESTMENT TEST

The bank’s performance under the Investment Test in Ohio is rated Needs to Improve.

Based on a full-scope review, the bank’s performance in the Ohio non-MSA is poor.

The institution has a poor level of qualified CD investments and grants, but not in a leadership position, particularly those that are not routinely provided by private investors.

The institution exhibits poor responsiveness to credit and community economic development needs. The institution does not use innovative and/or complex investments to support CD initiatives.

Qualified Investments										
Assessment Area	Prior Period*		Current Period		Total				Unfunded Commitments**	
	#	\$(000’s)	#	\$(000’s)	#	% of Total #	\$(000’s)	% of Total \$	#	\$(000’s)
Ohio non-MSA	0	0	2	10	2	100.0	10	100.0	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.

Qualified investments over the one-year evaluation period totaled \$10,000 and represented 0.2 percent of allocated tier 1 capital. Investments consisted of two donations that supported affordable housing and services targeted to LMI within the AA.

Examples of CD investments in the AA include:

- In 2019, Flagstar donated \$5,000 to a local chapter of an affordable housing organization. The organization assists LMI borrowers prepare for home ownership, including financial literacy, homeownership education, and assisting families locate affordable housing options.
- In 2019, the Flagstar donated \$5,000 to a local chapter of a community service organization. The organization promotes economic self-sufficiency and builds the foundation of successful personal finance in young people. The organization delivers early financial literacy including work readiness and entrepreneurship to schools. The funds were directed to schools located in LMI geographies or where more than 51 percent of the students receive free or reduced lunch.

SERVICE TEST

The bank’s performance under the Service Test in the state of Ohio is rated Low Satisfactory.

Based on a full-scope review, the bank’s performance in the Ohio non-MSA AA is adequate. Flagstar entered the state of Ohio in November 2018 with its purchase of branches from Well Fargo.

Retail Banking Services

Distribution of Branch Delivery System											
Assessment Area	Deposits	Branches						Population			
	% of Rated Area Deposits in AA	# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				% of Population within Each Geography			
				Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
Full Review:											
OH non-MSA	100	1	100	0	0	100	0	0	0	84.3	15.7

Flagstar’s branch distribution in the OH non-MSA AA is good. The bank’s branch is accessible to geographies and individuals of different income levels in the bank’s AA. Flagstar has a very limited presence in the AA with only one branch. The bank has one deposit-taking ATM attached to the branch and one stand-alone deposit-taking ATM. The branch and the ATMs are in middle-income geographies. The AA does not have any low- or moderate-income geographies. The population of the middle-income geographies represent 84.3 percent of the total population of the AA.

Management complements its traditional service delivery systems with alternative delivery systems. In addition to the two deposit-taking ATMs in the AA, the bank also offers telephone banking, mobile banking, and online banking. Flagstar also provides customers with access to cash from their accounts when outside of the bank’s AAs through the Allpoint ATM network, consisting of over 55,000 ATMs. No significant weight was placed on these services, as no data and analysis were available to determine their impact on LMI individuals.

Flagstar did not open or close any branches in the OH non-MSA AA during the evaluation period.

Services, including where appropriate, business hours, are reasonable for all households and individuals in the AA, including low- and moderate-income individuals.

Community Development Services

Flagstar provides few, if any, community development services.

The bank did not provide any CD services during the evaluation period. Although Flagstar entered the state of Ohio in November 2018, the lack of any CD services reflects very poor performance in the OH non-MSA AA. This has a negative impact on the Service Test rating based upon the description of services banks can provide in the AA.

State of Wisconsin

CRA rating for the State of Wisconsin: Satisfactory

The Lending Test is rated: High Satisfactory

The Investment Test is rated: Needs to Improve

The Service Test is rated: High Satisfactory

The major factors that support this rating include:

- Lending levels reflect good responsiveness to credit needs in its AA;
- A good geographic distribution of loans in its AA;
- An excellent distribution of loans among individuals of different income levels;
- A poor level of qualified CD investments and grants that provides poor responsiveness to community needs; and
- The bank provides excellent branch distribution but reflects a poor level of CD services.

Description of Institution's Operations in Wisconsin

Flagstar acquired branches in Wisconsin from Wells Fargo in November 2018. The bank has two assessment areas in the state of Wisconsin: Green Bay MSA and Wisconsin non-MSA (WI non-MSA). The bank's operations in Wisconsin comprise 0.4 percent of total bank deposits, 2.5 percent of total bank branches, and 0.4 percent of bank loans. Flagstar's assessment area in the Green Bay MSA received a full scope review, consisting of Oconto County for the 2019 evaluation period.

According to the FDIC's June 30, 2019 Deposit Market Share Report, six financial institutions operate eleven offices in Flagstar's Green Bay MSA. Associated Bank is the market leader with a 26 percent deposit market share, two offices, and \$79.5 million in deposits. The Stephenson National Bank and Trust ranks second with 20.2 percent market share, one office, and \$61.9 million in deposits. Flagstar ranks third with 15.5 percent market share, three offices, and \$47.4 million in deposits.

The U.S. Bureau of Labor Statistics reports Oconto County's 2019 annual unemployment rate at 3.6 percent, which is higher than the 3.3 percent unemployment rate for the state of Wisconsin. Oconto County, while part of the Green Bay MSA, is more rural and consists of farms and small communities. Agriculture and dairy farms are prevalent, as is boat building, in one region of the county, while tourism is popular in another part of the county. Small business activity is focused on hospitality, restaurants, and brew pubs. Outmigration of young people is a long-term problem for the county, both as worker replacement, and as consumers. The Green Bay MSA labor market has slowed down and manufacturing has stopped fueling the area's job growth. Decline in demand for logging and paper has added to manufacturing loss. Transportation and warehousing are faring better due to the Port of Green Bay, as is construction, however there are available positions going unfilled due to remote work locations or low population density in the area. Inadequate public transportation limits the ability for a potential workforce to get to these employment opportunities. On the other hand, healthcare is a primary source of strength in the short term. An aging population will stimulate more demand for healthcare. The city of Green Bay is working to attract and retain the professional class of Millennials by promoting training and education at local colleges and universities, as well as by working with large employers, such as Humana and United Healthcare. Segments of the economy providing the most employment are in Manufacturing, Education & Health Services, and Government. Large private-sector employers include

Humana, Inc., Bellin Health, Oneida Tribe of Indians of Wisconsin, Schneider National and George Pacific Group.

The 2015 ACS survey data shows the AA had 23,705 housing units, with 54.6 percent owner-occupied, 10.7 percent rental, and 34.7 percent vacant units. The median housing value was \$150,379. According to community contacts, residential home values are rising since so little new construction of starter homes has taken place in the last ten years. As the existing inventory of relatively affordable homes have been absorbed, prices have escalated. In addition, developers have been pursuing the higher end of the market and has had the effect of inflating housing prices in general.

One new community contact was performed and three community contacts conducted in the AA were reviewed as part of this performance evaluation. Community contacts included organizations focused on economic development and housing development. Community contacts noted that available housing, while affordable, is older and may need rehab. Additionally, demand for housing in the city of Green Bay is not as high due to a perception of a poor-quality school system, particularly in low- to moderate-income neighborhoods, and high levels of student loan debt that has kept younger families out of the purchase market. Housing in Oconto County is difficult to generalize because of its different regions, but overall, most homes are single-family and relatively affordable. But like Green Bay, the available housing is older and in need of repairs. Rental housing is scarce, which makes attracting younger workers difficult, and financing for subsidized housing is difficult to obtain.

From community contact interviews, we identified the following credit and CD needs:

- Public transportation, particularly in rural areas
- Access to small business loans and resources for rural entrepreneurs
- Outreach to racial and ethnic communities about available resources
- Access to bank branches for retail banking services
- Flexible mortgage loans, flexible down payment, and LTV requirements
- Cash and in-kind support for housing counseling for first-time homebuyers, reverse mortgages, foreclosure prevention and financial counseling
- Credit Builder loan programs that help borrowers establish credit or improve credit scores
- Affordable rehab loans, lines of credit and Home Equity Loans
- Equity Equivalent investments in nonprofit loan pools
- Loans, grants, and technical assistance for non-profit organizations undertaking development projects

Opportunities for financial institutions to meet some of the above needs are available throughout the Green Bay MSA area. Several well-established CD organizations operate in the region. Financial institutions can begin by referring borrowers to non-profits for services and loans. In addition, bankers can serve on board of directors, serve on loan review committees, serve as mentors for small business development, financial education, civic leadership, and expertise. Community contacts noted that there is dearth of physical bank branches and underwriting criteria can be a bit tight for small businesses, but overall, the perception is that financial institutions are willing to lend. Also, access to capital is a key barrier to entrepreneurs. Underwriting criteria is perceived as too stringent.

The following table provides information on the demographic composition of the Green Bay MSA.

<p style="text-align: center;">Table A – Demographic Information of the Assessment Area</p> <p style="text-align: center;">Assessment Area: Green Bay MSA</p>

Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	11	0.0	27.3	54.5	9.1	9.1
Population by Geography	37,476	0.0	20.6	56.2	23.2	0.0
Housing Units by Geography	23,705	0.0	26.0	60.5	13.5	0.0
Owner-Occupied Units by Geography	12,951	0.0	21.3	55.8	23.0	0.0
Occupied Rental Units by Geography	2,535	0.0	24.7	70.5	4.9	0.0
Vacant Units by Geography	8,219	0.0	33.8	65.0	1.3	0.0
Businesses by Geography	1,973	0.0	19.2	62.1	18.8	0.0
Farms by Geography	251	0.0	32.3	43.8	23.9	0.0
Family Distribution by Income Level	10,867	20.9	19.9	23.8	35.4	0.0
Household Distribution by Income Level	15,486	22.1	17.7	19.8	40.4	0.0
Median Family Income MSA - 24580 Green Bay, WI MSA		\$67,666	Median Housing Value			\$148,406
			Median Gross Rent			\$608
			Families Below Poverty Level			6.5%
<i>Source: 2015 ACS and 2018 D&B Data</i> <i>Due to rounding, totals may not equal 100.0%</i> <i>(*) The NA category consists of geographies that have not been assigned an income classification.</i>						

Scope of Evaluation in Wisconsin

The analysis period for Wisconsin consists of 2019 as Flagstar entered the Wisconsin market in November 2018. We performed a full-scope review of the Green Bay MSA, representing 86.4 percent of deposits, 75 percent of branches, and 52.9 percent of bank loans in the state of Wisconsin. Small business lending is not a primary product and there was insufficient volume originated or purchased for a meaningful analysis.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN WISCONSIN

LENDING TEST

The bank's performance under the Lending Test in Wisconsin is rated High Satisfactory.

Conclusions for Area Receiving a Full-Scope Review

Based on a full-scope review, the bank's performance in the Green Bay MSA is good.

Lending Activity

Number of Loans*							
Assessment Area	Home Mortgage	Small Business	Small Farm	Community Development	Total	% State Loans	% State Deposits
Green Bay MSA	72	2	0	0	74	52.9%	86.4%
WI non-MSA	66	0	0	0	66	47.1%	13.6%

Source: HMDA and CRA data for 2019. Deposit data from FDIC as of June 30, 2019.

*The tables present the data for all assessment areas. The narrative below addresses performance in full-scope areas only.

Dollar Volume of Loans* (\$000's)							
Assessment Area	Home Mortgage	Small Business	Small Farm	Community Development	Total	% State Loans	% State Deposits
Green Bay MSA	\$10,125	\$169	\$0	\$0	\$10,294	57.1%	86.4%
WI non-MSA	\$7,746	\$0	\$0	\$0	\$7,746	42.9%	13.6%

Source: HMDA and CRA data for 2019. Deposit data from FDIC as of June 30, 2019.

*The tables present the data for all assessment areas. The narrative below addresses performance in full-scope areas only.

Lending levels reflect good responsiveness to AA credit needs. We considered the lending volume in the AA relative to its capacity based on deposits, competition, and market presence.

According to FDIC Deposit Market Share data as of June 30, 2019, Flagstar had \$47.4 million in deposits with a deposit market share of 15.5 percent. Flagstar ranked third in total deposits out of six banks in the AA.

According to 2019 peer mortgage data, Flagstar ranked in the top five percent of lenders, seventh out of 159 lenders, originating home mortgage loans in the AA. The bank's market share of 3.7 percent and rank in loans is weaker than the bank's market share and rank in deposits. Positive consideration is given to the bank's performance considering the substantial competition among home mortgage lenders in the AA, and this was the bank's first full year operating branches in the AA. The five largest home mortgage lenders have captured 37.7 percent of the market.

Distribution of Loans by Income Level of the Geography

The bank exhibits good geographic distribution of loans in its AA.

Home Mortgage Loans

Refer to Table O in the state of Wisconsin section of appendix D for the facts and data used to evaluate the geographic distribution of the bank's home mortgage loan originations and purchases.

The geographic distribution of home mortgage loans is good.

The proportion of loans in moderate-income geographies was near the percentage of owner-occupied housing units and approximates aggregate lending. There were no low-income geographies in the AA.

Small Loans to Businesses

Refer to Table Q in the state of Wisconsin section of 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.

The bank did not originate or purchase a sufficient volume of small loans to businesses for a meaningful analysis. This is reasonable given Flagstar's strategic focus on home mortgage lending.

Lending Gap Analysis

We reviewed summary reports, maps, and analyzed the lending activity over the evaluation period to identify any gaps in the geographic distribution of loans. No unexplained, conspicuous gaps were identified.

Distribution of Loans by Income Level of the Borrower

The bank exhibits an excellent distribution of loans among individuals of different income levels.

Home Mortgage Loans

Refer to Table P in the state of Wisconsin section of appendix D for the facts and data used to evaluate the borrower distribution of the bank's home mortgage loan originations and purchases.

The borrower distribution of home mortgage loans is excellent.

The proportion of loans to low-income borrowers was below the percentage of low-income families but significantly exceeded aggregate lending. The proportion of loans to moderate-income borrowers significantly exceeded both the proportion of moderate-income families and aggregate lending.

Small Loans to Businesses

Refer to Table R in the state of Wisconsin section of appendix D for the facts and data used to evaluate the borrower distribution of the bank's origination and purchase of small loans to businesses.

The bank did not originate or purchase a sufficient volume of small loans to businesses for a meaningful analysis. This is reasonable given Flagstar's strategic focus on home mortgage lending.

Community Development Lending

Flagstar did not originate any CD loans during the evaluation period, which had a neutral impact on lending performance in the Green Bay MSA. Flagstar's entry into the market in November 2018 limited participation in these opportunities. The newly acquired branches did not retain mortgage loan officers in the market. The focus for 2019 was hiring, training, and deploying new lending teams to cover the AA and introduce Flagstar to the community for its core business of home mortgage lending. We considered these factors in our assessment of Flagstar's ability to address CD needs.

Product Innovation and Flexibility

The institution makes no use of innovative and/or flexible lending practices in order to serve AA credit needs.

Conclusions for Area Receiving a Limited-Scope Review

Based on a limited-scope review, the bank's performance under the Lending Test in the WI non-MSA is weaker than the bank's overall performance under the Lending Test in the full-scope area. The performance is weaker due to very poor geographic distribution in home mortgage lending. The performance in the limited-scope AA has minimal impact on the Lending Test rating because of the smaller presence in the AA.

Refer to Tables O through R in the state of Wisconsin section of appendix D for the facts and data that support these conclusions.

INVESTMENT TEST

The bank's performance under the Investment Test in Wisconsin is rated Needs to Improve.

Conclusions for Area Receiving a Full-Scope Review

Based on a full-scope review, the bank's performance in the Green Bay MSA is poor.

The institution has a poor level of qualified CD investments and grants, but not in a leadership position, particularly those that are not routinely provided by private investors.

The institution exhibits poor responsiveness to credit and community economic development needs. The institution does not use innovative and/or complex investments to support CD initiatives.

Qualified Investments										
Assessment Area	Prior Period*		Current Period		Total				Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	% of Total #	\$(000's)	% of Total \$	#	\$(000's)
Green Bay MSA	0	0	1	1	1	25.0	1	2.4	0	0
WI non-MSA	0	0	2	10	2	50.0	10	48.8	0	0
WI Statewide with P/M/F	0	0	1	10	1	25.0	10	48.8	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.

Qualified investments over the one-year evaluation period, totaled \$500 and represented less than one percent of allocated tier 1 capital. Investments consisted of one donation. The donation was made to a food pantry providing food to people in the Gillett/Suring area of Wisconsin.

Conclusions for Area Receiving a Limited-Scope Review

Based on a limited-scope review, the bank’s performance under the Investment Test in the Wisconsin non-MSA is stronger than the bank’s overall performance under the Investment Test in the full scope area. The bank’s performance in the Wisconsin non-MSA is stronger than the bank’s overall performance under full-scope Green Bay MSA because the bank has an adequate level of qualified investments and donations in the Wisconsin non-MSA. The performance in the Wisconsin non-MSA has minimal impact on the Investment Test given the smaller bank presence in the AA.

SERVICE TEST

The bank’s performance under the Service Test in the state of Wisconsin is rated High Satisfactory.

Conclusions for Areas Receiving Full-Scope Reviews

Based on a full-scope review, the bank’s performance in the Green Bay MSA is good.

Retail Banking Services

Service delivery systems are accessible to geographies and individuals of different income levels in the bank’s AAs based upon the good performance in the Green Bay AA, which represents the bank’s largest branch network and deposit base within the state. Flagstar entered the state of Wisconsin and its two AAs in November 2018 through its purchase of branches from Wells Fargo.

Distribution of Branch Delivery System											
Assessment Area	Deposits	Branches						Population			
		# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				% of Population within Each Geography			
	Low			Mod	Mid	Upp	Low	Mod	Mid	Upp	
Full Review:											
Green Bay MSA	86.4	3	75	0.0	66.7	33.3	0.0	0.0	20.6	56.2	23.2
Limited Review:											
WI non-MSA	13.6	1	25	0.0	0.0	100	0.0	0.0	16.3	83.7	0.0

Flagstar’s branch distribution in the Green Bay MSA is excellent. The bank has a minimal presence in the AA, but its branches are readily accessible to all geographies and individuals of different income levels in the AA. Flagstar has three branches in the AA, including two in moderate-income geographies. There are no low-income geographies in the AA. The proportion of the bank’s branches in moderate-income geographies exceeds the proportion of the population in those geographies.

Management complements its traditional service delivery systems with alternative delivery systems, including deposit-taking ATMs, telephone banking, mobile banking, and online banking, throughout the bank’s AAs. Flagstar operates three deposit-taking ATMs within the AA. In addition, customers can access cash from their accounts outside of the bank’s AAs through the Allpoint ATM network, consisting of over 55,000 ATMs. No significant weight was placed on these services, as no data and analysis were available to determine their impact on LMI individuals.

Flagstar did not open or close in branches in the Green Bay AA during the evaluation period.

Services, including where appropriate, business hours, do not vary in a way that inconveniences its AA, particularly low- and moderate-income geographies and/or individuals. Services offered and branch hours are comparable among locations regardless of the income level of the area.

Community Development Services

Flagstar provides few, if any, community development services.

The bank did not provide any CD services during the evaluation period. Although Flagstar entered the state of Wisconsin in November 2018, the lack of any CD services reflects very poor performance in the Green Bay MSA. This has a negative impact on the Service Test rating based upon the description of services banks can provide in the AA.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on a limited-scope review, the bank's performance under the Service Test in the WI non-MSA AA is weaker than the bank's overall performance under the Service Test in the full-scope AA and is poor. The weaker performance is due to the lack of branches in moderate-income geographies. The weaker performance in the WI non-MSA AA has minimal impact on the Service Test rating because its presence is limited to one branch.

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 MSAs and non-MSAs 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): MI - 01/01/2017 to 12/31/2019 CA - 03/17/2018 to 12/31/2019 IN, OH, and WI - 01/01/2019 to 12/31/2019 Investment and Service Tests and CD Loans: MI - 10/17/2017 to 12/31/2019 CA - 03/17/2018 to 12/31/2019 IN, OH, WI - 11/30/2018 to 12/31/2019	
Bank Products Reviewed:	Home mortgage and small business loans CD loans, qualified investments, CD services	
Affiliate(s)	Affiliate Relationship	Products Reviewed
Flagstar Foundation	Holding Company Subsidiary	CD Investments
List of Assessment Areas and Type of Examination		
Rating and Assessment Areas	Type of Exam	Other Information
State of California		
Riverside-San Bernardino-Ontario MSA	Full-Scope	San Bernardino and Riverside Counties (2018-2019)
State of Indiana		
Fort Wayne-Huntington-Auburn CSA	Full-Scope	Adams, Allen, Dekalb, Huntington, and Steuben Counties (2019)
IN non-MSA	Full-Scope	Fulton, Lagrange, Miami, Rush, Wabash, Wells, and White Counties (2019)
Michigan City-La Porte MSA	Limited-Scope	LaPorte County (2019)
South Bend-Mishawaka MSA	Limited-Scope	St. Joseph County (2019)
Elkhart MSA	Limited-Scope	Elkhart County (2019)
State of Michigan		
Detroit-Warren-Ann Arbor CSA	Full-Scope	Genesee, Livingston, Macomb, Monroe, Oakland, Washtenaw, and Wayne Counties
Jackson MSA	Full-Scope	Jackson County
Lansing-East Lansing MSA	Full-Scope	Eaton and Ingham Counties
Grand Rapids-Kentwood MSA	Limited-Scope	Kent and Ottawa Counties
Kalamazoo-Battle Creek-Portage CSA	Limited-Scope	Branch (2019 only), Calhoun, Kalamazoo, and St. Joseph Counties
Niles MSA	Limited-Scope	Berrien County
MI non-MSA	Limited-Scope	Branch (2017-2018 only), Delta, Dickinson, Gogebic, Hillsdale, Houghton, Iron, Marquette, Menominee, and Schoolcraft (2019 only) Counties
State of Ohio		
OH non-MSA	Full-Scope	Van Wert County (2019)
State of Wisconsin		
Green Bay MSA	Full-Scope	Oconto County (2019)
WI non-MSA	Limited-Scope	Marinette County (2019)

Appendix B: Summary of State Ratings

RATINGS: Flagstar Bank, FSB				
Overall Bank:	Lending Test Rating*	Investment Test Rating	Service Test Rating	Overall Bank/State/Multistate Rating
	Outstanding	High Satisfactory	High Satisfactory	Outstanding
State:				
California	High Satisfactory	Outstanding	Outstanding	Outstanding
Indiana	Outstanding	High Satisfactory	Outstanding	Outstanding
Michigan	Outstanding	High Satisfactory	High Satisfactory	Outstanding
Ohio	Outstanding	Needs to Improve	Low Satisfactory	Satisfactory
Wisconsin	High Satisfactory	Needs to Improve	High Satisfactory	Satisfactory

(*) The Lending Test is weighted more heavily than the Investment and Service Tests in the overall rating.

Appendix C: Definitions and Common Abbreviations

The following terms and abbreviations are used in 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. For example, a bank subsidiary is controlled by the bank and is, therefore, an affiliate.

Aggregate Lending (Aggt.): The number of loans originated and purchased by all reporting lenders (HMDA or CRA) in specified income categories as a percentage of the aggregate number of loans originated and purchased by all reporting lenders in the state/assessment area.

Census Tract (CT): A small, relatively permanent statistical subdivision of a county delineated by a local committee of census data users for the purpose of presenting data. Census tracts nest within counties, and their boundaries normally follow visible features, but may follow legal geography boundaries and other non-visible features in some instances, Census tracts ideally contain about 4,000 people and 1,600 housing units.

Combined Statistical Area (CSA): A geographic entity consisting of two or more adjacent Core Based Statistical Areas with employment interchange measures of at least 15. An employment interchange measure is a measure of ties between two adjacent entities. The employment interchange measure is the sum of the percentage of workers living in the smaller entity who work in the larger entity and the percentage of employment in the smaller entity that is accounted for by workers who reside in the larger entity.

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

Community Reinvestment Act (CRA): the statute that requires the OCC to evaluate a bank's record of meeting the credit needs of its entire community, including LMI areas, 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, 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-Scope Review: Performance under the Lending, Investment, and Service Tests is analyzed considering performance context, quantitative factors (e.g., geographic distribution, borrower distribution, and total number and dollar amount of investments), and qualitative factors (e.g., innovativeness, complexity, and responsiveness).

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

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

Home Mortgage Loans: A closed-end mortgage loan or an open-end line of credit as these terms are defined under §1003.2 of this title, and that is not an excluded transaction under §1003.3(c)(1) through (10) and (13) of this title.

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

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

Low-Income Individual: Individual income that is less than 50 percent of the area median income.

Low-Income Geography: A census tract with a median family income that is less than 50 percent.

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 state/assessment area.

Median Family Income (MFI): The median income determined by the U.S. Census Bureau every five years and used to determine the income level category of geographies. The median is the point at which half of the families have income above, and half below, a range of incomes. Also, the median income determined by the Federal Financial Institutions Examination Council (FFIEC) 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, and half below, a range of incomes.

Metropolitan Division: As defined by Office of Management and Budget, a county or group of counties within a Core Based Statistical Area that contains an urbanized population of at least 2.5 million. A Metropolitan Division consists of one or more main/secondary counties that represent an

employment center or centers, plus adjacent counties associated with the main/secondary county or counties through commuting ties.

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

MMSA (state): Any multistate metropolitan statistical area or multistate combined statistical area, as defined by the Office of Management and Budget.

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.

Rating Area: A rated area is a state or multi-state metropolitan statistical 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 statistical area, the institution will receive a rating for the multi-state metropolitan statistical 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) 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 1 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.

Appendix D: Tables of Performance Data

Content of Standardized Tables

A separate set of tables is provided for each state. All multistate metropolitan statistical areas, if applicable, 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 the same as originations; and (2) “aggregate” is the percentage of the aggregate number of reportable loans originated and purchased by all HMDA or CRA reporting lenders in the MMSA/assessment area. 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 O. Assessment Area Distribution of Home Mortgage Loans by Income Category of the Geography** - 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 aggregate peer data for the years the data is available.
- Table P. Assessment Area Distribution of Home Mortgage Loans by Income Category of the Borrower** - 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 MMSA/assessment area. The table also presents aggregate peer data for the years the data is available.
- Table Q. Assessment Area Distribution of Loans to Small Businesses by Income Category of the Geography** - The percentage distribution of the number of small loans (less than or equal to \$1 million) to businesses that were 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) in those geographies. Because aggregate small business data are not available for geographic areas smaller than counties, it may be necessary to compare bank loan data to aggregate data from geographic areas larger than the bank’s assessment area.
- Table R. Assessment Area Distribution of Loans to Small Businesses by Gross Annual Revenue** - Compares the percentage distribution of the number of small loans (loans less than or equal to \$1 million) originated and purchased by the bank to businesses with revenues of \$1 million or less to: 1) the percentage distribution of businesses with revenues of greater than \$1 million; and, 2) the percentage distribution of businesses for which revenues are not available. The table also presents aggregate peer small business data for the years the data is available.
- Table S. Assessment Area Distribution of Loans to Farms by Income Category of the Geography** - 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. Because aggregate 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 T. Assessment Area Distribution of Loans to Farms by Gross Annual Revenues -** Compares the percentage distribution of the number of small loans (loans less than or equal to \$500 thousand) originated and purchased by the bank to farms with revenues of \$1 million or less to: 1) the percentage distribution of farms with revenues of greater than \$1 million; and, 2) the percentage distribution of farms for which revenues are not available. The table also presents aggregate peer small farm data for the years the data is available.
- Table U. Assessment Area Distribution of Consumer Loans by Income Category of the Geography –** 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 in those geographies.
- Table V. Assessment Area Distribution of Consumer Loans by Income Category of the Borrower -** 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 households by income level in each MMSA/assessment area.

State of California

Table O: Assessment Area Distribution of Home Mortgage Loans by Income Category of the Geography																			2018-19
Assessment Area:	Total Home Mortgage = Loans				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
	#	\$	% of Total	Overall Market	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate
Riverside MSA	9,008	2,686,576	100.0	196,808	2.6	2.0	1.9	21.0	19.5	17.8	37.2	35.2	36.8	39.1	43.3	43.5	0.1	0.0	0.0
Total	9,008	2,686,576	100.0	196,808	2.6	2.0	1.9	21.0	19.5	17.8	37.2	35.2	36.8	39.1	43.3	43.5	0.1	0.0	0.0

Source: 2015 ACS Census; 01/01/2018 - 12/31/2019 Bank Data, 2019 HMDA Aggregate Data.
 Due to rounding, totals may not equal 100.0%

Table P: Assessment Area Distribution of Home Mortgage Loans by Income Category of the Borrower																			2018-19
Assessment Area:	Total Home Mortgage Loans				Low-Income Borrowers			Moderate-Income Borrowers			Middle-Income Borrowers			Upper-Income Borrowers			Not Available-Income Borrowers		
	#	\$	% of Total	Overall Market	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate
Riverside MSA	9,008	2,686,576	100.0	196,808	23.0	1.5	2.5	16.8	6.6	8.4	18.9	13.7	18.9	41.3	34.3	46.4	0.0	43.9	23.9
Total	9,008	2,686,576	100.0	196,808	23.0	1.5	2.5	16.8	6.6	8.4	18.9	13.7	18.9	41.3	34.3	46.4	0.0	43.9	23.9

Source: 2015 ACS Census; 01/01/2018 - 12/31/2019 Bank Data, 2019 HMDA Aggregate Data.
 Due to rounding, totals may not equal 100.0%

Table Q: Assessment Area Distribution of Loans to Small Businesses by Income Category of the Geography **2018-19**

Assessment Area:	Total Loans to Small Businesses				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
	#	\$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate
Riverside MSA	66	15,914	100.0	97,421	4.6	7.6	3.4	25.9	34.8	23.8	34.9	39.4	34.3	34.5	18.2	38.4	0.1	0.0	0.1
Total	66	15,914	100.0	97,421	4.6	7.6	3.4	25.9	34.8	23.8	34.9	39.4	34.3	34.5	18.2	38.4	0.1	0.0	0.1

Source: 2019 D&B Data; 01/01/2018 - 12/31/2019 Bank Data; 2018 CRA Aggregate Data.
Due to rounding, totals may not equal 100.0%

Table R: Assessment Area Distribution of Loans to Small Businesses by Gross Annual Revenues **2018-19**

Assessment Area:	Total Loans to Small Businesses				Businesses with Revenues <= 1MM			Businesses with Revenues > 1MM		Businesses with Revenues Not Available	
	#	\$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	% Businesses	% Bank Loans
Riverside MSA	66	15,914	100.0	97,421	85.8	63.6	47.5	5.0	28.8	9.2	7.6
Total	66	15,914	100.0	97,421	85.8	63.6	47.5	5.0	28.8	9.2	7.6

Source: 2019 D&B Data; 01/01/2018 - 12/31/2019 Bank Data; 2018 CRA Aggregate Data.
Due to rounding, totals may not equal 100.0%

State of Indiana

Assessment Area:	Total Home Mortgage Loans				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
	#	\$	% of Total	Overall Market	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate
Elkhart MSA	18	3,259	3.5	7,192	0.4	0.0	0.3	12.3	11.1	10.6	63.7	50.0	63.5	23.7	38.9	25.6	0.0	0.0	0.0
Fort Wayne CSA	298	30,911	57.8	21,088	4.6	3.7	1.8	11.8	13.4	10.2	54.2	46.0	48.1	29.3	36.6	39.9	0.1	0.3	0.1
IN non-MSA	127	12,059	24.6	5,829	0.0	0.0	0.0	9.1	9.4	8.7	79.2	78.7	77.8	11.6	11.8	13.6	0.0	0.0	0.0
Michigan City-La Porte MSA	21	2,198	4.1	3,798	2.9	0.0	2.1	20.7	19.0	20.4	30.6	42.9	33.1	45.8	38.1	44.4	0.0	0.0	0.0
South Bend-Mishawaka MSA	52	5,886	10.1	8,442	4.9	5.8	3.0	15.0	23.1	10.1	44.4	34.6	46.8	35.7	36.5	40.1	0.0	0.0	0.0
Total	516	54,313	100.0	46,349	3.2	2.7	1.6	12.9	13.6	10.9	55.5	52.9	52.8	28.4	30.6	34.8	0.0	0.2	0.0

*Source: 2015 ACS Census; 01/01/2019 - 12/31/2019 Bank Data, 2019 HMDA Aggregate Data.
 Due to rounding, totals may not equal 100.0%*

Assessment Area:	Total Home Mortgage Loans				Low-Income Borrowers			Moderate-Income Borrowers			Middle-Income Borrowers			Upper-Income Borrowers			Not Available-Income Borrowers		
	#	\$	% of Total	Overall Market	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate
Elkhart MSA	18	3,259	3.5	7,192	19.0	0.0	10.3	18.1	16.7	23.8	23.4	11.1	25.0	39.5	27.8	28.3	0.0	44.4	12.6
Fort Wayne CSA	298	30,911	57.8	21,088	19.4	12.4	8.5	18.0	20.8	20.8	22.4	27.5	21.1	40.2	27.9	34.7	0.0	11.4	14.9
IN non-MSA	127	12,059	24.6	5,829	18.0	12.6	7.6	18.6	35.4	21.3	24.0	25.2	24.9	39.5	21.3	35.1	0.0	5.5	11.1
Michigan City-La Porte MSA	21	2,198	4.1	3,798	21.7	23.8	11.8	17.3	28.6	21.3	20.1	9.5	21.7	40.9	19.0	30.5	0.0	19.0	14.8
South Bend-Mishawaka MSA	52	5,886	10.1	8,442	22.1	9.6	10.1	16.7	38.5	21.6	20.1	9.6	22.4	41.2	13.5	32.8	0.0	28.8	13.1
Total	516	54,313	100.0	46,349	19.8	12.2	9.2	17.8	26.4	21.5	22.1	23.8	22.5	40.2	24.4	33.1	0.0	13.2	13.7

*Source: 2015 ACS Census; 01/01/2019 - 12/31/2019 Bank Data, 2019 HMDA Aggregate Data.
 Due to rounding, totals may not equal 100.0%*

Table Q: Assessment Area Distribution of Loans to Small Businesses by Income Category of the Geography **2019**

Assessment Area:	Total Loans to Small Businesses				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
	#	\$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate
Elkhart MSA	0	0	0.0	2,817	1.1	0.0	1.3	16.3	0.0	13.2	63.4	0.0	67.2	19.2	0.0	18.3	0.0	0.0	0.0
Fort Wayne CSA	6	493	60.0	8,221	5.7	0.0	5.3	15.5	33.3	16.1	46.9	33.3	46.5	28.3	16.7	28.7	3.4	16.7	3.5
IN non-MSA	4	340	40.0	2,342	0.0	0.0	0.0	12.3	25.0	9.6	76.8	50.0	82.6	11.0	25.0	7.8	0.0	0.0	0.0
Michigan City-La Porte MSA	0	0	0.0	1,434	8.6	0.0	10.1	30.4	0.0	28.3	26.9	0.0	25.7	34.2	0.0	35.9	0.0	0.0	0.0
South Bend-Mishawaka MSA	0	0	0.0	3,629	11.9	0.0	10.3	16.7	0.0	15.5	42.4	0.0	43.7	29.0	0.0	30.5	0.0	0.0	0.0
Total	10	833	100.0	18,443	5.8	0.0	5.3	16.6	30.0	15.7	51.0	40.0	52.1	25.2	20.0	25.4	1.4	10.0	1.5
<i>Source: 2019 D&B Data; 01/01/2019 - 12/31/2019 Bank Data; 2018 CRA Aggregate Data. Due to rounding, totals may not equal 100.0%</i>																			

Table R: Assessment Area Distribution of Loans to Small Businesses by Gross Annual Revenues **2019**

Assessment Area:	Total Loans to Small Businesses				Businesses with Revenues <= 1MM			Businesses with Revenues > 1MM		Businesses with Revenues Not Available	
	#	\$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	% Businesses	% Bank Loans
Elkhart MSA	0	0	0.0	2,817	79.7	0.0	35.5	8.3	0.0	11.9	0.0
Fort Wayne CSA	6	493	60.0	8,221	81.6	83.3	43.2	6.2	16.7	12.2	0.0
IN non-MSA	4	340	40.0	2,342	81.6	75.0	47.4	5.5	25.0	12.8	0.0
Michigan City-La Porte MSA	0	0	0.0	1,434	81.1	0.0	42.8	5.5	0.0	13.4	0.0
South Bend-Mishawaka MSA	0	0	0.0	3,629	81.5	0.0	41.9	5.9	0.0	12.6	0.0
Total	10	833	100.0	18,443	81.1	79.2	42.2	6.3	20.9	12.6	0.0
<i>Source: 2019 D&B Data; 01/01/2019 - 12/31/2019 Bank Data; 2018 CRA Aggregate Data. Due to rounding, totals may not equal 100.0%</i>											

State of Michigan

Assessment Area:	Total Home Mortgage Loans				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
	#	\$	% of Total	Overall Market	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate
Grand Rapids-Kentwood MSA	1,166	175,218	43.6	34,820	2.2	2.1	2.5	12.6	14.4	13.7	53.7	52.2	52.7	31.6	31.2	31.0	0.0	0.0	0.0
Kalamazoo-Battle Creek-Portage CSA	386	51,986	14.4	12,927	4.3	3.9	2.8	14.5	14.0	13.4	50.9	49.0	48.8	30.4	33.2	35.0	0.0	0.0	0.1
Lansing-East Lansing MSA	940	124,370	35.1	10,627	4.2	5.9	3.8	18.0	21.5	16.9	45.8	40.7	45.3	31.9	31.8	33.8	0.2	0.1	0.3
MI non-MSA	185	20,989	6.9	4,863	0.0	0.0	0.0	9.9	9.2	8.5	71.2	78.9	73.0	18.9	11.9	18.5	0.0	0.0	0.0
Total	2,677	372,563	100.0	63,237	2.6	3.5	2.6	13.5	16.5	13.8	54.7	49.6	52.2	29.2	30.4	31.3	0.0	0.0	0.1

*Source: 2015 ACS Census; 01/01/2017 - 12/31/2018 Bank Data, 2018 HMDA Aggregate Data.
Due to rounding, totals may not equal 100.0%*

Table O: Assessment Area Distribution of Home Mortgage Loans by Income Category of the Geography																				2019
Assessment Area:	Total Home Mortgage Loans				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts			
	#	\$	% of Total	Overall Market	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	
Grand Rapids-Kentwood MSA	579	93,506	34.1	41,818	2.0	3.3	2.0	12.3	11.9	12.4	53.4	50.1	51.8	32.4	34.7	33.9	0.0	0.0	0.0	
Kalamazoo-Battle Creek-Portage CSA	305	38,556	18.0	15,558	3.9	2.6	2.3	14.2	19.3	12.5	55.2	52.5	52.5	26.7	25.6	32.6	0.0	0.0	0.1	
Lansing-East Lansing MSA	588	76,772	34.6	11,897	2.9	4.1	2.7	19.3	26.5	17.1	45.8	42.3	45.4	31.9	27.0	34.5	0.2	0.0	0.2	
MI non-MSA	226	21,843	13.3	4,356	0.0	0.0	0.0	11.1	15.0	9.1	68.9	67.7	69.1	19.9	17.3	21.7	0.0	0.0	0.0	
Total	1,698	230,676	100.0	73,629	2.3	3.0	2.1	13.8	18.7	13.0	54.9	50.2	51.9	29.0	28.1	33.0	0.0	0.0	0.1	

*Source: 2015 ACS Census; 01/01/2019 - 12/31/2019 Bank Data, 2019 HMDA Aggregate Data.
 Due to rounding, totals may not equal 100.0%*

Assessment Area:	Total Home Mortgage Loans				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
	#	\$	% of Total	Overall Market	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate
Detroit-Warren-Ann Arbor CSA	17,168	3,114,408	93.1	182,720	6.2	3.1	2.4	17.6	13.8	12.3	38.1	37.8	39.5	37.9	45.2	45.7	0.1	0.1	0.1
Jackson MSA	1,166	130,879	6.3	5,455	5.7	3.9	3.2	15.6	19.0	14.4	53.7	49.6	52.9	25.0	27.5	29.5	0.0	0.0	0.0
Niles MSA	109	18,766	0.6	5,350	5.7	1.8	1.5	13.7	11.9	12.8	49.5	54.1	52.7	31.1	32.1	33.0	0.0	0.0	0.0
Total	18,443	3,264,053	100.0	193,525	6.1	3.1	2.4	17.5	14.2	12.4	39.0	38.7	40.3	37.3	44.0	44.9	0.1	0.1	0.1

*Source: 2015 ACS Census; 01/01/2017 - 12/31/2019 Bank Data, 2019 HMDA Aggregate Data.
Due to rounding, totals may not equal 100.0%*

Assessment Area:	Total Home Mortgage Loans				Low-Income Borrowers			Moderate-Income Borrowers			Middle-Income Borrowers			Upper-Income Borrowers			Not Available-Income Borrowers		
	#	\$	% of Total	Overall Market	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate
Grand Rapids-Kentwood MSA	1,166	175,218	43.6	34,820	19.1	7.6	8.8	17.6	25.2	22.2	22.2	27.0	23.5	41.2	24.2	35.2	0.0	16.0	10.4
Kalamazoo-Battle Creek-Portage CSA	386	51,986	14.4	12,927	20.6	9.1	9.8	17.3	24.1	20.3	20.5	20.7	22.4	41.5	31.6	36.3	0.0	14.5	11.3
Lansing-East Lansing MSA	940	124,370	35.1	10,627	22.8	12.6	11.5	17.9	33.0	24.8	20.1	23.8	23.4	39.1	26.8	29.5	0.0	3.8	10.9

MI non-MSA	185	20,989	6.9	4,863	19.2	8.6	8.7	17.8	22.7	20.2	22.5	22.7	24.0	40.4	33.5	35.9	0.0	12.4	11.2
Total	2,677	372,563	100.0	63,237	20.1	9.6	9.4	17.6	27.6	22.1	21.5	24.7	23.3	40.8	26.8	34.5	0.0	11.2	10.7

*Source: 2015 ACS Census; 01/01/2017 - 12/31/2018 Bank Data, 2018 HMDA Aggregate Data.
Due to rounding, totals may not equal 100.0%*

Table P: Assessment Area Distribution of Home Mortgage Loans by Income Category of the Borrower																				2019
Assessment Area:	Total Home Mortgage Loans				Low-Income Borrowers			Moderate-Income Borrowers			Middle-Income Borrowers			Upper-Income Borrowers			Not Available-Income Borrowers			
	#	\$	% of Total	Overall Market	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	
Grand Rapids-Kentwood MSA	579	93,506	34.1	41,818	19.1	6.7	7.2	17.6	22.3	21.1	22.2	22.3	24.6	41.2	28.3	38.4	0.0	20.4	8.8	
Kalamazoo-Battle Creek-Portage CSA	305	38,556	18.0	15,558	20.6	21.3	9.6	17.4	25.9	20.9	20.5	22.0	23.7	41.4	25.2	34.5	0.0	5.6	11.3	
Lansing-East Lansing MSA	588	76,772	34.6	11,897	22.8	12.9	9.8	17.9	28.9	22.3	20.1	25.5	24.1	39.1	28.1	33.7	0.0	4.6	10.2	
MI non-MSA	226	21,843	13.3	4,356	19.2	13.7	7.5	17.8	22.1	17.9	22.8	26.5	23.9	40.2	29.2	38.2	0.0	8.4	12.5	
Total	1,698	230,676	100.0	73,629	20.1	12.4	8.2	17.6	25.2	21.1	21.5	23.9	24.3	40.7	27.8	36.8	0.0	10.7	9.8	

*Source: 2015 ACS Census; 01/01/2019 - 12/31/2019 Bank Data, 2019 HMDA Aggregate Data.
 Due to rounding, totals may not equal 100.0%*

Table P: Assessment Area Distribution of Home Mortgage Loans by Income Category of the Borrower																			2017-19	
Assessment Area:	Total Home Mortgage Loans				Low-Income Borrowers			Moderate-Income Borrowers			Middle-Income Borrowers			Upper-Income Borrowers			Not Available-Income Borrowers			
	#	\$	% of Total	Overall Market	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	
Detroit-Warren-Ann Arbor CSA	17,168	3,114,408	93.1	182,720	22.7	10.1	9.1	16.4	20.0	19.3	18.9	20.6	23.1	42.0	34.5	37.2	0.0	14.9	11.2	
Jackson MSA	1,166	130,879	6.3	5,455	22.3	11.3	8.3	17.5	22.2	20.7	20.2	26.7	23.5	40.0	32.0	34.8	0.0	7.8	12.8	
Niles MSA	109	18,766	0.6	5,350	22.6	8.3	8.6	17.0	18.3	17.8	19.4	21.1	19.7	40.9	37.6	44.4	0.0	14.7	9.5	
Total	18,443	3,264,053	100.0	193,525	22.6	10.1	9.1	16.4	20.1	19.3	19.0	21.0	23.1	41.9	34.3	37.3	0.0	14.4	11.2	

*Source: 2015 ACS Census; 01/01/2017 - 12/31/2019 Bank Data, 2019 HMDA Aggregate Data.
Due to rounding, totals may not equal 100.0%*

Table Q: Assessment Area Distribution of Loans to Small Businesses by Income Category of the Geography **2017-18**

Assessment Area:	Total Loans to Small Businesses				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
	#	\$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate
Grand Rapids-Kentwood MSA	36	6,605	13.4	16,990	3.6	0.0	3.7	14.6	11.1	13.8	48.8	44.4	48.9	33.0	44.4	33.6	0.0	0.0	0.0
Kalamazoo-Battle Creek-Portage CSA	25	2,088	9.3	5,663	7.2	0.0	7.4	21.4	16.0	19.9	44.7	52.0	43.1	26.4	32.0	29.6	0.4	0.0	0.1
Lansing-East Lansing MSA	16	2,673	5.9	4,987	9.9	12.5	12.4	20.6	6.3	17.3	35.7	31.3	33.0	30.5	50.0	35.1	3.4	0.0	2.1
MI Non-MSA	192	7,801	71.4	3,191	0.0	0.0	0.0	14.9	13.0	12.0	65.4	60.4	65.7	19.2	26.6	22.2	0.5	0.0	0.1
Total	269	19,167	100.0	30,831	5.0	0.7	5.4	17.2	12.6	15.3	47.9	55.8	47.0	29.1	30.9	31.9	0.8	0.0	0.4

Source: 2018 D&B Data; 01/01/2017 - 12/31/2018 Bank Data; 2018 CRA Aggregate Data.
 Due to rounding, totals may not equal 100.0%

Table Q: Assessment Area Distribution of Loans to Small Businesses by Income Category of the Geography														2019
Assessment Area:	Total Loans to Small Businesses			Low-Income Tracts		Moderate-Income Tracts		Middle-Income Tracts		Upper-Income Tracts		Not Available-Income Tracts		
	#	\$	% of Total	% Businesses	% Bank Loans	% Businesses	% Bank Loans	% Businesses	% Bank Loans	% Businesses	% Bank Loans	% Businesses	% Bank Loans	
Grand Rapids-Kentwood MSA	19	1,908	55.9	3.4	0.0	14.6	15.8	48.2	52.6	33.9	31.6	0.0	0.0	
Kalamazoo-Battle Creek-Portage CSA	3	306	8.8	6.7	0.0	21.5	33.3	48.4	66.7	23.0	0.0	0.3	0.0	
Lansing-East Lansing MSA	5	1,346	14.7	8.6	0.0	21.5	0.0	35.4	40.0	31.2	60.0	3.5	0.0	
MI non-MSA	7	785	20.6	0.0	0.0	16.2	14.3	61.9	42.9	21.4	42.9	0.5	0.0	
Total	34	4,345	100.0	4.7	0.0	17.6	14.7	47.5	50.0	29.4	35.3	0.8	0.0	

*Source: 2019 D&B Data; 01/01/2019 - 12/31/2019 Bank Data.
 Due to rounding, totals may not equal 100.0%*

Table Q: Assessment Area Distribution of Loans to Small Businesses by Income Category of the Geography **2017-19**

Assessment Area:	Total Loans to Small Businesses				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
	#	\$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate
Detroit -Warren -Ann Arbor CSA	559	142,492	90.7	100,104	7.6	9.7	6.7	18.7	19.3	17.8	33.2	30.8	32.7	39.4	37.9	41.9	1.1	2.3	0.9
Jackson MSA	29	4,579	4.7	1,807	9.7	17.2	11.2	28.6	37.9	25.1	40.6	37.9	41.0	20.8	6.9	22.7	0.3	0.0	0.0
Niles MSA	28	1,395	4.5	2,171	10.5	3.6	8.2	11.6	10.7	8.6	43.9	53.6	46.0	34.1	32.1	37.2	0.0	0.0	0.0
Total	616	148,466	100.0	104,082	7.7	9.7	6.8	18.7	19.8	17.7	33.7	32.1	33.2	38.8	36.2	41.4	1.1	2.1	0.9

Source: 2019 D&B Data; 01/01/2017 - 12/31/2019 Bank Data; 2018 CRA Aggregate Data.
 Due to rounding, totals may not equal 100.0%

Table R: Assessment Area Distribution of Loans to Small Businesses by Gross Annual Revenues												2017-18
Assessment Area:	Total Loans to Small Businesses				Businesses with Revenues <= 1MM			Businesses with Revenues > 1MM		Businesses with Revenues Not Available		
	#	\$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	% Businesses	% Bank Loans	
Grand Rapids-Kentwood MSA	36	6,605	13.4	16,990	78.7	22.2	41.9	9.1	52.8	12.2	25.0	
Kalamazoo-Battle Creek-Portage CSA	25	2,088	9.3	5,663	77.8	28.0	43.6	7.7	16.0	14.5	56.0	
Lansing-East Lansing MSA	16	2,673	5.9	4,987	78.0	18.8	45.6	7.0	25.0	15.0	56.3	
MI non-MSA	192	7,801	71.4	3,191	76.9	1.0	45.9	7.0	0.0	16.1	99.0	
Total	269	19,167	100.0	30,831	78.1	7.4	43.2	8.1	10.0	13.8	82.5	

Source: 2018 D&B Data; 01/01/2017 - 12/31/2018 Bank Data; 2018 CRA Aggregate Data.
Due to rounding, totals may not equal 100.0%

Table R: Assessment Area Distribution of Loans to Small Businesses by Gross Annual Revenues												2019
Assessment Area:	Total Loans to Small Businesses				Businesses with Revenues <= 1MM			Businesses with Revenues > 1MM		Businesses with Revenues Not Available		
	#	\$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	% Businesses	% Bank Loans	
Grand Rapids-Kentwood MSA	19	1,908	55.9	--	80.6	52.6	--	8.1	47.4	11.3	0.0	
Kalamazoo-Battle Creek-Portage CSA	3	306	8.8	--	79.5	0.0	--	6.9	100.0	13.6	0.0	
Lansing-East Lansing MSA	5	1,346	14.7	--	79.8	40.0	--	6.3	60.0	13.9	0.0	
MI non-MSA	7	785	20.6	--	77.9	100.0	--	6.8	0.0	15.3	0.0	
Total	34	4,345	100.0	--	79.9	55.9	--	7.3	44.1	12.8	0.0	

Source: 2019 D&B Data; 01/01/2019 - 12/31/2019 Bank Data; "--" data not available.
Due to rounding, totals may not equal 100.0%

Table R: Assessment Area Distribution of Loans to Small Businesses by Gross Annual Revenues											2017-19	
Assessment Area:	Total Loans to Small Businesses				Businesses with Revenues <= 1MM			Businesses with Revenues > 1MM		Businesses with Revenues Not Available		
	#	\$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	% Businesses	% Bank Loans	
Detroit-Warren-Ann Arbor CSA	559	142,492	90.7	100,104	83.9	32.6	46.1	6.5	45.3	9.6	22.2	
Jackson MSA	29	4,579	4.7	1,807	79.9	41.4	43.3	7.5	41.4	12.6	17.2	
Niles MSA	28	1,395	4.5	2,171	81.1	0.0	42.5	6.3	0.0	12.6	100.0	
Total	616	148,466	100.0	104,082	83.8	31.5	46.0	6.5	43.0	9.7	25.5	

*Source: 2019 D&B Data; 01/01/2017 - 12/31/2019 Bank Data; 2018 CRA Aggregate Data.
Due to rounding, totals may not equal 100.0%*

State of Ohio

Assessment Area:	Total Home Mortgage Loans				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
	#	\$	% of Total	Overall Market	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate
OH non-MSA	21	653	100.0	563	0.0	0.0	0.0	0.0	0.0	0.0	82.2	90.5	83.3	17.8	9.5	16.7	0.0	0.0	0.0
Total	21	653	100.0	563	0.0	0.0	0.0	0.0	0.0	0.0	82.2	90.5	83.3	17.8	9.5	16.7	0.0	0.0	0.0

*Source: 2015 ACS Census; 01/01/2019 - 12/31/2019 Bank Data, 2019 HMDA Aggregate Data.
Due to rounding, totals may not equal 100.0%*

Assessment Area:	Total Home Mortgage Loans				Low-Income Borrowers			Moderate-Income Borrowers			Middle-Income Borrowers			Upper-Income Borrowers			Not Available-Income Borrowers		
	#	\$	% of Total	Overall Market	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate
OH non-MSA	21	653	100.0	563	16.5	28.6	8.7	18.1	28.6	24.2	23.9	33.3	24.9	41.5	9.5	27.9	0.0	0.0	14.4
Total	21	653	100.0	563	16.5	28.6	8.7	18.1	28.6	24.2	23.9	33.3	24.9	41.5	9.5	27.9	0.0	0.0	14.4

*Source: 2015 ACS Census; 01/01/2019 - 12/31/2019 Bank Data, 2019 HMDA Aggregate Data.
Due to rounding, totals may not equal 100.0%*

Table Q: Assessment Area Distribution of Loans to Small Businesses by Income Category of the Geography **2019**

Assessment Area:	Total Loans to Small Businesses				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
	#	\$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate
OH Non-MSA	3	82	100.0	320	0.0	0.0	0.0	0.0	0.0	0.0	84.5	33.3	87.5	15.5	66.7	12.5	0.0	0.0	0.0
Total	3	82	100.0	320	0.0	0.0	0.0	0.0	0.0	0.0	84.5	33.3	87.5	15.5	66.7	12.5	0.0	0.0	0.0

Source: 2019 D&B Data; 01/01/2019 - 12/31/2019 Bank Data; 2018 CRA Aggregate Data.
 Due to rounding, totals may not equal 100.0%

Table R: Assessment Area Distribution of Loans to Small Businesses by Gross Annual Revenues **2019**

Assessment Area:	Total Loans to Small Businesses				Businesses with Revenues <= 1MM			Businesses with Revenues > 1MM		Businesses with Revenues Not Available	
	#	\$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	% Businesses	% Bank Loans
OH non-MSA	3	82	100.0	320	76.3	100.0	49.4	6.8	0.0	16.9	0.0
Total	3	82	100.0	320	76.3	100.0	49.4	6.8	0.0	16.9	0.0

Source: 2019 D&B Data; 01/01/2019 - 12/31/2019 Bank Data; 2018 CRA Aggregate Data.
 Due to rounding, totals may not equal 100.0%

State of Wisconsin

Assessment Area:	Total Home Mortgage Loans				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
	#	\$	% of Total	Overall Market	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate
Green Bay MSA	72	10,125	52.2	2,133	0.0	0.0	0.0	21.3	19.4	19.8	55.8	45.8	50.6	23.0	34.7	29.6	0.0	0.0	0.0
WI non-MSA	66	7,746	47.8	1,393	0.0	0.0	0.0	17.4	7.6	19.1	82.6	92.4	80.9	0.0	0.0	0.0	0.0	0.0	0.0
Total	138	17,872	100.0	3,526	0.0	0.0	0.0	19.3	13.8	19.5	69.6	68.1	62.6	11.1	18.1	17.9	0.0	0.0	0.0

*Source: 2015 ACS Census; 01/01/2019 - 12/31/2019 Bank Data, 2019 HMDA Aggregate Data.
Due to rounding, totals may not equal 100.0%*

Assessment Area:	Total Home Mortgage Loans				Low-Income Borrowers			Moderate-Income Borrowers			Middle-Income Borrowers			Upper-Income Borrowers			Not Available-Income Borrowers		
	#	\$	% of Total	Overall Market	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate
Green Bay MSA	72	10,125	52.2	2,133	20.9	15.3	10.1	19.9	31.9	18.7	23.8	25.0	21.3	35.4	16.7	29.5	0.0	11.1	20.3
WI non-MSA	66	7,746	47.8	1,393	20.3	6.1	8.2	22.0	30.3	19.9	24.8	22.7	19.9	32.9	31.8	35.2	0.0	9.1	16.8
Total	138	17,872	100.0	3,526	20.6	10.9	9.3	21.0	31.2	19.2	24.3	23.9	20.8	34.1	23.9	31.8	0.0	10.1	18.9

*Source: 2015 ACS Census; 01/01/2019 - 12/31/2019 Bank Data, 2019 HMDA Aggregate Data.
Due to rounding, totals may not equal 100.0%*

Table Q: Assessment Area Distribution of Loans to Small Businesses by Income Category of the Geography **2019**

Assessment Area:	Total Loans to Small Businesses				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
	#	\$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate
Green Bay MSA	2	169	100.0	461	0.0	0.0	0.0	19.2	50.0	17.4	62.1	50.0	55.1	18.8	0.0	27.5	0.0	0.0	0.0
WI Non-MSA	0	0	0.0	456	0.0	0.0	0.0	11.6	0.0	15.6	88.4	0.0	84.4	0.0	0.0	0.0	0.0	0.0	0.0
Total	2	169	100.0	917	0.0	0.0	0.0	15.1	50.0	16.5	76.2	50.0	69.7	8.7	0.0	13.9	0.0	0.0	0.0

Source: 2019 D&B Data; 01/01/2019 - 12/31/2019 Bank Data; 2018 CRA Aggregate Data.
Due to rounding, totals may not equal 100.0%

Table R: Assessment Area Distribution of Loans to Small Businesses by Gross Annual Revenues **2019**

Assessment Area:	Total Loans to Small Businesses				Businesses with Revenues <= 1MM			Businesses with Revenues > 1MM		Businesses with Revenues Not Available	
	#	\$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	% Businesses	% Bank Loans
Green Bay MSA	2	169	100.0	461	83.5	100.0	49.7	4.7	0.0	11.8	0.0
WI non-MSA	0	0	0.0	456	76.7	0.0	51.3	7.1	0.0	16.2	0.0
Total	2	169	100.0	917	79.9	100.0	50.5	6.0	0.0	14.1	0.0

Source: 2019 D&B Data; 01/01/2019 - 12/31/2019 Bank Data; 2018 CRA Aggregate Data.
Due to rounding, totals may not equal 100.0%

EXHIBIT 12

CRA Public Evaluation: New York Community Bank

PUBLIC DISCLOSURE

September 24, 2020

COMMUNITY REINVESTMENT ACT PERFORMANCE EVALUATION

New York Community Bank
Certificate Number: 16022

102 Duffy Avenue
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New York Regional Office

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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, nor should it 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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INSTITUTION RATING

INSTITUTION’S CRA RATING: This institution is rated **Satisfactory**.

An institution in this group has a satisfactory record of helping to meet the credit needs of its assessment areas, including low- and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

PERFORMANCE LEVELS	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 Lending Test is rated High Satisfactory.

- Lending levels reflect good responsiveness to assessment area credit needs.
- An adequate percentage of loans are made in the bank’s assessment areas.
- The geographic distribution of loans reflects good penetration throughout the assessment areas.
- The distribution of borrowers reflects adequate penetration among retail customers of different income levels.
- The bank uses innovative and/or flexible lending practices in order to serve assessment area credit needs.
- The bank is a leader in making community development loans.

The Investment Test is rated High Satisfactory.

- The bank has a significant level of qualified community development investments and grants, occasionally in a leadership position, particularly those that are not routinely provided by private investors.
- The bank exhibits good responsiveness to credit and community economic development needs.
- The bank occasionally uses innovative and/or complex investments to support community development initiatives.

The Service Test is rated High Satisfactory.

- Delivery systems are reasonably accessible to essentially all portions of the bank's assessment areas.
- To the extent changes have been made, the bank's opening and closing of branches has generally not adversely affected the accessibility of its delivery systems, particularly in low- and moderate-income geographies or to low- and moderate-income individuals.
- Services do not vary in a way that inconveniences certain portions of the assessment areas, particularly low- and moderate-income geographies or individuals.
- The bank provides a relatively high level of community development services.

DESCRIPTION OF INSTITUTION

Background

New York Community Bank (NYCB) is a New York State-chartered savings bank established in 1859 and headquartered in Hicksville, New York. NYCB operates in five states including Arizona, Florida, New Jersey, New York, and Ohio. The bank is a wholly owned subsidiary of New York Community Bancorp (Bancorp), a bank holding company headquartered in Westbury, New York. In November 2018, NYCB merged with New York Commercial Bank, NYCB's former affiliate and a subsidiary of Bancorp.

The FDIC assigned NYCB a rating of "Satisfactory" at the prior Community Reinvestment Act (CRA) Performance Evaluation dated October 17, 2017, based on Interagency Large Institution CRA Examination Procedures.

Operations

NYCB operates 237 branch offices in Arizona, Florida, New York, New Jersey, and Ohio. The New York branches operate under the New York Community Bank name, as well as under the names Atlantic Bank, Queens County Savings Bank, Richmond County Savings Bank, Roosevelt Savings Bank, and Roslyn Savings Bank. The New Jersey branches operate under the name Garden State Community Bank. The Arizona and Florida branches operate under the name AmTrust, while the Ohio branches operate under the name Ohio Savings Bank.

NYCB offers various deposit products such as checking, money market, and savings accounts, as well as personal retirement accounts and certificates of deposit (CD). Alternative banking services include online and mobile banking, electronic bill pay, bank by mail, and access to 341 proprietary automated teller machines (ATMs).

The primary focus of NYCB's business model is multi-family lending. The bank originates a significant portion of its multi-family loans in New York and New Jersey, with rent-regulated apartment buildings as the predominant housing type. The bank also engages in multi-family lending in Arizona, Florida, and Ohio. A smaller portion of NYCB's lending is in commercial real estate and commercial and industrial lending, which includes some small business lending. In September 2017, NYCB sold its mortgage subsidiary, New York Community Bank Mortgage Company, which included a majority of the bank's 1-4 family loan portfolio. NYCB no longer originates consumer-purpose 1-4 family loans, but has periodically purchased 1-4 family loan portfolios in order to support its ongoing CRA activities.

Ability and Capacity

Based on the bank's June 30, 2020 Consolidated Report of Condition and Income (Call Report), NYCB reported total assets of \$54.2 billion, total deposits of \$31.9 billion, and total equity capital of \$7.2 billion. Loans represent the bank's primary asset, with multi-family and commercial real estate loans representing 74.6 percent and 16.3 percent of the portfolio, respectively. These lending

activities are heavily concentrated in the bank's New York and New Jersey markets. Commercial and industrial loans make up 4.0 percent of the portfolio. The following table illustrates the institution's loan portfolio.

