



Comptroller of the Currency
Administrator of National Banks

LARGE BANK

Public Disclosure

June 30, 1999

Community Reinvestment Act Performance Evaluation

**Bank One Oklahoma, N.A.
Charter Number: 11230**

**100 North Broadway Avenue
Oklahoma City, Oklahoma 73102**

Office of the Comptroller of the Currency

**Large Bank Division
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NOTE: 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

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 neighborhoods, consistent with 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 **Bank One Oklahoma, N.A.** prepared by the **Office of the Comptroller of the Currency (OCC)** the institution's supervisory agency, as of **June 30, 1999**. The agency evaluates performance in assessment area(s), as they are delineated by the institution, rather than individual branches. This assessment area evaluation may include the visits to some, but not necessarily all of the institution's branches. The agency rates the CRA performance of an institution consistent with the provisions set forth in Appendix A to 12 CFR Part 25.*

Charter Number: 11230

Definitions and Common Abbreviations

The following terms and abbreviations are used throughout this Performance Evaluation. 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 by another company. A company is under common control with another company if both companies are directly or indirectly controlled by the same company. A bank subsidiary is controlled by the bank and is, therefore, an affiliate.

Block Numbering Area (BNA) Statistical subdivisions of counties in which census tracts have not been established. BNAs have been established by the United States Census Bureau in conjunction with state agencies.

Census Tract (CT) Small, locally defined statistical areas within metropolitan statistical areas. These areas are determined by the United States Census Bureau in an attempt to group homogenous populations. A CT has defined boundaries per ten year census and an average population of 4,000.

Community Development (CD) Affordable 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 the size eligibility standards of the Small Business Administration's Development Company or Small Business Investment Company programs (13 CFR 121.301) or have gross annual revenues of \$1 million or less; or, activities that revitalize or stabilize low- or moderate-income geographies.

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.

Full-Scope Review- Performance under the Lending, Investment and Service Tests is analyzed considering fully understood performance context, quantitative factors (e.g., geographic distribution, borrower distribution, total number and dollar amount of investments, branch distribution) and qualitative factors (e.g., innovation, complexity).

Geography- A census tract or a block numbering area 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 applicants, the amount of loan requested, and the disposition of the application (e.g., approved, denied, and withdrawn).

Home Mortgage Loans Such loans include home purchase and home improvement loans, as defined in the HMDA regulation. This definition also includes multifamily (five or more families) dwellings loans, loans for the purchase of manufactured homes and refinancings of home improvement and home purchase loans.

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

Low-Income- Income levels that are less than 50% of the median family income.

Median Family Income (MFI) The median income determined by the United States Census Bureau every ten years and used to determine the income level category of geographies. Also, 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.

Metropolitan Statistical Area (MSA) Area defined by the Director of the United States Office of Management and Budget. MSAs consist of one or more counties, including large population centers and nearby communities that have a high degree of interaction.

Middle-Income -Income levels that are at least 80% and less than 120% of the MFI.

Moderate-Income -Income levels that are at least 50% and less than 80% of the MFI.

Operating Subsidiary Corporations, limited liability corporations or similar entities in which the bank has control through 50% or greater ownership. Bank's may establish or acquire such entities to conduct activities that are part of or incidental to the business of banking.

Small Business Loans Loans with original amounts of \$1 million or less that are: (1) secured by nonfarm nonresidential properties; or (2) commercial and industrial loans to U.S. addresses.

Small Farm Loans Loans with original amounts of \$500 thousand or less that are: (1) secured by farmland; or (2) to finance agricultural production and other loans to farmers.

Tier 1 Capital The total of common shareholders≈ equity, perpetual preferred shareholders≈ equity with noncumulative dividends, retained earnings and minority interests in the equity accounts of consolidated subsidiaries.

Upper-Income Income levels that are 120% or more of the MFI.

Overall CRA Rating

Institution's CRA Rating: This institution is rated **A Satisfactory**

The following table indicates the performance level of Bank One Oklahoma, N.A. (BOOK) with respect to the Lending, Investment, and Service Tests:

Performance Levels	Bank One Oklahoma, N.A. Performance Tests		
	Lending Test*	Investment Test	Service Test
Outstanding			
High Satisfactory	X	X	X
Low Satisfactory			
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 bank's volume of lending was good. BOOK was the top home improvement and refinance lender in the Oklahoma City assessment area and second largest home purchase lender. The bank's market share of home mortgage loans was generally commensurate with its deposit rank in Tulsa, though home purchase lending was poor. The volume of small loans to businesses was good with market rankings among local lenders consistent with the size of the bank in both markets.
- The level of community development lending in the Oklahoma City assessment area was excellent, which was responsive to the identified need for affordable housing.

- The distribution of loans by income level of borrower was good. Performance varied by loan product and market, and lending to moderate-income borrowers was much stronger than lending to low-income borrowers. The level of home mortgage lending to moderate-income borrowers was either excellent or good for the most part. Lending to low-income borrowers was adequate in Oklahoma City with the exception of refinance lending, and poor for each home mortgage product in Tulsa. The bank's performance in small business lending could not be assessed due to data integrity problems. Refer to the Data Integrity comment for details.
- The geographic distribution of lending by income level of geography was good. The distribution of home improvement and small business lending in Oklahoma City was excellent, and small business lending in Tulsa was good. The strong performance in these products was somewhat offset by the poor distribution of home purchase loans in both Oklahoma City and Tulsa.
- A significant volume of investments was noted in both Oklahoma City and Tulsa, though the volume of investments made in Tulsa during the evaluation period was nominal. The bank's investments are focused on affordable housing, which is an identified credit need in both assessment areas.
- Some of the bank's investments in the Oklahoma City assessment area were considered complex.
- BOOK's branch network provides good access to retail banking services. The percentage of bank branches in moderate-income areas exceeds the percentage of the population of the assessment areas living there. The bank does not have branches in low-income areas in either Oklahoma City or Tulsa, but the percentage of the population living in those areas is small. It is also noted that significant state imposed branching restrictions exist.

Description of Institution

Bank One Oklahoma, N.A. (BOOK), headquartered in Oklahoma City, Oklahoma, is a wholly owned subsidiary of Banc One Corporation (BOC), which is headquartered in Chicago, Illinois. As of June 30, 1999, BOC had total assets of \$256 billion making it the fifth largest bank holding company in the United States. BOC provides a full range of consumer and commercial financial products and services and operates banking offices in 14 states: Arizona, Colorado, Florida, Illinois, Indiana, Kentucky, Louisiana, Michigan, Ohio, Oklahoma, Texas, Utah, West Virginia and Wisconsin. The Corporation operates more than 2,000 Banking Centers and 6,000 ATM's nation-wide. It has subsidiaries in 33 states and international offices on five continents.

