

PUBLIC DISCLOSURE

December 2, 2002

COMMUNITY REINVESTMENT ACT PERFORMANCE EVALUATION

**Golden Gate Bank
RSSD #749569**

**225 Bush Street
San Francisco, California 94104**

**Federal Reserve Bank of San Francisco
101 Market Street
San Francisco, California 94105**

NOTE: This document is an evaluation of this institution's record of meeting the credit needs of its entire community, including low- and moderate-income neighborhoods, consistent with safe and sound operation of the institution. This evaluation is not, nor should it be construed as, an assessment of the financial condition of this institution. The rating assigned to this institution does not represent an analysis, conclusion or opinion of the federal financial supervisory agency concerning the safety and soundness of this financial institution.

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INSTITUTION'S RATING

INSTITUTION'S CRA RATING:
Golden Gate Bank is rated "SATISFACTORY"

The following table shows the performance level of Golden Gate Bank with respect to the lending, investment, and service tests.

PERFORMANCE LEVELS	GOLDEN GATE BANK		
	PERFORMANCE TESTS		
	LENDING TEST*	INVESTMENT TEST	SERVICE TEST
OUTSTANDING			
HIGH SATISFACTORY	X	X	
LOW SATISFACTORY			X
NEEDS TO IMPROVE			
SUBSTANTIAL NONCOMPLIANCE			

*The lending test is weighted more heavily than the investment and service tests in determining the overall rating.

The major factors supporting the institution's rating include:

- A relatively high level of community development loans that help fulfill unmet needs in the assessment area; a strong penetration of small business loans in low- and moderate-income areas.
- A good number of community development investments.
- An adequate level of community development and retail services.

INSTITUTION

DESCRIPTION OF INSTITUTION

Golden Gate Bank (GGB) is a \$457 million unit bank located in the Financial District of San Francisco, California. A subsidiary of Greater Bay Bancorp since October 1998, GGB aims to serve its private banking clients with the personal service orientation of a community bank while utilizing the resources of a larger corporation and family of affiliates. This allows the subsidiary bank to offer a wider range of products and services to businesses and their owners, professional firms and their executives, senior executives of public companies, and private investors. The products include equipment financing, commercial lines of credit, and asset-based loans while the services include investment and cash management, and international banking. Ultimately, the company aims to assemble the best mix of products and services that meet their client's individual needs. Referrals through customer and partner relationships are an important part of their marketing and growth strategy.

LOAN TYPE	DOLLAR AMOUNT ('000s)	PERCENT OF VALUE
Commercial/Industrial & Non-Farm Non-Residential Real Estate	\$157,430	74.0%
Construction & Land Development	\$25,560	12.0%
Secured by 1-4 Family Residential Real Estate	\$14,971	7.0%
Consumer Loans & Credit Cards	\$12,610	5.9%
All Other	\$2,286	1.1%
Total (Gross)	\$212,859	100%

At this time there are no financial or legal impediments that would hinder the bank's ability to meet the credit needs of its community consistent with its business strategy, size and resources, as well as the local economic climate. GGB received a satisfactory CRA rating at the previous examination conducted by the Federal Reserve Bank of San Francisco as of November 1, 1999.

DESCRIPTION OF ASSESSMENT AREA

GGB's assessment area is San Francisco County. The county, which is composed entirely of the city of San Francisco, contains 152 contiguous census tracts. San Francisco is approximately 46.7 square miles with a population of 776,733.¹ The exhibit below includes a portion of the demographic data used to create the performance context for this examination. This data below is based on the 1990 Census and 2002 Dun and Bradstreet data. Interviews with members of local community organizations as well as information about the bank's strategy and capacity to lend were also used to develop a performance context.

¹ Source: U.S. Census Bureau - 2000 Census.