Loan Portfolio Distribution as of 6/30/2020		
Loan Category	\$(000s)	%
Construction, Land Development, and Other Land Loans	126,306	0.3
Secured by Farmland	0	0.0
Secured by 1-4 Family Residential Properties	321,045	0.8
Secured by Multifamily (5 or more) Residential Properties	31,620,151	74.6
Secured by Nonfarm Nonresidential Properties	6,932,775	16.3
Total Real Estate Loans	39,000,277	92.0
Commercial and Industrial Loans	1,678,351	4.0
Agricultural Production and Other Loans to Farmers	0	0.0
Consumer Loans	2,471	<0.1
Obligations of State and Political Subdivisions in the U.S.	0	0.0
Other Loans	4,280	<0.1
Lease Financing Receivable (net of unearned income)	1,724,170	4.0
Total Loans	42,409,549	100.0
<i>Source: Call Report</i>		

Examiners did not identify any financial, legal, or other impediments that affect the bank's ability to meet assessment area credit needs.

DESCRIPTION OF ASSESSMENT AREAS

The CRA requires each financial institution to define one or more assessment areas within which its CRA performance will be evaluated. NYCB designated the following seven assessment areas within its five rated areas:

New York-Newark-Jersey City, NY-NJ-PA Metropolitan Statistical Area (MSA) (NY-NJ Multistate MSA): This assessment area consists of 19 contiguous counties, including 9 counties in New York and 10 counties in New Jersey. The New York portion of the assessment area includes Bronx, Kings, Nassau, New York, Queens, Richmond, Rockland, Suffolk, and Westchester Counties. Nassau and Suffolk Counties are in the Nassau County-Suffolk County, NY Metropolitan Division (MD) (#35004). The remaining counties in New York are in the New York-Jersey City-White Plains, NY-NJ MD (#35614). The New Jersey portion of the assessment area includes Bergen, Essex, Hudson, Middlesex, Monmouth, Morris, Ocean, Passaic, Somerset, and Union Counties. Essex, Morris, and Union Counties are in the Newark, NJ-PA MD (#35084); Bergen, Hudson, and Passaic Counties are in the New York-Jersey City-White Plains, NY-NJ MD (#35614); and Middlesex, Monmouth, Ocean, and Somerset Counties are in the New Brunswick-Lakewood, NJ MD (#35154). Since the previous evaluation, NYCB expanded this assessment area to include Bergen, Morris, Passaic, and Somerset Counties in New Jersey, and Rockland County, New York. Notably, the four MDs within the bank's assessment area (#35004, #35614, #35084, and #35154) compose the New York-Newark-Jersey City, NY-NJ-PA Metropolitan Statistical Area (MSA).

Cleveland-Akron-Canton, OH Combined Statistical Area (CSA) (Cleveland, OH CSA): This assessment area consists of Cuyahoga, Geauga, Lake, Lorain, Medina, Portage, and Summit Counties, Ohio. While Cuyahoga, Geauga, Lake, Lorain and Medina Counties are in the Cleveland-Elyria, OH MSA (#17460), Portage and Summit Counties are in the Akron, OH MSA (#10420). Both MSAs are part of the larger Cleveland-Akron-Canton, OH CSA (#184).

Miami-Port St. Lucie-Fort Lauderdale, FL CSA (Southeast Florida): This assessment area consists of five contiguous counties in southeastern Florida, including Broward, Martin, Miami-Dade, Palm Beach, and St. Lucie Counties. While Martin and St. Lucie Counties are in the Port St. Lucie, FL MSA (#38940), Broward, Miami-Dade, and Palm Beach Counties are in the Miami-Fort Lauderdale-Pompano Beach, FL MSA (#33100). Both MSAs are within the Miami-Port St. Lucie-Fort Lauderdale, FL CSA (#370).

Cape Coral-Fort Myers-Naples, FL CSA (Southwest Florida): This assessment area consists of two contiguous counties, Collier and Lee Counties, in southwestern Florida. Collier County is located in the Naples-Marco Island, FL MSA (#34940), and Lee County is in the Cape Coral-Fort Myers-Naples, FL MSA (#15980). Both MSAs are within the Cape Coral-Fort Myers-Naples, FL CSA (#163).

Phoenix-Mesa-Chandler, AZ MSA (Phoenix, AZ MSA): This assessment area includes Maricopa County, Arizona, located within the Phoenix-Mesa-Chandler, AZ MSA (#38060).

Prescott Valley-Prescott, AZ MSA (Prescott, AZ MSA): This assessment area includes Yavapai County, Arizona, located in the Prescott Valley-Prescott, AZ MSA (#39150).

Trenton-Princeton, NJ MSA (Trenton, NJ MSA): This assessment area includes Mercer County, New Jersey, located in the Trenton-Princeton, NJ MSA (#45940).

Please refer to the Description of Institution's Operations section within each individual assessment area for more detail regarding those areas.

SCOPE OF EVALUATION

General Information

This evaluation covers the period from the prior evaluation dated October 17, 2017, to the current evaluation dated September 24, 2020. Examiners used the Interagency Large Institution CRA Examination Procedures to evaluate NYCB's CRA performance. These procedures include the Lending, Investment, and Service Tests (see Appendices for complete descriptions). Examiners weighted performance under the Lending Test more heavily than performance under the Investment and Service Tests when arriving at the overall rating.

Examiners conducted a full-scope review of the bank's performance in each of its assessment areas. The NY-NJ Multistate assessment area received the greatest weight when determining the overall rating, as this area accounted for a majority of the bank's loans, deposits, and branch office locations.

NYCB elected to include for consideration in this evaluation the multi-family and small business loans originated by its former affiliate, New York Commercial Bank. Although CRA examination procedures prohibit the consideration of affiliate lending in the Assessment Area Concentration criterion, this evaluation includes the affiliate loans in the Geographic Distribution and Borrower Profile performance criteria.

Activities Reviewed

Examiners reviewed NYCB's multi-family, 1-4 family, and small business loans to assess its lending performance, as these loans represent the bank's major product lines based on its business strategy and the number and dollar volume of loans originated or purchased during the evaluation period. NYCB did not originate any farm loans during the review period; therefore, the evaluation does not include small farm loan data.

Examiners reviewed the bank's multi-family loans for 2017, 2018, and 2019, using data reported pursuant to the Home Mortgage Disclosure Act (HMDA). During the review period, the bank's multi-family HMDA activity included 233 loans totaling \$2.1 billion in 2017; 894 loans totaling \$6 billion in 2018; and 764 loans totaling \$5.7 billion in 2019. While examiners analyzed multi-family lending for all three years, the evaluation only presents the 2018 and 2019 data under the Geographic Distribution criterion, as the lending performance in 2017 was consistent with 2018 and 2019. Examiners compared the bank's multi-family HMDA lending to the 2018 and 2019 aggregate HMDA data and to the U.S. Census Bureau's 2015 American Community Survey (ACS) data.

Examiners also reviewed the bank's multi-family New York Modification, Extension, and Consolidation Agreements (MECAs) for 2017. (New York MECAs are essentially refinance transactions where the original loan is not satisfied, but is instead consolidated and modified into a new loan under New York Tax Law Section 255.) In 2017, NYCB originated 590 multi-family MECAs totaling \$4 billion. Effective January 1, 2018, New York MECAs became HMDA-reportable and, as a result, are included in the 2018 and 2019 HMDA data. Since MECAs were not HMDA-reportable for 2017, examiners presented the data separately under the Assessment Area Concentration criterion.

Examiners also analyzed the bank's HMDA-reportable 1-4 family loans for 2017, 2018, and 2019. NYCB's 1-4 family HMDA activity included 6,422 loans totaling \$1.8 billion in 2017; 13 loans totaling \$24.5 million in 2018; and 512 loans totaling \$97.6 million in 2019. Examiners used the 2017, 2018, and 2019 aggregate data and the 2015 ACS data for comparison purposes.

Examiners also analyzed NYCB's small business lending activity for 2017, 2018, and 2019. The bank reported 86 small business loans totaling \$35 million in 2017; 132 small business loans totaling \$63.6 million in 2018; and 229 small business loans totaling \$102.6 million in 2019. While examiners analyzed small business lending data for all three years, the evaluation only presents the 2018 and 2019 data under the Geographic Distribution and Borrower Profile performance criteria, as lending performance in 2017 was consistent with 2018 and 2019. Examiners reviewed 2018 aggregate data and D&B demographic data for comparison purposes.

For the Lending Test, examiners placed greater weight on NYCB's multi-family lending in evaluating its performance in its NY-NJ Multistate MSA assessment area, as the bank originated a greater number and dollar volume of multi-family loans compared to 1-4 family loans and small business loans. Examiners placed greater or equal weight on NYCB's 1-4 family lending in the remaining assessment areas, as the bank originated a comparatively lower number of multi-family loans in those areas. Additionally, while this evaluation presents both the number and dollar volume of loans, examiners emphasized performance by number of loans because the number of loans is a better indicator of the number of individuals or businesses served.

The evaluation of the bank's community development loans, investments, and services includes all qualified activities since the prior evaluation to the current evaluation date of September 24, 2020. The Investment Test includes investments and grants made during the current evaluation period, and the current book value of any qualified investments outstanding from the prior evaluation.

Other Information

The FDIC received one comment letter regarding NYCB's CRA performance from a New York City-based affordable housing organization. Examiners considered the information provided by the organization in the analysis and performance conclusions. For additional information, please refer to the comment letter, which is maintained in NYCB's CRA public file.

CONCLUSIONS ON PERFORMANCE CRITERIA

LENDING TEST

NYCB's overall Lending Test performance is rated "High Satisfactory." The bank's good performance in the Lending Activity, Geographic Distribution, and Innovative or Flexible Lending Practices criteria, and its outstanding performance in the Community Development Lending criterion supports this rating. NYCB's overall Lending Test performance was consistent with the conclusions for the NY-NJ Multistate MSA and Arizona rated areas, but differed from the Ohio, Florida, and New Jersey rated areas. The bank's performance in its NY-NJ Multistate MSA rated area contributed the most weight when arriving at conclusions for each performance criteria in the Lending Test.

This section presents NYCB's Lending Test performance at the institution level. Refer to the separate assessment area sections for details regarding the bank's performance in those specific areas.

Lending Activity

NYCB's lending levels reflect good responsiveness to assessment area credit needs. The bank's lending activity in the NY-NJ Multistate MSA assessment area contributed the greatest weight to this conclusion.

NYCB's assets consist primarily of loans. As of June 30, 2020, loans totaled \$42.4 billion and composed 77.9 percent of total assets. The loan portfolio grew \$5.9 billion, or 16.1 percent, since

the prior evaluation. The bank's primary lending focus continues to be the origination of loans secured by multi-family properties. NYCB's growth since the prior evaluation is due primarily to the merger with its former affiliate, New York Commercial Bank.

Although NYCB has historically been a significant 1-4 family lender, it made a strategic decision to sell its home mortgage division in September 2017, and to discontinue the origination of consumer-purpose 1-4 family loans. However, the bank purchased 1-4 family loans in 2019 to support its CRA performance in each of its assessment areas except for the NY-NJ Multistate MSA and Trenton, NJ MSA assessment areas.

Assessment Area Concentration

NYCB originated and purchased an adequate percentage of its loans within its assessment areas on a combined basis. In accordance with the CRA examination procedures, this performance criterion considered NYCB's loans only, and did not include the multi-family and small business loans originated or purchased by its former affiliate, New York Commercial Bank. Examiners assessed the bank's performance under this factor at the institution level only.

The following table shows the distribution of multi-family (including MECA multi-family), 1-4 family, and small business loans by both number and dollar volume during the review period.

Lending Inside and Outside of the Assessment Areas										
Loan Category	Number of Loans				Total #	Dollar Amount of Loans \$(000s)				Total \$(000s)
	Inside		Outside			Inside		Outside		
	#	%	#	%		\$	%	\$	%	
HMDA Multi-family										
2017	134	57.5	99	42.5	233	796,308	37.3	1,339,397	62.7	2,135,705
2018	828	92.6	66	7.4	894	5,274,573	87.4	761,657	12.6	6,036,230
2019	716	93.7	48	6.3	764	5,016,461	87.3	731,566	12.7	5,748,027
Subtotal	1,678	88.7	213	11.3	1,891	11,087,342	79.7	2,832,620	20.3	13,919,962
MECA Multi-family										
2017	579	98.1	11	1.9	590	3,858,971	95.6	178,771	4.4	4,037,742
Subtotal	579	98.1	11	1.9	590	3,858,971	95.6	178,771	4.4	4,037,742
1-4 Family										
2017	1,351	21.0	5,071	79.0	6,422	303,057	17.1	1,465,086	82.9	1,768,143
2018	12	92.3	1	7.7	13	23,515	96.1	950	3.9	24,465
2019	512	100.0	0	0.0	512	97,581	100.0	0	0.0	97,581
Subtotal	1,875	27.0	5,072	73.0	6,947	424,153	22.4	1,466,036	77.6	1,890,189
Small Business										
2017	84	97.7	2	2.3	86	33,891	96.8	1,137	3.2	35,028
2018	130	98.5	2	1.5	132	62,237	97.9	1,344	2.1	63,581
2019	224	97.8	5	2.2	229	99,934	97.4	2,714	2.6	102,648
Subtotal	438	98.0	9	2.0	447	196,062	97.4	5,195	2.6	201,257
Total	4,570	46.3	5,305	53.7	9,875	15,566,528	77.6	4,482,622	22.4	20,049,150

Source: 1/1/2017 - 12/31/2019 Bank Data. Due to rounding, totals may not equal 100.0%.

As shown in the table, NYCB made less than a majority of its total number of loans inside its assessment areas for the review period. However, the large volume of 1-4 family loans originated outside the bank's assessment area in 2017 had a disproportionate and adverse skewing effect on the assessment area concentration. The high volume of 1-4 family loans outside the assessment area in 2017 was due to the bank's former home mortgage division, which extended home loans throughout the United States. Since the sale of this division in September 2017, the bank's 1-4 family lending, which consists mainly of purchased loans, is more heavily concentrated in the assessment areas. Notably, NYCB originated a majority of the number of loans within its assessment areas for all loan categories and for each year except for the 1-4 family loans in 2017. Additionally, the bank had a high percentage of its total dollar volume inside the assessment areas for the review period.

Given the bank's strong performance by total dollar volume and the consistently strong performance across all loan categories by number of loans, except for the 1-4 family loans in 2017, examiners determined that NYCB made an adequate percentage of its loans within its assessment areas.

Geographic Distribution

NYCB's geographic distribution of loans reflects good penetration throughout its assessment areas. NYCB's performance in the Geographic Distribution criterion varied among the rated areas, with the bank's good performance in its NY-NJ Multistate MSA assessment area contributing most to the overall conclusion.

Borrower Profile

The distribution of borrowers reflects, given the demographics of the assessment areas, adequate penetration among retail customers of different income levels. Examiners based this conclusion primarily upon NYCB's 1-4 family lending in each of its assessment areas and, to a lesser extent, the bank's small business lending in its NY-NJ Multistate MSA assessment area. Although multi-family lending is the bank's most significant product line, examiners did not analyze these loans under this performance criterion, as lenders do not collect or report borrower income information for such loans. NYCB's overall performance in the Borrower Profile criterion was generally consistent throughout the rated areas.

Innovative or Flexible Lending Practices

NYCB uses innovative and/or flexible lending practices to serve the credit needs of its assessment areas. Since NYCB offers each of these products throughout all of its assessment areas, examiners rated and discussed the bank's performance under this criterion at the institution level only.

Examiners noted that NYCB ceased offering several flexible lending programs since the prior evaluation, such as loans guaranteed by the Federal Housing Administration, the Federal National Mortgage Association, and the Federal Home Loan Mortgage Corporation, due to the sale of its 1-4 family lending division.

As shown in the table below, the bank's current flexible lending programs are primarily limited to supporting businesses affected by the COVID-19 pandemic, which included participation in the Paycheck Protection Program (PPP).

Innovative or Flexible Lending Programs						
Type of Program	2019		2020		Totals	
	#	\$(000s)	#	\$(000s)	#	\$(000s)
Paycheck Protection Program*	0	0	1,408	117,201	1,408	117,201
COVID-19 Loan Modification	0	0	1,116	7,195,585	1,116	7,195,585
Non-Profit Fee Waivers	2	1,800	2	1,793	4	3,593
Totals	2	1,800	2,526	7,314,579	2,528	7,316,379

*Source: Bank Data. *Only available in 2020.*

Below are details of the bank's innovative or flexible lending programs.

- Paycheck Protection Program Loans: NYCB participated in the Small Business Administration's (SBA) Paycheck Protection Program. This loan program provides a direct incentive for small businesses to keep their workers on their payroll. The SBA will forgive these loans if the business meets all employee retention criteria and uses the funds for eligible expenses.
- COVID-19 Loan Modifications: NYCB provided relief for its borrowers affected by the COVID-19 pandemic through loan modifications. These modifications included features such as an interest-only period, deferral of principal and interest payments, deferral of escrow payments, waiver of certain loan payment late fees, or the use of an interest reserve to make partial or full payments. The bank also created an innovative short-form modification agreement that allowed certain borrowers to receive a modification without the need for their own legal representation, which helped the borrower save costs in this process.
- Nonprofit Fee Waivers: NYCB continues to provide flexible community development loan considerations for nonprofit organizations, and financing of essential local projects, especially those serving primarily low- and moderate-income housing or other community development needs. NYCB may waive origination fees, interest rate floors (minimums), and other underwriting criteria to a number of nonprofit borrowing entities, including those involved in affordable housing, economic development, and social services.

Community Development Loans

This evaluation assessed the bank's community development lending, including the number and amount of community development loans, and their complexity and innovativeness. For affordable housing loans, examiners did not give community development credit for any multi-family loan secured by distressed or deteriorated properties, if applicable, which includes loans secured by buildings with excessive code violations that do not provide quality affordable housing.

NYCB is a leader in making community development loans. Examiners based this conclusion primarily on the bank's performance within its NY-NJ Multistate MSA assessment area, which received the greatest weight in the overall rating. NYCB's community development lending performance varied throughout the assessment areas, with the NY-NJ Multistate MSA assessment area accounting for a significant majority of the institution's community development loans. Overall, NYCB has been responsive to the opportunities for community development lending in its assessment areas.

During the evaluation period, the bank originated 1,096 community development loans totaling \$7.6 billion. This activity level represents 15.1 percent of average total assets and 19.4 percent of average total loans since the prior evaluation. This performance is similar to that reflected in the prior evaluation, which noted that the bank's community development loans totaled \$6.9 billion, and represented 15.5 percent of total assets and 19.0 percent of total loans as of June 30, 2017.

NYCB's community development loans primarily helped finance affordable housing initiatives and revitalization efforts in low- and moderate-income areas, consistent with the needs identified by community contacts. The following table illustrates the community development lending activity by rated area for each community development purpose.

Community Development Lending by Rated Area										
Rated Area	Affordable Housing		Community Services		Economic Development		Revitalize or Stabilize		Totals	
	#	\$(000s)	#	\$(000s)	#	\$(000s)	#	\$(000s)	#	\$(000s)
NY-NJ Multistate MSA	577	3,205,454	53	351,973	28	68,048	378	3,559,036	1,036	7,184,511
Ohio	9	37,319	0	0	0	0	3	10,475	12	47,794
Florida	3	44,300	4	12,223	1	2,830	10	68,650	18	128,003
Arizona	13	129,161	1	1,545	1	1,300	11	42,868	26	174,874
New Jersey	4	52,670	0	0	0	0	0	0	4	52,670
Total	606	3,468,904	58	365,741	30	72,178	402	3,681,029	1,096	7,587,851

Source: Bank Data

INVESTMENT TEST

NYCB's overall Investment Test performance is rated "High Satisfactory." The bank's significant level of qualified community development investments and grants primarily supports this rating. NYCB's overall Investment Test performance was consistent with the conclusions for the NY-NJ Multistate MSA, Florida, and New Jersey rated areas, but differed from the Ohio and Arizona areas. The bank's performance in its NY-NJ Multistate MSA rated area contributed the most weight when arriving at conclusions for each performance criteria in the Investment Test.

This section presents NYCB's Investment Test performance at the institution level. Refer to the separate assessment area sections for details regarding the bank's performance in those specific areas.

Investment and Grant Activity

NYCB has a significant level of qualified community development investments and grants, occasionally in a leadership position, particularly those that are not routinely provided by private investors.

During the evaluation period, the bank reported 950 qualified investments totaling \$277.1 million, which includes 18 new investments totaling \$98.3 million, 71 outstanding prior period investments with a current balance of \$172.2 million, and 861 grants totaling \$6.6 million. The total qualified investments and grants of \$277.1 million represent 0.6 percent of average total assets and 5.6 percent of average total securities. Total qualified investments declined slightly since the prior evaluation, which reported total qualified investments of \$283.8 million.

The NY-NJ Multistate MSA assessment area accounted for the greatest share of the qualified investments at 62.2 percent, followed by the Arizona assessment areas at 16.6 percent, the Florida assessment areas at 12.7 percent, the Ohio assessment area at 7.8 percent, and the New Jersey assessment area at 0.7 percent. Approximately 96.8 percent of the dollar volume of the bank's total

qualified investments supported affordable housing. These investments include mortgage-backed securities (MBSs) and low-income housing tax credits (LIHTCs). Most of the remaining investments funded community services.

The table below details the institution's qualified investments and grants by community development activity and area.

Qualified Investments and Donations by Rated Area										
Rated Area	Affordable Housing		Community Services		Economic Development		Revitalize or Stabilize		Totals	
	#	\$(000s)	#	\$(000s)	#	\$(000s)	#	\$(000s)	#	\$(000s)
NY-NJ Multistate MSA	97	164,083	522	4,215	32	3,216	68	868	719	172,382
Ohio	24	21,332	82	264	3	9	7	68	116	21,673
Florida	22	34,982	26	59	2	100	1	2	51	35,143
Arizona	21	46,016	34	44	0	0	1	<1	56	46,060
New Jersey	8	1,847	0	0	0	0	0	0	8	1,847
Total	172	268,260	664	4,582	37	3,325	77	938	950	277,105

Source: Bank Records

Responsiveness to Credit and Community Development Needs

NYCB exhibits good responsiveness to assessment area credit and community economic development needs. The bank's qualified investments primarily promoted affordable housing efforts, which is a community development need within the assessment areas.

Community Development Initiatives

The bank occasionally uses innovative and/or complex investments to support community development initiatives. Although the majority of NYCB's new investments consist of Federal National Mortgage Association MBS, which are not particularly innovative or complex, the New York City Community Fund investment discussed in the NY-NJ Multistate MSA section and the LIHTCs have innovative and/or complex characteristics.

NYCB uses investments in LIHTCs, which are funds that support the federal government's programs to provide affordable rental housing for low-income households. Investments in LIHTCs represent approximately 23.2 percent of the institution's qualified investments and present a higher degree of complexity than other investments, such as the MBS.

SERVICE TEST

NYCB's overall Service Test performance is rated "High Satisfactory." NYCB's good performance in the Community Development Services criterion primarily supports this rating. NYCB's overall performance was consistent with conclusions for the NY-NJ Multistate MSA assessment area, and generally consistent with the Ohio, Florida, Arizona, and New Jersey rated areas. The bank's performance in its NY-NJ Multistate MSA rated area contributed the most weight when arriving at conclusions for each performance criteria in the Service Test.

This section presents NYCB's Service Test performance at the institution level. Refer to the separate assessment area sections for details regarding the bank's performance in those specific areas.

Accessibility of Delivery Systems

Delivery systems are reasonably accessible to essentially all portions of the bank's assessment areas, including low- and moderate-income areas. NYCB operates 237 full-service branches and 341 ATMs. The table below details the distribution of the bank's branch office and ATM network by census tract income.

Branch and ATM Distribution by Geography Income Level								
Tract Income Level	Census Tracts		Population		Branches		ATMs	
	#	%	#	%	#	%	#	%
Low	859	11.0	3,481,644	10.4	7	3.0	8	2.3
Moderate	1,790	22.9	7,912,293	23.6	41	17.3	59	17.3
Middle	2,544	32.5	10,988,353	32.7	94	39.7	145	42.5
Upper	2,473	31.6	11,079,596	33.0	94	39.7	128	37.5
NA	156	2.0	95,388	0.3	1	0.4	1	0.3
Total	7,822	100.0	33,557,274	100.0	237	100.0	341	100.0

Source: 2015 ACS data and Bank Records

In addition to the physical access to NYCB's branches and ATMs, the bank offers other alternative delivery systems in all assessment areas that improve accessibility for its products and services for all geographies, including low- and moderate-income areas. These delivery systems include online banking, mobile banking, telephone banking, and bank by mail.

Changes in Branch Locations

To the extent changes have been made, the bank's opening and closing of branches has generally not adversely affected the accessibility of delivery systems, particularly in low- and moderate-income census tracts.

During the evaluation period, the bank did not open any new branch offices, though it acquired a number of branches operated by its affiliate New York Commercial Bank through its merger with that institution. NYCB closed 18 branch offices during the review period, including 17 branches in the NY-NJ Multistate MSA assessment area and 1 branch in the Southeast Florida assessment area. Of the closed branch offices, 7 were in moderate-income tracts, 7 were in middle-income

tracts, and 4 were in upper-income tracts. Regarding the branch closures in the moderate-income tracts, NYCB continued to operate branches in the same general neighborhoods or in other nearby areas, which helped mitigate the impact of the closures on those communities.

Reasonableness of Business Hours and Services

Services do not vary in a way that inconveniences certain portions of the assessment areas, particularly low- and moderate-income census tracts or individuals. NYCB's service hours and its loan and deposit products are generally similar throughout the assessment areas. Additionally, the bank offers several low-cost demand deposit accounts and interest bearing deposit accounts in each of its assessment areas, which are detailed below.

- *My Community Basic Checking Account* – A non-interest bearing checking account with a \$1 minimum deposit requirement to open, a \$2 monthly maintenance fee, and no monthly minimum balance requirement.
- *My Community Free Checking* – A non-interest bearing account with a \$1 minimum deposit requirement to open, no monthly maintenance fees, and no monthly minimum balance requirement.
- *My Community Interest Checking* – An interest-bearing checking account with a \$100 minimum deposit requirement to open, a \$6 monthly maintenance fee that can be waived with a \$500 daily minimum balance, and \$100 minimum daily balance requirement to earn interest.
- *My Community Military Checking* – A checking account for active and former military personnel, allowing for fee waivers, the ability to earn an additional 0.10 percent interest on CDs, a \$100 minimum deposit requirement to open, no minimum balance requirements, no monthly maintenance service charge, one free box of checks yearly, and six free non-NYCB ATM transactions per statement cycle.
- *My Community Savings* – An interest-bearing account with a \$100 minimum deposit requirement to open, a \$5 monthly maintenance fee that can be waived with a \$500 minimum daily balance, a \$200 minimum daily balance requirement to earn interest, and free access to ATMs.
- *Smart Student Banking* – Targeted to the underbanked, college-aged student population to encourage financial literacy skills in young adults, these non-interest bearing savings and checking accounts have no monthly service fees, no minimum requirements, and unlimited check writing.
- *Summer Youth Employment* – NYCB created this savings account to address the financial needs of young adults between the ages of 14 and 24 that participate in summer youth employment programs throughout its assessment areas. There is no minimum balance requirement, no monthly fees, and no bank fees for any non-NYCB ATM transactions.

In addition, during the partial government shutdown in 2018, which affected over 800,000 government employees in the bank's assessment areas, NYCB implemented some deposit practices to lessen the financial hardship. Specifically, the bank waived any non-sufficient fund fees charged to affected customers, and allowed penalty free CD withdrawals up to \$2,500 to help cover ongoing living expenses while unemployed.

Lastly, in response to COVID-19, NYCB implemented other deposit-related practices that lower costs for consumers, including:

- waiving overdraft protection fees,
- waiving non-sufficient and uncollected funds fees,
- waiving ATM/debit card fees, and
- waiving early withdrawal penalties for CDs.

Community Development Services

NYCB provided a relatively high level of community development services. During the evaluation period, NYCB staff provided 4,318 instances of community development services, which represents an increase from the 3,026 instances provided at the prior evaluation. The table below provides further detail by rated area.

Community Development Services by Rated Area					
Rated Area	Affordable Housing	Community Services	Economic Development	Revitalize or Stabilize	Totals
	#	#	#	#	#
NY-NJ Multistate MSA	74	2,754	15	16	2,859
Ohio	6	676	4	1	687
Florida	9	468	1	4	482
Arizona	27	255	6	0	288
New Jersey	3	0	0	0	3
Total	117	4,154	26	21	4,319
<i>Source: Bank Data</i>					

DISCRIMINATORY OR OTHER ILLEGAL CREDIT PRACTICES REVIEW

Examiners reviewed the bank's compliance with the laws relating to discrimination and other illegal credit practices, including the Fair Housing Act and the Equal Credit Opportunity Act. Examiners did not identify any discriminatory or other illegal credit practices.

NEW YORK-NEW JERSEY MULTISTATE AREA

CRA RATING FOR NEW YORK-NEWARK-JERSEY CITY, NY-NJ-PA METROPOLITAN STATISTICAL AREA: SATISFACTORY

The Lending Test is rated: High Satisfactory

The Investment Test is rated: High Satisfactory

The Service Test is rated: High Satisfactory

DESCRIPTION OF INSTITUTION'S OPERATIONS IN THE NEW YORK-NEWARK-JERSEY CITY, NY-NJ-PA METROPOLITAN STATISTICAL AREA

NYCB operates 168 of its 237 branches (70.9 percent) and 250 of its 341 ATMs (73.3 percent) in the NY-NJ Multistate MSA assessment area.

This assessment area consists of 19 contiguous counties, including 9 counties in New York and 10 counties in New Jersey. The New York portion of the assessment area includes Bronx, Kings, Nassau, New York, Queens, Richmond, Rockland, Suffolk, and Westchester Counties. The New Jersey portion of the assessment area includes Bergen, Essex, Hudson, Middlesex, Monmouth, Morris, Ocean, Passaic, Somerset, and Union Counties. As previously noted, the bank expanded this assessment area since the previous evaluation to include Bergen, Morris, Passaic, and Somerset Counties in New Jersey, and Rockland County, New York. The assessment area is centered around the New York City metropolitan area, and is situated entirely within the New York-Newark-Jersey City, NY-NJ-PA MSA.

The assessment area contains 4,438 census tracts, with income designations as follows:

- 495 low-income census tracts
- 959 moderate-income census tracts
- 1,466 middle-income census tracts
- 1,426 upper-income census tracts
- 92 census tracts with no income designation

Economic and Demographic Data

The table below provides select demographic characteristics of the NY-NJ Multistate MSA assessment area.

Demographic Information NY-NJ Multistate MSA Assessment Area						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	4,438	11.2	21.6	33.0	32.1	2.1
Population by Geography	18,879,338	11.9	22.6	31.9	33.4	0.2
Housing Units by Geography	7,406,704	11.1	21.7	31.5	35.5	0.2
Owner-Occupied Units by Geography	3,389,198	3.0	13.7	37.2	46.0	0.1
Occupied Rental Units by Geography	3,343,958	19.2	29.5	25.9	25.1	0.2
Vacant Units by Geography	673,548	11.2	23.4	31.4	33.8	0.2
Businesses by Geography	1,534,251	6.8	16.3	30.0	45.6	1.2
Farms by Geography	20,770	3.4	14.4	35.5	46.4	0.3
Family Distribution by Income Level	4,442,380	25.4	15.5	17.1	42.0	0.0
Household Distribution by Income Level	6,733,156	27.4	14.3	15.8	42.5	0.0
Median Family Income - 35004 Nassau County- Suffolk County, NY MD		\$108,193	Median Housing Value			\$467,644
Median Family Income - 35084 Newark, NJ-PA MD		\$90,570	Median Gross Rent			\$1,338
Median Family Income - 35154 New Brunswick- Lakewood, NJ MD		\$95,564	Families Below Poverty Level			11.5%
Median Family Income - 35614 New York-Jersey City-White Plains, NY-NJ MD		\$67,560				
<i>Source: 2015 ACS and 2019 D&B Data. Due to rounding, totals may not equal 100.0%. (*) The NA category consists of geographies that have not been assigned an income classification.</i>						

The table above shows that the median housing value is significantly higher than the median family income across the assessment area. Therefore, lenders may find it challenging to make affordable housing loans. In addition, the 11.5 percent of families living below the poverty level also limits the pool of available borrowers, as families living below the poverty line are unlikely to qualify for conventional home mortgage loans.

The table below shows the median family income ranges for the MDs represented in the assessment area.

Median Family Income Ranges NY-NJ Multistate MSA Assessment Area				
Median Family Incomes	Low <50%	Moderate 50% to <80%	Middle 80% to <120%	Upper ≥120%
Nassau County-Suffolk County, NY MD Median Family Income (35004)				
2017 (\$110,800)	<\$55,400	\$55,400 to <\$88,640	\$88,640 to <\$132,960	≥\$132,960
2018 (\$116,700)	<\$58,350	\$58,350 to <\$93,360	\$93,360 to <\$140,040	≥\$140,040
2019 (\$124,000)	<\$62,000	\$62,000 to <\$99,200	\$99,200 to <\$148,800	≥\$148,800
Newark, NJ-PA MD Median Family Income (35084)				
2017 (\$99,800)	<\$49,900	\$49,900 to <\$79,840	\$79,840 to <\$119,760	≥\$119,760
2018 (\$100,700)	<\$50,350	\$50,350 to <\$80,560	\$80,560 to <\$120,840	≥\$120,840
2019 (\$98,600)	<\$49,300	\$49,300 to <\$78,880	\$78,880 to <\$118,320	≥\$118,320
New Brunswick-Lakewood, NJ MD Median Family Income (35154)				
2019 (\$108,100)	<\$54,050	\$54,050 to <\$86,480	\$86,480 to <\$129,720	≥\$129,720
New York-Jersey City-White Plains, NY-NJ MD Median Family Income (35614)				
2017 (\$73,700)	<\$36,850	\$36,850 to <\$58,960	\$58,960 to <\$88,440	≥\$88,440
2018 (\$78,000)	<\$39,000	\$39,000 to <\$62,400	\$62,400 to <\$93,600	≥\$93,600
2019 (\$79,300)	<\$39,650	\$39,650 to <\$63,440	\$63,440 to <\$95,160	≥\$95,160
<i>Source: FFIEC</i>				

According to 2019 D&B data, there were 1,534,251 businesses operating in the assessment area. The businesses had gross annual revenues (GARs) as follows:

- 87.6 percent had GARs of \$1 million or less
- 5.8 percent had GARs greater than \$1 million
- 6.6 percent did not report revenues

Service industries represented the greatest percentage of businesses in the assessment area at 42.4 percent, followed by non-classifiable establishments at 16.7 percent and retail trade at 13.2 percent. In addition, 64.7 percent of the businesses had four or fewer employees, and 92.2 percent operated out of a single location.

According to data obtained from the Bureau of Labor Statistics, the states of New York and New Jersey have experienced significant increases in their unemployment rates over the last year, primarily due to the effects of the COVID-19 pandemic. The table below provides further detail.

Unemployment Rates				
NY-NJ Multistate MSA Assessment Area				
Area	July 2017	July 2018	July 2019	July 2020
	%	%	%	%
New York-Newark-Jersey City, NY-NJ-PA MSA	4.9	4.3	4.0	16.4
New York City	4.7	4.1	3.9	19.9
New York	4.8	4.0	3.9	15.9
New Jersey	4.7	4.0	3.3	14.2
<i>Source: Bureau of Labor Statistics</i>				

According to data obtained from Moody's Analytics, the top employers in the assessment area include Montefiore Health System, Northwell Health, and Newark International Airport.

Competition

The assessment area is a highly competitive market for financial services. According to FDIC Deposit Market Share data as of June 30, 2020, 175 financial institutions operated 4,804 offices within the bank's assessment area. Of these institutions, NYCB ranked fourteenth with a deposit market share of 1.1 percent.

The assessment area is also a highly competitive market for multi-family loans. According to 2019 aggregate data, 173 lenders originated or purchased 5,332 multi-family loans totaling \$36.6 billion in the assessment area. Out of this group of lenders, NYCB ranked second by count with a 12.6 percent market share, and first by total dollar amount with a 12.1 percent market share. Another top lender, JPMorgan Chase Bank, N.A., ranked first by count with a 15.4 percent market share, and second by total dollar amount with a 10.2 percent market share. This ranking suggests that NYCB is a leading competitor in the multi-family lending market.

Significant competition also exists for small business loans within the area. According to 2018 aggregate data, 307 lenders reported 614,724 small business loans originated or purchased in the assessment area. Of this group of lenders, NYCB ranked 81st with a market share of less than 0.1 percent. The two most prominent small business lenders, American Express National Bank and Chase Bank USA, N.A., accounted for 53.9 percent of total market share by number of loans.

Significant competition exists in the assessment area for home mortgage loans among banks, credit unions, and non-depository mortgage lenders. In 2019, 775 lenders reported 383,590 1-4 family loans originated or purchased in the assessment area. NYCB ranked 551st out of this group of lenders with a less than 0.1 percent market share. Large national banks, including Wells Fargo Bank N.A., JPMorgan Chase Bank, N.A., and Quicken Loans, dominate the assessment area. Collectively, these lenders represented 21.8 percent of all 1-4 family loan originations and purchases in 2019.

Community Contact

Examiners reviewed a recent community contact with a representative from a community development corporation active within the NY-NJ Multistate MSA assessment area to identify the

area's credit and community development needs. The organization focuses on affordable housing. The contact identified a concern relating to the effect of the pandemic on low-income areas, specifically the impact of possible foreclosures. The contact was also concerned that funds normally used for affordable housing and community development are being redirected to issues caused by the pandemic. The contact identified a need for more grants from financial institutions, as well as financial literacy programs for low- and moderate-income individuals.

Credit and Community Development Needs and Opportunities

Based on the area's demographics and the information obtained from the community contact, affordable housing loans, small business loans, and loans to mitigate the impact of the COVID-19 pandemic represent significant credit and community development needs in the assessment area. There is also a need for banks to work with borrowers, particularly property owners of multi-family housing, to mitigate the impact of the pandemic on low- and moderate-income tenants who have lost employment. Demographic data suggests that there are opportunities to make loans in the assessment area, particularly affordable housing loans, based on the high number of renter-occupied housing units in the low- and moderate-income areas.

SCOPE OF EVALUATION – NEW YORK-NEWARK-JERSEY CITY, NY-NJ-PA METROPOLITAN STATISTICAL AREA

Examiners used full-scope examination procedures to evaluate the bank's performance in the NY-NJ Multistate MSA assessment area. Examiners reviewed the bank's multi-family, small business, and 1-4 family lending in this assessment area. Examiners placed the greatest weight on the bank's multi-family lending performance, as this loan type represents its primary product in this assessment area and had the highest volume by both number and dollar amount. Refer to the overall Scope of Evaluation section for further details.

CONCLUSIONS ON PERFORMANCE CRITERIA IN THE NEW YORK-NEWARK-JERSEY CITY, NY-NJ-PA METROPOLITAN STATISTICAL AREA

LENDING TEST

NYCB is rated "High Satisfactory" in the Lending Test for the NY-NJ Multistate MSA assessment area. The bank's good performance in the Lending Activity and Geographic Distribution criteria, and its outstanding performance in the Community Development Lending criterion primarily supports this conclusion.

Lending Activity

NYCB's lending levels reflect good responsiveness to the credit needs of the NY-NJ Multistate MSA assessment area. Examiners based this conclusion on the bank's excellent responsiveness for multi-family loans and adequate responsiveness for small business loans.

The bank's multi-family lending levels reflect excellent responsiveness to assessment area credit needs. Multi-family lending decreased slightly during the review period. In 2018, NYCB reported 803 multi-family loans totaling \$5.1 billion. In 2019, the bank reported 673 multi-family loans totaling \$4.4 billion, which represented a 12.6 percent market share. In 2019, NYCB ranked second out of 173 lenders that reported a multi-family loan origination or purchase in the assessment area.

The bank's small business lending levels reflect adequate responsiveness in the assessment area. NYCB's small business lending increased slightly during the review period. In 2018, the bank and its former affiliate originated or purchased 203 small business loans totaling \$91.8 million. According to the 2018 aggregate small business loan data, NYCB and New York Commercial Bank each had a less than 0.1 percent market share and ranked 81st and 91st, respectively, out of 307 lenders that reported a small business loan origination or purchase in the assessment area. In 2019, the bank reported 223 small business loans totaling \$99.2 million. Aggregate data for 2019 was not available for comparison purposes.

NYCB's 1-4 family lending levels reflected poor responsiveness to the assessment area's credit needs. The bank's 1-4 family lending declined over the evaluation period, primarily due to the bank's decision to stop offering 1-4 family loans in 2017. In 2017, the bank reported 474 1-4 family loans within the assessment area for \$151.7 million. In 2018, the bank reported 12 1-4 family loans totaling \$23.5 million. In 2019, the bank reported five 1-4 family loans for \$5 million, which represented a less than 0.1 percent market share. In 2019, NYCB ranked 551st out of 775 lenders that reported a 1-4 family loan origination or purchase in the assessment area.

Geographic Distribution

The geographic distribution of NYCB's lending activity reflects good penetration throughout this assessment area. Examiners based this conclusion primarily on NYCB's multi-family lending performance, since multi-family loans represent the bank's most significant product line within this assessment area.

Multi-family Loans

The geographic distribution of multi-family loans reflects good penetration throughout this assessment area. The following table details the distribution of multi-family loans by tract income level.

Geographic Distribution of Multi-family Loans NY-NJ Multistate MSA Assessment Area						
Tract Income Level	% of Multi-family Housing Units	Aggregate Performance % of #	#	%	\$(000s)	%
Low						
2018	21.1	21.1	174	21.7	891,747	17.4
2019	18.5	19.8	124	18.4	869,637	19.7
Moderate						
2018	25.4	33.1	283	35.2	1,659,605	32.4
2019	25.7	32.4	236	35.1	1,462,360	33.1
Middle						
2018	20.0	19.0	154	19.2	1,002,464	19.6
2019	21.7	20.1	127	18.9	999,658	22.6
Upper						
2018	33.2	26.6	190	23.7	1,542,391	30.1
2019	33.8	27.4	185	27.5	1,089,197	24.6
Not Available						
2018	0.3	0.2	2	0.2	23,838	0.5
2019	0.3	0.3	1	0.1	1,115	0.0
Totals						
2018	100.0	100.0	803	100.0	5,120,045	100.0
2019	100.0	100.0	673	100.0	4,421,967	100.0

Source: 2015 ACS; Bank Data, 2018 & 2019 HMDA Aggregate Data. Due to rounding, totals may not equal 100.0%.

As shown in the table, the percentage of multi-family loans within the low-income census tracts in 2018 exceeded the demographic comparison and the aggregate performance. In 2019, lending in the low-income tracts decreased, but was only nominally below the demographic comparison and the aggregate performance. As a result, NYCB's distribution of multi-family loans in the low-income tracts is good.

The percentage of multi-family loans within the moderate-income census tracts in 2018 exceeded both the demographic comparison and the aggregate performance. In 2019, the bank's lending level in the moderate-income tracts was almost unchanged as a percent of total loans, and continued to exceed both the demographic comparison and the aggregate performance. Overall, NYCB's distribution of multi-family loans in the moderate-income tracts is good.

Small Business Loans

The geographic distribution of small business loans reflects adequate penetration throughout this assessment area, based primarily on its good performance in the moderate-income tracts. The following table details the distribution of small business loans by tract income level.

Geographic Distribution of Small Business Loans NY-NJ Multistate MSA Assessment Area						
Tract Income Level	% of Businesses	Aggregate Performance % of #	#	%	\$(000s)	%
Low						
2018	7.4	7.3	5	2.5	2,400	2.6
2019	6.8	--	4	1.8	2,150	2.2
Moderate						
2018	15.9	16.3	30	14.8	10,208	11.1
2019	16.3	--	36	16.1	16,322	16.4
Middle						
2018	28.1	27.2	74	36.5	29,291	31.9
2019	30.0	--	86	38.6	37,876	38.2
Upper						
2018	47.4	48.2	85	41.9	43,867	47.8
2019	45.6	--	93	41.7	40,036	40.3
Not Available						
2018	1.2	1.0	9	4.4	6,000	6.6
2019	1.3	--	4	1.8	2,850	2.9
Totals						
2018	100.0	100.0	203	100.0	91,766	100.0
2019	100.0	--	223	100.0	99,234	100.0

Source: 2018 & 2019 D&B Data; Bank Data; 2018 CRA Aggregate Data, "--" data not available. Due to rounding, totals may not equal 100.0%

As shown in the table, the percentage of small business loans within the low-income census tracts in 2018 was well below the demographic and aggregate levels. In 2019, lending in the low-income tracts decreased further, and remained below the demographic comparison. Overall, NYCB's distribution of small business loans in the low-income tracts is poor.

NYCB's percentage of small business loans within the moderate-income census tracts in 2018 was only slightly less than both the demographic comparison and the aggregate level. In 2019, lending in the moderate-income tracts increased by number of loans and as a percentage of total loans, with the level of lending now comparable to the demographic comparison. Overall, NYCB's distribution of small business loans in the moderate-income tracts is good.

1-4 Family Loans

The geographic distribution of 1-4 family loans reflects poor penetration throughout the assessment area. The following table details the geographic distribution of 1-4 family loans by tract income level.

Geographic Distribution of 1-4 Family Loans NY-NJ Multistate MSA Assessment Area						
Tract Income Level	% of Owner-Occupied Housing Units	Aggregate Performance % of #	#	%	\$(000s)	%
Low						
2017	2.9	3.7	42	8.9	16,982	11.2
2018	2.9	3.8	0	0.0	0	0.0
2019	3.0	3.8	1	20.0	1,000	20.2
Moderate						
2017	13.4	14.0	79	16.7	19,120	12.6
2018	13.4	13.7	6	50.0	8,024	34.1
2019	13.7	14.1	2	40.0	2,550	51.5
Middle						
2017	35.4	34.2	170	35.9	47,609	31.4
2018	35.4	34.1	3	25.0	4,536	19.3
2019	37.2	36.8	2	40.0	1,404	28.3
Upper						
2017	48.2	48.0	183	38.5	68,022	44.8
2018	48.2	48.4	3	25.0	10,955	46.6
2019	46.0	45.2	0	0.0	0	0.0
Not Available						
2017	0.1	0.1	0	0.0	0	0.0
2018	0.1	0.1	0	0.0	0	0.0
2019	0.1	0.1	0	0.0	0	0.0
Totals						
2017	100.0	100.0	474	100.0	151,733	100.0
2018	100.0	100.0	12	100.0	23,515	100.0
2019	100.0	100.0	5	100.0	4,954	100.0

Source: 2015 ACS; Bank Data; 2017, 2018 & 2019 HMDA Aggregate Data. Due to rounding, totals may not equal 100.0%

As shown in the table, the bank's percentage of 1-4 family home loans within the low-income census tracts in 2017 far exceeded both the demographic comparison and the aggregate performance. However, NYCB had no 1-4 family loans within the low-income tracts in 2018 and only one loan in 2019, primarily due to the bank's decision to exit the 1-4 family lending market. While the bank's distribution of loans in 2019 compares favorably to demographic and aggregate levels, the overall distribution in the low-income tracts is poor considering the low volume of 1-4 family lending in 2018 and 2019.

The percentage of 1-4 family home loans within the moderate-income census tracts exceeded both the demographic comparison and the aggregate performance during 2017, 2018, and 2019. While the distribution of loans compares favorably to both demographic and aggregate levels, the overall

distribution in the moderate-income tracts is poor considering the low volume of 1-4 family lending in 2018 and 2019.

Borrower Profile

The distribution of borrowers reflects, given the product lines offered by the institution, adequate penetration among retail customers of different income levels and business customers of different revenue sizes. Examiners based this conclusion on the bank's excellent distribution of small business loans and poor distribution of 1-4 family loans. Although multi-family lending is the bank's most significant loan product line within this assessment area, examiners did not analyze multi-family loans for this performance criterion since lenders do not collect or report borrower income information for such loans.

Small Business Loans

The distribution of borrowers reflects excellent penetration of small business loans among business customers of different sizes. Examiners focused on the percentage of small business loans made to businesses with GARs of \$1 million or less by the number of loans, as detailed in the following table.

Distribution of Small Business Loans by Gross Annual Revenue Category NY-NJ Multistate MSA Assessment Area						
Gross Revenue Level	% of Businesses	Aggregate Performance % of #	#	%	\$(000s)	%
<=\$1,000,000						
2018	85.9	40.8	106	52.2	39,415	43.0
2019	87.6	--	112	50.2	48,056	48.4
>\$1,000,000						
2018	6.8	--	78	38.4	42,750	46.6
2019	5.8	--	74	33.2	33,835	34.1
Revenue Not Available						
2018	7.3	--	19	9.4	9,601	10.4
2019	6.6	--	37	16.6	17,343	17.5
Totals						
2018	100.0	100.0	203	100.0	91,766	100.0
2019	100.0	--	223	100.0	99,234	100.0

Source: 2018 & 2019 D&B Data; Bank Data; 2018 CRA Aggregate Data; "--" data not available. Due to rounding, totals may not equal 100.0%.

As shown in the table, the bank's 2018 small business lending level to businesses with GARs of \$1 million or less is lower than the demographics, but greater than the aggregate performance. Since the aggregate data is generally a better indicator of demand, the evaluation gave more weight to this comparison. As a result, the bank's 2018 performance among businesses with GARs of \$1 million or less is excellent. The bank's lending to businesses with GARs of \$1 million or less decreased slightly as a percentage of total loans in 2019, but remained excellent.

1-4 Family Loans

The distribution of borrowers reflects poor penetration of 1-4 family loans among retail customers of different income levels. Examiners focused on the percentage of 1-4 family loans made to low- and moderate-income borrowers, as detailed in the following table.

Distribution of 1-4 Family Loans by Borrower Income Level NY-NJ Multistate MSA Assessment Area						
Borrower Income Level	% of Families	Aggregate Performance % of #	#	%	\$(000s)	%
Low						
2017	25.4	2.7	21	5.6	2,804	1.8
2018	25.4	3.3	0	0.0	0	0.0
2019	25.4	4.0	0	0.0	0	0.0
Moderate						
2017	15.5	11.1	140	30.5	30,785	20.3
2018	15.5	11.7	0	0.0	0	0.0
2019	15.5	12.7	0	0.0	0	0.0
Middle						
2017	17.1	20.2	102	20.7	26,757	17.6
2018	17.1	19.5	0	0.0	0	0.0
2019	17.1	20.2	0	0.0	0	0.0
Upper						
2017	42.0	52.1	188	38.6	77,875	51.3
2018	42.0	50.5	0	0.0	0	0.0
2019	42.0	48.4	0	0.0	0	0.0
Not Available						
2017	0.0	13.9	23	4.6	13,512	9.0
2018	0.0	15.0	12	100.0	23,515	100.0
2019	0.0	14.7	5	100.0	4,954	100.0
Totals						
2017	100.0	100.0	502	100.0	151,733	100.0
2018	100.0	100.0	12	100.0	23,515	100.0
2019	100.0	100.0	5	100.0	4,954	100.0
<i>Source: 2015 ACS; Bank Data; 2017, 2018 & 2019 HMDA Aggregate Data. Due to rounding, totals may not equal 100.0%.</i>						

As shown in the table, the percentage of 1-4 family loans among low-income borrowers in 2017 was less than the demographic comparison, but exceeded the aggregate performance. Since the aggregate data is generally a better indicator of demand, the evaluation gave more weight to this comparison. However, the bank had no 1-4 family loans to low-income borrowers during 2018 or 2019, which is poor. Given the declining trend in loans to low-income borrowers, the overall distribution of 1-4 family loans to low-income borrowers is poor.

The percentage of 1-4 family home loans among moderate-income borrowers far exceeded both the demographic comparison and the aggregate performance during 2017, which is excellent. However, the bank did not make or purchase any 1-4 family loans among moderate-income borrowers during 2018 and 2019, which is poor. Given the declining trend in loans to moderate-income borrowers, the overall distribution of 1-4 family loans to moderate-income borrowers is poor.

Community Development Loans

The bank is a leader in making community development loans. During the evaluation period, the bank originated 1,036 loans for nearly \$7.2 billion in the assessment area. These loans helped meet the assessment area's community development needs as identified by the community contact. This activity level exceeds the prior evaluation, which reported 878 community development loans for approximately \$6.3 billion. The following table illustrates the community development lending activity by year and purpose.

Community Development Lending NY-NJ Multistate MSA Assessment Area										
Activity Year	Affordable Housing		Community Services		Economic Development		Revitalize or Stabilize		Totals	
	#	\$(000s)	#	\$(000s)	#	\$(000s)	#	\$(000s)	#	\$(000s)
2017	67	404,357	10	69,592	0	0	22	122,085	99	596,034
2018	273	1,413,777	18	123,009	3	14,890	92	748,707	386	2,300,383
2019	148	849,892	15	87,270	4	11,984	178	1,972,485	345	2,921,631
YTD 2020	89	537,428	10	72,102	21	41,174	86	715,759	206	1,366,463
Total	577	3,205,454	53	351,973	28	68,048	378	3,559,036	1,036	7,184,511
<i>Source: Bank Data</i>										

The following is a sample of community development loans that benefit the assessment area.

- In 2017, the bank provided a \$24 million loan to a limited liability corporation (LLC) to refinance six apartment buildings containing 188 units in a low-income census tract in Bronx County, New York. Housing Assistance Payments (HAP) contracts issued by the U.S. Department of Housing and Urban Development (HUD) govern the six properties. The HAP contract supports Section 8 tenant-based housing, which provides housing vouchers for low- and moderate-income families.
- In 2018, the bank provided a \$56.3 million loan to finance the acquisition of 10 multi-family properties consisting of 343 apartments in Bronx County, New York. The loan was made under the NYC Department of Housing Preservation and Development's (HPD) Article XI Payment In-Lieu of Taxes (PILOT) program. Under this tax incentive program, low-income families, as defined by HPD, reside in these units. This loan supports affordable housing for low- and moderate-income families in the assessment area.

- In 2018, the bank refinanced its share of a participation line of credit totaling \$11.3 million. The line of credit, made through the Suffolk County Industrial Development Agency, enhances economic development throughout Suffolk County. The agency provides permanent job creation, retention, and improvement in the area.
- In 2019, the bank provided a \$57.2 million loan to finance the acquisition of a 400-unit apartment building in a low-income census tract in Bronx County, New York. The loan was made under the HPD’s Article XI PILOT program, which benefits low-income families. This loan supports affordable housing for low- and moderate-income families in the assessment area.
- In 2020, the bank originated a \$9.2 million loan to a LLC to refinance a 117-unit apartment building in a low-income census tract in Bronx County, New York. The borrower used additional loan proceeds to make capital improvements to the subject property. Of the 117 units, 98 units (83.8 percent) have rents below the High Home Rent Limit (HHRL) amount for the area as established by HUD. This loan supports affordable housing for low- and moderate-income families in the assessment area.
- In 2020, the bank originated a \$6.2 million loan to a LLC to refinance a 28-unit apartment building in a low-income census tract in Union County, New Jersey. Of the 28 units, 19 units (67.9 percent) have rents below the HHRL amount for the area as established by HUD. This loan supports affordable housing for low- and moderate-income families in the assessment area.

INVESTMENT TEST

NYCB is rated “High Satisfactory” in the Investment Test for the NY-NJ Multistate MSA assessment area. NYCB’s significant level of qualified community development investments and grants primarily supports this conclusion.

Investment and Grant Activity

NYCB has a significant level of qualified community development investments and grants in its NY-NJ Multistate MSA assessment area. During the evaluation period, NYCB reported 721 qualified investments and grants totaling \$172.4 million in this assessment area, which includes 11 new investments totaling \$89.3 million, 29 outstanding prior period investments with a current balance of \$77.5 million, and 679 grants totaling \$5.6 million. This activity accounts for 62.2 percent of the bank’s total qualified investments.

The table below details the institution’s qualified investments and grants by year and community development purpose.

Qualified Investments NY-NJ Multistate MSA Assessment Area										
Year	Affordable Housing		Community Services		Economic Development		Revitalize or Stabilize		Totals	
	#	\$(000)	#	\$(000)	#	\$(000)	#	\$(000)	#	\$(000)
Prior Period	27	77,021	1	149	1	315	0	0	29	77,485
2017	0	0	0	0	0	0	0	0	0	0
2018	5	75,457	0	0	2	250	0	0	7	75,707
2019	0	0	0	0	0	0	0	0	0	0
YTD 2020	2	11,137	0	0	2	2,500	0	0	4	13,637
Subtotal	34	163,615	1	149	5	3,065	0	0	40	166,829
Grants and donations	63	468	521	4,066	27	151	68	868	679	5,553
Total	97	164,083	522	4,215	32	3,216	68	868	719	172,382
<i>Source: Bank Records</i>										

The following is a sample of community development investments and grants that benefit the assessment area.

- In 2018, NYCB invested \$4.1 million in a CRA qualified investment fund to support community development activities, with a primary focus on affordable housing inside this assessment area.
- In 2018, the bank invested \$20 million in a multi-family MBS that supports affordable housing efforts in the assessment area. The investment is secured by a housing project that contains 135 Section 8 units.
- In 2018, NYCB made a \$20.7 million investment in a LIHTC fund. The investment helped fund the construction of 83 affordable housing units inside the assessment area.
- In 2020, the bank invested \$500,000 in a community development SBA Loan Fund. The primary purpose of the fund is to promote permanent job creation, retention, and/or improvement for low- or moderate-income individuals who are employed by small businesses by creating greater financial liquidity and a lower cost of capital.
- During the review period, NYCB provided two grants totaling \$500,000 to an organization that works to create and renovate affordable housing inside the assessment area. The organization has helped construct 130,000 units of affordable housing.
- During the review period, the bank provided two grants totaling \$75,000 to a community service organization that provides food to the assessment area's homeless population and low-income families.

Responsiveness to Credit and Community Development Needs

NYCB’s qualified investments and donations exhibit good responsiveness to the credit and community development needs of the NY-NJ Multistate MSA assessment area. The bank’s qualified investments mainly supported affordable housing and economic development, which are demonstrated community development needs in the area.

Community Development Initiatives

The bank occasionally uses innovative and/or complex investments to support community development initiatives in the assessment area. As an example, NYCB created the New York City Community Fund to provide low-cost capital to community development financial institutions (CDFIs) that address small business lending needs in New York City. The low-cost capital enables CDFIs to expand existing lending opportunities, support new lending programs to small businesses, and target niche sectors to jumpstart or expand successful businesses. NYCB invested \$2 million in this program and distributed the funds to four different CDFIs in New York City. Furthermore, NYCB’s LIHTC investments are complex, with approximately \$49.5 million of the funding benefitting this assessment area.

SERVICE TEST

NYCB is rated “High Satisfactory” in the Service Test for the NY-NJ Multistate MSA assessment area. NYCB’s relatively high level of community development services primarily supports this conclusion.

Accessibility of Delivery Systems

Delivery systems are reasonably accessible to essentially all portions of the assessment area. The branch distribution and alternative delivery systems are generally consistent with the institution overall. NYCB operates 168 full-service branches and 250 ATMs in the NY-NJ Multistate MSA assessment area. The table below details the distribution of the bank’s branch office and ATM network by census tract income.

Branch and ATM Distribution by Geography Income Level NY-NJ Multistate MSA Assessment Area								
Tract Income Level	Census Tracts		Population		Branches		ATMs	
	#	%	#	%	#	%	#	%
Low	495	11.2	2,239,749	11.9	7	4.2	8	3.2
Moderate	959	21.6	4,275,228	22.6	28	16.7	40	16.0
Middle	1,466	33.0	6,020,670	31.9	72	42.9	113	45.2
Upper	1,426	32.1	6,296,495	33.4	60	35.7	88	35.2
NA	92	2.1	47,196	0.2	1	0.5	1	0.4
Total	495	11.2	2,239,749	11.9	168	100.0	250	100.0
<i>Source: 2015 ACS data and Bank Records</i>								

As shown in the table, NYCB has 7 branches and 8 ATMs in the low-income census tracts and 28 branch offices and 40 ATMs in the moderate-income census tracts. Overall, the branch structure has a higher concentration of branches in middle- and upper-income areas. Notably, the bank has a limited branch presence in the Brooklyn and Bronx areas of New York, where a significant number of low- and moderate-income geographies are located.

While the distribution of NYCB's office and ATM network is lower than demographic comparisons, the bank maintains a reasonable proportion of its operations in the low- and moderate-income tracts on a combined basis. In addition, many of its branches in the middle- and upper-income census tracts are located near low- and moderate-income tracts, providing reasonable access to residents in those areas. Furthermore, many of the offices are located on major roadways or near mass transit stations, which further increases access for the residents and businesses in the surrounding areas.

NYCB also continues to maintain three branches within Banking Development Districts (BDDs) in this assessment area, which required an application and approval by the New York State Department of Financial Services. Each of the branches is located in a moderate-income census tract. The BDD program encourages the establishment of bank branches in underserved areas where there is a demonstrated need for banking services. Many of the individuals living and working in these BDD areas may have a very limited knowledge of banking products and services, as well as proper financial planning in general. To date, NYCB has opened over 1,500 BDD savings accounts with balances totaling in excess of \$5.1 million, which demonstrates the need for such services.

In addition to the physical access to NYCB's branches and ATMs, the bank offers other alternative delivery systems that improve accessibility for its products and services for all geographies, including low- and moderate-income areas. These systems include online, mobile, and telephone banking, as well as bank by mail.

Changes in Branch Locations

To the extent changes have been made, the bank's opening and closing of branches has generally not adversely affected the accessibility of its delivery systems, particularly in low- and moderate-income geographies and/or to low- and moderate-income individuals.

NYCB did not open any branches in this assessment area during the review period. However, NYCB merged with its former affiliate, New York Commercial Bank, effective November 30, 2018, and acquired its 30 branches in New York State, several of which were located in moderate-income tracts. Prior to the merger, New York Commercial Bank branches offered a variety of consumer and business products and services. After the merger, former New York Commercial Bank branches began offering all of NYCB's products and services.

The bank closed 17 branches in the NY-NJ Multistate MSA assessment area during the review period. These closed branches included 6 branches in moderate-income tracts, 7 branches in middle-income tracts, and 4 branches in upper-income tracts. As for the branch closures in the moderate-income tracts, other NYCB branches remained open within the same general

neighborhoods to provide access to banking services, being either several blocks or a short car/transit ride away from the closed branches. In addition, NYCB waived monthly maintenance fees, account activity fees, and foreign ATM service charges for debit cards linked to customer accounts for all the closed branches for 12 months to mitigate any potential adverse impact during the transition to the new branch locations. Lastly, examiners determined that the impact of the closures on delivery systems in the low- and moderate-income areas was further limited considering the bank's various alternative delivery systems, including online, mobile, and telephone banking, as well as bank by mail.

Management indicated that NYCB acquired numerous branches in close proximity to one another over the years through several bank acquisitions. Given the decreased branch foot traffic, the increased use of electronic banking by customers, and the significant drop in interest rates and increased net margin risk concerns, NYCB evaluated all branch operations and expenses, and closed those branches that were the lowest performing. NYCB identified branches based on various factors, including deposit activity and transaction volume, targeting those that had declining average deposits below the level needed to ensure profitability.

Reasonableness of Business Hours and Services

Services do not vary in a way that inconveniences certain portions of the assessment area, particularly low- and moderate-income geographies and/or individuals. Business hours vary slightly by branch according to assessment area needs; however, most branches are open from 9:00 a.m. to 4:00 p.m. Monday through Thursday, with extended hours until 6:00 p.m. on Friday. The bank offers drive-up services at 66 branches, walk-up services at 17 branches, Saturday hours at 138 branches, and Sunday hours at 34 branches.

The bank's products and services in the NY-NJ Multistate MSA assessment area, including the low-cost savings and checking accounts, are generally consistent with those discussed at the institution level. Specific to this assessment area, NYCB offers a low-cost savings and checking account for customers of the three BDD branches. The BDD branches offer customers deposit accounts with no minimum balance required to avoid monthly service charges, free tax preparation assistance, free currency exchanges, free payroll check cashing, and discounted rates on money orders.

