

PUBLICDISCLOSURE

November17,2008

COMMUNITYREINVESTMENTACT PERFORMANCEEVALUATION

ORIONBANK

**2150GoodletteRoadNorth
Naples,Florida**

RSSDIDNumber:270036

**FEDERALRESERVEBANKOFATLANTA
1000PEACHTREESTREET,N.E.
ATLANTA,GEORGIA30309-4470**

<p>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 the institution does not represent an analysis, conclusion or opinion of the federal financial supervisory agency concerning the safety and soundness of this financial institution.</p>

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INSTITUTIONRATING

INSTITUTION'SCRARATING: Thisinstitutionisrated **Satisfactory**.

Thefollowingtableindicatetheperformancelevel ofOrionBank withrespecttothelending,investment,and servicetests.

PERFORMANCELEVELS	<u>OrionBank</u>		
	PERFORMANCE TESTS		
	LendingTest*	InvestmentTest	ServiceTest
Outstanding			
HighSatisfactory	X	X	X
LowSatisfactory			
NeedstoImprove			
SubstantialNoncompliance			

*Note:Thelendingtestisweightedmoreheavilythantheinvestmentandservicetestswhenarriving atan overallrating.

Majorfactorscontributingtothisratinginclude:

- asubstantialmajorityofthebank'sloansweremadeinsidetheassessmentareas;
- thegeographicdistributionofloansreflectsexcellentpenetrationthroughouttheassessmentareas;
- thedistributionofborrowers,giventheproductlinesofferedbythebank,reflectsadequatepenetration amongretailcustomersofdifferentincomelevelsandbusinesscustomersofdifferent sizes;
- thebankmadearelativelyhighlevelofcommunity developmentloans;
- thebankhasasignificantlevelofqualifiedcommunitydevelopmentinvestmentsandgrants;
- thebank'sbranchnetworkisaccessibletoessentiallyallportionsofthebank'sassessmentareas,given thebank'sbusinessfocus;and
- thebankprovidesanadequatelevelofcommunitydevelopment services.

INSTITUTION

DESCRIPTION OF INSTITUTION

Orion Bank is a wholly owned subsidiary of Orion Bank, Inc. Both companies are headquartered in Naples, Florida. Orion Bank operates 22 banking offices and 24 ATMs in its assessment areas. Since the previous examination, five branches were opened and one branch was relocated. No branches were closed. Orion Bank had assets totaling \$2.7 billion as of September 30, 2008.

Orion Bank offers a wide range of traditional financial services and credit products in each of its banking locations, but its expertise is in commercial and residential real estate development lending.

The following table shows the composition of the loan portfolio according to the Consolidated Reports of Condition and Income.

COMPOSITION OF LOAN PORTFOLIO						
Loan Type	6/30/2008		12/31/2007		12/31/2006	
	\$(000s)	Percent	\$(000s)	Percent	\$(000s)	Percent
Construction and Development	916,002	44.3%	956,640	46.9%	1,002,621	51.9%
Secured by One-to-Four-Family Dwellings	556,261	26.9%	508,717	25.0%	405,682	21.0%
Other Real Estate:						
Farmland	7,330	0.4%	7,330	0.4%	0	0.0%
Multifamily	18,119	0.9%	28,676	1.4%	62,965	3.3%
Nonfarm nonresidential	502,413	24.3%	483,520	23.7%	420,076	21.7%
Commercial and Industrial	57,218	2.8%	40,922	2.0%	26,908	1.4%
Loans to Individuals	9,113	0.4%	10,130	0.5%	10,569	0.5%
Agricultural Loans	2,654	0.1%	2,641	0.1%	2,712	0.1%
Total	\$2,069,110	100.00%	\$2,038,576	100.00%	\$1,931,533	100.00%

*This table does not include the entire loan portfolio. Specifically, it excludes loans to depository institutions, bankers acceptances, lease financing receivables, obligations of state and political subdivisions, and other loans that do not meet any other category. Certain assets are also not included in this table.

The data in the table indicates that total loans increased slightly during the review period. Based on loan dollars, construction and development loans ranked first, followed by loans secured by one- to four-family dwellings, and nonfarm nonresidential loans. A significant percentage of the bank's loans that are secured by residential dwellings are non-owner occupied, or business purpose loans. Most consumer home mortgage loans that the bank originates are made as accommodation to the bank's commercial customers. In addition to originating consumer residential loans, the bank provides financing to developers. These development loans finance new commercial and residential construction projects. Consequently, the bank helps to attract small businesses and increase housing units in its market.

For purposes of the CRA, Orion Bank has delineated five assessment areas, which are listed below.

- Collier County Assessment Area, which makes up the Naples-Marco Island MSA
- Lee County Assessment Area, which makes up the Cape Coral-Fort Myers MSA
- Monroe County Assessment Area, which is not part of an MSA.
- Sarasota-Manatee Counties Assessment Area, which makes up the Sarasota-Bradenton-Venice MSA
- Palm Beach County Assessment Area, which makes up the West Palm Beach-Boca Raton-Boynton Beach MSA

Orion Bank complies with the requirements of the CR A. No known legal impediments exist that would restrict the bank from meeting the credit needs of its assessment areas. The bank received a “Satisfactory” rating at its previous evaluation conducted by the Federal Reserve Bank of Atlanta dated October 23, 2006, under the large bank examination procedures.

SCOPE OF EXAMINATION

Orion Bank’s CRA performance evaluation was based on large bank examination procedures. The examination business loans originated from July 1, 2006 through June 30, 2008. HMDA loans exceeded small business loans by number and dollar volume during the review period. However, since the majority of the bank’s HMDA loans were for business purposes, this report refers mostly to non-owner occupied HMDA loans when discussing HMDA lending. It should be noted that the distribution of HMDA lending by census tract income level and by borrower income was reviewed by HMDA product type as well. No anomalies were identified that warranted further analysis. The examination review period covered qualified community development loans, investments, contributions and donations, and CRA service activities from November 1, 2006 through June 30, 2008. Additionally, information from two community contacts was obtained during the examination.

The Collier, Lee, and Monroe assessment areas were reviewed using full-scope examination procedures because a substantial majority of the bank’s lending was located in these counties. The Sarasota-Manatee Counties and Palm Beach County assessment areas were reviewed using limited-scope examination procedures.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS

LENDING TEST

Orion Bank’s lending test is rated high satisfactory based on the performance in the Collier, Lee, and Monroe County Assessment Areas. The bank’s lending performance in the limited-scope assessment areas of Sarasota-Manatee Counties and Palm Beach County was somewhat lower than the performance of the full scope assessment areas but consistent with the performance regarding investments and services in the full scope assessment areas. However, this did not affect the bank’s overall CRA performance.

Lending Activity

Considering the bank’s market share of deposits in its assessment areas, information gathered from community contacts, demographic information, and performance context factors, lending levels reflect good responsiveness to assessment area credit needs. Orion Bank originated 313 HMDA loans totaling \$183.1 million within its assessment areas during the review period. Of the 313 HMDA loans, 245 (78.3 percent) were home purchase loans, 62 (19.8 percent) were home refinance loans, and 5 (1.6 percent) were home improvement loans. The bank made one multifamily housing loan. Additionally, the bank originated 298 small business loans totaling \$72.1 million within its assessment areas.

Assessment Area Concentration

A substantial majority of the bank’s lending occurred inside its assessment areas. The following table shows the number and dollar volume of loans located inside and outside of the bank’s assessment areas by product type.

Lending Inside and Outside the Assessment Area

Loan Type	Inside				Outside			
	#	%	\$(000s)	%	#	%	\$(000s)	%
Home Improvement	5	100.0	\$902	100.0	0	0.0	\$0	0.0
Home Purchase - Conventional	245	94.2	\$138,579	88.6	15	5.8	\$17,890	11.4
Multi-Family Housing	1	100.0	\$2,760	100.0	0	0.0	\$0	0.0
Refinancing	62	100.0	\$40,826	100.0	0	0.0	\$0	0.0
Total HMDA related	313	95.4	\$183,067	91.1	15	4.6	\$17,890	8.9
Small Business	298	97.1	\$72,070	93.5	9	2.9	\$5,027	6.5
Total Small Bus. related	298	97.1	\$72,070	93.5	9	2.9	\$5,027	6.5
TOTAL LOANS	611	96.2	\$255,137	91.8	24	3.8	\$22,917	8.2

As indicated by the table above, 96.2 percent of the loans made by the bank were made to customers and businesses located inside the bank's assessment areas. Also, 91.8 percent of the dollars associated with these loans was inside the bank's assessment areas. This level of lending inside the assessment areas indicates that the bank is serving the assessment areas' credit needs.

As indicated by the table above, 96.2 percent of the loans made by the bank were made to customers and businesses located outside the bank's assessment areas. Also, 8.2 percent of the dollars associated with these loans was outside the bank's assessment areas. This level of lending outside the assessment areas indicates that the bank is serving the assessment areas' credit needs.

Geographic and Borrower Distribution

The conclusions for both these lending tests compare the bank's lending and deposit activity in the three markets. The percentage of the bank's lending and deposit activity is relatively similar in the three markets.

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The geographic distribution of HMDA and small business loans reflects excellent penetration throughout the assessment areas, given the opportunity and competition in these markets. The analyses of HMDA and small business lending within each assessment area are discussed in detail later in this report.

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The distribution of borrowers reflects, given the product lines offered, adequate penetration among customers of different income levels and to businesses of different sizes. The analyses of HMDA and small business lending within each assessment area are discussed in detail later in this report.

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Responsiveness to Credit Needs

Considering the excellent geographic distribution of loans and the adequate distribution of loans by borrower income and business revenue, the bank exhibits a good record of serving the credit needs of low-income individuals and areas and very small businesses.

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Community Development Lending

Orion Bank made a relatively high level of community development loans. The bank used its construction and development lending expertise to help meet community development needs. Bank-wide, community development dollars totaled \$40.7 million. While the level of community development lending in the Collier County Assessment Area was poor, the bank made affordable housing related community development loans totaling \$9.2 million in the Lee County Assessment Area and \$15.5 million in the Monroe County Assessment Area. Additionally, for the limited-scope areas, community development loans totaled \$10 million in the Sarasota-Manatee Counties Assessment Area, and \$6 million in the Palm Beach County Assessment Area.

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INVESTMENT TEST

The bank's investment test performance is rated high and satisfactory. The bank made a significant level of qualified community development investments and grants, particularly those not routinely provided by private investors, often in a leadership position. Bank-wide, investments totaled \$7.1 million, and donations to various organizations totaled \$76,979. This includes investments and grants in the limited-scope assessment areas. The level of performance in the Lee County Assessment Area was excellent, and performance in the Collier and Monroe counties assessment areas was adequate. The bank made rare use of innovative and/or complex investments to support community development initiatives. Although Orion Bank has a significant level of dollars invested, new investments of \$4 million and outstanding investments of \$3.1 million from prior periods were not considered complex or innovative. The investments were comprised of primarily mortgage-backed security pools that included loans that benefit at least one of the bank's assessment areas. In the Monroe County Assessment Area, where investment opportunities were scarce, the bank participated in an affordable housing tax credit program targeted to lower-income individuals. The bank exhibited good responsiveness to credit and community development needs.

SERVICE TEST

The bank's performance under the service test is rated high and satisfactory. Given the bank's business focus, branch delivery systems, as well as alternative delivery systems including ATMs, telephone and online banking, are accessible to essentially all portions of the bank's assessment areas. The bank's record of opening and closing branches has not adversely affected the accessibility of its delivery systems in low- or moderate-income census tracts or to low- or moderate-income individuals. During the review period, the bank opened five branches: one branch in a moderate-income tract, three branches in middle-income tracts, and one branch in an upper-income tract. Also, the bank relocated a branch site from a middle-income tract to a low-income tract; the two locations are in close proximity. No branches were closed. Banking services, including business hours do not vary in a way that inconvenience its assessment areas, particularly LMI geographies and/or LMI individuals.

The bank provides an adequate level of community development services, mostly through its bank officers and employees serving in various capacities on boards and committees of numerous community development organizations.

COMPLIANCE WITH ANTI-DISCRIMINATION LAWS

No evidence of prohibited discrimination or the use of other illegal credit practices was noted during the examination. The bank is in compliance with the substantive provisions of antidiscrimination laws and regulations.

DESCRIPTION OF INSTITUTION'S OPERATIONS IN COLLIER COUNTY, FLORIDA

Orion Bank's performance in the Collier County Assessment Area was evaluated using full-scope examination procedures. The assessment area includes Collier County, Florida which comprises the Naples-Marco Island MSA. Orion Bank operates seven branches with ATM services in the Collier County Assessment Area, representing 31.8 percent of the bank's total branch network. As of June 30, 2008, the bank had \$1.4 billion in deposits in the assessment area, representing a 12.4 percent deposit market share. By dollar volume, this assessment area was responsible for 21 percent of the bank's total HMDA loans and 27.8 percent of the total small business loans during the review period. By number volume, this assessment area received 17.6 percent of the bank's total HMDA loans and 41.9 percent of the small business loans.

Demographic and Lending Data

The tables on pages 8 and 9 provide demographic and lending data that were used in analyzing the bank's CRA performance. Certain components of the data in the tables are discussed in this evaluation as they apply to particular parts of the analysis.

Population Information

2000 census data indicates that the population of the Collier County Assessment Area was 251,377 persons, which represents 1.6 percent of the state of Florida's population of 15,982,378 persons.

Income Characteristics

At the time of the 2000 census, there were 71,823 families in the assessment area. Of these families, 18.9 percent were low-income, 19.2 were moderate-income, 20.7 were middle-income, and 41.2 were upper-income. Of total families, 4,772 (6.6 percent) had incomes below the poverty level. According to HUD, the estimated median family income for Naples-Marco Island and MSA for 2006, 2007, and 2008 was \$66,100, \$63,900, and \$69,200, respectively.

Housing Characteristics

The 2000 census indicates that there were 144,536 housing units in the assessment area, 77,829 of which (53.8 percent) were owner-occupied. The median housing value in the assessment area was \$148,970, which is 59.8 percent higher than the median housing value for the state of Florida at \$93,200. Based on the median housing value in relation to the median family income in the assessment area, it is generally more expensive to live in the Naples and Marco Island areas. The median age of housing in the assessment area is 14 years, which is less than the state of Florida at 20 years.

