

STATE BANKING BOARD

| <u>Member</u> | | <u>Expiration of Term</u> |
|-----------------------|---|--|
| Anthony Humphries | Superintendent of Banks | Ex-officio Member Chairman of Board |
| Carl Barker | Chairman, President and CEO Regions Bank Montgomery | February 1, 2009 |
| John Boyett | Executive Vice President & Co-CEO First State Bank of the South, Inc. Sulligent | February 1, 2007 |
| Frances Guthrie | Senior Vice President Compass Bank Birmingham | February 1, 2007 |
| W. Bibb Lamar, Jr. | Chairman and CEO BankTrust Bank Mobile | February 1, 2005 |
| Terry Phillips | President and CEO First United Security Bank Thomasville | February 1, 2009 |
| James A. Robbins, Jr. | Market President & CEO SouthTrust Bank Anniston | February 1, 2009 |

SAVINGS AND LOAN BOARD - INACTIVE

MANAGEMENT

Anthony Humphries..... Superintendent of Banks
Trabo Reed Deputy Superintendent of Banks
Michael A. Seals Administrative Staff and Specialist Division Manager
Burton LeNoir Community Bank Division Manager
Randall N. Weathersby.....Large Bank Division Manager (Acting)
Wayne Cranford..... Special Operations Division Manager
Scott Corscadden Supervisor, Bureau of Loans
Elizabeth T. Bressler.....General Counsel

Administrative Staff

Michael A. Seals Division Manager
Kelvin D. Williams Senior Accountant
Tammie R. Rudolph Accountant
Lisa H. Terrell..... Accountant
Robert W. Floyd Departmental Procurement Officer I
Loris J. Thornton Administrative Support Assistant III
Roderick M. Ross..... Laborer

Administrative Support

Glenda H. Foley Executive Secretary
Alfreda W. Murdock Personnel Assistant II
Janice S. Faulk..... Administrative Support Assistant II
LaChasta D. White..... Administrative Support Assistant I

Bureau of Banking

Specialist Division Examiners

Michael A. Seals Division Manager
Jeb S. Cloyd Wealth Management Supervisor
Robert Peace Wealth Management
Kathleen A. Nicholson..... Operations Risk
Michael Whitehurst Operations Risk

Community Bank Division Staff and Examiners

Burton LeNoir Division Manager
B. Charles Coon..... Review Examiner
Gordon L. Gardner Review Examiner
Frank J. Ander..... IT System Specialist
Penney L. Richardson.....IT Systems Technician Senior
Connie M. Bailey Clerk Stenographer III
Todd Hall..... Administrative Support Assistant III
Kimberly Hollenquest..... Administrative Support Assistant I

Northern District

Michael W. Westbrook..... District Supervisor
David N. Glidewell..... Team I Supervisor
Cori S. Gohn Bank Examiner III
Dwight A. Manghue..... Bank Examiner III
Alandra S. Hudson..... Bank Examiner II
David A. Patterson Bank Examiner I
Aubrey F. Ray, III Bank Examiner I
Luke Sampson..... Professional Trainee
Kassady Wise Professional Trainee

Jeff A. Ellis Team II Supervisor
Jason M. Windham Bank Examiner III
James J. Daniel..... Bank Examiner III
Kareem D. Campbell..... Bank Examiner II
Cylenthia R. Jones Bank Examiner II
Kevin D. Reaves Bank Examiner II
Samantha N. Zimmerman... Bank Examiner I
Jonathan B. Edwards..... Professional Trainee
William P. Morthland..... Professional Trainee
Kristin Vaughan..... Professional Trainee

Southern District

George C. Page District Supervisor

E. Nelson Cook Team I Supervisor
C. Glen Daniel..... Bank Examiner III
Paul D. Thomas Bank Examiner III
Elizabeth W. Starling..... Bank Examiner III
Gregory R. Warren..... Bank Examiner III
Andre L. Scott Bank Examiner III
Reshanda K. Adams..... Bank Examiner II
Matthew Champion Professional Trainee
Jesse L. Hudson Professional Trainee

Vacant Team II Supervisor
Jonathan M. Daffin..... Bank Examiner III
Robert M. Scott Bank Examiner III
Silas M. Turner III..... Bank Examiner III
Jerry Merritt Bank Examiner III
Stephen L. Griffith Bank Examiner II
Jay H. Caver Bank Examiner I
Christine P. Stringer Bank Examiner I
Clinton B. Bridges Professional Trainee

Large Bank Division Examiners

Randall N. Weathersby..... Division Manager (Acting)

G. Jerome Turley Case Manager
Joel A. Black Case Manager
David P. Florey..... Asst. Case Manager
Mark A. Sislak Asst. Case Manager
Eric J. Wilson Asst. Case Manager

David E. Smith, Jr. Bank Examiner III
 Jerry King Bank Examiner III
 James B. Coker..... Bank Examiner I
 Ricky L. Durden..... Professional Trainee

Special Operations Division Examiners

Wayne Cranford..... Division Manager
 Clarence J. Brewer..... Consumer Services
 Jack Evans..... Consumer Services
 John W. Amason, III Credit Risk Supervisor
 Timothy J. Rayborn Credit Risk
 Richard A. Stephens Credit Risk
 Barry S. Hollyfield..... Credit Risk
 Marcus R. Andrews..... Training
 John P. Schindler..... Training
 Christie Gowan..... Bank Examiner II
 Angela J. Fannin Administrative Support Assistant I

Bureau of Loans

Scott Corscadden Supervisor
 V. Lynne Windham..... Assistant Supervisor (Acting)
 Sherry F. McGilberry Administrative Support Assistant III
 Patricia A. Sankey..... Administrative Support Assistant III
 Hillary E. Brooks..... Administrative Support Assistant II
 C. Max Cosby..... Loan Examiner III
 Charles E. Thomas Loan Examiner III
 John P. Wetherbee Loan Examiner III
 Arlene D. Baldwin..... Loan Examiner II
 Ashley W. Hall..... Loan Examiner II
 Charles L. Russell Loan Examiner II
 Debbie R. Scissum Loan Examiner II
 Larry J. Stanfield Loan Examiner II
 Jeremy L. Windham Loan Examiner II
 Stephen G. Barnett Loan Examiner I
 Frank Long Loan Examiner I
 Aimee R. Smith-Drake Loan Examiner I
 Jeff A. Thomas Professional Trainee

Legal Division

Elizabeth T. Bressler..... General Counsel
 C. Linwood Bragan Associate Counsel
 Jennifer M. Hagood..... Associate Counsel
 Nancy Lavey..... Administrative Support Assistant III

SUPERINTENDENT OF BANKS

The Alabama Legislature created the State Banking Department by an act approved on March 2, 1911. Here's a list of Superintendents from inception until now:

| <u>Name</u> | <u>Tenure</u> |
|-----------------------|----------------|
| Anthony Humphries | 2003- |
| Maria B. Campbell | 2001-2002 |
| Norman B. Davis, Jr. | 1999-2001 |
| Wayne C. Curtis | 1997-1998 |
| Kenneth R. McCartha | 1993-1996 |
| Zack Thompson | 1987-1993 |
| James E. Goldsborough | 1985-1987 |
| Kenneth R. McCartha | 1978-1985 |
| D. M. Mitchell | 1976-1978 |
| M. Douglas Mims | 1975-1976 |
| Leonard C. Johnson | 1974-1975 |
| Robert I. Gullede | 1971-1973 |
| C. E. Avinger | 1968-1971 |
| Robert M. Cleckler | 1963-1968 |
| John C. Curry | 1959-1963 |
| Lonnie W. Gentry | 1955-1959 |
| Joe H. Williams | 1951-1955 |
| H. A. Longshore | 1951 (Jan/Oct) |
| D. E. Marley | 1950-1951 |
| E. B. Glass, Jr. | 1947-1950 |
| Addie Lee Farish | 1940-1947 |
| J. B. Little | 1939-1940 |
| J. H. Williams | 1934-1938 |
| H. H. Montgomery | 1931-1934 |
| D. F. Green | 1929-1931 |
| C. E. Thomas | 1927-1929 |
| A. E. Jackson | 1923-1927 |
| H. H. Montgomery | 1920-1923 |
| D. F. Green | 1918-1920 |
| A. E. Walker | 1911-1918 |

BUREAU OF BANKING

Established March 2, 1911, the Bureau of Banking charters and regulates banks, trust companies, and savings and loan associations. We currently have no state chartered savings and loans operating in Alabama. As of fiscal year-end September 30, 2004, the Banking Bureau had 130 commercial banks and 3 trust companies under supervision. During this same period, the Superintendent of Banks approved 4 new commercial bank charters.

State-chartered banks continue to dominate the Alabama commercial banking industry in number of banks, total assets and total deposits. Total assets and total deposits of state-chartered banks at fiscal year end amount to \$202,517,609,000 and \$141,572,762,000, respectively. Equity Capital for state-chartered banks totaled almost \$17 billion with the ratio of Average Equity Capital to Total Assets remaining above 8%. Refer to our Consolidated Reports of Condition for more details.

Comparisons of the percentage of Total Assets and Total Deposits held by the four largest Alabama banks are shown below:

| <u>September 30th</u> | <u>% of Total Assets</u> | <u>% of Total Deposits</u> |
|-----------------------|--------------------------|----------------------------|
| 2004 | 88% | 86% |
| 2003 | 89% | 87% |
| 2002 | 86% | 87% |
| 2001 | 89% | 87% |
| 2000 | 90% | 88% |

The three Alabama-based trust companies managed total personal and corporate assets as detailed below:

| | <u>September 30, 2004</u> |
|---|---------------------------|
| The Trust Company of Sterne, Agee, & Leach, Inc | \$ 837,090,002.00 |
| BancTrust Company, Inc. | 487,428,500.00 |
| Founders Trust Company | <u>407,844,884.00</u> |
| Total | \$1,732,363,386.00 |