BOOK is an intrastate bank with two assessment areas in Oklahoma. They are the Oklahoma City MSA and the Tulsa MSA. As of June 30, 1999, BOOK reported total assets of \$3.7 billion, total loans of \$1.5 billion, and a loan-to-deposit ratio of 66%. Tier 1 capital totals \$224 million. Within its assessment areas, the bank has 37 branches and 115 proprietary (72 are deposit taking) automatic teller machines (ATMs). The loan portfolio includes significant volumes of consumer, commercial and real estate credit. Consumer credit is the largest category with 33% of the dollar volume of the portfolio and commercial loans represent 22%. Within the real estate loan category, loans secured by commercial real estate is the largest category at 23% of the total portfolio. The bank holds a nominal amount of loans secured by farmland and loans to finance agricultural production.

During the evaluation period, BOOK expanded the scope of its operations geographically by merging with Liberty Bank Oklahoma City and Liberty Bank Tulsa. The Tulsa assessment area was added due to these mergers, and our examination evaluates the bank's performance in the Tulsa assessment area from July 1, 1997 to the end of the evaluation period.

In determining the size and capacity of the bank for CRA evaluation purposes, we specifically considered operating subsidiaries of the bank. None of the bank's operating subsidiaries contributes to or detracts from the CRA performance of the bank.

There are no significant financial barriers limiting BOOK's ability to help meet the identified credit needs of its assessment areas. However, we did note that the state of Oklahoma has significant restrictions on branching activities. These restrictions limit the number of branches and where they are located.

There were five non-bank and one bank affiliated entities that contributed to the bank's CRA performance. Refer to Appendix A for identification of the entities and the activities they contributed.

Scope of the Evaluation

Evaluation Period/Products Evaluated

The last evaluation of the bank is dated April 13, 1995. This evaluation assesses the bank's performance from April 14, 1995 to June 30, 1999. The Investment and Service Tests considered information for the entire evaluation period. The Lending Test considered data from January 1, 1996 to March 31, 1999.

Data Integrity

The scope of this examination included a review of the accuracy of the bank data analyzed to develop our conclusions and ratings. The data tested for accuracy includes data made available to the public in accordance with the Home Mortgage Disclosure Act (HMDA) and the CRA regulation. Public data includes home mortgage lending and small loans to businesses. We also reviewed the accuracy of non-public data for qualified investments, community development services, and community development loans. The test was performed at the corporate level and included all Bank One affiliated banks reporting data. Therefore, the percentages quoted here would be for the entire corporation, and may vary for a particular Bank One subsidiary bank.

The bank's HMDA data was found to be accurate. No material errors were noted with the home purchase, home improvement or refinance loans reported by the bank.

Several errors were found in the bank's 1998 small loans to businesses submission; including:

- Commercial leases were incorrectly reported as loans. Incorrectly reported leases represented 1.9% of the loans submitted.

- Revenue data was in error with 17% of our sample.

Management was able to remove the commercial leases from the data provided to examiners. The data for the entire evaluation period was corrected. Due to the corrections made, the data analyzed in the examination will differ from the data publicly reported. The revenue information reported for small loans to businesses was not corrected, and we will not analyze the bank's performance in lending to small businesses this examination.

The data for small loans to farms was not verified and was thus not analyzed in this evaluation. The volume of this type of lending was modest and would not have affected the lending conclusions. The information on small loans to farms is presented in Tables 1, 6 and 11.

Material errors were noted with the non-public information provided to examiners regarding qualified investments and community development loans and services. Management was able to correct the errors prior to the analysis portion of the examination, and that allowed us to use the data during the evaluation.

Selection of Areas for Full-Scope Review

We performed full scope reviews for both of the bank's assessment areas. The Oklahoma City assessment area contains 78% of the bank's deposits, with Tulsa having the remaining 22%. The larger size of the bank's operations in the Oklahoma City assessment area and the fact that Tulsa was a bank assessment area for just part of the evaluation period were factors in the development of our overall conclusions.

Other

We utilized several different methods to assist us in identifying credit and community development needs within the Oklahoma City and Tulsa assessment areas. We met with three community-based organizations in the Oklahoma City assessment area and reviewed a variety of contacts made by examiners with community-based organizations within the past 24 months. Additional contacts were not made in Tulsa due to the number of contacts that had been made there recently.

The credit needs identified in both assessment areas centered in affordable housing and loans for small businesses. Specific needs, within each of the assessment areas, are addressed in Appendix B of this report.

Fair Lending Review

We analyzed the bank's lending activity to identify significant, unexplained gaps in the geographic distribution of the bank's lending that could raise questions regarding discrimination. No significant, unexplained gaps in lending were noted. During this review we analyzed the geographic distribution of home purchase, home improvement, home refinance and small business loans separately. For mortgage loans, we considered the volume of owner-occupied housing units in our analysis, and for small loans to businesses we considered the number of businesses located within census tracts. Though each loan type was analyzed separately, we considered the existence of other types of loans when determining if a significant gap existed.

Conclusions with Respect to Performance Tests

LENDING TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's lending test performance is good. Lending Test performance in Oklahoma City was good, and in Tulsa it was adequate.

Lending Activity

Refer to Table 1 in Appendix C for the facts and data used in this analysis.

The volume of lending by the bank was good in Oklahoma City and adequate in Tulsa. BOOK is the largest bank in Oklahoma City in terms of deposits and ranked first in HMDA lending. This HMDA ranking resulted from being the top home improvement and refinance lender and the second ranked home purchase lender. The bank's market rank for home improvement and refinance lending was commensurate with its deposit rank in Tulsa. The bank lagged in home purchase lending.

In both markets, the bank's volume of small loans to businesses was good. BOOK's market rank among locally based lenders in small business loans was commensurate with its deposit market rank. Lending to small businesses could not be measured as the bank does not maintain revenue information on a substantial portion of the businesses that borrowed in amounts less than one million dollars.

The volume of community development loans was excellent in Oklahoma City and adequate in Tulsa. To help gauge the volume of community development lending in individual assessment areas, the volume of loans was calculated as a percentage of Tier 1 capital. This calculation involved allocating Tier 1 capital to assessment areas based on the percentage of the bank's deposits derived from each assessment area. The volume of community development loans represented 19.1% of Tier 1 capital in Oklahoma City. There was one Letter of Credit noted in the Tulsa assessment area that received consideration, though letters of credit are not equivalent to loans.

Distribution of Loans by Income Level of the Geography

In both Distribution of Loans by Income Level of Geography and Distribution of Loans by Income Level of Borrower, the bank's percentage distribution of lending compared to demographic information was given more weight than the market share information. The reason for this emphasis is that the distribution of lending information covers the bank's activities in 1996, 1997, 1998 and the first quarter of 1999, compared to market share information which just reflects 1997 activity.

BOOK's geographic distribution of lending by income level of geography is good. Bank performance was good in Oklahoma City and adequate in Tulsa. We did not note any conspicuous gaps in the bank's lending patterns. See the Fair Lending Review section of this report for information on the methodology used.

Home Mortgage Loans

Refer to Tables 2, 3 and 4 in Appendix C for the facts and data used to evaluate the geographic distribution of the bank's home mortgage loan originations.

