



LARGE BANK

Comptroller of the Currency
Administrator of National Banks

Washington, DC 20219

PUBLIC DISCLOSURE

December 03, 2012

COMMUNITY REINVESTMENT ACT PERFORMANCE EVALUATION

Think Mutual Bank
Charter Number 718037

5200 Members Parkway, NW
Rochester, MN 55903-5949

Office of the Comptroller of the Currency

222 South 9th Street, Suite 800
Minneapolis, MN 55402-3371

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.

TABLE OF CONTENTS

OVERALL CRA RATING.....	1
DEFINITIONS AND COMMON ABBREVIATIONS	2
DESCRIPTION OF INSTITUTION	6
SCOPE OF THE EVALUATION	7
FAIR LENDING OR OTHER ILLEGAL CREDIT PRACTICES REVIEW	8
CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS	9
• LENDING TEST	9
• INVESTMENT TEST.....	16
• SERVICE TEST.....	17
APPENDIX A: SCOPE OF EXAMINATION.....	APPENDIX A-1
APPENDIX B: MARKET PROFILES FOR FULL SCOPE AREAS	APPENDIX B-1
APPENDIX C: TABLES OF PERFORMANCE DATA	APPENDIX C-1

Overall CRA Rating

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

The following table indicates the performance level of **Think Mutual Bank** (Think) with respect to the Lending, Investment, and Service Tests:

Performance Levels	Think Mutual Bank Performance Tests		
	Lending Test*	Investment Test	Service Test
Outstanding			
High Satisfactory			X
Low Satisfactory	X		
Needs to Improve		X	
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:

- Think’s level of lending is good and reflects good responsiveness to the credit needs of its assessment areas.
- Think made an adequate percentage of its loans within its designated assessment areas. Based on number, 62.88 percent of the banks home loans, consumer loans, and small loans to businesses were originated or purchased inside the bank’s defined assessment areas.
- The geographic distribution of loans reflects poor distribution among different income levels in the bank’s assessment areas.
- The borrower distribution of loans reflects excellent distribution among individuals of different income levels and businesses of different sizes.
- Think demonstrated poor performance in providing qualified community development investments and donations. The bank made just \$581 thousand in qualified community development investments and donations during the evaluation period.
- Service delivery systems are accessible to individuals of different income levels throughout the bank’s assessment areas.

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.

Effective September 1, 2005, the Board of Governors of the Federal Reserve System, Office of the Comptroller of the Currency, and the Federal Deposit Insurance Corporation have adopted the following additional language as part of the revitalize or stabilize definition of community development.

Activities that revitalize or stabilize-

- (i) Low-or moderate-income geographies;
- (ii) Designated disaster areas; or
- (iii) Distressed or underserved nonmetropolitan middle-income geographies designated by the Board, Federal Deposit Insurance Corporation, and Office of the Comptroller of the Currency, based on-
 - a. Rates of poverty, unemployment, and population loss; or
 - b. Population size, density, and dispersion. Activities that revitalize and stabilize geographies designated based on population size, density, and dispersion if they help to meet essential community needs, including needs of low- and moderate-income individuals.

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 metropolitan/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.

Multi-family: 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) 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 1 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 at least 120 percent of the area median income, or a median family income that is at least 120 percent, in the case of a geography.

Description of Institution

Think is a federally-chartered mutual savings bank headquartered in Rochester, Minnesota. Think is an intrastate bank with operations wholly within the state of Minnesota. The bank has a total of ten full-service branch locations with six branches in the Metropolitan Statistical Area (MSA) of Rochester and four in the Minneapolis-St. Paul MSA. Think operates 18 ATMs in the Rochester MSA and four within the Minneapolis MSA.

As of September 30, 2012, Think had total assets of \$1.47 billion. Net loans and leases represented 55.14 percent of total assets, and 68.35 percent of total deposits. Think is a traditional thrift with a primary focus in residential mortgage lending. The institution is also an active originator of consumer loans of all types, and maintains a larger portfolio of consumer loans. As of September 30, 2012, the loan portfolio was comprised primarily of one-to-four family residential mortgages (76 percent), with a majority (68 percent) of the residential mortgages being first liens. Other types of credit offered by the bank include consumer loans (14 percent), credit cards (5 percent), home equity lines of credit (4 percent), and commercial-purpose loans which account for less than one percent of net loans. The bank also has a large volume of U.S. Government Agency securities which represent 39.12 percent of total assets. Tier 1 Capital was \$204.6 million with a Tier 1 Leverage Ratio of 13.97 percent as of September 30, 2012.

Think offers loans with flexible underwriting and pricing. Think participates in a number of local, statewide, and national lending programs or partnerships in order to revitalize neighborhoods and/or increase homeownership among low- and moderate-income individuals. For example, Think offers an in-house mortgage loan program (American Dream) geared towards first time homebuyers. The program provides for broader lending capability and benefits low- to moderate-income borrowers who otherwise may not qualify for a mortgage loan due to mortgage insurance restrictions or industry standard requirements for down payments.

During the evaluation period, Think opened two new branch locations, one in a middle-income and one an upper- income census tract, in Dakota County in the Minneapolis-St. Paul MSA. There were no branches closed during the evaluation period.

Think received a “Satisfactory” CRA rating at its prior CRA examination on January 4, 2010. The prior examination represented the institution’s first CRA performance evaluation. Prior to July 1, 2007, Think operated as a credit union and were thus not subject to CRA regulations. There are no known legal, financial, or other factors impeding Think’s ability to help meet the credit needs in its assessment areas.

Scope of the Evaluation

Selection of Areas for Full-Scope Review

Think has two assessment areas (AAs) including the Rochester, MN MSA and the Minneapolis-St. Paul, MN MSA. For purposes of our evaluation we selected both AAs for a full scope review. Refer to the table in **appendix A: Scope of Evaluation** for more information.

Evaluation Period/Products Evaluated

The evaluation period for the Lending Test including community development loans was October 1, 2009 through December 31, 2011. Community development investments and services were also considered for this same time period.

Home mortgage loans represent the largest portion of Think's lending activity by dollar amount. During the review period, the bank originated 2,067 mortgage loans totaling over \$277 million in its combined AAs. Refinance transactions represent the majority of home mortgage lending at 70 percent followed by home purchase transactions at 25 percent and home improvement loans at five percent. As such, we placed the greatest weight on refinance loans in our lending analysis for home mortgages.

