



LARGE BANK

Comptroller of the Currency
Administrator of National Banks

Washington, DC 20219

Public Disclosure

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**Community Reinvestment Act
Performance Evaluation**

**First Fidelity Bank, N. A.
Charter Number: 17045**

**5101 N. Classen Boulevard
Oklahoma City, Oklahoma 73118**

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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 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.

Table of Contents

OVERALL CRA RATING	2
DEFINITIONS AND COMMON ABBREVIATIONS	3
DESCRIPTION OF THE INSTITUTION	6
SCOPE OF THE EVALUATION	7
FAIR LENDING REVIEW	9
CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS	10
LENDING TEST 10	
DISTRIBUTION OF LOANS BY INCOME LEVEL OF THE GEOGRAPHY	11
DISTRIBUTION OF LOANS BY INCOME LEVEL OF THE BORROWER	13
COMMUNITY DEVELOPMENT LENDING	14
PRODUCT INNOVATION AND FLEXIBILITY	14
INVESTMENT TEST	15
SERVICE TEST	16
APPENDIX A: SCOPE OF EXAMINATION	A-1
APPENDIX B: MARKET PROFILES FOR FULL-SCOPE AREAS	B-1
APPENDIX C: TABLES OF PERFORMANCE DATA	C-1

Overall CRA Rating

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

The following table indicates the performance level of **First Fidelity Bank, National Association** (FFB) with respect to the Lending, Investment, and Service Tests.

Performance Levels	First Fidelity Bank, NA 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:

- Lending levels reflect a good responsiveness to the credit needs of the bank’s assessment areas (AAs).
- A substantial majority of loans are made in the institution’s AAs.
- FFB’s distribution of home mortgage loans among geographies and among individuals of low- and moderate-income levels is adequate. The distribution of small business loans is excellent.
- Community development lending has a neutral affect on the overall lending rating.
- Investments reflect a good responsiveness by FFB to the needs of its AAs.
- Accessibility of FFB’s offices to geographies and individuals of different income levels and the responsiveness of FFB’s services to the needs of its AAs is good.
- FFB’s involvement in providing community development services is adequate.

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 MA/assessment area.

Block Numbering Area (BNA): A statistical subdivision of a county for grouping and numbering blocks in non-metropolitan counties where local census statistical area committees have not established census tracts. A BNA does not cross county lines.

Census Tract (CT): 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.

Community Development: 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 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.

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 household 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 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 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, 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 loans for multifamily (five or more families) dwellings, loans for the purchase of manufactured homes and refinancing of home improvement and home purchase loans.

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 a 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): The median income determined by the U.S. 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 Area (MA): Any primary metropolitan area (PMA), metropolitan area (MA), or consolidated metropolitan area (CMA), as defined by the Office of Management and Budget, with a population of 250,000 or more, and any other area designated as such by the appropriate federal financial supervisory agency.

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 for which 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. However, thrift institutions may also exercise the option to report loans secured by nonfarm residential real estate as "small business loans" if the loans are reported on the TFR as nonmortgage, commercial 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 One 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 more than 120 percent of the area median income, or a median family income that is more than 120 percent, in the case of a geography.

Description of Institution

First Fidelity Bank, National Association (FFB), headquartered in Oklahoma City, Oklahoma, is a wholly owned subsidiary of First Fidelity Bancorp, Inc., a one bank holding company, also located in Oklahoma City. FFB was created in 1989 after the purchase of the former Commercial National Bank, Oklahoma City. FFB has an operating subsidiary located in Reno, Nevada, FFB Investments, Inc. This is a shell corporation established for the primary purpose of holding direct and indirect consumer and commercial paper. The activities of the operating subsidiary do not adversely affect the capacity of FFB to meet the credit needs of its AAs. FFB offers a full range of consumer and commercial related financial services, including mortgage banking, trust services, and retail non-deposit investment products. In addition to the main office located at 5101 N. Classen, FFB has 18 full service branches and 22 automated teller machines (ATMs) to serve their customers. Nine branches are located in Oklahoma City, two branches are located in Moore, three in Norman, and one each in Midwest City, Noble, Edmond, Mustang and Tulsa. The headquarters, as well as six of the nine Oklahoma City branches, are located in moderate-income census tracts. The 22 ATMs located in the AAs are accessible 24 hours a day. Eight of these ATMs are located in moderate-income census tracts. FFB also offers a variety of electronic banking services to its customers, including Direct Line 24 Telephone Banking - a free 24-hour telephone banking service. Various online (internet) banking services are also available to consumer and commercial customers.

As of December 31, 2002, FFB reported total assets of \$557 million, total loans of \$344 million, and a loan to deposit ratio of 78 percent. Tier 1 capital totaled \$43 million. The bank's business strategy is to focus on consumer and small business lending. The bank offers a diverse choice of loan and deposit products. Loan products include commercial (including SBA loans), commercial real estate, consumer (individual) loans, residential real estate loans (both retained and sold to secondary market investors), and credit card loans. Loans to individuals represent 35 percent of the loan portfolio, real estate loans represent 50 percent, commercial loans represent 14 percent, with agriculture loans and other loans totaling 1 percent. FFB Investments, Inc., houses \$126 million in indirect consumer paper originated in this market, which have been consolidated into the data above.

