



LARGE BANK

Comptroller of the Currency
Administrator of National Banks

Washington, DC 20219

Public Disclosure

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Community Reinvestment Act Performance Evaluation

Chase Bank USA, N.A.
Charter Number: 23160

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NOTE: This document is an evaluation of this institution's record of meeting the credit needs of its entire community, including low- and moderate-income neighborhoods, consistent with safe and sound operation of the institution. This evaluation is not, and should not 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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Overall CRA Rating

Institution’s CRA Rating: This institution is rated **Outstanding**.

The following table indicates the performance level of **Chase Bank USA, N.A.** (Chase USA or the Bank) with respect to the Lending, Investment, and Service Tests:

Performance Levels	(Name of Depository Institution) Performance Tests		
	Lending Test*	Investment Test	Service Test
Outstanding		X	X
High Satisfactory	X		
Low Satisfactory			
Needs to Improve			
Substantial Noncompliance			

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

The major factors that support this rating include:

- Excellent responsiveness to community development needs in the assessment area and broader regional area through qualified investments and grants. Chase USA has taken a leadership role in several of these investments.
- Providing a high level of community development services through active employee participation in community organizations and programs, often in leadership roles. Many of these services are highly responsive to identified needs of the assessment area.
- Overall, good lending activity in the assessment area despite the Bank’s strategy as a nationwide lender and lack of retail branches.
- Good distribution of home mortgage loans and adequate distribution of small loans to businesses throughout the assessment area, including low- and moderate-income geographies.
- Excellent home mortgage lending to borrowers of different income levels, including low- and moderate-income borrowers.
- Good community development lending that is responsive to assessment area and broader regional area community development needs. This lending; however, was not strong enough to impact the overall lending test rating.

Definitions and Common Abbreviations

The following terms and abbreviations are used throughout this performance evaluation, including the CRA tables. The definitions are intended to provide the reader with a general understanding of the terms, not a strict legal definition.

Affiliate: Any company that controls, is controlled by, or is under common control with another company. A company is under common control with another company if the same company directly or indirectly controls both companies. A bank subsidiary is controlled by the bank and is, therefore, an affiliate.

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

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

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

Community Reinvestment Act (CRA): The statute that requires the OCC to evaluate a bank's record of meeting the credit needs of its local community, consistent with the safe and sound operation of the bank, and to take this record into account when evaluating certain corporate applications filed by the bank.

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

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

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

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

Home Mortgage Disclosure Act (HMDA): The statute that requires certain mortgage lenders that do business or have banking offices in a metropolitan statistical area to file annual summary reports of their mortgage lending activity. The reports include such data as the race, gender, and the income of applications, the amount of loan requested, and the disposition of the application (e.g., approved, denied, and withdrawn). Beginning in 2004, the reports also include additional data on loan pricing, the lien status of the collateral, any requests for preapproval and loans for manufactured housing.

Home Mortgage Loans: Such loans include home purchase, home improvement and refinancings, as defined in the HMDA regulation. These include loans for multifamily (five or more families) dwellings, manufactured housing and one-to-four family dwellings other than manufactured housing.

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

Limited Review: Performance under the Lending, Investment, and Service Tests is analyzed using only quantitative factors (e.g., geographic distribution, borrower distribution, total number and dollar amount of investments, and branch distribution).

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

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

Median Family Income (MFI): The median income determined by the U.S. Census Bureau every ten years and used to determine the income level category of geographies. Also, the median income determined by the Department of Housing and Urban Development annually that is used to determine the income level category of individuals. For any given area, the median is the point at which half of the families have income above it and half below it.

Metropolitan Area (MA): Any metropolitan statistical area or metropolitan division, as defined by the Office of Management and Budget and any other area designated as such by the appropriate federal financial supervisory agency.

Metropolitan Division: As defined by Office of Management and Budget, a county or group of counties within a Metropolitan Statistical Area that contains a population of at least 2.5 million. A Metropolitan Division consists of one or more counties that represent an

employment center or centers, plus adjacent counties associated with the main county or counties through commuting ties.

Metropolitan Statistical Area: An area, defined by the Office of Management and Budget, as having at least one urbanized area that has a population of at least 50,000. The Metropolitan Statistical Area comprises the central county or counties, plus adjacent outlying counties having a high degree of social and economic integration with the central county as measured through commuting.

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

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

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

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

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

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

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

Small Loan(s) to Business(es): A loan included in 'loans to small businesses' as defined in the Consolidated Report of Condition and Income (Call Report) and the Thrift Financial Reporting (TFR) instructions. These loans have original amounts of \$1 million or less and typically are either secured by nonfarm or nonresidential real estate or are classified as commercial and industrial loans.

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

Tier One Capital: The total of common shareholders' equity, perpetual preferred shareholders' equity with non-cumulative dividends, retained earnings and minority interests in the equity accounts of consolidated subsidiaries.

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.

Description of Institution

Chase Bank USA, N.A. (Chase USA or the Bank) is a \$73 billion intrastate bank with \$9.4 billion in Tier 1 capital and \$115 billion in managed assets. The Bank is headquartered in Newark, DE. The Bank does not operate any branch locations accessible to the public and has one branch location available only to Bank employees. The Bank is a wholly owned subsidiary of CMC Holding Delaware, Inc., which itself is wholly owned by JPMorgan Equity Holdings, Inc. JPMorgan Chase and Company (JPMCC), a \$1.2 trillion international banking company headquartered in New York, NY, is the 100% owner of JP Morgan Equity Holdings, Inc. JPMCC has offices and operations in more than 50 countries. JPMCC's other principal banking subsidiary is JPMorgan Chase Bank, N.A. (JPMCB). At the Bank's request, we considered the activities of several of Chase USA's affiliates when evaluating its CRA performance. These affiliates include: JPMCB, First Chicago Leasing Corporation, Banc One Community Development Corporation, FNBC Leasing Corporation, Chase Community Development Corporation, Chase Home Finance, LLC (CHF), and The J.P. Morgan Chase Foundation. All financial information is as of September 30, 2005, unless otherwise stated.

Merger activity relating to Chase USA has occurred since the last CRA examination. In October 2004, the institution known as Chase Manhattan Bank, USA merged with Bank One, Delaware, and subsequently changed its name to Chase Bank USA, N.A. Chase Manhattan Bank, USA was the surviving entity in this merger. Bank One, Delaware was a nationwide credit card lender and a wholly owned subsidiary of Bank One Corporation. Also in October 2004, J.P. Morgan Chase Bank, New York, NY merged with Bank One, N.A., Chicago, IL and Bank One, N.A., Columbus, OH and formed the current JPMCB. Both former Bank One entities were also owned by Bank One Corporation. Chase USA experienced significant asset and Tier 1 capital growth in the second half of the evaluation period. This growth is largely attributed to the merger with Bank One, Delaware rather than from core operations. We considered this growth in evaluating the Bank's CRA performance.

The Bank along with Bank affiliates offer a variety of consumer products, such as credit cards, residential mortgages, home equity loans and lines of credit, unsecured lines of credit, and auto loans. Small business and small farm lending is incidental to the Bank's business strategy and consists mainly of business credit cards and indirect business auto loans. Net loans represent 66.1% of total assets. The following table depicts the Bank's gross loan product mix at September 30, 2005.

Product	\$ (000's)	% Total Loans
Credit Cards & Other Revolving Credit Plans	\$41,310,416	80.7%
Consumer Loans	\$5,643,351	11.0%
Commercial Loans	\$2,844,963	5.6%
Closed-End Mortgages	\$1,189,702	2.3%
Open-End Mortgages	\$185,869	.4%
Other	\$7,696	.0%
Total	\$51,181,997	100.0%

As evidenced above, the Bank's primary business strategy is that of a nationwide credit card lender. At the end of 2005, Chase USA was the largest credit card issuer in the United States. With this business strategy, the Bank places emphasis on community development

investment, lending and services in its assessment area (AA) and broader regional area in order to meet the credit needs of the area.

All community development (CD) loan and investment originations are performed by affiliates of Chase USA for the benefit of the Bank and its affiliates. CD loans are originated by JPMCB and CD investments by JPMCB, First Chicago Leasing Corporation, Banc One Community Development Corporation, FNBC Leasing Corporation, Chase Community Development Corporation and CHF. Grants for Chase USA are made by The J.P. Morgan Chase Foundation.

The Bank has partnered with financial institutions in NCC to sell affordable housing mortgage-backed securities and mortgage loans originated by the Bank. These loans are made to low- and moderate-income individuals located in the state of Delaware. During the evaluation period, Chase USA had agreements with three financial institutions to originate and sell these affordable housing loans.

Since Chase USA's one branch is not open to the general public, a majority of the Bank's deposits come from JPMCB and other affiliates. Additionally, the Bank has foreign deposits housed in a Cayman Islands branch for corporate customers. At September 30, 2005, these foreign deposits comprised approximately 30.8% of total deposits and they are not FDIC insured. The impact these deposits have on the Bank's lending and investment capacity was considered in the analysis of CD loans and investments.

Other than a Bank strategy that focuses on nationwide credit card lending, there are no known legal, financial or other factors impeding Chase USA's ability to help meet the credit needs of its AA.

The Bank received an Outstanding rating at its last CRA examination dated March 3, 2003.

Scope of the Evaluation

Evaluation Period/Products Evaluated

We reviewed home mortgage and small business loans for the time period January 1, 2003 through September 30, 2005. The Bank did not originate any multifamily loans during the evaluation period. As a result, this product was not analyzed. The Bank originated only 4 small farm loans during this evaluation period. Small farm lending is incidental to the Bank's business strategy and is not a primary loan product. Therefore, due to the low number of small farm loans, we did not analyze this product during the review. During the evaluation period, changes to census tract boundaries occurred that impacted the demographic characteristics of Chase USA's assessment area. As a result of these changes, our evaluation of the Bank's performance under the lending test was conducted in two parts. Lending activity for 2003 was compared to 2000 Census data, and 2004 through 2005 lending data was compared to 2000 Census data with official geographic adjustments. The lending test narrative comments will address the Bank's performance for each of these periods, namely 2003 and 2004-2005. Please see Appendix B, assessment area information, for further details on the CT changes.

Qualifying community development (CD) loans, investments, and grants from March 4, 2003 through January 9, 2006 were considered in this evaluation. All qualified investments originated in prior periods and still outstanding as of January 9, 2006 were also considered.