NYCB participates with the Bank on Newark program within this assessment area. NYCB, along with 11 banks and credit unions, partners with the city of Newark to offer checking accounts to residents who would otherwise be barred from opening an account. Participating banks accept a \$25 minimum balance to open an account and impose no monthly minimum balance requirement. The participating banks also offer one free money order per month and a one-time overdraft fee waiver.

Community Development Services

NYCB provided a relatively high level of services in the NY-NJ Multistate MSA assessment area. The bank provided 2,859 services in the assessment area, which represents an increase from the prior evaluation period, during which time the bank provided 1,825 services.

The table below summarizes the bank’s community development services by year and purpose.

Community Development Services NY-NJ Multistate MSA Assessment Area					
Activity Year	Affordable Housing	Community Services	Economic Development	Revitalize or Stabilize	Totals
	#	#	#	#	#
2017	9	206	1	8	224
2018	47	1,253	9	6	1,315
2019	15	1,133	4	2	1,154
YTD 2020	3	162	1	0	166
Total	74	2,754	15	16	2,859
<i>Source: Bank Data</i>					

The following is a sample of community development services that benefit the assessment area.

- In 2017, bank staff provided financial literacy training to low- and moderate-income children at a head-start program in Hudson County, New Jersey. This service qualified as a community service.
- In 2018, bank staff provided a presentation on financial literacy to high school students in a low-income census tract in Nassau County, New York. The presentation provided information about financial investing, which qualified as a community service.
- In 2019, bank staff provided a program to provide senior financial safety tips to residents at a housing authority in Ocean County, New Jersey. The housing authority is located in a moderate-income tract. The program provided community services to these individuals by delivering financial education.
- In 2020, bank staff provided financial literacy training to members of the public at a community center in Suffolk County, New York. The community center is located in a moderate-income census tract.

OHIO

CRA RATING FOR OHIO: SATISFACTORY

The Lending Test is rated: Low Satisfactory

The Investment Test is rated: Low Satisfactory

The Service Test is rated: High Satisfactory

DESCRIPTION OF INSTITUTION'S OPERATIONS IN OHIO

NYCB operates 28 of its 237 branches (11.8 percent) and 47 of its 341 ATMs (13.8 percent) in the Cleveland, OH CSA assessment area.

This assessment area consists of Cuyahoga, Geauga, Lake, Lorain, Medina, Portage, and Summit Counties, in Ohio. Cuyahoga, Geauga, Lake, Lorain and Medina Counties are in the Cleveland-Elyria, OH MSA (#17460), while Portage and Summit Counties are in the Akron, OH MSA (#10420). Both MSAs are part of the larger Cleveland-Akron-Canton, OH CSA.

The assessment area contains 808 census tracts, with income designations as follows:

- 148 low-income census tracts
- 181 middle-income census tracts
- 273 middle-income census tract
- 194 upper-income census tracts
- 12 census tracts with no income designation

Economic and Demographic Data

The table below provides select demographic characteristics of the Cleveland, OH CSA assessment area.

Demographic Information Cleveland, OH CSA Assessment Area						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	808	18.3	22.4	33.8	24.0	1.5
Population by Geography	2,768,227	11.9	19.9	36.2	31.7	0.3
Housing Units by Geography	1,269,259	13.5	22.1	35.6	28.4	0.4
Owner-Occupied Units by Geography	741,333	6.3	16.6	39.6	37.3	0.2
Occupied Rental Units by Geography	388,232	22.1	29.8	31.3	15.9	0.9
Vacant Units by Geography	139,694	28.1	29.4	26.0	15.5	1.0
Businesses by Geography	198,373	8.7	15.9	34.0	40.8	0.6
Farms by Geography	5,171	3.9	11.3	43.4	41.4	0.0
Family Distribution by Income Level	699,389	22.4	16.7	19.7	41.1	0.1
Household Distribution by Income Level	1,129,565	25.6	15.4	16.9	42.1	0.0
Median Family Income - 10420 Akron, OH MSA		\$65,716	Median Housing Value			\$138,355
Median Family Income - 17460 Cleveland-Elyria, OH MSA		\$65,821	Median Gross Rent			\$765
			Families Below Poverty Level			11.3%

*Source: 2015 ACS and 2019 D&B Data. Due to rounding, totals may not equal 100.0%.
(*) The NA category consists of geographies that have not been assigned an income classification.*

The area's demographics suggest that there are opportunities to make home mortgage loans in the assessment area, including to low- and moderate-income individuals. The median housing value is slightly more than twice the area median income. However, these opportunities could be limited by the relatively high level of families below the poverty level, at 11.3 percent.

The table below shows the median family income ranges for the two MSAs represented in the assessment area.

Median Family Income Ranges Cleveland, OH CSA Assessment Area				
Median Family Incomes	Low <50%	Moderate 50% to <80%	Middle 80% to <120%	Upper ≥120%
Akron, OH MSA Median Family Income (10420)				
2017 (\$65,700)	<\$32,850	\$32,850 to <\$52,560	\$52,560 to <\$78,840	≥\$78,840
2018 (\$73,200)	<\$36,600	\$36,600 to <\$58,560	\$58,560 to <\$87,840	≥\$87,840
2019 (\$72,300)	<\$36,150	\$36,150 to <\$57,840	\$57,840 to <\$86,760	≥\$86,760
Cleveland-Elyria, OH MSA Median Family Income (17460)				
2017 (\$67,900)	<\$33,950	\$33,950 to <\$54,320	\$54,320 to <\$81,480	≥\$81,480
2018 (\$70,700)	<\$35,350	\$35,350 to <\$56,560	\$56,560 to <\$84,840	≥\$84,840
2019 (\$73,700)	<\$36,850	\$36,850 to <\$58,960	\$58,960 to <\$88,440	≥\$88,440

Source: FFIEC

The table below shows unemployment data for the assessment area and statewide area. According to data obtained from the Bureau of Labor Statistics, the areas experienced significant increases in unemployment rates in 2020, primarily due to the effects of the COVID-19 pandemic.

Unemployment Rates Cleveland, OH CSA Assessment Area				
Area	July 2017	July 2018	July 2019	July 2020
	%	%	%	%
Cuyahoga County	6.0	5.2	4.8	13.1
Geauga County	4.8	4.1	3.9	7.7
Lake County	5.1	4.5	4.2	10.0
Lorain County	6.5	5.5	5.0	11.7
Medina County	4.8	4.1	3.9	8.8
Portage County	5.2	4.6	4.6	8.0
Summit County	5.1	4.6	4.6	9.4
Ohio	5.0	4.5	4.2	9.0

Source: Bureau of Labor Statistics

According to Moody's Analytics data, the top employers in the assessment area include Summa Health System, Akron Children's Hospital, Cleveland Clinic Foundation, and University Hospitals.

Competition

The assessment area is a moderately competitive market for financial services. According to FDIC Deposit Market Share data as of June 30, 2020, 41 financial institutions operated 782 offices within the bank's assessment area. Of these institutions, NYCB ranked ninth with a deposit market share of 2.2 percent.

There is a small competitive market for multi-family lending in the assessment area. According to 2019 aggregate data, 65 lenders originated or purchased 296 multi-family loans totaling \$1.1 billion in the assessment area. Out of this group of lenders, NYCB ranked second by count with a 5.7 percent market share, and first by total dollar amount with a 22.6 percent market share. By count, the top lender was US Bank, N.A., with an 8.1 percent market share. By total dollar volume, the second ranked lender was Bellwether Enterprise Real Estate, with a 12.5 percent market share.

Significant competition exists in the assessment area for home mortgage loans among banks, credit unions, and non-depository mortgage lenders. In 2019, 532 lenders reported 97,382 1-4 family loans originated or purchased in the assessment area. NYCB ranked 105th out of this group of lenders with a 0.1 percent market share. Large regional banks and nationwide lenders such as Huntington National Bank, Third Federal Savings and Loan, and Quicken Loans, dominate the assessment area. Collectively, these lenders represented 24.8 percent of all 1-4 family loan originations and purchases in 2019.

Community Contact

Examiners conducted a community contact with a representative from a housing organization serving the Cleveland, OH CSA assessment area. The organization focuses on creating affordable and stable housing to improve communities. According to the contact, the service economy, as well as small businesses, continue to struggle due to the effects of the COVID-19 pandemic. Housing stock in the area is limited and there is a significant shortfall in affordable housing due to the pandemic. The contact sees the need for non-tax credit investments in affordable housing, specifically in the multi-family market. Furthermore, the contact feels that financial institutions need to be more creative in originating home loans to low- and moderate-income individuals, as well as providing lending for home repair and access to capital for small businesses.

Credit and Community Development Needs and Opportunities

Based on demographic information and information from the community contact, examiners identified affordable housing loans, small business loans, and loans for COVID-19 relief as credit and community development needs in the assessment area. Based on the demographic information, there are opportunities to make such loans in the assessment area, though there may be less opportunities to make affordable housing loans in the low-income census tracts based on the limited number of owner-occupied units present in those areas.

SCOPE OF EVALUATION – OHIO

Examiners used full-scope examination procedures to evaluate the bank’s performance in the Cleveland, OH CSA assessment area. Examiners placed slightly more weight on the bank’s 1-4 family lending performance, as this loan type had the greatest number of loans in the assessment area. Multi-family lending received slightly less weight, although examiners considered that the dollar volume of multi-family loans was greater than 1-4 family loans in the assessment area. Small business lending did not represent a primary product in the Cleveland, OH CSA, and provided no material support for conclusions and ratings in this assessment area.

CONCLUSIONS ON PERFORMANCE CRITERIA IN OHIO

LENDING TEST

NYCB is rated “Low Satisfactory” in the Lending Test in Ohio. The bank’s adequate performance in the Lending Activity, Geographic Distribution, Borrower Profile, and Community Development Loans criteria supports this conclusion.

Lending Activity

NYCB’s lending levels reflect adequate responsiveness to the credit needs of the Cleveland, OH CSA assessment area. Examiners based this conclusion on the bank’s adequate responsiveness for 1-4 family loans in the area and excellent responsiveness for multi-family loans.

NYCB's 1-4 family lending levels reflected adequate responsiveness in the assessment area. The bank's 1-4 family lending declined over the evaluation period, primarily due to its decision to stop offering 1-4 family loans in 2017. In 2017, the bank reported 297 1-4 family loans for a total of \$34.8 million. The bank did not originate or purchase any 1-4 family loans in 2018 in the assessment area. In 2019, the bank reported 89 1-4 family loans for \$12.5 million, which represented a 0.1 percent market share. In 2019, NYCB ranked 105th out of 532 lenders that reported a 1-4 family loan origination or purchase in the assessment area.

NYCB's multi-family lending levels reflected excellent responsiveness in the assessment area. Multi-family lending increased during the review period. In 2018, NYCB reported 13 loans totaling \$80.4 million. In 2019, the bank reported 17 loans totaling \$244.8 million, which represented a 5.7 percent market share. In 2019, NYCB ranked second out of 65 lenders that reported a multi-family loan origination or purchase in the assessment area.

Geographic Distribution

The geographic distribution of NYCB's lending activity reflects adequate penetration throughout this assessment area. This conclusion is supported by an adequate penetration of 1-4 family mortgage loans and a poor penetration of multi-family loans throughout the assessment area.

1-4 Family Loans

The geographic distribution of 1-4 family loans reflects adequate penetration throughout the assessment area. The following table details the geographic distribution of 1-4 family loans by tract income level.

Geographic Distribution of 1-4 Family Loans Cleveland, OH CSA Assessment Area						
Tract Income Level	% of Owner-Occupied Housing Units	Aggregate Performance % of #	#	%	\$(000s)	%
Low						
2017	6.3	3.5	52	17.5	994	2.9
2018	6.3	3.0	0	0.0	0	0.0
2019	6.3	3.0	8	9.0	1,286	10.3
Moderate						
2017	16.6	13.8	51	17.2	3,009	8.6
2018	16.6	12.9	0	0.0	0	0.0
2019	16.6	12.6	18	20.2	2,419	19.3
Middle						
2017	39.6	40.9	100	33.7	11,219	32.2
2018	39.6	40.8	0	0.0	0	0.0
2019	39.6	39.5	38	42.7	4,956	39.6
Upper						
2017	37.3	41.7	94	31.6	19,594	56.3
2018	37.3	43.3	0	0.0	0	0.0
2019	37.3	44.9	25	28.1	3,840	30.8
Not Available						
2017	0.2	0.1	0	0.0	0	0.0
2018	0.2	0.0	0	0.0	0	0.0
2019	0.2	0.0	0	0.0	0	0.0
Totals						
2017	100.0	100.0	297	100.0	34,816	100.0
2018	100.0	100.0	0	0.0	0	0.0
2019	100.0	100.0	89	100.0	12,501	100.0

Source: 2015 ACS; Bank Data; 2017, 2018 & 2019 HMDA Aggregate Data. Due to rounding, totals may not equal 100.0%.

As shown in the table, the percentage of 1-4 family home loans within the low-income census tracts in 2017 exceeded the demographic comparison and the aggregate performance. In 2018, the bank made no 1-4 family loans in the low-income tracts, as it stopped offering 1-4 family loans in 2017. NYCB's lending level increased in 2019 through loan purchases, with its percentage of 1-4 family loans within the low-income census tracts exceeding both the demographic comparison and the aggregate performance that year.

The bank's percentage of 1-4 family loans within the moderate-income census tracts in 2017 exceeded the aggregate performance and the demographic comparison. In 2018, the bank made no 1-4 family loans in the moderate-income tracts, as it stopped offering 1-4 family loans in 2017. In 2019, the bank's lending level in the moderate-income tracts increased through loan purchases, and exceeded the demographic comparison and the aggregate performance.

NYCB's distribution of loans in the low- and moderate-income census tracts was good in 2017 and 2019 based on comparisons to the demographic and aggregate data; however, the distribution for the review period is adequate overall, given the lack of lending in 2018 and the modest number of loans in the low- and moderate-income areas in 2019.

Multi-family Loans

The geographic distribution of multi-family loans reflects poor penetration throughout this assessment area. The following table details the distribution of multi-family loans by tract income level.

Geographic Distribution of Multi-family Loans Cleveland, OH CSA Assessment Area						
Tract Income Level	% of Multi-family Housing Units	Aggregate Performance % of #	#	%	\$(000s)	%
Low						
2018	16.9	18.5	0	0.0	0	0.0
2019	16.9	19.7	0	0.0	0	0.0
Moderate						
2018	28.7	31.5	2	15.4	14,400	17.9
2019	28.7	31.8	4	23.5	24,151	9.9
Middle						
2018	34.3	33.2	8	61.5	32,432	40.3
2019	34.3	35.7	11	64.7	190,960	78.0
Upper						
2018	18.7	16.1	3	23.1	33,647	41.8
2019	18.7	12.5	2	11.8	29,725	12.1
Not Available						
2018	1.4	0.7	0	0.0	0	0.0
2019	1.4	0.3	0	0.0	0	0.0
Totals						
2018	100.0	100.0	13	100.0	80,479	100.0
2019	100.0	100.0	17	100.0	244,836	100.0

Source: 2015 ACS; Bank Data; 2018 & 2019 HMDA Aggregate Data. Due to rounding, totals may not equal 100.0%

As shown in the table above, the bank did not have any multi-family loans in the low-income census tracts in 2018 or 2019, despite the potential demand indicated by the demographic data and the aggregate performance.

The bank's percentage of multi-family loans within the moderate-income census tracts in 2018 was significantly below the demographic comparison and aggregate performance. In 2019, the bank's loan activity in the moderate-income census tracts increased; however, the level of lending was still below the demographic comparison and the aggregate performance.

Borrower Profile

NYCB's distribution of borrowers reflects adequate penetration among retail customers of different income levels within this assessment area. Examiners based this conclusion solely on the bank's 1-4 family lending performance. Although multi-family lending is a significant loan product within this assessment area, examiners did not analyze multi-family loans for this performance criterion since lenders do not collect or report borrower income for such loans.

1-4 Family Loans

The distribution of borrowers reflects adequate penetration of 1-4 family loans among retail customers of different income levels. Examiners focused on the percentage of 1-4 family loans made to low- and moderate-income borrowers, as detailed in the following table.

Distribution of 1-4 Family Loans by Borrower Income Level Cleveland, OH CSA Assessment Area						
Borrower Income Level	% of Families	Aggregate Performance % of #	#	%	\$(000s)	%
Low						
2017	22.4	7.7	71	23.9	2,822	8.1
2018	22.4	9.5	0	0.0	0	0.0
2019	22.4	8.5	13	14.6	1,509	12.1
Moderate						
2017	16.7	19.2	75	25.3	5,748	16.5
2018	16.7	19.7	0	0.0	0	0.0
2019	16.7	19.0	59	66.3	7,985	63.9
Middle						
2017	19.7	21.1	54	18.2	6,247	17.9
2018	19.7	21.5	0	0.0	0	0.0
2019	19.7	22.0	9	10.1	1,469	11.8
Upper						
2017	41.1	37.1	84	28.3	18,295	52.5
2018	41.1	36.5	0	0.0	0	0.0
2019	41.1	36.6	8	9.0	1,538	12.2
Not Available						
2017	0.1	14.9	13	4.3	1,704	5.0
2018	0.1	12.8	0	0.0	0	0.0
2019	0.1	13.9	0	0.0	0	0.0
Totals						
2017	100.0	100.0	297	100.0	34,816	100.0
2018	100.0	100.0	0	0.0	0	0.0
2019	100.0	100.0	89	100.0	12,501	100.0

Source: 2015 ACS; Bank Data; 2017, 2018 & 2019 HMDA Aggregate Data. Due to rounding, totals may not equal 100.0%.

As shown in the table, the percentage of 1-4 family home loans among low-income borrowers in 2017 slightly exceeded the demographic comparison and far exceeded the aggregate performance. In 2018, the bank made no 1-4 family loans to low-income borrowers, as it stopped offering 1-4 family loans in 2017. However, NYCB purchased loans in 2019 to continue addressing the credit needs of the assessment area. The percentage of 1-4 family loans among low-income borrowers in 2019 was less than the demographics, but far exceeded the aggregate performance, which is generally a better indicator of loan demand.

The percentage of 1-4 family home loans among moderate-income borrowers in 2017 exceeded both the demographic comparison and aggregate performance. In 2018, the bank made no 1-4 family loans to moderate-income borrowers, as it stopped offering 1-4 family loans in 2017. In 2019, loan activity

among moderate-income borrowers far exceeded the demographic comparison and aggregate performance.

NYCB's distribution of loans to low- and moderate-income borrowers was good in 2017 and 2019 based on comparisons to the demographic and aggregate data; however, the borrower distribution for the review period is adequate overall, given the lack of lending in 2018 and the modest number of loans to low- and moderate-income borrowers in 2019.

Community Development Loans

The bank made an adequate level of community development loans in the assessment area. During the evaluation period, the bank originated 12 loans for \$47.8 million in the assessment area. This level of activity is lower than the prior evaluation's total by dollar volume, which reported 11 loans for \$64.8 million. A majority of the community development loans helped address the area's affordable housing needs. The following table illustrates the community development lending activity by year and purpose.

Community Development Lending Cleveland, OH CSA Assessment Area										
Activity Year	Affordable Housing		Community Services		Economic Development		Revitalize or Stabilize		Totals	
	#	\$(000s)	#	\$(000s)	#	\$(000s)	#	\$(000s)	#	\$(000s)
2017	0	0	0	0	0	0	0	0	0	0
2018	2	5,400	0	0	0	0	1	2,650	3	8,050
2019	4	24,151	0	0	0	0	2	7,825	6	31,976
YTD 2020	3	7,768	0	0	0	0	0	0	3	7,768
Total	9	37,319	0	0	0	0	3	10,475	12	47,794
<i>Source: Bank Data</i>										

The following is a sample of community development loans that benefit the assessment area.

- In 2019, the bank originated a \$7.2 million loan to a LLC to acquire two apartment buildings comprising 223 units in a moderate-income census tract in Cleveland, Ohio. Nearly all units have rents below the HHRL amount for the area as established by HUD. This loan supports affordable housing for low- and moderate-income families in the assessment area.
- In 2019, the bank originated a \$7.9 million loan to acquire a three-building apartment complex with 174 residential units in a moderate-income area in Cuyahoga County, Ohio. All of the units have rents below the HHRL amount for the area as established by HUD. This loan supports affordable housing for low- and moderate-income families.

INVESTMENT TEST

NYCB is rated “Low Satisfactory” in the Investment Test in Ohio. NYCB’s adequate level of qualified community development investments and grants primarily supports this conclusion.

Investment and Grant Activity

NYCB has an adequate level of qualified community development investments and grants in its Cleveland, OH CSA assessment area. During the evaluation period, NYCB reported 116 qualified investments and grants totaling \$21.7 million in this assessment area, which includes one new investment totaling \$3.7 million, eight outstanding prior period investments with a current balance of \$17 million, and 107 grants totaling \$948,000. This activity accounts for 7.8 percent of the bank’s total qualified investments. NYCB’s dollar volume of community development qualified investments and grants declined compared to the prior evaluation, which reported qualified investments and grants of \$34.7 million; however, the volume is still adequate.

The table below details the qualified investments by year and community development purpose.

Qualified Investments Cleveland, OH CSA Assessment Area										
Year	Affordable Housing		Community Services		Economic Development		Revitalize or Stabilize		Totals	
	#	\$(000)	#	\$(000)	#	\$(000)	#	\$(000)	#	\$(000)
Prior Period	8	16,977	0	0	0	0	0	0	8	16,977
2017	0	0	0	0	0	0	0	0	0	0
2018	1	3,749	0	0	0	0	0	0	1	3,749
2019	0	0	0	0	0	0	0	0	0	0
YTD 2020	0	0	0	0	0	0	0	0	0	0
Subtotal	9	20,726	0	0	0	0	0	0	9	20,726
Grants and donations	15	606	82	264	3	9	7	68	107	948
Total	24	21,332	82	264	3	9	7	68	116	21,674
<i>Source: Bank Records</i>										

The following is a sample of community development investments and grants that benefit the assessment area.

- In 2018, NYCB made a \$3.7 million investment to support 100 Section 8 housing units and 351 affordable housing units designated for low-income individuals. This investment was part of a larger \$28 million MBS that is secured by several affordable housing projects across multiple assessment areas.
- During the review period, NYCB provided three grants totaling \$90,000 to a nonprofit affordable housing developer and housing service provider. The organization develops affordable housing projects and provides educational housing services to low-income families.

- During the review period, the bank provided three grants totaling \$6,500 to a community service organization that provides food to the assessment area’s homeless population and low-income families.

Responsiveness to Credit and Community Development Needs

NYCB exhibits adequate responsiveness to credit and community development needs. The majority of investments target affordable housing initiatives in the bank’s assessment area, which the community contact identified as a primary community development need. NYCB’s grant and donation activity primarily support community services that benefit low- and moderate-income individuals and families.

Community Development Initiatives

The bank occasionally uses innovative and/or complex investments to support community development initiatives in the assessment area. NYCB’s LIHTC investments are complex, with approximately \$4.2 million of these investments benefitting this assessment area.

SERVICE TEST

NYCB is rated “High Satisfactory” in the Service Test for Ohio. NYCB’s relatively high level of community development services primarily supports this conclusion.

Accessibility of Delivery Systems

Delivery systems are reasonably accessible to essentially all portions of the assessment area. The conclusions regarding the branch distribution and alternative delivery systems are generally consistent with the institution overall. NYCB has 28 full-service branches and 47 ATMs in the assessment area. The table below details the census tract distribution of the bank’s branch offices and ATM network in this assessment area.

Branch and ATM Distribution by Geography Income Level Cleveland, OH CSA Assessment Area								
Tract Income Level	Census Tracts		Population		Branches		ATMs	
	#	%	#	%	#	%	#	%
Low	148	18.3	329,751	11.9	0	0.0	0	0.0
Moderate	181	22.4	551,241	19.9	6	21.4	10	21.3
Middle	273	33.8	1,000,932	36.2	14	50.0	23	48.9
Upper	194	24.0	877,474	31.7	8	28.6	14	29.8
NA	12	1.5	8,829	0.3	0	0.0	0	0.0
Total	808	100.0	2,768,227	100.0	28	100.0	47	100.0

Source: 2015 ACS data and Bank Records

As shown in the table, NYCB has no offices or ATMs in the low-income census tracts; however, the bank has six branch offices and ten ATMs located in the moderate-income census tracts. While the distribution of NYCB’s office and ATM network in the low-income census tracts is lower than

demographic comparisons, the bank maintains a reasonable proportion of its operations in the moderate-income tracts. In addition, several of its branches in the middle- and upper-income areas are located near low- and moderate-income tracts, providing reasonable access to the bank's office locations for residents in those areas.

In addition to the physical access to NYCB's branches and ATMs, the bank offers other alternative delivery systems that improve accessibility to its products and services for all geographies, including low- and moderate-income areas. These systems include online, mobile, and telephone banking, as well as bank by mail.

Changes in Branch Locations

NYCB did not open or close any branches in the assessment area over the review period.

Reasonableness of Business Hours and Services

Services do not vary in a way that inconveniences certain portions of the assessment area, particularly low- and moderate-income geographies and/or individuals. Business hours vary slightly by branch according to the assessment area needs; however, most branches are open from 9:00 a.m. to 4:00 p.m. Monday through Thursday, with extended hours until 6:00 p.m. on Friday. The bank does not offer drive-up services, though it offers Saturday hours at all but one branch. Overall, the bank's products and services in the Ohio assessment area, including the low-cost savings and checking accounts, are consistent with those discussed at the institution level.

Community Development Services

NYCB provided a relatively high level of community development services in the Cleveland, OH CSA assessment area. During the evaluation period, NYCB employees provided 687 instances of community development services. This represented an increase from the prior evaluation period, when employees provided 515 community development services.

The table below summarizes the bank's community development services in the assessment area by year and purpose.

Community Development Services Cleveland, OH CSA Assessment Area					
Activity Year	Affordable Housing	Community Services	Economic Development	Revitalize or Stabilize	Totals
	#	#	#	#	#
2017	2	56	4	0	62
2018	2	283	0	1	286
2019	2	241	0	0	243
YTD 2020	0	96	0	0	96
Total	6	676	4	1	687
<i>Source: Bank Data</i>					

The following is a sample of community development services that benefit the assessment area.

- Continuing from 2017, a second vice president of the bank served on the board of directors of a community services center located in a low-income census tract in Cuyahoga County, Ohio. The officer's service and technical expertise helps the organization provide community services to the residents of the low-income area.
- In 2018, several bank employees provided tax preparation assistance at an affordable housing organization in a moderate-income census tract in Cuyahoga County, Ohio. This work provided community services to low- and moderate-income individuals in the assessment area.
- In 2019, a bank employee provided financial literacy training to students at a school in Cuyahoga County, Ohio. More than half of the students receive free or reduced cost lunches at the school, indicating that this community service primarily benefited low- or moderate-income people.
- In 2020, several bank employees provided tax preparation assistance at a nonprofit organization in Cuyahoga County, Ohio. This community service benefitted low- and moderate-income individuals.

FLORIDA

CRA RATING FOR FLORIDA: SATISFACTORY

The Lending Test is rated: Low Satisfactory

The Investment Test is rated: High Satisfactory

The Service Test is rated: High Satisfactory

DESCRIPTION OF INSTITUTION'S OPERATIONS IN FLORIDA

NYCB operates 26 of its 237 branches (11.0 percent) and 28 of its 341 ATMs (8.2 percent) in Florida.

NYCB designated two assessment areas in Florida, including the Southeast Florida assessment area within the Miami-Port St. Lucie-Fort Lauderdale, FL CSA #370, and the Southwest Florida AA within the Cape Coral-Fort Myers-Naples, FL CSA #163. Refer to the separate Southeast Florida and Southwest Florida sections of this evaluation for a detailed description of each of the assessment areas.

SCOPE OF EVALUATION – FLORIDA

Examiners used full-scope examination procedures to evaluate the bank's performance in the state of Florida. Examiners reviewed 1-4 family lending only, which represented the bank's primary product in the state of Florida. Multifamily and small business loans did not represent primary products in the state of Florida, and provided no material support for conclusions and ratings in this area. Examiners placed greater weight on the bank's performance in the Southeast Florida assessment area, based on the greater volume of lending in that assessment area.

CONCLUSIONS ON PERFORMANCE CRITERIA IN FLORIDA

LENDING TEST

NYCB is rated "Low Satisfactory" in the Lending Test in the state of Florida. The bank's adequate performance in the Geographic Distribution and Borrower Profile criteria, and its good performance under the Community Development Loans criterion primarily supports this conclusion. NYCB's Lending Test performance in Florida was consistent for the assessment areas within this rated area.

Refer to the Southeast Florida and Southwest Florida assessment area sections for details regarding the bank's performance in those areas under each of the Lending Test criteria.

Lending Activity

NYCB's lending levels reflect adequate responsiveness to the credit needs of the assessment areas in the state of Florida.

NYCB's 1-4 family lending levels reflect adequate responsiveness in Florida. The bank's 1-4 family lending declined over the evaluation period, primarily due to its decision to stop offering 1-4 family loans in 2017. In 2017, the bank reported 233 1-4 family loans in Florida for \$48.6 million. The bank did not originate or purchase any 1-4 family loans in 2018 in Florida. In 2019, the bank reported 170 1-4 family loans for \$33.1 million, which consisted primarily of purchased loans.

Examiners considered the bank's change of business strategy when assigning a rating for this criterion, and particularly noted the institution's effort to continue meeting the credit needs of the assessment areas through loan purchases in 2019.

Geographic Distribution

The geographic distribution of loans reflects adequate penetration within the state of Florida. Examiners based this conclusion on the distribution of 1-4 family loans in the low- and moderate-income census tracts. The performance under the Geographic Distribution criterion was generally consistent for the assessment areas within the rated area.

Borrower Profile

The distribution of borrowers reflects, given the product lines offered by the institution, adequate penetration among retail customers of different income levels throughout the state of Florida. Examiners based this conclusion on the percentage of 1-4 family loans to low- and moderate-income borrowers. The performance under the Borrower Profile criterion was generally consistent for the assessment areas within the rated area.

Community Development Loans

The bank made a relatively high level of community development loans in Florida. The performance under the Community Development Loans criterion differed for the assessment areas within the rated area, as the bank's community development loans were concentrated in the Southeast Florida assessment area, with no activity in the Southwest Florida assessment area.

During the evaluation period, the bank originated 18 loans for \$128 million in the rated area. This level of activity is generally comparable to the prior evaluation, which reported 18 loans totaling \$131.2 million. A majority of the community development loans support revitalization and stabilization efforts within the rated area. The following table illustrates the community development lending activity by area and purpose.

Community Development Lending Florida State Rated Area										
Florida Area	Affordable Housing		Community Services		Economic Development		Revitalize or Stabilize		Totals	
	#	\$(000s)	#	\$(000s)	#	\$(000s)	#	\$(000s)	#	\$(000s)
Southeast Florida	2	26,300	3	8,713	1	2,830	10	68,650	16	106,493
Southwest Florida	0	0	0	0	0	0	0	0	0	0
Statewide	1	18,000	1	3,510	0	0	0	0	2	21,510
Total	3	44,300	4	12,223	1	2,830	10	68,650	18	128,003

Source: Bank Data

As shown in the table above, NYCB's community development lending performance is not consistent throughout both Florida assessment areas, as the bank's community development lending activity occurred almost exclusively within the Southeast Florida assessment area, with no direct loans in the Southwest Florida area. However, examiners placed more weight on the bank's performance in the Southeast Florida assessment area when developing conclusions, as that area accounts for the majority of its branches, loans, and deposits in the state of Florida.

NYCB originated two loans outside the Florida assessment areas, but within the statewide area that includes the bank's assessment areas. Although made outside of NYCB's assessment areas, these loans received community development credit, as the bank has been responsive to the community development needs of its assessment areas, particularly the Southeast Florida assessment area. These two loans include the following.

- In 2018, the bank originated an \$18 million loan to a LLC to refinance two housing developments, both in a moderate-income census tract in Duval County, Florida. Of the 352 units, 216 units (61.9 percent) have rents below the HHRL amount for the area as established by HUD. This loan supports affordable housing for low- and moderate-income families in the statewide area.
- In 2018, the bank provided a \$3.5 million loan on a commercial property occupied by a major drugstore chain. The store is located in a moderate-income census tract in Kissimmee, Osceola County, Florida. This drugstore provides much needed health services to low- and moderate-income individuals residing in the lower-income neighborhood.

INVESTMENT TEST

NYCB is rated "High Satisfactory" in the Investment Test in the state of Florida. NYCB's significant level of qualified community development investments and grants primarily supports this rating. NYCB's Investment Test performance in Florida differed for the assessment areas within the rated area, as the performance in the Southeast Florida assessment area generally exceeded that of the Southwest Florida assessment area.

Refer to the Southeast Florida and Southwest Florida assessment area sections for details regarding the bank's performance in those areas under each of the Investment Test criteria.

Investment and Grant Activity

NYCB has a significant level of qualified community development investments and grants in Florida. During the evaluation period, NYCB reported 51 qualified investments and grants totaling \$35.1 million in this area, which includes four new investment totaling \$2.2 million, 15 outstanding prior period investments with a current balance of \$32.8 million, and 32 grants totaling \$71,000. This investment activity accounts for 12.7 percent of the bank’s total qualified investments.

The table below details the institution’s qualified investments and grants by assessment area and community development purpose.

Qualified Investments Florida State Rated Area										
Assessment Area	Affordable Housing		Community Services		Economic Development		Revitalize or Stabilize		Totals	
	#	\$(000)	#	\$(000)	#	\$(000)	#	\$(000)	#	\$(000)
Florida Southeast	17	33,941	24	58	2	100	1	2	44	34,101
Florida Southwest	5	1,041	2	1	0	0	0	0	7	1,042
Total	22	34,982	26	59	2	100	1	2	51	35,142

Source: Bank Records

Responsiveness to Credit and Community Development Needs

NYCB exhibits good responsiveness to credit and community development needs. The majority of the investments target affordable housing initiatives in the bank’s assessment areas, which is a primary community development need in the areas.

Community Development Initiatives

The bank occasionally uses innovative and/or complex investments to support community development initiatives.

SERVICE TEST

NYCB is rated “High Satisfactory” in the Service Test in the state of Florida. NYCB’s relatively high level of community development services primarily supports this conclusion. NYCB’s Service Test performance in Florida differed for the assessment areas within the rated area, as the performance in the Southeast Florida assessment area generally exceeded that of the Southwest Florida assessment area.

Refer to the Southeast Florida and Southwest Florida assessment area sections for details regarding the bank’s performance in those areas under each of the Service Test criteria.

Accessibility of Delivery Systems

Delivery systems are reasonably accessible to essentially all portions of the bank's assessment areas in Florida. Examiners based this conclusion primarily on the bank's performance within its Southeast Florida assessment area, as that is where a majority of the bank's branches and ATMs in Florida are located. The conclusion regarding the branch distribution and alternative delivery systems for Florida is consistent with the institution overall.

Changes in Branch Locations

To the extent changes have been made, the bank's opening and closing of branches has generally not adversely affected its accessibility of delivery systems, particularly in low- and moderate-income areas. NYCB closed one branch in the Southeast Florida assessment area, but closed no branches in the Southwest Florida assessment area.

Reasonableness of Business Hours and Services

NYCB's business hours and services do not vary in a way that inconveniences certain portions of the assessment areas, particularly low- and moderate-income tracts and/or individuals. Overall, the bank's products and services in the Florida assessment areas, including the low-cost savings and checking accounts, are consistent with those discussed at the institution level.

Community Development Services

NYCB provided a relatively high level of services in the state of Florida. During the evaluation period, the bank provided 482 instances of community development services in the state. This represented a slight increase from the prior evaluation, when the bank provided 425 instances of community development services. The table below summarizes the bank's community development services by area and purpose.

Community Development Services Florida State Rated Area					
Assessment Area	Affordable Housing	Community Services	Economic Development	Revitalize or Stabilize	Totals
	#	#	#	#	#
Southeast Florida	9	434	1	4	448
Southwest Florida	0	34	0	0	34
Total	9	468	1	4	482
<i>Source: Bank Data</i>					

SOUTHEAST FLORIDA – Full-Scope Review

DESCRIPTION OF INSTITUTION’S OPERATIONS IN SOUTHEAST FLORIDA

NYCB operates 24 of its 237 branches (10.1 percent) and 26 of its 341 ATMs (7.6 percent) in the Southeast Florida assessment area. The assessment area includes Broward, Martin, Miami-Dade, Palm Beach, and St. Lucie Counties in southeast Florida. The assessment area is entirely within the Miami-Port St. Lucie-Fort Lauderdale, FL CSA (#370).

The assessment area consists of 1,300 census tracts with income designations as follows:

- 80 low-income census tracts,
- 361 moderate-income census tracts,
- 392 middle-income census tracts,
- 432 upper-income census tracts, and
- 35 census tracts with no income designation.

Economic and Demographic Data

The table below provides select demographic characteristics of the Southeast Florida assessment area.

Demographic Information Southeast Florida Assessment Area						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	1,300	6.2	27.8	30.2	33.2	2.6
Population by Geography	6,300,592	5.6	28.3	32.9	32.8	0.4
Housing Units by Geography	2,700,513	5.4	27.0	32.4	34.9	0.3
Owner-Occupied Units by Geography	1,373,413	2.5	22.2	34.8	40.3	0.2
Occupied Rental Units by Geography	843,479	10.0	36.2	30.7	22.6	0.5
Vacant Units by Geography	483,621	5.4	24.6	28.4	41.0	0.6
Businesses by Geography	1,016,155	4.1	21.8	29.3	43.6	1.2
Farms by Geography	15,935	4.4	24.1	31.6	39.5	0.4
Family Distribution by Income Level	1,441,322	22.9	17.1	17.9	42.1	0.0
Household Distribution by Income Level	2,216,892	25.0	15.7	16.7	42.5	0.1
Median Family Income - 22744 Fort Lauderdale-Pompano Beach-Sunrise, FL MD		\$61,809	Median Housing Value			\$222,424
Median Family Income - 33124 Miami-Miami Beach-Kendall, FL MD		\$49,264	Median Gross Rent			\$1,184
Median Family Income - 38940 Port St. Lucie, FL MSA		\$56,570	Families Below Poverty Level			13.3%
Median Family Income MSA - 48424 West Palm Beach-Boca Raton-Boynton Beach, FL		\$65,914				

Source: 2015 ACS and 2019 D&B Data. Due to rounding, totals may not equal 100.0%
 (*) The NA category consists of geographies that have not been assigned an income classification.

The assessment area demographics suggest that there are limited opportunities to make home mortgage loans in the low-income census tracts, but some availability in the moderate-income tracts. Specifically, only 2.5 percent of the area's owner-occupied housing units were in the low-income census tracts, compared to 22.2 percent in the moderate-income tracts. In addition, 13.3 percent of families in the assessment area live below the poverty level. These families would find it difficult to qualify for traditional financing due to their limited financial capacity to repay a loan.

The table below shows the median family income ranges for the MDs and the MSA represented in the assessment area.

Median Family Income Ranges Southeast Florida Assessment Area				
Median Family Incomes	Low <50%	Moderate 50% to <80%	Middle 80% to <120%	Upper ≥120%
Fort Lauderdale-Pompano Beach-Sunrise, FL MD Median Family Income (22744)				
2017 (\$64,100)	<\$32,050	\$32,050 to <\$51,280	\$51,280 to <\$76,920	≥\$76,920
2018 (\$65,700)	<\$32,850	\$32,850 to <\$52,560	\$52,560 to <\$78,840	≥\$78,840
2019 (\$68,600)	<\$34,300	\$34,300 to <\$54,880	\$54,880 to <\$82,320	≥\$82,320
Miami-Miami Beach-Kendall, FL MD Median Family Income (33124)				
2017 (\$51,800)	<\$25,900	\$25,900 to <\$41,440	\$41,440 to <\$62,160	≥\$62,160
2018 (\$52,300)	<\$26,150	\$26,150 to <\$41,840	\$41,840 to <\$62,760	≥\$62,760
2019 (\$54,900)	<\$27,450	\$27,450 to <\$43,920	\$43,920 to <\$65,880	≥\$65,880
Port St. Lucie, FL MSA Median Family Income (38940)				
2017 (\$58,000)	<\$29,000	\$29,000 to <\$46,400	\$46,400 to <\$69,600	≥\$69,600
2018 (\$60,500)	<\$30,250	\$30,250 to <\$48,400	\$48,400 to <\$72,600	≥\$72,600
2019 (\$59,500)	<\$29,750	\$29,750 to <\$47,600	\$47,600 to <\$71,400	≥\$71,400
West Palm Beach-Boca Raton-Boynton Beach, FL MD Median Family Income (48424)				
2017 (\$67,900)	<\$33,950	\$33,950 to <\$54,320	\$54,320 to <\$81,480	≥\$81,480
2018 (\$74,300)	<\$37,150	\$37,150 to <\$59,440	\$59,440 to <\$89,160	≥\$89,160
2019 (\$75,400)	<\$37,700	\$37,700 to <\$60,320	\$60,320 to <\$90,480	≥\$90,480

Source: FFIEC

The table below shows unemployment data for the assessment area and statewide area. According to data obtained from the Bureau of Labor Statistics, the areas experienced significant increases in the unemployment rates in 2020, primarily due to the effects of the COVID-19 pandemic.

Unemployment Rates Southeast Florida Assessment Area				
Area	July 2017	July 2018	July 2019	July 2020
	%	%	%	%
Fort Lauderdale-Pompano Beach-Sunrise, FL MD	4.2	3.6	3.3	13.3
Miami-Miami Beach-Kendall, FL MD	4.6	3.6	2.6	14.5
Port St. Lucie, FL MSA	5.2	4.5	4.1	10.2
West Palm Beach-Boca Raton-Boynton Beach, FL MD	4.5	3.9	3.6	11.7
Florida	4.2	3.5	3.1	11.4

Source: Bureau of Labor Statistics

According to July 2020 data from Moody's Analytics, top employers in the assessment area include Publix Super Markets, Baptist Health South Florida, Martin Health System, and Indian River State College.

Competition

The assessment area is a highly competitive market for financial services. According to FDIC Deposit Market Share data as of June 30, 2020, 83 financial institutions operated 1,589 offices within the bank's assessment area. Of these institutions, NYCB ranked eighteenth with a deposit market share of 1.1 percent.

Significant competition exists in the assessment area for home mortgage loans among banks, credit unions, and non-depository mortgage lenders. In 2019, 1,041 lenders reported 189,925 1-4 family loans originated or purchased in the assessment area. NYCB ranked 175th out of this group of lenders with a 0.1 percent market share. Large regional banks and nationwide lenders such as Wells Fargo Bank N.A., United Shore Financial Service, and Quicken Loans dominate the assessment area. Collectively, these lenders represented 17.8 percent of all 1-4 family loan originations and purchases in 2019.

Community Contact

Examiners reviewed a community contact from a housing organization serving the Southeast Florida assessment area. The organization is involved in lending, community development, and affordable housing. The contact stated that the housing market is a seller's market and that gentrification in the low- and moderate-income neighborhoods is pricing long-term residents out of the area. The contact sees a need for additional small dollar loans due to the number of payday lenders, whose loans tend to be more expensive than those offered by traditional banks. The contact also explained that there is a need to help people with impaired credit to rebuild their credit profile, as well as a need to help small businesses with affordable financing.

Credit and Community Development Needs and Opportunities

Based on information from the community contact and demographic data, examiners determined that affordable housing loans, small dollar loans, credit repair programs, and loans to address the impact of the COVID-19 pandemic represent primary credit and community development needs in the Southeast Florida assessment area. In particular, there appears to be a need for affordable rental housing, with 46.2 percent of occupied rental housing located in the low- and moderate-income areas. The increase in unemployment in the assessment area from 2019 to 2020 indicates that the COVID-19 pandemic had a significant impact on the area's economy, which supports the conclusion that the area needs support from financial institutions to recover from the pandemic.

CONCLUSIONS ON PERFORMANCE CRITERIA IN SOUTHEAST FLORIDA

LENDING TEST

NYCB demonstrated adequate performance under the Lending Test in this area. The bank's adequate performance in the Geographic Distribution and Borrower Profile criteria, and its good performance under the Community Development Loans criterion primarily supports this conclusion.

Lending Activity

NYCB's lending levels reflect adequate responsiveness to the credit needs of the Southeast Florida assessment area.

NYCB's 1-4 family lending levels reflect adequate responsiveness in the assessment area. The bank's 1-4 family lending declined over the evaluation period, primarily due to the bank's decision to stop offering 1-4 family loans in 2017. In 2017, the bank reported 179 1-4 family loans within the assessment area for \$40 million. In 2018, the bank did not report any 1-4 family loans in the assessment area. In 2019, the bank reported 135 1-4 family loans for \$26.2 million, which represented a 0.1 percent market share. In 2019, NYCB ranked 175th out of 1,041 lenders that reported a 1-4 family loan origination or purchase in the assessment area.

Geographic Distribution

The geographic distribution of loans reflects adequate penetration throughout this assessment area. Examiners based this conclusion solely on the bank's 1-4 family lending performance.

1-4 Family Loans

The geographic distribution of 1-4 family loans reflects adequate penetration throughout the assessment area. The following table details the geographic distribution of 1-4 family loans by tract income level.

Geographic Distribution of 1-4 Family Loans Southeast Florida Assessment Area						
Tract Income Level	% of Owner-Occupied Housing Units	Aggregate Performance % of #	#	%	\$(000s)	%
Low						
2017	2.5	2.0	9	5.0	1,705	4.5
2018	2.5	2.0	0	0.0	0	0.0
2019	2.5	2.0	13	9.6	3,030	11.6
Moderate						
2017	22.2	19.3	64	35.8	10,654	28.1
2018	22.2	19.8	0	0.0	0	0.0
2019	22.2	19.3	72	53.3	14,743	56.2
Middle						
2017	34.8	36.9	57	31.8	9,999	26.3
2018	34.8	36.3	0	0.0	0	0.0
2019	34.8	36.5	29	21.5	4,576	17.5
Upper						
2017	40.3	41.4	48	26.8	15,455	40.7
2018	40.3	41.6	0	0.0	0	0.0
2019	40.3	42.0	21	15.6	3,866	14.7
Not Available						
2017	0.2	0.4	1	0.6	167	0.4
2018	0.2	0.3	0	0.0	0	0.0
2019	0.2	0.2	0	0.0	0	0.0
Totals						
2017	100.0	100.0	179	100.0	37,980	100.0
2018	100.0	100.0	0	0.0	0	0.0
2019	100.0	100.0	135	100.0	26,215	100.0

Source: 2015 ACS; Bank Data; 2017, 2018 & 2019 HMDA Aggregate Data. Due to rounding, totals may not equal 100.0%

As shown in the table, the percentage of 1-4 family loans within the low-income census tracts in 2017 exceeded the demographic comparison and the aggregate performance. In 2018, the bank made no 1-4 family loans in the low-income tracts, as it stopped offering 1-4 family loans in 2017. However, NYCB's lending increased in 2019 through loan purchases. The percentage of 1-4 family loans within the low-income tracts in 2019 exceeded both the demographic comparison and the aggregate performance.

The percentage of 1-4 family loans within the moderate-income census tracts in 2017 exceeded the demographic comparison and the aggregate performance. In 2018, the bank made no 1-4 family loans in the moderate-income tracts, as it stopped offering 1-4 family loans in 2017. In 2019, loan activity in the moderate-income tracts increased significantly through loan purchases, exceeding the demographic comparison and the aggregate level.

NYCB's distribution of loans in the low- and moderate-income census tracts was good in 2017 and 2019 based on comparisons to the demographic and aggregate data; however, the distribution for the review period is adequate overall, primarily due to the lack of lending in 2018.

Borrower Profile

NYCB's distribution of borrowers reflects adequate penetration among retail customers of different income levels within this assessment area. Examiners based this conclusion solely on the bank's 1-4 family lending performance.

1-4 Family Loans

The distribution of borrowers reflects adequate penetration of 1-4 family loans among retail customers of different income levels. Examiners focused on the percentage of 1-4 family loans made to low- and moderate-income borrowers, as detailed in the following table.

Distribution of 1-4 Family Loans by Borrower Income Level Southeast Florida Assessment Area						
Borrower Income Level	% of Families	Aggregate Performance % of #	#	%	\$(000s)	%
Low						
2017	22.9	2.7	23	12.8	2,105	5.5
2018	22.9	3.2	0	0.0	0	0.0
2019	22.9	3.0	16	11.9	2,115	8.1
Moderate						
2017	17.1	11.0	59	33.0	9,424	24.8
2018	17.1	10.8	0	0.0	0	0.0
2019	17.1	10.5	65	48.1	10,896	41.6
Middle						
2017	17.9	19.3	32	17.9	6,271	16.5
2018	17.9	18.9	0	0.0	0	0.0
2019	17.9	19.1	30	22.2	6,309	24.1
Upper						
2017	42.1	50.2	61	34.1	19,620	51.7
2018	42.1	49.6	0	0.0	0	0.0
2019	42.1	50.3	24	17.8	6,894	26.2
Not Available						
2017	0.0	16.8	4	2.2	560	1.5
2018	0.0	17.5	0	0.0	0	0.0
2019	0.0	17.1	0	0.0	0	0.0
Totals						
2017	100.0	100.0	179	100.0	37,980	100.0
2018	100.0	100.0	0	0.0	0	0.0
2019	100.0	100.0	135	100.0	26,215	100.0
<i>Source: 2015 ACS; Bank Data, 2017, 2018 & 2019 HMDA Aggregate Data, "--" data not available. Due to rounding, totals may not equal 100.0%.</i>						

As shown in the table, the percentage of 1-4 family loans among low-income borrowers in 2017 was less than the demographic comparison, but exceeded the aggregate performance. In 2018, the bank made no 1-4 family loans to low-income borrowers, as it stopped offering 1-4 family loans in 2017. However, NYCB's lending level increased in 2019 through loan purchases. The percentage of 1-4 family loans among low-income borrowers in 2019 was less than the demographic comparison, but far exceeded the aggregate performance, which is generally a better indicator of loan demand.

The percentage of 1-4 family loans among moderate-income borrowers in 2017 exceeded both the demographic comparison and the aggregate performance. In 2018, the bank made no 1-4 family loans to moderate-income borrowers, as it stopped offering 1-4 family loans in 2017. In 2019, the

bank's loan activity among moderate-income borrowers increased significantly through loan purchases.

NYCB's distribution of loans to low- and moderate-income borrowers was good in 2017 and 2019 based on comparisons to the demographic and aggregate data; however, the distribution for the review period is adequate overall, primarily due to the lack of lending in 2018.

Community Development Loans

The bank made a relatively high level of community development loans in the assessment area. During the evaluation period, the bank originated 16 loans for \$106.5 million in the assessment area. This level of activity is lower than that shown in the bank's prior evaluation, which reported 18 loans totaling \$131.2 million, but nonetheless represents a high level of lending. A majority of the community development loans support revitalization and stabilization efforts within the assessment area. The following table illustrates the community development lending activity by year and purpose.

Community Development Lending Southeast Florida Assessment Area										
Activity Year	Affordable Housing		Community Services		Economic Development		Revitalize or Stabilize		Totals	
	#	\$(000s)	#	\$(000s)	#	\$(000s)	#	\$(000s)	#	\$(000s)
2017	0	0	0	0	0	0	1	14,795	1	14,795
2018	0	0	0	0	1	2,830	2	15,300	3	18,130
2019	1	7,900	1	713	0	0	3	21,154	5	29,767
YTD 2020	1	18,400	2	8,000	0	0	4	17,401	7	43,801
Total	2	26,300	3	8,713	1	2,830	10	68,650	16	106,493

Source: Bank Data

The following is a sample of community development loans that benefit the assessment area.

- In 2018, the bank refinanced a \$2.8 million loan on an office building located in a low-income census tract in West Palm Beach, Florida. The loan supports the revitalization and stabilization of the low-income tract, as the office building allows for job creation, retention, and improvement in the area.
- In 2020, the bank originated an \$18.4 million loan to a LLC to refinance five apartment buildings consisting of 308 units in a moderate-income census tract in Lauderdale Lakes, Broward County, Florida. Of the 308 units, 288 units (93.5 percent) have rents below the HHRL amount for the area as established by HUD. This loan supports affordable housing for low- and moderate-income families in the assessment area.

INVESTMENT TEST

NYCB demonstrated good performance under the Investment Test within this assessment area. The bank's significant level of qualified community development investments and grants primarily supports this conclusion.

Investment and Grant Activity

NYCB has a significant level of qualified community development investments and grants in its Southeast Florida assessment area. During the evaluation period, NYCB reported 44 qualified investments and grants totaling \$34.1 million in this assessment area, which includes three new investments totaling \$2 million, 11 outstanding prior period investments with a current balance of \$32 million, and 30 grants totaling \$71,000. This activity accounts for 12.3 percent of the bank's total qualified investments. NYCB's dollar volume of qualified community development investments and grants decreased compared to the prior evaluation, which reported qualified investments of \$38.1 million; however, the volume is still significant.

The table below details the qualified investments by year and community development purpose.

Qualified Investments Southeast Florida Assessment Area										
Year	Affordable Housing		Community Services		Economic Development		Revitalize or Stabilize		Totals	
	#	\$(000)	#	\$(000)	#	\$(000)	#	\$(000)	#	\$(000)
Prior Period	11	31,985	0	0	0	0	0	0	11	31,985
2017	0	0	0	0	0	0	0	0	0	0
2018	1	945	0	0	1	100	0	0	2	1,045
2019	0	0	0	0	0	0	0	0	0	0
YTD 2020	1	1,000	0	0	0	0	0	0	1	1,000
Subtotal	13	33,930	0	0	1	100	0	0	14	34,030
Grants and donations	4	11	24	58	1	>1	1	2	30	71
Total	17	33,941	24	58	2	100	1	2	44	34,101
<i>Source: Bank Records</i>										

The following is a sample of the community development investments and grants that benefit the assessment area.

- In 2018, NYCB purchased a \$100,000 CD in a minority-owned financial institution. The institution is also a CDFI and primarily serves low- and moderate-income communities inside the assessment area.
- During the review period, NYCB provided two grants totaling \$28,000 to a nonprofit community development organization that works with low-income families inside the assessment area. The organization provides housing and health education services, as well as after school programs for children.

Responsiveness to Credit and Community Development Needs

NYCB exhibits good responsiveness to credit and community development needs. The majority of investments target affordable housing initiatives in the bank's assessment area, which is a primary community development need.

Community Development Initiatives

The bank occasionally uses innovative and/or complex investments to support community development initiatives in the assessment area. NYCB's LIHTC investments are complex, with approximately \$8.4 million in prior period LIHTC investments benefiting this assessment area.

SERVICE TEST

NYCB demonstrated good performance under the Service Test within this assessment area. The bank's relatively high level of qualified community development services primarily supports this conclusion.

Accessibility of Delivery Systems

Delivery systems are reasonably accessible to essentially all portions of the Southeast Florida assessment area. NYCB has 24 full-service branches and 26 ATMs in the assessment area. The table below summarizes the distribution of the bank's branch office and ATM network in the Southeast Florida assessment area by census tract income level.

Branch and ATM Distribution by Geography Income Level Southeast Florida Assessment Area								
Tract Income Level	Census Tracts		Population		Branches		ATMs	
	#	%	#	%	#	%	#	%
Low	80	6.2	355,045	5.6	0	0.0	0	0.0
Moderate	361	27.7	1,780,897	28.3	6	25.0	7	26.9
Middle	392	30.2	2,071,903	32.9	5	20.8	6	23.1
Upper	432	33.2	2,067,301	32.8	13	54.2	13	50.0
NA	35	2.7	25,446	0.4	0	0.0	0	0.0
Total	1,300	100.0	6,300,592	100.0	24	100.0	26	100.0

Source: 2015 ACS data and Bank Records

As shown in the table, NYCB has no offices or ATMs in the low-income census tracts; however, the bank has six branch offices and seven ATMs located in moderate-income census tracts. While the distribution of NYCB's office and ATM network is lower than demographic comparisons, the bank maintains a reasonable proportion of its operations in low- and moderate-income tracts on a combined basis. In addition, several of its branches are within middle- and upper-income areas that are located near low- and moderate-income tracts, providing reasonable access to the bank's office locations to residents in those areas.

In addition to the physical access to NYCB's branches and ATMs, the bank offers other alternative delivery systems that improve accessibility for its products and services for all geographies, including low- and moderate-income areas. These systems include online, mobile, and telephone banking, as well as bank by mail.

Changes in Branch Locations

To the extent changes have been made, the bank's opening and closing of branches has generally not adversely affected the accessibility of its delivery systems, particularly within low- and moderate-income geographies.

NYCB did not open any branches in the Southeast Florida assessment area, but closed one branch in a moderate-income census tract. Management stated that the closure was due to a redundancy of bank services offered in the same area, as there was another bank branch located nearby that could reasonably service the same customers. As a result, this closure did not adversely affect the accessibility of bank delivery systems in moderate-income tracts within this assessment area.

Reasonableness of Business Hours and Services

NYCB's business hours and services do not vary in a way that inconveniences certain portions of the Southeast Florida assessment area, particularly low- and moderate-income geographies and/or individuals. Services and hours do not vary by branch, with business hours generally from 9:00 a.m. to 4:00 p.m. Monday through Thursday, extended hours through 6:00 p.m. on Friday, and Saturday hours from 9:00 a.m. to 1:00 p.m. for most branches. NYCB also offers drive-up services at about a third of its branches. Overall, the bank's products and services in the Southeast Florida assessment area, including the low-cost savings and checking accounts, are consistent with those discussed at the institution level.

Community Development Services

NYCB provided a relatively high level of community development services in the Southeast Florida assessment area. Bank employees provided 448 instances of community development services. The table below summarizes the bank's community development services in the assessment area.

Community Development Services Southeast Florida Assessment Area					
Activity Year	Affordable Housing	Community Services	Economic Development	Revitalize or Stabilize	Totals
	#	#	#	#	#
2017	0	43	0	0	43
2018	3	161	1	4	169
2019	1	189	0	0	190
YTD 2020	5	41	0	0	46
Total	9	434	1	4	448
<i>Source: Bank Data</i>					

The following is a sample of community development services that benefit the assessment area.

- In 2017, a bank employee provided financial literacy training to students at a high school located in Broward County, Florida. This training provided community services to low- and moderate-income individuals, since a majority of the students at the high school were from low-income families.
- In 2018, a bank employee provided financial literacy training at a rescue mission in Broward County, Florida. This training qualified as a community service because the mission provides services to homeless individuals in the county.
- In 2019, a bank employee provided financial literacy training to students at a middle school in Broward County, Florida. A majority of the school's students receive free or reduced-priced lunches, which indicates they are primarily from low- and moderate-income families.
- In 2020, a bank employee provided financial literacy training in the Creole language at a soup kitchen in an upper-income tract in Palm Beach County, Florida. This provided community services to the low- and moderate-income consumers of the soup kitchen's services.

SOUTHWEST FLORIDA – Full-Scope Review

DESCRIPTION OF INSTITUTION’S OPERATIONS IN SOUTHWEST FLORIDA

NYCB operates 2 of its 237 branches (0.8 percent) and 2 of its 341 ATMs (0.6 percent) in the Southwest Florida assessment area. The assessment area includes Collier and Lee Counties in southwest Florida. The assessment area is entirely within the Cape Coral-Fort Myers-Naples, FL CSA (#163).

The assessment area consists of 241 census tracts with income designations as follows:

- 13 low-income census tracts
- 57 moderate-income census tracts
- 86 middle-income census tracts
- 82 upper-income census tracts
- 3 census tracts with no income designation

Economic and Demographic Data

The table below provides select demographic characteristics of the assessment area.

Demographic Information Southwest Florida Assessment Area						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	241	5.4	23.7	35.7	34.0	1.2
Population by Geography	1,004,766	5.5	25.9	40.8	27.8	0.0
Housing Units by Geography	575,915	3.5	20.2	39.9	36.3	0.0
Owner-Occupied Units by Geography	267,895	2.1	17.8	43.2	36.9	0.0
Occupied Rental Units by Geography	114,280	8.8	31.4	37.9	21.8	0.0
Vacant Units by Geography	193,740	2.3	17.0	36.4	44.2	0.0
Businesses by Geography	143,444	2.7	19.1	39.7	38.5	0.1
Farms by Geography	4,243	3.8	23.8	45.5	26.9	0.0
Family Distribution by Income Level	253,300	20.8	18.2	19.5	41.5	0.0
Household Distribution by Income Level	382,175	22.5	17.2	18.7	41.7	0.0
Median Family Income - 15980 Cape Coral-Fort Myers, FL MSA		\$57,627	Median Housing Value			\$246,568
Median Family Income - 34940 Naples-Marco Island, FL MSA		\$66,264	Median Gross Rent			\$1,007
			Families Below Poverty Level			10.4%

*Source: 2015 ACS and 2019 D&B Data. Due to rounding, totals may not equal 100.0%.
(*) The NA category consists of geographies that have not been assigned an income classification.*

The Southwest Florida assessment area has limited opportunities for lending in low-income areas and to low- and moderate-income borrowers. Only 2.1 percent of the owner-occupied units are in low-income census tracts, although 17.8 percent of the owner-occupied units are in moderate-income census tracts. The poverty level, at 10.4 percent, also limits opportunities to make loans to low-income borrowers, as families below the poverty level would have difficulty qualifying for traditional financing.

The table below shows median family income ranges for the two MSAs represented in the assessment area.

Median Family Income Ranges Southwest Florida Assessment Area				
Median Family Incomes	Low <50%	Moderate 50% to <80%	Middle 80% to <120%	Upper ≥120%
Cape Coral-Fort Myers, FL MSA Median Family Income (15980)				
2017 (\$57,900)	<\$28,950	\$28,950 to <\$46,320	\$46,320 to <\$69,480	≥\$69,480
2018 (\$63,700)	<\$31,850	\$31,850 to <\$50,960	\$50,960 to <\$76,440	≥\$76,440
2019 (\$67,100)	<\$33,550	\$33,550 to <\$53,680	\$53,680 to <\$80,520	≥\$80,520
Naples-Marco Island, FL MSA Median Family Income (34940)				
2017 (\$68,300)	<\$34,150	\$34,150 to <\$54,640	\$54,640 to <\$81,960	≥\$81,960
2018 (\$75,000)	<\$37,500	\$37,500 to <\$60,000	\$60,000 to <\$90,000	≥\$90,000
2019 (\$78,300)	<\$39,150	\$39,150 to <\$62,640	\$62,640 to <\$93,960	≥\$93,960
<i>Source: FFIEC</i>				

The table below shows unemployment data for the two counties in the assessment area and for the state. According to Bureau of Labor Statistics data, the areas experienced significant increases in the unemployment rates in 2020, primarily due to the effects of the COVID-19 pandemic.

Unemployment Rates Southwest Florida Assessment Area				
Area	July 2017	July 2018	July 2019	July 2020
	%	%	%	%
Lee County	4.4	3.7	3.4	10.7
Collier County	4.6	3.9	3.6	10.5
Florida	4.2	3.5	3.1	11.4
<i>Source: Bureau of Labor Statistics</i>				

According to Moody's Analytics data, the top employers in the assessment area include Publix Super Markets, Inc., Naples Community Hospital, Inc., Lee Memorial Health System, and Wal-Mart Stores, Inc.