FFB is an intrastate bank with the Oklahoma City and Tulsa MSAs designated as their AAs. The Oklahoma City MSA AA consists of six counties and 324 census tracts. The Tulsa MSA AA consists of five counties and 207 census tracts. As of June 30, 2002, the Federal Deposit Insurance Corporation (FDIC) reported that FFB maintains 3.44 percent of the commercial bank deposits in the Oklahoma City MSA AA. FFB's deposit market share in the Tulsa MSA is minimal since they just opened their Tulsa branch in October 2001. Total assets of the Tulsa branch are \$35 million representing only 6 percent of the bank's total assets. For additional information on the AAs, please refer to Appendix B: Market Profiles for Areas Receiving Full-Scope Reviews.

There are no significant financial barriers limiting FFB's ability to help meet the identified credit needs of its AAs. The bank is well capitalized and operates profitably.

A CRA Performance Evaluation dated November 22, 1999, was previously prepared for FFB and a "Satisfactory" performance rating was assigned.

Scope of the Evaluation

Evaluation Period and Products Evaluated

This Performance Evaluation assesses the bank's performance under the Lending, Investment, and Service Tests. Residential mortgage loans subject to filing under the Home Mortgage Disclosure Act (HMDA) and small business and small farm loans were reviewed to evaluate the bank's lending performance. With the exception of community development (CD) loans, the evaluation period for the Lending test was January 1, 2000 through December 31, 2002. For CD loans and the Investment and Service Tests, the evaluation period was November 22, 1999 through May 27, 2003. The Investment Test included a review of investments, grants, and donations made in the bank's AAs that meet the definition of CD investments. The Service Test included a review of retail and CD services provided in the bank's AAs.

Data Integrity

As part of the CRA evaluation, the accuracy of FFB's small business and HMDA loan data was tested. The review found the data to be reliable, as no significant inaccuracies were disclosed. As a result, publicly reported lending data may also be considered accurate.

Community Development loans, investments, and services submitted by FFB management was verified to ensure that the regulatory definition for CD was met.

Selection of Areas for Full-Scope Review

FFB has designated the Oklahoma City and Tulsa MSAs as the the bank's AAs. During this examination, a full-scope review was performed only for the Oklahoma City MSA AA because the bank maintains a substantial share of its business in this AA. FFB's market presence in Tulsa is minimal as they opened their first branch in Tulsa around October 2001. The Oklahoma City MSA AA comprises 99 percent of the bank's deposits and 97 percent of total reported CRA loans. This evaluation includes a detailed market profile of the Oklahoma City MSA. The profile includes demographic and narrative information about the AA, its credit and community development needs, and the level and nature of community development opportunities. The analysis of FFB's performance in the Oklahoma City MSA AA considers the performance context information assembled as part of the profile. Additional analysis included the evaluation of the geographic distribution of the lending and services provided in order to identify conspicuous gaps. The responsiveness to community development loans and investments to the community needs was also determined, as well as the level of innovation and complexity involved in the loans and investments.

Refer to the table in Appendix A for more information.

Ratings

The bank's overall rating is based primarily on those areas that received full-scope reviews. Small business lending was given slightly more weight in the overall conclusions than home mortgage products since the bank's primary lending focus is small business lending. When evaluating home mortgage products, home improvement loans were weighted more heavily than home purchase and refinance loans, since they represented a larger percentage of the total number of HMDA reportable loans. During the evaluation period, the bank only reported 59 small farm loans totaling \$2.8 million.

Other

Numerous community contacts were made during the assessment period by the OCC and other regulatory agencies. The group of contacts included small business development and economic development agencies, and neighborhood associations. Community contacts most commonly cited the continuing need for small business and affordable housing lending, and financial and credit education programs. Some Tulsa area contacts cited the need for additional bank participation in the redevelopment of North Tulsa. Several contacts noted that community development investment opportunities in Oklahoma were limited. In aggregate, the comments received were positive concerning the manner in which FFB and other banks provided needed credit, investment, and services.

Fair Lending Review

An analysis of the most recent public comments and consumer complaint information was performed according to the OCC's risk based fair lending approach. Based on its analysis of the information, the OCC decided that a comprehensive fair lending examination was not warranted in connection with the CRA evaluation this year.

Conclusions with Respect to Performance Tests

LENDING TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Lending Test is rated "High Satisfactory". Based on a full-scope review of the Oklahoma City MSA AA, the bank's lending performance in the AA is good.

Lending Activity

Refer to Tables 1 Lending Volume in appendix C for the facts and data used to evaluate the bank's lending activity.

Oklahoma City MSA AA

Overall lending activity reflects a good responsiveness to the credit needs within FFB's AAs. The bank's loan-to-deposit ratio on December 31, 2002 was 78 percent, compared to an average of 77 percent for 6 other banks of similar asset size in the AA. The bank has experienced modest loan growth of 11 percent since the last CRA evaluation period. Most of this growth has been centered in real estate loans. At less than one percent of the bank's total loans, the volume of small farm originations is not material. It is not a primary business line of the bank and therefore an assessment on the performance of small farm lending is not made in this performance evaluation. FFB's primary business strategy focuses on small business loans. Therefore, this analysis emphasized loans to small businesses in assessing the bank's lending performance.