Table 1. Consolidated Reports of Condition of 130 State-Chartered Banks with 3,012 Branches as of the Close of Business September 30, 2003 and September 30, 2004

| <u>ASSETS</u> | <u>2003</u> | <u>2004</u> |
|---|----------------------|----------------------|
| | <u>Thou. Dol.</u> | |
| 1. Cash and Balances Due From Depository Institutions: | | |
| a. Non-interest-Bearing Balances and Currency and Coin | 4,890,856 | 4,646,609 |
| b. Interest-Bearing Balances | 187,061 | 140,191 |
| 2. Securities | 42,652,271 | 45,365,621 |
| 3. Federal Funds Sold and Securities Purchased Under Agreements to Resell | 1,123,727 | 733,822 |
| 4. Loans and Leases, Net of Unearned Income and Allowance | | |
| for Loan and Lease Losses | 128,132,996 | 138,395,781 |
| 5. Trading Assets | 436,906 | 317,691 |
| 6. Premises and Fixed Assets (Including Capitalized Leases) | 3,284,929 | 3,558,323 |
| 7. Other Real Estate Owned | 253,483 | 200,716 |
| 8. Intangible Assets | 1,725,070 | 1,709,268 |
| 9. Other Assets | 7,084,375 | 7,449,587 |
| 10. TOTAL ASSETS | \$189,771,674 | \$202,517,609 |
| <u>LIABILITIES</u> | | |
| 11. Deposits | 130,850,595 | 141,572,762 |
| 12. Federal Funds Purchased and Securities Sold Under Agreements | | |
| to Repurchase | 14,900,818 | 14,216,779 |
| 13. Trading Liabilities | 269,135 | 295,598 |
| 14. Other Borrowed Money (Includes Mortgage Indebtedness and Obligations Under | | |
| Capitalized Leases) | 21,758,254 | 23,799,260 |
| 15. Subordinated Notes and Debentures (Includes Limited-Life Preferred Stock | | |
| and Related Surplus) | 2,114,483 | 2,065,554 |
| 16. Other Liabilities | 3,732,270 | 3,751,014 |
| 17. TOTAL LIABILITIES | 173,625,555 | 185,700,967 |
| <u>EQUITY CAPITAL</u> | | |
| 18. Perpetual Preferred Stock and Related Surplus | 1,004 | 1,002 |
| 19. Common Stock | 27,036 | 27,051 |
| 20. Surplus (Excludes All Surplus Related to Preferred Stock) | 6,731,676 | 6,980,691 |
| 21. a. Undivided Profits and Capital Reserves | 9,080,083 | 9,679,990 |
| b. Net Unrealized Holding Gains (Losses) on Available-for-Sale Securities | 278,627 | 131,881 |
| c. Accumulated Net Gains (Losses) on Cash Flow Hedges | 27,693 | (3,973) |
| 22. TOTAL EQUITY CAPITAL | 16,146,119 | 16,816,642 |
| 23. TOTAL LIABILITIES & EQUITY CAPITAL | \$189,771,674 | \$202,517,609 |
| Reserve for Loan Losses | \$1,825,840 | \$1,835,498 |
| Equity Capital to Assets | 8.51% | 8.30% |
| Tier 1 Core Capital to Assets | 7.52% | 8.24% |
| Percentage Gross Capital and Reserves to Gross Assets | 9.38% | 9.13% |
| Percentage Gross Capital and Reserves to Total Deposits | 13.74% | 13.18% |
| Percentage Net Loans to Total Assets | 67.52% | 68.34% |
| Percentage Net Loans to Total Deposits | 97.92% | 97.76% |

Table 2. State-Chartered Banks in Alabama, Comparative Analysis of Deposits and Assets as of September 30, 2003 and September 30, 2004

| Location | Bank | 2003 | | 2004 | |
|-------------------|--|------------|------------|------------|------------|
| | | Deposits | Assets | Deposits | Assets |
| <u>Thou. DoI.</u> | | | | | |
| Alexander City | Aliant Bank | 556,202 | 704,226 | 579,598 | 710,955 |
| Altoona | The Exchange Bank of Alabama | 145,735 | 179,177 | 155,200 | 189,420 |
| Andalusia | Covington County Bank | 159,607 | 219,022 | 168,274 | 227,201 |
| Anniston | Central Bank of the South | 504 | 1,751 | 3,502 | 4,766 |
| Athens | Reliance Bank | 51,729 | 67,139 | 54,499 | 73,140 |
| Atmore | United Bank | 195,413 | 248,896 | 224,592 | 277,529 |
| Auburn | AuburnBank | 415,687 | 516,968 | 445,877 | 595,942 |
| Beatrice | Peoples Exchange Bank of Monroe County | 54,968 | 60,935 | 53,881 | 60,188 |
| Bessemer | First Financial Bank | 155,876 | 191,860 | 161,815 | 209,648 |
| Birmingham | Alabama Banker's Bank (1) | | | 769 | 30,424 |
| Birmingham | Alamerica Bank | 50,619 | 60,985 | 50,068 | 63,596 |
| Birmingham | AmSouth Bank | 29,830,396 | 44,343,629 | 32,459,474 | 49,821,444 |
| Birmingham | Bank of Alabama | 177,022 | 251,920 | 215,191 | 281,008 |
| Birmingham | Compass Bank | 15,459,586 | 26,140,921 | 16,670,342 | 27,710,276 |
| Birmingham | First Commercial Bank | 1,201,899 | 1,597,117 | 1,288,528 | 1,698,149 |
| Birmingham | Nexity Bank | 371,908 | 509,644 | 437,071 | 584,974 |
| Birmingham | Regions Bank | 33,218,013 | 45,384,886 | 35,607,495 | 46,993,564 |
| Birmingham | SouthTrust Bank | 34,409,308 | 51,484,969 | 37,649,223 | 53,663,175 |
| Birmingham | The Bank | 912,059 | 1,232,965 | 1,032,338 | 1,367,596 |
| Blountsville | Community Bank | 440,277 | 537,010 | 437,109 | 531,603 |
| Boaz | First Bank of Boaz | 83,590 | 117,483 | 85,578 | 122,104 |
| Boaz | Peoples Independent Bank of Boaz | 100,035 | 107,322 | 113,814 | 123,427 |
| Brantley | Brantley Bank & Trust Company | 43,283 | 54,379 | 43,542 | 55,442 |
| Brewton | Bank of Brewton | 46,569 | 54,668 | 44,158 | 52,340 |
| Brewton | First Progressive Bank | 16,824 | 23,861 | 17,812 | 24,943 |
| Calera | Central State Bank | 103,199 | 119,520 | 106,841 | 124,344 |
| Centre | Farmers & Merchants Bank | 50,143 | 58,105 | 51,485 | 60,332 |
| Chatom | First Community Bank | 182,039 | 221,468 | 198,448 | 234,393 |
| Clanton | Peoples Southern Bank | 100,928 | 121,813 | 101,236 | 121,838 |
| Columbia | Peoples Community Bank | 152,490 | 166,561 | 143,025 | 159,896 |

Table 2. State-Chartered Banks in Alabama, Comparative Analysis of Deposits and Assets as of September 30, 2003 and September 30, 2004

| Location | Bank | 2003 | | 2004 | |
|--------------|--|----------|---------|----------|---------|
| | | Deposits | Assets | Deposits | Assets |
| Crossville | DeKalb Bank | 27,858 | 30,239 | 26,066 | 28,421 |
| Cullman | Peoples Bank of North Alabama | 228,322 | 286,704 | 239,950 | 392,303 |
| Cullman | Traditions Bank | 10,789 | 19,549 | 46,614 | 54,887 |
| Dadeville | Bank of Dadeville | 63,536 | 81,844 | 66,324 | 79,247 |
| Decatur | First American Bank | 680,770 | 864,061 | 761,579 | 959,246 |
| Decatur | Heritage Bank | 437,131 | 507,661 | 389,158 | 541,654 |
| Demopolis | Robertson Banking Company | 170,441 | 213,090 | 172,854 | 215,851 |
| Dothan | BankSouth | 135,443 | 214,216 | 140,728 | 220,605 |
| Dothan | Southland Bank | 121,041 | 220,896 | 129,143 | 221,323 |
| Dothan | SunSouth Bank | 57,161 | 63,367 | 84,259 | 98,195 |
| Elba | The Peoples Bank of Coffee County | 83,606 | 101,196 | 88,098 | 105,317 |
| Enterprise | The Citizens Bank | 68,934 | 82,897 | 82,727 | 96,366 |
| Enterprise | Community Bank & Trust of Southeast AL | 187,589 | 208,097 | 208,614 | 243,795 |
| Eufaula | BankTrust of Alabama (Formerly, CommerceSouth Bank) | 132,573 | 157,917 | 149,708 | 208,687 |
| Eutaw | Merchants & Farmers Bank of Greene County, AL | 32,715 | 43,259 | 35,178 | 50,852 |
| Eva | EvaBank | 118,513 | 149,513 | 129,022 | 187,001 |
| Evergreen | Bank of Evergreen | 26,053 | 28,246 | 31,246 | 33,584 |
| Fayette | The Citizens Bank of Fayette | 118,640 | 166,064 | 116,245 | 163,710 |
| Flomaton | Escambia County Bank | 61,780 | 72,484 | 65,609 | 91,302 |
| Florence | First Southern Bank | 87,769 | 101,990 | 79,261 | 94,933 |
| Fort Deposit | First Lowndes Bank | 81,951 | 91,650 | 115,690 | 128,278 |
| Fort Payne | First State Bank of DeKalb County | 55,804 | 68,365 | 62,829 | 71,812 |
| Fyffe | Horizon Bank | 59,830 | 74,206 | 62,774 | 78,327 |
| Geneva | The American Bank | 65,697 | 78,675 | 68,977 | 82,467 |
| Geneva | The Citizens Bank | 99,615 | 117,916 | 96,191 | 116,308 |
| Geraldine | Liberty Bank | 65,957 | 76,183 | 71,021 | 82,070 |
| Good Hope | First Commercial Bank of Cullman County | 69,887 | 88,937 | 74,660 | 112,386 |
| Greensboro | Peoples Bank of Greensboro | 53,367 | 62,361 | 54,167 | 63,233 |
| Greensboro | The Citizens Bank | 55,996 | 67,479 | 54,635 | 67,630 |
| Gulf Shores | First Gulf Bank | 208,949 | 256,935 | 250,761 | 303,530 |

Table 2. State-Chartered Banks in Alabama, Comparative Analysis of Deposits and Assets as of September 30, 2003 and September 30, 2004

| Location | Bank | 2003 | | 2004 | |
|---------------|-------------------------------------|----------|---------|----------|---------|
| | | Deposits | Assets | Deposits | Assets |
| Gulf Shores | Vision Bank | 144,083 | 157,498 | 229,015 | 257,712 |
| Guntersville | Citizens Bank & Trust | 32,678 | 42,235 | 58,536 | 74,011 |
| Haleyville | Traders & Farmers Bank | 258,893 | 326,373 | 259,902 | 333,150 |
| Hamilton | Peoples Trust Bank (2) | | | 11,986 | 18,337 |
| Hanceville | Merchants Bank | 121,231 | 132,974 | 122,803 | 143,553 |
| Hartford | City Bank of Hartford | 23,050 | 26,932 | 25,681 | 29,170 |
| Hazel Green | North Alabama Bank | 74,928 | 82,458 | 68,962 | 78,214 |
| Huntsville | First Commercial Bank of Huntsville | 324,810 | 418,327 | 324,679 | 449,946 |
| Jackson | Merchants Bank | 119,253 | 134,838 | 123,735 | 140,133 |
| Jasper | Bank of Walker County (3) | | | 17,141 | 24,860 |
| Jasper | Pinnacle Bank | 183,499 | 207,677 | 184,017 | 207,623 |
| Lafayette | Farmers & Merchants Bank | 65,980 | 85,817 | 67,030 | 92,411 |
| Leeds | Covenant Bank | 64,518 | 69,035 | 57,503 | 62,649 |
| Linden | First Bank of Linden | 83,182 | 91,975 | 83,829 | 94,368 |
| Lineville | First State Bank of Clay County | 82,892 | 102,398 | 82,447 | 107,600 |
| Louisville | Farmers Exchange Bank | 46,280 | 50,969 | 60,522 | 66,092 |
| Luverne | First Citizens Bank | 46,375 | 60,992 | 49,282 | 64,805 |
| Maplesville | Peachtree Bank | 46,695 | 56,228 | 50,138 | 59,984 |
| Marion | Marion Bank & Trust Company | 75,785 | 102,931 | 79,915 | 110,025 |
| McIntosh | Southwest Bank of Alabama | 45,644 | 66,691 | 50,252 | 75,370 |
| Millport | Merchants & Farmers Bank | 52,822 | 67,437 | 51,564 | 66,670 |
| Mobile | Bank Trust (4) | 208,128 | 249,303 | 515,030 | 599,483 |
| Montgomery | Capital Bank | 15,471 | 22,737 | 24,908 | 32,727 |
| Montgomery | Sterling Bank | 343,296 | 386,286 | 396,486 | 456,189 |
| Moulton | The Citizens Bank | 83,528 | 103,402 | 83,888 | 99,421 |
| Moundville | Bank of Moundville | 70,960 | 76,926 | 72,207 | 78,589 |
| Muscle Shoals | First Metro Bank | 218,910 | 243,371 | 234,232 | 261,960 |
| Oneonta | The Hometown Bank of Alabama (5) | | | 42,073 | 48,128 |
| Oxford | Cheaha Bank | 67,585 | 76,686 | 79,556 | 94,511 |
| Ozark | The Commercial Bank of Ozark, AL | 51,138 | 60,445 | 50,293 | 58,706 |
| Pell City | Metro Bank | 301,292 | 340,931 | 333,465 | 378,629 |

