



LARGE BANK

Comptroller of the Currency
Administrator of National Banks

Washington, DC 20219

PUBLIC DISCLOSURE

September 26, 2011

COMMUNITY REINVESTMENT ACT PERFORMANCE EVALUATION

Barrington Bank & Trust Company, NA
Charter Number: 23216

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Barrington, IL 60010

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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 Barrington Bank and Trust Company with respect to the lending, investment, and service tests:

Performance Levels	(Name of Depository Institution) Performance Tests		
	Lending Test*	Investment Test	Service Test
Outstanding			
High Satisfactory		X	X
Low Satisfactory	X		
Needs to Improve			
Substantial Noncompliance			

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

The major factors that support this rating include:

- The bank has an adequate record of lending within its AA.
- Distribution of mortgage loans to low- and moderate-income borrowers and small business loans originated within the AA is good.
- Distribution of lending based on geography is adequate.
- Retail banking services are sufficient to reach all segments of the bank's AA population.
- Community Development loans, investments and services meet identified needs within the AA.

Definitions and Common Abbreviations

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Rated Area: A rated area is a state or multi-state metropolitan area. For an institution with

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

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

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

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

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

Description of Institution

Barrington Bank & Trust Company, NA (BBT) is a full-service intrastate bank headquartered in Barrington, IL, which is located approximately 39 miles northwest of the city of Chicago. The bank is wholly owned by the Wintrust Financial Corporation (Wintrust) located in Lake Forest, Illinois and reporting total assets of just over \$14 billion as of December 31, 2010. In addition to BBT, Wintrust owns and operates fourteen other banks, an insurance finance company, a trust company, and an investment firm. A full service mortgage company, Wintrust Mortgage, was an operating subsidiary of BBT at the time of this performance evaluation. At the bank's request the HMDA-reportable loans originated by the mortgage company in the bank's designated AA will be considered as part of the bank's CRA performance.

As of December 31, 2010 BBT reported total assets of \$1.18 billion and Tier One capital of \$104.3 million. BBT has three branches in Cook County in addition to the main location on Hough Street in Barrington; one in Palatine, two in Hoffman Estates as well as one branch located in the Lake County portion of Barrington.

The strategic focus of BBT is to make BBT the community bank of choice in the market it serves, as well as the business bank of choice. In addition to offering retail and small business products and services within its market area, the bank has a unique commercial lending niche, Community Advantage (CA). CA provides financial services to condominium, townhome, and management associations and the property management companies that serve them. The market for these products is primarily outside the bank's AA.

As of 12 /31/10, the loan portfolio totaled \$1 billion, and represented 85% of the bank's total assets. Composition of BBT's loan portfolio, as reflected on the December 31, 2010 Call report:

Loan Type	\$ Amount of Loans (millions)	Percentage of Loan Portfolio
1-4 Family Residential RE	\$ 482	48%
Commercial/Farm Loans	\$ 355	36%
Consumer	\$ 92	9%
Land Development & Construction	\$ 61	6%
Multi-Family	\$ 11	1%
Total	\$1,001	100%

The 1-4 family residential real estate figure includes mortgage loans held by the bank's subsidiary, Wintrust Mortgage Company, totaling \$357 million as of year end.

BBT has the resources and financial strength to meet the credit needs of its community. There are no legal or financial factors impeding the bank's ability to help meet the credit needs in its AA. The bank received a Satisfactory rating at the last CRA examination, dated September 15, 2008, which was conducted using the small/intermediate bank CRA examination procedures.

Scope of the Evaluation

Evaluation Period/Products Evaluated

This Community Reinvestment Act (CRA) examination covers the bank's lending performance from January 2008 through December 2010. In addition the bank's community development activities from September 2008 through August 2011 were analyzed.

Products reviewed during this examination included small business loans reported on the CRA LAR and residential mortgage loans reported on the HMDA LAR. Home mortgage loans reported by the bank's affiliate, Wintrust Mortgage Company, on its HMDA LARs for years 2008 through 2010 and originated within the bank's AA were also considered in the bank's performance.