Consumer loans made up by far the largest portion of Think's lending activity by number of loans. During the evaluation period Think originated 9,100 consumer loans totaling approximately \$99 million within the two AAs. Auto loans made up the majority of consumer lending activity with 4,328 auto loans originated totaling \$59 million.

The number of small loans to businesses originated by Think during the review period was limited with only 125 loans reported totaling approximately \$3 million in the bank's AAs. We did not include an analysis of small loans to farms or multi-family loans in the summary of the Lending Test because Think did not make any such loans during the evaluation period.

For purposes of our evaluation, we utilized home mortgage loan information, consumer loan information, and small business loan data collected by Think. All HMDA loans were evaluated using 2000 census data and 2010 HMDA aggregate lending data. Consumer loans were evaluated using demographic data alone as there is no aggregate market data for this loan product. Loans to small businesses were evaluated using demographic and peer small business data.

The geographic distribution conclusions are based on the geographic distribution of Think's loans, any unexplained gaps in lending in either of the AAs, and the degree of benefit to the AAs.

The analysis of borrower distribution takes the poverty level of each AA into consideration and the impact on lower-income families' ability to obtain home loans. Housing costs per AA were also considered as a factor that may potentially limit demand by lower-income families. Refer to **appendix B: Market Profiles** for poverty levels and housing costs in each AA.

The evaluation of community development (CD) activities included grants and donations for the Investment Test. The volume by number and dollar of investments received primary consideration. The

Service Test was largely based on the delivery of products and services in Think's AAs. We also gave consideration to CD services provided by bank employees that afforded benefit to one of the AAs.

Data Integrity

Prior to starting this evaluation, we reviewed the accuracy of HMDA data, consumer loan data and small business loan data collected and reported by Think during the evaluation period. We found the data to be reliable for use in our evaluation.

Ratings

Think's overall rating is based on its two AAs. While both received full scope reviews, we placed greater weight on the Rochester, MN MSA as this is the area from which the bank derives the greatest volume of deposits and originates the most loans.

Other

As part of the evaluation we contacted a local Community Housing Partnership in the Rochester MSA to gain a better understanding of community credit needs and opportunities. We also relied on information from a recently conducted community contact for the Minneapolis MSA AA. See **appendix B: Market Profiles** for more information.

Fair Lending or Other Illegal Credit Practices Review

Pursuant to 12 C.F.R. 195.28(c), in determining a Federal savings association's (FSA) CRA rating, the OCC considers evidence of discriminatory or other illegal credit practices in any geography by the FSA, or in any AA by an affiliate whose loans have been considered as part of the FSA's lending performance.

We found no evidence of discriminatory or other illegal credit practices inconsistent with helping to meet community credit needs.

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 low satisfactory. Based on full scope reviews, the bank's performance in the Rochester, MN MSA is adequate and in the Minneapolis-St. Paul, MN MSA is adequate.

Lending Activity

Refer to Tables 1 - Lending Volume and Other Products in **appendix C** for the facts and data used to evaluate Think's lending activity.

Think's lending levels reflect good responsiveness to AA credit needs given the bank's size and share within the markets. During the evaluation period Think originated 2,067 home mortgage loans totaling more than \$277 million in its two AAs. In addition, the bank originated 9,094 consumer loans totaling more than \$99 million and 125 small loans to businesses totaling just over \$3 million.

To analyze Think's lending activity we compared Think's deposit market share with its lending market share for home mortgage loans and small loans to businesses. There is no market share data available for consumer loans so a comparable was not available for our analysis.

Rochester, MN MSA

The level of lending activity in the Rochester MSA AA is excellent. Based on June 30, 2012 FDIC deposit market share data, there were 27 deposit-taking financial institutions with one or more banking offices in the Rochester MSA. Based on the dollar volume of deposits Think ranked first with 25.3 percent of the deposit market share.

During the review period, Think originated 1,648 mortgage loans within Rochester, MN MSA AA totaling \$203.2 million. Peer home mortgage loan data for 2010 indicates Think's market share is 10.0 percent and the bank ranked second among 198 lenders that reported home purchase loans. Think originated 6,643 consumer loans totaling \$69.2 million in the AA during the review period; however, market share data for these loans is not available. Think originated a limited number of small business loans during the review period. In the Rochester MSA Think originated just 77 small business loans totaling \$2.2 million. Peer small business loan data for 2010 indicates the bank ranked eleventh among 38 lenders that reported small business loans with a market share of 1.67 percent based on number of loans.

Minneapolis-St. Paul, MN MSA

The level of lending activity in the Minneapolis MSA AA is adequate. Based on June 30, 2012 FDIC deposit market share data, there were 128 deposit-taking financial institutions with one or more banking offices in the Minneapolis MSA AA. Based on dollar volume of deposits, Think ranked 55th with 0.07

percent of the deposit market share. Wells Fargo Bank, N.A. is the market leader with more than 51 percent of market deposits.

During the review period, Think originated 419 mortgage loans within the Minneapolis MSA AA totaling nearly \$74 million. Peer home mortgage loan data for 2010 indicates Think had a market share of 0.18 percent and ranked 58th among 585 lenders that reported home mortgage data. Think originated 2,451 consumer loans in the AA during the review period totaling \$30.2 million; however, market share data for these loans is not available. Think originated a limited volume of small business loans during the review period. Think originated just 48 small business loans totaling \$773 thousand in the AA. Peer small business loan data for 2010 indicates the bank ranked 27^h among 104 lenders that reported small business loans with a market share of .06 percent based on number of loans.

Distribution of Loans by Income Level of the Geography

The geographic distribution of loans reflects poor penetration throughout the bank's AAs. More weight was placed on the geographic distribution within the Rochester MSA given there were a larger number of loans made in this AA. There are no low-income CTs in the Rochester MSA AA thus our evaluation of geographic distribution in this AA is based on lending within the five moderate-income CTs.

Within each AA we placed the greatest weight on consumer loans, given the sheer volume of these loans originated during the review period.

Think originated no multi-family loans during the review period. As such, a geographical analysis of multi-family loans is not meaningful.

Home Mortgage Loans

Refer to Tables 2, 3, 4 and 5 in **appendix C** for the facts and data used to evaluate the geographic distribution of the bank's home mortgage loan originations and purchases.

Overall geographic distribution of home mortgage loans reflects adequate penetration throughout the bank's AAs. The most weight was placed on the performance in the Rochester, MN MSA.

Rochester MSA AA:

The geographic distribution of loans in the Rochester MSA AA reflects adequate penetration throughout the AA. The greatest weight was placed on the distribution of home refinance loans as this product represents the largest volume of loans originated or purchased. Within the market, Think ranked fifth and had a 6.10 percent market share among moderate-income tracts compared to the bank's overall ranking of second with a 10.02 percent market share.

