



## **PUBLIC DISCLOSURE**

October 28, 2013

### **COMMUNITY REINVESTMENT ACT PERFORMANCE EVALUATION**

BOKF, National Association  
Charter Number 13679

Bank of Oklahoma Tower  
Tulsa, OK 74103

Office of the Comptroller of the Currency

Midsized Bank Supervision  
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Chicago, IL 60606

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

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## General Information and Overall CRA Rating

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

This document is an evaluation of the CRA performance of BOKF, National Association ("BOKF", or the institution) issued by the OCC, the institution's supervisory agency, for the evaluation period ending October 28, 2013. The agency rates the CRA performance of an institution consistent with the provisions set forth in Appendix A to 12 CFR Part 25.

**Institution's CRA Rating:** This institution is rated **Outstanding**.

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

Performance Levels	(BOKF, National Association) Performance Tests		
	Lending Test*	Investment Test	Service Test
Outstanding	X	X	
High Satisfactory			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 institution originated a substantial majority of loans inside its assessment areas (AAs);
- The institution's lending activity is good;
- Overall geographic distribution is adequate, as evidenced by adequate geographic distribution of home mortgage loans;
- Overall borrower income distribution is good, as evidenced by good distribution of home mortgage loans by borrower income level;
- Community Development (CD) lending was exceptionally strong, and had a significantly positive impact on the Lending Test in all rating areas except for the state of Maryland, where it

had a positive impact. Loans primarily supported affordable housing initiatives, activities that promoted economic development in the AAs, and activities that revitalized or stabilized low- and moderate-income (LMI) CTs;

- BOKF's overall investment performance is considered excellent. Investments primarily supported affordable housing, community services and economic development. Investments were responsive to the identified needs in the defined communities;
- Overall branch delivery systems are accessible to all portions of the bank's AAs, including LMI geographies; and
- BOKF provides an overall adequate level of community development services.

## 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.

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

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

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

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

**Consumer Loan(s):** A loan(s) to one or more individuals for household, family, or other personal expenditures. A consumer loan does not include a home mortgage, small business, or small farm loan. This definition includes the following categories: motor vehicle loans, credit card loans, home equity loans, other secured consumer loans, and other unsecured consumer loans.

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

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

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

**Home Mortgage Disclosure Act (HMDA):** The statute that requires certain mortgage lenders that conduct 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, the disposition of the application (e.g., approved, denied, and withdrawn, loan pricing, the lien status of the collateral, any requests for preapproval, and loans for manufactured housing.

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

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

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

**Low-Income:** Individual income that is less than 50 percent of the area median income, or a median family income that is less than 50 percent, in the case of 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) – 2000 Census:** The median income determined by the U.S. Census Bureau every ten years and used to determine the income level category of geographies. In addition, the median income determined by the Department of Housing and Urban Development annually that is used

to determine the income level category of individuals. For any given area, the median is the point at which half of the families have income above it and half below it.

**Median Family Income (MFI) – 2010 Census:** The median income derived from the United States Census Bureau’s American Community Survey data every 5 years and used to determine the income level category of geographies. Also, it is the median income determined by the Federal Financial Institutions Examination Council (FFIEC) annually that is used to determine the income level of individuals within a geography. For any given geography, the median is the point at which half of the families have income above it and half below it.

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

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

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

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

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

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

**Other Products:** Includes any unreported optional category of loans 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 secured either by nonfarm or nonresidential real estate or are classified as commercial and industrial loans.

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

**Tier 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 at least 120 percent of the area median income, or a median family income that is at least 120 percent, in the case of a geography.

## Description of Institution

BOKF is an interstate bank headquartered in Tulsa, Oklahoma. BOKF is a wholly owned subsidiary of BOK Financial Corporation (BOKFC), a \$27.8 billion bank holding company based in Tulsa, Oklahoma. BOKFC is ranked 41st on the Federal Deposit Insurance Corporation's top 50 bank holding companies by total domestic deposits report. Approximately 99 percent of BOKFC's holdings are centered in the bank, BOKF.

BOKF operates three principal lines of business: Commercial Banking, Consumer Banking and Wealth Management. BOKF's business strategy focuses primarily on commercial lending and fee-based services to businesses and consumers. The Commercial Banking segment includes commercial and industrial and commercial real estate loans. Fee-based services include mortgage servicing; wealth management and trust services; cash and treasury management for business customers; and, brokerage and trading services for middle-market businesses, financial institutions, and consumers. Consumer Banking is another large segment and includes retail lending and deposit services, lending and deposit services to small business customers served through the retail branch network and all mortgage banking activities. According to June 30, 2013 financial data, approximately 64 percent in dollar of the total loan portfolio was business-related loans, 22 percent was mortgage loans, three percent was consumer loans, and one percent was farm loans. BOKF originated or purchased nearly 53,000 reportable home mortgage loans and 4,000 reportable small loans to businesses in its AAs during the evaluation period. BOKF deposit product offerings consist of various interest-bearing and non-interest bearing accounts for personal and business use. BOKF's growth is largely organic, and acquisition activity was limited to a small number of fee-based businesses over the rating period.

BOKF has 171 branches, 189 deposit-taking automatic teller machines (ATMs), and 560 cash only ATMs located in nine states. BOKF operates the following banking divisions in seven states: Bank of Albuquerque, N.A., Bank of Arizona, N.A., Bank of Arkansas, N.A., Bank of Kansas City, N.A., Bank of Oklahoma, N.A., Bank of Texas, N.A., and Colorado State Bank and Trust, N.A. The divisions previously operated as separately chartered national banks, but were merged into the Bank of Oklahoma, N.A. charter on January 1, 2011 with a name change to BOKF, N.A. As of June 30, 2013 BOKF reported total assets of \$27.5 billion, Tier 1 Capital of \$2.0 billion, and total deposits of \$19.9 billion. BOKF has 22 AAs across nine states and one multistate MSA.

As part of this evaluation, consideration of investments activities of other BOKF affiliates and subsidiaries were considered. This includes investment activities with the following affiliates and subsidiaries: BOKF Community Development Fund; Pacesetters (BOKF subsidiary leasing company); and BOKF Foundation. Investments included grants, contributions and alternative investments into CD qualified activities. These activities are described under the Investment Test for each AA.

There are no significant financial or legal barriers limiting BOKF's ability to meet the credit needs of its AAs. The bank is financially capable of meeting the needs of its AAs in a manner consistent with its resources, business strategy, and safe and sound banking practices.

The Office of the Comptroller of the Currency last evaluated BOKF's CRA performance September 21, 2009, and assigned an "Outstanding" rating.

## Scope of Evaluation

### Evaluation Period/Products Evaluated

We analyzed home purchase, home improvement, and home refinance mortgage loans the institution reported under the HMDA, and small loans made to businesses the institution reported under the CRA, for the periods outlined below:

- State of Maryland - January 26, 2009 through December 31, 2012
- State of Oklahoma - January 1, 2009 through December 31, 2012
- All other rated areas - January 1, 2011 through December 31, 2012

For each rating area, there are two sets of lending related performance tables in Appendix D. The combined tables are used to evaluate the overall performance under the Lending Test. The first set includes institution loan data from 2009 through 2011 for the states of Oklahoma and Maryland, and for 2011 only for all other rating areas, compared to 2000 Census data. The second set includes institution loan data from 2012 compared to 2010 Census data. Both sets of tables are discussed in the applicable narrative sections of the evaluation

For CD loans and the Investment and Service Tests in the state of Oklahoma, the evaluation period start date was September 21, 2009, which was the date of the last Bank of Oklahoma, N.A. CRA Performance Evaluation. For all other rating areas except for the state of Maryland, the evaluation start date was January 1, 2011 (charter consolidation date). For the state of Maryland, the evaluation period start date was February 26, 2009. The evaluation period end date for all rating areas was October 28, 2013. The Investment Test included a review of qualified investments, grants, and donations made in the AAs and greater statewide and broader regional area that includes the bank's AAs. The Service Test included a review of retail and CD services in the AAs.

### Data Integrity

Prior to this CRA evaluation, we verified the accuracy of data available to the public in accordance with the HMDA and CRA regulation. This public data included home mortgage purchase, refinance, improvement, and multifamily loans; and, small loans to businesses and farms. We also verified the bank's reporting of CD loans, investments, and services at the examination.

### Selection of Areas for Full-Scope Review

In each state and multistate metropolitan area where the bank has an office, a sample of AAs within that state/multistate metropolitan area was selected for full-scope reviews. Refer to the "Scope" section under each State and Multistate Metropolitan Area Rating section (as applicable) for details regarding how the areas were selected and weighted in arriving at the respective ratings.

### Ratings

The bank's overall rating is a blend of the multistate metropolitan area rating and state ratings. Oklahoma has the most weight in the overall rating, as it has 53.55 percent of the bank's total deposits, and 47.67 percent of the total number of branches. Performance in Texas is the second most influential factor, as 25.99 percent of the total deposits and 26.74 percent of the branches are in this state. Colorado

and New Mexico follow, as these states have 7.11 and 7.09 percent of total deposits. Arizona has 3.13 percent, Kansas City Multi-State area has 1.80 percent, and Arkansas has 1.34 percent of the total deposits. Maryland does not have a percentage of the total deposits, as the one account housed in the limited purpose branch is a sweep account.

Lending activity was also considered in the weighting. Oklahoma had 68.4 percent of total reportable loans, followed by New Mexico (10.02 percent), Texas (9.55 percent), Colorado (4.51 percent), Arkansas (3.11 percent), the Kansas City Multi-State area (2.44 percent), and Arizona (1.97 percent). The multistate metropolitan area rating and state ratings are based primarily on those areas that received full-scope reviews.

Significant economic factors during the 2009 through 2011 period decreased loan demand and ability to repay for many home mortgage and small business borrowers. Home purchase and home refinance lending volume was significantly lower. Higher unemployment and lower borrower incomes caused a significant increase in the volume of late payments and defaults, and decreases in home values caused loan balances to exceed property values. These impeded lending opportunities. Small loans to businesses volume declined because lower consumer confidence decreased demand for goods and services. Economic conditions slowly improved and stabilized towards the end of the evaluation period. This allowed BOKF to increase lending efforts in 2012. Therefore, in our analysis of the bank's performance under the Lending Test geographic distribution and borrower income distribution criteria, we placed more emphasis on the bank's performance in 2012 than to its performance in 2011 (or 2009 through 2011) to reach our conclusions. In addition, when evaluating the bank's performance under the Lending Test, we placed significant emphasis on the bank's distribution of home mortgage loans than the distribution of small loans to businesses. We placed this emphasis on home mortgage loans due to it being the bank's primary loan product in terms of volume and business focus, and based on the home mortgage credit needs in all AAs. Very minimal emphasis was placed on small loans to businesses due to the bank's business focus. The bank's lending strategy focuses on originating large commercial loans that generally do not meet the size or other reporting requirements for small loans to businesses. Overall, home mortgage lending represented 93.75 percent of the total number of reportable loans.

We analyzed those products where the bank originated or purchased at least 20 loans within an AA during one or more of the analysis periods within the overall evaluation period. The bank did not originate or purchase a sufficient volume of multifamily loans or small loans to farms in any AA to perform a meaningful analysis. However, we did consider multifamily loans meeting the CD definition as part of the evaluation of CD lending. Additional comments about weighting home mortgage loans within each AA are covered in the applicable "Scope of Evaluation" sections below.

### **Inside/Outside Ratio**

This ratio is a bank-wide calculation and not calculated by individual rating area or AA. The analysis is limited to bank origination and purchases and does not include any affiliate data. For the combined five-year evaluation period, BOKF originated a substantial majority of all loan products inside the bank's AAs (81.67 percent). The percentage in number of loans made inside the AAs by loan type are as follows: home purchase loans (78.07 percent), home improvement loans (88.56 percent), home refinance loans (82.93 percent), and small loans to businesses (89.29 percent).

## **Other Performance Data – Lending Test**

### Product Innovation and Flexibility

Bank-wide, BOKF participates in some flexible mortgage lending programs benefitting underserved markets and/or LMI individuals or families. While these flexible lending programs were considered in the bank's overall lending performance, they had a neutral impact on this performance. For example, BOKF offers mortgages under the HUD Section 184 Indian Home Loan Guarantee program. This program increases the availability of mortgage capital for Native American borrowers selecting home sites on tribal trust land or within an Indian Area. Because of the unique status of Indian lands being held in Trust, Native American homeownership has historically been an underserved market. During the evaluation period, BOKF originated three loans totaling \$877 thousand in Kansas and Missouri, two loans totaling \$243 thousand in Arizona, 45 loans totaling \$6.4 million in New Mexico, and 624 loans totaling \$94 million in Oklahoma.

BOKF works in conjunction with state housing agencies and city or county programs to offer affordable FHA and VA products to first time and non-first time homebuyers. These programs may include down payment and closing cost assistance. BOKF has worked with state housing authorities in Missouri, Arkansas, Colorado, New Mexico and Oklahoma to offer flexible, affordable loan products under this program. During the evaluation period, BOKF originated 107 loans totaling \$10.5 million in Missouri, 34 loans totaling \$3 million in Arkansas, 44 loans totaling \$6.8 million in Colorado, 118 loans totaling \$13 million in New Mexico, and 894 loans totaling \$85 million in Oklahoma. The vast majority of the loans benefitted LMI individuals or families.

## **Other Performance Data – Service Test**

### Alternative Delivery Systems

Bank-wide, BOKF complements its traditional service delivery methods with certain alternative delivery processes, including toll-free banking, online banking, bill pay, mobile banking, and bank at work. Additionally, BOKF offers Express Bank, a 24-hour telephone banking service, which provides loan and deposit services 24 hours a day, seven days a week. We did not place significant weight on these alternative delivery systems, as the bank did not maintain metrics to determine their effectiveness in helping to meet the service and credit needs of the LMI individuals.

## **Fair Lending or Other Illegal Credit Practices Review**

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

The OCC did not identify evidence of discriminatory or other illegal credit practices with respect to this institution.

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

## **Multistate Metropolitan Area Rating**

### **Kansas City KS/MO Multistate Metropolitan Area**

CRA rating for the Kansas City KS/MO Multistate Metropolitan Area<sup>1</sup>: **Outstanding**

The lending test is rated:	<b>Outstanding</b>
The investment test is rated:	<b>Outstanding</b>
The service test is rated:	<b>Low Satisfactory</b>

The major factors that support this rating include:

- An excellent level of home mortgage lending;
- An overall adequate geographic distribution, as shown by adequate distribution of home mortgage loans;
- An overall excellent borrower distribution, as shown by excellent distribution of home mortgage loans;
- A significantly positive level of CD loans that were responsive to community needs;
- An excellent level of qualifying investments, grants, and donations that were responsive to community needs;
- An good branch distribution where branches are reasonably accessible to individuals and geographies of different income levels; and
- An adequate level of CD services that were responsive to community needs.

### **Description of Institution's Operations in Kansas City KS/MO Multistate Metropolitan area (Kansas City AA)**

BOKF has designated Johnson (KS), Wyandotte (KS) and Jackson (MO) counties as its assessment area in the Kansas City MMSA (Kansas City AA). BOKF has three full-service, traditional branches located in the Kansas City AA, which represent 1.74 percent of the total number of branches for the bank. These branches house 1.80 percent of the BOKF total deposits. BOKF also operates one deposit-taking ATM. BOKF has 2.24 percent of its HMDA and CRA reportable small business and small farm loans located in the Kansas City AA. This AA was created for BOKF with the charter consolidation on January 1, 2011.

As of June 30, 2012, there were 143 deposit-taking institutions in the Kansas City MMSA, with a total of 769 branches. BOKF ranked 31<sup>th</sup> in deposit market share in the MMSA, with a 0.61 percent market share. The top five deposit competitors had 46.76 percent of the total deposit market share in the

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<sup>1</sup> This rating reflects performance within the multistate metropolitan area. The statewide evaluations do not reflect performance in the parts of those states contained within the multistate metropolitan area.

MMSA. These competitors included UMB Bank, N.A. with 13.97 percent, Commerce Bank with 12.93 percent, Bank of America, N.A. with 8.82 percent, US Bank, N.A. with 5.99 percent, and Capitol Federal Savings Bank with 5.05 percent.

Refer to the market profile for the Kansas City AA in appendix C for detailed demographics and other performance context information for assessment areas that received full-scope reviews.

### **Scope of Evaluation in Kansas City KS/MO Multi-State Assessment Area (Kansas City AA)**

We performed a full-scope review of the Kansas City AA as it is the only AA in the rating area. The bank did not originate or purchase a sufficient volume of small loans to businesses in either analysis period to perform a meaningful analysis. Please refer to the table in appendix A for more information.

As stated above in the Scope of Evaluation in the Ratings section, significant economic factors during 2011 decreased loan demand and borrowers' ability to repay many home mortgage and small business loans. The volume of home purchases and loans refinanced was significantly lower. Higher unemployment and lower borrower incomes caused a significant increase in the volume of late payments and defaults, and decreases in home values caused loan balances to exceed property values. These impeded lending opportunities. The volume of small loans to businesses also declined due to low consumer confidence causing a decrease in demand for goods and services. Economic conditions slowly improved and stabilized towards the end of the evaluation period. This allowed BOKF to increase lending efforts in 2012. Therefore, in our analysis of the bank's performance under the Lending Test geographic distribution and borrower income distribution criteria, we placed more emphasis on the bank's performance in 2012 than to its performance in 2011 to reach our conclusions.

We reviewed five community contacts as part of this evaluation, four in KS and one in MO. The contacts included entities primarily engaged in affordable housing, economic development, first time homebuyer programs and revitalization. Community contacts cited the following as needs in the AA: affordable housing units and loans, small dollar loans, access to affordable and convenient basic banking services specifically tailored to LMI families, financial literacy, increased bank participation in first time homebuyer programs, funds available for rehabbing and repairing properties, more participation on boards, and donations of vacant and dilapidated properties. There are ample opportunities in the community for bank involvement as over 8,000 nonprofits operate in the AA.

## **LENDING TEST**

### **Conclusions for Areas Receiving Full-Scope Reviews**

BOKF's performance under the lending test in the Kansas City KS/MO Multistate Metropolitan Area is rated "Outstanding." CD lending performance compensated for overall good retail lending performance in the Kansas City AA.

## **Lending Activity**

Refer to Table 1 Lending Volume in the Kansas City KS/MO Multistate Metropolitan Area section of appendix D for the facts and data used to evaluate the bank's lending activity.

BOKF's lending activity in the Kansas City AA is excellent. Based upon FDIC Deposit Market Share data as of June 30, 2012, BOKF achieved a 0.76 percent market share of deposits, ranking 26<sup>th</sup> among 92 financial institutions in the AA. Based upon 2012 peer mortgage data, BOKF achieved a 2.28 percent market share of home purchase loans, ranking 9<sup>th</sup> among 306 reporting lenders. The institution achieved a 1.02 percent market share of refinance loans, ranking 22<sup>nd</sup> among 415 reporting lenders and achieved a 1.32 percent market share of home improvement loans, ranking 17<sup>th</sup> among 124 reporting lenders. These market shares and rankings are excellent when considering competition within the AA. BOKF achieved a 0.03 percent market share of small loans to businesses, ranking 51<sup>st</sup> among 112 reporting lenders. The top 5 small business lenders originated 59.00 percent of loans in this AA. A majority of the lenders with a large market share are nationwide credit card lenders.

## **Distribution of Loans by Income Level of the Geography**

Overall, the geographic distribution of the bank's lending is adequate, as evidenced by overall adequate home mortgage loan performance.

### ***Home Mortgage Loans***

The overall geographic distribution of home mortgage loans is adequate. This is supported by adequate home refinance and home improvement lending, and good home purchase lending.

Refer to Tables 2, 3, 4, and 5 in the Kansas City Multistate Metropolitan Area section of appendix D for data used to evaluate the geographic distribution of the bank's home mortgage loan originations and purchases.

### **Home Purchase Loans**

The geographic distribution of home purchase loans is good. In 2012, the geographic distribution of home purchase loans was good, when considering market share performance. The percentage of home purchase loans in low-income geographies was significantly lower than the percentage of owner-occupied housing units. The bank's percentage of home purchase loans in moderate-income geographies approximated the percentage of owner-occupied housing units. The bank's market share for home purchase loans in low-income geographies exceeded its overall market share. The bank's market share for home purchase loans in moderate-income geographies exceeded its overall market share.

In 2011, the geographic distribution of home purchase loans was weaker than performance in 2012 and was adequate. While market share performance in both low- and moderate-income geographies was excellent, somewhat weaker performance was evidenced in the percentage of bank loans in moderate-income geographies as compared to the percentage of owner-occupied units. While weaker, this conclusion was not significant enough to impact the overall home purchase conclusion.

*Home Improvement Loans*

The geographic distribution of home improvement loans is adequate, when considering market share performance in moderate-income geographies. In 2012, the geographic distribution of home improvement loans is poor. The bank did not originate any home improvement loans in low-income census tracts. The bank's percentage of home improvement loans in moderate-income geographies was lower than the percentage of owner-occupied housing units. The bank's market share for home improvement loans in moderate-income geographies exceeded its overall market share. In 2011, the bank did not originate or purchase a sufficient volume of home improvement loans to perform a meaningful analysis.

*Home Refinance Loans*

The geographic distribution of home refinance loans is adequate. In 2012, the geographic distribution of home refinance loans is adequate, when considering market share performance. The percentage of home refinance loans in low-income geographies was significantly lower than the percentage of owner-occupied housing units. The percentage of loans in moderate-income CTs was well below the percentage of owner-occupied housing units. The bank's market share in low-income geographies exceeded its overall market share for home refinance loans. The bank's market share of loans in moderate-income CTs exceeded its overall market share for home refinance loans.

In 2011, the geographic distribution of home refinance loans was weaker than performance in 2012 and was poor. While market share performance in both low- and moderate-income geographies was excellent, weaker performance was evidenced in the percentage of bank loans as compared to the percentage of owner-occupied units in low- and moderate-income CTs. While weaker, this conclusion was not significant enough to impact the overall home refinance conclusion.

***Small Loans to Businesses***

Bank did not originate or purchase a sufficient volume of small loans to businesses in either analysis period to perform meaningful analysis.

Refer to Table 6 in the Kansas City Multistate Metropolitan Area section of appendix D for data used to evaluate the geographic distribution of the bank's origination/purchase of small loans to businesses.

***Lending Gap Analysis***

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

**Distribution of Loans by Income Level of the Borrower**

The overall borrower income distribution of BOKF's lending is excellent. Excellent performance was evidenced in the distribution of home mortgage loans by borrower income level.

***Home Mortgage Loans***

Overall, the distribution of home mortgage loans by borrower income level is excellent. Excellent home purchase and home improvement loan performance augmented good home refinance performance. In

evaluating the borrower distribution of home mortgage loans, we considered the number of households that live below the poverty level and the barriers that this may have on home ownership. The percentage of total households living below poverty level in the Kansas City AA based on 2000 and 2010 Census Data is 9.00 and 12.00 percent, respectively.

Refer to Tables 8, 9, and 10 in the Kansas City Multistate Metropolitan Area section of appendix D for data used to evaluate the borrower distribution of the bank's home mortgage loan originations and purchases.

#### Home Purchase Loans

The borrower distribution of home purchase loans is excellent. In 2012, the borrower distribution of home purchase loans was excellent. The percentage of home purchase loans to low-income borrowers exceeded the percentage of low-income families in the AA. The percentage of home purchase loans to moderate-income borrowers exceeded the percentage of moderate-income families in the AA. The bank's market share to low-income borrowers exceeded its overall market share for home purchase loans. The bank's market share to moderate-income borrowers also exceeded its overall market share for home purchase loans.

In 2011, the borrower distribution of home purchase loans was not inconsistent with performance in 2012.

#### Home Improvement Loans

The borrower distribution of home improvement loans is excellent. In 2012, the borrower distribution of home improvement loans is excellent. The percentage of home improvement loans to low-income borrowers was considered excellent. The percentage of home improvement loans to moderate-income borrowers exceeded the percentage of moderate-income families in the AA. The bank's market share to low-income borrowers exceeded its overall market share for home improvement loans. The bank's market share to moderate-income borrowers also exceeded its overall market share for home improvement loans. In 2011, the bank did not originate or purchase a sufficient volume of home improvement loans to perform a meaningful analysis.

#### Home Refinance Loans

The borrower distribution of home refinance loans is good. In 2012, the borrower distribution of home refinance loans was good. The percentage of home refinance loans to low-income borrowers are lower than the percentage of low-income families in the AA. The percentage of home refinance loans to moderate-income borrowers exceeded the percentage of moderate-income families in the AA. The bank's market share to low-income borrowers exceeded its overall market share for home refinance loans. The bank's market share to moderate-income borrowers also exceeded its overall market share for home refinance loans.

In 2011, borrower distribution of home refinance loans was weaker than performance in 2012 and was adequate. While market share performance for both low- and moderate-income borrowers was excellent, weaker performance was evidenced in the percentage of bank loans as compared to the percentage of low- and moderate-income families. While weaker, this conclusion was not significant enough to impact the overall home refinance conclusion.

### ***Small Loans to Businesses***

Bank did not originate or purchase a sufficient volume of small loans to businesses in either analysis period to perform meaningful analysis. Refer to Table 11 in the Kansas City Multistate Metropolitan Area section of appendix D for the facts and data used to evaluate the borrower distribution of the bank's origination/purchase of small loans to businesses.

### **Community Development (CD) Lending**

Refer to Table 1 Lending Volume in the Kansas City Multistate Metropolitan Area section of appendix D for data used to evaluate the bank's CD lending. This table includes all CD loans, including multifamily loans that qualify as CD loans. In addition, Table 5 includes geographic lending data on all multifamily loans, including those that qualify as CD loans. Table 5 does not separately list CD loans.

CD lending was exceptionally strong, and had a significantly positive impact on the lending performance in the Kansas City AA. This performance compensated for overall good retail lending performance. The bank's CD loans primarily helped to revitalize and stabilize LMI areas, particularly areas designated as either federal or state Urban Enterprise Zones. BOKF originated seven loans totaling \$19.9 million, or 55.11 percent of Tier 1 capital allocated to the Kansas City AA. These loans help address some of the primary needs identified by contacts (i.e. affordable housing and revitalization), including four loans totaling \$19.4 million for revitalization and stabilization of LMI areas, and one loan totaling \$74 thousand for affordable housing. Thirty six affordable housing units and 182 LMI jobs were created as a result of all CD loans. Specific examples of CD loans are highlighted below.

- BOKF originated a \$10.8 million loan to assist a borrower in purchasing a new headquarters building in a moderate-income geography in the AA. The borrower retained 155 employees from the company purchased. This loan revitalizes a designated blighted area through improvements made to the acquired facility. In addition to retaining 155 employees, 45 new positions were added. Fifty percent of the company's jobs are LMI.
- BOKF originated a loan totaling \$2.3 million for land acquisition, soft costs, and development fees pertaining to the construction of a shopping center in Sugar Creek, MO. This project provides a stabilizing effect on this moderate-income area, and will bring much-needed LMI jobs to the area.

### **Product Innovation and Flexibility**

Flexible and innovative loan programs had a neutral impact on the bank's lending performance in the Kansas City AA. The bank did not maintain information on loans originated in the Kansas City AA. However, the bank did provide information regarding flexible loans programs and loans made in the states of Kansas and Missouri. Refer to the Other Performance Data – Lending Test section in the overall "Scope of Evaluation" section for additional information.

## **INVESTMENT TEST**

### **Conclusions for Areas Receiving Full-Scope Reviews**

The bank's performance under the investment test in the Kansas City KS/MO MMSA is rated "Outstanding." Based on full-scope reviews, the bank's performance in the Kansas City AA is excellent.

Refer to Table 14 in the Kansas City Multistate Metropolitan Area section of appendix D for data used to evaluate the bank's level of qualified investments.

During the evaluation period, BOKF made 11 investments in the AA totaling over \$6.0 million. In addition, five prior period investments with a total book value of \$709 thousand remained outstanding at the end of the evaluation period. These prior period investments provide continued benefit to the AA. Total investments of \$6.7 million represented 18.65 percent of Tier 1 capital allocated to the AA. Additionally, at the end of the evaluation period there were three investments with \$232,000 in unfunded commitments.

Investments included a \$5.9 million investment in Low Income Housing Tax Credits (LIHTC) through a private label fund supporting the development of a 48-unit senior housing project located in Gardner, Kansas for seniors with income at or below 60 percent of area median income. The majority of investments were associated with affordable housing; however, economic development and community services were also supported. The Kansas City AA had a reasonable number of investment opportunities based on discussions with bank management and community contacts. The Kansas City MO/KS MMSA is competitive, with large regional and national banks competing for qualified investments in this market. The bank's responsiveness to the CD needs in the AA is good based on the volume of affordable housing investments, which is a stated need in the area.

## **SERVICE TEST**

### **Conclusions for Areas Receiving Full-Scope Reviews**

BOKF's performance under the service test in the Kansas City KS/MO MMSA is rated "Low Satisfactory." Based on full-scope review, the bank's performance in Kansas City AA is adequate.

### **Retail Banking Services**

Refer to Table 15 in the Kansas City Multistate Metropolitan Area section of appendix D for the facts and data used to evaluate the distribution of the bank's branch delivery system and branch openings and closings.

BOKF's branch distribution in the AA is adequate when considering its very limited presence. Branches were reasonably accessible to geographies and individuals of different income levels in the AA. There are no branches in low- or moderate-income geographies; however, the bank has a very limited presence in this AA with only three branches.

Branch openings and closings have generally not adversely affected accessibility of bank products and services, particularly in LMI geographies or to LMI individuals. The bank closed one branch located in an upper-income tract due to poor financial performance. The bank also opened one branch in a middle-income tract during the evaluation period. Branch services and hours did not vary in a way that would inconvenience portions of the AA, particularly LMI individuals. Hours and services are comparable across all branches, regardless of geography income level.

Refer to the Other Performance Data – Service Test section in the overall “Scope of Evaluation” section for additional information regarding alternative delivery systems.

## **Community Development Services**

BOKF employees in the Kansas City AA provided an adequate level of community services. During the evaluation period, BOKF employees performed 52 hours of qualified service activities. Thirty-two of the community service hours were used to provide financial services support and expertise to organizations that support LMI individuals and 20 hours were used to provide financial education to LMI individuals through various organizations. Bank employees taught several financial education classes/programs, served on a finance committee to assist with affordable housing programs, and provided tax preparation assistance for LMI individuals and families. The following are examples of qualifying community development services:

- **Boys & Girls Club of Kansas City**

This organization’s goal is to provide members with the skills to graduate high school and pursue college, vocational training, or a career. Members are typically at-risk youth from low-income families. The vast majority of youth are from single-parent families, participate in free or reduced lunch programs, and reside in neighborhoods below the poverty level. The bank teaches the FDIC MoneySmart curriculum for the Club. MoneySmart is a set of financial education modules designed to help LMI individuals outside the financial mainstream enhance their financial skills and create positive banking relationships. During the evaluation period, the bank taught one or more of MoneySmart modules through the Boys & Girls Club on seven occasions with a total of 116 LMI participants.

- **Kansas City Cash Coalition Inc.**

This organization provides support to LMI families by building economic stability and increasing financial stability. The organization’s activities include increasing awareness of and utilization of applicable tax credits; providing free tax preparation to qualifying families; connecting taxpayers to financial literacy and asset building programs; promoting community resources; and, assisting families in reaching self-sufficiency. The bank taught tax preparation classes and assisted in tax preparation. During the evaluation period, the bank taught the tax preparation classes on two occasions with a total of 30 LMI participants.

## State Rating

### State of Arizona

CRA rating for the State of Arizona:	<b>Satisfactory</b>
The lending test is rated:	<b>Low Satisfactory</b>
The investment test is rated:	<b>High Satisfactory</b>
The service test is rated:	<b>High Satisfactory</b>

The major factors that support this rating include:

- An adequate level of lending for home mortgage loans and small loans to businesses;
- An overall very poor geographic distribution, as shown by very poor distribution of home mortgage loans;
- An overall adequate borrower distribution, as shown by adequate distribution of home mortgage loans;
- A significantly positive level of CD loans that were responsive to community needs;
- A good level of qualifying investments, grants, and donations that were responsive to community needs;
- A good branch distribution where branches are accessible to individuals and geographies of different income levels; and
- An adequate level of CD services that were responsive to community needs.

### Description of Institution's Operations in the State of Arizona

The bank has one AA in the State of Arizona. BOKF has designated Maricopa County in the Phoenix-Mesa-Glendale MSA as an AA. BOKF has four Walmart full-service branches located in the State of Arizona, which represent 2.33 percent of the total number of branches for the bank. These branches house 3.13 percent of the BOKF total deposits. BOKF has 1.81 percent of its CRA reportable HMDA, small business and small farm loans located in its Arizona AA. This rating area was created for BOKF with the charter consolidation on January 1, 2011.

As of June 30, 2012, there were 74 deposit-taking institutions in the State of Arizona, with a total of 1,360 branches. BOKF ranked 18<sup>th</sup> in deposit market share in the state, with a 0.33 percent market share. The top three deposit competitors had 70.60 percent of the total deposit market share in the state. These competitors included Wells Fargo Bank, N.A. with 26.48 percent, JPMorgan Chase Bank, N.A. with 25.33 percent, and Bank of America, N.A. with 18.79 percent.

Refer to the market profile for the State of Arizona in appendix C for detailed demographics and other performance context information for assessment areas that received full-scope reviews.

## **Scope of Evaluation in State of Arizona**

We evaluated the bank's performance in the State of Arizona by performing a full-scope review of the Phoenix AA. The bank did not originate or purchase a sufficient volume of home improvement loans in either analysis period to perform a meaningful analysis. Please refer to the table in appendix A for more information.

As stated in the Scope of Evaluation in the Ratings section, significant economic factors during 2011 decreased loan demand and borrowers' ability to repay many home mortgage and small business loans. The volume of home purchases and loans refinanced was significantly lower. Higher unemployment and lower borrower incomes caused a significant increase in the volume of late payments and defaults, and decreases in home values caused loan balances to exceed property values. These impeded lending opportunities. The volume of small loans to businesses also declined due to low consumer confidence causing a decrease in demand for goods and services. Economic conditions slowly improved and stabilized towards the end of the evaluation period. This allowed BOKF to increase lending efforts in 2012. Therefore, in our analysis of the bank's performance under the Lending Test geographic distribution and borrower income distribution criteria, we placed more emphasis on the bank's performance in 2012 than to its performance in 2011 to reach our conclusions.

During the course of this evaluation, we considered information from two community contacts conducted in the Phoenix AA. The contacts included entities primarily engaged in affordable housing, first time homebuyer programs, economic development, and small businesses. Community contacts most commonly cited the need for affordable housing units and loans, small business loans, and continued community involvement. There are ample opportunities in the community for bank involvement as over 11,000 nonprofit organizations operate in the AA.

## **LENDING TEST**

### **Conclusions for Areas Receiving Full-Scope Reviews**

BOKF's performance under the lending test in the State of Arizona is rated "Low Satisfactory." Performance in the Phoenix AA is considered adequate, where CD lending performance compensated for overall poor retail lending.

### **Lending Activity**

Refer to Table 1 Lending Volume in the State of Arizona section of appendix D for the facts and data used to evaluate the bank's lending activity.

BOKF's lending activity in the Phoenix AA is adequate. Based upon FDIC Deposit Market Share data as of June 30, 2012, BOKF achieved a 0.46 percent market share of deposits, ranking 7<sup>th</sup> among 62 financial institutions in the AA. Based upon 2012 peer mortgage data, BOKF achieved a 0.14 percent market share of home purchase loans, ranking 82<sup>nd</sup> among 398 reporting lenders. The institution achieved a 0.17 percent market share of refinance loans, ranking 73<sup>rd</sup> among 495 reporting lenders and achieved a 0.24 percent market share of home improvement loans, ranking 49<sup>th</sup> among 124 reporting lenders. These market shares and rankings are adequate when considering competition within the AA. BOKF achieved a 0.12 percent market share of small loans to businesses, ranking 28<sup>th</sup> among 159

reporting lenders. The top five small business lenders originated 67.00 percent of loans in this AA. A majority of the lenders with a large market share are nationwide credit card lenders.

### **Distribution of Loans by Income Level of the Geography**

Overall, the geographic distribution of loans is very poor, as evidenced by very poor home mortgage loan performance.

#### **Home Mortgage Loans**

The overall geographic distribution of home mortgage loans is very poor. This conclusion is supported by very poor home refinance and home improvement performance, and poor home purchase performance.

Refer to Tables 2, 3, 4, and 5 in the State of Arizona section of appendix D 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 overall geographic distribution of home purchase loans is poor, when considering performance in 2012. In 2012, the geographic distribution of home purchase loans was adequate, when considering market share performance. The percentage of home purchase loans in low-income geographies was lower than the percentage of owner-occupied housing units. BOKF's percentage of home purchase loans in moderate-income geographies was significantly lower than the percentage of owner-occupied housing units. The bank's market share for home purchase loans in low-income geographies exceeded its overall market share. The bank's market share for home purchase loans in moderate-income geographies was somewhat lower than its overall market share.

In 2011, the geographic distribution of home purchase loans was weaker than performance in 2012, and was very poor. While the bank's market share in moderate-income geographies significantly exceeded its overall market share, the percentage of bank loans in these geographies was significantly lower than the percentage of owner-occupied units. Additionally, the bank did not originate or purchase any loans in low-income geographies. This conclusion had a negative impact on the overall home purchase conclusion.

#### Home Improvement Loans

The overall geographic distribution of home improvement loans is very poor. The bank did not originate or purchase a sufficient volume of home improvement loans in 2012 to perform a meaningful analysis. In 2011, the geographic distribution of home improvement loans was very poor. The bank did not originate any home improvement loans in low-income CTs. BOKF's percentage of home improvement loans in moderate-income geographies was significantly lower than the percentage of owner-occupied housing units. The bank's market share for home improvement loans in moderate-income geographies was somewhat lower than its overall market share.

#### Home Refinance Loans

The overall geographic distribution of home refinance loans is very poor. In 2012, the geographic distribution of home refinance loans was very poor. The bank did not originate any home refinance loans in low-income census tracts. The percentage of loans in moderate-income CTs was significantly

lower than the percentage of owner-occupied housing units. The market share of loans in moderate-income CTs was significantly lower than its overall market share for home refinance loans.

In 2011, the geographic distribution of home refinance loans was not inconsistent with performance in 2012.

### **Small Loans to Businesses**

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

BOKF's geographic distribution of small loans to businesses is excellent. In 2012, the geographic distribution of small loans to businesses was excellent. The percentage of small loans to businesses in low-income geographies exceeded the percentage of businesses located in low-income tracts. The percentage of small loans to businesses in moderate-income geographies was near to the percentage of businesses located in moderate-income CTs. The market share of loans in low-income CTs exceeded its overall market share for small loans to businesses. The bank's market share of loans in moderate-income geographies was near to its overall market share for small loans to businesses.

In 2011, the geographic distribution of small loans to businesses was not inconsistent with performance in 2012.

### **Lending Gap Analysis**

Reports and maps detailing BOKF's 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 gaps were identified.

### **Distribution of Loans by Income Level of the Borrower**

The overall borrower income distribution of BOKF's lending is adequate, as evidenced by adequate home mortgage loan performance.

#### ***Home Mortgage Loans***

Overall, the borrower distribution of home mortgage loans is adequate. While home refinance performance was poor, it was augmented by adequate home purchase and home improvement performance. In evaluating the borrower distribution of home mortgage loans, we considered the number of households that live below the poverty level and the barriers that this may have on home ownership. The percentage of total households living below poverty level in the Phoenix AA based on 2000 and 2010 Census Data is 10.00 and 12.00 percent, respectively.

Refer to Tables 8, 9, and 10 in the State of Arizona section of appendix D 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 overall borrower distribution of home purchase loans is adequate. In 2012, the borrower distribution of home purchase loans was adequate. The percentage of home purchase loans to low-

income borrowers was lower than the percentage of low-income families in the AA. The percentage of home purchase loans to moderate-income borrowers exceeded the percentage of moderate-income families in the AA. The bank's market share to low-income borrowers was lower than its overall market share for home purchase loans. The bank's market share to moderate-income borrowers was somewhat lower than its overall market share for home purchase loans.

In 2011, the borrower distribution of home purchase loans was stronger than performance in 2012 and was good. This conclusion was due to stronger performance to low-income borrowers, both in the percentage of loans to percentage of families, and in market share performance. While stronger, this conclusion was not significant enough to impact the overall home purchase conclusion.

#### *Home Improvement Loans*

The overall borrower distribution of home improvement loans is adequate. The bank did not originate or purchase a sufficient volume of home improvement loans in 2012 to perform a meaningful analysis. In 2011, the borrower distribution of home improvement loans was adequate. The percentage of home improvement loans to low-income borrowers was near to the percentage of low-income families in the AA and was considered excellent. The percentage of home improvement loans to moderate-income borrowers was significantly lower than the percentage of moderate-income families in the AA. The bank's market share to low-income borrowers exceeded its overall market share for home improvement loans. The bank's market share to moderate-income borrowers was significantly lower than its overall market share for home improvement loans.

#### *Home Refinance Loans*

The overall borrower distribution of home refinance loans is poor. In 2012, the borrower distribution of home refinance loans was poor. The percentage of home refinance loans to low-income borrowers was significantly lower than the percentage of low-income families in the AA; however, was poor when considering the performance context information discussed at the beginning of this section. The percentage of home refinance loans to moderate-income borrowers was significantly lower than the percentage of moderate-income families in the AA. The bank's market share to low-income borrowers was significantly lower than its overall market share for home refinance loans. The bank's market share to moderate-income borrowers was lower than its overall market share for home refinance loans.

In 2011, the borrower distribution of home refinance loans was not inconsistent with performance in 2012.

#### ***Small Loans to Businesses***

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

Overall, BOKF's penetration of small loans to small businesses is poor. In 2012, the percentage of small loans to small businesses was poor. The percentage of small loans to small businesses (businesses with gross annual revenues of \$1 million or less) was lower than the percentage of small businesses in the AA. The bank's market share of small loans to small businesses was lower than its overall market share of small businesses loans.

In 2011, the borrower distribution of small loans to businesses was not inconsistent with performance in 2012.

## Community Development Lending

Refer to Table 1 Lending Volume in the “State of Arizona” section of appendix D for the facts and data used to evaluate the bank’s level of community development lending. This table includes all community development loans, including multifamily loans that also qualify as community development loans. In addition, Table 5 includes geographic lending data on all multifamily loans, including those that also qualify as community development loans. Table 5 does not separately list community development loans, however.

CD lending was exceptionally strong, and had a significantly positive impact on the lending performance in the Phoenix AA. This performance compensated for overall poor retail lending performance. BOKF originated 11 loans totaling \$24 million. This represents 38.13 percent of Tier 1 capital allocated to the AA. These loans help address some of the identified needs in the area, including four loans totaling \$11.1 million for services targeting LMI individuals, four loans totaling \$7.5 million for economic development, and three loans totaling \$5.5 million for revitalization and stabilization of LMI areas. CD lending has had a beneficial impact on the community creating 214 LMI jobs. In addition, one of the community service loans involved rehabilitation of community facilities that primarily serve homeless persons.

Examples of CD loans are highlighted below:

- BOKF originated a \$1.3 million loan to renew a working capital loan to a business located in moderate-income geography. The property is located in an Enterprise Zone. The company retained 36 LMI employees.
- BOKF renewed a \$2.3 million working capital loan to a business located in low-income geography. The company retained 33 LMI employees.
- BOKF originated a \$1.7 million term loan on real estate to finance a building in which the borrower operates. The loan provides continued support of a small business located in a moderate-income census tract. The company retains 35 jobs, 30 of which are LMI. This property is located in a designated Historically Underutilized Business Zone (HUBZone).
- BOKF originated a \$1.3 million dollar loan to purchase a property in a reclaimed brownfield area. The area was identified as part of a government revitalization and stabilization plan.

## Product Innovation and Flexibility

Flexible and innovative loan programs had a neutral impact on the bank’s lending performance in the Phoenix AA. The bank did not maintain information on loans originated in the Phoenix AA. However, the bank did provide information regarding a flexible loan program and loans made in the state of Arizona. Refer to the Other Performance Data – Lending Test section in the overall “Scope of Evaluation” section for additional information.

## INVESTMENT TEST

### Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the investment test in State of Arizona is rated "High Satisfactory." Based on full-scope reviews, the bank's performance in the Phoenix AA is good.

Refer to Table 14 in the State of Arizona section of appendix D for the facts and data used to evaluate the bank's level of qualified investments.

During the evaluation period, BOKF made 21 investments in the Phoenix AA totaling \$1.7 million. In addition, there were five prior period investments with a total book value of \$962 thousand outstanding at the end of the evaluation period. These prior period investments provide continued benefit to the AA. Total investments of \$2.6 million represented 4.17 percent of Tier 1 capital allocated to the AA. Additionally, at the end of the evaluation period there were two investments with \$227,000 in unfunded commitments.

The majority of investments were associated with promoting economic development, promoting creation and retention of LMI jobs, and creating capacity for affordable housing to meet the needs of the communities served. The bank invested \$1.5 million in several funds that support economic development and \$1 million in mortgage-backed securities which help create capacity for additional affordable housing lending. The AA had a reasonable number of investment opportunities based on discussions with bank management and community contacts. The Phoenix AA is competitive with several large national banks competing for qualified investments in this market. The bank's responsiveness to the CD needs in the AA is adequate based largely on the volume of investments creating affordable housing capacity, which is a stated need in the area.

#### Arizona Statewide

In addition to qualifying investments in the AA, we considered investments made in the greater statewide area. During the evaluation period one investment totaling \$84 thousand was made in the greater statewide area with a purpose, mandate, or function to serve the AA. Additionally, two prior period investments with book values totaling \$792 thousand remained outstanding at the end of the evaluation period. Two of the loans in the greater statewide area with a purpose, mandate, or function to serve the AA had \$68,000 in unfunded commitments at the end of the evaluation period. The bank also had two prior period investments in the greater statewide area without a purpose, mandate, or function to serve the AA with book values totaling \$161,000.

## SERVICE TEST

### Conclusions for Areas Receiving Full-Scope Reviews

BOKF's performance under the service test in the State of Arizona is rated "High Satisfactory." Based on full-scope review, the bank's performance in the Phoenix AA is good.

## Retail Banking Services

Refer to Table 15 in the State of Arizona section of appendix D for the facts and data used to evaluate the distribution of the bank's branch delivery system and branch openings and closings.

