PUBLIC DISCLOSURE

April 2, 2001

COMMUNITY REINVESTMENT ACT PERFORMANCE EVALUATION

Union Bank of Illinois RSSD# 634245

4387 N. Illinois Street Swansea, IL 62226

Federal Reserve Bank of St. Louis P.O. Box 442 St. Louis, Missouri 63166-0442

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

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

Union Bank of Illinois (Union Bank) meets the criteria for a satisfactory rating. An institution in this category has a reasonable performance record and adequate involvement in activities undertaken to help meet the credit needs of its entire assessment area, particularly to low- and moderate-income (LMI) borrowers and in LMI neighborhoods. This performance is in a manner consistent with institutional capacity and constraints, assessment area credit needs and opportunities, relevant demographic and economic factors, and safe and sound banking practices.

Specifically, the bank's loan-to-deposit ratio meets the standards for satisfactory performance given the institution's size, local competition from other banking entities, and assessment area loan demand. An analysis of sampled loans indicates a satisfactory penetration of loans among borrowers of different income levels and businesses of different revenue sizes. The geographic distribution of the bank's loans reflects a satisfactory dispersion throughout the assessment area. A majority of the loans sampled are inside the bank's assessment area. No Community Reinvestment Act (CRA) related complaints have been received since the prior examination.

DESCRIPTION OF INSTITUTION

Union Bank is a full-service retail bank owned by Union Financial Group LTD, located in Swansea, Illinois. The bank offers a wide range of both consumer and commercial loan and deposit products. The bank's branch network consists of six full-service branches (including the bank's main office). The main office is located in Swansea, while the remaining facilities are located in Belleville, East St. Louis, Edwardsville, O'Fallon, and Marine, Illinois. In addition, the bank also provides drive-up availability and an automated teller machine facility at each branch location.

As of December 31, 2000, the bank reported total assets of \$182.6 million, with total loans and leases representing 75.2 percent of total assets. Total assets have grown 5.4 percent since December 31, 1999 and 40.1 percent since December 31, 1998, reflecting management's efforts to increase the bank's market share. The bank's primary loan products by dollar volume of assets include commercial real estate loans, 1-4 family residential loans, commercial and industrial loans, and loans to individuals. The following table reflects the bank's loan mix as of December 31, 2000.

Distribution of Total Loans ¹					
Credit Product Type	Amount in \$000s	Percentage of Total Loans			
Construction and Development	\$19,966	14.5%			
Commercial Real Estate	\$34,788	25.3%			
Multifamily Residential	\$8,702	6.3%			
1-4 Family Residential	\$20,622	15%			
Farmland	\$1,579	1.2%			
Commercial and Industrial	\$37,453	27.3%			
Loans to Individuals	\$9,830	7.2%			
Farm Loans	\$919	0.7%			
Other Loans	\$3,440 ²	2.5%			
Total Loans	\$137,299	100%			

As part of the CRA assessment, the bank's performance was evaluated in relation to the performance of its competitors. The bank operates in a very competitive market, which includes branches of large regional banks and a number of small community banks. The bank identified five financial institutions, with asset sizes ranging from \$56.1 million to \$796.3 million, as local competitors.

DESCRIPTION OF ASSESSMENT AREA

The bank's assessment area is comprised of 57 census tracts within St. Clair County and Madison County (See Appendix A), all of which are located in the St. Louis metropolitan statistical area (MSA). At the previous CRA review, the bank's assessment area was comprised of 44 census tracts in St. Clair County. Since the last CRA examination conducted on March 31, 1997, the bank has opened two branches in Madison County, one in Edswardsville and one in Marine, Illinois. Based on 1990 census bureau statistics, the total population for the assessment area is 271,287, and 1999 estimates indicate a slight increase in the assessment area population to 278,412.³

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¹ For purposes of this chart, total loan information is derived from gross loans and leases data as of December 31, 2000 on the Consolidated Report of Condition and Income.

² Of this amount, \$3,256 million are loans to state and political subdivisions.