EXHIBIT 1								
ASSESSMENT AREA DEMOGRAPHICS								
SAN FRANCISCO ASSESSMENT AREA								
Income Categories	Tract Distribution		Families by Tract Income		Families < Poverty Level as % of Families by Tract		Families by Family Income	
	#	%	#	%	#	%	#	%
Low-income	23	15.1	17,148	11.92	4,718	27.5	40,352	28.1
Moderate-income	41	27.0	39,146	27.22	5,120	13.1	29,524	20.5
Middle-income	58	38.2	67,580	46.99	3,662	5.4	30,580	21.3
Upper-income	27	17.8	19,944	13.87	499	2.5	43,362	30.2
Tract not reported	3	2.0	0	0	0	0	0	0
Total AA	152	100	143,818	100	13,999	9.7	143,818	100
Income Categories	Housing Units by Tract	Housing Types by Tract						
		Owner-occupied			Rental		Vacant	
		#	%	%	#	%	#	%
Low-income	53,402	3,729	3.5	7.0	44,239	82.8	5,434	10.2
Moderate-income	85,074	22,102	21.0	26.0	56,885	66.9	6,087	7.2
Middle-income	136,855	57,701	54.7	42.2	71,335	52.1	7,819	5.7
Upper-income	53,140	21,982	20.8	41.4	27,611	52.0	3,547	6.7
Tract not reported	0	0	0	0	0	0	0	0
Total AA	328,471	105,514	100	32.1	200,070	60.9	22,887	7.0
Income Categories	Total Businesses by Tract	Businesses by Tract & Revenue Size						
		Less Than or Equal to \$1 Million		Greater than \$1 Million		Revenue Not Reported		
		#	%	#	%	#	%	
Low-income	20,474	29	13,484	28.7	1,882	35.5	5,108	29.1
Moderate-income	16,036	23	11,389	24.3	1,265	23.9	3,382	19.2
Middle-income	18,538	27	12,574	26.8	878	16.6	5,086	28.9
Upper-income	14,727	21	9,451	20.1	1,276	24.0	4,000	22.8
Tract not reported	16	0	12	0	0	0	4	0
Total AA	69,791	100	46,910	100	5,301	100	17,580	100
Percentage of Total Businesses:		67.2		7.6		25.2		

San Francisco is a major financial, commercial, and cultural center for Northern California and the western portion of the United States. Although the area enjoys a diverse economic base, the services, retail trade, and government sectors accounted for 70 percent of the county's total employment in 2000.² Small businesses represent a significant source of private sector employment as 60 percent of firms in the county employ less than 10 people. Two-thirds of all businesses in the assessment area are considered small businesses and 91 percent of these businesses generate less than \$500,000 in gross annual revenues.

The regional economy experienced a marked slowdown during the period mainly due to a reduction in technology-related spending, a decline in travel and tourism-related economic activity following September 11, 2001, and a national recession. The unemployment rate for

² Source: State of California Employment Development Department 2001 SF County Snapshot.

San Francisco in October 2002 was 6.7 percent, which was higher than the state jobless rate of 5.7 percent and the national rate of 5.0 percent. The San Francisco Bay Area suffered inordinately due to concentrations in technology-based service companies, specialized financial service firms, and industries that depend on travel/tourism-related spending.³ After the favorable conditions which led to a healthy employment picture in the late 1990's, unemployment began to rise from 2000 to 2001 and continued during 2002. According to the State of California Employment Development Department, most major employment sectors in the area saw a net loss of jobs from October 2001 to October 2002. The industries hurt the most included business services, hotels, air transportation, finance, construction, manufacturing, and retail trade.

As detailed above, the current economic slowdown is causing job losses and unemployment to rise significantly. While housing prices have declined somewhat, housing affordability remains a major issue. Also, given the preponderance of small businesses in the market, credit for small businesses remains a major need. While demand for such loans was high during much of the review period, credit standards are tightening at the same time that there is lower business investment and revenues and ultimately lower loan demand in some cases. Nevertheless, community representatives emphasize the need for small dollar loans and technical assistance for small businesses and affordable housing programs and loans. In addition, there was an indicated need for community development services for low- and moderate-income individuals.

³ Source: 2002 Economy.com Precis Metro Area Reports: San Francisco.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS

SCOPE OF EXAMINATION

The examination covered the period between October 1, 2000, and June 30, 2002, for all three tests. Due to the bank's commercial lending focus, small business loans were the basis of the lending test evaluation. Although the bank extended home mortgage loans, the limited amount did not allow for meaningful conclusions about the geographic distribution or borrower profile. Therefore, they were not considered in this performance evaluation. Table 1 in Appendix B contains loan volume figures.

LENDING TEST

Lending test performance is high satisfactory. Lending activity was good, as was the geographic distribution of loans. In addition, the bank made a high level of community development loans within the assessment area.

Lending Activity

Lending activity is good. The loan-to-deposit ratio of 82.3 percent is well above the state average. Details regarding loan volumes can be seen in Table 1.

Assessment Area Concentration

As shown in Exhibit 2 below, a majority of loans and dollars have been extended inside the assessment area. Nearly all of the loans originated outside the assessment area, approximately one third, were in Alameda, Contra Costa, Marin, and San Mateo counties; areas where many clients who live or work in San Francisco, operate businesses.

EXHIBIT 2								
LENDING INSIDE AND OUTSIDE THE ASSESSMENT AREA								
JANUARY 1, 2000 - JUNE 30, 2002								
LOAN TYPE	Inside				Outside			
	#	%	\$ ('000s)	%	#	%	\$ ('000s)	%
Total Small Business	195	64.8	78,694	67.5	106	35.2	37,808	32.5

Lending Distribution by Geography

The geographic distribution of loans reflects good penetration among geographies of different income levels; particularly low-income tracts. The bank originated over 54 percent of its small business loans in low-income areas. Lending in these tracts is almost twice the level of aggregate lending and small business concentration. The preponderance of these credit extensions are concentrated around the bank's main office situated near the center of a low-income census tract. While the percentage of lending in moderate-income tracts is about

half of the total percentage of businesses, the overall geographic distribution of loans remains higher than aggregate lending levels.

