

**PUBLIC DISCLOSURE**  
 January 29, 2001  
**COMMUNITY REINVESTMENT ACT PERFORMANCE EVALUATION**

Allfirst Bank  
 256722  
 P. O. Box 1596  
 Baltimore, Maryland 21203

**Federal Reserve Bank of Richmond**  
**P. O. Box 27622**  
**Richmond, Virginia 23261**

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, nor should it be construed as, an assessment of the financial condition of this institution. The rating assigned to this institution does not represent an analysis, conclusion or opinion of the Federal financial supervisory agency concerning the safety and soundness of this financial institution.

**INSTITUTION'S CRA RATING:** This institution is rated **Satisfactory**.

The following table indicates the performance level of Allfirst Bank with respect to the lending, investment, and service tests.

| <b>PERFORMANCE LEVELS</b> | <b><u>Allfirst Bank</u></b> |                        |                     |
|---------------------------|-----------------------------|------------------------|---------------------|
|                           | <b>PERFORMANCE TESTS</b>    |                        |                     |
|                           | <b>LENDING TEST *</b>       | <b>INVESTMENT TEST</b> | <b>SERVICE TEST</b> |
| Outstanding               |                             |                        |                     |
| High Satisfactory         | X                           | X                      | X                   |
| Low Satisfactory          |                             |                        |                     |
| Needs to Improve          |                             |                        |                     |
| Substantial Noncompliance |                             |                        |                     |

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

The major factors supporting the institution's rating include:

- Performance in the Washington-Baltimore CMSA was rated satisfactory, as was the institution's overall effort in both Maryland and Pennsylvania. Slightly greater weight was placed on the rating assigned in the CMSA because of its population and the proportion of low- and moderate-income geographies and families. Also, the bank has most of its branches and deposits within this assessment area in addition to significant lending volume generated in the CMSA.
- Overall lending activity was consistent with the bank's capacity and addressed identified community credit needs.
- A substantial majority of the institution's HMDA, small business, and consumer loans were originated within the bank's assessment areas.
- The borrower and geographic distribution of loans within each of the assessment areas reviewed using the examination procedures is considered at least adequate and in some cases good.
- A significant amount of community development loans have been extended for an assortment of social service, affordable housing, and economic development projects.
- A high level of participation in qualified community development investments responsive to community credit needs was noted and is considered good.
- Delivery systems and branch locations are readily accessible to all segments of the assessment areas. Branch closings have not adversely affected low- and moderate-income neighborhoods.
- The level of community development services provided is generally high and responsive to identified community needs.
- The bank has not received any complaints regarding its CRA performance since becoming a state chartered institution.

## **DESCRIPTION OF INSTITUTION**

Allfirst Bank (Allfirst) is headquartered in Baltimore, Maryland, and operates 265 bank offices throughout Maryland, Pennsylvania, Washington, D. C., and Northern Virginia. The bank is a wholly-owned subsidiary of Allfirst Financial, Inc. (formerly First Maryland Bancorp), a one-bank holding company also located in Baltimore, Maryland. Allfirst Financial, Inc., is the largest banking organization headquartered in Maryland and the 46th largest banking organization in the country. Allfirst Financial, Inc., is the wholly-owned subsidiary of Allied Irish Banks, p.l.c. (AIB). With total assets of \$60 billion, AIB is the largest banking corporation in Ireland and has 34% of its asset base in the United States.

On December 31, 1998, the subsidiaries of First Maryland Bancorp, First National Bank of Maryland (Baltimore, Maryland), Dauphin Deposit Bank & Trust Company (Harrisburg, Pennsylvania), The York Bank and Trust Company (York, Pennsylvania), and First Omni Bank, NA (Delaware, Maryland), merged as FMB Bank, a state chartered financial institution headquartered in Baltimore, Maryland. Subsequently, FMB Bank changed its name to Allfirst Bank, and First Maryland Bancorp changed its name to Allfirst Financial, Inc., on June 28, 1999.

As of December 31, 2000, Allfirst Bank had \$17.2 billion in assets of which 62.3% were loans and 23.8% were securities. The loan portfolio was comprised of 44.2% real estate secured (including consumer and business), 32.7% business/agricultural, 9.8% consumer, and 13.3% other. Deposits at year-end were \$12.8 billion.

From January 1, 1999, to December 31, 2000, total assets, loans, and deposits increased by 0.4%, 3.5%, and 3.9%, respectively. During this period, 15 branch offices were closed while five new offices were opened.

No CRA evaluation has been completed since the merger of the affiliated entities that formed Allfirst. Prior to the merger, First National Bank of Maryland and First Omni Bank, NA, received Satisfactory CRA ratings in May of 1998, while Dauphin Deposit Bank & Trust Company and The York Bank and Trust Company received Outstanding CRA ratings on November 8, 1996, and January 21, 1997, respectively.

The consolidation of banks has resulted in significant changes to the assessment areas for what was formerly First National Bank of Maryland, most notably incorporation of several markets in Pennsylvania. The bank serves 11 assessment areas throughout Maryland, Pennsylvania, Northern Virginia, and Washington, D. C. One assessment area is located within the Washington-Baltimore, DC-MD-VA-WV Consolidated Metropolitan Statistical Area (CMSA), seven of the assessment areas are within metropolitan statistical areas (MSAs), and the remaining three are located in nonmetropolitan areas. The eight metropolitan assessment areas appear in the following table.

| <b>MSA Name</b>                   | <b>Assessment Area Includes</b>                                      |
|-----------------------------------|--|
| Washington-Baltimore, DC-MD-VA-WV | Baltimore MSA, Hagerstown MSA, portions of the Washington, D. C. MSA |
| York                              | York County, PA  |
| Harrisburg                        | Cumberland, Dauphin, and Lebanon Counties, PA                        |
| Lancaster                         | Lancaster, PA  |
| Reading                           | Berks County, PA   |
| Allentown                         | Lehigh and Northampton Counties, PA                                  |
| Philadelphia                      | Chester and Montgomery Counties, PA                                  |
| Wilmington-Newark                 | Cecil County, MD   |

The three remaining markets consist of the following nonmetropolitan areas and include the counties listed below.

- Eastern Shore - Caroline, Dorchester, Somerset, Talbot, Wicomico, and Worcester Counties, MD
- St. Mary's County, MD
- Adams and Franklin Counties, PA

## **SCOPE OF EXAMINATION**

Some of the information used to evaluate the bank's performance is contained in the appendix. These tables provide information about the institution's lending, investment, and service performance within each assessment area. When evaluating performance under each of the tests, both opportunities for and barriers to meeting community credit needs are considered.

Tables 1 and 1a in Appendix D depict total loan volume in each assessment area for the review period from January 1, 1999, to December 31, 2000. The lending activity includes loans reported under the Home Mortgage Disclosure Act (HMDA), small business/farm, consumer, and community development loans originated or purchased.

The Washington-Baltimore CMSA, York MSA, Harrisburg MSA, and Eastern Shore assessment areas were evaluated using the interagency examination procedures developed by the Federal Financial Institutions Examination Council. These areas were selected in large part because of the volume of lending. These assessment areas account for nearly 74% of the total number of assessment area loans and over 78% of dollar volume during the review period. The assessment area within the CMSA alone accounted for 39% of loans and nearly 47% of dollar volume. Also, 82% of bank branches are in these areas as well as nearly 89% of all deposits. The institution's ratings are based principally on performance in these assessment areas. Slightly greater weight was placed on performance in the CMSA because of its relative size based on deposit and loan activity, as well as the population within the assessment area.

An overall rating and a rating for the lending, investment, and service tests are assigned to the interstate CMSA and to each state. State ratings are based only on performance in assessment areas outside of an interstate CMSA. Hence, no rating is assigned for the Commonwealth of Virginia or the District of Columbia. Also, the rating for the state of Maryland does not reflect consideration of any activities within the Washington-Baltimore CMSA. For assessment areas not reviewed using the examination procedures, a determination was made as to whether performance was consistent with the assigned overall state rating.

## **CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS:**

### **LENDING TEST**

For each assessment area reviewed using the examination procedures an analysis of lending from January 1, 1999, to December 31, 2000, is discussed in greater detail later in the report. The

lending test is rated high satisfactory overall based on the lending activity, distribution of lending, and community development lending. Area demographics, Dun & Bradstreet (D&B) economic data, and market aggregate information are used as proxies for demand when evaluating the bank's performance. Aggregate loan data for 1999 is used since 2000 aggregated data is not yet available. Aggregated data includes Allfirst Bank and all reporting institutions that originated loans of the type considered within Allfirst's assessment areas. Small farm loans were not evaluated because only 44 loans (less than 0.1% of loan volume) were reported within the bank's 11 assessment areas.

### Lending Activity

Allfirst is an active lender within its assessment areas. The loan-to-deposit ratio is one measure of a bank's lending relative to its capacity. During a nine-quarter period ending December 2000, the quarterly average loan-to-deposit ratio for all banks headquartered in metropolitan areas of Maryland and of similar asset size (over \$1 billion) to Allfirst Bank ranged from 80.7% to 87.3%. The bank's average loan-to-deposit ratio for a nine-quarter period ending December 2000 is 89.3%. No barriers to the bank's ability to lend were noted.