³ Source: U.S. Census Bureau estimates 1999.

The following table reflects the number and population of the geographies within the assessment area in each income category.⁴

Assessment Area Geographical Information by Income Level								
1990 Census Data Low- Moderate- Middle- Upper- Total								
Number of Census Tracts	14	10	26	5	57 ⁵			
	25.4%	18.2%	47.3%	9.1%	100%			
Population Residing in Each	38,224	40,806	162,718	29,539	271,287			
Income Category	14.1%	15.0%	60.0%	10.9%	100%			

Based upon 1990 census data, the median family income for the assessment area was \$34,589 compared to the St. Louis MSA median family income of \$37,995. Updated 2000 income figures from the Department of Housing and Urban Development (HUD) indicate that the St. Louis MSA median family income is \$56,500, an increase of 48.7 percent. The following table displays population percentages of the assessment area families by income level using 1990 census data, compared to the entire MSA population.

Assessment Area Population by Family Income Level								
1990 Census Data Low- Moderate- Middle- Upper- Total								
Assessment Area	17,738	12,967	17,094	24,094	71,893			
	24.7%	18.0%	23.8%	33.5%	100%			
MSA 7040	128,476	117,313	164,293	253,420	663,502			
WISA 7040	19.3%	17.7%	24.8%	38.2%	100%			

Based on the data in the previous table, it appears that slightly more LMI families and fewer upper-income families, as a percentage, live in the assessment area, as compared to the entire MSA. Although a majority of all assessment area families are considered middle- and upper-income, LMI families still comprise 42.7 percent of all assessment area families and are dispersed throughout the assessment area. Further, 1990 census data also indicates that 12.5 percent of assessment area families live below the poverty level, while 8.1 percent of all MSA families live below the poverty

Moderate-income is defined as individual income, or in the case of a geography, a median family income that is at least 50 percent and less than 80 percent of the MSA median family income.

Middle-income is defined as individual income, or in the case of a geography, a median family income that is at least 80 percent and less than 120 percent of the MSA median family income.

Upper-income is defined as individual income, or in the case of a geography, a median family income that is 120 percent or more of the MSA median family income.

⁴Low-income is defined as individual income, or in the case of a geography, a median family income that is less than 50 percent of the MSA median family income.

⁵ Two tracts, not reflected in the distribution tables, do not have any population and, therefore, did not have an income classification as of the 1990 census.

level. The following table displays assessment area demographic data pertinent to this analysis in relation to the MSA.

	1990 Demographic Data	
	Assessment Area	MSA (7040)
Owner-Occupied Housing Units	65.6%	68.8%
Families Below Poverty Level	12.5%	8.1%
Affordability Ratio ⁶	58.9%	45.7%
Median Housing Value	\$49,610	\$69,338

The information in the above table affirms the demographic differences between the assessment area and the St. Louis MSA. Based on the percentage of families living below the poverty level and the median housing values for both sectors, it appears that the assessment area includes areas that are not as prosperous as the St. Louis MSA.

Two community contacts were utilized in establishing the overall context of the market in which the bank operates. One contact indicated that she was not aware of any particular credit need that was not being fulfilled by the local financial institutions. Her perception of the local economy is that the area is growing, and continued expansion is expected. She also indicated that a significant migration has occurred in the last 10 years from east St. Clair County and East St. Louis to the areas northwest (Madison County) and southwest (St. Clair County). The LMI tracts of the assessment area in East St. Louis suffer from declining housing stock, greater vacancy and board-up rates, and declining infrastructure. In contrast, the new developments to the east show a greater variety of business types, affordable housing opportunities, colleges and universities, retail and service stores and, Scott Air Force Base (the largest employer in the county). The assessment area and other surrounding MSA counties can best be characterized as urban, with many types of industries operating in or near St. Clair County. The community contact also indicated that the real estate values in the St. Clair County market generally experience a 3.0 percent to 11.0 percent annual appreciation factor, depending on the location of the real estate. Housing developments in St. Clair County have been on the rise for the last two to five years, as St. Louis builders and developers have been aggressively seeking new projects. The majority of the new homes range from \$180,000 to \$600,000. The economic growth of St. Clair County has also been attributed to the MetroLink⁷ extension to Scott Air Force Base located just southeast of Belleville near the new MidAmerica Airport in Mascoutah, Illinois. The builders and developers believe that the low cost of public transportation provided by MetroLink is the best opportunity for individuals to commute to St. Louis. The community contact revealed that approximately 33.0 percent of the downtown St. Louis workforce live in St. Clair County.

