

In Footprint / Chrysler "Auto" Monthly Update

June, 2015



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Auto: What is Dealer Floor Plan Lending?

- Auto Finance Dealer Floor Plan "DFP" provides commercial credit facilities to automobile dealers in the US. DFP is currently divided into two segments; "In-footprint" and Chrysler Capital "captive". The "in-footprint" financing is comprised of dealers in New England and New York. Chrysler Capital is comprised of dealers nationally and is derived from the Chrysler relationship with SCUSA (Santander Consumer USA).
- Dealer Floor Plan lending provides commercial credit to auto dealerships. This product is a highly specialized revolving line of credit, which is called a "floor plan" line, the line provides financing for the new and used vehicle inventory. How the financing works is:
 - 1. The VIN (Vehicle Identification Number) is tracked with a specialized loan accounting system, when the automobile is delivered from the manufacture;
 - 2. Santander advances funds for the vehicle at a predetermined percentage in exchange for a first position lien on the title;
 - 3. When the vehicle is sold to a third-party the line is repaid and Bank releases their lien so the new lender selected by the buyer is in first position.
- DFP may provide commercial real estate loans to finance the acquisition and/or development of the real estate used for the dealer operations. Although these are loans are like typical real estate loans they are included with the DFP relationship. Typically these loans are cross-collateralized, guaranteed and defaulted and co-terminus with the FPLOC. Additionally, DFP may finance Blue-Sky loans for franchise rights.
- This type of lending is a very competitive business with three types of providers:
 - OEM (Original Equipment Manufacturer) also know as "captive", this is when the original manufacturer provides the dealer with a floor plan line as described above;
 - National Banks, such as Santander;
 - Regional Banks, local savings banks, for example Brookline Bank is a significant dealer floor plan lending in the immediate area.



Auto: Highlights

Positives	Concerns
Good credit quality: In the portfolio there are not any past due loans, loans on non-accrual or entries expected into NPL in the next 90 days.	Outstandings for the combined portfolio (AFG & Chrysler) are behind plan by 21.2%
 Portfolio is well rated: 91% of the portfolio is a Pass or Low Pass rating and 73% of the portfolio is No FEVE. 	Any softening in economic conditions typically results in a decline of automobile sales.
Year over year the portfolio has grown by 40%.	Potential for fraud with this line of business is high.
The portfolio accounts for only 1.5% of the Bank's exceptions based on the size of the portfolio that accounts for 3.6% of the Bank.	In 2015 this has been a significant increase in criticized assets (primarily Chrysler Capital), criticized assets were \$26MM as of 12/31/2014 and increased to \$162MM as of 6/30/2015.



June 2015 YTD Snapshot – In Footprint

(\$ in Millions)

Metric (\$MM)	Jun-14	Sep-14	Dec-14	Mar-15	Apr-15	May-15	Jun-15	JUN '15 Budget	JUN'15 vs. Budget
Exposure	668	789	777	792	795	794	789		
Outstandings	523	591	646	655	649	634	626	663	-36
Delinquency	4.1	0.0	0.0	0.0	0.0	1.1	0.0		
Ratio	0.78%	0.00%	0.00%	0.00%	0.00%	0.18%	0.00%		
Nonaccrual	0.0	0.0	0.0	0.0	0.0	0.0	0.0	1.5	-1.5
Ratio	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.23%	-0.23%
Criticized Outstandings	2.5	1.4	1.4	11.9	12.3	11.4	11.0		
Ratio	0.47%	0.24%	0.21%	1.81%	1.89%	1.79%	1.76%		
Classified	1.0	0.0	0.0	1.4	1.4	1.3	1.3		
Ratio	0.20%	0.00%	0.00%	0.21%	0.21%	0.21%	0.21%		
NPL	0.0	0.0	0.0	0.0	0.0	0.0	0.0	1.5	-1.5
Ratio	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.23%	-0.23%
Net Charge-Offs YTD	0.0	0.0	0.0	0.0	0.0	0.00	0.00	0.09	-0.09
YTD Annualized Ratio	-0.01%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.03%	-0.03%
VMG (local) YTD	-17	-17	-17	0.0	0.0	0.0	0.0		
Risk Premium	-0.30%	-0.30%	-2.97%	0.00%	0.00%	0.00%	0.00%		
Provision YTD	-5.4	-5.3	-5.7	0.2	0.4	0.4	0.3	1.9	-1.5
Cost of Credit	-1.29%	-1.11%	-0.99%	-0.02%	0.02%	-0.01%	0.01%	0.24%	-0.23%
ALLL	2.9	2.9	2.7	2.9	3.0	2.9	2.9	4.4	-1.6
Ratio	0.56%	0.48%	0.41%	0.44%	0.46%	0.46%	0.46%	0.67%	-0.21%
ALLL/Nonaccrual	n/a	295.10%	n/a						
Mora	0.0	0.0	0.0	0.0	0.0	0.0	0.0		

