PUBLIC DISCLOSURE

September 10, 2000

COMMUNITY REINVESTMENT ACT PERFORMANCE EVALUATION

Bank of Louisville

RSSD# 585543

500 West Broadway Louisville, Kentucky 40202

Federal Reserve Bank of St. Louis

P.O. Box 442

St. Louis, Missouri 63166-0442

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

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INSTITUTION'S CRA RATING

INSTITUTION'S CRA RATING: Outstanding.

Bank of Louisville meets the criteria for an outstanding overall rating. The rating is based upon an analysis of the bank's lending performance, level of qualified investments, and retail and community development services.

An analysis of the bank's performance under the lending test revealed excellent responsiveness to assessment area credit needs. The geographic dispersion of loans reflects excellent penetration throughout the bank's assessment area, and a majority of reviewed lending activity was located inside the assessment area. Similarly, the distribution of loans among retail customers reflects excellent penetration among individuals of different income levels and businesses of various sizes. Lending levels reflect good responsiveness to assessment area credit needs, considering the bank's financial resources and the performance of other local financial institutions. In addition, the bank makes a relatively high level of community development loans.

Similarly, Bank of Louisville's performance under the investment test indicates outstanding performance as well. The bank makes contributions to community development organizations and agencies that benefit LMI individuals, and the percentage of both contributions and investments compares favorably to peer performance in the bank's market area. The donations address core financial needs identified within the bank's assessment area.

Finally, the bank's performance under the service test is also considered to be outstanding. Delivery systems are readily accessible to all portions of the bank's assessment area. Bank of Louisville's record of opening and closing branches since the previous examination has not adversely affected the accessibility of its delivery systems, particularly to LMI geographies and individuals. The bank's business hours and services do not vary in a way that inconveniences portions of the assessment area. In addition, adequate levels of community development services are provided.

The following table indicates the performance level of <u>Bank of Louisville</u> with respect to the lending, investment, and service tests.

	Bank of Louisville						
PERFORMANCE LEVELS	PERFORMANCE TESTS						
	Lending Test ¹	Investment Test	Service Test				
Outstanding	Х	Х	Х				
High Satisfactory							
Low Satisfactory							
Needs to Improve							
Substantial Noncompliance							

DESCRIPTION OF INSTITUTION:

Bank of Louisville is a state-chartered commercial bank headquartered in Louisville, Kentucky with assets of \$1,539,724 billion, as of June 30, 2000. The bank maintains 28 full-service branches (including the main office). All of the branches are located in Jefferson County, Kentucky. Three branches have been closed since the previous examination, and no branches have been opened. The bank also operates 27 automated teller machines (ATMs).

Bank of Louisville is a wholly-owned subsidiary of Mid-America Bancorp, headquartered in Louisville, Kentucky. Bank of Louisville is both a commercial and retail oriented institution with concentrations of assets in the categories of 1-4 family residential real estate, commercial real estate and commercial and industrial loans. As of June 30, 2000, the bank reported total loans of \$1.022 billion, representing 66.4 percent of total assets. Bank of Louisville's asset size and financial condition indicate that it has the ability to meet the credit needs of its assessment area. There are no legal or other impediments which would hamper its ability to meet the community's credit needs.

A distribution of the bank's lending portfolio, by both dollar amount and percentage, is displayed in the table below.

Distribution of Total Loans²

¹ Note: The lending test is weighted more heavily than the investment and service tests when arriving at an overall rating.

² For purposes of this distribution, total loan information is derived from gross loans and leases data reported on the Consolidated Report of Condition and Income as of June 30, 2000.

Credit Product Type	Amo	ount in \$000s	Percentage of Total Loans
Construction and Development	\$	100,198	9.8%
Commercial Real Estate	\$	253,132	24.8%
Multifamily Residential	\$	5,119	0.5%
Revolving open end 1-4 family	\$	78,165	7.7%
1-4 Family Residential	\$	226,499	22.2%
Farmland	\$	1,267	0.1%
Commercial and Industrial	\$	204,371	20.0%
Loans to Individuals (Consumer)	\$	136,166	13.3%
Farm Loans	\$	0	0.0%
Total Other Loans	\$	16,782	1.6%
Total Loans	\$ 1	,021,699	100%*

DESCRIPTION OF ASSESSMENT AREA

The bank has one assessment area which is defined as all of Jefferson County, Kentucky, one of the seven counties that comprise the Louisville Metropolitan Statistical Area (MSA) 4520. Louisville is the county seat and is the largest city in the state.³ As of 1990, the assessment area's population is listed as 664,937, while the MSA's population is listed as 948,829.⁴ The population of Jefferson County, Kentucky increased approximately 1.0 percent from 1990 to 1998, to 671,595.⁵

The bank's assessment area consists of 178 census tracts, which are categorized as low-, moderate-, middle-, and upper-income based on the median income of the families residing in the tract.⁶ The following table shows the distribution of census tracts within the bank's assessment area by income level classification, and the population residing in census tracts within each classification.

Moderate-income is defined as individual income, or in the case of a geography, a median family income that is at least 50 percent and less than 80 percent of the MSA median family income.

Middle-income is defined as individual income, or in the case of a geography, a median family income that is at least 80 percent and less than 120 percent of the MSA median family income.

Upper-income is defined as individual income, or in the case of a geography, a median family income that is 120 percent or more of the MSA median family income.

³ See appendix B for a listing of the tracts in the assessment area.

⁴ Source: U.S. Bureau of Census 1990.

⁵ Source: Bureau of Economic Analysis Regional Facts.