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⁶ This ratio is calculated by dividing the median household income by the median housing value and represents the amount of single family owner-occupied housing that a dollar of income can purchase for the median household in the geography. Values closer to 100 percent indicate greater affordability.

⁷ MetroLink is the St. Louis metropolitan region's mass transit/light rail system.

St. Clair County's economy has historically had higher unemployment rates than the St. Louis MSA. The December 2000 unemployment rate for the MSA was 3.6 percent, compared to the St. Clair County unemployment rate of 5.7 percent in December of 2000. The community contact indicated that the potential closing of Scott Air Force Base, the largest employer in St. Clair County, would have a major impact on the assessment area economy.

The unemployment rates in Madison County have also remained higher than the St. Louis MSA. The December 2000 unemployment rate for Madison County was 4.8 percent. The largest employer in Madison County is Southern Illinois University in Edwardsville, Illinois, with 1,944 daily employees.

CONCLUSIONS WITH RESPECT TO THE PERFORMANCE TESTS

The bank's performance was evaluated under the CRA small bank performance standards. Loan information was obtained for residential real estate,⁸ automobile, and secured business loans. The automobile and business loan samples include loans originated between October 1, 2000 and February 28, 2001. The performance standards evaluate:

- The bank's average loan-to-deposit ratio;
- The bank's lending to borrowers of different income levels and businesses of different sizes;
- The geographic distribution of loans;
- The overall level of lending within the assessment area; and
- Any written complaints since the last examination.

Loan-to-Deposit Ratio Analysis

Union Bank's loan-to-deposit (LTD) ratio meets the standards for satisfactory performance. In comparison to local competitors, Union Bank's lending level is satisfactory. The LTD ratios for Union Bank's regional competitors range from 31.1 percent to 80.4 percent. The following table shows the average LTD ratio for the 16 quarters from March 31, 1997 through December 31, 2000, for Union Bank and five local competitors.

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⁸ Residential real estate includes home purchase, refinancing, and home improvement loans reported by Union Bank under the Home Mortgage Disclosure Act (HMDA) for the year 2000.

Loan-to-Deposit Ratio Competitor Analysis						
Name	Asset Size in \$000s ⁹	Headquarters	Average LTD Ratio			
Union Bank of Illinois	\$182,591	Swansea	85.4%			
	\$661,053	Chicago	80.4%			
	\$796,306	Edwardsville	72.0%			
Local Bank Competitors	\$89,793	Elgin	64.8%			
_	\$56,125	East St. Louis	31.1%			
	\$341,028	Belleville	65.6%			

Lending to Borrowers of Different Incomes and to Businesses of Different Sizes

An indicator of the institution's lending efforts is reflected in an analysis of the incomes and revenues of borrowers used in granting credit. Borrowers are classified into low-, moderate-, middle-, and upper-income categories by comparing borrower income levels to year 2000 median family income estimates from HUD. 10

As one measure of performance, lending levels to each income classification of borrowers were then compared to the percentage of families falling within those income classifications based on 1990 assessment area demographics. Comparisons of the bank's borrower distribution to population and aggregate data demonstrate satisfactory distribution among retail customers of different income levels.

⁹ Total asset size data is as of December 31, 2000.

¹⁰ The 2000 HUD median family income used to classify borrowers was \$56,500 for St. Louis MSA.