Our evaluation of services included analyzing the Bank's branch and ATM network for the availability and effectiveness of delivering retail-banking services. We considered the branch in a low-income geography that was acquired as part of the Bank One, Delaware and Chase USA merger during the evaluation period. However, we placed the most weight on the Bank's CD services in determining the overall Service Test rating. This is due to the branch only providing services to Bank employees and not being accessible to the general public. This analysis covered the period from March 4, 2003 to January 9, 2006.

Data Integrity

As part of this CRA evaluation, Chase USA's publicly filed information on home mortgage loans and small loans to businesses and farms was tested for accuracy. The data we reviewed was collected and reported by the Bank over the assessment period. The testing indicated no substantive inaccuracies in this data. Therefore, it was concluded that the home mortgage loans and small loans to businesses and farms data could be relied on for this examination. Additionally, CD loans, investments and services made or rendered during the assessment period were reviewed to determine their eligibility for consideration. A substantial majority of these activities were found to meet the definition of community development. Those not meeting the definition were not included in our analysis or the tables in this report. Finally, the Bank's process of collecting and reporting home mortgage and small business loan data, along with CD activities was reviewed for appropriateness. No substantive deficiencies were found in these processes.

Selection of Areas for Full-Scope Review

Chase USA has only one AA consisting of New Castle County (NCC), Delaware. This area received a full-scope review for this examination.

Ratings

The Bank's overall rating is based primarily on the area that received a full-scope review. When determining conclusions for the Lending Test, home mortgage loans were weighted more heavily than small loans to businesses. This is due to home mortgage loans representing a larger volume of Chase USA's lending during the evaluation period, at approximately 80% of loan originations in the Bank's AA. Within the home mortgage loan category, home purchase and home refinance loans were weighted about evenly. These loan types accounted for 41% and 58% of the total HMDA lending, respectively. Community development loans were considered and had a positive impact on the lending test rating.

Other

We conducted two community contact interviews during our examination. These contacts included discussions with the executive directors of two community-based organizations that specialize in affordable housing programs. Both organizations include NCC in their service area. The contacts were generally complimentary of the financial institutions in the area, including Chase USA. They stated the Bank is a good partner, is very involved in the local community, and strives to meet the credit needs of the area. Please see the Community Contacts and Credit Needs section of Appendix B for more information on the community development needs of the area.

Fair Lending or Other Illegal Credit Practices Review

We found no evidence of illegal discrimination or other illegal credit practices.

Conclusions with Respect to Performance Tests

LENDING TEST

Conclusions for Areas Receiving Full-Scope Reviews

The Bank's performance under the lending test is rated "High Satisfactory". Based on the full-scope review, the Bank's performance in the NCC, Delaware AA is good.

The major factors in reaching our conclusion on the Bank's overall performance under the lending test are as follows:

- Chase USA exhibits good responsiveness to credit needs in its AA taking into account the number and amount of home mortgage loan originations in comparison to the Bank's size, resources, its presence in the AA, and AA needs.
- Overall, the Bank has an excellent distribution of home mortgage loans to borrowers of different income levels, including low- and moderate-income borrowers.
- The distribution of home mortgage loans throughout the AA is good. This includes mortgage loans originated or purchased by Chase USA in the low- and moderate-income geographies.
- The distribution of small loans to businesses is adequate throughout the AA, including low- and moderate-income geographies.
- The Bank's CD lending has a positive impact on Chase USA's lending performance. However, this lending was not strong enough to impact the overall lending test rating.

Lending Activity

Refer to Tables 1 Lending Volume and 1 Other Products in Appendix C for the facts and data used to evaluate the Bank's lending activity.

The volume of bank lending in its AA is good, taking into consideration the Bank's strategic focus and lack of retail branches. Chase USA is a significant mortgage lender in the area and has extended an adequate level of small loans to businesses.

Overall and in both the 2003 and 2004-2005 evaluation periods, home mortgage loans comprised a majority of the loans analyzed. In 2003 and 2004-2005, home mortgage loans represented 92.3% and 71.0% of the total reported loans, respectively. Combining the performance periods, home mortgage loans represent 80.1% of total reportable loan volume. This is a slight decline from the prior CRA examination of 87.1%. Small loans to businesses made up a substantial majority of the remaining loans in both the 2003 and 2004-2005 periods. CD loans comprised less than one-half of one percent of the total reported loans in both periods.

Overall, home purchase loans represent 41.5% and home refinance loans represent 57.6% of total home mortgage loan originations. Loans for home improvement comprise less than one percent of these loans. A substantial majority of these loans are made using home equity loan products, which the Bank opts not to report under the HMDA. Between the 2003 and 2004-2005 evaluation periods, a shift occurred between home purchase and home refinance loans. In 2003, home purchase loans were 30.0% and home refinance loans were 70.0%. In the 2004-2005 performance period, home purchase and home refinance loans represented 52.8% and 45.4%, respectively. This shift can be attributed to the slowdown in the home loan refinance market over this time period.

According to June 30, 2005 FDIC deposit market share information, Chase USA ranked third in NCC with a market share of 18.2%. A federally chartered institution and a nationally chartered institution in NCC ranked first and second, with 29.4% and 24.6% market share, respectively. As discussed earlier, a majority of the Bank's deposits are obtained from affiliates and, therefore, are derived from outside of the AA. In overall home mortgage lending, Chase USA ranked second in the 2003 evaluation period with a market share of 6.3% and third in the 2004-2005 evaluation period with a market share of 4.9%. There were approximately 450 reporting institutions in the AA during each of these evaluation periods.

In home purchase lending for the 2003 and 2004-2005 evaluation periods, Chase USA ranked second and third, respectively, among all lenders originating or purchasing at least one home purchase loan in the AA. The Bank's market share was 7.2% and 7.1% in 2003 and 2004-2005, respectively. In both evaluation periods, the top five lenders originated over one-third of the home purchase loans. Competition in the AA is strong, with approximately 330 lenders originating or purchasing home purchase loans.

For home improvement lending in the 2004-2005 period, Chase USA ranked 16th with a 1.2% market share. The Bank originated only one home improvement loan in 2003, therefore, an analysis was not performed for this time period. As mentioned earlier, most home improvement loans are originated through products that are not reported.

As with home purchase loans, Chase USA ranked second and third in home refinance lending in the 2003 and 2004-2005 evaluation periods, respectively. The Bank's market share was 6.8% in 2003 and 5.0% in 2004-2005. Also similar to home purchase loans, competition for home refinance loans is strong in the AA, with approximately 380 lenders originating or purchasing at least one loan. In both evaluation periods, the top five lenders originated over one-fourth of the home refinance loans.

Based on 2003 and 2004 aggregate small business lending data, Chase USA ranked 13th with a 2.3% market share and 6th with a 5.3% market share, respectively. In both periods, the top three lenders had a combined market share of just over 50.0%. Similar to Chase USA, these lenders are nationwide credit card issuers, making a substantial majority of their loans through small business credit cards.

Distribution of Loans by Income Level of the Geography

Home Mortgage Loans

Refer to Tables 2, 3 and 4 in Appendix C for the facts and data used to evaluate the geographic distribution of the Bank's home mortgage loan originations and purchases. As mentioned in the Scope of Evaluation section, the Bank did not originate any multifamily loans during the evaluation period. Therefore, this loan product was not analyzed. Additionally, the Bank originated only one home improvement loan in 2003. Consequently, a meaningful geographic distribution analysis of this loan product for the 2003 evaluation period could not be performed. As discussed in the Market Profile section of this report, changes in CT boundaries from 2003 to 2004 resulted in changes to the middle- and upper-income tracts in NCC. As a result, a geographic distribution analysis was performed for two periods, namely January 1, 2003 through December 31, 2003 and January 1, 2004 through September 30, 2005.

The Bank's geographic distribution of home mortgage loans is good, taking into consideration AA demographics and competition. As discussed in the Market Profile section, less than 2% (2,024 units) of the AA's owner-occupied housing units are in low-income CTs. Also, according to 2004 market share data, over 450 lending institutions originated at least one mortgage loan in NCC.

Home Purchase

The geographic distribution of home purchase loans within the AA for the 2003 evaluation period is excellent. The percentage of Bank loans in the moderate-income tracts exceeded the percentage of owner-occupied housing units. Additionally, Chase USA ranked first among all institutions originating at least one home purchase loan in the moderate-income CTs, according to 2003 market share data. While the Bank's performance in the low-income CTs was below both the demographic characteristics of the area and the Bank's overall home purchase loan market share, it is considered adequate. This is taking into consideration the limited lending opportunities in these tracts as discussed above. Chase USA, with a market share of 2.0%, ranked 14th out of 65 lenders originating or purchasing a home purchase loan in NCC in 2003.

The Bank's home purchase loan geographic distribution for the 2004-2005 evaluation period is also excellent. The Bank's lending performance in both the low- and moderate-income CTs exceeded the demographic characteristics of the respective areas. Chase USA ranked second of 182 lenders reporting home purchase loans in the moderate-income CTs in 2004, and fourth of 70 lenders in the low-income CTs. The Bank's market share percentages were 4.7% in the moderate-income CTs and 6.9% in the low-income CTs.

Home Improvement

Chase USA's home improvement loan geographic distribution for the 2004-2005 evaluation period is adequate. The percentage of Bank loans in the low-income tracts exceeded the percentage of owner-occupied units in those tracts by just over two times. The Bank's market share in these tracts also exceeded its overall home improvement loan market share, according to 2004 market share data. In the moderate-income tracts, both the Bank's lending

performance and market share are below the demographic characteristics and overall market share, respectively.

Home Refinance

The geographic distribution of home refinance loans in the 2003 evaluation period is adequate. According to 2003 market share data, Chase USA ranked second and first among all lenders who originated at least one refinance loan in the low-income and moderate-income CTs, respectively. While the Bank's lending performance in the low-income tracts was below the demographic characteristics, its market share in these tracts equaled its overall market share. In the moderate-income tracts, both the Bank's lending performance and market share are below the demographic characteristics and overall market share, respectively.

In the 2004-2005 evaluation period, the Bank's geographic distribution is good. In the moderate-income CTs, both the percentage of loans and CT market share are near the percentage of owner-occupied housing units and approximates the overall home refinance market share, respectively. For the low-income CTs, the Bank's lending performance is below the CTs' demographics.

