

PUBLIC DISCLOSURE

January 22, 2008

COMMUNITY REINVESTMENT ACT PERFORMANCE EVALUATION

**Branch Banking & Trust Company
Certificate Number 9846**

**200 West Second Street
Winston-Salem, North Carolina 27101**

**Federal Deposit Insurance Corporation
10 Tenth Street, N. E., Suite 800
Atlanta, Georgia 30309-3849**

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

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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 operation of the institution. Upon conclusion of such examination, the agency must prepare a written evaluation of the institution's record of meeting the credit needs of its community.

*This document is an evaluation of the Community Reinvestment Act (CRA) performance of **Branch Banking & Trust Company** prepared by the **Federal Deposit Insurance Corporation**, the institution's supervisory agency, as of **January 22, 2008**. The agency evaluates performance in assessment area(s), as they are delineated by the institution, rather than individual branches. This assessment area evaluation may include the visits to some, but not necessarily all of the institution's branches. The agency rates the CRA performance of an institution consistent with the provisions set forth in Appendix A to 12 CFR Part 345.*

INSTITUTION RATING

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

Substantive violations of Federal Reserve Regulation B, the Equal Credit Opportunity Act, and the Fair Housing Act, lowered the bank's overall CRA rating from an Outstanding to Satisfactory. The discriminatory violations were considered to be isolated to one of the bank's lines of business and confined to certain of the bank's internally-defined regions.

LENDING, INVESTMENT, AND SERVICE TEST TABLE:

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

PERFORMANCE LEVELS	Branch Banking & Trust Company		
	PERFORMANCE TESTS		
	Lending Test	Investment Test	Service Test
Outstanding		X	X
High Satisfactory	X		
Low Satisfactory			
Needs to Improve			
Substantial Noncompliance			

Lending Test

- The volume of lending activity and the high percentage of loans made in the assessment areas reflects good responsiveness to assessment areas’ credit needs.
- The geographic distribution of loans reflects good distribution throughout the assessment areas.
- The distribution among borrowers reflects a good distribution among business customers of different sizes, and an adequate distribution among retail customers of different incomes.
- The institution has made an excellent level of community development loans, nearly double the level at the previous evaluation. The areas of strongest performance was found in the Washington, DC, Atlanta, GA, Baltimore, MD, Raleigh, NC, and Norfolk-Virginia Beach, VA, assessment areas. The areas of weaker performance at the last Public Evaluation were in non-metropolitan areas of NC, GA, and KY, and each shows marked improvement. Low volumes of community development loans were observed in the Tennessee and Kentucky markets of the bank’s footprint.
- The institution has made good use of flexible lending practices. The bank’s use of affordable mortgage loan programs increased in number and dollar volume over the previous evaluation. Similarly, use of state and federal small business financing programs has increased significantly since the prior evaluation.
- The bank’s performance also reflects a good record of serving the credit needs of the most

economically disadvantaged assessment areas, low-income individuals, and very small businesses consistent with safe and sound business practices.

Investment Test

- The bank has an excellent level of qualified community development investments and grants, often in a leadership position, particularly those that are not routinely provided by private investors. The bank's continued leadership position in the Community Affordable Housing Equity Corporation is noteworthy and representative of an investment type not routinely provided by private investors.
- BB&T Corporation's volume of CRA investments is significant, has increased at a level commensurate with the bank's asset growth since the last evaluation, and compares favorably to the volume of CRA investments provided by other similarly situated banks.
- The institution exhibits excellent responsiveness to credit and community economic development needs. Each of the bank's investments is responsive to an identified need, particularly the bank's investments in the National Development Council, BB&T Latino Initiative, and affordable housing equity investments.
- The bank makes extensive use of innovative and complex investments to support community development initiatives. The bank's involvement in the New Market Tax Credit and BB&T Latino initiative exhibit innovativeness and complexity.
- BB&T Corporation demonstrated strong investment test performance throughout its footprint. Investment performance was considered outstanding in North Carolina, Virginia, South Carolina, Florida and the Washington, DC multi-state MSA. The states of Georgia, Maryland, Kentucky, Tennessee, and Alabama and the multi-state MSAs of Charlotte, NC-SC and Louisville, KY-IN exhibited high satisfactory investment test performance.

Service Test

- Delivery systems are readily accessible to all portions of the bank's assessment areas.
- To the extent changes have been made, the opening and closing of branches has not adversely affected the accessibility of its delivery systems.
- Services are tailored to the convenience and needs of the assessment areas.
- The institution is a leader in providing community development services.
- BB&T continues to provide all of the bank wide community development services noted at the previous CRA evaluation in December 2004. New community development services noted at this CRA evaluation are the e-Bus, organizing and sponsorship of the Church-Based Community Development Training Symposium, completion of the "BB&T Latino" initiative, financial literacy programs, and increased technical assistance for community development organizations in partnership with the Duke University Law Clinic.
- In addition, bank officers and personnel continue to provide a relatively high level of community development services to a variety of community development organizations in individual assessment areas.

DESCRIPTION OF INSTITUTION:

Branch Banking and Trust Company (BB&T) is a \$126 billion state-chartered financial institution, headquartered in Winston-Salem, North Carolina. As of December 31, 2007, BB&T operated nearly 1,500 branch offices in ten states and the District of Columbia. The bank is the oldest in North Carolina and maintains a number-three rank in terms of deposit market share in the state. The increase in size since the last FDIC Performance Evaluation is largely attributable to the merger of the BB&T-South Carolina and BB&T-Virginia charters into the North Carolina charter. Acquisition activity has slowed compared to its past history, occurring largely within the bank's existing footprint.

BB&T is owned by the 14th largest financial holding company in the United States, BB&T Corporation (Corporation). According to the Consolidated Financial Statements for Bank Holding Companies, total assets were approximately \$132.6 billion. BB&T is the largest subsidiary of the Corporation, which also maintains a credit card banking subsidiary, other consumer and commercial financial services, and non-bank services, such as trust, insurance, payroll and personnel services, real estate holding, and brokerage activities throughout its market area.

Affiliate lending activity has been combined with the bank's own data for presentation purposes. Affiliates include Lendmark Financial Services, Inc., (Lendmark) a sub-prime consumer finance company, headquartered in Covington, Georgia, with slightly more than 100 offices in 10 states. Mortgage loan activity from Lendmark accounts for approximately 2.5 percent of the total HMDA related loans. Liberty Mortgage Corporation (Liberty) is the correspondent affiliate of the bank, approving and purchasing prime loans through broker channels within its footprint. Mortgage loan activity from Liberty accounts for approximately 3.5 percent of total HMDA related loans. Finally, Grandbridge Real Estate Capital, Inc., (Grandbridge), formerly known as Laureate Capital Corporation, is a commercial real estate financing company, specializing in large-scale real estate construction and permanent financing, including multi-family projects and SBA lending. Mortgage and small business loan activity from Grandbridge represented less than one percent of total HMDA and CRA related activity.

The institution's total loans as of December 31, 2007, represent approximately 70 percent of total assets. As can be seen in the table below, loans secured by one-to-four family residential properties are 35 percent of total loans compared to commercial real estate and commercial loans comprising 29 percent of total loans.

Table 1 – Loan Distribution as of December 31, 2007		
Loan Type	Dollar Amount (000s)	Percent of Total Loans (%)
Construction and Land Development	\$19,474,121	21.8
Secured by Farmland	220,318	0.2
1-4 Family Residential	31,156,846	34.9
Multi-Family (5 or more) Residential	872,953	1.0
Commercial	13,224,389	14.8
Total Real Estate Loans	\$64,948,627	72.7
Commercial and Industrial	12,656,987	14.2
Agricultural	95,863	0.1
Consumer	8,158,331	9.1
Obligations of States/Political Subdivisions	1,442,622	1.6
Lease Financing Receivables	1,190,171	1.3
Other	845,297	1.0
Total Loans	\$89,337,898	100.0

Source: Report of Condition

As of December 2007, BB&T reported a loan-to-deposit ratio of 103 percent, compared to a peer group average of 94 percent. This ratio has ranged from 96 to 109 percent over the prior fourteen quarters since the last evaluation.

No financial impediments exist that would hinder BB&T's capacity to lend to, invest in, or serve its communities in accordance with the Community Reinvestment Act. The institution received an Outstanding CRA rating at its most recent performance evaluation as of December 20, 2004, conducted by the FDIC.

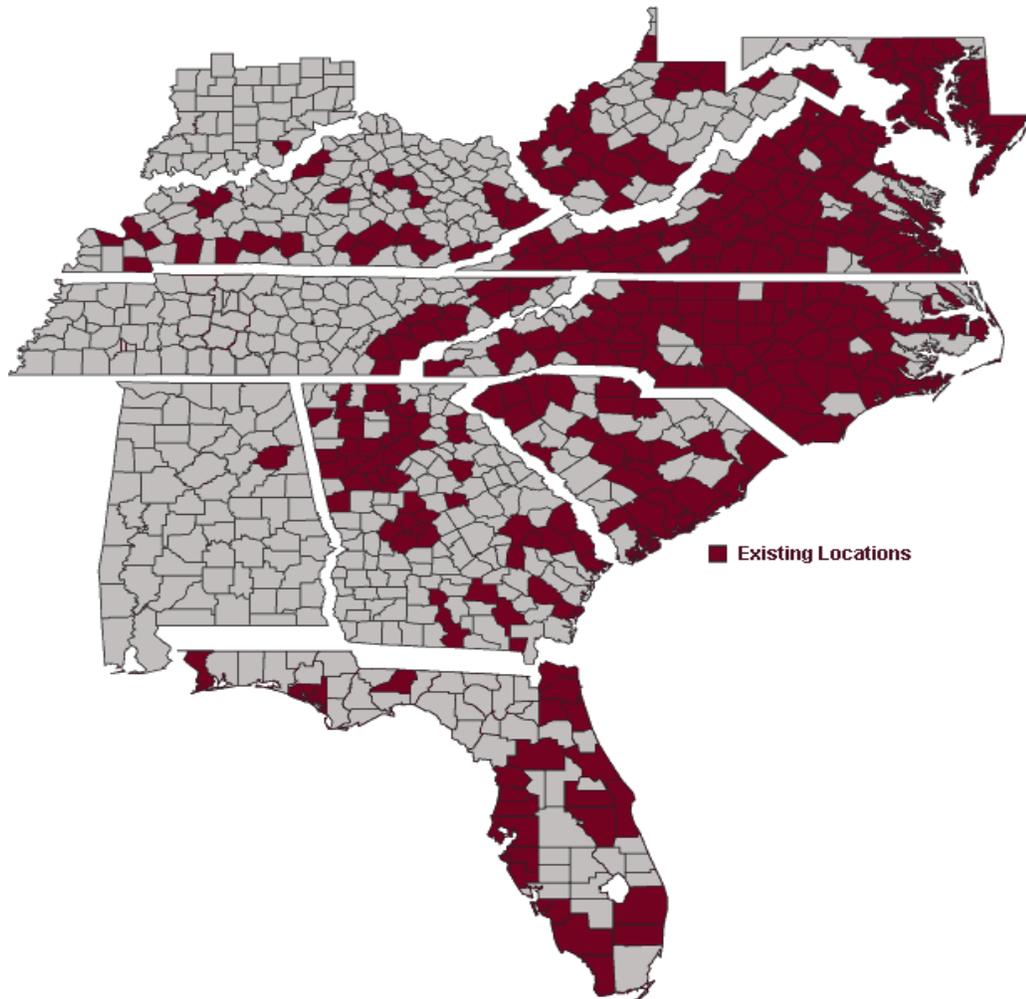
BB&T Corporation's expansion to contiguous states from its original three charters in North and South Carolina, and Virginia began in earnest in 1998. Where branch offices of acquired institutions were located in South Carolina or Virginia, those offices were added to the charters of BB&T-SC and BB&T-VA, respectively. Otherwise, new branches were added to the North Carolina charter. At year end 2006, the South Carolina and Virginia charters were combined with and into the North Carolina charter, adding some \$32 billion in assets to BB&T. In addition, the following institutions were acquired since the last evaluation in 2004:

- First Citizens Bancorp, \$700 million in assets, 19 offices in Tennessee;
- Main Street Banks Inc., \$2.3 billion in assets, 24 offices in Georgia; and,
- Coastal Federal Bank, \$1.7 billion in assets, 24 offices in South Carolina and North Carolina.

Also acquired over the evaluation period were a number of insurance agencies, a full-service brokerage firm, a commercial mortgage banking company, and an insurance premium finance company. The effect of these acquisitions has contributed to the Corporation increasing its standing as a financial services holding company, offering a significant variety of products and services to its customers on an ever-expanding footprint.

DESCRIPTION OF ASSESSMENT AREA

This footprint, shown below on a map of the southeastern United States, shows the counties in which BB&T maintains a branch location as of June 30, 2007. The assessment areas that the bank has designated differ slightly, in that, when the bank maintains a branch in a metropolitan area, all counties of that urban center are included in the assessment area.



Performance in each of the states will be separately rated. Additionally, the institution maintains branches in four multi-state Metropolitan Statistical Areas (MSAs): Charlotte, NC-SC; Washington, DC-VA-MD-WV; Louisville, KY-IN; and Bristol-Kingsport, TN-VA. Each of the multi-state MSAs will likewise be individually analyzed and rated. Therefore, the basis for the institution's overall CRA rating will be derived from the lending, services, and investment performance in each of the following:

States		Multi-State MSAs
North Carolina	Georgia	Washington, DC-VA-MD-WV
South Carolina	Tennessee	Charlotte, NC-SC
Virginia	Florida	Louisville, KY-IN
West Virginia	Kentucky	Kingsport, TN-VA
Maryland	Alabama	

In each State, the institution has designated multiple assessment areas. The assessment areas are either metropolitan statistical areas (MSAs) or counties which are not part of an MSA, in which case, the counties are combined to form a non-metropolitan assessment area. In the following table are listed the assessment areas which received a full review, generally the assessment areas under full review will capture 75 percent or more of the bank's total lending and/or deposit activity for the state. Any remaining MSAs receive a limited review with significant events, loans or investments noted in the narrative at the conclusion of each state's evaluation.

North Carolina	Virginia	South Carolina	Georgia	West Virginia	Kentucky	Tennessee	Maryland	Florida	Alabama
Raleigh-Cary MSA	Virginia Beach-Norfolk MSA	Columbia MSA	Atlanta MSA	Charleston MSA	Owensboro MSA	Knoxville MSA	Baltimore MSA	Tampa-St. Petersburg MSA	Anniston MSA
Greensboro MSA	Richmond MSA	Greenville MSA	Non-MSA	Non-MSA	Lexington MSA	Non-MSA	Bethesda MSA	Jacksonville MSA	
Wilmington MSA	Non-MSA	Myrtle Beach MSA	MSAs not Separately Reviewed	MSAs not Separately Reviewed	Non-MSA	MSAs not Separately Reviewed	MSAs and Non-MSA not Separately Reviewed	Tallahassee MSA	
Winston-Salem MSA	MSAs not Separately Reviewed	Charleston MSA			MSAs not Separately Reviewed			Sarasota-Bradenton MSA	
Non-MSA		Non-MSA						MSAs and non-MSA not Separately Reviewed	
MSAs not Separately Reviewed		MSAs not Separately Reviewed							

North Carolina: Lending activity in the state of North Carolina accounts for 35 percent of total loans originated in the bank's designated assessment areas for the calendar year 2006. The performance in the assessment areas of North Carolina contributes significantly to the overall CRA performance of the bank. As of June 30, 2007, BB&T maintains 340 branches in 75 of the 100 counties in North Carolina and has at least one office in all 14 metropolitan areas.

Virginia: With the corporate reorganization combining the Virginia charter, BB&T added 397 branches, the most of any state in the footprint. BB&T branches are located in each of the 11 MSAs of the state, and in 110 of 134 counties and independent cities of the state. Mortgage, small business, and small farm loans for 2006 accounted for 19 percent of total loans originated in the bank's overall assessment areas. Performance in the state likewise factors greatly into the overall CRA performance of the bank.

South Carolina: The addition of South Carolina branches following the reorganization accounts for 105 branches. Branches are located in each of the 9 MSAs and 24 of the 46 counties. Mortgage, small business, and small farm loans for 2006 accounted for 9 percent of total loans originated in the bank's total footprint.

Georgia: Expansion into Georgia began in mid-2000 and branches numbered 157 as of June 30, 2007. Reported loans account for 9.5 percent of total loans originated with the bank's footprint. The institution has a presence in 9 of 15 Metropolitan Statistical Areas and in non-metropolitan areas in southeastern, central, and northern portions of Georgia. Locations may be found in 55 of the 159 counties in Georgia.

Maryland: Offices in Maryland number 131 in 20 counties as of June 30, 2007. Branches are found in 4 MSAs: Baltimore (59), Bethesda (31), Washington, DC, (24) multi-state MSA, and Salisbury (6). Six non-MSA counties are also part of the state assessment area. Reported loans comprise 6 percent of total loans in 2006.

District of Columbia: The institution maintains 10 offices in the District of Columbia as of June 30, 2007. All census tracts of the District are included in the bank's assessment area.

West Virginia: The total number of branches remains 80, four fewer than at the last evaluation. Areas served include 8 of 10 metropolitan areas in the state. Branches of BB&T may be found in 26 of 55 counties throughout the state. Mortgage, small business, and small farm loans for 2006 accounted for 6 percent of total loans originated in the total footprint.

Florida: Following the merger and conversion of Republic Bancshares in June 2004, the number of branches in the state totaled 92 in 14 of the 20 MSAs plus non-MSA counties. As of June 2007, BB&T maintains 110 branches in 16 of 20 MSAs and 2 non-MSA counties. Reported loans make up 6 percent of total small business/farm and mortgage loans in 2006.

Kentucky: The bank's branch locations number 91 in 25 counties in the state of Kentucky. Metropolitan areas served include Bowling Green, Hopkinsville, Lexington, Louisville (including two branches in the Indiana county of this multi-state MSA), and Owensboro. The non-metropolitan areas with branches are spread out along the southern border with Tennessee and

Virginia and in central portions of the state. Reportable loan volume accounted for 5 percent of total mortgage and small business/farm originations in 2006.

Tennessee: Branches are concentrated in 7 of the 10 MSAs in the state and in eastern non-MSA counties. The 58 locations are found in 15 counties. Loan volume was approximately 2.5 percent of the total loans reported for 2006.

Alabama: The institution acquired two branches in the Anniston MSA through the acquisition of Century South Banks. The bank's performance is limited to the single county in which branches are located.

Selected aggregate demographic, housing, and economic information for all assessment areas combined is presented below. Source of the data is the 2000 U.S. Census, unless otherwise stated.

Demographics

- Population: 49 million
- Total Number of Households: 19 million
- Family Income Distribution* : 20% Low-Income, 18% Moderate-Income, 22% Middle-Income, 40% Upper-Income
- Families Below Poverty Level: 8%

Table 2 - Distribution of Geography, Population, and Households by Geography Income throughout All Assessment Areas

Geography Income [†]	Number of Geographies		Total Population		Total Households	
	#	%	#	%	#	%
Low-Income	591	6%	1,791,596	4%	650,441	3%
Moderate-Income	2,317	23%	9,816,419	20%	3,818,703	20%
Middle-Income	4,910	48%	24,940,806	51%	9,831,652	52%
Upper-Income	2,370	23%	12,175,327	25%	4,716,262	25%
Not Available	37	0%	48,390	0%	393	0%
Assessment Area	10,225	100%	48,772,538	100%	19,017,451	100%

* Refer to the Glossary for a definition of low, moderate, middle, and upper-income families.

† Refer to the Glossary for a definition of low, moderate, middle, and upper-income geographies.

Housing

- Total Housing Units: 21 million
- Occupancy: 62% owner-occupied, 28% rental units, 10% vacant
- Housing Stock: 72% 1-4 units, 17% 5 or more units, 11% mobile homes and other units
- Median Housing Age: 24 Years
- Median Housing Value: \$123,399

Economy (Bureau of Labor and Statistics) Unemployment Rates as of First Quarter 2008

- National Average – 4.9 percent
- North Carolina – 5.0 percent
- Virginia – 3.5 percent
- South Carolina – 5.8 percent
- Georgia – 5.1 percent
- Maryland – 3.5 percent
- District of Columbia – 6.1 percent
- West Virginia – 4.6 percent
- Florida – 4.7 percent
- Kentucky – 5.4 percent
- Tennessee – 5.2 percent
- Alabama – 3.9 percent

The economy of the Southeastern and Mid-Atlantic states has historically been driven by manufacturing jobs, many in the textiles industries. The textile industry has seen a precipitous decline over the review period. Plant closings, layoffs, and job losses have significantly impacted parts of North Carolina, Virginia, West Virginia, South Carolina, and Georgia. The economic outlook for 2008 showed some absorption of these displaced workers for these states, and the trend is expected to continue, mostly in the lower-paying services sector. However, job growth has stagnated and these unemployment figures shown above for the first quarter 2008 have started to rise.

Agricultural-related industry continues to feel the effects of the downturn of the economy that occurred in the early part of the review period. States of the bank's foot print that were particularly hard hit include the rural areas of North and South Carolina, Georgia, Kentucky and Tennessee. Cotton and tobacco production is falling as a result of lower subsidies and buyout programs, affecting a significant volume of small farm operations.

The housing market of the states in the bank's territory continued to be a cause for concern, some states by increments of ten percent annually in terms of real estate appreciation. Affordability, and not supply, tends to be the major area of concern for the housing market, although clearly the volume of homes on the market in population centers of the footprint is increasing at the time of this writing. The historically low interest rates available for the period 2005 through 2007 have ignited a large volume of home purchase and refinance activity. But the sustainability of these trends, given demand, supply, and rising unemployment rates, is being questioned by leading economists.

Community Contacts

During the course of the evaluation, fifteen community contacts were made in various states where BB&T operates. Additionally, some forty community contacts performed during other recent examinations were reviewed to determine if other community or economic development needs could be identified. The results of the conversations with the community contacts, and the subsequent review of previously performed community contacts, indicate that urban and rural areas have many various affordable housing, community development, and economic development needs that are not being met. While low- and moderate-income families, low- and moderate-income geographies, and small businesses in urban areas all have similar problems, the rural areas have fewer economic opportunities and limited availability to assistance from non-profit organizations to help mitigate those problems.

A need for adequate affordable housing was the most common issue raised by both the rural and urban community contacts that were not directly involved with economic development. The contacts stated that banks should take a more pro-active role in all of the communities they serve (both rural and urban) to insure that affordable housing needs are addressed. Efforts can include such things as credit counseling, first-time home buyer workshops, and the development of loan programs targeted specifically to low- and moderate-income borrowers. Banks can also work with affordable housing organizations to identify areas that would benefit their communities.

Community contacts involved with economic development indicated that infrastructure, economic incentives, the availability of a qualified workforce, employee training/educational opportunities, and flexible financing were identified as critical issues in obtaining new industries and generating employment opportunities. In rural areas banks are generally known as willing to make business loans. However, new or unproven businesses that do not meet banks' credit criteria are often unaware that other financing alternatives exist. Several of the contacts indicated that banks in rural areas should work with economic development organizations to establish referral relationships that would be mutually beneficial.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS:

The following statements and conclusions are based on the bank's overall CRA performance. Lending, investment, and service performance in each of the states and multi-state MSAs in the bank's assessment areas was considered and weighted accordingly. Performance under the lending test is weighted more heavily than the investment and service tests when arriving at an overall rating. A detailed analysis of each assessment area reviewed as support for these conclusions is provided later in this report.

The FFIEC has adopted a standard set of data tables, sequentially numbered 1 through 15, for use in every Large Bank CRA Public Evaluation; these tables are located in Appendix F. Each state and multi-state MSA has its own set of tables. Only the most recent full year of HMDA and CRA data with aggregate information, 2006, is presented. The 2005 and 2007 data was analyzed and any significant differences are included in the discussion for each assessment area. Generally, the year-over-year trends observed were not materially different in any respect.

LENDING TEST

The lending test evaluates an institution's record of helping to meet the credit needs of its assessment area(s) by considering an institution's home mortgage, small business, small farm, and community development lending. BB&T's lending performance was evaluated pursuant to the following criteria: 1) the lending activity in the assessment areas; 2) the geographic distribution of lending within the assessment area(s); 3) the distribution of loans among borrowers of different income levels and businesses (including farms) of different sizes; 4) the level of community development lending; and 5) the use of innovative or flexible lending practices.

The bank's performance under the lending test reflects the following:

- The volume of lending activity and the high percentage of loans made in the assessment areas reflects good responsiveness to assessment areas' credit needs;
- The geographic distribution of loans reflects good distribution throughout the assessment areas;
- The distribution among borrowers reflects a good distribution among business customers of different sizes, and a good distribution among retail customers of different incomes;
- The institution has made an excellent level of community development loans;
- The institution has made good use of flexible lending practices; and
- The bank's performance reflects a good record of serving the credit needs of the most economically disadvantaged assessment areas, low-income individuals, and very small businesses consistent with safe and sound business practices.

Table 3 – Distribution of Originated Loans Inside and Outside of the Assessment Area										
Loan Category or Type	Number of Loans					Dollars in Loans (000s)				
	Inside		Outside		Total	Inside		Outside		Total
	#	%	#	%		\$	%	\$	%	
Home Mortgage 2006	80,243	95	4,337	5	84,580	\$11,022,818	94	\$709,589	6	\$11,732,407
Small Business 2006	39,836	97	1,288	3	41,124	6,281,348	96	244,443	4	6,525,791
Small Farm 2006	1,530	93	118	7	1,648	139,338	93	10,422	7	149,760
Total	121,609	95	5,743	5	127,352	\$17,443,504	95	\$964,454	5	\$18,407,958

Source: HMDA and CRA Disclosure Statements (2006).

Table 4 – Distribution of Originated and Purchased Loans Inside and Outside of the Assessment Area										
Loan Category or Type	Number of Loans					Dollars in Loans (000s)				
	Inside		Outside		Total	Inside		Outside		Total
	#	%	#	%		\$	%	\$	%	
Home Mortgage 2006	85,820	93	6,116	7	91,936	\$12,197,357	92	\$1,014,922	8	\$13,212,279
Small Business 2006	39,836	97	1,288	3	41,124	6,281,348	96	244,443	4	6,525,791
Small Farm 2006	1,530	93	118	7	1,648	139,338	93	10,422	7	149,760
Total	127,186	94	7,522	6	134,708	\$18,618,043	94	\$1,269,787	6	\$19,887,830

Source: HMDA and CRA Disclosure Statements (2006).

BB&T has originated a significant majority of its home mortgage, small business, and small farm loans within its assessment area. At past evaluations, purchased mortgage loans represented a good portion of loans analyzed. Many of these purchased loans were from the Virginia and South Carolina charters. For this evaluation, the home mortgage loans reported by the three charters were combined, with loans coded “Purchased by Affiliate” excluded as to avoid duplication. Tables 3 and 4 reflect that approximately 5 percent of total home mortgage loans were purchased from other entities in 2006. BB&T maintains correspondent relationships with a number of mortgage brokers and commercial banks in the Southeast, whereby loans are purchased for potential placement in the secondary mortgage markets.

Lending Activity

The evaluation will focus on BB&T’s performance in assessment areas in ten states plus four multi-state MSAs. The lending activity in all states is compared using total loans and dollar volume reported for the 2006 time period in Table 5 below.

Table 5 – Percentage of Reported Loan Activity in Assessment Area States by Number and Dollar Volume of Home Mortgage, Small Business, and Small Farm Loans in 2006						
	By Number of Loans			By Dollar Volume of Loans		
	Home Mortgage	Small Business	Small Farm	Home Mortgage	Small Business	Small Farm
North Carolina	31%	42%	48%	29%	37%	50%
Virginia	21%	16%	11%	22%	18%	10%
Georgia	9%	10%	14%	9%	12%	14%
South Carolina	8%	11%	7%	9%	9%	6%
Florida	8%	3%	0%	12%	4%	0%
Maryland	7%	5%	1%	9%	6%	2%
West Virginia	7%	5%	2%	4%	4%	1%
Kentucky	5%	4%	16%	3%	4%	15%
Tennessee	2%	3%	1%	2%	3%	1%
District of Columbia	<1%	1%	0%	1%	1%	0%
Alabama	<1%	<1%	<1%	<1%	<1%	<1%

At the 2001 evaluation of BB&T's CRA performance, approximately 85 percent of all reportable HMDA and CRA loan activity was attributed to North Carolina assessment areas in calendar year 2000. For the 2004 evaluation, this volume dropped to slightly less than 49 percent. For this evaluation, the percentage attributed to North Carolina has fallen to approximately 35 percent. With the bank's footprint expanding to ten states and the District of Columbia due to the combining of charters, weighting placed on the bank's CRA performance in states other than North Carolina also increases.

Lending to small farms totaled just over 1 percent of all loans reviewed. For purposes of this evaluation, review was limited except in those states where a majority of the small farm lending occurred. Please refer to the individual discussions for North Carolina, Virginia, and Kentucky on performance for small farm loans.

Geographic Distribution

For the bank's total footprint, the bank displays a reasonable geographic distribution of home mortgage loans and small business/farm loans among low- and moderate-income census tracts. For HMDA-related loans, the institution's penetration of low-income tracts amounted to 1.1 percent of total loans, compared to aggregate levels of 2.0 percent. Owner-occupied units in low-income tracts represented 1.5 of total housing units. For moderate-income tracts, the bank's portion of total mortgage loans secured by properties in these tracts was 12 percent of total loans, compared to 16 percent for aggregate levels. Owner-occupied housing units in moderate-income tracts represented 15 of total housing units.

For small business loans, overall BB&T's distribution shows 2.6 and 17 percent of total loans to businesses in low- and moderate-income census tracts, respectively. These ratios are similar to the aggregate lending data of 2.5 and 16 percent for all large bank reporters. The volume of businesses in low- and moderate-income tracts of the bank's assessment areas represented 3.4 and 19 percent, respectively.

Additional detail is available in the analyses of each assessment area by state and multi-state MSA contained in this Performance Evaluation.

Borrower Distribution

BB&T shows an adequate record of HMDA loans to low- and moderate-income borrowers and an excellent record of lending to small businesses and small farms. For HMDA related loans where income was reported, the bank's data reflects 6 percent to low-income borrowers compared to aggregate reporters data of 4.6 percent. For moderate-income borrowers, the bank's ratio of 15 percent is roughly equal to that of all HMDA reporters, but slightly below the percentage of moderate-income families in the entire assessment area of 18 percent.

For lending to small businesses, BB&T had 66 percent of its loans to businesses with a \$1 million or less in gross annual revenues, compared to aggregate data of 36 percent. When considering this factor according to loan size, the bank originated 63 percent of total loans in amounts less

than \$100,000 and 81 percent in amounts less than \$250,000. Aggregate data for these same two loan size thresholds were 94 and 96 percent.

Additional detail is available in the analyses of each assessment area by state and multi-state MSA contained in this Performance Evaluation.

Innovative and Flexible Lending Programs

BB&T makes good use of flexible lending programs to help meet the credit needs of low- and moderate-income people and small businesses and farms. A summary of the programs offered by BB&T is detailed below. The programs are available in all of the bank's assessment areas.

Mortgage Loan Programs

BB&T offers several affordable mortgage programs, including government sponsored programs under Guaranteed Rural Housing, Veterans Administration (VA) Mortgages, and Federal Housing Administration Mortgages (FHA). Another flexible program offered through BB&T is the North Carolina Housing Finance Agency (NCHFA) mortgage loan program. This program targets first time homebuyers and low- and moderate-income borrowers and provides lower-than-market interest rates. Lending under this special program is directly related to the availability of funds apportioned by the North Carolina state legislature and has fluctuated from year-to-year. Mortgage lenders are trained however in the preparation of paperwork, and the product remains a viable option for first-time homebuyers.

BB&T also offers an in-house affordable mortgage product targeted toward low- and moderate-income people. This in-house program is the Community Homeownership Incentive Program (CHIP). CHIP guidelines provide for low down payments, home ownership counseling, flexible credit criteria, and long-term fixed market rates. Loans originated under this program for the review period are as follows:

- 2005 – 1,248 loans for \$119 million
- 2006 – 1,032 loans for \$107 million
- 2007 – 1,696 loans for \$213 million

Business and Farm Loan Programs

BB&T offers several flexible business and farm loan programs for individuals, businesses, and farmers who otherwise would not qualify for standard commercial loans. The Small Business Administration (SBA) provides SBA guarantees for small business loans and larger commercial loans. BB&T also offers the Farm Service Agency (FSA) Guaranteed Loan Program. Finally, the NC Capital Access Program is backed by the NC Rural Economic Center and is targeted toward small businesses. The program works by creating a special loan loss reserve to enable participating banks to make loans that carry a higher level of risk than allowed by conventional bank guidelines. The reserves are financed by a borrower's fee, of 3 to 5 percent of the loan amount, and matching funds from the program. Most loans are in the \$50,000 range and are to businesses with less than 10 employees. Loans originated under this program totaled \$92.5 million over the 3-year review period.

BB&T has an excellent track record of serving small businesses with BB&T proprietary loan products in addition to SBA lending. The U.S. Small Business Administration has recognized BB&T Corporation as one of the top “small business friendly financial holding company in the country” continuously over the review period. The annual ranking is an important measure of how well banks are meeting the credit needs of small firms. It helps small businesses shop efficiently for credit and it helps banks monitor competition in their markets. The annual ranking is based on the following four criteria: the ratio of small business loans to total assets; the ratio of small business loans to total business loans; the dollar volume of small business loans; and the total number of small business loans. Loans originated under SBA 504, 7(a), and SBA Express programs for the review period are as follows:

- 2005 – 541 loans for \$236 million
- 2006 – 706 loans for \$299 million
- 2007 – 856 loans for \$257 million

Community Development Lending

BB&T has originated an excellent level of community development loans. For the 3-year evaluation period, BB&T has funded 906 community development loans for \$1.118 billion. The dollar volume of community development loans reported by BB&T has tripled since the previous CRA evaluation in December 2004.

The bank’s performance with respect to community development lending was excellent in the following assessment areas: Atlanta, GA; Richmond, VA; Washington DC; Baltimore, MD; and Virginia Beach-Norfolk, VA. The weakest performance with respect to community development lending occurred in various assessment areas of Tennessee and Florida. In other assessment areas, the level of community development lending was considered generally satisfactory. A detailed summary of the community development loans originated in each assessment areas can be found in the individual assessment area sections of this evaluation.

In addition to participating in community development loans through strategic alliances and partnerships with community development organizations, for profit builders, and non-profit and governmental agencies, BB&T participates in two statewide lending consortiums; Community Investment Corporation of North Carolina (CICNC) and the Georgia Affordable Housing Corporation (GAHC). These organizations provide affordable housing throughout each respective state.

BB&T has a designated Federal Home Loan Bank (FHLB) Program Loan Specialist that assists organizations with the grant and loan application process through the FHLB of Atlanta. The two programs that BB&T is most active in are the Affordable Housing Program (AHP) and the Economic Development Program (EDP). The AHP is a flexible source of grants and loans designed to help member financial institutions and their community partners develop affordable owner-occupied and rental housing for very low- to moderate-income families and individuals. The EDP helps support economic development in communities by providing access to advances that are priced ten basis points below regular advance rates. These programs are only available to

member banks for worthwhile community development projects. Funds are allocated on a competitive basis and the bank assumes the financial risk if the project fails.

The bank's FHLB Program Loan Specialist provides technical assistance during the completion of the application, the funding of the grant or loan, and monitoring and compliance. The individual manages the FHLB portfolio that currently exceeds \$82 million in AHP, EDP, pre-development loan, and first time homebuyer programs funds. BB&T sponsors the organization's application and agrees to service the account once approved. During the evaluation period, the bank sponsored organizations in the development of 184 applications for assistance under these programs. During the evaluation period, 76 applications totaling \$22,206,498 were approved.

BB&T reported \$252 million, \$367 million, and \$499 million in community development lending in 2005, 2006, and 2007, respectively. In total, the bank reported 906 community development loans throughout the states it serves totaling \$1.1 billion. The following table details the bank's community development lending by state, combined for the 3 years of data.

State or Multi-State Assessment Area	Totals	
	#	\$(000)
Virginia	121	253,292
Georgia	169	177,113
North Carolina	210	132,883
Washington DC Multi-State MSA	53	95,358
West Virginia	69	91,490
South Carolina	90	91,369
Maryland	31	83,912
Florida	48	52,268
Bankwide/Outside AA	4	41,725
Kentucky	43	38,911
Charlotte Multi-State MSA	29	26,171
Louisville Multi-State MSA	29	23,401
Tennessee	5	7,925
Kingsport Multi-State MSA	3	2,357
Anniston, AL	2	63
Totals	906	\$1,118,238

INVESTMENT TEST

BB&T has demonstrated outstanding performance in the investment test. The bank has an excellent level of qualified community development investments and grants. The bank makes extensive use of innovative and complex investments that are particularly responsive to credit and community economic development needs. BB&T is often in a leadership position regarding its investment activity and has invested in several investment vehicles that are not routinely provided by private investors. In addition, many of the bank's investments serve as a catalyst for other community development projects.

During 2005, 2006, and 2007, the bank provided 1,297 charitable contributions to qualified community development-related organizations and expenditures in capacity building and financial literacy totaling \$5,266,381. The bank's 185 equity investments total \$551,847,702 during the same period. These equity investments have provided extensive assistance in making low-income housing available throughout BB&T's footprint and funding for businesses. In addition to the current period equity investments, the bank has prior period investments outstanding in the amount of \$249,754,554. These continuing investments provided funding for affordable housing projects and businesses. In addition, BB&T received credit for its subsidiary's Small Business Investment Company investments of \$134,139,715.

The bank's qualified grants, donations, and investments, including current and prior period investments, total 0.77 percent of the bank's average total assets during the evaluation period. Qualified investments total 4.42 percent of average investments for 2005, 2006, and 2007. These percentages compare favorably to the 2004 evaluation which reported 0.40 of average total assets and 1.79 percent of average investments for the prior review period.

The following table summarizes BB&T's CRA investments. The table details investments as either prior period or current period. Prior period represents outstanding amounts of investments made during previous CRA evaluations, and current period represents CRA investments made during this CRA evaluation period (2005 through 2007). Of the \$904 million in CRA qualified investments, over 72 percent were made during this evaluation period, and 28 percent is attributed to prior period investments which remain outstanding.

Table 7 – BB&T CRA Investments and Contributions					
Description	Prior Period	2005	2006	2007	Total Investments
Capital Partners	\$36,740,261	\$5,000,000	\$32,755,371	* 59,644,083	*\$134,139,715
Apollo			13,076,000	39,949,451	53,025,451
Boston Capital			29,366,700	64,163,116	93,529,816
CAHEC	175,488,540		24,999,999	74,275,000	274,763,539
Centerline		15,000,000		12,915,709	27,915,709
Enterprise		13,000,000	14,000,000	37,000,000	64,000,000
LISC			1,364,227		1,364,227
MMA		14,800,000	15,000,000	61,000,000	90,800,000
NEF		2,000,000	5,000,000		7,000,000
PNC			13,500,000	44,967,500	58,467,500
Richman				32,000,000	32,000,000
VCDC	14,957,772	5,000,000	9,470,000	10,000,000	39,427,772
Other Tax Credits	22,567,981				22,567,981
NDC Training		289,700	402,600	349,800	1,042,100
eBus				410,000	410,000
Church-Based Training Symposium		197,300	74,000	89,300	360,600
Contributions		797,353	768,573	1,887,755	3,453,681
Totals	\$249,754,554	\$56,084,353	\$159,777,470	\$438,651,714	\$904,268,091

* \$125,000 Unfunded

Refer to Tables 14 – Qualified Investments – in Appendix F for amounts invested in each assessment area and state. Refer to assessment area conclusions for details on the types and amounts of investments made in each assessment area. The following is a summary of BB&T’s significant qualified investments.

Capital Partners, LLC

Investments were made through the Corporation’s subsidiary, BB&T Capital Partners, LLC (Capital Partners). The subsidiary was established for the purpose of investing corporation funds from the previously chartered North Carolina, South Carolina, and Virginia banks in established small businesses and middle-market growth companies. Capital Partners is a Small Business Investment Company (SBIC), licensed by the Small Business Administration (SBA). As a SBIC, Capital Partners makes investments to fund expansion, growth, acquisitions, consolidations, and management-led buyouts of small businesses. Fourteen investments were made through Capital Partners during this CRA evaluation period that benefit BB&T assessment areas totaling \$97.4 million, of which \$125 thousand is not yet funded. In addition to the current period investment, the bank has four outstanding investments through Capital Partners from previous evaluation periods, totaling \$36.7 million.

Community Affordable Housing Equity Corporation (CAHEC)

BB&T Corporation has continued its partnership with the Community Affordable Housing Equity Corporation (CAHEC), the largest regional nonprofit low-income housing tax credit syndicator in the United States. CAHEC was founded in 1992 for the purpose of organizing and managing low-income housing tax credit equity funds in North Carolina. Since then, CAHEC has raised and invested hundreds of millions of dollars in low-income housing tax credit developments, and today helps finance affordable housing throughout the Southeast and mid-Atlantic region. CAHEC’s mission is “To raise and invest equity capital in qualified low- income housing tax credit projects and other tax credit projects; and to provide capital through a series of Community Investments that (i) empower residents, (ii) provide the development of affordable rental and ownership housing, and (iii) foster sustainability within the communities we serve.” In addition to its core business of sponsoring investments in affordable rental housing, CAHEC provides an array of supportive services known as *Community Programs*, which are designed to aid developers and empower residents living in developments CAHEC helps finance. Much of CAHEC’s strength comes from the fact that it is a nonprofit corporation. Its public purpose, mission, and, especially, the value-added services it provides set CAHEC apart from for-profit equity syndicators. Because CAHEC has no stockholders with whom to share profits, the Company is able to reinvest large amounts of its fee income to help residents improve their quality of life by participating in the *Community Programs*.

BB&T Corporation continues to be the largest investor in CAHEC overall, and the lead investor in several equity funds. BB&T frequently consults with the CAHEC president on tax credit issues and involvement of other investors. During this CRA evaluation period, BB&T invested over \$99 million in 43 affordable housing projects through five CAHEC equity funds. The developments are located throughout North Carolina, South Carolina, Virginia, Kentucky, Tennessee, and West Virginia. From prior periods, BB&T has continued the CAHEC

investments in several affordable housing projects. The value of the investments in these projects totals over \$175 million.

Tax Credit Investments

BB&T Corporation has participated in numerous other tax credit projects independent of CAHEC in past years. Through its investment in CAHEC and other equity funds, BB&T has taken a leadership role in helping to meet the affordable housing needs of the communities it serves through participation in tax credit deals by investing in a diversified portfolio of primarily affordable housing projects. In addition to increasing the number of syndicators used from one to nine since the previous evaluation period, BB&T increased its investment levels from an average of \$42 million per year (2002-2004) to an average of \$183 million per year (2005-2007). During the evaluation period, outside of its CAHEC investments, BB&T invested \$453 million in low-income housing, historic, and new markets tax credit investments and had \$38 million outstanding from prior periods. The following is a summary of the other organizations in which BB&T has invested in tax credits during 2005 through 2007:

Apollo Equity Partners (Apollo) was formed to provide equity capital for the development of affordable housing by utilizing various tax credit programs. BB&T has invested over \$53 million in 17 projects through three Apollo funds.

Boston Capital is a privately held firm specializing in real estate finance and investment and is the fourth largest owner/investor of multifamily apartment properties in the country. Boston Capital finances and develops new and existing affordable multifamily apartment properties under the federal Low Income Housing Tax Credit (LIHTC) Program. During this CRA evaluation period, BB&T invested almost \$94 million in 29 affordable housing projects through five Boston Capital equity funds.

Centerline Capital Group is one of the nation's leading real estate finance and investment companies. BB&T's investments have provided almost \$28 million in equity capital for five affordable multifamily rental housing properties.

Enterprise Community Investment, Inc. is a national leader in investment capital and development services for affordable and workforce housing and community revitalization. BB&T has invested \$64 million in five funds benefiting 21 properties.

BB&T invested \$90.8 million in four of MMA Financial's low-income housing tax credit equity funds benefiting 18 affordable housing projects.

National Equity Fund, Inc. (NEF) is a leading national syndicator of low-income housing tax credits with one of the largest portfolios of projects in the marketplace. NEF invests the equity it raises in affordable housing projects that have been allocated low-income housing tax credits by their state or local housing finance agency. BB&T has invested \$7 million in three NEF projects through two funds in 2005 and 2006. In addition, NEF manages its tax-credit equity affiliate, Local Initiatives Support Corporation's (LISC) New Market Tax Credit (NMTC) activities. LISC focuses its efforts on financing the development of commercial and community space and housing that generate jobs, provide needed goods and services, and reverse physical deterioration in

distressed communities. BB&T invested in one NMTC project, Tangerine Plaza Shopping Center in Tampa, Florida, for \$1.36 million, in 2006. See the description of this highly complex community development project under the Lending Test. In addition to partnering with both of these national non-profits on various projects, BB&T collaborates in the structuring of this innovative NMTC deals such as Tangerine Plaza.

PNC MultiFamily Capital is a full-service real estate investment firm specializing in the financing and management of affordable housing investment portfolios. BB&T has invested over \$58 million in 13 projects through three PNC funds.

BB&T has invested \$32 million in two Richman Group funds that have benefited the construction of nine low-income multifamily rental properties primarily in Florida.

Virginia Community Development Corporation (VCDC), a non-profit corporation, creates tax credit equity funds for affordable housing and other community development projects. The VCDC is a statewide intermediary for the promotion, financing, development, and operation of affordable housing in Virginia. In addition, VCDC created a housing equity fund in Kentucky. BB&T serves as the largest investor for this syndicator and takes a leadership role by serving on the Investor Committee to provide input for approving tax credit projects for potential investors. The bank has invested \$24.47 million in four funds that have benefited 26 properties in Kentucky and throughout Virginia.

Several investments included in the above discussion are outside of the bank's assessment areas. Although these investments are outside the designated assessment areas, the funding supported economic development and affordable housing in the broader statewide or regional area where needs exist.

Capacity Building: Training and Technical Assistance for Community Development Organizations

BB&T contributed more than \$1 million throughout the exam period to facilitate capacity building of Community Development Organizations (CDOs) within its assessment areas. The amount contributed is only for the instruction of BB&T's Capacity Building courses; BB&T also provided classroom facilities, travel subsidies, and a reduced enrollment fee for its participants. BB&T's primary Technical Assistance provider is the National Development Council (NDC) which provides technical assistance to CDOs in the bank's assessment area. Refer to the Service Test for additional details on these programs.

Church-Based Training Symposium

During the evaluation period, BB&T Corporation contributed over \$360 thousand to its annual Church-Based Training Symposiums. BB&T and Freddie Mac have partnered for three consecutive years, all during the evaluation period, to offer the Church-Based Community Development Training Symposiums. The training effort was designed to link community development corporations, non-profit organizations, church-based practitioners, and others who had a clear understanding of the economic challenges facing their communities, but lacked the

resources. The sessions were led by the NDC, Freddie Mac, and other leaders in community economic development. Refer to the Service Test for additional details on these symposiums.

BB&T eBus

In addition to the above financial training expenditures, BB&T contributed \$410,000 to financial literacy education through the BB&T Bank Bus (eBus). The eBus is a 40-foot mobile commercial bus retro-fitted as a self-contained production and educational center with ten computer workstations, printers, Internet connectivity, and classroom furnishings. BB&T’s eBus, provided through a partnership with Freddie Mac and The Community College Foundation, has hosted unique Financial Fairs at churches throughout the bank’s footprint. The goal of the Church Financial Fairs is to provide financial literacy and homeownership education to all generations of the church’s congregation. Refer to the Service Test for additional details on this service.

Charitable Contributions

Over the evaluation period, donations to qualified community development-related organizations totaled over \$3.45 million. BB&T’s CRA-related charitable contributions were primarily for financial education to individuals (credit awareness, homeownership education, and basic banking information).

Table 8 – Community Development Investments by State		
State or Multi-State Assessment Area	Totals	
	#	\$(000)
North Carolina	530	178,020
South Carolina	162	148,947
Florida	83	122,956
Virginia	214	110,415
Maryland	83	61,517
Washington DC Multi-State MSA	165	60,287
Tennessee	40	49,939
Kentucky	78	36,889
Georgia	73	36,479
Bankwide/Outside AA	12	31,167
West Virginia	157	25,353
Charlotte Multi-State MSA	65	14,275
Louisville Multi-State MSA	81	11,603
Anniston, AL	10	10,095
Kingsport Multi-State MSA	8	6,326
Totals	1,761	\$904,268

SERVICE TEST

BB&T has demonstrated outstanding performance in the service test. The bank's delivery systems are readily accessible to all portions of the bank's assessment areas. To the extent changes have been made, the bank's opening and closing of branches has not adversely affected the accessibility of its delivery systems. The range of services and alternative delivery systems offered by the bank are tailored to meet the needs of the community. Finally, the bank is a leader in providing community development services.

Retail Banking Services

Accessibility of Delivery Systems

The bank's delivery systems are readily accessible to all portions of the bank's assessment areas. As of mid year 2007, BB&T operated 1,484 branch offices and approximately 2,100 ATMs. In a majority of the bank's assessment areas, the branch distribution by geography was similar to the population demographics and in several assessment areas the percentage of branches in low- and moderate-income geographies exceeded the population percentages within low- and moderate-income geographies. However, the branch distribution in Baltimore, Maryland, and several assessment areas in Florida provides only limited accessibility to low- and moderate-income people and areas. The distribution of the bank's ATMs was consistent with the distribution of branches. Refer to the assessment area conclusion sections of this public evaluation for additional details on the branch distributions.

Changes in Branch Locations

To the extent changes have been made, the bank's opening and closing of branches in most of the assessment areas have not adversely affected the accessibility of its delivery systems. In the Baltimore, Maryland assessment area there has been only modest improvement in the geographic distribution of bank offices since the previous CRA evaluation in December 2004 with the additional of one new branch in a moderate-income tract. Refer to the assessment area conclusion sections of this public evaluation for additional details on the changes in branch distributions.

Banking Services and Alternative Delivery Systems

The range of services and alternative delivery systems offered by the bank are tailored to meet the needs of the community. BB&T offers a full range of consumer and commercial loan and deposit products, including affordable mortgage programs, small business lending products and services that are recognized by the Small Business Administration as best in the nation, affordable deposit products for non-profit and civic organizations, and numerous no fee and low-cost deposit products. BB&T also developed Home Saver and College Saver Certificates of Deposit that feature low minimum starting deposits and flexible withdrawal options. Banking hours are generally 8:30 – 6:00 Monday through Friday with many offices open on Saturdays to accommodate customer needs. The bank also operates a staffed 24-hour toll free phone call center that is available 365 days a year. Online banking is available for customers with access to a personal computer.

Most notably, BB&T has implemented a new initiative to reach out to the underserved Hispanic market. Recognizing that North Carolina and five other states within the bank's ten state footprint have the highest Hispanic population growth rate, BB&T developed products and services tailored to this underserved group including the designation of Hispanic Banking Centers in ten regions identified with the highest Hispanic populations. See comments below under the heading "Multicultural Banking Centers" for more details regarding the bank's new Hispanic market initiative.

Community Development Services

BB&T provides a significantly high level of community development services. The bank has taken a leadership role in providing community development services through developing programs to identify community development needs and in developing services to meet those needs. Following is a summary of various community development services and programs offered by BB&T that demonstrate the bank's commitment to help meet the needs of the communities it serves.

CRA Steering Committees

BB&T has created CRA Steering Committees in various communities throughout the bank's footprint. The committees are comprised of a diverse group of area residents, community leaders, and bank management. These committees have been instrumental in helping the bank's CRA Oversight Committee define credit needs related to housing, business, and overall community development. The goals of the CRA Steering Committee are to provide a forum for citizen input and participation in the development of programs and policies at BB&T that will lead to community enrichment and to serve in the mobilization of resources to assist BB&T in developing and implementing a plan for community economic development. CRA Steering Committees meet several times a year and have been established in the following cities: Charlotte, Raleigh, and Winston-Salem, North Carolina; Washington, DC; Charleston and Greenville, South Carolina; Atlanta, Georgia; Tampa, Florida; Knoxville, Tennessee; Louisville, Kentucky; and Charleston, West Virginia. The meetings are designed to bring community leaders together and for BB&T to better understand its marketplace. The bank provides the community leaders with information on the bank's available programs and its CRA performance.

Strategic Planning Sessions

Periodically, the bank sponsors Strategic Planning Sessions throughout the assessment areas. BB&T's Community Development Specialists, in conjunction with the National Development Council (NDC), conduct sessions across the BB&T footprint with individuals involved in local community development efforts. These Strategic Planning Sessions are opportunities for individuals to brainstorm ways to facilitate improvement within the communities.

Participants in these sessions represent a cross section of the community, including low- and moderate-income individuals, minority individuals, opinion leaders, organization leaders, local government officials, and small business owners. Knowing the specific needs of each community gives BB&T the opportunity to refine their role and future goals. After the completion of the

Strategic Planning Sessions, the community group determines the next steps, which has included forming CRA Steering Committees.

During the evaluation period, five Strategic Planning Sessions were facilitated by the NDC (see further description below). Currently, eleven Steering Committees have been formed throughout the BB&T footprint as a result of these sessions.

Capacity Building Program

In 1998, BB&T's CRA/ Community Development Department formed a partnership with the National Development Council to build the capacity for non-profit community based organizations (CBOs) and help them become self-sustaining in their endeavors. NDC is one of the nation's oldest, most experienced non-profit organizations dedicated to economic development finance and affordable housing. The program formed by this partnership is the BB&T Corporation/NDC Capacity Building Program. BB&T uses this program to address the problems experienced by CBOs in successfully accomplishing local projects that benefit low- and moderate-income families. By providing capacity building opportunities, BB&T is helping grassroots CBOs become leaders in their communities. Together, BB&T and NDC have been able to refine approaches that are helping organizations further community development in Washington, DC, and the states of Florida, Georgia, Kentucky, Maryland, North Carolina, South Carolina, Tennessee, Virginia, and West Virginia.

The goals of the Capacity Building Program are:

- To equip non-profit CDCs with permanent, self-sustaining skills to successfully develop affordable housing, vital community facilities, and job creating projects in their neighborhoods, and
- To provide non-profit CDCs with information on legal resources, financial needs, and project execution for community development.

Three components have become the mainstays of the Capacity Building Program: strategic planning sessions, training courses, and technical assistance.

Strategic Planning Sessions

Organized and conducted by BB&T and NDC, these sessions provide a forum for all parties involved in local community economic development to express their objectives and concerns.

The meetings are facilitated in two sessions:

- Session I evaluates the credit needs related to housing and small business. The identification of community needs is a priority of this session.
- Session II develops strategies, goals and objectives to be implemented in the assessment area.

The large, broad-based community meetings have proved to be the best way to generate the community involvement and support that are crucial for effecting change. The meetings have also given participants the chance to share fresh ideas for addressing important issues and facilitating new partnerships. In these sessions, BB&T has had the opportunity to articulate their role in the community and goals for future development.

Training Courses

A second component of the Capacity Building Program is training in economic, housing and community development. BB&T supports this aspect of capacity building by funding courses led by NDC. The courses explore the financial analysis and deal-structuring skills needed by non-profit practitioners to turn community development opportunities into results. The training courses are driven by case studies based on actual projects and address priorities essential to CBOs such as:

- small business development/job creation
- start-up business financing
- revolving loan fund lending
- commercial real estate development
- affordable single-family housing development
- affordable multifamily housing development, and
- mixed-use development.

During the 2005-2007 evaluation period, BB&T invested over \$1 million in capacity building training and trained almost 1,000 participants in its 39 training classes. To date, full-capacity audiences have given the courses high marks for expanding their ability to develop and accomplish projects.

Technical Assistance

Applying the financial analysis, underwriting, and deal-structuring skills learned in classroom training to the real world is not an automatic process. Many community economic development practitioners initially lack the expertise needed to analyze and provide feedback to potential borrowers or to underwrite and structure successful financing packages. Realizing this, BB&T has further increased their support of CBOs by funding NDC's on-site technical assistance on actual projects.

Reinforcing all that has been learned theoretically, the hands-on technical assistance has strengthened the abilities of numerous organizations. It has bridged the gap between the classroom and the neighborhood, helping turn ideas into solid realities. With this assistance, CBOs have become skilled in a wide array of practices including:

- forming project plans, building partnerships and solving problems
- confirming financial commitments from lenders and investors
- reviewing terms and conditions of lenders and investors
- analyzing the project budget to identify costs savings
- identifying project costs that are understated that may cause future overruns
- recommending modifications to the budget, financial structure and terms of the financial commitment that will enhance the project's viability
- negotiating with BB&T and public lenders to achieve the desired financing
- developing the financial package that is submitted to BB&T and public lenders for financing
- developing requests for qualifications/proposals
- finding equity investors
- working with developers

- financing and managing construction
- negotiating construction contracts
- identifying potential tenants
- handling marketing and pre-leasing
- negotiating leases
- selecting and retaining a management firm
- managing assets, and
- servicing loans.

Not only have several projects been successfully structured and financed with the help of technical assistance, but a pipeline of viable, longer-term projects has also been created.

Though this partnership, BB&T has helped community based organizations stimulate investment, redevelop neighborhoods, and create jobs and affordable housing.

BB&T Community Development Technical Assistance

NDC provides the majority of BB&T's technical assistance for their non-profit clients. However, they also contract with consultants and the Duke Law Clinic. The Duke Law Clinic offers assistance for all matters "legal", whereas the NDC and individual contractors offer more hands-on assistance, such as developing loan packages and creating proforma spreadsheets. BB&T and Duke Law School's Community Enterprise Clinic have partnered together to educate community development practitioners on legal matters. This partnership provides a comprehensive legal capacity building program to mature, high-performing community development corporations and other similar non-profits throughout BB&T's footprint. The Duke Law Clinic meets community needs by providing pro bono legal services to non-profit community development organizations working to revitalize low-wealth and minority communities. The Duke Law Clinic has particular expertise in affordable housing and community development law, as well as the law of non-profit organizations.

Affordable Housing Developers' Conference

During the evaluation period, BB&T hosted three Affordable Housing Developers' Conferences to provide a forum to expose nonprofit developers, for-profit developers, and city/county government officials to new affordable housing financing strategies. Through its community economic development subsidiaries and partners, such as Laureate Capital, CAHEC, NDC, and Duke Law Clinic, BB&T offers best practices for conceptualizing, structuring appropriate financing, and bringing to fruition affordable housing and economic development projects throughout the bank's footprint. BB&T selects locations that have a proven capacity and/or a recognized need in the development of affordable housing to host the Conferences.

In 2006, BB&T held Developers' Conferences in Macon, Georgia, and Atlanta, Georgia. In 2007, BB&T held a Developers' Conference in Charlotte, North Carolina. Topics discussed during Developers' Conferences included the following:

- Residential lending
- Commercial real estate

- Affordable housing finance products
- HUD programs, and
- Tax credits
 - Low Income Housing Tax Credits (LIHTC)
 - Historic Tax Credits (HTC)
 - New Markets Tax Credits (NMTC).

Low-to-Moderate Income Housing Forum

This Low-to-Moderate Income Housing Forum (LMI Forum) is an annual event held by mortgage lenders and bank personnel. To increase the bank's community outreach efforts, the bank's mortgage lending area conducts the LMI Forum. Quarterly conference calls allow the bank's mortgage personnel to share ideas and thoughts on affordable housing and CRA guidelines. The group also participates in the annual LMI conference. Discussions include the marketing of BB&T's affordable housing programs, community outreach and participation, and marketing needs. In 2007, the sixth annual BB&T LMI Forum was held in conjunction with an Affordable Housing Conference sponsored by BB&T, Freddie Mac, and the Georgia State Trade Association of Non-Profit Developers.

Financial Literacy

BB&T is dedicated to increasing financial literacy throughout its communities and has invested hundreds of volunteers and grant funds toward this endeavor. BB&T has partnered with organizations such as the Jump\$tart Coalition, the FDIC, and Freddie Mac. Some of the ways BB&T has shown its commitment to financial literacy is through the following initiatives:

- America Saves,
- Financial Literacy Teacher's Academy,
- How to Do Your Banking Program,
- FDIC's Money Smart Curriculum,
- Nuestro Barrio, and
- BB&T's eBus.

At the local level, BB&T employees volunteer to teach homeownership education, credit management, basic banking information, and money/savings management classes. This education is provided through the many city and county governments and non-profits organizations.

Jump\$tart is a national financial literacy program headquartered in Washington, DC with 38 plus state affiliates. Jump\$tart is a collaboration of public and private organizations, educational institutions, financial associations, and non-profits committed to ensuring that youth are equipped to make critical financial decisions that will affect their quality of life.

BB&T's financial literacy youth program entitled How To Do Your Banking is used by branches across the bank's entire footprint. The bank contracted with a third party to provide educational materials for high school students including a video, workbook and teacher guide. To date, the bank has provided the program to numerous high schools throughout the BB&T footprint.

EBus

During 2005, BB&T began a partnership with Freddie Mac and The Community College Foundation to provide the eBus throughout BB&T's footprint. The eBus was a full-size commercial bus retrofitted as a self-contained, mobile marketing, production and educational center. Equipped with ten computer workstations, two printers, two-way Internet connectivity, and other classroom furnishings, the eBus served as a community resource center.

The BB&T eBus brought financial education and lending information directly to where their clients live, work, play, and pray. BB&T has partnered with many organizations, including, Jump\$tart Coalition, Consumer Credit Counseling Services, local America Saves chapters, Social Security Commission, and other non-profits, to host Church Financial Fairs, utilizing BB&T staff. The mission of these Fairs was to increase the financial awareness of the communities which BB&T serves and to communicate and make available financial products and services. Financial literacy topics have included credit report counseling, homeownership education, investment management, Earned Income Tax Credit information, and insurance programs. During, the 2005-2007 lease term, BB&T provided approximately 2,000 individuals with free credit reports. BB&T also offered on-site credit counseling and follow-up financial education for these individuals. The BB&T eBus traveled throughout the bank's footprint. In 2007, BB&T began development of a bank-owned bus, which also will function as a mobile production and education center with more BB&T branding.

Multicultural Banking Centers

BB&T has invested significant time and financial resources to assist the multicultural communities throughout its assessment areas. The bank has appointed Mr. Jorge G. Möller as Vice President and Multicultural Markets Manager for BB&T. Mr. Möller is responsible for the overall strategy development and implementation of BB&T's multicultural markets across the retail franchise. Within the multicultural markets, the Hispanic segment is one of key importance given their fastest growth in population as well as purchasing power, which is the primary focus of Mr. Möller across the BB&T footprint. Currently, the bank has established 180 Multicultural Banking Centers in Florida, Georgia, North Carolina, South Carolina, Maryland, and Virginia. Bank-service brochures and signage are bilingual at these branches, and Spanish language newspaper and radio advertising are provided by the bank. The staff at the centers are provided cultural sensitivity training. Bilingual employees are located at each Center and have language indicator name tags. The centers have a Hispanic/ Multicultural Community Kiosk that contains community activities, campaigns and promotions, and other relevant information.

BB&T's website provides a link to web pages in Spanish to serve the Hispanic population and features links to bank products, services, and educational materials in Spanish along with an improved Hispanic Branch Center locator.

Another key initiative is the development and distribution of a set of Spanish language educational audio tapes for Hispanics, called the BiBi tapes. The tapes are a series of Spanish-language audiotapes that provide basic information on emergency preparedness, basic banking information, driving in the United States, rental/homeownership, and other important information for recent immigrants about living in the United States. These tapes are free and are available

throughout BB&T's branch network. The production, duplication and distribution expenses for the BiBi series totaled to more than \$660,000 during the exam period.

BB&T has continued its partnership with the Community Reinvestment Association of North Carolina (CRA-NC) and Freddie Mac in the distribution of *Nuestro Barrio*, a Spanish-language mini-series about Hispanic life in the United States. With education as its primary objective, *Nuestro Barrio* uses a soap opera format to engage and entertain consumers on varying issues including banking, homeownership, and health and wellness. These DVDs are distributed at the bank's multicultural banking centers.

Church Based Community Development Training Symposium

During the evaluation period, BB&T partnered with Freddie Mac and others to offer, for three consecutive years, the Church-Based Community Development Training Symposium. Roughly 300 leaders from Community Development Corporations (CDC), non-profit organizations, churches, and church-based organizations attended these Symposiums to benefit from the educational courses and inspiring keynote speeches to build their knowledge of community economic development.

The inaugural Symposium took place October 12 -14, 2005, in Hollywood, Florida, where Florida Governor Jeb Bush and Housing and Urban Development Secretary Alphonso Jackson were among the notable speakers. The second annual Symposium took place November 15-17, 2006, in Ft. Lauderdale, Florida, where attendees again benefited from courses taught by officials from Freddie Mac, the Department of Housing and Urban Development, the Federal Home Loan Bank of Atlanta, the National Development Council and Duke Law School. In 2007, BB&T, Freddie Mac, and partners hosted the third annual Symposium November 13-15 in Delray, Florida. The Symposium's Keynote Speaker was Dr. Donald Hilliard, Senior Pastor of Cathedral International Church and Founder/CEO of the Cathedral Community Development Corporation.

The annual Symposiums featured educational classes, case studies, and project reviews that focused on helping community and church-based organizations build capital resources to promote urban and rural community revitalization, economic empowerment, and affordable housing development.

CRA Newsletter – Good Company

BB&T's CRA and Community Development Department publishes a CRA newsletter *Good Company*, which provides information on community development activities, initiatives, and opportunities to both internal and external clients. *Good Company* articles report on BB&T employees' community involvement, sponsored community events, small business lending programs, and community development challenges and opportunities. The newsletter is distributed to internal and external community development organizations and individuals in the BB&T footprint. The publication is also available on the bank's website. The most recent edition of the newsletter highlighted the Church-Based Community Development Training Symposium, BB&T's eBus, *Nuestro Barrio*, information on upcoming training courses sponsored by BB&T through the National Development Council, information on two savings programs BB&T offers in Virginia to low-income clients, and several articles on various community development projects in which BB&T has been involved, among other articles.

Savings Program

BB&T has partnered with the Virginia Department of Housing and Community Development (VDHCD) to offer products specifically designed for low-income clients. The Virginia Individual Development Account (VIDA) program provides eligible, low-income individuals with a match of two dollars for every one dollar saved. The savings can be used to buy a home, start a business, or obtain post-secondary education. There is no limit to the amount VIDA savers can add to their accounts; however, match money is limited to \$4,000. BB&T holds the accounts.

BB&T created products specific to the asset goals of VIDA savers, such as the Home Saver and College Saver Certificates of Deposit. By offering a higher interest rate and no withdrawal fee when used for the asset goal of VIDA savers, low-income clients can maximize savings potential.

IOLTA

BB&T offers Interest on Lawyers' Trust Accounts (IOLTA) checking accounts throughout the states in which it does business. These accounts allow lawyers to accrue interest on otherwise idle funds. Interest is paid directly to the state BAR Association for investment in charitable causes statewide. IOLTA is a nonprofit organization that works with lawyers and banks to help pay for legal services for the poor. It also supports charitable initiatives such as the statewide volunteer lawyer program to coordinate local pro bono services of private attorneys. BB&T's average IOLTA checking account balances during the evaluation period exceeded \$590 million.

Employee Involvement

In addition to the activities above, numerous bank employees are actively involved in organizations which have community development as a primary purpose. The employees provide technical assistance and financial expertise to affordable housing organizations, and groups providing financial literacy training. Employees also taught small business financial management, served on economic and community development committees and boards, served on the board of an organization which helps families in poverty, and served on advisory committees. BB&T tracked employee participation using the Online Community Development Activity Report. Results showed over the three year period, 2,871 qualified activities. In addition to the executive officers indicated below, other employees' activities are further discussed in the applicable assessment area discussions of this evaluation.

Brian Coyle, Senior Vice President and CRA Investment Manager

- *CAHEC*

Brian Coyle has been on Board since the early 90's but changed to a Board Advisor position since BB&T is the majority investor. He frequently consults with the CAHEC President on tax credit issues and involvement of other investors.

- *North Carolina Housing Finance Agency*

Mr. Coyle is the Chairman of the Housing Trust Fund for the state of NC. They allocate funds for permanent loans for tax credit investments and other housing programs. NCHFA is the state agency that awards the Federal and State tax credits to individual developers and projects. He was appointed by the North Carolina Speaker of the House.

- *North Carolina Housing and Policy Council*

Mr. Coyle is a member of this council, appointed by past Governor Jim Hunt and most recently by Governor Michael Easley. They review housing policies for the state and make recommendations to the Governor.

- *Virginia Community Development Corporation*

Brian Coyle serves on the Investor Committee for this syndicator, same as CAHEC, to give input for approving tax credit projects for investors.

Kelly King, President and Chief Executive Officer

- Chair – United Way Tocqueville Leadership Campaign and United Way Tocqueville Leadership Society
- Member – Financial Services Roundtable and Triangle Community Foundation Leadership Council
- Board member – N.C. Chamber of Commerce
- Former board member – Mission Emanuel, N.C. Center for Non-Profits, N.C. Economic Development Commission, North Carolina Child Advocacy Institute, North Carolina Community College Foundation
- Former Chairman of the Board – North Carolina Rural Economic Development Center and Greater Raleigh Chamber of Commerce
- Former Campaign Chairman – Wake County United Way.

Ricky Brown, Senior Executive VP and Banking Network Manager

- Trustee, Virginia Foundation for Independent Colleges
- Past affiliations include: Leadership in United Way, Junior Achievement; Board member, Charlotte (N.C.) Mecklenburg Education Foundation; Member, Charlotte Chamber; Board member, Carolina Partnership

Rob Greene – Senior Executive VP and Chief Administrative Officer

- Board member – United Way of Forsyth County
- Board member – Idealliance
- Board member – Winston-Salem Foundation
- Member – Advisory Council, North Carolina Center for Nonprofits.

COMPLIANCE WITH ANTIDISCRIMINATION LAWS

Substantive violations of the anti-discrimination provisions of the fair lending laws and regulations were identified during the concurrent fair lending review of BB&T. The FDIC has reasons to believe that pattern or practice violations of the Equal Credit Opportunity Act (ECOA), 15 U.S.C. 1691 et seq., the Federal Reserve Board’s implementation regulation (“Regulation”), 12 C.F.R. Part 202, the Fair Housing Act (“FHA”), 42 U.S.C. 3605, and the Department of Housing and Urban Development’s implementation regulations (“HUD’s Fair Housing Regulations”), 24 C.F.R. Part 100, have occurred in connection with the lending activities of BB&T. In consideration of the seriousness of these violations, which involved a pattern or practice of discrimination on the basis of race, the institution’s CRA performance evaluation has been lowered to a “Satisfactory” rating. The discriminatory violations were considered to be isolated to one of the bank’s lines of business and confined to certain of the bank’s internally-defined regions. Bank management has voluntarily made changes to its fair lending policies and procedures and fee structure to help prevent discriminatory or other illegal credit practices.

NORTH CAROLINA

CRA RATING FOR NORTH CAROLINA: Outstanding

The Lending Test is rated: Outstanding

The Investment Test is rated: Outstanding

The Service Test is rated: Outstanding

SCOPE OF EXAMINATION

The evaluation of the North Carolina performance primarily considered the operations of BB&T in its Raleigh/Cary, Greensboro, Wilmington and Winston-Salem MSAs, and the non-MSA assessment areas. Performance in the Charlotte multi-state MSA is separately reviewed and discussed. Limited reviews were performed on the bank's performance in the other eight MSAs in which the institution maintains a branch office. Core tables related to North Carolina lending, investment, and branch locations may be found in Appendix F, pages 201-228.

DESCRIPTION OF INSTITUTION'S OPERATIONS IN NORTH CAROLINA:

The bank operates 291 branches in 70 counties in North Carolina, excluding the Charlotte multi-state MSA. The state is home to the bank's headquarters and most of its operations centers. The bank has branch locations in each metropolitan area and HMDA and CRA reportable loans represent 35 percent of the bank's total reported loans in 2006. BB&T ranks third in terms of deposit market share with 13.3 percent in the state of North Carolina behind Wachovia Bank, N.A., and Bank of America, N.A.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN NORTH CAROLINA:

LENDING TEST

BB&T's Lending Test performance in North Carolina is excellent. The rating reflects a high level of attention to the credit needs of the assessment areas it serves.

The bank's geographic distribution for home purchase, home improvement, and refinance is considered good to excellent for all MSAs and non-MSA areas in the state for 2006. Ratios are in line with that which all HMDA reporters show as percentage of loans in low- and moderate-income census tracts. The bank's ratios also are reasonably in line with the percentage of owner-occupied housing units in those tracts. Lending to small businesses also reflects good to excellent penetration of low- and moderate-income tracts, especially the MSAs targeted for full review. Small farm loans in moderate income tracts are generally greater than the percentage of farms in these tracts and greater than aggregate levels of small farm lending.

The borrower distribution for home related loan activity reflects satisfactory levels of lending to low- and moderate income borrowers. When compared to aggregate lending data for home purchase, improvement, and refinance loans, BB&T's performance compares favorably for low-income borrowers to other reporting lenders. Loans to moderate-income borrowers were somewhat below aggregate levels and yet relatively in line with the percentage of families for the

MSAs. Lending to small businesses is excellent among businesses with revenues of \$1 million or less among all assessment areas. Loans in amounts of \$100,000 represent over 67 percent of small business loans in the metropolitan and rural areas. Over 90 percent of small farm loans were to farms with revenues of \$1 million or less.

BB&T provides a good array of flexible lending programs. Please refer to the comments in the Flexible Lending Program section of this public evaluation for additional details.

BB&T has originated an excellent level of community development loans in North Carolina. During this evaluation period, the bank has originated 210 community development loans totaling \$132.9 million. This represents 12 percent of total bank wide community development loans which is relative to the bank's operations in this assessment area.

INVESTMENT TEST

BB&T's performance under the investment test in the State of North Carolina is excellent. The bank has a high level of qualified community development investments. During this evaluation period, the bank's current investments totaled \$58.3 million in the State of North Carolina. The institution also receives credit for \$98.8 million in tax investment credits from prior periods. BB&T Capital Partners maintains equity investments of \$21 million from prior periods. This total amount of \$178.1 million represents 20 percent of bank wide CRA investments. The bank's investments exhibit leadership, innovation, and complexity.

SERVICE TEST

BB&T's performance under the service test in the State of North Carolina is excellent. Delivery systems are readily accessible to all areas of the state. Services are tailored to the convenience and needs of the assessment areas. Finally, BB&T is a leader in providing community development services. In addition to the bank wide community development services and the community development services provided in individual assessment areas, BB&T has provided community development services to numerous statewide community development organizations.

NON METROPOLITAN AREAS

DESCRIPTION OF THE NON-MSA ASSESSMENT AREAS

The Non-MSA assessment area consists of 41 counties in North Carolina. The table below presents certain demographic data for this assessment area.

Combined Non-MSA NC AA

Demographic Information for Full Scope Area: Combined Non-MSA NC AA						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	377	1.86	18.04	66.58	13.53	0.00
Population by Geography	2,064,971	1.06	14.86	67.82	16.27	0.00
Owner-Occupied Housing by Geography	583,333	0.41	12.07	69.31	18.21	0.00
Business by Geography	134,675	1.09	15.39	62.26	21.26	0.00
Farms by Geography	6,803	0.28	12.89	73.75	13.08	0.00
Family Distribution by Income Level	571,686	20.78	17.62	22.04	39.56	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	219,540	1.73	19.98	68.08	10.20	0.00
Median Family Income HUD Adjusted Median Family Income for 2006 Households Below Poverty Level		40,566 47,100 16%	Median Housing Value Unemployment Rate (2000 US Census)	84,869 2.92%		

(*) The NA category consists of geographies that have not been assigned an income classification.

Source: 2000 US Census and 2006 HUD updated MFI

In this assessment area, approximately 11.5 percent of the families are below the poverty level. Typically, families below the poverty level could not afford a house; therefore in comparing the distribution of borrowers by income level to the distribution of families by income level one would expect a distribution between 9 percent and 20 percent.

Much of the non-metropolitan areas have historically been dependent upon the manufacturing, textiles, and agricultural industries. These industries have been struggling in North Carolina, and the departure of jobs and opportunities continued throughout the review period. Single-family permits peaked in 2005, while mortgage originations peaked in 2007. In contrast, both of these statistics fell dramatically in the year following the review period. While unemployment rate remained largely steady throughout 2005-2007, counties in the non-MSA began showing significant increases immediately following the review period.

DESCRIPTION OF INSTITUTION'S OPERATIONS IN THE NON-MSA ASSESSMENT AREA:

The institution maintains 127 branches throughout the more rural portions of the state of North Carolina. In addition, operations centers for certain loan products are maintained in Wilson, North Carolina, and deposit operations are located in Lumberton, North Carolina. The locations represent the roots of the institution from BB&T's inception and from merger of the former Southern National Bank in the mid-1990s. The rated area contains 27 percent of deposits and 37 percent of reviewed loans in the state.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN NON-MSA ASSESSMENT AREA:

LENDING TEST

Loans originated in the non-MSA assessment area comprise approximately 37 percent of the number and 35 percent of the dollar volume of HMDA and CRA loans originated within North Carolina. For the counties and census tracts that it has designated, the bank ranked first in terms of volume of loans, volume of loans – both home mortgage and small business loans (other than credit cards) – in low-income and moderate-income tracts, and volume of home loans to low- and moderate-income borrowers.

Geographic Distribution of Lending

The geographic distribution of HMDA and CRA loans reflects excellent distribution throughout this assessment area. BB&T's distribution of home mortgage related loans and small business loans is substantially similar to the aggregate lending distribution in 2006. The bank's small business distribution in moderate-income tracts significantly exceeds the combined performance of all lenders. Small farm lending of 21 percent to moderate income tracts exceeds the aggregate level of 12 percent and percentage of farms of 13 percent.

Borrower Distribution of Lending

The distribution of borrowers reflects excellent distribution among businesses and farms of different sizes and adequate distribution among borrowers of different income levels. A greater proportion of small business and small farm loans were originated compared to aggregate volumes. In comparison, 75 percent of BB&T's loans were to businesses with annual gross revenues of less than \$1 million versus approximately 44 percent of all business originations by all lenders. Loans to small farms by BB&T represented 90 percent of all loans compared 79 percent for all lenders.

The borrower distribution of home mortgage loans reflects levels to low-income borrowers that were slightly below aggregate levels for home purchase and home improvement loans, while refinancings were slightly above aggregate levels. Distribution amongst moderate-income families across all home mortgage products were also somewhat below aggregate ratios. Still, the

institution originated more loans to low- and moderate-income borrowers than any other lender in the assessment area.

Flexible Lending Programs

BB&T provides a good array of flexible lending programs. Please refer to the comments in the Flexible Lending Program section of this public evaluation for additional details regarding these programs.

Community Development Lending

BB&T originated a good level of community development loans in the non-metropolitan assessment areas of North Carolina relative to the bank's operations in this assessment area. The bank reported 34 community development loans totaling \$27.9 million. This amount represents 21 percent of total community development lending in the state of North Carolina, which is reasonable considering the level of bank operations in this assessment area. The community development loans were for the purpose of affordable housing, financing public works and municipal buildings in distressed and/or underserved counties, construction of elderly rental housing, and multiple CICNC loan participations.

INVESTMENT TEST

The bank has an excellent level of qualified community development investments in the non-metropolitan assessment areas of North Carolina relative to the bank's operations in this assessment area. The bank's CRA qualified investments in this assessment area totaled \$77.3 million, or 43 percent of CRA investments in North Carolina. The CRA investments consisted of \$25.3 million in current period CAHEC investment, tax credits, and other equity funds, \$21 million in prior period Capital Partners, \$30.9 million in outstanding prior period low-income housing tax credit equity funds, and \$130 thousand in charitable contributions. Table 14 in Appendix F details the bank's investments by assessment area.

SERVICE TEST

Retail Banking Services

As of year end 2006, BB&T operated 127 bank offices in the non-metropolitan assessment areas of North Carolina. This assessment area's share of bank offices located in North Carolina is 27 percent. The bank offices are readily accessible to all portions of the assessment area. The percentage of bank offices located in low-income census tracts, 1.57 percent, is higher than the percentage of the population located in low-income census tracts, 1.06 percent. The percentage of bank offices located in moderate-income census tracts is 24 percent which significantly exceeds the percentage of the population located in moderate-income census tracts, 15 percent.

Changes in the branch distribution in this assessment area since the previous CRA evaluation has not substantially changed for moderate-income people and areas. The percentage of bank offices in moderate-income census tracts has declined by two offices, from a total of 25 percent at the last evaluation to 24 percent at year end 2007. The percentage of bank offices in low-income census tracts has remained the same since over the last two CRA examinations. Table 15 in Appendix F details the bank's delivery system distribution as of year-end 2007.

Community Development Services

BB&T provided an excellent level of community development services in this assessment area during this evaluation period. From 2005 through 2007, approximately 75 community development organizations, respectively, were served annually by BB&T personnel in various capacities including board member, director, or officer of the organization. A partial listing follows.