In Oklahoma City, the distribution of home purchase loans was poor, home improvement loan distribution was excellent and the distribution of refinance loans was adequate. In Tulsa, the distribution of home purchase loans was poor and home improvement and refinance lending adequate.

In both Oklahoma City and Tulsa, the distribution of home purchase loans was poor because the percentage of loans made in low- and moderate-income census tracts was significantly less than the percentage of owner-occupied dwellings in those areas. The market share information indicated slightly stronger performance, but this was discounted since it was only for 1997.

Home improvement lending in the Oklahoma City assessment area was excellent. The reason is that the percentage of bank loans to low- and moderate-income census tracts exceeded the percentage of owner-occupied units in low-income tracts and basically matched the percentage in moderate-income tracts. Market share information reflected similar performance. In the Tulsa assessment area, home improvement lending to low-income census tracts was poor, but this performance was somewhat offset by good distribution in moderate-income census tracts. The market share information reflects that the bank did not have any home

improvement loans in low-income census tracts in 1997, though loans were made in these areas during other parts of the evaluation period.

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Refinance lending in Oklahoma City was adequate with the percentage of bank lending somewhat below the percentage of owner-occupied units in those areas. The bank's market share more closely approximated the bank's overall market share. The percentage distribution of refinance loans in low- and moderate-income census tracts is interpreted similarly. In Tulsa, the bank's lending in low-income geographies mirrored the demographic of owner occupied homes and trailed the demographic for moderate-income geographies. Market share data was consistent with that conclusion.

Small Business Loans

Refer to Table 5 in Appendix C for the facts and data used to evaluate the geographic distribution of the bank's small business loan originations.

BOOK's geographic distribution of small loans to businesses in Oklahoma City was excellent. In 1997, the bank's market share of small loans to businesses materially exceeded the bank's overall market share in both low- and moderate-income census tracts. The percentage of loans the bank made in low- and moderate-income tracts significantly exceeded the percentages of businesses located in those areas and was considered excellent.

BOOK's geographic distribution of small loans to businesses in Tulsa was good. In 1997, the bank's market share of small loans to businesses materially exceeded the bank's overall market share in low-income census tracts and was somewhat below the percentage in moderate-income census tracts. The percentage of loans the bank made in low- and moderate-income tracts slightly trailed percentages of businesses located in those areas.

Distribution of Loans by Income Level of the Borrower

The distribution of lending by income level of borrower was good. The distribution was good in Oklahoma City and adequate in Tulsa.

Home Mortgage Loans

Refer to Tables 7, 8 and 9 in Appendix C for the facts and data used to evaluate

the borrower distribution of the bank's home mortgage loan originations.

The distribution of home mortgage loans by income level of borrower was good.

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Distribution of home improvement and home purchase loans was good, and distribution of refinance lending was adequate.

Home purchase lending to low- and moderate-income borrowers in the Oklahoma City assessment area was good. Both the percentage lending and market share data reflect excellent lending to moderate-income borrowers and adequate lending to low-income borrowers. The percentage of bank lending to moderate-income borrowers exceeds the demographic comparison and the market share with moderate-income borrowers exceeds the bank's overall market share. Note that the expectation for the percentage of lending to low-income borrowers is not as high as for moderate-income borrowers because of the more limited ability of low-income borrowers to afford home ownership. In Tulsa, the distribution of home purchase loans was adequate. The weakness in lending to low-income borrowers was more pronounced, but lending to moderate-income borrowers approximated the percentage of moderate-income families in the assessment area and was good. The bank's market share in lending to low- and moderate-income families approximated the bank's overall market share and indicated stronger performance, but more weight was placed on the percentage distribution information.

In the Oklahoma City assessment area, BOOK's distribution of home improvement loans by borrower income level was good. Lending to low-income borrowers was adequate and excellent for moderate-income borrowers. The percentage of bank loans made to moderate-income borrowers substantially exceeded the percentage of moderate-income families in the assessment area. The percentage of lending to low-income borrowers was slightly above one-half of the percentage of low-income families in the assessment area. The bank's market share statistics follow a similar pattern.

In the Tulsa assessment area, BOOK's distribution of home improvement loans by borrower income level was poor. The bank's lending to low-income borrowers was poor. Lending to moderate-income borrowers was adequate, but not strong enough to offset the performance in lending to low-income borrowers. Market share statistics reflect a similar pattern.

For refinance lending, borrower distribution was adequate in both Oklahoma City and Tulsa. In both assessment areas, the lending to low-income borrowers was

poor at substantially less than one-half the percentage of low-income families and lending to moderate-income borrowers was good.

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Small Business Loans

Refer to Table 10 in Appendix C for the facts and data used to evaluate the borrower distribution of the bank's small business loan originations.

BOOK's record of making small loans to businesses with gross annual revenues less than \$1 million could not be determined. The bank had a high percentage of small loans to businesses where the gross annual revenues of the borrowing company were not known.

Community Development Lending

Refer to Table 1 in Appendix C for the facts and data used to evaluate the bank's level of community development lending.

As noted under Lending Activity, the volume of community development loans was excellent in the Oklahoma City assessment area and adequate in the Tulsa assessment area.

The bank's community development lending in Oklahoma City focused on the creation of affordable housing with almost 92% of the dollars extended for this purpose. These loans created and/or retained 1,388 affordable rental housing units and five affordable single-family homes. The remainder of the loans were to organizations that provide community development services to low- and moderate-income individuals. Approximately one-half of the community development loans were considered complex in terms of making the project feasible.

The level of community development loans in the Tulsa assessment area was adequate. There was one \$3 million letter of credit for a health care center in Tulsa. The center provides health care services to primarily low- and moderate-income youths and families. It is noted that there have only been three-tax credit allocations in the Tulsa area and resistance regarding low-income housing projects within the community is growing. A number of organizations working on economic development and assistance to small businesses were noted however.

Below are details of two projects in the Oklahoma City assessment area financed by BOOK and/or its affiliated companies.

Parkview Village Apartments: This is an apartment project located in Oklahoma City's Enterprise Zone, that is also a Community Development Block Grant Low

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Income Area. The area is near the Oklahoma State Capital Complex. BOOK provided two construction loans and a commitment for a permanent loan. Banc One Community Development Corporation and Banc One Capital Funding Corporation provided equity through the purchase of low-income housing tax credits. The project involved the renovation of 240 rental housing units for low- and moderate-income individuals and families. The transaction was complex because existing financing by HUD had allowed some housing units to be sold. As a result, the bank had to work with multiple owners of the property. Complexity also resulted from the process involved in qualifying/disqualifying current tenants for the renovated property, and because of the need to relocate tenants and two businesses during the renovation period.

Britton Courtyards (also know as Greensboro Apartments): This is an apartment project located in northwest Oklahoma City in a moderate-income neighborhood. Prior to the project this was a dilapidated, partially boarded-up apartment complex. The project renovated 276 units and helped stabilize the surrounding area. BOOK provided the construction loan and another entity purchased low-income housing tax credits. There were many issues in dealing with the tax credits and with the financial institution providing the permanent financing and these factors contributed to the complexity of the deal.

