

GENERAL INFORMATION

The Community Reinvestment Act (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 operations 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 **Firststar Bank Wisconsin, Madison, Wisconsin** prepared by the **Federal Reserve Bank of Chicago**, the institution's supervisory agency, as of **April 21, 1997**. The examination review covered a period of approximately 15 months which ended April 21, 1997. The agency rates the CRA performance of an institution consistent with the provisions set forth in Appendix A to 12 CFR Part 228.

INSTITUTION'S RATING: This institution is rated **Outstanding**.

The bank has an excellent record of lending, including loans to small businesses and small farming operations, mortgage, consumer and community development loans. The bank has a very high loan-to-deposit ratio and showed excellent responsiveness to lending opportunities within the assessment areas. A strong record of lending within low- and moderate-income geographies and to low- and moderate-income individuals was noted. The bank also had a significant volume of community development lending activity representing each assessment area and representing all types of community development lending.

The bank has been proactive and responsive to the credit needs of low-income residents and areas, and makes extensive use of innovative, complex and flexible lending practices and programs. The bank strongly supports community development activities through responsive investments, loans, grants and donations of financial and human resources in all segments of the assessment areas. The bank's branches and ATMs are readily accessible and retail credit products, services and facilities are consistent in all assessment areas, including low- and moderate-income areas. The opening and closing of branches has had a positive effect on the accessibility of its delivery systems. The availability of credit products and services at individual branches does not vary in any manner which would inconvenience any portion of the assessment areas. The bank provides a high level of community development services which target identified needs throughout all assessment areas.

The following table indicates the performance of **Firststar Bank Wisconsin, Madison, Wisconsin** with respect to the lending, investment and service tests. The assigned composite rating is Outstanding, based on the component test ratings for large banks.

LARGE INSTITUTION PERFORMANCE CRITERIA	FIRSTSTAR BANK WISCONSIN PERFORMANCE TESTS		
	Lending Test*	Investment Test	Service Test
Outstanding	X		
High Satisfactory		X	X
Low Satisfactory			
Needs to Improve			
Substantial Noncompliance			

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

PUBLIC EVALUATION

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DESCRIPTION OF FIRSTSTAR BANK WISCONSIN’S ASSESSMENT AREAS

The bank’s community includes thirteen assessment areas, eight Metropolitan Statistical Areas (MSAs) and five non-metropolitan areas, within the State of Wisconsin. Portions of the following MSAs are included: Madison, Green Bay, Appleton-Oshkosh-Neenah; Sheboygan; Eau Claire; Janesville; Manitowoc (including four census tracts from the Appleton-Oshkosh-Neenah MSA) and Wausau. The five non-metropolitan areas are as follows: Fond du Lac; Grantsburg-Rice Lake-Menomonie; Minocqua; Portage and Wisconsin Rapids. The assessment areas, with a population of 1,967,415, consist of 499 geographies [census tracts or block numbering areas (BNAs)]. Ten of the geographies or 2.0% are low-income, 65 or 13.0% are moderate-income, 360 or 72.20% are middle-income, and 64 or 12.8% are upper-income.

The distribution of low- and moderate-income census tracts and BNAs within the thirteen assessment areas is as follows:

In MSAs:

Madison MSA	5 low-income, 15 moderate-income
Green Bay MSA	2 low-income, 10 moderate-income
Appleton-Oshkosh-Neenah MSA	1 low-income, 8 moderate-income
Sheboygan MSA	2 moderate-income
Eau Claire MSA	4 moderate-income
Janesville MSA	1 low-income, 5 moderate-income
Manitowoc MSA	None
Wausau MSA	2 moderate-income

In Non-metropolitan areas:

Fond du Lac	1 moderate-income
Grantsburg-Rice Lake-Menomonie	12 moderate-income
Minocqua	1 low-income, 4 moderate-income
Portage	None
Wisconsin Rapids	2 moderate-income

The median family income for the assessment areas is \$35,454. In comparison, the median family income for the MSAs range from \$31,613 in the Eau Claire MSA to \$41,529 in the Madison MSA. In comparison, the State of Wisconsin median family income is \$35,082 and the non-metropolitan state median family income is \$30,290. Approximately 9.5% of total households in all assessment areas are below the poverty level, compared to 7.6% for the State of Wisconsin and 7.9% for the non-metropolitan areas of the state.

Of the total housing units in the assessment areas, 496,611 or 61.6% are owner-occupied, 29.4% are rental units, 8.9% are vacant and 0.1% are boarded-up.

The housing affordability ratio for the combined assessment areas is 0.501; the housing affordability ratio is the median household income divided by the median household value. This ratio can be used in comparing the affordability of housing in segments of the assessment areas; a higher ratio indicates that housing is more affordable in a particular area. Affordability ratios in the eight MSAs range from 0.584 in the Janesville MSA to 0.420 in the Madison MSA. This data suggests that housing is most affordable in the Janesville MSA, and more costly in the Madison MSA. In comparison, the State of Wisconsin ratio is 0.474 and the ratio for the combined non-metropolitan areas in the state is 0.506. The median monthly rental cost is \$399 for the State of Wisconsin and \$327 for the non-metropolitan areas within the state.

Over twenty community representatives representing organizations throughout the assessment areas were contacted during the examination to determine the credit needs within each assessment area. According to community representatives, the economy in all assessment areas is strong and growing. All business sectors are healthy, the housing market is strong in most areas, new housing starts are robust, and rehabilitation and remodeling of existing housing has shown strength; unemployment is very low and employers are experiencing difficulty finding qualified employees. A number of community representatives indicated that Firststar Bank Wisconsin is a proactive and aggressive lender in their respective areas, originating small business, small farm, community development and housing loan programs consistent with community credit needs. Venture capital funding for new small businesses, increased usage of government-guaranteed loan programs and financing for new home developments were identified as credit needs.

Major employers located in the assessment areas are as follows:

MAJOR EMPLOYERS AND NUMBER OF EMPLOYEES BY ASSESSMENT AREA	
<p>MADISON State of Wisconsin - 45,000 U.S. Government - 3,700 Madison Metro School System - 3,452 Meritor Health Services - 2,850 American Family Mutual Insurance Co. - 2,768</p>	<p>GREEN BAY Oneida Tribe of Indians - 3,652 Fort Howard - 3,290 American Security Insurance - 2,352 Green Bay Public Schools - 2,245 Employed Health Insurance - 2,097</p>
<p>APPLETON/OSHKOSH Kimberly Clark - 5,800 United Health Group - 2,500 Plexus Corporation - 2,050 Aid Association for Lutherans - 1,700 Appleton Paper - 1,600</p>	<p>SHEBOYGAN Kohler - 6,000 Sheboygan County - 1,400 Sheboygan School District - 1,300 Bemis Manufacturing - 1,200 Sargento Foods - 800</p>
<p>EAU CLAIRE Menards - 2,500 University of Wisconsin - Eau Claire - 1,500 Hutchinson Technology Inc. - 1,000 Mayo Middleford Luther Clinic - 1,000 Pope & Talbot - 400</p>	<p>JANESVILLE General Motors - 5,800 Mercy Health Systems - 1,300 Rock County - 1,200 S.I.I. - 1,100 Janesville School System - 900</p>

MAJOR EMPLOYERS AND NUMBER OF EMPLOYEES BY ASSESSMENT AREA	
MANITOWOC Mirro Folding Co. - 2,000 Manitowoc Co. - 1,050 Fisher Hamilton Inc. - 800 Dayco Eastman - 750 A.E. Goetze - 575	WAUSAU Wausau Insurance - 2,540 Wausau Hospital - 1,570 Kolby & Kolby Mill Works - 1,340 SNE Enterprises - 1,200 Wausau Public School System - 1,200
FOND DU LAC Mercury Marine - 3,300 Speed Queen/Raytheon - 1,800 Quad Graphics - 1,800 Giddings & Lewis - 1,400	GRANTSBURG/RICE LAKE/MENOMONIE University of Wisconsin - Stout - 2,000 Wright Products - 510 3M Products - 500 Beatrice Hunt Wesson - 500
MINOCQUA Howard Young Medical - 900 Lac du Flambeau Casino Resort - 450 Wal-Mart - 130 McDonalds Corp. - 65	PORTAGE Portage Public School System - 459 Divine Savior Hospital & Nursing Home - 430 American Milk Producers Inc. - 355 Penda Corporation - 330 Rayovac - 300
WISCONSIN RAPIDS Consolidated Paper - 6,000 Marshfield Clinic - 3,030 St. Joseph's Hospital - 2,362 Georgia-Pacific - 1,600 Ore-Ida Foods - 1,150	

The following table details 1997 and 1996 unemployment rates for counties within the assessment areas, and for the State of Wisconsin:

UNEMPLOYMENT RATES OF COUNTIES (AS OF MARCH 1997 AND 1996)					
Assessment Area	Counties	1997/1996	Assessment Area	Counties	1997/1996
Appleton/Oshkosh	Calumet	4.0%/3.7%	Eau Claire	Chippewa	5.9%/6.5%
	Outagamie	4.3%/3.8%		Eau Claire	3.9%/4.1%
	Winnebago	3.1%/3.0%			
Fond du Lac	Dodge	3.6%/3.6%	Grantsburg/Rice Lake/Menomonie	Barron	6.1%/6.4%
	Fond du Lac	4.3%/4.2%		Burnett	6.5%/6.4%
	Green Lake	6.0%/6.5%		Dunn	4.5%/4.4%
	Waushara	7.6%/7.4%		Polk	7.3%/5.8%
				Washburn	7.7%/7.9%

UNEMPLOYMENT RATES OF COUNTIES (AS OF MARCH 1997 AND 1996)					
Assessment Area	Counties	1997/1996	Assessment Area	Counties	1997/1996
Green Bay	Brown	3.5%/3.6%	Janesville	Rock	4.2%/4.1%
Madison	Dane	2.0%/2.1%	Manitowoc	Manitowoc	4.9%/5.5%
Minoqua	Oneida Vilas	6.1%/5.8% 7.3%/7.2%	Portage	Columbia Marquette	6.4%/6.9% 8.5%/9.0%
Sheboygan	Sheboygan	2.6%/3.3%	Wausau	Marathon	4.8%/5.4%
Wisconsin Rapids	Adams Portage Wood	7.1%/6.3% 4.9%/5.3% 5.4%/5.0%	State of Wisconsin		4.2%/4.3%

DESCRIPTION OF INSTITUTION:

Firstar Bank Wisconsin, Madison, Wisconsin, with total assets of \$4.2 billion as of December 31, 1996, is a subsidiary of Firstar Corporation, Milwaukee, Wisconsin. On February 19, 1996, Firstar Bank Madison N.A., Madison, Wisconsin and Firstar Bank Wisconsin, Minocqua, Wisconsin were combined. At that time, the bank's corporate headquarters was relocated to Madison, Wisconsin. Eleven other affiliated banks were merged into Firstar Bank Wisconsin, from February 19, 1996 through June 14, 1996. The bank has 61 full-service branches, one drive-up facility and 88 full-service automated teller machines (ATMs).

The most recent deposit information indicates that total deposits equal \$3.218 billion with the share of deposits by assessment area, ranging from 0.3 % of the total number of deposit accounts in Janesville to 15.4% of the total number of deposit accounts in Madison; the total dollar amount of deposits ranges from 0.2% in Janesville to 18.1% in Madison. A significant share of the total number of deposit accounts (22.8%) and the total dollar amount of deposit accounts (34.4%) is from outside of all defined assessment areas.

All direct loan underwriting is centralized in Downers Grove, Illinois; direct loan processing is centralized in Oshkosh, Wisconsin; indirect loan underwriting and processing is centralized in Oshkosh at a separate facility; and deposit processing is centralized in Milwaukee, Wisconsin. Real estate loans (purchase-money and refinancings) are referred to an affiliate, Firstar Home Mortgage Corporation (FHMC), a subsidiary of Firstar Bank Milwaukee N.A.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS:

The bank is in compliance with the substantive provisions of the antidiscrimination laws and regulations, including the Equal Credit Opportunity (ECOA) and Fair Housing Acts.

Lending Test

Review of the bank's March 31, 1997 Consolidated Report of Condition revealed a net loan-to-deposit ratio of 95.57%. The loan portfolio consists primarily of commercial/industrial (50.68%) and real estate loans (26.33%); consumer loans and leases represent 12.35% of loans and leases outstanding. The following table indicates the composition of the loan portfolio, by loan type:

LOAN TYPE	DOLLAR AMOUNT OUTSTANDING (\$000)	PERCENT OF TOTAL LOANS
REAL ESTATE		
Construction	166,607	5.41
Secured by Farmland	81,265	2.64
Revolving open-end (1-4)	102,848	3.34
Residential first liens (1-4)	443,917	14.41
Junior liens	97,760	3.17
Multi-family	86,291	2.80
Commercial	631,215	20.49
AGRICULTURE	70,936	2.30
COMMERCIAL AND INDUSTRIAL	843,737	27.39
CONSUMER		
Open-end Credit	27,550	0.89
All Other	303,813	9.86
STATE AND POLITICAL OBLIGATIONS	147,860	4.80
LEASE FINANCING	49,363	1.60
OTHER	27,129	0.90

The bank's loan-to-deposit ratio for the four quarters ending March 31, 1997 averaged 92.70%.

The bank and its primary Wisconsin-based competitors' loan to deposit ratios were as follows:

Financial Institution/Bank Holding Company	Total Assets as of March 31, 1997 (\$000)	Loan to Deposit Ratio as of March 31, 1997
Firststar Bank Wisconsin	\$4,282,359	95.6%
Marshall & Ilsley Corporation, Milwaukee	\$14,890,216	88.4%
F & M Bancorporation, Inc., Kaukauna	\$1,063,665	90.4%
Associated Banc-Corp., Green Bay	\$4,458,835	93.2%

The preceding table indicates that the bank's loan-to-deposit ratio is consistent with the ratios of other major lenders within the State of Wisconsin.

According to the December 31, 1996 Uniform Bank Performance Report (UBPR), the bank's loan portfolio compared to peer is as follows:

LOAN TYPE	BANK AVERAGE LOAN MIX (%)	PEER AVERAGE LOAN MIX (%)
REAL ESTATE LOANS		
Construction/Development	5.49	3.03
1 - 4 Family Residential	22.18	22.76
Home Equity Loans	3.22	2.73
Other Real Estate	25.77	14.66
Farmland	2.72	0.23
Multi-family	2.69	1.09
Commercial	20.36	12.82
TOTAL REAL ESTATE LOANS	53.44	43.64
COMMERCIAL & INDUSTRIAL	25.91	20.59
AGRICULTURAL LOANS	2.48	0.27
CREDIT CARD & OTHER OPEN END	0.94	2.39
MUNICIPAL LOANS	4.98	0.54
LOANS TO INDIVIDUALS	11.87	19.11

BANK NET LOAN/LEASE TO DEPOSIT RATIO	PEER NET LOAN/LEASE TO DEPOSIT RATIO
89.73	89.60

As the preceding data illustrates, the bank's net loan to deposit ratio is consistent with peer levels. Real estate loans exceed peer by almost 10%, and commercial and industrial loans exceed peer by 5%; however, loans to individuals are 7% lower than peer. Management indicated that the composition of the loan portfolio is reflective of the bank's focus on small business, small farm

and community development lending.

The bank offers Small Business Administration (SBA) loans, Farm Service Agency (FSA) and Wisconsin Housing and Economic Development Authority (WHEDA) loans; these lending programs primarily benefit small businesses and small farm owners, and low- and moderate-income borrowers. In 1996, bank originations by loan type were as follows: SBA - 140 loans totaling \$35,357,269; FSA - 69 totaling \$11,704,250; and WHEDA - 20 totaling \$910,500. In the first-quarter of 1997, the bank originated 28 SBA loans totaling \$7,580,736; nine FSA loans totaling \$1,255,375 and 10 WHEDA loans totaling \$145,000.

The bank also offers Federal Housing Authority (FHA), Farmers Home Administration (FmHA), and Veterans Assistance (VA) loans through FHMC. In 1996, FHMC originated 1,533 FHA loans totaling \$123,324,000; 202 FmHA loans totaling \$13,361,000 and 481 VA loans totaling \$45,815,000.

Additionally, the bank offers residential mortgage loans on the Lac Courte Oreille Reservation through the HUD 184 lending program. This is a unique program that allows members of the Chippewa Tribe to procure nontraditional mortgage loans; the use of more traditional mortgage loan products is not feasible for lenders, due to the difficult process of placing liens on real estate located on Native American property. A total of five loans for \$266,558 have been originated since January 1, 1996.

Geographic Distribution and Borrower Characteristics

The analysis of the geographic distribution of the bank's lending included 1996 HMDA data for FHMC. This data consisted of residential real estate loans and refinancings originated by FHMC within the bank's assessment areas, and home improvement and home equity loans originated by the bank. The analysis also included small business, small farm, consumer and community development loans originated by the bank.

The combined bank and FHMC 1996 HMDA-reportable loan data indicated a total of 2,379 originations in MSAs within all assessment areas. The distributions, by geographic and borrower income levels, are included in the following table:

Combined Firstar Bank Wisconsin and FHMC 1996 HMDA-Reportable Originations by Geography Income in Comparison to Area Demographics				
Census Tract Income Classification	# of Census Tracts	% of Census Tracts	Firstar Bank Wisconsin/FHMC	
			# of Originations	% of Total Originations
Low - 0 to 49%	9	2.58	9	0.38
Moderate - 50 to 79%	46	13.18	230	9.67
Middle - 80 to 119%	244	69.91	1,687	70.91
Upper - > 120%	50	14.33	453	19.04
Total	349	100.0	2,379	100.00

Combined Firstar Bank Wisconsin and FHMC 1996 HMDA-Reportable Originations by Borrower Income in Comparison to Area Demographics				
Borrower Income Classification	# of Families	% of Families	Firstar Bank Wisconsin/FHMC	
			# of Originations	% of Originations
Low - 0 to 49%	60,792	16.24	116	4.96
Moderate - 50 to 79%	70,247	18.76	386	16.52
Middle - 80 to 119%	106,588	28.47	767	32.82
Upper - > 120%	136,769	36.53	1,068	45.70
Total	374,396	100.0	2,337*	100.00

*Originations for which income was available.

The preceding table indicates that approximately 10% of the total residential originations were made within low- and moderate-income census tracts, and approximately 21% were made to low- and moderate-income borrowers. This distribution of loans is reasonable, as it reflects strong penetration to low- and moderate-income borrowers and in low- and moderate-income geographies.

Of the 2,379 originations in all assessment areas, 643 (mostly home improvement loans) were made by the bank. Approximately 13% of the bank’s originations were within low- and moderate-income geographies; approximately 22% of originations were to low- and moderate-income borrowers. The distribution of bank lending within low- and moderate-income geographies and to low- and moderate-income borrowers is generally consistent with the demographics and credit needs of each assessment area.