The bank has originated a substantial volume of home mortgage loans. For years 2000, 2001, and 2002, FFB originated 1,254 home mortgage loans totaling \$51.4 million. Ninety four percent of that number and 86 percent of the dollar volume of home mortgage loans were made within the bank's AA. Mortgage loan originations were distributed as follows: 18 percent for home purchase, 58 percent for home improvement, and 24 percent for home refinancing. At 3.44 percent, FFB ranks 9th in deposit market share in the Oklahoma City MSA. Due to the numerous competitors (over 300) in the OKC MSA for home purchase loans, FFB ranks well below market leaders for home purchase loans. However, FFB ranks 6th in home improvement loans with 5.16 percent of the market share. FFB ranks 54th in refinance loans with 0.48 percent of the market share. FFB meets much of its home purchase and refinance needs through underwriting loans to be sold to secondary market investors. From January 2000 through year-end 2002, FFB has underwritten an additional 652 home purchase loans totaling over \$69.5 million, which have been sold to secondary market investors.

FFB's volume of small business loans was good. For the years 2000, 2001, and 2002, FFB originated 1,494 small business loans totaling \$106.7 million. Ninety four percent of the number and 89 percent of the dollar volume of small business loans were originated within the bank's AA. Based on 2001 aggregate small business data, FFB's ranks 13th in small business loans with 1.91 percent market share.

Additionally, FFB's has originated \$263 thousand in residential real estate loans and \$6.3 million in business loans during the evaluation period that are within the federally designated Oklahoma City Empowerment Zone. A majority of these loans originated from the Capitol Hill branch, which is located on the street that borders the southern edge of the Empowerment Zone. This lending activity evidences the bank's commitment to assist in and provide opportunities for growth and revitalization of these economically distressed areas. Lending in the Empowerment Zone assists in the creation of jobs, as well as, supports plans that coordinate economic, physical, environmental, community and human development.

DISTRIBUTION OF LOANS BY INCOME LEVEL OF THE GEOGRAPHY

Home Mortgage Loans

Refer to Tables 2, 3, 4 and 5 in appendix C for the facts and data used to evaluate the geographic distribution of the bank's home mortgage loan originations and purchases.

Home Purchase Loans:

The bank's geographic distribution of home purchase loans is good in the Oklahoma City MSA AA. The volume of loans required to meet the demographics in low-income census tracts is low and does not provide a meaningful basis for comparison. Therefore, most weight is given to performance in the moderate-income census tracts given the increased level of opportunities for lending. The distribution of home purchase loans in low-income census tracts is somewhat lower than the percentage of owner-occupied dwellings in low-income census tracts. The distribution of home purchase loans in moderate-income census tracts exceeds the percentage of owner occupied dwellings in those tracts. FFB's lending performance in the moderate-income tracts is particularly good when noting that 21 percent of households in the moderate-income tracts live below the poverty level. Market share information is also good, as the percentage of home purchase loans in low- and moderate-income census tracts is higher than FFB's overall market share.

Home Improvement Loans:

The bank's geographic distribution of home improvement loans is adequate in the Oklahoma City MSA AA. The distribution of home improvement loans in low-income census tracts is near to the percentage of owner occupied dwellings in those tracts. The distribution of home improvement loans in moderate-income tracts is lower than the percentage of owner-occupied dwellings in moderate-income census tracts. The percentage of home improvement loans in low-income tracts exceeds the overall market share in these census tracts. The percentage of home improvement loans in moderate-income census tracts is lower than the market share in these census tracts.

Home Refinance Loans:

The bank's geographic distribution of home refinance loans is good in the Oklahoma City MSA AA. The distribution of home refinance loans in low-income census tracts is lower than the percentage of owner occupied dwellings in those tracts. Most weight is given to moderate-income tracts due to the low volume of loans to meet the demographics in low-income tracts, which does not provide a significant basis for comparison. The distribution of home refinance loans in moderate-income census tracts is equal to the percentage of owner-occupied dwellings in those tracts. Market share information is good, as the percentage of home refinance loans in low-income census tracts is near to the overall market share and market share in the moderate-income census tracts exceeds FFB's overall market share.

Small Loans to Businesses

Refer to Table 6 in appendix C for the facts and data used to evaluate the geographic distribution of the bank's origination/purchase of small loans to businesses.

FFB's geographic distribution of small loans to businesses in the Oklahoma City MSA AA is excellent. The percentage of small business loans made in low-income census tracts is equal to the percentage of small businesses in these census tracts. The percentage of small business loans made in moderate-income census tracts exceeds the percentage of small businesses in these census tracts. The bank's market share of small loans to businesses in low-income census tracts is near to its overall market share. The bank's market share in the moderate-income census tracts exceeds its overall market share.

Small Loans to Farms [Not Applicable]

Refer to Table 7 in Appendix C for the facts and data used to evaluate the geographic distribution of the bank's origination of small loans to farms.

Lending Gap Analysis

Maps and reports detailing lending activity over the evaluation period for home mortgage loans and small loans to businesses were reviewed to identify gaps in the geographic distribution of those loans. No unexplained conspicuous gaps were identified.

Inside/Outside Ratio

The majority of home mortgage loans, small business loans, and community development loans originated by FFB during the evaluation period were within its AAs. Approximately 94 percent of the bank's home mortgage loans, 94 percent of the small business loans, and 100 percent of the community development loans were within the AA. This performance was positively factored into the overall analysis of the geographic distribution of lending.

DISTRIBUTION OF LOANS BY INCOME LEVEL OF THE BORROWER

Home Mortgage Loans

Refer to Tables 8, 9, and 10 in appendix C for the facts and data used to evaluate the borrower distribution of the bank's home mortgage loan originations and purchases.