Deposit information reported to the Federal Deposit Insurance Corporation as of June 30, 2010 was used to determine the bank's deposit market share and market presence within its AA.

Data Integrity

Loan data reported by the bank on its HMDA and CRA LARs was tested for accuracy during the data integrity portion of this examination and was found to be reliable for analysis. A data integrity examination of the HMDA data reported by Wintrust Mortgage Company was performed during a separate OCC examination conducted in 2011 and that data was also found to be reliable.

We also conducted a data integrity review of the bank's community development loans, investments, and services during this examination. All community development activity included in this performance evaluation was validated as meeting community development criteria.

Selection of Areas for Full-Scope Review

The bank has designated one AA. It primarily consists of geographies located in the Chicago/Joliet/Naperville/ IL Metropolitan Division (Cook County MD); however, it also includes a small number of geographies in the Lake County-Kenosha County IL-WI MD (Lake County MD). Because the demographic information is different for each MD, we will analyze the bank's performance in each MD separately. The larger portion of the AA located in the Cook County MD received a full scope review and that portion of the AA located in the Lake County MD received a limited scope review. The Cook County MD portion of the AA includes 36 census tracts. None of the census tracts are low-income, one is moderate-income, 12 are middle-income, and 23 are upper-income.

Ratings

The bank's overall rating is based on bank activity in both the Cook County and the Lake County MDs; however, we placed the most emphasis on the bank's lending activity in the Cook County MD, where the majority of lending activity has occurred. In addition, we emphasized small business lending in performing the lending test.

Other

To ascertain bank credit and community development activities for this examination, the OCC conducted a community contact interview with a nonprofit developer that builds affordable housing in suburban Cook County. We also reviewed community contact interviews with four community organizations gathered for recent CRA examinations at other financial institutions in the Chicago area, as well as information from a variety of public forums and private meetings held in Chicago throughout 2011, and consulted recent published reports on affordable housing, economic development and consumer financial services needs in Chicago and its suburban areas. We determined that community development opportunities exist, especially for affordable housing in the northwest suburban areas of Chicago. In addition, economic development and job creation through financial assistance to small businesses are also important community development needs.

Fair Lending or Other Illegal Credit Practices Review

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

Conclusions with Respect to Performance Tests

LENDING TEST

Conclusion

The bank's performance under the lending test is rated low satisfactory. Based on a full-scope review, the bank's performance in the Cook County MD is adequate and performance in the limited scope Lake County MD is not inconsistent with lending activity in Cook County.

Lending Activity

The bank's business strategy for lending is primarily commercial and small business lending. Under corporate guidance the bank has elected since 2005 to refer the vast majority of its mortgage loan applications to its affiliate, Wintrust Mortgage Company. During this examination, we will consider those mortgages originated by Wintrust Mortgage Company that are within the bank's AA in addition to those originated directly by the bank. Table 1 in Appendix C contains a summary of the bank's lending in the full scope and limited scope portions of the AA.

We reviewed deposit market share reports for Cook County and for Lake County. In Cook County the bank ranked 77th among 163 financial institutions, with total deposits of \$206,863 and a market share of 0.11%. In Lake County the bank ranked 9th of 41 financial institutions, with total deposits of \$669,938 and a market share of 3.87%.

Lending in Assessment Area

This analysis included only those loans originated or purchased by the bank and did not include affiliate lending. See the following breakdown by loan type, number, and amount of loans.