Home Purchase

The geographic distribution of home purchase loans reflects poor penetration throughout the AA. The bank's performance in the moderate-income CTs fell well below the percentage of owner-occupied units located in those tracts as well as the aggregate HMDA lending percentage in moderate tracts.

Home Improvement

The geographic distribution of home improvement loans reflects poor penetration through the AA. The bank's performance in the moderate-income tracts again fell well below the HMDA peer group and the demographic comparator. Home improvement loans represent the smallest volume of mortgage loans and thus received the least weight.

Refinance

The geographic distribution of home refinance loans reflects adequate penetration through the AA. The bank's performance in the moderate-income tracts fell below the demographic comparator of owner-occupied units in those tracts. However, their performance was near the HMDA peer group average. Home refinance loans represent the largest volume of mortgage loans and thus received the most weight.

Minneapolis MSA AA:

The geographic distribution of loans in the Minneapolis MSA AA reflects adequate penetration throughout the AA. The greatest weight was placed on the distribution of home refinance loans as this product represents the largest volume of loans originated or purchased. Within the market, Think ranked 72nd and had a 0.11 percent market share among low-and moderate-income tracts compared to the bank's overall ranking of 58th with a 0.18 percent market share.

Home Purchase

The geographic distribution of home purchase loans reflects poor penetration throughout the AA. During the review period the bank did not originate or purchase any home purchase loans in the low-income census tracts. The bank's performance in the low-and moderate-income tracts fell well below both the HMDA aggregate lending performance as well as the percentage of owner-occupied units located in low-and moderate-income tracts.

Home Improvement

The geographic distribution of home improvement loans also reflects poor penetration throughout the AA. Again, the bank did not originate or purchase any loans in the low income tracts. The bank's performance was well below the HMDA aggregate and the demographic comparator in the low-and moderate-income tracts. Home improvement loans made up the smallest category of home mortgage loans and thus carried the least weight.

Refinance

The geographic distribution of home refinance loans reflects adequate penetration throughout the AA. Lending in the low-income tracts exceeded the HMDA peer group average and fell just short of the demographic comparator. Lending in the moderate-income tracts, however, fell below both the HMDA aggregate and the demographic comparator.

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.

Overall geographic distribution of small loan to businesses reflects poor penetration throughout the bank's AAs. However, given the small volume of loans originated/purchased during the review period, this analysis received very little weight in determining the overall geographic distribution performance rating.

Rochester MSA AA:

Think's distribution of small loans to businesses by income level of the geographies in the Rochester MSA is poor. The bank's lending in the moderate-income tracts was well below both the small business peer group's performance as well as the percentage of businesses located in those tracts.

Minneapolis MSA AA:

Think's distribution of small loans to businesses by income level of the geographies in the Minneapolis MSA is adequate. The bank's lending was well below both the peer group and the demographic comparator in the low-income census tracts; however, the bank exceeded both the peer group and demographics in the moderate-income tracts.

Consumer Loans

Refer to Table 13 in **appendix C** for the facts and data used to evaluate the geographic distribution of the bank's consumer loan originations and purchases.

Overall geographic distribution of consumer loans reflects poor distribution. More weight was placed on the geographic distribution within the Rochester MSA AA because the bank made more loans to consumers in this AA.

Rochester MSA AA:

The geographic distribution of consumer loans reflects poor penetration throughout the Rochester MSA AA. The percentage of the bank's loans to consumers in moderate-income CTs was well below the percentage of households located in moderate-income CTs. There is no peer comparison data for consumer loans.

Minneapolis MSA AA:

The geographic distribution of consumer loans reflects poor penetration throughout the Minneapolis MSA AA. The percentage of the bank's loans to consumers in both low-and moderate-income CTs was considerably below the percentage of households located in low-and moderate-income CTs.

Lending Gap Analysis

Our geographic distribution analysis included a review of lending gaps, particularly in low-and moderate-income areas. We did not identify any unexplained conspicuous gaps in the Rochester MSA AA or Minneapolis MSA AA.

Inside/Outside Ratio

Think made an adequate percentage of its loans within its designated AAs. This includes all loan originations and purchases. Think made 68.72 percent of its HMDA loans, 91.24 percent of its small loans to businesses and 61.42 percent of its consumer loans to borrowers within its AAs. Overall, the bank made 62.88 percent of total loans during the review period in its designated AAs. This level of lending shows adequate responsiveness to area credit needs.

Distribution of Loans by Income Level of the Borrower

The borrower distribution of loans reflects excellent distribution among individuals of different income levels and businesses of different sizes throughout Think's AAs. More weight is placed on the borrower distribution within the Rochester MSA AA because of the larger volume of loans originated in this AA. In both AAs the greatest weight was placed on the distribution of consumer loans given that this category had by far the largest volume of loans originated or purchased.

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.

Think's overall borrower distribution of home mortgage loans reflects good penetration among borrowers of different income levels. We weighted the Rochester, MN MSA more given the larger volume of lending in this AA.

Rochester MSA:

The distribution of home mortgage loans in the Rochester MSA AA reflects good penetration among borrowers of different income levels throughout the AA. The greatest weight was placed on the distribution of home refinance loans as this product represents the largest volume of loans originated or purchased. In determining the bank's performance we took into consideration the AA poverty level of 6.3 percent for households and 3.9 percent for families which present difficulty lending to low income individuals. Within the market, Think ranked third with a 7.69 percent market share among low-and moderate-income borrowers compared with an overall second ranking and 10.02 percent market share among borrowers of all income levels.

Home Purchase

Think's distribution of home purchase loans reflects adequate penetration among borrowers of different income levels. The bank's performance fell below the HMDA peer group in lending to low- and moderate-income borrowers. The bank's performance was just slightly below the percentage of families that are low-income and the bank's performance exceeded the percentage of families that are moderate-income.

Home Improvement

Think's distribution of home improvement loans reflects adequate penetration among borrowers of different income levels. The bank's performance was again below the HMDA peer group in lending to both low-and moderate-income borrowers. The bank's performance was well below the demographic comparator for lending to low-income borrowers. In lending to moderate-income borrowers the bank's performance was just below the demographic comparator.

