



LARGE BANK

Comptroller of the Currency
Administrator of National Banks

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Public Disclosure

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Community Reinvestment Act Performance Evaluation

**First National Bank of Omaha
Charter Number: 209**

**16th Street
Omaha, NE 68102**

Office of the Comptroller of the Currency

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

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Overall CRA Rating

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

The following table indicates the performance level of **First National Bank of Omaha (FNBO)** with respect to the Lending, Investment, and Service Tests:

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

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

The major factors that support this rating include:

- The bank’s performance in the Omaha MSA assessment area strongly influenced the bank’s overall ratings. The Omaha MSA assessment area accounted for 84 percent of total reported loans during the evaluation period and 94 percent of total deposits.
- FNBO originated a good volume of home mortgage loans and small loans to businesses, especially in the Omaha MSA assessment area.
- The bank’s geographic distribution of loans throughout the Omaha MSA assessment area was adequate.
- FNBO’s distribution of loans to borrowers of different income levels was excellent, especially in the Omaha MSA assessment area.
- The bank provided a high volume of community development loans.
- FNBO’s level of qualified investments benefiting the Omaha MSA assessment area was excellent.
- Service delivery systems were accessible to geographies and individuals of different income levels, especially throughout the Omaha MSA assessment area.
- FNBO provided a relatively high level of community development services.
- Variances in performance in the Lincoln MSA, Dallas MSA, and non-metropolitan assessment areas were not significant enough to negate generally strong performance in the Omaha MSA assessment area.

Definitions and Common Abbreviations

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

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

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

Block Numbering Area (BNA): A statistical subdivision of a county for grouping and numbering blocks in non-metropolitan counties where local census statistical area committees have not established census tracts. A BNA does not cross county lines.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Description of Institution

First National Bank of Omaha (FNBO) is a full-service financial institution headquartered in Omaha, Nebraska. The bank offers a full range of credit products within its assessment areas including consumer, commercial, agricultural, and real estate loan products. National and regional credit products are very significant. Credit card lending is one of FNBO's primary business activities and includes a nationwide customer base. FNBO is the 15th largest credit card issuer and the 9th largest merchant credit card processor in the country. Other significant national or regional loan products include the Correspondent Banking Department that provides agricultural and commercial lending throughout the Midwest, and the Leasing Department that provides agricultural loans on a nationwide basis. From 1999 through 2002, loans originated under national and regional lending programs comprised 92 percent by number and 44 percent by dollar volume of the bank's total reported small business and small farm loans.

FNBO has twelve subsidiaries, including the First National of Nebraska Community Development Corporation (FNNCDC) and Cornerstone Mortgage Company. We considered the bank's activities with FNNCDC when evaluating community development loans, investments, and services. FNBO purchased Cornerstone in 2000. Due to data integrity errors, we did not include Cornerstone mortgage loan activity in our analysis of lending performance. Refer to the "Scope of the Evaluation" section for more information. The remaining subsidiaries provide merchant processing, equipment leasing, title insurance, and investment sales services. They did not impact the bank's capacity to lend or invest in its communities.

For purposes of CRA evaluation, FNBO is an interstate bank with offices located in Nebraska and Texas. Refer to the "State Rating" sections of this evaluation for details on the locations of FNBO's offices.

First National of Nebraska, Inc. (FNNI) owns 99.6 percent of the bank. FNNI is a multi-bank holding company headquartered in Omaha, Nebraska. The holding company has consolidated assets of \$11 billion. In total, FNNI owns ten national banks and two state-chartered banks located primarily in Nebraska and adjacent states in the Midwest.

As of December 31, 2002, FNBO had \$5 billion in total assets and Tier One Capital of \$389 million. The bank's loan-to-deposit ratio on that date was 99 percent and net loans represented 69 percent of total assets. By dollar amount, the loan portfolio consisted of the following types of credit: 44 percent commercial (including commercial real estate); 13 percent agricultural (including agricultural real estate); 11 percent residential real estate; 11 percent construction real estate; 9 percent credit card receivables; 8 percent consumer; and 4 percent other loans. The loan-to-deposit ratio and loan portfolio mix do not reflect the significant volume of home purchase and refinance mortgage loans originated by FNBO and sold on the secondary market. During the evaluation period, there were 11,380 such loans totaling \$1.3 billion.

There are no known legal, financial, or other impediments that would hamper FNBO's ability to help meet the credit needs of its AAs. There were no merger or acquisition activities during the evaluation period. The bank previously received a "Satisfactory" rating at the last CRA examination dated July 26, 1999.

Scope of the Evaluation

Evaluation Period/Products Evaluated

The evaluation period for home mortgage loans, small loans to businesses, and small loans to farms was from January 1, 1999, to December 31, 2002. We based market comparisons on 2001 peer data, which was the most recently available data at the time of this evaluation. For community development loans, the Investment Test, and the Service Test, the evaluation period was from July 1, 1999 to December 31, 2002.

Data Integrity

As part of the CRA evaluation, we tested the accuracy of FNBO's publicly filed information for home mortgage loans, small loans to businesses, and small loans to farms. In the business and farm loan data, we found errors regarding revenues and geocoding; however, the errors did not preclude an accurate analysis of the bank's CRA performance. We did not require FNBO to correct the reported data. We found no significant errors in the home mortgage loan data.

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

While the CRA regulation also gives consideration to loans originated by bank subsidiaries, we did not include home mortgage loans originated by Cornerstone Mortgage Company in this evaluation. This is because internal bank reports identified a significant volume of errors in Cornerstone's mortgage loan data, and bank management did not correct the errors prior to this examination.

Selection of Areas for Full-Scope Review

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

Ratings

The bank's overall rating is a blend of the state ratings for Nebraska and Texas. The ratings for Nebraska were weighted more heavily than the ratings of Texas as FNBO's lending and deposit activities were focused in Nebraska. During the evaluation period, ninety-nine percent of total reported loans and total deposits were from the Nebraska assessment areas while only one percent was from Texas.

The state ratings were based primarily on those areas that received full-scope reviews. Refer to the "Scope" segment under each respective "State Rating" section for details regarding how the areas were weighted in arriving at the overall state rating.

Fair Lending Review

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

State Rating

State of Nebraska

CRA Rating for Nebraska:	Satisfactory
The Lending Test is rated:	High Satisfactory
The Investment Test is rated:	Outstanding
The Service Test is rated:	High Satisfactory

The major factors that support this rating include:

- FNBO originated a good volume of home mortgage loans and small loans to businesses in the Omaha MSA assessment area.
- The geographic distribution of loans was adequate in the Omaha MSA assessment area.
- FNBO's distribution of loans by borrower income level was excellent in the Omaha MSA assessment area.
- The bank provided a high volume of community development loans.
- FNBO's level of qualified investments benefiting the Omaha MSA assessment area was excellent.
- Service delivery systems were accessible to geographies and individuals of different income levels throughout the Omaha MSA assessment area.
- FNBO provided a relatively high level of community development services.
- The bank's performance in the Lincoln MSA and non-metropolitan assessment areas was generally consistent with the bank's performance in the Omaha MSA assessment area.

Description of Institution's Operations in Nebraska

During the evaluation period, FNBO had four assessment areas in Nebraska, including the metropolitan areas of Omaha and Lincoln, and the non-metropolitan areas of Beatrice and David City. As of the start of this evaluation, FNBO had 18 office locations and 74 automated teller machines (ATMs) in the Omaha MSA assessment area; one office and five ATMs in the Lincoln MSA assessment area; two offices and three ATMs in the Beatrice assessment area; and one office and two ATMs in the David City assessment area. Combined, the four Nebraska assessment areas comprised 99 percent of FNBO's total deposits as of June 30, 2002 and 99 percent of all reported loans during the evaluation period. The Omaha MSA assessment area was FNBO's major market and accounted for approximately 95 percent of the bank's deposits and 84 percent of the bank's reported loans in Nebraska during the evaluation period.

FNBO reported \$3.4 billion in deposits in Nebraska as of June 30, 2002. According to FDIC deposit market share information as of that date, this ranked FNBO as first in the state with a deposit market share of 12 percent. FNBO was the largest bank in the Omaha MSA and David City assessment areas with deposit market shares of 35 percent and 34 percent, respectively. In the Beatrice assessment area, FNBO was the second largest financial institution, with a deposit market share of 12 percent. FNBO's presence was much more limited in the Lincoln MSA assessment area where the bank's branch has only been open since July 2002. FNBO's actual deposit market share data was not available for Lincoln, but it was estimated at 0.64 percent.