Lending in Assessment Area										
Loan Type	Number of Loans					Dollars of Loans (000s)				
	Inside		Outside		Total	Inside		Outside		Total
	#	%	#	%		\$	%	\$	%	
HMDA	16	44.44	20	55.56	36	10,033	50.28	9,920	49.72	19,953
Small Bus	319	43.64	412	56.36	731	51,146	27.36	135,809	72.64	186,955
Total	335	43.68	432	56.32	767	61,179	29.57	145,729	70.43	206,908

Data from CRAWIZ

The bank's level of lending in their AA is adequate although a majority of the bank's lending is not within their delineated AA. Although the volume of mortgage lending originated directly by the bank is low and a majority of the mortgage loans originated by the bank are not in the AA, mortgage loan needs of individuals in the AA are being met through referrals to the bank's affiliate, Wintrust Mortgage Company. Analysis of the lending activity of Wintrust Mortgage Company showed that it originated 357 HMDA-reportable loans totaling \$96 million within the bank's AA during the review period.

It should be noted that the percentage of small business lending inside the bank's AA is impacted by the CA lending program, which is one of the bank's primary commercial lending initiatives and serves a market area that extends throughout Illinois and Wisconsin. All CA borrowers are required to establish deposit relationships with the bank. Bank tracking of these deposits and CA borrowing activity shows the CA loans are 100% funded by deposits by the CA customers. Thus, even though the largest portion of CA lending is performed outside the bank's AA, this activity is not taking away from bank funding of other types of lending activity performed within the AA.

Distribution of Loans by Income Level of the Borrower

The bank's lending activity based on borrower distribution is good.

Home Mortgage Loans

Refer to Tables 8 and 10 in Appendix C for the facts and data used to evaluate the borrower distribution of the bank's home mortgage loan originations and purchases. This analysis includes loans originated by both the bank and its affiliate Wintrust Mortgage Company. Analysis of home improvement loans was not performed as the bank and mortgage company originated only two home improvement loans during the review period.

The overall distribution of mortgage loans originated by BBT within its AA is good.

The borrower distribution for home purchase loans is excellent. Home purchase originations in the Cook County MD portion of the AA to low-income borrowers (10%) equals the percentage of low-income families and the bank's market share of lending to low-income borrowers (2.04%) is close to their overall home purchase market share (2.57%). The bank's performance in lending to low-income borrowers is even further heightened by the fact that 3% of the families in the AA live below the poverty level. The percentage of bank home purchase originations to moderate-income borrowers (34%) greatly exceeds the percentage of moderate-income families (14%). Additionally, the bank's market share of lending to moderate-income borrowers (2.96%) exceeds its overall market share for home purchase loans.

The borrower distribution for home refinances is poor. In the Cook County MD, the percentage of combined home refinance originations by the bank and Wintrust Mortgage Company (3%) falls short of the percentage of low-income families (10%) in this area. The percentage of home refinance originations to moderate-income borrowers (8%) is also below the percentage of moderate-income families (14%). The bank's market share for home refinance lending to low- and moderate-income borrowers (1.58% and 1.44% respectively) falls below their overall home refinance market share (2.20%)

Small Loans to Businesses

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

The distribution of small business loans originated by BBT in its AA is good. During the review period BBT's small business loan originations within the Cook County MD portion of its AA equaled 63%, which is close to the demographics that show that 77% of those businesses within this portion of the AA are small businesses. Enhancing the bank's performance is the fact that 80% of the small business loans reported on the CRA LAR were in amounts of \$250,000 or less and 67% were in amounts of \$100,000 or less.

A market share report of those financial institutions that originated small business loans within the bank's AA shows that BBT has an overall market share of 0.14% based on number of loans and a market share of 0.43% based on lending to businesses with revenues of \$1 million or less.

Distribution of Loans by Income Level of the Geography

The bank's lending activity based on geographic distribution is adequate.

The Lake County MD portion of the AA has no low- or moderate-income geographies so geographic distribution analysis would not be meaningful. The Cook County MD portion of the AA includes only one moderate-income CT, located in Palatine, IL.

Table 2 of Appendix C shows that the bank's purchase money lending activity in the moderate-income census tract was excellent, as the bank's level of lending exceeded the percentage of owner occupied housing units in this geography. Geographic distribution for other loan types in this geography, as illustrated in tables 4 and 6 in Appendix C, was poor as no other loans of were originated or purchased.

