

1. The Bank's response references \$151 million in community development loans and a \$228.8 million investment commitment in the Chicago area. What is the time period for this activity and what are the activities supported by these loans and investments?

The numbers provided in our earlier response were preliminary and covered the period of time from January 1, 2010 through September 30, 2013. We have updated our lending and investment totals to include activities through December 31, 2013.

From January 1, 2010 through December 31, 2013, U.S. Bank's community development investments totaled approximately \$281 million in the Chicago CRA assessment area. The investments are broken out as follows:

Category	Total
Annual Support/Sponsorships	\$12,276,679.90
Blind Funds (Tax Credits)	\$17,377,449.88
Bonds	\$1,625,000.00
Equity	\$657,796.19
Grant	\$5,185,146.47
In-Kind Donations	\$5,446,564.50
Mortgage Backed Securities	\$3,630,875.49
Historic Tax Credits (CRA)	\$45,258,951.44
Low Income Housing Tax Credits	\$44,665,315.42
New Market Tax Credits	\$144,848,721.20
Total	\$280,972,500.49

From January 1, 2010 through December 31, 2013, U.S. Bank originated approximately \$242 million in community development loans. The loans are broken out as follows:

Category	Total
Affordable Housing	\$159,831,325.50
Economic Revitalization	\$32,639,543.00
Community Services for LMI People	\$49,575,800.30
Small Business Financing	\$250,000.00
Total	\$242,296,668.80

Please see our response to Questions 2, 7 and 8 for more information on community development investments and loans.

2. Specific to the Chicago, IL and the Cleveland, Cincinnati and Akron, OH Metropolitan Statistical Areas (collectively referred to as "MSAs"), provide information on the dollar amount and number of loans (small business, home purchase, home improvement,

refinance (of home improvement and home purchase loans), and community development) and community development investments made since the 12/31/2008 CRA · Performance Evaluation. Highlight activities that supported low- and moderate-income ("LMI") individuals or census tracts or supported the availability of or access to affordable housing.

Lending and investment information by assessment area is shown below, broken out by exam periods.

U.S. Bank Lending and Investment Chicago Assessment Area				
Lending Category	January 1, 2009 - December 31, 2011		January 1, 2012 - December 31, 2013	
	Number of Loans	Dollar Total (000)	Number of Loans	Dollar Total (000)
Small Business	18,902	\$534,825	18,141	\$427,727
Home Purchase	7,575	\$1,870,340	7,191	\$1,646,214
Home Improvement	345	\$53,168	587	\$92,101
Home Refinance	26,235	\$6,781,112	19,610	\$4,797,779
Community Development	January 1, 2009 - March 31, 2012		April 1, 2012 - December 31, 2013	
	Number of Loans	Dollar Total (000)	Number of Loans	Dollar Total (000)
Lending	17	\$126,764	22	\$145,319
Investments	524	\$205,515	458	\$92,890

U.S. Bank Lending and Investment Cincinnati Assessment Area				
Lending Category	January 1, 2009 - December 31, 2011		January 1, 2012 - December 31, 2013	
	Number of Loans	Dollar Total (000)	Number of Loans	Dollar Total (000)
Small Business	16,080	\$554,872	11,868	\$388,501
Home Purchase	5,480	\$756,946	3,262	\$486,362
Home Improvement	543	\$31,953	487	\$33,933
Home Refinance	9,022	\$1,462,077	6,927	\$953,330
Community Development	January 1, 2009 - March 31, 2012		April 1, 2012 - December 31, 2013	
	Number of Loans	Dollar Total (000)	Number of Loans	Dollar Total (000)
Lending	55	\$123,945	27	\$135,186
Investments	331	\$85,335	390	\$111,530

U.S. Bank Lending and Investment Cleveland Assessment Area				
Lending Category	January 1, 2009 - December 31, 2011		January 1, 2012 - December 31, 2013	
	Number of Loans	Dollar Total (000)	Number of Loans	Dollar Total (000)
Small Business	9,524	\$202,854	6,014	\$143,494
Home Purchase	2,786	\$300,436	1,714	\$193,433
Home Improvement	205	\$8,303	191	\$10,817
Home Refinance	2,184	\$308,221	2,767	\$335,181
Community Development				
	January 1, 2009 - March 31, 2012		April 1, 2012 - December 31, 2013	
	Number of Loans	Dollar Total (000)	Number of Loans	Dollar Total (000)
Lending	6	\$27,527	7	\$44,458
Investments	371	\$70,932	241	\$13,200

U.S. Bank Lending and Investment Akron Assessment Area				
Lending Category	January 1, 2009 - December 31, 2011		January 1, 2012 - December 31, 2013	
	Number of Loans	Dollar Total (000)	Number of Loans	Dollar Total (000)
Small Business	2,299	\$49,243	1,430	\$35,821
Home Purchase	728	\$77,961	870	\$89,931
Home Improvement	57	\$3,072	41	\$2,243
Home Refinance	760	\$107,241	950	\$107,279
Community Development				
	January 1, 2009 - March 31, 2012		April 1, 2012 - December 31, 2013	
	Number of Loans	Dollar Total (000)	Number of Loans	Dollar Total (000)
Lending	2	\$85,250	1	\$44,942
Investments	85	\$2,674	91	\$7,465

U.S. Bank has engaged in many activities that support low- and moderate-income individuals or census tracts, or support the availability of, or access to, affordable housing. Recent highlights are outlined below, in the highlight documents attached as [Exhibit 1A](#) and the “Performance Context” presentation regarding the Chicago area previously provided to the OCC in April 2012 and attached as [Exhibit 1B](#).

Chicago

U.S. Bank has partnerships and/or has provided foundation or corporate contributions to over 175 nonprofits in the Chicagoland area since 2010, including strong affordable housing partnerships with over 20 nonprofits.