Throughout all four assessment areas in Nebraska, FNBO offered a full range of credit products, including consumer, commercial, and real estate loans. In the non-metropolitan areas, agricultural loans were also a primary business focus.

Refer to the market profile for the State of Nebraska in Appendix C for detailed demographics, information from community contacts, and other performance context information for the assessment area that received a full-scope review.

Scope of Evaluation in Nebraska

The bank has four assessment areas in Nebraska. We performed a full-scope review of CRA performance in the Omaha MSA assessment area. As noted previously, this area was the FNBO's major market in Nebraska during the evaluation period.

We performed limited-scope reviews of the Lincoln MSA, Beatrice, and David City assessment areas. For purposes of analyzing and presenting data in this evaluation, we combined the non-metropolitan Beatrice and David City assessment areas. These areas were geographically proximate and had similar performance contexts and demographic information.

The ratings for Nebraska were based primarily on the results of the Omaha MSA assessment area, which was the area that received a full-scope review. Appendix A also contains additional information regarding which areas received full-scope and limited-scope reviews.

When determining conclusions for the Lending Test, we weighted loan products to be reflective of FNBO's loan volume by product type over the evaluation period within the AAs. In the Omaha AA, we weighted home mortgage products more heavily than small loans to businesses. During the evaluation period, home mortgage loans represented 63 percent of total reported loans in the assessment area, while small loans to businesses represented 36 percent of the total. Among HMDA loan categories, home mortgage refinance, home purchase, and home improvement loans represented 34 percent, 15 percent, and 14 percent of total reported loans, respectively. We did not evaluate small loans to farms as they represented less than one percent of total reported loans in the Omaha MSA assessment area.

The data in the tables in Appendix D include all reportable loans within the bank's assessment areas. This includes originations from national or regional business and farm loan products, as well as originations from loan products targeted to local businesses and farms. When evaluating the geographic and borrower distribution of small loans to businesses within the Omaha assessment area, we focused on the distribution of loan originations from products targeted to the local assessment areas. The bank primarily used these products to help meet community credit needs.

In the Lincoln MSA assessment area, we weighted home mortgage loans and small loans to businesses equally as they represented 50 percent and 47 percent of total reported loans, respectively. Among HMDA loan categories, home mortgage refinance and home purchase loans represented 34 percent and 14 percent of total reported loans, respectively. We did not evaluate home improvement loans or small loans to farms as these loan products represented one percent and three percent of total reported loans in the assessment areas, respectively.

In the non-metropolitan assessment areas, we weighted small loans to farms more heavily than home mortgage loans and small loans to businesses. These loan products represented 44 percent, 32 percent, and 24 percent of total reported loans in the assessment areas, respectively. Among HMDA loan categories, home mortgage refinance, home purchase, and home improvement loans represented 17 percent, nine percent, and six percent of total reported loans, respectively.

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

LENDING TEST

Conclusions for Area Receiving Full-Scope Review

The bank's performance under the Lending Test in Nebraska is rated "High Satisfactory." This is based primarily on a full-scope review of the Omaha MSA assessment area.

Lending Activity

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

FNBO's lending activity in the Omaha MSA assessment area was good. Over the evaluation period, FNBO originated 10,484 reportable home mortgage loans totaling \$1 billion, and 6,091 reportable business loans totaling \$635 million. At this level of lending activity, FNBO reinvested its Omaha deposit base into these loan types every two years.

To analyze FNBO's lending activity, we compared the bank's deposit market share with its lending market share for home mortgage loans and small loans to businesses. In comparing the market share percentages, we took into consideration that deposit market share information included only deposit-taking financial institutions that had one or more branches located in the assessment area. Lending market share information included lenders who did not have deposit-taking facilities in FNBO's assessment area, but reported one or more mortgage or business loan in the area in 2001. Deposit market share data included all deposit-taking financial institutions regardless of their size. Lending market share data included primarily larger banks. In addition, lending market share data included a significant volume of non-bank lenders, including mortgage companies and other finance companies. Due to the different populations of financial institutions included in the data, we did not expect FNBO's deposit market share and lending market share percentages to match in order for performance to be considered good.

Based on FDIC deposit market share data as of June 30, 2002, there were 30 deposit-taking financial institutions with one or more banking offices in the bank's Omaha MSA assessment area. FNBO ranked first in size with a 35 percent market share.

FNBO's volume of reportable home mortgage and business loans was good. For each loan product reviewed, the bank's market share and rank were good considering the significant volume of competing lenders. There were 216 lenders reporting home purchase loans in FNBO's assessment area in 2001. The bank ranked seventh among these lenders with a five percent market share. There were 71 lenders reporting home improvement loans in the assessment area in 2001. FNBO ranked first among these lenders with a market share of 13 percent. There were 224 lenders reporting home mortgage refinance loans. The bank had a seven percent market share and ranked third among these lenders. There were 85 lenders reporting business loans. FNBO ranked fourth among these lenders with a market share of 11 percent.

Distribution of Loans by Income Level of the Geography

The bank's distribution of loans by geography income level in the Omaha MSA assessment area was adequate. This was primarily due to the bank's adequate distribution of all home mortgage loan products.

Home Mortgage Loans

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

The geographic distribution of home mortgage loans was adequate in the Omaha MSA assessment area. For all mortgage loan products reviewed, the bank's percentage of loans in low- and moderate-income (LMI) geographies was below the percentage of owner-occupied housing units located in these areas. In addition, FNBO's market share of home purchase and home mortgage refinance loans reported in LMI census tracts was below the bank's overall market share for these loan products in the Omaha MSA assessment area. Performance was stronger for home improvement loans. FNBO's market share of home improvement loans in LMI geographies exceeded the bank's overall market share for home improvement loans in the assessment area.

In concluding the bank's performance was adequate, we took into consideration the bank's involvement with a nonprofit community development intermediary serving the Omaha MSA. A consortium of financial institutions worked with the intermediary to provide a pool of loan funds for home mortgage for LMI applicants who resided primarily in LMI census tracts. Through the FNNCDC, FNBO provided 35 to 40 percent of funds needed to finance 141 loans to LMI applicants totaling \$9.2 million. Of these loans, 28 percent were to borrowers in low-income tracts and 43 percent were to borrowers in moderate-income geographies.

Small Loans to Businesses

(Refer to Table 6 in Appendix D for the facts and data used to evaluate the geographic distribution of the bank's origination/purchase of small loans to businesses.)

FNBO's geographic distribution of small loans to businesses was good in the Omaha MSA AA. The percentage of small loans to businesses made in LMI geographies was near to the percentage of businesses within those geographies. Also, FNBO's market share of business loans in moderate-income tracts was near to the bank's overall market share for business loans. The bank's market share of business loans in low-income geographies was considerably below the bank's overall market share. This did not detract from the bank's overall good performance as one lender dominated the market of small business loans in low-income census tracts with a market share of 64 percent.

Performance declined slightly when eliminating loans originated under the bank's national or regional loan programs but was still considered good. For loans originated under local business lending programs only, the bank originated 4 percent in low-, 11 percent in moderate-, 40 percent in middle-, and 45 percent in upper-income geographies. The portion of loans made in LMI tracts remained near to the percentage of businesses within those geographies.

Lending Gap Analysis

We reviewed maps and reports of FNBO's lending in the Omaha MSA assessment area to identify gaps in the geographic distribution of loans. We did not identify any conspicuous gaps in lending. During the evaluation period, FNBO originated one or more reportable home mortgage or small business loan in every census tract in the assessment area.

Inside/Outside Ratio

An adequate percentage of FNBO's reported loans were within its assessment areas. For all reported loans during the evaluation period, FNBO originated 16 percent by number within its assessment areas. While this was less than the majority of the bank's reported loans, it did not have a negative impact on the overall analysis of lending geographic distribution. The large volume of loans originated under national and regional lending programs significantly impacted this percentage. When excluding these loans, the percentage of reported loans originated within the bank's assessment areas increased significantly to 70 percent. We performed this analysis at the bank level instead of the assessment area level.

Distribution of Loans by Income Level of the Borrower

The bank's distribution of loans by borrower income level was excellent. The bank's excellent distribution of home mortgage loans was the primary factor supporting this conclusion.

When evaluating the borrower distribution of the bank's home mortgage lending, we took into consideration the percentage of families throughout the Omaha MSA assessment area living below the poverty level. According to the 1990 U.S. Census, seven percent of families in the assessment area were below the poverty level. These families would have had a more difficult time qualifying for residential mortgage loans due to their limited income. Also, the lack of moderately-priced housing throughout the assessment area limited the number of LMI families seeking home mortgage loans. Refer to the Market Profile in Appendix C for more information on the lack of affordable housing for LMI families.