Demographics also show that only 34% of the housing units in this geography are owner occupied and 52% of the families are low or moderate income, with almost 8% of the households living below the poverty level. Small business lending is also limited as only 2.4% of the bank's small businesses are located in this one moderate-income census tract. Also it is noted that there are several other banks with branches serving the area that are closer to the one moderate-income census tract making competition with BBT difficult. As such BBT continues to seek out alternative opportunities for serving the LMI individuals, families, and businesses within this area. See the Community Development Services portion of this examination regarding CD services provided to this geography.

Community Development Lending

Refer to Table 1 Lending Volume in Appendix C for the facts and data used to evaluate the bank's level of community development lending. This table includes all community development loans that BBT originated within the AA during the evaluation period.

The bank's community development lending activity during the review period has had a positive impact on the bank's performance.

BBT made three community development loans totaling \$2.4 million in the Cook County MD portion of its assessment area. The loans were to a nonprofit organization that provides a variety of services primarily to LMI women in the northwest suburbs of Chicago. The bank's level of community development lending during the evaluation period is an increase over its level in previous examinations.

In addition to the community development loans in its AA, BBT also made three community development loans outside of its AA but in the larger Chicago region that includes the bank's AA. These three loans total \$9.9 million. They were made to a company in an Empowerment Zone and a tax increment financing district and resulted in the retention and creation of new jobs primarily for LMI persons, which responds to a significant community development need in the region.

Community development lending opportunities are available in BBT's AA, but they are not plentiful because the area is composed primarily of higher income households and because the evaluation period covers a direct and the immediate aftermath of a severe financial crisis that dampened overall demand for credit.

Product Innovation and Flexibility

BBT offers a variety of loan products specifically targeted to LMI individuals and small businesses. In 2010, the bank formed the Community Business Lender Group (CBLG), consisting of five full time employees who focus on lending to businesses with revenues of \$ 1 million or less in Barrington, Hoffman Estates, and Palatine. Since formation of the CBLG, new products that have been introduced include the Harper College Micro Loan Product ,which is designed to offer small loans to entrepreneurs who are referred to the bank through their attendance at the Harper College Small Business Development Center; the small business Helping Entrepreneurs Loan Program (HELP) loan, designed to help businesses with annual revenues of \$500M or less by providing working capital LOC or term loans; and the Small Business Overdraft Protection (ODP) product.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the lending test in the Lake County MD is not inconsistent with the bank's overall satisfactory performance under the lending test. Refer to the Tables 1 through 11 in Appendix C for the facts and data that support this conclusion.

INVESTMENT TEST

Conclusions for Area Receiving Full-Scope Review

The bank's performance under the investment test in the Cook County MD is rated high satisfactory. Based on a full-scope review the bank provides a good level of qualified investments in its AA and in the wider regional area that includes its AA.

Refer to Table 14 in Appendix C for the facts and data used to evaluate the bank's level of qualified investments. This table includes all qualified investments that BBT made during the evaluation period, those that remained on the bank's books from prior periods, and unfunded commitments made during the evaluation period.

During the evaluation period, the Cook County MD portion of the AA the bank made 80 new qualified investments totaling \$2.3 million. In addition, the bank carried on its books seven investments made in prior periods with a value of \$939 thousand, and the bank made two binding commitments that remained unfunded at the end of the evaluation period. Altogether, 87 investments totaling \$3.2 million as well as \$2.9 million in unfunded commitments were considered.

Current period investments included disbursements of \$325 thousand on commitments made during the evaluation period to two SBA-licensed Small Business Investment Companies (SBICs), a security backed by mortgages to LMI borrowers in the AA, three investments in minority-owned banks, three investments in CDFI's serving the regional area, and 70 donations totaling \$92 thousand to nonprofit organizations serving the Cook County MD portion of the bank's AA.