⁶ Low-income is defined as individual income, or in the case of a geography, a median family income that is less than 50 percent of the MSA median family income.

Distribution of Census Tracts in Assessment Area by Income Level							
Census Tracts		Income Lev	el Classificati	on	Total		
Cellsus Tracis	Low-	Moderate-	Middle-	Upper-	Total		
Jefferson County, Kentucky	21 11.8%	39 21.9%	70 39.3%	48 27.0%	178 100%		
Population Percentage	55,453 8.3%	128,015 19.3%	285,498 42.9%	195,971 29.5%	664,937 100%		

An analysis of the above table reveals that the bank's assessment area is comprised of 33.7 percent LMI census tracts, which account for 27.6 percent of the population. In comparison, 66.3 percent of the census tracts are middle- and upper-income and comprise the majority, or 72.4 percent, of the assessment area population.

A significant number of LMI families are present in the bank's assessment area. LMI families are not only present in census tracts categorized as LMI, but also in middleand upper-income geographies throughout the assessment area. The following chart denotes the families, by income classification, that reside in the assessment area as well as in the Louisville MSA.

Assessment Area Population by Family Income Level								
1990 Census Data	Low-	Moderate-	Middle-	Upper-	TOTAL			
Assessment Area	37,775	31,141	39,636	72,124	180,676			
Assessment Area	21.0%	17.2%	21.9%	39.9%	100%			
I	52,943	46,412	58,677	102,203	260,235			
Louisville MSA 4520	20.3%	17.8%	22.6%	39.3%	100%			

As illustrated in the chart above, the economic classification of assessment area families is consistent with that of the MSA as a whole. In the assessment area, 38.2 percent of the families are considered LMI. This compares with 38.1 percent of the families in the MSA which are considered LMI.

As a part of this examination, contacts were made with individuals associated with community organizations. These community contacts, as well as contacts made in association with other examinations, indicated that housing was generally available but that affordable housing was a community need. The affordability ratio⁷ for the assessment area is 48 percent, slightly less than the ratio for the MSA, which is 49

⁷ The affordability ratio is a figure is that calculated by dividing the median household income by the median housing value. It represents the amount of single-family, owner-occupied housing that a dollar of income can purchase for the median household in the geography. Values closer to 100 percent indicate greater affordability.

percent. It was noted, however, that home repair and maintenance was a key to maintaining quality communities, indicating an ever-present need for credit products fostering home improvement.

While some area financial institutions have been active in funding community development projects and affordable housing for LMI families, the demand for loans for such housing remains strong.

Housing data from the 1990 census supports the opinions expressed by the community contacts. Of the housing stock in LMI census tracts, 10.6 percent of the housing units were vacant and 41.3 percent were owner-occupied.

The Louisville economy is stable, strong and quite diversified. The unemployment rate for the Louisville MSA continues to decline, and at the end of the second quarter of 2000 was 3.5 percent (not seasonally adjusted), compared with the Commonwealth of Kentucky rate of 3.8 percent (seasonally adjusted) as of the same date. Louisville remains a leading manufacturing center for automobiles and durable goods. The local Louisville economy has shifted from a heavy reliance on industry to an increasing emphasis on services and healthcare. The majority of employment opportunities are in the service (United Parcel Service), manufacturing (General Electric), medical, technology, and transportation industries. The international headquarters for United Parcel Service is located in Louisville.

Louisville and Jefferson County also benefit from tourism, which is a \$1.1 billion industry, and provides approximately 26,000 jobs in the county. The best-known attraction is the annual Kentucky Derby and the two-week festival preceding it. Convention and trade show facilities also contribute to the tourism industry.

According to the Federal Deposit Insurance Corporation-Insured Institutions Market Share Report dated June 30, 1999, there are 20 FDIC insured financial institutions operating in Jefferson County, Kentucky with a branch network totaling 257 and deposits of \$12.5 billion. Bank of Louisville ranked fourth with a deposit market share of 7.8 percent with \$974 million in deposits. The three competitor institutions had a deposit market share that ranged from 18.4 percent to 27.1 percent. Bank of Louisville operated 31 banking offices and ranked the third highest in number of branches.⁸ Two competitor institutions operated 54 and 39 offices, respectively, in Jefferson County, Kentucky. Bank of Louisville considers five of the 20 banks operating within Jefferson County to be primary competitors due to location, asset size, and products offered. The asset sizes of these institutions range from \$754 million to \$53.4 billion.

CONCLUSIONS WITH RESPECT TO THE PERFORMANCE TESTS

LENDING TEST

⁸ As of the examination date, Bank of Louisville operated 28 banking offices.

Bank of Louisville meets the standards for an outstanding rating under the lending performance test. An analysis of the geographic dispersion of loans reflects excellent penetration throughout the bank's assessment area, and a majority of all lending activity reviewed was located inside the assessment area. Similarly, the distribution of loans among retail customers reflects excellent penetration among individuals of different income levels and businesses of various sizes. Lending levels reflect excellent responsiveness to assessment area credit needs, considering the bank's financial resources and the performance of other local financial institutions. In addition, the bank makes a relatively high level of community development loans and makes use of innovative and/or flexible lending practices in serving assessment area credit needs.

The bank's performance under the lending test was evaluated using 1998, 1999 and January through June 2000 Home Mortgage Disclosure Act (HMDA)⁹ data, and the 1998 and 1999 CRA data for small farms and businesses. In addition, a sample of used motor vehicle loans originated in the previous six months was evaluated. These loan categories are considered to be the bank's primary lines of business and are assumed to be indicative of the overall lending performance of the bank.