As identified in the bank's CRA public file, a full range of credit products is offered including consumer, small business, residential mortgage, home improvement, and commercial loans. Tables 1 in Appendix D depict lending volume during the review period. The greatest volume of credit extended and purchased (81.8%) was for consumer purposes (excluding HMDA reportable loans), particularly motor vehicle secured loans (42.9%). Although representing a smaller number of loans, both HMDA and small business loans represent a significant dollar volume of lending. The bank does not offer credit cards and large commercial loans (over \$1 million) are not included in the above totals. Also, a significant volume of community development loans was originated by an affiliate during the review period.

Mortgage products available through Allfirst include fixed-rate, adjustable rate (1 year, 3/1, 5/1, 7/1, 10/1, and 15/1), conventional, FHA, VA, and construction/ permanent loans. The bank also participates in state and local affordable housing loan programs. These Government and independently sponsored loan programs offer flexible underwriting standards and assist in providing affordable housing for many low- and moderate-income borrowers. During 2000, 459 mortgages totaling \$93.4 million have been originated under Government-sponsored or affordable housing loan programs.

Allfirst also offers Small Business Administration (SBA) loans as part of its commercial loan portfolio. During 2000, 108 SBA loans totaling \$21 million were originated.

Lending activity is considered good relative to the bank's capacity to lend and generally strong economic conditions within its assessment areas.

## Assessment Area Concentration

The institution's lending volume for HMDA, consumer, and small business purposes from January 1, 1999, to December 31, 2000, is represented in the following table.

### Comparison of Credit Extended Inside and Outside of Assessment Areas

| Loan Category             | IN      |       |             |       | OUT    |       |           |      |
|---------------------------|---------|-------|-------------|-------|--------|-------|-----------|------|
|                           | #       | %     | \$(000's)   | %     | #      | %     | \$(000's) | %    |
| Small Business*           | 6,115   | 94.7% | \$ 695,617  | 94.1% | 344    | 5.3%  | \$43,284  | 5.9% |
| Small Real Estate Secured | 157     | 98.7  | \$17,410    | 99.1% | 2      | 1.3%  | \$165     | .9%  |
| Small Farm*               | 44      | 93.6% | \$4,407     | 97.6% | 3      | 6.4%  | \$4,514   | 2.4% |
| HMDA Total*               | 12,602  | 81.7% | \$ 750,289  | 94.0% | 2,822  | 18.3% | \$47,497  | 6.0% |
| <i>HMDA Subtotals</i>     |         |       |             |       |        |       |           |      |
| <i>Home Purchase</i>      | 1,860   | 95.5% | \$187,753   | 94.8% | 88     | 4.5%  | \$10,270  | 5.2  |
| <i>Refinancing</i>        | 7,579   | 96.1% | \$495,960   | 94.7% | 308    | 3.9%  | \$27,804  | 5.3  |
| <i>Home Improvement</i>   | 3,163   | 56.6% | \$66,576    | 87.6  | 2,426  | 43.4  | \$9,423   | 12.4 |
| Consumer                  | 84,965  | 90.2% | \$1,323,005 | 90.8% | 9,214  | 9.8%  | \$134,540 | 9.2% |
| Totals                    | 103,883 | 89.3% | \$2,790,728 | 92.5% | 12,385 | 10.7% | \$225,593 | 7.5% |

\* The institution is required to collect and report information about these types of loans.

As depicted above, a substantial majority of the number and dollar amounts of loans have been provided to assessment area residents. Overall, the percentage of loans made in the assessment areas is considered responsive to community credit needs.

## Borrower and Geographic Distribution

When evaluating the geographic and borrower distribution of lending within an assessment area, primary emphasis is placed on the number of loans originated or purchased. To arrive at an overall conclusion regarding the distribution of lending, the number and dollar volume of loans made in each assessment area is evaluated in the context of community credit needs and the bank's ability to meet these needs. Given the need for affordable housing and small business loans in each of the communities evaluated, HMDA and small business loans were generally weighted according to dollar volume rather than number of loans in arriving at an overall conclusion about the distribution of lending.

Within each assessment area reviewed using the examination procedures, a good distribution of loans to individuals of varying incomes was noted. Lending to businesses of different sizes ranged from adequate to good. Loan penetration among low-, moderate-, middle-, and upper-income geographies was considered adequate relative to area credit needs within each assessment area. Adequate consumer loan penetration within low- and moderate-income geographies was

evident while HMDA and small business loan penetration was generally good and in some cases excellent. In all cases the bank's performance was compared to demographic proxies for demand as well as available aggregate loan data. Appendix D provides tables concerning the institution's lending performance within each of the assessment areas. Geographic distribution is presented in Tables 2 through 7 and 13 while borrower distribution is presented in Tables 8 through 13.

### Community Development Lending

The bank made a relatively high level of loans for a variety of community development purposes totaling nearly \$101 million within all its assessment areas of which \$88.6 million was made within the CMSA assessment area.

### **INVESTMENT TEST**

The institution's level of responding to community development needs through its investment activities is rated high satisfactory. Qualified community development investments consist primarily of low income housing tax credits while also including stock investments, loan consortiums, and charitable grants and contributions to organizations and/or causes directed towards community development needs.

As of December 31, 2000, Allfirst had investments in low-income housing tax credit (LIHTC) projects with an amortized balance of \$68.7 million. This balance includes approximately \$31.9 million of unfunded commitments. These LIHTC investments include Maryland Housing Equity Funds II and III. These funds use LIHTCs to develop affordable housing in both metropolitan and nonmetropolitan areas of Maryland. Allfirst funded \$281,250 of its \$6 million commitment to these funds during 1999 and 2000. The bank has also undertaken a substantial effort to promote affordable housing through the creation of the Allfirst Affordable Housing Fund (AAHF) that facilitates investment in LIHTCs. The AAHF in conjunction with the bank often provides bridge financing in addition to the tax credit investment to assist the developer in the initial phases of the affordable housing project. Of the \$30 million committed to the fund as of December 31, 2000, the AAHF had funded \$6.7 million, all during 1999 and 2000. During this same period an additional \$27.6 million of other LIHTC commitments were funded. The bulk of LIHTC investments are in the CMSA but \$10.1 million outstanding involve affordable housing projects in Pennsylvania assessment areas. At the beginning of 2001 the bank committed an additional \$20 million to the AAHF.

Other investments primarily consisting of grants and contributions totaled \$3.3 million. Included within this total is \$32,000 in donations provided to a variety of causes primarily assisting low- and moderate-income residents of Maryland regardless of location. Investments targeting specific assessment areas are discussed in each assessment area evaluation. Information about qualified investments within each assessment area is included in the appendix in Tables 14.

## **SERVICE TEST**

The rating of the institution under the service test is high satisfactory. Delivery systems including 265 branch and 445 ATM locations are considered readily accessible to all portions of the assessment areas. Further, the bank's offerings of community development services are considered responsive to community needs and are discussed in each assessment area evaluation. Refer to Appendix D for information about branch distribution and branch openings and closings for each assessment area.

## **COMPLIANCE WITH ANTIDISCRIMINATION LAWS AND REGULATIONS**

No credit practices inconsistent with the substantive provisions of the fair housing and fair lending laws and regulations were identified. Adequate policies, procedures, and training programs have been developed to support nondiscrimination in lending activities.

### **MULTISTATE METROPOLITAN AREA**

**CRA RATING FOR THE WASHINGTON-BALTIMORE CMSA:** Satisfactory

The Lending Test is Rated: High Satisfactory

The Investment Test is Rated: Outstanding

The Service Test is Rated: High Satisfactory

The major factors supporting this rating include:

- Lending activity was consistent with the bank's capacity and helped meet identified community credit needs.
- The borrower and geographic distribution of loans is considered adequate.
- A high level of community development loans has been extended for an assortment of social service, affordable housing, and economic development projects. This lending enhances the adequate distribution of loans to warrant a high satisfactory overall lending test rating.
- Relative to opportunities a significant number and amount of qualified community development investments have been made that reflects excellent performance.
- Delivery systems and branch locations are readily accessible to all segments of the assessment areas. Branch closings have not adversely affected low- and moderate-income neighborhoods.
- A high level of community development services has been provided.



## **SCOPE OF EXAMINATION**

Performance was evaluated for the period January 1, 1999, through December 31, 2000. For the lending test, HMDA, consumer, and small business loan data were evaluated. Qualified community development lending was also considered. Additionally, the institution's efforts to serve its markets through qualified community development investments and services were reviewed.

## **DESCRIPTION OF INSTITUTION'S OPERATIONS IN THE WASHINGTON-BALTIMORE CMSA ASSESSMENT AREA:**

This assessment area is located within the Baltimore-Washington-Hagerstown Consolidated Metropolitan Statistical Area (CMSA) and includes the following counties and cities:

|                      |                     |                  |
|----------------------|---------------------|------------------|
| Anne Arundel, MD     | Harford, MD         | Arlington, VA    |
| Baltimore City, MD   | Howard, MD          | Fairfax, VA      |
| Baltimore County, MD | Montgomery, MD      | Fairfax City, VA |
| Calvert, MD          | Prince George's, MD | Falls Church, VA |
| Carroll, MD          | Queen Anne's, MD    | Loudoun, VA      |
| Charles, MD          | Washington, MD      | Washington, D. C |
| Frederick, MD        | Alexandria, VA      |                  |

There are a total of 1,516 census tracts in this assessment area of which 185 (12.2%) are considered low-income, 318 (21.0%) are moderate-income, 635 (41.9%) are middle-income, and 378 (24.9%) are upper-income. According to 1990 census data, the assessment area has a population of 6.1 million and a median housing value of \$137,364. The owner-occupancy rate for the market is 57.5%, as compared to the rate of 58.2% for the entire CMSA. The percentage of assessment area families living below the poverty level is 5.7%, which is slightly higher than the CMSA poverty rate of 5.5%. The 2000 median family income for the MSAs in the assessment area was highest in the Washington, D. C. MSA at, \$82,800 and lowest in the Hagerstown MSA at \$49,000.