The bank's new investments also included a disbursement on an outstanding commitment to a regional community development financial institution (CDFI) that makes loans to nonprofit organizations in the bank's AA. This investment is considered particularly responsive to local community development needs because the CDFI makes loans to organizations that banks typically cannot lend to. An investment in a regional fund of this type often is the only way for the bank to meet the needs of the CDFI's borrowers.

In addition, donations to nonprofit organizations are considered particularly responsive to community development needs as private donations and state funding for social services have decreased significantly due to the overall poor economic environment and the state of Illinois has been extremely slow to pay its bills owing to its own financial difficulties. Nonprofit social service agencies, including a number to which BBT donated, have seen a significant decrease in private donations, whereas BBT increased its donations over earlier examination periods.

The bank's two new investments in SBICs, which are included in the amounts listed in Table 14 as "Statewide and Regional Funds" are considered responsive to the community development needs of the region because they provide funding for new business activity and will create jobs, both of which are significant needs.

Investments listed in Table 14 as "Outside of Assessment Area" are certificates of deposit in minority-owned banks.

Conclusions for Area Receiving Limited-Scope Reviews

Investment performance in the Lake County MD portion of the AA is inconsistent and weaker with a lower proportion of total investments than those in the Cook County MD. This difference is attributable to the bank's prior period and current investments in mortgage backed securities, which are more readily available in the Cook County MD than in the Lake County MD. Grants to nonprofit organizations are split much more evenly between the two AA.

SERVICE TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Service Test is rated high satisfactory. Based on a full-scope review, the bank's performance in the Cook County MD portion of the AA is good as the bank's branches and services are accessible to geographies and borrowers of different income levels throughout BBT's AA.

Retail Banking Services

Refer to Table 15 in Appendix C for the facts and data used to evaluate the distribution of the bank's branch delivery system and branch openings and closings. The bank's delivery systems are reasonably accessible to essentially all portions of their AA.

In the full scope portion of the bank's AA, the bank has four locations; three located in upper-income geographies and one located in a middle-income geography. No branches have been opened or closed since the prior CRA examination.

Lobby and drive up hours at all bank locations are uniform, offering equal opportunities for all bank customers to access bank services. Additionally the bank offers no charge ATM usage at not only at BBT ATMs but at all ATMs owned by any Wintrust Bank. Account and service information is available to customers twenty four hours a day by telephone and through the internet.

The bank offers a wide array of deposit and loan products to the community, including individual deposit accounts with no monthly minimum balance or monthly fees, small business checking accounts, small dollar loans designed to meet unexpected short term needs or to help individuals repair their credit history, and loans designed specifically for small business entrepreneurs.

Community Development Services

BBT provides a relatively high level of community development services.

During the evaluation period, twenty-nine bank employees provided their financial expertise to twenty-six non-profit organizations that primarily serve LMI persons or small businesses. For example, bank personnel served in board and committee leadership positions, headed fundraising efforts, helped to develop new financing programs, and participated in the preparation of income tax returns for LMI persons.

In addition, the bank sponsored numerous seminars that provided financial management information to individuals and small businesses. The bank has partnered with at least three community resource centers in Palatine and Hoffman Estates to offer the FDIC's Money Smart Seminars. The small business Community Business Lending Group (CBLG), formed by the bank in 2010, has presented seminars that have included employees, CPAs, insurance agents, and attorneys speaking on topics of interest to small business entrepreneurs.

Bank employees who are members of the Barrington Rotary Club assisted in the development of a small business micro-lending program offered through the club. Two loans in amounts of \$3 thousand and \$5 thousand have been originated thus far.

Additionally, a bank representative provided assistance to at least six LMI individuals to qualify for homes from the local Habitat for Humanity program.

One employee serves as the Committee Chair for the Committee for Community Development at the Community Associations Institute (CAI) of Illinois. This committee provides financial, legal, accounting, and other services to homeowner associations, managers, and unit owners located in low- to moderate-income areas who might not otherwise have access to these services.