Refinance

Think's distribution of home refinance loans reflects good penetration among borrowers of different income levels. The bank's performance met the performance of the HMDA peer group in lending to low-income borrowers and fell just below that of the peer group in lending to moderate-income borrowers. The bank's lending was well below the demographic comparator for low-income borrowers but we considered the AA poverty level which presents difficulty in lending to these borrowers. Lending to moderate-income borrowers was just slightly below the demographic comparator.

Minneapolis MSA:

The distribution of loans in the Minneapolis MSA AA reflects adequate penetration among borrowers of different income levels throughout the AA. Again, the greatest weight was placed on the distribution of home refinance loans as this product represents the largest volume of loans originated or purchased. In determining the bank's performance we took into consideration the AA poverty level of 6.7 percent for households and 4.6 percent for families which present difficulty in lending to low-income individuals. Within the market, Think ranked 69th with a 0.11 percent market share among low- and moderate-income borrowers compared with an overall 58th ranking and 0.18 percent market share among borrowers of all income levels.

Home Purchase

Think's distribution of home purchase loans reflects adequate penetration among borrowers of different income levels. The bank's performance fell well below the HMDA peer group in lending to low-income borrowers, however the bank met the performance of the peer group in lending to moderate-income borrowers. The bank's performance was also well below the percentage of families that are low-income though we took into consideration the AA poverty level. The bank's lending performance far exceeded the percentage of families that are moderate-income.

Home Improvement

Think's distribution of home improvement loans reflects poor penetration among borrowers of different income levels. The bank's performance was well below the HMDA peer group in lending to both low- and moderate-income borrowers. The bank's performance was also well below the demographic comparator for lending to low and moderate-income borrowers.

Refinance

Think's distribution of home refinance loans reflects adequate penetration among borrowers of different income levels. The bank's performance met the performance of the HMDA peer group in lending to low-income borrowers but their performance fell well below that of the peer group in lending to moderate-income borrowers. The bank's lending was well below the demographic comparator for low- and moderate-income borrowers but we considered the AA poverty level which presents difficulty in lending to low-income borrowers.

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.

The bank's overall borrower distribution of small loan to businesses reflects excellent penetration among business customers of different sizes. However, given the small volume of loans originated/purchased during the review period, the analysis was not meaningful for purposes of our evaluation.

Rochester MSA:

The distribution of small loans to businesses in the Rochester MSA AA reflects excellent penetration among business customers of different sizes. The percentage of Think's loans to small businesses (those with revenues of \$1 million or less) far exceeded the percentage of businesses with this revenue size. Nearly all (95%) of the bank's small business loans were less than 100 thousand in original amount.

Minneapolis MSA:

The distribution of small loans to businesses in the Minneapolis MSA AA reflects excellent penetration among business customers of different sizes. The percentage of Think's loans to small businesses (those with revenues of \$1 million or less) far exceeded the percentage of businesses with this revenue size. All of the bank's small business loans in this AA were \$100 thousand or less in original amount.

Consumer Loans

Refer to Table 13 in **appendix C** for the facts and data used to evaluate the borrower distribution of the bank's consumer loan originations and purchases.

Think's overall borrower distribution of consumer loans reflects excellent penetration among borrowers of different sizes. More weight was placed on the borrower distribution within the Rochester MSA AA because the bank made more loans to consumers in this AA.

Rochester MSA:

The distribution of consumer loans reflects excellent penetration among borrowers of different income levels throughout the Rochester MSA AA. The percentage of the bank's consumer loans to low-and moderate-income borrowers far exceeded the percentage of low-and moderate-income households within the AA, respectively. No market share data is available for consumer lending.

Minneapolis MSA:

The distribution of consumer loans reflects excellent penetration among borrowers of different income levels throughout the Minneapolis MSA AA. The percentage of the bank's consumer loans to low-income borrowers was near the percentage of low-income income households within the AA. The percentage of consumer loans to moderate-income borrowers far exceeded the percentage of moderate-income households within the AA.

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. This table includes all CD loans, including multi-family loans that also qualify as CD loans. In addition, Table 5 includes geographic lending data on all multi-family loans, including those that also qualify as CD loans. Table 5 does not separately list CD loans, however.

CD lending had a neutral impact on the bank's lending performance. Think did not have any CD lending activity in either AA during the review period. Since the institution is a traditional thrift with a focus in residential and consumer lending their strategy limits the opportunities for involvement in CD lending projects.

We noted, however, that the bank does participate in a number of loan programs that exhibit CD characteristics. However, we could not count these loans towards CD lending as they are already considered in the evaluation of home mortgage loans or small business loans. An example of this is the American Dream in- house mortgage loan program that benefits low- and moderate-income borrowers who may not otherwise qualify for a mortgage loan due to down payment requirements and/or mortgage insurance restrictions. During the evaluation period, Think originated 59 of these loans totaling over \$9.0 million.

Product Innovation and Flexibility

Think helps support the advancement of homeownership for low-and moderate-income individuals through various programs. Think's in-house American Dream mortgage loan program in particular allows for greater flexibility with regards to industry standard mortgage insurance and down payment requirements. This program also allows for the partnering of other financing assistance programs such as the Three Rivers Community Action homebuyer financing resources, Emerging Markets Entry Cost Assistance and Affordability Gap financing.

INVESTMENT TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Investment Test is rated needs to improve. Based on full scope reviews, the bank's performance in the Rochester, MN MSA and the Minneapolis, MN MSA is poor.

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

Rochester MSA:

The bank's investment performance in the Rochester MSA AA is poor. The bank made 40 qualified investments totaling \$529 thousand during the two year evaluation period. This amounts to 0.28 percent of allocated Tier 1 Capital. The investments consist of grants/donations to local organizations that support community services for low- and moderate-income individuals as well as organizations that promote affordable housing. Per the local community contact, there is a need for affordable housing in the area.

Think is a major supporter of the Rochester Area Habitat for Humanity. During the evaluation period the bank made five grants totaling \$114 thousand to the organization to support affordable housing projects. In 2011, Think was selected as one of the United Way's 10 Who Make a Difference Award that recognizes ten outstanding individuals or groups within Southeastern MN and Northern Iowa who have made an impact on their community. Think was nominated for this award by the local Habitat for Humanity for their support in various capacities including financial support and volunteer work.

Think has also been a major supporter of the local Boys and Girls Club. During the evaluation period, the bank made six donations to the organization totaling \$235 thousand. The club serves low- to moderate-income disadvantaged youth in typically single family homes with mentoring programs, meal services, activities, and educational opportunities.