BOKF's branch distribution in the AA is good, when considering the bank's limited presence in the AA. At the end of the evaluation period, the bank had four branches in the AA. Branches were accessible to geographies and individuals of different income levels in the AA. There were no branches in the low-income census tracts. BOKF had one branch in a moderate-income census tract. The percentage of branches in the moderate-income geographies exceeded the percentage of population in those census tracts.

Branch openings and closings have generally not adversely affected accessibility of bank products and services, particularly in LMI geographies or to LMI individuals. During the evaluation period, the bank closed one branch in an upper-income tract and opened one in a middle-income tract. Branch services and hours did not vary in a way that would inconvenience portions of the AA, particularly LMI individuals. Hours and services are comparable across all branches, regardless of geography income level.

Refer to the Other Performance Data – Service Test section in the overall “Scope of Evaluation” section for additional information regarding alternative delivery systems.

## Community Development Services

The level of community development services is good. During the evaluation period, BOKF employees performed 152 hours of qualified service activities, including 32 hours of financial education training to LMI individuals.

The following is an additional example of qualifying community development service:

- Arizona Women's Education & Employment (AWEE)***  
 A bank officer served on the Board of Directors and as Treasurer of this nonprofit organization. This organization provides career readiness workshops, Microsoft computer instruction, legal and financial education, as well as job placement services. Over 90 percent of the individuals served by AWEE are at or below poverty level. During the evaluation period, the bank employee provided 120 hours in their capacity as treasurer and board member.

## State Rating

### State of Arkansas

CRA rating for the State of Arkansas: **Outstanding**  
 The lending test is rated: **Outstanding**  
 The investment test is rated: **Outstanding**  
 The service test is rated: **Low Satisfactory**

The major factors that support this rating include:

- A good level of lending for home mortgage loans and small loans to businesses;
- An overall excellent geographic distribution, as shown by excellent distribution of home mortgage loans;
- An overall excellent borrower distribution, as shown by excellent distribution of home mortgage loans;
- A significantly positive level of CD loans that were responsive to community needs. This performance further supports the overall excellent lending performance;
- An excellent level of qualifying investments, grants, and donations that were responsive to community needs;
- An adequate branch distribution where branches are reasonably accessible to individuals and geographies of different income levels; and
- A poor level of CD services that were not particularly responsive to community needs.

### Description of Institution's Operations in the State of Arkansas

The bank has one AA in the State of Arkansas. BOKF has designated Benton and Washington Counties in the Fayetteville-Springdale-Rogers MSA as its AA. BOKF has two full-service branches located in the State of Arkansas, which represent 1.16 percent of the total number of branches for the bank. These branches house 1.34 percent of BOKF's total deposits. BOKF has 2.87 percent of its CRA reportable HMDA, small business and small farm loans located in the Arkansas AA. This rating area was created for BOKF with the charter consolidation on January 1, 2011.

As of June 30, 2012, there were 144 deposit-taking institutions in the State of Arkansas, with a total of 1,447 branches. BOKF ranked 44<sup>th</sup> in deposit market share in the state, with a 0.45 percent market share. The top five deposit competitors had 36.04 percent of the total deposit market share in the state. These competitors included Arvest Bank with 12.07 percent, Regions Bank, N.A. with 8.01 percent, First Security Bank with 6.09 percent, Bank of America, N.A. with 5.86 percent, and Liberty Bank of Arkansas with 4.01 percent.

Refer to the market profile for the State of Arkansas in appendix C for detailed demographics and other performance context information for assessment areas that received full-scope reviews.

## **Scope of Evaluation in State of Arkansas**

We evaluated the bank's performance in the State of Arkansas by performing a full-scope review of the Fayetteville AR AA. The bank did not originate or purchase a sufficient volume of home improvement loans in either analysis period to perform a meaningful analysis. Please refer to the table in appendix A for more information.

As stated in the Scope of Evaluation in the Ratings section, significant economic factors during 2011 decreased loan demand and borrowers' ability to repay many home mortgage and small business loans. The volume of home purchases and loans refinanced was significantly lower. Higher unemployment and lower borrower incomes caused a significant increase in the volume of late payments and defaults, and decreases in home values caused loan balances to exceed property values. These impeded lending opportunities. The volume of small loans to businesses also declined due to low consumer confidence causing a decrease in demand for goods and services. Economic conditions slowly improved and stabilized towards the end of the evaluation period. This allowed BOKF to increase lending efforts in 2012. Therefore, in our analysis of the bank's performance under the Lending Test geographic distribution and borrower income distribution criteria, we placed more emphasis on the bank's performance in 2012 than to its performance in 2011 to reach our conclusions.

During the course of this evaluation, we considered information from one community contact conducted in the Fayetteville AA. The entity is primarily engaged in three separate lines of services: code compliance, community development, and animal service programs. Their primary community development services include affordable housing, economic development, rehabilitation, redevelopment, credit counseling, education, workforce readiness, transportation programs, and pet food banks. The contact cited the need for affordable housing, quality of life issue programs (i.e. services), and continued community involvement. There are moderate opportunities in the community for bank involvement, with approximately 1,500 nonprofit organizations operating in the AA, and 31 depository institutions vying for lending and CD opportunities.

## **LENDING TEST**

### **Conclusions for Areas Receiving Full-Scope Reviews**

BOKF's performance under the lending test in the State of Arkansas is rated "Outstanding," based on performance in the Fayetteville AA.

### **Lending Activity**

Refer to Tables 1 Lending Volume in the State of Arkansas section of appendix D for the facts and data used to evaluate the bank's lending activity.

BOKF's lending activity in the Fayetteville AA is good. Based upon FDIC Deposit Market Share data as of June 30, 2012, BOKF achieved a 2.84 percent market share of deposits, ranking 6<sup>th</sup> among 31 financial institutions in the AA. Based upon 2012 peer mortgage data, BOKF achieved a 7.40 percent market share of home purchase loans, ranking 4<sup>th</sup> among 185 reporting lenders. The institution achieved

a 2.30 percent market share of refinance loans, ranking 9<sup>th</sup> among 232 reporting lenders and achieved a 2.10 percent market share of home improvement loans, ranking 7<sup>th</sup> among 60 reporting lenders. These market shares and rankings are good when considering competition within the AA. BOKF achieved a 0.33 percent market share of small loans to businesses, ranking 22<sup>nd</sup> among 60 reporting lenders. The top five small business lenders originated 66.00 percent of loans in this AA. Except for Arvest, the remaining majority of the lenders with a large loan market share are nationwide credit card lenders.

## **Distribution of Loans by Income Level of the Geography**

Overall, the geographic distribution of loans is excellent, as evidenced by excellent home mortgage loan performance.

### ***Home Mortgage Loans***

The overall geographic distribution of home mortgage loans is excellent. Excellent performance was evidenced in all home mortgage loan categories that were analyzed. In evaluating the geographic distribution of home loans in the AA, it is important to note that, according to 2010 U.S. Census data, low-income census tracts contained 1.71 percent (1,674 units) of the total owner-occupied housing units in the AA, which is an increase from the 2000 U.S. Census data which reflected 0.26 percent (202 units). Comparatively, according to 2010 U.S. Census data, moderate-income census tracts contained 8.69 percent (8,506 units) of the total owner-occupied housing units in the AA, which is a substantial increase from the 2000 U.S. Census data which reflected 3.48 percent (2,707 units). Based on these statistics, while opportunities in low-income tracts is increasing, there continues to be substantially more opportunities for home mortgage lending in moderate-income census tracts (ratio 5:1). As such, greater emphasis was placed on the bank's performance in moderate-income geographies when determining the overall geographic distribution conclusion for home mortgage loans.

Refer to Tables 2, 3, 4, and 5 in the State of Arkansas section of appendix D 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 overall geographic distribution of home purchase loans is excellent. In 2012, the geographic distribution of home purchase loans was excellent. The percentage of home purchase loans in low-income geographies was near to the percentage of owner-occupied housing units. BOKF's percentage of home purchase loans in moderate-income geographies exceeded the percentage of owner-occupied housing units. The bank's market share for home purchase loans in low-income geographies exceeded its overall market share. The bank's market share for home purchase loans in moderate-income geographies exceeded its overall market share.

In 2011, the geographic distribution of home purchase loans was not inconsistent with performance in 2012. Factoring into this conclusion is the fact that low-income geographies contained only 202 owner-occupied housing units.

### **Home Refinance Loans**

The overall geographic distribution of home refinance loans is excellent. In 2012, geographic distribution of home refinance loans was excellent. The percentage of home refinance loans in low-income geographies exceeded the percentage of owner-occupied housing units. The percentage of loans in moderate-income CTs exceeded the percentage of owner-occupied housing units. The bank's market

share in low-income geographies exceeded its overall market share for home refinance loans. The market share of loans in moderate-income CTs exceeded its overall market share for home refinance loans.

In 2011, the geographic distribution of home refinance loans was weaker than performance in 2012 and was good. The bank did not originate or purchase any loans in low-income geographies; however, consideration was given to the fact that low-income geographies contained only 202 owner-occupied housing units. Market share performance in moderate-income geographies was excellent; however, the percentage of bank loans in these geographies was somewhat lower than the percentage of owner-occupied housing units. While weaker, this conclusion was not significant enough to impact the overall home refinance conclusion.

### ***Small Loans to Businesses***

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

BOKF's geographic distribution of small loans to businesses is excellent. In 2012, the geographic distribution of small loans to businesses was excellent. The percentage of small loans to businesses in low-income geographies exceeded the percentage of businesses located in low-income tracts. The percentage of small loans to businesses in moderate-income geographies exceeded the percentage of businesses located in moderate-income CTs. The market share of loans in low-income CTs exceeded its overall market share for small loans to businesses. The bank's market share of loans in moderate-income geographies exceeded its overall market share for small loans to businesses.

In 2011, the geographic distribution of small loans to businesses was not inconsistent with performance in 2012.

### **Lending Gap Analysis**

Reports and maps detailing BOKF's 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 gaps were identified.

### **Distribution of Loans by Income Level of the Borrower**

The overall borrower income distribution of BOKF's lending is excellent, as evidenced by excellent home mortgage loan performance.

### ***Home Mortgage Loans***

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

Overall, the distribution of home mortgage loans by income level of borrower is excellent in the Fayetteville AA. Excellent performance was evidenced in all home mortgage loan categories that were analyzed. In evaluating the borrower distribution of home mortgage loans, we considered the number of households that live below the poverty level and the barriers that this may have on home ownership.

The percentage of total households living below poverty level in the Fayetteville AA based on 2000 and 2010 Census Data is 12.00 and 14.00 percent, respectively.

#### *Home Purchase Loans*

The overall borrower distribution of home purchase loans is excellent. In 2012, the borrower distribution of home purchase loans was excellent. The percentage of home purchase loans to low-income borrowers exceeded the percentage of low-income families in the AA. The percentage of home purchase loans to moderate-income borrowers exceeded the percentage of moderate-income families in the AA. The bank's market share to low-income borrowers exceeded its overall market share for home purchase loans. The bank's market share to moderate-income borrowers exceeded its overall market share for home purchase loans.

In 2011, the borrower distribution of home purchase loans was not inconsistent with performance in 2012.

#### *Home Refinance Loans*

The overall borrower distribution of home refinance loans is excellent. In 2012, the borrower distribution of home refinance loans was excellent. The percentage of home refinance loans to low-income borrowers was near to the percentage of low-income families in the AA, and was excellent. The percentage of home refinance loans to moderate-income borrowers exceeded the percentage of moderate-income families in the AA. The bank's market share to low-income borrowers exceeded its overall market share for home refinance loans. The bank's market share to moderate-income borrowers exceeded its overall market share for home refinance loans.

In 2011, the borrower distribution of home refinance loans was weaker than performance in 2012 and was good. While excellent performance was evidenced in the percentage of loans to moderate-income families, the percentage of loans to low-income borrowers was somewhat lower than the percentage of said families. Additionally, the bank's market share performance to low-income borrowers was somewhat weaker than performance evidenced in 2012. While weaker, this conclusion was not significant enough to impact the overall home refinance conclusion.

#### *Small Loans to Businesses*

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

Overall, BOKF's penetration of small loans to small businesses is poor. In 2012, the percentage of small loans to small businesses was poor. The percentage of small loans to small businesses (businesses with gross annual revenues of \$1 million or less) was lower than the percentage of small businesses in the AA. The bank's market share to businesses with revenues of \$1 million or less was lower than its overall market share of small loans to businesses, regardless of revenue size.

In 2011, the borrower distribution of small loans to businesses was not inconsistent with performance in 2012.

## Community Development Lending

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

CD lending had a significantly positive impact on the lending performance in the Fayetteville AA. This performance further supported overall excellent lending performance. BOKF originated four loans totaling \$3.7 million. This represents 13.65 percent of Tier 1 capital allocated to the AA. These loans help address identified needs in the AA, including economic development. One loan totaling \$54 thousand addressed affordable housing, two loans totaling \$2.4 million addressed economic development activities, and one loan totaling \$1.2 million addressed the revitalization and stabilization of LMI areas. CD lending has had a positive impact on the community, by creating 28 affordable housing units and 66 LMI jobs. In addition, one loan involved construction of transitional facilities that provided 28 affordable housing units to homeless persons.

## Product Innovation and Flexibility

Flexible and innovative loan programs had a neutral impact on the bank's lending performance in the Fayetteville AA. The bank did not maintain information on loans originated in the Fayetteville AA. However, the bank did provide information regarding flexible loan programs and loans made in the state of Arkansas. Refer to the Other Performance Data – Lending Test section in the overall “Scope of Evaluation” section for additional information.

## INVESTMENT TEST

### Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the investment test in Arkansas is rated “Outstanding.” Based on full-scope reviews, the bank's performance in the Fayetteville AA is excellent.

Refer to Table 14 in the State of Arkansas section of appendix D for the facts and data used to evaluate the bank's level of qualified investments.

During the evaluation period, BOKF made six investments totaling \$591 thousand in the Fayetteville AA. This included four investments totaling \$480 thousand in mortgage-backed securities. In addition, there were 34 prior period investments with a total book value of \$1.5 million outstanding at the end of the evaluation period. These prior period investments provide continued benefit to the assessment area. Total investments of \$2.1 million represented 7.81 percent of Tier 1 capital allocated to the AA.

A majority of BOKF's investments was associated with mortgage-backed securities that help create capacity for additional affordable housing lending. The AA had a reasonable number of investment opportunities based on discussions with bank management and community contacts. The AA is moderately competitive with other local banks competing for qualified investments in this market. The

bank's responsiveness to the CD needs in the AA is adequate based largely on the volume of investments aimed at creating affordable housing capacity, a stated need in the AA.

## **SERVICE TEST**

### **Conclusions for Areas Receiving Full-Scope Reviews**

BOKF's performance under the service test in the State of Arkansas is rated "Low Satisfactory." Based on full-scope review, the bank's performance in Fayetteville AA is adequate.

### **Retail Banking Services**

Refer to Table 15 in the State of Arkansas section of appendix D for the facts and data used to evaluate the distribution of the bank's branch delivery system and branch openings and closings.

BOKF's branch distribution in the AA is adequate when considering the bank's very limited presence in the AA, and the low population in the three low-income CTs. The bank has two branches located in the Fayetteville AA. These were both located in middle tracts. Branches were reasonably accessible to geographies and individuals of different income levels in essentially all portions of the AA.

During the evaluation period, BOKF did not open or close any branches in the AA. Branch services and hours did not vary in a way that would inconvenience portions of the AA, particularly LMI individuals. Hours and services are comparable across all branches, regardless of geography income level.

Refer to the Other Performance Data – Service Test section in the overall "Scope of Evaluation" section for additional information regarding alternative delivery systems.

### **Community Development Services**

The level of community development services is poor. During the evaluation period, BOKF employees performed 11 hours of qualified service activities through teaching various financial education and literacy classes to LMI individuals.

## State Rating

### State of Colorado

CRA rating for the State of Colorado: **Outstanding**  
 The lending test is rated: **Outstanding**  
 The investment test is rated: **Outstanding**  
 The service test is rated: **Low Satisfactory**

The major factors that support this rating include:

- An adequate level of lending for home mortgage loans and small loans to businesses;
- An overall good geographic distribution, as shown by good distribution of home mortgage loans;
- An overall good borrower distribution, as shown by good distribution of home mortgage loans;
- A significantly positive level of CD loans that were responsive to community needs;
- An excellent level of qualifying investments, grants, and donations that were responsive to community needs;
- An adequate branch distribution where branches are reasonably accessible to individuals and geographies of different income levels; and
- An adequate level of CD services that were responsive to community needs.

### Description of Institution's Operations in the State of Colorado

There are two AAs in the State of Colorado. BOKF has designated Adams, Arapahoe, Broomfield, Denver, Douglas, and Jefferson counties in the Denver-Aurora-Lakewood MSA and the entire Boulder MSA as AAs. BOKF has thirteen full-service branches located in the State of Colorado, which represent 7.56 percent of the total number of branches for the bank. These branches house 7.11 percent of total BOKF deposits. BOKF has 4.40 percent of its reportable HMDA, small business and small farm loans located in its Colorado AAs. This rating area was created for BOKF with the charter consolidation on January 1, 2011.

As of June 30, 2012, there were 156 deposit-taking institutions in the State of Colorado, with a total of 1,623 branches. BOKF ranked 16<sup>th</sup> in deposit market share in the state, with a 1.29 percent market share. The top five deposit competitors had 57.80 percent of the total deposit market share in the state. These competitors included Wells Fargo Bank, N.A. with 24.84 percent, FirstBank, N.A. with 10.56 percent, US Bank, N.A. with 9.73 percent, JPMorgan Bank, N.A. with 9.09 percent, and Bank of the West with 3.58 percent.

Refer to the market profile for the State of Colorado in appendix C for detailed demographics and other performance context information for assessment areas that received full-scope reviews.

## **Scope of Evaluation in State of Colorado**

We evaluated the bank's performance in the State of Colorado by performing a full-scope review of the Denver AA. The bank's overall state ratings are based primarily on performance in this AA. A limited-scope review was performed on the Boulder AA. In the Boulder AA the bank did not originate or purchase a sufficient volume of home improvement or small loans to businesses in either analysis period to perform a meaningful analysis. Please refer to the table in appendix A for more information.

As stated in the Scope of Evaluation in the Ratings section, significant economic factors during 2011 decreased loan demand and borrowers' ability to repay many home mortgage and small business loans. The volume of home purchases and loans refinanced was significantly lower. Higher unemployment and lower borrower incomes caused a significant increase in the volume of late payments and defaults, and decreases in home values caused loan balances to exceed property values. These impeded lending opportunities. The volume of small loans to businesses also declined due to low consumer confidence causing a decrease in demand for goods and services. Economic conditions slowly improved and stabilized towards the end of the evaluation period. This allowed BOKF to increase lending efforts in 2012. Therefore, in our analysis of the bank's performance under the Lending Test geographic distribution and borrower income distribution criteria, we placed more emphasis on the bank's performance in 2012 than to its performance in 2011 to reach our conclusions.

During the evaluation we considered information from over 25 nonprofit leaders who participated in a FDIC sponsored "Listening Session" held April 30, 2013 along with two community contacts that were conducted in the Denver AA. The group of contacts included entities engaged in affordable housing, micro and small business lending, economic development, homeless providers and a number of service organizations serving low- and moderate-income populations and geographies on a statewide basis as well as exclusively in the Denver-Aurora-Lakewood MSA. Community contacts most commonly cited the need for affordable housing units and loans, small business loans, small dollar loans, access to affordable and convenient basic banking services specifically tailored to LMI families, financial literacy, and increased bank participation in federal programs such as FHA private equity bonds and Low Income Housing Tax Credits (LIHTCs). There are ample opportunities in the community for bank involvement as over 11,000 nonprofit organizations operate in the AA.

## **LENDING TEST**

### **Conclusions for Areas Receiving Full-Scope Reviews**

BOKF's performance under the lending test in the State of Colorado is rated "Outstanding." Based on a full-scope review, performance in the Denver AA is excellent. CD lending had a significantly positive impact on the lending performance in the Denver AA, and compensated for overall good retail lending.

### **Lending Activity**

Refer to Table 1 Lending Volume in the State of Colorado section of appendix D for the facts and data used to evaluate the bank's lending activity.

BOKF's lending activity in the Denver AA is adequate. Based upon FDIC Deposit Market Share data as of June 30, 2012, BOKF achieved a 2.08 percent market share of deposits, ranking 10<sup>th</sup> among 69

financial institutions in the AA. Based upon 2012 peer mortgage data, BOKF achieved a 1.00 percent market share of home purchase loans, ranking 22<sup>nd</sup> among 470 reporting lenders. The institution achieved a 0.59 percent market share of refinance loans, ranking 36<sup>th</sup> among 573 reporting lenders and achieved a 1.00 percent market share of home improvement loans, ranking 18<sup>th</sup> among 155 reporting lenders. These market shares and rankings are adequate when considering competition within the AA. BOKF achieved a 0.08 percent market share of small loans to businesses, ranking 37<sup>th</sup> among 135 reporting lenders. The top five small business lenders originated 62.00 percent of loans in this AA. A majority of the lenders with a large market share are nationwide credit card lenders.

### **Distribution of Loans by Income Level of the Geography**

Overall, the geographic distribution of loans is good, as evidenced by good home mortgage performance.

#### ***Home Mortgage Loans***

The overall geographic distribution of home mortgage loans is good. Good home purchase and home improvement performance augmented adequate home refinance performance.

Refer to Tables 2, 3, 4, and 5 in the State of Colorado section of appendix D 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 overall geographic distribution of home purchase loans is good. In 2012, the geographic distribution of home purchase loans was good. The percentage of home purchase loans in low-income geographies approximated the percentage of owner-occupied housing units. BOKF's percentage of home purchase loans in moderate-income geographies was somewhat lower than the percentage of owner-occupied housing units. The bank's market share for home purchase loans in low-income geographies exceeded its overall market share. The bank's market share for home purchase loans in moderate-income geographies was somewhat lower than its overall market share.

In 2011, the geographic distribution of home purchase loans was not inconsistent with performance in 2012.

#### **Home Improvement Loans**

The overall geographic distribution of home improvement loans is good, when considering performance in 2011. In 2012, the geographic distribution of home improvement loans was excellent. The percentage of home improvement loans in low-income geographies exceeded the percentage of owner-occupied housing units. The percentage of loans in moderate-income CTs exceeded the percentage of owner-occupied housing units. The bank's market share in low-income geographies exceeded its overall market share for home improvement loans. The market share of loans in moderate-income CTs exceeded its overall market share for home improvement loans.

In 2011, the geographic distribution of home improvement loans was weaker than performance in 2012 and was adequate. This conclusion was due to performance in low-income geographies, where the bank did not originate or purchase any home improvement loans. This performance had a negative impact on the overall home improvement conclusion.

**Home Refinance Loans**

The overall geographic distribution of home refinance loans is adequate. In 2012, the geographic distribution of home refinance loans was adequate, when considering market share performance. The percentage of home refinance loans in low-income geographies was lower than the percentage of owner-occupied housing units. The percentage of loans in moderate-income CTs was lower than the percentage of owner-occupied housing units. The bank's market share in low-income geographies approximated its overall market share for home refinance loans. The market share of loans in moderate-income CTs was somewhat lower than its overall market share for home refinance loans. In 2011, the geographic distribution of home refinance loans was not inconsistent with performance in 2012.

***Small Loans to Businesses***

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

BOKF's geographic distribution of small loans to businesses is excellent. In 2012, the geographic distribution of small loans to businesses was excellent. The percentage of small loans to businesses in low-income geographies exceeded the percentage of businesses located in low-income tracts. The percentage of small loans to businesses in moderate-income geographies was near to the percentage of businesses located in moderate-income CTs. The market share of loans in low-income CTs exceeded its overall market share for small loans to businesses. The bank's market share of loans in moderate-income geographies approximated its overall market share for small loans to businesses.

In 2011, the geographic distribution of small loans to businesses was not inconsistent with performance in 2012.

**Lending Gap Analysis**

Reports and maps detailing BOKF's 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 gaps were identified.

**Distribution of Loans by Income Level of the Borrower**

The overall borrower income distribution of BOKF's lending is good, as evidenced by good home mortgage performance.

***Home Mortgage Loans***

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

Overall, the distribution of home mortgage loans by income level of borrower is good in the Denver AA. Adequate home refinance loan performance was augmented by good home purchase and excellent home improvement performance. In evaluating the borrower distribution of home mortgage loans, we considered the number of households that live below the poverty level and the barriers that this may

have on home ownership. The percentage of total households living below poverty level in the Denver AA based on 2000 and 2010 Census Data is 7.00 and 11.00 percent, respectively.

#### Home Purchase Loans

The overall borrower distribution of home purchase loans is good. In 2012, the borrower distribution of home purchase loans was good. The percentage of home purchase loans to low-income borrowers was lower than the percentage of low-income families in the AA. The percentage of home purchase loans to moderate-income borrowers exceeded the percentage of moderate-income families in the AA. The bank's market share to low-income borrowers was somewhat lower than its overall market share for home purchase loans. The bank's market share to moderate-income borrowers was near to its overall market share for home purchase loans.

In 2011, the borrower distribution of home purchase loans was stronger than performance in 2012 and was excellent. While moderate-income borrower performance was consistent with 2012, the bank's performance to low-income borrowers was stronger. The percentage of loans to low-income borrowers was excellent, when considering the performance context information discussed earlier in this section. The bank's market share to low-income borrowers was near to its overall market share. While stronger, this conclusion did not have an impact on the overall conclusion.

#### Home Improvement Loans

The overall borrower distribution of home improvement loans is excellent. In 2012, the borrower distribution of home improvement loans was excellent. The percentage of home improvement loans to low-income borrowers exceeded the percentage of low-income families in the AA. The percentage of home improvement loans to moderate-income borrowers was near to the percentage of moderate-income families in the AA. The bank's market share to low-income borrowers exceeded its overall market share for home improvement loans. The bank's market share to moderate-income borrowers was near to its overall market share for home improvement loans.

In 2011, the borrower distribution of home improvement loans was weaker than performance in 2012 and was good. While low-income borrower performance was consistent with 2012, the bank's performance to moderate-income borrowers was weaker. The percentage of loans to moderate-income borrowers was lower than the percentage of said families, and the market share to moderate-income borrowers was also lower than its overall market share. While weaker, this conclusion did not have an impact on the overall conclusion.

#### Home Refinance Loans

The overall borrower distribution of home refinance loans is adequate. In 2012, the borrower distribution of home refinance loans was adequate. The percentage of home refinance loans to low-income borrowers was lower than the percentage of low-income families in the AA. The percentage of home refinance loans to moderate-income borrowers was near to the percentage of moderate-income families in the AA. The bank's market share to low-income borrowers was lower than its overall market share for home refinance loans. The bank's market share to moderate-income borrowers was somewhat near to its overall market share for home refinance loans.

In 2011, the borrower distribution of home refinance loans was weaker than performance in 2012 and was poor. While low-income borrower performance was consistent with 2012, the bank's performance to moderate-income borrowers was weaker. The percentage of loans to moderate-income borrowers was somewhat lower than the percentage of said families, and the market share to moderate-income

borrowers was also somewhat lower than its overall market share. While weaker, this conclusion did not have an impact on the overall conclusion.

### ***Small Loans to Businesses***

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

Overall, BOKF's penetration of small loans to small businesses is poor. In 2012, the penetration of small loans to small businesses was poor. The percentage of small loans to small businesses (businesses with gross annual revenues of \$1 million or less) was lower than the percentage of small businesses in the AA. The bank's market share of small loans to small businesses was lower than its overall market share of small loans to businesses.

In 2011, the penetration of small loans to small businesses was not inconsistent with performance in 2012.

### **Community Development Lending**

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

BOKF is a leader in making community development loans in the Denver AA. CD lending was exceptionally strong, and had a significantly positive impact on the lending performance in the AA. This performance compensated for overall good retail lending performance. BOKF originated 20 loans totaling \$31.9 million. This represents 22.91 percent of Tier 1 capital allocated to the AA. These loans helped address some of the primary identified needs in the area, namely affordable housing, small business lending and community services. This included six loans totaling \$14.3 million for affordable housing, nine loans totaling \$7.9 million for services targeting LMI individuals, one loan totaling \$1.3 million for economic development, and four loans totaling \$8.4 million for revitalization and stabilization of LMI areas. CD lending has had a beneficial impact on the community creating 121 affordable housing units and 2,135 LMI jobs.

Examples of CD loans are highlighted below:

- BOKF originated a \$9.2 million loan to construct a 50 unit affordable apartment complex. There are over \$11 million in Low Income Housing Tax Credits associated with the project. The project will provide a stabilizing affect in a moderate-income census tract in Denver near a large university medical complex.
- BOKF originated a \$3.7 million loan to refinance Colorado Health Facilities Authority Series 2007 tax-exempt bonds and finance qualified site improvements to vacant land. The borrower is a health care facility opened in 2009 and is located within the Fitzsimons Boundary Zoning District, and is an approved activity of the District's Plan. The facility is located in a low-

income census tract. The facility provides a home away from home for patients and families who are receiving care at the Center for Cancer and Blood Disorders. It is the only state-approved children's medical housing facility in the Denver area for patients with compromised immune systems.

- BOKF originated a \$1.9 million real estate loan to convert a building built in 1978 into a four tenant retail building. This project has instilled new life to this block in a redevelopment area. In addition to the rehabilitation of the building, improvements have been made to the landscaping on the block and there has been an increase in night traffic to the area. The renovations adhere with the East Colfax Corridor Plan's goal of promoting dense, compact and transit supportive growth. Four new retail outlets bring an estimated 60 new jobs to this low-income area.

### **Product Innovation and Flexibility**

Flexible and innovative loan programs had a neutral impact on the bank's lending performance in the Denver AA. The bank did not maintain information on loans originated in the Denver AA. However, the bank did provide information regarding flexible loan programs and loans made in the state of Colorado. Refer to the Other Performance Data – Lending Test section in the overall "Scope of Evaluation" section for additional information.

### **Conclusions for Areas Receiving Limited-Scope Reviews**

Overall, the bank's lending performance in the Boulder AA is not inconsistent with the bank's overall "Outstanding" performance in the state. Refer to Tables 1 through 12 in the State of Colorado section of appendix D for the facts and data that support these conclusions.

## **INVESTMENT TEST**

### **Conclusions for Areas Receiving Full-Scope Reviews**

The bank's performance under the investment test in the State of Colorado is rated "Outstanding." Based on full-scope reviews, the bank's performance in the Denver AA is excellent.

Refer to Table 14 in the State of Colorado section of appendix D for the facts and data used to evaluate the bank's level of qualified investments.

During the evaluation period, BOKF made 19 investments in the Denver AA totaling \$16 million. In addition, there were 17 prior period investments with a total book value of \$4.7 million outstanding at the end of the evaluation period. These prior period investments provide continued benefit to the assessment area. Total investments of \$20.7 million represented 14.88 percent of Tier 1 capital allocated to the AA. Additionally, at the end of the evaluation period there were three investments with \$5.4 million in unfunded commitments.

The majority of investments in the AA were associated with affordable housing, with other investments addressing economic development and creation and retention of LMI jobs. BOKF made one investment of over \$12 million in a LIHTC through its private label fund supporting the development of a 50-unit

affordable housing project located in Aurora, Colorado. In addition, the bank purchased \$3.3 million in mortgage backed securities, which helped create capacity for additional affordable housing lending. The Denver-Aurora MSA had a reasonable number of investment opportunities based on discussions with bank management and community contacts. The Denver-Aurora MSA is competitive with other large banks competing for qualified investments in this market. The bank's responsiveness to the CD needs in the AA is good based largely on the volume of investments associated with affordable housing, which is a stated need in the community.

### Colorado Statewide

In addition, we considered two investments totaling \$343,000 made in the greater statewide area without a purpose, mandate, or function to serve an AA in the state. This included one current period investment totaling \$146,000 and one prior period investment with a remaining book value of \$197,000.

### **Conclusions for Areas Receiving Limited-Scope Reviews**

Based on limited-scope reviews, the bank's performance under the investment test in the Boulder AA is not inconsistent with the bank's overall "Outstanding" performance in the state. Refer to the Table 14 in the State of Colorado section of appendix D for the facts and data that support these conclusions.

## **SERVICE TEST**

### **Conclusions for Areas Receiving Full-Scope Reviews**

BOKF's performance under the service test in the State of Colorado is rated "Low Satisfactory." Based on full-scope review, the bank's performance in Denver AA is adequate.

### **Retail Banking Services**

Refer to Table 15 in the State of Colorado section of appendix D for the facts and data used to evaluate the distribution of the bank's branch delivery system and branch openings and closings.

BOKF's branch distribution in the AA is adequate, when considering near-to branches. Branches were reasonably accessible to geographies and individuals of different income levels in the AA. The bank did not have any branches in low-income geographies and one branch in a moderate-income geography. The percent of branches in moderate-income CTs was well below the percent of population in these geographies. However, one branch in an upper-income CT was near-to a low-income CT, and three branches in middle-income CTs were near-to a moderate-income geography. Near-to branches are those in middle- or upper-income geographies that are within one-half mile of a low- or moderate-income CT. Our evaluation of the proximity of these branches included consideration of available and affordable public transit systems within the AA, and the absence of physical barriers, such as water or highways, that might obstruct convenient access to the branch. When considering these near-to branches, performance in the AA was considered adequate.

During the evaluation period, BOKF did not open or close any branches in the AA. Branch services and hours did not vary in a way that would inconvenience portions of the AA, particularly LMI individuals. Hours and services are comparable across all branches, regardless of geography income level.

Refer to the Other Performance Data – Service Test section in the overall “Scope of Evaluation” section for additional information regarding alternative delivery systems.

### **Community Development Services**

BOKF employees in the Denver AA provided an adequate level of community services. During the evaluation period, BOKF employees performed 200 hours of qualified service activities. Nine of the community service hours were used to provide financial services support and expertise to organizations that support LMI individuals and 191 hours were used to provide financial education to LMI individuals through various organizations. Specifically, bank employees served on a finance committee to assist with affordable housing programs, and taught numerous financial education classes/programs for LMI individuals and families. The following is an example of qualifying community development service:

- ***Mi Casa Resource Center***

Mi Casa is dedicated to advancing the economic success of Latino and working families. Mi Casa has a Women’s Business Center that offers entrepreneurial training, individual business counseling, technology training and networking opportunities. Mi Casa offers programs for career development, academic and enrichment programs for youth, and family and supportive services for families. Bank employees taught the FDIC MoneySmart curriculum for the Center. MoneySmart is a set of financial education modules designed to help LMI individuals outside the financial mainstream enhance their financial skills and create positive banking relationships. One hundred percent of the clients served by Mi Casa are low-income. During the evaluation period, the bank taught one or more of MoneySmart modules through the Mi Casa Resource Center on 44 occasions with 317 total LMI participants.

### **Conclusions for Areas Receiving Limited-Scope Reviews**

Based on limited-scope reviews, the bank’s performance under the Service Test in the Boulder AA is not inconsistent with the bank’s overall “Low Satisfactory” performance under the Service Test in the state. Refer to Table 15 in the State of Colorado section of appendix D for the facts and data that support these conclusions.

## State Rating

### State of Maryland

CRA rating for the State of Maryland: **Satisfactory**

The lending test is rated: **Low Satisfactory**

The investment test is rated: **Outstanding**

The service test is rated: **Low Satisfactory**

The major factors that support this rating include:

- An adequate level of lending considering the business strategy and purpose of the one branch in the AA;
- CD lending had a positive impact on the lending performance in the Howard County AA;
- An excellent level of qualifying investments, grants, and donations that were responsive to community needs;
- An adequate branch distribution considering the business strategy and purpose of the one branch in the AA; and
- An adequate level of CD services that were responsive to community needs.

### Description of Institution's Operations in the State of Maryland

The bank has one AA in Maryland that consists of Howard County in the Baltimore-Towson MD. This branch has been designated as a 23 – Limited Service Facility Office. This type of office can accept deposits and payments; however, may not offer other any other services. A further explanation of the sole purpose of this office is as follows:

- The account housed at this branch is a managed health care organization and serves enrollees of Maryland's Health Choice program.
- A business decision was made to set up a Bank of Oklahoma branch office in order to maintain the important relationship. The Insurance Administrator in the State of Maryland was taking the position that only a bank maintaining an account in Maryland could provide the account services to the insurance provider whom the account was opened on behalf of. Therefore, the bank opened the branch to maintain the account located in the State of Maryland. The intent in setting up this branch was not to utilize the branch for any purpose other than maintain the insurance company's relationship.
- The branch opened February 26, 2009 (approved by the OCC September 23, 2008). The branch office is not in a standalone building but is in leased space that is part of a corporate office executive suite, where the bank shares administrative services with other executive suite businesses. The leased space is appropriately identified and segregated.
- BOKF has one contract employee that works 2 hours a month at the branch. There are no other BOKF employees in Maryland.

- Except for two hours a month, no BOKF employees operate the office. Were a visitor to appear when the contract employee is not present, the visitor would be able to request information by calling the Express Bank in Tulsa, Oklahoma, but otherwise the office would not be open. Any request for loan or deposit product services would be referred to the Bank of Oklahoma telephonic Express Bank located in Oklahoma. No direct services would be handled out of the Maryland branch other than the maintenance of a Bank of Oklahoma DDA account for the designated insurance company.
- The DDA account for this insurance company is an account at the Maryland location. The funds are swept from the account daily. There is, therefore, never a balance reflected in the account at the close of business. However, due to timing of sweeps and bank cut-off times, the FDIC reported \$1 thousand in deposits, as of June 30<sup>th</sup>, 2013.

Refer to the market profile for the State of Maryland in appendix C for detailed demographics and other performance context information for the assessment area that received a full-scope review.

## **Scope of Evaluation in State of Maryland**

We evaluated the bank's performance in the State of Maryland by performing a full-scope review of the Howard County AA. Please refer to the table in appendix A for more information.

During the course of this evaluation, we considered information from one community contact. This contact primarily provides several community and neighborhood-based programs and services designed to assist low-income residents including housing assistance (eviction prevention and rental assistance); food assistance; energy assistance; weatherization assistance; and emergency assistance with general needs. Despite Howard County's reputation as an affluent area the community contact reported that there are individuals and households that are struggling as evidenced by the growing demand for the services provided by the community contact. There are households that are struggling due to low income from job losses, divorce, or health issues. The community contact cited the need for affordable rental housing, particularly among individuals with credit issues and a need for financial support for programs and services that assist low-income and financially struggling families.

## **LENDING TEST**

### **Conclusions for Areas Receiving Full-Scope Reviews**

The bank's performance under the lending test in the Howard County AA is rated "High Satisfactory." Based on the full-scope review, the bank's performance is good. CD lending had a significantly positive impact on the lending performance in the Howard County AA.

### **Lending Activity**

Refer to Table 1 Lending Volume in the State of Maryland section of appendix D for the facts and data used to evaluate the bank's lending activity.

Lending activity is adequate in the Howard County AA due to the bank's business strategy and branch purpose in the AA. During the evaluation period the bank originated or purchased three home mortgage loans in the AA. Because the branch in this AA was established solely to service the deposit

relationship described earlier and not for other branch activities, this performance is considered adequate.

## **Distribution of Loans by Income Level of the Geography**

### ***Home Mortgage Loans***

Refer to Tables 2, 3, 4, and 5 in the “State of Maryland” section of appendix D for the facts and data used to evaluate the geographic distribution of the bank’s home mortgage loan originations and purchases.

BOKF did not originate or purchase a sufficient volume of any loan product during the evaluation period to perform a meaningful analysis. As such, a geographic distribution conclusion could not be reached.

## **Distribution of Loans by Income Level of the Borrower**

### ***Home Mortgage Loans***

Refer to Tables 8, 9, and 10 in the State of Maryland section of appendix D for the facts and data used to evaluate the borrower distribution of the bank’s home mortgage loan originations and purchases.

BOKF did not originate or purchase a sufficient volume of any loan product during the evaluation period to perform a meaningful analysis. As such, a borrower distribution conclusion could not be reached.

## **Community Development Lending**

Refer to Table 1 Lending Volume in the State of Maryland section of appendix D for the facts and data used to evaluate the bank’s level of community development lending. This table includes all community development loans, including multifamily loans that also qualify as community development loans. In addition, Table 5 includes geographic lending data on all multifamily loans, including those that also qualify as community development loans. Table 5 does not separately list community development loans, however.

CD lending had a positive impact on the lending performance in Howard County AA. This performance further supported the overall adequate retail lending performance. The bank originated one CD loan totaling \$150 thousand during the evaluation period. This loan for operating funds was made to a nonprofit organization that assists LMI individuals and families in acquiring affordable housing. Affordable housing was identified by contacts as a primary need in the AA.

## **Product Innovation and Flexibility**

There were no innovative or flexible products offered in the State of Maryland.

## **INVESTMENT TEST**

### **Conclusions for Areas Receiving Full-Scope Reviews**

The bank's performance under the investment test in Maryland is rated "Outstanding." Based on full-scope reviews, the bank's performance in the Howard County AA is excellent.

Refer to Table 14 in the State of Maryland section of appendix D for the facts and data used to evaluate the bank's level of qualified investments.

During the evaluation period, BOKF made seven investments in the Howard County AA totaling \$1.1 million. The bank also had one prior period investment with a total book value of \$131 thousand outstanding at the end of the evaluation period. Total investments were \$1.2 million. In addition, two investments had \$65,000 in unfunded commitments at the end of the evaluation period.

BOKF invested over a million dollars in mortgaged backed-securities, which helped create capacity for additional affordable housing lending. The Howard County AA had a reasonable number of investment opportunities based on discussions with bank management and community contacts. The Howard County AA is competitive with several large banks competing for qualified investments in this market. The bank's responsiveness to the CD needs in the AA is adequate based on the volume of investments that address affordable housing, which is a stated need in the area.

## **SERVICE TEST**

### **Conclusions for Areas Receiving Full-Scope Reviews**

BOKF's performance under the service test in the State of Maryland is rated "Low Satisfactory." Based on full-scope review, the bank's performance in Howard MSA is adequate.

### **Retail Banking Services**

Refer to Table 15 in the State of Maryland section of appendix D for the facts and data used to evaluate the distribution of the bank's branch delivery system and branch openings and closings.

Branch distribution in the Howard County AA is adequate based on the business purpose of the one branch in the AA. The branch was established based on state law to service a sole deposit relationship and was not operated for the public. There were no branch openings or closings during the evaluation period. Branch hours are adequate to serve the deposit relationship. Customers who come into the branch for other products and services are referred to the Express Bank in Oklahoma.

Refer to the Other Performance Data – Service Test section in the overall "Scope of Evaluation" section for additional information regarding alternative delivery systems.

### **Community Development Services**

The level of community development services is adequate given the very limited number of employees in the AA. The one part-time employee contributed services to one organization in the AA during the

evaluation period. The service addressed community development needs relating to financial education for LMI individuals. During the evaluation period, the BOKF employee provided four hours of financial education to five LMI families through the Bridgeway Community Home School Group. The groups stated goal is to support and encourage home schooling parents through the sharing of current information, resources and activities; provide social and educational experiences; and to create service opportunities that help others in need.

## State Rating

### State of New Mexico

CRA rating for the State of New Mexico: **Outstanding**

The lending test is rated: **Outstanding**

The investment test is rated: **Outstanding**

The service test is rated: **Outstanding**

The major factors that support this rating include:

- A good level of lending for home mortgage loans and small loans to businesses;
- An overall good geographic distribution, as shown by good distribution of home mortgage loans;
- An overall excellent borrower distribution, as shown by excellent distribution of home mortgage loans;
- A significantly positive level of CD loans that were responsive to community needs;
- An excellent level of qualifying investments, grants, and donations that were responsive to community needs;
- An excellent branch distribution where branches are readily accessible to individuals and geographies of different income levels; and
- A good level of CD services that were responsive to community needs.

### Description of Institution's Operations in the State of New Mexico

The bank has two AAs in New Mexico, namely the Albuquerque AA and Santa Fe AA. The Albuquerque AA consists of Bernalillo, Sandoval, Torrance, and Valencia Counties in the Albuquerque MSA. The Santa Fe AA consists of Santa Fe County in the Santa Fe MSA. BOKF has 21 full-service branches located in the State of New Mexico, which represent 12.28 percent of the total number of branches for the bank. These branches house 7.09 percent of the BOKF total deposits. BOKF has approximately 10.16 percent of its reportable HMDA, small business and small farm loans located in its New Mexico AAs. This rating area was created for BOKF with the charter consolidation on January 1, 2011.

As of June 30, 2012, there were 64 deposit-taking institutions in the State of New Mexico, with a total of 512 branches. BOKF ranked 5<sup>th</sup> in deposit market share in the state, with a 4.88 percent market share. The top four deposit competitors had 49.27 percent of the total deposit market share in the state. These competitors included Wells Fargo Bank, N.A. with 24.91 percent, Bank of America, N.A. with 14.07 percent, Los Alamos National Bank with 5.18 percent, and US Bank, N.A. with 5.11 percent.

Refer to the market profile for the State of New Mexico in appendix C for detailed demographics and other performance context information for assessment areas that received full-scope reviews.

## **Scope of Evaluation in State of New Mexico**

We evaluated the bank's performance in the State of New Mexico by performing a full-scope review of the Albuquerque MSA. The bank's overall state ratings are based primarily on the performance in this AA. A limited-scope review was performed on the Santa Fe AA. In this AA the bank did not originate or purchase a sufficient volume of home improvement or small loans to businesses in either analysis period to perform a meaningful analysis. Please refer to the table in appendix A for more information.

As stated in the Scope of Evaluation in the Ratings section, significant economic factors during 2011 decreased loan demand and borrowers' ability to repay many home mortgage and small business loans. The volume of home purchases and loans refinanced was significantly lower. Higher unemployment and lower borrower incomes caused a significant increase in the volume of late payments and defaults, and decreases in home values caused loan balances to exceed property values. These impeded lending opportunities. The volume of small loans to businesses also declined due to low consumer confidence causing a decrease in demand for goods and services. Economic conditions slowly improved and stabilized towards the end of the evaluation period. This allowed BOKF to increase lending efforts in 2012. Therefore, in our analysis of the bank's performance under the Lending Test geographic distribution and borrower income distribution criteria, we placed more emphasis on the bank's performance in 2012 than to its performance in 2011 to reach our conclusions.

During the evaluation, we considered information from one community contact conducted in the Albuquerque AA. The contact was created by state government to finance infrastructure development throughout the state with an emphasis on rural and underserved areas. This community contact cited the need to increase financial institution participation in the Collateral Support Program, thus assisting staff in expending all of the funds allocated to the state and in providing more access to credit in underserved and rural areas. There are ample opportunities in the community for bank involvement as approximately 3,500 nonprofit organizations operate in the AA.