Through the acquisition of the assets and liabilities of First Bank of Oak Park (FBOP), U.S. Bank continued to fund several legacy FBOP affordable housing programs and loan pools. Examples include:

- St. Bernard Hospital: The hospital has partnered with Neighborhood Housing Services, Teamwork Englewood, and Chicago Neighborhood Initiatives to build single family homes around the hospital in an effort to revitalize the neighborhood. [REDACTED]

U.S. Bank made ██████ in corporate contributions to St. Bernard Hospital from 2009-2011.

- Neighborhood Housing Services of Chicago: U.S. Bank has a strong relationship with NHS that includes provision of grants, lending and a membership on NHS' board. U.S. Bank has provided ██████ per year of corporate and foundation contributions. U.S. Bank acquired three 1-4 family residential mortgage loan pool funds from FBOP: Fund 2002, Fund 2006 and Fund 2009. Outstanding book balances for all three funds currently total ██████. U.S. Bank also sponsors NHS' annual fundraising event, and U.S. Bank staff are also involved with NHS committees.
- U.S. Bank provided the capital and technical assistance for Chicago Neighborhood Initiatives (CNI) to become a standalone not for profit entity. CNI has developed and is developing several affordable housing projects on Chicago's Southside. <http://www.cnigroup.org/affordable.html> Several U.S. Bank executives sit on the board of CNI.
- In 2011 U.S. Bank signed a Community Benefits Agreement with the Coalition to Save Community Banking. Through the agreement, the Bank meets on a regular basis with community residents to share information on our affordable mortgage products and discuss how to reach borrowers in underserved communities via outreach and financial education resources. The Bank also created the Community Restoration Fund pilot project, which allowed for six single family homes to be purchased and rehabbed by the coalition, employing minority and previously incarcerated residents and made available for purchase by low to moderate income individuals.

U.S. Bank has partnered with several nonprofit agencies that provide home buyer education such as the Spanish Coalition for Housing, who recently wrote a letter to OCC commenting on the Bank's outreach and exemplary customer service. These partnerships include providing monetary support via the U.S. Bank foundation or corporate contributions, as well as bank employees volunteering to serve on the board of directors and/or teaching financial education classes.

The Bank also provides community development loans and tax credit equity to developers that provide affordable rental housing. Some examples include: 1) Pullman Wheelworks; this development was recognized as an ambitious effort by HUD Secretary Donovan (<http://www.pitchengine.com/mercyhousing/hud-secretary-shaun-donovan-lauds-historic-housing-partnership-during-pullman-housing-redevelopment-tour>), 2) Casa Maravilla, 3) Park Boulevard II and 4) Viceroy Hotel.

Cincinnati

Examples of U.S. Bank's community activities in Cincinnati include:

- Cincinnati Union Bethel (CUB): Anna Louise Inn has been caring for people in Cincinnati since 1830. CUB operates three programs: Early Childhood Education at four Head Start preschools; the Anna Louise Inn, which provides safe and affordable housing for women; and Off the Streets[®], which provides support and rehabilitation services for

prostituted women. [REDACTED]

[REDACTED] U.S. Bank sponsored the organization's Federal Home Loan Bank Affordable Housing Program Application. The organization received an \$850K grant from FHLB that provides financing for housing for low- and moderate income families.

- Local Initiatives Support Corporation (LISC) is a national organization with a local focus. In collaboration with community development corporations (CDCs), LISC staff help identify local priorities and challenges, delivering the most appropriate support to meet local needs. LISC Greater Cincinnati/Northern Kentucky operates its Place Matters program in seven local neighborhoods that focus on housing, safety, community engagement, economic development and healthy lifestyles. U.S. Bank's support provided additional resources to the Greater Cincinnati CDC Association's Back Office program, which provides back-office service at significantly reduced rates or no cost to CDC organizations that work to preserve and increase affordable housing.
- Community Development Corporation's Association of Greater Cincinnati/Northern Kentucky & Dayton (CDCA) is the trade association in Greater Cincinnati, northern Kentucky and Dayton for CDCs and affordable housing service providers. U.S. Bank's membership supported the organization's programming to local CDCs.
- People Working Cooperatively (PWC) provides critical home repairs, energy conservation and accessibility modifications services to low-income and disabled homeowners. The Modifications for Mobility Program provides home repairs removing barriers for persons with physical disabilities. U.S. Bank's grant support assisted PWC in modifying three homes for LMI individuals with disabilities.
- Over the Rhine Community Housing provides meaningful activities to under-served participants who are transitioning from years of homelessness into permanent supportive housing for the first time. The organization assists tenants to develop life skills and improve socialization skills, and offers opportunities for recreational activities. U.S. Bank's grant supported the organization in its work in LMI communities to provide affordable housing options including permanent supportive services.
- Cincinnati Development Fund (CDF) is a non-profit lending institution established in 1988 to finance affordable housing development and community revitalization. U.S. Bank's Equity Equivalent Investments support the lending activity of this Community Development Financial Institution that makes loans for affordable housing and community revitalization.

Cleveland

Examples of U.S. Bank's community activities in Cleveland include:

- Cotman Vistas/Maximum Accessible Housing of Ohio: U.S. Bank purchased [REDACTED] in Low Income Housing Tax Credits (through Enterprise Housing) for the Cotman Vistas project. Cotman Vistas provides 36 units of accessible and affordable housing for people

with physical mobility disabilities. This development provides tenants an opportunity to live in a new, modern, sustainable, green building with highly effective accessibility.