The following table provides selected demographics for the assessment area. As of June 1999, D&B information indicated that 83.8% of all assessment area businesses reported revenues under \$1 million.

## Assessment Area Demographics

|  | Low-<br>Income | Moderate<br>-Income | Middle-<br>Income | Upper-<br>Income | Total |
|--|----------------|---------------------|-------------------|------------------|-------|
| Percentage of Area Families by<br>Income Level   | 18.1%          | 17.9%               | 24.2%             | 39.8%            | 100%  |
| Percentage of Population<br>Residing in Census Tracts by<br>Income Level                   | 6.3%           | 21.0%               | 44.9%             | 27.8%            | 100%  |
| Percentage of Owner-Occupied<br>Units by Census Tract                                      | 2.0%           | 14.4%               | 48.9%             | 34.7%            | 100%  |
| Percentage of Families<br>Classified Below the Poverty<br>Level by Income Level of Tract   | 34.3%          | 10.1%               | 3.3%              | 1.4%             | N/A   |
| Percentage of Households<br>Classified Below the Poverty<br>Level by Income Level of Tract | 35.2%          | 12.2%               | 5.2%              | 2.8%             | N/A   |
| Percentage of Businesses<br>Located in Census Tracts by<br>Income Level*                   | 5.4%           | 16.7%               | 45.1%             | 32.8%            | 100%  |

\* as of June 1999

The local economy primarily depends on the local and Federal government, service, retail trade, construction, and financial industries. The December 2000 unemployment rates for the Baltimore, Washington D. C., and Hagerstown MSAs were 3.7%, 2.2%, and 3.4%, respectively. At the state level the unemployment rate ranged from a low of 2.3% in Virginia to 15.7% in the District of Columbia. The local economy is relatively strong; however, high poverty rates in low- and moderate-income areas may affect demand for credit in these areas.

Allfirst operates 139 branches in the assessment area. As of June 2000, the bank ranked fourth in deposit market share at 7.7% within the portion of the CMSA it serves. The assessment area accounted for 64.7% of total Allfirst deposits. During the review period, 39.3% of the number of loans extended or purchased were in this assessment area.

Based on 1999 aggregate lending data, the bank ranked eighth in market share for small business lending, accounting for 1.89% of loans. While the small business lending market is competitive, the small business lending data reflect dominance by credit card lenders. The top four lenders are credit card issuers possessing nearly 57% of the market.

As a mortgage lender, Allfirst ranked 30<sup>th</sup> in market share with .82% of loans originated or purchased. Competition for mortgage loans is high with many lenders serving this market. Many of the most active mortgage lenders in the market are mortgage companies (some affiliated and some not affiliated with a banking institution) but no single lender dominates the market. Within the top 30 lenders, nine had a market share above 2% with the highest being 4.19% of originations or purchases.

Community contacts were made to assist in evaluating the bank's CRA performance. Although the contacts stated that area financial institutions appear to be generally meeting local credit needs, they also indicated that targeted affordable lending options along with community development project lending would benefit many low- and moderate-income communities.

## **CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN THE WASHINGTON-BALTIMORE CMSA ASSESSMENT AREA:**

### **LENDING TEST**

#### Lending Activity

Relative to the proportion of offices in (52.5%) and deposits from (64.7%) this assessment area, lending activity (see Appendix D, Tables 1) is considered adequate.

#### Geographic Distribution of Loans

A review of HMDA loans extended within this assessment area revealed that the institution had an excellent level of home purchase lending activity within both low- and moderate-income census tracts. The level of lending exceeded both the percentage of owner-occupied housing units and the aggregate level of lending in each tract category. For home improvement and home refinance loans, low- and moderate-income tract penetration was comparable to aggregate although somewhat below aggregate in low-income tracts. For evaluation purposes, greatest weight is given to the higher volume refinance of loans. When compared to the market aggregate and the percentage of owner-occupied units and also considering poverty rates the bank's HMDA lending within this assessment area is considered good.

Allfirst's small business loan penetration in low- and moderate-income census tracts is 21.5%. Lending in both low- and moderate-income tracts was consistent with D&B data for June 1999 that indicates that within the assessment area 22.4% of commercial entities are located in such tracts. A review of the 1999 small business aggregate data revealed a 16.5% penetration of total loan volume in such tracts. As previously mentioned, several large credit card issuers dominate the small business lending. Average loan amounts for these lenders tend to be much smaller and the distribution is skewed slightly toward higher income tracts. Excluding the top four lenders from the aggregate, lending in low- and moderate-income tracts was 18.3%. The bank's small business lending distribution is considered good when compared to market and demographic data.

The consumer lending distribution in low- and moderate-income census tracts is significantly below the percentage of the households residing in these geographies; however, the extremely high poverty rate in low-income tracts presents a significant barrier to demand for the 5.8% of households in these tracts. The elevated poverty level in moderate-income tracts suggests that effective demand for credit, while diminished, is somewhat greater among the 21.5% of households in such tracts. Several factors seem to account for the low consumer loan penetration in moderate-income tracts.

The lowest level of moderate-income lending is associated with home equity loans. Contributing to the low level of lending in these tracts is the lower percentage of owner-occupied housing units compared to the percentage of households in these tracts. Further, low homeowner equity likely restricts demand as well. (The bank's home improvement lending in these tracts is higher, but home improvement loans may be unsecured.) Exclusive of home equity loans, consumer lending in moderate-income tracts is slightly higher at 11.6%.

Also affecting loan distribution is a substantial decrease in motor vehicle lending in conjunction with a large increase in unsecured lending during 2000. Nearly 14% of motor vehicle loans are in moderate-income tracts. However, the volume of this lending declined 42% from 1999 to 2000. In the case of unsecured credit, volume increased 52% during from year to year.

The bulk of these loans are overdraft lines of credit. Extending such loans is dependent on a borrower's maintenance or establishment of a deposit relationship with the bank. As discussed later under the service test, the bank's branches are considered readily accessible to all segments of the assessment area. Nonetheless, residents of low- and moderate-income geographies, especially in inner city areas, often have access to check cashing services, grocery stores, and other alternative providers of currency transaction services and may not maintain bank deposit relationships. Based on these factors, the geographic distribution of consumer loans is considered low but marginally adequate.

The overall geographic loan distribution (HMDA, consumer, and small business) within this assessment area is considered adequate given the institution's size, branch locations, and the effective demand for credit.

#### Distribution by Borrower Income and Revenue Size of Business

Within the assessment area, the institution provided 70.6% of its home purchase loans to low- and moderate-income borrowers. This level of lending is considered excellent and compares favorably to the percentage of such families within the assessment area (36.0%) and the market aggregate (38.1%). The bank exceeded the aggregate lending percentages for both low- and moderate-income borrowers. For home improvement and home refinance, lending to both low-income borrowers was slightly below the percentage of low-income families but bank lending to moderate-income borrowers exceeded the percentage of such families. Loan distribution among both low- and moderate-income borrowers was near aggregate performance and is considered good.

Of the 2,668 small business loans provided to various entities of the assessment area, 46.8% were provided to businesses with revenues of \$1 million or less. Additionally, 37.2% of the loans were to borrowers with revenues not exceeding \$1 million and in amounts of \$100,000 or less. The June 1999 D&B data indicates that 83.8% of all assessment area businesses generated revenues less than \$1 million; however, 26.8% of these entities have been under the same control for less than five years. Businesses that have recently experienced a change in control or that have been in

existence a short period of time may be less likely to qualify for credit reducing somewhat the effective demand for credit.

Bank performance is also compared to aggregate lending data; however several factors must be considered when using these data. While 56.4% of the 1999 small business aggregate lending was to entities with revenues of \$1 million or less, the remaining loans were either to businesses with or revenues over \$1 million or revenue is unknown. Also, loans extended by the credit card lenders that dominate this market on average tend to be significantly smaller than loans extended by Allfirst and other bank lenders and serve different credit needs. A more appropriate measure of demand would omit these lenders. If the top four credit card lenders are excluded from the aggregate, slightly over 50% of loans were made to businesses with revenues of \$1 million or less.

Utilizing the D&B information as an estimate of potential demand, and considering aggregate data, the bank's level of small business lending to businesses of different revenue sizes is considered adequate.

The volume of consumer loans to low- and moderate-income borrowers (44.3%) is higher than the proportion of low- and moderate-income households in the assessment area (37.9%). Lending to borrowers in both income categories constitutes a good distribution.

Given the product lines offered by the institution, the distribution of loans to borrowers of different income levels and to businesses of different sizes is considered good and responsive to community credit needs using aggregate data and area demographics as proxies for demand.