⁹ For this time period, the bank reported data on home mortgage loans consisting of home purchases, home refinancing, and home improvement loans.

Geographic Distribution

The bank's geographic distribution of loans reflects excellent penetration throughout the assessment area. The number and dollar volume of the bank's HMDA reportable loans (home purchase, home refinance, and home improvement) extended in low-, moderate-, middle-, and upper-income census tracts are listed on the following table. Motor vehicle loans for used automobiles and small business loans are also included.

Geographic Distribution of Loans (Number and Dollar Volume in \$000s) Across Assessment Area by Income Level of Census Tract								
L con Type Tract Income Classification								
Loan Type	Low-	Moderate-	Middle- Upper-		Total			
	5	13	62	19	99			
Used Motor Vehicle	5.1%	13.1%	62.6%	19.2%	100%			
Used Motor vehicle	\$38	\$137	\$623	\$208	\$1,006			
	3.8%	13.6%	61.9%	20.7%	100%			
	188	1,049	2,546	1,234	5,017			
1998, 1999 & YTD 2000 HMDA	3.7%	20.9%	50.7%	24.6%	100%			
	\$3,613	\$23,256	\$68,726	\$56,185	\$151,780			
	2.4%	15.3%	45.3%	37.0%	100%			
	45	155	305	234	739			
	6.1%	21.0%	41.3%	31.6%	100%			
1998 &1999 Small Business	\$6,607	\$21,077	\$26,656	\$32,518	\$86,858			
	7.6%	24.3%	30.7%	37.4%	100%			
	238	1,217	2,823	1,487	5,765			
	4.1%	21.1%	49.0%	25.8%	100%			
Total	\$10,258	\$44,470	\$96,005	\$88,911	\$239,644			
	4.3%	18.6%	40.0%	37.1%	100%			
	1,197	5,946	19,918	20,521	47,582			
1998 MSA Aggregate HMDA	2.5%	12.5%	41.9%	43.1%	100%			
Data ¹⁰	\$54,205	\$286,703	\$1,380,124	\$2,661,726	\$4,382,758			
	1.2%	6.6%	31.5%	60.7%	100%			
Population Percentage Residing in Census Tracts	8.3%	19.3%	42.9%	29.5%	100%			
Owner Occupied Housing	3.8%	16.1%	45.7%	34.4%	100%			

As illustrated in the above table, the majority of HMDA reportable loans, 50.7 percent of the total number (45.3 percent by dollar volume), were originated within the middle-income census tracts. Since 42.9 percent of the assessment area population live in the

¹⁰ These figures reflect the 1998 number and dollar volume of lending activity located within the subject bank's assessment area for all Louisville MSA HMDA reporters.

middle-income census tracts, it is reasonable for the majority of the loans to be made in the middle-income census tracts. This also is true for the percentage of motor vehicle loans (62.6 percent) to middle-income individuals.

An analysis of lending to LMI geographies indicates that the number of HMDA reportable loans in the LMI census tracts is consistent with the population percentages used for comparison. Overall the bank originated 24.6 percent of the number and 17.7 percent of the dollar amount of HMDA loans in LMI census tracts, while 27.6 percent of the assessment area population resides in these types of tracts. Of particular note is the percentage of residential loans of 20.9 percent in moderate-income census tracts, which exceeds the population level of 19.3 percent for moderate-income census tracts. The bank also made 3.7 percent of its HMDA loans in low-income tracts, with owner-occupied units of only 3.8 percent. These figures look particularly favorable considering that 14.0 percent of assessment area households live below the poverty level.

As compared to the aggregate 1998 HMDA data for the Louisville MSA, the bank's residential lending also demonstrates excellent penetration among LMI geographies. The bank's lending level of 24.6 percent (17.7 percent dollar volume) in LMI tracts is excellent, when compared to the market aggregate of 15.0 percent (7.7 percent dollar volume).

The bank's used motor vehicle LMI lending is reasonable, although not as strong as the residential lending.

Bank of Louisville's small business lending also compares very favorably with the 1998 business aggregate data for the defined assessment area. Bank of Louisville made 27.1 percent (31.9 percent by dollar volume) of its small business loans¹¹ in LMI geographies. This compares to the 1998 CRA aggregate for the assessment area of 28.8 percent (29.3 percent by dollar volume). According to Dun & Bradstreet, 27.4 percent of the reporting small businesses in the assessment are located in LMI census tracts.¹²

In addition, the bank made an adequate percentage of loans to borrowers residing inside of its assessment area. Of the 6,573 loans reviewed, 5,635, or 85.7 percent (85.9 percent by dollar volume), were originated within the assessment area. The following table identifies by loan type, the number, dollar volume, and percentage of loans originated inside the bank's assessment area.

A total of 18.2 percent of the bank's motor vehicle lending was made in the LMI tracts, where 27.6 percent of the population reside.

Distribution of Lending Inside Assessment Area

¹¹ A small business loan is a loan to a business with gross annual revenues of \$1 million or less.

¹² Dun & Bradstreet data is based upon information supplied by reporting businesses. The source data used in this report are as of June 1999.

Loan Type		ber in ent Area	Asse	Dollar Ame essment Are	Total Number/Dollars	
Used Motor Vehicle	99	61.1%	\$	1,006	59.2%	162 \$1,698
HMDA	4,797	86.1%	\$	143,615	84.9%	5,571 \$168,975
Small Business	739	88.0%	\$	86,858	87.9%	840 \$98,687
Total	5,635	85.7%	\$	231,479	85.9%	6,573 \$269,360

An analysis was performed to determine whether the bank originated loans in every census tract in its assessment area. While the bank is under no obligation to originate a loan in every census tract in the assessment area, a review was undertaken to determine if there was a reason why certain tracts did not have any loan activity. Of the 178 census tracts in the assessment area, the bank originated loans in 177 tracts. This means the bank originated loans in 99.4 percent of assessment area census tracts. After further analysis, no significant gaps in lending were found in light of market aggregate lending, environmental, and demographic considerations.