Note: Budget data as of 3/18/2015.



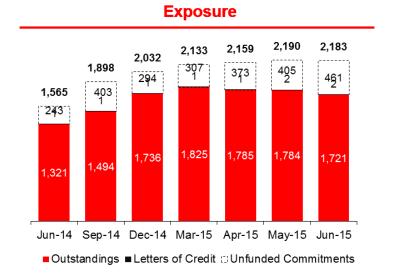
June 2015 YTD Snapshot - Chrysler

Metric (\$MM)	Jun-14	Sep-14	Dec-14	Mar-15	Apr-15	May-15	Jun-15	JUN '15 Budget	JUN'15 vs. Budget
Exposure	897	1,109	1,255	1,341	1,364	1,396	1,395		
Outstandings	798	903	1,090	1,170	1,136	1,150	1,094	1,415	-321
Delinquency	0.0	0.0	0.0	0.0	0.0	0.0	0.0		
Ratio	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%		
Nonaccrual	0.0	0.0	0.0	0.0	0.0	0.0	0.0	2.0	-2.0
Ratio	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.14%	-0.14%
Criticized Outstandings	4.6	4.8	24.5	77.3	81	116	151		
Ratio	0.57%	0.53%	2.25%	6.61%	7.11%	10.12%	13.80%		
Classified	0.0	0.0	19.6	12.7	24	23	28		
Ratio	0.00%	0.00%	1.80%	1.09%	2.11%	2.02%	2.56%		
NPL	0.0	0.0	0.0	0.0	0.0	0.0	0.0		
Ratio	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%		
Net Charge-Offs YTD	0.0	0.0	0.0	0.0	0.0	0.00	0.00	0.1	-0.1
YTD Annualized Ratio	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.02%	-0.02%
VMG (local) YTD	0.0	0.0	0.0	0.0	0.0	0.0	0.0		
Risk Premium	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%		
Provision YTD	0.8	2.2	4.4	1.4	3.1	4.5	5.5	3.1	2.5
Cost of Credit	0.96%	0.58%	0.54%	0.53%	0.66%	0.76%	0.87%	0.47%	0.40%
ALLL	4.3	4.7	6.9	8.0	9.1	10.3	10.5	9.4	1.1
Ratio	0.54%	0.52%	0.64%	0.69%	0.80%	0.90%	0.96%	0.67%	0.29%
ALLL/Nonaccrual	n/a	472%							
Mora	0.0	0.0	0.0	0.0	0.0	0.0	0.0		

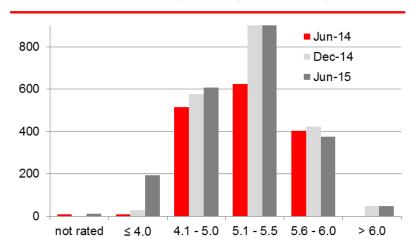
In Footprint / Chrysler: Credit Exposure Overview

(\$ in Millions)

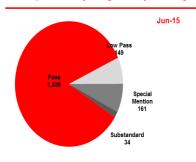
- The size of the portfolio is stable. The Exposure declined slightly to \$2.183MM from \$2.19MM in the previous period. Month over month the outstandings declined by \$63MM to \$1.721MM.
- When the current period is compared to the same period last year the exposure increased by \$618MM with outstandings for the same period seeing an increase of \$400MM.
- Overall the portfolio appears to be performing as projected.
- 91% of the portfolio is rated Pass or Low Pass.