### Community Development Loans

Since January 1, 1999, Allfirst has originated 50 community development loans totaling \$88.6 million within the CMSA assessment area. Furthermore, the bank issued five letters of credit during the same time period. The outstanding balance for the letters of credit was \$13 million as of December 31, 2000. These community development loans and letters of credit provided credit for a variety of social service, affordable housing, and economic development needs as shown in the table below. A substantial portion of the affordable housing loans involved affiliate lending for the refinancing of multifamily housing units that primarily serve low- and moderate-income families and are situated in low- and moderate-income census tracts. The level of community development lending is considered highly responsive to local credit needs.

| <b>Community Development Category</b> | <b>Number</b> | <b>Amount (000s)</b> |
|---------------------------------------|---------------|----------------------|
| Affordable Housing                    | 15            | \$62,679             |
| Social Services                       | 8             | \$ 7,325             |
| Economic Development                  | 27            | \$18,634             |

## **INVESTMENT TEST**

Overall, the institution has a high level of qualified investments and is supportive of community development initiatives. Using a variety of investment vehicles, bank investments during the review period totaled \$29.3 million. Most of the bank's investments involve LIHTC projects. The AAHF and Maryland Housing Fund investments mentioned previously accounted for \$5.2 million of these investments. Of the remainder, \$22.8 million funded nine LIHTC projects. Unfunded commitments for the CMSA assessment area total \$28 million. (This figure does not include the additional \$20 million committed to the AAHF in January 2001) As of December 31, 2000, Allfirst has an outstanding balance of \$26.9 million in qualified community development investments within the assessment area.

Allfirst has also made two stock investments totaling \$406,800 in community development financial institutions and deposited \$100,000 with minority-owned financial institutions. The institutions are located in low-income census tracts and serve primarily low- and moderate-income individuals.

Allfirst routinely makes grants and/or donations to a variety of organizations that stimulate and assist community development. Specifically, 184 contributions totaling \$797,160 were provided to various organizations that serve primarily small businesses and/or low- and moderate-income residents of the metropolitan assessment area.

## **SERVICE TEST**

Overall, the bank has a good record of performance under the service test. Systems for delivering retail banking services appear effective and available to all portions of the assessment area, including low- and moderate-income areas. Furthermore, the bank provides a relatively high level of community development services given the size, location, and financial capacity of the institution.

### Accessibility of Delivery Systems

Delivery systems are accessible to all portions of the CMSA assessment area. Automated teller machines (ATMs) are available and, through a network, provide customers with 24-hour nationwide access. Seventy-one (27.4%) of the bank's 259 area ATMs are located in low- and moderate-income census tracts. Bank-by-mail and bank-by-computer services are also offered by the institution for deposit and lending products. In addition, Allfirst provides customers with 24-hour telephone access to their accounts.

### Branch Locations and Hours of Operation

Within the CMSA assessment area, Allfirst operates 139 offices of which 39 (28.1%) are located in low- and moderate-income census tracts. Branch locations and business hours are considered convenient and meet the needs of the assessment area. While most branch offices are open Monday through Friday until 6:00 p.m., several branches offer Saturday hours, and some offices

provide extended evening hours. Allfirst has closed two branch offices and opened four new offices since December 31, 1998. These changes have not adversely affected accessibility of delivery systems. One of the closed branches was located in a moderate-income tract; however, services for local residents are available within the vicinity at an alternative location. A branch closing policy has been adopted as required by the Federal Deposit Insurance Corporation Improvement Act of 1991.

### Community Development Services

The bank provides a relatively high level of community development services. Financial expertise has been supplied to numerous community development organizations. A partial list of these organizations include:

#### Baltimore MSA

- Anne Arundel Community College - small business lending practices training
- Anne Arundel Community Development Services - affordable and first time home buying counseling
- Baltimore County Department of Economic Development – loan officer serves on loan review committee
- Sandtown-Winchester Community Development Corporation – affordable and first time home buying counseling
- Tri-Churches Housing, Inc. - affordable and first time home buying counseling
- Healthy Neighborhoods – Baltimore City affordable housing initiative
- Neighborhood Housing Services of Hillendale – affordable housing counseling

#### Washington, D. C. MSA

- Collective Bank Group – small business lending consulting
- Montgomery County Small Business Loan Fund – minority owned small business fund, relationship manager reviews status of loan fund portfolio
- Virginia Asset Financing Corporation (VAFC) – Specializes in the SBA 504 loan program, a program to assist disadvantaged small businesses
- Prince George's County Economic Development Group - community development consulting
- District of Columbia Chamber of Commerce – woman owned small business financing counseling
- Small Business Administration (SBA) – technical assistance to entrepreneurs
- Black Business & Professional Network - counsels minority owned small business proprietors

Bank personnel also routinely provide credit counseling and other assistance to low- and moderate-income individuals. Furthermore, Allfirst has recently participated the following community development seminars:

## Baltimore MSA

- Buying Into Baltimore! – affordable home buying fair with Fannie Mae, part of Baltimore City’s revitalization efforts
- ACORN Bank Fair – affordable home buying counseling
- Mercy Medical Center Housing Fair – first time home buying education targeted to low- and moderate-income individuals
- Lenders Day – training for non-profit organization housing counselors
- Micro Enterprise Forum - small business lending counseling
- African American Summit on Small Business Lending – senior vice president served on panel

## Washington, D. C. MSA

- Community Economic Empowerment Conference – retail and mortgage credit counseling for community development endeavors
- Fannie Mae/Washington Wizards Home Buying Fair – multilingual home buyer seminar with affordable and first time buyer counseling
- ACORN Bank Fair – first time and affordable home buying counseling

## Hagerstown MSA

- Washington County Business Expo – small business lending counseling
- Hagerstown Home Store - first time home buying counseling

## **STATE RATING**

**CRA RATING FOR THE STATE OF MARYLAND:** Satisfactory

**The Lending Test is rated:** High Satisfactory

**The Investment Test is rated:** High Satisfactory

**The Service Test is rated:** High Satisfactory

The major factors supporting this rating include:

- Lending activity was consistent with the bank’s capacity and helped meet identified community credit needs.
- The borrower and geographic distribution of loans is considered adequate. Because of the high number and dollar volume, slightly greater weight was placed on the bank's consumer lending.



- A good level of community development loans has been extended for an assortment of social service, affordable housing, and economic development projects.
- Relative to available opportunities the amount of qualified community development investments that has been made reflects good performance.
- Delivery systems and branch locations are readily accessible to all segments of the assessment areas.
- A high level of community development services has been provided.

## **SCOPE OF EXAMINATION**

Analyses were conducted on HMDA, consumer, small business, and community development loans. The data were reviewed to determine the geographic distribution of the bank's lending, as well as the volume of loans provided to borrowers of different incomes. Institutional efforts to serve its markets through qualified community development investments and services were also reviewed. The institution has three assessment areas in Maryland (excluding the portion of the State that is included in the CMSA) that consist of the Eastern Shore (Caroline, Dorchester, Somerset, Talbot, Wicomico, and Worcester Counties), Wilmington MSA (Cecil County), and St. Mary's County. These assessment areas account for 6.2% of overall assessment area lending. Performance in the State of Maryland was evaluated by reviewing the Eastern Shore assessment area using the CRA examination procedures. Based on available facts and data, conclusions regarding other assessment areas in Maryland are presented following the discussion of the Eastern Shore performance. Data concerning the bank's performance within the Wilmington MSA and St. Mary's County assessment areas is provided in the Appendix D.

## **DESCRIPTION OF INSTITUTION'S OPERATIONS IN MARYLAND:**

Excluding the portion of Maryland that is included within the Washington-Baltimore CMSA, the institution has 17 branches located within the state with facilities located throughout its assessment areas, including low- and moderate-income geographies. Almost \$341 million, or 2.9%, of bank deposits are in the portion of Maryland outside of the CMSA.

Based on 1990 census data, the state has a total population of approximately 4.8 million, including nearly 1.3 million families. A majority of the families are middle- and upper-income (63.4%), while low- and moderate-income families each comprise 18% and 18.6% of the total. The statewide owner-occupancy rate is 60.1% and 6% of Maryland families live below the poverty level. The 2000 median family income for nonmetropolitan areas in Maryland is \$50,500.

## **CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN MARYLAND:**

Performance under each performance test in the State of Maryland was evaluated by reviewing the Eastern Shore assessment area using the CRA examination procedures and is discussed in the following section.

## **NONMETROPOLITAN STATEWIDE AREA**

(if some or all of the assessment areas within the nonmetropolitan statewide area were reviewed using the examination procedures)

### **DESCRIPTION OF INSTITUTION'S OPERATIONS IN EASTERN SHORE ASSESSMENT AREA:**

This assessment area is located on the Eastern Shore of Maryland and encompasses Caroline, Dorchester, Somerset, Talbot, Wicomico, and Worcester Counties, Maryland. Wicomico County includes the City of Salisbury, and Worcester County includes Ocean City. There are a total of 71 census tracts/block numbering areas (BNAs) in this assessment area, of which six (8.5%) are low-income, 11 (15.5%) are moderate-income, 44 (62%) are middle-income, and ten (14.1%) are upper-income. According to 1990 census data, the assessment area has a population of 220,627 and a median housing value of \$74,979. The owner-occupancy rate for the market is 48.1%, as compared to a 60.1% statewide rate. The percentage of assessment area families living below the poverty level is 8.5%, which is higher than the statewide poverty rate of 6%. The 2000 median family income for nonmetropolitan areas of Maryland is \$50,500.