Home Mortgage Loans

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

The distribution of FNBO's home mortgage loan products by borrower income level throughout the Omaha MSA assessment area was excellent. For all three loan products, the bank's percentage of loans to moderate-income borrowers exceeded the percentage of families in the assessment area that were moderate-income. FNBO's percentage of home mortgage loans to low-income borrowers was below the portion of families in the assessment area that were low-income. Performance was strong given the number of families below poverty level and the limited supply of affordable housing in the Omaha MSA assessment area.

Market share information also reflected excellent performance. With few exceptions, the bank's market share of home purchase, home improvement, and home mortgage refinance loans to low- and moderate-income borrowers exceeded the bank's overall market share percentages for these loan products.

Small Loans to Businesses

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

The bank's borrower distribution of small loans to businesses was adequate in the Omaha MSA assessment area. The bank's portion of loans to businesses with gross annual revenues of \$1 million or less was significantly below the percentage of businesses in the assessment area with revenues of \$1 million or less. Performance was stronger when looking at market share data. FNBO's market share of loans to businesses with revenues of \$1 million or less exceeded its overall market share of small loans to businesses.

When eliminating loans originated under FNBO's national or regional loan programs, performance improved considerably. For loans originated under local business lending programs only, the bank originated 58 percent to businesses with revenues of \$1 million or less.

Analysis of business lending by revenue size was hampered by the method FNBO used when evaluating creditworthiness of small business borrowers. Because FNBO relied heavily on other analytical tools in the credit evaluation process, it did not gather or report revenues for many loans. Overall, FNBO did not gather or report revenue data on 35 percent of all small loans to businesses it reported in the Omaha MSA AA during the evaluation period. This practice was concentrated in the national or regional lending programs, where the bank did not collect or report revenue data for any small business loans extended under national or regional programs. In comparison, the bank did not collect or report revenue data for 14 percent of loans extended under local lending programs.

Another indication of the bank's adequate performance was the percentage of loans originated in amounts of \$100 thousand or less. Loan size often loosely correlates to the size of the business. During the evaluation period, FNBO originated 77 percent of its reported loans to businesses in amounts of \$100 thousand or less, regardless of the revenue size of the business. When looking at reported business loans originated under local lending programs only, the bank's percentage of loans in amounts of \$100 thousand or less decreased to 69 percent.

Community Development Lending

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

CD lending had a positive impact on lending test conclusions. FNBO was a leader in making CD loans. The bank's volume of CD loans originated in the assessment area was excellent. FNBO originated 44 CD loans totaling \$151 million in the Omaha MSA assessment area during the evaluation period. This dollar volume represented 39 percent of Tier One Capital.

CD loans originated by FNBO were very responsive to community needs. Over \$125 million funded efforts to revitalize and stabilize LMI geographies in the Omaha MSA assessment area. These geographies included the Federal Housing and Urban Development Enterprise Community and the State of Nebraska Enterprise Zone. An additional \$15 million of the loans helped provide affordable housing for LMI persons. This included a \$3.5 million line of credit to the FNNCDC, which resulted in the partial financing of 164 homes for LMI families. The majority of these homes were located in LMI geographies.

Product Innovation and Flexibility

During the evaluation period, FNBO participated in several flexible lending programs to help meet the credit needs of borrowers in the Omaha MSA assessment area. The bank's participation in these programs received positive consideration in our analysis of Lending Test performance.

FNBO actively participated in several loan programs sponsored by the federal government that primarily served LMI home mortgage loan applicants. These loan programs generally had reduced down payment requirements, lower interest rates, and more liberal underwriting criteria than conventional loans. During the evaluation period, the bank originated 472 loans totaling \$46 million under Federal Housing Authority (FHA) loan programs and 199 loans totaling \$25 million under Veteran's Administration (VA) loan programs.

The bank also participated in the Nebraska Investment Finance Authority (NIFA) loan program. NIFA's Homebuyer Assistance program provided financing to qualified LMI borrowers throughout Nebraska. The program offered reduced interest rates and lower down payment requirements than traditional mortgage loan programs. During the evaluation period, the bank originated 150 NIFA loans in the Omaha MSA assessment area totaling \$12 million.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the Lending Test in the Lincoln MSA assessment area and the non-metropolitan assessment areas is not inconsistent with the bank's overall "High Satisfactory" performance under the Lending Test in Nebraska. Refer to Tables 1 through 12 in Appendix D for the facts and data that support these conclusions.

INVESTMENT TEST

Conclusions for Area Receiving Full-Scope Review

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

The bank's performance under the Investment Test in Nebraska is rated "Outstanding." This is based primarily on a full-scope review of the Omaha MSA assessment area.

FNBO extended an excellent level of qualified investments in the Omaha MSA assessment area. During the evaluation period, FNBO made \$38 million in qualified investments directly benefiting the assessment area, and \$227 thousand in investments benefiting statewide or regional areas that included all four of the bank's Nebraska assessment areas. In addition, the bank had \$7 million in prior period investments from the Omaha MSA assessment area still outstanding as of this examination. The volume of investments benefiting the Omaha MSA assessment area was considered excellent given the moderate level of community development opportunities available in the area (refer to the Market Profile in Appendix C for more information). While none of the investments were considered innovative or complex, virtually all were responsive to identified needs in the Omaha MSA assessment area for affordable housing, financial assistance for small businesses, and revitalization of LMI areas.

FNBO's qualified investments in the Omaha MSA assessment area are discussed under the following bullet points.

- \$32 million partial cost to build an operations center in downtown Omaha. The operations center was part of the City of Omaha's Downtown Northeast Redevelopment Plan. This plan was a city-sponsored project to revitalize a low-income area that the city declared blighted. The area was also part of a HUD Enterprise Community, was a State of Nebraska Enterprise Zone, and was recognized as a Distressed Community under the U.S. Treasury Department's Community Development Financial Institution Fund. The operations center provided permanent jobs to over 400 persons, the majority of whom were low- to moderate-income. The center, which was not a bank branch facility, housed the bank's mainframe computers, check processing, coin and currency processing, incoming mail, printing, cash management, and credit card embossing activities.

According to bank data, the total cost of the building was \$64 million. FNBO financed the building via a five-year lease, with options to renew the lease for four one-year extensions. At the time of completion, the bank expected to pay for the building over an approximate seven-year period. The \$32 million qualified investment represents the portion of the total cost allocated to this evaluation period.

- \$6 million in contributions and grants to 71 organizations serving the Omaha MSA assessment area that had community development activities as their primary purposes.

The prior period investments consisted primarily of \$6 million in City of Omaha Tax Increment Revenue Bonds. The bonds were for the acquisition and preparation of land in downtown Omaha as part of the Downtown Northeast Redevelopment Plan.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the Investment Test in the Lincoln MSA assessment area and the non-metropolitan assessment areas was weaker than the bank's overall "Outstanding" performance under the Investment Test in Nebraska. Refer to Table 14 in Appendix D for the facts and data that support these conclusions.

The weaker performance in the Lincoln MSA and non-metropolitan assessment areas was due to the considerably lower volume of qualified investments benefiting these areas. This did not negatively impact the overall conclusion for the Investment Test. Several factors mitigated the low volume of qualified investments in these assessment areas. FNBO's branch in Lincoln was only open for approximately six months during the evaluation period. In addition, opportunities for investment in the non-metropolitan areas were very limited. Finally, we took into consideration the indirect impact of the \$227 thousand FNBO contributed to organizations serving statewide or regional areas that included these markets.

SERVICE TEST

Conclusions for Area Receiving Full-Scope Review

The bank's performance under the Service Test in Nebraska is rated "High Satisfactory". This is based primarily on a full-scope review of the Omaha MSA assessment area.

Retail Banking Services

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

The bank's service delivery systems were accessible to geographies and individuals of different income levels throughout the Omaha MSA assessment area. The bank's main office and one branch were located in low-income census tracts and were in the Omaha, NE Enterprise Community. Two branches were located in moderate-income geographies. The percentage of the bank's branches in low-income geographies exceeded the percentage of the population in the Omaha MSA assessment area that resided in these tracts. The percentage of FNBO's branches that were in moderate-income tracts was below the percentage of the assessment area population that resided in these areas. This was mitigated by one branch located in a middle-income census tract that was across the street from, and accessible to several LMI geographies. This branch was also adjacent to the Enterprise Community.

