



PUBLIC DISCLOSURE

December 31, 2013

COMMUNITY REINVESTMENT ACT PERFORMANCE EVALUATION

MidFirst Bank
Charter Number 714191

501 NW Grand Boulevard
Oklahoma City, OK 73118-6054

Office of the Comptroller of the Currency

Midsized Bank Supervision
1 South Wacker Drive, Suite 2000
Chicago, Illinois 60606

NOTE: This document is an evaluation of this institution's record of meeting the credit needs of its entire community, including low- and moderate-income neighborhoods, consistent with the safe and sound operation of the institution. This evaluation is not, and should not be construed as, an assessment of the financial condition of this institution. The rating assigned to this institution does not represent an analysis, conclusion, or opinion of the federal financial supervisory agency concerning the safety and soundness of this financial institution.

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General Information and Overall CRA Rating

The Community Reinvestment Act (CRA) requires each federal financial supervisory agency to use its authority, when examining financial institutions subject to its supervision, to assess the institution’s record of meeting the credit needs of its entire community, including low- and moderate-income (LMI) neighborhoods, consistent with the safe and sound operation of the institution. Upon conclusion of such examination, the agency must prepare a written evaluation of the institution’s record of meeting the credit needs of its community.

This document is an evaluation of the CRA performance of MidFirst Bank (MidFirst, or the institution) issued by the OCC, the institution’s supervisory agency, for the evaluation period ending December 31, 2013. The agency rates the CRA performance of an institution consistent with the provisions set forth in Appendix A to 12 CFR Part 25.

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

The following table indicates the performance level of MidFirst Bank with respect to the Lending, Investment, and Service Tests:

| Performance Levels | MidFirst Bank Performance Tests | | |
|---------------------------|---------------------------------|-----------------|--------------|
| | Lending Test* | Investment Test | Service Test |
| Outstanding | | | X |
| High Satisfactory | X | | |
| Low Satisfactory | | X | |
| Needs to Improve | | | |
| Substantial Noncompliance | | | |

* The lending test is weighted more heavily than the investment and service tests when arriving at an overall rating.

The major factors that support this rating include:

- The institution originated a majority of loans inside its assessment areas, with consideration given to the bank’s business strategy to purchase home mortgage loans nationwide;
- The institution’s lending activity is good;
- The institution’s geographic distribution of home mortgage loans is adequate, considering adequate geographic distribution of home mortgage loans and good geographic distribution of loans to small businesses;
- The institution’s borrower distribution is good, considering good distribution of home mortgage loans by income level of the borrower and loans to businesses with different revenue sizes;

- Community development lending is good overall and had a positive impact on lending performance. Loans supported affordable housing initiatives, activities that promoted economic development in the assessment areas (AA), and activities that revitalized or stabilized LMI census tracts (CTs);
- MidFirst's overall investment performance is considered adequate, when considering the institution's strong lending record in Oklahoma, including good CD lending activity. This consideration recognizes MidFirst is a savings institution that predominately serves the community through retail lending.
- Service delivery systems are accessible to essentially all portions of the AAs, commensurate with the size and scope of operations of the institution. The record of opening and closing branches improved the accessibility of branches;
- MidFirst provides an excellent level of community development services, including loan modifications for LMI borrowers; and,
- The OCC considered fair lending or other illegal credit practices in rating the bank's performance. The CRA performance rating was not lowered as a result of these findings. We considered the nature, extent, and strength of the evidence of the practices; the extent to which institution had policies and procedures in place to prevent the practices; and the extent to which the institution has taken or has committed to take corrective action, including voluntary corrective action resulting from self-assessment; and other relevant information.

Definitions and Common Abbreviations

The following terms and abbreviations are used throughout this performance evaluation, including the CRA tables. The definitions are intended to provide the reader with a general understanding of the terms, not a strict legal definition.

Affiliate: Any company that controls, is controlled by, or is under common control with another company. A company is under common control with another company if the same company directly or indirectly controls both companies. A bank subsidiary is controlled by the bank and is, therefore, an affiliate.

Aggregate Lending: The number of loans originated and purchased by all reporting lenders in specified income categories as a percentage of the aggregate number of loans originated and purchased by all reporting lenders in the Metropolitan Area (MA)/assessment area.

Census Tract (CT) – 2000 Census: A small subdivision of metropolitan and other densely populated counties. Census tract boundaries do not cross county lines; however, they may cross the boundaries of metropolitan areas. Census tracts usually have between 2,500 and 8,000 persons, and their physical size varies widely depending upon population density. Census tracts are designed to be homogeneous with respect to population characteristics, economic status, and living conditions to allow for statistical comparisons.

Census Tract (CT) – 2010 Census: Small, relatively permanent statistical subdivisions of a county delineated by local participants as part of the U.S. Census Bureau's Participant Statistical Areas Program. The primary purpose of CTs is to provide a stable set of geographic units for the presentation of decennial census data. CTs generally have between 1,500 and 8,000 people, with an optimum size of 4,000 people.

Community Development (CD): Affordable housing (including multifamily rental housing) for low- or moderate-income individuals; community services targeted to low- or moderate-income individuals; activities that promote economic development by financing businesses or farms that meet Small Business Administration Development Company or Small Business Investment Company programs size eligibility standards or have gross annual revenues of \$1 million or less; activities that revitalize or stabilize low- or moderate-income geographies, distressed or underserved nonmetropolitan middle-income geographies, or designated disaster areas; or loans, investments, and services that support, enable or facilitate projects or activities under HUD Neighborhood Stabilization Program criteria that benefit low-, moderate-, and middle-income individuals and geographies in the bank's assessment area(s) or outside the assessment area(s) provided the bank has adequately addressed the community development needs of its assessment area(s).

Community Reinvestment Act (CRA): the statute that requires the OCC to evaluate a bank's record of meeting the credit needs of its local community, consistent with the safe and sound operation of the bank, and to take this record into account when evaluating certain corporate applications filed by the bank.

Consumer Loan(s): A loan(s) to one or more individuals for household, family, or other personal expenditures. A consumer loan does not include a home mortgage, small business,

or small farm loan. This definition includes the following categories: motor vehicle loans, credit card loans, home equity loans, other secured consumer loans, and other unsecured consumer loans.

Family: Includes a householder and one or more other persons living in the same household who are related to the householder by birth, marriage, or adoption. The number of family households always equals the number of families; however, a family household may also include non-relatives living with the family. Families are classified by type as either a married-couple family or other family, which is further classified into 'male householder' (a family with a male householder and no wife present) or 'female householder' (a family with a female householder and no husband present).

Full Review: Performance under the Lending, Investment, and Service Tests is analyzed considering performance context, quantitative factors (e.g., geographic distribution, borrower distribution, and total number and dollar amount of investments), and qualitative factors (e.g., innovativeness, complexity, and responsiveness).

Geography: A census tract delineated by the United States Bureau of the Census in the most recent decennial census.

Home Mortgage Disclosure Act (HMDA): The statute that requires certain mortgage lenders that do business or have banking offices in a metropolitan statistical area to file annual summary reports of their mortgage lending activity. The reports include such data as the race, gender, and the income of applications, the amount of loan requested, the disposition of the application (e.g., approved, denied, and withdrawn), loan pricing, the lien status of the collateral, any requests for preapproval and loans for manufactured housing.

Home Mortgage Loans: Such loans include home purchase, home improvement and refinancings, as defined in the HMDA regulation. These include loans for multifamily (five or more families) dwellings, manufactured housing and one-to-four family dwellings other than manufactured housing.

Household: Includes all persons occupying a housing unit. Persons not living in households are classified as living in group quarters. In 100 percent tabulations, the count of households always equals the count of occupied housing units.

Limited Review: Performance under the Lending, Investment, and Service Tests is analyzed using only quantitative factors (e.g., geographic distribution, borrower distribution, total number and dollar amount of investments, and branch distribution).

Low-Income: Individual income that is less than 50 percent of the area median income, or a median family income that is less than 50 percent, in the case of geography.

Market Share: The number of loans originated and purchased by the institution as a percentage of the aggregate number of loans originated and purchased by all reporting lenders in the MA/assessment area.

Median Family Income (MFI) – 2000 Census: The median income determined by the U.S. Census Bureau every 10 years and used to determine the income level category of geographies. In addition, the median income determined by the Department of Housing and Urban Development annually that is used to determine the income level category of individuals. For any given area, the median is the point at which half of the families have income above it and half below it.

Median Family Income (MFI) – 2010 Census: The median income derived from the United States Census Bureau's American Community Survey data every five years and used to determine the income level category of geographies. In addition, it is the median income determined by the Federal Financial Institutions Examination Council (FFIEC) annually that is used to determine the income level of individuals within a geography. For any given geography, the median is the point at which half of the families have income above it and half below it.

Metropolitan Area (MA): Any metropolitan statistical area or metropolitan division, as defined by the Office of Management and Budget, and any other area designated as such by the appropriate federal financial supervisory agency.

Metropolitan Division: As defined by Office of Management and Budget, a county or group of counties within a Metropolitan Statistical Area that contains a population of at least 2.5 million. A Metropolitan Division consists of one or more counties that represent an employment center or centers, plus adjacent counties associated with the main county or counties through commuting ties.

Metropolitan Statistical Area: An area, defined by the Office of Management and Budget, as having at least one urbanized area that has a population of at least 50,000. The Metropolitan Statistical Area comprises the central county or counties, plus adjacent outlying counties having a high degree of social and economic integration with the central county as measured through commuting.

Middle-Income: Individual income that is at least 80 percent and less than 120 percent of the area median income, or a median family income that is at least 80 percent and less than 120 percent, in the case of a geography.

Moderate-Income: Individual income that is at least 50 percent and less than 80 percent of the area median income, or a median family income that is at least 50 percent and less than 80 percent, in the case of a geography.

Multifamily: Refers to a residential structure that contains five or more units.

Other Products: Includes any unreported optional category of loans that the institution collects and maintains data for consideration during a CRA examination. Examples of such activity include consumer loans and other loan data an institution may provide concerning its lending performance.

Owner-Occupied Units: Includes units occupied by the owner or co-owner, even if the unit has not been fully paid for or is mortgaged.

Qualified Investment: A qualified investment is defined as any lawful investment, deposit, membership share, or grant that has as its primary purpose community development.

Rated Area: A rated area is a state or multi-state metropolitan area. For an institution with domestic branches in only one state, the institution's CRA rating would be the state rating. If an institution maintains domestic branches in more than one state, the institution will receive a rating for each state in which those branches are located. If an institution maintains domestic branches in two or more states within a multi-state metropolitan area, the institution will receive a rating for the multi-state metropolitan area.

Small Loan(s) to Business(es): A loan included in 'loans to small businesses' as defined in the Consolidated Report of Condition and Income (Call Report) and the Thrift Financial Reporting (TFR) instructions. These loans have original amounts of \$1 million or less and typically are either secured by nonfarm or nonresidential real estate or are classified as commercial and industrial loans.

Small Loan(s) to Farm(s): A loan included in 'loans to small farms' as defined in the instructions for preparation of the Consolidated Report of Condition and Income (Call Report). These loans have original amounts of \$500,000 or less and are either secured by farmland, or are classified as loans to finance agricultural production and other loans to farmers.

Tier 1 capital: The total of common shareholders' equity, perpetual preferred shareholders' equity with non-cumulative dividends, retained earnings and minority interests in the equity accounts of consolidated subsidiaries.

Upper-Income: Individual income that is at least 120 percent of the area median income, or a median family income that is at least 120 percent, in the case of a geography.

Description of Institution

MidFirst is an interstate financial institution headquartered in Oklahoma City, Oklahoma. MidFirst is a wholly-owned subsidiary of Midland Financial Co., a \$9.6 billion savings and loan holding company also headquartered in Oklahoma City, Oklahoma. MidFirst conducts business in the states of Oklahoma and Arizona. As of December 31, 2013, MidFirst had total assets of \$9.6 billion, total loans of \$7.8 billion, and tier 1 capital of \$1.2 billion.

MidFirst primarily engages in generating deposits and originating loans. According to the FDIC Deposit Market Share Report dated June 30, 2013, MidFirst had deposits of \$5.6 billion. MidFirst is the third largest commercial institution operating in Oklahoma and the ninth largest financial institution doing business in the Phoenix-Mesa-Glendale Metropolitan Statistical Area (MSA). As of December 31, 2013, MidFirst had total loans of \$7.8 billion, representing 81.3 percent of total assets. Approximately 91.3 percent of the institution's loan portfolio was comprised of real estate loans, of which 1-4 family residential properties and commercial real estate (61.5 percent and 35.5 percent, respectively) represented the predominant portion of the real estate portfolio. Commercial and industrial loans made up 7.3 percent of the total loan portfolio. Loans to individuals for household, family, and personal expenditures comprised only 0.3 percent of the portfolio.

As of December 31, 2013, MidFirst was a full-service financial institution with 80 full-service banking offices and 73 deposit-taking Automated Teller Machines (ATMs) across its footprint. MidFirst offers a full range of loan and deposit products to businesses and individuals. Products include alternative retail services including direct deposit, free checking accounts, and access to electronic banking services such as bill payment, mobile banking, and e-statements. Predominately a retail lender, MidFirst offers a standard product mix of loans including FHA and VA loans. Although the institution's business strategy is not limited to any one business endeavor, its primary focus is retail banking in addition to providing banking services to small and medium size commercial enterprises. MidFirst maintains a trust department, and provides investment and insurance products and services and mortgage loans to its customers through its affiliates and wholly-owned subsidiaries: MidFirst Insurance Agency, MidFirst Limited Assurance, and Midland Mortgage Company. The activities of these entities have no CRA impact in this evaluation period.

There are no known legal, financial, or other factors impeding the institution's ability to help meet the credit needs of its assessment areas. MidFirst received an "Outstanding" rating in its previous CRA evaluation dated March 29, 2010. The prior evaluation was completed by the Office of Thrift Supervision (OTS), while the current evaluation is the first completed by the Office of the Comptroller of the Currency (OCC), which now has regulatory jurisdiction over savings associations.

Scope of the Evaluation

Evaluation Period/Products Evaluated

We analyzed home purchase, home improvement, and home refinance mortgage loans the institution reported under the HMDA, and small loans made to businesses the institution reported under the CRA, for the period January 1, 2010 through December 31, 2013. Multifamily loans are not a primary loan product; therefore, we did not evaluate this product separately. MidFirst also did not have any multifamily loans meeting the community development (CD) definition during this evaluation period. Primary loan products for this review are products in which the institution originated at least 20 loans within the AA during the evaluation period. For each rated state, there are two sets of lending related performance tables in Appendix D, numbered 1 through 12. The first set includes institution loan data from 2010 through 2011 compared to 2000 Census data. The second set includes institution loan data from 2012 through 2013 compared to 2010 Census data. Both sets of tables are discussed in the applicable narrative sections of the evaluation. We reviewed community development loans, investments, and services for the period January 1, 2010 through December 31, 2013.

Data Integrity

As part of our ongoing supervision of the institution, we tested the accuracy of HMDA and CRA lending data. We also reviewed the appropriateness of CD activities provided for consideration in our evaluation. This included testing of CD loans, investments, and services for accuracy and to determine if they qualify as CD as defined in the CRA regulation

Selection of Areas for Full-Scope Review

We selected at least one AA in each state where the institution has an office for a full-scope review. Full-scope reviews consider performance context, quantitative, and qualitative factors. In general, the AAs selected for full-scope review were chosen because they represented a significant portion of the institution's deposit base and lending business in that state. The other AAs in each state were analyzed using limited-scope procedures. Limited-scope procedures consider quantitative factors only. Refer to the "Scope" section under each State Rating section for details regarding how we selected the areas for review.

Ratings

In reaching our conclusions for this evaluation, we generally placed equal weight on MidFirst's performance in 2010 through 2011 compared to its performance in 2012 through 2013. To reach a final conclusion in certain cases, we placed more weight on the more recent time period, 2012 through 2013, because this timeframe is more reflective of the institution's current condition and performance. The institution's overall rating is a blend of the state ratings, based on results in those areas that received full-scope reviews. Oklahoma carried the greatest weight in our conclusions due to this area representing the institution's most significant market in terms of deposit concentrations, branch distribution, and CRA reportable loans. At June 30, 2013, Oklahoma represented 82.6 percent of total deposits, 72.9 percent of the branch

network, and 85.9 percent of the CRA reportable loans during the evaluation period. Refer to the “Scope” section under each State Rating section for details regarding how the assessment areas were weighted in arriving at respective state ratings.

Additionally, when evaluating performance under the lending test, we placed a higher value on the institution’s distribution of home mortgage loans than the distribution of small business loans. Within the home mortgage loan category, significantly greater weight was placed on home purchase and home refinance loans, with home improvement loans receiving substantially less weight. We placed emphasis on home loans due to this being the institution’s primary loan product, and based on the affordable housing credit needs in all AAs. Secondary emphasis was placed on small business loan performance due to commercial real estate volume, and identified community and business credit needs in certain AAs.

Inside/Outside Ratio

The inside/outside ratio is an institution-wide calculation, and is not calculated by individual rating area or AA. The analysis is limited to MidFirst originations and purchases, and does not include any affiliate data. Due to the volume and location of loans purchased by MidFirst, this ratio varies significantly when evaluating loans originated by the institution versus evaluating loans both originated and purchased by the institution.

When considering MidFirst’s business strategy to purchase home mortgage loans from across the country, the institution’s performance is adequate overall. Evaluating originations only, the institution originated a majority of all loan products inside its AAs over the combined four-year evaluation period. The total number of loans both originated and purchased inside the institution’s AAs equates to a 10.2 percent inside ratio. This ratio increases to 89.9 percent when considering only loans originated by MidFirst. When including both originated and purchased loans, the percentage in number of loans made inside the AAs by loan type are as follows: home refinance loans (34.4 percent), home improvement loans (78.4 percent), home purchase loans (4.5 percent), and small loans to businesses (91.7 percent). When considering only loans originated by the institution, the percentage in number of loans made inside the AAs are as follows: home refinance loans (90.1 percent), home improvement loans (88.5 percent), home purchase loans (87.7 percent), and small business loans (91.7 percent).

Fair Lending or Other Illegal Credit Practices Review

Pursuant to 12 C.F.R. § 25.28(c) or § 195.28(c), respectively, in determining a national bank's or Federal savings association's (collectively, bank) CRA rating, the OCC considers evidence of discriminatory or other illegal credit practices in any geography by the bank, or in any assessment area by an affiliate whose loans have been considered as part of the bank's lending performance. As part of this evaluation process, the OCC consults with other federal agencies with responsibility for compliance with the relevant laws and regulations, including the U.S. Department of Justice, the U.S. Department of Housing and Urban Development, and the Consumer Financial Protection Bureau, as applicable.

The OCC found evidence of violations of section 5 of the Federal Trade Commission Act, which prohibits unfair or deceptive acts or practices, in connection with an identity-theft protection product offered and marketed by the bank or third-party vendors to its loan and deposit customers. The bank ceased offering the product to its retail and mortgage customers and cancelled memberships of all customers who had not fully activated all of the benefits of their memberships. After completing a self-assessment, the bank developed and implemented a remediation plan to refund affected customers.

The OCC also found evidence of violations of the Servicemembers Civil Relief Act. The bank failed to provide full interest rate reductions on 964 loans to eligible servicemembers. The bank paid restitution totaling \$499,756 to affected borrowers covering the period of 2006 through 2012. The bank implemented appropriate corrective actions to strengthen policies, procedures, and controls prospectively.

The CRA performance rating was not lowered as a result of these findings. We considered the nature, extent, and strength of the evidence of the practices; the extent to which institution had policies and procedures in place to prevent the practices; and the extent to which the institution has taken or has committed to take corrective action, including voluntary corrective action resulting from self-assessment; and other relevant information.

The OCC will consider any evidence of discriminatory or other illegal credit practices relative to this institution that other regulators may provide to the OCC before the end of the institution's next performance evaluation in that subsequent evaluation, even if the information provided concerns activities that occurred during the evaluation period addressed in this performance evaluation.

State Rating

State of Arizona

| | |
|--------------------------------------|--------------------------|
| CRA Rating for Arizona: | Satisfactory |
| The lending test is rated: | High Satisfactory |
| The investment test is rated: | Low Satisfactory |
| The service test is rated: | High Satisfactory |

The major factors that support this rating include:

- An overall good level of lending activity based on a good level of lending for home mortgage loans and an excellent level of lending of small loans to businesses;
- A good penetration into geographies with different income levels as demonstrated by a adequate geographic distribution of home mortgage loans and an excellent geographic distribution of loans to small businesses;
- An adequate borrower distribution of home mortgage loans and small loans to businesses;
- A good level of CD loans that were responsive to community needs;
- An adequate level of qualifying investments, grants, and donations, considering the responsiveness of those activities;
- A branch distribution that was reasonably accessible to individuals living in LMI geographies; and
- An excellent level of CD services that were responsive to community needs and helped elevate the overall service test rating.

Description of Institution's Operations in Arizona

MidFirst operates branches located in only one AA in Arizona. The institution delineates its AA as Maricopa County, which comprises the majority of the Phoenix-Mesa-Glendale MSA. Based on FDIC Deposit Market Share data as of June 30, 2013, MidFirst has a limited market penetration in Arizona, and is ranked 9th out of 59 FDIC-insured financial institutions in their AA, with only a 1.5 percent deposit market share. Three large national financial institutions each have deposit market shares of 20.0 percent or greater in this AA. These statistics indicate a competitive market for financial services in the institution's AA.

MidFirst provides a full range of loan and deposit products to the AA. As of December 31, 2013, MidFirst has 26 full-service branches in the area. The institution also maintains 27 full-service ATMs in this rating area. During the evaluation period, MidFirst had two branch closures, and opened six new branches in Arizona.

Refer to the market profiles for Arizona in Appendix C for detailed demographics and other performance context information for AAs that received full-scope reviews.

Scope of Evaluation in Arizona

We performed a full-scope review of the Phoenix-Mesa-Glendale MSA AA (Phoenix AA). This is the only AA in Arizona. Refer to the table in Appendix A for more information on the Arizona AA.

LENDING TEST

Conclusions for Areas Receiving Full-Scope Reviews

MidFirst's performance under the lending test in Arizona is rated "High Satisfactory." Based on the full-scope review, the institution's performance in the Phoenix AA is good.

Lending Activity

MidFirst's overall lending activity in Arizona is good. The institution's performance in home mortgage lending is good, with performance in small loans to businesses excellent considering the strong competition in this AA.

Refer to Table 1 Lending Volume, in Arizona section of Appendix D for the facts and data used to evaluate the institution's lending activity.

MidFirst's lending activity in the Phoenix AA is good considering their limited presence in the AA. Based on FDIC Deposit Market Share data as of June 30, 2013, MidFirst reached a 1.5 percent market share of deposits, ranking 9th among 59 financial institutions in the AA. MidFirst's ranked in the top 15.3 percentile of all depository institutions in the AA. Three large national institutions dominate the market, with 73.7 percent of total deposits in the AA.