Employment Statistics

The economy of Naples and Marco Island is largely based on tourism. The Collier County Assessment Area is primarily dependent on the retail trade and construction sectors. According to Enterprise Florida, Inc., the largest employers in the county are Naples Community Hospital, Inc., Publix Supermarket, and Wal-Mart. The following table shows the unemployment rates for Collier County and the state of Florida for 2006, 2007, and through July 2008.

UNEMPLOYMENT RATES (Not Seasonally Adjusted)			
	2006 (annual)	2007 (annual)	2008 (July)
Collier County	3.2%	4.4%	7.7%
Florida	3.4%	4.0%	6.5%

BusinessSizeCharacteristics

The table on page 8 provides key demographic business data by revenue size and census tracts in the assessment area. Based on 2007 Dunn & Bradstreet data, 90.4 percent of the businesses had gross annual revenues of \$1 million or less in the assessment area. For purposes of this report, businesses with \$1 million or less in gross annual revenues are considered to be small businesses.

Competition

Collier County is a competitive banking market, with a significant presence of regional and multi-regional banks in this market. According to the June 30, 2008 FDIC/OTS Summary of Deposits Report, 44 financial institutions operated 154 branch offices in the assessment area. Orion Bank operated 7 (4.5 percent) of the 154 branches, with a deposit market share of 12.4 percent, and ranked 4th in the assessment area. The top three financial institutions were Bank of America, NA, Wachovia Bank, NA, and Fifth Third Bank with 15.9 percent, 13.7 percent, and 13 percent in deposit market share, respectively.

CommunityContact

Information was obtained from a community contact in Collier County regarding local economic conditions and the opportunities available to local financial institutions through economic development. The contact stated that tightened mortgage criteria and housing affordability are key problems.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS

The tables on the following pages and in Appendix B and C to this report provide information that was used in analyzing the bank's CRA performance in the assessment area. Certain components of the data in the tables are discussed in the evaluation as they apply to particular parts of the analysis.

The following tables show demographic and lending data at the Collier County Assessment Area for the review period.

Assessment Area Demographics

Assessment Area: Collier County

Income Categories	Tract Distribution		Families by Tract Income		Families < Poverty Level as % of Families by Tract		Families by Family Income	
	#	%	#	%	#	%	#	%
Low-income	4	7.7	3,774	5.3	1,317	34.9	13,582	18.9
Moderate-income	9	17.3	11,451	15.9	1,207	10.5	13,791	19.2
Middle-income	23	44.2	32,998	45.9	1,556	4.7	14,850	20.7
Upper-income	16	30.8	23,600	32.9	692	2.9	29,600	41.2
Unknown-income	0	0.0	0	0.0	0	0.0	0	0.0
Total Assessment Area	52	100.0	71,823	100.0	4,772	6.6	71,823	100.0
	Housing Units by Tract	Housing Types by Tract						
		Owner-Occupied			Rental		Vacant	
		#	%	%	#	%	#	%
Low-income	5,201	1,788	2.3	34.4	2,940	56.5	473	9.1
Moderate-income	21,361	10,177	13.1	47.6	6,230	29.2	4,954	23.2
Middle-income	61,381	37,340	48.0	60.8	10,260	16.7	13,781	22.5
Upper-income	56,593	28,524	36.6	50.4	5,714	10.1	22,355	39.5
Unknown-income	0	0	0.0	0.0	0	0.0	0	0.0
Total Assessment Area	144,536	77,829	100.0	53.8	25,144	17.4	41,563	28.8
	Total Businesses by Tract	Businesses by Tract & Revenue Size						
		Less Than or = \$1 Million		Over \$1 Million		Revenue Not Reported		
		#	%	#	%	#	%	
Low-income	322	1.9	285	1.9	28	2.2	9	2.4
Moderate-income	1,996	11.8	1,850	12.1	89	7.1	57	15.4
Middle-income	7,562	44.7	6,854	44.9	547	43.4	161	43.6
Upper-income	7,021	41.5	6,283	41.1	596	47.3	142	38.5
Unknown-income	0	0.0	0	0.0	0	0.0	0	0.0
Total Assessment Area	16,901	100.0	15,272	100.0	1,260	100.0	369	100.0
	Percentage of Total Businesses:			90.4		7.5		2.2

Based on 2000 Census Information.

Loan Distribution Table

Assessment Area: Collier County

Income Categories	HMDA							
	By Tract Income				By Borrower Income			
	#	%	\$(000s)	%	#	%	\$(000s)	%
	Home Purchase							
Low	0	0.0%	0	0.0%	1	2.3%	115	0.4%
Moderate	11	25.6%	2,000	6.3%	5	11.6%	733	2.3%
Middle	20	46.5%	13,607	42.6%	3	7.0%	501	1.6%
Upper	12	27.9%	16,329	51.1%	20	46.5%	18,549	58.1%
Unknown	0	0.0%	0	0.0%	14	32.6%	12,038	37.7%
Total	43	100.0%	31,936	100.0%	43	100.0%	31,936	100.0%
	Refinance							
Low	0	0.0%	0	0.0%	0	0.0%	0	0.0%
Moderate	2	18.2%	420	6.6%	1	9.1%	85	1.3%
Middle	4	36.4%	3,616	56.7%	2	18.2%	415	6.5%
Upper	5	45.5%	2,344	36.7%	6	54.5%	4,660	73.0%
Unknown	0	0.0%	0	0.0%	2	18.2%	1,220	19.1%
Total	11	100.0%	6,380	100.0%	11	100.0%	6,380	100.0%
	Home Improvement							
Low	0	0.0%	0	0.0%	0	0.0%	0	0.0%
Moderate	0	0.0%	0	0.0%	0	0.0%	0	0.0%
Middle	1	100.0%	120	100.0%	0	0.0%	0	0.0%
Upper	0	0.0%	0	0.0%	1	100.0%	120	100.0%
Unknown	0	0.0%	0	0.0%	0	0.0%	0	0.0%
Total	1	100.0%	120	100.0%	1	100.0%	120	100.0%
	Multi-Family							
Low	0	0.0%	0	0.0%	0	0.0%	0	0.0%
Moderate	0	0.0%	0	0.0%	0	0.0%	0	0.0%
Middle	0	0.0%	0	0.0%	0	0.0%	0	0.0%
Upper	0	0.0%	0	0.0%	0	0.0%	0	0.0%
Unknown	0	0.0%	0	0.0%	0	0.0%	0	0.0%
Total	0	0.0%	0	0.0%	0	0.0%	0	0.0%
	HMDA Totals							
Low	0	0.0%	0	0.0%	1	1.8%	115	0.3%
Moderate	13	23.6%	2,420	6.3%	6	10.9%	818	2.1%
Middle	25	45.5%	17,343	45.1%	5	9.1%	916	2.4%
Upper	17	30.9%	18,673	48.6%	27	49.1%	23,329	60.7%
Unknown	0	0.0%	0	0.0%	16	29.1%	13,258	34.5%
Total	55	100.0%	38,436	100.0%	55	100.0%	38,436	100.0%
	SMALL BUSINESS							
	#	%	\$(000s)		%			
	By Tract Income							
Low	5	4.0%	2,170		10.8%			
Moderate	16	12.8%	2,628		13.1%			
Middle	43	34.4%	6,969		34.7%			
Upper	61	48.8%	8,301		41.4%			
Unknown	0	0.0%	0		0.0%			
Total	125	100.0%	20,068		100.0%			
	By Revenue							
\$1 Million or Less	54	43.2%	8,951		44.6%			
Over \$1 Million	50	40.0%	7,457		37.2%			
Not Known	21	16.8%	3,660		18.2%			
Total	125	100.0%	20,068		100.0%			
	By Loan Size							
\$100,000 or less	61	48.8%	2,911		14.5%			
\$100,001-\$250,000	38	30.4%	6,428		32.0%			
\$250,001-\$1 Million	26	20.8%	10,729		53.5%			
Total	125	100.0%	20,068		100.0%			

Originations and Purchases

LENDING TEST

Overview

Orion Bank's dollar volume of HMDA lending exceeded the dollar volume of small business lending in the Collier County Assessment Area during the review period. Therefore, greater weight was given to HMDA lending than small business lending in this assessment area when determining the bank's overall lending test rating.

Lending Activity

The bank's lending levels during the review period reflect good responsiveness to assessment area credit needs. While no HMDA loans were made in low-income tracts, lending in moderate-income tracts was excellent compared to demographics and peer performance, and small business lending in low- and moderate-income tracts was good. HMDA and small business lending by borrower distribution was adequate.

Orion Bank originated 55 HMDA loans totaling \$38.4 million in Collier County. Of the 55 HMDA loans, 43 (78.2 percent) were home purchase loans, 11 (20 percent) were home refinance loans, and 1 (1.8 percent) was a home improvement loan. 2007 market share data reports indicate the bank ranked 65th out of 621 reporters with a market share of .21 percent, by number, in the origination of HMDA loans. The largest market share of HMDA loan originations by a single entity was Countrywide Home Loans at 5.4 percent.

Additionally, the bank originated 125 small business loans totaling \$20.1 million. 2007 market share data reports indicate the bank ranked 22nd out of 125 reporters with a market share of .27 percent, by number, in the origination and purchase of small business loans. The largest market share of small business loans by a single reporting entity was American Express Bank, FSB at 33.7 percent.

Geographic Distribution of Loans

The geographic distribution of loans reflects excellent penetration throughout the assessment area. There are 4 (7.7 percent) low-income census tracts, 9 (17.3 percent) moderate-income tracts, 23 (44.2 percent) middle-income tracts, and 16 (30.8 percent) upper-income tracts in Collier County. For this analysis, the geographic distribution of HMDA and small business lending was compared with available demographic information. Performance context issues were also considered, as well as the performance of other banks.

The bank had no HMDA loan originations in low-income census tracts where 2.3 percent of owner-occupied housing units are located. HMDA lending in moderate-income tracts was favorable where lending at 23.6 percent was significantly greater than the percentage of owner-occupied units in these tracts at 13.1 percent.

For 2007, the aggregate comparison loan distribution table for Collier County in Appendix C indicates the bank had no HMDA lending in low-income tracts although the aggregate performance was 1.7 percent. However, the bank's HMDA lending in moderate-income tracts at 16.7 percent was greater than aggregate performance at 14.6 percent. 2008 aggregate lending data is not available.

The percentage of small business loans originated in low-income tracts at 4 percent was higher than the percentage of small businesses in low-income tracts at 1.9 percent. The bank's small business lending in moderate-income tracts at 12.8 percent was higher than the percentage of small businesses located in these tracts at 12.1 percent.

For 2007, the aggregate performance comparison loan distribution table for Collier County in Appendix C indicates the bank made two (3.2 percent) small business loans in low-income tracts, which was greater than aggregate performance at 1.2 percent. Small business lending in moderate-income tracts at 15.9 percent was

significantly greater than aggregate performance at 9.1 percent. 2008 aggregate lending data was not available.

Distribution by Borrower Profile

Orion Bank's lending performance reflects adequate penetration among customers of different income levels and businesses of different sizes. For this analysis, the distribution of HMDA lending across borrower income levels and small business lending across business revenue sizes was compared with available demographic information. Performance context issues were also considered, including the performance of other banks.

Of the 55 HMDA loans, 5 loans were purchased by the bank and 11 loans were to business entities where income was not considered. Therefore, income information for these 16 loans was not reportable. Of the 39 borrowers where income was reported, 1 loan (2.6 percent) was made to a low-income borrower, which was significantly less than the percentage of low-income families in the assessment area at 18.9 percent. Based on the high cost of housing in Naples and Marco Island, where the median housing value is \$148,970 or 60 percent greater than the state of Florida, it may be every difficult for a low-income person to qualify for a home mortgage loan. Of the 39 borrowers, a greater percentage of HMDA lending went to moderate-income borrowers at 15.4 percent. However, this was less than the percentage of moderate-income families at 19.2 percent. The bank attempted to increase its HMDA lending to LMI borrowers by participating in affordable lending programs. Five HMDA loans were purchased from Habitat for Humanity, and three HMDA loans were funded under the Collier County Loan Consortium.

For 2007, the aggregate comparison loan distribution table for Collier County in Appendix C indicates that the bank had no HMDA lending to low-income borrowers while aggregate performance was 1.4 percent. HMDA lending to moderate-income borrowers at 6.7 percent (2 loans) was lower than aggregate performance at 7.2 percent. 2008 aggregate lending data was not available.

Of the 125 small business loans, revenue information was not reported for 21 borrowers. Of the 104 borrowers with reported revenue, 51.9 percent were originated to businesses with gross annual revenues of \$1 million or less, which is less than the percentage of small businesses in Collier County at 90.4 percent. However, the data indicates that 48.8 percent of the small business loans were made in amounts of \$100,000 or less, and 30.4 percent were made in amounts of \$100,001 to \$250,000, indicating a willingness to make loans to small businesses.

For 2007, the aggregate comparison loan distribution table for Collier County in Appendix C indicates the bank's lending to small businesses at 38.1 percent was greater than the aggregate performance at 34.6 percent. 2008 aggregate lending data was not available.

Community Development Lending

Orion Bank made few, if any, community development loans in the Collier County Assessment Area. Bank management continues to seek community development lending opportunities in this assessment area.

INVESTMENT TEST

Orion Bank made an adequate level of qualified investments and grants that targeted the Collier County Assessment Area. The bank purchased slightly over \$1 million in investments and donated \$38,350 for a total of \$1,070,350 in qualified investments and grants. Of the \$1 million in investments, \$132,000 was in current period investments and \$900,000 represented prior period investments. The investments consisted of mortgage-backed securities with underlying mortgages relating to LMI individuals or geographies in the

assessment area. The donations were provided to community service organizations that benefit LMI persons and to organizations that provide affordable housing.

SERVICETEST

Performance under the service test for the Collier County Assessment Area was adequate based on the business lending focus of the bank, the proximity of branch locations to area business districts, and the level of community development services.

Retail Services:

Accessibility of Delivery Systems

Orion Bank has seven branch offices, including its headquarters in Collier County. Six branch offices are located in the city of Naples and one branch is located in the city of Marco Island. Delivery systems are reasonably accessible to essentially all portions of the bank's assessment area, particularly business areas. The distribution of the bank's branches was compared to the distribution of families and small businesses by tract income level as of the 2000 census and is displayed in the following table:

DISTRIBUTION OF BRANCHES AND ATMS COLLIER COUNTY ASSESSMENT AREA						
TRACT INCOME LEVEL	NUMBER OF BRANCHES	PERCENTAGE OF BRANCHES	NUMBER OF ATMS	PERCENTAGE OF ATMS	PERCENTAGE OF TOTAL FAMILIES	PERCENTAGE OF BUSINESSES
Low-Income	0	0.0%	0	0.0%	5.3%	1.9%
Moderate-Income	0	0.0%	0	0.0%	15.9%	11.8%
Middle-Income	4	57.1%	4	57.1%	45.9%	44.7%
Upper-Income	3	42.9%	3	42.9%	32.9%	41.5%
<i>Total</i>	<i>7</i>	<i>100%</i>	<i>7</i>	<i>100%</i>	<i>100%</i>	<i>100%</i>

A review of assessment area maps indicates that a branch located in upper-income census tract 1.00 borders low-income census tract 7.00.