The bank's record of opening branches in the Omaha MSA assessment area improved the accessibility of its delivery systems, including LMI geographies. FNBO opened two branches in the assessment area during the evaluation period. One branch was in a moderate-income tract and was surrounded by LMI geographies. The other branch was in an upper-income tract. FNBO did not close any branches in the Omaha MSA assessment area during the evaluation period.

The bank's hours and services offered throughout the assessment area were good. Hours and services did not vary in a way that inconvenienced the assessment area, particularly LMI areas. FNBO supplemented its banking hours and services offered Monday through Friday with offices open on Saturday at all locations except the downtown branch and the FNBO business park branch. Several locations were also open on Sunday. Office hours and services varied slightly among locations based on customers' needs; however, most offices, including all branches in LMI tracts, were open at least nine hours per day Monday through Friday. The bank's complete line of products and services were available at each branch location.

The bank's ATM network offered a reasonably effective alternative system for delivering retail banking services to LMI individuals and geographies. FNBO operated 74 ATMs throughout the Omaha MSA assessment area. By geography income level, nine percent of the ATMs were in low-, 11 percent were in moderate-, 39 percent were in middle-, and 41 percent were in upper-income census tracts.

FNBO offered other alternative delivery systems, including banking by telephone and Internet. Telephone banking services were available 24 hours a day via a toll-free telephone number. This service allowed customers to access deposit and loan information, transfer funds, make payments on personal lines of credit, and obtain bank product information. Internet banking services were also available 24 hours a day. This service allowed customers to access account balances, download account transaction information, transfer funds, apply for loans and new accounts, and pay bills. No information was available on the effectiveness of these services in reaching LMI individuals or geographies. We did not place significant weight on these systems when drawing conclusions under the Service Test.

Community Development Services

FNBO representatives provided a relatively high level of community development services to numerous organizations serving the Omaha MSA assessment area. Nearly 60 bank associates, including executive management, provided services to over 40 organizations during the evaluation period. In addition, two bank associates provided services to six organizations serving a broader statewide or regional area that included all of the bank's Nebraska assessment areas. Organizations benefiting from these services were involved in a variety of community development activities, including affordable housing, community services targeted to LMI individuals, and economic development activities targeted to small businesses. Bank representatives often served in leadership roles, including membership on Boards of Directors and officer positions. Other services involved grant writing and other types of fundraising.

The following are examples of community development services FNBO representatives provided in the Omaha MSA assessment area during the evaluation period:

- A bank representative was involved in several roles for affordable housing organizations established to address housing rehabilitation and affordable home ownership issues. The bank employee wrote grants, sat on a loan review committee, and developed affordable housing programs
- A bank representative was the Chairperson for an organization that supplied funding for local small business programs. As the Board Chairperson, the bank representative approved all funding requests and was involved in all aspects of the program.
- Bank personnel acted in several capacities for organizations providing a broad range of community development services to LMI individuals in the Omaha MSA assessment area. Many of the services provided by bank personnel involved leadership roles vital to the operation of these organizations.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the Service Test in the Omaha MSA assessment area and the non-metropolitan assessment areas is not inconsistent with the bank's overall "High Satisfactory" performance under the Service Test in Nebraska. Refer to Table 15 in Appendix D for the facts and data that support these conclusions.

State Rating

State of Texas

CRA Rating for Texas:	Satisfactory
The Lending Test is rated:	High Satisfactory
The Investment Test is rated:	Low Satisfactory
The Service Test is rated:	Low Satisfactory

The major factors that support this rating include:

- FNBO originated a good volume of small loans to businesses in the Dallas MSA assessment area.
- The bank's geographic distribution of loans was good.
- FNBO's distribution of loans among businesses of different sizes was adequate.
- FNBO's level of qualified investments benefiting the Dallas MSA assessment area was adequate.
- Service delivery systems were reasonably accessible to geographies and individuals of different income levels throughout the assessment area.
- FNBO representatives provided an adequate level of community development services.

Description of Institution's Operations in Texas

FNBO had one assessment area in Texas, consisting of a north-central portion of the Dallas MSA. The bank opened two new offices in Frisco and Plano, Texas in December 2000, and July 2002, respectively. These were FNBO's only branches in Texas. The bank operated two ATMs in this assessment area. FNBO offered a full range of credit products at their Texas office locations.

FNBO's operations in the assessment area were relatively insignificant when compared to the bank's total operations. The Dallas MSA assessment area comprised only one percent of FNBO's total deposits as of June 30, 2002, and one percent of all reported loans during the evaluation period.

The bank's operations in Texas were also relatively insignificant when compared to other financial institutions in the state. FNBO reported \$44 million in deposits in the State of Texas as of June 30, 2002. According to FDIC deposit market share information as of that date, FNBO's deposit market share was 0.02 percent. In looking at just the Dallas MSA, FNBO's deposit market share increased slightly to 0.09 percent.

Refer to the market profile for the State of Texas in Appendix C for detailed demographics, information from community contacts, and other performance context information for the Dallas MSA assessment area.

Scope of Evaluation in Texas

FNBO has only one assessment area in Texas. The state rating was based on a full-scope review of this area. Refer to the table in Appendix A for more information.

When determining conclusions for the Lending Test, we evaluated small loans to businesses but did not analyze performance for home mortgage lending or small loans to farms. During the evaluation period, small loans to businesses represented 90 percent of the total number of reported loans. The volume of home mortgage loans and small loans to farms was insignificant at eight percent and less than two percent of total reported loans, respectively.

LENDING TEST

Conclusions for Area Receiving Full-Scope Review

The bank's performance under the lending test in Texas is rated "High Satisfactory." This is based on a full-scope review of the Dallas MSA assessment area.

Lending Activity

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

FNBO's lending activity in the Dallas MSA assessment area was good. Over the evaluation period, FNBO originated 130 small business loans totaling \$2.8 million.

To analyze FNBO's lending activity, we compared the bank's deposit market share with its lending market share for small loans to businesses. Based on FDIC deposit market share data as of June 30, 2002, there were 107 deposit-taking financial institutions with one or more banking offices in the bank's Dallas MSA assessment area. FNBO ranked 77th with a market share of 0.09 percent.

FNBO's volume of reportable small loans to businesses was good. There were 237 lenders reporting business loans in 2001. FNBO ranked 31st among these lenders with a market share of 0.28 percent.

Distribution of Loans by Income Level of the Geography

FNBO's geographic distribution on loans in the Dallas MSA assessment area was good.

Small Loans to Businesses

(Refer to Table 6 in Appendix D for the facts and data used to evaluate the geographic distribution of the bank's origination/purchase of small loans to businesses.)

The bank's geographic distribution of small loans to businesses was good. The bank's percentage of business loans in low-income geographies met the percentage of businesses within those geographies. FNBO's percentage of business loans in moderate-income geographies slightly exceeded the percentage of businesses located within those geographies. Market share data showed similar performance. FNBO's market share for small loans to businesses in low-income geographies was near to its overall market share percentage for small business loans. The bank's market share for business loans in moderate-income tracts slightly exceeded its overall market share for this loan product.

Performance declined when eliminating loans originated under the bank's national or regional loan programs. For loans originated under local business lending programs only, FNBO originated 25 percent in middle-, and 75 percent in upper-income geographies. FNBO did not originate any loans in LMI tracts under local business lending programs.

Lending Gap Analysis

We reviewed maps and reports of FNBO's lending in the Dallas MSA assessment area to identify gaps in the geographic distribution of loans. We did not identify any conspicuous gaps in lending.

Distribution of Loans by Income Level of the Borrower

The borrower distribution of FNBO's small loans to businesses reflected an adequate dispersion among businesses of different sizes throughout the Dallas MSA assessment area.

Small Loans to Businesses

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

The bank's borrower distribution of small loans to businesses was adequate in the Dallas MSA assessment area. The bank's portion of loans to businesses with gross annual revenues of \$1 million or less was significantly below the percentage of businesses in the AA with revenues of \$1 million or less. In addition, the bank's market share of loans to businesses with revenues of \$1 million or less was below its overall market share of small loans to businesses. This information was not an accurate reflection of the bank's performance because FNBO did not have revenue information available for 83 percent of its reported loans in the assessment area.

When eliminating loans originated under FNBO's national or regional loan programs, performance ratios improved considerably. For loans originated under local business lending programs only, the bank originated 61 percent to businesses with revenues of \$1 million or less. This substantially met the percentage of businesses in the assessment area with revenues of \$1 million or less. For local loan products only, FNBO did not have revenue information available for 21 percent of reported loans in the Dallas MSA assessment area.