MidFirst's market share for home purchase, home refinance, and home improvement lending is good considering the institution's limited presence and significant competition in the AA. Large national and regional financial institutions and a local credit union originate a large majority of the home mortgage loans in the MSA. The top five lenders in this AA made 42.1 percent of home purchase loans, 50.6 percent of home improvement loans, and 51.5 percent of refinance loans. Based on 2012 Peer Mortgage Data, MidFirst had a 0.4 percent market share in number of home purchase loans, ranking 44th out of 551 reporting institutions. For home purchase loans, MidFirst was in the top 8.0 percentile of all home purchase lenders in the AA. For home improvement loans, MidFirst ranked 27th in number among 143 lenders with a 0.6 percent market share. The institution was in the top 18.9 percentile for this product. By number of home refinance loans, MidFirst ranked 93rd among 640 reporting lenders, with a 0.1 percent market share. This market share placed the institution in the top 14.5 percentile for this product.

MidFirst's small business lending activity is excellent considering the competition in the AA. MidFirst realized a 0.4 percent market share by number of small loans to businesses, ranking 16th among 159 reporting lenders in the Phoenix AA. For small business loans, MidFirst was in

the top 10.1 percentile of all small business lenders in the AA. Five large national credit card lenders dominated the small business market, with 74.7 percent of the total market share.

Distribution of Loans by Income Level of the Geography

Overall, the geographic distribution of the institution's lending is good, based on adequate home mortgage performance and excellent performance relative to small loans to businesses.

The Phoenix AA had 40 low-income tracts and 181 moderate-income tracts based on 2000 Census data, which was used to evaluate lending distribution during 2010 through 2011. There were 11,725 owner-occupied units in low-income tracts compared to 164,132 units in moderate-income tracts. The low-income tracts contained only 1.5 percent of the owner-occupied housing units in the assessment area while moderate-income tracts contained 21.5 percent of the owner-occupied housing units. Total owner-occupied housing units represent 45.4 percent of total housing units in moderate-income tracts, reflecting that a majority of housing units are either rented or vacant.

The Phoenix AA had 86 low-income tracts and 219 moderate-income tracts based on 2010 Census data, which was used to evaluate lending distribution during 2012 through 2013. There were 33,050 owner-occupied units in low-income tracts and 189,906 units in moderate-income tracts. The low-income tracts contained 3.6 percent of the owner-occupied housing units in the AA with moderate-income tracts containing 20.7 percent of the area's owner-occupied housing units, representing a greater opportunity to make mortgage loans. Total owner-occupied housing units represented 46.0 percent of total housing units in moderate-income tracts, reflecting that a majority of housing units are either rented or vacant.

Home Mortgage Loans

Overall, the geographic distribution of home mortgage loans is adequate. In drawing conclusions, consideration was given to home purchase lending having the greatest loan volume.

Refer to Tables 2, 3, 4, and 5 in Arizona section of Appendix D for the facts and data used to evaluate the geographic distribution of the institution's home mortgage loan originations and purchases.

Home Purchase Loans

The overall geographic distribution of home purchase loans is excellent. The institution's geographic distribution of home purchase loans during 2010 through 2011 was excellent. The percentage of loans in low-income geographies equals the percentage of owner-occupied units in these geographies. The percentage of loans in moderate-income CTs exceeds the percentage of owner-occupied units in these geographies. The institution's 2011 market share in both low-income and moderate-income geographies exceeded its overall home purchase market share.

The institution's geographic distribution of home purchase loans during 2012 through 2013 was excellent. The percentage of loans in low-income geographies exceeds the percentage of owner-occupied units in these geographies. The percentage of loans in moderate-income CTs

exceeds the percentage of owner-occupied units in these geographies. The institution's 2013 market share in both low-income and moderate-income geographies exceeded its overall home purchase market share.

Home Improvement Loans

The institution's geographic distribution of home improvement loans was very poor. This conclusion is based primarily on performance during the 2012-2013 segment of the evaluation period due to the loan volumes during the two time periods. Overall, minimal weight was given to the institution's performance in the home improvement loan product, given the low volume generated. Market data indicates that the institution is not competitive in this product.

The institution's geographic distribution of home improvement loans performance during 2010 is represented by too few loans for meaningful analysis and the institution did not record a market share for either low-income or moderate-income geographies in 2011.

The institution's geographic distribution of home improvement loans during 2012 through 2013 was very poor. No loans were generated in low-income geographies and the percentage of loans in moderate-income neighborhoods was significantly below the percentage of owner-occupied units in these geographies. The institution did not record a market share in low-income geographies in 2013, and its market share in moderate-income areas was below its overall share of the home improvement market.

Home Refinance Loans

The overall geographic distribution of home refinance loans is adequate, with slightly greater weight given to conclusions in the more recent timeframe, 2012 through 2013.

MidFirst's geographic distribution of refinance loans during 2010 through 2011 was poor. The percentage of loans in low-income geographies was well below the percentage of owner-occupied units in these geographies. The percentage of loans in moderate-income geographies was significantly below the percentage of owner-occupied units in these geographies. The institution did not record a market share for low-income areas in 2011, and its market share in moderate-income geographies was substantially the same as its home refinance market share.

MidFirst's geographic distribution of refinance loans during 2012 through 2013 was adequate. The percentage of loans in low-income geographies was below the percentage of owner-occupied units in these geographies. The percentage of loans in moderate-income geographies was well below the percentage of owner-occupied units in these geographies. The institution's 2013 market share in both low-income and moderate-income geographies exceeded its overall home refinance market share.

Small Loans to Businesses

Overall, the geographic distribution of small loans to businesses is excellent.

Refer to Table 6 in Arizona section of Appendix D for the facts and data used to evaluate the geographic distribution of the institution's origination/purchase of small loans to businesses.

MidFirst's geographic distribution of small loans to businesses in 2010 through 2011 was excellent. The percentage of loans made in low-income geographies exceeded the percentage of businesses in low-income geographies. The percentage of loans made in moderate-income geographies was near the percentage of businesses in moderate-income geographies. The institution's 2011 market share in low-income geographies exceeded its overall small business market share for the area, and its share in moderate-income geographies slightly exceeded its overall market share.

MidFirst's geographic distribution of small loans to businesses in 2012 through 2013 was excellent. The percentage of loans made in low-income geographies exceeded the percentage of businesses in low-income geographies. The percentage of loans made in moderate-income geographies was near the percentage of businesses in these geographies. The institution's 2013 market share in low-income geographies exceeded its overall small business market share for the area, and its share in moderate-income geographies substantially equaled its overall market share.

Lending Gap Analysis

We reviewed summary reports and maps, and analyzed MidFirst's home mortgage and small business lending over the evaluation period to identify any gaps in the geographic distribution of loan activity. We did not identify any unexplained conspicuous gaps.

Distribution of Loans by Income Level of the Borrower

The overall borrower distribution of the institution's lending is adequate, and considers the increasing housing costs and poverty levels in the AA, and other economic factors that may impede a low- or moderate-income person from qualifying for a loan.

Refer to Tables 8, 9 and 10 in Arizona section of Appendix D for the facts and data used to evaluate the borrower distribution of the institution's home mortgage loan originations and purchases.

Home Mortgage Loans

The overall borrower distribution of home mortgage loans is adequate. In evaluating the borrower distribution of home mortgage loans, we considered the increasing trend in home prices during the evaluation period and the impact this may have had on the ability to lend to LMI individuals. The 2012-2013 time segment was particularly impacted by the increase in home prices, as discussed in the market profile section within Appendix C, as median income levels were not keeping pace.

Based on the 2000 U. S. census data, approximately 19.1 percent of families in the Phoenix AA were low-income and the median family income (MFI) was \$51,172. The area's 2010 MFI was \$64,408, with adjusted levels at \$65,500 for 2011 and \$62,200 in 2013. Between the census years, median housing value of the AA nearly doubled from \$130,648 in 2000 to \$258,903 in 2010, far outpacing the increases to median income levels. LMI individuals, including families living below the poverty level faced significant challenges in qualifying for

home mortgage loans, especially during the 2012-2013 segment of the evaluation period when housing values and sales prices were significantly rising.

Home Purchase Loans

The overall borrower distribution of home purchase loans is adequate.

MidFirst's borrower distribution of home purchase loans during 2010 through 2011 was good. The percentage of loans to low-income borrowers was well below the percentage of low-income families in the AA. The percentage of loans to moderate-income borrowers exceeded the percentage of moderate-income families in the AA. The institution's 2011 market share of lending to both low-income and moderate-income individuals was substantially similar to its overall home purchase market share.

MidFirst's borrower distribution of home purchase loans during 2012 through 2013 was adequate considering how increasing housing costs of the AA impacted lending to LMI borrowers. During this period LMI individuals in general were being priced out of the market. The percentages of loans to low-income and moderate-income borrowers were significantly below the percentages of low-income and moderate-income families in the AA. The institution's 2013 market share of lending to both low-income and moderate-income individuals was below its overall home purchase market share.

Home Improvement Loans

The institution's geographic distribution of home improvement loans performance during 2010 is represented by too few loans for meaningful analysis.

MidFirst's borrower distribution of home improvement loans during 2012 through 2013 was adequate. The percentage of loans to low-income families was significantly below comparable demographics. The percentage of loans to moderate-income families was below comparable demographics. While MidFirst did not record a market share to low-income borrowers in 2013, market share to moderate-income borrowers slightly exceeded its overall share of the home improvement market.

Home Refinance Loans

The overall distribution of home refinance loans is poor.

MidFirst's borrower distribution of home refinance loans during 2010 through 2011 was poor. The percentage of loans to low-income borrowers was significantly below the percentage of low-income families in the AA. The percentage of loans to moderate-income borrowers was below comparable demographics. The institution's 2011 market share of lending to low-income individuals was below its overall home refinance market share, while the market share to moderate-income borrowers was substantially the same as its overall share.

MidFirst's borrower distribution of home refinance loans during 2012 through 2013 was poor. The portion of loans to low-income borrowers was significantly below the percentage of low-income families. The percentage of loans to moderate-income borrowers was well below comparable demographics. The institution's 2013 market shares of lending to low-income and moderate-income individuals were somewhat below its overall home refinance market share.

Small Loans to Businesses

The overall borrower distribution of small loans to businesses is adequate. This conclusion is based primarily on performance during the 2012-2013 segment of the evaluation period due to the loan volumes of the two time periods.

Refer to Table 11 in Arizona section of Appendix D for the facts and data used to evaluate the borrower distribution of the institution's origination and purchase of small loans to businesses.

The borrower distribution of small loans to businesses is adequate in 2010 through 2011. The percentage of small loans to small businesses (businesses with gross annual revenue of \$1 million or less) was well below the percentage of small businesses in the AA. The institution's 2011 market share of lending to businesses with revenues of \$1 million or less approximated its overall share of the business loan market.

MidFirst's borrower distribution of small loans to small businesses in 2012 through 2013 was adequate. The percentage of small loans to small businesses was below the percentage of small businesses in the AA. The institution's 2013 market share of lending to businesses with revenues of \$1 million or less exceeded its overall share of the business loan market.

Community Development Lending

Refer to Table 1 Lending Volume in Arizona section of Appendix D for the evaluation period January 1, 2010 through December 31, 2011, for the facts and data used to evaluate the institution's level of CD lending. The table includes all CD loans originated within the state for the entire evaluation period, which did not include any CD multifamily loans. In addition, Table 5 includes geographic lending data on all multifamily loans originated during the evaluation period.

MidFirst's level of CD lending had a positive impact on its overall lending performance in the state. Although MidFirst originated no CD loans in the Phoenix AA, the bank originated two CD loans totaling \$27.5 million in the state. Both loans helped fund a development that helps stabilize a low-income area and provides jobs. These were sizeable loans and demonstrated the institution's commitment and responsiveness to identified credit needs.

Product Innovation and Flexibility

MidFirst offered a standard product mix of loans, which includes FHA and VA loans. MidFirst made loans under two flexible loan programs in Arizona. Given low volume, minimal weight was given to these programs in the lending test conclusion for Arizona.

- MidFirst's Home Free loan program provides a lender credit towards a first lien home purchase loan up to \$150,000, used in conjunction with a Conventional, FHA insured, or USDA-guaranteed mortgage. MidFirst will provide a lender credit for allowable buyer closing costs, up to \$1,500, on borrowers who qualify as LMI or are purchasing a single-family property located within LMI CTs in the institution's AA. During the evaluation period, MidFirst made one loan totaling \$111,000 under this program.

- MidFirst participates in the Arizona Home in Five Advantage Program. The Industrial Development Authority of the County of Maricopa and The Industrial Development Authority of the City of Phoenix, Arizona have joined together to help homebuyers obtain FHA, VA, or USDA-Rural Development loan financing to purchase a home anywhere in Maricopa County, including the City of Phoenix. Through the Home in Five Advantage program, individuals or families who qualify would be able to obtain a 30-year fixed rate loan, with a non-repayable 5 percent down payment/closing cost assistance grant, with special incentives for qualified United States military personnel. During the evaluation period, MidFirst made four loans totaling \$458,000 under this program.
- MidFirst participates with the Fannie Mae and Freddie Mac Home Affordable Modification Program (HAMP), and was given favorable consideration for loan modifications completed for LMI borrowers in the AA. MidFirst modified 808 loans in the Phoenix AA. Of this amount, 55.6 percent, or 449 loan modifications were to LMI borrowers.

Regional Area Lending

MidFirst has demonstrated an ongoing commitment to areas in the broader regional area impacted by Hurricanes Katrina and Rita in 2005. During the evaluation period, MidFirst continued to originate or purchase loans that were in areas that are still recovering from the impact of the hurricanes. MidFirst originated or purchased 1,986 loans for \$141 million, of which 549 or 27.6 percent were in LMI tracts. In these geographies impacted by hurricane activity, 19.1 percent of owner-occupied units were in LMI tracts

INVESTMENT TEST

Conclusions for Areas Receiving Full-Scope Reviews

The institution's performance under the Investment Test for Arizona is rated "Low Satisfactory." Based on a full-scope review, the institution's investment performance in the Phoenix AA is adequate.

Refer to Table 14 in the Phoenix AA section of Appendix D for the facts and data used to evaluate the institution's level of qualified investments.

During the evaluation period, MidFirst made 33 investments in the Phoenix AA totaling over \$4.0 million. Although the low volume of investments made reflects a poor level of investments for a four-year evaluation period, the institution's responsiveness to the CD needs in the AA is good. In terms of total dollar amount, MidFirst made 97.0 percent of its combined investments and donations to organizations focused on affordable housing, including a single investment of \$3.9 million in a low-income housing tax credit (LIHTC) fund. The remaining qualified investments included 32 separate donations totaling \$119,700 made to organizations providing community services to LMI individuals and families.

Financing of mixed-income projects, affordable housing in general, small business lending and education efforts, and operating grants to organizations assisting LMI individuals were the

main identified CD needs in the AA. There are numerous nonprofit organizations located in the AA, which present investment and other community development related opportunities. These organizations provide affordable housing, community services to LMI families, and support for economic development activities. None of the investments demonstrated innovation or complexity.

SERVICE TEST

Conclusions for Areas Receiving Full-Scope Reviews

MidFirst's performance under the service test in the Phoenix AA is rated "High Satisfactory." Based on a full-scope review, the institution's performance in the Phoenix AA is good. MidFirst's excellent CD service record, including efforts in facilitating loan modifications for LMI borrowers, helped to elevate an overall adequate level of performance to good.

Retail Banking Services

Refer to Table 15 in the Phoenix AA section of Appendix D for the facts and data used to evaluate the distribution of the institution's branch delivery system and branch openings and closings.

MidFirst's branch distribution in the Phoenix AA is adequate. The institution's branch distribution in 2010 through 2011 was adequate overall. Branches were reasonably accessible to geographies and individuals of different income levels in the AA when considering the impact of near-to branches. For our analysis, near-to branches are those located in middle- or upper-income geographies that are within one half mile of an LMI geography. As of December 31, 2011, there was one branch located in a low-income geography. The percentage of branches in low-income geographies was near to the percentage of the population in low-income geographies. The institution had two branches located in moderate-income geographies. The percentage of branches in moderate-income geographies was well below the percentage of the population in moderate-income tracts. We gave positive consideration to four branches located near moderate-income tracts which improved access to banking services to people living in those geographies.

MidFirst's branch distribution in 2012 through 2013 was also adequate. Branches were reasonably accessible to geographies and individuals of different income levels in the AA when considering the impact of near-to branches. Due in part to census tract changes, there were no branches located in low-income geographies as of December 31, 2013. However, there were four branches near low-income tracts which improved access to people living in those geographies. The institution had one branch located in a moderate-income geography. The percentage of branches in moderate-income geographies was well below the percentage of the population in moderate-income geographies. Access to services in moderate-income geographies was adequate when considering improved access provided by two branches located near moderate-income tracts.

Branch openings and closings did not adversely affect the accessibility of the institution's delivery systems to LMI geographies or individuals. During the evaluation period, MidFirst had six branch openings in middle- or upper-income tracts, and two branch closings in middle- or

upper-income tracts. The two branch closings corresponded to branch relocations, each less than two miles away from the branch closure.

MidFirst's hours and services offered in the Phoenix AA are good. Branch hours and services did not vary in a way that would inconvenience portions of the AA, particularly LMI areas. Services offered and hours of operation are comparable among locations regardless of the income level of the geography.

Institution-wide, management complements its traditional service delivery methods with certain alternative delivery processes such as ATMs and online banking, which includes bill payment and mobile banking. MidFirst also has numerous staff at various locations proficient in languages other than English. MidFirst reports indicate that 240 bilingual staff members represent over 40 different languages. Bilingual representatives were available to deal with potential language barriers. However, we placed no significant weight on these alternative delivery systems, as the institution did not maintain metrics to determine their effectiveness in helping to meet the credit needs of LMI geographies or LMI individuals.

Community Development Services

MidFirst's performance in providing CD services in the Phoenix AA was excellent. In the Phoenix AA, 28 employees provided their expertise to 23 different CD organizations and programs. MidFirst employees participated in eight different community service activities related to teaching financial literacy classes. Employees presented these classes to 135 people in LMI areas.

Eighteen MidFirst employees served as either board or committee members of 17 different organizations serving the needs of LMI families, and illustrating the institution's commitment to provide banking products and services to areas under economic distress.

MidFirst participates with the Fannie Mae and Freddie Mac Home Affordable Modification Program (HAMP), and was given favorable consideration for loan modifications activities involving 449 LMI borrowers in the AA. Foreclosure prevention was a significant need in this AA during the evaluation period and the institution's efforts in this program demonstrated excellent responsiveness to this critical need.

State of Oklahoma

| | |
|--------------------------------------|--------------------------|
| CRA Rating for Oklahoma: | Satisfactory |
| The lending test is rated: | High Satisfactory |
| The investment test is rated: | Low Satisfactory |
| The service test is rated: | Outstanding |

The major factors that support this rating include:

- A good level of lending for home mortgage loans and small loans to businesses;
- An adequate geographic distribution, as reflected by an adequate distribution of home mortgage loans and a good distribution of small loans to businesses;
- A good borrower distribution of home mortgage loans and small loans to businesses;
- A good level of CD loans that were responsive to community needs;
- An adequate level of qualifying investments, grants, and donations considering the institution's strong lending record in the state, including good CD lending activity.
- An excellent branch distribution that is readily accessible to individuals living in LMI geographies; and
- An excellent level of CD services that were responsive to community needs.

Description of Institution's Operations in Oklahoma

MidFirst has eight AAs in Oklahoma. These AAs include the majority of the Oklahoma City MSA, comprised of Canadian, Cleveland, Grady and Oklahoma counties (OKC AA); the Tulsa MSA comprised of Tulsa County; and six nonmetropolitan areas geographically dispersed across the state. We combined the six nonmetropolitan areas for analysis purposes into the OK non-MSA AA, which includes the following:

- Non-MSA AA comprised of contiguous counties of Caddo, Custer, and Washita;
- Non-MSA AA comprised of Jackson County;
- Non-MSA AA comprised of Payne County;
- Non-MSA AA comprised of Pottawatomie County;
- Non-MSA AA comprised of Texas County; and
- Non-MSA AA comprised of Woodard County.

MidFirst provides a full range of loan and deposit products to all AAs. As of December 31, 2013, MidFirst had 54 branches within the state, representing 67.5 percent of the institution's total branch network. There were five branch openings and two branch closings in the state during the evaluation period. As of June 30, 2013, MidFirst ranked 3rd in the state in deposits, with a 6.1 percent market share. MidFirst's statewide deposits totaled \$4.6 billion. The OKC

AA is the institution's most significant assessment area in the state, accounting for 79.3 percent of the deposits from Oklahoma and 65.2 percent of the institution's total deposits.

Oklahoma City AA

The banking industry is highly competitive in the OKC AA, which includes branches of national, regional, and community banks or other financial institutions. As of June 30, 2013, MidFirst ranked 1st in the AA in deposits, representing a 14.6 percent market share. The five largest competitors in the AA include JPMorgan Chase, NA; Bank of Oklahoma, NA; BancFirst; Bank of America; and Arvest Bank.

Oklahoma Non-MSA AA

As of June 30, 2013, there were 61 financial service providers with branches in the AA. MidFirst ranked 1st in the AA in deposits, representing a 9.7 percent market share. The five largest competitors in the AA include BancFirst; The Stillwater National Bank and Trust Company; The Stock Exchange Bank; Arvest Bank; and First United Bank and Trust Company.

Refer to the market profiles for Oklahoma in Appendix C for detailed demographics and other performance context information for assessment areas that received full-scope reviews.

Scope of Evaluation in Oklahoma

For Oklahoma, we completed a full-scope review of the OKC AA and the combined OK non-MSA AA counties. The Tulsa MSA received a limited-scope review. The OKC AA and the OK non-MSA AA represent 91.1 percent of the deposits and 79.6 percent of the branches in Oklahoma. The OKC AA received the most weight on final conclusions because 68.6 percent of CRA reportable loans and 80.0 percent of the institution's deposits in Oklahoma were in the OKC AA. Refer to the table in Appendix A for more information on the Oklahoma AA.

LENDING TEST

Conclusions for Areas Receiving Full-Scope Reviews

MidFirst's performance under the lending test in Oklahoma is rated "High Satisfactory." This rating is based on areas receiving full-scope reviews. The institution's performance in the OKC AA is good and performance in the OK non-MSA AA is also good.

Lending Activity

MidFirst's overall lending activity in Oklahoma is good. This is supported by good lending activity in both the OKC AA and the OK non-MSA AA.

Refer to Table 1 Lending Volume in Oklahoma section of Appendix D for the facts and data used to evaluate the institution's lending activity.

Oklahoma City AA

MidFirst's lending activity in the OKC AA is good. Based upon FDIC Deposit Market Share data as of June 30, 2013, MidFirst achieved a 14.6 percent market share of deposits, ranking 1st among 66 financial institutions in the AA. Based upon 2012 Peer Data, MidFirst achieved a 2.22 percent market share of home improvement loans, ranking 8th among 113 reporting lenders. The institution achieved a 2.0 percent market share of home purchase loans, ranking 10th among 291 reporting lenders and achieved a 1.7 percent market share of refinance loans, ranking 15th among 322 reporting lenders. These market ranks/shares are good when considering competition within the AA that comes from lenders without a depository presence. The top 5 lenders for each respective home loan product in this AA originated 41.5 percent of home purchase loans, 62.8 percent of home improvement loans, and 34.2 percent of refinance loans. Several key lenders, including Wells Fargo and US Bank, do not have a deposit presence in this AA. MidFirst achieved a 1.8 percent market share of small loans to businesses, ranking 11th among 89 reporting lenders. The top 5 small business lenders originated 61.8 percent of loans in this AA, and in this group of lenders, only JPMorgan Chase has a significant deposit market share. A majority of the lenders with a larger market share than MidFirst are nationwide credit card lenders. MidFirst moves to 3rd in loans to small business when including only traditional commercial lending institutions.