- Cleveland NSP Homes/Cleveland Housing Network: U.S. Bank purchased [REDACTED] in Low Income Housing Tax Credits (through Enterprise Housing) to support the Cleveland NSP housing program managed by the Cleveland Housing Network. The tax credit investment supported 41 new and rehabbed scattered site homes.
- Cleveland Development Advisors (CDA): U.S. Bank committed a [REDACTED] equity investment for the Advanced Cleveland Development Fund, a [REDACTED] fund for major downtown and neighborhood development projects for the next ten years. The funds will impact 1,500 housing units, \$2MM in new/renovated commercial space, \$700MM in business and real estate development, and the creation/retention of 3,000 jobs.

Akron

Examples of U.S. Bank's community activities in Akron include:

- [REDACTED]
- U.S. Bank purchased Low Income Housing Tax Credits (LIHTCs) totaling [REDACTED] through several tax credit funds, including Garnet LIHTC Fund XXXIV and Ohio Equity Funds. The tax credit investments provided funds for 28 separate affordable housing rental projects in the Akron assessment area.

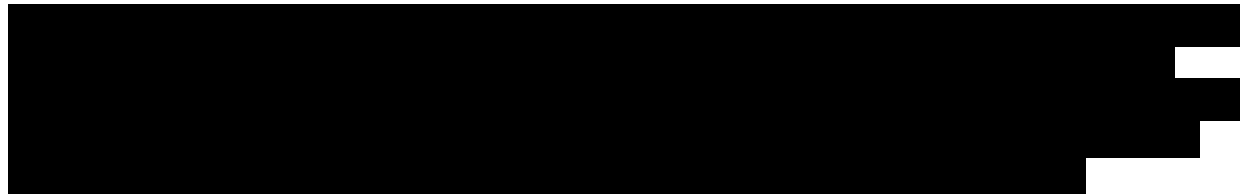
3. For each of the MSAs, provide available 2012 Home Mortgage Disclosure Act ("HMDA") data for applications and originations of conventional home purchase loans, government-backed home purchase loans, refinance loans, and home improvement loans to minority borrowers and within minority census tracts. Indicate the percentage of HMDA loans made within minority census tracts. For any denied applications, provide the reason for denial.

Please see Exhibit 2.

4. For the Chicago MSA, also provide the same HMDA data for LMI individuals and women. For any denied applications, provide the reason for denial.

Please see Exhibit 2.

5. Discuss what analysis and analytics, if any, are done by U.S. Bank to evaluate HMDA data, particularly with respect to lending to women, minority and LMI applicants, and within minority and LMI census tracts.



6. In general and specific to the MSAs, discuss any products or programs targeted to LMI individuals or census tracts, or programs that support the availability of or access to affordable housing, including programs with flexible criteria and in connection with government and nonprofit support.

U.S. Bank Home Mortgage offers several mortgage loan programs targeted to LMI individuals or neighborhoods:

Mortgage Products:

- American Dream
- Freddie Mac Home Possible
- Illinois Housing Development Authority bond programs
- Ohio Housing Finance Agency bond programs
- FHA
- Guaranteed Rural Housing

In addition, U.S. Bank Home Mortgage participates in a number of down payment assistance programs that can help LMI individuals or individuals purchasing homes in LMI neighborhoods:

Down Payment Assistance Programs

Chicago:

- DuPage Homestead Assistance Program
- Housing Continuum, Inc. (HAP for State of Illinois)
- New Homes for Chicago
- Home Pride Assistance Program
- HOPE 3 Grant Program
- University Village Affordable Housing Program
- LUCHA-IHDA Homeownership Assistance Program
- Chicago Partnership for Affordable Neighborhoods Assistance Program

- City Lots for City Living Assistance Program
- Kedzie Townhomes IDHA Assistance Program
- REACH Illinois Employer Assisted Housing Program
- Illinois Association of Realtors Home Power Assistance Program
- Illinois Housing Development Authority: Smart Move Down Payment Assistance Program, Welcome Home Heroes Program and Building Blocks Assistance Program
- Find Your Place in Chicago Incentive Grant Program
- Kane County First-Time Homebuyer Assistance Program
- Mercy Hospital Employer Assisted Housing Program
- Spanish Coalition for Housing Home Purchase Closing Cost Assistance Program
- Loyola University Assisted Housing Program
- CityLIFT Down Payment Assistance Program
- Dupage Homestead Closing Cost Grant
- Village of Schaumburg Assistance Program

Cincinnati:

- OHFA Assistance Grant
- Shuttlesworth Housing Foundation Downpayment Assistance
- Great Cincinnati Mortgage Counseling Service (GCMCS)
- Better Housing League - Ohio Housing Trust Fund
- University Settlement Program Assistance
- HOC Small Repair Assistance Program
- Home Ownership Center of Greater Cincinnati Assistance Program
- Lincoln Court Project Assistance Program
- Cincinnati Estate Ambassador Downpayment Assistance Grant
- City of Middletown Assistance Program
- Cincinnati Housing Partners Housing Development Assistance Program
- Ohio Housing Finance Agency Grant For Grads Assistance Program
- Working In Neighborhoods Downpayment Assistance
- Hamilton County HOME Assistance Program
- OHFA Down Payment Assistance Program
- City of Cincinnati Notice of Funding Availability Assistance Program

Cleveland:

- OHFA Assistance Grant
- Local Initiative Support Corp – LISC
- City of Cleveland “Your Home”
- City of Cleveland “Afford-A-Home”
- Cuyahoga County Downpayment Assistance
- University Settlement Program Assistance
- City of East Cleveland Home Ownership Program H.O.P.
- Lake County First Time Buyer Down Payment Program
- Cleveland Heights Down Payment Assistance Program
- Ohio Housing Finance Agency Grant For Grads Assistance Program
- OHFA Down Payment Assistance Program

- City of Parma Assistance Program
- City of Euclid Assistance Program
- City of Bedford Assistance Program

Akron:

- East Akron Neighborhood Development Corporation DEAP Grant Program (Statewide)
- OHFA Assistance Grant
- University Settlement Program Assistance
- East Akron/Arlington Homes III Project Assistance Program
- Akron Metropolitan Housing Authority HOPE VI Assistance Program
- Ohio Housing Finance Agency Grant for Grads Assistance Program
- OHFA Down Payment Assistance Program

7. Within the MSAs, discuss any partnerships with community development organizations or groups or government entities and the nature of the partnerships, including organizations that support the Bank's lending, investment, and service activities in LMI and minority census tracts.