Table 2. State-Chartered Banks in Alabama, Comparative Analysis of Deposits and Assets as of September 30, 2003 and September 30, 2004

| Location | Bank | 2003 | | 2004 | |
|---------------|--|----------|---------|----------|---------|
| | | Deposits | Assets | Deposits | Assets |
| Pell City | Union State Bank | 229,392 | 258,589 | 223,640 | 253,160 |
| Phenix City | CB&T Bank of Russell County | 143,359 | 176,269 | 170,775 | 219,332 |
| Phenix City | Phenix-Girard Bank | 88,348 | 113,653 | 88,560 | 114,860 |
| Piedmont | Farmers & Merchants Bank | 123,300 | 136,469 | 124,172 | 138,601 |
| Pine Hill | Bank of Pine Hill | 19,115 | 25,029 | 19,470 | 26,246 |
| Rainsville | First Bank of the South | 63,594 | 69,640 | 61,496 | 67,908 |
| Red Bay | Community Spirit Bank | 65,301 | 82,169 | 56,265 | 74,021 |
| Red Level | The Peoples Bank of Red Level | 10,308 | 12,591 | 10,593 | 12,858 |
| Reform | West Alabama Bank & Trust | 268,022 | 339,115 | 262,556 | 345,171 |
| Robertsdale | Citizens' Bank, Inc. | 59,009 | 84,120 | 68,388 | 98,622 |
| Russellville | Citizens Bank & Savings Company | 355,199 | 474,594 | 392,206 | 527,057 |
| Russellville | Valley State Bank | 92,944 | 106,286 | 104,086 | 118,549 |
| Samson | The Samson Banking Company, Inc. | 33,503 | 39,839 | 35,033 | 41,553 |
| Selma | The Peoples Bank & Trust Company | 653,674 | 785,630 | 652,992 | 776,644 |
| Sheffield | Bank Independent | 317,792 | 415,832 | 305,669 | 411,464 |
| Stevenson | The North Jackson Bank | 86,871 | 110,858 | 97,261 | 126,546 |
| Sulligent | First State Bank of the South, Inc. (Formerly First State Bank of Lamar County) | 76,757 | 88,303 | 76,790 | 91,270 |
| Sweet Water | Sweet Water State Bank | 48,262 | 54,880 | 47,147 | 52,036 |
| Talladega | First Citizens Bank | 85,063 | 109,431 | 85,375 | 107,029 |
| Tallassee | PrimeSouth Bank (Formerly The Peoples Bank) | 62,525 | 71,858 | 77,054 | 88,141 |
| Theodore | Bay Bank | 19,461 | 23,785 | 28,195 | 33,775 |
| Thomasville | First United Security Bank | 380,423 | 558,072 | 389,769 | 586,842 |
| Troy | Troy Bank & Trust Company | 241,329 | 306,191 | 273,062 | 334,652 |
| Tuscaloosa | The Bank of Tuscaloosa | 264,491 | 312,581 | 281,622 | 347,380 |
| Tuskegee | Alabama Exchange Bank | 69,808 | 81,941 | 69,482 | 81,795 |
| Tuskegee | First Tuskegee Bank | 58,258 | 66,669 | 54,788 | 62,734 |
| Union Springs | AmeriFirst Bank | 120,464 | 146,001 | 138,650 | 164,570 |
| Union Springs | Community Bank and Trust Company - AL | 50,579 | 56,620 | 49,225 | 56,122 |
| Valley Head | The Citizens Bank of Valley Head | 18,641 | 22,459 | 18,774 | 22,600 |

Table 2. State-Chartered Banks in Alabama, Comparative Analysis of Deposits and Assets as of September 30, 2003 and September 30, 2004

| Location | Bank | 2003 | | 2004 | |
|-------------------|---|--------------------|--------------------|--------------------|--------------------|
| | | Deposits | Assets | Deposits | Assets |
| Vernon | Citizens State Bank | 34,782 | 46,483 | 35,328 | 47,615 |
| Vernon | The Bank of Vernon | 82,046 | 103,834 | 90,772 | 111,983 |
| Wadley | First Bank | 49,314 | 53,824 | 46,455 | 51,215 |
| Waterloo | Farmers & Merchants Bank | 36,810 | 45,074 | 36,165 | 45,425 |
| Wedowee | Bank of Wedowee | 139,014 | 171,633 | 136,212 | 166,466 |
| Wedowee | Small Town Bank | 123,143 | 149,238 | 130,491 | 163,106 |
| Wetumpka | First Community Bank of Central Alabama | 91,075 | 100,446 | 105,387 | 116,542 |
| Winfield | State Bank & Trust | 129,017 | 153,239 | 129,919 | 156,028 |
| Winfield | The Citizens Bank of Winfield | 95,038 | 152,042 | 95,882 | 150,198 |
| York | Bank of York | <u>55,138</u> | <u>89,850</u> | <u>57,106</u> | <u>95,500</u> |
| TOTALS (6) | | 130,547,700 | 189,414,206 | 141,572,762 | 202,517,609 |

- (1) New state chartered institution established 9/8/2004.
- (2) New state chartered institution established 7/23/2004.
- (3) New state chartered institution established 3/29/2004.
- (4) BankTrust of Brewton, Monroe County Bank and Commercial Bank of Demopolis merged with BankTrust.
- (5) New state chartered institution established 10/20/2003.
- (6) Deposits and assets for 2003 are included only for state chartered banks in existence on September 30, 2004.

Table 3 Ten Largest State-Chartered Banks, 2003 vs. 2004

| Bank | Assets | Year Established |
|--|-----------------------|---------------------|
| | <u>Thou. Dol.</u> | |
| SouthTrust Bank, Birmingham | 53,663,175 | 1887 |
| AmSouth Bank, Birmingham | 49,821,444 | 1873 |
| Regions Bank, Birmingham, | 46,993,564 | 1871 |
| Compass Bank, Birmingham | 27,710,276 | 1964 |
| First Commercial Bank, Birmingham | 1,698,149 | 1985 |
| The Bank, Warrior | 1,367,596 | 1957 |
| First American Bank, Decatur | 959,246 | 1981 |
| The Peoples Bank & Trust Company, Selma | 776,644 | 1900 |
| Aliant Bank, Alexander City | 710,955 | 1902 |
| BankTrust, Mobile | <u>599,483</u> | 1986 |
| Total Assets as of September 30, 2004 | \$ 184,300,532 | |
| <hr style="border: 1px solid black;"/> | | |
| SouthTrust Bank, Birmingham | 51,484,969 | 1887 |
| Regions Bank, Birmingham | 45,384,886 | 1871 |
| AmSouth Bank, Birmingham | 44,343,629 | 1873 |
| Compass Bank, Birmingham | 26,140,921 | 1964 |
| First Commercial Bank, Birmingham | 1,597,117 | 1985 |
| The Bank, Warrior | 1,232,965 | 1957 |
| First American Bank, Decatur | 864,061 | 1981 |
| The Peoples Bank & Trust Company, Selma | 785,630 | 1900 |
| Aliant Bank, Alexander City | 704,226 | 1902 |
| First United Security Bank, Thomasville | <u>558,072</u> | 1952 |
| Total Assets as of September 30, 2003 | \$ 173,096,476 | |
| <hr style="border: 1px solid black;"/> | | |

Table 4
Alabama Bank Holding Companies With a Presence in Other States
Ranked by Deposits
June 30, 2004

| Holding Company | States | Bank Subsidiary | Deposits in \$000's |
|---|-----------------|--|----------------------------|
| SouthTrust Corporation Birmingham, Alabama | Alabama | SouthTrust Bank Birmingham, Alabama | 9,687,114 |
| | | Subtotal - Alabama | 9,687,114 |
| | Florida | SouthTrust Bank Birmingham, Alabama | 11,579,473 |
| | Georgia | SouthTrust Bank Birmingham, Alabama | 6,335,625 |
| | Mississippi | SouthTrust Bank Birmingham, Alabama | 312,485 |
| | North Carolina | SouthTrust Bank Birmingham, Alabama | 910,112 |
| | South Carolina | SouthTrust Bank Birmingham, Alabama | 453,754 |
| | Tennessee | SouthTrust Bank Birmingham, Alabama | 943,133 |
| | Texas | SouthTrust Bank Birmingham, Alabama | 1,965,875 |
| | Virginia | SouthTrust Bank Birmingham, Alabama | 1,200,825 |
| | | Subtotal - Other States | 23,701,282 |
| | Foreign Offices | SouthTrust Bank Birmingham, Alabama | 3,849,001 |
| | | Subtotal - Foreign Offices | 3,849,001 |
| Total - SouthTrust Corporation | | | 37,237,397 |

Table 4
Alabama Bank Holding Companies With a Presence in Other States
Ranked by Deposits
June 30, 2004

| Holding Company | States | Bank Subsidiary | Deposits in \$000's |
|--|-----------------|-------------------------------------|----------------------------|
| Regions Financial Corporation Birmingham, Alabama | Alabama | Regions Bank Birmingham, Alabama | 10,413,445 |
| | | Regions Morgan Keegan Trust, FSB | 500 |
| | | Subtotal - Alabama | 10,413,945 |
| | Arkansas | Regions Bank Birmingham, Alabama | 4,000,998 |
| | Florida | Regions Bank Birmingham, Alabama | 2,768,309 |
| | Georgia | Regions Bank Birmingham, Alabama | 5,784,942 |
| | Louisiana | Regions Bank Birmingham, Alabama | 3,408,965 |
| | North Carolina | Regions Bank Birmingham, Alabama | 147,980 |
| | South Carolina | Regions Bank Birmingham, Alabama | 842,721 |
| | Tennessee | Regions Bank Birmingham, Alabama | 1,290,962 |
| | Texas | Regions Bank Birmingham, Alabama | 1,788,522 |
| | | Subtotal - Other States | 20,033,399 |
| | Foreign Offices | Regions Bank Birmingham, AL | 4,708,908 |
| | | Subtotal - Foreign Offices | 4,708,908 |
| Total - Regions Financial Corporation | | | 35,156,252 |