Home Purchase Loans

The bank's distribution of home purchase loans by borrower income is adequate in the Oklahoma City MSA AA. The percentage of home purchase loans to low-income borrowers is significantly lower than the percentage of low-income families in the AA. The level of lending is somewhat mitigated by the fact that approximately 14 percent of households in this AA earn less than the poverty level of \$8,800 per year. It is very difficult for households below the poverty level to qualify for home purchase mortgages. The percentage of home purchase loans to moderate-income borrowers is somewhat lower than the percentage of families in the AA. The bank's market share to low- and moderate-income families is somewhat lower than the bank's overall market share. Additional weight was placed on the market share data due to the relatively large percentage of households living below the poverty level in the AA.

Home Improvement Loans

The bank's distribution of home improvement loans by borrower income is good in the Oklahoma City MSA AA. The percentage of home improvement loans to low-income borrowers is lower than the percentage of low-income families in the AA. This is partially mitigated by the previously noted performance context issues. The percentage of home improvement loans to moderate-income borrowers exceeds the percentage of moderate-income families in the AA. The bank's market share to low- and moderate-income borrowers is near to the bank's overall market share.

Home Refinance Loans

The bank's distribution of home refinance loans by borrower income levels is adequate in the Oklahoma City MSA AA. The percentage of home refinance loans to low-income borrowers is lower than the percentage of low-income families in the AA. This is partially mitigated by the previously noted performance context issues in this AA. The percentage of home refinance loans to moderate-income borrowers is lower than the percentage of moderate-income families in the AA. The bank's market share to low-income borrowers exceeds the overall market share. The bank's market share to moderate-income borrowers is somewhat lower than the overall market share.

Small Loans to Businesses

Refer to Table 11 in appendix C for the facts and data used to evaluate the borrower distribution of the bank's origination/purchase of small loans to businesses.

The bank's loan distribution to small businesses in the Oklahoma City MSA AA is good. The percentage of bank loans to businesses with revenues less than \$1 million is near to the percentage of businesses with revenues less than \$1 million. A substantial majority (83 percent) of the bank's small business loans were less than \$100 thousand. The market share of loans to small businesses also exceeds than the bank's overall market share of small loans to all businesses.

Small Loans to Farms [Not Applicable]

Refer to Table 12 in the appendix C for the facts and data used to evaluate the borrower distribution of the bank's origination/purchase of small loans to businesses.

COMMUNITY DEVELOPMENT LENDING

Refer to Table 1 Lending Volume in Appendix C for the facts and data used to evaluate the bank's level of community development lending. This table includes all CD loans, including multifamily loans that also qualify as CD loans. In addition, Table 5 includes geographic lending data on all multi-family loans, including those that also qualify as CD loans. Table 5 does not separately list CD loans, however.

Community development (CD) lending had a neutral affect on the Lending Test conclusions in the Oklahoma City MSA AA. The dollar volume of FFB's CD lending is adequate. During the evaluation period, FFB made two CD loan totaling \$2.7 million. One of the CD loans is a \$2.5 million participation in a \$5 million rehabilitation and construction loan for a 208-unit apartment complex located in moderate-income census tract in Oklahoma City. The units will primarily be rented to individuals and families in the low- to moderate-income range. The project's budgeted rental rates are within the specified guidelines set by the Federal Tax Credit Program for projects utilizing Low Income Housing Tax Credits. This loan provides affordable housing, which has been identified as a critical need within the AA. The second CD loan is a \$155 thousand participation in a \$250 thousand construction loan to a non-profit organization that provides religious, charitable and benevolent services to the homeless and needy of Oklahoma City. The non-profit organization is located in a low-income census tract near downtown Oklahoma City.

PRODUCT INNOVATION AND FLEXIBILITY

FFB offers a full range of consumer and commercial loan products, but currently does not offer what would be considered an innovative or flexible lending product to address the credit needs of low- or moderate-income individuals or geographies. Management states they will be developing an affordable housing program in the near term.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the Lending Test in the Tulsa MSA is consistent with the bank's overall "High Satisfactory" performance under the Lending Test. Refer to Tables 1 through 13 in Appendix C for the facts and data that support these conclusions. City. The non-profit organization is located in a low-income census tract near downtown Oklahoma City.

INVESTMENT TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Investment Test is rated "High Satisfactory". Based on full-scope reviews, the bank's performance in the Oklahoma City MSA is good. It was noted by many community contacts that investment opportunities within the bank's AAs were limited and that financial institutions do a good job of participating when opportunities exist.

Refer to Table 13 in Appendix C for the facts and data used to evaluate the bank's level of qualified investments.

Qualified investments are investments, deposits, membership shares, or grants that have as their primary purpose "Community Development" as defined in the CRA regulation. The level of investment opportunities in the bank's AAs is limited. FFB has good level of investments in the Oklahoma City MSA. The bank has qualified investments/grants totaling \$1.1 million representing 2.6 percent of the bank's capital.

Investments include an equity investment in the Oklahoma MetaFund Community Development Corporation (OMFCDC). The OMFCDC is a certified Community Development Financial Institution and was organized to collaborate with for profit and non-profit organizations for delivering economic and CD services. These services include loans and assistance for single and multi family housing, small business loans, loans and assistance to micro-enterprises, venture capital loans and training. This program serves the entire state of Oklahoma. FFB has a \$750 thousand investment in the fund with half to be targeted to the Oklahoma City MSA AA and half to the Tulsa MSA AA.

FFB has committed \$250 thousand to the Enterprise Oklahoma Venture Fund, which is an Oklahoma limited liability company formed to make venture capital investments in Oklahoma based companies.