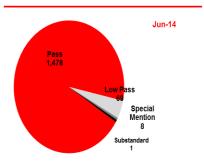
Exposure by Obligor Rating



Exposure by Regulatory Rating



Exposure by Regulatory Rating



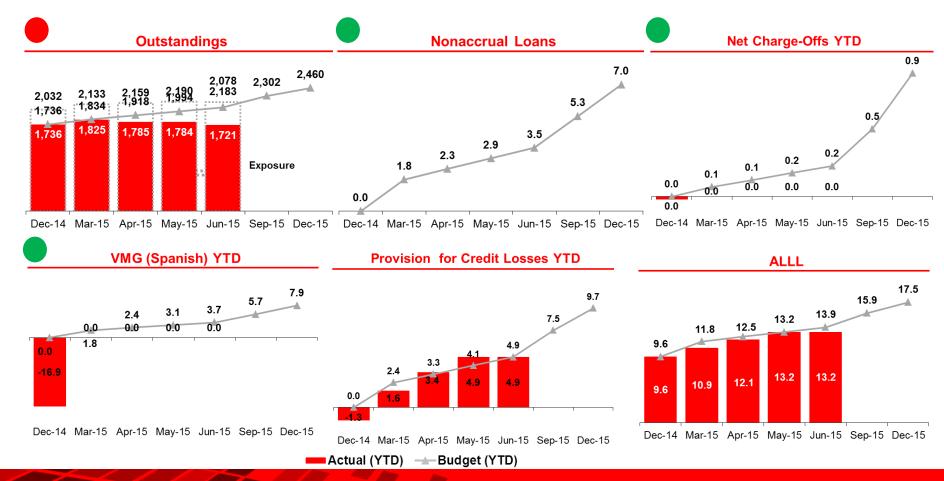
<u>Sources</u>: The Exposure Chart on the top right is based on the 6/30/15 Credit Metrics report. The Exposure by ORR and Regulatory Rating is derived from Monitoring's FEVE report as of 6/30/15.



In Footprint / Chrysler: Performance vs. Budget

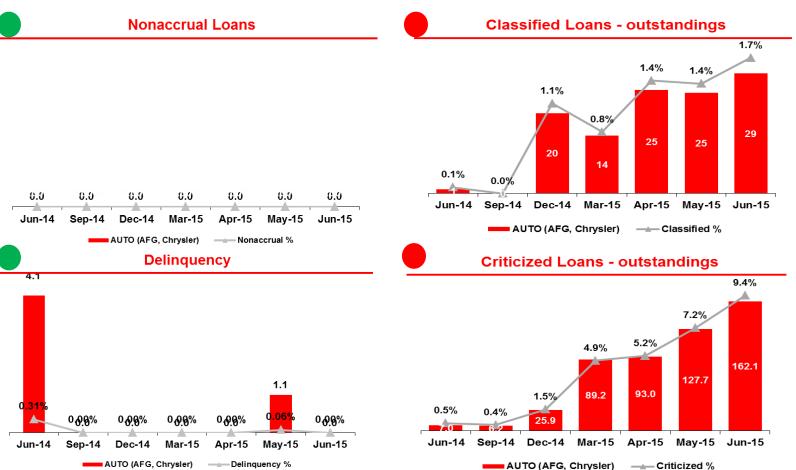
(\$ in Millions)

- The combined portfolio (AFG & Chrysler) are currently underperforming the budget for outstandings on a combined basis by 21.2%.
- Non-accrual loans and charge-offs in both the "in-footprint" and Chrysler portfolios continue to remain at zero.