SMALL BUSINESS/SMALL FARM LENDING

Small Business/Small Farm Loan Portfolio

According to the June 30, 1996 Consolidated Report of Condition, the distribution of outstanding small business and small farm loans was as follows:

Firstar Bank Wisconsin Commercial Real Estate Secured Loans as of June 30, 1996		
LOAN AMOUNT	NUMBER OF LOANS	\$ (000) AMOUNT OF LOANS
Less than or equal to \$100,000	1,940	62,776
Greater than \$100,000 through \$250,000	988	109,701
Greater than \$250,000 through \$1 Million	949	327,688
Total	3,877	500,165

Firstar Bank Wisconsin Commercial and Industrial Loans as of June 30, 1996		
LOAN AMOUNT	NUMBER OF LOANS	\$ (000) AMOUNT OF LOANS
Less than or equal to \$100,000	8,214	125,829
Greater than \$100,000 through \$250,000	1,529	112,399
Greater than \$250,000 through \$1 Million	1,882	224,707
Total	11,625	462,935

Firstar Bank Wisconsin Agricultural Loans Secured by Farmland as of June 30, 1996		
LOAN AMOUNT	NUMBER OF LOANS	\$ (000) AMOUNT OF LOANS
Less than or equal to \$100,000	407	14,651
Greater than \$100,000 through \$250,000	166	19,291
Greater than \$250,000 through \$1 Million	103	25,876
Total	676	59,818

Firstar Bank Wisconsin Agricultural Operating/Production Loans as of June 30, 1996		
LOAN AMOUNT	NUMBER OF LOANS	\$ (000) AMOUNT OF LOANS
Less than or equal to \$100,000	1,630	27,956
Greater than \$100,000 through \$250,000	184	20,692
Greater than \$250,000 through \$1 Million	82	20,405
Total	1,896	69,053

The preceding tables indicate that the majority of small business and small farm loans outstanding are in amounts of less than or equal to \$100,000, and a reasonable distribution is indicated within

all dollar amount categories.

Small Business and Small Farm Originations:

The bank monitors small business and small farm lending by the number and dollar amount of loans, for each of its assessment areas. In 1996, the bank originated a total of 3,682 small business loans, of which 2,763 or 75.04% were within all assessment areas. The bank also originated 238 small farm loans, of which 182 or 76.5% were within all assessment areas. The percentage of the dollar amount of small business loans within all assessment areas was 69.64% (\$277,569,000); small farm was 62.38% (\$9,815,000).

The level of small business/small farm lending within low- and moderate-income geographies is as follows:

Loans in Low- and Moderate-Income Geographies Within the Assessment Areas				
Loan Product	# of Loans	% of Total # of Loans Made Within All Assessment Areas	\$ Amount of Loans (000)	% of Total \$ of Loans Made Within all Assessment Areas
Small Business Loans	479	17.34	42,545	15.33
Small Farm Loans	6	3.30	84	0.86

An analysis of small business/small farm lending within the assessment area indicated that 2,245 or 76.23% loans totaling \$164,485,000 were to small businesses with revenues less than \$1,000,000. The distribution by original dollar amount of loans was: 2,169 loans or 76.81% less than \$100,000; 370 loans or 13.10% between \$100,000 and \$250,000 and 285 loans or 10.09% in amounts greater than \$250,000. This performance indicates strong bank lending to small business and small farming operations, based upon the total volume of small business and small farm lending, the high proportion of small business and small farm lending to businesses with revenues of less than \$1,000,000 and the high percentage of loans in amounts of less than \$100,000.

Consumer Loans

The bank also analyzes its consumer loan portfolio. Consumer credit card, home equity, motor vehicle, other secured and unsecured loans are tracked by loan location and borrower income. Of the 34,795 consumer loans made in 1996, 24,880 or 71.5% were within all assessment areas; of these, 5,040 or 89.2% credit card loans; 5,436 or 92.9% home equity, 10,287 or 74.3% motor vehicle and 4,117 or 43.59% other secured or unsecured loans were made within all assessment areas.

The following table contains a comparison of bank lending within the assessment areas to the borrower and geographic characteristics of the combined assessment areas:

Firststar Bank Wisconsin 1996 Consumer Originations by Geography Income in Comparison to Area Demographics				
Census Tract/BNA Income Classification	# of Census Tracts/BNAs	% of Census Tracts/BNAs	Firststar Bank Wisconsin	
			# of Originations	% of Total Originations
Low - 0 to 49%	10	2.00	180	0.73
Moderate - 50 to 79%	65	13.03	673	10.74
Middle - 80 to 119%	360	72.14	18,178	73.06
Upper - > 120%	64	12.83	3,849	15.47
Total	499	100.0	24,880	100.0

Firststar Bank Wisconsin 1996 Consumer Originations by Borrower Income in Comparison to Area Demographics				
Borrower Income Classification	# of Families	% of Families	Firststar Bank Wisconsin	
			# of Originations	% of Originations
Low - 0 to 49%	82,876	16.16	3,771	16.87
Moderate - 50 to 79%	96,027	18.72	4,985	22.30
Middle - 80 to 119%	141,754	27.64	5,751	25.72
Upper - > 120%	192,192	37.48	7,850	35.11
Total	512,849	100.0	22,357*	100.0

*Includes loans for which income data was available.

The preceding table indicates that approximately 11% of total consumer loans were originated within low- and moderate-income geographies, and that approximately 39% of consumer loans were to low- and moderate-income borrowers.

Community Development Loans

Bank records indicate 1,088 community development loans totaling \$72,610,000, were made in 1996 and the first quarter of 1997. Approximately 76% of the number, and 65% of the total dollar amounts of community development loans were made within all assessment areas. Specific examples of community development loans are found in the appropriate MSA or

non-metropolitan assessment area discussions. Bank community development lending is evidenced through its cooperative lending programs including various groups, organizations and government entities.

Community Development Lending Programs

The bank is actively involved in a number of community development lending programs within all assessment areas. The following table details examples of community development lending in 1996:

Program	Commitment (\$)	1996-97 Lending	Description
Appleton Commercial Development Loan Pool	25,000	1 loan for \$10,000	Pool provides “gap” financing for businesses unable to secure adequate levels of conventional financing.
ADVOCAP Appleton	100,000 per year	2 loans for \$116,900 in 1996 and 1 loan for \$53,500 in 1997	Homeowner development program providing flexible mortgage standards for low- and moderate-income families.
ADVOCAP Winnebago County	100,000 per year	3 loans for \$127,450 in 1996	See the description above
ADVOCAP Fond du Lac County	100,000 per year	3 loans for \$103,000 in 1996 and 2 loans in 1997 for \$75,000	See the description above
St. Agnes Loan Program (Fond du Lac)	None	17 loans for \$47,359	Program offering discounted loans to clients of a local hospital to pay outstanding bills for low- and moderate-income individuals.
Broadway, Inc.	300,000	1 loan for \$35,000	Program to provide discounted loans to support revitalization in downtown Green Bay, including low- and moderate-income areas.
Access to Independence	None	1 loan for \$2,758	Unsecured loans made to low- and moderate-income disabled individuals to help them maintain independence.
Rice Lake Main Street Reinvestment Loan Program	250,000	1 loan for \$10,000	Program provides discounted loan rates for downtown commercial property improvements
Home Cost Reduction Initiative (Manitowoc)	400,000	4 loans for \$218,950	Program provides mortgage financing for low- and moderate-income borrowers.

As the preceding table indicates, the bank utilizes a wide variety of community development loan programs throughout all assessment areas which benefit low- and moderate-income individuals and geographies, and small business and farming operations.

INVESTMENT TEST

Community development investments are described in the discussion for each MSA and non-metropolitan area included in this evaluation.

SERVICE TEST

Community Development Services

A discussion of community development services is included in the discussion of each MSA and non-metropolitan assessment area included in this evaluation.

Retail Services

Distribution of Branches Among Geographies

The bank has 61 branches and one drive-up facility located within the State of Wisconsin; two branches or 3.28% are located in low-income geographies, nine or 14.75% are in moderate-income geographies, 31 or 50.82% are located in middle-income geographies and 19 or 31.14% are located in upper-income geographies. Thirty-two branches are located in MSAs, of which eleven or 34% are in low- and moderate-income geographies. The sole drive-up facility in the Eau Claire MSA is located in a low- and moderate-income geography. Twenty-nine branches are located in non-metropolitan areas; no branches in the non-metropolitan areas are located in low- or moderate-income geographies. The bank has 88, 24-hour ATMs; 44 ATMs are located at branch locations. An additional 44 are free standing units located within the assessment areas; eight are located in low- and moderate-income geographies. The distribution of the bank's delivery system is further detailed in the discussion of each MSA and non-metropolitan assessment area.

Approximately 30% of the branches were visited during the examination. Staff members were interviewed and the types of products and services offered were reviewed. The branch visits revealed that lobby hours, loan products and services are substantially similar at all locations. There were no notable differences between facilities located in low- and moderate-income areas and those located in middle- or upper-income areas. All branch locations are full-service; each offers a menu of similar credit products and services designed to meet its community's needs, including low- and moderate-income geographies and individuals and small business and small farm operators. Branch locations in particular areas also offer special credit programs tailored to the needs of a their assessment area.

Record of Opening and Closing Offices

The bank's record of opening and closing branches was reviewed. The bank has a written plan for opening and closing its branches which was approved by the board of directors on March 19, 1996. A list of branches that the bank opened or closed during 1996 follows:

- A branch opened on March 25, 1996, at 1431 N. Broadway Street, Menomonie, Wisconsin;
- A branch opened on June 4, 1996, at 2732 Milton Avenue, Janesville, Wisconsin;
- A branch closed on June 1, 1996, at 1702-04 Memorial Drive, Manitowoc, Wisconsin; and
- A branch closed on June 28, 1996, at N6578 Highway 16/51, Portage, Wisconsin.

The products and services provided at the two closed branches are available at other nearby branches and through alternative banking services. Neither of these branch offices opened or closed were located in low- or moderate-income geographies.

Alternative Systems for Delivering Retail Banking Services

In addition to a full-service ATM network, the bank offers Firststar Express, a 24-hour telephone banking service; all retail products, including loans, are available through this service. The telephone number is widely circulated on all media and promotional materials. Additionally, personal computer banking will be available on June 1, 1997. Currently a bill payer product is available with access through telephone or personal computer.

The bank has developed a web site which can be accessed through the Internet. The web site, available in its current format since April 21, 1997, provides access to Firststar's Electronic Banking Center. This service allows bank customers to access personal accounts, make funds transfers, and review statement activity. In addition to the Electronic Banking Center, the web site provides detailed deposit and loan product descriptions, programs to calculate proposed loan payments, a program to analyze cost differences between financing and leasing an automobile, a worksheet to determine the amount of available equity to borrow on a home and worksheets to help determine the affordability of a home, based upon the user's own income. On-line credit applications are also available on the web site. After June 2, 1997, a completed electronic loan application may be forwarded directly to Firststar for underwriting.

The bank's Internet web site allows customers with a personal computer and modem to access personal accounts and to apply for loans electronically. Internet access for low- and moderate-income residents is available through organizations such as the Urban League and others that provide Internet access program to clients. The web site offers a feature that will locate the nearest Firststar location to a user's residence.

METROPOLITAN STATISTICAL AREAS

DESCRIPTION OF INSTITUTION'S OPERATIONS IN THE MADISON MSA:

The Madison MSA, with a population of 367,085, is comprised of 86 census tracts. Five of the census tracts or 5.8% are low-income; 15 or 17.5% are moderate-income; 48 or 55.8% are middle-income; and 18 or 20.9% are upper-income. Approximately 17% of the families in the assessment areas reside in the Madison MSA. The median family income for the MSA is \$41,529 and the median household income is \$32,704. Approximately 4.8% of families in the MSA are below the poverty level.

The Madison assessment area includes all of Madison County and the following communities: Sun Prairie, Fitchburg, Waunakee, Stoughton, Oregon, McFarland, Monona and Madison.

The Madison assessment area represents 15.4% and 18.1% respectively, of the total number and dollar amount of bank deposits.

According to 1990 census data, 53.3% of the 147,851 housing units in the MSA are owner-occupied, 43.3% are rental units, 3.4% are vacant and 57 units are boarded-up. Multi-family units in the MSA totaled 40,847 or 27.6%. The MSA median housing value is \$77,950 and the median monthly rental cost is \$465. The numbers of owner-occupied housing units in low- and moderate-income census tracts in the MSA are 612 and 11,175, respectively.

Community representatives indicate that the economy is strong; unemployment is extremely low at less than 2.0%. Both business growth and new construction activity is strong.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN THE MADISON MSA:

LENDING TEST

Geographic Distribution and Borrower Characteristics

The bank's lending performance within the Madison MSA was reviewed by product line. The following tables detail the geographic distribution and borrower characteristics of loans within the MSA, compared to 1990 census data. Table 1 details Firststar Bank Wisconsin and FHMC's combined 1996 HMDA-reportable lending; Table 2 details small business/small farm lending; Table 3 details consumer lending; and Table 4 details community development lending.

The distribution of the bank's and FHMC's 1996 HMDA-reportable originations within the Madison MSA, by census tract and borrower income levels, is as follows:

TABLE 1

Combined Firststar Bank Wisconsin and FHMC 1996 HMDA-Reportable Originations by Geography Income in Comparison to Madison MSA Demographics				
Census Tract Income Classification	# of Census Tracts	% of Census Tracts	Firststar Bank Wisconsin/FHMC - Madison MSA	
			# of Originations	% of Total Originations
Low - 0 to 49%	5	5.81	5	0.88
Moderate - 50 to 79%	15	17.44	65	11.42
Middle - 80 to 119%	48	55.82	346	60.81
Upper - > 120%	18	20.93	153	26.89
Total	86	100.0	569	100.00

The preceding table indicates that approximately 12% of the total residential loan originations were made within low- and moderate-income census tracts. Of the 569 originations in the Madison MSA, 114 (mostly home improvement loans) were made by the bank. Approximately 18% of the bank’s originations were within low- and moderate-income census tracts. Mortgage lending in low- and moderate-income census tracts is reasonable in comparison to opportunities available and demographic characteristics.

TABLE 1A

Combined Firststar Bank Wisconsin and FHMC 1996 HMDA-Reportable Originations by Median Family Income in Comparison to Madison MSA Demographics				
Borrower Income Classification	# of Families	% of Families	Firststar Bank Wisconsin/FHMC - Madison MSA	
			# of Originations	% of Originations
Low - 0 to 49%	13,780	15.8	31	5.61
Moderate - 50 to 79%	17,218	19.7	87	15.73
Middle - 80 to 119%	24,729	28.3	157	28.39
Upper - > 120%	31,619	36.2	278	50.27
Total	87,346	100.0	553	100.00

Approximately 21% of all residential originations were to low- and moderate-income borrowers. Of the 114 bank originations in the Madison MSA, approximately 18% were to low- and moderate-income borrowers. The distribution of all mortgage lending to low- and moderate-

income borrowers is reasonable, when compared to MSA demographics.

Small Business/Small Farm Loans

TABLE 2

Firststar Bank Wisconsin 1996 Small Business Loans within the Madison MSA				
Loan Product	# of Loans	% of Total # of Loans* Made in this MSA	\$ Amount (000's)	% of Total Loan \$** Made in this MSA
Small Business Loans	488	17.66	55,534	20.00%
Loans in Low- and Moderate-income geographies within the Madison MSA				
Small Business Loans	171	35.04	17,394	31.32

* 2,763 Loans **\$277,569,000

The preceding table indicates that 17.66% of the bank’s total small business loans made within all assessment areas were in the Madison MSA. Of the lending activity within the Madison MSA, 35.04% of small business loans, and 31.32% of the loan dollars were made in low- and moderate-income census tracts.

Consumer Loans

Table three details the distribution of the bank’s 1996 consumer lending in the Madison MSA, by census tract and borrower income level:

TABLE 3

Firststar Bank Wisconsin 1996 Consumer Originations by Geography Income within the Madison MSA							
Census Tract Income Classification	Firststar Bank Wisconsin - Madison MSA						
	Credit Card	Home Equity	Motor Vehicle	Other Secured	Other Unsecured	# of Loans	% of Total
Low-Income	59	2	20	2	8	91	2.92
Moderate-Income	145	59	155	24	32	415	13.31
Middle-Income	559	410	664	92	170	1,895	60.80
Upper-Income	193	211	161	42	109	716	22.97
Total	956	682	1,000	160	319	3,117	100.00

Firststar Bank Wisconsin 1996 Consumer Originations by Median Family Income in Comparison to Madison MSA Demographics			
Borrower Income Classification	# of Families	% of Families	Firststar Bank Wisconsin - Madison MSA

			# of Originations	% of Originations
Low-Income	13,780	15.8	614	22.28
Moderate-Income	17,218	19.7	576	20.90
Middle-Income	24,729	28.3	672	24.38
Upper-Income	31,619	36.2	894	32.44
Total	87,346	100.0	2,756	100.00

The preceding table indicates that approximately 16% of the consumer loans were made within low- and moderate-income census tracts, and approximately 43% of consumer loans were made to low- and moderate-income borrowers; these levels of lending are consistent with the needs of the community and the MSA demographics.

Community Development Lending

In 1996 and first-quarter 1997, the bank made 13 community development loans (totaling \$662,000) in the Madison MSA. This represents 1.57% of the community development loans made in all assessment areas. Two examples of community development lending are as follows:

TABLE 4

Loan Amount	Community Development Purpose and Innovative or Complex Features of Loan Transaction
\$22,700	A loan to a non-profit organization that provides transportation services for low-income families in the Madison area, to purchase vehicles.
\$100,000	An SBA guaranteed loan to purchase equipment and finance improvements for an ethnic restaurant in Fitchburg.

A total of five SBA loans totaling \$562,716 were made in the Madison assessment area during 1996; 12 WHEDA loans were also made in the Madison MSA.

The bank actively supports its assessment area by providing funds for economic improvement and revitalization through community development loans, including participation in government lending programs.

INVESTMENT AND SERVICE TESTS

Retail Services

The bank’s main office is located in the Madison MSA. There are nine branches, seven in

Madison, and one each in Waunakee and in Sun Prairie. Two of the Madison branches are located in moderate-income census tracts; each branch also has a full-service ATM. An additional 15 free-standing ATMs are located throughout the MSA; six of which are located in low- and moderate-income census tracts.

Branch visits revealed that lobby hours, loan products and services are substantially similar at all locations. All branch locations are full-service; the types of credit and services offered at each branch is similar.

In addition to the nine full-service branches and ATM network, Madison assessment area residents can also access Firststar Express, a 24-hour telephone banking service; all retail products, including loans, are available through this service. Additionally, personal computer banking will be available on June 1, 1997.

Community Development Services

The following table details qualified community development services for 1996:

Organization/Activity	Service Commitment	Description
Deal Making with Public & Private Money	20 hours for seminars	Educate area economic development professionals about creative financing and structuring for higher risk businesses.
Business Financing Seminars	25 hours for seminars	Quarterly workshops in conjunction with area community groups and government entities on how to start a business; target audience is low- and moderate-income individuals.
Madison Area Community Development Loan Fund	30 hours	Group provides financing for affordable housing, economic development and community service facilities.
Far Eastside Business Association	40 hours	Organizes Eastside Madison businesses and raises awareness of issues related to their development.
Greater Madison Housing Foundation	70 hours	Raises funds for low- and moderate-income, first time home buyers to pay for mortgage closing costs.
Consumer Credit Counseling Services	18 hours	Credit counseling primarily for low- and moderate-income individuals at high risk.
Salvation Army	30 hours	Treasurer; Goodwill organization that targets low- and moderate-income families
Venture Investors Inc.	18 hours - loan review	Organization provides financing for businesses that cannot attain financing elsewhere.