Borrower Characteristics

Residential loans were reviewed to determine the level of penetration among borrowers of different income levels.¹³ Separately, small business loans originated by the bank were evaluated for distribution among businesses of various revenue sizes. The table on the following page shows the distribution of the consumer purpose loans used in the review by income level of the borrower.

¹³ Borrower income is determined by using the income definitions in footnote six, but is based on the 1999 Updated Median Family Income figure of \$48,400, as made available by the Department of Housing and Urban Development rather than the 1990 census data.

Distribution of Loans (Number and Dollar Volume) Inside Assessment Area by Income Level of Borrower (Dollar amount in \$000)								
	Borrower Income Classification							
Loan Type	Low-	Moderate-	Middle-	Upper-	TOTAL			
	896	1,038	1,148	1,645	4,727			
1998, 1999 & YTD 2000	19.0%	22.0%	24.2%	34.8%	100%			
HMDA	\$16,423	\$23,470	\$31,394	\$67,904	\$139,191			
	11.8%	16.9%	22.6%	48.7%	100.0%			
	10	24	36	29	99			
Used Motor Vehicle	10.1%	24.2%	36.4%	29.3%	100%			
Used Wotor vehicle	\$91	\$243	\$367	\$306	\$1,007			
	9.0%	24.1%	36.5%	30.4%	100.0%			
	906	1,062	1,184	1,674	4,826			
TOTAL	18.8%	22.0%	24.5%	34.7%	100%			
IUIAL	\$16,514 11.8%	\$23,713 16.9%	\$31,761 22.7%	\$68,210 48.6%	\$140,198 100.0%			
Assessment Area Family Population	21.0%	17.2%	21.9%	39.9%	100%			

The bank's lending reflects excellent penetration among retail customers of different incomes and excellent penetration among businesses of different sizes.

As shown in the above table, 41.0 percent of the HMDA reportable loans were extended to LMI borrowers, which exceeds the LMI population level of 38.2 percent. Low-income borrowers, who comprise 21.0 percent of the population, receive 19.0 percent of the real estate lending. When comparing this level of lending to the MSA Aggregate HMDA data for 1999, the bank also significantly exceeds the aggregate lending level of 33.6 percent. The data indicates that the bank is doing an exceptional job originating HMDA reportable loans to LMI individuals. The bank is doing a good job of originating used motor vehicle loans to LMI borrowers with a total percent of 34.3.

Bank of Louisville's small business lending for 1998 and 1999 was analyzed to determine lending by loan size and by business revenue size. A meaningful evaluation using business revenue could not be conducted, however, because the institution does not collect this information.¹⁴

Based on the overall business lending patterns of the bank, loans to small businesses are probably consistent with, or exceed, aggregate business-lending statistics. The bank has a high concentration of loans both in its assessment area and in low- and moderate-income geographies. Data from the lending test indicates that 88.0 percent of the loans are located in the assessment area. Of these loans, 27.1 percent were in LMI geographies, a figure that approximates the 1998 aggregate level of 29.1 percent. Another indicator of lending patterns is the number of loans in amounts less than \$100,000. For 1998 and 1999, the bank made 527 of 739 (71.3 percent) of its loans in an amount under \$100,000, which resembles the aggregate loan figure of 83.7 percent.¹⁵ Because the bank's business data is consistent with the overall aggregate lending patterns, it is reasonable to believe that the bank made a fair number of loans to businesses with revenues of less than one million dollars.

Lending Activity

The bank's lending activity reflects good responsiveness to assessment area credit needs given the bank's size, financial condition, and credit needs of the assessment area.

An indication of the bank's overall level of lending activity is the loan-to-deposit ratio. For the previous eight quarters (reported from September 30, 1998, to June 30, 2000), the bank has maintained an average loan-to-deposit ratio of 104.2 percent. In comparison, the average loan-to-deposit ratios of the bank's five primary competitors ranged from 84.2 percent to 124.6 percent. Bank of Louisville's ratio is reasonable when compared to its competitors.

Community Development Lending

The bank makes a relatively high level of community development loans. Since the last examination, the bank has originated \$2,563,000 in loans for projects to finance LMI housing and to stabilize and revitalize LMI areas. Several of these projects are detailed below.

¹⁴ Section 228.42(a) mandates that a bank must collect data to indicate whether business or farms have gross revenues exceeding one million dollars. An institution is not required to collect such data, however, if it does not rely on the gross revenues of the small farm or business in the underwriting process. The commentary to the regulation states that an institution may not be penalized in the assessment of its CRA performance because it does not collect revenue data.

The bank did not collect revenue information for 360 of the 429 loans in 1998 and for 286 of 411 loans for 1999. Further inquiry revealed that the bank does not use revenue information as an underwriting criterion for small business lending. Consequently, a meaningful analysis using business revenues could not be performed, and pursuant to the regulation, the bank was not penalized. ¹⁵ Aggregate business lending statistics are limited to Jefferson County.