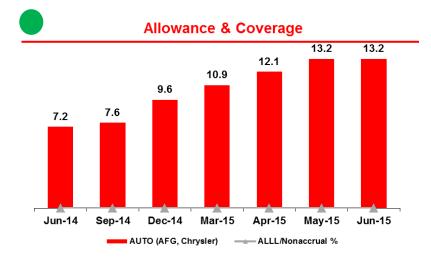
In Footprint / Chrysler: Credit Quality Metrics (1 of 2)(\$ in Millions)

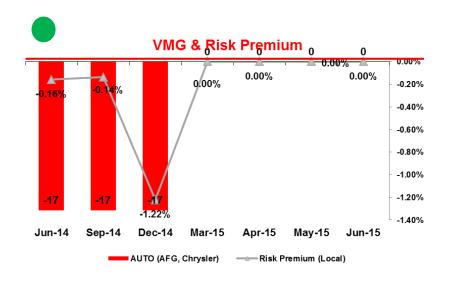
- Classified loans increased from \$25MM to \$29MM month over month, which was inline with the budget projections.
- Criticized loans increased from \$127.7MM to \$162.1MM month over month, although an increase was projected the
 month over month increase is slightly above plan. The increase is related to the Momentum relationship, which was
 downgraded from a SRR 4.4 to 4.0 due to audit issues, distributions and difficulty reconciling statements.

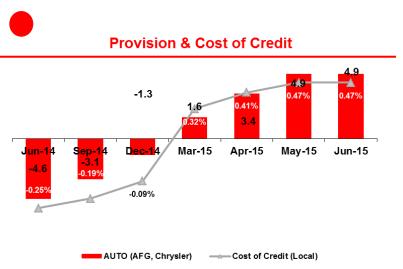


In Footprint / Chrysler: Credit Quality Metrics (2 of 2)(\$ in Millions)

- No entries to NPL in June or projected for July according to Monitoring's Portfolio Review.
- It is expected that non-accruals will remain at zero for the near term.
- ALLL remained unchanged at \$13.2MM, at this time there aren't any loans categorized as non-accrual.





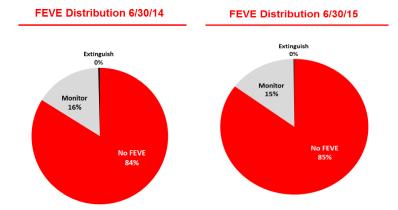




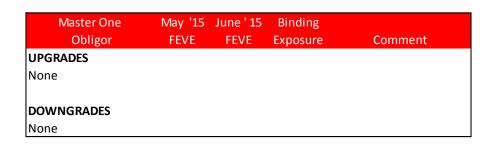
In Footprint: FEVE Trends

(\$ in Millions)

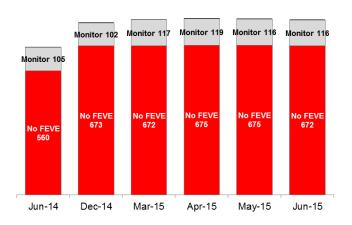
- Portfolio Quality remained stable with 85% of Binding Exposure rated NO FEVE, which was flat when compared with the same period last year.
- The Portfolio did not have any upgrades or downgrades in June.