U.S. Bank partners with many community development organizations to support lending, investment and service activities in LMI and minority census tracts. These partnerships include:

Chicago

Chicago Neighborhood Initiatives (CNI): U.S. Bank partnered on several developments with CNI, including the redevelopment of former Ryerson Steel site / Pullman Park Development. The Ryerson Steel site is located in North Pullman. North Pullman is located in the 60628 zip code, which, according to 2013 FFIEC demographic census information, is in a low income census tract and 99.40% minority (96% African American). The development will result in the creation of 700 new construction jobs and over 1,000 permanent jobs. U.S. Bank purchased more than [REDACTED] in federal New Markets Tax Credits [REDACTED] and donated 6.3 acres of land. Walmart was the first anchor tenant and opened in 2013. Several U.S. Bank employees have served on the board of CNI.

Local Initiatives Support Corporation (LISC) Chicago: U.S. Bank has been a long-time supporter of LISC Chicago. LISC programming supports organizations in targeted neighborhoods throughout the Chicago assessment area. Many of the targeted neighborhoods are in low and moderate income census tracts and have a large minority population, such as Englewood, Little Village and South Chicago. U.S. Bank staff have served on the LISC advisory board. In addition to providing operating support to LISC, U.S. Bank strategically provided support to several of LISC's neighborhood lead agencies – they organize the planning, set the redevelopment agenda and implement the programs. U.S. Bank supports 10 out of 16 lead agencies.

Coalition for Community Banking: The Coalition group formed subsequent to the FDIC assisted acquisition of First Bank of Oak Park (FBOP). Members are primarily from the Westside of Chicago/Oak Park near the former FBOP headquarters. A Community Benefits

Agreement was signed in 2011 and ran through 2013. The agreement included a Community Restoration Fund, financed by U.S. Bank and led by Westside Health Authority, to buy and renovate homes in the Austin area of Chicago and Maywood. Although the agreement ended in 2013, U.S. Bank staff continue to meet with coalition members to strategize on ways to meet the Westside community's needs and the bank continues to provide operational funding to the coalition.

Neighborhood Housing Services (NHS): U.S. Bank has a long-standing relationship with NHS. The relationship includes sponsorship of NHS' annual event along with support of their programs. U.S. Bank employees are involved with NHS: U.S. Bank Chicago Market President serves as a trustee and a U.S. Bank employee served on the operations committee in 2013. Additionally, U.S. Bank participates in and provides volunteers for NHS' annual Neighborworks Day. U.S. Bank also is a funder of the NHS loan pool.

Mercy Housing: Mercy Housing is one of the nation's largest affordable housing organizations. They participate in the development, preservation, management and/or financing of affordable, program-enriched housing across the country. Mercy Housing serves a variety of populations with housing projects for low-income families, seniors and people with special needs. The U.S. Bank mortgage group has been involved on a number of end loan deals with Mercy's Neighborhood Stabilization Properties. U.S. Bank also partners with Mercy Housing in the fall to provide backpacks filled with school supplies for youth residing in the Pullman Wheelworks housing complex. U.S. Bank provides Mercy Housing with an annual operating grant. U.S. Bank has also provided equity and debt financing to several of Mercy Housing's affordable housing developments including Pullman Wheelworks. U.S. Bank is also the trustee for the Mercy Mortgage Resolution Fund (<http://mercyhousingblog.org/2013/09/25/in-the-news-mortgage-resolution-fund-featured-in-the-national-journal/>).

Heartland Alliance: Heartland Alliance is the leading anti-poverty organization in the Midwest and responds to community needs in the areas of housing, health care, economic opportunities and justice. U.S. Bank partners with Heartland in many ways; most significantly in 2013, U.S. Bank participated in financing Harvest Commons (Viceroy Hotel). This was the rehab of an 89-unit multifamily supportive housing property in Chicago. The development recently won a LISC CNDA (<http://www.lisc-cnda.org/Past-winners/20th-CNDA-Winners/The-Richard-H-Driehaus-Foundation-Awards-for-Architectural-Excellence-in-Community-Design-First-Place.html>). U.S. Bank also provides Heartland Alliance with an annual operating grant.

Chicago Community Loan Fund (CCLF): The mission of CCLF is to provide flexible, affordable and responsible financing and technical assistance for community stabilization and development efforts and initiatives that benefit low to moderate income neighborhoods, families and individuals throughout metropolitan Chicago. [REDACTED]

[REDACTED] In addition to providing CCLF with an operating grant, a U.S. Bank employee is a member of the CCLF Loan Approval Committee.

ACCION Chicago: ACCION Chicago is the premier micro-lender and technical assistance provider for Chicago area small businesses. In 2013, U.S. Bank [REDACTED] provided the organization with an operating grant. U.S. Bank branch managers and business banking officers refer clients to ACCION (particularly those customers that don't qualify for traditional bank financing). Also, a U.S. Bank small business banker sits on a loan approval committee.

Choose To Own (CTO): CTO is a program offered by the Chicago Public Housing Authority. U.S. Bank partners by offering mortgage financing and accepting the Section 8 vouchers to underwrite the loans.