Alternative Delivery Systems

Orion Bank offers alternative systems for delivering retail banking services to its customers, which include the following: ATMs, direct deposit, widely accepted debit card, 24/7 toll free telephone banking, Internet banking with online bill payment services, delivery of electronic bank statements, online merchant services, and online money management services.

Changes in Branch Locations

The bank's record of opening and closing branches has not adversely affected the accessibility of delivery systems, particularly in low- and moderate-income geographies or to low- and moderate-income individuals. Since the previous examination, one branch in a middle-income census tract was opened and no branches were closed.

Reasonableness of Business Hours and Services in Meeting the Assessment Area Needs

Availability of banking services and hours of operations do not vary in a way that inconveniences portions of the assessment area, particularly low- and moderate-income geographies and low- and moderate-income individuals. The bank offers extended Friday lobby hours in all seven branches, and additionally, Saturday drive-through teller hours in three of these seven branches.

Community Development Services

Orion Bank provides a relatively high level of community development services throughout its Collier County Assessment Area. Bank staff contributed approximately 338 hours of community development services to community organizations. This included providing financial expertise and technical assistance to organizations that support affordable housing initiatives and small business development. In one notable case, a bank officer used his financial expertise and knowledge of the CRA to help obtain approval from the Federal Home Loan Bank to monitor the construction and provide FHL Bank grant money for two Habitat for Humanity projects, which will provide 50 units each of affordable owner-occupied housing. These projects are Liberty Landing in Immokalee and Trail Ridge 2 in Naples. Other examples of community development services are included in the following table.

Organization	Type of Organization	Activity/Service Provided
Collier County Loan Consortium	This consortium of banks offers 30-year fixed rate mortgage loans. The program is designed to assist low-income families obtain affordable primary residence financing.	A bank representative provides financial expertise by serving on the board of directors.
St. Matthews House	This nonprofit organization serves the homeless and provides emergency housing (currently 120 beds) and food through its soup kitchen.	A bank representative provides financial expertise by serving on the board of directors, the finance committee, and regularly provides counseling on financial services.
Boys & Girls Club of Collier County	This nonprofit organization serves youth through the twelfth grade, the majority of whom are eligible for free or reduced cost lunches. The organization promotes academic achievement and school participation.	A bank representative provides financial expertise by serving on the board of directors and as vice-chair of financial services.
Guadalupe Center of Immokalee	This nonprofit organization serves the disadvantaged of Immokalee by providing programs that promote self-sufficiency and social change; the mission statement is "to break the cycle of poverty through education."	A bank representative provides financial expertise by conducting first-time home buyer and financial literacy seminars.
Collier County Housing Development Corporation	Local government.	Bank representatives provided financial expertise by conducting home buyer classes at the 2007 & 2008 annual Affordable Housing Expo.

DESCRIPTION OF INSTITUTION'S OPERATIONS IN LEE COUNTY, FLORIDA

Orion Bank's performance in the Lee County Assessment Area was evaluated using full-scope examination procedures. The assessment area includes Lee County, which comprises the Cape Coral-Fort Myers, Florida MSA. Cape Coral, Fort Myers, and Bonita Springs are the largest cities located in the MSA. Orion Bank operates four branches with ATM services in this assessment area, representing 18 percent of the bank's total branch network. Two branches were opened and none were closed since the previous examination. The bank had \$184.5 million in deposits in the assessment area, representing 1.7 percent deposit market share as of June 30, 2008. This assessment area was responsible for 18.2 percent of the bank's total HMDA lending and 29.3 percent of the bank's total small business lending by dollar volume. The assessment area generated 30.7 percent of the HMDA loans and 24.5 percent of the small business loans by number volume.

Demographic and Lending Data

The tables on pages 16 and 17 provide demographic data and lending data that were used in analyzing the bank's CRA performance. Certain components of the data in the table are discussed in this evaluation as they apply to particular parts of the analysis.

Population Information

The 2000 census indicates that the population of the Lee County Assessment Area was 440,888 persons, which represents 2.8 percent of the population of the state of Florida of 15,982,378 persons.

Income Characteristics

At the time of the 2000 census, there were 128,423 families in the assessment area. Of these families, 17.1 percent were low-income, 19.9 percent were moderate-income, 23.3 percent were middle-income, and 39.6 percent were upper-income. Of total families, 8,596, or 6.7 percent, had incomes below the poverty level. According to HUD, the estimated median family income for Lee County for 2006, 2007, and 2008 was \$56,000, \$54,700, and \$59,900, respectively.

Housing Characteristics

The 2000 census indicates that there were 245,405 housing units in the assessment area, 58.8 percent of which were owner-occupied. The median housing value in the assessment area was \$96,711, which is slightly higher than the median housing value for the state of Florida at \$93,200. Because of its proximity to Naples and Marco Island, Lee County provides more affordable housing options for people working in Collier County. The median housing age in the assessment area was 17 years, which is less than that of the state of Florida at 20 years.

Employment Statistics

The Lee County Assessment Area is primarily dependent on the construction, retail trade, and government sectors. The following table shows the unemployment rates for Lee County, and the state of Florida for 2006, 2007, and July 2008. According to Enterprise Florida, Inc., the largest employer in the county is Lee Memorial Health System.

UNEMPLOYMENT RATES (Not Seasonally Adjusted)			
	<i>2006 (annual)</i>	<i>2007 (annual)</i>	<i>2008 (July)</i>
Lee County	3.0%	4.7%	8.5%
Florida	3.4%	4.0%	6.5%

Business Size Characteristics

The table on page 16 provides key demographic business data by revenue size and census tracts in the assessment area. Based on 2007 Dunn & Bradstreet data, 90.3 percent of the businesses had gross annual revenues of \$1 million or less in the assessment area. For purposes of this report, businesses with \$1 million or less in gross annual revenues are considered to be small businesses.

Competition

Lee County is a competitive banking market, with a significant presence of regional and multi-regional banks in this market. According to the June 30, 2008 FDIC/OTS Summary of Deposits Report, 45 financial institutions operated 237 branch offices in the assessment area. Orion Bank operated four (1.7 percent) of the 237 branches with a deposit market share of 1.7 percent, and ranked 14th in the assessment area. Wachovia Bank, NA, Bank of America, NA, and SunTrust Bank were the top three with deposit market share of 19.1 percent, 14.1 percent, and 12.5 percent, respectively.

Community Contact

Information was obtained from a community contact in Lee County regarding local economic conditions and the opportunities available to local financial institutions through economic development. The contact stated that there is a need for technical assistance for new and small business owners from bankers.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS

The tables on the following pages and in Appendix B and C to this report provide information that was used in analyzing the bank's CRA performance for the assessment area. Certain components of the data in the table are discussed in the evaluation as they apply to particular parts of the analysis.

The following tables show demographic and lending data in the Lee County Assessment Area for the entire review period.

AssessmentAreaDemographics

AssessmentArea:LeeCounty

IncomeCategories	Tract Distribution		Familiesby TractIncome		Families<Poverty Levelas%of FamiliesbyTract		FamiliesbyFamily Income	
	#	%	#	%	#	%	#	%
Low-income	2	1.7	2,090	1.6	906	43.3	22,017	17.1
Moderate-income	20	17.1	18,440	14.4	2,789	15.1	25,614	19.9
Middle-income	68	58.1	80,176	62.4	4,285	5.3	29,947	23.3
Upper-income	27	23.1	27,717	21.6	616	2.2	50,845	39.6
Unknown-income	0	0.0	0	0.0	0	0.0	0	0.0
TotalAssessmentArea	117	100.0	128,423	100.0	8,596	6.7	128,423	100.0
	Housing Units byTract	HousingTypesbyTract						
		Owner-Occupied			Rental		Vacant	
		#	%	%	#	%	#	%
Low-income	3,069	1,248	0.9	40.7	1,591	51.8	230	7.5
Moderate-income	37,265	17,856	12.4	47.9	12,959	34.8	6,450	17.3
Middle-income	144,203	92,210	63.9	63.9	24,057	16.7	27,936	19.4
Upper-income	60,868	32,942	22.8	54.1	5,736	9.4	22,190	36.5
Unknown-income	0	0	0.0	0.0	0	0.0	0	0.0
TotalAssessmentArea	245,405	144,256	100.0	58.8	44,343	18.1	56,806	23.1
	TotalBusinessesby Tract	BusinessesbyTract&RevenueSize						
		LessThanor=\$1 Million		Over\$1 Million		RevenueNot Reported		
		#	%	#	%	#	%	
Low-income	285	1.0	241	0.9	40	1.9	4	0.6
Moderate-income	3,802	13.4	3,303	12.9	393	18.7	106	16.2
Middle-income	17,509	61.6	16,003	62.3	1,108	52.7	398	60.7
Upper-income	6,847	24.1	6,138	23.9	561	26.7	148	22.6
Unknown-income	0	0.0	0	0.0	0	0.0	0	0.0
TotalAssessmentArea	28,443	100.0	25,685	100.0	2,102	100.0	656	100.0
	PercentageofTotalBusinesses:			90.3		7.4		2.3

Basedon2000CensusInformation.

Loan Distribution Table

Assessment Area: Lee County

Income Categories	HMDA							
	By Tract Income				By Borrower Income			
	#	%	\$(000s)	%	#	%	\$(000s)	%
Home Purchase								
Low	1	1.1%	80	0.3%	0	0.0%	0	0.0%
Moderate	11	12.4%	2,226	7.3%	1	1.1%	80	0.3%
Middle	50	56.2%	9,048	29.6%	2	2.2%	473	1.5%
Upper	27	30.3%	19,234	62.9%	31	34.8%	15,917	52.0%
Unknown	0	0.0%	0	0.0%	55	61.8%	14,118	46.2%
Total	89	100.0%	30,588	100.0%	89	100.0%	30,588	100.0%
Refinance								
Low	0	0.0%	0	0.0%	0	0.0%	0	0.0%
Moderate	0	0.0%	0	0.0%	1	14.3%	75	2.7%
Middle	4	57.1%	1,105	39.2%	0	0.0%	0	0.0%
Upper	3	42.9%	1,716	60.8%	4	57.1%	1,485	52.6%
Unknown	0	0.0%	0	0.0%	2	28.6%	1,261	44.7%
Total	7	100.0%	2,821	100.0%	7	100.0%	2,821	100.0%
Home Improvement								
Low	0	0.0%	0	0.0%	0	0.0%	0	0.0%
Moderate	0	0.0%	0	0.0%	0	0.0%	0	0.0%
Middle	0	0.0%	0	0.0%	0	0.0%	0	0.0%
Upper	0	0.0%	0	0.0%	0	0.0%	0	0.0%
Unknown	0	0.0%	0	0.0%	0	0.0%	0	0.0%
Total	0	0.0%	0	0.0%	0	0.0%	0	0.0%
Multi-Family								
Low	0	0.0%	0	0.0%	0	0.0%	0	0.0%
Moderate	0	0.0%	0	0.0%	0	0.0%	0	0.0%
Middle	0	0.0%	0	0.0%	0	0.0%	0	0.0%
Upper	0	0.0%	0	0.0%	0	0.0%	0	0.0%
Unknown	0	0.0%	0	0.0%	0	0.0%	0	0.0%
Total	0	0.0%	0	0.0%	0	0.0%	0	0.0%
HMDA Totals								
Low	1	1.0%	80	0.2%	0	0.0%	0	0.0%
Moderate	11	11.5%	2,226	6.7%	2	2.1%	155	0.5%
Middle	54	56.3%	10,153	30.4%	2	2.1%	473	1.4%
Upper	30	31.3%	20,950	62.7%	35	36.5%	17,402	52.1%
Unknown	0	0.0%	0	0.0%	57	59.4%	15,379	46.0%
Total	96	100.0%	33,409	100.0%	96	100.0%	33,409	100.0%
SMALL BUSINESS								
	#	%	\$(000s)		%			
By Tract Income								
Low	0	0.0%	0		0.0%			
Moderate	7	9.6%	2,703		12.8%			
Middle	37	50.7%	9,650		45.7%			
Upper	29	39.7%	8,755		41.5%			
Unknown	0	0.0%	0		0.0%			
Total	73	100.0%	21,108		100.0%			
By Revenue								
\$1 Million or Less	33	45.2%	11,274		53.4%			
Over \$1 Million	28	38.4%	5,909		28.0%			
Not Known	12	16.4%	3,925		18.6%			
Total	73	100.0%	21,108		100.0%			
By Loan Size								
\$100,000 or less	27	37.0%	1,390		6.6%			
\$100,001-\$250,000	19	26.0%	3,779		17.9%			
\$250,001-\$1 Million	27	37.0%	15,939		75.5%			
Total	73	100.0%	21,108		100.0%			

Originations and Purchases

LENDING TEST

Overview

Orion Bank's number and dollar volume of HMDA lending exceeded both the number and the dollar volume of small business lending in the Lee County Assessment Area for the review period. Therefore, greater weight was given to HMDA lending than small business lending in this assessment area when determining the overall bank's lending strategy.

Lending Activity

The bank's lending levels during the review period reflect adequate responsiveness to assessment area credit needs. HMDA lending in moderate-income tracts was good compared to demographic data and was excellent when compared to peer performance. Small business lending in moderate-income tracts was somewhat less than demographics but similar to peer performance. Lending by borrower distribution was poor.

Orion Bank originated 96 HMDA loans totaling \$33.4 million in Lee County. Of the 96 HMDA loans, 89 (92.7 percent) were home purchase loans and 7 (7.3 percent) were home refinance loans. 2007 market share data reports indicate that the bank ranked 74th out of 797 reporters with a market share of .15 percent, by number, in the origination and purchases of HMDA loans. The largest market share of HMDA loan originations and purchases by a single entity was Countrywide Home Loans at 11.6 percent.