- Numerous BB&T officers serve as board members, officers, or on the family selection committee for the Habitat for Humanity chapters throughout the bank's non-metropolitan assessment area in the state. These duties include site selection, general operating, construction, and counseling potential clients on credit, budgeting and homeownership responsibilities.
- A BB&T mortgage loan officer serves on the Watauga County Task Force for Affordable Housing.
- A BB&T manager is an advisory council member of the Craven-Pamlico Child Care Resource and Referral Agency. This organization serves low- or moderate-income families needing child care, developmental programs and community resources.
- A BB&T city executive serves as a board member and a BB&T business services officer serves as a board member and treasurer of the Neuse River Community Development Corporation. This organization assists with low- or moderate-income housing and small business development in the Southeastern North Carolina non-metropolitan assessment area.
- A BB&T city executive serves as a board member of the Salvation Army.
- A BB&T loan officer provides technical expertise as a member of the loan committee for the Upper Coastal Plain Development Corporation. This organization provides micro loans to small businesses that do not qualify for traditional bank financing.
- A BB&T loan officer serves as a board member for the Wilson Community Improvement Association, a CDC organization dedicated to the promote availability of low- or moderate-income housing in the Wilson.

- A BB&T relationship banker serves as a board member and treasurer of the Jones County Partnership for Children. This organization administers the SmartStart program for primarily low- or moderate-income families.
- A BB&T city executive serves as a member of an Individual Development Account (IDA) Planning/Advisory Committee in the bank's Northeastern North Carolina non-metropolitan assessment area.
- Numerous BB&T employees serve on boards of economic development commissions throughout the non-metropolitan assessment areas of North Carolina.

METROPOLITAN AREAS

DESCRIPTION OF THE RALEIGH-CARY MSA:

The Raleigh-Cary MSA assessment area consists of three counties in central North Carolina: Franklin, Johnston, and Wake Counties. The table below presents certain demographic data for this assessment area.

Raleigh-Cary NC AA

Demographic Information for Full Scope Area: Raleigh-Cary NC AA						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	128	5.47	25.00	47.66	21.88	0.00
Population by Geography	797,071	4.19	21.12	51.42	23.27	0.00
Owner-Occupied Housing by Geography	207,558	0.78	18.90	54.17	26.14	0.00
Business by Geography	74,439	1.53	16.72	56.78	24.97	0.00
Farms by Geography	2,058	0.44	24.30	57.19	18.08	0.00
Family Distribution by Income Level	206,764	19.58	18.24	23.50	38.68	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	78,197	4.89	33.20	51.10	10.81	0.00
Median Family Income HUD Adjusted Median Family Income for 2006 Households Below Poverty Level		61,439 71,600 9%	Median Housing Value Unemployment Rate (2000 US Census)		149,033 2.20%	

(*) The NA category consists of geographies that have not been assigned an income classification.
Source: 2000 US Census and 2006 HUD updated MFI

In this assessment area, approximately 6 percent of the families are below the poverty level. Typically, families below the poverty level could not afford a house; therefore in comparing the distribution of borrowers by income level to the distribution of families by income level one would expect a distribution between 13 percent and 19 percent.

DESCRIPTION OF INSTITUTION'S OPERATIONS IN THE RALEIGH-CARY MSA:

The MSA is home to the bank's trust services and asset management departments located in Raleigh and 33 branches throughout the three counties of the MSA. The rated area contains 12 percent of HMDA and CRA loans for the state of North Carolina and 8 percent of the deposits.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN RALEIGH-CARY MSA:

LENDING TEST

Loans originated in the Raleigh-Cary assessment area in 2006 comprise approximately 12 percent of the number and dollar of HMDA and CRA loans originated within North Carolina. The core tables in Appendix F detail the number and dollar volume of HMDA and CRA loans in this assessment area in 2006.

Geographic Distribution of Lending

The geographic distribution of loans originated by BB&T reflects good distribution. An analysis of HMDA loans reflects a distribution roughly equal to aggregate percentages and percentages of owner-occupied housing units throughout the MSA assessment area. This performance was noted for all three loan types: home purchase, home improvement, and refinance loans.

An analysis of the small business loans reflects good distribution throughout the MSA. Core table 6a in Appendix F illustrates the distribution of the bank's loans to small businesses. For these types of loans, BB&T has a distribution of lending in the low-income census tracts that is similar to aggregate lenders, while lending in moderate income tracts was substantially higher than aggregate and by the percentage of businesses.

Borrower Distribution of Loans

The distribution of borrowers reflects an adequate distribution among borrowers of different income levels and among businesses of different sizes. Tables 8a through 12a in Appendix F illustrate the distribution of borrowers for the bank's HMDA and small business loans 2006.

BB&T has an adequate distribution of lending to small businesses within the MSA. Approximately 60 percent of all loans to businesses were to businesses with annual gross revenues of less than \$1 million. The percentage of businesses reporting revenues of \$1 million or less was 65 percent. In comparison, approximately 40 percent of all business originations by all lenders were to businesses with annual gross revenues of \$1 million or less. In terms of size of the loan, the institution originated 60 percent of small business loans in amounts less than \$100,000, 80 percent in amounts of \$250,000 or less.

Home mortgage related lending however, reflects a slightly lower than aggregate lending performance for moderate income borrowers for all three loan types: home purchase, home improvement, and refinance loans. Yet, in all three instances, the bank's performance in relation to percentage of families in these income brackets within the MSA reflects expected ranges of loan volume. For example, moderate income families comprise 18 percent of total families in the MSA. The bank's performance reflects 21 percent of home purchase loans were to borrowers of this income level, home improvement loans 20 percent, and refinance loans 18 percent. Aggregate levels for the three loan types were 24, 23, and 21 percent, respectively. Levels of lending to low-income borrowers were fully in line with aggregate levels for all three loan types.

Flexible Lending Programs

BB&T provides a good array of flexible lending programs. Please refer to the comments in the Flexible Lending Program section of this public evaluation for additional details regarding these programs.

Community Development Lending

BB&T's community development lending in the Raleigh-Durham-Chapel Hill, NC assessment area is excellent. In total, BB&T's community development lending in this assessment area totals \$34.5 million, or 26 percent of total community development lending in North Carolina. Approximately one-third of the total was extended to CAHEC in the form of revolving lines of credit to cover bridging of low-income housing tax credits (LIHTC) from developers and equity injections for investors of LIHTC projects. The majority of remaining community development loans funded construction and permanent financing of LMI housing projects, assisted living housing for seniors on fixed incomes, and a Habitat for Humanity warehouse where salvaged materials are sold at discounted prices. BB&T extended a construction loan in excess of \$1 million for a 2-story apartment building in Wake County that houses graduates of a homeless shelter for alcohol and drug addiction for males and females.

INVESTMENT TEST

The bank has a good level of qualified community development investments in the Raleigh-Cary, NC assessment area relative to the bank's operations in this assessment area. The bank's CRA qualified investments in this assessment area totaled \$25.5 million. The CRA investments consisted of \$5 million in a low-income tax credit equity fund through the National Equity Fund, Inc., (NEF) supporting an 80-unit LMI housing complex and a 96-unit complex targeting seniors with disabilities. A \$4 million investment by the bank's SBIC, BB&T Capital Partners, provided the needed capital for two home furnishing décor companies to merge and sustain operations. Total investments also include \$135 thousand in charitable contributions. Of the \$25.5 million invested in this assessment area, prior period investments totaled \$16.4 million and current period investments totaled \$9.1 million. Table 14 in Appendix F details the bank's investments by assessment area.

The prior period investments include investment of \$3 million in a New Markets Tax Credit fund at Self-Help Credit Union in 2004. Self-Help Credit Union is a prominent community development corporation headquartered in this assessment area with eight branches throughout North Carolina and one office in Washington, D.C. Self-Help Credit Union was a first round allocate under this new federal tax credit program that is designed to attract private sector capital to low-income communities. BB&T is a 50% equity owner in a pool of funds that has funded \$13.3 million in loans to build charter schools in low-income communities.

SERVICE TEST

Retail Banking Services

As of year end 2007, BB&T operated 33 bank offices in the Raleigh-Cary, NC, assessment area. This assessment area's share of bank offices located in North Carolina is 11 percent. The bank offices are readily accessible to moderate-income portions of the assessment area but are only reasonably accessible to low-income census tracts in the assessment area. BB&T does not operate any branches in the low-income census tracts of this assessment area. The percentage of the population within the low-income census tracts of this assessment area is 4.2 percent according to the year 2000 census data. While there are no bank offices located in low-income census tracts, the percentage of bank offices in moderate-income census tracts, 27 percent, is higher than the percentage of the population located within moderate-income census tracts, 21 percent.

There have been no changes in the branch distribution for low- and moderate-income tracts in this assessment area since the previous CRA evaluation. Table 15 in Appendix F details the bank's delivery system distribution as of year-end 2007.

Community Development Services

BB&T provided a relatively high level of community development services in this assessment area during this evaluation period. From 2005-2007, approximately 15 community development organizations, respectively, were served annually by BB&T personnel. A partial listing follows.

- A BB&T mortgage loan officer provides credit counseling and homeownership workshops at the Durham Affordable Housing Coalition and Community Development Departments of Raleigh and Cary.
- Several BB&T employees serve on boards of downtown development organization for Clayton, Smithfield, and Selma.
- A BB&T officer serves on the loan committee of the Raleigh Business & Technology Center. This non-profit economic development organization extends loans through the USDA programs to businesses in low-income areas of eastern North Carolina.
- A BB&T mortgage loan officer has provided technical expertise to the Hispanic community of the assessment area, by conducting an educational segment on Univision about affordable housing and the lending process.

METROPOLITAN AREAS

DESCRIPTION OF THE GREENSBORO-HIGH POINT MSA:

The Greensboro-High Point MSA assessment area consists of three counties in central North Carolina: Guilford, Randolph, and Rockingham Counties. The table below presents certain demographic data for this assessment area.

Greensboro-High Point NC AA

Demographic Information for Full Scope Area: Greensboro-High Point NC AA						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	142	4.93	23.24	49.30	22.54	0.00
Population by Geography	643,430	4.49	17.33	52.94	25.25	0.00
Owner-Occupied Housing by Geography	171,747	1.58	13.70	56.38	28.34	0.00
Business by Geography	49,689	3.36	19.16	49.54	27.94	0.00
Farms by Geography	1,492	2.01	8.24	66.42	23.32	0.00
Family Distribution by Income Level	174,353	19.32	18.43	23.23	39.02	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	65,813	7.46	25.12	55.44	11.98	0.00
Median Family Income HUD Adjusted Median Family Income for 2006 Households Below Poverty Level		48,807 56,400 11%	Median Housing Value Unemployment Rate (2000 US Census)		105,099 2.70%	

(*) The NA category consists of geographies that have not been assigned an income classification.
Source: 2000 US Census and 2006 HUD updated MFI

In this assessment area, approximately 8 percent of the families are below the poverty level. Typically, families below the poverty level could not afford a house; therefore in comparing the distribution of borrowers by income level to the distribution of families by income level one would expect a distribution between 11 percent and 19 percent.

DESCRIPTION OF INSTITUTION'S OPERATIONS IN THE GREENSBORO-HIGH POINT MSA:

The MSA is home to 22 branches in all counties of the MSA. The rated area contains 9 percent of HMDA and CRA loans for the state of North Carolina and 7 percent of the deposits.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN GREENSBORO-HIGH POINT MSA:

LENDING TEST

Loans originated in the Greensboro-High Point assessment area in 2006 are about 9 percent of the number and 8 percent of the dollar volume of HMDA and CRA loans made in North Carolina. Core tables in Appendix F show the number and dollar volume of these loans.

Geographic Distribution of Lending

The geographic distribution of loans originated by BB&T reflects adequate distribution. An analysis of HMDA loans reflects a good distribution throughout the MSA assessment area for home purchase and home improvement loans. Performance in low-income tracts for these products exceeds aggregate percentages and percentages of owner-occupied housing, while moderate-income tract performance fell below aggregate and owner-occupied housing levels. For refinance loans, a slightly lower performance than aggregate and ownership rates for low- and moderate-income tracts was noted for this assessment area.

An analysis of small business loans reflects good distribution throughout the MSA. Core table 6a in Appendix F illustrates the distribution of the loans to small businesses. For this type of loan, BB&T has a slightly lower distribution in low-income census tracts than aggregate lenders and percentage of businesses located in these tracts. The bank performs better than aggregate in moderate-income tracts and just under the percentage of businesses in these tracts.

Borrower Distribution of Loans

The distribution of borrowers reflects an adequate distribution among borrowers of different income levels and an excellent distribution among businesses of different sizes. Tables 8a through 12a in Appendix F illustrate the distribution of borrowers for the bank's HMDA and small business loans for 2006.

BB&T has an excellent distribution of lending to small businesses within the MSA. Almost three-fourths of all loans to businesses were to businesses with annual gross revenues of less than \$1 million. In comparison, approximately 39 percent of all business originations by all lenders were to businesses with annual gross revenues of less than \$1 million. In terms of size of the loan, the institution originated 68 percent of small business loans in amounts less than \$100,000, 84 percent in amounts of \$250,000 or less.

Home mortgage related lending reflects lending performance in line with aggregate levels for low-income borrowers for all three loan types: home purchase, home improvement, and refinance loans. In all three loan types, the bank's performance in relation to percentage of families in these income brackets is within the expected ranges of loan volume for this MSA. Moderate income families comprise 18 percent of total families in the MSA. The bank's performance reflects 19 percent of home purchase loans were to borrowers of this income level, home improvement loans 22 percent, and refinance loans 17 percent. Aggregate levels for the three loan types were 24, 24, and 20 percent, respectively.

Flexible Lending Programs

BB&T provides a good array of flexible lending programs. Please refer to the comments in the Flexible Lending Program section of this public evaluation for additional details regarding these programs.

Community Development Lending

BB&T originated an adequate level of community development loans in the Greensboro-High Point-Winston-Salem, NC assessment area. The bank reported 51 community development loans totaling \$6.2 million. This amount represents 5 percent of total community development lending in North Carolina, which is low compared to the level of bank operations in this assessment area, but also an increase of the last comparable review period. All of the community development loans were for the purpose of affordable housing.

INVESTMENT TEST

The bank has an excellent level of qualified community development investments in the Greensboro-High Point, NC assessment area relative to the bank's operations in this assessment area. The bank's CRA qualified investments in this assessment area totaled \$25.1 million. The CRA investments consisted of investment in CAHEC equity funds, and less than \$100 thousand in charitable contributions. Of the \$25.1 million invested in this assessment area, prior period investments totaled \$16.4 million and current period investments totaled \$8.7 million. The largest current period investment was through Apollo Equity Partners, an RBC Bank affiliate, for the construction of a 79-unit LMI housing project in High Point, NC. Table 14 in Appendix F details the bank's investments by assessment area.

SERVICE TEST

Retail Banking Services

As of year end 2007, BB&T operated 22 bank offices in the Greensboro-High Point, NC assessment area. This assessment area's share of bank offices located in North Carolina is 8 percent. The bank offices are readily accessible to moderate-income portions of the assessment area but are only reasonably accessible to low-income census tracts in the assessment area. BB&T does not operate any branches in the low-income census tracts of this assessment area. The percentage of the population within the low-income census tracts of this assessment area is 4.4 percent according to the year 2000 census data. While there are no bank offices located in low-income census tracts, the percentage of bank offices in moderate-income census tracts, 27 percent, is higher than the percentage of the population located within moderate-income census tracts, 17 percent.

There have been no changes in the branch distribution for low- and moderate-income tracts in this assessment area since the previous CRA evaluation. Table 15 in Appendix F details the bank's delivery system distribution as of year-end 2007.

Community Development Services

BB&T provided a relatively high level of community development services in this assessment area during this evaluation period. From 2005-2007, approximately 20 community development organizations, respectively, were served annually by BB&T personnel. A partial listing follows.

- A BB&T manager serves as treasurer and another employee as secretary for the Greensboro Habitat for Humanity.
- Several employees of BB&T serve on the board of the Big Brothers/Big Sisters program. This organization provides services to low- or moderate-income youth.
- A BB&T mortgage loan officer serves as a board member of the Center for Home Ownership. This organization has created a Homebuyers Information Center targeted toward the education of potential LMI home buyers.
- Several mortgage loan officers serve the Goler Community Development Corporation by providing financial education and technical expertise to the organization's low- or moderate-income clients.
- A BB&T mortgage loan officer serves on the Ogburn Station Community Development Corporation board and also conducts credit counseling to clients of the CDC.

METROPOLITAN AREAS

DESCRIPTION OF THE WILMINGTON MSA:

The Wilmington MSA assessment area consists of three counties on southeastern coast of North Carolina: Brunswick, New Hanover, and Pender Counties. The table below presents certain demographic data for this assessment area.

Wilmington NC AA

Demographic Information for Full Scope Area: Wilmington NC AA						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	48	8.33	29.17	43.75	18.75	0.00
Population by Geography	274,532	3.28	23.01	55.62	18.08	0.00
Owner-Occupied Housing by Geography	82,395	1.66	18.83	60.15	19.37	0.00
Business by Geography	28,235	2.97	22.89	55.20	18.94	0.00
Farms by Geography	718	1.95	24.23	60.03	13.79	0.00
Family Distribution by Income Level	75,932	20.49	18.06	22.04	39.41	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	29,265	5.70	29.66	55.14	9.49	0.00
Median Family Income HUD Adjusted Median Family Income for 2006 Households Below Poverty Level		46,595 53,900 13%	Median Housing Value Unemployment Rate (2000 US Census)		127,272 2.76%	

(*) The NA category consists of geographies that have not been assigned an income classification.

Source: 2000 US Census and 2006 HUD updated MFI

In this assessment area, approximately 9 percent of the families are below the poverty level. Typically, families below the poverty level could not afford a house; therefore in comparing the distribution of borrowers by income level to the distribution of families by income level one would expect a distribution between 11 percent and 20 percent.

DESCRIPTION OF INSTITUTION'S OPERATIONS IN THE WILMINGTON MSA:

The MSA is home to 19 branches in the 3 counties of the MSA. The rated area contains 8 percent of HMDA and CRA loans for the state of North Carolina and 5 percent of the deposits.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN WILMINGTON MSA:

LENDING TEST

Loans originated in the Wilmington assessment area in 2006 comprise approximately 8 percent of the number and 11 percent by dollar volume of HMDA and CRA loans originated within North Carolina. The core tables in Appendix F detail the number and dollar volume of HMDA and CRA loans in this assessment area in 2006.

Geographic Distribution of Lending

The geographic distribution of loans originated by BB&T reflects adequate distribution. An analysis of HMDA loans reflects an average distribution throughout the MSA assessment area's low-income tracts for home purchase, refinance, and home improvement loans. Performance in moderate-income tracts for home purchase loans (25 percent) exceeds aggregate percentages (18 percent) and percentages of owner-occupied housing (19 percent). Refinance loans were in line with aggregate levels, while home improvement loans in moderate-income tracts fell below aggregate and owner-occupied levels for moderate-income tracts.

An analysis of the small business loans reflects excellent distribution throughout the MSA. Core table 6a in Appendix F illustrates the distribution of the bank's small loans to businesses. For these types of loans, BB&T has a higher distribution to the moderate-income census tracts than aggregate lenders by four percentage points and slightly exceeds the percentage of businesses located in these tracts. Lending to businesses in low-income tracts was equal to that of aggregate lenders.

Borrower Distribution of Loans

The distribution of borrowers reflects an excellent distribution among borrowers of different income levels and a good distribution among businesses of different sizes. Tables 8a through 12a in Appendix F illustrate the distribution of borrowers for the bank's HMDA and small business loans in 2006.

BB&T has an excellent distribution of lending to small businesses within the MSA. Approximately 71 percent of all loans to businesses were to businesses with annual gross revenues of less than \$1 million. The percentage of businesses reporting revenues of \$1 million or less was 63 percent. In comparison, approximately 42 percent of all business originations by all lenders were to businesses with annual gross revenues of \$1 million or less. In terms of size of the loan, the institution originated 70 percent of small business loans in amounts less than \$100,000, 87 percent in amounts of \$250,000 or less.

Home mortgage related lending reflects a higher than aggregate lending performance for low-income borrowers for all three loan types: home purchase, home improvement, and refinance loans. In terms of home purchase and home improvement for moderate-income borrowers, the bank's performance fell below aggregate levels, while refinance loans were in line with that which other lenders were reporting.

Flexible Lending Programs

BB&T provides a good array of flexible lending programs. Please refer to the comments in the Flexible Lending Program section of this public evaluation for additional details regarding these programs.

Community Development Lending

BB&T's originated an adequate level of community development lending in the Wilmington, NC assessment area. The bank reported 11 community development loans totaling \$8.3 million, approximately 6 percent of the bank's total community development loans in North Carolina. All but one of the community development loans were for the purpose of affordable housing, including a multi-family, age-restricted (seniors) apartment complex. The other was for construction and permanent loan for a hospice care unit in Wilmington, NC.

INVESTMENT TEST

The bank has a low level of qualified community development investments in the Wilmington, NC assessment area relative to the bank's operations in this assessment area. The bank's CRA qualified investments in this assessment area totaled \$425 thousand. The CRA investments consisted of \$409 thousand in CAHEC equity funds in prior period low-income housing tax credit equity funds, and \$16 thousand in charitable contributions for the current period. Table 14 in Appendix F details the bank's investments by assessment area.

SERVICE TEST

Retail Banking Services

As of year end 2007, BB&T operated 19 bank offices in the Wilmington, NC assessment area. This assessment area's share of bank offices located in North Carolina is 7 percent. The bank offices are accessible to essentially all portions of the assessment area. BB&T does not operate any branches in the low-income census tracts of this assessment area. However, the percentage of the population within the low-income census tracts of this assessment area is very low at 3 percent. The percentage of bank offices in moderate-income census tracts, 21 percent, is roughly equal to the percentage of the population located within moderate-income census tracts, 23 percent. No changes in the branch distribution in this assessment area since the previous CRA evaluation were noted, and thus have not adversely affected the accessibility to low- and moderate-income people and areas. Table 15 in Appendix F details the bank's delivery system distribution as of year-end 2007.

Community Development Services

BB&T provided a high level of community development services in this assessment area during this evaluation period. In 2005 through 2007, approximately 20 community development organizations, respectively, were served annually by BB&T personnel. A partial listing follows.

- A BB&T loan officer serves on the board of Cape Fear Habitat for Humanity.
- BB&T mortgage loan officers serve on the board, on the Lease/Purchase Selection Committee, and makes homeownership presentations for the Wilmington Housing Authority.
- A BB&T regional mortgage manager and a BB&T loan officer serve on the board of the Wilmington Housing Finance and Development Inc., a non-profit homeowners assistance program.
- A BB&T loan officer serves on board of the South Brunswick Island Committee of 100 that works to bring industry and permanent jobs to stimulate economic development.

METROPOLITAN AREAS

DESCRIPTION OF THE WINSTON-SALEM MSA:

The Winston-Salem MSA was previously combined with the Greensboro-High Point MSA assessment area, but has been separately designated since 2004. The MSA consists of four counties in north-central North Carolina: Davie, Forsyth, Stokes, and Yadkin Counties. The table below presents certain demographic data for this assessment area.

Winston-Salem NC AA

Demographic Information for Full Scope Area: Winston-Salem NC AA						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	97	5.15	18.56	51.55	24.74	0.00
Population by Geography	421,961	3.19	17.56	53.32	25.93	0.00
Owner-Occupied Housing by Geography	118,770	0.91	13.46	56.06	29.57	0.00
Business by Geography	28,028	1.97	12.87	59.30	25.85	0.00
Farms by Geography	896	0.33	12.39	64.51	22.77	0.00
Family Distribution by Income Level	116,464	19.32	18.45	23.31	38.92	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	43,989	5.43	24.87	55.53	14.17	0.00
Median Family Income HUD Adjusted Median Family Income for 2006 Households Below Poverty Level		50,059 58,200 11%	Median Housing Value Unemployment Rate (2000 US Census)		105,045 2.34%	

(*) The NA category consists of geographies that have not been assigned an income classification.

Source: 2000 US Census and 2006 HUD updated MFI

In this assessment area, approximately 8 percent of the families are below the poverty level. Typically, families below the poverty level could not afford a house; therefore in comparing the distribution of borrowers by income level to the distribution of families by income level one would expect a distribution between 11 percent and 19 percent.

DESCRIPTION OF INSTITUTION'S OPERATIONS IN THE WINSTON-SALEM MSA:

The MSA is home to BB&T's headquarters, retail loan operations, and training centers plus 17 branches in the 4 counties of the MSA. The rated area contains 6 percent of HMDA and CRA loans for the state of North Carolina and 36 percent of the deposits. The size of the deposit base is attributable to the headquarters being located here and unassigned or foreign deposits would be shown as held at the home office.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN WINSTON-SALEM MSA:

LENDING TEST

Loans originated in the Winston-Salem MSA assessment area in 2006 comprise approximately 6 percent of the number and dollar volume of HMDA and CRA loans originated within North Carolina. The core tables in Appendix F detail the number and dollar volume of HMDA and CRA loans in this assessment area in 2006.

Geographic Distribution of Lending

The geographic distribution of loans originated by BB&T reflects good distribution. An analysis of HMDA loans reflects good distribution throughout the MSA assessment area's low- and moderate-income tracts for home purchase and home improvement loans. Volume for both loan types in low-income tracts exceeded by aggregate and ownership levels. Performance for home refinance loans were slightly below aggregate percentages and percentages of owner-occupied housing in low- and moderate-income tracts.

An analysis of the small business loans reflects excellent distribution throughout the MSA. Core table 6a in Appendix F illustrates the distribution of the bank's small loans to businesses. For these types of loans, BB&T has a higher distribution to both the low- and moderate-income census tracts than aggregate lenders and slightly exceeds the percentage of businesses located in these tracts.

Borrower Distribution of Loans

The distribution of borrowers reflects a reasonable distribution among borrowers of different income levels and a good distribution among businesses of different sizes. Tables 8a through 12a in Appendix F illustrate the distribution of borrowers for the bank's HMDA and small business loans in 2006.

BB&T has a good distribution of lending to small businesses within the MSA. Approximately 69 percent of all loans to businesses were to businesses with annual gross revenues of less than \$1 million. The percentage of businesses reporting revenues of \$1 million or less was 67 percent. In comparison, approximately 39 percent of all business originations by all lenders were to businesses with annual gross revenues of \$1 million or less. In terms of size of the loan, the institution originated 59 percent of small business loans in amounts less than \$100,000, 80 percent in amounts of \$250,000 or less.

Home mortgage related lending reflects lending performance in line with aggregate levels for low-income borrowers for home purchase loans, but falls below aggregate levels for home improvement and refinance loans. Moderate income families comprise 18 percent of total families in the MSA. The bank's performance reflects 19 percent of home purchase loans were to borrowers of this income level, home improvement loans 20 percent, and refinance loans 18 percent. Aggregate levels for the three loan types were 24, 24, and 21 percent, respectively.

Flexible Lending Programs

BB&T provides a good array of flexible lending programs. Please refer to the comments in the Flexible Lending Program section of this public evaluation for additional details regarding these programs.

Community Development Lending

BB&T's originated an adequate level of community development lending in the Winston-Salem, NC assessment area. The bank reported 20 community development loans totaling \$6.3 million. This amount represents approximately 5 percent of the bank's total community development loans in North Carolina. Each of the community development loans were for the purpose of affordable housing. In addition, the bank has partnered with the Goler CDC in Winston-Salem, NC to assist with funding for the revitalization projects in this lower-income portion of the city.

INVESTMENT TEST

The bank has a good level of qualified community development investments in the Winston-Salem, NC assessment area relative to the bank's operations in this assessment area. The bank's CRA qualified investments in this assessment area totaled \$2.8 million. The CRA investments consisted of \$2.6 million in CAHEC equity funds from prior period investments and \$178 thousand in charitable contributions. Table 14 in Appendix F details the bank's investments by assessment area.

SERVICE TEST

Retail Banking Services

As of year end 2007, BB&T operated 17 bank offices in the Winston-Salem, NC assessment area. This assessment area's share of bank offices located in North Carolina is 6 percent. The bank headquarters building is located in the central business district of Winston-Salem, a low-income tract. BB&T does not operate any branches in the moderate-income census tracts of this assessment area. The population located within moderate-income census tracts is 17.6 percent. No changes in the branch distribution in this assessment area since the previous CRA evaluation were noted, and thus have not adversely affected the accessibility to low- and moderate-income people and areas. Table 15 in Appendix F details the bank's delivery system distribution as of year-end 2007.

Community Development Services

BB&T provided a relatively high level of community development services in this assessment area during this evaluation period. From 2005-2007, approximately 15-20 community development organizations, respectively, were served annually by BB&T personnel. A partial listing follows.

- A BB&T mortgage loan officer is a board member of the Forsyth County IDA. In this capacity, the officer provides home ownership and credit counseling to low- or moderate-income families, and assists with the administration of the IDA program.
- A BB&T business banker serves on the scholarship committee for the Housing Authority of Winston-Salem. This committee awards scholarships to residents of public housing.
- BB&T's chief credit officer serves on the Education Committee of Consumer Credit Counseling Services of Winston-Salem.
- A BB&T loan officer serves on the selection committee of the William H. Andrews Scholarship Fund, providing educational scholarships to residents of public housing in the assessment area.
- A BB&T business loan officer serves on the board and loan review committee of Northwest Piedmont Certified Development Corporation. The organization extends direct Small Business Administration loans under the 504 program.
- Numerous employees assisted with Camp Challenge, a camp focused on financial literacy for children and young adults.
- Numerous employees volunteer in various capacities with Forsyth Habitat for Humanity, Salvation Army, Goodwill Industries, and Big Brothers/Big Sisters.

METROPOLITAN AREAS – LIMITED REVIEWS

DESCRIPTION OF INSTITUTION’S OPERATIONS IN REMAINING METROPOLITAN STATISTICAL AREAS OF NORTH CAROLINA:

The bank operates 73 branches in the 9 MSAs using limited review procedures. Together these assessment areas combined represent 27 percent of the lending activities and 17 percent of the deposits of the bank.

CONCLUSIONS WITH RESPECT TO PERFORMANCE IN THE LIMITED REVIEW AREAS:

Presented in Appendix F is data used to review these assessment areas. Examiners found that the HMDA and CRA data and other reviewed data were consistent with the overall conclusions expressed with respect to each assessment factor in the overall rating for the state of North Carolina.

LENDING TEST

The geographic distribution of HMDA and CRA loans reflect adequate penetration of low- and moderate-income geographies. No significant anomalies were noted in any of the 9 MSAs, of either failing to serve the noted geographies or significantly exceeding the aggregate level of lending. Home purchase loans in low- and moderate-income geographies were near or above aggregate levels, while refinance loans were generally below aggregate levels for the MSAs. Small business loans in low-income tracts were generally at or slightly above expected levels, while performance in moderate-income tracts typically fell at or slightly below aggregate levels.

For borrower distribution, loans to low-income borrowers tend to approximate the aggregate levels of lending, while lending to moderate-income borrowers appear to fall below the level of aggregate lenders. Yet, the volume of loans to moderate-income borrowers is typically at or very near the percentage of moderate-income families for the various assessment areas. The borrower distribution is therefore considered adequate for each of the 9 MSAs.

The bank’s distribution of loans to small businesses exceeds the level of businesses in the assessment areas reporting gross annual revenues of \$1 million or less. BB&T’s loans to small businesses also generally exceed the aggregate levels of all lenders.

With regard to community development lending, the bank made a relatively high level of community development loans in the limited review areas consistent with the level of community development lending activity exhibited in assessment areas subject to a full scope CRA evaluation. Of particular note is the activity in Fayetteville and Durham MSAs which reflected \$12.5 million and \$11.9 million in community development loans. The largest loans in these two MSAs were to small municipalities in moderate-income tracts for government projects such improve and increase drinking water facilities, social services buildings, and to rebuild a dam that collapsed following flooding rains. BB&T originates a significant number of construction loans for low- and moderate-income housing in the limited review areas.

INVESTMENT TEST

The bank made a significant level of qualified community development investments and grants in the limited review areas of North Carolina. During this evaluation period, CRA investments totaled \$7.3 million and prior period investments totaled \$16.9 million. This amount is commensurate with the level of operations in the limited review areas; deposits in the limited review assessment areas totaled 16 percent. Investments consisted of CAHEC and other affordable housing equity investments, investments in Capital Partners, and charitable contributions.

SERVICES TEST

The bank's service test performance in the limited review areas of North Carolina is consistent with the performance exhibited in the full-scope review areas. Delivery systems are readily accessible to all portions of the bank's assessment areas. Services are tailored to the needs of the assessment areas, and the bank provides a relatively high level of community development services, often in a leadership position.

VIRGINIA

CRA RATING FOR VIRGINIA: Outstanding

The Lending Test is rated: Outstanding

The Investment Test is rated: Outstanding

The Service Test is rated: High Satisfactory

SCOPE OF EXAMINATION

The evaluation of the Virginia performance primarily considered the operations of BB&T in its Virginia Beach-Norfolk, and Richmond MSAs, and the non-MSA assessment areas. Performance in the Northern Virginia area, part of the Washington, DC multi-state MSA, and Kingsport-Bristol multi-state MSA, is separately reviewed and discussed elsewhere in this report. Limited reviews were performed on the bank's performance in the other seven MSAs in which the institution maintains a branch office. Core tables related to Virginia lending, investment, and branch locations may be found in Appendix F, pages 229-242.

DESCRIPTION OF INSTITUTION'S OPERATIONS IN VIRGINIA:

The bank operates 276 branches in 96 counties and independent cities in Virginia, excluding the Washington, DC, and Johnson City multi-state MSAs. The state is home to the former Virginia bank's headquarters in Richmond. The bank has branch locations in each metropolitan area and HMDA and CRA reportable loans represent 14 percent of the bank's total reported loans in 2006. BB&T ranks third in terms of deposit market share with 10.8 percent in the state of Virginia behind E*Trade Bank and Wachovia Bank, N.A.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN VIRGINIA:

LENDING TEST

BB&T's Lending Test performance in Virginia is excellent. The rating reflects a high level of attention to the credit needs of the assessment areas the institution serves.

The bank's geographic distribution for home purchase, home improvement, and refinance is considered good for all MSAs and non-MSA areas in the state for 2006. Ratios are in line with that which all HMDA reporters show as percentage of loans in low- and moderate-income census tracts. The bank's ratios also are reasonably in line with the percentage of owner-occupied housing units in those tracts. Lending to small businesses also reflects excellent penetration of low- and moderate-income tracts, especially the MSAs targeted for full review. Small farm loans in moderate income tracts are in line with the percentage of farms in the non-MSA area.

The borrower distribution for home related loan activity reflects satisfactory levels of lending to low- and moderate income borrowers. When compared to aggregate lending data for home purchase and refinance loans, BB&T's performance compares favorably for low-income borrowers to other reporting lenders. Loans to moderate-income borrowers were somewhat below aggregate levels and yet relatively in line with the percentage of families for the MSAs. Lending to small businesses is excellent among businesses with revenues of \$1 million or less in

non-MSA locales and in line with the volume of small businesses for the remaining metropolitan areas. Loans in amounts of \$100,000 represent over 67 percent of small business loans in the Lynchburg metropolitan area and non-MSA areas, and approximately 54 percent in the Richmond and Virginia Beach-Norfolk MSAs. Nearly 94 percent of small farm loans were to farms with revenues of \$1 million or less in the non-MSA area.

BB&T provides a good array of flexible lending programs. Please refer to the comments in the Flexible Lending Program section of this public evaluation for additional details.

BB&T has originated an excellent level of community development loans in Virginia. During this evaluation period, the bank has originated 121 community development loans totaling \$253 million. This represents 23 percent of total bank wide community development lending by dollar volume which is relative to the bank's operations in this assessment area. Two statewide community development participation loans for \$12.5 million were noted to support construction advances for affordable housing projects of the Housing Equity Fund of Virginia, LLC, with Wachovia Bank being the lead institution.

INVESTMENT TEST

BB&T's performance under the investment test in the State of Virginia is excellent. The bank has an excellent level of qualified community development investments. During this evaluation period, the bank's investments totaled \$110 million in the State of Virginia. This amount represents 12 percent of bank wide CRA investments. The bank's investments exhibit leadership, innovation, and complexity.

SERVICE TEST

BB&T's performance under the service test in the State of Virginia is good. Delivery systems are readily accessible to all areas of the state. Services are tailored to the convenience and needs of the assessment areas. Finally, BB&T is a leader in providing community development services. In addition to the bank wide community development services and the community development services provided in individual assessment areas, BB&T has provided community development services to numerous statewide community development organizations.

NON METROPOLITAN AREAS

DESCRIPTION OF THE NON-MSA ASSESSMENT AREAS

The Non-MSA assessment area consists of 42 counties and independent cities in Virginia. The table below presents certain demographic data for this assessment area. There are no low-income census tracts for this assessment area.

Combined Non-MSA VA AA

Demographic Information for Full Scope Area: Combined Non-MSA VA AA						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	200	0.00	11.50	70.00	18.50	0.00
Population by Geography	915,448	0.00	10.00	71.07	18.93	0.00
Owner-Occupied Housing by Geography	272,788	0.00	9.53	71.80	18.67	0.00
Business by Geography	53,175	0.00	7.61	72.05	20.34	0.00
Farms by Geography	3,132	0.00	3.58	73.95	22.48	0.00
Family Distribution by Income Level	256,421	19.49	18.21	22.72	39.59	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	96,656	0.00	14.72	73.69	11.59	0.00
Median Family Income HUD Adjusted Median Family Income for 2006 Households Below Poverty Level		38,987 47,800 14%	Median Housing Value Unemployment Rate (2000 US Census)		80,015 2.46%	

(*) The NA category consists of geographies that have not been assigned an income classification.

Source: 2000 US Census and 2006 HUD updated MFI

In this assessment area, approximately 10 percent of the families are below the poverty level. Typically, families below the poverty level could not afford a house; therefore in comparing the distribution of borrowers by income level to the distribution of families by income level one would expect a distribution between 9 percent and 19 percent.

DESCRIPTION OF INSTITUTION'S OPERATIONS IN THE NON-MSA ASSESSMENT AREA:

The institution maintains 83 branches throughout the more rural portions of the state of Virginia. The rated area contains 25 percent of deposits and reviewed loans in the state.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN NON-MSA ASSESSMENT AREA:

LENDING TEST

Loans originated in the non-MSA assessment area comprise approximately 25 percent of the number and 13 percent of the dollar volume of HMDA and CRA loans originated within Virginia.

Geographic Distribution of Lending

The geographic distribution of HMDA and CRA loans reflects reasonable distribution throughout this assessment area. BB&T's distribution of home mortgage related loans and small business loans is substantially similar to the aggregate lending distribution in 2006. Home purchase and refinance loans were the same as aggregate, while home improvement loan levels were somewhat below other lenders. Loans to small businesses in moderate-income tracts were consistent with all reporting lenders and the percentage of businesses in these tracts.

Borrower Distribution of Lending

The distribution of borrowers reflects excellent distribution among businesses of different sizes and adequate distribution among borrowers of different income levels. A greater proportion of small business loans were originated compared to aggregate volumes. In comparison, 77 percent of BB&T's loans were to businesses with annual gross revenues of less than \$1 million versus approximately 39 percent of all business originations by all lenders. Sixty-two percent of businesses in the assessment area reported gross revenues of \$1 million or less.

The borrower distribution of home mortgage loans reflects levels to low-income borrowers that were below aggregate levels for home purchase and home improvement loans, while refinancings were slightly above aggregate levels. Distribution amongst moderate-income families for home purchase and refinance were above aggregate ratios, while home improvement loans were below that which was reported by all lenders.

Flexible Lending Programs

BB&T provides a good array of flexible lending programs. Please refer to the comments in the Flexible Lending Program section of this public evaluation for additional details regarding these programs.

Community Development Lending

BB&T originated an adequate level of community development loans in the non-metropolitan assessment areas of Virginia relative to the bank's operations in this assessment area. The bank reported 21 community development loans totaling \$21.1 million. This amount represents 17 percent by number and 8 percent by dollar volume, of total community development lending in the state of Virginia. Notable community development loans during the review period were multiple loans for the purpose of affordable housing through public/private financing, a permanent loan to the Economic Development Corporation of Patrick County, and loans to construct assisted living apartments and retirement home.

INVESTMENT TEST

The bank has an excellent level of qualified community development investments in the non-metropolitan assessment areas of Virginia relative to the bank's operations in this assessment area. The bank's CRA qualified investments in this assessment area totaled \$8.4 million, or 7 percent of CRA investments in Virginia. The CRA investments consisted of Virginia Community Development Corporation (VCDC) equity funds, outstanding prior period low-income housing tax credit equity funds, and in the form of charitable contributions. Of the \$8.4 million invested in this assessment area, prior period investments totaled \$4.3 million and current period investments totaled \$4.1 million. Table 14 in Appendix F details the bank's investments by assessment area.

SERVICE TEST

Retail Banking Services

As of year end 2006, BB&T operated 83 bank offices in the non-metropolitan assessment areas of Virginia. This assessment area's share of bank offices in Virginia is 30 percent. The bank offices are readily accessible to all portions of the assessment area. There are no low-income census tracts. The percentage of bank offices located in moderate-income census tracts is 7 percent which is comparable to the percentage of population located in those census tracts, 10 percent.

Changes in the branch distribution in this assessment area since the previous CRA evaluation has not changed for moderate-income people and areas. The five offices closed in the non-MSA assessment area since the last evaluation all were located in middle-income tracts. Table 15 in Appendix F details the bank's delivery system distribution as of year-end 2007.

Community Development Services

BB&T provided a good level of community development services in this assessment area during this evaluation period. From 2005 through 2007, approximately 35 community development organizations were served by BB&T personnel in various capacities including board member, director, and/or officer of the organization. A partial listing follows.

- Multiple BB&T loan officers serve as board members and on the family selection committee for the Habitat for Humanity chapters in their location within the Virginia non-

metropolitan assessment area. The family selection committee counsels potential clients on credit, budgeting and homeownership responsibilities.

- A BB&T city executive serves on the Charlotte County Industrial Development Authority board of directors.
- A BB&T mortgage loan officer is Chairman of the Blue Ridge Housing Network, Inc. The organization promotes and preserves safe, quality affordable housing and works to alleviate homelessness.
- A BB&T business banker provides financial education to individuals wanting to start a small business through the James Madison University Small Business Development Center. The Center provides free counseling services, assistance with feasibility studies, and business plan guidance.
- A BB&T business services officer serves as a board member of the Franklin County Business Development Center. This organization assists with small business development in this Southeastern Virginia area.
- A BB&T city executive serves as a member of the City of Buena Vista Micro Loan Committee.
- A BB&T loan officer provides technical expertise as a member of the finance committee for the Alleghany Highlands Free Clinic. This organization provides health care to low- and moderate-income persons that might not otherwise be able to afford health care.

METROPOLITAN AREAS

DESCRIPTION OF THE VIRGINIA BEACH-NORFOLK-NEWPORT NEWS MSA:

The Virginia Beach-Norfolk-Newport News MSA assessment area consists of 16 counties and independent cities in eastern coastal Virginia. The table below presents certain demographic data for this assessment area.

Virginia Beach-Norfolk-Newport News VA AA

Demographic Information for Full Scope Area: Virginia Beach-Norfolk-Newport News VA AA						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	366	6.83	27.60	37.98	27.05	0.55
Population by Geography	1,576,370	4.30	23.70	42.65	29.35	0.01
Owner-Occupied Housing by Geography	365,820	1.79	15.37	45.77	37.07	0.00
Business by Geography	88,856	2.89	21.54	42.05	33.24	0.28
Farms by Geography	2,074	1.30	13.26	49.47	35.82	0.14
Family Distribution by Income Level	408,716	19.23	18.61	23.25	38.90	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	154,664	8.30	33.66	42.52	15.52	0.00
Median Family Income HUD Adjusted Median Family Income for 2006 Households Below Poverty Level		49,157 60,300 10%	Median Housing Value Unemployment Rate (2000 US Census)		113,099 2.61%	

(*) The NA category consists of geographies that have not been assigned an income classification.
Source: 2000 US Census and 2006 HUD updated MFI

In this assessment area, approximately 8 percent of the families are below the poverty level. Typically, families below the poverty level could not afford a house; therefore in comparing the distribution of borrowers by income level to the distribution of families by income level one would expect a distribution between 11 percent and 19 percent.

DESCRIPTION OF INSTITUTION'S OPERATIONS IN THE VIRGINIA BEACH-NORFOLK-NEWPORT NEWS MSA:

The MSA is home to 56 branches throughout the counties and independent cities of the MSA. The rated area contains 25 percent of HMDA and CRA loans for the state of Virginia and 21 percent of the deposits.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN VIRGINIA BEACH-NORFOLK-NEWPORT NEWS MSA:

LENDING TEST

Loans originated in the Virginia Beach-Norfolk-Newport News assessment area in 2006 comprise approximately 25 percent of the number and dollar of HMDA and CRA loans originated within Virginia. The core tables in Appendix F detail the number and dollar volume of HMDA and CRA loans in this assessment area in 2006.

Geographic Distribution of Lending

The geographic distribution of loans originated by BB&T reflects good distribution. Analyses of HMDA loans reflects a distribution roughly equal to percentages of owner-occupied housing units throughout the MSA assessment area for low- and moderate-income tracts, but slightly lower than aggregate lender percentages. This performance was noted for all three loan types: home purchase, home improvement, and refinance loans. Seven of ten multi-family housing loans were originated in moderate-income tracts of the MSA.

An analysis of the small business loans reflects excellent distribution throughout the MSA. Core table 6a in Appendix F illustrates the distribution of the bank's loans to small businesses. For these types of loans, BB&T has a distribution of lending in both low- and moderate-income census tracts that is higher than aggregate lenders and generally in line with the percentage of businesses.

Borrower Distribution of Loans

The distribution of borrowers reflects an adequate distribution among borrowers of different income levels and among businesses of different sizes. Tables 8a through 12a in Appendix F illustrate the distribution of borrowers for the bank's HMDA and small business loans 2006.

BB&T has an adequate distribution of lending to small businesses within the MSA. Approximately 61 percent of all loans to businesses were to businesses with annual gross revenues of less than \$1 million. The percentage of businesses reporting revenues of \$1 million or less was 65 percent. In comparison, approximately 34 percent of all business originations by all lenders were to businesses with annual gross revenues of \$1 million or less. In terms of size of the loan, the institution originated 55 percent of small business loans in amounts less than \$100,000, 75 percent in amounts of \$250,000 or less.

Levels of lending to low-income borrowers exceeded aggregate levels for all three loan types: home purchase, home improvement, and refinance loans, yet reflects a lower than aggregate lending performance for moderate income borrowers. Still, the bank's performance in relation to percentage of moderate-income families reflects expected ranges of loan volume.

Flexible Lending Programs

BB&T provides a good array of flexible lending programs. Please refer to the comments in the Flexible Lending Program section of this public evaluation for additional details regarding these programs.

Community Development Lending

BB&T's community development lending in the Virginia Beach-Norfolk, VA assessment area is excellent. The bank reported 42 community development loans totaling \$56.1 million. This amount represents one-third of the number and 22 percent by dollar volume, of total community development lending in the state of Virginia. The largest was a bond anticipation note to the city of Hampton for economic development, education, and city infrastructure. Notable community development loans during the review period were numerous loans for the purpose of affordable housing through public/private financing through the Center for Community Development, Inc. (CCDI), a permanent loan to the Economic Development Authority of Gloucester County for a commercial building in the industrial park, and loans to construct assisted living apartments and retirement home.

INVESTMENT TEST

The bank has an excellent level of qualified community development investments in the Virginia Beach-Norfolk, VA assessment area relative to the bank's operations in this assessment area. The bank's CRA qualified investments in this assessment area totaled \$13.5 million, or 12 percent of bank's CRA investments in Virginia. The CRA investments consisted of VCDC equity funds, outstanding prior period low-income housing tax credit equity funds, and in charitable contributions. Of the \$13.5 million invested in this assessment area, prior period investments totaled \$10.2 million and current period investments totaled \$3.3 million. Table 14 in Appendix F details the bank's investments by assessment area.

SERVICE TEST

Retail Banking Services

As of year end 2007, BB&T operated 56 bank offices in the Virginia Beach-Norfolk, VA, assessment area. This assessment area's share of bank offices in Virginia is 20 percent. The bank offices are readily accessible to moderate-income portions of the assessment area but are only reasonably accessible to low-income census tracts in the assessment area. BB&T does not operate any branches in the low-income census tracts of this assessment area. The percentage of the population within the low-income census tracts of this assessment area is 4.3 percent according to the year 2000 census data. While there are no bank offices located in low-income census tracts, the percentage of bank offices in moderate-income census tracts, 20 percent, is comparable than the percentage of the population located in these census tracts, 24 percent.

There have been no changes in the branch distribution for low- and moderate-income tracts in this assessment area since the previous CRA evaluation. Table 15 in Appendix F details the bank's delivery system distribution as of year-end 2007.

Community Development Services

BB&T provided a relatively high level of community development services in this assessment area during this evaluation period. From 2005 through 2007, approximately 20 community development organizations, respectively, were served by BB&T personnel. A partial listing follows.

- BB&T officers serve on the boards of the Center for Community Development of Portsmouth, Eastern Shore and Hampton Roads chapters of Habitat for Humanity, Old Huntersville Redevelopment Corporation, Suffolk Redevelopment and Housing Authority. Additionally, mortgage loan officers conducted a number of first-time homebuyers seminars and homeownership workshops for these same organizations.
- A BB&T officer serves on the board of the Tidewater Business Financing Corporation. This non-profit economic development organization serves growing businesses in eastern VA with guidance on financing alternatives and extending long-term, fixed-rate financing.
- Officers conducted a significant number of financial literacy courses for the Bay Agency on Aging, Empowerment 2010, and housing authorities during the review period.

METROPOLITAN AREAS

DESCRIPTION OF THE RICHMOND MSA:

The Richmond MSA assessment area consists of twenty counties and independent cities in central Virginia. The table below presents certain demographic data for this assessment area.

Richmond VA AA

Demographic Information for Full Scope Area: Richmond VA AA						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	277	9.39	24.19	42.24	23.83	0.36
Population by Geography	1,096,957	6.04	22.14	43.83	27.99	0.00
Owner-Occupied Housing by Geography	292,409	2.89	17.41	47.12	32.58	0.00
Business by Geography	73,764	9.88	18.18	41.91	29.98	0.06
Farms by Geography	2,033	1.77	18.20	51.65	28.38	0.00
Family Distribution by Income Level	289,794	19.79	18.40	22.83	38.99	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	110,653	11.06	32.11	43.46	13.37	0.00
Median Family Income HUD Adjusted Median Family Income for 2006 Households Below Poverty Level		54,872 67,200 9%	Median Housing Value Unemployment Rate (2000 US Census)		115,680 2.12%	

(*) The NA category consists of geographies that have not been assigned an income classification.

Source: 2000 US Census and 2006 HUD updated MFI

In this assessment area, approximately 7 percent of the families are below the poverty level. Typically, families below the poverty level could not afford a house; therefore in comparing the distribution of borrowers by income level to the distribution of families by income level one would expect a distribution of approximately 13 percent.

DESCRIPTION OF INSTITUTION'S OPERATIONS IN THE RICHMOND MSA:

The MSA is home to 47 branches in all counties and independent cities of the MSA. The rated area contains 20 percent of HMDA and CRA loans for the state of Virginia and 26 percent of the deposits.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN RICHMOND MSA:

LENDING TEST

Loans originated in the Richmond assessment area in 2006 numbered more than 3,700 for more than \$650 million. Core tables in Appendix F show the number and dollar volume of these loans in relation to other Virginia assessment areas.

Geographic Distribution of Lending

The geographic distribution of loans originated by BB&T reflects adequate distribution. An analysis of HMDA loans reflects a good distribution throughout the MSA assessment area for home purchase, home improvement, and refinance loans. Performance in low-income tracts for these products was slightly below aggregate percentages and percentages of owner-occupied housing, while moderate-income tract performance for improvement and refinance loans was below aggregate, but in line with owner-occupied housing levels. For home purchase loans in moderate-income tracts, BB&T's performance was higher than aggregate and ownership rates.

An analysis of small business loans reflects adequate distribution throughout the MSA. Core table 6a in Appendix F illustrates the distribution of the loans to small businesses. For this type of loan, BB&T has a lower distribution of loans in low-income census tracts than aggregate lenders and percentage of businesses located in these tracts. The bank performs better than aggregate in moderate-income tracts and just above the percentage of businesses in these tracts.

Borrower Distribution of Loans

The distribution of borrowers reflects a good distribution among borrowers of different income levels and among businesses of different sizes. Tables 8a through 12a in Appendix F illustrate the distribution of borrowers for the bank's HMDA and small business loans for 2006.

BB&T has a good distribution of lending to small businesses within the MSA. Approximately 59 percent of all loans to businesses were to businesses with annual gross revenues of less than \$1 million versus 63 percent of businesses reporting \$1 million or less in revenues. In comparison, approximately 33 percent of business loan originations by all lenders were to businesses for the same revenue category. In terms of size of the loan, the institution originated 54 percent of small business loans in amounts less than \$100,000, 77 percent in amounts of \$250,000 or less.

Home mortgage related lending reflects lending performance at or above aggregate levels for low-income borrowers for home purchase and refinance loans. Home improvement loans were below aggregate levels. For all three loan types, the bank's performance for moderate-income borrowers was greater than the percentage of families in this income bracket, but somewhat less than aggregate levels. Moderate income families comprise 18 percent of total families in the MSA. The bank's performance reflects 20 percent of home purchase loans were to borrowers of this income level, home improvement loans 23 percent, and refinance loans 23 percent. Aggregate levels for the three loan types were 21, 25, and 26 percent, respectively.

Flexible Lending Programs

BB&T provides a good array of flexible lending programs. Please refer to the comments in the Flexible Lending Program section of this public evaluation for additional details regarding these programs.

Community Development Lending

BB&T originated an excellent level of community development loans in the Richmond, VA assessment area. The bank reported 24 community development loans totaling \$98.6 million. This dollar amount represents 39 percent of total community development lending in Virginia, which is the highest in the state. The largest of these was to a limited liability corporation for the renovation of the Phillip Morris Building in a low-income tract, converting it to 225 apartment units and commercial/retail space, and adding a parking deck. Similarly, the bank financed construction of a 250-room hotel in a designated Virginia Enterprise Zone, as part of a mixed-use development project. Multiple affordable housing projects were financed through loans by BB&T over the three year period.

INVESTMENT TEST

The bank has an excellent level of qualified community development investments in the Richmond, VA assessment area relative to the bank's operations in this assessment area. The bank's CRA qualified investments in this assessment area totaled \$60 million, or 54 percent of bank investments in Virginia. The CRA investments consisted of \$38.0 million in VCDC equity funds and tax-credit investments, \$21.9 million in Capital Partners, and \$31 thousand in charitable contributions. Of the \$60 million invested in this assessment area, prior period investments totaled \$24.0 million and current period investments totaled \$36.0 million. Table 14 in Appendix F details the bank's investments by assessment area.

SERVICE TEST

Retail Banking Services

As of year end 2007, BB&T operated 47 bank offices in the Richmond, VA assessment area. This assessment area's share of bank offices located in Virginia is 17 percent. The bank offices are readily accessible to low- and moderate-income portions of the assessment area. BB&T operates two branches, or 6.4 percent, in the low-income census tracts of this assessment area. The percentage of the population within the low-income census tracts of this assessment area is 6.0 percent according to the year 2000 census data. The percentage of bank offices in moderate-income census tracts, 23 percent, is higher than the percentage of the population located within moderate-income census tracts, 22 percent.

There have been no changes in the branch distribution for low- and moderate-income tracts in this assessment area since the previous CRA evaluation. Table 15 in Appendix F details the bank's delivery system distribution as of year-end 2007.

Community Development Services

BB&T provided a relatively high level of community development services in this assessment area during this evaluation period. From 2005 through 2007, approximately 15 community development organizations were served annually by BB&T personnel. A partial listing follows.

- A BB&T manager serves on the board and for the project committee of the Interfaith Housing Corporation of Richmond, an organization devoted to maintaining safe and quality affordable housing.
- A BB&T mortgage loan officer serves as a member of the Lender's Advisory Committee of the Virginia Housing Development Association (VHDA). In this capacity, the officer provides home ownership and credit counseling to low- or moderate-income families, and advises on new loan programs, policies and procedures.
- A BB&T business banker serves on the Charles County Economic Development Commission. This organization works toward attracting businesses or expanding existing companies within the county limits.

METROPOLITAN AREAS – LIMITED REVIEWS

DESCRIPTION OF INSTITUTION’S OPERATIONS IN REMAINING METROPOLITAN STATISTICAL AREAS OF VIRGINIA:

The bank operates 88 branches in the 7 MSAs where limited review procedures were used. Together these assessment areas combined represent 30 percent of the lending activities and 28 percent of the deposits of the bank.

CONCLUSIONS WITH RESPECT TO PERFORMANCE IN THE LIMITED REVIEW AREAS:

Presented in Appendix F is data used to review these assessment areas. Examiners found that the HMDA and CRA data and other reviewed data were consistent with the overall conclusions expressed with respect to each assessment factor in the overall rating for the state of Virginia.

LENDING TEST

The geographic distribution of HMDA and CRA loans reflect adequate penetration of low- and moderate-income geographies. No significant anomalies were noted in any of the 7 MSAs, of either failing to serve the noted geographies or significantly exceeding the aggregate level of lending. Home purchase loans in low- and moderate-income geographies were near or above aggregate levels, while refinance loans were generally below aggregate levels for the MSAs. Small business loans in low-income tracts were generally at or slightly above expected levels, while performance in moderate-income tracts typically fell at or slightly below aggregate levels.

For borrower distribution, loans to low-income borrowers tend to approximate the aggregate levels of lending, while lending to moderate-income borrowers appear to fall below the level of aggregate lenders. Yet, the volume of loans to moderate-income borrowers is typically at or very near the percentage of moderate-income families for the various assessment areas. The borrower distribution is therefore considered adequate for each of the 7 MSAs.

The bank’s distribution of loans to small businesses generally equaled or exceeded the level of businesses in the assessment areas reporting gross annual revenues of \$1 million or less. BB&T’s loans to small businesses also exceed the aggregate levels of all lenders.

With regard to community development lending, the bank made a relatively high level of community development loans in the limited review areas consistent with the level of community development lending activity exhibited in assessment areas subject to a full scope CRA evaluation. Each assessment area had two or more CD loans and totaled more than \$1 million over the review period. Most involved affordable housing projects, mixed-use projects in moderate-income tracts, or renovation of older, usable buildings in redevelopment efforts within the cities.

INVESTMENT TEST

The bank made an adequate level of qualified community development investments and grants in the limited review areas of Virginia, with the exception of the Danville MSA. During this evaluation period, CRA investments totaled \$23 million, or 21 percent of total investment activity in the state of Virginia. This amount is somewhat below the level of operations in the limited review areas; deposits in the limited review assessment areas totaled 22 percent. Investments consisted of VCDC and other low-income tax credits, investments in Capital Partners, and charitable contributions. The Roanoke MSA led the way with \$14.8 million, followed by Charlottesville at \$3.3 million, and Blacksburg at \$2.9 million. Danville had just one small charitable contribution during the review period.

SERVICES TEST

The bank's service test performance in the limited review areas of Virginia is consistent with the performance exhibited in the full-scope review areas. Delivery systems are readily accessible to all portions of the bank's assessment areas. No branches in low- or moderate-income census tracts were closed during the review period. Services are tailored to the needs of the assessment areas, and the bank provides a relatively high level of community development services, often in a leadership position.

SOUTH CAROLINA

CRA RATING FOR SOUTH CAROLINA: Outstanding

The Lending Test is rated: High Satisfactory

The Investment Test is rated: Outstanding

The Service Test is rated: Outstanding

SCOPE OF EXAMINATION

The evaluation of the South Carolina performance primarily considered the operations of BB&T in its Charleston, Columbia, Greenville and Myrtle Beach MSAs, and the non-MSA assessment areas. Performance in the Charlotte multi-state MSA is separately reviewed and discussed. Limited reviews were performed on the bank's performance in the other four MSAs in which the institution maintains a branch office. Core tables related to South Carolina lending, investment, and branch locations may be found in Appendix F, pages 243-256.

DESCRIPTION OF INSTITUTION'S OPERATIONS IN SOUTH CAROLINA:

The bank operates 101 branches in 28 counties in South Carolina, excluding the Charlotte multi-state MSA. The state is home to the bank's mortgage loan operations center. The bank has branch locations in each metropolitan area and HMDA and CRA reportable loans represent 9 percent of the bank's total reported loans in 2006. BB&T ranks third in the state of South Carolina in terms of deposit market share with 10 percent, behind Wachovia Bank, N.A., and Bank of America, N.A.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN SOUTH CAROLINA:

LENDING TEST

BB&T's Lending Test performance in South Carolina is good. The rating reflects a good level of attention to the credit needs of the assessment areas it serves.

The bank's geographic distribution for home purchase, home improvement, and refinance is considered adequate for all MSAs and non-MSA areas in the state for 2006. Ratios are in line with that which all HMDA reporters show as percentage of loans in low- and moderate-income census tracts. The bank's ratios also are reasonably in line with the percentage of owner-occupied housing units in those tracts. Lending to small businesses also reflects adequate penetration of low- and moderate-income tracts, especially the MSAs targeted for full review.

The borrower distribution for home related loan activity reflects satisfactory levels of lending to low- and moderate income borrowers. When compared to aggregate lending data for home purchase, improvement, and refinance loans, BB&T's performance compares reasonably for low-income borrowers to other reporting lenders. Loans to moderate-income borrowers were somewhat below aggregate levels and relatively in line with the percentage of families for the MSAs. Lending to small businesses is excellent among businesses with revenues of \$1 million or less among all assessment areas. Loans in amounts of \$100,000 represent over 63 percent of

small business loans in the metropolitan and rural areas.

BB&T provides a good array of flexible lending programs. Please refer to the comments in the Flexible Lending Program section of this public evaluation for additional details.

BB&T has originated an excellent level of community development loans in South Carolina. During this evaluation period, the bank has originated 90 community development loans totaling \$91.4 million. This represents 8 percent of total bank wide community development lending by dollar volume which is relative to the bank's operations in this state.

INVESTMENT TEST

BB&T's performance under the investment test in the State of South Carolina is excellent. The bank has an excellent level of qualified community development investments. During this evaluation period, the bank's investments totaled \$149 million in the State of South Carolina. This amount represents the second highest dollar volume among all the states and 16.5 percent of bank wide CRA investments. The bank's investments exhibit leadership, innovation, and complexity.

SERVICE TEST

BB&T's performance under the service test in the State of South Carolina is excellent. Delivery systems are readily accessible to all areas of the state. Services are tailored to the convenience and needs of the assessment areas. Finally, BB&T is a leader in providing community development services. In addition to the bank wide community development services and the community development services provided in individual assessment areas, BB&T has provided community development services to numerous statewide community development organizations.

NON METROPOLITAN AREAS

DESCRIPTION OF THE NON-MSA ASSESSMENT AREAS

The Non-MSA assessment area consists of 10 counties in South Carolina. The table below presents certain demographic data for this assessment area. There is just one low-income census tract in the non-MSA, located in Orangeburg County.

Combined Non-MSA SC AA

Demographic Information for Full Scope Area: Combined Non-MSA SC AA						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	115	0.87	13.04	60.87	25.22	0.00
Population by Geography	535,666	0.48	11.76	63.09	24.67	0.00
Owner-Occupied Housing by Geography	156,752	0.17	9.86	61.50	28.48	0.00
Business by Geography	35,673	1.16	10.35	52.56	35.93	0.00
Farms by Geography	1,310	0.31	8.70	66.34	24.66	0.00
Family Distribution by Income Level	147,654	19.36	16.37	20.48	43.79	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	52,763	0.71	16.56	66.69	16.04	0.00
Median Family Income HUD Adjusted Median Family Income for 2006 Households Below Poverty Level		38,927 46,600 15%	Median Housing Value Unemployment Rate (2000 US Census)		105,090 2.72%	

(*) The NA category consists of geographies that have not been assigned an income classification.

Source: 2000 US Census and 2006 HUD updated MFI

In this assessment area, approximately 12 percent of the families are below the poverty level. Typically, families below the poverty level could not afford a house; therefore in comparing the distribution of borrowers by income level to the distribution of families by income level one would expect a distribution of approximately 7 percent.

DESCRIPTION OF INSTITUTION'S OPERATIONS IN THE NON-MSA ASSESSMENT AREA:

The institution maintains 16 branches throughout the more rural portions of the state of South Carolina. The rated area contains 13 percent of deposits and 14 percent of reviewed loans in the state.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN NON-MSA ASSESSMENT AREA:

LENDING TEST

Loans originated in the non-MSA assessment area numbered more than 1,500 for in excess of \$228 million for the review period 2006.

Geographic Distribution of Lending

The geographic distribution of HMDA and CRA loans reflects excellent distribution in this assessment area. BB&T's distribution for all three types of home mortgage related loans is greater than the aggregate lending distribution for moderate-income tracts in 2006. The bank originated no loans in the low-income tract, where just 0.2 percent of all owner-occupied units were located. The bank's small business distribution in moderate-income tracts is double that of the combined performance of all lenders. The bank originated one small business loan in the low-income tract, where just one percent of total small businesses were located for this assessment area.

Borrower Distribution of Lending

The distribution of borrowers reflects excellent distribution among businesses and farms of different sizes and adequate distribution among borrowers of different income levels. A greater proportion of small business were originated compared to aggregate volumes. In comparison, 73 percent of BB&T's loans were to businesses with annual gross revenues of \$1 million or less compared to the 66 percent of small businesses and 37 percent of business originations by all lenders.

The borrower distribution of home mortgage loans reflects levels to low-income borrowers that were in line with aggregate levels for home purchase and refinance loans, while home improvement loans were below aggregate levels. Distribution amongst moderate-income families across all home mortgage products was above aggregate ratios for home purchase and improvement loans, while refinancings fell below these levels.

Flexible Lending Programs

BB&T provides a good array of flexible lending programs. Please refer to the comments in the Flexible Lending Program section of this public evaluation for additional details regarding these programs.

Community Development Lending

BB&T originated a high level of community development loans in the non-metropolitan assessment areas of South Carolina relative to the bank's operations in this assessment area. The bank reported 15 community development loans totaling \$20.4 million. This amount represents 22 percent of total community development lending in the state of South Carolina. The community development loans were for the purpose of affordable housing, loans to municipalities in underserved and distressed census tracts, and several CICNC loans.

INVESTMENT TEST

The bank has an excellent level of qualified community development investments in the non-metropolitan assessment areas of South Carolina relative to the bank's operations in this assessment area. The bank's CRA qualified investments in this assessment area totaled \$17.1 million, or 11 percent of CRA investments in South Carolina. Virtually all of the investments were in the form of low-income housing tax credits. Of the \$17.1 million invested in this assessment area, prior period investments totaled \$1.3 million and current period investments totaled \$15.8 million. Table 14 in Appendix F details the bank's investments by assessment area.

SERVICE TEST

Retail Banking Services

As of year end 2007, BB&T operated 16 bank offices in the non-metropolitan assessment areas of South Carolina. This assessment area's share of bank offices located in South Carolina is 16 percent. The bank offices are readily accessible to all portions of the assessment area. The bank had no offices in low-income tracts where just 0.5 percent of the population reside. The percentage of bank offices located in moderate-income census tracts is 6.3 percent which is under the percentage of the population located in moderate-income census tracts, 11.8 percent. There no changes in the branch distribution in this assessment area since the previous CRA evaluation. Table 15 in Appendix F details the bank's delivery system distribution as of year-end 2007.

Community Development Services

BB&T provided an adequate level of community development services in this assessment area during this evaluation period. During the evaluation period, 10 community development organizations were served by BB&T personnel annually. A partial listing follows.

- A BB&T city executive serves as a board member of Downtown Orangeburg Revitalization Association.
- Another city executive serves as a board member and treasurer for the Five Rivers Community Development Corporation.

- BB&T's Community Development Investment Manager serves on the board of the South Carolina Association of CDCs.

METROPOLITAN AREAS

DESCRIPTION OF THE COLUMBIA MSA:

The Columbia MSA assessment area consists of six counties in central South Carolina: Calhoun, Fairfield, Kershaw, Lexington, Richland, and Saluda Counties. The table below presents certain demographic data for this assessment area.

Columbia SC AA

Demographic Information for Full Scope Area: Columbia SC AA						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	144	6.25	29.17	38.89	24.31	1.39
Population by Geography	647,158	3.21	27.35	40.27	28.37	0.80
Owner-Occupied Housing by Geography	172,118	0.96	23.50	42.68	32.86	0.00
Business by Geography	43,450	4.65	25.63	35.25	30.51	3.95
Farms by Geography	1,093	1.10	25.53	46.02	26.62	0.73
Family Distribution by Income Level	168,107	20.66	17.72	22.17	39.45	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	64,516	4.84	37.32	42.41	15.42	0.00
Median Family Income HUD Adjusted Median Family Income for 2006 Households Below Poverty Level		49,202 58,900 12%	Median Housing Value Unemployment Rate (2000 US Census)	95,555 2.79%		

(*) The NA category consists of geographies that have not been assigned an income classification.
Source: 2000 US Census and 2006 HUD updated MFI

In this assessment area, approximately 9 percent of the families are below the poverty level. Typically, families below the poverty level could not afford a house; therefore in comparing the distribution of borrowers by income level to the distribution of families by income level one would expect a distribution of approximately 11 percent.

DESCRIPTION OF INSTITUTION'S OPERATIONS IN THE COLUMBIA MSA:

The MSA is home to the state headquarters in Columbia and 21 branches throughout the 6 counties of the MSA. The rated area contains 23 percent of HMDA and CRA loans for the state of South Carolina and 30 percent of the deposits.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN COLUMBIA MSA:

LENDING TEST

Loans originated in the Columbia assessment area in 2006 totaled over 2,500 for more than \$362 million of HMDA and CRA loans originated within South Carolina. The core tables in Appendix F detail the number and dollar volume of HMDA and CRA loans in this assessment area in 2006.

Geographic Distribution of Lending

The geographic distribution of loans originated by BB&T reflects good distribution. An analysis of HMDA loans reflects a distribution roughly equal to aggregate percentages and somewhat lower than percentages of owner-occupied housing units throughout the MSA assessment area. This performance was noted for all three loan types: home purchase, home improvement, and refinance loans.

An analysis of the small business loans reflects adequate distribution throughout the MSA. Core table 6a in Appendix F illustrates the distribution of the bank's loans to small businesses. For these types of loans, BB&T has a distribution of lending in the low-income census tracts that is similar to aggregate lenders, while lending in moderate income tracts was slightly lower than aggregate and by the percentage of businesses.

Borrower Distribution of Loans

The distribution of borrowers reflects good distribution among borrowers of different income levels and among businesses of different sizes. Tables 8a through 12a in Appendix F illustrate the distribution of borrowers for the bank's HMDA and small business loans 2006.

BB&T has an adequate distribution of lending to small businesses within the MSA. Approximately 73 percent of all loans to businesses were to businesses with annual gross revenues of \$1 million or less. The percentage of businesses reporting revenues of \$1 million or less was 65 percent. In comparison, approximately 37 percent of all business originations by all lenders were to businesses with annual gross revenues of \$1 million or less. In terms of size of the loan, the institution originated 64 percent of small business loans in amounts less than \$100,000, 82 percent in amounts of \$250,000 or less.

Home mortgage related lending however, reflects at or lower than aggregate lending performance for moderate income borrowers for all three loan types: home purchase, home improvement, and refinance loans. Yet, in all three instances, the bank's performance is in line in relation to the 18 percent of families in these income brackets within the MSA, and thus reflects expected ranges of loan volume. Levels of lending to low-income borrowers were somewhat below aggregate levels for all three loan types.

Flexible Lending Programs

BB&T provides a good array of flexible lending programs. Please refer to the comments in the Flexible Lending Program section of this public evaluation for additional details regarding these programs.

Community Development Lending

BB&T's community development lending in the Columbia assessment area is excellent. The bank reported 30 community development loans for this CRA evaluation period totaling \$16.6 million. Included in this amount were multiple loans to Columbia Housing Authority for housing and a retail development in the Celia Saxon neighborhood, a low-income tract targeted through federally funded HOPE VI grants. The majority of other community development loans were for the purpose of affordable housing. In total, BB&T's community development lending in this assessment area represents 18 percent of total community development lending in South Carolina.

INVESTMENT TEST

The bank has an adequate level of qualified community development investments in the Columbia, SC assessment area relative to the bank's operations in this assessment area. The bank's CRA qualified investments in this assessment area totaled \$10.2 million, or 7 percent of CRA investments in South Carolina. The CRA investments consisted of \$7.3 million of current period tax credit investments, \$2.8 million in outstanding prior period low-income housing tax credit equity funds, and \$116 thousand in charitable contributions. Table 14 in Appendix F details the bank's investments by assessment area.

SERVICE TEST

Retail Banking Services

As of year end 2007, BB&T operated 21 bank offices in the Columbia, SC, assessment area. This assessment area's share of bank offices located in South Carolina is 21 percent. The bank offices are reasonably accessible to low – and moderate-income portions of the assessment area. BB&T does not operate any branches in the low-income census tracts of this assessment area. The percentage of the population within the low-income census tracts of this assessment area is 3.2 percent according to the year 2000 census data. While there are no bank offices located in low-income census tracts, the percentage of bank offices in moderate-income census tracts, 24 percent, is in line with the percentage of the population located within moderate-income census tracts, 27 percent.

There have been no changes in the branch distribution for low- and moderate-income tracts in this assessment area since the previous CRA evaluation. Table 15 in Appendix F details the bank's delivery system distribution as of year-end 2007.

Community Development Services

BB&T provided an excellent level of community development services in this assessment area during this evaluation period. During the review period, 15 community development organizations were served by BB&T personnel annually. A partial listing follows.

- A BB&T business services officer provides expertise via participation as a board member to the Lexington Business Advisory Committee.
- A City Executive serves on the board of the Lexington Economic Development Association.
- A BB&T officer serves on the committee of the Richland County Grants and Community Development Committee. This non-profit organization oversees a government-assigned loan program for repairs of homes for LMI homeowners.
- A business services officer serves on the Benedict College Minority Business Development Committee, providing expertise as a member of a committee which considers loans and investments in minority-owned start-up businesses.
- Another business services officer serves on the Farm-City Steering Committee which attempts to balance programs to both rural and urban activities/programs/grants within the MSA and encourage farm-city cooperation.
- Several employees conducted financial literacy seminars and workshops for youth and homeowners throughout the review period.

METROPOLITAN AREAS

DESCRIPTION OF THE GREENVILLE MSA:

The Greenville MSA was previously combined with the Spartanburg MSA assessment area, but has been separately designated since 2004. The Greenville MSA assessment area consists of three counties in upstate South Carolina: Greenville, Laurens, and Pickens Counties. The table below presents certain demographic data for this assessment area.

Greenville SC AA

Demographic Information for Full Scope Area: Greenville SC AA						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	126	3.97	24.60	50.79	20.63	0.00
Population by Geography	559,940	1.93	20.48	53.15	24.44	0.00
Owner-Occupied Housing by Geography	152,651	1.08	16.80	56.73	25.39	0.00
Business by Geography	37,400	3.67	17.36	51.75	27.23	0.00
Farms by Geography	807	0.74	13.63	65.55	20.07	0.00
Family Distribution by Income Level	150,195	19.99	18.25	22.03	39.72	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	57,446	3.26	28.62	55.97	12.15	0.00
Median Family Income HUD Adjusted Median Family Income for 2006 Households Below Poverty Level		47,387 56,500 12%	Median Housing Value Unemployment Rate (2000 US Census)	98,875 2.61%		

(*) The NA category consists of geographies that have not been assigned an income classification.
Source: 2000 US Census and 2006 HUD updated MFI

In this assessment area, approximately 8 percent of the families are below the poverty level. Typically, families below the poverty level could not afford a house; therefore in comparing the distribution of borrowers by income level to the distribution of families by income level one would expect a distribution between 11 percent and 20 percent.

DESCRIPTION OF INSTITUTION'S OPERATIONS IN THE GREENVILLE MSA:

The MSA is home to 23 branches in all 3 counties of the MSA and the mortgage loan operations department for the entire bank. The rated area contains 22 percent of HMDA and CRA loans for the state of South Carolina and 24 percent of the deposits.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN GREENVILLE MSA:

LENDING TEST

Loans originated in the Greenville assessment area in 2006 numbered more than 2,400 loans for \$233 million of HMDA and CRA loans made in South Carolina. Core tables in Appendix F show the number and dollar volume of these loans.

Geographic Distribution of Lending

The geographic distribution of loans originated by BB&T reflects adequate distribution. An analysis of HMDA loans reflects a good distribution throughout the MSA assessment area for home purchase and home improvement loans. Performance in low- and moderate-income tracts for these products was in line with aggregate percentages and percentages of owner-occupied housing. For refinance loans, a slightly lower performance than aggregate and ownership rates for low- and moderate-income tracts was noted for this assessment area.

An analysis of small business loans reflects adequate distribution throughout the MSA. Core table 6a in Appendix F illustrates the distribution of the loans to small businesses. For this type of loan, BB&T has a slightly lower distribution in low-income census tracts than aggregate lenders and percentage of businesses located in these tracts. The bank performance is less than aggregate in moderate-income tracts and well under the percentage of businesses in these tracts.

Borrower Distribution of Loans

The distribution of borrowers reflects an adequate distribution among borrowers of different income levels and among businesses of different sizes. Tables 8a through 12a in Appendix F illustrate the distribution of borrowers for the bank's HMDA and small business loans for 2006.

BB&T has an adequate distribution of lending to small businesses within the MSA. Just 53 percent of all loans to businesses were to businesses with annual gross revenues of \$1 million or less compared to 63 percent of businesses who reported the same level of revenue. In comparison, approximately 39 percent of all business originations by all lenders were to businesses with annual gross revenues of less than \$1 million. In terms of size of the loan, the institution originated 76 percent of small business loans in amounts less than \$100,000, 88 percent in amounts of \$250,000 or less.

Home mortgage related lending reflects lending performance in line with aggregate levels for low-income borrowers for all three loan types: home purchase, home improvement, and refinance loans. In all three loan types, the bank's performance in relation to percentage of families in these income brackets is within the expected ranges of loan volume for this MSA. Moderate income families comprise 18 percent of total families in the MSA. The bank's performance reflects 19 percent of home purchase loans were to borrowers of this income level, home improvement loans 20 percent, and refinance loans 19 percent. Aggregate levels for the three loan types were 23, 23, and 21 percent, respectively.

Flexible Lending Programs

BB&T provides a good array of flexible lending programs. Please refer to the comments in the Flexible Lending Program section of this public evaluation for additional details regarding these programs.

Community Development Lending

BB&T originated an adequate level of community development loans in the Greenville, SC assessment area. The bank reported 6 community development loans totaling \$6.2 million. This amount represents 7 percent of total community development lending in South Carolina, which is low compared to the level of bank operations in this assessment area. All of the community development loans were for the purpose of affordable housing.

INVESTMENT TEST

The bank has an excellent level of qualified community development investments in the Greenville, SC assessment area relative to the bank's operations in this assessment area. The bank's CRA qualified investments in this assessment area totaled \$44.1 million, or 30 percent of bank investments in South Carolina. The CRA investments consisted of \$12.7 million in housing tax credit equity funds, \$31.3 million via BB&T Capital Partners, and \$52 thousand in charitable contributions. Of the amount invested in this assessment area, prior period investments totaled \$13.3 million and current period investments totaled \$30.8 million. Table 14 in Appendix F details the bank's investments by assessment area.

SERVICE TEST

Retail Banking Services

As of year end 2007, BB&T operated 23 bank offices in the Greenville, SC assessment area. This assessment area's share of bank offices located in South Carolina is 23 percent. The bank offices are reasonably accessible to low- and moderate-income portions of the assessment area. BB&T does not operate any branches in the low-income census tracts of this assessment area. The percentage of the population within the low-income census tracts of this assessment area is 1.9 percent according to the year 2000 census data. While there are no bank offices located in low-income census tracts, the percentage of bank offices in moderate-income census tracts, 17 percent, is higher than the percentage of the population located within moderate-income census tracts, 20 percent.

There have been no changes in the branch distribution for low- and moderate-income tracts in this assessment area since the previous CRA evaluation. Table 15 in Appendix F details the bank's delivery system distribution as of year-end 2007.

Community Development Services

BB&T provided a high level of community development services in this assessment area during this evaluation period. During the review period, approximately 15-20 community development organizations were served annually. A partial listing follows.

- A BB&T manager serves as a board member for the Greenville Housing Futures, an organization whose purpose is to develop affordable housing, improve the quality of life, and establish safe and welcoming housing to low- and moderate-income neighborhoods.
- A BB&T financial center leader is a board member of Victory Plus. The organization is involved in credit restoration and financial education for women's transitional homes in the greater Greenville area.
- A BB&T city executive serves as trustee and treasurer for the Greer Partnership for Tomorrow organization. This committee is dedicated to economic development through business start-ups and attracting new businesses.
- Several employees of BB&T conducted financial literacy seminars at local CDCs, schools, and churches.
- A BB&T officer serves as a member of the City of Greenville's Affordable Housing Task Force, dedicated to expanding the supply of affordable housing in the MSA.