FFB also purchased a \$554 thousand qualified Federal National Mortgage Association multifamily mortgage-backed security. The investment is an affordable multifamily housing project located in Norman, Oklahoma.

Further, FFB has made donations to agencies that provide community development services to low- and moderate-income people in the AAs. Examples include various United Way agencies, groups promoting affordable housing, and various other nonprofit organizations that provide health, economic, and general welfare assistance to low- and moderate-income individuals/families.

Conclusions for Area Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the Investment Test in the Tulsa MSA AA is consistent with the bank's overall "High Satisfactory" performance under the Investment Test. Refer to Table 14 in Appendix C for the facts and data that support these conclusions.

SERVICE TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Service Test is rated "High Satisfactory". Based on full-scope reviews, the bank's performance in the Oklahoma City MSA AA is good.

Retail Banking Services

Refer to Table 14 in Appendix C for the facts and data used to evaluate the distribution of the bank's branch delivery system and branch openings and closings.

The quantity, quality and accessibility of FFB's retail banking system is good. Delivery systems are reasonably accessible to essentially all portions of the bank's two AAs and are equitably distributed between moderate, middle, and upper-income geographies. Of the 19 banking locations, five branches and the bank's headquarters are located in moderate-income tracts. Three branches are located in middle-income census tracts and nine branches are located in upper-income census tracts. The one branch in the Tulsa MSA is located in an upper-income tract. The Capitol Hill branch borders the Oklahoma City Empowerment Zone and is ideally positioned to serve this low- and moderate-income area. Eight of the bank's 22 ATMs are located in moderate-income census tracts. Since the last CRA examination dated November 22, 1999, the bank has opened four new branch offices and relocated the West Moore branch. Branch openings and closings have not had an adverse impact on low- and moderate-income geographies or individuals. FFB provides a wide range of services at each of its 19 offices. All of the bank's branches offer full-services. At the traditional stand alone branches, drive-through banking and safe-deposit services are typically available. Services provided at the various branches are in no way dependent upon the income-geography of the branch, and do not vary in a way that would inconvenience portions of the AAs.

Oklahoma City MSA

Branch offices and ATMs in the Oklahoma City MSA are equitably distributed between moderate, middle and upper-income census tracts. Six of the eighteen branches in the OKC MSA, including FFB's headquarters, are located in moderate-income tracts. Three branches are located in middle-income census tracts and nine are located in upper-income tracts. Since the last CRA examination, three branches have been opened in the OKC MSA. One branch was opened in moderate-income tract, one in a middle-income tract, and one in an upper-income tract. No bank branches have been closed in the Oklahoma City MSA AA during the evaluation period.

FFB has several products that provide alternate delivery systems for easy access to bank services by all sections of the bank's AA, as well as to low- and moderate-income individuals and geographies. In addition to branches and ATMs, the bank offers the following delivery services:

- **Direct Line 24 Telephone Banking** – is an automated telephone service that enables customers to obtain loan and deposit information 24 hours a day, 365 days a year, free of charge. This service is provided in English and Spanish.

- **FFB Online (personal and commercial)** – is a product that allows individuals and commercial customers internet access to their accounts. Features include balance inquiry, bill pay, funds transfer, check ordering, stop payments, and account reconciliation.
- **Customer Service Center** – is a full service telephone center that permits customers to open accounts, apply for consumer loans, and inquire about rates. The center is open Monday through Friday from 8:00 a.m. to 6:00 p.m.

Bi-Lingual Services – are offered at the Capitol Hill Branch to better serve the high percentage of Hispanic customers that frequent this branch. The branch has a Personal Banking Representative and a teller who speak fluent Spanish.

Community Development Services

FFB has demonstrated adequate community development service performance in the AA that received a full scope review. Activities demonstrate the bank's commitment to its communities primarily through providing technical assistance, low or no cost services, credit/homebuyer counseling, and banking education. The bank's primary activities are provided through affordable housing organizations and community service organizations.

Below are examples of the bank's involvement in community development services:

- **United Way of Norman** – The United Way allocates funds to affiliate agencies that service low- and moderate-income individuals. The majority of agencies that receive United Way funds meet the definition of CD. An officer of the bank serves on the Board of Directors.
- **Oklahoma Native American Business Development Center** – This organization provides educational and employment training, business development assistance and limited financial assistance to under privileged minority groups (primarily to Native American Indians) within the Tulsa MSA. A bank officer serves on the board of this organization.
- **Community After School Program** – A United Way of Norman Agency that provides before and after school child care for low- and moderate-income families. A bank officer serves as a board member of this agency.
- **The Women's Resource Center, Inc.** – A nonprofit that helps the victims of domestic violence and sexual assault. A bank officer serves on the Board of Directors.
- **Oklahoma CASA Association** – The mission of Oklahoma CASA Association is to assist in the development of and provide support for abused and neglected children. A bank officer serves as a CASA volunteer.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the Service Test in the Tulsa MSA is consistent with the bank's overall "High Satisfactory" performance under the Service Test. Refer to Table 14 in Appendix C 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 non-metropolitan 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): (1/1/2000 to 12/31/02) Investment and Service Tests and CD Loans: (11/22/99 to 05/27/03)	
Financial Institution First Fidelity Bank, N. A. (FFB) Oklahoma City, Oklahoma	Products Reviewed Small loans to businesses HMDA loans CD loans	
Affiliate(s) First Fidelity Bancorp, Inc	Affiliate Relationship 100% owner of the bank	Products Reviewed None
List of Assessment Areas and Type of Examination		
Assessment Area Oklahoma City MSA	Type of Exam Full-Scope	Other Information