- A loan of was extended to the Hikes Point Christian Church. This credit funded the renovation of the church's existing facility, which is in a moderate-income geography.
- A loan was made to St. Stephen Baptist Church. The purpose of the loan was to purchase audio equipment and provide working capital for the church Jamboree. The church is located in a low-income geography and provides a variety of services in the community, including day care, job training, and job placement.
- The bank extended credit to the Shelbyville II Limited Partnership. The purpose of the credit was to construct 24 single-family homes, targeted to be affordable to LMI families. The loan was made in conjunction with an investment tax credit.
- The bank extended credit to the Jefferson Arms III Limited Partnership to rehabilitate nine old single-family residences into apartments. The apartments will be affordable to LMI families. The loan was made in conjunction with an investment tax credit.
- The bank made four loans for the construction and/or rehabilitation of houses located in LMI geographies. These units, affordable to LMI individuals and families, were either rental units or homes available for sale.

Innovative or Flexible Lending Practices

The bank makes use of innovative and flexible lending practices in serving assessment area credit needs. The extent of activity under the available programs is widespread. Programs available bankwide are listed below.

The Equity Express Mortgage — This loan product is geared toward individuals living in areas targeted for revitalization or persons qualifying as LMI. The bank provides \$200 toward closing costs, offers more flexible loan terms and underwriting criteria, and provides a preferred interest rate. The maximum loan amount has been raised to \$70,000.

Government Sponsored Loan Programs — The bank frequently participates in Federal Housing Administration (FHA), Veterans Administration (VA), and Kentucky Housing Corporation (KHC) programs, and periodically participates in other government programs. KHC is a program that provides more flexible underwriting terms for LMI persons applying for FHA and VA loans.

SBA Loan Programs — The bank has the ability to offer Small Business Lending Administration (SBA) loans, though none have been originated since the previous examination. The bank's underwriting policies are similar to the SBA's underwriting policies; therefore, the bank makes loans directly to SBA-eligible applicants.

The Women's Banking Center — The Women's Banking Center was formed by the bank with the goal of addressing the needs of women entrepreneurs by providing education and assistance in the application process. The center has, however, been absorbed into the Commercial Lending department. Based on the experience of lenders, women entrepreneurs and small business owners faced essentially the same needs as other borrowers, and the products and services of the Commercial Lending department accommodate those needs adequately.

Minority Business Development Loan Fund — The Minority Business Development Loan Program offers a source of financing for qualified startup and expansion of minority or female-owned businesses, as well as firms owned by individuals with disabilities in Jefferson County. Jefferson County guarantees 40 percent of all loans made by the program. Area banks commit \$100,000 each to the fund with risk apportioned according to the level of contribution. Loans range from \$10,000 to \$75,000.

INVESTMENT TEST

Qualified Investments

The Federal Reserve System does not prescribe or recommend a specific investment vehicle or entity. Instead, each bank is reviewed on its willingness and ability to penetrate the market with a product that matches the unmet consumer demand and the bank's strategic business plan. Bank of Louisville is rated outstanding under the investment test for large banks. The bank has participated in an excellent level of qualified community development investments and grants, often in a leadership position, particularly those not routinely provided by private investors. Further, the types of investments exhibit excellent responsiveness to credit and community development needs.

As of the examination date, 10 (four new and six existing) qualified investments totaling \$8,096,544 were noted.¹⁶ Nine of the investments were from low-income housing tax credits (LIHTC) totaling \$7,846,544.¹⁷ The tenth investment consisted of a purchase of a certificate of deposit from the Louisville Community Development Bank. New investments since the previous examination represent 55.0 percent (\$4,449,630) of the total investments, while the existing investments represent 45.0 percent (\$3,646,914).

The bank's qualified investments are listed below.

¹⁶ The dollar amount of qualified investments is determined by relying on figures recorded by the institution according to generally accepted accounting principles (GAAP). Accordingly, the valuation of the investments reflects amortization taken up to December 31, 1999. See Interagency CRA Interpretive Letter — November 1997.

¹⁷ These investments qualify under Section 42 of the IRS Code. Typically, the bank receives a tax credit over a 15-year period as part of its return on the investment.

Shelby Hills II Limited Partnership — In December 1999, Bank of Louisville took an equity interest in this LIHTC to construct 1-4 family homes in the Shelby Hills II development.

Jefferson III — In November 1999, the bank took an equity interest in this LIHTC for the construction of 1-4 family homes in the Russell neighborhood development.

Sandia Properties — In December 1999, the bank took an equity interest in this LIHTC for the rehabilitation of homes in an LMI neighborhood of Louisville, Kentucky.

Louisville Community Development Bank (LCDB) — In February 1999 the bank made an investment to purchase a three-year certificate of deposit in the Louisville Community Development Bank. The mission statement of the LCDB is to empower inner-city residents by providing resources to own homes and to foster growth of inner city businesses.

Legacy Apartments — In December 1995, the bank took an equity interest in this LIHTC project sponsored by The Housing Partnership, Inc. The purpose of the project was to construct 17 affordable housing units for LMI persons. As of the date of the examination, the investment remained valued at over \$100,000.

St. George Apartments – The purpose of this LIHTC project was to purchase and convert the St. George Elementary School into 29 units of LMI housing. The bank initially committed to this project in August 1996, and as of the date of this examination the investment remained valued at over \$500,000.

RHEMA Apartments, Ltd.– The purpose of the LIHTC project was to purchase, rehabilitate, and convert the Basil Doerhoefer mansion into 13 units for elderly LMI housing. This project was conducted in association with the Christ Apostolic Church and had a valuation of over \$350,000.

Healing Place for Men – The bank received a low-income housing tax credit in return for making an investment to construct long-term lodging facility for men recovering from alcohol and drug addiction. Tenants must continue substance abuse treatment, meet the eligibility requirements for LMI assistance, and attend life skills training. This investment was valued at over \$840,000.