METROPOLITAN AREAS

DESCRIPTION OF THE CHARLESTON MSA:

The Charleston MSA assessment area consists of three counties on southeastern coast of South Carolina: Berkeley, Charleston, and Dorchester Counties. The table below presents certain demographic data for this assessment area.

Charleston SC AA

Demographic Information for Full Scope Area: Charleston SC AA						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	117	9.40	24.79	41.03	24.79	0.00
Population by Geography	549,033	5.20	20.09	48.15	26.57	0.00
Owner-Occupied Housing by Geography	138,360	2.42	16.78	49.56	31.24	0.00
Business by Geography	38,358	5.60	18.04	44.72	31.64	0.00
Farms by Geography	891	1.46	19.08	48.26	31.20	0.00
Family Distribution by Income Level	142,118	21.35	17.45	21.13	40.08	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	55,132	9.36	27.52	48.28	14.84	0.00
Median Family Income HUD Adjusted Median Family Income for 2006 Households Below Poverty Level		46,784 56,400 14%	Median Housing Value Unemployment Rate (2000 US Census)		121,626 2.63%	

(*) The NA category consists of geographies that have not been assigned an income classification.

Source: 2000 US Census and 2006 HUD updated MFI

In this assessment area, approximately 11 percent of the families are below the poverty level. Typically, families below the poverty level could not afford a house; therefore in comparing the distribution of borrowers by income level to the distribution of families by income level one would expect a distribution between 10 percent and 21 percent.

DESCRIPTION OF INSTITUTION'S OPERATIONS IN THE CHARLESTON MSA:

The MSA is home to 11 branches in the 3 counties of the MSA. The rated area contains 11 percent of HMDA and CRA loans for the state of South Carolina and 8 percent of the deposits.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN CHARLESTON MSA:

LENDING TEST

Loans originated in the Charleston assessment area in 2006 number roughly 1,200 loans for \$265 million of HMDA and CRA loans originated within South Carolina. The core tables in Appendix F detail the number and dollar volume of HMDA and CRA loans in this assessment area in 2006.

Geographic Distribution of Lending

The geographic distribution of loans originated by BB&T reflects adequate distribution. An analysis of HMDA loans reflects an average distribution throughout the MSA assessment area's low-income tracts for home purchase, refinance, and home improvement loans. While performance fell below aggregate levels for all loan types in both low- and moderate-income tracts, differences were not perceived as significant for any category.

An analysis of the small business loans reflects excellent distribution throughout the MSA. Core table 6a in Appendix F illustrates the distribution of the bank's small loans to businesses. For these types of loans, BB&T has a higher distribution to the moderate-income census tracts than aggregate lenders by ten percentage points and exceeds the percentage of businesses located in these tracts by five percentage points. Lending to businesses in low-income tracts was equal to that of aggregate lenders and just slightly below the percentage of businesses for those tracts.

Borrower Distribution of Loans

The distribution of borrowers reflects an adequate distribution among borrowers of different income levels and among businesses of different sizes. Tables 8a through 12a in Appendix F illustrate the distribution of borrowers for the bank's HMDA and small business loans in 2006.

BB&T has an adequate distribution of lending to small businesses within the MSA. Approximately 58 percent of all loans to businesses were to businesses with annual gross revenues of \$1 million or less. The percentage of businesses reporting revenues of \$1 million or less was 66 percent. In comparison, approximately 34 percent of all business originations by all lenders were to businesses with annual gross revenues of \$1 million or less. In terms of size of the loan, the institution originated 63 percent of small business loans in amounts less than \$100,000, 80 percent in amounts of \$250,000 or less.

Home mortgage related lending reflects a slightly higher than aggregate lending performance for low- and moderate-income borrowers for home purchase loans. Home improvement and refinance loan performance, meanwhile, fell below aggregate levels for both low- and moderate-income groups.

Flexible Lending Programs

BB&T provides a good array of flexible lending programs. Please refer to the comments in the Flexible Lending Program section of this public evaluation for additional details regarding these programs.

Community Development Lending

BB&T's originated a high level of community development lending in the Charleston, SC assessment area. The bank reported 9 community development loans totaling \$24.6 million. This amount represents approximately 27 percent of the bank's total community development loans in South Carolina. Each of the community development loans were for the purpose of affordable housing or for economic development in low- or moderate income tracts.

INVESTMENT TEST

The bank has an adequate level of qualified community development investments in the Charleston, SC assessment area relative to the bank's operations in this assessment area. The bank's CRA qualified investments in this assessment area totaled \$2.7 million, or 2 percent of CRA investments in South Carolina. The CRA investments consisted of primarily tax credit investments and \$28 thousand in charitable contributions. Of the \$2.7 million invested in this assessment area, prior period investments totaled \$1.2 million and current period investments totaled \$1.5 million. Table 14 in Appendix F details the bank's investments by assessment area.

SERVICE TEST

Retail Banking Services

As of year end 2007, BB&T operated 11 bank offices in the Charleston, SC assessment area. This assessment area's share of bank offices located in South Carolina is 11 percent. The bank offices are reasonably accessible to essentially all portions of the assessment area. BB&T does not operate any branches in the low-income census tracts of this assessment area. However, the percentage of the population within the low-income census tracts of this assessment area is 5 percent. The percentage of bank offices in moderate-income census tracts, 18 percent, is roughly equal to the percentage of the population located within moderate-income census tracts, 20 percent. No changes in the branch distribution in this assessment area since the previous CRA evaluation were noted, and thus have not adversely affected the accessibility to low- and moderate-income people and areas. Table 15 in Appendix F details the bank's delivery system distribution as of year-end 2007.

Community Development Services

BB&T provided an adequate level of community development services in this assessment area during this evaluation period. Throughout the review period, 4 community development organizations were served by BB&T personnel annually. A partial listing follows.

- A BB&T loan officer serves as treasurer and on the board of Dorchester City Habitat for Humanity.
- A BB&T city executive serves on the Town of Mt. Pleasant Workforce and Housing Advisory Committee.
- A BB&T city executive serves on the board of the Salvation Army of Charleston.
- A BB&T mortgage officer provided first-time homebuyers seminars at the Charleston Area CDC.

METROPOLITAN AREAS

DESCRIPTION OF THE MYRTLE BEACH MSA:

The Myrtle Beach MSA consists of the single county of Horry County on the north coast of South Carolina. The table below presents certain demographic data for this assessment area. There are no low-income tracts in this MSA. Homeownership rates were less than 50 percent of housing units and 33 percent were shown as vacant in the Census data, largely due to the second home or vacation home nature of the housing stock.

Myrtle Beach SC AA

Demographic Information for Full Scope Area: Myrtle Beach SC AA						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	43	0.00	16.28	62.79	20.93	0.00
Population by Geography	196,629	0.00	12.74	70.33	16.93	0.00
Owner-Occupied Housing by Geography	59,699	0.00	9.72	72.14	18.13	0.00
Business by Geography	19,724	0.00	18.42	57.84	23.74	0.00
Farms by Geography	572	0.00	15.38	72.55	12.06	0.00
Family Distribution by Income Level	54,777	18.14	19.53	22.91	39.42	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	20,635	0.00	16.77	71.57	11.66	0.00
Median Family Income HUD Adjusted Median Family Income for 2006 Households Below Poverty Level		42,690 51,300 11%	Median Housing Value Unemployment Rate (2000 US Census)		107,405 2.39%	

(*) The NA category consists of geographies that have not been assigned an income classification.

Source: 2000 US Census and 2006 HUD updated MFI

In this assessment area, approximately 8 percent of the families are below the poverty level. Typically, families below the poverty level could not afford a house; therefore in comparing the distribution of borrowers by income level to the distribution of families by income level one would expect a distribution between 10 percent and 18 percent.

DESCRIPTION OF INSTITUTION'S OPERATIONS IN THE MYRTLE BEACH MSA:

The MSA is home to 7 branches in the single county of the MSA. The rated area contains 10.5 percent of HMDA and CRA loans for the state of South Carolina and 6 percent of the deposits.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN MYRTLE BEACH MSA:

LENDING TEST

Loans originated in the Myrtle Beach MSA assessment area in 2006 numbered approximately 1,200 for \$256 million. The core tables in Appendix F detail the number and dollar volume of HMDA and CRA loans in this assessment area in 2006.

Geographic Distribution of Lending

The geographic distribution of loans originated by BB&T reflects adequate distribution. An analysis of HMDA loans reflects adequate distribution throughout the MSA assessment area's moderate-income tracts for home improvement loans. Volume for this loan type in moderate-income tracts exceeded the aggregate and ownership levels. Performance for home purchase and refinance loans were slightly below aggregate percentages and percentages of owner-occupied housing in the moderate-income tracts.

An analysis of the small business loans reflects good distribution throughout the MSA. Core table 6a in Appendix F illustrates the distribution of the bank's small loans to businesses. For these types of loans, BB&T has a higher distribution in the moderate-income census tracts than aggregate lenders and slightly below the percentage of businesses located in these tracts.

Borrower Distribution of Loans

The distribution of borrowers reflects a good distribution among borrowers of different income levels and an excellent distribution among businesses of different sizes. Tables 8a through 12a in Appendix F illustrate the distribution of borrowers for the bank's HMDA and small business loans in 2006.

BB&T has a good distribution of lending to small businesses within the MSA. Approximately 79 percent of all loans to businesses were to businesses with annual gross revenues of \$1 million or less. The percentage of businesses reporting revenues of \$1 million or less was 63 percent. In comparison, approximately 51 percent of all business originations by all lenders were to businesses with annual gross revenues of \$1 million or less. In terms of size of the loan, the institution originated 75 percent of small business loans in amounts less than \$100,000, 87 percent in amounts of \$250,000 or less.

Home mortgage related lending reflects lending performance in line with aggregate levels for low-income borrowers for home purchase loans, but exceeds aggregate levels for home improvement and refinance loans. Moderate income families comprise 19 percent of total families in the MSA. The bank's performance reflects 7 percent of home purchase loans were to borrowers of this income level, home improvement loans 5 percent, and refinance loans 16 percent. Aggregate levels for the three loan types were 8, 13, and 15 percent, respectively. The predominant loan type for this MSA is home purchase, both for the bank and in aggregate, and reflects the resort/second home demographics with 75 percent of home purchase loans taken out by upper-income borrowers.

Flexible Lending Programs

BB&T provides a good array of flexible lending programs. Please refer to the comments in the Flexible Lending Program section of this public evaluation for additional details regarding these programs.

Community Development Lending

BB&T's originated an adequate level of community development lending in the Myrtle Beach, SC assessment area. The bank reported 3 community development loans totaling \$10.1 million, which is relative in dollar volume given bank operations in this assessment area. This amount represents approximately 11 percent of the bank's total community development loans in South Carolina. Each of the community development loans were for the purpose of stimulating economic development in moderate-income areas.

INVESTMENT TEST

The bank has a good level of qualified community development investments in the Myrtle Beach, SC assessment area relative to the bank's operations in this assessment area. The bank's CRA qualified investments in this assessment area totaled \$7.9 million, or 5 percent of CRA investments in South Carolina. The CRA investments consisted of primarily in low-income tax credits in affordable housing projects in 2006. There were no prior period investments for this MSA. Table 14 in Appendix F details the bank's investments by assessment area.

SERVICE TEST

Retail Banking Services

As of year end 2007, BB&T operated 7 bank offices in the Myrtle Beach, NC assessment area. This assessment area's share of bank offices located in South Carolina is 7 percent. There are no low-income tracts in the MSA. The bank has one branch in a moderate-income tract, equal to 14 percent of the total branches for the MSA. The population located within moderate-income census tracts is 13 percent. No changes in the branch distribution in this assessment area since the previous CRA evaluation were noted, and thus have not adversely affected the accessibility to low- and moderate-income people and areas. Table 15 in Appendix F details the bank's delivery system distribution as of year-end 2007.

Community Development Services

BB&T provided an adequate level of community development services in this assessment area during this evaluation period. Two community development organizations were served by BB&T personnel annually.

- A BB&T loan officer serves on the board of the Habitat for Humanity.
- A BB&T city executive serves on an advisory board for the Town of Atlantic Beach for economic development and downtown revitalization.

METROPOLITAN AREAS – LIMITED REVIEWS

DESCRIPTION OF INSTITUTION’S OPERATIONS IN REMAINING METROPOLITAN STATISTICAL AREAS OF SOUTH CAROLINA:

The bank operates 22 branches in the 4 remaining MSAs using limited review procedures: Anderson, Florence, Spartanburg, and Sumter. Together these assessment areas combined represent 20 percent of the lending activities and 19 percent of the deposits of the bank in South Carolina.

CONCLUSIONS WITH RESPECT TO PERFORMANCE IN THE LIMITED REVIEW AREAS:

Presented in Appendix F is data used to review these assessment areas. Examiners found that the HMDA and CRA data and other reviewed data were consistent with the overall conclusions expressed with respect to each assessment factor in the overall rating for the state of South Carolina.

LENDING TEST

The geographic distribution of HMDA and CRA loans reflect adequate penetration of low- and moderate-income geographies. Home related loans in general were lower than expected in the Anderson MSA. Home purchase and refinance loans were also lower than aggregate in the Sumter MSA. The Florence and Spartanburg MSAs showed performance in expected ranges. Small business loans in low-income tracts were generally at or slightly above expected levels, while performance in moderate-income tracts typically fell at or slightly below aggregate levels.

For borrower distribution, loans to low-income borrowers tend to approximate the aggregate levels of lending, while lending to moderate-income borrowers appear to fall below the level of aggregate lenders. Yet, the volume of loans to moderate-income borrowers is typically at or very near the percentage of moderate-income families for the various assessment areas. The borrower distribution is therefore considered adequate for each of the 4 MSAs.

The bank’s distribution of loans to small businesses exceeds the level of businesses in the assessment areas reporting gross annual revenues of \$1 million or less in Anderson and Florence MSAs, while the reverse was true for Spartanburg and Sumter MSAs. BB&T’s loans to small businesses also exceed the aggregate levels of all lenders.

With regard to community development lending, the bank made a relatively high level of community development loans in the limited review areas consistent with the level of community development lending activity exhibited in assessment areas subject to a full scope CRA evaluation.

INVESTMENT TEST

The bank made a significant level of qualified community development investments and grants in the limited review areas of South Carolina. During this evaluation period, CRA investments for the 4 limited review areas totaled \$58.4 million, or 39 percent of total investment activity in the state of South Carolina. The Sumter MSA had the greatest volume at \$23 million in 3 current period investments through BB&T Capital Partners. The Florence MSA had \$14.8 million in the current period and \$2 million in prior period investments. Anderson MSA had \$15.7 million in current period, all in the form of low-income housing tax credits. Spartanburg MSA (previously joined with the Greenville MSA) had \$2.9 million in tax credit investments, \$2.4 of which was in the current period and \$500 thousand in the prior period.

SERVICES TEST

The bank's service test performance in the limited review areas of South Carolina is consistent with the performance exhibited in the full-scope review areas. Delivery systems are readily accessible to all portions of the bank's assessment areas. Services are tailored to the needs of the assessment areas, and the bank provides a relatively high level of community development services, often in a leadership position.

GEORGIA

CRA RATING FOR GEORGIA: Outstanding
The Lending Test is rated: Outstanding
The Investment Test is rated: High Satisfactory
The Service Test is rated: High Satisfactory

SCOPE OF EXAMINATION

The evaluation of the bank's performance in Georgia primarily considered the operations of BB&T in the Atlanta MSA and the non-metropolitan portions of the bank's assessment area in the state. The Atlanta MSA accounts for 52 percent of rated area loans and 62 percent of rated area deposits, while the non-MSA portion represents 22 percent of loan activity and 17 percent of the deposit base in the state. A limited review was conducted on the bank's performance in the Athens, Brunswick, Dalton, Gainesville, Macon, and Savannah, Valdosta, and Warner Robbins MSAs in the state. Core tables related to the Georgia lending, investment, and branch locations may be found in Appendix F, pages 257-270.

DESCRIPTION OF INSTITUTION'S OPERATIONS IN GEORGIA:

The bank operates 85 branches in the Atlanta MSA and 36 more in 24 counties in the non-MSA portions of Georgia. BB&T ranks fourth in terms of deposit market share with 4.5 percent in the Atlanta MSA and first in the 24 non-MSA counties designated as its assessment area with 11.7 percent. Overall, the bank ranks fourth in deposits in the state and 10 percent of the overall total reported HMDA and CRA loans were originated in Georgia for 2006.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN GEORGIA:

Lending Test

BB&T's Lending Test performance in Georgia is excellent. The rating reflects a high level of attention to the credit needs of the assessment areas it serves.

The bank's geographic distribution for home purchase, home improvement, and refinance is considered good for the Atlanta MSA and non-MSA areas for 2007. Ratios are reasonably in line with that which all HMDA reporters show as percentage of loans in low- and moderate-income census tracts for all three loan types. The bank's ratios also are comparable to owner-occupied housing units in low-income tracts and somewhat below units in moderate-income tracts.

Lending to small businesses reflects a similar distribution to home loans. Bank levels of lending are reasonably in line with aggregate lending ratios and the percentage of businesses in low- and moderate-income tracts.

The borrower distribution for home related loan activity reflects satisfactory levels of lending to low- and moderate income borrowers. When compared to aggregate lending data for home purchase loans, BB&T's performance falls below that of all other reporting lenders. However,

when compared to the percentage of families of the various income levels, the bank falls in line with these ratios, particularly moderate-income borrowers. For home improvement and refinance loans, the bank's performance is generally comparable with other reporters and the percentage of families.

Lending to small businesses is excellent among businesses with revenues of \$1 million or less in the Atlanta MSA and non-metro areas. The bank's percentage of loans to small businesses was 58 and 85 percent, respectively, compared to an overall rate of 63 and 53 percent of total businesses. Aggregate lending ratios were 36 and 47 percent. Loans in amounts of \$100,000 or less represent 49 percent of small business loans and amounts of \$250,000 or less were 71 percent in the Atlanta metropolitan area. In the more rural areas, 69 percent were in amounts of \$100,000 or less and 85 percent were \$250,000 or less.

BB&T provides a good array of flexible lending programs. Please refer to the comments in the Flexible Lending Program section of this public evaluation for additional details.

BB&T has originated an excellent level of community development loans in Georgia. During this evaluation period, the bank has originated 169 community development loans totaling \$177 million. This represents 16 percent of total bank wide community development lending by dollar volume. Georgia's dollar volume ranks 2nd among the states in the bank's footprint.

INVESTMENT TEST

BB&T's performance under the investment test in Georgia is rated High Satisfactory. The bank has a good level of qualified community development investments relative to the bank's operations in Georgia. During this evaluation period, the bank's CRA investments totaled \$36.5 million in Georgia. Investments in Georgia consist of investments by Capital Partners, equity investments in affordable housing projects, and charitable contributions. In addition, BB&T made investments to the statewide Georgia Affordable Housing Corporation of \$11 million, prior-period and current, which stands to benefit all areas of the state, including the limited review areas which showed minimal investment activity during the review period.

SERVICE TEST

BB&T's performance under the service test in Georgia is rated High Satisfactory. Delivery systems are readily accessible to all areas of the state. Services are tailored to the convenience and needs of the assessment areas. Finally, BB&T has provided an adequate level of community development services in Georgia.

METROPOLITAN AREAS

DESCRIPTION OF THE ATLANTA MSA:

The Atlanta MSA assessment area consists of all 27 counties that make up the Atlanta Metropolitan Statistical Area. The table below presents certain demographic data for this assessment area.

Atlanta GA AA

Demographic Information for Full Scope Area: Atlanta GA AA						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	690	10.43	26.81	36.23	26.38	0.14
Population by Geography	4,247,981	5.72	23.65	40.60	29.99	0.04
Owner-Occupied Housing by Geography	1,037,468	2.35	17.94	43.69	36.02	0.00
Business by Geography	477,559	4.43	19.29	38.70	37.59	0.00
Farms by Geography	7,994	2.03	17.35	47.50	33.12	0.00
Family Distribution by Income Level	1,086,862	20.00	18.13	22.32	39.56	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	414,381	9.85	34.72	40.54	14.89	0.00
Median Family Income HUD Adjusted Median Family Income for 2006 Households Below Poverty Level		58,537 68,100 9%	Median Housing Value Unemployment Rate (2000 US Census)		145,855 2.67%	

(*) The NA category consists of geographies that have not been assigned an income classification.
Source: 2000 US Census and 2006 HUD updated MFI

In this assessment area, approximately 7 percent of the families are below the poverty level. Typically, families below the poverty level could not afford a house; therefore in comparing the distribution of borrowers by income level to the distribution of families by income level one would expect a distribution of approximately 13 percent.

DESCRIPTION OF INSTITUTION'S OPERATIONS IN THE ATLANTA MSA:

The MSA is home to 85 branches and a retail lending subsidiary is Conyers, Georgia. The rated area contains 52 percent of HMDA and CRA loans for the state and 62 percent of the deposits.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN ATLANTA MSA:

LENDING TEST

Loans originated in the Atlanta Assessment Area in 2006 totaled in excess of 6,000 in number and \$1.2 billion in dollar volume. The core tables in Appendix F detail the number and dollar volume of HMDA and CRA loans in this assessment area in 2006.

Geographic Distribution of Lending

The geographic distribution of loans originated by BB&T reflects adequate distribution. Analysis of HMDA loans reflects adequate distribution throughout the MSA assessment area for home purchase, improvement, and refinance loans. Performance in both low- and moderate-income tracts for purchase and home improvement loans is in line with or slightly below aggregate percentages and percentages of owner-occupied housing. Refinance loans show a slightly lower performance than ownership rates for low- and moderate income tracts, but on target with aggregate lending ratios.

An analysis of the small business loans reflects good distribution throughout the MSA. Core table 6a in Appendix F illustrates the distribution of the bank's small business loans. For these types of loans, BB&T's performance shows a comparable percentage in low-income tracts and a higher percentage in moderate-income census tracts than aggregate lenders.

Borrower Distribution of Loans

The distribution of borrowers reflects a good distribution among borrowers of different income levels and among businesses of different sizes. Tables 8a through 12a in Appendix F illustrate the distribution of borrowers for the bank's HMDA and small business loans for 2006.

BB&T has a good distribution of lending to small businesses within the MSA. Fifty-eight percent of loans to businesses were to businesses with annual gross revenues of less than \$1 million. In comparison, approximately 36 percent of all business originations by all lenders were to businesses with annual gross revenues of less than \$1 million. In terms of size of the loan, the institution originated 49 percent of small business loans in amounts less than \$100,000, 71 percent in amounts of \$250,000 or less.

Home mortgage related lending reflects satisfactory performance for low- and moderate income borrowers for all three loan types: home purchase, home improvement, and refinance loans. The bank's percentages were comparable to aggregate levels for low-income borrowers. For moderate-income borrowers, though lower than aggregate levels, the bank's percentages were nearly identical to the 18 percent of families in this income category.

Flexible Lending Programs

BB&T provides a good array of flexible lending programs. Please refer to the comments in the Flexible Lending Program section of this public evaluation for additional details regarding these programs.

Community Development Lending

BB&T has originated an excellent level of community development loans in the Atlanta, Georgia assessment area. The bank reported 96 community development loans totaling \$155 million. This amount represents 14 percent of total bank wide community development lending and 87 percent of CD lending in the state, which exceeds the level of bank operations in this assessment area. The majority of the loans were for affordable housing projects and subdivisions; however, several were loans for mixed-use retail/residential in moderate-income tracts and participation on loans made through the Georgia Affordable Housing Corporation.

INVESTMENT TEST

The bank has as reasonable level of qualified community development investments in the Atlanta, Georgia, assessment area relative to the operations in this assessment area. The CRA qualified investments in this assessment area totaled \$8 million and consisted of \$7.9 million in current period tax credit investments and approximately \$123 thousand in charitable contributions. Table 14 in Appendix F details the bank's investments by assessment area.

SERVICE TEST

Retail Banking Services

As of year end 2007, BB&T operated 85 bank offices in the Atlanta, Georgia assessment area. This assessment area's share of total bank offices located in Georgia is 54 percent. The bank offices are readily accessible to all portions of the assessment area. The percentage of bank offices located in low-income census tracts, 1.2 percent, is lower than the percentage of the population located in low-income census tracts, 5.7 percent. The percentage of bank offices located in moderate-income census tracts is 20 percent which is slightly lower than the percentage of the population located in moderate-income census tracts, 23.6 percent. In addition, the bank has added one branch in a low-income tract and two in moderate-income tracts since the last evaluation. Thus, changes in the branch distribution in this assessment area since the previous CRA evaluation have improved the accessibility somewhat for low- or moderate-income people or areas. Table 15 in Appendix F details the bank's delivery system distribution as of year-end 2007.

Community Development Services

BB&T provided an adequate level of community development services in this assessment area during this evaluation period. During the evaluation period, 15 community development organizations were served by BB&T personnel annually. A partial listing follows.

- A BB&T community development specialist serves as a board member of Georgia Affordable Housing Corporation and The IMPACT Group, an additional affordable housing organization.
- A BB&T community mortgage specialist regularly conducts financial literacy classes for the Dekalb Metro Housing Counseling Service, RRC Home Ownership Center, Rainbow Village, Empowerment Expo, and various schools.
- A city executive serves on the board, finance committee, and facilities committee for the Goodwill Industries of North Georgia.
- A business development officer serves on the board of the Saint Peter Community Development Corporation.

NON METROPOLITAN AREAS

DESCRIPTION OF THE NON-MSA ASSESSMENT AREAS

The Non-MSA assessment area consists of 24 counties in Georgia. The table below presents certain demographic data for this assessment area. The assessment area has just one low-income census tract, located in Ware County.

Combined Non-MSA GA AA

Demographic Information for Full Scope Area: Combined Non-MSA GA AA						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	150	0.67	14.00	64.67	20.67	0.00
Population by Geography	658,872	0.35	12.16	63.22	24.27	0.00
Owner-Occupied Housing by Geography	172,012	0.28	10.90	63.66	25.15	0.00
Business by Geography	57,058	0.46	12.01	62.31	25.23	0.00
Farms by Geography	2,397	0.04	12.85	66.00	21.11	0.00
Family Distribution by Income Level	172,936	20.59	16.71	20.37	42.33	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	64,505	0.58	17.00	65.76	16.65	0.00
Median Family Income		37,320	Median Housing Value		69,474	
HUD Adjusted Median Family Income for 2006		43,400	Unemployment Rate (2000 US Census)		2.77%	
Households Below Poverty Level		18%				

(*) The NA category consists of geographies that have not been assigned an income classification.
Source: 2000 US Census and 2006 HUD updated MFI

In this assessment area, approximately 13 percent of the families are below the poverty level. Typically, families below the poverty level could not afford a house; therefore in comparing the distribution of borrowers by income level to the distribution of families by income level one would expect a distribution of approximately 7 percent.

DESCRIPTION OF INSTITUTION'S OPERATIONS IN THE NON-MSA ASSESSMENT AREA:

The institution maintains 36 branches throughout the more rural portions of the state of Georgia. The rated area contains 17 percent of deposits and 22 percent of reviewed loans in the state.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN NON-MSA ASSESSMENT AREA:

LENDING TEST

Loans originated in the non-MSA assessment area numbered over 2,600 and in excess of \$300 million for 2006.

Geographic Distribution of Lending

The geographic distribution of HMDA and CRA loans reflects excellent distribution throughout this assessment area. BB&T's distribution of home mortgage related loans is consistently above the aggregate lending distribution in 2006 in low- and moderate-income tracts for all three home loan types.

Small business loans were in line with aggregate lending levels for low- and moderate-income tracts and percentage of businesses located within those tracts. Loans to finance small farms in moderate-income tracts significantly exceeded both the volume of farms and aggregate lending levels.

Borrower Distribution of Lending

The bank's portfolio in non-MSA Georgia reflects good distribution among home mortgage borrowers, and businesses and farms of different sizes. Home loans to low- and moderate-income borrowers were again consistently in line with aggregate levels for all three loan types. A greater proportion of small business and small farm loans were originated compared to aggregate volumes. In comparison, 85 percent of BB&T's loans were to businesses with annual gross revenues of less than \$1 million versus approximately 47 percent of business originations by all lenders. Loans to small farms by BB&T represented 88 percent of all loans compared 87 percent for all lenders.

Flexible Lending Programs

BB&T provides a good array of flexible lending programs. Please refer to the comments in the Flexible Lending Program section of this public evaluation for additional details regarding these programs.

Community Development Lending

BB&T has originated an adequate level of community development lending in the non-metropolitan assessment areas of Georgia. The bank reported 7 community development loans totaling \$6.1 million during the review period. Six of the seven were for affordable housing construction while the other was to a local municipality for construction of a library and a new facility at a local community college.

INVESTMENT TEST

The bank has a high level of qualified community development investments in the non-metropolitan Georgia assessment area relative to the bank's operations in this assessment area. The bank's CRA qualified investments in this assessment area totaled \$17.4 million, or 48 percent of total investments in the state. The CRA investments consisted of \$8.4 million in outstanding prior period investments and low-income tax credits, and \$9 million in current period low-income housing tax credit. Table 14 in Appendix F details the bank's investments by assessment area.

SERVICE TEST

Retail Banking Services

As of year end 2007, BB&T operated 36 bank offices in the non-metropolitan assessment areas of Georgia. This assessment area's share of total bank offices located in Georgia is 23 percent. The bank offices are readily accessible to all portions of the assessment area. The percentage of bank offices located in low-income census tracts, 2.8 percent, significantly exceeds the percentage of the population located in low-income census tracts, 0.4 percent. The percentage of bank offices located in moderate-income census tracts is 8.3 percent which is lower than the percentage of the population located in moderate-income census tracts, 12.2 percent. One branch in a moderate-income tract was closed during the review period which accounts for the decrease. Table 15 in Appendix F details the bank's delivery system distribution as of year-end 2003.

Community Development Services

BB&T provided an adequate level of community development services in this assessment area during this evaluation period. During the evaluation period, 7 community development organizations were served by BB&T personnel annually. A partial listing follows.

- A BB&T city executive serves as a board member of Vidalia Economic Development Authority.
- Another mortgage loan officer serves as a member of the economic development committee of Milledgeville MainStreet, working to revitalize the downtown areas of Milledgeville and other small towns in rural Georgia.
- A financial center manager serves on the board of Consumer Credit Counseling Service in the Tift area. This non-profit offers financial planning and debt relief programs to the public, and many served are low- and moderate-income persons.

METROPOLITAN AREAS – LIMITED REVIEWS

DESCRIPTION OF INSTITUTION’S OPERATIONS IN REMAINING METROPOLITAN STATISTICAL AREAS OF GEORGIA:

The bank operates 36 branches in the 8 MSAs using limited review procedures. Together these assessment areas combined represent 26 percent of the lending activities and 21 percent of the deposits of the bank in the state.

CONCLUSIONS WITH RESPECT TO PERFORMANCE IN THE LIMITED REVIEW AREAS:

Presented in Appendix F is data used to review these assessment areas. Examiners found that the HMDA and CRA data and other reviewed data were consistent with the overall conclusions expressed with respect to each assessment factor in the overall rating for the state of Georgia.

LENDING TEST

The geographic distribution of HMDA and CRA loans reflect adequate penetration of low- and moderate-income geographies. No significant anomalies were noted in any of the 8 MSAs, either failing to serve the noted geographies or significantly exceeding the aggregate level of lending.

For borrower distribution, a similar trend is noted. The pattern is not significantly higher or lower than the aggregate levels of lending and generally within an acceptable range of the percentage of families for the assessment areas.

The bank’s distribution of loans to small businesses exceeds the level of businesses in the assessment areas reporting gross annual revenues of \$1 million or less. BB&T’s loans to small businesses also exceed the aggregate levels of all lenders.

With regard to community development lending in the limited review areas of the state of Georgia, the bank originated 63 community development loans totaling \$15.8 million in 6 of the 8 metropolitan areas during this evaluation period. The bank reported no community development loans in the Athens and Brunswick MSAs. Mostly the loans financed affordable housing construction efforts in the MSAs. A sizable loan was made to an individual to construct a grocery store in a low-income tract in the Valdosta MSA

INVESTMENT TEST

The bank’s investment test performance in limited review areas of Georgia is considered adequate. During this evaluation period, the bank’s CRA investments consisted of \$17 thousand in charitable contributions to community development organizations. However, investment in the statewide GAHC allows for consideration of future projects which may benefit the broader geographic areas, including these MSAs.

SERVICES TEST

The bank's service test performance in the limited review areas is generally consistent with the performance noted in the full scope assessment areas. The bank's branches are reasonably accessible to all portions of the limited review areas and the bank provided a moderate level of community development services in the limited review areas. Notable exceptions would be the Macon MSA, where a community mortgage specialist is particularly involved in 10 community development activities, and the Savannah MSA, where personnel serve 15 organizations annually.

MARYLAND

CRA RATING FOR MARYLAND: Satisfactory

The Lending Test is rated: High Satisfactory

The Investment Test is rated: High Satisfactory

The Service Test is rated: High Satisfactory

SCOPE OF EXAMINATION

The evaluation of the bank's performance in Maryland primarily considered the operations of BB&T in the Baltimore and Bethesda MSA assessment areas. The Baltimore MSA accounts for 64 percent of rated area loans and 57 percent of rated area deposits. The Bethesda MSA, formerly a part of the Washington DC Metro area, accounts for 25 percent of loans and 34 percent of deposits in the state. A limited review was conducted on the bank's performance in the non-MSA portion of the state and in the Salisbury MSA. Core tables related to the Maryland lending, investment, and branch locations may be found in Appendix F, pages 271-284.

DESCRIPTION OF INSTITUTION'S OPERATIONS IN MARYLAND:

The bank operates 59 branches in the Baltimore MSA, 31 in the Bethesda MSA, and 17 more in the limited review areas. BB&T ranks sixth in terms of deposit market share with 6.4 percent in the state of Maryland.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN MARYLAND:

Lending Test

BB&T's Lending Test performance in Maryland is rated High Satisfactory. The rating reflects good attention to the credit needs of the assessment areas it serves.

The bank's geographic distribution for home purchase, home improvement, and refinance is considered adequate for the Baltimore MSA and Bethesda areas for 2006. Ratios are reasonably in line with that which all HMDA reporters show as percentage of loans in low- and moderate-income census tracts for all three loan types. The bank's ratios also are comparable to owner-occupied housing units in low-income tracts and somewhat below units in moderate-income tracts.

Lending to small businesses reflects a similar distribution to home loans. Bank levels of lending are reasonably in line with aggregate lending ratios and the percentage of businesses in low- and moderate-income tracts.

The borrower distribution for home related loan activity reflects satisfactory levels of lending to low- and moderate income borrowers. When compared to aggregate lending data for home purchase loans, BB&T's performance falls below that of all other reporting lenders. However, when compared to the percentage of families of the various income levels, the bank falls in line with these ratios, particularly moderate-income borrowers. For home improvement and refinance

loans, the bank's performance is generally comparable with other reporters and the percentage of families.

Lending to small businesses is adequate among businesses with revenues of \$1 million or less in the Baltimore MSA and Bethesda MSA. The bank's percentage of loans to small businesses was 49 and 53 percent, respectively, compared to an overall rate of 67 and 69 percent of total businesses. Aggregate lending ratios were 33 and 30 percent. Loans in amounts of \$100,000 or less represent 54 percent of small business loans and amounts of \$250,000 or less were 75 percent in the Baltimore metropolitan area. In the Bethesda MSA, 55 percent were in amounts of \$100,000 or less and 76 percent were \$250,000 or less.

BB&T provides a good array of flexible lending programs. Please refer to the comments in the Flexible Lending Program section of this public evaluation for additional details.

BB&T has originated a high level of community development loans in Maryland. During this evaluation period, the bank has originated 31 community development loans totaling \$83.9 million. This represents 7.5 percent of total bank wide community development lending by dollar volume which is relative to the bank's operations in this assessment area.

INVESTMENT TEST

BB&T's performance under the investment test in Maryland is rated High Satisfactory. The bank has a good level of qualified community development investments relative to the bank's operations in Maryland. During this evaluation period, the bank's CRA investments totaled \$61.5 million in Maryland. Investments consist of investments by BB&T Capital Partners, equity investments in affordable housing projects, and charitable contributions. In addition, BB&T made investments to the statewide National Equity Fund, Inc., of \$7.3 million, prior-period and current, which stands to benefit all areas of the state, including the limited review areas which showed minimal investment activity during the review period.

SERVICE TEST

BB&T's performance under the service test in Maryland is rated High Satisfactory. Delivery systems are readily accessible to all areas of the state. Services are tailored to the convenience and needs of the assessment areas. Finally, BB&T has provided an excellent level of community development services in Maryland.

METROPOLITAN AREAS

DESCRIPTION OF THE BALTIMORE MSA:

The Baltimore MSA assessment area consists of the 6 counties plus the independent city of Baltimore that makes up the metropolitan statistical area. The table below presents certain demographic data for this assessment area.

Baltimore MD AA

Demographic Information for Full Scope Area: Baltimore MD AA						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	625	12.64	21.92	39.52	25.12	0.80
Population by Geography	2,552,994	8.92	20.01	40.13	30.53	0.40
Owner-Occupied Housing by Geography	651,691	4.55	16.09	42.83	36.52	0.00
Business by Geography	172,506	5.63	15.65	42.49	36.18	0.04
Farms by Geography	3,654	0.74	6.19	46.00	47.07	0.00
Family Distribution by Income Level	658,188	20.46	17.74	22.48	39.33	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	251,370	16.49	30.07	37.51	15.94	0.00
Median Family Income HUD Adjusted Median Family Income for 2006 Households Below Poverty Level		59,301 72,800 10%	Median Housing Value Unemployment Rate (2000 US Census)		131,956 2.54%	

(*) The NA category consists of geographies that have not been assigned an income classification.
Source: 2000 US Census and 2006 HUD updated MFI

In this assessment area, approximately 7 percent of the families are below the poverty level. Typically, families below the poverty level could not afford a house; therefore in comparing the distribution of borrowers by income level to the distribution of families by income level one would expect a distribution of approximately 13 percent.

DESCRIPTION OF INSTITUTION'S OPERATIONS IN THE BALTIMORE MSA:

The MSA is home to 59 branches and the state's headquarters. The rated area contains 64 percent of HMDA and CRA loans for the state and 57 percent of the deposits.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN BALTIMORE MSA:

LENDING TEST

Geographic Distribution of Lending

The bank's geographic distribution for home purchase, home improvement, and refinance is considered adequate for the Baltimore MSA for 2006. Ratios fall below that which all HMDA reporters show as percentage of loans in low- and moderate-income census tracts for all three loan types, with the exception of home improvement loans to low-income tracts. For this group, the bank's performance was greater than the aggregate and the percentage of owner-occupied units.

Lending to small businesses reflects an adequate distribution. Bank levels of lending in low-income tracts were better than aggregate, while lending in moderate-income tracts fell short of levels for reporting lenders. Aggregate lending and the percentage of businesses in low-income tracts in Baltimore show 3 percent and 6 percent, respectively, compared to the bank's ratio of 4 percent. Similarly, the percentages the same ratios for moderate income tracts show 12 percent and 16 percent, respectively, versus the bank's ratio of 9 percent.

Borrower Distribution of Loans

The borrower distribution for home related loan activity reflects satisfactory levels of lending to low- and moderate income borrowers. When compared to aggregate lending data for home purchase loans, BB&T's performance falls below that of all other reporting lenders. However, when compared to the percentage of families of the various income levels, the bank falls in line with these ratios, particularly moderate-income borrowers. For home improvement and refinance loans, the bank's performance is generally in line with other reporters and the percentage of families.

Lending to small businesses is adequate among businesses with revenues of \$1 million or less in the Baltimore MSA. The bank's percentage of loans to small businesses was 49 percent compared to an overall rate of 67 percent of total businesses. Aggregate lending ratios were 33 percent. Loans in amounts of \$100,000 represent 54 percent of small business loans and amounts of \$250,000 or less were 75 percent in the metropolitan area.

Flexible Lending Programs

BB&T provides a good array of flexible lending programs. Please refer to the comments in the Flexible Lending Program section of this public evaluation for additional details regarding these programs.

Community Development Lending

BB&T's community development lending in the Baltimore, MD, assessment area is excellent. The bank has originated 21 community development loans totaling \$56.5 million during this evaluation period. This amount represents two-thirds of total community development lending in the state and is comparable to the level of bank operations in this assessment area. The majority

of projects for the MSA were for affordable housing construction, renovation, or rehabilitation. A number of projects involved a financing solution involving Historic Tax Credit, Low-Income Housing Tax Credits, and New Market Tax Credits.

INVESTMENT TEST

The bank has a high level of qualified community development investments in the Baltimore, MD, assessment area relative to the bank's operations in this assessment area. The bank's CRA qualified investments in this assessment area totaled \$21.8 million. CRA investments consisted of \$21.4 million in current-period, tax credit equity funds, \$250 thousand in prior period tax credits, and \$164 thousand in charitable contributions. Table 14 in Appendix F details the bank's investments by assessment area.

SERVICE TEST

Retail Banking Services

As of year end 2007, BB&T operated 59 bank offices in the Baltimore, MD, assessment area. This assessment area's share of bank offices located in Maryland is 55 percent. The bank offices are accessible to limited portions of the assessment area. The bank does not operate any bank offices in the low-income census tracts of the assessment area and only 6.8 percent of the bank offices are located in moderate-income census tracts. In comparison, 8.92 percent and 20.01 percent of the population resides in low- and moderate-income census tracts, respectively, as of the year 2000 census. There has been one additional office in a moderate-income tract opened since the last evaluation. At the previous CRA evaluation, the bank office distribution was also considered limited with respect to low- and moderate-income census tracts. Table 15 in Appendix F details the bank's delivery system distribution as of year-end 2007.

Community Development Services

BB&T provided an excellent level of community development services in this assessment area during this evaluation period. During the evaluation period, 30 community development organizations were served by BB&T personnel annually. A partial listing follows.

- A BB&T city executive serves at the small business resource center and the Equal Business Opportunity Committee of the Howard County Economic Development Authority.
- A BB&T manager is a member of the SBA Baltimore District Quality Circle Steering Committee.
- A BB&T employee serves as a board member of the Community Capital Corporation, a funding source for groups involved in the revitalization of low- and moderate-income communities throughout the MSA.

- A BB&T city executive serves on the board of the Small Business Resource Center of Harford County.
- A BB&T business services officer serves on the loan committee of the Baltimore Community Development Finance Corporation, an organization that finances affordable housing and revitalization projects.
- A BB&T business services officer serves as a board member and treasurer of the Belair-Edison Neighborhoods, Inc. This organization provides homeownership training for persons in the low- and moderate-income community of Belair-Edison.
- A BB&T city executive serves as an advisor to the Industrial Development Authority of Carroll County, an organization working to bring new industries to the Carroll County Industrial Park.
- A number of loan officers provided homebuyer training and financial literacy sessions at multiple organizations throughout the review period.

METROPOLITAN AREAS

DESCRIPTION OF THE BETHESDA MSA:

The Bethesda MSA assessment area consists of Frederick and Montgomery Counties and was previously part of the Washington DC multi-state area, until separated in 2004. The table below presents certain demographic data for this assessment area.

Bethesda MD AA

Demographic Information for Full Scope Area: Bethesda MD AA						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	209	2.39	24.40	42.58	30.62	0.00
Population by Geography	1,068,618	1.30	24.13	46.78	27.78	0.00
Owner-Occupied Housing by Geography	276,146	0.57	16.20	49.83	33.40	0.00
Business by Geography	90,342	1.08	23.06	45.70	30.16	0.00
Farms by Geography	1,991	0.60	17.53	57.01	24.86	0.00
Family Distribution by Income Level	278,302	18.47	19.10	23.46	38.97	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	104,548	2.23	35.82	48.03	13.93	0.00
Median Family Income HUD Adjusted Median Family Income for 2006 Households Below Poverty Level		79,252 98,400 5%	Median Housing Value Unemployment Rate (2000 US Census)		217,548 1.71%	

(*) The NA category consists of geographies that have not been assigned an income classification.
Source: 2000 US Census and 2006 HUD updated MFI

In this assessment area, approximately 4 percent of the families are below the poverty level. Typically, families below the poverty level could not afford a house; therefore in comparing the distribution of borrowers by income level to the distribution of families by income level one would expect a distribution approximately 14 percent. However, the high housing values in this MSA would also preclude homeownership levels to a certain degree.

DESCRIPTION OF INSTITUTION'S OPERATIONS IN THE BETHESDA MSA:

The MSA is home to 31 branches and the rated area contains 25 percent of HMDA and CRA loans for the state and 34 percent of the deposits.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN BETHESDA MSA:

LENDING TEST

Loans originated in the Bethesda Assessment Area in 2006 totaled approximately 1,700 in number and \$400 billion in dollar volume. The core tables in Appendix F detail the number and dollar volume of HMDA and CRA loans in this assessment area in 2006.

Geographic Distribution of Lending

The geographic distribution of loans originated by BB&T reflects good distribution. Analysis of HMDA loans reflects good distribution throughout the MSA assessment area for home purchase, improvement, and refinance loans. Performance in low-income tracts for all three loan types is in line with or better than aggregate percentages and percentages of owner-occupied housing. Home purchase and refinance loans in moderate-income tracts were below aggregate lending ratios, but reasonably in line with home ownership rates.

An analysis of the small business loans reflects excellent distribution throughout the MSA. Core table 6a in Appendix F illustrates the distribution of the bank's small loans to businesses. For these types of loans, BB&T has a higher distribution to the low- and moderate-income census tracts than aggregate lenders and percentage of businesses located in these tracts.

Borrower Distribution of Loans

The distribution of borrowers reflects an excellent distribution among borrowers of different income levels and a good distribution among businesses of different sizes. Tables 8a through 12a in Appendix F illustrate the distribution of borrowers for the bank's HMDA and small business loans for 2006.

BB&T has a good distribution of lending to small businesses within the MSA. Fifty-three percent of all loans to businesses were to businesses with annual gross revenues of less than \$1 million. In comparison, approximately 30 percent of all business originations by all lenders were to businesses with annual gross revenues of less than \$1 million. In terms of size of the loan, the institution originated 55 percent of small business loans in amounts less than \$100,000, 76 percent in amounts of \$250,000 or less.

Home mortgage related lending reflects excellent performance for low- and moderate income borrowers for all three loan types: home purchase, home improvement, and refinance loans. Only for refinance mortgage products to moderate-income borrowers did BB&T fall below aggregate lending levels, however, the bank's level is comparable with the percentage of families for that income level. In all other loan types for both low- and moderate-income borrowers, the bank exceeded aggregate levels and family income percentages.

Flexible Lending Programs

BB&T provides a good array of flexible lending programs. Please refer to the comments in the Flexible Lending Program section of this public evaluation for additional details regarding these programs.

Community Development Lending

BB&T has originated an excellent level of community development loans in the Bethesda assessment area. The bank reported 8 community development loans totaling \$22.9 million. This amount represents 27 percent of total community development lending in the state which is comparable to the level of bank operations in this assessment area. All of the loans were for affordable housing projects.

INVESTMENT TEST

The bank has an excellent level of qualified community development investments in the Bethesda, MD, assessment area relative to the operations in this assessment area. The CRA qualified investments in this assessment area totaled \$27.7 million. Of this amount, \$26.8 million were current period tax credit investments, \$900 thousand in an outstanding prior period tax credit investments and \$11 thousand in charitable contributions. Table 14 in Appendix F details the bank's investments by assessment area.

SERVICE TEST

Retail Banking Services

As of year end 2007, BB&T operated 31 bank offices in the Bethesda MSA assessment area. This assessment area's share of total bank offices located in Maryland is 29 percent. The bank offices are readily accessible to all portions of the assessment area. The percentage of bank offices located in low-income census tracts, 3.2 percent, is slightly higher than the percentage of the population located in low-income census tracts, 1.30 percent. The percentage of bank offices located in moderate-income census tracts is 32 percent which is much higher than the percentage of the population located in moderate-income census tracts, 24 percent. No openings or closings were observed in low- or moderate-income tracts. Table 15 in Appendix F details the bank's delivery system distribution as of year-end 2007.

Community Development Services

BB&T provided an adequate level of community development services in this assessment area during this evaluation period. During the evaluation period, 5 community development organizations were served by BB&T personnel annually. A partial listing follows.

- A BB&T business services officer serves as a board member of Housing and Community Initiatives, Inc, a non-profit organization promoting affordable housing, homeownership education, and special needs housing.

- A mortgage loan officer has conducted multiple first-time homebuyer seminars for various organizations.
- A business services officer has presented information on business plans to participants of Rockville Economic Development Corporation special events.

LIMITED REVIEW AREAS

DESCRIPTION OF INSTITUTION'S OPERATIONS IN NON-METROPOLITAN PORTIONS OF MARYLAND AND SALISBURY MSA:

The bank operates 11 branches in 6 rural counties of Maryland plus 6 branches in the Salisbury MSA. Together these limited review areas represent only 11 percent of the lending activities and 9 percent of the deposits for the state of Maryland, excluding that portion analyzed as part of the Washington DC Multi-State MSA.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN LIMITED REVIEW AREAS OF MARYLAND:

Presented in Appendix F is data used to review these assessment areas. Examiners found that this data and other reviewed data were not inconsistent with the overall conclusions expressed with respect to each assessment factors in the overall rating for the state.

FLORIDA

CRA RATING FOR FLORIDA: Satisfactory
The Lending Test is rated: High Satisfactory
The Investment Test is rated: Outstanding
The Service Test is rated: Low Satisfactory

SCOPE OF EXAMINATION

Prior to June 2004, BB&T's presence in Florida was limited to 18 offices in 8 MSAs and one non-MSA county relating to an acquisition of Regional Financial Corporation (RFC) and its associated mortgage unit. In June 2004, 74 branches related to the Republic Bank merger were added to the branch network in Florida. As this transaction occurred just before the prior FDIC performance evaluation, this presentation will mark the first full evaluation of the bank's lending, services, and investment performance for Florida.

Performance in the MSAs of Tampa-St. Petersburg, Jacksonville, Tallahassee, and Sarasota-Bradenton form the basis for the bank's performance in the state. BB&T maintains branches in another 12 MSAs in the state and performance is reviewed on a limited basis for these areas. Core tables related to the Florida lending, investment, and branch locations may be found in Appendix F, pages 285-312.

DESCRIPTION OF INSTITUTION'S OPERATIONS IN FLORIDA:

The bank operated 109 branches in the state of Florida as of December 31, 2007. BB&T ranked 16th in terms of deposit market share in the state.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN THE STATE OF FLORIDA ASSESSMENT AREA:

LENDING TEST

BB&T's Lending Test performance in Florida is rated High Satisfactory. The rating reflects good attention to the credit needs of the assessment areas it serves.

The bank's geographic distribution for home purchase, home improvement, and refinance is considered adequate for the four MSAs for 2006. Ratios are reasonably in line with that which all HMDA reporters show as percentage of loans in low- and moderate-income census tracts for all three loan types. The bank's ratios also are comparable to owner-occupied housing units in low-income tracts and somewhat below units in moderate-income tracts.

Lending to small businesses reflects a similar distribution to home loans. Bank levels of lending are reasonably in line with aggregate lending ratios and the percentage of businesses in low- and moderate-income tracts.

The borrower distribution for home related loan activity reflects satisfactory levels of lending to

low- and moderate income borrowers. When compared to aggregate lending data for the three loan types, BB&T's performance falls below that of all other reporting lenders. However, when compared to the percentage of families of the various income levels, the bank falls in line with these ratios, particularly moderate-income borrowers.

Lending to small businesses is adequate among businesses with revenues of \$1 million or less in the four metro areas. The bank's percentage of loans to small businesses compared to demographic data shows only the Tallahassee MSA as exceeding the volume of businesses reporting revenues of \$1 million or less. BB&T generally exceeded aggregate levels in this regard however. Loans in amounts of \$100,000 or less represent 48-61 percent of small business loans in the four MSAs and amounts of \$250,000 or less were greater than 70 percent in all four metro areas.

BB&T provides a good array of flexible lending programs. Please refer to the comments in the Flexible Lending Program section of this public evaluation for additional details.

BB&T has originated a good level of community development loans in Florida. During this evaluation period, the bank has originated 48 community development loans totaling \$52.2 million. This represents 5 percent of total bank wide community development lending by dollar volume.

INVESTMENT TEST

BB&T's performance under the investment test in Florida is rated Outstanding. The bank has an excellent level of qualified community development investments relative to the bank's operations in Florida. During this evaluation period, the bank's CRA investments totaled \$123 million in the state. Investments in Florida consist of investments by Capital Partners, equity investments in affordable housing projects, and charitable contributions, all of which were during the current review period.

SERVICE TEST

BB&T's performance under the service test in Florida is rated Low Satisfactory. Delivery systems are readily accessible to all areas of the state. Services are tailored to the convenience and needs of the assessment areas. Finally, BB&T has provided an adequate level of community development services in Florida.

METROPOLITAN AREAS

DESCRIPTION OF THE TAMPA-ST. PETERSBURG MSA:

The Tampa-St. Petersburg MSA assessment area consists of three counties in central Florida: Hernando, Hillsborough, Pasco, and Pinellas Counties. The table below presents certain demographic data for this assessment area.

Tampa-St Petersburg FL AA

Demographic Information for Full Scope Area: Tampa-St Petersburg FL AA						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	547	2.93	25.78	45.34	25.96	0.00
Population by Geography	2,395,997	2.35	24.27	46.05	27.32	0.00
Owner-Occupied Housing by Geography	714,394	0.77	21.94	48.28	29.01	0.00
Business by Geography	243,716	1.66	24.82	43.11	30.41	0.00
Farms by Geography	6,094	0.72	25.25	48.61	25.42	0.00
Family Distribution by Income Level	641,369	18.87	19.12	22.01	40.01	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	243,610	3.64	34.28	47.50	14.58	0.00
Median Family Income HUD Adjusted Median Family Income for 2006 Households Below Poverty Level		45,339 54,400 10%	Median Housing Value Unemployment Rate (2000 US Census)		92,588 2.36%	

(*) The NA category consists of geographies that have not been assigned an income classification.
Source: 2000 US Census and 2006 HUD updated MFI

In this assessment area, approximately 8 percent of the families are below the poverty level. Typically, families below the poverty level could not afford a house; therefore in comparing the distribution of borrowers by income level to the distribution of families by income level one would expect a distribution between 11 percent and 19 percent.

DESCRIPTION OF INSTITUTION'S OPERATIONS IN THE TAMPA-ST. PETERSBURG MSA:

The MSA is home to the bank's largest concentration of deposits and loans in the state of Florida and 36 branches throughout the three counties of the MSA. The rated area contains 21 percent of HMDA and CRA loans for the state of Florida and 30 percent of the deposits.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN TAMPA-ST. PETERSBURG MSA:

LENDING TEST

Loans originated in the Tampa-St. Petersburg assessment area in 2006 comprise approximately 21 percent of the number and dollar of HMDA and CRA loans originated within Florida. The core tables in Appendix F detail the number and dollar volume of HMDA and CRA loans in this assessment area in 2006.

Geographic Distribution of Lending

The geographic distribution of loans originated by BB&T reflects good distribution. An analysis of HMDA loans reflects a distribution roughly equal to aggregate percentages and percentages of owner-occupied housing units throughout the MSA assessment area. This performance was noted for all three loan types: home purchase, home improvement, and refinance loans. The institution performed better for home purchase loans in low-income tracts, exceeding both the percentage of owner-occupied units and peer levels of lending.

An analysis of the small business loans reflects a reasonable distribution throughout the MSA. Core table 6a in Appendix F illustrates the distribution of the bank's loans to small businesses. For these types of loans, BB&T has a distribution of lending in the low-income census tracts that is similar to aggregate lenders, while lending in moderate income tracts was somewhat below aggregate and the percentage of businesses.

Borrower Distribution of Loans

The distribution of borrowers reflects an adequate distribution among borrowers of different income levels and among businesses of different sizes. Tables 8a through 12a in Appendix F illustrate the distribution of borrowers for the bank's HMDA and small business loans 2006.

Home mortgage related lending however, reflects a higher than aggregate lending performance for low-income borrowers for home improvement and refinance loans. Refinance loans to low-income borrowers accounted for 10 percent of all refinance loans for the bank compared to 5 percent for aggregate lenders. The bank's performance for moderate income families was higher than aggregate for purchases, but otherwise in line with other lenders for home improvement and refinance. When comparing performance to the percentage of families in low- and moderate-income brackets, the bank and aggregate lenders' lending levels were low for home purchase loans, but came more in line for home improvement and refinance loans.

BB&T has an adequate distribution of lending to small businesses within the MSA. Approximately 47 percent of all loans to businesses were to businesses with annual gross revenues of less than \$1 million. The percentage of businesses reporting revenues of \$1 million or less was 65 percent. In comparison, approximately 36 percent of all business originations by all lenders were to businesses with annual gross revenues of \$1 million or less. In terms of size of

the loan, the institution originated 51 percent of small business loans in amounts less than \$100,000, 72 percent in amounts of \$250,000 or less.

Flexible Lending Programs

BB&T provides a good array of flexible lending programs. Please refer to the comments in the Flexible Lending Program section of this public evaluation for additional details regarding these programs.

Community Development Lending

BB&T has originated an excellent level of community development loans in the Tampa-St. Petersburg assessment area. The bank reported 13 community development loans totaling \$10.8 million. This amount represents 21 percent of CD lending in the state, which exceeds the level of bank operations in this assessment area. The majority of the loans were for affordable housing projects and subdivisions; however, one of the loans was for the Tangerine Plaza project mentioned in the overall performance section as a prime example of the complexity of projects undertaken.

Tangerine Plaza is 473,000 square foot strip shopping center in an underserved area of St. Petersburg, which is anchored by a national grocery chain. The strip shopping center is considered Phase I of a Commercial Node envisioned by the city government. BB&T provided a loan in the amount \$3.5 million, the city of St. Petersburg \$1.3 million, a loan from a CDFI of \$700,000, other loans and grants of \$1.2 million, plus New Market Tax Credits of \$2.4 million, made up the financing piece to the project. BB&T also purchased some of these New Market Tax Credits, shown in Investments below.

INVESTMENT TEST

The bank has as reasonable level of qualified community development investments in this assessment area relative to the operations therein. The CRA qualified investments in this assessment area totaled \$19.5 million and consisted of \$19.2 million in current period tax credit investments and approximately \$304 thousand in charitable contributions. Table 14 in Appendix F details the bank's investments by assessment area.

SERVICE TEST

Retail Banking Services

As of year end 2007, BB&T operated 36 bank offices in the Tampa-St. Petersburg assessment area. This assessment area's share of bank offices located in Florida is 33 percent. The bank offices are readily accessible to moderate-income portions of the assessment area but are only reasonably accessible to low-income census tracts in the assessment area. BB&T does not operate any branches in the low-income census tracts of this assessment area. The percentage of the population within the low-income census tracts of this assessment area is 2.4 percent

according to the year 2000 census data. While there are no bank offices located in low-income census tracts, the percentage of bank offices in moderate-income census tracts, 25 percent, is higher than the percentage of the population located within moderate-income census tracts, 24 percent.

There have been no changes in the branch distribution for low- and moderate-income tracts in this assessment area since the previous CRA evaluation. Table 15 in Appendix F details the bank's delivery system distribution as of year-end 2007.

Community Development Services

BB&T provided an adequate level of community development services in this assessment area during this evaluation period. During the evaluation period, 15 community development organizations were served by BB&T personnel annually. A partial listing follows.

- A BB&T city executive serves as a board member of Downtown St. Petersburg Partnership, whose purpose is organizing revitalization efforts in the city.
- Two loan officers participate on the board of Neighborhood Lending Partners, a multi-bank lending consortium providing financing for developers of affordable housing and community revitalization throughout the MSA.
- A regional mortgage manager serves on the boards of St. Petersburg Neighborhood Housing Services and the Venice Housing Authority.
- Multiple personnel conducted financial literacy classes and workshops to educators and home buyers seminars.
- A BB&T senior credit officer serves as a member of the Local Initiatives Support Corporation (LISC), an organization which provides capital, technical expertise, training and information to community-based development organizations.

METROPOLITAN AREAS

DESCRIPTION OF THE JACKSONVILLE MSA:

The Jacksonville MSA assessment area consists of five counties in north eastern Florida: Baker, Clay, Duval, Nassau, and St. Johns Counties. The table below presents certain demographic data for this assessment area.

Jacksonville FL AA

Demographic Information for Full Scope Area: Jacksonville FL AA						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	201	5.47	25.87	51.74	16.92	0.00
Population by Geography	1,122,750	3.22	20.31	53.75	22.72	0.00
Owner-Occupied Housing by Geography	292,186	1.98	16.44	54.98	26.60	0.00
Business by Geography	106,635	4.55	22.43	49.28	23.74	0.00
Farms by Geography	2,774	2.13	18.31	56.92	22.64	0.00
Family Distribution by Income Level	299,459	19.42	18.51	23.14	38.94	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	113,570	5.57	28.91	53.96	11.56	0.00
Median Family Income HUD Adjusted Median Family Income for 2006 Households Below Poverty Level		50,048 60,300 10%	Median Housing Value Unemployment Rate (2000 US Census)		101,212 2.33%	

(*) The NA category consists of geographies that have not been assigned an income classification.
Source: 2000 US Census and 2006 HUD updated MFI

In this assessment area, approximately 8 percent of the families are below the poverty level. Typically, families below the poverty level could not afford a house; therefore in comparing the distribution of borrowers by income level to the distribution of families by income level one would expect a distribution between 11 percent and 19 percent.

DESCRIPTION OF INSTITUTION'S OPERATIONS IN THE JACKSONVILLE MSA:

The MSA is home to 12 branches in all counties of the MSA. The rated area contains 17 percent of HMDA and CRA loans for the state of Florida and 8 percent of the deposits.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN JACKSONVILLE MSA:

LENDING TEST

Loans originated in the Jacksonville assessment area in 2006 are about 17 percent of the number and 18 percent of the dollar volume of HMDA and CRA loans made in Florida. Core tables in Appendix F show the number and dollar volume of these loans.

Geographic Distribution of Lending

The geographic distribution of loans originated by BB&T reflects adequate distribution. An analysis of HMDA loans reflects that lending levels in low- and moderate-income tracts falls below the aggregate levels and percentage of owner-occupied units for home purchase, home improvement, and refinance loans. Just 2 percent of owner-occupied units are located in low-income tracts and 16 percent in moderate-income tracts. Aggregate levels of lending were 1 to 2 percent for all loan types. BB&T originated less than 1 percent for each of the home loan products. For moderate-income tracts, aggregate levels of lending were 14 to 16 percent. BB&T's best performance was for home purchase which was 11 percent, while levels for home improvement and refinance were only half of aggregate at 7 and 8 percent respectively.

An analysis of small business loans reflects good distribution throughout the MSA. Core table 6a in Appendix F illustrates the distribution of the loans to small businesses. For this type of loan, BB&T has a slightly lower distribution in low-income census tracts than aggregate lenders and percentage of businesses located in these tracts. However, the bank performs significantly better than aggregate in moderate-income tracts where 49.5 percent of its small business loans were to businesses in these tracts.

Borrower Distribution of Loans

The distribution of borrowers reflects a good distribution among borrowers of different income levels and an adequate distribution among businesses of different sizes. Tables 8a through 12a in Appendix F illustrate the distribution of borrowers for the bank's HMDA and small business loans for 2006.

Home mortgage related lending reflects lending performance in line with aggregate levels and percentage of families for the income category for low- and moderate-income borrowers for home purchase and home improvement. For refinance loans, volumes for both low- and moderate-income borrowers were below the volumes for aggregate lenders. The HMDA data for 2006 shows BB&T's majority of home loan volume was for home purchase, about 70 percent of reported loans in this assessment area.

BB&T has an adequate distribution of lending to small businesses within the MSA. Just 36 percent of all loans to businesses were to businesses with annual gross revenues of less than \$1 million compared to 64 percent of total businesses. In comparison, approximately 35 percent of all business originations by all lenders were to businesses with annual gross revenues of less than

\$1 million. In terms of size of the loan, the institution originated 61 percent of small business loans in amounts less than \$100,000, 78 percent in amounts of \$250,000 or less.

Flexible Lending Programs

BB&T provides a good array of flexible lending programs. Please refer to the comments in the Flexible Lending Program section of this public evaluation for additional details regarding these programs.

Community Development Lending

BB&T originated a high level of community development loans in the Jacksonville MSA assessment area. The bank reported 15 community development loans totaling \$9.3 million. This amount represents 18 percent of total community development lending in Florida, which compares favorably to the level of bank operations in this assessment area. The majority of the community development loans were for the purpose of affordable housing, many in conjunction with the Housing Partnership of Northeast Florida, Inc. The largest project and financing was to purchase and redevelop a warehousing facility in a low-income tract and convert it to a light manufacturing and storage facility, part of a revitalization area targeted by the city of Jacksonville.

INVESTMENT TEST

The bank has an excellent level of qualified community development investments in the Jacksonville, FL assessment area relative to the bank's operations in this assessment area. The bank's CRA qualified investments in this assessment area totaled \$11.8 million, or 10 percent of bank investments in Florida. The CRA investments consisted of \$11.8 million in tax credit investment equity funds and a small amount of charitable contributions, all in the current period. Table 14 in Appendix F details the bank's investments by assessment area.

SERVICE TEST

Retail Banking Services

As of year end 2007, BB&T operated 12 bank offices in the Jacksonville, FL, assessment area. This assessment area's share of bank offices located in Florida is 11 percent. The bank offices are readily accessible to low-income portions of the assessment area but are only reasonably accessible to moderate-income census tracts in the assessment area. BB&T operates one branch each in the low- and moderate-income census tracts of this assessment area. The percentage of the population within the low-income census tracts of this assessment area is 3.2 percent according to the year 2000 census data. The percentage of the population located within moderate-income census tracts, 20 percent. Each of these branches are newly opened since the last evaluation therefore accessibility has improved for low- and moderate-income tracts in this assessment area. Table 15 in Appendix F details the bank's delivery system distribution as of year-end 2007.

Community Development Services

BB&T provided an adequate level of community development services in this assessment area during this evaluation period. During the evaluation period, 10 community development organizations were served by BB&T personnel annually. A partial listing follows.

- A BB&T community mortgage specialist conducted multiple financial literacy courses through the Housing Partnership of Northeast Florida and the Metro North CDC, both additional affordable housing organizations.
- A BB&T community mortgage specialist regularly conducts financial literacy classes for the Consumer Credit Counseling Services, and has participated on roundtables for housing and economic development through the Federal Reserve Bank of Atlanta, Jacksonville Housing, Springfield Business, and the Northeast Florida Association of Realtors.
- A mortgage loan officer serves on the board of Operation New Hope, a CDC working to revitalize economically and ethnically diverse communities in Jacksonville's inner core.

METROPOLITAN AREAS

DESCRIPTION OF THE TALLAHASSEE MSA:

The Tallahassee MSA assessment area consists of four counties on the Florida Panhandle: Gadsden, Jefferson, Leon, and Wakulla Counties. The table below presents certain demographic data for this assessment area.

Tallahassee FL AA

Demographic Information for Full Scope Area: Tallahassee FL AA						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	63	14.29	26.98	38.10	19.05	1.59
Population by Geography	320,304	13.41	22.50	40.56	22.72	0.81
Owner-Occupied Housing by Geography	78,307	4.33	20.70	45.98	28.99	0.00
Business by Geography	31,259	9.79	18.26	47.81	23.76	0.38
Farms by Geography	803	4.23	17.19	52.30	26.28	0.00
Family Distribution by Income Level	75,945	22.19	16.53	21.68	39.60	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	29,403	13.74	32.78	43.48	10.01	0.00
Median Family Income HUD Adjusted Median Family Income for 2006 Households Below Poverty Level		48,808 58,500 18%	Median Housing Value Unemployment Rate (2000 US Census)		89,690 4.16%	

(*) The NA category consists of geographies that have not been assigned an income classification.
Source: 2000 US Census and 2006 HUD updated MFI

In this assessment area, approximately 11 percent of the families are below the poverty level. Typically, families below the poverty level could not afford a house; therefore in comparing the distribution of borrowers by income level to the distribution of families by income level one would expect a distribution between 11 percent and 22 percent.

DESCRIPTION OF INSTITUTION'S OPERATIONS IN THE TALLAHASSEE MSA:

The MSA is home to just 1 branch in the 4 counties of the MSA, yet the rated area contains 12 percent of HMDA and CRA loans for the state of Florida and 5 percent of the deposits. The branch was formerly a savings association and still maintains a predominance of mortgage loans (90 percent) over small business loans (10 percent).

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN TALLAHASSEE MSA:

LENDING TEST

Loans originated in the Tallahassee assessment area in 2006 comprise approximately 12 percent of the number and 11 percent by dollar volume of HMDA and CRA loans originated within Florida. The core tables in Appendix F detail the number and dollar volume of HMDA and CRA loans in this assessment area in 2006.

Geographic Distribution of Lending

The geographic distribution of loans originated by BB&T reflects adequate distribution. An analysis of HMDA loans reflects a good distribution throughout the MSA assessment area's low-income tracts for home purchase, refinance, and home improvement loans, generally in line with aggregate lending and at or above the percentage of owner-occupied housing units. Performance in moderate-income tracts were below levels of other HMDA reporters for all three loan types and typically falling below owner-occupied levels for moderate-income tracts.

Because of the relatively low volume of small business loans, the geographic distribution is considered adequate. While the percentage of loans represent lower than aggregate levels for both low- and moderate-income tracts, with just a few loans in either, the bank would be in line with all reporters.

Borrower Distribution of Loans

The distribution of borrowers reflects an adequate distribution among home purchase customers, but home improvement and refinance loans to borrowers of different income levels fell short of aggregate lending levels. A good distribution among businesses of different sizes was observed. Tables 8a through 12a in Appendix F illustrate the distribution of borrowers for the bank's HMDA and small business loans in 2006.

Home purchase loans to low-income borrowers represented 3 percent and to moderate-income borrowers 15 percent of total purchase loans. This compares reasonably well to aggregate levels of 4 and 18 percent respectively. Home improvement and refinance loans showed lower volumes of loans to low- and moderate-income borrowers, compared to both aggregate and the percentage of families in the assessment area.

BB&T has an excellent distribution of lending to small businesses within the MSA. Approximately 70 percent of all loans to businesses were to businesses with annual gross revenues of less than \$1 million. The percentage of businesses reporting revenues of \$1 million or less was 62 percent. In comparison, approximately 36 percent of all business originations by all lenders were to businesses with annual gross revenues of \$1 million or less. In terms of size of the loan, the institution originated 56 percent of small business loans in amounts less than \$100,000, 75 percent in amounts of \$250,000 or less.

Flexible Lending Programs

BB&T provides a good array of flexible lending programs. Please refer to the comments in the Flexible Lending Program section of this public evaluation for additional details regarding these programs.

Community Development Lending

BB&T's originated an adequate level of community development lending in the Tallahassee assessment area. The bank reported 1 community development loans totaling \$2.3 million, which is reasonable considering the level of bank operations in this assessment area. This amount represents approximately 4 percent of the bank's total community development loans in Florida. The loan's purpose was construction of a 40-unit townhouse project targeting borrowers who earn less than 75 percent of the average median income for the MSA.

INVESTMENT TEST

The bank has a low level of qualified community development investments in the assessment area relative. The bank provided one contribution to a qualified organization during the review period. Table 14 in Appendix F details the bank's investments by assessment area.

SERVICE TEST

Retail Banking Services

As of year end 2007, BB&T operated just the one bank office that it acquired in the Regional Financial Corporation merger in the Tallahassee assessment area. The office is located in an upper income tract. There have been no openings or closings during the review period. Table 15 in Appendix F details the bank's delivery system distribution as of year-end 2007.

Community Development Services

BB&T provided a low level of community development services in this assessment area during this evaluation period. Branch office personnel provide financial literacy training during seminars sponsored by the Tallahassee Lenders Consortium. This training was observed in each of the three years of the review period.

METROPOLITAN AREAS

DESCRIPTION OF THE SARASOTA-BRADENTON MSA:

The Sarasota-Bradenton MSA consists of two counties on the western Gulf Coast of Florida: Manatee and Sarasota Counties. The table below presents certain demographic data for this assessment area. Just one census tract is considered low-income in this MSA.

Sarasota-Bradenton FL AA

Demographic Information for Full Scope Area: Sarasota-Bradenton FL AA						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	143	0.70	21.68	53.85	23.78	0.00
Population by Geography	589,959	0.67	25.18	52.01	22.14	0.00
Owner-Occupied Housing by Geography	201,474	0.30	20.46	54.68	24.56	0.00
Business by Geography	74,418	0.47	21.42	51.49	26.62	0.00
Farms by Geography	1,951	0.31	16.50	56.69	26.50	0.00
Family Distribution by Income Level	169,248	17.71	19.64	23.60	39.06	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	63,209	0.98	35.28	50.96	12.78	0.00
Median Family Income HUD Adjusted Median Family Income for 2006 Households Below Poverty Level		48,550 58,400 8%	Median Housing Value Unemployment Rate (2000 US Census)		126,784 1.58%	

(*) The NA category consists of geographies that have not been assigned an income classification.
Source: 2000 US Census and 2006 HUD updated MFI

In this assessment area, approximately 6 percent of the families are below the poverty level. Typically, families below the poverty level could not afford a house; therefore in comparing the distribution of borrowers by income level to the distribution of families by income level one would expect a distribution of approximately 12 percent.

DESCRIPTION OF INSTITUTION'S OPERATIONS IN THE SARASOTA-BRADENTON MSA:

The MSA is home to 15 branches throughout the 2 counties of the MSA. The rated area contains 9 percent of HMDA and CRA loans for the state of Florida and 13 percent of the deposits.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN SARASOTA-BRADENTON MSA:

LENDING TEST

Loans originated in the Sarasota-Bradenton MSA assessment area in 2006 numbered nearly 800 for a total of \$167 million of HMDA and CRA loans. The core tables in Appendix F detail the number and dollar volume of HMDA and CRA loans in this assessment area in 2006.

Geographic Distribution of Lending

The geographic distribution of loans originated by BB&T reflects adequate distribution. An analysis of HMDA loans reflects adequate distribution throughout the MSA assessment area's moderate-income tracts for home purchase loans which was well above aggregate, while home improvement and refinance loans fell below aggregate levels. No loans were made in the one low-income tract, however, owner-occupied units represented just 0.30 percent of total housing units in the MSA.

An analysis of the small business loans reflects good distribution throughout the MSA. Core table 6a in Appendix F illustrates the distribution of the bank's small loans to businesses. For these types of loans, BB&T has a higher distribution in the moderate-income census tracts than aggregate lenders and in line with the percentage of businesses located in these tracts. Similarly, the bank did not originate any business loans in the one low-income tract. Less than one-half of one percent of the total businesses in the MSA were in the tract.

Borrower Distribution of Loans

The distribution of borrowers reflects a reasonable distribution among borrowers of different income levels and among businesses of different sizes. Tables 8a through 12a in Appendix F illustrate the distribution of borrowers for the bank's HMDA and small business loans in 2006.

BB&T has a good distribution of lending to small businesses within the MSA. Approximately 60 percent of all loans to businesses were to businesses with annual gross revenues of less than \$1 million. The percentage of businesses reporting revenues of \$1 million or less was 65 percent. In comparison, approximately 37 percent of all business originations by all lenders were to businesses with annual gross revenues of \$1 million or less. In terms of size of the loan, the institution originated 48 percent of small business loans in amounts less than \$100,000, 71 percent in amounts of \$250,000 or less.

Home mortgage related lending reflects lending performance that was better than aggregate levels for low-income borrowers for home purchase loans, but below aggregate levels for home improvement and refinance loans. Performance among moderate-income borrowers shows a similar trend, nearly double that of aggregate for home purchase loans, while home improvement loans were half that of aggregate and refinance loans slightly below aggregate. Home improvement loans do not represent a significant volume for the bank in this MSA.

Flexible Lending Programs

BB&T provides a good array of flexible lending programs. Please refer to the comments in the Flexible Lending Program section of this public evaluation for additional details regarding these programs.

Community Development Lending

BB&T's originated a high level of community development lending in the Sarasota-Bradenton assessment area. The bank reported 5 community development loans totaling \$10.7 million. This amount represents approximately 20 percent of the bank's total community development loans in Florida. Four of the community development loans were for the purpose of affordable housing. In addition, the bank provided temporary financing for construction/renovation of a light manufacturing facility in a moderate income tract for job expansion.

INVESTMENT TEST

The bank has an adequate level of qualified community development investments in the Sarasota-Bradenton assessment area relative to the bank's operations in this assessment area. The bank's CRA qualified investments in this assessment area totaled \$1.4 million, or 1 percent of CRA investments in Florida. The CRA investments consisted \$1.4 million in CAHEC equity funds and nominal charitable contributions, all in the current period. Table 14 in Appendix F details the bank's investments by assessment area.

SERVICE TEST

Retail Banking Services

As of year end 2007, BB&T operated 15 bank offices in the Sarasota-Bradenton assessment area. This assessment area's share of bank offices located in Florida is 14 percent. BB&T does not operate any branches in the single low-income tract, and two branches (13 percent of total branches) are in moderate-income census tracts in this assessment area. The population located within moderate-income census tracts is 25 percent. No changes in the branch distribution in this assessment area since the previous CRA evaluation were noted, and thus have not adversely affected the accessibility to low- and moderate-income people and areas. Table 15 in Appendix F details the bank's delivery system distribution as of year-end 2007.

Community Development Services

BB&T provided an adequate level of community development services in this assessment area during this evaluation period. During the evaluation period, between 3 and 7 community development organizations were served by BB&T personnel annually. A partial listing follows.

- Two BB&T community mortgage specialists serve as board members of the Manatee Coalition for Affordable Housing.

- Another mortgage loan officer serves as a board member of the Manatee County Habitat for Humanity.
- Multiple employees conducted financial literacy workshops and first-time homebuyers seminars throughout the review period.

METROPOLITAN AREAS – LIMITED REVIEWS

DESCRIPTION OF INSTITUTION’S OPERATIONS IN REMAINING METROPOLITAN STATISTICAL AREAS OF FLORIDA:

The bank operates 46 branches in the 13 MSAs plus the 2 non-MSA counties using limited review procedures. Together these assessment areas combined represent 41 percent of the lending activities and 43 percent of the deposits of the bank in the state.

CONCLUSIONS WITH RESPECT TO PERFORMANCE IN THE LIMITED REVIEW AREAS:

Presented in Appendix F is data used to review these assessment areas. Examiners found that the HMDA and CRA data and other reviewed data were consistent with the overall conclusions expressed with respect to each assessment factor in the overall rating for the state of Florida.

LENDING TEST

The geographic distribution of HMDA and CRA loans reflect adequate penetration of low- and moderate-income geographies. No significant anomalies were noted in any of the 14 limited review areas, either failing to serve the noted geographies or significantly exceeding the aggregate level of lending.

For borrower distribution, a similar trend is noted. The pattern is not significantly higher or lower than the aggregate levels of lending and generally within an acceptable range of the percentage of families for the assessment areas.

The bank’s distribution of loans to small businesses exceeds the level of businesses in the assessment areas reporting gross annual revenues of \$1 million or less. BB&T’s loans to small businesses also exceed the aggregate levels of all lenders.

With regard to community development lending in the limited review areas of the state of Florida, the bank originated 10 community development loans totaling \$15 million in during this evaluation period. The loans were observed in the non-MSA portion of Florida, West Palm Beach, Ocala, Cape Coral, Deltona, Orlando, and Palm Bay MSAs.

INVESTMENT TEST

The bank’s investment test performance in limited review areas of Georgia is considered excellent. During this evaluation period, the bank’s CRA investments consisted of \$75.7 million. A significant majority of the investments were in 2007 in the form of tax credit investments in the following MSAs: Fort Lauderdale, Naples, Orlando, Pensacola, and West Palm Beach.

SERVICES TEST

The bank's service test performance in the limited review areas is consistent with the performance noted in the full scope assessment areas. The bank's branches are readily accessible to all portions of the limited review areas and the bank provided an adequate level of community development services in the limited review areas.

STATE OF WEST VIRGINIA

CRA RATING FOR WEST VIRGINIA: Satisfactory

The Lending Test is rated: High Satisfactory

The Investment Test is rated: Low Satisfactory

The Service Test is rated: Outstanding

SCOPE OF EXAMINATION

The evaluation of the bank's performance in West Virginia primarily considered the operations of BB&T in the Charleston MSA, and the non-metropolitan portions of the bank's assessment area in the state. The Charleston MSA accounts for 22 percent of rated area loans and 31 percent of rated area deposits, while the non-MSA portion represents 38 percent of loan activity and 36 percent of the deposit base in the state. A limited review was conducted on the bank's performance in the Martinsburg, Morgantown, Huntington, Parkersburg, and Wheeling MSAs, and the West Virginia county included in the Cumberland, Maryland, MSA. Core tables related to the West Virginia lending, investment, and branch locations may be found in Appendix F, pages 313-326.