Small Loans to Businesses

Refer to Table 6 in Appendix C for the facts and data used to evaluate the geographic distribution of the Bank's origination/purchase of small loans to businesses.

Chase USA's geographic distribution of small loans to businesses is considered good for both the 2003 and the 2004-2005 evaluation periods. As mentioned previously, small loans to businesses lending is incidental to the Bank's business strategy and represents less than 4% of its lending activity in dollar amount as shown in Table 1 in Appendix C. As such, marketing of these loan products is very limited. When analyzing the two evaluation periods, more weight was given to the 2004-2005 period, as approximately 83% of the Bank's small loans to businesses were originated in that period. Overall, less weight was placed on the Bank's small loans to business performance in determining the overall lending conclusions.

During the 2003 period, the percentage of Bank loans exceeded the percentage of small businesses in the moderate-income CT. Additionally, the Bank's market share in these tracts exceeded its overall small loans to businesses market share. In the low-income tracts, the Bank's lending performance is below the demographic characteristics of the area. As mentioned above, less weight was placed on the Bank's small loans to business performance in determining the overall lending conclusions.

For the 2004-2005 evaluation period, the Bank's lending performance in the moderate-income tracts was near the demographic characteristics. The market share in these tracts was below the Bank's overall small loans to businesses market share. Lending in the low-income tracts remained below the demographic characteristics of the area. Again, as mentioned above, less weight was placed on the Bank's small loans to business performance in determining the overall lending conclusions.

Lending Gap Analysis

We completed a lending gap analysis for the Bank's AA. We noted that Chase USA originated home mortgage and small business loans throughout its AA, including geographies with the highest level of LMI (low- and moderate-income) borrowers and small businesses. No conspicuous lending gaps were identified.

Inside/Outside Ratio

The analysis of the Bank's lending inside and outside of its AA was performed at the Bank level. Additionally, information used in the analysis includes bank originations and purchases only and not extensions of credit by affiliates that are being considered under the other performance criteria.

During the evaluation period, Chase USA originated a low volume of loans within its AA. Less than one percent in number and ten percent in dollar amount of HMDA and small loans to businesses were originated in the AA. This level of activity reflects the Bank's strategic focus as a nationwide lender and its lack of retail branches in the AA. Because of this focus, minimal weight was given to this analysis.

Distribution of Loans by Income Level of the Borrower

Home Mortgage Loans

Refer to Tables 8, 9, and 10 in Appendix C for the facts and data used to evaluate the borrower distribution of the Bank's home mortgage loan originations and purchases. As mentioned in the Scope of Evaluation section, the Bank originated only one home improvement loan in 2003. Consequently, an analysis of the borrower income characteristics for this loan product for the 2003 evaluation period would not be meaningful. Also, as discussed in the geographic distribution of loans section, conclusions for this analysis are provided for two evaluation periods, namely 2003 and 2004-2005.

Overall, Chase USA's distribution of home mortgage loans by borrower income level is excellent. Except for home improvement loans, which are not a primary mortgage product for the Bank, Chase USA ranked in the top four lending institutions in lending to low- and moderate-income borrowers for both the 2003 and 2004-2005 evaluation periods. As discussed in the Market Profile section, approximately 8% of the households in the AA are below the poverty level. Also, based on the average income of low-income families and the relatively high median housing cost, it would be more difficult for these families to afford a house in the AA.

Home Purchase

The Bank's distribution of home purchase loans by borrower income level in the 2003 evaluation period is excellent. In both the low- and moderate-income categories, Chase USA ranked first among all lending institutions originating at least one home purchase loan. In the low-income category, the second ranked institution was 3.50 percent behind Chase USA. The percentage of loans to moderate-income borrowers was more than double the percentage of families in this income category. The Bank's market share in both the low- and moderate-

income categories significantly exceeded its overall home purchase market share. While the Bank's lending performance to low-income borrowers was near the demographic characteristics of the area, it is considered excellent. This is considering the factors discussed above.

For the 2004-2005 evaluation period, the Bank's distribution of home purchase loans by borrower income category is also excellent. As in the 2003 period, the Bank's market share for both low- and moderate-income borrowers greatly exceeded its overall home purchase market share. In the moderate-income category, the Bank's performance far exceeded the borrower characteristics. The percentage of loans to low-income borrowers was somewhat below the percentage of families in this income category. This performance; however, is considered good when taking into consideration the percentage of families below the poverty level and difficulty of low-income borrowers affording a home in the AA. When compared to other lending institutions with at least one home purchase loan origination in the AA, Chase USA ranked first and second in the low- and moderate-income categories, respectively.

Home Improvement

The Bank's home improvement lending to low- and moderate-income borrowers in the 2004-2005 evaluation period is excellent. While the Bank is only ranked 20th and 17th among all lending institutions originating at least one loan to low- and moderate-income borrowers, respectively, its low-income borrower market share was below and its moderate-income borrower market share exceeded its overall home improvement market share. Additionally, the percentage of loans to moderate-income borrowers significantly exceeded the percentage of families in this income category. While the Bank's lending performance to low-income borrowers was below the demographic characteristics of the area, it is considered good. This is taking the factors affecting low-income borrowers discussed above into consideration.

Home Refinance

For the 2003 evaluation period, the Bank's distribution of home refinance loans by borrower income category is good. The percentage of Chase USA loans to low-income borrowers is well below the percentage of families in this income category, and its market share in this category is below the overall home refinance market share. This performance is considered adequate when taking in to consideration the percentage of families below the poverty level and difficulty of low-income borrowers in affording a home in the AA. Chase USA's lending performance for moderate-income borrowers exceeded the borrower characteristics. The Bank's market share in this income category was somewhat below its overall home refinance market share. Chase USA was ranked 4th and 3rd among all lending institutions originating at least one home refinance loan to low- and moderate-income borrowers, respectively. Approximately one percent separates the Bank from the top ranked institution in market share in both of these income categories.

Chase USA's home refinance loan distribution to borrowers of different income levels in the 2004-2005 evaluation period is excellent. The percentage of loans to moderate-income borrowers significantly exceeded the percentage of families in the income category. The Bank's lending performance to low-income borrowers is below the percentage of families in this income category; however, is considered good when considering the factors affecting low-income borrowers discussed above. Additionally, the Bank's market share in both the low- and

moderate-income borrower groups approximated the overall home refinance loan market share. As in the 2003 evaluation period, Chase USA ranked 4th and 3rd among all institutions who originated at least one home refinance loan.

Small Loans to Businesses

Refer to Table 11 in Appendix C for the facts and data used to evaluate the borrower distribution of the Bank's origination/purchase of small loans to businesses. Chase USA does not routinely collect income information for small loans to businesses. A substantial majority of these loans are business credit card or indirect business auto loans, for which revenue information is not available. For the 2004-2005 evaluation period, approximately 94% of small loans to businesses did not have revenue information available. Therefore, an analysis of this data would not be meaningful.

For the 2003 evaluation period, the Bank's lending to small businesses is considered poor. Both the Bank's lending performance and loans to small businesses market share is below the borrower characteristics and overall business loan market share. As discussed in the Description of Institution section, small business lending is incidental to the Bank's business strategy, is not a primary loan product, and represents less than 4% of the Bank's lending in dollar amount as shown in Table 1 in Appendix C. Additionally, small business lending in the 2003 evaluation period for which income information was available represents 296 loans, or 17% of all small loans to businesses.

Community Development Lending

Refer to Table 1 Lending Volume in Appendix C for the facts and data used to evaluate the Bank's level of community development lending.

Overall, community development lending is good and it had a positive impact on Bank performance under the lending test. However, community development lending was not strong enough to impact the lending test rating.

CD lending is responsive to the needs in the assessment area. When considering the significant competition from several well-established limited purpose financial institutions located throughout Delaware, the Bank adequately met the CD loan needs in its assessment area of NCC and broader regional area that has the potential to benefit NCC. We also gave consideration to CD loan activity in the Bank's broader regional area for lending that has no potential to benefit the assessment area.

During the evaluation period Chase USA and its affiliates originated 25 CD loans totaling in excess of \$90 million within the AA and broader regional area. As a result of these efforts, approximately 1,000 units of affordable housing were created. Also, proceeds from these loans were used to finance the construction of schools that primarily cater to LMI students from distressed school districts. In addition, funds were used to create programs for job training, early childhood development, and HIV/AIDS care for low- and moderate-income individuals. Further, Chase USA issued two letters of credit with a CD purpose totaling over \$28 million. These letters of credit are considered as other loan data and listed in Table 1 - Other Loan Products.

Chase USA has continued to be proactive in helping to address the community development needs in its communities often in a leadership role.

Examples of CD lending made during the evaluation period which illustrate leadership, innovation, and complexity include:

CD Loans in the AA

In March 2004, Chase USA provided a \$3.9 million construction loan to a limited partnership to finance the acquisition and rehabilitation of 77 units of rental housing on four scattered sites in Wilmington, Delaware. Since several partners were required and the project needed to involve subsidy partners as well as government parties, this loan was complex to put together and innovative means were needed to make this deal work. Additional sources of project financing include tax credit allocations from the Delaware State Housing Authority, the City of Wilmington, and HUD. This partnership will acquire the properties from Community Housing Inc. in Wilmington, and will substantially rehabilitate the 77 affordable family rental units. The rehabbed units will be re-leased to the existing tenants under the project-based HUD Section 8 contracts. These properties are located in LMI CTs and will be restricted to families earning not more than 50% (44 units) and 60% (33 units) of the HUD adjusted median income (AMI). In addition, Nehemiah Gateway Community Development Corporation, Community Housing Inc., and the YMCA will provide social services to the residents at no charge. Chase USA also provided the permanent financing for this project in the form of three co-first mortgages to be sold to the Community Development Trust (CDT). CDT's mission is to preserve and increase the stock of affordable housing both by providing a secondary market for permanent, fixed-rate mortgages and through long-term equity investments in properties. The projects were originally developed under the HUD Section 236 Program. A major financial component of the current transaction is the HUD Section 236 Interest Reduction Payment (IRP) subsidy that was "de-coupled" from each project's current financing and "re-coupled" to the new financing.