Additionally, the bank originated 73 small business loans totaling \$21.1 million. 2007 market share data reports indicate the bank ranked 27th out of 129 reporters with a market share of .11 percent by number in the origination of small business loans. The largest market share of small business loans by a single reporting entity was American Express Bank, FSB at 27 percent.

Geographic Distribution of Loans

The geographic distribution of loans reflects good penetration throughout the assessment area. In Lee County there are 2 (1.7 percent) low-income census tracts, 20 (17.1 percent) moderate-income tracts, 68 (58.1 percent) middle-income tracts, and 27 (23.1 percent) upper-income tracts. For this analysis, the geographic distribution of HMDA and small business lending was compared with the demographic information available. Performance context issues were also considered, as well as the performance of other banks.

The bank had only one HMDA loan origination in a low-income census tract; however only 0.9 percent of housing units in the low-income tracts are owner-occupied. HMDA lending in moderate-income tracts at 11.5 percent is somewhat less than the percentage of owner-occupied units in these tracts at 12.4 percent.

For 2007, the aggregate comparison loan distribution table for Lee County in Appendix C indicates the bank had no HMDA lending in low-income tracts while the aggregate performance was 0.6 percent. However, the bank's HMDA lending in moderate-income tracts at 13.9 percent significantly exceeded aggregate performance at 9.3 percent. 2008 aggregate lending data is not available.

The bank made no small business loans in low-income tracts; however, only 0.9 percent of small businesses are located in these tracts. Small business lending in moderate-income tracts at 9.6 percent was less than the percentage of small businesses located in these tracts at 12.9 percent.

For 2007, the aggregate comparison loan distribution table for Lee County in Appendix C indicates the bank did not lend in low-income tracts but aggregate performance was also low at only 0.6 percent. However, in moderate-income tracts, the bank's small business lending at 10.5 percent was similar to aggregate performance at 10.7 percent. 2008 aggregate lending data is not available.

DistributionbyBorrowerProfile

Orion Bank’s lending performance reflects poor penetration among customers of different income levels and businesses of different revenue sizes. For this analysis, the distribution of HMDA lending across borrower income levels and small business lending across business revenue sizes was compared with available demographic information. Performance context issues were also considered, including the performance of other banks.

Of the 96 HMDA loans, 4 loans were purchased by the bank and 53 loans were to business entities where income was not considered. Therefore, information for these 57 loans was not reportable. Orion Bank’s HMDA lending to low- and moderate-income borrowers was minimal at two loans for the review period. Low-income borrowers did not receive HMDA loans, although the percentage of low-income families is significant at 17.1 percent. Of the remaining 39 loans, only 2 loans (5.1 percent) were originated to moderate-income borrowers, while moderate-income borrowers make up 19.9 percent of the assessment area population. The bank attempted to increase its HMDA lending to LMI borrowers by participating in affordable lending programs. Four HMDA loans were purchased from Habitat for Humanity.

For 2007, the aggregate comparison loan distribution table for Lee County in Appendix C indicates the bank’s lack of HMDA lending to low- and moderate-income borrowers was less than aggregate performance at 1.8 percent and 7.5 percent, respectively. 2008 aggregate lending data is not available.

Of the 73 small business loans originated in the assessment area, 45.2 percent were originated to businesses with gross annual revenues of \$1 million or less, which is less than the percentage of small businesses in Lee County at 90.3 percent. However, 37 percent of the small business loans were made in amounts of \$100,000 or less, and 26 percent were in amounts of \$250,000 or less, indicating a willingness to lend to small businesses.

For 2007, the aggregate comparison loan distribution table for Lee County in Appendix C indicates the bank’s lending to small businesses at 39.5 percent was similar to aggregate performance at 39 percent. 2008 aggregate lending data was not available.

Community Development Lending

Orion Bank made a relatively high level of community development loans in the Lee County Assessment Area. The bank made three community development loans totaling \$9.2 million.

COMMUNITY DEVELOPMENT LOANS LEE COUNTY ASSESSMENT AREA	
DESCRIPTION	AMOUNT
Affordable housing development loan consisting of 150 unit duplexes located in a moderate-income census tract.	\$7,714,025
Permanent financing and improvement loan for a manufactured home community located in a middle-income census tract where primarily owner-occupied LMI individuals and families reside.	\$926,169
One-half participation loan for \$1,129,000 loan to a nonprofit organization that runs a homeless shelter and soup kitchen. The funds were used to provide permanent financing for six commercial condominium units in South Fort Myers where the organization runs a thrift shop.	\$564,500
Total	\$9,204,694

INVESTMENT TEST

Orion Bank made an excellent level of qualified investments, but donations were limited to \$179. The bank purchased investments, \$1.1 million were current period investments. The investments consisted of mortgage-backed securities with underlying mortgages relating to LMI individuals or geographies in the assessment area. The donation was provided to a nonprofit organization to purchase school supplies for two homeless children.

investments that targeted the Lee County Assessment Area, totaled \$3.3 million in investments. Of the \$3.3 million in investments and \$2.2 million were prior period investments. The donation was provided to a nonprofit organization to

SERVICE TEST

Performance under the service test for the Lee County lending focus of the bank, the proximity of branch community development services provided.

ty Assessment Area was good based on the business locations to area business districts, and the level of

Accessibility of Delivery Systems

Orion Bank has four branch offices located in Lee County Myers and one branch is located in the city of Cape portions of the bank's assessment area, particularly containing retail shops, restaurants, hotels, and small businesses. The distribution of the bank's branches was compared to the distribution of families and businesses by tract income level as of the 2000 census and is displayed in the following table:

ounty. Three branch offices are located in the city of Fort Coral. Delivery systems are accessible to essentially all businesses. The branches are located on major roads. The distribution of the bank's branches was compared to the distribution of families and businesses by tract income level as of the 2000 census and is

ORION BANK						
DISTRIBUTION OF BRANCHES AND ATMS - LEE COUNTY ASSESSMENT AREA					ASSESSMENT AREA	
TRACT INCOME LEVEL	NUMBER OF BRANCHES	PERCENTAGE OF BRANCHES	NUMBER OF ATMS	PERCENTAGE OF ATMS	PERCENTAGE OF TOTAL FAMILIES	PERCENTAGE OF BUSINESSES
Low-Income	0	0.0%	0	0.0%	1.6%	1.0%
Moderate-Income	1	25.0%	1	25.0%	14.4%	13.4%
Middle-Income	1	25.0%	1	25.0%	62.4%	61.6%
Upper-Income	2	50.0%	2	50.0%	21.6%	24.1%
<i>Total</i>	<i>4</i>	<i>100%</i>	<i>4</i>	<i>100%</i>	<i>100%</i>	<i>100%</i>

A review of assessment area maps indicates that the branch located in middle-income census tract 14.00 is within two miles of moderate-income tract 11.00.

branch located in middle-income census tract 14.00 is

Alternative Delivery Systems

Orion Bank offers alternative systems for delivering the following: ATMs, direct deposit, widely accepted banking with online bill payment features, delivery services, and online money management services.

g retail banking services to its customers, which includes ed debit card, 24/7 toll free telephone banking, Internet of electronic bank statements, online merchant account

Changes in Branch Locations

The bank's record of opening and closing branches has systems, particularly in low- and moderate-income geographies. Since the previous examination, one branch in a moderate-income census tract and one branch in an upper-

as not adversely affected the accessibility of delivery geographies or to low- and moderate-income individuals. erate-income census tract and one branch in an upper-

Reasonableness of Business Hours and Services in Meeting the Assessment Area Needs

Availability of banking services and hours of operations do not vary in a way that inconveniences portions of the assessment area, particularly low- and moderate-income geographies, or low- and moderate-income individuals. The bank offers extended Friday lobby hours in all four branches; however, Saturday drive-through teller hours are not available in the Lee County Assessment Area.

Community Development Services

The bank provides a limited level of community development services throughout its Lee County Assessment Area. Bank staff contributed approximately 61 hours of community development services to one community organization. Specifically, this entailed bank representative teaching first-time homebuyer classes on money management for the Lee County Department of Human Resources—Partners in Self Sufficiency program.

DESCRIPTION OF INSTITUTION'S OPERATIONS IN MONROE COUNTY, FLORIDA

Orion Bank's performance in the Monroe County Assessment Area was evaluated using full-scope examination procedures. The assessment area includes Monroe County, Florida, which is within a nonmetropolitan statistical area (Non-MSA). Key West (lower Keys), Marathon (middle Keys), and Islamorada (upper Keys) are the largest cities located in Monroe County. Orion Bank operates five branches and seven ATMs in the Monroe County Assessment Area, representing 22.7 percent of the bank's total branch network. The bank had \$198.9 million in deposits in the assessment area as of June 30, 2008, representing a deposit market share of 8.9 percent. This assessment area generated 27.3 percent of the bank's total HMDA loans and 18.1 percent of the small business loans by dollar volume. This assessment area was responsible for 41.5 percent of the bank's total HMDA loans and 17.8 percent of the small business loans by number of volume.

Demographic and Lending Data

The tables on pages 24 and 25 provide demographic and lending data that were used in analyzing the bank's CRA performance. Certain components of the data in the table are discussed in this evaluation as they apply to particular parts of the analysis.

Population Information

The 2000 census indicates that the population of the Monroe County Assessment Area was 79,589 persons, which represents 0.5 percent of the population of the state of Florida at 15,982,378 persons.

Income Characteristics

At the time of the 2000 census, there were 20,661 families in the assessment area. Of these families, 12.3 percent were low-income, 12.3 percent were moderate-income, 17.1 percent were middle-income, and 58.3 percent were upper-income. Of total families, 1,403 (6.8 percent) had incomes below the poverty level. According to HUD, the estimated median family income for nonmetropolitan areas of the state, which includes the assessment area, for 2006, 2007, and 2008, was \$44,100, \$42,400, and \$45,400, respectively.

Housing Characteristics

The 2000 census indicated that there were 51,617 housing units in the assessment area, 42.4 percent of which were owner-occupied. The median housing value in the assessment area was \$195,711, which is significantly greater than the median housing value for the state of Florida at \$93,200. Because of high housing values, financial institutions may have difficulty originating HMDA loans to low- and moderate-income persons. The median housing age in the assessment area was 24 years, which is greater than that of the state of Florida at 20 years.

Employment Statistics

The Monroe County Assessment Area is primarily dependent on accommodation and food services, government sectors, retail trade, and real estate and rental/leasing. According to Enterprise Florida, Inc., the largest employers in the county are the Monroe County Government and Health Management Associations (hospital). The following table shows the unemployment rates for Monroe County and the state of Florida for 2006, 2007, and July 2008.

UNEMPLOYMENT RATES (Not Seasonally Adjusted)			
	2006 (annual)	2007 (annual)	2008 (July)
Monroe County	2.6%	2.8%	4.7%
Florida	3.4%	4.0%	6.5%

Business Size Characteristics

The table on page 24 provides key demographic business data by revenue size and census tracts in the assessment area. Based on 2007 Dunn & Bradstreet data, 91.9 percent of the businesses had gross annual revenues of \$1 million or less in the assessment area. For the purposes of this report, businesses with \$1 million or less in gross annual revenues are considered to be small businesses.

Competition

Monroe County is a competitive banking market. While local banks appear to hold most of the deposit market share, there are larger regional and multi-regional banks in this market. According to the June 30, 2008 FDIC/OTS Summary of Deposits Report, 10 financial institutions operated 53 branch offices in Monroe County. Orion Bank operated 5 (9.4 percent) of the 54 branches with a deposit market share of 8.9 percent, and ranked 5th in the assessment area. First STB of the Florida Keys and TIB Bank were the top two banks with deposit market share of 24.3 percent and 23.3 percent, respectively.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS

The tables on the following pages and in Appendix B and C to this report provide information that was used in analyzing the bank's CRA performance for the assessment area. Certain components of the data in the table are discussed in the evaluation as they apply to particular parts of the analysis.

The following tables show demographic and lending data in the Monroe County Assessment Area for the entire review period.

AssessmentAreaDemographics

AssessmentArea:MonroeCounty

IncomeCategories	Tract Distribution		Familiesby TractIncome		Families<Poverty Levelas%of FamiliesbyTract		FamiliesbyFamily Income		
	#	%	#	%	#	%	#	%	
Low-income	0	0.0	0	0.0	0	0.0	2,548	12.3	
Moderate-income	0	0.0	0	0.0	0	0.0	2,533	12.3	
Middle-income	7	26.9	5,205	25.2	628	12.1	3,536	17.1	
Upper-income	18	69.2	15,456	74.8	775	5.0	12,044	58.3	
Unknown-income	1	3.8	0	0.0	0	0.0	0	0.0	
TotalAssessmentArea	26	100.0	20,661	100.0	1,403	6.8	20,661	100.0	
	HousingUnits byTract	HousingTypesbyTract							
		Owner-Occupied			Rental		Vacant		
		#	%	%	#	%	#	%	
Low-income	0	0	0.0	0.0	0	0.0	0	0.0	
Moderate-income	0	0	0.0	0.0	0	0.0	0	0.0	
Middle-income	11,977	4,435	20.3	37.0	5,207	43.5	2,335	19.5	
Upper-income	39,612	17,465	79.7	44.1	7,951	20.1	14,196	35.8	
Unknown-income	28	0	0.0	0.0	28	100.0	0	0.0	
TotalAssessmentArea	51,617	21,900	100.0	42.4	13,186	25.5	16,531	32.0	
	TotalBusinessesby Tract	BusinessesbyTract&RevenueSize							
		LessThanor=\$1 Million		Over\$1 Million		RevenueNot Reported			
		#	%	#	%	#	%	#	%
Low-income	0	0.0	0	0.0	0	0.0	0	0.0	
Moderate-income	0	0.0	0	0.0	0	0.0	0	0.0	
Middle-income	1,398	22.6	1,263	22.2	90	25.3	45	30.8	
Upper-income	4,790	77.4	4,423	77.8	266	74.7	101	69.2	
Unknown-income	0	0.0	0	0.0	0	0.0	0	0.0	
TotalAssessmentArea	6,188	100.0	5,686	100.0	356	100.0	146	100.0	
	PercentageofTotalBusinesses:			91.9		5.8		2.4	

Basedon2000CensusInformation.