DESCRIPTION OF INSTITUTION'S OPERATIONS IN WEST VIRGINIA:

The bank operates 16 branches in the Charleston MSA and 29 more in 12 counties in the non-MSA portions of West Virginia. BB&T ranks first in terms of deposit market share with 27 percent in the Charleston MSA and first in the 12 non-MSA counties designated as its assessment area with 23 percent. Overall, the bank ranks first in the state. Six percent of the total reported HMDA and CRA loans for 2006 were originated in state of West Virginia.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN WEST VIRGINIA:

Lending Test

BB&T's Lending Test performance in West Virginia is rated High Satisfactory. The rating reflects good attention to the credit needs of the assessment areas it serves.

The bank's geographic distribution for home purchase, home improvement, and refinance is considered good for the Charleston MSA and non-MSA areas for 2006. Ratios are comparable with that which all HMDA reporters show as percentage of loans in low- and moderate-income census tracts for all three loan types. The bank's ratios also are also reasonable in relation to owner-occupied housing units in low- and moderate-income tracts.

Lending to small businesses reflects a similar distribution to home loans. Bank levels of lending are reasonably in line with aggregate lending ratios and the percentage of businesses in low- and moderate-income tracts.

The borrower distribution for home related loan activity reflects satisfactory levels of lending to low- and moderate income borrowers. When compared to aggregate lending data and percentage

of families for the particular borrower income levels, for all home lending types of loans, BB&T's performance is comparable that of other reporting lenders.

Lending to small businesses is excellent among businesses with revenues of \$1 million or less in the Charleston MSA and non-metro areas. The bank's percentage of loans to small businesses was 63 and 72 percent, respectively, compared to an overall rate of 62 and 59 percent of total businesses. Aggregate lending ratios were 35 and 40 percent. Loans in amounts of \$100,000 or less represent 64 percent of small business loans and amounts of \$250,000 or less were 81 percent in the Charleston metropolitan area. In the more rural areas, 70 percent were in amounts of \$100,000 or less and 86 percent were \$250,000 or less.

BB&T provides a good array of flexible lending programs. Please refer to the comments in the Flexible Lending Program section of this public evaluation for additional details.

BB&T has originated an excellent level of community development loans in West Virginia. The bank originated 69 community development loans totaling \$91.5 million during this evaluation period. This represents 8 percent of total bank wide community development lending by dollar volume which is relative to the bank's operations in this assessment area.

INVESTMENT TEST

BB&T's investment test performance in West Virginia is rated Low Satisfactory. The bank's investments totaled \$25.3 million in West Virginia during this evaluation period. CRA qualified investments consisted primarily of prior period CAHEC equity investments and charitable contributions.

SERVICE TEST

BB&T's performance under the service test in West Virginia is rated Outstanding. Delivery systems are readily accessible to all portions of the bank's assessment area. Additionally, the bank has provided an excellent level of community development services in West Virginia.

METROPOLITAN AREAS

DESCRIPTION OF INSTITUTION'S OPERATIONS IN CHARLESTON, WV MSA ASSESSMENT AREA:

The Charleston MSA assessment area consists of Boone, Clay, Kanawha, Lincoln, and Putnam Counties that make up the Charleston Metropolitan Statistical Area. The table below presents certain demographic data for this assessment area.

Charleston WV AA

Demographic Information for Full Scope Area: Charleston WV AA						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	76	2.63	26.32	51.32	19.74	0.00
Population by Geography	309,635	1.70	21.15	54.97	22.19	0.00
Owner-Occupied Housing by Geography	95,579	1.33	20.15	55.84	22.67	0.00
Business by Geography	17,432	11.84	17.51	46.36	24.29	0.00
Farms by Geography	280	2.50	16.79	54.64	26.07	0.00
Family Distribution by Income Level	88,430	21.80	17.65	20.13	40.41	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	34,889	2.77	29.79	55.63	11.81	0.00
Median Family Income HUD Adjusted Median Family Income for 2006 Households Below Poverty Level		40,961 52,500 16%	Median Housing Value Unemployment Rate (2000 US Census)	78,052 2.77%		

(*) The NA category consists of geographies that have not been assigned an income classification.
Source: 2000 US Census and 2006 HUD updated MFI

In this assessment area, approximately 12 percent of the families are below the poverty level. Typically, families below the poverty level could not afford a house; therefore in comparing the distribution of borrowers by income level to the distribution of families by income level one would expect a distribution of approximately 10 percent.

DESCRIPTION OF INSTITUTION'S OPERATIONS IN THE CHARLESTON, WV, MSA:

The MSA is home to 16 branches and the regional headquarters for the state of West Virginia. The rated area contains 22 percent of HMDA and CRA loans for the state and 31 percent of the deposits.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN CHARLESTON, WV, MSA ASSESSMENT AREA:

LENDING TEST

Lending Activity

The bank originated over 1,600 loans totaling approximately \$170 million during this evaluation period. Table 1 in Appendix F details the 2006 number and dollar volume of small business, HMDA, small farm, and community development loan originations in the Charleston, WV MSA.

Geographic Distribution of Lending

The geographic distribution of loans originated by BB&T reflects good distribution. Analysis of HMDA loans reflects reasonable distribution throughout the MSA assessment area for home purchase, improvement, and refinance loans. Performance in both low- and moderate-income tracts for purchase and home improvement loans is in line with aggregate percentages and is reasonable in relation to percentages of owner-occupied housing.

An analysis of the small business loans excellent distribution throughout the MSA. Core table 6a in Appendix F illustrates the distribution of the bank's small loans to businesses. For these types of loans, BB&T has a higher distribution to the low- and moderate-income tracts than aggregate lenders. The bank's ratios are excellent when compared to the percentage of businesses located in these tracts.

Borrower Distribution of Loans

The distribution of borrowers reflects an adequate distribution among borrowers of different income levels and a good distribution among businesses of different sizes. Tables 8a through 12a in Appendix F illustrate the distribution of borrowers for the bank's HMDA and small business loans for 2006.

BB&T has a good distribution of lending to small businesses within the MSA. Sixty-three percent of all loans to businesses were to businesses with annual gross revenues of less than \$1 million. In comparison, approximately 35 percent of all business originations by all lenders were to businesses with annual gross revenues of less than \$1 million. In terms of size of the loan, the institution originated 64 percent of small business loans in amounts less than \$100,000, 81 percent in amounts of \$250,000 or less.

Home mortgage related lending reflects satisfactory performance for low- and moderate income borrowers for all three loan types: home purchase, home improvement, and refinance loans. The bank's ratios are below the aggregate lending ratios, but are not dissimilar to the percentage of families of those income levels.

Flexible Lending Programs

BB&T provides a good array of flexible lending programs. Please refer to the comments in the Flexible Lending Program section of this public evaluation for additional details regarding these programs.

Community Development Lending

BB&T originated an excellent level of community development loans in the Charleston, West Virginia assessment area. The bank reported 25 community development loans during the review period totaling \$18.7 million. This amount represents 20 percent of total community development lending for the state. The largest community development loan, \$4 million, was for a retail shopping center located in a moderate-income tract, designated by the Charleston Urban Renewal Authority as a development zone known as Smith Street Corridor. Four other loans greater than \$1 million were for affordable housing in conjunction with the West Virginia Housing Development Fund and CAHEC.

INVESTMENT TEST

The bank has an excellent level of qualified community development investments in the Charleston, West Virginia assessment area relative to the bank's operations in this assessment area. The bank's CRA qualified investments in this assessment area totaled \$5.3 million. The CRA investments consisted of \$4.7 million in prior period CAHEC equity funds, and \$633 thousand in new equity investments and charitable contributions. Table 14 in Appendix F details the bank's investments by assessment area.

SERVICE TEST

Retail Banking Services

As of year end 2007, BB&T operated 16 bank offices in the Charleston, West Virginia assessment area. This assessment area's share of bank offices located in West Virginia is 21 percent. The bank offices are readily accessible to all portions of the assessment area. The percentage of bank offices located in low-income census tracts, 19 percent, is excellent considering that 2 percent of the population resides within the low-income census tracts of this assessment area. The percentage of bank offices located in moderate-income census tracts is also 19 percent which is reasonable compared to the percentage of the population located in moderate-income census tracts, 21 percent. No openings or closings were noted in the volume of branches in low- or moderate-income tracts over the review period. Table 15 in Appendix F details the bank's delivery system distribution as of year-end 2003.

Community Development Services

BB&T provided an excellent level of community development services in this assessment area during this evaluation period.

Throughout the review period, approximately 25 community development organizations were served annually by BB&T personnel. A partial listing follows:

- A BB&T city executive serves as a board member for two economic development organizations, Advantage Valley and Business and Industrial Development Corporation.
- A BB&T manager serves as the secretary/treasurer for a consumer credit counseling organization that serves primarily low- or moderate-income people.
- A BB&T business banker serves as a member of the housing committee for the West Side Neighborhood Association, an organization that advocates affordable housing for community revitalization.
- A BB&T business services officer serves as a member of the housing task force for the Charleston Renaissance Corporation, an affordable housing organization.
- A BB&T mortgage loan underwriter is a member of the Mayors Office of Economic Development, serving in the credit review process of ongoing applicants for Home Blend Funds.
- Another city executive serves on the boards of Charleston Area CDC and the Interregional Chamber of Commerce, working toward bringing new companies and jobs to the larger assessment area.
- A regional president serves on the West Virginia Venture Connection, a statewide organization created to increase venture capital activity and stimulate job growth in West Virginia.
- A number of employees have conducted financial literacy seminar and workshops for homebuyers during the review period.

NON-METROPOLITAN AREAS

DESCRIPTION OF INSTITUTION'S OPERATIONS IN WEST VIRGINIA NON-MSA ASSESSMENT AREA:

The Non-MSA assessment area consists of 12 counties in West Virginia. The table below presents certain demographic data for this assessment area. There are no low-income census tracts in the assessment area.

Combined Non-MSA WV AA

Demographic Information for Full Scope Area: Combined Non-MSA WV AA						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	125	0.00	9.60	72.80	17.60	0.00
Population by Geography	512,053	0.00	7.20	76.25	16.55	0.00
Owner-Occupied Housing by Geography	160,479	0.00	6.41	76.63	16.97	0.00
Business by Geography	26,039	0.00	12.58	68.57	18.84	0.00
Farms by Geography	636	0.00	5.35	73.74	20.91	0.00
Family Distribution by Income Level	145,893	20.74	16.97	20.11	42.18	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	55,027	0.00	9.56	79.30	11.14	0.00
Median Family Income HUD Adjusted Median Family Income for 2006 Households Below Poverty Level		32,500 41,600 19%	Median Housing Value Unemployment Rate (2000 US Census)		59,600 3.58%	

(*) The NA category consists of geographies that have not been assigned an income classification.
Source: 2000 US Census and 2006 HUD updated MFI

In this assessment area, approximately 16 percent of the families are below the poverty level. Typically, families below the poverty level could not afford a house; therefore in comparing the distribution of borrowers by income level to the distribution of families by income level one would expect a distribution of low-income families of approximately 5 percent.

DESCRIPTION OF INSTITUTION'S OPERATIONS IN THE NON-MSA ASSESSMENT AREA:

The institution maintains 29 branches throughout the more rural portions of the state of West Virginia. The rated area contains 36 percent of deposits and 38 percent of reviewed loans in the state.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN WEST VIRGINIA NON-MSA ASSESSMENT AREA:

LENDING TEST

Lending Activity

The bank originated just under 3,000 loans for more than \$237 million during this evaluation period. Table 1 in Appendix F details the 2006 number and dollar volume of small business, HMDA, small farm, and community development loan originations in the Non-MSA assessment area.

Geographic Distribution of Lending

The geographic distribution of HMDA and CRA loans reflects good distribution throughout this assessment area. BB&T's distribution of home mortgage related loans exceeds the aggregate lending distribution in 2006 in moderate-income tracts. Small business loans exceeded aggregate lending levels for moderate-income tracts and was in line with the percentage of businesses located within those tracts.

Borrower Distribution of Lending

The bank's portfolio in non-MSA West Virginia reflects adequate distribution among home mortgage borrowers, and good distribution among businesses and farms of different sizes. The volume of loans to low- and moderate-income borrowers was somewhat less than aggregate lending volumes and percentage of families by income level. The differences on the whole, however, were not significant. A greater proportion of small business loans were originated compared to aggregate volumes. In comparison, 72 percent of BB&T's loans were to businesses with annual gross revenues of less than \$1 million versus approximately 40 percent of all business originations by all lenders.

Flexible Lending Programs

BB&T provides a good array of flexible lending programs. Please refer to the comments in the Flexible Lending Program section of this public evaluation for additional details regarding these programs.

Community Development Lending

BB&T originated an excellent level of community development loans in the non-metropolitan assessment areas of West Virginia. The bank reported 28 community development loans totaling \$39.4 million during this evaluation period, a significant increase over the last review period. In 2005, BB&T structured a significant-size construction loan to the West Virginia High Technology Consortium, a non-profit organization, to build new 108,000 square foot facility known as the 1-

79 Technology Park in Fairmont, WV. The West Virginia Economic Development Agency is also a participant in the construction project.

The institution financed a number of affordable housing projects in the more rural areas of the state, and also provided funding to several economically disadvantaged municipalities to improve and upgrade water and sewer and medical facilities.

INVESTMENT TEST

The bank has a good level of qualified community development investments in the non-metropolitan assessment areas of West Virginia relative to the bank's operations in this assessment area and available opportunities. The bank's CRA qualified investments in this assessment area totaled \$9.1 million. The CRA investments consisted of prior period investments of \$7.2 million in CAHEC equity funds, and current period investments of \$1.9 million in CAHEC funds and charitable contributions. Table 14 in Appendix F details the bank's investments by assessment area.

SERVICE TEST

Retail Banking Services

As of year end 2007, BB&T operated 29 bank offices in the non-metropolitan assessment areas of West Virginia. This assessment area's share of bank offices located in West Virginia is 38 percent. The bank offices are readily accessible to all portions of the assessment area. The percentage of bank offices located in moderate-income census tracts is 24 percent which is more than three times the percentage of the population located in moderate-income census tracts, 7.2 percent. There are no low-income census tracts within the non-metropolitan assessment areas of West Virginia. Changes in the branch distribution in this assessment area since the previous CRA evaluation has not adversely affected accessibility to moderate-income people and areas. Table 15 in Appendix F details the bank's delivery system distribution as of year-end 2003.

Community Development Services

BB&T provided an excellent level of community development services in this assessment area during this evaluation period.

During the review period, approximately 20 community development organizations were served by BB&T personnel annually. A partial listing follows:

- A BB&T city executive serves as Director of the Fairmont Renaissance Corporation, an organization that promotes the redevelopment of downtown Fairmont.
- A BB&T manager serves on the board of the Central Appalachian Empowerment Zone, an organization responsible for a number of programs and projects targeted toward low- and moderate-income persons in the mountainous regions of the assessment area.

- A BB&T manager serves on the board of the New River Habitat for Humanity.
- A BB&T manager serves as the secretary/treasurer of the Community Chest of Taylor County. This organization manages funds collected from the community for organizations and projects targeted to low- and moderate-income people.
- A BB&T manager on the Urban Renewal Authority, a non-profit organization working to redevelop and revitalize the downtown business district of Beckley.
- A City Executive provides technical expertise to the Greenbrier Economic Development Corporation, seeking relocating and expanding business opportunities in the counties of Greenbrier, Monroe, and Pocahontas Counties.

METROPOLITAN AREAS – LIMITED REVIEWS

DESCRIPTION OF INSTITUTION’S OPERATIONS IN CUMBERLAND, HUNTINGTON-ASHLAND, MARTINSBURG, MORGANTOWN, PARKERSBURG, AND WHEELING MSAs:

The bank operates 31 branches in the single West Virginia county of the Cumberland, Maryland, MSA, and the Huntington, Martinsburg, Morgantown, Parkersburg, and Wheeling assessment areas. Together these assessment areas represent 40 percent of the lending activities and 34 percent of the deposits of the bank attributed to the state of West Virginia.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN CUMBERLAND, MARTINSBURG, MORGANTOWN, HUNTINGTON-ASHLAND, PARKERSBURG, AND WHEELING MSAs:

Presented in Appendix F is data used to review these assessment areas. Examiners found that this data and other reviewed data were consistent with the overall conclusions expressed with respect to each assessment factor in the overall rating.

KENTUCKY

CRA RATING FOR KENTUCKY: Satisfactory
The Lending Test is rated: High Satisfactory
The Investment Test is rated: High Satisfactory
The Service Test is rated: High Satisfactory

SCOPE OF EXAMINATION

The evaluation of the bank's performance in Kentucky primarily considered the operations of BB&T in the non-MSA assessment area of the state and the Lexington and Owensboro MSAs. The non-MSA assessment area accounts for 52 percent of rated area loans and 51 percent of rated area deposits. A limited review was conducted on the bank's performance in the Bowling Green and Clarksville MSAs. The institution's operations in the Louisville Multi-State MSA are separately analyzed elsewhere in this report. Core tables related to the Kentucky lending, investment, and branch locations may be found in Appendix F, pages 327-340.

DESCRIPTION OF INSTITUTION'S OPERATIONS IN KENTUCKY:

The bank operates 35 branches in 17 non-MSA counties in the assessment area, 8 in the Lexington MSA, and 8 in the Owensboro MSA. Bowling Green and Clarksville MSAs combined for another 14 more branches. Overall, BB&T ranks fourth in the state in terms of deposit market share.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN KENTUCY:

Lending Test

BB&T's Lending Test performance in Kentucky is rated High Satisfactory. The rating reflects good attention to the credit needs of the assessment areas it serves.

Geographic Distribution

The bank's geographic distribution for home purchase, home improvement, and refinance is satisfactory for the full review assessment areas for 2006. Ratios are comparable to that which all HMDA reporters show as percentage of loans in low- and moderate-income census tracts for all three loan types or in reasonable relationship to the percentage of owner-occupied properties in the respective tracts.

Lending to small businesses reflects a reasonable geographic distribution in the reviewed areas. Small business lending in moderate-income tracts were below aggregate levels in the non-MSA area and Lexington MSA, but was higher than aggregate in the Owensboro MSA. Lending in the low-income tracts of Lexington was fully in line with aggregate.

Borrower Distribution

The borrower distribution for home related loan activity reflects satisfactory levels of lending to low- and moderate income borrowers. For home purchase, home improvement and refinance loans, the bank's performance is below that of other HMDA reporters but reasonable in relation to the percentage of families.

Lending to small businesses is excellent among businesses with revenues of \$1 million or less in the non-MSA portion and Owensboro MSA. The bank's percentage of loans to small businesses in the Lexington MSA was below the rate of 62 percent of total businesses. In all cases, BB&T's ratio exceeded the aggregate lending ratios. Loans in amounts of \$100,000 represented the majority of small business loans and amounts of \$250,000 or less were 74 percent or greater in the three full-review areas.

Flexible Lending Programs

BB&T provides a good array of flexible lending programs. Please refer to the comments in the Flexible Lending Program section of this public evaluation for additional details regarding these programs.

Community Development Lending

BB&T's originated a moderately high level of community development loans in the state of Kentucky. Community development loans numbered 43 for a total of \$38.9 million, approximately 3 percent of total bank CD loans.

INVESTMENT TEST

The bank has a relatively high level of qualified community development investments in the state of Kentucky relative to the bank's operations in this assessment area and available opportunities. The bank's CRA qualified investments in the state totaled \$36.9 million and consisted of \$36.7 in tax credit equity funds, and \$190 thousand in charitable contributions. Included in this total is \$21.2 million in general CAHEC investments that can benefit all areas of the state including those inside and outside of its designated assessment areas in Kentucky. Table 14 in Appendix F details the bank's investments by assessment area.

SERVICE TEST

Retail Banking Services

BB&T's performance under the service test in Kentucky is rated High Satisfactory. Delivery systems are readily accessible to all areas of the state. Services are tailored to the convenience and needs of the assessment areas. Finally, BB&T has provided an adequate level of community development services in Kentucky.

NON METROPOLITAN AREAS

DESCRIPTION OF THE NON-MSA ASSESSMENT AREAS

The Non-MSA assessment area consists of 16 counties in Kentucky. The table below presents certain demographic data for this assessment area. There are no low-income tracts for this assessment area.

Combined Non-MSA KY AA

Demographic Information for Full Scope Area: Combined Non-MSA KY AA						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	137	0.00	28.47	54.74	16.79	0.00
Population by Geography	553,193	0.00	22.96	55.56	21.48	0.00
Owner-Occupied Housing by Geography	165,781	0.00	21.94	55.45	22.61	0.00
Business by Geography	40,795	0.00	19.19	56.72	24.09	0.00
Farms by Geography	1,699	0.00	8.65	50.85	40.49	0.00
Family Distribution by Income Level	158,701	24.14	16.89	19.57	39.40	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	65,115	0.00	31.19	56.29	12.53	0.00
Median Family Income HUD Adjusted Median Family Income for 2006 Households Below Poverty Level		32,884 39,300 23%	Median Housing Value Unemployment Rate (2000 US Census)		59,959 2.97%	

(*) The NA category consists of geographies that have not been assigned an income classification.

Source: 2000 US Census and 2006 HUD updated MFI

In this assessment area, approximately 18 percent of the families are below the poverty level. Typically, families below the poverty level could not afford a house; therefore in comparing the distribution of borrowers by income level to the distribution of families by income level one would expect a distribution of approximately 6 percent.

DESCRIPTION OF INSTITUTION'S OPERATIONS IN THE NON-MSA ASSESSMENT AREA:

The institution maintains 35 branches throughout the more rural portions of the state of Tennessee. The rated area contains 51 percent of deposits and 52 percent of reviewed loans in the state.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN NON-MSA ASSESSMENT AREA:

LENDING TEST

HMDA and CRA loans originated in the non-MSA assessment area totaled over 2,000 loans for nearly \$190 million for the review period 2006.

Geographic Distribution of Lending

The geographic distribution of HMDA and CRA loans reflects adequate distribution throughout this assessment area. BB&T's distribution of home mortgage related loans is substantially similar to the aggregate lending distribution in 2006. Home purchase and refinance loans were in line with aggregate levels, while home improvement loan levels were somewhat below other lenders in the moderate-income tracts, but nearly identical to the percentage of owner-occupied units. Loans to small businesses in moderate-income tracts were below that of all reporting lenders and the percentage of businesses in these tracts.

Borrower Distribution of Lending

The distribution of borrowers reflects excellent distribution among businesses of different sizes and good distribution among borrowers of different income levels. A greater proportion of small business loans were originated compared to aggregate volumes. In comparison, 78 percent of BB&T's loans were to businesses with annual gross revenues of less than \$1 million versus approximately 41 percent of all business originations by all lenders. Fifty-four percent of businesses in the assessment area reported gross revenues of \$1 million or less.

The borrower distribution of home mortgage loans reflects good levels to low-income borrowers that were in line with aggregate levels for all loan types. The distribution of home improvement and refinance loans amongst moderate-income families was in line with aggregate ratios, while home purchase loans did fall somewhat below the aggregate level.

Flexible Lending Programs

BB&T provides a good array of flexible lending programs. Please refer to the comments in the Flexible Lending Program section of this public evaluation for additional details regarding these programs.

Community Development Lending

BB&T originated an adequate level of community development loans in the non-metropolitan assessment areas of Kentucky relative to the bank's operations in this assessment area. The bank reported 16 community development loans totaling \$12.3 million. This amount represents roughly one-third of total community development lending in the state of Kentucky, which is reasonable compared to the level of bank operations in this assessment area. The community development loans were for the purpose of affordable housing, a light manufacturing facility in

the Kentucky Highlands Empowerment Zone, and a residential/retail development in a moderate income tract.

INVESTMENT TEST

The bank has an excellent level of qualified community development investments in the non-metropolitan assessment areas of Kentucky relative to the bank's operations in this assessment area. The bank's CRA qualified investments in this assessment area totaled \$10.7 million, or 29 percent of CRA investments in Kentucky. The CRA investments consisted of \$5.7 million in CAHEC equity funds, \$4.9 million in outstanding prior period low-income housing tax credit equity funds, and \$38 thousand in charitable contributions. Table 14 in Appendix F details the bank's investments by assessment area.

SERVICE TEST

Retail Banking Services

As of year end 2007, BB&T operated 35 bank offices in the non-metropolitan assessment areas of Kentucky. This assessment area's share of bank offices located in the state is 54 percent. The bank offices are readily accessible to all portions of the assessment area. There are no low-income tracts in the assessment area. The percentage of bank offices located in moderate-income census tracts is 14 percent which is below the percentage of the population located in moderate-income census tracts, 23 percent.

Community Development Services

BB&T provided a high level of community development services in this assessment area during this evaluation period. During the evaluation period, 20 community development organizations were served by BB&T personnel annually. A partial listing follows.

- A BB&T city executive serves on the loan committee of the Murray Downtown Loan Pool.
- A BB&T mortgage loan officer regularly conducts financial literacy classes for the Housing Authority of Paducah, and Kentucky Housing Corporation.
- A business banker serves on the board and as secretary/treasurer for the Pine Mountain Community Development Corporation.
- Several officers serve on the boards of their respective Habitat for Humanity chapters for their community.

METROPOLITAN AREAS

DESCRIPTION OF THE LEXINGTON MSA:

The Lexington MSA assessment area consists of six counties in east central Kentucky: Bourbon, Clark, Fayette, Jessamine, Scott, and Woodford Counties. The table below presents certain demographic data for this assessment area.

Lexington KY AA

Demographic Information for Full Scope Area: Lexington KY AA						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	95	9.47	22.11	43.16	24.21	1.05
Population by Geography	408,326	7.18	22.78	41.98	27.95	0.11
Owner-Occupied Housing by Geography	98,076	2.73	19.89	43.94	33.44	0.00
Business by Geography	32,363	10.56	20.43	37.99	30.77	0.25
Farms by Geography	1,728	3.59	17.07	41.78	37.56	0.00
Family Distribution by Income Level	105,153	20.78	17.83	21.67	39.72	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	40,604	8.54	33.05	42.87	15.54	0.00
Median Family Income HUD Adjusted Median Family Income for 2006 Households Below Poverty Level		51,365 61,800 12%	Median Housing Value Unemployment Rate (2000 US Census)		112,713 2.66%	

(*) The NA category consists of geographies that have not been assigned an income classification.
Source: 2000 US Census and 2006 HUD updated MFI

In this assessment area, approximately 8 percent of the families are below the poverty level. Typically, families below the poverty level could not afford a house; therefore in comparing the distribution of borrowers by income level to the distribution of families by income level one would expect a distribution approximately 13 percent.

DESCRIPTION OF INSTITUTION'S OPERATIONS IN THE LEXINGTON MSA:

The MSA is home to 8 branches throughout the counties of the MSA. The rated area contains 13 percent of HMDA and CRA loans for the state of Kentucky and 14 percent of the deposits.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN LEXINGTON MSA:

LENDING TEST

Loans originated in the Lexington assessment area in 2006 numbered over 500 for approximately \$99 million of the HMDA and CRA loans for Tennessee. The core tables in Appendix F detail the number and dollar volume of HMDA and CRA loans in this assessment area in 2006.

Geographic Distribution

The bank's geographic distribution for home purchase, home improvement, and refinance loans is good for the Lexington assessment area for 2006. Ratios are comparable to that which all HMDA reporters show as percentage of loans in low- and moderate-income census tracts for all three loan types and reasonably similar to owner-occupied housing ratios. The institution did not originate any home improvement loans in low-income tracts however, but reported just 28 loans for the year. For home purchase loans in low-income tracts, the bank's performance was 10 percent compared to all other lenders originating 2.5 percent.

Lending to small businesses reflects an adequate geographic distribution in the Lexington MSA. Aggregate lending and the percentage of businesses in low-income tracts in Lexington show 9 percent and 11 percent, respectively, compared to the bank's ratio of 9 percent. However, the percentages for the same ratios for moderate income tracts show 17 percent and 20 percent, respectively, versus the bank's ratio of 13 percent.

Borrower Distribution

The borrower distribution for home related loan activity reflects reasonable levels of lending to low- and moderate income borrowers. For home purchase, home improvement and refinance loans, the bank's performance is above the level of other HMDA reporters and bears a reasonable relationship to the percentage of low-income families. Loans to moderate-income borrowers were also below aggregate levels for home purchase and refinance loan types, but in line with the percentage of families for the MSA.

Lending to small businesses is adequate among businesses with revenues of \$1 million or less in the Lexington MSA. The bank's percentage of loans to small businesses was 54 percent compared to an overall rate of 62 percent of total businesses. Aggregate lending ratios were 38 percent. Loans in amounts of \$100,000 represent 52 percent of small business loans and amounts of \$250,000 or less were 74 percent in the MSA.

Flexible Lending Programs

BB&T provides a good array of flexible lending programs. Please refer to the comments in the Flexible Lending Program section of this public evaluation for additional details regarding these programs.

Community Development Lending

BB&T's community development lending in the Lexington, KY, assessment area is good. The bank reported 17 community development loans totaling \$6.3 million. The majority of the community development loans were for the purpose of affordable housing and the other loan was funded to renovate a building located in moderate-income tract for new business and to sublease the balance.

INVESTMENT TEST

The bank has an excellent level of qualified community development investments in the Lexington MSA assessment area relative to the bank's operations in this assessment area. The bank's CRA qualified investments in this assessment area totaled \$4.8 million. The CRA investments consisted of \$4.7 million in CAHEC equity funds and \$58 thousand in charitable contributions. Table 14 in Appendix F details the bank's investments by assessment area.

SERVICE TEST

Retail Banking Services

As of year end 2007, BB&T operated 8 bank offices in the Lexington, KY, assessment area. This assessment area's share of bank offices located in Kentucky is 12 percent. The bank offices are reasonably accessible to all portions of the assessment area. The percentage of bank offices located in low-income census tracts, 12.5 percent, is greater than the percentage of the population located in low-income census tracts, 7.2 percent. The percentage of bank offices located in moderate-income census tracts is also 37.5 percent which is greater than the percentage of the population located in moderate-income census tracts, 23 percent. One branch has been opened in a moderate-income tract since the last evaluation, thus accessibility has improved to low- and moderate-income people and areas. Table 15 in Appendix F details the bank's delivery system distribution as of year-end 2007.

Community Development Services

BB&T provided an adequate level of community development services in this assessment area during this evaluation period. During the evaluation period, 7 community development organizations were served by BB&T personnel annually. A partial listing follows.

- A BB&T business services officer serves on the SBA Guidance Committee of the Community Ventures Corporation.
- Another business services officer serves on the board and loan committee for the Lexington Downtown Housing Fund.
- A city executive serves on the board of the Winchester/Clark County Industrial Development Alliance.

METROPOLITAN AREAS

DESCRIPTION OF THE OWENSBORO MSA:

The Owensboro MSA assessment area consists of three counties in western Kentucky: Daviess, Hancock, and McLean Counties. The table below presents certain demographic data for this assessment area. There are no low-income tracts for this assessment area.

Owensboro KY AA

Demographic Information for Full Scope Area: Owensboro KY AA						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	30	0.00	23.33	56.67	20.00	0.00
Population by Geography	109,875	0.00	19.40	61.61	18.99	0.00
Owner-Occupied Housing by Geography	31,184	0.00	16.32	62.69	20.99	0.00
Business by Geography	7,311	0.00	25.14	57.13	17.73	0.00
Farms by Geography	498	0.00	15.06	71.08	13.86	0.00
Family Distribution by Income Level	30,349	19.92	17.72	23.36	39.00	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	11,424	0.00	29.12	59.68	11.20	0.00
Median Family Income HUD Adjusted Median Family Income for 2006 Households Below Poverty Level		43,999 52,700 13%	Median Housing Value Unemployment Rate (2000 US Census)	75,798 2.83%		

(*) The NA category consists of geographies that have not been assigned an income classification.
Source: 2000 US Census and 2006 HUD updated MFI

In this assessment area, approximately one of every two low-income families are below the poverty level. Typically, families below the poverty level could not afford a house; therefore in comparing the distribution of borrowers by income level to the distribution of families by income level one would expect a distribution approximately 10 percent.

DESCRIPTION OF INSTITUTION'S OPERATIONS IN THE OWENSBORO MSA:

The MSA is home to 8 branches throughout the counties of the MSA. The rated area contains 16 percent of HMDA and CRA loans for the state of Kentucky and 13 percent of the deposits.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN OWENSBORO MSA:

LENDING TEST

Loans originated in the Owensboro assessment area in 2006 numbered over 600 for approximately \$68 million of the HMDA and CRA loans for Tennessee. The core tables in Appendix F detail the number and dollar volume of HMDA and CRA loans in this assessment area in 2006.

Geographic Distribution

The bank's geographic distribution for home purchase, home improvement, and refinance is adequate for the Owensboro assessment area for 2006. Ratios are lower than, but comparable to that which all HMDA reporters show as percentage of loans in moderate-income census tracts for home purchase and refinance loans. For home improvement loans, the bank's performance was higher than aggregate ratios. In each case, the lending levels of the bank were reasonable in relation to the owner-occupied housing distribution for the tracts. There are no low-income tracts in the MSA.

Lending to small businesses reflects a good geographic distribution in the Owensboro MSA. Aggregate lending and the percentage of businesses in moderate-income tracts in Owensboro show 22 percent and 25 percent, respectively, compared to the bank's ratio of 24 percent.

Borrower Distribution

The borrower distribution for home related loan activity reflects only adequate levels of lending to low- and moderate income borrowers. For home purchase, improvement and refinance loans to low-income borrowers, the bank's performance is below the level compared with other HMDA reporters and the percentage of families. Loans to moderate-income borrowers were above aggregate levels for home improvement and refinance loan types, while home purchase loans were below aggregate, but in line with the percentage of families for the MSA.

Lending to small businesses is good among businesses with revenues of \$1 million or less in the Owensboro MSA. The bank's percentage of loans to small businesses was 64 percent compared to an overall rate of 54 percent of total businesses. Aggregate lending ratios were 35 percent. Loans in amounts of \$100,000 represent 57 percent of small business loans and amounts of \$250,000 or less were 80 percent in the MSA.

Flexible Lending Programs

BB&T provides a good array of flexible lending programs. Please refer to the comments in the Flexible Lending Program section of this public evaluation for additional details regarding these programs.

Community Development Lending

BB&T's community development lending in the Owensboro, KY, assessment area is adequate. The bank reported 2 community development loans totaling \$181 thousand. Each was for the purpose of affordable housing.

INVESTMENT TEST

The bank has a low level of qualified community development investments in the Owensboro MSA assessment area relative to the bank's operations in this assessment area. The bank's CRA qualified investments in this assessment area consisted of \$30 thousand in charitable contributions. Table 14 in Appendix F details the bank's investments by assessment area.

SERVICE TEST

Retail Banking Services

As of year end 2007, BB&T operated 8 bank offices in the Owensboro, KY, assessment area. This assessment area's share of bank offices located in Tennessee is 12 percent. The bank offices are reasonably accessible to all portions of the assessment area. One bank office (12.5 percent) is located in moderate-income census tracts which is less than the percentage of the population located in moderate-income census tracts, 19.4 percent. There are no low-income tracts. No changes were observed in the branch distribution of this assessment area since the last evaluation. Table 15 in Appendix F details the bank's delivery system distribution as of year-end 2007.

Community Development Services

BB&T provided a high level of community development services in this assessment area during this evaluation period. During the evaluation period, 7 community development organizations were served by BB&T personnel annually. A partial listing follows.

- A BB&T city executive serves as a board member of the Greater Owensboro Economic Development Corporation and Downtown Owensboro Inc., both of which focus on business development and expansion for the community.
- A number of employees are involved in financial literacy for low- and moderate-income persons and students, and assisting small business conferences.

METROPOLITAN AREAS – LIMITED REVIEWS

DESCRIPTION OF INSTITUTION’S OPERATIONS IN BOWLING GREEN AND CLARKSVILLE MSAs:

The bank operates 14 branches, 8 in Bowling Green and 6 in Clarksville MSAs. When combined these areas represent 19 percent of the lending activities and 22 percent of the deposits for the state of Kentucky, excluding that portion analyzed as part of the Louisville, KY-IN Multi-State MSA.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN BOWLING GREEN AND CLARKSVILLE MSAs:

Presented in Appendix F is data used to review these assessment areas. Examiners found that this data and other reviewed data were consistent with the overall conclusions expressed with respect to each assessment factor in the overall rating for the state of Kentucky.

TENNESSEE

CRA RATING FOR TENNESSEE: Satisfactory

The Lending Test is rated: Low Satisfactory

The Investment Test is rated: High Satisfactory

The Service Test is rated: Low Satisfactory

SCOPE OF EXAMINATION

The evaluation of the bank's performance in Tennessee primarily considered the operations of BB&T in the Knoxville MSA assessment area and the non-MSA portions of the state. The Knoxville assessment area accounts for 51 percent of rated area loans and 35 percent of rated area deposits, while the non-MSA area represents 26 percent of rated loans and 18 percent of deposits. A limited review was conducted on the bank's performance in the Chattanooga, Cleveland, Johnson City, Morristown, and Nashville MSAs. Core tables related to the Tennessee lending, investment, and branch locations may be found in Appendix F, pages 341-354.

DESCRIPTION OF INSTITUTION'S OPERATIONS IN TENNESSEE:

The bank operates 19 branches in the Knoxville MSA, 15 branches in the non-MSA, and 19 branches in the 5 limited-review areas. BB&T ranks fifth in terms of deposit market share with 6.7 percent in the Knoxville MSA and fourth in the non-MSA area at 8.4 percent. Overall, BB&T ranks fifth in the state in terms of deposit market share as of June 30, 2007.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN TENNESSEE:

Lending Test

BB&T's Lending Test performance in Tennessee is rated Low Satisfactory. The rating reflects adequate attention to the credit needs of the assessment areas it serves.

The bank's geographic distribution for home purchase, home improvement, and refinance is marginally adequate for the Knoxville MSA and good for the non-MSA areas and limited review areas in the state for 2006. Ratios are in line with that which all HMDA reporters show as percentage of loans in low- and moderate-income census tracts. The bank's ratios also are reasonably in line with the percentage of owner-occupied housing units in those tracts. Lending to small businesses also reflects reasonable penetration of low- and moderate-income tracts for the Knoxville MSA and non-MSA area targeted for full review. Small business lending in limited review areas shows better performance.

The borrower distribution for home related loan activity reflects satisfactory levels of lending to low- and moderate income borrowers. When compared to aggregate lending data for home purchase and refinance loans, BB&T's performance compares favorably for low-income borrowers to other reporting lenders. Loans to moderate-income borrowers were somewhat below aggregate levels and yet relatively in line with the percentage of families for the MSAs.

Lending to small businesses is excellent among businesses with revenues of \$1 million or less in non-MSA locales and in line with the volume of small businesses for the remaining metropolitan areas. Loans in amounts of \$100,000 represent over 65 and 66 percent of small business loans in the Knoxville metropolitan area and non-MSA areas.

BB&T provides a good array of flexible lending programs. Please refer to the comments in the Flexible Lending Program section of this public evaluation for additional details.

With the exception of 1 loan in Chattanooga, BB&T has only originated community development loans in the Knoxville MSA. During this evaluation period, the bank has originated 5 community development loans totaling \$7.9 million. This represents under one percent of total bank wide community development lending by dollar volume which is low relative to the bank's operations in this assessment area.

INVESTMENT TEST

BB&T's performance under the investment test in the State of Tennessee is good. The bank has a relatively high level of qualified community development investments. During this evaluation period, the bank's investments totaled \$49.9 million in the State of Tennessee. This amount represents 6 percent of bank wide CRA investments. The bank invested \$25.3 million of current period low-income tax credits via CAHEC for the use on a statewide basis for affordable housing projects. The bank's investments exhibit leadership, innovation, complexity, and availability for all areas of the state.

SERVICE TEST

BB&T's performance under the service test in the state is reasonable. Delivery systems are readily accessible to all areas of the state. Services are tailored to the convenience and needs of the assessment areas. Finally, BB&T is a reasonable participant in providing community development services in the MSAs it serves.

METROPOLITAN AREAS

DESCRIPTION OF THE KNOXVILLE MSA:

The Knoxville MSA assessment area consists of five counties in east central Tennessee: Anderson, Blount, Knox, Loudon, and Union Counties. The table below presents certain demographic data for this assessment area.

Knoxville TN AA

Demographic Information for Full Scope Area: Knoxville TN AA						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	128	11.72	23.44	45.31	18.75	0.78
Population by Geography	616,079	5.62	16.48	53.99	23.88	0.04
Owner-Occupied Housing by Geography	177,630	2.85	14.64	57.71	24.80	0.00
Business by Geography	45,454	8.21	17.05	46.55	28.17	0.02
Farms by Geography	1,085	4.24	10.97	60.92	23.87	0.00
Family Distribution by Income Level	169,464	20.14	18.11	21.88	39.87	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	64,819	8.90	23.29	56.64	11.17	0.00
Median Family Income HUD Adjusted Median Family Income for 2006 Households Below Poverty Level		46,594 54,800 13%	Median Housing Value Unemployment Rate (2000 US Census)	97,925 2.38%		

(*) The NA category consists of geographies that have not been assigned an income classification.
Source: 2000 US Census and 2006 HUD updated MFI

In this assessment area, approximately 9 percent of the families are below the poverty level. Typically, families below the poverty level could not afford a house; therefore in comparing the distribution of borrowers by income level to the distribution of families by income level one would expect a distribution approximately 11 percent.

DESCRIPTION OF INSTITUTION'S OPERATIONS IN THE KNOXVILLE MSA:

The MSA is home to 19 branches throughout the counties of the MSA. The rated area contains 51 percent of HMDA and CRA loans for the state of Tennessee and 35 percent of the deposits.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN KNOXVILLE MSA:

LENDING TEST

Loans originated in the Knoxville assessment area in 2006 numbered nearly 1,500 for approximately \$226 million of the HMDA and CRA loans for Tennessee. The core tables in Appendix F detail the number and dollar volume of HMDA and CRA loans in this assessment area in 2006.

Geographic Distribution

The bank's geographic distribution for home purchase, home improvement, and refinance is marginally acceptable for the Knoxville assessment area for 2006. Ratios are comparable to that which all HMDA reporters show as percentage of loans in low-income census tracts for home purchase and refinance loans, and reasonably similar to owner-occupied housing ratios. The institution did not originate any home improvement loans in low-income tracts however. For moderate-income tracts, the bank's performance was approximately half that of all other lenders, and likewise was less than half of the owner-occupied housing distribution for the census tracts.

Lending to small businesses reflects a low, but adequate geographic distribution in the Knoxville MSA. Aggregate lending and the percentage of businesses in low-income tracts in Knoxville show 6 percent and 8 percent, respectively, compared to the bank's ratio of 9 percent. However, the percentages for the same ratios for moderate income tracts show 14 percent and 17 percent, respectively, versus the bank's ratio of 10 percent.

Borrower Distribution

The borrower distribution for home related loan activity reflects only adequate levels of lending to low- and moderate income borrowers. For home purchase, home improvement and refinance loans, the bank's performance is below that level as compared other HMDA reporters and the percentage of families. Loans to low-income borrowers were 2 to 4 percentage points below the aggregate reporting levels. Loans to moderate-income borrowers were also well below aggregate levels, however, home refinance loans were in line with the percentage of families for the MSA.

Lending to small businesses is good among businesses with revenues of \$1 million or less in the Knoxville MSA. The bank's percentage of loans to small businesses was 66 percent compared to an overall rate of 62 percent of total businesses. Aggregate lending ratios were 36 percent. Loans in amounts of \$100,000 represent 65 percent of small business loans and amounts of \$250,000 or less were 83 percent in the MSA.

Flexible Lending Programs

BB&T provides a good array of flexible lending programs. Please refer to the comments in the Flexible Lending Program section of this public evaluation for additional details regarding these programs.

Community Development Lending

BB&T's community development lending in the Knoxville, Tennessee assessment area is good. The bank reported 4 community development loans totaling \$7.9 million. Community development loans were for the purpose of affordable housing and another loan was funded to renovate a building located in an empowerment zone in a moderate-income tract.

INVESTMENT TEST

The bank has a good level of qualified community development investments in the Knoxville, Tennessee assessment area relative to the bank's operations in this assessment area. The bank's CRA qualified investments in this assessment area totaled \$9.0 million, or 10 percent of bank wide CRA investments. The CRA investments consisted of \$5.7 million in current period tax-credit investments, \$3.3 million in prior period tax credit investments, and \$18 thousand in charitable contributions. Table 14 in Appendix F details the bank's investments by assessment area.

SERVICE TEST

Retail Banking Services

As of year end 2007, BB&T operated 19 bank offices in the Knoxville, Tennessee assessment area. This assessment area's share of bank offices located in Tennessee is 36 percent. The bank offices are reasonably accessible to all portions of the assessment area. The percentage of bank offices located in low-income census tracts, 5.3 percent, is in line with the percentage of the population located in low-income census tracts, 5.6 percent. The percentage of bank offices located in moderate-income census tracts is also 10.5 percent which is less than the percentage of the population located in moderate-income census tracts, 16.5 percent. No changes in the branch distribution of this assessment area have occurred since the last evaluation affecting the accessibility to low- and moderate-income people and areas. Table 15 in Appendix F details the bank's delivery system distribution as of year-end 2007.

Community Development Services

BB&T provided an adequate level of community development services in this assessment area during this evaluation period. During 2005 and 2006, 10 community development organizations were served by BB&T personnel annually. In 2007, 20 organizations were reported. A partial listing follows.

- A BB&T city executive serves as a board member of Central Business District Improvement Committee, working on downtown revitalization efforts, and with the East Tennessee Foundation – Community Investment Fund, which focuses on affordable housing needs.
- Another city executive serves as a board member for the Sevier County Economic Development Council.

- A BB&T senior credit officer serves on the board of the Knox County Community Development Corporation.
- A BB&T business service officer serves on the micro loan committee of a non-profit organization serving small business owners and entrepreneurs.
- A BB&T financial center manager serves on the board of the Loudon Downtown Merchants Association.
- Multiple personnel provided financial literacy seminars and workshops throughout the review period.

NON METROPOLITAN AREAS

DESCRIPTION OF THE NON-MSA ASSESSMENT AREAS

The Non-MSA assessment area consists of 4 counties in Tennessee: Greene, McMinn, Monroe, and Sevier. The table below presents certain demographic data for this assessment area. There are no low-income tracts and just two moderate-income tracts for this assessment area.

Non-MSA TN AA

Demographic Information for Full Scope Area: Non-MSA TN AA						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	40	0.00	5.00	85.00	10.00	0.00
Population by Geography	222,055	0.00	5.93	83.69	10.39	0.00
Owner-Occupied Housing by Geography	67,571	0.00	4.27	85.08	10.66	0.00
Business by Geography	17,111	0.00	7.38	84.10	8.51	0.00
Farms by Geography	508	0.00	3.54	89.17	7.28	0.00
Family Distribution by Income Level	64,819	17.94	18.33	23.52	40.21	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	23,509	0.00	7.69	84.96	7.35	0.00
Median Family Income HUD Adjusted Median Family Income for 2006 Households Below Poverty Level		36,945 43,500 15%	Median Housing Value Unemployment Rate (2000 US Census)	85,734 3.02%		

(*) The NA category consists of geographies that have not been assigned an income classification.
Source: 2000 US Census and 2006 HUD updated MFI

In this assessment area, approximately 10 percent of the families are below the poverty level. Typically, families below the poverty level could not afford a house; therefore in comparing the distribution of borrowers by income level to the distribution of families by income level one would expect a distribution of approximately 8 percent.

DESCRIPTION OF INSTITUTION'S OPERATIONS IN THE NON-MSA ASSESSMENT AREA:

The institution maintains 15 branches throughout the more rural portions of the state of Tennessee. The rated area contains 18 percent of deposits and 26 percent of reviewed loans in the state.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN NON-MSA ASSESSMENT AREA:

LENDING TEST

HMDA and CRA loans originated in the non-MSA assessment area totaled over 700 loans for more than \$93 million for the review period 2006.

Geographic Distribution of Lending

The geographic distribution of HMDA and CRA loans reflects adequate distribution throughout this assessment area. BB&T's distribution of home mortgage related loans and small business loans is substantially similar to the aggregate lending distribution in 2006. Home purchase and improvement loans were slightly above aggregate, while refinance loan levels were somewhat below other lenders in the moderate-income tracts. Loans to small businesses in moderate-income tracts were somewhat below that of all reporting lenders and the percentage of businesses in these tracts.

Borrower Distribution of Lending

The distribution of borrowers reflects excellent distribution among businesses of different sizes and adequate distribution among borrowers of different income levels. A greater proportion of small business loans were originated compared to aggregate volumes. In comparison, 73 percent of BB&T's loans were to businesses with annual gross revenues of less than \$1 million versus approximately 38 percent of all business originations by all lenders. Fifty-nine percent of businesses in the assessment area reported gross revenues of \$1 million or less.

The borrower distribution of home mortgage loans reflects levels to low-income borrowers that were above aggregate levels for home improvement and refinance loans, while home purchase loans were slightly below aggregate levels. The distribution of all three loan types amongst moderate-income families was in line with aggregate ratios.

Flexible Lending Programs

BB&T provides a good array of flexible lending programs. Please refer to the comments in the Flexible Lending Program section of this public evaluation for additional details regarding these programs.

Community Development Lending

BB&T reported no community development lending activity in the non-MSA area during the review period.

INVESTMENT TEST

The bank has an adequate level of qualified community development investments in the non-metropolitan assessment areas of Tennessee relative to the bank's operations in this assessment area. The bank's CRA qualified investments in this assessment area totaled \$1.75 million, or 4 percent of CRA investments in the state. The CRA investments consisted of CAHEC equity funds and modest amounts of donations. All are current period investments. Table 14 in Appendix F details the bank's investments by assessment area.

SERVICE TEST

Retail Banking Services

As of year end 2007, BB&T operated 15 bank offices in the non-metropolitan assessment areas of Tennessee. This assessment area's share of bank offices located in the state is 28 percent. The bank offices are readily accessible to all portions of the assessment area. There are no low-income tracts in the non-MSA. The percentage of bank offices located in moderate-income census tracts is 7 percent which is comparable to the percentage of the population located in moderate-income census tracts, 6 percent. There have been no opening or closing of branches since the last evaluation. Table 15 in Appendix F details the bank's delivery system distribution as of year-end 2007.

Community Development Services

BB&T provided an adequate level of community development services in this assessment area during this evaluation period. Personnel reported providing financial literacy seminars to school age children on multiple occasions during the 3-year period.

METROPOLITAN AREAS – LIMITED REVIEWS

DESCRIPTION OF INSTITUTION’S OPERATIONS IN CHATTANOOGA, CLEVELAND, JOHNSON CITY, MORRISTOWN, AND NASHVILLE MSAs:

The bank operates 19 branches in the 5 MSAs for limited review. When combined these areas represent 23 percent of the lending activities and 48 percent of the deposits for the state of Tennessee. The 2 de novo branches opened in the Nashville MSA since the last evaluation had limited performance to analyze, but have been a significant source of deposits for the state numbers since opening in 2005 and 2007.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN LIMITED REVIEW AREAS:

Presented in Appendix F is data used to review these assessment areas. Examiners found that this data and other reviewed data were consistent with the overall conclusions expressed with respect to each assessment factor in the overall rating for the state of Tennessee. Specific attention is directed to the Investment Test however, where sizable investments in low-income housing tax credits were observed in the Cleveland MSA (\$8.4 million) and Nashville MSA (\$3.3 million), in addition to the statewide investment of \$23.3 million, available to all areas, including the designated assessment areas.

WASHINGTON, DC, MULTISTATE METROPOLITAN AREA

CRA RATING FOR Washington, DC, including the District of Columbia, Maryland, Virginia, and West Virginia : Outstanding*

The Lending Test is rated: Outstanding

The Investment Test is rated: Outstanding

The Service Test is rated: Outstanding

SCOPE OF EXAMINATION:

The evaluation of BB&T's Washington, DC, multi-state MSA performance primarily considered the operations of BB&T in its Washington, DC, metropolitan assessment area. The institution has designated the entire multi-state area as its assessment area. Core tables related to the Washington DC multi-state MSA lending, investment, and branch locations may be found in Appendix F, pages 355-368.

DESCRIPTION OF INSTITUTION'S OPERATIONS IN Washington, DC Multi-State Metropolitan Area:

The institution operates a total of 150 branches in the District of Columbia (10 branches), Maryland (24 branches), Virginia (113 branches), and West Virginia (3 branches) portions of the multi-state MSA. Selected demographics for the multi-state assessment area are contained in the following table.

*This rating reflects performance within the multistate metropolitan area. The statewide evaluations are adjusted and do not reflect performance in the parts of those states contained within the multistate metropolitan area.

Washington DC Multi-State MSA AA

Demographic Information for Full Scope Area: Washington DC Multi-State MSA AA						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	807	8.80	24.91	37.17	28.13	0.99
Population by Geography	3,727,565	5.92	23.50	40.21	30.23	0.15
Owner-Occupied Housing by Geography	871,028	2.09	17.03	43.79	37.08	0.00
Business by Geography	295,850	4.71	17.43	38.98	36.93	1.95
Farms by Geography	4,372	1.37	15.46	48.72	34.31	0.14
Family Distribution by Income Level	918,751	20.20	17.82	22.23	39.74	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	349,353	11.24	36.34	38.69	13.73	0.00
Median Family Income HUD Adjusted Median Family Income for 2006 Households Below Poverty Level		71,100 88,200 7%	Median Housing Value Unemployment Rate (2000 US Census)	181,737 2.52%		

(*) The NA category consists of geographies that have not been assigned an income classification.

Source: 2000 US Census and 2006 HUD updated MFI

In this assessment area, approximately 6 percent of the families are below the poverty level. Typically, families below the poverty level could not afford a house; therefore in comparing the distribution of borrowers by income level to the distribution of families by income level one would expect a distribution between 14 percent and 20 percent. Yet the median housing price for the MSA is the highest of all MSAs reviewed and thus the availability of affordable housing that a low-income family may purchase significantly impacts the lending activity.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN Washington, DC, Multi-State Metropolitan Area:

Lending Test

BB&T's Lending Test performance in the multi-state MSA is rated Outstanding. The rating reflects a high level of attention to the credit needs of the assessment areas it serves. HMDA-related and small business loans totaled for just under 8,600 loans for almost \$2 billion.

Geographic Distribution of Lending

The geographic distribution for home purchase, home improvement, and refinance loans is considered good for the MSA for 2006. Ratios are in line with owner-occupied housing units for all three loan types in low- and moderate income tracts, although the institution's portfolio ratio for these tracts is slightly less than aggregate reporters. Lending on multi-family housing units is excellent in low- and moderate income geographies, with 6 of the 9 loans on properties in these

geographies.

Lending to small businesses reflects adequate penetration of low- and moderate-income tracts. Loans in low-income tracts were less than the percentage of businesses in these tracts, 3 percent versus the 5 percent of total businesses being located in low-income tracts. Aggregate lending reflected 3 percent of total small business loans being originated in these tracts, however. Moderate-income tract penetration was similar, as 17 percent of total businesses reported locations in moderate income tracts versus the 14 percent of total bank loans. Aggregate lending reflects 14 percent of total small business loans being originated in these tracts.

Borrower Distribution of Loans

The borrower distribution for home related loan activity reflects satisfactory levels of lending to low- and moderate income borrowers. When compared to aggregate lending data for home purchase, home improvement, and refinance loans, BB&T performed better than aggregate for low-income borrowers, but in line with or slightly less than aggregate among moderate-income borrowers. When compared to the percentage of families of the various income levels, the bank is in line with moderate-income borrowers for home improvement and refinance loans. The bank's performance and for all reporters of home purchase loans to low-income families is below the percentages one would expect at approximately 3 percent, which is indicative of the high median housing prices in this MSA.

Lending to small businesses is adequate among businesses with revenues of \$1 million or less for this assessment area. Aggregate lending volume was just 31 percent of all reported loans originated for businesses with gross revenues of \$1 million or less compared to the bank's 54 percent. The percentage of small businesses with revenues of \$1 million or less was 67 percent for the MSA. Loans in amounts of \$100,000 represent over 49 percent of small business loans in the metropolitan area.

Flexible Lending Programs

BB&T provides a good array of flexible lending programs. Please refer to the comments in the Flexible Lending Program section of this public evaluation for additional details regarding these programs.

Community Development Lending

BB&T's community development lending in the Washington DC assessment area is excellent. The bank reported 53 community development loans totaling \$95.3 million. This amount represents 8.5 percent of total bank wide community development lending by dollar volume which exceeds the level of bank operations in this assessment area. The community development loans were for the purpose of affordable housing, economic development, and community services targeted to low- or moderate-income people.

INVESTMENT TEST

The bank has a high level of qualified community development investments in the Washington DC assessment area relative to the bank's operations in this assessment area. The bank's CRA qualified investments in this assessment area totaled \$60.3 million, or 7 percent of bank wide total investments. The CRA investments consisted of \$489 thousand in charitable donations, \$55.8 million in current period affordable housing tax credits, and \$4.0 million in prior period tax credits. Table 14 in Appendix F details the bank's investments by assessment area.

SERVICE TEST

BB&T's performance under the service test in the Washington DC MSA is very good. Delivery systems are readily accessible to all areas of the assessment area. Services are tailored to the convenience and needs of the assessment areas. In addition, BB&T has provided a high level of community development services in Washington DC.

Retail Banking Services

As of year end 2007, BB&T operated 150 bank offices in the Washington DC assessment area. This assessment area's share of all BB&T bank offices is approximately 10 percent. The bank offices are readily accessible to all portions of the assessment area. The percentage of bank offices located in low-income census tracts, 3 percent, is lower than the percentage of the population located in low-income census tracts, 6 percent. The percentage of bank offices located in moderate-income census tracts is 17 percent which is also slightly lower than the percentage of the population located in moderate-income census tracts, 23 percent. Changes in this assessment areas branch distribution since the previous CRA evaluation has resulted in one new branch each in the low-income and moderate-income census tracts. Table 15 in Appendix F details the bank's delivery system distribution as of year-end 2007.

Community Development Services

BB&T provided an excellent level of community development services in this assessment area during this evaluation period. On average, personnel have served 60 organizations annually in the Washington DC multi-state MSA. A partial listing follows.

- A BB&T community development coordinator serves as an advisory board member at the Local Initiatives Support Coalition. LISC provides technical support, grants, loans and equity investments to CDCs for neighborhood redevelopment. This BB&T community development coordinator has also served in varying capacities to 10 other community development organizations during 2005.
- A BB&T business services officer provides technical expertise to the Neighborhood Economic Development Corporation, a lending subsidiary of the National Capital Revitalization Corporation, focused on providing credit in low- and moderate-income areas of the District.
- A BB&T regional sales coordinator serves as a board member of Building Futures, an organization that provides affordable housing.

- A BB&T city executive provides technical expertise to the Dingman Center, a small business development organization.
- A BB&T business banker serves as a board member of Shenandoah Women's Center, a resource organization for low- or moderate-income women.
- A BB&T business services officer serves on the Tri-County Council for Southern Maryland, a regional economic agency for the 3 counties in the MSA.
- A BB&T business services officer provides credit counseling to prospective Habitat for Humanity homebuyers.
- A BB&T mortgage loan officer serves as chairman of the affordable housing committee for the Mortgage Bankers Association of Metro Washington.
- A BB&T mortgage loan officer serves as vice-chairman of the Housing Action Committee, an organization that builds and renovates existing properties for sale or lease to low- and moderate-income families.
- A BB&T community development specialist provides technical expertise to the Virginia New Alliance Task Force, organized for the purpose of finding better ways to serve low- or moderate-income areas of Northern Virginia.

CHARLOTTE, NC-SC MULTI-STATE MSA

CRA RATING FOR CHARLOTTE, NC-SC, MULTI-STATE MSA* : Satisfactory

The Lending Test is rated: High Satisfactory

The Investment Test is rated: High Satisfactory

The Service Test is rated: High Satisfactory

SCOPE OF EXAMINATION

BB&T operates 49 offices within the North Carolina portion and 4 branches in the South Carolina portion of this multi-state MSA. As a multi-state MSA, the area receives its own lending, investment and services test ratings. However, the concentration of lending represents approximately 4 percent of the overall reported HMDA and CRA loan data. Core tables related to the Charlotte, NC-SC, multi-state MSA lending, investment, and branch locations may be found in Appendix F, pages 369-382.

DESCRIPTION OF INSTITUTION'S OPERATIONS IN CHARLOTTE, NC-SC, MULTI-STATE MSA:

The bank operated 53 branches in the multi-state MSA. The bank maintains several major departments, including the CRA department, in its downtown Charlotte office building. BB&T ranks third in the MSA in terms of deposit market share. Selected demographics of the assessment area are contained in the table below.

Charlotte NC Multi-State MSA AA

Demographic Information for Full Scope Area: Charlotte NC Multi-State MSA AA						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	267	5.99	27.34	42.70	23.22	0.75
Population by Geography	1,330,448	3.20	22.69	48.82	25.14	0.14
Owner-Occupied Housing by Geography	344,864	1.23	18.14	51.31	29.32	0.00
Business by Geography	108,851	3.50	20.04	44.04	32.24	0.17
Farms by Geography	2,495	1.12	15.59	58.48	24.77	0.04
Family Distribution by Income Level	353,333	19.43	18.53	22.93	39.11	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	134,114	5.82	34.05	49.13	11.00	0.00
Median Family Income HUD Adjusted Median Family Income for 2006 Households Below Poverty Level		54,850 64,400 9%	Median Housing Value Unemployment Rate (2000 US Census)	129,322 2.81%		

*This rating reflects performance within the multistate metropolitan area. The statewide evaluations are adjusted and do not reflect performance in the parts of those states contained within the multistate metropolitan area.

(*) The NA category consists of geographies that have not been assigned an income classification.
Source: 2000 US Census and 2006 HUD updated MFI

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN CHARLOTTE, NC-SC, MULTI-STATE MSA:

Lending Test

BB&T's Lending Test performance in the multi-state MSA is rated High Satisfactory. The rating reflects a high level of attention to the credit needs of the assessment areas it serves.

Geographic Distribution of Lending

The bank's geographic distribution for home purchase, home improvement, and refinance is considered good for the MSA for 2006. Ratios are in line with owner-occupied housing units and aggregate lending levels for home purchase and improvement loans in low- and moderate income tracts. For refinance loans, the volume of loans in low-income tracts is slightly less than the levels of aggregate lending and percentage of housing units, but slightly better than aggregate in moderate-income tracts.

Lending to small businesses reflects excellent penetration, particularly in moderate-income tracts. Loans in low-income tracts were in line with the percentage of businesses in these tracts and aggregate lending levels. Moderate-income tract penetration was excellent, as 20 percent of total businesses reported locations in moderate income tracts versus the 27 percent of total bank loans. Aggregate lending reflects 15 percent of total small business loans being originated in these tracts.

Borrower Distribution of Loans

The borrower distribution for home related loan activity reflects excellent levels of lending to low-income borrowers. When compared to aggregate lending data for all three types of home loans, BB&T's performance exceeds that of all other reporting lenders for this income category of borrower. Moderate-income levels of lending were fully in line with aggregate levels and the percentage of families for this income category. Lending to small businesses is good among businesses with revenues of \$1 million or less in the assessment area at 60 percent. Aggregate lending volume was just 38 percent of all reported loans originated for businesses with gross revenues of \$1 million or less. Loans in amounts of \$100,000 represent over 58 percent of small business loans in the metropolitan area and 78 percent in amounts less than \$250,000.

Flexible Lending Programs

BB&T provides a good array of flexible lending programs. Please refer to the comments in the Flexible Lending Program section of this public evaluation for additional details.

Community Development Lending

BB&T has originated a good level of community development loans in the Charlotte MSA. During this evaluation period, the bank originated 29 community development loans totaling \$26.2 million which is relative to the bank's operations in the multi-state MSA. The majority of loans were for the purpose of affordable housing, and purchase and renovation of existing apartments in moderate-income areas.

INVESTMENT TEST

BB&T's performance under the investment test in the Charlotte MSA is rated High Satisfactory. During this evaluation period, the bank made \$14.2 million in CRA investments which is high relative to the bank's operations in this assessment area. The investments consisted of CAHEC equity investments, affordable housing equity investments, and charitable contributions.

SERVICE TEST

BB&T's performance under the service test in the Charlotte MSA is rated High Satisfactory. Delivery systems are readily accessible to all portions of the bank's assessment areas and the bank has provided a relatively high level of community development services in the multi-state MSA.

Retail Banking Services

As of year end 2007, BB&T operated 53 bank offices in the Charlotte metropolitan assessment area. This assessment area's share of all BB&T bank offices is approximately 3 percent. The bank offices are readily accessible to all portions of the assessment area. The bank had no offices located in low-income census tracts, compared to the percentage of the population located in low-income census tracts, 3 percent. The percentage of bank offices located in moderate-income census tracts is 23 percent which mirrors than the percentage of the population located in moderate-income census tracts, 23 percent. Changes in this assessment areas branch distribution since the previous CRA evaluation has resulted in one new branch in a moderate-income census tract. Table 15 in Appendix F details the bank's delivery system distribution as of year-end 2007.

Community Development Services

BB&T provided a high level of community development services in this assessment area during this evaluation period. On average, personnel have served 35 organizations annually in the Charlotte multi-state MSA. A partial listing follows.

- A BB&T mortgage loan officer serves as a board member for the Charlotte Mecklenburg Housing Authority, Charlotte Regional Housing Coalition, Friendship CDC, and Grier Heights CDC. Each involves providing technical support, and administering grants, loan programs, and equity investments at the various organizations.
- A Community Development Specialist serves on the boards of the South Carolina Asset Development Collaborative, the South Carolina Associations for CDCs, and the Southern Association for Financial Empowerment.

- Several city executives serve on the boards of downtown development commissions of cities within the MSA including Wadesboro, Gastonia, Mt. Holly, and Charlotte.

LOUISVILLE, KY-IN MULTI-STATE MSA

CRA RATING FOR LOUISVILLE, KY-IN MULTI-STATE MSA^{*}: Satisfactory

The Lending Test is rated: High Satisfactory

The Investment Test is rated: High Satisfactory

The Service Test is rated: High Satisfactory

SCOPE OF EXAMINATION

Through the acquisition of Mid-America Bankshares, BB&T acquired its 26 branches in Kentucky and 2 branches in Indiana of the Louisville multi-state MSA. As a multi-state MSA, the area receives its own lending, investment and services test ratings. However, the concentration of lending represents slightly more than 1 percent of the overall reported HMDA and CRA loan data. Core tables related to the Louisville, KY-IN, multi-state MSA lending, investment, and branch locations may be found in Appendix F, pages 383-396.

DESCRIPTION OF INSTITUTION'S OPERATIONS IN LOUISVILLE, KY-IN MULTI-STATE MSA:

The bank operated 28 branches in the multi-state MSA. BB&T ranks fifth in the MSA in terms of deposit market share. Selected demographics of the assessment area are contained in the table below.

Louisville Multi-State MSA AA

Demographic Information for Full Scope Area: Louisville Multi-State MSA AA						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	267	5.24	25.47	44.57	24.72	0.00
Population by Geography	1,161,975	3.88	18.81	50.66	26.66	0.00
Owner-Occupied Housing by Geography	321,347	1.66	14.61	53.99	29.74	0.00
Business by Geography	84,697	3.49	20.75	42.66	33.11	0.00
Farms by Geography	2,920	0.82	9.08	62.09	28.01	0.00
Family Distribution by Income Level	314,552	19.90	17.99	22.89	39.22	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	119,176	7.46	27.10	52.14	13.30	0.00
Median Family Income HUD Adjusted Median Family Income for 2006 Households Below Poverty Level		49,301 58,900 11%	Median Housing Value Unemployment Rate (2000 US Census)		106,053 2.36%	

(*) The NA category consists of geographies that have not been assigned an income classification.

Source: 2000 US Census and 2006 HUD updated MFI

*This rating reflects performance within the multistate metropolitan area. The statewide evaluations are adjusted and do not reflect performance in the parts of those states contained within the multistate metropolitan area.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN LOUISVILLE, KY-IN, MULTI-STATE MSA:

Lending Test

BB&T's Lending Test performance in the multi-state MSA is rated High Satisfactory. The rating reflects a high level of attention to the credit needs of the assessment areas it serves.

Geographic Distribution of Lending

The bank's geographic distribution for home purchase, home improvement, and refinance is considered good for the MSA for 2006. Ratios are in line with owner-occupied housing units and aggregate lending levels for home purchase loans in low- and moderate income tracts. For home improvement loans, the bank exceeds the percentage of housing units and aggregate levels of lending in both low- and moderate-income tracts. For refinance loans, the largest category of loan type by a wide margin, the volume of loans in low- and moderate-income tracts is in line with the levels of aggregate lending and percentage of housing units.

Lending to small businesses reflects excellent penetration of low- and moderate-income tracts. Loans in low-income tracts were nearly double the percentage of businesses in these tracts, 6 percent versus the 3.5 percent of total businesses being located in low-income tracts. Aggregate lending reflected 3 percent of total small business loans being originated in these tracts. Moderate-income tract penetration was also excellent, as 21 percent of total businesses reported locations in moderate income tracts versus the 30 percent of total bank loans. Aggregate lending reflects 17 percent of total small business loans being originated in these tracts.

Borrower Distribution of Loans

The borrower distribution for home related loan activity reflects excellent levels of lending to low- and moderate income borrowers. When compared to aggregate lending data for all three types of home loans, BB&T's performance exceeds that of all other reporting lenders among low-income borrowers. Lending among moderate-income borrowers was higher than aggregate for home improvement and refinance loans, and for all loan types, greater than the percentage of families for the MSA. Lending to small businesses is good among businesses with revenues of \$1 million or less in the assessment area at 64 percent. Aggregate lending volume was just 37 percent of all reported loans originated for businesses with gross revenues of \$1 million or less. Loans in amounts of \$100,000 represent over 57 percent of small business loans in the metropolitan area and 74 percent in amounts less than \$250,000.

Flexible Lending Programs

BB&T provides a good array of flexible lending programs. Please refer to the comments in the Flexible Lending Program section of this public evaluation for additional details.

Community Development Lending

BB&T has originated an excellent level of community development loans in the Louisville MSA. During this evaluation period, the bank originated 29 community development loans totaling \$23.4 million which is relative to the bank's operations in the Louisville MSA.

INVESTMENT TEST

BB&T's performance under the investment test in the Louisville MSA is rated High Satisfactory. During this evaluation period, the bank made \$11.6 million in CRA investments which is high relative to the bank's operations in this assessment area. The investments consisted of \$11.3 million of prior-period CAHEC equity investments and affordable housing tax credits, and \$267 thousand in current-period charitable contributions.

SERVICE TEST

BB&T's performance under the service test in the Louisville MSA is rated High Satisfactory. Delivery systems are readily accessible to all portions of the bank's assessment areas and the bank has provided a relatively high level of community development services in the Louisville MSA.

Retail Banking Services

As of year end 2007, BB&T operated 28 bank offices in the Louisville metropolitan assessment area. This assessment area's share of all BB&T bank offices is approximately 2 percent. The bank offices are readily accessible to all portions of the assessment area. The percentage of bank offices located in low-income census tracts, 4 percent, is equal to the percentage of the population located in low-income census tracts, 4 percent. The percentage of bank offices located in moderate-income census tracts is 25 percent which is also greater than the percentage of the population located in moderate-income census tracts, 19 percent. Table 15 in Appendix F details the bank's delivery system distribution as of year-end 2007.

Community Development Services

BB&T provided a high level of community development services in this assessment area during this evaluation period. On average, personnel have served 16 organizations annually in the Louisville multi-state MSA. A partial listing follows.

- Three BB&T officers serve as advisory board member and board members at Louisville Community Development Bank. The primary purpose for this CDFI is to stimulate economic growth amongst the 12 inner-city neighborhoods of Louisville, both for residential and commercial opportunities.
- A business services manager serves on the Metropolitan Housing Coalition, which brings together public and private resources to provide safe, equitable, and affordable housing opportunities for all persons in the community.
- A business support specialist serves on the board of Venture Club of Louisville, Inc. The organization brings together local entrepreneurs and investors for the purpose of

expanding existing business and growing commercial investment opportunities in the Louisville Metro area.

- A commercial real estate manager serves on the board of the local Habitat for Humanity and the Housing Partnership. Other employees have taught financial education seminars through these entities as well.

KINGSPORT-BRISTOL, TN-VA, MULTI-STATE MSA

CRA RATING FOR KINGSPORT-BRISTOL, TN-VA, MULTI-STATE MSA* : Satisfactory

The Lending Test is rated: Low Satisfactory

The Investment Test is rated: Low Satisfactory

The Service Test is rated: High Satisfactory

SCOPE OF EXAMINATION

BB&T operates 7 branches in Tennessee and 8 branches in Virginia for this multi-state MSA. As a multi-state MSA, the area receives its own lending, investment and services test ratings. However, the concentration of lending represents less than 1 percent of the overall reported HMDA and CRA loan data. Core tables related to the Kingsport-Bristol, TN-VA, multi-state MSA lending, investment, and branch locations may be found in Appendix F, pages 397-410.

DESCRIPTION OF INSTITUTION'S OPERATIONS IN KINGSPORT-BRISTOL, TN-VA, MULTI-STATE MSA:

The bank operated 15 branches in the multi-state MSA. BB&T ranks second in the MSA in terms of deposit market share. Selected demographics of the assessment area are contained in the table below.

Kingsport Multi-State MSA AA

Demographic Information for Full Scope Area: Kingsport Multi-State MSA AA						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	65	0.00	16.92	64.62	18.46	0.00
Population by Geography	298,484	0.00	13.60	69.84	16.56	0.00
Owner-Occupied Housing by Geography	94,344	0.00	11.96	70.73	17.30	0.00
Business by Geography	17,277	0.00	17.04	66.61	16.35	0.00
Farms by Geography	531	0.00	11.30	76.08	12.62	0.00
Family Distribution by Income Level	87,972	19.41	18.61	23.07	38.90	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	33,453	0.00	18.79	70.69	10.52	0.00
Median Family Income HUD Adjusted Median Family Income for 2006 Households Below Poverty Level		39,138 46,500 15%	Median Housing Value Unemployment Rate (2000 US Census)	78,875 2.23%		

(*) The NA category consists of geographies that have not been assigned an income classification.

Source: 2000 US Census and 2006 HUD updated MFI

*This rating reflects performance within the multistate metropolitan area. The statewide evaluations are adjusted and do not reflect performance in the parts of those states contained within the multistate metropolitan area.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN KINGSPORT-BRISTOL, TN-VA, MULTI-STATE MSA:

Lending Test

BB&T's Lending Test performance in the multi-state MSA is rated Low Satisfactory. The rating reflects a high level of attention to the credit needs of the assessment areas it serves.

Geographic Distribution of Lending

The bank's geographic distribution for home purchase, home improvement, and refinance is considered adequate for the MSA for 2006. Ratios are in line with owner-occupied housing units, but slightly below aggregate lending levels for all three loan types in moderate-income tracts. The MSA has no low-income tracts.

Lending to small businesses also reflects only adequate penetration of moderate-income tracts. Loans in moderate-income tracts were half of the percentage of businesses in these tracts, 8.5 percent compared to the 17 percent of total businesses being located in low-income tracts. Aggregate lending reflected 14.65 percent of total small business loans being originated in these tracts.

Borrower Distribution of Loans

The borrower distribution for home related loan activity reflects good levels of lending to low- and moderate income borrowers. When compared to aggregate lending data for all three types of home loans, BB&T's performance exceeds that of all other reporting lenders except for home purchase loans. For refinance loans, the largest loan type, the bank's was significant, particularly among moderate-income borrowers. Lending to small businesses is excellent among businesses with revenues of \$1 million or less in the assessment area at 77 percent. Aggregate lending volume was just 42 percent of all reported loans originated for businesses with gross revenues of \$1 million or less. Loans in amounts of \$100,000 represent over 66 percent of small business loans in the metropolitan area and 85 percent in amounts less than \$250,000.

Flexible Lending Programs

BB&T provides a good array of flexible lending programs. Please refer to the comments in the Flexible Lending Program section of this public evaluation for additional details.

Community Development Lending

BB&T has originated a good level of community development loans in the Kingsport-Bristol MSA. During this evaluation period, the bank originated 3 community development loans totaling \$2.4 million which is relative to the bank's operations in the MSA.

INVESTMENT TEST

BB&T's performance under the investment test in the Kingsport-Bristol MSA is rated Low Satisfactory. During this evaluation period, the bank made \$6.3 million in CRA investments which is reasonable relative to the bank's operations in this assessment area. The investments consisted of CAHEC equity investments, affordable housing equity investments, and charitable contributions.

SERVICE TEST

BB&T's performance under the service test in the Kingsport-Bristol MSA is rated High Satisfactory. Delivery systems are readily accessible to all portions of the bank's assessment areas and the bank has provided a relatively high level of community development services in the multi-state MSA.

Retail Banking Services

As of year end 2007, BB&T operated 15 bank offices in the Kingsport-Bristol assessment area. This assessment area's share of all BB&T bank offices is approximately 1 percent. The bank offices are readily accessible to all portions of the assessment area. There are no low-income census tracts in the assessment area. The percentage of bank offices located in moderate-income census tracts is 20 percent which is greater than the percentage of the population located in moderate-income census tracts, 14 percent. Table 15 in Appendix F details the bank's delivery system distribution as of year-end 2007.

Community Development Services

BB&T provided a good level of community development services in this assessment area during this evaluation period. On average, personnel have served 6 organizations annually in the Kingsport-Bristol multi-state MSA. A partial listing follows.

- A BB&T regional financial analyst serves on the board and a city executive serves as the Chairman of the Bristol Redevelopment and Housing Authority. The organization works to provide affordable and safe housing opportunities in the Bristol, VA area.
- A city executive serves as the board chair of the Southwest CDFI, which provides micro-business loans to small and developing businesses in the region, including Kingsport.

ALABAMA

ANNISTON METROPOLITAN AREA – LIMITED REVIEW

CRA RATING FOR ALABAMA: Satisfactory

The Lending Test is rated: Low Satisfactory

The Investment Test is rated: High Satisfactory

The Service Test is rated: Low Satisfactory

SCOPE OF EXAMINATION

Through the acquisition of Century South Banks, Inc., BB&T acquired two branches in the Anniston, Alabama, MSA. These are the only two branches in the state as of December 31, 2007. Because of the limited volume of home mortgage and commercial loans, a limited review of the bank's performance in the state was conducted. Core tables related to the Alabama lending, investment, and branch locations may be found in Appendix F, pages 411-424.

DESCRIPTION OF INSTITUTION'S OPERATIONS IN ALABAMA:

The bank operated 2 branches in the state of Alabama. BB&T ranked seventh of nine institutions in the MSA in terms of deposit market share.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN THE STATE OF ALABAMA ASSESSMENT AREA:

Presented in Appendix F is data used to conduct a limited review of this assessment area. The institution originated 142 home loans and 81 commercial loans for a total of \$25 million in the MSA for 2006. The limited volume prevents significant analysis; however, the bank's performance is below aggregate lending volumes for the three loan types in moderate-income tracts and the bank originated no home loans in the 3 low-income tracts for 2006. A limited volume of home loans were extended to low-income borrowers, while the bank performed generally in line with moderate-income borrowers amongst the three loan types.

The small volume of small business loans reflects no loans in low-income tracts, but a higher than aggregate level of lending in moderate income tracts by a 38 percent to 21 percent margin. A significant majority of loans were to businesses with gross annual revenues \$1 million or less.

BB&T has originated a low level of community development loans in Alabama. During this evaluation period, the bank originated 2 community development loans totaling \$63 thousand which is relative to the bank's operations in the Anniston MSA.

INVESTMENT TEST

BB&T's performance under the investment test in Alabama is rated High Satisfactory. The bank has made only \$16 thousand in charitable donations in the Aniston MSA during the review

period. However, CRA qualified investments in the broader, statewide area of Alabama include \$10.1 million equity investment in tax credits for projects in Birmingham, Semmes, and Opelika.

SERVICE TEST

BB&T's performance under the service test in Alabama is rated Low Satisfactory. Delivery systems are reasonably accessible to all portions of the bank's assessment areas. The bank has provided a limited level of community development services in Alabama.

APPENDIX A

SCOPE OF EXAMINATION:

Branch Banking & Trust Company
SCOPE OF EXAMINATION: Large bank CRA examination procedures were used for this evaluation. Each state or multi-state MSA (if the bank had branches in more than one state) in which the institution maintains a branch office received analysis and review of its lending, investments, and services activities to arrive at a state-wide rating.
TIME PERIOD REVIEWED: For the lending activity, geographic distribution, and borrower distribution the time period was 2005, 2006, and 2007. For community development lending, innovative and flexible practices, investments and community development services the time period was 2005 through 2007. The branch and ATM distribution was as of June 2007.
PRODUCTS REVIEWED: Loans reported pursuant to HMDA and CRA data reporting requirements including community development loans, community development investment and services, and delivery systems for the bank's products and services.