In March 2004, Chase USA provided a \$1.8 million construction loan for a project. This project, which is being developed under a joint venture agreement between Interfaith Housing Delaware, Inc. and Ingerman Affordable Housing, is a substantial rehabilitation of 35 units of substandard family rental units and a community facility in an LMI CT. All the units will be affordable to families earning 50% or less of the HUD AMI. The redevelopment of this project will be used as a model for other affordable housing projects with expiring tax credit partnerships in the State of Delaware. Chase USA took a leadership role by having one of its officers (who was on the Interfaith Housing Delaware, Inc. Board of Directors in 2003), chair the Asset Management Committee and help create the strategy for redeveloping this property. This Bank Officer dedicated several hours per month, above and beyond her Board participation, for over a one-year period.

CD Loans in the Broader Regional Area

In September 2005, Chase USA closed a \$3 million share in the Delaware Community Investment Corporation's (DCIC) non-revolving Housing Loan Fund IV pool (HLF-IV). Proceeds from the HLF-IV facility will be used to fund permanent loans to non-profit and for-profit affordable housing developers for the acquisition, post-construction, and post-rehabilitation of affordable housing units. These housing developers serve LMI individuals, families, and the elderly in the State of Delaware. The significant portion of funding provided

by the Bank will help preserve DCIC's capital and allow them to continually address the credit and housing needs of Delaware's LMI communities. DCIC is Delaware's only statewide consortium for affordable housing and community revitalization programs. The Bank has taken a leadership role by helping to devise a business strategy for the organization, was a founding member, has had a representative on its board since its inception, and is the organization's largest investor/member.

INVESTMENT TEST

Conclusions for Areas Receiving Full-Scope Reviews

The Bank's performance under the investment test is rated "Outstanding". Based on a full-scope review, the Bank's performance in the NCC, Delaware AA is excellent.

Refer to Table 14 in Appendix C for the facts and data used to evaluate the Bank's level of qualified investments.

During the evaluation period, Chase USA and its affiliates made 285 investments totaling over \$183 million dollars; all of these investments helped to meet the community development needs of NCC and the Bank's broader regional area. The Bank holds an additional 156 CRA qualifying investments advanced prior to the current evaluation period with a current book value of over \$241 million. Table 14 contains details of the total numbers and dollars of investments directly in the Bank's AA as well as investments in statewide funds and other broader regional investments. NCC contains over half of the state's population and housing units, and as such is the focus of most of the community development efforts undertaken by statewide organizations. For this reason, those investments listed in Table 14 and identified as being in a broader regional area with the potential to benefit NCC have been considered qualitatively with nearly as much emphasis as those investments located exclusively in NCC.

Many of the Bank's investments were directly responsive to the affordable housing needs and consumer financial literacy needs identified in the community contacts performed as part of the examination. Examples of investments directly in the assessment area and meeting the critical need of creating affordable housing include over \$1 million dollars invested in Low-Income Housing Tax Credit Projects that developed dozens of housing units explicitly set aside for low- and moderate-income residents of NCC.

Listed below are qualified investments and grants that were considered to be innovative or complex, highly responsive to community development needs, or where the Bank took a leadership role in the investment's development.

The Bank made a \$6 million equity investment in the Delaware Community Investment Corporation's (DCIC) Equity Fund for Housing VI. DCIC's equity funds provide equity investment opportunities in low-income housing projects that qualify for federal low-income housing tax credits. DCIC is the leading tax credit syndicator in Delaware, having formed five equity investment funds totaling \$121 million, with Chase USA's share at \$25 million or 21%. Over \$109 million has been committed or invested by DCIC in 34 developments across the State of Delaware, resulting in over 2,186 units of affordable housing for families, individuals and seniors. DCIC is Delaware's leading statewide consortium for affordable housing and

community revitalization programs. Chase USA helped to devise the strategy for the organization, was a founding member and has had a representative on its board since its inception.

Another investment directly meeting both the affordable housing needs and consumer financial literacy needs was the Bank's purchase of over \$3 million in single-family mortgage revenue bonds from the Delaware State Housing Authority. The proceeds from the sale of the bonds will finance below-market interest rate mortgages for low- and moderate-income, first time homebuyers in Delaware. The first time homebuyers participating in this program are required to participate in homeownership counseling.

One innovative program in which the Bank took a leadership role is the "Live Near Your Work Program." This program is a cooperative partnership between the State of Delaware, local jurisdictions and employers to provide financial assistance to employees with incomes between 60% and 80% of the area median income in purchasing first-time homes near their place of employment. Chase USA and another financial institution worked jointly with three local non-profit organizations in Wilmington to develop the program and provide the necessary financial support for this program to be offered to their employees. The program not only provides thousands of dollars in matching funds from both the State and the employers to the homebuyer, but it also assists the non-profits in retaining employees. Employee retention has been a challenge as staff positions with non-profits often are not highly compensated. Additionally, the program supports Wilmington's mission of increasing homeownership rates in some of its most distressed neighborhoods.

The Bank provided a \$5,000 grant to fund the first Economic Impact Study on Affordable Housing in the State of Delaware. The study was conducted by an economics professor at the University of Delaware and will be used by non-profit, for-profit and government agencies to show the leverage and multiplier affect for every dollar invested in affordable housing by the State of Delaware. Chase USA was one of three financial institutions to proactively identify the need for this study and provide funding.

Chase USA provided a grant to Ingleside Homes, a local non-profit health and social service agency, to support the development of an assisted living facility for low-income seniors in Wilmington, DE. The Bank's support enabled Ingleside to acquire and rehabilitate a property that will serve as Delaware's only HUD 236 approved affordable assisted living facility, and one of only six successful models in the nation. The HUD 236 program provides interest reduction payments to facility owners who agree to affordability restrictions for residents. The project will provide 46 units of affordable housing.

The Bank also provided a substantial grant to the Nehemiah Gateway CDC to support its Capacity Building Program for Home-Based Childcare Businesses. Developed as the first of its kind in Delaware, the program provides home-based, licensed childcare providers with training on taxes from a business perspective, financial management, recordkeeping, financial education, income and expense tracking. These childcare providers must be eligible for the Earned Income Tax Credit and serve primarily LMI individuals and families. Participants in the program receive continuing education credits that are required to qualify for the annual renewal of their daycare license.

The Bank provided funding to West End Neighborhood House, allowing that organization to leverage \$250 thousand in federal funding for the first year of their Lifelines II Program. The Lifelines II Program provides low-income young adults who are exiting the foster care system at age 18 with access to affordable housing, job training, mental health counseling, and a comprehensive case management component to help clients reach self-sufficiency. This transitional housing for young adults is located in a low-income CT in Wilmington's Eastside Community.

Because Chase USA has adequately met the community development investment needs in its AA, additional consideration was given to investment activities benefiting a broader regional area.

The Bank's investments in the broader regional area, without the potential to benefit NCC, total over \$327 million. Outside of Delaware, many of these investments are in low-income housing tax credit projects. Examples of these investments include: a \$6.4 million investment in Heritage Corner Apartments, a LIHTC project in Savannah, Georgia, which provided 70 units of affordable housing; a \$9.6 million investment in the LIHTC project Walton Trail Apartments, a complex providing over 350 affordable housing units in Atlanta, Georgia; a \$7.4 million LIHTC investment in Washington Square West Apartments in Philadelphia, Pennsylvania providing over 130 units of affordable housing; and a \$12.1 million investment in the LIHTC project Brentwood/Village Square Apartments which provided 285 affordable housing units in Manassas, Virginia.

The Bank has an extensive grant program resulting in over \$20 million dollars directed to community development organizations in the broader regional area including the Bank's AA. These grants and contributions are also directly responsive to identified needs of affordable housing and consumer financial literacy. In fact, one of the most significant grants was provided to various Consumer Credit Counseling Services (CCCS) agencies. These agencies provide consumer education and credit counseling services predominantly to low- and moderate-income consumers. The Bank made contributions in excess of \$15 million dollars to CCCS agencies in its broader regional area during the evaluation period.

SERVICE TEST

Conclusions for Areas Receiving Full-Scope Reviews

The Bank's performance under the Service Test is rated "Outstanding". Based on a full-scope review, the Bank's performance in the NCC AA is excellent.

Retail Banking Services

Refer to Table 15 in Appendix C for the facts and data used to evaluate the distribution of the Bank's branch delivery system and branch openings and closings.

Chase USA does not rely on a branch office network to deliver banking services and focuses its efforts on community development services. The Bank has a limited branch presence in the AA. A branch office for bank employees was acquired as part of the Bank One, Delaware and Chase USA merger. This branch is located in a secured lobby of the former Bank One,

Delaware office in Wilmington at 301 North Walnut Street. This is the only branch facility for the Bank and it is not open to the general public. Alternative delivery systems consist of full-service ATMs, which provide a nominal amount of banking systems assessable to the general public. The Bank operates three deposit-taking ATMs, all of which are located in the NCC AA. Two of these ATMs are located in secured areas within Chase USA buildings and are not accessible to the general public. The remaining ATM, located in a low-income geography, is open to the general public.

Based on the information provided above, Chase USA's retail banking services is not significant to the service test rating.

Refer to Table 15 in Appendix C for the facts and data used to evaluate the distribution of the Bank's branch delivery system and branch openings and closings.

Community Development Services

Chase USA is active in providing community development services in its AA along with playing a key role in its broader regional area. The Bank is very responsive to community development organizations and actively serves in partnership with these organizations by providing financial, educational and/or technical expertise. Chase USA works with government officials, business leaders, community leaders, residents, and educational institutions to ensure it has a thorough understanding of the credit needs of the area and actively works to meet these needs. Additionally, representatives from CHF have partnered with community organizations in the AA to provide CD services.

The Bank and its affiliates provided 26 services that benefited approximately 23 community organizations in NCC and Delaware during 2003 and 49 services benefiting 39 organizations in 2004-2006. Bank officers and employees actively serve as Board and committee members on a large number of community organizations and often serve in leadership roles. These organizations are responsive to the needs of low- and moderate-income individuals and address needs such as affordable housing, access to mortgage financing, homeownership counseling, neighborhood revitalization, financial literacy, social services, and assistance for small businesses.

The information detailed below provides additional insight into the significant community development services provided during the assessment period.