## **LENDING TEST**

### **Conclusions for Areas Receiving Full-Scope Reviews**

BOKF's performance under the lending test in the State of New Mexico is rated "Outstanding." Based on a full-scope review, performance in the Albuquerque AA is excellent. CD lending had a significantly positive impact on the lending performance in the Albuquerque MSA, and compensated for overall good retail lending performance.

### **Lending Activity**

Refer to Table 1 Lending Volume in the State of New Mexico section of appendix D for the facts and data used to evaluate the bank's lending activity.

BOKF's lending activity in the Albuquerque MSA is good. Based upon FDIC Deposit Market Share data as of June 30, 2012, BOKF achieved a 10.68 percent market share of deposits, ranking 3<sup>rd</sup> among 25 financial institutions in the AA. Based upon 2012 peer mortgage data, BOKF achieved a 4.30 percent market share of home purchase loans, ranking 5<sup>th</sup> among 191 reporting lenders. The institution

achieved a 9.29 percent market share of refinance loans, ranking 2<sup>nd</sup> among 227 reporting lenders and achieved a 14.18 percent market share of home improvement loans, ranking 4<sup>th</sup> among 68 reporting lenders. These market shares and rankings are good when considering competition within the AA. BOKF achieved a 0.78 percent market share of small loans to businesses, ranking 16<sup>th</sup> among 65 reporting lenders. The top five small business lenders originated 63.00 percent of loans in this AA. A majority of the lenders with a large market share are nationwide credit card lenders.

### **Distribution of Loans by Income Level of the Geography**

Overall, the geographic distribution of loans is good, as evidenced by good home mortgage loan performance.

#### ***Home Mortgage Loans***

The overall geographic distribution of home mortgage loans is good. This conclusion is supported by good home refinance and adequate home purchase loan performance. While home improvement loan performance was poor, minimal emphasis was placed on performance for this product. In evaluating the geographic distribution of home loans in the AA, it is important to note that, according to 2010 U.S. Census data, low-income census tracts contained 2.24 percent (5,151 units) of the total owner-occupied housing units in the AA, which is an increase from the 2000 U.S. Census data which reflected 1.39 percent (2,654 units). Comparatively, according to 2010 U.S. Census data, moderate-income census tracts contained 27.69 percent (63,670 units) of the total owner-occupied housing units in the AA, which is a considerable increase from the 2000 U.S. Census data which reflected 23.24 percent (44,379 units). Based on these statistics, while opportunities in low-income tracts is increasing, there continues to be somewhat limited opportunities for home mortgage lending in low-income census tracts. As such, somewhat more emphasis was placed on the bank's performance in moderate-income geographies when determining the overall geographic distribution conclusion for home mortgage loans.

Refer to Tables 2, 3, 4, and 5 in the State of New Mexico section of appendix D 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 overall geographic distribution of home purchase loans is adequate. In 2012, the geographic distribution of home purchase loans was adequate when considering market share performance. The percentage of home purchase loans in low-income geographies was lower than the percentage of owner-occupied housing units. BOKF's percentage of home purchase loans in moderate-income geographies was also lower than the percentage of owner-occupied housing units. The bank's market share for home purchase loans in low-income geographies exceeded its overall market share. The bank's market share for home purchase loans in moderate-income geographies approximated its overall market share.

In 2011, the geographic distribution of home purchase loans was not inconsistent with performance in 2012.

#### **Home Improvement Loans**

The overall geographic distribution of home improvement loans is poor. In 2012, the geographic distribution of home improvement loans was poor. The percentage of home improvement loans in low-income geographies was significantly lower than the percentage of owner-occupied housing units. The

percentage of loans in moderate-income CTs was lower than the percentage of owner-occupied housing units. The bank's market share in low-income geographies was significantly lower than its overall market share for home improvement loans. The market share of loans in moderate-income CTs was lower than its overall market share for home improvement loans.

In 2011, the geographic distribution of home improvement loans was not inconsistent with performance in 2012.

#### *Home Refinance Loans*

The overall geographic distribution of home refinance loans is good. In 2012, the geographic distribution of home refinance loans was good when considering market share performance. The percentage of home refinance loans in low-income geographies was near to the percentage of owner-occupied housing units. The percentage of loans in moderate-income CTs was somewhat lower than the percentage of owner-occupied housing units. The bank's market share in low-income geographies exceeded its overall market share for home refinance loans. The market share of loans in moderate-income CTs exceeded its overall market share for home refinance loans.

In 2011, the geographic distribution of home refinance loans was not inconsistent with performance in 2012.

#### ***Small Loans to Businesses***

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

BOKF's geographic distribution of small loans to businesses is excellent. In 2012, the geographic distribution of small loans to businesses was excellent. The percentage of small loans to businesses in low-income geographies exceeded the percentage of businesses located in low-income tracts. The percentage of small loans to businesses in moderate-income geographies exceeded the percentage of businesses located in moderate-income CTs. The market share of loans in low-income CTs exceeded its overall market share for small loans to businesses. The bank's market share of loans in moderate-income geographies exceeded its overall market share for small loans to businesses.

In 2011, the geographic distribution of small loans to businesses was not inconsistent with performance in 2012.

#### **Lending Gap Analysis**

Reports and maps detailing BOKF's 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 gaps were identified.

#### **Distribution of Loans by Income Level of the Borrower**

The overall borrower income distribution of BOKF's lending is excellent, as evidenced by excellent home mortgage loan performance.

### ***Home Mortgage Loans***

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

Overall, the distribution of home mortgage loans by income level of borrower is excellent in the Albuquerque MSA. Excellent performance was evidenced in all home mortgage products. In evaluating the borrower distribution of home mortgage loans, we considered the number of households that live below the poverty level and the barriers that this may have on home ownership. The percentage of total households living below poverty level in the Albuquerque MSA based on 2000 and 2010 Census Data is 13.00 and 14.00 percent, respectively.

### **Home Purchase Loans**

The overall borrower distribution of home purchase loans is excellent. In 2012, the borrower distribution of home purchase loans was excellent, when considering market share performance. The percentage of home purchase loans to low-income borrowers was somewhat lower than the percentage of low-income families in the AA. The percentage of home purchase loans to moderate-income borrowers exceeded the percentage of moderate-income families in the AA. The bank's market share to low-income borrowers exceeded its overall market share for home purchase loans. The bank's market share to moderate-income borrowers exceeded its overall market share for home purchase loans. In 2011, the borrower distribution of home purchase loans was not inconsistent with performance in 2012.

### **Home Improvement Loans**

The overall borrower distribution of home improvement loans is excellent. In 2012, the borrower distribution of home improvement loans was excellent, when considering market share performance. The percentage of home improvement loans to low-income borrowers somewhat near to the percentage of low-income families in the AA and was considered good. The percentage of home improvement loans to moderate-income borrowers exceeded the percentage of moderate-income families in the AA. The bank's market share to low-income borrowers exceeded its overall market share for home improvement loans. The bank's market share to moderate-income borrowers exceeded its overall market share for home improvement loans.

In 2011, the borrower distribution of home improvement loans was not inconsistent with performance in 2012.

### **Home Refinance Loans**

The overall borrower distribution of home refinance loans is excellent. In 2012, the borrower distribution of home refinance loans was excellent, when considering market share performance. The percentage of home refinance loans to low-income borrowers was somewhat lower than the percentage of low-income families in the AA. The percentage of home refinance loans to moderate-income borrowers exceeded the percentage of moderate-income families in the AA. The bank's market share to low-income borrowers exceeded its overall market share for home refinance loans. The bank's market share to moderate-income borrowers exceeded its overall market share for home refinance loans.

In 2011, the borrower distribution of home refinance loans was not inconsistent with performance in 2012.

### ***Small Loans to Businesses***

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

BOKF's overall penetration of small loans to small businesses is poor. In 2012, the penetration of small loans to small businesses was poor. The percentage of small loans to small businesses (businesses with gross annual revenue of \$1 million or less) was lower than the percentage of small businesses in the AA. The bank's market share of small loans to small businesses was somewhat lower than its overall market share of small loans to businesses.

In 2011, the penetration of small loans to small businesses was not inconsistent with performance in 2012.

### **Community Development Lending**

Refer to Table 1 Lending Volume in the State of New Mexico section of appendix D for the facts and data used to evaluate the bank's level of community development lending. This table includes all community development loans, including multifamily loans that also qualify as community development loans. In addition, Table 5 includes geographic lending data on all multifamily loans, including those that also qualify as community development loans. Table 5 does not separately list community development loans, however.

CD lending was exceptionally strong, and had a significantly positive impact on the lending performance in the Albuquerque MSA, and compensated for overall good lending performance. BOKF originated 22 loans totaling \$33.7 million. This represents 23.93 percent of Tier 1 capital allocated to the AA. These loans do not address the very specific needs that the community contact noted, but address other needs, including six loans totaling \$2.9 million for services targeting LMI individuals, 10 loans totaling \$17.9 million for economic development, and five loans totaling \$12.9 million for revitalization and stabilization of LMI areas. CD lending has a beneficial impact on the community creating 965 LMI jobs.

Examples of CD loans are highlighted below:

- BOKF originated a \$3.8 million loan to a general contractor to construct a 20,000 square foot corporate office building in a moderate-income census tract. The borrower is moving their corporate office from a middle-income tract and the move will help bring and retain 40 jobs for LMI persons to the moderate-income area.
- BOKF originated two working capital lines of credit totaling \$4.0 million to a family-owned business in the wholesale fixtures field. The company is located in a low-income geography and provides 67 jobs, the majority of which are LMI jobs.

## **Product Innovation and Flexibility**

Flexible and innovative loan programs had a neutral impact on the bank's lending performance in the Albuquerque MSA. The bank did not maintain information on loans originated in the Albuquerque AA. However, the bank did provide information regarding flexible loan programs and loans made in the state of New Mexico. Refer to the Other Performance Data – Lending Test section in the overall “Scope of Evaluation” section for additional information.

## **Conclusions for Areas Receiving Limited-Scope Reviews**

Overall, the bank's lending performance in the Santa Fe AA is weaker than the bank's overall “Outstanding” performance in the state. Weaker performance was evidenced in both geographic and borrower income distribution performance. This performance was not significant enough to impact the overall Lending Test rating in the state. Refer to Tables 1 through 12 in the State of New Mexico section of appendix D for the facts and data that support these conclusions.

## **INVESTMENT TEST**

### **Conclusions for Areas Receiving Full-Scope Reviews**

The bank's performance under the investment test in New Mexico is rated “Outstanding.” Based on full-scope reviews, the bank's performance in the Albuquerque MSA is excellent.

Refer to Table 14 in the State of New Mexico section of appendix D for the facts and data used to evaluate the bank's level of qualified investments.

During the evaluation period, BOKF made 36 investments in the Albuquerque MSA totaling \$2.8 million. In addition, there were 35 prior period investments with a total book value of \$6.5 million outstanding at the end of the evaluation period. These prior period investments provide continued benefit to the AA. Total investments of \$9.3 million represented 6.59 percent of Tier 1 capital allocated to the AA. In addition, two investments had \$91,000 in unfunded commitments at the end of the evaluation period.

The majority of investments were associated with affordable housing and economic development, which are known needs in the AA. BOKF invested \$1.0 million in mortgaged-backed securities during the current evaluation period which help create capacity for additional affordable housing lending. The Albuquerque MSA had a reasonable number of investment opportunities based on discussions with bank management and community contacts. The Albuquerque MSA is competitive with other large banks competing for qualified investments in this market. The bank's responsiveness to the CD needs in the AA was adequate based on the volume of investments associated with providing capacity for affordable housing, which is a known need in the community.

## Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the investment test in the Santa Fe MSA is not inconsistent with the bank's overall "Outstanding" performance in the state. Refer to the Table 14 in the State of New Mexico section of appendix D for the facts and data that support these conclusions.

## SERVICE TEST

### Conclusions for Areas Receiving Full-Scope Reviews

BOKF's performance under the service test in the State of New Mexico is rated "Outstanding." Based on full-scope review, the bank's performance in Albuquerque MSA is excellent.

### Retail Banking Services

Refer to Table 15 in the State of New Mexico section of appendix D for the facts and data used to evaluate the distribution of the bank's branch delivery system and branch openings and closings.

BOKF's branch distribution in the AA is excellent. Branches were readily accessible to geographies and individuals of different income levels in the AA. There was one branch in a low-income census tract. The percentage of branches in the low-income geographies exceeded percentage of population in those census tracts. BOKF had six branches in the moderate-income census tracts. The percentage of branches in the moderate-income geographies approximated the percentage of population in those census tracts.

Branch openings and closings have generally not adversely affected accessibility of bank products and services, particularly in LMI geographies or to LMI individuals. The bank closed one branch located in a moderate-income tract due to poor financial performance. Branch services and hours did not vary in a way that would inconvenience portions of the AA, particularly LMI individuals. Hours and services are comparable across all branches, regardless of geography income level.

Refer to the Other Performance Data – Service Test section in the overall "Scope of Evaluation" section for additional information regarding alternative delivery systems.

### Community Development Services

BOKF employees in the Albuquerque AA provided a good level of community services. During the evaluation period, BOKF employees performed 523 hours of qualified service activities. Sixteen of the community service hours were used to provide financial services support and expertise to organizations that support LMI individuals, 155 hours committed to support economic development activities, 20 hours were provided as a Board member of an affordable housing organization, and 332 hours were used to provide financial education and literacy to LMI individuals through various organizations. The following is an example of qualifying community development services:

- ***ACCION New Mexico***

This organization provides the tools to operate, grow or start a small business. ACCION increases access to business credit, makes loans and provides training to help entrepreneurs.

They offer small business loans ranging from \$1,000 to \$1 million and other support, including credit reporting, business counseling, publicity opportunities and educational business resource events. Bank employees provided approximately 90 hours of community service to this organization by lending their financial expertise to ACCION clients.

- ***WESST***

WESST is a small business development and training organization committed to growing Albuquerque's economy by cultivating entrepreneurship. WESST provides training, technical assistance and access to capital for small businesses. More than 75 percent of their clients are women, and approximately 70 percent of their clients are classified as low-income. A bank employee served 60 hours as a Board member.

### **Conclusions for Areas Receiving Limited-Scope Reviews**

Based on limited-scope reviews, the bank's performance under the Service Test in the Santa Fe MSA is weaker than the bank's overall "Outstanding" performance and is considered adequate. This performance was due to branch distribution and was not significant enough to impact the bank's overall rating in the state. Refer to Table 15 in the State of New Mexico section of appendix D for the facts and data that support these conclusions.

## State Rating

### State of Oklahoma

CRA rating for the State of Oklahoma: **Outstanding**

The lending test is rated: **Outstanding**

The investment test is rated: **Outstanding**

The service test is rated: **Outstanding**

The major factors that support this rating include:

- An excellent level of lending for home mortgage loans and small loans to businesses;
- An overall adequate geographic distribution, as shown by adequate distribution of home mortgage loans;
- An overall good borrower distribution, as shown by good distribution of home mortgage loans;
- A significantly positive level of CD loans that were responsive to community needs;
- An excellent level of qualifying investments, grants, and donations that were responsive to community needs;
- An excellent branch distribution where branches are readily accessible to individuals and geographies of different income levels; and
- An adequate level of CD services that were responsive to community needs.

### Description of Institution's Operations in the State of Oklahoma

The bank's primary operations are in Oklahoma. The bank has AAs in the Oklahoma City MSA (Canadian, Cleveland, and Oklahoma Counties) and the Tulsa MSA (Creek Rogers, Tulsa, and Wagoner Counties). In addition to these AAs, the bank also has eight non-MSA AAs: the Bartlesville MSA (Washington County), and the Enid (Garfield County), Eufaula (McIntosh County), Grove (Delaware County), McAlester (Pittsburg County), Muskogee (Muskogee County), Ponca City (Kay County), and Stillwater (Payne County) AAs. BOKF has 81 full-service, traditional branches located in the State of Oklahoma, which represent 47.37 percent of the total number of branches for the bank. These branches house 53.55 percent of the bank's total deposits. BOKF has 69.59 percent of its CRA reportable HMDA, small business and small farm loans located in its Oklahoma AAs.

As of June 30, 2012, there were 255 deposit-taking institutions in the State of Oklahoma, with a total of 1,397 branches. BOKF ranked first in deposit market share in the state, with a 13.86 percent market share.

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

## Scope of Evaluation in State of Oklahoma

We evaluated the bank's performance in the State of Oklahoma by performing a full-scope review of the Oklahoma City and Tulsa AAs. The bank's overall state ratings are based primarily on performance in these two full-scope AAs. Greater emphasis was given to the Tulsa AA as it had a slightly larger share of qualified loans and larger share of deposits. Limited-scope reviews were performed on the Bartlesville, Enid, Eufaula, Grove, McAlester, Muskogee, Ponca City, and Stillwater AAs. The bank did not originate or purchase a sufficient volume of home improvement loans in the McAlester, Ponca City, or Stillwater AAs, or a sufficient volume of small loans to businesses in the Bartlesville, Eufaula, McAlester, Ponca City, or Stillwater AAs in either analysis period to perform a meaningful analysis. Please refer to the table in appendix A for more information.

As stated in the Scope of Evaluation in the Ratings section, significant economic factors during 2011 decreased loan demand and borrowers' ability to repay many home mortgage and small business loans. The volume of home purchases and loans refinanced was significantly lower. Higher unemployment and lower borrower incomes caused a significant increase in the volume of late payments and defaults, and decreases in home values caused loan balances to exceed property values. These impeded lending opportunities. The volume of small loans to businesses also declined due to low consumer confidence causing a decrease in demand for goods and services. Economic conditions slowly improved and stabilized towards the end of the evaluation period. This allowed BOKF to increase lending efforts in 2012. Therefore, in our analysis of the bank's performance under the Lending Test geographic distribution and borrower income distribution criteria, we placed more emphasis on the bank's performance in 2012 than to its performance in 2011 to reach our conclusions.

### Oklahoma City AA

We also considered information from five community contacts in the Oklahoma City AA. The group of contacts included entities engaged in providing insurance and real estate services for residential and commercial properties, and small business development. Community contacts most commonly cited the need for financial institution involvement in community growth and affordable housing, continuing need for access to credit, and financial education training to help rebuild credit. There are moderate opportunities in the community for bank involvement, with approximately 4,600 nonprofit organizations operating in the AA, and 63 depository institutions vying for lending and CD opportunities.

### Tulsa AA

For this evaluation, we considered information from three community contacts in the Tulsa AA. The contacts primarily provide non-traditional lending programs and development services, technical support to recruit and retain start-up and small businesses, and credit counseling services. Community contacts most commonly cited the need to build financial capacity of young people, continuing need for access to credit, access to affordable housing, and financial education training to help rebuild credit. There are moderate opportunities in the community for bank involvement, with approximately 3,800 nonprofit organizations operating in the AA, and 54 depository institutions vying for lending and CD opportunities.

## LENDING TEST

### Conclusions for Areas Receiving Full-Scope Reviews

BOKF's performance under the lending test in the State of Oklahoma is rated "Outstanding." This rating is based on areas receiving full-scope reviews. The bank's performance under the lending test in both Tulsa and Oklahoma City AA is excellent. CD lending had a significantly positive impact on the lending performance in both full-scope AAs.

### Lending Activity

BOKF's overall lending activity in the State of Oklahoma is excellent. This is supported by excellent lending activity in both the Tulsa and Oklahoma City AA's. Refer to Table 1 Lending Volume in the State of Oklahoma section of appendix D for the facts and data used to evaluate the bank's lending activity.

#### Oklahoma City AA

BOKF's lending activity in the Oklahoma City AA is excellent. Based upon FDIC Deposit Market Share data as of June 30, 2012, BOKF achieved a 12.59 percent market share of deposits, ranking 2<sup>nd</sup> among 63 financial institutions in the AA. Based upon 2012 peer mortgage data, BOKF achieved a 7.10 percent market share of home purchase loans, ranking 2<sup>nd</sup> among 324 reporting lenders. The institution achieved a 8.50 percent market share of refinance loans, ranking 2<sup>nd</sup> among 304 reporting lenders and achieved a 6.70 percent market share of home improvement loans, ranking 4<sup>th</sup> among 103 reporting lenders. These market shares and rankings are excellent when considering competition within the AA. BOKF achieved a 1.33 percent market share of small loans to businesses, ranking 15<sup>th</sup> among 88 reporting lenders. The top 10 small business lenders originated 77.70 percent of loans in this AA. In this group of lenders, only BancFirst and Arvest Bank has a significant deposit market share. A majority of the lenders with a larger loan market share than BOKF are nationwide credit card lenders. BOKF moves to 5<sup>th</sup> in loans to small businesses when including only traditional commercial lending institutions.

#### Tulsa AA

BOKF's lending activity in the Tulsa AA is excellent. Based upon FDIC Deposit Market Share data as of June 30, 2012, BOKF achieved a 32.36 percent market share of deposits, ranking 1<sup>st</sup> among 54 financial institutions in the AA. Based upon 2012 peer mortgage data, BOKF achieved a 10.90 percent market share of home purchase loans, ranking 2<sup>nd</sup> among 231 reporting lenders. The institution achieved a 15.70 percent market share of refinance loans, ranking 1<sup>st</sup> among 283 reporting lenders and achieved a 25.00 percent market share of home improvement loans, ranking 2<sup>nd</sup> among 90 reporting lenders. These market shares and rankings are excellent when considering competition within the AA. BOKF achieved a 1.52 percent market share of small loans to businesses, ranking 15<sup>th</sup> among 81 reporting lenders. The top 10 small business lenders originated 75.30 percent of loans in this AA. In this group of lenders, only Arvest Bank and the F&M Bank & Trust Company had a significant deposit market share. A majority of the lenders with a larger loan market share than BOKF are nationwide credit card lenders. BOKF moves to 6<sup>th</sup> in loans to small businesses when including only traditional commercial lending institutions.

## **Distribution of Loans by Income Level of the Geography**

Overall, the geographic distribution of loans is adequate. Adequate performance was evidenced in both the Oklahoma City and Tulsa AAs.

### ***Home Mortgage Loans***

Overall, the geographic distribution of home mortgage loans is adequate. Poor home refinancing performance was augmented by adequate home purchase and home improvement loan performance.

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

#### Oklahoma City AA

The overall geographic distribution of home mortgage loans is adequate. In evaluating the geographic distribution of home loans in the AA, it is important to note that, according to 2010 U.S. Census data, low-income census tracts contained 3.74 percent (9,994 units) of the total owner-occupied housing units in the AA, which is an increase from the 2000 U.S. Census data which reflected 2.03 percent (4,853 units). Comparatively, according to 2010 U.S. Census data, moderate-income census tracts contained 19.15 percent (51,174 units) of the total owner-occupied housing units in the AA, which is a slight increase from the 2000 U.S. Census data which reflected 21.31 percent (50,940 units). Based on these statistics, while opportunities in low-income tracts is increasing, there continues to be somewhat limited opportunities for home mortgage lending in low-income census tracts. As such, somewhat more emphasis was placed on the bank's performance in moderate-income geographies when determining the overall geographic distribution conclusion for home mortgage loans.

#### Home Purchase Loans

The overall geographic distribution of home purchase loans is adequate. In 2012, the geographic distribution of home purchase loans was adequate, when considering market share performance. The percentage of home purchase loans in low-income geographies was significantly lower than the percentage of owner-occupied housing units. BOKF's percentage of home purchase loans in moderate-income geographies was somewhat lower than the percentage of owner-occupied housing units. The bank's market share for home purchase loans in low-income geographies was lower than its overall market share. The bank's market share for home purchase loans in moderate-income geographies exceeded its overall market share.

In 2009 through 2011, the geographic distribution of home purchase loans was weaker than performance in 2012 and was poor. While performance in low-income geographies, along with moderate-income market share performance, was consistent with 2012, the bank's loan performance to the demographic comparator in moderate-income geographies was weaker. The percentage of loans in moderate-income geographies was lower than the percentage of owner-occupied housing units. While weaker, this conclusion did not have an impact on the overall conclusion.

#### Home Improvement Loans

The overall geographic distribution of home improvement loans is adequate, when considering 2009 through 2011 performance. In 2012, the geographic distribution of home improvement loans was good. The percentage of home improvement loans in low-income geographies was lower than the percentage of owner-occupied housing units. The percentage of loans in moderate-income CTs exceeded the

percentage of owner-occupied housing units. The bank's market share in low-income geographies was lower than its overall market share for home improvement loans. The bank's market share of loans in moderate-income CTs exceeded its overall market share for home improvement loans.

In 2009 through 2011, the geographic distribution of home improvement loans was weaker than performance in 2012 and was poor. Weaker performance was evidenced in both low- and moderate-income geographies. The percentage of home improvement loans in low-income geographies was significantly lower than the percentage of owner-occupied housing units. The percentage of loans in moderate-income CTs was lower than the percentage of owner-occupied housing units. The bank's market share in low-income geographies was somewhat lower than its overall market share for home improvement loans. The bank's market share of loans in moderate-income CTs was lower than its overall market share for home improvement loans. This performance had a negative impact on the overall home improvement conclusion.

#### Home Refinancing Loans

The overall geographic distribution of home refinance loans is poor. In 2012, the geographic distribution of home refinance loans was poor. The percentage of home refinance loans in low-income geographies was significantly lower than the percentage of owner-occupied housing units. The percentage of loans in moderate-income CTs was lower than the percentage of owner-occupied housing units. The bank's market share in low-income geographies was somewhat lower than its overall market share for home refinance loans. The bank's market share of loans in moderate-income CTs exceeded its overall market share for home refinance loans.

In 2009 through 2011, the geographic distribution of home refinance loans was not inconsistent with performance in 2012.

#### Tulsa AA

The overall geographic distribution of home mortgage loans is adequate. Adequate performance was evidenced in all home mortgage products. In evaluating the geographic distribution of home loans in the AA, it is important to note that, according to 2010 U.S. Census data, low-income census tracts contained 3.89 percent (8,331 units) of the total owner-occupied housing units in the AA, which is a substantial increase from the 2000 U.S. Census data which reflected 1.06 percent (2,096 units). Comparatively, according to 2010 U.S. Census data, moderate-income census tracts contained 19.12 percent (40,947 units) of the total owner-occupied housing units in the AA, which is an increase from the 2000 U.S. Census data which reflected 17.00 percent (33,616 units). Based on these statistics, while opportunities in low-income tracts is increasing, there continues to be somewhat limited opportunities for home mortgage lending in low-income census tracts. As such, somewhat more emphasis was placed on the bank's performance in moderate-income geographies when determining the overall geographic distribution conclusion for home mortgage loans.

#### Home Purchase Loans

The overall geographic distribution of home purchase loans is adequate. In 2012, the geographic distribution of home purchase loans was adequate, when considering market share performance. The percentage of home purchase loans in low-income geographies was significantly lower than the percentage of owner-occupied housing units. BOKF's percentage of home purchase loans in moderate-income geographies was lower than the percentage of owner-occupied housing units. The bank's market share for home purchase loans in low-income geographies exceeded its overall market share.

The bank's market share for home purchase loans in moderate-income geographies exceeded its overall market share.

In 2009 through 2011, the geographic distribution of home purchase loans was weaker than performance in 2012 and was poor. Weaker performance was evidenced in both low- and moderate-income geographies. The percentage of home purchase loans in low-income geographies was significantly lower than the percentage of owner-occupied housing units. The percentage of loans in moderate-income CTs was significantly lower than the percentage of owner-occupied housing units. The bank's market share in low-income geographies was somewhat lower than its overall market share for home improvement loans. The bank's market share of loans in moderate-income CTs exceeded its overall market share for home improvement loans. While weaker, this conclusion was not significant enough to impact the overall conclusion.

#### *Home Improvement Loans*

The overall geographic distribution of home improvement loans is adequate. In 2012, the geographic distribution of home improvement loans was adequate, when considering market share performance. The percentage of home improvement loans in low-income geographies was lower than the percentage of owner-occupied housing units. The percentage of loans in moderate-income CTs was somewhat lower than the percentage of owner-occupied housing units. The bank's market share in low-income geographies exceeded its overall market share for home improvement loans. The market share of loans in moderate-income CTs was somewhat lower than its overall market share for home improvement loans.

In 2009 through 2011, the geographic distribution of home improvement loans was not inconsistent with performance in 2012.

#### *Home Refinance Loans*

The overall geographic distribution of home refinance loans is adequate. In 2012, the geographic distribution of home refinance loans was adequate, when considering market share performance. The percentage of home refinance loans in low-income geographies was significantly lower than the percentage of owner-occupied housing units. The percentage of loans in moderate-income CTs was lower than the percentage of owner-occupied housing units. The bank's market share in low-income geographies exceeded its overall market share for home refinance loans. The market share of loans in moderate-income CTs exceeded its overall market share for home refinance loans.

In 2009 through 2011, the geographic distribution of home refinance loans was weaker than performance in 2012 and was poor. While performance in low-income geographies was consistent with 2012, performance in moderate-income geographies was weaker. The percentage of loans in moderate-income CTs was significantly lower than the percentage of owner-occupied housing units. The bank's market share of loans in moderate-income CTs approximated its overall market share for home refinance loans. While weaker, this conclusion was not significant enough to impact the overall conclusion.

#### *Small Loans to Businesses*

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

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

### Oklahoma City AA

The geographic distribution of small loans to businesses is excellent in the Oklahoma City AA. In 2012, the geographic distribution of small loans to businesses was excellent. The percentage of small loans to businesses in low-income geographies exceeded the percentage of businesses located in low-income tracts. The percentage of small loans to businesses in moderate-income geographies exceeded the percentage of businesses located in moderate-income CTs. The bank's market share of loans in low-income CTs exceeded its overall market share for small loans to businesses. The bank's market share of loans in moderate-income geographies exceeded its overall market share for small loans to businesses.

In 2009 through 2011, the geographic distribution of small loans to businesses was not inconsistent with performance in 2012.

### Tulsa AA

The geographic distribution of small loans to businesses is excellent in the Tulsa AA. In 2012, the geographic distribution of small loans to businesses was excellent. The percentage of small loans to businesses in low-income geographies exceeded the percentage of businesses located in low-income tracts. The percentage of small loans to businesses in moderate-income geographies exceeded the percentage of businesses located in moderate-income CTs. The market share of loans in low-income CTs exceeded the bank's overall market share for small loans to businesses. The bank's market share of loans in moderate-income geographies exceeded its overall market share for small loans to businesses.

In 2009 through 2011, the geographic distribution of small loans to businesses was not inconsistent with performance in 2012.

## **Lending Gap Analysis**

Reports and maps detailing BOKF's 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 gaps were identified.

## **Distribution of Loans by Income Level of the Borrower**

The overall borrower income distribution of BOKF's lending is good. Good performance was evidenced in the Tulsa AA, and excellent performance in the Oklahoma City AA.

### ***Home Mortgage Loans***

Overall, the borrower distribution of home mortgage loans is good.

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

### Oklahoma City AA

Overall, the distribution of home mortgage loans by income level of borrower is excellent in the Oklahoma City AA. Good home refinance performance was augmented by excellent home purchase and home improvement loan performance. In evaluating the borrower distribution of home mortgage loans, we considered the number of households that live below the poverty level and the barriers that

this may have on home ownership. The percentage of total households living below poverty level based on the 2000 and 2010 census data is 13.00 percent and 14.00 percent for the Oklahoma City AA, respectively.

#### Home Purchase Loans

The overall borrower distribution of home purchase loans is excellent. In 2012, the borrower distribution of home purchase loans was excellent, when considering market share performance. The percentage of home purchase loans to low-income borrowers was somewhat lower than the percentage of low-income families in the AA. The percentage of home purchase loans to moderate-income borrowers exceeded the percentage of moderate-income families in the AA. The bank's market share to low-income borrowers exceeded its overall market share for home purchase loans. The bank's market share to moderate-income borrowers exceeded its overall market share for home purchase loans.

In 2009 through 2011, the borrower distribution of home purchase loans was not inconsistent with performance in 2012.

#### Home Improvement Loans

The overall borrower distribution of home improvement loans is excellent. In 2012, the borrower distribution of home improvement loans was excellent, when considering market share performance. The percentage of home improvement loans to low-income borrowers was somewhat lower than the percentage of low-income families in the AA. The percentage of home improvement loans to moderate-income borrowers exceeded the percentage of moderate-income families in the AA. The bank's market share to low-income borrowers exceeded its overall market share for home improvement loans. The bank's market share to moderate-income borrowers exceeded its overall market share for home improvement loans.

In 2009 through 2011, the borrower distribution of home improvement loans was not inconsistent with performance in 2012.

#### Home Refinance Loans

The overall borrower distribution of home refinance loans is good. In 2012, the borrower distribution of home refinance loans was good, when considering market share performance. The percentage of home refinance loans to low-income borrowers was lower than the percentage of low-income families in the AA. The percentage of home refinance loans to moderate-income borrowers exceeded the percentage of moderate-income families in the AA. The bank's market share to low-income borrowers exceeded its overall market share for home refinance loans. The bank's market share to moderate-income borrowers exceeded its overall market share for home refinance loans.

In 2009 through 2011, the borrower distribution of home refinance loans was not inconsistent with performance in 2012.

#### Tulsa AA

Overall, the distribution of home mortgage loans by income level of borrower is good in the Tulsa AA. This is supported by good home refinance and home improvement loan performance, and excellent home purchase performance. In evaluating the borrower distribution of home mortgage loans, we considered the number of households that live below the poverty level and the barriers that this may have on home ownership. The percentage of total households living below poverty level based on the 2000 and 2010 census data is 11.00 and 13.00 percent for the Tulsa AA.

*Home Purchase Loans*

The overall borrower distribution of home purchase loans is excellent. In 2012, the borrower distribution of home purchase loans was excellent, when considering market share performance. The percentage of home purchase loans to low-income borrowers was somewhat lower than the percentage of low-income families in the AA. The percentage of home purchase loans to moderate-income borrowers exceeded the percentage of moderate-income families in the AA. The bank's market share to low-income borrowers exceeded its overall market share for home purchase loans. The bank's market share to moderate-income borrowers was near to its overall market share for home purchase loans.

In 2009 through 2011, the borrower distribution of home purchase loans was weaker than performance in 2012 and was good. While the bank's loan performance to moderate-income borrowers, along with low- and moderate-income borrower market share performance was consistent with 2012, the percentage of home purchase loans to low-income borrowers was lower than the percentage of low-income families in the AA. This conclusion, while weaker, was not significant enough to impact the overall home purchase conclusion.

*Home Improvement Loans*

The overall borrower distribution of home improvement loans is good. In 2012, the borrower distribution of home improvement loans was good. The percentage of home improvement loans to low-income borrowers was lower than the percentage of low-income families in the AA. The percentage of home improvement loans to moderate-income borrowers exceeded the percentage of moderate-income families in the AA. The bank's market share to low-income borrowers was near to its overall market share for home improvement loans. The bank's market share to moderate-income borrowers was near to its overall market share for home improvement loans.

In 2009 through 2011, the borrower distribution of home improvement loans was not inconsistent with performance in 2012.

*Home Refinance Loans*

The overall borrower distribution of home refinance loans is good. In 2012, the borrower distribution of home refinance loans was good, when considering market share performance. The percentage of home refinance loans to low-income borrowers was lower than the percentage of low-income families in the AA. The percentage of home refinance loans to moderate-income borrowers was near to the percentage of moderate-income families in the AA. The bank's market share to low-income borrowers exceeded its overall market share for home refinance loans. The bank's market share to moderate-income borrowers exceeded its overall market share for home refinance loans.

In 2009 through 2011, the borrower distribution of home refinance loans was not inconsistent with performance in 2012.

***Small Loans to Businesses***

Overall, BOKF's penetration of small loans to small businesses is poor.

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

Oklahoma City AA

BOKF's overall penetration of small loans to small businesses is poor. In 2012, the penetration of small loans to small businesses was poor. The percentage of small loans to small businesses (businesses with gross annual revenue of \$1 million or less) was lower than the percentage of small businesses in the AA. The bank's market share of small loans to small businesses was somewhat lower than its overall market share of small loans to businesses.

In 2009 through 2011, the penetration of small loans to small businesses was stronger than performance in 2012 and was adequate. This conclusion was due to stronger market share performance. While stronger, this conclusion was not significant enough to impact the overall small loans to businesses conclusion.

Tulsa AA

BOKF's overall penetration of small loans to small businesses is poor. In 2012, the penetration of small loans to small businesses was poor. The percentage of small loans to small businesses (businesses with gross annual revenue of \$1 million or less) was lower than the percentage of small businesses in the AA. The bank's market share of small loans to small businesses was lower than its overall market share of small loans to businesses.

In 2009 through 2011, the penetration of small loans to small businesses was stronger than performance in 2012 and was adequate. This conclusion was due to stronger market share performance. While stronger, this conclusion was not significant enough to impact the overall small loans to businesses conclusion.

**Community Development Lending**

BOKF is a leader in making community development loans in the state of Oklahoma. CD lending was exceptionally strong, and had a significantly positive impact on the lending performance in both of Oklahoma's full-scope AAs. In the State of Oklahoma, the bank originated 115 loans totaling \$570.6 million. The bank's CD loans primarily help to revitalize and stabilize LMI areas, particularly in areas designated as either federal or state Enterprise Zones (EZ). Lending to provide affordable housing, community services, and economic development was also significant. CD lending has positively impacted communities through job creation and providing affordable housing. In the State of Oklahoma, CD lending assisted in creating 1,205 affordable housing units and 13,519 LMI jobs. BOKF has taken opportunities to be involved with LIHTC and NMTC financing and support city and county economic development initiatives.

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

Oklahoma City AA

CD lending was exceptionally strong, and had a significantly positive impact on lending in the Oklahoma City AA. This performance compensated for overall good retail lending performance. BOKF originated 50 CD loans totaling \$214.2 million. This represents 74.19 percent of Tier 1 capital

allocated to the AA. These loans help address one of the primary needs identified in the community, including affordable housing, economic development, and revitalization and stabilization. This included six loans totaling \$19.7 million for affordable housing, 14 loans totaling \$21.0 million for services targeting LMI individuals, four loans totaling \$23.5 million for economic development, and 26 loans totaling \$150.0 million for revitalization and stabilization of LMI areas. CD lending has had a beneficial impact on the community creating 302 affordable housing units and 4,901 LMI jobs. A substantial portion of downtown Oklahoma City is located in a federally designated Empowerment Zone. The bank has a substantial amount of lending in this area, primarily related to revitalization and stabilization of LMI areas.

Examples of CD loans are highlighted below:

- BOKF originated three loans totaling \$7.8 million on a multi-tenant office building. The purpose of the loans included the renewal of term debt plus new money for tenant improvements and a line of credit for tenant improvements and capital expenditures. The building is located in downtown Oklahoma City, in a low-income area that is part of the downtown Enterprise Zone, HUD Empowerment Zone, SBA HUBZone, and the Downtown Oklahoma City Strategic Action Plan 2010.
- BOKF originated three loans totaling \$7.1 million to a company that manufactures products for the oil and gas industries. The purpose of the loans included lines of credit to support the expansion of the business and funding to construct two warehouses needed to increase the capacity of the business. The business is located in the Oklahoma City Enterprise Zone. These loans helped create and retain 29 jobs in this low-income census tract with the majority of those jobs being LMI.

#### Tulsa AA

CD lending was exceptionally strong, and had a significantly positive impact on the lending performance in the Tulsa AA. This performance compensated for overall good retail lending performance. BOKF originated 53 CD loans totaling \$317.4 million. This represents 44.05 percent of Tier 1 capital allocated to the AA. These loans help address one of the primary needs identified in the AA, including affordable housing, economic development, and revitalization and stabilization. This included four loans totaling \$16.8 million for affordable housing, 17 loans totaling \$7.6 million for services targeting LMI individuals, seven loans totaling \$27.0 million for economic development, and 25 loans totaling \$266.0 million for revitalization and stabilization of LMI areas. CD lending has had a beneficial impact on the community creating 533 affordable housing units and 8,173 LMI jobs. A substantial portion of downtown Tulsa is located in a state designated Empowerment Zone. The bank has a substantial amount of lending in this area, primarily related to revitalization and stabilization of LMI areas.

Examples of CD loans are highlighted below:

- BOKF originated a \$20 million loan to a fence manufacturing company. The company is located in a low-income area and is within the Tulsa Enterprise Zone and SBA HUBZone. The purpose of the loan is a revolving line of credit to support working capital needs. The company is expanding and creating 40 to 50 new jobs. The company has added 120 jobs since 2009 with at least 80 percent of the jobs being LMI.

- BOKF originated five loans totaling \$22.2 million to a commercial sanitation business. The purpose of the loans includes lines of credit for working capital, refinance and increase term debt, and new money for additional facilities and equipment. The company underwent a recent expansion which will add 30 new LMI jobs. The company now employs 500, with the majority being LMI jobs. The company is located in a moderate-income census tract and is in the Tulsa Enterprise Zone.
- BOKF originated a \$7.0 million working capital revolving line of credit to a Tulsa company that is a large producer of energy saving heat exchangers and related products. The business is located in a moderate-income census tract and is in the Tulsa Enterprise Zone. The majority of the company's 90 jobs are LMI.
- BOKF originated a \$500 thousand working capital line of credit to a health care facility that provides health and dental care services to individuals and families who are medically underserved. The company operates four community health centers in Tulsa, as well as provides a transportation service for LMI individuals to its center and to other health care facilities. In the first three quarters of 2012, the company served 46,622 individuals, of which the majority were LMI.

### **Product Innovation and Flexibility**

Flexible and innovative loan programs had a neutral impact on the bank's lending performance in the Tulsa and Oklahoma City AAs. The bank did not maintain information on loans originated in these AAs. However, the bank did provide information regarding flexible loan programs and loans made in the state of Oklahoma. Refer to the Other Performance Data – Lending Test section in the overall "Scope of Evaluation" section for additional information.

### **Conclusions for Areas Receiving Limited-Scope Reviews**

Overall, the bank's lending performance in the Bartlesville and Enid AAs is not inconsistent with the bank's overall "Outstanding" performance in the state. The bank's performance was weaker in the Eufaula and McAlester AAs than the overall performance in the state and was good. Performance was also weaker in the Grove, Muskogee, Ponca City, and Stillwater AAs, and was adequate. Weaker performance in the Eufaula AA was due to neutral CD lending performance. Weaker performance in the Grove and Stillwater AAs was due to weaker geographic and borrower income distribution. Weaker performance in the McAlester AA was due to weaker borrower income distribution. Weaker performance in the Ponca City AA was due to weaker geographic distribution. Finally, weaker performance in the Muskogee AA was due to weaker geographic distribution and neutral CD lending performance. The performance differences in the limited-scope areas was not significant enough to impact the overall Lending Test rating in the state. Refer to Tables 1 through 12 in the State of Oklahoma section of appendix D for the facts and data that support these conclusions.

## INVESTMENT TEST

### Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the investment test in Oklahoma is rated "Outstanding." Based on full-scope reviews, the bank's performance in the Tulsa AA and Oklahoma City AA is excellent.

Refer to Table 14 in the State of Oklahoma section of appendix D for the facts and data used to evaluate the bank's level of qualified investments.

#### Oklahoma City AA

During the evaluation period, BOKF made 47 investments totaling approximately \$16.1 million. In addition, there were 57 prior period investments with a total book value of \$12.2 million outstanding at the end of the evaluation period. These investments provide continued benefit to the assessment area. Total investments of \$28.4 million represented 9.82 percent of Tier 1 capital allocated to the AA. In addition, three investments had \$1.0 million in unfunded commitments at the end of the evaluation period.

The majority of investments were associated with affordable housing, community services and economic development. BOKF made a number of investments in the evaluation period, including mortgaged-backed securities totaling \$5.0 million. BOKF also invested \$7.8 million in an LIHTC fund during the evaluation period supporting the development of affordable housing in the Oklahoma City AA. These investments helped develop additional affordable housing units in the AA and create capacity for additional affordable housing lending. The Oklahoma City AA had a reasonable number of investment opportunities based on discussions with bank management and community contacts. The Oklahoma City AA is competitive with other large banks competing for qualified investments in this market. The bank's responsiveness to the CD needs in the AA is adequate as evidenced by the support for affordable housing related projects, which was specifically cited by contacts as an AA need.

#### Tulsa AA

During the evaluation period, BOKF made 111 investments totaling \$52.0 million. In addition, there were 50 prior period investments with a total book value of \$3.6 million outstanding at the end of the evaluation period. These prior period investments provide continued to benefit the AA. Total investments of \$55.7 million represented 7.72 percent of Tier 1 capital allocated to the AA. In addition, five investments had \$5.8 million in unfunded commitments at the end of the evaluation period.

The majority of investments were associated with affordable housing, community services and economic development. BOKF made a number of diverse investments, including: \$9.4 million of mortgaged-backed securities and \$12.2 million in an LIHTC fund supporting the development of affordable housing. These investments helped develop additional affordable housing units in the AA and create capacity for additional affordable housing lending. BOKF also invested \$11.7 million in a New Market Tax Credit (NMTC) loan pool to support the construction of a facility for a minority owned business, and \$4.0 million for the construction of an arts center with program initiatives providing educational benefits to low-income families and children. The Tulsa AA had a reasonable number of investment opportunities based on discussions with bank management and community contacts. The Tulsa AA is competitive with other large banks competing for qualified investments in this market. The bank's responsiveness to the CD needs in the AA is good as evidenced by the support for affordable

housing related projects, which was specifically cited by contacts as an AA need. A majority of the bank's investments also supported economic development activities in the AA through the NMTCs.

#### Oklahoma Statewide

We also considered six current period investments totaling approximately \$5 million made in the greater statewide area with the purpose, mandate, or function to serve an AA. In addition, we noted 41 investments of \$2.4 million, with 1.2 million in unfunded commitments, made in the greater statewide area without the purpose, mandate, or function to serve an AA.

### **Conclusions for Areas Receiving Limited-Scope Reviews**

Based on limited-scope reviews, the bank's performance under the investment test in the Enid, Stillwater, McAlester, and Ponca City AAs is not inconsistent with the bank's overall "Outstanding" performance under the investment test in Oklahoma. Performance in the Muskogee, Grove, Eufaula, and Bartlesville AAs is weaker than the bank's overall "Outstanding" performance under the investment test in Oklahoma due to lower investment levels. This performance did not have an impact on the investment test rating in the state. Refer to the Table 14 in the State of Oklahoma section of appendix D for the facts and data that support these conclusions.

### **SERVICE TEST**

#### **Conclusions for Areas Receiving Full-Scope Reviews**

BOKF's performance under the service test in the State of Oklahoma is rated "Outstanding." Based on a full-scope review, the bank's performance in both the Tulsa MSA and Oklahoma City AAs is excellent.