Organization/Activity	Service Commitment	Description
Home Buyers Seminar Centro Hispanio	13 hours	First time homebuyers seminars
Nehemiah Community Development Corporation	10 hours, seminar and career counseling	Church organization for low- and moderate-income children

There is a high level of qualified community development services within this MSA, as the preceding table illustrates; these services represent a significant portion of the bank’s services throughout all of the assessment areas. The bank’s responsiveness to community development needs within the MSA is considered strong.

Investment Test:

The following table details qualified community development investments in the Madison MSA for 1996:

Madison MSA		
Organization/Activity	Investment (\$)	Description
Madison Community Reinvestment Associates Limited Partnership	162,500	A partnership that renovates and leases single-family housing for low- and moderate-income families with options to purchase.
Habitat for Humanity	35,000	Contribution to build low- and moderate-income family housing in Madison.
Castille Affordable Housing Limited Partnership	22,759	Bank is a limited partner in the organization that operates a 130 unit low- and moderate-income rental housing development.
Dane County Development Company	50,000	Emphasis on promotion of new small businesses in Dane County
Community Housing & Services	5,000	Contribution to single room occupancy (SRO) expansion project.
Downtown Madison, Inc.	2,500	Organization that focuses on revitalization of downtown Madison, a low- and moderate-income area.
East Madison Community Center	500	Contribution to a community center in a low- and moderate-income area.
Family Services, Inc.	500	Contribution to organization with a primary focus of serving low- and moderate-income families.

Madison MSA		
Organization/Activity	Investment (\$)	Description
Greater Madison Housing Foundation	1,000	Organization promotes home ownership initiatives among low- and moderate-income families.
Nehemiah Community Development Corporation	125	Church organization for low- and moderate-income children. Contribution used for adolescent job training.
People Striving to Improve	100	A group that targets support services towards financially and academically at risk students.
Project Bootstrap	1,000	Contribution used for low- and moderate-income adolescent job training.
Salvation Army	5,000	Capital contribution to construct a gym in a community center located in low- and moderate-income housing complex on Madison's east side.
YMCA, Partner with Youth Campaign	2,500	Organization targets disadvantaged and disabled children.
YWCA, Fourth Street Project	1,000	Organization provides transitional housing

There is a high level of qualified community development investments within the Madison MSA, based upon the investment opportunities available. As the preceding table illustrates; these investments focus on affordable housing and services targeted to low- and moderate-income individuals. The sum of these investments represent a significant portion of the bank's total investments throughout all of the assessment areas.

The bank's responsiveness to community development investment and service needs within the Madison MSA is considered strong.

CONCLUSION - MADISON MSA

The overall volume of lending within the MSA is strong, reflecting the bank's responsiveness to area credit needs. The level of consumer lending to low- and moderate-income borrowers at 43% is strong; mortgage lending to low- and moderate-income borrowers is generally strong. Lending to small businesses is strong, representing a significant percentage of the bank's overall small business lending in all assessment areas; a significant portion of small business lending is within low- and moderate-income census tracts. Overall community development lending activity is reasonable.

Investment activity in support of community development is strong; this activity represents a significant percentage of overall bank investments. Investment activity focuses on affordable

housing and services targeted to low- and moderate-income individuals. Community development services demonstrate a commitment and responsiveness to community needs. Branches including ATMs and other delivery systems for retail credit products and services are readily accessible and meet the needs of the assessment area. A high percentage of the bank's overall community development investments and services, were noted in the Madison MSA.

DESCRIPTION OF INSTITUTION'S OPERATIONS IN THE GREEN BAY MSA:

The Green Bay MSA, with an estimated population of 194,594, is comprised of 48 census tracts. Two of the census tracts or 4.2% are low-income; 10 or 20.8% are moderate-income; 28 or 58.3% are middle-income; and eight or 16.7% are upper-income. Approximately 10% of the families in all assessment areas reside in the Green Bay MSA. The median family income for the MSA is \$37,121, and the median household income is \$31,303. Approximately 6.7% of the families in the MSA are below the poverty level.

Communities within the assessment area include Ashwaubenon, Allouez, De Pere and Green Bay.

Deposits within the Green Bay assessment area represent 5.9% and 4.8% respectively of the total number and dollar amount of bank deposits.

According to 1990 census data, 63.5% of the 74,740 housing units in the MSA are owner-occupied, 33.3% are rental units, 3.3% are vacant and 28 units are boarded-up. Multi-family units in the MSA total 11,193 or 15.0%. The MSA median housing value is \$62,219 and the median monthly rental cost is \$373. The numbers of owner-occupied housing units in low- and moderate-income census tracts are 240 and 9,177, respectively.

Community representatives indicate that local economic conditions are favorable with low levels of unemployment. Lending opportunities exist for affordable housing and small business lending, including small dollar amount, small business loans.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN THE GREEN BAY MSA:**LENDING TEST****Geographic Distribution and Borrower Characteristics**

The bank's lending within the MSA was reviewed by product type in comparison to geographic and borrower characteristics noted in 1990 census data. The following tables detail the geographic distribution and borrower characteristics of loans within the MSA.

Table 1 details Firstar Bank Wisconsin and FHMC's combined 1996 HMDA-reportable lending; Table 2 details small business/small farm lending; Table 3 details consumer lending; and Table 4 details community development lending.

The distribution of the bank’s and FHMC’s 1996 HMDA-reportable originations within the Green Bay MSA, by census tract and borrower income levels, is as follows:

TABLE 1

Combined Firststar Bank Wisconsin and FHMC 1996 HMDA-Reportable Originations by Geography Income in Comparison to Green Bay MSA Demographics				
Census Tract Income Classification	# of Census Tracts	% of Census Tracts	Green Bay MSA	
			# of Originations	% of Total Originations
Low - 0 to 49%	2	4.17	3	1.12
Moderate - 50 to 79%	10	20.83	36	13.48
Middle - 80 to 119%	28	58.33	138	51.69
Upper - > 120%	8	16.67	90	33.71
Total	48	100.0	267	100.00

The preceding table indicates that approximately 15% of the total number of originations were made within low- and moderate-income census tracts. Of the 267 originations in the Green Bay MSA, 76 (mostly home improvement loans) were made by the bank. Approximately 20% of the bank’s originations were made within low- and moderate-income census tracts. This overall level of lending is consistent with the demographic characteristics of the assessment area.

TABLE 1A

Combined Firststar Bank Wisconsin and FHMC 1996 HMDA-Reportable Originations by Median Family Income in Comparison to Green Bay MSA Demographics				
Borrower Income Classification	# of Families	% of Families	Green Bay MSA	
			# of Originations	% of Originations
Low - 0 to 49%	8,670	17.09	9	3.42
Moderate - 50 to 79%	9,071	17.88	42	15.97
Middle - 80 to 119%	14,528	28.64	66	25.10
Upper - > 120%	18,463	36.39	146	55.51
Total	50,732	100.0	263	100.00

Approximately 19% of total mortgage originations were made to low- and moderate-income borrowers. Of the bank’s 76 originations in the Green Bay MSA, approximately 26% were to low- and moderate-income borrowers. The distribution of the bank’s home improvement loans to low- and moderate-income borrowers is strong in comparison to the characteristics of the population noted in 1990 census data. The strong local economy also affects the distribution of lending to low- and moderate-income borrowers.

Small Business/Small Farm Loans

TABLE 2

Firststar Bank Wisconsin 1996 Small Business Loans - Green Bay MSA				
Loan Product	# of Loans	% of Total # of Loans Made in this MSA	\$ Amount (000's)	% of Total Loans \$ Made in this MSA
Small Business Loans	333	12.05	46,284	16.67
Small Farm Loans	5	2.75	563	5.74
Loans in Low- and Moderate-income geographies within the Green Bay MSA				
Small Business Loans	62	18.62	5,935	12.82

This preceding table indicates that 12.05% of the bank’s total small business loan originations and 2.75% of total small farm loan originations were made in the Green Bay MSA. Of the total loans within the Green Bay MSA, 18.62% of the number of small business, and 12.82% of the loan dollar amounts were made in low- and moderate-income census tracts.

Consumer Loans

The following table details the distribution of the bank’s 1996 consumer lending in the Green Bay MSA, by census tract and borrower income level:

TABLE 3

Firststar Bank Wisconsin 1996 Consumer Originations by Geography Income in the Green Bay MSA							
Census Tract Income Classification	Firststar Bank Wisconsin - Green Bay MSA						
	Credit Card	Home Equity	Motor Vehicle	Other Secured	Other Unsecured	# of Loans	% of Total
Low-Income	8	0	3	1	2	14	0.74
Moderate-Income	64	45	151	19	7	286	15.04
Middle-Income	213	222	579	115	38	1,167	61.36
Upper-Income	93	127	156	35	24	435	22.87
Total	378	394	889	170	71	1,902	100.00

Firststar Bank Wisconsin 1996 Consumer Originations by Median Family Income in Comparison to Green Bay MSA Demographics
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Borrower Income Classification	# of Families	% of Families	Firststar Bank Wisconsin - Green Bay MSA	
			# of Originations	% of Originations
Low-Income	8,670	17.09	293	17.68
Moderate-Income	9,071	17.88	345	20.82
Middle-Income	14,528	28.65	368	22.21
Upper-Income	18,463	36.39	651	39.29
Total	50,732	100.0	1,657	100.00

Information noted in the preceding table indicates that approximately 16% of the consumer loans were made within low- and moderate-income census tracts. Approximately 39% of consumer loans were made to low- and moderate-income borrowers, reflecting a strong performance.

Community Development Lending

In 1996 and first-quarter of 1997, 42 community development loans (totaling \$5,581,000) were made in the Green Bay MSA. This represents 5.06% of the community development loans made within all assessment areas. Three examples of community development loans are as follows:

TABLE 4

Loan Amount	Community Development Purpose and Innovative or Complex Features of Loan Transaction
\$70,000	A loan jointly funded under a designated Main Street Revitalization District Program and WHEDA Linked Deposit Loan Program to purchase a commercial building in a moderate-income geography.
\$3,000	Neighborhood Housing Services of Green Bay - Participation in loan pool creating a special down payment program for low- and moderate-income individuals
\$143,000	A loan to a tribal member to construct a car wash on a Native American Reservation; the loan has 75% SBA guarantee and an additional guarantee provided by the Oneida Indian Small Business Development Corporation.

The bank also provides interim financing for commercial firms with petroleum product storage tank systems which are affected by the Petroleum Environmental Cleanup Fund Act (PECFA). The State of Wisconsin reimburses the cost of the clean-up of petroleum-

contaminated sites, only after completion of the work. In the interim, firms can seek funding from Firststar to complete the actual clean-up. In 1996, Firststar made 62 of these interim loans totaling \$6,567,500; of these, three were made in the Green Bay assessment area.

Community development lending within the Green Bay assessment area also includes participation in government-sponsored or guaranteed lending programs, benefiting small business and small

farm owners; programs include the SBA, FSA and WHEDA. Lending of this type within the Green Bay assessment area for 1996 includes 36 loans totaling \$8,635,000; 2 other loans totaling \$97,000 were made in the assessment area by the Retail Small Business department. This level of lending represents the second highest number and dollar amount of government lending programs in all of the bank's assessment areas.

The bank actively supports its community by providing funds for economic improvement and revitalization through community development loans, including participation in government lending programs and in lending to small businesses in anticipation of government funding.

INVESTMENT AND SERVICE TESTS

Retail Services

There are three branches, all located in Green Bay, one is located in a low- income and one is located in a moderate-income census tract; one full-service ATM is located at a branch. An additional 10 free-standing ATMs are located within the MSA, two of which are located in low- and moderate-income census tracts.

Branch visits revealed that lobby hours, loan products and services are substantially similar at all locations. All three branch locations are full-service; each branch offers similar credit products and services to meet the communities' needs, including those of low- and moderate-income geographies and low- and moderate-individuals, and small business and small farm owners.

Residents of the Green Bay assessment area can also access Firststar Express, a 24-hour telephone banking service, in addition to the bank's branch and ATM network. All retail products, including loans, are available through this service; personal computer banking will also be available on June 1, 1997.

Community Development Services

The following table details qualified community development services for 1996 within the MSA:

Organization/Activity	Service Commitment	Description
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Urban Partnership for Healthy Neighborhoods	48 hours	Local group implementing Reggie White's Hope Project of improving low- and moderate-income neighborhoods.
Council on Main Street Program	40 hours financial expertise	Revitalize downtown
City Center Council	18 hours	Revitalize downtown.
Oneida Small Business Development Revolving Loan Fund	30 hours as a board member	Loan fund for the development of small businesses in a predominantly low- and moderate-income area.

The preceding table demonstrates a relatively high level of community development services. As the preceding table illustrates; these services focus on affordable housing targeted to low- and moderate-income individuals and the economic development initiatives.

Investment Test

A grant of \$1,462 was made to the Brown County Affordable Neighborhood Housing Services in 1996 to support their affordable housing initiatives. The level of qualified community development investments, and the bank's responsiveness to community development needs in the Green Bay MSA are generally strong.

The bank's responsiveness to community development investment and services needs within the MSA is considered generally strong, based upon the investment and services opportunities available within the MSA.

CONCLUSIONS - GREEN BAY MSA

The bank's performance in this assessment area is strong. A significant proportion (39%) of consumer loan originations were to low- and moderate-income individuals. Mortgage lending in low- and moderate-income geographies and to low- and moderate-income borrowers is reasonable. Small business loan volume is strong and penetration in low- and moderate-income geographies is reasonable. Community development lending in the Green Bay MSA is a significant percentage of total community development lending; lending in government sponsored programs is also significant in comparison to the other assessment areas and to the bank's presence in the MSA.

Community development investments in support of affordable housing and services targeted toward community revitalization are reasonable. Branches and alternative delivery systems for retail credit products and services are accessible and meet the needs of the MSA.

DESCRIPTION OF INSTITUTION'S OPERATIONS IN THE APPLETON-OSHKOSH-NEENAH MSA:

The Appleton-Oshkosh-Neenah MSA, with an estimated population of 315,121, is comprised of 76 census tracts. One or 1.3% of the census tracts is low-income; eight or 10.5% are moderate-income; 61 or 80.3% are middle-income; and six or 7.9% are upper-income. Approximately 16% of the families in all assessment areas reside in the Appleton-Oshkosh-Neenah MSA. The median family income for the MSA is \$37,202 and the median household income is \$31,972. Approximately 5.0% of the families in the MSA are below the poverty level.

The assessment area includes the communities of Appleton, Oshkosh, Neenah, Manasha, Kaukauna, Chilton, Omro and New Holstein.

According to 1990 census data, 66.9% of the 112,705 housing units in the MSA are owner-occupied, 29.1% are rental units, 4.0% are vacant and 58 units are boarded-up. Multi-family units in the MSA total 12,355 or 11.0%. The MSA median household value is \$62,567 and the median monthly rental cost is \$384. The numbers of owner-occupied housing units in low- and moderate-income census tracts are 75 and 4,012, respectively.

Deposits within the Appleton-Oshkosh-Neenah assessment area represent 8.9% and 7.3%, respectively, of the total number and dollar amount of Firstar Bank Wisconsin deposits.

Community representatives indicate that current economic conditions are excellent; local paper mills are running at capacity, construction activity is brisk, job growth has been moderately strong and local unemployment levels are at historic lows. Banking and credit needs are being met by local and regional financial institutions.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN THE APPLETON-OSHKOSH-NEENAH MSA:

LENDING TEST

Geographic Distribution and Borrower Characteristics

The following four tables detail the geographic distribution and borrower characteristics of loans made within this MSA. Table 1 details Firstar Bank Wisconsin and FHMC's combined 1996 HMDA-reportable lending; Table 2 details small business and small farm lending; Table 3 details consumer lending; and Table 4 details community development lending. A comparison of lending in the MSA to the MSA demographics is included in the tables.

The distribution of the bank and FHMC’s 1996 HMDA-reportable originations within the Appleton-Oshkosh-Neenah MSA, by census tract and borrower income levels, is as follows:

TABLE 1

Combined Firstar Bank Wisconsin and FHMC 1996 HMDA-reportable Originations by Geography Income in Comparison to Appleton-Oshkosh-Neenah MSA Demographics				
Census Tract Income Classification	# of Census Tracts	% of Census Tracts	Appleton-Oshkosh-Neenah MSA	
			# of Originations	% of Total Originations
Low - 0 to 49%	1	1.32	1	0.25
Moderate - 50 to 79%	8	10.53	39	9.87
Middle - 80 to 119%	61	80.26	328	83.04
Upper - > 120%	6	7.89	27	6.84
Total	76	100.0	395	100.00

The preceding table indicates that approximately 10% of total originations within the MSA were made within low- and moderate-income census tracts. Of the 395 originations in the Appleton-Oshkosh-Neenah MSA, 83 (mostly home improvement loans) were made by the bank. Approximately 19% of bank originations were made within low- and moderate-income census tracts.

TABLE 1A

Combined Firstar Bank Wisconsin and FHMC 1996 HMDA-Reportable Originations by Median Family Income in Comparison to Appleton-Oshkosh-Neenah MSA Demographics				
Borrower Income Classification	# of Families	% of Families	Appleton-Oshkosh-Neenah MSA	
			# of Originations	% of Originations
Low - 0 to 49%	11,985	15.41	28	7.29
Moderate - 50 to 79%	14,458	18.59	60	15.63
Middle - 80 to 119%	23,283	29.92	129	33.59
Upper - > 120%	28,066	36.08	167	43.49
Total	77,792	100.0	384	100.00

Approximately 23% of HMDA-reportable originations were made to low- and moderate-income borrowers. This distribution of loans is reasonable, as it reflects a generally strong penetration to borrowers of different income groups, in comparison to 1990 census data including numbers of owner-occupied housing units. In addition, approximately 38% of the 83 bank originations in the Appleton-Oshkosh-Neenah MSA, were to low- and moderate-

income borrowers. Overall, the bank’s and FHMC’s combined distribution of mortgage lending to low- and moderate-income borrowers is strong in comparison to demographic data.

The following table details small business loans within the Appleton-Oshkosh-Neenah MSA in 1996:

Small Business/Small Farm Loans

Table 2

Firststar Bank Wisconsin 1996 Small Business Loans - Appleton-Oshkosh-Neenah MSA				
Loan Product	# of Loans	% of # to Total	\$ Amount (000's)	% of \$ to Total
Small Business Loans	298	10.79%	31,748	11.44%
Small Farm Loans	4	2.20%	735	7.49%
Loans in Low- and Moderate-income geographies within the Appleton-Oshkosh-Neenah MSA				
Small Business Loans	68	22.82	5,690	17.92

This preceding table indicates that 10.79% of the small business and 2.20% of the small farm loans the bank made within all assessment areas were made in the Appleton-Oshkosh-Neenah MSA. Of the lending activity within the Appleton-Oshkosh-Neenah MSA, 22.82% of the number of small business/small farm and 17.92% of the loan dollars were in low- and moderate-income census tracts.