FEVE Status Changes in Jun-15



AFG FEVE Portfolio Distribution

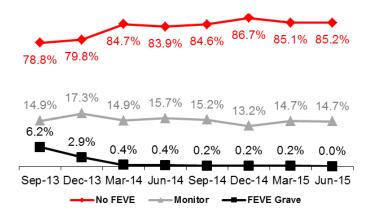


In Footprint : FEVE History

	Footprint Dealer Floorplan							
	Sep-13	Dec-13	Mar-14	Jun-14	Sep-14	Dec-14	Mar-15	Jun-15
No FEVE	\$584	\$557	\$531	\$561	\$627	\$674	\$674	\$672
In FEVE	\$157	\$141	\$96	\$108	\$114	\$104	\$118	\$117
Monitor	\$111	\$121	\$94	\$105	\$113	\$102	\$117	\$116
FEVE Grave	\$46	\$20	\$2	\$2	\$1	\$1	\$1	\$0
Reduce	\$1	-	-	-	-	-	-	-
Extinguish	\$46	\$20	\$2	\$2	\$1	\$1	\$1	\$1
Grand Total	\$741	\$698	\$627	\$669	\$741	\$778	\$792	\$789

The "In Footprint" FEVE Quality continues to remain stable with 85.2% of the portfolio rated No FEVE as of 6/30/2015 as compared with 83.9% when compared with the same period last year. The Portfolio continues to grow while maintaining the quality of the portfolio.

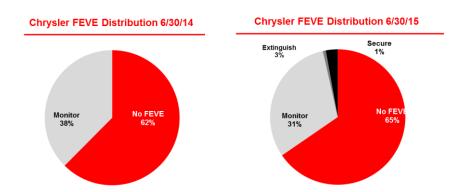
	Footprint Dealer Floorplan								
	Sep-13	Dec-13	Mar-14	Jun-14	Sep-14	Dec-14	Mar-15	Jun-15	
No FEVE	78.8%	79.8%	84.7%	83.9%	84.6%	86.7%	85.1%	85.2%	
In FEVE	21.2%	20.2%	15.3%	16.1%	15.4%	13.3%	14.9%	14.8%	
Monitor	14.9%	17.3%	14.9%	15.7%	15.2%	13.2%	14.7%	14.7%	
FEVE Grave	6.2%	2.9%	0.4%	0.4%	0.2%	0.2%	0.2%	0.0%	
Reduce	0.1%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	
Extinguish	6.2%	2.9%	0.4%	0.4%	0.2%	0.2%	0.2%	0.2%	
Grand Total	100%	100%	100%	100%	100%	100%	100%	100%	





Chrysler: FEVE Trends

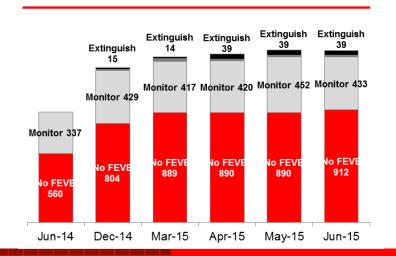
- Year over year the Portfolio Quality improved with No FEVE increasing to 65% from 60% for the same period last year.
- In the month of April there were four downgrades in the Portfolio, totaling \$34.4MM. The three loans that were downgraded to Extinguish represent the \$25MM change.



FEVE Status Changes in Jun-15

Master One Obligor	May '15 FEVE	June ' 15 FEVE	Binding Exposure	Comment
UPGRADES				
None				
DOWNGRADES				
HJPV 311 LLC, dba				Financal issues / missing
Bryant Motors	Monitor	Secure	\$ 16.5	documentation

FEVE Portfolio Distribution



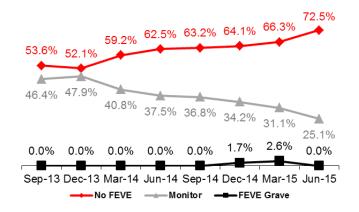


Chrysler – FEVE History

		Chrysler Auto Finance								
	Sep-13	Dec-13	Mar-14	Jun-14	Sep-14	Dec-14	Mar-15	Jun-15		
No FEVE	\$177	\$292	\$450	\$560	\$700	\$804	\$889	\$1,584		
In FEVE	\$153	\$268	\$310	\$337	\$409	\$450	\$452	\$599		
Monitor	\$153	\$268	\$310	\$337	\$409	\$429	\$417	\$548		
FEVE Grave	\$0	\$0	\$0	\$0	\$0	\$21	\$35	\$0		
Reduce	-	-	-	-	-	\$6	\$21	-		
Secure	-	-	-	-	-	-	-	\$10		
Extinguish	-	-	-	-	-	\$15	\$14	\$41		
Grand Total	\$330	\$560	\$760	\$897	\$1,109	\$1,254	\$1,341	\$2,183		

Chrysler's FEVE Quality continues to Improve with 72.5% of the portfolio rated No FEVE as of 6/30/2015 as compared with 62.5% for the same period last year.