During the evaluation period, Think also made two donations to the local Red Cross totaling \$15 thousand. These funds were directed to relief efforts in southeastern Minnesota including Olmsted County where the city of Rochester is located. In the summer of 2010, this area was impacted by tornados and flooding and was designated a disaster area by FEMA.

None of the investments are considered innovative or complex.

Minneapolis MSA:

The bank's investment performance in the Minneapolis MSA AA is poor. During the review period the bank made only six qualified investments totaling \$52 thousand, or 0.28 percent of allocated Tier 1 Capital. Investments consist of grants/donations to community non-profit organizations providing needed community services to the LMI population.

Specifically, the bank donated \$25 thousand to the Jeremiah Program which is a leading non-profit organization proven to help single mothers and their children break the cycle of generational poverty. The program provides single mothers and their children with a safe, affordable place to live, quality early childhood education, life skills training, and support for career-track education.

Think also donated \$15 thousand to the Store to Door organization which provides grocery delivery and shopping service to elderly homebound and low-income residents in the south metro.

None of the investments are considered innovative or complex.

SERVICE TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Service Test is rated high satisfactory. Based on full scope reviews, the bank's performance in the Rochester, MN MSA is good, and in the Minneapolis-St. Paul, MN MSA is adequate. We weighted Think's retail banking services slightly more than CD services to arrive at the service test rating.

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.

Rochester MSA:

Delivery systems are readily accessible to geographies and individuals of different income levels in the Rochester MSA AA. Think operates six full-service branches in the Rochester MSA AA. One of the branches in the AA, or 16.67 percent, is located in a moderate-income area. This exceeds the percentage of the population that lives in moderate-income areas. There are no low-income tracts within the Rochester MSA AA. All of Think's branches offer a full range of banking services and many offer extended hours. The bank did not open or close any branches within this AA during the evaluation period. Think also has 18 ATM locations throughout the AA including two, or 11.11 percent, located in moderate-income census tracts. This is in line with the percentage of the population living in moderate-income areas. These two ATMs are located at the bank's downtown branch location and are two of the three ATMs that do not accept deposits. The bank closed two ATMs located in moderate-income census tracts, but continues to offer ATM services at other locations within those same census tracts.

Minneapolis MSA:

Delivery systems are reasonably accessible to essentially all portions of the Minneapolis MSA AA. Think operates four full-service branches in the AA. Branches are located in St. Paul, Edina, Eagan, and Apple Valley. One of the four (25%) branches in this AA is located in a moderate-income census tract

and none are located in a low-income tract. This exceeds the percentage of the population that lives in moderate-income areas but falls short of the population living in low-income areas. The bank opened two branch locations in a middle- and upper- income census tract during the evaluation period. Each of the bank's branches in this AA offers access to a full-service ATM. The bank closed one ATM in this AA due to its location becoming inaccessible to customers.

In both of the bank's AAs drive-up hours are extended on weekdays, and Saturday lobby hours and drive-up services are available. These services enhance the accessibility of the branches and do not inconvenience certain portions of the AA.

Branch and ATM services are supplemented by providing other alternative delivery systems. These include online banking with bill pay, direct deposit, mobile banking, and telephone banking. These services are offered free of charge.

Community Development Services

Rochester MSA:

Bank employees provide a limited level of community development services in the Rochester MSA AA. During the review period five bank employees provided qualifying CD services in the Rochester MSA totaling nearly 200 hours. None were considered to be in a leadership capacity.

Think has been a major supporter of the Rochester Area Habitat for Humanity as well as the Rochester Boys & Girls Club. In addition to financial support, the bank has employees that serve with each organization as board members and on various committees. These employees provide technical assistance on financial matters to the organizations.

Minneapolis MSA:

No community development services were provided in the Minneapolis MSA AA.

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 nonmetropolitan 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 : (10/01/09 to 12/31/11) (Month Day, Year to Month Day, Year) Investment and Service Tests : (10/01/09 to 12/31/11)	
Financial Institution	Products Reviewed	
Think Mutual Bank (Think) 5200 Members Parkway, NW Rochester, MN	HMDA loans Consumer loans Small Business loans Community development loans, investments and services	
Affiliate(s)	Affiliate Relationship	Products Reviewed
NA		
List of Assessment Areas and Type of Examination		
Assessment Area	Type of Exam	Other Information
Rochester, MN MSA Minneapolis-St. Paul, MN MSA	Full Scope Full Scope	

Appendix B: Market Profiles for Full Scope Areas

Rochester, MN MSA

Demographic Information for Full Scope Area: Think Rochester MSA AA						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	42	0.00	11.90	61.90	23.81	2.38
Population by Geography	153,018	0.00	12.18	66.57	21.08	0.17
Owner-Occupied Housing by Geography	45,060	0.00	8.76	68.64	22.60	0.00
Business by Geography	16,307	0.00	11.90	64.62	23.33	0.16
Farms by Geography	1,289	0.00	1.86	87.82	10.32	0.00
Family Distribution by Income Level	40,439	15.77	18.73	27.45	38.04	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	13,953	0.00	15.04	73.03	11.93	0.00
Median Family Income		\$59,198	Median Housing Value	117,351		
HUD Adjusted Median Family Income for 2011		\$80,200	Unemployment Rate (2000 US Census)	1.99%		
Households Below Poverty Level		6%				

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

Source: 2000 US Census and 2011 HUD updated MFI

The Rochester, Minnesota MSA AA consists of 42 contiguous census tracts within Olmsted, Dodge, and the western half of Wabasha County. The AA does not include the entire Rochester MSA as the eastern portion of Wabasha County is excluded due to distance from the bank's office locations. The AA includes five moderate-income and no low-income census tracts. The bank's AA complies with regulatory requirements and does not arbitrarily exclude low-or moderate-income geographies. This particular AA includes the corporate office and six branch locations, including one located in a moderate-income census tract. In addition, there are 18 ATMs throughout the AA, including two located in moderate-income census tracts.

Competition among financial institutions in the Rochester AA is strong. Numerous national and state banks, thrift banks, credit unions, finance companies, and mortgage companies have a presence in the AA. Think ranks first out of 27 banks in deposit market share, holding 25.32 percent of the AA's deposits. Wells Fargo Bank, NA ranks second with 20.88 percent deposit market share in the AA. The bank ranks second to Wells Fargo for HMDA loan market share out of 198 lenders. Wells Fargo holds 21.66 percent of the market share, compared to Think's 10.02 percent market share.