In July 2011, the bank made arrangements to provide in-kind assistance to the Service Corp of Retired Executives (S.C.O.R.E.) as a rent-free tenant. This entity is part of the SBA and its purpose is to counsel, mentor, and advise small to medium size businesses in any aspect of their business cycle, free of charge.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the service test in the Lake County MD portion of the AA is not inconsistent with performance under the service test in the Cook County MD portion of the AA.

Appendix A: Scope of Examination

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

Time Period Reviewed	Lending Test (excludes CD Loans): 01/01/2008-12/31/2010 Investment and Service Tests and CD Loans: 9/1/2008 – 8/31/2011	
Financial Institution		Products Reviewed
Barrington Bank & Trust Company (BBT), 201 South Hough Street Barrington, Illinois		Residential Real Estate and Small Business
Affiliate(s)	Affiliate Relationship	Products Reviewed
Wintrust Mortgage Company	Bank Subsidiary	Residential Mortgages reported on HMDA LARs 2008-2010
List of Assessment Areas and Type of Examination		
Assessment Area	Type of Exam	Other Information
Illinois Chicago-Naperville-Joliet MD	Full-Scope	
Lake County IL-WI MD	Limited-Scope	

Appendix B: Market Profiles for Full-Scope Area

Full-Scope Area

The full scope portion of the PE consists of that part of the bank's AA that is located in Cook County, Illinois.

Demographic Information for Full-Scope Area: Cook County (Chicago/ Joliet/Naperville MD)						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	36	0.00%	2.78%	33.33%	63.89%	0.00%
Population by Geography	224,208	0.00%	3.56%	36.66%	59.78%	0.00%
Owner-Occupied Housing by Geography	62,384	0.00%	1.61%	35.21%	63.17%	0.00%
Businesses by Geography	12,402	0.00%	2.41%	26.18%	71.41%	0.00%
Farms by Geography	222	0.00%	3.15%	21.17%	75.68%	0.00%
Family Distribution by Income Level	58,653	9.54%	14.01%	22.95%	53.50%	0.00%
Distribution of Low- and Moderate-Income Families throughout AA Geographies	13,812	0.00%	6.46%	47.37%	46.17%	0.00%
Median Family Income HUD Adjusted Median Family Income for 2010 Households Below the Poverty Level	= \$60,166 = \$74,700 = 3%				Median Housing Value Unemployment Rate	= \$197,543 = 1.83%

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

Source: 2010 HUD update MFI

The Cook County MD portion of the bank's AA is part of the Chicago/Joliet/ Naperville MD and is located in the Northwest corner of Cook County. It includes one census tract located in McHenry County.

There are 36 census tracts in the Cook County MD portion of the AA, with a total population of 224,208, which is primarily middle- and upper- income. There are no low-income census tracts and the one moderate-income census tract in this portion of the bank's AA is located in the far east corner of Palatine. The bank's branch locations are in Barrington, Hoffman Estates, and Palatine.

As of June 30, 2010 BBT, total deposits were \$876,801, which includes \$204,063 from Cook County. The bank ranks 77th out of 163 financial institutions with deposits in Cook County, with a market share of .11%. Major competitors in the bank's AA include Fifth Third, Harris, TCF, American Chartered, and Chase. The bank is primarily a small business lender, with 30% of its lending activity centered in the Community Advantage program, which consists of

loans to condominium associations, homeowner associations, etc. Residential lending is minimal as the vast majority of residential lending is referred to Wintrust Mortgage Company, which was a bank affiliate during the review period.

The updated Housing and Urban Development (HUD) 2010 median family income for the Cook County portion of the AA is \$74,700. A breakdown of family income levels within the AA shows that 10% are low-income, 14% are moderate-income, 23% are middle-income and 53% are upper-income. In addition, 3% of the households within this portion of the AA have incomes below the poverty level.

Of the 83,901 housing units in Cook County MD portion of the AA, 74% are owner occupied units and 23% are occupied rental units. 63,924 (76%) are 1-4 family housing units and 24% are multifamily units. The median housing value based on 2010 census data is \$197,543.