Chase USA participated in a small group that helped create the Individual Development Account (IDA) program in Delaware. The Bank committed its human resources and funding in a statewide effort designed to assist low-income individuals in accumulating assets and achieving self-sufficiency. The IDA program is emerging as one of the most promising tools enabling low- and moderate-income families to save and build assets. IDA's match the accountholder's savings dollar for dollar up to \$1,500 when the account is for homeownership, small business or post-secondary education. IDA's are implemented by community-based organizations in partnership with a financial institution that holds the deposits. Chase USA supported the pilot programs for six non-profit organizations offering IDA programs and participated as an active member of the IDA Collaborative Advisory Board for Delaware providing governance and input to the program to ensure its success. Since the program's inception in 2001, participants purchased \$6.7 million in real estate. Additionally in 2004,

Chase USA participated in a sub-group charged with identifying and attracting new funds to expand this successful program. As a result, First State Community Loan Fund applied for and received \$195 thousand in federal funds, and raised an additional \$195 thousand in matching funds from local sources.

Chase USA's affiliate, CHF, played a significant role in Habitat for Humanity of New Castle County, Inc. by providing accounting services, including escrow services, for the entire portfolio of mortgages loans. In 2003, a total of 54 mortgages were serviced by CHF totaling approximately \$2.8 million. During the 2004-2006 period, CHF serviced 62 and 72 mortgages totaling \$3.4 million and \$4.3 million, respectively. This relationship has been in existence since September 2001. Habitat for Humanity of New Castle County renovates, builds and finances affordable single-family homes for low- and moderate-income individuals and families. Additionally, Habitat for Humanity works in partnership with low-income families providing an opportunity to own their own home.

Chase USA's CRA Officer has served in a leadership capacity in the Housing Capacity Building Program (HCBP) as a member of the grantmaker and advisory and steering committees. The HCBP was established in partnership with the Delaware State Housing Authority, the University of Delaware, and the Community Foundation to assist the various housing agencies with their homeownership initiatives for low- and moderate-income individuals and families. The CRA Officer has been instrumental in reviewing annual state proposals from the non-profit organizations for affordable housing projects and making recommendations for funding approval on the most appropriate non-profit organization grant requests. In addition, through committee involvement, she assisted with seeking out program improvement opportunities, tracking program outcomes and increasing housing access and homeownership opportunities for low- and moderate-income individuals through the various housing agencies. In February 2004, the Officer helped to organize and attended the HCBP's strategic planning retreat. The officer presented an analysis of the organization's work and the environment is affecting its future in relation to fostering a stronger affordable housing delivery system in Delaware. Her presentation also identified critical issues related to HCBP's mission, program, governance, management, and the future of the HCBP.

Several officers of Chase USA and its affiliate, JPMCB, demonstrated leadership through their work with Interfaith Housing Delaware, Inc. Interfaith Housing Delaware, Inc. is a Community Housing Development Organization engaged in the development of affordable housing and is a provider of housing counseling services for low- and moderate-income individuals and families. Chase USA's CRA Officer served as chair of the asset management committee, while an employee of JPMCB served as Board Secretary and Chair of the Leadership Council. The CRA Officer also served in another significant capacity as a member of Interfaith Housing's NeighborWorks America Focus Group on November 30, 2005. Interfaith's Housing's major private sector partners comprise this focus group, with JPMCB being the only financial institution. The focus group meets with NeighborWorks to evaluate how Interfaith Housing Delaware relates to their partners in affordable housing and is part of a larger in-depth program/organization review. The Community Partnership Officer for Chase USA served as a member of the Board of Directors through June 2005. Additionally, CHF partnered with Interfaith Housing Delaware Inc. to sponsor a First Time Home Buyers Seminar targeted to low- and moderate-income individuals. During 2003, 2004, and 2005, approximately 18 seminars were conducted and attracted a total of 620 low-income participants. Two seminars were delivered in Spanish to approximately 45 participants.

Chase USA's CRA Officer provided significant services to Delaware's Homeless Planning Council (HPC). She has been the primary private sector representative to this organization's Board since 1999 and has also been active on two committees. During her tenure as Board Treasurer, HPC secured over \$14 million in Housing and Urban Development (HUD) funding to help address the homeless population issues throughout Delaware. Another Chase USA Officer who sits on a HPC committee was instrumental in helping the organization create a survey used to quantify the number of homeless individuals and families in Delaware. The survey is critical to the organization's ability to assess and respond to the needs of the homeless population.

Employees from CHF provided first-time homebuyer education seminars throughout the State of Delaware. These seminars were provided in partnership with non-profit organizations such as National Council on Agricultural Life and Labor Research Fund, Inc, (NCALL); Interfaith Housing, Neighborhood House and First State Community Action Agency. The seminars were open to the general public and benefited primarily LMI individuals. In 2003, 12 seminars were conducted in Delaware with a total of 178 participants. In 2004-2006, 97 seminars were held with a total of 1,835 participants.

Prominent leadership efforts are noted by Chase USA regarding community services provided to Nehemiah Gateway Community Development Corporation (NGCDC). NGCDC is a non-profit organization that provides economic education, earned income tax credit programming and childcare development to low-income individuals and minority communities in the City of Wilmington. NGCDC manages the statewide earned income tax credit campaign for Delaware by coordinating the tax preparation sites, engaging volunteers, and developing all the marketing materials. Chase USA positioned itself as a leader, with an officer of the Bank serving as chairperson of volunteer recruitment. She enlisted 60 Bank employees who obtained training enabling them to complete free tax returns for low-income working individuals within the State of Delaware. This training was conducted during regular Bank hours, with completion of the tax returns performed outside of Bank hours. The volunteers' contribution resulted in the completion of over 5,000 tax returns, with over 2,000 being first time applicants to the earned income tax credit program. The returns equated to over \$6 million in refunds to low-income working individuals and families. Moreover, employees of Chase USA's Technology Department made a significant contribution. A group of employees from this department developed a comprehensive, self-contained, and portable technology solution to better serve six NGCDC locations representing low-income communities. The solution enabled NGCDC to deliver their tax preparation service in a more efficient manner resulting in 10 workstations, and 1-2 network printers at each location. Ten technicians provided assistance to the project, in addition to donating over \$6 thousand of hardware equipment. The projected savings to the NGCDC was estimated to be \$30 thousand.

Chase USA took a leadership role in increasing the focus and funding for affordable housing in Delaware. Through the Delaware Housing Coalition (DHC), the Bank CRA Officer sat on the Housing Trust Fund Working Group that commissioned an economic impact study of housing needs in Delaware. This study resulted in a detailed 5-year plan addressing affordable housing needs in the state. She attended meetings with the individual commissioned to conduct the study to ensure data was properly captured, that factual information was provided regarding affordable housing in Delaware, and to ensure the accuracy of the study. She also made a presentation before the DHC Joint Finance Committee discussing the need for addition funding to create more affordable housing in Delaware. The CRA Officer was

involved in transitioning the Housing Trust Fund Working Group into what is now known as the Delaware Housing Roundtable, and securing its co-chair, the President and CEO of the Metropolitan Wilmington Urban League. This roundtable includes affordable housing industry leaders, including representation from the Delaware Homebuilders Association, Delaware Realtors Association, Mortgage Industry Professionals, housing counselors, non-profit developers and representation from the State Chamber of Commerce. Upon completion of the Economic Impact Study, the CRA Officer worked as a member of a small sub-group to develop a presentation, which was provided at the Economic Impact Study Release Event. This presentation provided a detailed overview of the study's findings. Chase USA provided in-kind printing of the Economic Impact Study. The impact of the Study has increased the awareness of the affordable housing issue in both the House and Senate Housing Committee's, the Joint Finance Committee, the City of Wilmington Housing Committee, New Castle County Government and in other governmental agencies. For the 2005 budget, the State provided an additional allocation of \$6 million for affordable housing.

Chase USA is actively involved in Metropolitan Wilmington Urban League, a civil, social and economic coalition designed to promote equity and fairness and build opportunity networks for LMI minorities in urban and suburban settings in NCC. Approximately 60 percent of the individuals served by this organization are LMI. The organization's goal is to help the targeted population secure economic sufficiency by focusing on education, economic development and health. The Bank's CRA Officer provided leadership services to the organization as co-chair of the development committee of the Board of Directors. This committee develops effective board processes, structures and the role of Board membership. She also served on the executive committee providing resources, partnership development and financial expertise.

Chase USA has been instrumental in furthering the mission of the Latin American Community Center Development Corporation (LACCDC). LACCDC is a non-profit organization located in the city's Hispanic community providing programs and services to low-income clients in the areas of job training, housing counseling, early childhood education recreation and health screening. With the assistance of its affiliate, JPMCB, and in partnership with LACCDC's Housing Coordinator, Chase USA provided materials for the basic banking educational program. The program included Basics of Banking, Personal Financial management, Credit and Debt Management and Understanding the Mortgage Process. LACCDC utilized the financial literacy curriculum and created a four-week program. A total of 76 classes were provided with 127 low-income participants attending. A total of 105 participants graduated, meeting the requirement of attending three of the four financial education classes offered within the course. As a result of delivering the classes, 32 new bank accounts were opened and 17 participants were referred to housing counseling with the goal of assisting them to become first-time homebuyers. CHF, along with a representative from LACCDC, facilitated several First Time Homebuyer Seminars with approximately 177 attendees. These seminars were presented in Spanish. Also, several officers of Chase USA and JPMCB are actively involved through their service on the Board and various committees.

Appendix A: Scope of Examination

The following table identifies the time period covered in this evaluation, affiliate activities that were reviewed, and loan products considered. The table also reflects the metropolitan and non-metropolitan areas that received comprehensive examination review (designated by the term “full-scope”) and those that received a less comprehensive review (designated by the term “limited-scope”).