#### **Retail Banking Services**

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

#### Oklahoma City AA

BOKF's branch distribution and access to retail banking services in the AA is excellent, when considering near-to branches. Branches were readily accessible to geographies and individuals of different income levels in the AA. There were two branches in low-income census tracts. The percentage of branches in the low-income geographies exceeded the percentage of population in those census tracts. BOKF had four branches in the moderate-income census tracts, which was lower than the percentage of population in those geographies. However, accessibility in moderate-income tracts improved after considering near-to branches. BOKF has twelve branches in middle- or upper-income geographies that were near-to moderate-income CTs. Near-to branches are those located in middle- or upper-income CTs that are within one-half mile of a low- or moderate-income CT. Our evaluation of the proximity of these branches included consideration of available and affordable public transit systems within the AA, and the absence of physical barriers, such as water or highways, that might obstruct convenient access to the branch.

Branch openings and closings have generally not adversely affected accessibility of bank products and services, particularly in LMI geographies or to LMI individuals. The bank closed one branch located in

a moderate-income tract, one branch in a middle-income tract and two branches in upper-income tracts due to poor financial performance. The bank opened one branch in a low-income tract and two branches in upper-income tracts during the evaluation period. Branch services and hours did not vary in a way that would inconvenience portions of the AA, particularly LMI individuals. Hours and services are comparable across all branches, regardless of geography income level.

Refer to the Other Performance Data – Service Test section in the overall “Scope of Evaluation” section for additional information regarding alternative delivery systems.

#### Tulsa AA

BOKF’s branch distribution and access to retail banking services in the AA is excellent. Branches were readily accessible to geographies and individuals of different income levels in the AA. There were two branches in low-income census tracts. The percentage of branches in the low-income geographies was near the percentage of population in those census tracts. BOKF had ten branches in moderate-income census tracts. The percentage of branches in the moderate-income geographies exceeded the percentage of population in those census tracts.

Branch openings and closings have generally not adversely affected accessibility of bank products and services, particularly in LMI geographies or to LMI individuals. The bank closed one branch located in a moderate-income tract and two branches in upper-income tracts due to poor financial performance. An additional branch was closed in an upper-income tract due to relocation and opened within the same census tract. The bank also opened one branch in a middle-income tract during the evaluation period. Branch services and hours did not vary in a way that would inconvenience portions of the AA, particularly LMI individuals. Hours and services are comparable across all branches, regardless of geography income level.

Refer to the Other Performance Data – Service Test section in the overall “Scope of Evaluation” section for additional information regarding alternative delivery systems.

### **Community Development Services**

BOKF’s performance in providing CD services is adequate. Overall, BOKF employees provided 3,727 hours in the full-scope areas which represented an excellent level of CD activity and responsiveness to community needs. Approximately 100 of these hours were provided by the executive management team. BOKF employees participated in many qualifying nonprofit organizations in a leadership capacity, either as a board member, committee member, secretary, or treasurer. BOKF employees participated in a variety of organizations primarily designated to provide community services to LMI individuals (2,574 hours), financial education and literacy (956 hours), and economic development in AAs (178 hours).

#### Oklahoma City AA

In the Oklahoma City AA, CD service performance was adequate. BOKF employees provided their time and expertise to over 25 different CD organizations for a total of 1,209 hours related to CD services during the evaluation period. Some of the principal activities that benefitted LMI included instructing financial education and literacy classes, serving on financial related committees and panels of various CD organizations, and fundraising for various CD organizations.

Tulsa AA

In the Tulsa AA, CD service performance was good. BOKF employees provided their time expertise to over 20 different CD organizations for a total of 2,518 hours related to CD services during the evaluation period. Some of the principal activities that benefitted LMI included instructing financial education and literacy classes, serving on financial related committees and panels of various CD organizations, and fundraising for various CD organizations.

**Conclusions for Areas Receiving Limited-Scope Reviews**

Based on limited-scope reviews, the bank's performance under the Service Test in the Eufaula, McAlester, and Muskogee AAs is not inconsistent with the bank's overall "Outstanding" performance under the Service Test in the state. In the Bartlesville, Enid, Grove, Ponca City, and Stillwater AAs, the bank's performance is weaker than the bank's overall performance, and is adequate. The weaker performance is due to branch distribution. Performance in these areas was not significant enough to impact the bank's overall Service Test rating in the state. Refer to Table 15 in the State of Oklahoma section of appendix D for the facts and data that support these conclusions.

## State Rating

### State of Texas

CRA rating for the State of Texas:	<b>Satisfactory</b>
The lending test is rated:	<b>Low Satisfactory</b>
The investment test is rated:	<b>High Satisfactory</b>
The service test is rated:	<b>High Satisfactory</b>

The major factors that support this rating include:

- An adequate level of lending for home mortgage loans and small loans to businesses;
- An overall poor geographic distribution, as shown by poor distribution of home mortgage loans;
- An overall adequate borrower distribution, as shown by adequate distribution of home mortgage loans;
- A significantly positive level of CD loans that were responsive to community needs;
- A good level of qualifying investments, grants, and donations that were responsive to community needs;
- A good branch distribution where branches are accessible to individuals and geographies of different income levels; and
- An adequate level of CD services that were responsive to community needs.

### Description of Institution's Operations in the State of Texas

BOKF has four AAs in the State of Texas. The bank has designated parts of the Dallas-Plano-Irving MD (Dallas AA), the Fort Worth-Arlington MD (Fort Worth AA), the Houston-Sugarland-Baytown MSA, and the entire Sherman-Dennison MSA (Sherman AA) as AAs. BOKF has 44 full-service, traditional branches located in the State of Texas, which represents 25.73 percent of the total number of branches for the bank. These branches house 25.99 percent of the BOKF's total deposits. BOKF has approximately 8.91 percent of its reportable HMDA, small business and small farm loans located in its Texas AAs. This rating area was created for BOKF with the charter consolidation on January 1, 2011.

As of June 30, 2012, there were 648 deposit-taking institutions in the State of Texas, with a total of 6,856 branches. BOKF ranked 14<sup>th</sup> in deposit market share in the state, with a 0.77 percent market share. The top five deposit competitors had 53.71 percent of the total deposit market share in the state. These competitors included JPMorgan Bank, N.A. with 17.74 percent, Bank of America, N.A. with 13.32 percent, Wells Fargo Bank, N.A. with 9.39 percent, USAA Federal Savings Bank with 8.34 percent, and Wells Fargo Bank South Central, N.A. with 4.92 percent.

Refer to the market profile for the State of Texas in appendix C for detailed demographics and other performance context information for assessment areas that received full-scope reviews.

## **Scope of Evaluation in State of Texas**

We evaluated the bank's performance in the State of Texas by performing a full-scope review of the Dallas, Fort Worth and Houston AAs. The bank's overall state ratings are based primarily on the performance in these three full-scope AAs. Within the full-scope areas, the Dallas AA received the greatest emphasis, followed by the Houston AA and the Fort Worth AA. These weightings were based on the percent of deposits, branches, and loan volume in each AA as a percent of the total state. A limited-scope review was performed on the Sherman AA. For this AA, the bank did not originate or purchase a sufficient volume of home purchase, home improvement, or small loans to businesses to perform a meaningful analysis. Please refer to the table in appendix A for more information.

As stated in the Scope of Evaluation in the Ratings section, significant economic factors during 2011 decreased loan demand and borrowers' ability to repay many home mortgage and small business loans. The volume home purchases and refinanced loans was significantly lower. Higher unemployment and lower borrower incomes caused a significant increase in the volume of late payments and defaults, and decreases in home values caused loan balances to exceed property values. These impeded lending opportunities. The volume of small loans to businesses also declined due to low consumer confidence causing a decrease in demand for goods and services. Economic conditions slowly improved and stabilized towards the end of the evaluation period. This allowed BOKF to increase lending efforts in 2012. Therefore, in our analysis of the bank's performance under the Lending Test geographic distribution and borrower income distribution criteria, we placed more emphasis on the bank's performance in 2012 than to its performance in 2011 to reach our conclusions.

### Dallas AA

As part of our evaluation, we considered information from three community contacts conducted in the Dallas AA. The group of contacts included entities engaged in providing technical assistance to nonprofit and for profit organizations, economic development, small business development, affordable housing and neighborhood associations. Community contacts most commonly cited the continuing need for access to credit, financial education training to help rebuild credit, philanthropic support for community development projects, commercial and industrial revolving lines of credit and term debt for machinery, and increased investments in community development equity funds. There are ample opportunities in the community for bank involvement as over 15,000 nonprofit organizations operate in the AA.

### Fort Worth AA

We also considered information from one community contact conducted in the Fort Worth AA. The contact is engaged in economic development in underserved communities, affordable housing and empowering low- and moderate-income individuals. This community contact cited the need for small dollar lines of credit and small business and affordable housing loans. There are ample opportunities in the community for bank involvement as approximately 6,700 nonprofit organizations operate in the AA.

### Houston AA

We also considered information from three community contacts conducted in the Houston AA. The contacts included entities engaged in community development, affordable housing, multi-faceted social services, and neighborhood associations. Community contacts most commonly cited the continuing

need for owner occupied and rental units, affordable housing loans, job readiness training, small dollar and short-term loans, financial education, and assistance for homeless veterans. There are ample opportunities in the community for bank involvement as over 15,000 nonprofit organizations operate in the AA.

## LENDING TEST

BOKF's performance under the lending test in the State of Texas is rated "Low Satisfactory." This rating is based on areas receiving full-scope reviews. The bank's performance under the lending test in the Dallas and Houston AAs is adequate, and good in the Fort Worth AA. CD lending had a significantly positive impact on the lending performance in all full-scope AAs.

### Lending Activity

BOKF's lending activity in the State of Texas is adequate. This is supported by adequate lending activity in the Dallas, Fort Worth, and Houston AAs. Refer to Table 1 Lending Volume in the State of Texas section of appendix D for the facts and data used to evaluate the bank's lending activity.

#### Dallas AA

BOKF's lending activity in the Dallas AA is adequate. Based upon FDIC Deposit Market Share data as of June 30, 2012, BOKF achieved a 1.41 percent market share of deposits, ranking 8<sup>th</sup> among 128 financial institutions in the AA. Based upon 2012 peer mortgage data, BOKF achieved a 0.64 percent market share of home purchase loans, ranking 35<sup>th</sup> among 558 reporting lenders. The institution achieved a 0.74 percent market share of refinance loans, ranking 21<sup>st</sup> among 563 reporting lenders and achieved a 0.77 percent market share of home improvement loans, ranking 25<sup>th</sup> among 183 reporting lenders. These market shares and rankings are adequate when considering competition within the AA. BOKF achieved a 0.28 percent market share of small loans to businesses, ranking 27<sup>th</sup> among 168 reporting lenders. The top five small business lenders originated 65.00 percent of loans in this AA. A majority of the lenders with a large market share are nationwide credit card lenders.

#### Fort Worth AA

BOKF's lending activity in the Fort Worth AA is adequate. Based upon FDIC Deposit Market Share data as of June 30, 2012, BOKF achieved a 2.86 percent market share of deposits, ranking 6<sup>th</sup> among 63 financial institutions in the AA. Based upon 2012 peer mortgage data, BOKF achieved a 0.67 percent market share of home purchase loans, ranking 34<sup>th</sup> among 441 reporting lenders. The institution achieved a 0.87 percent market share of refinance loans, ranking 19<sup>th</sup> among 443 reporting lenders and achieved a 1.45 percent market share of home improvement loans, ranking 17<sup>th</sup> among 124 reporting lenders. These market shares and rankings are adequate when considering competition within the AA. BOKF achieved a 0.21 percent market share of small loans to businesses, ranking 29<sup>th</sup> among 120 reporting lenders. The top five small business lenders originated 63.00 percent of loans in this AA. A majority of the lenders with a large market share are nationwide credit card lenders.

#### Houston AA

BOKF's lending activity in the Houston AA is adequate. Based upon FDIC Deposit Market Share data as of June 30, 2012, BOKF achieved a 1.01 percent market share of deposits, ranking 11<sup>th</sup> among 91 financial institutions in the AA. Based upon 2012 peer mortgage data, BOKF achieved a 0.59 percent market share of home purchase loans, ranking 36<sup>th</sup> among 559 reporting lenders. The institution achieved a 0.55 percent market share of refinance loans, ranking 29<sup>th</sup> among 566 reporting lenders and

achieved a 0.87 percent market share of home improvement loans, ranking 21<sup>st</sup> among 171 reporting lenders. These market shares and rankings are adequate when considering competition within the AA. BOKF achieved a 0.11 percent market share of small loans to businesses, ranking 35<sup>th</sup> among 159 reporting lenders. The top five small business lenders originated 66.00 percent of loans in this AA. A majority of the lenders with a large market share are nationwide credit card lenders.

### **Distribution of Loans by Income Level of the Geography**

Overall, the geographic distribution of loans is poor. Very poor performance was evidenced in the Dallas AA, poor performance in the Houston AA, and adequate performance in the Fort Worth AA.

#### ***Home Mortgage Loans***

The overall geographic distribution of home mortgage loans is poor.

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

#### Dallas AA

The overall geographic distribution of home mortgage loans is very poor. Poor home refinance loan performance was negatively impacted by very poor home purchase and home improvement performance.

#### Home Purchase Loans

The overall geographic distribution of home purchase loans is very poor. In 2012, the geographic distribution of home purchase loans was very poor. The percentage of home purchase loans in low-income geographies was significantly lower than the percentage of owner-occupied housing units. BOKF's percentage of home purchase loans in moderate-income geographies was significantly lower than the percentage of owner-occupied housing units. The bank's market share for home purchase loans in low-income geographies was lower than its overall market share. The bank's market share for home purchase loans in moderate-income geographies was lower than its overall market share.

In 2011, the geographic distribution of home purchase loans was not inconsistent with performance in 2012.

#### Home Improvement Loans

The overall geographic distribution of home improvement loans is very poor. In 2012, the geographic distribution of home improvement loans was very poor. The bank did not originate any home improvement loans in low-income geographies. The percentage of loans in moderate-income CTs was significantly lower than the percentage of owner-occupied housing units. The market share of loans in moderate-income CTs was near to its overall market share for home improvement loans.

In 2011, the geographic distribution of home improvement loans was stronger than performance in 2012 and was poor. Performance in low-income geographies was consistent with 2012; however, moderate-income geography performance was stronger. The percentage of loans in moderate-income CTs was somewhat lower than the percentage of owner-occupied housing units. The market share of loans in moderate-income CTs significantly exceeded its overall market share for home improvement loans.

While stronger, this conclusion was not significant enough to impact the overall home improvement conclusion.

#### Home Refinance Loans

The overall geographic distribution of home refinance loans is poor. In 2012, the geographic distribution of home refinance loans was poor, when considering market share performance. The percentage of home refinance loans in low-income geographies was significantly lower than the percentage of owner-occupied housing units. The percentage of loans in moderate-income CTs was significantly lower than the percentage of owner-occupied housing units. The bank's market share in low-income geographies was near to its overall market share for home refinance loans. The market share of loans in moderate-income CTs was near to its overall market share for home refinance loans.

In 2011, the geographic distribution of home refinance loans was not inconsistent with performance in 2012.

#### Fort Worth AA

The overall geographic distribution of home mortgage loans is adequate. Poor home refinance loan performance was augmented by adequate home purchase and good home improvement loan performance.

#### Home Purchase Loans

The overall geographic distribution of home purchase loans is adequate, when considering 2011 performance. In 2012, the geographic distribution of home purchase loans was good, when considering market share performance. The percentage of home purchase loans in low-income geographies was lower than the percentage of owner-occupied housing units. BOKF's percentage of home purchase loans in moderate-income geographies was near to the percentage of owner-occupied housing units. The bank's market share for home purchase loans in low-income geographies exceeded its overall market share. The bank's market share for home purchase loans in moderate-income geographies exceeded its overall market share.

In 2011, the geographic distribution of home purchase loans was weaker than performance in 2012 and was very poor. This conclusion was due to weaker performance in both low- and moderate-income geographies. BOKF did not originate any loans in low-income geographies. The percentage of home purchase loans in moderate-income geographies was significantly below the percentage of owner-occupied housing units. The bank's market share for home purchase loans in moderate-income geographies was lower than its overall market share. This performance had a negative impact on the overall home purchase conclusion.

#### Home Improvement Loans

The overall geographic distribution of home improvement loans is good, when considering 2011 performance. In 2012, the geographic distribution of home improvement loans was excellent. The percentage of home improvement loans in low-income geographies was near to the percentage of owner-occupied housing units. The percentage of loans in moderate-income CTs exceeded the percentage of owner-occupied housing units. The bank's market share in low-income geographies exceeded its overall market share for home improvement loans. The market share of loans in moderate-income CTs exceeded its overall market share for home improvement loans.

In 2011, the geographic distribution of home improvement loans was weaker than performance in 2012 and was adequate. While performance in moderate-income geographies was consistent with 2012, performance in low-income geographies was weaker. BOKF did not originate any loans in low-income geographies. This performance had a negative impact on the overall home improvement conclusion.

#### Home Refinance Loans

The overall geographic distribution of home refinance loans is poor. In 2012, the geographic distribution of home refinance loans was poor, when considering market share performance. The percentage of home refinance loans in low-income geographies was significantly lower than the percentage of owner-occupied housing units. The percentage of loans in moderate-income CTs was significantly lower than the percentage of owner-occupied housing units. The bank's market share in low-income geographies was lower than its overall market share for home refinance loans. The market share of loans in moderate-income CTs exceeded its overall market share for home refinance loans.

In 2011, the geographic distribution of home refinance loans was not inconsistent with performance in 2012.

#### Houston AA

The overall geographic distribution of home mortgage loans is poor, as evidenced by poor performance in all home mortgage products.

#### Home Purchase Loans

The overall geographic distribution of home purchase loans is poor. In 2012, the geographic distribution of home purchase loans was poor, when considering market share performance. The percentage of home purchase loans in low-income geographies was significantly lower than the percentage of owner-occupied housing units. BOKF's percentage of home purchase loans in moderate-income geographies was lower than the percentage of owner-occupied housing units. The bank's market share for home purchase loans in low-income geographies exceeded its overall market share. The bank's market share for home purchase loans in moderate-income geographies exceeded its overall market share.

In 2011, the geographic distribution of home purchase loans was weaker than performance in 2012 and was very poor. While loan performance as compared to the demographic comparator in low-income geographies along with moderate-income market share performance was consistent with 2012, loan performance to demographics in moderate-income geographies and low-income market share performance was weaker. The percentage of loans in moderate-income CTs was significantly lower than the percentage of owner-occupied housing units. The market share of loans in low-income CTs was significantly lower than its overall market share for home purchase loans. While weaker, this conclusion was not significant enough to impact the overall home purchase conclusion.

#### Home Improvement Loans

The overall geographic distribution of home improvement loans is poor, when considering 2011 performance. In 2012, the geographic distribution of home improvement loans was adequate. The bank did not originate any home improvement loans in low-income census tracts. The percentage of loans in moderate-income CTs was near to the percentage of owner-occupied housing units. The market share of loans in moderate-income CTs exceeded its overall market share for home improvement loans.

In 2011, the geographic distribution of home improvement loans was weaker than performance in 2012 and was very poor. While performance in low-income geographies was consistent with 2012,

performance in moderate-income geographies was weaker. The percentage of loans in moderate-income CTs was significantly lower than the percentage of owner-occupied housing units. The market share of loans in moderate-income CTs was significantly lower than its overall market share for home purchase loans. This performance had a negative impact on the overall home improvement conclusion.

#### Home Refinance Loans

The overall geographic distribution of home refinance loans is poor. In 2012, the geographic distribution of home refinance loans was poor, when considering market share performance. The percentage of home refinance loans in low-income geographies was significantly lower than the percentage of owner-occupied housing units. The percentage of loans in moderate-income CTs was significantly lower than the percentage of owner-occupied housing units. The bank's market share in low-income geographies was near to its overall market share for home refinance loans. The market share of loans in moderate-income CTs was near to its overall market share for home refinance loans.

In 2011, the geographic distribution of home refinance loans was weaker than performance in 2012 and was very poor. While the bank's loan performance to the demographic comparator in low- and moderate-income geographies was consistent with 2012, the moderate-income market share was significantly lower than the overall market share. This performance, while weaker, was not significant enough to impact the overall home refinance conclusion.

#### ***Small Loans to Businesses***

BOKF's geographic distribution of small loans to businesses is excellent.

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

#### Dallas AA

BOKF's geographic distribution of small loans to businesses is excellent. In 2012, the geographic distribution of small loans to businesses was excellent. The percentage of small loans to businesses in low-income geographies exceeded the percentage of businesses located in low-income tracts. The percentage of small loans to businesses in moderate-income geographies exceeded the percentage of businesses located in moderate-income CTs. The market share of loans in low-income CTs exceeded its overall market share for small loans to businesses. The bank's market share of loans in moderate-income geographies exceeded its overall market share for small loans to businesses.

In 2011, the geographic distribution of small loans to businesses was not inconsistent with performance in 2012.

#### Fort Worth AA

BOKF's geographic distribution of small loans to businesses is excellent. In 2012, the geographic distribution of small loans to businesses was excellent. The percentage of small loans to businesses in low-income geographies exceeded the percentage of businesses located in low-income tracts. The percentage of small loans to businesses in moderate-income geographies exceeded the percentage of businesses located in moderate-income CTs. The market share of loans in low-income CTs exceeded its overall market share for small loans to businesses. The bank's market share of loans in moderate-income geographies exceeded its overall market share for small loans to businesses.

In 2011, the geographic distribution of small loans to businesses was not inconsistent with performance in 2012.

#### Houston AA

BOKF's geographic distribution of small loans to businesses is adequate. In 2012, the geographic distribution of small loans to businesses was adequate. The percentage of small loans to businesses in low-income geographies exceeded the percentage of businesses located in low-income tracts. The percentage of small loans to businesses in moderate-income geographies was significantly lower than the percentage of businesses located in moderate-income CTs. The market share of loans in low-income CTs exceeded its overall market share for small loans to businesses. The bank's market share of loans in moderate-income geographies was significantly lower than its overall market share for small loans to businesses.

In 2011, the geographic distribution of small loans to businesses was stronger than performance in 2012 and was good. This conclusion was due to stronger performance in moderate-income geographies.

#### **Lending Gap Analysis**

Reports and maps detailing BOKF's 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 gaps were identified.

#### **Distribution of Loans by Income Level of the Borrower**

The overall borrower income distribution of BOKF's lending is adequate. Adequate performance was evidenced in the Dallas and Houston AAs, and good performance in the Fort Worth AA.

#### ***Home Mortgage Loans***

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

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

#### Dallas AA

Overall, the distribution of home mortgage loans by income level of borrower is adequate in the Dallas AA. This is evidenced by adequate home refinance and home purchase loan performance. While home improvement loan performance is poor, this product received minimal emphasis when arriving at the overall conclusion. In evaluating the borrower distribution of home mortgage loans, we considered the number of households that live below the poverty level and the barriers that this may have on home ownership. The percentage of total households living below poverty level based on 2000 and 2010 Census Data was 10.00 and 12.00 percent, respectively.

#### ***Home Purchase Loans***

The overall borrower distribution of home purchase loans is adequate. In 2012, the borrower distribution of home purchase loans was adequate. The percentage of home purchase loans to low-income borrowers was lower than the percentage of low-income families in the AA. The percentage of home purchase loans to moderate-income borrowers was near to the percentage of moderate-income

families in the AA. The bank's market share to low-income borrowers was somewhat lower than its overall market share for home purchase loans. The bank's market share to moderate-income borrowers was somewhat lower than to its overall market share for home purchase loans.

In 2011, the borrower distribution of home purchase loans was weaker than performance in 2012 and was poor. While performance to low-income borrowers was consistent with 2012, weaker performance was evidenced to moderate-income borrowers. The percentage of home purchase loans to moderate-income borrowers was significantly lower than the percentage of moderate-income families in the AA. The bank's market share to moderate-income borrowers was significantly lower than to its overall market share for home purchase loans. This performance, while weaker, was not significant enough to impact the overall home purchase conclusion.

#### Home Improvement Loans

The overall borrower distribution of home improvement loans is poor. In 2012, the borrower distribution of home improvement loans was poor, when considering moderate-income market share performance. The percentage of home improvement loans to low-income borrowers was lower than the percentage of low-income families in the AA. The bank did not originate any home improvement loans to moderate-income borrowers. The bank's market share to low-income borrowers exceeded its overall market share for home improvement loans.

In 2011, the borrower distribution of home improvement loans was stronger than performance in 2012 and was adequate. While this conclusion was mainly due to stronger moderate-income borrower performance, the absence of any loans originated to low-income borrowers prevented a higher conclusion. The percentage of home improvement loans to moderate-income borrowers significantly exceeded the percentage of moderate-income families in the AA. The bank's market share to moderate-income borrowers significantly exceeded its overall market share for home improvement loans. This performance, while stronger, was not significant enough to impact the overall home purchase conclusion.

#### Home Refinance Loans

The overall borrower distribution of home refinance loans is adequate. In 2012, the borrower distribution of home refinance loans was adequate, when considering market share performance. The percentage of home refinance loans to low-income borrowers was lower than the percentage of low-income families in the AA. The percentage of home refinance loans to moderate-income borrowers was lower than the percentage of moderate-income families in the AA. The bank's market share to low-income borrowers exceeded its overall market share for home refinance loans. The bank's market share to moderate-income borrowers was near to its overall market share for home refinance loans.

In 2011, the borrower distribution of home refinance loans was weaker than performance in 2012 and was poor. While performance to low-income borrowers was consistent with 2012, weaker performance was evidenced to moderate-income borrowers. The percentage of home refinance loans to moderate-income borrowers was significantly lower than the percentage of moderate-income families in the AA. The bank's market share to moderate-income borrowers was lower than its overall market share for home refinance loans. This performance, while weaker, was not significant enough to impact the overall home refinance conclusion.

Fort Worth AA

Overall, the distribution of home mortgage loans by income level of borrower is good in the Fort Worth AA. Adequate home refinance performance was augmented by good home purchase and excellent home improvement loan performance. In evaluating the borrower distribution of home mortgage loans, we considered the number of households that live below the poverty level and the barriers that this may have on home ownership. The percentage of total households living below poverty level based on 2000 and 2010 Census Data are 10.00 and 12.00 percent, respectively.

Home Purchase Loans

The overall borrower distribution of home purchase loans is good, when considering 2011 performance. In 2012, the borrower distribution of home purchase loans was excellent. The percentage of home purchase loans to low-income borrowers was somewhat near to the percentage of low-income families in the AA and was considered good. The percentage of home purchase loans to moderate-income borrowers exceeded the percentage of moderate-income families in the AA. The bank's market share to low-income borrowers exceeded its overall market share for home purchase loans. The bank's market share to moderate-income borrowers was somewhat lower than its overall market share for home purchase loans.

In 2011, the borrower distribution of home purchase loans was weaker than performance in 2012 and was adequate. This conclusion was due to weaker low- and moderate-income borrower performance. The percentage of home purchase loans to low-income borrowers was lower than the percentage of low-income families. The percentage of home purchase loans to moderate-income borrowers was significantly lower than the percentage of moderate-income families in the AA. The bank's market share to low-income borrowers was lower than its overall market share for home purchase loans. The bank's market share to moderate-income borrowers was somewhat lower than its overall market share for home purchase loans. This performance had a negative impact on the overall home purchase conclusion.

Home Improvement Loans

The overall borrower distribution of home improvement loans is excellent. In 2012, the borrower distribution of home improvement loans was excellent, when considering market share performance. The percentage of home improvement loans to low-income borrowers is somewhat lower than the percentage of low-income families in the AA. The percentage of home improvement loans to moderate-income borrowers exceeded the percentage of moderate-income families in the AA. The bank's market share to low-income borrowers exceeded its overall market share for home improvement loans. The bank's market share to moderate-income borrowers exceeded its overall market share for home improvement loans.

In 2011, the borrower distribution of home improvement loans was weaker than performance in 2012 and was good. While loan performance as compared to the demographic comparator to low-income borrowers, along with low- and moderate-income market share performance, was consistent with 2012, loan performance to demographics to moderate-income borrowers was weaker. The percentage of loans to moderate-income borrowers was somewhat lower than the percentage of moderate-income families. While weaker, this conclusion was not significant enough to impact the overall home improvement conclusion.

Home Refinance Loans

The overall borrower distribution of home refinance loans is adequate. In 2012, the borrower distribution of home refinance loans was adequate, when considering market share performance. The percentage of home refinance loans to low-income borrowers was lower than the percentage of low-income families in the AA. The percentage of home refinance loans to moderate-income borrowers was somewhat lower than the percentage of moderate-income families in the AA. The bank's market share to low-income borrowers exceeded its overall market share for home refinance loans. The bank's market share to moderate-income borrowers was near to its overall market share for home refinance loans.

In 2011, the borrower distribution of home refinance loans was not inconsistent with performance in 2012.

Houston AA

Overall, the distribution of home mortgage loans by income level of borrower is adequate in the Houston AA. This is supported by adequate home refinance and good home purchase loan performance. While home improvement loan performance is very poor, this product received minimal emphasis when arriving at the overall conclusion. In evaluating the borrower distribution of home mortgage loans, we considered the number of households that live below the poverty level and the barriers that this may have on home ownership. The percentage of total households living below poverty level based on 2000 and 2010 Census Data are 13.00 and 14.00 percent, respectively.

Home Purchase Loans

The overall borrower distribution of home purchase loans is good. In 2012, the borrower distribution of home purchase loans was good, when considering market share performance. The percentage of home purchase loans to low-income borrowers was lower than the percentage of low-income families in the AA. The percentage of home purchase loans to moderate-income borrowers exceeded the percentage of moderate-income families in the AA. The bank's market share to low-income borrowers exceeded its overall market share for home purchase loans. The bank's market share to moderate-income borrowers exceeded its overall market share for home purchase loans.

In 2011, the borrower distribution of home purchase loans was not inconsistent with performance in 2012.

Home Improvement Loans

The overall borrower distribution of home improvement loans is very poor. In 2012, the borrower distribution of home improvement loans was very poor. The bank did not originate any home improvement loans to low- or moderate-income borrowers.

In 2011, the borrower distribution of home improvement loans was not inconsistent with performance in 2012.

Home Refinance Loans

The overall borrower distribution of home refinance loans is adequate. In 2012, the borrower distribution of home refinance loans was adequate, when considering market share performance. The percentage of home refinance loans to low-income borrowers was significantly lower than the percentage of low-income families in the AA. The percentage of home refinance loans to moderate-income borrowers was significantly lower than the percentage of moderate-income families in the AA.

The bank's market share to low-income borrowers exceeded its overall market share for home refinance loans. The bank's market share to moderate-income borrowers was near to its overall market share for home refinance loans.

In 2011, the borrower distribution of home refinance loans was weaker than performance in 2012 and was poor. While loan performance as compared to the demographic comparator to low- and moderate-income borrowers, along with the low-income market share performance, was consistent with 2012, moderate-income market share performance was weaker. The bank's market share to moderate-income borrowers was lower than its overall market share for home refinance loans. While weaker, this conclusion was not significant enough to impact the overall home improvement conclusion.

### ***Small Loans to Businesses***

Overall, BOKF's penetration of small loans to small businesses is poor.

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

#### Dallas AA

BOKF's overall penetration of small loans to small businesses is poor. In 2012, the penetration of small loans to small businesses was poor. The percentage of small loans to small businesses (businesses with gross annual revenue of \$1 million or less) was lower than the percentage of small businesses in the AA. The bank's market share of small loans to small businesses was somewhat lower than its overall market share of small loans to businesses. However, with an overall market share of less than one percent, minimal emphasis was placed on small loans to businesses market share performance.

In 2011, the penetration of small loans to small businesses was not inconsistent with performance in 2012.

#### Fort Worth AA

BOKF's overall penetration of small loans to small businesses is poor. In 2012, the penetration of small loans to small businesses was poor. The percentage of small loans to small businesses (businesses with gross annual revenues of \$1 million or less) was lower than the percentage of small businesses in the AA. The bank's market share of small loans to small businesses was somewhat lower than its overall market share of small loans to businesses. However, with an overall market share of less than one percent, minimal emphasis was placed on small loans to businesses market share performance.

In 2011, the penetration of small loans to small businesses was not inconsistent with performance in 2012.

#### Houston AA

BOKF's overall penetration of small loans to small businesses is poor. In 2012, the penetration of small loans to small businesses was poor. The percentage of small loans to small businesses (businesses with gross annual revenues of \$1 million or less) was lower than the percentage of small businesses in the AA. The bank's market share of small loans to small businesses was somewhat lower than its overall market share of small loans to businesses. However, with an overall market share of less than one percent, minimal emphasis was placed on small loans to businesses market share performance.

In 2011, the penetration of small loans to small businesses was not inconsistent with performance in 2012.

## Community Development Lending

BOKF is a leader in making community development loans in Texas. CD lending was exceptionally strong, and had a significantly positive impact on the lending performance in all three of the Texas full-scope AAs. In the State of Texas, the bank originated 62 CD loans totaling \$248.6 million. The bank's CD loans primarily help to revitalize and stabilize LMI areas, particularly in areas designated as either federal or state Enterprise Zones (EZ). Lending to provide affordable housing, community services, and economic development was also significant. CD lending has positively impacted communities through job creation and providing affordable housing. In the State of Texas, over 603 affordable housing units and 10,126 LMI jobs were created.

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

### Dallas AA

CD lending was exceptionally strong, and had a significantly positive impact on the lending performance in the Dallas AA. This performance compensated for overall poor retail lending performance. During the evaluation period BOKF originated 38 CD loans totaling \$173.5 million. This represents 74.17 percent of Tier 1 capital allocated to the AA. although not specifically addressing needs mentioned by contacts, these loans helped to address other needs in the AA, including two loans totaling \$24 million for affordable housing, six loans totaling \$23 million for services targeting LMI individuals, 13 loans totaling \$33 million for economic development, and 17 loans totaling \$93 million for revitalization and stabilization of LMI areas. CD lending has had a beneficial impact on the community creating 596 affordable housing units and 8,971 LMI jobs. A substantial portion of downtown Dallas is located in a federally designated Empowerment Zone. BOKF has a substantial amount of lending in this area, primarily related to revitalization and stabilization of LMI areas.

Examples of CD loans are highlighted below:

- BOKF originated two loans totaling \$6.4 million for an office and warehouse building project in a moderate-income census tract in the town of Farmers Branch within the Dallas AA. The purpose of the loans was renewal of term debt and new money for tenant improvements. The project created 480 new jobs into the area with the majority being LMI jobs.
- BOKF originated two loans totaling \$2.4 million to a family owned plastics manufacturing business. Refinancing of real estate with a SBA guarantee allowed the company to reduce cost of debt and expand the business. The purpose of the loans included a working capital line of credit and a commercial real estate loan refinance. The company is located in a moderate-income industrial area. The company has 100 jobs, the majority of which are LMI jobs.

Fort Worth AA

CD lending was exceptionally strong, and had a significantly positive impact on lending performance in the Fort Worth AA. This performance compensated for overall adequate retail lending performance. During the evaluation period BOKF originated five CD loans totaling \$20.3 million. This represents 18.29 percent of allocated Tier 1 capital. These loans helped to address the identified need for economic development and revitalization and stabilization in the AA. This included two loans totaling \$8.0 million for economic development and three loans totaling \$12.3 million for revitalization and stabilization of LMI areas. CD lending has had a beneficial impact on the community in terms of creating LMI jobs. During the evaluation period, CD lending created/maintained 406 LMI jobs in the AA. A substantial portion of the Fort Worth downtown area is located in a federally designated Empowerment Zone.

Houston AA

CD lending was exceptionally strong, and had a significantly positive impact on the lending performance in the Houston AA. This performance compensated for overall poor retail lending performance. During the evaluation period BOKF originated 19 loans totaling \$54.8 million. This represents 33.14 percent of allocated Tier 1 capital. These loans helped to address the identified need for affordable housing in the AA, as well as other known needs. This included one loan totaling \$141 thousand for affordable housing, three loans totaling \$7.9 million for services targeting LMI individuals, seven loans totaling \$23.5 million for economic development, and eight loans totaling \$23.2 million for revitalization and stabilization of LMI areas. CD lending has had a beneficial impact on the community creating seven affordable housing units and 743 LMI jobs. A substantial portion of the Houston downtown area is located in a federally designated Empowerment Zone. BOKF has a substantial amount of lending in this area, primarily related to economic development and revitalization and stabilization of LMI areas.

Examples of CD loans are highlighted below:

- BOKF originated two loans totaling \$4 million to an athletic equipment manufacturer. Purpose of the loans is to provide for working capital needs and to fund the construction of their corporate headquarters. Construction of new corporate headquarters will help to revitalize a low-income area in an Enterprise Zone. The company provides 130 jobs, the majority of which are designated as LMI.
- BOKF originated a \$7.5 million loan for the construction of a manufacturing and warehouse facility. The borrower is a manufacturer of products used in the oil and gas, heavy equipment, aerospace and defense industries. The company will bring stabilization to an Enterprise Zone with moderate anticipated job growth. The company employs 134 individuals, with an anticipated ten new jobs being added as part of the new facility. A majority of these jobs are LMI.

**Product Innovation and Flexibility**

There were no innovative or flexible products offered in the State of Texas.

## Conclusions for Areas Receiving Limited-Scope Reviews

Overall, the bank's lending performance in the Sherman-Dennison AA is stronger than the bank's overall "Low Satisfactory" performance in the state, due to stronger geographic distribution performance. This performance was not significant enough to impact the overall Lending Test rating in the state. Refer to Tables 1 through 12 in the State of Texas section of appendix D for the facts and data that support these conclusions.

## INVESTMENT TEST

### Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the investment test in Texas is rated "High Satisfactory." Based on full-scope reviews, the bank's performance in the Dallas AA is excellent. Performance in the Houston AA is good, and adequate in the Fort Worth AA.

Refer to Table 14 in the State of Texas section of appendix D for the facts and data used to evaluate the bank's level of qualified investments.

#### Dallas AA

During the evaluation period, BOKF made 40 investments totaling \$23.6 million. In addition, there were 47 prior period investments with a total book value of \$8.6 million outstanding at the end of the evaluation period. These investments provide continued benefit to the AA. Total investments of \$32.1 million represented approximately 13.73 percent of Tier 1 capital allocated to the AA. In addition, four investments had \$13.7 million in unfunded commitments at the end of the evaluation period.

The majority of investments were associated with affordable housing, community services and economic development. BOKF made a \$19.1 million investment through its private label LIHTC fund supporting the development of a 134-unit affordable housing project located in Frisco, Texas in the AA. Other investments included mortgaged-backed securities, which totaled \$3.9 million in the current period. Investment in these securities help create capacity for additional affordable housing lending. The Dallas AA had a reasonable number of investment opportunities based on discussions with bank management and community contacts. The Dallas AA is competitive with other large banks competing for qualified investments in this market. The bank's responsiveness to the CD needs in the AA is good based on the volume and types of affordable housing investments, which is a known need in the area.

#### Fort Worth AA

During the evaluation period, BOKF made seven investments totaling \$632,000. In addition, there were 12 prior period investments with a total book value of \$2.7 million outstanding at the end of the evaluation period. These investments provide continued benefit to the AA. Total investments of \$3.4 million represented approximately 3.03 percent of Tier 1 capital allocated to the AA.

A substantial majority of BOKF's current and prior period investments were mortgaged-backed securities. These investments assisted in creating capacity for affordable housing lending, which is identified as a key need in the area. The Fort Worth AA had a reasonable number of investment opportunities based on discussions with bank management and community contacts. The Fort Worth AA is competitive with other large banks competing for qualified investments in this market. The

bank's responsiveness to the CD needs in the AA is adequate based on the volume and type of affordable housing investments, which is a stated and known need in the area.

#### Houston AA

During the evaluation period, BOKF made 19 investments totaling \$2.2 million. In addition, there were 44 prior period investments with a total book value of \$6.4 million outstanding at the end of the evaluation period. These investments provide continued benefit to the AA. Total investments of \$8.6 million represented 5.19 percent of Tier 1 capital allocated to the AA. In addition, two investments had \$90,000 in unfunded commitments at the end of the evaluation period.

A substantial majority of BOKF's current period investments were mortgaged-backed securities. These investments assisted in creating capacity for affordable housing lending, which is identified as a key need in the area. The Houston AA had a reasonable number of investment opportunities based on discussions with bank management and community contacts. The Houston AA is competitive with other large banks competing for qualified investments in this market. The bank's responsiveness to the CD needs in the AA is adequate based on the volume and type of affordable housing investments, which is a stated and known need in the area.

#### Texas Statewide

We also considered investments made in the greater statewide area either with a purpose, mandate, or function to serve an AA or no purpose, mandate, or function to serve an AA in the state. There were two current period investments totaling \$129,000 and two prior period investments totaling \$337,000, which had a purpose, mandate, or function to serve an AA in the state. There were also three current and 12 prior period investments totaling \$535,000 and \$422,000, respectively, with no purpose, mandate, or function to serve an AA in the state.

### **Conclusions for Areas Receiving Limited-Scope Reviews**

Based on limited-scope reviews, the bank's performance under the investment test in the Sherman-Dennison MSA is stronger than the bank's overall "High Satisfactory" performance under the investment test in Texas, due to a higher level of investments. Refer to the Table 14 in the State of Texas section of appendix D for the facts and data that support these conclusions.

## **SERVICE TEST**

### **Conclusions for Areas Receiving Full-Scope Reviews**

BOKF's performance under the service test in the State of Texas is rated "High Satisfactory." Based on full-scope review, the bank's performance in Dallas AA is good, Fort Worth AA is excellent, and Houston AA is adequate.

### **Retail Banking Services**

Refer to Table 15 in the State of Texas section of appendix D for the facts and data used to evaluate the distribution of the bank's branch delivery system and branch openings and closings.

Dallas AA

BOKF's branch distribution in the AA is good. Branches were accessible to geographies and individuals of different income levels in the AA. There were three branches in low-income census tracts. The percentage of branches in the low-income geographies exceeded the percentage of population in those census tracts. BOKF had two branches in moderate-income census tracts. The percentage of branches in moderate-income geographies was well below the percentage of population in those census tracts.

Branch openings and closings have generally not adversely affected accessibility of bank products and services, particularly in LMI geographies or to LMI individuals. The bank closed three branches located in upper-income tracts due to poor financial performance. There were no branch openings during the evaluation period. Branch services and hours did not vary in a way that would inconvenience portions of the AA, particularly LMI individuals. Hours and services are comparable across all branches, regardless of geography income level.

Refer to the Other Performance Data – Service Test section in the overall “Scope of Evaluation” section for additional information regarding alternative delivery systems.

Fort Worth AA

BOKF's branch distribution in the AA is excellent. Branches were readily accessible to geographies and individuals of different income levels in the AA. BOKF had 10 branches in this AA during the evaluation period. The bank had one branch in a low-income census tract. The percentage of branches in the low-income geographies exceeded the percentage of population in those census tracts. BOKF had two branches in moderate-income census tracts. The percentage of branches in the moderate-income geographies was near to the percentage of population in those census tracts.

There were no branch openings or closings during the evaluation period. Branch services and hours did not vary in a way that would inconvenience portions of the AA, particularly LMI individuals. Hours and services are comparable across all branches, regardless of geography income level.

Refer to the Other Performance Data – Service Test section in the overall “Scope of Evaluation” section for additional information regarding alternative delivery systems.

Houston AA

BOKF's branch distribution in the AA is adequate, when considering near-to branches. Branches were reasonably accessible to geographies and individuals of different income levels in the AA. There was one branch in low-income census tract. The percentage of branches in the low-income geographies was below the percentage of population in those census tracts. BOKF had one branch in a moderate-income census tract. The percentage of branches in moderate-income geographies was well below the percentage of population in those census tracts. Accessibility in low- and moderate income tracts improved after considering near-to branches. The bank had one branch in a middle-income and one branch in an upper-income geography that was near-to a low-income CT. Also, one branch in a middle-income and two branches in upper-income geographies were near-to moderate-income CTs. Near-to branches are those in middle- or upper-income CTs that are within one-half mile of a low- or moderate-income geography. Our evaluation of the proximity of these branches included consideration of available and affordable public transit systems within the AA, and the absence of physical barriers, such as water or highways, that might obstruct convenient access to the branch. When considering these near-to branches, branch distribution performance in the Houston AA is adequate.

Branch openings and closings have generally not adversely affected accessibility of bank products and services, particularly in LMI geographies or to LMI individuals. The bank closed one branch located in an upper-income tract due to poor financial performance. Branch services and hours did not vary in a way that would inconvenience portions of the AA, particularly LMI individuals. Hours and services are comparable across all branches, regardless of geography income level.

Refer to the Other Performance Data – Service Test section in the overall “Scope of Evaluation” section for additional information regarding alternative delivery systems.

## **Community Development Services**

BOKF’s performance in providing CD services is adequate. Overall, BOKF employees provided 908 hours in full-scope areas which represented an excellent level of CD activity and responsiveness to community needs. BOKF employees participated in many qualifying nonprofit organizations in a leadership capacity, either as a board member, committee member, secretary, or treasurer. BOKF employees participated in a variety of organizations primarily designated to provide financial education and literacy (679 hours), and community services to LMI individuals (221 hours).

### Dallas AA

In the Dallas AA, CD service performance was adequate. BOKF employees provided their time and expertise to 14 different CD organizations for a total of 297 hours related to CD services during the evaluation period. This included 14 hours by executive management. Some of the principal activities that benefitted LMI included instructing financial education and literacy classes, and serving on financial related committees and panels of various CD organizations.

### Fort Worth AA

In the Fort Worth AA, CD service performance was adequate. BOKF employees provided their time and expertise to eight different CD organizations for a total of 213 hours related to CD services during the evaluation period. Some of the principal activities that benefitted LMI included instructing financial education and literacy classes, serving on financial related committees and panels of some of the CD organizations, and fundraising for some of the CD organizations.

### Houston AA

In the Houston AA, CD service performance was adequate. BOKF employees provided their time and expertise to 3 different CD organizations for a total of 398 hours related to CD services during the evaluation period. The primary activity that benefitted LMI was instructing financial education and literacy classes through a local credit organization that has been approved by HUD as a housing counseling agency.

## **Conclusions for Areas Receiving Limited-Scope Reviews**

Based on limited-scope reviews, the bank’s performance under the Service Test in the Sherman-Dennison MSA is stronger than the bank’s overall “High Satisfactory” performance in the state. The performance difference was due to branch distribution and was not significant enough to impact the bank’s overall rating. Refer to Table 15 in the State of Texas section of appendix D for the facts and data that support these conclusions.