Product Innovation and Flexibility

The bank is making an adequate effort to provide flexible lending products to consumers.

Bank One has implemented a number of programs to increase access to home purchase loans. These programs increase access for low- and moderate-income borrowers also. Examples include:

- Applications accepted over the telephone in several languages,
- An automated service that provides around the clock mortgage loan pre-qualification, and
- A rate-monitoring service available through the Internet where the mortgage

company monitors rates and then notifies applicants when the desired rate is available.

Banc One Mortgage Company offers several affordable home loan products and has participated with government agencies in the design, development and testing of affordable home loan products.

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Lending Inside Versus Outside of Assessment Areas

BOOK has an excellent focus on lending with 83% of its loans falling within its assessment areas. Each product has a similarly high percentage of lending within the assessment areas. This analysis is for the bank overall, and applies to the Oklahoma City and Tulsa assessment areas. Also, note that this calculation is only performed for loans made directly by the bank and does not include affiliate lending.

INVESTMENT TEST

Conclusions for Areas Receiving Full-Scope Reviews

Refer to Table 12 in Appendix C for the facts and data used to evaluate the bank's level of qualified investments.

BOOK's performance under the Investment Test was good overall, and good and adequate in the Oklahoma City and Tulsa assessment areas, respectively. The volume of investments is high in relation to the bank's capitalization and the responsiveness to the most pressing needs of the community is excellent. However, few investments are complex and none are innovative.

Dollar Amount of Qualified Investments

BOOK's overall volume of investment was good based on an excellent volume in Oklahoma City and an adequate volume in Tulsa. In evaluating the volume of investments, we allocated the bank's Tier 1 capital among assessment areas based on the distribution of deposits in the state of Oklahoma. BOOK has a high level of qualified investments that benefit the assessment areas. In the Oklahoma City assessment area, the volume of qualified investments represents 8.1% of Tier one capital. In the Tulsa assessment area, the volume is also high and represents 4.5% of Tier one capital. However, 95% of investments in Tulsa are from prior periods

with only nominal activity in the current period. Prior period investments are given less weight than current period investments and as a result the volume of investments in Tulsa is considered adequate.

Innovativeness or Complexity of Qualified Investments

BOOK's overall volume of investments with innovative and/or complex characteristics is adequate. A moderate level of complexity was noted with approximately one-half of the projects in the Oklahoma City assessment area. Complexity resulted from the logistics and requirements associated with individual projects. The Parkview Village Apartments is a good example. There were no complex or innovative projects noted in the Tulsa assessment area.

Responsiveness of Qualified Investments to Credit and Community Development Needs

BOOK is focused on the development of affordable housing that is an identified need in both of the bank's assessment areas. In the Oklahoma City assessment area, 88% of the bank's investments are for the creation, retention and/or support of affordable housing. Four hundred eighty-six affordable rental housing units and 84 affordable single family housing units were created as a result of these investments. Another 4% of investments support economic development, and less than one percent is for the revitalization and/or stabilization of low- and moderate-income areas. The remaining 8% of investments were to organizations that provide community development services to low- and moderate-income individuals. In the Tulsa assessment area, 95% of the investments were for the creation of affordable housing. The volume of housing units created and/or retained in Tulsa is unavailable.

Below are details of two investments by BOOK and/or its affiliated companies.

Parkview Village Apartments: This is a self-contained apartment project located in a low-income area in southwest Oklahoma City. It is also located in an Empowerment and Enterprise Zone and in a U. S. Department of Housing and Urban Development (HUD) Community Development Block Grant target area. The project involved the renovation of 240 rental housing units for low- and moderate-income individuals and families. Banc One Community Development Corporation

provided equity through the purchase of low-income housing tax credits and two bridge loans for renovation of the project. HUD also provided equity for the project. See community development loans for information on the complexity of the project.

Palo Duro Apartments: This is a historic apartment building located in a low-income area and operated by Neighborhood Services Organization. As a result of the 1995

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Murrah Building bombing, the area is also a federally designated rehabilitation area in Oklahoma City. The renovation of the building created 22 housing units specifically for homeless individuals. It is the only transitional housing project in Oklahoma City for those who have drug and/or alcohol dependencies or are in need of mental rehabilitation. Banc One Community Development Corporation provided equity for the project through the purchase of low-income housing tax credits. HUD Community Development Block Grant provided additional equity. This investment is neither complex and/or innovative.

SERVICE TEST

Conclusions for Areas Receiving Full-Scope Reviews

Retail Banking Services

Refer to Table 13 in Appendix C for the facts and data used to evaluate the distribution of the bank's branch and ATM delivery system.

Service Test performance in Oklahoma City and Tulsa was good. BOOK's branch network provides good access to banking services within its communities as the distribution of branches by income level of census tract meets or is close to the percentage of the population living in both low- and moderate-income areas. Hours of operation of the branches are good, and are supplemented by telephone, bank at work programs, and Internet banking services.

Accessibility of Delivery Systems

In the Oklahoma City and Tulsa assessment areas, the bank's service delivery systems are accessible to geographies and individuals of different income levels. In the Oklahoma City assessment area, the bank's branch and ATM locations reflect a similar proportion as the population in different income areas. BOOK does not have any branches in low-income areas, but these areas only contain 3.7% of the

assessment area's population. There are two bank ATMs located in low-income areas. In moderate-income areas, the percentage of branches exceeds the percentage of the population residing in those areas

In the Tulsa assessment area the bank's service delivery systems are good. Even though the bank does not have any offices or ATMs in low-income areas, only 4% of the area's population live in low-income census tracts. The bank's percentage of

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branches and ATMs significantly exceed the population percentage for moderate-income areas.

Maps of the bank's branch and ATM locations were also reviewed as part of the analysis of accessibility. We looked for conspicuous gaps and unusual geographic distribution of branches. Gaps of low- and moderate-income census tracts were noted in both the Oklahoma City and Tulsa metropolitan areas adjacent to the city centers. These are areas identified as having a history of being unbanked. Oklahoma has strict branching laws and it has been difficult for an institution to establish new branch locations except through acquisitions. There have been limited opportunities for acquisitions in these areas.

The bank has two well-established alternative delivery programs that enhance their service delivery systems. The heavy usage of these systems by customers indicates wide acceptance of the services. However, it was not possible to give significant consideration to these systems because no information was available on their impact on low- or moderate-income individuals or geographies. The bank has a toll free telephone loan access system. A consumer can apply for a loan (home equity loan, home equity lines of credit, installment loan, and credit cards) over the telephone twenty-four hours a day, seven days a week, in English or Spanish. In 1998, 66% of all approved consumer loans in Oklahoma originated through the bank's "Loan by Phone" system. In 1999, 75% of all approved consumer loans originated through this delivery channel.