LIST OF AFFILIATES AND PRODUCTS REVIEWED		
AFFILIATE(S):	AFFILIATE RELATIONSHIP:	PRODUCTS REVIEWED:
BB&T Corporation	Holding Company	Investments
Lendmark Financial Services, Inc.	Subsidiary	Loans
Liberty Mortgage Corporation	Subsidiary	Loans
Grandbridge Real Estate Capital, Inc.	Subsidiary	Loans

LIST OF ASSESSMENT AREAS AND TYPE OF EXAMINATION

ASSESSMENT AREA:	TYPE OF EXAMINATION:	BRANCHES VISITED:	OTHER INFORMATION:
Charlotte, NC Multi-State MSA	Full	None	None
Greensboro-High Point, NC	Full	None	None
Raleigh-Cary, NC	Full	None	None
NC Non-MSA	Full	None	None
Wilmington, NC	Full	None	None
Winston-Salem NC	Full	None	None
Asheville, NC	Limited	None	None
Burlington, NC	Limited	None	None
Durham-Chapel Hill, NC	Limited	None	None
Goldsboro, NC	Limited	None	None
Greenville, NC	Limited	None	None
Hickory, NC	Limited	None	None
Jacksonville, NC	Limited	None	None
Rocky Mount, NC	Limited	None	None
Washington, DC Multi-State MSA	Full	None	None
Atlanta, GA	Full	None	None
GA Non-MSA	Full	None	None
Athens, GA	Limited	None	None
Brunswick, GA	Limited	None	None
Dalton, GA	Limited	None	None
Gainesville, GA	Limited	None	None
Macon, GA	Limited	None	None
Savannah, GA	Limited	None	None
Valdosta, GA	Limited	None	None
Warner Robbins, GA	Limited	None	None
Baltimore, MD	Full	None	None
Bethesda, MD	Full	None	None
Salisbury, MD	Limited	None	None
MD Non-MSA	Limited	None	None
Charleston, WV	Full	None	None
WV Non-MSA	Full	None	None
Cumberland MD (WV County only)	Limited	None	None
Hagerstown MD (Martinsburg WV County only)	Limited	None	None
Morgantown, WV	Limited	None	None
Huntington, WV	Limited	None	None
Parkersburg, WV	Limited	None	None

LIST OF ASSESSMENT AREAS AND TYPE OF EXAMINATION

ASSESSMENT AREA:	TYPE OF EXAMINATION:	BRANCHES VISITED:	OTHER INFORMATION:
Wheeling, WV	Limited	None	None
KY Non-MSA	Full	None	None
Lexington, KY	Full	None	None
Owensboro, KY	Full	None	None
Bowling Green, KY	Limited	None	None
Clarksville, TN (KY county only)	Limited	None	None
Knoxville, TN	Full	None	None
TN Non-MSA	Full	None	None
Chattanooga, TN	Limited	None	None
Cleveland, TN	Limited	None	None
Johnson City, TN	Limited	None	None
Morristown, TN	Limited	None	None
Nashville, TN	Limited	None	None
Louisville, KY-IN Multi-State MSA	Full	None	None
Jacksonville, FL	Full	None	None
Sarasota-Bradenton, FL	Full	None	None
Tallahassee, FL	Full	None	None
Tampa-St. Petersburg, FL	Full	None	None
Cape Coral – Fort Myers, FL	Limited	None	None
FL Non-MSA	Limited	None	None
Deltona-Daytona Beach, FL	Limited	None	None
Fort Walton Beach, FL	Limited	None	None
Ft. Lauderdale, FL	Limited	None	None
Naples, FL	Limited	None	None
Ocala, FL	Limited	None	None
Orlando, FL	Limited	None	None
Palm Bay – Melbourne, FL	Limited	None	None
Palm Coast, FL	Limited	None	None
Panama City, FL	Limited	None	None
Pensacola, FL	Limited	None	None
Port St. Lucie – Fort Pierce, FL	Limited	None	None
West Palm Beach – Boca Raton, FL	Limited	None	None
Combined Non-MSA VA	Full	None	None
Richmond, VA	Full	None	None

LIST OF ASSESSMENT AREAS AND TYPE OF EXAMINATION

ASSESSMENT AREA:	TYPE OF EXAMINATION:	BRANCHES VISITED:	OTHER INFORMATION:
Virginia Beach – Norfolk – Newport News VA (VA Counties only)	Full	None	None
Blacksburg, VA	Limited	None	None
Charlottesville, VA	Limited	None	None
Danville, VA	Limited	None	None
Harrisonburg, VA	Limited	None	None
Lynchburg, VA	Limited	None	None
Roanoke, VA	Limited	None	None
Winchester, VA	Limited	None	None
Charleston, SC	Full	None	None
Columbia, SC	Full	None	None
Combined Non-MSA SC	Full	None	None
Greenville, SC	Full	None	None
Myrtle Beach, SC	Full	None	None
Anderson, SC	Limited	None	None
Florence, SC	Limited	None	None
Spartanburg, SC	Limited	None	None
Sumter, SC	Limited	None	None
Kingsport, TN-VA Multi-State MSA	Full	None	None
Anniston, AL	Full	None	None

APPENDIX B

SUMMARY OF STATE AND MULTISTATE MSA RATINGS				
STATE OR MULTISTATE MSA NAME:	LENDING TEST RATING:	INVESTMENT TEST RATING:	SERVICE TEST RATING:	OVERALL STATE RATING:
North Carolina	Outstanding	Outstanding	Outstanding	Outstanding
Virginia	Outstanding	Outstanding	High Satisfactory	Outstanding
South Carolina	High Satisfactory	Outstanding	Outstanding	Outstanding
Georgia	Outstanding	High Satisfactory	High Satisfactory	Outstanding
Maryland	High Satisfactory	High Satisfactory	High Satisfactory	Satisfactory
Florida	High Satisfactory	Outstanding	Low Satisfactory	Satisfactory
West Virginia	High Satisfactory	Low Satisfactory	Outstanding	Satisfactory
Kentucky	High Satisfactory	High Satisfactory	High Satisfactory	Satisfactory
Tennessee	Low Satisfactory	High Satisfactory	Low Satisfactory	Satisfactory
Washington DC Multi-State MSA	Outstanding	Outstanding	Outstanding	Outstanding
Charlotte, NC-SC Multi-State MSA	High Satisfactory	High Satisfactory	High Satisfactory	Satisfactory
Louisville KY-IN Multi-State MSA	High Satisfactory	High Satisfactory	High Satisfactory	Satisfactory
Kingsport-Bristol, TN-VA Multi- State MSA	Low Satisfactory	Low Satisfactory	High Satisfactory	Satisfactory
Alabama	Low Satisfactory	High Satisfactory	Low Satisfactory	Satisfactory

APPENDIX C – GENERAL DEFINITIONS

GEOGRAPHY TERMS

Block: Small areas bounded on all sides by visible features such as streets, roads, streams or rail road tracks, and invisible features like city or town boundaries or property lines. Blocks are subdivisions of census tracts or block numbering areas (BNA), and are assigned a unique three-digit number.

Block Group: Clusters of blocks within a census tract or BNA, having a four-digit number and a three-digit suffix. The four-digit number corresponds to the same number given to the census tract or BNA in which it is located.

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

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

Metropolitan Area (MA): One or more large population centers and adjacent communities that have a high degree of economic and social integration. Each MA must contain either a place with a minimum population of 50,000 of Census Bureau-defined urbanized area and a total MA population of at least 100,000 (75,000 in New England). An MA comprises one or more central counties and may include one or more outlying counties that have close economic and social relationships with the central county. In New England, Mas are composed of cities and towns rather than whole counties.

Metropolitan Statistical Area (MSA): One or more metropolitan areas that have economic and social ties.

Primary Metropolitan Statistical Area (PMSA): A large urbanized county or cluster of counties that demonstrate very strong internal economic and social links, in addition to close ties to other portions of the larger area. If an area qualifies as an MA and has more than one million persons, PMSAs may be defined within it.

Consolidated Metropolitan Statistical Area (CMSA): The larger area of which PMSAs are component parts.

Non-Metropolitan Area: All areas outside of metropolitan areas. The definition of non-metropolitan area is not consistent with the definition of rural areas. Urban and rural classifications cut across the other hierarchies; for example, there is generally both urban and rural territory within both metropolitan and non-metropolitan areas.

Urban Area: All territories, populations, and housing units in urbanized areas and in places of 2,500 or more persons outside urbanized areas. More specifically, “urban” consists of territory, persons, and housing units in: places of 2,500 or more persons incorporated as cities, villages, boroughs (except in Alaska and New York), and towns (except in the New England states, New York, and Wisconsin) but excluding the rural portions of “extended cities”; census designated place of 2,500 or more persons; and other territory, incorporated or unincorporated, including in urbanized areas.

Rural Area: Territories, populations and housing units that are not classified as urban.

HOUSING TERMS

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

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

Housing Unit: Includes a house, an apartment, a mobile home, a group of rooms, or a single room that is occupied as separate living quarters.

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

INCOME TERMS

Median Income: The median income divides the income distribution into two equal parts, one having incomes above the median and other having incomes below the median.

Area Median Income: The median family income for the MSA, if a person or geography is located in an MSA; or the statewide non-metropolitan median family income, if a person or geography is located outside an MSA.

Family Income: Includes the income of all members of a family that are age 15 and older.

Household Income: Includes the income of the householder and all other persons that are age 15 and older in the household, whether related to the householder or not. Because many households consist of only one person, median household income is usually less than median family income.

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

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

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

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

HUD Adjusted Income Data: The U.S. Department of Housing and Urban Development (HUD) issues annual estimates which update median family income from the metropolitan and non-metropolitan areas. HUD starts with the most recent U.S. Census data and factors in information from other sources to arrive at an annual estimate that more closely reflects current economic conditions.

OTHER TERMS

Home Mortgage Disclosure Loan Application Register (HMDA LAR): The HMDA LARs record all applications received for residential purchase, refinance, home improvement and temporary-to-permanent construction loans.

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

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

APPENDIX D – INVESTMENT DEFINITIONS

Community Development Corporation (CDC): A CDC allows banks and holding companies to make equity type of investments in community development projects. The equity investments are subject to limits specified by the bank's regulator. Bank CDCs can develop innovative debt instruments or provide near-equity investments tailored to the development needs of the community as well as to the financial and marketing needs of the bank. A CDC may purchase, own, rehabilitate, construct, manage and sell real property. Also, it may make equity or debt investments in development projects and in local businesses. The CDC activities are expected to directly benefit low- and moderate-income groups, and the investment dollars should not represent an undue risk on the banking organization. Any real estate ownership should generally be temporary, with ownership reverting to members or organizations in the community.

Community Development Financial Institutions (CDFIs): CDFIs are private intermediaries (either for profit or nonprofit) with community development as their primary mission. They procure loans and investments that conventional financial institutions are unable to invest in, and they link financing to other developmental activities. A CDFI facilitates the flow of lending and investment capital into distressed communities and to individuals who have been unable to take advantage of the services offered by traditional financial institutions. CDFIs share a common mission and can be chartered as a credit union or bank. CDFIs can also be unregulated nonprofit institutions that gather private capital from a range of social investors for community development lending or investing. Some basic types of CDFIs include community development banks, community development loan funds, community development credit unions, microenterprise funds, and community development venture capital funds. A certified CDFI must meet eligibility requirements, which include: having a primary mission of promoting community development; serving an investment area or target population; providing development services; maintaining accountability to residents of its investment area or targeted population through representation on its governing board of directors, or by other means; and not constituting an agency or instrumentality of the United States, of any state or political subdivision of a state.

Low Income Housing Tax Credits: The Low-Income Housing Tax Credit Program is a housing program contained within the Internal Revenue Code of 1986, as amended, which is administered by the U.S. Department of the Treasury and the Internal Revenue Service. The U.S. Treasury Department, through the Internal Revenue Service, distributes low-income housing tax credits to housing credit agencies. The housing agencies allocate tax credits on a competitive basis. Developers who acquire, rehabilitate, or construct low-income rental housing may keep their tax credits or sell them to corporations or investor groups, who, as owners of these properties, will be able to reduce their own federal tax payments. The credit can be claimed annually for ten consecutive years. For a project to be eligible, the developer must set aside a specific percentage of units for occupancy by low-income residents. The set-aside requirement remains in place throughout the compliance period, usually 30 years.

Qualified Investments: A qualified investment is defined as any lawful investment, deposit, membership share, or grant that has as its primary purpose community development to support the following endeavors: 1) affordable housing; 2) community services targeting low- and moderate-income individuals; 3) activities that promote economic development by financing small farms and small businesses; and 4) activities that revitalize or stabilize low- and moderate-income geographies.

APPENDIX E – STANDARD PE LANGUAGE

LENDING TEST

Scope of Test

The lending test evaluates the institution's record of helping to meet the credit needs of its assessment area(s) by considering an institution's home mortgage, small business, small farm, and community development lending. The institution's lending performance is evaluated pursuant to the following criteria: 1) the volume of lending activity; 2) the proportion of lending within the assessment area(s); 3) the dispersion of loans and the number and amount of loans in low-, moderate-, middle- and upper-income geographies in the assessment area(s); 4) the distribution of loans among borrowers of low-, moderate-, middle- and upper-income levels and businesses (including farms) of different sizes; 5) the distribution of small business and small farm loans by loan amount at origination; 6) the volume of community development lending; and 7) the use of innovative or flexible lending practices. Performance under the lending test is weighted more heavily than the investment and service tests when arriving at an overall rating.

Community Development Lending:

Performance Criteria

The institution's community development lending activities are evaluated pursuant to the following criteria: 1) the extent to which community development lending opportunities have been made available to the institution; 2) the responsiveness of the institution's community development lending; and 3) the extent of leadership the institution has demonstrated in community development lending.

Innovative and Flexible Lending Practices:

Performance Criteria

The institution's innovative and flexible lending practices are evaluated pursuant to the following criteria: 1) the degree to which the loans serve low- and moderate-income creditworthy borrowers in new ways or serve groups of creditworthy borrowers not previously served by the institution; and 2) the success of each product serving low- and moderate-income borrowers, including the number and dollar volume of loans originated during the review period.

INVESTMENT TEST

Scope of Test

The investment test evaluates the institution's record of helping to meet the credit needs of its assessment area(s) through its use of qualified investments that benefit the assessment area(s) or a broader statewide or regional area that includes the institution's assessment area(s). Activities considered under the lending or service test may not be considered under the investment test. The institution's investment performance is evaluated pursuant to the following criteria: 1) the dollar amount of qualified investments; 2) the innovativeness or complexity of qualified investments; 3) the responsiveness of qualified investments to credit and community development needs; and 4) the degree to which the qualified investments are not routinely provided by private investors.

SERVICE TEST

Scope of Test

The service test evaluates the institution's record of helping to meet the credit needs of its assessment area(s) by analyzing both the availability and effectiveness of the institution's systems for delivering retail banking services and the extent and innovativeness of its community development services. The institution's retail banking services are evaluated pursuant to the following criteria: 1) the distribution of the institution's branches among geographies of different income levels; 2) the record of opening and closing branches, particularly branches located in low- and moderate-income geographies or that primarily serve low- or moderate-income individuals; 3) the availability and effectiveness of alternate systems for delivering retail banking services; and 4) the range of services provided in low-, moderate-, middle-, and upper-income geographies and the degree to which the services are tailored to meet the needs of those geographies.

In addition, the institution's community development services are evaluated pursuant to the following criteria: 1) the extent of community development services offered and used; 2) the innovativeness of community development services, including whether they serve low- and moderate-income customers in new ways or serve groups of customers not previously served; 3) the degree to which they serve low- and moderate-income areas or individuals; and 4) their responsiveness to available opportunities for community development services.

APPENDIX F – STANDARD CORE TABLES

Institution ID: BRANCH BANKING AND

TRUST CO (30000009846) (Included)

Table 1. Lending Volume

LENDING VOLUME		Geography: NORTH CAROLINA						Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2006				
Assessment Area (2008):	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$(000's)	#	\$(000's)	#	\$(000's)	#	\$(000's)	#	\$(000's)	
Full Review:												
Combined Non-MSA NC AA	37.15	8,169	1,037,570	6,035	702,826	463	43,232	34	27,895	14,701	1,811,523	26.64
Greensboro-High Point NC AA	9.22	2,159	225,390	1,423	198,944	16	1,030	51	6,192	3,649	431,556	6.79
Raleigh-Cary NC AA	12.01	3,126	433,623	1,569	260,386	29	2,095	29	34,514	4,753	730,618	8.21
Wilmington NC AA	8.36	1,987	421,999	1,300	157,547	12	1,312	11	8,265	3,310	589,123	5.39
Winston-Salem NC AA	5.78	1,663	189,679	599	104,183	7	312	20	6,323	2,289	300,497	36.18
Limited Review:												
Asheville NC AA	2.88	739	141,153	395	64,128	2	137	5	4,802	1,141	210,220	1.53
Burlington NC AA	1.03	245	22,744	153	25,734	3	60	5	4,766	406	53,304	0.81
Durham-Chapel Hill NC AA	4.96	1,435	250,025	510	74,439	11	458	7	11,854	1,963	336,776	3.14
Fayetteville NC AA	4.40	927	111,213	770	140,317	13	1,987	30	12,477	1,740	265,994	3.50
Goldsboro NC AA	3.43	640	57,939	615	61,092	96	9,847	5	5,678	1,356	134,556	1.71
Greenville NC AA	2.74	602	63,732	453	68,613	28	4,113	0	0	1,083	136,458	1.36
Hickory NC AA	5.65	1,638	156,286	594	83,959	0	0	4	2,956	2,236	243,201	3.64
Jacksonville NC AA	0.87	204	30,782	138	15,170	3	189	1	93	346	46,234	0.23

* Loan Data as of December 31, 2006. Rated area refers to either state or multi-state MA rating area.

** The evaluation period for Community Development Loans is from January 01, 2009 to December 31, 2009.

*** Deposit Data as of February 10, 2010. Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

TRUST CO (30000009846) (Included)

Table 1. Lending Volume

LENDING VOLUME		Geography: NORTH CAROLINA						Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2006				
Assessment Area (2008):	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$(000's)	
Limited Review:												
Rocky Mount NC AA	1.53	322	31,264	253	34,621	23	2,528	6	517	604	68,930	0.87
Statewide/Outside AA								2	6,550	2	6,550	

* Loan Data as of December 31, 2006. Rated area refers to either state or multi-state MA rating area.

** The evaluation period for Community Development Loans is from January 01, 2009 to December 31, 2009.

*** Deposit Data as of February 10, 2010. Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

TRUST CO (30000009846) (Included)

Table 2a. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE DECEMBER 31, 2006			Geography: NORTH CAROLINA						Evaluation Period: JANUARY 1, 2006 TO					
Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*			
	#	% of Total**	% Owner Occ Units***	% BANK Loans***	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Low	Mod	Mid	Upp
Full Review:														
Combined Non-MSA NC AA	3,495	31.71	0.41	0.06	12.07	8.27	69.31	64.78	18.21	26.90	0.21	7.07	58.63	34.10
Greensboro-High Point NC AA	743	6.74	1.58	2.15	13.70	8.21	56.38	54.91	28.34	34.72	1.85	11.44	47.76	38.96
Raleigh-Cary NC AA	1,691	15.34	0.78	0.77	18.90	11.18	54.17	65.70	26.14	22.35	0.97	11.11	62.40	25.52
Wilmington NC AA	1,214	11.01	1.66	0.99	18.83	24.88	60.15	64.33	19.37	9.80	1.67	17.56	63.50	17.27
Winston-Salem NC AA	579	5.25	0.91	1.55	13.46	10.19	56.06	51.64	29.57	36.61	0.57	11.86	54.26	33.31
Limited Review:														
Asheville NC AA	394	3.57	0.55	0.51	6.31	5.58	81.77	78.43	11.36	15.48	1.09	6.82	77.65	14.44
Burlington NC AA	97	0.88	0.00	0.00	12.07	14.43	76.04	70.10	11.89	15.46	0.00	8.68	75.85	15.46
Durham-Chapel Hill NC AA	771	7.00	2.82	3.63	10.54	6.74	52.16	51.75	34.48	37.87	3.43	8.18	52.26	36.13
Fayetteville NC AA	386	3.50	1.15	0.78	7.45	4.15	70.71	68.91	20.69	26.17	0.37	5.33	71.66	22.63
Goldensboro NC AA	275	2.50	1.16	1.82	18.30	11.64	62.30	60.36	18.23	26.18	1.03	15.12	56.62	27.23
Greenville NC AA	401	3.64	1.48	0.75	9.91	5.24	54.67	48.63	33.94	45.39	0.58	5.64	40.92	52.86
Hickory NC AA	679	6.16	0.00	0.00	8.05	5.60	85.34	85.86	6.61	8.54	0.00	6.24	82.48	11.27
Jacksonville NC AA	120	1.09	0.69	0.00	3.33	0.83	77.08	75.00	18.90	24.17	0.22	2.78	80.18	16.82

* Based on 2006 Peer Mortgage Data (Eastern)

** Home purchase loans originated and purchased in the MA/AA as a percentage of all home purchase loans originated and purchased in the rated area.

*** Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

**** Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

TRUST CO (30000009846) (Included)

Table 2a. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE DECEMBER 31, 2006		Geography: NORTH CAROLINA						Evaluation Period: JANUARY 1, 2006 TO						
Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*			
	#	% of Total**	% Owner Occ Units***	% BANK Loans*** *	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Low	Mod	Mid	Upp
Limited Review:														
Rocky Mount NC AA	177	1.61	0.11	0.00	12.49	6.21	70.39	69.49	17.01	24.29	0.04	10.04	65.52	24.40

* Based on 2006 Peer Mortgage Data (Eastern)

** Home purchase loans originated and purchased in the MA/AA as a percentage of all home purchase loans originated and purchased in the rated area.

*** Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

**** Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

TRUST CO (30000009846) (Included)

Table 3a. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT DECEMBER 31, 2006		Geography: NORTH CAROLINA								Evaluation Period: JANUARY 1, 2006 TO					
Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*				
	#	% of Total*	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Low	Mod	Mid	Upp	
Full Review:															
Combined Non-MSA NC AA	898	42.90	0.41	0.33	12.07	11.02	69.31	66.48	18.21	22.16	0.39	11.07	65.30	23.24	
Greensboro-High Point NC AA	173	8.27	1.58	2.89	13.70	12.72	56.38	55.49	28.34	28.90	2.24	15.65	54.76	27.35	
Raleigh-Cary NC AA	193	9.22	0.78	0.52	18.90	20.73	54.17	58.55	26.14	20.21	1.04	14.65	59.30	25.00	
Wilmington NC AA	115	5.49	1.66	2.61	18.83	15.65	60.15	74.78	19.37	6.96	2.22	18.59	61.80	17.39	
Winston-Salem NC AA	165	7.88	0.91	1.82	13.46	15.15	56.06	54.55	29.57	28.48	1.25	14.68	54.98	29.09	
Limited Review:															
Asheville NC AA	62	2.96	0.55	0.00	6.31	4.84	81.77	77.42	11.36	17.74	0.52	7.40	79.38	12.71	
Burlington NC AA	11	0.53	0.00	0.00	12.07	18.18	76.04	72.73	11.89	9.09	0.00	10.60	81.11	8.29	
Durham-Chapel Hill NC AA	97	4.63	2.82	4.12	10.54	15.46	52.16	45.36	34.48	35.05	3.19	12.13	56.38	28.30	
Fayetteville NC AA	127	6.07	1.15	0.79	7.45	6.30	70.71	67.72	20.69	25.20	0.96	5.57	72.24	21.23	
Goldsboro NC AA	69	3.30	1.16	0.00	18.30	11.59	62.30	66.67	18.23	21.74	1.47	17.06	57.35	24.12	
Greenville NC AA	37	1.77	1.48	0.00	9.91	16.22	54.67	48.65	33.94	35.14	0.58	11.85	58.09	29.48	
Hickory NC AA	108	5.16	0.00	0.00	8.05	1.85	85.34	90.74	6.61	7.41	0.00	8.68	85.79	5.53	
Jacksonville NC AA	9	0.43	0.69	0.00	3.33	0.00	77.08	66.67	18.90	33.33	0.51	3.71	77.40	18.38	

* Based on 2006 Peer Mortgage Data (Eastern)

** Home improvement loans originated and purchased in the MA/AA as a percentage of all home improvement loans originated and purchased in the rated area.

*** Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

**** Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

TRUST CO (30000009846) (Included)

Table 3a. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT DECEMBER 31, 2006			Geography: NORTH CAROLINA						Evaluation Period: JANUARY 1, 2006 TO					
Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*			
	#	% of Total*	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Low	Mod	Mid	Upp
Limited Review:														
Rocky Mount NC AA	29	1.39	0.11	0.00	12.49	6.90	70.39	86.21	17.01	6.90	0.00	12.73	67.88	19.39

* Based on 2006 Peer Mortgage Data (Eastern)

** Home improvement loans originated and purchased in the MA/AA as a percentage of all home improvement loans originated and purchased in the rated area.

*** Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

**** Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

TRUST CO (30000009846) (Included)

Table 4a. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE DECEMBER 31, 2006			Geography: NORTH CAROLINA								Evaluation Period: JANUARY 1, 2006 TO			
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*			
	#	% of Total**	% Owner Occ Units***	% BANK Loans*** *	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Low	Mod	Mid	Upp
Full Review:														
Combined Non-MSA NC AA	3,762	35.19	0.41	0.21	12.07	9.01	69.31	63.93	18.21	26.85	0.30	8.19	62.47	29.05
Greensboro-High Point NC AA	1,241	11.61	1.58	0.64	13.70	8.54	56.38	57.13	28.34	33.68	1.87	13.09	52.25	32.79
Raleigh-Cary NC AA	1,239	11.59	0.78	0.24	18.90	13.24	54.17	61.26	26.14	25.26	0.90	13.19	60.37	25.54
Wilmington NC AA	654	6.12	1.66	0.61	18.83	12.39	60.15	71.10	19.37	15.90	1.45	12.96	66.20	19.39
Winston-Salem NC AA	917	8.58	0.91	0.55	13.46	8.83	56.06	55.07	29.57	35.55	1.15	13.34	53.73	31.78
Limited Review:														
Asheville NC AA	279	2.61	0.55	0.00	6.31	3.23	81.77	83.87	11.36	12.90	0.92	6.24	80.83	12.01
Burlington NC AA	137	1.28	0.00	0.00	12.07	9.49	76.04	83.21	11.89	7.30	0.00	11.52	76.51	11.96
Durham-Chapel Hill NC AA	564	5.28	2.82	1.77	10.54	5.14	52.16	53.19	34.48	39.89	4.14	9.15	53.68	33.02
Fayetteville NC AA	407	3.81	1.15	0.74	7.45	5.41	70.71	71.01	20.69	22.85	0.68	5.53	70.05	23.74
Goldsboro NC AA	293	2.74	1.16	0.00	18.30	12.29	62.30	63.48	18.23	24.23	1.07	19.67	57.03	22.23
Greenville NC AA	162	1.52	1.48	0.00	9.91	5.56	54.67	51.23	33.94	43.21	0.94	9.21	44.95	44.91
Hickory NC AA	844	7.90	0.00	0.00	8.05	4.74	85.34	86.49	6.61	8.77	0.00	6.16	86.31	7.53

* Based on 2006 Peer Mortgage Data (Eastern)

** Home refinance loans originated and purchased in the MA/AA as a percentage of all home refinance loans originated and purchased in the rated area.

*** Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

**** Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

Jacksonville NC AA	75	0.70	0.69	0.00	3.33	1.33	77.08	74.67	18.90	24.00	0.21	2.92	78.11	18.75
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TRUST CO (30000009846) (Included)

Table 4a. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE DECEMBER 31, 2006				Geography: NORTH CAROLINA				Evaluation Period: JANUARY 1, 2006 TO						
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*			
	#	% of Total**	% Owner Occ Units***	% BANK Loans*** *	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Low	Mod	Mid	Upp
Limited Review:														
Rocky Mount NC AA	116	1.09	0.11	0.00	12.49	9.48	70.39	77.59	17.01	12.93	0.00	12.23	67.07	20.70

* Based on 2006 Peer Mortgage Data (Eastern)

** Home refinance loans originated and purchased in the MA/AA as a percentage of all home refinance loans originated and purchased in the rated area.

*** Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

**** Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

TRUST CO (30000009846) (Included)

Table 5a. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY 31, 2006		Geography: NORTH CAROLINA								Evaluation Period: JANUARY 1, 2006 TO DECEMBER					
Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*				
	#	% of Total**	% of MF Units***	% BANK Loans***	% MF Units**	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	Low	Mod	Mid	Upp	
Full Review:															
Combined Non-MSA NC AA	14	27.45	3.90	0.00	16.57	14.29	52.55	78.57	26.98	7.14	2.30	11.49	71.26	14.94	
Greensboro-High Point NC AA	2	3.92	6.20	0.00	18.44	0.00	42.14	50.00	33.21	50.00	10.71	37.50	26.79	25.00	
Raleigh-Cary NC AA	3	5.88	6.77	0.00	18.84	33.33	51.09	66.67	23.30	0.00	7.69	28.85	51.92	11.54	
Wilmington NC AA	4	7.84	3.33	25.00	30.57	0.00	45.11	75.00	21.00	0.00	8.70	26.09	65.22	0.00	
Winston-Salem NC AA	2	3.92	4.17	0.00	22.45	0.00	52.40	100.00	20.98	0.00	6.06	27.27	66.67	0.00	
Limited Review:															
Asheville NC AA	4	7.84	6.05	0.00	17.36	0.00	56.25	50.00	20.34	50.00	3.23	25.81	64.52	6.45	
Burlington NC AA	0	0.00	0.00	0.00	14.11	0.00	70.63	0.00	15.26	0.00	0.00	20.00	40.00	40.00	
Durham-Chapel Hill NC AA	3	5.88	14.14	66.67	24.69	0.00	31.01	33.33	30.15	0.00	26.92	23.08	34.62	15.38	
Fayetteville NC AA	7	13.73	3.10	0.00	21.70	57.14	56.62	42.86	18.58	0.00	0.00	31.82	50.00	18.18	
Goldsboro NC AA	3	5.88	9.97	33.33	35.49	0.00	21.17	66.67	33.36	0.00	16.67	50.00	33.33	0.00	
Greenville NC AA	2	3.92	4.14	0.00	9.49	100.00	47.76	0.00	38.62	0.00	3.45	27.59	41.38	27.59	
Hickory NC AA	7	13.73	0.00	0.00	26.29	0.00	63.50	85.71	10.21	14.29	0.00	8.57	88.57	2.86	

* Based on 2006 Peer Mortgage Data (Eastern)

** Multi-family loans originated and purchased in the MA/AA as a percentage of all multi-family loans originated and purchased in the rated area.

*** Percentage of Multi Family Units is the number of multi family units in a particular geography divided by the number of multi family housing units in the area based on 2000 Census information.

**** Multifamily loan distribution includes Home Purchases, Home Improvement and Refinances.

Jacksonville NC AA	0	0.00	2.30	0.00	18.16	0.00	76.61	0.00	2.93	0.00	33.33	0.00	66.67	0.00
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TRUST CO (30000009846) (Included)

Table 5a. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY 31, 2006		Geography: NORTH CAROLINA						Evaluation Period: JANUARY 1, 2006 TO DECEMBER						
Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*			
	#	% of Total**	% of MF Units***	% BANK Loans****	% MF Units**	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	Low	Mod	Mid	Upp
Limited Review:														
Rocky Mount NC AA	0	0.00	1.91	0.00	16.08	0.00	56.53	0.00	25.48	0.00	0.00	50.00	50.00	0.00

* Based on 2006 Peer Mortgage Data (Eastern)

** Multi-family loans originated and purchased in the MA/AA as a percentage of all multi-family loans originated and purchased in the rated area.

*** Percentage of Multi Family Units is the number of multi family units in a particular geography divided by the number of multi family housing units in the area based on 2000 Census information.

**** Multifamily loan distribution includes Home Purchases, Home Improvement and Refinances.

TRUST CO (30000009846) (Included)

Table 6a. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES DECEMBER 31, 2006				Geography: NORTH CAROLINA				Evaluation Period: JANUARY 1, 2006 TO				Aggregate Lending (%) by Tract Income*			
Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Low	Mod	Mid	Upp	
	#	% of Total**	% of Busines ses***	% BANK Loans	% of Businesses* **	% BANK Loans	% of Business es***	% BANK Loans	% of Businesse s***	% BANK Loans					
Full Review:															
Combined Non-MSA NC AA	6,035	40.77	1.09	0.65	15.39	15.66	62.26	62.27	21.26	21.43	0.59	11.41	60.85	27.15	
Greensboro-High Point NC AA	1,423	9.61	3.36	1.55	19.16	16.16	49.54	54.60	27.94	27.69	2.67	15.38	47.94	34.01	
Raleigh-Cary NC AA	1,569	10.60	1.53	0.89	16.72	19.69	56.78	56.47	24.97	22.94	0.94	12.71	57.00	29.35	
Wilmington NC AA	1,300	8.78	2.97	1.77	22.89	23.23	55.20	59.38	18.94	15.62	1.89	19.40	57.19	21.52	
Winston-Salem NC AA	599	4.05	1.97	2.84	12.87	14.02	59.30	54.26	25.85	28.88	1.11	11.59	54.59	32.71	
Limited Review:															
Asheville NC AA	395	2.67	2.24	3.80	15.37	17.97	72.23	67.59	10.16	10.63	2.07	13.53	72.26	12.15	
Burlington NC AA	153	1.03	0.00	0.00	15.16	10.46	72.46	75.82	12.38	13.73	0.00	9.94	76.08	13.98	
Durham-Chapel Hill NC AA	505	3.41	5.93	3.56	14.31	16.83	49.68	51.88	27.90	27.72	3.47	12.25	49.13	35.15	
Fayetteville NC AA	770	5.20	6.95	9.61	14.51	9.74	57.66	46.62	20.88	34.03	6.39	9.40	56.56	27.65	
Goldsboro NC AA	615	4.15	7.38	4.88	22.48	22.93	48.32	49.92	21.82	22.28	7.55	20.36	50.95	21.14	
Greenville NC AA	453	3.06	1.79	0.44	17.86	15.23	44.54	47.68	35.81	36.64	0.94	15.35	42.21	41.50	
Hickory NC AA	594	4.01	0.00	0.00	16.46	17.85	72.71	63.64	10.83	18.52	0.00	11.52	74.28	14.20	
Jacksonville NC AA	138	0.93	7.14	7.97	7.13	1.45	69.33	65.94	16.40	24.64	7.03	3.43	69.66	19.88	

* Based on 2006 Peer Small Business Data -- US and PR

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

*** Source Data - Dun and Bradstreet (2006).

TRUST CO (30000009846) (Included)

Table 6a. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES DECEMBER 31, 2006				Geography: NORTH CAROLINA				Evaluation Period: JANUARY 1, 2006 TO						
Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate Lending (%) by Tract Income*			
	#	% of Total**	% of Business***	% BANK Loans	% of Businesses**	% BANK Loans	% of Business***	% BANK Loans	% of Business***	% BANK Loans	Low	Mod	Mid	Upp
Limited Review:														
Rocky Mount NC AA	253	1.71	1.21	0.79	15.91	24.11	65.67	57.31	17.21	17.79	0.77	16.04	61.44	21.76

* Based on 2006 Peer Small Business Data -- US and PR

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

*** Source Data - Dun and Bradstreet (2006).

TRUST CO (30000009846) (Included)

Table 7a. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS DECEMBER 31, 2006			Geography: NORTH CAROLINA						Evaluation Period: JANUARY 1, 2006 TO					
Assessment Area:	Total Small Farm Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate Lending (%) by Tract Income*			
	#	% of Total**	% of Farms**	% BANK Loans	% of Farms**	% BANK Loans	% of Farms**	% BANK Loans	% of Farms**	% BANK Loans	Low	Mod	Mid	Upp
Full Review:														
Combined Non-MSA NC AA	463	65.58	0.28	0.22	12.89	20.95	73.75	75.16	13.08	3.67	0.14	12.14	80.75	6.97
Greensboro-High Point NC AA	16	2.27	2.01	0.00	8.24	0.00	66.42	93.75	23.32	6.25	0.00	2.53	86.71	10.76
Raleigh-Cary NC AA	29	4.11	0.44	0.00	24.30	51.72	57.19	37.93	18.08	10.34	0.00	52.94	40.06	7.00
Wilmington NC AA	12	1.70	1.95	0.00	24.23	58.33	60.03	33.33	13.79	8.33	0.00	44.57	48.91	6.52
Winston-Salem NC AA	7	0.99	0.33	0.00	12.39	57.14	64.51	28.57	22.77	14.29	0.00	12.73	70.00	17.27
Limited Review:														
Asheville NC AA	2	0.28	0.60	0.00	8.01	0.00	80.98	100.00	10.41	0.00	0.00	8.70	86.96	4.35
Burlington NC AA	3	0.42	0.00	0.00	10.87	0.00	83.04	66.67	6.09	33.33	0.00	0.00	94.74	5.26
Durham-Chapel Hill NC AA	11	1.56	1.24	0.00	8.80	18.18	66.37	72.73	23.36	9.09	0.00	14.17	73.33	12.50
Fayetteville NC AA	13	1.84	1.38	0.00	8.28	0.00	70.34	61.54	20.00	38.46	2.22	2.22	77.78	17.78
Goldsboro NC AA	96	13.60	2.06	0.00	5.66	3.13	78.66	80.21	13.62	16.67	0.00	27.73	62.61	9.66
Greenville NC AA	28	3.97	0.00	0.00	7.62	3.57	69.14	92.86	23.25	3.57	0.00	9.22	74.47	16.31
Hickory NC AA	0	0.00	0.00	0.00	5.74	0.00	88.69	0.00	5.57	0.00	0.00	2.41	96.39	1.20
Jacksonville NC AA	3	0.42	3.20	0.00	2.74	0.00	79.91	100.00	14.16	0.00	2.33	0.00	88.37	9.30

* Based on 2006 Peer Small Business Data -- US and PR

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

*** Source Data - Dun and Bradstreet (2006).

TRUST CO (30000009846) (Included)

Table 7a. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS DECEMBER 31, 2006		Geography: NORTH CAROLINA						Evaluation Period: JANUARY 1, 2006 TO						
Assessment Area:	Total Small Farm Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate Lending (%) by Tract Income*			
	#	% of Total**	% of Farms**	% BANK Loans	% of Farms**	% BANK Loans	% of Farms**	% BANK Loans	% of Farms**	% BANK Loans	Low	Mod	Mid	Upp
Limited Review:														
Rocky Mount NC AA	23	3.26	0.00	0.00	3.97	0.00	84.12	100.00	11.91	0.00	0.00	2.03	90.54	7.43

* Based on 2006 Peer Small Business Data -- US and PR

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

*** Source Data - Dun and Bradstreet (2006).

TRUST CO (30000009846) (Included)

Table 8a. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE 2006			Geography: NORTH CAROLINA						Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31,					
Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Aggregate Lending Data*			
	#	% of Total**	% Families***	% BANK Loans****	% Families*	% BANK Loans****	% Families**	% BANK Loans****	% Families**	% BANK Loans****	Low	Mod	Mid	Upp
Full Review:														
Combined Non-MSA NC AA	3,495	31.71	20.78	3.14	17.62	12.12	22.04	16.37	39.56	68.37	3.43	14.96	22.18	59.43
Greensboro-High Point NC AA	743	6.74	19.32	8.28	18.43	19.11	23.23	18.95	39.02	53.66	8.10	24.28	24.51	43.11
Raleigh-Cary NC AA	1,691	15.34	19.58	8.39	18.24	20.76	23.50	25.62	38.68	45.23	8.03	23.67	26.65	41.65
Wilmington NC AA	1,214	11.01	20.49	3.52	18.06	9.88	22.04	15.44	39.41	71.17	2.49	11.37	19.28	66.87
Winston-Salem NC AA	579	5.25	19.32	9.41	18.45	18.82	23.31	20.57	38.92	51.20	9.79	24.24	25.70	40.28
Limited Review:														
Asheville NC AA	394	3.57	18.01	3.75	19.26	7.50	23.76	24.17	38.96	64.58	4.27	14.24	23.41	58.09
Burlington NC AA	97	0.88	18.81	5.75	18.16	18.39	23.65	26.44	39.38	49.43	6.48	24.27	29.37	39.88
Durham-Chapel Hill NC AA	771	7.00	21.15	4.24	17.67	14.77	21.48	18.85	39.70	62.14	5.58	20.62	25.00	48.80
Fayetteville NC AA	386	3.50	19.32	4.31	18.02	12.07	23.43	19.25	39.22	64.37	2.30	17.21	33.46	47.03
Goldsboro NC AA	275	2.50	18.92	3.26	19.11	10.70	23.15	14.42	38.82	71.63	3.75	17.79	30.49	47.96
Greenville NC AA	401	3.64	23.33	5.04	16.32	15.97	19.71	21.57	40.63	57.42	4.26	16.40	25.25	54.09
Hickory NC AA	679	6.16	17.58	12.42	19.21	24.68	24.99	17.36	38.22	45.54	8.64	24.39	25.41	41.56
Jacksonville NC AA	120	1.09	17.36	0.99	19.59	3.96	24.25	13.86	38.80	81.19	1.09	10.56	30.06	58.28

* Based on 2006 Peer Mortgage Data (Eastern)

** Home purchase loans originated and purchased in the MA/AA as a percentage of all home purchase loans originated and purchased in the rated area.

*** Percentage of Families is based on the 2000 Census information.

**** As a percentage of loans with borrower income information available. No information was available for 20.4% of loans originated and purchased by BANK.

* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

TRUST CO (30000009846) (Included)

Table 8a. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE 2006		Geography: NORTH CAROLINA						Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31,						
Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Aggregate Lending Data*			
	#	% of Total**	% Families***	% BANK Loans****	% Families*	% BANK Loans****	% Families**	% BANK Loans****	% Families**	% BANK Loans****	Low	Mod	Mid	Upp
Limited Review:														
Rocky Mount NC AA	177	1.61	21.93	5.84	16.94	23.38	21.11	18.18	40.02	52.60	4.41	23.06	27.13	45.40

* Based on 2006 Peer Mortgage Data (Eastern)

** Home purchase loans originated and purchased in the MA/AA as a percentage of all home purchase loans originated and purchased in the rated area.

*** Percentage of Families is based on the 2000 Census information.

**** As a percentage of loans with borrower income information available. No information was available for 20.4% of loans originated and purchased by BANK.

* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

TRUST CO (30000009846) (Included)

Table 9a. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT 31, 2006			Geography: NORTH CAROLINA						Evaluation Period: JANUARY 1, 2006 TO DECEMBER					
Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Aggregate Lending Data*			
	#	% of Total*	% Families**	% BANK Loans****	% Families*	% BANK Loans****	% Families**	% BANK Loans****	% Families**	% BANK Loans****	Low	Mod	Mid	Upp
Full Review:														
Combined Non-MSA NC AA	898	42.90	20.78	7.13	17.62	15.09	22.04	20.12	39.56	57.66	8.13	17.87	25.19	48.80
Greensboro-High Point NC AA	173	8.27	19.32	8.93	18.43	22.02	23.23	24.40	39.02	44.64	12.12	24.39	27.62	35.87
Raleigh-Cary NC AA	193	9.22	19.58	9.09	18.24	19.89	23.50	24.43	38.68	46.59	10.06	22.57	26.61	40.75
Wilmington NC AA	115	5.49	20.49	8.26	18.06	11.93	22.04	28.44	39.41	51.38	6.52	17.47	26.34	49.67
Winston-Salem NC AA	165	7.88	19.32	7.24	18.45	19.74	23.31	30.26	38.92	42.76	11.48	23.90	24.93	39.68
Limited Review:														
Asheville NC AA	62	2.96	18.01	8.47	19.26	16.95	23.76	27.12	38.96	47.46	7.70	15.29	28.42	48.59
Burlington NC AA	11	0.53	18.81	9.09	18.16	18.18	23.65	18.18	39.38	54.55	11.06	25.00	27.40	36.54
Durham-Chapel Hill NC AA	97	4.63	21.15	6.67	17.67	17.78	21.48	28.89	39.70	46.67	8.73	21.10	26.19	43.98
Fayetteville NC AA	127	6.07	19.32	10.57	18.02	17.89	23.43	22.76	39.22	48.78	4.93	15.76	26.01	53.30
Goldsboro NC AA	69	3.30	18.92	7.35	19.11	11.76	23.15	25.00	38.82	55.88	7.14	16.67	29.17	47.02
Greenville NC AA	37	1.77	23.33	8.33	16.32	19.44	19.71	16.67	40.63	55.56	9.48	20.80	21.10	48.62
Hickory NC AA	108	5.16	17.58	13.59	19.21	15.53	24.99	23.30	38.22	47.57	14.86	20.73	25.55	38.85
Jacksonville NC AA	9	0.43	17.36	0.00	19.59	25.00	24.25	12.50	38.80	62.50	2.22	12.31	27.35	58.12

* Based on 2006 Peer Mortgage Data (Eastern)

** Home improvement loans originated and purchased in the MA/AA as a percentage of all home improvement loans originated and purchased in the rated area.

*** Percentage of Families is based on the 2000 Census information.

**** As a percentage of loans with borrower income information available. No information was available for 5.3% of loans originated and purchased by BANK.

* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

TRUST CO (30000009846) (Included)

Table 9a. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT 31, 2006		Geography: NORTH CAROLINA						Evaluation Period: JANUARY 1, 2006 TO DECEMBER						
Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Aggregate Lending Data*			
	#	% of Total*	% Families**	% BANK Loans****	% Families*	% BANK Loans****	% Families**	% BANK Loans****	% Families**	% BANK Loans****	Low	Mod	Mid	Upp
Limited Review:														
Rocky Mount NC AA	29	1.39	21.93	4.00	16.94	12.00	21.11	32.00	40.02	52.00	9.27	17.89	28.12	44.73

* Based on 2006 Peer Mortgage Data (Eastern)

** Home improvement loans originated and purchased in the MA/AA as a percentage of all home improvement loans originated and purchased in the rated area.

*** Percentage of Families is based on the 2000 Census information.

**** As a percentage of loans with borrower income information available. No information was available for 5.3% of loans originated and purchased by BANK.

* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

TRUST CO (30000009846) (Included)

Table 10a. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE DECEMBER 31, 2006			Geography: NORTH CAROLINA								Evaluation Period: JANUARY 1, 2006 TO			
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Aggregate Lending Data*			
	#	% of Total* *	% Families ***	% BANK Loans****	% Families *	% BANK Loans****	% Families* **	% BANK Loans****	% Families* **	% BANK Loans****	Low	Mod	Mid	Upp
Full Review:														
Combined Non-MSA NC AA	3,762	35.19	20.78	6.24	17.62	14.61	22.04	22.69	39.56	56.47	5.34	15.07	23.71	55.88
Greensboro-High Point NC AA	1,241	11.61	19.32	7.29	18.43	17.30	23.23	25.02	39.02	50.38	8.10	20.48	26.75	44.66
Raleigh-Cary NC AA	1,239	11.59	19.58	8.15	18.24	17.73	23.50	25.59	38.68	48.53	7.69	20.88	27.52	43.91
Wilmington NC AA	654	6.12	20.49	4.78	18.06	15.87	22.04	21.22	39.41	58.13	3.92	14.96	20.96	60.16
Winston-Salem NC AA	917	8.58	19.32	9.15	18.45	17.73	23.31	25.38	38.92	47.74	10.23	20.97	27.57	41.23
Limited Review:														
Asheville NC AA	279	2.61	18.01	4.81	19.26	12.50	23.76	21.15	38.96	61.54	5.59	16.35	26.15	51.91
Burlington NC AA	137	1.28	18.81	6.20	18.16	20.16	23.65	24.03	39.38	49.61	8.46	22.51	24.59	44.44
Durham-Chapel Hill NC AA	564	5.28	21.15	6.87	17.67	12.32	21.48	23.43	39.70	57.37	7.48	18.42	26.90	47.19
Fayetteville NC AA	407	3.81	19.32	3.40	18.02	18.85	23.43	22.77	39.22	54.97	4.52	14.73	25.05	55.70
Goldsboro NC AA	293	2.74	18.92	2.66	19.11	13.69	23.15	24.71	38.82	58.94	5.05	16.98	24.98	52.98
Greenville NC AA	162	1.52	23.33	4.90	16.32	9.79	19.71	20.28	40.63	65.03	5.17	13.62	22.27	58.94

* Based on 2006 Peer Mortgage Data (Eastern)

** Home refinance loans originated and purchased in the MA/AA as a percentage of all home refinance loans originated and purchased in the rated area.

*** Percentage of Families is based on the 2000 Census information.

**** As a percentage of loans with borrower income information available. No information was available for 9.3% of loans originated and purchased by BANK.

* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

Hickory NC AA	844	7.90	17.58	9.08	19.21	19.53	24.99	26.74	38.22	44.65	9.04	22.27	28.53	40.16
Jacksonville NC AA	75	0.70	17.36	4.48	19.59	7.46	24.25	17.91	38.80	70.15	2.75	8.60	20.68	67.98

TRUST CO (30000009846) (Included)

Table 10a. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE DECEMBER 31, 2006			Geography: NORTH CAROLINA						Evaluation Period: JANUARY 1, 2006 TO					
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Aggregate Lending Data*			
	#	% of Total* *	% Families ***	% BANK Loans****	% Families *	% BANK Loans****	% Families* **	% BANK Loans****	% Families* **	% BANK Loans****	Low	Mod	Mid	Upp
Limited Review:														
Rocky Mount NC AA	116	1.09	21.93	1.92	16.94	15.38	21.11	14.42	40.02	68.27	5.89	18.93	23.73	51.45

* Based on 2006 Peer Mortgage Data (Eastern)

** Home refinance loans originated and purchased in the MA/AA as a percentage of all home refinance loans originated and purchased in the rated area.

*** Percentage of Families is based on the 2000 Census information.

**** As a percentage of loans with borrower income information available. No information was available for 9.3% of loans originated and purchased by BANK.

* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

TRUST CO (30000009846) (Included)

Table 11a. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES DECEMBER 31, 2006			Geography: NORTH CAROLINA				Evaluation Period: JANUARY 1, 2006 TO			
Assessment Area:	Total Small Loans to Businesses		Businesses With Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Aggregate Lending Data*		
	#	% of Total**	% of Businesses***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less	
Full Review:										
Combined Non-MSA NC AA	6,035	40.76	64.73	75.34	71.70	16.42	11.88	68,127	29,813	
Greensboro-High Point NC AA	1,423	9.61	67.19	71.05	68.24	15.81	15.95	25,591	9,932	
Raleigh-Cary NC AA	1,569	10.60	65.15	59.85	60.04	20.01	19.95	42,229	16,890	
Wilmington NC AA	1,300	8.78	62.73	71.15	69.46	18.23	12.31	17,733	7,380	
Winston-Salem NC AA	599	4.05	66.98	68.61	59.10	21.04	19.87	15,237	5,940	
Limited Review:										
Asheville NC AA	395	2.67	66.92	61.52	60.25	20.25	19.49	19,098	8,135	
Burlington NC AA	153	1.03	68.46	67.32	57.52	20.26	22.22	4,233	1,616	
Durham-Chapel Hill NC AA	510	3.44	66.10	66.86	63.92	19.61	16.47	16,919	6,717	
Fayetteville NC AA	770	5.20	60.35	67.40	56.75	22.08	21.17	7,872	3,152	
Goldsboro NC AA	615	4.15	63.33	73.50	74.80	15.45	9.76	3,275	1,396	
Greenville NC AA	453	3.06	61.92	66.67	66.45	14.13	19.43	5,008	1,997	
Hickory NC AA	594	4.01	65.45	74.75	63.47	20.03	16.50	10,955	4,709	
Jacksonville NC AA	138	0.93	55.06	80.43	73.91	13.04	13.04	3,805	1,473	

* Based on 2006 Peer Small Business Data -- US and PR

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

*** Businesses with revenues of \$1 million or less as a percentage of all businesses (Source D&B - 2006).

**** Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 0.27% of small loans to businesses originated and purchased by the bank.

TRUST CO (30000009846) (Included)

Table 11a. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES DECEMBER 31, 2006			Geography: NORTH CAROLINA				Evaluation Period: JANUARY 1, 2006 TO			
Assessment Area:	Total Small Loans to Businesses		Businesses With Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Aggregate Lending Data*		
	#	% of Total**	% of Businesses***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less	
Limited Review:										
Rocky Mount NC AA	253	1.71	62.20	58.50	70.75	13.44	15.81	3,528	1,481	

* Based on 2006 Peer Small Business Data -- US and PR

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

*** Businesses with revenues of \$1 million or less as a percentage of all businesses (Source D&B - 2006).

**** Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 0.27% of small loans to businesses originated and purchased by the bank.

TRUST CO (30000009846) (Included)

Table 12a. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL LOANS TO FARMS DECEMBER 31, 2006			Geography: NORTH CAROLINA				Evaluation Period: JANUARY 1, 2006 TO			
Assessment Area:	Total Small Loans to Farms		Farms With Revenues of \$1 million or less		Loans by Original Amount Regardless of Farm Size			Aggregate Lending Data*		
	#	% of Total**	% of Farms***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$500,000	All	Rev\$ 1 Million or Less	
Full Review:										
Combined Non-MSA NC AA	463	65.58	91.71	89.85	72.14	19.87	7.99	2,181	1,728	
Greensboro-High Point NC AA	16	2.27	93.36	93.75	87.50	6.25	6.25	160	134	
Raleigh-Cary NC AA	29	4.11	89.75	89.66	72.41	27.59	0.00	357	278	
Wilmington NC AA	12	1.70	91.09	75.00	58.33	33.33	8.33	93	60	
Winston-Salem NC AA	7	0.99	94.64	100.00	100.00	0.00	0.00	111	71	
Limited Review:										
Asheville NC AA	2	0.28	93.54	50.00	100.00	0.00	0.00	92	66	
Burlington NC AA	3	0.42	93.48	100.00	100.00	0.00	0.00	21	15	
Durham-Chapel Hill NC AA	11	1.56	92.10	100.00	100.00	0.00	0.00	122	90	
Fayetteville NC AA	13	1.84	92.41	84.62	61.54	7.69	30.77	45	33	
Goldsboro NC AA	96	13.60	91.00	91.67	67.71	20.83	11.46	239	215	
Greenville NC AA	28	3.97	87.98	85.71	60.71	14.29	25.00	141	108	
Hickory NC AA	0	0.00	94.10	0.00	0.00	0.00	0.00	84	63	
Jacksonville NC AA	3	0.42	92.24	100.00	66.67	33.33	0.00	43	27	

* Based on 2006 Peer Small Business Data -- US and PR

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

*** Farms with revenues of \$1 million or less as a percentage of all farms (Source D&B - 2006).

**** Small loans to farms with revenues of \$1 million or less as a percentage of all loans reported as small loans to farms. No information was available for 1.13% of small loans to farms originated and purchased by the bank.

TRUST CO (30000009846) (Included)

Table 12a. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL LOANS TO FARMS DECEMBER 31, 2006			Geography: NORTH CAROLINA		Evaluation Period: JANUARY 1, 2006 TO				
Assessment Area:	Total Small Loans to Farms		Farms With Revenues of \$1 million or less		Loans by Original Amount Regardless of Farm Size			Aggregate Lending Data*	
	#	% of Total**	% of Farms***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$500,000	All	Rev\$ 1 Million or Less
Limited Review:									
Rocky Mount NC AA	23	3.26	88.59	91.30	65.22	26.09	8.70	151	116

* Based on 2006 Peer Small Business Data -- US and PR

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

*** Farms with revenues of \$1 million or less as a percentage of all farms (Source D&B - 2006).

**** Small loans to farms with revenues of \$1 million or less as a percentage of all loans reported as small loans to farms. No information was available for 1.13% of small loans to farms originated and purchased by the bank.

TRUST CO (30000009846) (Included)

Table 14. Qualified Investments

QUALIFIED INVESTMENTS 2006		Geography: NORTH CAROLINA				Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31,			
Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
Full Review:									
Combined Non-MSA NC AA	33	51,829	150	33,089	183	84,918	47.68	0	0
Greensboro-High Point NC AA	11	16,420	18	8,662	29	25,082	14.08	0	0
Raleigh-Cary NC AA	15	16,376	42	9,136	57	25,512	14.32	0	0
Wilmington NC AA	2	409	19	16	21	425	0.24	0	0
Winston-Salem NC AA	2	2,578	44	178	46	2,756	1.55	0	0
Limited Review:									
Asheville NC AA	7	5,615	29	1,953	36	7,568	4.25	0	0
Burlington NC AA	0	0	11	3,868	11	3,868	2.17	0	0
Durham-Chapel Hill NC AA	2	2,315	21	61	23	2,376	1.33	0	0
Fayetteville NC AA	0	0	32	36	32	36	0.02	0	0
Goldsboro NC AA	0	0	2	15	2	15	0.01	0	0
Greenville NC AA	1	861	17	53	18	914	0.51	0	0
Hickory NC AA	2	2,895	34	34	36	2,929	1.64	0	0
Jacksonville NC AA	2	3,248	1	1,100	3	4,348	2.44	0	0

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

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

TRUST CO (30000009846) (Included)

Institution ID: BRANCH BANKING AND

Table 14. Qualified Investments

QUALIFIED INVESTMENTS 2006		Geography: NORTH CAROLINA				Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2006			
Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
Limited Review:									
Rocky Mount NC AA	4	2,032	5	2	9	2,034	1.14	0	0
Statewide/Outside AA	0	0	25	15,337	25	15,337	8.61	0	0

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

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

TRUST CO (30000009846) (Included)

Table 15. Distribution of Branch Delivery System and Branch Openings/Closings

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS								Geography: NORTH CAROLINA				Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2006					
Assessment Area:	Deposits	Branches						Branch Openings/Closings				Population					
	% of Rated Area Deposits in AA	# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or -)				% of Population within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
Full Review:																	
Combined Non-MSA NC AA	26.64	127	43.64	1.57	23.62	59.84	14.96	6	5	0	- 2	1	2	1.06	14.86	67.82	16.27
Greensboro-High Point NC AA	6.79	22	7.56	0.00	27.27	54.55	18.18	1	0	0	0	1	0	4.49	17.33	52.94	25.25
Raleigh-Cary NC AA	8.21	33	11.34	0.00	27.27	57.58	15.15	5	0	0	0	3	2	4.19	21.12	51.42	23.27
Wilmington NC AA	5.39	19	6.53	0.00	21.05	68.42	10.53	0	0	0	0	0	0	3.28	23.01	55.62	18.08
Winston-Salem NC AA	36.18	17	5.84	5.88	0.00	70.59	23.53	0	0	0	0	0	0	3.19	17.56	53.32	25.93
Limited Review:																	
Asheville NC AA	1.53	8	2.75	0.00	12.50	75.00	12.50	0	1	0	0	- 1	0	1.22	7.96	80.16	10.66
Burlington NC AA	0.81	2	0.69	0.00	0.00	100.00	0.00	0	0	0	0	0	0	0.00	14.51	73.97	11.52
Durham-Chapel Hill NC AA	3.14	13	4.47	0.00	30.77	38.46	30.77	0	0	0	0	0	0	10.70	15.26	45.24	28.35
Fayetteville NC AA	3.50	14	4.81	14.29	7.14	50.00	28.57	0	0	0	0	0	0	2.14	18.37	62.98	16.50
Goldsboro NC AA	1.71	7	2.41	28.57	0.00	42.86	28.57	0	0	0	0	0	0	2.71	21.14	60.29	15.86
Greenville NC AA	1.36	8	2.75	0.00	25.00	50.00	25.00	0	0	0	0	0	0	3.40	12.81	52.40	31.39
Hickory NC AA	3.64	16	5.50	0.00	25.00	68.75	6.25	1	1	0	1	- 1	0	0.00	10.71	83.00	6.29
Jacksonville NC AA	0.23	2	0.69	50.00	0.00	50.00	0.00	1	0	0	0	1	0	0.83	10.46	66.38	22.32

TRUST CO (30000009846) (Included)

Table 15. Distribution of Branch Delivery System and Branch Openings/Closings

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS								Geography: NORTH CAROLINA				Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2006					
Assessment Area:	Deposits	Branches						Branch Openings/Closings				Population					
	% of Rated Area Deposits in AA	# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or -)				% of Population within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
Limited Review:																	
Rocky Mount NC AA	0.87	3	1.03	0.00	0.00	66.67	33.33	0	1	0	- 1	0	0	0.23	18.57	65.46	15.73

TRUST CO (30000009846) (Included)

Table 1. Lending Volume

LENDING VOLUME		Geography: VIRGINIA				Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2006						
Assessment Area (2008):	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	
Full Review:												
Combined Non-MSA VA AA	24.66	3,483	341,835	973	116,716	112	7,612	21	22,095	4,589	488,258	24.65
Richmond VA AA	20.12	2,954	419,717	758	140,596	8	550	24	98,583	3,744	659,446	26.35
Virginia Beach-Norfolk-Newport News VA AA	25.42	3,532	547,828	1,142	220,735	15	1,962	42	56,136	4,731	826,661	21.20
Limited Review:												
Blacksburg VA AA	2.12	332	26,193	55	5,967	0	0	7	13,075	394	45,235	2.00
Charlottesville VA AA	4.34	549	85,445	250	37,518	4	533	5	14,001	808	137,497	4.53
Danville VA AA	1.73	227	19,158	93	14,479	0	0	2	1,538	322	35,175	1.80
Harrisonburg VA AA	2.73	331	33,418	170	18,164	5	278	2	1,100	508	52,960	2.64
Lynchburg VA AA	8.33	1,150	116,003	389	55,368	5	153	6	15,475	1,550	186,999	5.81
Roanoke VA AA	6.59	930	101,537	287	41,694	4	300	5	11,129	1,226	154,660	5.95
Winchester VA Multi-State MSA AA	3.96	419	55,261	310	52,436	3	430	5	7,660	737	115,787	5.07
Statewide/Outside AA								2	12,500	2	12,500	

* Loan Data as of December 31, 2006. Rated area refers to either state or multi-state MA rating area.

** The evaluation period for Community Development Loans is from January 01, 2005 to December 31, 2007.

*** Deposit Data as of June 30, 2007. Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

TRUST CO (30000009846) (Included)

Table 2a. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE			Geography: VIRGINIA				Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2006				Aggregate HMDA Lending (%) by Tract Income*			
Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Low	Mod	Mid	Upp
	#	% of Total**	% Owner Occ Units***	% BANK Loans***	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans				
Full Review:														
Combined Non-MSA VA AA	950	22.85	0.00	0.00	9.53	5.68	71.80	71.37	18.67	22.95	0.00	5.58	57.93	36.48
Richmond VA AA	980	23.57	2.89	1.94	17.41	20.20	47.12	43.47	32.58	34.39	3.54	17.07	45.63	33.76
Virginia Beach-Norfolk-Newport News VA AA	996	23.95	1.79	1.61	15.37	14.46	45.77	47.79	37.07	36.14	2.61	17.94	45.29	34.15
Limited Review:														
Blacksburg VA AA	106	2.55	0.00	0.00	4.88	5.66	86.82	86.79	8.30	7.55	0.00	2.83	86.85	10.32
Charlottesville VA AA	166	3.99	1.07	1.81	11.96	13.25	63.77	72.89	23.21	12.05	1.73	10.81	66.30	21.17
Danville VA AA	83	2.00	0.00	0.00	12.48	4.82	76.30	78.31	11.22	16.87	0.00	12.81	71.02	16.18
Harrisonburg VA AA	102	2.45	0.00	0.00	9.44	5.88	76.87	78.43	13.68	15.69	0.00	15.45	67.86	16.69
Lynchburg VA AA	368	8.85	0.99	2.17	9.45	8.42	68.72	61.41	20.84	27.99	1.22	9.11	60.74	28.93
Roanoke VA AA	292	7.02	2.02	0.34	9.99	5.82	57.64	63.70	30.35	30.14	2.13	12.85	53.45	31.57
Winchester VA Multi-State MSA AA	115	2.77	0.00	0.00	20.15	30.43	65.96	56.52	13.90	13.04	0.00	13.05	73.45	13.49

* Based on 2006 Peer Mortgage Data (Eastern)

** Home purchase loans originated and purchased in the MA/AA as a percentage of all home purchase loans originated and purchased in the rated area.

*** Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

**** Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

TRUST CO (30000009846) (Included)

Table 3a. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT 2006		Geography: VIRGINIA						Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2006						
Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*			
	#	% of Total*	% Owner Occ Units***	% BANK Loans***	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Low	Mod	Mid	Upp
Full Review:														
Combined Non-MSA VA AA	750	25.73	0.00	0.00	9.53	7.07	71.80	72.00	18.67	20.93	0.00	11.08	62.20	26.72
Richmond VA AA	618	21.20	2.89	1.62	17.41	18.28	47.12	53.07	32.58	27.02	2.86	20.05	49.74	27.35
Virginia Beach-Norfolk-Newport News VA AA	830	28.47	1.79	1.93	15.37	14.34	45.77	52.29	37.07	31.45	1.92	17.61	49.33	31.14
Limited Review:														
Blacksburg VA AA	76	2.61	0.00	0.00	4.88	6.58	86.82	86.84	8.30	6.58	0.00	3.93	88.05	8.02
Charlottesville VA AA	116	3.98	1.07	0.86	11.96	22.41	63.77	62.93	23.21	13.79	1.66	12.39	68.10	17.85
Danville VA AA	27	0.93	0.00	0.00	12.48	14.81	76.30	81.48	11.22	3.70	0.00	14.80	75.20	10.00
Harrisonburg VA AA	68	2.33	0.00	0.00	9.44	10.29	76.87	80.88	13.68	8.82	0.00	12.75	76.81	10.43
Lynchburg VA AA	176	6.04	0.99	2.27	9.45	5.11	68.72	67.61	20.84	25.00	1.10	9.26	66.63	23.02
Roanoke VA AA	163	5.59	2.02	2.45	9.99	12.27	57.64	59.51	30.35	25.77	2.55	13.66	55.31	28.48
Winchester VA Multi-State MSA AA	91	3.12	0.00	0.00	20.15	18.68	65.96	68.13	13.90	13.19	0.00	20.57	69.43	10.00

* Based on 2006 Peer Mortgage Data (Eastern)

** Home improvement loans originated and purchased in the MA/AA as a percentage of all home improvement loans originated and purchased in the rated area.

*** Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

**** Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

TRUST CO (30000009846) (Included)

Table 4a. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE 2006			Geography: VIRGINIA						Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2006					
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*			
	#	% of Total**	% Owner Occ Units***	% BANK Loans*** *	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Low	Mod	Mid	Upp
Full Review:														
Combined Non-MSA VA AA	1,774	26.10	0.00	0.00	9.53	5.98	71.80	74.63	18.67	19.39	0.00	5.41	60.53	34.06
Richmond VA AA	1,353	19.91	2.89	1.63	17.41	17.74	47.12	50.85	32.58	29.79	3.00	19.27	50.25	27.48
Virginia Beach-Norfolk-Newport News VA AA	1,696	24.95	1.79	1.12	15.37	11.03	45.77	46.88	37.07	40.98	2.42	18.05	47.76	31.77
Limited Review:														
Blacksburg VA AA	148	2.18	0.00	0.00	4.88	6.76	86.82	83.78	8.30	9.46	0.00	3.99	86.91	9.10
Charlottesville VA AA	265	3.90	1.07	1.13	11.96	15.85	63.77	64.53	23.21	18.49	1.32	12.31	68.61	17.76
Danville VA AA	116	1.71	0.00	0.00	12.48	9.48	76.30	73.28	11.22	17.24	0.00	11.60	76.22	12.18
Harrisonburg VA AA	161	2.37	0.00	0.00	9.44	8.70	76.87	82.61	13.68	8.70	0.00	9.18	75.74	15.08
Lynchburg VA AA	600	8.83	0.99	0.67	9.45	8.33	68.72	65.33	20.84	25.67	1.22	9.67	65.55	23.56
Roanoke VA AA	471	6.93	2.02	0.64	9.99	4.25	57.64	69.00	30.35	26.11	2.73	12.02	55.48	29.77
Winchester VA Multi-State MSA AA	213	3.13	0.00	0.00	20.15	11.74	65.96	80.28	13.90	7.98	0.00	13.75	74.40	11.85

* Based on 2006 Peer Mortgage Data (Eastern)

** Home refinance loans originated and purchased in the MA/AA as a percentage of all home refinance loans originated and purchased in the rated area.

*** Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

**** Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

TRUST CO (30000009846) (Included)

Table 5a. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY		Geography: VIRGINIA						Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2006						
Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*			
	#	% of Total**	% of MF Units***	% BANK Loans***	% MF Units**	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	Low	Mod	Mid	Upp
Full Review:														
Combined Non-MSA VA AA	9	24.32	0.00	0.00	12.05	22.22	65.95	77.78	22.00	0.00	0.00	10.64	63.83	25.53
Richmond VA AA	3	8.11	13.52	0.00	29.71	33.33	38.24	33.33	18.52	33.33	11.11	40.28	29.17	19.44
Virginia Beach-Norfolk-Newport News VA AA	10	27.03	8.89	0.00	36.01	70.00	38.38	30.00	16.72	0.00	12.04	39.81	32.41	15.74
Limited Review:														
Blacksburg VA AA	2	5.41	0.00	0.00	0.34	0.00	88.83	100.00	10.83	0.00	0.00	0.00	100.00	0.00
Charlottesville VA AA	2	5.41	3.26	0.00	35.97	50.00	50.73	0.00	10.04	50.00	0.00	44.12	23.53	32.35
Danville VA AA	1	2.70	0.00	0.00	35.90	0.00	54.29	100.00	9.81	0.00	0.00	14.29	71.43	14.29
Harrisonburg VA AA	0	0.00	0.00	0.00	36.27	0.00	46.60	0.00	17.13	0.00	0.00	66.67	25.00	8.33
Lynchburg VA AA	6	16.22	3.71	0.00	14.35	0.00	60.43	100.00	21.50	0.00	3.57	10.71	71.43	14.29
Roanoke VA AA	4	10.81	8.62	0.00	17.47	50.00	57.44	50.00	16.47	0.00	5.88	44.12	38.24	11.76
Winchester VA Multi-State MSA AA	0	0.00	0.00	0.00	30.27	0.00	49.36	0.00	20.37	0.00	0.00	14.29	57.14	28.57

* Based on 2006 Peer Mortgage Data (Eastern)

** Multi-family loans originated and purchased in the MA/AA as a percentage of all multi-family loans originated and purchased in the rated area.

*** Percentage of Multi Family Units is the number of multi family units in a particular geography divided by the number of multi family housing units in the area based on 2000 Census information.

**** Multifamily loan distribution includes Home Purchases, Home Improvement and Refinances.

TRUST CO (30000009846) (Included)

Table 6a. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES 31, 2006			Geography: VIRGINIA						Evaluation Period: JANUARY 1, 2006 TO DECEMBER					
Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate Lending (%) by Tract Income*			
	#	% of Total**	% of Business***	% BANK Loans	% of Businesses**	% BANK Loans	% of Business***	% BANK Loans	% of Business***	% BANK Loans	Low	Mod	Mid	Upp
Full Review:														
Combined Non-MSA VA AA	973	22.00	0.00	0.00	7.61	6.99	72.05	74.72	20.34	18.29	0.00	6.36	68.20	25.44
Richmond VA AA	758	17.14	9.88	4.35	18.18	19.79	41.91	40.77	29.98	35.09	5.67	15.19	41.86	37.29
Virginia Beach-Norfolk-Newport News VA AA	1,138	25.73	2.89	4.31	21.54	21.09	42.05	40.86	33.24	33.74	2.31	18.31	40.73	38.65
Limited Review:														
Blacksburg VA AA	55	1.24	0.00	0.00	1.67	3.64	90.63	96.36	6.87	0.00	0.00	2.60	89.15	8.26
Charlottesville VA AA	250	5.65	0.72	1.20	13.14	8.80	59.74	62.00	26.40	28.00	0.58	12.19	58.94	28.29
Danville VA AA	93	2.10	0.00	0.00	19.72	15.05	70.46	73.12	9.82	11.83	0.00	19.25	67.51	13.25
Harrisonburg VA AA	170	3.84	0.00	0.00	14.69	12.35	58.22	65.29	27.08	22.35	0.00	12.81	61.24	25.95
Lynchburg VA AA	389	8.79	5.04	3.34	12.71	12.34	61.55	52.19	20.70	32.13	3.30	10.15	60.11	26.44
Roanoke VA AA	287	6.49	3.40	2.09	15.32	7.67	56.20	63.41	25.00	26.83	3.26	12.26	53.79	30.69
Winchester VA Multi-State MSA AA	310	7.01	0.00	0.00	24.03	10.32	55.55	60.97	20.42	28.71	0.00	17.05	60.84	22.11

* Based on 2006 Peer Small Business Data -- US and PR

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

*** Source Data - Dun and Bradstreet (2006).

TRUST CO (30000009846) (Included)

Table 7a. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS 2006		Geography: VIRGINIA						Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31,						
Assessment Area:	Total Small Farm Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate Lending (%) by Tract Income*			
	#	% of Total**	% of Farms**	% BANK Loans	% of Farms**	% BANK Loans	% of Farms**	% BANK Loans	% of Farms**	% BANK Loans	Low	Mod	Mid	Upp
Full Review:														
Combined Non-MSA VA AA	112	71.79	0.00	0.00	3.58	4.46	73.95	87.50	22.48	8.04	0.00	15.94	74.07	9.99
Richmond VA AA	8	5.13	1.77	0.00	18.20	50.00	51.65	12.50	28.38	37.50	1.35	30.63	45.05	22.97
Virginia Beach-Norfolk-Newport News VA AA	15	9.62	1.30	0.00	13.26	6.67	49.47	86.67	35.82	6.67	0.97	10.19	62.14	26.70
Limited Review:														
Blacksburg VA AA	0	0.00	0.00	0.00	1.95	0.00	89.45	0.00	8.20	0.00	0.00	12.50	82.50	5.00
Charlottesville VA AA	4	2.56	0.20	0.00	12.18	25.00	63.27	75.00	24.35	0.00	0.00	20.00	52.00	28.00
Danville VA AA	0	0.00	0.00	0.00	3.58	0.00	92.11	0.00	4.30	0.00	0.00	0.00	80.65	19.35
Harrisonburg VA AA	5	3.21	0.00	0.00	9.17	20.00	76.76	80.00	14.07	0.00	0.00	5.00	70.00	25.00
Lynchburg VA AA	5	3.21	1.75	20.00	6.82	0.00	68.23	60.00	23.20	20.00	1.85	3.70	75.93	18.52
Roanoke VA AA	4	2.56	1.94	0.00	6.89	0.00	61.13	100.00	30.04	0.00	1.92	0.00	67.31	30.77
Winchester VA Multi-State MSA AA	3	1.92	0.00	0.00	26.51	0.00	56.04	66.67	17.45	33.33	0.00	22.22	70.37	7.41

* Based on 2006 Peer Small Business Data -- US and PR

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

*** Source Data - Dun and Bradstreet (2006).

TRUST CO (30000009846) (Included)

Table 8a. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE			Geography: VIRGINIA				Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2006							
Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Aggregate Lending Data*			
	#	% of Total**	% Families***	% BANK Loans****	% Families*	% BANK Loans****	% Families**	% BANK Loans****	% Families**	% BANK Loans****	Low	Mod	Mid	Upp
Full Review:														
Combined Non-MSA VA AA	950	22.85	19.49	3.60	18.21	15.11	22.72	21.58	39.59	59.71	4.01	13.82	21.20	60.97
Richmond VA AA	980	23.57	19.79	6.86	18.40	20.10	22.83	25.49	38.99	47.55	5.81	20.98	29.55	43.66
Virginia Beach-Norfolk-Newport News VA AA	996	23.95	19.23	4.49	18.61	14.98	23.25	25.28	38.90	55.24	2.76	16.41	27.82	53.00
Limited Review:														
Blacksburg VA AA	106	2.55	20.15	11.63	17.69	17.44	23.23	23.26	38.93	47.67	7.22	18.18	27.98	46.62
Charlottesville VA AA	166	3.99	19.18	2.46	18.34	13.11	23.26	22.95	39.21	61.48	3.75	15.79	22.45	58.01
Danville VA AA	83	2.00	20.64	2.70	17.93	13.51	22.05	24.32	39.38	59.46	6.18	22.02	25.45	46.35
Harrisonburg VA AA	102	2.45	17.33	17.35	19.26	16.33	25.06	18.37	38.36	47.96	5.71	17.64	27.00	49.66
Lynchburg VA AA	368	8.85	19.36	3.75	18.36	19.06	23.19	25.31	39.10	51.88	5.99	19.70	26.92	47.39
Roanoke VA AA	292	7.02	18.02	6.35	18.98	17.86	24.06	28.57	38.94	47.22	8.08	24.13	25.79	42.00
Winchester VA Multi-State MSA AA	115	2.77	17.57	6.67	19.30	19.05	24.14	10.48	38.99	63.81	2.58	10.25	25.01	62.16

* Based on 2006 Peer Mortgage Data (Eastern)

** Home purchase loans originated and purchased in the MA/AA as a percentage of all home purchase loans originated and purchased in the rated area.

*** Percentage of Families is based on the 2000 Census information.

**** As a percentage of loans with borrower income information available. No information was available for 27.0% of loans originated and purchased by BANK.

* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

TRUST CO (30000009846) (Included)

Table 9a. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT		Geography: VIRGINIA						Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2006						
Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Aggregate Lending Data*			
	#	% of Total*	% Families**	% BANK Loans****	% Families*	% BANK Loans****	% Families**	% BANK Loans****	% Families**	% BANK Loans****	Low	Mod	Mid	Upp
Full Review:														
Combined Non-MSA VA AA	750	25.73	19.49	7.31	18.21	19.89	22.72	23.55	39.59	49.26	11.83	20.92	24.96	42.29
Richmond VA AA	618	21.20	19.79	9.47	18.40	23.75	22.83	27.24	38.99	39.53	11.67	25.44	28.67	34.22
Virginia Beach-Norfolk-Newport News VA AA	830	28.47	19.23	8.40	18.61	18.64	23.25	29.38	38.90	43.58	7.03	21.61	30.58	40.78
Limited Review:														
Blacksburg VA AA	76	2.61	20.15	21.05	17.69	26.32	23.23	28.95	38.93	23.68	18.47	27.12	25.76	28.64
Charlottesville VA AA	116	3.98	19.18	22.41	18.34	20.69	23.26	23.28	39.21	33.62	15.63	24.70	25.30	34.38
Danville VA AA	27	0.93	20.64	18.52	17.93	18.52	22.05	22.22	39.38	40.74	15.09	25.00	29.74	30.17
Harrisonburg VA AA	68	2.33	17.33	11.76	19.26	27.94	25.06	29.41	38.36	30.88	11.11	24.07	26.85	37.96
Lynchburg VA AA	176	6.04	19.36	9.71	18.36	20.00	23.19	20.57	39.10	49.71	10.62	24.53	26.68	38.18
Roanoke VA AA	163	5.59	18.02	11.88	18.98	26.25	24.06	22.50	38.94	39.38	15.10	26.81	26.37	31.72
Winchester VA Multi-State MSA AA	91	3.12	17.57	12.36	19.30	20.22	24.14	26.97	38.99	40.45	8.46	17.21	29.67	44.66

* Based on 2006 Peer Mortgage Data (Eastern)

** Home improvement loans originated and purchased in the MA/AA as a percentage of all home improvement loans originated and purchased in the rated area.

*** Percentage of Families is based on the 2000 Census information.

**** As a percentage of loans with borrower income information available. No information was available for 1.8% of loans originated and purchased by BANK.

* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

TRUST CO (30000009846) (Included)

Table 10a. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE 2006		Geography: VIRGINIA						Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31,						
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Aggregate Lending Data*			
	#	% of Total* *	% Families ***	% BANK Loans****	% Families *	% BANK Loans****	% Families* **	% BANK Loans****	% Families* **	% BANK Loans****	Low	Mod	Mid	Upp
Full Review:														
Combined Non-MSA VA AA	1,774	26.10	19.49	7.10	18.21	20.47	22.72	26.79	39.59	45.64	5.74	18.09	24.55	51.61
Richmond VA AA	1,353	19.91	19.79	10.37	18.40	22.67	22.83	26.80	38.99	40.16	10.63	26.39	29.65	33.33
Virginia Beach-Norfolk-Newport News VA AA	1,696	24.95	19.23	7.61	18.61	21.10	23.25	25.24	38.90	46.04	6.72	22.11	29.55	41.62
Limited Review:														
Blacksburg VA AA	148	2.18	20.15	14.60	17.69	18.98	23.23	28.47	38.93	37.96	9.28	21.00	30.11	39.61
Charlottesville VA AA	265	3.90	19.18	12.66	18.34	23.58	23.26	26.20	39.21	37.55	10.58	22.09	28.88	38.46
Danville VA AA	116	1.71	20.64	12.61	17.93	17.12	22.05	24.32	39.38	45.95	10.84	21.28	28.75	39.13
Harrisonburg VA AA	161	2.37	17.33	10.39	19.26	18.83	25.06	41.56	38.36	29.22	7.37	19.76	31.13	41.74
Lynchburg VA AA	600	8.83	19.36	7.58	18.36	16.75	23.19	26.10	39.10	49.56	8.76	20.24	28.45	42.54
Roanoke VA AA	471	6.93	18.02	9.68	18.98	20.72	24.06	31.53	38.94	38.06	11.35	24.04	28.73	35.88
Winchester VA Multi-State MSA AA	213	3.13	17.57	9.00	19.30	17.00	24.14	33.50	38.99	40.50	5.95	16.75	29.42	47.88

* Based on 2006 Peer Mortgage Data (Eastern)

** Home refinance loans originated and purchased in the MA/AA as a percentage of all home refinance loans originated and purchased in the rated area.