Consumer Loans

The following table details the distribution of the bank’s 1996 consumer lending in the Appleton-Oshkosh-Neenah MSA, by census tract and borrower income level:

TABLE 3

Firststar Bank Wisconsin 1996 Consumer Originations Geography Income in the Appleton-Oshkosh-Neenah MSA							
Census Tract Income Classification	Firststar Bank Wisconsin - Appleton-Oshkosh-Neenah MSA						
	Credit Card	Home Equity	Motor Vehicle	Other Secured	Other Unsecured	# of Loans	% of Total
Low-Income	3	0	1	0	2	6	0.28
Moderate-Income	62	38	103	15	20	238	10.74
Middle-Income	361	311	889	60	97	1,718	77.56
Upper-Income	62	52	128	6	5	253	11.42
Total	488	401	1,121	81	124	2,215	100.00

<p>Firststar Bank Wisconsin 1996 Consumer Originations by Median Family Income in Comparison to Appleton-Oshkosh-Neenah MSA Demographics</p>

Borrower Income Classification	# of Families	% of Families	Firststar Bank Wisconsin - Appleton-Oshkosh-Neenah MSA	
			# of Originations	% of Originations
Low-Income	11,985	15.41	382	20.24
Moderate-Income	14,458	18.59	400	21.20
Middle-Income	23,283	29.92	486	25.76
Upper-Income	28,066	36.08	619	32.80
Total	77,792	100.0	1,887	100.00

The preceding table indicates that approximately 11% of the consumer loans were made within low- and moderate-income census tracts. A strong 41% level of lending to low- and moderate-income borrowers was noted, exceeding the bank’s overall consumer lending levels.

Community Development Lending

In 1996 and first-quarter of 1997, bank records indicate that 25 community development loans (totaling \$2,847,000) were made in the Appleton-Oshkosh-Neenah MSA; this represents 3.01% of all community development loans. Two examples of community development loans are as follows:

Table 4

\$ Loan Amount	Community Development Purpose and Innovative or Complex Features of Loan Transaction
\$4,000,000	Total funding for new commercial office space in a moderate-income geography in downtown Menasha. The project is a result of a downtown development agreement between the city and the developer.
\$88,000	A loan to rehabilitate a mixed-use property in a low-income geography in downtown Oshkosh. Four low- and moderate-income residential units will be created with the help of funding from the City of Oshkosh.

Fifteen of the loans in the bank’s interim financing program for those commercial firms with petroleum-contaminated sites under the State of Wisconsin’s PECFA program, were made in the Appleton-Oshkosh-Neenah MSA. In 1996, Firststar made 62 of these interim loans totaling \$6,567,500 in all assessment areas.

Community development lending within this assessment area also includes participation in government-sponsored or guaranteed lending programs such as SBA, FSA and WHEDA, benefiting small farm and small business operations. Lending within this assessment area during

1996 includes 11 loans totaling \$3,952,000; 3 other loans totaling \$136,000 were also made by the bank's Retail Small Business department in this assessment area.

The bank actively supports the development of its community by providing funds for economic improvement and revitalization through community development loans, including participation in government lending programs and in lending to small businesses in anticipation of government funding through the PECFA program.

INVESTMENT AND SERVICE TESTS

Retail Services

There are a total of five branches which serve the Appleton-Oshkosh-Neenah MSA; three of which are located in low- and moderate-income census tracts. Two branches are located in Oshkosh, two are located in Appleton and one is located in Menasha. There are four full-service ATMs at the branches, and one additional free-standing ATM located in the MSA.

Lobby hours, loan products and services are substantially similar at all locations. All branch locations are full-service; each offers similar credit products and services to meet its assessment area's needs, including low- and moderate-income geographies and individuals and small business and small farm owners.

Residents of this assessment area can also access Firststar Express, a 24-hour telephone banking service, in addition to the bank's branch and ATM network. All retail products, including loans, are available through this service; personal computer banking will also be available on June 1, 1997.

Community Development Services

The bank's activities in providing services that promote community development were also reviewed. The following tables detail qualified community development services for 1996:

Organization/Activity	Service Commitment	Description
Oshkosh Commercial Development Corporation	24 hours, board member	Commercial rehabilitation and streetscaping in central city
CHAMCO (Industrial Development Corporation)	12 hours	Board member
Home Buyer Seminar	Sponsored seminar	For first time home buyers

The preceding table demonstrates a generally strong level of community development services, with a focus on affordable housing and economic development.

Investment Test

The bank’s investments that promote community development in the MSA were reviewed. Two qualified investments were noted as follows:

Appleton-Oshkosh-Neenah MSA		
Organization/Activity	Investment (\$)	Description
Community Development Block Grant	100	Annual contribution for rehabilitation of low- and moderate-income housing units.
Goodwill Industries	2,500	Job training for unemployed individuals.

The level of qualified community development investments and grants, and the bank’s responsiveness to community development needs within the Appleton-Oshkosh-Neenah MSA is generally strong.

The bank’s responsiveness to community development investment and services needs within the MSA is considered generally strong, based upon the investment and services opportunities available within the MSA.

CONCLUSIONS APPLETON-OSHKOSH-NEENAH MSA

Community representatives indicated that the products and services offered by the bank are consistent with area credit needs; local and regional financial institutions are meeting the assessment area’s credit needs. Bank consumer lending to low- and moderate-income individuals is strong, at 41% of total lending. Bank and affiliate mortgage lending is reasonable and demonstrates reasonable penetration in low- and moderate-income geographies. A significant number of small business loans were made in low- and moderate-income census tracts. Community development lending activity is strong, exceeding \$2.8 million; participation in government sponsored lending and PECFA programs is responsive to area needs.

Branch accessibility for retail credit products and services is effective in meeting the needs of the MSA. The bank has limited, although reasonable, activity in community development investments and services.

DESCRIPTION OF INSTITUTION'S OPERATIONS IN THE SHEBOYGAN MSA:

The Sheboygan MSA, with an estimated population of 103,877, is comprised of 24 census tracts. Two or 8.3% of the census tracts are moderate-income; 21 or 87.5% are middle-income; and one or 4.2% is upper-income. There are no low-income census tracts. Approximately 5.5% of the families in all assessment areas reside in the Sheboygan MSA. The median family income for the MSA is \$36,708 and the median household income is \$31,603. Approximately 4.5% of the families in the MSA are below the poverty level.

The assessment area contains the following communities: Sheboygan, Sheboygan Falls and Plymouth.

The housing market data showed that 66.6% of the 40,695 housing units in the MSA are owner-occupied, 28.2% are rental units, 5.2% are vacant and 28 units are boarded-up. Multi-family units in the MSA total 3,121 or 7.7%. The MSA median housing value is \$59,187 and the median monthly rental cost is \$361. The number of owner-occupied housing units in moderate-income census tracts is 1,672.

Deposits within this assessment area represent 6.8% and 5.5%, respectively of the total number and dollar amount of Firstar Bank Wisconsin deposits.

Community representatives stated that the local economy is strong, including the housing and small business sectors; large businesses are also growing at this time, with an expectation of continued growth in the near future. The labor force has grown as new jobs are being created; unemployment levels are at historic lows. Demand for housing is strong with increasing housing starts; contractors are in demand for new construction and rehabilitation of existing structures. Competition is fierce among financial institutions for credit; one representative indicated that all financial institutions participate in community development and in all aspects of community life from new business development to housing development.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN THE SHEBOYGAN MSA:

LENDING TEST

Geographic Distribution and Borrower Characteristics

The following tables detail the geographic distribution and borrower characteristics of lending by product line, within the Sheboygan MSA, in comparison to 1990 census data. Table 1 details Firstar Bank Wisconsin and FHMC's combined 1996 HMDA-reportable lending; Table 2 details small-business and small farm lending; Table 3 details consumer lending; and Table 4 details community development loans.

The distribution of the bank and FHMC’s 1996 HMDA-reportable loan data within the Sheboygan MSA, by census tract and borrower income levels, is as follows:

TABLE 1

Combined Firststar Bank Wisconsin and FHMC 1996 HMDA-Reportable Originations by Geography Income in Comparison to Sheboygan MSA Demographics				
Census Tract Income Classification	# of Census Tracts	% of Census Tracts	Sheboygan MSA	
			# of Originations	% of Total Originations
Low - 0 to 49%	n/a	n/a	n/a	n/a
Moderate - 50 to 79%	2	8.33	59	8.97
Middle - 80 to 119%	21	87.50	506	76.90
Upper - > 120%	1	4.17	93	14.13
Total	24	100.0	658	100.00

The preceding table indicates that approximately 9% of the total residential loan originations, were made within moderate-income census tracts. Of the 658 originations in the Sheboygan MSA, 203 (mostly home improvement loans) were made by the bank. Approximately 10% of the bank’s originations were made within moderate-income census tracts. The distribution of the bank’s lending in moderate-income census tracts is consistent with 1990 census data reflected in Table 1. The loan distribution is reasonable and reflects generally strong penetration in all types of geographies.

TABLE 1A

Combined Firststar Bank Wisconsin and FHMC 1996 HMDA-Reportable Originations by Median Family Income in Comparison to Sheboygan MSA Demographics				
Borrower Income Classification	# of Families	% of Families	Sheboygan MSA	
			# of Originations	% of Originations
Low - 0 to 49%	4,157	14.74	25	3.89
Moderate - 50 to 79%	5,513	19.55	112	17.42
Middle - 80 to 119%	8,800	31.21	254	39.50
Upper - > 120%	9,725	34.50	252	39.19
Total	28,195	100.0	643	100.00

The preceding table shows that of the total residential loan originations, approximately 21% were made to low- and moderate-income borrowers. Of the 203 originations in the Sheboygan MSA made by the bank, approximately 20% of originations were to low- and moderate-income

borrowers. The distribution of the combined lending to low- and moderate-income borrowers is consistent with 1990 census data. The loan distribution is reasonable and reflects generally strong penetration in all borrower income levels.

Small Business/Small Farm Loans

TABLE 2

Firststar Bank Wisconsin 1996 Small Business Loans - Sheboygan MSA				
Loan Product	# of Loans	% of Total # of Loans Made in this MSA	\$ Amount (000's)	% of Total Loan \$ Made in this MSA
Small Business Loans	147	5.32%	19,388	6.98%
Small Farm Loans	11	6.04%	809	8.24%
Loans in Moderate-income geographies within the Sheboygan MSA				
Small Business Loans	16	10.88	1,449	7.47

The preceding table indicates that 5.32% of small business loans and 6.04% of small farm loans that the bank made within all assessment areas were originated in the Sheboygan MSA. Of the total lending within the Sheboygan MSA, 7.17% of small business loans and 17.52% of the loan dollars were made in moderate-income census tracts.

Consumer Loans

The following table details the distribution of the bank’s 1996 consumer lending in the Sheboygan MSA, by census tract and borrower income level:

TABLE 3

Firststar Bank Wisconsin 1996 Consumer Originations by Geography Income in the Sheboygan MSA							
Census Tract Income Classification	Firststar Bank Wisconsin - Sheboygan MSA						
	Credit Card	Home Equity	Motor Vehicle	Other Secured	Other Unsecured	# of Loans	% of Total
Low-Income	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Moderate-Income	95	78	137	13	5	328	13.07
Middle-Income	508	644	775	48	41	2,016	80.35
Upper-Income	38	78	34	4	11	165	6.58
Total	641	800	946	65	57	2,509	100.00

Firststar Bank Wisconsin 1996 Consumer Originations by Median Family Income in Comparison to Sheboygan MSA Demographics
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Borrower Income Classification	# of Families	% of Families	Sheboygan MSA	
			# of Originations	% of Originations
Low-Income	4,157	14.74	430	18.77
Moderate-Income	5,513	19.55	530	23.13
Middle-Income	8,800	31.21	642	28.02
Upper-Income	9,725	34.50	689	30.08
Total	28,195	100.0	2,291	100.00

The preceding table shows that approximately 13% of the consumer loans were made within moderate-income census tracts, and approximately 42% of consumer loans were to low- and moderate-income borrowers. There are no low-income census tracts in the Sheboygan MSA.

Community Development Lending

In 1996 and first-quarter of 1997, bank records indicate that the bank made 51 community development loans totaling \$4,713,000 in the Sheboygan MSA. This represents 6.14% of community development lending in all assessment areas. Two examples of community development loans are as follows:

Loan Amount	Community Development Purpose and Innovative or Complex Features of Loan Transaction
\$326,000	A loan for the purpose of upgrading a gasoline service station to meet impending EPA requirements; the loan carries a 75% SBA guarantee.
\$400,000	A loan to a non-profit housing organization for the purpose of funding a lease/purchase program which allows low-income families to lease affordable housing from the organization with a long term goal of qualifying the families for a WHEDA loan to purchase the property.

There were a total of five interim loans for environmental clean-up made to commercial firms with petroleum-contaminated sites under the State of Wisconsin’s PECFA program in this assessment area. In 1996, Firstar made 62 of these interim loans totaling \$6,567,500 in all assessment areas.

Community development lending within the Sheboygan assessment area also includes participation in government-sponsored or guaranteed lending programs other than the SBA, such as FSA and WHEDA, benefiting small farm and small business owners. Government-related community development lending within this assessment area during 1996 includes 27

loans totaling \$10,633,037; 6 other loans totaling \$444,000 were made by the bank’s Retail Small Business Department. This amount represents the largest dollar volume of government lending within the bank.

The bank actively supports the development within this assessment area by providing funds for economic improvement and revitalization through community development loans, including participation in government sponsored lending programs and in lending to small businesses in anticipation of government funding through the bank's interim financing PECFA program.

INVESTMENT AND SERVICE TESTS

Retail Services

There are two branches in Sheboygan; one of which is located in a low- and moderate-income geography. There are two full-service ATMs at each branch; there is one additional free-standing ATM located in the assessment area.

Lobby hours, loan products and services are substantially similar at both locations. Both branch locations are full-service, and offer credit products and services to meet the assessment area's needs. Access to retail services is reasonable for individuals of different incomes and for businesses and farms of different sizes.

Residents of this assessment area can also access Firststar Express, a 24-hour telephone banking service, in addition to the bank's branch and ATM network. All retail products, including loans, are available through this service. Personal computer banking will also be available on June 1, 1997.

Community Development Services

The bank's activities in providing services that promote community development were also reviewed. The following table shows qualified community development services for 1996:

Organization/Activity	Service Commitment	Description
Partners for Community Development	40 hours/ year, housing committee member	Organization operates a revolving loan/lease fund for first time low- and moderate-income home buyers.
Consumer Credit Counseling Service	40 hours/ year	Credit counseling primarily for low- and moderate-income individuals at high risk.
Christmas in April	40 hours	Fund raising - to purchase materials for home improvements to assist low- and moderate-income home owners
Head Start Presentation	2 hours, seminar	Seminar for parents of children in Head Start program on budgeting and financial planning.
Business Clinic	2 hrs, seminar	Seminar with SBA on small business financing.

The preceding table demonstrates a generally strong level of community development services,

with a focus on affordable housing, services for low- and moderate-income individuals and economic development.

Investment Test

The bank's investments including grants that promote community development were also reviewed. One qualified investment was noted, a grant of \$100 to the Hmong Association of Sheboygan, an organization that serves a primarily low- and moderate-income population. The level of qualified community development investments and grants, and the bank's responsiveness to community development needs within this MSA is adequate. The bank's responsiveness to community development investment and services needs within the MSA is considered generally strong, based upon the investment and services opportunities available within the MSA.

CONCLUSIONS - SHEBOYGAN MSA

Consumer lending is strong with a significant percentage of lending to low- and moderate-income borrowers; mortgage lending to low- and moderate-income borrowers is generally strong. Significant activity in the number and dollar amount of government lending programs is noteworthy based upon the bank's presence in the assessment area. Community development lending demonstrates strong support for affordable housing.

Investments in support of community development are minimal, reflective of the bank's limited presence. Community development services are noteworthy, expanding community awareness of affordable housing and small business lending opportunities and offering credit counseling.

DESCRIPTION OF INSTITUTION'S OPERATIONS IN THE EAU CLAIRE MSA:

The Eau Claire MSA, with a population of 137,543, is comprised of 31 census tracts. Four of the census tracts or 12.9% are moderate-income; 21 or 67.7% are middle-income; and six or 19.4% are upper-income. Approximately 6.8% of the families in all assessment areas reside in the Eau Claire MSA. The median family income for the MSA is \$31,613 and the median household income is \$25,876. Approximately 9.0% of the families in the MSA are below the poverty level.

The assessment area includes Chippewa and Eau Claire Counties including the following communities: Chippewa Falls, Bloomer, Eau Claire and Altoona.

According to 1990 census data, 63.8% of the 53,765 housing units in the MSA are owner-occupied, 29.8% are rental units, 6.3% are vacant and 55 units are boarded-up. Multi-family units in the MSA total 5,103 or 9.5%; the MSA median household value is \$50,166 and the median monthly rental cost is \$346. The number of owner-occupied housing units in moderate-income census tracts is 3,591.

Deposits within the Eau Claire assessment area represent 4.5% and 3.7%, respectively, of the total number and dollar amount of Firststar Bank Wisconsin deposits.

Community representatives indicated that the Eau Claire area experienced a significant plant closing and a relocation of a corporate headquarters, resulting in major job losses a few years ago. More recently, health care and technology firms have led the way in job creation. One representative indicated that Firststar is a leader among financial institutions in the community.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN THAT THE EAU CLAIRE MSA:

LENDING TEST

Geographic Distribution and Borrower Characteristics

The following tables detail the geographic distribution and borrower characteristics of loans within the Eau Claire MSA, by product type and in comparison to 1990 census data. Table 1 details Firststar Bank Wisconsin and FHMC's combined 1996 mortgage lending; Table 2 details small business and small farm lending; Table 3 summarizes consumer lending; and Table 4 details community development lending.

The distribution of the bank and FHMC's 1996 HMDA-reportable originations within the Eau

Claire MSA, by census tract and borrower income levels, is as follows:

TABLE 1

Combined Firststar Bank Wisconsin and FHMC 1996 HMDA-Reportable Originations by Geography Income in Comparison to Eau Claire MSA Demographics				
Census Tract Income Classification	# of Census Tracts	% of Census Tracts	Eau Claire MSA	
			# of Originations	% of Total Originations
Low - 0 to 49%	n/a	n/a	n/a	n/a
Moderate - 50 to 79%	4	12.90	14	13.08
Middle - 80 to 119%	21	67.74	72	67.29
Upper - > 120%	6	19.36	21	19.63
Total	31	100.0	107	100.00

The preceding table indicates that approximately 13% of the total residential loan originations were made within moderate-income census tracts. Of the 107 originations in the Eau Claire MSA, 66 (mostly home improvement loans) were made by the bank. Approximately 9% of the bank’s originations were made within moderate-income census tracts. The distribution of the bank’s and combined mortgage originations in moderate-income census tracts is reasonable based upon the small number of total originations.

TABLE 1A

Combined Firststar Bank Wisconsin and FHMC 1996 HMDA-Reportable Originations by Median Family Income in Comparison to Eau Claire MSA Demographics				
Borrower Income Classification	# of Families	% of Families	Eau Claire MSA	
			# of Originations	% of Originations
Low - 0 to 49%	6,551	18.71	9	8.65
Moderate - 50 to 79%	6,372	18.19	10	9.62
Middle - 80 to 119%	8,974	26.62	35	33.65
Upper - > 120%	13,127	37.48	50	48.08
Total	35,024	100.0	104	100.00

The preceding table indicates that approximately 18% of total HMDA-reportable originations were made to low- and moderate-income borrowers. Of the 66 (mostly home improvement loans) bank originations, approximately 14% of originations were to low- and moderate-income borrowers. The distribution of the combined HMDA-reportable lending among low- and

moderate-income borrowers is again reasonable, based upon the relatively low number of total originations.