The following table provides demographics for the assessment area by the income level of families and the percentage of population living in geographies of varying income levels. The table also displays the distribution of owner-occupied housing units and poverty levels by income level of geography. The percentage of commercial entities as reported by Dun & Bradstreet is also provided by income level of geography. As of June 1999, the D & B Gross Annual Revenue Reports indicated that 88.2% of all assessment area businesses reported revenues under \$1 million.

### Assessment Area Demographics

|   | Low-<br>Income | Moderate<br>-Income | Middle-<br>Income | Upper-<br>Income | Total |
|---|----------------|---------------------|-------------------|------------------|-------|
| Percentage of Area Families by<br>Income Level  | 20.8%          | 18.7%               | 23.7%             | 36.8%            | 100%  |
| Percentage of Population<br>Residing in Census<br>Tracts/BNAs by Income Level                     | 2.0%           | 15.2%               | 70.1%             | 12.7%            | 100%  |
| Percentage of Owner-Occupied<br>Units by Census Tract/BNA   | 0.3%           | 11.7%               | 73.8%             | 14.2%            | 100%  |
| Percentage of Families<br>Classified Below the Poverty<br>Level by Income Level of<br>Tract/BNA   | 37.6%          | 16.9%               | 7.4%              | 3.8%             | N/A   |
| Percentage of Households<br>Classified Below the Poverty<br>Level by Income Level of<br>Tract/BNA | 24.8%          | 22.5%               | 12.0%             | 7.8%             | N/A   |
| Percentage of Businesses<br>Located in Census<br>Tracts/BNAs by Income<br>Level*                  | 1.3%           | 12.8%               | 73.1%             | 12.8%            | 100%  |

\* as of June 1999

The local economy tends to be seasonal and relies on the service, retail trade, tourism, and construction industries. The respective unemployment rates for the counties included in the Eastern Shore assessment area are depicted below for December 2000. The average unemployment rate for the State of Maryland was 3.3%.

| County     | Unemployment<br>Rate |
|------------|----------------------|
| Caroline   | 3.0%                 |
| Dorchester | 7.2%                 |
| Somerset   | 6.7%                 |
| Talbot     | 2.9%                 |
| Wicomico   | 4.6%                 |
| Worcester  | 16.4%                |

Allfirst operates 14 branches in the assessment area. As of June 2000, the bank ranked second in deposit market share at 9.5% assessment area deposits. During the review period, 4.9% of the number of loans extended or purchased were in this assessment area.

Based on 1999 aggregate lending data, the bank ranked eighth in market share for small business lending, accounting for 3.48% of loans. As in the CMSA, credit card issuers had significant market share but accounted for less than 50% of reported loans.

As a mortgage lender, Allfirst ranked sixth in market share with 3.52% of loans originated or purchased. The market aggregate figure may not include lending by all HMDA reporters because of less stringent reporting requirements for smaller institutions. Nonetheless, nearly 1,800 loans were reported in 1999 and provide a measure for potential demand.

Community contacts were made to assist in evaluating the bank's CRA performance. Although the contacts emphasized the continued need for affordable small business lending options, they stated that area financial institutions appear to be meeting the credit needs of the community.

The seasonal economy and high poverty rates in low- and moderate-income areas may affect local credit demand.

## **CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN EASTERN SHORE ASSESSMENT AREA:**

### **LENDING TEST**

#### Lending Activity

Lending in this assessment area accounted for nearly 5% of all assessment area lending. Relative to the proportion of offices in (5.3%) and deposits from (2.6%) this assessment area, lending activity is considered good.

#### Geographic Distribution of Loans

Given the institution's size, branch locations, and the effective demand for credit, the overall geographic loan distribution (consumer, HMDA, and small business) within this assessment area is considered adequate.

Within the assessment area, 12% of owner-occupied housing units are located within low- and moderate-income geographies. Allfirst's distribution of home purchase loans in low- and moderate-income areas is considered good at 13%. However, only 5.9% of home improvement loans, and 7.3% of home refinance loans were extended to residents of low- and moderate-income areas and is considered low.

By comparison, the market aggregate reported volume percentages of 13.7% for home purchase, 10% for home improvement, and 13% for home refinance loans. The bank's HMDA lending within low- and moderate-income geographies of this assessment area is considered adequate.

Allfirst's small business loan penetration in low- and moderate-income census tracts/BNAs is 9.3%. A review of the 1999 small business aggregate data revealed a 12.3% penetration of total

loan volume in such areas. D&B demographic information for June 1999 indicates that within the Eastern Shore, 14% of all commercial entities are located in low- and moderate-income areas. The small business lending distribution is considered adequate given market conditions and compared to area demographics.

Although consumer lending in low- and moderate-income census tracts/BNAs (8.9%) is lower than the percentage of the households (16.3%) residing in these geographies, the household poverty rates within low- and moderate-income areas are very high at 24.8% and 22.5%, respectively. Also, relatively high unemployment rates reflect seasonality and perhaps some sluggishness in the economy. The distribution of consumer loans is, therefore, considered adequate. Particularly low penetration was noted for the bank's unsecured lending.

### Borrower Distribution

The distribution of loans to borrowers of different income levels and to businesses of different sizes is considered satisfactory given the institution's market strategy and using aggregate data and area demographics as proxies for demand.

Allfirst provided 30.7% of home purchase loans and 31.4% of home improvement loans to low- and moderate-income borrowers. Home refinance lending to such borrowers was somewhat lower at 24.8%. The percentage of low- and moderate-income families within the assessment area is 39.5%. Generally, bank lending equaled or exceeded the percentage of moderate-income families but fell below the percentage of low-income families. A similar pattern was noted in the market aggregate information. In the case of purchase money loans, bank lending to low-income borrowers exceeded the aggregate slightly while in all other cases bank lending was consistent with aggregate lending to both low- and moderate-income borrowers. The overall HMDA distribution to borrowers of different income levels is considered good.

Of the reported small business loans for the review period, 56.4% were provided to businesses with revenues of \$1 million or less. In addition, 42.9% of the loans were to borrowers with revenues not exceeding \$1 million and in amounts of \$100,000 or less. June 1999 D&B data indicated that 88.2% of all assessment area businesses generated revenues less than \$1 million with 23.5% of these entities under the same control for less than five years. Market aggregate for 1999 shows that 68.9% of small business lending was to companies with revenues \$1 million or less. Compared to aggregate lending performance and utilizing the D&B information as an estimate of potential demand, the level of small business lending is considered adequate.

The volume of consumer loans to low- and moderate-income borrowers is 37.6%, and is slightly lower than the proportion of low- and moderate-income households in the assessment area (41.8%). Lending to low-income borrowers was below the proportion of such families while lending to moderate-income borrowers exceeded the proportion of such families. The relatively high unemployment rate and seasonal employment may have contributed to these results. The distribution of consumer loans is considered good.

## Community Development Loans

Since January 1, 1999, Allfirst has originated a good level of community development loans totaling \$2.4 million within the Eastern Shore assessment area. To the extent the bank originated additional community development loans, such financing has been reported as small business or HMDA loans.

## **INVESTMENT TEST**

As previously mentioned, the bank utilizes the AAHF and Maryland Housing Fund for LIHTCs. Both funds serve the Eastern Shore assessment area as well as other parts of Maryland. Investments totaling \$1.8 million were made during the review period. This amount consisted primarily of a LIHTC project, Gateway Village, Phase II in Salisbury. Additionally, contributions totaling \$17,500 were provided to several organizations that serve primarily low- and moderate-income residents of the nonmetropolitan assessment area. The institution's level of qualified investments benefiting the Eastern Shore assessment area is considered good given local market investment opportunities.

## **SERVICE TEST**

Systems for delivering retail-banking services appear effective and available to all portions of the assessment area, including low- and moderate-income areas. Furthermore, community development services are provided consistent with the local market and financial capacity of the institution.

## Accessibility of Delivery Systems

Delivery systems are accessible to all segments of the Eastern Shore assessment area. ATMs are available and, through a network, provide customers with 24-hour nationwide access. Seven (25%) of the institution's 28 area ATMs are located in low- and moderate-income census tracts. Banking services by mail, telephone, and computer are also provided.

## Branch Locations and Hours of Operation

The institution has 14 offices within this assessment area of which two (14.3%) are located in low- and moderate-income census tracts. Additionally, branch locations and business hours are considered convenient and meet the needs of the assessment area. No offices have been opened or closed within this assessment area since December 31, 1998.

## Community Development Services

The institution provides financial expertise to several community development organizations including the Rural Development Fund Organization, Habitat for Humanity, Salisbury Neighborhood Housing Service, Salisbury-Wicomico Economic Development Committee, and the Dorchester Community Development Corporation. Additionally, bank personnel also routinely

provide credit counseling and other assistance to many low- and moderate-income individuals, and participate in home buying workshops and small business expositions.

### **METROPOLITAN AREAS**

**(For each metropolitan area where no assessment areas were reviewed using the examination procedures)**

Facts and data reviewed, including performance and demographic information, can be found in the tables that accompany this report. The lending and service test performance in the Wilmington MSA assessment area (consisting solely of Cecil County, Maryland) was consistent with the overall state rating. Performance under the investment test was below that of the state; however, it does not change the state rating.