*** Percentage of Families is based on the 2000 Census information.

**** As a percentage of loans with borrower income information available. No information was available for 12.0% of loans originated and purchased by BANK.

* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

TRUST CO (30000009846) (Included)

Table 11a. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES 2006			Geography: VIRGINIA		Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31,				
Assessment Area:	Total Small Loans to Businesses		Businesses With Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Aggregate Lending Data*	
	#	% of Total**	% of Businesses***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
Full Review:									
Combined Non-MSA VA AA	973	21.98	61.83	77.08	70.81	17.06	12.13	25,526	9,883
Richmond VA AA	758	17.12	63.25	58.58	54.35	22.30	23.35	43,797	14,360
Virginia Beach-Norfolk-Newport News VA AA	1,142	25.80	65.05	60.60	54.55	20.49	24.96	52,512	17,980
Limited Review:									
Blacksburg VA AA	55	1.24	60.99	58.18	70.91	16.36	12.73	3,594	1,441
Charlottesville VA AA	250	5.65	65.63	66.00	68.00	16.00	16.00	8,138	2,808
Danville VA AA	93	2.10	66.38	80.65	60.22	18.28	21.51	2,457	882
Harrisonburg VA AA	170	3.84	62.13	85.88	77.06	12.94	10.00	3,700	1,296
Lynchburg VA AA	389	8.79	66.74	66.07	65.81	16.71	17.48	6,964	2,592
Roanoke VA AA	287	6.48	64.95	67.25	61.32	21.25	17.42	10,054	3,846
Winchester VA Multi-State MSA AA	310	7.00	61.56	60.00	61.61	18.39	20.00	4,574	1,474

* Based on 2006 Peer Small Business Data -- US and PR

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

*** Businesses with revenues of \$1 million or less as a percentage of all businesses (Source D&B - 2006).

**** Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 0.18% of small loans to businesses originated and purchased by the bank.

TRUST CO (30000009846) (Included)

Table 12a. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL LOANS TO FARMS 2006		Geography: VIRGINIA			Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31,				
Assessment Area:	Total Small Loans to Farms		Farms With Revenues of \$1 million or less		Loans by Original Amount Regardless of Farm Size			Aggregate Lending Data*	
	#	% of Total**	% of Farms***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$500,000	All	Rev\$ 1 Million or Less
Full Review:									
Combined Non-MSA VA AA	112	71.79	94.35	93.75	83.93	10.71	5.36	0	0
Richmond VA AA	8	5.13	92.77	75.00	75.00	25.00	0.00	0	0
Virginia Beach-Norfolk-Newport News VA AA	15	9.62	91.37	93.33	60.00	20.00	20.00	0	0
Limited Review:									
Blacksburg VA AA	0	0.00	93.75	0.00	0.00	0.00	0.00	0	0
Charlottesville VA AA	4	2.56	93.01	75.00	50.00	50.00	0.00	0	0
Danville VA AA	0	0.00	97.13	0.00	0.00	0.00	0.00	0	0
Harrisonburg VA AA	5	3.21	93.12	100.00	80.00	20.00	0.00	0	0
Lynchburg VA AA	5	3.21	94.54	80.00	100.00	0.00	0.00	0	0
Roanoke VA AA	4	2.56	91.52	100.00	75.00	25.00	0.00	0	0
Winchester VA Multi-State MSA AA	3	1.92	94.63	100.00	66.67	0.00	33.33	0	0

* Based on 2006 Peer Small Business Data -- US and PR

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

*** Farms with revenues of \$1 million or less as a percentage of all farms (Source D&B - 2006).

**** Small loans to farms with revenues of \$1 million or less as a percentage of all loans reported as small loans to farms. No information was available for 0.00% of small loans to farms originated and purchased by the bank.

TRUST CO (30000009846) (Included)

Table 14. Qualified Investments

QUALIFIED INVESTMENTS		Geography: VIRGINIA				Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2006			
Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
Full Review:									
Combined Non-MSA VA AA	14	4,299	27	4,143	41	8,442	7.64	0	0
Richmond VA AA	24	24,013	14	35,967	38	59,980	54.32	0	0
Virginia Beach-Norfolk-Newport News VA AA	16	10,261	22	3,281	38	13,542	12.26	0	0
Limited Review:									
Blacksburg VA AA	8	2,550	4	314	12	2,864	2.59	0	0
Charlottesville VA AA	1	645	25	2,665	26	3,310	3.00	0	0
Danville VA AA	0	0	1	4	1	4	0.00	0	0
Harrisonburg VA AA	1	258	4	1	5	259	0.24	0	0
Lynchburg VA AA	4	1,967	11	13	15	1,980	1.79	0	0
Roanoke VA AA	4	1,624	9	13,147	13	14,771	13.38	0	0
Winchester VA Multi-State MSA AA	0	0	18	21	18	21	0.01	0	0
Statewide/Outside AA	0	0	7	5,243	7	5,243	4.75	0	0

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

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

TRUST CO (30000009846) (Included)

Table 15. Distribution of Branch Delivery System and Branch Openings/Closings

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS TO DECEMBER 31, 2006								Geography: VIRGINIA				Evaluation Period: JANUARY 1, 2006					
Assessment Area:	Deposits	Branches						Branch Openings/Closings				Population					
	% of Rated Area Deposits in AA	# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or -)				% of Population within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
Full Review:																	
Combined Non-MSA VA AA	24.65	83	30.29	0.00	7.23	75.90	16.87	0	5	0	0	- 5	0	0.00	10.00	71.07	18.93
Richmond VA AA	26.35	47	17.15	6.38	23.40	34.04	36.17	0	0	0	0	0	0	6.04	22.14	43.83	27.99
Virginia Beach-Norfolk-Newport News VA AA	21.20	56	20.44	0.00	19.64	50.00	30.36	2	0	0	0	1	1	4.30	23.70	42.65	29.35
Limited Review:																	
Blacksburg VA AA	2.00	11	4.01	0.00	0.00	100.00	0.00	0	1	0	0	- 1	0	0.00	3.60	82.76	8.18
Charlottesville VA AA	4.53	15	5.47	0.00	6.67	60.00	33.33	0	0	0	0	0	0	1.78	17.53	57.63	23.06
Danville VA AA	1.80	6	2.19	0.00	0.00	83.33	16.67	1	0	0	0	1	0	0.00	18.76	70.58	10.66
Harrisonburg VA AA	2.64	12	4.38	8.33	8.33	50.00	33.33	0	0	0	0	0	0	0.00	15.13	66.75	18.12
Lynchburg VA AA	5.81	16	5.84	0.00	0.00	68.75	31.25	0	0	0	0	0	0	3.38	11.42	66.12	19.08
Roanoke VA AA	5.95	17	6.20	0.00	11.76	64.71	23.53	1	1	0	0	0	0	4.02	12.58	57.22	26.04
Winchester VA Multi-State MSA AA	5.07	11	4.01	0.00	18.18	72.73	9.09	0	0	0	0	0	0	0.00	23.28	62.66	14.06

TRUST CO (30000009846) (Included)

Table 1. Lending Volume

LENDING VOLUME		Geography: SOUTH CAROLINA						Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2006				
Assessment Area (2008):	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$(000's)	#	\$(000's)	#	\$(000's)	#	\$(000's)	#	\$(000's)	
Full Review:												
Charleston SC AA	11.13	874	209,349	360	55,247	1	400	9	24,607	1,244	289,603	7.58
Columbia SC AA	23.07	1,370	195,459	1,105	161,480	73	5,781	30	16,556	2,578	379,276	29.91
Combined Non-MSA SC AA	13.66	993	160,793	505	66,126	13	1,136	15	20,440	1,526	248,495	12.85
Greenville SC AA	21.75	1,473	135,290	949	97,633	3	128	6	6,225	2,431	239,276	24.31
Myrtle Beach SC AA	10.48	840	217,663	315	38,005	13	849	3	10,130	1,171	266,647	6.28
Limited Review:												
Anderson SC AA	4.43	325	30,777	167	27,530	1	100	2	183	495	58,590	3.18
Florence SC AA	5.15	181	25,137	386	53,783	5	193	3	5,400	575	84,513	6.80
Spartanburg SC AA	7.96	546	49,482	327	52,622	1	20	15	4,720	889	106,844	7.26
Sumter SC AA	2.38	163	15,995	99	12,025	0	0	4	413	266	28,433	1.83
Statewide/Outside AA								3	2,695	3	2,695	

* Loan Data as of December 31, 2006. Rated area refers to either state or multi-state MA rating area.

** The evaluation period for Community Development Loans is from January 01, 2005 to December 31, 2007.

*** Deposit Data as of February 10, 2010. Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

TRUST CO (30000009846) (Included)

Table 2a. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE 31, 2006			Geography: SOUTH CAROLINA						Evaluation Period: JANUARY 1, 2006 TO DECEMBER					
Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*			
	#	% of Total**	% Owner Occ Units***	% BANK Loans***	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Low	Mod	Mid	Upp
Full Review:														
Charleston SC AA	563	15.96	2.42	0.36	16.78	6.22	49.56	58.97	31.24	34.46	1.54	7.77	55.12	35.56
Columbia SC AA	766	21.71	0.96	0.26	23.50	15.40	42.68	34.73	32.86	49.61	0.78	14.84	35.56	48.83
Combined Non-MSA SC AA	520	14.74	0.17	0.00	9.86	5.58	61.50	45.96	28.48	48.46	0.09	3.28	30.18	66.45
Greenville SC AA	599	16.98	1.08	0.83	16.80	11.02	56.73	51.92	25.39	36.23	0.99	11.42	49.36	38.23
Myrtle Beach SC AA	611	17.32	0.00	0.00	9.72	2.95	72.14	77.91	18.13	19.15	0.00	4.92	74.58	20.50
Limited Review:														
Anderson SC AA	109	3.09	0.00	0.00	13.81	4.59	68.46	73.39	17.73	22.02	0.00	9.42	63.00	27.58
Florence SC AA	107	3.03	2.33	0.00	20.03	10.28	55.83	37.38	21.81	52.34	0.72	10.80	47.76	40.73
Spartanburg SC AA	195	5.53	1.89	1.03	12.54	9.74	69.00	67.69	16.57	21.54	0.91	9.74	65.20	24.15
Sumter SC AA	58	1.64	0.00	0.00	25.98	8.62	42.80	39.66	31.22	51.72	0.00	18.75	38.70	42.56

* Based on 2006 Peer Mortgage Data (Eastern)

** Home purchase loans originated and purchased in the MA/AA as a percentage of all home purchase loans originated and purchased in the rated area.

*** Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

**** Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

TRUST CO (30000009846) (Included)

Table 3a. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT DECEMBER 31, 2006			Geography: SOUTH CAROLINA						Evaluation Period: JANUARY 1, 2006 TO					
Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*			
	#	% of Total*	% Owner Occ Units***	% BANK Loans***	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Low	Mod	Mid	Upp
Full Review:														
Charleston SC AA	73	13.54	2.42	0.00	16.78	8.22	49.56	45.21	31.24	46.58	2.32	14.51	52.98	30.20
Columbia SC AA	104	19.29	0.96	0.00	23.50	15.38	42.68	44.23	32.86	40.38	1.00	20.80	42.42	35.78
Combined Non-MSA SC AA	81	15.03	0.17	0.00	9.86	8.64	61.50	64.20	28.48	27.16	0.00	7.61	59.89	32.51
Greenville SC AA	109	20.22	1.08	0.92	16.80	13.76	56.73	58.72	25.39	26.61	0.86	14.94	59.04	25.16
Myrtle Beach SC AA	39	7.24	0.00	0.00	9.72	10.26	72.14	66.67	18.13	23.08	0.00	6.93	75.35	17.73
Limited Review:														
Anderson SC AA	29	5.38	0.00	0.00	13.81	0.00	68.46	58.62	17.73	41.38	0.00	12.57	67.43	20.00
Florence SC AA	18	3.34	2.33	0.00	20.03	22.22	55.83	44.44	21.81	33.33	1.50	27.07	53.88	17.54
Spartanburg SC AA	64	11.87	1.89	1.56	12.54	15.63	69.00	54.69	16.57	28.13	2.15	12.05	66.17	19.64
Sumter SC AA	22	4.08	0.00	0.00	25.98	22.73	42.80	40.91	31.22	36.36	0.00	20.28	41.47	38.25

* Based on 2006 Peer Mortgage Data (Eastern)

** Home improvement loans originated and purchased in the MA/AA as a percentage of all home improvement loans originated and purchased in the rated area.

*** Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

**** Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

TRUST CO (30000009846) (Included)

Table 4a. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE DECEMBER 31, 2006			Geography: SOUTH CAROLINA						Evaluation Period: JANUARY 1, 2006 TO					
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*			
	#	% of Total**	% Owner Occ Units***	% BANK Loans*** *	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Low	Mod	Mid	Upp
Full Review:														
Charleston SC AA	235	8.76	2.42	0.85	16.78	8.09	49.56	34.89	31.24	56.17	2.11	10.71	47.90	39.28
Columbia SC AA	497	18.53	0.96	0.40	23.50	15.09	42.68	42.45	32.86	42.05	0.85	17.54	39.65	41.96
Combined Non-MSA SC AA	391	14.58	0.17	0.00	9.86	6.14	61.50	54.48	28.48	39.39	0.09	5.15	39.28	55.47
Greenville SC AA	765	28.52	1.08	0.13	16.80	11.50	56.73	47.58	25.39	40.78	1.03	14.45	52.95	31.57
Myrtle Beach SC AA	184	6.86	0.00	0.00	9.72	3.80	72.14	72.28	18.13	23.91	0.00	5.95	74.71	19.33
Limited Review:														
Anderson SC AA	186	6.94	0.00	0.00	13.81	4.84	68.46	61.29	17.73	33.87	0.00	9.60	65.57	24.83
Florence SC AA	55	2.05	2.33	1.82	20.03	16.36	55.83	54.55	21.81	27.27	1.11	15.09	53.78	30.02
Spartanburg SC AA	286	10.66	1.89	0.00	12.54	8.74	69.00	72.38	16.57	18.88	1.69	10.69	66.77	20.85
Sumter SC AA	83	3.09	0.00	0.00	25.98	15.66	42.80	48.19	31.22	36.14	0.00	19.25	42.84	37.91

* Based on 2006 Peer Mortgage Data (Eastern)

** Home refinance loans originated and purchased in the MA/AA as a percentage of all home refinance loans originated and purchased in the rated area.

*** Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

**** Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

TRUST CO (30000009846) (Included)

Table 5a. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY 31, 2006		Geography: SOUTH CAROLINA								Evaluation Period: JANUARY 1, 2006 TO DECEMBER				
Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*			
	#	% of Total**	% of MF Units***	% BANK Loans****	% MF Units**	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	Low	Mod	Mid	Upp
Full Review:														
Charleston SC AA	3	21.43	8.85	0.00	16.36	33.33	46.36	66.67	28.43	0.00	11.43	28.57	48.57	11.43
Columbia SC AA	2	14.29	9.41	0.00	28.46	0.00	39.61	100.00	22.51	0.00	0.00	37.50	25.00	37.50
Combined Non-MSA SC AA	1	7.14	0.99	0.00	7.40	0.00	25.61	100.00	66.00	0.00	0.00	7.69	38.46	53.85
Greenville SC AA	0	0.00	2.90	0.00	26.00	0.00	44.53	0.00	26.57	0.00	2.78	30.56	52.78	13.89
Myrtle Beach SC AA	6	42.86	0.00	0.00	6.30	0.00	46.59	33.33	47.11	66.67	0.00	11.54	53.85	34.62
Limited Review:														
Anderson SC AA	0	0.00	0.00	0.00	13.95	0.00	63.05	0.00	23.00	0.00	0.00	0.00	85.71	14.29
Florence SC AA	1	7.14	6.03	0.00	21.70	0.00	31.33	100.00	40.94	0.00	0.00	36.36	18.18	45.45
Spartanburg SC AA	1	7.14	8.26	0.00	33.42	0.00	34.42	100.00	23.89	0.00	9.09	54.55	27.27	9.09
Sumter SC AA	0	0.00	0.00	0.00	51.20	0.00	13.10	0.00	35.71	0.00	0.00	0.00	0.00	0.00

* Based on 2006 Peer Mortgage Data (Eastern)

** Multi-family loans originated and purchased in the MA/AA as a percentage of all multi-family loans originated and purchased in the rated area.

*** Percentage of Multi Family Units is the number of multi family units in a particular geography divided by the number of multi family housing units in the area based on 2000 Census information.

**** Multifamily loan distribution includes Home Purchases, Home Improvement and Refinances.

TRUST CO (30000009846) (Included)

Table 6a. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES DECEMBER 31, 2006			Geography: SOUTH CAROLINA						Evaluation Period: JANUARY 1, 2006 TO					
Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate Lending (%) by Tract Income*			
	#	% of Total**	% of Business***	% BANK Loans	% of Businesses**	% BANK Loans	% of Business***	% BANK Loans	% of Business***	% BANK Loans	Low	Mod	Mid	Upp
Full Review:														
Charleston SC AA	360	8.62	5.60	3.89	18.04	23.61	44.72	42.50	31.64	30.00	4.08	13.17	43.51	39.24
Columbia SC AA	1,068	25.57	4.65	3.56	25.63	18.54	35.25	35.39	30.51	42.51	3.65	20.23	35.44	40.69
Combined Non-MSA SC AA	505	12.09	1.16	0.20	10.35	13.86	52.56	55.84	35.93	30.10	0.88	6.57	40.41	52.14
Greenville SC AA	949	22.73	3.67	2.42	17.36	10.12	51.75	58.27	27.23	29.19	3.46	13.62	49.87	33.05
Myrtle Beach SC AA	315	7.54	0.00	0.00	18.42	14.60	57.84	61.27	23.74	24.13	0.00	12.65	63.65	23.70
Limited Review:														
Anderson SC AA	167	4.00	0.00	0.00	16.16	2.40	63.47	72.46	18.08	25.15	0.00	12.89	61.18	25.93
Florence SC AA	386	9.24	4.28	3.63	26.56	11.40	45.62	50.78	23.54	34.20	2.30	18.32	49.81	29.57
Spartanburg SC AA	327	7.83	6.59	6.12	16.48	12.84	56.30	63.00	20.63	18.04	4.65	14.97	56.91	23.47
Sumter SC AA	99	2.37	0.00	0.00	37.17	38.38	33.94	25.25	28.89	36.36	0.00	28.63	38.90	32.47

* Based on 2006 Peer Small Business Data -- US and PR

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

*** Source Data - Dun and Bradstreet (2006).

TRUST CO (30000009846) (Included)

Table 7a. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS DECEMBER 31, 2006			Geography: SOUTH CAROLINA						Evaluation Period: JANUARY 1, 2006 TO					
Assessment Area:	Total Small Farm Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate Lending (%) by Tract Income*			
	#	% of Total**	% of Farms**	% BANK Loans	% of Farms**	% BANK Loans	% of Farms**	% BANK Loans	% of Farms**	% BANK Loans	Low	Mod	Mid	Upp
Full Review:														
Charleston SC AA	1	0.91	1.46	0.00	19.08	0.00	48.26	0.00	31.20	100.00	1.22	39.02	36.59	23.17
Columbia SC AA	73	66.36	1.10	0.00	25.53	34.25	46.02	54.79	26.62	10.96	1.45	33.82	49.76	14.98
Combined Non-MSA SC AA	13	11.82	0.31	7.69	8.70	7.69	66.34	84.62	24.66	0.00	0.69	4.86	72.92	21.53
Greenville SC AA	3	2.73	0.74	0.00	13.63	0.00	65.55	100.00	20.07	0.00	1.79	16.07	64.29	17.86
Myrtle Beach SC AA	13	11.82	0.00	0.00	15.38	30.77	72.55	69.23	12.06	0.00	0.00	14.37	79.89	5.75
Limited Review:														
Anderson SC AA	1	0.91	0.00	0.00	12.37	0.00	68.73	100.00	18.56	0.00	0.00	2.70	70.27	27.03
Florence SC AA	5	4.55	1.47	0.00	15.44	0.00	66.67	100.00	16.42	0.00	0.00	25.64	66.67	7.69
Spartanburg SC AA	1	0.91	0.50	0.00	9.16	0.00	72.52	100.00	17.82	0.00	0.00	8.57	80.00	11.43
Sumter SC AA	0	0.00	0.00	0.00	22.75	0.00	58.73	0.00	18.52	0.00	0.00	21.95	63.41	14.63

* Based on 2006 Peer Small Business Data -- US and PR

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

*** Source Data - Dun and Bradstreet (2006).

TRUST CO (30000009846) (Included)

Table 8a. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE 2006			Geography: SOUTH CAROLINA						Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31,					
Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Aggregate Lending Data*			
	#	% of Total**	% Families***	% BANK Loans****	% Families*	% BANK Loans****	% Families**	% BANK Loans****	% Families**	% BANK Loans****	Low	Mod	Mid	Upp
Full Review:														
Charleston SC AA	563	15.95	21.35	3.82	17.45	15.97	21.13	17.71	40.08	62.50	3.11	15.73	24.41	56.74
Columbia SC AA	767	21.73	20.66	5.45	17.72	17.04	22.17	20.95	39.45	56.56	8.94	24.46	26.05	40.55
Combined Non-MSA SC AA	520	14.74	19.36	1.75	16.37	10.22	20.48	16.21	43.79	71.82	2.36	9.82	15.72	72.11
Greenville SC AA	599	16.97	19.99	7.79	18.25	18.63	22.03	21.10	39.72	52.47	7.88	22.62	23.96	45.54
Myrtle Beach SC AA	611	17.31	18.14	1.65	19.53	7.42	22.91	12.37	39.42	78.56	1.87	8.18	14.90	75.05
Limited Review:														
Anderson SC AA	109	3.09	19.55	5.88	17.96	13.73	22.67	23.53	39.82	56.86	9.87	20.89	23.59	45.65
Florence SC AA	107	3.03	23.11	3.30	16.29	13.19	20.19	19.78	40.41	63.74	7.01	21.60	24.98	46.41
Spartanburg SC AA	195	5.53	20.05	10.98	18.24	17.92	22.52	25.43	39.19	45.66	9.96	25.94	27.49	36.61
Sumter SC AA	58	1.64	21.04	3.77	17.91	11.32	21.47	20.75	39.59	64.15	5.98	20.24	30.00	43.78

* Based on 2006 Peer Mortgage Data (Eastern)

** Home purchase loans originated and purchased in the MA/AA as a percentage of all home purchase loans originated and purchased in the rated area.

*** Percentage of Families is based on the 2000 Census information.

**** As a percentage of loans with borrower income information available. No information was available for 23.3% of loans originated and purchased by BANK.

* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

TRUST CO (30000009846) (Included)

Table 9a. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT 31, 2006		Geography: SOUTH CAROLINA						Evaluation Period: JANUARY 1, 2006 TO DECEMBER						
Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Aggregate Lending Data*			
	#	% of Total*	% Families**	% BANK Loans****	% Families*	% BANK Loans****	% Families**	% BANK Loans****	% Families**	% BANK Loans****	Low	Mod	Mid	Upp
Full Review:														
Charleston SC AA	73	13.54	21.35	3.08	17.45	7.69	21.13	30.77	40.08	58.46	8.93	19.95	27.73	43.39
Columbia SC AA	104	19.29	20.66	11.11	17.72	23.23	22.17	21.21	39.45	44.44	12.44	22.53	27.57	37.46
Combined Non-MSA SC AA	81	15.03	19.36	2.56	16.37	23.08	20.48	20.51	43.79	53.85	9.10	19.95	22.20	48.75
Greenville SC AA	109	20.22	19.99	15.24	18.25	20.00	22.03	25.71	39.72	39.05	12.93	22.81	27.79	36.48
Myrtle Beach SC AA	39	7.24	18.14	8.11	19.53	5.41	22.91	13.51	39.42	72.97	6.51	13.31	27.22	52.96
Limited Review:														
Anderson SC AA	29	5.38	19.55	10.34	17.96	13.79	22.67	10.34	39.82	65.52	14.48	25.83	26.81	32.88
Florence SC AA	18	3.34	23.11	22.22	16.29	5.56	20.19	27.78	40.41	44.44	17.01	24.48	25.77	32.73
Spartanburg SC AA	64	11.87	20.05	8.20	18.24	19.67	22.52	27.87	39.19	44.26	15.29	24.74	24.91	35.05
Sumter SC AA	22	4.08	21.04	19.05	17.91	14.29	21.47	19.05	39.59	47.62	11.16	14.88	24.65	49.30

* Based on 2006 Peer Mortgage Data (Eastern)

** Home improvement loans originated and purchased in the MA/AA as a percentage of all home improvement loans originated and purchased in the rated area.

*** Percentage of Families is based on the 2000 Census information.

**** As a percentage of loans with borrower income information available. No information was available for 4.8% of loans originated and purchased by BANK.

* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

TRUST CO (30000009846) (Included)

Table 10a. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE DECEMBER 31, 2006			Geography: SOUTH CAROLINA						Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2006					
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Aggregate Lending Data*			
	#	% of Total*	% Families***	% BANK Loans****	% Families*	% BANK Loans****	% Families**	% BANK Loans****	% Families**	% BANK Loans****	Low	Mod	Mid	Upp
Full Review:														
Charleston SC AA	235	8.76	21.35	3.28	17.45	13.66	21.13	21.86	40.08	61.20	5.21	17.26	23.99	53.54
Columbia SC AA	497	18.53	20.66	5.98	17.72	17.93	22.17	21.38	39.45	54.71	8.14	21.23	26.22	44.40
Combined Non-MSA SC AA	391	14.58	19.36	3.83	16.37	10.03	20.48	23.30	43.79	62.83	3.89	11.57	18.84	65.70
Greenville SC AA	765	28.52	19.99	6.97	18.25	19.13	22.03	23.77	39.72	50.14	8.84	20.98	24.75	45.43
Myrtle Beach SC AA	184	6.86	18.14	4.46	19.53	16.56	22.91	17.20	39.42	61.78	3.82	15.16	22.63	58.39
Limited Review:														
Anderson SC AA	186	6.94	19.55	5.71	17.96	20.57	22.67	29.14	39.82	44.57	8.76	19.73	26.29	45.22
Florence SC AA	55	2.05	23.11	2.08	16.29	8.33	20.19	12.50	40.41	77.08	7.09	17.89	22.64	52.38
Spartanburg SC AA	286	10.66	20.05	8.52	18.24	13.70	22.52	25.56	39.19	52.22	8.85	20.93	27.85	42.38
Sumter SC AA	83	3.09	21.04	2.60	17.91	15.58	21.47	20.78	39.59	61.04	6.25	16.75	24.83	52.17

* Based on 2006 Peer Mortgage Data (Eastern)

** Home refinance loans originated and purchased in the MA/AA as a percentage of all home refinance loans originated and purchased in the rated area.

*** Percentage of Families is based on the 2000 Census information.

**** As a percentage of loans with borrower income information available. No information was available for 9.9% of loans originated and purchased by BANK.

* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

TRUST CO (30000009846) (Included)

Table 11a. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES DECEMBER 31, 2006			Geography: SOUTH CAROLINA				Evaluation Period: JANUARY 1, 2006 TO			
Assessment Area:	Total Small Loans to Businesses		Businesses With Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Aggregate Lending Data*		
	#	% of Total**	% of Businesses***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less	
Full Review:										
Charleston SC AA	360	8.54	66.13	58.06	62.78	17.50	19.72	24,542	8,368	
Columbia SC AA	1,105	26.23	64.57	72.67	64.07	18.19	17.74	24,087	8,911	
Combined Non-MSA SC AA	505	11.99	65.88	72.67	64.95	19.80	15.25	19,716	7,244	
Greenville SC AA	949	22.53	63.34	53.11	76.40	11.59	12.01	21,058	8,204	
Myrtle Beach SC AA	315	7.48	63.08	78.73	74.60	12.06	13.33	15,415	7,880	
Anderson SC AA	167	3.96	61.43	82.63	59.28	22.16	18.56	5,299	2,254	
Florence SC AA	386	9.16	62.31	72.28	69.69	14.51	15.80	5,222	2,133	
Spartanburg SC AA	327	7.76	63.75	58.10	60.24	22.02	17.74	7,806	3,075	
Sumter SC AA	99	2.35	62.07	45.45	67.68	20.20	12.12	2,556	1,016	

* Based on 2006 Peer Small Business Data -- US and PR

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

*** Businesses with revenues of \$1 million or less as a percentage of all businesses (Source D&B - 2006).

**** Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 0.17% of small loans to businesses originated and purchased by the bank.

TRUST CO (30000009846) (Included)

Table 12a. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL LOANS TO FARMS DECEMBER 31, 2006		Geography: SOUTH CAROLINA			Evaluation Period: JANUARY 1, 2006 TO				
Assessment Area:	Total Small Loans to Farms		Farms With Revenues of \$1 million or less		Loans by Original Amount Regardless of Farm Size			Aggregate Lending Data*	
	#	% of Total**	% of Farms***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$500,000	All	Rev\$ 1 Million or Less
Full Review:									
Charleston SC AA	1	0.91	91.36	0.00	0.00	0.00	100.00	0	0
Columbia SC AA	73	66.36	92.04	90.41	73.97	15.07	10.96	0	0
Combined Non-MSA SC AA	13	11.82	90.76	84.62	69.23	23.08	7.69	0	0
Greenville SC AA	3	2.73	93.43	100.00	100.00	0.00	0.00	0	0
Myrtle Beach SC AA	13	11.82	93.53	92.31	84.62	7.69	7.69	0	0
Limited Review:									
Anderson SC AA	1	0.91	95.53	100.00	100.00	0.00	0.00	0	0
Florence SC AA	5	4.55	94.61	100.00	100.00	0.00	0.00	0	0
Spartanburg SC AA	1	0.91	91.58	100.00	100.00	0.00	0.00	0	0
Sumter SC AA	0	0.00	88.89	0.00	0.00	0.00	0.00	0	0

* Based on 2006 Peer Small Business Data -- US and PR

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

*** Farms with revenues of \$1 million or less as a percentage of all farms (Source D&B - 2006).

**** Small loans to farms with revenues of \$1 million or less as a percentage of all loans reported as small loans to farms. No information was available for 0.00% of small loans to farms originated and purchased by the bank.

TRUST CO (30000009846) (Included)

Table 14. Qualified Investments

QUALIFIED INVESTMENTS 2006		Geography: SOUTH CAROLINA				Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31,			
Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
Full Review:									
Charleston SC AA	2	1,188	14	1,512	16	2,700	1.81	1	125
Columbia SC AA	2	2,823	47	7,407	49	10,230	6.87	0	0
Combined Non-MSA SC AA	3	1,294	17	15,795	20	17,089	11.47	0	0
Greenville SC AA	2	1,754	17	30,802	19	32,556	21.86	0	0
Myrtle Beach SC AA	0	0	5	7,936	5	7,936	5.33	0	0
Limited Review:									
Anderson SC AA	0	0	5	15,755	5	15,755	10.58	0	0
Florence SC AA	1	1,952	13	14,806	14	16,758	11.25	0	0
Spartanburg SC AA	1	505	11	2,410	12	2,915	1.96	0	0
Sumter SC AA	0	0	3	23,034	3	23,034	15.46	0	0
Statewide/Outside AA	0	0	19	19,973	19	19,973	13.41	0	0

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

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

TRUST CO (30000009846) (Included)

Table 15. Distribution of Branch Delivery System and Branch Openings/Closings

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS								Geography: SOUTH CAROLINA				Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2006					
Assessment Area:	Deposits	Branches						Branch Openings/Closings				Population					
	% of Rated Area Deposits in AA	# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or -)				% of Population within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
Full Review:																	
Charleston SC AA	7.58	11	11.00	0.00	18.18	36.36	45.45	2	0	0	0	2	0	5.20	20.09	48.15	26.57
Columbia SC AA	29.91	21	21.00	0.00	23.81	38.10	38.10	1	0	0	0	0	1	3.21	27.35	40.27	28.37
Combined Non-MSA SC AA	12.85	16	16.00	0.00	6.25	50.00	43.75	1	0	0	0	0	1	0.48	11.76	63.09	24.67
Greenville SC AA	24.31	23	23.00	0.00	17.39	52.17	30.43	0	0	0	0	0	0	1.93	20.48	53.15	24.44
Myrtle Beach SC AA	6.28	7	7.00	0.00	14.29	71.43	14.29	0	0	0	0	0	0	0.00	12.74	70.33	16.93
Limited Review:																	
Anderson SC AA	3.18	7	7.00	0.00	0.00	100.00	0.00	0	0	0	0	0	0	0.00	16.52	66.32	17.04
Florence SC AA	6.80	3	3.00	0.00	33.33	33.33	33.33	0	0	0	0	0	0	3.49	22.49	53.82	20.19
Spartanburg SC AA	7.26	9	9.00	11.11	22.22	44.44	22.22	0	0	0	0	0	0	4.57	15.95	64.23	15.25
Sumter SC AA	1.83	3	3.00	0.00	33.33	0.00	66.67	0	0	0	0	0	0	0.00	30.25	43.10	26.66

TRUST CO (30000009846) (Included)

Table 1. Lending Volume

LENDING VOLUME		Geography: GEORGIA				Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2006						
Assessment Area (2008):	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	
Full Review:												
Atlanta GA AA	52.26	4,340	651,687	1,943	425,409	18	1,436	96	154,954	6,397	1,233,486	62.14
Combined Non-MSA GA AA	21.85	1,564	173,549	938	120,768	165	14,780	7	6,099	2,674	315,196	17.08
Limited Review:												
Athens GA AA	2.07	170	20,417	81	11,464	2	22	0	0	253	31,903	2.81
Brunswick GA AA	1.32	89	22,438	73	11,416	0	0	0	0	162	33,854	0.62
Dalton GA AA	4.80	283	26,523	291	63,945	13	2,522	1	76	588	93,066	5.04
Gainesville GA AA	5.06	381	53,117	210	39,083	1	7	27	3,583	619	95,790	3.19
Macon GA AA	3.59	264	24,443	163	31,683	7	499	6	3,383	440	60,008	3.66
Savannah GA AA	5.49	433	63,502	222	39,826	2	43	15	2,513	672	105,884	3.97
Valdosta GA AA	1.91	144	14,590	86	13,829	1	249	3	1,221	234	29,889	0.41
Warner Robins GA AA	1.64	145	16,261	45	6,519	0	0	11	4,999	201	27,779	1.08
Statewide/Outside AA								3	286	3	286	

* Loan Data as of December 31, 2006. Rated area refers to either state or multi-state MA rating area.

** The evaluation period for Community Development Loans is from January 01, 2005 to December 31, 2007.

*** Deposit Data as of June 30, 2007. Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

TRUST CO (30000009846) (Included)

Table 2a. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE			Geography: GEORGIA				Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2006							
Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*			
	#	% of Total**	% Owner Occ Units***	% BANK Loans***	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Low	Mod	Mid	Upp
Full Review:														
Atlanta GA AA	2,202	59.10	2.35	2.77	17.94	15.44	43.69	46.96	36.02	34.83	4.10	16.95	46.55	32.40
Combined Non-MSA GA AA	635	17.04	0.28	0.16	10.90	6.77	63.66	57.48	25.15	35.59	0.05	4.48	54.40	41.08
Limited Review:														
Athens GA AA	97	2.60	2.67	6.19	12.20	13.40	44.09	24.74	41.05	55.67	3.70	17.90	29.56	48.84
Brunswick GA AA	35	0.94	1.92	5.71	17.22	11.43	43.59	37.14	37.27	45.71	0.73	10.08	28.47	60.72
Dalton GA AA	88	2.36	0.00	0.00	8.92	7.95	79.45	79.55	11.63	12.50	0.00	15.30	74.91	9.79
Gainesville GA AA	159	4.27	0.00	0.00	5.18	4.40	78.96	76.73	15.86	18.87	0.00	3.01	70.47	26.52
Macon GA AA	111	2.98	6.34	8.11	12.24	12.61	42.59	36.04	38.84	43.24	5.74	11.29	34.08	48.89
Savannah GA AA	232	6.23	3.92	1.72	20.46	11.21	44.90	53.02	30.73	34.05	2.62	11.01	53.03	33.34
Valdosta GA AA	68	1.83	6.13	4.41	16.28	17.65	52.31	47.06	25.28	30.88	1.70	7.75	54.68	35.87
Warner Robins GA AA	99	2.66	2.27	2.02	10.53	5.05	61.23	52.53	25.98	40.40	1.00	5.11	53.96	39.93

* Based on 2006 Peer Mortgage Data (Eastern)

** Home purchase loans originated and purchased in the MA/AA as a percentage of all home purchase loans originated and purchased in the rated area.

*** Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

**** Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

TRUST CO (30000009846) (Included)

Table 3a. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT 2006		Geography: GEORGIA								Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31,					
Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*				
	#	% of Total*	% Owner Occ Units***	% BANK Loans***	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Low	Mod	Mid	Upp	
Full Review:															
Atlanta GA AA	476	53.18	2.35	2.73	17.94	15.55	43.69	51.47	36.02	30.25	2.30	18.43	47.30	31.97	
Combined Non-MSA GA AA	194	21.68	0.28	0.52	10.90	17.53	63.66	51.55	25.15	30.41	0.37	8.52	58.41	32.69	
Limited Review:															
Athens GA AA	21	2.35	2.67	4.76	12.20	4.76	44.09	80.95	41.05	9.52	4.99	11.71	43.17	40.13	
Brunswick GA AA	13	1.45	1.92	0.00	17.22	7.69	43.59	53.85	37.27	38.46	1.11	16.62	49.03	33.24	
Dalton GA AA	59	6.59	0.00	0.00	8.92	15.25	79.45	74.58	11.63	10.17	0.00	10.58	79.35	10.08	
Gainesville GA AA	30	3.35	0.00	0.00	5.18	0.00	78.96	80.00	15.86	20.00	0.00	4.11	75.60	20.29	
Macon GA AA	42	4.69	6.34	7.14	12.24	11.90	42.59	57.14	38.84	23.81	5.34	10.68	47.01	36.97	
Savannah GA AA	29	3.24	3.92	0.00	20.46	17.24	44.90	62.07	30.73	20.69	3.69	17.56	48.70	30.04	
Valdosta GA AA	18	2.01	6.13	33.33	16.28	5.56	52.31	44.44	25.28	16.67	5.53	17.04	51.55	25.88	
Warner Robins GA AA	13	1.45	2.27	7.69	10.53	0.00	61.23	76.92	25.98	15.38	1.70	10.64	54.47	33.19	

* Based on 2006 Peer Mortgage Data (Eastern)

** Home improvement loans originated and purchased in the MA/AA as a percentage of all home improvement loans originated and purchased in the rated area.

*** Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

**** Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

TRUST CO (30000009846) (Included)

Table 4a. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE 31, 2006			Geography: GEORGIA						Evaluation Period: JANUARY 1, 2006 TO DECEMBER					
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*			
	#	% of Total**	% Owner Occ Units***	% BANK Loans*** *	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Low	Mod	Mid	Upp
Full Review:														
Atlanta GA AA	1,650	52.10	2.35	1.45	17.94	15.27	43.69	46.97	36.02	36.30	3.06	17.65	47.01	32.29
Combined Non-MSA GA AA	730	23.05	0.28	0.27	10.90	8.77	63.66	61.10	25.15	29.86	0.10	6.43	60.80	32.66
Limited Review:														
Athens GA AA	52	1.64	2.67	1.92	12.20	7.69	44.09	57.69	41.05	32.69	3.88	10.55	40.68	44.88
Brunswick GA AA	39	1.23	1.92	0.00	17.22	5.13	43.59	30.77	37.27	64.10	0.95	12.13	31.52	55.41
Dalton GA AA	134	4.23	0.00	0.00	8.92	8.21	79.45	75.37	11.63	16.42	0.00	7.66	79.74	12.60
Gainesville GA AA	191	6.03	0.00	0.00	5.18	2.62	78.96	75.39	15.86	21.99	0.00	4.17	75.92	19.91
Macon GA AA	111	3.50	6.34	6.31	12.24	6.31	42.59	37.84	38.84	49.55	6.19	11.29	38.96	43.56
Savannah GA AA	170	5.37	3.92	2.35	20.46	12.94	44.90	43.53	30.73	41.18	3.78	17.10	45.08	34.04
Valdosta GA AA	58	1.83	6.13	3.45	16.28	17.24	52.31	43.10	25.28	36.21	2.97	12.47	51.80	32.76
Warner Robins GA AA	32	1.01	2.27	0.00	10.53	12.50	61.23	59.38	25.98	28.13	1.75	9.39	55.53	33.33

* Based on 2006 Peer Mortgage Data (Eastern)

** Home refinance loans originated and purchased in the MA/AA as a percentage of all home refinance loans originated and purchased in the rated area.

*** Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

**** Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

TRUST CO (30000009846) (Included)

Table 5a. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY		Geography: GEORGIA						Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2006						
Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*			
	#	% of Total**	% of MF Units***	% BANK Loans***	% MF Units**	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	Low	Mod	Mid	Upp
Full Review:														
Atlanta GA AA	12	48.00	11.41	25.00	31.17	8.33	31.09	41.67	26.33	25.00	14.58	33.33	29.17	22.92
Combined Non-MSA GA AA	5	20.00	0.21	0.00	12.14	0.00	60.98	40.00	26.67	60.00	0.00	6.25	62.50	31.25
Limited Review:														
Athens GA AA	0	0.00	29.91	0.00	30.20	0.00	3.94	0.00	35.95	0.00	26.32	18.42	10.53	44.74
Brunswick GA AA	2	8.00	6.16	50.00	15.66	0.00	32.55	50.00	45.63	0.00	12.50	37.50	12.50	37.50
Dalton GA AA	2	8.00	0.00	0.00	51.73	50.00	21.53	50.00	26.73	0.00	0.00	50.00	50.00	0.00
Gainesville GA AA	1	4.00	0.00	0.00	34.69	0.00	63.49	0.00	1.82	100.00	0.00	6.67	86.67	6.67
Macon GA AA	0	0.00	13.32	0.00	17.21	0.00	27.34	0.00	42.13	0.00	23.81	14.29	33.33	28.57
Savannah GA AA	2	8.00	8.63	0.00	28.75	50.00	34.30	0.00	28.32	50.00	17.95	23.08	20.51	38.46
Valdosta GA AA	0	0.00	10.65	0.00	32.98	0.00	33.62	0.00	22.76	0.00	0.00	45.83	41.67	12.50
Warner Robins GA AA	1	4.00	4.41	0.00	15.54	0.00	79.73	100.00	0.31	0.00	10.00	5.00	85.00	0.00

* Based on 2006 Peer Mortgage Data (Eastern)

** Multi-family loans originated and purchased in the MA/AA as a percentage of all multi-family loans originated and purchased in the rated area.

*** Percentage of Multi Family Units is the number of multi family units in a particular geography divided by the number of multi family housing units in the area based on 2000 Census information.

**** Multifamily loan distribution includes Home Purchases, Home Improvement and Refinances.

TRUST CO (30000009846) (Included)

Table 6a. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES 31, 2006			Geography: GEORGIA				Evaluation Period: JANUARY 1, 2006 TO DECEMBER				Aggregate Lending (%) by Tract Income*			
Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Low	Mod	Mid	Upp
	#	% of Total**	% of Busines ses***	% BANK Loans	% of Businesses* **	% BANK Loans	% of Busines es***	% BANK Loans	% of Businesse s***	% BANK Loans				
Full Review:														
Atlanta GA AA	1,943	47.99	4.43	3.04	19.29	19.45	38.70	39.78	37.59	37.73	2.91	15.45	38.54	43.10
Combined Non-MSA GA AA	938	23.17	0.46	0.32	12.01	12.58	62.31	55.86	25.23	31.24	0.21	10.10	58.05	31.64
Limited Review:														
Athens GA AA	81	2.00	13.92	3.70	14.50	12.35	26.88	40.74	44.70	43.21	10.85	13.73	25.53	49.89
Brunswick GA AA	73	1.80	8.59	0.00	22.45	12.33	29.32	19.18	39.64	68.49	5.61	19.24	24.53	50.63
Dalton GA AA	291	7.19	0.00	0.00	26.12	23.37	59.02	57.39	14.86	19.24	0.00	24.90	56.76	18.34
Gainesville GA AA	210	5.19	0.00	0.00	21.09	23.33	66.36	64.76	12.54	11.90	0.00	17.40	67.40	15.20
Macon GA AA	163	4.03	17.16	23.93	13.93	8.59	31.69	33.13	37.22	34.36	14.50	11.51	28.33	45.66
Savannah GA AA	219	5.41	6.45	2.74	19.40	17.35	45.88	48.86	28.02	31.05	4.77	16.52	44.47	34.24
Valdosta GA AA	86	2.12	10.19	13.95	27.62	16.28	38.30	29.07	23.89	40.70	8.01	23.02	37.40	31.57
Warner Robins GA AA	45	1.11	5.07	6.67	14.43	4.44	62.85	55.56	17.64	33.33	3.97	11.65	62.19	22.20

* Based on 2006 Peer Small Business Data -- US and PR

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

*** Source Data - Dun and Bradstreet (2006).

TRUST CO (30000009846) (Included)

Table 7a. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS 2006			Geography: GEORGIA				Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31,							
Assessment Area:	Total Small Farm Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate Lending (%) by Tract Income*			
	#	% of Total**	% of Farms* **	% BANK Loans	% of Farms**	% BANK Loans	% of Farms**	% BANK Loans	% of Farms**	% BANK Loans	Low	Mod	Mid	Upp
Full Review:														
Atlanta GA AA	18	8.61	2.03	11.11	17.35	11.11	47.50	50.00	33.12	27.78	0.88	28.93	46.16	24.03
Combined Non-MSA GA AA	165	78.95	0.04	0.00	12.85	43.64	66.00	40.61	21.11	15.76	0.00	22.34	60.59	17.07
Limited Review:														
Athens GA AA	2	0.96	3.65	0.00	6.01	0.00	47.42	100.00	42.92	0.00	1.33	2.67	84.00	12.00
Brunswick GA AA	0	0.00	1.97	0.00	16.26	0.00	37.93	0.00	43.84	0.00	0.00	7.69	30.77	61.54
Dalton GA AA	13	6.22	0.00	0.00	8.28	0.00	72.19	84.62	19.53	15.38	0.00	6.82	77.27	15.91
Gainesville GA AA	1	0.48	0.00	0.00	6.18	0.00	81.46	0.00	12.36	100.00	0.00	6.06	87.88	6.06
Macon GA AA	7	3.35	7.05	0.00	6.27	0.00	42.30	42.86	44.39	57.14	3.77	7.55	32.08	56.60
Savannah GA AA	2	0.96	3.85	0.00	16.11	0.00	48.32	100.00	31.49	0.00	2.70	13.51	48.65	35.14
Valdosta GA AA	1	0.48	2.32	0.00	24.36	0.00	47.80	0.00	25.52	100.00	3.06	22.45	51.02	23.47
Warner Robins GA AA	0	0.00	0.97	0.00	10.19	0.00	66.99	0.00	21.84	0.00	0.00	0.00	69.23	30.77

* Based on 2006 Peer Small Business Data -- US and PR

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

*** Source Data - Dun and Bradstreet (2006).

TRUST CO (30000009846) (Included)

Table 8a. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE		Geography: GEORGIA						Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2006						
Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Aggregate Lending Data*			
	#	% of Total**	% Families***	% BANK Loans****	% Families*	% BANK Loans****	% Families**	% BANK Loans****	% Families**	% BANK Loans****	Low	Mod	Mid	Upp
Full Review:														
Atlanta GA AA	2,202	59.10	20.00	4.90	18.13	19.13	22.32	26.10	39.56	49.87	6.53	24.38	27.34	41.75
Combined Non-MSA GA AA	635	17.04	20.59	2.28	16.71	13.51	20.37	18.95	42.33	65.26	2.95	13.07	23.26	60.73
Limited Review:														
Athens GA AA	97	2.60	21.70	1.15	17.37	8.05	20.56	16.09	40.37	74.71	4.32	17.71	20.52	57.45
Brunswick GA AA	35	0.94	22.52	3.57	17.09	10.71	19.20	25.00	41.19	60.71	3.33	11.29	19.31	66.08
Dalton GA AA	88	2.36	18.65	8.86	18.94	15.19	24.07	34.18	38.34	41.77	18.97	33.16	24.90	22.97
Gainesville GA AA	159	4.27	18.60	7.04	18.77	16.90	24.32	18.31	38.31	57.75	4.29	19.55	27.57	48.59
Macon GA AA	111	2.98	23.52	13.83	15.68	10.64	20.25	26.60	40.55	48.94	8.04	23.14	27.14	41.68
Savannah GA AA	232	6.23	22.13	3.27	16.78	14.38	20.45	19.61	40.65	62.75	3.26	15.03	29.52	52.19
Valdosta GA AA	68	1.83	22.69	1.96	17.86	11.76	20.17	37.25	39.29	49.02	3.38	16.43	26.92	53.27
Warner Robins GA AA	99	2.66	19.67	8.89	17.94	22.22	24.69	23.33	37.70	45.56	7.39	27.06	28.82	36.74

* Based on 2006 Peer Mortgage Data (Eastern)

** Home purchase loans originated and purchased in the MA/AA as a percentage of all home purchase loans originated and purchased in the rated area.

*** Percentage of Families is based on the 2000 Census information.

**** As a percentage of loans with borrower income information available. No information was available for 13.2% of loans originated and purchased by BANK.

* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

TRUST CO (30000009846) (Included)

Table 9a. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT			Geography: GEORGIA						Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2006					
Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Aggregate Lending Data*			
	#	% of Total*	% Families**	% BANK Loans****	% Families*	% BANK Loans****	% Families**	% BANK Loans****	% Families**	% BANK Loans****	Low	Mod	Mid	Upp
Full Review:														
Atlanta GA AA	476	53.18	20.00	11.76	18.13	18.74	22.32	27.02	39.56	42.48	10.64	22.24	28.04	39.09
Combined Non-MSA GA AA	194	21.68	20.59	9.42	16.71	18.85	20.37	25.65	42.33	46.07	10.18	18.49	24.19	47.15
Limited Review:														
Athens GA AA	21	2.35	21.70	14.29	17.37	28.57	20.56	23.81	40.37	33.33	10.90	25.06	18.10	45.94
Brunswick GA AA	13	1.45	22.52	7.69	17.09	23.08	19.20	30.77	41.19	38.46	19.36	16.76	28.32	35.55
Dalton GA AA	59	6.59	18.65	13.79	18.94	27.59	24.07	24.14	38.34	34.48	11.49	25.07	29.50	33.94
Gainesville GA AA	30	3.35	18.60	17.24	18.77	10.34	24.32	20.69	38.31	51.72	11.48	15.56	23.21	49.74
Macon GA AA	42	4.69	23.52	21.05	15.68	21.05	20.25	23.68	40.55	34.21	10.53	23.80	25.40	40.27
Savannah GA AA	29	3.24	22.13	0.00	16.78	10.71	20.45	32.14	40.65	57.14	6.18	16.34	29.11	48.38
Valdosta GA AA	18	2.01	22.69	6.25	17.86	37.50	20.17	18.75	39.29	37.50	12.50	19.95	24.76	42.79
Warner Robins GA AA	13	1.45	19.67	15.38	17.94	23.08	24.69	38.46	37.70	23.08	12.67	23.53	22.17	41.63

* Based on 2006 Peer Mortgage Data (Eastern)

** Home improvement loans originated and purchased in the MA/AA as a percentage of all home improvement loans originated and purchased in the rated area.

*** Percentage of Families is based on the 2000 Census information.

**** As a percentage of loans with borrower income information available. No information was available for 3.2% of loans originated and purchased by BANK.

* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

TRUST CO (30000009846) (Included)

Table 10a. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE 2006		Geography: GEORGIA						Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31,						
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Aggregate Lending Data*			
	#	% of Total* *	% Families ***	% BANK Loans****	% Families *	% BANK Loans****	% Families* **	% BANK Loans****	% Families* **	% BANK Loans****	Low	Mod	Mid	Upp
Full Review:														
Atlanta GA AA	1,650	52.10	20.00	7.01	18.13	19.03	22.32	24.79	39.56	49.17	7.89	21.87	26.91	43.32
Combined Non-MSA GA AA	730	23.05	20.59	5.25	16.71	13.20	20.37	20.19	42.33	61.37	4.29	12.58	24.43	58.70
Limited Review:														
Athens GA AA	52	1.64	21.70	11.36	17.37	13.64	20.56	27.27	40.37	47.73	6.65	15.12	23.53	54.70
Brunswick GA AA	39	1.23	22.52	0.00	17.09	3.57	19.20	7.14	41.19	89.29	5.32	12.29	17.94	64.45
Dalton GA AA	134	4.23	18.65	5.60	18.94	24.00	24.07	26.40	38.34	44.00	9.07	21.36	27.89	41.69
Gainesville GA AA	191	6.03	18.60	4.24	18.77	16.36	24.32	22.42	38.31	56.97	5.92	18.30	25.44	50.34
Macon GA AA	111	3.50	23.52	7.92	15.68	16.83	20.25	21.78	40.55	53.47	7.47	18.95	26.74	46.83
Savannah GA AA	170	5.37	22.13	6.21	16.78	17.93	20.45	19.31	40.65	56.55	5.97	15.89	24.21	53.93
Valdosta GA AA	58	1.83	22.69	1.85	17.86	7.41	20.17	18.52	39.29	72.22	5.86	14.93	21.60	57.61
Warner Robins GA AA	32	1.01	19.67	22.58	17.94	9.68	24.69	16.13	37.70	51.61	7.59	20.19	27.06	45.16

* Based on 2006 Peer Mortgage Data (Eastern)

** Home refinance loans originated and purchased in the MA/AA as a percentage of all home refinance loans originated and purchased in the rated area.

*** Percentage of Families is based on the 2000 Census information.

**** As a percentage of loans with borrower income information available. No information was available for 12.8% of loans originated and purchased by BANK.

* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

TRUST CO (30000009846) (Included)

Table 11a. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES 2006			Geography: GEORGIA		Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31,				
Assessment Area:	Total Small Loans to Businesses		Businesses With Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Aggregate Lending Data*	
	#	% of Total**	% of Businesses***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
Full Review:									
Atlanta GA AA	1,943	47.95	62.56	58.31	48.89	21.72	29.39	256,126	92,163
Combined Non-MSA GA AA	938	23.15	53.41	84.97	68.66	16.20	15.14	23,133	10,918
Limited Review:									
Athens GA AA	81	2.00	60.67	77.78	65.43	17.28	17.28	6,697	2,536
Brunswick GA AA	73	1.80	56.58	73.97	61.64	17.81	20.55	4,556	1,908
Dalton GA AA	291	7.18	57.32	71.82	51.20	17.18	31.62	4,035	1,528
Gainesville GA AA	210	5.18	60.82	66.67	55.24	17.62	27.14	7,130	2,713
Macon GA AA	163	4.02	57.33	74.85	56.44	18.40	25.15	7,693	3,058
Savannah GA AA	222	5.48	58.12	62.61	53.60	22.97	23.42	11,960	4,234
Valdosta GA AA	86	2.12	57.90	88.37	45.35	40.70	13.95	4,046	1,572
Warner Robins GA AA	45	1.11	57.00	84.44	68.89	13.33	17.78	3,699	1,720

* Based on 2006 Peer Small Business Data -- US and PR

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

*** Businesses with revenues of \$1 million or less as a percentage of all businesses (Source D&B - 2006).

**** Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 0.57% of small loans to businesses originated and purchased by the bank.

TRUST CO (30000009846) (Included)

Table 12a. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL LOANS TO FARMS 2006		Geography: GEORGIA			Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31,				
Assessment Area:	Total Small Loans to Farms		Farms With Revenues of \$1 million or less		Loans by Original Amount Regardless of Farm Size			Aggregate Lending Data*	
	#	% of Total**	% of Farms***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$500,000	All	Rev\$ 1 Million or Less
Full Review:									
Atlanta GA AA	18	8.61	91.28	55.56	66.67	27.78	5.56	0	0
Combined Non-MSA GA AA	165	78.95	92.87	88.48	75.15	18.79	6.06	0	0
Limited Review:									
Athens GA AA	2	0.96	89.70	100.00	100.00	0.00	0.00	0	0
Brunswick GA AA	0	0.00	91.63	0.00	0.00	0.00	0.00	0	0
Dalton GA AA	13	6.22	91.12	76.92	38.46	23.08	38.46	0	0
Gainesville GA AA	1	0.48	92.70	100.00	100.00	0.00	0.00	0	0
Macon GA AA	7	3.35	94.26	85.71	71.43	28.57	0.00	0	0
Savannah GA AA	2	0.96	92.55	50.00	100.00	0.00	0.00	0	0
Valdosta GA AA	1	0.48	90.49	100.00	0.00	100.00	0.00	0	0
Warner Robins GA AA	0	0.00	93.69	0.00	0.00	0.00	0.00	0	0

* Based on 2006 Peer Small Business Data -- US and PR

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

*** Farms with revenues of \$1 million or less as a percentage of all farms (Source D&B - 2006).

**** Small loans to farms with revenues of \$1 million or less as a percentage of all loans reported as small loans to farms. No information was available for 1.44% of small loans to farms originated and purchased by the bank.

TRUST CO (30000009846) (Included)

Table 14. Qualified Investments

QUALIFIED INVESTMENTS		Geography: GEORGIA				Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2006			
Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
Full Review:									
Atlanta GA AA	0	0	34	8,039	34	8,039	22.04	0	0
Combined Non-MSA GA AA	2	8,383	13	9,012	15	17,395	47.68	0	0
Limited Review:									
Athens GA AA	0	0	1	1	1	1	0.00	0	0
Brunswick GA AA	0	0	8	4	8	4	0.01	0	0
Dalton GA AA	0	0	2	3	2	3	0.01	0	0
Gainesville GA AA	0	0	4	4	4	4	0.01	0	0
Macon GA AA	0	0	1	1	1	1	0.00	0	0
Savannah GA AA	0	0	3	2	3	2	0.01	0	0
Valdosta GA AA	0	0	1	1	1	1	0.00	0	0
Warner Robins GA AA	0	0	0	0	0	0	0.00	0	0
Statewide/Outside AA	0	0	4	11,029	4	11,029	30.23	0	0

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

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

TRUST CO (30000009846) (Included)

Table 15. Distribution of Branch Delivery System and Branch Openings/Closings

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS TO DECEMBER 31, 2006								Geography: GEORGIA				Evaluation Period: JANUARY 1, 2006					
Assessment Area:	Deposits	Branches						Branch Openings/Closings				Population					
	% of Rated Area Deposits in AA	# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or -)				% of Population within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
Full Review:																	
Atlanta GA AA	62.14	85	54.14	1.18	20.00	37.65	41.18	18	1	1	2	2	12	5.72	23.65	40.60	29.99
Combined Non-MSA GA AA	17.08	36	22.93	2.78	8.33	66.67	22.22	1	3	0	- 1	- 1	0	0.35	12.16	63.22	24.27
Limited Review:																	
Athens GA AA	2.81	4	2.55	25.00	0.00	50.00	25.00	0	0	0	0	0	0	10.77	18.81	33.03	37.40
Brunswick GA AA	0.62	1	0.64	0.00	0.00	0.00	100.00	0	0	0	0	0	0	4.45	19.84	43.61	32.10
Dalton GA AA	5.04	5	3.18	0.00	40.00	60.00	0.00	0	0	0	0	0	0	0.00	16.97	72.06	10.97
Gainesville GA AA	3.19	6	3.82	0.00	16.67	83.33	0.00	0	0	0	0	0	0	0.00	13.78	74.17	12.05
Macon GA AA	3.66	9	5.73	11.11	22.22	44.44	22.22	0	0	0	0	0	0	12.80	15.86	38.45	32.89
Savannah GA AA	3.97	8	5.10	0.00	25.00	62.50	12.50	1	0	0	0	1	0	7.65	25.65	41.22	25.48
Valdosta GA AA	0.41	1	0.64	0.00	0.00	0.00	100.00	0	0	0	0	0	0	9.13	18.75	52.25	19.87
Warner Robins GA AA	1.08	2	1.27	0.00	0.00	100.00	0.00	0	0	0	0	0	0	3.17	17.62	57.58	21.63

TRUST CO (30000009846) (Included)

Table 1. Lending Volume

LENDING VOLUME		Geography: MARYLAND				Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2006						
Assessment Area (2008):	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	
Full Review:												
Baltimore MD AA	63.50	3,352	576,613	994	185,783	11	2,290	21	56,521	4,378	821,207	56.99
Bethesda MD AA	24.93	1,176	267,062	530	109,122	5	770	8	22,888	1,719	399,842	33.70
Limited Review:												
Non-MSA MD AA	8.62	522	109,413	70	12,264	0	0	2	4,503	594	126,180	7.19
Salisbury MD AA	2.94	194	21,815	9	2,362	0	0	0	0	203	24,177	2.12

* Loan Data as of December 31, 2006. Rated area refers to either state or multi-state MA rating area.

** The evaluation period for Community Development Loans is from January 01, 2005 to December 31, 2007.

*** Deposit Data as of June 30, 2007. Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

TRUST CO (30000009846) (Included)

Table 2a. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE 2006			Geography: MARYLAND				Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31,							
Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*			
	#	% of Total**	% Owner Occ Units***	% BANK Loans***	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Low	Mod	Mid	Upp
Full Review:														
Baltimore MD AA	877	64.49	4.55	4.45	16.09	13.57	42.83	47.78	36.52	34.21	5.75	18.85	45.02	30.38
Bethesda MD AA	274	20.15	0.57	1.82	16.20	16.06	49.83	55.11	33.40	27.01	0.74	24.38	55.66	19.23
Limited Review:														
Non-MSA MD AA	149	10.96	0.72	0.67	12.21	8.05	60.44	83.22	26.62	8.05	0.55	8.00	71.31	20.14
Salisbury MD AA	60	4.41	0.23	0.00	12.76	15.00	69.54	63.33	17.47	21.67	0.47	14.63	63.02	21.89

* Based on 2006 Peer Mortgage Data (Eastern)

** Home purchase loans originated and purchased in the MA/AA as a percentage of all home purchase loans originated and purchased in the rated area.

*** Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

**** Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

TRUST CO (30000009846) (Included)

Table 3a. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT 2006		Geography: MARYLAND								Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31,					
Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*				
	#	% of Total*	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Low	Mod	Mid	Upp	
Full Review:															
Baltimore MD AA	767	64.24	4.55	6.52	16.09	11.99	42.83	48.76	36.52	32.72	3.99	16.81	48.43	30.77	
Bethesda MD AA	261	21.86	0.57	2.30	16.20	21.46	49.83	65.13	33.40	11.11	0.73	20.96	56.17	22.13	
Limited Review:															
Non-MSA MD AA	130	10.89	0.72	0.00	12.21	9.23	60.44	67.69	26.62	23.08	0.60	10.01	60.04	29.36	
Salisbury MD AA	36	3.02	0.23	0.00	12.76	8.33	69.54	88.89	17.47	2.78	0.33	13.49	70.07	16.12	

* Based on 2006 Peer Mortgage Data (Eastern)

** Home improvement loans originated and purchased in the MA/AA as a percentage of all home improvement loans originated and purchased in the rated area.

*** Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

**** Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

TRUST CO (30000009846) (Included)

Table 4a. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE 31, 2006			Geography: MARYLAND						Evaluation Period: JANUARY 1, 2006 TO DECEMBER					
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*			
	#	% of Total**	% Owner Occ Units***	% BANK Loans*** *	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Low	Mod	Mid	Upp
Full Review:														
Baltimore MD AA	1,703	63.45	4.55	1.59	16.09	9.04	42.83	46.39	36.52	42.98	4.30	18.86	48.35	28.50
Bethesda MD AA	641	23.88	0.57	0.47	16.20	15.44	49.83	65.37	33.40	18.72	0.88	22.67	56.00	20.46
Limited Review:														
Non-MSA MD AA	242	9.02	0.72	0.83	12.21	8.26	60.44	70.25	26.62	20.66	0.63	9.51	61.70	28.16
Salisbury MD AA	98	3.65	0.23	1.02	12.76	13.27	69.54	59.18	17.47	26.53	0.31	14.43	66.42	18.84

* Based on 2006 Peer Mortgage Data (Eastern)

** Home refinance loans originated and purchased in the MA/AA as a percentage of all home refinance loans originated and purchased in the rated area.

*** Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

**** Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

TRUST CO (30000009846) (Included)

Table 5a. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY		Geography: MARYLAND						Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2006						
Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*			
	#	% of Total**	% of MF Units***	% BANK Loans***	% MF Units** *	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	Low	Mod	Mid	Upp
Full Review:														
Baltimore MD AA	5	83.33	9.27	0.00	27.09	20.00	44.67	80.00	18.97	0.00	12.68	38.77	33.33	15.22
Bethesda MD AA	0	0.00	1.69	0.00	44.59	0.00	41.98	0.00	11.74	0.00	1.75	47.37	47.37	3.51
Limited Review:														
Non-MSA MD AA	1	16.67	1.53	0.00	8.63	0.00	86.68	100.00	3.16	0.00	0.00	11.90	80.95	7.14
Salisbury MD AA	0	0.00	2.73	0.00	29.21	0.00	60.23	0.00	7.83	0.00	0.00	36.36	54.55	9.09

* Based on 2006 Peer Mortgage Data (Eastern)

** Multi-family loans originated and purchased in the MA/AA as a percentage of all multi-family loans originated and purchased in the rated area.

*** Percentage of Multi Family Units is the number of multi family units in a particular geography divided by the number of multi family housing units in the area based on 2000 Census information.

**** Multifamily loan distribution includes Home Purchases, Home Improvement and Refinances.

TRUST CO (30000009846) (Included)

Table 6a. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES DECEMBER 31, 2006			Geography: MARYLAND				Evaluation Period: JANUARY 1, 2006 TO				Aggregate Lending (%) by Tract Income*			
Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Low	Mod	Mid	Upp
	#	% of Total**	% of Busines ses***	% BANK Loans	% of Businesses* **	% BANK Loans	% of Business es***	% BANK Loans	% of Businesse s***	% BANK Loans				
Full Review:														
Baltimore MD AA	994	62.01	5.63	3.62	15.65	8.75	42.49	44.37	36.18	43.26	3.13	11.58	43.61	41.67
Bethesda MD AA	530	33.06	1.08	3.40	23.06	24.91	45.70	52.26	30.16	19.43	0.96	19.75	46.46	32.83
Limited Review:														
Non-MSA MD AA	70	4.37	0.97	0.00	16.08	10.00	63.77	60.00	19.18	30.00	0.53	12.15	65.55	21.77
Salisbury MD AA	9	0.56	1.39	0.00	15.19	0.00	62.83	77.78	20.50	22.22	0.94	12.86	64.82	21.38

* Based on 2006 Peer Small Business Data -- US and PR

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

*** Source Data - Dun and Bradstreet (2006).

TRUST CO (30000009846) (Included)

Table 7a. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS 2006		Geography: MARYLAND						Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31,						
Assessment Area:	Total Small Farm Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate Lending (%) by Tract Income*			
	#	% of Total**	% of Farms**	% BANK Loans	% of Farms**	% BANK Loans	% of Farms**	% BANK Loans	% of Farms**	% BANK Loans	Low	Mod	Mid	Upp
Full Review:														
Baltimore MD AA	11	68.75	0.74	9.09	6.19	9.09	46.00	36.36	47.07	45.45	1.41	5.37	49.72	43.50
Bethesda MD AA	5	31.25	0.60	0.00	17.53	20.00	57.01	80.00	24.86	0.00	0.60	19.28	59.64	20.48
Limited Review:														
Non-MSA MD AA	0	0.00	0.18	0.00	11.90	0.00	72.80	0.00	15.11	0.00	0.00	10.94	72.66	16.41
Salisbury MD AA	0	0.00	0.81	0.00	6.47	0.00	72.24	0.00	20.49	0.00	0.00	5.00	83.33	11.67

* Based on 2006 Peer Small Business Data -- US and PR

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

*** Source Data - Dun and Bradstreet (2006).

TRUST CO (30000009846) (Included)

Table 8a. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE			Geography: MARYLAND				Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2006				Aggregate Lending Data*			
Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Low	Mod	Mid	Upp
	#	% of Total**	% Families***	% BANK Loans****	% Families*	% BANK Loans****	% Families*	% BANK Loans****	% Families**	% BANK Loans****				
Full Review:														
Baltimore MD AA	877	64.49	20.46	3.19	17.74	15.40	22.48	24.60	39.33	56.81	4.55	17.70	28.76	48.99
Bethesda MD AA	274	20.15	18.47	4.74	19.10	21.05	23.46	27.37	38.97	46.84	3.99	20.91	35.72	39.37
Limited Review:														
Non-MSA MD AA	149	10.96	18.34	1.10	17.52	8.79	23.68	14.29	40.46	75.82	1.13	8.43	19.60	70.84
Salisbury MD AA	60	4.41	21.13	0.00	17.82	12.82	22.01	30.77	39.03	56.41	3.92	17.63	26.91	51.53

* Based on 2006 Peer Mortgage Data (Eastern)

** Home purchase loans originated and purchased in the MA/AA as a percentage of all home purchase loans originated and purchased in the rated area.

*** Percentage of Families is based on the 2000 Census information.

**** As a percentage of loans with borrower income information available. No information was available for 34.9% of loans originated and purchased by BANK.

* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

TRUST CO (30000009846) (Included)

Table 9a. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT 2006		Geography: MARYLAND						Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31,						
Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Aggregate Lending Data*			
	#	% of Total*	% Families**	% BANK Loans****	% Families*	% BANK Loans****	% Families**	% BANK Loans****	% Families**	% BANK Loans****	Low	Mod	Mid	Upp
Full Review:														
Baltimore MD AA	767	64.24	20.46	7.77	17.74	19.57	22.48	31.08	39.33	41.58	9.40	22.21	28.34	40.05
Bethesda MD AA	261	21.86	18.47	9.56	19.10	28.69	23.46	31.08	38.97	30.68	9.99	24.19	30.66	35.16
Limited Review:														
Non-MSA MD AA	130	10.89	18.34	5.47	17.52	24.22	23.68	21.88	40.46	48.44	5.84	16.58	25.16	52.41
Salisbury MD AA	36	3.02	21.13	11.11	17.82	19.44	22.01	44.44	39.03	25.00	8.81	23.83	29.02	38.34

* Based on 2006 Peer Mortgage Data (Eastern)

** Home improvement loans originated and purchased in the MA/AA as a percentage of all home improvement loans originated and purchased in the rated area.

*** Percentage of Families is based on the 2000 Census information.

**** As a percentage of loans with borrower income information available. No information was available for 7.0% of loans originated and purchased by BANK.

* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

TRUST CO (30000009846) (Included)

Table 10a. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE 31, 2006			Geography: MARYLAND				Evaluation Period: JANUARY 1, 2006 TO DECEMBER				Aggregate Lending Data*			
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Low	Mod	Mid	Upp
	#	% of Total* *	% Families ***	% BANK Loans****	% Families *	% BANK Loans****	% Families* **	% BANK Loans****	% Families* **	% BANK Loans****				
Full Review:														
Baltimore MD AA	1,703	63.45	20.46	7.82	17.74	18.26	22.48	30.63	39.33	43.29	9.52	23.93	29.06	37.50
Bethesda MD AA	641	23.88	18.47	13.16	19.10	23.77	23.46	26.13	38.97	36.94	9.19	25.60	31.07	34.14
Limited Review:														
Non-MSA MD AA	242	9.02	18.34	4.84	17.52	24.19	23.68	18.28	40.46	52.69	4.78	16.78	25.10	53.33
Salisbury MD AA	98	3.65	21.13	5.80	17.82	24.64	22.01	27.54	39.03	42.03	6.60	22.37	28.09	42.94

* Based on 2006 Peer Mortgage Data (Eastern)

** Home refinance loans originated and purchased in the MA/AA as a percentage of all home refinance loans originated and purchased in the rated area.

*** Percentage of Families is based on the 2000 Census information.

**** As a percentage of loans with borrower income information available. No information was available for 21.5% of loans originated and purchased by BANK.

* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

TRUST CO (30000009846) (Included)

Table 11a. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES 31, 2006		Geography: MARYLAND			Evaluation Period: JANUARY 1, 2006 TO DECEMBER				
Assessment Area:	Total Small Loans to Businesses		Businesses With Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Aggregate Lending Data*	
	#	% of Total**	% of Businesses***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
Full Review:									
Baltimore MD AA	994	62.01	66.88	49.09	54.33	21.13	24.55	108,229	35,553
Bethesda MD AA	530	33.06	68.78	52.64	54.72	21.51	23.77	63,479	19,087
Limited Review:									
Non-MSA MD AA	70	4.37	66.40	64.29	58.57	17.14	24.29	11,776	4,383
Salisbury MD AA	9	0.56	64.10	55.56	33.33	33.33	33.33	4,386	1,781

* Based on 2006 Peer Small Business Data -- US and PR

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

*** Businesses with revenues of \$1 million or less as a percentage of all businesses (Source D&B - 2006).

**** Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 0.12% of small loans to businesses originated and purchased by the bank.

TRUST CO (30000009846) (Included)

Table 12a. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL LOANS TO FARMS 2006		Geography: MARYLAND			Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31,				
Assessment Area:	Total Small Loans to Farms		Farms With Revenues of \$1 million or less		Loans by Original Amount Regardless of Farm Size			Aggregate Lending Data*	
	#	% of Total**	% of Farms***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$500,000	All	Rev\$ 1 Million or Less
Full Review:									
Baltimore MD AA	11	68.75	91.13	63.64	45.45	27.27	27.27	0	0
Bethesda MD AA	5	31.25	89.95	40.00	40.00	60.00	0.00	0	0
Limited Review:									
Non-MSA MD AA	0	0.00	94.23	0.00	0.00	0.00	0.00	0	0
Salisbury MD AA	0	0.00	94.88	0.00	0.00	0.00	0.00	0	0

* Based on 2006 Peer Small Business Data -- US and PR

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

*** Farms with revenues of \$1 million or less as a percentage of all farms (Source D&B - 2006).

**** Small loans to farms with revenues of \$1 million or less as a percentage of all loans reported as small loans to farms. No information was available for 0.00% of small loans to farms originated and purchased by the bank.

TRUST CO (30000009846) (Included)

Table 14. Qualified Investments

QUALIFIED INVESTMENTS		Geography: MARYLAND				Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2006			
Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
Full Review:									
Baltimore MD AA	1	247	44	21,564	45	21,811	35.46	0	0
Bethesda MD AA	15	911	14	26,784	29	27,695	45.02	0	0
Limited Review:									
Non-MSA MD AA	1	976	4	3,764	5	4,740	7.71	0	0
Salisbury MD AA	0	0	2	3	2	3	0.00	0	0
Statewide/Outside AA	0	0	1	7,268	1	7,268	11.81	0	0

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

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

TRUST CO (30000009846) (Included)

Table 15. Distribution of Branch Delivery System and Branch Openings/Closings

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS								Geography: MARYLAND				Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2006					
Assessment Area:	Deposits	Branches						Branch Openings/Closings				Population					
	% of Rated Area Deposits in AA	# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or -)				% of Population within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
Full Review:																	
Baltimore MD AA	56.99	59	55.14	0.00	6.78	50.85	42.37	7	2	0	1	3	1	8.92	20.01	40.13	30.53
Bethesda MD AA	33.70	31	28.97	3.23	32.26	51.61	12.90	1	1	0	0	- 1	1	1.30	24.13	46.78	27.78
Limited Review:																	
Non-MSA MD AA	7.19	11	10.28	0.00	27.27	63.64	9.09	0	1	0	0	- 1	0	1.60	14.96	58.41	25.03
Salisbury MD AA	2.12	6	5.61	0.00	50.00	50.00	0.00	0	0	0	0	0	0	1.36	20.52	63.25	14.78

TRUST CO (30000009846) (Included)

Table 1. Lending Volume

LENDING VOLUME		Geography: FLORIDA				Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2006						
Assessment Area (2008):	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	
Full Review:												
Jacksonville FL AA	16.75	1,058	246,268	299	53,570	0	0	15	9,305	1,372	309,143	8.06
Sarasota-Bradenton FL AA	9.39	649	129,800	115	27,276	0	0	5	10,742	769	167,818	13.09
Tallahassee FL AA	11.81	874	148,839	93	19,577	0	0	1	2,280	968	170,696	5.19
Tampa-St Petersburg FL AA	20.73	1,318	229,634	367	78,270	0	0	13	10,760	1,698	318,664	30.37
Limited Review:												

* Loan Data as of December 31, 2006. Rated area refers to either state or multi-state MA rating area.

** The evaluation period for Community Development Loans is from January 01, 2005 to December 31, 2007.

*** Deposit Data as of June 30, 2007. Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

LENDING VOLUME	Geography: FLORIDA						Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2006					
Cape Coral Fort Myers FL AA	1.68	118	35,837	19	5,724	0	0	1	425	138	41,986	0.76
Combined Non-MSA FL AA	3.08	193	52,769	57	6,869	0	0	2	7,082	252	66,720	5.30
Deltona-Daytona Beach FL AA	1.14	74	15,283	18	4,401	0	0	1	293	93	19,977	1.29
Fort Walton Beach FL AA	0.89	66	13,655	7	1,777	0	0	0	0	73	15,432	0.05
Ft Lauderdale FL AA	4.87	361	70,148	38	7,378	0	0	0	0	399	77,526	6.22
Naples FL AA	0.63	46	15,915	6	1,623	0	0	0	0	52	17,538	1.16
Ocala FL AA	4.87	380	66,507	16	1,178	2	290	1	100	399	68,075	2.47
Orlando FL AA	8.06	568	88,428	88	18,934	0	0	4	7,083	660	114,445	9.11
Palm Bay-Melbourne FL AA	4.02	263	32,438	64	16,456	0	0	2	95	329	48,989	7.91

TRUST CO (30000009846) (Included)

Table 1. Lending Volume

LENDING VOLUME		Geography: FLORIDA				Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2006						
Assessment Area (2008):	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$(000's)	
Limited Review:												
Palm Coast FL AA	0.98	78	20,999	2	945	0	0	0	0	80	21,944	0.40
Panama City FL AA	1.56	119	24,508	9	1,551	0	0	0	0	128	26,059	0.51
Pensacola FL AA	4.72	322	49,080	65	13,441	0	0	0	0	387	62,521	2.27
Port St Lucie-Fort Pierce FL AA	1.05	74	21,291	12	2,546	0	0	0	0	86	23,837	0.00
West Palm Beach-Boca Raton FL AA	3.78	269	73,999	38	9,533	0	0	3	4,104	310	87,636	5.85

* Loan Data as of December 31, 2006. Rated area refers to either state or multi-state MA rating area.

** The evaluation period for Community Development Loans is from January 01, 2005 to December 31, 2007.

*** Deposit Data as of June 30, 2007. Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

TRUST CO (30000009846) (Included)

Table 2a. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE			Geography: FLORIDA				Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2006							
Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*			
	#	% of Total**	% Owner Occ Units***	% BANK Loans***	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Low	Mod	Mid	Upp
Full Review:														
Jacksonville FL AA	735	21.74	1.98	0.41	16.44	11.02	54.98	67.35	26.60	21.22	1.01	15.32	57.64	26.03
Sarasota-Bradenton FL AA	250	7.39	0.30	0.00	20.46	20.00	54.68	54.40	24.56	25.60	0.38	16.40	53.90	29.32
Tallahassee FL AA	628	18.57	4.33	5.89	20.70	8.44	45.98	45.54	28.99	40.13	6.59	17.01	52.92	23.47
Tampa-St Petersburg FL AA	464	13.72	0.77	2.80	21.94	19.61	48.28	44.61	29.01	32.97	1.77	21.73	44.16	32.34
Limited Review:														
Cape Coral Fort Myers FL AA	69	2.04	0.87	0.00	13.24	27.54	63.06	50.72	22.84	21.74	0.44	11.22	67.58	20.76
Combined Non-MSA FL AA	83	2.45	0.00	0.00	0.00	0.00	59.99	44.58	40.01	55.42	0.00	0.00	74.20	25.80
Deltona-Daytona Beach FL AA	34	1.01	0.47	0.00	9.62	2.94	74.00	79.41	15.91	17.65	0.34	11.36	71.38	16.92
Fort Walton Beach FL AA	27	0.80	0.00	0.00	5.54	14.81	74.19	51.85	20.28	33.33	0.00	8.66	70.94	20.40
Ft Lauderdale FL AA	126	3.73	1.16	14.29	23.67	19.84	45.93	38.10	29.24	27.78	3.43	23.93	46.63	26.01
Naples FL AA	20	0.59	2.30	0.00	13.08	15.00	47.98	55.00	36.65	30.00	0.87	17.45	55.39	26.29
Ocala FL AA	270	7.99	0.36	0.00	2.80	1.48	79.14	89.26	17.70	9.26	0.17	1.93	84.42	13.47
Orlando FL AA	150	4.44	0.62	0.00	17.95	14.00	49.89	55.33	31.54	30.67	0.37	18.55	52.96	28.12

* Based on 2006 Peer Mortgage Data (Eastern)

** Home purchase loans originated and purchased in the MA/AA as a percentage of all home purchase loans originated and purchased in the rated area.

*** Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

**** Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

Palm Bay-Melbourne FL AA	58	1.72	0.62	0.00	17.75	8.62	49.76	53.45	31.87	37.93	0.66	12.57	64.28	22.50
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TRUST CO (30000009846) (Included)

Table 2a. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE			Geography: FLORIDA				Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2006							
Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*			
	#	% of Total**	% Owner Occ Units***	% BANK Loans***	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Low	Mod	Mid	Upp
Limited Review:														
Palm Coast FL AA	51	1.51	0.00	0.00	0.00	0.00	100.00	100.00	0.00	0.00	0.00	0.00	100.00	0.00
Panama City FL AA	52	1.54	1.02	1.92	19.70	7.69	56.31	63.46	22.98	26.92	0.49	12.19	73.92	13.39
Pensacola FL AA	220	6.51	1.32	1.36	16.18	14.09	56.87	65.45	25.63	19.09	0.86	11.73	61.49	25.92
Port St Lucie-Fort Pierce FL AA	41	1.21	1.15	0.00	11.40	7.32	62.21	68.29	25.24	24.39	0.66	7.91	77.76	13.67
West Palm Beach-Boca Raton FL AA	103	3.05	1.53	0.97	24.63	13.59	36.35	29.13	37.50	56.31	3.72	28.17	36.49	31.62

* Based on 2006 Peer Mortgage Data (Eastern)

** Home purchase loans originated and purchased in the MA/AA as a percentage of all home purchase loans originated and purchased in the rated area.

*** Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

**** Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

TRUST CO (30000009846) (Included)

Table 3a. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT 2006		Geography: FLORIDA						Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31,							
Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*				
	#	% of Total*	% Owner Occ Units***	% BANK Loans***	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Low	Mod	Mid	Upp	
Full Review:															
Jacksonville FL AA	74	8.85	1.98	0.00	16.44	6.76	54.98	63.51	26.60	29.73	1.12	14.26	57.86	26.75	
Sarasota-Bradenton FL AA	76	9.09	0.30	0.00	20.46	14.47	54.68	59.21	24.56	26.32	0.67	21.51	57.23	20.59	
Tallahassee FL AA	66	7.89	4.33	1.52	20.70	13.64	45.98	31.82	28.99	53.03	3.42	17.67	47.92	30.99	
Tampa-St Petersburg FL AA	213	25.48	0.77	0.47	21.94	19.72	48.28	51.64	29.01	28.17	0.80	21.33	45.22	32.65	
Limited Review:															
Cape Coral Fort Myers FL AA	11	1.32	0.87	0.00	13.24	9.09	63.06	72.73	22.84	18.18	0.54	8.85	73.16	17.45	
Combined Non-MSA FL AA	13	1.56	0.00	0.00	0.00	0.00	59.99	53.85	40.01	46.15	0.00	0.00	74.43	25.57	
Deltona-Daytona Beach FL AA	6	0.72	0.47	0.00	9.62	0.00	74.00	100.00	15.91	0.00	0.30	9.82	74.52	15.36	
Fort Walton Beach FL AA	7	0.84	0.00	0.00	5.54	0.00	74.19	100.00	20.28	0.00	0.00	5.51	79.64	14.85	
Ft Lauderdale FL AA	39	4.67	1.16	0.00	23.67	12.82	45.93	61.54	29.24	25.64	1.79	23.51	45.79	28.91	
Naples FL AA	2	0.24	2.30	50.00	13.08	0.00	47.98	50.00	36.65	0.00	0.85	15.75	57.17	26.23	
Ocala FL AA	44	5.26	0.36	0.00	2.80	0.00	79.14	84.09	17.70	15.91	0.16	2.03	80.33	17.48	

* Based on 2006 Peer Mortgage Data (Eastern)

** Home improvement loans originated and purchased in the MA/AA as a percentage of all home improvement loans originated and purchased in the rated area.

*** Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

**** Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

Orlando FL AA	151	18.06	0.62	0.00	17.95	24.50	49.89	54.97	31.54	20.53	0.47	17.28	53.36	28.90
Palm Bay-Melbourne FL AA	58	6.94	0.62	0.00	17.75	15.52	49.76	46.55	31.87	37.93	1.03	14.82	59.00	25.15

TRUST CO (30000009846) (Included)

Table 3a. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT 2006		Geography: FLORIDA						Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31,						
Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*			
	#	% of Total*	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Low	Mod	Mid	Upp
Limited Review:														
Palm Coast FL AA	6	0.72	0.00	0.00	0.00	0.00	100.00	100.00	0.00	0.00	0.00	0.00	100.00	0.00
Panama City FL AA	9	1.08	1.02	0.00	19.70	11.11	56.31	33.33	22.98	55.56	0.79	15.46	58.24	25.51
Pensacola FL AA	25	2.99	1.32	0.00	16.18	12.00	56.87	60.00	25.63	28.00	0.89	14.19	59.33	25.59
Port St Lucie-Fort Pierce FL AA	10	1.20	1.15	0.00	11.40	10.00	62.21	70.00	25.24	20.00	1.92	10.08	72.55	15.45
West Palm Beach-Boca Raton FL AA	26	3.11	1.53	0.00	24.63	19.23	36.35	46.15	37.50	34.62	2.17	25.87	39.14	32.82

* Based on 2006 Peer Mortgage Data (Eastern)

** Home improvement loans originated and purchased in the MA/AA as a percentage of all home improvement loans originated and purchased in the rated area.

*** Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

**** Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

TRUST CO (30000009846) (Included)

Table 4a. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE 2006			Geography: FLORIDA						Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2006					
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*			
	#	% of Total**	% Owner Occ Units***	% BANK Loans*** *	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Low	Mod	Mid	Upp
Full Review:														
Jacksonville FL AA	248	9.52	1.98	0.81	16.44	8.06	54.98	65.32	26.60	25.81	1.68	15.82	55.85	26.65
Sarasota-Bradenton FL AA	323	12.40	0.30	0.00	20.46	12.07	54.68	56.66	24.56	31.27	0.54	19.81	56.89	22.77
Tallahassee FL AA	180	6.91	4.33	3.89	20.70	7.22	45.98	32.78	28.99	56.11	4.69	16.60	46.27	32.44
Tampa-St Petersburg FL AA	640	24.58	0.77	0.16	21.94	20.16	48.28	49.38	29.01	30.31	1.21	22.16	44.34	32.29
Limited Review:														
Cape Coral Fort Myers FL AA	38	1.46	0.87	0.00	13.24	5.26	63.06	52.63	22.84	42.11	0.52	8.60	72.91	17.98
Combined Non-MSA FL AA	97	3.73	0.00	0.00	0.00	0.00	59.99	43.30	40.01	56.70	0.00	0.00	64.20	35.80
Deltona-Daytona Beach FL AA	33	1.27	0.47	0.00	9.62	6.06	74.00	84.85	15.91	9.09	0.47	9.85	74.82	14.86
Fort Walton Beach FL AA	32	1.23	0.00	0.00	5.54	6.25	74.19	68.75	20.28	25.00	0.00	5.99	74.38	19.62
Ft Lauderdale FL AA	196	7.53	1.16	0.51	23.67	15.31	45.93	40.31	29.24	43.88	1.96	24.50	45.09	28.45
Naples FL AA	24	0.92	2.30	0.00	13.08	12.50	47.98	41.67	36.65	45.83	0.89	15.15	54.80	29.16
Ocala FL AA	66	2.53	0.36	0.00	2.80	0.00	79.14	83.33	17.70	16.67	0.18	2.52	81.13	16.17

* Based on 2006 Peer Mortgage Data (Eastern)

** Home refinance loans originated and purchased in the MA/AA as a percentage of all home refinance loans originated and purchased in the rated area.

*** Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

**** Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

Orlando FL AA	266	10.22	0.62	0.75	17.95	13.53	49.89	57.14	31.54	28.57	0.61	19.12	51.53	28.74
Palm Bay-Melbourne FL AA	146	5.61	0.62	0.68	17.75	19.18	49.76	41.10	31.87	39.04	0.50	14.06	59.63	25.81

TRUST CO (30000009846) (Included)

Table 4a. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE 2006			Geography: FLORIDA						Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31,					
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*			
	#	% of Total**	% Owner Occ Units***	% BANK Loans*** *	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Low	Mod	Mid	Upp
Limited Review:														
Palm Coast FL AA	21	0.81	0.00	0.00	0.00	0.00	100.00	100.00	0.00	0.00	0.00	0.00	100.00	0.00
Panama City FL AA	57	2.19	1.02	0.00	19.70	10.53	56.31	77.19	22.98	12.28	1.04	13.82	67.20	17.94
Pensacola FL AA	77	2.96	1.32	2.60	16.18	10.39	56.87	57.14	25.63	29.87	0.80	13.86	58.56	26.78
Port St Lucie-Fort Pierce FL AA	23	0.88	1.15	0.00	11.40	4.35	62.21	56.52	25.24	39.13	1.33	9.28	72.76	16.63
West Palm Beach-Boca Raton FL AA	137	5.26	1.53	0.73	24.63	18.25	36.35	30.66	37.50	50.36	2.24	26.56	36.10	35.09

* Based on 2006 Peer Mortgage Data (Eastern)

** Home refinance loans originated and purchased in the MA/AA as a percentage of all home refinance loans originated and purchased in the rated area.

*** Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

**** Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

TRUST CO (30000009846) (Included)

Table 5a. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY		Geography: FLORIDA						Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2006						
Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*			
	#	% of Total**	% of MF Units***	% BANK Loans***	% MF Units**	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	Low	Mod	Mid	Upp
Full Review:														
Jacksonville FL AA	1	11.11	5.03	0.00	21.26	0.00	52.80	100.00	20.92	0.00	4.41	26.47	50.00	19.12
Sarasota-Bradenton FL AA	0	0.00	0.53	0.00	20.94	0.00	43.00	0.00	35.54	0.00	8.11	35.14	43.24	13.51
Tallahassee FL AA	0	0.00	44.71	0.00	17.48	0.00	27.81	0.00	10.00	0.00	37.93	17.24	31.03	13.79
Tampa-St Petersburg FL AA	1	11.11	4.33	0.00	18.88	0.00	49.17	100.00	27.61	0.00	9.40	33.46	44.36	12.78
Limited Review:														
Cape Coral Fort Myers FL AA	0	0.00	1.45	0.00	15.27	0.00	44.37	0.00	38.90	0.00	0.00	24.24	62.12	13.64
Combined Non-MSA FL AA	0	0.00	0.00	0.00	0.00	0.00	34.84	0.00	65.16	0.00	0.00	0.00	100.00	0.00
Deltona-Daytona Beach FL AA	1	11.11	1.77	0.00	26.94	0.00	60.83	100.00	10.46	0.00	0.00	55.56	42.22	2.22
Fort Walton Beach FL AA	0	0.00	0.00	0.00	4.51	0.00	82.95	0.00	12.54	0.00	0.00	5.00	85.00	10.00
Ft Lauderdale FL AA	0	0.00	2.27	0.00	32.48	0.00	48.64	0.00	16.61	0.00	9.64	35.34	42.57	12.45
Naples FL AA	0	0.00	2.08	0.00	7.03	0.00	35.11	0.00	55.78	0.00	6.67	46.67	33.33	13.33
Ocala FL AA	0	0.00	3.42	0.00	19.52	0.00	45.14	0.00	31.92	0.00	6.67	6.67	73.33	13.33

* Based on 2006 Peer Mortgage Data (Eastern)

** Multi-family loans originated and purchased in the MA/AA as a percentage of all multi-family loans originated and purchased in the rated area.

*** Percentage of Multi Family Units is the number of multi family units in a particular geography divided by the number of multi family housing units in the area based on 2000 Census information.

**** Multifamily loan distribution includes Home Purchases, Home Improvement and Refinances.

Orlando FL AA	1	11.11	2.41	0.00	30.42	0.00	49.93	100.00	17.23	0.00	2.17	17.83	66.96	13.04
Palm Bay- Melbourne FL AA	1	11.11	2.10	0.00	26.13	0.00	53.00	0.00	18.77	100.00	2.17	43.48	39.13	15.22

TRUST CO (30000009846) (Included)

Table 5a. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY		Geography: FLORIDA						Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2006						
Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*			
	#	% of Total**	% of MF Units***	% BANK Loans***	% MF Units**	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	Low	Mod	Mid	Upp
Limited Review:														
Palm Coast FL AA	0	0.00	0.00	0.00	0.00	0.00	100.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Panama City FL AA	1	11.11	0.71	0.00	15.38	0.00	75.63	100.00	8.27	0.00	0.00	17.39	69.57	13.04
Pensacola FL AA	0	0.00	3.92	0.00	17.60	0.00	60.48	0.00	18.00	0.00	0.00	25.00	56.25	18.75
Port St Lucie-Fort Pierce FL AA	0	0.00	2.19	0.00	14.37	0.00	43.56	0.00	39.88	0.00	11.11	22.22	51.85	14.81
West Palm Beach-Boca Raton FL AA	3	33.33	3.13	0.00	32.78	33.33	31.51	66.67	32.58	0.00	9.73	51.33	29.20	9.73

* Based on 2006 Peer Mortgage Data (Eastern)

** Multi-family loans originated and purchased in the MA/AA as a percentage of all multi-family loans originated and purchased in the rated area.

*** Percentage of Multi Family Units is the number of multi family units in a particular geography divided by the number of multi family housing units in the area based on 2000 Census information.

**** Multifamily loan distribution includes Home Purchases, Home Improvement and Refinances.

TRUST CO (30000009846) (Included)

Table 6a. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES 31, 2006				Geography: FLORIDA				Evaluation Period: JANUARY 1, 2006 TO DECEMBER							
Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate Lending (%) by Tract Income*				
	#	% of Total**	% of Business***	% BANK Loans	% of Businesses**	% BANK Loans	% of Business***	% BANK Loans	% of Business***	% BANK Loans	Low	Mod	Mid	Upp	
Full Review:															
Jacksonville FL AA	299	22.79	4.55	2.34	22.43	49.50	49.28	28.76	23.74	19.40	2.73	19.88	47.65	29.74	
Sarasota-Bradenton FL AA	115	8.77	0.47	0.00	21.42	20.87	51.49	47.83	26.62	31.30	0.27	16.77	51.84	31.13	
Tallahassee FL AA	93	7.09	9.79	1.08	18.26	11.83	47.81	43.01	23.76	44.09	7.92	15.73	45.19	31.16	
Tampa-St Petersburg FL AA	367	27.97	1.66	1.36	24.82	17.71	43.11	54.77	30.41	26.16	1.34	22.02	42.24	34.40	
Limited Review:															
Cape Coral Fort Myers FL AA	19	1.45	0.98	0.00	14.23	5.26	59.09	47.37	25.70	47.37	0.74	11.55	60.41	27.29	
Combined Non-MSA FL AA	57	4.34	0.00	0.00	0.00	0.00	47.23	35.09	52.77	64.91	0.00	0.00	55.11	44.89	
Deltona-Daytona Beach FL AA	18	1.37	1.15	0.00	18.22	77.78	65.21	16.67	15.41	5.56	0.80	14.95	63.99	20.27	
Fort Walton Beach FL AA	7	0.53	0.00	0.00	9.48	0.00	66.53	14.29	23.99	85.71	0.00	9.57	63.55	26.88	
Ft Lauderdale FL AA	38	2.90	4.75	13.16	22.72	21.05	42.65	36.84	29.88	28.95	3.02	20.25	40.60	36.14	
Naples FL AA	6	0.46	1.73	0.00	11.07	0.00	44.30	83.33	42.90	16.67	1.20	9.03	46.55	43.22	
Ocala FL AA	16	1.22	0.77	0.00	4.76	12.50	72.46	87.50	22.01	0.00	0.47	4.35	72.72	22.46	
Orlando FL AA	88	6.71	1.50	2.27	20.79	12.50	47.31	50.00	30.40	35.23	1.18	17.28	45.93	35.61	
Palm Bay-Melbourne FL AA	64	4.88	1.39	0.00	25.07	37.50	44.26	31.25	29.28	31.25	0.94	21.94	44.38	32.74	

* Based on 2006 Peer Small Business Data -- US and PR

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

*** Source Data - Dun and Bradstreet (2006).

TRUST CO (30000009846) (Included)

Table 6a. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES 31, 2006				Geography: FLORIDA				Evaluation Period: JANUARY 1, 2006 TO DECEMBER						
Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate Lending (%) by Tract Income*			
	#	% of Total**	% of Business***	% BANK Loans	% of Businesses**	% BANK Loans	% of Business***	% BANK Loans	% of Business***	% BANK Loans	Low	Mod	Mid	Upp
Limited Review:														
Palm Coast FL AA	2	0.15	0.00	0.00	0.00	0.00	100.00	100.00	0.00	0.00	0.00	0.00	0.00	0.00
Panama City FL AA	9	0.69	0.73	22.22	29.00	22.22	49.20	44.44	21.07	11.11	0.76	24.78	51.89	22.57
Pensacola FL AA	65	4.95	3.31	7.69	23.19	27.69	50.02	20.00	23.48	44.62	2.98	20.82	48.03	28.17
Port St Lucie-Fort Pierce FL AA	12	0.91	2.63	0.00	21.27	66.67	53.36	8.33	22.74	25.00	1.76	18.12	56.10	24.03
West Palm Beach-Boca Raton FL AA	37	2.82	3.54	2.70	21.35	13.51	34.74	35.14	40.22	48.65	2.69	18.10	33.62	45.59

* Based on 2006 Peer Small Business Data -- US and PR

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

*** Source Data - Dun and Bradstreet (2006).

TRUST CO (30000009846) (Included)

Table 7a. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS 2006			Geography: FLORIDA				Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31,							
Assessment Area:	Total Small Farm Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate Lending (%) by Tract Income*			
	#	% of Total**	% of Farms**	% BANK Loans	% of Farms**	% BANK Loans	% of Farms**	% BANK Loans	% of Farms**	% BANK Loans	Low	Mod	Mid	Upp
Full Review:														
Jacksonville FL AA	0	0.00	2.13	0.00	18.31	0.00	56.92	0.00	22.64	0.00	0.62	11.80	60.87	26.71
Sarasota-Bradenton FL AA	0	0.00	0.31	0.00	16.50	0.00	56.69	0.00	26.50	0.00	0.00	0.00	0.00	0.00
Tallahassee FL AA	0	0.00	4.23	0.00	17.19	0.00	52.30	0.00	26.28	0.00	0.00	33.33	40.28	26.39
Tampa-St Petersburg FL AA	0	0.00	0.72	0.00	25.25	0.00	48.61	0.00	25.42	0.00	0.69	23.45	45.75	30.11
Limited Review:														
Cape Coral Fort Myers FL AA	0	0.00	0.87	0.00	11.10	0.00	70.95	0.00	17.08	0.00	0.86	11.21	75.00	12.93
Combined Non-MSA FL AA	0	0.00	0.00	0.00	0.00	0.00	56.06	0.00	43.94	0.00	0.00	0.00	57.14	42.86
Deltona-Daytona Beach FL AA	0	0.00	0.59	0.00	9.61	0.00	72.75	0.00	17.06	0.00	0.00	6.06	75.76	18.18
Fort Walton Beach FL AA	0	0.00	0.00	0.00	7.74	0.00	75.63	0.00	16.63	0.00	0.00	13.04	69.57	17.39
Ft Lauderdale FL AA	0	0.00	3.69	0.00	24.13	0.00	41.97	0.00	30.21	0.00	1.98	17.39	40.32	40.32
Naples FL AA	0	0.00	4.85	0.00	21.92	0.00	50.71	0.00	22.53	0.00	8.42	29.47	34.74	27.37
Ocala FL AA	2	100.00	0.06	0.00	2.02	50.00	83.33	50.00	14.59	0.00	0.00	1.08	89.78	9.14
Orlando FL AA	0	0.00	0.75	0.00	18.91	0.00	55.14	0.00	25.20	0.00	0.67	19.06	53.85	26.42

* Based on 2006 Peer Small Business Data -- US and PR

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

*** Source Data - Dun and Bradstreet (2006).

Palm Bay- Melbourne FL AA	0	0.00	1.09	0.00	20.40	0.00	51.57	0.00	26.94	0.00	0.00	14.29	46.94	38.78
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TRUST CO (30000009846) (Included)

Table 7a. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS 2006			Geography: FLORIDA				Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31,							
Assessment Area:	Total Small Farm Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate Lending (%) by Tract Income*			
	#	% of Total**	% of Farms* **	% BANK Loans	% of Farms**	% BANK Loans	% of Farms**	% BANK Loans	% of Farms**	% BANK Loans	Low	Mod	Mid	Upp
Limited Review:														
Palm Coast FL AA	0	0.00	0.00	0.00	0.00	0.00	100.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Panama City FL AA	0	0.00	0.65	0.00	24.84	0.00	51.31	0.00	23.20	0.00	0.00	5.56	66.67	27.78
Pensacola FL AA	0	0.00	1.10	0.00	16.80	0.00	59.04	0.00	23.05	0.00	0.00	13.21	62.26	24.53
Port St Lucie-Fort Pierce FL AA	0	0.00	2.13	0.00	21.13	0.00	55.55	0.00	21.20	0.00	0.85	23.93	48.72	26.50
West Palm Beach-Boca Raton FL AA	0	0.00	4.58	0.00	22.99	0.00	36.65	0.00	35.74	0.00	3.21	19.87	30.77	46.15

* Based on 2006 Peer Small Business Data -- US and PR

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

*** Source Data - Dun and Bradstreet (2006).

TRUST CO (30000009846) (Included)

Table 8a. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE			Geography: FLORIDA				Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2006							
Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Aggregate Lending Data*			
	#	% of Total**	% Families***	% BANK Loans****	% Families*	% BANK Loans****	% Families**	% BANK Loans****	% Families**	% BANK Loans****	Low	Mod	Mid	Upp
Full Review:														
Jacksonville FL AA	735	21.74	19.42	5.07	18.51	18.63	23.14	23.37	38.94	52.94	4.09	17.66	25.85	52.40
Sarasota-Bradenton FL AA	250	7.39	17.71	4.95	19.64	16.34	23.60	16.34	39.06	62.38	2.07	8.46	20.12	69.35
Tallahassee FL AA	628	18.57	22.19	3.34	16.53	15.22	21.68	18.56	39.60	62.88	4.33	18.25	24.89	52.53
Tampa-St Petersburg FL AA	464	13.72	18.87	1.62	19.12	12.43	22.01	17.03	40.01	68.92	1.90	10.11	22.54	65.45
Limited Review:														
Cape Coral Fort Myers FL AA	69	2.04	17.16	0.00	19.96	13.33	23.32	20.00	39.56	66.67	0.72	4.16	17.01	78.10
Combined Non-MSA FL AA	83	2.45	15.06	1.54	17.91	6.15	21.36	10.77	45.68	81.54	1.76	8.26	13.48	76.51
Deltona-Daytona Beach FL AA	34	1.01	17.44	0.00	19.60	10.71	23.44	21.43	39.51	67.86	1.79	9.00	22.37	66.84
Fort Walton Beach FL AA	27	0.80	17.10	0.00	20.02	14.29	24.36	23.81	38.52	61.90	2.36	15.22	24.82	57.61
Ft Lauderdale FL AA	126	3.73	20.85	12.00	18.17	20.00	20.48	12.00	40.50	56.00	1.18	7.31	22.24	69.27
Naples FL AA	20	0.59	19.06	0.00	19.32	0.00	20.65	7.69	40.97	92.31	1.04	3.47	12.24	83.25
Ocala FL AA	270	7.99	17.12	0.79	19.85	8.33	23.46	15.08	39.56	75.79	1.52	9.52	22.20	66.76
Orlando FL AA	150	4.44	18.74	2.59	18.84	6.90	22.70	35.34	39.72	55.17	1.34	8.01	21.56	69.09

* Based on 2006 Peer Mortgage Data (Eastern)

** Home purchase loans originated and purchased in the MA/AA as a percentage of all home purchase loans originated and purchased in the rated area.

*** Percentage of Families is based on the 2000 Census information.

**** As a percentage of loans with borrower income information available. No information was available for 14.8% of loans originated and purchased by BANK.

* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

Palm Bay-Melbourne FL AA	58	1.72	18.27	2.04	19.30	16.33	22.67	8.16	39.76	73.47	2.39	12.04	25.66	59.91
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Institution ID: BRANCH BANKING AND

TRUST CO (30000009846) (Included)

Table 8a. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE		Geography: FLORIDA						Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2006						
Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Aggregate Lending Data*			
	#	% of Total**	% Families***	% BANK Loans***	% Families*	% BANK Loans****	% Families*	% BANK Loans****	% Families*	% BANK Loans****	Low	Mod	Mid	Upp
Limited Review:														
Palm Coast FL AA	51	1.51	17.10	0.00	20.20	2.04	23.28	8.16	39.41	89.80	0.48	2.00	7.99	89.53
Panama City FL AA	52	1.54	19.46	2.17	18.07	13.04	22.04	10.87	40.43	73.91	2.03	9.92	17.50	70.54
Pensacola FL AA	220	6.51	20.39	8.37	17.84	33.49	22.05	23.72	39.73	34.42	3.83	16.43	25.52	54.22
Port St Lucie-Fort Pierce FL AA	41	1.21	18.46	3.33	19.34	13.33	22.19	23.33	40.01	60.00	0.82	4.85	18.10	76.23
West Palm Beach-Boca Raton FL AA	103	3.05	19.86	3.61	18.56	6.02	20.60	18.07	40.98	72.29	1.39	7.54	20.35	70.72

* Based on 2006 Peer Mortgage Data (Eastern)

** Home purchase loans originated and purchased in the MA/AA as a percentage of all home purchase loans originated and purchased in the rated area.

*** Percentage of Families is based on the 2000 Census information.

**** As a percentage of loans with borrower income information available. No information was available for 14.8% of loans originated and purchased by BANK.

* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

TRUST CO (30000009846) (Included)

Table 9a. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT		Geography: FLORIDA						Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2006						
Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Aggregate Lending Data*			
	#	% of Total*	% Families**	% BANK Loans****	% Families*	% BANK Loans****	% Families**	% BANK Loans****	% Families**	% BANK Loans****	Low	Mod	Mid	Upp
Full Review:														
Jacksonville FL AA	74	8.85	19.42	7.14	18.51	18.57	23.14	25.71	38.94	48.57	7.35	19.63	28.61	44.40
Sarasota-Bradenton FL AA	76	9.09	17.71	4.05	19.64	8.11	23.60	32.43	39.06	55.41	5.94	16.78	27.80	49.48
Tallahassee FL AA	66	7.89	22.19	1.52	16.53	12.12	21.68	19.70	39.60	66.67	9.70	18.44	25.55	46.30
Tampa-St Petersburg FL AA	213	25.48	18.87	7.54	19.12	15.58	22.01	21.11	40.01	55.78	6.00	16.79	27.28	49.92
Limited Review:														
Cape Coral Fort Myers FL AA	11	1.32	17.16	0.00	19.96	9.09	23.32	18.18	39.56	72.73	2.69	14.73	26.72	55.86
Combined Non-MSA FL AA	13	1.56	15.06	0.00	17.91	0.00	21.36	9.09	45.68	90.91	3.85	14.77	17.17	64.21
Deltona-Daytona Beach FL AA	6	0.72	17.44	0.00	19.60	0.00	23.44	50.00	39.51	50.00	6.42	19.07	27.79	46.72
Fort Walton Beach FL AA	7	0.84	17.10	0.00	20.02	14.29	24.36	14.29	38.52	71.43	5.25	16.15	28.67	49.93
Ft Lauderdale FL AA	39	4.67	20.85	8.33	18.17	11.11	20.48	16.67	40.50	63.89	4.63	15.49	25.36	54.52
Naples FL AA	2	0.24	19.06	0.00	19.32	50.00	20.65	0.00	40.97	50.00	3.89	14.06	25.92	56.13
Ocala FL AA	44	5.26	17.12	4.55	19.85	25.00	23.46	20.45	39.56	50.00	6.02	18.56	26.02	49.41
Orlando FL AA	151	18.06	18.74	7.33	18.84	23.33	22.70	24.00	39.72	45.33	5.57	18.81	28.66	46.96

* Based on 2006 Peer Mortgage Data (Eastern)

** Home improvement loans originated and purchased in the MA/AA as a percentage of all home improvement loans originated and purchased in the rated area.

*** Percentage of Families is based on the 2000 Census information.

**** As a percentage of loans with borrower income information available. No information was available for 3.8% of loans originated and purchased by BANK.

* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

Palm Bay-Melbourne FL AA	58	6.94	18.27	12.50	19.30	12.50	22.67	19.64	39.76	55.36	8.24	20.53	29.85	41.38
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Institution ID: BRANCH BANKING AND

TRUST CO (30000009846) (Included)

Table 9a. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT		Geography: FLORIDA						Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2006						
Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Aggregate Lending Data*			
	#	% of Total*	% Families**	% BANK Loans****	% Families*	% BANK Loans****	% Families**	% BANK Loans****	% Families**	% BANK Loans****	Low	Mod	Mid	Upp
Limited Review:														
Palm Coast FL AA	6	0.72	17.10	0.00	20.20	33.33	23.28	16.67	39.41	50.00	2.38	10.71	20.00	66.90
Panama City FL AA	9	1.08	19.46	0.00	18.07	0.00	22.04	0.00	40.43	100.00	4.42	14.19	22.91	58.49
Pensacola FL AA	25	2.99	20.39	4.00	17.84	32.00	22.05	8.00	39.73	56.00	6.38	19.54	27.07	47.01
Port St Lucie-Fort Pierce FL AA	10	1.20	18.46	0.00	19.34	0.00	22.19	10.00	40.01	90.00	5.67	18.12	27.97	48.24
West Palm Beach-Boca Raton FL AA	26	3.11	19.86	13.04	18.56	21.74	20.60	34.78	40.98	30.43	6.29	18.16	25.70	49.85

* Based on 2006 Peer Mortgage Data (Eastern)

** Home improvement loans originated and purchased in the MA/AA as a percentage of all home improvement loans originated and purchased in the rated area.

*** Percentage of Families is based on the 2000 Census information.

**** As a percentage of loans with borrower income information available. No information was available for 3.8% of loans originated and purchased by BANK.

* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

TRUST CO (30000009846) (Included)

Table 10a. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE 2006			Geography: FLORIDA				Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31,							
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Aggregate Lending Data*			
	#	% of Total*	% Families***	% BANK Loans****	% Families*	% BANK Loans****	% Families**	% BANK Loans****	% Families**	% BANK Loans****	Low	Mod	Mid	Upp
Full Review:														
Jacksonville FL AA	248	9.52	19.42	4.46	18.51	12.38	23.14	30.20	38.94	52.97	7.57	20.70	28.07	43.65
Sarasota-Bradenton FL AA	323	12.40	17.71	4.24	19.64	13.78	23.60	22.61	39.06	59.36	4.70	15.97	25.46	53.88
Tallahassee FL AA	180	6.91	22.19	1.80	16.53	10.18	21.68	22.16	39.60	65.87	7.10	19.84	27.15	45.90
Tampa-St Petersburg FL AA	640	24.58	18.87	9.90	19.12	16.44	22.01	24.55	40.01	49.11	5.37	18.04	27.17	49.43
Limited Review:														
Cape Coral Fort Myers FL AA	38	1.46	17.16	0.00	19.96	7.69	23.32	23.08	39.56	69.23	2.66	11.96	23.76	61.62
Combined Non-MSA FL AA	97	3.73	15.06	1.30	17.91	5.19	21.36	12.99	45.68	80.52	3.58	10.87	17.04	68.51
Deltona-Daytona Beach FL AA	33	1.27	17.44	7.14	19.60	7.14	23.44	35.71	39.51	50.00	5.36	19.09	28.46	47.10
Fort Walton Beach FL AA	32	1.23	17.10	5.00	20.02	0.00	24.36	30.00	38.52	65.00	5.82	18.76	25.04	50.38
Ft Lauderdale FL AA	196	7.53	20.85	3.59	18.17	11.98	20.48	19.16	40.50	65.27	3.72	14.71	26.07	55.50
Naples FL AA	24	0.92	19.06	0.00	19.32	5.56	20.65	22.22	40.97	72.22	2.80	11.83	23.23	62.15
Ocala FL AA	66	2.53	17.12	4.69	19.85	18.75	23.46	18.75	39.56	57.81	5.16	16.25	27.59	51.01

* Based on 2006 Peer Mortgage Data (Eastern)

** Home refinance loans originated and purchased in the MA/AA as a percentage of all home refinance loans originated and purchased in the rated area.

*** Percentage of Families is based on the 2000 Census information.

**** As a percentage of loans with borrower income information available. No information was available for 15.7% of loans originated and purchased by BANK.

* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

Orlando FL AA	266	10.22	18.74	4.62	18.84	21.43	22.70	29.83	39.72	44.12	4.91	18.81	27.95	48.33
Palm Bay-Melbourne FL AA	146	5.61	18.27	5.19	19.30	18.52	22.67	27.41	39.76	48.89	7.27	22.10	28.15	42.48

Institution ID: BRANCH BANKING AND

TRUST CO (30000009846) (Included)

Table 10a. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE 2006			Geography: FLORIDA				Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31,							
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Aggregate Lending Data*			
	#	% of Total*	% Families***	% BANK Loans****	% Families*	% BANK Loans****	% Families**	% BANK Loans****	% Families*	% BANK Loans****	Low	Mod	Mid	Upp
Limited Review:														
Palm Coast FL AA	21	0.81	17.10	0.00	20.20	16.67	23.28	11.11	39.41	72.22	1.53	8.42	20.38	69.67
Panama City FL AA	57	2.19	19.46	0.00	18.07	5.77	22.04	11.54	40.43	82.69	4.30	14.89	21.96	58.85
Pensacola FL AA	77	2.96	20.39	4.23	17.84	16.90	22.05	19.72	39.73	59.15	6.32	19.57	27.15	46.96
Port St Lucie-Fort Pierce FL AA	23	0.88	18.46	0.00	19.34	11.76	22.19	23.53	40.01	64.71	4.05	15.42	26.02	54.51
West Palm Beach-Boca Raton FL AA	137	5.26	19.86	4.67	18.56	13.08	20.60	22.43	40.98	59.81	4.89	16.27	24.89	53.95

* Based on 2006 Peer Mortgage Data (Eastern)

** Home refinance loans originated and purchased in the MA/AA as a percentage of all home refinance loans originated and purchased in the rated area.

*** Percentage of Families is based on the 2000 Census information.

**** As a percentage of loans with borrower income information available. No information was available for 15.7% of loans originated and purchased by BANK.

* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

TRUST CO (30000009846) (Included)

Table 11a. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES 2006			Geography: FLORIDA		Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31,				
Assessment Area:	Total Small Loans to Businesses		Businesses With Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Aggregate Lending Data*	
	#	% of Total**	% of Businesses***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
Full Review:									
Jacksonville FL AA	299	22.77	64.14	36.45	60.87	17.73	21.40	55,296	19,525
Sarasota-Bradenton FL AA	115	8.76	65.24	60.00	47.83	22.61	29.57	40,263	15,009
Tallahassee FL AA	93	7.08	62.43	69.89	55.91	19.35	24.73	13,546	4,852
Tampa-St Petersburg FL AA	367	27.95	64.63	46.59	50.68	21.53	27.79	139,256	49,933
Limited Review:									
Cape Coral Fort Myers FL AA	19	1.45	65.13	68.42	31.58	15.79	52.63	34,277	11,881
Combined Non-MSA FL AA	57	4.34	65.33	63.16	63.16	28.07	8.77	13,425	5,223
Deltona-Daytona Beach FL AA	18	1.37	68.27	88.89	16.67	55.56	27.78	23,350	8,728
Fort Walton Beach FL AA	7	0.53	64.60	71.43	14.29	42.86	42.86	8,581	3,120
Ft Lauderdale FL AA	38	2.89	66.12	71.05	50.00	28.95	21.05	128,433	43,164
Naples FL AA	6	0.46	64.84	66.67	33.33	16.67	50.00	22,053	6,897
Ocala FL AA	16	1.22	64.92	62.50	75.00	25.00	0.00	13,647	4,904
Orlando FL AA	88	6.70	64.65	59.09	50.00	17.05	32.95	106,391	37,177

* Based on 2006 Peer Small Business Data -- US and PR

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

*** Businesses with revenues of \$1 million or less as a percentage of all businesses (Source D&B - 2006).

**** Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 0.23% of small loans to businesses originated and purchased by the bank.

Palm Bay-Melbourne FL AA	64	4.87	65.74	57.81	46.88	15.63	37.50	25,036	9,156
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TRUST CO (30000009846) (Included)

Table 11a. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES 2006		Geography: FLORIDA			Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31,				
Assessment Area:	Total Small Loans to Businesses		Businesses With Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Aggregate Lending Data*	
	#	% of Total**	% of Businesses***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
Limited Review:									
Palm Coast FL AA	2	0.15	65.83	100.00	0.00	50.00	50.00	0	0
Panama City FL AA	9	0.69	63.57	44.44	55.56	11.11	33.33	7,394	2,485
Pensacola FL AA	65	4.95	66.27	66.15	46.15	21.54	32.31	16,851	6,165
Port St Lucie-Fort Pierce FL AA	12	0.91	67.64	41.67	41.67	33.33	25.00	22,990	8,030
West Palm Beach-Boca Raton FL AA	38	2.89	65.30	71.05	31.58	34.21	34.21	98,319	31,599

* Based on 2006 Peer Small Business Data -- US and PR

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

*** Businesses with revenues of \$1 million or less as a percentage of all businesses (Source D&B - 2006).

**** Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 0.23% of small loans to businesses originated and purchased by the bank.

TRUST CO (30000009846) (Included)

Table 12a. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL LOANS TO FARMS 2006		Geography: FLORIDA			Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31,				
Assessment Area:	Total Small Loans to Farms		Farms With Revenues of \$1 million or less		Loans by Original Amount Regardless of Farm Size			Aggregate Lending Data*	
	#	% of Total**	% of Farms***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$500,000	All	Rev\$ 1 Million or Less
Full Review:									
Jacksonville FL AA	0	0.00	90.74	0.00	0.00	0.00	0.00	170	114
Sarasota-Bradenton FL AA	0	0.00	90.36	0.00	0.00	0.00	0.00	0	0
Tallahassee FL AA	0	0.00	90.04	0.00	0.00	0.00	0.00	75	45
Tampa-St Petersburg FL AA	0	0.00	91.86	0.00	0.00	0.00	0.00	442	302
Limited Review:									
Cape Coral Fort Myers FL AA	0	0.00	92.33	0.00	0.00	0.00	0.00	120	74
Combined Non-MSA FL AA	0	0.00	95.20	0.00	0.00	0.00	0.00	42	30
Deltona-Daytona Beach FL AA	0	0.00	93.07	0.00	0.00	0.00	0.00	108	66
Fort Walton Beach FL AA	0	0.00	94.08	0.00	0.00	0.00	0.00	23	15
Ft Lauderdale FL AA	0	0.00	91.66	0.00	0.00	0.00	0.00	257	171
Naples FL AA	0	0.00	88.18	0.00	0.00	0.00	0.00	96	63
Ocala FL AA	2	100.00	92.47	100.00	50.00	50.00	0.00	192	110
Orlando FL AA	0	0.00	90.66	0.00	0.00	0.00	0.00	304	214

* Based on 2006 Peer Small Business Data -- US and PR

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

*** Farms with revenues of \$1 million or less as a percentage of all farms (Source D&B - 2006).

**** Small loans to farms with revenues of \$1 million or less as a percentage of all loans reported as small loans to farms. No information was available for 0.00% of small loans to farms originated and purchased by the bank.

Palm Bay- Melbourne FL AA	0	0.00	95.32	0.00	0.00	0.00	0.00	99	71
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TRUST CO (30000009846) (Included)

Table 12a. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL LOANS TO FARMS 2006		Geography: FLORIDA			Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31,				
Assessment Area:	Total Small Loans to Farms		Farms With Revenues of \$1 million or less		Loans by Original Amount Regardless of Farm Size			Aggregate Lending Data*	
	#	% of Total**	% of Farms***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$500,000	All	Rev\$ 1 Million or Less
Limited Review:									
Palm Coast FL AA	0	0.00	89.87	0.00	0.00	0.00	0.00	0	0
Panama City FL AA	0	0.00	92.48	0.00	0.00	0.00	0.00	18	15
Pensacola FL AA	0	0.00	94.40	0.00	0.00	0.00	0.00	53	40
Port St Lucie-Fort Pierce FL AA	0	0.00	87.84	0.00	0.00	0.00	0.00	120	68
West Palm Beach-Boca Raton FL AA	0	0.00	90.26	0.00	0.00	0.00	0.00	319	223

* Based on 2006 Peer Small Business Data -- US and PR

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

*** Farms with revenues of \$1 million or less as a percentage of all farms (Source D&B - 2006).

**** Small loans to farms with revenues of \$1 million or less as a percentage of all loans reported as small loans to farms. No information was available for 0.00% of small loans to farms originated and purchased by the bank.

TRUST CO (30000009846) (Included)

Table 14. Qualified Investments

QUALIFIED INVESTMENTS		Geography: FLORIDA				Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2006			
Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
Full Review:									
Jacksonville FL AA	0	0	10	11,814	10	11,814	9.61	0	0
Sarasota-Bradenton FL AA	0	0	4	1,403	4	1,403	1.14	0	0
Tallahassee FL AA	0	0	1	1	1	1	0.00	0	0
Tampa-St Petersburg FL AA	0	0	29	19,487	29	19,487	15.85	0	0
Limited Review:									
Cape Coral Fort Myers FL AA	0	0	5	15	5	15	0.01	0	0
Combined Non-MSA FL AA	0	0	0	0	0	0	0.00	0	0
Deltona-Daytona Beach FL AA	0	0	0	0	0	0	0.00	0	0
Fort Walton Beach FL AA	0	0	1	3	1	3	0.00	0	0
Ft Lauderdale FL AA	0	0	3	18,500	3	18,500	15.05	0	0
Naples FL AA	0	0	2	3,274	2	3,274	2.66	0	0
Ocala FL AA	0	0	0	0	0	0	0.00	0	0
Orlando FL AA	0	0	8	14,756	8	14,756	12.00	0	0
Palm Bay-Melbourne FL AA	0	0	3	2	3	2	0.00	0	0

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

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

TRUST CO (30000009846) (Included)

Table 14. Qualified Investments

QUALIFIED INVESTMENTS		Geography: FLORIDA				Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2006			
Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
Limited Review:									
Palm Coast FL AA	0	0	0	0	0	0	0.00	0	0
Panama City FL AA	0	0	0	0	0	0	0.00	0	0
Pensacola FL AA	0	0	3	27,175	3	27,175	22.10	0	0
Port St Lucie-Fort Pierce FL AA	0	0	0	0	0	0	0.00	0	0
West Palm Beach- Boca Raton FL AA	0	0	9	11,988	9	11,988	9.75	0	0
Statewide/Outside AA	0	0	5	14,536	5	14,536	11.82		

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

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

TRUST CO (30000009846) (Included)

Table 15. Distribution of Branch Delivery System and Branch Openings/Closings

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS TO DECEMBER 31, 2006								Geography: FLORIDA				Evaluation Period: JANUARY 1, 2006					
Assessment Area:	Deposits % of Rated Area Deposits in AA	Branches						Branch Openings/Closings				Population					
		# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or -)				% of Population within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
Full Review:																	
Jacksonville FL AA	8.06	12	10.91	8.33	8.33	41.67	41.67	6	0	1	1	1	3	3.22	20.31	53.75	22.72
Sarasota-Bradenton FL AA	13.09	15	13.64	0.00	13.33	66.67	20.00	1	0	0	0	0	1	0.67	25.18	52.01	22.14
Tallahassee FL AA	5.19	1	0.91	0.00	0.00	0.00	100.00	0	0	0	0	0	0	13.41	22.50	40.56	22.72
Tampa-St Petersburg FL AA	30.37	36	32.73	0.00	25.00	55.56	19.44	5	2	0	0	2	1	2.35	24.27	46.05	27.32
Limited Review:																	
Cape Coral Fort Myers FL AA	0.76	4	3.64	0.00	0.00	50.00	50.00	3	0	0	0	1	2	1.95	17.89	61.13	19.03
Combined Non-MSA FL AA	5.30	4	3.64	0.00	0.00	75.00	25.00	0	1	0	0	0	- 1	0.00	0.00	58.39	41.58
Deltona-Daytona Beach FL AA	1.29	1	0.91	0.00	0.00	0.00	100.00	0	0	0	0	0	0	0.99	15.06	69.38	14.57
Fort Walton Beach FL AA	0.05	1	0.91	0.00	0.00	100.00	0.00	0	0	0	0	0	0	0.00	10.26	73.30	16.44
Ft Lauderdale FL AA	6.22	7	6.36	0.00	14.29	14.29	71.43	0	0	0	0	0	0	3.57	26.43	43.13	26.88
Naples FL AA	1.16	3	2.73	0.00	0.00	33.33	66.67	1	1	0	0	0	0	7.48	18.77	45.24	28.51
Ocala FL AA	2.47	3	2.73	0.00	0.00	66.67	33.33	0	0	0	0	0	0	0.80	4.61	76.20	18.39
Orlando FL AA	9.11	11	10.00	0.00	18.18	45.45	36.36	3	1	0	0	- 1	3	1.63	22.82	48.22	27.33

Palm Bay-Melbourne FL AA	7.91	5	4.55	0.00	20.00	40.00	40.00	0	0	0	0	0	0	1.34	19.21	51.27	28.17
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TRUST CO (30000009846) (Included)

Table 15. Distribution of Branch Delivery System and Branch Openings/Closings

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS TO DECEMBER 31, 2006								Geography: FLORIDA				Evaluation Period: JANUARY 1, 2006					
Assessment Area:	Deposits	Branches						Branch Openings/Closings				Population					
	% of Rated Area Deposits in AA	# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or -)				% of Population within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
Limited Review:																	
Palm Coast FL AA	0.40	1	0.91	0.00	0.00	100.00	0.00	0	0	0	0	0	0	0.00	0.00	100.00	0.00
Panama City FL AA	0.51	1	0.91	0.00	0.00	100.00	0.00	0	0	0	0	0	0	1.13	25.20	53.34	20.32
Pensacola FL AA	2.27	2	1.82	0.00	50.00	50.00	0.00	1	0	0	1	0	0	2.03	22.09	53.96	21.92
Port St Lucie-Fort Pierce FL AA	0.00	0	0.00	0.00	0.00	0.00	0.00	0	0	0	0	0	0	3.58	17.57	57.55	21.31
West Palm Beach-Boca Raton FL AA	5.85	3	2.73	0.00	33.33	66.67	0.00	1	0	0	0	1	0	4.21	29.32	33.88	32.37

TRUST CO (30000009846) (Included)

Table 1. Lending Volume

LENDING VOLUME												
Geography: WEST VIRGINIA												
Evaluation Period: JANUARY 1, 2005 TO DECEMBER 31, 2007												
Assessment Area (2008):	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	
Full Review:												
Charleston WV AA	22.10	1,166	91,574	479	78,288	0	0	25	18,657	1,670	188,519	30.62
Combined Non-MSA WV AA	37.67	2,083	144,982	721	91,223	14	971	28	39,446	2,846	276,622	35.52
Limited Review:												
Cumberland MD-WV AA	1.16	73	6,669	13	2,190	1	30	1	400	88	9,289	1.78
Martinsburg MSA AA	11.65	772	84,388	107	23,619	0	0	1	6,000	880	114,007	8.16
Huntington WV AA	5.68	282	23,614	143	12,784	1	53	3	4,578	429	41,029	6.17
Morgantown WV AA	10.34	554	60,547	219	34,983	1	91	7	7,869	781	103,490	8.98
Parkersburg WV AA	6.47	413	29,716	73	12,725	2	105	1	165	489	42,711	4.13
Wheeling WV AA	4.92	271	15,705	94	8,273	4	247	3	14,475	372	38,700	4.64

* Loan Data as of December 31, 2007. Rated area refers to either state or multi-state MA rating area.

** The evaluation period for Community Development Loans is from January 01, 2009 to December 31, 2009.

*** Deposit Data as of February 11, 2010. Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

TRUST CO (30000009846) (Included)

Table 2a. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE 31, 2007			Geography: WEST VIRGINIA						Evaluation Period: JANUARY 1, 2005 TO DECEMBER					
Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*			
	#	% of Total**	% Owner Occ Units***	% BANK Loans***	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Low	Mod	Mid	Upp
Full Review:														
Charleston WV AA	340	17.41	1.33	0.00	20.15	10.88	55.84	48.24	22.67	40.88	0.60	9.96	52.30	37.14
Combined Non-MSA WV AA	791	40.50	0.00	0.00	6.41	5.69	76.63	68.02	16.97	26.30	0.00	4.71	68.60	26.69
Limited Review:														
Cumberland MD-WV AA	19	0.97	0.00	0.00	7.53	0.00	92.47	100.00	0.00	0.00	0.00	6.14	93.86	0.00
Martinsburg MSA AA	178	9.11	0.28	0.00	12.29	15.73	69.47	78.09	17.96	6.18	0.38	18.97	66.23	14.41
Huntington WV AA	91	4.66	0.25	1.10	19.22	7.69	55.81	52.75	24.72	38.46	1.43	12.53	51.55	34.49
Morgantown WV AA	228	11.67	0.00	0.00	19.00	13.16	48.59	42.54	32.41	44.30	0.00	14.07	36.65	49.28
Parkersburg WV AA	209	10.70	0.00	0.00	9.63	10.05	76.27	70.81	14.11	19.14	0.00	10.63	73.85	15.52
Wheeling WV AA	97	4.97	1.45	0.00	9.46	3.09	55.84	65.98	33.25	30.93	1.12	11.20	44.60	43.08

* Based on 2006 Peer Mortgage Data (Eastern)

** Home purchase loans originated and purchased in the MA/AA as a percentage of all home purchase loans originated and purchased in the rated area.

*** Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

**** Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

TRUST CO (30000009846) (Included)

Table 3a. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT 31, 2007		Geography: WEST VIRGINIA								Evaluation Period: JANUARY 1, 2005 TO DECEMBER				
Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*			
	#	% of Total*	% Owner Occ Units***	% BANK Loans***	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Low	Mod	Mid	Upp
Full Review:														
Charleston WV AA	211	19.72	1.33	0.47	20.15	6.16	55.84	57.35	22.67	36.02	1.46	17.20	52.97	28.37
Combined Non-MSA WV AA	407	38.04	0.00	0.00	6.41	7.13	76.63	68.30	16.97	24.57	0.00	5.17	74.13	20.71
Limited Review:														
Cumberland MD-WV AA	20	1.87	0.00	0.00	7.53	15.00	92.47	85.00	0.00	0.00	0.00	11.92	88.08	0.00
Martinsburg MSA AA	217	20.28	0.28	0.00	12.29	11.52	69.47	80.65	17.96	7.83	0.43	11.36	71.27	16.94
Huntington WV AA	56	5.23	0.25	0.00	19.22	17.86	55.81	51.79	24.72	30.36	0.62	16.39	57.26	25.73
Morgantown WV AA	72	6.73	0.00	0.00	19.00	15.28	48.59	47.22	32.41	37.50	0.00	17.42	51.08	31.51
Parkersburg WV AA	53	4.95	0.00	0.00	9.63	13.21	76.27	62.26	14.11	24.53	0.00	11.86	72.79	15.35
Wheeling WV AA	34	3.18	1.45	0.00	9.46	0.00	55.84	70.59	33.25	29.41	0.26	13.92	47.94	37.89

* Based on 2006 Peer Mortgage Data (Eastern)

** Home improvement loans originated and purchased in the MA/AA as a percentage of all home improvement loans originated and purchased in the rated area.

*** Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

**** Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

TRUST CO (30000009846) (Included)

Table 4a. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE DECEMBER 31, 2007			Geography: WEST VIRGINIA						Evaluation Period: JANUARY 1, 2005 TO					
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*			
	#	% of Total**	% Owner Occ Units***	% BANK Loans*** *	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Low	Mod	Mid	Upp
Full Review:														
Charleston WV AA	610	23.74	1.33	0.00	20.15	12.13	55.84	51.31	22.67	36.56	0.74	13.29	53.42	32.54
Combined Non-MSA WV AA	881	34.29	0.00	0.00	6.41	6.81	76.63	63.11	16.97	30.08	0.00	4.67	71.31	24.03
Limited Review:														
Cumberland MD-WV AA	34	1.32	0.00	0.00	7.53	2.94	92.47	97.06	0.00	0.00	0.00	4.75	95.25	0.00
Martinsburg MSA AA	376	14.64	0.28	0.53	12.29	12.50	69.47	82.18	17.96	4.79	0.32	14.07	66.37	19.24
Huntington WV AA	132	5.14	0.25	0.00	19.22	12.88	55.81	51.52	24.72	35.61	0.38	12.75	57.56	29.30
Morgantown WV AA	246	9.58	0.00	0.00	19.00	12.20	48.59	42.68	32.41	45.12	0.00	15.33	45.04	39.63
Parkersburg WV AA	151	5.88	0.00	0.00	9.63	9.93	76.27	65.56	14.11	24.50	0.00	9.48	74.06	16.47
Wheeling WV AA	139	5.41	1.45	0.00	9.46	9.35	55.84	64.75	33.25	25.90	0.67	8.86	47.50	42.97

* Based on 2006 Peer Mortgage Data (Eastern)

** Home refinance loans originated and purchased in the MA/AA as a percentage of all home refinance loans originated and purchased in the rated area.

*** Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

**** Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

TRUST CO (30000009846) (Included)

Table 5a. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY 2007		Geography: WEST VIRGINIA								Evaluation Period: JANUARY 1, 2005 TO DECEMBER 31,					
Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*				
	#	% of Total**	% of MF Units***	% BANK Loans* ***	% MF Units** *	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	Low	Mod	Mid	Upp	
Full Review:															
Charleston WV AA	5	22.73	6.83	0.00	14.24	20.00	44.85	0.00	34.08	80.00	3.23	16.13	22.58	58.06	
Combined Non- MSA WV AA	4	18.18	0.00	0.00	14.61	25.00	65.61	50.00	19.78	25.00	0.00	21.05	63.16	15.79	
Limited Review:															
Cumberland MD- WV AA	0	0.00	0.00	0.00	18.47	0.00	81.53	0.00	0.00	0.00	0.00	0.00	100.00	0.00	
Martinsburg MSA AA	1	4.55	6.54	0.00	41.30	100.00	39.83	0.00	12.33	0.00	6.52	47.83	34.78	10.87	
Huntington WV AA	3	13.64	22.34	33.33	23.18	33.33	24.07	0.00	30.40	33.33	6.90	13.79	34.48	44.83	
Morgantown WV AA	8	36.36	0.00	0.00	21.00	25.00	25.87	37.50	53.13	37.50	0.00	33.33	30.56	36.11	
Parkersburg WV AA	0	0.00	0.00	0.00	29.80	0.00	60.71	0.00	9.49	0.00	0.00	25.00	50.00	25.00	
Wheeling WV AA	1	4.55	13.32	0.00	31.51	0.00	18.53	0.00	36.63	100.00	0.00	50.00	0.00	50.00	

* Based on 2006 Peer Mortgage Data (Eastern)

** Multi-family loans originated and purchased in the MA/AA as a percentage of all multi-family loans originated and purchased in the rated area.

*** Percentage of Multi Family Units is the number of multi family units in a particular geography divided by the number of multi family housing units in the area based on 2000 Census information.

**** Multifamily loan distribution includes Home Purchases, Home Improvement and Refinances.

TRUST CO (30000009846) (Included)

Table 6a. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES DECEMBER 31, 2007				Geography: WEST VIRGINIA				Evaluation Period: JANUARY 1, 2005 TO				Aggregate Lending (%) by Tract Income*			
Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Low	Mod	Mid	Upp	
	#	% of Total**	% of Busines ses***	% BANK Loans	% of Businesses* **	% BANK Loans	% of Business es***	% BANK Loans	% of Businesse s***	% BANK Loans					
Full Review:															
Charleston WV AA	479	25.91	11.84	12.94	17.51	16.28	46.36	45.30	24.29	25.47	10.07	12.78	45.32	31.83	
Combined Non-MSA WV AA	721	38.99	0.00	0.00	12.58	12.21	68.57	64.77	18.84	23.02	0.00	9.21	67.67	23.12	
Limited Review:															
Cumberland MD-WV AA	13	0.70	0.00	0.00	8.33	7.69	91.67	92.31	0.00	0.00	0.00	6.45	93.55	0.00	
Martinsburg MSA AA	107	5.79	4.23	0.93	22.23	24.30	55.95	72.90	17.49	1.87	3.34	16.60	60.47	19.59	
Huntington WV AA	143	7.73	14.39	16.78	18.40	25.17	42.58	30.77	24.62	27.27	13.67	18.03	40.33	27.97	
Morgantown WV AA	219	11.84	0.00	0.00	21.42	24.20	45.17	39.27	33.41	36.53	0.00	18.98	41.25	39.77	
Parkersburg WV AA	73	3.95	0.00	0.00	28.97	21.92	60.72	63.01	10.31	15.07	0.00	23.91	62.00	14.08	
Wheeling WV AA	94	5.08	5.07	2.13	29.73	22.34	33.21	54.26	31.98	21.28	5.27	25.72	33.44	35.58	

* Based on 2006 Peer Small Business Data -- US and PR

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

*** Source Data - Dun and Bradstreet (2006).

TRUST CO (30000009846) (Included)

Table 7a. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS 31, 2007			Geography: WEST VIRGINIA						Evaluation Period: JANUARY 1, 2005 TO DECEMBER					
Assessment Area:	Total Small Farm Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate Lending (%) by Tract Income*			
	#	% of Total**	% of Farms**	% BANK Loans	% of Farms**	% BANK Loans	% of Farms**	% BANK Loans	% of Farms**	% BANK Loans	Low	Mod	Mid	Upp
Full Review:														
Charleston WV AA	0	0.00	2.50	0.00	16.79	0.00	54.64	0.00	26.07	0.00	0.00	11.54	65.38	23.08
Combined Non-MSA WV AA	14	60.87	0.00	0.00	5.35	0.00	73.74	64.29	20.91	35.71	0.00	0.78	70.54	28.68
Limited Review:														
Cumberland MD-WV AA	1	4.35	0.00	0.00	11.63	0.00	88.37	100.00	0.00	0.00	0.00	14.29	85.71	0.00
Martinsburg MSA AA	0	0.00	0.37	0.00	5.77	0.00	73.18	0.00	20.67	0.00	0.00	2.56	73.08	24.36
Huntington WV AA	1	4.35	4.00	0.00	13.33	100.00	64.67	0.00	18.00	0.00	0.00	33.33	55.56	11.11
Morgantown WV AA	1	4.35	0.00	0.00	27.65	0.00	48.24	100.00	24.12	0.00	0.00	37.50	46.88	15.63
Parkersburg WV AA	2	8.70	0.00	0.00	16.67	0.00	66.67	0.00	16.67	100.00	0.00	0.00	58.33	41.67
Wheeling WV AA	4	17.39	3.01	0.00	9.02	0.00	54.14	75.00	33.83	25.00	0.00	12.50	31.25	56.25

* Based on 2006 Peer Small Business Data -- US and PR

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

*** Source Data - Dun and Bradstreet (2006).

TRUST CO (30000009846) (Included)

Table 8a. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE 2007			Geography: WEST VIRGINIA				Evaluation Period: JANUARY 1, 2005 TO DECEMBER 31,				Aggregate Lending Data*			
Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Low	Mod	Mid	Upp
	#	% of Total**	% Families***	% BANK Loans****	% Families*	% BANK Loans****	% Families**	% BANK Loans****	% Families**	% BANK Loans****				
Full Review:														
Charleston WV AA	340	17.41	21.80	9.15	17.65	15.46	20.13	21.77	40.41	53.63	10.46	19.64	25.15	44.74
Combined Non-MSA WV AA	791	40.50	20.74	3.64	16.97	15.06	20.11	24.94	42.18	56.36	5.47	15.13	24.94	54.46
Limited Review:														
Cumberland MD-WV AA	19	0.97	19.93	6.67	19.27	0.00	24.70	20.00	36.09	73.33	8.21	17.33	26.14	48.33
Martinsburg MSA AA	178	9.11	18.20	4.55	18.95	15.58	24.21	26.62	38.64	53.25	2.20	14.05	27.39	56.36
Huntington WV AA	91	4.66	22.95	9.41	17.81	20.00	20.14	28.24	39.11	42.35	9.36	18.78	28.19	43.67
Morgantown WV AA	228	11.67	21.04	2.40	18.49	8.65	21.02	24.52	39.46	64.42	5.33	13.79	22.87	58.00
Parkersburg WV AA	209	10.70	19.81	7.80	18.97	26.34	22.57	22.44	38.65	43.41	11.23	22.66	25.13	40.98
Wheeling WV AA	97	4.97	19.61	14.43	17.93	18.56	21.14	26.80	41.32	40.21	12.87	21.72	23.56	41.84

* Based on 2006 Peer Mortgage Data (Eastern)

** Home purchase loans originated and purchased in the MA/AA as a percentage of all home purchase loans originated and purchased in the rated area.

*** Percentage of Families is based on the 2000 Census information.

**** As a percentage of loans with borrower income information available. No information was available for 5.2% of loans originated and purchased by BANK.

* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

TRUST CO (30000009846) (Included)

Table 9a. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT 31, 2007		Geography: WEST VIRGINIA						Evaluation Period: JANUARY 1, 2005 TO DECEMBER						
Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Aggregate Lending Data*			
	#	% of Total*	% Families**	% BANK Loans****	% Families*	% BANK Loans****	% Families**	% BANK Loans****	% Families**	% BANK Loans****	Low	Mod	Mid	Upp
Full Review:														
Charleston WV AA	211	19.72	21.80	11.27	17.65	14.71	20.13	25.98	40.41	48.04	14.41	20.25	26.88	38.46
Combined Non-MSA WV AA	407	38.04	20.74	5.45	16.97	20.30	20.11	19.31	42.18	54.95	9.44	21.39	21.06	48.10
Limited Review:														
Cumberland MD-WV AA	20	1.87	19.93	5.56	19.27	16.67	24.70	33.33	36.09	44.44	10.64	19.15	27.13	43.09
Martinsburg MSA AA	217	20.28	18.20	3.77	18.95	17.92	24.21	26.89	38.64	51.42	7.19	20.37	27.95	44.49
Huntington WV AA	56	5.23	22.95	12.50	17.81	23.21	20.14	19.64	39.11	44.64	10.85	20.00	27.23	41.91
Morgantown WV AA	72	6.73	21.04	4.29	18.49	15.71	21.02	30.00	39.46	50.00	12.20	21.95	24.80	41.06
Parkersburg WV AA	53	4.95	19.81	8.00	18.97	18.00	22.57	28.00	38.65	46.00	14.59	22.73	27.27	35.41
Wheeling WV AA	34	3.18	19.61	12.12	17.93	18.18	21.14	27.27	41.32	42.42	20.05	24.33	21.39	34.22

* Based on 2006 Peer Mortgage Data (Eastern)

** Home improvement loans originated and purchased in the MA/AA as a percentage of all home improvement loans originated and purchased in the rated area.

*** Percentage of Families is based on the 2000 Census information.

**** As a percentage of loans with borrower income information available. No information was available for 2.1% of loans originated and purchased by BANK.

* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

TRUST CO (30000009846) (Included)

Table 10a. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE DECEMBER 31, 2007			Geography: WEST VIRGINIA						Evaluation Period: JANUARY 1, 2005 TO					
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Aggregate Lending Data*			
	#	% of Total* *	% Families ***	% BANK Loans****	% Families *	% BANK Loans****	% Families* **	% BANK Loans****	% Families* **	% BANK Loans****	Low	Mod	Mid	Upp
Full Review:														
Charleston WV AA	610	23.74	21.80	8.39	17.65	13.53	20.13	24.83	40.41	53.25	8.59	18.03	25.93	47.45
Combined Non-MSA WV AA	881	34.29	20.74	5.92	16.97	12.30	20.11	21.46	42.18	60.32	6.20	15.54	23.84	54.43
Limited Review:														
Cumberland MD-WV AA	34	1.32	19.93	6.25	19.27	15.63	24.70	15.63	36.09	62.50	6.43	19.29	32.38	41.90
Martinsburg MSA AA	376	14.64	18.20	7.49	18.95	18.56	24.21	25.15	38.64	48.80	4.83	19.48	30.46	45.23
Huntington WV AA	132	5.14	22.95	5.60	17.81	17.60	20.14	24.00	39.11	52.80	7.63	18.72	26.59	47.06
Morgantown WV AA	246	9.58	21.04	4.62	18.49	18.07	21.02	19.33	39.46	57.98	5.91	18.65	25.02	50.42
Parkersburg WV AA	151	5.88	19.81	10.81	18.97	13.51	22.57	17.57	38.65	58.11	11.12	20.99	26.80	41.09
Wheeling WV AA	139	5.41	19.61	6.06	17.93	24.24	21.14	30.30	41.32	39.39	9.80	22.11	25.82	42.27

* Based on 2006 Peer Mortgage Data (Eastern)

** Home refinance loans originated and purchased in the MA/AA as a percentage of all home refinance loans originated and purchased in the rated area.

*** Percentage of Families is based on the 2000 Census information.

**** As a percentage of loans with borrower income information available. No information was available for 4.4% of loans originated and purchased by BANK.

* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

TRUST CO (30000009846) (Included)

Table 11a. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES DECEMBER 31, 2007			Geography: WEST VIRGINIA				Evaluation Period: JANUARY 1, 2005 TO			
Assessment Area:	Total Small Loans to Businesses		Businesses With Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Aggregate Lending Data*		
	#	% of Total**	% of Businesses***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less	
Full Review:										
Charleston WV AA	479	25.91	61.80	62.84	63.88	17.12	19.00	7,713	2,666	
Combined Non-MSA WV AA	721	38.99	59.33	72.12	69.76	15.81	14.42	11,522	4,560	
Limited Review:										
Cumberland MD-WV AA	13	0.70	63.73	69.23	61.54	15.38	23.08	458	172	
Martinsburg MSA AA	107	5.79	64.18	71.96	54.21	19.63	26.17	7,925	2,856	
Huntington WV AA	143	7.73	61.29	81.82	79.02	13.99	6.99	2,983	1,058	
Morgantown WV AA	219	11.84	61.86	78.54	56.16	23.74	20.09	3,687	1,619	
Parkersburg WV AA	73	3.95	61.19	79.45	60.27	17.81	21.92	2,192	830	
Wheeling WV AA	94	5.08	64.68	84.04	76.60	15.96	7.45	1,988	738	

* Based on 2006 Peer Small Business Data -- US and PR

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

*** Businesses with revenues of \$1 million or less as a percentage of all businesses (Source D&B - 2006).

**** Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 0.27% of small loans to businesses originated and purchased by the bank.

TRUST CO (30000009846) (Included)

Table 12a. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL LOANS TO FARMS 31, 2007			Geography: WEST VIRGINIA		Evaluation Period: JANUARY 1, 2005 TO DECEMBER				
Assessment Area:	Total Small Loans to Farms		Farms With Revenues of \$1 million or less		Loans by Original Amount Regardless of Farm Size			Aggregate Lending Data*	
	#	% of Total**	% of Farms***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$500,000	All	Rev\$ 1 Million or Less
Full Review:									
Charleston WV AA	0	0.00	92.14	0.00	0.00	0.00	0.00	31	21
Combined Non-MSA WV AA	14	60.87	94.65	92.86	78.57	14.29	7.14	139	108
Limited Review:									
Cumberland MD-WV AA	1	4.35	95.35	100.00	100.00	0.00	0.00	10	8
Martinsburg MSA AA	0	0.00	93.85	0.00	0.00	0.00	0.00	79	53
Huntington WV AA	1	4.35	93.33	100.00	100.00	0.00	0.00	9	9
Morgantown WV AA	1	4.35	92.35	0.00	100.00	0.00	0.00	34	29
Parkersburg WV AA	2	8.70	94.44	50.00	100.00	0.00	0.00	13	9
Wheeling WV AA	4	17.39	94.74	100.00	75.00	25.00	0.00	18	18

* Based on 2006 Peer Small Business Data -- US and PR

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

*** Farms with revenues of \$1 million or less as a percentage of all farms (Source D&B - 2006).

**** Small loans to farms with revenues of \$1 million or less as a percentage of all loans reported as small loans to farms. No information was available for 4.35% of small loans to farms originated and purchased by the bank.

TRUST CO (30000009846) (Included)

Table 14. Qualified Investments

QUALIFIED INVESTMENTS 2007		Geography: WEST VIRGINIA				Evaluation Period: JANUARY 1, 2005 TO DECEMBER 31,			
Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
Full Review:									
Charleston WV AA	6	4,667	76	634	82	5,301	20.91	0	0
Combined Non-MSA WV AA	5	7,231	19	1,941	24	9,172	36.18	0	0
Limited Review:									
Cumberland MD-WV AA	0	0	4	3	4	3	0.01	0	0
Martinsburg MSA AA	1	2,109	10	2,006	11	4,115	16.23	0	0
Huntington WV AA	0	0	4	13	4	13	0.05	0	0
Morgantown WV AA	0	0	4	6	4	6	0.02	0	0
Parkersburg WV AA	0	0	3	2	3	2	0.01	0	0
Wheeling WV AA	0	0	14	12	14	12	0.05	0	0
Statewide/Outside AA	0	0	11	6,728	11	6,728	26.54	0	0

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

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

TRUST CO (30000009846) (Included)

Table 15. Distribution of Branch Delivery System and Branch Openings/Closings

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS								Geography: WEST VIRGINIA				Evaluation Period: JANUARY 1, 2005 TO DECEMBER 31, 2007					
Assessment Area:	Deposits	Branches						Branch Openings/Closings				Population					
	% of Rated Area Deposits in AA	# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or -)				% of Population within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
Full Review:																	
Charleston WV AA	30.62	16	21.05	18.75	18.75	31.25	31.25	0	0	0	0	0	0	1.70	21.15	54.97	22.19
Combined Non-MSA WV AA	35.52	29	38.16	0.00	24.14	55.17	20.69	0	0	0	0	0	0	0.00	7.20	76.25	16.55
Limited Review:																	
Cumberland MD-WV AA	1.78	2	2.63	0.00	0.00	100.00	0.00	0	0	0	0	0	0	0.00	8.55	91.45	0.00
Martinsburg MSA AA	8.16	6	7.89	0.00	33.33	66.67	0.00	0	0	0	0	0	0	1.04	16.47	63.15	16.23
Huntington WV AA	6.17	4	5.26	0.00	25.00	50.00	25.00	0	0	0	0	0	0	3.89	21.82	51.12	23.18
Morgantown WV AA	8.98	8	10.53	0.00	37.50	50.00	12.50	0	0	0	0	0	0	0.00	23.17	46.02	30.81
Parkersburg WV AA	4.13	4	5.26	0.00	50.00	50.00	0.00	0	0	0	0	0	0	0.00	12.31	75.02	12.67
Wheeling WV AA	4.64	7	9.21	0.00	57.14	14.29	28.57	0	0	0	0	0	0	2.37	12.00	53.55	32.09

Institution ID: BRANCH **BANKING AND TRUST CO (3000009846) (Included)**

Table 1. Lending Volume

LENDING VOLUME		Geography: KENTUCKY						Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2006				
Assessment Area (2008):	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	
Full Review:												
Combined Non-MSA KY AA	51.64	1,464	110,454	441	55,520	125	8,845	16	12,775	2,046	187,594	51.32
Lexington KY AA	13.33	236	37,890	257	52,083	18	2,981	17	6,333	528	99,287	13.56
Owensboro KY AA	15.52	370	32,121	173	29,218	70	6,937	2	181	615	68,457	12.81
Limited Review:												
Bowling Green KY AA	10.55	246	28,488	159	31,079	6	803	7	12,971	418	73,341	10.99
Clarksville TN-KY AA	8.96	271	22,706	62	5,386	22	1,584	0	0	355	29,676	11.32
Statewide/Outside AA								1	6,650	1	6,650	

* Loan Data as of December 31, 2006. Rated area refers to either state or multi-state MA rating area.

** The evaluation period for Community Development Loans is from January 01, 2005 to December 31, 2007.

*** Deposit Data as of June 30, 2007. Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

TRUST CO (30000009846) (Included)

Table 2a. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE 2006			Geography: KENTUCKY				Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31,							
Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*			
	#	% of Total**	% Owner Occ Units***	% BANK Loans*** *	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Low	Mod	Mid	Upp
Full Review:														
Combined Non-MSA KY AA	596	55.08	0.00	0.00	21.94	12.75	55.45	48.66	22.61	38.59	0.00	13.60	53.89	32.50
Lexington KY AA	101	9.33	2.73	9.90	19.89	8.91	43.94	34.65	33.44	46.53	2.49	15.97	37.05	44.50
Owensboro KY AA	167	15.43	0.00	0.00	16.32	10.18	62.69	58.68	20.99	31.14	0.00	16.14	58.85	25.01
Limited Review:														
Bowling Green KY AA	118	10.91	0.00	0.00	16.08	11.86	53.52	44.92	30.39	43.22	0.00	13.93	49.58	36.49
Clarksville TN-KY AA	100	9.24	0.00	0.00	17.29	24.00	66.72	53.00	15.99	23.00	0.00	9.86	75.75	14.40

* Based on 2006 Peer Mortgage Data (Eastern)

** Home purchase loans originated and purchased in the MA/AA as a percentage of all home purchase loans originated and purchased in the rated area.

*** Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

**** Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

TRUST CO (30000009846) (Included)

Table 3a. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT 2006		Geography: KENTUCKY								Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2006				
Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*			
	#	% of Total*	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Low	Mod	Mid	Upp
Full Review:														
Combined Non-MSA KY AA	202	56.90	0.00	0.00	21.94	21.78	55.45	55.45	22.61	22.77	0.00	26.77	51.82	21.41
Lexington KY AA	28	7.89	2.73	0.00	19.89	17.86	43.94	35.71	33.44	46.43	2.46	18.44	42.43	36.66
Owensboro KY AA	43	12.11	0.00	0.00	16.32	18.60	62.69	60.47	20.99	20.93	0.00	15.44	64.21	20.35
Limited Review:														
Bowling Green KY AA	27	7.61	0.00	0.00	16.08	0.00	53.52	37.04	30.39	62.96	0.00	18.27	46.44	35.29
Clarksville TN-KY AA	55	15.49	0.00	0.00	17.29	30.91	66.72	41.82	15.99	27.27	0.00	15.22	64.78	20.00

* Based on 2006 Peer Mortgage Data (Eastern)

** Home improvement loans originated and purchased in the MA/AA as a percentage of all home improvement loans originated and purchased in the rated area.

*** Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

**** Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

TRUST CO (30000009846) (Included)

Table 4a. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE 31, 2006			Geography: KENTUCKY						Evaluation Period: JANUARY 1, 2006 TO DECEMBER					
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*			
	#	% of Total**	% Owner Occ Units***	% BANK Loans*** *	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Low	Mod	Mid	Upp
Full Review:														
Combined Non-MSA KY AA	663	58.06	0.00	0.00	21.94	17.04	55.45	57.47	22.61	25.49	0.00	16.04	57.62	26.34
Lexington KY AA	107	9.37	2.73	3.74	19.89	17.76	43.94	35.51	33.44	42.99	2.56	18.87	40.44	38.13
Owensboro KY AA	159	13.92	0.00	0.00	16.32	13.84	62.69	54.72	20.99	31.45	0.00	16.72	61.55	21.73
Limited Review:														
Bowling Green KY AA	97	8.49	0.00	0.00	16.08	5.15	53.52	39.18	30.39	55.67	0.00	13.51	50.71	35.78
Clarksville TN-KY AA	116	10.16	0.00	0.00	17.29	21.55	66.72	54.31	15.99	24.14	0.00	12.37	67.23	20.40

* Based on 2006 Peer Mortgage Data (Eastern)

** Home refinance loans originated and purchased in the MA/AA as a percentage of all home refinance loans originated and purchased in the rated area.

*** Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

**** Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

TRUST CO (30000009846) (Included)

Table 5a. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY		Geography: KENTUCKY								Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2006				
Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*			
	#	% of Total**	% of MF Units***	% BANK Loans***	% MF Units**	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	Low	Mod	Mid	Upp
Full Review:														
Combined Non-MSA KY AA	3	37.50	0.00	0.00	22.92	0.00	61.14	66.67	15.95	33.33	0.00	12.50	75.00	12.50
Lexington KY AA	0	0.00	16.64	0.00	24.07	0.00	40.92	0.00	18.37	0.00	8.20	27.87	40.98	22.95
Owensboro KY AA	1	12.50	0.00	0.00	25.00	0.00	69.55	100.00	5.45	0.00	0.00	50.00	40.00	10.00
Limited Review:														
Bowling Green KY AA	4	50.00	0.00	0.00	40.94	0.00	48.42	100.00	10.64	0.00	0.00	38.10	61.90	0.00
Clarksville TN-KY AA	0	0.00	0.00	0.00	46.76	0.00	44.84	0.00	8.40	0.00	0.00	50.00	50.00	0.00

* Based on 2006 Peer Mortgage Data (Eastern)

** Multi-family loans originated and purchased in the MA/AA as a percentage of all multi-family loans originated and purchased in the rated area.

*** Percentage of Multi Family Units is the number of multi family units in a particular geography divided by the number of multi family housing units in the area based on 2000 Census information.

**** Multifamily loan distribution includes Home Purchases, Home Improvement and Refinances.

TRUST CO (30000009846) (Included)

Table 6a. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES 31, 2006			Geography: KENTUCKY						Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2006					
Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate Lending (%) by Tract Income*			
	#	% of Total**	% of Business***	% BANK Loans	% of Businesses**	% BANK Loans	% of Business***	% BANK Loans	% of Business***	% BANK Loans	Low	Mod	Mid	Upp
Full Review:														
Combined Non-MSA KY AA	441	40.42	0.00	0.00	19.19	9.07	56.72	46.94	24.09	43.99	0.00	15.91	56.94	27.15
Lexington KY AA	256	23.46	10.56	8.59	20.43	13.28	37.99	28.13	30.77	50.00	8.67	16.64	37.37	37.33
Owensboro KY AA	173	15.86	0.00	0.00	25.14	23.70	57.13	49.71	17.73	26.59	0.00	21.91	54.68	23.40
Limited Review:														
Bowling Green KY AA	159	14.57	0.00	0.00	24.96	17.61	52.75	45.28	22.29	37.11	0.00	22.39	47.15	30.46
Clarksville TN-KY AA	62	5.68	0.00	0.00	37.50	33.87	52.00	46.77	10.50	19.35	0.00	33.06	54.50	12.44

* Based on 2006 Peer Small Business Data -- US and PR

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

*** Source Data - Dun and Bradstreet (2006).

TRUST CO (30000009846) (Included)

Table 7a. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS 2006			Geography: KENTUCKY						Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2006					
Assessment Area:	Total Small Farm Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate Lending (%) by Tract Income*			
	#	% of Total**	% of Farms* **	% BANK Loans	% of Farms**	% BANK Loans	% of Farms**	% BANK Loans	% of Farms**	% BANK Loans	Low	Mod	Mid	Upp
Full Review:														
Combined Non-MSA KY AA	125	51.87	0.00	0.00	8.65	0.00	50.85	41.60	40.49	58.40	0.00	2.37	63.77	33.86
Lexington KY AA	18	7.47	3.59	0.00	17.07	11.11	41.78	55.56	37.56	33.33	3.29	11.20	51.07	34.43
Owensboro KY AA	70	29.05	0.00	0.00	15.06	14.29	71.08	81.43	13.86	4.29	0.00	12.60	81.10	6.30
Limited Review:														
Bowling Green KY AA	6	2.49	0.00	0.00	12.96	0.00	57.46	66.67	29.58	33.33	0.00	1.35	72.97	25.68
Clarksville TN-KY AA	22	9.13	0.00	0.00	10.09	22.73	77.15	63.64	12.76	13.64	0.00	9.02	77.05	13.93

* Based on 2006 Peer Small Business Data -- US and PR

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

*** Source Data - Dun and Bradstreet (2006).

TRUST CO (30000009846) (Included)

Table 8a. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE			Geography: KENTUCKY				Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2006							
Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Aggregate Lending Data*			
	#	% of Total**	% Families***	% BANK Loans****	% Families*	% BANK Loans****	% Families*	% BANK Loans****	% Families*	% BANK Loans****	Low	Mod	Mid	Upp
Full Review:														
Combined Non-MSA KY AA	596	55.08	24.14	4.00	16.89	12.70	19.57	20.87	39.40	62.43	5.18	15.19	24.32	55.30
Lexington KY AA	101	9.33	20.78	8.51	17.83	19.15	21.67	7.45	39.72	64.89	7.73	22.50	28.72	41.06
Owensboro KY AA	167	15.43	19.92	4.64	17.72	19.87	23.36	28.48	39.00	47.02	12.89	27.85	27.00	32.27
Limited Review:														
Bowling Green KY AA	118	10.91	21.17	5.05	17.48	10.10	21.08	19.19	40.27	65.66	6.48	19.03	28.81	45.68
Clarksville TN-KY AA	100	9.24	21.91	3.70	21.91	13.58	23.22	23.46	32.96	59.26	4.01	33.06	28.10	34.84

* Based on 2006 Peer Mortgage Data (Eastern)

** Home purchase loans originated and purchased in the MA/AA as a percentage of all home purchase loans originated and purchased in the rated area.