Performance was also stronger when looking at the percentage of loans originated in amounts of \$100 thousand or less. Loan size often loosely correlates to the size of the business. During the evaluation period, FNBO originated 96 percent of its reported loans to businesses in amounts of \$100 thousand or less, regardless of the revenue size of the business. When looking at reported business loans originated under local lending programs only, the bank's percentage of loans in amounts of \$100 thousand or less was 100 percent.

Community Development Lending

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

FNBO did not submit any CD loans from the Dallas MSA assessment area for our consideration during this evaluation period. The absence of CD lending had a neutral impact on Lending Test conclusions.

Product Innovation and Flexibility

FNBO did not submit any innovative or flexible loan products for our consideration during this evaluation period. The absence of this information had a neutral impact on Lending Test conclusions.

INVESTMENT TEST

Conclusions for Area Receiving Full-Scope Review

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

The bank's performance under the Investment Test in Texas is rated "Low Satisfactory." This is based on a full-scope review of the Dallas MSA assessment area.

FNBO provided an adequate level of qualified investments in the Dallas MSA assessment area. During the evaluation period, FNBO made \$236,000 in qualified investments benefiting the assessment area. The majority of the investments were contributions to an agency providing consumer credit counseling services to primarily LMI individuals. The volume of investments was adequate given FNBO's relatively small size in the Dallas market, the limited time the bank has had branches in the area, and the moderate opportunity for local equity investment. Refer to the Market Profile in Appendix C for more information regarding community development opportunities in the area. None of the investments were considered innovative or complex.

SERVICE TEST

Conclusions for Area Receiving Full-Scope Review

The bank's performance under the Service Test in Texas is rated "Low Satisfactory." This is based on a full-scope review of the Dallas MSA assessment area.

Retail Banking Services

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

The bank's service delivery systems were reasonably accessible to geographies and individuals of different income levels throughout the Dallas MSA assessment area. Neither of the two branches in the assessment area were located in LMI geographies; however, concern was mitigated as less than eight percent of the area's population resided in these geographies. The majority of LMI individuals were scattered throughout the assessment area. FNBO's branches were located centrally in the assessment area, providing reasonable access to all individuals and geographies.

The bank's record of opening branches in the Dallas MSA assessment area did not adversely affect the accessibility of its delivery systems, especially to LMI geographies and individuals. Both of the branches in the assessment area were opened during the evaluation period. FNBO did not close any branches in the Dallas MSA assessment area during the evaluation period.

The bank's hours and services offered throughout the assessment area were good. Hours and services did not vary in a way that inconvenienced the assessment area, particularly LMI areas. FNBO supplemented its banking hours and services offered Monday through Friday with both offices open on Saturday. Office hours and services did not vary between branches and both offices were open 12 hours per day, Monday through Friday. The bank's complete line of products and services were available at each branch location.

The bank's ATM network offered an alternative system for delivering retail banking services. FNBO operated 2 ATMs in the Dallas MSA assessment area, located at each branch facility.

FNBO offered other alternative delivery systems, including banking by telephone and Internet. These services were described in detail under the analysis of Service Test performance for Nebraska. No information was available on the effectiveness of these services in reaching LMI individuals or geographies. We did not place significant weight on these systems when drawing conclusions under the Service Test.

Community Development Services

FNBO representatives provided a limited level of community development services in the Dallas MSA assessment area. A bank associate participated in fund raising efforts for an organization serving the needs of LMI individuals. While this was the only community development service provided during the evaluation period in the Dallas MSA assessment area, the bank's limited level of involvement in the community was expected. FNBO opened its first branch in the assessment area in December 2000, and for the majority of the evaluation period, only had about four employees in the assessment area that could have provided meaningful community development services. Management's focus in the Dallas MSA assessment area has been on establishing FNBO's lending and deposit base to ensure profitability.

Appendix A: Scope of Examination

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

Time Period Reviewed	Lending Test (excludes CD loans): Investment Test, Service Test, And CD Loans	1/1/1999 to 12/31/2002 7/1/1999 to 12/31/2002
Financial Institution		Products Reviewed
First National Bank of Omaha (FNBO) Omaha, Nebraska		Home mortgage loans, small loans to businesses, small loans to farms, community development loans
Affiliate(s)	Affiliate Relationship	Products Reviewed
NA – No affiliate products reviewed		
List of Assessment Areas and Type of Examination		
Assessment Area	Type of Exam	Other Information
State of Nebraska: Omaha, NE MSA #5920	Full-Scope	Metropolitan AA consisting of Douglas and Sarpy Counties
Lincoln, NE MSA #4360	Limited-Scope	Metropolitan AA consisting of 42 adjacent census tracts in the metropolitan portion of the MSA
Beatrice, NE NonMSA	Limited-Scope	Non-metropolitan AA consisting of Gage County, Johnson County, and an adjacent portion of Jefferson County
David City, NE NonMSA	Limited-Scope	Non-metropolitan AA consisting of Butler County
State of Texas: Dallas, TX MSA #1920	Full-Scope	Metropolitan AA consisting of 52 adjacent portions of Collin, Dallas, and Denton Counties

Appendix B: Summary of State Ratings

Ratings for First National Bank of Omaha				
Overall Bank:	Lending Test Rating*	Investment Test Rating	Service Test Rating	Overall Bank/State/Multistate Rating
FNB Omaha	High Satisfactory	Outstanding	High Satisfactory	Satisfactory
State:				
Nebraska	High Satisfactory	Outstanding	High Satisfactory	Satisfactory
Texas	High Satisfactory	Low Satisfactory	Low Satisfactory	Satisfactory

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

Appendix C: Market Profiles for Full-Scope Areas

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Market Profiles for Areas Receiving Full-Scope Reviews

<i>State of Nebraska</i>	<i>C-2</i>
<i>State of Texas</i>	<i>C-5</i>

State of Nebraska

Demographic Information for Full-Scope Area: Omaha, NE MSA #5920 Assessment Area						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	131	11.45%	26.72%	37.41%	23.66%	0.76%
Population by Geography	519,027	5.91%	20.48%	42.07%	31.54%	0.00%
Owner-Occupied Housing by Geography	122,395	3.41%	16.58%	46.19%	33.82%	0.00%
Businesses by Geography	28,562	4.42%	12.66%	41.63%	41.29%	0.00%
Farms by Geography	922	0.76%	6.40%	57.92%	34.92%	0.00%
Family Distribution by Income Level	135,014	16.80%	17.78%	25.49%	39.93%	0.00%
Distribution of Low- and Moderate-Income Families throughout AA Geographies	46,688	11.06%	32.87%	41.11%	14.96%	0.00%
Median Family Income	\$36,011	Median Housing Value		\$60,386		
HUD Adjusted Median Family Income for 2002	\$64,400	Unemployment Rate (August 2003)		4.00%		
Households Below the Poverty Level	9.90%					

(*) The NA category consists of geographies that have not been assigned an income classification.
 Source: 1990 U.S. Census, and 2002 HUD updated MFI.

FNBO designated Douglas and Sarpy Counties as its assessment area within the Omaha, NE-IA MSA #5920. The MSA consists of five counties, including one county in Iowa; however, FNBO limited their AA to the two counties that contain the metropolitan Omaha area. The assessment area contained FNBO’s main office, 17 branches, 74 ATMs, and the surrounding areas in which the bank originated a substantial portion of its loans during the evaluation period. As of June 30, 2002, 94 percent of the bank’s total deposits were attributed to this area. Over the evaluation period, the bank originated 84 percent of its total reported loans in the Omaha MSA assessment area. Refer to the bank’s CRA Public File for a map and list of census tracts within the Omaha MSA assessment area.

The bank's deposits in the Omaha assessment area totaled approximately \$3.3 billion as of June 30, 2002. Based on FDIC deposit market share data as of that date, this equated to a 35 percent deposit market share and ranked FNBO as the largest deposit-taking financial institution in the assessment area. FNBO dominated the market, as the second largest deposit taking institution had a 13 percent market share.

Competition among financial institutions was strong. Thirty financial institutions operated 192 banking offices in FNBO's Omaha MSA assessment area as of June 30, 2002. Primary competitors include Wells Fargo, U.S. Bank, N.A., Commercial Federal Bank, Great Western Bank, and American National Bank. Credit unions, finance companies, and mortgage companies also competed for loan production throughout the assessment area. Aggregate HMDA data noted 281 lenders reporting mortgage loans in FNBO’s assessment area in 2001.