The CTO Homeownership Program provides qualified public housing and Housing Choice Voucher (HCV) families with the opportunity to own a home. The CTO process is similar to the conventional home buying process. Families can purchase a single family home, townhome, condominium or cooperative anywhere within the City of Chicago. CTO has helped over 350 CHA families make the transition from renting to owning. Most families utilize the voucher to pay a portion of their mortgage for up to 15-years – the same way families use a voucher to pay a portion of their rent. Other CTO families are able to take on the full portion of their mortgage, and do not require any financial assistance from CHA. These families are able to transition directly into homeownership and out of subsidized housing.

Cincinnati

LISC Cincinnati: LISC is a national organization with a local focus. In collaboration with CDCs, LISC staff help identify local priorities and challenges, delivering the most appropriate support to meet local needs. LISC Greater Cincinnati/Northern Kentucky operates its Place Matters program in seven local neighborhoods, focusing on housing, safety, community engagement, economic development and healthy lifestyles. U.S. Bank's grant support to LISC Place Matters supports community revitalization in LMI communities; U.S. Bank also provided grant support for the Easter Seals - Building Value (Deconstruction Jobs Program) program that provides job training and jobs for at-risk individuals who show an aptitude for working in the construction field. U.S. Bank also provided additional support to the Greater Cincinnati CDC Association's Back Office program, which provides back-office service at a significantly reduced rate to CDC organizations who work to preserve and increase affordable housing.

City of Cincinnati's Neighborhood Enhancement Program (NEP): NEP is a partnership with the City of Cincinnati and supports two communities annually. U.S. Bank's support since inception has provided over ██████ in support for nine neighborhoods. City departments (including police, public works, Community Development and Planning) and other community organizations and members of the private sector mobilize their combined resources in a 90-day blitz to address resident identified community priorities. NEP has received six national awards for best practices. NEP helps to improve the condition of a number of primarily LMI neighborhoods: East Price Hill, Evanston, Over-the-Rhine, Pendelton, Mt Washington, Corryville, College Hill, Kennedy Heights, and Carthage.

Greater Cincinnati Micro Enterprise Initiative (GCMI): GCMI is a local CDFI whose mission is to promote individual self-sufficiency and community economic development by stimulating and supporting entrepreneurship among low and moderate income people. U.S. Bank provided workbook materials to class participants in 2013. In past years, U.S. Bank provided grant support. A U.S. Bank small business banker is on GCMI's loan committee.

Cincinnati Development Fund (CDF): CDF is a non-profit lending institution established in 1988 to finance affordable housing development and community revitalization. U.S. Bank's

Equity Equivalent Investments support the lending activity of this CDFI that makes loans for affordable housing and community revitalization.

Cleveland

El Barrio - The Center for Families and Children: El Barrio provides employment training and career placement to promote self-sufficiency. U.S. Bank employees conducted basic banking financial education workshops for 101 participants. U.S Bank also provided operating support of [REDACTED] over last three years.

Cleveland Green Homes/Cleveland Housing Network: U.S. Bank purchased Low Income Housing Tax Credits totaling [REDACTED] for Cleveland Green Homes. This investment supported Cleveland Housing Network's effort to successfully complete 45 accessible single-family sustainable homes scattered throughout six Cleveland neighborhoods in the city's Strategic Investment Initiative: Slavic Village, Glenville, Fairfax, Detroit Shoreway, Tremont and Buckeye. Additional funding was provided by the Ohio Green Communities initiative and the Ohio Finance Agency.

St Luke's Manor/ Cleveland Neighborhood Progress: U.S. Bank purchased Low Income Housing Tax Credits totaling [REDACTED] through the Enterprise Housing Partnership to support St. Luke's Manor, a project spearheaded by Cleveland Neighborhood Progress. The historic St. Luke's Hospital, abandoned in 1999, was renovated and restored. It is now home to: 137 units of affordable senior housing; the nationally recognized K through 8 Intergenerational School; and the Boys and Girls Club of Cleveland. The project will soon also house The Center for Families and Children's early childhood classrooms, the St. Luke's Foundation and the new offices of Cleveland Neighborhood Progress.

Famicos Foundation/ University Tower: U.S. Bank [REDACTED] sponsored a [REDACTED] grant from the Federal Home Loan Bank of Cincinnati for this project. This [REDACTED] project, with 13 layers of funding, renovated 113 apartments to be used for LMI seniors, veterans and disabled residents

Akron

East Akron Neighborhood Development Corporation: U.S. Bank provided operating grants totaling [REDACTED] during the past five years for the Center for Homeownership. Activities of the center include first time homebuyer counseling and financial fitness programs to create plans for sustainable homeownership. A U.S. Bank officer has participated on the board of directors for the past five years. EANDC is a leader in sponsoring and developing homes for LMI families and in LMI geographies in the Greater Akron area.

Neighborhood Development Services: U.S. Bank provided an operating grant and sponsorship totaling [REDACTED] to support affordable housing in LMI communities and small business development programs. A U.S. Bank officer serves on the board.

Ways to Work: A U.S. Bank employee serves on the board. Ways to Work assists LMI families to get loans for unexpected expenses to keep their jobs or to stay in school.

For additional community development commitments by U.S. Bank, see our response to Question 2, above.

8. Provide a discussion of any outreach and marketing activities to minorities, LMI individuals and women within the MSAs.

In addition to the partnerships and programs described earlier in this document, we have listed additional examples of how the Bank works to reach minority communities, LMI individuals and women:

Chicago

American Dream Mortgage Program: U.S. Bank loan officers work to market the American Dream mortgage program (in all MSAs noted in this document) to real estate agents, community based organizations and various churches throughout the Chicagoland area. Many of the mortgage team members serve on the boards of nonprofit organizations, which gives them a platform to discuss the uniqueness and specialization of this product with community partners. They also host several home buyer workshops inside and outside of the branch to promote and market this product, and conduct monthly credit repair classes helping first time home buyers prepare themselves to become credit worthy to buy a home. The loan officers actively work with nonprofit partners that assist potential low income and/or minority home buyers. Some examples of nonprofit partners include: Partners in Community, Urban League, Genesis Housing, Bethel New Life, Spanish Coalition, LUCHA and NHS. The team also works with CHA, who offers a mortgage voucher to their clients.