Appendix C: Tables of Performance Data

Content of Standardized Tables

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

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

- Table 1. Lending Volume** - Presents the number and dollar amount of reportable loans originated and purchased by the bank over the evaluation period by MA/assessment area. Community development loans to statewide or regional entities or made outside the bank's assessment area may receive positive CRA consideration. See Interagency Q&As __.12 (i) - 5 and - 6 for guidance on when a bank may receive positive CRA consideration for such loans. Refer to the CRA section of the Compliance Policy intranet page for guidance on table placement.
- Table 1. Other Products** - Presents the number and dollar amount of any unreported category of loans originated and purchased by the bank over the evaluation period by MA/assessment area. Examples include consumer loans or other data that a bank may provide, at its option, concerning its lending performance. This is a two-page table that lists specific categories.
- Table 2. Geographic Distribution of Home Purchase Loans** - Compares the percentage distribution of the number of loans originated and purchased by the bank in low-, moderate-, middle-, and upper-income geographies to the percentage distribution of owner-occupied housing units throughout those geographies. The table also presents market share information based on the most recent aggregate market data available.
- Table 3. Geographic Distribution of Home Improvement Loans** – Not included in this PE.

- Table 4. Geographic Distribution of Home Mortgage Refinance 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 5. Geographic Distribution of Multifamily Loans** - Not included in this PE.
- 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** – Not included in this PE.
- 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** - 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 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 – Not included in this PE.

Table 13. Geographic and Borrower Distribution of Consumer Loans (OPTIONAL)
– Not included in this PE.

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

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

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

Tables of Performance Data 1. Lending Volume

LENDING VOLUME		GEOGRAPHIC AREA: BBT AA						Evaluation Period: January 1, 2008 TO December 31, 2010				
MA/Assessment Area:	% of Rated Area Loans (#) in MA/AA	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$(000's)	
Full Review:												
Chicago/Naperville/Joliet MD	71.10	287	71,087	205	28,747	0	0	3	2,400	495	100,329	23.59
Limited Review:												
Lake County IL-WI MD	28.90	86	25,276	114	22,399	0	0	0	0	200	47,675	76.41

* Loan Data as of 2010. Rated area refers to either the state or multi-state MA rating area.
 ** The evaluation period for Community Development Loans is 9/1/2008 to 8/31/2010.
 *** Deposit Data as of 6/30/2010. Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

Table 2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE		Geography: BBT AA					Evaluation Period: January 1, 2008 TO December 31, 2010								
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	Over all	Low	Mod	Mid	Upp
Full Review:															
Chicago/Naperville/Joliet MD	94	84.68	0.00	0.00	1.61	4.26	35.21	32.98	63.17	62.77	2.24	0.00	1.35	1.81	2.56
Limited Review:															
Lake County IL-WI MD	17	15.32	0.00	0.00	0.00	0.00	10.05	11.76	89.95	88.24	1.65	0.00	0.00	3.39	1.41

* Based on 2009 Peer Mortgage Data.

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

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

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE				Geography: BBT AA				Evaluation Period: January 1, 2008 TO December 31, 2010							
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography				
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Over all	Low	Mod	Mid	Upp
Full Review:															
Chicago/Naperville/Joliet MD	190	73.36	0.00	0.00	1.61	0.00	35.21	13.68	63.17	86.32	2.05	0.00	0.00	1.85	2.15
Limited Review:															
Lake County IL-WI MD	69	26.64	0.00	0.00	0.00	0.00	10.05	11.59	89.95	88.41	3.22	0.00	0.00	2.63	3.30

* Based on 2009 Peer Mortgage Data

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

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

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES			Geography: BBT AA				Evaluation Period: January 1, 2008 TO December 31, 2010					Market Share (%) by Geography				
MA/Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans						
Full Review:																
Chicago/Naperville/Joliet MD	205	64.26	0.00	0.00	2.41	0.00	26.18	5.37	71.41	94.63	0.14	0.00	0.05	0.09	0.23	
Limited Review:																
Lake County IL-WI MD	114	35.74	0.00	0.00	0.00	0.00	10.22	0.00	89.78	100.0	0.25	0.00	0.00	0.05	0.42	

* Based on 2009 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 2010.