Major employers in the Rochester area include the Mayo Clinic, which is headquartered in the area, as well as IBM, which has a major operation in Rochester. Per the Bureau of Labor Statistics, unemployment rates in Olmsted, Dodge, and Wabasha Counties were 5.3 percent, 6.1 percent, and 5.9 percent, respectively in 2011. The unemployment rates of these counties are comparable to the current state unemployment rate of 5.7 percent and less than the national unemployment rate of 8.1 percent.

We contacted a member of an affordable housing organization in Rochester. The purpose of our contact was to gain a better understanding of the demographics and primary credit needs of the AA. Affordable housing, specifically rental housing, was identified as the AA’s primary credit need. Programs designed to assist in meeting this community need are limited; however, local financial institutions are doing a good job participating in the programs that are currently available.

Minneapolis-St. Paul, MN MSA

Demographic Information for Full Scope Area: Think Mutual Mpls MSA AA						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	610	7.70	21.97	42.30	27.38	0.66
Population by Geography	2,343,972	5.77	19.68	44.44	30.02	0.09
Owner-Occupied Housing by Geography	640,341	1.93	15.24	48.55	34.28	0.00
Business by Geography	266,220	4.07	15.59	46.12	34.06	0.16
Farms by Geography	5,376	0.93	7.89	55.73	35.44	0.02
Family Distribution by Income Level	582,799	17.36	18.27	25.14	39.23	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	207,647	9.04	28.50	45.83	16.63	0.00
Median Family Income		\$64,885	Median Housing Value	148,349		
HUD Adjusted Median Family Income for 2011		\$82,700	Unemployment Rate (2000 US Census)	2.02%		
Households Below Poverty Level		7%				

(*) The NA category consists of geographies that have not been assigned an income classification.
 Source: 2000 US Census and 2011 HUD updated MFI

The Minneapolis-St. Paul MSA AA consists of 610 contiguous census tracts within Hennepin, Ramsey, Washington, Dakota, Scott, and Carver counties. The AA does not encompass the entire Minneapolis-St. Paul MSA as the bank cannot reasonably serve the entire MSA. The AA includes 134 moderate-income and 47 low-income census tracts. The AA complies with regulatory requirements and does not arbitrarily exclude low- or moderate- income geographies. The AA includes four branch locations, including one in a moderate-income census tract. All branch locations offer access to ATMs that accept deposits.

The largest employers in the state of Minnesota are based out of the Minneapolis-St. Paul area. State and local governments, Target Corporation, 3M, General Mills, the University of Minnesota, and several large financial institutions are headquartered in the AA. Per the Bureau of Labor Statistics, in 2011 unemployment rates in the six counties comprising the Minneapolis-St. Paul MSA AA ranged from 5.6 percent in Carver County to 6.6 percent in Ramsey County and averaged 6.0 percent. The unemployment rates of these counties are in line with the state-wide unemployment rate of 5.7 percent. Unemployment in the AA is much lower than the current 8.1 percent national average.

Competition among financial institutions in the bank's AA is very strong. A large number of national and state banks, thrift banks, credit unions, finance companies, and mortgage companies have a presence in the AA. Based on the June 30, 2012 FDIC Deposit Market Share Report, two large banks (Wells Fargo and US Bank) rank first and second in deposit market share and account for 80 percent of the AA's deposits on a combined basis. Think Mutual ranks 55th out of 128 banks in deposit market share, holding just .07 percent of the AA's deposits. Based on 2010 Peer Mortgage Data, Think ranks 58th out of 585 lending institutions with a 0.18 percent market share.

We relied on a prior community contact conducted in 2012 for the Minneapolis MSA. A member of a community-based development organization located in the AA was contacted previously and affordable housing was identified as the AA's primary credit need. There are many low- and moderate- income families and neighborhoods in need of financial assistance. The community contact felt local financial institutions are doing a good job of meeting these needs.

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. See Interagency Q&As __.12 (i) - 5 and - 6 for guidance on when a bank may receive positive CRA consideration for such loans. Refer to the CRA section of the Compliance Policy intranet page for guidance on table placement.
- 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 multi-family 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 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. Refer to the CRA section of the Compliance Policy intranet page for guidance on table placement.

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: THINK CRA AA				Evaluation Period: OCTOBER 1, 2009 TO DECEMBER 31, 2011						
Assessment Area (2011):	% 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:												
Think Mpls MSA AA	21.30	419	73,974	48	773	0	0	0	0	467	74,747	9.02
Think Rochester MSA AA	78.70	1,648	203,166	77	2,246	0	0	0	0	1,725	205,412	90.98

^{*} Loan Data as of December 31, 2011. Rated area refers to either state or multi-state MA rating area.

^{**} The evaluation period for Community Development Loans is from October 01, 2009 to December 31, 2011.

^{***} Deposit Data as of December 03, 2012. Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

Table 1: Other Products

LENDING VOLUME		Geography: THINK CRA AA				Evaluation Period: OCTOBER 1, 2009 TO DECEMBER 31, 2011								
Assessment Area (2011):	% of Rated Area Loans (#) in MA/AA [†]	Total Optional Loans		Small Business Real Estate Secured**		Home Equity**		Motor Vehicle**		Credit Card**		Other Secured Consumer**		% of Rated Area Deposits in MA/AA ^{***}
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	
Full Review:														
Think Mpls MSA AA	26.97	2,454	30,583	3	350	96	4,413	1,330	19,294	382	1,975	194	2,234	9.02
Think Rochester MSA AA	73.03	6,646	69,292	3	127	258	10,119	2,998	39,513	1,191	4,643	652	8,524	90.98

[†] Loan Data as of December 31, 2011. Rated area refers to either state or multi-state MA rating area.

^{**} The evaluation period for Optional Product Line(s) is from October 01, 2009 to December 31, 2011.

^{***} Deposit Data as of December 03, 2012. Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

Table 1: Other Products

LENDING VOLUME		Geography: THINK CRA AA		Evaluation Period: OCTOBER 1, 2009 TO DECEMBER 31, 2011	
Assessment Area (2011):	Other Unsecured Consumer Loans*		Other Optional Loans*		
	#	\$ (000's)	#	\$ (000's)	
Full Review:					
Think Mpls MSA AA	449	2,317	0	0	
Think Rochester MSA AA	1,544	6,366	0	0	

* The evaluation period for Optional Product Line(s) is from October 01, 2009 to December 31, 2011.