Small Business/Small Farm Loans

TABLE 2

Firststar Bank Wisconsin 1996 Small Business Loans - Eau Claire MSA				
Loan Product	# of Loans	% of Total # of Loans Made in this MSA	\$ Amount (000's)	% of Total Loan \$ Made in this MSA
Small Business Loans	138	4.99%	17,253	6.22%
Small Farm Loans	2	1.10%	166	1.70%
Loans in Moderate-income Geographies within the Eau Claire MSA				
Small Business Loans	30	21.74	4,702	27.25

The preceding table indicates that 4.99% of small business and 1.10% of small farm loans made within all assessment areas were in the Eau Claire MSA. Of the loans within the Eau Claire MSA, 21.74% of the number of small business loans, and 27.25% of the total dollar amount of small business loans were made in moderate-income census tracts.

Consumer Loans

The following table shows the distribution of the bank’s 1996 consumer lending results in the Eau Claire MSA, by census tract and borrower income level:

TABLE 3

Firststar Bank Wisconsin 1996 Consumer Originations by Geography Income in the Eau Claire MSA							
Census Tract Income Classification	Eau Claire MSA Lending						
	Credit Card	Home Equity	Motor Vehicle	Other Secured	Other Unsecured	# of Loans	% of Total
Low-Income	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Moderate-Income	26	11	66	12	4	119	7.35
Middle-Income	197	83	627	179	37	1,123	69.36
Upper-Income	104	44	175	31	23	377	23.29
Total	327	138	868	222	64	1,619	100.00

Firststar Bank Wisconsin 1996 Consumer Originations by Median Family Income and as a Percentage of Total Originations in Comparison to Eau Claire MSA Demographics

Borrower Income Classification	# of Families	% of Families	Eau Claire MSA Lending	
			# of Originations	% of Originations
Low-Income	6,551	18.71	271	18.73
Moderate-Income	6,372	18.19	282	19.49
Middle-Income	8,974	25.62	333	23.01
Upper-Income	13,127	37.48	561	38.77
Total	35,024	100.0	1,447	100.00

The preceding table shows that approximately 7% of the consumer loans were made within moderate-income census tracts, and approximately 38% of consumer loans were made to low- and moderate-income borrowers.

Community Development Lending

In 1996 and first-quarter of 1997, the bank made 14 community development loans (totaling \$1,872,000) in the Eau Claire MSA; this represents 1.69% of all community development loans. Two examples of community development loans are as follows:

Loan Amount	Community Development Purpose Loans
\$846,320	A Loan to restructure debt for a manufacturer that had ceased operations. The credit carries a 70% SBA guarantee and has resulted in saving 20 local jobs, some of which are held by low- and moderate-income individuals.
\$1,250,000 (2 loans)	A line of credit and a term loan to restructure guaranteed debt with the SBA and expand business.

One loan was made in the MSA under the bank’s interim financing program for those commercial firms with petroleum-contaminated sites under the State of Wisconsin’s PECFA program. In 1996, Firststar made 62 of these interim loans totaling \$6,567,500 in all assessment areas.

Community development lending within this assessment area also includes participation in government-sponsored or guaranteed lending programs other than the SBA, such as WHEDA and FSA; these programs also benefit small business owners and small farming operations. Lending within the Eau Claire assessment area in 1996 includes 8 loans totaling \$3,440,182.

The bank actively supports development within the Eau Claire assessment area by providing funds for economic improvement and revitalization through community development lending, including participation in government-guaranteed and sponsored lending programs and in lending to small businesses in anticipation of government funding through the bank’s PECFA program.

INVESTMENT AND SERVICE TESTS

Retail Services

There are five branches and one drive-up facility in the MSA; two of which are located in moderate-income census tracts, one is in a middle-income census tract, and two are located in upper-income census tracts. Four of the branches and the sole drive-up facility are located in Eau Claire; the fifth branch is located in Chippewa Falls. There are three full-service ATMs at branches; there are an additional two free-standing ATMs located in the assessment area.

Lobby hours, loan products and services are substantially similar at all branch locations. All five branches are full-service offices that offer similar credit products and services to meet the assessment area’s needs, including those branches located in moderate-income geographies. Access to retail services is reasonable for individuals of different incomes and for businesses and farms of different sizes.

Residents of the Eau Claire assessment area can also access Firststar Express, a 24-hour telephone banking service, in addition to the bank’s branch and ATM network. All retail products, including loans, are available through this service. Personal computer banking will also be available on June 1, 1997.

Community Development Services

The bank’s activities in providing services that promote community development were also reviewed. The following tables indicate qualified community development services for 1996:

Organization/Activity	Service Commitment	Description
Eau Claire City Center Development Corporation	24 hours of financial expertise	Organization administers a loan pool for businesses located in the center city.
Eau Claire Industrial Development Corporation	24 hours	Board member. Economic development organization -
Eau Claire Redevelopment Authority	24 hours, board member	Redevelopment of blighted areas, including school building and housing construction in low- and moderate-income areas.
Clearwater Redevelopment Corporation	24 hours - financial expertise	Organization targets a predominantly low- and moderate-income area for business improvement loans.

The preceding table demonstrates the bank’s efforts in providing financial support for the benefit of residents of moderate-income geographies and low- and moderate-income individuals, and small businesses within the Eau Claire MSA.

Investment Test

Investments that promote community development within the Eau Claire MSA were also reviewed. Three qualified investments were noted as follows:

Eau Claire		
Organization/Activity	Investment (\$)	Description
Hmong Mutual Assistance Association	600	Organization with a primary focus on serving low- and moderate-income individuals.
Eau Claire Area Industrial Development Corporation	20,000	1996/1997 commitment - economic development purpose - new business formation
Clearwater Development Corporation	1,000	Organization targets a predominantly low- and moderate-income area for business improvement loans.

The level of qualified community development investments including grants, and the bank’s responsiveness to community development needs within the Eau Claire MSA is reasonable. The bank’s responsiveness to community development investment and services needs within the MSA is considered generally strong, based upon the opportunities for community development investments and services available within the MSA.

CONCLUSIONS - EAU CLAIRE MSA

Bank consumer lending demonstrates strong penetration among low- and moderate-income borrowers. An analysis of small business/small farm and consumer lending indicated reasonable penetration levels in moderate-income geographies. Mortgage lending activity reflects reasonable originations with low- and moderate-income borrowers. Community development lending, community development investments, and services are significant and benefit low- and moderate-income individuals. Participation in government sponsored lending is reasonable.

Branch accessibility and the delivery system for retail products and services are effective in meeting the needs of the MSA. Community representatives indicated that the local economy has improved significantly over the past decade; the present economy is strong with significant lending opportunities and competition among financial institutions.

DESCRIPTION OF INSTITUTION'S OPERATIONS IN THE JANESVILLE MSA:

The Janesville MSA, with an estimated population of 139,510, is comprised of 34 census tracts. One of the census tracts or 2.9% is low-income; five or 14.7% are moderate-income; 23 or 67.7% are middle-income; and five or 14.7% are upper-income. Approximately 7.4% of the families in all assessment areas reside in the Janesville MSA. The median family income for the MSA is \$35,605 and the median household income is \$30,633. Approximately 7.8% of the families in the MSA are below the poverty level.

According to 1990 census data, 64.9% of the 54,840 housing units in the MSA are owner-occupied, 30.3% are rental units, 4.7% are vacant and 80 units are boarded-up. Multi-family units in the MSA totaled 4,855 or 8.9%. The MSA median household value is \$52,458 and the median monthly rental cost is \$387. The numbers of owner-occupied housing units in low- and moderate-income census tracts are 76 and 3,791, respectively.

Deposits within the Janesville assessment area represent 0.3% and 0.2%, respectively, of the total number and dollar amount of Firststar Bank Wisconsin deposits.

The assessment area includes the following communities: Janesville, Beloit, Edgerton and Milton.

Community representatives indicate that the local economy is strong; there is a labor shortage of qualified individuals. A General Motors plant and automobile-related industries employ 10,000 individuals; a number of diversified companies provide additional employment opportunities. There has been steady growth in housing starts over the past few years, mostly single family and duplex structures.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN THE JANESVILLE MSA:

Lending Test

Geographic Distribution and Borrower Characteristics

The combined bank and affiliate consumer, mortgage, small business/small farm and community development lending within the Janesville MSA was reviewed. The following tables summarize the geographic distribution and borrower characteristics of loans within the MSA. Table 1 summarizes Firststar Bank Wisconsin and FHMC's combined 1996 HMDA-reportable lending; Table 2 summarizes small business and small farm lending; Table 3 details consumer lending; and Table 4 summarizes community development lending.

The distribution of the bank and FHMC’s 1996 HMDA loan originations within the Janesville MSA, by geographic and borrower income level, is as follows:

TABLE 1

Combined Firstar Bank Wisconsin and FHMC 1996 HMDA-Reportable Originations by Geography Income in Comparison to Janesville MSA Demographics				
Census Tract Income Classification	# of Census Tracts	% of Census Tracts	Janesville MSA Lending	
			# of Originations	% of Total Originations
Low - 0 to 49%	1	2.94	0	0.00
Moderate - 50 to 79%	5	14.71	4	5.63
Middle - 80 to 119%	23	67.64	47	66.20
Upper - > 120%	5	14.71	20	28.17
Total	34	100.0	71	100.00

The preceding table indicates that approximately 6% of the total residential loan originations, were made within moderate-income census tracts. Of the 71 originations in the Janesville MSA, 6 (mostly home improvement loans) were made by the bank. None of the bank’s originations were made within moderate-income census tracts. The distribution of the combined lending in moderate-income census tracts is somewhat inconsistent with area demographics, but is consistent with a relatively small number of total originations and a limited presence in the Janesville MSA.

TABLE 1A

Combined Firstar Bank Wisconsin and FHMC 1996 HMDA-Reportable Originations by Median Family Income in Comparison to Janesville MSA Demographics				
Borrower Income Classification	# of Families	% of Families	Janesville MSA Lending	
			# of Originations	% of Originations
Low - 0 to 49%	6,884	18.23	1	1.41
Moderate - 50 to 79%	6,976	18.47	13	18.31
Middle - 80 to 119%	10,031	26.56	24	33.80
Upper - > 120%	13,876	36.74	33	46.48
Total	37,767	100.0	71	100.00

The preceding table indicates that approximately 20% of the total residential loan originations were to low- and moderate-income borrowers. Of the 6 (mostly home improvement loans) were made by the bank, one of the originations was to a low- or moderate-income borrower. The

distribution of the combined lending is somewhat stronger when borrower income is compared to the lending in low- and moderate-income census tracts; nevertheless, lending to low- and moderate-income borrowers is somewhat inconsistent with area demographics. However, the relatively small number of total originations and the bank’s limited presence in the MSA are mitigating factors.

Small Business/Small Farm Loans

TABLE 2

Firststar Bank Wisconsin 1996 Small Business Loans - Janesville MSA				
Loan Product	# of Loans	% of Total # of Loans Made in this MSA	\$ Amount (000's)	% of Total Loan \$ Made in this MSA
Small Business Loans	29	1.05%	5,299	1.90%
Loans in Low- and Moderate-income geographies within the Janesville MSA				
Small Business Loans	2	6.90	121	2.28

The preceding table indicates that 1.05% of the bank’s total small business loans made within the assessment areas were originated in the Janesville MSA. Of the lending within the Janesville MSA, 6.90% of the number of small business loans and 2.28% of the total dollar amount of loans were made in low- and moderate-income census tracts.

Consumer Loans

The following table summarizes the distribution of the bank’s 1996 consumer lending in the Janesville MSA, by census tracts and borrower income level:

TABLE 3

Firststar Bank Wisconsin 1996 Consumer Originations by Geography Income in Comparison to Janesville MSA Demographics							
Census Tract Income Classification	Janesville MSA Lending						
	Credit Card	Home Equity	Motor Vehicle	Other Secured	Other Unsecured	# of Loans	% of Total
Low-Income	1	0	2	0	0	3	0.91
Moderate-Income	1	4	21	1	0	27	8.16
Middle-Income	17	25	128	16	11	197	59.51
Upper-Income	12	16	61	3	12	104	31.42
Total	31	45	212	20	23	331	100.00

Firststar Bank Wisconsin 1996 Consumer Originations by Median Family Income in the Janesville MSA				
Borrower Income Classification	# of Families	% of Families	Janesville MSA Lending	
			# of Originations	% of Originations
Low-Income	6,884	18.23	35	11.74
Moderate-Income	6,976	18.47	62	20.81
Middle-Income	10,031	26.56	95	31.88
Upper-Income	13,876	36.74	106	35.57
Total	37,767	100.0	298	100.00

The preceding table shows that approximately 9% of the consumer loans were made within low- and moderate-income census tracts, and approximately 33% of consumer loans were made to low- and moderate-income borrowers.

Community Development Lending

In 1996 and first-quarter of 1997, the bank made two community development loans (totaling \$225,000) in the Janesville MSA. This represents 0.24% of all community development loans. Two examples of community development loans are as follows:

TABLE 4

Loan Amount	Community Development Purpose Loans
\$100,000	A loan to rehabilitate mixed use property in a low-income geography in downtown Janesville.
\$100,000	A refinancing of a loan to expand a downtown restaurant. The establishment employs a significant number of low- and moderate-income residents.

Seven loans were made in the assessment area in 1996 under the bank’s interim financing program for those commercial firms with petroleum-contaminated sites under the State of Wisconsin’s PECFA program. In 1996, Firststar Bank Wisconsin made 62 of these interim loans totaling \$6,567,500 in all assessment areas.

The bank actively supports development within this assessment area by providing funds for economic improvement and revitalization through community development loans, including participation in lending to small businesses in anticipation of government funding through the PECFA program.

INVESTMENT AND SERVICE TESTS

Retail Services

The bank’s sole branch is in Janesville in a middle-income geography; a full-service ATM is also located at this branch.

All Firststar Bank Wisconsin branch locations are full-service; this branch offers products consistent with other branches in an effort to meet the assessment area’s needs. Access to retail services is reasonable for individuals of different incomes and for businesses and farms of different sizes.

Residents of this assessment area can also access Firststar Express, the bank’s 24-hour telephone banking service, in addition to the bank’s branch and ATM network. All retail products, including loans, are available through this service. Personal computer banking will also be available on June 1, 1997.

Community Development Services

The bank’s activities in providing services that promote community development were also reviewed; the following table details community development services for 1996:

Organization/Activity	Service Commitment	Description
Forward Janesville	24 hours	Serve on venture grant committee - Organization promotes downtown Janesville
Home Buyers Seminar	8 hours	First time home buyers

Investment Test

Investments that promote community development within the MSA were also reviewed. Two qualified investments were noted as follows:

Janesville		
Organization/Activity	Investment (\$)	Description
Building Janesville Tomorrow	10,000	Campaign with the YMCA to build a new facility to serve primarily low- and moderate-income families.
Forward Janesville	5,000	Funds earmarked to rehabilitate downtown Janesville, a low- and moderate-income area.

The level of qualified community development investments and grants, and the bank’s responsiveness to community development needs within the Janesville MSA are reasonable. The bank’s responsiveness to community development investment and services needs within the MSA

is considered generally strong, given the opportunities for community development investments and services available within the MSA and the bank's limited presence in the MSA.

CONCLUSIONS - JANESVILLE MSA

Bank lending volume in this assessment area is consistent with the bank's short period of operation in the MSA; the bank's sole branch in this MSA opened on June 4, 1996. The bank's penetration in low- and moderate-income geographies was weak; however, this is reflective of the bank's short period of operation in the MSA. Consumer lending among low- and moderate-income borrowers is significant. Mortgage lending in low- and moderate-income census tracts is relatively strong. The distribution of small business and consumer loans indicated a reasonable penetration in low- and moderate-income geographies. Community development lending activity was responsive to area credit needs.

The bank had reasonable activity in community development investments and services. The decision to open a branch in this MSA demonstrates the bank's willingness to meet area credit needs. The branch and other delivery systems for retail credit products and services are accessible and meet the needs of the community.

DESCRIPTION OF INSTITUTION'S OPERATIONS IN THE MANITOWOC AREA:

This is the sole assessment area which contains MSA and non-metropolitan geographies. The Manitowoc portion of the assessment areas includes four census tracts from the Appleton-Oshkosh-Neenah MSA, and 19 geographies within Manitowoc County. The assessment area includes all of Manitowoc County and a portion of Calumet County. Major cities within the assessment area include Two Rivers, Manitowoc, Kiel and New Holstein.

The Manitowoc area, with an estimated population of 98,227, is comprised of 23 geographies. Nineteen geographies or 82.6% are middle-income and 4 or 17.4% are upper-income; there are no low- or moderate-income geographies. Approximately 5.2% of the families in all assessment areas reside in the Manitowoc area. The median family income for the area is \$33,633 and the median household income is \$28,091.

According to housing data, 71.0% of the 38,223 housing units in the area are owner-occupied, 24.0% are rental units, 5.0% are vacant and 28 units are boarded-up. Multi-family units in the MSA totaled 2,296 or 6.0%. The median household value for the area is \$49,948 and the median monthly rental cost is \$295.

Deposits within the Manitowoc assessment area represent 6.0% and 4.1%, respectively, of the total number and dollar amount of Firstar Bank Wisconsin deposits.

Community representatives indicated that the area economy has greatly improved over the last 10 years; building permits are rising and unemployment has decreased to less than 4.0%. Demand for housing is strong and demand for small business and community development loans is strong; small businesses are expanding. Financial institutions are meeting the needs of the community.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN THE MANITOWOC ASSESSMENT AREA:**LENDING TEST****Geographic Distribution and Borrower Characteristics**

The bank's lending within this assessment area was reviewed separately, by product line. Bank and FHMC 1996 HMDA-reportable mortgage lending indicated that 14 loans were made in the four census tracts that are part of the Appleton-Oshkosh-Neenah MSA. Of the four loans originated within the census tracts, all were in middle-income tracts. On a borrower income basis, three loans were originated to moderate-income borrowers, five to middle-income borrowers, and six to upper-income borrowers.

The following tables indicate bank lending within the MSA by loan product distribution and borrower characteristics based upon 1990 census data. Table 1 summarizes small business and small farm lending; Table 2 details consumer lending; and Table 3 summarizes community development lending. The tables compare lending in the area (including four tracts in the MSA portion) to 1990 census data:

Table 1

Firststar Bank Wisconsin 1996 Small Business Loans - Manitowoc AA				
Loan Product	# of Loans	% of Total # of Loans Made in this MSA	\$ Amount (000's)	% of Total Loan \$ Made in this MSA
Small Business Loans	141	5.10%	12,694	4.57%
Small Farm Loans	31	17.03%	3,639	37.08%

The preceding table indicates that 5.10% of the total number of small business loans and 17.03% of the total number of small farm loans that the bank made within all assessment areas were in the Manitowoc assessment area.