*** Percentage of Families is based on the 2000 Census information.

**** As a percentage of loans with borrower income information available. No information was available for 7.6% of loans originated and purchased by BANK.

* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

TRUST CO (30000009846) (Included)

Table 9a. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT 2006		Geography: KENTUCKY						Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31,						
Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Aggregate Lending Data*			
	#	% of Total*	% Families**	% BANK Loans****	% Families*	% BANK Loans****	% Families**	% BANK Loans****	% Families**	% BANK Loans****	Low	Mod	Mid	Upp
Full Review:														
Combined Non-MSA KY AA	202	56.90	24.14	10.66	16.89	19.80	19.57	22.34	39.40	47.21	10.13	18.42	26.09	45.36
Lexington KY AA	28	7.89	20.78	14.81	17.83	25.93	21.67	22.22	39.72	37.04	10.58	23.02	28.50	37.90
Owensboro KY AA	43	12.11	19.92	7.14	17.72	26.19	23.36	26.19	39.00	40.48	11.55	24.91	26.35	37.18
Limited Review:														
Bowling Green KY AA	27	7.61	21.17	11.11	17.48	18.52	21.08	11.11	40.27	59.26	12.54	17.36	28.94	41.16
Clarksville TN-KY AA	55	15.49	21.91	9.26	21.91	20.37	23.22	31.48	32.96	38.89	9.33	21.78	28.00	40.89

* Based on 2006 Peer Mortgage Data (Eastern)

** Home improvement loans originated and purchased in the MA/AA as a percentage of all home improvement loans originated and purchased in the rated area.

*** Percentage of Families is based on the 2000 Census information.

**** As a percentage of loans with borrower income information available. No information was available for 2.3% of loans originated and purchased by BANK.

* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

TRUST CO (30000009846) (Included)

Table 10a. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE 31, 2006			Geography: KENTUCKY				Evaluation Period: JANUARY 1, 2006 TO DECEMBER				Aggregate Lending Data*			
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Low	Mod	Mid	Upp
	#	% of Total* *	% Families ***	% BANK Loans****	% Families *	% BANK Loans****	% Families* **	% BANK Loans****	% Families* **	% BANK Loans****				
Full Review:														
Combined Non-MSA KY AA	663	58.06	24.14	4.85	16.89	14.24	19.57	23.32	39.40	57.59	5.84	14.77	24.91	54.48
Lexington KY AA	107	9.37	20.78	10.99	17.83	16.48	21.67	20.88	39.72	51.65	9.43	22.12	26.18	42.26
Owensboro KY AA	159	13.92	19.92	7.43	17.72	24.32	23.36	27.03	39.00	41.22	10.81	23.09	26.34	39.76
Limited Review:														
Bowling Green KY AA	97	8.49	21.17	3.41	17.48	13.64	21.08	18.18	40.27	64.77	8.17	19.16	27.03	45.64
Clarksville TN-KY AA	116	10.16	21.91	3.60	21.91	18.02	23.22	31.53	32.96	46.85	8.87	18.41	25.03	47.70

* Based on 2006 Peer Mortgage Data (Eastern)

** Home refinance loans originated and purchased in the MA/AA as a percentage of all home refinance loans originated and purchased in the rated area.

*** Percentage of Families is based on the 2000 Census information.

**** As a percentage of loans with borrower income information available. No information was available for 5.7% of loans originated and purchased by BANK.

* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

TRUST CO (30000009846) (Included)

Table 11a. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES 31, 2006		Geography: KENTUCKY			Evaluation Period: JANUARY 1, 2006 TO DECEMBER				
Assessment Area:	Total Small Loans to Businesses		Businesses With Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Aggregate Lending Data*	
	#	% of Total**	% of Businesses***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
Full Review:									
Combined Non-MSA KY AA	441	40.38	54.45	77.78	70.52	16.10	13.38	13,251	5,405
Lexington KY AA	257	23.53	61.83	53.70	51.75	22.57	25.68	16,832	6,351
Owensboro KY AA	173	15.84	54.18	63.58	56.65	23.12	20.23	2,956	1,022
Limited Review:									
Bowling Green KY AA	159	14.56	55.10	71.70	51.57	25.16	23.27	3,400	1,336
Clarksville TN-KY AA	62	5.68	47.13	93.55	74.19	19.35	6.45	1,371	550

* Based on 2006 Peer Small Business Data -- US and PR

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

*** Businesses with revenues of \$1 million or less as a percentage of all businesses (Source D&B - 2006).

**** Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 0.37% of small loans to businesses originated and purchased by the bank.

TRUST CO (30000009846) (Included)

Table 12a. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL LOANS TO FARMS 2006		Geography: KENTUCKY			Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2006				
Assessment Area:	Total Small Loans to Farms		Farms With Revenues of \$1 million or less		Loans by Original Amount Regardless of Farm Size			Aggregate Lending Data*	
	#	% of Total**	% of Farms***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$500,000	All	Rev\$ 1 Million or Less
Full Review:									
Combined Non-MSA KY AA	125	51.87	95.88	96.00	80.80	12.00	7.20	0	0
Lexington KY AA	18	7.47	91.09	83.33	55.56	27.78	16.67	0	0
Owensboro KY AA	70	29.05	96.59	88.57	70.00	18.57	11.43	0	0
Limited Review:									
Bowling Green KY AA	6	2.49	94.37	83.33	50.00	50.00	0.00	0	0
Clarksville TN-KY AA	22	9.13	96.14	100.00	86.36	4.55	9.09	0	0

* Based on 2006 Peer Small Business Data -- US and PR

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

*** Farms with revenues of \$1 million or less as a percentage of all farms (Source D&B - 2006).

**** Small loans to farms with revenues of \$1 million or less as a percentage of all loans reported as small loans to farms. No information was available for 0.41% of small loans to farms originated and purchased by the bank.

TRUST CO (30000009846) (Included)

Table 14. Qualified Investments

QUALIFIED INVESTMENTS		Geography: KENTUCKY				Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2006			
Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
Full Review:									
Combined Non-MSA KY AA	6	4,866	18	5,772	24	10,638	28.84	0	0
Lexington KY AA	0	0	6	4,858	6	4,858	13.17	0	0
Owensboro KY AA	0	0	14	30	14	30	0.08	0	0
Limited Review:									
Bowling Green KY AA	0	0	22	80	22	80	0.22	0	0
Clarksville TN-KY AA	0	0	3	11	3	11	0.03	0	0
Statewide/Outside AA	0	0	9	21,272	9	21,272	57.66	0	0

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

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

TRUST CO (30000009846) (Included)

Table 15. Distribution of Branch Delivery System and Branch Openings/Closings

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS								Geography: KENTUCKY				Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2006					
Assessment Area:	Deposits	Branches						Branch Openings/Closings				Population					
	% of Rated Area Deposits in AA	# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or -)				% of Population within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
Full Review:																	
Combined Non-MSA KY AA	51.32	35	53.85	0.00	14.29	57.14	28.57	1	3	0	0	- 3	1	0.00	22.96	55.56	21.48
Lexington KY AA	13.56	8	12.31	12.50	37.50	25.00	25.00	2	0	0	1	1	0	7.18	22.78	41.98	27.95
Owensboro KY AA	12.81	8	12.31	0.00	12.50	75.00	12.50	0	0	0	0	0	0	0.00	19.40	61.61	18.99
Limited Review:																	
Bowling Green KY AA	10.99	8	12.31	0.00	37.50	37.50	25.00	0	0	0	0	0	0	0.00	21.75	53.74	24.51
Clarksville TN-KY AA	11.32	6	9.23	0.00	50.00	50.00	0.00	0	1	0	- 1	0	0	0.00	38.60	50.32	11.08

Institution ID: BRANCH **BANKING AND TRUST CO (3000009846) (Included)**

Table 1. Lending Volume

LENDING VOLUME		Geography: TENNESSEE						Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2006				
Assessment Area (2008):	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	
Full Review:												
Knoxville TN AA	51.19	891	137,896	604	87,767	3	654	4	7,890	1,502	234,207	34.93
Non-MSA TN AA	25.53	459	55,540	275	37,106	15	747	0	0	749	93,393	17.77
Limited Review:												
Chattanooga TN AA	3.24	61	8,933	33	7,011	0	0	1	35	95	15,979	1.74
Cleveland TN AA	6.17	143	17,350	38	3,609	0	0	0	0	181	20,959	20.27
Johnson City TN AA	4.19	86	8,607	37	5,026	0	0	0	0	123	13,633	2.78
Morristown TN AA	3.85	84	10,739	29	1,910	0	0	0	0	113	12,649	3.00
Nashville TN AA	5.83	135	24,122	36	11,898	0	0	0	0	171	36,020	19.53

* Loan Data as of December 31, 2006. Rated area refers to either state or multi-state MA rating area.

** The evaluation period for Community Development Loans is from January 01, 2005 to December 31, 2007.

*** Deposit Data as of June 30, 2007. Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

TRUST CO (30000009846) (Included)

Table 2a. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE 2006		Geography: TENNESSEE						Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31,						
Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*			
	#	% of Total**	% Owner Occ Units***	% BANK Loans***	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Low	Mod	Mid	Upp
Full Review:														
Knoxville TN AA	551	54.07	2.85	1.81	14.64	6.35	57.71	68.24	24.80	23.59	3.39	12.72	53.90	29.99
Non-MSA TN AA	180	17.66	0.00	0.00	4.27	4.44	85.08	75.00	10.66	20.56	0.00	2.61	84.87	12.51
Limited Review:														
Chattanooga TN AA	29	2.85	1.97	0.00	17.37	3.45	46.91	55.17	33.74	41.38	2.93	13.27	44.69	39.11
Cleveland TN AA	72	7.07	1.04	0.00	12.63	13.89	70.17	65.28	16.17	20.83	0.64	10.54	69.05	19.77
Johnson City TN AA	52	5.10	0.00	0.00	9.81	7.69	71.89	59.62	18.30	32.69	0.00	8.17	67.07	24.76
Morristown TN AA	42	4.12	0.00	0.00	3.84	0.00	80.70	90.48	15.46	9.52	0.00	3.25	76.64	20.10
Nashville TN AA	93	9.13	1.59	3.23	17.54	8.60	57.52	67.74	23.35	20.43	1.82	12.98	60.87	24.33

* Based on 2006 Peer Mortgage Data (Eastern)

** Home purchase loans originated and purchased in the MA/AA as a percentage of all home purchase loans originated and purchased in the rated area.

*** Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

**** Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

TRUST CO (30000009846) (Included)

Table 3a. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT 2006			Geography: TENNESSEE						Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31,					
Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*			
	#	% of Total*	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Low	Mod	Mid	Upp
Full Review:														
Knoxville TN AA	64	34.04	2.85	0.00	14.64	7.81	57.71	79.69	24.80	12.50	2.94	17.33	55.61	24.12
Non-MSA TN AA	68	36.17	0.00	0.00	4.27	4.41	85.08	82.35	10.66	13.24	0.00	3.68	83.11	13.22
Limited Review:														
Chattanooga TN AA	14	7.45	1.97	7.14	17.37	28.57	46.91	57.14	33.74	7.14	2.13	27.99	43.34	26.54
Cleveland TN AA	17	9.04	1.04	0.00	12.63	47.06	70.17	35.29	16.17	17.65	1.56	17.19	66.56	14.69
Johnson City TN AA	15	7.98	0.00	0.00	9.81	13.33	71.89	66.67	18.30	20.00	0.00	11.39	74.49	14.12
Morristown TN AA	7	3.72	0.00	0.00	3.84	0.00	80.70	85.71	15.46	14.29	0.00	1.57	84.79	13.65
Nashville TN AA	3	1.60	1.59	33.33	17.54	0.00	57.52	66.67	23.35	0.00	1.75	20.77	58.55	18.93

* Based on 2006 Peer Mortgage Data (Eastern)

** Home improvement loans originated and purchased in the MA/AA as a percentage of all home improvement loans originated and purchased in the rated area.

*** Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

**** Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

TRUST CO (30000009846) (Included)

Table 4a. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE 31, 2006			Geography: TENNESSEE						Evaluation Period: JANUARY 1, 2006 TO DECEMBER					
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*			
	#	% of Total**	% Owner Occ Units***	% BANK Loans*** *	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Low	Mod	Mid	Upp
Full Review:														
Knoxville TN AA	272	42.11	2.85	1.47	14.64	6.62	57.71	65.44	24.80	26.47	2.79	13.43	57.86	25.92
Non-MSA TN AA	211	32.66	0.00	0.00	4.27	1.90	85.08	84.36	10.66	13.74	0.00	3.21	84.46	12.33
Limited Review:														
Chattanooga TN AA	17	2.63	1.97	0.00	17.37	11.76	46.91	64.71	33.74	23.53	3.11	19.34	43.21	34.34
Cleveland TN AA	54	8.36	1.04	1.85	12.63	33.33	70.17	48.15	16.17	16.67	1.30	10.87	68.23	19.61
Johnson City TN AA	18	2.79	0.00	0.00	9.81	5.56	71.89	72.22	18.30	22.22	0.00	9.87	69.65	20.48
Morristown TN AA	35	5.42	0.00	0.00	3.84	2.86	80.70	94.29	15.46	2.86	0.00	2.54	80.66	16.80
Nashville TN AA	39	6.04	1.59	0.00	17.54	38.46	57.52	33.33	23.35	28.21	2.06	15.74	60.12	22.07

* Based on 2006 Peer Mortgage Data (Eastern)

** Home refinance loans originated and purchased in the MA/AA as a percentage of all home refinance loans originated and purchased in the rated area.

*** Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

**** Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

TRUST CO (30000009846) (Included)

Table 5a. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY		Geography: TENNESSEE								Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2006				
Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*			
	#	% of Total**	% of MF Units***	% BANK Loans***	% MF Units**	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	Low	Mod	Mid	Upp
Full Review:														
Knoxville TN AA	4	66.67	18.27	0.00	25.67	25.00	35.97	25.00	20.08	50.00	8.16	20.41	55.10	16.33
Non-MSA TN AA	0	0.00	0.00	0.00	14.40	0.00	78.53	0.00	7.07	0.00	0.00	9.09	54.55	36.36
Limited Review:														
Chattanooga TN AA	1	16.67	16.81	0.00	10.42	0.00	54.55	0.00	18.22	100.00	6.06	12.12	63.64	18.18
Cleveland TN AA	0	0.00	13.83	0.00	20.74	0.00	50.73	0.00	14.70	0.00	10.53	5.26	52.63	31.58
Johnson City TN AA	1	16.67	0.00	0.00	25.69	0.00	58.42	100.00	15.89	0.00	0.00	12.12	75.76	12.12
Morristown TN AA	0	0.00	0.00	0.00	9.53	0.00	77.61	0.00	12.86	0.00	0.00	7.14	64.29	28.57
Nashville TN AA	0	0.00	7.79	0.00	24.68	0.00	51.09	0.00	16.43	0.00	6.03	39.66	42.24	12.07

* Based on 2006 Peer Mortgage Data (Eastern)

** Multi-family loans originated and purchased in the MA/AA as a percentage of all multi-family loans originated and purchased in the rated area.

*** Percentage of Multi Family Units is the number of multi family units in a particular geography divided by the number of multi family housing units in the area based on 2000 Census information.

**** Multifamily loan distribution includes Home Purchases, Home Improvement and Refinances.

TRUST CO (30000009846) (Included)

Table 6a. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES DECEMBER 31, 2006				Geography: TENNESSEE				Evaluation Period: JANUARY 1, 2006 TO				Aggregate Lending (%) by Tract Income*			
Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Low	Mod	Mid	Upp	
	#	% of Total**	% of Busines ses***	% BANK Loans	% of Businesses* **	% BANK Loans	% of Business es***	% BANK Loans	% of Businesse s***	% BANK Loans					
Full Review:															
Knoxville TN AA	604	57.41	8.21	8.77	17.05	10.26	46.55	37.42	28.17	43.54	6.46	13.55	45.39	34.59	
Non-MSA TN AA	275	26.14	0.00	0.00	7.38	3.64	84.10	73.82	8.51	22.55	0.00	5.54	84.37	10.09	
Limited Review:															
Chattanooga TN AA	33	3.14	5.03	0.00	18.72	21.21	51.76	36.36	24.48	42.42	4.50	15.73	49.83	29.94	
Cleveland TN AA	38	3.61	1.15	0.00	15.24	15.79	67.29	44.74	16.32	39.47	2.79	11.67	65.88	19.65	
Johnson City TN AA	37	3.52	0.00	0.00	16.13	16.22	62.05	51.35	21.82	32.43	0.00	11.86	62.08	26.06	
Morristown TN AA	29	2.76	0.00	0.00	11.49	3.45	75.85	96.55	12.65	0.00	0.00	10.43	72.25	17.32	
Nashville TN AA	36	3.42	3.32	5.56	23.73	16.67	48.53	30.56	24.10	47.22	2.54	18.34	47.29	31.83	

* Based on 2006 Peer Small Business Data -- US and PR

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

*** Source Data - Dun and Bradstreet (2006).

TRUST CO (30000009846) (Included)

Table 7a. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS 2006			Geography: TENNESSEE						Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31,					
Assessment Area:	Total Small Farm Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate Lending (%) by Tract Income*			
	#	% of Total**	% of Farms* **	% BANK Loans	% of Farms**	% BANK Loans	% of Farms**	% BANK Loans	% of Farms**	% BANK Loans	Low	Mod	Mid	Upp
Full Review:														
Knoxville TN AA	3	16.67	4.24	0.00	10.97	0.00	60.92	66.67	23.87	33.33	3.28	13.11	55.74	27.87
Non-MSA TN AA	15	83.33	0.00	0.00	3.54	0.00	89.17	93.33	7.28	6.67	0.00	2.24	91.04	6.72
Limited Review:														
Chattanooga TN AA	0	0.00	1.17	0.00	16.73	0.00	47.28	0.00	34.82	0.00	2.70	16.22	59.46	21.62
Cleveland TN AA	0	0.00	1.55	0.00	6.70	0.00	72.16	0.00	19.59	0.00	0.00	6.45	90.32	3.23
Johnson City TN AA	0	0.00	0.00	0.00	10.84	0.00	70.63	0.00	18.53	0.00	0.00	2.80	70.09	27.10
Morristown TN AA	0	0.00	0.00	0.00	5.74	0.00	80.86	0.00	13.40	0.00	0.00	0.00	85.19	14.81
Nashville TN AA	0	0.00	1.20	0.00	18.81	0.00	60.90	0.00	18.97	0.00	0.00	42.19	50.20	7.62

* Based on 2006 Peer Small Business Data -- US and PR

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

*** Source Data - Dun and Bradstreet (2006).

TRUST CO (30000009846) (Included)

Table 8a. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE			Geography: TENNESSEE				Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2006							
Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Aggregate Lending Data*			
	#	% of Total**	% Families***	% BANK Loans****	% Families*	% BANK Loans****	% Families**	% BANK Loans****	% Families**	% BANK Loans****	Low	Mod	Mid	Upp
Full Review:														
Knoxville TN AA	551	54.07	20.14	6.43	18.11	13.53	21.88	20.84	39.87	59.20	8.78	21.43	26.25	43.54
Non-MSA TN AA	180	17.66	17.94	1.88	18.33	14.37	23.52	20.00	40.21	63.75	3.60	13.06	19.81	63.52
Limited Review:														
Chattanooga TN AA	29	2.85	19.38	13.64	17.15	4.55	21.28	9.09	42.18	72.73	8.04	21.02	25.98	44.95
Cleveland TN AA	72	7.07	19.37	6.25	18.32	8.33	23.19	16.67	39.12	68.75	7.53	22.71	27.40	42.37
Johnson City TN AA	52	5.10	19.61	2.04	18.00	12.24	23.45	18.37	38.94	67.35	6.88	17.88	24.57	50.67
Morristown TN AA	42	4.12	19.28	2.44	18.26	14.63	23.15	19.51	39.31	63.41	6.00	18.05	29.56	46.38
Nashville TN AA	93	9.13	19.23	1.75	18.34	17.54	23.56	29.82	38.86	50.88	7.61	23.02	26.12	43.25

* Based on 2006 Peer Mortgage Data (Eastern)

** Home purchase loans originated and purchased in the MA/AA as a percentage of all home purchase loans originated and purchased in the rated area.

*** Percentage of Families is based on the 2000 Census information.

**** As a percentage of loans with borrower income information available. No information was available for 18.7% of loans originated and purchased by BANK.

* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

TRUST CO (30000009846) (Included)

Table 9a. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT 2006		Geography: TENNESSEE						Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31,						
Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Aggregate Lending Data*			
	#	% of Total*	% Families**	% BANK Loans****	% Families*	% BANK Loans****	% Families**	% BANK Loans****	% Families**	% BANK Loans****	Low	Mod	Mid	Upp
Full Review:														
Knoxville TN AA	64	34.04	20.14	4.69	18.11	15.63	21.88	25.00	39.87	54.69	12.63	20.56	26.49	40.32
Non-MSA TN AA	68	36.17	17.94	11.94	18.33	20.90	23.52	25.37	40.21	41.79	7.35	21.62	25.59	45.44
Limited Review:														
Chattanooga TN AA	14	7.45	19.38	7.14	17.15	28.57	21.28	28.57	42.18	35.71	11.64	24.28	26.53	37.55
Cleveland TN AA	17	9.04	19.37	11.76	18.32	23.53	23.19	11.76	39.12	52.94	15.63	20.14	23.96	40.28
Johnson City TN AA	15	7.98	19.61	25.00	18.00	16.67	23.45	16.67	38.94	41.67	12.78	22.07	25.57	39.58
Morristown TN AA	7	3.72	19.28	14.29	18.26	28.57	23.15	14.29	39.31	42.86	10.65	20.14	29.17	40.05
Nashville TN AA	3	1.60	19.23	0.00	18.34	100.00	23.56	0.00	38.86	0.00	14.03	22.92	28.82	34.23

* Based on 2006 Peer Mortgage Data (Eastern)

** Home improvement loans originated and purchased in the MA/AA as a percentage of all home improvement loans originated and purchased in the rated area.

*** Percentage of Families is based on the 2000 Census information.

**** As a percentage of loans with borrower income information available. No information was available for 3.2% of loans originated and purchased by BANK.

* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

TRUST CO (30000009846) (Included)

Table 10a. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE 31, 2006			Geography: TENNESSEE				Evaluation Period: JANUARY 1, 2006 TO DECEMBER				Aggregate Lending Data*			
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Low	Mod	Mid	Upp
	#	% of Total* *	% Families ***	% BANK Loans****	% Families *	% BANK Loans****	% Families* **	% BANK Loans****	% Families* **	% BANK Loans****				
Full Review:														
Knoxville TN AA	272	42.11	20.14	6.25	18.11	18.75	21.88	28.33	39.87	46.67	9.76	21.26	26.79	42.19
Non-MSA TN AA	211	32.66	17.94	5.73	18.33	16.67	23.52	25.00	40.21	52.60	5.04	16.52	24.59	53.84
Limited Review:														
Chattanooga TN AA	17	2.63	19.38	25.00	17.15	8.33	21.28	25.00	42.18	41.67	9.44	20.33	26.84	43.39
Cleveland TN AA	54	8.36	19.37	8.89	18.32	24.44	23.19	22.22	39.12	44.44	9.45	20.48	25.20	44.87
Johnson City TN AA	18	2.79	19.61	6.25	18.00	37.50	23.45	6.25	38.94	50.00	9.44	17.75	28.11	44.70
Morristown TN AA	35	5.42	19.28	0.00	18.26	21.21	23.15	21.21	39.31	57.58	7.68	19.45	28.67	44.20
Nashville TN AA	39	6.04	19.23	0.00	18.34	12.50	23.56	15.63	38.86	71.88	9.16	23.43	28.42	38.98

* Based on 2006 Peer Mortgage Data (Eastern)

** Home refinance loans originated and purchased in the MA/AA as a percentage of all home refinance loans originated and purchased in the rated area.

*** Percentage of Families is based on the 2000 Census information.

**** As a percentage of loans with borrower income information available. No information was available for 11.8% of loans originated and purchased by BANK.

* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

TRUST CO (30000009846) (Included)

Table 11a. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES 31, 2006			Geography: TENNESSEE				Evaluation Period: JANUARY 1, 2006 TO DECEMBER			
Assessment Area:	Total Small Loans to Businesses		Businesses With Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Aggregate Lending Data*		
	#	% of Total**	% of Businesses***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less	
Full Review:										
Knoxville TN AA	604	57.41	62.25	66.06	64.74	17.88	17.38	23,348	8,486	
Non-MSA TN AA	275	26.14	58.67	72.73	65.82	18.55	15.64	7,485	2,876	
Limited Review:										
Chattanooga TN AA	33	3.14	59.84	72.73	57.58	18.18	24.24	13,699	4,666	
Cleveland TN AA	38	3.61	58.55	81.58	78.95	15.79	5.26	3,486	1,138	
Johnson City TN AA	37	3.52	61.88	78.38	67.57	18.92	13.51	5,292	2,108	
Morristown TN AA	29	2.76	57.97	51.72	86.21	10.34	3.45	3,046	1,072	
Nashville TN AA	36	3.42	60.87	44.44	27.78	22.22	50.00	55,596	19,973	

* Based on 2006 Peer Small Business Data -- US and PR

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

*** Businesses with revenues of \$1 million or less as a percentage of all businesses (Source D&B - 2006).

**** Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 0.57% of small loans to businesses originated and purchased by the bank.

TRUST CO (30000009846) (Included)

Table 12a. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL LOANS TO FARMS 2006		Geography: TENNESSEE			Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31,				
Assessment Area:	Total Small Loans to Farms		Farms With Revenues of \$1 million or less		Loans by Original Amount Regardless of Farm Size			Aggregate Lending Data*	
	#	% of Total**	% of Farms***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$500,000	All	Rev\$ 1 Million or Less
Full Review:									
Knoxville TN AA	3	16.67	92.35	66.67	0.00	100.00	0.00	0	0
Non-MSA TN AA	15	83.33	96.06	13.33	93.33	6.67	0.00	0	0
Limited Review:									
Chattanooga TN AA	0	0.00	92.80	0.00	0.00	0.00	0.00	0	0
Cleveland TN AA	0	0.00	93.30	0.00	0.00	0.00	0.00	0	0
Johnson City TN AA	0	0.00	92.31	0.00	0.00	0.00	0.00	0	0
Morristown TN AA	0	0.00	93.78	0.00	0.00	0.00	0.00	0	0
Nashville TN AA	0	0.00	93.47	0.00	0.00	0.00	0.00	0	0

* Based on 2006 Peer Small Business Data -- US and PR

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

*** Farms with revenues of \$1 million or less as a percentage of all farms (Source D&B - 2006).

**** Small loans to farms with revenues of \$1 million or less as a percentage of all loans reported as small loans to farms. No information was available for 0.00% of small loans to farms originated and purchased by the bank.

TRUST CO (30000009846) (Included)

Table 14. Qualified Investments

QUALIFIED INVESTMENTS		Geography: TENNESSEE				Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2006			
Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
Full Review:									
Knoxville TN AA	1	3,237	24	5,740	25	8,977	17.98	0	0
Non-MSA TN AA	0	0	2	1,753	2	1,753	3.51	0	0
Limited Review:									
Chattanooga TN AA	0	0	1	2,250	1	2,250	4.51	0	0
Cleveland TN AA	0	0	2	8,400	2	8,400	16.98	0	0
Johnson City TN AA	0	0	0	0	0	0	0.00	0	0
Morristown TN AA	0	0	0	0	0	0	0.00	0	0
Nashville TN AA	0	0	4	3,302	4	3,302	6.61	0	0
Statewide/Outside AA	0	0	6	25,257	6	25,257	50.58	0	0

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

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

TRUST CO (30000009846) (Included)

Table 15. Distribution of Branch Delivery System and Branch Openings/Closings

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS								Geography: TENNESSEE				Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2006					
Assessment Area:	Deposits	Branches						Branch Openings/Closings				Population					
	% of Rated Area Deposits in AA	# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or -)				% of Population within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
Full Review:																	
Knoxville TN AA	34.93	19	35.85	5.26	10.53	57.89	26.32	0	0	0	0	0	0	5.62	16.48	53.99	23.88
Non-MSA TN AA	17.77	15	28.30	0.00	6.67	93.33	0.00	0	0	0	0	0	0	0.00	5.93	83.69	10.39
Limited Review:																	
Chattanooga TN AA	1.74	4	7.55	0.00	25.00	50.00	25.00	1	0	0	0	1	0	5.26	18.37	46.16	30.21
Cleveland TN AA	20.27	7	13.21	0.00	28.57	42.86	28.57	0	1	0	0	0	- 1	2.40	14.63	66.32	16.65
Johnson City TN AA	2.78	4	7.55	0.00	0.00	50.00	50.00	0	0	0	0	0	0	0.00	13.40	69.79	16.82
Morristown TN AA	3.00	2	3.77	0.00	0.00	100.00	0.00	0	0	0	0	0	0	0.00	5.15	79.98	14.87
Nashville TN AA	19.53	2	3.77	0.00	0.00	0.00	100.00	2	0	0	0	0	2	3.97	21.41	54.45	20.18

TRUST CO (30000009846) (Included)

Table 1. Lending Volume

LENDING VOLUME 31, 2006		Geography: WASHINGTON DC-VA-MD-W						Evaluation Period: JANUARY 1, 2006 TO DECEMBER				
Assessment Area (2008):	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	
Full Review:												
Washington DC Multi-State MSA AA	100.00	5,796	1,329,350	2,782	613,729	13	1,908	53	95,358	8,644	2,040,345	100.00

* Loan Data as of December 31, 2006. Rated area refers to either state or multi-state MA rating area.

** The evaluation period for Community Development Loans is from January 01, 2005 to December 31, 2007.

*** Deposit Data as of February 10, 2010. Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

TRUST CO (30000009846) (Included)

Table 2a. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE DECEMBER 31, 2006			Geography: WASHINGTON DC-VA-MD-W						Evaluation Period: JANUARY 1, 2006 TO					
Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*			
	#	% of Total**	% Owner Occ Units***	% BANK Loans***	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Low	Mod	Mid	Upp
Full Review:														
Washington DC Multi-State MSA AA	1,730	100.00	2.09	1.73	17.03	19.31	43.79	45.95	37.08	33.01	3.20	19.41	44.40	32.99

* Based on 2006 Peer Mortgage Data (Eastern)

** Home purchase loans originated and purchased in the MA/AA as a percentage of all home purchase loans originated and purchased in the rated area.

*** Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

**** Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

TRUST CO (30000009846) (Included)

Table 3a. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT DECEMBER 31, 2006		Geography: WASHINGTON DC-VA-MD-W								Evaluation Period: JANUARY 1, 2006 TO				
Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*			
	#	% of Total*	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Low	Mod	Mid	Upp
Full Review:														
Washington DC Multi-State MSA AA	1,289	100.00	2.09	1.32	17.03	19.08	43.79	53.45	37.08	26.14	2.50	19.67	49.64	28.18

* Based on 2006 Peer Mortgage Data (Eastern)

** Home improvement loans originated and purchased in the MA/AA as a percentage of all home improvement loans originated and purchased in the rated area.

*** Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

**** Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

TRUST CO (30000009846) (Included)

Table 4a. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE TO DECEMBER 31, 2006			Geography: WASHINGTON DC-VA-MD-W								Evaluation Period: JANUARY 1, 2006			
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*			
	#	% of Total**	% Owner Occ Units***	% BANK Loans***	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Low	Mod	Mid	Upp
Full Review:														
Washington DC Multi-State MSA AA	2,768	100.00	2.09	1.73	17.03	20.77	43.79	52.38	37.08	25.11	3.07	21.59	49.32	26.02

* Based on 2006 Peer Mortgage Data (Eastern)

** Home refinance loans originated and purchased in the MA/AA as a percentage of all home refinance loans originated and purchased in the rated area.

*** Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

**** Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

TRUST CO (30000009846) (Included)

Table 5a. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY DECEMBER 31, 2006		Geography: WASHINGTON DC-VA-MD-W								Evaluation Period: JANUARY 1, 2006 TO				
Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*			
	#	% of Total**	% of MF Units***	% BANK Loans****	% MF Units**	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	Low	Mod	Mid	Upp
Full Review:														
Washington DC Multi-State MSA AA	9	100.00	12.42	22.22	37.62	44.44	29.15	11.11	20.82	22.22	23.00	39.30	25.24	12.46

* Based on 2006 Peer Mortgage Data (Eastern)

** Multi-family loans originated and purchased in the MA/AA as a percentage of all multi-family loans originated and purchased in the rated area.

*** Percentage of Multi Family Units is the number of multi family units in a particular geography divided by the number of multi family housing units in the area based on 2000 Census information.

**** Multifamily loan distribution includes Home Purchases, Home Improvement and Refinances.

TRUST CO (30000009846) (Included)

Table 6a. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES 2006 TO DECEMBER 31, 2006				Geography: WASHINGTON DC-VA-MD-W						Evaluation Period: JANUARY 1,				
Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate Lending (%) by Tract Income*			
	#	% of Total**	% of Business***	% BANK Loans	% of Businesses**	% BANK Loans	% of Business***	% BANK Loans	% of Business***	% BANK Loans	Low	Mod	Mid	Upp
Full Review:														
Washington DC Multi-State MSA AA	2,754	100.00	4.71	2.80	17.43	13.91	38.98	44.55	36.93	38.74	3.18	14.44	39.95	42.44

* Based on 2006 Peer Small Business Data -- US and PR

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

*** Source Data - Dun and Bradstreet (2006).

TRUST CO (30000009846) (Included)

Table 7a. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS DECEMBER 31, 2006			Geography: WASHINGTON DC-VA-MD-W								Evaluation Period: JANUARY 1, 2006 TO			
Assessment Area:	Total Small Farm Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate Lending (%) by Tract Income*			
	#	% of Total**	% of Farms**	% BANK Loans	% of Farms**	% BANK Loans	% of Farms**	% BANK Loans	% of Farms**	% BANK Loans	Low	Mod	Mid	Upp
Full Review:														
Washington DC Multi-State MSA AA	13	100.00	1.37	0.00	15.46	15.38	48.72	38.46	34.31	46.15	2.58	18.04	48.20	31.19

* Based on 2006 Peer Small Business Data -- US and PR

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

*** Source Data - Dun and Bradstreet (2006).

TRUST CO (30000009846) (Included)

Table 8a. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE DECEMBER 31, 2006			Geography: WASHINGTON DC-VA-MD-W						Evaluation Period: JANUARY 1, 2006 TO					
Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Aggregate Lending Data*			
	#	% of Total**	% Families***	% BANK Loans****	% Families*	% BANK Loans****	% Families**	% BANK Loans****	% Families**	% BANK Loans****	Low	Mod	Mid	Upp
Full Review:														
Washington DC Multi-State MSA AA	1,730	100.00	20.20	3.65	17.82	12.54	22.23	24.54	39.74	59.27	2.50	14.42	33.53	49.54

* Based on 2006 Peer Mortgage Data (Eastern)

** Home purchase loans originated and purchased in the MA/AA as a percentage of all home purchase loans originated and purchased in the rated area.

*** Percentage of Families is based on the 2000 Census information.

**** As a percentage of loans with borrower income information available. No information was available for 23.9% of loans originated and purchased by BANK.

* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

TRUST CO (30000009846) (Included)

Table 9a. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT DECEMBER 31, 2006			Geography: WASHINGTON DC-VA-MD-W								Evaluation Period: JANUARY 1, 2006 TO			
Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Aggregate Lending Data*			
	#	% of Total*	% Families**	% BANK Loans****	% Families*	% BANK Loans****	% Families**	% BANK Loans****	% Families**	% BANK Loans****	Low	Mod	Mid	Upp
Full Review:														
Washington DC Multi-State MSA AA	1,289	100.00	20.20	8.61	17.82	23.17	22.23	29.53	39.74	38.70	7.99	22.56	30.06	39.38

* Based on 2006 Peer Mortgage Data (Eastern)

** Home improvement loans originated and purchased in the MA/AA as a percentage of all home improvement loans originated and purchased in the rated area.

*** Percentage of Families is based on the 2000 Census information.

**** As a percentage of loans with borrower income information available. No information was available for 3.6% of loans originated and purchased by BANK.

* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

TRUST CO (30000009846) (Included)

Table 10a. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE TO DECEMBER 31, 2006			Geography: WASHINGTON DC-VA-MD-W								Evaluation Period: JANUARY 1, 2006			
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Aggregate Lending Data*			
	#	% of Total* *	% Families ***	% BANK Loans****	% Families *	% BANK Loans****	% Families* **	% BANK Loans****	% Families* **	% BANK Loans****	Low	Mod	Mid	Upp
Full Review:														
Washington DC Multi-State MSA AA	2,768	100.00	20.20	9.70	17.82	21.32	22.23	28.76	39.74	40.21	7.59	23.61	30.87	37.93

* Based on 2006 Peer Mortgage Data (Eastern)

** Home refinance loans originated and purchased in the MA/AA as a percentage of all home refinance loans originated and purchased in the rated area.

*** Percentage of Families is based on the 2000 Census information.

**** As a percentage of loans with borrower income information available. No information was available for 15.5% of loans originated and purchased by BANK.

* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

TRUST CO (30000009846) (Included)

Table 11a. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES TO DECEMBER 31, 2006			Geography: WASHINGTON DC-VA-MD-W			Evaluation Period: JANUARY 1, 2006			
Assessment Area:	Total Small Loans to Businesses		Businesses With Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Aggregate Lending Data*	
	#	% of Total**	% of Businesses***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
Full Review:									
Washington DC Multi-State MSA AA	2,782	100.00	66.83	54.06	49.32	22.25	28.43	189,840	59,206

* Based on 2006 Peer Small Business Data -- US and PR

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

*** Businesses with revenues of \$1 million or less as a percentage of all businesses (Source D&B - 2006).

**** Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 0.14% of small loans to businesses originated and purchased by the bank.

TRUST CO (30000009846) (Included)

Table 12a. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL LOANS TO FARMS DECEMBER 31, 2006			Geography: WASHINGTON DC-VA-MD-W				Evaluation Period: JANUARY 1, 2006 TO			
Assessment Area:	Total Small Loans to Farms		Farms With Revenues of \$1 million or less		Loans by Original Amount Regardless of Farm Size			Aggregate Lending Data*		
	#	% of Total**	% of Farms***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$500,000	All	Rev\$ 1 Million or Less	
Full Review:										
Washington DC Multi-State MSA AA	13	100.00	88.63	69.23	61.54	23.08	15.38	0	0	

* Based on 2006 Peer Small Business Data -- US and PR

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

*** Farms with revenues of \$1 million or less as a percentage of all farms (Source D&B - 2006).

**** Small loans to farms with revenues of \$1 million or less as a percentage of all loans reported as small loans to farms. No information was available for 0.00% of small loans to farms originated and purchased by the bank.

TRUST CO (30000009846) (Included)

Table 14. Qualified Investments

QUALIFIED INVESTMENTS DECEMBER 31, 2006		Geography: WASHINGTON DC-VA-MD-W				Evaluation Period: JANUARY 1, 2006 TO			
Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
Full Review:									
Washington DC Multi-State MSA AA	11	3,949	154	56,338	165	60,287	100.00	0	0

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

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

TRUST CO (30000009846) (Included)

Table 15. Distribution of Branch Delivery System and Branch Openings/Closings

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS JANUARY 1, 2006 TO DECEMBER 31, 2006								Geography: WASHINGTON DC-VA-MD-W				Evaluation Period:					
Assessment Area:	Deposits	Branches						Branch Openings/Closings				Population					
	% of Rated Area Deposits in AA	# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or -)				% of Population within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
Full Review:																	
Washington DC Multi-State MSA AA	100.00	150	100.00	2.67	17.33	40.67	39.33	6	0	1	1	3	1	5.92	23.50	40.21	30.23

Institution ID: BRANCH BANKING AND TRUST CO (3000009846) (Included)

Table 1. Lending Volume

LENDING VOLUME		Geography: CHARLOTTE NC-SC						Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2006				
Assessment Area (2008):	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	
Full Review:												
Charlotte NC Multi-State MSA AA	100.00	3,308	403,830	1,910	341,600	23	2,057	29	26,171	5,270	773,658	100.00

* Loan Data as of December 31, 2006. Rated area refers to either state or multi-state MA rating area.

** The evaluation period for Community Development Loans is from January 01, 2005 to December 31, 2007.

*** Deposit Data as of June 30, 2007. Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

TRUST CO (30000009846) (Included)

Table 2a. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE DECEMBER 31, 2006		Geography: CHARLOTTE NC-SC						Evaluation Period: JANUARY 1, 2006 TO						
Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*			
	#	% of Total**	% Owner Occ Units***	% BANK Loans***	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Low	Mod	Mid	Upp
Full Review:														
Charlotte NC Multi-State MSA AA	1,337	100.00	1.23	1.57	18.14	15.11	51.31	48.24	29.32	35.08	1.38	10.67	47.99	39.96

* Based on 2006 Peer Mortgage Data (Eastern)

** Home purchase loans originated and purchased in the MA/AA as a percentage of all home purchase loans originated and purchased in the rated area.

*** Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

**** Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

TRUST CO (30000009846) (Included)

Table 3a. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT DECEMBER 31, 2006		Geography: CHARLOTTE NC-SC								Evaluation Period: JANUARY 1, 2006 TO				
Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*			
	#	% of Total*	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Low	Mod	Mid	Upp
Full Review:														
Charlotte NC Multi-State MSA AA	359	100.00	1.23	1.67	18.14	19.22	51.31	52.65	29.32	26.46	1.42	16.69	49.99	31.91

* Based on 2006 Peer Mortgage Data (Eastern)

** Home improvement loans originated and purchased in the MA/AA as a percentage of all home improvement loans originated and purchased in the rated area.

*** Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

**** Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

TRUST CO (30000009846) (Included)

Table 4a. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE DECEMBER 31, 2006			Geography: CHARLOTTE NC-SC						Evaluation Period: JANUARY 1, 2006 TO					
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*			
	#	% of Total**	% Owner Occ Units***	% BANK Loans***	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Low	Mod	Mid	Upp
Full Review:														
Charlotte NC Multi-State MSA AA	1,603	100.00	1.23	0.69	18.14	15.16	51.31	54.59	29.32	29.57	1.40	14.37	48.41	35.82

* Based on 2006 Peer Mortgage Data (Eastern)

** Home refinance loans originated and purchased in the MA/AA as a percentage of all home refinance loans originated and purchased in the rated area.

*** Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

**** Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

TRUST CO (30000009846) (Included)

Table 5a. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY 31, 2006		Geography: CHARLOTTE NC-SC								Evaluation Period: JANUARY 1, 2006 TO DECEMBER				
Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*			
	#	% of Total**	% of MF Units***	% BANK Loans* ***	% MF Units** *	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	Low	Mod	Mid	Upp
Full Review:														
Charlotte NC Multi- State MSA AA	9	100.00	3.38	0.00	25.80	55.56	46.15	44.44	24.67	0.00	7.14	28.57	47.32	16.96

* Based on 2006 Peer Mortgage Data (Eastern)

** Multi-family loans originated and purchased in the MA/AA as a percentage of all multi-family loans originated and purchased in the rated area.

*** Percentage of Multi Family Units is the number of multi family units in a particular geography divided by the number of multi family housing units in the area based on 2000 Census information.

**** Multifamily loan distribution includes Home Purchases, Home Improvement and Refinances.

TRUST CO (30000009846) (Included)

Table 6a. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES DECEMBER 31, 2006			Geography: CHARLOTTE NC-SC						Evaluation Period: JANUARY 1, 2006 TO					
Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate Lending (%) by Tract Income*			
	#	% of Total**	% of Business***	% BANK Loans	% of Businesses**	% BANK Loans	% of Business***	% BANK Loans	% of Business***	% BANK Loans	Low	Mod	Mid	Upp
Full Review:														
Charlotte NC Multi-State MSA AA	1,910	100.00	3.50	3.77	20.04	26.75	44.04	44.71	32.24	24.76	3.25	14.77	43.58	38.41

* Based on 2006 Peer Small Business Data -- US and PR

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

*** Source Data - Dun and Bradstreet (2006).

TRUST CO (30000009846) (Included)

Table 7a. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS DECEMBER 31, 2006			Geography: CHARLOTTE NC-SC						Evaluation Period: JANUARY 1, 2006 TO					
Assessment Area:	Total Small Farm Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate Lending (%) by Tract Income*			
	#	% of Total**	% of Farms**	% BANK Loans	% of Farms**	% BANK Loans	% of Farms**	% BANK Loans	% of Farms**	% BANK Loans	Low	Mod	Mid	Upp
Full Review:														
Charlotte NC Multi-State MSA AA	23	100.00	1.12	0.00	15.59	56.52	58.48	43.48	24.77	0.00	1.79	18.39	55.61	24.22

* Based on 2006 Peer Small Business Data -- US and PR

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

*** Source Data - Dun and Bradstreet (2006).

TRUST CO (30000009846) (Included)

Table 8a. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE 2006			Geography: CHARLOTTE NC-SC						Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2006					
Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Aggregate Lending Data*			
	#	% of Total**	% Families***	% BANK Loans****	% Families*	% BANK Loans****	% Families**	% BANK Loans****	% Families**	% BANK Loans****	Low	Mod	Mid	Upp
Full Review:														
Charlotte NC Multi-State MSA AA	1,337	100.00	19.43	12.02	18.53	21.74	22.93	22.04	39.11	44.19	7.65	22.17	24.83	45.35

* Based on 2006 Peer Mortgage Data (Eastern)

** Home purchase loans originated and purchased in the MA/AA as a percentage of all home purchase loans originated and purchased in the rated area.

*** Percentage of Families is based on the 2000 Census information.

**** As a percentage of loans with borrower income information available. No information was available for 25.4% of loans originated and purchased by BANK.

* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

TRUST CO (30000009846) (Included)

Table 9a. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT DECEMBER 31, 2006		Geography: CHARLOTTE NC-SC						Evaluation Period: JANUARY 1, 2006 TO						
Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Aggregate Lending Data*			
	#	% of Total*	% Families**	% BANK Loans****	% Families*	% BANK Loans****	% Families**	% BANK Loans****	% Families**	% BANK Loans****	Low	Mod	Mid	Upp
Full Review:														
Charlotte NC Multi-State MSA AA	359	100.00	19.43	12.32	18.53	19.06	22.93	22.29	39.11	46.33	11.10	21.71	25.24	41.95

* Based on 2006 Peer Mortgage Data (Eastern)

** Home improvement loans originated and purchased in the MA/AA as a percentage of all home improvement loans originated and purchased in the rated area.

*** Percentage of Families is based on the 2000 Census information.

**** As a percentage of loans with borrower income information available. No information was available for 5.0% of loans originated and purchased by BANK.

* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

TRUST CO (30000009846) (Included)

Table 10a. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE DECEMBER 31, 2006			Geography: CHARLOTTE NC-SC						Evaluation Period: JANUARY 1, 2006 TO					
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Aggregate Lending Data*			
	#	% of Total* *	% Families ***	% BANK Loans****	% Families *	% BANK Loans****	% Families* **	% BANK Loans****	% Families* **	% BANK Loans****	Low	Mod	Mid	Upp
Full Review:														
Charlotte NC Multi-State MSA AA	1,603	100.00	19.43	12.52	18.53	19.02	22.93	24.42	39.11	44.05	8.61	20.40	25.96	45.02

* Based on 2006 Peer Mortgage Data (Eastern)

** Home refinance loans originated and purchased in the MA/AA as a percentage of all home refinance loans originated and purchased in the rated area.

*** Percentage of Families is based on the 2000 Census information.

**** As a percentage of loans with borrower income information available. No information was available for 8.8% of loans originated and purchased by BANK.

* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

TRUST CO (30000009846) (Included)

Table 11a. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES DECEMBER 31, 2006			Geography: CHARLOTTE NC-SC		Evaluation Period: JANUARY 1, 2006 TO				
Assessment Area:	Total Small Loans to Businesses		Businesses With Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Aggregate Lending Data*	
	#	% of Total**	% of Businesses***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
Full Review:									
Charlotte NC Multi-State MSA AA	1,910	100.00	64.31	59.90	58.17	20.16	21.68	63,180	23,689

* Based on 2006 Peer Small Business Data -- US and PR

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

*** Businesses with revenues of \$1 million or less as a percentage of all businesses (Source D&B - 2006).

**** Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 0.26% of small loans to businesses originated and purchased by the bank.

TRUST CO (30000009846) (Included)

Table 12a. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL LOANS TO FARMS DECEMBER 31, 2006		Geography: CHARLOTTE NC-SC			Evaluation Period: JANUARY 1, 2006 TO				
Assessment Area:	Total Small Loans to Farms		Farms With Revenues of \$1 million or less		Loans by Original Amount Regardless of Farm Size			Aggregate Lending Data*	
	#	% of Total**	% of Farms***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$500,000	All	Rev\$ 1 Million or Less
Full Review:									
Charlotte NC Multi-State MSA AA	23	100.00	90.94	95.65	73.91	17.39	8.70	228	155

* Based on 2006 Peer Small Business Data -- US and PR

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

*** Farms with revenues of \$1 million or less as a percentage of all farms (Source D&B - 2006).

**** Small loans to farms with revenues of \$1 million or less as a percentage of all loans reported as small loans to farms. No information was available for 0.00% of small loans to farms originated and purchased by the bank.

TRUST CO (30000009846) (Included)

Institution ID: BRANCH BANKING AND

Table 14. Qualified Investments

QUALIFIED INVESTMENTS 2006		Geography: CHARLOTTE NC-SC				Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31,			
Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
Full Review:									
Charlotte NC Multi-State MSA AA	9	8,494	56	5,781	65	14,275	100.00	0	0

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

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

TRUST CO (30000009846) (Included)

Table 15. Distribution of Branch Delivery System and Branch Openings/Closings

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS JANUARY 1, 2006 TO DECEMBER 31, 2006								Geography: CHARLOTTE NC-SC				Evaluation Period:					
Assessment Area:	Deposits	Branches						Branch Openings/Closings				Population					
	% of Rated Area Deposits in AA	# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or -)				% of Population within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
Full Review:																	
Charlotte NC Multi-State MSA AA	100.00	53	100.00	0.00	22.64	50.94	26.42	6	0	0	1	2	3	3.20	22.69	48.82	25.14

Institution ID: BRANCH BANKING AND

TRUST CO (30000009846) (Included)

Table 1. Lending Volume

LENDING VOLUME		Geography: LOUISVILLE KY-IN						Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2006				
Assessment Area (2008):	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	
Full Review:												
Louisville Multi-State MSA AA	100.00	1,707	133,056	468	92,468	4	146	29	23,401	2,208	249,071	100.00

* Loan Data as of December 31, 2006. Rated area refers to either state or multi-state MA rating area.

** The evaluation period for Community Development Loans is from January 01, 2005 to December 31, 2007.

*** Deposit Data as of June 30, 2007. Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

TRUST CO (30000009846) (Included)

Table 2a. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE 31, 2006		Geography: LOUISVILLE KY-IN						Evaluation Period: JANUARY 1, 2006 TO DECEMBER						
Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*			
	#	% of Total**	% Owner Occ Units***	% BANK Loans*** *	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Low	Mod	Mid	Upp
Full Review:														
Louisville Multi-State MSA AA	354	100.00	1.66	1.98	14.61	9.60	53.99	43.22	29.74	45.20	1.48	12.47	50.91	35.14

* Based on 2006 Peer Mortgage Data (Eastern)

** Home purchase loans originated and purchased in the MA/AA as a percentage of all home purchase loans originated and purchased in the rated area.

*** Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

**** Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

TRUST CO (30000009846) (Included)

Table 3a. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT DECEMBER 31, 2006			Geography: LOUISVILLE KY-IN						Evaluation Period: JANUARY 1, 2006 TO					
Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*			
	#	% of Total*	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Low	Mod	Mid	Upp
Full Review:														
Louisville Multi-State MSA AA	286	100.00	1.66	5.24	14.61	18.18	53.99	52.10	29.74	24.48	2.50	15.80	56.65	25.05

* Based on 2006 Peer Mortgage Data (Eastern)

** Home improvement loans originated and purchased in the MA/AA as a percentage of all home improvement loans originated and purchased in the rated area.

*** Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

**** Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

TRUST CO (30000009846) (Included)

Table 4a. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE DECEMBER 31, 2006			Geography: LOUISVILLE KY-IN						Evaluation Period: JANUARY 1, 2006 TO					
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*			
	#	% of Total**	% Owner Occ Units***	% BANK Loans***	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Low	Mod	Mid	Upp
Full Review:														
Louisville Multi-State MSA AA	1,064	100.00	1.66	1.41	14.61	15.32	53.99	49.15	29.74	34.12	1.94	14.24	53.13	30.68

* Based on 2006 Peer Mortgage Data (Eastern)

** Home refinance loans originated and purchased in the MA/AA as a percentage of all home refinance loans originated and purchased in the rated area.

*** Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

**** Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

TRUST CO (30000009846) (Included)

Table 5a. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY 2006		Geography: LOUISVILLE KY-IN								Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31,				
Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*			
	#	% of Total**	% of MF Units***	% BANK Loans* ***	% MF Units** *	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	Low	Mod	Mid	Upp
Full Review:														
Louisville Multi- State MSA AA	3	100.00	9.96	33.33	27.36	0.00	39.33	66.67	23.35	0.00	6.62	30.46	43.05	19.87

* Based on 2006 Peer Mortgage Data (Eastern)

** Multi-family loans originated and purchased in the MA/AA as a percentage of all multi-family loans originated and purchased in the rated area.

*** Percentage of Multi Family Units is the number of multi family units in a particular geography divided by the number of multi family housing units in the area based on 2000 Census information.

**** Multifamily loan distribution includes Home Purchases, Home Improvement and Refinances.

TRUST CO (30000009846) (Included)

Table 6a. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES DECEMBER 31, 2006			Geography: LOUISVILLE KY-IN						Evaluation Period: JANUARY 1, 2006 TO					
Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate Lending (%) by Tract Income*			
	#	% of Total**	% of Business***	% BANK Loans	% of Businesses**	% BANK Loans	% of Business***	% BANK Loans	% of Business***	% BANK Loans	Low	Mod	Mid	Upp
Full Review:														
Louisville Multi-State MSA AA	468	100.00	3.49	5.77	20.75	29.70	42.66	27.78	33.11	36.75	2.95	17.34	38.86	40.86

* Based on 2006 Peer Small Business Data -- US and PR

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

*** Source Data - Dun and Bradstreet (2006).

TRUST CO (30000009846) (Included)

Table 7a. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS DECEMBER 31, 2006			Geography: LOUISVILLE KY-IN						Evaluation Period: JANUARY 1, 2006 TO					
Assessment Area:	Total Small Farm Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate Lending (%) by Tract Income*			
	#	% of Total**	% of Farms* **	% BANK Loans	% of Farms**	% BANK Loans	% of Farms**	% BANK Loans	% of Farms**	% BANK Loans	Low	Mod	Mid	Upp
Full Review:														
Louisville Multi-State MSA AA	4	100.00	0.82	0.00	9.08	0.00	62.09	75.00	28.01	25.00	0.00	4.73	63.72	31.55

* Based on 2006 Peer Small Business Data -- US and PR

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

*** Source Data - Dun and Bradstreet (2006).

TRUST CO (30000009846) (Included)

Table 8a. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE 2006			Geography: LOUISVILLE KY-IN						Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2006					
Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Aggregate Lending Data*			
	#	% of Total**	% Families***	% BANK Loans****	% Families*	% BANK Loans****	% Families**	% BANK Loans****	% Families**	% BANK Loans****	Low	Mod	Mid	Upp
Full Review:														
Louisville Multi-State MSA AA	354	100.00	19.90	9.63	17.99	21.93	22.89	20.27	39.22	48.17	9.12	24.81	26.46	39.61

* Based on 2006 Peer Mortgage Data (Eastern)

** Home purchase loans originated and purchased in the MA/AA as a percentage of all home purchase loans originated and purchased in the rated area.

*** Percentage of Families is based on the 2000 Census information.

**** As a percentage of loans with borrower income information available. No information was available for 15.0% of loans originated and purchased by BANK.

* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

TRUST CO (30000009846) (Included)

Table 9a. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT 31, 2006			Geography: LOUISVILLE KY-IN						Evaluation Period: JANUARY 1, 2006 TO DECEMBER					
Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Aggregate Lending Data*			
	#	% of Total*	% Families**	% BANK Loans****	% Families*	% BANK Loans****	% Families**	% BANK Loans****	% Families**	% BANK Loans****	Low	Mod	Mid	Upp
Full Review:														
Louisville Multi-State MSA AA	286	100.00	19.90	18.86	17.99	25.27	22.89	22.78	39.22	33.10	13.45	24.68	25.78	36.09

* Based on 2006 Peer Mortgage Data (Eastern)

** Home improvement loans originated and purchased in the MA/AA as a percentage of all home improvement loans originated and purchased in the rated area.

*** Percentage of Families is based on the 2000 Census information.

**** As a percentage of loans with borrower income information available. No information was available for 1.7% of loans originated and purchased by BANK.

* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

TRUST CO (30000009846) (Included)

Table 10a. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE DECEMBER 31, 2006			Geography: LOUISVILLE KY-IN						Evaluation Period: JANUARY 1, 2006 TO					
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Aggregate Lending Data*			
	#	% of Total*	% Families***	% BANK Loans****	% Families*	% BANK Loans****	% Families**	% BANK Loans****	% Families*	% BANK Loans****	Low	Mod	Mid	Upp
Full Review:														
Louisville Multi-State MSA AA	1,064	100.00	19.90	14.26	17.99	22.85	22.89	26.56	39.22	36.33	10.04	22.44	27.87	39.65

* Based on 2006 Peer Mortgage Data (Eastern)

** Home refinance loans originated and purchased in the MA/AA as a percentage of all home refinance loans originated and purchased in the rated area.

*** Percentage of Families is based on the 2000 Census information.

**** As a percentage of loans with borrower income information available. No information was available for 3.8% of loans originated and purchased by BANK.

* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

TRUST CO (30000009846) (Included)

Table 11a. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES DECEMBER 31, 2006			Geography: LOUISVILLE KY-IN		Evaluation Period: JANUARY 1, 2006 TO				
Assessment Area:	Total Small Loans to Businesses		Businesses With Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Aggregate Lending Data*	
	#	% of Total**	% of Businesses***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
Full Review:									
Louisville Multi-State MSA AA	468	100.00	61.28	64.32	56.62	17.74	25.64	37,431	13,953

* Based on 2006 Peer Small Business Data -- US and PR

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

*** Businesses with revenues of \$1 million or less as a percentage of all businesses (Source D&B - 2006).

**** Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 0.00% of small loans to businesses originated and purchased by the bank.

TRUST CO (30000009846) (Included)

Table 12a. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL LOANS TO FARMS DECEMBER 31, 2006		Geography: LOUISVILLE KY-IN			Evaluation Period: JANUARY 1, 2006 TO				
Assessment Area:	Total Small Loans to Farms		Farms With Revenues of \$1 million or less		Loans by Original Amount Regardless of Farm Size			Aggregate Lending Data*	
	#	% of Total**	% of Farms***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$500,000	All	Rev\$ 1 Million or Less
Full Review:									
Louisville Multi-State MSA AA	4	100.00	94.79	100.00	100.00	0.00	0.00	0	0

* Based on 2006 Peer Small Business Data -- US and PR

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

*** Farms with revenues of \$1 million or less as a percentage of all farms (Source D&B - 2006).

**** Small loans to farms with revenues of \$1 million or less as a percentage of all loans reported as small loans to farms. No information was available for 0.00% of small loans to farms originated and purchased by the bank.

Table 14. Qualified Investments

QUALIFIED INVESTMENTS 2006		Geography: LOUISVILLE KY-IN				Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31,			
Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
Full Review:									
Louisville Multi-State MSA AA	13	11,336	68	267	81	11,603	100.00	0	0

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

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

TRUST CO (30000009846) (Included)

Table 15. Distribution of Branch Delivery System and Branch Openings/Closings

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS								Geography: LOUISVILLE KY-IN				Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2006					
Assessment Area:	Deposits	Branches						Branch Openings/Closings				Population					
	% of Rated Area Deposits in AA	# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or -)				% of Population within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
Full Review:																	
Louisville Multi-State MSA AA	100.00	28	100.00	3.57	25.00	25.00	46.43	1	0	0	0	1	0	3.88	18.81	50.66	26.66

Institution ID: BRANCH BANKING AND TRUST CO (3000009846) (Included)

Table 1. Lending Volume

LENDING VOLUME		Geography: KINGSPORT TN-VA						Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2006				
Assessment Area (2008):	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	
Full Review:												
Kingsport Multi-State MSA AA	100.00	392	28,835	187	26,201	7	483	3	2,356	589	57,875	100.00

* Loan Data as of December 31, 2006. Rated area refers to either state or multi-state MA rating area.

** The evaluation period for Community Development Loans is from January 01, 2005 to December 31, 2007.

*** Deposit Data as of June 30, 2007. Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

TRUST CO (30000009846) (Included)

Table 2a. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE DECEMBER 31, 2006		Geography: KINGSPORT TN-VA						Evaluation Period: JANUARY 1, 2006 TO						
Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*			
	#	% of Total**	% Owner Occ Units***	% BANK Loans*** *	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Low	Mod	Mid	Upp
Full Review:														
Kingsport Multi-State MSA AA	129	100.00	0.00	0.00	11.96	9.30	70.73	77.52	17.30	13.18	0.00	9.95	68.65	21.40

* Based on 2006 Peer Mortgage Data (Eastern)

** Home purchase loans originated and purchased in the MA/AA as a percentage of all home purchase loans originated and purchased in the rated area.

*** Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

**** Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

TRUST CO (30000009846) (Included)

Table 3a. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT DECEMBER 31, 2006			Geography: KINGSPORT TN-VA						Evaluation Period: JANUARY 1, 2006 TO					
Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*			
	#	% of Total*	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Low	Mod	Mid	Upp
Full Review:														
Kingsport Multi-State MSA AA	82	100.00	0.00	0.00	11.96	12.20	70.73	81.71	17.30	6.10	0.00	13.39	73.42	13.19

* Based on 2006 Peer Mortgage Data (Eastern)

** Home improvement loans originated and purchased in the MA/AA as a percentage of all home improvement loans originated and purchased in the rated area.

*** Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

**** Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

TRUST CO (30000009846) (Included)

Table 4a. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE DECEMBER 31, 2006				Geography: KINGSPORT TN-VA				Evaluation Period: JANUARY 1, 2006 TO						
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*			
	#	% of Total**	% Owner Occ Units***	% BANK Loans***	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Low	Mod	Mid	Upp
Full Review:														
Kingsport Multi-State MSA AA	181	100.00	0.00	0.00	11.96	6.63	70.73	81.22	17.30	12.15	0.00	8.94	73.04	18.02

* Based on 2006 Peer Mortgage Data (Eastern)

** Home refinance loans originated and purchased in the MA/AA as a percentage of all home refinance loans originated and purchased in the rated area.

*** Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

**** Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

TRUST CO (30000009846) (Included)

Table 5a. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY 31, 2006		Geography: KINGSPORT TN-VA						Evaluation Period: JANUARY 1, 2006 TO DECEMBER						
Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*			
	#	% of Total**	% of MF Units***	% BANK Loans* ***	% MF Units** *	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	Low	Mod	Mid	Upp
Full Review:														
Kingsport Multi- State MSA AA	0	0.00	0.00	0.00	22.71	0.00	57.58	0.00	19.71	0.00	0.00	15.38	53.85	30.77

* Based on 2006 Peer Mortgage Data (Eastern)

** Multi-family loans originated and purchased in the MA/AA as a percentage of all multi-family loans originated and purchased in the rated area.

*** Percentage of Multi Family Units is the number of multi family units in a particular geography divided by the number of multi family housing units in the area based on 2000 Census information.

**** Multifamily loan distribution includes Home Purchases, Home Improvement and Refinances.

TRUST CO (30000009846) (Included)

Table 6a. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES DECEMBER 31, 2006			Geography: KINGSPORT TN-VA						Evaluation Period: JANUARY 1, 2006 TO					
Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate Lending (%) by Tract Income*			
	#	% of Total**	% of Business***	% BANK Loans	% of Businesses**	% BANK Loans	% of Business***	% BANK Loans	% of Business***	% BANK Loans	Low	Mod	Mid	Upp
Full Review:														
Kingsport Multi-State MSA AA	187	100.00	0.00	0.00	17.04	8.56	66.61	79.68	16.35	11.76	0.00	14.65	65.27	20.07

* Based on 2006 Peer Small Business Data -- US and PR

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

*** Source Data - Dun and Bradstreet (2006).

TRUST CO (30000009846) (Included)

Table 7a. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS DECEMBER 31, 2006			Geography: KINGSPORT TN-VA						Evaluation Period: JANUARY 1, 2006 TO					
Assessment Area:	Total Small Farm Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate Lending (%) by Tract Income*			
	#	% of Total**	% of Farms**	% BANK Loans	% of Farms**	% BANK Loans	% of Farms**	% BANK Loans	% of Farms**	% BANK Loans	Low	Mod	Mid	Upp
Full Review:														
Kingsport Multi-State MSA AA	7	100.00	0.00	0.00	11.30	14.29	76.08	71.43	12.62	14.29	0.00	24.77	67.67	7.55

* Based on 2006 Peer Small Business Data -- US and PR

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

*** Source Data - Dun and Bradstreet (2006).

TRUST CO (30000009846) (Included)

Table 8a. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE 2006		Geography: KINGSPORT TN-VA						Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31, 2006						
Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Aggregate Lending Data*			
	#	% of Total**	% Families***	% BANK Loans****	% Families*	% BANK Loans****	% Families**	% BANK Loans****	% Families**	% BANK Loans****	Low	Mod	Mid	Upp
Full Review:														
Kingsport Multi-State MSA AA	129	100.00	19.41	7.50	18.61	19.17	23.07	20.83	38.90	52.50	9.73	21.32	25.79	43.17

* Based on 2006 Peer Mortgage Data (Eastern)

** Home purchase loans originated and purchased in the MA/AA as a percentage of all home purchase loans originated and purchased in the rated area.

*** Percentage of Families is based on the 2000 Census information.

**** As a percentage of loans with borrower income information available. No information was available for 7.0% of loans originated and purchased by BANK.

* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

TRUST CO (30000009846) (Included)

Table 9a. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT DECEMBER 31, 2006		Geography: KINGSPORT TN-VA						Evaluation Period: JANUARY 1, 2006 TO						
Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Aggregate Lending Data*			
	#	% of Total*	% Families**	% BANK Loans****	% Families*	% BANK Loans****	% Families**	% BANK Loans****	% Families**	% BANK Loans****	Low	Mod	Mid	Upp
Full Review:														
Kingsport Multi-State MSA AA	82	100.00	19.41	25.93	18.61	17.28	23.07	25.93	38.90	30.86	13.40	21.50	28.45	36.66

* Based on 2006 Peer Mortgage Data (Eastern)

** Home improvement loans originated and purchased in the MA/AA as a percentage of all home improvement loans originated and purchased in the rated area.

*** Percentage of Families is based on the 2000 Census information.

**** As a percentage of loans with borrower income information available. No information was available for 1.2% of loans originated and purchased by BANK.

* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

TRUST CO (30000009846) (Included)

Table 10a. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE DECEMBER 31, 2006			Geography: KINGSPORT TN-VA						Evaluation Period: JANUARY 1, 2006 TO					
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Aggregate Lending Data*			
	#	% of Total*	% Families***	% BANK Loans****	% Families*	% BANK Loans****	% Families**	% BANK Loans****	% Families*	% BANK Loans****	Low	Mod	Mid	Upp
Full Review:														
Kingsport Multi-State MSA AA	181	100.00	19.41	10.40	18.61	27.17	23.07	25.43	38.90	36.99	9.46	20.31	26.31	43.92

* Based on 2006 Peer Mortgage Data (Eastern)

** Home refinance loans originated and purchased in the MA/AA as a percentage of all home refinance loans originated and purchased in the rated area.

*** Percentage of Families is based on the 2000 Census information.

**** As a percentage of loans with borrower income information available. No information was available for 4.4% of loans originated and purchased by BANK.

* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

TRUST CO (30000009846) (Included)

Table 11a. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES DECEMBER 31, 2006			Geography: KINGSPORT TN-VA			Evaluation Period: JANUARY 1, 2006 TO			
Assessment Area:	Total Small Loans to Businesses		Businesses With Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Aggregate Lending Data*	
	#	% of Total**	% of Businesses***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
Full Review:									
Kingsport Multi-State MSA AA	187	100.00	58.77	77.01	65.78	18.72	15.51	9,088	3,819

* Based on 2006 Peer Small Business Data -- US and PR

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

*** Businesses with revenues of \$1 million or less as a percentage of all businesses (Source D&B - 2006).

**** Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 0.00% of small loans to businesses originated and purchased by the bank.

TRUST CO (30000009846) (Included)

Table 12a. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL LOANS TO FARMS DECEMBER 31, 2006		Geography: KINGSPORT TN-VA			Evaluation Period: JANUARY 1, 2006 TO				
Assessment Area:	Total Small Loans to Farms		Farms With Revenues of \$1 million or less		Loans by Original Amount Regardless of Farm Size			Aggregate Lending Data*	
	#	% of Total**	% of Farms***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$500,000	All	Rev\$ 1 Million or Less
Full Review:									
Kingsport Multi-State MSA AA	7	100.00	93.97	85.71	85.71	0.00	14.29	331	312

* Based on 2006 Peer Small Business Data -- US and PR

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

*** Farms with revenues of \$1 million or less as a percentage of all farms (Source D&B - 2006).

**** Small loans to farms with revenues of \$1 million or less as a percentage of all loans reported as small loans to farms. No information was available for 0.00% of small loans to farms originated and purchased by the bank.

TRUST CO (30000009846) (Included)

Institution ID: BRANCH BANKING AND

Table 14. Qualified Investments

QUALIFIED INVESTMENTS 2006		Geography: KINGSPORT TN-VA				Evaluation Period: JANUARY 1, 2006 TO DECEMBER 31,			
Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
Full Review:									
Kingsport Multi-State MSA AA	4	4,090	4	2,236	8	6,326	100.00	0	0

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

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

TRUST CO (30000009846) (Included)

Table 15. Distribution of Branch Delivery System and Branch Openings/Closings

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS JANUARY 1, 2006 TO DECEMBER 31, 2006								Geography: KINGSPORT TN-VA				Evaluation Period:					
Assessment Area:	Deposits	Branches						Branch Openings/Closings				Population					
	% of Rated Area Deposits in AA	# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or -)				% of Population within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
Full Review:																	
Kingsport Multi-State MSA AA	100.00	15	100.00	0.00	20.00	80.00	0.00	0	1	0	0	- 1	0	0.00	13.60	69.84	16.56

TRUST CO (30000009846) (Included)

Table 1. Lending Volume

LENDING VOLUME		Geography: ALABAMA						Evaluation Period: JANUARY 1, 2005 TO DECEMBER 31, 2007				
Assessment Area (2008):	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	
Full Review:												
Anniston AL AA	100.00	142	13,678	81	11,047	2	63	1	15	226	24,803	100.00
Statewide/Outside AA								1	48	1	48	

* Loan Data as of December 31, 2007. Rated area refers to either state or multi-state MA rating area.

** The evaluation period for Community Development Loans is from January 01, 2005 to December 31, 2007.

*** Deposit Data as of June 30, 2007. Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

TRUST CO (30000009846) (Included)

Table 2a. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE 2007		Geography: ALABAMA						Evaluation Period: JANUARY 1, 2005 TO DECEMBER 31,						
Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*			
	#	% of Total**	% Owner Occ Units***	% BANK Loans*** *	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Low	Mod	Mid	Upp
Full Review:														
Anniston AL AA	95	100.00	3.53	0.00	12.90	2.11	60.73	68.42	22.83	29.47	1.82	7.77	60.70	29.70

* Based on 2006 Peer Mortgage Data (Eastern)

** Home purchase loans originated and purchased in the MA/AA as a percentage of all home purchase loans originated and purchased in the rated area.

*** Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

**** Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

TRUST CO (30000009846) (Included)

Table 3a. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT 2007		Geography: ALABAMA						Evaluation Period: JANUARY 1, 2005 TO DECEMBER 31,						
Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*			
	#	% of Total*	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Low	Mod	Mid	Upp
Full Review:														
Anniston AL AA	18	100.00	3.53	0.00	12.90	5.56	60.73	55.56	22.83	38.89	1.13	11.05	65.16	22.66

* Based on 2006 Peer Mortgage Data (Eastern)

** Home improvement loans originated and purchased in the MA/AA as a percentage of all home improvement loans originated and purchased in the rated area.

*** Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

**** Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

TRUST CO (30000009846) (Included)

Table 4a. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE 31, 2007			Geography: ALABAMA						Evaluation Period: JANUARY 1, 2005 TO DECEMBER					
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*			
	#	% of Total**	% Owner Occ Units***	% BANK Loans***	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Low	Mod	Mid	Upp
Full Review:														
Anniston AL AA	29	100.00	3.53	0.00	12.90	3.45	60.73	55.17	22.83	41.38	2.50	9.87	63.03	24.61

* Based on 2006 Peer Mortgage Data (Eastern)

** Home refinance loans originated and purchased in the MA/AA as a percentage of all home refinance loans originated and purchased in the rated area.

*** Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

**** Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

TRUST CO (30000009846) (Included)

Table 5a. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY		Geography: ALABAMA						Evaluation Period: JANUARY 1, 2005 TO DECEMBER 31, 2007						
Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*			
	#	% of Total**	% of MF Units***	% BANK Loans***	% MF Units**	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	Low	Mod	Mid	Upp
Full Review:														
Anniston AL AA	0	0.00	23.26	0.00	20.04	0.00	26.21	0.00	30.50	0.00	20.00	10.00	40.00	30.00

* Based on 2006 Peer Mortgage Data (Eastern)

** Multi-family loans originated and purchased in the MA/AA as a percentage of all multi-family loans originated and purchased in the rated area.

*** Percentage of Multi Family Units is the number of multi family units in a particular geography divided by the number of multi family housing units in the area based on 2000 Census information.

**** Multifamily loan distribution includes Home Purchases, Home Improvement and Refinances.

TRUST CO (30000009846) (Included)

Table 6a. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES 31, 2007			Geography: ALABAMA				Evaluation Period: JANUARY 1, 2005 TO DECEMBER				Aggregate Lending (%) by Tract Income*			
Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Low	Mod	Mid	Upp
	#	% of Total**	% of Busines ses***	% BANK Loans	% of Businesses* **	% BANK Loans	% of Business es***	% BANK Loans	% of Businesse s***	% BANK Loans				
Full Review:														
Anniston AL AA	81	100.00	4.81	0.00	24.81	38.27	48.13	35.80	22.25	25.93	2.96	21.22	49.39	26.43

* Based on 2006 Peer Small Business Data -- US and PR

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

*** Source Data - Dun and Bradstreet (2006).

TRUST CO (30000009846) (Included)

Table 7a. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS 2007		Geography: ALABAMA						Evaluation Period: JANUARY 1, 2005 TO DECEMBER 31,						
Assessment Area:	Total Small Farm Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate Lending (%) by Tract Income*			
	#	% of Total**	% of Farms* **	% BANK Loans	% of Farms**	% BANK Loans	% of Farms**	% BANK Loans	% of Farms**	% BANK Loans	Low	Mod	Mid	Upp
Full Review:														
Anniston AL AA	2	100.00	3.23	0.00	11.61	0.00	69.03	100.00	16.13	0.00	0.00	3.45	93.10	3.45

* Based on 2006 Peer Small Business Data -- US and PR

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

*** Source Data - Dun and Bradstreet (2006).

TRUST CO (30000009846) (Included)

Table 8a. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE		Geography: ALABAMA						Evaluation Period: JANUARY 1, 2005 TO DECEMBER 31, 2007						
Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Aggregate Lending Data*			
	#	% of Total**	% Families***	% BANK Loans****	% Families*	% BANK Loans****	% Families**	% BANK Loans****	% Families**	% BANK Loans****	Low	Mod	Mid	Upp
Full Review:														
Anniston AL AA	95	100.00	21.37	1.14	17.29	23.86	22.35	21.59	39.00	53.41	6.88	25.53	27.46	40.13

* Based on 2006 Peer Mortgage Data (Eastern)

** Home purchase loans originated and purchased in the MA/AA as a percentage of all home purchase loans originated and purchased in the rated area.

*** Percentage of Families is based on the 2000 Census information.

**** As a percentage of loans with borrower income information available. No information was available for 7.4% of loans originated and purchased by BANK.

* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

TRUST CO (30000009846) (Included)

Table 9a. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT			Geography: ALABAMA						Evaluation Period: JANUARY 1, 2005 TO DECEMBER 31, 2007					
Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Aggregate Lending Data*			
	#	% of Total*	% Families**	% BANK Loans****	% Families*	% BANK Loans****	% Families**	% BANK Loans****	% Families**	% BANK Loans****	Low	Mod	Mid	Upp
Full Review:														
Anniston AL AA	18	100.00	21.37	5.56	17.29	22.22	22.35	27.78	39.00	44.44	10.59	22.65	27.06	39.71

* Based on 2006 Peer Mortgage Data (Eastern)

** Home improvement loans originated and purchased in the MA/AA as a percentage of all home improvement loans originated and purchased in the rated area.

*** Percentage of Families is based on the 2000 Census information.

**** As a percentage of loans with borrower income information available. No information was available for 0.0% of loans originated and purchased by BANK.

* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

TRUST CO (30000009846) (Included)

Table 10a. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE 2007			Geography: ALABAMA				Evaluation Period: JANUARY 1, 2005 TO DECEMBER 31,				Aggregate Lending Data*			
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Low	Mod	Mid	Upp
	#	% of Total*	% Families***	% BANK Loans****	% Families*	% BANK Loans****	% Families**	% BANK Loans****	% Families*	% BANK Loans****				
Full Review:														
Anniston AL AA	29	100.00	21.37	0.00	17.29	20.00	22.35	20.00	39.00	60.00	8.76	18.82	27.80	44.61

* Based on 2006 Peer Mortgage Data (Eastern)

** Home refinance loans originated and purchased in the MA/AA as a percentage of all home refinance loans originated and purchased in the rated area.

*** Percentage of Families is based on the 2000 Census information.

**** As a percentage of loans with borrower income information available. No information was available for 13.8% of loans originated and purchased by BANK.

* Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

TRUST CO (30000009846) (Included)

Table 11a. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES 2007		Geography: ALABAMA			Evaluation Period: JANUARY 1, 2005 TO DECEMBER 31,				
Assessment Area:	Total Small Loans to Businesses		Businesses With Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Aggregate Lending Data*	
	#	% of Total**	% of Businesses***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
Full Review:									
Anniston AL AA	81	100.00	59.83	82.72	70.37	13.58	16.05	3,030	1,029

* Based on 2006 Peer Small Business Data -- US and PR

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

*** Businesses with revenues of \$1 million or less as a percentage of all businesses (Source D&B - 2006).

**** Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 0.00% of small loans to businesses originated and purchased by the bank.

TRUST CO (30000009846) (Included)

Table 12a. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL LOANS TO FARMS 2007		Geography: ALABAMA			Evaluation Period: JANUARY 1, 2005 TO DECEMBER 31,				
Assessment Area:	Total Small Loans to Farms		Farms With Revenues of \$1 million or less		Loans by Original Amount Regardless of Farm Size			Aggregate Lending Data*	
	#	% of Total**	% of Farms***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$500,000	All	Rev\$ 1 Million or Less
Full Review:									
Anniston AL AA	2	100.00	92.26	100.00	100.00	0.00	0.00	0	0

* Based on 2006 Peer Small Business Data -- US and PR

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

*** Farms with revenues of \$1 million or less as a percentage of all farms (Source D&B - 2006).

**** Small loans to farms with revenues of \$1 million or less as a percentage of all loans reported as small loans to farms. No information was available for 0.00% of small loans to farms originated and purchased by the bank.

TRUST CO (30000009846) (Included)

Table 14. Qualified Investments

QUALIFIED INVESTMENTS		Geography: ALABAMA				Evaluation Period: JANUARY 1, 2005 TO DECEMBER 31, 2007			
Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
Full Review:									
Anniston AL AA	0	0	6	16	6	16	0.16	0	0
Statewide/Outside AA	0	0	4	10,095	4	10,095	99.84	0	0

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

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

TRUST CO (30000009846) (Included)

Table 15. Distribution of Branch Delivery System and Branch Openings/Closings

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS TO DECEMBER 31, 2007								Geography: ALABAMA				Evaluation Period: JANUARY 1, 2005					
Assessment Area:	Deposits	Branches						Branch Openings/Closings				Population					
	% of Rated Area Deposits in AA	# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or -)				% of Population within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
Full Review:																	
Anniston AL AA	100.00	2	100.00	0.00	50.00	50.00	0.00	0	0	0	0	0	0	6.64	14.79	56.73	21.84