Competition

The assessment area is a moderately competitive market for financial services. According to FDIC Deposit Market Share data as of June 30, 2020, 39 financial institutions operated 324 offices within the area. Of these institutions, NYCB ranked 29th with a deposit market share of 0.4 percent.

Significant competition exists in the assessment area for home mortgage loans among banks, credit unions, and non-depository mortgage lenders. In 2019, 994 lenders reported 49,760 1-4 family loans originated or purchased in the assessment area. NYCB ranked 145th out of this group of lenders with a 0.1 percent market share. Large regional banks and nationwide lenders such as Wells Fargo Bank N.A., Quicken Loans, and Suncoast Credit Union dominate the assessment area. Collectively, these lenders represented 17.2 percent of all 1-4 family loan originations and purchases in 2019.

Credit and Community Development Needs and Opportunities

Based on demographic data, examiners determined that affordable housing loans and loans to address the COVID-19 pandemic represent primary credit and community development needs in the Southwest Florida assessment area. In particular, there is a need for affordable rental housing, with 40.2 percent of the area's occupied rental units located in low- and moderate-income tracts. The increase in unemployment from 2019 to 2020 shows the significant impact that the COVID-19 pandemic had on the assessment area, which substantiates the conclusion that the area needs support from financial institutions to recover from the pandemic.

CONCLUSIONS ON PERFORMANCE CRITERIA IN SOUTHWEST FLORIDA**LENDING TEST**

NYCB demonstrated adequate performance under the Lending Test within this assessment area. The bank's adequate performance in the Lending Activity, Geographic Distribution, and Borrower Profile criteria primarily support this conclusion.

Lending Activity

NYCB's lending levels reflect adequate responsiveness to the credit needs of the Southwest Florida assessment area.

NYCB's 1-4 family lending levels declined over the evaluation period, primarily due to the bank's decision to stop offering 1-4 family loans in 2017. In 2017, the bank reported 54 1-4 family loans in the assessment area for \$10.6 million. In 2018, the bank did not originate or purchase any 1-4 family loans. In 2019, the bank reported 35 1-4 family loans for \$6.9 million, which represented a 0.1 percent market share. In 2019, NYCB ranked 145th out of 994 lenders that reported a 1-4 family loan origination or purchase in the assessment area.

Geographic Distribution

The geographic distribution of NYCB's lending activity reflects adequate penetration throughout this assessment area. Examiners based this conclusion solely on the bank's 1-4 family lending performance, with more emphasis placed upon the bank's lending activity within the moderate-income census tracts.

1-4 Family Loans

The geographic distribution of 1-4 family loans reflects adequate penetration throughout the assessment area. The following table details the geographic distribution of 1-4 family loans by tract income level.

Geographic Distribution of 1-4 Family Loans Southwest Florida Assessment Area						
Tract Income Level	% of Owner-Occupied Housing Units	Aggregate Performance % of #	#	%	\$(000s)	%
Low						
2017	2.1	1.4	2	3.7	279	2.6
2018	2.1	1.4	0	0.0	0	0.0
2019	2.1	1.6	0	0.0	0	0.0
Moderate						
2017	17.8	19.3	25	46.3	4,321	40.8
2018	17.8	18.8	0	0.0	0	0.0
2019	17.8	17.9	19	54.3	3,666	53.2
Middle						
2017	43.2	44.9	20	37.0	3,450	32.6
2018	43.2	44.0	0	0.0	0	0.0
2019	43.2	44.3	11	31.4	1,831	26.6
Upper						
2017	36.9	34.4	7	13.0	2,533	24.0
2018	36.9	35.8	0	0.0	0	0.0
2019	36.9	36.2	5	14.3	1,395	20.2
Totals						
2017	100.0	100.0	54	100.0	10,583	100.0
2018	100.0	100.0	0	0.0	0	0.0
2019	100.0	100.0	35	100.0	6,891	100.0

Source: 2015 ACS; Bank Data; 2017, 2018 & 2019 HMDA Aggregate Data. Due to rounding, totals may not equal 100.0%

As shown in the table, the percentage of 1-4 family loans within the low-income census tracts in 2017 exceeded the demographic comparison and the aggregate performance. In 2018, the bank made no 1-4 family loans in the low-income tracts, as it stopped offering 1-4 family loans in 2017. Although NYCB began purchasing some 1-4 family loans in 2019, the bank still had no 1-4 family

loan activity in the low-income tracts within this assessment area. However, the low percentage of owner-occupied housing units in the low-income tracts indicates that there were limited opportunities to make loans in those areas.

The percentage of 1-4 family home loans within the moderate-income census tracts in 2017 exceeded the demographic comparison and the aggregate performance. In 2018, the bank made no 1-4 family loans in the moderate-income tracts, as it stopped offering 1-4 family loans in 2017. In 2019, the bank's loan activity in the moderate-income tracts increased significantly over the prior year through loan purchases, far exceeding the demographic comparison and the aggregate level.

As shown in the table, NYCB had limited activity in the low-income tracts during the review period, but performed comparatively better in the moderate-income tracts. While the bank's distribution of loans in the moderate-income tracts was good for 2017 and 2019, the distribution in the low- and moderate-income tracts was adequate overall for the review period, due primarily to the limited performance in the low-income tracts and the lack of lending in 2018.

Borrower Profile

NYCB's distribution of borrowers reflects adequate penetration among retail customers of different income levels within this assessment area. Examiners based this conclusion solely on the bank's 1-4 family lending performance.

1-4 Family Loans

The distribution of borrowers reflects adequate penetration of 1-4 family loans among retail customers of different income levels. Examiners focused on the percentage of 1-4 family loans made to low- and moderate-income borrowers, as detailed in the following table.

Distribution of 1-4 Family Loans by Borrower Income Level Southwest Florida Assessment Area						
Borrower Income Level	% of Families	Aggregate Performance % of #	#	%	\$(000s)	%
Low						
2017	20.8	2.8	1	1.9	132	1.2
2018	20.8	3.9	0	0.0	0	0.0
2019	20.8	4.2	1	2.9	228	3.3
Moderate						
2017	18.2	13.4	28	51.9	4,548	43.0
2018	18.2	14.6	0	0.0	0	0.0
2019	18.2	15.6	20	57.1	3,414	49.5
Middle						
2017	19.5	18.9	6	11.1	1,132	10.7
2018	19.5	20.5	0	0.0	0	0.0
2019	19.5	20.1	5	14.3	1,226	17.8
Upper						
2017	41.5	49.3	18	33.3	4,484	42.4
2018	41.5	44.9	0	0.0	0	0.0
2019	41.5	45.5	9	25.7	2,024	29.4
Not Available						
2017	0.0	15.6	1	1.8	287	2.7
2018	0.0	16.1	0	0.0	0	0.0
2019	0.0	14.6	0	0.0	0	0.0
Totals						
2017	100.0	100.0	54	100.0	10,583	100.0
2018	100.0	100.0	0	0.0	0	0.0
2019	100.0	100.0	35	100.0	6,891	100.0
<i>Source: 2015 ACS; Bank Data; 2017, 2018 & 2019 HMDA Aggregate Data. Due to rounding, totals may not equal 100.0%.</i>						

As shown in the table, the percentage of 1-4 family loans among low-income borrowers in 2017 was less than the demographic comparison and the aggregate performance. In 2018, the bank made no 1-4 family loans to low-income borrowers, as it stopped offering 1-4 family loans in 2017. However, NYCB's lending level increased among low-income borrowers in 2019 through loan purchases, though it remained below the demographic comparison and the aggregate level.

The percentage of 1-4 family loans among moderate-income borrowers in 2017 far exceeded both the demographic comparison and the aggregate performance. In 2018, the bank made no 1-4 family loans to moderate-income borrowers, as it stopped offering 1-4 family loans in 2017. In 2019, loan activity among moderate-income borrowers increased significantly through loan purchases, and far exceeded both the demographic comparison and aggregate performance.

As shown in the table, NYCB had limited activity among low-income borrowers during the review period, but performed comparatively better with moderate-income borrowers. While the bank's distribution of loans among moderate-income borrowers for 2017 and 2019 was good, the distribution among low- and moderate-income borrowers for the review period was adequate overall, due primarily to the limited lending to low-income borrowers and the lack of lending in 2018.

Community Development Loans

The bank did not make any community development loans that directly benefit the Southwest Florida assessment area. At the prior evaluation, NYCB made two community development loans totaling \$33.1 million in the assessment area.

INVESTMENT TEST

NYCB demonstrated adequate performance under the Investment Test within this assessment area. The bank's adequate level of qualified community development investments and grants primarily supports this conclusion.

Investment and Grant Activity

NYCB has an adequate level of qualified community development investments and grants in its Southwest Florida assessment area. During the evaluation period, NYCB reported seven qualified investments and grants totaling \$1 million in this assessment area, which includes one new investments for \$184,000, four prior period investments with an outstanding balance of \$857,000, and two qualified grants totaling \$750. This activity accounts for less than 1.0 percent of the bank's total qualified investments. NYCB's dollar volume of community development qualified investments and grants declined compared to the prior evaluation, which reported qualified investments and grants of \$1.3 million; however, the volume is still adequate.

In 2020, NYCB invested \$4.2 million in a CRA qualified investment fund to support community development activities, with a primary focus on affordable housing. The bank allocated \$184,000 of the investment to this assessment area. Furthermore, NYCB maintains a prior period balance in this fund, with an additional \$520,000 allocated to this assessment area.

Responsiveness to Credit and Community Development Needs

NYCB exhibits adequate responsiveness to credit and community development needs. The majority of investments target affordable housing initiatives, which is a primary community development need in the area.

Community Development Initiatives

The bank rarely uses innovative and/or complex investments to support community development initiatives in the assessment area.

SERVICE TEST

NYCB demonstrated adequate performance under the Service Test within this assessment area. The bank's adequate level of qualified community development services primarily supports this conclusion.

Accessibility of Delivery Systems

Given the small branch network in this assessment area, the bank's delivery systems are accessible to limited portions of the Southwest Florida assessment area. NYCB has two full-service branch offices and two ATMs in the Southwest Florida assessment area. The table below summarizes the distribution of the bank's branch offices and ATMs in the assessment area by census tract income level.

Branch and ATM Distribution by Geography Income Level Southwest Florida Assessment Area								
Tract Income Level	Census Tracts		Population		Branches		ATMs	
	#	%	#	%	#	%	#	%
Low	13	5.4	55,488	5.5	0	0.0	0	0.0
Moderate	57	23.7	260,242	25.9	0	0.0	0	0.0
Middle	86	35.7	410,160	40.8	0	0.0	0	0.0
Upper	82	34.0	278,876	27.8	2	100.0	2	100.0
NA	3	1.2	0	0.0	0	0.0	0	0.0
Total	241	100.0	1,004,766	100.0	2	100.0	2	100.0

Source: 2015 ACS data and Bank Records

As shown in the table, the bank does not operate any branches in the low- and moderate-income tracts. Both of NYCB's branches in this assessment area are in upper-income tracts, which is not as convenient for businesses and residents in the low- and moderate-income areas. Notably, the bank has no presence in the relatively large cities of Coral City and Fort Meyers, where a significant number of the assessment area's low- and moderate-income tracts are located.

Although the bank has no offices in the low- and moderate-income areas, one of its offices is located in a tract immediately adjacent to a moderate-income area. Additionally, the bank's alternative delivery systems enhance the accessibility of its products and services, which helps to mitigate the lack of physical branch offices in the low- and moderate-income areas to some extent.

Changes in Branch Locations

NYCB did not open or close any branches in the assessment area during the review period.

Reasonableness of Business Hours and Services

NYCB's business hours and services do not vary in a way that inconveniences portions of the Southwest Florida assessment area, particularly low- and moderate-income geographies and/or individuals. Services and hours do not vary by branch, with business hours from 9:00 a.m. to 4:00 p.m. Monday through Thursday, and extended hours through 6:00 p.m. on Friday. NYCB does not

offer any drive-up services or Saturday hours at either location. Overall, the bank’s products and services in the Southwest Florida assessment area, including the low-cost savings and checking accounts, are consistent with those discussed at the institution level.

Community Development Services

NYCB provided an adequate level of community development services in the Southwest Florida assessment area. The table below provides detail of the bank’s services in the assessment area.

Community Development Services Southwest Florida Assessment Area					
Activity Year	Affordable Housing	Community Services	Economic Development	Revitalize or Stabilize	Totals
	#	#	#	#	#
2017	0	0	0	0	0
2018	0	18	0	0	18
2019	0	14	0	0	14
YTD 2020	0	2	0	0	2
Total	0	34	0	0	34
<i>Source: Bank Data</i>					

The following is an example of a community development service that benefitted the assessment area.

- In 2018, 2019, and 2020, bank employees provided financial literacy training to low- and moderate-income girls at a community center in Lee County, Florida.

ARIZONA

CRA RATING FOR ARIZONA: SATISFACTORY

The Lending Test is rated: High Satisfactory

The Investment Test is rated: Low Satisfactory

The Service Test is rated: High Satisfactory

DESCRIPTION OF INSTITUTION’S OPERATIONS IN ARIZONA

NYCB operates 14 of its 237 branches (5.9 percent) and 15 of its 341 ATMs (4.4 percent) in Arizona.

NYCB designated two assessment areas in Arizona, including the Phoenix, AZ MSA assessment area within the Phoenix-Mesa-Chandler, AZ MSA (#38060), and the Prescott, AZ MSA assessment area within the Prescott Valley-Prescott, AZ MSA (#39150). Refer to the separate Phoenix, AZ MSA and Prescott, AZ MSA sections of this evaluation for a detailed description of each of the assessment areas.

SCOPE OF EVALUATION – ARIZONA

Examiners used full-scope examination procedures to evaluate the bank’s performance in the state of Arizona. For the Phoenix, AZ MSA assessment area, examiners reviewed the bank’s 1-4 family and multi-family lending. The examiners placed slightly more weight on the bank’s 1-4 family lending performance, as this loan type had the greatest number of loans in the area. Although the multi-family lending received less weight, examiners considered that the dollar volume of multi-family loans was greater than the 1-4 family loans in the area. For the Prescott, AZ MSA assessment area, examiners reviewed the bank’s 1-4 family loans only, as NYCB did not originate or purchase any multi-family loans in this assessment area. The evaluation does not present small business lending, as small business loans did not represent a primary product in the state of Arizona, and provided no material support for conclusions and ratings in this area. Examiners placed greater weight on the bank’s performance in its Phoenix, AZ MSA assessment area, based on the greater volume of lending and the presence of a greater number of branches in that assessment area.

CONCLUSIONS ON PERFORMANCE CRITERIA IN ARIZONA

LENDING TEST

NYCB is rated “High Satisfactory” in the Lending Test in the state of Arizona. The bank’s good performance in the Geographic Distribution and Community Development Lending criteria primarily supports this conclusion. NYCB’s Lending Test performance in Arizona was generally consistent for the assessment areas within the rated area.

Refer to the Phoenix, AZ MSA and Prescott, AZ MSA assessment area sections for details regarding the bank’s performance in those areas under each of the Lending Test criteria.

Lending Activity

NYCB's lending levels reflect adequate responsiveness to the credit needs of the bank's assessment areas in the state of Arizona.

The bank's 1-4 family lending levels reflect adequate responsiveness in the state of Arizona. NYCB's 1-4 family lending declined in the state over the course of the evaluation period, as the bank stopped offering 1-4 family loans in 2017. In 2017, the bank reported 319 loans for \$62 million in its assessment areas in the state of Arizona. The bank did not originate or purchase any 1-4 family loans in the state in 2018. In 2019, the bank reported 248 loans for \$47 million in the assessment areas, as it purchased 1-4 family loans that year to address community credit needs

NYCB's multi-family lending levels reflect good responsiveness in the state of Arizona. Multi-family lending increased during the review period. In 2018, NYCB reported 11 loans totaling \$71.2 million. In 2019, the bank reported 15 loans totaling \$141.2 million.

Examiners considered the bank's change of business strategy when assigning a rating for this criterion, and particularly noted the institution's effort to continue meeting the credit needs of the assessment areas through loan purchases in 2019.

Geographic Distribution

The geographic distribution of loans reflects good penetration within the state of Arizona. NYCB's good penetration of multifamily loans primarily supports this conclusion. The performance under the Geographic Distribution criterion differed for the assessment areas within the rated area, as the performance in the Phoenix, AZ assessment area was comparatively better given the good distribution of multi-family loans.

Borrower Profile

The distribution of borrowers reflects, given the product lines offered by the institution, adequate penetration among retail customers of different income levels within the state of Arizona. Examiners based this conclusion on the percentage of 1-4 family loans to low- and moderate-income borrowers. The performance under the Borrower Profile criterion was generally consistent for the assessment areas within the rated area.

Community Development Loans

The bank made a relatively high level of community development loans within its assessment areas in Arizona, particularly in the Phoenix, AZ assessment area. During the evaluation period, the bank originated 26 community development loans totaling \$174.9 million in the rated area. Although a relatively high volume of loans, this lending activity is significantly lower than the prior evaluation, which reported 59 loans totaling \$396.5 million. Nearly all of the bank's current community development loans support affordable housing and revitalization or stabilization efforts within the rated area. The following table illustrates the community development lending activity by assessment area and purpose.

Community Development Lending Arizona State Rated Area										
Assessment Area	Affordable Housing		Community Services		Economic Development		Revitalize or Stabilize		Totals	
	#	\$(000s)	#	\$(000s)	#	\$(000s)	#	\$(000s)	#	\$(000s)
Phoenix, AZ MSA	13	129,161	0	0	1	1,300	11	42,868	25	173,329
Prescott, AZ MSA	0	0	1	1,545	0	0	0	0	1	1,545
Total	13	129,161	1	1,545	1	1,300	11	42,868	26	174,874

Source: Bank Data

As shown in the table above, NYCB's community development lending performance is not consistent throughout the Arizona assessment areas, as the bank's community development lending activity occurred almost exclusively within the Phoenix, AZ MSA assessment area, with just one community development loan made in the Prescott, AZ MSA assessment area. However, examiners placed more weight on the bank's performance in the Phoenix, AZ MSA assessment area when developing conclusions, as that area accounts for the majority of its branches, loans, and deposits in the state of Arizona.

INVESTMENT TEST

NYCB is rated "Low Satisfactory" in the Investment Test in the state of Arizona. NYCB's adequate level of qualified community development investments and grants primarily supports this conclusion. NYCB's Investment Test performance in Arizona was consistent for the assessment areas within the rated area.

Refer to the Phoenix, AZ MSA and Prescott, AZ MSA assessment area sections for details regarding the bank's performance in those areas under each of the Investment Test criteria.

Investment and Grant Activity

NYCB has an adequate level of qualified community development investments and grants in the state of Arizona. During the evaluation period, NYCB reported 56 qualified investments and grants totaling \$46 million in the rated area, which includes 2 new investments totaling \$3 million, 13 prior period investments with a current balance of \$43 million, and 41 grants totaling \$53,000. Two of the bank's prior period investments benefited the broader regional area near the assessment areas. Although outside the Arizona assessment areas, examiners gave NYCB credit for these investments, as it has been responsive to the community development needs of its assessment areas. The bank's investment activity in Arizona accounts for 16.6 percent of the bank's total qualified investments.

The table below details the institution's qualified investments and grants by area and community development purpose.

Qualified Investments Arizona State Rated Area										
Area	Affordable Housing		Community Services		Economic Development		Revitalize or Stabilize		Totals	
	#	\$(000)	#	\$(000)	#	\$(000)	#	\$(000)	#	\$(000)
Phoenix, AZ MSA	9	6,359	31	43	0	0	1	<1	41	6,402
Prescott, AZ MSA	10	1,433	3	1	0	0	0	0	13	1,434
Regional	2	38,225	0	0	0	0	0	0	2	38,225
Total Arizona	21	46,017	34	44	0	0	1	<1	56	46,061
<i>Source: Bank Records</i>										

Responsiveness to Credit and Community Development Needs

NYCB exhibits adequate responsiveness to credit and community development needs. The majority of investments target affordable housing initiatives in the assessment areas, which is a primary community development need.

Community Development Initiatives

The bank occasionally uses innovative and/or complex investments to support community development initiatives.

SERVICE TEST

NYCB is rated “High Satisfactory” for the Service Test in the state of Arizona. The bank’s relatively high level of community development services primarily supports this conclusion. NYCB’s Service Test performance in Arizona was consistent for the assessment areas within the rated area.

Refer to the Phoenix, AZ MSA and Prescott, AZ MSA assessment area sections for details regarding the bank’s performance in those areas under each of the Service Test criteria.

Accessibility of Delivery Systems

Delivery systems are reasonably accessible to essentially all portions of the bank’s assessment areas within the state of Arizona. The conclusions regarding the branch distribution and alternative delivery systems for Arizona is consistent with the institution overall.

Changes in Branch Locations

NYCB did not open or close any branches in Arizona during the review period.

Reasonableness of Business Hours and Services

Services do not vary in a way that inconveniences portions of the assessment areas, particularly low- and moderate-income geographies and/or individuals. Business hours vary slightly by branch according to the assessment area needs Monday through Friday. The bank does not offer drive-up services at any Arizona branch, though it offers Saturday hours at five branches. Overall, the bank's products and services in the Arizona assessment areas, including the low-cost savings and checking accounts, are consistent with those discussed at the institution level.

Community Development Services

NYCB provided a relatively high level of community development services in the state of Arizona. Bank employees provided 288 instances of community development services since the prior evaluation, a significant increase from the 190 services provided during the prior evaluation period. The table below provides further detail about the bank's services.

Community Development Services Arizona State Rated Area					
Assessment Area	Affordable Housing	Community Services	Economic Development	Revitalize or Stabilize	Totals
	#	#	#	#	#
Phoenix, AZ	10	246	0	0	256
Prescott, AZ	17	9	6	0	32
Total	27	255	6	0	288
<i>Source: Bank Data</i>					

PHOENIX-MESA-CHANDLER, AZ METROPOLITAN STATISTICAL AREA – Full-Scope Review

DESCRIPTION OF INSTITUTION’S OPERATIONS IN THE PHOENIX- MESA-CHANDLER, AZ METROPOLITAN STATISTICAL AREA

NYCB operates 14 of its 237 branches (5.9 percent) and 7 of its 341 ATMs (2.1 percent) in the Phoenix, AZ MSA assessment area. This assessment area consists of Maricopa County, Arizona, which is located within the Phoenix-Mesa-Chandler, AZ MSA (#38060).

The assessment area consists of 916 census tracts with income designations as follows:

- 105 low-income census tracts
- 206 moderate-income census tracts
- 286 middle-income census tracts
- 306 upper-income census tracts
- 13 census tracts with no income designation

Economic and Demographic Data

The table below provides select demographic characteristics of the assessment area.

Demographic Information Phoenix, AZ MSA Assessment Area						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	916	11.5	22.5	31.2	33.4	1.4
Population by Geography	4,018,143	11.1	22.9	31.3	34.4	0.3
Housing Units by Geography	1,668,555	9.8	23.4	33.3	33.4	0.1
Owner-Occupied Units by Geography	875,327	4.6	18.8	34.7	41.9	0.0
Occupied Rental Units by Geography	567,191	17.1	29.4	31.2	21.9	0.4
Vacant Units by Geography	226,037	11.8	25.6	33.2	29.3	0.1
Businesses by Geography	419,998	6.2	15.9	28.4	48.9	0.6
Farms by Geography	7,681	6.1	18.0	29.4	46.2	0.3
Family Distribution by Income Level	945,115	21.8	16.9	19.2	42.1	0.0
Household Distribution by Income Level	1,442,518	23.3	16.3	17.7	42.7	0.0
Median Family Income - 38060 Phoenix-Mesa-Chandler, AZ MSA		\$63,686	Median Housing Value			\$203,811
			Median Gross Rent			\$993
			Families Below Poverty Level			12.6%

*Source: 2015 ACS and 2019 D&B Data. Due to rounding, totals may not equal 100.0%.
(*) The NA category consists of geographies that have not been assigned an income classification.*

The area demographics suggest that there are opportunities to lend to low- and moderate-income borrowers and in low- and moderate-income areas. The area median income is approximately one-third of the median housing value, suggesting there may be affordable housing opportunities. In addition, 4.6 percent of the area's owner-occupied units are in low-income areas, and 18.8 percent are in moderate-income areas.

The table below shows the median family income ranges for the MSA.

Median Family Income Ranges Phoenix, AZ MSA Assessment Area				
Median Family Incomes	Low <50%	Moderate 50% to <80%	Middle 80% to <120%	Upper ≥120%
Phoenix-Mesa-Chandler, AZ MSA Median Family Income (38060)				
2017 (\$66,200)	<\$33,100	\$33,100 to <\$52,960	\$52,960 to <\$79,440	≥\$79,440
2018 (\$69,100)	<\$34,550	\$34,550 to <\$55,280	\$55,280 to <\$82,920	≥\$82,920
2019 (\$72,900)	<\$36,450	\$36,450 to <\$58,320	\$58,320 to <\$87,480	≥\$87,480
<i>Source: FFIEC</i>				

The table below shows unemployment data for the assessment area and statewide area. According to data obtained from the Bureau of Labor Statistics, the areas experienced significant increases in unemployment rates in 2020, primarily due to the effects of the COVID-19 pandemic.

Unemployment Rates Phoenix, AZ MSA Assessment Area				
Area	July 2017	July 2018	July 2019	July 2020
	%	%	%	%
Maricopa County	4.3	4.2	4.3	10.3
Arizona	4.8	4.7	4.7	10.7
<i>Source: Bureau of Labor Statistics</i>				

According to Moody's Analytics data from July 2020, the top employers in the assessment area are Banner Health System, Walmart, Inc., and Fry's Food Stores.

Competition

The assessment area is a moderately competitive market for financial services. According to FDIC Deposit Market Share data as of June 30, 2020, 59 financial institutions operated 735 offices within the assessment area. Of these institutions, NYCB ranked twelfth with a deposit market share of 0.9 percent.

There is a moderately competitive market for multi-family lending in the assessment area. According to 2019 aggregate data, 92 lenders originated or purchased 465 multi-family loans totaling \$5 billion in the assessment area. Out of this group of lenders, NYCB ranked eighth by

count with a 3.2 percent market share. The top three lenders by number of loans made were Opus Bank, Washington Federal, and KS StateBank, which collectively reported a 23.2 percent market share.

Strong competition exists in the assessment area for home mortgage loans among the banks, credit unions, and non-depository mortgage lenders. In 2019, 848 lenders reported 252,413 1-4 family home mortgage loans originated or purchased in the assessment area. NYCB ranked 148th with a 0.1 percent market share. Large regional banks and nationwide lenders such as Quicken Loans, Wells Fargo Bank, N.A., and United Shore Financial Service, dominate the assessment area. Collectively, these lenders represented 16.9 percent of all 1-4 family loan originations and purchases in 2019.

Community Contact

Examiners reviewed a community contact with a representative from a housing organization active within the assessment area. The organization supports the construction of affordable housing in the Phoenix, Arizona area. The contact stated that the local economy was doing well prior to the COVID-19 pandemic, but has slowed since. The housing inventory in the area is very limited, and there is a shortage of affordable housing to both own and rent. The contact said community banks have been more helpful than large banks in the area. The contact stated that financial institutions are not originating loans for the acquisition and rehabilitation of properties, which is a need in the area. Home mortgage loans, small business loans, and small consumer loans are all loan products needed in the area.

Credit and Community Development Needs and Opportunities

Based upon information from the demographics and the community contact, examiners identified affordable housing loans as a credit and community development need in the assessment area. In particular, there is a need and demand for loans to develop new affordable housing due to the limited volume of affordable housing available in the area.

CONCLUSIONS ON PERFORMANCE CRITERIA IN PHOENIX-MESA-CHANDLER, AZ METROPOLITAN STATISTICAL AREA

LENDING TEST

NYCB demonstrated good performance under the Lending Test within this assessment area. The bank's good performance in the Geographic Distribution and Community Development Lending criteria primarily supports this conclusion.

Lending Activity

NYCB's lending levels reflect adequate responsiveness to the credit needs of the Phoenix, AZ MSA assessment area. Examiners considered the bank's adequate responsiveness for 1-4 family loans and good responsiveness for multi-family loans in the area.

NYCB's 1-4 family lending levels reflected adequate responsiveness in the assessment area. The bank's 1-4 family lending declined over the evaluation period, primarily due to NYCB's decision to stop offering 1-4 family loans in 2017. In 2017, the bank reported 296 1-4 family loans for a total of \$57.8 million in the assessment area. The bank did not originate or purchase any 1-4 family loans in 2018 in the assessment area. In 2019, the bank reported 231 1-4 family loans for \$43.1 million, which represented a 0.1 percent market share. In 2019, NYCB ranked 148th out of 848 lenders that reported a 1-4 family loan origination or purchase in the assessment area.

NYCB's multi-family lending levels reflected good responsiveness in the assessment area. Multi-family lending increased slightly during the review period. In 2018, NYCB originated or purchased 11 loans totaling \$71.2 million. In 2019, the bank reported 15 loans totaling \$141.2 million, which represented a 3.2 percent market share. In 2019, NYCB ranked eighth out of 92 lenders that reported a multi-family loan origination or purchase in the assessment area.

Geographic Distribution

The geographic distribution of NYCB's lending activity reflects good penetration throughout this assessment area. Examiners based this conclusion primarily on the bank's good multi-family lending performance.

1-4 Family Loans

The geographic distribution of 1-4 family loans reflects adequate penetration throughout the assessment area. The following table details the geographic distribution of 1-4 family loans by tract income level.

Geographic Distribution of 1-4 Family Loans Phoenix, AZ MSA Assessment Area						
Tract Income Level	% of Owner-Occupied Housing Units	Aggregate Performance % of #	#	%	\$(000s)	%
Low						
2017	4.6	3.8	29	9.8	3,981	6.9
2018	4.6	4.0	0	0.0	0	0.0
2019	4.6	3.6	27	11.7	4,951	11.5
Moderate						
2017	18.8	15.5	86	29.1	12,146	21.0
2018	18.8	15.5	0	0.0	0	0.0
2019	18.8	14.4	100	43.3	18,444	42.8
Middle						
2017	34.7	35.8	73	24.7	12,983	22.4
2018	34.7	35.4	0	0.0	0	0.0
2019	34.7	34.7	63	27.3	11,044	25.7
Upper						
2017	41.9	44.5	108	36.4	28,725	49.7
2018	41.9	44.5	0	0.0	0	0.0
2019	41.9	46.6	41	17.7	8,615	20.0
Not Available						
2017	0.0	0.4	0	0.0	0	0.0
2018	0.0	0.6	0	0.0	0	0.0
2019	0.0	0.7	0	0.0	0	0.0
Totals						
2017	100.0	100.0	296	100.0	57,835	100.0
2018	100.0	100.0	0	0.0	0	0.0
2019	100.0	100.0	231	100.0	43,053	100.0

Source: 2015 ACS; Bank Data; 2017, 2018 & 2019 HMDA Aggregate Data. Due to rounding, totals may not equal 100.0%

As shown in the table, the percentage of 1-4 family loans in the low-income census tracts in 2017 exceeded the demographic comparison and the aggregate performance. In 2018, the bank made no 1-4 family loans in the low-income tracts, as it stopped offering 1-4 family loans in 2017. However, NYCB's lending level increased in 2019 through loan purchases. The percentage of 1-4 family loans within the low-income tracts in 2019 exceeded both the demographic comparison and the aggregate performance.

The percentage of 1-4 family loans within the moderate-income census tracts in 2017 exceeded the demographic comparison and the aggregate performance. In 2018, the bank made no 1-4 family loans in the moderate-income tracts, as it stopped offering 1-4 family loans in 2017. In 2019, the bank's loan activity in the moderate-income tracts increased significantly through loan purchases, far exceeding the demographic comparison and the aggregate level.

NYCB's distribution of loans in the low- and moderate-income census tracts was good in 2017 and 2019 based on comparisons to the demographic and aggregate data; however, the distribution for the review period is adequate overall, primarily due to the lack of lending in 2018.

Multi-family Loans

The geographic distribution of multi-family loans reflects good penetration throughout this assessment area, based on the bank's excellent performance in the low-income tracts and poor performance in the moderate-income tracts. The following table details the distribution of multi-family loans by tract income level.

Geographic Distribution of Multi-family Loans Phoenix, AZ MSA Assessment Area						
Tract Income Level	% of Multi-family Housing Units	Aggregate Performance % of #	#	%	\$(000s)	%
Low						
2018	18.9	28.4	6	54.5	24,551	34.5
2019	18.9	24.3	8	53.3	36,395	25.8
Moderate						
2018	30.7	34.3	2	18.2	9,948	14.0
2019	30.7	38.2	3	20.0	31,975	22.7
Middle						
2018	30.9	20.8	2	18.2	30,575	43.0
2019	30.9	21.4	2	13.3	24,200	17.1
Upper						
2018	19.0	15.8	1	9.1	6,100	8.5
2019	19.0	15.1	2	13.4	48,600	34.4
Not Available						
2018	0.5	0.7	0	0.0	0	0.0
2019	0.5	1.0	0	0.0	0	0.0
Totals						
2018	100.0	100.0	11	100.0	71,174	100.0
2019	100.0	100.0	15	100.0	141,170	100.0

Source: 2015 ACS; Bank Data; 2018 & 2019 HMDA Aggregate Data.

As shown in the table, the percentage of multi-family loans within the low-income census tracts in 2018 far exceeded the demographic comparison and the aggregate performance. In 2019, the bank's lending in the low-income census tracts decreased slightly as a percentage of total loans, but still far exceeded the demographic comparison and the aggregate performance. As a result, NYCB's distribution of multi-family loans in the low-income tracts is excellent.

The percentage of multi-family loans within the moderate-income census tracts in 2018 was below the demographic comparison and the aggregate performance. In 2019, the bank's loan activity in the moderate-income census tracts increased slightly. However, the level of lending was still below the demographic comparison and the aggregate performance. Overall, NYCB's distribution of multi-family loans in the moderate-income census tracts is poor.

Borrower Profile

NYCB's distribution of borrowers reflects adequate penetration among retail customers of different income levels within this assessment area. Examiners based this conclusion solely on the bank's 1-4 family lending performance. Although multi-family lending is a significant loan product within this assessment area, examiners did not analyze multi-family loans for this performance criterion, as lenders do not collect or report borrower income for such loans.

1-4 Family Loans

The distribution of borrowers reflects adequate distribution of 1-4 family loans among retail customers of different income levels. Examiners focused on the percentage of 1-4 family loans made to low- and moderate-income borrowers, as detailed in the following table.

Distribution of 1-4 Family Loans by Borrower Income Level Phoenix, AZ MSA Assessment Area						
Borrower Income Level	% of Families	Aggregate Performance % of #	#	%	\$(000s)	%
Low						
2017	21.8	4.9	70	23.6	8,439	14.6
2018	21.8	5.0	0	0.0	0	0.0
2019	21.8	4.6	43	18.6	6,450	15.0
Moderate						
2017	16.9	14.5	74	25.0	11,238	19.4
2018	16.9	15.8	0	0.0	0	0.0
2019	16.9	15.1	137	59.3	26,551	61.7
Middle						
2017	19.2	21.2	34	11.5	7,186	12.4
2018	19.2	20.4	0	0.0	0	0.0
2019	19.2	20.4	36	15.6	6,488	15.1
Upper						
2017	42.1	40.3	115	38.9	30,636	53.0
2018	42.1	41.2	0	0.0	0	0.0
2019	42.1	40.3	15	6.5	3,565	8.2
Not Available						
2017	0.0	19.1	3	1.0	336	0.6
2018	0.0	17.6	0	0.0	0	0.0
2019	0.0	19.6	0	0.0	0	0.0
Totals						
2017	100.0	100.0	296	100.0	57,835	100.0
2018	100.0	100.0	0	0.0	0	0.0
2019	100.0	100.0	231	100.0	43,053	100.0
<i>Source: 2015 ACS; Bank Data; 2017, 2018 & 2019 HMDA Aggregate Data, Due to rounding, totals may not equal 100.0%</i>						

As shown in the table, the percentage of 1-4 family loans among low-income borrowers in 2017 exceeded both the demographic comparison and the aggregate performance. In 2018, the bank made no 1-4 family loans to low-income borrowers, as it stopped offering 1-4 family loans in 2017. However, NYCB's lending level increased in 2019 through loan purchases. The percentage of 1-4 family loans among low-income borrowers in 2019 was less than the demographic comparison, but far exceeded the aggregate performance, which is generally a better indicator of loan demand.

The percentage of 1-4 family loans among the moderate-income borrowers in 2017 exceeded both the demographic comparison and the aggregate performance. In 2018, the bank made no 1-4 family loans to moderate-income borrowers, as it stopped offering 1-4 family loans in 2017. In 2019, the bank's loan activity among moderate-income borrowers increased significantly through loan purchases. The

percentage of 1-4 family loans among moderate-income borrowers in 2019 significantly exceeded the demographic comparison and the aggregate performance.

NYCB's distribution of loans to low- and moderate-income borrowers was good in 2017 and 2019 based on comparisons to the demographic and aggregate data; however, the distribution for the review period is adequate overall, given the lack of lending in 2018.

Community Development Loans

The bank made a relatively high level of community development loans in the assessment area. During the evaluation period, the bank originated 25 loans for \$173.3 million in the assessment area. This level of activity is less than the prior evaluation, which reported 57 loans totaling \$389.9 million, but is still at a relatively high level. Nearly all of the community development loans support affordable housing and revitalization or stabilization efforts within the assessment area. The following table illustrates the community development lending activity by year and purpose.

Community Development Lending Phoenix, AZ MSA Assessment Area										
Activity Year	Affordable Housing		Community Services		Economic Development		Revitalize or Stabilize		Totals	
	#	\$(000s)	#	\$(000s)	#	\$(000s)	#	\$(000s)	#	\$(000s)
2017	0	0	0	0	0	0	0	0	0	0
2018	4	22,431	0	0	1	1,300	4	12,068	9	35,799
2019	4	37,600	0	0	0	0	7	30,800	11	68,400
YTD 2020	5	69,130	0	0	0	0	0	0	5	69,130
Total	13	129,161	0	0	1	1,300	11	42,868	25	173,329

Source: Bank Data

The following are examples of the community development loans that benefit the assessment area.

- In 2018, the bank originated a \$6.6 million loan to finance the acquisition of 6 apartment buildings consisting of 130 residential units in a moderate-income census tract in Phoenix, Maricopa County, Arizona. All units have rents below the HHRL amount for the area, as established by HUD. This loan supports affordable housing for low- and moderate-income families in the assessment area.
- In 2018, the bank originated a \$2.8 million loan to a LLC to refinance a 62-unit apartment building in a low-income census tract in Tempe, Maricopa County, Arizona. This loan supports the revitalization or stabilization of the low-income census tract, as it attracts or retains existing residents in the lower-income neighborhoods.
- In 2020, the bank originated a \$21.5 million loan to finance the acquisition of 38 two-story apartment buildings containing 391 residential units in a low-income census tract in Phoenix, Maricopa County, Arizona. All units have rents below the HHRL amount for the area, as established by HUD. This loan supports affordable housing for low- and moderate-income families in the assessment area.

INVESTMENT TEST

NYCB demonstrated adequate performance under the Investment Test within this assessment area. The bank's adequate level of qualified community development investments and grants primarily supports this conclusion.

Investment and Grant Activity

NYCB has an adequate level of qualified community development investments and grants in its Phoenix, AZ MSA assessment area. During the evaluation period, NYCB reported 41 qualified investments and grants totaling \$6.4 million in this assessment area, which includes 1 new investment for \$1.8 million, 7 outstanding prior period investments with a current balance of \$4.6 million, and 33 grants totaling \$46,000. This activity accounts for 2.3 percent of the bank's total qualified investments. NYCB's dollar volume of community development qualified investments and grants declined compared to the prior evaluation, which reported qualified investments and grants of \$12.1 million.

In 2020, NYCB invested \$4.2 million in a CRA qualified investment fund to support community development activities, with a primary focus on affordable housing. The bank allocated \$1.8 million of the investment to this assessment area. In addition, the bank maintains a prior period balance in a LIHTC investment of \$4.7 million, of which \$2.2 million is allocated to this assessment area.

Responsiveness to Credit and Community Development Needs

NYCB exhibits adequate responsiveness to credit and community development needs. The majority of investments target affordable housing initiatives in the bank's assessment area, which is an identified community development need.

Community Development Initiatives

The bank occasionally uses innovative and/or complex investments to support community development initiatives in the assessment area. NYCB's LIHTC investments are complex, approximately \$2.2 million of which benefits this assessment area.

SERVICE TEST

NYCB demonstrated good performance under the Service Test within this assessment area. The bank's relatively high level of qualified community development services primarily supports this conclusion.

Accessibility of Delivery Systems

Delivery systems are reasonably accessible to essentially all portions of the assessment area. NYCB has 11 full-service branches and 12 ATMs in the Phoenix assessment area. The table below

summarizes the distribution of the bank’s branch offices and ATM network in the assessment area by census tract income level.

Branch and ATM Distribution by Geography Income Level Phoenix, AZ MSA Assessment Area								
Tract Income Level	Census Tracts		Population		Branches		ATMs	
	#	%	#	%	#	%	#	%
Low	105	11.5	445,341	11.1	0	0.0	0	0.0
Moderate	206	22.5	920,593	22.9	1	9.1	2	16.7
Middle	286	31.2	1,257,267	31.3	3	27.3	3	25.0
Upper	306	33.4	1,382,555	34.4	7	63.6	7	58.3
NA	13	1.4	12,387	0.3	0	0.0	0	0.0
Total	916	100.0	4,018,143	100.0	11	100.0	12	100.0

Source: 2015 ACS data and Bank Records

As shown in the table, NYCB has no offices or ATMs in the low-income census tracts; however, the bank has one branch office and two ATMs located in moderate-income census tracts. In addition, several of its other branches in the middle- and upper-income areas are located near low- and moderate-income tracts, providing reasonable access to the bank’s office locations to the residents of those areas.

In addition to physical access to NYCB’s branches and ATMs, the bank offers other alternative delivery systems that improve accessibility for its products and services for all geographies, including low- and moderate-income areas. These systems include online, mobile, and telephone banking, as well as bank by mail.

Changes in Branch Locations

NYCB did not open or close any branches in the Phoenix assessment area over the review period.

Reasonableness of Business Hours and Services

NYCB’s business hours and services in the Phoenix assessment area do not vary in a way that inconveniences portions of the assessment area, particularly low- and moderate-income geographies and/or individuals. Services do not vary by full-service branch office. Business hours are 9:00 a.m. to 4:00 p.m. Monday through Thursday, with extended hours until 6:00 p.m. on Friday. The bank offers Saturday hours at some branches of 9:00 a.m. to 1:00 p.m. Overall, the bank’s products and services in the Phoenix, AZ MSA assessment area, including the low-cost savings and checking accounts, are consistent with those discussed at the institution level.

Community Development Services

NYCB provided a relatively high level of community development services in the Phoenix, AZ MSA assessment area. The table below provides further detail about the bank's services in this assessment area.

Community Development Services Phoenix, AZ MSA Assessment Area					
Activity Year	Affordable Housing	Community Services	Economic Development	Revitalize or Stabilize	Totals
	#	#	#	#	#
2017	1	13	0	0	14
2018	7	94	0	0	101
2019	2	115	0	0	117
YTD 2020	0	24	0	0	24
Total	10	246	0	0	256
<i>Source: Bank Data</i>					

The following are examples of the community development services that benefit the assessment area.

- In 2017, bank staff provided financial literacy training at a community organization located in a moderate-income census tract in Maricopa County, Arizona. The organization focuses on serving at-risk children. This activity provided community services to the low- and moderate-income residents of the area.
- In 2018, bank staff provided financial literacy training at a hospital in a low-income census tract located in Maricopa County, Arizona. This activity provided community services to the low- and moderate-income individuals in the area.
- In 2019, bank staff provided financial literacy training at an affordable housing development in Maricopa County, Arizona. This activity provided community services to the low- and moderate-income residents of the development.
- In 2020, bank staff provided a financial literacy presentation on financial recovery at an organization focused on serving pregnant women in need in Maricopa County, Arizona. This activity provided community services to the low- and moderate-income women using the services of the facility.

PRESCOTT VALLEY-PRESCOTT, AZ METROPOLITAN STATISTICAL AREA – Full-Scope Review

DESCRIPTION OF INSTITUTION’S OPERATIONS IN PRESCOTT VALLEY-PRESCOTT, AZ METROPOLITAN STATISTICAL AREA

NYCB has 3 of its 237 branches (1.3 percent) and 3 of its 341 ATMs (0.9 percent) in the Prescott, AZ MSA assessment area.

The assessment area includes Yavapai County, Arizona, which composes the Prescott Valley-Prescott, AZ MSA (formerly known as the Prescott, AZ MSA). The assessment area consists of 42 census tracts with income designations as follows:

- 0 low-income census tracts
- 11 moderate-income census tracts
- 22 middle-income census tracts
- 9 upper-income census tracts

Economic and Demographic Data

The following table illustrates select demographic information of the assessment area.

Demographic Information Prescott, AZ MSA Assessment Area						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	42	0.0	26.2	52.4	21.4	0.0
Population by Geography	215,996	0.0	24.4	57.2	18.4	0.0
Housing Units by Geography	111,731	0.0	21.9	57.6	20.5	0.0
Owner-Occupied Units by Geography	64,499	0.0	18.7	61.2	20.1	0.0
Occupied Rental Units by Geography	27,811	0.0	31.3	49.2	19.5	0.0
Vacant Units by Geography	19,421	0.0	18.7	57.6	23.7	0.0
Businesses by Geography	22,007	0.0	22.3	51.3	26.4	0.0
Farms by Geography	657	0.0	19.3	54.5	26.2	0.0
Family Distribution by Income Level	58,562	18.8	19.3	22.4	39.5	0.0
Household Distribution by Income Level	92,310	22.8	17.1	18.9	41.2	0.0
Median Family Income - 39150 Prescott Valley- Prescott, AZ MSA		\$54,475	Median Housing Value			\$204,530
			Median Gross Rent			\$878
			Families Below Poverty Level			11.1%

*Source: 2015 ACS and 2019 D&B Data. Due to rounding, totals may not equal 100.0%.
(*) The NA category consists of geographies that have not been assigned an income classification.*

The demographics indicate that there are opportunities to make home loans in the moderate-income census tracts, as 18.7 percent of the area’s owner-occupied units are located within those tracts. The median family income is approximately one quarter of the median housing value, suggesting there may be opportunities to make loans to low- and moderate-income households. However, the relatively high poverty level of 11.1 percent would limit these opportunities, particularly to low-income borrowers, as families living below the poverty line are unlikely to be able to afford a traditional home mortgage loan.

The table below shows median family income ranges for the MSAs represented in the assessment area.

Median Family Income Ranges Prescott, AZ MSA Assessment Area				
Median Family Incomes	Low <50%	Moderate 50% to <80%	Middle 80% to <120%	Upper ≥120%
Prescott, AZ MSA Median Family Income (39140)				
2017 (\$54,800)	<\$27,400	\$27,400 to <\$43,840	\$43,840 to <\$65,760	≥\$65,760
2018 (\$61,000)	<\$30,500	\$30,500 to <\$48,800	\$48,800 to <\$73,200	≥\$73,200
Prescott Valley-Prescott, AZ MSA Median Family Income (39150)				
2019 (\$66,100)	<\$33,050	\$33,050 to <\$52,880	\$52,880 to <\$79,320	≥\$79,320
<i>Source: FFIEC</i>				

Data obtained from the Bureau of Labor Statistics show changes in the unemployment rate during the evaluation period. The data shows that the unemployment rate deteriorated significantly in 2020 due to the COVID-19 pandemic. However, Yavapai County itself had slightly better employment levels than the overall state level.

Unemployment Rates Prescott, AZ MSA Assessment Area				
Area	July 2017	July 2018	July 2019	July 2020
	%	%	%	%
Yavapai County	4.4	4.3	4.7	9.6
Arizona	4.8	4.7	4.7	10.7
<i>Source: Bureau of Labor Statistics</i>				

According to Moody’s Analytics data, the top employers in the assessment area include Yavapai Regional Medical Center, Veterans Affairs Medical Center, and Freeport-McMoran Mine.

Competition

The assessment area has a low level of competition for financial services. According to FDIC Deposit Market Share data as of June 30, 2020, 13 financial institutions operated 47 offices within the bank’s assessment area. Of these institutions, NYCB ranked seventh with a deposit market share of 5.3 percent.

Strong competition exists in the assessment area for home mortgage loans among banks, credit unions, and non-depository mortgage lenders. In 2019, 383 lenders reported 11,862 1-4 family loans originated or purchased in the assessment area. NYCB ranked 105th with a 0.1 percent market share. Nationwide lenders and banks such as Quicken Loans, Wells Fargo Bank, N.A., and JPMorgan Chase Bank, N.A., dominate the assessment area. Collectively, these lenders represented 16.9 percent of all 1-4 family loan originations and purchases in 2019.

Credit and Community Development Needs and Opportunities

Based on demographic information, examiners determined that 1-4 family loans represent a significant credit and community development need in the assessment area. While there are no low-income census tracts in the assessment area, there are opportunities to make loans in moderate-income census tracts. In addition, the median family income in the area is approximately one-quarter of the median housing value, suggesting that there may be opportunities to make home mortgage loans to low- and moderate-income borrowers.

CONCLUSIONS ON PERFORMANCE CRITERIA IN PRESCOTT VALLEY- PRESCOTT, AZ METROPOLITAN STATISTICAL AREA

LENDING TEST

NYCB demonstrated adequate performance under the Lending Test within this assessment area. The bank's adequate performance under the Lending Activity, Geographic Distribution, and Borrower Profile criteria supports this conclusion. Examiners considered performance of 1-4 family loans only, as NYCB did not originate or purchase any multi-family loans in this assessment area.

Lending Activity

NYCB's lending levels reflect adequate responsiveness to the credit needs of the Prescott, AZ MSA assessment area.

NYCB's 1-4 family lending levels reflect adequate responsiveness in the assessment area. The bank's 1-4 family lending declined over the evaluation period, primarily due to the bank's decision to stop offering 1-4 family loans in 2017. In 2017, the bank reported 23 1-4 family loans for a total of \$4.1 million in the assessment area. The bank did not originate or purchase any 1-4 family loans in 2018 in the assessment area. In 2019, the bank reported 17 1-4 family loans for \$4 million, which represented a 0.1 percent market share. In 2019, NYCB ranked 105th out of 383 lenders that reported a 1-4 family loan origination or purchase in the assessment area.

Geographic Distribution

The geographic distribution of NYCB's lending activity reflects adequate penetration throughout this assessment area. Examiners focused on the bank's performance within the moderate-income census tracts.

1-4 Family Loans

The geographic distribution of 1-4 family loans reflects adequate penetration throughout the assessment area. The following table details the geographic distribution of 1-4 family loans by tract income level.

Geographic Distribution of 1-4 Family Loans Prescott, AZ MSA Assessment Area						
Tract Income Level	% of Owner-Occupied Housing Units	Aggregate Performance % of #	#	%	\$(000s)	%
Low						
2017	0.0	0.0	0	0.0	0	0.0
2018	0.0	0.0	0	0.0	0	0.0
2019	0.0	0.0	0	0.0	0	0.0
Moderate						
2017	18.7	16.0	6	26.1	765	18.5
2018	18.7	15.1	0	0.0	0	0.0
2019	18.7	14.1	8	47.1	2,096	52.8
Middle						
2017	61.2	64.4	15	65.2	2,802	67.6
2018	61.2	65.2	0	0.0	0	0.0
2019	61.2	65.2	8	47.1	1,622	40.9
Upper						
2017	20.1	19.6	2	8.7	575	13.9
2018	20.1	19.7	0	0.0	0	0.0
2019	20.1	20.7	1	6.0	249	6.3
Totals						
2017	100.0	100.0	23	100.0	4,142	100.0
2018	100.0	100.0	0	0.0	0	0.0
2019	100.0	100.0	17	100.0	3,967	100.0

Source: 2015 ACS; Bank Data, 2017, 2018 & 2019 HMDA Aggregate Data, "--" data not available. Due to rounding, totals may not equal 100.0%

As shown in the table, the percentage of 1-4 family loans within the moderate-income census tracts in 2017 exceeded the demographic comparison and the aggregate performance. In 2018, the bank made no 1-4 family loans in the moderate-income tracts, as it stopped offering 1-4 family loans in 2017. However, NYCB's lending level increased in 2019 through loan purchases. The percentage of 1-4 family loans within the moderate-income tracts in 2019 exceeded both the demographic comparison and the aggregate performance.

NYCB's distribution of loans in the moderate-income census tracts was good in 2017 and 2019 based on comparisons to the demographic and aggregate data; however, the distribution for the review period is adequate overall, due primarily to the lack of lending in 2018.

Borrower Profile

NYCB's distribution of borrowers reflects adequate penetration among retail customers of different income levels within this assessment area. Examiners based this conclusion on the bank's 1-4 family lending performance among low- and moderate-income borrowers, with more emphasis on lending to moderate-income borrowers given the greater level of opportunity.

1-4 Family Loans

The distribution of borrowers reflects adequate penetration of 1-4 family loans among retail customers of different income levels. Examiners focused on the percentage of 1-4 family loans made to low- and moderate-income borrowers, as detailed in the following table.

Distribution of 1-4 Family Loans by Borrower Income Level Prescott, AZ MSA Assessment Area						
Borrower Income Level	% of Families	Aggregate Performance % of #	#	%	\$(000s)	%
Low						
2017	18.8	2.9	3	13.0	264	6.4
2018	18.8	4.6	0	0.0	0	0.0
2019	18.8	5.6	1	5.9	255	6.4
Moderate						
2017	19.3	11.4	11	47.8	1,701	41.1
2018	19.3	13.3	0	0.0	0	0.0
2019	19.3	13.7	9	52.9	1,788	45.1
Middle						
2017	22.4	20.6	4	17.4	714	17.2
2018	22.4	22.8	0	0.0	0	0.0
2019	22.4	22.0	1	5.9	215	5.4
Upper						
2017	39.5	48.6	5	21.8	1,463	35.3
2018	39.5	45.0	0	0.0	0	0.0
2019	39.5	41.8	6	35.3	1,709	43.1
Not Available						
2017	0.0	16.5	0	0.0	0	0.0
2018	0.0	14.3	0	0.0	0	0.0
2019	0.0	16.9	0	0.0	0	0.0
Totals						
2017	100.0	100.0	23	100.0	4,142	100.0
2018	100.0	100.0	0	0.0	0	0.0
2019	100.0	100.0	17	100.0	3,967	100.0

Source: 2015 ACS; Bank Data; 2017, 2018 & 2019 HMDA Aggregate Data. Due to rounding, totals may not equal 100.0%

As shown in the table, the percentage of 1-4 family loans among low-income borrowers in 2017 was less than the demographic comparison, but far exceeded the aggregate performance. In 2018, the bank made no 1-4 family loans to low-income borrowers, as it stopped offering 1-4 family loans in 2017. However, NYCB purchased loans made to low-income borrowers in 2019. The percentage of 1-4 family loans to low-income borrowers in 2019 was less than the demographic comparison, but similar to the aggregate performance, which is generally a better indicator of loan demand.

The percentage of 1-4 family loans among moderate-income borrowers in 2017 far exceeded both the demographic comparison and the aggregate performance. In 2018, the bank made no 1-4 family loans to moderate-income borrowers, as it stopped offering 1-4 family loans in 2017. In 2019, the bank's loan activity among moderate-income borrowers increased over the prior year through loan purchases.

The percentage of 1-4 family loans among moderate-income borrowers in 2019 significantly exceeded the demographic comparison and the aggregate performance.

NYCB's distribution of loans to low- and moderate-income borrowers was good in 2017 and 2019 based on comparisons to the demographic and aggregate data; however, the distribution for the review period is adequate overall, due primarily to the lack of lending in 2018.

Community Development Loans

The bank made a low level of community development loans in this assessment area. During the evaluation period, the bank originated one loan for \$1.5 million in 2019 to an organization that supports community services. The bank's community development activity in the assessment area has decreased compared to the prior evaluation, which reported two loans totaling \$6.7 million.

INVESTMENT TEST

NYCB demonstrated adequate performance under the Investment Test within this assessment area. The bank's adequate level of qualified community development investments and grants primarily supports this conclusion.

Investment and Grant Activity

NYCB has an adequate level of qualified community development investments and grants in its Prescott, AZ MSA assessment area. During the evaluation period, NYCB reported 13 qualified investments and grants totaling \$1.4 million in this assessment area, which includes one new investment for \$1.2 million, four outstanding prior period investments with a current balance of \$221,000, and eight grants totaling \$7,400. This activity accounts for less than 1.0 percent of the bank's total qualified investments. NYCB's dollar volume of community development qualified investments and grants increased slightly compared to the prior evaluation, which reported qualified investments and grants of \$1.2 million.

In 2020, NYCB invested \$4.2 million in a CRA qualified investment fund to support community development activities, with a primary focus on affordable housing. The bank allocated \$1.2 million of the investment to this assessment area.

Responsiveness to Credit and Community Development Needs

NYCB exhibits adequate responsiveness to credit and community development needs. The majority of investments target affordable housing initiatives in the bank's assessment area, which is an identified community development need.

Community Development Initiatives

The bank rarely uses innovative and/or complex investments to support community development initiatives in the assessment area.

SERVICE TEST

NYCB demonstrated good performance under the Service Test within this assessment area. The bank's relatively high level of qualified community development services primarily supports this conclusion.

Accessibility of Delivery Systems

Delivery systems are reasonably accessible to essentially all portions of the bank's assessment area. The bank maintains three branches and ATMs in this assessment area, all in upper-income census tracts. As stated previously, there are no low-income census tracts in this assessment area. While NYCB has no offices in the moderate-income tracts, two of the bank's offices are located in close proximity to a moderate-income area. Additionally, the bank's alternative delivery systems enhance customer access to its products and services.

Changes in Branch Locations

NYCB has not opened or closed any branches in the assessment area over the review period.

Reasonableness of Business Hours and Services

The bank's business hours and services in the assessment area do not vary in a way that inconveniences portions of the assessment area, particularly low- and moderate-income geographies and/or individuals. Services and hours do not vary by branch, with business hours from 9:00 a.m. to 3:00 p.m. Monday through Friday. Overall, the bank's products and services in the Prescott, AZ MSA assessment area, including the low-cost savings and checking accounts, are consistent with those discussed at the institution level.

Community Development Services

NYCB provided a relatively high level of community development services in the Prescott, AZ MSA assessment area. The table below provides further detail about the bank's services in the assessment area over the evaluation period.

Community Development Services Prescott, AZ MSA Assessment Area					
Activity Year	Affordable Housing	Community Services	Economic Development	Revitalize or Stabilize	Totals
	#	#	#	#	#
2017	0	0	0	0	0
2018	6	5	6	0	17
2019	11	4	0	0	15
YTD 2020	0	0	0	0	0
Total	17	9	6	0	32
<i>Source: Bank Data</i>					

The following are examples of the community development services that benefit the assessment area.

- In 2018, bank staff provided training on personal finances at a community college in a moderate-income census tract in Yavapai County, Arizona, which primarily benefited low- and moderate-income students.
- In 2019, bank staff provided financial literacy training at an affordable housing organization in Yavapai County, Arizona. The training focused on saving for a down payment on a home. This service promoted affordable housing by educating low- and moderate-income individuals about saving for a home purchase.

NEW JERSEY

CRA RATING FOR NEW JERSEY: SATISFACTORY

The Lending Test is rated: Low Satisfactory

The Investment Test is rated: High Satisfactory

The Service Test is rated: Low Satisfactory

DESCRIPTION OF INSTITUTION'S OPERATIONS IN NEW JERSEY

NYCB operates 1 of its 237 branches (0.4 percent) and 1 of its 341 ATMs (0.3 percent) in the Trenton, NJ MSA assessment area.

This assessment area consists of Mercer County in New Jersey, located in the Trenton-Princeton, NJ MSA (formerly known as the Trenton, NJ MSA). The assessment area contains 77 census tracts, with income designations as follows:

- 18 low-income census tracts
- 15 middle-income census tracts
- 19 middle-income census tract
- 24 upper-income census tracts
- 1 census tracts with no income designation

Economic and Demographic Data

The table below provides select demographic characteristics of the Trenton, NJ MSA assessment area.

Demographic Information Trenton, NJ MSA Assessment Area						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	77	23.4	19.5	24.7	31.2	1.3
Population by Geography	370,212	15.2	19.3	28.1	37.0	0.4
Housing Units by Geography	143,833	16.9	19.8	28.8	34.5	0.0
Owner-Occupied Units by Geography	84,045	7.3	16.9	32.3	43.5	0.0
Occupied Rental Units by Geography	46,501	28.5	23.4	24.9	23.2	0.0
Vacant Units by Geography	13,287	37.0	25.4	20.3	17.3	0.0
Businesses by Geography	28,313	8.8	16.4	31.3	43.4	0.0
Farms by Geography	644	6.5	16.8	31.2	45.5	0.0
Family Distribution by Income Level	88,299	23.9	16.6	18.5	41.1	0.0
Household Distribution by Income Level	130,546	26.1	14.5	16.5	42.9	0.0
Median Family Income MSA - 45940 Trenton-Princeton, NJ MSA		\$94,908	Median Housing Value			\$301,759
			Median Gross Rent			\$1,154
			Families Below Poverty Level			8.0%

*Source: 2015 ACS and 2019 D&B Data. Due to rounding, totals may not equal 100.0%.
(*) The NA category consists of geographies that have not been assigned an income classification.*

The median housing value is approximately three times the area median income. This suggests that there may be affordable housing opportunities. However, these opportunities could be limited by the relatively high level of families living below the poverty level, at 8.0 percent, particularly to low-income borrowers, as families living below the poverty line are unlikely to be able to afford a traditional home mortgage. In addition, only 7.3 percent of the area's owner-occupied units are in low-income areas, while 16.9 percent are in moderate-income areas.

The table below shows median family income ranges for the assessment area MSA.

Median Family Income Ranges Trenton, NJ MSA Assessment Area				
Median Family Incomes	Low <50%	Moderate 50% to <80%	Middle 80% to <120%	Upper ≥120%
Trenton, NJ MSA Median Family Income (45940)				
2017 (\$95,400)	<\$47,700	\$47,700 to <\$76,320	\$76,320 to <\$114,480	≥\$114,480
2018 (\$98,900)	<\$49,450	\$49,450 to <\$79,120	\$79,120 to <\$118,680	≥\$118,680
Trenton-Princeton, NJ MSA Median Family Income (45940)				
2019 (\$105,800)	<\$52,900	\$52,900 to <\$84,640	\$84,640 to <\$126,960	≥\$126,960

Source: FFIEC

The table below shows unemployment data for the Trenton-Princeton, NJ MSA and statewide area. According to data obtained from the Bureau of Labor Statistics, the areas experienced significant increases in unemployment rates in 2020, primarily due to the effects of the COVID-19 pandemic.

Unemployment Rates Trenton, NJ MSA Assessment Area				
Area	July 2017	July 2018	July 2019	July 2020
	%	%	%	%
Trenton-Princeton, NJ MSA	4.7	4.2	3.6	11.4
New Jersey	4.7	4.0	3.3	14.2
<i>Source: Bureau of Labor Statistics</i>				

According to Moody's Analytics data, the top employers in the assessment area include Bank of America, Princeton University, and Bristol-Myers Squibb.

Competition

The assessment area is a moderately competitive market for financial services. According to FDIC Deposit Market Share data as of June 30, 2020, 25 financial institutions operated 137 offices within the assessment area. Of these institutions, NYCB ranked twentieth with a deposit market share of 0.3 percent.