Consumer Loans

The following table details the distribution of the bank’s 1996 consumer lending in the Manitowoc area, by census tract/BNA and borrower income level:

Table 2

Firststar Bank Wisconsin 1996 Consumer Originations by Geography Income in the Manitowoc Assessment Area							
Census Tract Income Classification	Manitowoc Area Lending						
	Credit Card	Home Equity	Motor Vehicle	Other Secured	Other Unsecured	# of Loans	% of Total
Low-Income	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Moderate-Income	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Middle-Income	324	358	600	112	61	1,455	81.01
Upper-Income	65	105	131	18	22	341	18.99
Total	389	463	731	130	83	1,796	100.00

Firststar Bank Wisconsin 1996 Consumer Originations by Median Family Income in Comparison to Manitowoc Area Demographics				
Borrower Income Classification	# of Families	% of Families	Manitowoc Area Lending	
			# of Originations	% of Originations
Low-Income	3,578	13.53	259	15.87
Moderate-Income	4,697	17.76	374	22.92
Middle-Income	7,564	28.60	378	23.16
Upper-Income	10,609	40.11	621	38.05
Total	26,448	100.0	1,632	100.00

The preceding table shows that approximately 39% of consumer loans were made to low- and moderate-income borrowers. There are no low- or moderate-income geographies in the Manitowoc assessment area.

Community Development Lending

In 1996 and in first quarter of 1997, the bank made 79 community development loans (totaling \$3,387,000) in the Manitowoc area. This represents 9.52% of the bank’s total community development loans; examples of two community development loans are as follows:

Loan Amount	Community Development Loans
\$75,000	A revolving line of credit used to acquire and rehabilitate single family dwellings by a non-profit organization. Upon completion, the dwellings are sold to low-income families. Credit is guaranteed by Wisconsin Association of Self-help Executive Directors.
\$6,600,000	A series of loans for a farm equipment business expansion in a rural area. Credits are partially guaranteed through the FSA.

Community development lending within this assessment area also includes participation in government-sponsored or guaranteed lending programs other than FSA; these programs include WHEDA and SBA. Lending within the Manitowoc assessment area in 1996 includes 47 loans totaling \$8,385,018; this represents the largest number and the third highest dollar amount of government-sponsored or guaranteed loans made by the bank in 1996.

The bank actively supports development within the Manitowoc assessment area by providing funds for economic improvement and revitalization through community development loans, including participation in government-guaranteed and sponsored lending programs. The community development loans in the preceding table demonstrate the bank’s support for affordable housing and small businesses in the Manitowoc area.

INVESTMENT AND SERVICE TESTS

Retail Services

There are two branches that serve this area, one in Manitowoc and one in Two Rivers; both are located in middle-income geographies. Both branches also feature full-service ATMs.

Lobby hours, loan products and services are substantially similar at both branch locations. Both branch locations are full-service; branches offer credit products and services to meet the assessment area’s needs, including individuals of different incomes and businesses and farms of different sizes.

Residents of this assessment area can also access Firststar Express, a 24-hour telephone banking service, in addition to the bank’s branch and ATM network. All retail products, including loans, are available through this service; personal computer banking will also be available on June 1, 1997.

Community Development Services

The bank’s activities in providing services that promote community development were also reviewed. The following table shows qualified community development services for 1996:

Organization/Activity	Service Commitment	Description
Main Street Program	10 hrs/ year	Revitalize downtown

The preceding table demonstrates an adequate level of community development services, with a focus on economic development.

Investments

The bank’s investments including grants that promote community development were also reviewed. One qualified investment was noted, a donation valued at \$2,270 to an organization that provides food for a primarily low- and moderate-income population.

The level of qualified community development investments and grants, and the bank’s responsiveness to community development needs within the Manitowoc MSA is reasonable. The bank’s responsiveness to community development investment and services needs within this MSA is considered adequate, based upon the investment and services opportunities available within this MSA.

CONCLUSIONS - MANITOWOC AREA

Bank products and services are consistent with area credit needs. The volume of consumer lending to low- and moderate-income individuals is strong. Significant activity was noted in the use of government-sponsored lending programs to benefit small farm and small business owners; this indicates the bank's responsiveness to assessment area credit needs. The number of community development loans represents a significant portion of the bank's total of community development loans in all assessment areas. Community development lending demonstrates strong support for affordable housing and small businesses and small farm owners.

Investments which support community development and community development services are adequate. The delivery system for retail credit products and services are reasonable and meet the needs of this assessment area.

DESCRIPTION OF INSTITUTION'S OPERATIONS IN THE WAUSAU MSA:

The Wausau MSA, with an estimated population of 115,400, is comprised of 27 census tracts, all within Marathon County. Two census tracts or 7.4% are moderate-income; 23 or 85.2% are middle-income; and 2 or 7.4% are upper-income. There are no low-income census tracts. Approximately 6.1% of the families in all assessment areas reside in the Wausau MSA. The median family income for the MSA is \$34,988 and the median household income is \$30,143. Approximately 5.5% of the families in the MSA have incomes below the poverty level.

According to 1990 census data, 70.9% of the 43,774 housing units in the MSA are owner-occupied, 24.0% are rental units, 5.1% are vacant and 41 units are boarded-up. Multi-family units in the MSA totaled 3,200 or 7.3%. The MSA median household value is \$54,643, and the median monthly rental cost is \$365. The number of owner-occupied housing units in moderate-income census tracts is 1,392.

Deposits within the Wausau assessment area represent 4.1% and 2.6%, respectively of the total number and dollar amount of Firststar Bank Wisconsin deposits.

Major cities within Marathon County include Mosinee, Rothschild, Wausau and Schofield.

Community representatives indicate that population growth is steady at this time. There has been rapid growth in the more heavily populated cities in Marathon County and in two adjacent counties. There has been growth in housing construction and rehabilitation; retail businesses, small businesses and manufacturing firms have also contributed to the growth. A highly competitive environment exists for financial institutions; one representative related that some of the regional institutions have provided financing for commercial, farm and community development projects. Overall, financial institutions are meeting the credit needs of the communities they serve.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN THE WAUSAU MSA:

LENDING TEST

Geographic Distribution and Borrower Characteristics

Bank lending within the Wausau MSA was reviewed by product line. The following tables detail the geographic distribution and borrower characteristics of loans within the MSA, by loan type and in comparison to 1990 census data. Table 1 summarizes Firststar Bank Wisconsin and FHMC's combined 1996 HMDA-reportable lending; Table 2 details small business/small farm lending; Table 3 summarizes consumer lending; and Table 4 summarizes community development lending.

The distribution of the Bank and FHMC’s 1996 HMDA-reportable originations within the Wausau MSA, by census tract and borrower income level, is as follows:

TABLE 1

Combined Firstar Bank Wisconsin and FHMC 1996 HMDA-reportable Originations by Geography Income in Comparison to Wausau MSA Demographics				
Census Tract Income Classification	# of Census Tracts	% of Census Tracts	Wausau MSA Lending	
			# of Originations	% of Total Originations
Low - 0 to 49%	0	0.00	n/a	n/a
Moderate - 50 to 79%	2	7.41	13	4.36
Middle - 80 to 119%	23	85.18	236	79.19
Upper - > 120%	2	7.41	49	16.45
Total	27	100.0	298	100.00

The preceding table shows that approximately 4% of total residential loan originations were within moderate-income census tracts. Of the 298 originations in the Wausau MSA, 82 (mostly home improvement loans) were made by the bank. Approximately 4% of loan originations were made within moderate-income census tracts. The distribution of the bank’s home improvement loans in moderate-income census tracts is not inconsistent with the combined lending levels in all assessment areas.

TABLE 1A

Combined Firstar Bank Wisconsin and FHMC 1996 HMDA-Reportable Originations by Median Family Income in Comparison to Wausau MSA Demographics				
Borrower Income Classification	# of Families	% of Families	Wausau MSA Lending	
			# of Originations	% of Originations
Low - 0 to 49%	5,187	16.68	12	4.03
Moderate - 50 to 79%	5,942	19.11	58	19.46
Middle - 80 to 119%	8,679	27.91	95	31.88
Upper - > 120%	11,284	36.30	133	44.63
Total	31,092	100.0	298	100.00

The preceding table indicates approximately 24% of the total residential loan originations were to low- and moderate-income borrowers. Of the 298 originations in the Wausau MSA, 82 (mostly home improvement loans) were made by the bank. Approximately 19% were

made to low- and moderate-income borrowers. This loan distribution is generally strong in comparison to assessment area demographics and in consideration of information provided by community representatives.

Small Business/Small Farm Loans

TABLE 2

Firstar Bank Wisconsin 1996 Small Business and Small Farm Loans - Wausau MSA				
Loan Product	# of Loans	% of Total # of Loans Made in this MSA	\$ Amount (000's)	% of Total Loan \$ Made in this MSA
Small Business Loans	169	6.12%	13,769	4.96%
Small Farm Loans	20	10.99%	574	5.85%
Loans in Moderate-income geographies within the Wausau MSA				
Small Business Loans	21	12.43	1,169	8.49

The preceding table indicates that 6.12% of small business and 10.99% of small farm loans made within all assessment areas were originated in the Wausau MSA. Of the lending within the Wausau MSA, 12.43% of small business loans and 8.49% of the loan dollars were made in moderate-income census tracts.

Consumer Loans

The following table shows the distribution of the bank’s 1996 consumer lending in the Wausau MSA, by census tract and borrower income level:

TABLE 3

Firstar Bank Wisconsin 1996 Consumer Originations by Geography Income in the Wausau MSA							
Census Tract Income Classification	Wausau MSA Lending						
	Credit Card	Home Equity	Motor Vehicle	Other Secured	Other Unsecured	# of Loans	% of Total
Low-Income	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Moderate-Income	16	10	31	9	7	73	5.53
Middle-Income	252	230	355	108	86	1,031	78.05
Upper-Income	63	73	53	8	20	217	16.43
Total	331	313	439	125	113	1,321	100.00

Firststar Bank Wisconsin 1996 Consumer Originations by Median Family Income in Comparison to Wausau MSA Demographics				
Borrower Income Classification	# of Families	% of Families	Wausau MSA Lending	
			# of Originations	% of Originations
Low-Income	5,187	16.68	203	17.09
Moderate-Income	5,942	19.11	301	25.34
Middle-Income	8,679	27.91	292	24.57
Upper-Income	11,284	36.30	392	33.00
Total	31,092	100.0	1,188	100.00

The preceding table shows that approximately 6% of the consumer loans were made within moderate-income census tracts, and approximately 42% of consumer loans were to low- and moderate-income borrowers. There are no low-income census tracts in the Wausau MSA.

Community Development Lending

In 1996 and first-quarter of 1997, bank records indicate that the bank made 136 community development loans (totaling \$6,482,000) in the Wausau MSA. This represents 16.39% of all community development loans. Examples of two of these loans are as follows:

TABLE 4

Loan Amount	Community Development Purpose Loans
\$40,000	A loan to finance a business start-up. Additional funding obtained from a local community development revolving loan fund. Business will create five low-income job positions.
\$3,100,000	An operating and expansion loan funding an elderly care facility that focuses 70% of its resources to low- and moderate-income elderly persons.

In addition to a high volume of community development lending, the preceding table demonstrates the bank’s willingness to provide business start-up financing, and funds in support of elderly, low-income individuals.

Seven loans under the bank’s interim financing program for those commercial firms with petroleum-contaminated sites under the State of Wisconsin’s PECFA program were made in the Wausau assessment area. In 1996, Firststar made 62 of these interim loans totaling \$6,567,500 in all assessment areas.

Community development lending within this assessment area also includes participation in government-sponsored or guaranteed lending programs such as WHEDA, FSA and SBA; these benefit small business owners and small farming operations. This type of lending within this assessment area in 1996 includes 3 loans totaling \$250,000.

The bank actively supports development within the Wausau assessment area by providing funds for economic improvement and revitalization through community development loans, including participation in government-guaranteed and sponsored lending programs and in lending to small businesses in anticipation of government funding through the bank's PECFA program.

INVESTMENT AND SERVICE TESTS

Retail Services

Five branches serve this MSA; one of which is located in a moderate-income geography. Three branches are located in Wausau, with one each in Athens and Schofield. There are four full-service ATMs located at branch sites.

Lobby hours, loan products and services are substantially similar at all Firststar Bank Wisconsin branch locations. Each of the five branch locations is full-service; branches offer credit products and services to meet the assessment area's needs, including residents of moderate-income census tracts and individuals of different incomes and for businesses and farms of different sizes.

Residents of the Wausau assessment area can also access Firststar Express, a 24-hour telephone banking service, in addition to the bank's branch and ATM network. All retail products, including loans, are available through this service; personal computer banking will also be available on June 1, 1997.

Community Development Services

The bank's activities in providing services that promote community development were reviewed. Qualified community development services for 1996 included 18 hours of time to work with Central Wausau Progress to revitalize downtown Wausau; downtown Wausau is a low- and moderate-income area. This service demonstrates a generally strong level of community development services, with a focus on economic development.

Investments

The bank’s investments including grants that promote community development were also reviewed. Four qualified investment were noted, as detailed in the following chart:

Wausau		
Organization/Activity	Investment (\$)	Description
Habitat for Humanity	500	Contribution for the construction of low- and moderate-income housing.
Opportunity Development Center	1,250	Capital contribution to organization that provides job training for handicapped individuals.
Hmong Association	1,000	Organization that serves a primarily low- and moderate-income population.
Homme Youth Center	500	Contribution to a center that serves approximately 70% low- and moderate-income families.

The preceding table shows that the bank provides investments to community development organizations that support affordable housing and other services for low- and moderate-income individuals.

The level of qualified community development investments including grants, and the bank’s responsiveness to community development needs within the Wausau MSA is reasonable. The bank’s responsiveness to community development investment and services needs within this MSA is considered generally strong, based upon the investment and services opportunities available within this MSA.

CONCLUSION - WAUSAU MSA

Economic activity in the Wausau assessment area is strong, according to community representatives; there has been growth in all segments of the local economy. These representatives indicated that financial institutions are meeting the needs of the community, overall.

Mortgage lending within the Wausau MSA was strong; however, penetration in moderate-income census tracts and the distribution of loans among low- and moderate-income borrowers was marginally acceptable. Strong consumer lending to low- and moderate-income borrowers was noted. Small business lending is strong and demonstrates reasonable penetration levels in moderate-income census tracts. The level of community development lending is strong, promoting employment opportunities for low-income individuals and community development services for low-income, elderly residents.

Significant community development investment activity supported affordable housing and organizations that provide services for low- and moderate-income residents was also noted. Community development services target revitalization of moderate-income areas. The bank’s

retail branches are accessible and the delivery system for retail credit products and services is consistent with area credit needs, including those in moderate-income areas.

NON-METROPOLITAN ASSESSMENT AREAS

DESCRIPTION OF INSTITUTION'S OPERATIONS IN WISCONSIN

There are five non-metropolitan assessment areas: Fond du Lac, Grantsburg/Rice Lake/Menomonie, Minocqua, Portage and Wisconsin Rapids. There are a total of 150 geographies in the five assessment areas: one low-income, 19 moderate-income, 116 middle-income and 14 upper-income. Twenty-nine of the bank's 61 branches (47.5%) are located in the following non-metropolitan assessment areas: Portage - 2, Fond du Lac - 7, Wautoma - 1, Minocqua - 3, Wisconsin Rapids - 5, Menomonie - 1 (opened March 25, 1996), Rice Lake - 4, Grantsburg - 6. There are no branches located in low- and moderate-income geographies. There are a total of 33 ATMs located in the non-metropolitan assessment areas, 18 are located at branches and 15 are free-standing ATMs located throughout the areas.

The non-metropolitan assessment areas have a total population of 517,169 (comprising 26.28% of the total assessment area population). Approximately 27.0% of the families in all assessment areas reside in the non-metropolitan assessment areas. There are 239,051 housing units in the areas; 58.5% of which are owner-occupied, 21.5% are renter-occupied, and 20.0% are vacant units. The high vacancy rate is due to the significant number of vacation homes in the assessment areas.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN THE FOND DU LAC ASSESSMENT AREA:

There are a total of 57 BNAs in the Fond du Lac assessment area; 1 is moderate-, 47 are middle- and 9 are upper-income BNAs. Communities in the assessment area include Fond du Lac, Ripon and Waupan.

Deposits within this assessment area represent 9.5% and 6.9%, respectively of the total number and dollar amount of Firststar Bank Wisconsin deposits.

Community representatives indicate that Fond du Lac County has unemployment at low levels and has had moderate population growth. One representative also indicated that specific community development efforts have focused on the recruitment of small businesses to the area.

LENDING TEST

Geographic Distribution and Borrower Characteristics

The bank’s lending performance within the non-metropolitan assessment areas was reviewed by product lines, in comparison to 1990 census data. Table 1 summarizes Firststar Bank

Wisconsin and FHMC’s combined 1996 mortgage lending; Table 2 details small business/small farm lending; Table 3 summarizes consumer lending; and Table 4 details community development lending.

The distribution of the bank and FHMC’s 1996 mortgage originations within the Fond du Lac assessment area, by geographic and borrower income level, is as follows:

TABLE 1

Combined Firststar Bank Wisconsin and FHMC 1996 Mortgage Originations by Geography Income and as a Percentage of Total Originations in Comparison to Fond du Lac Demographics				
Geography Income Classification	# of Geographies	% of Geographies	Fond du Lac Area Lending	
			# of Originations	% of Total Originations
Low - 0 to 49%	0	0.00	n/a	n/a
Moderate - 50 to 79%	1	1.82	4	0.96
Middle - 80 to 119%	45	81.82	272	65.54
Upper - > 120%	9	16.36	139	33.50
Total	55	100.0	415	100.00

Combined Firstar Bank Wisconsin and FHMC 1996 Mortgage Originations by Median Family Income and as a Percentage of Total Originations in Comparison to Fond du Lac Area Demographics				
Borrower Income Classification	# of Families	% of Families	Fond du Lac Area Lending	
			# of Originations	% of Originations
Low - 0 to 49%	7,353	13.59	9	2.19
Moderate - 50 to 79%	9,643	17.82	75	18.25
Middle - 80 to 119%	14,297	26.43	117	28.47
Upper - > 120%	22,807	42.16	210	51.09
Total	54,100	100.0	411	100.00

The preceding table shows that of the total residential loan originations, approximately 1% were made within the sole moderate-income geography; approximately 20% were to low- and moderate-income borrowers.

Small Business/Small Farm Loans

TABLE 2

Firstar Bank Wisconsin 1996 Small Business and Small Farm Loans - Fond du Lac AA				
Loan Product	# of Loans	% of Total # of Loans Made in this AA	\$ Amount (000's)	% of Total Loan \$ Made in this AA
Small Business Loans	436	15.78%	34,467	12.42%
Small Farm Loans	24	13.17%	1,601	16.31%
Loans in Moderate-income geographies within the Fond du Lac Assessment Area				
Small Business Loans	14	3.21	545	1.58

The preceding table shows that 15.78% of the bank's total small business loans and 13.17% of the small farm loans made within all assessment areas were in the Fond du Lac area. Of the loans within the Fond du Lac area, 3.21% of the number and 1.58% of the dollar amount of small business loans were made in the sole moderate-income geography.