Appendix B: Market Profiles for Full-Scope Areas

Table of Contents

Market Profiles for Areas Receiving Full-Scope Reviews

Oklahoma City MSA.....	B-2
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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/BNAs)	324	6.79	26.54	38.89	22.53	5.25
Population by Geography	958,839	3.71	24.73	44.46	26.96	0.132
Owner-Occupied Housing by Geography	236,478	2.35	21.40	46.55	29.70	0.00
Businesses by Geography	39,379	5.16	27.26	39.65	25.64	2.29
Farms by Geography	1,070	1.96	24.67	46.17	27.01	0.19
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		Median Housing Value				
HUD Adjusted Median Family Income for 2002	= \$32,406	Unemployment Rate			= \$54,399	
Households Below the Poverty Level	= \$46,000				= 3.62%	
	= 14%					

(*) The NA category consists of geographies that have not been assigned an income classification.
 Source: 1990 U.S. Census, and 2002 HUD updated MFI.

FFB has defined the entire Oklahoma City MSA as their AA, which does not arbitrarily exclude any low- or moderate-income areas. This AA consists of six counties comprising Canadian, Cleveland, Logan, McClain, Oklahoma, and Pottawatomie counties. Oklahoma County is the most populous county in the MSA.

As of the 1990 census, the total population of the AA was 958,839. This population is distributed at 3.71 percent, 24.73 percent, 44.46 percent, and 26.96 percent in low, moderate, middle, and upper-income tracts, respectively. The low- and moderate-income tracts are concentrated in the south central portion of Oklahoma City.

Of the 257,571 families in the AA, 20.07 percent, 17.74 percent, 22.79 percent, and 39.41 percent report earning low, moderate, middle, and upper-incomes, respectively. Approximately 29 percent of the households receive public assistance or social security. Households below the below the poverty level represent 14 percent. Slightly less than 87 percent of the housing units are occupied and 56 percent are owner occupied.

FFB operates 18 full service branches and 22 ATMs in the Oklahoma City MSA. Six of the branch offices, in addition to the bank's headquarters, are located in moderate-income census tracts and nine of the ATMs are located in moderate-income tracts. Significant loan and deposit competitors in the Oklahoma City MSA include Bank One, Midfirst Bank, Bank of America, Bank of Oklahoma, and Local Oklahoma Bank.

Local banking competition is aggressive and includes affiliates of large national banking companies, regional banks, numerous small community banks, credit unions, and non-bank financial service providers.

The economic conditions in Oklahoma City are stable. However, the outlook is uncertain. The low interest rates have supported a strong housing market and the rebound in the energy industry continues to help the region by boosting employment and income growth. However, the State of Oklahoma is experiencing a budget crisis, which has resulted in the loss of state government jobs and services.

A review of community contacts conducted within the Oklahoma City MSA noted that there are several opportunities to participate in community service activities, but opportunities are more limited for community development opportunities. Contacts indicated that local banks are interested and active in seeking community development opportunities. Several contacts stated investment opportunities are limited in Oklahoma. Contacts indicated that affordable housing and rehabilitation of declining areas continue to be the primary needs of the AA.

Appendix C: Tables of Performance Data

Content of Standardized Tables

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/purchases and market share is the number of loans originated and purchased by the bank as a percentage of the aggregate number of reportable loans originated and purchased by all lenders in the MA/assessment area. Tables without data are not included in this PE.

The following is a listing and brief description of the tables:

- Table 1. Lending Volume** - Presents the number and dollar amount of reportable loans originated and purchased by the bank over the evaluation period by MA/assessment area. Community development loans to statewide or regional entities or made outside the bank’s assessment area may receive positive CRA consideration. Please refer to *Banking Issuance 2001-39 – Community Reinvestment Act*, dated July 30, 2001 for Interagency Q&As __.12(i) - 5 and - 6 for additional details on guidance on when a bank may receive positive CRA consideration for such loans.
- Table 1. Other Products** - Presents the number and dollar amount of any unreported category of loans originated and purchased by the bank over the evaluation period by MA/assessment area. Examples include consumer loans or other data that a bank 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 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 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 bank 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 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 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 bank'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 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 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 bank'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 bank 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 bank 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 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 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 bank 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 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 13. Qualified Investments - Presents the number and dollar amount of qualified investments made by the bank 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 bank's financial reporting system.

A bank may receive positive consideration for qualified investments in statewide/regional entities or made outside of the bank's assessment area. Please refer to *Banking Issuance 2001-39 – Community Reinvestment Act*, dated July 30, 2001 for Interagency Q&As __.12(i) - 5 and - 6 for guidance on when a bank may receive positive CRA consideration for such investments.

Table 14. Distribution of Branch Delivery System and Branch Openings/Closings - Compares the percentage distribution of the number of the bank'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.

Table 1. Lending Volume

LENDING VOLUME												
Geography: OKLAHOMA						Evaluation Period: January 1, 2000 TO December 31, 2002						
MA/Assessment Area:	% of Rated Area Loans (#) in MSA/AA *	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans **		Total Reported Loans		% of Rated Area Deposits in MSA/AA ***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	
Full Review:												
Oklahoma City MSA	96.93	1,254	51,410	1,494	106,723	59	2,833	2	2,655	2,809	163,621	0.00
Limited Review:												
Tulsa MSA	3.07	22	3,660	67	10,568	0	0	0	0	89	14,228	0.00

* Loan Data as of December 31, 2002. Rated area refers to either the state or multi-state MA rating area.