## Appendix A: Scope of Examination

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

<b>Time Period Reviewed</b>	Lending Test (excludes CD loans): (01/01/2009 to 12/31/2012) Investment and Service Tests and CD Loans: (09/21/2009 to 10/28/2013)	
<b>Financial Institution</b>	<b>Products Reviewed</b>	
Bank of Oklahoma Financial, N.A. (BOKF) Tulsa, Oklahoma	Home Mortgage products – Home Purchase, Home Refinance and Home Improvement and Small Business loans and Community Development Loans	
<b>Affiliate(s)</b>	<b>Affiliate Relationship</b>	<b>Products Reviewed</b>
BOKF CD Fund Pacesetters (leasing company) BOKF Foundation	Affiliate Subsidiary Affiliate	CD Investments CD Investments CD Investments
<b>List of Assessment Areas and Type of Examination</b>		
<b>Assessment Area</b>	<b>Type of Exam</b>	<b>Other Information</b>
Kansas City Multi-State MSA	Full-Scope	Johnson, Wyandotte Counties (KS); Jackson Co. (MO)
<u>Arizona</u>		
Phoenix, AZ MSA	Full-Scope	Maricopa County
<u>Arkansas</u>		
Fayetteville, AR MSA	Full-Scope	Benton and Washington Counties
<u>Colorado</u>		
Denver, CO MSA	Full-Scope	Adams, Arapahoe, Broomfield, Denver, Douglas, and Jefferson Counties
Boulder, CO MSA	Limited-Scope	Entire MSA
<u>Maryland</u>		
Howard County, MD (Baltimore MD)	Full-Scope	Howard County
<u>New Mexico</u>		
Albuquerque, NM MSA	Full-Scope	Entire MSA
Santa Fe, NM MSA	Limited-Scope	Entire MSA
<u>Oklahoma</u>		
Oklahoma City, OK MSA	Full-Scope	Canadian, Cleveland, and Oklahoma Counties
Tulsa, OK MSA	Full-Scope	Creek, Rogers, Tulsa and Wagoner Counties
Bartlesville, OK non-MSA	Limited-Scope	Washington County
Enid, OK non-MSA	Limited-Scope	Garfield County
Eufaula, OK non-MSA	Limited-Scope	McIntosh County
Grove, OK non-MSA	Limited-Scope	Delaware County

McAlester, OK non-MSA	Limited-Scope	Pittsburg County
Muskogee, OK non-MSA	Limited-Scope	Muskogee County
Ponca City, OK non-MSA	Limited-Scope	Kay County
Stillwater, OK non-MSA	Limited-Scope	Payne County
<u>Texas</u>		
Dallas, TX MD	Full-Scope	Collin, Dallas and Denton Counties
Fort Worth TX MD	Full-Scope	Tarrant County
Houston TX MSA	Full-Scope	Fort Bend and Harris Counties
Sherman-Dennison, TX MSA	Limited-Scope	Entire MSA

## Appendix B: Summary of Multistate Metropolitan Area and State Ratings

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RATINGS BOKF, N.A.				
Overall Bank:	Lending Test Rating*	Investment Test Rating	Service Test Rating	Overall Bank/State/Multistate Rating
BOKF, N.A.	Outstanding	Outstanding	High Satisfactory	Outstanding
Multistate Metropolitan Area or State:				
Kansas City Multistate Metropolitan Area	Outstanding	Outstanding	Low Satisfactory	Outstanding
State of Arizona	Low Satisfactory	High Satisfactory	High Satisfactory	Satisfactory
State of Arkansas	Outstanding	Outstanding	Low Satisfactory	Outstanding
State of Colorado	Outstanding	Outstanding	Low Satisfactory	Outstanding
State of Maryland	High Satisfactory	Outstanding	Low Satisfactory	Satisfactory
State of New Mexico	Outstanding	Outstanding	Outstanding	Outstanding
State of Oklahoma	Outstanding	Outstanding	Outstanding	Outstanding
State of Texas	Low Satisfactory	High Satisfactory	High Satisfactory	Satisfactory

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

## Appendix C: Market Profiles for Full-Scope Areas

### Kansas City Multistate Metropolitan Area (Kansas City AA)

Demographic Information for Full-Scope Area: Kansas City AA 2000 Census						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	394	11.42	27.92	33.25	24.37	3.05
Population by Geography	1,263,848	6.75	23.33	38.41	31.48	0.03
Owner-Occupied Housing by Geography	331,197	4.28	19.37	39.83	36.52	0.00
Business by Geography	134,805	3.79	15.08	35.53	44.58	1.02
Farms by Geography	2,757	1.52	11.21	41.68	45.23	0.36
Family Distribution by Income Level	329,140	19.11	18.40	22.62	39.86	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	123,490	12.28	35.53	38.55	13.64	0.00
Median Family Income	55,031	Median Housing Value				107,778
HUD Adjusted Median Family Income for 2011	72,300	Unemployment Rate (2000 US Census)				2.45%
Households Below Poverty Level	9%					

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

Source: 2000 US Census and 2011 HUD updated MFI

Demographic Information for Full-Scope Area: Kansas City AA 2010 Census						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	399	16.54	23.56	27.57	28.57	3.76
Population by Geography	1,375,842	11.45	22.57	30.96	35.00	0.02
Owner-Occupied Housing by Geography	358,651	7.47	19.27	33.05	40.22	0.00
Businesses by Geography	131,575	8.73	18.17	28.50	42.75	1.85
Farms by Geography	2,796	4.61	15.56	34.08	45.28	0.46
Family Distribution by Income Level	346,736	21.54	17.06	20.52	40.88	0.00
Distribution of Low- and Moderate-Income Families throughout AA Geographies	133,837	21.01	33.86	29.44	15.69	0.00
Median Family Income	75,167	Median Housing Value				163,478
FFIEC Adjusted Median Family Income for 2012	73,300	Unemployment Rate				5.15%
Households Below the Poverty Level	12%					

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

Source: 2010 U.S. Census, and 2012 FFIEC updated MFI.

The Kansas City AA consists of Johnson (KS), Wyandotte (KS) and Jackson (MO) counties for 2012; and Johnson (KS) and Jackson (MO) counties for 2011. Wyandotte County was added to the bank's AA in 2012 given its lending and deposit activity, and proximity to branches. BOKF has three full-service,

traditional branches located in the Kansas City AA. BOKF also operates one deposit-taking ATM in the AA. This AA was created with the charter consolidation on January 1, 2011.

The Kansas City MMSA spans over the states of Kansas and Missouri. Kansas City ranks as the second largest metropolitan area in Missouri after St. Louis and is the largest in territory in Kansas. The area includes a number of other cities and suburbs, the largest being Overland Park, Kansas, Kansas City, Kansas, and Independence, Missouri all with populations exceeding 100,000. The U.S. Census Bureau estimates that the Kansas City MMSA population was 2,038,724 as of July 1, 2012, an increase of 1.46 percent since the 2010 U.S. Census, and ranking as the 30<sup>th</sup> most populous metropolitan statistical area of the United States.

The Kansas City AA accounts for a small percentage of the deposits and loans for BOKF. The AA maintains approximately 1.80 percent of BOKF's total deposits and 2.24 percent of total HMDA and CRA reportable loans. Competition for financial services in the Kansas City AA is strong. The June 30, 2012 FDIC Deposit Market Share Report shows \$33.8 billion worth of deposits are divided among 92 FDIC insured financial institutions in the Kansas City AA with 505 offices. The five largest competitors in the Kansas City AA include UMB Bank, N.A., Commerce Bank, U.S. Bank, N.A., and Capitol Federal Savings Bank. BOKF is ranked as the 26<sup>th</sup> largest institution in the AA with a 0.76 percent market share. BOKF's deposits in this AA total \$256.8 million.

Based on 2010 U.S. Census data, total population of the AA is 1,375,842. The 2012 FFIEC adjusted median family income for the Kansas City AA is \$73,300. In 2012, non-farm businesses represent 97.92 percent (131,575) of total businesses (134,371) in the AA. The majority of these businesses (70.52 percent or 92,784) are considered small with revenues of less than \$1 million. According to the 2010 U.S. Census, the Kansas City AA had approximately 12 percent of its households living below the poverty level.

The economic conditions in the Kansas City AA are good and the outlook is favorable. There continues to be a high demand for retail services and durable goods manufacturing. There have been notable increases in transportation, residential and commercial real estate, hi-tech firms, loan demand, and residential home prices. The energy industry remains stable, although there are concerns over future oil prices resulting in lower profitability. Commercial real estate and rents have also remained stable. Declining trends have been noted in auto sales, restaurants (slightly), tourism, non-durable goods manufacturing, and income from agriculture. The unemployment rate for the Kansas City AA, according to December 2012 numbers from the Bureau of Labor Statistics was 6.3 percent, compared to 9.0 percent at the beginning of the evaluation period (January 2011). Employment growth is projected to continue in several sectors, information technology, business services, and the hospitality industry. Kansas City's largest private employer is Sprint Nextel Corporation. Other major employers and business enterprises are AT&T, BNSF Railway, Asurion, Cerner, Citigroup, EMBARQ, Farmers Insurance Group, Garmin, Hallmark Cards, Harley-Davidson, Husqvarna, General Motors, Honeywell, Ford Motor Company, MillerCoors, State Street Corporation, The Kansas City Star, some of which are headquartered in the AA. Kansas City also has a large pharmaceutical industry, with companies such as Bayer and Aventis having large presences.

Owner-occupied units made up 59.74 percent of the housing in the Kansas City AA in 2012. Owner-occupancy rates were consistent throughout the evaluation period. Total rental units made up 29.99 percent of the AA housing units in 2012. Nearly 27.00 percent of the housing units in the AA were in LMI census tracts. Of the 399 census tracts, 40.10 percent are considered LMI. The 2010 US Census

indicated the AA's median average housing value was \$163,478 compared with \$115,330 from the 2000 Census. The median housing value increased approximately 41.75 percent from the 2000 US Census. The 2000 US Census indicates that weighted average monthly gross rent for the AA was \$597. The 2010 US Census figures reveal a 29.31 percent increase to \$772 a month.

## Phoenix, Arizona Assessment Area (Phoenix AA)

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

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

Source: 2000 US Census and 2011 HUD updated MFI

Demographic Information for Full-Scope Area: Phoenix AA 2010 Census						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	916	9.39	23.91	31.99	33.62	1.09
Population by Geography	3,817,117	8.42	24.46	33.25	33.69	0.18
Owner-Occupied Housing by Geography	916,515	3.61	20.72	35.75	39.90	0.02
Businesses by Geography	453,321	6.48	15.59	29.79	47.67	0.47
Farms by Geography	7,844	5.84	16.94	32.28	44.71	0.23
Family Distribution by Income Level	913,798	20.93	17.44	20.15	41.48	0.00
Distribution of Low- and Moderate-Income Families throughout AA Geographies	350,618	13.75	36.07	32.18	18.00	0.00
Median Family Income FFIEC	64,408	Median Housing Value				258,903
Adjusted Median Family Income for 2012	66,400	Unemployment Rate				3.48%
Households Below the Poverty Level	12%					

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

Source: 2010 US Census and 2012 FFIEC updated MFI

The Phoenix AA consists of Maricopa County in the Phoenix-Mesa-Glendale MSA. The Phoenix Metropolitan Area, often referred to as the Valley of the Sun, the Salt River Valley or Metro Phoenix, is a metropolitan area, centered on the city of Phoenix that includes much of the central part of the U.S. State of Arizona. BOKF has four full-service branches and four deposit-taking ATMs located in the Phoenix AA. This AA was created with the charter consolidation on January 1, 2011.

The U.S. Census Bureau estimates that the Phoenix MSA population was 4,329,534 as of July 1, 2012, an increase of 3.26 percent since the 2010 U.S. Census, and ranking as the 13<sup>th</sup> most populous metropolitan statistical area of the United States.

Based on 2010 U.S. Census data, total population of the AA is 3,817,117. The 2012 FFIEC Adjusted Median Family Income for the Phoenix AA is \$66,400. In 2012, non-farm businesses represent 98.30 percent (453,321) of total businesses (461,165) in the AA. The majority of these businesses (72.21 percent or 327,339) are considered small with revenues of less than \$1 million. According to the 2010 U.S. Census, the Phoenix AA had approximately 12 percent of its households living below the poverty level.

The Phoenix AA accounts for a small percentage of the deposits and loans for BOKF. The AA maintains approximately 3.13 percent of BOKF's total deposits and 1.81 percent of total HMDA and CRA reportable loans. Competition for financial services in the Phoenix AA is strong. The June 30, 2012 FDIC Deposit Market Share Report shows \$61.7 billion worth of deposits divided among 62 FDIC insured financial institutions in the Phoenix AA with 881 offices. The five largest competitors in the Phoenix AA include JP Morgan Chase, N.A., Wells Fargo Bank, N.A., Bank of America, N.A., BMO Harris Bank N.A., and Compass Bank. BOKF is ranked as the 17<sup>th</sup> largest depository institution in the AA, with a 0.46 market share. BOKF's deposits in this AA totaled \$284.5 million.

The economic conditions in the Phoenix AA are good and the outlook is favorable. Arizona is ranked second in terms of training, quality, and availability of workers. Key industries include renewable energy, biomedical/personalized medicine, advanced business services, manufacturing and logistics, aerospace and aviation, and emerging technologies. The unemployment rate for the Phoenix AA, according to December 2012 numbers from the Bureau of Labor Statistics was 6.6 percent, compared to 9.1 percent at the beginning of the period in January 2011. These figures are below the statewide unemployment rates for Arizona, which were 7.7 percent and 10.0 percent for the same time period. In 2010, the Phoenix workforce reached 2.0 million and is expected to increase 85 percent over the next two decades. Phoenix's largest employers include The State of Arizona, Wal-Mart Stores Inc., Banner Health, City of Phoenix, Wells Fargo, Bank of America, Maricopa County, Raytheon Co., Arizona State University, and Apollo Group.

Owner occupied units made up 57.42 percent of the housing in the Phoenix AA in 2012. Owner occupancy rates were consistent throughout the evaluation period. Total rental units made up 29.16 percent of the AA housing units in 2012. Over 24.00 percent of the housing units in the AA were in LMI census tracts. Of the 916 census tracts, 33.30 percent are considered LMI. The 2010 US Census indicated the AA's median average housing value was \$258,903 compared with \$130,648 from the 2000 Census. The median housing value increased approximately 98.17 percent from the 2000 US Census. The 2000 US Census indicates that weighted average monthly gross rent for the AA was \$693. The 2010 US Census figures reveal a 35.50 percent increase to \$939 a month.

## Fayetteville, Arkansas Assessment Area (Fayetteville AA)

Demographic Information for Full-Scope Area: Fayetteville AA 2000 Census						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	60	3.33	8.33	73.33	15.00	0.00
Population by Geography	311,121	3.13	5.76	74.15	16.96	0.00
Owner-Occupied Housing by Geography	77,776	0.26	3.48	77.95	18.31	0.00
Business by Geography	39,069	0.81	8.85	69.90	20.44	0.00
Farms by Geography	1,503	0.33	3.06	80.77	15.83	0.00
Family Distribution by Income Level	83,439	17.33	18.12	24.13	40.43	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	29,574	2.34	7.30	78.55	11.82	0.00
Median Family Income	42,578	Median Housing Value				91,794
HUD Adjusted Median Family Income for 2011	57,500	Unemployment Rate (2000 US Census)				2.92%
Households Below Poverty Level	12%					

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

Source: 2000 US Census and 2011 HUD updated MFI

Demographic Information for Full-Scope Area: Fayetteville AA 2010 Census						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	81	3.70	13.58	54.32	28.40	0.00
Population by Geography	424,404	4.01	14.22	54.38	27.40	0.00
Owner-Occupied Housing by Geography	97,855	1.71	8.69	57.21	32.40	0.00
Businesses by Geography	37,324	3.04	16.91	50.30	29.74	0.00
Farms by Geography	1,545	1.29	6.21	64.40	28.09	0.00
Family Distribution by Income Level	106,226	19.56	17.99	20.51	41.94	0.00
Distribution of Low- and Moderate-Income Families throughout AA Geographies	39,887	5.62	17.72	57.57	19.09	0.00
Median Family Income	54,186	Median Housing Value				159,686
HUD Adjusted Median Family Income for 2012	58,200	Unemployment Rate				2.84%
Households Below the Poverty Level	14%					

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

Source: 2010 US Census and 2012 FFIEC updated MFI

The Fayetteville AA consists of Benton and Washington Counties in the Fayetteville-Springdale-Rogers MSA. The MSA, -often referred to as Northwest Arkansas, is a four-county area including three Arkansas counties and one Missouri county. The MSA is anchored by the Arkansas cities of Fayetteville, Springdale, Rogers, and Bentonville; the state's third, fourth, eighth, and 11th largest cities, respectively. BOKF has two full-service branches, two deposit-taking ATMs, and 15 cash dispensing ATMs in the AA. This AA was created with the charter consolidation on January 1, 2011.

The U.S. Census Bureau estimates that the Fayetteville MSA population was 482,200 as of July 1, 2012, an increase of 4.10 percent since the 2010 U.S. Census, and ranking as the 107<sup>th</sup> most populous metropolitan statistical area of the United States.

Based on 2010 U.S. Census data, total population of the AA is 424,404. The 2012 FFIEC Adjusted Median Family Income for the Fayetteville AA is \$58,200. In 2012, non-farm businesses represent 96.03 percent (37,324) of total businesses (38,869) in the AA. The majority of these businesses (72.10 percent or 26,909) are considered small with revenues of less than \$1 million. According to the 2010 U.S. Census, the Fayetteville AA had approximately 14 percent of its households living below the poverty level.

The Fayetteville MMSA was the 12th fastest growing MSA in the nation from 2000 to 2010. The continued increase in the area's population is a recognized driving force for Northwest Arkansas's economic success. Many workers come from Northeast Arkansas, South-Central Arkansas, and North Central Arkansas, to work in this thriving area.

The Fayetteville AA accounts for a small percentage of the deposits and loans for BOKF. The AA maintains approximately 1.34 percent of BOKF's total deposits and 2.87 percent of total HMDA and CRA reportable loans. Competition for financial services in the Fayetteville AA is moderate. The June 30, 2012 FDIC Deposit Market Share Report shows \$8.5 billion worth of deposits divided among 31 FDIC insured financial institutions in the Fayetteville AA with 191 offices. The five largest competitors in the Fayetteville AA include Arvest Bank, First Security Bank, Bank of America, N.A., Signature Bank of Arkansas, and Compass Bank. BOKF is ranked as the 6<sup>th</sup> largest depository institution in the AA with a 2.84 percent market share. BOKF's deposits in this AA total \$240.5 million.

The Fayetteville AA economy benefits significantly from its largest employers, Wal-Mart Stores, Inc., Tyson Foods, Inc., and the University of Arkansas (UA), which together account for nearly one-fourth of the total number of jobs in the AA. Wal-Mart Stores, Inc., the largest retailer in the world, with a workforce of about 2.1 million, employs approximately 28,000 workers throughout the MSA, the majority of which work at its headquarters in the city of Bentonville in Benton County. Over 1,300 Wal-Mart vendors have added corporate branches or offices in the area as well. The major types of employers in the AA are government, manufacturing, professional and business services, educational, and health care. Other large employers in the AA include Simmons Foods, Inc., J.B. Hunt Transportation, Inc., Washington Regional, Allens, Inc., Northwest Health System, Arvest Bank and Mercy Northwest Arkansas. The unemployment rate for the Fayetteville-Springdale-Rogers MSA, according to December 2012 numbers from the Bureau of Labor Statistics was 5.5 percent, compared to 7.5 percent at the beginning of the period in January 2011. These figures are nearly 2.0 percent below the statewide unemployment rates for Arkansas, which were 7.4 percent and 9.5 percent for the same time period.

Owner occupied units made up 56.02 percent of the housing in the Fayetteville AA in 2012. Owner occupancy rates were consistent throughout the evaluation period. Total rental units made up 32.43 percent of the AA housing units in 2012. Only slightly more than 10.00 percent of the housing units in the AA were in LMI census tracts. Of the 81 census tracts, 17.28 percent are considered LMI. The 2010 US Census indicated the AA's median average housing value was \$159,689 compared with \$91,794 from the 2000 Census. The median housing value increased approximately 73.96 percent from the 2000 US Census. The 2000 US Census indicates that weighted average monthly gross rent for the AA was \$510. The 2010 US Census figures reveal a 35.10 percent increase to \$689 a month.

## Denver-Aurora-Lakewood Metropolitan Statistical Area (Denver AA)

Demographic Information for Full-Scope Area: Denver AA 2000 Census						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	531	3.95	26.93	38.79	28.25	2.07
Population by Geography	2,130,766	4.67	28.17	39.55	27.49	0.12
Owner-Occupied Housing by Geography	554,528	1.94	22.29	42.16	33.62	0.00
Business by Geography	341,380	3.31	20.97	36.81	37.91	1.01
Farms by Geography	5,329	1.71	18.31	39.44	39.97	0.56
Family Distribution by Income Level	536,892	18.26	18.82	23.74	39.18	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	199,086	7.79	42.25	36.86	13.10	0.00
Median Family Income	61,301	Median Housing Value				179,669
HUD Adjusted Median Family Income for 2011	78,200	Unemployment Rate (2000 US Census)				2.16%
Households Below Poverty Level	7%					

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

Source: 2000 US Census and 2011 HUD updated MFI

Demographic Information for Full-Scope Area: Denver AA 2010 Census						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	605	11.40	22.64	32.56	32.23	1.16
Population by Geography	2,489,661	11.39	23.34	32.64	32.59	0.05
Owner-Occupied Housing by Geography	631,576	6.50	19.37	35.18	38.95	0.00
Businesses by Geography	336,711	8.45	20.42	30.80	40.04	0.29
Farms by Geography	5,505	6.67	18.67	32.73	41.87	0.05
Family Distribution by Income Level	605,228	22.09	17.11	20.18	40.62	0.00
Distribution of Low- and Moderate-Income Families throughout AA Geographies	237,240	19.73	34.43	29.58	16.25	0.00
Median Family Income	75,101	Median Housing Value				265,725
FFIEC Adjusted Median Family Income for 2012	79,300	Unemployment Rate				3.73%
Households Below the Poverty Level	11%					

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

Source: 2010 US Census and 2012 FFIEC updated MFI

The Denver AA consists of Adams, Arapahoe, Broomfield, Denver, Douglas, and Jefferson Counties in the Denver-Aurora-Lakewood MSA. Denver, the capitol of and largest city in Colorado, is also known as the “Mile High City” due to its elevation of 5,280 feet. Cities in the metro area also include Arvada, Aurora, Centennial, Lakewood, Thornton and Westminster. BOKF has 12 full-service branches and 13 deposit-taking ATMs in the Denver AA. This AA was created with the charter consolidation on January 1, 2011.

The U.S. Census Bureau estimates that the Denver-Aurora-Lakewood MSA population was 2,645,209 as of July 1, 2012, an increase of 4.00 percent since the 2010 U.S. Census, and ranking as the 21st most populous metropolitan statistical area of the United States.

Based on 2010 U.S. Census data, total population of the AA is 2,489,661. The 2012 FFIEC adjusted median family income for the Denver AA is \$79,300. In 2012, non-farm businesses represent 98.39 percent (336,711) of total businesses in the AA. The majority of these businesses (72.58 percent or 244,393) are considered small with revenues of less than \$1 million. According to the 2010 U.S. Census, the Denver AA had approximately 11.08 percent of its households living below the poverty level.

Competition for financial services in the Denver AA is strong. The June 30, 2012 FDIC Deposit Market Share Report shows \$59.1 billion worth of deposits are divided among 70 FDIC insured financial institutions in the Denver AA with 706 offices. The five largest competitors in the Denver AA include Wells Fargo Bank, NA, JPMorgan Chase Bank, NA, First Bank, U.S. Bank NA, and Key Bank. BOKF is ranked as the 10<sup>th</sup> largest institution in the AA with a 2.11 percent market share. BOKF's deposits in this AA total \$1.3 billion.

The economic conditions in the Denver AA are good and the outlook is favorable. There continues to be a high demand for retail services and the potential for expansion in the Metro Denver retail market. Additionally, the FasTracks project is spurring construction and retail activity and increasing transportation access to jobs and shopping. The project is a comprehensive transit expansion plan to build 122 miles of new commuter rail and light rail and improve transit infrastructure across an eight-county district. The unemployment rate for the Denver AA, according to December 2012 numbers from the Bureau of Labor Statistics was 7.2 percent, compared to 9.1 percent at the beginning of the period in January 2011. These figures are comparable to the statewide unemployment rates for Colorado, which were 7.4 percent and 9.2 percent for the same time period. Employment growth is projected to continue in several sectors, including education and health services, professional and business services, and natural resources, mining, and construction. Denver's largest employers represent a diverse cross-section of industries, ranging from aerospace, telecom, energy, financial services, medical and biomedical, retail, computer hardware and software development, government, education, and transportation. The U.S., state, and local governments are the largest employers in Metro Denver. Other top employers in the Denver Metro Area include the University of Colorado System, Denver Public Schools, HealthONE Corporation, SCL Health Systems, Centura Health, Lockheed Martin Corporation, and CenturyLink.

Owner occupied units made up 61.25 percent of the housing in the Denver AA in 2012. Owner occupancy rates were consistent throughout the evaluation period. Total rental units made up 31.55 percent of the AA housing units in 2012. Nearly 26.00 percent of the housing units in the AA were in LMI census tracts. Of the 605 census tracts, 34.05 percent are considered LMI. The 2010 US Census indicated the AA's median average housing value was \$265,725 compared with \$179,669 from the 2000 Census. The median housing value increased approximately 47.90 percent from the 2000 US Census. The 2000 US Census indicates that weighted average monthly gross rent for the AA was \$717. The 2010 US Census figures reveal a 24.69 percent increase to \$894 a month.

## Howard County, MD (Howard County AA)

Demographic Information for Full-Scope Area: Howard County AA 2000 Census						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	41	0.00	0.00	24.39	75.61	0.00
Population by Geography	247,842	0.00	0.00	26.02	73.98	0.00
Owner-Occupied Housing by Geography	66,414	0.00	0.00	21.96	78.04	0.00
Business by Geography	36,646	0.00	0.00	26.65	73.35	0.00
Farms by Geography	621	0.00	0.00	14.65	85.35	0.00
Family Distribution by Income Level	66,355	8.60	10.87	18.83	61.70	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	12,920	0.00	0.00	41.52	58.48	0.00
Median Family Income	59,301		Median Housing Value		203,454	
HUD Adjusted Median Family Income for 2011	84,500		Unemployment Rate (2000 US		1.35%	
Households Below Poverty Level	4%		Census)			

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

Source: 2000 US Census and 2011 HUD updated MFI

Demographic Information for Full-Scope Area: Howard County AA 2010 Census						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	55	0.00	0.00	25.45	74.55	0.00
Population by Geography	287,085	0.00	0.00	26.66	73.34	0.00
Owner-Occupied Housing by Geography	76,443	0.00	0.00	21.00	79.00	0.00
Businesses by Geography	34,347	0.00	0.00	22.74	77.26	0.00
Farms by Geography	621	0.00	0.00	11.92	88.08	0.00
Family Distribution by Income Level	75,220	10.16	11.62	16.69	61.52	0.00
Distribution of Low- and Moderate- Income Families throughout AA Geographies	16,386	0.00	0.00	40.87	59.13	0.00
Median Family Income	81,788	Median Housing Value 458,636 Unemployment Rate 2.26%				
FFIEC Adjusted Median Family Income for 2012	85,600					
Households Below the Poverty Level	4%					

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

Source: 2010 US Census and 2012 FFIEC updated MFI

The Howard County AA consists of Howard County, located in the central part of Maryland, between Baltimore and Washington, D.C. Howard County is part of the Baltimore-Towson MD. The county seat is Ellicott City. BOKF opened the Bank of Oklahoma Ellicott Maryland Branch, a special branch in Howard County, established to meet the needs of a large managed care organization with operations in the Maryland area. BOKF does not offer any other direct services at this branch.

Howard County is frequently cited for its affluence, quality of life, and excellent schools. For 2013, it was ranked the third wealthiest county by median household income in the United States by the U.S. Census Bureau. The 2012 FFIEC Adjusted Median Family Income for the Howard County AA is \$85,600.

In 2012, non-farm businesses represent 98.22 percent (34,347) of total businesses in the AA (34,968). The majority of these businesses (71.23 percent or 24,466) are considered small with revenues of less than \$1 million.

Competition for financial services in Howard County is strong. The June 30, 2012 FDIC Deposit Market Share Report shows \$5.1 billion worth of deposits are divided among 19 FDIC insured financial institutions in Howard County with 88 offices. The five largest competitors in Howard County include Bank of America N.A., Manufacturers and Traders Trust, PNC Bank N.A., the Columbia Bank, and Capital One N.A. BOKF is ranked as the 18<sup>th</sup> largest institution in the AA. Because of the very small amount of deposits reported in this branch, the bank did not achieve a deposit market share.

The economic conditions in Howard County are good and the outlook is favorable. The Bureau of Labor Statistics for December 2012 indicated that Howard County's unemployment rate decreased to 4.7 percent, compared to 4.9 percent at the beginning of the period in February 2009. The AA has consistently maintained one of the lowest rates of unemployment in the state, and remained nearly 2.0 percent lower than the statewide unemployment rates of 6.7 percent and 6.8 percent for the same time period. Howard County's largest employers represent a diverse cross-section of industries, including engineering, telecommunications, medical, education, software development, financial services, and retail. Major employers in Howard County include Johns Hopkins University Applied Physics Laboratory, Verizon Wireless, Lorien Health Systems, Howard County General Hospital, Howard Community College, SAIC, Giant Food, Giant Food, Wells Fargo, and MICROS Systems.

Owner occupied units made up 71.49 percent of the housing in the Howard County AA in 2012. Owner occupancy rates were consistent throughout the evaluation period. Total rental units made up 24.15 percent of the AA housing units in 2012. There are no low- or moderate-income CTs in the AA. The 2010 US Census indicated the AA's median average housing value was \$458,636 compared with \$203,454 from the 2000 Census. The median housing value increased approximately 125.42 percent from the 2000 US Census. The 2000 US Census indicates that weighted average monthly gross rent for the AA was \$886. The 2010 US Census figures reveal a 50.90 percent increase to \$1,337 a month.

## Albuquerque, NM (Albuquerque MSA)

Demographic Information for Full-Scope Area: Albuquerque MSA 2000 Census						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	195	4.10	26.67	38.97	27.69	2.56
Population by Geography	729,649	2.77	28.03	40.78	28.41	0.00
Owner-Occupied Housing by Geography	190,959	1.39	23.24	41.85	33.52	0.00
Business by Geography	75,796	1.63	21.60	43.69	33.08	0.00
Farms by Geography	1,395	1.58	22.15	45.95	30.32	0.00
Family Distribution by Income Level	187,508	21.03	17.68	21.02	40.27	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	72,581	4.42	40.16	40.33	15.09	0.00
Median Family Income	45,738	Median Housing Value				121,746
HUD Adjusted Median Family Income for 2011	61,000	Unemployment Rate (2000 US Census)				2.89%
Households Below Poverty Level	13%					

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

Demographic Information for Full-Scope Area: Albuquerque MSA 2010 Census						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	203	4.93	28.57	35.47	30.54	0.49
Population by Geography	887,077	4.46	31.72	33.64	30.17	0.00
Owner-Occupied Housing by Geography	229,939	2.24	27.69	35.35	34.73	0.00
Businesses by Geography	74,394	5.88	26.55	34.72	32.85	0.00
Farms by Geography	1,416	3.81	25.35	38.84	31.99	0.00
Family Distribution by Income Level	215,464	22.17	17.86	19.18	40.80	0.00
Distribution of Low- and Moderate-Income Families throughout AA Geographies	86,245	6.39	44.69	32.43	16.49	0.00
Median Family Income	59,381	Median Housing Value				193,241
FFIEC Adjusted Median Family Income for 2012	61,900	Unemployment Rate				3.25%
Households Below the Poverty Level	14%					

(\*) The NA category consists of geographies that have not been assigned an income classification.  
Source: 2010 US Census and 2012 FFIEC updated MFI

The Albuquerque AA includes the entire Albuquerque MSA, which includes Bernalillo, Sandoval, Torrance, and Valencia counties. The Albuquerque MSA includes the major cities of Albuquerque, Belen, Los Lunas, and Rio Rancho. BOKF has 20 full-service branches located in the Albuquerque AA. This includes 16 traditional branches and three grocery store branches. BOKF also operates 21 deposit-taking ATMs and five cash dispensing ATMs in the AA. This AA was created with the charter consolidation on January 1, 2011.

Based on 2010 U.S. Census data, total population of the AA is 887,077. The 2012 FFIEC Adjusted Median Family Income for the Albuquerque MSA is \$61,900. In 2012, non-farm businesses represent 98.13 percent (74,394) of total businesses in the AA (75,810). The majority of these businesses (72.85 percent or 54,197) are considered small with revenues of less than \$1 million. The 2010 U.S. Census data reflected 21 percent of the businesses in the AA did not report revenues.

The Albuquerque MSA accounts for a small percentage of the deposits and loans for BOKF. The AA maintains approximately 7.00 percent of BOKF's total deposits and 9.24 percent of total HMDA and CRA reportable loans. Competition for financial services in the Albuquerque MSA is strong. According to the June 30, 2012 FDIC Deposit Market Share Report, approximately \$11.8 billion worth of deposits are divided among 25 FDIC insured financial institutions operating 179 branches in the Albuquerque Region. The five largest competitors in the Albuquerque MSA include Wells Fargo Bank N.A., Bank of America N.A., Bank of Oklahoma Financial N.A., Bank of the West, and U.S. Bank N.A. In terms of deposit market share, BOKF is ranked as the 3<sup>rd</sup> largest depository institution, with a 10.68 percent deposit market share, and deposits totaling \$1.3 billion.

The largest city in New Mexico, Albuquerque is also its economic center; it accounts for nearly half of the state's economic activity. The Albuquerque economy is on the upswing with a solid employment base in education, healthcare and government. Private sector job growth continued in construction, manufacturing, services and goods-producing employment sectors, rebounding from earlier declines. According to the University Of New Mexico Bureau Of Business and Economic Research and Moody's Analytics, improving construction and tourism activity, and limited federal job cuts have helped boost Albuquerque from the worst-performing area of the state in 2011 to the best-performing metropolitan area in the state. Top industries in the Albuquerque MSA include aerospace and defense, energy technology including solar energy, and semiconductor and computer chip manufacturing. Major employers in the Albuquerque AA include Kirtland Air Force Base, Sandia National Laboratory, Intel Corp, Central New Mexico Community College and the University of New Mexico is in Albuquerque. According to December 2012 numbers from the Bureau of Labor Statistics, the unemployment rate for the Albuquerque MSA was 6.7 percent, compared to 7.8 percent at the beginning of the period in 2011. These figures are comparable to the statewide unemployment rates for New Mexico, which were 6.7 percent and 7.9 percent for the same time period.

According to the 2010 U.S. Census, the Albuquerque MSA had approximately 14 percent of households living below the poverty level. Data from the City of Albuquerque's Consolidated Plan reported that the issue of poverty continues to be a challenge for the city. According to the Plan, 16.30 percent of the population had an income that was below the federally established poverty level of \$22,314 for a family of four. Among the elderly, 11 percent were living in poverty, as were 23.5 percent of children under 18. Consequently, the decision was made that over the next five years the City of Albuquerque's Community Development Division will prioritize program strategies that best increase the capacity of residents to access and maintain affordable housing, and, revitalize low-income target neighborhoods.

Owner occupied units made up 62.52 percent of the housing in the Albuquerque AA in 2012. Owner occupancy rates were consistent throughout the evaluation period. Total rental units made up 29.03 percent of the AA housing units in 2012. Nearly 30.00 percent of the housing units in the AA were in LMI census tracts. Of the 203 census tracts, 33.50 percent are considered LMI. The 2010 US Census indicated the AA's median average housing value was \$193,241 compared with \$121,746 from the 2000 Census. The median housing value increased approximately 58.72 percent from the 2000 US Census.

The 2000 US Census indicates that weighted average monthly gross rent for the AA was \$580. The 2010 US Census figures reveal a 28.97 percent increase to \$748 a month.

There continues to be an unmet demand for affordable rental housing among the poor in Albuquerque. Most low-income households are renters (58.5%) rather than owners (41.5%). The City's 2013-2017 Consolidated Plan noted that renters with incomes of 30 percent of area median income or below are the most likely to spend an excessive amount of household income on housing costs, or live in overcrowded or substandard homes. Affordable housing is only one of the needs experienced by the populations served by this plan. Other community development needs include creating the means to sharpen independent living skills. This includes financial management, access to job training services and day care, and help with household management tasks like budgeting and time management.

## Oklahoma City, Oklahoma Assessment Area (Oklahoma City AA)

Demographic Information for Full-Scope Area: Oklahoma City AA 2000 Census						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	303	7.59	29.70	34.98	26.07	1.65
Population by Geography	956,161	4.02	27.66	36.55	31.67	0.09
Owner-Occupied Housing by Geography	239,042	2.03	21.31	38.38	38.29	0.00
Business by Geography	118,035	3.46	19.15	34.65	40.91	1.83
Farms by Geography	3,013	1.19	13.01	38.53	46.63	0.63
Family Distribution by Income Level	250,547	19.66	17.74	21.39	41.21	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	93,705	6.09	39.76	36.77	17.38	0.00
Median Family Income	44,898	Median Housing Value				80,276
HUD Adjusted Median Family Income for 2011	60,600	Unemployment Rate (2000 US Census)				2.39%
Households Below Poverty Level	13%					

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

Source: 2000 US Census and 2011 HUD updated MFI

Demographic Information for Full-Scope Area: Oklahoma City AA 2010 Census						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	332	9.64	26.81	36.14	26.20	1.20
Population by Geography	1,089,929	6.36	24.92	38.39	30.21	0.11
Owner-Occupied Housing by Geography	267,226	3.74	19.15	41.66	35.44	0.00
Businesses by Geography	114,289	6.01	19.40	36.89	36.43	1.28
Farms by Geography	3,070	2.67	15.83	42.64	38.57	0.29
Family Distribution by Income Level	265,896	21.22	17.54	20.47	40.76	0.00
Distribution of Low- and Moderate-Income Families throughout AA Geographies	103,076	10.76	36.57	37.71	14.95	0.00
Median Family Income	63,568	Median Housing Value				124,314
FFIEC Adjusted Median Family Income for 2012	61,500	Unemployment Rate				3.87%
Households Below the Poverty Level	14%					

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

Source: 2010 US Census and 2012 FFIEC updated MFI

The Oklahoma City AA consists of Canadian, Cleveland, and Oklahoma Counties in the Oklahoma City MSA. The Oklahoma City MSA is a large urban region located in the central part of the state of Oklahoma. Major cities in this AA include Oklahoma City, Norman, Edmond, Yukon, Bethany, Moore, Midwest City and Del City. BOKF has 31 full-service branches, 31 deposit-taking ATMs, and 133 cash dispensing ATMs in the AA.

Based on 2010 U.S. Census data, total population of the AA is 1,089,929. The 2012 FFIEC Adjusted Median Family Income for the Oklahoma City MSA is \$61,500. In 2012, non-farm businesses represented 97.38 percent (114,289) of total businesses in the AA (117,359). The majority of these businesses (69.23 percent or 79,121) are considered small with revenues of less than \$1 million, with 20.22 percent of businesses not reporting.

The Oklahoma City AA accounts for the second largest percentage of the deposits and loans for BOKF. The AA maintains approximately 14.35 percent of BOKF's total deposits and 28.42 percent of total HMDA and CRA reportable loans. Banking competition in the Oklahoma City AA is intense. According to the June 30, 2012 FDIC Market Share Report, there were approximately 63 financial institutions operating 361 branches in the Oklahoma City AA. The five largest competitors in Oklahoma City Region include MidFirst Bank, JPMorgan Chase N.A., Bank of Oklahoma Financial N.A., BancFirst, and Bank of America N.A. In terms of deposit market share, BOKF is ranked 2nd in the AA with a 12.59 percent deposit market share.

The state of Oklahoma remains among the fastest-growing state economies. A primary driving force behind this growth is Oklahoma City, which continues to benefit from oil and gas gains, while maximizing opportunities through various other industry sectors. The economic conditions in the Oklahoma City AA are stable and positive job growth is forecasted. As of December 2012, unemployment in the Oklahoma City AA was 4.6 percent, compared to 5.2 percent at the beginning of the period in January 2009. These figures are slightly below the statewide unemployment rates for Oklahoma, which were 5.2 percent and 5.5 percent for the same time period. Major industry sectors include government, education, aerospace, healthcare, energy, retail and services. The leading employers include the State of Oklahoma, Tinker Air Force Base, University of Oklahoma, FAA Mike Monroney Aeronautical Center, INTEGRIS Health Center, City of Oklahoma City, OU Health Sciences Center, Hobby Lobby Stores, Inc., Chesapeake Energy Corp., and Mercy Health. Job growth is expected to remain strong within the Oklahoma City AA. Gains are expected in nearly every sector, with the strongest job growth projected in the professional and business services, education and health services, and wholesale and retail trade sectors.

The local economy continues to benefit from recent business expansions and relocations, each adding new jobs. The mining sector has shown considerable strength in the MSA with concentrations of activity in the City's center. The completion of the Devon Energy Center and the continued expansion of the Chesapeake Energy to downtown are strong indicators of role that the mining sector has on the local economy. The strength of the industry is further underscored by the myriad of other oil and gas companies operating and expanding across the city's landscape.

Owner occupied units made up 57.61 percent of the housing in the Oklahoma City AA in 2012. Owner occupancy rates were consistent throughout the evaluation period. Total rental units made up 31.37 percent of the AA housing units in 2012. Nearly 23.00 percent of the housing units in the AA were in LMI census tracts. Of the 332 census tracts, 36.45 percent are considered LMI. The 2010 US Census indicated the AA's median average housing value was \$124,314 compared with \$80,276 from the 2000 Census. The median housing value increased approximately 54.86 percent from the 2000 US Census. The 2000 US Census indicates that weighted average monthly gross rent for the AA was \$500. The 2010 US Census figures reveal a 40.80 percent increase to \$704 a month.

Growth of the Oklahoma City economy has been accompanied by significant public and private sector infrastructure development, including both commercial and residential real estate investment. Oklahoma

City avoided most of the housing crisis and housing stocks appear to have adjusted to healthy levels in the metro area with construction of new homes anticipated to meet future buying demands. Oklahoma City's population growth, up 14.6 percent from 2000, and rising home values have attributed to a more robust real estate market. Mortgage lending competition continues to be strong, with competitors including large regional banks, community banks, mortgage companies, and other non-bank financial institutions. Also affecting lending opportunities is the fact that 14 percent of the households are below the poverty level. The limitation of disposable income for families living below the poverty level affects their ability to qualify for home ownership.

## Tulsa, Oklahoma Assessment Area (Tulsa AA)

Demographic Information for Full-Scope Area: Tulsa AA 2000 Census						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	240	2.92	22.50	41.67	32.92	0.00
Population by Geography	758,798	2.02	21.24	45.09	31.65	0.00
Owner-Occupied Housing by Geography	197,739	1.06	17.00	46.49	35.45	0.00
Business by Geography	95,650	0.96	17.67	39.66	41.71	0.00
Farms by Geography	2,429	0.49	11.98	54.43	33.10	0.00
Family Distribution by Income Level	204,366	19.00	17.92	21.54	41.54	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	75,456	3.78	32.01	48.36	15.86	0.00
Median Family Income	45,678	Median Housing Value				88,186
HUD Adjusted Median Family Income for 2011	59,600	Unemployment Rate (2000 US Census)				2.33%
Households Below Poverty Level	11%					

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

Source: 2000 US Census and 2011 HUD updated MFI

Demographic Information for Full-Scope Area: Tulsa AA 2010 Census						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	246	8.13	26.83	34.55	30.49	0.00
Population by Geography	833,360	6.84	23.79	35.59	33.78	0.00
Owner-Occupied Housing by Geography	214,156	3.89	19.12	37.67	39.31	0.00
Businesses by Geography	93,941	5.49	23.08	32.72	38.72	0.00
Farms by Geography	2,479	2.86	16.62	46.59	33.92	0.00
Family Distribution by Income Level	213,556	20.24	17.60	20.43	41.72	0.00
Distribution of Low- and Moderate-Income Families throughout AA Geographies	80,826	12.00	34.73	34.83	18.45	0.00
Median Family Income	63,401	Median Housing Value				129,199
FFIEC Adjusted Median Family Income for 2012	60,400	Unemployment Rate				4.01%
Households Below the Poverty Level	13%					

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

Source: 2010 US Census and 2012 FFIEC updated MFI

The Tulsa AA consists of Creek, Rogers, Tulsa, and Wagoner counties in the Tulsa MSA. The largest cities in this AA include Tulsa, Broken Arrow, and Sapulpa. BOKF has 37 full-service branches located in the Tulsa AA. BOKF also operates 50 deposit-taking ATMs and 126 cash-dispensing ATMs in the AA.

Based on 2010 U.S. Census data, total population of the AA is 833,360. The 2012 FFIEC Adjusted Median Family Income for the Tulsa AA is \$60,400. In 2012, non-farm businesses represent 97.43 percent (93,941) of total businesses in the AA (96,420). The majority of these businesses (64.64 percent or 60,724) are considered small with revenues of less than \$1 million. A full 25 percent of businesses did not report income. According to the 2010 U.S. Census, Tulsa AA had approximately 13 percent of its households living below the poverty level.

The Tulsa AA accounts for the largest percentage of the deposits and loans for BOKF. The AA maintains approximately 35.81 percent of BOKF's total deposits and 34.65 percent of total HMDA and CRA reportable loans. Banking competition in Tulsa AA is strong. The Tulsa AA strong economic growth yielded a steady growth in banking services in 2012. According to the June 30, 2012 FDIC Market Share Report, there were approximately 54 FDIC insured financial institutions operating, 282 branches, with approximately \$20.6 billion worth of deposits in the Tulsa Region. The AA includes branches from two multinational banks and several regional community banks. In terms of deposit market share, BOKF is ranked as the largest institution in the area with deposits totaling \$6.7 billion, representing 32.36 percent of deposit market share.