St. Brigid and St. Therese Apartments - This LIHTC project is a limited partnership formed to fund the purchase and renovation of St. Brigid and St. Therese schools into multifamily LMI housing. The valuation of the investment, as of the date of the examination, was over \$330,000.

The above listed investments are considered both innovative and complex and help meet identified community needs. The LIHTC projects demand significant bank resources to implement and supply affordable housing to LMI persons. Additionally, the bank continues its involvement in the LCDB by contributing financially as well as applying its technical expertise to projects that promote affordable housing and small business development.

Qualified Grants, Sponsorships, and Donations

Since the previous examination, Bank of Louisville made \$248,850 in grants, sponsorships, and donations for projects that have a community development purpose.¹⁸ In total, the bank made the qualified grants to 82 different organizations throughout the assessment area. Two of the more significant contributions were to the Metro United Way and to the YMCA of Greater Louisville. Other organizations receiving grants included: Habitat for Humanity, St. Stephen Family Life Center, The Housing Partnership, Inc., Home of the Innocents, and the Cabbage Patch Settlement House.

SERVICE TEST

The bank is rated outstanding under the service test for large banks. The bank's delivery systems are readily accessible to all portions of the bank's assessment area, given the bank's branch network, hours of operation, and loan and deposit products. Further, services do not vary in a way that inconvenience certain portions of the assessment area, particularly LMI individuals. Moreover, the bank is a leader in providing community development services and the bank's record of closing branches has not adversely affected the accessibility of its delivery systems, particularly to LMI geographies and/or LMI individuals.

Retail Services

The bank's delivery of retail services is excellent. Evaluation under this component focuses on the bank's system of delivery, including its distribution of branches, ATM network, and alternative delivery systems. In addition, consideration is given to the reasonableness of the bank's business hours and to retail services offered in meeting the various needs of its assessment area. Finally, the bank's record of opening and closing branches is evaluated to determine the effects of those decisions on the accessibility of the bank's delivery systems, especially as it pertains to LMI geographies and individuals.

Bank of Louisville operates 28 branch facilities and 27 ATMs throughout the assessment area. The following table depicts the distribution of the bank's branch facilities and ATMs throughout the various geographic income levels.

¹⁸ Area organizations were aggregated because they were too numerous to list.

Branches and ATMs in Assessment Area								
Number and Percentage of Locations Within								
Facility Type		Each G	eography		Total			
	Low-	Moderate-	Middle-	Upper-				
Branches	2	7	7	12	28			
branches	7.1%	25%	25%	42.9%	100%			
ATMs	1	7	7	12	27			
AIWIS	3.7%	25.9%	25.9%	44.5%	100%			
Total	3	14	14	24	55			
Total	5.5%	25.5%	25.5%	43.5%	100%			
Percentage of Population within each geography	8.3%	19.3%	42.9%	29.5%	100%			

As illustrated above, of the bank's 28 locations, nine (32.1 percent) are located in LMI geographies. This number exceeds the total percentage of population within those LMI geographies (27.6 percent). In addition, the bank maintains 10 standalone ATMs at various locations throughout the assessment area. This demonstrates an excellent distribution of retail delivery systems throughout the assessment area, including LMI geographies.

Branch facility business hours in the assessment area are relatively consistent across all branches regardless of the economic characteristics of the area or clientele that they serve. Some branch facilities are closed on Saturdays; however, they offer extended hours of operation at some point during the week. Similarly, it was found that the services offered by the bank did not vary significantly from branch to branch. Overall, the analysis revealed that operations and services do not vary in a way that inconveniences certain portions of the assessment area.

The bank offers services tailored to meet the needs of the community, including LMI borrowers. The bank offers standard retail products, including low-cost checking and savings accounts, certificates of deposit, and other services. Management discovered the need for products and services better suited to students. In addition, bank staff offers assistance to all consumers in completing loan applications.

The bank maintains alternate delivery systems designed to meet the needs of the community, including LMI borrowers. A telephone banking line called *Service Line* exists to give customers information about deposit and loan accounts, rate information, and the ability to transfer funds between deposit accounts.

A review of the bank's record of opening and closing branches reveals that the bank has closed three offices and ATMs and not opened any since the previous examination. One closed branch and ATM was in a moderate-income geography and two branches and ATMs were in upper-income geographies. All of the branches were closed in accordance with the bank's branch closing policy. Even though one of the closed branches and ATMs was in a moderate-income geography, it was determined that the residents of that geography, as well as other low- and moderate-income geographies in the bank's assessment area have not been materially impacted by the bank's actions. Therefore, to the extent changes have been made, the bank's closing of branches has generally not adversely affected or improved the accessibility of its delivery systems to low- and moderate-income persons and geographies.

Qualified Community Development Services

The second component of consideration under the service test is the bank's level of involvement in qualified community development services. This portion of the service test evaluates the bank's responsiveness and innovation in meeting the needs of LMI individuals and geographies.