Lending Distribution by Business Revenue

The percentage of small business loans extended to small businesses is adequate. Approximately 39 percent by number and 29 percent by dollar volume of the bank's small business loans went to businesses with gross annual revenues of \$1 million or less. This percentage falls well below 2002 Dun & Bradstreet data that indicates 67 percent of businesses in the area are generating less than \$1 million in gross annual revenues. However, performance in this category is only slightly below aggregate performance levels of 43 percent by number and 35 percent by dollar volume. Refer to Table 3 for detailed information.

Community Development Lending

GGB has made a good level of community development loans. The total amount of qualifying loans is \$13.6 million. Five million of this amount addressed affordable housing needs, which has been identified by community contacts and other sources as a major need in San Francisco. The remaining \$8.6 million went to organizations that provide social services to low- and moderate-income families and individuals. Furthermore, several of the community development loans were originated in moderate-income geographies which also raised the somewhat low lending penetration in these areas.

INVESTMENT TEST

Performance under the investment test is high satisfactory. GGB has initiated a significant level of community development investments and grants totaling approximately \$3 million. About two-thirds of this amount went to organizations that facilitate the development of affordable housing or were invested in mortgage-backed securities made up of home mortgage loans to low- and moderate-income borrowers. The remaining investments consisted of:

- \$500,000 to the BA Smart Growth fund that helps finance various projects in redevelopment and low- and moderate-income areas in the Bay Area;
- \$300,000 to the California Environmental Redevelopment Fund (CERF) designed to finance the cleanup of contaminated sites throughout the state, including low- and moderate income areas; and,
- \$165,000 to the Community Economic Development Lending Initiative (CEDLI) designed to facilitate lending opportunities for small businesses and community development projects.

Approximately one quarter of the qualifying investments went towards the stabilization and revitalization of low- and moderate-income geographies. As shown in Table 4, total new investment activity for the assessment equaled \$2.1 million.

SERVICE TEST

Service test performance is low satisfactory.

Retail Banking Services

Retail delivery systems are reasonably accessible throughout the assessment areas. Branch hours are 9:00 a.m. to 4:30 p.m., Monday through Friday. Alternative delivery mechanisms, such as the Internet and telephone banking and an ATM network, supplement the services provided by the single branch office.

Community Development Services

GGB provided an adequate level of community development services. Six bank and parent company representatives provided approximately 800 hours of qualifying services to six organizations. These activities made a positive impact by responding to the health, education, and housing needs of the community. All services were to organizations providing social services to low- and moderate-income individuals.

COMPLIANCE WITH FAIR LENDING LAWS AND REGULATIONS

GGB is in compliance with all substantive provisions of the anti-discrimination laws and regulations. No substantive fair lending violations were noted during this examination.

APPENDIX A

GLOSSARY OF TERMS

Aggregate lending: The number of loans originated and purchased by all lenders subject to reporting requirements as a percentage of the aggregate number of loans originated and purchased by all lenders in the MSA/assessment area.

Block numbering area (“BNA”): Statistical subdivisions of a county for grouping and numbering blocks in non-metropolitan counties where local census statistical area committees have not established census tracts. BNAs do not cross county lines.

Census tract: Small subdivisions 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. They usually have between 2,500 and 8,000 persons, and their physical size varies widely depending upon population density. Census tracts are designed to be homogeneous with respect to population characteristics, economic status, and living conditions to allow for statistical comparisons.

Community development: Affordable housing 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,

Consumer loan: A loan 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 of loans: motor vehicle, credit card, home equity, other secured loan, and other unsecured loan.

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

Full review: Performance under the lending, investment, and service tests is analyzed considering performance context, quantitative factors (e.g., geographic distribution, borrower distribution, total number and dollar amount of investments, branch distribution) and qualitative factors (e.g., innovation, complexity).

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

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

Home mortgage loans: Include home purchase and home improvement loans as defined in the HMDA regulation. This definition also includes multifamily (five or more families) dwelling loans, loans for the purchase of manufactured homes and refinancings 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.

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.

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

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 lenders in the MSA/assessment area.

Metropolitan area: Any primary metropolitan statistical area (“PMSA”), metropolitan statistical area (“MSA”), or consolidated metropolitan 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.

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.

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.

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

Optional loans: Includes any unreported category of loans for which the institution collects and maintains data for consideration during a CRA examination. Also includes 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.