Table 4
Alabama Bank Holding Companies With a Presence in Other States
Ranked by Deposits
June 30, 2004

| Holding Company | States | Bank Subsidiary | Deposits in \$000's |
|---|-----------------|-------------------------------------|----------------------------|
| AmSouth Bancorporation Birmingham, Alabama | Alabama | AmSouth Bank Birmingham, Alabama | 8,109,700 |
| | | Subtotal - Alabama | 8,109,700 |
| | Florida | AmSouth Bank Birmingham, Alabama | 7,618,433 |
| | Georgia | AmSouth Bank Birmingham, Alabama | 218,671 |
| | Louisiana | AmSouth Bank Birmingham, Alabama | 1,543,954 |
| | Mississippi | AmSouth Bank Birmingham, Alabama | 3,159,568 |
| | Tennessee | AmSouth Bank Birmingham, Alabama | 9,890,822 |
| | Virginia | AmSouth Bank Birmingham, Alabama | 32,117 |
| | | Subtotal - Other States | 22,463,565 |
| | Foreign Offices | AmSouth Bank Birmingham, Alabama | 1,878,466 |
| | | Subtotal - Foreign Offices | 1,878,466 |
| Total - AmSouth Bancorporation | | | 32,451,731 |

Table 4
Alabama Bank Holding Companies With a Presence in Other States
Ranked by Deposits
June 30, 2004

| Holding Company | States | Bank Subsidiary | Deposits in \$000's |
|---|-----------------|--|----------------------------|
| Compass Bancshares, Inc. Birmingham, Alabama | Alabama | Compass Bank Birmingham, Alabama | 5,043,681 |
| | Alabama | Central Bank of the South Anniston, Alabama | 3,502 |
| | | Subtotal - Alabama | 5,047,183 |
| | Arizona | Compass Bank Birmingham, Alabama | 2,091,229 |
| | Colorado | Compass Bank Birmingham, Alabama | 710,778 |
| | Florida | Compass Bank Birmingham, Alabama | 1,421,045 |
| | New Mexico | Compass Bank Birmingham, Alabama | 244,407 |
| | Texas | Compass Bank Birmingham, Alabama | 7,032,384 |
| | | Subtotal - Other States | 11,499,843 |
| | Foreign Offices | Compass Bank Birmingham, Alabama | 514 |
| | | Subtotal - Foreign Offices | 514 |
| Total - Compass Bancshares, Inc. | | | 16,547,540 |

Table 4
Alabama Bank Holding Companies With a Presence in Other States
Ranked by Deposits
June 30, 2004

| Holding Company | States | Bank Subsidiary | Deposits in \$000's |
|---|-----------------|---|----------------------------|
| Colonial BancGroup, Inc. Montgomery, Alabama | Alabama | Colonial Bank, NA Montgomery, Alabama | 3,556,694 |
| | | Subtotal - Alabama | 3,556,694 |
| | Florida | Colonial Bank, NA Montgomery, Alabama | 5,483,470 |
| | | Premier Community Bank of Southwest Florida, Fort Myers, Florida | 50,108 |
| | | Premier Community Bank of South Florida, Fort Lauderdale, Florida | 87,560 |
| | Georgia | Colonial Bank, NA Montgomery, Alabama | 628,123 |
| | Nevada | Colonial Bank, NA Montgomery, Alabama | 660,718 |
| | Tennessee | Colonial Bank, NA Montgomery, Alabama | 81,847 |
| | Texas | Colonial Bank, NA Montgomery, Alabama | 472,730 |
| | | Subtotal - Other States | 7,464,556 |
| | Foreign Offices | Colonial Bank, NA Montgomery, Alabama | 160,153 |
| | | Subtotal - Foreign Offices | 160,153 |
| Total - Colonial BancGroup, Inc. | | | 11,181,403 |

Table 4
Alabama Bank Holding Companies With a Presence in Other States
Ranked by Deposits
June 30, 2004

| Holding Company | States | Bank Subsidiary | Deposits in \$000's |
|--|---------------|--|----------------------------|
| Alabama National Bancorporation Birmingham, Alabama | Alabama | National Bank of Commerce Birmingham, Alabama | 843,507 |
| | | First American Bank Decatur, Alabama | 763,180 |
| | | First Gulf Bank Orange Beach, Alabama | 254,679 |
| | | First Citizens Bank Talladega, Alabama | 86,479 |
| | | Alabama Exchange Bank Tuskegee, Alabama | 67,702 |
| | | Bank of Dadeville Dadeville, Alabama | 68,520 |
| | | Subtotal - Alabama | 2,084,067 |
| | Florida | Millennium Bank Gainesville, Florida | 108,072 |
| | | Cypress Bank Palm Coast, Florida | 121,516 |
| | | Indian River National Bank Vero Beach, Florida | 493,458 |
| | | Community Bank of Naples Naples, Florida | 203,787 |
| | | Public Bank St. Cloud, Florida | 267,467 |
| | | Citizens & Peoples Bank, N. A. Pensacola, Florida | 95,920 |
| | | Subtotal - Florida | 1,290,220 |
| | Georgia | Georgia State Bank Mableton, Georgia | 245,738 |
| | | Subtotal - Georgia | 245,738 |
| | | Subtotal - Other States | 1,535,958 |
| Total - Alabama National Bancorporation | | | 3,620,025 |

Table 4
Alabama Bank Holding Companies With a Presence in Other States
Ranked by Deposits
June 30, 2004

| Holding Company | States | Bank Subsidiary | Deposits in \$000's |
|---|---------------|---|----------------------------|
| The Banc Corporation Birmingham, Alabama | Alabama | The Bank Birmingham, Alabama | 718,650 |
| | | Subtotal - Alabama | 718,650 |
| | Florida | The Bank Birmingham, Alabama | 247,084 |
| | | Subtotal - Florida | 247,084 |
| Total - The Banc Corporation | | | 965,734 |
| <hr/> | | | |
| BancTrust Financial Group, Inc Mobile, Alabama | Alabama | BankTrust Mobile, Alabama | 452,279 |
| | | BankTrust of Alabama Eufaula, Alabama | 138,712 |
| | | The Commercial Bank of Demopolis Demopolis, Alabama | 68,338 |
| | | Sweet Water State Bank Sweet Water, Alabama | 48,752 |
| | | Subtotal - Alabama | 708,081 |
| | Florida | BankTrust of Florida Wewahitchka, Florida | 46,010 |
| | | BankTrust Santa Rosa Beach, Florida | 182,212 |
| | | Subtotal - Florida | 228,222 |
| Total - BancTrust Financial Group, Inc. | | | 936,303 |

Table 4
Alabama Bank Holding Companies With a Presence in Other States
Ranked by Deposits
June 30, 2004

| Holding Company | States | Bank Subsidiary | Deposits in \$000's |
|---|---------------|--|----------------------------|
| CBS Banc-Corp. Russellville, Alabama | Alabama | Citizens Bank & Savings Co. Russellville, Alabama | 327,347 |
| | | Subtotal - Alabama | 327,347 |
| | Mississippi | Citizens Bank & Savings Co. Russellville, Alabama | 49,754 |
| | | Subtotal - Mississippi | 49,754 |
| | Tennessee | The Bank of Bolivar Bolivar, Tennessee | 46,240 |
| | | Subtotal - Tennessee | 46,240 |
| Total - CBS Banc-Corp. | | | 423,341 |
| <hr/> | | | |
| Vision Bancshares, Inc. Gulf Shores, Alabama | Alabama | Vision Bank Gulf Shores, Alabama | 222,332 |
| | | Subtotal - Alabama | 222,332 |
| | Florida | Vision Bank, FSB | 54,694 |
| | | Subtotal - Florida | 54,694 |
| Total - Vision Bancshares, Inc. | | | 277,026 |
| <hr/> | | | |
| Frontier National Corporation Sylacauga, Alabama | Alabama | Frontier Bank Lagrange, GA | 226,825 |
| | | Subtotal - Alabama | 226,825 |
| | Georgia | Frontier Bank Lagrange, GA | 5,914 |
| | | Subtotal - Georgia | 5,914 |
| Total - Frontier National Corporation | | | 232,739 |

Table 4
Alabama Bank Holding Companies With a Presence in Other States
Ranked by Deposits
June 30, 2004

| Holding Company | States | Bank Subsidiary | Deposits in \$000's |
|---|---------------|---|----------------------------|
| The Weatherford Foundation of Red Bay, Alabama, Inc. Red Bay, Alabama | Alabama | Community Spirit Bank Red Bay, Alabama | 64,972 |
| | | Subtotal - Alabama | 64,972 |
| | Mississippi | Spirit Bank Belmont, Mississippi | 15,710 |
| | | Subtotal - Mississippi | 15,710 |
| Total - The Weatherford Foundation of Red Bay Alabama, Inc. | | | 80,682 |

SUMMARY STATISTICS

STATE-CHARTERED BANKS:

| | | |
|---|----|-----------|
| Number of state-chartered banks at September 30, 2003 | | 130 |
| New Banks Opened | | +4 |
| Conversions: National-to-State | 0 | |
| State-to-National | -1 | |
| FSB-to-State | 0 | -1 |
| Mergers: State with State | -3 | |
| State with National | 0 | |
| State with Out-of-State | 0 | <u>-3</u> |
| Number of state-chartered banks at September 30, 2004 | | 130 |

BRANCH OFFICES:

| | | |
|--|------|-------------|
| Number of branch offices at September 30, 2003 | | 2,881 |
| Adjustments for late notifications | 3 | |
| New branch offices opened | +144 | |
| Branches established as a result of mergers | +19 | |
| Branches gained in national-to-state conversions | 0 | |
| Branches gained in FSB-to-state conversions | 0 | |
| Branches gained in Purchase/Assumption | +3 | |
| Branches gained in main office redesignation | +1 | |
| Branches closed | -38 | |
| Branches lost as a result of mergers | 0 | |
| Branches lost in state-to-national conversions | -1 | |
| Branches lost in Purchase/Assumption | 0 | <u>+131</u> |
| Number of branch offices at September 30, 2004 | | 3,012 |

