



**Comptroller of the Currency
Administrator of National Banks**

Bank Organization and Structure
Southwestern District Office
1600 Lincoln Plaza
500 North Akard
Dallas, Texas 75201-3342

**Conditional Approval #386
May 2000**

January 20, 2000

Mr. Thomas Bennett, Jr.
Chairman of the Board
Oklahoma National Bank, in organization
8908 South Yale Ave.
Tulsa, Oklahoma 74137

Re: Charter Application: Oklahoma National Bank, Tulsa, Oklahoma.
Application CAIS # 99-SW-01-0010.

Dear Mr. Bennett:

The Comptroller of the Currency (OCC) has found that you have met all requirements it imposed and completed all steps necessary to commence the business of banking.

You are authorized to open Oklahoma National Bank on January 20, 2000. We will forward you a Charter Certificate under separate cover. Your charter number is 23935.

You are reminded that several of the standard requirements contained in the preliminary approval letter dated October 8, 1999 will continue to apply once the bank opens and by opening, you agree to subject your association to these conditions of operation. Some of the requirements bear reiteration here:

1. The bank's books will be maintained on an accrual method acceptable to the OCC.
2. The bank will have in effect adequate fidelity bond coverage in accordance with 12 CFR §7.2013, which lists four factors the directors should consider to determine adequacy.
3. Regardless of the association's FDIC insurance status, the association is subject to the Change in Bank Control Act (12 U.S.C. §1817(j)) by virtue of its national bank charter.
4. For a period of two years after the bank has opened for business, the OCC must review and have no objection to any new executive officer or director prior to that person assuming such a position. The proposed person may not assume the position until the OCC has issued a letter of no objection.
5. The president must serve as a member of the board of directors.

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6. The board of directors is responsible for the regular review and update of policies and procedures, and for assuring ongoing compliance with them. This includes maintaining an internal control system that ensures compliance with the currency reporting and recordkeeping requirements of the Bank Secrecy Act ("BSA"). The board is expected to train its personnel in BSA procedures and designate one person or a group to monitor day-to-day compliance.
7. For a period of two years after the bank opens, all compensation plans for the bank's organizers must receive the OCC's prior approval.

This authorization is subject to the condition that the bank shall provide the Tulsa Field Office at least thirty (30) days prior notice of any significant deviations or changes from the proposed operating plan during the first three years of operation. This condition is enforceable under 12 USC §1818.

On behalf of the OCC, welcome to the national banking system. Should you have any questions, please contact Assistant Deputy Comptroller Leigh Hoge of the Tulsa Field Office at (918) 492-2082, who will be responsible for the ongoing supervision of your institution.

Yours truly,

-signed-

Karen H. Bryant
Acting Licensing Manager