The Bank One at Work Program was introduced to the Oklahoma market during 1997. In January 1999, the program was repositioned to offer the same products as the banking centers. Area businesses are contacted for permission to promote direct deposit and Bank One loan products to employees. Sales executives conduct presentations at the company's place of business and distribute new account kits via the company's personnel office. During the first half of 1999, 480 checking accounts and 183 savings accounts were established in the Oklahoma City assessment area and 153 credit card applications were taken as a result of the Bank One at Work Program.

A new access delivery system being used by the bank is offering services through the Internet. The services that are available include on-line applications for checking, savings, and certificates of deposit. Loan applications are also available for credit cards, home equity loans, home equity lines of credit, student loans, and mortgages. On-line applications are available for business installment, business credit cards, and business lines of credit for small businesses. Customers may also

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transfer between Bank One accounts, pay bills, and get information on statements, investments, taxes, and insurance. Data concerning access across different income levels is not readily available and thus this service was not given significant consideration.

Changes in Branch Locations

The bank's record of opening and closing branches has not adversely affected the accessibility of its delivery systems, particularly in low- and moderate-income geographies. BOOK's branch network was significantly expanded in both the Oklahoma City and Tulsa assessment areas due to the merger with Liberty Bank of Oklahoma City and Liberty Bank of Tulsa. The branch additions were effective June 1, 1997. In the Oklahoma City assessment area, the merger added five branches in moderate-income areas, five in middle-income areas and eight in upper-income areas. Subsequent to the merger with the Liberty Banks, three branches were closed. This included one branch in a moderate-income area, one in a middle-income area and one in an upper-income area. The closures did not adversely impact access to branches.

In Tulsa, the merger added five branches in moderate-income areas, three in middle-income areas, and five in upper-income census tracts. Subsequent to the merger, the bank closed one branch in an upper-income area. This closure did not adversely impact access to branches.

During our examination, we reviewed three of the bank's closed branch file reports. The reports provided details of the bank's analysis including the number of financial institutions and number of offices within a three-mile radius of the proposed closed facility and the distance to the next closest Bank One office. In addition, the bank included any public comments received from the closing announcement and the bank's response to those comments. All closings were considered reasonable.

Reasonableness of Business Hours and Services in Meeting Assessment Area Needs

The bank's services, including business hours, do not vary in a way that inconveniences its assessment areas, particularly low- and moderate-income geographies and low- and moderate-income individuals. Each branch office is a full-service banking center, and hours are consistent across branches.

Community Development Services

In Oklahoma, the level of community development services is adequate based on adequate levels in both the Oklahoma City and Tulsa assessment areas. A small number of employees provide community development services within the bank's assessment area. Although employee participation is limited, the services provided address the identified needs of affordable housing and economic development.

Extent of Community Development Services Provided

The level of community development services provided is adequate based upon adequate performance in both assessment areas.

In the Oklahoma City assessment area, performance is adequate as a small number of employees are involved in community development organizations. Bank employees provide community development services to 31 organizations. Community development service opportunities in the assessment area include providing basic banking education in schools, mentoring for students interested in pursuing banking careers and home ownership counseling for first time home buyers. Employees hold leadership positions such as a board or loan committee member in 14 organizations.

In the Tulsa assessment area, performance is adequate as a small number of employees are involved in community development organizations. Bank employees provide community development services to 15 organizations. Community development service opportunities in the assessment area include providing basic banking education for middle and high school students and home ownership counseling. Few employees are involved in organizations that provide these types of services. However, employees hold leadership positions such as a board or loan committee member in 12 organizations. The bank's low level of services is attributed to its recent entry in the Tulsa market.

Innovativeness and Responsiveness of Community Development Services Provided

Bank One's innovativeness of and responsiveness to community development services is adequate based on adequate responsiveness in both the Oklahoma City and Tulsa assessment areas.

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The services provided respond to the identified needs in the communities of affordable housing and economic development through lending to small businesses. Employees hold leadership positions and assist organizations in supporting their mission and goals. This involvement has also created investment and loan opportunities for the bank. In the Oklahoma City area, Bank One is supporting new affordable housing service organizations. One organization, Oklahoma City Northeast, Inc., works with minority-owned small businesses through their micro-loan program. One bank employee is a member of its loan committee and a grant (investment) was provided to the organization. The bank also supports established organizations such as Neighborhood Housing Services (NHS). Two bank employees serve as board members and assist with home buyer education classes. Bank One also provides grants to NHS. In the Tulsa assessment area, Bank One's responsiveness is adequate. Bank One solicited from other parts of the country the participation of developers with tax credit financing experience in affordable housing projects. This outside participation was needed due to the lack of developers in the Tulsa assessment area with tax credit financing expertise.

Through the financial resources and expertise of affiliated companies, BOOK is able to work with housing developers and others in creating affordable housing for low- and moderate-income people and in providing micro loans to small business owners. An example of the service provided is the time and effort in assisting developers and community-based organizations in the preparation of project proposals and tax credit bids. For example, an apartment complex rehabilitation project may take years to complete. Many parties are involved, educating developers and sponsoring organizations is at times needed, and time requirements and expertise is significant.

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 areas that received comprehensive examination review (designated by the term Δ Full-Scope Δ).

Time Period Reviewed	Lending Test: January 1, 1996 through March 31, 1999 Investment Test: April 14, 1995 through June 30, 1999 Service Test: April 14, 1995 through June 30, 1999	
Financial Institution	Products Reviewed	
Bank One, Oklahoma, N.A. (BOOK) Phoenix, AZ	Home-purchase and refinanced loans, home-improvement loans, small-business loans, Community-development loans, investments, and services.	
Affiliate(s)	Affiliate Relationship	Products Reviewed
Banc One Community Development Corporation	Holding company subsidiary	Community-development loans and equity investments.
Banc One Capital Funding Corporation	Holding company subsidiary	Community-development related loans and services.
Banc One Mortgage Company	Holding company subsidiary	Home-purchase and refinanced loans.
Banc One Financial Services	Holding company subsidiary	Home-improvement, mortgage, and refinanced loans.
Bank One, Texas, N.A.	Holding company subsidiary	Community development loans.
First Chicago Leasing Corporation	Subsidiary of Bank One, N.A.	Community development related equity investments.
List of Assessment Areas and Type of Examination		
Assessment Area	Type of Exam	Other Information
Oklahoma City	Full-Scope	MSA #5880
Tulsa	Full-Scope	MSA #8560

Appendix B: Market Profiles for Full-Scope Areas

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Market Profiles for Areas Receiving Full-Scope Reviews

Oklahoma City MSA.....	B - 2
Tulsa MSA	B - 3

Oklahoma City MSA

Demographic Information for Full-Scope Area: Oklahoma City MSA						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA % of #
Geographies (Census Tracts)	324	6.79	26.54	38.89	22.53	5.25
Population by Geography	958,839	3.71	24.73	44.46	26.96	0.13
Owner-Occupied Housing by Geography	236,478	2.35	21.40	46.55	29.70	0.00
Businesses by Geography	34,627	5.54	27.61	39.84	24.25	2.76
Farms by Geography	723	2.63	23.51	44.95	28.22	0.69
Family Distribution by Income Level	257,571	20.07	17.74	22.79	39.41	0.00
Distribution of Low- and Moderate-Income Families throughout AA Geographies	97,370	6.85	35.12	44.58	13.45	0.00
Median Family Income HUD Adjusted Median Family Income for 1998 Households Below the Poverty Level	= \$32,406 = \$41,300 = 13.68%	Median Housing Value Unemployment Rate June 30, 1999				= \$55,280 = 2.8%

Source: 1990 U.S. Census and 1998 HUD updated MFI.