Table 2: Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE		Geography: THINK CRA AA					Evaluation Period: OCTOBER 1, 2009 TO DECEMBER 31, 2011							
Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income*			
	#	% of Total**	% Owner Occupied Units***	% BANK Loans****	% Owner Occupied Units***	% BANK Loans	% Owner Occupied Units***	% BANK Loans	% Owner Occupied Units***	% BANK Loans	Low	Mod	Mid	Upper
Full Review:														
Think Mpls MSA AA	107	20.38	1.93	0.00	15.24	9.35	48.55	43.93	34.28	46.73	2.79	15.91	47.17	34.14
Think Rochester MSA AA	418	79.62	0.00	0.00	8.76	4.07	68.64	50.96	22.60	44.98	0.00	7.19	58.42	34.39

* Based on 2010 Peer Mortgage Data (USPR)

** Home purchase loans originated and purchased in the MA/AA as a percentage of all home purchase loans originated and purchased in the rated area.

*** Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

**** Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

Table 3: Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT		Geography: THINK CRA AA					Evaluation Period: OCTOBER 1, 2009 TO DECEMBER 31, 2011							
Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income [†]			
	#	% of Total ^{**}	% Owner Occupied Units ^{***}	% BANK Loans ^{****}	% Owner Occupied Units ^{***}	% BANK Loans	% Owner Occupied Units ^{***}	% BANK Loans	% Owner Occupied Units ^{***}	% BANK Loans	Low	Mod	Mid	Upper
Full Review:														
Think Mpls MSA AA	31	29.81	1.93	0.00	15.24	6.45	48.55	45.16	34.28	48.39	2.07	13.19	47.36	37.38
Think Rochester MSA AA	73	70.19	0.00	0.00	8.76	4.11	68.64	60.27	22.60	35.62	0.00	8.82	67.65	23.53

[†] Based on 2010 Peer Mortgage Data (USPR)

^{**} Home improvement loans originated and purchased in the MA/AA as a percentage of all home improvement loans originated and purchased in the rated area.

^{***} Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

^{****} Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

Table 4: Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE		Geography: THINK CRA AA				Evaluation Period: OCTOBER 1, 2009 TO DECEMBER 31, 2011								
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income [†]			
	#	% of Total ^{**}	% Owner Occupied Units ^{***}	% BANK Loans ^{****}	% Owner Occupied Units ^{***}	% BANK Loans	% Owner Occupied Units ^{***}	% BANK Loans	% Owner Occupied Units ^{***}	% BANK Loans	Low	Mod	Mid	Upper
Full Review:														
Think Mpls MSA AA	281	19.54	1.93	1.42	15.24	3.20	48.55	37.37	34.28	58.01	0.93	8.18	44.05	46.84
Think Rochester MSA AA	1,157	80.46	0.00	0.00	8.76	3.46	68.64	59.20	22.60	37.34	0.00	4.61	58.37	37.03

[†] Based on 2010 Peer Mortgage Data (USPR)

^{**} Home refinance loans originated and purchased in the MA/AA as a percentage of all home refinance loans originated and purchased in the rated area.

^{***} Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

^{****} Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

Table 5: Geographic Distribution of Multi-family Loans

Geographic Distribution: MULTI-FAMILY		Geography: THINK CRA AA					Evaluation Period: OCTOBER 1, 2009 TO DECEMBER 31, 2011							
Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate HMDA Lending (%) by Tract Income [†]			
	#	% of Total ^{**}	% of MF Units ^{***}	% BANK Loans ^{****}	% MF Units ^{***}	% BANK Loans	% MF Units ^{***}	% BANK Loans	% MF Units ^{***}	% BANK Loans	Low	Mod	Mid	Upper
Full Review:														
Think Mpls MSA AA	0	0.00	10.94	0.00	30.77	0.00	43.38	0.00	14.91	0.00	10.70	32.62	44.39	12.30
Think Rochester MSA AA	0	0.00	0.00	0.00	31.33	0.00	58.23	0.00	10.44	0.00	0.00	42.86	42.86	14.29

[†] Based on 2010 Peer Mortgage Data (USPR)

^{**} Multi-family loans originated and purchased in the MA/AA as a percentage of all multi-family loans originated and purchased in the rated area.

^{***} Percentage of Multi Family Units is the number of multi family units in a particular geography divided by the number of multi family housing units in the area based on 2000 Census information.

^{****} Multifamily loan distribution includes Home Purchases, Home Improvement and Refinances.

Table 6: Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES														Geography: THINK CRA AA				Evaluation Period: OCTOBER 1, 2009 TO DECEMBER 31, 2011			
Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate Lending (%) by Tract Income [*]										
	#	% of Total ^{**}	% of Businesses ^{***}	% BANK Loans	% of Businesses ^{***}	% BANK Loans	% of Businesses ^{***}	% BANK Loans	% of Businesses ^{***}	% BANK Loans	Low	Mod	Mid	Upper							
Full Review:																					
Think Mpls MSA AA	48	38.40	4.07	0.00	15.59	16.67	46.12	47.92	34.06	35.42	3.21	12.87	44.90	39.01							
Think Rochester MSA AA	77	61.60	0.00	0.00	11.90	6.49	64.62	50.65	23.33	42.86	0.00	15.40	55.32	29.28							

^{*} Based on 2010 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 (2011).

Table 7: Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS														Geography: THINK CRA AA				Evaluation Period: OCTOBER 1, 2009 TO DECEMBER 31, 2011			
Assessment Area:	Total Small Farm Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Aggregate Lending (%) by Tract Income [†]										
	#	% of Total ^{**}	% of Farms ^{***}	% BANK Loans	% of Farms ^{**}	% BANK Loans	% of Farms ^{**}	% BANK Loans	% of Farms ^{**}	% BANK Loans	Low	Mod	Mid	Upper							
Full Review:																					
Think Mpls MSA AA	0	0.00	0.93	0.00	7.89	0.00	55.73	0.00	35.44	0.00	2.32	6.18	63.32	28.19							
Think Rochester MSA AA	0	0.00	0.00	0.00	1.86	0.00	87.82	0.00	10.32	0.00	0.00	1.21	89.09	9.70							

[†] Based on 2010 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 (2011).

Table 8: Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE														Geography: THINK CRA AA				Evaluation Period: OCTOBER 1, 2009 TO DECEMBER 31, 2011			
Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Aggregate Lending Data [†]										
	#	% of Total ^{**}	% Families ^{***}	% BANK Loans ^{****}	% Families ¹	% BANK Loans ^{****}	% Families ^{***}	% BANK Loans ^{****}	% Families ^{***}	% BANK Loans ^{****}	Low	Mod	Mid	Upper							
Full Review:																					
Think Mpls MSA AA	107	20.38	17.36	9.43	18.27	27.36	25.14	16.04	39.23	47.17	20.17	29.41	21.47	28.94							
Think Rochester MSA AA	418	79.62	15.77	11.75	18.73	23.50	27.45	27.82	38.04	36.93	21.11	32.57	21.07	25.24							

[†] Based on 2010 Peer Mortgage Data (USPR)

^{**} Home purchase loans originated and purchased in the MA/AA as a percentage of all home purchase loans originated and purchased in the rated area.