Oklahoma Non-MSA AA

MidFirst's lending activity in the OK non-MSA AA is good. Based upon FDIC Deposit Market Share data as of June 30, 2013, MidFirst achieved a 9.7 percent market share of deposits, ranking 1st among 61 financial institutions in the AA. Based upon 2012 Peer Data, MidFirst achieved a 5.7 percent market share of home improvement loans, ranking 4th among 55 reporting lenders. The institution achieved a 3.0 percent market share of refinance loans, ranking 10th among 192 reporting lenders, and achieved a 3.7 percent market share of home purchase loans, ranking 9th among 167 reporting lenders. These market ranks/shares are good when compared to the deposit market rank/share and competition within the AA that comes from lenders without a depository presence. The top 5 lenders for each respective home loan product in this AA originated 44.1 percent of home purchase loans, 62.4 percent of home improvement loans, and 39.2 percent of refinance loans. MidFirst achieved a 0.6 percent market share of loans to small businesses, ranking 21st among 57 reporting lenders. The top 5 small business lenders originated 58.9 percent of loans in this AA, and in this group of lenders, only BancFirst has a significant deposit market share. Institutions reporting a higher market share than MidFirst were primarily national credit card lenders.

Distribution of Loans by Income Level of the Geography

Overall, the geographic distribution of loans is adequate. In performing our analysis, we placed greater weight on the institution's home mortgage lending as home mortgage loans represented the majority of the bank's CRA reportable lending activity. We analyzed MidFirst's lending and placed equal weight on its performance in 2012 through 2013 relative to its performance in 2010 through 2011, except where indicated.

Home Mortgage Loans

Overall, the geographic distribution of home mortgage loans is adequate.

Refer to Tables 2, 3, 4, and 5 in Oklahoma section of Appendix D for the facts and data used to evaluate the geographic distribution of the institution's home mortgage loan originations and purchases.

Oklahoma City AA

Overall, the geographic distribution of the institution's home mortgage lending is adequate.

Home Purchase Loans

MidFirst's geographic distribution of home purchase loans during 2010 and 2011 was good. The percentage of loans in low-income geographies was below the percentage of owner-occupied units in these geographies. In moderate-income geographies, the percentage of loans was near to the percentage of owner occupied units in moderate-income geographies. The institution's market share in low-income CTs approximated its overall market share for home purchase loans. The institution's market share in moderate-income CTs exceeded its overall market share for home purchase loans.

MidFirst's geographic distribution of home purchase loans during 2012 through 2013 was good. The percentage of loans in low-income geographies was below the percentage of owner-occupied units in these geographies. The percentage of loans made in moderate-income geographies exceeded the percentage of owner-occupied units in these geographies. The institution's market share in low-income CTs substantially exceeded its overall market share for home purchase loans. The institution's market share in moderate-income CTs exceeded its overall market share for home purchase loans.

Home Improvement Loans

MidFirst's geographic distribution of home improvement loans during 2010 and 2011 was adequate. The percentage of loans in low-income geographies was well below the percentage of owner-occupied units in these geographies, but opportunity to lend was impacted to some degree by the number of owner-occupied units located in those neighborhood. The portion of loans made in moderate-income census tracts was below the percentage of owner-occupied units in these geographies. The institution did not record a market share for home improvement loans in low-income CTs in 2011, while its market share in moderate-income CTs exceeded its overall market share for home improvement loans.

MidFirst's geographic distribution of home improvement loans during 2012 and 2013 was adequate. The percentage of loans in low-income geographies was significantly below the percentage of owner-occupied units in these geographies. The percentage of loans made in moderate-income geographies was near the percentage of owner-occupied units in these geographies. MidFirst's market share in low-income CTs was significantly below its overall market share for home improvement loans. The institution's market share in moderate-income CTs substantially equaled its overall market share for home improvement loans.

Home Refinance Loans

MidFirst's performance in 2010 and 2011 was adequate. The percentage of loans in low-income geographies was significantly below the percentage of owner-occupied units in these geographies, but opportunity to lend was impacted to some degree by the number of owner-occupied units located in those neighborhood. The percentage of loans made in moderate-income census tracts was also significantly below the percentage of owner-occupied units in these geographies. MidFirst's market share in low-income geographies was near its overall market share and the institution's performance in moderate-income geographies exceeded its overall market share.

MidFirst's performance in geographic distribution of home refinance loans in 2012 through 2013 was poor. The percentage of loans in low-income geographies was significantly below the percentage of owner-occupied units in these geographies. The percentage of loans made in moderate-income CTs was well below the percentage of owner-occupied units in these geographies. The institution's market share in low-income CTs was significantly below its overall market share for home refinance loans. The institution's market share in moderate-income CTs was near its overall market share for home refinance loans.

Oklahoma Non-MSA AA

Overall, the geographic distribution of the institution's home mortgage lending is good.

Home Purchase Loans

The overall geographic distribution of home purchase loans is good, considering the very limited opportunity to lend in low-income neighborhoods. MidFirst's geographic distribution of home purchase loans during 2010 through 2011 was good, with more weight placed on the analysis in moderate-income tracts given more opportunity relative to low-income tracts. The percentage of loans in low-income geographies was significantly below the percentage of owner-occupied units in these geographies. The percentage of loans in moderate-income CTs exceeded the percentage of owner-occupied units in these geographies reflecting excellent performance. The institution did not record a market share in low-income CTs in 2011 for home purchase loans. The institution's market share in moderate-income CTs exceeded its overall market share for home purchase loans.

MidFirst's geographic distribution of home purchase loans during 2012 through 2013 was adequate. The percentage of loans in low-income geographies was significantly below the percentage of owner-occupied units in these geographies, but was impacted by very limited opportunities. The portion of loans made in moderate-income geographies was below the percentage of owner-occupied units in these geographies. The institution did not record a market share in low-income CTs for home purchase loans in 2013 while its market share in moderate-income CTs exceeded its overall market share for home purchase loans.

Home Improvement Loans

The overall geographic distribution of home improvement loans is good. MidFirst's geographic distribution of home improvement loans during 2010 through 2011 was good, with more weight placed on the analysis in moderate-income tracts given more opportunity relative to low-income tracts. The percentage of loans in low-income geographies was significantly below the percentage of owner-occupied units in these geographies, but was impacted by very limited

opportunities. The percentage of loans in moderate-income geographies exceeded the percentage of owner-occupied units in these geographies. The institution recorded no market share in low-income CTs in 2011 for home improvement loans. The institution's market share in moderate-income CTs significantly exceeded its overall market share for home improvement.

MidFirst's geographic distribution of home improvement loans during 2012 through 2013 was good. The percentage of loans in low-income geographies was significantly below the percentage of owner-occupied units in these geographies, but was impacted by limited opportunities. The percentage of loans made in moderate-income geographies exceeded the percentage of owner-occupied units in these geographies. The institution did not record a market share in low-income CTs in 2013, while its market share in moderate-income CTs exceeded its overall market share for home improvement loans.

Home Refinance Loans

The overall geographic distribution of home refinance loans is adequate. MidFirst's geographic distribution of refinance loans during 2010 through 2011 was adequate. The percentage of loans in low-income geographies was significantly below the percentage of owner-occupied units in these geographies, but was impacted by limited opportunities. The percentage of loans in moderate-income geographies was near the percentage of owner-occupied units in these geographies, representing good performance. The institution did not record a market share in low-income CTs in 2011 for home refinance loans. The institution's market share in moderate-income CTs exceeded its overall market share for home refinance loans.

MidFirst's geographic distribution of refinance loans during 2012 through 2013 was adequate. The percentage of loans in low-income geographies was well below the percentage of owner-occupied units in these geographies, but was impacted by limited opportunities. The percentage of loans in moderate-income geographies was near the percentage of owner-occupied units in these geographies, representing good performance. The institution did not record a market share in low-income CTs in 2013 for home refinance loans. The institution's market share in moderate-income CTs was below its overall market share for refinance loans, but considered adequate.

Small Loans to Businesses

Overall, the geographic distribution of small loans to businesses is good. Excellent performance was demonstrated in the OKC AA and poor performance in the OK non-MSA AA.

Refer to Table 6 in Oklahoma section of Appendix D for the facts and data used to evaluate the geographic distribution of the institution's origination/purchase of small loans to businesses.

Oklahoma City AA

The geographic distribution of small loans to businesses is excellent in the OKC AA. MidFirst's performance in 2010 and 2011 was excellent. The percentage of loans made in low-income geographies significantly exceeded the percentage of businesses in those geographies. The percentage of loans made in moderate-income geographies substantially met the percentage

of businesses in those geographies MidFirst's market share in low-income geographies substantially exceeded its overall market share for loans to small businesses. The institution's market share in moderate-income geographies also exceeded its overall market share for loans to small businesses.

MidFirst's geographic distribution of small loans to businesses in 2012 through 2013 was also excellent. The percentage of loans made in low-income geographies significantly exceeded the percentage of businesses in those geographies. The percentage of loans made in moderate-income geographies was near the distribution of businesses in those geographies. The institution's market share in low-income geographies slightly exceeded its overall market share for loans to small businesses, while substantially equaling its overall share in moderate-income geographies.

Oklahoma Non-MSA AA

The overall geographic distribution of small loans to businesses is poor. MidFirst's geographic distribution of small loans to businesses in 2010 through 2011 was poor. No loans were originated or purchased in the low-income geographies. However, with the relatively small number of business loans generated by MidFirst coupled with a relatively small number of and percentage of businesses located in low-income tracts in this AA, only one loan would need to have been made to meet the demographic. The portion of loans made in moderate-income geographies was well below the portion of small businesses in these geographies. The institution did not record a market share in low-income geographies for small loans to businesses in 2011. Its share in moderate-income geographies was below its overall market share.

MidFirst's geographic distribution of small loans to businesses in 2012 through 2013 was poor. No loans were generated in either low-income or moderate-income tracts. Considering the relatively small number of business loans generated by MidFirst coupled with the numbers and percentages of businesses located in the low-income and moderate-income tracts, the performance is poor rather than very poor. It would take few loans to meet or exceed the demographics. The institution did not record market shares in low- and moderate-income tracts in 2013.

Lending Gap Analysis

We reviewed summary reports and maps, and analyzed MidFirst's home mortgage and small business lending activity over the evaluation period to identify gaps in the geographic distribution of loans. We did not identify any unexplained conspicuous gaps.

Distribution of Loans by Income Level of the Borrower

The overall borrower income distribution of MidFirst's lending is good. As noted previously, greater weight was placed on the institution's home mortgage lending, as home mortgage loans represented the majority of CRA reportable lending activity for this institution

Home Mortgage Loans

The overall borrower distribution of home mortgage loans is good.

Refer to Tables 8, 9, and 10 in Oklahoma section of Appendix D for the facts and data used to evaluate the borrower distribution of the institution's home mortgage loan originations and purchases.

Oklahoma City AA

Home Purchase Loans

The overall borrower distribution of home purchase loans is good. The borrower distribution of home purchase loans during 2010 through 2011 was good. The percentage of loans to low-income borrowers was well below the percentage of low-income families in the AA. The percentage of loans to moderate-income borrowers exceeded the percentage of moderate-income families in the AA. The institution's market share to low-income families exceeded its overall market share for home purchase loans. The institution's market share to moderate-income borrowers substantially met its overall market share for home purchase loans.

MidFirst's borrower distribution of home purchase loans during 2012 through 2013 was excellent. The percentage of loans to low-income borrowers was significantly below the percentage of low-income families. The percentage of loans made to moderate-income borrowers exceeded the percentage of moderate-income families. The institution's market share of loans to low-income borrowers exceeded its overall market share of home purchase loans. The institution's market share of loans to moderate-income borrowers exceeded its overall market share of home purchase loans.

Home Improvement Loans

The overall borrower distribution of home improvement loans is good. The borrower distribution of home improvement loans during 2010 through 2011 was good. The percentage of loans to low-income borrowers was significantly below the percentage of low-income families. The percentage of loans to moderate-income borrowers substantially met the percentage of moderate-income families. The institution's market share of loans to low-income borrowers was near its overall market share of home improvement loans. The institution's market share of loans to moderate-income borrowers was near its overall market share of home improvement loans.

MidFirst's borrower distribution of home improvement loans during 2012 through 2013 was also good. The percentage of loans to low-income borrowers was significantly below the percentage of low-income families. The percentage of loans made to moderate-income borrowers exceeded the percentage of moderate-income families. The institution's market share of loans to low-income borrowers was near its overall market share of home improvement loans. The institution's market share of loans to moderate-income borrowers was also near its overall market share of home improvement loans.

Home Refinance Loans

The overall borrower distribution of home refinance loans is good, with some additional weight placed on performance in 2012 through 2013 due to volume and reflective of recent activity.

The borrower distribution of home refinance loans during 2010 through 2011 was adequate. The percentage of loans to low-income borrowers was significantly below the percentage of low-income families. The percentage of loans to moderate-income borrowers was below the percentage of moderate-income families, but was adequate. The institution's market share of loans to low-income families was near its overall market share of home refinance loans. The market share of loans to moderate-income families substantially met its overall market share of home refinance loans.

MidFirst's borrower distribution of home refinance loans during 2012 through 2013 was excellent. The percentage of loans to low-income borrowers was significantly below the percentage of low-income families. The percentage of loans to moderate-income borrowers, however, exceeded the percentage of moderate-income families and was excellent. The institution's market share data reflected excellent performance. The institution's market share of loans to low-income borrowers exceeded its overall market share of refinance loans. The market share of loans to moderate-income borrowers also exceeded its overall market share of refinance loans.

Oklahoma Non-MSA AA

Home Purchase Loans

The overall borrower distribution of home purchase loans is good. MidFirst's borrower distribution of home purchase loans during 2010 through 2011 was good. The percentage of loans to low-income borrowers was significantly below the percentage of low-income families. The percentage of loans to moderate-income borrowers exceeded the percentage of moderate-income families. The institution's market share of loans to low-income families was below its overall market share of home purchase loans, reflecting adequate performance. The institution's market share of loans to moderate-income borrowers exceeded its overall market share of home purchase loans.

The institution's borrower distribution of home purchase loans during 2012 through 2013 was excellent. The percentage of loans to low-income borrowers was significantly below the percentage of low-income families. The percentage of loans to moderate-income borrowers exceeded the percentage of moderate-income families. The institution's market share in low-income CTs exceeded its overall market share for home purchase loans. The market share in moderate-income CTs exceeded its overall market share for home purchase loans.

Home Improvement Loans

The overall borrower distribution of home improvement loans is good. MidFirst's borrower distribution of home improvement loans during 2010 through 2011 was good. The percentage of loans to low-income borrowers was significantly below the percentage of low-income families. The percentage of loans to moderate-income borrowers substantially met the percentage of moderate-income families. The institution did not record a market share of loans to low-income families in 2011, although its market share of loans to moderate-income borrowers exceeded its overall market share of home improvement loans.

The borrower distribution of home improvement loans during 2012 through 2013 was excellent. The percentage of loans to low-income borrowers was well below the percentage of low-income families. The percentage of loans to moderate-income borrowers exceeded the percentage of moderate-income families. The institution's market share in low-income CTs

exceeded its overall market share for home improvement loans. The market share in moderate-income CTs also exceeded its overall market share for home improvement loans.

Home Refinance Loans

The overall borrower distribution of home refinance loans is adequate. MidFirst's borrower distribution of home refinance loans during 2010 through 2011 was adequate. The percentage of loans to low-income borrowers was significantly below the percentage of low-income families. The percentage of loans to moderate-income borrowers was well below the percentage of moderate-income families. The institution's market share of loans to low-income families significantly exceeded its overall market share of home refinance loans. The market share of loans to moderate-income borrowers slightly exceeded its overall market share of home refinance loans.

The borrower distribution of home refinance loans during 2012 through 2013 was adequate. The percentage of loans to low-income borrowers was significantly below the percentage of low-income families. The percentage of loans to moderate-income borrowers was below the percentage of moderate-income families which was adequate. The institution's market share of loans to low-income families was near its overall market share for home refinance loans. The market share of loans to moderate-income borrowers was below its overall market share for home refinance loans.

Small Loans to Businesses

The overall borrower distribution of small loans to small businesses is good.

Refer to Table 11 in Oklahoma section of Appendix D for the facts and data used to evaluate the borrower distribution of the institution's origination and purchase of small loans to businesses.

Oklahoma City AA

The overall borrower distribution of small loans to small businesses is adequate with some additional weight placed on performance in 2012 through 2013 due to volume and reflective of recent activity. The institution's performance in 2010 through 2011 was adequate. The percentage of small loans to small businesses (businesses with gross annual revenue of \$1 million or less) was well below the percentage of small businesses in the AA. However, the institution's market share of lending to businesses with revenues of \$1 million or less exceeded its overall market share of the business loan market in the AA.

The institution's borrower distribution of small loans to small businesses in 2012 through 2013 was good. The percentage of small loans to small businesses (businesses with gross annual revenue of \$1 million or less) was below the percentage of small businesses in the AA. However, the institution's market share of lending to businesses with revenues of \$1 million or less exceeded its overall market share of the business loan market in the AA.

Oklahoma Non-MSA AA

The overall borrower distribution of small loans to small businesses is excellent. MidFirst's borrower distribution of small loans to small businesses in 2010 through 2011 was excellent. The percentage of small loans to small businesses (businesses with gross annual revenue of \$1 million or less) exceeded the percentage of small businesses in the AA. The institution's market share of lending to businesses with revenues of \$1 million or less also exceeded its overall market share of the business loan market in the AA.

The institution's borrower distribution of small loans to small businesses in 2012 through 2013 was excellent. The percentage of small loans to small businesses (businesses with gross annual revenue of \$1 million or less) exceeded the percentage of small businesses in the AA. The institution's market share of lending to businesses with revenues of \$1 million or less also exceeded its overall market share of the business loan market in the AA.

Community Development Lending

Community development lending activity is good overall. MidFirst had a positive level of CD loans in the OKC AA that were responsive to community needs. CD lending had a neutral impact on the overall lending performance in the OK non-MSA AA.

Refer to Table 1 Lending Volume for January 1, 2010 to December 31, 2011 in the Oklahoma section of Appendix D for the facts and data used to evaluate the institution's level of CD lending. This table includes all CD loans originated in the state for the entire evaluation period, including multifamily loans. However, MidFirst did not have any multifamily loans that also qualify as CD loans. In addition, Table 5 includes geographic lending data on all multifamily loans originated during the evaluation period.

Oklahoma City AA

MidFirst's level of CD lending had a positive impact on its overall lending performance in the AA. MidFirst originated 21 loans totaling \$75.3 million in qualified CD loans in the AA during the evaluation period. This volume represented 9.7 percent of allocated tier 1 capital. The institution's CD loans demonstrated good responsiveness to AA needs, and supported affordable housing initiatives for LMI individuals, community services targeted to LMI individuals, activities that promoted economic development in the AA, and activities that revitalized or stabilized LMI geographies.

Specific examples of the CD loans originated during this evaluation period include:

- A \$13.5 million loan to a large wholesaler located in a moderate-income CT within a designated Enterprise Zone for the disadvantaged portion of Oklahoma City. The business employs approximately 75 people and provides revitalization/stabilization to a distressed area.
- A \$4.0 million working capital loan to support the operation of a wholesale distributor located in the Oklahoma City Empowerment Zone.

- A \$3.5 million loan to a nonprofit corporation with a mission of assisting LMI clients. The proceeds were used to refinance a note to purchase and renovate a facility located within the Oklahoma City Empowerment Zone.
- A \$2.8 million loan to fund renovations on a mixed-use property that includes housing and retail shops. The property is located in a low-income CT within a HUD designated Empowerment Zone in Oklahoma City.
- A \$1.3 million loan used to complete renovations and expansion of facilities for a nonprofit organization that provides childcare services for special needs children. The property is located in a moderate-income CT and the majority of the beneficiaries are LMI families. The organization also provides other community services to LMI families. The expansion created 11 new full-time jobs.
- Two loans totaling \$645,000 to fund the renovation of apartment buildings located in moderate-income tracts. Average rent at both complexes are affordable for families living at the poverty level.

Oklahoma Non-MSA AA

MidFirst's level of CD lending had a neutral impact on its overall lending performance in the OK non-MSA AA. The institution originated no CD loans during the evaluation period.

Product Innovation and Flexibility

MidFirst participates in several flexible loan and grant programs that focus on making home ownership affordable. We did not consider any bank products or services innovative. Performance had a neutral impact on the institution's lending test performance.

Oklahoma City AA

MidFirst participated in several programs exclusively in Oklahoma City, extending 34 loans totaling \$3.0 million between 2010 and 2013. The most significant program is summarized below.

- Oklahoma County Home Finance Agency Turnkey Mortgage Origination Program – This program provides a 30-year fixed rate loan as well as a 3.5 percent non-repayable down payment assistance grant for homebuyers throughout Oklahoma County, including Oklahoma City. There is no first-time homebuyer requirement.

All Oklahoma Assessment Areas

MidFirst participated in three loan programs throughout its AAs in Oklahoma, extending 92 loans or grants totaling \$8.2 million between 2010 and 2013.

- Oklahoma Housing Finance Agency (OHFA Bond) - MidFirst is actively involved with the Oklahoma Housing Finance Agency Single Family Housing Bond Loan Program. This bond program targets LMI applicants and assists with lower credit score, higher

loan-to-value, and may include down payment assistance grants. The program also targets distressed areas where income is removed as a factor in the loan approval.

- MidFirst Home Free Program – This program provides a lender credit towards a first lien home purchase loan up to \$150,000, used in conjunction with a Conventional, FHA insured, or USDA-guaranteed mortgage. MidFirst will provide a lender credit for allowable buyer closing costs, up to \$1,500, on borrowers who qualify as LMI or are purchasing a single-family property located within LMI CTs in the institution’s AA.
- USDA Rural Development Loan Program (USDA) – This program offers high loan-to-values and no down payment, which serves homebuyers with affordable rates and terms. More borrowers are able to afford a home including first-time homebuyers, move-up homebuyers, and LMI borrowers.
- MidFirst participates with the Fannie Mae and Freddie Mac Home Affordable Modification Program (HAMP), and was given favorable consideration for loan modifications completed for LMI borrowers in the AAs.

Regional Area Lending

MidFirst has demonstrated an ongoing commitment to areas in the broader regional area impacted by Hurricanes Katrina and Rita in 2005. During the evaluation period, MidFirst continued to originate or purchase loans that were in areas that are still recovering from the impact of the hurricanes. MidFirst originated or purchased 1,986 loans for \$141 million, of which 549 or 27.6 percent were in LMI tracts. In these geographies impacted by hurricane activity, 19.1 percent of owner-occupied units were in LMI tracts

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the institution’s performance under the lending test in the Tulsa MSA AA is consistent with MidFirst’s overall “High Satisfactory” performance under the lending test in the full-scope areas of Oklahoma. Refer to the Tables 1 through 12 in Oklahoma section of Appendix D for the facts and data that support these conclusions.