The local economy has remained relatively stable compared to the national economy. While Omaha serves as a regional service and trade center, diversification exists through agriculture and related processing, industries, communications, telemarketing, medical, data processing, and insurance related businesses. The well-diversified economy has kept the area's annual unemployment rate well under the national rate. The 2002 annual average unemployment rate for the metro Omaha area was 3.8 percent, compared to the U.S. unemployment rate of 5.8 percent. Major employers during the evaluation period included Offutt Air Force Base, Alegent Health, Omaha Public Schools, First Data Corporation, and Methodist Health System. FNBO was the 13th largest employer in the metropolitan area according to information from the Greater Omaha Chamber of Commerce as of March 2003.

Recent contacts with community representatives included three government offices, two housing authorities, two economic development corporations, and one realtor association. Contacts reaffirmed the area's need for affordable housing stock. They also noted the continuing need for residential mortgage loans. Various groups reported the need for financing and technical support for small businesses. Contacts were complimentary of local banks' responsiveness to area credit needs and participation with community development initiatives.

The most pressing need in the community was for affordable housing. The majority of contacts noted a shortage of homes in the Omaha MSA that were affordable to LMI persons. Contact estimates on the maximum home value low-income families could afford in the Omaha MSA ranged from \$55,000 to \$90,000. The estimates were based on current interest rates, the updated HUD median family income, and traditional lending standards. Data from a local realtor association indicated only about 15 percent of area homes sold for \$90,000 or less in 2002. Only 8 percent of area homes sold for \$55,000 or less.

Housing costs have steadily increased throughout the assessment area. According to U.S. Census information, the median housing value in the Omaha metro area rose from \$60,386 in 1990 to \$105,899 in 2000. Updated data for 2002 showed the median sale price in the Omaha metro area at \$119,000.

The most significant business-related credit needs are for equity or venture capital financing for small businesses. Contacts stressed attracting, retaining, and expanding small businesses are vital to promote business growth and development, especially in LMI geographies.

Contacts also stated a need for revitalization in the downtown area. This included a mix of large business, small business, and housing in all price ranges, but especially for LMI persons. One contact noted unemployment in the inner city was four times the metro average and there was a shortage of affordable, safe homes (both owner-occupied and rental) for working poor of the inner city.

A moderate level of resources and opportunities existed to facilitate activities to address the unmet credit and community development needs of the assessment area. Various LMI portions of North and South Omaha have been designated as Enterprise Communities by HUD, an Enterprise Zone by the State of Nebraska, a Distressed Community under the U.S. Treasury Department's Community Development Financial Institution Fund, or blighted areas by the City of Omaha. These designations provided incentives to lend or invest in these targeted areas and encouraged partnerships with community development organizations.

Actual partnerships to date have been somewhat limited, however. For example, there were only two community development financial institutions in the MSA. Several contacts noted there were no small business investment companies, public community development corporations, or shared loan pools for small business lending serving the Omaha MSA. In general, community development donation and service opportunities were much more abundant than qualified investment securities. The most abundant example of qualified investments available during the evaluation period was housing bonds issued by the Nebraska Investment Finance Authority. Competition for community development loans, investments, and services in the assessment area was high and consisted primarily of financial institutions.

State of Texas

Demographic Information for Full-Scope Area: Dallas, TX MSA #1920 Assessment Area						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	52	1.92%	7.69%	26.93%	63.46%	0.00%
Population by Geography	275,338	0.04%	7.61%	28.75%	63.60%	0.00%
Owner-Occupied Housing by Geography	59,485	0.00%	1.24%	23.66%	75.10%	0.00%
Businesses by Geography	42,046	0.00%	6.05%	31.35%	62.60%	0.00%
Farms by Geography	542	0.00%	3.14%	27.67%	69.19%	0.00%
Family Distribution by Income Level	73,594	8.14%	11.26%	18.18%	62.42%	0.00%
Distribution of Low- and Moderate-Income Families throughout AA Geographies	14,273	0.08%	18.19%	42.12%	39.61%	0.00%
Median Family Income	\$38,754	Median Housing Value				\$134,399
HUD Adjusted Median Family Income for 2002	\$66,500	Unemployment Rate (August 2003)				7.19%
Households Below the Poverty Level	4.40%					

(*) The NA category consists of geographies that have not been assigned an income classification.
Source: 1990 U.S. Census, and 2002 HUD updated MFI.

FNBO designated contiguous portions of Collin, Dallas, and Denton Counties as its assessment area within the Dallas, TX MSA #1920. The MSA consists of eight counties; however, FNBO limited their assessment area to the region it could reasonably serve in the north-central portion of the MSA. The assessment area contained FNBO's two Texas branches, two ATMs, and the surrounding areas in which the bank originated a substantial portion of its loans during the evaluation period. As of June 30, 2002, only one percent of the bank's total deposits were attributed to this area. Over the evaluation period, the bank originated less than one percent of its total reported loans in the Dallas MSA assessment area. Refer to the bank's CRA Public File for a map and list of census tracts within the Dallas MSA assessment area.

FNBO's presence in the assessment area consists of two branches, both of which opened during the evaluation period. The bank's deposits in the Dallas assessment area totaled approximately \$44 million as of June 30, 2002. Based on FDIC deposit market share data as of that date, this equated to a market share of 0.09 percent and ranked FNBO 77th among 107 deposit-taking financial institutions in the assessment area. Competition among financial institutions was strong. Financial institutions operated 726 banking offices in FNBO's Dallas MSA assessment area as of June 30, 2002. Credit unions, finance companies, and mortgage companies also competed for loan production throughout the assessment area. Aggregate HMDA data noted 437 lenders reporting mortgage loans in FNBO's assessment area in 2001.

The local economy has remained relatively stable compared to the national economy. In particular, the northern portion of the Dallas MSA has experienced steady growth. The area has a well-diversified business sector with emphasis on manufacturing, high technology, education, and communication. The 2002 annual average unemployment rate of 7.2 percent was for the entire MSA, and not reflective of the immediate assessment area which generally has an unemployment rate below the national average.

Housing costs have steadily increased throughout the assessment area. According to U.S. Census information, the median housing value in the Dallas metro area rose from \$134,399 in 1990, to \$182,943 in 2000.

Recent contacts with community representatives included two government offices, one housing authority, two economic development corporations, and one realtor association. Throughout the entire Dallas MSA, contacts noted a high level of lending, service, and investment opportunity. Significant needs identified by these groups included small business loans, especially micro-loans, affordable single-family and multi-family housing, and home rehabilitation loans. Contacts also noted the need for homebuyer assistance programs and improved personal service for small businesses. All of these needs were considerably less pressing in FNBO's immediate assessment area, which was generally the more affluent portion of the MSA. Therefore, we characterized the overall level community development opportunities in the bank's assessment area as moderate.

Appendix D: Tables of Performance Data

Content of Standardized Tables

A separate set of tables is provided for each state. References to the “bank” include activities of any affiliates that the bank provided for consideration (refer to Appendix A: Scope of the Examination). For purposes of reviewing the Lending Test tables, the following are applicable: purchased loans are treated as originations/purchases and market share is the number of loans originated and purchased by the bank as a percentage of the aggregate number of reportable loans originated and purchased by all lenders in the MA/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 1. Lending Volume - Presents the number and dollar amount of reportable loans originated and purchased by the bank over the evaluation period by MA/assessment area. Community development loans to statewide or regional entities or made outside the bank’s assessment area may receive positive CRA consideration. Refer to Interagency Q&As __.12(i) - 5 and - 6 for guidance on when a bank may receive positive CRA consideration for such loans.

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

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

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

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

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

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

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

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

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

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

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

Table 1. Lending Volume

LENDING VOLUME												Evaluation Period: January 1, 1999 to December 31, 2002	
MA/Assessment Area:	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***	
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)		
Geography: NEBRASKA													
Full Review:													
Omaha MSA AA	84.37%	10,484	1,011,773	6,091	634,621	117	19,896	44	151,178	16,736	1,817,468	95.29%	
Limited Review:													
Lincoln MSA AA	3.48%	347	130,051	325	46,361	18	517	0	0	690	176,929	0.65%	
NonMSA AAs	12.15%	777	34,785	582	22,226	1,050	52,478	1	780	2,410	110,269	4.06%	
Geography: TEXAS													
Full Review:													
Dallas MSA AA	100.00%	12	1,319	130	2,750	2	49	0	0	144	4,118	100.00%	

* Loan Data as of December 31, 2002. Rated area refers to either the state or multi-state MA rating area.