The economic conditions in the Tulsa AA are stable and the outlook is fair. Tulsa's economic base has diversified significantly since the city's days as the "Oil Capital of the World." Although the petroleum industry still contributes to Tulsa's economy, other industries have gained prominence in the area's economy. Tulsa's major industries are aerospace, including aerospace manufacturing and aviation; health care; energy; machinery and electrical equipment manufacturing and transportation; and distribution and logistics. The leading employers include the State of Oklahoma, American Airlines, Tulsa Public Schools, St. Francis Hospital, City of Tulsa, St. John's Medical Center, AEP/Public Service Company of Oklahoma; AT&T; Bank of Oklahoma Financial; Blue Cross Blue Shield of Oklahoma; ONEOK; Samson; and Williams. Job growth is expected to continue in most sectors within the Tulsa AA with the exception of manufacturing jobs. The largest sources of new jobs are expected to be in the health care, construction, accommodations and food service, and temporary employment sectors. As of December 2012, the unemployment rate was 5.3 percent in the Tulsa AA, compared to 5.6 percent at the beginning of the period in January 2009. These figures are comparable to the statewide unemployment rates for Oklahoma, which were 5.2 percent and 5.5 percent for the same time period.

Owner occupied units made up 60.02 percent of the housing in the Tulsa AA in 2012. Owner occupancy rates were consistent throughout the evaluation period. Total rental units made up 30.29 percent of the AA housing units in 2012. Over 23.00 percent (23.01) of the housing units in the AA were in LMI census tracts. Of the 246 census tracts, 34.96 percent are considered LMI. The 2010 US Census indicated the AA's median average housing value was \$129,199 compared with \$88,186 from the 2000 Census. The median housing value increased approximately 46.51 percent from the 2000 US Census. The 2000 US Census indicates that weighted average monthly gross rent for the AA was \$515. The 2010 US Census figures reveal a 35.53 percent increase to \$698 a month.

The residential real estate market in the Tulsa MSA in 2012 grew as home sales increased and inventories began to decline in the last half of the year. Inventories and the housing market continued to adjust in an orderly manner after the economic slowdown. Prices have remained relatively firm and steady since 2010. The year-end median price for a single-family home in 2012 was 2.1 percent higher than in 2011. Mortgage lending competition continues to be fierce, with competitors including community and regional banks, mortgage companies, and other non-bank financial institutions. Also affecting lending opportunities is the fact that 13.41 percent of the households are below the poverty level. The limitation

of disposable income for families living below the poverty level affects their ability to qualify for home ownership.

### Dallas-Plano-Irving MD (Dallas AA)

Demographic Information for Full-Scope Area: Dallas AA 2000 Census						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	628	9.87	29.14	30.10	30.25	0.64
Population by Geography	3,143,550	8.22	27.51	32.05	32.22	0.00
Owner-Occupied Housing by Geography	652,192	2.80	19.87	33.85	43.49	0.00
Business by Geography	494,826	3.50	18.96	30.99	45.37	1.18
Farms by Geography	7,987	2.49	16.38	39.45	41.27	0.41
Family Distribution by Income Level	783,520	21.32	17.79	20.00	40.89	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	306,418	14.40	39.65	31.82	14.13	0.00
Median Family Income	56,313	Median Housing Value				123,699
HUD Adjusted Median Family Income for 2011	69,600	Unemployment Rate (2000 US Census)				2.55%
Households Below Poverty Level	10%					

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

Demographic Information for Full-Scope Area: Dallas AA 2010 Census						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	818	13.45	24.94	25.06	36.19	0.37
Population by Geography	3,813,094	11.95	25.11	26.51	36.43	0.00
Owner-Occupied Housing by Geography	793,448	5.48	19.36	27.90	47.25	0.00
Businesses by Geography	478,753	8.57	18.12	25.46	47.63	0.23
Farms by Geography	8,107	6.28	17.91	30.94	44.78	0.10
Family Distribution by Income Level	898,731	23.50	16.57	17.88	42.05	0.00
Distribution of Low- and Moderate-Income Families throughout AA Geographies	360,135	21.32	36.45	25.99	16.23	0.00
Median Family Income	67,501	Median Housing Value				177,540
FFIEC Adjusted Median Family Income for 2012	70,100	Unemployment Rate				3.57%
Households Below the Poverty Level	12%					

(\*) The NA category consists of geographies that have not been assigned an income classification.  
Source: 2010 US Census and 2012 FFIEC updated MFI

The Dallas AA consists of Dallas, Denton, and Collin Counties in the Dallas-Plano-Irving MD. This MD is part of the greater Dallas-Fort Worth-Arlington MSA, which by population, the largest metropolitan area in Texas, the largest in the South, and the fourth-largest in the United States. The

MSA is divided into 2 Metropolitan Divisions (MD): Dallas-Plano-Irving and Fort Worth-Arlington, with a combined population of 6.5 million. BOKF has 19 branches in the AA, including 14 traditional branches and four grocery store branches. BOKF also operates 19 deposit-taking ATMs and 59 cash dispensing ATMs in the AA. This AA was created with the charter consolidation on January 1, 2011.

Based on 2010 U.S. Census data, total population of the AA is 3,813,094. The 2012 FFIEC Adjusted Median Family Income for the Dallas AA is \$70,100. In 2012, non-farm businesses represent 98.34 percent (480,005) of total businesses in the AA (488,131). The majority of these businesses (71.31 percent or 342,276) are considered small with revenues of less than \$1 million, with 20.66 percent of businesses not reporting.

The Dallas AA accounts for a large percentage of the deposits and loans for BOKF. The AA maintains approximately 11.62 percent of BOKF's total deposits and 3.98 percent of total HMDA and CRA reportable loans. Banking competition in the Dallas Region is intense. According to the June 30, 2012 FDIC Market Share Report, there were approximately 128 financial institutions operating 1,068 branches in the Dallas AA with \$143.2 billion in deposits. The five largest competitors in the Dallas AA include Bank of America, NA, JPMorgan Chase, NA, Wells Fargo Bank, NA, Texas Capital and Compass. In terms of deposit market share, BOKF is ranked as the 8<sup>th</sup> largest depository institution of 128 banks in the Dallas AA with a 1.41 percent deposit market share.

The economic conditions in the Dallas AA are good and job growth is estimated to continue, but at a slightly slower pace. Energy activity is still robust, and both the manufacturing and service sectors report continuing strong activity. Low mortgage rates and tight inventories have boosted construction and related jobs. Retail sales growth is at a slower pace. Some of the leading companies and employers in the AA include Texas Health Resources, Bank of America, Dallas ISD, American Airlines, Baylor Health Care Systems, and Southwest Airlines. According to December 2012 numbers from the Bureau of Labor Statistics, the unemployment rate for the Dallas AA was 6.0 percent, compared to 8.0 percent at the beginning of the period in 2011. These figures are slightly below the statewide unemployment rates for Texas, which were 6.2 percent and 8.3 percent for the same time period.

Owner occupied units made up 54.21 percent of the housing in the Dallas AA in 2012. Owner occupancy rates were consistent throughout the evaluation period. Total rental units made up 36.42 percent of the AA housing units in 2012. Nearly 25.00 percent of the housing units in the AA were in LMI census tracts. Of the 818 census tracts, 38.39 percent are considered LMI. The 2010 US Census indicated the AA's median average housing value was \$177,561 compared with \$123,669 from the 2000 Census. The median housing value increased approximately 43.58 percent from the 2000 US Census. The 2000 US Census indicates that weighted average monthly gross rent for the AA was \$691. The 2010 US Census figures reveal a 27.93 percent increase to \$884 a month.

The Dallas AA continues to experience a robust mortgage and real estate market. Home sales and prices are expected to continue to rise, even with the recent increases in mortgage costs. Also affecting lending opportunities is the fact that 11.97 percent of the households are below the poverty level. The limitation of disposable income for families living below the poverty level affects their ability to qualify for home ownership.

**Fort Worth-Arlington MD (Fort Worth AA)**

Demographic Information for Full-Scope Area: Fort Worth AA 2000 Census						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	310	7.74	27.42	34.84	30.00	0.00
Population by Geography	1,446,219	6.03	26.43	35.58	31.96	0.00
Owner-Occupied Housing by Geography	324,754	3.85	19.76	36.48	39.91	0.00
Business by Geography	213,087	2.90	19.40	35.17	42.53	0.00
Farms by Geography	3,657	1.94	17.61	39.21	41.24	0.00
Family Distribution by Income Level	371,565	19.49	18.35	21.37	40.80	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	140,577	10.55	39.27	35.23	14.95	0.00
Median Family Income	53,268		Median Housing Value		101,614	
HUD Adjusted Median Family Income for 2011	68,200		Unemployment Rate (2000 US		2.36%	
Households Below Poverty Level	10%		Census)			

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

Source: 2000 US Census and 2011 HUD updated MFI

Demographic Information for Full-Scope Area: Fort Worth AA 2010 Census						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	357	9.24	28.57	35.01	26.89	0.28
Population by Geography	1,809,034	7.23	26.55	35.83	30.39	0.00
Owner-Occupied Housing by Geography	400,711	4.10	20.68	37.70	37.52	0.00
Businesses by Geography	205,489	4.84	21.81	34.51	38.68	0.17
Farms by Geography	3,712	4.18	20.53	38.34	36.96	0.00
Family Distribution by Income Level	439,906	22.02	17.27	19.31	41.41	0.00
Distribution of Low- and Moderate- Income Families throughout AA Geographies	172,832	12.40	39.78	34.17	13.65	0.00
Median Family Income	65,319	Median Housing Value 147,371 Unemployment Rate 3.77%				
FFIEC Adjusted Median Family Income for 2012	69,200					
Households Below the Poverty Level	12%					

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

Source: 2010 US Census and 2012 FFIEC updated MFI

The Fort Worth AA consists of Tarrant County in the Fort Worth-Arlington MD. The Fort Worth-Arlington MD is part of the greater Dallas-Fort Worth-Arlington MSA. Tarrant County is an urban county located in the north central part of Texas. Fort Worth and Arlington are the two largest cities in Tarrant County. Fort Worth serves as the county seat to a county population of approximately 1.8 million citizens. BOKF has 10 branches located in the Fort Worth AA. This includes eight traditional

branches and two grocery store branches. BOKF also operates 12 deposit-taking ATMs and 39 cash dispensing ATM in the AA. This AA was created with the charter consolidation on January 1, 2011.

Based on 2010 U.S. Census data, total population of the AA is 1,809,034. The FFIEC Adjusted Median Family Income for the Fort Worth AA is \$69,200. In 2012, non-farm businesses represent 98.23 percent (205,489) of total businesses in the AA (209,201). The majority of these businesses (70.85 percent or 145,599) are considered small with revenues of less than \$1 million.

The Fort Worth AA accounts for a small percentage of the deposits and loans for BOKF. The AA maintains approximately 5.51 percent of BOKF's total deposits and 1.77 percent of total HMDA and CRA reportable loans. The banking industry has enjoyed more than a decade of growth and competition in the Fort Worth AA is intense. According to the June 30, 2012 FDIC Market Share Report, there were approximately 63 financial institutions operating 446 branches in the Fort Worth AA with \$27.6 billion in deposits. The five largest competitors in the Fort Worth AA include JPMorgan Chase, NA, Wells Fargo Bank, NA, Bank of America, NA, Frost Bank, and Compass. In terms of deposit market share, BOKF is ranked as the 6<sup>th</sup> largest depository institution of 63 banks in the Fort Worth AA with a 2.86 percent deposit market share.

Fort Worth has a fairly stable economy. The Fort Worth economy is diversified in many industry sectors such as services, trade, manufacturing, transportation, communication, and construction. The diverse workforce has helped the Fort Worth economy maintain during the earlier economic downturn, though the area experienced significant job loss and shrinking economic growth indicators. The Fort Worth area continues to see an increase in the total number of natural gas wells throughout the city and surrounding counties. This increase in natural gas wells is attributed to the large natural gas reserve under Tarrant, Wise, Denton, Johnson, and Parker counties, known as the Barnett Shale. Although weak natural gas prices have affected the overall production of natural gas in across the nation, production rates continue to make Fort Worth a leader in Texas' energy production. Tarrant County is ranked the top gas producing county by the Texas Railroad Commission. As natural gas exploration and production continues within Fort Worth, the associated jobs and lease revenue from natural gas wells will continue to contribute to the local economy.

According to December 2012 numbers from the Bureau of Labor Statistics, the unemployment rate for the Fort Worth AA was 5.9 percent, compared to 8.1 percent at the beginning of the period in 2011. These figures are slightly below the statewide unemployment rates for Texas, which were 6.2 percent and 8.3 percent for the same time period. Some of Fort Worth's top employers include Lockheed Martin Aeronautics, the Naval Air Station Joint Reserve Base Fort Worth, the Fort Worth Independent School District, American Airlines and Bell Helicopter, among others. In addition to being the home of several large corporations, Fort Worth also features a large collection of world renowned art.

Owner occupied units made up 57.53 percent of the housing in the Fort Worth AA in 2012. Owner occupancy rates were consistent throughout the evaluation period. Total rental units made up 33.28 percent of the AA housing units in 2012. Nearly 25.00 percent of the housing units in the AA were in LMI census tracts. Of the 357 census tracts, 37.82 percent are considered LMI. The 2010 US Census indicated the AA's median average housing value was \$147,371 compared with \$101,614 from the 2000 Census. The median housing value increased approximately 45.03 percent from the 2000 US Census. The 2000 US Census indicates that weighted average monthly gross rent for the AA was \$625. The 2010 US Census figures reveal a 36.32 percent increase to \$852 a month.

## Houston-Sugarland-Baytown MSA, TX (Houston AA)

Demographic Information for Full-Scope Area: Houston AA 2000 Census						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	707	9.05	32.11	28.15	29.70	0.99
Population by Geography	3,755,030	7.56	31.49	29.32	31.57	0.06
Owner-Occupied Housing by Geography	756,757	3.53	23.46	30.35	42.65	0.00
Business by Geography	542,970	4.22	21.34	27.03	47.18	0.23
Farms by Geography	7,653	3.38	17.01	33.58	45.96	0.07
Family Distribution by Income Level	934,438	23.15	17.43	18.63	40.79	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	379,190	13.33	45.32	27.66	13.69	0.00
Median Family Income	51,431	Median Housing Value		102,231		
HUD Adjusted Median Family Income for 2011	66,000	Unemployment Rate (2000 US		3.06%		
Households Below Poverty Level	13%	Census)				

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

Source: 2000 US Census and 2011 HUD updated MFI

Demographic Information for Full-Scope Area: Houston AA 2010 Census						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	862	14.50	29.93	24.36	30.74	0.46
Population by Geography	4,677,834	11.41	27.97	27.30	32.97	0.36
Owner-Occupied Housing by Geography	928,809	5.08	22.79	28.87	43.26	0.00
Businesses by Geography	523,584	9.47	21.09	24.21	45.16	0.06
Farms by Geography	7,700	6.36	19.60	30.86	43.18	0.00
Family Distribution by Income Level	1,082,897	25.13	16.90	17.34	40.64	0.00
Distribution of Low- and Moderate- Income Families throughout AA Geographies	455,120	20.10	40.09	24.99	14.81	0.00
Median Family Income	64,179	Median Housing Value Unemployment Rate				
FFIEC Adjusted Median Family Income for 2012	66,900					
Households Below the Poverty Level	14%					
		158,751 3.49%				

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

Source: 2010 US Census and 2012 FFIEC updated MFI

The Houston AA consists of Harris and Fort Bend Counties in the Houston-Sugar Land-Baytown MSA, which is a metropolitan area located in the Gulf Coast region of Southeast Texas. The MSA is the fifth-largest metropolitan area in the United States with a population of 6.18 million, as of U.S. Census Bureau's July 1, 2012 estimate. The largest cities in this region include Houston, Katy and Sugarland. BOKF has 14 branches located in the Houston AA. This includes 13 traditional branches and one

grocery store branch. BOKF also operates 15 deposit-taking ATMs and one cash dispensing ATM in the AA. This AA was created with the charter consolidation on January 1, 2011.

Based on 2010 U.S. Census data, total population of the AA is 4,677,834. The 2012 FFIEC Adjusted Median Family Income for the Houston-Sugar Land-Baytown AA is \$66,900. In 2012, non-farm businesses represent 98.55 percent (523,584) of total businesses in the AA (531,284). The majority of these businesses (71.34 percent or 373,503) are considered small with revenues of less than \$1 million.

The Houston AA accounts for a small percentage of the deposits and loans for BOKF. The AA maintains approximately 8.22 percent of BOKF's deposits and 2.95 percent of total HMDA and CRA reportable loans. Banking competition in the Houston AA is intense. According to the June 30, 2012 FDIC Market Share Report, there were approximately 91 financial institutions operating 1,182 branches in the Houston AA with \$162.0 billion in deposits. The five largest competitors in the Houston AA include JPMorgan Chase, N.A., Wells Fargo Bank, N.A., Bank of American, N.A., Compass Bank, and Amegy Bank, N.A. In terms of deposit market share, BOKF is ranked as the 11<sup>th</sup> largest depository institution of 91 banks in the Houston AA with a 1.01 percent deposit market share.

The economic conditions in the Houston AA are strong and economic growth is projected to continue. Houston's diversified economy is driving its robust growth. Cutting edge technology has allowed the energy industry to continue to power the AA's economic growth, along with medical research and development. Another factor in Houston's strong economy is the production of goods for export, as Houston is the largest exporting metro in America. Texas has more Fortune 500 company headquarters than any other state in the nation, and many of those firms are headquartered in Houston. Some of the largest employers in the AA include United Airlines, Exxon Mobil, Shell Oil Company, Memorial Hermann Healthcare System, and the University of Texas Medical Branch. According to December 2012 numbers from the Bureau of Labor Statistics, the unemployment rate for the Houston AA was 6.0 percent, compared to 8.3 percent at the beginning of the period in 2011. These figures are comparable to the statewide unemployment rates for Texas, which were 6.2 percent and 8.3 percent for the same time period.

Owner occupied units made up 53.53 percent of the housing in the Houston AA in 2012. Owner occupancy rates were consistent throughout the evaluation period. Total rental units made up 35.21 percent of the AA housing units in 2012. Nearly 28.00 percent of the housing units in the AA were in LMI census tracts. Of the 862 census tracts, 44.43 percent are considered LMI. The 2010 US Census indicated the AA's median average housing value was \$158,751 compared with \$102,231 from the 2000 Census. The median housing value increased approximately 55.29 percent from the 2000 US Census. The 2000 US Census indicates that weighted average monthly gross rent for the AA was \$611. The 2010 US Census figures reveal a 39.61 percent increase to \$853 a month.

## Appendix D: Tables of Performance Data

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### Content of Standardized Tables

A separate set of tables is provided for each state. All multistate metropolitan areas are presented in one set of tables. References to the “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: (1) 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; (2) Partially geocoded loans (loans where no census tract is provided) cannot be broken down by income geographies and, therefore, are only reflected in the Total Loans in Core Tables 2 through 7 and part of Table 13; and (3) Partially geocoded loans are included in the Total Loans and % Bank Loans Column in Core Tables 8 through 12 and part of Table 13. Deposit data are compiled by the FDIC and are available as of June 30<sup>th</sup> of each year. Tables without data are not included in this PE. [Note: Do not renumber the tables.]

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

- Table 1. Lending Volume** - Presents the number and dollar amount of reportable loans originated and purchased by the 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. See Interagency Q&As \_\_.12 (i) - 5 and - 6 for guidance on when a bank may receive positive CRA consideration for such loans. Refer to the CRA section of the Compliance Policy intranet page for guidance on table placement.
- Table 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 14. 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. See Interagency Q&As \_\_.12 (i) - 5 and - 6 for guidance on when a bank may receive positive CRA consideration for such investments. Refer to the CRA section of the Compliance Policy intranet page for guidance on table placement.

**Table 15. Distribution of Branch Delivery System and Branch Openings/Closings** - Compares the percentage distribution of the number of the 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.

## **Tables of Performance Data**

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### **Kansas City Multistate Metropolitan Area (Kansas City AA)**

- 2012 Tables: Appendix D-5
- 2011 Tables: Appendix D-19

### **State of Arizona**

- 2012 Tables: Appendix D-31
- 2011 Tables: Appendix D-45

### **State of Arkansas**

- 2012 Tables: Appendix D-57
- 2011 Tables: Appendix D-71

### **State of Colorado**

- 2012 Tables: Appendix D-83
- 2011 Tables: Appendix D-97

### **State of Maryland**

- 2009-2011 and 2012 Combined Tables: Appendix D-109

### **State of New Mexico**

- 2012 Tables: Appendix D-123
- 2011 Tables: Appendix D-137

### **State of Oklahoma**

- 2012 Tables: Appendix D-149
- 2009-2011 Tables: Appendix D-163

### **State of Texas**

- 2012 Tables: Appendix D-175
- 2011 Tables: Appendix D-189

Table 1. Lending Volume

LENDING VOLUME		Geography: Kansas City AA						Evaluation Period: January 1, 2012 to December 31, 2012				
MA/Assessment Area:	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$(000's)	
Full Review:												
Kansas City AA	100.00	995	160,968	7	1,788	0	0	7	19,951	1,009	182,707	100.00

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\* Loan Data as of December 31, 2012. Rated area refers to either the state or multi-state MA rating area.

\*\* The evaluation period for Community Development Loans is January 1, 2011 to October 28, 2013.

\*\*\* Deposit Data as of June 30, 2012. 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: Kansas City AA						Evaluation Period: January 1, 2012 to December 31, 2012						
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Kansas City AA	486	100.00	7.47	2.67	19.27	18.93	33.05	39.92	40.22	38.48	2.20	2.41	3.45	2.58	1.64

\* Based on 2012 Peer Mortgage Data

\*\* 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 2010 Census information.

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT				Geography: Kansas City AA				Evaluation Period: January 1, 2012 to December 31, 2012							
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Kansas City AA	21	100.00	7.47	0.00	19.27	14.29	33.05	42.86	40.22	42.86	1.24	0.00	1.40	1.86	0.95

\* Based on 2012 Peer Mortgage Data.

\*\* 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 2010 Census information.

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE				Geography: Kansas City AA				Evaluation Period: January 1, 2012 to December 31, 2012							
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Kansas City AA	488	100.00	7.47	3.07	19.27	11.68	33.05	29.51	40.22	55.74	1.02	1.74	1.24	1.06	0.94

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\* Based on 2012 Peer Mortgage Data.

\*\* 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 2010 Census information.

Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY																Geography: Kansas City AA				Evaluation Period: January 1, 2012 to December 31, 2012					
MA/Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*														
	#	% of Total**	% of MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp										
Full Review:																									
Kansas City AA	0	0.00	19.20	0.00	29.03	0.00	28.41	0.00	23.35	0.00	0.00	0.00	000	0.00	0.00										

\* Based on 2012 Peer Mortgage Data.

\*\* 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 2010 Census information.

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES																Geography: Kansas City AA					Evaluation Period: January 1, 2012 to December 31, 2012				
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 ***	% BANK Loans	% of Businesses ***	% BANK Loans	% of Businesses ***	% BANK Loans	% of Businesses ***	% BANK Loans	Overall	Low	Mod	Mid	Upp										
Full Review:																									
Kansas City AA	7	100.00	8.73	0.00	18.17	28.57	28.50	28.57	42.75	42.86	0.03	0.00	0.04	0.03	0.03										

\* Based on 2012 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 2012.

Table 7. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS				Geography: Kansas City AA				Evaluation Period: January 1, 2012 to December 31, 2012							
MA/Assessment Area:	Total Small Farm Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Kansas City AA	0	0.00	4.61	0.00	15.56	0.00	34.08	0.00	45.28	0.00	0.00	0.00	0.00	0.00	0.00

\* Based on 2012 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 2012.

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE			Geography: Kansas City AA						Evaluation Period: January 1, 2012 to December 31, 2012						
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Kansas City AA	486	100.00	21.54	25.41	17.06	29.13	20.52	17.36	40.88	28.10	2.62	4.83	3.12	1.82	1.96

\* Based on 2012 Peer Mortgage Data.

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

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

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 0.4% of loans originated and purchased by Bank.

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT			Geography: Kansas City AA						Evaluation Period: January 1, 2012 to December 31, 2012						
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Kansas City AA	21	100.00	21.54	15.79	17.06	21.05	20.52	36.84	40.88	26.32	1.18	2.08	1.43	1.69	0.65

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\* Based on 2012 Peer Mortgage Data.

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

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

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 9.5% of loans originated and purchased by Bank.

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE				Geography: Kansas City AA				Evaluation Period: January 1, 2012 to December 31, 2012							
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Kansas City AA	488	100.00	21.54	7.87	17.06	18.26	20.52	23.31	40.88	50.56	0.95	1.11	1.06	0.91	0.92

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\* Based on 2012 Peer Mortgage Data.

\*\* 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 Families is based on the 2010 Census information.

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 27.0% of loans originated and purchased by Bank.

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES					Geography: Kansas City AA			Evaluation Period: January 1, 2012 to December 31, 2012	
	Total Small Loans to Businesses		Businesses With Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Market Share*	
MA/Assessment Area:	#	% of Total**	% of Businesses***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev \$1 Million or Less
<b>Full Review:</b>									
Kansas City AA	7	100.00	70.52	42.86	28.57	28.57	42.86	0.03	0.03

---

\* Based on 2012 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 - 2012).

\*\*\*\* 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 14.29 of small loans to businesses originated and purchased by the Bank.

Table 12. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL LOANS TO FARMS					Geography: Kansas City AA			Evaluation Period: January 1, 2012 to December 31, 2012	
MA/Assessment Area:	Total Small Loans to Farms		Farms With Revenues of \$1 million or less		Loans by Original Amount Regardless of Farm Size			Market Share*	
	#	% of Total**	% of Farms***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$500,000	All	Rev \$1 Million or Less
<b>Full Review:</b>									
Kansas City AA	0	0.00	96.71	0.00	0.00	0.00	0.00	0.00	0.00

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\* Based on 2012 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 - 2012).

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

Table 14. Qualified Investments

QUALIFIED INVESTMENTS			Geography: Kansas City AA			Evaluation Period: January 1, 2011 to October 28, 2013			
MA/Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
<b>Full Review:</b>									
Kansas City AA	5	709	11	6,043	16	6,752	100.00	3	232

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\* "Prior Period Investments" means investments made in a previous evaluation period that are outstanding as of the examination date. Investments made prior to January 1, 2011.

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

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

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS Geography: Kansas City AA <b>Evaluation Period:</b> January 1, 2011 through October 28, 2013																	
MA/Assessm ent Area:	Deposits	Branches						Branch Openings/Closings						Population			
	% of Rated Area Deposits in AA	# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or - )				% of Population within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
Full Review:																	
Kansas City AA	100.00	3	100.00	0.00	0.00	33.33	66.67	1	1	0	0	+1	-1	11.45	22.57	30.96	35.00

Table 1: Lending Volume

LENDING VOLUME		Geography: Kansas City AA						Evaluation Period: January 1, 2011 to December 31, 2011				
MA/Assessment Area:	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$(000's)	
Full Review:												
Kansas City AA	100.00	506	92,659	13	2,838	0	0	0	0	519	95,497	100.00

\* Loan Data as of December 31, 2011. Rated area refers to either the state or multi-state MA rating area.

\*\* Community Development Loans for the entire evaluation period are included in the 2012 Tables for this rating area.

\*\*\* Deposit Data as of June 30, 2011. 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: Kansas City AA				Evaluation Period: January 1, 2011 to December 31, 2011					
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*														
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp										
Full Review:																									
Kansas City AA	293	100.00	4.12	2.39	15.27	10.58	39.86	47.10	40.75	39.93	1.58	5.26	2.38	1.92	1.18										

\* Based on 2011 Peer Mortgage Data

\*\* 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 2000 Census information.

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT				Geography: Kansas City AA				Evaluation Period: January 1, 2011 to December 31, 2011							
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Kansas City AA	15	100.00	4.12	6.67	15.27	0.00	39.86	33.33	40.75	60.00	1.33	3.33	0.00	1.21	1.50

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\* Based on 2011 Peer Mortgage Data.

\*\* 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 2000 Census information.

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE				Geography: Kansas City AA				Evaluation Period: January 1, 2011 to December 31, 2011							
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Kansas City AA	198	100.00	4.12	1.52	15.27	5.56	39.86	25.25	40.75	67.68	0.60	1.59	0.79	0.51	0.62

\* Based on 2011 Peer Mortgage Data.

\*\* 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 2000 Census information.

Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY				Geography: Kansas City AA				Evaluation Period: January 1, 2011 to December 31, 2011							
MA/Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% of MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Kansas City AA	0	0.00	9.03	0.00	24.41	0.00	45.30	0.00	21.26	0.00	0.00	0.00	0.00	0.00	0.00

\* Based on 2011 Peer Mortgage Data.

\*\* 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 2010 Census information.

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES																Geography: Kansas City AA				Evaluation Period: January 1, 2011 to December 31, 2011				
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 ***	% BANK Loans	% of Businesses ***	% BANK Loans	% of Businesses ***	% BANK Loans	% of Businesses ***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
Full Review:																								
Kansas City AA	13	100.00	3.73	7.69	12.37	15.38	35.58	23.08	47.80	53.85	0.07	0.17	0.09	0.05	0.07									

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\* Based on 2011 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 2011.

Table 7. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS			Geography: Kansas City AA						Evaluation Period: January 1, 2011 to December 31, 2011						
MA/Assessment Area:	Total Small Farm Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Kansas City AA	0	0.00	1.42	0.00	8.93	0.00	41.64	0.00	47.78	0.00	0.00	0.00	0.00	0.00	0.00

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\* Based on 2011 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 2011.

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE				Geography: Kansas City AA				Evaluation Period: January 1, 2011 to December 31, 2011							
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Kansas City AA	293	100.00	17.42	28.67	17.66	26.62	22.64	19.11	42.28	25.60	1.96	4.01	2.06	1.52	1.39

\* Based on 2011 Peer Mortgage Data.

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

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

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 0.0% of loans originated and purchased by Bank.

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT			Geography: Kansas City AA						Evaluation Period: January 1, 2011 to December 31, 2011						
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Kansas City AA	15	100.00	17.42	26.67	17.66	26.67	22.64	26.67	42.28	20.00	1.45	4.65	2.14	1.55	0.60

\* Based on 2011 Peer Mortgage Data.

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

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

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 0.0% of loans originated and purchased by Bank.

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE																Geography: Kansas City AA				Evaluation Period: January 1, 2011 to December 31, 2011			
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*												
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp								
Full Review:																							
Kansas City AA	198	100.00	17.42	4.85	17.66	13.94	22.64	21.21	42.28	60.00	0.64	0.50	0.57	0.54	0.73								

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\* Based on 2011 Peer Mortgage Data.

\*\* 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 Families is based on the 2000 Census information.

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 18.4% of loans originated and purchased by Bank.

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES					Geography: Kansas City AA			Evaluation Period: January 1, 2011 to December 31, 2011	
	Total Small Loans to Businesses		Businesses With Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Market Share*	
MA/Assessment Area:	#	% of Total**	% of Businesses***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev \$1 Million or Less
<b>Full Review:</b>									
Kansas City AA	13	100.00	65.35	30.77	53.85	15.38	30.77	0.07	0.05

\* Based on 2011 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 - 2011).

\*\*\*\* Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 7.69 of small loans to businesses originated and purchased by the Bank.

Table 12. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL LOANS TO FARMS					Geography: Kansas City AA			Evaluation Period: January 1, 2011 to December 31, 2011	
MA/Assessment Area:	Total Small Loans to Farms		Farms With Revenues of \$1 million or less		Loans by Original Amount Regardless of Farm Size			Market Share*	
	#	% of Total**	% of Farms***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$500,000	All	Rev \$1 Million or Less
<b>Full Review:</b>									
Kansas City AA	0	0.00	96.62	0.00	0.00	0.00	0.00	0.00	0.00

\* Based on 2011 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 - 2011).

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

Table 1. Lending Volume

LENDING VOLUME		Geography: State of Arizona						Evaluation Period: January 1, 2012 to December 31, 2012				
Assessment Area :	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$(000's)	
Full Review:												
Phoenix AZ AA	100.00	364	92,129	92	32,323	0	0	11	24,004	467	148,456	100.00

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\* Loan Data as of December 31, 2012. Rated area refers to either state or multi-state MA rating area.

\*\* The evaluation period for Community Development Loans is from January 1, 2011 to October 28, 2013.

\*\*\* Deposit Data as of June 30, 2012. 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: State of Arizona				Evaluation Period: January 1, 2012 to December 31, 2012							
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Phoenix AZ AA	118	100.00	3.61	2.54	20.72	8.47	35.76	27.97	39.91	61.02	0.14	0.29	0.10	0.11	0.17

\* Based on 2012 Peer Mortgage Data

\*\* 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 2010 Census information.

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT																Geography: State of Arizona				Evaluation Period: January 1, 2012 to December 31, 2012					
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*														
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp										
Full Review:																									
Phoenix AZ AA	4	100.00	3.61	0.00	20.72	25.00	35.76	25.00	39.91	50.00	0.22	0.00	0.48	0.17	0.20										

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\* Based on 2012 Peer Mortgage Data.

\*\* 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 2010 Census information.

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE				Geography: State of Arizona				Evaluation Period: January 1, 2012 to December 31, 2012							
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Phoenix AZ AA	241	100.00	3.61	0.00	20.72	3.32	35.76	24.90	39.91	71.78	0.18	0.00	0.06	0.13	0.22

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\* Based on 2012 Peer Mortgage Data.

\*\* 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 2010 Census information.

Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY				Geography: State of Arizona				Evaluation Period: January 1, 2012 to December 31, 2012							
MA/Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% of MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Phoenix AZ AA	0	0.00	15.31	0.00	37.05	0.00	28.83	0.00	18.81	0.00	0.00	0.00	0.00	0.00	0.00

\* Based on 2012 Peer Mortgage Data.

\*\* 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 2010 Census information.

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES															
Geography: State of Arizona								Evaluation Period: January 1, 2012 to December 31, 2012							
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***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	Overall	Low	Mod	Mid	Upp
Full Review:															
Phoenix AZ AA	89	100.00	6.48	14.61	15.59	13.48	29.79	35.96	47.67	35.96	0.12	0.24	0.11	0.16	0.09

\* Based on 2012 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 2012.

Table 7. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS				Geography: State of Arizona				Evaluation Period: January 1, 2012 to December 31, 2012							
MA/Assessment Area:	Total Small Farm Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Phoenix AZ AA	0	0.00	5.84	0.00	16.94	0.00	32.28	0.00	44.71	0.00	0.00	0.00	0.00	0.00	0.00

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\* Based on 2012 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 2012.

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE				Geography: State of Arizona				Evaluation Period: January 1, 2012 to December 31, 2012							
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp
Full Review:															
Phoenix AZ AA	119	100.00	20.93	4.24	17.44	17.80	20.15	12.71	41.48	65.25	0.16	0.08	0.12	0.09	0.23

\* Based on 2012 Peer Mortgage Data.

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

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

\*\*\*\*As a percentage of loans with borrower income information available. No information was available for 0.8% of loans originated and purchased by bank.

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT					Geography: State of Arizona				Evaluation Period: January 1, 2012 to December 31, 2012						
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Phoenix AZ AA	4	100.00	20.93	25.00	17.44	0.00	20.15	0.00	41.48	75.00	0.22	0.61	0.00	0.00	0.32

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\* Based on 2012 Peer Mortgage Data.

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

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

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 0.0% of loans originated and purchased by Bank.

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE			Geography: State of Arizona						Evaluation Period: January 1, 2012 to December 31, 2012						
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Phoenix AZ AA	241	100.00	20.93	2.42	17.44	8.21	20.15	16.43	41.48	72.95	0.18	0.08	0.09	0.14	0.24

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\* Based on 2012 Peer Mortgage Data.

\*\* 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 Families is based on the 2010 Census information.

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 14.1% of loans originated and purchased by Bank.

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES					Geography: State of Arizona			Evaluation Period: January 1, 2012 to December 31, 2012	
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***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev \$1 Million or Less
<b>Full Review:</b>									
Phoenix AZ AA	92	100.00	72.21	20.65	22.83	21.74	55.43	0.12	0.06

\* Based on 2012 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 - 2011).

\*\*\*\* Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 2.17 of small loans to businesses originated and purchased by the Bank.

Table 12. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL LOANS TO FARMS					Geography: State of Arizona			Evaluation Period: January 1, 2012 to December 31, 2012	
	Total Small Loans to Farms		Farms With Revenues of \$1 million or less		Loans by Original Amount Regardless of Farm Size			Market Share*	
MA/Assessment Area:	#	% of Total**	% of Farms***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev \$1 Million or Less
<b>Full Review:</b>									
Phoenix AZ AA	0	0.00	95.47	0.00	0.00	0.00	0.00	0.00	0.00

\* Based on 2012 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 - 2011).

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

Table 14. Qualified Investments

QUALIFIED INVESTMENTS		Geography: State of Arizona			Evaluation Period: January 1, 2011 to October 28, 2013				
MA/Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
<b>Full Review:</b>									
Phoenix AZ AA	5	962	21	1,662	26	2,624	71.67	2	227
AZ Statewide with potential to benefit an AA	2	792	1	84	3	876	23.93	2	68
AZ Statewide with no potential to benefit an AA	2	161	0	0	2	161	4.40	0	0

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\* "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 15. Distribution of Branch Delivery System and Branch Openings/Closings

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS																	Geography: State of Arizona				Evaluation Period: January 1, 2011 to October 28, 2013			
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings						Population										
	% of Rated Area Deposits in AA	# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or - )				% of Population within Each Geography										
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp							
Full Review:																								
Phoenix AZ AA	100.00	4	100.00	0.00	25.00	50.00	25.00	1	1	0	0	+1	-1	8.42	24.46	33.25	33.69							

Table 1. Lending Volume

LENDING VOLUME		Geography: State of Arizona						Evaluation Period: January 1, 2011 to December 31, 2011				
Assessment Area:	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$(000's)	
Full Review:												
Phoenix AZ AA	100.00	463	91,088	109	37,435	0	0	0	0	572	128,523	100.00

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

\*\* Community Development Loans for the entire evaluation period are included in the 2012 Tables for this rating area.

\*\*\* Deposit Data as of June 30, 2011. 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: State of Arizona				Evaluation Period: January 1, 2011 to December 31, 2011					
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*														
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp										
Full Review:																									
Phoenix AZ AA	320	100.00	1.53	0.00	21.47	7.81	40.34	34.06	36.66	58.13	0.36	0.00	0.21	0.28	0.49										

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\* Based on 2011 Peer Mortgage Data

\*\* 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 2000 Census information.

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT																Geography: State of Arizona				Evaluation Period: January 1, 2011 to December 31, 2011					
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*														
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp										
Full Review:																									
Phoenix AZ AA	21	100.00	1.53	0.00	21.47	9.52	40.34	23.81	36.66	66.67	1.61	0.00	1.35	1.05	2.09										

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\* Based on 2011 Peer Mortgage Data.

\*\* 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 2000 Census information.

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE				Geography: State of Arizona				Evaluation Period: January 1, 2011 to December 31, 2011							
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Phoenix AZ AA	122	100.00	1.53	0.00	21.47	5.74	40.34	14.75	36.66	79.51	0.22	0.00	0.17	0.10	0.31

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\* Based on 2011 Peer Mortgage Data.

\*\* 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 2000 Census information.

Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY				Geography: State of Arizona				Evaluation Period: January 1, 2011 to December 31, 2011							
MA/Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% of MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp
Full Review:															
Phoenix AZ AA	0	100.00	6.97	0.00	40.88	0.00	36.33	0.00	15.82	0.00	0.00	0.00	0.00	0.00	0.00

---

\* Based on 2011 Peer Mortgage Data.

\*\* 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 2000 Census information.

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES				Geography: State of Arizona				Evaluation Period: January 1, 2011 to December 31, 2011							
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 ***	% BANK Loans	% of Businesses ***	% BANK Loans	% of Businesses ***	% BANK Loans	% of Businesses ***	% BANK Loans	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Phoenix AZ AA	109	100.00	3.55	5.50	17.80	33.94	32.48	31.19	46.10	29.36	0.13	0.20	0.28	0.14	0.08

\* Based on 2011 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 2011.

Table 7. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS					Geography: State of Arizona				Evaluation Period: January 1, 2011 to December 31, 2011						
MA/Assessment Area:	Total Small Farm Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Phoenix AZ AA	0	0.00	2.25	0.00	19.71	0.00	36.19	0.00	41.81	0.00	0.00	0.00	0.00	0.00	0.00

\* Based on 2011 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 2011.

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE				Geography: State of Arizona				Evaluation Period: January 1, 2011 to December 31, 2011							
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Phoenix AZ AA	320	100.00	19.09	13.13	18.51	17.50	21.75	21.88	40.65	47.50	0.41	0.38	0.30	0.42	0.47

\* Based on 2011 Peer Mortgage Data.

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

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

\*\*\*\*As a percentage of loans with borrower income information available. No information was available for 0.0 % of loans originated and purchased by bank.

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT				Geography: State of Arizona				Evaluation Period: January 1, 2011 to December 31, 2011							
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Phoenix AZ AA	21	100.00	19.09	14.29	18.51	4.76	21.75	23.81	40.65	57.14	1.71	2.54	0.45	1.74	2.00

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\* Based on 2011 Peer Mortgage Data.

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

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

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 0.00% of loans originated and purchased by Bank.

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE				Geography: State of Arizona				Evaluation Period: January 1, 2011 to December 31, 2011							
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Phoenix AZ AA	122	100.00	19.09	1.80	18.51	10.81	21.75	17.12	40.65	70.27	0.28	0.06	0.21	0.24	0.34

\* Based on 2011 Peer Mortgage Data.

\*\* 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 Families is based on the 2000 Census information.

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 9.0% of loans originated and purchased by Bank.

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES					Geography: State of Arizona			Evaluation Period: January 1, 2011 to December 31, 2011	
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***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev \$1 Million or Less
<b>Full Review:</b>									
Phoenix AZ AA	109	100.00	66.50	20.18	21.10	28.44	50.46	0.13	0.06

---

\* Based on 2011 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 - 2011).

\*\*\*\* Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 1.83% of small loans to businesses originated and purchased by the Bank.

Table 12. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL LOANS TO FARMS					Geography: State of Arizona			Evaluation Period: January 1, 2011 to December 31, 2011	
MA/Assessment Area:	Total Small Loans to Farms		Farms With Revenues of \$1 million or less		Loans by Original Amount Regardless of Farm Size			Market Share*	
	#	% of Total**	% of Farms***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev \$1 Million or Less
<b>Full Review:</b>									
Phoenix AZ AA	0	0.00	95.17	0.00	0.00	0.00	0.00	0.00	0.00

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\* Based on 2011 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 - 2011).

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

Table 1. Lending Volume

LENDING VOLUME		Geography: State of Arkansas						Evaluation Period: January 1, 2012 to December 31, 2012				
Assessment Area (2012):	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$(000's)	
Full Review:												
Fayetteville AA	100.00	930	104,923	23	6,452	0	0	4	3,679	957	115,054	100.00

\* Loan Data as of December 31, 2012. Rated area refers to either state or multi-state MA rating area.

\*\* The evaluation period for Community Development Loans is from January 01, 2011 to October 28, 2013.

\*\*\* Deposit Data as of June 30, 2012. 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: State of Arkansas				Evaluation Period: January 1, 2012 to December 31, 2012					
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*														
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp										
Full Review:																									
Fayetteville AA	570	100.00	1.71	1.58	8.69	24.91	57.21	49.82	32.40	23.68	6.77	9.18	20.00	6.86	3.89										

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\* Based on 2012 Peer Mortgage Data

\*\* 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 2010 Census information.

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT																Geography: State of Arkansas				Evaluation Period: January 1, 2012 to December 31, 2012					
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*														
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp										
Full Review:																									
Fayetteville AA	14	100.00	1.71	0.00	8.69	7.14	57.21	50.00	32.40	42.86	2.13	0.00	1.85	1.87	2.74										

---

\* Based on 2012 Peer Mortgage Data.

\*\* 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 2010 Census information.

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE																Geography: State of Arkansas				Evaluation Period: January 1, 2012 to December 31, 2012					
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*														
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp										
Full Review:																									
Fayetteville AA	346	100.00	1.71	1.73	8.69	16.18	57.21	53.76	32.40	28.32	2.49	3.87	5.49	2.64	1.73										

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\* Based on 2012 Peer Mortgage Data.

\*\* 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 2010 Census information.

Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY																Geography: State of Arkansas				Evaluation Period: January 1, 2012 to December 31, 2012				
MA/Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% of MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
Full Review:																								
Fayetteville AR AA	0	0.00	15.81	0.00	19.52	0.00	45.58	0.00	19.09	0.00	0.00	0.00	0.00	0.00	0.00									

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\* Based on 2012 Peer Mortgage Data.

\*\* 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 2010 Census information.

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES						Geography: State of Arkansas				Evaluation Period: January 1, 2012 to December 31, 2012					
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***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	Overall	Low	Mod	Mid	Upp
Full Review:															
Fayetteville AA	23	100.00	3.04	8.70	16.91	39.13	50.30	21.74	29.74	30.43	0.33	0.86	0.81	0.15	0.32

\* Based on 2012 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 2012.

Table 7. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS				Geography: State of Arkansas				Evaluation Period: January 1, 2012 to December 31, 2012							
MA/Assessment Area:	Total Small Farm Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Fayetteville AA	0	0.00	1.29	0.00	6.21	0.00	64.40	0.00	28.09	0.00	0.00	0.00	0.00	0.00	0.00

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\* Based on 2012 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 2012.

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE				Geography: State of Arkansas				Evaluation Period: January 1, 2012 to December 31, 2012							
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Fayetteville AA	570	100.00	19.56	39.15	17.99	24.87	20.51	17.28	41.94	18.69	8.19	25.81	10.19	6.90	3.26

\* Based on 2012 Peer Mortgage Data.

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

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

\*\*\*\*As a percentage of loans with borrower income information available. No information was available for 0.5% of loans originated and purchased by bank.

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT				Geography: State of Arkansas				Evaluation Period: January 1, 2012 to December 31, 2012							
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Fayetteville AA	14	100.00	19.56	14.29	17.99	14.29	20.51	14.29	41.94	57.14	2.34	3.08	2.02	1.48	2.67

\* Based on 2012 Peer Mortgage Data.

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

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

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 0.0% of loans originated and purchased by Bank.

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE			Geography: State of Arkansas						Evaluation Period: January 1, 2012 to December 31, 2012						
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Fayetteville AA	346	100.00	19.56	16.78	17.99	24.83	20.51	15.44	41.94	42.95	2.52	5.69	4.34	1.97	1.86

\* Based on 2012 Peer Mortgage Data.

\*\* 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 Families is based on the 2010 Census information.

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 13.9% of loans originated and purchased by Bank.

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES					Geography: State of Arkansas			Evaluation Period: January 1, 2012 to December 31, 2012	
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***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev \$1 Million or Less
<b>Full Review:</b>									
Fayetteville AA	23	100.00	72.10	26.09	43.38	17.39	39.13	0.33	0.17

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\* Based on 2012 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 - 2011).