INVESTMENT TEST

Conclusions for Areas Receiving Full-Scope Reviews

The institution’s performance under the investment test is rated “Low Satisfactory.” Based on full-scope reviews, MidFirst’s performance in the OKC AA and the OK non-MSA is adequate. In drawing conclusions, significant consideration was given to the institution’s strong lending test record in the state, including CD lending performance. Savings institutions that serve the community predominately through retail lending are not expected to necessarily meet the same investment test standards for commercial banks.

Refer to Table 14 in Oklahoma section of Appendix D for the facts and data used to evaluate the institution’s level of qualified investments.

Oklahoma City AA

Overall, MidFirst's investment test performance in the OKC AA is adequate. During the evaluation period, MidFirst made investments and grants in the OKC AA totaling \$6.8 million. We also considered the ongoing impact that investments made prior to the current evaluation period had within the AA. The remaining balance on four prior period investments as of the date of our examination was \$196,500. When considering both current and prior period investments, the total of \$7.0 million. While this level of investments is low, the institution addressed critical needs in the AA through its investments. As such, we considered responsiveness good. A significant majority of MidFirst's investments and grants include government sponsored mortgage-backed securities and low-income housing tax credits, all of which were highly responsive to identified affordable housing and economic development needs in the AA. Following are examples of some of these investments:

- MidFirst invested \$3.0 million in a low-income housing tax credit project in Edmond, OK to provide funding for multifamily rental housing for LMI households.
- MidFirst invested a total of \$2.8 million in mortgage-backed securities collateralized by properties in LMI tracts or borrowers that were LMI.
- MidFirst invested \$900,000 in a Community Development Corporation dedicated to financially serving LMI areas.

Oklahoma Non-MSA AA

Overall, MidFirst's investment test performance in the OK non-MSA AA is adequate. During the evaluation period, MidFirst originated one investment in the AA totaling \$74,400. The remaining balance on two prior period investments as of the end of the evaluation period was \$19,600. Grants to various CD organizations numbered 39 and totaled \$35,800. Investments and grants for the combined prior and current periods total \$130,000. While this is a low level of activity, the investments were responsive to community needs.

Conclusions for Area Receiving Limited-Scope Reviews

Based on limited-scope reviews, the institution's performance under the investment test in the Tulsa MSA is consistent with its overall "Low Satisfactory" performance under the investment test in the Oklahoma full-scope areas. Refer to Table 14 in Appendix D for the facts and data that support these conclusions.

SERVICE TEST**Conclusions for Areas Receiving Full-Scope Reviews**

MidFirst's performance under the service test in Oklahoma is rated "Outstanding." Based on full-scope reviews, the institution's performance in the OKC AA and the OK non-MSA AA is excellent.

Retail Banking Services

Refer to Table 15 in Oklahoma section of Appendix D for the facts and data used to evaluate the distribution of the institution's branch delivery system and branch openings and closings.

Oklahoma City AA

MidFirst's branch distribution and access to retail banking services in the AA is excellent. Some additional weight is placed on performance in 2012 through 2013 as that period is reflective of the institution's current branch network.

MidFirst's branch distribution in 2010 through 2011 was good, especially when considering the accessibility of branches near-to LMI geographies. Near-to branches are those located in middle- or upper-income geographies that are within one half mile of a LMI geography. Branches were accessible to geographies and individuals of different income levels in the assessment area. As of December 31, 2011, there was one branch located in a low-income geography. The percentage of branches in low-income geographies was similar to the percentage of the population in low-income geographies. In addition, there were two branches near to low-income geographies. The institution had five branches located in moderate-income geographies. The percentage of branches in moderate-income geographies was below the percentage of the population in moderate-income tracts, although consideration was also given to the seven branches near to moderate-income geographies.

MidFirst's branch distribution in 2012 through 2013 was excellent. Branches were readily accessible to geographies and individuals of different income levels in the AA. As of December 31, 2013, there were two branches located in low-income geographies. The percentage of branches in low-income geographies exceeded the percentage of the population in low-income geographies. There were eight branches in moderate-income census tracts. The percentage of branches in moderate-income CTs is substantially equal with the percentage of the population in moderate-income CTs.

Branch openings and closings during the evaluation period had a positive effect on the accessibility of the institution's delivery systems to LMI geographies or individuals. There were three branch openings and one branch closing in the OKC AA during the evaluation period. Two of the branches were opened in low-income CTs and one branch was opened in an upper-income CT. Branch services and hours did not vary in a way that would inconvenience portions of the AA, particularly LMI individuals.

Oklahoma Non-MSA AA

MidFirst's branch distribution in this AA is excellent overall. The institution's branch distribution in 2010 through 2011 was excellent. Branches were readily accessible to geographies and individuals of different income levels in the AA. One branch was located in a low-income geography. The percentage of branches in low-income geographies exceeded the percentage of the population in low-income geographies. MidFirst also had two branches located in moderate-income CTs in the OK non-MSA AA. The percentage of branches in moderate-income geographies exceeded the percentage of the population in moderate-income geographies.

MidFirst's branch distribution for 2012 through 2013 was also excellent. Branches were readily accessible to geographies and individuals of different income levels in the AA. The institution has one branch located in a low-income geography. The percentage of branches in low-income geographies exceeded the percentage of the population in low-income geographies. The number of branches in a moderate-income geography decreased from two to one due to a change in designation of tract income level. The percentage of branches in moderate-income geographies exceeded the percentage of population in moderate-income geographies.

MidFirst did not open or close any branches in the OK non-MSA AA during the evaluation period. Branch services and hours did not vary in a way that would inconvenience portions of the AA, particularly LMI tracts.

In Oklahoma, management complements its traditional service delivery methods with certain alternative delivery processes, such as ATMs and online banking, which includes bill payment and mobile banking. MidFirst also has various staff that speak a variety of foreign languages, and are available to assist customers; this is further described in Arizona section (Retail Banking Services). We placed no significant weight on these alternative delivery systems, as the bank did not maintain metrics to determine their effectiveness in helping to meet the credit needs of LMI geographies or LMI individuals.

Community Development Services

MidFirst's performance in providing CD services in Oklahoma is excellent. CD services focused primarily on community services targeted to LMI individuals. MidFirst employees participated in a variety of organizations and partnerships, some in leadership roles, that benefited LMI individuals, promoted economic development, and provided affordable housing. They also provided technical assistance on financial and banking related matters to numerous community groups, LMI persons and families, and small businesses. MidFirst also focused on extending loan modifications to borrowers across the country, including borrowers in the institution's Oklahoma AAs.

Oklahoma City AA

In the OKC AA, 54 MidFirst employees provided their expertise to 47 different CD organizations. In addition, 28 employees demonstrated leadership and served on the Board of Directors or on committees of these organizations.

MidFirst participates with the Fannie Mae and Freddie Mac Home Affordable Modification Program (HAMP), and was given favorable consideration for loan modifications activities involving 310 LMI borrowers in the OKC AA. MidFirst demonstrated excellent responsiveness, as mortgage assistance was an identified need in this AA.

Oklahoma Non-MSA AA

In the OK non-MSA AA, 10 MidFirst employees provided their expertise to seven different CD organizations. In addition, three employees demonstrated leadership and served on the Board of Directors or on committees of these organizations.

MidFirst participates with the Fannie Mae and Freddie Mac Home Affordable Modification Program (HAMP), and was given favorable consideration for loan modifications activities involving 18 LMI borrowers in the AA.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the institution's performance under the service test in the Tulsa MSA is weaker than the institution's overall performance in the state's full-scope areas, but is adequate. Performance differences in this area were based on weaker branch distribution and were not significant enough to impact the institution's overall rating for the state. Refer to Table 15 in the Oklahoma section of Appendix D for the facts and data that support these conclusions.

Appendix A: Scope of Examination

The following table identifies the time period covered in this evaluation, affiliate activities that were reviewed, and loan products considered. The table also reflects the metropolitan and nonmetropolitan areas that received comprehensive examination review (designated by the term “full-scope”) and those that received a less comprehensive review (designated by the term “limited-scope”).

| | | |
|---|---|---|
| Time Period Reviewed | Lending Test (excludes CD loans): 01/01/2010 to 12/31/2013 Investment and Service Tests and CD Loans: 01/01/2010 to 12/31/2013 | |
| Financial Institution | Products Reviewed | |
| MidFirst Bank (MidFirst) Oklahoma City, Oklahoma | Home Purchase, Home Improvement, and Home Refinance loans; Small Business loans; Community Development loans, investments, and services | |
| Affiliate(s) | Affiliate Relationship | Products Reviewed |
| None. | | No affiliate products reviewed. |
| List of Assessment Areas and Type of Examination | | |
| Assessment Area | Type of Exam | Other Information |
| <u>Arizona</u> Phoenix AA | Full-Scope | Maricopa county |
| <u>Oklahoma</u> Oklahoma City AA | Full-Scope | Canadian, Cleveland, Grady, Oklahoma counties |
| OK Non-MSA AA | Full-Scope | Caddo, Custer, Washita, Jackson, Payne, Pottawatomie, Texas, Woodard counties |
| Tulsa AA | Limited-Scope | Tulsa county |

Appendix B: Summary of State Ratings

| RATINGS MIDFIRST BANK | | | | |
|--|----------------------|------------------------|---------------------|--------------------------------------|
| Overall Bank: | Lending Test Rating* | Investment Test Rating | Service Test Rating | Overall Bank/State/Multistate Rating |
| MidFirst Bank | High Satisfactory | Low Satisfactory | Outstanding | Satisfactory |
| Multistate Metropolitan Area or State: | | | | |
| State of Arizona | High Satisfactory | Low Satisfactory | High Satisfactory | Satisfactory |
| State of Oklahoma | High Satisfactory | Low Satisfactory | Outstanding | Satisfactory |

(*) The lending test is weighted more heavily than the investment and service tests in the overall rating.

Appendix C: Market Profiles for Full-Scope Areas

State of Arizona

Phoenix-Mesa-Glendale MSA

| Demographic Information for Full-Scope Area: Phoenix-Mesa-Glendale MSA 2000 Census | | | | | | |
|--|-----------|----------------------|-----------------|---------------|--------------|------------|
| Demographic Characteristics | # | Low % of # | Moderate % of # | Middle % of # | Upper % of # | NA* % of # |
| Geographies (Census Tracts) | 663 | 6.03 | 27.30 | 34.69 | 31.37 | 0.60 |
| Population by Geography | 3,072,149 | 4.88 | 28.69 | 36.78 | 29.64 | 0.01 |
| Owner-Occupied Housing by Geography | 764,563 | 1.53 | 21.47 | 40.34 | 36.66 | 0.00 |
| Business by Geography | 464,595 | 3.55 | 17.80 | 32.48 | 46.10 | 0.07 |
| Farms by Geography | 7,678 | 2.25 | 19.71 | 36.19 | 41.81 | 0.04 |
| Family Distribution by Income Level | 768,800 | 19.09 | 18.51 | 21.75 | 40.65 | 0.00 |
| Distribution of Low and Moderate Income Families throughout AA Geographies | 289,057 | 7.44 | 41.75 | 36.25 | 14.56 | 0.00 |
| Median Family Income | 51,172 | Median Housing Value | | 130,648 | | |
| HUD Adjusted Median Family Income for 2011 | 65,500 | Unemployment Rate | | 2.31% | | |
| Households Below Poverty Level | 10% | (2000 US Census) | | | | |

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

Source: 2000 US Census and 2011 HUD updated MFI

| Demographic Information for Full-Scope Area: Phoenix-Mesa-Glendale MSA 2010 Census | | | | | | |
|--|-----------|----------------------|-----------------|---------------|--------------|------------|
| Demographic Characteristics | # | Low % of # | Moderate % of # | Middle % of # | Upper % of # | NA* % of # |
| Geographies (Census Tracts) | 916 | 9.39 | 23.91 | 31.99 | 33.62 | 1.09 |
| Population by Geography | 3,817,117 | 8.42 | 24.46 | 33.25 | 33.69 | 0.18 |
| Owner-Occupied Housing by Geography | 916,515 | 3.61 | 20.72 | 35.75 | 39.90 | 0.02 |
| Business by Geography | 399,777 | 6.38 | 15.25 | 29.45 | 48.44 | 0.49 |
| Farms by Geography | 7,239 | 5.64 | 15.93 | 32.16 | 46.03 | 0.25 |
| Family Distribution by Income Level | 913,798 | 20.93 | 17.44 | 20.15 | 41.48 | 0.00 |
| Distribution of Low and Moderate Income Families throughout AA Geographies | 350,618 | 13.75 | 36.07 | 32.18 | 18.00 | 0.00 |
| Median Family Income | 64,408 | Median Housing Value | | 258,903 | | |
| FFIEC Adjusted Median Family Income for 2013 | 62,200 | Unemployment Rate | | 3.48% | | |
| Households Below Poverty Level | 12% | (2010 US Census) | | | | |

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

Source: 2010 US Census and 2013 FFIEC updated MFI

MidFirst has designated Maricopa County within the Phoenix-Mesa-Glendale MSA as its AA. Phoenix is the largest city, and capital of Arizona. Maricopa County is in the southern half of the state and contains the vast majority of the population of the MSA at 91.0 percent. As of the 2010 census, the population of this AA increased by 744,968 since the 2000 census, which represents a 24.0 percent increase. The AA meets the requirements of the CRA regulation and does not arbitrarily exclude LMI geographies.

The updated median family income declined slightly over the evaluation period, from \$66,600 in 2010 to \$62,200 in 2013. Based on 2010 census data, 20.9 percent of families were low income compared to 19.1 percent as of 2000; 17.4 percent were moderate income in 2010, compared to 18.5 percent in 2000. Families living below the poverty level increased from 8.0 percent according to 2000 census data to 10.0 percent in 2010.

Strong competition for financial services exists within the institution's AA, as there are several branches of multi-national and regional banks, local community banks, credit unions, and other nonbank financial institutions operating in the AA. MidFirst has 26 full-service branches in the AA as of December 31, 2013. The institution supplements its branch network with 21 ATMs. The institution's deposits in the Phoenix AA as of June 30, 2013 totaled \$1 billion and represented 17.8 percent of total MidFirst deposits. MidFirst ranks 9th out of 59 FDIC-insured financial institutions operating in this AA, and has a 1.5 percent market share.

Employment and Economic Factors

According to information compiled by Moody's Analytics, Phoenix continues to improve economically since the financial crisis of 2008, as demonstrated by falling unemployment rates over the evaluation period. Approximately 74.9 percent of wage and salary employment in Arizona is in service-providing industries, with the remaining 11.9 percent in the goods-producing industries of manufacturing, construction, and natural resources/mining. In Arizona, manufacturing provides only 6.7 percent of total jobs, the majority of which are in durable goods. The largest employers in the Phoenix-Mesa-Glendale MSA are in the service-providing sectors, and include business services, education and health services, local government, retail trade, and leisure and hospitality services.

According to the Bureau of Labor Statistics, the unemployment rate for the AA in December 2013 was 6.7 percent, which compares favorably with the statewide average of 8.0 percent and national average of 7.4 percent. In 2010, the unemployment rate in the AA was significantly higher at 9.6 percent.

The city of Phoenix is home to several major industries, including state and local government, restaurants, employment services, and hospitals. The largest employer in the AA is Banner Health System. In addition, other top employers in the AA include Wells Fargo; Bank of America; Intel Corporation; Fry's Food Stores; Apollo Group Inc.; and Honeywell Aerospace.

Housing

Housing data during the evaluation period reflects housing values declining through the first half of 2011 due to the continuing impact of the financial crisis of 2008, and then improving throughout the remainder of the evaluation period. Based on the Federal Housing Finance Agency house price index data (www.fhfa.gov), housing prices increased 16.2 percent between the first quarter of 2010 and the fourth quarter of 2013. However, within the evaluation period, the housing low point was in the second quarter of 2011, where the single-family home price averaged \$144,710. The housing price increased by 38.5 percent from the low point, to the high point at year-end 2013 of \$200,490. Home values and home sales prices have generally improved over the evaluation period while foreclosures and delinquencies have

declined from January 2010 through September 2013. Based on data from The Center for Housing Policy (www. foreclosure-response.org), the overall foreclosure rate is 2.5 percent as of September 30, 2013, down from 7.4 percent in 2010. The delinquency rate is 4.6 percent as of September 30, 2013, compared to 14.1 percent based on 2010 data. Foreclosure levels throughout the recession affected the pool of qualified borrowers for home loans, particularly in the first half of the evaluation period. Additionally, increasing home values indicate that LMI borrowers may have been priced out of the market for residential mortgage loans, particularly as prices continued to rise throughout 2012 and 2013.

Within the Phoenix AA, total housing units consist of 61.1 percent owner-occupied units, 29.5 percent rental units, and 9.4 percent vacant units, based on the 2000 census. Of all owner-occupied units, 1.5 percent are in low-income tracts, and 21.5 percent are in moderate-income tracts. According to the 2010 census for the AA, total housing units consisted of 57.4 percent owner-occupied units, 29.2 percent rental units, and 13.4 percent vacant units. Of all owner-occupied units, 3.6 percent and 20.7 percent are located in LMI census tracts, respectively.

The Arizona Department of Housing (www.azhousing.gov) has information related to affordable housing efforts in the state, including the institution's AA in Arizona. The 2013 Annual Report indicates that availability of affordable housing remains a necessity for economic development in the state. The report also states that in 2008, Arizona was at the forefront of the U.S. housing crisis, with home prices falling 55.0 percent between 2005 and 2011. Arizona has helped lead the way in the broader U.S. housing recovery, and foreclosures are currently back to normal levels. However, during the evaluation period, foreclosure prevention was a significant need statewide.

Community Contact

Two community contacts were used in conjunction with this evaluation. Both organizations are Community Development Corporations, one focusing on neighborhood revitalization, and one with a broader focus including education, social services, economic development, and housing. These organizations identified certain needs in the AA, including grants to CD organizations, particularly for operating expenses; financing of mixed-income projects; and small business lending and education. There are numerous CD opportunities in this AA. One contact commented on the difficulty many nonprofits have had getting funding, particularly in the wake of the financial crisis of 2008.

State of Oklahoma

Oklahoma City MSA

| Demographic Information for Full-Scope Area: Oklahoma City MSA 2000 Census | | | | | | |
|--|-----------|------------|----------------------|---------------|--------------|------------|
| Demographic Characteristics | # | Low % of # | Moderate % of # | Middle % of # | Upper % of # | NA* % of # |
| Geographies (Census Tracts) | 314 | 7.64 | 29.94 | 35.35 | 25.48 | 1.59 |
| Population by Geography | 1,001,677 | 3.93 | 27.92 | 37.21 | 30.86 | 0.09 |
| Owner-Occupied Housing by Geography | 252,165 | 1.99 | 21.85 | 39.07 | 37.09 | 0.00 |
| Business by Geography | 123,037 | 3.40 | 19.66 | 35.22 | 39.96 | 1.76 |
| Farms by Geography | 3,443 | 1.07 | 15.34 | 40.89 | 42.14 | 0.55 |
| Family Distribution by Income Level | 263,358 | 19.89 | 17.89 | 21.48 | 40.74 | 0.00 |
| Distribution of Low and Moderate Income Families throughout AA Geographies | 99,488 | 5.92 | 39.87 | 37.40 | 16.82 | 0.00 |
| Median Family Income | | 44,898 | Median Housing Value | | | 79,331 |
| HUD Adjusted Median Family Income for 2011 | | 60,600 | Unemployment Rate | | | |
| Households Below Poverty Level | | 13% | (2000 US Census) | | | 2.38% |

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

Source: 2000 US Census and 2011 HUD updated MFI

| Demographic Information for Full-Scope Area: Oklahoma City MSA 2010 Census | | | | | | |
|--|-----------|------------|----------------------|---------------|--------------|------------|
| Demographic Characteristics | # | Low % of # | Moderate % of # | Middle % of # | Upper % of # | NA* % of # |
| Geographies (Census Tracts) | 342 | 9.36 | 27.19 | 36.84 | 25.44 | 1.17 |
| Population by Geography | 1,142,360 | 6.07 | 25.17 | 39.82 | 28.83 | 0.11 |
| Owner-Occupied Housing by Geography | 282,240 | 3.54 | 19.60 | 43.30 | 33.56 | 0.00 |
| Business by Geography | 104,623 | 5.84 | 20.04 | 37.30 | 35.56 | 1.27 |
| Farms by Geography | 3,308 | 2.33 | 17.56 | 45.59 | 34.28 | 0.24 |
| Family Distribution by Income Level | 280,466 | 21.35 | 17.69 | 20.51 | 40.45 | 0.00 |
| Distribution of Low and Moderate Income Families throughout AA Geographies | 109,500 | 10.13 | 36.74 | 39.05 | 14.07 | 0.00 |
| Median Family Income | | 58,775 | Median Housing Value | | | 123,297 |
| FFIEC Adjusted Median Family Income for 2013 | | 60,000 | Unemployment Rate | | | |
| Households Below Poverty Level | | 14% | (2010 US Census) | | | 2.99% |

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

Source: 2010 US Census and 2013 FFIEC updated MFI

MidFirst's OKC AA includes four of the seven counties in the Oklahoma City MSA, and is defined as Canadian, Cleveland, Grady, and Oklahoma counties. The AA includes Oklahoma City, the state capital and principal city, which is the most populated urban area in the state. Between 2000 and 2010, the AA population increased by 14.0 percent to over 1.1 million according to census data. The AA meets the requirements of the CRA regulation and does not arbitrarily exclude any areas, particularly LMI geographies.

The OKC AA is the economic center of Oklahoma. It is the state's largest Metropolitan area, located in the central part of the state. It is the chief market for the state's livestock and agricultural industries, as well as the major wholesale and job center for the state. The major

sources of income in central Oklahoma are oil and gas, agriculture, manufacturing, and government.

The updated median family income remained relatively stable over the evaluation period, from \$59,400 in 2010 to \$60,000 in 2013. From the distribution of families by income, we noted that 17.9 percent were low-income and 17.0 percent were moderate income based on the 2000 census. This represents a slight change from 21.4 percent reported as low-income and 17.7 percent reported as moderate-income at the 2010 census. Families living below the poverty level also increased slightly from 10.0 percent to 10.6 percent between 2000 and 2010.

Strong competition for financial services exists within the institution's AA. According to FDIC market share data as of June 30, 2013, there are 66 FDIC-insured financial institutions operating in this market with 374 total banking offices. MidFirst has the largest deposit market share in the AA at 14.6 percent, but competes with branches of nationwide and regional banks, local community banks, credit unions, and other nonbank financial institutions operating in the AA. Significant competitors include JPMorgan Chase Bank, Bank of Oklahoma, BancFirst, and Bank of America. These top five institutions represent 51.7 percent of total deposits in the AA. MidFirst's deposits total \$3.7 billion, representing 79.3 percent of total MidFirst deposits within the state, and 65.2 percent of total deposits. The majority of the institution's branches in the state are in this rating area. As of December 31, 2013, MidFirst has 32 full-service branches in the OK City AA. The institution supplements its branch network with 27 full-service ATMs.

Employment and Economic Factors

The economy of the OKC AA is diverse and fairly stable. According to the Bureau of Labor Statistics, the unemployment rate for the AA was 5.9 percent for 2011 and 5.4 percent for both 2012 and 2013, which is significantly less than the national average of 7.4 percent for 2013.