** The evaluation period for Community Development Loans is November 22, 1999 to May 27, 2003.

*** Deposit Data as of December 31, 2002. Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

Table 2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE															Geography: OKLAHOMA					Evaluation Period: January 1, 2000 TO December 31, 2002				
MSA/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***	% FFB Loans	% Owner Occ Units***	% FFB Loans	% Owner Occ Units***	% FFB Loans	% Owner Occ Units***	% FFB Loans	Overall	Low	Mod	Mid	Upp									
Full Review:																								
Oklahoma City MSA	223	96.96	2.35	1.79	21.40	26.46	46.55	43.05	29.70	28.70	0.24	0.86	0.34	0.31	0.15									
Limited Review:																								
Tulsa MSA	7	3.04	2.38	14.29	21.10	0.00	51.27	71.43	25.25	14.29	0.01	0.41	0.00	0.00	0.00									

* Based on 2001 Peer Mortgage Data: Southwest Region.

** 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 housing units in a particular geography divided by the number of owner occupied housing units in the area based on 1990 Census information.

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT															
Geography: OKLAHOMA															
Evaluation Period: January 1, 2000 TO December 31, 2002															
MSA/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 ***	% FFB Loans	% Owner Occ Units ***	% FFB Loans	% Owner Occ Units ***	% FFB Loans	% Owner Occ Units ***	% FFB Loans	Overall	Low	Mod	Mid	Upp
Full Review:															
Oklahoma City MSA	720	99.45	2.35	2.08	21.40	12.78	46.55	47.92	29.70	37.22	5.16	7.59	2.89	5.54	5.61
Limited Review:															
Tulsa MSA	4	0.55	2.38	0.00	21.10	0.00	51.27	25.00	25.25	75.00	0.03	0.00	0.00	0.06	0.00

* Based on 2001 Peer Mortgage Data: SouthwestRegion.

** 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 housing units in a particular geography divided by number of owner occupied housing units in the area based on 1990 Census information.

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE												Geography: OKLAHOMA					Evaluation Period: January 1, 2000 TO December 31, 2002				
MSA/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***	% FFB Loans	% Owner Occ Units***	% FFB Loans	% Owner Occ Units***	% FFB Loans	% Owner Occ Units***	% FFB Loans	Overall	Low	Mod	Mid	Upp						
Full Review:																					
Oklahoma City MSA	305	96.83	2.35	0.98	21.40	21.31	46.55	39.02	29.70	38.69	0.48	0.36	0.83	0.50	0.37						
Limited Review:																					
Tulsa MSA	10	3.17	2.38	0.00	21.10	20.00	51.27	60.00	25.25	20.00	0.01	0.00	0.00	0.02	0.00						

* Based on 2001 Peer Mortgage Data: Southwest Region.

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

*** Percentage of Owner Occupied Units is the number of owner occupied housing units in a particular geography divided by number of owner occupied housing units in the area based on 1990 Census information.

Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY															
Geography: OKLAHOMA															
Evaluation Period: January 1, 2000 TO December 31, 2002															
MSA/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 ***	% FFB Loans	% MF Units ***	% FFB Loans	% MF Units ***	% FFB Loans	% MF Units ***	% FFB Loans	Overall	Low	Mod	Mid	Upp
Full Review:															
Oklahoma City MSA	6	85.71	4.42	0.00	30.24	33.33	42.45	50.00	22.89	16.67	1.04	0.00	0.00	2.38	0.00
Limited Review:															
Tulsa MSA	1	14.29	8.01	0.00	23.64	0.00	44.13	100.00	24.21	0.00	0.00	0.00	0.00	0.00	0.00

* Based on 2001 Peer Mortgage Data: Southwest Region.

** 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 housing units in a particular geography divided by number of multifamily housing units in the area based on 1990 Census information.

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES												Geography: OKLAHOMA		Evaluation Period: January 1, 2000 TO December 31, 2002				
MA/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 ***	% FFB Loans	% of Businesses ***	% FFB Loans	% of Businesses ***	% FFB Loans	% of Businesses ***	% FFB Loans	Overall	Low	Mod	Mid	Upp			
Full Review:																		
Oklahoma City MSA	1,494	95.71	4.43	4.26	25.39	27.77	39.98	40.68	27.99	27.30	1.91	1.64	2.40	2.24	1.63			
Limited Review:																		
Tulsa MSA	67	4.29	2.31	0.00	23.97	25.37	47.41	49.25	26.32	25.37	0.14	0.00	0.23	0.17	0.05			

* Based o2001 Peer Small Business Data: US.

** 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 (2002).

Table 7. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS															Geography: OKLAHOMA					Evaluation Period: January 1, 2000 TO December 31, 2002				
MSA/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 ***	% FFB Loans	% of Farms ***	% FFB Loans	% of Farms ***	% FFB Loans	% of Farms ***	% FFB Loans	Overall	Low	Mod	Mid	Upp									
Full Review:																								
Oklahoma City MSA	59	100	1.46	0.00	22.51	32.20	46.83	49.15	28.92	18.64	2.23	0.00	2.30	2.37	1.71									
Limited Review:																								
Tulsa MSA	0	0.00	0.94	0.00	21.64	0.00	53.34	0.00	24.08	0.00	0.00	0.00	0.00	0.00	0.00									

* Based on [2001] Peer Small Business Data: US.