The following table shows the distribution of the residential real estate lending and motor vehicle installment lending, by income level of the borrower, across the assessment area.

Distribution of Loans (Number and Dollar Volume in \$000s) Inside Assessment Area by Income Level of Borrower						
T T		Borrower Incom	ne Classificati	ion	TD:4:1	
Loan Type	Low-	Moderate-	Middle-	Upper-	Total	
	12	18	19	24	73	
Residential Real	16.4%	24.7%	26.0%	32.9%	100%	
Estate	\$227	\$374	\$505	\$1,735	\$2,841	
	8.0%	13.1%	17.8%	61.1%	100%	
	16	23	14	15	68	
Motor Vehicle	23.5%	33.8%	20.6%	22.1%	100%	
Wiotor Venicle	\$133	\$262	\$167	\$190	\$752	
	17.7%	34.8%	22.2%	25.3%	100%	
	28	41	33	39	141	
Total	19.8%	29.1%	23.4%	27.7%	100%	
Total	\$360	\$636	\$672	\$1,925	\$3,593	
	10.0%	17.7%	18.7%	53.6%	100%	
1999 HMDA	4,043	5,523	5,909	6,114	21,589	
Aggregate Data ¹¹	18.7%	25.6%	27.4%	28.3%	100%	
Assessment Area Family Population	24.7	18.0%	23.8%	33.5%	100%	

As the table indicates, the bank originated 49.0 percent of its motor vehicle and residential real estate loans sampled (or 27.7 percent by dollar volume) to LMI borrowers, who comprise 42.7 percent of the population. Motor vehicle loans comprise the largest portion of this total, with 57.3 percent originated to LMI borrowers. Of the bank's residential real estate loans, 41.1 percent were extended to LMI borrowers. In comparison, the 1999 aggregate HMDA data for the assessment area demonstrates that 44.3 percent of HMDA loans were to LMI borrowers. The bank's percentage of lending to LMI borrowers appears very favorable considering local competition and the fact that the bank acts in a broker capacity for loans sold in the secondary market. ¹² Based on these comparisons, the distribution of consumer loan activity reflects

¹¹ Aggregate figures used in this analysis represent all 1999 HMDA reportable loans originated in the assessment area, as reported by banks required to collect and report HMDA data.

¹² Although Union Bank assists in a broker capacity for many government insured or other special program loans aiding LMI borrowers, these loans are not reportable by Union Bank under the HMDA. Therefore, although likely benefiting LMI individuals in the assessment area, loans of this nature were not included in Union Bank's lending activity used in this analysis.

satisfactory penetration to borrowers of different income levels, particularly LMI borrowers.

Similarly, the number and dollar amount of small business loans originated by the bank were evaluated as well as the distribution to businesses of various revenue sizes. The bank's record of lending to businesses of different revenue sizes meets the standards for satisfactory performance. The following table reflects the distribution of small business loans by gross annual business revenue and loan amount. These percentages are compared to small business lending activity reported in the assessment area in 1999. This comparison data includes lending activity in the assessment are for all institutions required by the CRA to report small business lending data.

Lending Distribution by Business Revenue Level							
	Loan Or	igination Amou	nt (in \$000s)	Total			
Gross Revenue	≤ \$100	≤\$100 <\$100≥\$250 >\$250≤\$1,000					
\$1 Million or Less	24	3	3	30			
\$1 Million of Less	61.5%	7.7%	7.7%	76.9%			
Greater than \$1 Million	4	5	0	9			
Greater than \$1 winnon	10.3%	12.8%	0.0%	23.1%			
Total	28	8	3	39			
Total	71.8%	20.5%	7.7%	100%			

The bank originated 76.9 percent of its commercial loans to small businesses. ¹³ This is higher than the comparable aggregate CRA loan data figure of 64.3 ¹⁴ percent. Of all the small business loans originated by the bank to small business entities, 61.5 percent were made in amounts of \$100,000 or less. This reflects both the relative size of businesses in the area and the bank's willingness to meet the credit needs of small businesses. For the year 2000, Dun and BradStreet data indicate that 88.4 percent of the non-farm business establishments in the assessment area have gross revenues of \$1 million or less. However, discussion with community contacts and bank personnel indicated that although such a large percent of the businesses in the assessment area have gross revenues of under \$1 million, many of the businesses are small convenience stores, dance clubs or service entities that do not necessarily have high lending needs.