The bank is a leader in providing community development services for a wide variety of organizations and community initiatives. The bank is involved with 23 different organizations that benefit individuals and businesses in LMI communities. The bank's primary focus is to address individuals' and community organizations' counseling needs, and to provide technical assistance for its financial services area. The following is a listing and description of the more significant community development services and programs offered:

- Fresh Start A program in partnership with the Louisville Community Development Bank (LCDB) designed to assist consumers who do not have bank accounts or have lost their banking privileges due to overdraft or credit problems. These individuals must complete a study program consisting of classroom, self-study, and individual counseling to receive a certification to open a new account. The bank is involved in many stages of this program, including presentations, counseling, and opening of accounts.
- Individual Development Accounts (IDA) A program in partnership with Jewish Family and Vocational Services (JFVS) and the U.S. Office of Refugee Resettlement, where savings accounts are opened for refugees to systematically save for specific goals. These goals include home ownership, small business capitalization, post-secondary education, and purchase of automobiles. The refugees must be low-income qualified, and the U.S. Office of Refugee Resettlement provides matching deposits for the savings accounts.
- Bank on Us A program in partnership with the LCDB Enterprise Group that provides a financial literacy forum designed to educate consumers about basic financial management tools. The bank provided speakers and bank locations for the forums.
- Yes You Can Own A Home In partnership with Kentucky Housing Corporation, bank personnel helped to educate first time homebuyers located in LMI areas about the home buying process. The program was developed by Lenders for Community

Reinvestment, a consortium of Louisville-area banks. Each bank provided a speaker on a monthly rotating basis.

- Habitat for Humanity Open Houses The bank assisted Habitat for Humanity by providing assistance for first time homebuyers.
- Louisville Central Development Corporation Workshop Bank personnel provided information about Louisville Central Development Corporation's Business Plus, Micro-lending program.
- Money Management for Savvy Students Bank personnel taught classes on topics pertaining to developing a budget, balancing a checkbook, building savings, and managing credit. These classes were taught to students at several area high schools predominantly in LMI areas.
- Neighborhood Housing Services of Louisville, Inc. A bank officer serves as president of this organization that is involved in developing programs and promoting affordable housing in the Louisville area.
- Louisville Housing Fair Bank personnel worked with HUD to present affordable loan programs to potential LMI borrowers.
- Families for Self-Sufficiency The program seeks to help families get off of welfare and attain self-sufficiency. Housing authorities of Louisville and Jefferson County administer the program. Bank of Louisville personnel developed the educational materials and the curriculum pertaining to the teaching of basic banking skills.
- Louisville Community Development Bank Personnel from Bank of Louisville provided technical assistance to help write proposals for federal grants.
- Women and Minority Contractor Training Program Bank personnel discussed the basics of credit lines and how to make a business application.
- Check Cashing Government assistance checks are cashed for nondepository customers for a nominal fee of \$3.95. This service allows individuals access to money without paying exorbitant check cashing fees.
- Benefit Security Card The bank participates in the Benefit Security Card program, whereby recipients of Federal payments may withdraw their funds at Bank of Louisville ATMs for a fee of \$1.50.

ADDITIONAL INFORMATION

A fair lending analysis focusing on Regulation B (Equal Credit Opportunity) and the Fair Housing Act (FHA) was performed during the examination. Examiners reviewed

samples of loans and noted that the bank is in compliance with the substantive provisions of anti-discrimination laws and regulations.

SCOPE OF EXAMINATION

The bank's three major product lines were reviewed for analysis under the lending test. The loans used in the analysis included all of the bank's 1998 and 1999 HMDA data, HMDA data for January-June 2000, and used automobile loans for February-August 2000. 1998 and 1999 CRA data for small business lending was also reviewed. Also, the bank was asked to provide information concerning the number and dollar volume of community development loans, the number and dollar volume of qualified community development investments, and retail services including any qualified community development services. The bank has one assessment area and the bank's activities in this area were reviewed using the large bank examination procedures.

TIME PERIOD REVIEWED 1998 through August 2000								
FINANCIAL INSTITUTION PRODUCTS								
REVIEWED								
Bank of Louisville			Small Business					
Louisville, Kentucky			Residential					
Louisvine, Kentucky			Used Auto					
AFFLIATE(S) REVIEWED	AFFILIATE		PRODUCTS					
$\mathbf{AFFLIAIE}(\mathbf{S}) \mathbf{KEVIEWED}$	RELATIONSHIP		REVIEWED					
NONE								
LIST OF ASSESMENT AREAS AN	D TYPE OF EXAMINA	ATION						
ASSESSMENT AREA	TYPE OF	BRANCHES	OTHER					
ASSESSIVIENTAREA	EXAMINATION	VISITED	INFORMATION					
		Main						
Jefferson County, Kentucky	On site	Algonquin						
Jenerson County, Kennucky	On site	Shively/St.						
		Denis						