\*\*\*\* Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 21.74% of small loans to businesses originated and purchased by the Bank.

Table 12. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL LOANS TO FARMS					Geography: State of Arkansas			Evaluation Period: January 1, 2012 to December 31, 2012	
MA/Assessment Area:	Total Small Loans to Farms		Farms With Revenues of \$1 million or less		Loans by Original Amount Regardless of Farm Size			Market Share*	
	#	% of Total**	% of Farms***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev \$1 Million or Less
<b>Full Review:</b>									
Fayetteville AA	0	0.00	97.35	0.00	0.00	0.00	0.00	0.00	0.00

---

\* Based on 2012 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 - 2011).

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

Table 14. Qualified Investments

QUALIFIED INVESTMENTS		Geography: State of Arkansas				Evaluation Period: January 1, 2011 to October 28, 2013			
MA/Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
<b>Full Review:</b>									
Fayetteville AA	34	1,513	6	591	40	2,104	100.00	0	0

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\* "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 15. Distribution of Branch Delivery System and Branch Openings/Closings

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS																	Geography: State of Arkansas				Evaluation Period: January 1, 2011 to October 28, 2013			
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings						Population										
	% of Rated Area Deposits in AA	# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or - )				% of Population within Each Geography										
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp							
Full Review:																								
Fayetteville AA	100.00	2	100.00	0.00	0.00	100.00	0.00	0	0	0	0	0	0	4.01	14.22	54.38	27.40							

Table 1. Lending Volume

LENDING VOLUME		Geography: State of Arkansas						Evaluation Period: January 1, 2011 to December 31, 2011				
Assessment Area:	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$(000's)	
Full Review:												
Fayetteville AA	100.00	644	70,483	36	10,757	1	50	0	0	681	81,290	100.00

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

\*\* Community Development Loans for the entire evaluation period are included in the 2012 Tables for this rating area.

\*\*\* Deposit Data as of June 30, 2011. 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: State of Arkansas								Evaluation Period: January 1, 2011 to December 31, 2011					
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Fayetteville AA	483	100.00	0.26	0.00	3.48	2.90	77.95	85.92	18.31	11.18	6.49	0.00	10.14	7.16	3.60

---

\* Based on 2011 Peer Mortgage Data

\*\* 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 2000 Census information.

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT					Geography: State of Arkansas				Evaluation Period: January 1, 2011 to December 31, 2011						
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Fayetteville AA	18	100.00	0.26	0.00	3.48	11.11	77.95	72.22	18.31	16.67	3.64	0.00	9.09	3.50	3.03

---

\* Based on 2011 Peer Mortgage Data.

\*\* 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 2000 Census information.

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE					Geography: State of Arkansas				Evaluation Period: January 1, 2011 to December 31, 2011						
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp
Full Review:															
Fayetteville AA	143	100.00	0.26	0.00	3.48	2.80	77.95	67.13	18.31	30.07	1.66	0.00	2.13	1.54	1.98

---

\* Based on 2011 Peer Mortgage Data.

\*\* 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 2000 Census information.

Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY				Geography: State of Arkansas				Evaluation Period: January 1, 2011 to December 31, 2011							
MA/Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% of MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Fayetteville AA	0	0.00	18.68	0.00	13.76	0.00	52.57	0.00	14.99	0.00	0.00	0.00	0.00	0.00	0.00

---

\* Based on 2011 Peer Mortgage Data.

\*\* 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 2000 Census information.

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES															
Geography: State of Arkansas															
Evaluation Period: January 1, 2011 to December 31, 2011															
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***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	Overall	Low	Mod	Mid	Upp
Full Review:															
Fayetteville AA	36	100.00	0.81	2.78	8.85	8.33	69.90	72.22	20.44	16.67	0.56	2.38	0.51	0.63	0.39

\* Based on 2011 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 2011.

Table 7. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS				Geography: State of Arkansas				Evaluation Period: January 1, 2011 to December 31, 2011							
MA/Assessment Area:	Total Small Farm Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Fayetteville AA	0	0.00	0.33	0.00	3.06	0.00	80.77	0.00	15.83	0.00	0.00	0.00	0.00	0.00	0.00

---

\* Based on 2011 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 2011.

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE				Geography: State of Arkansas				Evaluation Period: January 1, 2011 to December 31, 2011							
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Fayetteville AA	483	100.00	17.33	39.54	18.12	28.36	24.13	15.53	40.43	16.56	6.49	24.52	9.80	5.63	2.98

---

\* Based on 2011 Peer Mortgage Data.

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

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

\*\*\*\*As a percentage of loans with borrower income information available. No information was available for 0.0 % of loans originated and purchased by bank.

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT				Geography: State of Arkansas				Evaluation Period: January 1, 2011 to December 31, 2011							
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Fayetteville AA	18	100.00	17.33	5.56	18.12	27.78	24.13	16.67	40.43	50.00	3.96	1.79	5.62	2.75	4.48

---

\* Based on 2011 Peer Mortgage Data.

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

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

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 0.00% of loans originated and purchased by Bank.

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE			Geography: State of Arkansas						Evaluation Period: January 1, 2011 to December 31, 2011						
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Fayetteville AA	143	100.00	17.33	5.93	18.12	20.34	24.13	10.17	40.43	63.56	1.64	1.54	2.38	0.81	1.76

---

\* Based on 2011 Peer Mortgage Data.

\*\* 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 Families is based on the 2000 Census information.

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 17.5 % of loans originated and purchased by Bank.

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES					Geography: State of Arkansas			Evaluation Period: January 1, 2011 to December 31, 2011	
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***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev \$1 Million or Less
<b>Full Review:</b>									
Fayetteville AA	36	100.00	69.11	25.00	27.78	22.22	50.00	0.56	0.23

\* Based on 2011 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 - 2011).

\*\*\*\* Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 36.11% of small loans to businesses originated and purchased by the Bank.

Table 12. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL LOANS TO FARMS					Geography: State of Arkansas			Evaluation Period: January 1, 2011 to December 31, 2011	
MA/Assessment Area:	Total Small Loans to Farms		Farms With Revenues of \$1 million or less		Loans by Original Amount Regardless of Farm Size			Market Share*	
	#	% of Total**	% of Farms***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev \$1 Million or Less
<b>Full Review:</b>									
Fayetteville AA	0	0.00	97.21	0.00	0.00	0.00	0.00	0.00	0.00

---

\* Based on 2011 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 - 2011).

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

Table 1. Lending Volume

LENDING VOLUME		Geography: State of Colorado						Evaluation Period: January 1, 2012 to December 31, 2012				
Assessment Area:	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$(000's)	
Full Review:												
Denver AA	93.32	1,339	334,664	53	18,076	0	0	20	31,870	1,412	384,610	97.47
Limited Review:												
Boulder AA	6.68	92	26,268	7	1,835	0	0	2	1,200	101	29,303	2.53

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\* Loan Data as of December 31, 2012. Rated area refers to either state or multi-state MA rating area.

\*\* The evaluation period for Community Development Loans is from January 01, 2011 to October 28, 2013.

\*\*\* Deposit Data as of June 30, 2012. 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: State of Colorado				Evaluation Period: January 1, 2012 to December 31, 2012							
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Denver AA	573	98.45	6.50	6.28	19.37	13.61	35.18	28.62	38.95	51.48	0.98	1.18	0.79	0.84	1.15
<b>Limited Review:</b>															
Boulder AA	9	1.55	2.83	0.00	14.95	22.22	45.76	44.44	36.45	33.33	0.15	0.00	0.24	0.14	0.15

\* Based on 2012 Peer Mortgage Data

\*\* 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 2010 Census information.

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT			Geography: State of Colorado						Evaluation Period: January 1, 2012 to December 31, 2012						
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Denver AA	26	86.67	6.50	7.69	19.37	34.62	35.18	3.85	38.95	53.85	0.96	1.87	2.09	0.12	1.05
<b>Limited Review:</b>															
Boulder AA	4	13.33	2.83	0.00	14.95	0.00	45.76	75.00	36.45	25.00	1.57	0.00	0.00	2.46	1.06

---

\* Based on 2012 Peer Mortgage Data.

\*\* 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 2010 Census information.

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE				Geography: State of Colorado				Evaluation Period: January 1, 2012 to December 31, 2012							
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp
Full Review:															
Denver AA	739	90.34	6.50	3.65	19.37	9.88	35.18	27.33	38.95	59.13	0.59	0.59	0.44	0.51	0.67
Limited Review:															
Boulder AA	79	9.66	2.83	0.00	14.95	7.59	45.76	37.97	36.45	54.43	0.43	0.00	0.30	0.35	0.58

---

\* Based on 2012 Peer Mortgage Data.

\*\* 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 2010 Census information.

Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY					Geography: State of Colorado				Evaluation Period: January 1, 2012 to December 31, 2012						
MA/Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% of MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp
Full Review:															
Denver AA	1	100.00	20.66	0.00	32.10	100.00	32.63	0.00	14.61	0.00	0.00	0.00	0.00	0.00	0.00
Limited Review:															
Boulder AA	0	0.00	8.66	0.00	30.19	0.00	46.97	0.00	14.18	0.00	0.00	0.00	0.00	0.00	0.00

---

\* Based on 2012 Peer Mortgage Data.

\*\* 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 2010 Census information.

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES					Geography: State of Colorado				Evaluation Period: January 1, 2012 to December 31, 2012						
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 ***	% BANK Loans	% of Businesses ***	% BANK Loans	% of Businesses ***	% BANK Loans	% of Businesses ***	% BANK Loans	Overall	Low	Mod	Mid	Upp
Full Review:															
Denver AA	53	83.33	8.45	18.87	20.42	18.87	30.80	20.75	40.04	41.51	0.08	0.17	0.08	0.06	0.08
Limited Review:															
Boulder AA	7	11.67	3.70	0.00	22.49	14.29	42.45	71.43	31.37	14.29	0.07	0.00	0.04	0.12	0.03

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\* Based on 2012 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 2012.

Table 7. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS					Geography: State of Colorado					Evaluation Period: January 1, 2012 to December 31, 2012					
MA/Assessment Area:	Total Small Farm Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Denver AA	0	0.00	6.67	0.00	18.67	0.00	32.73	0.00	41.87	0.00	0.00	0.00	0.00	0.00	0.00
<b>Limited Review:</b>															
Boulder AA	0	0.00	3.21	0.00	15.53	0.00	47.31	0.00	33.95	0.00	0.00	0.00	0.00	0.00	0.00

\* Based on 2012 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 2012.

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE			Geography: State of Colorado						Evaluation Period: January 1, 2012 to December 31, 2012						
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Denver AA	573	98.45	22.09	9.41	17.11	22.91	20.18	21.67	40.62	46.00	1.06	0.82	0.97	0.92	1.30
<b>Limited Review:</b>															
Boulder AA	9	1.55	22.09	0.00	16.59	11.11	20.06	22.22	41.26	66.67	0.16	0.00	0.08	0.15	0.26

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\* Based on 2012 Peer Mortgage Data.

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

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

\*\*\*\*As a percentage of loans with borrower income information available. No information was available for 1.1% of loans originated and purchased by bank.

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT				Geography: State of Colorado				Evaluation Period: January 1, 2012 to December 31, 2012							
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Denver AA	26	86.67	22.09	24.00	17.11	16.00	20.18	16.00	40.62	44.00	0.96	2.21	0.83	0.60	0.94
<b>Limited Review:</b>															
Boulder AA	4	13.33	22.09	25.00	16.59	25.00	20.06	0.00	41.26	50.00	1.63	4.35	2.08	0.00	1.69

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\* Based on 2012 Peer Mortgage Data.

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

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

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 2.5% of loans originated and purchased by Bank.

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE				Geography: State of Colorado				Evaluation Period: January 1, 2012 to December 31, 2012							
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Denver AA	739	90.34	22.09	4.33	17.11	14.98	20.18	24.13	40.62	56.57	0.59	0.36	0.50	0.56	0.66
<b>Limited Review:</b>															
Boulder AA	79	9.66	22.09	6.94	16.59	12.50	20.06	20.83	41.26	59.72	0.43	0.38	0.28	0.35	0.55

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\* Based on 2012 Peer Mortgage Data.

\*\* 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 Families is based on the 2010 Census information.

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 27.0% of loans originated and purchased by Bank.

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES					Geography: State of Colorado			Evaluation Period: January 1, 2012 to December 31, 2012	
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* **	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev \$1 Million or Less
<b>Full Review:</b>									
Denver AA	53	88.33	72.58	26.42	30.19	20.75	49.06	0.08	0.05
<b>Limited Review:</b>									
Boulder AA	7	11.67	72.34	42.86	14.29	71.43	14.29	0.07	0.07

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\* Based on 2012 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 - 2011).

\*\*\*\* Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 13.33% of small loans to businesses originated and purchased by the Bank.

Table 12. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL LOANS TO FARMS					Geography: State of Colorado			Evaluation Period: January 1, 2012 to December 31, 2012	
MA/Assessment Area:	Total Small Loans to Farms		Farms With Revenues of \$1 million or less		Loans by Original Amount Regardless of Farm Size			Market Share*	
	#	% of Total**	% of Farms***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev \$1 Million or Less
<b>Full Review:</b>									
Denver AA	0	0.00	96.33	0.00	0.00	0.00	0.00	0.00	0.00
<b>Limited Review:</b>									
Boulder AA	0	0.00	97.41	0.00	0.00	0.00	0.00	0.00	0.00

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\* Based on 2012 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 - 2011).

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

Table 14. Qualified Investments

QUALIFIED INVESTMENTS		Geography: State of Colorado				Evaluation Period: January 1, 2011 to October 28, 2013			
MA/Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
<b>Full Review:</b>									
Denver AA	17	4,657	19	16,037	36	20,694	95.91	3	5,449
<b>Limited Review:</b>									
Boulder AA	2	337	2	201	3	538	2.50	0	0
CO Statewide with no potential to benefit an AA	1	146	1	197	2	343	1.59	0	0

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\* "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 15. Distribution of Branch Delivery System and Branch Openings/Closings

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS																	Geography: State of Colorado				Evaluation Period: January 1, 2011 to October 28, 2013			
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings						Population										
	% of Rated Area Deposits in AA	# of BANK Branches in AA	% 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:																								
Denver AA	97.00	12	92.31	0.00	8.33	58.34	33.33	0	0	0	0	0	0	11.39	23.34	32.64	32.59							
Limited Review:																								
Boulder AA	3.00	1	7.69	0.00	0.00	100.00	0.00	0	0	0	0	0	0	6.89	18.39	45.80	28.91							

Table 1. Lending Volume

LENDING VOLUME		Geography: State of Colorado						Evaluation Period: January 1, 2011 to December 31, 2011				
Assessment Area (2012):	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$(000's)	
Full Review:												
Denver AA	92.35	872	212,451	70	21,524	0	0	0	0	942	233,975	97.25
Limited Review:												
Boulder AA	7.65	69	21,657	8	4,725	1	455	0	0	78	26,837	2.75

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

\*\* Community Development Loans for the entire evaluation period are included in the 2012 Tables for this rating area.

\*\*\* Deposit Data as of June 30, 2011. 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: State of Colorado				Evaluation Period: January 1, 2011 to December 31, 2011							
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Denver AA	467	93.96	1.94	3.43	22.29	15.20	42.16	41.11	33.62	40.26	0.91	1.28	0.82	0.89	0.95
<b>Limited Review:</b>															
Boulder AA	30	6.04	0.27	3.33	19.36	23.33	44.99	36.67	35.39	36.67	0.57	3.70	0.70	0.45	0.60

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\* Based on 2011 Peer Mortgage Data

\*\* 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 2000 Census information.

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT				Geography: State of Colorado				Evaluation Period: January 1, 2011 to December 31, 2011							
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Denver AA	25	89.29	1.94	0.00	22.29	20.00	42.16	44.00	33.62	36.00	1.12	0.00	1.37	1.25	0.95
<b>Limited Review:</b>															
Boulder AA	3	10.71	0.27	0.00	19.36	33.33	44.99	33.33	35.39	33.33	1.12	0.00	2.33	0.78	1.04

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\* Based on 2011 Peer Mortgage Data.

\*\* 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 2000 Census information.

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE					Geography: State of Colorado				Evaluation Period: January 1, 2011 to December 31, 2011						
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Denver AA	345	91.27	1.94	1.45	22.29	9.28	42.16	38.84	33.62	50.43	0.41	0.37	0.33	0.43	0.42
<b>Limited Review:</b>															
Boulder AA	33	8.73	0.27	3.03	19.36	3.03	44.99	27.27	35.39	66.67	0.25	2.63	0.05	0.15	0.40

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\* Based on 2011 Peer Mortgage Data.

\*\* 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 2000 Census information.

Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY					Geography: State of Colorado				Evaluation Period: January 1, 2011 to December 31, 2011						
MA/Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% of MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp
Full Review:															
Denver AA	2	40.00	8.56	50.00	40.77	50.00	41.87	0.00	8.80	0.00	0.54	1.72	0.69	0.00	0.00
Limited Review:															
Boulder AA	3	60.00	5.73	0.00	38.53	100.00	42.03	0.00	13.71	0.00	7.32	0.00	13.04	0.00	0.00

---

\* Based on 2011 Peer Mortgage Data.

\*\* 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 2000 Census information.

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES																Geography: State of Colorado				Evaluation Period: January 1, 2011 to December 31, 2011				
MA/Assessme nt Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% of Businesses ***	% BANK Loans	% of Businesses ***	% BANK Loans	% of Businesses ***	% BANK Loans	% of Businesses ***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
Full Review:																								
Denver AA	69	89.61	3.31	5.80	20.97	36.23	36.81	21.74	37.91	36.23	0.10	0.19	0.18	0.07	0.09									
Limited Review:																								
Boulder AA	8	10.39	1.04	0.00	27.10	12.50	39.93	50.00	31.92	37.50	0.08	0.00	0.04	0.10	0.08									

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\* Based on 2011 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 2011.

Table 7. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS					Geography: State of Colorado					Evaluation Period: January 1, 2011 to December 31, 2011					
MA/Assessment Area:	Total Small Farm Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Denver AA	0	0.00	1.71	0.00	18.31	0.00	39.44	0.00	39.97	0.00	0.00	0.00	0.00	0.00	0.00
<b>Limited Review:</b>															
Boulder AA	1	100.00	0.00	0.00	21.36	0.00	47.57	0.00	30.96	100.00	0.00	0.00	0.00	0.00	0.00

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\* Based on 2011 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 2011.

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE					Geography: State of Colorado				Evaluation Period: January 1, 2011 to December 31, 2011						
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp
Full Review:															
Denver AA	480	94.12	18.26	13.75	18.82	22.50	23.74	17.50	39.18	46.25	1.06	1.00	0.96	0.78	1.33
Limited Review:															
Boulder AA	30	5.88	19.44	16.67	18.52	20.00	22.39	16.67	39.66	46.67	0.64	0.88	0.62	0.40	0.73

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\* Based on 2011 Peer Mortgage Data.

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

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

\*\*\*\*As a percentage of loans with borrower income information available. No information was available for 0.00% of loans originated and purchased by bank.

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT				Geography: State of Colorado				Evaluation Period: January 1, 2011 to December 31, 2011							
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Denver AA	25	89.29	18.26	20.00	18.82	12.00	23.74	20.00	39.18	48.00	1.20	2.10	0.67	0.91	1.42
<b>Limited Review:</b>															
Boulder AA	3	10.71	19.44	0.00	18.52	0.00	22.39	0.00	39.66	100.00	1.23	0.00	0.00	0.00	3.13

\* Based on 2011 Peer Mortgage Data.

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

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

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 0.0% of loans originated and purchased by Bank.

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE			Geography: State of Colorado						Evaluation Period: January 1, 2011 to December 31, 2011						
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Denver AA	365	91.71	18.26	3.73	18.82	13.66	23.74	16.46	39.18	66.15	0.49	0.25	0.40	0.33	0.62
<b>Limited Review:</b>															
Boulder AA	33	8.29	19.44	6.06	18.52	12.12	22.39	21.21	39.66	60.61	0.29	0.19	0.20	0.23	0.37

\* Based on 2011 Peer Mortgage Data.

\*\* 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 Families is based on the 2000 Census information.

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 10.8% of loans originated and purchased by Bank.

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES					Geography: State of Colorado			Evaluation Period: January 1, 2011 to December 31, 2011	
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 ***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev \$1 Million or Less
<b>Full Review:</b>									
Denver AA	70	89.74	68.49	32.86	37.14	20.00	42.86	0.10	0.07
<b>Limited Review:</b>									
Boulder AA	8	10.26	68.45	25.00	12.50	25.00	62.50	0.08	0.04

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\* Based on 2011 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 - 2011).

\*\*\*\* Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 11.54% of small loans to businesses originated and purchased by the Bank.

Table 12. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL LOANS TO FARMS					Geography: State of Colorado			Evaluation Period: January 1, 2011 to December 31, 2011	
MA/Assessment Area:	Total Small Loans to Farms		Farms With Revenues of \$1 million or less		Loans by Original Amount Regardless of Farm Size			Market Share*	
	#	% of Total**	% of Farms***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev \$1 Million or Less
<b>Full Review:</b>									
Denver AA	0	0.00	96.10	0.00	0.00	0.00	0.00	0.00	0.00
<b>Limited Review:</b>									
Boulder AA	1	100.00	97.09	0.00	0.00	0.00	100.00	0.00	0.00

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\* Based on 2011 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 - 2011).

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

Table 1. Lending Volume

LENDING VOLUME		Geography: State of Maryland				Evaluation Period: February 26, 2009 to December 31, 2012						
Assessment Area :	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$(000's)	
Full Review:												
Howard County AA (2012)	100.00	2	380	0	0	0	0	1	150	3	530	100.00
Howard County AA (2011)	100.00	1	86	0	0	0	0	0	0	1	86	100.00

\* Loan Data as of December 31, 2012 and December 31, 2011. Rated area refers to either state or multi-state MA rating area.

\*\* The evaluation period for Community Development Loans is from February 26, 2009 to October 28, 2013.

\*\*\* Deposit Data as of June 30, 2012 and June 30, 2011. 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: State of Maryland				Evaluation Period: February 26, 2009 to December 31, 2012							
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp
Full Review:															
Howard County AA (2012)	0	0.00	0.00	0.00	0.00	0.00	21.00	0.00	79.00	0.00	0.00	0.00	0.00	0.00	0.00
Howard County AA (2011)	0	0.00	0.00	0.00	0.00	0.00	21.96	0.00	78.04	0.00	0.00	0.00	0.00	0.00	0.00

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\* Based on either 2011 (2011) or 2012 (2012) Peer Mortgage Data.

\*\* 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 either 2000 (2011) or 2010 (2012) Census information.

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT				Geography: State of Maryland				Evaluation Period: February 26, 2009 to December 31, 2012							
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp
Full Review:															
Howard County AA (2012)	0	0.00	0.00	0.00	0.00	0.00	21.00	0.00	79.00	0.00	0.00	0.00	0.00	0.00	0.00
Howard County AA (2011)	0	0.00	0.00	0.00	0.00	0.00	21.96	0.00	78.04	0.00	0.00	0.00	0.00	0.00	0.00

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\* Based on either 2011 (2011) or 2012 (2012) Peer Mortgage Data.

\*\* 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 either 2000 (2011) or 2010 (2012) Census information.

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE					Geography: State of Maryland				Evaluation Period: February 26, 2009 to December 31, 2012						
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp
Full Review:															
Howard County AA (2012)	2	100.00	0.00	0.00	0.00	0.00	21.00	100.00	79.00	0.00	0.01	0.00	0.00	0.07	0.00
Howard County AA (2011)	1	100.00	0.00	0.00	0.00	0.00	21.96	0.00	78.04	100.00	0.01	0.00	0.00	0.00	0.01

\* Based on either 2011 (2011) or 2012 (2012) Peer Mortgage Data.

\*\* 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 either 2000 (2011) or 2010 (2012) Census information.

Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY				Geography: State of Maryland				Evaluation Period: February 26, 2009 to December 31, 2012							
MA/Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% of MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp
Full Review:															
Howard County AA (2012)	0	0.00	0.00	0.00	0.00	0.00	46.84	0.00	53.16	0.00	0.00	0.00	0.00	0.00	0.00
Howard County AA (2011)	0	0.00	0.00	0.00	0.00	0.00	46.18	0.00	53.82	0.00	0.00	0.00	0.00	0.00	0.00

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\* Based on either 2011 (2011) or 2012 (2012) Peer Mortgage Data.

\*\* 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 either 2000 (2011) or 2010 (2012) Census information.

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES															
Geography: State of Maryland															
Evaluation Period: February 26, 2009 to December 31, 2012															
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 ***	% BANK Loans	% of Businesses ***	% BANK Loans	% of Businesses ***	% BANK Loans	% of Businesses ***	% BANK Loans	Overall	Low	Mod	Mid	Upp
Full Review:															
Howard County AA (2012)	0	0.00	0.00	0.00	0.00	0.00	22.74	0.00	77.26	0.00	0.00	0.00	0.00	0.00	0.00
Howard County AA (2011)	0	0.00	0.00	0.00	0.00	0.00	26.65	0.00	73.35	0.00	0.00	0.00	0.00	0.00	0.00

\* Based on either 2011 (2011) or 2012 (2012) 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 2012.

Table 7. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS				Geography: State of Maryland				Evaluation Period: February 26, 2009 to December 31, 2012							
MA/Assessment Area:	Total Small Farm Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Howard County AA (2012)	0	0.00	0.00	0.00	0.00	0.00	11.92	0.00	88.08	0.00	0.00	0.00	0.00	0.00	0.00
Howard County AA (2011)	0	0.00	0.00	0.00	0.00	0.00	14.65	0.00	85.35	0.00	0.00	0.00	0.00	0.00	0.00

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\* Based on either 2011 (2011) or 2012 (2012) 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 2012.

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE				Geography: State of Maryland				Evaluation Period: February 26, 2009 to December 31, 2012							
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp
Full Review:															
Howard County AA (2012)	0	0.00	10.16	0.00	11.62	0.00	16.69	0.00	61.52	0.00	0.00	0.00	0.00	0.00	0.00
Howard County AA (2011)	0	0.00	8.60	0.00	10.87	0.00	18.83	0.00	61.70	0.00	0.00	0.00	0.00	0.00	0.00

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\* Based on either 2011 (2011) or 2012 (2012) Peer Mortgage Data.

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

\*\*\* Percentage of Families is based on either 2000 (2011) or 2010 (2012) Census information.

\*\*\*\*As a percentage of loans with borrower income information available. No information was available for 0.0% of loans originated and purchased by bank.

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT				Geography: State of Maryland				Evaluation Period: February 26, 2009 to December 31, 2012							
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Howard County AA (2012)	0	0.00	10.16	0.00	11.62	0.00	16.69	0.00	61.52	0.00	0.00	0.00	0.00	0.00	0.00
Howard County AA (2011)	0	0.00	8.60	0.00	10.87	0.00	18.83	0.00	61.70	0.00	0.00	0.00	0.00	0.00	0.00

\* Based on either 2011 (2011) or 2012 (2012) Peer Mortgage Data.

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

\*\*\* Percentage of Families is based on either 2000 (2011) or 2010 (2012) Census information.

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 0.0% of loans originated and purchased by Bank.

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE																Geography: State of Maryland				Evaluation Period: February 26, 2009 to December 31, 2012					
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*														
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp										
Full Review:																									
Howard County AA (2012)	2	100.00	10.16	0.00	11.62	0.00	16.69	0.00	61.52	0.00	0.01	0.00	0.00	0.04	0.01										
Howard County AA (2011)	1	100.00	8.60	0.00	10.87	0.00	18.83	0.00	61.70	100.00	0.01	0.00	0.00	0.00	0.01										

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\* Based on either 2011 (2011) or 2012 (2012) Peer Mortgage Data.

\*\* 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 Families is based on either 2000 (2011) or 2010 (2012) Census information.

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 100% of loans originated and purchased by Bank.

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES					Geography: State of Maryland			Evaluation Period: February 26, 2009 to December 31, 2012	
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***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev \$1 Million or Less
<b>Full Review:</b>									
Howard County AA (2012)	0	100.00	71.57	0.00	0.00	0.00	0.00	0.00	0.00
Howard County AA (2011)	0	100.00	65.45	0.00	0.00	0.00	0.00	0.00	0.00

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\* Based on either 2011 (2011) or 2012 (2012) 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 - 2011).

\*\*\*\* Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 13.33% of small loans to businesses originated and purchased by the Bank.

Table 12. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL LOANS TO FARMS					Geography: State of Maryland			Evaluation Period: February 26, 2009 to December 31, 2012	
MA/Assessment Area:	Total Small Loans to Farms		Farms With Revenues of \$1 million or less		Loans by Original Amount Regardless of Farm Size			Market Share*	
	#	% of Total**	% of Farms***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev \$1 Million or Less
<b>Full Review:</b>									
Howard County AA (2012)	0	0.00	94.01	0.00	0.00	0.00	0.00	0.00	0.00
Howard County AA (2011)	0	0.00	93.88	0.00	0.00	0.00	0.00	0.00	0.00

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\* Based on either 2011 (2011) or 2012 (2012) 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 - 2011).

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

Table 14. Qualified Investments

QUALIFIED INVESTMENTS		Geography: State of Maryland				Evaluation Period: February 26, 2009 to October 28, 2013			
MA/Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
<b>Full Review:</b>									
Howard County AA	1	131	7	1,107	8	1,238	100.00	2	65

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\* "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 15. Distribution of Branch Delivery System and Branch Openings/Closings

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS																		Geography: State of Maryland				<b>Evaluation Period:</b> February 26, 2009 to October 28, 2013			
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings						Population											
	% of Rated Area Deposits in AA	# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or -)				% of Population within Each Geography											
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp								
Full Review:																									
Howard County AA	100.00	1	100.00	0.00	0.00	0.00	100.00	0	0	0	0	0	0	0.00	0.00	26.66	73.34								

Table 1. Lending Volume

LENDING VOLUME												
Geography: State of New Mexico						Evaluation Period: January 1, 2012 to December 31, 2012						
Assessment Area:	% of Rated Area Loans (#) in MA/AA *	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA ***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$(000's)	
Full Review:												
Albuquerque MSA	91.88	3,104	467,499	109	21,723	0	0	22	33,705	3,235	522,927	98.78
Limited Review												
Santa Fe NM AA	8.12	279	63,028	6	2,763	0	0	1	4,350	286	70,141	1.22

\* Loan Data as of December 31, 2012. Rated area refers to either state or multi-state MA rating area.

\*\* The evaluation period for Community Development Loans is from January 01, 2011 to October 28, 2013.

\*\*\* Deposit Data as of June 30, 2012. 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: State of New Mexico						Evaluation Period: January 1, 2012 to December 31, 2012						
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Albuquerque MSA	561	90.78	2.24	1.78	27.69	18.54	35.35	35.12	34.73	44.56	4.49	5.75	4.41	4.40	4.56
<b>Limited Review:</b>															
Santa Fe MSA	57	9.22	3.42	1.75	20.89	8.77	34.30	24.56	41.40	64.91	3.62	3.85	3.47	2.73	4.15

\* Based on 2012 Peer Mortgage Data

\*\* 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 2010 Census information.

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT			Geography: State of New Mexico						Evaluation Period: January 1, 2012 to December 31, 2012						
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Albuquerque MSA	150	93.75	2.24	0.67	27.69	14.67	35.35	41.33	34.73	43.33	13.69	5.26	10.00	16.27	13.66
<b>Limited Review:</b>															
Santa Fe MSA	10	6.25	3.42	0.00	20.89	10.00	34.30	50.00	41.40	40.00	6.99	0.00	4.17	10.00	5.88

---

\* Based on 2012 Peer Mortgage Data.

\*\* 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 2010 Census information.

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE				Geography: State of New Mexico				Evaluation Period: January 1, 2012 to December 31, 2012							
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Albuquerque MSA	2,393	91.90	2.24	2.09	27.69	18.30	35.35	36.65	34.73	42.96	9.10	12.82	10.72	9.73	8.03
<b>Limited Review:</b>															
Santa Fe MSA	211	8.10	3.42	0.95	20.89	9.00	34.30	42.18	41.40	47.87	4.58	2.17	4.03	5.78	4.04

\* Based on 2012 Peer Mortgage Data.

\*\* 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 2010 Census information.

Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY			Geography: State of New Mexico						Evaluation Period: January 1, 2012 to December 31, 2012						
MA/Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% of MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Albuquerque MSA	0	0.00	13.31	0.00	33.96	0.00	34.30	0.00	18.43	0.00	0.00	0.00	0.00	0.00	0.00
<b>Limited Review:</b>															
Santa Fe MSA	1	100.00	17.98	100.00	23.68	0.00	48.09	0.00	10.25	0.00	25.00	100.0	0.00	0.00	0.00

---

\* Based on 2012 Peer Mortgage Data.

\*\* 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 2010 Census information.

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES															
Geography: State of New Mexico								Evaluation Period: January 1, 2012 to December 31, 2012							
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 ***	% BANK Loans	% of Businesses ***	% BANK Loans	% of Businesses ***	% BANK Loans	% of Businesses ***	% BANK Loans	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Albuquerque MSA	109	94.78	5.88	15.60	26.55	32.11	34.72	32.11	32.85	20.18	0.78	1.98	1.05	0.83	0.47
<b>Limited Review:</b>															
Santa Fe MSA	6	5.22	8.31	0.00	11.81	0.00	42.08	33.33	37.76	66.67	0.17	0.00	0.00	0.15	0.30

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\* Based on 2012 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 2012.

Table 7. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS				Geography: State of New Mexico				Evaluation Period: January 1, 2012 to December 31, 2012							
MA/Assessment Area:	Total Small Farm Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Albuquerque MSA	0	0.00	3.81	0.00	25.35	0.00	38.84	0.00	31.99	0.00	0.00	0.00	0.00	0.00	0.00
<b>Limited Review:</b>															
Santa Fe MSA	0	0.00	5.40	0.00	12.21	0.00	38.97	0.00	43.43	0.00	0.00	0.00	0.00	0.00	0.00

\* Based on 2012 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 2012.

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE			Geography: State of New Mexico						Evaluation Period: January 1, 2012 to December 31, 2012						
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Albuquerque AA	561	90.78	22.17	12.09	17.86	25.63	19.18	19.13	40.80	43.14	5.13	6.39	5.27	3.91	5.51
<b>Limited Review:</b>															
Santa Fe MSA	57	9.22	23.60	10.53	16.10	17.54	18.88	19.30	41.42	52.63	4.00	6.45	4.20	3.69	3.77

---

\* Based on 2012 Peer Mortgage Data.

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

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

\*\*\*\*As a percentage of loans with borrower income information available. No information was available for 1.1% of loans originated and purchased by bank.

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT				Geography: State of New Mexico				Evaluation Period: January 1, 2012 to December 31, 2012							
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Albuquerque MSA	150	93.75	22.17	17.01	17.86	27.21	19.18	24.49	40.80	31.29	13.83	21.37	18.10	13.95	9.85
<b>Limited Review:</b>															
Santa Fe MSA	10	6.25	23.60	22.22	16.10	33.33	18.88	33.33	41.42	11.11	6.57	10.00	9.68	7.50	2.17

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\* Based on 2012 Peer Mortgage Data.

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

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

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 2.5% of loans originated and purchased by Bank.

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE			Geography: State of New Mexico						Evaluation Period: January 1, 2012 to December 31, 2012						
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Albuquerque MSA	2,393	91.90	22.17	9.77	17.86	20.54	19.18	25.01	40.80	44.68	8.53	11.20	10.74	9.01	7.25
<b>Limited Review:</b>															
Santa Fe MSA	211	8.10	23.60	7.10	16.10	18.58	18.88	25.68	41.42	48.63	4.57	5.12	5.35	5.22	4.03

\* Based on 2012 Peer Mortgage Data.

\*\* 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 Families is based on the 2010 Census information.

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 27.0% of loans originated and purchased by Bank.

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES					Geography: State of New Mexico			Evaluation Period: January 1, 2012 to December 31, 2012	
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***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev \$1 Million or Less
<b>Full Review:</b>									
Albuquerque MSA	109	94.78	72.85	34.86	48.62	22.94	28.44	0.78	0.62
<b>Limited Review:</b>									
Santa Fe MSA	6	5.22	71.84	50.00	0.00	16.67	83.33	0.17	0.18

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\* Based on 2012 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 - 2012).

\*\*\*\* 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 10.43% of small loans to businesses originated and purchased by the Bank.

Table 12. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL LOANS TO FARMS					Geography: State of New Mexico			Evaluation Period: January 1, 2012 to December 31, 2012	
MA/Assessment Area:	Total Small Loans to Farms		Farms With Revenues of \$1 million or less		Loans by Original Amount Regardless of Farm Size			Market Share*	
	#	% of Total**	% of Farms***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev \$1 Million or Less
<b>Full Review:</b>									
Albuquerque MSA	0	0.00	96.89	0.00	0.00	0.00	0.00	0.00	0.00
<b>Limited Review:</b>									
Santa Fe MSA	0	0.00	97.89	0.00	0.00	0.00	0.00	0.00	0.00

\* Based on 2012 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 - 2012).

\*\*\*\* 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 0.00 of small loans to businesses originated and purchased by the Bank.

Table 14. Qualified Investments

QUALIFIED INVESTMENTS		Geography: State of New Mexico			Evaluation Period: January 1, 2011 to October 28, 2013				
Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
<b>Full Review:</b>									
Albuquerque MSA	35	6,508	36	2,779	71	9,287	90.92	2	91
<b>Limited Review:</b>									
Santa Fe MSA	1	29	7	898	8	927	9.08	0	0

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

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

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

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS																		Geography: State of New Mexico				Evaluation Period: January 1, 2011 to October 28, 2013			
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings						Population											
	% of Rated Area Deposits in AA	# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or - )				% of Population within Each Geography											
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp								
Full Review:																									
Albuquerque MSA	99.00	20	95.24	5.00	30.00	45.00	20.00	0	1	0	-1	0	0	4.46	31.72	33.64	30.17								
Limited Review:																									
Santa Fe AA	1.00	1	4.76	0	0.00	100.00	0.00	0	0	0	0	0	0	5.94	23.86	35.11	34.44								

Table 1. Lending Volume

LENDING VOLUME		Geography: State of New Mexico						Evaluation Period: January 1, 2011 to December 31, 2011				
Assessment Area:	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$(000's)	
Full Review:												
Albuquerque MSA	89.36	1,919	277,984	121	25,170	0	0	0	0	2,040	303,154	98.55
Limited Review:												
Santa Fe MSA	10.64	234	52,411	9	2,541	0	0	0	0	243	54,952	1.45

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

\*\* Community Development Loans for the entire evaluation period are included in the 2012 Tables for this rating area.

\*\*\* Deposit Data as of June 30, 2011. 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: State of New Mexico					Evaluation Period: January 1, 2011 to December 31, 2011					
Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Albuquerque MSA	470	92.16	1.39	0.64	23.24	19.57	41.85	40.21	33.52	39.57	3.80	0.94	4.43	4.04	3.50
<b>Limited Review:</b>															
Santa Fe MSA	40	7.84	0.84	2.50	24.88	10.00	36.23	37.50	38.05	50.00	2.45	5.26	1.73	3.06	2.24

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\* Based on 2011 Peer Mortgage Data (USPR)

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

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

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

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT				Geography: State of New Mexico				Evaluation Period: January 1, 2011 to December 31, 2011							
Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total*	% Owner Occ Units***	% BANK Loans***	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Albuquerque MSA	134	95.04	1.39	0.00	23.24	11.94	41.85	51.49	33.52	36.57	12.65	0.00	9.64	16.47	10.52
<b>Limited Review:</b>															
Santa Fe MSA	7	4.96	0.84	0.00	24.88	14.29	36.23	42.86	38.05	42.86	5.04	0.00	5.00	5.36	4.76

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\* Based on 2011 Peer Mortgage Data (USPR)

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

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

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

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE				Geography: State of New Mexico				Evaluation Period: January 1, 2011 to December 31, 2011							
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Albuquerque MSA	1,315	87.55	1.39	1.52	23.24	15.74	41.85	39.32	33.52	43.42	7.07	10.75	8.61	7.52	6.25
<b>Limited Review:</b>															
Santa Fe MSA	187	12.45	0.84	1.07	24.88	21.93	36.23	32.09	38.05	44.92	5.39	4.76	9.09	5.34	4.54

\* Based on 2011 Peer Mortgage Data (USPR)

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

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

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

Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY				Geography: State of New Mexico				Evaluation Period: January 1, 2011 to December 31, 2011							
Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% of MF Units***	% BANK Loans****	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Albuquerque MSA	0	0.00	3.74	0.00	27.16	0.00	46.31	0.00	22.79	0.00	0.00	0.00	0.00	0.00	0.00
<b>Limited Review:</b>															
Santa Fe MSA	0	0.00	2.34	0.00	35.29	0.00	30.73	0.00	31.65	0.00	0.00	0.00	0.00	0.00	0.00

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\* Based on 2011 Peer Mortgage Data (USPR)

\*\* Multi-family loans originated and purchased in the MA/AA as a percentage of all multi-family loans originated and purchased in the rated area.

\*\*\* Percentage of Multi-Family Units is the number of multi-family units in a particular geography divided by the number of multifamily housing units in the area based on 2000 Census information.

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

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES December 31, 2011				Geography: State of New Mexico						Evaluation Period: January 1, 2011 to					
Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total*	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Albuquerque MSA	121	93.08	1.63	0.83	21.60	33.06	43.69	45.45	33.08	20.66	0.87	0.50	1.39	0.94	0.52
<b>Limited Review:</b>															
Santa Fe MSA	9	6.92	1.78	0.00	17.57	11.11	28.60	22.22	52.06	66.67	0.26	0.00	0.19	0.21	0.32

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

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

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

Table 7. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS																Geography: State of New Mexico				Evaluation Period: January 1, 2011 to December 31, 2011			
Assessment Area:	Total Small Farm Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*												
	#	% of Total**	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	Overall	Low	Mod	Mid	Upp								
Full Review:																							
Albuquerque MSA	0	0.00	1.58	0.00	22.15	0.00	45.95	0.00	30.32	0.00	0.00	0.00	0.00	0.00	0.00								
Limited Review:																							
Santa Fe MSA	0	0.00	1.49	0.00	15.17	0.00	36.32	0.00	47.01	0.00	0.00	0.00	0.00	0.00	0.00								

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

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

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

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE					Geography: State of New Mexico				Evaluation Period: January 1, 2011 to December 31, 2011						
Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total**	% Families ***	% BANK Loans ****	% Families <sup>2</sup>	% BANK Loans****	% Families ***	% BANK Loans ****	% Families ***	% BANK Loans****	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Albuquerque MSA	470	92.16	21.03	14.04	17.68	28.09	21.02	21.70	40.27	36.17	4.63	6.62	5.32	3.84	4.22
<b>Limited Review:</b>															
Santa Fe MSA	40	7.84	22.01	10.00	17.85	40.00	18.89	22.50	41.25	27.50	3.10	4.60	7.77	3.08	1.56

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\* Based on 2011 Peer Mortgage Data (USPR)

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

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

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 0.0% of loans originated and purchased by bank.

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

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT					Geography: State of New Mexico					Evaluation Period: January 1, 2011 to December 31, 2011					
Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total**	% Families***	% BANK Loans****	% Families3	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Albuquerque MSA	134	95.04	21.03	17.91	17.68	26.12	21.02	21.64	40.27	34.33	13.28	22.22	18.62	10.78	10.36
<b>Limited Review:</b>															
Santa Fe MSA	7	4.96	22.01	0.00	17.85	28.57	18.89	14.29	41.25	57.14	5.22	0.00	6.25	2.94	7.02

\* Based on 2011 Peer Mortgage Data (USPR)

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

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

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 0.0% of loans originated and purchased by bank.

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

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE				Geography: State of New Mexico				Evaluation Period: January 1, 2011 to December 31, 2011							
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total**	% Families ***	% BANK Loans****	% Families 4	% BANK Loans****	% Families ***	% BANK Loans****	% Families ***	% BANK Loans****	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Albuquerque MSA	1,315	87.55	21.03	10.81	17.68	20.09	21.02	24.17	40.27	44.93	7.52	12.57	9.08	7.41	6.45
<b>Limited Review:</b>															
Santa Fe MSA	187	12.45	22.01	5.14	17.85	25.71	18.89	24.57	41.25	44.57	6.28	5.66	9.85	7.23	4.95

\* Based on 2011 Peer Mortgage Data (USPR)

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

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

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 18.1% of loans originated and purchased by bank.

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

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES					Geography: State of New Mexico			Evaluation Period: January 1, 2011 to December 31, 2011	
Assessment Area:	Total Small Loans to Businesses		Businesses With Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Market Share*	
	#	% of Total**	% of Businesses***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
<b>Full Review:</b>									
Albuquerque MSA	121	93.08	69.25	34.71	46.28	28.10	25.62	0.87	0.60
<b>Limited Review:</b>									
Santa Fe MSA	9	6.92	66.63	44.44	11.11	33.33	55.56	0.26	0.23

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

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

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

\*\*\*\* Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 100.0% of small loans to businesses originated and purchased by the bank.

Table 12. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL LOANS TO FARMS					Geography: State of New Mexico			Evaluation Period: January 1, 2011 to December 31, 2011	
Assessment Area:	Total Small Loans to Farms		Farms With Revenues of \$1 million or less		Loans by Original Amount Regardless of Farm Size			Market Share*	
	#	% of Total**	% of Farms***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$500,000	All	Rev\$ 1 Million or Less
<b>Full Review:</b>									
Albuquerque MSA	0	0.00	96.63	0.00	0.00	0.00	0.00	0.00	0.00
<b>Limited Review:</b>									
Santa Fe MSA	0	0.00	97.51	0.00	0.00	0.00	0.00	0.00	0.00

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

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

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

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

Table 1. Lending Volume

LENDING VOLUME		Geography: State of Oklahoma						Evaluation Period: January 1, 2012 to December 31, 2012				
Assessment Area:	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$(000's)	
Full Review:												
Oklahoma City OK AA	41.23	3,893	548,644	243	66,516	0	0	50	214,180	4,186	829,340	29.10
Tulsa OK AA	48.56	4,657	659,356	220	57,406	0	0	53	317,434	4,930	1,034,196	64.57
Limited Review:												
Bartlesville OK AA	1.17	115	13,321	3	727	0	0	1	923	119	14,971	0.84
Enid OK AA	3.16	318	33,140	1	316	0	0	2	17,499	321	50,995	0.58
Eufaula OK AA	0.70	70	8,261	1	290	0	0	0	0	71	8,551	0.46
Grove OK AA	1.18	114	15,894	5	1,635	0	0	1	1,435	120	18,964	0.63
McAlester OK AA	0.78	75	8,172	2	684	0	0	2	6,206	79	15,062	0.43
Muskogee County OK AA	1.85	164	14,473	20	4,457	2	355	2	1,307	188	20,592	3.05
Ponca City OK AA	0.29	26	1,679	1	73	0	0	2	6,399	29	8,151	0.27
Stillwater OK AA	1.08	106	14,714	2	225	0	0	2	5,250	110	20,189	0.08

\* Loan Data as of December 31, 2012. Rated area refers to either state or multi-state MA rating area.