LoanDistributionTable

AssessmentArea:MonroeCounty

IncomeCategories	HMDA							
	ByTractIncome				ByBorrowerIncome			
	#	%	\$(000s)	%	#	%	\$(000s)	%
	HomePurchase							
Low	0	0.0%	0	0.0%	0	0.0%	0	0.0%
Moderate	0	0.0%	0	0.0%	1	1.1%	77	0.2%
Middle	35	40.2%	16,654	33.4%	8	9.2%	1,425	2.9%
Upper	52	59.8%	33,264	66.6%	60	69.0%	35,537	71.2%
Unknown	0	0.0%	0	0.0%	18	20.7%	12,879	25.8%
Total	87	100.0%	49,918	100.0%	87	100.0%	49,918	100.0%
	Refinance							
Low	0	0.0%	0	0.0%	0	0.0%	0	0.0%
Moderate	0	0.0%	0	0.0%	0	0.0%	0	0.0%
Middle	13	33.3%	5,854	35.6%	5	12.8%	603	3.7%
Upper	26	66.7%	10,571	64.4%	31	79.5%	13,868	84.4%
Unknown	0	0.0%	0	0.0%	3	7.7%	1,954	11.9%
Total	39	100.0%	16,425	100.0%	39	100.0%	16,425	100.0%
	HomeImprovement							
Low	0	0.0%	0	0.0%	0	0.0%	0	0.0%
Moderate	0	0.0%	0	0.0%	1	25.0%	52	6.6%
Middle	2	50.0%	82	10.5%	0	0.0%	0	0.0%
Upper	2	50.0%	700	89.5%	3	75.0%	730	93.4%
Unknown	0	0.0%	0	0.0%	0	0.0%	0	0.0%
Total	4	100.0%	782	100.0%	4	100.0%	782	100.0%
	Multi-Family							
Low	0	0.0%	0	0.0%	0	0.0%	0	0.0%
Moderate	0	0.0%	0	0.0%	0	0.0%	0	0.0%
Middle	0	0.0%	0	0.0%	0	0.0%	0	0.0%
Upper	0	0.0%	0	0.0%	0	0.0%	0	0.0%
Unknown	0	0.0%	0	0.0%	0	0.0%	0	0.0%
Total	0	0.0%	0	0.0%	0	0.0%	0	0.0%
	HMDATotals							
Low	0	0.0%	0	0.0%	0	0.0%	0	0.0%
Moderate	0	0.0%	0	0.0%	2	1.5%	129	0.2%
Middle	50	38.5%	22,590	33.7%	13	10.0%	2,028	3.0%
Upper	80	61.5%	44,535	66.3%	94	72.3%	50,135	74.7%
Unknown	0	0.0%	0	0.0%	21	16.2%	14,833	22.1%
Total	130	100.0%	67,125	100.0%	130	100.0%	67,125	100.0%
	SMALLBUSINESS							
	#	%			\$(000s)			%
	ByTractIncome							
Low	0	0.0%			0			0.0%
Moderate	0	0.0%			0			0.0%
Middle	24	45.3%			4,216			32.2%
Upper	29	54.7%			8,859			67.8%
Unknown	0	0.0%			0			0.0%
Total	53	100.0%			13,075			100.0%
	ByRevenue							
\$1MillionorLess	32	60.4%			9,958			76.2%
Over\$1Million	12	22.6%			1,755			13.4%
NotKnown	9	17.0%			1,362			10.4%
Total	53	100.0%			13,075			100.0%
	ByLoanSize							
\$100,000orless	19	35.8%			1,158			8.9%
\$100,001-\$250,000	14	26.4%			2,464			18.8%
\$250,001-\$1Million	20	37.7%			9,453			72.3%
Total	53	100.0%			13,075			100.0%

OriginationandPurchases

LENDING TEST

Overview

Orion Bank's number and dollar volume of HMDA lending exceeded both the number and the dollar volume of small business lending in the Monroe County Assessment Area for the review period. Therefore, greater weight was given to HMDA lending than small business lending in this assessment area in determining the overall bank's lending strategy.

Lending Activity

The bank's lending levels during the review period reflect excellent responsiveness to assessment area credit needs. All middle-income tracts in the assessment area are distressed tracts. HMDA and small business lending in these tracts was much greater than demographics and peer performance. Lending to low- and moderate-income persons was very minimal; however, lending to small businesses was excellent when compared to peer performance.

Orion Bank originated 130 HMDA loans totaling \$67.1 million in Monroe County. Of the 130 HMDA loans, 87 (66.9 percent) were home purchase loans, 39 (30 percent) were home refinance loans, and 4 (3.1 percent) were home improvement loans. 2007 market share data reports indicate the bank ranked 10th out of 279 reporters with a market share of 2.7 percent, by number, in the originations of HMDA loans. The largest market share of HMDA loan originations by a single entity was Countrywide Home Loans at 7.8 percent.

Additionally, the bank originated 53 small business loans totaling \$13.1 million. 2007 market share data reports indicate the bank ranked 15th out of 66 reporters with a market share of .38 percent, by number, in the originations of small business loans. The largest market share of small business loans by a single reporting entity was American Express Bank, FSB at 19.8 percent.

Geographic Distribution

The geographic distribution of loans reflects excellent penetration throughout the assessment area. Monroe County contains no low- or moderate-income census tracts, 7 (26.9 percent) middle-income tracts, 18 (69.2 percent) upper-income tracts, and 1 tract that has no income designation. The seven middle-income tracts in Monroe County are designated as distressed. For this analysis, the geographic distribution of HMDA and small business lending was compared with the demographic information available. Performance context issues were also considered, as well as the performance of other banks.

HMDA lending in distressed middle-income tracts at 38.5 percent far exceeded the percentage of owner-occupied units located in these tracts at 20.3 percent. In upper-income tracts, HMDA lending at 61.5 percent was less than the percentage of owner-occupied units at 79.7 percent.

For 2007, the aggregate comparison loan distribution table for Monroe County in Appendix C indicates the bank's HMDA lending in distressed middle-income tracts at 42.3 percent significantly exceeded aggregate performance at 18.6 percent, but in upper-income tracts was less than aggregate performance (57.7 percent versus 81.4 percent). 2008 aggregate lending data is not available.

Small business lending in distressed middle-income tracts at 45.3 percent is significantly greater than the percentage of small businesses located in these tracts at 22.2 percent. In upper-income tracts, small business lending at 54.7 percent was less than the percentage of small businesses in these tracts at 77.8 percent.

For 2007, the aggregate comparison loan distribution table for Monroe County in Appendix C indicates the bank's small business lending in distressed middle-income tracts at 50 percent was greater than aggregate

performance at 24.6 percent, but less than aggregate lending data is not available.

performance in upper-income tracts. 2008 aggregate

Distribution by Borrower Profile

Orion Bank's lending performance reflects adequate penetration among customers of different income levels and businesses of different sizes. For this analysis, the distribution of HMDA lending across borrower income levels and small business lending across business revenue sizes was compared with available demographic information. Performance context issues were also considered, including the performance of other banks.

where income was not considered. Therefore, income information for these 21 loans was not reportable. Of the 109 borrowers where income was reported, there were no HMDA lending to low-income borrowers although low-income families comprise 12.3 percent of the assessment area. The bank's HMDA lending to moderate-income families at 1.8 percent was also less than the percentage of moderate-income families at 12.3 percent. Poor lending performance across the industry to low- and moderate-income people in Monroe County was due to the high housing costs and the lack of available land to develop in the Florida Keys. The 2007 HUD estimated median family income (MFI) used to classify borrowers in a Non-MSA area is \$42,400. Based on an MFI of \$42,400, low-income families are those families whose gross annual income is \$21,200 or less. Moderate-income families are families with gross annual income ranging from \$21,200 to \$33,920. As previously mentioned in this report, the median housing value in Monroe County is \$195,711. Based on these income levels and median housing values, it would be difficult for low- and moderate-income families to purchase homes in this area.

Of the 130 HMDA loans, 21 were to business entities where income was not considered. Therefore, income information for these 21 loans was not reportable. Of the 109 borrowers where income was reported, there was no HMDA lending to low-income borrowers although low-income families comprise 12.3 percent of the assessment area. The bank's HMDA lending to moderate-income families at 1.8 percent was also less than the percentage of moderate-income families at 12.3 percent. Poor lending performance across the industry to low- and moderate-income people in Monroe County was due to the high housing costs and the lack of available land to develop in the Florida Keys. The 2007 HUD estimated median family income (MFI) used to classify borrowers in a Non-MSA area is \$42,400. Based on an MFI of \$42,400, low-income families are those families whose gross annual income is \$21,200 or less. Moderate-income families are families with gross annual income ranging from \$21,200 to \$33,920. As previously mentioned in this report, the median housing value in Monroe County is \$195,711. Based on these income levels and median housing values, it would be difficult for low- and moderate-income families to purchase homes in this area.

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For 2007, the aggregate comparison loan distribution table for Monroe County in Appendix C indicates that the bank made no HMDA loans to low- or moderate-income borrowers; aggregate performance was also minimal at 0.2 percent to low-income borrowers and 0.3 percent to moderate-income borrowers. 2008 aggregate lending data is not available.

For 2007, the aggregate comparison loan distribution table for Monroe County in Appendix C indicates that the bank made no HMDA loans to low- or moderate-income borrowers; aggregate performance was also minimal at 0.2 percent to low-income borrowers and 0.3 percent to moderate-income borrowers. 2008 aggregate lending data is not available.

Of the 53 small business loans originated in the assessment area, 60.4 percent were originated to businesses with gross annual revenues of \$1 million or less, which is less than the percentage of small businesses in Monroe County at 91.9 percent. However, 35.8 percent of the small business loans were made in amounts of \$100,000 or less and 26.4 percent were made in amounts of \$100,001 to \$250,000, indicating a willingness to meet the credit needs of the assessment area.

Of the 53 small business loans originated in the assessment area, 60.4 percent were originated to businesses with gross annual revenues of \$1 million or less, which is less than the percentage of small businesses in Monroe County at 91.9 percent. However, 35.8 percent of the small business loans were made in amounts of \$100,000 or less and 26.4 percent were made in amounts of \$100,001 to \$250,000, indicating a willingness to meet the credit needs of the assessment area.

The aggregate comparison loan distribution table for Monroe County in Appendix C indicates that in 2007, the bank performed favorably in small business lending when compared to aggregate performance (57.7 percent versus 39.8 percent). 2008 aggregate lending data is not available.

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Community Development Lending

Orion Bank is a leader in making community development loans in the Monroe County Assessment Area. The bank made two community development loans to one entity totaling \$15.5 million.

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COMMUNITY DEVELOPMENT LOANS MONROE COUNTY ASSESSMENT AREA	
DESCRIPTION	AMOUNT
Two separate housing development loans to purchase land located in a distressed middle-income census tract and to build 89 affordable housing lots and 22 single family lots.	\$15,524,000
Total	\$15,524,000

INVESTMENT TEST

Orion Bank made an adequate level of qualified contributions and grants that targeted the Monroe County Assessment Area based on the opportunities available. Contributions and grants totaled \$134,940. The contributions consisted of \$123,040 to cover construction costs for a Habitat for Humanity of the Middle Keys house project under a community contribution tax credit program. Donations totaling \$11,900 were provided to community service organizations that benefit LMI persons and to organizations that provide affordable housing.

SERVICE TEST

Performance under the service test for the Monroe County Assessment Area is excellent based on the business lending focus of the bank, the proximity of branch locations to area business districts, and the level of community development services.

Accessibility of Delivery Systems

Orion Bank has five branch offices and two cash-dispensing ATMs in Monroe County. Two branches and two cash-dispensing ATMs are located in the city of Key West; two branches are located in the city of Marathon; and one branch is located in Islamorada. Delivery systems are readily accessible to essentially all portions of the bank's assessment area, particularly businesses.

The distribution of the bank's branches was compared to the distribution of families and businesses by tract income level as of the 2000 census and is displayed in the following table:

ORION BANK						
DISTRIBUTION OF BRANCHES AND ATMS - MONROE COUNTY				ASSESSMENT AREA		
TRACT INCOME LEVEL	NUMBER OF BRANCHES	PERCENTAGE OF BRANCHES	NUMBER OF ATMS	PERCENTAGE OF ATMS	PERCENTAGE OF TOTAL FAMILIES	PERCENTAGE OF BUSINESSES
Low-Income	0	0.0%	0	0.0%	0.0%	0.0%
Moderate-Income	0	0.0%	0	0.0%	0.0%	0.0%
Middle-Income	3	60.0%	3	42.9%	25.2%	22.6%
Upper-Income	2	40.0%	4	57.1%	74.8%	77.4%
<i>Total</i>	5	<i>100%</i>	7	<i>100%</i>	<i>100%</i>	<i>100%</i>

Three branches (60 percent) are located in distressed middle-income census tracts.

Alternative Delivery Systems

Alternative systems for delivering retail banking services to its customers include ATMs, direct deposit, widely accepted debit card, 24/7 toll free telephone banking, Internet banking with online bill payment features, delivery of electronic bank statements, online merchant account services, and online money management services.

Changes in Branch Locations

The bank's record of opening and closing branches has not adversely affected the accessibility of delivery systems, particularly to low- and moderate-income individuals. Since the previous examination, the bank has not opened or closed any branches.

Reasonableness of Business Hours and Services in Meeting the Assessment Area Needs

Availability of banking services and hours of operations do not vary in a way that inconveniences portions of the assessment area, particularly low- and moderate-income individuals. The bank offers extended Friday lobby hours in all five branches, as well as Saturday drive-through teller hours in two of the five branches.

Community Development Services

The bank provides an adequate level of community development services throughout the Monroe County Assessment Area. Bank staff contributed approximately 88 hours of community development services to the following two organizations:

- Habitat for Humanity of the Middle Keys is a nonprofit organization that builds affordable housing for LMI families. A bank officer provides financial expertise by serving on the board of directors and on the fundraising committee.
- Middle Keys Community Land Trust is an organization that provides affordable housing for LMI individuals. A bank representative serves on the board of directors, the finance committee, and on the strategic planning committee.

METROPOLITANAREASNOTREVIEWEDUSINGFULLSCOPEPROCEDURES

The following assessment areas were not reviewed using full-scope examination procedures; however, through the use of available facts and data, including performance and demographic information, conclusions regarding performance, which did not impact the overall rating, are provided. Please refer to the tables in Appendix B for information regarding these areas. The following table compares assessment areas not reviewed using full-scope examination procedures to the bank's overall performance.

Assessment Areas	Lending Test	Investment Test	Service Test
Sarasota and Manatee Counties	Below	Consistent	Consistent
Palm Beach County	Below	Consistent	Consistent

The institution's lending performance in Sarasota and Manatee Counties is below the lending performance for the institution. The institution's investment and service performance in these two assessment areas is consistent with the institution's investment and service performance overall.