** 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 (2002).

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE		Geography: OKLAHOMA								Evaluation Period: January 1, 2000 TO December 31, 2002					
MSA/Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share *				
	#	% of Total **	% Families ***	% FFB Loans ****	% Families ***	% FFB Loans ****	% Families ***	% FFB Loans ****	% Families ***	% FFB Loans ****	Overall	Low	Mod	Mid	Upp
Full Review:															
Oklahoma City MSA	223	96.96	20.07	5.08	17.74	14.72	22.78	18.78	39.41	61.42	0.24	0.22	0.13	0.18	0.34
Limited Review:															
Tulsa MSA	7	3.04	20.32	0.00	17.70	25.00	22.17	0.00	39.80	75.00	0.01	0.00	0.00	0.00	0.01

* Based on [2001] Peer Mortgage Data: Southwest Region.

** As a percentage of loans with borrower income information available. No information was available for 12.61% of loans originated and purchased by Bank.

*** Percentage of Families is based on the 1990 Census information.

**** 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.

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT		Geography: OKLAHOMA								Evaluation Period: January 1, 2000 TO December 31, 2002					
MSA/Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share *				
	#	% of Total **	% Families ***	% FFB Loans ****	% Families ***	% FFB Loans ****	% Families ***	% FFB Loans ****	% Families ***	% FFB Loans ****	Overall	Low	Mod	Mid	Upp
Full Review:															
Oklahoma City MSA	720	99.45	20.07	9.68	17.74	18.04	22.78	26.54	39.41	45.75	5.13	4.46	4.33	6.09	5.09
Limited Review:															
Tulsa MSA	4	0.55	20.32	0.00	17.70	0.00	22.17	50.00	39.80	50.00	0.03	0.00	0.00	0.00	0.06

* Based on [2001] Peer Mortgage Data: Southwest Region.

** As a percentage of loans with borrower income information available. No information was available for 5.25% [Percentage] of loans originated and purchased by Bank.

*** Percentage of Families is based on the 1990 Census information.

**** 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.

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE												Geography: OKLAHOMA		Evaluation Period: January 1, 2000 TO December 31, 2002				
MSA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share *							
	#	% of Total **	% Families ***	% FFB Loans ****	% Families ***	% FFB Loans ****	% Families ***	% FFB Loans ****	% Families ***	% FFB Loans ****	Overall	Low	Mod	Mid	Upp			
Full Review:																		
Oklahoma City MSA	305	96.83	20.07	7.25	17.74	11.96	22.78	17.75	39.41	63.04	0.52	0.75	0.37	0.51	0.54			
Limited Review:																		
Tulsa MSA	10	3.17	20.32	0.00	17.70	0.00	22.17	33.33	39.80	66.67	0.01	0.00	0.00	0.00	0.01			

* Based on [2001] Peer Mortgage Data: Southwest Region.

** As a percentage of loans with borrower income information available. No information was available for 9.52% of loans originated and purchased by Bank.

*** Percentage of Families is based on the 1990 Census information.

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

Table11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES					Geography: OKLAHOMA		Evaluation Period: January 1, 2000 TO December 31, 2002		
MA/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 ***	% FFB Loans ****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev \$1 Million or Less
Full Review:									
Oklahoma City MSA	1,494	95.71	76.63	74.63	82.60	11.04	6.36	1.91	2.87
Limited Review:									
Tulsa MSA	67	4.29	79.58	91.04	73.13	4.48	22.39	0.14	0.25

* Based on (2001) Peer Small Business Data: US.

** 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 - 2002).

**** 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 [Percentage] of small loans to businesses originated and purchased by the Bank.

Table12. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL LOANS TO FARMS									
Geography: OKLAHOMA					Evaluation Period: January 1, 2000 TO December 31, 2002				
MSA/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 ***	% FFB Loans ****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$500,000	All	Rev \$1 Million or Less
Full Review:									
Oklahoma City MSA	59	100.00	93.59	96.61	88.14	8.47	3.39	2.23	2.31
Limited Review:									
Tulsa MSA	0	0.00	93.60	0.00	0.00	0.00	0.00	0.00	0.00

* Based on [2001] Peer Small Business Data: US.

** 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 - 2002).

**** 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 1.69% of small loans to farms originated and purchased by Bank.

Table 13. Qualified Investments

QUALIFIED INVESTMENTS									
Geography: OKLAHOMA									
Evaluation Period: November 22, 1999 TO May 27, 2003									
MSA/Assessment Area:	Prior Period Investments *		Current Period Investments		Total Investments			Unfunded Commitments **	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
Full Review:									
Oklahoma City MSA	0	0	10	1,189	10	1,189	100.00	0	0
Limited Review:									
Tulsa MSA	0	0	1	375	1	375	100.00	0	0

* 'Prior Period Investments' means investments made in a previous evaluation 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 14. Distribution of Branch Delivery System and Branch Openings/Closings

Distribution Of Branch Delivery System And Branch Openings/Closings																	
Geography: OKLAHOMA																	
Evaluation Period: January 1, 2000 TO December 31, 2002																	
MSA/ Assessment Area:	Deposits	Branches						Branch Openings/Closings						Population			
	% of Rated Area Deposits in AA	# of FFB 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:																	
Oklahoma City MSA	100	18	100	0.0	33.33	16.67	50.00	3	0	0	+1	+1	+1	3.71	24.73	44.46	29.96
Limited Review:																	
Tulsa MSA	100	1	100	0.0	0.00	0.00	100	1	0	0	0	0	+1	4.00	22.44	50.05	23.52