Table 5
Out-of-State Bank Holding Companies, Banks, and Savings and Loan Associations
With a Presence in Alabama
Ranked by
Alabama Deposits
June 30, 2004

| Bank Holding Company | Institution | Deposits In \$000's |
|---|--|----------------------------|
| Synovus Financial Corp Columbus, Georgia | CB&T Bank of Russell County Phenix City, Alabama | 161,013 |
| | Community Bank and Trust of Southeast Alabama Enterprise, Alabama | 208,240 |
| | First Commercial Bank Birmingham, Alabama | 1,051,554 |
| | First Commercial Bank of Huntsville Huntsville, Alabama | 339,870 |
| | Sterling Bank Montgomery, Alabama | 388,922 |
| | The Bank of Tuscaloosa Tuscaloosa, Alabama | 263,902 |
| | The First National Bank of Jasper Jasper, Alabama | 401,646 |
| | Total - Synovus Financial Corp | 2,815,147 |
| BancorpSouth, Inc. Tupelo, Mississippi | BancorpSouth Bank Tupelo, Mississippi | 599,262 |
| SunTrust Banks, Inc. Atlanta, Georgia | SunTrust Bank Atlanta, Georgia | 423,070 |
| Whitney Holding Corporation New Orleans, Louisiana | Whitney National Bank New Orleans, Louisiana | 409,171 |
| Union Planters Corporation Memphis, Tennessee | Union Planters Bank, National Association Memphis, Tennessee | 362,551 |
| Peoples Community Bancshares Colquitt, Georgia | Peoples Community Bank Columbia, Alabama | 139,719 |
| ABC Bancorp Moultrie, Georgia | Southland Bank Dothan, Alabama | 125,698 |
| NBC Capital Corporation Starkville, Mississippi | National Bank of Commerce Starkville, Mississippi | 145,225 |
| BB&T Corporation Winston-Salem, North Carolina | Branch Banking and Trust Company Winston-Salem, North Carolina | 65,698 |

Table 5
Out-of-State Bank Holding Companies, Banks, and Savings and Loan Associations
With a Presence in Alabama
Ranked by
Alabama Deposits
June 30, 2004

| Bank Holding Company | Institution | Deposits In \$000's |
|--|--|----------------------------|
| None | Charter Bank West Point, Georgia | 132,029 |
| Community Bankshares, Inc. Cornelia, Georgia | Community Bank & Trust - Alabama Union Springs, Alabama | 49,309 |
| None | SouthBank, FSB Corinth, Mississippi | 89,173 |
| Bancorp of Lucedale, Inc. Lucedale, Mississippi | Century Bank Lucedale, Mississippi | 32,487 |
| Commerce Bancshares, Inc. Franklin, Tennessee | Peoples State Bank of Commerce Trenton, Tennessee | 30,887 |
| Capital City Bank Group, Inc. Tallahassee, Florida | Capital City Bank Tallahassee, Florida | 11,542 |
| None | Citizens Bank & Trust Trenton, Georgia | 9,327 |
| Dickinson Financial Corporation II Kansas City , Missouri | Armed Forces Bank, NA Fort Leavenworth, Kansas | 4,371 |
| Citizens Bancshares Corporation Atlanta, Georgia | Citizens Trust Bank Atlanta, Georgia | 65,845 |
| Community Capital Bancshares, Inc. Albany, Georgia | First Bank of Dothan, Inc. Dothan, Alabama | 26,175 |
| Total Alabama Deposits | | 5,536,686 |

Table 6. New State Chartered Institutions Established October 1, 2003 through September 30, 2004

| Date | Institution |
|-------------|--|
| 10/20/2003 | The Hometown Bank of Alabama, Oneonta, Alabama |
| 3/29/2004 | Bank of Walker County, Jasper, Alabama |
| 7/23/2004 | Peoples Trust Bank, Hamilton, Alabama |
| 9/8/2004 | Alabama Banker's Bank, Birmingham, Alabama |

Table 7. Conversion of National Banks to State-Chartered Banks October 1, 2003
September 30, 2004

| Date | Description of Conversion |
|------|---------------------------|
| NONE | |

Table 8. Mergers of State-Chartered Banks with National Bank, October 1, 2003
through September 30, 2004

| Date | Description of Merger |
|------|-----------------------|
| NONE | |

Table 9. Mergers and Acquisitions of State-Chartered Banks with Out-of-State Banks
October 1, 2003 through September 30, 2004

| Date | Description of Merger |
|------|-----------------------|
| NONE | |

Table 10. Branches Opened by State-Chartered Banks, October 1, 2003 through September 30, 2004

| DATE | BANK | BRANCH LOCATION |
|-------------|---|--|
| 10/1/2003 | Compass Bank, Birmingham, Alabama | 4408 Bryant Irvin Road, Fort Worth, Texas |
| 10/6/2003 | Regions Bank, Birmingham, Alabama | 5555 Whittlesey Boulevard, Columbus, Georgia |
| 10/6/2003 | Bay Bank, Theodore, Alabama | 5808 Highway 90 West, Theodore, Alabama |
| 10/6/2003 | Compass Bank, Birmingham, Alabama | Intersection of South Yosemite Street and Kimmer Drive, Denver, Colorado |
| 10/7/2003 | SouthTrust Bank, Birmingham, Alabama | 8994 Southwest 40th Street, Miami, Florida |
| 10/12/2003 | Amerifirst Bank, Union Springs, Alabama | 612 South Memorial Drive, Prattville, Alabama |
| 10/14/2003 | Regions Bank, Birmingham, Alabama | 155 Franklin Road, Suite 105, Brentwood, Tennessee |
| 10/14/2003 | AmSouth Bank, Birmingham, Alabama | 2355 South Ferdon Boulevard, Crestview, Florida |
| 10/15/2003 | Regions Bank, Birmingham, Alabama | 1337 West McDermott Drive, Allen, Texas |
| 10/15/2003 | Regions Bank, Birmingham, Alabama | 3994 Frontage Road, Fayetteville, Arkansas |
| 10/15/2003 | SouthTrust Bank, Birmingham, Alabama | 1470 West Grand Parkway South, Katy, Texas |
| 10/20/2003 | AmSouth Bank, Birmingham, Alabama | 1420 US Highway 1 South, St. Augustine, Florida |
| 10/20/2003 | AmSouth Bank, Birmingham, Alabama | 4422 Southside Boulevard, Jacksonville, Florida |
| 10/20/2003 | Compass Bank, Birmingham, Alabama | Intersection of East Skyline Drive and North Campbell Avenue, Tucson, Arizona |
| 10/20/2003 | Compass Bank, Birmingham, Alabama | Northeast corner of the Intersection of 7th Street and Union Hills Drive, Phoenix, Arizona |
| 10/27/2003 | SouthTrust Bank, Birmingham, Alabama | 105 Cobblestone Drive, St. Augustine, Florida |
| 11/3/2003 | Compass Bank, Birmingham, Alabama | Intersection of South Hulen Street and Bellaire Drive South, Fort Worth, Texas |
| 11/3/2003 | AmSouth Bank, Birmingham, Alabama | 3242 Little Road, Trinity, Florida |
| 11/5/2003 | Compass Bank, Birmingham, Alabama | Intersection of Cinco Ranch Boulevard and South Mason Road, Houston, Texas |
| 11/12/2003 | SouthTrust Bank, Birmingham, Alabama | 13703 I-10 West, San Antonio, Texas |
| 11/15/2003 | Regions Bank, Birmingham, Alabama | 2925 South Loop 256, Palestine, Texas |
| 11/17/2003 | SouthTrust Bank, Birmingham, Alabama | 12851 Bonita Beach Road SE, Bonita Springs, Florida |
| 11/17/2003 | AmSouth Bank, Birmingham, Alabama | 751 Duval Station Road, Jacksonville, Florida |
| 11/17/2003 | SouthTrust Bank, Birmingham, Alabama | 8401 Broadway Street, Pearland, Texas |

Table 10. Branches Opened by State-Chartered Banks, October 1, 2003 through September 30, 2004

| DATE | BANK | BRANCH LOCATION |
|-------------|--------------------------------------|--|
| 11/24/2003 | Compass Bank, Birmingham, Alabama | Intersection of FM 720 and FM 423, Dallas, Texas |
| 11/24/2003 | AmSouth Bank, Birmingham, Alabama | 8234 Navarre Parkway, Navarre, Florida |
| 11/24/2003 | AmSouth Bank, Birmingham, Alabama | 1300 West Walnut Avenue, Dalton, Georgia |
| 11/24/2003 | AmSouth Bank, Birmingham, Alabama | 120 Citi Centre, Winter Haven, Florida |
| 11/24/2003 | AmSouth Bank, Birmingham, Alabama | 2520 Countryside Boulevard, Clearwater, Florida |
| 12/1/2003 | AmSouth Bank, Birmingham, Alabama | 6105 Cypress Gardens Boulevard, Winter Haven, Florida |
| 12/1/2003 | AmSouth Bank, Birmingham, Alabama | 2199 Manatee Avenue West, Bradenton, Florida |
| 12/8/2003 | AmSouth Bank, Birmingham, Alabama | 4501 Cortez Road West, Bradenton, Florida |
| 12/8/2003 | AmSouth Bank, Birmingham, Alabama | 4459 13th Street, St. Cloud, Florida |
| 12/8/2003 | AmSouth Bank Birmingham, Alabama | 6120 NW 1st Place, Gainesville, Florida |
| 12/8/2003 | AmSouth Bank, Birmingham, Alabama | 34 North Barrett Square, Panama City Beach, Florida |
| 12/8/2003 | SouthTrust Bank, Birmingham, Alabama | 19440 Bruce B Downs Boulevard, Tampa, Florida |
| 12/15/2003 | AmSouth Bank, Birmingham, Alabama | 5221 Clark Road, Sarasota, Florida |
| 12/15/2003 | AmSouth Bank, Birmingham, Alabama | 2630 East Highway 50, Clermont, Florida |
| 12/15/2003 | AmSouth Bank, Birmingham, Alabama | 140 Carillon Parkway, St. Petersburg, Florida |
| 12/15/2003 | AmSouth Bank, Birmingham, Alabama | 5009 East State Road 64, Bradenton, Florida |
| 12/15/2003 | Compass Bank, Birmingham, Alabama | Intersection of East Smoky Hill Road and South Himalaya Street, Centennial, Colorado |
| 12/15/2003 | SouthTrust Bank, Birmingham, Alabama | 11670 Medlock Bridge Road, Duluth, Georgia |
| 12/15/2003 | SouthTrust Bank, Birmingham, Alabama | 2100 Northwest 107 Avenue, Miami, Florida |
| 12/22/2003 | SouthTrust Bank, Birmingham, Alabama | 648 Long Point Road, Mt. Pleasant, South Carolina |
| 12/22/2003 | SouthTrust Bank, Birmingham, Alabama | 11230 Elm Lane, Charlotte, North Carolina |
| 12/22/2003 | SouthTrust Bank, Birmingham, Alabama | 2255 East-West Connector/BJ'S, Austell, Georgia |
| 12/22/2003 | Compass Bank, Birmingham, Alabama | Intersection of West Bell Road and West Grand Avenue, Surprise, Arizona |
| 12/22/2003 | AmSouth Bank, Birmingham, Alabama | 3414 Lithia Pinecrest Road, Valrico, Florida |