Time Period Reviewed	Lending Test (excludes CD Loans): January 1, 2003 to September 30, 2005 Investment and Service Tests and CD Loans: March 4, 2003 to January 9, 2006	
Financial Institution		Products Reviewed
Chase Bank USA, N.A. (Chase USA) Newark, DE		Home Purchase Loans, Home Improvement Loans, Home Refinance Loans, Small Business Loans, Small Farm Loans, Qualified Community Development Loans and Investments
Affiliate(s)	Affiliate Relationship	Products Reviewed
JPMorgan Chase Bank, N.A.	Affiliate	HMDA loans, CD loans, CD investments
First Chicago Leasing Corporation	Affiliate	CD Investments
Banc One Community Development Corporation	Affiliate	CD Investments
FNBC Leasing Corporation	Affiliate	CD Investments
Chase Community Development Corporation	Affiliate	CD Investments
Chase Home Finance, LLC	Affiliate	HMDA Loans, CD Investments
JPMorgan Chase and Company (The J.P. Morgan Chase Foundation)	Affiliate	CD Investments (Grants)
List of Assessment Areas and Type of Examination		
Assessment Area	Type of Exam	Other Information
New Castle County, Delaware (Part of the Wilmington, DE-MD-NJ Metropolitan Division #48864)	Full-Scope	

Appendix B: Market Profiles for Full-Scope Areas

New Castle County - 2003

Demographic Information for Full Scope Area: New Castle County						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	127	7.87	18.11	49.61	23.62	0.79
Population by Geography	500,265	4.17	17.63	52.17	26.03	0.00
Owner-Occupied Housing by Geography	132,493	1.53	14.54	53.10	30.83	0.00
Business by Geography	27,828	14.91	15.14	44.28	25.59	0.08
Farms by Geography	512	2.34	13.67	47.85	36.14	0.00
Family Distribution by Income Level	127,997	18.73	17.48	23.67	40.12	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	46,348	7.19	26.90	52.49	13.42	0.00
Median Family Income		\$61,246	Median Housing Value (US Census American Community Survey Median Estimate Value)			\$172,252
HUD Adjusted Median Family Income for 2003		\$70,000	Unemployment Rate (Bureau of Labor Statistics: 2003 Annual Average)			4.1%
Households Below Poverty Level		7.95%				

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

Source: 2000 US Census and 2003 HUD updated MFI.

New Castle County – 2004-2006

Demographic Information for Full Scope Area: New Castle County						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	127	7.87	18.11	48.03	25.20	0.79
Population by Geography	500,265	4.17	17.63	50.62	27.58	0.00
Owner-Occupied Housing by Geography	132,493	1.53	14.54	51.24	32.69	0.00
Business by Geography	32,663	15.85	14.64	43.11	26.33	0.07
Farms by Geography	552	2.90	13.77	46.19	37.14	0.00
Family Distribution by Income Level	127,997	18.53	17.33	23.55	40.59	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	45,905	7.24	26.95	51.40	14.41	0.00
Median Family Income		\$60,622	Median Housing Value (US Census American Community Survey Median Estimate Value)			\$189,037
HUD Adjusted Median Family Income for 2005		\$73,800	Unemployment Rate (Bureau of Labor Statistics: December 2005)			4.1%
Households Below Poverty Level		7.95%				

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

Source: 2000 US Census and 2005 HUD updated MFI.

Operations Within the New Castle County AA

Chase USA has designated New Castle County (NCC) in the Wilmington DE-MD-NJ Metropolitan Division (MD) as its assessment area. Consistent with its business strategy as a

nationwide lender, the Bank has a limited retail branch and ATM presence in the AA. The Bank's one branch, located in Wilmington, DE in the AA, is a Bank employee branch only and is not open to the general public. The Bank operates three deposit-taking ATMs, all located in the NCC AA. Two of these ATMs are located in secure areas accessible only to Chase USA employees. The third ATM is accessible to the general public.

Assessment Area Information

The Bank's designated AA includes all of NCC in Delaware. The AA complies with the CRA guidelines and does not arbitrarily exclude low- and moderate-income areas. The AA contains 127 CTs, one of which is not populated. All of the 11 low-income tracts and eight of the 23 moderate-income tracts are located in the City of Wilmington. In late 2003 and early 2004, the Office of Management and Budget (OMB) revised the MSA boundaries/definitions. These revisions, among other things, changed several census tract boundaries and created a new type of statistical area, namely the metropolitan division (MD). As a result, NCC, which was a part of the Wilmington-Newark Metropolitan Statistical Area for the last CRA examination, is now a part of the Wilmington DE-MD-NJ MD. Additionally, the tract characteristics for two CT within NCC changed from upper-income to middle-income. No changes occurred in the low- and moderate-income tracts.

In addition to the NCC AA, the Bank has designated a broader regional area for community development activities. This area includes the remaining counties in Delaware and the following states: Pennsylvania, Maryland, Washington DC, Virginia, North Carolina, South Carolina, and Georgia.

Demographic Information

Based on 2000 Census Bureau data, NCC is the most densely populated county in Delaware, containing 500,265 residents or 64% of the state's population. Wilmington and Newark are the largest cities in the state, with populations of 72,664 and 28,547, respectively.

There are a total of 199,521 housing units in NCC, of which 95% are occupied. One-to-four family units comprise 79% of the total, with multifamily units making up 19%. Sixty-six percent of total units are owner-occupied, and 28% are rental. There are 2,024 owner-occupied housing units in the low-income tracts and 19,261 owner-occupied units in the moderate-income tracts. According to 2000 Census data, the average age of housing stock in NCC is 39 years. The 2004 American Community Survey conducted by the US Census states the estimated median housing value for NCC is \$189,037 and the estimated median gross rent is \$789.

A statewide economic impact study performed in 2003 and funded by Chase USA and two other financial institutions concluded that approximately 13,183 Delaware households live in substandard housing. Additionally, it identified that the greatest demand for affordable rental housing is in NCC.

Economy, Major Industries, and Employers

The economy of NCC and the state of Delaware continues to transition from manufacturing and chemical companies to financial and other service-related industries. Although the state's

economy continues to be supported by the chemical and automotive industries, financial and healthcare companies are now a part of the largest private-sector employers. The top four non-government employers in the state include: MBNA, DuPont, Chase USA, and Astrazeneca. Over the past several years, the state of Delaware and NCC have experienced a lower than national unemployment rate. For December 2005, the unemployment rate for NCC of 4.1% approximates the state rate of 4.0%. This is slightly below the national rate of 4.6% for the same time period. These figures are not seasonally adjusted.

Financial Competition

The Bank is subject to strong competition from a large number of financial institutions, namely commercial banks, large regional banks, credit card/limited purpose banks, and mortgage and finance companies. There are over 30 financial institutions subject to the CRA competing for qualifying community development loans, investments and services in NCC. Based on 2004 market share data, over 450 entities originated or purchased a HMDA loan and 105 entities originated or purchased a small business or small farm loan in NCC.

Community Contacts and Credit Needs

Concurrent with this review, we held discussions with two community organizations to acquire their perspectives on community credit and development needs, related opportunities and the performance of financial institutions in helping to meet identified needs. We also reviewed records of contacts with local community groups completed during the past two years. Based on the results of these meetings and other sources, community development needs include the following: affordable housing and mortgage financing for low- and moderate-income families; pre- and post-purchase homeowner's education; homeownership and rental assistance programs for low- and moderate-income borrowers; credit and personal finance counseling; affordable loans and start-up capital for small businesses; small business finance and ownership education; and alternatives to payday lending.

There are many community development investment, loan and service opportunities throughout NCC and the state of Delaware, but the large number of financial institutions subject to CRA results in significant competition to participate in them. Numerous vehicles exist to support community development initiatives including: low-income housing tax credits; mortgage revenue bonds; mortgage-backed securities; venture capital funds; and community development corporations. Additionally, programs administered by the Delaware State Housing Authority and numerous non-profit and for-profit community development organizations are in place to address the needs of low- and moderate-income borrowers and small businesses.

Appendix C: Tables of Performance Data

Content of Standardized Tables

References to the “bank” include activities of any affiliates that the bank provided for consideration (refer to Appendix A: Scope of the Examination). For purposes of reviewing the lending test tables, the following are applicable: (1) purchased loans are treated as originations/purchases and market share is the number of loans originated and purchased by the bank as a percentage of the aggregate number of reportable loans originated and purchased by all lenders in the MA/assessment area; (2) Partially geocoded loans (loans where no census tract is provided) cannot be broken down by income geographies and, therefore, are only reflected in the Total Loans in Core Tables 2 through 7 and part of Table 13; and (3) Partially geocoded loans are included in the Total Loans and % Bank Loans Column in Core Tables 8 through 12 and part of Table 13. Tables without data are not included in this PE. [Note: Do not renumber the tables.]

The following is a listing and brief description of the tables:

- Table 1. Lending Volume** - Presents the number and dollar amount of reportable loans originated and purchased by the bank over the evaluation period by MA/assessment area. Community development loans to statewide or regional entities or made outside the bank’s assessment area may receive positive CRA consideration. Refer to Interagency Q&As __.12(i) - 5 and - 6 for guidance on when a bank may receive positive CRA consideration for such loans. When such loans exist, insert a line item with the appropriate caption in the MA/Assessment Area column and record the corresponding numbers and amounts in the “Community Development Loans” column with the appropriate caption, such as: “Statewide/Regional,” “Statewide/Regional with potential benefit to one or more AAs” or “Out of Assessment Area.” “Out of Assessment Area” is used ONLY if the bank has otherwise adequately met the CD lending needs of its assessment area.
- Table 1. Other Products** - Presents the number and dollar amount of any unreported category of loans originated and purchased by the bank over the evaluation period by MA/assessment area. Examples include consumer loans or other data that a bank may provide, at its option, concerning its lending performance. This is a two-page table that lists specific categories.
- Table 2. Geographic Distribution of Home Purchase Loans** - Compares the percentage distribution of the number of loans originated and purchased by the bank in low-, moderate-, middle-, and upper-income geographies to the percentage distribution of owner-occupied housing units throughout those geographies. The table also presents market share information based on the most recent aggregate market data available.
- Table 3. Geographic Distribution of Home Improvement Loans** - See Table 2.
- Table 4. Geographic Distribution of Home Mortgage Refinance Loans** - See Table 2.