### **NONMETROPOLITAN STATEWIDE AREA**

**(If none of the assessment area within the non-metropolitan assessment area were reviewed using the examination procedures)**

Facts and data reviewed, including performance and demographic information, can be found in the tables that accompany this report. The lending and service test performance in St. Mary's County, Maryland, was consistent with the overall state rating. Performance under the investment test was below that for the state; however, it does not change the state rating.

### **STATE RATING**

**CRA RATING FOR THE STATE OF PENNSYLVANIA:** Satisfactory

**The Lending Test is rated:** High Satisfactory

**The Investment Test is rated:** High Satisfactory

**The Service Test is rated:** High Satisfactory

The major factors supporting this rating include:

- Lending activity was good relative to the bank's capacity and helped meet identified community credit needs.
- The borrower and geographic distribution of loans is considered good.
- A good level of community development loans has been extended for an assortment of social service, affordable housing, and economic development projects.
- Relative to available opportunities that the number and amount of qualified community development investments have been made reflects good performance.

- Delivery systems and branch locations are readily accessible to all segments of the assessment areas and branch closings have not adversely affected low- and moderate-income neighborhoods.
- A high level of community development services has been provided.

## **SCOPE OF EXAMINATION**

Analyses were conducted on HMDA, consumer, small business, and community development loans. The data were reviewed to determine the geographic distribution of the bank's lending, as well as the volume of loans provided to borrowers of different incomes. Institutional efforts to serve its markets through qualified community development investments and services were also evaluated. Allfirst has seven markets in Pennsylvania that include the York MSA (York County), Harrisburg MSA (Cumberland, Dauphin, and Lebanon Counties), Allentown MSA (Lehigh and Northampton Counties), Philadelphia MSA (Chester and Montgomery Counties), Reading MSA (Berks County), Lancaster MSA (Lancaster County), and Adams and Franklin Counties.

Over half of the bank offices in Pennsylvania are in the York and Harrisburg assessment areas and 66.4% of state deposits are in these two assessment areas. Performance in the State of Pennsylvania was evaluated by reviewing the York and Harrisburg assessment areas using the CRA examination procedures. Based on available facts and data, conclusions regarding other assessment areas in Pennsylvania are presented following the discussion of the York and Harrisburg performance. Data concerning the bank's performance within the Allentown MSA, Philadelphia MSA, Reading MSA, Lancaster MSA, and Adams and Franklin County assessment areas is provided in the Appendix D.

## **DESCRIPTION OF INSTITUTION'S OPERATIONS IN PENNSYLVANIA:**

The institution has 109 branch offices located within Pennsylvania of which 12 (11.0%) branches are located in moderate-income areas. No branches are located in low-income geographies. Based on 1990 census data, the state has a total population of 11.9 million, including 3.2 million families. A majority of the families are middle- and upper-income (62.6%), while low- and moderate-income families each comprise 18.8% and 18.7% of the total. Additionally, 8.2% of the families live below the poverty level. The statewide owner-occupancy rate is 64.3%. The 2000 median family incomes for the six metropolitan assessment areas range from \$57,800 (Philadelphia MSA) to \$49,500 (Lancaster MSA). The 2000 median family income for nonmetropolitan areas of Pennsylvania is \$38,200.

Pennsylvania deposits are \$3.8 billion, or 32.4% of total deposits. Allfirst has only a 2.1% deposit market share in the state but market share among the bank's assessment areas ranges from first in York and Harrisburg to 49<sup>th</sup> in the Philadelphia MSA assessment area. Of the loans considered within all assessment areas, 54.5% of the number were to residents or businesses of Pennsylvania. Branch offices in the state account for 41% of all bank offices.



## **CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN PENNSYLVANIA:**

### **LENDING TEST**

Lending activity is considered good. Pennsylvania accounted for 54.5% of the number of loans within all assessment areas. The geographic and borrower distribution of loans in the areas reviewed using examination procedures compares favorably to market and demographic proxies for demand and overall is considered adequate. The bank's high level of community development lending in the assessment areas reviewed using examination procedures is considered responsive to area credit needs and consisted of ten loans totaling \$6.2 million. Community development lending in Pennsylvania totaled \$15.2 million.

### **INVESTMENT TEST**

In all Pennsylvania assessment areas, investments made during the review period equaled \$5.3 million. As of December 31, 2000, qualified investments in all Pennsylvania assessment areas totaled \$10.8 million with an additional \$4.4 million in unfunded commitments. The institution's level of qualified investments within both the York and Harrisburg MSAs is considered good. Qualified investments in these assessment areas totaled \$853,000 during the review period and at year-end 2000, outstanding investments totaled \$1.7 million.

### **SERVICE TEST**

The statewide rating for the institution under the service test is high satisfactory. Delivery systems are accessible to geographies and individuals of all income levels within its assessment areas, and its record of opening and closing branches has not adversely affected the accessibility to its services. All products and services currently offered in other regions are also available in the Pennsylvania market, and the institution's participation in community development services is considered responsive to community credit needs.

### **METROPOLITAN AREA**

(if some or all of the assessment areas within the metropolitan area were reviewed using the examination procedures)

### **DESCRIPTION OF INSTITUTION'S OPERATIONS IN THE YORK MSA ASSESSMENT AREA:**

This assessment area encompasses York County, Pennsylvania. York County includes York City and comprises the entire York MSA. There are a total of 76 census tracts in the assessment area, of which four (5.3%) are low-income, 11 (14.5%) are moderate-income, 56 (73.7%) are middle-income, and five (6.6%) are upper-income. According to 1990 census data, the assessment area has a population of 339,574 and a median housing value of \$79,371. The owner-occupancy rate for the market is 71%, as compared the statewide rate of 64.3%. The percentage of assessment area families living below the poverty level is 4.3%, which is nearly half of the state poverty rate of 8.2%. The 2000 median family income for York MSA is \$49,900.

The following table provides demographics for the assessment area by the income level of families and the percentage of population living in census tracts of varying income levels. The table also displays the distribution of owner-occupied housing units and poverty levels by income level of census tract. The percentage of commercial entities as reported by D&B is also provided by income level of census tract. As of June 1999, the D&B Gross Annual Revenue Reports indicated that 86.1% of all assessment area businesses reported revenues under \$1 million.

Assessment Area Demographics

|  | Low-<br>Income | Moderate<br>-Income | Middle-<br>Income | Upper-<br>Income | Total |
|--|----------------|---------------------|-------------------|------------------|-------|
| Percentage of Area Families by<br>Income Level   | 15.3%          | 19.5%               | 28.7%             | 36.5%            | 100%  |
| Percentage of Population<br>Residing in Census Tracts by<br>Income Level                   | 2.7%           | 9.0%                | 82.1%             | 6.2%             | 100%  |
| Percentage of Owner-Occupied<br>Units by Census Tract                                      | 1.2%           | 6.2%                | 86.2%             | 6.5%             | 100%  |
| Percentage of Families<br>Classified Below the Poverty<br>Level by Income Level of Tract   | 33.9%          | 13.7%               | 2.8%              | 1.9%             | N/A   |
| Percentage of Households<br>Classified Below the Poverty<br>Level by Income Level of Tract | 31.6%          | 16.6%               | 4.7%              | 4.4%             | N/A   |
| Percentage of Businesses<br>Located in Census Tracts by<br>Income Level*                   | 3.2%           | 9.8%                | 80.5%             | 6.5%             | 100%  |

\* as of June 1999.

The local economy primarily relies on the service, retail trade, and construction industries. As of January 2001 the unemployment rate for York County was 3.7%. By comparison, the state average was 4.9%. The bank ranks first in deposit market share with 26.9% of assessment area deposits based on June 30, 2000, data. Allfirst accounted for 7% of HMDA loans purchased or originated in the area during 1999 giving it a market share ranking of first.

Of the assessment area's 3,403 small business loans reported in 1999, Allfirst, ranking third behind two credit card lenders, reported 472. Allfirst's market share was comparable to that of the credit card lenders.

A community contact was made to assist in evaluating the bank's CRA performance. The contact stated that area financial institutions appear to be meeting the credit needs of the community.

High poverty rates in low- and moderate-income census tracts may affect demand for credit in these areas. No other significant negative factors affecting local demand for credit are apparent.

## **CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN THE YORK MSA ASSESSMENT AREA:**

### **LENDING TEST**

#### Geographic Distribution of Loans

A review of HMDA loans extended within the York MSA assessment area revealed that the institution had a 12.8% home purchase loan penetration within low- and moderate-income census tracts. For home improvement and home refinance loans, low- and moderate-income tract penetration was 5.1% and 4.7%, respectively. By comparison, 7.4% of area owner-occupied units are located within low- and moderate-income census tracts. The market aggregate data shows 6.6% for home purchase, 4.8% for home improvement, and 5.4% for home refinance loans. The bank's HMDA lending within this assessment area is considered good when compared to the market aggregate and the percentage of owner-occupied units.

Allfirst's small business loan penetration in low- and moderate-income census tracts is 12.5%. This penetration approximates both the percentage of businesses (12.8%) in such tracts and percentage of small business loans extended in aggregate (12.2%) among reporting lenders. This level of lending is considered good.