The OKC AA is home to several major industries, including agriculture, aviation and aerospace, healthcare, and oil and gas. The largest employer in the AA is Oklahoma. The federal government also employs large numbers of workers at Tinker Air Force Base and the United States Department of Transportation's Mike Monroney Aeronautical Center. Oklahoma City features one of the largest livestock markets in the world. Oil, natural gas, petroleum products, and related industries are the largest sector of the local economy. The economy of Oklahoma City, once just a regional power center of government and energy exploration, has since diversified to include the sectors of information technology, health services and administration. The city has two Fortune 500 companies: Chesapeake Energy Corporation and Devon Energy Corporation, several others that are in the Fortune 1,000, and numerous large privately owned companies. For example, the corporate headquarters of Sonic Drive-In and Hobby Lobby are located here.

Housing

Housing data during the evaluation period reflects stable housing values in this AA throughout the evaluation period. Based on the Federal Housing Finance Agency house price index data (www.fhfa.gov), housing prices increased only 3.5 percent between the first quarter of 2010 and the fourth quarter of 2013. However, within the evaluation period, the housing value low point was in the second quarter of 2011 where the single-family home price averaged

\$171,630. The housing value high point during the evaluation period was in the third quarter of 2013, at \$181,910. The housing price increased by 6.0 percent from the low point to the high point. The foreclosure rate has also remained relatively stable and low over the past four years. The foreclosure rate was reported at 4.0 percent as of December 2010, according to the Center for Housing Policy (www.foreclosure-response.org). As of September 2013, the OKC AA had a 3.8 percent foreclosure rate.

There are limited opportunities for residential mortgage lending in LMI geographies of the AA, particularly low-income areas, due to limited housing stock. Based on 2000 census data, only 1.9 percent of owner-occupied units were located in low-income census tracts; based on 2010 data, 3.5 percent of owner-occupied units were in low-income tracts. Based on 2000 census data, 44.4 percent of housing units in low-income tracts were rental units and 17.5 percent were vacant. Census data from 2010 indicates that in low-income census tracts, 46.8 percent of housing units were rental units, and 19.0 percent were vacant.

Community Contact

Three community contacts were considered as part of this performance evaluation, including a Community Development Financial Institution (CDFI), a Community Action Agency (CAA), and a nonprofit home ownership corporation. These organizations identified mortgage assistance and affordable housing as the primary needs in the AA. Two of the groups also cited consumer financial education as a need in the AA, including help in improving credit scores.

OK Non-MSA AA

| Demographic Information for Full-Scope Area: OK non-MSA areas 2000 Census | | | | | | |
|--|---------|------------|------------------------------------|---------------|--------------|------------|
| Demographic Characteristics | # | Low % of # | Moderate % of # | Middle % of # | Upper % of # | NA* % of # |
| Geographies (Census Tracts) | 64 | 1.56 | 14.06 | 64.06 | 20.31 | 0.00 |
| Population by Geography | 268,543 | 1.31 | 13.83 | 57.84 | 27.01 | 0.00 |
| Owner-Occupied Housing by Geography | 66,824 | 0.23 | 9.31 | 63.88 | 26.58 | 0.00 |
| Business by Geography | 26,497 | 1.71 | 15.66 | 56.45 | 26.18 | 0.00 |
| Farms by Geography | 1,912 | 0.05 | 7.06 | 66.42 | 26.46 | 0.00 |
| Family Distribution by Income Level | 69,283 | 17.92 | 16.96 | 21.32 | 43.80 | 0.00 |
| Distribution of Low and Moderate Income Families throughout AA Geographies | 24,167 | 0.94 | 18.13 | 63.09 | 17.85 | 0.00 |
| Median Family Income | | 35,517 | Median Housing Value | | | 61,339 |
| HUD Adjusted Median Family Income for 2011 | | 48,800 | Unemployment Rate (2000 US Census) | | | 2.56% |
| Households Below Poverty Level | | 18% | | | | |

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

| Demographic Information for Full-Scope Area: OK non-MSA areas 2010 Census | | | | | | |
|--|---------|------------|------------------------------------|---------------|--------------|------------|
| Demographic Characteristics | # | Low % of # | Moderate % of # | Middle % of # | Upper % of # | NA* % of # |
| Geographies (Census Tracts) | 68 | 2.94 | 7.35 | 67.65 | 22.06 | 0.00 |
| Population by Geography | 282,657 | 3.41 | 7.82 | 64.77 | 24.00 | 0.00 |
| Owner-Occupied Housing by Geography | 68,241 | 0.84 | 7.21 | 65.98 | 25.97 | 0.00 |
| Business by Geography | 20,545 | 3.50 | 7.49 | 66.01 | 23.00 | 0.00 |
| Farms by Geography | 2,007 | 0.45 | 5.38 | 66.32 | 27.85 | 0.00 |
| Family Distribution by Income Level | 68,992 | 19.27 | 16.62 | 19.82 | 44.29 | 0.00 |
| Distribution of Low and Moderate Income Families throughout AA Geographies | 24,761 | 2.56 | 13.15 | 69.94 | 14.34 | 0.00 |
| Median Family Income | | 47,891 | Median Housing Value | | | 92,166 |
| FFIEC Adjusted Median Family Income for 2013 | | 49,900 | Unemployment Rate (2010 US Census) | | | 2.74% |
| Households Below Poverty Level | | 19% | | | | |

(*) The NA category consists of geographies that have not been assigned an income classification.
 Source: 2010 US Census and 2013 FFIEC updated MFI

The OK non-MSA AA includes Caddo, Custer, Jackson, Payne, Pottawatomie, Texas, Washita, and Woodward counties, which are dispersed throughout the state. Between the 2000 and 2010 census, the OK non-MSA AA population increased by just 14,114 or 5.3 percent. The AA meets the requirements of the CRA regulation and does not arbitrarily exclude LMI geographies.

The updated median family income remained relatively stable over the evaluation period, from \$47,200 in 2010 to \$49,900 in 2013. In terms of the distribution of families by income, 17.9 percent were low-income based on 2000 census data, compared to 19.3 percent based on 2010 census data; in 2010, 17.0 percent were moderate income compared to 16.6 percent in 2010. Families living below the poverty level increased slightly from 12.1 percent in 2000 to 12.3 percent in 2010.

There is competition for financial services within the institution's AA, as there are branches of regional and local community banks operating in the AA. As of December 31, 2010, MidFirst operated 11 branches and nine ATMs in this rating area. The institution's deposits in the OK non-MSA AA as of June 30, 2013, totaled \$544 million, representing 11.7 percent of total MidFirst deposits in the state.

Employment and Economic Factors

Caddo County is immediately west of the seven-county Greater Oklahoma City metro area. Its county seat is Anadarko. Adjacent counties include Blaine, Canadian, Grady, Comanche, Kiowa, Washita, and Custer. The population according to the 2010 census was 29,600. Agriculture has been the mainstay of the local economy since its founding in 1901, including wheat and peanut farming, as well as poultry and cattle production. The private sector employs approximately 65.0 percent of the workforce in Caddo County, while 26.0 percent are employed by the government sector, and 9.0 percent is self-employed. Major industries include educational health and social services (21.6 percent); agriculture, forestry, fishing, hunting, and mining (12.8 percent); and retail trade (11.1 percent). According to the Bureau of Labor Statistics, the annual 2010 unemployment rate was 6.5 percent, and declined to 6.0 percent for 2013.

Custer County is located in west-central Oklahoma, and was named in honor of General George Armstrong Custer. Its county seat is Arapaho. Custer County is bordered by Dewey County to the north, Blaine and Caddo counties to the east, Washita County to the south, and Beckham and Roger Mills counties to the west. As of the 2010 census, the population was 27,469. Custer County's economy is based primarily on agriculture. According to the Bureau of Labor Statistics, the annual 2010 unemployment rate was 4.9 percent, and declined to 3.5 percent for 2013.

Jackson County is located in southwestern Oklahoma. Jackson County is bounded by Greer County to the north, Kiowa and Tillman counties to the east, Harmon County to the west, and the Red River and Texas counties to the south. Altus is the county seat. The population was 26,446 as of the 2010 census. The county's economy has historically been based on agriculture. Currently, the county's largest employer is Altus Air Force Base (AFB). Altus AFB is a training base and its mission is to provide specialty training programs for up to 3,000 flight crew and aircraft maintenance students annually. Altus AFB supports about 2,000 permanent military personnel; the AFB and surrounding community support the housing needs of military personnel and their families. The surrounding community has about 1,000 military retirees who depend on base facilities, and the AFB also provides approximately 4,520 jobs to the local community. Jackson County Memorial Hospital (JCMH) is the 2nd largest employer in the county. JCMH is a 99-bed facility with over 800 employees. Other significant employers include Altus Athletic Manufacturing; Luscombe Aircraft Manufacturing; Bar-S Foods Company; and the Republic Gypsum plant. Altus is also home to Western Oklahoma State College and Southwest Technology Center. With a total of 619 employers in Altus, the private sector includes 546 firms which make up 88.2 percent of companies hiring in Altus. In other sectors, 42 local government employers (6.7 percent), 13 state government employers (2.1 percent), and 18 federal government employers (2.9 percent) hire workers in the Altus vicinity.

According to the Bureau of Labor Statistics, the annual 2010 unemployment rate was 5.5 percent and declined to 5.2 percent in 2013.

According to the most recent community contact information, MidFirst was identified as the most active financial institution in the community in terms of performance. The community contact indicated a need for affordable housing and stated that Altus AFB is undertaking a housing study to assess specific needs, and additional housing is anticipated once the study is complete. Housing for upper-income families is available; however, more housing for low-, moderate-, and middle-income residents is needed.

Payne County is located in central Oklahoma, just 60 minutes northeast of the downtown Oklahoma City metropolitan area. Other major communities include Cushing, Drumright, Glencoe, Perkins, Ripley, and Yale. Adjacent counties include Creek, Lincoln, Logan, Noble and Pawnee. Stillwater is the largest city and county seat. As of the 2010 census, the population was 77,350, which represents a 13.4 percent increase since 2000. Payne County is the 7th fastest growing county in the state. Payne county offers a diverse mix of economic activity, including agriculture, manufacturing and distribution, research and development, and retail trade/tourism. The county has a good highway infrastructure, including Interstate 35 and the Cimarron Turnpike (U.S. Highway 412). Known as the "Pipeline Crossroads of the World," Cushing is the most significant trading hub for crude oil in North America. Oklahoma State University is the state's land grant university with enrollment of approximately 20,000 and was established in Stillwater in 1889. Other education and training institutions include Northern Oklahoma College; Oklahoma Department of Career and Technology Education; and Meridian Technology Center and Central Tech, which both offer business and industry training programs. The county has many towns that provide a business friendly atmosphere to encourage economic development. Agriculture remains important to the area, and includes livestock, as well as wheat and other crop production. According to the Bureau of Labor Statistics, the annual 2010 unemployment rate was 6.0 percent, and declined to 4.7 percent in 2013.

Pottawatomie County is located just south of Oklahoma County, and is within the Oklahoma City Combined Statistical Area (CSA). Major communities include the county seat of Shawnee, McLoud, and Tecumseh. The current population is 69,442. Pottawatomie County has a good manufacturing presence in the state, but agriculture also plays a significant role, with key crops including cattle, hay, and peanuts. Shawnee is a geographically central location, is accessible by interstate and by rail, and offers competitively priced and suitable land for development. Among the region's centers of higher education is a certified Aerospace/Aviation Training Center, which benefits Tinker AFB, located near the center. The county also offers higher education through Oklahoma Baptist University, and St. Gregory's University. Pottawatomie county employers also include Unity Regional Medical Center, recently named the primary stroke center for the area, and Shawnee Milling Company. According to the Bureau of Labor Statistics, the annual 2010 unemployment rate was 6.5 percent, and declined to 5.2 percent in 2013.

Texas County is located in the panhandle of northwestern Oklahoma. It is the second largest county in the state, based on land area, and is named for the adjoining state of Texas. Its county seat is Guymon. As of the 2010 census, the population was 20,640. The economy is largely based on farming and cattle production. Wheat, grain sorghum, cattle, and hogs are

chief agricultural industries, ranking near the top among counties in the state. It also lies within the noted Hugoton-Panhandle natural gas field. The county ranks high in natural gas and petroleum, being first in gas production among all counties of the United States. Industries in the area include gasoline extraction plants. The county is also home to Oklahoma Panhandle State University. According to the Bureau of Labor Statistics, the annual 2010 unemployment rate was 5.5 percent and declined to 5.1 percent in 2013.

Washita County is located in southwestern Oklahoma. New Cordell is the county seat. Bordering counties include Custer to the north, Caddo to the east, Kiowa to the south, and Beckham to the west. The county has a population of 11,629 according to the 2010 census. Major industries include agriculture, forestry, fishing/hunting, and mining; educational, health, and social services, and retail trade. According to the Bureau of Labor Statistics, the annual 2010 unemployment rate was 5.3 percent, and declined to 3.8 percent in 2013.

Woodward County is located in northwestern Oklahoma. The county seat is Woodward. Bordering counties include Harper and Ellis counties to the east, Dewey to the south, Woods to the north, and Major County to the west. According to the 2010 census, the population of Woodward County was 20,081. Agriculture and cattle production have always been very important to the county, and continue to drive the economy. Grains, especially wheat, are the largest crop type produced. The county is also home to High Plains Technology Center and Woodward Beauty College. High Plains Technology Center is a public career and technology education center and is part of the Oklahoma Department of Career and Technology Education system. According to the Bureau of Labor Statistics, the annual 2010 unemployment rate was 5.8 percent and declined to 3.0 percent in 2013.

Housing

The median housing value in the OK non-MSA AA is relatively affordable at \$92,166 based on 2010 census data. Poverty makes home ownership especially challenging for those families below the poverty line, and this AA had significant family poverty levels at approximately 12.0 percent during the evaluation period. There are also limited opportunities for residential mortgage lending in LMI census tracts in the AA. Per 2000 census data, only 0.2 percent of owner-occupied units were located in low-income census tracts and 9.3 percent in moderate-income tracts; this is slightly less than the 0.8 percent reported in low-income tracts in the 2010 census, and more than the 7.2 percent reported in moderate-income tracts. Census data in 2000 also reflects that in low-income census tracts, 83.3 percent of total housing units are rental units, and 9.7 percent are vacant units; in moderate-income census tracts, 42.6 percent are rental units and 16.6 percent are vacant units. Per the 2010 census, in low-income census tracts, 55.2 percent of housing units were rental units and 19.6 percent were vacant. In moderate-income census tracts, 33.2 percent of housing units were rental units, and 18.7 percent were vacant units.

Community Contact

Two community contacts were reviewed in conjunction with this evaluation; a university cooperative extension service, and a city planning division. Small business assistance was identified as a need in Payne County that is generally being addressed by local financial institutions. The other community contact was in Altus, which is in Jackson County, Oklahoma.

Future financing of affordable housing and infrastructure projects that were in the early stages of planning were the only identified needs by the contact in Altus. Overall, our review of information in the combined non-MSA AAs in the state indicated a relative lack of community development infrastructure when compared to the institution's more urban AAs. Additionally, management also mentioned a lack of housing-related investment opportunities in these areas during the evaluation period.

Appendix D: Tables of Performance Data

Content of Standardized Tables

A separate set of tables is provided for each state. All multistate metropolitan areas are presented in one set of tables. References to the “institution” include activities of any affiliates that the institution provided for consideration (refer to appendix A: Scope of the Examination). For purposes of reviewing the lending test tables, the following are applicable: (1) purchased loans are treated as originations/purchases and market share is the number of loans originated and purchased by the institution as a percentage of the aggregate number of reportable loans originated and purchased by all lenders in the MA/assessment area; (2) Partially geocoded loans (loans where no census tract is provided) cannot be broken down by income geographies and, therefore, are only reflected in the Total Loans in Core Tables 2 through 7 and part of Table 13; and (3) Partially geocoded loans are included in the Total Loans and % Bank Loans Column in Core Tables 8 through 12 and part of Table 13. Deposit data are compiled by the FDIC and are available as of June 30th of each year. Tables without data are not included in this PE.

The following is a listing and brief description of the tables included in each set:

- Table 1. Lending Volume** - Presents the number and dollar amount of reportable loans originated and purchased by the institution over the evaluation period by MA/assessment area. Community development loans to statewide or regional entities or made outside the institution’s assessment area may receive positive CRA consideration. See Interagency Q&As __.12 (i) - 5 and - 6 for guidance on when an institution may receive positive CRA consideration for such loans. Refer to the CRA section of the Compliance Policy intranet page for guidance on table placement.
- Table 1. Other Products** - Presents the number and dollar amount of any unreported category of loans originated and purchased by the institution, if applicable, over the evaluation period by MA/assessment area. Examples include consumer loans or other data that an institution may provide, at its option, concerning its lending performance. This is a two-page table that lists specific categories.
- Table 2. Geographic Distribution of Home Purchase Loans** - Compares the percentage distribution of the number of loans originated and purchased by the institution in low-, moderate-, middle-, and upper-income geographies to the percentage distribution of owner-occupied housing units throughout those geographies. The table also presents market share information based on the most recent aggregate market data available.
- Table 3. Geographic Distribution of Home Improvement Loans** - See Table 2.
- Table 4. Geographic Distribution of Home Mortgage Refinance Loans** - See Table 2.

- Table 5. Geographic Distribution of Multifamily Loans** - Compares the percentage distribution of the number of multifamily loans originated and purchased by the institution in low-, moderate-, middle-, and upper-income geographies to the percentage distribution of multifamily housing units throughout those geographies. The table also presents market share information based on the most recent aggregate market data available.
- Table 6. Geographic Distribution of Small Loans to Businesses** - The percentage distribution of the number of small loans (less than or equal to \$1 million) to businesses originated and purchased by the institution in low-, moderate-, middle-, and upper-income geographies compared to the percentage distribution of businesses (regardless of revenue size) throughout those geographies. The table also presents market share information based on the most recent aggregate market data available. Because small business data are not available for geographic areas smaller than counties, it may be necessary to use geographic areas larger than the institution's assessment area.
- Table 7. Geographic Distribution of Small Loans to Farms** - The percentage distribution of the number of small loans (less than or equal to \$500,000) to farms originated and purchased by the institution in low-, moderate-, middle-, and upper-income geographies compared to the percentage distribution of farms (regardless of revenue size) throughout those geographies. The table also presents market share information based on the most recent aggregate market data available. Because small farm data are not available for geographic areas smaller than counties, it may be necessary to use geographic areas larger than the institution's assessment area.
- Table 8. Borrower Distribution of Home Purchase Loans** - Compares the percentage distribution of the number of loans originated and purchased by the institution to low-, moderate-, middle-, and upper-income borrowers to the percentage distribution of families by income level in each MA/assessment area. The table also presents market share information based on the most recent aggregate market data available.
- Table 9. Borrower Distribution of Home Improvement Loans** - See Table 8.
- Table 10. Borrower Distribution of Refinance Loans** - See Table 8.
- Table 11. Borrower Distribution of Small Loans to Businesses** - Compares the percentage distribution of the number of small loans (less than or equal to \$1 million) originated and purchased by the institution to businesses with revenues of \$1 million or less to the percentage distribution of businesses with revenues of \$1 million or less. In addition, the table presents the percentage distribution of the number of loans originated and purchased by the institution by loan size, regardless of the revenue size of the business. Market share information is presented based on the most recent aggregate market data available.

Table 12. Borrower Distribution of Small Loans to Farms - Compares the percentage distribution of the number of small loans (less than or equal to \$500,000) originated and purchased by the institution to farms with revenues of \$1 million or less to the percentage distribution of farms with revenues of \$1 million or less. In addition, the table presents the percentage distribution of the number of loans originated and purchased by the institution by loan size, regardless of the revenue size of the farm. Market share information is presented based on the most recent aggregate market data available.

Table 13. Geographic and Borrower Distribution of Consumer Loans (OPTIONAL) - For geographic distribution, the table compares the percentage distribution of the number of loans originated and purchased by the institution in low-, moderate-, middle-, and upper-income geographies to the percentage distribution of households within each geography. For borrower distribution, the table compares the percentage distribution of the number of loans originated and purchased by the institution to low-, moderate-, middle-, and upper-income borrowers to the percentage of households by income level in each MA/assessment area.

Table 14. Qualified Investments - Presents the number and dollar amount of qualified investments made by the institution in each MA/AA. The table separately presents investments made during prior evaluation periods that are still outstanding and investments made during the current evaluation period. Prior-period investments are reflected at their book value as of the end of the evaluation period. Current period investments are reflected at their original investment amount even if that amount is greater than the current book value of the investment. The table also presents the number and dollar amount of unfunded qualified investment commitments. In order to be included, an unfunded commitment must be legally binding and tracked and recorded by the institution's financial reporting system.

An institution may receive positive consideration for qualified investments in statewide/regional entities or made outside of the institution's assessment area. See Interagency Q&As __.12 (i) - 5 and - 6 for guidance on when an institution may receive positive CRA consideration for such investments. Refer to the CRA section of the Compliance Policy intranet page for guidance on table placement.

Table 15. Distribution of Branch Delivery System and Branch Openings/Closings - Compares the percentage distribution of the number of the institution's branches in low-, moderate-, middle-, and upper-income geographies to the percentage of the population within each geography in each MA/AA. The table also presents data on branch openings and closings in each MA/AA.

Tables of Performance Data

State of Arizona – 2010-2011 performance

State of Arizona – 2012-2013 performance

State of Oklahoma – 2010-2011 performance

State of Oklahoma – 2012-2013 performance

Table 1. Lending Volume

| LENDING VOLUME Geography: ARIZONA Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011 | | | | | | | | | | | | |
|---|-------------------------------------|---------------|------------|---------------------------|------------|----------------------|------------|-------------------------------|------------|----------------------|-----------|--------------------------------------|
| Assessment Area: | % of Rated Area Loans (#) in MA/AA* | Home Mortgage | | Small Loans to Businesses | | Small Loans to Farms | | Community Development Loans** | | Total Reported Loans | | % of Rated Area Deposits in MA/AA*** |
| | | # | \$ (000's) | # | \$ (000's) | # | \$ (000's) | # | \$ (000's) | # | \$(000's) | |
| Full Review: | | | | | | | | | | | | |
| Phoenix-Mesa-Glendale MSA | 100.00 | 724 | 129,462 | 259 | 59,100 | 0 | 0 | 0 | 0 | 983 | 188,562 | 100.00 |
| AZ Statewide | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 2 | 27,500 | 2 | 27,500 | 0 |

* Loan Data as of December 31, 2011. Rated area refers to either state or multistate MA rating area.

** The evaluation period for Community Development Loans is from January 01, 2010 to December 31, 2013.

*** Deposit Data as of June 30, 2011. Rated Area refers to either the state, multistate MA, or institution, as appropriate.