Women's Business Development Center: U.S. Bank was the sponsor of Women's Business Development Center's "27th Annual Entrepreneurial Women's Conference". U.S. Bank's Chicago Market President served as co-chair for this event, which is the oldest conference and business opportunities fair for women in business in the country.

Hispanic Chamber of Commerce: U.S. Bank was the presenting sponsor of 2013 United States Hispanic Chamber of Commerce Annual Convention in Chicago. The USHCC Convention is known as the largest gathering of Hispanic business leaders in America, attracting business associations, entrepreneurs and policymakers.

Puerto Rican Arts Alliance (PRAA): The PRAA has a rotating exhibit in a local U.S. Bank branch location. In addition, to providing the organization with an operating grant, U.S. Bank provided the organization with access to space on a permanent basis used for exhibit and educational purposes.

DuSable Museum: U.S. Bank sponsored the DuSable Museum of African American History's "100 Night of Stars Gala", which is a signature celebration of African American achievement that highlights the legacy of leadership within local communities.

Chicago Urban League: An organization that works for economic, educational and social progress for African American and promotes strong, sustainable communities through progressive advocacy, effective collaboration and innovative programming. U.S. Bank partners

with the CUL to conduct homebuyer workshops and also serves as the sponsor for the CUL's annual Golden Fellowship Dinner. U.S. Bank provides support for the CUL's Spring Summit Luncheon.

The Resurrection Project (TRP): TRP's mission is to promote community empowerment through Property Management, Real Estate Development and Financial Services in the Pilsen and Back of the Yards communities in Chicago. These are predominately Latino areas. In 2013, U.S. Bank collaborated with TRP in a trolley tour in the Back of the Yards community where over 200 Neighborhood Stabilization Properties were viewed. Financial counselors were on hand to talk to and answer any question for trolley passengers. U.S. Bank has also worked with the agency to finance affordable housing developments and promote homeownership.

Bethel New Life: An organization that facilitates neighborhood stabilization through community development, affordable housing and skill-based training opportunities. The Bank partners with Bethel New Life on home ownership, small business and unbanked outreach. Austin, the neighborhood that Bethel serves, is of low to moderate income and predominately minority.

Cincinnati

Cincinnati Chamber of Commerce - Minority Business Accelerator (MBA) and Ross Love Small Business Fund: These two distinct programs are housed within the Chamber: the MBA, which focuses on supplier diversity, and the Ross Love Fund, which offers small business loans to grow businesses. U.S. Bank's support of the MBA helps the Chamber to provide coaching and technical assistance to minority owned businesses. Ross Love Small Business Fund was launched in early 2014 and \$5MM in loan capital has been raised. U.S. Bank's funds will be used for operating support.

Urban League of Greater Cincinnati: The Urban League's mission is to transform generations by promoting personal empowerment and economic self-sufficiency. U.S. Bank participated in a small business workshop series. U.S. Bank also sponsored the Urban League's annual meeting.

Cleveland

North East Ohio Hispanic Business Center: The Hispanic Business Center promotes and supports the domestic and international economic development of Hispanic commerce and serves as a liaison to the Hispanic market. U.S. Bank provided operating support of [REDACTED] over the past four years to support entrepreneurial workshops and business graduations.

Urban League of Greater Cleveland: Urban League provides programs for adults promoting self-sufficiency and business development training. U.S. Bank employees provided business banking workshops for the entrepreneur programs. U.S. Bank provided over [REDACTED] in operating support for programs.

Black Pages: U.S. Bank supports this annual event to reach out to small businesses for supplier diversity development and networking.

Black Professional Association Charitable Foundation – U.S. Bank provides support for annual events for college scholarships for African Americans.

Cleveland Asian Festival – U.S. Bank participates in this annual event and markets bank products and services to participants. The festival takes place in an LMI community.

Delta Sigma Theta – Founded in 1913, this organization is one of the oldest African American sororities. U.S. Bank partners with the organization on annual financial education programs for women and minorities in LMI communities and in the Greater Cleveland area.

Esperanza - U.S. Bank partners with this organization to provide scholarship support and to provide customer service training for employees and participants.

Akron

Akron Urban League: U.S. Bank provided operating grants totaling [REDACTED] for the past four years to the Akron Urban League to support its programs, including the Minority Business Development Center which provides business training and loans to minority businesses.

Asia Services in Action: U.S. Bank provided a [REDACTED] grant to support refugee and immigrant programs for LMI families.

The above are just examples of the many outreach and marketing activities the Bank is involved with to reach minority, LMI and women within the Chicago, Cleveland, Cincinnati and Akron MSAs.

In addition, the Bank has developed marketing materials about our products both in English and Spanish that is displayed within our branches and used with our nonprofit and community partners, examples of which are included in Exhibit 3.

9. Describe the Bank's policies and procedures and practices to ensure compliance with fair lending laws as they relate to home mortgage lending and monitoring of fair lending risk. Include in the response a discussion of any comparative file analysis, self-assessments/ audits, second review processes, and complaint resolution processes. Include a discussion of the scope and frequency of these analyses and testing procedures and the process of reviewing and responding to any findings related to these procedures.

The Bank has a board-approved corporate Fair Lending Compliance Policy and Program that emphasizes the Bank's commitment to fair lending compliance and employs a variety of processes or protocols to ensure compliance with applicable fair lending laws and monitor and help control fair lending risks. These policies and procedures are further discussed below.