** The evaluation period for Community Development Loans is July 1, 1999 to December 31, 2002.

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

Table 2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE											Evaluation Period: January 1, 1999 to December 31, 2002				
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% Owner Occ Units** *	% BANK Loans	% Owner Occ Units** *	% BANK Loans	% Owner Occ Units** *	% BANK Loans	% Owner Occ Units** *	% BANK Loans	Overall	Low	Mod	Middle	Upper
Geography: NEBRASKA															
Full Review:															
Omaha MSA AA	2,459	88.87%	3.41%	0.65%	16.58%	7.03%	46.19%	41.36%	33.82%	50.96%	4.83%	2.30%	2.62%	5.08%	5.17%
Limited Review:															
Lincoln MSA AA	95	3.43%	1.33%	0.00%	17.11%	7.37%	59.42%	62.10%	22.14%	30.53%	0.65%	0.00%	0.39%	0.65%	0.85%
NonMSA AAs	213	7.70%	NA	NA	3.75%	11.27%	96.25%	88.73%	NA	NA	15.88%	NA	29.63%	14.70%	NA
Geography: TEXAS															
Full Review:															
Dallas MSA AA	8	100.00%	0.00%	0.00%	1.24%	0.00%	23.66%	0.00%	75.10%	100.00%	0.01%	0.00%	0.00%	0.00%	0.01%

* Based on 2001 Peer Mortgage Data: Midwest Region for Nebraska and Southwest Region for Texas.

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

*** Percentage of Owner Occupied Units is the number of owner occupied housing units in a particular geography divided by the number of owner occupied housing units in the area based on 1990 Census information.

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT												Evaluation Period: January 1, 1999 to December 31, 2002				
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*					
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Middle	Upper	
Geography: NEBRASKA																
Full Review:																
Omaha MSA AA	2,314	93.80%	3.41%	2.07%	16.58%	10.85%	46.19%	44.21%	33.82%	42.87%	12.79%	14.93%	12.96%	12.33%	13.17%	
Limited Review:																
Lincoln MSA AA	3	0.12%	1.33%	0.00%	17.11%	33.33%	59.42%	66.67%	22.14%	0.00%	0.11%	0.00%	0.00%	0.18%	0.00%	
NonMSA AAs	150	6.08%	NA	NA	3.75%	7.33%	96.25%	92.67%	NA	NA	34.74%	NA	40.00%	34.44%	NA	
Geography: TEXAS																
Full Review:																
Dallas MSA AA	2	100.00%	0.00%	0.00%	1.24%	0.00%	23.66%	100.00%	75.10%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	

* Based on 2001 Peer Mortgage Data: Midwest Region for Nebraska and Southwest Region for Texas.

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

*** Percentage of Owner Occupied Units is the number of owner occupied housing units in a particular geography divided by number of owner occupied housing units in the area based on 1990 Census information.

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE												Evaluation Period: January 1, 1999 to December 31, 2002				
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*					
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Middle	Upper	
Geography: NEBRASKA																
Full Review:																
Omaha MSA AA	5,687	89.87%	3.41%	0.81%	16.58%	5.54%	46.19%	38.74%	33.82%	54.91%	7.34%	3.16%	4.44%	6.86%	8.38%	
Limited Review:																
Lincoln MSA AA	232	3.67%	1.33%	0.43%	17.11%	5.60%	59.42%	52.16%	22.14%	41.81%	0.94%	0.00%	0.64%	0.77%	1.42%	
NonMSA AAs	409	6.46%	NA	NA	3.75%	5.38%	96.25%	94.62%	NA	NA	18.60%	NA	28.13%	18.13%	NA	
Geography: TEXAS																
Full Review:																
Dallas MSA AA	2	100.00%	0.00%	0.00%	1.24%	0.00%	23.66%	50.00%	75.10%	50.00%	0.01%	0.00%	0.00%	0.00%	0.01%	

* Based on 2001 Peer Mortgage Data: Midwest Region for Nebraska and Southwest Region for Texas

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

*** Percentage of Owner Occupied Units is the number of owner occupied housing units in a particular geography divided by number of owner occupied housing units in the area based on 1990 Census information.

Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY											Evaluation Period: January 1, 1999 to December 31, 2002				
MA/Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% of MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	Overall	Low	Mod	Middle	Upper
Geography: NEBRASKA															
Full Review:															
Omaha MSA AA	24	52.17%	11.97%	20.83%	22.28%	20.83%	37.53%	41.67%	28.22%	16.67%	5.36%	0.00%	4.26%	8.33%	5.56%
Limited Review:															
Lincoln MSA AA	17	36.96%	22.93%	0.00%	27.89%	11.77%	39.39%	82.35%	9.79%	5.88%	3.41%	0.00%	0.00%	13.04%	0.00%
NonMSA AAs	5	10.87%	NA	NA	20.76%	20.00%	79.24%	80.00%	NA	NA	100.00%	NA	0.00%	100.00%	NA
Geography: TEXAS															
Full Review:															
Dallas MSA AA	0	100.00%	0.19%	0.00%	20.81%	0.00%	37.59%	0.00%	41.41%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%

* Based on 2001 Peer Mortgage Data: Midwest Region for Nebraska and Southwest Region for Texas.

** Multifamily loans originated and purchased in the MA/AA as a percentage of all multifamily loans originated and purchased in the rated area.

*** Percentage of multifamily units is the number of multifamily housing units in a particular geography divided by number of multifamily housing units in the area based on 1990 Census information.

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES											Evaluation Period: January 1, 1999 to December 31, 2002				
MA/Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	Overall	Low	Mod	Middle	Upper
Geography: NEBRASKA															
Full Review:															
Omaha MSA AA	6,091	87.04%	4.42%	4.09%	12.66%	11.39%	41.63%	39.70%	41.29%	44.82%	11.03%	5.57%	10.28%	11.53%	12.46%
Limited Review:															
Lincoln MSA AA	325	4.64%	4.76%	9.85%	20.27%	17.85%	57.60%	49.23%	16.47%	23.07%	1.90%	4.06%	1.90%	1.78%	2.28%
NonMSA AAs	582	8.32%	NA	NA	16.26%	15.81%	83.74%	84.19%	NA	NA	19.10%	NA	34.85%	17.81%	NA
Geography: TEXAS															
Full Review:															
Dallas MSA AA	130	100.00%	0.00%	0.00%	6.05%	6.16%	31.35%	27.69%	62.60%	66.15%	0.28%	0.23%	0.33%	0.28%	0.29%

* Based on 2001 Peer Small Business Data: US.

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

*** Source Data - Dun and Bradstreet 2002.

Table 7. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS											Evaluation Period: January 1, 1999 to December 31, 2002				
MA/Assessment Area:	Total Small Farm Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% of Farms ***	% BANK Loans	% of Farms ***	% BANK Loans	% of Farms ***	% BANK Loans	% of Farms ***	% BANK Loans	Overall	Low	Mod	Middle	Upper
Geography: NEBRASKA															
Full Review:															
Omaha MSA AA	117	9.87%	0.76%	0.00%	6.40%	19.66%	57.92%	64.10%	34.92%	16.24%	13.50%	0.00%	57.14%	12.84%	8.70%
Limited Review:															
Lincoln MSA AA	18	1.52%	0.79%	0.00%	13.04%	0.00%	57.71%	22.22%	28.46%	77.78%	5.67%	0.00%	0.00%	3.90%	14.29%
NonMSA AA	1,050	88.61%	NA	NA	5.27%	1.05%	94.73%	98.95%	NA	NA	43.56%	NA	100.00%	43.59%	NA
Geography: TEXAS															
Full Review:															
Dallas MSA AA	2	100.00%	0.00%	0.00%	3.14%	0.00%	27.67%	50.00%	69.19%	50.00%	0.48%	0.00%	0.00%	0.00%	1.22%

* Based on 2001 Peer Small Business Data: US.