Table 2. Geographic Distribution of Home Purchase Loans

| Geographic Distribution: HOME PURCHASE Geography: ARIZONA Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011 | | | | | | | | | | | | | | | |
|---|---------------------------|--------------|------------------------|------------------|-----------------------------|------------------|---------------------------|------------------|--------------------------|------------------|--------------------------------|------|------|------|------|
| Assessment Area: | Total Home Purchase Loans | | Low-Income Geographies | | Moderate-Income Geographies | | Middle-Income Geographies | | Upper-Income Geographies | | Market Share (%) by Geography* | | | | |
| | # | % of Total** | % Owner Occ Units*** | % BANK Loans**** | % Owner Occ Units*** | % BANK Loans**** | % Owner Occ Units*** | % BANK Loans**** | % Owner Occ Units*** | % BANK Loans**** | Overall | Low | Mod | Mid | Upp |
| Full Review: | | | | | | | | | | | | | | | |
| Phoenix-Mesa-Glendale MSA | 588 | 100.00 | 1.53 | 1.53 | 21.47 | 32.48 | 40.34 | 42.35 | 36.66 | 23.64 | 0.28 | 0.75 | 0.69 | 0.26 | 0.17 |

* Based on 2011 Peer Mortgage Data (USPR)

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

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

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

Table 3. Geographic Distribution of Home Improvement Loans

| Geographic Distribution: HOME IMPROVEMENT Geography: ARIZONA Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011 | | | | | | | | | | | | | | | |
|--|------------------------------|--------------|------------------------|------------------|-----------------------------|------------------|---------------------------|------------------|--------------------------|------------------|--------------------------------|------|------|------|------|
| Assessment Area: | Total Home Improvement Loans | | Low-Income Geographies | | Moderate-Income Geographies | | Middle-Income Geographies | | Upper-Income Geographies | | Market Share (%) by Geography* | | | | |
| | # | % of Total** | % Owner Occ Units*** | % BANK Loans**** | % Owner Occ Units*** | % BANK Loans**** | % Owner Occ Units*** | % BANK Loans**** | % Owner Occ Units*** | % BANK Loans**** | Overall | Low | Mod | Mid | Upp |
| Full Review: | | | | | | | | | | | | | | | |
| Phoenix-Mesa-Glendale MSA | 12 | 100.00 | 1.53 | 0.00 | 21.47 | 16.67 | 40.34 | 33.33 | 36.66 | 50.00 | 0.23 | 0.00 | 0.00 | 0.21 | 0.30 |

* Based on 2011 Peer Mortgage Data (USPR)

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

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

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

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

| Geographic Distribution: HOME MORTGAGE REFINANCE Geography: ARIZONA Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011 | | | | | | | | | | | | | | | |
|---|-------------------------------------|--------------|------------------------|------------------|-----------------------------|------------------|---------------------------|------------------|--------------------------|------------------|--------------------------------|------|------|------|------|
| Assessment Area: | Total Home Mortgage Refinance Loans | | Low-Income Geographies | | Moderate-Income Geographies | | Middle-Income Geographies | | Upper-Income Geographies | | Market Share (%) by Geography* | | | | |
| | # | % of Total** | % Owner Occ Units*** | % BANK Loans**** | % Owner Occ Units*** | % BANK Loans**** | % Owner Occ Units*** | % BANK Loans**** | % Owner Occ Units*** | % BANK Loans**** | Overall | Low | Mod | Mid | Upp |
| Full Review: | | | | | | | | | | | | | | | |
| Phoenix-Mesa-Glendale MSA | 122 | 100.00 | 1.53 | 0.82 | 21.47 | 9.84 | 40.34 | 29.51 | 36.66 | 59.84 | 0.11 | 0.00 | 0.12 | 0.09 | 0.13 |

* Based on 2011 Peer Mortgage Data (USPR)

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

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

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

Table 5. Geographic Distribution of Multifamily Loans

| Geographic Distribution: MULTIFAMILY Geography: ARIZONA Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011 | | | | | | | | | | | | | | | | |
|---|-------------------------|--------------|------------------------|-----------------|-----------------------------|------------------|---------------------------|------------------|--------------------------|------------------|--------------------------------|------------------|---------|------|------|-----|
| Assessment Area: | Total Multifamily Loans | | Low-Income Geographies | | Moderate-Income Geographies | | Middle-Income Geographies | | Upper-Income Geographies | | Market Share (%) by Geography* | | | | | |
| | # | % of Total** | % of MF Units*** | % BANK Loans*** | % MF Units*** | % BANK Loans**** | % MF Units*** | % BANK Loans**** | % MF Units*** | % BANK Loans**** | % MF Units*** | % BANK Loans**** | Overall | Low | Mod | Mid |
| Full Review: | | | | | | | | | | | | | | | | |
| Phoenix-Mesa-Glendale MSA | 2 | 100.00 | 6.97 | 0.00 | 40.88 | 100.00 | 36.33 | 0.00 | 15.82 | 0.00 | 1.20 | 0.00 | 2.63 | 0.00 | 0.00 | |

* Based on 2011 Peer Mortgage Data (USPR)

** Multifamily loans originated and purchased in the MA/AA as a percentage of all multifamily loans originated and purchased in the rated area.

*** Percentage of Multifamily Units is the number of multifamily units in a particular geography divided by the number of multifamily housing units in the area based on 2000 Census information.

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

Table 6. Geographic Distribution of Small Loans to Businesses

| Geographic Distribution: SMALL LOANS TO BUSINESSES Geography: ARIZONA Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011 | | | | | | | | | | | | | | | | |
|---|----------------------------|--------------|------------------------|--------------|-----------------------------|--------------|---------------------------|--------------|--------------------------|--------------|--------------------------------|--------------|---------|------|------|-----|
| Assessment Area: | Total Small Business Loans | | Low-Income Geographies | | Moderate-Income Geographies | | Middle-Income Geographies | | Upper-Income Geographies | | Market Share (%) by Geography* | | | | | |
| | # | % of Total** | % of Businesses*** | % BANK Loans | % of Businesses*** | % BANK Loans | % of Businesses*** | % BANK Loans | % of Businesses*** | % BANK Loans | % of Businesses*** | % BANK Loans | Overall | Low | Mod | Mid |
| Full Review: | | | | | | | | | | | | | | | | |
| Phoenix-Mesa-Glendale MSA | 259 | 100.00 | 3.55 | 9.27 | 17.80 | 16.99 | 32.48 | 27.80 | 46.10 | 45.95 | 0.18 | 0.43 | 0.22 | 0.15 | 0.17 | |

* Based on 2011 Peer Small Business Data -- US and PR

** Small loans to businesses originated and purchased in the MA/AA as a percentage of all small loans to businesses originated and purchased in the rated area.

*** Source Data - Dun and Bradstreet (2011).

Table 8. Borrower Distribution of Home Purchase Loans

| Borrower Distribution: HOME PURCHASE Geography: ARIZONA Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011 | | | | | | | | | | | | | | | |
|---|---------------------------|--------------|----------------------|------------------|---------------------------|------------------|-------------------------|------------------|------------------------|------------------|---------------|------|------|------|------|
| Assessment Area: | Total Home Purchase Loans | | Low-Income Borrowers | | Moderate-Income Borrowers | | Middle-Income Borrowers | | Upper-Income Borrowers | | Market Share* | | | | |
| | # | % of Total** | % Families*** | % BANK Loans**** | % Families*** | % BANK Loans**** | % Families*** | % BANK Loans**** | % Families*** | % BANK Loans**** | Overall | Low | Mod | Mid | Upp |
| Full Review: | | | | | | | | | | | | | | | |
| Phoenix-Mesa-Glendale MSA | 588 | 100.00 | 19.09 | 7.59 | 18.51 | 25.32 | 21.75 | 16.46 | 40.65 | 50.63 | 0.06 | 0.05 | 0.03 | 0.05 | 0.08 |

* Based on 2011 Peer Mortgage Data (USPR)

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

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

**** As a percentage of loans with borrower income information available. No information was available for 86.6% of loans originated and purchased by bank.

Table 9. Borrower Distribution of Home Improvement Loans

| Borrower Distribution: HOME IMPROVEMENT Geography: ARIZONA Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011 | | | | | | | | | | | | | | | | |
|--|------------------------------|--------------|----------------------|------------------|---------------------------|------------------|-------------------------|------------------|------------------------|------------------|---------------|------------------|---------|------|------|-----|
| Assessment Area: | Total Home Improvement Loans | | Low-Income Borrowers | | Moderate-Income Borrowers | | Middle-Income Borrowers | | Upper-Income Borrowers | | Market Share* | | | | | |
| | # | % of Total** | % Families*** | % BANK Loans**** | % Families*** | % BANK Loans**** | % Families*** | % BANK Loans**** | % Families*** | % BANK Loans**** | % Families*** | % BANK Loans**** | Overall | Low | Mod | Mid |
| Full Review: | | | | | | | | | | | | | | | | |
| Phoenix-Mesa-Glendale MSA | 12 | 100.00 | 19.09 | 22.22 | 18.51 | 22.22 | 21.75 | 44.44 | 40.65 | 11.11 | 0.24 | 1.69 | 0.00 | 0.35 | 0.00 | |

* Based on 2011 Peer Mortgage Data (USPR)

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

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

**** As a percentage of loans with borrower income information available. No information was available for 25.0% of loans originated and purchased by bank.

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

| Borrower Distribution: HOME MORTGAGE REFINANCE Geography: ARIZONA Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011 | | | | | | | | | | | | | | | |
|---|-------------------------------------|--------------|----------------------|------------------|---------------------------|------------------|-------------------------|------------------|------------------------|------------------|---------------|------|------|------|------|
| Assessment Area: | Total Home Mortgage Refinance Loans | | Low-Income Borrowers | | Moderate-Income Borrowers | | Middle-Income Borrowers | | Upper-Income Borrowers | | Market Share* | | | | |
| | # | % of Total** | % Families*** | % BANK Loans**** | % Families*** | % BANK Loans**** | % Families*** | % BANK Loans**** | % Families*** | % BANK Loans**** | Overall | Low | Mod | Mid | Upp |
| Full Review: | | | | | | | | | | | | | | | |
| Phoenix-Mesa-Glendale MSA | 122 | 100.00 | 19.09 | 5.05 | 18.51 | 14.14 | 21.75 | 26.26 | 40.65 | 54.55 | 0.12 | 0.06 | 0.14 | 0.16 | 0.11 |

* Based on 2011 Peer Mortgage Data (USPR)

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

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

**** As a percentage of loans with borrower income information available. No information was available for 18.9% of loans originated and purchased by bank.

Table 11. Borrower Distribution of Small Loans to Businesses

| Borrower Distribution: SMALL LOANS TO BUSINESSES Geography: ARIZONA Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011 | | | | | | | | | |
|---|---------------------------------|--------------|---|------------------|--|-------------------------|---------------------------|---------------|-------------------------|
| Assessment Area: | Total Small Loans to Businesses | | Businesses With Revenues of \$1 million or less | | Loans by Original Amount Regardless of Business Size | | | Market Share* | |
| | # | % of Total** | % of Businesses*** | % BANK Loans**** | \$100,000 or less | >\$100,000 to \$250,000 | >\$250,000 to \$1,000,000 | All | Rev \$1 Million or Less |
| Full Review: | | | | | | | | | |
| Phoenix-Mesa-Glendale MSA | 259 | 100.00 | 66.50 | 39.00 | 40.54 | 27.41 | 32.05 | 0.18 | 0.17 |

* Based on 2011 Peer Small Business Data -- US and PR

** Small loans to businesses originated and purchased in the MA/AA as a percentage of all small loans to businesses originated and purchased in the rated area.

*** Businesses with revenues of \$1 million or less as a percentage of all businesses (Source D&B - 2011).

**** Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 15.44% of small loans to businesses originated and purchased by the bank.

Table 14. Qualified Investments

| QUALIFIED INVESTMENTS Geography: ARIZONA Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2013 | | | | | | | | | |
|--|---------------------------|-----------|----------------------------|-----------|-------------------|-----------|------------|------------------------|-----------|
| Assessment Area: | Prior Period Investments* | | Current Period Investments | | Total Investments | | | Unfunded Commitments** | |
| | # | \$(000's) | # | \$(000's) | # | \$(000's) | % of Total | # | \$(000's) |
| Full Review: | | | | | | | | | |
| Phoenix-Mesa-Glendale MSA | 0 | 0 | 33 | 4,040 | 33 | 4,040 | 100.00 | 0 | 0 |

* 'Prior Period Investments' means investments made in a previous period that are outstanding as of the examination date.

** 'Unfunded Commitments' means legally binding investment commitments that are tracked and recorded by the institution's financial reporting system.

Table 15. Distribution of Branch Delivery System and Branch Openings/Closings

| DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS Geography: ARIZONA Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011 | | | | | | | | | | | | | | | | | |
|--|--------------------------------|--------------------|--------------------------------|---|------|-------|-------|--------------------------|----------------------|---|-----|-----|-----|---------------------------------------|-------|-------|-------|
| MA/Assessment Area: | Deposits | Branches | | | | | | Branch Openings/Closings | | | | | | Population | | | |
| | % of Rated Area Deposits in AA | # of BANK Branches | % of Rated Area Branches in AA | Location of Branches by Income of Geographies (%) | | | | # of Branch Openings | # of Branch Closings | Net change in Location of Branches (+ or -) | | | | % of Population within Each Geography | | | |
| | | | | Low | Mod | Mid | Upp | | | Low | Mod | Mid | Upp | Low | Mod | Mid | Upp |
| Full Review: | | | | | | | | | | | | | | | | | |
| Phoenix-Mesa-Glendale MSA | 100.00 | 23 | 100.00 | 4.35 | 8.70 | 26.09 | 60.87 | 2 | 1 | 0 | 0 | +2 | -1 | 4.88 | 28.69 | 36.78 | 29.64 |

Table 1. Lending Volume

| LENDING VOLUME Geography: ARIZONA Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013 | | | | | | | | | | | | |
|---|-------------------------------------|---------------|------------|---------------------------|------------|----------------------|------------|-------------------------------|------------|----------------------|-----------|--------------------------------------|
| Assessment Area: | % of Rated Area Loans (#) in MA/AA* | Home Mortgage | | Small Loans to Businesses | | Small Loans to Farms | | Community Development Loans** | | Total Reported Loans | | % of Rated Area Deposits in MA/AA*** |
| | | # | \$ (000's) | # | \$ (000's) | # | \$ (000's) | # | \$ (000's) | # | \$(000's) | |
| Full Review: | | | | | | | | | | | | |
| Phoenix-Mesa-Glendale MSA | 100.00 | 1,007 | 208,918 | 601 | 120,931 | 0 | 0 | 0 | 0 | 1,608 | 329,849 | 100.00 |

* Loan Data as of December 31, 2013. Rated area refers to either state or multistate MA rating area.

** Community Development Loan information is included in Table 1 – Lending Volume covering January 1, 2010 through December 31, 2011.

*** Deposit Data as of June 30, 2013. Rated Area refers to either the state, multistate MA, or institution, as appropriate.

Table 2. Geographic Distribution of Home Purchase Loans

| Geographic Distribution: HOME PURCHASE Geography: ARIZONA Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013 | | | | | | | | | | | | | | | |
|---|---------------------------|--------------|------------------------|------------------|-----------------------------|------------------|---------------------------|------------------|--------------------------|------------------|--------------------------------|------|------|------|------|
| Assessment Area: | Total Home Purchase Loans | | Low-Income Geographies | | Moderate-Income Geographies | | Middle-Income Geographies | | Upper-Income Geographies | | Market Share (%) by Geography* | | | | |
| | # | % of Total** | % Owner Occ Units*** | % BANK Loans**** | % Owner Occ Units*** | % BANK Loans**** | % Owner Occ Units*** | % BANK Loans**** | % Owner Occ Units*** | % BANK Loans**** | Overall | Low | Mod | Mid | Upp |
| Full Review: | | | | | | | | | | | | | | | |
| Phoenix-Mesa-Glendale MSA | 643 | 100.00 | 3.61 | 6.84 | 20.72 | 25.04 | 35.76 | 41.68 | 39.91 | 26.44 | 0.44 | 2.67 | 0.90 | 0.54 | 0.21 |

* Based on 2012 Peer Mortgage Data (USPR)

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

*** Percentage of Owner-Occupied Units is the number of owner-occupied units in a particular geography divided by the number of owner-occupied housing units in the area based on 2010 Census information.

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

Table 3. Geographic Distribution of Home Improvement Loans

| Geographic Distribution: HOME IMPROVEMENT Geography: ARIZONA Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013 | | | | | | | | | | | | | | | |
|--|------------------------------|--------------|------------------------|------------------|-----------------------------|------------------|---------------------------|------------------|--------------------------|------------------|--------------------------------|------|------|------|------|
| Assessment Area: | Total Home Improvement Loans | | Low-Income Geographies | | Moderate-Income Geographies | | Middle-Income Geographies | | Upper-Income Geographies | | Market Share (%) by Geography* | | | | |
| | # | % of Total** | % Owner Occ Units*** | % BANK Loans**** | % Owner Occ Units*** | % BANK Loans**** | % Owner Occ Units*** | % BANK Loans**** | % Owner Occ Units*** | % BANK Loans**** | Overall | Low | Mod | Mid | Upp |
| Full Review: | | | | | | | | | | | | | | | |
| Phoenix-Mesa-Glendale MSA | 44 | 100.00 | 3.61 | 0.00 | 20.72 | 6.82 | 35.76 | 31.82 | 39.91 | 61.36 | 0.59 | 0.00 | 0.48 | 0.66 | 0.59 |

* Based on 2012 Peer Mortgage Data (USPR)

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

*** Percentage of Owner-Occupied Units is the number of owner-occupied units in a particular geography divided by the number of owner-occupied housing units in the area based on 2010 Census information.

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

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

| Geographic Distribution: HOME MORTGAGE REFINANCE Geography: ARIZONA Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013 | | | | | | | | | | | | | | | |
|---|-------------------------------------|--------------|------------------------|------------------|-----------------------------|------------------|---------------------------|------------------|--------------------------|------------------|--------------------------------|------|------|------|------|
| Assessment Area: | Total Home Mortgage Refinance Loans | | Low-Income Geographies | | Moderate-Income Geographies | | Middle-Income Geographies | | Upper-Income Geographies | | Market Share (%) by Geography* | | | | |
| | # | % of Total** | % Owner Occ Units*** | % BANK Loans**** | % Owner Occ Units*** | % BANK Loans**** | % Owner Occ Units*** | % BANK Loans**** | % Owner Occ Units*** | % BANK Loans**** | Overall | Low | Mod | Mid | Upp |
| Full Review: | | | | | | | | | | | | | | | |
| Phoenix-Mesa-Glendale MSA | 314 | 100.00 | 3.61 | 2.87 | 20.72 | 11.46 | 35.76 | 33.76 | 39.91 | 51.91 | 0.11 | 0.21 | 0.14 | 0.12 | 0.11 |

* Based on 2012 Peer Mortgage Data (USPR)

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

*** Percentage of Owner-Occupied Units is the number of owner-occupied units in a particular geography divided by the number of owner-occupied housing units in the area based on 2010 Census information.

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

Table 5. Geographic Distribution of Multifamily Loans

| Geographic Distribution: MULTIFAMILY Geography: ARIZONA Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013 | | | | | | | | | | | | | | | |
|---|-------------------------|--------------|------------------------|-----------------|-----------------------------|------------------|---------------------------|------------------|--------------------------|------------------|--------------------------------|------|------|------|------|
| Assessment Area: | Total Multifamily Loans | | Low-Income Geographies | | Moderate-Income Geographies | | Middle-Income Geographies | | Upper-Income Geographies | | Market Share (%) by Geography* | | | | |
| | # | % of Total** | % of MF Units*** | % BANK Loans*** | % MF Units*** | % BANK Loans**** | % MF Units*** | % BANK Loans**** | % MF Units*** | % BANK Loans**** | Overall | Low | Mod | Mid | Upp |
| Full Review: | | | | | | | | | | | | | | | |
| Phoenix-Mesa-Glendale MSA | 6 | 100.00 | 15.31 | 66.67 | 37.05 | 33.33 | 28.83 | 0.00 | 18.81 | 0.00 | 1.54 | 0.00 | 3.45 | 0.00 | 0.00 |

* Based on 2012 Peer Mortgage Data (USPR)

** Multifamily loans originated and purchased in the MA/AA as a percentage of all multifamily loans originated and purchased in the rated area.

*** Percentage of Multifamily Units is the number of multifamily units in a particular geography divided by the number of multifamily housing units in the area based on 2010 Census information.

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

Table 6. Geographic Distribution of Small Loans to Businesses

| Geographic Distribution: SMALL LOANS TO BUSINESSES Geography: ARIZONA Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013 | | | | | | | | | | | | | | | | |
|---|----------------------------|--------------|------------------------|--------------|-----------------------------|--------------|---------------------------|--------------|--------------------------|--------------|--------------------------------|--------------|---------|------|------|-----|
| Assessment Area: | Total Small Business Loans | | Low-Income Geographies | | Moderate-Income Geographies | | Middle-Income Geographies | | Upper-Income Geographies | | Market Share (%) by Geography* | | | | | |
| | # | % of Total** | % of Businesses*** | % BANK Loans | % of Businesses*** | % BANK Loans | % of Businesses*** | % BANK Loans | % of Businesses*** | % BANK Loans | % of Businesses*** | % BANK Loans | Overall | Low | Mod | Mid |
| Full Review: | | | | | | | | | | | | | | | | |
| Phoenix-Mesa-Glendale MSA | 592 | 100.00 | 6.38 | 12.33 | 15.25 | 14.36 | 29.45 | 28.38 | 48.44 | 44.93 | 0.35 | 0.58 | 0.34 | 0.34 | 0.33 | |

* Based on 2012 Peer Small Business Data -- US and PR

** Small loans to businesses originated and purchased in the MA/AA as a percentage of all small loans to businesses originated and purchased in the rated area.

*** Source Data - Dun and Bradstreet (2013).

Table 8. Borrower Distribution of Home Purchase Loans

| Borrower Distribution: HOME PURCHASE Geography: ARIZONA Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013 | | | | | | | | | | | | | | | |
|---|---------------------------|--------------|----------------------|------------------|---------------------------|------------------|-------------------------|------------------|------------------------|------------------|---------------|------|------|------|------|
| Assessment Area: | Total Home Purchase Loans | | Low-Income Borrowers | | Moderate-Income Borrowers | | Middle-Income Borrowers | | Upper-Income Borrowers | | Market Share* | | | | |
| | # | % of Total** | % Families*** | % BANK Loans**** | % Families*** | % BANK Loans**** | % Families*** | % BANK Loans**** | % Families*** | % BANK Loans**** | Overall | Low | Mod | Mid | Upp |
| Full Review: | | | | | | | | | | | | | | | |
| Phoenix-Mesa-Glendale MSA | 643 | 100.00 | 20.93 | 4.49 | 17.44 | 7.30 | 20.15 | 10.11 | 41.48 | 78.09 | 0.14 | 0.05 | 0.06 | 0.04 | 0.25 |

* Based on 2012 Peer Mortgage Data (USPR)

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

*** Percentage of Families is based on the 2010 Census information.

**** As a percentage of loans with borrower income information available. No information was available for 72.3% of loans originated and purchased by bank.