Significant competition exists in the assessment area for home mortgage loans among banks, credit unions, and non-depository mortgage lenders. In 2019, 383 lenders reported 9,340 1-4 family loans originated or purchased in the assessment area. Large regional banks and nationwide lenders such as Wells Fargo Bank, N.A., PNC Bank, N.A., and Quicken Loans dominate the assessment area. Collectively, these lenders represented 23.6 percent of all 1-4 family loan originations and purchases in 2019. As previously noted, NYCB exited the 1-4 family lending market in 2017. Since that time, the bank has not originated or purchased any 1-4 family loans in this assessment area.

There is a small market for multi-family lending in the assessment area. According to 2019 aggregate data, 21 lenders originated or purchased 41 multi-family loans totaling \$260.3 million in the assessment area. Out of this group of lenders, NYCB ranked second with a 7.3 percent market share. The top lender was CoreVest American Finance Lender, LLC, with a 14.6 percent market share.

Community Contact

Examiners reviewed a community contact with a representative from a housing organization active within the assessment area. The organization provides housing and related relief to low- and moderate-income residents in the Trenton-Princeton, NJ MSA area. The contact noted that many individuals are facing unemployment related to the COVID-19 pandemic. There is also a shortage of affordable housing in the area. The contact stated that there are opportunities for financial institutions to offer flexible loan products, including down payment assistance, closing cost assistance, and products without private mortgage insurance. There is also a need for financial literacy programs.

Credit and Community Development Needs and Opportunities

Based on demographic information and information from the community contact, examiners identified affordable housing loans, small business loans, and loans for COVID-19 relief as credit and community development needs in the assessment area. Based on the demographic information, there are opportunities to make such loans in the assessment area, though there may be limited opportunities to make affordable housing loans to low-income individuals considering the median family housing value.

SCOPE OF EVALUATION – NEW JERSEY

Examiners used full-scope examination procedures to evaluate the bank’s performance in the Trenton-Princeton, NJ MSA assessment area. Considering the dollar volume and number of loans, examiners placed equal weight on the bank’s 1-4 family and multi-family lending performance. Small business lending did not represent a primary product in the Trenton-Princeton, NJ MSA, and provided no material support for conclusions and ratings in this assessment area.

CONCLUSIONS ON PERFORMANCE CRITERIA IN NEW JERSEY

LENDING TEST

NYCB is rated “Low Satisfactory” in the Lending Test in New Jersey. The bank’s adequate performance in the Lending Activity and Geographic Distribution criteria, and its outstanding performance in the Community Development Loans criterion primarily supports this conclusion.

Lending Activity

NYCB’s lending levels reflect adequate responsiveness to the credit needs of the Trenton-Princeton, NJ MSA assessment area. Examiners based this conclusion primarily on the bank’s good responsiveness for multi-family loans.

Although the bank’s lending demonstrates adequate responsiveness, NYCB’s lending activity in this assessment area was low, especially when compared to the bank’s performance in its NY-NJ Multistate MSA assessment area. Several factors contribute to the low volume. First, NYCB operates only one office location in this assessment area, which presents a challenge in light of the competitive market for loans. As noted previously, large regional banks and nationwide lenders dominate the 1-4 family loan market in the assessment area. Second, management made the strategic decision to exit the 1-4 family lending market in 2017. Since that time, the bank has not originated any consumer-purpose 1-4 family loans. Finally, while the bank is a significant multi-family lender in this assessment area, opportunities to originate multi-family loans are limited considering the number of multi-family properties in the assessment area. Although the bank only originated three multi-family loans in 2019, market share data indicates that NYCB is a leader in originating these types of loans in the assessment area.

NYCB’s 1-4 family lending levels reflected poor responsiveness in the assessment area. In 2017, the bank reported 28 1-4 family loans for a total of \$6 million. As noted previously, the bank did

not originate or purchase any 1-4 family loans in 2018 or 2019 in the assessment area due to management's strategic decision to exit from the consumer home mortgage lending market.

NYCB's multi-family lending levels reflected good responsiveness in the assessment area. Multi-family lending increased slightly during the review period. In 2018, NYCB reported one loan totaling \$2.8 million. In 2019, the bank reported three loans totaling \$29.2 million, which represented a 7.3 percent market share. While the volume of multi-family loans was low, market share information indicates that there are limited opportunities for multi-family lending. In 2019, NYCB ranked third out of 21 lenders that reported a multi-family loan origination or purchase in the assessment area.

Finally, the bank had four community development loans for \$52.7 million in this area, which is a significant increase since the prior evaluation. Notably, the dollar volume of community development loans in this assessment area exceeds the dollar volume of deposits assigned to the single branch in this assessment area.

Geographic Distribution

The geographic distribution of NYCB's lending activity reflects adequate penetration throughout this assessment area. Examiners based this conclusion primarily on the bank's good multi-family lending performance.

1-4 Family Loans

The geographic distribution of 1-4 family loans reflects poor penetration throughout the assessment area. The following table details the geographic distribution of 1-4 family loans by tract income level.

Geographic Distribution of 1-4 Family Loans Trenton-Princeton, NJ MSA Assessment Area						
Tract Income Level	% of Owner-Occupied Housing Units	Aggregate Performance % of #	#	%	\$(000s)	%
Low						
2017	7.3	3.1	0	0.0	0	0.0
2018	7.3	3.4	0	0.0	0	0.0
2019	7.3	3.4	0	0.0	0	0.0
Moderate						
2017	16.9	16.8	9	32.1	1,474	24.7
2018	16.9	15.0	0	0.0	0	0.0
2019	16.9	15.4	0	0.0	0	0.0
Middle						
2017	32.3	34.0	11	39.3	2,042	34.2
2018	32.3	35.2	0	0.0	0	0.0
2019	32.3	34.1	0	0.0	0	0.0
Upper						
2017	43.5	46.1	8	28.6	2,452	41.1
2018	43.5	46.4	0	0.0	0	0.0
2019	43.5	47.1	0	0.0	0	0.0
Totals						
2017	100.0	100.0	28	100.0	5,968	100.0
2018	100.0	100.0	0	0.0	0	0.0
2019	100.0	100.0	0	0.0	0	0.0
<i>Source: 2015 ACS; Bank Data; 2017, 2018 & 2019 HMDA Aggregate Data. Due to rounding, totals may not equal 100.0%</i>						

As shown in the table above, the bank did not make or purchase any 1-4 family loans in the low-income census tracts in 2017, 2018, or 2019. The bank's percentage of 1-4 family loans within the moderate-income census tracts in 2017 exceeded the aggregate performance and the demographic comparison; however, the bank did not make or purchase any 1-4 family loans in those tracts in 2018 and 2019. Although this represents a poor penetration throughout the assessment area's low- and moderate-income tracts, this performance had minimal impact on the Lending Test conclusions given the bank's strategic change in lending focus, the competition and opportunities in the assessment area, and the institution's limited operations and branch presence in the area.

Multi-family Loans

The geographic distribution of multi-family loans reflects good penetration throughout this assessment area. Although the bank had a limited number of multi-family loans, market share data indicates that there are limited multi-family lending opportunities in this area. Despite the low volume of multifamily loans, the bank's performance is good. The following table details the distribution of multi-family loans by tract income level.

Geographic Distribution of Multi-family Loans Trenton-Princeton, NJ MSA Assessment Area						
Tract Income Level	% of Multi-family Housing Units	Aggregate Performance % of #	#	%	\$(000s)	%
Low						
2018	17.7	32.4	1	100.0	2,873	100.0
2019	17.7	26.8	1	33.3	6,275	21.5
Moderate						
2018	19.4	35.1	0	0.0	0	0.0
2019	19.4	41.5	1	33.3	9,250	31.7
Middle						
2018	32.2	27.0	0	0.0	0	0.0
2019	32.2	19.5	1	33.3	13,680	46.8
Upper						
2018	30.7	5.5	0	0.0	0	0.0
2019	30.7	12.2	0	0.0	0	0.0
Totals						
2018	100.0	100.0	1	100.0	2,873	100.0
2019	100.0	100.0	3	100.0	29,205	100.0

Source: 2015 ACS; Bank Data, 2018 & 2019 HMDA Aggregate Data, "--" data not available. Due to rounding, totals may not equal 100.0%

As shown in the table, the bank's only multi-family loan originated in 2018 was in a low-income census tract, which exceeded the demographic comparison and the aggregate performance. In 2019, the bank's lending in the low-income census tracts decreased as a percentage of total loans, but still exceeded the demographic comparison and the aggregate performance. While NYCB's distribution of multi-family loans in the low-income tracts is excellent, the very low volume of multi-family loans made in this assessment area lessens the significance of this distribution.

NYCB made no multi-family loans in the moderate-income tracts in 2018. In 2019, the bank's loan activity in the moderate-income census tracts increased slightly, exceeding the demographic comparison but remaining below the aggregate performance. While the bank's distribution of multi-family loans in the moderate-income census tracts is adequate, the very low volume of multi-family loans made in this assessment area lessens the significance of this distribution.

Borrower Profile

NYCB's distribution of borrowers reflects poor among retail customers of different income levels within this assessment area. Examiners based this conclusion solely on the bank's 1-4 family lending performance. Although multi-family lending is a significant loan product within this assessment area, examiners did not analyze multi-family loans for this performance criterion since lenders do not collect or report borrower income data for such loans.

1-4 Family Loans

The distribution of borrowers reflects poor penetration of 1-4 family loans among retail customers of different income levels. Examiners focused on the percentage of 1-4 family loans made to low- and moderate-income borrowers, as detailed in the following table.

Distribution of Home 1-4 Family Loans by Borrower Income Level Trenton-Princeton, NJ MSA Assessment Area						
Borrower Income Level	% of Families	Aggregate Performance % of #	#	%	\$(000s)	%
Low						
2017	23.9	8.4	7	25.0	989	16.6
2018	23.9	8.8	0	0.0	0	0.0
2019	23.9	9.4	0	0.0	0	0.0
Moderate						
2017	16.6	17.7	13	46.4	2,288	38.3
2018	16.6	19.0	0	0.0	0	0.0
2019	16.6	18.1	0	0.0	0	0.0
Middle						
2017	18.5	18.5	2	7.1	370	6.2
2018	18.5	19.0	0	0.0	0	0.0
2019	18.5	19.1	0	0.0	0	0.0
Upper						
2017	41.0	38.3	6	21.5	2,321	38.9
2018	41.0	37.6	0	0.0	0	0.0
2019	41.0	37.3	0	0.0	0	0.0
Not Available						
2017	0.0	17.1	0	0.0	0	0.0
2018	0.0	15.6	0	0.0	0	0.0
2019	0.0	16.1	0	0.0	0	0.0
Totals						
2017	100.0	100.0	28	100.0	5,968	100.0
2018	100.0	100.0	0	0.0	0	0.0
2019	100.0	100.0	0	0.0	0	0.0

Source: 2015 ACS; Bank Data, 2017, 2018 & 2019 HMDA Aggregate Data, "--" data not available. Due to rounding, totals may not equal 100.0%

As shown in the table, the percentage of 1-4 family home loans among low- and moderate-income borrowers in 2017 exceeded the demographic comparison and the aggregate performance. However, the bank did not make or purchase any loans to low- and moderate-income borrowers in 2018 and 2019, as it stopped offering 1-4 family loans in 2017. Although this represents a poor penetration among low- and moderate-income borrowers, this performance had minimal impact on the Lending Test conclusions given the bank's strategic change in lending focus, the competition and opportunities in the assessment area, and the institution's limited operations and branch presence in this area.

Community Development Loans

The bank is a leader in making community development loans in the assessment area. During the evaluation period, the bank originated four loans for \$52.7 million in the assessment area. This level of activity far exceeded the bank's performance during the prior evaluation period, when the bank originated one loan for \$191,000. All of the bank's community development loans in this assessment area helped to address the area's affordable housing needs.

The following are examples of community development loans that benefit the assessment area.

- In 2019, the bank refinanced a \$9.3 million loan on 218 rent-regulated units in a moderate-income census tract in East Windsor, Mercer County, New Jersey. Of the 218 units, 170 units (78.0 percent) have rents below the HHRL amount for the area as established by HUD. This loan supports affordable housing for low- and moderate-income families in the assessment area.
- In 2020, the bank originated a \$34.3 million loan on a 316-unit apartment complex in a moderate-income census tract in Hamilton, Mercer County, New Jersey. Of the 316 units, 218 units (69.0 percent) have rents below the HHRL amount for the area. This loan supports affordable housing for low- and moderate-income families in this assessment area.

INVESTMENT TEST

NYCB is rated "High Satisfactory" in the Investment Test in New Jersey. NYCB's relatively high level of qualified community development investments and grants primarily supports this conclusion.

Investment and Grant Activity

NYCB has a relatively high level of qualified community development investments and grants in its Trenton-Princeton, NJ MSA assessment area. During the evaluation period, NYCB reported eight qualified investments and grants totaling \$1.8 million in this assessment area, which includes six outstanding prior period investments with a current balance of \$1.8 million and two grants totaling \$1,490. All of the bank's qualified investments and grants support affordable housing initiatives in the assessment area. NYCB's dollar volume of community development qualified investments and grants at this evaluation exceeded the level at the prior evaluation for this assessment area.

NYCB maintains a prior period investment of \$7.7 million in a CRA qualified investment fund to support community development activities, with a primary focus on affordable housing. While the bank did not place additional funds into this prior period investment during the review period, it increased the amount allocated to this assessment area from \$300,000 to \$904,575.

Responsiveness to Credit and Community Development Needs

NYCB exhibits adequate responsiveness to credit and community development needs. The majority of the bank's qualified investments target affordable housing initiatives in its assessment area, which is an identified community development need.

Community Development Initiatives

The bank rarely uses innovative and/or complex investments to support community development initiatives in the assessment area.

SERVICE TEST

NYCB is rated "Low Satisfactory" in the Service Test for New Jersey. NYCB's adequate level of community development services primarily supports this conclusion.

Accessibility of Delivery Systems

Given the small branch network in this assessment area, the bank's delivery systems are accessible to limited portions of the Trenton-Princeton, NJ MSA assessment area. NYCB operates one full-service branch office and one ATM in this assessment area. The table below summarizes the bank's branch office and ATM distribution in the assessment area by census tract income level.

Branch and ATM Distribution by Geography Income Level Trenton-Princeton, NJ MSA Assessment Area								
Tract Income Level	Census Tracts		Population		Branches		ATMs	
	#	%	#	%	#	%	#	%
Low	18	23.4	56,270	15.2	0	0.0	0	0.0
Moderate	15	19.5	71,366	19.3	0	0.0	0	0.0
Middle	19	24.7	103,915	28.1	0	0.0	0	0.0
Upper	24	31.2	137,131	37.0	1	100.0	1	100.0
NA	1	1.3	1,530	0.4	0	0.0	0	0.0
Total	77	100.0	370,212	100.0	1	100.0	1	100.0

Source: 2015 ACS data and Bank Records

As shown in the table, the bank does not operate any branch offices in the low- or moderate-income tracts. The sole branch office is in an upper-income area, which is not as convenient for businesses and residents in the low- and moderate-income areas. Notably, the bank has no presence in the city of Trenton, where the majority of the assessment area's low- and moderate-income tracts are located.

Although NYCB has no offices in the low- and moderate-income areas, the bank's alternative delivery systems enhance the accessibility of its products and services, which helps to mitigate the lack of physical branch offices in the low- and moderate-income areas to some extent. However, even considering these mitigating factors, NYCB's performance under this criterion is poor.

Changes in Branch Locations

NYCB did not open or close any branches in the assessment area over the review period.

Reasonableness of Business Hours and Services

Services do not vary in a way that inconveniences portions of the assessment area, particularly low- and moderate-income geographies and/or individuals. The branch is open from 9:00 a.m. to 3:00 p.m. Monday through Friday. The branch also offers drive-up services and additional Saturday hours. Overall, the bank's products and services in the Trenton-Princeton, NJ MSA assessment area, including the low-cost savings and checking accounts, are consistent with those discussed at the institution level.

Community Development Services

NYCB provided an adequate level of community development services in the Trenton-Princeton, NJ MSA assessment area. During the evaluation period, three NYCB employees served on committees for an affordable housing organization focused on providing housing for low- and moderate-income families in Mercer County. While this represents a relatively low level of activity, performance is still adequate considering the bank's limited branch presence and operations in this area. Notably, the bank's single branch in this assessment area only has three employees.

APPENDICES

LARGE BANK PERFORMANCE CRITERIA

Lending Test

The Lending Test evaluates the bank's record of helping to meet the credit needs of its assessment area(s) through its lending activities by considering a bank's home mortgage, small business, small farm, and community development lending. If consumer lending constitutes a substantial majority of a bank's business, the FDIC will evaluate the bank's consumer lending in one or more of the following categories: motor vehicle, credit card, other secured, and other unsecured. The bank's lending performance is evaluated pursuant to the following criteria:

- 1) The number and amount of the bank's home mortgage, small business, small farm, and consumer loans, if applicable, in the bank's assessment area;
- 2) The geographic distribution of the bank's home mortgage, small business, small farm, and consumer loans, if applicable, based on the loan location, including:
 - i. The proportion of the bank's lending in the bank's assessment area(s);
 - ii. The dispersion of lending in the bank's assessment areas(s); and
 - iii. The number and amount of loans in low-, moderate-, middle- and upper-income geographies in the bank's assessment area(s);
- 3) The distribution, particularly in the bank's assessment area(s), of the bank's home mortgage, small business, small farm, and consumer loans, if applicable, based on borrower characteristics, including the number and amount of:
 - i. Home mortgage loans low-, moderate-, middle- and upper-income individuals
 - ii. Small business and small farm loans to businesses and farms with gross annual revenues of \$1 million or less;
 - iii. Small business and small farm loans by loan amount at origination; and
 - iv. Consumer loans, if applicable, to low-, moderate-, middle- and upper-income individuals;
- 4) The bank's community development lending, including the number and amount of community development loans, and their complexity and innovativeness; and
- 5) The bank's use of innovative or flexible lending practices in a safe and sound manner to address the credit needs of low- and moderate-income individuals or geographies.

Investment Test

The Investment Test evaluates the institution's record of helping to meet the credit needs of its assessment area(s) through qualified investments that benefit its assessment area(s) or a broader statewide or regional area that includes the bank's assessment area(s). Activities considered under the Lending or Service Test may not be considered under the investment test. The bank's investment performance is evaluated pursuant to the following criteria:

- 1) The dollar amount of qualified investments;
- 2) The innovativeness or complexity of qualified investments;
- 3) The responsiveness of qualified investments to available opportunities; and
- 4) The degree to which qualified investments are not routinely provided by private investors.

Service Test

The Service Test evaluates the bank's record of helping to meet the credit needs of its assessment area(s) by analyzing both the availability and effectiveness of the bank's systems for delivering retail banking services and the extent and innovativeness of its community development services.

The bank's retail banking services are evaluated pursuant to the following criteria:

- 1) The current distribution of the bank's branches among low-, moderate-, middle-, and upper-income geographies;
- 2) In the context of its current distribution of the bank's branches, the bank's record of opening and closing branches, particularly branches located in low- or moderate-income geographies or primarily serving low- or moderate-income individuals;
- 3) The availability and effectiveness of alternative systems for delivering retail banking services (*e.g.*, RSFs, RSFs not owned or operated by or exclusively for the bank, banking by telephone or computer, loan production offices, and bank-at-work or bank-by-mail programs) in low- and moderate-income geographies and to low- and moderate-income individuals; and
- 4) The range of services provided in low-, moderate-, middle-, and upper-income geographies and the degree to which the services are tailored to meet the needs of those geographies.

The bank's community development services are evaluated pursuant to the following criteria:

- 1) The extent to which the bank provides community development services; and
- 2) The innovativeness and responsiveness of community development services.

SCOPE OF EVALUATION

New York Community Bank	
Scope of Examination: Examiners performed full-scope reviews on the following assessment areas and rated areas: NY-NJ Multistate MSA Assessment Area Cleveland, OH CSA Assessment Area State of Florida: Southeast Florida Assessment Area Southwest Florida Assessment Area State of Arizona: Phoenix, AZ MSA Assessment Area Prescott, AZ MSA Assessment Area Trenton-Princeton, NJ MSA Assessment Area	
Time Period Reviewed:	10/17/2017 to 09/24/2020
Products Reviewed: 1-4 Family Loans: 01/01/2017 – 12/31/2019 Multi-family Loans: 01/01/2017 – 12/31/2019 Small Business Loans: 01/01/2017 – 12/31/2019 Community Development Activities: 10/17/2017 – 09/24/2020	

List of Affiliates and Products Reviewed		
Affiliate	Affiliate Relationship	Products Reviewed
New York Commercial Bank	Affiliate through common ownership	Multi-family loans Small business loans

List of Assessment Areas and Type of Evaluation			
Rated Area/ Assessment Area	Type of Evaluation	Branches Visited	Other Information
NY-NJ Multistate MSA	Full-scope	None	None
Cleveland, OH CSA	Full-scope	None	None
Florida: Southeast Florida AA Southwest Florida AA	Full-scope Full-scope	None None	None None
Arizona: Phoenix, AZ AA Prescott, AZ AA	Full-scope Full-scope	None None	None None
Trenton-Princeton, NJ MSA	Full-Scope	None	None

SUMMARY OF RATINGS FOR RATED AREAS

Rated Area	Lending Test	Investment Test	Service Test	Rating
NY-NJ Multistate MSA	High Satisfactory	High Satisfactory	High Satisfactory	Satisfactory
Ohio	Low Satisfactory	Low Satisfactory	High Satisfactory	Satisfactory
Florida	Low Satisfactory	High Satisfactory	High Satisfactory	Satisfactory
Arizona	High Satisfactory	Low Satisfactory	High Satisfactory	Satisfactory
New Jersey	Low Satisfactory	High Satisfactory	Low Satisfactory	Satisfactory

GLOSSARY

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

American Community Survey (ACS): A nationwide United States Census survey that produces demographic, social, housing, and economic estimates in the form of five year estimates based on population thresholds.

Area Median Income: The median family income for the MSA, if a person or geography is located in an MSA; or the statewide nonmetropolitan median family income, if a person or geography is located outside an MSA.

Assessment Area: A geographic area delineated by the bank under the requirements of the Community Reinvestment Act.

Census Tract: A small, relatively permanent statistical subdivision of a county or equivalent entity. The primary purpose of census tracts is to provide a stable set of geographic units for the presentation of statistical data. Census tracts generally have a population size between 1,200 and 8,000 people, with an optimum size of 4,000 people. Census tract boundaries generally follow visible and identifiable features, but they may follow nonvisible legal boundaries in some instances. State and county boundaries always are census tract boundaries.

Combined Statistical Area (CSA): A combination of several adjacent metropolitan statistical areas or micropolitan statistical areas or a mix of the two, which are linked by economic ties.

Community Development: For loans, investments, and services to qualify as community development activities, their primary purpose must:

- (1) Support affordable housing for low- and moderate-income individuals;
- (2) Target community services toward low- and moderate-income individuals;
- (3) Promote economic development by financing small businesses or farms; or
- (4) Provide activities that revitalize or stabilize low- and moderate-income geographies, designated disaster areas, or distressed or underserved nonmetropolitan middle-income geographies.

Community Development Corporation (CDC): A CDC allows banks and holding companies to make equity type of investments in community development projects. Bank CDCs can develop innovative debt instruments or provide near-equity investments tailored to the development needs of the community. Bank CDCs are also tailored to their financial and marketing needs. A CDC may purchase, own, rehabilitate, construct, manage, and sell real property. Also, it may make equity or debt investments in development projects and in local businesses. The CDC activities are expected to directly benefit low- and moderate-income groups, and the investment dollars should not represent an undue risk on the banking organization.

Community Development Financial Institutions (CDFIs): CDFIs are private intermediaries (either for profit or nonprofit) with community development as their primary mission. A CDFI facilitates the flow of lending and investment capital into distressed communities and to individuals who have been unable to take advantage of the services offered by traditional financial institutions. Some basic types of CDFIs include community development banks, community development loan funds, community development credit unions, micro enterprise funds, and community development venture capital funds.

A certified CDFI must meet eligibility requirements. These requirements include the following:

- Having a primary mission of promoting community development;
- Serving an investment area or target population;
- Providing development services;
- Maintaining accountability to residents of its investment area or targeted population through representation on its governing board of directors, or by other means;
- Not constituting an agency or instrumentality of the United States, of any state or political subdivision of a state.

Community Development Loan: A loan that:

- (1) Has as its primary purpose community development; and
- (2) Except in the case of a wholesale or limited purpose bank:
 - (i) Has not been reported or collected by the bank or an affiliate for consideration in the bank's assessment area as a home mortgage, small business, small farm, or consumer loan, unless it is a multi-family dwelling loan (as described in Appendix A to Part 203 of this title); and
 - (ii) Benefits the bank's assessment area(s) or a broader statewide or regional area including the bank's assessment area(s).

Community Development Service: A service that:

- (1) Has as its primary purpose community development;
- (2) Is related to the provision of financial services; and
- (3) Has not been considered in the evaluation of the bank's retail banking services under § 345.24(d).

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.

Core Based Statistical Area (CBSA): The county or counties or equivalent entities associated with at least one core (urbanized area or urban cluster) of at least 10,000 population, plus adjacent counties having a high degree of social and economic integration with the core as measured through commuting ties with the counties associated with the core. Metropolitan and Micropolitan Statistical Areas are the two categories of CBSAs.

Distressed Middle-Income Nonmetropolitan Geographies: A nonmetropolitan middle-income geography will be designated as distressed if it is in a county that meets one or more of the following triggers:

- (1) An unemployment rate of at least 1.5 times the national average;
- (2) A poverty rate of 20 percent or more; or
- (3) A population loss of 10 percent or more between the previous and most recent decennial census or a net migration loss of 5 percent or more over the 5-year period preceding the most recent census.

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. Other family 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).

FFIEC-Estimated Income Data: The Federal Financial Institutions Examination Council (FFIEC) issues annual estimates which update median family income from the metropolitan and nonmetropolitan areas. The FFIEC uses American Community Survey data and factors in information from other sources to arrive at an annual estimate that more closely reflects current economic conditions.

Full-Scope Review: A full-scope review is accomplished when examiners complete all applicable interagency examination procedures for an assessment area. Performance under applicable tests is analyzed considering performance context, quantitative factors (for example, geographic distribution, borrower profile, and total number and dollar amount of investments), and qualitative factors (for example, 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 applicants; the amount of loan requested; and the disposition of the application (approved, denied, and withdrawn).

Home Mortgage Loans: Includes closed-end mortgage loans or open-end line of credits as defined in the HMDA regulation that are not an excluded transaction per the HMDA regulation.

Housing Unit: Includes a house, an apartment, a mobile home, a group of rooms, or a single room that is occupied as separate living quarters.

Limited-Scope Review: A limited scope review is accomplished when examiners do not complete all applicable interagency examination procedures for an assessment area.

Performance under applicable tests is often analyzed using only quantitative factors (for example, geographic distribution, borrower profile, 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.

Low Income Housing Tax Credit: The Low-Income Housing Tax Credit Program is a housing program contained within the Internal Revenue Code of 1986, as amended. It is administered by the U.S. Department of the Treasury and the Internal Revenue Service. The U.S. Treasury Department distributes low-income housing tax credits to housing credit agencies through the Internal Revenue Service. The housing agencies allocate tax credits on a competitive basis.

Developers who acquire, rehabilitate, or construct low-income rental housing may keep their tax credits. Or, they may sell them to corporations or investor groups, who, as owners of these properties, will be able to reduce their own federal tax payments. The credit can be claimed annually for ten consecutive years. For a project to be eligible, the developer must set aside a specific percentage of units for occupancy by low-income residents. The set-aside requirement remains throughout the compliance period, usually 30 years.

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

Median Income: The median income divides the income distribution into two equal parts, one having incomes above the median and other having incomes below the median.

Metropolitan Division (MD): A county or group of counties within a CBSA that contain(s) an urbanized area with a population of at least 2.5 million. A MD is one or more main/secondary counties representing an employment center or centers, plus adjacent counties associated with the main/secondary county or counties through commuting ties.

Metropolitan Statistical Area (MSA): CBSA associated with at least one urbanized area having a population of at least 50,000. The MSA comprises the central county or counties or equivalent entities containing the core, plus adjacent outlying counties having a high degree of social and economic integration with the central county or counties as measured through commuting.

Micropolitan Statistical Area: CBSA associated with at least one urbanized area having a population of at least 10,000, but less than 50,000.

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 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 and less than 80 percent in the case of a geography.

Multi-family: Refers to a residential structure that contains five or more units.

Nonmetropolitan Area (also known as **non-MSA**): All areas outside of metropolitan areas. The definition of nonmetropolitan area is not consistent with the definition of rural areas. Urban and rural classifications cut across the other hierarchies. For example, there is generally urban and rural territory within metropolitan and nonmetropolitan areas.

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 lawful investment, deposit, membership share, or grant that has as its primary purpose community development.

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

Rural Area: Territories, populations, and housing units that are not classified as urban.

Small Business Investment Company (SBIC): SBICs are privately-owned investment companies which are licensed and regulated by the Small Business Administration (SBA). SBICs provide long-term loans and/or venture capital to small firms. Because money for venture or risk investments is difficult for small firms to obtain, SBA provides assistance to SBICs to stimulate and supplement the flow of private equity and long-term loan funds to small companies. Venture capitalists participate in the SBIC program to supplement their own private capital with funds borrowed at favorable rates through SBA's guarantee of SBIC debentures. These SBIC debentures are then sold to private investors. An SBIC's success is linked to the growth and profitability of the companies that it finances. Therefore, some SBICs primarily assist businesses with significant growth potential, such as new firms in innovative industries. SBICs finance small firms by providing straight loans and/or equity-type investments. This kind of financing gives them partial ownership of those businesses and the possibility of sharing in the companies' profits as they grow and prosper.

Small Business Loan: A loan included in "loans to small businesses" as defined in the Consolidated Report of Condition and Income (Call Report). These loans have original amounts of \$1 million or less and are either secured by nonfarm nonresidential properties or are classified as commercial and industrial loans.

Small Farm Loan: 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, including farm residential and other improvements, or are classified as loans to finance agricultural production and other loans to farmers.

Underserved Middle-Income Nonmetropolitan Geographies: A nonmetropolitan middle-income geography will be designated as underserved if it meets criteria for population size, density, and dispersion indicating the area’s population is sufficiently small, thin, and distant from a population center that the tract is likely to have difficulty financing the fixed costs of meeting essential community needs.

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

Urban Area: All territories, populations, and housing units in urbanized areas and in places of 2,500 or more persons outside urbanized areas. More specifically, “urban” consists of territory, persons, and housing units in places of 2,500 or more persons incorporated as cities, villages, boroughs (except in Alaska and New York), and towns (except in the New England states, New York, and Wisconsin).

“Urban” excludes the rural portions of “extended cities”; census designated place of 2,500 or more persons; and other territory, incorporated or unincorporated, including in urbanized areas.

EXHIBIT 13

Community Benefits Agreement Press Release



NEW YORK COMMUNITY
BANCORP, INC.®

NEWS RELEASE

102 Duffy Avenue, Hicksville, NY 11801 • Phone: (516) 683-4420 • www.myNYCB.com

FOR IMMEDIATE RELEASE

Investor/Media Contact: Salvatore J. DiMartino
(516) 683-4286

NEW YORK COMMUNITY BANCORP, INC. ANNOUNCES \$28 BILLION COMMUNITY BENEFITS AGREEMENT WITH NCRC TO SUPPORT COMMUNITIES OF COLOR, THE UNDERSERVED, SMALL BUSINESSES, DIVERSITY, AND ONGOING COMMITMENT TO RESPONSIBLE MULTI-FAMILY LENDING

Hicksville, N.Y., January 24, 2022 – New York Community Bancorp, Inc. (NYSE: NYCB) (the “Company” or “NYCB”) and the National Community Reinvestment Coalition (“NCRC”) announced today the Company’s commitment to provide \$28 billion in loans, investments, and other financial support to communities and people of color, low- and moderate-income (“LMI”) families and communities, and small businesses. The Company’s Community Pledge Agreement (the “Agreement”) was developed with NCRC and its members in conjunction with the Company’s pending merger with Flagstar Bancorp, Inc. (“Flagstar”). The Agreement is subject to the closing of the Flagstar merger.

The Agreement includes \$22 billion in community lending and affordable housing commitments and \$6 billion of residential mortgage originations to underserved and LMI borrowers and in LMI and majority-minority neighborhoods over a five-year period. These significant investments will cover both communities already served by the Company and those it will expand into through its acquisition of Flagstar, and further the positive community impact our merger with Flagstar will have.

“Over the past several months, members of both NYCB’s and Flagstar’s leadership teams have met with NCRC and nearly 80 of its member organizations and were humbled by everything they do for their communities,” said Thomas R. Cangemi, Chairman, President, and CEO of New York Community Bancorp, Inc. “This multi-year agreement reflects our commitment to provide greater economic opportunities for LMI communities and communities of color in both of our market areas and bridge the racial wealth gap that exists today.”

Added Sandro DiNello, President and CEO of Flagstar Bancorp, Inc., “Flagstar goes into this agreement with the momentum of an outstanding CRA rating and a long history of investing in underserved communities. This is a far-reaching, substantial agreement that aims to move the needle on closing the racial wealth gap and bringing expanded CRA initiatives to the broader footprint of our pending new company. We thank the leadership of NCRC and its members for their hard work in bringing this agreement to fruition.”

Once the NYCB/Flagstar merger closes, the combined company will have \$85 billion in assets, operate nearly 400 branches in nine states, and 84 retail loan production offices across a 28-state footprint, as well as a national mortgage origination and servicing platform.

“We appreciate the leadership and commitment of NYCB to collaborate with us and our members to create this impactful community agreement,” said Jesse Van Tol, President and CEO of NCRC. “This plan is a significant commitment to increase investments, services and loans for low- and moderate-income communities and neighborhoods of color where these banks operate. With this agreement, we established a new product change and innovation committee that we hope will lead to significant product offerings and added a 40% increase over 5 years in community development loans and investments.”

The Agreement addresses several important areas of need within our communities that were identified during our meetings with NCRC and its member organizations. These include, but are not limited to:

- **Affordable Housing and Residential Mortgage Lending:** NYCB pledges to originate \$5.7 billion of loans for home purchases, refinances, home improvement, and home equity loans to underserved and LMI borrowers and in majority-minority communities. The Company will also provide loan products or participate in affordable housing programs which address the specific needs of LMI borrowers and create a \$10 million down payment assistance fund to support home ownership for LMI borrowers.
- **The Continuation of our Responsible Multi-Family Lending Practices:** NYCB is committed to promoting fair and responsible multi-family lending practices for all multi-family loans within its portfolio. These include practices designed to prevent community harm and protect tenants' rights, such as displacement, speculative investing, landlord vetting, lead paint abatement, and tenant outreach programs.
- **Small Business Lending:** NYCB will provide \$542 million in loans to small businesses with less than \$1 million in revenues and in LMI and majority-minority communities. In addition to originating loans directly to small businesses, the Company will also provide funding to nonprofit organizations that assist small businesses and provide grants to small businesses, including those that were impacted by COVID-19.
- **Community Development Lending and Investments:** The Company intends to invest \$21.7 billion in community development loans and investments, including those that address the needs of LMI communities and individuals and New Markets Tax Credit and Low Income Housing Credit projects. As part of this, NYCB will invest in home ownership and affordable housing strategies with minority-led organizations and organizations that address housing issues in minority communities.
- **Philanthropy:** NYCB will commit \$16.5 million in philanthropic support to nonprofit organizations that meet the needs of LMI and majority-minority communities and individuals. This includes support for those organizations with majority-minority leadership and nonprofit organizations serving immigrant and refugee communities, housing counseling, foreclosure prevention, and workforce development.
- **Access to Banking Products and Services:** As a result of the merger with Flagstar, NYCB does not plan to close any branches, including branches in LMI or majority-minority communities. In addition, the Bank will seek to maintain a diverse and inclusive workforce which reflects the demographics of the communities it serves and will endeavor to maintain its practice of staffing branches by individuals who live in the same communities and who are conversant in the language spoken in their communities. NYCB will also prioritize employment opportunities within the local communities. The Company will continue to offer banking products and services to financially underserved communities and individuals, including access to its Bank On certified "Simply One" product.

Additional initiatives include financial education programs for seniors, adults, children, and small business, supplier diversity, and age friendly banking.

Added Mr. Cangemi: "We believe that this important and groundbreaking level of commitment will benefit all of the communities we currently serve and the newer communities we plan to serve once our merger with Flagstar closes. I would also like to thank Jesse Van Tol and his team at NCRC for their leadership and guidance during this process."

About New York Community Bancorp, Inc.

Based in Hicksville, NY, New York Community Bancorp, Inc. is a leading producer of multi-family loans on non-luxury, rent-regulated apartment buildings in New York City, and the parent of New York Community Bank. At September 30, 2021, the Company reported assets of \$57.9 billion, loans of \$43.7 billion, deposits of \$34.6 billion, and stockholders' equity of \$7.0 billion.

Reflecting our growth through a series of acquisitions, the Company operates 236 branches through eight local divisions, each with a history of service and strength: Queens County Savings Bank, Roslyn Savings Bank, Richmond County Savings Bank, Roosevelt Savings Bank, and Atlantic Bank in New York; Garden State Community Bank in New Jersey; Ohio Savings Bank in Ohio; and AmTrust Bank in Florida and Arizona.

About the National Community Reinvestment Coalition

The National Community Reinvestment Coalition and its grassroots member organizations create opportunities for people to build wealth. We work with community leaders, policymakers, and financial institutions to champion fairness in banking, housing, and business. NCRC was formed in 1990 by national, regional, and local organizations to increase the flow of private capital into traditionally underserved communities. NCRC has grown into an association of more than 600 community-based organizations in 42 states that promote access to basic banking services, affordable housing, entrepreneurship, job creation, and vibrant communities for America's working families. More can be found at: www.ncrc.org.

EXHIBIT 14

Flagstar FSB Call Report as of 3/31/2022

Federal Financial Institutions Examination Council



Consolidated Reports of Condition and Income for A Bank With Domestic Offices Only - FFIEC 041

Institution Name	FLAGSTAR BANK, FSB
City	TROY
State	MI
Zip Code	48098
Call Report Report Date	3/31/2022
Report Type	041
RSSD-ID	146672
FDIC Certificate Number	32541
OCC Charter Number	708412
ABA Routing Number	272471852
Last updated on	4/29/2022

Federal Financial Institutions Examination Council



Consolidated Reports of Condition and Income for A Bank With Domestic Offices Only - FFIEC 041

Report at the close of business March 31, 2022

This report is required by law: 12 U.S.C. §324 (State member banks); 12 U.S.C. §1817 (State non member banks); 12 U.S.C. §161 (National banks); and 12 U.S.C. §1464 (Savings associations).

(20220331)

(RCON 9999)

Unless the context indicates otherwise, the term "bank" in this report form refers to both banks and savings associations.

NOTE: Each bank's board of directors and senior management are responsible for establishing and maintaining an effective system of internal control, including controls over the Reports of Condition and Income. The Reports of Condition and Income are to be prepared in accordance with federal regulatory authority instructions. The Reports of Condition and Income must be signed by the Chief Financial Officer (CFO) of the reporting bank (or by the individual performing an equivalent function) and attested to by not less than two directors (trustees) for state non member banks and three directors for state member banks, national banks, and savings associations.

I, the undersigned CFO (or equivalent) of the named bank, attest that the Reports of Condition and Income (including the supporting

schedules) for this report date have been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and are true and correct to the best of my knowledge and belief.

We, the undersigned directors (trustees), attest to the correctness of the Reports of Condition and Income (including the supporting schedules) for this report date and declare that the Reports of Condition and Income have been examined by us and to the best of our knowledge and belief have been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and are true and correct.

Signature of Chief Financial Officer (or Equivalent)

Director (Trustee)

Date of Signature

Director (Trustee)

Director (Trustee)

Submission of Reports

Each bank must file its Reports of Condition and Income (Call Report) data by either:

- Using computer software to prepare its Call Report and then submitting the report data directly to the FFIEC's Central Data Repository (CDR), an Internet-based system for datacollection (<https://cdr.ffiec.gov/cdr/>), or
- Completing its Call Report in paper form and arranging with a software vendor or another party to convert the data in to the electronic format that can be processed by the CDR. The software vendor or other party then must electronically submit the bank's data file to the CDR.

For technical assistance with submissions to the CDR, please contact the CDR Help Desk by telephone at (888) CDR-3111, by fax at (703) 774-3946, or by e-mail at CDR.Help@cdr.ffiec.gov.

FDIC Certificate Number **32541** (RSSD 9050)

To fulfill the signature and attestation requirement for the Reports of Condition and Income for this report date, attach your bank's completed signature page (or a photocopy or a computer generated version of this page) to the hard-copy record of the data file submitted to the CDR that your bank must place in its files.

The appearance of your bank's hard-copy record of the submitted data file need not match exactly the appearance of the FFIEC's sample report forms, but should show at least the caption of each Call Report item and the reported amount.

FLAGSTAR BANK, FSB

Legal Title of Bank (RSSD 9017)

TROY

City (RSSD 9130)

MI

State Abbreviation (RSSD 9200)

48098

Zip Code (RSSD 9220)

The estimated average burden associated with this information collection is 50.4 hours per respondent and is estimated to vary from 20 to 775 hours per response, depending on individual circumstances. Burden estimates include the time for reviewing instructions, gathering and maintaining data in the required form, and completing the information collection, but exclude the time for compiling and maintaining business records in the normal course of a respondent's activities. A Federal agency may not conduct or sponsor, and an organization (or a person) is not required to respond to a collection of information, unless it displays a currently valid OMB control number. Comments concerning the accuracy of this burden estimate and suggestions for reducing this burden should be directed to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, DC 20503, and to one of the following: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551; Legislative and Regulatory Analysis Division, Office of the Comptroller of the Currency, Washington, DC 20219; Assistant Executive Secretary, Federal Deposit Insurance Corporation, Washington, DC 20429.

Consolidated Reports of Condition and Income for A Bank With Domestic Offices Only - FFIEC 041

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For information or assistance, national banks, state nonmember banks, and savings associations should contact the FDIC's Data Collection and Analysis Section, 550 17th Street, NW, Washington, DC 20429, toll free on (800) 688-FDIC(3342), Monday through Friday between 8:00 a.m. and 5:00 p.m., Eastern Time. State member banks should contact their Federal Reserve District Bank.

Board of Governors of the Federal Reserve System, Federal Deposit Insurance Corporation, Office of the Comptroller of the Currency

Legend: NR - Not Reported, CONF - Confidential

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For information or assistance, national banks, state nonmember banks, and savings associations should contact the FDIC's Data Collection and Analysis Section, 550 17th Street, NW, Washington, DC 20429, toll free on (800) 688-FDIC(3342), Monday through Friday between 8:00 a.m. and 5:00 p.m., Eastern Time. State member banks should contact their Federal Reserve District Bank.

Board of Governors of the Federal Reserve System, Federal Deposit Insurance Corporation, Office of the Comptroller of the Currency
Legend: NR - Not Reported, CONF - Confidential

Contact Information for the Reports of Condition and Income

To facilitate communication between the Agencies and the bank concerning the Reports of Condition and Income, please provide contact information for (1) the Chief Financial Officer (or equivalent) of the bank signing the reports for this quarter, and (2) the person at the bank—other than the Chief Financial Officer (or equivalent)—to whom questions about the reports should be directed. If the Chief Financial Officer (or equivalent) is the primary contact for questions about the reports, please provide contact information for another person at the bank who will serve as a secondary contact for communications between the Agencies and the bank concerning the Reports of Condition and Income. Enter “none” for the contact’s e-mail address or fax number if not available. Contact information for the Reports of Condition and Income is for the confidential use of the Agencies and will not be released to the public.

Chief Financial Officer (or Equivalent) Signing the Reports

CONF
Name (TEXT C490)

CONF
Title (TEXT C491)

CONF
E-mail Address (TEXT C492)

CONF
Area Code / Phone Number / Extension (TEXT C493)

CONF
Area Code / FAX Number (TEXT C494)

Other Person to Whom Questions about the Reports Should be Directed

CONF
Name (TEXT C495)

CONF
Title (TEXT C496)

CONF
E-mail Address (TEXT 4086)

CONF
Area Code / Phone Number / Extension (TEXT 8902)

CONF
Area Code / FAX Number (TEXT 9116)

Primary Contact

CONF
Name (TEXT C366)

CONF
Title (TEXT C367)

CONF
E-mail Address (TEXT C368)

CONF
Area Code / Phone Number / Extension (TEXT C369)

CONF
Area Code / FAX Number (TEXT C370)

Secondary Contact

CONF
Name (TEXT C371)

CONF
Title (TEXT C372)

CONF
E-mail Address (TEXT C373)

CONF
Area Code / Phone Number / Extension (TEXT C374)

CONF
Area Code / FAX Number (TEXT C375)

USA PATRIOT Act Section 314(a) Anti-Money Laundering**Contact Information**

This information is being requested to identify points-of-contact who are in charge of your bank's USA PATRIOT Act Section 314(a) information requests. Bank personnel listed could be contacted by law enforcement officers or the Financial Crimes Enforcement Network (FinCEN) for additional information related to specific Section 314(a) search requests or other anti-terrorist financing and anti- money laundering matters. Communications sent by FinCEN to the bank for purposes other than Section 314(a) notifications will state the intended purpose and should be directed to the appropriate bank personnel for review. Any disclosure of customer records to law enforcement officers or FinCEN must be done in compliance with applicable law, including the Right to Financial Privacy Act (12 U.S.C. 3401 et seq.).

Please provide information for a primary and secondary contact. Information for a third and fourth contact may be provided at the bank's option. Enter "none" for the contact's e-mail address if not available. This contact information is for the confidential use of the Agencies, FinCEN, and law enforcement officers and will not be released to the public.

Primary Contact

CONF
Name (TEXT C437)

CONF
Title (TEXT C438)

CONF
E-mail Address (TEXT C439)

CONF
Area Code / Phone Number / Extension (TEXT C440)

Secondary Contact

CONF
Name (TEXT C442)

CONF
Title (TEXT C443)

CONF
E-mail Address (TEXT C444)

CONF
Area Code / Phone Number / Extension (TEXT 8902)

Third Contact

CONF
Name (TEXT C870)

CONF
Title (TEXT C871)

CONF
E-mail Address (TEXT C368)

CONF
Area Code / Phone Number / Extension (TEXT C873)

Fourth Contact

CONF
Name (TEXT C875)

CONF
Title (TEXT C876)

CONF
E-mail Address (TEXT C877)

CONF
Area Code / Phone Number / Extension (TEXT C878)

Contact Information(Form Type - 041)

Dollar amounts in thousands

1. Contact Information for the Reports of Condition and Income			1.
a. Chief Financial Officer (or Equivalent) Signing the Reports			1.a.
1. Name.....	TEXTC490	CONF	1.a.1.
2. Title.....	TEXTC491	CONF	1.a.2.
3. E-mail Address.....	TEXTC492	CONF	1.a.3.
4. Telephone.....	TEXTC493	CONF	1.a.4.
5. FAX.....	TEXTC494	CONF	1.a.5.
b. Other Person to Whom Questions about the Reports Should be Directed			1.b.
1. Name.....	TEXTC495	CONF	1.b.1.
2. Title.....	TEXTC496	CONF	1.b.2.
3. E-mail Address.....	TEXT4086	CONF	1.b.3.
4. Telephone.....	TEXT8902	CONF	1.b.4.
5. FAX.....	TEXT9116	CONF	1.b.5.
2. Person to whom questions about Schedule RC-T - Fiduciary and Related Services should be directed			2.
a. Name and Title.....	TEXTB962	CONF	2.a.
b. E-mail Address.....	TEXTB926	CONF	2.b.
c. Telephone.....	TEXTB963	CONF	2.c.
d. FAX.....	TEXTB964	CONF	2.d.
3. Emergency Contact Information			3.
a. Primary Contact			3.a.
1. Name.....	TEXTC366	CONF	3.a.1.
2. Title.....	TEXTC367	CONF	3.a.2.
3. E-mail Address.....	TEXTC368	CONF	3.a.3.
4. Telephone.....	TEXTC369	CONF	3.a.4.
5. FAX.....	TEXTC370	CONF	3.a.5.
b. Secondary Contact			3.b.
1. Name.....	TEXTC371	CONF	3.b.1.
2. Title.....	TEXTC372	CONF	3.b.2.
3. E-mail Address.....	TEXTC373	CONF	3.b.3.
4. Telephone.....	TEXTC374	CONF	3.b.4.
5. FAX.....	TEXTC375	CONF	3.b.5.
4. USA PATRIOT Act Section 314(a) Anti-Money Laundering Contact Information			4.
a. Primary Contact			4.a.
1. Name.....	TEXTC437	CONF	4.a.1.
2. Title.....	TEXTC438	CONF	4.a.2.
3. E-mail Address.....	TEXTC439	CONF	4.a.3.
4. Telephone.....	TEXTC440	CONF	4.a.4.
b. Secondary Contact			4.b.
1. Name.....	TEXTC442	CONF	4.b.1.
2. Title.....	TEXTC443	CONF	4.b.2.
3. E-mail Address.....	TEXTC444	CONF	4.b.3.
4. Telephone.....	TEXTC445	CONF	4.b.4.
c. Third Contact			4.c.
1. Name.....	TEXTC870	CONF	4.c.1.
2. Title.....	TEXTC871	CONF	4.c.2.
3. E-mail Address.....	TEXTC872	CONF	4.c.3.
4. Telephone.....	TEXTC873	CONF	4.c.4.
d. Fourth Contact			4.d.
1. Name.....	TEXTC875	CONF	4.d.1.

Dollar amounts in thousands

2. Title.....	TEBTC876	CONF	4.d.2.
3. E-mail Address.....	TEBTC877	CONF	4.d.3.
4. Telephone.....	TEBTC878	CONF	4.d.4.
5. Chief Executive Officer Contact Information			5.
a. Chief Executive Officer			5.a.
1. Name.....	TEXTFT42	CONF	5.a.1.
2. E-mail Address.....	TEXTFT44	CONF	5.a.2.
3. Telephone.....	TEXTFT43	CONF	5.a.3.
4. FAX.....	TEXTFT45	CONF	5.a.4.

Schedule RI - Income Statement(Form Type - 041)

Dollar amounts in thousands

1. Interest income:			1.
a. Interest and fee income on loans:			1.a.
1. Loans secured by real estate:			1.a.1.
a. Loans secured by 1-4 family residential properties.....	RIAD4435	74,121	1.a.1.a.
b. All other loans secured by real estate.....	RIAD4436	28,908	1.a.1.b.
2. Commercial and industrial loans.....	RIAD4012	16,138	1.a.2.
3. Loans to individuals for household, family, and other personal expenditures:			1.a.3.
a. Credit cards.....	RIADB485	0	1.a.3.a.
b. Other (includes revolving credit plans other than credit cards, automobile loans, and other consumer loans).....	RIADB486	15,001	1.a.3.b.
4. Not applicable			1.a.4.
5. All other loans ¹	RIAD4058	32,246	1.a.5.
6. Total interest and fee income on loans (sum of items 1.a.(1)(a) through 1.a.(5)).....	RIAD4010	166,414	1.a.6.
b. Income from lease financing receivables.....	RIAD4065	0	1.b.
c. Interest income on balances due from depository institutions ²	RIAD4115	370	1.c.
d. Interest and dividend income on securities:			1.d.
1. U.S. Treasury securities and U.S. Government agency obligations (excluding mortgage-backed securities).....	RIADB488	0	1.d.1.
2. Mortgage-backed securities.....	RIADB489	10,112	1.d.2.
3. All other securities (includes securities issued by states and political subdivisions in the U.S.).....	RIAD4060	926	1.d.3.
e. Not applicable			1.e.
f. Interest income on federal funds sold and securities purchased under agreements to resell.....	RIAD4020	0	1.f.
g. Other interest income.....	RIAD4518	1,618	1.g.
h. Total interest income (sum of items 1.a.(6) through 1.g.).....	RIAD4107	179,440	1.h.
2. Interest expense:			2.
a. Interest on deposits:			2.a.
1. Transaction accounts (interest-bearing demand deposits, NOW accounts, ATS accounts, and telephone and preauthorized transfer accounts).....	RIAD4508	970	2.a.1.
2. Nontransaction accounts:			2.a.2.
a. Savings deposits (includes MMDAs).....	RIAD0093	1,595	2.a.2.a.
b. Time deposits of \$250,000 or less.....	RIADHK03	2,928	2.a.2.b.
c. Time deposits of more than \$250,000.....	RIADHK04	640	2.a.2.c.
b. Expense of federal funds purchased and securities sold under agreements to repurchase.....	RIAD4180	12	2.b.
c. Interest on trading liabilities and other borrowed money.....	RIAD4185	3,434	2.c.
d. Interest on subordinated notes and debentures.....	RIAD4200	0	2.d.
e. Total interest expense (sum of items 2.a through 2.d.).....	RIAD4073	9,579	2.e.
3. Net interest income (item 1.h minus 2.e.).....	RIAD4074	169,861	3.
4. Provision for loan and lease losses ³	RIADJJ33	-3,807	4.
5. Noninterest income:			5.
a. Income from fiduciary activities ²	RIAD4070	0	5.a.
b. Service charges on deposit accounts.....	RIAD4080	5,475	5.b.
c. Trading revenue ³	RIADA220	119,934	5.c.
d. Income from securities-related and insurance activities:			5.d.
1. Fees and commissions from securities brokerage.....	RIADC886	581	5.d.1.
2. Investment banking, advisory, and underwriting fees and commissions.....	RIADC888	0	5.d.2.

1. Includes interest and fee income on "Loans to depository institutions and acceptances of other banks," "Loans to finance agricultural production and other loans to farmers," "Obligations (other than securities and leases) of states and political subdivisions in the U.S.," and "Other loans."
 2. Includes interest income on time certificates of deposit not held for trading.
 3. Institutions that have adopted ASU 2016-13 should report in item 4 the provisions for credit losses for all financial assets and off-balance-sheet credit exposures that fall within the scope of the standard.
 2. For banks required to complete Schedule RC-T, items 14 through 22, income from fiduciary activities reported in Schedule RI, item 5.a, must equal the amount reported in Schedule RC-T, item 22.
 3. For banks required to complete Schedule RI, Memorandum item 8, trading revenue reported in Schedule RI, item 5.c, must equal the sum of Memorandum items 8.a through 8.e.

Dollar amounts in thousands

3. Fees and commissions from annuity sales.....	RIADC887	1,499	5.d.3.
4. Underwriting income from insurance and reinsurance activities.....	RIADC386	0	5.d.4.
5. Income from other insurance activities.....	RIADC387	59	5.d.5.
e. Venture capital revenue.....	RIADB491	0	5.e.
f. Net servicing fees.....	RIADB492	113,528	5.f.
g. Net securitization income.....	RIADB493	0	5.g.
h. Not applicable			5.h.
i. Net gains (losses) on sales of loans and leases.....	RIAD5416	234,998	5.i.
j. Net gains (losses) on sales of other real estate owned.....	RIAD5415	133	5.j.
k. Net gains (losses) on sales of other assets ³	RIADB496	-91	5.k.
l. Other noninterest income [*]	RIADB497	35,049	5.l.
m. Total noninterest income (sum of items 5.a through 5.l.).....	RIAD4079	511,165	5.m.
6. Not available			6.
a. Realized gains (losses) on held-to-maturity securities.....	RIAD3521	0	6.a.
b. Realized gains (losses) on available-for-sale debt securities.....	RIAD3196	0	6.b.
7. Noninterest expense:			7.
a. Salaries and employee benefits.....	RIAD4135	152,662	7.a.
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest).....	RIAD4217	14,570	7.b.
c. Not available			7.c.
1. Goodwill impairment losses.....	RIADC216	0	7.c.1.
2. Amortization expense and impairment losses for other intangible assets.....	RIADC232	2,339	7.c.2.
d. Other noninterest expense [*]	RIAD4092	442,042	7.d.
e. Total noninterest expense (sum of items 7.a through 7.d.).....	RIAD4093	611,613	7.e.
8. Not available			8.
a. Income (loss) before change in net unrealized holding gains (losses) on equity securities not held for trading, applicable income taxes, and discontinued operations (item 3 plus or minus items 4, 5.m, 6.a, 6.b, and 7.e.).....	RIADHT69	73,220	8.a.
b. Change in net unrealized holding gains (losses) on equity securities not held for trading ⁴	RIADHT70	0	8.b.
c. Income (loss) before applicable income taxes and discontinued operations (sum of items 8.a and 8.b.).....	RIAD4301	73,220	8.c.
9. Applicable income taxes (on item 8.c.).....	RIAD4302	15,959	9.
10. Income (loss) before discontinued operations (item 8.c minus item 9.).....	RIAD4300	57,261	10.
11. Discontinued operations, net of applicable income taxes (Describe on Schedule RI-E - Explanations) [*]	RIADFT28	0	11.
12. Net income (loss) attributable to bank and noncontrolling (minority) interests (sum of items 10 and 11.).....	RIADG104	57,261	12.
13. LESS: Net income (loss) attributable to noncontrolling (minority) interests (if net income, report as a positive value; if net loss, report as a negative value).....	RIADG103	0	13.
14. Net income (loss) attributable to bank (item 12 minus item 13).....	RIAD4340	57,261	14.
1. Interest expense incurred to carry tax-exempt securities, loans, and leases acquired after August 7, 1986, that is not deductible for federal income tax purposes.....	RIAD4513	21	M.1.
<i>Memorandum item 2 is to be completed by banks with \$1 billion or more in total assets</i>			
2. Income from the sale and servicing of mutual funds and annuities (included in Schedule RI, item 8) ¹	RIAD8431	1,682	M.2.
3. Income on tax-exempt loans and leases to states and political subdivisions in the U.S. (included in Schedule RI, items 1.a and 1.b.).....	RIAD4313	244	M.3.
4. Income on tax-exempt securities issued by states and political subdivisions in the U.S. (included in Schedule RI, item 1.d.(3)).....	RIAD4507	926	M.4.
5. Number of full-time equivalent employees at end of current period (round to nearest whole number).....	RIAD4150	5341	M.5.
<i>Memorandum item 6 is to be completed by:</i> <i>* banks with \$300 million or more in total assets, and</i> <i>* banks with less than \$300 million in total assets that have loans to finance agricultural product and other loans to farmers (Schedule RC-C, Part I, item 3) exceeding 5 percent of total loans</i>			
6. Interest and fee income on loans to finance agricultural production and other loans to farmers (included in Schedule RI, item 1.a.(5)) ¹	RIAD4024	1	M.6.

3. Exclude net gains (losses) on sales of trading assets and held-to-maturity and available-for-sale debt securities.
 *. Describe on Schedule RI-E-Explanations
 *. Describe on Schedule RI-E - Explanations.
 4. Item 8.b is to be completed by all institutions. See the instructions for this item and the Glossary entry for "Securities Activities" for further detail on accounting for investments in equity securities.
 1. The asset size tests and the 5 percent of total loans test are based on the total assets and total loans reported in the June 30, 2018, Report of Condition.
 1. The asset size tests and the 5 percent of total loans test are based on the total assets and total loans reported in the June 30, 2018, Report of Condition.

Dollar amounts in thousands

7. If the reporting institution has applied pushdown accounting this calendar year, report the date of the institution's acquisition (see instructions) ²	RIAD9106	0000000	M.7.
8. Not applicable			M.8.
<i>Memorandum items 9.a and 9.b are to be completed by banks with \$10 billion or more in total assets.</i>			
9. Net gains (losses) recognized in earnings on credit derivatives that economically hedge credit exposures held outside the trading account: ¹			M.9.
a. Net gains (losses) on credit derivatives held for trading.....	RIADC889	151	M.9.a.
b. Net gains (losses) on credit derivatives held for purposes other than trading.....	RIADC890	0	M.9.b.
<i>Memorandum item 10 is to be completed by banks with \$300 million or more in total assets.</i>			
10. Credit losses on derivatives (see instructions) ¹	RIADA251	0	M.10.
11. Does the reporting bank have a Subchapter S election in effect for federal income tax purposes for the current tax year?.....	RIADA530	No	M.11.
<i>Memorandum item 12 is to be completed by banks that are required to complete Schedule RC-C, Part I, Memorandum items 8.b and 8.c and is to be completed semiannually in the June and December reports only.</i>			
12. Noncash income from negative amortization on closed-end loans secured by 1-4 family residential properties (included in Schedule RI, item 1.a.(1)(a)).....	RIADF228	NR	M.12.
<i>Memorandum item 13 is to be completed by banks that have elected to account for assets and liabilities under a fair value option.</i>			
13. Net gains (losses) recognized in earnings on assets and liabilities that are reported at fair value under a fair value option:			M.13.
a. Net gains (losses) on assets.....	RIADF551	-294,101	M.13.a.
1. Estimated net gains (losses) on loans attributable to changes in instrument-specific credit risk.....	RIADF552	-1,536	M.13.a.1.
b. Net gains (losses) on liabilities.....	RIADF553	0	M.13.b.
1. Estimated net gains (losses) on liabilities attributable to changes in instrument-specific credit risk.....	RIADF554	0	M.13.b.1.
14. Other-than-temporary impairment losses on held-to-maturity and available-for-sale debt securities recognized in earnings (included in Schedule RI, items 6.a and 6.b) ²	RIADJ321	NR	M.14.
<i>Memorandum item 15 is to be completed by institutions with \$1 billion or more in total assets that answered "Yes" to Schedule RC-E, Memorandum item 5.</i>			
15. Components of service charges on deposit accounts in domestic offices (sum of Memorandum items 15.a through 15.d must equal Schedule RI, item 5.b): ¹			M.15.
a. Consumer overdraft-related service charges levied on those transaction account and nontransaction savings account deposit products intended primarily for individuals for personal, household, or family use.....	RIADH032	2,703	M.15.a.
b. Consumer account periodic maintenance charges levied on those transaction account and nontransaction savings account deposit products intended primarily for individuals for personal, household, or family use.....	RIADH033	202	M.15.b.
c. Consumer customer automated teller machine (ATM) fees levied on those transaction account and nontransaction savings account deposit products intended primarily for individuals for personal, household, or family use.....	RIADH034	464	M.15.c.
d. All other service charges on deposit accounts.....	RIADH035	2,106	M.15.d.

2. Report the date in YYYYMMDD format. For example, a bank acquired on March 1, 2022, would report 20220301.
 1. The asset size tests and the 5 percent of total loans test are based on the total assets and total loans reported in the June 30, 2018, Report of Condition.
 1. The asset size tests and the 5 percent of total loans test are based on the total assets and total loans reported in the June 30, 2018, Report of Condition.
 2. Memorandum item 14 is to be completed only by institutions that have not adopted ASU 2016-13.
 1. The \$1 billion asset-size test is based on the total assets reported on the June 30, 2018, Report of Condition.