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

*** Source Data - Dun and Bradstreet 2002.

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE											Evaluation Period: January 1, 1999 to December 31, 2002				
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Middle	Upper
Geography: NEBRASKA															
Full Review:															
Omaha MSA AA	2,459	88.87%	16.80%	11.61%	17.78%	23.58%	25.49%	32.86%	39.93%	31.95%	4.83%	5.13%	5.46%	6.30%	5.61%
Limited Review:															
Lincoln MSA AA	95	3.43%	17.46%	6.59%	18.55%	34.07%	28.08%	28.57%	35.91%	30.77%	0.65%	0.51%	0.99%	0.82%	1.07%
NonMSA AAs	213	7.70%	17.02%	11.79%	19.39%	35.38%	26.48%	32.55%	37.11%	20.28%	15.88%	25.00%	27.27%	17.44%	14.61%
Geography: TEXAS															
Full Review:															
Dallas MSA AA	8	100.00%	8.14%	0.00%	11.26%	0.00%	18.18%	25.00%	62.42%	75.00%	0.01%	0.00%	0.00%	0.02%	0.01%

* Based on 2001 Peer Mortgage Data: Midwest Region for Nebraska and Southwest Region for Texas.

** As a percentage of loans with borrower income information available. No information was available for 11.02% of loans originated and purchased by Bank in the Omaha MSA AA, 4.21% in the Lincoln MSA AA, 0.47% in the NonMSA AAs, and 0.00% in the Plano MSA AA.

*** Percentage of Families is based on the 1990 Census information.

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

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT											Evaluation Period: January 1, 1999 to December 31, 2002				
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Middle	Upper
Geography: NEBRASKA															
Full Review:															
Omaha MSA AA	2,314	93.80%	16.80%	10.80%	17.78%	18.60%	25.49%	29.81%	39.93%	40.79%	12.79%	12.96%	10.46%	13.18%	13.14%
Limited Review:															
Lincoln MSA AA	3	0.12%	17.46%	0.00%	18.55%	33.33%	28.08%	0.00%	35.91%	66.67%	0.11%	0.00	0.00%	0.00%	0.51%
NonMSA AAs	150	6.08%	17.02%	8.28%	19.39%	33.10%	26.48%	27.59%	37.11%	31.03%	34.74%	63.64%	36.00%	30.00%	25.00%
Geography: TEXAS															
Full Review:															
Dallas MSA AA	2	100.00%	8.14%	0.00%	11.26%	50.00%	18.18%	0.00%	62.42%	50.00%	0.00%	0.00%	0.00%	0.00%	0.00%

* Based on 2001 Peer Mortgage Data: Midwest Region for Nebraska and Southwest Region for Texas.

** As a percentage of loans with borrower income information available. No information was available for 4.75% of loans originated and purchased by Bank in the Omaha MSA AA, 0.00% in the Lincoln MSA AA, 3.33% in the NonMSA AAs, and 0.00% in the Plano MSA AA.

*** Percentage of Families is based on the 1990 Census information.

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

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE											Evaluation Period: January 1, 1999 to December 31, 2002				
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Middle	Upper
Geography: NEBRASKA															
Full Review:															
Omaha MSA AA	5,687	89.87%	16.80%	8.33%	17.78%	20.61%	25.49%	27.85%	39.93%	43.21%	7.34%	6.76%	8.67%	7.94%	9.29%
Limited Review:															
Lincoln MSA AA	232	3.67%	17.46%	6.54%	18.55%	18.69%	28.08%	32.24%	35.91%	42.53%	0.94%	0.69%	0.85%	1.29%	1.67%
NonMSA AAs	409	6.46%	17.02%	8.95%	19.39%	22.37%	26.48%	29.73%	37.11%	38.95%	18.60%	25.71%	27.18%	20.13%	20.76%
Geography: TEXAS															
Full Review:															
Dallas MSA AA	2	100.00%	8.14%	0.00%	11.26%	0.00%	18.18%	50.00%	62.42%	50.00%	0.01%	0.00%	0.00%	0.00%	0.01%

* Based on 2001 Peer Mortgage Data: Midwest Region for Nebraska and Southwest Region for Texas.

** As a percentage of loans with borrower income information available. No information was available for 17.23% of loans originated and purchased by Bank in the Omaha MSA AA, 7.76% in the Lincoln MSA AA, 7.09% in the NonMSA AAs, and 0.00% in the Plano MSA AA.

*** Percentage of Families is based on the 1990 Census information.

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

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES					Evaluation Period: January 1, 1999 to December 31, 2002				
MA/Assessment Area:	Total Small Loans to Businesses		Businesses With Revenues of \$1 Million or Less		Loans by Original Amount Regardless of Business Size			Market Share*	
	#	% of Total**	% of Businesses***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Revenues \$1 Million or Less
Geography: NEBRASKA									
Full Review:									
Omaha MSA AA	6,091	87.04%	76.30%	43.72%	76.55%	11.61%	11.84%	11.03%	11.50%
Limited Review:									
Lincoln MSA AA	325	4.64%	78.33%	23.38%	60.92%	23.08%	16.00%	1.90%	0.80%
NonMSA AAs	582	8.32%	77.08%	90.55%	93.82%	4.12%	2.06%	19.10%	32.38%
Geography: TEXAS									
Full Review:									
Dallas MSA AA	130	100.00%	62.27%	13.08%	96.15%	2.31%	1.54%	0.28%	0.03%

* Based on 2001 Peer Small Business Data: US.

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

*** Businesses with revenues of \$1 million or less as a percentage of all businesses (Source D&B - 2002).

**** Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 35.12% of small loans to businesses originated and purchased by the Bank in the Omaha MSA AA, 60.31% in the Lincoln MSA AA, 7.04% in the NonMSA AAs, and 83.08% in the Plano MSA AA.

Table 12. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL LOANS TO FARMS					Evaluation Period: January 1, 1999 to December 31, 2002				
MA/Assessment Area:	Total Small Loans to Farms		Farms With Revenues of \$1 Million or Less		Loans by Original Amount Regardless of Farm Size			Market Share*	
	#	% of Total**	% of Farms***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$500,000	All	Revenues \$1 Million or Less
Geography: NEBRASKA									
Full Review:									
Omaha MSA AA	117	9.87%	93.82%	44.44%	51.28%	19.66%	29.06%	13.50%	7.58%
Limited Review:									
Lincoln MSA AA	18	1.52%	91.70%	77.78%	94.44%	5.56%	0.00%	5.67%	3.93%
NonMSA AAs	1,050	88.61%	98.44%	98.95%	86.67%	10.09%	3.24%	43.56%	45.29%
Geography: TEXAS									
Full Review:									
Dallas MSA AA	2	100.00%	91.33%	0.00%	100.00%	0.00%	0.00%	0.48%	0.00%

* Based on 2001 Peer Small Business Data: US.

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

*** Farms with revenues of \$1 million or less as a percentage of all farms (Source D&B - 2002).

**** Small loans to farms with revenues of \$1 million or less as a percentage of all loans reported as small loans to farms. No information was available for 28.21% of small loans to farms originated and purchased by Bank in the Omaha MSA AA, 22.22% in the Lincoln MSA AA, 0.76% in the NonMSA AAs, and 100.00% in the Plano MSA AA.

Table 14. Qualified Investments

QUALIFIED INVESTMENTS					Evaluation Period: January 1, 1999 to December 31, 2002				
MA/Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
Geography: NEBRASKA									
Full Review:									
Omaha MSA AA	3	6,569	72	38,425	75	44,994	99.43%	0	0
Limited Review:									
Lincoln MSA AA	0	0	6	12	6	12	0.03%	0	0
NonMSA AAs	0	0	12	17	12	17	0.04%	0	0
Statewide/Regional Investments	0	0	4	227	4	227	0.50%	0	0
Geography: TEXAS									
Full Review:									
Dallas MSA AA	0	0	4	236	4	236	100.00%	0	0

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

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

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

DISTRIBUTION OF BRANCH DELIVERY SYSTEM & BRANCH OPENINGS/CLOSINGS										Evaluation Period: January 1, 1999 to December 31, 2002							
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings				Population					
	% of Rated Area Deposits in AA	# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or -)				% of Population within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
Geography: NEBRASKA																	
Full Review:																	
Omaha MSA AA	95.29%	18	81.82%	11.11	11.11	50.00	27.78	3	0	0	+1	0	+2	5.91	20.48	42.07	31.54
Limited Review:																	
Lincoln MSA AA	0.65%	1	4.54%	0.00	0.00	100.00	0.00	1	0	0	0	+1	0	5.26	22.74	52.57	16.48
NonMSA AAs	4.06%	3	13.64%	0.00	0.00	100.00	0.00	0	0	NA	NA	NA	NA	NA	5.47	94.53	NA
Geography: TEXAS																	
Full Review:																	
Dallas MSA AA	100.00%	2	100.00%	0.00	0.00	50.00	50.00	2	0	0	0	+1	+1	0.04	7.61	28.75	63.60