Geographic Distribution

The geographic distribution of loans in the assessment area is considered in evaluating lending performance. The bank is evaluated based upon loan distribution among geographies as defined by 1990 census information. Further comparisons are included as deemed relevant. For mortgage lending, the bank's performance is also compared

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¹³ A small business is defined as a business with gross annual revenues of \$1 million or less.

¹⁴ Source: 1999 CRA Aggregate Data Report.

to the percentage of owner-occupied housing units within each income level and the aggregate lending activity within the assessment area. Small business loans are compared to the number of businesses in each category of geography.

As noted earlier, the bank's assessment area is comprised of 57 census tracts within St. Clair and Madison County composed of 14 low-income, 10 moderate-income, 26 middle-income, and five upper-income geographies. Two tracts within the assessment area do not reflect any population and, as a result, do not have an income classification as of the 1990 census. The following table depicts the distribution of residential real estate and motor vehicle loan activity across these geographies.

Distribution Of Loans (Number And Dollar Volume \$000s) Inside Assessment Area By Income Level Of Geography						
Loop Tymo	Geogr	Geography Income Classification				
Loan Type	Low-	Moderate-	Middle-	Upper-	Total	
	11	10	48	4	73	
Residential Real Estate	15.1%	13.7%	65.8%	5.4%	100%	
	\$167	\$136	\$2,069	\$469	\$2,841	
	5.9%	4.8%	72.8%	16.5%	100%	
Motor Valida Loona	5	4	51	8	68	
	7.3%	5.9%	75.0%	11.8%	100%	
Motor Vehicle Loans	\$65	\$22	\$579	\$86	\$752	
	8.7%	2.9%	77.0%	11.4%	100%	
	16	14	99	12	141	
	11.4%	9.9%	70.2%	8.5%	100%	
Total	\$232	\$158	\$2,648	\$555	\$3,593	
	6.5%	4.4%	73.7%	15.4%	100%	
1999 HMDA Aggregate Data	9.9%	14.9%	61.5%	13.7%	100%	
Population Percentage Residing in Geography Classification	14.1%	15.0%	60.0%	10.9%	100%	
Owner-Occupied Housing	8.2%	12.9%	66.9%	12.0%	100%	

As depicted in the table above, Union Bank made 28.8 percent of its residential real estate loans by number in LMI tracts. This level of lending is consistent with the percentage of the population residing in LMI tracts of 29.1 percent. For further comparison, the 1999 HMDA data for the assessment area shows that 24.8 percent of the aggregate loans originated in the assessment area were to LMI tracts. In addition, the percentage of owner-occupied housing units within the LMI tracts is an indicator of the opportunities for residential real estate lending. Approximately, 21.1 percent of the owner-occupied housing units in the assessment area are located in LMI tracts. Therefore, the bank's level of HMDA lending reflects good penetration throughout the LMI area of the assessment area.

Conversely, Union Bank's motor vehicle lending does not appear as favorable as its residential real estate lending activity. Only 13.3 percent of the motor vehicle loans reviewed were to borrowers residing in an LMI census tract, which is considerably less than the 1990 census data figure indicating 29.1 percent of the population lives in LMI geographies. However, several mitigating factors may help explain the bank's lower lending penetration into these LMI areas. First, a considerable portion of households located in LMI geographies live below the poverty level (36.9 percent), suggesting this portion of LMI geography residents may not seek traditional bank financing for automobiles. Secondly, 1999 population estimates indicate a significant population shift out of LMI census tracts within the assessment area. In 1990, the total population living in LMI geographies was 79,030. The 1999 figures estimate the total population to be 73,856, a decrease of 6.5 percent, further reducing the number of individuals residing in LMI geographies. Lastly, as the population has shifted from these LMI areas, so have many businesses. Several car dealers formerly located in LMI areas, with which Union Bank has had indirect lending relationships, have moved to more prosperous areas in the Illinois Counties of St. Clair and Madison. Although two of the six Union Bank branches are located in LMI designated areas, the factors described in this section may represent significant impediments to lending in these areas.