Schedule RI-A - Changes in Bank Equity Capital(Form Type - 041)

Dollar amounts in thousands

1. Total bank equity capital most recently reported for the December 31, 2021, Reports of Condition and Income (i.e., after adjustments from amended Reports of Income).....	RIAD3217	2,862,771	1.
2. Cumulative effect of changes in accounting principles and corrections of material accounting errors *	RIADB507	0	2.
3. Balance end of previous calendar year as restated (sum of items 1 and 2).....	RIADB508	2,862,771	3.
4. Net income (loss) attributable to bank (must equal Schedule RI, item 14).....	RIAD4340	57,261	4.
5. Sale, conversion, acquisition, or retirement of capital stock, net (excluding treasury stock transactions).....	RIADB509	1,155	5.
6. Treasury stock transactions, net.....	RIADB510	0	6.
7. Changes incident to business combinations, net.....	RIAD4356	0	7.
8. LESS: Cash dividends declared on preferred stock.....	RIAD4470	0	8.
9. LESS: Cash dividends declared on common stock.....	RIAD4460	0	9.
10. Other comprehensive income ¹	RIADB511	-36,687	10.
11. Other transactions with stockholders (including a parent holding company) (not included in items 5, 6, 8, or 9 above) *	RIAD4415	0	11.
12. Total bank equity capital end of current period (sum of items 3 through 11) (must equal Schedule RC, item 27.a)..	RIAD3210	2,884,500	12.

*. Describe on Schedule RI-E -- Explanations.

1. Includes, but is not limited to, changes in net unrealized holding gains (losses) on available-for-sale debt securities, changes in accumulated net gains (losses) on cash flow hedges, and pension and other postretirement plan-related changes other than net periodic benefit cost.

Schedule RI-B Part I - Charge-offs and Recoveries on Loans and Leases (Form Type - 041)

Part I includes charge-offs and recoveries through the allocated transfer risk reserve.

Dollar amounts in thousands		(Column A) Charge-offs Calendar year-to-date		(Column B) Recoveries Calendar year-to-date		
1. Loans secured by real estate:						1.
a. Construction, land development, and other land loans:						1.a.
1. 1-4 family residential construction loans.....	RIADC891	0	RIADC892	0		1.a.1.
2. Other construction loans and all land development and other land loans.....	RIADC893	0	RIADC894	0		1.a.2.
b. Secured by farmland.....	RIAD3584	0	RIAD3585	0		1.b.
c. Secured by 1-4 family residential properties:						1.c.
1. Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....	RIAD5411	0	RIAD5412	663		1.c.1.
2. Closed-end loans secured by 1-4 family residential properties:						1.c.2.
a. Secured by first liens.....	RIADC234	1,211	RIADC217	67		1.c.2.a.
b. Secured by junior liens.....	RIADC235	63	RIADC218	443		1.c.2.b.
d. Secured by multifamily (5 or more) residential properties.....	RIAD3588	0	RIAD3589	0		1.d.
e. Secured by nonfarm nonresidential properties:						1.e.
1. Loans secured by owner-occupied nonfarm nonresidential properties.....	RIADC895	0	RIADC896	0		1.e.1.
2. Loans secured by other nonfarm nonresidential properties.....	RIADC897	0	RIADC898	0		1.e.2.
2. Not applicable						2.
3. Not applicable						3.
4. Commercial and industrial loans.....	RIAD4638	19,829	RIAD4608	56		4.
5. Loans to individuals for household, family, and other personal expenditures:						5.
a. Credit cards.....	RIADB514	0	RIADB515	0		5.a.
b. Automobile loans.....	RIADK129	0	RIADK133	0		5.b.
c. Other (includes revolving credit plans other than credit cards and other consumer loans).....	RIADK205	1,542	RIADK206	464		5.c.
6. Not applicable						6.
7. All other loans ²	RIAD4644	456	RIAD4628	216		7.
8. Lease financing receivables.....	RIAD4266	0	RIAD4267	0		8.
9. Total (sum of items 1 through 8).....	RIAD4635	23,101	RIAD4605	1,909		9.
1. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule RI-B, part I, items 4 and 7, above.....	RIAD5409	0	RIAD5410	0		M.1.
2. Not available						M.2.
<i>Memorandum items 2.a. through 2.d. are to be completed by banks with \$300 million or more in total assets:</i>						
a. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule RI-B, part I, item 1, above) ²	RIAD4652	0	RIAD4662	0		M.2.a.
b. Not applicable						M.2.b.
c. Commercial and industrial loans to non-U.S. addressees (domicile) (included in Schedule RI-B, part I, item 4, above).....	RIAD4646	0	RIAD4618	0		M.2.c.
d. Leases to individuals for household, family, and other personal expenditures (included in Schedule RI-B, part I, item 8, above).....	RIADF185	0	RIADF187	0		M.2.d.
<i>Memorandum item 3 are to be completed by:</i>						
<i>* banks with \$300 million or more in total assets, and</i>						
<i>* banks with less than \$300 million in total assets that have loans to finance agricultural production and other loans to farmers (Schedule RC-C, Part I, item 3) exceeding 5 percent of total loans:</i>						
3. Loans to finance agricultural production and other loans to farmers (included in Schedule RI-B, part I, item 7, above) ²	RIAD4655	0	RIAD4665	0		M.3.

Dollar amounts in thousands

Memorandum item 4 is to be completed by banks that (1) together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date, or (2) are credit card specialty banks as defined for Uniform Bank Performance Report purposes.

4. Uncollectible retail credit card fees and finance charges reversed against income (i.e., not included in charge-offs against the allowance for loan and lease losses)³.....

RIADC388	NR	M.4.
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Schedule RI-B Part II - Changes in Allowances for Credit Losses(Form Type - 041)

Dollar amounts in thousands	(Column A) Loans and Leases Held for Investment		(Column B) Held-to-maturity Debt Securities		(Column C) Available-for-sale Debt Securities		
1. Balance most recently reported for the December 31, 2021, Reports of Condition and Income (i.e., after adjustments from amended Reports of Income).....	RIADB522	154,206	RIADJH88	0	RIADJH94	0	1.
2. Recoveries (column A must equal Part I, item 9, column B, above).....	RIAD4605	1,909	RIADJH89	0	RIADJH95	0	2.
3. LESS: Charge-offs (column A must equal Part I, item 9, column A, above less Schedule RI-B, Part II, item 4, column A).....	RIADC079	23,101	RIADJH92	0	RIADJH98	0	3.
4. LESS: Write-downs arising from transfers of financial assets ³	RIAD5523	0	RIADJJ00	0	RIADJJ01	0	4.
5. Provisions for credit losses ⁴	RIAD4230	-2,368	RIADJH90	0	RIADJH96	0	5.
6. Adjustments (see instructions for this schedule) [*]	RIADC233	0	RIADJH91	0	RIADJH97	0	6.
7. Balance end of current period (sum of items 1, 2, 5, and 6, less items 3 and 4) (column A must equal Schedule RC, item 4.c).....	RIAD3123	130,646	RIADJH93	0	RIADJH99	0	7.

Dollar amounts in thousands			
1. Allocated transfer risk reserve included in Schedule RI-8, Part II, item 7, column A, above.....	RIADC435	NR	M.1.
<i>Memorandum items 2 and 3 are to be completed by banks that (1) together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date, or (2) are credit card specialty banks as defined for Uniform Bank Performance Report purposes.</i>	RIADC389	NR	M.2.
2. Separate valuation allowance for uncollectible retail credit card fees and finance charges.....	RIADC390	NR	M.3.
3. Amount of allowance for loan and lease losses attributable to retail credit card fees and finance charges ¹	RIADC781	NR	M.4.
4. Amount of allowance for post-acquisition credit losses on purchased credit-impaired loans accounted for in accordance with FASB ASC 310-30 (former AICPA Statement of Position 03-3) (included in Schedule RI-B, Part II, item 7, column A, above) ²	RIADJJ02	0	M.5.
5. Provisions for credit losses on other financial assets measured at amortized cost (not included in item 5, above) ³ ...	RCONJJ03	0	M.6.
6. Allowance for credit losses on other financial assets measured at amortized cost (not included in item 7, above) ³ ...	RIADMG93	-1,439	M.7.
7. Provisions for credit losses on off-balance-sheet credit exposures ³	RIADMG94	0	M.8.
8. Estimated amount of expected recoveries of amounts previously written off included within the allowance for credit losses on loans and leases held for investment (included in item 7, column A, "Balance end of current period," above) ³			

2. Includes charge-offs and recoveries on "Loans to finance agricultural production and other loans to farmers," "Obligations (other than securities and leases) of states and political subdivisions in the U.S.," and "Loans to nondepository financial institutions and other loans."

2. The \$300 million asset size test and the 5 percent of total loans test are based on the total assets and total loans reported on the June 30, 2018, Report of Condition.

2. The \$300 million asset size test and the 5 percent of total loans test are based on the total assets and total loans reported on the June 30, 2018, Report of Condition.

3. Institutions that have adopted ASU 2016-13 should report in Memorandum item 4 uncollectible retail credit card fees and finance charges reversed against income (i.e. not included in charge-offs against the allowance for credit losses on loans and leases).

3. Institutions that have not yet adopted ASU 2016-13 should report write-downs arising from transfers of loans to a held-for-sale account in item 4, column A.

4. Institutions that have not yet adopted ASU 2016-13 should report the provision for loan and lease losses in item 5, column A and the amount reported must equal Schedule RI, item 4.

*. Describe on Schedule RI-E - Explanations.

1. Institutions that have adopted ASU 2016-13 should report in Memorandum item 3 the amount of allowance for credit losses on loans and leases attributable to retail credit card fees and finance charges.

2. Memorandum item 4 is to be completed only by institutions that have not yet adopted ASU 2016-13.

3. Memorandum items 5, 6, 7, and 8 are to be completed only by institutions that have adopted ASU 2016-13.

3. Memorandum items 5, 6, 7, and 8 are to be completed only by institutions that have adopted ASU 2016-13.

3. Memorandum items 5, 6, 7, and 8 are to be completed only by institutions that have adopted ASU 2016-13.

3. Memorandum items 5, 6, 7, and 8 are to be completed only by institutions that have adopted ASU 2016-13.

Schedule RI-C Part I - Disaggregated Data on the Allowance for Loan and Lease Losses(Form Type - 041)

Schedule RI-C is to be completed by institutions with \$1 billion or more in total assets

	(Column A) Recorded Investment: Individually Evaluated for Impairment and Determined to be Impaired (ASC 310-10-35)	(Column B) Allowance Balance: Individually Evaluated for Impairment and Determined to be Impaired (ASC 310-10-35)	(Column C) Recorded Investment: Collectively Evaluated for Impairment (ASC 450-20)	(Column D) Allowance Balance: Collectively Evaluated for Impairment (ASC 450-20)	(Column E) Recorded Investment: Purchased Credit-Impaired Loans (ASC 310-30)	(Column F) Allowance Balance: Purchased Credit-Impaired Loans (ASC 310-30)	
Dollar amounts in thousands							
1. Real estate loans:							1.
a. Construction loans.....	RCONM708 NR	RCONM709 NR	RCONM710 NR	RCONM711 NR	RCONM712 NR	RCONM713 NR	1.a.
b. Commercial real estate loans.....	RCONM714 NR	RCONM715 NR	RCONM716 NR	RCONM717 NR	RCONM719 NR	RCONM720 NR	1.b.
c. Residential real estate loans.....	RCONM721 NR	RCONM722 NR	RCONM723 NR	RCONM724 NR	RCONM725 NR	RCONM726 NR	1.c.
2. Commercial loans ³	RCONM727 NR	RCONM728 NR	RCONM729 NR	RCONM730 NR	RCONM731 NR	RCONM732 NR	2.
3. Credit cards.....	RCONM733 NR	RCONM734 NR	RCONM735 NR	RCONM736 NR	RCONM737 NR	RCONM738 NR	3.
4. Other consumer loans.....	RCONM739 NR	RCONM740 NR	RCONM741 NR	RCONM742 NR	RCONM743 NR	RCONM744 NR	4.
5. Unallocated, if any.....				RCONM745 NR			5.
6. Total (for each column, sum of items 1.a through 5) ⁴	RCONM746 NR	RCONM747 NR	RCONM748 NR	RCONM749 NR	RCONM750 NR	RCONM751 NR	6.

3. Include all loans and leases not reported as real estate loans, credit cards, or other consumer loans in items 1, 3, or 4 of Schedule RI-C.

4. The sum of item 6, columns B, D, and F, must equal Schedule RC, item 4.c. Item 6, column E, must equal Schedule RC-C, Part I, Memorandum item 7.b. Item 6, column F, must equal Schedule RI-B, Part II, Memorandum item 4.

Schedule RI-C Part II - Disaggregated Data on the Allowances for Credit Losses (Form Type - 041)

Dollar amounts in thousands		(Column A) Amortized Cost	(Column B) Allowance Balance		
1. Real estate loans:				1.	
a. Construction loans.....	RCONJJ04	1,523,548	RCONJJ12	9,772	1.a.
b. Commercial real estate loans.....	RCONJJ05	1,733,153	RCONJJ13	11,117	1.b.
c. Residential real estate loans.....	RCONJJ06	3,323,443	RCONJJ14	58,078	1.c.
2. Commercial loans ³	RCONJJ07	6,623,445	RCONJJ15	17,017	2.
3. Credit cards.....	RCONJJ08	0	RCONJJ16	0	3.
4. Other consumer loans.....	RCONJJ09	1,267,044	RCONJJ17	34,661	4.
5. Unallocated, if any.....			RCONJJ18	0	5.
6. Total (sum of items 1.a. through 5).....	RCONJJ11	14,470,633	RCONJJ19	130,645	6.

Dollar amounts in thousands					
7. Securities issued by states and political subdivisions in the U.S.....	RCONJJ20			0	7.
8. Mortgage-backed securities (MBS) (including CMOs, REMICs, and stripped MBS).....	RCONJJ21			0	8.
9. Asset-backed securities and structured financial products.....	RCONJJ23			0	9.
10. Other debt securities.....	RCONJJ24			0	10.
11. Total (sum of items 7 through 10) ⁵	RCONJJ25			0	11.

Schedule RI-E - Explanations (Form Type - 041)

Schedule RI-E is to be completed each quarter on a calendar year-to-date basis.

Detail all adjustments in Schedule RI-A and RI-B, all extraordinary items and other adjustments in Schedule RI, and all significant items of other noninterest income and other noninterest expense in Schedule RI. (See instructions for details.)

Dollar amounts in thousands					
1. Other noninterest income (from Schedule RI, item 5.) Itemize and describe amounts greater than \$100,000 that exceed 7 percent of Schedule RI, item 5.1:					1.
a. Income and fees from the printing and sale of checks.....	RIADC013			NR	1.a.
b. Earnings on/increase in value of cash surrender value of life insurance.....	RIADC014			NR	1.b.
c. Income and fees from automated teller machines (ATMs).....	RIADC016			NR	1.c.
d. Rent and other income from other real estate owned.....	RIAD4042			NR	1.d.
e. Safe deposit box rent.....	RIADC015			NR	1.e.
f. Bank card and credit card interchange fees.....	RIADF555			NR	1.f.
g. Income and fees from wire transfers.....	RIADT047			NR	1.g.
h. Disclose component and the dollar amount of that component:					1.h.
(TEXT4461) Loan origination fee income	RIAD4461			22,924	1.h.1.
i. Disclose component and the dollar amount of that component:					1.i.
(TEXT4462) NR	RIAD4462			NR	1.i.1.
j. Disclose component and the dollar amount of that component:					1.j.
(TEXT4463) NR	RIAD4463			NR	1.j.1.
2. Other noninterest expense (from Schedule RI, item 7.d) Itemize and describe amounts greater than \$100,000 that exceed 7 percent of Schedule RI, item 7.d:					2.
a. Data processing expenses.....	RIADC017			NR	2.a.
b. Advertising and marketing expenses.....	RIAD0497			NR	2.b.
c. Directors' fees.....	RIAD4136			NR	2.c.
d. Printing, stationery, and supplies.....	RIADC018			NR	2.d.
e. Postage.....	RIAD8403			NR	2.e.

3. Include all loans and leases not reported as real estate loans, credit cards, or other consumer loans in items 1, 3, or 4 of Schedule RI-C, Part II.
 5. Item 11 must equal Schedule RI-B, Part II, item 7, column B.

Dollar amounts in thousands

f. Legal fees and expenses.....	RIAD4141	NR	2.f.
g. FDIC deposit insurance assessments.....	RIAD4146	CONF	2.g.
h. Accounting and auditing expenses.....	RIADF556	NR	2.h.
i. Consulting and advisory expenses.....	RIADF557	NR	2.i.
j. Automated teller machine (ATM) and interchange expenses.....	RIADF558	NR	2.j.
k. Telecommunications expenses.....	RIADF559	NR	2.k.
l. Other real estate owned expenses.....	RIADY923	NR	2.l.
m. Insurance expenses (not included in employee expenses, premises and fixed asset expenses, and other real estate owned expenses).....	RIADY924	NR	2.m.
n. Disclose component and the dollar amount of that component:			2.n.
(TEXT4464) Net change in fair value of financial instruments accounted for under fair value	RIAD4464	350,750	2.n.1.
o. Disclose component and the dollar amount of that component:			2.o.
(TEXT4467) NR	RIAD4467	NR	2.o.1.
p. Disclose component and the dollar amount of that component:			2.p.
(TEXT4468) NR	RIAD4468	NR	2.p.1.
3. Discontinued operations and applicable income tax effect (from Schedule RI, item 11) (itemize and describe each discontinued operation):			3.
a. Disclose component, the gross dollar amount of that component, and its related income tax:			3.a.
(TEXTFT29) NR	RIADFT29	0	3.a.1.
3. Applicable income tax effect.....	RIADFT30	0	3.a.3.
b. Disclose component, the gross dollar amount of that component, and its related income tax:			3.b.
(TEXTFT31) NR	RIADFT31	0	3.b.1.
3. Applicable income tax effect.....	RIADFT32	0	3.b.3.
4. Cumulative effect of changes in accounting principles and corrections of material accounting errors (from Schedule RI-A, item 2) (itemize and describe all such effects):			4.
a. Effect of adoption of Current Expected Credit Losses Methodology - ASU 2016-13 ¹	RIADJJ26	NR	4.a.
b. Effect of adoption of lease accounting standard - ASC Topic 842.....	RIADKW17	NR	4.b.
c. Disclose component and the dollar amount of that component:			4.c.
(TEXTB526) NR	RIADB526	0	4.c.1.
d. Disclose component and the dollar amount of that component:			4.d.
(TEXTB527) NR	RIADB527	0	4.d.1.
5. Other transactions with stockholders (including a parent holding company) (from Schedule RI-A, item 11) (itemize and describe all such transactions):			5.
a. Disclose component and the dollar amount of that component:			5.a.
(TEXT4498) NR	RIAD4498	0	5.a.1.
b. Disclose component and the dollar amount of that component:			5.b.
(TEXT4499) NR	RIAD4499	0	5.b.1.
6. Adjustments to allowance for loan and lease losses (from Schedule RI-B, part II, item 6) (itemize and describe all adjustments):			6.
a. Initial allowances for credit losses recognized upon the acquisition of purchased credit-deteriorated assets on or after the effective date of ASU 2016-13 ¹	RIADJJ27	0	6.a.
b. Effect of adoption of current expected credit losses methodology on allowances for credit losses ¹	RIADJJ28	NR	6.b.
c. Disclose component and the dollar amount of that component:			6.c.
(TEXT4521) NR	RIAD4521	0	6.c.1.
d. Disclose component and the dollar amount of that component:			6.d.
(TEXT4522) NR	RIAD4522	0	6.d.1.
7. Other explanations (the space below is provided for the bank to briefly describe, at its option, any other significant items affecting the Report of Income):			7.
a. Comments?.....	RIAD4769	No	7.a.
b. Other explanations.....	TEXT4769	NR	7.b.

1. Only institutions that have adopted ASU 2016-13 should report amounts in items 4.a, 6.a and 6.b, if applicable.
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Schedule RC - Balance Sheet(Form Type - 041)

All schedules are to be reported in thousands of dollars. Unless otherwise indicated, report the amount outstanding as of the last business day of the quarter.

Dollar amounts in thousands

1. Cash and balances due from depository institutions (from Schedule RC-A):			1.
a. Noninterest-bearing balances and currency and coin ¹	RCON0081	174,198	1.a.
b. Interest-bearing balances ²	RCON0071	231,777	1.b.
2. Securities:			2.
a. Held-to-maturity securities (from Schedule RC-B, column A) ³	RCONJJ34	189,676	2.a.
b. Available-for-sale debt securities (from Schedule RC-B, column D).....	RCON1773	2,008,478	2.b.
c. Equity securities with readily determinable fair values not held for trading ⁴	RCONJA22	0	2.c.
3. Federal funds sold and securities purchased under agreements to resell:			3.
a. Federal funds sold.....	RCONB987	0	3.a.
b. Securities purchased under agreements to resell ⁵	RCONB989	0	3.b.
4. Loans and lease financing receivables (from Schedule RC-C):			4.
a. Loans and leases held for sale.....	RCON5369	3,475,454	4.a.
b. Loans and leases held for investment.....	RCONB528	14,492,124	4.b.
c. LESS: Allowance for loan and lease losses.....	RCON3123	130,646	4.c.
d. Loans and leases held for investment, net of allowance (item 4.b minus 4.c) ⁷	RCONB529	14,361,478	4.d.
5. Trading assets (from Schedule RC-D).....	RCON3545	298,706	5.
6. Premises and fixed assets (including capitalized leases).....	RCON2145	228,084	6.
7. Other real estate owned (from Schedule RC-M).....	RCON2150	4,425	7.
8. Investments in unconsolidated subsidiaries and associated companies.....	RCON2130	95,655	8.
9. Direct and indirect investments in real estate ventures.....	RCON3656	0	9.
10. Intangible assets (from Schedule RC-F).....	RCON2143	667,739	10.
11. Other assets (from Schedule RC-F) ⁶	RCON2160	1,456,463	11.
12. Total assets (sum of items 1 through 11).....	RCON2170	23,192,133	12.
13. Deposits:			13.
a. In domestic offices (sum of totals of columns A and C from Schedule RC-E).....	RCON2200	18,047,969	13.a.
1. Noninterest-bearing ⁸	RCON6631	7,319,378	13.a.1.
2. Interest-bearing.....	RCON6636	10,728,591	13.a.2.
b. Not applicable			13.b.
14. Federal funds purchased and securities sold under agreements to repurchase:			14.
a. Federal funds purchased ⁹	RCONB993	200,002	14.a.
b. Securities sold under agreements to repurchase ¹⁰	RCONB995	0	14.b.
15. Trading liabilities (from Schedule RC-D).....	RCON3548	46,294	15.
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule RC-M).....	RCON3190	1,283,012	16.
17. Not applicable			17.
18. Not applicable			18.
19. Subordinated notes and debentures ⁸	RCON3200	0	19.
20. Other liabilities (from Schedule RC-G).....	RCON2930	730,155	20.
21. Total liabilities (sum of items 13 through 20).....	RCON2948	20,307,432	21.

1. Includes cash items in process of collection and unposted debits.
2. Includes time certificates of deposit not held for trading.
3. Institutions that have adopted ASU 2016-13 should report in item 2.a, amounts net of any applicable allowance for credit losses, and should equal to Schedule RC-B, item 8, column A less Schedule RI-B, Part II, item 7, column B.
4. Item 2.c is to be completed by all institutions. See the instructions for this item and the Glossary entry for "Securities Activities" for further detail on accounting for investments in equity securities.
5. Includes all securities resale agreements, regardless of maturity.
7. Institutions that have adopted ASU 2016-13 should report in item 4.c the allowance for credit losses on loans and leases.
6. Institutions that have adopted ASU 2016-13 should report in items 3.b and 11 amounts net of any applicable allowance for credit losses.
8. Includes noninterest-bearing demand, time, and savings deposits.
9. Report overnight Federal Home Loan Bank advances in Schedule RC, item 16, "Other borrowed money."
10. Includes all securities repurchase agreements, regardless of maturity.
8. Includes limited-life preferred stock and related surplus.

Dollar amounts in thousands

22. Not applicable			22.
23. Perpetual preferred stock and related surplus.....	RCON3838	0	23.
24. Common stock.....	RCON3230	3,000	24.
25. Surplus (exclude all surplus related to preferred stock).....	RCON3839	1,542,898	25.
26. Not available			26.
a. Retained earnings.....	RCON3632	1,340,749	26.a.
b. Accumulated other comprehensive income ¹	RCONB530	-2,146	26.b.
c. Other equity capital components ²	RCONA130	0	26.c.
27. Not available			27.
a. Total bank equity capital (sum of items 23 through 26.c).....	RCON3210	2,884,501	27.a.
b. Noncontrolling (minority) interests in consolidated subsidiaries.....	RCON3000	200	27.b.
28. Total equity capital (sum of items 27.a and 27.b).....	RCONG105	2,884,701	28.
29. Total liabilities and equity capital (sum of items 21 and 28).....	RCON3300	23,192,133	29.
1. Indicate in the box at the right the number of the statement below that best describes the most comprehensive level of auditing work performed for the bank by independent external auditors as of any date during 2021.....	RCON6724	2a	M.1.
2. Bank's fiscal year-end date (report the date in MMDD format).....	RCON8678	1231	M.2.

Schedule RC-A - Cash and Balances Due From Depository Institutions(Form Type - 041)

Schedule RC-A is to be completed only by banks with \$300 million or more in total assets.
 Exclude assets held for trading.

Dollar amounts in thousands

1. Cash items in process of collection, unposted debits, and currency and coin:			1.
a. Cash items in process of collection and unposted debits.....	RCON0020	91,049	1.a.
b. Currency and coin.....	RCON0080	72,051	1.b.
2. Balances due from depository institutions in the U.S.....	RCON0082	11,098	2.
3. Balances due from banks in foreign countries and foreign central banks.....	RCON0070	0	3.
4. Balances due from Federal Reserve Banks.....	RCON0090	231,777	4.
5. Total.....	RCON0010	405,975	5.

1. Includes, but is not limited to, net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, and accumulated defined benefit pension and other postretirement plan adjustments.
 2. Includes treasury stock and unearned Employee Stock Ownership Plan shares.

Schedule RC-B - Securities(Form Type - 041)

Exclude assets held for trading.

Dollar amounts in thousands	(Column A) Held-to-maturity Amortized Cost		(Column B) Held-to-maturity Fair Value		(Column C) Available-for-sale Amortized Cost		(Column D) Available-for-sale Fair Value		
1. U.S. Treasury securities.....	RCON0211	0	RCON0213	0	RCON1286	0	RCON1287	0	1.
2. U.S. Government agency and sponsored agency obligations (exclude mortgage-backed securities) ¹	RCONHT50	0	RCONHT51	0	RCONHT52	0	RCONHT53	0	2.
3. Securities issued by states and political subdivisions in the U.S.....	RCON8496	0	RCON8497	0	RCON8498	19,201	RCON8499	18,898	3.
4. Mortgage-backed securities (MBS):									4.
a. Residential mortgage pass-through securities:									4.a.
1. Guaranteed by GNMA.....	RCONG300	557	RCONG301	543	RCONG302	1,906	RCONG303	1,860	4.a.1.
2. Issued by FNMA and FHLMC.....	RCONG304	34,337	RCONG305	33,719	RCONG306	405,308	RCONG307	378,617	4.a.2.
3. Other pass-through securities.....	RCONG308	0	RCONG309	0	RCONG310	0	RCONG311	0	4.a.3.
b. Other residential mortgage-backed securities (include CMOs, REMICs, and stripped MBS):									4.b.
1. Issued or guaranteed by U.S. Government agencies or sponsored agencies ¹	RCONG312	61,638	RCONG313	60,277	RCONG314	241,750	RCONG315	234,511	4.b.1.
2. Collateralized by MBS issued or guaranteed by U.S. Government agencies or sponsored agencies ¹	RCONG316	0	RCONG317	0	RCONG318	0	RCONG319	0	4.b.2.
3. All other residential MBS.....	RCONG320	0	RCONG321	0	RCONG322	258,233	RCONG323	245,480	4.b.3.
c. Commercial MBS:									4.c.
1. Commercial mortgage pass-through securities:									4.c.1.
a. Issued or guaranteed by FNMA, FHLMC, or GNMA.....	RCONK142	2,967	RCONK143	2,952	RCONK144	0	RCONK145	0	4.c.1a.
b. Other pass-through securities.....	RCONK146	0	RCONK147	0	RCONK148	0	RCONK149	0	4.c.1b.
2. Other commercial MBS:									4.c.2.
a. Issued or guaranteed by U.S. Government agencies or sponsored agencies ¹	RCONK150	90,177	RCONK151	88,192	RCONK152	1,085,621	RCONK153	1,057,461	4.c.2a.
b. All other commercial MBS.....	RCONK154	0	RCONK155	0	RCONK156	0	RCONK157	0	4.c.2b.
5. Asset-backed securities and structured financial products:									5.
a. Asset-backed securities (ABS).....	RCONC026	0	RCONC988	0	RCONC989	0	RCONC027	0	5.a.
b. Structured financial products.....	RCONHT58	0	RCONHT59	0	RCONHT60	0	RCONHT61	0	5.b.
6. Other debt securities:									6.
a. Other domestic debt securities.....	RCON1737	0	RCON1738	0	RCON1739	70,479	RCON1741	71,651	6.a.
b. Other foreign debt securities.....	RCON1742	0	RCON1743	0	RCON1744	0	RCON1746	0	6.b.
7. Not applicable.									7.
8. Total (sum of items 1 through 6.b) ²	RCON1754	189,676	RCON1771	185,683	RCON1772	2,082,498	RCON1773	2,008,478	8.

Dollar amounts in thousands

1. Pledged securities ¹	RCON0416	227,710	M.1.
2. Maturity and repricing data for debt securities (excluding those in nonaccrual status): ¹			M.2.
a. Securities issued by the U.S. Treasury, U.S. Government agencies, and states and political subdivisions in the U.S.; other non-mortgage debt securities; and mortgage pass-through securities other than those backed by closed-end first lien 1-4 family residential mortgages with a remaining maturity or next repricing date of: ²			M.2.a.
1. Three months or less.....	RCONA549	20,929	M.2.a.1.
2. Over three months through 12 months.....	RCONA550	13,108	M.2.a.2.
3. Over one year through three years.....	RCONA551	34,284	M.2.a.3.
4. Over three years through five years.....	RCONA552	7,148	M.2.a.4.
5. Over five years through 15 years.....	RCONA553	5,654	M.2.a.5.
6. Over 15 years.....	RCONA554	12,394	M.2.a.6.
b. Mortgage pass-through securities backed by closed-end first lien 1-4 family residential mortgages with a remaining maturity or next repricing date of: ²			M.2.b.
1. Three months or less.....	RCONA555	0	M.2.b.1.
2. Over three months through 12 months.....	RCONA556	0	M.2.b.2.
3. Over one year through three years.....	RCONA557	0	M.2.b.3.
4. Over three years through five years.....	RCONA558	0	M.2.b.4.
5. Over five years through 15 years.....	RCONA559	151,670	M.2.b.5.
6. Over 15 years.....	RCONA560	263,701	M.2.b.6.
c. Other mortgage-backed securities (include CMOs, REMICs, and stripped MBS; exclude mortgage pass-through securities) with an expected average life of: ⁵			M.2.c.
1. Three years or less.....	RCONA561	324,822	M.2.c.1.
2. Over three years.....	RCONA562	1,364,446	M.2.c.2.
d. Debt securities with a REMAINING MATURITY of one year or less (included in Memorandum items 2.a through 2.c above).....	RCONA248	9,191	M.2.d.
<i>Memorandum item 3 is to be completed semiannually in the June and December reports only.</i>			
3. Amortized cost of held-to-maturity securities sold or transferred to available-for-sale or trading securities during the calendar year-to-date (report the amortized cost at date of sale or transfer).....	RCON1778	NR	M.3.
4. Structured notes (included in the held-to-maturity and available-for-sale accounts in Schedule RC-B, items 2, 3, 5, and 6):			M.4.
a. Amortized cost.....	RCON8782	0	M.4.a.
b. Fair value.....	RCON8783	0	M.4.b.

1. Includes Small Business Administration "Guaranteed Loan Pool Certificates"; U.S. Maritime Administration obligations; Export-Import Bank participation certificates; and obligations (other than mortgage-backed securities) issued by the Farm Credit System, the Federal Home Loan Bank System, the Federal Home Loan Mortgage Corporation, the Federal National Mortgage Association, the Financing Corporation, Resolution Funding Corporation, the Student Loan Marketing Association, and the Tennessee Valley Authority.

1. U.S. Government agencies include, but are not limited to, such agencies as the Government National Mortgage Association (GNMA), the Federal Deposit Insurance Corporation (FDIC), and the National Credit Union Administration (NCUA). U.S. Government-sponsored agencies include, but are not limited to, such agencies as the Federal Home Loan Mortgage Corporation (FHLMC) and the Federal National Mortgage Association (FNMA).

1. U.S. Government agencies include, but are not limited to, such agencies as the Government National Mortgage Association (GNMA), the Federal Deposit Insurance Corporation (FDIC), and the National Credit Union Administration (NCUA). U.S. Government-sponsored agencies include, but are not limited to, such agencies as the Federal Home Loan Mortgage Corporation (FHLMC) and the Federal National Mortgage Association (FNMA).

2. For institutions that have adopted ASU 2016-13, the total reported in column A must equal Schedule RC, item 2.a, plus Schedule RI-B, Part II, item 7, column B. For institutions that have not adopted ASU 2016-13, the total reported in column A must equal Schedule RC, item 2.a. For all institutions, the total reported in column D must equal Schedule RC, item 2.b.

Dollar amounts in thousands

	(Column A) Held-to-maturity Amortized Cost		(Column B) Held-to-maturity Fair Value		(Column C) Available-for-sale Amortized Cost		(Column D) Available-for-sale Fair Value		
<i>Memorandum items 5.a through 5.f are to be completed by banks with \$10 billion or more in total assets.</i>									
5. Asset-backed securities (ABS) (for each column, sum of Memorandum items 5.a through 5.f must equal Schedule RC-B, item 5.a): ¹									M.5.
a. Credit card receivables.....	RCONB838	0	RCONB839	0	RCONB840	0	RCONB841	0	M5a.
b. Home equity lines.....	RCONB842	0	RCONB843	0	RCONB844	0	RCONB845	0	M5b.
c. Automobile loans.....	RCONB846	0	RCONB847	0	RCONB848	0	RCONB849	0	M5c.
d. Other consumer loans.....	RCONB850	0	RCONB851	0	RCONB852	0	RCONB853	0	M5d.
e. Commercial and industrial loans.....	RCONB854	0	RCONB855	0	RCONB856	0	RCONB857	0	M5e.
f. Other.....	RCONB858	0	RCONB859	0	RCONB860	0	RCONB861	0	M5.f.
<i>Memorandum items 6.a through 6.g are to be completed by banks with \$10 billion or more in total assets.</i>									
6. Structured financial products by underlying collateral or reference assets (for each column, sum of Memorandum items 6.a through 6.g must equal Schedule RC-B, item 5.b): ¹									M.6.
a. Trust preferred securities issued by financial institutions.....	RCONG348	0	RCONG349	0	RCONG350	0	RCONG351	0	M6a.
b. Trust preferred securities issued by real estate investment trusts.....	RCONG352	0	RCONG353	0	RCONG354	0	RCONG355	0	M6b.
c. Corporate and similar loans.....	RCONG356	0	RCONG357	0	RCONG358	0	RCONG359	0	M6c.
d. 1-4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs).....	RCONG360	0	RCONG361	0	RCONG362	0	RCONG363	0	M6d.
e. 1-4 family residential MBS not issued or guaranteed by GSEs.....	RCONG364	0	RCONG365	0	RCONG366	0	RCONG367	0	M6e.
f. Diversified (mixed) pools of structured financial products.....	RCONG368	0	RCONG369	0	RCONG370	0	RCONG371	0	M6.f.
g. Other collateral or reference assets.....	RCONG372	0	RCONG373	0	RCONG374	0	RCONG375	0	M6g.

1. Includes held-to-maturity securities at amortized cost, available-for-sale debt securities at fair value, and equity securities with readily determinable fair values not held for trading (reported in Schedule RC, item 2.c) at fair value.

1. Includes held-to-maturity securities at amortized cost, available-for-sale debt securities at fair value, and equity securities with readily determinable fair values not held for trading (reported in Schedule RC, item 2.c) at fair value.

2. Report fixed-rate debt securities by remaining maturity and floating-rate debt securities by next repricing date.

2. Report fixed-rate debt securities by remaining maturity and floating-rate debt securities by next repricing date.

5. Sum of Memorandum items 2.c.(1) and 2.c.(2) plus any nonaccrual "Other mortgage-backed securities" included in Schedule RC-N, item 10, column C, must equal Schedule RC-B, sum of items 4.b and 4.c.(2), columns A and D.

1. The \$10 billion asset size test is based on the total assets reported on the June 30, 2018, Report of Condition.

1. The \$10 billion asset size test is based on the total assets reported on the June 30, 2018, Report of Condition.

Schedule RC-C Part I - Loans and Leases(Form Type - 041)

Do not deduct the allowance for loan and lease losses or the allocated transfer risk reserve from amounts reported in this schedule. Report (1) loans and leases held for sale at the lower of cost or fair value, (2) loans and leases held for investment, net of unearned income, and (3) loans and leases accounted for at fair value under a fair value option. Exclude assets held for trading and commercial paper.

Dollar amounts in thousands	(Column A) To Be Completed by Banks with \$300 Million or More in Total Assets		(Column B) To Be Completed by All Banks		
1. Loans secured by real estate:					1.
a. Construction, land development, and other land loans:					1.a.
1. 1-4 family residential construction loans.....		RCONF158	642,694		1.a.1.
2. Other construction loans and all land development and other land loans.....		RCONF159	970,602		1.a.2.
b. Secured by farmland (including farm residential and other improvements).....		RCON1420	0		1.b.
c. Secured by 1-4 family residential properties:					1.c.
1. Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....		RCON1797	569,690		1.c.1.
2. Closed-end loans secured by 1-4 family residential properties:					1.c.2.
a. Secured by first liens.....		RCON5367	6,048,879		1.c.2.a.
b. Secured by junior liens.....		RCON5368	107,341		1.c.2.b.
d. Secured by multifamily (5 or more) residential properties.....		RCON1460	169,307		1.d.
e. Secured by nonfarm nonresidential properties:					1.e.
1. Loans secured by owner-occupied nonfarm nonresidential properties.....		RCONF160	416,166		1.e.1.
2. Loans secured by other nonfarm nonresidential properties.....		RCONF161	1,152,409		1.e.2.
2. Loans to depository institutions and acceptances of other banks.....		RCON1288	NR		2.
a. To commercial banks in the U.S.....	RCONB531	0			2.a.
b. To other depository institutions in the U.S.....	RCONB534	0			2.b.
c. To banks in foreign countries.....	RCONB535	0			2.c.
3. Loans to finance agricultural production and other loans to farmers.....		RCON1590	34		3.
4. Commercial and industrial loans.....		RCON1766	1,248,326		4.
a. To U.S. addressees (domicile).....	RCON1763	1,246,063			4.a.
b. To non-U.S. addressees (domicile).....	RCON1764	2,263			4.b.
5. Not applicable					5.
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):					6.
a. Credit cards.....		RCONB538	0		6.a.
b. Other revolving credit plans.....		RCONB539	17,309		6.b.
c. Automobile loans.....		RCONK137	4,690		6.c.
d. Other consumer loans (includes single payment and installment loans other than automobile loans and all student loans).....		RCONK207	1,245,045		6.d.
7. Not applicable					7.
8. Obligations (other than securities and leases) of states and political subdivisions in the U.S.....		RCON2107	16,694		8.
9. Loans to nondepository financial institutions and other loans:					9.
a. Loans to nondepository financial institutions.....		RCONJ454	5,357,892		9.a.
b. Other loans.....		RCONJ464	500		9.b.
1. Loans for purchasing or carrying securities (secured and unsecured).....	RCON1545	0			9.b.1.
2. All other loans (exclude consumer loans).....	RCONJ451	500			9.b.2.
10. Lease financing receivables (net of unearned income).....		RCON2165	0		10.
a. Leases to individuals for household, family, and other personal expenditures (i.e., consumer leases).....	RCONF162	0			10.a.
b. All other leases.....	RCONF163	0			10.b.
11. LESS: Any unearned income on loans reflected in items 1-9 above.....		RCON2123	0		11.
12. Total loans and leases held for investment and held for sale (sum of items 1 through 10 minus item 11) (must equal Schedule RC, sum of items 4.a and 4.b).....		RCON2122	17,967,578		12.

Dollar amounts in thousands

1. Loans restructured in troubled debt restructurings that are in compliance with their modified terms (included in Schedule RC-C, part 1, and not reported as past due or nonaccrual in Schedule RC-N, Memorandum item 1):			M.1.
a. Construction, land development, and other land loans:			M.1.a.
1. 1-4 family residential construction loans.....	RCONK158	0	M.1.a.1.
2. Other construction loans and all land development and other land loans.....	RCONK159	1,000	M.1.a.2.
b. Loans secured by 1-4 family residential properties.....	RCONF576	36,786	M.1.b.
c. Secured by multifamily (5 or more) residential properties.....	RCONK160	0	M.1.c.
d. Secured by nonfarm nonresidential properties:			M.1.d.
1. Loans secured by owner-occupied nonfarm nonresidential properties.....	RCONK161	0	M.1.d.1.
2. Loans secured by other nonfarm nonresidential properties.....	RCONK162	0	M.1.d.2.
e. Commercial and industrial loans.....	RCONK256	0	M.1.e.
<i>Memorandum items 1.e.(1) and (2) are to be completed by banks with \$300 million or more in total assets (sum of Memorandum items 1.e(1) and (2) must equal Memorandum item 1.e):</i>			
1. To U.S. addressees (domicile).....	RCONK163	0	M.1.e.1.
2. To non-U.S. addressees (domicile).....	RCONK164	0	M.1.e.2.
f. All other loans (include loans to individuals for household, family, and other personal expenditures).....	RCONK165	26	M.1.f.
1. Loans secured by farmland.....	RCONK166	0	M.1.f.1.
2. Not applicable			M.1.f.2.
3. Not applicable			M.1.f.3.
4. Loans to individuals for household, family, and other personal expenditures:			M.1.f.4.
a. Credit cards.....	RCONK098	0	M.1.f.4.a.
b. Automobile loans.....	RCONK203	0	M.1.f.4.b.
c. Other (includes revolving credit plans other than credit cards and other consumer loans).....	RCONK204	26	M.1.f.4.c.
<i>Memorandum item 1.f.(5) is to be completed by:</i>			
* Banks with \$300 million or more in total assets			
* Banks with less than \$300 million in total assets that have loans to finance agricultural production and other loans to farmers (Schedule RC-C, Part I, item 3) exceeding 5 percent of total loans			
5. Loans to finance agricultural production and other loans to farmers included in Schedule RC-C, part I, Memorandum item 1.f, above ¹	RCONK168	0	M.1.f.5.
g. Total loans restructured in troubled debt restructurings that are in compliance with their modified terms (sum of Memorandum items 1.a.(1) through 1.f.).....	RCONHK25	37,812	M.1.g.
2. Maturity and repricing data for loans and leases (excluding those in nonaccrual status):			M.2.
a. Closed-end loans secured by first liens on 1-4 family residential properties (reported in Schedule RC-C, part I, item 1.c.(2)(a), column B, above) with a remaining maturity or next repricing date of:			M.2.a.
1. Three months or less.....	RCONA564	185,219	M.2.a.1.
2. Over three months through 12 months.....	RCONA565	131,179	M.2.a.2.
3. Over one year through three years.....	RCONA566	152,014	M.2.a.3.
4. Over three years through five years.....	RCONA567	214,079	M.2.a.4.
5. Over five years through 15 years.....	RCONA568	386,480	M.2.a.5.
6. Over 15 years.....	RCONA569	4,006,217	M.2.a.6.
b. All loans and leases (reported in Schedule RC-C, part I, items 1 through 10, column B, above) EXCLUDING closed-end loans secured by first liens on 1-4 family residential properties (reported in Schedule RC-C, part I, item 1.c.(2)(a), column B, above) with a remaining maturity or next repricing date of:			M.2.b.
1. Three months or less.....	RCONA570	8,585,854	M.2.b.1.
2. Over three months through 12 months.....	RCONA571	283,291	M.2.b.2.
3. Over one year through three years.....	RCONA572	1,161,161	M.2.b.3.
4. Over three years through five years.....	RCONA573	359,377	M.2.b.4.
5. Over five years through 15 years.....	RCONA574	790,857	M.2.b.5.
6. Over 15 years.....	RCONA575	712,270	M.2.b.6.
c. Loans and leases (reported in Schedule RC-C, part I, items 1 through 10, column B, above) with a REMAINING MATURITY of one year or less (excluding those in nonaccrual status).....	RCONA247	5,931,145	M.2.c.
3. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule RC-C, part I, items 4 and 9, column B ⁶	RCON2746	384,182	M.3.
4. Adjustable rate closed-end loans secured by first liens on 1-4 family residential properties (included in Schedule RC-C, part I, item 1.c.(2)(a), column B).....	RCON5370	824,679	M.4.

1. The \$300 million asset size test and the 5 percent of total loans test are based on the total assets and total loans reported on the June 30, 2018, Report of Condition.
 6. Exclude loans secured by real estate that are included in Schedule RC-C, Part I, items 1.a through 1.e, column B.

Dollar amounts in thousands

<i>To be completed by banks with \$300 million or more in total assets:</i>			
5. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule RC-C, Part I, items 1.a through 1.e, column B) ²	RCONB837	0	M.5.
<i>Memorandum item 6 is to be completed by banks that (1) together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) are credit card specialty banks as defined for Uniform Bank Performance Report purposes.</i>			
6. Outstanding credit card fees and finance charges included in Schedule RC-C, part I, item 6.a.....	RCONC391	NR	M.6.
<i>Memorandum items 7.a, 7.b, and 8.a are to be completed by all banks semiannually in the June and December reports only.</i>			
7. Purchased credit-impaired loans held for investment accounted for in accordance with FASB ASC 310-30 (former AICPA Statement of Position 03-3) (exclude loans held for sale): ³			M.7.
a. Outstanding balance.....	RCONC779	NR	M.7.a.
b. Amount included in Schedule RC-C, part I, items 1 through 9.....	RCONC780	NR	M.7.b.
8. Closed-end loans with negative amortization features secured by 1-4 family residential properties:			M.8.
a. Total amount of closed-end loans with negative amortization features secured by 1-4 family residential properties (included in Schedule RC-C, part I, items 1.c.(2)(a) and 1.c.(2)(b)).....	RCONF230	NR	M.8.a.
<i>Memorandum items 8.b and 8.c are to be completed semiannually in the June and December reports only by banks that had closed-end loans with negative amortization features secured by 1-4 family residential properties (as reported in Schedule RC-C, Part I, Memorandum item 8.a) as of December 31, 2021, that exceeded the lesser of \$100 million or 5 percent of total loans and leases held for investment and held for sale (as reported in Schedule RC-C, Part I, item 12, column B).</i>			
b. Total maximum remaining amount of negative amortization contractually permitted on closed-end loans secured by 1-4 family residential properties.....	RCONF231	NR	M.8.b.
c. Total amount of negative amortization on closed-end loans secured by 1-4 family residential properties included in the amount reported in Memorandum item 8.a above.....	RCONF232	NR	M.8.c.
9. Loans secured by 1-4 family residential properties in process of foreclosure (included in Schedule RC-C, part I, items 1.c.(1), 1.c.(2)(a), and 1.c.(2)(b)).....	RCONF577	100,159	M.9.
10. Not applicable			M.10.

2. The \$300 million asset size test is based on the total assets reported on the June 30, 2021, Report of Condition.
 3. Memorandum item 7 is to be completed only by institutions that have not yet adopted ASU 2016-13.

Dollar amounts in thousands

11. Not applicable M.11.

Dollar amounts in thousands	(Column A) Fair value of acquired loans and leases at acquisition date	(Column B) Gross contractual amounts receivable at acquisition date	(Column C) Best estimate at acquisition date of contractual cash flows not expected to be collected				
<i>Memorandum items 12.a, 12.b, 12.c, and 12.d are to be completed semiannually in the June and December reports only.</i>							
12. Loans (not subject to the requirements of FASB ASC 310-30 (former AICPA Statement of Position 03-3)) and leases held for investment that were acquired in business combinations with acquisition dates in the current calendar year: ¹				M.12.			
a. Loans secured by real estate.....	RCONG091	NR	RCONG092	NR	RCONG093	NR	M12a
b. Commercial and industrial loans.....	RCONG094	NR	RCONG095	NR	RCONG096	NR	M12b
c. Loans to individuals for household, family, and other personal expenditures.....	RCONG097	NR	RCONG098	NR	RCONG099	NR	M12c
d. All other loans and all leases.....	RCONG100	NR	RCONG101	NR	RCONG102	NR	M12d

Dollar amounts in thousands

<i>Memoranda item 13 is to be completed by banks that had construction, land development, and other land loans (as reported in Schedule RC-C, Part I, item 1.a, column B) that exceeded the sum of tier 1 capital (as reported in Schedule RC-R, Part I, item 26) plus the allowance for loan and lease losses or the allowance for credit losses on loans and leases, as applicable (as reported in Schedule RC, item 4.c) as of December 31, 2021.</i>					M.13.	
13. Construction, land development, and other land loans in domestic offices with interest reserves:						
a. Amount of loans that provide for the use of interest reserves (included in Schedule RC-C, part I, item 1.a, column B).....	RCONG376			NR		M.13.a.
b. Amount of interest capitalized from interest reserves on construction, land development, and other land loans that is included in interest and fee income on loans during the quarter (included in Schedule RI, item 1.a.(1)(a)(2)).	RIADG377			NR		M.13.b.
<i>Memorandum item 14 is to be completed by all banks.</i>						
14. Pledged loans and leases.....	RCONG378			7,762,422		M.14.
<i>Memorandum item 15 is to be completed for the December report only.</i>						
15. Reverse mortgages:						
a. Reverse mortgages outstanding that are held for investment (included in Schedule RC-C, item 1.c, above):						
1. Home Equity Conversion Mortgage (HECM) reverse mortgages.....	RCONJ466			NR		M.15.a.1.
2. Proprietary reverse mortgages.....	RCONJ467			NR		M.15.a.2.
b. Estimated number of reverse mortgage loan referrals to other lenders during the year from whom compensation has been received for services performed in connection with the origination of the reverse mortgages:						
1. Home Equity Conversion Mortgage (HECM) reverse mortgages.....	RCONJ468			NR		M.15.b.1.
2. Proprietary reverse mortgages.....	RCONJ469			NR		M.15.b.2.
c. Principal amount of reverse mortgage originations that have been sold during the year:						
1. Home Equity Conversion Mortgage (HECM) reverse mortgages.....	RCONJ470			NR		M.15.c.1.
2. Proprietary reverse mortgages.....	RCONJ471			NR		M.15.c.2.
<i>Memorandum item 16 is to be completed by all banks.</i>						
16. Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit that have converted to non-revolving closed-end status (included in item 1.c.(1) above).....	RCONLE75			13,666		M.16.
<i>Amounts reported in Memorandum items 17.a and 17.b will not be made available to the public on an individual institution basis.</i>						
17. Eligible loan modifications under Section 4013, Temporary Relief from Troubled Debt Restructurings, of the 2020 Coronavirus Aid, Relief, and Economic Security Act:						
a. Number of Section 4013 loans outstanding.....	RCONLG24			CONF		M.17.a.
b. Outstanding balance of Section 4013 loans.....	RCONLG25			CONF		M.17.b.

1. Institutions that have adopted ASU 2016-13 should report only loans held for investment not considered purchased credit-deteriorated in Memorandum item 12.

Schedule RC-C Part II - Loans to Small Businesses and Small Farms(Form Type - 041)

Report the number and amount currently outstanding as of the report date of business loans with "original amounts" of \$1,000,000 or less and farm loans with "original amounts" of \$500,000 or less. The following guidelines should be used to determine the "original amount" of a loan:
 (1) For loans drawn down under lines of credit or loan commitments, the "original amount" of the loan is the size of the line of credit or loan commitment when the line of credit or loan commitment was most recently approved, extended, or renewed prior to the report date. However, if the amount currently outstanding as of the report date exceeds this size, the "original amount" is the amount currently outstanding on the report date. (2) For loan participations and syndications, the "original amount" of the loan participation or syndication is the entire amount of the credit originated by the lead lender. (3) For all other loans, the "original amount" is the total amount of the loan at origination or the amount currently outstanding as of the report date, whichever is larger.

Dollar amounts in thousands

1. Indicate in the appropriate box at the right whether all or substantially all of the dollar volume of your bank's "Loans secured by nonfarm nonresidential properties" reported in Schedule RC-C, part I, items 1.e.(1) and 1.e.(2), and all or substantially all of the dollar volume of your bank's "Commercial and industrial loans" reported in Schedule RC-C, part I, item 4, have original amounts of \$100,000 or less.....	RCON6999	No	1.
<i>If YES, complete items 2.a and 2.b below, skip items 3 and 4, and go to item 5. If NO and your bank has loans outstanding in either loan category, skip items 2.a and 2.b, complete items 3 and 4 below, and go to item 5. If NO and your bank has no loans outstanding in both loan categories, skip items 2 through 4, and go to item 5</i>			2.
2. Report the total number of loans currently outstanding for each of the following Schedule RC-C, part I, loan categories: a. "Loans secured by nonfarm nonresidential properties" reported in Schedule RC-C, part I, items 1.e.(1) and 1.e.(2).....	RCON5562	NR	2.a.
b. "Commercial and industrial loans" reported in Schedule RC-C, part I, item 4 ¹	RCON5563	NR	2.b.

Dollar amounts in thousands

	(Column A) Number of Loans	(Column B) Amount Currently Outstanding			
3. Number and amount currently outstanding of "Loans secured by nonfarm nonresidential properties" reported in Schedule RC-C, part I, items 1.e.(1) and 1.e.(2):			3.		
a. With original amounts of \$100,000 or less.....	RCON5564	19	RCON5565	1,066	3.a.
b. With original amounts of more than \$100,000 through \$250,000.....	RCON5566	70	RCON5567	9,667	3.b.
c. With original amounts of more than \$250,000 through \$1,000,000.....	RCON5568	158	RCON5569	74,475	3.c.
4. Number and amount currently outstanding of "Commercial and industrial loans" reported in Schedule RC-C, part I, item 4:			4.		
a. With original amounts of \$100,000 or less.....	RCON5570	699	RCON5571	25,514	4.a.
b. With original amounts of more than \$100,000 through \$250,000.....	RCON5572	94	RCON5573	8,063	4.b.
c. With original amounts of more than \$250,000 through \$1,000,000.....	RCON5574	58	RCON5575	14,622	4.c.

Dollar amounts in thousands

5. Indicate in the appropriate box at the right whether all or substantially all of the dollar volume of your bank's "Loans secured by farmland (including farm residential and other improvements)" reported in Schedule RC-C, part I, item 1.b, and all or substantially all of the dollar volume of your bank's "Loans to finance agricultural production and other loans to farmers" reported in Schedule RC-C, part I, item 3, have original amounts of \$100,000 or less.....	RCON6860	No	5.
<i>If YES, complete items 6.a and 6.b below, and do not complete items 7 and 8. If NO and your bank has loans outstanding in either loan category, skip items 6.a and 6.b and complete items 7 and 8 below. If NO and your bank has no loans outstanding in both loan categories, do not complete items 6 through 8.</i>			6.
6. Report the total number of loans currently outstanding for each of the following Schedule RC-C, part I, loan categories: a. "Loans secured by farmland (including farm residential and other improvements)" reported in Schedule RC-C, part I, item 1.b.....	RCON5576	NR	6.a.
b. "Loans to finance agricultural production and other loans to farmers" reported in Schedule RC-C, part I, item 3.....	RCON5577	NR	6.b.

Dollar amounts in thousands

	(Column A) Number of Loans	(Column B) Amount Currently Outstanding			
7. Number and amount currently outstanding of "Loans secured by farmland (including farm residential and other improvements)" reported in Schedule RC-C, part I, item 1.b:			7.		
a. With original amounts of \$100,000 or less.....	RCON5578	0	RCON5579	0	7.a.
b. With original amounts of more than \$100,000 through \$250,000.....	RCON5580	0	RCON5581	0	7.b.
c. With original amounts of more than \$250,000 through \$500,000.....	RCON5582	0	RCON5583	0	7.c.
8. Number and amount currently outstanding of "Loans to finance agricultural production and other loans to farmers" reported in Schedule RC-C, part I, item 3:			8.		
a. With original amounts of \$100,000 or less.....	RCON5584	1	RCON5585	34	8.a.
b. With original amounts of more than \$100,000 through \$250,000.....	RCON5586	0	RCON5587	0	8.b.
c. With original amounts of more than \$250,000 through \$500,000.....	RCON5588	0	RCON5589	0	8.c.

Schedule RC-D - Trading Assets and Liabilities(Form Type - 041)

RC-D is to be completed by banks that reported total trading assets of \$10 million or more in any of the four preceding calendar quarters and all banks meeting the FDIC's definition of a large or highly complex institution for deposit insurance assessment purposes.

Dollar amounts in thousands

1. U.S. Treasury securities.....	RCON3531	0	1.
2. U.S. Government agency obligations (exclude mortgage-backed securities).....	RCON3532	0	2.
3. Securities issued by states and political subdivisions in the U.S.....	RCON3533	0	3.
4. Mortgage-backed securities (MBS):			4.
a. Residential mortgage pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA.....	RCONG379	0	4.a.
b. Other residential MBS issued or guaranteed by U.S. Government agencies or sponsored agencies (include CMOs, REMICs, and stripped MBS).....	RCONG380	0	4.b.
c. All other residential MBS.....	RCONG381	0	4.c.
d. Commercial MBS issued or guaranteed by U.S. Government agencies or sponsored agencies ¹	RCONK197	0	4.d.
e. All other commercial MBS.....	RCONK198	0	4.e.
5. Other debt securities:			5.
a. Structured financial products.....	RCONHT62	0	5.a.
b. All other debt securities.....	RCONG386	0	5.b.
6. Loans:			6.
a. Loans secured by real estate:			6.a.
1. Loans secured by 1-4 family residential properties.....	RCONHT63	0	6.a.1.
2. All other loans secured by real estate.....	RCONHT64	0	6.a.2.
b. Commercial and industrial loans.....	RCONF614	0	6.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper).....	RCONHT65	0	6.c.
d. Other loans.....	RCONF618	0	6.d.
7. Not applicable			7.
8. Not applicable			8.
9. Other trading assets.....	RCON3541	0	9.
10. Not applicable			10.
11. Derivatives with a positive fair value.....	RCON3543	298,706	11.
12. Total trading assets (sum of items 1 through 11) (must equal Schedule RC, item 5).....	RCON3545	298,706	12.
13. Not available			13.
a. Liability for short positions	RCON3546	0	13.a.
b. Other trading liabilities.....	RCONF624	0	13.b.
14. Derivatives with a negative fair value.....	RCON3547	46,294	14.
15. Total trading liabilities (sum of items 13.a through 14) (must equal Schedule RC, item 15).....	RCON3548	46,294	15.
1. Unpaid principal balance of loans measured at fair value (reported in Schedule RC-D, items 6.a.(1) through 6.d):			M.1.
a. Loans secured by real estate:			M.1.a.
1. Loans secured by 1-4 family residential properties.....	RCONHT66	0	M.1.a.1.
2. All other loans secured by real estate.....	RCONHT67	0	M.1.a.2.
b. Commercial and industrial loans.....	RCONF632	0	M.1.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper).....	RCONHT68	0	M.1.c.
d. Other loans.....	RCONF636	0	M.1.d.

1. Banks with \$300 million or more in total assets should provide the requested information for "Commercial and industrial loans" based on the loans reported in Schedule RC-C, Part I, item 4.a, column A, "Commercial and industrial loans to U.S. addressees."
 1. U.S. Government agencies include, but are not limited to, such agencies as the Government National Mortgage Association (GNMA), the Federal Deposit Insurance Corporation (FDIC), and the National Credit Union Administration (NCUA). U.S. Government-sponsored agencies include, but are not limited to, such agencies as the Federal Home Loan Mortgage Corporation (FHLMC) and the Federal National Mortgage Association (FNMA).

Schedule RC-E - Deposit Liabilities(Form Type - 041)

Dollar amounts in thousands		(Column A) Transaction Accounts Total transaction accounts (including total demand deposits)		(Column B) Transaction Accounts Memo: Total demand deposits (included in column A)		(Column C) Nontransaction Accounts Total nontransaction accounts (including MMDAs)	
Deposits of:							
1. Individuals, partnerships, and corporations (include all certified and official checks).....	RCONB549	8,741,945			RCONB550	7,131,277	1.
2. U.S. Government.....	RCON2202	0			RCON2520	0	2.
3. States and political subdivisions in the U.S.....	RCON2203	584,301			RCON2530	1,301,828	3.
4. Commercial banks and other depository institutions in the U.S.....	RCONB551	281,674			RCONB552	6,944	4.
5. Banks in foreign countries.....	RCON2213	0			RCON2236	0	5.
6. Foreign governments and official institutions (including foreign central banks).....	RCON2216	0			RCON2377	0	6.
7. Total (sum of items 1 through 6) (sum of columns A and C must equal Schedule RC, item 13.a).....	RCON2215	9,607,920	RCON2210	9,607,920	RCON2385	8,440,049	7.

Dollar amounts in thousands

1. Selected components of total deposits (i.e., sum of item 7, columns A and C):			M.1.
a. Total Individual Retirement Accounts (IRAs) and Keogh Plan accounts.....	RCON6835	137,934	M.1.a.
b. Total brokered deposits.....	RCON2365	976,177	M.1.b.
c. Brokered deposits of \$250,000 or less (fully insured brokered deposits) ²	RCONHK05	976,177	M.1.c.
d. Maturity data for brokered deposits:			M.1.d.
1. Brokered deposits of \$250,000 or less with a remaining maturity of one year or less (included in Memorandum item 1.c above).....	RCONHK06	275,992	M.1.d.1.
2. Not applicable			M.1.d.2.
3. Brokered deposits of more than \$250,000 with a remaining maturity of one year or less (included in Memorandum item 1.b above).....	RCONK220	0	M.1.d.3.
e. Preferred deposits (uninsured deposits of states and political subdivisions in the U.S. reported in item 3 above which are secured or collateralized as required under state law) (to be completed for the December report only).	RCON5590	NR	M.1.e.
f. Estimated amount of deposits obtained through the use of deposit listing services that are not brokered deposits.....	RCONK223	0	M.1.f.
g. Total reciprocal deposits (as of the report date).....	RCONJH83	199,111	M.1.g.
h. Sweep deposits:			M.1.h.
1. Fully insured, affiliate sweep deposits.....	RCONMT87	417,099	M.1.h.1.
2. Not fully insured, affiliate sweep deposits.....	RCONMT89	670,687	M.1.h.2.
3. Fully insured, non-affiliate sweep deposits.....	RCONMT91	47,523	M.1.h.3.
4. Not fully insured, non-affiliate sweep deposits.....	RCONMT93	479	M.1.h.4.
i. Total sweep deposits that are not brokered deposits.....	RCONMT95	479	M.1.i.
2. Components of total nontransaction accounts (sum of Memorandum items 2.a through 2.d must equal item 7, column C above):			M.2.
a. Savings deposits:			M.2.a.
1. Money market deposit accounts (MMDAs).....	RCON6810	904,833	M.2.a.1.
2. Other savings deposits (excludes MMDAs).....	RCON0352	5,107,276	M.2.a.2.
b. Total time deposits of less than \$100,000.....	RCON6648	1,341,111	M.2.b.
c. Total time deposits of \$100,000 through \$250,000.....	RCONJ473	416,620	M.2.c.
d. Total time deposits of more than \$250,000.....	RCONJ474	670,207	M.2.d.
e. Individual Retirement Accounts (IRAs) and Keogh Plan accounts of \$100,000 or more included in Memorandum items 2.c and 2.d above.....	RCONF233	47,044	M.2.e.
3. Maturity and repricing data for time deposits of \$250,000 or less:			M.3.
a. Time deposits of \$250,000 or less with a remaining maturity or next repricing date of: ^{1, 2}			M.3.a.
1. Three months or less.....	RCONHK07	421,933	M.3.a.1.
2. Over three months through 12 months.....	RCONHK08	518,110	M.3.a.2.
3. Over one year through three years.....	RCONHK09	642,725	M.3.a.3.
4. Over three years.....	RCONHK10	174,963	M.3.a.4.
b. Time deposits of \$250,000 or less with a REMAINING MATURITY of one year or less (included in Memorandum items 3.a.(1) and 3.a.(2) above) ³	RCONHK11	940,043	M.3.b.
4. Maturity and repricing data for time deposits of more than \$250,000:			M.4.
a. Time deposits of more than \$250,000 with a remaining maturity or next repricing date of: ^{1, 4}			M.4.a.
1. Three months or less.....	RCONHK12	276,272	M.4.a.1.
2. Over three months through 12 months.....	RCONHK13	331,866	M.4.a.2.
3. Over one year through three years.....	RCONHK14	53,507	M.4.a.3.
4. Over three years.....	RCONHK15	8,562	M.4.a.4.
b. Time deposits of more than \$250,000 with a REMAINING MATURITY of one year or less (included in Memorandum items 4.a.(1) and 4.a.(2) above) ³	RCONK222	608,138	M.4.b.
5. Does your institution offer one or more consumer deposit account products, i.e., transaction account or nontransaction savings account deposit products intended primarily for individuals for personal, household, or family use?.....	RCONP752	Yes	M.5.