APPENDIXA

SCOPEOFEXAMINATION			
TIMEPERIODREVIEWED			
July1,2006throughJune30,2008-HMDAandsmall		businesslending	
November1,2006throughJune30,2008-Community		developmentlending,investment,andserviceactivi ty	
FINANCIALINSTITUTION		PRODUCTSREVIEWED	
OrionBank,Naples,Florida		HMDALoans,SmallBusinessLoans	
AFFILIATE(S)	AFFILIATE RELATIONSHIP	PRODUCTSREVIEWED	
NotApplicable	NotApplicable	NotApplicable	
LISTOFASSESSMENTAREASANDTYPEOFEXAMINATION			
ASSESSMENTAREA	TYPE OFEXAMINATION	BRANCHES VISITED	OTHER INFORMATION
CollierCounty,Florida	Full-scope	GoodletteRoadNorth	None
LeeCounty,Florida	Full-scope	DowntownFortMyers	None
MonroeCounty,Florida	Full-scope		None
SarasotaCounty,Florida ManateeCounty,Florida	Limited-scope		None
PalmBeachCounty,Florida	Limited-scope		None

APPENDIX B—DEMOGRAPHIC AND HMDA/SMALL BUSINESS LENDING TABLES

Assessment Area Demographics
Assessment Area: Sarasota and Manatee Counties

Income Categories	Tract Distribution		Families by Tract Income		Families < Poverty Level as % of Families by Tract		Families by Family Income	
	#	%	#	%	#	%	#	%
Low-income	1	0.7	897	0.5	291	32.4	29,853	17.6
Moderate-income	31	21.7	37,541	22.2	4,826	12.9	33,150	19.6
Middle-income	77	53.8	89,610	52.9	3,830	4.3	39,877	23.6
Upper-income	34	23.8	41,200	24.3	1,130	2.7	66,368	39.2
Unknown-income	0	0.0	0	0.0	0	0.0	0	0.0
Total Assessment Area	143	100.0	169,248	100.0	10,077	6.0	169,248	100.0
	Housing Units by Tract	Housing Types by Tract						
		Owner-Occupied			Rental		Vacant	
		#	%	%	#	%	#	%
Low-income	1,621	601	0.3	37.1	853	52.6	167	10.3
Moderate-income	77,332	41,213	20.5	53.3	22,650	29.3	13,469	17.4
Middle-income	164,234	110,169	54.7	67.1	28,128	17.1	25,937	15.8
Upper-income	77,408	49,491	24.6	63.9	9,292	12.0	18,625	24.1
Unknown-income	0	0	0.0	0.0	0	0.0	0	0.0
Total Assessment Area	320,595	201,474	100.0	62.8	60,923	19.0	58,198	18.2
	Total Businesses by Tract	Businesses by Tract & Revenue Size						
		Less Than or = \$1 Million		Over \$1 Million		Revenue Not Reported		
		#	%	#	%	#	%	#
Low-income	154	0.5	139	0.5	15	0.6	0	0.0
Moderate-income	6,694	21.1	6,034	21.0	507	20.2	153	24.9
Middle-income	16,705	52.5	15,087	52.6	1,313	52.4	305	49.6
Upper-income	8,243	25.9	7,413	25.9	673	26.8	157	25.5
Unknown-income	0	0.0	0	0.0	0	0.0	0	0.0
Total Assessment Area	31,796	100.0	28,673	100.0	2,508	100.0	615	100.0
	Percentage of Total Businesses:			90.2		7.9		1.9

Based on 2000 Census Information.

APPENDIXB-DEMOGRAPHICANDHMDA/SMALLBUSINESSLE NDINGTABLES(Continued)

LoanDistributionTable

AssessmentArea:SarasotaandManateeCounties

IncomeCategories	HMDA							
	ByTractIncome				ByBorrowerIncome			
	#	%	\$(000s)	%	#	%	\$(000s)	%
	HomePurchase							
Low	0	0.0%	0	0.0%	0	0.0%	0	0.0%
Moderate	1	5.9%	1,600	11.2%	0	0.0%	0	0.0%
Middle	8	47.1%	4,009	27.9%	2	11.8%	206	1.4%
Upper	8	47.1%	8,738	60.9%	9	52.9%	10,546	73.5%
Unknown	0	0.0%	0	0.0%	6	35.3%	3,595	25.1%
Total	17	100.0%	14,347	100.0%	17	100.0%	14,347	100.0%
	Refinance							
Low	0	0.0%	0	0.0%	0	0.0%	0	0.0%
Moderate	0	0.0%	0	0.0%	0	0.0%	0	0.0%
Middle	0	0.0%	0	0.0%	0	0.0%	0	0.0%
Upper	0	0.0%	0	0.0%	0	0.0%	0	0.0%
Unknown	0	0.0%	0	0.0%	0	0.0%	0	0.0%
Total	0	0.0%	0	0.0%	0	0.0%	0	0.0%
	HomeImprovement							
Low	0	0.0%	0	0.0%	0	0.0%	0	0.0%
Moderate	0	0.0%	0	0.0%	0	0.0%	0	0.0%
Middle	0	0.0%	0	0.0%	0	0.0%	0	0.0%
Upper	0	0.0%	0	0.0%	0	0.0%	0	0.0%
Unknown	0	0.0%	0	0.0%	0	0.0%	0	0.0%
Total	0	0.0%	0	0.0%	0	0.0%	0	0.0%
	Multi-Family							
Low	0	0.0%	0	0.0%	0	0.0%	0	0.0%
Moderate	0	0.0%	0	0.0%	0	0.0%	0	0.0%
Middle	0	0.0%	0	0.0%	0	0.0%	0	0.0%
Upper	0	0.0%	0	0.0%	0	0.0%	0	0.0%
Unknown	0	0.0%	0	0.0%	0	0.0%	0	0.0%
Total	0	0.0%	0	0.0%	0	0.0%	0	0.0%
	HMDATotals							
Low	0	0.0%	0	0.0%	0	0.0%	0	0.0%
Moderate	1	5.9%	1,600	11.2%	0	0.0%	0	0.0%
Middle	8	47.1%	4,009	27.9%	2	11.8%	206	1.4%
Upper	8	47.1%	8,738	60.9%	9	52.9%	10,546	73.5%
Unknown	0	0.0%	0	0.0%	6	35.3%	3,595	25.1%
Total	17	100.0%	14,347	100.0%	17	100.0%	14,347	100.0%
	SMALLBUSINESS							
	#	%	\$(000s)					%
	ByTractIncome							
Low	0	0.0%	0					0.0%
Moderate	2	8.0%	918					13.1%
Middle	16	64.0%	4,799					68.6%
Upper	7	28.0%	1,282					18.3%
Unknown	0	0.0%	0					0.0%
Total	25	100.0%	6,999					100.0%
	ByRevenue							
\$1MillionorLess	12	48.0%	3,510					50.2%
Over\$1Million	7	28.0%	1,636					23.4%
NotKnown	6	24.0%	1,853					26.5%
Total	25	100.0%	6,999					100.0%
	ByLoanSize							
\$100,000orless	5	20.0%	320					4.6%
\$100,001-\$250,000	11	44.0%	2,299					32.8%
\$250,001-\$1Million	9	36.0%	4,380					62.6%
Total	25	100.0%	6,999					100.0%

OriginationsandPurchases

APPENDIX B—DEMOGRAPHIC AND HMDA/SMALL BUSINESS LENDING TABLES (Continued)

Assessment Area Demographics

Assessment Area: Palm Beach County

Income Categories	Tract Distribution		Families by Tract Income		Families < Poverty Level as % of Families by Tract		Families by Family Income	
	#	%	#	%	#	%	#	%
Low-income	15	5.7	10,656	3.5	3,615	33.9	60,890	19.9
Moderate-income	70	26.4	80,189	26.2	9,991	12.5	56,890	18.6
Middle-income	89	33.6	105,989	34.6	4,713	4.4	63,037	20.6
Upper-income	89	33.6	109,168	35.7	2,726	2.5	125,185	40.9
Unknown-income	2	0.8	0	0.0	0	0.0	0	0.0
Total Assessment Area	265	100.0	306,002	100.0	21,045	6.9	306,002	100.0
	Housing Units by Tract	Housing Types by Tract						
		Owner-Occupied			Rental		Vacant	
		#	%	%	#	%	#	%
Low-income	18,418	5,400	1.5	29.3	10,677	58.0	2,341	12.7
Moderate-income	156,639	87,199	24.6	55.7	47,038	30.0	22,402	14.3
Middle-income	191,411	128,672	36.3	67.2	39,964	20.9	22,775	11.9
Upper-income	189,960	132,753	37.5	69.9	22,472	11.8	34,735	18.3
Unknown-income	0	0	0.0	0.0	0	0.0	0	0.0
Total Assessment Area	556,428	354,024	100.0	63.6	120,151	21.6	82,253	14.8
	Total Businesses by Tract	Businesses by Tract & Revenue Size						
		Less Than or = \$1 Million			Over \$1 Million		Revenue Not Reported	
		#	%	#	%	#	%	#
Low-income	2,848	4.1	2,434	3.9	328	5.9	86	5.5
Moderate-income	16,356	23.7	14,501	23.5	1,431	25.8	424	27.3
Middle-income	23,333	33.9	21,197	34.3	1,616	29.1	520	33.5
Upper-income	26,235	38.1	23,574	38.2	2,141	38.6	520	33.5
Unknown-income	99	0.1	67	0.1	30	0.5	2	0.1
Total Assessment Area	68,871	100.0	61,773	100.0	5,546	100.0	1,552	100.0
	Percentage of Total Businesses:			89.7		8.1		2.3

Based on 2000 Census Information.

APPENDIXB–DEMOGRAPHICAMDHMDA/SMALLBUSINESSLENDINGTABLES
(Continued)

LoanDistributionTable
AssessmentArea:PalmBeachCounty

IncomeCategories	HMDA							
	ByTractIncome				ByBorrowerIncome			
	#	%	\$(000s)	%	#	%	\$(000s)	%
HomePurchase								
Low	0	0.0%	0	0.0%	0	0.0%	0	0.0%
Moderate	1	11.1%	315	2.7%	0	0.0%	0	0.0%
Middle	1	11.1%	835	7.1%	0	0.0%	0	0.0%
Upper	7	77.8%	10,640	90.2%	5	55.6%	4,010	34.0%
Unknown	0	0.0%	0	0.0%	4	44.4%	7,780	66.0%
Total	9	100.0%	11,790	100.0%	9	100.0%	11,790	100.0%
Refinance								
Low	0	0.0%	0	0.0%	0	0.0%	0	0.0%
Moderate	0	0.0%	0	0.0%	0	0.0%	0	0.0%
Middle	0	0.0%	0	0.0%	0	0.0%	0	0.0%
Upper	5	100.0%	15,200	100.0%	1	20.0%	1,000	6.6%
Unknown	0	0.0%	0	0.0%	4	80.0%	14,200	93.4%
Total	5	100.0%	15,200	100.0%	5	100.0%	15,200	100.0%
HomeImprovement								
Low	0	0.0%	0	0.0%	0	0.0%	0	0.0%
Moderate	0	0.0%	0	0.0%	0	0.0%	0	0.0%
Middle	0	0.0%	0	0.0%	0	0.0%	0	0.0%
Upper	0	0.0%	0	0.0%	0	0.0%	0	0.0%
Unknown	0	0.0%	0	0.0%	0	0.0%	0	0.0%
Total	0	0.0%	0	0.0%	0	0.0%	0	0.0%
Multi-Family								
Low	0	0.0%	0	0.0%	0	0.0%	0	0.0%
Moderate	0	0.0%	0	0.0%	0	0.0%	0	0.0%
Middle	1	100.0%	2,760	100.0%	0	0.0%	0	0.0%
Upper	0	0.0%	0	0.0%	0	0.0%	0	0.0%
Unknown	0	0.0%	0	0.0%	1	100.0%	2,760	100.0%
Total	1	100.0%	2,760	100.0%	1	100.0%	2,760	100.0%
HMDATotals								
Low	0	0.0%	0	0.0%	0	0.0%	0	0.0%
Moderate	1	6.7%	315	1.1%	0	0.0%	0	0.0%
Middle	2	13.3%	3,595	12.1%	0	0.0%	0	0.0%
Upper	12	80.0%	25,840	86.9%	6	40.0%	5,010	16.8%
Unknown	0	0.0%	0	0.0%	9	60.0%	24,740	83.2%
Total	15	100.0%	29,750	100.0%	15	100.0%	29,750	100.0%
SMALLBUSINESS								
	#	%			\$(000s)		%	
ByTractIncome								
Low	1	4.5%			750		6.9%	
Moderate	6	27.3%			2,285		21.1%	
Middle	8	36.4%			4,964		45.9%	
Upper	7	31.8%			2,821		26.1%	
Unknown	0	0.0%			0		0.0%	
Total	22	100.0%			10,820		100.0%	
ByRevenue								
\$1MillionorLess	6	27.3%			2,454		22.7%	
Over\$1Million	15	68.2%			7,866		72.7%	
NotKnown	1	4.5%			500		4.6%	
Total	22	100.0%			10,820		100.0%	
ByLoanSize								
\$100,000orless	5	22.7%			235		2.2%	
\$100,001-\$250,000	2	9.1%			500		4.6%	
\$250,001-\$1Million	15	68.2%			10,085		93.2%	
Total	22	100.0%			10,820		100.0%	