BOOK's Oklahoma City assessment area includes all six counties of the Oklahoma City MSA which are Canadian, Cleveland, Logan, McClain, Oklahoma and Pottawatomie. However, the bank's branches are all located in Oklahoma and Cleveland counties, the two most populated counties within the MSA. In terms of deposit market share, BOOK is the largest bank in the Oklahoma City MSA with a market share of 17.4% according to the June 30, 1998, FDIC Deposit Market Share Reports. The next largest financial institution had a market share of 12.3%.

Credit needs identified by community contacts focused on the need for affordable housing and loans for small businesses. Specifically mentioned was the need for small dollar loans for repairs and home improvements, and the need for investor financing for the purchase and rehabilitation of 2 - 4 unit properties. The need for education regarding basic banking services was identified for students and Latino community members. Technical assistance and education of small business owners, particularly in the Latino community was identified as a need.

Opportunities for community development lending, investment, and services were noted during the community contacts, though the number of community-based organizations involved in the development of affordable housing is limited. Prior to 1998, there was only one Community Housing Development Organization (CHDO) operating in the MSA. During 1998, three additional non-profits became CHDO's. Lending opportunities include participating with Community Development Housing

Agencies in home purchase, construction, or rehabilitation loans; small business micro-loan programs for start-up businesses; and down payment assistance funds. Investment opportunities include participating in projects with low-income housing tax credits and grants to local community development agencies. Service opportunities include providing basic banking education in the schools (middle and high school level), as well as mentoring programs for students interested in pursuing banking careers, and home ownership counseling for first time home buyers.

Tulsa MSA

Demographic Information for Full-Scope Area: Tulsa MSA						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA % of #
Geographies (Census Tracts)	207	5.31	25.60	43.96	24.15	0.97
Population by Geography	708,594	4.00	22.44	50.05	23.52	0.00
Owner-Occupied Housing by Geography	181,730	2.38	21.10	51.27	25.25	0.00
Businesses by Geography	28,921	2.91	25.78	45.58	25.73	0.00
Farms by Geography	580	2.93	21.21	51.72	24.14	0.00
Family Distribution by Income Level	195,735	20.32	17.70	22.18	39.80	0.00
Distribution of Low- and Moderate-Income Families throughout AA Geographies	74,424	6.54	33.56	49.60	10.31	0.00
Median Family Income HUD Adjusted Median Family Income for 1998 Households Below the Poverty Level	= \$32,578 = \$43,700 = 13.26%	Median Housing Value Unemployment Rate June 30, 1999				= \$61,222 = 3.3%

Source: 1990 U.S. Census and 1998 HUD updated MFI, and Oklahoma Department of Commerce.

The bank's Tulsa assessment area includes the five counties of the Tulsa MSA which are Creek, Osage, Rogers, Tulsa and Wagoner. Fifty percent of the MSA's population is concentrated in Tulsa County, and this is where all of the bank's branches are located. In terms of deposit market share, BOOK was the fourth largest bank in the Tulsa MSA with a market share of 6.2% according to the June 30, 1998, FDIC Deposit Market Share Report. The three larger banks had market shares of 26.31%, 11.24% and 7.15% as of the same date.

Credit needs identified by community contacts have been typical, i.e., small business and affordable housing lending. Specifically identified needs for affordable housing included home purchase loans with low down payment requirements and home improvement loans for low- and moderate-income people.

Several opportunities for community development lending, investment, and services were identified during the community contacts. In particular, there are several organizations focused on economic development in the assessment area, including one that focuses on assisting business development for Native Americans. Lending opportunities included participating with Community Development Housing Agencies in home purchase, construction, or rehabilitation revolving loan funds; small business micro-loan programs for start-up businesses; and down payment assistance funds. Investment opportunities include participating in projects with low-income housing tax credits and grants to local community development agencies. Service opportunities include home ownership counseling and basic banking education for middle and high school students

Appendix C: Tables of Performance Data

Content of Standardized Tables

The tables cover the entire CRA evaluation period. References to the bank include activities of any affiliates that the bank provided for consideration (refer to Appendix A: Scope of the Examination). For purposes of reviewing the Lending Test tables, the following are applicable: purchased loans are treated as originations; market rank is based on the number of loans made by the bank as compared to all other lenders in the MSA/assessment area; and market share is the number of loans originated by the bank as a percentage of the aggregate number of reportable loans originated by all lenders in the MSA/assessment area. 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 by the bank over the evaluation period by MSA/assessment area.
- Table 2. Geographic Distribution of HMDA Home Purchase Loan Originations** Compares the percentage distribution of the number of loans originated by the bank 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 rank and market share information based on the most recent aggregate market data available.
- Table 3. Geographic Distribution of HMDA Home Improvement Loan Originations**
- See Table 2.
- Table 4. Geographic Distribution of HMDA Refinance Loan Originations**
See Table 2.
- Table 5. Geographic Distribution of Small Business Loan Originations** The percentage distribution of the number of small loans (< \$1 million) to businesses originated by the bank 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 rank and market share information based on the most recent aggregate market data available.

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- Table 6. Geographic Distribution of Small Farm Loan Originations** The percentage distribution of the number of small loans (< \$500,000) to farms originated by the bank 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 rank and market share information based on the most recent aggregate market data available.
- Table 7. Borrower Distribution of HMDA Home Purchase Loan Originations** Compares the percentage distribution of the number of loans originated by the bank to low-, moderate-, middle- and upper-income borrowers to the percentage distribution of families by income level in each MSA/assessment area. The table also presents market rank and market share information based on the most recent aggregate market data available.
- Table 8. Borrower Distribution of HMDA Home Improvement Loan Originations**
See Table 7.
- Table 9. Borrower Distribution of HMDA Refinance Loan Originations**
See Table 7.
- Table 10. Borrower Distribution of Small Business Loan Originations** Compares the percentage distribution of the number of small loans (< \$1 million) originated by the bank to businesses with revenues of \$1 million or less to the percentage distribution of businesses with revenues of \$1 million or less. The table also presents the percentage distribution of the number of loans originated by the bank 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 11. Borrower Distribution of Small Farm Loan Originations** Compares the percentage distribution of the number of small loans (< \$500 thousand) originated by the bank to farms with revenues of \$1 million or less to the percentage distribution of farms with revenues of \$1 million or less. The table also presents the percentage distribution of the number of loans originated by the bank 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 12. Qualified Investments** Presents the number and dollar amount of qualified investments made by the bank in each MSA/assessment area.