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE		Geography: BBT AA						Evaluation Period: January 1, 2008 TO December 31, 2010							
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share				
	#	% of Total**	% Families ***	% BANK Loans****	% Families ***	% BANK Loans****	% Families ***	% BANK Loans****	% Families ***	% BANK Loans****	Over all	Low	Mod	Mid	Upp
Full Review:															
Chicago/Naperville/Joliet MD	94	84.68	9.54	9.89	14.01	34.07	22.95	25.27	53.50	30.77	2.57	2.04	2.96	2.39	2.56
Limited Review:															
Lake County IL-WI MD	17	15.32	7.62	6.67	9.65	26.67	18.42	13.33	64.32	53.33	1.86	0.00	3.08	3.09	1.16

* Based on 2009 Peer Mortgage Data

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

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

**** As a percentage of loans with borrower income information available. No information was available for 4.5% of loans originated and purchased by Bank.

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE			Geography: BBT AA				Evaluation Period: January 1, 2008 TO December 31, 2010					Market Share				
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers							
	#	% of Total**	% Families***	% BANK****	% Families***	% BANK****	% Families***	% BANK****	% Families***	% BANK****	Over all	Low	Mod	Mid	Upp	
Full Review:																
Chicago/Naperville/Joliet MD	190	73.36	9.54	3.37	14.01	7.87	22.95	22.47	53.50	66.29	2.20	1.58	1.44	2.19	2.46	
Limited Review:																
Lake County IL-WI MD	69	26.64	7.62	1.45	9.65	10.14	18.42	18.84	64.32	69.57	3.69	2.78	2.45	3.11	4.14	

* Based on 2009 Peer Mortgage Data

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

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

**** As a percentage of loans with borrower income information available. No information was available for 4.6% of loans originated and purchased by Bank.

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES		Geography: BBT AA			Evaluation Period: January 1, 2008 TO December 31, 2010				
MA/Assessment Area:	Total Small Loans to Businesses		Businesses With Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Market Share*	
	#	% of Total**	% of Businesses***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev \$1 Million or Less
Full Review:									
Chicago/Naperville/Joliet MD	205	64.26	77.45	62.93	67.32	13.17	19.51	0.14	0.43
Limited Review:									
Lake County IL-WI MD	114	35.74	82.44	51.75	48.25	28.95	22.81	.025	0.60

* Based on 2009 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 - 2010).

**** 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 7.52% of small loans to businesses originated and purchased by the Bank.

Table 14. Qualified Investments

QUALIFIED INVESTMENTS		Geography: BBT AA				Evaluation Period: 9/1/2008 TO 8/31/2011			
MA/Assessment Area:	Prior Period Investments [*]		Current Period Investments		Total Investments			Unfunded Commitments ^{**}	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
Full Review:									
Chicago/Naperville/Joliet MD	6	751	71	463	77	1,214	34.47		
Statewide/ Regional Investments	1	188	6	1,216	7	1,404	39.85	2	2,925
Out of AA	0	0	3	675	3	675	19.16		
Limited Review:									
Lake County IL-WI MD	2	147	59	83	61	230	6.52		

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

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

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

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS										Evaluation Period: January 1, 2008 TO December 31, 2010							
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings				Population					
	% of Rated Area Deposits in AA	# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or -)				% of Population within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
Full Review:																	
Chicago/Naperville/Jc MD	23.27	4	80	0	0	1	3	0	0	0	0	0	0	0.00	2.78	33.33	63.89
Limited Review:																	
Lake County IL-WI MD	76.73	1	20	0	0	0	1	0	0	0	0	0	0	0.00	0.00	11.11	88.89