Similarly, Union Bank's small business lending in LMI geographies is also slightly below that of the 1999 CRA aggregate and Dun and Bradstreet data used for comparison. Of the small business loans reviewed, 10.0 percent by number were originated to businesses located in a LMI designated census tract. In comparison, 1999 CRA aggregate data indicates that 17.2 percent of all small business loans were to entities located in an LMI geography. Further, Dun and Bradstreet data for the year 2000 estimate that 22.9 percent of non-farm businesses in the assessment area are located in an LMI geography.

Although motor vehicle and small business lending in LMI areas are considered marginally acceptable, residential real estate loan activity in LMI geographies is strong. Therefore, Union Bank's geographic lending distribution of loans meets the standard for satisfactory performance.

Lending in the Assessment Area

Union Bank's lending within the assessment area meets the standard for satisfactory performance. A statistical sample of residential real estate loans, motor vehicle loans, and business loans revealed that a majority of the bank's loans were originated within the assessment area.

The following table identifies, by loan type, the number, dollar volume, and percentage of loans originated inside the assessment area.

Distribution of Lending Inside Assessment Area							
Loan Type	Number in Assessment Area		Dollar Amou Assessi	Total			
Residential Real	73	65.2%	\$2.041	50.6%	112		
Estate	/3	03.2%	03.270	03.270	\$2,841	30.0%	\$5,619
Motor Vehicle	68	86.1%	\$752	87.6%	79		
WIOLOI VEHICLE	00	00.170	\$132	87.070	\$858		
Small Business	39	63.00/	63.9%	\$3,143	60.1%	61	
Siliali Dusiliess	39	03.9%	φ3,143	00.170	\$5,226		
Total	180	0 71.4% \$6.736	57.6%	57.60/	252		
1 Otal	100	/1.4%	\$6,736	57.0%	\$11,703		

As illustrated in the table above, 180 (71.4 percent) of the 252 loans sampled were originated within the bank's assessment area. By dollar volume, 57.6 percent of the loans sampled were originated inside the assessment area. These percentages meet the standard for satisfactory performance.

Review of Complaints

No CRA-related complaints have been received since the prior examination.

Additional Information

Concurrent to this analysis under the CRA, a limited monitoring review regarding Regulation B (Equal Credit Opportunity) and the Fair Housing Act was performed. The review reaffirmed findings from the Consumer Affairs Examination conducted on April 24, 2000, indicating that the bank is in compliance with the substantive provisions of the antidiscrimination laws and regulations.

APPENDIX A

	Income not				
County	available	Low-	Moderate-	Middle-	Upper-
	5008.00				
	5024.00				
		5004.00	5005.00	5015.01	5026.04
		5006.00	5012.00	5015.02	5032.01
		5009.00	5013.00	5016.01	5043.05
		5010.00	5014.00	5016.02	
		5011.00	5017.00	5016.03	
		5022.00	5021.00	5018.00	
St.Clair (163) County		5024.01	5024.04	5019.00	
		5025.00	5029.00	5032.02	
county		5027.00		5033.01	
		5028.00		5033.02	
		5030.00		5033.03	
		5041.00		5033.04	
		5042.01		5034.01	
		5044.00		5034.02	
				5034.04	
				5034.05	
				5043.04	
			4033.00	4029.00	4031.02
			4031.01	4030.01	4035.01
Madison (119) County				4030.02	
				4032.00	
				4034.00	
				4035.02	
				4035.03	
				4036.00	
				4037.00	