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Table 13. Distribution of Branch and ATM Delivery System compares the percentage distribution of the number of the bank's retail branches and ATMs in low-, moderate-, middle- and upper-income geographies to the percentage of the population within each geography.

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Table 1. Lending Volume

LENDING VOLUME												
State: OKLAHOMA												
Evaluation Period: JANUARY 1, 1996 TO MARCH 31, 1999												
MSA /Assessment Area	% of Total bank Deposits in Rated Area	Home Mortgage		Small Business		Small Farms*		Community Development		Total Reported Loans		% of Total reported Bank Loans in Rated Area
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	
Full Scope:												
Oklahoma City, OK	78.17	6,544	329,490	2,565	184,000	11	1,640	16	34,966	9,136	550,096	81.72
Tulsa, OK	21.83	1,445	63,409	595	62,892	3	2,167	0	0	2,043	128,468	18.27

Table 2. Geographic Distribution of Home Purchase Loan Originations

Geographic Distribution: HOME PURCHASE																
State: OKLAHOMA																
Evaluation Period: JANUARY 1, 1996 TO MARCH 31, 1999																
MSA /Assessment Area	Low Income Geographies		Moderate Income Geographies		Middle Income Geographies		Upper Income Geographies		Market Share by Geography*			Total Home Purchase Loans				
	% Owner Occ Units	% BANK Loans	% Owner Occ Units	% BANK Loans	% Owner Occ Units	% BANK Loans	% Owner Occ Units	% BANK Loans	Overall	Low	Mid		Upper	#	% of Total	
Full Scope:																
Oklahoma City, OK	2.4	1.1	21.4	12.4	46.5	37.8	29.7	48.6	2	7.0	4.9	5.8	7.0	7.5	1,779	88.2
Tulsa, OK	2.4	1.3	21.1	7.6	51.3	40.9	25.3	49.4	18	1.2	1.0	0.8	1.1	1.6	237	11.8

(*) Based on 1997 Aggregate HMDA Data only.

Table 3. Geographic Distribution of Home Improvement Loan Originations

Geographic Distribution: HOME IMPROVEMENT										Evaluation Period: JANUARY 1, 1996 TO MARCH 31, 1999									
State: OKLAHOMA																			
MSA /Assessment Area	Low Income Geographies		Moderate Income Geographies		Middle Income Geographies		Upper Income Geographies		Overall Market Rank*	Market Share by Geography*				Total Home Improvement Loans					
	% Owner Occ Units	% BANK Loans	% Owner Occ Units	% BANK Loans	% Owner Occ Units	% BANK Loans	% Owner Occ Units	% BANK Loans		Overall	Low	Mod	Mid	Upper	#	% of Total			
Full Scope:																			
Oklahoma City, OK	2.4	4.2	21.4	21.2	46.5	42.4	29.7	31.8	1	9.7	10.5	9.1	9.2	10.8	1,033	73.3			
Tulsa, OK	2.4	1.3	21.1	18.6	51.3	43.1	25.3	36.7	3	6.3	0.0	6.7	5.5	7.5	376	26.7			

(*) Based on 1997 Aggregate HMDA Data only.

Table 4. Geographic Distribution of Home Mortgage Refinance Loan Originations

Geographic Distribution: HOME MORTGAGE REFINANCE										Evaluation Period: JANUARY 1, 1996 TO MARCH 31, 1999									
State: OKLAHOMA																			
MSA /Assessment Area	Low Income Geographies		Moderate Income Geographies		Middle Income Geographies		Upper Income Geographies		Overall Market Rank*	Market Share by Geography*				Total Home Mortgage Refinance Loans					
	% Owner Occ Units	% BANK Loans	% Owner Occ Units	% BANK Loans	% Owner Occ Units	% BANK Loans	% Owner Occ Units	% BANK Loans		Overall	Low	Mod	Mid	Upper	#	% of Total			
Full Scope:																			
Oklahoma City, OK	2.4	1.6	21.4	14.5	46.5	39.6	29.7	43.5	1	9.9	8.2	8.1	10.0	10.8	3,732	81.8			
Tulsa, OK	2.4	2.4	21.1	15.4	51.3	44.5	25.3	37.4	5	3.2	5.3	2.8	3.1	3.4	832	18.2			

(*) Based on 1997 Aggregate HMDA Data only.

Table 5. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL BUSINESS		State: OKLAHOMA										Evaluation Period: JANUARY 1, 1996 TO MARCH 31, 1999				
MSA /Assessment Area	Low Income Geographies	Moderate Income Geographies		Middle Income Geographies		Upper Income Geographies		Overall Market Rank*	Market Share by Geography*				Total Small Business Loans			
	% of Businesses	% of BANK Loans	% of Businesses	% of BANK Loans	% of Businesses	% of BANK Loans	% of Businesses		% of BANK Loans	Overall	Low	Mod	Mid	Upper	#	% of Total
Full Scope:																
Oklahoma City, OK	5.5	8.4	27.6	29.3	39.8	36.0	24.3	24.4	5	7.9	8.7	8.6	8.1	7.0	2,565	81.2
Tulsa, OK	2.9	2.5	25.8	21.0	45.6	35.5	25.7	41.0	9	3.8	4.7	3.2	2.8	5.2	595	18.8

(*) Based on 1997 Aggregate Small Business Data only.

Table 6. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL FARM		State: OKLAHOMA										Evaluation Period: JANUARY 1, 1996 TO MARCH 31, 1999				
MSA /Assessment Area	Low Income Geographies	Moderate Income Geographies		Middle Income Geographies		Upper Income Geographies		Overall Market Rank*	Market Share by Geography*				Total Small Farm Loans			
	% of Farms	% of BANK Loans	% of Farms	% of BANK Loans	% of Farms	% of BANK Loans	% of Farms		% of BANK Loans	Overall	Low	Mod	Mid	Upper	#	% of Total
Full Scope:																
Oklahoma City, OK	2.0	0.0	24.7	9.1	46.2	45.5	27.0	45.4	11	0.5	0.0	0.0	1.1	0.0	11	78.6
Tulsa, OK	1.5	0.0	24.2	0.0	53.2	100.0	21.0	0.0	0	0.0	0.0	0.0	0.0	0.0	3	21.4

(*) Based on 1997 Aggregate Small Farm Data only.

Table 7. Borrower Distribution of Home Purchase Loan Originations

Borrower Distribution: HOME PURCHASE				State: OKLAHOMA				Evaluation Period: JANUARY 1, 1996 TO MARCH 31, 1999								
MSA /Assessment Area	Low Income Borrowers		Moderate Income Borrowers		Middle Income Borrowers		Upper Income Borrowers		Overall Market Rank**	Market Share by Borrower Income**			Total Home Purchase Loans			
	% of Families	% BANK Loans*	% of Families	% BANK Loans*	% of Families	% BANK Loans*	% of Families	% BANK Loans*		Overall	Low	Mod		Upper		
Full Scope:																
Oklahoma City, OK	20.1	7.6	17.7	23.3	22.8	25.7	39.4	39.7	2	7.0	6.0	8.7	7.1	6.1	1,779	88.2
Tulsa, OK	20.3	4.6	17.7	15.2	22.2	20.3	39.8	59.1	18	1.2	1.0	0.9	1.1	1.6	237	11.8

(*) As a percentage of loans with borrower income information available. No information was available for 3.1% of loans originated by BANK ONE OKLAHOMA, N.A.
 (**) Based on 1997 Aggregate HMDA Data only.