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

^{****} As a percentage of loans with borrower income information available. No information was available for 0.4% of loans originated and purchased by BANK.

¹ Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

Table 9: Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT														Geography: THINK CRA AA				Evaluation Period: OCTOBER 1, 2009 TO DECEMBER 31, 2011										
Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Aggregate Lending Data ¹																	
	#	% of Total ²	% Families ³	% BANK Loans ⁴	% Families ²	% BANK Loans ⁴	% Families ³	% BANK Loans ⁴	% Families ³	% BANK Loans ⁴	% Families ³	% BANK Loans ⁴	Low	Mod	Mid	Upper												
Full Review:																												
Think Mpls MSA AA	31	29.81	17.36	3.23	18.27	6.45	25.14	38.71	39.23	51.61	11.92	23.96	28.34	35.79														
Think Rochester MSA AA	73	70.19	15.77	5.48	18.73	16.44	27.45	28.77	38.04	49.32	11.38	23.75	32.34	32.53														

¹ Based on 2010 Peer Mortgage Data (USPR)

² 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.

³ Percentage of Families is based on the 2000 Census information.

⁴ As a percentage of loans with borrower income information available. No information was available for 0.0% of loans originated and purchased by BANK.

² Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

Table 10: Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE														Geography: THINK CRA AA				Evaluation Period: OCTOBER 1, 2009 TO DECEMBER 31, 2011								
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Aggregate Lending Data ¹															
	#	% of Total ²	% Families ³	% BANK Loans ⁴	% Families ³	% BANK Loans ⁴	% Families ³	% BANK Loans ⁴	% Families ³	% BANK Loans ⁴	Low	Mod	Mid	Upper												
Full Review:																										
Think Mpls MSA AA	281	19.54	17.36	5.69	18.27	9.25	25.14	22.06	39.23	62.99	7.25	19.71	26.70	46.33												
Think Rochester MSA AA	1,157	80.46	15.77	7.69	18.73	17.63	27.45	23.68	38.04	50.99	7.67	20.89	26.50	44.94												

¹ Based on 2010 Peer Mortgage Data (USPR)

² 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.

³ Percentage of Families is based on the 2000 Census information.

⁴ As a percentage of loans with borrower income information available. No information was available for 0.0% of loans originated and purchased by BANK.

⁵ Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

Table 11: Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES		Geography: THINK CRA AA			Evaluation Period: OCTOBER 1, 2009 TO DECEMBER 31, 2011				
Assessment Area:	Total Small Loans to Businesses		Businesses With Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Aggregate Lending Data [†]	
	#	% of Total ^{**}	% of Businesses ^{***}	% BANK Loans ^{****}	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
Full Review:									
Think Mpls MSA AA	48	38.40	67.35	81.25	100.00	0.00	0.00	49,343	46.86
Think Rochester MSA AA	77	61.60	71.62	92.21	94.81	1.30	3.90	2,645	51.64

[†] Based on 2010 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 - 2011).

^{****} Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 4.00% 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: THINK CRA AA			Evaluation Period: OCTOBER 1, 2009 TO DECEMBER 31, 2011				
Assessment Area:	Total Small Loans to Farms		Farms With Revenues of \$1 million or less		Loans by Original Amount Regardless of Farm Size			Aggregate Lending Data [*]	
	#	% of Total ^{**}	% of Farms ^{***}	% BANK Loans ^{****}	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
Full Review:									
Think Mpls MSA AA	0	0.00	96.88	0.00	0.00	0.00	0.00	265	75.47
Think Rochester MSA AA	0	0.00	97.98	0.00	0.00	0.00	0.00	168	67.26

^{**} Based on 2010 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 - 2011).

^{****} Small loans to farms with revenues of \$1 million or less as a percentage of all loans reported as small loans to farms. No information was available for 0.00% of small loans to farms originated and purchased by the bank.

Table 13: Geographic and Borrower Distribution of Consumer Loans

Geographic and Borrower Distribution: CONSUMER LOANS		Geography: THINK CRA AA										Evaluation Period: OCTOBER 1, 2009 TO DECEMBER 31, 2011							
Assessment Area:	Geographic Distribution										Borrower Distribution								
	Total Consumer Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		
	#	% of Total [*]	% of Hhlds ^{**}	% of BANK Loans	% of Hhlds ^{**}	% of BANK Loans	% of Hhlds ^{**}	% of BANK Loans	% of Hhlds ^{**}	% of BANK Loans	% of Hhlds ^{**}	% of BANK Loans	% of Hhlds [*]	% of BANK Loans	% of Hhlds ^{**}	% of BANK Loans	% of Hhlds ^{**}	% of BANK Loans	
Full Review:																			
Think Mpls MSA AA	2,451	26.95	5.22	1.26	20.59	11.91	46.03	47.16	28.16	39.66	21.49	19.79	17.86	25.54	20.53	23.42	40.12	30.68	
Think Rochester MSA AA	6,643	73.05	0.00	0.00	13.78	5.10	66.53	65.35	19.69	29.55	19.70	29.22	17.10	23.53	21.20	21.21	42.00	25.46	

^{*} Consumer Loans originated and purchased in the MA/AA as a percentage of all consumer loans originated and purchased in the rated area.

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

Table 14: Qualified Investments

QUALIFIED INVESTMENTS									
Geography: THINK CRA AA				Evaluation Period: OCTOBER 1, 2009 TO DECEMBER 31, 2011					
Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
Full Review:									
Think Mpls MSA AA	0	0	0	52	6	52	8.87	0	0
Think Rochester MSA AA	0	0	40	529	40	529	91.13	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: THINK CRA AA				Evaluation Period: OCTOBER 1, 2009 TO DECEMBER 31, 2011			
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	Upper			Low	Mod	Mid	Upper	Low	Mod	Mid	Upper							
Full Review:																								
Think Mpls MSA AA	9.02	4	40.00	0.00	25.00	50.00	25.00	0	0	0	0	0	0	5.77	19.68	44.44	30.02							
Think Rochester MSA AA	90.98	6	60.00	0.00	16.67	50.00	33.33	0	0	0	0	0	0	0.00	12.18	66.57	21.08							