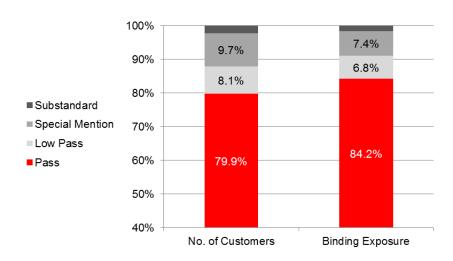
		Chrysler Auto Finance							
	Sep-13	Dec-13	Mar-14	Jun-14	Sep-14	Dec-14	Mar-15	Jun-15	
No FEVE	53.6%	52.1%	59.2%	62.5%	63.2%	64.1%	66.3%	72.5%	
In FEVE	46.4%	47.9%	40.8%	37.5%	36.8%	35.9%	33.7%	27.5%	
Monitor	46.4%	47.9%	40.8%	37.5%	36.8%	34.2%	31.1%	25.1%	
FEVE Grave	0.0%	0.0%	0.0%	0.0%	0.0%	1.7%	2.6%	0.0%	
Reduce	0.0%	0.0%	0.0%	0.0%	0.0%	0.5%	1.6%	0.0%	
	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.5%	
Extinguish	0.0%	0.0%	0.0%	0.0%	0.0%	1.2%	1.0%	1.9%	
Grand Total	100%	100%	100%	100%	100%	100%	100%	100%	

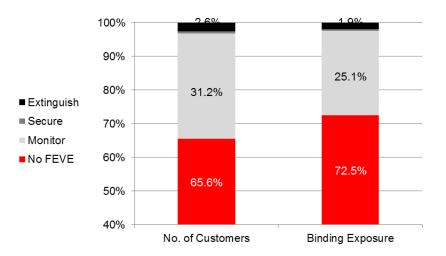


Exposure by Number of Customers

Regulatory Rating	No. of C	ustomers	Binding Ex	posure
Pass	246	79.9%	\$1,839	84.2%
Low Pass	25	8.1%	\$149	6.8%
Special Mention	30	9.7%	\$161	7.4%
Substandard	7	2.3%	\$34	1.5%
Doubtful	-	-	ı	-
	308	100%	\$2,183	100%

FEVE Rating	No. of C	ustomers	Binding Exposure		
No FEVE	202	65.6%	\$1,584	72.5%	
Monitor	96	31.2%	\$548	25.1%	
Reduce	-	-	-	-	
Secure	2	0.6%	\$10	0.5%	
Extinguish	8	2.6%	\$41	1.9%	
	308	100%	\$2,183	100%	





ORR vs. FEVE rating

The portfolio appears to be well distributed, with all Pass rated credits either being a No FEVE or Monitor. All Special Mention and Substandard credit fall under the FEVE designations of Monitor, Secure or Extinguish.

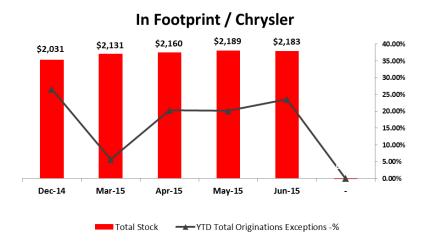
	Pass	Low Pass	Sp. Mention	Substandard	Doubtful	TO	ΓAL
No FEVE	\$1,584	\$0	\$0	\$0	\$0	\$1,584	73%
Monitor	\$255	\$149	\$144	\$0	\$0	\$548	25%
Secure	\$0	\$0	\$10	\$0	\$0	\$10	0%
Extinguish	\$0	\$0	\$7	\$34	\$0	\$41	2%
NPL	\$0	\$0	\$0	\$0	\$0	\$0	0%
TOTAL	\$1,839	\$149	\$161	\$34	\$0	\$2,183	100%
IOIAL	84%	7%	7%	2%	0%	100%	