- Table 5. Geographic Distribution of Multifamily Loans** - Compares the percentage distribution of the number of multifamily loans originated and purchased by the bank in low-, moderate-, middle-, and upper-income geographies to the percentage distribution of multifamily housing units throughout those geographies. The table also presents market share information based on the most recent aggregate market data available.
- Table 6. Geographic Distribution of Small Loans to Businesses** - The percentage distribution of the number of small loans (less than or equal to \$1 million) to businesses originated and purchased by the bank in low-, moderate-, middle-, and upper-income geographies compared to the percentage distribution of businesses (regardless of revenue size) throughout those geographies. The table also presents market share information based on the most recent aggregate market data available. Because small business data are not available for geographic areas smaller than counties, it may be necessary to use geographic areas larger than the bank's assessment area.
- Table 7. Geographic Distribution of Small Loans to Farms** - The percentage distribution of the number of small loans (less than or equal to \$500,000) to farms originated and purchased by the bank in low-, moderate-, middle-, and upper-income geographies compared to the percentage distribution of farms (regardless of revenue size) throughout those geographies. The table also presents market share information based on the most recent aggregate market data available. Because small farm data are not available for geographic areas smaller than counties, it may be necessary to use geographic areas larger than the bank's assessment area.
- Table 8. Borrower Distribution of Home Purchase Loans** - Compares the percentage distribution of the number of loans originated and purchased by the bank to low-, moderate-, middle-, and upper-income borrowers to the percentage distribution of families by income level in each MA/assessment area. The table also presents market share information based on the most recent aggregate market data available.
- Table 9. Borrower Distribution of Home Improvement Loans** - See Table 8.
- Table 10. Borrower Distribution of Home Mortgage Refinance Loans** - See Table 8.
- Table 11. Borrower Distribution of Small Loans to Businesses** - Compares the percentage distribution of the number of small loans (less than or equal to \$1 million) originated and purchased by the bank to businesses with revenues of \$1 million or less to the percentage distribution of businesses with revenues of \$1 million or less. In addition, the table presents the percentage distribution of the number of loans originated and purchased by the bank by loan size, regardless of the revenue size of the business. Market share information is presented based on the most recent aggregate market data available.

Table 12. Borrower Distribution of Small Loans to Farms - Compares the percentage distribution of the number of small loans (less than or equal to \$500,000) originated and purchased by the bank to farms with revenues of \$1 million or less to the percentage distribution of farms with revenues of \$1 million or less. In addition, the table presents the percentage distribution of the number of loans originated and purchased by the bank by loan size, regardless of the revenue size of the farm. Market share information is presented based on the most recent aggregate market data available.

Table 13. Geographic and Borrower Distribution of Consumer Loans (OPTIONAL) - For geographic distribution, the table compares the percentage distribution of the number of loans originated and purchased by the bank in low-, moderate-, middle-, and upper-income geographies to the percentage distribution of households within each geography. For borrower distribution, the table compares the percentage distribution of the number of loans originated and purchased by the bank to low-, moderate-, middle-, and upper-income borrowers to the percentage of households by income level in each MA/assessment area.

Table 14. Qualified Investments - Presents the number and dollar amount of qualified investments made by the bank in each MA/AA. The table separately presents investments made during prior evaluation periods that are still outstanding and investments made during the current evaluation period. Prior-period investments are reflected at their book value as of the end of the evaluation period. Current period investments are reflected at their original investment amount even if that amount is greater than the current book value of the investment. The table also presents the number and dollar amount of unfunded qualified investment commitments. In order to be included, an unfunded commitment must be legally binding and tracked and recorded by the bank's financial reporting system.

A bank may receive positive consideration for qualified investments in statewide/regional entities or made outside of the bank's assessment area. See Interagency Q&As __.12(i) - 5 and - 6 for guidance on when a bank may receive positive CRA consideration for such investments. When such investments exist, insert a line item in the MA/Assessment Area column and record the corresponding numbers and amounts in the "Qualified Investments" column with the appropriate caption, such as: "Statewide/Regional," "Statewide/Regional with potential benefit to one or more AAs" or "Out of Assessment Area." "Out of the Assessment Area" is used ONLY if the bank has otherwise adequately met the qualified investment needs of its assessment area.

Table 15. Distribution of Branch Delivery System and Branch Openings/Closings - Compares the percentage distribution of the number of the bank's branches in low-, moderate-, middle-, and upper-income geographies to the percentage of the population within each geography in each MA/AA. The table also presents data on branch openings and closings in each MA/AA.

Table 1. Lending Volume

LENDING VOLUME												
Geography: DELAWARE												
Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003												
MA/Assessment Area:	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	
Full Review:												
Wilmington DE-MD-NJ MD	100.00	3,613	563,033	296	9,637	0	0	0	0	3,909	572,670	100.00
Broader Regional Area With Potential to Benefit the AA	N/A	N/A	N/A	N/A	N/A	N/A	N/A	2	8,000	2	8,000	N/A
Broader Regional Area Without Potential to Benefit the AA	N/A	N/A	N/A	N/A	N/A	N/A	N/A	4	18,721	4	18,721	N/A

Table 1. Lending Volume

LENDING VOLUME												
Geography: DELAWARE												
Evaluation Period: JANUARY 1, 2004 TO SEPTEMBER 30, 2005												
MA/Assessment Area:	% of Rated Area Loans (#) in MA/AA****	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	
Full Review:												
Wilmington DE-MD-NJ MD	100.00	3,697	648,652	1,490	24,420	4	54	3	8,771	5,194	681,897	100.00
Broader Regional Area With Potential to Benefit the AA	N/A	N/A	N/A	N/A	N/A	N/A	N/A	6	21,456	6	21,456	N/A
Broader Regional Area Without Potential to Benefit the AA	N/A	N/A	N/A	N/A	N/A	N/A	N/A	10	33,131	10	33,131	N/A

* Loan Data as of December 31, 2003. Rated area refers to either state or multi-state MA rating area.

** The evaluation period for Community Development Loans is from March 4, 2003 to January 9, 2006.

*** Deposit Data as of September 30, 2005. Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

**** Loan Data as of September 30, 2005. Rated area refers to either state or multi-state MA rating area.

Table 1. Other Products

LENDING VOLUME		Geography: DELAWARE				Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003								
MA/Assessment Area:	% of Rated Area Loans (#) in MA/AA [*]	Total Optional Loans ^{**}		Community Development Letters of Credit ^{**}		Home Equity ^{**}		Motor Vehicle ^{**}		Credit Card ^{**}		Other Secured Consumer ^{**}		% of Rated Area Deposits in AA ^{***}
		#	\$(000's)	#	\$(000's)	#	\$(000's)	#	\$(000's)	#	\$(000's)	#	\$(000's)	
Full Review:														
Wilmington DE-MD-NJ MD	100.00	0	0	0	0	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	100.00
Broader Regional Area With Potential to Benefit the AA	N/A	0	0	0	0	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Broader Regional Area Without Potential to Benefit the AA	N/A	0	0	0	0	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A

Table 1. Other Products

LENDING VOLUME		Geography: DELAWARE				Evaluation Period: JANUARY 1, 2004 TO SEPTEMBER 30, 2005								
MA/Assessment Area:	% of Rated Area Loans (#) in MA/AA ^{****}	Total Optional Loans ^{**}		Community Development Letters of Credit ^{**}		Home Equity ^{**}		Motor Vehicle ^{**}		Credit Card ^{**}		Other Secured Consumer ^{**}		% of Rated Area Deposits in AA ^{****}
		#	\$(000's)	#	\$(000's)	#	\$(000's)	#	\$(000's)	#	\$(000's)	#	\$(000's)	
Full Review:														
Wilmington DE-MD-NJ MD	100.00	0	0	0	0	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	100.00
Broader Regional Area With Potential to Benefit the AA	N/A	0	0	0	0	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Broader Regional Area Without Potential to Benefit the AA	N/A	2	25,474	2	25,474	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A

^{*} Loan Data as of December 31, 2003. Rated area refers to either state or multi-state MA rating area.

^{**} The evaluation period for Optional Product Line(s) is from March 4, 2003 to January 9, 2006.

^{***} Deposit Data as of September 30, 2005. Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

^{****} Loan Data as of September 30, 2005. Rated area refers to either state or multi-state MA rating area.

Table 2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE		Geography: DELAWARE				Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003					Market Share (%) by Geography [*]				
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	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:															
Wilmington DE-MD-NJ MD	1,079	100.00	1.53	0.56	14.54	16.50	53.10	55.32	30.83	27.62	7.20	2.01	7.52	7.31	7.19

Table 2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE		Geography: DELAWARE				Evaluation Period: JANUARY 1, 2004 TO SEPTEMBER 30, 2005					Market Share (%) by Geography ^{****}				
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	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:															
Wilmington DE-MD-NJ MD	1,951	100.00	1.53	1.54	14.54	20.14	51.24	50.44	32.69	27.88	7.06	4.76	6.91	7.36	6.77

^{*} Based on 2003 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.

^{****} Based on 2004 Peer Mortgage Data (Eastern).

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT		Geography: DELAWARE				Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003					Market Share (%) by Geography [*]				
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	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:															
Wilmington DE-MD-NJ MD	1	100.00	1.53	0.00	14.54	100.00	53.10	0.00	30.83	0.00	0.04	0.00	0.35	0.00	0.00

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT		Geography: DELAWARE				Evaluation Period: JANUARY 1, 2004 TO SEPTEMBER 30, 2005					Market Share (%) by Geography ^{****}				
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	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:															
Wilmington DE-MD-NJ MD	65	100.00	1.53	3.08	14.54	9.23	51.24	41.54	32.69	46.15	1.20	2.04	0.41	0.99	1.97

^{*} Based on 2003 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.

^{****} Based on 2004 Peer Mortgage Data (Eastern).

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE		Geography: DELAWARE				Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003					Market Share (%) by Geography [*]				
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	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:															
Wilmington DE-MD-NJ MD	2,533	100.00	1.53	0.91	14.54	8.61	53.10	48.71	30.83	41.77	6.82	6.82	5.87	6.79	7.10

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE		Geography: DELAWARE				Evaluation Period: JANUARY 1, 2004 TO SEPTEMBER 30, 2005					Market Share (%) by Geography ^{****}				
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	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:															
Wilmington DE-MD-NJ MD	1,681	100.00	1.53	0.65	14.54	13.09	51.24	54.08	32.69	32.18	5.04	2.58	4.27	5.07	5.50

^{*} Based on 2003 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.

^{****} Based on 2004 Peer Mortgage Data (Eastern).

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES			Geography: DELAWARE				Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003					Market Share (%) by Geography*				
MA/Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% of Businesses***	% BANK Loans	% of Businesses** *	% BANK Loans	% of Businesses* **	% BANK Loans	% of Businesses* **	% BANK Loans						
Full Review:																
Wilmington DE-MD-NJ MD	296	100.00	14.91	6.08	15.14	19.26	44.28	48.98	25.61	25.59	2.34	1.41	2.91	2.43	2.01	

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES			Geography: DELAWARE				Evaluation Period: JANUARY 1, 2004 TO SEPTEMBER 30, 2005					Market Share (%) by Geography****				
MA/Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total*****	% of Businesses*****	% BANK Loans	% of Businesses*** **	% BANK Loans	% of Businesses** ***	% BANK Loans	% of Businesses** ***	% BANK Loans						
Full Review:																
Wilmington DE-MD-NJ MD	1,490	100.00	15.85	3.89	14.64	13.16	43.11	48.39	26.33	34.36	5.33	3.44	4.56	5.59	5.27	

* Based on 2003 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 (2003).