Consumer Loans

The following table summarizes the distribution of the bank's 1996 consumer lending in the Fond du Lac area, by geography and borrower level:

TABLE 3

Firstar Bank Wisconsin 1996 Consumer Originations by Geography Income in the Fond du Lac Assessment Area							
Census Tract Income Classification	Fond du Lac Area Lending						
	Credit Card	Home Equity	Motor Vehicle	Other Secured	Other Unsecured	# of Loans	% of Total
Low-Income	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Moderate-Income	3	0	8	0	1	12	0.33
Middle-Income	382	571	1,325	215	170	2,663	73.02
Upper-Income	192	251	388	60	81	972	26.65
Total	577	822	1,721	275	252	3,647	100.00

Firstar Bank Wisconsin 1996 Consumer Originations by Median Family Income in Comparison to Fond du Lac Area Demographics				
Borrower Income Classification	# of Families	% of Families	Fond du Lac Area Lending	
			# of Originations	% of Originations
Low-Income	7,353	13.59	437	13.55
Moderate-Income	9,643	17.82	743	23.05
Middle-Income	14,297	26.43	870	26.99
Upper-Income	22,807	42.16	1,174	36.41
Total	54,100	100.0	3,224	100.00

The preceding table shows that approximately 0.33% of the loans were within the sole moderate-income geography, and approximately 37% of consumer loans were to low- and moderate-income borrowers.

Community Development Lending

In 1996 and first-quarter 1997, the bank made 75 community development loans (totaling \$4,188,000) in the Fond du Lac area. This represents 9.04% of all community development loans; examples of community development loans are as follows:

TABLE 4

Loan Amount	Community Development Purpose Loans
\$1,012,000	A loan to fund expansion for a day-care center targeted towards low- and moderate-income individuals attempting to transfer from public welfare to the work force. The project created 11 new jobs, including several for low- and moderate-income residents.
\$185,000	A loan to finance expansion of an automotive repair business located in a locally targeted area serving low- and moderate-income individuals.

Eight loans were made under the bank’s interim financing program for those commercial firms with petroleum-contaminated sites under the State of Wisconsin’s PECFA program. In 1996, Firststar made 62 of these interim loans totaling \$6,567,500 in all assessment areas.

Community development lending within this assessment area also includes participation in government-sponsored or guaranteed lending programs such as WHEDA, FSA and SBA; these benefit small business owners and small farming operations. This type of community development lending within the Fond du Lac assessment area in 1996 includes 26 loans totaling \$7,708,056.

The bank actively supports development within the Fond du Lac assessment area, providing funds for economic improvement and revitalization through community development loans, including participation in government-guaranteed and sponsored lending programs. In addition, lending to small businesses in anticipation of government funding through the bank’s PECFA program is significant.

INVESTMENT AND SERVICE TESTS

Retail Services

There are seven branches in the Fond du Lac assessment area; one in Ripon, one in Eldorado, one in Princeton, two in Fond du Lac and one in North Fond du Lac. All branches are located in middle- or upper-income geographies.

Lobby hours, loan products and services are substantially similar at all Firststar Bank Wisconsin branch locations. Each of these seven branch locations is full-service; branches offer credit products and services to meet the assessment area’s needs, including needs of individuals of different incomes and needs of businesses and farms of different sizes.

Residents of this assessment area can also access Firststar Express, a 24-hour telephone banking service, in addition to the bank’s branch and ATM network. All retail products, including loans, are available through this service. personal computer banking will also be available on June 1, 1997.

Community Development Services

The bank’s activities in providing services that promote community development were also reviewed. The following tables show qualified community development services for 1996:

Organization/Activity	Service Commitment	Description
Financial Aid Workshop	4 hours	Seminar for low- and moderate-income individuals on how to procure financial assistance for schooling costs.
Home Ownership Seminars	90 hours	Discussions with employees (primarily low- and moderate income) of local firms about home ownership.
Ripon City Loan Review Board	36 hours, loan review board	The board administers a state grant used for revitalizing areas targeted by local government.
Family Health La Clinica	10 hours	Committee member working to provide medical services on a sliding scale to low- and moderate-income individuals.
Horicon Economic Development Corporation	36 hours, board member	Organization determined a need for affordable elderly housing and is formulating a strategy to meet the need.

These services demonstrate the bank’s support for organizations that benefit low- and moderate-income individuals, provide affordable housing and support revitalization. Services are noteworthy, as they assist organizations involved in providing services for low- and moderate-income individuals.

Investment Test

The bank’s investments including grants that promote community development were also reviewed. Two qualified investment were noted, as detailed in the following chart:

Fond du Lac		
Organization/Activity	Investment (\$)	Description
Boys & Girls Club	200	Group gears services to low- and moderate-income children.
Community Development Block Grant	100	Annual contribution for rehabilitation of low- and moderate-income housing units.

The preceding table shows that the bank provides investments to community development organizations that support affordable housing and other services for low- and moderate-income

individuals.

The level of qualified community development investments, including grants and the bank's responsiveness to community development needs within this MSA, is reasonable. The bank's responsiveness to community development investment and services needs within this MSA is considered generally strong, based upon the investment and services opportunities available within the Fond du Lac assessment area.

CONCLUSION WITH RESPECT TO PERFORMANCE TESTS IN THE GRANTSBURG/RICE LAKE/MENOMONIE ASSESSMENT AREA

The assessment area consists of all of Burnett, Barron, Dunn and Pepin Counties in northwestern Wisconsin and portions of Polk and Washburn Counties. The assessment area contains 43 BNAs; 13 are moderate-income and 30 are middle-income. Major cities in the assessment area include Cumberland, Rice Lake, Menomonie, Durand, Spooner, Grantsburg and Barron.

Deposits within this assessment area represent 7.6% and 5.7%, respectively of the total number and dollar amount of Firststar Bank Wisconsin deposits.

Community representatives indicated that the area has a strong economy; the local economy relies on tourism, health care and industrial firms to provide employment opportunities. One representative indicated a continuing need for small business credit; overall, financial institutions meet the credit needs of the area.

LENDING TEST

Geographic Distribution and Borrower Characteristics

The bank’s lending performance within this non-metropolitan area was reviewed by product lines, using 1990 census data. The tables demonstrate the bank’s lending and compare lending to geographic and borrower data. Table 1 summarizes Firststar Bank Wisconsin and FHMC’s combined 1996 mortgage lending; Table 2 details small business/small farm lending; Table 3 summarizes consumer lending; and Table 4 summarizes community development lending.

The distribution of the bank and FHMC’s 1996 mortgage originations within the Grantsburg/Rice Lake/Menomonie assessment area, by geographic and borrower income level, is as follows:

TABLE 1

Combined Firststar Bank Wisconsin and FHMC 1996 Mortgage Originations by Geography Income in Comparison to Grantsburg/Rice Lake/Menomonie Area Demographics				
Geography Income Classification	# of Geographies	% of Geographies	Grantsburg/Rice Lake/Menomonie	
			# of Originations	% of Total Originations
Low - 0 to 49%	0	0.00	n/a	n/a
Moderate - 50 to 79%	12	30.00	79	35.43
Middle - 80 to 119%	28	70.00	144	64.57
Upper - > 120%	0	0.00	0	0.00
Total	40	100.0	223	100.00

Combined Firststar Bank Wisconsin and FHMC 1996 Mortgage Originations by Median Family Income in Comparison to Grantsburg/Rice Lake/Menomonie Area Demographics
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Borrower Income Classification	# of Families	% of Families	Grantsburg/Rice Lake/Menomonic	
			# of Originations	% of Originations
Low - 0 to 49%	7,059	21.81	11	5.05
Moderate - 50 to 79%	7,006	21.65	35	16.06
Middle - 80 to 119%	8,081	24.97	67	30.72
Upper - > 120%	10,215	31.57	105	48.17
Total	32,361	100.0	218	100.00

The preceding table shows that approximately 35% of the total residential loan originations, were made within moderate-income geographies and approximately 21% were made to low- and moderate-income borrowers. This distribution of loans is strong, as it reflects strong penetration within moderate-income geographies and strong lending to borrowers of different incomes.

Small Business/Small Farm Loans

TABLE 2

Firstar Bank Wisconsin 1996 Small Business and Small Farm Loans Grantsburg/Rice Lake/Menomonic Area				
Loan Product	# of Loans	% of Total # of Loans Made in this AA	\$ Amount (000's)	% of Total Loan \$ Made in this AA
Small Business Loans	322	11.65%	19,214	6.92%
Small Farm Loans	78	42.86%	1,164	11.86%
Loans in Moderate-income geographies within the Grantsburg/Rice Lake/Menomonic Area				
Small Business Loans	81	25.16	3,669	19.10
Small Farm Loans	6	7.69	84	7.22

The preceding table indicates that 11.65% of the bank’s small business loans and 42.86% of small farm loans made within all assessment areas were made in the Grantsburg/Rice Lake/Menomonic assessment area. Of the total loans in the Grantsburg/Rice Lake/Menomonic area, 25.16% of the total number of small business loans, and 19,10% of the total dollar amount of loans were made in moderate-income geographies.

Consumer Loans

The following table shows the distribution of the bank’s 1996 consumer lending in the Grantsburg/Rice Lake/Menomonic area, by type of geography and borrower income level:

TABLE 3

Firststar Bank Wisconsin 1996 Consumer Originations by Geography Income and as a Percentage of Total Originations in Comparison to Grantsburg/Rice Lake/Menomomie Area Demographics							
Census Tract Income Classification	Grantsburg/Rice Lake/Menomomie Area						
	Credit Card	Home Equity	Motor Vehicle	Other Secured	Other Unsecured	# of Loans	% of Total
Low-Income	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Moderate-Income	101	243	356	183	144	1,027	26.61
Middle-Income	361	541	1,025	415	491	2,833	73.39
Upper-Income	0	0	0	0	0	0	0.00
Total	462	784	1,381	598	635	3,860	100.00

Firststar Bank Wisconsin 1996 Consumer Originations by Median Family Income and as a Percentage of Total Originations in Comparison to Grantsburg/Rice Lake/Menomomie Area Demographics				
Borrower Income Classification	# of Families	% of Families	Grantsburg/Rice Lake/Menomomie Area	
			# of Originations	% of Originations
Low-Income	7,059	21.81	520	14.29
Moderate-Income	7,006	21.65	871	23.94
Middle-Income	8,081	24.97	1,012	27.82
Upper-Income	10,215	31.57	1,235	33.95
Total	32,361	100.0	3,638	100.00

The preceding table indicates that approximately 27% of the consumer loans were made within moderate-income geographies, and approximately 38% of consumer loans were made to low- and moderate-income borrowers. There are no low-income geographies in the Grantsburg/Rice Lake/Menomomie area.

Community Development Lending

In 1996 and first-quarter 1997, bank records indicate that 354 community development loans (totaling \$14,041,000) were made in the Grantsburg/Rice Lake/Menomomie area. This represents

42.65% of all community development loans. Two examples of community development lending are as follows:

TABLE 4

Loan Amount	Description - Community Development Loan Examples
\$410,000	A loan to finance expansion of a manufacturing business and create job growth. After consummation of the loan, a portion of the credit was assumed by the SBA under the SBA 504 loan program.
\$400,000	A joint venture with city government and two utility companies for the purpose of developing new commercial and industrial space. Loan was partially guaranteed by one of the utility companies involved.

Three loans were made in the assessment area in 1996 under the bank’s interim financing for those commercial firms with petroleum-contaminated sites under the State of Wisconsin’s PECFA program. In 1996, Firststar made 62 of these interim loans totaling \$6,567,500 were made in all 13 assessment areas.

Community development lending within this assessment area also includes participation in government-sponsored or guaranteed lending programs such as WHEDA, FSA and SBA; these benefit small business owners and small farming operations. This type of community development lending within this assessment area in 1996 includes 20 loans totaling \$1,284,665.

The bank actively supports community development within the Grantsburg/Rice Lake/Menomonie assessment area, providing funds for economic improvement and revitalization through community development loans, including participation in government-guaranteed and sponsored lending programs. In addition, lending to small businesses in anticipation of government funding through the bank’s PECFA program is significant.

INVESTMENT AND SERVICE TESTS

Retail Services

There are 11 branches in the within the Grantsburg/Rice Lake/Menomonie assessment area; one in Menomonie, two in Rice Lake, and one each in Cumberland, Almena, Grantsburg, Webster, Siren, Cushing, Spooner and Frederic. All branches are located in middle-income BNAs.

Lobby hours, loan products and services are substantially similar at all Firststar Bank Wisconsin branch locations. Each of these 11 branch locations is full-service; branches offer a consistent offering of credit products and services to meet the assessment area’s needs, including the needs of individuals of different incomes and the needs of businesses and farms of different revenue sizes.

Residents of this assessment area can also access Firststar Express, a 24-hour telephone banking service, in addition to the bank's branch and ATM network. All retail products, including loans, are available through this service. personal computer banking will also be available on June 1, 1997.

Community Development Services

The bank's activities in providing services that promote community development were also reviewed. The following table indicates community development services for 1996:

Organization/Activity	Service Commitment	Description
Barron County Habitat for Humanity	200 hours	Treasurer/Director of group - Housing for low- and moderate-income individuals
Grantsburg Industrial Development Corporation	150 hours	President. Organization promotes development in the Grantsburg area.
Burnett County Development Corporation	24 hours	Economic development activities
NW Regional Business Development Corp.	48 hours	Economic development activities
Burnett County Land Use Committee	48 hours	Economic development activities
Business & Industry District	24 hours	Economic development activities
Main Street Association	75 hours, board member	Revitalize downtown

Investment Test

The following investments demonstrate the bank's support for organizations that provide affordable housing, provide services for low- and moderate-income individuals and encourage economic development:

Grantsburg/Rice Lake/Menomonic

Organization/Activity	Investment (\$)	Description
Wild Rivers Habitat for Humanity	5,000	Contribution for the construction of low- and moderate-income housing.
Barron County Habitat for Humanity	1,000	Contribution for construction of housing to benefit low- and moderate-income individuals
Greater Menomonie Development Corporation	1,000	Support of economic development activities
Wisconsin Indianhead Technical College	500	Contribution for a job training program for low- and moderate-income individuals.

The preceding table indicates that the bank provides qualified investments (grants) to organizations that support affordable housing and other services for low- and moderate-income individuals in this assessment area.

The level of qualified community development investments including grants, and the bank’s responsiveness to community development needs within this assessment area is reasonable. The bank’s responsiveness to community development investment and services needs within this assessment area is considered generally strong, based upon the investment and services opportunities available.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN THE MINOCQUA ASSESSMENT AREA:

The assessment area includes portions of Vilas and Oneida Counties; Minocqua and Eagle River are the major communities within the assessment area. The assessment area consists of 12 BNA’s; one is low-income, four are moderate-income and seven are middle-income.

Deposits within this assessment area represent 1.9% and 1.8%, respectively of the total number and dollar amount of Firststar Bank Wisconsin deposits.

Community representatives indicated that the growth in the local economy has been in real estate, gaming and tourism. Oneida County realized over \$120 million from the impact of tourism expenditures in 1996. Community development opportunities are limited although residential construction, mortgage and small business lending opportunities exist.

LENDING TEST

Geographic Distribution and Borrower Characteristics

Bank lending within the Minocqua assessment area was reviewed by product line, based on geographic and borrower characteristics taken from 1990 census data. Table 1 summarizes Firststar Bank Wisconsin and FHMC’s combined 1996 mortgage lending; Table 2 details small business and small farm lending; Table 3 summarizes consumer lending; and Table 4 summarizes community development lending.

The distribution of the bank and FHMC’s 1996 mortgage originations within the Minocqua area, by type of geography and borrower income level, is as follows:

TABLE 1

Combined Firststar Bank Wisconsin and FHMC 1996 Mortgage Originations by Geography Income in Comparison to Minocqua Area Demographics				
Geography Income Classification	# of Geographies	% of Geographies	Minocqua Assessment Area	
			# of Originations	% of Total Originations
Low - 0 to 49%	1	8.33	8	16.00
Moderate - 50 to 79%	4	33.33	13	26.00
Middle - 80 to 119%	7	58.34	29	58.00
Upper - > 120%	0	0.00	0	0.00
Total	12	100.0	50	100.00

Combined Firststar Bank Wisconsin and FHMC 1996 Mortgage Originations by Median Family Income in Comparison to Minocqua Area Demographics				
Borrower Income Classification	# of Families	% of Families	Minocqua Assessment Area	
			# of Originations	% of Originations
Low - 0 to 49%	1,251	23.33	4	8.00
Moderate - 50 to 79%	1,328	24.77	2	4.00
Middle - 80 to 119%	1,282	23.91	13	26.00
Upper - > 120%	1,501	27.99	31	62.00
Total	5,362	100.00	50	100.00

The preceding table shows that approximately 42% of the total residential loan originations were made within moderate-income geographies, and approximately 12% were made to low- and moderate-income borrowers.

Small Business/Small Farm Loans

TABLE 2

Firststar Bank Wisconsin 1996 Small Business Loans - Minocqua Assessment Area				
Loan Product	# of Loans	% of Total # of Loans Made in this AA	\$ Amount (000's)	% of Total Loan \$ Made in this AA
Small Business Loans	104	3.76	8,538	3.08
Loans in Moderate-income geographies within the Minocqua Assessment Area				
Small Business Loans	13	12.50	1,546	18.11

The preceding table indicates that 3.76% of small business loans that the bank made within all assessment areas were made in the Minocqua assessment area. Of the loans within the Minocqua assessment area, 12.50% of the number of small business loans, and 18.11% of total dollar amount of loans were made in moderate-income geographies.

Consumer Loans

The following table summarizes the distribution of the bank’s 1996 consumer lending in the Minocqua assessment area, by geography and borrower level:

TABLE 3

Firststar Bank Wisconsin 1996 Consumer Originations by Geography Income in the Minocqua Assessment Area							
Census Tract Income Classification	Minocqua Assessment Area						
	Credit Card	Home Equity	Motor Vehicle	Other Secured	Other Unsecured	# of Loans	% of Total
Low-Income	7	10	26	5	18	66	10.25
Moderate-Income	19	29	41	15	10	114	17.70
Middle-Income	109	105	148	72	30	464	72.05
Upper-Income	0	0	0	0	0	0	0.00
Total	135	144	215	92	58	644	100.00

Firststar Bank Wisconsin 1996 Consumer Originations by Median Family Income in Comparison to Minocqua Area Demographics				
Borrower Income Classification	# of Families	% of Families	Minocqua Assessment Area	
			# of Originations	% of Originations
Low-Income	1,251	23.33	106	17.76
Moderate-Income	1,328	24.77	151	25.29
Middle-Income	1,282	23.91	154	25.80
Upper-Income	1,501	27.99	186	31.15
Total	5,362	100.0	597	100.00

The preceding table indicates that approximately 28% of the consumer loans were made within moderate-income geographies, and approximately 43% of consumer loans were made to low- and moderate-income borrowers.