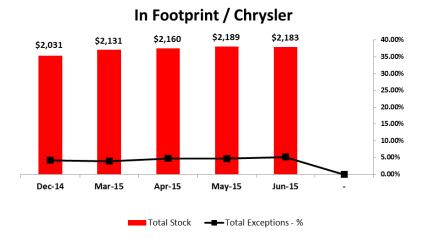
	Pass	Low Pass	Sp. Mention	Substandard	Doubtful	TOTAL
No FEVE	86%	0%	0%	0%	0%	73%
Monitor	14%	100%	89%	0%	0%	25%
Reduce	0%	0%	6%	0%	0%	0%
Extinguish	0%	0%	4%	100%	0%	2%
NPL	0%	0%	0%	0%	100%	0%
TOTAL	100%	100%	100%	100%	100%	100%

In Footprint / Chrysler: Exception Management

- In Footprint / Chrysler represent a small overall portion of the Bank's exceptions (1.5%) based on the size of the portfolio (3.6%).
- All exceptions that were reported were related to Underwriting Guideline exceptions.
- The bulk of the exceptions were related to loan covenants, term, maturity or amortization issues.
- Overall the level of exceptions appears to be reasonable in relation to the size of the portfolio.

June-15	BANK	Auto Finance (Chrysler + Footprint)	% Auto Finance Portfolio	% of Bank Portfolio	
Total Facilities #	36,607	1,124	-	3.1%	
Total Portfolio	\$60,784	\$2,183	52,183 -		
Total Exceptions Facilities #	1,281	\$0	1.87%	1.6%	
Total Exceptions Exposure	\$7,578	\$113	5.19%	1.5%	
Policy Exceptions #	12	\$0	5%	8.3%	
Policy Exceptions	\$48	\$1	1%	1.2%	
UW Guidelines Exceptions #	1,270	21	100%	1.7%	
UW Guidelines Exceptions	\$7,532	\$113	100%	1.5%	







P&L Performance – In Footprint / Chrysler

Highlights

- The 2015 budget projects an increase in revenues of nearly 60%, which will be
 offset by nearly a 50% increase in operating expenses. provisions increasesd as well
 and this resulted in a decline in net income to \$8MM.
- For the period ended 6/30/2015 the net interest income is behind plan by \$3.2MM, operating expenses and taxes were flat, resulting in NOI of \$8M.
- The portfolio (AFG & Chrysler) currently do not have any NPLs or Charge-offs.

2015 Budget

2014	2015	Variance
32.6	52.4	19.8
1.5	1.2	(0.3)
0.0	0.0	0.0
34.1	53.6	19.5
(21.4)	(31.9)	(10.5)
1.7	(9.5)	(11.2)
14.4	12.2	(2.2)
(5.1)	(4.2)	0.9
9.3	8.0	(1.3)
0.10%	0.58%	0.48%
	1.5 0.0 34.1 (21.4) 1.7 14.4 (5.1) 9.3	32.6 52.4 1.5 1.2 0.0 0.0 34.1 53.6 (21.4) (31.9) 1.7 (9.5) 14.4 12.2 (5.1) (4.2) 9.3 8.0

Key Credit Risk Indicators

	Actual	Budget	Variance	
Gross Chargeoffs	0.0			
Recoveries	0.0			
Net ChargeOffs	0.0			
Total Provision	3.0			
ALLL	12.0	13.0	(1.0)	
Exposure	2,159.0	N/A		
Unpaid Principal Balance	1,785.0	1,918.0	(133.0)	
Provisions/Loans	0.2%			
ALLL/Loans	0.7%			
Delinquency	0.0			
NPL	0.0		-	