Effective demand in low-income tracts is limited due to the 31.6% households below the poverty level. The poverty rate in moderate-income tracts is not as high at 16.6% but still likely limits effective demand. Lending within both low-income tracts is a little more than a third of the percentage of low-income households in these tracts. Lending in moderate-income census tracts is approximately half of the percentage of the households residing in these geographies. Given the high poverty rates in these geographies lending, while low, is considered adequate.

Overall, the geographic loan distribution (HMDA, consumer, and small business) within this assessment area is considered adequate given the institution's size, branch locations, and the effective demand for credit.

#### Borrower Distribution

Low- and moderate-income families represent 34.8% of area families within the York MSA assessment area. The institution provided 40.9% of its home purchase loans to low- and moderate-income borrowers. According to market aggregate, 32.8% of purchase loans were to such borrowers. The bank's level of lending is considered excellent. As for home improvement and refinancings, 30.7% and 24.8%, respectively were to low- and moderate-income borrowers. This compares favorably to market aggregates. Bank lending exceeded the aggregate for both low- and moderate-income borrowers. The overall HMDA lending distribution is considered good.

Of the bank's 847 small business loans 58.9% were provided to businesses with revenues of \$1 million or less. Additionally, 43.1% of loans were to borrowers with revenues not exceeding \$1 million and in amounts of \$100,000 or less. D&B data revealed that 86.1% of all assessment area businesses generated revenues less than \$1 million. Effective demand by these small businesses may be limited by the 17.2% of entities under the same control for five years or less. In comparison, 54.3% of the 1999 small business aggregate lending was to entities with revenues \$1 million or less. (The remainder is to either larger businesses or the revenue is unknown.) Utilizing 1999 small business aggregate data and D&B information as an estimate of potential demand, the level of small business lending is considered good.

The percentage of consumer loans to low- and moderate-income borrowers (40.7%) exceeds the percentage of low- and moderate-income households in the assessment area (37.6%). Lending to low-income borrowers is somewhat lower than the percentage of such households while lending to moderate-income borrowers is somewhat higher. This lending performance is considered good.

The distribution of loans to borrowers of different income levels and to businesses of different sizes is considered responsive to community credit needs using aggregate data and area demographics as potential demand estimates.

### Community Development Loans

Since January 1, 1999, Allfirst has originated four community development loans totaling \$4.7 million within the York MSA assessment area. Additionally, the bank issued one letter of credit during the same time period. The outstanding balance for the letter was \$5.1 million as of December 31, 2000. This high level of community development lending is considered responsive to identified social service, affordable housing, and economic development needs in the community and is consistent with the bank's capacity.

### **INVESTMENT TEST**

Within the York assessment area Allfirst funded \$508,500 in LIHTCs in 1999 and 2000. As of December 31, 2000, outstanding balances on LIHTCs were 1.3 million. In addition, the institution routinely makes grants and/or donations to a variety of organizations that stimulate and assist community development. Specifically, contributions totaling \$86,741 were provided to various organizations that serve primarily low- and moderate-income residents of this metropolitan assessment area.

The institution has a good level of qualified investments in the York MSA assessment area and is supportive of community development initiatives.

### **SERVICE TEST**

#### Accessibility of Delivery Systems

Delivery systems are accessible to all portions of the York MSA assessment area. Automated teller machines (ATMs) are available and, through a network, provide customers with 24-hour

nationwide access. Three (9.1%) of the bank's 33 area ATMs are located in low- and moderate-income census tracts. Banking services by mail, telephone, and computer services are also provided.

### Branch Locations and Hours of Operation

The institution has 14 offices within this assessment area of which two (14.3%) are located in low- and moderate-income census tracts. Additionally, branch locations and business hours are considered convenient and meet the needs of the assessment area. No offices have been opened or closed within this assessment area since December 31, 1998.

### Community Development Services

The institution provides financial expertise to numerous community development organizations including the Housing Council of York, Habitat for Humanity, Helping Hands of York, and the York County Economic Partnership. Additionally, bank personnel also routinely provide credit counseling and other assistance to many low- and moderate-income individuals, and participate in home buying workshops and small business expositions.

Systems for delivering retail-banking services appear effective and available to all portions of the assessment area, including low- and moderate-income areas, and the various community development services provided are considered appropriate.

## **DESCRIPTION OF INSTITUTION'S OPERATIONS IN THE HARRISBURG MSA AREA:**

This assessment area is located in the Harrisburg MSA and includes Cumberland, Dauphin, and Lebanon Counties, Pennsylvania. There are a total of 117 census tracts in the assessment area of which four (3.4%) are low-income, 18 (15.4%) are moderate-income, 80 (68.4%) are middle-income, and 15 (12.8%) are upper-income. According to 1990 census data, the assessment area has a population of 546,814 and a median housing value of \$75,945. The owner-occupancy rate for the market is 64.0% is approximately the same as the state (64.3%) and MSA (64.4%) rates. The percentage of assessment area families living below the poverty level is 8%. By comparison, the MSA poverty rate is also 8% while the statewide rate is 11.4%. The 2000 median family income for Harrisburg MSA is \$50,300.

The following table provides demographics for the assessment area by the income level of families and the percentage of population living in census tracts of varying income levels. The table also displays the distribution of owner-occupied housing units and poverty levels by income level of census tract. The percentage of commercial entities as reported by D&B is also provided by income level of census tract. As of June 1999, the D&B Gross Annual Revenue Reports indicated that 86.6% of all assessment area businesses reported revenues under \$1 million.

## Assessment Area Demographics

|  | Low-<br>Income | Moderate<br>-Income | Middle-<br>Income | Upper-<br>Income | Total |
|--|----------------|---------------------|-------------------|------------------|-------|
| Percentage of Area Families by<br>Income Level   | 15.4%          | 18.9%               | 27.9%             | 37.8%            | 100%  |
| Percentage of Population Residing<br>in Census Tracts by Income Level                      | 2.9%           | 10.2%               | 66.0%             | 20.9%            | 100%  |
| Percentage of Owner-Occupied<br>Units by Census Tract                                      | 1.3%           | 7.4%                | 68.2%             | 23.1%            | 100%  |
| Percentage of Families Classified<br>Below the Poverty Level by<br>Income Level of Tract   | 37.9%          | 15.8%               | 3.8%              | 1.6%             | N/A   |
| Percentage of Households<br>Classified Below the Poverty Level<br>by Income Level of Tract | 37.0%          | 18.8%               | 6.5%              | 3.4%             | N/A   |
| Percentage of Businesses Located<br>in Census Tracts by Income Level*                      | 1.6%           | 12.0%               | 65.7%             | 20.7%            | 100%  |

\* as of June 1999.

The local economy relies on the service, retail trade, construction, financial, and agricultural industries. As of January 2001 the respective unemployment rates for Cumberland, Dauphin, and Lebanon Counties were 2.5%, 3.2%, and 3.4%. By comparison, the state average was 4.9%.

The bank ranks first in deposit market share with 16.3% of assessment area deposits based on June 30, 2000 data. Allfirst accounted for 4.1% of HMDA loans purchased or originated in the area during 1999 giving it a market share ranking of third. Of the assessment area's 5,709 reported small business loans reported in 1999, 355 were reported by Allfirst, which ranked fifth behind three credit card issuers and one regional bank. The credit card lenders did not dominate the market.

A community contact was made to further assist in evaluating the bank's CRA performance. The contact stated that area financial institutions appear to be meeting the credit needs of the community.

High poverty rates in low- and moderate-income geographies may affect credit demand in such areas. No other significant negative factors affecting local demand for credit are evident.

### **CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN THE HARRISBURG MSA ASSESSMENT AREA:**

## **LENDING TEST**

### Geographic Distribution of Loans

Within the Harrisburg MSA assessment area, 8.7% of area owner-occupied housing units are located within low- and moderate-income census tracts. Bank lending in low- and moderate-income census tracts ranged from 7.7% for home purchase loans to 12.4% of home improvement loans. The market aggregate shows lending percentages of 7.4% for home purchase, 7.3% for home improvement, and 9.0% for home refinance. Except for home purchase loans, bank lending exceeded the percentage of owner-occupied housing units and the market aggregate in both low- and moderate-income tracts. The bank's HMDA lending within this assessment area is considered excellent.

Allfirst's small business loan penetration in low- and moderate-income census tracts is 15.1%. This distribution exceeds both the percentage of businesses (13.5%) and the market aggregate percentage (13%) in such tracts. Lending was slightly higher in both tract categories and this performance is considered good.

Although consumer lending within low- and moderate-income census tracts (8.6%) is lower than the percentage of the households (13.6%) residing in these geographies, high household poverty rates (37% for low-income tracts and 18.8% for moderate-income tracts) adversely effects credit demand in these areas. Taking into account the effect of poverty, the geographic distribution of consumer loans is considered adequate.

Using assessment area demographics and market aggregate information as demand estimates, the geographic loan distribution (consumer, HMDA, and small business) within this assessment area is considered good given the size and locations of the institution.

### Borrower Distribution

Low- and moderate-income families represent 34.3% of families in the assessment area. Allfirst HMDA loans to such borrowers were as follows: 31.3% of home purchase, 33.5% of home improvement, and 30.3% of home refinance. Except for purchase loans, Allfirst exceeded market aggregate lending in to both low- and moderate-income borrowers. The overall HMDA lending distribution is considered good.