APPENDIX B BANK OF LOUISVILLE

TRACTS IN ASSESSMENT AREA

Tract number	Location	Income type	Tract number	Location	Income type
2.00	Jefferson County	Low	11403	Jefferson County	Middle
14.00	Jefferson County	Low	114.06	Jefferson County	Middle
20.00	Jefferson County	Low	115.04	Jefferson County	Middle
21.00	Jefferson County	Low	115.09	Jefferson County	Middle
22.00	Jefferson County	Low	117.03	Jefferson County	Middle
23.00	Jefferson County	Low	117.04	Jefferson County	Middle
24.00	Jefferson County	Low	117.05	Jefferson County	Middle
27.00	Jefferson County	Low	117.06	Jefferson County	Middle
28.00	Jefferson County	Low	117.07	Jefferson County	Middle
30.00	Jefferson County	Low	118.00	Jefferson County	Middle
34.00	Jefferson County	Low	119.01	Jefferson County	Middle
35.00	Jefferson County	Low	119.05	Jefferson County	Middle
37.00	Jefferson County	Low	119.07	Jefferson County	Middle
43.01	Jefferson County	Low	120.01	Jefferson County	Middle
43.02	Jefferson County	Low	120.03	Jefferson County	Middle
50.00	Jefferson County	Low	121.03	Jefferson County	Middle
53.00	Jefferson County	Low	121.05	Jefferson County	Middle
55.00	Jefferson County	Low	121.06	Jefferson County	Middle
59.00	Jefferson County	Low	121.07	Jefferson County	Middle
62.00	Jefferson County	Low	122.02	Jefferson County	Middle
3.00	Jefferson County	Moderate	122.04	Jefferson County	Middle
5.00	Jefferson County	Moderate	123.02	Jefferson County	Middle
6.00	Jefferson County	Moderate	124.04	Jefferson County	Middle
7.00	Jefferson County	Moderate	124.05	Jefferson County	Middle
9.00	Jefferson County	Moderate	124.06	Jefferson County	Middle
10.00	Jefferson County	Moderate	124.06	Jefferson County	Middle
11.00	Jefferson County	Moderate	124.07	Jefferson County	Middle
12.00	Jefferson County	Moderate	124.08	Jefferson County	Middle
15.00	Jefferson County	Moderate	124.09	Jefferson County	Middle
16.00	Jefferson County	Moderate	125.01	Jefferson County	Middle
17.00	Jefferson County	Moderate	125.02	Jefferson County	Middle
18.00	Jefferson County	Moderate	125.03	Jefferson County	Middle
36.00	Jefferson County	Moderate	126.01	Jefferson County	Middle
38.00	Jefferson County	Moderate	126.03	Jefferson County	Middle
39.00	Jefferson County	Moderate	126.04	Jefferson County	Middle
40.00	Jefferson County	Moderate	127.03	Jefferson County	Middle
41.00	Jefferson County	Moderate	128.01	Jefferson County	Middle
49.00	Jefferson County	Moderate	128.02	Jefferson County	Middle
56.00	Jefferson County	Moderate	129.00	Jefferson County	Middle
57.00	Jefferson County	Moderate	75.01	Jefferson County	Upper
63.00	Jefferson County	Moderate	75.02	Jefferson County	Upper
64.00	Jefferson County	Moderate	77.00	Jefferson County	Upper
65.00	Jefferson County	Moderate	78.00	Jefferson County	Upper
66.00	Jefferson County	Moderate	82.00	Jefferson County	Upper
69.00	Jefferson County	Moderate	83.00	Jefferson County	Upper
71.00	Jefferson County	Moderate	85.00	Jefferson County	Upper
74.00	Jefferson County	Moderate	87.00	Jefferson County	Upper
76.02	Jefferson County	Moderate	88.00	Jefferson County	Upper
81.00	Jefferson County	Moderate	89.00	Jefferson County	Upper

Tract number	Location	Income type	Tract number	Location	Income type
110.02	Jefferson County	Moderate	91.01	Jefferson County	Upper
113.02	Jefferson County	Moderate	95.00	Jefferson County	Upper
114.04	Jefferson County	Moderate	96.00	Jefferson County	Upper
114.05	Jefferson County	Moderate	98.00	Jefferson County	Upper
119.04	Jefferson County	Moderate	99.00	Jefferson County	Upper
119.06	Jefferson County	Moderate	100.01	Jefferson County	Upper
120.02	Jefferson County	Moderate	100.02	Jefferson County	Upper
121.04	Jefferson County	Moderate	100.06	Jefferson County	Upper
127.01	Jefferson County	Moderate	101.02	Jefferson County	Upper
127.02	Jefferson County	Moderate	102.00	Jefferson County	Upper
1.00	Jefferson County	Middle	103.02	Jefferson County	Upper
4.00	Jefferson County	Middle	103.03	Jefferson County	Upper
8.00	Jefferson County	Middle	103.04	Jefferson County	Upper
13.00	Jefferson County	Middle	104.01	Jefferson County	Upper
44.00	Jefferson County	Middle	104.02	Jefferson County	Upper
45.00	Jefferson County	Middle	105.00	Jefferson County	Upper
46.00	Jefferson County	Middle	106.00	Jefferson County	Upper
52.00	Jefferson County	Middle	107.01	Jefferson County	Upper
68.00	Jefferson County	Middle	107.02	Jefferson County	Upper
70.00	Jefferson County	Middle	107.04	Jefferson County	Upper
76.01	Jefferson County	Middle	107.05	Jefferson County	Upper
76.03	Jefferson County	Middle	107.06	Jefferson County	Upper
79.00	Jefferson County	Middle	108.00	Jefferson County	Upper
84.00	Jefferson County	Middle	110.03	Jefferson County	Upper
90.00	Jefferson County	Middle	111.01	Jefferson County	Upper
91.02	Jefferson County	Middle	111.04	Jefferson County	Upper
92.00	Jefferson County	Middle	111.05	Jefferson County	Upper
93.00	Jefferson County	Middle	115.05	Jefferson County	Upper
94.00	Jefferson County	Middle	115.06	Jefferson County	Upper
97.00	Jefferson County	Middle	115.07	Jefferson County	Upper
100.04	Jefferson County	Middle	115.08	Jefferson County	Upper
100.05	Jefferson County	Middle	115.10	Jefferson County	Upper
101.01	Jefferson County	Middle	116.00	Jefferson County	Upper
103.05	Jefferson County	Middle	122.03	Jefferson County	Upper
109.01	Jefferson County	Middle	123.01	Jefferson County	Upper
109.02	Jefferson County	Middle	130.00	Jefferson County	Upper
110.04	Jefferson County	Middle	131.00	Jefferson County	Upper
110.05	Jefferson County	Middle	132.00	Jefferson County	Upper
111.02	Jefferson County	Middle			
111.06	Jefferson County	Middle			
112.00	Jefferson County	Middle			
113.01	Jefferson County	Middle			