**** Based on 2004 Peer Small Business Data -- US and PR.

***** Source Data - Dun and Bradstreet (2005). .07% of businesses are located in the N/A-income CT.

***** 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. .20% of Bank loans were made to businesses located in the N/A-income CT.

Table 7. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS		Geography: DELAWARE					Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003					Market Share (%) by Geography*				
MA/Assessment Area:	Total Small Farm Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans						
Full Review:																
Wilmington DE-MD-NJ MD	0	0.00	2.34	0.00	13.67	0.00	47.85	0.00	36.14	0.00	0.00	0.00	0.00	0.00	0.00	

Table 7. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS		Geography: DELAWARE					Evaluation Period: JANUARY 1, 2004 TO SEPTEMBER 30, 2005					Market Share (%) by Geography****				
MA/Assessment Area:	Total Small Farm Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% of Farms*****	% BANK Loans	% of Farms*** **	% BANK Loans	% of Farms**** *	% BANK Loans	% of Farms*** **	% BANK Loans						
Full Review:																
Wilmington DE-MD-NJ MD	4	100.00	2.90	0.00	13.77	0.00	46.19	25.00	37.14	75.00	10.53	0.00	0.00	7.69	16.67	

* Based on 2003 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 (2003).

**** Based on 2004 Peer Small Business Data -- US and PR.

***** Source Data - Dun and Bradstreet (2005).

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE		Geography: DELAWARE				Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003									
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share [*]				
	#	% of Total ^{**}	% Families ^{***}	% BANK Loans ^{****}	% Families ^{**}	% BANK Loans ^{***}	% Families ^{**}	% BANK Loans ^{***}	% Families ^{**}	% BANK Loans ^{***}	Overall	Low	Mod	Mid	Upp
Full Review:															
Wilmington DE-MD-NJ MD	1,079	100.00	18.73	17.25	17.48	35.03	23.67	23.75	40.12	23.97	7.39	10.55	8.61	6.38	5.84

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE		Geography: DELAWARE				Evaluation Period: JANUARY 1, 2004 TO SEPTEMBER 30, 2005									
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share ^{*****}				
	#	% of Total ^{*****}	% Families ^{**}	% BANK Loans ^{***}	% Families ^{**}	% BANK Loans ^{***}	% Families ^{**}	% BANK Loans ^{***}	% Families ^{**}	% BANK Loans ^{***}	Overall	Low	Mod	Mid	Upp
Full Review:															
Wilmington DE-MD-NJ MD	1,951	100.00	18.53	15.47	17.33	33.07	23.55	25.06	40.59	26.40	6.57	9.17	7.80	5.76	5.46

^{*} Based on 2003 Peer Mortgage Data (Eastern).

^{**} As a percentage of loans with borrower income information available. No information was available for 14.55% of loans originated and purchased by the bank.

^{***} Percentage of Families is based on the 2000 Census information.

^{****} 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.

^{*****} Based on 2004 Peer Mortgage Data (Eastern).

^{*****} As a percentage of loans with borrower income information available. No information was available for 15.53% of loans originated and purchased by the bank.

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT		Geography: DELAWARE				Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003									
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share [*]				
	#	% of Total ^{**}	% Families ^{***}	% BANK Loans ^{****}	% Families ^{**} *	% BANK Loans ^{****}	% Families ^{**} *	% BANK Loans ^{****}	% Families ^{**} *	% BANK Loans ^{****}	Overall	Low	Mod	Mid	Upp
Full Review:															
Wilmington DE-MD-NJ MD	1	100.00	18.73	100.00	17.48	0.00	23.67	0.00	40.12	0.00	0.04	0.33	0.00	0.00	0.00

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT		Geography: DELAWARE				Evaluation Period: JANUARY 1, 2004 TO SEPTEMBER 30, 2005									
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share ^{*****}				
	#	% of Total ^{*****}	% Families ^{**} *	% BANK Loans ^{****}	% Families ^{**} *	% BANK Loans ^{****}	% Families ^{**} *	% BANK Loans ^{****}	% Families ^{**} *	% BANK Loans ^{****}	Overall	Low	Mod	Mid	Upp
Full Review:															
Wilmington DE-MD-NJ MD	65	100.00	18.53	11.48	17.33	26.23	23.55	22.95	40.59	39.34	1.20	0.93	1.23	1.07	1.40

^{*} Based on 2003 Peer Mortgage Data (Eastern).

^{**} As a percentage of loans with borrower income information available. No information was available for 0.00% of loans originated and purchased by the bank.

^{***} Percentage of Families is based on the 2000 Census information.

^{****} 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.

^{*****} Based on 2004 Peer Mortgage Data (Eastern).

^{*****} As a percentage of loans with borrower income information available. No information was available for 6.15% of loans originated and purchased by the bank.

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE			Geography: DELAWARE				Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003					Market Share [*]				
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total ^{**}	% Families ^{***}	% BANK Loans ^{****}	% Families ^{**}	% BANK Loans ^{***}	% Families ^{**}	% BANK Loans ^{***}	% Families ^{**}	% BANK Loans ^{***}						
Full Review:																
Wilmington DE-MD-NJ MD	2,533	100.00	18.73	5.28	17.48	19.80	23.67	27.26	40.12	47.66	6.36	4.50	5.75	6.07	7.19	

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE			Geography: DELAWARE				Evaluation Period: JANUARY 1, 2004 TO SEPTEMBER 30, 2005					Market Share ^{*****}				
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total ^{*****}	% Families ^{**}	% BANK Loans ^{****}	% Families ^{**}	% BANK Loans ^{****}	% Families ^{**}	% BANK Loans ^{****}	% Families ^{**}	% BANK Loans ^{****}						
Full Review:																
Wilmington DE-MD-NJ MD	1,681	100.00	18.53	9.71	17.33	26.14	23.55	29.21	40.59	34.94	5.01	4.53	4.72	5.15	5.26	

^{*} Based on 2003 Peer Mortgage Data (Eastern).

^{**} As a percentage of loans with borrower income information available. No information was available for 22.23% of loans originated and purchased by the bank.

^{***} Percentage of Families is based on the 2000 Census information.

^{****} 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.

^{*****} Based on 2004 Peer Mortgage Data (Eastern).

^{*****} As a percentage of loans with borrower income information available. No information was available for 14.92% of loans originated and purchased by the bank.

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES		Geography: DELAWARE			Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003				
MA/Assessment Area:	Total Small Loans to Businesses		Businesses With Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Market Share [*]	
	#	% of Total ^{**}	% of Businesses ^{***}	% BANK Loans ^{****}	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
Full Review:									
Wilmington DE-MD-NJ MD	296	100.00	62.80	11.15	98.31	1.01	0.68	2.34	0.80

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES		Geography: DELAWARE			Evaluation Period: JANUARY 1, 2004 TO SEPTEMBER 30, 2005				
MA/Assessment Area:	Total Small Loans to Businesses		Businesses With Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Market Share ^{*****}	
	#	% of Total ^{**}	% of Businesses ^{*****}	% BANK Loans ^{*****}	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
Full Review:									
Wilmington DE-MD-NJ MD	1,490	100.00	60.19	4.03	99.33	0.20	0.47	5.33	1.03

^{*} Based on 2003 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 - 2003).

^{****} Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. Revenue information was available for all small loans to businesses originated and purchased by the Bank.

^{*****} Based on 2004 Peer Small Business Data -- US and PR.

^{*****} Businesses with revenues of \$1 million or less as a percentage of all businesses (Source D&B - 2005).

^{*****} Small loans to businesses with revenue of \$1 million or less as a percentage of all loans reported as small loans to businesses. No revenue information was available for 93.96% of small loans to businesses originated and purchased by the Bank.

Table 12. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL LOANS TO FARMS		Geography: DELAWARE			Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003				
MA/Assessment Area:	Total Small Loans to Farms		Farms With Revenues of \$1 million or less		Loans by Original Amount Regardless of Farm Size			Market Share [*]	
	#	% of Total ^{**}	% of Farms ^{***}	% 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:									
Wilmington DE-MD-NJ MD	0	0.00	86.91	0.00	0.00	0.00	0.00	0.00	0.00

Table 12. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL LOANS TO FARMS		Geography: DELAWARE			Evaluation Period: JANUARY 1, 2004 TO SEPTEMBER 30, 2005				
MA/Assessment Area:	Total Small Loans to Farms		Farms With Revenues of \$1 million or less		Loans by Original Amount Regardless of Farm Size			Market Share ^{*****}	
	#	% of Total ^{**}	% of Farms ^{*****}	% 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:									
Wilmington DE-MD-NJ MD	4	100.00	86.96	25.00	100.00	0.00	0.00	10.53	3.70

^{*} Based on 2003 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 - 2003).

^{****} Small loans to farms with revenues of \$1 million or less as a percentage of all loans reported as small loans to farms.

^{*****} Based on 2004 Peer Small Business Data -- US and PR.

^{*****} Farms with revenues of \$1 million or less as a percentage of all farms (Source D&B - 2005).

Table 14. Qualified Investments

QUALIFIED INVESTMENTS									
			Geography: DELAWARE		Evaluation Period: MARCH 4, 2003 TO JANUARY 9, 2006				
MA/Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
Full Review:									
Wilmington DE-MD-NJ MD	5	3,090	97	3,142	102	6,232	1.47	0	0
Broader Regional Area with Potential to Benefit the AA	21	60,879	145	29,970	166	90,849	21.38	0	0
Broader Regional Area without Potential to Benefit the AA	130	177,416	43	150,427	173	327,843	77.15	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.

Table 15. Distribution of Branch Delivery System and Branch Openings/Closings

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS																Geography: DELAWARE				Evaluation Period: MARCH 4, 2003 TO JANUARY 9, 2006			
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings						Population									
	% of Rated Area Deposits in AA	# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or -)				% of Population within Each Geography									
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp						
Full Review:																							
Wilmington DE-MD-NJ MD	100.00	1	100.00	100.00	0.00	0.00	0.00	0	0	0	0	0	0	4.17	17.63	50.62	27.58						