Small loans to business: A loan included in “loans to small businesses” as defined in the Consolidated Report of Condition and Income (Call Report). These loans have original amounts of \$1 million or less and are either secured by nonfarm nonresidential properties or are classified as commercial and industrial loans.

Small loans to farms: 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 thousand or less and are either secured by farmland, including farm residential and other improvements, or are classified as loans to finance agricultural production and other loans to farmers.

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.

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

CRA APPENDIX B

CORE CRA TABLES

Page B-1	Table 1	Lending Volume
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INSTITUTION ID: GOLDEN GATE BANK

Table 1. Lending Volume

LENDING VOLUME												U.S. TERRITORY: CALIFORNIA				Evaluation Period: JANUARY 1, 2000 TO JUNE 30, 2002			
MA/Assessment Area	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans		Total Reported Loans		% of Rated Area Deposits in MA/AA**							
		#	\$(000's)	#	\$(000's)	#	\$(000's)	#	\$(000's)	#	\$(000's)								
Full Review:																			
San Francisco County	100.00	0	0	195	78,694	0	0	10	13,590	205	92,284	100.00							

* Loan Data for the review period of January 1, 2000, to June 30, 2002. Rated area refers to either the state or multi-state MA rating area.

** Deposit Data as of June 30, 2002. Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

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Table 2. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES												U.S. TERRITORY: CALIFORNIA				Evaluation Period: JANUARY 1, 2000 TO JUNE 30, 2002				
MA/Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*									
	#	% of Total**	% of Businesses***	% Bank Loans	% of Businesses***	% Bank Loans	% of Businesses***	% Bank Loans	% of Businesses***	% Bank Loans	Overall	Low	Mod	Mid	Upp					
Full Review:																				
San Francisco County	195	100.00	29.40	54.36	22.97	12.82	26.51	9.74	21.10	23.08	0.36	0.79	0.24	0.08	0.40					

Table 2a. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES												U.S. TERRITORY: CALIFORNIA				Evaluation Period: JANUARY 1, 2000 TO JUNE 30, 2002				
MA/Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate Lending (%) by Tract Income*									
	#	% of Total**	% of Businesses***	% Bank Loans	% of Businesses***	% Bank Loans	% of Businesses***	% Bank Loans	% of Businesses***	% Bank Loans	Low	Mod	Mid	Upp						
Full Review:																				
San Francisco County	195	100.00	29.40	54.36	22.97	12.82	26.51	9.74	21.10	23.08	24.53	26.58	27.59	21.30						

* Based on 2001 Peer Small Business Data: WE Region.

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

*** Source Data - Dun & Bradstreet (2002).

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Table 3. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES		U.S. TERRITORY: CALIFORNIA			Evaluation Period: JANUARY 1, 2000 TO JUNE 30, 2002				
MA/Assessment Area:	Total Small Loans to Businesses		Businesses with Revenues of \$1 Million or Less		Loans by Original Amount Regardless of Business Size			Market Share*	
	#	% of Total**	% of Businesses***	% Bank Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev \$1 Million or Less
Full Review:									
San Francisco County	195	100.00	67.14	39.49	23.08	26.67	50.26	0.36	0.33

Table 3a. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES		U.S. TERRITORY: CALIFORNIA			Evaluation Period: JANUARY 1, 2000 TO JUNE 30, 2002				
MA/Assessment Area:	Total Small Loans to Businesses		Businesses with Revenues of \$1 Million or Less		Loans by Original Amount Regardless of Business Size			Aggregate Lending Data*	
	#	% of Total**	% of Businesses***	% Bank Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev \$1 Million or Less
Full Review:									
San Francisco County	195	100.00	67.14	39.49	23.08	26.67	50.26	23,805	10,258

* Based on 2001 Peer Small Business Data: WE Region.

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

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

**** Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 2.24% of small loans to businesses originated and purchased by the bank.

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Table 4. Qualified Investments

QUALIFIED INVESTMENTS		U.S. TERRITORY: CALIFORNIA				Evaluation Period: JANUARY 1, 2000 TO JUNE 30, 2002			
MA/Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
Full Review:									
San Francisco County	2	71	21	2,101	23	2,172	72	3	850

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

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

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Table 5. Distribution of Branch Delivery System and Branch Openings/Closings

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS				U.S. TERRITORY: CALIFORNIA				Evaluation Period: JANUARY 1, 2000 TO JUNE 30, 2002									
MA/Assessment Area:	Deposits	Branches				Branch Openings/Closings				Population							
	% of Rated Area Deposits in AA	# of Bank Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or -)				% of Population within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
Full Review:																	
San Francisco County	100.00	1	100.00	100.00	0.00	0.00	0.00	0	0	0	0	0	0	14.45	27.91	44.02	13.54