OriginationsandPurchases

APPENDIXC-AGGREGATELENDINGTABLES

2007AggregateComparisonLoanDistributionTable

AssessmentArea:CollierCounty

IncomeCategories	HMDA									
	ByTractIncome					ByBorrowerIncome				
	#	Bank %	%\$(000s)	Aggregate %	%\$(000s)	#	Bank %	%\$(000s)	Aggregate %	%\$(000s)
HomePurchase										
Low	0	0.0%	0.0%	2.2%	1.2%	0	0.0%	0.0%	0.8%	0.4%
Moderate	5	21.7%	4.9%	14.2%	11.1%	2	8.7%	1.1%	4.2%	1.9%
Middle	11	47.8%	43.8%	53.1%	46.0%	0	0.0%	0.0%	9.2%	5.2%
Upper	7	30.4%	51.3%	30.5%	41.8%	16	69.6%	60.6%	66.2%	73.9%
Unknown	0	0.0%	0.0%	0.0%	0.0%	5	21.7%	38.3%	19.6%	18.7%
Total	23	100.0%	100.0%	100.0%	100.0%	23	100.0%	100.0%	100.0%	100.0%
Refinance										
Low	0	0.0%	0.0%	1.2%	0.6%	0	0.0%	0.0%	1.8%	0.7%
Moderate	0	0.0%	0.0%	14.7%	10.6%	0	0.0%	0.0%	9.5%	4.9%
Middle	2	33.3%	54.7%	53.2%	45.9%	0	0.0%	0.0%	17.7%	11.6%
Upper	4	66.7%	45.3%	31.0%	42.9%	4	66.7%	75.5%	53.5%	63.7%
Unknown	0	0.0%	0.0%	0.0%	0.0%	2	33.3%	24.5%	17.4%	19.1%
Total	6	100.0%	100.0%	100.0%	100.0%	6	100.0%	100.0%	100.0%	100.0%
HomeImprovement										
Low	0	0.0%	0.0%	2.9%	0.5%	0	0.0%	0.0%	3.0%	0.8%
Moderate	0	0.0%	0.0%	19.5%	13.6%	0	0.0%	0.0%	14.6%	7.3%
Middle	1	100.0%	100.0%	55.2%	49.4%	0	0.0%	0.0%	26.8%	18.4%
Upper	0	0.0%	0.0%	22.4%	36.6%	1	100.0%	100.0%	47.0%	63.0%
Unknown	0	0.0%	0.0%	0.0%	0.0%	0	0.0%	0.0%	8.5%	10.5%
Total	1	100.0%	100.0%	100.0%	100.0%	1	100.0%	100.0%	100.0%	100.0%
Multi-Family										
Low	0	0.0%	0.0%	23.5%	38.8%	0	0.0%	0.0%	0.0%	0.0%
Moderate	0	0.0%	0.0%	23.5%	3.1%	0	0.0%	0.0%	0.0%	0.0%
Middle	0	0.0%	0.0%	29.4%	48.9%	0	0.0%	0.0%	0.0%	0.0%
Upper	0	0.0%	0.0%	23.5%	9.2%	0	0.0%	0.0%	0.0%	0.0%
Unknown	0	0.0%	0.0%	0.0%	0.0%	0	0.0%	0.0%	100.0%	100.0%
Total	0	0.0%	0.0%	100.0%	100.0%	0	0.0%	0.0%	100.0%	100.0%
HMDATotals										
Low	0	0.0%	0.0%	1.7%	1.2%	0	0.0%	0.0%	1.4%	0.5%
Moderate	5	16.7%	4.1%	14.6%	10.8%	2	6.7%	0.9%	7.2%	3.4%
Middle	14	46.7%	45.8%	53.2%	46.0%	0	0.0%	0.0%	14.1%	8.5%
Upper	11	36.7%	50.1%	30.5%	42.0%	21	70.0%	63.1%	59.0%	68.2%
Unknown	0	0.0%	0.0%	0.0%	0.0%	7	23.3%	36.0%	18.2%	19.3%
Total	30	100.0%	100.0%	100.0%	100.0%	30	100.0%	100.0%	100.0%	100.0%
SMALLBUSINESS										
ByTractIncome										
	#	Bank %	%\$(000s)	Aggregate %	%\$(000s)					
Low	2	3.2%	8.5%	1.2%	2.6%					
Moderate	10	15.9%	16.9%	9.1%	6.5%					
Middle	22	34.9%	33.1%	45.7%	39.3%					
Upper	29	46.0%	41.5%	42.9%	51.0%					
Unknown	0	0.0%	0.0%	0.0%	0.0%					
TractUnknown	0	0.0%	0.0%	1.1%	0.6%					
Total	63	100.0%	100.0%	100.0%	100.0%					
ByRevenue										
\$1MillionorLess	24	38.1%	39.8%	34.6%	37.3%					
ByLoanSize										
\$100,000orless	31	49.2%	12.8%	96.6%	43.4%					
\$100,001-\$250,000	20	31.7%	34.9%	1.5%	11.7%					
\$250,001-\$1Million	12	19.0%	52.3%	1.9%	44.9%					
Total	63	100.0%	100.0%	100.0%	100.0%					

OriginationsandPurchases

APPENDIXC-AGGREGATELENDINGTABLES(Continued)

2007AggregateComparisonLoanDistributionTable

AssessmentArea:LeeCounty

IncomeCategories	HMDA									
	ByTractIncome					ByBorrowerIncome				
	#	Bank %	%\$(000s)	Aggregate %	%\$(000s)	#	Bank %	%\$(000s)	Aggregate %	%\$(000s)
HomePurchase										
Low	0	0.0%	0.0%	0.6%	0.3%	0	0.0%	0.0%	1.2%	0.6%
Moderate	10	14.3%	9.5%	10.0%	7.8%	0	0.0%	0.0%	5.9%	3.4%
Middle	40	57.1%	31.0%	64.6%	55.9%	0	0.0%	0.0%	14.0%	9.6%
Upper	20	28.6%	59.4%	24.9%	36.0%	18	25.7%	42.3%	59.1%	66.7%
Unknown	0	0.0%	0.0%	0.0%	0.0%	52	74.3%	57.7%	19.7%	19.6%
Total	70	100.0%	100.0%	100.0%	100.0%	70	100.0%	100.0%	100.0%	100.0%
Refinance										
Low	0	0.0%	0.0%	0.7%	0.3%	0	0.0%	0.0%	2.2%	0.9%
Moderate	0	0.0%	0.0%	8.5%	5.8%	0	0.0%	0.0%	8.8%	5.1%
Middle	0	0.0%	0.0%	70.1%	64.0%	0	0.0%	0.0%	16.9%	12.4%
Upper	2	100.0%	100.0%	20.7%	29.9%	1	50.0%	40.7%	51.4%	59.1%
Unknown	0	0.0%	0.0%	0.0%	0.0%	1	50.0%	59.3%	20.8%	22.5%
Total	2	100.0%	100.0%	100.0%	100.0%	2	100.0%	100.0%	100.0%	100.0%
HomeImprovement										
Low	0	0.0%	0.0%	1.0%	0.7%	0	0.0%	0.0%	4.1%	2.1%
Moderate	0	0.0%	0.0%	10.8%	7.5%	0	0.0%	0.0%	11.8%	8.2%
Middle	0	0.0%	0.0%	70.9%	64.5%	0	0.0%	0.0%	21.2%	15.1%
Upper	0	0.0%	0.0%	17.3%	27.3%	0	0.0%	0.0%	57.7%	68.2%
Unknown	0	0.0%	0.0%	0.0%	0.0%	0	0.0%	0.0%	5.2%	6.5%
Total	0	0.0%	0.0%	100.0%	100.0%	0	0.0%	0.0%	100.0%	100.0%
Multi-Family										
Low	0	0.0%	0.0%	0.0%	0.0%	0	0.0%	0.0%	0.0%	0.0%
Moderate	0	0.0%	0.0%	30.0%	56.7%	0	0.0%	0.0%	0.0%	0.0%
Middle	0	0.0%	0.0%	55.0%	25.6%	0	0.0%	0.0%	0.0%	0.0%
Upper	0	0.0%	0.0%	15.0%	17.8%	0	0.0%	0.0%	0.0%	0.0%
Unknown	0	0.0%	0.0%	0.0%	0.0%	0	0.0%	0.0%	100.0%	100.0%
Total	0	0.0%	0.0%	100.0%	100.0%	0	0.0%	0.0%	100.0%	100.0%
HMDATotals										
Low	0	0.0%	0.0%	0.6%	0.3%	0	0.0%	0.0%	1.8%	0.8%
Moderate	10	13.9%	9.0%	9.3%	7.7%	0	0.0%	0.0%	7.5%	4.2%
Middle	40	55.6%	29.5%	67.4%	59.3%	0	0.0%	0.0%	15.6%	10.8%
Upper	22	30.6%	61.5%	22.7%	32.8%	19	26.4%	42.2%	55.3%	62.3%
Unknown	0	0.0%	0.0%	0.0%	0.0%	53	73.6%	57.8%	19.8%	22.0%
Total	72	100.0%	100.0%	100.0%	100.0%	72	100.0%	100.0%	100.0%	100.0%
SMALLBUSINESS										
ByTractIncome										
	#	Bank %	%\$(000s)	Aggregate %	%\$(000s)					
Low	0	0.0%	0.0%	0.6%	1.4%					
Moderate	4	10.5%	15.8%	10.7%	13.7%					
Middle	24	63.2%	54.5%	60.0%	54.6%					
Upper	10	26.3%	29.6%	27.1%	29.3%					
Unknown	0	0.0%	0.0%	0.0%	0.0%					
TractUnknown	0	0.0%	0.0%	1.6%	1.0%					
Total	38	100.0%	100.0%	100.0%	100.0%					
ByRevenue										
\$1MillionorLess	15	39.5%	47.6%	39.0%	39.3%					
ByLoanSize										
\$100,000orless	16	42.1%	7.8%	97.1%	46.8%					
\$100,001-\$250,000	10	26.3%	18.5%	1.3%	10.6%					
\$250,001-\$1Million	12	31.6%	73.7%	1.7%	42.7%					
Total	38	100.0%	100.0%	100.0%	100.0%					

OriginationsandPurchases

APPENDIXC-AGGREGATELENDINGTABLES(Continued)

2007AggregateComparisonLoanDistributionTable

AssessmentArea:MonroeCounty

IncomeCategories	HMDA									
	ByTractIncome					ByBorrowerIncome				
	#	Bank %	%\$(000s)	Aggregate %	%\$(000s)	#	Bank %	%\$(000s)	Aggregate %	%\$(000s)
HomePurchase										
Low	0	0.0%	0.0%	0.0%	0.0%	0	0.0%	0.0%	0.0%	0.0%
Moderate	0	0.0%	0.0%	0.0%	0.0%	0	0.0%	0.0%	0.1%	0.0%
Middle	28	48.3%	36.7%	18.9%	18.9%	5	8.6%	2.8%	1.2%	0.6%
Upper	30	51.7%	63.3%	81.1%	81.1%	42	72.4%	73.4%	80.2%	80.8%
Unknown	0	0.0%	0.0%	0.0%	0.0%	11	19.0%	23.9%	18.6%	18.6%
Total	58	100.0%	100.0%	100.0%	100.0%	58	100.0%	100.0%	100.0%	100.0%
Refinance										
Low	0	0.0%	0.0%	0.0%	0.0%	0	0.0%	0.0%	0.3%	0.1%
Moderate	0	0.0%	0.0%	0.0%	0.0%	0	0.0%	0.0%	0.5%	0.2%
Middle	5	25.0%	14.6%	18.1%	18.9%	3	15.0%	4.2%	3.4%	1.5%
Upper	15	75.0%	85.4%	81.9%	81.1%	17	85.0%	95.8%	75.6%	77.0%
Unknown	0	0.0%	0.0%	0.0%	0.0%	0	0.0%	0.0%	20.2%	21.2%
Total	20	100.0%	100.0%	100.0%	100.0%	20	100.0%	100.0%	100.0%	100.0%
HomeImprovement										
Low	0	0.0%	0.0%	0.0%	0.0%	0	0.0%	0.0%	0.0%	0.0%
Moderate	0	0.0%	0.0%	0.0%	0.0%	0	0.0%	0.0%	0.6%	0.1%
Middle	0	0.0%	0.0%	18.1%	22.6%	0	0.0%	0.0%	6.4%	1.8%
Upper	0	0.0%	0.0%	81.9%	77.4%	0	0.0%	0.0%	81.3%	81.9%
Unknown	0	0.0%	0.0%	0.0%	0.0%	0	0.0%	0.0%	11.7%	16.1%
Total	0	0.0%	0.0%	100.0%	100.0%	0	0.0%	0.0%	100.0%	100.0%
Multi-Family										
Low	0	0.0%	0.0%	0.0%	0.0%	0	0.0%	0.0%	0.0%	0.0%
Moderate	0	0.0%	0.0%	0.0%	0.0%	0	0.0%	0.0%	0.0%	0.0%
Middle	0	0.0%	0.0%	72.7%	82.3%	0	0.0%	0.0%	0.0%	0.0%
Upper	0	0.0%	0.0%	27.3%	17.7%	0	0.0%	0.0%	0.0%	0.0%
Unknown	0	0.0%	0.0%	0.0%	0.0%	0	0.0%	0.0%	100.0%	100.0%
Total	0	0.0%	0.0%	100.0%	100.0%	0	0.0%	0.0%	100.0%	100.0%
HMDATotals										
Low	0	0.0%	0.0%	0.0%	0.0%	0	0.0%	0.0%	0.2%	0.0%
Moderate	0	0.0%	0.0%	0.0%	0.0%	0	0.0%	0.0%	0.3%	0.1%
Middle	33	42.3%	32.7%	18.6%	19.3%	8	10.3%	3.0%	2.7%	1.1%
Upper	45	57.7%	67.3%	81.4%	80.7%	59	75.6%	77.5%	77.4%	78.3%
Unknown	0	0.0%	0.0%	0.0%	0.0%	11	14.1%	19.5%	19.5%	20.4%
Total	78	100.0%	100.0%	100.0%	100.0%	78	100.0%	100.0%	100.0%	100.0%
SMALLBUSINESS										
ByTractIncome										
	#	Bank %	%\$(000s)	Aggregate %	%\$(000s)					
Low	0	0.0%	0.0%	0.0%	0.0%					
Moderate	0	0.0%	0.0%	0.0%	0.0%					
Middle	13	50.0%	39.9%	24.6%	29.8%					
Upper	13	50.0%	60.1%	70.8%	68.3%					
Unknown	0	0.0%	0.0%	0.0%	0.0%					
TractUnknown	0	0.0%	0.0%	4.6%	1.9%					
Total	26	100.0%	100.0%	100.0%	100.0%					
ByRevenue										
\$1MillionorLess	15	57.7%	70.6%	39.8%	56.0%					
ByLoanSize										
\$100,000orless	8	30.8%	7.6%	96.9%	43.3%					
\$100,001-\$250,000	7	26.9%	18.0%	1.5%	13.7%					
\$250,001-\$1Million	11	42.3%	74.5%	1.6%	43.1%					
Total	26	100.0%	100.0%	100.0%	100.0%					

OriginationsandPurchases

APPENDIXC-AGGREGATELENDINGTABLES(Continued)