In 1996 and first-quarter 1997, the bank made 8 community development loans (\$619,000) in the Minocqua area. This represents 0.96% of all community development loans; examples of two community development loans utilizing government programs, are as follows:

TABLE 4

Loan Amount	Description - Community Development Loan Examples
\$92,250	A loan to finance start-up of a restaurant in Eagle River. Originally a higher loan amount was approved subject to an SBA guarantee; loan was originated for a lesser amount without SBA guarantee.
\$160,000	A loan to finance start-up of excavation and septic tank installation business with a 75% SBA guarantee.

Six loans were made in 1996 in the assessment area utilizing the bank’s interim financing program for those commercial firms with petroleum-contaminated sites, eligible for clean-up under the State of Wisconsin’s PECFA program. In 1996, Firststar made 62 of these interim loans totaling \$6,567,500 in all assessment areas.

The bank actively supports development within this assessment area, providing funds for economic improvement and revitalization through community development loans, including participation in government-guaranteed and sponsored lending programs. In addition, lending to small businesses in anticipation of government funding through the bank’s PECFA program is reasonable.

INVESTMENT AND SERVICE TESTS

Retail Services

There are three branches in the Minocqua assessment area; two in Minocqua and one in St. Germain. All three branches are located in middle-income BNAs.

Lobby hours, loan products and services are substantially similar at all branch locations. Each of these three branch locations is full-service; branches offer similar credit products and services to meet the assessment area’s needs, including the needs of individuals of different incomes and the needs of businesses and farms of different revenue sizes.

Residents of the Minocqua assessment area can also access Firststar Express, a 24-hour telephone banking service, in addition to the bank’s branch and ATM network. All retail products, including loans, are available through this service.

Community Development Services

The bank’s activities in providing services that promote community development were also reviewed. Bank staff worked 20 hours in 1996 on the site selection committee for a local Habitat for Humanity organization, which provides housing for low- and moderate-income individuals.

Investment Test

The following investments demonstrate the bank’s support for service associations that benefit low- and moderate-income individuals, including affordable housing, and economic development initiatives:

Minocqua		
Organization/Activity	Investment (\$)	Description
Oneida County Economic Development Corporation	200	Contribution to support economic development initiative
Habitat for Humanity	1,000	Contribution for the construction of low- and moderate-income housing.

The preceding table indicates that the bank provides investments to community development organizations that support affordable housing and other services for low- and moderate-income individuals.

The level of qualified community development investments including grants, and the bank’s responsiveness to community development needs within this assessment area is reasonable, based upon the investment and services opportunities available within the assessment area.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN THE PORTAGE ASSESSMENT AREA:

The Portage assessment area includes all of Columbia County, and encompasses Portage, Columbus, Wyocena and Doylestown. The assessment area contains 13 BNAs, of which 12 are middle-income and one is upper-income.

Deposits within the Portage assessment area represent 1.7% and 1.5%, respectively of the total number and dollar amount of Firststar Bank Wisconsin deposits.

LENDING TEST

Geographic Distribution and Borrower Characteristics

The bank’s lending performance within all non-metropolitan assessment areas was reviewed by product lines. The tables included under each group demonstrate the bank’s lending based on geographic and borrower data. Table 1 summarizes Firststar Bank Wisconsin and FHMC’s combined 1996 mortgage lending; Table 2 summarizes small business/small farm loans; Table 3 summarizes consumer lending; and Table 4 summarizes community development loans.

The distribution of the bank and FHMC’s 1996 mortgage originations within the Portage assessment area, by geographic and borrower income levels, is as follows:

TABLE 1

Combined Firststar Bank Wisconsin and FHMC 1996 Mortgage Originations by Geography Income in Comparison to Portage Area Demographics				
Census Tract Income Classification	# of Census Tracts	% of Census Tracts	Portage Assessment Area	
			# of Originations	% of Total Originations
Low - 0 to 49%	0	0.00	n/a	n/a
Moderate - 50 to 79%	0	0.00	n/a	n/a
Middle - 80 to 119%	11	91.67	110	98.21
Upper - > 120%	1	8.33	2	1.79
Total	12	100.0	112	100.00

Combined Firststar Bank Wisconsin and FHMC 1996 Mortgage Originations by Median Family Income in Comparison to Portage Area Demographics

Borrower Income Classification	# of Families	% of Families	Portage Assessment Area	
			# of Originations	% of Originations
Low - 0 to 49%	1,508	12.16	11	9.91
Moderate - 50 to 79%	2,172	17.51	24	21.62
Middle - 80 to 119%	3,434	27.68	34	30.63
Upper - > 120%	5,292	42.65	42	37.84
Total	12,406	100.0	111	100.00

The preceding table shows that of the total residential loan originations, approximately 32% were made to low- and moderate-income borrowers. There are no low- and moderate-income geographies in the Portage area. This distribution of loans is consistent with area demographics, as it reflects strong penetration to borrowers from different income groups.

Small Business/Small Farm Loans

TABLE 2

Firststar Bank Wisconsin 1996 Small Business and Small Farm Loans - Portage				
Loan Product	# of Loans	% of Total # of Loans Made in this AA	\$ Amount (000's)	% of Total Loan \$ Made in this AA
Small Business Loans	54	1.95%	5,776	2.08%
Small Farm Loans	4	2.20%	417	4.25%

The preceding table shows that 1.95% of total small business loans and 2.20% of small farm loans the bank made within all assessment areas were in the Portage assessment area.

Consumer Loans

The following table shows the distribution of the bank’s 1996 consumer lending in the Portage area, by type of geography and borrower income level:

TABLE 3

Firstar Bank Wisconsin 1996 Consumer Originations by Geography Income in the Portage Assessment Area							
Census Tract Income Classification	Firstar Bank Wisconsin - Portage						
	Credit Card	Home Equity	Motor Vehicle	Other Secured	Other Unsecured	# of Loans	% of Total
Low-Income	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Moderate-Income	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Middle-Income	117	98	312	48	48	623	97.65
Upper-Income	2	3	4	3	3	15	2.35
Total	119	101	316	51	51	638	100.00

Firstar Bank Wisconsin 1996 Consumer Originations by Median Family Income in Comparison to Portage Area Demographics				
Borrower Income Classification	# of Families	% of Families	Portage Assessment Area	
			# of Originations	% of Originations
Low-Income	1,508	12.16	69	11.69
Moderate-Income	2,172	17.51	113	19.15
Middle-Income	3,434	27.68	161	27.29
Upper-Income	5,292	42.65	247	41.87
Total	12,406	100.0	590	100.00

The preceding table shows that approximately 31% of the loans were to low- and moderate-income borrowers. There are no low- and moderate-income geographies in the Portage area.

Community Development Lending

In 1996 and first-quarter 1997, the bank made three community development loans (totaling

\$79,000) in the Portage assessment area. This represents 0.36% of all community development loans; two examples of community development loans are as follows:

TABLE 4

Loan Amount	Description - Community Development Loans
\$455,000	A loan to finance infrastructure construction for a manufactured home development site in Baraboo. The project was a result of a feasibility study that found a need for additional affordable housing in the area for low- and moderate-income residents.
\$3,225	Unsecured loan originated to a moderate-income borrower under the Home Energy Loan Program. The program is a partnership between community banks and a local utility company to offer home energy loans with flexible terms targeting low-income residents.

Five loans were made under the bank’s interim financing program for those commercial firms with petroleum-contaminated sites under the State of Wisconsin’s PECFA program. In 1996, Firststar made 62 of these interim loans totaling \$6,567,500 in all assessment areas.

The bank actively supports development within the Portage assessment area, providing funds for economic improvement and revitalization through community development lending. In addition, lending to small businesses in anticipation of government funding through the bank’s PECFA program is reasonable.

INVESTMENT AND SERVICE TESTS

Retail Services

There are two branches in the Portage assessment area, the main Portage office and the Northridge office. The Portage branch is located in a middle-income BNA and the Northridge office is located in an upper-income BNA.

Lobby hours, loan products and services are substantially similar at both branch locations. Both branch locations are full-service; branches offer credit products and services to meet the assessment area’s needs, including the needs of individuals of different incomes and businesses and farms of different sizes.

Residents of the Portage assessment area can also access Firststar Express, a 24-hour telephone banking service, in addition to the bank’s branch and ATM network. All retail products, including loans, are available through this service.

Community Development Services

The bank’s activities in providing services that promote community development were also

reviewed. The following table shows qualified community development services for 1996:

Organization/Activity	Service Commitment	Description
Portage Business Ventures, Inc.	12 hours	Downtown revitalization.
Portage Area Economic Development Committee (of the Chamber of Commerce)	24 hours	Attract and retain small businesses- leadership position
Home Buyers Seminar	2 hour seminar	First time home buyers

Investment Test

The following investments demonstrate the bank’s support for groups or organizations serving low- and moderate-income individuals, including affordable housing, and economic development initiatives:

Portage		
Organization/Activity	Investment (\$)	Description
Portage Area Economic Development Committee	\$500	Promote, attract and improve the economic base in the community by providing additional jobs

The above investments demonstrate the bank’s support for service associations that benefit low- and moderate-income individuals and affordable housing. Services are noteworthy, as they assist organizations involved in providing services for low- and moderate-income individuals.

The preceding table shows that the bank provides investments to community development organizations that support affordable housing and other services for low- and moderate-income individuals.

The level of qualified community development investments, including grants, and the bank’s responsiveness to community development needs within this assessment area are reasonable. The bank’s responsiveness to community development investment and services needs within this assessment area is considered generally strong, based upon the investment and services opportunities available within the Portage assessment area.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN THE WISCONSIN RAPIDS ASSESSMENT AREA:

The Wisconsin Rapids assessment area includes Wood County and portions of Portage and Adams Counties. The assessment area consists of one moderate-, 24 middle- and four upper-income geographies. Major cities in the assessment area include Marshfield, Stevens Point, Nekoosa and Wisconsin Rapids.

Deposits within the Wisconsin assessment area represent 4.6% and 3.4%, respectively of the total number and dollar amount of Firststar Bank Wisconsin deposits.

Community representatives indicate that there has been significant growth in the more heavily populated cities in Wood and Portage counties, along with neighboring Marathon County. There has been growth in new residential construction including new single family, duplex and apartment units; property values have increased significantly. Retail businesses, small businesses and manufacturing firms have also been experiencing growth. Financial institutions are currently in a highly competitive environment. Overall, financial institutions are meeting the credit needs of the communities they serve.

LENDING TEST

Geographic Distribution and Borrower Characteristics

The bank’s lending performance within the Wisconsin Rapids non-metropolitan assessment area was reviewed by product lines. The tables included under each group demonstrate the bank’s lending using geographic and borrower demographic characteristics. Table 1 summarizes Firststar Bank Wisconsin and FHMC’s combined 1996 mortgage lending; Table 2 summarizes small business/small farm lending; Table 3 details consumer lending; and Table 4 summarizes community development lending.

The distribution of the bank and FHMC’s 1996 mortgage loan originations within the Portage area, by type of geography and borrower income level, is as follows:

TABLE 1

Combined Firststar Bank Wisconsin and FHMC 1996 Mortgage Originations by Geography Income in Comparison to Wisconsin Rapids Area Demographics				
Census Tract Income Classification	# of Census Tracts	% of Census Tracts	Wisconsin Rapids Assessment Area	
			# of Originations	% of Total Originations
Low - 0 to 49%	0	0.00	n/a	n/a
Moderate - 50 to 79%	2	6.45	2	1.06
Middle - 80 to 119%	25	80.65	133	70.37
Upper - > 120%	4	12.90	54	28.57
Total	31	100.0	189	100.00

TABLE 1A

Combined Firststar Bank Wisconsin and FHMC 1996 Mortgage Originations by Median Family Income in Comparison to Wisconsin Rapids Area Demographics				
Borrower Income Classification	# of Families	% of Families	Wisconsin Rapids Assessment Area	
			# of Originations	% of Originations
Low - 0 to 49%	4,913	14.36	6	3.21
Moderate - 50 to 79%	5,631	16.45	35	18.72
Middle - 80 to 119%	8,072	23.59	55	29.41
Upper - > 120%	15,608	45.60	91	48.66
Total	34,224	100.0	187	100.00

The preceding table indicates that approximately 1% of the total residential loan originations, were made within moderate-income geographies, and approximately 22% of total originations were made to low- and moderate-income borrowers.

Small Business/Small Farm Loans

TABLE 2

Firststar Bank Wisconsin 1996 Small Business and Small Farm Loans - Wisconsin Rapids				
Loan Product	# of Loans	% of Total # of Loans Made in this AA	\$ Amount (000's)	% of Total Loan \$ Made in this AA
Small Business Loans	104	3.76%	7,604	2.74%
Small Farm Loans	3	1.65%	147	1.50%
Loans in Moderate-income geographies within the Wisconsin Rapids Assessment Area				
Small Business Loans	1	0.96	325	4.27

The preceding table shows that 3.76% of small business loans and 1.65% of small farm loans that the bank made within all assessment areas were made in the Wisconsin Rapids assessment area. Of all loans within the Wisconsin Rapids assessment area, 0.96% of the total number of small business loans, and 4.27% of the total dollar amount of loans were made in moderate-income geographies.

Consumer Loans

The following table shows the distribution of the bank’s 1996 consumer lending in the Wisconsin Rapids assessment area, by geography and borrower level:

TABLE 3

Firststar Bank Wisconsin 1996 Consumer Originations by Geography Income in the Wisconsin Rapids Assessment Area							
Census Tract Income Classification	Wisconsin Rapids Assessment Area						
	Credit Card	Home Equity	Motor Vehicle	Other Secured	Other Unsecured	# of Loans	% of Total
Low-Income	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Moderate-Income	6	3	17	6	2	34	2.65
Middle-Income	172	262	332	97	130	993	77.52
Upper-Income	28	84	99	23	20	254	19.83
Total	206	349	448	126	152	1,281	100.00

Firststar Bank Wisconsin 1996 Consumer Originations by Median Family Income and as a Percentage of Total Originations in Comparison to Wisconsin Rapids Area Demographics				
Borrower Income Classification	# of Families	% of Families	Wisconsin Rapids Assessment Area	
			# of Originations	% of Originations
Low-Income	4,913	14.36	152	13.19
Moderate-Income	5,631	16.45	237	20.57
Middle-Income	8,072	23.59	288	25.00
Upper-Income	15,608	45.60	475	41.24
Total	34,224	100.0	1,152	100.00

The preceding table shows that approximately 3% of the loans were made within moderate-income geographies, and approximately 34% of consumer loans were to low- and moderate-income borrowers. There are no low-income geographies in the Wisconsin Rapids area.

In 1996 and first-quarter 1997, the bank made 28 community development loans (totaling \$2,157,000) in the Wisconsin Rapids area. This represents 3.37% of all community development loans. Two examples of community development loans are as follows:

TABLE 4

Loan Amount	Description of Community Development Loans
\$100,000	A loan to a start-up organic food production business. This business created three part-time jobs for low- and moderate-income laborers. Loan is guaranteed by the SBA.
\$720,000	A loan to finance construction and equipment purchases of a new convenience store. Funds provided in conjunction with Wisconsin Business Development financing package.

Community development lending within this assessment area also includes participation in government-sponsored or guaranteed lending programs other than the SBA, such as the FSA and WHEDA; these programs also benefit small business and small farm owners. Lending within this assessment area in 1996 includes 7 loans totaling \$1,403,000; 3 additional loans totaling \$364,560 were made in this assessment area by the bank’s Retail Small Business Department.

Two loans were made in the Wisconsin Rapids assessment area under the bank’s program to encourage environmental clean-up under the State of Wisconsin’s PECFA program. In 1996, Firststar made 62 of these interim loans totaling \$6,567,500 in all assessment areas.

The bank actively supports development within this assessment area, providing funds for economic improvement and revitalization through community development loans, including participation in government-guaranteed and sponsored lending programs. Lending to small businesses in anticipation of government funding through the bank’s PECFA is reasonable.

INVESTMENT AND SERVICE TESTS

Retail Services

There are five branches in the Wisconsin Rapids assessment area; two in Wisconsin Rapids and one each in Nekoosa, Junction City and Marshfield. All five branches are located in middle- or upper-income BNAs.

Lobby hours, loan products and services are substantially similar at all five branch locations. Each of these five branch locations is full-service; branches offer credit products and services to meet the assessment area’s needs, including the needs of individuals of different incomes and businesses and farms of different sizes.

Residents of the Wisconsin Rapids assessment area can also access Firststar Express, a 24-hour telephone banking service, in addition to the bank’s branch and ATM network. All retail

products, including loans, are available through this service.

Community Development Services

The bank’s activities in providing services that promote community development were also reviewed. The following table details qualified community development services for 1996:

Organization/Activity	Service Commitment	Description
River Cities Development Corp.	50 hours	Contribution - board member - working to expand and retain industrial growth in southern Wood County
City of Mosinee Revolving Loan Fund	4 hours	Serves on loan committee
Marathon County Development Corporation	132 hours	Member expansion and retention committee and member of revolving loan fund
Boys & Girls Club	20 hrs/ year, board member	Group targets services to low- and moderate-income children.

The above services demonstrate the bank’s support for organizations that benefit low- and moderate-income individuals and provide affordable housing. Community development services are noteworthy, as they assist organizations involved in providing services for low- and moderate-income individuals.

Investment Test

The following investments demonstrate the bank’s support for organizations that benefit low- and moderate-income individuals, including affordable housing, and economic development initiatives:

Wisconsin Rapids		
Organization/Activity	Investment (\$)	Description
Boys & Girls Club	1,000	Organization serves low- and moderate-income children.
River Cities Development Corp.	3,000	Contribution - working to expand and retain industrial growth in southern Wood County

The above investments demonstrate the bank’s support for service associations that benefit low- and moderate-income individuals. Services are noteworthy, as they assist organizations involved in providing services for low- and moderate-income individuals.

The level of qualified community development investments including grants, and the bank's responsiveness to community development needs within this assessment area is reasonable. The bank's responsiveness to community development investment and service needs within this assessment area is considered generally strong, based upon the investment and services opportunities available within this assessment area.

CONCLUSION OF BANK'S PERFORMANCE IN ALL NONMETROPOLITAN ASSESSMENT AREAS

Community representatives indicated that all five assessment areas have strong economies; all sectors of the local economies are participating including construction, small business, retail and tourism. Financial institutions are in a highly competitive environment; competition for loans is strong. Financial institutions are meeting the community's credit needs; nevertheless, additional lending in support of small businesses, residential construction and residential purchases is needed.

The bank's products and services are consistent with assessment areas' credit needs. The bank's overall volume of lending in the non-metropolitan assessment areas is strong, reflecting the bank's responsiveness to local credit needs. The level of mortgage and consumer lending in low- and moderate-income geographies is reasonable; low- and moderate-income geographies represent 13% of total geographies. The distribution of consumer lending among borrowers of different income levels is strong; small business and consumer and community development lending within the non-metropolitan assessment areas is relatively strong. The bank cooperates with other lenders and agencies in innovative community development lending.

Bank investments and services show significant commitment by the bank in all areas to benefit low- and moderate-income individuals. The distribution of branches and ATMs throughout the non-metropolitan assessment areas, and their accessibility meet the needs of community residents; the bank's alternative delivery systems, including Firststar Express, further increase accessibility.

NOTE: This form should remain attached to the report of examination and be retained in the institution's file for review during subsequent examinations. The signature of committee members will suffice only if the committee includes outside directors and a resolution has been passed by the full board delegating the review to such committees.