2015 YTD vs. Budget

	Actuals	Budget	Variance
Net Interest Income	19.6	22.8	(3.2
Fees	0.7	0.5	0.2
Other income	0.0	0.0	0.0
Revenues	20.3	23.3	(3.0
Operating Expenses	(12.7)	(14.4)	1.7
Provisions	(6.3)	(4.7)	(1.6
PBT	1.3	4.2	(2.9
Taxes	(0.5)	(1.5)	1.0
Net Income	0.8	2.7	(1.9
			0.00
Pre-Tax ROA	0.38%	0.43%	-0.059

Next Steps

ISSUE	PROPOSED ACTION PLAN	RESOURCES	Target Date
Credit Quality	Continue to monitor the portfolio and identify any issues within the portfolio early to minimizes potential losses.	Portfolio ManagementCPsMonitoring	Ongoing
Portfolio Reviews / Floor Plan Audits	Assess portfolio's review status (FEVE and Annual Reviews) and Floor Plan audits ensuring that credits are always reviewed within 30 days of when due.	Portfolio ManagementCPsMonitoring	Ongoing
Exception Tracking	Work to determine a way to best address exceptions and the tracking of them on a go forward basis.	Credit Risk MIS	Ongoing



APPENDIX

• Top 20

In Footprint / Chrysler: Top 20

(\$ in Millions)

- The WARR of 5.2 indicates a good Pass rating.
- The Top 20 customers reflect 6.5% of the 308 In Footprint /Chrysler customers, but account for 46% of In Footprint / Chrysler exposure.

Rank	Master One Obligor	In Footprint / Chrysler	JUN-15 ORR	FEVE	Total Binding Exposure	Utilization	Utilization
1	The Sporn Auto Group	Chrysler	5.7	No FEVE	98.7	94.5	95.7%
2	Automile Holdings	In Footprint	6	No FEVE	84.9	84.9	100.0%
3	Kelly Automotive Group	In Footprint	5.7	No FEVE	82.7	65.5	79.2%
4	Premier Chrysler Jeep Dodge	Chrysler	4.5	Monitor	72.8	7.3	10.0%
5	2000 Auto Sales Inc.	Chrysler	5.4	No FEVE	57.0	43.8	76.8%
6	Long Motors	In Footprint	5.2	No FEVE	53.0	48.5	91.5%
7	Lithia Motors	Chrysler	6.6	No FEVE	50.0	36.9	73.8%
8	Champion Dodge	Chrysler	5.3	No FEVE	45.9	35.7	77.8%
9	Central Auto Group	In Footprint	5	No FEVE	43.8	43.8	100.0%
10	Luna Dick Scott Group	Chrysler	5.2	No FEVE	40.5	40.1	99.0%
11	New Country Motor Car Group	In Footprint	6	No FEVE	39.9	22.5	56.4%
12	Tim Short Auto Group	Chrysler	5.3	No FEVE	38.5	35.2	91.4%
13	Tarbox Management	In Footprint	5.5	No FEVE	38.0	31.2	82.1%
14	Mitchell Auto	In Footprint	5.4	No FEVE	37.0	25.7	69.5%
15	Thirteen Twenty LLC	Chrysler	5.3	No FEVE	36.2	28.1	77.6%
16	Dulles Chrysler	Chrysler	5.5	No FEVE	36.2	28.6	79.0%
17	Riverside Autoplex	Chrysler	2.4	Monitor	35.6	28.7	80.6%
18	Momentum Group	Chrysler	4	Monitor	35.6	31.3	87.9%
19	Norwood Cadillac Ventures	In Footprint	4.9	Monitor	35.3	26.9	76.2%
20	Port Jeff Chrysler Jeep Inc.	Chrysler	5.1	No FEVE	34.7	28.4	81.8%
SUBTOTA	AL		5.2		996.3	787.6	