2007AggregateComparisonLoanDistributionTable

AssessmentArea:SarasotaandManateeCounties

IncomeCategories	HMDA									
	ByTractIncome					ByBorrowerIncome				
	#	Bank %	%\$(000s)	Aggregate %	%\$(000s)	#	Bank %	%\$(000s)	Aggregate %	%\$(000s)
HomePurchase										
Low	0	0.0%	0.0%	0.3%	0.1%	0	0.0%	0.0%	1.9%	0.7%
Moderate	1	14.3%	26.2%	15.1%	10.7%	0	0.0%	0.0%	8.8%	4.7%
Middle	4	57.1%	29.0%	53.8%	47.1%	0	0.0%	0.0%	17.2%	11.3%
Upper	2	28.6%	44.8%	30.8%	42.1%	5	71.4%	83.3%	54.6%	66.4%
Unknown	0	0.0%	0.0%	0.0%	0.0%	2	28.6%	16.7%	17.4%	16.8%
Total	7	100.0%	100.0%	100.0%	100.0%	7	100.0%	100.0%	100.0%	100.0%
Refinance										
Low	0	0.0%	0.0%	0.4%	0.2%	0	0.0%	0.0%	3.2%	1.3%
Moderate	0	0.0%	0.0%	18.5%	12.1%	0	0.0%	0.0%	12.6%	6.9%
Middle	0	0.0%	0.0%	55.1%	48.4%	0	0.0%	0.0%	19.7%	13.6%
Upper	0	0.0%	0.0%	26.0%	39.2%	0	0.0%	0.0%	47.9%	60.7%
Unknown	0	0.0%	0.0%	0.0%	0.0%	0	0.0%	0.0%	16.6%	17.5%
Total	0	0.0%	0.0%	100.0%	100.0%	0	0.0%	0.0%	100.0%	100.0%
HomeImprovement										
Low	0	0.0%	0.0%	0.8%	0.5%	0	0.0%	0.0%	4.7%	2.0%
Moderate	0	0.0%	0.0%	21.3%	14.4%	0	0.0%	0.0%	16.9%	10.1%
Middle	0	0.0%	0.0%	59.5%	52.0%	0	0.0%	0.0%	24.5%	17.6%
Upper	0	0.0%	0.0%	18.4%	33.1%	0	0.0%	0.0%	49.5%	62.6%
Unknown	0	0.0%	0.0%	0.0%	0.0%	0	0.0%	0.0%	4.4%	7.7%
Total	0	0.0%	0.0%	100.0%	100.0%	0	0.0%	0.0%	100.0%	100.0%
Multi-Family										
Low	0	0.0%	0.0%	4.8%	0.5%	0	0.0%	0.0%	0.0%	0.0%
Moderate	0	0.0%	0.0%	52.4%	54.9%	0	0.0%	0.0%	0.0%	0.0%
Middle	0	0.0%	0.0%	38.1%	37.2%	0	0.0%	0.0%	0.0%	0.0%
Upper	0	0.0%	0.0%	4.8%	7.4%	0	0.0%	0.0%	0.0%	0.0%
Unknown	0	0.0%	0.0%	0.0%	0.0%	0	0.0%	0.0%	100.0%	100.0%
Total	0	0.0%	0.0%	100.0%	100.0%	0	0.0%	0.0%	100.0%	100.0%
HMDATotals										
Low	0	0.0%	0.0%	0.4%	0.2%	0	0.0%	0.0%	2.7%	1.1%
Moderate	1	14.3%	26.2%	17.1%	11.9%	0	0.0%	0.0%	11.0%	5.9%
Middle	4	57.1%	29.0%	54.7%	47.8%	0	0.0%	0.0%	18.7%	12.5%
Upper	2	28.6%	44.8%	27.8%	40.1%	5	71.4%	83.3%	51.0%	62.9%
Unknown	0	0.0%	0.0%	0.0%	0.0%	2	28.6%	16.7%	16.5%	17.7%
Total	7	100.0%	100.0%	100.0%	100.0%	7	100.0%	100.0%	100.0%	100.0%
SMALLBUSINESS										
ByTractIncome										
	#	Bank %	%\$(000s)	Aggregate %	%\$(000s)					
Low	0	0.0%	0.0%	0.3%	0.5%					
Moderate	2	13.3%	24.1%	16.0%	16.1%					
Middle	8	53.3%	56.1%	50.8%	49.4%					
Upper	5	33.3%	19.8%	31.4%	32.8%					
Unknown	0	0.0%	0.0%	0.0%	0.0%					
TractUnknown	0	0.0%	0.0%	1.5%	1.1%					
Total	15	100.0%	100.0%	100.0%	100.0%					
ByRevenue										
\$1MillionorLess	8	53.3%	59.9%	39.8%	39.7%					
ByLoanSize										
\$100,000orless	5	33.3%	8.4%	97.2%	49.0%					
\$100,001-\$250,000	6	40.0%	30.7%	1.3%	11.4%					
\$250,001-\$1Million	4	26.7%	60.9%	1.5%	39.6%					
Total	15	100.0%	100.0%	100.0%	100.0%					

OriginationsandPurchases

APPENDIXC-AGGREGATELENDINGTABLES(Continued)

2007AggregateComparisonLoanDistributionTable

AssessmentArea:PalmBeachCounty

IncomeCategories	HMDA									
	ByTractIncome					ByBorrowerIncome				
	#	%	%\$(000s)	%	%\$(000s)	#	%	%\$(000s)	%	%\$(000s)
	HomePurchase									
Low	0	0.0%	0.0%	2.6%	1.8%	0	0.0%	0.0%	1.4%	0.5%
Moderate	0	0.0%	0.0%	24.1%	16.4%	0	0.0%	0.0%	7.8%	3.9%
Middle	1	25.0%	17.0%	35.1%	28.7%	0	0.0%	0.0%	15.8%	9.9%
Upper	3	75.0%	83.0%	38.2%	53.1%	2	50.0%	43.0%	57.0%	68.6%
Unknown	0	0.0%	0.0%	0.0%	0.0%	2	50.0%	57.0%	18.1%	17.1%
Total	4	100.0%	100.0%	100.0%	100.0%	4	100.0%	100.0%	100.0%	100.0%
	Refinance									
Low	0	0.0%	0.0%	2.4%	1.6%	0	0.0%	0.0%	3.4%	1.6%
Moderate	0	0.0%	0.0%	25.8%	18.1%	0	0.0%	0.0%	12.1%	6.8%
Middle	0	0.0%	0.0%	35.5%	31.1%	0	0.0%	0.0%	19.5%	13.9%
Upper	4	100.0%	100.0%	36.3%	49.1%	1	25.0%	9.6%	48.4%	60.0%
Unknown	0	0.0%	0.0%	0.0%	0.0%	3	75.0%	90.4%	16.5%	17.7%
Total	4	100.0%	100.0%	100.0%	100.0%	4	100.0%	100.0%	100.0%	100.0%
	HomeImprovement									
Low	0	0.0%	0.0%	2.6%	1.8%	0	0.0%	0.0%	5.0%	2.2%
Moderate	0	0.0%	0.0%	26.0%	18.9%	0	0.0%	0.0%	13.7%	8.5%
Middle	0	0.0%	0.0%	36.0%	31.0%	0	0.0%	0.0%	23.4%	16.5%
Upper	0	0.0%	0.0%	35.4%	48.3%	0	0.0%	0.0%	53.2%	65.6%
Unknown	0	0.0%	0.0%	0.0%	0.0%	0	0.0%	0.0%	4.6%	7.2%
Total	0	0.0%	0.0%	100.0%	100.0%	0	0.0%	0.0%	100.0%	100.0%
	Multi-Family									
Low	0	0.0%	0.0%	13.6%	7.8%	0	0.0%	0.0%	0.0%	0.0%
Moderate	0	0.0%	0.0%	44.5%	24.8%	0	0.0%	0.0%	0.0%	0.0%
Middle	1	100.0%	100.0%	28.2%	20.8%	0	0.0%	0.0%	0.0%	0.0%
Upper	0	0.0%	0.0%	13.6%	46.6%	0	0.0%	0.0%	0.0%	0.0%
Unknown	0	0.0%	0.0%	0.0%	0.0%	1	100.0%	100.0%	100.0%	100.0%
Total	1	100.0%	100.0%	100.0%	100.0%	1	100.0%	100.0%	100.0%	100.0%
	HMDATotals									
Low	0	0.0%	0.0%	2.5%	1.8%	0	0.0%	0.0%	2.6%	1.1%
Moderate	0	0.0%	0.0%	25.1%	17.5%	0	0.0%	0.0%	10.3%	5.4%
Middle	2	22.2%	19.9%	35.3%	29.8%	0	0.0%	0.0%	18.1%	11.9%
Upper	7	77.8%	80.1%	37.0%	50.9%	3	33.3%	17.2%	52.2%	62.9%
Unknown	0	0.0%	0.0%	0.0%	0.0%	6	66.7%	82.8%	16.8%	18.7%
Total	9	100.0%	100.0%	100.0%	100.0%	9	100.0%	100.0%	100.0%	100.0%
	SMALLBUSINESS									
	ByTractIncome					Aggregate				
	#	%	%\$(000s)	%	%\$(000s)	#	%	%\$(000s)	%	%\$(000s)
Low	1	9.1%	13.6%	2.5%	1.8%	1	100.0%	13.6%	2.5%	1.8%
Moderate	2	18.2%	14.0%	17.4%	13.6%	2	100.0%	14.0%	17.4%	13.6%
Middle	5	45.5%	62.1%	33.6%	25.2%	5	100.0%	62.1%	33.6%	25.2%
Upper	3	27.3%	10.4%	45.5%	17.1%	3	100.0%	10.4%	45.5%	17.1%
Unknown	0	0.0%	0.0%	0.1%	0.2%	0	0.0%	0.0%	0.1%	0.2%
TractUnknown	0	0.0%	0.0%	0.9%	0.5%	0	0.0%	0.0%	0.9%	0.5%
Total	11	100.0%	100.0%	100.0%	100.0%	11	100.0%	100.0%	100.0%	100.0%
	ByRevenue					ByLoanSize				
\$1MillionorLess	2	18.2%	17.1%	35.5%	37.6%	2	100.0%	17.1%	35.5%	37.6%
\$100,000orless	2	18.2%	1.4%	97.7%	52.7%	2	100.0%	1.4%	97.7%	52.7%
\$100,001-\$250,000	1	9.1%	4.5%	1.1%	10.7%	1	100.0%	4.5%	1.1%	10.7%
\$250,001-\$1Million	8	72.7%	94.1%	1.2%	36.6%	8	100.0%	94.1%	1.2%	36.6%
Total	11	100.0%	100.0%	100.0%	100.0%	11	100.0%	100.0%	100.0%	100.0%

OriginationsandPurchases

APPENDIX D – DEFINITIONS AND GENERAL INFORMATION

Definitions

ATM-	Automated Teller Machine
CDC-	Community Development Corporation
CDFI-	Community Development Financial Institution
CRA-	Community Reinvestment Act (Regulation BB)
FFIEC-	Federal Financial Institutions Examination Council
HMDA-	Home Mortgage Disclosure Act (Regulation C)
LMI-	Low- and Moderate-Income
LTD-	Loan-to-Deposit
MD-	Metropolitan Division
MSA-	Metropolitan Statistical Area
REIS-	Regional Economic Information System

Performance Definitions Regarding Lending

Excellent-	This rating is assigned to an institution with lending performance that substantially exceeds the characteristics of demographic data and aggregate performance.
Good-	This rating is assigned to an institution with lending performance that exceeds the characteristics of demographic data and aggregate performance.
Adequate-	This rating is assigned to an institution with lending performance that is comparable to the characteristics of demographic data and aggregate performance.
Poor-	This rating is assigned to an institution with lending performance that is significantly below the characteristics of demographic data and aggregate performance.

Rounding Convention

Because the percentages presented in tables were rounded to the nearest whole number in most cases, some columns may not total exactly 100 percent.

APPENDIXD–DEFINITIONSANDGENERALINFORMATION(C continued)

GeneralInformation

TheCommunityReinvestmentAct(CRA)requires each federal financial supervisory agency to use its authority when examining financial institutions subject to its supervision to assess the 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. Upon conclusion of such examination, the agency must prepare a written evaluation of the institution's record of meeting the credit needs of its community.

This document is an evaluation of the CRA performance of **OrionBank** prepared by the **Federal Reserve Bank of Atlanta**, the institution's supervisory agency, as of **November 17, 2008**. The agency rates the CRA performance of an institution consistent with the provisions set forth in Appendix A to 12 CFR Part 228.

APPENDIXE-GLOSSARY

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

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

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

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

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

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

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

APPENDIXE—GLOSSARY (Continued)

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

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

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

Home mortgage loans : Includes home purchase and home improvement loans as defined in the HMDA regulation. This definition also includes multi-family (five or more families) dwelling loans, loans for the purchase of manufactured homes and refinancing of home improvement and home purchase loans.

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

Limited-scope review: Performance under the Lending, Investment, and Service Tests is analyzed using only quantitative factors (for example, geographic distribution, borrower distribution, total number and dollar amount of investments, and branch distribution).

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

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

Metropolitan area (MA): A metropolitan statistical area (MSA) or a metropolitan division (MD) as defined by the Office of Management and Budget. A MSA is a core area containing at least one urbanized area of 50,000 or more inhabitants, together with adjacent communities having a high degree of economic and social integration with that core. A MD is a division of a MSA based on specific criteria including commuting patterns. Only a MSA that has a population of at least 2.5 million may be divided into MDs.

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

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

APPENDIXE—GLOSSARY (Continued)

Multi-family: Refers to a residential structure that contains five or more units.

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

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

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

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

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

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

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

APPENDIXE—GLOSSARY (Continued)

Home mortgage loans: Includes home purchase and home improvement loans as defined in the HMDA regulation. This definition also includes multi-family (five or more families) dwelling loans, loans for the purchase of manufactured homes and refinancing of home improvement and home purchase loans.

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

Limited review: Performance under the lending, investment and service tests is analyzed using only quantitative factors (for example, geographic distribution, borrower distribution, total number and dollar amount of investments, and branch distribution).

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

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

Metropolitan area (“MA”): Any primary metropolitan statistical area (“PMSA”), metropolitan statistical area (“MSA”), or consolidated metropolitan statistical area (“CMSA”), as defined by the Office of Management and Budget, with a population of 250 thousand or more, and any other area designated as such by the appropriate federal financial supervisory agency.

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

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

Multi-family: Refers to a residential structure that contains five or more units.

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

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

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

APPENDIXE—GLOSSARY (Continued)

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

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

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

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