Table 10. Branches Opened by State-Chartered Banks, October 1, 2003 through September 30, 2004

| DATE | BANK | BRANCH LOCATION |
|-------------|---|--|
| 12/22/2003 | AmSouth Bank, Birmingham, Alabama | 4934 Columbia Pike, Spring Hill, Tennessee |
| 12/22/2003 | AmSouth Bank, Birmingham, Alabama | 925 Lockwood Boulevard, Oviedo, Florida |
| 12/22/2003 | AmSouth Bank, Birmingham, Alabama | 1820 St. Charles Avenue, Suite 100, New Orleans, Louisiana |
| 12/22/2003 | AmSouth Bank, Birmingham, Alabama | 4535 South Florida Avenue, Lakeland, Florida |
| 12/29/2003 | AmSouth Bank, Birmingham, Alabama | 10050 Coursey Boulevard, Baton Rouge, Louisiana |
| 12/29/2003 | AmSouth Bank, Birmingham, Alabama | 1725 West Causeway Approach, Mandeville, LA |
| 12/29/2003 | SouthTrust Bank, Birmingham, Alabama | 9811 Brook Road, Glen Allen, Virginia |
| 12/30/2003 | SouthTrust Bank, Birmingham, Alabama | 700 South Federal Highway, Suite 100, Boca Raton, Florida |
| 12/30/2003 | SouthTrust Bank, Birmingham, Alabama | 5445 Glenside Drive, Suite 100, Richmond, Virginia |
| 12/31/2003 | SouthTrust Bank, Birmingham, Alabama | 2989 PGA Boulevard, Palm Beach Garden, Florida |
| 12/31/2003 | SouthTrust Bank, Birmingham, Alabama | 5570 Windward Parkway, Alpharetta, Georgia |
| 1/5/2004 | Bank of Tuscaloosa, Tuscaloosa, Alabama | 3068 McFarland Boulevard, Northport, Alabama |
| 1/20/2004 | AmSouth Bank, Birmingham, Alabama | 10670 US Highway 441, Leesburg, Florida |
| 2/9/2004 | Compass Bank, Birmingham, Alabama | Scotiabank Centre 3rd Floor 6 Cardinal Avenue, George Town Grand Cayman, Cayman Islands, British West Indies |
| 2/9/2004 | AmSouth Bank, Birmingham, Alabama | 105 Palm Bay Road Northeast, Melbourne, Florida |
| 2/9/2004 | AmSouth Bank, Birmingham, Alabama | 13455 McCall Road, Port Charlotte, Florida |
| 2/23/2004 | AmSouth Bank, Birmingham, Alabama | 6070 Carothers Parkway, Franklin, Tennessee |
| 2/23/2004 | AmSouth Bank, Birmingham, Alabama | 4477 West First Street, Sanford, Florida |
| 2/23/2004 | Regions Bank, Birmingham, Alabama | 500 North Akard, Dallas, Texas |
| 2/23/2004 | Regions Bank, Birmingham, Alabama | 50 North Front Street, Suite 100, Memphis, Tennessee |
| 3/8/2004 | AmSouth Bank, Birmingham, Alabama | 5455 Tara Boulevard, Bradenton, Florida |
| 3/8/2004 | United Bank, Atmore, Alabama | 1015 Southwest First Street, Summerdale, Alabama |
| 3/8/2004 | Regions Bank, Birmingham, Alabama | 5641 Clark Road, Sarasota, Florida |
| 3/8/2004 | SouthTrust Bank, Birmingham, Alabama | 7323 Park Boulevard, Pinellas Park, Florida |

Table 10. Branches Opened by State-Chartered Banks, October 1, 2003 through September 30, 2004

| DATE | BANK | BRANCH LOCATION |
|-------------|---|---|
| 3/15/2004 | AmSouth Bank, Birmingham, Alabama | 795 West State Road 434, Longwood, Florida |
| 3/15/2004 | Regions Bank, Birmingham, Alabama | 2576 West Sunset, Suite H, Springdale, Arkansas |
| 3/15/2004 | Regions Bank, Birmingham, Alabama | 4900 Falls of Neuse Road, Suite 100, Raleigh, North Carolina |
| 3/18/2004 | SouthTrust Bank, Birmingham, Alabama | 2970 Horizon Road, Rockwall, Texas |
| 3/22/2004 | Troy Bank & Trust, Troy, Alabama | 425 S.A. Graham Boulevard, Brundidge, Alabama |
| 3/22/2004 | AmSouth Bank, Birmingham, Alabama | 971 Cassat Avenue, Jacksonville, Florida |
| 3/24/2004 | Regions Bank, Birmingham, Alabama | 3110 Bill Foster Memorial Highway, Cabot, Arkansas |
| 3/29/2004 | AmSouth Bank, Birmingham, Alabama | 2626 Enterprise Road, Orange City, Florida |
| 3/29/2004 | AmSouth Bank, Birmingham, Alabama | 1522 Cape Coral Parkway West, Cape Coral, Florida |
| 3/29/2004 | AmSouth Bank, Birmingham, Alabama | 2013 Collier Parkway, Land O Lakes, Florida |
| 3/29/2004 | SouthTrust Bank, Birmingham, Alabama | 4949 Ridgemoor Boulevard, Palm Harbor, Florida |
| 4/5/2004 | Regions Bank, Birmingham, Alabama | 6029 Luther Lane, Dallas, Texas |
| 4/15/2004 | Regions Bank, Birmingham, Alabama | The Southeast Corner of Anderson Mill Road and Highway 183, Austin, Texas |
| 4/15/2004 | Regions Bank, Birmingham, Alabama | 13301-C North US Highway 183, Austin, Texas |
| 4/26/2004 | Bank of Tuscaloosa, Tuscaloosa, Alabama | 4901 Rice Mine Road NE, Tuscaloosa, Alabama |
| 4/26/2004 | AmSouth Bank, Birmingham, Alabama | 3815 South Orlando Drive, Sanford, Florida |
| 4/26/2004 | AmSouth Bank, Birmingham, Alabama | 131 South Peeble Beach Boulevard, Sun City Center, Florida |
| 4/26/2004 | SouthTrust Bank, Birmingham, Alabama | 171 17th Street Northwest, Atlanta, Georgia |
| 5/3/2004 | Compass Bank, Birmingham, Alabama | 1004 Marlandwood Road, Temple, Texas |
| 5/3/2004 | Bank of Alabama, Birmingham, Alabama | 3309 Lorna Road, Suite 13, Hoover, Alabama |
| 5/17/2004 | Regions Bank, Birmingham, Alabama | 1114 Lost Creek Boulevard, Suite 100, Austin, Texas |
| 5/17/2004 | SouthTrust Bank, Birmingham, Alabama | 8615 Collier Boulevard, Naples, Florida |
| 5/17/2004 | AmSouth Bank, Birmingham, Alabama | 2030 Metairie Road, Metairie, Louisiana |
| 5/24/2004 | AmSouth Bank, Birmingham, Alabama | 3621 Apalachee Parkway, Tallahassee, Florida |
| 5/24/2004 | Regions Bank, Birmingham, Alabama | 5251 Westheimer Road, Suite 175, Houston, Texas |
| 6/1/2004 | Regions Bank, Birmingham, Alabama | 2900 Highway 280, Suite 100, Birmingham, Alabama |

Table 10. Branches Opened by State-Chartered Banks, October 1, 2003 through September 30, 2004

| DATE | BANK | BRANCH LOCATION |
|-------------|--|--|
| 6/1/2004 | AmSouth Bank, Birmingham, Alabama | 6730 West Gulf to Lake Highway, Crystal River, Florida |
| 6/4/2004 | Citizens Bank & Trust, Guntersville, Alabama | 5053 Main Drive, New Hope, Alabama |
| 6/7/2004 | SouthTrust Bank, Birmingham, Alabama | 17091 West Broad Street, Glen Allen, Virginia |
| 6/7/2004 | AmSouth Bank, Birmingham, Alabama | US 19/Berkeley Manor Commercial Center, Spring Hill, Florida |
| 6/7/2004 | AmSouth Bank, Birmingham, Alabama | 8624 Lee Vista Boulevard, Orlando, Florida |
| 6/7/2004 | AmSouth Bank, Birmingham, Alabama | 50 Blake Boulevard, Building D, Celebration, Florida |
| 6/14/2004 | SouthTrust Bank, Birmingham, Alabama | 4796 Sugarloaf Parkway, Lawrenceville, Georgia |
| 6/14/2004 | AmSouth Bank, Birmingham, Alabama | 5028 Murfreesboro Road, LaVergne, Tennessee |
| 6/14/2004 | Regions Bank, Birmingham, Alabama | 4020 Preston Road, Plano, Texas |
| 6/18/2004 | Citizens Bank & Trust, Guntersville, Alabama | 110 South Main Street, Arab, Alabama |
| 6/21/2004 | Bank Independent, Sheffield, Alabama | 303 Beltline Place, Unit E, Decatur, Alabama |
| 6/28/2004 | AmSouth Bank, Birmingham, Alabama | 1567 Main Street, Sarasota, Florida |
| 6/28/2004 | AmSouth Bank, Birmingham, Alabama | 1014 E. Brandon Boulevard, Brandon, Florida |
| 6/28/2004 | AmSouth Bank, Birmingham, Alabama | 2295 South Hiawassee Road, # 11, Orlando, Florida |
| 6/28/2004 | SouthTrust Bank, Birmingham, Alabama | 12253 West Linebaugh Avenue, Tampa, Florida |
| 7/6/2004 | AmSouth Bank, Birmingham, Alabama | 1735 East Nine Mile Road, Pensacola, Florida |
| 7/19/2004 | Regions Bank, Birmingham, Alabama | 2245 West Campbell Road, Garland, Texas |
| 7/26/2004 | AmSouth Bank, Birmingham, Alabama | 2405 West Swann Avenue, Tampa, Florida |
| 8/2/2004 | SouthTrust Bank, Birmingham, Alabama | 485 Goodman Road East, Southaven, Mississippi |
| 8/4/2004 | SouthTrust Bank, Birmingham, Alabama | 1430 Research Forest, Shenandoah, Texas |
| 8/4/2004 | SouthTrust Bank, Birmingham, Alabama | Intersection of Holly Hill and Research Forest Drive, Woodlands, Texas |
| 8/9/2004 | SouthTrust Bank, Birmingham, Alabama | 1720 Highway 6, Sugarland, Texas |
| 8/9/2004 | AmSouth Bank, Birmingham, Alabama | 16645 Fishhawk Boulevard, Lithia, Florida |
| 8/13/2004 | Union State Bank, Pell City, Alabama | 978 Airport Road, Destin, Florida |
| 8/16/2004 | SouthTrust Bank, Birmingham, Alabama | 6244 United Drive, Huntsville, Alabama |
| 8/16/2004 | Regions Bank, Birmingham, Alabama | 5202 Cottage Hill Road, Mobile, Alabama |