As described in more detail below, as part of the Fair Lending Policy and Program, the Bank performs various periodic assessments of fair lending risks, including Bank's mortgage businesses, products, and practices units, as well as other regular reviews to evaluate and mitigate fair lending risks. Additionally, the Bank regularly performs fair lending monitoring, including comparative file review, on its mortgage lending portfolios as well as other lending

products on a risk based approach. The Bank also has established protocols to investigate, review, respond, and if appropriate, take corrective actions to resolve customer complaints, including those that may involve fair lending matters.

Fair Lending Policy and Programs

[Redacted]

[Redacted]

- | [Redacted]

- | [Redacted]

- | [Redacted]

[Redacted]

Fair Lending Risk Assessments

[Redacted]

[Redacted]

[REDACTED]

Fair Lending Monitoring and Testing

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]



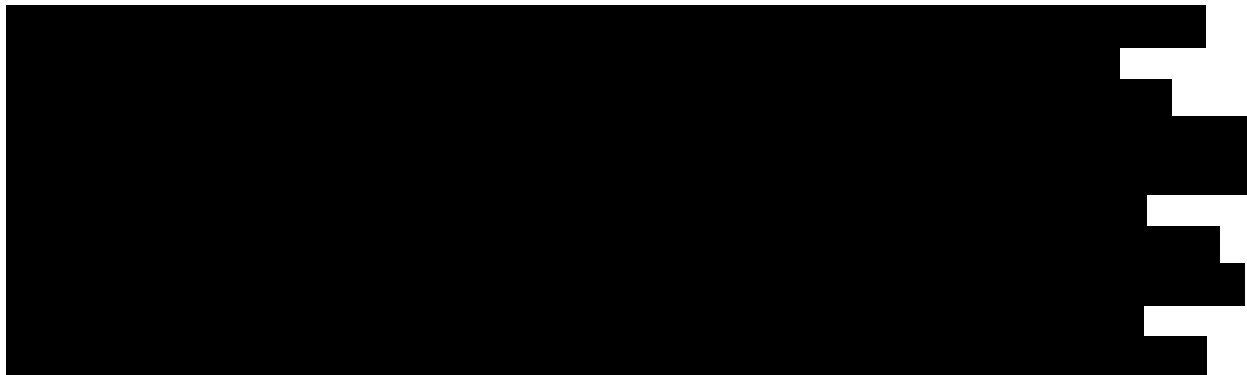
Fair Lending Training

Please see the response to question 10.

Fair Lending Complaint Management



Governance and Reporting



Fair Lending Issue Resolution



Business Line Fair Lending Programs

[REDACTED]

Continual Improvement

[REDACTED]

10. Provide detailed information on the content of the Bank's fair lending related training programs, the individuals responsible for administering the programs, individuals required to receive the training, and the frequency of training. What are the Bank's plans to provide this training to former RBS Citizens employees?

The Bank provides various training to all employees, including training on Bank policies, procedures, and applicable compliance risks. As discussed in more detail below, the Bank, in support of the Fair Lending Policy and Program, develops, updates, assigns, and delivers training curricula associated with fair lending, and all new employees (including those starting as a result of an acquisition) that are involved in the lending process are required to take fair lending training shortly after starting employment and on regular intervals thereafter

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

11. How does the Bank respond to the comment in the Woodstock Institute letter, page 2, that Charter One is outperforming peers in lending to traditionally underserved markets, while U.S. Bank is slightly underperforming in those same markets in the Chicago MSA?

There are a number of contextual factors that the Bank believes should be considered in response to the Woodstock Institute comment regarding relative performance of the two entities. These factors are further discussed below. Ultimately, the Bank believes that, post-acquisition, the benefits of a larger branch network, Charter One’s performance in underserved markets, and the Bank’s performance in applications and originations on a relative basis (normalizing for relative size), refinance performance, and outreach efforts, will benefit Chicago assessment area customers, including traditionally underserved markets in the Chicago MSA.

First, we note that the Woodstock Institute’s analysis focused on U.S. Bank’s total originated HMDA lending, with no separate analysis for home purchase, home improvement and refinance lending. In 2012, the percentage of U.S. Bank’s originated home purchase lending to borrowers with low and moderate incomes was above the corresponding percentage of families with low and moderate incomes in the Chicago assessment area, after the demographic was adjusted, following OCC practice, to exclude the percentage of families below the poverty line. U.S. Bank originated 154 home purchase loans to borrowers with low incomes and 364 loans to borrowers with moderate incomes, out of a total 1,791 loans. The percentage of our home purchase loans to borrowers with low and moderate incomes was 28.92%. The percentage of families with low and moderate incomes in the Chicago assessment area was 36.88%. When adjusted to take out the 9.45% of families below the poverty line, the demographic is 27.43%.

In addition, the percentage of U.S. Bank originated home improvement loans to LMI borrowers was above the adjusted corresponding percentage of LMI families in the Chicago assessment area. U.S. Bank originated 32 home improvement loans to borrowers with low incomes and 29

loans to borrowers with moderate incomes, out of a total 208 loans. The percentage of our home improvement loans to borrowers with low and moderate incomes was 29.33%, above the adjusted demographic of 27.43%.

Second, Charter One has a larger branch presence in the Chicago assessment area than U.S. Bank, including a larger presence in LMI, African American, and Hispanic communities. The additional Charter One branches will expand our presence in LMI and higher minority tracts, which is one of the reasons the acquisition is attractive to the Bank.

Third, as a related matter, the Woodstock Institute’s analysis focuses on raw numbers of originated loans referenced in the 2012 HMDA LAR. Based on originated loan counts, Charter One has much higher percentage of originated loans for Hispanics and African Americans relative to total originated loans, as compared to U.S. Bank. However, as shown in the following chart, U.S. Bank’s overall origination rates (the percentage of loans made relative to number of applications received) in all categories—Blacks, Hispanics, females, LMI borrowers, and high minority tracts—are higher compared to those of Charter One and the top 5 peer lenders in the Chicago MSA.