2. The dollar amount used as the basis for reporting in Memorandum item 1.c reflects the deposit insurance limit in effect on the report date.

1, 2. Report fixed-rate time deposits by remaining maturity and floating rate time deposits by next repricing date.

3. Report both fixed-and floating-rate time deposits by remaining maturity. Exclude floating-rate time deposits with a next repricing date of one year or less that have a remaining maturity of over one year.

1, 4. Report fixed-rate time deposits by remaining maturity and floating rate time deposits by next repricing date.

3. Report both fixed-and floating-rate time deposits by remaining maturity. Exclude floating-rate time deposits with a next repricing date of one year or less that have a remaining maturity of over one year.

Dollar amounts in thousands

Memorandum items 6 and 7 are to be completed by institutions with \$1 billion or more in total assets that answered "Yes" to Memorandum item 5 above.

6. Components of total transaction account deposits of individuals, partnerships, and corporations (sum of Memorandum items 6.a and 6.b must be less than or equal to item 1, column A, above):⁵

- a. Total deposits in those noninterest-bearing transaction account deposit products intended primarily for individuals for personal, household, or family use.....
- b. Total deposits in those interest-bearing transaction account deposit products intended primarily for individuals for personal, household, or family use.....

			M.6.
RCONP753	704,528		M.6.a.
RCONP754	1,200,858		M.6.b.
			M.7.
			M.7.a.
RCONP756	497,030		M.7.a.1.
RCONP757	407,803		M.7.a.2.
			M.7.b.
RCONP758	3,813,998		M.7.b.1.
RCONP759	550,695		M.7.b.2.

7. Components of total nontransaction account deposits of individuals, partnerships, and corporations (sum of Memorandum items 7.a.(1), 7.a.(2), 7.b.(1), and 7.b.(2) plus all time deposits of individuals, partnerships, and corporations must equal item 1, column C, above):

- a. Money market deposit accounts (MMDAs) of individuals, partnerships, and corporations (sum of Memorandum items 7.a.(1) and 7.a.(2) must be less than or equal to Memorandum item 2.a.(1) above):
 - 1. Total deposits in those MMDA deposit products intended primarily for individuals for personal, household, or family use.....
 - 2. Deposits in all other MMDAs of individuals, partnerships, and corporations.....
- b. Other savings deposit accounts of individuals, partnerships, and corporations (sum of Memorandum items 7.b.(1) and 7.b.(2) must be less than or equal to Memorandum item 2.a.(2) above):
 - 1. Total deposits in those other savings deposit account deposit products intended primarily for individuals for personal, household, or family use.....
 - 2. Deposits in all other savings deposit accounts of individuals, partnerships, and corporations.....

5. The \$1 billion asset size test is based on the total assets reported on the June 30, 2018, Report of Condition.

Schedule RC-F - Other Assets(Form Type - 041)

Dollar amounts in thousands

1. Accrued interest receivable ²	RCONB556	42,698	1.
2. Net deferred tax assets ³	RCON2148	11,427	2.
3. Interest-only strips receivable (not in the form of a security) ⁴	RCONHT80	0	3.
4. Equity investments without readily determinable fair values ⁵	RCON1752	386,085	4.
5. Life insurance assets:			5.
a. General account life insurance assets.....	RCONK201	302,484	5.a.
b. Separate account life insurance assets.....	RCONK202	0	5.b.
c. Hybrid account life insurance assets.....	RCONK270	65,011	5.c.
6. All other assets (itemize and describe amounts greater than \$100,000 that exceed 25% of this item).....	RCON2168	648,758	6.
a. Prepaid expenses.....	RCON2166	NR	6.a.
b. Repossessed personal property (including vehicles).....	RCON1578	NR	6.b.
c. Derivatives with a positive fair value held for purposes other than trading.....	RCONC010	NR	6.c.
d. FDIC loss-sharing indemnification assets.....	RCONJ448	NR	6.d.
e. Computer software.....	RCONFT33	NR	6.e.
f. Accounts receivable.....	RCONFT34	240,906	6.f.
g. Receivables from foreclosed government-guaranteed mortgage loans.....	RCONFT35	NR	6.g.
h. Disclose component and the dollar amount of that component:			6.h.
1. Describe component.....	TEXT3549	NR	6.h.1.
2. Amount of component.....	RCON3549	NR	6.h.2.
i. Disclose component and the dollar amount of that component:			6.i.
1. Describe component.....	TEXT3550	NR	6.i.1.
2. Amount of component.....	RCON3550	NR	6.i.2.
j. Disclose component and the dollar amount of that component:			6.j.
1. Describe component.....	TEXT3551	NR	6.j.1.
2. Amount of component.....	RCON3551	NR	6.j.2.
7. Total (sum of items 1 through 6) (must equal Schedule RC, item 11).....	RCON2160	1,456,463	7.

2. Include accrued interest receivable on loans, leases, debt securities, and other interest-bearing assets. Exclude accrued interest receivables on financial assets that are reported elsewhere on the balance sheet.
3. See discussion of deferred income taxes in Glossary entry on "income taxes."
4. Report interest-only strips receivable in the form of a security as available-for-sale securities in Schedule RC, item 2.b, or as trading assets in Schedule RC, item 5, as appropriate.
5. Include Federal Reserve stock, Federal Home Loan Bank stock, and bankers' bank stock.

Schedule RC-G - Other Liabilities(Form Type - 041)

Dollar amounts in thousands

1. Not available			1.
a. Interest accrued and unpaid on deposits ¹	RCON3645	678	1.a.
b. Other expenses accrued and unpaid (includes accrued income taxes payable).....	RCON3646	94,559	1.b.
2. Net deferred tax liabilities ²	RCON3049	71,762	2.
3. Allowance for credit losses on off-balance sheet credit exposures ³	RCONB557	14,355	3.
4. All other liabilities (itemize and describe amounts greater than \$100,000 that exceed 25 percent of this item).....	RCON2938	548,801	4.
a. Accounts payable.....	RCON3066	232,140	4.a.
b. Deferred compensation liabilities.....	RCONC011	NR	4.b.
c. Dividends declared but not yet payable.....	RCON2932	NR	4.c.
d. Derivatives with a negative fair value held for purposes other than trading.....	RCONC012	NR	4.d.
e. Operating lease liabilities.....	RCONLB56	NR	4.e.
f. Disclose component and the dollar amount of that component:			4.f.
1. Describe component.....	TEXT3552	Click here for value	4.f.1.
2. Amount of component.....	RCON3552	172,611	4.f.2.
g. Disclose component and the dollar amount of that component:			4.g.
1. Describe component.....	TEXT3553	NR	4.g.1.
2. Amount of component.....	RCON3553	NR	4.g.2.
h. Disclose component and the dollar amount of that component:			4.h.
1. Describe component.....	TEXT3554	NR	4.h.1.
2. Amount of component.....	RCON3554	NR	4.h.2.
5. Total.....	RCON2930	730,155	5.

(TEXT3552) Derivative Collateral Liability

1. For savings banks, include "dividends" accrued and unpaid on deposits.
 2. See discussion of deferred income taxes in Glossary entry on "income taxes."
 3. Institutions that have adopted ASU 2016-13 should report in item 3 the allowance for credit losses on those off-balance sheet credit exposures that are not unconditionally cancelable.

Schedule RC-K - Quarterly Averages(Form Type - 041)

Dollar amounts in thousands

1. Interest-bearing balances due from depository institutions.....	RCON3381	928,590	1.
2. U.S. Treasury securities and U.S. Government agency obligations (excluding mortgage-backed securities) ²	RCONB558	0	2.
3. Mortgage-backed securities ²	RCONB559	1,992,474	3.
4. All other debt securities and equity securities with readily determinable fair values not held for trading ²	RCONB560	89,923	4.
5. Federal funds sold and securities purchased under agreements to resell.....	RCON3365	0	5.
6. Loans:			6.
a. Total loans.....	RCON3360	18,465,643	6.a.
b. Loans secured by real estate:			6.b.
1. Loans secured by 1-4 family residential properties.....	RCON3465	8,862,264	6.b.1.
2. All other loans secured by real estate.....	RCON3466	2,686,801	6.b.2.
c. Commercial and industrial loans.....	RCON3387	1,046,925	6.c.
d. Loans to individuals for household, family, and other personal expenditures:			6.d.
1. Credit cards.....	RCONB561	0	6.d.1.
2. Other (includes revolving credit plans other than credit cards, automobile loans, and other consumer loans).....	RCONB562	1,244,407	6.d.2.
<i>Item 7 is to be completed by banks with total trading assets of \$10 million or more in any of the four preceding calendar quarters and all banks meeting the FDIC's definition of a large or highly complex institution for deposit insurance assessment purposes.</i>	RCON3401	246,346	7.
7. Trading assets.....			
8. Lease financing receivables (net of unearned income).....	RCON3484	0	8.
9. Total assets ⁴	RCON3368	24,137,317	9.
10. Interest-bearing transaction accounts (interest-bearing demand deposits, NOW accounts, ATS accounts, and telephone and preauthorized transfer accounts).....	RCON3485	2,349,556	10.
11. Nontransaction accounts:			11.
a. Savings deposits (includes MMDAs).....	RCONB563	5,871,871	11.a.
b. Time deposits of \$250,000 or less.....	RCONHK16	1,757,178	11.b.
c. Time deposits of more than \$250,000.....	RCONHK17	652,454	11.c.
12. Federal funds purchased and securities sold under agreements to repurchase.....	RCON3353	29,999	12.
<i>To be completed by banks with \$100 million or more in total assets:</i>			
13. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) ⁵	RCON3355	1,987,210	13.
<i>Memorandum item 1 is to be completed by:</i> <ul style="list-style-type: none"> • banks with \$300 million or more in total assets, and • banks with less than \$300 million in total assets that have loans to finance agricultural production and other loans to farmers (Schedule RC-C, Part 1, item 3) exceeding 5 percent of total loans. 			
1. Loans to finance agricultural production and other loans to farmers ²	RCON3386	28	M.1.

2. Quarterly averages for all debt securities should be based on amortized cost.
 2. Quarterly averages for all debt securities should be based on amortized cost.
 4. The quarterly average for total assets should reflect securities not held for trading as follows: a) Debt securities at amortized cost, b) Equity securities with readily determinable fair values at fair value, and c) Equity investments without readily determinable fair values, their balance sheet carrying values (i.e., fair value or, if elected, cost minus impairment, if any, plus or minus changes resulting from observable price changes).
 5. The \$100 million asset-size test is based on the total assets reported on the June 30, 2021, Report of Condition.
 2. The \$300 million asset-size test and the 5 percent of total loans test are based on the total assets and total loans reported on the June 30, 2018, Report of Condition.

Schedule RC-L - Derivatives and Off-Balance Sheet Items(Form Type - 041)

Please read carefully the instructions for the preparation of Schedule RC-L. Some of the amounts reported in Schedule RC-L are regarded as volume indicators and not necessarily as measures of risk.

Dollar amounts in thousands

1. Unused commitments:					1.
a. Revolving, open-end lines secured by 1-4 family residential properties, i.e., home equity lines.....	RCON3814		726,791		1.a.
<i>Item 1.a.(1) is to be completed for the December report only.</i>					
1. Unused commitments for reverse mortgages outstanding that are held for investment in domestic offices (included in item 1.a. above).....	RCONHT72		NR		1.a.1.
b. Credit card lines (Sum of items 1.b.(1) and 1.b.(2) must equal item 1.b.).....	RCON3815		0		1.b.
<i>Items 1.b.(1) and 1.b.(2) are to be completed semiannually in the June and December reports only by banks with either \$300 million or more in total assets or \$300 million or more in credit card lines (sum of items 1.b.(1) and 1.b.(2) must equal item 1.b.)</i>					
1. Unused consumer credit card lines ¹	RCONJ455		NR		1.b.1.
2. Other unused credit card lines.....	RCONJ456		NR		1.b.2.
c. Commitments to fund commercial real estate, construction, and land development loans:					1.c.
1. Secured by real estate:					1.c.1.
a. 1-4 family residential construction loan commitments.....	RCONF164		1,163,535		1.c.1.a.
b. Commercial real estate, other construction loan, and land development loan commitments.....	RCONF165		1,713,579		1.c.1.b.
2. Not secured by real estate.....	RCON6550		126,912		1.c.2.
d. Securities underwriting.....	RCON3817		0		1.d.
e. Other unused commitments:					1.e.
1. Commercial and industrial loans.....	RCONJ457		851,511		1.e.1.
2. Loans to financial institutions.....	RCONJ458		8,444,017		1.e.2.
3. All other unused commitments.....	RCONJ459		550,419		1.e.3.
2. Financial standby letters of credit.....	RCON3819		2,246		2.
<i>Item 2.a is to be completed by banks with \$1 billion or more in total assets.</i>					
a. Amount of financial standby letters of credit conveyed to others ¹	RCON3820		0		2.a.
3. Performance standby letters of credit.....	RCON3821		99,593		3.
<i>Item 3.a is to be completed by banks with \$1 billion or more in total assets</i>					
a. Amount of performance standby letters of credit conveyed to others ¹	RCON3822		0		3.a.
4. Commercial and similar letters of credit.....	RCON3411		50		4.
5. Not applicable					5.
6. Securities lent and borrowed:					6.
a. Securities lent (including customers' securities lent where the customer is indemnified against loss by the reporting bank).....	RCON3433		0		6.a.
b. Securities borrowed.....	RCON3432		0		6.b.

Dollar amounts in thousands

	(Column A) Sold Protection		(Column B) Purchased Protection		
7. Credit derivatives:					7.
a. Notional amounts:					7.a.
1. Credit default swaps.....	RCONC968	209,658	RCONC969	68,385	7.a.1.
2. Total return swaps.....	RCONC970	0	RCONC971	0	7.a.2.
3. Credit options.....	RCONC972	0	RCONC973	0	7.a.3.
4. Other credit derivatives.....	RCONC974	0	RCONC975	0	7.a.4.
b. Gross fair values:					7.b.
1. Gross positive fair value.....	RCONC219	0	RCONC221	67	7.b.1.
2. Gross negative fair value.....	RCONC220	78	RCONC222	0	7.b.2.

Dollar amounts in thousands

c. Notional amounts by regulatory capital treatment: ¹			7.c.
1. Positions covered under the Market Risk Rule:			7.c.1.
a. Sold protection.....	RCONG401	0	7.c.1.a.
b. Purchased protection.....	RCONG402	0	7.c.1.b.
2. All other positions:			7.c.2.
a. Sold protection.....	RCONG403	209,658	7.c.2.a.
b. Purchased protection that is recognized as a guarantee for regulatory capital purposes.....	RCONG404	0	7.c.2.b.
c. Purchased protection that is not recognized as a guarantee for regulatory capital purposes.....	RCONG405	68,385	7.c.2.c.

Dollar amounts in thousands

	(Column A) Remaining Maturity of One Year or Less		(Column B) Remaining Maturity of Over One Year Through Five Years		(Column C) Remaining Maturity of Over Five Years		
d. Notional amounts by remaining maturity:							7.d.
1. Sold credit protection: ²							7.d.1.
a. Investment grade.....	RCONG406	0	RCONG407	0	RCONG408	0	7d1a.
b. Subinvestment grade.....	RCONG409	7,647	RCONG410	182,484	RCONG411	19,527	7d1b.
2. Purchased credit protection: ³							7.d.2.
a. Investment grade.....	RCONG412	0	RCONG413	0	RCONG414	0	7d2a.
b. Subinvestment grade.....	RCONG415	9,593	RCONG416	2,385	RCONG417	56,407	7d2b.

1. The asset-size tests and the \$300 million credit card lines test are based on the total assets and credit card lines reported in the June 30, 2018, Report of Condition.
 1. The asset-size tests and the \$300 million credit card lines test are based on the total assets and credit card lines reported in the June 30, 2018, Report of Condition.
 1. The asset-size tests and the \$300 million credit card lines test are based on the total assets and credit card lines reported in the June 30, 2018, Report of Condition.

Dollar amounts in thousands

8. Not applicable			8.
9. All other off-balance sheet liabilities (exclude derivatives) (itemize and describe each component of this item over 25% of Schedule RC, item 27.a, "Total bank equity capital").....	RCON3430	0	9.
a. Not applicable			9.a.
b. Commitments to purchase when-issued securities.....	RCON3434	0	9.b.
c. Standby letters of credit issued by another party (e.g., a Federal Home Loan Bank) on the bank's behalf.....	RCONC978	0	9.c.
d. Disclose component and the dollar amount of that component:			9.d.
1. Describe component.....	TEXT3555	NR	9.d.1.
2. Amount of component.....	RCON3555	0	9.d.2.
e. Disclose component and the dollar amount of that component:			9.e.
1. Describe component.....	TEXT3556	NR	9.e.1.
2. Amount of component.....	RCON3556	0	9.e.2.
f. Disclose component and the dollar amount of that component:			9.f.
(TEXT3557) NR	RCON3557	0	9.f.1.
10. All other off-balance sheet assets (exclude derivatives) (itemize and describe each component of this item over 25% of Schedule RC, item 27.a, "Total bank equity capital").....	RCON5591	0	10.
a. Commitments to sell when-issued securities.....	RCON3435	0	10.a.
b. Disclose component and the dollar amount of that component:			10.b.
1. Describe component.....	TEXT5592	NR	10.b.1.
2. Amount of component.....	RCON5592	0	10.b.2.
c. Disclose component and the dollar amount of that component:			10.c.
1. Describe component.....	TEXT5593	NR	10.c.1.
2. Amount of component.....	RCON5593	0	10.c.2.
d. Disclose component and the dollar amount of that component:			10.d.
1. Describe component.....	TEXT5594	NR	10.d.1.
2. Amount of component.....	RCON5594	0	10.d.2.
e. Disclose component and the dollar amount of that component:			10.e.
1. Describe component.....	TEXT5595	NR	10.e.1.
2. Amount of component.....	RCON5595	0	10.e.2.
<i>Items 11.a and 11.b are to be completed semiannually in the June and December reports only.</i>			11.
11. Year-to-date merchant credit card sales volume:			
a. Sales for which the reporting bank is the acquiring bank.....	RCONC223	NR	11.a.
b. Sales for which the reporting bank is the agent bank with risk.....	RCONC224	NR	11.b.

1. Sum of items 7.c.(1)(a) and 7.c.(2)(a), must equal sum of items 7.a.(1) through (4), column A. Sum of items 7.c.(1)(b), 7.c.(2)(b), and 7.c.(2)(c) must equal sum of items 7.a.(1) through (4), column B.
 2. Sum of items 7.d.(1)(a) and (b), columns A through C, must equal sum of items 7.a.(1) through (4), column A.
 3. Sum of items 7.d.(2)(a) and (b), columns A through C, must equal sum of items 7.a.(1) through (4), column B.

Dollar amounts in thousands		(Column A) Interest Rate Contracts	(Column B) Foreign Exchange Contracts	(Column C) Equity Derivative Contracts	(Column D) Commodity and Other Contracts				
12. Gross amounts (e.g., notional amounts):						12.			
a. Futures contracts.....	RCON8693	1,053,000	RCON8694	0	RCON8695	0	RCON8696	0	12.a.
b. Forward contracts.....	RCON8697	16,312,373	RCON8698	0	RCON8699	0	RCON8700	0	12.b.
c. Exchange-traded option contracts:									12.c.
1. Written options.....	RCON8701	0	RCON8702	0	RCON8703	0	RCON8704	0	12c1.
2. Purchased options.....	RCON8705	0	RCON8706	0	RCON8707	0	RCON8708	0	12c2.
d. Over-the-counter option contracts:									12.d.
1. Written options.....	RCON8709	5,480,659	RCON8710	0	RCON8711	0	RCON8712	0	12d1.
2. Purchased options.....	RCON8713	3,378,000	RCON8714	0	RCON8715	0	RCON8716	0	12d2.
e. Swaps.....	RCON3450	5,319,355	RCON3826	0	RCON8719	0	RCON8720	0	12.e.
13. Total gross notional amount of derivative contracts held for trading.....	RCONA126	22,240,373	RCONA127	0	RCON8723	0	RCON8724	0	13.
14. Total gross notional amount of derivative contracts held for purposes other than trading.....	RCON8725	9,303,014	RCON8726	0	RCON8727	0	RCON8728	0	14.
a. Interest rate swaps where the bank has agreed to pay a fixed rate.....	RCONA589	1,692,108							14.a.
15. Gross fair values of derivative contracts:									15.
a. Contracts held for trading:									15.a.
1. Gross positive fair value.....	RCON8733	298,707	RCON8734	0	RCON8735	0	RCON8736	0	15a1.
2. Gross negative fair value.....	RCON8737	46,317	RCON8738	0	RCON8739	0	RCON8740	0	15a2.
b. Contracts held for purposes other than trading:									15.b.
1. Gross positive fair value.....	RCON8741	34,009	RCON8742	0	RCON8743	0	RCON8744	0	15b1.
2. Gross negative fair value.....	RCON8745	48,387	RCON8746	0	RCON8747	0	RCON8748	0	15b2.

Dollar amounts in thousands		(Column A) Banks and Securities Firms	(Column B)	(Column C) Hedge Funds	(Column D) Sovereign Governments	(Column E) Corporations and All Other Counterparties		
<i>Item 16 is to be completed only by banks with total assets of \$10 billion or more</i>								
16. Over-the counter derivatives: ¹							16.	
a. Net current credit exposure.....	RCONG418	292,049				RCONG422	22,972	16.a.
b. Fair value of collateral:								16.b.
1. Cash - U.S. dollar.....	RCONG423	141,721				RCONG427	0	16.b.1.
2. Cash - Other currencies.....	RCONG428	0				RCONG432	0	16.b.2.
3. U.S. Treasury securities.....	RCONG433	0				RCONG437	0	16.b.3.
4. Not applicable								16.b.4.
5. Not applicable								16.b.5.
6. Not applicable								16.b.6.
7. All other collateral.....	RCONG453	0				RCONG457	0	16.b.7.
8. Total fair value of collateral (sum of items 16.b.(1) through (7)).....	RCONG458	141,721				RCONG462	0	16.b.8.

1. The \$10 billion asset-size test is based on the total assets reported on the June 30, 2018, Report of Condition.

Schedule RC-M - Memoranda(Form Type - 041)

Dollar amounts in thousands

1. Extensions of credit by the reporting bank to its executive officers, directors, principal shareholders, and their related interests as of the report date:			1.
a. Aggregate amount of all extensions of credit to all executive officers, directors, principal shareholders, and their related interests.....	RCON6164	81,008	1.a.
b. Number of executive officers, directors, and principal shareholders to whom the amount of all extensions of credit by the reporting bank (including extensions of credit to related interests) equals or exceeds the lesser of \$500,000 or 5 percent of total capital as defined for this purpose in agency regulations.....	RCON6165	3	1.b.
2. Intangible assets:			2.
a. Mortgage servicing assets.....	RCON3164	523,182	2.a.
1. Estimated fair value of mortgage servicing assets.....	RCONA590	523,182	2.a.1.
b. Goodwill.....	RCON3163	114,376	2.b.
c. All other intangible assets.....	RCONJF76	30,181	2.c.
d. Total (sum of items 2.a, 2.b, and 2.c) (must equal Schedule RC, item 10).....	RCON2143	667,739	2.d.
3. Other real estate owned:			3.
a. Construction, land development, and other land.....	RCON5508	2,017	3.a.
b. Farmland.....	RCON5509	0	3.b.
c. 1-4 family residential properties.....	RCON5510	2,408	3.c.
d. Multifamily (5 or more) residential properties.....	RCON5511	0	3.d.
e. Nonfarm nonresidential properties.....	RCON5512	0	3.e.
f. Total (sum of items 3.a through 3.e) (must equal Schedule RC, item 7).....	RCON2150	4,425	3.f.
4. Cost of equity securities with readily determinable fair values not held for trading (the fair value of which is reported in Schedule RC, item 2.c) ¹	RCONJA29	0	4.
5. Other borrowed money:			5.
a. Federal Home Loan Bank advances:			5.a.
1. Advances with a remaining maturity or next repricing date of: ¹			5.a.1.
a. One year or less.....	RCONF055	200,000	5.a.1.a.
b. Over one year through three years.....	RCONF056	600,000	5.a.1.b.
c. Over three years through five years.....	RCONF057	0	5.a.1.c.
d. Over five years.....	RCONF058	400,000	5.a.1.d.
2. Advances with a remaining maturity of one year or less (included in item 5.a.(1)(a) above) ²	RCON2651	200,000	5.a.2.
3. Structured advances (included in items 5.a.(1)(a) - (d) above).....	RCONF059	750,000	5.a.3.
b. Other borrowings:			5.b.
1. Other borrowings with a remaining maturity or next repricing date of: ³			5.b.1.
a. One year or less.....	RCONF060	845	5.b.1.a.
b. Over one year through three years.....	RCONF061	5,335	5.b.1.b.
c. Over three years through five years.....	RCONF062	9,832	5.b.1.c.
d. Over five years.....	RCONF063	67,000	5.b.1.d.
2. Other borrowings with a remaining maturity of one year or less (included in item 5.b.(1)(a) above) ⁴	RCONB571	845	5.b.2.
c. Total (sum of items 5.a.(1)(a)-(d) and items 5.b.(1)(a)-(d)) (must equal Schedule RC, item 16).....	RCON3190	1,283,012	5.c.
6. Does the reporting bank sell private label or third party mutual funds and annuities?.....	RCONB569	Yes	6.
7. Assets under the reporting bank's management in proprietary mutual funds and annuities.....	RCONB570	0	7.
8. Internet Web site addresses and physical office trade names:			8.
a. Uniform Resource Locator (URL) of the reporting institution's primary Internet Web site (home page), if any (Example: www.examplebank.com):.....	TEXT4087	Click here for value	8.a.

1. Item 4 is to be completed only by insured state banks that have been approved by the FDIC to hold grandfathered equity investments. See instructions for this item and the Glossary entry for "Securities Activities" for further detail on accounting for investments in equity securities

1. Report fixed-rate advances by remaining maturity and floating-rate advances by next repricing date.

2. Report both fixed- and floating-rate advances by remaining maturity. Exclude floating-rate advances with a next repricing date of one year or less that have a remaining maturity of over one year

3. Report fixed-rate other borrowings by remaining maturity and floating-rate other borrowings by next repricing date.

4. Report both fixed- and floating-rate other borrowings by remaining maturity. Exclude floating-rate other borrowings with a next repricing date of one year or less that have a remaining maturity of over one year.

Dollar amounts in thousands

b. URLs of all other public-facing Internet Web sites that the reporting institution uses to accept or solicit deposits from the public, if any (Example: www.examplebank.biz): ¹			8.b.
1. URL 1.....	TE01N528	Click here for value	8.b.1.
2. URL 2.....	TE02N528	NR	8.b.2.
3. URL 3.....	TE03N528	NR	8.b.3.
4. URL 4.....	TE04N528	NR	8.b.4.
5. URL 5.....	TE05N528	NR	8.b.5.
6. URL 6.....	TE06N528	NR	8.b.6.
7. URL 7.....	TE07N528	NR	8.b.7.
8. URL 8.....	TE08N528	NR	8.b.8.
9. URL 9.....	TE09N528	NR	8.b.9.
10. URL 10.....	TE10N528	NR	8.b.10.
c. Trade names other than the reporting institution's legal title used to identify one or more of the institution's physical offices at which deposits are accepted or solicited from the public, if any:			8.c.
1. Trade name 1.....	TE01N529	Click here for value	8.c.1.
2. Trade name 2.....	TE02N529	NR	8.c.2.
3. Trade name 3.....	TE03N529	NR	8.c.3.
4. Trade name 4.....	TE04N529	NR	8.c.4.
5. Trade name 5.....	TE05N529	NR	8.c.5.
6. Trade name 6.....	TE06N529	NR	8.c.6.
9. Do any of the bank's Internet Web sites have transactional capability, i.e., allow the bank's customers to execute transactions on their accounts through the Web site?.....		RCON4088	NR
10. Secured liabilities:			10.
a. Amount of "Federal funds purchased" that are secured (included in Schedule RC, item 14.a).....		RCONF064	0
b. Amount of "Other borrowings" that are secured (included in Schedule RC-M, items 5.b.(1)(a) - (d)).....		RCONF065	83,012
11. Does the bank act as trustee or custodian for Individual Retirement Accounts, Health Savings Accounts, and other similar accounts?.....		RCONG463	Yes
12. Does the bank provide custody, safekeeping, or other services involving the acceptance of orders for the sale or purchase of securities?.....		RCONG464	No
13. Assets covered by loss-sharing agreements with the FDIC:			13.
a. Loans and leases (included in Schedule RC, items 4.a and 4.b):			13.a.
1. Loans secured by real estate:			13.a.1.
a. Construction, land development, and other land loans:			13.a.1.a.
1. 1-4 family residential construction loans.....		RCONK169	0
2. Other construction loans and all land development and other land loans.....		RCONK170	0
b. Secured by farmland.....		RCONK171	0
c. Secured by 1-4 family residential properties:			13.a.1.c.
1. Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....		RCONK172	0
2. Closed-end loans secured by 1-4 family residential properties:			13.a.1.c.2.
a. Secured by first liens.....		RCONK173	0
b. Secured by junior liens.....		RCONK174	0
d. Secured by multifamily (5 or more) residential properties.....		RCONK175	0
e. Secured by nonfarm nonresidential properties:			13.a.1.e.
1. Loans secured by owner-occupied nonfarm nonresidential properties.....		RCONK176	0
2. Loans secured by other nonfarm nonresidential properties.....		RCONK177	0
2. Not applicable			13.a.2.
3. Not applicable			13.a.3.
4. Not applicable			13.a.4.
5. All other loans and all leases.....		RCONK183	0
b. Other real estate owned (included in Schedule RC, item 7):			13.b.

1. Report only highest level URLs (for example, report www.examplebank.biz, but do not also report www.examplebank.biz/checking). Report each top level domain name used (for example, report both www.examplebank.biz and www.examplebank.net).

Dollar amounts in thousands

1. Construction, land development, and other land.....	RCONK187	0	13.b.1.
2. Farmland.....	RCONK188	0	13.b.2.
3. 1-4 family residential properties.....	RCONK189	0	13.b.3.
4. Multifamily (5 or more) residential properties.....	RCONK190	0	13.b.4.
5. Nonfarm nonresidential properties.....	RCONK191	0	13.b.5.
6. Not applicable			13.b.6.
7. Portion of covered other real estate owned included in items 13.b.(1) through (5) above that is protected by FDIC loss-sharing agreements.....	RCONK192	0	13.b.7.
c. Debt securities (included in Schedule RC, items 2.a and 2.b).....	RCONJ461	0	13.c.
d. Other assets (exclude FDIC loss-sharing indemnification assets).....	RCONJ462	0	13.d.
<i>Items 14.a and 14.b are to be completed annually in the December report only.</i>			
14. Captive insurance and reinsurance subsidiaries:			14.
a. Total assets of captive insurance subsidiaries ¹	RCONK193	NR	14.a.
b. Total assets of captive reinsurance subsidiaries ¹	RCONK194	NR	14.b.
<i>Item 15 is to be completed by institutions that are required or have elected to be treated as a Qualified Thrift Lender.</i>			
15. Qualified Thrift Lender (QTL) test:			15.
a. Does the institution use the Home Owners' Loan Act (HOLA) QTL test or the Internal Revenue Service Domestic Building and Loan Association (IRS DBLA) test to determine its QTL compliance? (for the HOLA QTL test, enter 1; for the IRS DBLA test, enter 2).....	RCONL133	1	15.a.
b. Has the institution been in compliance with the HOLA QTL test as of each month end during the quarter or the IRS DBLA test for its most recent taxable year, as applicable?.....	RCONL135	No	15.b.
<i>Item 16.a and, if appropriate, items 16.b.(1) through 16.b.(3) are to be completed annually in the December report only.</i>			
16. International remittance transfers offered to consumers: ¹			16.
a. Estimated number of international remittance transfers provided by your institution during the calendar year ending on the report date.....	RCONN523	NR	16.a.
<i>Items 16.b.(1) through 16.b.(3) are to be completed by institutions that reported 501 or more international remittance transfers in item 16.a in either or both of the current report or the most recent prior report in which item 16.a was required to be completed.</i>			
b. Estimated dollar value of remittance transfers provided by your institution and usage of regulatory exceptions during the calendar year ending on the report date:			16.b.
1. Estimated dollar value of international remittance transfers.....	RCONN524	NR	16.b.1.
2. Estimated number of international remittance transfers for which your institution applied the permanent exchange rate exception.....	RCONMM07	NR	16.b.2.
3. Estimated number of international remittance transfers for which your institution applied the permanent covered third-party fee exception.....	RCONMQ52	NR	16.b.3.
17. U.S. Small Business Administration Paycheck Protection Program (PPP) loans and the Federal Reserve PPP Liquidity Facility (PPPLF): ²			17.
a. Number of PPP loans outstanding.....	RCONLG26	0	17.a.
b. Outstanding balance of PPP loans.....	RCONLG27	0	17.b.
c. Outstanding balance of PPP loans pledged to the PPPLF.....	RCONLG28	0	17.c.
d. Outstanding balance of borrowings from Federal Reserve Banks under the PPPLF with a remaining maturity of:			17.d.
1. One year or less.....	RCONLL59	0	17.d.1.
2. More than one year.....	RCONLL60	0	17.d.2.
e. Quarterly average amount of PPP loans pledged to the PPPLF and excluded from "Total assets for the leverage ratio" reported in Schedule RC-R, Part I, item 30.....	RCONLL57	0	17.e.
18. Money Market Mutual Fund Liquidity Facility (MMLF):			18.
a. Outstanding balance of assets purchased under the MMLF.....	RCONLL61	0	18.a.
b. Quarterly average amount of assets purchased under the MMLF and excluded from "Total assets for the leverage ratio" reported in Schedule RC-R, Part I, item 30.....	RCONLL58	0	18.b.

(TE01N528) www.DCBK.org

(TE01N529) Desert Community Bank, a Division of Flagstar Bank

- Report total assets before eliminating intercompany transactions between the consolidated insurance or reinsurance subsidiary and other offices or consolidated subsidiaries of the reporting bank.
- Report information about international electronic transfers of funds offered to consumers in the United States that: (a) are "remittance transfers" as defined by subpart B of Regulation E (12 CFR § 1005.30(e)), or (b) would qualify as "remittance transfers" under subpart B of Regulation E (12 CFR § 1005.30(e)) but are excluded from that definition only because the provider is not providing those transfers in the normal course of its business. See 12 CFR § 1005.30(f). For purposes of this item 16, such transfers are excluded from the definition of "remittance transfers" only because the provider is not providing those transfers in the normal course of its business.
- Paycheck Protection Program (PPP) covered loans as defined in sections 7(a)(36) and 7(a)(37) of the Small Business Act (15 U.S.C. 636(a)(36) and (37)).

(TEXT4087) www.flagstar.com

Schedule RC-N - Past Due and Nonaccrual Loans Leases and Other Assets(Form Type - 041)

Amounts reported in Schedule RC-N, items 1 through 8, include guaranteed and unguaranteed portions of past due and nonaccrual loans and leases. Report in items 10 and 11 below certain guaranteed loans and leases that have already been included in the amounts reported in items 1 through 8

Dollar amounts in thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
1. Loans secured by real estate:							1.
a. Construction, land development, and other land loans:							1.a.
1. 1-4 family residential construction loans.....	RCONF172	538	RCONF174	0	RCONF176	4,111	1.a.1.
2. Other construction loans and all land development and other land loans.....	RCONF173	0	RCONF175	0	RCONF177	110	1.a.2.
b. Secured by farmland.....	RCON3493	0	RCON3494	0	RCON3495	0	1.b.
c. Secured by 1-4 family residential properties:							1.c.
1. Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....	RCON5398	1,001	RCON5399	0	RCON5400	2,328	1.c.1.
2. Closed-end loans secured by 1-4 family residential properties:							1.c.2.
a. Secured by first liens.....	RCONC236	93,016	RCONC237	0	RCONC229	973,692	1.c.2a.
b. Secured by junior liens.....	RCONC238	2,108	RCONC239	0	RCONC230	6,963	1.c.2b.
d. Secured by multifamily (5 or more) residential properties.....	RCON3499	0	RCON3500	0	RCON3501	0	1.d.
e. Secured by nonfarm nonresidential properties:							1.e.
1. Loans secured by owner-occupied nonfarm nonresidential properties.....	RCONF178	0	RCONF180	0	RCONF182	0	1.e.1.
2. Loans secured by other nonfarm nonresidential properties.....	RCONF179	0	RCONF181	0	RCONF183	0	1.e.2.
2. Loans to depository institutions and acceptances of other banks.....	RCONB834	0	RCONB835	0	RCONB836	0	2.
3. Not applicable							3.
4. Commercial and industrial loans.....	RCON1606	0	RCON1607	0	RCON1608	9,330	4.
5. Loans to individuals for household, family, and other personal expenditures:							5.
a. Credit cards.....	RCONB575	0	RCONB576	0	RCONB577	0	5.a.
b. Automobile loans.....	RCONK213	16	RCONK214	0	RCONK215	84	5.b.
c. Other (includes revolving credit plans other than credit cards and other consumer loans).....	RCONK216	4,819	RCONK217	0	RCONK218	2,963	5.c.
6. Not applicable							6.
7. All other loans ¹	RCON5459	0	RCON5460	0	RCON5461	0	7.
8. Lease financing receivables.....	RCON1226	0	RCON1227	0	RCON1228	0	8.
9. Total loans and leases (sum of items 1 through 8).....	RCON1406	101,498	RCON1407	0	RCON1403	999,581	9.
10. Debt securities and other assets (exclude other real estate owned and other repossessed assets).....	RCON3505	0	RCON3506	0	RCON3507	0	10.
11. Loans and leases reported in items 1 through 8 above that are wholly or partially guaranteed by the U.S. Government, excluding loans and leases covered by loss-sharing agreements with the FDIC:.....	RCONK036	74,439	RCONK037	0	RCONK038	867,416	11.
a. Guaranteed portion of loans and leases included in item 11 above, excluding rebooked "GNMA loans".....	RCONK039	899	RCONK040	0	RCONK041	2,030	11.a.
b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 11 above.....	RCONK042	73,540	RCONK043	0	RCONK044	865,386	11.b.
12. Loans and leases reported in items 1 through 8 above that are covered by loss-sharing agreements with the FDIC:							12.
a. Loans secured by real estate:							12.a.
1. Construction, land development, and other land loans:							12.a.1.
a. 1-4 family residential construction loans.....	RCONK045	0	RCONK046	0	RCONK047	0	12a1a.
b. Other construction loans and all land development and other land loans.....	RCONK048	0	RCONK049	0	RCONK050	0	12a1b.
2. Secured by farmland.....	RCONK051	0	RCONK052	0	RCONK053	0	12.a.2.
3. Secured by 1-4 family residential properties:							12.a.3.
a. Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....	RCONK054	0	RCONK055	0	RCONK056	0	12a3a.

1. Includes past due and nonaccrual "Loans to finance agricultural productions and other loans to farmers," "Obligations (other than securities and leases) of states and political subdivisions in the U.S.," and "Loans to nondepository financial institutions and other loans."

Dollar amounts in thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
b. Closed-end loans secured by 1-4 family residential properties:							12a.3b
1. Secured by first liens.....	RCONK057	0	RCONK058	0	RCONK059	0	12a.3b.1
2. Secured by junior liens.....	RCONK060	0	RCONK061	0	RCONK062	0	12a.3b.2
4. Secured by multifamily (5 or more) residential properties.....	RCONK063	0	RCONK064	0	RCONK065	0	12a.4.
5. Secured by nonfarm nonresidential properties:							12a.5.
a. Loans secured by owner-occupied nonfarm nonresidential properties.....	RCONK066	0	RCONK067	0	RCONK068	0	12a.5a
b. Loans secured by other nonfarm nonresidential properties.....	RCONK069	0	RCONK070	0	RCONK071	0	12a.5b
b. Not applicable							12.b.
c. Not applicable							12.c.
d. Not applicable							12.d.
e. All other loans and all leases.....	RCONK087	0	RCONK088	0	RCONK089	0	12.e.
f. Portion of covered loans and leases included in items 12.a through 12.e above that is protected by FDIC loss-sharing agreements.....	RCONK102	0	RCONK103	0	RCONK104	0	12.f.
1. Loans restructured in troubled debt restructurings included in Schedule RC-N, items 1 through 7, above (and not reported in Schedule RC-C, Part 1, Memorandum item 1):							M.1.
a. Construction, land development, and other land loans:							M.1.a.
1. 1-4 family residential construction loans.....	RCONK105	0	RCONK106	0	RCONK107	0	M1a.1.
2. Other construction loans and all land development and other land loans.....	RCONK108	0	RCONK109	0	RCONK110	110	M1a.2
b. Loans secured by 1-4 family residential properties.....	RCONF661	2,247	RCONF662	0	RCONF663	42,352	M.1.b.
c. Secured by multifamily (5 or more) residential properties.....	RCONK111	0	RCONK112	0	RCONK113	0	M.1.c.
d. Secured by nonfarm nonresidential properties:							M.1.d.
1. Loans secured by owner-occupied nonfarm nonresidential properties.....	RCONK114	0	RCONK115	0	RCONK116	0	M1d.1.
2. Loans secured by other nonfarm nonresidential properties.....	RCONK117	0	RCONK118	0	RCONK119	0	M1d.2.
e. Commercial and industrial loans.....	RCONK257	0	RCONK258	0	RCONK259	0	M.1.e.
<i>Memorandum items 1.e.(1) and (2) are to be completed by banks with \$300 million or more in total assets (sum of Memorandum items 1.e.(1) and (2) must equal Memorandum item 1.e.):</i>							
1. To U.S. addressees (domicile) ¹	RCONK120	0	RCONK121	0	RCONK122	0	M1e.1.
2. To non-U.S. addressees (domicile).....	RCONK123	0	RCONK124	0	RCONK125	0	M1e.2.
f. All other loans (include loans to individuals for household, family, and other personal expenditures).....	RCONK126	0	RCONK127	0	RCONK128	0	M.1.f.
<i>Itemize loan categories included in Memorandum item 1.f, above that exceed 10 percent of total loans restructured in troubled debt restructurings that are past due 30 days or more or in nonaccrual status (sum of Memorandum items 1.a through 1.e plus 1.f, columns A through C):</i>							
1. Loans secured by farmland.....	RCONK130	0	RCONK131	0	RCONK132	0	M1f.1.
2. Not applicable							M1f.2.
3. Not applicable							M1f.3.
4. Loans to individuals for household, family, and other personal expenditures:							M1f.4.
a. Credit cards.....	RCONK274	0	RCONK275	0	RCONK276	0	M1f.4a.
b. Automobile loans.....	RCONK277	0	RCONK278	0	RCONK279	0	M1f.4b.
c. Other (includes revolving credit plans other than credit cards and other consumer loans).....	RCONK280	0	RCONK281	0	RCONK282	0	M1f.4c.
5. Loans to finance agricultural production and other loans to farmers included in Schedule RC-N, Memorandum item 1.f, above ¹	RCONK138	0	RCONK139	0	RCONK140	0	M1f.5.

1. The \$300 million asset-size test is based on the total assets reported on the June 30, 2018, Report of Condition.
 1. The \$300 million asset-size test and the 5 percent of total loans test are based on the total assets and total loans reported on the June 30, 2018, Report of Condition.

Dollar amounts in thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
g. Total loans restructured in troubled debt restructurings included in Schedule RC-N, items 1 through 7, above and not reported in Schedule RC-C, Part I, Memorandum item 1 (sum of items Memorandum item 1.a.(1) through Memorandum item 1.f). ²	RCONHK26	2,247	RCONHK27	0	RCONHK28	42,462	M.1.g.
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule RC-N, items 4 and 7, above.....	RCON6558	0	RCON6559	0	RCON6560	0	M.2.
3. Not available							M.3.
<i>Memorandum items 3.a through 3.d are to be completed by banks with \$300 million or more in total assets:</i>							
a. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule RC-N, item 1, above) ¹	RCON1248	0	RCON1249	0	RCON1250	0	M.3.a.
b. Loans to and acceptances of foreign banks (included in Schedule RC-N, item 2, above).....	RCON5380	0	RCON5381	0	RCON5382	0	M.3.b.
c. Commercial and industrial loans to non-U.S. addressees (domicile) (included in Schedule RC-N, item 4, above).....	RCON1254	0	RCON1255	0	RCON1256	0	M.3.c.
d. Leases to individuals for household, family, and other personal expenditures (included in Schedule RC-N, item 8, above).....	RCONF166	0	RCONF167	0	RCONF168	0	M.3.d.
<i>Memorandum item 4 is to be completed by:</i> <i>* banks with \$300 million or more in total assets</i> <i>* banks with less than \$300 million in total assets that have loans to finance agricultural production and other loans to farmers (Schedule RC-C, Part I, item 3) exceeding 5 percent of total loans:</i>							
4. Loans to finance agricultural production and other loans to farmers (included in Schedule RC-N, item 7, above) ¹	RCON1594	0	RCON1597	0	RCON1583	0	M.4.
5. Loans and leases held for sale (included in Schedule RC-N, items 1 through 8, above).....	RCONC240	15,442	RCONC241	0	RCONC226	24,475	M.5.

Dollar amounts in thousands		
6. Not applicable		

Dollar amounts in thousands		
<i>Memorandum items 7, 8, 9.a, and 9.b are to be completed semiannually in the June and December reports only.</i>		
7. Additions to nonaccrual assets during the previous six months.....	RCONC410	NR
8. Nonaccrual assets sold during the previous six months.....	RCONC411	NR

Dollar amounts in thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
9. Purchased credit-impaired loans accounted for in accordance with FASB ASC 310-30 (former AICPA Statement of Position 03-3). ²							M.9.
a. Outstanding balance.....	RCONL183	NR	RCONL184	NR	RCONL185	NR	M.9.a.
b. Amount included in Schedule RC-N, items 1 through 7, above.....	RCONL186	NR	RCONL187	NR	RCONL188	NR	M.9.b.

2. Exclude amounts reported in Memorandum items 1.f.(1) through 1.f.(5) when calculating the total in Memorandum item 1.g.
 1. The \$300 million asset-size test and the 5 percent of total loans test are based on the total assets and total loans reported on the June 30, 2018, Report of Condition.
 1. The \$300 million asset-size test and the 5 percent of total loans test are based on the total assets and total loans reported on the June 30, 2018, Report of Condition.
 2. Memorandum items 9.a and 9.b should be completed only by institutions that have not yet adopted ASU 2016-13.

Schedule RC-O - Other Data for Deposit Insurance and FICO Assessments(Form Type - 041)

All FDIC-insured depository institutions must complete items 1 and 2, 4 through 9,10, and 11, Memorandum item 1, and, if applicable, item 9.a, Memorandum items 2, 3, and 6 through 18 each quarter. Unless otherwise indicated, complete items 1 through 11 and Memorandum items 1 through 3 on an "unconsolidated single FDIC certificate number basis" (see instructions) and complete Memorandum items 6 through 18 on a fully consolidated basis.

Dollar amounts in thousands

1. Total deposit liabilities before exclusions (gross) as defined in Section 3(l) of the Federal Deposit Insurance Act and FDIC regulations.....	RCONF236	18,048,647	1.
2. Total allowable exclusions, including interest accrued and unpaid on allowable exclusions.....	RCONF237	0	2.
3. Not applicable			3.
4. Average consolidated total assets for the calendar quarter.....	RCONK652	24,135,045	4.
a. Averaging method used (for daily averaging, enter 1; for weekly averaging, enter 2).....	RCONK653	1	4.a.
5. Average tangible equity for the calendar quarter ¹	RCONK654	2,715,352	5.
6. Holdings of long-term unsecured debt issued by other FDIC-insured depository institutions.....	RCONK655	25,501	6.
7. Unsecured "Other borrowings" with a remaining maturity of (sum of items 7.a through 7.d must be less than or equal to Schedule RC-M, items 5.b.(1)(a)-(d) minus item 10.b):			7.
a. One year or less.....	RCONG465	0	7.a.
b. Over one year through three years.....	RCONG466	0	7.b.
c. Over three years through five years.....	RCONG467	0	7.c.
d. Over five years.....	RCONG468	0	7.d.
8. Subordinated notes and debentures with a remaining maturity of (sum of items 8.a through 8.d must equal Schedule RC, item 19):			8.
a. One year or less.....	RCONG469	0	8.a.
b. Over one year through three years.....	RCONG470	0	8.b.
c. Over three years through five years.....	RCONG471	0	8.c.
d. Over five years.....	RCONG472	0	8.d.
9. Brokered reciprocal deposits (included in Schedule RC-E, Memorandum item 1.b).....	RCONG803	0	9.
<i>Item 9.a is to be completed on a fully consolidated basis by all institutions that own another insured depository institution.</i>			
a. Fully consolidated brokered reciprocal deposits.....	RCONL190	NR	9.a.
10. Banker's bank certification: Does the reporting institution meet both the statutory definition of a banker's bank and the business conduct test set forth in FDIC regulations? If the answer to item 10 is "YES," complete items 10.a and 10.b.....	RCONK656	No	10.
<i>If the answer to item 10 is "YES," complete items 10.a and 10.b.</i>			
a. Banker's bank deduction.....	RCONK657	NR	10.a.
b. Banker's bank deduction limit.....	RCONK658	NR	10.b.
11. Custodial bank certification: Does the reporting institution meet the definition of a custodial bank set forth in FDIC regulations? If the answer to item 11 is "YES," complete items 11.a and 11.b.....	RCONK659	No	11.
<i>If the answer to item 11 is "YES," complete items 11.a and 11.b.</i>			
a. Custodial bank deduction.....	RCONK660	NR	11.a.
b. Custodial bank deduction limit.....	RCONK661	NR	11.b.
1. Total deposit liabilities of the bank (including related interest accrued and unpaid) less allowable exclusions (including related interest accrued and unpaid) (sum of Memorandum items 1.a.(1), 1.b.(1), 1.c.(1), and 1.d.(1) must equal Schedule RC-O, item 1 less item 2):			M.1.
a. Deposit accounts (excluding retirement accounts) of \$250,000 or less: ¹			M.1.a.
1. Amount of deposit accounts (excluding retirement accounts) of \$250,000 or less.....	RCONF049	9,670,101	M.1.a.1.
2. Number of deposit accounts (excluding retirement accounts) of \$250,000 or less.....	RCONF050	480650	M.1.a.2.
b. Deposit accounts (excluding retirement accounts) of more than \$250,000: ¹			M.1.b.
1. Amount of deposit accounts (excluding retirement accounts) of more than \$250,000.....	RCONF051	8,240,612	M.1.b.1.
2. Number of deposit accounts (excluding retirement accounts) of more than \$250,000.....	RCONF052	11556	M.1.b.2.
c. Retirement deposit accounts of \$250,000 or less: ¹			M.1.c.
1. Amount of retirement deposit accounts of \$250,000 or less.....	RCONF045	127,693	M.1.c.1.
2. Number of retirement deposit accounts of \$250,000 or less.....	RCONF046	7658	M.1.c.2.
d. Retirement deposit accounts of more than \$250,000: ¹			M.1.d.

1. See instructions for averaging methods. For deposit insurance assessment purposes, tangible equity is defined as Tier 1 capital as set forth in the banking agencies' regulatory capital standards and reported in Schedule RC-R, Part I, item 26, except as described in the instructions.
 1. The dollar amounts used as the basis for reporting in Memorandum items 1.a through 1.d reflect the deposit insurance limits in effect on the report date.

Dollar amounts in thousands

1. Amount of retirement deposit accounts of more than \$250,000.....	RCONF047	10,241	M.1.d.1.
2. Number of retirement deposit accounts of more than \$250,000.....	RCONF048	31	M.1.d.2.
<i>Memorandum item 2 is to be completed by banks with \$1 billion or more in total assets.</i>			
2. Estimated amount of uninsured deposits, including related interest accrued and unpaid (see instructions) ³	RCON5597	6,796,302	M.2.
3. Has the reporting institution been consolidated with a parent bank or savings association in that parent bank's or parent savings association's Call Report? If so, report the legal title and FDIC Certificate Number of the parent bank or parent savings association:			M.3.
a. Legal title.....	TEXTA545	NR	M.3.a.
b. FDIC Certificate Number.....	RCONA545	0	M.3.b.
4. Not applicable			M.4.
<i>Memorandum items 5 through 12 are to be completed by "large institutions" and "highly complex institutions" as defined in FDIC regulations.</i>			
5. Applicable portion of the CECL transitional amount or modified CECL transitional amount that has been added to retained earnings for regulatory capital purposes as of the current report date and is attributable to loans and leases held for investment.....	RCONMW53	22,721	M.5.
6. Criticized and classified items:			M.6.
a. Special mention.....	RCONK663	CONF	M.6.a.
b. Substandard.....	RCONK664	CONF	M.6.b.
c. Doubtful.....	RCONK665	CONF	M.6.c.
d. Loss.....	RCONK666	CONF	M.6.d.
7. "Nontraditional 1-4 family residential mortgage loans" as defined for assessment purposes only in FDIC regulations:			M.7.
a. Nontraditional 1-4 family residential mortgage loans.....	RCONN025	CONF	M.7.a.
b. Securitizations of nontraditional 1-4 family residential mortgage loans.....	RCONN026	CONF	M.7.b.
8. "Higher-risk consumer loans" as defined for assessment purposes only in FDIC regulations:			M.8.
a. Higher-risk consumer loans.....	RCONN027	CONF	M.8.a.
b. Securitizations of higher-risk consumer loans.....	RCONN028	CONF	M.8.b.
9. "Higher-risk commercial and industrial loans and securities" as defined for assessment purposes only in FDIC regulations:			M.9.
a. Higher-risk commercial and industrial loans and securities.....	RCONN029	CONF	M.9.a.
b. Securitizations of higher-risk commercial and industrial loans and securities.....	RCONN030	CONF	M.9.b.
10. Commitments to fund construction, land development, and other land loans secured by real estate:			M.10.
a. Total unfunded commitments.....	RCONK676	2,113,166	M.10.a.
b. Portion of unfunded commitments guaranteed or insured by the U.S. government (including the FDIC).....	RCONK677	0	M.10.b.
11. Amount of other real estate owned recoverable from the U.S. government under guarantee or insurance provisions (excluding FDIC loss-sharing agreements).....	RCONK669	859	M.11.
12. Nonbrokered time deposits of more than \$250,000 (included in Schedule RC-E, Memorandum item 2.d).....	RCONK678	670,207	M.12.
<i>Memorandum item 13.a is to be completed by "large institutions" and "highly complex institutions" as defined in FDIC regulations. Memorandum items 13.b through 13.h are to be completed by "large institutions" only.</i>			
13. Portion of funded loans and securities guaranteed or insured by the U.S. government (including FDIC loss-sharing agreements):			M.13.
a. Construction, land development, and other land loans secured by real estate.....	RCONN177	0	M.13.a.
b. Loans secured by multifamily residential and nonfarm nonresidential properties.....	RCONN178	3,780	M.13.b.
c. Closed-end loans secured by first liens on 1-4 family residential properties.....	RCONN179	2,359,819	M.13.c.
d. Closed-end loans secured by junior liens on 1-4 family residential properties and revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....	RCONN180	0	M.13.d.
e. Commercial and industrial loans.....	RCONN181	2,112	M.13.e.
f. Credit card loans to individuals for household, family, and other personal expenditures.....	RCONN182	0	M.13.f.
g. All other loans to individuals for household, family, and other personal expenditures.....	RCONN183	0	M.13.g.
h. Non-agency residential mortgage-backed securities.....	RCONM963	0	M.13.h.
<i>Memorandum items 14 and 15 are to be completed by "highly complex institutions" as defined in FDIC regulations.</i>			
14. Amount of the institution's largest counterparty exposure.....	RCONK673	CONF	M.14.
15. Total amount of the institution's 20 largest counterparty exposures.....	RCONK674	CONF	M.15.
<i>Memorandum item 16 is to be completed by "large institutions" and "highly complex institutions" as defined in FDIC regulations.</i>			
16. Portion of loans restructured in troubled debt restructurings that are in compliance with their modified terms and are guaranteed or insured by the U.S. government (including the FDIC) (included in Schedule RC-C, part I, Memorandum item 1).....	RCONL189	13,352	M.16.

3. Uninsured deposits should be estimated based on the deposit insurance limits set forth in Memorandum items 1.a through 1.d.

Dollar amounts in thousands

Memorandum item 17 is to be completed on a fully consolidated basis by those "large institutions" and "highly complex institutions" as defined in FDIC regulations that own another insured depository institution.

17. Selected fully consolidated data for deposit insurance assessment purposes:

a. Total deposit liabilities before exclusions (gross) as defined in Section 3(l) of the Federal Deposit Insurance Act and FDIC regulations.....	RCOVL194	NR	M.17.a.
b. Total allowable exclusions, including interest accrued and unpaid on allowable exclusions.....	RCOVL195	NR	M.17.b.
c. Unsecured "Other borrowings" with a remaining maturity of one year or less.....	RCOVL196	NR	M.17.c.
d. Estimated amount of uninsured deposits, including related interest accrued and unpaid.....	RCOVL197	NR	M.17.d.

	(Column A) Two-Year Probability of Default (PD) <= 1%	(Column B) Two-Year Probability of Default (PD) 1.01-4%	(Column C) Two-Year Probability of Default (PD) 4.01-7%	(Column D) Two-Year Probability of Default (PD) 7.01-10%	(Column E) Two-Year Probability of Default (PD) 10.01-14%	(Column F) Two-Year Probability of Default (PD) 14.01-16%	(Column G) Two-Year Probability of Default (PD) 16.01-18%	(Column H) Two-Year Probability of Default (PD) 18.01-20%	(Column I) Two-Year Probability of Default (PD) 20.01-22%	(Column J) Two-Year Probability of Default (PD) 22.01-26%	(Column K) Two-Year Probability of Default (PD) 26.01-30%	(Column L) Two-Year Probability of Default (PD) > 30%	(Column M) Two-Year Probability of Default (PD) Unscoreable	(Column N) Two-Year Probability of Default (PD) Total	(Column O) PDs Were Derived Using	
Dollar amounts in thousands																
18. Outstanding balance of 1-4 family residential mortgage loans, consumer loans, and consumer leases by two-year probability of default:															M18	
a. "Nontraditional 1-4 family residential mortgage loans" as defined for assessment purposes only in FDIC regulations.....	RCONM964 CONF	RCONM965 CONF	RCONM966 CONF	RCONM967 CONF	RCONM968 CONF	RCONM969 CONF	RCONM970 CONF	RCONM971 CONF	RCONM972 CONF	RCONM973 CONF	RCONM974 CONF	RCONM975 CONF	RCONM976 CONF	RCONM977 CONF	RCONM978 CONF	M18a
b. Closed-end loans secured by first liens on 1-4 family residential properties.....	RCONN979 CONF	RCONN980 CONF	RCONN981 CONF	RCONN982 CONF	RCONN983 CONF	RCONN984 CONF	RCONN985 CONF	RCONN986 CONF	RCONN987 CONF	RCONN988 CONF	RCONN989 CONF	RCONN990 CONF	RCONN991 CONF	RCONN992 CONF	RCONN993 CONF	M18b
c. Closed-end loans secured by junior liens on 1-4 family residential properties.....	RCONN994 CONF	RCONN995 CONF	RCONN996 CONF	RCONN997 CONF	RCONN998 CONF	RCONN999 CONF	RCONN001 CONF	RCONN002 CONF	RCONN003 CONF	RCONN004 CONF	RCONN005 CONF	RCONN006 CONF	RCONN007 CONF	RCONN008 CONF	RCONN009 CONF	M18c
d. Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....	RCONN010 CONF	RCONN011 CONF	RCONN012 CONF	RCONN013 CONF	RCONN014 CONF	RCONN015 CONF	RCONN016 CONF	RCONN017 CONF	RCONN018 CONF	RCONN019 CONF	RCONN020 CONF	RCONN021 CONF	RCONN022 CONF	RCONN023 CONF	RCONN024 CONF	M18d
e. Credit cards.....	RCONN040 CONF	RCONN041 CONF	RCONN042 CONF	RCONN043 CONF	RCONN044 CONF	RCONN045 CONF	RCONN046 CONF	RCONN047 CONF	RCONN048 CONF	RCONN049 CONF	RCONN050 CONF	RCONN051 CONF	RCONN052 CONF	RCONN053 CONF	RCONN054 CONF	M18e
f. Automobile loans.....	RCONN055 CONF	RCONN056 CONF	RCONN057 CONF	RCONN058 CONF	RCONN059 CONF	RCONN060 CONF	RCONN061 CONF	RCONN062 CONF	RCONN063 CONF	RCONN064 CONF	RCONN065 CONF	RCONN066 CONF	RCONN067 CONF	RCONN068 CONF	RCONN069 CONF	M18f
g. Student loans.....	RCONN070 CONF	RCONN071 CONF	RCONN072 CONF	RCONN073 CONF	RCONN074 CONF	RCONN075 CONF	RCONN076 CONF	RCONN077 CONF	RCONN078 CONF	RCONN079 CONF	RCONN080 CONF	RCONN081 CONF	RCONN082 CONF	RCONN083 CONF	RCONN084 CONF	M18g
h. Other consumer loans and revolving credit plans other than credit cards.....	RCONN085 CONF	RCONN086 CONF	RCONN087 CONF	RCONN088 CONF	RCONN089 CONF	RCONN090 CONF	RCONN091 CONF	RCONN092 CONF	RCONN093 CONF	RCONN094 CONF	RCONN095 CONF	RCONN096 CONF	RCONN097 CONF	RCONN098 CONF	RCONN099 CONF	M18h
i. Consumer leases.....	RCONN100 CONF	RCONN101 CONF	RCONN102 CONF	RCONN103 CONF	RCONN104 CONF	RCONN105 CONF	RCONN106 CONF	RCONN107 CONF	RCONN108 CONF	RCONN109 CONF	RCONN110 CONF	RCONN111 CONF	RCONN112 CONF	RCONN113 CONF	RCONN114 CONF	M18i
j. Total.....	RCONN115 CONF	RCONN116 CONF	RCONN117 CONF	RCONN118 CONF	RCONN119 CONF	RCONN120 CONF	RCONN121 CONF	RCONN122 CONF	RCONN123 CONF	RCONN124 CONF	RCONN125 CONF	RCONN126 CONF	RCONN127 CONF	RCONN128 CONF		M18j

Schedule RC-P - 1-4 Family Residential Mortgage Banking Activities(Form Type - 041)

Schedule RC-P is to be completed by banks at which either 1-4 family residential mortgage loan originations and purchases for resale from all sources, loan sales, or quarter-end loans held for sale or trading exceed \$10 million for two consecutive quarters.