Table 10. Branches Opened by State-Chartered Banks, October 1, 2003 through September 30, 2004

| DATE | BANK | BRANCH LOCATION |
|-------------|---|---|
| 8/16/2004 | Regions Bank, Birmingham, Alabama | 6685 Old Springville Road, Birmingham, Alabama |
| 8/16/2004 | AmSouth Bank, Birmingham, Alabama | 2401 Gateway Drive, Opelika, Alabama |
| 8/16/2004 | Regions Bank, Birmingham, Alabama | 2601 Ridge Road, Rockwall, Texas |
| 8/16/2004 | Regions Bank, Birmingham, Alabama | 1508 Ashley Worth Boulevard, Bee Cave, Texas |
| 8/16/2004 | Compass Bank, Birmingham, Alabama | 8100 East Freeway, Houston, Texas |
| 8/17/2004 | SouthTrust Bank, Birmingham, Alabama | 812 Providence Road, Brandon, Florida |
| 8/18/2004 | First Commercial Bank, Good Hope, Alabama | 19129 US Highway 31, Vinemont, Alabama |
| 8/23/2004 | AmSouth Bank, Birmingham, Alabama | 2559 Bert Kouns Industrial Loop, Shreveport, Louisiana |
| 8/23/2004 | SouthTrust Bank, Birmingham, Alabama | 1696 North Loop 288, Denton, Texas |
| 8/23/2004 | SouthTrust Bank, Birmingham, Alabama | 24421 Tomball Parkway, Houston, Texas |
| 8/30/2004 | SouthTrust Bank, Birmingham, Alabama | 102 Newnan Crossing, Newnan, Georgia |
| 8/30/2004 | SouthTrust Bank, Birmingham, Alabama | Intersection of Highway 249 and Northpointe Boulevard, Houston, Texas |
| 9/1/2004 | Peoples Bank of North Alabama, Cullman, Alabama | 29900 State Highway 79, Locust Fork, Alabama |
| 9/7/2004 | SouthTrust Bank, Birmingham, Alabama | 3350 Pelham Parkway, Pelham, Alabama |
| 9/13/2004 | AmSouth Bank, Birmingham, Alabama | 1600 Jimmie Davis Highway, Bossier City, Louisiana |
| 9/13/2004 | SouthTrust Bank, Birmingham, Alabama | 5300 United Drive, Smyrna, Georgia |
| 9/20/2004 | AmSouth Bank, Birmingham, Alabama | 1042 Glenbrook Way, Hendersonville, Tennessee |
| 9/27/2004 | AmSouth Bank, Birmingham, Alabama | 2198 A1A South, St. Augustine Beach, Florida |
| 9/27/2004 | AmSouth Bank, Birmingham, Alabama | 4289 South Highway 27, Clermont, Florida |
| 9/27/2004 | First Commercial Bank, Good Hope, Alabama | 8083 Madison Boulevard, Madison, Alabama |

Table 11 Merger of FSB to State Chartered Banks, October 1, 2003 through September 30, 2004

| Date | Description of Merger |
|------|-----------------------|
| NONE | |

Table 12. Mergers and Acquisitions of Out-of-State Banks with State-Chartered Banks, October 1, 2003 through September 30, 2004

| Date | Description of Merger |
|-----------|--|
| 5/14/2004 | FloridaFirst Bank, Lakeland, Florida merged with and into SouthTrust Bank, Birmingham, Alabama |
| 7/3/2004 | Premier Community Bank of Southwest Florida, Ft. Myers, Florida merged with and into United Bank, Atmore, Alabama |
| 8/12/2004 | Premier Community Bank of South Florida, Ft. Lauderdale, Florida merged with and into Union State Bank, Pell City, Alabama |

Table 13. Mergers of National Banks with State-Chartered Banks, October 1, 2003 through September 30, 2004

| Date | Description of Merger |
|------|-----------------------|
| NONE | |

Table 14. Branch Acquisition (Certain Branch Assets & Assumption of Certain Liabilities)
October 1, 2003 through September 30, 2004

| Date | Bank | Seller | Branch Location |
|-------------|---|--|--|
| 12/4/2003 | Regions Bank, Birmingham, Alabama | InterSavings Bank, FSB Edina, Minnesota | 500 North Miramar Avenue, Indialantic, Florida |
| 12/4/2003 | Regions Bank, Birmingham, Alabama | InterSavings Bank, FSB Edina, Minnesota | 4805 Babcock Street, NE Palm Bay, Florida |
| 12/4/2003 | Regions Bank, Birmingham, Alabama | InterSavings Bank, FSB Edina, Minnesota | 305 East North Park Street, Okeechobee, Florida |
| 2/7/2004 | Peoples Bank of North Alabama, Cullman, Alabama | The Bank, Warrior, Alabama | 585 Majestic Road, Morris, Alabama |
| 7/22/2004 | PeoplesTrust Bank, Hamilton, Alabama | Community Spirit Bank, Red Bay, Alabama | 34888 Highway 43 South, Hackleburg, Alabama |

Table 15. Main Office Relocation

| DATE | BANK | FROM | TO |
|-------------|-------------------------------|--|--|
| 3/30/2004 | The Bank, Warrior, Alabama | 218 Louisa Street, Warrior, Alabama | 17 North 20th Street, Birmingham, Alabama |

Table 16. Branches Closed by State-Chartered Banks, October 1, 2003 through September 30, 2004

| DATE | BANK | BRANCH LOCATION |
|-------------|---|---|
| 10/15/2003 | Regions Bank, Birmingham, Alabama | 131 South Pebble Beach Boulevard, Sun City, Florida |
| 10/15/2003 | Regions Bank, Birmingham, Alabama | 2111 North Pleasantburg Drive, Greenville, South Carolina |
| 10/31/2003 | Regions Bank, Birmingham, Alabama | 8905 Kingston Pike, Knoxville, Tennessee |
| 11/14/2003 | Regions Bank, Birmingham, Alabama | 6929 John F. Kennedy Boulevard, North Little Rock, Arkansas |
| 11/17/2003 | Regions Bank, Birmingham, Alabama | 2201 South Loop 256, Palestine, Texas |
| 12/5/2003 | Regions Bank, Birmingham, Alabama | 3890 Atlanta Highway, Montgomery, Alabama |
| 12/31/2003 | Regions Bank, Birmingham, Alabama | 2392 Montgomery Highway, Dothan, Alabama |
| 12/31/2003 | Regions Bank, Birmingham, Alabama | 2944 Macon Road, Columbus, Georgia |
| 12/31/2003 | Bank of Tuscaloosa, Tuscaloosa, Alabama | 5510 McFarland Boulevard, Northport, Alabama |
| 1/2/2004 | Bank of Tuscaloosa, Tuscaloosa, Alabama | 3003 Lurleen Wallace Boulevard, Northport, Alabama |
| 1/16/2004 | Regions Bank, Birmingham, Alabama | 4464 Devine Street, Columbia, South Carolina |
| 1/30/2004 | Regions Bank, Birmingham, Alabama | 1522 Third Avenue, Albany, Georgia |
| 3/1/2004 | Bank of Tuscaloosa, Tuscaloosa, Alabama | 2735 University Boulevard East, Tuscaloosa, Alabama |
| 3/1/2004 | Bank Independent, Sheffield, Alabama | 2727 Mall Drive, Florence, Alabama |
| 3/5/2004 | Regions Bank, Birmingham, Alabama | 2704 Bee Ridge Road, Sarasota, Florida |
| 3/31/2004 | SouthTrust Bank, Birmingham, Alabama | 3447 Norman Bridge Road, Montgomery, Alabama |
| 4/2/2004 | Compass Bank, Birmingham, Alabama | 401 North 3rd Street, Temple, Texas |
| 4/16/2004 | AmSouth Bank, Birmingham, Alabama | 4010 Little Road, New Port Richey, Florida |
| 4/19/2004 | SouthTrust Bank, Birmingham, Alabama | 301 Fieldstown Road, Gardendale, Alabama |

Table 16. Branches Closed by State-Chartered Banks, October 1, 2003 through September 30, 2004

| DATE | BANK | BRANCH LOCATION |
|-------------|--|--|
| 5/3/2004 | Regions Bank, Birmingham, Alabama | 3603 McCann Road, Longview, Texas |
| 6/4/2004 | AmSouth Bank, Birmingham, Alabama | 5483 West Irlo Bronson Highway, Kissimmee, Florida |
| 6/21/2004 | The Peoples Bank & Trust Company, Selma, Alabama | 12 Oak Street, Plantersville, Alabama |
| 6/25/2004 | AmSouth Bank, Birmingham, Alabama | 30 Keith Street, Southwest, Cleveland, Tennessee |
| 6/25/2004 | AmSouth Bank, Birmingham, Alabama | 8022 Lillian Highway, Pensacola, Florida |
| 6/30/2004 | Regions Bank, Birmingham, Alabama | 851 Lower Heard Street, Elberton, Georgia |
| 6/30/2004 | Dekalb Bank, Crossville, Alabama | 1955 Sand Rock Avenue, Sand Rock, Alabama |
| 7/29/2004 | SouthTrust Bank, Birmingham, Alabama | 6101 Military Highway, Norfolk, Virginia |
| 8/5/2004 | SouthTrust Bank, Birmingham, Alabama | 1200 South McCall Road, Englewood, Florida |
| 8/6/2004 | SouthTrust Bank, Birmingham, Alabama | 13135 South Dairy Ashford, Suite 155, Sugarland, Texas |
| 8/6/2004 | Compass Bank, Birmingham, Alabama | 226-8 Solana Road, Ponte Vedra, Florida |
| 8/13/2004 | SouthTrust Bank, Birmingham, Alabama | 1001 Heathland Drive, Huntsville, Alabama |
| 8/13/2004 | Regions Bank, Birmingham, Alabama | 306 South University Boulevard, Mobile, Alabama |
| 8/13/2004 | Regions Bank, Birmingham, Alabama | 2402 Old Springville Road, Birmingham, Alabama |
| 8/27/2004 | AmSouth Bank, Birmingham, Alabama | 1748 Terry Road, Jackson, Mississippi |
| 9/1/2004 | Bank Independent, Sheffield, Alabama | 704 Bank Street, NE, Decatur, Alabama |
| 9/3/2004 | SouthTrust Bank, Birmingham, Alabama | 831 1st Street North, Alabaster, Alabama |
| 9/3/2004 | SouthTrust Bank, Birmingham, Alabama | 3145 Highway 31 South, Pelham, Alabama |
| 9/10/2004 | Regions Bank, Birmingham, Alabama | 1131 North Jupiter Road, Richardson, Texas |

Table 17. Branch Sales (Certain Branch Assets & Assumption of Certain Liabilities)
October 1, 2003 through September 30, 2004

| DATE | BANK | PURCHASER | BRANCH LOCATION |
|-------------|-------------|------------------|------------------------|
| NONE | | | |

Table 18. Branch Office Relocation

| DATE | BANK | FROM | TO |
|------------|---------------------------------------|---|---|
| 10/24/2003 | SouthTrust Bank, Birmingham, Alabama | 301 Miracle Mile, Coral Gables, Florida | 1500 Ponce De Leon Boulevard, Coral Gables, Florida |
| 11/3/2003 | Regions Bank, Birmingham, Alabama | 200 Main Street, Hilton Head Island, South Carolina | 2 Lafayette Place Hilton Head Island, South Carolina |
| 12/1/2003 | The Bank, Warrior, Alabama | 2200 Clinton Avenue, Huntsville, Alabama | 300 West Clinton Avenue, Huntsville, Alabama |
| 2/1/2004 | The Bank, Birmingham, Alabama | 401 Cecil G. Costin, Sr. Boulevard, Port St. Joe, Florida | 418 Cecil G. Costin, Sr. Boulevard, Port St. Joe, Florida |
| 4/5/2004 | Vision Bank, Gulf Shores, Alabama | 669 South Mckenzie Street, Suite 104, Foley, Alabama | 501 McKenzie Street, Foley, Alabama |
| 5/3/2004 | First Financial Bank, Pelham, Alabama | 560 Food World Plaza, Pelham, Alabama | 3304 Pelham Parkway, Pelham, Alabama |
| 6/21/2004 | Regions Bank, Birmingham, Alabama | 3996 Frontage Road, Fayetteville, Arkansas | 1465 East Joyce Boulevard, Fayetteville, Arkansas |
| 7/27/2004 | Aliant Bank, Alexander City, Alabama | 8095 Vaughn Road, Montgomery, Alabama | 7911 Vaughn Road, Montgomery, Alabama |
| 9/7/2004 | BankTrust, Mobile, Alabama | 6631 Airport Boulevard, Mobile, Alabama | 850 Hillcrest Road, Mobile, Alabama |
| 9/28/2004 | Regions Bank, Birmingham, Alabama | 200 East Robinson Street, Orlando, Florida | 201 South Orange Avenue, Orlando, Florida |

BUREAU OF LOANS

The Bureau of Loans was established in 1945 under authority of Act No. 159, for the purpose of administering and enforcing the provisions of the Harris Act, the predecessor of the present **Alabama Small Loan Act of 1959** (§ 5-18-1 et seq. 1975 Code). Since that time, the Alabama legislature has expanded the consumer protection role of the Bureau through various additional acts.