Table 8. Borrower Distribution of Home Improvement Loan Originations

Borrower Distribution: HOME IMPROVEMENT				State: OKLAHOMA				Evaluation Period: JANUARY 1, 1996 TO MARCH 31, 1999								
MSA /Assessment Area	Low Income Borrowers		Moderate Income Borrowers		Middle Income Borrowers		Upper Income Borrowers		Overall Market Rank**	Market Share by Borrower Income**			Total Home Improvement Loans			
	% of Families	% BANK Loans*	% of Families	% BANK Loans*	% of Families	% BANK Loans*	% of Families	% BANK Loans*		Overall	Low	Mod		Upper		
Full Scope:																
Oklahoma City, OK	20.1	11.8	17.7	20.7	22.8	24.9	39.4	39.2	1	9.9	7.7	9.7	10.7	10.6	1,033	73.3
Tulsa, OK	20.3	6.1	17.7	13.3	22.2	22.1	39.8	54.0	3	6.3	4.0	4.4	5.7	7.2	376	26.7

(*) As a percentage of loans with borrower income information available. No information was available for 4.0% of loans originated by BANK ONE OKLAHOMA, N.A.
 (**) Based on 1997 Aggregate HMDA Data only.

Table 9. Borrower Distribution of Home Mortgage Refinance Loan Originations

Borrower Distribution: HOME MORTGAGE REFINANCE		State: OKLAHOMA										Evaluation Period: JANUARY 1, 1996 TO MARCH 31, 1999				
MSA /Assessment Area	Low Income Borrowers		Moderate Income Borrowers		Middle Income Borrowers		Upper Income Borrowers		Overall Market Rank**	Market Share by Borrower Income**				Total Home Mortgage Refinance Loans		
	% of Families	% BANK Loans*	% of Families	% BANK Loans*	% of Families	% BANK Loans*	% of Families	% BANK Loans*		Overall	Low	Mod	Mid	Upper	#	% of Total
Full Scope:																
Oklahoma City, OK	20.1	6.0	17.7	17.8	22.8	24.3	39.4	49.8	1	9.7	8.6	8.5	8.5	10.7	3,732	81.8
Tulsa, OK	20.3	5.3	17.7	16.5	22.2	24.4	39.8	51.7	5	3.2	1.3	3.2	3.8	3.3	832	18.2

(*) As a percentage of loans with borrower income information available. No information was available for 1.4% of loans originated by BANK ONE OKLAHOMA, N.A.
 (**) Based on 1997 Aggregate HMDA Data only.

Table 10. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL BUSINESS		State: OKLAHOMA										Evaluation Period: JANUARY 1, 1996 TO MARCH 31, 1999			
MSA /Assessment Area	Business with Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size				Market Share***				Total Small Business Loans				
	% of Businesses*	% BANK Loans**	% Market Loans***	\$100,000 or Less	> \$100,000 to \$250,000	> \$250,000 to \$1,000,000	> \$1,000,000	All	Rev \$1 million or less	#	% of Total	Avg Loan Size			
Full Scope:															
Oklahoma City, OK	72.2	40.9	59.8	2,160	237	168	7.9	7.7	2,565	81.2	71				
Tulsa, OK	72.9	64.4	54.7	455	75	65	3.8	5.5	595	18.8	105				

(*) As a percentage of businesses with known revenues.
 (**) As a percentage of loans with revenue information available. No information was available for 32% of loans originated by BANK ONE OKLAHOMA, N.A..
 (***) The market consists of all other Small Business reporters in BANK ONE OKLAHOMA, N.A.'s assessment area and is based on 1997 Aggregate Small Business Data only.
 (****) Based on 1997 Aggregate Small Business Data only.

Table 11. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL FARM		State: OKLAHOMA				Evaluation Period: JANUARY 1, 1996 TO MARCH 31, 1999					
MSA /Assessment Area	Farm with Revenues of \$1 million or less		Loans by Original Amount regardless of Farm Size		Market Share****		Total Small Farm Loans				
	% of Farms*	% BANK Loans**	% Market Loans***	\$100,000 or Less	> \$100,00 to \$250,000	> \$250,000 to \$1,000,000	All	Rev \$1 million or less	#	% of Total	Avg Loan Size
Oklahoma City, OK	72.2	18.2	7	2	2	2	11			78.6	149
Tulsa, OK	72.9	100.0	0	0	3	3	3			21.4	722

(*) As a percentage of Farms with known revenues.

(**) As a percentage of loans with revenue information available. No information was available for XX% of loans originated by BANK ONE OKLAHOMA, N.A..

(***) The market consists of all other Small Farm reporters in BANK ONE OKLAHOMA, N.A.'s assessment area and is based on 1997 Aggregate Small Farm Data only.

(****) Based on 1997 Aggregate Small Farm Data only.

Table 12. Qualified Investments

QUALIFIED INVESTMENTS		State: OKLAHOMA				Evaluation Period: April 14, 1995 TO March 31, 1999				
MSA/Assessment Areas	Prior Period Investments*		Current Period Investments		Total Investments		Unfunded Commitments			
	#	\$ (000's)	%**	#	\$ (000's)	%**	#	\$ (000's)	% of Total \$->\$	
Full-Scope:										
Oklahoma City	41	\$5,660	40%	72	\$8,448	60%	113	\$14,108	100%	0
Tulsa	13	2,105	95%	26	113	5%	39	2,218	100%	0

(*) A Prior Period Investments Δ means investments made in a previous evaluation period that remain outstanding.

(**) Percentage of the dollars invested in that MSA/Assessment Area that are prior period investments or current period investments.

Table 13. Distribution of Branch and ATM Delivery System

DISTRIBUTION OF BRANCH AND ATM DELIVERY SYSTEM				State: OKLAHOMA				Evaluation Period: April 14, 1995 TO June 30, 1999							
MSA/Assessment Area:	Deposits		Branches			ATMs			Population						
	% of Total BANK Deposits	# of BANK Branches	Location of Branches by Income of Geographies			# of BANK ATMs	% of Total BANK ATMs	Location of ATMs by Income of Geographies			% of the Population within Each Geography				
			Low	Mod	Upp			Low	Mod	Upp	Low	Mod	Upp		
Full Scope:															
Oklahoma City	78.2	25	0.0	28.0	28.0	78	67.8	2.6	24.4	37.2	30.8	3.7	24.7	44.5	27.0
Tulsa	21.8	12	0.0	41.7	25.0	37	32.2	0.0	29.7	37.8	32.4	4.0	22.4	50.0	23.5