Dollar amounts in thousands

1. Retail originations during the quarter of 1-4 family residential mortgage loans for sale ¹	RCONHT81	2,893,467	1.
2. Wholesale originations and purchases during the quarter of 1-4 family residential mortgage loans for sale ²	RCONHT82	5,261,936	2.
3. 1-4 family residential mortgage loans sold during the quarter.....	RCONFT04	9,871,484	3.
4. 1-4 family residential mortgage loans held for sale or trading at quarter-end (included in Schedule RC, items 4.a and 5).....	RCONFT05	3,457,463	4.
5. Noninterest income for the quarter from the sale, securitization, and servicing of 1-4 family residential mortgage loans (included in Schedule RI, items 5.c, 5.f, 5.g, and 5.i).....	RIADHT85	147,177	5.
6. Repurchases and indemnifications of 1-4 family residential mortgage loans during the quarter.....	RCONHT86	14,554	6.
7. Representation and warranty reserves for 1-4 family residential mortgage loans sold:			7.
a. For representations and warranties made to U.S. government agencies and government-sponsored agencies..	RCONL191	CONF	7.a.
b. For representations and warranties made to other parties.....	RCONL192	CONF	7.b.
c. Total representation and warranty reserves (sum of items 7.a and 7.b).....	RCONM288	3,000	7.c.

Schedule RC-Q - Assets and Liabilities Measured at Fair Value on a Recurring Basis(Form Type - 041)

Schedule RC-Q is to be completed by banks that:

- (1) Have elected to report financial instruments or servicing assets and liabilities at fair value under a fair value option with changes in fair value recognized in earnings, or
- (2) Are required to complete Schedule RC-D, Trading Assets and Liabilities.

Dollar amounts in thousands

	(Column A) Total Fair Value Reported on Schedule RC	(Column B) LESS: Amounts Netted in the Determination of Total Fair Value	(Column C) Level 1 Fair Value Measurements	(Column D) Level 2 Fair Value Measurements	(Column E) Level 3 Fair Value Measurements	
1. Available-for-sale debt securities and equity securities with readily determinable fair values not held for trading ¹	RCONJA36 2,008,480	RCONG474 0	RCONG475 0	RCONG476 2,008,480	RCONG477 0	1.
2. Not applicable						2.
3. Loans and leases held for sale.....	RCONG483 3,171,457	RCONG484 0	RCONG485 0	RCONG486 3,171,457	RCONG487 0	3.
4. Loans and leases held for investment.....	RCONG488 21,490	RCONG489 0	RCONG490 0	RCONG491 20,030	RCONG492 1,460	4.
5. Trading assets:						5.
a. Derivative assets.....	RCON3543 298,706	RCONG493 23	RCONG494 0	RCONG495 298,729	RCONG496 0	5.a.
b. Other trading assets.....	RCONG497 0	RCONG498 0	RCONG499 0	RCONG500 0	RCONG501 0	5.b.
1. Nontrading securities at fair value with changes in fair value reported in current earnings (included in Schedule RC-Q, item 5.b, above).....	RCONF240 0	RCONF684 0	RCONF692 0	RCONF241 0	RCONF242 0	5.b.1.
6. All other assets.....	RCONG391 557,125	RCONG392 0	RCONG395 0	RCONG396 10,970	RCONG804 546,155	6.
7. Total assets measured at fair value on a recurring basis (sum of items 1 through 5.b plus item 6).....	RCONG502 6,057,258	RCONG503 23	RCONG504 0	RCONG505 5,509,666	RCONG506 547,615	7.
8. Deposits.....	RCONF252 0	RCONF686 0	RCONF694 0	RCONF253 0	RCONF254 0	8.
9. Not applicable						9.
10. Trading liabilities:						10.
a. Derivative liabilities.....	RCON3547 46,294	RCONG512 0	RCONG513 0	RCONG514 46,294	RCONG515 0	10.a.
b. Other trading liabilities.....	RCONG516 0	RCONG517 0	RCONG518 0	RCONG519 0	RCONG520 0	10.b.
11. Not applicable						11.
12. Not applicable						12.

1. Exclude originations and purchases of 1-4 family residential mortgage loans that are held for investment.
 2. Exclude originations and purchases of 1-4 family residential mortgage loans that are held for investment.
 1. The amount reported in item 1, column A, must equal the sum of Schedule RC, items 2.b and 2.c.

Dollar amounts in thousands						
	(Column A) Total Fair Value Reported on Schedule RC	(Column B) LESS: Amounts Netted in the Determination of Total Fair Value	(Column C) Level 1 Fair Value Measurements	(Column D) Level 2 Fair Value Measurements	(Column E) Level 3 Fair Value Measurements	
13. All other liabilities.....	RCONG805 48,387	RCONG806 0	RCONG807 0	RCONG808 21,669	RCONG809 26,718	13.
14. Total liabilities measured at fair value on a recurring basis (sum of items 8 through 13).....	RCONG531 94,681	RCONG532 0	RCONG533 0	RCONG534 67,963	RCONG535 26,718	14.
1. All other assets (itemize and describe amounts included in Schedule RC-Q, item 6, that are greater than \$100,000 and exceed 25% of item 6):						M.1.
a. Mortgage servicing assets.....	RCONG536 523,182	RCONG537 NR	RCONG538 NR	RCONG539 NR	RCONG540 523,182	M.1.a.

Dollar amounts in thousands	(Column A) Total Fair Value Reported on Schedule RC	(Column B) LESS: Amounts Netted in the Determination of Total Fair Value	(Column C) Level 1 Fair Value Measurements	(Column D) Level 2 Fair Value Measurements	(Column E) Level 3 Fair Value Measurements	
b. Nontrading derivative assets.....	RCONG541 NR	RCONG542 NR	RCONG543 NR	RCONG544 NR	RCONG545 NR	M.1.b.

Dollar amounts in thousands			
c. Disclose component and the dollar amount of that component:			M.1.c.
1. Describe component.....	TEXTG546	NR	M.1.c.1.

Dollar amounts in thousands	(Column A) Total Fair Value Reported on Schedule RC	(Column B) LESS: Amounts Netted in the Determination of Total Fair Value	(Column C) Level 1 Fair Value Measurements	(Column D) Level 2 Fair Value Measurements	(Column E) Level 3 Fair Value Measurements	
2. Amount of component.....	RCONG546 NR	RCONG547 NR	RCONG548 NR	RCONG549 NR	RCONG550 NR	M.1.c.2.

Dollar amounts in thousands			
d. Disclose component and the dollar amount of that component:			M.1.d.
1. Describe component.....	TEXTG551	NR	M.1.d.1.

Dollar amounts in thousands	(Column A) Total Fair Value Reported on Schedule RC	(Column B) LESS: Amounts Netted in the Determination of Total Fair Value	(Column C) Level 1 Fair Value Measurements	(Column D) Level 2 Fair Value Measurements	(Column E) Level 3 Fair Value Measurements	
2. Amount of component.....	RCONG551 NR	RCONG552 NR	RCONG553 NR	RCONG554 NR	RCONG555 NR	M.1.d.2.

Dollar amounts in thousands			
e. Disclose component and the dollar amount of that component:			M.1.e.
1. Describe component.....	TEXTG556	NR	M.1.e.1.

Dollar amounts in thousands	(Column A) Total Fair Value Reported on Schedule RC	(Column B) LESS: Amounts Netted in the Determination of Total Fair Value	(Column C) Level 1 Fair Value Measurements	(Column D) Level 2 Fair Value Measurements	(Column E) Level 3 Fair Value Measurements	
2. Amount of component.....	RCONG556 NR	RCONG557 NR	RCONG558 NR	RCONG559 NR	RCONG560 NR	M.1.e.2.

Dollar amounts in thousands			
f. Disclose component and the dollar amount of that component:			M.1.f.
1. Describe component.....	TEXTG561	NR	M.1.f.1.

Dollar amounts in thousands						
	(Column A) Total Fair Value Reported on Schedule RC	(Column B) LESS: Amounts Netted in the Determination of Total Fair Value	(Column C) Level 1 Fair Value Measurements	(Column D) Level 2 Fair Value Measurements	(Column E) Level 3 Fair Value Measurements	
2. Amount of component.....	RCONG561 NR	RCONG562 NR	RCONG563 NR	RCONG564 NR	RCONG565 NR	M.1.f.2.
2. All other liabilities (itemize and describe amounts included in Schedule RC-Q, item 13, that are greater than \$100,000 and exceed 25% of item 13):						M.2.
a. Loan commitments (not accounted for as derivatives).....	RCONF261 NR	RCONF689 NR	RCONF697 NR	RCONF262 NR	RCONF263 NR	M.2.a.
b. Nontrading derivative liabilities.....	RCONG566 NR	RCONG567 NR	RCONG568 NR	RCONG569 NR	RCONG570 NR	M.2.b.

Dollar amounts in thousands			
c. Disclose component and the dollar amount of that component:			M.2.c.
1. Describe component.....	TEXTG571	Click here for value	M.2.c.1.

(TEXTG571) Customer Swap Liability

Dollar amounts in thousands						
	(Column A) Total Fair Value Reported on Schedule RC	(Column B) LESS: Amounts Netted in the Determination of Total Fair Value	(Column C) Level 1 Fair Value Measurements	(Column D) Level 2 Fair Value Measurements	(Column E) Level 3 Fair Value Measurements	
2. Amount of component.....	RCONG571 21,591	RCONG572 NR	RCONG573 NR	RCONG574 21,591	RCONG575 NR	M.2.c.2.

Dollar amounts in thousands			
d. Disclose component and the dollar amount of that component:			M.2.d.
1. Describe component.....	TEXTG576	Click here for value	M.2.d.1.

(TEXTG576) Interest Rate Lock Liability

Dollar amounts in thousands		(Column A) Total Fair Value Reported on Schedule RC	(Column B) LESS: Amounts Netted in the Determination of Total Fair Value	(Column C) Level 1 Fair Value Measurements	(Column D) Level 2 Fair Value Measurements	(Column E) Level 3 Fair Value Measurements
2. Amount of component.....		RCONG576 26,718	RCONG577 NR	RCONG578 NR	RCONG579 NR	RCONG580 26,718

Dollar amounts in thousands			
e. Disclose component and the dollar amount of that component:			
1. Describe component.....		TEXTG581	NR

Dollar amounts in thousands		(Column A) Total Fair Value Reported on Schedule RC	(Column B) LESS: Amounts Netted in the Determination of Total Fair Value	(Column C) Level 1 Fair Value Measurements	(Column D) Level 2 Fair Value Measurements	(Column E) Level 3 Fair Value Measurements
2. Amount of component.....		RCONG581 NR	RCONG582 NR	RCONG583 NR	RCONG584 NR	RCONG585 NR

Dollar amounts in thousands			
f. Disclose component and the dollar amount of that component:			
1. Describe component.....		TEXTG586	NR

Dollar amounts in thousands		(Column A) Total Fair Value Reported on Schedule RC	(Column B) LESS: Amounts Netted in the Determination of Total Fair Value	(Column C) Level 1 Fair Value Measurements	(Column D) Level 2 Fair Value Measurements	(Column E) Level 3 Fair Value Measurements
2. Amount of component.....		RCONG586 NR	RCONG587 NR	RCONG588 NR	RCONG589 NR	RCONG590 NR

Dollar amounts in thousands			
3. Loans measured at fair value (included in Schedule RC-C, Part I, items 1 through 9):			
a. Loans secured by real estate:			
1. Secured by 1-4 family residential properties.....		RCONHT87	3,087,399
2. All other loans secured by real estate.....		RCONHT88	88,667
b. Commercial and industrial loans.....		RCONF585	0
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper).....		RCONHT89	0
d. Other loans.....		RCONF589	0
4. Unpaid principal balance of loans measured at fair value (reported in Schedule RC-Q, Memorandum item 3):			
a. Loans secured by real estate:			
1. Secured by 1-4 family residential properties.....		RCONHT91	3,152,614
2. All other loans secured by real estate.....		RCONHT92	86,169
b. Commercial and industrial loans.....		RCONF597	0
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper).....		RCONHT93	0
d. Other loans.....		RCONF601	0

Schedule RC-R Part I - Regulatory Capital Components and Ratios(Form Type - 041)

Part I is to be completed on a consolidated basis.

Dollar amounts in thousands

1. Common stock plus related surplus, net of treasury stock and unearned employee stock ownership plan (ESOP) shares.....	RCOAP742	1,545,898	1.
2. Retained earnings ¹	RCOAKW00	1,363,470	2.
<i>To be completed only by institutions that have adopted ASU 2016-13:</i>			
a. Does your institution have a CECL transition election in effect as of the quarter-end report date? (enter "0" for No; enter "1" for Yes with a 3-year CECL transition election; enter "2" for Yes with a 5-year 2020 CECL transition election.).....	RCOAJJ29	2	2.a.
3. Accumulated other comprehensive income (AOCI).....	RCOAB530	-2,146	3.
a. AOCI opt-out election (enter "1" for Yes; enter "0" for No.).....	RCOAP838	1	3.a.
4. Common equity tier 1 minority interest includable in common equity tier 1 capital.....	RCOAP839	200	4.
5. Common equity tier 1 capital before adjustments and deductions (sum of items 1 through 4).....	RCOAP840	2,907,422	5.
6. LESS: Goodwill net of associated deferred tax liabilities (DTLs).....	RCOAP841	109,479	6.
7. LESS: Intangible assets (other than goodwill and mortgage servicing assets (MSAs)), net of associated DTLs.....	RCOAP842	30,181	7.
8. LESS: Deferred tax assets (DTAs) that arise from net operating loss and tax credit carryforwards, net of any related valuation allowances and net of DTLs.....	RCOAP843	11,427	8.
9. AOCI-related adjustments (items 9.a through 9.e are effective January 1, 2015) (if entered "1" for Yes in item 3.a, complete only items 9.a through 9.e; if entered "0" for No in item 3.a, complete only item 9.f):			9.
a. LESS: Net unrealized gains (losses) on available-for-sale debt securities (if a gain, report as a positive value; if a loss, report as a negative value).....	RCOAP844	-43,695	9.a.
b. Not applicable.			9.b.
c. LESS: Accumulated net gains (losses) on cash flow hedges (if a gain, report as a positive value; if a loss, report as a negative value).....	RCOAP846	40,959	9.c.
d. LESS: Amounts recorded in AOCI attributed to defined benefit postretirement plans resulting from the initial and subsequent application of the relevant GAAP standards that pertain to such plans (if a gain, report as a positive value; if a loss, report as a negative value).....	RCOAP847	0	9.d.
e. LESS: Net unrealized gains (losses) on held-to-maturity securities that are included in AOCI (if a gain, report as a positive value; if a loss, report as a negative value).....	RCOAP848	590	9.e.
f. LESS: Accumulated net gain (loss) on cash flow hedges included in AOCI, net of applicable income taxes, that relate to the hedging of items that are not recognized at fair value on the balance sheet (if a gain, report as a positive value; if a loss, report as a negative value) (To be completed only by institutions that entered "0" for No in item 3.a.).....	RCOAP849	NR	9.f.
10. Other deductions from (additions to) common equity tier 1 capital before threshold-based deductions:			10.
a. LESS: Unrealized net gain (loss) related to changes in the fair value of liabilities that are due to changes in own credit risk (if a gain, report as a positive value; if a loss, report as a negative value).....	RCOAP850	0	10.a.
b. LESS: All other deductions from (additions to) common equity tier 1 capital before threshold-based deductions.	RCOAP851	0	10.b.
11. Not applicable			11.
12. Subtotal (item 5 minus items 6 through 10.b.).....	RCOAP852	2,758,481	12.
13. LESS: Investments in the capital of unconsolidated financial institutions, net of associated DTLs, that exceed 25 percent of item 12.....	RCOALB58	0	13.
14. LESS: MSAs, net of associated DTLs, that exceed 25 percent of item 12.....	RCOALB59	0	14.
15. LESS: DTAs arising from temporary differences that could not be realized through net operating loss carrybacks, net of related valuation allowances and net of DTLs, that exceed 25 percent of item 12.....	RCOALB60	0	15.
16. Not applicable			16.
17. LESS: Deductions applied to common equity tier 1 capital due to insufficient amounts of additional tier 1 capital and tier 2 capital to cover deductions ¹	RCOAP857	0	17.
18. Total adjustments and deductions for common equity tier 1 capital (sum of items 13 through 17).....	RCOAP858	0	18.
19. Common equity tier 1 capital (item 12 minus item 18).....	RCOAP859	2,758,481	19.
20. Additional tier 1 capital instruments plus related surplus.....	RCOAP860	0	20.
21. Non-qualifying capital instruments subject to phase out from additional tier 1 capital	RCOAP861	0	21.
22. Tier 1 minority interest not included in common equity tier 1 capital.....	RCOAP862	0	22.
23. Additional tier 1 capital before deductions (sum of items 20, 21, and 22).....	RCOAP863	0	23.
24. LESS: Additional tier 1 capital deductions.....	RCOAP864	0	24.
25. Additional tier 1 capital (greater of item 23 minus item 24, or zero).....	RCOAP865	0	25.

1. Institutions that have adopted ASU 2016-13 and have elected to apply the 3-year or the 5-year 2020 CECL transition provision should include the applicable portion of the CECL transitional amount or the modified CECL transitional amount, respectively, in this item.
 1. An institution that has a CBLR framework election in effect as of the quarter-end report date is neither required to calculate tier 2 capital nor make any deductions that would have been taken from tier 2 capital as of the report date.

Dollar amounts in thousands

26. Tier 1 capital (sum of items 19 and 25).....	RCOA8274	2,758,481	26.
27. Average total consolidated assets ²	RCOAKW03	24,135,045	27.
28. LESS: Deductions from common equity tier 1 capital and additional tier 1 capital (sum of items 6, 7, 8, 10.b, 13 through 15, 17, and certain elements of item 24 - see instructions).....	RCOAP875	151,087	28.
29. LESS: Other deductions from (additions to) assets for leverage ratio purposes.....	RCOAB596	0	29.
30. Total assets for the leverage ratio (item 27 minus items 28 and 29).....	RCOAA224	23,983,958	30.
31. Leverage ratio (item 26 divided by 30).....	RCOA7204	11.5014%	31.
a. Does your institution have a community bank leverage ratio (CBLR) framework election in effect as of the quarter-end report date? (enter "1" for Yes; enter "0" for No).....	RCOALE74	0	31.a.

2. Institutions that have adopted ASU 2016-13 and have elected to apply the 3-year or the 5-year 2020 CECL transition provision should include the applicable portion of the CECL transitional amount or the modified CECL transitional amount, respectively, in item 27.

Dollar amounts in thousands

Item 31.b is to be completed only by non-advanced approaches institutions that elect to use the Standardized Approach for Counterparty Credit Risk (SA-CCR) for purposes of the standardized approach and supplementary leverage ratio.

b. Standardized Approach for Counterparty Credit Risk opt-in election (enter "1" for Yes; leave blank for No.)¹

RCOANC99	NR	31.b.
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Dollar amounts in thousands

	(Column A) Amount		(Column B) Percentage		
32. Total assets (Schedule RC, item 12); (must be less than \$10 billion).....	RCOA2170	NR			32.
33. Trading assets and trading liabilities (Schedule RC, sum of items 5 and 15). Report as a dollar amount in Column A and as a percentage of total assets (5% limit) in Column B.....	RCOAKX77	NR	RCOAKX78	NR	33.
34. Off-balance sheet exposures:					34.
a. Unused portion of conditionally cancellable commitments.....	RCOAKX79	NR			34.a.
b. Securities lent and borrowed (Schedule RC-L, sum of items 6.a and 6.b).....	RCOAKX80	NR			34.b.
c. Other off-balance sheet exposures.....	RCOAKX81	NR			34.c.
d. Total off-balance sheet exposures (sum of items 34.a through 34.c). Report as a dollar amount in Column A and as a percentage of total assets (25% limit) in Column B.....	RCOAKX82	NR	RCOAKX83	NR	34.d.

Dollar amounts in thousands

35. Unconditionally cancellable commitments.....	RCOAS540	NR			35.
36. Investments in the tier 2 capital of unconsolidated financial institutions.....	RCOALB61	NR			36.
37. Allocated transfer risk reserve.....	RCOA3128	NR			37.
38. Amount of allowances for credit losses on purchased credit-deteriorated assets: ¹					38.
a. Loans and leases held for investment.....	RCOAJJ30	NR			38.a.
b. Held-to-maturity debt securities.....	RCOAJJ31	NR			38.b.
c. Other financial assets measured at amortized cost.....	RCOAJJ32	NR			38.c.
39. Tier 2 capital instruments plus related surplus.....	RCOAP866	0			39.
40. Non-qualifying capital instruments subject to phase-out from tier 2 capital.....	RCOAP867	0			40.
41. Total capital minority interest that is not included in tier 1 capital.....	RCOAP868	0			41.
42. Allowance for loan and lease losses includable in tier 2 capital ²	RCOA5310	116,734			42.
43. Not applicable.					43.
44. Tier 2 capital before deductions (sum of items 39 through 42).....	RCOAP870	116,734			44.
45. LESS: Tier 2 capital deductions.....	RCOAP872	0			45.
46. Tier 2 capital (greater of item 44 minus item 45, or zero).....	RCOA5311	116,734			46.
47. Total capital (sum of items 26 and 46).....	RCOA3792	2,875,215			47.
48. Total risk-weighted assets (from Schedule RC-R, Part II, item 31).....	RCOAA223	18,725,463			48.

Dollar amounts in thousands

49. Common equity tier 1 capital ratio (item 19 divided by item 48).....	RCOAP793	14.7312%	49.
50. Tier 1 capital ratio (item 26 divided by item 48).....	RCOA7206	14.7312%	50.
51. Total capital ratio (item 47 divided by item 48).....	RCOA7205	15.3546%	51.

Dollar amounts in thousands

52. Institution-specific capital buffer necessary to avoid limitations on distributions and discretionary bonus payments:			52.
a. Capital conservation buffer.....	RCOAH311	7.3546%	52.a.
b. Institutions subject to Category III capital requirements only: Total applicable capital buffer.....	RCOWH312	NR	52.b.
53. Eligible retained income ³	RCOAH313	NR	53.
54. Distributions and discretionary bonus payments during the quarter ⁴	RCOAH314	NR	54.
55. Institutions subject to Category III capital standards only: Supplementary leverage ratio information:			55.
a. Total leverage exposure ⁵	RCOAH015	NR	55.a.
b. Supplementary leverage ratio.....	RCOAH036	NR	55.b.

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1. For the December 31, 2021, report date only, advanced approaches institutions that adopt SA-CCR prior to the mandatory compliance date should enter "1" in item 31.b.
 1. Items 38.a through 38.c should be completed only by institutions that have adopted ASU 2016-13.
 2. Institutions that have adopted ASU 2016-13 should report the adjusted allowances for credit losses (AACL), as defined in the regulatory capital rule, in item 30.a.
 3. Non-advanced approaches institutions other than Category III institutions must complete item 53 only if the amount reported in item 52.a above is less than or equal to 2.5000 percent. Category III institutions must complete item 53 only if the amount reported in item 52.a above is less than or equal to the amount reported in item 52.b above.
 4. Non-advanced approaches institutions other than Category III institutions must complete item 54 only if the amount reported in Schedule RC-R, Part I, item 52.a, in the Call Report for the previous calendar quarter-end report date was less than or equal to 2.5000 percent. Category III institutions must complete item 54 only if the amount reported in Schedule RC-R, Part I, item 52.a, in the Call Report for the previous calendar quarter-end report date was less than or equal to the amount reported in Schedule
 5. Institutions that have adopted ASU 2016-13 and have elected to apply the 3-year or the 5-year 2020 CECL transition provision should include the applicable portion of the CECL transitional amount or the modified CECL transitional amount, respectively, in item 55.a.

Schedule RC-R Part II - Risk-Weighted Assets(Form Type - 041)

Institutions are required to assign a 100 percent risk weight to all assets not specifically assigned a risk weight under Subpart D of the federal banking agencies' regulatory capital rules and not deducted from tier 1 or tier 2 capital.

Dollar amounts in thousands											
(Column A) Totals from Schedule RC	(Column B) Adjustments to Totals Reported in Column A	(Column C) Allocation by Risk-Weight Category 0%	(Column D) Allocation by Risk-Weight Category 2%	(Column E) Allocation by Risk-Weight Category 4%	(Column F) Allocation by Risk-Weight Category 10%	(Column G) Allocation by Risk-Weight Category 20%	(Column H) Allocation by Risk-Weight Category 50%	(Column I) Allocation by Risk-Weight Category 100%	(Column J) Allocation by Risk-Weight Category 150%		
1. Cash and balances due from depository institutions.....	RCOND957 405,975	RCONS396 0	RCOND958 281,217				RCOND959 102,181	RCONS397 0	RCOND960 22,577	RCONS398 0	1.
2. Securities:											2.
a. Held-to-maturity securities ³	RCOND961 189,676	RCONS399 479	RCOND962 86,029	RCONHJ74 0	RCONHJ75 0		RCOND963 103,166	RCOND964 0	RCOND965 0	RCONS400 0	2.a.
b. Available-for-sale debt securities and equity securities with readily determinable fair values not held for trading.....	RCONJA21 1,750,245	RCONS402 -74,083	RCOND967 897,460	RCONHJ76 0	RCONHJ77 0		RCOND968 851,020	RCOND969 15,361	RCOND970 60,489	RCONS403 0	2.b.
3. Federal funds sold and securities purchased under agreements to resell:											3.
a. Federal funds sold.....	RCOND971 0		RCOND972 0				RCOND973 0	RCONS410 0	RCOND974 0	RCONS411 0	3.a.
b. Securities purchased under agreements to resell.....	RCONH171 0	RCONH172 0									3.b.
4. Loans and leases held for sale:											4.
a. Residential mortgage exposures.....	RCONS413 3,388,487	RCONS414 0	RCONH173 0				RCONS415 1,068,965	RCONS416 2,272,652	RCONS417 46,871		4.a.
b. High volatility commercial real estate exposures.....	RCONS419 0	RCONS420 0	RCONH174 0				RCONH175 0	RCONH176 0	RCONH177 0	RCONS421 0	4.b.
c. Exposures past due 90 days or more or on nonaccrual ³	RCONS423 0	RCONS424 0	RCONS425 0	RCONHJ78 0	RCONHJ79 0		RCONS426 0	RCONS427 0	RCONS428 0	RCONS429 0	4.c.

Dollar amounts in thousands											
(Column K) Allocation by Risk-Weight Category 250%	(Column L) Allocation by Risk-Weight Category 300%	(Column M) Allocation by Risk-Weight Category 400%	(Column N) Allocation by Risk-Weight Category 600%	(Column O) Allocation by Risk-Weight Category 625%	(Column P) Allocation by Risk-Weight Category 937.5%	(Column Q) Allocation by Risk-Weight Category 1,250%	(Column R) Application of Other Risk-Weighting Approaches Exposure Amount	(Column S) Application of Other Risk-Weighting Approaches Risk-Weighted Asset Amount			
1. Cash and balances due from depository institutions											1.
2. Securities:											2.
a. Held-to-maturity securities											2.a.
b. Available-for-sale debt securities and equity securities with readily determinable fair values not held for trading.....		RCONS405 0		RCONS406 0			RCONH271 0	RCONH272 0			2.b.
3. Federal funds sold and securities purchased under agreements to resell:											3.
a. Federal funds sold											3.a.

3. Institutions that have adopted ASU 2016-13 should report as a negative number allowances eligible for inclusion in tier 2 capital in Column B, which excludes PC D allowances.
 3. For loans and leases held for sale, exclude residential mortgage exposures, high volatility commercial real estate exposures, or sovereign exposures that are past due 90 days or more or on nonaccrual.

	(Column K) Allocation by Risk-Weight Category 250%	(Column L) Allocation by Risk-Weight Category 300%	(Column M) Allocation by Risk-Weight Category 400%	(Column N) Allocation by Risk-Weight Category 600%	(Column O) Allocation by Risk-Weight Category 625%	(Column P) Allocation by Risk-Weight Category 937.5%	(Column Q) Allocation by Risk-Weight Category 1,250%	(Column R) Application of Other Risk-Weighting Approaches Exposure Amount	(Column S) Application of Other Risk-Weighting Approaches Risk-Weighted Asset Amount	
Dollar amounts in thousands										
b. Securities purchased under agreements to resell										3.b.
4. Loans and leases held for sale:										4.
a. Residential mortgage exposures.....								RCNH273 0	RCNH274 0	4.a.
b. High volatility commercial real estate exposures.....								RCNH275 0	RCNH276 0	4.b.

	(Column K) Allocation by Risk-Weight Category 250%	(Column L) Allocation by Risk-Weight Category 300%	(Column M) Allocation by Risk-Weight Category 400%	(Column N) Allocation by Risk-Weight Category 600%	(Column O) Allocation by Risk-Weight Category 625%	(Column P) Allocation by Risk-Weight Category 937.5%	(Column Q) Allocation by Risk-Weight Category 1,250%	(Column R) Application of Other Risk-Weighting Approaches Exposure Amount	(Column S) Application of Other Risk-Weighting Approaches Risk-Weighted Asset Amount
Dollar amounts in thousands									
c. Exposures past due 90 days or more or on nonaccrual ⁶								RCONH277 0	RCONH278 0

	(Column A) Totals from Schedule RC	(Column B) Adjustments to Totals Reported in Column A	(Column C) Allocation by Risk-Weight Category 0%	(Column D) Allocation by Risk-Weight Category 2%	(Column E) Allocation by Risk-Weight Category 4%	(Column F) Allocation by Risk-Weight Category 10%	(Column G) Allocation by Risk-Weight Category 20%	(Column H) Allocation by Risk-Weight Category 50%	(Column I) Allocation by Risk-Weight Category 100%	(Column J) Allocation by Risk-Weight Category 150%
Dollar amounts in thousands										
4. Loans and leases held for sale (continued):										
d. All other exposures.....	RCONS431 86,966	RCONS432 0	RCONS433 0	RCONHJ80 0	RCONHJ81 0		RCONS434 0	RCONS435 0	RCONS436 86,966	RCONS437 0
5. Loans and leases held for investment:										
a. Residential mortgage exposures.....	RCONS439 3,401,267	RCONS440 0	RCONH178 0				RCONS441 1,259,348	RCONS442 1,307,074	RCONS443 834,845	
b. High volatility commercial real estate exposures.....	RCONS445 6,316	RCONS446 0	RCONH179 0				RCONH180 0	RCONH181 0	RCONH182 0	RCONS447 6,316
c. Exposures past due 90 days or more or on nonaccrual ⁷	RCONS449 0	RCONS450 0	RCONS451 0	RCONHJ82 0	RCONHJ83 0		RCONS452 0	RCONS453 0	RCONS454 0	RCONS455 0
d. All other exposures.....	RCONS457 11,084,541	RCONS458 0	RCONS459 520,610	RCONHJ84 0	RCONHJ85 0		RCONS460 5,892	RCONS461 8	RCONS462 10,558,031	RCONS463 0
6. LESS: Allowance for loan and lease losses.....	RCON3123 130,646	RCON3123 130,646								
7. Trading assets.....	RCOND976 298,706	RCONS466 298,706	RCOND977 0	RCONHJ86 0	RCONHJ87 0		RCOND978 0	RCOND979 0	RCOND980 0	RCONS467 0
8. All other assets ⁸	RCOND981 2,451,641	RCONS469 166,584	RCOND982 12,623	RCONHJ88 0	RCONHJ89 0		RCOND983 556,757	RCOND984 32,483	RCOND985 1,094,984	RCONH185 16
a. Separate account bank-owned life insurance										
b. Default fund contributions to central counterparties										

	(Column K) Allocation by Risk-Weight Category 250%	(Column L) Allocation by Risk-Weight Category 300%	(Column M) Allocation by Risk-Weight Category 400%	(Column N) Allocation by Risk-Weight Category 600%	(Column O) Allocation by Risk-Weight Category 625%	(Column P) Allocation by Risk-Weight Category 937.5%	(Column Q) Allocation by Risk-Weight Category 1,250%	(Column R) Application of Other Risk-Weighting Approaches Exposure Amount	(Column S) Application of Other Risk-Weighting Approaches Risk-Weighted Asset Amount	
Dollar amounts in thousands										
4. Loans and leases held for sale (continued):										4.
d. All other exposures.....								RCONH279 0	RCONH280 0	4.d.
5. Loans and leases held for investment:										5.
a. Residential mortgage exposures.....								RCONH281 0	RCONH282 0	5.a.
b. High volatility commercial real estate exposures.....								RCONH283 0	RCONH284 0	5.b.
c. Exposures past due 90 days or more or on nonaccrual ¹¹								RCONH285 0	RCONH286 0	5.c.
d. All other exposures.....								RCONH287 0	RCONH288 0	5.d.
6. LESS: Allowance for loan and lease losses										6.
7. Trading assets.....		RCONH186 0	RCONH290 0	RCONH187 0				RCONH291 0	RCONH292 0	7.
8. All other assets ¹²	RCONH293 523,182	RCONH188 0	RCONS470 0	RCONS471 0				RCONH294 0	RCONH295 0	8.
a. Separate account bank-owned life insurance.....								RCONH296 65,011	RCONH297 65,011	8.a.
b. Default fund contributions to central counterparties.....								RCONH298 0	RCONH299 0	8.b.

6. For loans and leases held for sale, exclude residential mortgage exposures, high volatility commercial real estate exposures, or sovereign exposures that are past due 90 days or more or on nonaccrual.
 7. For loans and leases, net of unearned income, exclude residential mortgage exposures, high volatility commercial real estate exposures, or sovereign exposures that are past due 90 days or more or on nonaccrual.
 8. Includes premises and fixed assets; other real estate owned; investments in unconsolidated subsidiaries and associated companies; direct and indirect investments in real estate ventures; intangible assets; and other assets.
 11. For loans and leases, net of unearned income, exclude residential mortgage exposures, high volatility commercial real estate exposures, or sovereign exposures that are past due 90 days or more or on nonaccrual.
 12. Includes premises and fixed assets; other real estate owned; investments in unconsolidated subsidiaries and associated companies; direct and indirect investments in real estate ventures; intangible assets; and other assets.

Dollar amounts in thousands						
	(Column A) Totals	(Column B) Adjustments to Totals Reported in Column A	(Column Q) Exposure Amount 1,250%	(Column T) Total Risk-Weighted Asset Amount by Calculation Methodology SSFA	(Column U) Total Risk-Weighted Asset Amount by Calculation Methodology Gross-Up	
9. On-balance sheet securitization exposures:						9.
a. Held-to-maturity securities.....	RCONS475 0	RCONS476 0	RCONS477 0	RCONS478 0	RCONS479 0	9.a.
b. Available-for-sale securities.....	RCONS480 258,233	RCONS481 258,233	RCONS482 0	RCONS483 300,276	RCONS484 0	9.b.
c. Trading assets.....	RCONS485 0	RCONS486 0	RCONS487 0	RCONS488 0	RCONS489 0	9.c.
d. All other on-balance sheet securitization exposures.....	RCONS490 727	RCONS491 727	RCONS492 0	RCONS493 845	RCONS494 0	9.d.
10. Off-balance sheet securitization exposures.....	RCONS495 0	RCONS496 0	RCONS497 0	RCONS498 0	RCONS499 0	10.

	(Column A) Totals From Schedule RC	(Column B) Adjustments to Totals Reported in Column A	(Column C) Allocation by Risk-Weight Category 0%	(Column D) Allocation by Risk-Weight Category 2%	(Column E) Allocation by Risk-Weight Category 4%	(Column F) Allocation by Risk-Weight Category 10%	(Column G) Allocation by Risk-Weight Category 20%	(Column H) Allocation by Risk-Weight Category 50%	(Column I) Allocation by Risk-Weight Category 100%	(Column J) Allocation by Risk-Weight Category 150%
Dollar amounts in thousands										
11. Total balance sheet assets ¹⁴	RCON2170 23,192,133	RCONS500 520,000	RCOND987 1,797,939	RCONHJ90 0	RCONHJ91 0		RCOND988 3,947,329	RCOND989 3,627,578	RCOND990 12,704,763	RCONS503 6,332

	(Column K) Allocation by Risk-Weight Category 250%	(Column L) Allocation by Risk-Weight Category 300%	(Column M) Allocation by Risk-Weight Category 400%	(Column N) Allocation by Risk-Weight Category 600%	(Column O) Allocation by Risk-Weight Category 625%	(Column P) Allocation by Risk-Weight Category 937.5%	(Column Q) Allocation by Risk-Weight Category 1,250%	(Column R) Application of Other Risk-Weighting Approaches Exposure Amount
Dollar amounts in thousands								
11. Total balance sheet assets ¹⁴	RCONS504 523,182	RCONS505 0	RCONS506 0	RCONS507 0			RCONS510 0	RCONH300 65,011

	(Column A) Face, Notional, or Other Amount	(Column B) Credit Equivalent Amount	(Column C) Allocation by Risk-Weight Category 0%	(Column D) Allocation by Risk-Weight Category 2%	(Column E) Allocation by Risk-Weight Category 4%	(Column F) Allocation by Risk-Weight Category 10%	(Column G) Allocation by Risk-Weight Category 20%	(Column H) Allocation by Risk-Weight Category 50%	(Column I) Allocation by Risk-Weight Category 100%	(Column J) Allocation by Risk-Weight Category 150%
Dollar amounts in thousands										
12. Financial standby letters of credit	RCOND991 2,246	RCOND992 2,246	RCOND993 0	RCONHJ92 0	RCONHJ93 0		RCOND994 0	RCOND995 0	RCOND996 2,246	RCONS511 0
13. Performance standby letters of credit and transaction-related contingent items	RCOND997 99,593	RCOND998 49,797	RCOND999 0				RCONG603 0	RCONG604 0	RCONG605 49,797	RCONS512 0
14. Commercial and similar letters of credit with an original maturity of one year or less	RCONG606 50	RCONG607 10	RCONG608 0	RCONHJ94 0	RCONHJ95 0		RCONG609 0	RCONG610 0	RCONG611 10	RCONS513 0
15. Retained recourse on small business obligations sold with recourse	RCONG612 0	RCONG613 0	RCONG614 0				RCONG615 0	RCONG616 0	RCONG617 0	RCONS514 0

	(Column A) Face, Notional, or Other Amount	(Column B) Credit Equivalent Amount	(Column C) Allocation by Risk-Weight Category 0%	(Column D) Allocation by Risk-Weight Category 2%	(Column E) Allocation by Risk-Weight Category 4%	(Column F) Allocation by Risk-Weight Category 10%	(Column G) Allocation by Risk-Weight Category 20%	(Column H) Allocation by Risk-Weight Category 50%	(Column I) Allocation by Risk-Weight Category 100%	(Column J) Allocation by Risk-Weight Category 150%
Dollar amounts in thousands										
16. Repo-style transactions ²¹	RCONS515 0	RCONS516 0	RCONS517 0	RCONS518 0	RCONS519 0		RCONS520 0	RCONS521 0	RCONS522 0	RCONS523 0
17. All other off-balance sheet liabilities	RCONG618 53,937	RCONG619 53,937	RCONG620 0				RCONG621 0	RCONG622 34,376	RCONG623 19,561	RCONS524 0
18. Unused commitments: [*]										
a. Original maturity of one year or less	RCONS525 1,482,874	RCONS526 296,575	RCONS527 0	RCONHJ96 0	RCONHJ97 0		RCONS528 0	RCONS529 0	RCONS530 296,575	RCONS531 0

14. For each of columns A through R of item 11, report the sum of items 1 through 9. For item 11, the sum of columns B through R must equal column A. Item 11, column A, must equal Schedule RC, item 12.

21. Includes securities purchased under agreements to resell (reverse repos), securities sold under agreements to repurchase (repos), securities borrowed, and securities lent.

*. Excludes unused commitments to asset-backed commercial paper conduits.

	(Column A) Face, Notional, or Other Amount	(Column B) Credit Equivalent Amount	(Column C) Allocation by Risk-Weight Category 0%	(Column D) Allocation by Risk-Weight Category 2%	(Column E) Allocation by Risk-Weight Category 4%	(Column F) Allocation by Risk-Weight Category 10%	(Column G) Allocation by Risk-Weight Category 20%	(Column H) Allocation by Risk-Weight Category 50%	(Column I) Allocation by Risk-Weight Category 100%	(Column J) Allocation by Risk-Weight Category 150%	
Dollar amounts in thousands											
b. Original maturity exceeding one year.....	RCONG624 2,304,385	RCONG625 1,152,193	RCONG626 0	RCONHJ98 0	RCONHJ99 0		RCONG627 0	RCONG628 0	RCONG629 1,152,193	RCONS539 0	18.b.
19. Unconditionally cancelable commitments.....	RCONS540 5,181,181	RCONS541 0									19.
20. Over-the-counter derivatives.....		RCONS542 338,874	RCONS543 0	RCONHK00 0	RCONHK01 0	RCONS544 0	RCONS545 200,143	RCONS546 342	RCONS547 138,389	RCONS548 0	20.
21. Centrally cleared derivatives.....		RCONS549 49,076	RCONS550 0	RCONS551 0	RCONS552 32,680		RCONS554 0	RCONS555 0	RCONS556 16,395	RCONS557 0	21.
22. Unsettled transactions (failed trades) ²²	RCONH191 0		RCONH193 0				RCONH194 0	RCONH195 0	RCONH196 0	RCONH197 0	22.

22. For item 22, the sum of columns C through Q must equal column A.

	(Column O) Allocation by Risk-Weight Category 625%	(Column P) Allocation by Risk-Weight Category 937.5%	(Column Q) Allocation by Risk-Weight Category 1,250%	(Column R) Application of Other Risk-Weighting Approaches Credit Equivalent Amount	(Column S) Application of Other Risk-Weighting Approaches Risk-Weighted Asset Amount	
Dollar amounts in thousands						
16. Repo-style transactions ²⁴				RCONH301 0	RCONH302 0	16.
17. All other off-balance sheet liabilities						17.
18. Unused commitments: [*]						18.
a. Original maturity of one year or less.....				RCONH303 0	RCONH304 0	18.a.
b. Original maturity exceeding one year.....				RCONH307 0	RCONH308 0	18.b.
19. Unconditionally cancelable commitments						19.
20. Over-the-counter derivatives.....				RCONH309 0	RCONH310 0	20.
21. Centrally cleared derivatives						21.
22. Unsettled transactions (failed trades) ²⁵	RCONH198 0	RCONH199 0	RCONH200 0			22.

24. Includes securities purchased under agreements to resell (reverse repos), securities sold under agreements to repurchase (repos), securities borrowed, and securities lent.

*. Excludes unused commitments to asset-backed commercial paper conduits.

25. For item 22, the sum of columns C through Q must equal column A.

Dollar amounts in thousands		(Column C) Allocation by Risk-Weight Category 0%	(Column D) Allocation by Risk-Weight Category 2%	(Column E) Allocation by Risk-Weight Category 4%	(Column F) Allocation by Risk-Weight Category 10%	(Column G) Allocation by Risk-Weight Category 20%	(Column H) Allocation by Risk-Weight Category 50%	(Column I) Allocation by Risk-Weight Category 100%	(Column J) Allocation by Risk-Weight Category 150%	
23. Total assets, derivatives, off-balance sheet items, and other items subject to risk weighting by risk-weight category (for each of columns C through P, sum of items 11 through 22; for column Q, sum of items 10 through 22).....	RCONG630 1,797,939	RCONS558 0	RCONS559 32,680	RCONS560 0	RCONG631 4,147,472	RCONG632 3,662,296	RCONG633 14,379,929	RCONS561 6,332	23.	
24. Risk weight factor									24.	
25. Risk-weighted assets by risk-weight category (for each column, item 23 multiplied by item 24).....	RCONG634 0	RCONS569 0	RCONS570 1,307	RCONS571 0	RCONG635 829,494	RCONG636 1,831,148	RCONG637 14,379,929	RCONS572 9,498	25.	

Dollar amounts in thousands		(Column K) Allocation by Risk-Weight Category 250%	(Column L) Allocation by Risk-Weight Category 300%	(Column M) Allocation by Risk-Weight Category 400%	(Column N) Allocation by Risk-Weight Category 600%	(Column O) Allocation by Risk-Weight Category 625%	(Column P) Allocation by Risk-Weight Category 937.5%	(Column Q) Allocation by Risk-Weight Category 1,250%	
23. Total assets, derivatives, off-balance sheet items, and other items subject to risk weighting by risk-weight category (for each of columns C through P, sum of items 11 through 22; for column Q, sum of items 10 through 22).....	RCONS562 523,182	RCONS563 0	RCONS564 0	RCONS565 0	RCONS566 0	RCONS567 0	RCONS568 0	23.	
24. Risk weight factor								24.	
25. Risk-weighted assets by risk-weight category (for each column, item 23 multiplied by item 24).....	RCONS573 1,307,955	RCONS574 0	RCONS575 0	RCONS576 0	RCONS577 0	RCONS578 0	RCONS579 0	25.	

Dollar amounts in thousands

26. Risk-weighted assets base for purposes of calculating the allowance for loan and lease losses 1.25 percent threshold.....	RCONS580	18,725,463	26.
27. Standardized market-risk weighted assets (applicable only to banks that are covered by the market risk capital rule).....	RCONS581	0	27.
28. Risk-weighted assets before deductions for excess allowance of loan and lease losses and allocated risk transfer risk reserve ²⁷	RCONB704	18,725,463	28.
29. LESS: Excess allowance for loan and lease losses.....	RCONA222	0	29.
30. LESS: Allocated transfer risk reserve.....	RCON3128	0	30.
31. Total risk-weighted assets (item 28 minus items 29 and 30).....	RCONG641	18,725,463	31.
1. Current credit exposure across all derivative contracts covered by the regulatory capital rules.....	RCONG642	309,305	M.1.

Dollar amounts in thousands	(Column A) With a remaining maturity of One year or less		(Column B) With a remaining maturity of Over one year through five years		(Column C) With a remaining maturity of Over five years		
2. Notional principal amounts of over-the-counter derivative contracts:							M.2.
a. Interest rate.....	RCONS582	39,344	RCONS583	3,770,628	RCONS584	409,136	M.2.a.
b. Foreign exchange rate and gold.....	RCONS585	0	RCONS586	0	RCONS587	0	M.2.b.
c. Credit (investment grade reference asset).....	RCONS588	0	RCONS589	0	RCONS590	0	M.2.c.
d. Credit (non-investment grade reference asset).....	RCONS591	17,240	RCONS592	184,869	RCONS593	75,934	M.2.d.
e. Equity.....	RCONS594	0	RCONS595	0	RCONS596	0	M.2.e.
f. Precious metals (except gold).....	RCONS597	0	RCONS598	0	RCONS599	0	M.2.f.
g. Other.....	RCONS600	0	RCONS601	0	RCONS602	0	M.2.g.
3. Notional principal amounts of centrally cleared derivative contracts:							M.3.
a. Interest rate.....	RCONS603	1,118,000	RCONS604	2,938,000	RCONS605	744,000	M.3.a.
b. Foreign exchange rate and gold.....	RCONS606	0	RCONS607	0	RCONS608	0	M.3.b.
c. Credit (investment grade reference asset).....	RCONS609	0	RCONS610	0	RCONS611	0	M.3.c.
d. Credit (non-investment grade reference asset).....	RCONS612	0	RCONS613	0	RCONS614	0	M.3.d.
e. Equity.....	RCONS615	0	RCONS616	0	RCONS617	0	M.3.e.
f. Precious metals (except gold).....	RCONS618	0	RCONS619	0	RCONS620	0	M.3.f.
g. Other.....	RCONS621	0	RCONS622	0	RCONS623	0	M.3.g.

Dollar amounts in thousands

4. Amount of allowances for credit losses on purchased credit-deteriorated assets: ¹			M.4.
a. Loans and leases held for investment.....	RCONJJ30	0	M.4.a.
b. Held-to-maturity debt securities.....	RCONJJ31	0	M.4.b.
c. Other financial assets measured at amortized cost.....	RCONJJ32	0	M.4.c.

Schedule RC-S - Servicing Securitization and Asset Sale Activities(Form Type - 041)

Dollar amounts in thousands	(Column A) 1-4 Family Residential Loans		(Column G) All Other Loans, All Leases, and All Other Assets		
1. Outstanding principal balance of assets sold and securitized by the reporting bank with servicing retained or with recourse or other seller-provided credit enhancements.....	RCONB705	0	RCONB711	0	1.
2. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to structures reported in item 1.....	RCONHU09	0	RCONHU15	0	2.
3. Not applicable					3.
4. Past due loan amounts included in item 1:					4.
a. 30-89 days past due.....	RCONB733	0	RCONB739	0	4.a.
b. 90 days or more past due.....	RCONB740	0	RCONB746	0	4.b.

27. Sum of items 2.b through 20, column S; items 9.a, 9.b, 9.c, 9.d, and 10, columns T and U; item 25, columns C through Q; and item 27 (if applicable).
 1. Memorandum items 4.a through 4.c should be completed only by institutions that have adopted ASU 2016-13.

Dollar amounts in thousands		(Column A) 1-4 Family Residential Loans		(Column G) All Other Loans, All Leases, and All Other Assets	
5. Charge-offs and recoveries on assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements (calendar year-to-date):					
a. Charge-offs.....					
RIADB747	0	RIADB753	0	5.a.	
b. Recoveries.....					
RIADB754	0	RIADB760	0	5.b.	
<i>Item 6 is to be completed by banks with \$10 billion or more in total assets.</i>					
6. Total amount of ownership (or seller's) interest carried as securities or loans ¹					
		RCONHU19	0	6.	
7. Not applicable					
8. Not applicable					
9. Maximum amount of credit exposure arising from credit enhancements provided by the reporting bank to other institutions' securitization structures in the form of standby letters of credit, purchased subordinated securities, and other enhancements.....					
RCONB776	0	RCONB782	0	9.	
<i>Item 10 is to be completed by banks with \$10 billion or more in total assets.</i>					
10. Reporting bank's unused commitments to provide liquidity to other institutions' securitization structures ¹					
RCONB783	0	RCONB789	0	10.	
11. Assets sold with recourse or other seller-provided credit enhancements and not securitized by the reporting bank.....					
RCONB790	53,937	RCONB796	0	11.	
12. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to assets reported in item 11.....					
RCONB797	53,937	RCONB803	0	12.	

Dollar amounts in thousands				
1. Not applicable				
2. Outstanding principal balance of assets serviced for others (includes participations serviced for others):				
a. Closed-end 1-4 family residential mortgages serviced with recourse or other servicer-provided credit enhancements.....				
RCONB804	44,941			M.2.a.
b. Closed-end 1-4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements.....				
RCONB805	39,046,464			M.2.b.
c. Other financial assets (includes home equity lines) ¹				
RCONA591	0			M.2.c.
d. 1-4 family residential mortgages serviced for others that are in process of foreclosure at quarter-end (includes closed-end and open-end loans).....				
RCONF699	15,146			M.2.d.
<i>Memorandum item 3 is to be completed by banks with \$10 billion or more in total assets.</i>				
3. Asset-backed commercial paper conduits: ²				
a. Maximum amount of credit exposure arising from credit enhancements provided to conduit structures in the form of standby letters of credit, subordinated securities, and other enhancements:				
1. Conduits sponsored by the bank, a bank affiliate, or the bank's holding company.....				
RCONB806	0			M.3.a.1.
2. Conduits sponsored by other unrelated institutions.....				
RCONB807	0			M.3.a.2.
b. Unused commitments to provide liquidity to conduit structures:				
1. Conduits sponsored by the bank, a bank affiliate, or the bank's holding company.....				
RCONB808	0			M.3.b.1.
2. Conduits sponsored by other unrelated institutions.....				
RCONB809	0			M.3.b.2.
4. Outstanding credit card fees and finance charges ²				
RCONC407	0			M.4.

1. The \$10 billion asset-size test is based on the total assets reported on the June 30, 2018, Report of Condition.
 1. The \$10 billion asset-size test is based on the total assets reported on the June 30, 2018, Report of Condition.
 1. Memorandum item 2.c is to be completed if the principal balance of other financial assets serviced for others is more than \$10 million.
 2. The \$10 billion asset-size test is based on the total assets reported on the June 30, 2018, Report of Condition.
 2. Memorandum item 4 is to be completed by banks that (1) together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date, or (2) are credit card specialty banks as defined for Uniform Bank Performance Report purposes.

Schedule RC-T - Fiduciary and Related Services(Form Type - 041)

Dollar amounts in thousands

1. Does the institution have fiduciary powers? (If "NO," do not complete Schedule RC-T.).....	RCONA345	Yes	1.
2. Does the institution exercise the fiduciary powers it has been granted?.....	RCONA346	Yes	2.
3. Does the institution have any fiduciary or related activity (in the form of assets or accounts) to report in this schedule? (If "NO," do not complete the rest of Schedule RC-T.).....	RCONB867	No	3.

Dollar amounts in thousands

	(Column A) Managed Assets		(Column B) Non-Managed Assets		(Column C) Number of Managed Accounts		(Column D) Number of Non-Managed Accounts		
4. Personal trust and agency accounts.....	RCONB868	NR	RCONB869	NR	RCONB870	NR	RCONB871	NR	4.
5. Employee benefit and retirement-related trust and agency accounts:									5.
a. Employee benefit - defined contribution.....	RCONB872	NR	RCONB873	NR	RCONB874	NR	RCONB875	NR	5.a.
b. Employee benefit - defined benefit.....	RCONB876	NR	RCONB877	NR	RCONB878	NR	RCONB879	NR	5.b.
c. Other employee benefit and retirement-related accounts.....	RCONB880	NR	RCONB881	NR	RCONB882	NR	RCONB883	NR	5.c.
6. Corporate trust and agency accounts.....	RCONB884	NR	RCONB885	NR	RCONC001	NR	RCONC002	NR	6.
7. Investment management and investment advisory agency accounts.....	RCONB886	NR	RCONJ253	NR	RCONB888	NR	RCONJ254	NR	7.
8. Foundation and endowment trust and agency accounts.....	RCONJ255	NR	RCONJ256	NR	RCONJ257	NR	RCONJ258	NR	8.
9. Other fiduciary accounts.....	RCONB890	NR	RCONB891	NR	RCONB892	NR	RCONB893	NR	9.
10. Total fiduciary accounts (sum of items 4 through 9).....	RCONB894	NR	RCONB895	NR	RCONB896	NR	RCONB897	NR	10.
11. Custody and safekeeping accounts.....			RCONB898	NR			RCONB899	NR	11.
12. Not applicable									12.
13. Individual Retirement Accounts, Health Savings Accounts, and other similar accounts (included in items 5.c and 11).....	RCONJ259	NR	RCONJ260	NR	RCONJ261	NR	RCONJ262	NR	13.

Dollar amounts in thousands

14. Personal trust and agency accounts.....	RIADB904	NR	14.
15. Employee benefit and retirement-related trust and agency accounts:			15.
a. Employee benefit - defined contribution.....	RIADB905	NR	15.a.
b. Employee benefit - defined benefit.....	RIADB906	NR	15.b.
c. Other employee benefit and retirement-related accounts.....	RIADB907	NR	15.c.
16. Corporate trust and agency accounts.....	RIADA479	NR	16.
17. Investment management and investment advisory agency accounts.....	RIADJ315	NR	17.
18. Foundation and endowment trust and agency accounts.....	RIADJ316	NR	18.
19. Other fiduciary accounts.....	RIADA480	NR	19.
20. Custody and safekeeping accounts.....	RIADB909	NR	20.
21. Other fiduciary and related services income.....	RIADB910	NR	21.
22. Total gross fiduciary and related services income (sum of items 14 through 21) (must equal Schedule RI, item 5.a).....	RIAD4070	0	22.
23. Less: Expenses.....	RIADC058	NR	23.
24. Less: Net losses from fiduciary and related services.....	RIADA488	NR	24.
25. Plus: Intracompany income credits for fiduciary and related services.....	RIADB911	NR	25.
26. Net fiduciary and related services income.....	RIADA491	NR	26.

Dollar amounts in thousands	(Column A) Personal Trust and Agency and Investment Management Agency Accounts		(Column B) Employee Benefit and Retirement-Related Trust and Agency Accounts		(Column C) All Other Accounts		
1. Managed assets held in fiduciary accounts:							M.1.
a. Noninterest-bearing deposits.....	RCONJ263	NR	RCONJ264	NR	RCONJ265	NR	M.1.a.
b. Interest-bearing deposits.....	RCONJ266	NR	RCONJ267	NR	RCONJ268	NR	M.1.b.
c. U.S. Treasury and U.S. Government agency obligations.....	RCONJ269	NR	RCONJ270	NR	RCONJ271	NR	M.1.c.
d. State, county, and municipal obligations.....	RCONJ272	NR	RCONJ273	NR	RCONJ274	NR	M.1.d.
e. Money market mutual funds.....	RCONJ275	NR	RCONJ276	NR	RCONJ277	NR	M.1.e.
f. Equity mutual funds.....	RCONJ278	NR	RCONJ279	NR	RCONJ280	NR	M.1.f.
g. Other mutual funds.....	RCONJ281	NR	RCONJ282	NR	RCONJ283	NR	M.1.g.
h. Common trust funds and collective investment funds.....	RCONJ284	NR	RCONJ285	NR	RCONJ286	NR	M.1.h.
i. Other short-term obligations.....	RCONJ287	NR	RCONJ288	NR	RCONJ289	NR	M.1.i.
j. Other notes and bonds.....	RCONJ290	NR	RCONJ291	NR	RCONJ292	NR	M.1.j.
k. Investments in unregistered funds and private equity investments.....	RCONJ293	NR	RCONJ294	NR	RCONJ295	NR	M.1.k.
l. Other common and preferred stocks.....	RCONJ296	NR	RCONJ297	NR	RCONJ298	NR	M.1.l.
m. Real estate mortgages.....	RCONJ299	NR	RCONJ300	NR	RCONJ301	NR	M.1.m.
n. Real estate.....	RCONJ302	NR	RCONJ303	NR	RCONJ304	NR	M.1.n.
o. Miscellaneous assets.....	RCONJ305	NR	RCONJ306	NR	RCONJ307	NR	M.1.o.
p. Total managed assets held in fiduciary accounts (for each column, sum of Memorandum items 1.a through 1.o).....	RCONJ308	NR	RCONJ309	NR	RCONJ310	NR	M.1.p.

Dollar amounts in thousands	(Column A) Managed Assets		(Column B) Number of Managed Accounts		
q. Investments of managed fiduciary accounts in advised or sponsored mutual funds.....	RCONJ311	NR	RCONJ312	NR	M.1.q.

Dollar amounts in thousands	(Column A) Number of Issues		(Column B) Principal Amount Outstanding		
2. Corporate trust and agency accounts:					M.2.
a. Corporate and municipal trusteeships.....	RCONB927	NR	RCONB928	NR	M.2.a.
1. Issues reported in Memorandum item 2.a that are in default.....	RCONJ313	NR	RCONJ314	NR	M.2.a.1.
b. Transfer agent, registrar, paying agent, and other corporate agency.....	RCONB929	NR			M.2.b.

Dollar amounts in thousands	(Column A) Number of Funds		(Column B) Market Value of Fund Assets		
<i>Memoranda items 3.a through 3.g are to be completed by banks with collective investment funds and common trust funds with a total market value of \$1 billion or more as of the preceding December 31.</i>					M.3.
3. Collective investment funds and common trust funds:					
a. Domestic equity.....	RCONB931	NR	RCONB932	NR	M.3.a.
b. International/Global equity.....	RCONB933	NR	RCONB934	NR	M.3.b.
c. Stock/Bond blend.....	RCONB935	NR	RCONB936	NR	M.3.c.
d. Taxable bond.....	RCONB937	NR	RCONB938	NR	M.3.d.
e. Municipal bond.....	RCONB939	NR	RCONB940	NR	M.3.e.
f. Short term investments/Money market.....	RCONB941	NR	RCONB942	NR	M.3.f.
g. Specialty/Other.....	RCONB943	NR	RCONB944	NR	M.3.g.
h. Total collective investment funds (sum of Memorandum items 3.a through 3.g).....	RCONB945	NR	RCONB946	NR	M.3.h.

Dollar amounts in thousands	(Column A) Gross Losses		(Column B) Gross Losses		(Column C) Recoveries	
	Managed Accounts		Non-Managed Accounts			
4. Fiduciary settlements, surcharges, and other losses:						
a. Personal trust and agency accounts.....	RIADB947	NR	RIADB948	NR	RIADB949	NR
b. Employee benefit and retirement-related trust and agency accounts.....	RIADB950	NR	RIADB951	NR	RIADB952	NR
c. Investment management agency accounts.....	RIADB953	NR	RIADB954	NR	RIADB955	NR
d. Other fiduciary accounts and related services.....	RIADB956	NR	RIADB957	NR	RIADB958	NR
e. Total fiduciary settlements, surcharges, and other losses (sum of Memorandum items 4.a through 4.d) (sum of columns A and B minus column C must equal Schedule RC-T, item 24).....	RIADB959	NR	RIADB960	NR	RIADB961	NR

Schedule RC-V - Variable Interest Entities(Form Type - 041)

Dollar amounts in thousands	(Column A) Securitization Vehicles		(Column B) Other VIEs	
1. Assets of consolidated variable interest entities (VIEs) that can be used only to settle obligations of the consolidated VIEs:				
a. Cash and balances due from depository institutions.....	RCONJ981	0	RCONJF84	0
b. Securities not held for trading.....	RCONHU20	0	RCONHU21	0
c. Loans and leases held for investment, net of allowance, and held for sale.....	RCONHU22	0	RCONHU23	0
d. Other real estate owned.....	RCONK009	0	RCONJF89	0
e. Other assets.....	RCONJF91	0	RCONJF90	0
2. Liabilities of consolidated VIEs for which creditors do not have recourse to the general credit of the reporting bank:				
a. Other borrowed money.....	RCONJF92	0	RCONJF85	0
b. Other liabilities.....	RCONJF93	0	RCONJF86	0
3. All other assets of consolidated VIEs (not included in items 1.a. through 1.e above).....	RCONK030	0	RCONJF87	0
4. All other liabilities of consolidated VIEs (not included in items 2.a and 2.b above).....	RCONK033	0	RCONJF88	0

Dollar amounts in thousands	
5. Total assets of asset-backed commercial paper (ABCP) conduit VIEs.....	RCONJF77 0
6. Total liabilities of ABCP conduit VIEs.....	RCONJF78 0

Optional Narrative Statement Concerning the Amounts Reported in the Consolidated Reports of Condition and Income(Form Type - 041)

Dollar amounts in thousands	
1. Comments?.....	RCON6979 No
2. Bank Management Statement.....	TEXT6980 NR

Pages 380 - 661 omitted pursuant to request for confidential treatment.
5 U.S.C. § 552(b)(4), (6) and (8), analogous state laws, and their implementing regulations.