In 1971, the Alabama legislature passed the **Alabama Consumer Credit Act** (§ 5-19-1 et seq. 1975 Code), commonly known as the Mini-Code, which designated the Superintendent of Banks as Administrator and the Supervisor of the Bureau of Loans as Deputy Administrator for enforcement purposes. The **Alabama Pawn Shop Act** was enacted into law on May 21, 1992, under the authority of Act No. 92-597 (§ 5-19A-1 et seq.). The **Mortgage Brokers Licensing Act** was enacted into Law on May 30, 2001, under the authority of Act No. 2001-692 (§ 5-25-1-et seq.) The **Deferred Presentment Services Act** was enacted into law on June 20, 2003, under the authority of Act No. 2003-359 (§ 5-18A-1 et seq.). All of these laws designate the Supervisor of the Bureau of Loans as the regulatory authority to administer and enforce the Act.

The Bureau of Loans has the statutory authority to exam at any reasonable time the lending activity and other records of any small loan company, finance company, and/or other individuals or persons holding any license from the State Banking Department. Staff examiners normally review records and transactions to determine compliance with Alabama laws at the licensee's place of business. Each licensee pays to the State Banking Department the actual cost of each examination with the amount being reasonably prescribed under uniform and equitable rules and regulations promulgated by the Superintendent of Banks.

The number of licensees for the past five years under the **Alabama Small Loan Act** is shown below:

| <u>Date</u> | <u>Number</u> |
|-------------------|---------------|
| December 31, 2003 | 240 |
| December 31, 2002 | 234 |
| December 31, 2001 | 226 |
| December 31, 2000 | 279 |
| December 31, 1999 | 252 |

Section 5-18-11 of the Small Loan Act requires licensees to report their calendar year financial condition and operating performance to the Supervisor on or before May 1 of each year. The following statements report the consolidated financial condition of licensees under the Alabama Small Loan Act. The Bureau of Loans staff does not audit or otherwise check the financial data submitted by licensees for accuracy.

Table 19. Consolidated Balance Sheet, Licensees Under the **Alabama Small Loan Act**, December 31, 2003 and December 31, 2002

| <u>ASSETS</u> | <u>2003</u> | <u>2002</u> |
|---|---------------------|---------------------|
| Receivables (Gross) | \$25,876,778 | \$17,161,941 |
| Cash in Office and Banks | 1,579,247 | 1,060,096 |
| Real Estate and Building (Less Reserve for Depreciation)..... | 219,177 | 168,657 |
| Furniture and Fixtures (Less Reserve for Depreciation)..... | 340,019 | 233,725 |
| Accrued Interest Receivable | 166,610 | 165,766 |
| Other Assets | <u>1,574,140</u> | <u>1,333,207</u> |
| TOTAL ASSETS..... | \$29,755,971 | \$20,123,392 |
| | | |
| <u>LIABILITIES AND CAPITAL</u> | | |
| Accounts and Notes Payable | \$20,179,089 | \$13,079,182 |
| Deferred Income and Unearned Charge | 2,531,166 | 1,598,188 |
| Reserve for Bad Debts | 1,016,381 | 359,083 |
| Other Liabilities | <u>1,021,946</u> | <u>904,909</u> |
| TOTAL LIABILITIES | \$24,748,582 | \$15,941,362 |
| Capital Stock (If Corporation) | \$ 1,420,825 | \$ 844,284 |
| Net Worth (If Individual or Partnership) | 2,258,468 | 2,212,313 |
| Surplus (Including Undivided Profits)..... | <u>1,328,096</u> | <u>1,125,433</u> |
| TOTAL CAPITAL | \$5,007,389 | \$4,182,030 |
| TOTAL LIABILITIES AND CAPITAL | \$29,755,971 | \$20,123,392 |

Table 20. Consolidated Income Statement, Licensees Under the Alabama Small Loan Act,
December 31, 2003 and December 31, 2002

| <u>INCOME</u> | <u>2003</u> | <u>2002</u> |
|---|---------------------|----------------------|
| Finance Charges Collected | \$10,326,344 | \$ 7,617,402 |
| Delinquent and Deferral Charges Collected | 1,352,810 | 1,147,097 |
| Insurance Commission/Income | 1,773,918 | 1,699,770 |
| P & L Recovery | 611,154 | 476,006 |
| Other Income | <u>1,143,569</u> | <u>966,027</u> |
| Total Operating Income | \$15,207,795 | \$ 11,906,302 |
| | | |
| <u>EXPENSES</u> | | |
| Interest Paid | \$ 1,207,015 | \$ 922,774 |
| Charge Off to Bad Debt | 2,339,032 | 2,093,013 |
| Additions to Reserve for Bad Debts | 369,992 | 93,188 |
| Salaries and/or Commissions | 4,494,196 | 3,293,712 |
| State, Local & Federal Taxes, Licenses and Fees | 594,013 | 516,705 |
| Advertising | 317,165 | 196,693 |
| Telephone | 259,313 | 224,371 |
| Postage | 373,280 | 321,578 |
| Rent and Utilities | 595,220 | 453,174 |
| Travel and Auto Expenses | 148,940 | 130,881 |
| Insurance and Fidelity Bonds | 531,280 | 374,060 |
| Depreciation of Furniture and Fixtures | 133,291 | 98,626 |
| Auditing and Supervision | 951,920 | 733,411 |
| Other Expenses | <u>1,414,324</u> | <u>1,095,563</u> |
| Total Expenses | \$13,728,981 | \$ 10,547,749 |
| Net Income | \$ 1,478,814 | \$ 1,358,553 |

Table 21 Analysis of Loans funded by Licensees Under the **Alabama Small Loan Act** as of
December 31, 2003

| Type of Analysis | Number | Dollar Volume |
|--|----------------|---------------------|
| Gross Outstanding Loans | | |
| Beginning of Period..... | 44,908 | \$16,775,624 |
| End of Period..... | <u>48,470</u> | <u>25,876,778</u> |
| Increase (Decrease) | 3,562 | \$ 9,101,154 |
| Loan Activity by Size | | |
| \$75 or less..... | 1,830 | \$ 137,137 |
| \$75.01 to \$300.00..... | 106,288 | 20,059,893 |
| \$300.01 to \$749.00..... | <u>91,046</u> | <u>52,330,012</u> |
| Total..... | 199,164 | \$72,527,042 |
| Loan Activity by Security | | |
| Household Goods and Personal Property..... | 107,710 | \$30,952,415 |
| Automobiles..... | 81,986 | 37,132,844 |
| Endorsed and/or Co-Maker..... | 197 | 128,598 |
| Unsecured..... | 9,147 | 4,244,862 |
| Other..... | <u>124</u> | <u>68,323</u> |
| Total..... | 199,164 | \$72,527,042 |

ALABAMA CONSUMER CREDIT ACT

Total licensees under the **Alabama Consumer Credit Act**, known as the Mini-Code, are shown below for the past five years:

| <u>Year</u> | <u>Number</u> |
|-------------------|---------------|
| December 31, 2003 | 926 |
| December 31, 2002 | 869 |
| December 31, 2001 | 846 |
| December 31, 2000 | 921 |
| December 31, 1999 | 968 |

Licensees under the **Alabama Consumer Credit Act** submitted the following financial data for calendar year 2003: *

| <u>Item</u> | <u>Number</u> | <u>Amount</u> |
|---------------------------------|----------------|-------------------------|
| Total Assets | | \$ 14,477,800,186 |
| Gross Loan Receivables | 375,127 | \$ 3,475,446,777 |
| Gross Sales Finance Receivables | <u>467,047</u> | <u>4,738,056,361</u> |
| Total Receivables | 842,174 | \$ 8,213,503,138 |
| Total Operating Income | | \$ 1,575,127,352 |
| Total Operating Expenses | | <u>1,455,893,221</u> |
| Net Profit (Loss) | | \$ 119,234,131 |

*Listed below are the companies that failed to submit an annual report to the Bureau of Loans. Financial information is not included in the totals above for these companies. The impact of this omission should be minimal.

Mortgage Pro's
ST Holding
TCB Finance
Woodland Capital Corp.
Marengo Finance Co., Inc.

ALABAMA PAWN SHOP ACT

Active number of licensees under the **Alabama Pawn Shop Act** is shown below for the past five years:

| <u>Year</u> | <u>Number</u> |
|-------------------|---------------|
| December 31, 2003 | 897 |
| December 31, 2002 | 804 |
| December 31, 2001 | 810 |
| December 31, 2000 | 758 |
| December 31, 1999 | 720 |

The Pawn Shop Act does not require financial reporting.

ALABAMA MORTGAGE BROKER LICENSING ACT

Total licensees under the Alabama Mortgage Brokers Licensing Act are shown below for the past two years:

| <u>Year</u> | <u>Number</u> |
|-------------------|---------------|
| December 31, 2003 | 415 |
| December 31, 2002 | 340 |

Licensees under the Alabama Mortgage Brokers Licensing Act submitted the following financial data for the 2003 calendar year: *

| <u>ITEM</u> | <u>NUMBER</u> | <u>AMOUNT</u> |
|--------------------------|---------------|----------------------|
| Total Assets | | \$ 47,426,737 |
| Total Net-Worth | | \$ 29,584,504 |
| | | |
| Total Operating Income | | \$ 91,661,092 |
| Total Operating Expenses | | \$ <u>75,273,052</u> |
| Net Profit (Loss) | | \$ 16,388,040 |
| | | |
| Total Loans Closed | 37,367 | \$ 3,427,099,776 |

***Listed below are the companies that failed to submit an annual report to the Bureau of Loans. Financial information for these companies is not included in the totals; however, the impact of this omission should be minimal.**

**Lighthouse Mortgage, Inc.
Savannah Mortgage Co., LLC**