Table 9. Borrower Distribution of Home Improvement Loans

| Borrower Distribution: HOME IMPROVEMENT Geography: ARIZONA Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013 | | | | | | | | | | | | | | | | |
|--|------------------------------|--------------|----------------------|------------------|---------------------------|------------------|-------------------------|------------------|------------------------|------------------|---------------|------------------|---------|------|------|-----|
| Assessment Area: | Total Home Improvement Loans | | Low-Income Borrowers | | Moderate-Income Borrowers | | Middle-Income Borrowers | | Upper-Income Borrowers | | Market Share* | | | | | |
| | # | % of Total** | % Families*** | % BANK Loans**** | % Families*** | % BANK Loans**** | % Families*** | % BANK Loans**** | % Families*** | % BANK Loans**** | % Families*** | % BANK Loans**** | Overall | Low | Mod | Mid |
| Full Review: | | | | | | | | | | | | | | | | |
| Phoenix-Mesa-Glendale MSA | 44 | 100.00 | 20.93 | 2.44 | 17.44 | 14.63 | 20.15 | 17.07 | 41.48 | 65.85 | 0.56 | 0.00 | 0.66 | 0.51 | 0.65 | |

* Based on 2012 Peer Mortgage Data (USPR)

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

*** Percentage of Families is based on the 2010 Census information.

**** As a percentage of loans with borrower income information available. No information was available for 6.8% of loans originated and purchased by bank.

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

| Borrower Distribution: HOME MORTGAGE REFINANCE Geography: ARIZONA Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013 | | | | | | | | | | | | | | | |
|---|-------------------------------------|--------------|----------------------|------------------|---------------------------|------------------|-------------------------|------------------|------------------------|------------------|---------------|------|------|------|------|
| Assessment Area: | Total Home Mortgage Refinance Loans | | Low-Income Borrowers | | Moderate-Income Borrowers | | Middle-Income Borrowers | | Upper-Income Borrowers | | Market Share* | | | | |
| | # | % of Total** | % Families*** | % BANK Loans**** | % Families*** | % BANK Loans**** | % Families*** | % BANK Loans**** | % Families*** | % BANK Loans**** | Overall | Low | Mod | Mid | Upp |
| Full Review: | | | | | | | | | | | | | | | |
| Phoenix-Mesa-Glendale MSA | 314 | 100.00 | 20.93 | 5.39 | 17.44 | 10.79 | 20.15 | 18.26 | 41.48 | 65.56 | 0.12 | 0.09 | 0.08 | 0.08 | 0.15 |

* Based on 2012 Peer Mortgage Data (USPR)

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

*** Percentage of Families is based on the 2010 Census information.

**** As a percentage of loans with borrower income information available. No information was available for 23.2% of loans originated and purchased by bank.

Table 11. Borrower Distribution of Small Loans to Businesses

| Borrower Distribution: SMALL LOANS TO BUSINESSES Geography: ARIZONA Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013 | | | | | | | | | |
|---|---------------------------------|--------------|---|------------------|--|-------------------------|---------------------------|---------------|-------------------------|
| Assessment Area: | Total Small Loans to Businesses | | Businesses With Revenues of \$1 million or less | | Loans by Original Amount Regardless of Business Size | | | Market Share* | |
| | # | % of Total** | % of Businesses*** | % BANK Loans**** | \$100,000 or less | >\$100,000 to \$250,000 | >\$250,000 to \$1,000,000 | All | Rev \$1 Million or Less |
| Full Review: | | | | | | | | | |
| Phoenix-Mesa-Glendale MSA | 601 | 100.00 | 72.34 | 60.07 | 49.08 | 26.46 | 24.46 | 0.35 | 0.44 |

* Based on 2012 Peer Small Business Data -- US and PR

** Small loans to businesses originated and purchased in the MA/AA as a percentage of all small loans to businesses originated and purchased in the rated area.

*** Businesses with revenues of \$1 million or less as a percentage of all businesses (Source D&B - 2013).

**** Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 5.49% of small loans to businesses originated and purchased by the bank.

Table 15. Distribution of Branch Delivery System and Branch Openings/Closings

| DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS Geography: ARIZONA Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013 | | | | | | | | | | | | | | | | | |
|--|--------------------------------|--------------------|--------------------------------|---|------|-------|-------|--------------------------|----------------------|---|-----|-----|-----|---------------------------------------|-------|-------|-------|
| MA/Assessment Area: | Deposits | Branches | | | | | | Branch Openings/Closings | | | | | | Population | | | |
| | % of Rated Area Deposits in AA | # of BANK Branches | % of Rated Area Branches in AA | Location of Branches by Income of Geographies (%) | | | | # of Branch Openings | # of Branch Closings | Net change in Location of Branches (+ or -) | | | | % of Population within Each Geography | | | |
| | | | | Low | Mod | Mid | Upp | | | Low | Mod | Mid | Upp | Low | Mod | Mid | Upp |
| Full Review: | | | | | | | | | | | | | | | | | |
| Phoenix-Mesa-Glendale MSA | 100.00 | 26 | 100.00 | 0.00 | 3.85 | 34.62 | 61.54 | 4 | 1 | 0 | 0 | +2 | +1 | 8.42 | 24.46 | 33.25 | 33.69 |

Table 1. Lending Volume

| LENDING VOLUME Geography: OKLAHOMA Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011 | | | | | | | | | | | | |
|--|-------------------------------------|---------------|------------|---------------------------|------------|----------------------|------------|-------------------------------|------------|----------------------|-----------|--------------------------------------|
| Assessment Area: | % of Rated Area Loans (#) in MA/AA* | Home Mortgage | | Small Loans to Businesses | | Small Loans to Farms | | Community Development Loans** | | Total Reported Loans | | % of Rated Area Deposits in MA/AA*** |
| | | # | \$ (000's) | # | \$ (000's) | # | \$ (000's) | # | \$ (000's) | # | \$(000's) | |
| Full Review: | | | | | | | | | | | | |
| OK non-MSA areas | 15.82 | 532 | 48,833 | 33 | 3,857 | 0 | 0 | 0 | 0 | 565 | 52,690 | 9.72 |
| Oklahoma City MSA | 67.74 | 1,698 | 216,340 | 720 | 170,651 | 1 | 219 | 21 | 75,343 | 2,440 | 462,553 | 81.40 |
| Limited Review: | | | | | | | | | | | | |
| Tulsa MSA | 16.44 | 397 | 61,728 | 190 | 46,582 | 0 | 0 | 3 | 21,851 | 590 | 130,161 | 8.89 |

* Loan Data as of December 31, 2011. Rated area refers to either state or multistate MA rating area.

** The evaluation period for Community Development Loans is from January 01, 2010 to December 31, 2013.

*** Deposit Data as of June 30, 2011. Rated Area refers to either the state, multistate MA, or institution, as appropriate.

Table 2. Geographic Distribution of Home Purchase Loans

| Geographic Distribution: HOME PURCHASE Geography: OKLAHOMA Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011 | | | | | | | | | | | | | | | |
|--|---------------------------|--------------|------------------------|------------------|-----------------------------|------------------|---------------------------|------------------|--------------------------|------------------|--------------------------------|------|------|------|------|
| Assessment Area: | Total Home Purchase Loans | | Low-Income Geographies | | Moderate-Income Geographies | | Middle-Income Geographies | | Upper-Income Geographies | | Market Share (%) by Geography* | | | | |
| | # | % of Total** | % Owner Occ Units*** | % BANK Loans**** | % Owner Occ Units*** | % BANK Loans**** | % Owner Occ Units*** | % BANK Loans**** | % Owner Occ Units*** | % BANK Loans**** | Overall | Low | Mod | Mid | Upp |
| Full Review: | | | | | | | | | | | | | | | |
| OK non-MSA areas | 252 | 20.59 | 0.23 | 0.00 | 9.31 | 14.29 | 63.88 | 48.81 | 26.58 | 36.90 | 5.35 | 0.00 | 7.76 | 4.94 | 5.45 |
| Oklahoma City MSA | 763 | 62.34 | 1.99 | 0.79 | 21.85 | 18.87 | 39.07 | 36.83 | 37.09 | 43.51 | 1.92 | 1.82 | 3.41 | 1.81 | 1.70 |
| Limited Review: | | | | | | | | | | | | | | | |
| Tulsa MSA | 209 | 17.08 | 1.49 | 0.00 | 19.28 | 20.10 | 39.59 | 33.49 | 39.63 | 46.41 | 1.37 | 0.00 | 3.68 | 1.37 | 1.08 |

* Based on 2011 Peer Mortgage Data (USPR)

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

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

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

Table 3. Geographic Distribution of Home Improvement Loans

| Geographic Distribution: HOME IMPROVEMENT Geography: OKLAHOMA Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011 | | | | | | | | | | | | | | | |
|---|------------------------------|--------------|------------------------|------------------|-----------------------------|------------------|---------------------------|------------------|--------------------------|------------------|--------------------------------|------|-------|------|------|
| Assessment Area: | Total Home Improvement Loans | | Low-Income Geographies | | Moderate-Income Geographies | | Middle-Income Geographies | | Upper-Income Geographies | | Market Share (%) by Geography* | | | | |
| | # | % of Total** | % Owner Occ Units*** | % BANK Loans**** | % Owner Occ Units*** | % BANK Loans**** | % Owner Occ Units*** | % BANK Loans**** | % Owner Occ Units*** | % BANK Loans**** | Overall | Low | Mod | Mid | Upp |
| Full Review: | | | | | | | | | | | | | | | |
| OK non-MSA areas | 85 | 30.25 | 0.23 | 0.00 | 9.31 | 14.12 | 63.88 | 63.53 | 26.58 | 22.35 | 5.27 | 0.00 | 12.50 | 4.66 | 4.59 |
| Oklahoma City MSA | 188 | 66.90 | 1.99 | 1.06 | 21.85 | 17.02 | 39.07 | 38.83 | 37.09 | 43.09 | 2.65 | 0.00 | 3.02 | 2.38 | 2.87 |
| Limited Review: | | | | | | | | | | | | | | | |
| Tulsa MSA | 8 | 2.85 | 1.49 | 0.00 | 19.28 | 12.50 | 39.59 | 50.00 | 39.63 | 37.50 | 0.19 | 0.00 | 0.00 | 0.48 | 0.00 |

* Based on 2011 Peer Mortgage Data (USPR)

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

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

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

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

| Geographic Distribution: HOME MORTGAGE REFINANCE Geography: OKLAHOMA Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011 | | | | | | | | | | | | | | | |
|--|-------------------------------------|--------------|------------------------|------------------|-----------------------------|------------------|---------------------------|------------------|--------------------------|------------------|--------------------------------|------|------|------|------|
| Assessment Area: | Total Home Mortgage Refinance Loans | | Low-Income Geographies | | Moderate-Income Geographies | | Middle-Income Geographies | | Upper-Income Geographies | | Market Share (%) by Geography* | | | | |
| | # | % of Total** | % Owner Occ Units*** | % BANK Loans**** | % Owner Occ Units*** | % BANK Loans**** | % Owner Occ Units*** | % BANK Loans**** | % Owner Occ Units*** | % BANK Loans**** | Overall | Low | Mod | Mid | Upp |
| Full Review: | | | | | | | | | | | | | | | |
| OK non-MSA areas | 195 | 17.38 | 0.23 | 0.00 | 9.31 | 8.72 | 63.88 | 48.21 | 26.58 | 43.08 | 2.86 | 0.00 | 3.87 | 2.53 | 3.13 |
| Oklahoma City MSA | 747 | 66.58 | 1.99 | 0.27 | 21.85 | 8.84 | 39.07 | 29.18 | 37.09 | 61.71 | 1.47 | 1.37 | 1.72 | 1.32 | 1.51 |
| Limited Review: | | | | | | | | | | | | | | | |
| Tulsa MSA | 180 | 16.04 | 1.49 | 0.00 | 19.28 | 4.44 | 39.59 | 19.44 | 39.63 | 76.11 | 0.78 | 0.00 | 0.61 | 0.54 | 0.92 |

* Based on 2011 Peer Mortgage Data (USPR)

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

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

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

Table 6. Geographic Distribution of Small Loans to Businesses

| Geographic Distribution: SMALL LOANS TO BUSINESSES Geography: OKLAHOMA Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011 | | | | | | | | | | | | | | | | |
|--|----------------------------|--------------|------------------------|--------------|-----------------------------|--------------|---------------------------|--------------|--------------------------|--------------|--------------------------------|--------------|---------|------|------|-----|
| Assessment Area: | Total Small Business Loans | | Low-Income Geographies | | Moderate-Income Geographies | | Middle-Income Geographies | | Upper-Income Geographies | | Market Share (%) by Geography* | | | | | |
| | # | % of Total** | % of Businesses*** | % BANK Loans | % of Businesses*** | % BANK Loans | % of Businesses*** | % BANK Loans | % of Businesses*** | % BANK Loans | % of Businesses*** | % BANK Loans | Overall | Low | Mod | Mid |
| Full Review: | | | | | | | | | | | | | | | | |
| OK non-MSA areas | 33 | 3.53 | 1.71 | 0.00 | 15.66 | 9.09 | 56.45 | 69.70 | 26.18 | 21.21 | 0.77 | 0.00 | 0.61 | 0.97 | 0.79 | |
| Oklahoma City MSA | 713 | 76.18 | 3.40 | 11.22 | 19.66 | 19.35 | 35.22 | 26.23 | 39.96 | 43.20 | 2.29 | 6.72 | 2.51 | 1.70 | 2.40 | |
| Limited Review: | | | | | | | | | | | | | | | | |
| Tulsa MSA | 190 | 20.30 | 1.21 | 0.53 | 19.24 | 20.00 | 34.05 | 24.21 | 45.49 | 55.26 | 0.85 | 0.00 | 1.14 | 0.65 | 0.90 | |

* Based on 2011 Peer Small Business Data -- US and PR

** Small loans to businesses originated and purchased in the MA/AA as a percentage of all small loans to businesses originated and purchased in the rated area.

*** Source Data - Dun and Bradstreet (2011).

Table 7. Geographic Distribution of Small Loans to Farms

| Geographic Distribution: SMALL LOANS TO FARMS Geography: OKLAHOMA Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011 | | | | | | | | | | | | | | | | | |
|---|------------------------|--------------|------------------------|--------------|-----------------------------|--------------|---------------------------|--------------|--------------------------|--------------|--------------------------------|--------------|---------|------|------|------|------|
| Assessment Area: | Total Small Farm Loans | | Low-Income Geographies | | Moderate-Income Geographies | | Middle-Income Geographies | | Upper-Income Geographies | | Market Share (%) by Geography* | | | | | | |
| | # | % of Total** | % of Farms*** | % BANK Loans | % of Farms*** | % BANK Loans | % of Farms*** | % BANK Loans | % of Farms*** | % BANK Loans | % of Farms*** | % BANK Loans | Overall | Low | Mod | Mid | Upp |
| Full Review: | | | | | | | | | | | | | | | | | |
| OK non-MSA areas | 0 | 0.00 | 0.05 | 0.00 | 7.06 | 0.00 | 66.42 | 0.00 | 26.46 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Oklahoma City MSA | 1 | 100.00 | 1.07 | 0.00 | 15.34 | 0.00 | 40.89 | 0.00 | 42.14 | 100.00 | 0.42 | 0.00 | 0.00 | 0.00 | 0.00 | 1.27 | |
| Limited Review: | | | | | | | | | | | | | | | | | |
| Tulsa MSA | 0 | 0.00 | 0.94 | 0.00 | 14.30 | 0.00 | 39.59 | 0.00 | 45.17 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | |

* Based on 2011 Peer Small Business Data -- US and PR

** Small loans to farms originated and purchased in the MA/AA as a percentage of all small loans to farms originated and purchased in the rated area.

*** Source Data - Dun and Bradstreet (2011).

Table 8. Borrower Distribution of Home Purchase Loans

| Borrower Distribution: HOME PURCHASE Geography: OKLAHOMA Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011 | | | | | | | | | | | | | | | |
|--|---------------------------|--------------|----------------------|------------------|---------------------------|------------------|-------------------------|------------------|------------------------|------------------|---------------|------|------|------|------|
| Assessment Area: | Total Home Purchase Loans | | Low-Income Borrowers | | Moderate-Income Borrowers | | Middle-Income Borrowers | | Upper-Income Borrowers | | Market Share* | | | | |
| | # | % of Total** | % Families*** | % BANK Loans**** | % Families*** | % BANK Loans**** | % Families*** | % BANK Loans**** | % Families*** | % BANK Loans**** | Overall | Low | Mod | Mid | Upp |
| Full Review: | | | | | | | | | | | | | | | |
| OK non-MSA areas | 252 | 20.59 | 17.92 | 4.72 | 16.96 | 23.11 | 21.32 | 28.77 | 43.80 | 43.40 | 5.33 | 4.44 | 5.40 | 6.69 | 4.71 |
| Oklahoma City MSA | 763 | 62.34 | 19.89 | 12.58 | 17.89 | 25.15 | 21.48 | 22.68 | 40.74 | 39.59 | 1.38 | 1.65 | 1.36 | 1.25 | 1.40 |
| Limited Review: | | | | | | | | | | | | | | | |
| Tulsa MSA | 209 | 17.08 | 18.98 | 4.40 | 17.50 | 14.29 | 20.90 | 25.27 | 42.62 | 56.04 | 0.60 | 0.13 | 0.35 | 0.76 | 0.77 |

* Based on 2011 Peer Mortgage Data (USPR)

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

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

**** As a percentage of loans with borrower income information available. No information was available for 35.6% of loans originated and purchased by bank.

Table 9. Borrower Distribution of Home Improvement Loans

| Borrower Distribution: HOME IMPROVEMENT Geography: OKLAHOMA Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011 | | | | | | | | | | | | | | | |
|---|------------------------------|--------------|----------------------|------------------|---------------------------|------------------|-------------------------|------------------|------------------------|------------------|---------------|------|------|------|------|
| Assessment Area: | Total Home Improvement Loans | | Low-Income Borrowers | | Moderate-Income Borrowers | | Middle-Income Borrowers | | Upper-Income Borrowers | | Market Share* | | | | |
| | # | % of Total** | % Families*** | % BANK Loans**** | % Families*** | % BANK Loans**** | % Families*** | % BANK Loans**** | % Families*** | % BANK Loans**** | Overall | Low | Mod | Mid | Upp |
| Full Review: | | | | | | | | | | | | | | | |
| OK non-MSA areas | 85 | 30.25 | 17.92 | 8.24 | 16.96 | 16.47 | 21.32 | 28.24 | 43.80 | 47.06 | 5.68 | 0.00 | 6.49 | 8.66 | 4.89 |
| Oklahoma City MSA | 188 | 66.90 | 19.89 | 8.20 | 17.89 | 17.49 | 21.48 | 26.23 | 40.74 | 48.09 | 2.71 | 2.42 | 2.30 | 2.92 | 2.87 |
| Limited Review: | | | | | | | | | | | | | | | |
| Tulsa MSA | 8 | 2.85 | 18.98 | 12.50 | 17.50 | 37.50 | 20.90 | 12.50 | 42.62 | 37.50 | 0.21 | 0.00 | 1.18 | 0.00 | 0.00 |

* Based on 2011 Peer Mortgage Data (USPR)

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

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

**** As a percentage of loans with borrower income information available. No information was available for 1.8% of loans originated and purchased by bank.

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

| Borrower Distribution: HOME MORTGAGE REFINANCE Geography: OKLAHOMA Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011 | | | | | | | | | | | | | | | |
|--|-------------------------------------|--------------------------|---------------------------|------------------------------|---------------------------|------------------------------|---------------------------|------------------------------|---------------------------|------------------------------|---------------------------|------|------|------|------|
| Assessment Area: | Total Home Mortgage Refinance Loans | | Low-Income Borrowers | | Moderate-Income Borrowers | | Middle-Income Borrowers | | Upper-Income Borrowers | | Market Share [†] | | | | |
| | # | % of Total ^{**} | % Families ^{***} | % BANK Loans ^{****} | % Families ^{***} | % BANK Loans ^{****} | % Families ^{***} | % BANK Loans ^{****} | % Families ^{***} | % BANK Loans ^{****} | Overall | Low | Mod | Mid | Upp |
| Full Review: | | | | | | | | | | | | | | | |
| OK non-MSA areas | 195 | 17.38 | 17.92 | 5.88 | 16.96 | 11.23 | 21.32 | 22.99 | 43.80 | 59.89 | 3.32 | 7.78 | 3.55 | 4.03 | 2.75 |
| Oklahoma City MSA | 747 | 66.58 | 19.89 | 5.56 | 17.89 | 14.84 | 21.48 | 24.11 | 40.74 | 55.49 | 1.65 | 1.41 | 1.58 | 1.78 | 1.65 |
| Limited Review: | | | | | | | | | | | | | | | |
| Tulsa MSA | 180 | 16.04 | 18.98 | 2.38 | 17.50 | 10.71 | 20.90 | 13.69 | 42.62 | 73.21 | 0.81 | 0.44 | 0.76 | 0.55 | 0.97 |

* Based on 2011 Peer Mortgage Data (USPR)

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

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

**** As a percentage of loans with borrower income information available. No information was available for 5.9% of loans originated and purchased by bank.

Table 11. Borrower Distribution of Small Loans to Businesses

| Borrower Distribution: SMALL LOANS TO BUSINESSES Geography: OKLAHOMA Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011 | | | | | | | | | |
|--|---------------------------------|--------------|---|------------------|--|-------------------------|---------------------------|---------------|-------------------------|
| Assessment Area: | Total Small Loans to Businesses | | Businesses With Revenues of \$1 million or less | | Loans by Original Amount Regardless of Business Size | | | Market Share* | |
| | # | % of Total** | % of Businesses*** | % BANK Loans**** | \$100,000 or less | >\$100,000 to \$250,000 | >\$250,000 to \$1,000,000 | All | Rev \$1 Million or Less |
| Full Review: | | | | | | | | | |
| OK non-MSA areas | 33 | 3.50 | 65.03 | 75.76 | 66.67 | 27.27 | 6.06 | 0.77 | 1.23 |
| Oklahoma City MSA | 720 | 76.35 | 64.51 | 42.36 | 46.81 | 21.81 | 31.39 | 2.29 | 2.72 |
| Limited Review: | | | | | | | | | |
| Tulsa MSA | 190 | 20.15 | 57.42 | 55.26 | 44.74 | 22.63 | 32.63 | 0.85 | 1.08 |

* Based on 2011 Peer Small Business Data -- US and PR

** Small loans to businesses originated and purchased in the MA/AA as a percentage of all small loans to businesses originated and purchased in the rated area.

*** Businesses with revenues of \$1 million or less as a percentage of all businesses (Source D&B - 2011).

**** Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 11.13% of small loans to businesses originated and purchased by the bank.

Table 12. Borrower Distribution of Small Loans to Farms

| Borrower Distribution: SMALL LOANS TO FARMS Geography: OKLAHOMA Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011 | | | | | | | | | |
|---|----------------------------|--------------|--|------------------|--|-------------------------|-------------------------|---------------|-------------------------|
| Assessment Area: | Total Small Loans to Farms | | Farms With Revenues of \$1 million or less | | Loans by Original Amount Regardless of Farm Size | | | Market Share* | |
| | # | % of Total** | % of Farms*** | % BANK Loans**** | \$100,000 or less | >\$100,000 to \$250,000 | >\$250,000 to \$500,000 | All | Rev \$1 Million or Less |
| Full Review: | | | | | | | | | |
| OK non-MSA areas | 0 | 0.00 | 97.65 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Oklahoma City MSA | 1 | 100.00 | 97.62 | 0.00 | 0.00 | 100.00 | 0.00 | 0.42 | 0.00 |
| Limited Review: | | | | | | | | | |
| Tulsa MSA | 0 | 0.00 | 95.99 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |

* Based on 2011 Peer Small Business Data -- US and PR

** Small loans to farms originated and purchased in the MA/AA as a percentage of all small loans to farms originated and purchased in the rated area.