Origination by Category	US Bank NA	Charter One	Wells Fargo	JP Morgan Chase	Citi	Bank of America	Fifth Third Mtg Co
Asian	1,332 86%	226 53%	1,850 63%	2,015 66%	941 61%	568 62%	575 61%
Black	339 66%	256 26%	1,595 47%	2,278 60%	883 54%	593 54%	382 50%
Hispanic	524 71%	322 36%	2,291 54%	3,911 63%	936 55%	976 60%	746 53%
White	6,678 81%	1,246 58%	17,963 66%	22,130 73%	5,959 65%	5,775 67%	6,114 64%
Origination by Category	US Bank NA	Charter One	Wells Fargo	JP Morgan Chase	Citi	Bank of America	Fifth Third Mtg Co
Low Mod Inc Borr	760 67%	554 33%	2,997 51%	5,325 63%	2,360 57%	1,233 56%	981 49%
Mid Upper Inc Borr	8,789 81%	2,239 54%	22,751 64%	27,674 71%	8,305 62%	7,547 66%	8,113 62%
Origination by Category	US Bank NA	Charter One	Wells Fargo	JP Morgan Chase	Citi	Bank of America	Fifth Third Mtg Co
Female	2,044 79%	584 38%	6,411 59%	9,145 68%	2,963 62%	2,606 64%	2,149 57%
Male	7,088 81%	1,512 49%	17,601 65%	21,930 70%	6,268 62%	5,758 65%	6,796 62%
Origination by Category	US Bank NA	Charter One	Wells Fargo	JP Morgan Chase	Citi	Bank of America	Fifth Third Mtg Co
80-100% Minority	359 62%	408 28%	1,584 44%	3,025 59%	1,387 53%	704 51%	532 48%
50-79% Minority	977 74%	364 40%	3,374 58%	4,954 66%	1,922 61%	1,257 64%	1,043 52%
20-49% Minority	4,067 81%	1,063 55%	10,909 64%	12,820 70%	4,139 63%	3,642 66%	3,587 61%
<20% Minority	4,146 82%	958 62%	9,881 66%	12,200 73%	3,217 62%	3,177 67%	3,932 65%

Fourth, U.S. Bank notes that, as the OCC has repeatedly noted in this context, HMDA data alone does not take into consideration potentially relevant factors for underwriting and pricing, particularly borrower creditworthiness and debt-to-income ratios, housing prices, collateral values, credit scores and other factors relevant to each credit decision, nor does it fully reflect the range of the bank's lending activities or efforts.

Fifth, we note that U.S. Bank has established compliance management systems, including policies, procedures, training and monitoring, to help ensure compliance with fair lending and consumer protection laws. These compliance management systems are subject to regular review

by the OCC and the Consumer Financial Protection Bureau and will continue to apply after the consummation of the proposed transaction.

Finally, U.S. Bank has been working to improve the Bank's residential mortgage performance in the Chicago assessment area. In 2010, after the FBOP transaction, U.S. Bank Home Mortgage formed a CRA lending team in the Chicago assessment area. This team works closely with nonprofit housing organizations, real estate agents and other professionals to serve borrowers with low and moderate incomes, as well as borrowers in low- and moderate-income census tracts. As this team becomes more established, it is expected to increase U.S. Bank's distribution of loans to borrowers with low and moderate incomes, as well as borrowers in low- and moderate-income census tracts.

It is U.S. Bank's goal to build on its performance and that of Charter One, using the significantly expanded branch distribution and service network to better serve the Chicago assessment area, including its minority communities and LMI residents.

12. Please indicate the Bank's plans, post consummation, for the following programs and products:

a. U.S. Bank's American Dream

The U.S. Bank American Dream product is a mortgage program offered by U.S. Bank and will not be impacted by the acquisition. The product is offered in the Chicago area by U.S. Bank and will be made available to Charter One customers upon the closing of the transaction and conversion of the Charter One branches.

b. Charter One's energy efficiency loan

Charter One's energy efficiency loan program will not transition to U.S. Bank, and none of Charter One's energy efficiency loans were purchased by U.S. Bank. U.S. Bank does not currently offer a similar program in Chicago or any other part of our footprint.

c. Charter One's One Deposit checking account

Charter One's One Deposit checking product will not transition to U.S. Bank. At closing, U.S. Bank will convert the majority of customers with Charter One's One Deposit checking account to a U.S. Bank Easy Checking account. The U.S. Bank Easy Checking account has a current monthly fee of \$6.95 with online statements and \$8.95 with paper statements. The monthly fee is waived if the customer has a combined monthly direct deposits totaling \$1000 or more or the customer maintains an average account balance of \$1500 or more. Customers over 65 years of age will be converted to a U.S. Bank Premier Checking account, and customers under 18 will be converted to a U.S. Bank Student Checking account. Monthly fees for customers over 65 and for customers under 18 are waived. Additional details are available at <https://www.usbank.com/checking/compare-checking-accounts.html>

d. Charter One's Credit Builder loan program

Charter One's Credit Builder loan program will not transition to U.S. Bank, and none of Charter One's Credit Builder loans were purchased by U.S. Bank. U.S. Bank does not currently offer a

retail and consumer secured direct lending product for customers with a low Credit Bureau Risk Score (a FICO score below 600).

13. Describe how the acquisition would impact any RBS Citizens customers enrolled in an identity theft protection product. Will the enrollment continue and what will be the Bank's role relative to the product? Will the Bank begin to receive income from enrolled customers?

U.S. Bank did not purchase, and will not assume, identity theft protection products from RBS Citizens.

[REDACTED]

Confidential Section

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

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