Of the 523 small business loans where revenue was known, 45.7% were provided to businesses with revenues of \$1 million or less. Additionally, 32.3% of loans were to borrowers with revenues not exceeding \$1 million and in amounts of \$100,000 or less. In comparison, 54.5% of the 1999 small business aggregate lending was to entities with revenues \$1 million or less. D&B data revealed that 86.6% of all assessment area businesses generated revenues less than \$1 million with 19.2% of these entities under the same control for five years or less. Utilizing aggregated information as estimates for demand, this level of small business lending is considered adequate.

Allfirst's consumer loan distribution to low- and moderate-income borrowers is 43.1% within the Harrisburg MSA market. By comparison, the percentage of low- and moderate-income households in the assessment area is 37.9%. Lending to low-income borrowers was slightly below the percentage of such households while lending to moderate-income borrowers exceeded the percentage of these households. The consumer loan distribution is considered good.

The distribution of loans to borrowers of different income levels and to businesses of different sizes is considered good.

### Community Development Loans

Since January 1, 1999, Allfirst has originated community development loans totaling \$1.5 million within the Harrisburg MSA assessment area. One loan for \$1.4 million provided affordable housing to low- and moderate-income residents. Other loans were primarily extended through third party consortia for economic development purposes. To the extent the bank originated additional community development loans, such financing has been reported as small business or HMDA loans. The level of community development lending is considered adequate.

### **INVESTMENT TEST**

Total LIHTC amounts outstanding as of December 31, 2000, for the Harrisburg MSA assessment area were \$589,000. Additionally, grants and contributions totaling \$258,000 were provided to various organizations that serve primarily low- and moderate-income residents of the metropolitan assessment area. The level of qualified investments is considered reasonable in relation to such opportunities and local needs.

### **SERVICE TEST**

#### Accessibility of Delivery Systems

Delivery systems are accessible to all portions of the Harrisburg MSA assessment area. Automated teller machines (ATMs) are available and, through a network, provide customers with 24-hour nationwide access. Six (12.2%) of the bank's 49 area ATMs are located in moderate-income census tracts. No offices are located in low-income tracts. Banking services by mail, telephone, and computer services are also provided.

#### Branch Locations and Hours of Operation

The institution has 30 offices within this assessment area of which six (20%) are located in moderate-income census tracts, and none are located in low-income geographies. Additionally, branch locations and business hours are considered convenient and meet the needs of the assessment area. One office located in a middle-income area was closed since December 31, 1998. As previously mentioned, a branch closing policy has been adopted as required by the Federal Deposit Insurance Corporation Improvement Act of 1991.



## Community Development Services

The institution provides financial expertise to numerous community development organizations including the Lebanon Affordable Housing Council, the Cumberland County Homebuyers Coalition, the Harrisburg Fair Housing Council, Susequehanna Housing Initiatives, and the Community Action Center.

Additionally, bank personnel also routinely provide credit counseling and other assistance to many low- and moderate-income individuals, and participate in home buying workshops and small business expositions. Systems for delivering retail-banking services appear effective and available to all portions of the assessment area, including low- and moderate-income areas, and the various community development services provided are considered responsive.

### **METROPOLITAN AREAS**

**(For each metropolitan area where no assessment areas were reviewed using the examination procedures)**

The following metropolitan assessment areas were not reviewed using the examination procedures. The table indicates for each test whether performance in an assessment area was below, was consistent with, or exceeded performance for the state.

| Assessment Area  | Lending Test | Investment Test | Service Test |
|------------------|--------------|-----------------|--------------|
| Allentown MSA    | Consistent   | Exceeds         | Consistent   |
| Philadelphia MSA | Consistent   | Below           | Consistent   |
| Reading MSA      | Consistent   | Consistent      | Consistent   |
| Lancaster MSA    | Consistent   | Consistent      | Consistent   |

Facts and data reviewed, including performance and demographic information, can be found in the tables that accompany this report. For the lending and service tests, performance in the Philadelphia MSA assessment area (consisting of Chester and Montgomery Counties, Pennsylvania) was consistent with the overall state rating. Performance under the investment test was below that of the state. Performance under the investment test in the Allentown assessment area exceeded performance for the state. In neither case did the performance change the state rating.

### **NONMETROPOLITAN STATEWIDE AREA**

**(If none of the assessment area within the non-metropolitan assessment area were reviewed using the examination procedures)**

Facts and data reviewed, including performance and demographic information, can be found in the tables that accompany this report. For the lending and service tests, performance in the Adams and Franklin counties, Pennsylvania, was consistent with the overall state rating. Performance under the investment test was below that for the state but did not change the rating.

## Appendix A – Scope of Examination

A full discussion of the scope of the examination is contained in the narrative section of this public evaluation.

| <b>LIST OF ASSESSMENT AREAS AND TYPE OF EXAMINATION</b>  |  |  |
|--|--|--|
| ASSESSMENT AREA  | TYPE OF EXAMINATION  | BRANCHES VISITED*  |
| MULTISTATE<br><br>Washington-Baltimore, DC-MD-VA-WV CMSA   | Full Procedures  | Perry Hall<br>Woodley Park<br>Dobbin Road<br>Valley Mall<br>Oakland Mills  |
| MARYLAND<br>Eastern Shore<br>Wilmington MSA<br>St. Mary's County   | Full Procedures<br>Limited Procedures<br>Limited Procedures  | None<br>None<br>None   |
| PENNSYLVANIA<br><br>York MSA<br>Harrisburg MSA<br>Allentown MSA<br>Philadelphia MSA<br>Reading MSA<br>Lancaster MSA<br>Wilmington MSA<br>Adams and Franklin Counties | Full Procedures<br>Full Procedures<br>Limited Procedures<br>Limited Procedures<br>Limited Procedures<br>Limited Procedures<br>Limited Procedures<br>Limited Procedures | Route 30 &<br>PA Avenue<br>Quentin Road<br>Lehigh Street<br>Pottstown<br>Muhlenberg<br>Eden Park<br>None<br>Gettysburg |

\*"Branches visited" indicates where technical compliance with the CRA (signs, public file, etc.) was confirmed. The evaluation of the institution's CRA performance takes into consideration activity from all branch locations, as described in the Scope of Examination.

## Appendix B – Summary of State and Multistate MSA Ratings

| <b>State or Multistate Metropolitan Area Name</b> | <b>Lending Test Rating</b> | <b>Investment Test Rating</b> | <b>Service Test Rating</b> | <b>Overall Rating</b> |
|---|----------------------------|-------------------------------|----------------------------|-----------------------|
| Washington-Baltimore DC-MD-VA-WV CMSA             | High Satisfactory          | Outstanding                   | High Satisfactory          | Satisfactory          |
| Maryland  | High Satisfactory          | High Satisfactory             | High Satisfactory          | Satisfactory          |
| Pennsylvania                                      | High Satisfactory          | High Satisfactory             | High Satisfactory          | Satisfactory          |

## Appendix C - Glossary

The following terms are used throughout this Performance Evaluation. The definitions are intended to provide the reader with a general understanding of the terms, not a strict legal definition.

**Assessment Area** – A delineated community including the geographies in which the bank has its main office, branches, and deposit-taking Automated Teller Machines (ATMs), as well as the surrounding geographies in which the bank has originated or purchased a substantial portion of its loans, including home mortgage loans, small business and small farm loans, and any other loans on which the bank chooses to have its performance assessed.

**Block Numbering Area (BNA)** - Statistical subdivisions of counties in which census tracts have not been established. BNAs have been established by the United States Census Bureau in conjunction with state agencies.

**Census Tract** - Small, locally defined areas within metropolitan statistical areas. These areas are determined by the United States Census Bureau in an attempt to group homogenous populations. A census tract has defined boundaries per ten-year census and an average population of 4,000.

**Community Development** – Initiatives in the form of loans, investments, or services which provide for the following:

Affordable 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 development activities generally cannot be double counted, for example, loans required for reporting as small business, small farm, or home mortgage (except for multi-family housing) cannot also be reported as community development loans.

**Community Reinvestment Act (CRA)** - The statute requiring the federal financial supervisory agencies to assess an institution's record of helping to meet the credit needs of the local communities in which the institution is chartered, consistent with the safe and sound operation of the institution, and to take this record into account in the agency's evaluation of an application for a deposit facility by the institution.

**Geography** - A census tract or a block numbering area as delineated by the United States Census Bureau.

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

**Income Level** includes:

**Low-Income** - Income levels that are less than 50% of the median family income.

**Moderate-Income** - Income levels that are at least 50% and less than 80% of the median family income.

**Middle-Income** - Income levels that are at least 80% and less than 120% of the median family income.

**Upper-Income** - Income levels that are 120% or more of the median family income.

**Median Family Income** - The median income determined by the United States 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 Statistical Area (MSA)** - Area defined by the Director of the United States Office of Management and Budget. MSAs consist of one or more counties, including large population centers and nearby communities that have a high degree of interaction.

**Small Business Loans** - Loans with original amounts of \$1 million or less that are secured by nonfarm nonresidential properties or commercial and industrial loans to U. S. addresses.

**Small Farm Loans** - Loans with original amounts of \$500 thousand or less that are secured by farmland or to finance agricultural production and other loans to farmers.