*** Farms with revenues of \$1 million or less as a percentage of all farms (Source D&B - 2011).

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

Table 14. Qualified Investments

| QUALIFIED INVESTMENTS Geography: OKLAHOMA Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2013 | | | | | | | | | |
|---|---------------------------|-----------|----------------------------|-----------|-------------------|-----------|------------|------------------------|-----------|
| Assessment Area: | Prior Period Investments* | | Current Period Investments | | Total Investments | | | Unfunded Commitments** | |
| | # | \$(000's) | # | \$(000's) | # | \$(000's) | % of Total | # | \$(000's) |
| Full Review: | | | | | | | | | |
| OK non-MSA areas | 2 | 20 | 40 | 110 | 42 | 130 | 1.44 | 0 | 0 |
| Oklahoma City MSA | 4 | 197 | 74 | 6,825 | 78 | 7,022 | 77.76 | 0 | 0 |
| Limited Review: | | | | | | | | | |
| Tulsa MSA | 3 | 59 | 51 | 1,310 | 54 | 1,369 | 15.16 | 0 | 0 |
| OK Statewide | 0 | 0 | 2 | 509 | 2 | 509 | 5.64 | 2 | 10,594 |

* 'Prior Period Investments' means investments made in a previous period that are outstanding as of the examination date.

** 'Unfunded Commitments' means legally binding investment commitments that are tracked and recorded by the institution's financial reporting system.

Table 15. Distribution of Branch Delivery System and Branch Openings/Closings

| DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS Geography: OKLAHOMA Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011 | | | | | | | | | | | | | | | | | |
|---|--------------------------------|----------------------|--------------------------------|---|-------|-------|-------|--------------------------|----------------------|---|-----|-----|-----|---------------------------------------|-------|-------|-------|
| MA/Assessment Area: | Deposits | Branches | | | | | | Branch Openings/Closings | | | | | | Population | | | |
| | % of Rated Area Deposits in AA | # of BANK Branches * | % of Rated Area Branches in AA | Location of Branches by Income of Geographies (%) | | | | # of Branch Openings | # of Branch Closings | Net change in Location of Branches (+ or -) | | | | % of Population within Each Geography | | | |
| | | | | Low | Mod | Mid | Upp | | | Low | Mod | Mid | Upp | Low | Mod | Mid | Upp |
| Full Review: | | | | | | | | | | | | | | | | | |
| OK non-MSA areas | 9.72 | 11 | 20.37 | 9.09 | 18.18 | 36.36 | 36.36 | 0 | 0 | 0 | 0 | 0 | 0 | 1.31 | 13.83 | 57.84 | 27.01 |
| Oklahoma City MSA | 81.40 | 31 | 57.41 | 3.23 | 16.13 | 41.94 | 35.48 | 2 | 1 | +1 | 0 | 0 | 0 | 3.93 | 27.92 | 37.21 | 30.86 |
| Limited Review: | | | | | | | | | | | | | | | | | |
| Tulsa MSA | 8.89 | 12 | 22.22 | 0.00 | 16.67 | 25.00 | 58.33 | 2 | 0 | 0 | 0 | +1 | +1 | 2.72 | 24.16 | 38.71 | 34.41 |

* The Oklahoma City MSA includes one branch in a tract lacking income information (NA tract).

Table 1. Lending Volume

| LENDING VOLUME Geography: OKLAHOMA Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013 | | | | | | | | | | | | |
|--|-------------------------------------|---------------|------------|---------------------------|------------|----------------------|------------|-------------------------------|------------|----------------------|-----------|--------------------------------------|
| Assessment Area: | % of Rated Area Loans (#) in MA/AA* | Home Mortgage | | Small Loans to Businesses | | Small Loans to Farms | | Community Development Loans** | | Total Reported Loans | | % of Rated Area Deposits in MA/AA*** |
| | | # | \$ (000's) | # | \$ (000's) | # | \$ (000's) | # | \$ (000's) | # | \$(000's) | |
| Full Review: | | | | | | | | | | | | |
| OK non-MSA areas | 14.73 | 531 | 53,709 | 51 | 10,582 | 0 | 0 | 0 | 0 | 582 | 64,291 | 11.73 |
| Oklahoma City MSA | 68.56 | 1,959 | 269,237 | 750 | 186,617 | 0 | 0 | 0 | 0 | 2,709 | 455,854 | 79.34 |
| Limited Review: | | | | | | | | | | | | |
| Tulsa MSA | 16.70 | 459 | 67,392 | 201 | 48,515 | 0 | 0 | 0 | 0 | 660 | 115,907 | 8.93 |

* Loan Data as of December 31, 2013. Rated area refers to either state or multistate MA rating area.

** Community Development Loan information is included in Table 1 – Lending Volume covering January 1, 2010 through December 31, 2011.

*** Deposit Data as of June 30, 2013. Rated Area refers to either the state, multistate MA, or institution, as appropriate.

Table 2. Geographic Distribution of Home Purchase Loans

| Geographic Distribution: HOME PURCHASE Geography: OKLAHOMA Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013 | | | | | | | | | | | | | | | |
|--|---------------------------|--------------|------------------------|------------------|-----------------------------|------------------|---------------------------|------------------|--------------------------|------------------|--------------------------------|------|------|------|------|
| Assessment Area: | Total Home Purchase Loans | | Low-Income Geographies | | Moderate-Income Geographies | | Middle-Income Geographies | | Upper-Income Geographies | | Market Share (%) by Geography* | | | | |
| | # | % of Total** | % Owner Occ Units*** | % BANK Loans**** | % Owner Occ Units*** | % BANK Loans**** | % Owner Occ Units*** | % BANK Loans**** | % Owner Occ Units*** | % BANK Loans**** | Overall | Low | Mod | Mid | Upp |
| Full Review: | | | | | | | | | | | | | | | |
| OK non-MSA areas | 233 | 16.35 | 0.84 | 0.00 | 7.21 | 5.58 | 65.98 | 54.94 | 25.97 | 39.48 | 3.70 | 0.00 | 6.48 | 3.06 | 4.64 |
| Oklahoma City MSA | 941 | 66.04 | 3.54 | 2.87 | 19.60 | 22.21 | 43.30 | 40.06 | 33.56 | 34.86 | 2.04 | 6.20 | 3.75 | 2.00 | 1.53 |
| Limited Review: | | | | | | | | | | | | | | | |
| Tulsa MSA | 251 | 17.61 | 5.35 | 4.38 | 20.55 | 23.11 | 31.63 | 34.26 | 42.47 | 38.25 | 1.19 | 5.52 | 2.32 | 1.43 | 0.72 |

* Based on 2012 Peer Mortgage Data (USPR)

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

*** Percentage of Owner-Occupied Units is the number of owner-occupied units in a particular geography divided by the number of owner-occupied housing units in the area based on 2010 Census information.

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

Table 3. Geographic Distribution of Home Improvement Loans

| Geographic Distribution: HOME IMPROVEMENT Geography: OKLAHOMA Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013 | | | | | | | | | | | | | | | |
|---|------------------------------|--------------|------------------------|------------------|-----------------------------|------------------|---------------------------|------------------|--------------------------|------------------|--------------------------------|------|-------|------|-------|
| Assessment Area: | Total Home Improvement Loans | | Low-Income Geographies | | Moderate-Income Geographies | | Middle-Income Geographies | | Upper-Income Geographies | | Market Share (%) by Geography* | | | | |
| | # | % of Total** | % Owner Occ Units*** | % BANK Loans**** | % Owner Occ Units*** | % BANK Loans**** | % Owner Occ Units*** | % BANK Loans**** | % Owner Occ Units*** | % BANK Loans**** | Overall | Low | Mod | Mid | Upp |
| Full Review: | | | | | | | | | | | | | | | |
| OK non-MSA areas | 83 | 27.76 | 0.84 | 0.00 | 7.21 | 13.25 | 65.98 | 56.63 | 25.97 | 30.12 | 5.74 | 0.00 | 13.04 | 3.98 | 10.07 |
| Oklahoma City MSA | 199 | 66.56 | 3.54 | 1.51 | 19.60 | 17.09 | 43.30 | 43.72 | 33.56 | 37.69 | 2.18 | 0.83 | 2.15 | 2.18 | 2.32 |
| Limited Review: | | | | | | | | | | | | | | | |
| Tulsa MSA | 17 | 5.69 | 5.35 | 0.00 | 20.55 | 17.65 | 31.63 | 17.65 | 42.47 | 64.71 | 0.59 | 0.00 | 0.53 | 0.72 | 0.54 |

* Based on 2012 Peer Mortgage Data (USPR)

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

*** Percentage of Owner-Occupied Units is the number of owner-occupied units in a particular geography divided by the number of owner-occupied housing units in the area based on 2010 Census information.

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

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

| Geographic Distribution: HOME MORTGAGE REFINANCE Geography: OKLAHOMA Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013 | | | | | | | | | | | | | | | |
|--|-------------------------------------|--------------|------------------------|------------------|-----------------------------|------------------|---------------------------|------------------|--------------------------|------------------|--------------------------------|------|------|------|------|
| Assessment Area: | Total Home Mortgage Refinance Loans | | Low-Income Geographies | | Moderate-Income Geographies | | Middle-Income Geographies | | Upper-Income Geographies | | Market Share (%) by Geography* | | | | |
| | # | % of Total** | % Owner Occ Units*** | % BANK Loans**** | % Owner Occ Units*** | % BANK Loans**** | % Owner Occ Units*** | % BANK Loans**** | % Owner Occ Units*** | % BANK Loans**** | Overall | Low | Mod | Mid | Upp |
| Full Review: | | | | | | | | | | | | | | | |
| OK non-MSA areas | 214 | 17.58 | 0.84 | 0.47 | 7.21 | 6.54 | 65.98 | 56.54 | 25.97 | 36.45 | 3.01 | 0.00 | 2.30 | 2.63 | 3.69 |
| Oklahoma City MSA | 812 | 66.72 | 3.54 | 1.35 | 19.60 | 11.95 | 43.30 | 38.18 | 33.56 | 48.52 | 1.75 | 0.76 | 1.59 | 1.85 | 1.72 |
| Limited Review: | | | | | | | | | | | | | | | |
| Tulsa MSA | 191 | 15.69 | 5.35 | 1.05 | 20.55 | 7.33 | 31.63 | 18.32 | 42.47 | 73.30 | 0.94 | 0.00 | 0.53 | 0.59 | 1.18 |

* Based on 2012 Peer Mortgage Data (USPR)

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

*** Percentage of Owner-Occupied Units is the number of owner-occupied units in a particular geography divided by the number of owner-occupied housing units in the area based on 2010 Census information.

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

Table 5. Geographic Distribution of Multifamily Loans

| Geographic Distribution: MULTIFAMILY Geography: OKLAHOMA Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013 | | | | | | | | | | | | | | | |
|--|-------------------------|--------------|------------------------|------------------|-----------------------------|------------------|---------------------------|------------------|--------------------------|------------------|--------------------------------|------|------|------|------|
| Assessment Area: | Total Multifamily Loans | | Low-Income Geographies | | Moderate-Income Geographies | | Middle-Income Geographies | | Upper-Income Geographies | | Market Share (%) by Geography* | | | | |
| | # | % of Total** | % of MF Units*** | % BANK Loans**** | % MF Units*** | % BANK Loans**** | % MF Units*** | % BANK Loans**** | % MF Units*** | % BANK Loans**** | Overall | Low | Mod | Mid | Upp |
| Full Review: | | | | | | | | | | | | | | | |
| OK non-MSA areas | 1 | 12.50 | 4.88 | 0.00 | 4.59 | 0.00 | 69.05 | 100.00 | 21.48 | 0.00 | 4.17 | 0.00 | 0.00 | 5.56 | 0.00 |
| Oklahoma City MSA | 7 | 87.50 | 5.80 | 0.00 | 41.71 | 28.57 | 33.34 | 57.14 | 19.15 | 14.29 | 1.85 | 0.00 | 3.64 | 0.00 | 0.00 |
| Limited Review: | | | | | | | | | | | | | | | |
| Tulsa MSA | 0 | 0.00 | 10.99 | 0.00 | 34.29 | 0.00 | 28.55 | 0.00 | 26.17 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |

* Based on 2012 Peer Mortgage Data (USPR)

** Multifamily loans originated and purchased in the MA/AA as a percentage of all multifamily loans originated and purchased in the rated area.

*** Percentage of Multifamily Units is the number of multifamily units in a particular geography divided by the number of multifamily housing units in the area based on 2010 Census information.

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

Table 6. Geographic Distribution of Small Loans to Businesses

| Geographic Distribution: SMALL LOANS TO BUSINESSES Geography: OKLAHOMA Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013 | | | | | | | | | | | | | | | | |
|--|----------------------------|--------------|------------------------|--------------|-----------------------------|--------------|---------------------------|--------------|--------------------------|--------------|--------------------------------|--------------|---------|------|------|-----|
| Assessment Area: | Total Small Business Loans | | Low-Income Geographies | | Moderate-Income Geographies | | Middle-Income Geographies | | Upper-Income Geographies | | Market Share (%) by Geography* | | | | | |
| | # | % of Total** | % of Businesses*** | % BANK Loans | % of Businesses*** | % BANK Loans | % of Businesses*** | % BANK Loans | % of Businesses*** | % BANK Loans | % of Businesses*** | % BANK Loans | Overall | Low | Mod | Mid |
| Full Review: | | | | | | | | | | | | | | | | |
| OK non-MSA areas | 51 | 5.17 | 3.50 | 0.00 | 7.49 | 0.00 | 66.01 | 72.55 | 23.00 | 27.45 | 0.64 | 0.00 | 0.00 | 0.62 | 1.25 | |
| Oklahoma City MSA | 735 | 74.47 | 5.84 | 8.57 | 20.04 | 19.59 | 37.30 | 34.83 | 35.56 | 37.01 | 1.82 | 1.93 | 1.83 | 1.82 | 1.96 | |
| Limited Review: | | | | | | | | | | | | | | | | |
| Tulsa MSA | 201 | 20.36 | 6.51 | 5.97 | 23.63 | 20.90 | 28.32 | 29.85 | 41.55 | 43.28 | 0.82 | 0.38 | 0.72 | 0.99 | 0.89 | |

* Based on 2012 Peer Small Business Data -- US and PR

** Small loans to businesses originated and purchased in the MA/AA as a percentage of all small loans to businesses originated and purchased in the rated area.

*** Source Data - Dun and Bradstreet (2013).

Table 8. Borrower Distribution of Home Purchase Loans

| Borrower Distribution: HOME PURCHASE Geography: OKLAHOMA Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013 | | | | | | | | | | | | | | | |
|--|---------------------------|--------------|----------------------|------------------|---------------------------|------------------|-------------------------|------------------|------------------------|------------------|---------------|------|------|------|------|
| Assessment Area: | Total Home Purchase Loans | | Low-Income Borrowers | | Moderate-Income Borrowers | | Middle-Income Borrowers | | Upper-Income Borrowers | | Market Share* | | | | |
| | # | % of Total** | % Families*** | % BANK Loans**** | % Families*** | % BANK Loans**** | % Families*** | % BANK Loans**** | % Families*** | % BANK Loans**** | Overall | Low | Mod | Mid | Upp |
| Full Review: | | | | | | | | | | | | | | | |
| OK non-MSA areas | 233 | 16.35 | 19.27 | 7.36 | 16.62 | 26.38 | 19.82 | 27.61 | 44.29 | 38.65 | 2.88 | 4.80 | 4.49 | 2.83 | 2.10 |
| Oklahoma City MSA | 941 | 66.04 | 21.35 | 8.44 | 17.69 | 23.87 | 20.51 | 24.28 | 40.45 | 43.42 | 1.22 | 1.38 | 1.28 | 1.05 | 1.24 |
| Limited Review: | | | | | | | | | | | | | | | |
| Tulsa MSA | 251 | 17.61 | 20.96 | 0.00 | 17.56 | 15.66 | 19.63 | 14.46 | 41.85 | 69.88 | 0.43 | 0.00 | 0.37 | 0.23 | 0.67 |

* Based on 2012 Peer Mortgage Data (USPR)

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

*** Percentage of Families is based on the 2010 Census information.

**** As a percentage of loans with borrower income information available. No information was available for 48.6% of loans originated and purchased by bank.

Table 9. Borrower Distribution of Home Improvement Loans

| Borrower Distribution: HOME IMPROVEMENT Geography: OKLAHOMA Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013 | | | | | | | | | | | | | | | |
|---|------------------------------|--------------|----------------------|------------------|---------------------------|------------------|-------------------------|------------------|------------------------|------------------|---------------|------|------|------|------|
| Assessment Area: | Total Home Improvement Loans | | Low-Income Borrowers | | Moderate-Income Borrowers | | Middle-Income Borrowers | | Upper-Income Borrowers | | Market Share* | | | | |
| | # | % of Total** | % Families*** | % BANK Loans**** | % Families*** | % BANK Loans**** | % Families*** | % BANK Loans**** | % Families*** | % BANK Loans**** | Overall | Low | Mod | Mid | Upp |
| Full Review: | | | | | | | | | | | | | | | |
| OK non-MSA areas | 83 | 27.76 | 19.27 | 9.64 | 16.62 | 18.07 | 19.82 | 19.28 | 44.29 | 53.01 | 6.08 | 8.33 | 8.22 | 4.00 | 6.31 |
| Oklahoma City MSA | 199 | 66.56 | 21.35 | 6.81 | 17.69 | 19.37 | 20.51 | 20.42 | 40.45 | 53.40 | 2.27 | 1.94 | 2.08 | 1.65 | 2.79 |
| Limited Review: | | | | | | | | | | | | | | | |
| Tulsa MSA | 17 | 5.69 | 20.96 | 5.88 | 17.56 | 5.88 | 19.63 | 17.65 | 41.85 | 70.59 | 0.63 | 0.99 | 0.00 | 0.42 | 0.90 |

* Based on 2012 Peer Mortgage Data (USPR)

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

*** Percentage of Families is based on the 2010 Census information.

**** As a percentage of loans with borrower income information available. No information was available for 2.7% of loans originated and purchased by bank.

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

| Borrower Distribution: HOME MORTGAGE REFINANCE Geography: OKLAHOMA Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013 | | | | | | | | | | | | | | | |
|--|-------------------------------------|--------------|----------------------|------------------|---------------------------|------------------|-------------------------|------------------|------------------------|------------------|---------------|------|------|------|------|
| Assessment Area: | Total Home Mortgage Refinance Loans | | Low-Income Borrowers | | Moderate-Income Borrowers | | Middle-Income Borrowers | | Upper-Income Borrowers | | Market Share* | | | | |
| | # | % of Total** | % Families*** | % BANK Loans**** | % Families*** | % BANK Loans**** | % Families*** | % BANK Loans**** | % Families*** | % BANK Loans**** | Overall | Low | Mod | Mid | Upp |
| Full Review: | | | | | | | | | | | | | | | |
| OK non-MSA areas | 214 | 17.58 | 19.27 | 3.45 | 16.62 | 10.84 | 19.82 | 31.03 | 44.29 | 54.68 | 3.67 | 3.13 | 3.04 | 4.51 | 3.53 |
| Oklahoma City MSA | 812 | 66.72 | 21.35 | 6.92 | 17.69 | 20.47 | 20.51 | 21.06 | 40.45 | 51.55 | 1.90 | 2.30 | 2.31 | 1.83 | 1.78 |
| Limited Review: | | | | | | | | | | | | | | | |
| Tulsa MSA | 191 | 15.69 | 20.96 | 3.25 | 17.56 | 9.09 | 19.63 | 21.43 | 41.85 | 66.23 | 0.90 | 0.58 | 0.48 | 0.93 | 1.04 |

* Based on 2012 Peer Mortgage Data (USPR)

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

*** Percentage of Families is based on the 2010 Census information.

**** As a percentage of loans with borrower income information available. No information was available for 14.9% of loans originated and purchased by bank.

Table 11. Borrower Distribution of Small Loans to Businesses

| Borrower Distribution: SMALL LOANS TO BUSINESSES Geography: OKLAHOMA Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013 | | | | | | | | | |
|--|---------------------------------|--------------|---|------------------|--|-------------------------|---------------------------|---------------|-------------------------|
| Assessment Area: | Total Small Loans to Businesses | | Businesses With Revenues of \$1 million or less | | Loans by Original Amount Regardless of Business Size | | | Market Share* | |
| | # | % of Total** | % of Businesses*** | % BANK Loans**** | \$100,000 or less | >\$100,000 to \$250,000 | >\$250,000 to \$1,000,000 | All | Rev \$1 Million or Less |
| Full Review: | | | | | | | | | |
| OK non-MSA areas | 51 | 5.09 | 69.96 | 82.35 | 41.18 | 35.29 | 23.53 | 0.64 | 1.22 |
| Oklahoma City MSA | 750 | 74.85 | 69.53 | 51.07 | 40.80 | 25.07 | 34.13 | 1.82 | 2.03 |
| Limited Review: | | | | | | | | | |
| Tulsa MSA | 201 | 20.06 | 62.72 | 67.16 | 44.28 | 22.39 | 33.33 | 0.82 | 1.29 |

* Based on 2012 Peer Small Business Data -- US and PR

** Small loans to businesses originated and purchased in the MA/AA as a percentage of all small loans to businesses originated and purchased in the rated area.

*** Businesses with revenues of \$1 million or less as a percentage of all businesses (Source D&B - 2013).

**** Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 3.69% of small loans to businesses originated and purchased by the bank.

Table 15. Distribution of Branch Delivery System and Branch Openings/Closings

| DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS | | | | | | | | | | | | | | | | | |
|---|--------------------------------|----------------------|--------------------------------|---|-------|-------|-------|--------------------------|----------------------|---|-----|------------|-----|---------------------------------------|-------|-------|-------|
| Geography: OKLAHOMA Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013 | | | | | | | | | | | | | | | | | |
| MA/Assessment Area: | Deposits | Branches | | | | | | Branch Openings/Closings | | | | Population | | | | | |
| | % of Rated Area Deposits in AA | # of BANK Branches * | % of Rated Area Branches in AA | Location of Branches by Income of Geographies (%) | | | | # of Branch Openings | # of Branch Closings | Net change in Location of Branches (+ or -) | | | | % of Population within Each Geography | | | |
| | | | | Low | Mod | Mid | Upp | | | Low | Mod | Mid | Upp | Low | Mod | Mid | Upp |
| Full Review: | | | | | | | | | | | | | | | | | |
| OK non-MSA areas | 11.73 | 11 | 20.37 | 9.09 | 9.09 | 36.36 | 45.46 | 0 | 0 | 0 | 0 | 0 | 0 | 3.41 | 7.82 | 64.77 | 24.00 |
| Oklahoma City MSA | 79.34 | 32 | 59.26 | 6.25 | 25.00 | 31.25 | 34.38 | 1 | 0 | +1 | 0 | 0 | 0 | 6.07 | 25.17 | 39.82 | 28.83 |
| Limited Review: | | | | | | | | | | | | | | | | | |
| Tulsa MSA | 8.93 | 11 | 20.37 | 0.00 | 9.09 | 27.27 | 63.64 | 0 | 1 | 0 | -1 | 0 | 0 | 9.13 | 25.63 | 30.04 | 35.21 |

* The Oklahoma City MSA includes one branch in a tract lacking income information (NA tract).