\*\* The evaluation period for Community Development Loans is from September 22, 2009 to October 28, 2013.

\*\*\* Deposit Data as of June 30, 2012. 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: State of Oklahoma						Evaluation Period: January 1, 2012 to December 31, 2012						
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Oklahoma City OK AA	1,600	45.21	3.74	0.69	19.15	12.75	41.66	39.38	35.44	47.19	7.00	4.55	7.19	7.11	6.91
Tulsa OK AA	1,526	43.12	3.89	1.18	19.12	12.06	37.67	33.49	39.31	53.28	10.61	11.04	11.17	10.06	10.86
<b>Limited Review:</b>															
Bartlesville OK AA	30	0.85	0.00	0.00	8.51	6.67	33.70	16.67	57.79	76.67	3.24	0.00	3.70	1.67	4.01
Enid OK AA	195	5.51	0.00	0.00	16.34	10.26	50.28	46.67	33.37	43.08	26.17	0.00	26.32	28.44	24.07
Eufaula OK AA	33	0.93	0.00	0.00	60.02	90.91	39.98	9.09	0.00	0.00	17.19	0.00	18.29	10.71	0.00
Grove OK AA	24	0.68	0.00	0.00	21.95	4.17	78.05	95.83	0.00	0.00	6.12	0.00	1.67	6.93	0.00
McAlester OK AA	26	0.73	0.00	0.00	10.55	3.85	66.00	65.38	23.45	30.77	5.58	0.00	2.33	6.07	5.59
Muskogee County OK AA	41	1.16	0.00	0.00	16.98	4.88	52.06	73.17	30.96	21.95	6.53	0.00	3.23	8.38	4.33
Ponca City OK AA	10	0.28	0.00	0.00	21.61	20.00	56.15	60.00	22.24	20.00	2.48	0.00	2.60	2.70	1.90
Stillwater OK AA	54	1.53	0.14	0.00	0.00	0.00	74.45	64.81	25.41	35.19	7.13	0.00	0.00	6.78	7.88

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\* Based on 2012 Peer Mortgage Data

\*\* 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 2010 Census information.

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT			Geography: State of Oklahoma						Evaluation Period: January 1, 2012 to December 31, 2012						
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Oklahoma City OK AA	238	30.59	3.74	2.10	19.15	19.75	41.66	37.39	35.44	40.76	6.52	4.17	7.68	5.47	7.50
Tulsa OK AA	414	53.21	3.89	2.42	19.12	13.29	37.67	35.02	39.31	49.28	23.68	26.32	19.30	20.66	28.22
<b>Limited Review:</b>															
Bartlesville OK AA	24	3.08	0.00	0.00	8.51	12.50	33.70	29.17	57.79	58.33	18.46	0.00	37.50	17.95	16.87
Enid OK AA	14	1.80	0.00	0.00	16.34	7.14	50.28	42.86	33.37	50.00	7.41	0.00	7.14	5.45	10.77
Eufaula OK AA	8	1.03	0.00	0.00	60.02	87.50	39.98	12.50	0.00	0.00	23.53	0.00	24.14	20.00	0.00
Grove OK AA	18	2.31	0.00	0.00	21.95	5.56	78.05	94.44	0.00	0.00	23.68	0.00	5.56	29.31	0.00
McAlester OK AA	8	1.03	0.00	0.00	10.55	0.00	66.00	87.50	23.45	12.50	6.35	0.00	0.00	7.95	3.45
Muskogee County OK AA	40	5.14	0.00	0.00	16.98	27.50	52.06	45.00	30.96	27.50	22.73	0.00	32.35	19.15	22.92
Ponca City OK AA	7	0.90	0.00	0.00	21.61	57.14	56.15	28.57	22.24	14.29	6.86	0.00	16.67	3.33	5.56
Stillwater OK AA	7	0.90	0.14	0.00	0.00	0.00	74.45	57.14	25.41	42.86	4.79	0.00	0.00	3.81	7.32

\* Based on 2012 Peer Mortgage Data.

\*\* 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 2010 Census information.

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE			Geography: State of Oklahoma						Evaluation Period: January 1, 2012 to December 31, 2012						
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Oklahoma City OK AA	2,054	39.36	3.74	0.73	19.15	10.56	41.66	39.82	35.44	48.88	8.04	5.68	8.86	8.86	7.38
Tulsa OK AA	2,717	52.06	3.89	1.07	19.12	10.38	37.67	30.29	39.31	58.26	15.17	16.11	15.91	14.58	15.34
<b>Limited Review:</b>															
Bartlesville OK AA	60	1.15	0.00	0.00	8.51	5.00	33.70	25.00	57.79	70.00	6.84	0.00	9.09	6.33	6.92
Enid OK AA	109	2.09	0.00	0.00	16.34	9.17	50.28	55.05	33.37	35.78	17.64	0.00	35.71	20.27	13.27
Eufaula OK AA	29	0.56	0.00	0.00	60.02	86.21	39.98	13.79	0.00	0.00	14.87	0.00	14.53	17.39	0.00
Grove OK AA	72	1.38	0.00	0.00	21.95	8.33	78.05	91.67	0.00	0.00	11.90	0.00	5.94	13.10	0.00
McAlester OK AA	41	0.79	0.00	0.00	10.55	7.32	66.00	56.10	23.45	36.59	10.05	0.00	8.11	10.70	9.62
Muskogee County OK AA	83	1.59	0.00	0.00	16.98	9.64	52.06	51.81	30.96	38.55	11.34	0.00	15.69	11.91	10.00
Ponca City OK AA	9	0.17	0.00	0.00	21.61	33.33	56.15	44.44	22.24	22.22	3.24	0.00	7.89	2.88	1.98
Stillwater OK AA	45	0.86	0.14	0.00	0.00	0.00	74.45	53.33	25.41	46.67	4.47	0.00	0.00	4.21	4.85

\* Based on 2012 Peer Mortgage Data.

\*\* 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 2010 Census information.

Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY				Geography: State of Oklahoma				Evaluation Period: January 1, 2012 to December 31, 2012							
MA/Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% of MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp
Full Review:															
Oklahoma City OK AA	1	50.00	5.86	0.00	41.76	0.00	33.02	0.00	19.36	100.00	0.95	0.00	0.00	0.00	5.00
Tulsa OK AA	0	0.00	10.47	0.00	34.14	0.00	29.77	0.00	25.62	0.00	0.00	0.00	0.00	0.00	0.00
Limited Review:															
Bartlesville OK AA	1	50.00	0.00	0.00	27.66	0.00	12.98	100.00	59.35	0.00	50.00	0.00	0.00	100.00	0.00
Enid OK AA	0	0.00	0.00	0.00	15.69	0.00	54.17	0.00	30.14	0.00	0.00	0.00	0.00	0.00	0.00
Eufaula OK AA	0	0.00	0.00	0.00	100.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Grove OK AA	0	0.00	0.00	0.00	40.80	0.00	59.20	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
McAlester OK AA	0	0.00	0.00	0.00	19.05	0.00	70.31	0.00	10.64	0.00	0.00	0.00	0.00	0.00	0.00
Muskogee County OK AA	0	0.00	0.00	0.00	25.32	0.00	49.69	0.00	24.99	0.00	0.00	0.00	0.00	0.00	0.00
Ponca City OK AA	0	0.00	0.00	0.00	29.78	0.00	59.57	0.00	10.65	0.00	0.00	0.00	0.00	0.00	0.00
Stillwater OK AA	0	0.00	6.15	0.00	0.00	0.00	82.03	0.00	11.82	0.00	0.00	0.00	0.00	0.00	0.00

\* Based on 2012 Peer Mortgage Data.

\*\* 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 2010 Census information.

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES					Geography: State of Oklahoma				Evaluation Period: January 1, 2012 to December 31, 2012						
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***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	Overall	Low	Mod	Mid	Upp
Full Review:															
Oklahoma City OK AA	236	48.07	6.01	11.02	19.40	22.03	36.89	31.36	36.43	35.59	1.33	1.93	1.63	1.21	1.27
Tulsa OK AA	220	44.81	5.49	9.55	23.08	30.91	32.72	28.64	38.72	30.91	1.52	2.56	2.21	1.48	1.17
Limited Review:															
Bartlesville OK AA	3	0.61	0.00	0.00	17.38	33.33	32.96	33.33	49.67	33.33	0.33	0.00	0.71	0.29	0.25
Enid OK AA	1	0.20	0.00	0.00	25.13	0.00	48.18	100.00	26.69	0.00	0.13	0.00	0.00	0.30	0.00
Eufaula OK AA	1	0.20	0.00	0.00	73.05	100.00	26.95	0.00	0.00	0.00	0.54	0.00	0.79	0.00	0.00
Grove OK AA	5	1.02	0.00	0.00	22.24	0.00	77.76	100.00	0.00	0.00	1.08	0.00	0.00	1.56	0.00
McAlester OK AA	2	0.41	0.00	0.00	23.15	50.00	48.24	0.00	28.49	50.00	0.34	0.00	0.87	0.00	0.62
Muskogee County OK AA	20	4.07	0.00	0.00	30.11	30.00	41.55	35.00	28.34	35.00	2.29	0.00	2.23	2.36	2.88
Ponca City OK AA	1	0.20	0.00	0.00	24.93	0.00	55.02	0.00	20.05	100.00	0.16	0.00	0.00	0.00	0.79
Stillwater OK AA	2	0.41	3.65	0.00	0.00	0.00	74.93	50.00	21.42	50.00	0.19	0.00	0.00	0.14	0.39

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\* Based on 2012 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 2012.

Table 7. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS				Geography: State of Oklahoma				Evaluation Period: January 1, 2012 to December 31, 2012							
MA/Assessment Area:	Total Small Farm Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Oklahoma City OK AA	0	0.00	2.67	0.00	15.83	0.00	42.64	0.00	38.57	0.00	0.00	0.00	0.00	0.00	0.00
Tulsa OK AA	0	0.00	2.86	0.00	16.62	0.00	46.59	0.00	33.92	0.00	0.00	0.00	0.00	0.00	0.00
<b>Limited Review:</b>															
Bartlesville OK AA	0	0.00	0.00	0.00	8.81	0.00	32.08	0.00	59.12	0.00	0.00	0.00	0.00	0.00	0.00
Enid OK AA	0	0.00	0.00	0.00	3.80	0.00	58.73	0.00	37.47	0.00	0.00	0.00	0.00	0.00	0.00
Eufaula OK AA	0	0.00	0.00	0.00	52.50	0.00	47.50	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Grove OK AA	0	0.00	0.00	0.00	33.33	0.00	66.67	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
McAlester OK AA	0	0.00	0.00	0.00	16.95	0.00	53.39	0.00	29.66	0.00	0.00	0.00	0.00	0.00	0.00
Muskogee County OK AA	2	100.00	0.00	0.00	7.17	0.00	50.57	0.00	42.26	100.00	3.17	0.00	0.00	0.00	7.41
Ponca City OK AA	0	0.00	0.00	0.00	5.79	0.00	76.06	0.00	18.15	0.00	0.00	0.00	0.00	0.00	0.00
Stillwater OK AA	0	0.00	2.03	0.00	0.00	0.00	68.47	0.00	29.49	0.00	0.00	0.00	0.00	0.00	0.00

\* Based on 2012 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 2012.

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE				Geography: State of Oklahoma				Evaluation Period: January 1, 2012 to December 31, 2012							
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Oklahoma City OK AA	1,600	45.21	21.22	9.95	17.54	24.90	20.47	24.76	40.76	40.40	7.70	8.35	7.79	7.94	7.36
Tulsa OK AA	1,526	43.12	20.24	12.01	17.60	22.99	20.43	21.11	41.72	43.89	11.41	13.67	10.58	10.03	12.17
<b>Limited Review:</b>															
Bartlesville OK AA	30	0.85	16.68	7.69	15.71	26.92	19.11	26.92	48.50	38.46	3.09	2.67	4.70	3.70	2.34
Enid OK AA	195	5.51	19.18	13.40	18.68	23.20	19.49	20.62	42.65	42.78	29.17	72.22	40.18	25.00	23.25
Eufaula OK AA	33	0.93	29.43	9.68	23.12	19.35	19.59	12.90	27.86	58.06	17.51	25.00	18.18	10.26	19.35
Grove OK AA	24	0.68	26.22	5.00	19.63	10.00	20.70	10.00	33.45	75.00	5.95	5.56	4.00	3.03	7.43
McAlester OK AA	26	0.73	20.42	12.50	17.78	8.33	18.85	41.67	42.95	37.50	5.77	9.09	1.98	8.47	5.49
Muskogee OK AA	41	1.16	22.42	4.17	17.32	16.67	20.45	25.00	39.81	54.17	4.56	2.44	3.17	4.55	5.73
Ponca City OK AA	10	0.28	20.13	10.00	17.72	30.00	20.51	30.00	41.64	30.00	2.84	2.33	3.70	3.85	2.00
Stillwater OK AA	54	1.53	18.21	0.00	16.67	11.11	18.48	11.11	46.65	77.78	1.44	0.00	0.83	0.66	2.15

\* Based on 2012 Peer Mortgage Data.

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

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

\*\*\*\*As a percentage of loans with borrower income information available. No information was available for 8.6% of loans originated and purchased by bank.

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT			Geography: State of Oklahoma						Evaluation Period: January 1, 2012 to December 31, 2012						
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Oklahoma City OK AA	238	30.59	21.22	11.30	17.54	20.87	20.47	26.52	40.76	41.30	6.55	7.56	6.98	6.52	6.16
Tulsa OK AA	414	53.21	20.24	8.37	17.60	18.72	20.43	22.17	41.72	50.74	24.91	22.22	23.97	24.93	25.78
<b>Limited Review:</b>															
Bartlesville OK AA	24	3.08	16.68	16.67	15.71	12.50	19.11	33.33	48.50	37.50	19.20	40.00	12.50	21.05	16.98
Enid OK AA	14	1.80	19.18	7.14	18.68	21.43	19.49	14.29	42.65	57.14	7.82	11.11	11.54	4.26	8.25
Eufaula OK AA	8	1.03	29.43	0.00	23.12	50.00	19.59	0.00	27.86	50.00	19.35	0.00	60.00	0.00	20.00
Grove OK AA	18	2.31	26.22	5.56	19.63	27.78	20.70	22.22	33.45	44.44	24.66	14.29	33.33	23.53	23.53
McAlester OK AA	8	1.03	20.42	12.50	17.78	25.00	18.85	37.50	42.95	25.00	6.72	11.11	10.53	9.09	3.45
Muskogee OK AA	40	5.14	22.42	20.51	17.32	33.33	20.45	17.95	39.81	28.21	23.49	33.33	37.14	21.88	14.67
Ponca City OK AA	7	0.90	20.13	28.57	17.72	0.00	20.51	28.57	41.64	42.86	7.07	15.38	0.00	7.14	6.25
Stillwater OK AA	7	0.90	18.21	0.00	16.67	0.00	18.48	20.00	46.65	80.00	3.85	0.00	0.00	2.94	5.48

\* Based on 2012 Peer Mortgage Data.

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

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

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

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE			Geography: State of Oklahoma						Evaluation Period: January 1, 2012 to December 31, 2012						
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Oklahoma City OK AA	2,054	39.36	21.22	7.34	17.54	18.90	20.47	24.38	40.76	49.37	8.15	10.36	9.63	8.93	7.19
Tulsa OK AA	2,717	52.06	20.24	7.04	17.60	16.65	20.43	22.40	41.72	53.91	15.33	17.56	16.19	15.34	14.83
<b>Limited Review:</b>															
Bartlesville OK AA	60	1.15	16.68	0.00	15.71	24.07	19.11	27.78	48.50	48.15	6.76	0.00	13.00	10.71	4.88
Enid OK AA	109	2.09	19.18	9.00	18.68	22.00	19.49	17.00	42.65	52.00	20.33	42.86	31.43	15.74	17.75
Eufaula OK AA	29	0.56	29.43	3.85	23.12	11.54	19.59	26.92	27.86	57.69	15.12	8.33	10.34	15.22	17.65
Grove OK AA	72	1.38	26.22	4.76	19.63	15.87	20.70	19.05	33.45	60.32	12.19	16.67	13.33	14.46	11.14
McAlester OK AA	41	0.79	20.42	10.81	17.78	5.41	18.85	18.92	42.95	64.86	10.51	15.38	4.26	9.72	11.59
Muskogee OK AA	83	1.59	22.42	10.00	17.32	30.00	20.45	20.00	39.81	40.00	10.38	15.79	19.15	9.09	7.64
Ponca City OK AA	9	0.17	20.13	0.00	17.72	37.50	20.51	25.00	41.64	37.50	3.36	0.00	8.33	4.76	2.10
Stillwater OK AA	45	0.86	18.21	0.00	16.67	0.00	18.48	33.33	46.65	66.67	0.74	0.00	0.00	1.32	0.71

\* Based on 2012 Peer Mortgage Data.

\*\* 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 Families is based on the 2010 Census information.

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 16.7% of loans originated and purchased by Bank.

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES					Geography: State of Oklahoma			Evaluation Period: January 1, 2012 to December 31, 2012	
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 ***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev \$1 Million or Less
<b>Full Review:</b>									
Oklahoma City OK AA	243	48.80	69.23	26.34	43.62	22.22	34.16	1.33	0.91
Tulsa OK AA	220	44.18	64.64	30.45	40.45	22.27	37.27	1.52	1.20
<b>Limited Review:</b>									
Bartlesville OK AA	3	0.60	71.83	33.33	0.00	66.67	33.33	0.33	0.20
Enid OK AA	1	0.20	71.89	0.00	0.00	0.00	100.00	0.13	0.00
Eufaula OK AA	1	0.20	73.60	100.00	0.00	0.00	100.00	0.54	1.61
Grove OK AA	5	1.00	76.56	0.00	40.00	20.00	40.00	1.08	0.00
McAlester OK AA	2	0.40	65.98	50.00	0.00	50.00	50.00	0.34	0.34
Muskogee OK AA	20	4.02	70.73	35.00	55.00	15.00	30.00	2.29	2.35
Ponca City OK AA	1	0.20	74.50	100.00	100.00	0.00	0.00	0.16	0.42
Stillwater OK AA	2	0.40	73.31	0.00	50.00	50.00	0.00	0.19	0.00

\* Based on 2012 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 - 2011).

\*\*\*\* Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 16.06 of small loans to businesses originated and purchased by the Bank.

Table 12. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL LOANS TO FARMS					Geography: State of Oklahoma			Evaluation Period: January 1, 2012 to December 31, 2012	
MA/Assessment Area:	Total Small Loans to Farms		Farms With Revenues of \$1 million or less		Loans by Original Amount Regardless of Farm Size			Market Share*	
	#	% of Total**	% of Farms***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev \$1 Million or Less
<b>Full Review:</b>									
Oklahoma City OK AA	0	0.00	97.79	0.00	0.00	0.00	0.00	0.00	0.00
Tulsa OK AA	0	0.00	97.78	0.00	0.00	0.00	0.00	0.00	0.00
<b>Limited Review:</b>									
Bartlesville OK AA	0	0.00	98.74	0.00	0.00	0.00	0.00	0.00	0.00
Enid OK AA	0	0.00	98.99	0.00	0.00	0.00	0.00	0.00	0.00
Eufaula OK AA	0	0.00	100.00	0.00	0.00	0.00	0.00	0.00	0.00
Grove OK AA	0	0.00	97.70	0.00	0.00	0.00	0.00	0.00	0.00
McAlester OK AA	0	0.00	100.00	0.00	0.00	0.00	0.00	0.00	0.00
Muskogee OK AA	2	100.00	98.49	100.00	50.00	0.00	50.00	3.17	4.44
Ponca City OK AA	0	0.00	98.46	0.00	0.00	0.00	0.00	0.00	0.00
Stillwater OK AA	0	0.00	98.64	0.00	0.00	0.00	0.00	0.00	0.00

\* Based on 2012 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 - 2011).

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

Table 14. Qualified Investments

QUALIFIED INVESTMENTS			Geography: State of Oklahoma		Evaluation Period: September 21, 2009 to October 28, 2013				
MA/Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
<b>Full Review:</b>									
Oklahoma City OK AA	57	12,243	47	16,117	104	28,360	25.41	3	1,039
Tulsa OK AA	50	3,644	111	52,017	161	55,661	49.88	5	11,470
<b>Limited Review:</b>									
Bartlesville OK AA	5	79	1	3	6	82	0.07	0	0
Enid OK AA	2	3,003	1	3	3	3,006	2.69	0	0
Eufaula OK AA	1	5	0	0	1	5	0.00	0	0
Grove OK AA	2	78	0	0	2	78	0.07	0	0
McAlester OK AA	3	38	4	9,004	7	9,042	8.10	4	526
Muskogee OK AA	3	67	5	75	8	142	0.13	0	0
Ponca City OK AA	0	0	2	7,205	2	7,205	6.46	1	6,180
Stillwater OK AA	2	33	1	603	3	636	0.57	1	230
OK Statewide with potential to benefit an AA	0	0	6	4,985	6	4,985	4.47	2	1,164
OK Statewide with no potential to benefit an AA	38	1,809	3	585	41	2,394	2.15	0	0

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\* "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 15. Distribution of Branch Delivery System and Branch Openings/Closings

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS      Geography: State of Oklahoma <b>Evaluation Period:</b> September 21, 2009 to October 28, 2013																	
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings						Population			
	% of Rated Area Deposits in AA	# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or -)				% of Population within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
<b>Full Review:</b>																	
Oklahoma City OK AA	27.00	31	38.75	6.45	12.90	45.17	35.48	3	4	+1	-1	-1	0	6.36	24.92	38.39	30.21
Tulsa OK AA	67.00	36	45.00	5.56	27.78	27.78	38.88	2	4	0	-1	+1	-2	6.84	23.79	35.59	33.78
<b>Limited Review:</b>																	
Bartlesville OK AA	0.81	2	2.50	0.00	0.00	0.00	100.00	0	0	0	0	0	0	0.00	13.16	33.59	53.25
Enid OK AA	0.06	1	1.25	0.00	0.00	0.00	100.00	0	0	0	0	0	0	0.00	20.33	53.74	25.93
Eufaula OK AA	0.43	1	1.25	0.00	100.00	0.00	0.00	0	0	0	0	0	0	0.00	62.34	37.66	0.00
Grove OK AA	0.62	2	2.50	0.00	0.00	100.00	0.00	0	0	0	0	0	0	0.00	27.30	72.70	0.00
McAlester OK AA	0.42	1	1.25	0.00	100.00	0.00	0.00	0	0	0	0	0	0	0.00	11.72	65.56	18.80
Muskogee OK AA	3.14	3	3.75	0.00	33.33	66.67	0.00	0	1	0	0	0	-1	0.00	19.64	51.19	29.17
Ponca City OK AA	0.26	2	2.50	0.00	0.00	100.00	0.00	0	0	0	0	0	0	0.00	27.02	55.59	17.39
Stillwater OK AA	0.50	1	1.25	0.00	0.00	100.00	0.00	0	0	0	0	0	0	8.24	0.00	69.26	22.50

Table 1. Lending Volume

LENDING VOLUME		Geography: State of Oklahoma						Evaluation Period: January 1, 2009 to December 31, 2011				
Assessment Area:	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$(000's)	
Full Review:												
Oklahoma City OK AA	40.66	11,187	1,494,268	837	238,700	0	0	0	0	12,024	1,732,968	26.79
Tulsa OK AA	50.15	13,943	1,839,372	884	236,641	3	1,500	0	0	14,830	2,077,513	66.86
Limited Review:												
Bartlesville OK MSA	1.19	330	29,950	19	4,371	2	164	0	0	351	34,485	0.82
Enid OK AA	3.27	923	96,947	42	10,535	2	100	0	0	967	107,582	0.60
Eufaula OK AA	0.60	171	16,817	7	853	0	0	0	0	178	17,670	0.00
Grove OK AA	1.27	348	50,535	27	6,902	0	0	0	0	375	57,437	0.62
McAlester OK AA	0.64	176	22,706	9	3,554	5	464	0	0	190	26,724	0.42
Muskogee County OK AA	1.54	339	24,074	104	25,923	13	1,621	0	0	456	51,618	3.14
Ponca City OK AA	0.31	88	6,437	3	632	0	0	0	0	91	7,069	0.26
Stillwater OK AA	0.37	102	13,926	7	1,131	0	0	0	0	109	15,057	0.05

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

\*\* Community Development Loans for the entire evaluation period are included in the 2012 Tables for this rating area.

\*\*\* Deposit Data as of June 30, 2013. 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: State of Oklahoma						Evaluation Period: January 1, 2009 to December 31, 2011						
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Oklahoma City OK AA	5,317	45.40	2.03	0.36	21.31	11.13	38.38	36.86	38.29	51.65	8.03	5.50	8.47	8.42	7.71
Tulsa OK AA	5,311	45.35	1.06	0.17	17.00	7.38	46.49	38.09	35.45	54.36	11.58	7.69	11.90	11.10	11.80
<b>Limited Review:</b>															
Bartlesville OK AA	93	0.79	0.00	0.00	10.41	3.23	37.70	45.16	51.88	51.61	2.67	0.00	6.25	2.69	2.46
Enid OK AA	587	5.01	0.00	0.00	8.52	3.58	61.85	53.66	29.62	42.76	28.05	0.00	23.50	27.40	29.10
Eufaula OK AA	62	0.53	0.00	0.00	0.00	0.00	100.00	100.00	0.00	0.00	12.97	0.00	0.00	12.9	0.00
Grove OK AA	101	0.86	0.00	0.00	0.00	0.00	100.00	100.00	0.00	0.00	8.85	0.00	0.00	8.85	0.00
McAlester OK AA	83	0.71	0.00	0.00	7.02	8.43	73.28	51.81	19.70	39.76	4.46	0.00	2.33	4.90	4.35
Muskogee County OK AA	65	0.56	0.00	0.00	27.44	21.54	50.28	47.69	22.28	30.77	2.28	0.00	0.67	2.99	2.30
Ponca City OK AA	38	0.32	0.00	0.00	4.49	0.00	64.32	57.89	31.19	42.11	4.22	0.00	0.00	3.59	5.30
Stillwater OK AA	54	0.46	1.05	1.85	3.15	1.85	56.75	37.04	39.06	59.26	3.10	0.00	0.00	1.39	4.83

\* Based on 2011 Peer Mortgage Data

\*\* 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 2000 Census information.

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT				Geography: State of Oklahoma				Evaluation Period: January 1, 2009 to December 31, 2011							
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Oklahoma City OK AA	650	30.89	2.03	0.77	21.31	13.23	38.38	37.69	38.29	48.31	6.68	5.17	4.26	6.80	7.69
Tulsa OK AA	1,101	52.33	1.06	0.73	17.00	9.90	46.49	36.51	35.45	52.86	20.43	22.22	17.49	16.83	25.44
<b>Limited Review:</b>															
Bartlesville OK AA	60	2.85	0.00	0.00	10.41	3.33	37.70	40.00	51.88	56.67	21.62	0.00	10.00	17.78	26.79
Enid OK AA	46	2.19	0.00	0.00	8.52	2.17	61.85	54.35	29.62	43.48	8.04	0.00	0.00	6.35	12.70
Eufaula OK AA	26	1.24	0.00	0.00	0.00	0.00	100.00	100.00	0.00	0.00	12.90	0.00	0.00	12.90	0.00
Grove OK AA	53	2.52	0.00	0.00	0.00	0.00	100.00	100.00	0.00	0.00	31.91	0.00	0.00	31.91	0.00
McAlester OK AA	17	0.81	0.00	0.00	7.02	11.76	73.28	76.47	19.70	11.76	5.38	0.00	12.50	7.14	0.00
Muskogee County OK AA	131	6.23	0.00	0.00	27.44	32.06	50.28	42.75	22.28	25.19	20.32	0.00	32.61	18.39	12.96
Ponca City OK AA	15	0.71	0.00	0.00	4.49	0.00	64.32	80.00	31.19	20.00	10.00	0.00	0.00	11.54	0.00
Stillwater OK AA	5	0.24	1.05	0.00	3.15	20.00	56.75	80.00	39.06	0.00	1.52	0.00	12.50	1.75	0.00

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\* Based on 2011 Peer Mortgage Data.

\*\* 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 2000 Census information.

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE						Geography: State of Oklahoma				Evaluation Period: January 1, 2009 to December 31, 2011					
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp
Full Review:															
Oklahoma City OK AA	5,220	37.86	2.03	0.27	21.31	6.86	38.38	32.45	38.29	60.42	7.44	4.23	7.75	8.36	6.92
Tulsa OK AA	7,530	54.62	1.06	0.27	17.00	4.81	46.49	32.38	35.45	62.55	13.90	18.75	13.46	12.67	14.68
Limited Review:															
Bartlesville OK AA	177	1.28	0.00	0.00	10.41	1.13	37.70	35.59	51.88	63.28	6.42	0.00	4.76	7.62	5.87
Enid OK AA	290	2.10	0.00	0.00	8.52	1.03	61.85	48.97	29.62	50.00	11.09	0.00	14.29	10.06	12.18
Eufaula OK AA	83	0.60	0.00	0.00	0.00	0.00	100.00	100.00	0.00	0.00	13.01	0.00	0.00	13.01	0.00
Grove OK AA	194	1.41	0.00	0.00	0.00	0.00	100.00	100.00	0.00	0.00	10.10	0.00	0.00	10.10	0.00
McAlester OK AA	74	0.54	0.00	0.00	7.02	5.41	73.28	62.16	19.70	32.43	6.52	0.00	13.64	7.58	3.33
Muskogee County OK AA	141	1.02	0.00	0.00	27.44	17.73	50.28	51.06	22.28	31.21	5.93	0.00	10.53	4.76	5.70
Ponca City OK AA	35	0.25	0.00	0.00	4.49	0.00	64.32	54.29	31.19	45.71	3.50	0.00	0.00	5.11	2.08
Stillwater OK AA	43	0.31	1.05	2.33	3.15	0.00	56.75	46.51	39.06	51.16	2.92	12.50	0.00	2.43	3.20

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\* Based on 2011 Peer Mortgage Data.

\*\* 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 2000 Census information.

Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY			Geography: State of Oklahoma						Evaluation Period: January 1, 2009 to December 31, 2011						
MA/Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% of MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Oklahoma City OK AA	0	0.00	4.66	0.00	37.37	0.00	35.37	0.00	22.60	0.00	0.00	0.00	0.00	0.00	0.00
Tulsa OK AA	1	20.00	3.54	0.00	24.66	0.00	41.21	100.00	30.59	0.00	0.00	0.00	0.00	0.00	0.00
<b>Limited Review:</b>															
Bartlesville OK AA	0	0.00	0.00	0.00	27.43	0.00	5.16	0.00	67.41	0.00	0.00	0.00	0.00	0.00	0.00
Enid OK AA	0	0.00	0.00	0.00	10.91	0.00	58.52	0.00	30.58	0.00	0.00	0.00	0.00	0.00	0.00
Eufaula OK AA	0	0.00	0.00	0.00	0.00	0.00	100.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Grove OK AA	0	0.00	0.00	0.00	0.00	0.00	100.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
McAlester OK AA	2	40.00	0.00	0.00	23.00	0.00	71.71	50.00	5.30	50.00	0.00	0.00	0.00	0.00	0.00
Muskogee County OK AA	2	40.00	0.00	0.00	37.29	50.00	33.92	0.00	28.79	50.00	100.00	0.00	100.00	0.00	0.00
Ponca City OK AA	0	0.00	0.00	0.00	3.53	0.00	58.97	0.00	37.50	0.00	0.00	0.00	0.00	0.00	0.00
Stillwater OK AA	0	0.00	18.09	0.00	11.45	0.00	10.00	0.00	60.46	0.00	0.00	0.00	0.00	0.00	0.00

\* Based on 2011 Peer Mortgage Data.

\*\* 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 2010 Census information.

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES							Geography: State of Oklahoma				Evaluation Period: January 1, 2009 to December 31, 2011				
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 ***	% BANK Loans	% of Businesses ***	% BANK Loans	% of Businesses ***	% BANK Loans	% of Businesses ***	% BANK Loans	Overall	Low	Mod	Mid	Upp
Full Review:															
Oklahoma City OK AA	813	42.45	3.46	7.63	19.15	24.11	34.65	32.72	40.91	35.55	1.74	2.60	2.66	1.59	1.42
Tulsa OK AA	884	46.16	0.96	0.45	17.67	28.05	39.66	29.64	41.71	41.86	1.79	0.01	3.05	2.02	1.25
Limited Review:															
Bartlesville OK AA	19	0.99	0.00	0.00	19.63	5.26	37.36	36.84	43.01	57.89	0.58	0.00	0.00	0.60	0.85
Enid OK AA	42	2.19	0.00	0.00	5.38	4.76	71.38	83.33	23.24	11.90	1.66	0.00	0.00	2.22	0.76
Eufaula OK AA	7	0.37	0.00	0.00	0.00	0.00	100.00	100.00	0.00	0.00	1.69	0.00	0.00	2.11	0.00
Grove OK AA	27	1.41	0.00	0.00	0.00	0.00	100.00	100.00	0.00	0.00	2.18	0.00	0.00	2.31	0.00
McAlester OK AA	9	0.47	0.00	0.00	5.66	0.00	63.75	66.67	30.59	33.33	0.42	0.00	0.00	0.47	0.52
Muskogee County OK AA	104	5.43	0.00	0.00	25.59	20.19	52.89	56.73	21.52	23.08	4.59	0.00	2.72	4.55	7.38
Ponca City OK AA	3	0.16	0.00	0.00	10.84	66.67	56.84	33.33	32.33	0.00	0.17	0.00	0.00	0.32	0.00
Stillwater OK AA	7	0.37	6.45	28.57	12.15	0.00	48.13	14.29	33.27	57.14	0.48	2.33	0.00	0.29	0.35

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\* Based on 2011 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 2011.

Table 7. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS					Geography: State of Oklahoma					Evaluation Period: January 1, 2009 to December 31, 2011					
MA/Assessment Area:	Total Small Farm Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Oklahoma City OK AA	0	0.00	1.36	0.00	13.16	0.00	39.65	0.00	44.97	0.00	0.00	0.00	0.00	0.00	0.00
Tulsa OK AA	3	15.00	0.56	0.00	14.09	0.00	57.42	0.00	27.93	100.00	0.00	0.00	0.00	0.00	0.00
<b>Limited Review:</b>															
Bartlesville OK AA	2	10.00	0.00	0.00	9.73	0.00	52.21	50.00	38.05	50.00	1.67	0.00	0.00	1.15	3.45
Enid OK AA	2	10.00	0.00	0.00	0.40	0.00	84.27	100.00	15.32	0.00	10.00	0.00	0.00	14.29	0.00
Eufaula OK AA	0	0.00	0.00	0.00	0.00	0.00	100.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Grove OK AA	0	0.00	0.00	0.00	0.00	0.00	100.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
McAlester OK AA	4	20.00	0.00	0.00	6.17	0.00	79.01	0.00	14.81	100.00	0.64	0.00	0.00	0.00	4.35
Muskogee County OK AA	9	45.00	0.00	0.00	24.03	0.00	53.22	88.89	22.75	11.11	9.62	0.00	0.00	0.00	0.00
Ponca City OK AA	0	0.00	0.00	0.00	2.87	0.00	72.73	0.00	24.40	0.00	0.00	0.00	0.00	0.00	0.00
Stillwater OK AA	0	0.00	0.51	0.00	5.56	0.00	58.59	0.00	35.35	0.00	0.00	0.00	0.00	0.00	0.00

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\* Based on 2011 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 2011.

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE			Geography: State of Oklahoma						Evaluation Period: January 1, 2009 to December 31, 2011						
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Oklahoma City OK AA	5,317	45.40	19.66	13.73	17.74	25.69	21.39	23.91	41.21	36.68	9.30	11.41	9.06	9.06	9.05
Tulsa OK AA	5,311	45.35	19.00	9.93	17.92	25.36	21.54	23.31	41.54	41.39	13.06	12.88	12.77	12.06	13.91
<b>Limited Review:</b>															
Bartlesville OK AA	93	0.79	14.22	10.87	14.41	23.91	19.86	26.09	51.52	39.13	2.95	6.00	4.30	1.99	1.95
Enid OK AA	587	5.01	15.45	14.82	15.10	25.72	23.69	21.81	45.76	37.65	32.39	48.28	40.00	26.32	28.84
Eufaula OK AA	62	0.53	23.75	3.28	19.52	21.31	20.57	16.39	36.16	59.02	14.29	0.00	18.75	9.38	16.30
Grove OK AA	101	0.86	21.33	3.03	19.98	11.11	21.85	18.18	36.84	67.68	9.69	6.45	7.81	10.17	10.66
McAlester OK AA	83	0.71	20.94	9.88	17.74	29.63	22.55	14.81	38.77	45.68	5.19	10.34	6.59	1.20	5.52
Muskogee OK AA	65	0.56	21.63	7.69	18.77	20.00	19.94	27.69	39.66	44.62	2.68	1.72	2.40	3.45	2.51
Ponca City OK AA	38	0.32	18.73	18.42	17.06	18.42	19.93	18.42	44.27	44.74	4.71	10.71	3.70	5.71	3.23
Stillwater OK AA	54	0.46	16.93	0.00	15.02	22.50	20.29	17.50	47.76	60.00	1.23	0.00	0.78	1.00	1.58

\* Based on 2011 Peer Mortgage Data.

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

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

\*\*\*\*As a percentage of loans with borrower income information available. No information was available for 1.7% of loans originated and purchased by bank.

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT				Geography: State of Oklahoma				Evaluation Period: January 1, 2009 to December 31, 2011							
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Oklahoma City OK AA	650	30.89	19.66	10.20	17.74	23.80	21.39	22.10	41.21	43.89	7.07	7.26	7.83	6.15	7.21
Tulsa OK AA	1,101	52.33	19.00	11.61	17.92	18.71	21.54	24.15	41.54	45.53	21.64	28.29	18.97	18.18	23.02
<b>Limited Review:</b>															
Bartlesville OK AA	60	2.85	14.22	6.78	14.41	23.73	19.86	27.12	51.52	42.37	22.64	12.50	33.33	36.36	13.46
Enid OK AA	46	2.19	15.45	8.89	15.10	20.00	23.69	13.33	45.76	57.78	8.65	12.50	11.11	4.35	9.62
Eufaula OK AA	26	1.24	23.75	15.38	19.52	7.69	20.57	26.92	36.16	50.00	12.90	33.33	0.00	0.00	18.75
Grove OK AA	53	2.52	21.33	21.15	19.98	19.23	21.85	21.15	36.84	38.46	33.33	40.00	25.00	54.55	16.67
McAlester OK AA	17	0.81	20.94	11.76	17.74	11.76	22.55	11.76	38.77	64.71	5.56	20.00	0.00	7.41	4.65
Muskogee OK AA	131	6.23	21.63	14.50	18.77	20.61	19.94	24.43	39.66	40.46	21.35	33.33	21.88	25.00	16.47
Ponca City OK AA	15	0.71	18.73	13.33	17.06	13.33	19.93	33.33	44.27	40.00	10.91	0.00	0.00	17.65	13.04
Stillwater OK AA	5	0.24	16.93	0.00	15.02	25.00	20.29	0.00	47.76	75.00	0.81	0.00	0.00	0.00	1.30

\* Based on 2011 Peer Mortgage Data.

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

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

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 1.1% of loans originated and purchased by Bank.

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE				Geography: State of Oklahoma				Evaluation Period: January 1, 2009 to December 31, 2011							
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Oklahoma City OK AA	5,220	37.86	19.66	6.35	17.74	17.37	21.39	24.36	41.21	51.92	8.43	11.23	10.34	9.57	7.11
Tulsa OK AA	7,530	54.62	19.00	5.55	17.92	17.40	21.54	24.35	41.54	52.71	15.56	17.06	18.88	15.82	14.34
<b>Limited Review:</b>															
Bartlesville OK AA	177	1.28	14.22	4.14	14.41	21.89	19.86	26.63	51.52	47.34	6.75	0.00	13.51	11.40	4.42
Enid OK AA	290	2.10	15.45	5.00	15.10	14.64	23.69	20.00	45.76	60.36	12.69	10.00	12.50	14.14	12.33
Eufaula OK AA	83	0.60	23.75	6.02	19.52	19.28	20.57	21.69	36.16	53.01	15.97	23.08	11.76	21.43	13.11
Grove OK AA	194	1.41	21.33	6.45	19.98	11.83	21.85	15.05	36.84	66.67	11.51	8.70	19.35	7.14	11.11
McAlester OK AA	74	0.54	20.94	9.59	17.74	21.92	22.55	17.81	38.77	50.68	7.67	7.69	5.66	9.68	7.56
Muskogee OK AA	141	1.02	21.63	11.85	18.77	25.93	19.94	28.89	39.66	33.33	6.98	20.69	14.81	8.33	2.04
Ponca City OK AA	35	0.25	18.73	5.71	17.06	20.00	19.93	20.00	44.27	54.29	4.39	0.00	10.00	2.27	4.35
Stillwater OK AA	43	0.31	16.93	3.70	15.02	11.11	20.29	14.81	47.76	70.37	1.17	0.00	2.86	2.46	0.64

\* Based on 2011 Peer Mortgage Data.

\*\* 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 Families is based on the 2000 Census information.

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 5.7% of loans originated and purchased by Bank.

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES					Geography: State of Oklahoma			Evaluation Period: January 1, 2009 to December 31, 2011	
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 ***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev \$1 Million or Less
<b>Full Review:</b>									
Oklahoma City OK AA	837	43.17	64.43	35.04	39.09	24.31	36.59	1.74	1.49
Tulsa OK AA	884	45.59	59.82	38.80	37.22	26.13	36.65	1.79	1.59
<b>Limited Review:</b>									
Bartlesville OK AA	19	0.98	67.37	47.37	31.58	36.84	31.58	0.58	0.34
Enid OK AA	42	2.17	67.96	38.10	40.48	23.81	35.71	1.66	3.51
Eufaula OK AA	7	0.36	63.98	42.86	57.14	42.86	0.00	1.69	2.56
Grove OK AA	27	1.39	69.86	40.74	40.74	29.63	29.63	2.18	1.26
McAlester OK AA	9	0.46	57.90	33.33	11.11	44.44	44.44	0.42	0.23
Muskogee OK AA	104	5.36	64.69	42.31	48.08	18.27	33.65	4.59	3.21
Ponca City OK AA	3	0.15	70.80	33.33	66.67	0.00	33.33	0.17	0.41
Stillwater OK AA	7	0.36	68.45	57.14	57.14	14.29	28.57	0.48	0.47

\* Based on 2011 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 - 2011).

\*\*\*\* Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 13.85% of small loans to businesses originated and purchased by the Bank.

Table 12. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL LOANS TO FARMS					Geography: State of Oklahoma			Evaluation Period: January 1, 2009 to December 31, 2011	
MA/Assessment Area:	Total Small Loans to Farms		Farms With Revenues of \$1 million or less		Loans by Original Amount Regardless of Farm Size			Market Share*	
	#	% of Total**	% of Farms***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev \$1 Million or Less
<b>Full Review:</b>									
Oklahoma City OK AA	0	0.00	95.18	0.00	0.00	0.00	0.00	0.00	0.00
Tulsa OK AA	3	15.00	96.20	0.00	0.00	0.00	100.00	0.00	0.00
<b>Limited Review:</b>									
Bartlesville OK AA	2	10.00	95.58	0.00	50.00	50.00	0.00	1.67	0.00
Enid OK AA	2	10.00	97.98	50.00	100.00	0.00	0.00	10.00	0.00
Eufaula OK AA	0	0.00	100.00	0.00	0.00	0.00	0.00	0.00	0.00
Grove OK AA	0	0.00	95.73	0.00	0.00	0.00	0.00	0.00	0.00
McAlester OK AA	4	20.00	100.00	75.00	75.00	25.00	0.00	0.64	0.67
Muskogee OK AA	9	45.00	97.42	100.00	66.67	11.11	22.22	9.62	10.42
Ponca City OK AA	0	0.00	98.09	0.00	0.00	0.00	0.00	0.00	0.00
Stillwater OK AA	0	0.00	97.98	0.00	0.00	0.00	0.00	0.00	0.00

\* Based on 2011 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 - 2011).

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

Table 1. Lending Volume

LENDING VOLUME		Geography: State of Texas						Evaluation Period: January 1, 2012 to December 31, 2012				
Assessment Area:	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$(000's)	
Full Review:												
Dallas AA	44.86	1,182	278,115	216	62,936	0	0	38	173,467	1,436	514,518	43.77
Fort Worth AA	21.06	606	96,091	63	14,217	0	0	5	20,295	674	130,603	17.14
Houston AA	32.21	914	173,081	98	23,627	0	0	19	54,791	1,031	251,499	36.63
Limited Review												
Sherman-Dennison MSA	1.87	43	5,352	17	3,565	0	0	0	0	60	8,917	2.45

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\* Loan Data as of December 31, 2012. Rated area refers to either state or multi-state MA rating area.

\*\* The evaluation period for Community Development Loans is from January 01, 2011 to October 28, 2013.

\*\*\* Deposit Data as of June 30, 2012. 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: State of Texas				Evaluation Period: January 1, 2012 to December 31, 2012							
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Dallas AA	471	38.64	5.48	1.06	19.36	5.94	27.90	21.87	47.26	71.13	0.67	0.35	0.41	0.53	0.78
Fort Worth AA	256	21.00	4.10	2.34	20.68	19.53	37.70	35.94	37.52	42.19	0.78	2.27	1.44	0.77	0.64
Houston AA	481	39.46	5.08	1.66	22.79	11.43	28.87	27.44	43.26	59.46	0.63	0.74	0.76	0.62	0.61
<b>Limited Review:</b>															
Sherman-Dennison MSA	11	0.90	0.00	0.00	23.02	9.09	57.35	54.55	19.64	36.36	0.67	0.00	0.35	0.62	1.04

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\* Based on 2012 Peer Mortgage Data

\*\* 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 2010 Census information.

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT			Geography: State of Texas						Evaluation Period: January 1, 2012 to December 31, 2012						
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Dallas AA	28	32.18	5.48	0.00	19.36	7.14	27.90	3.57	47.26	89.29	0.78	0.00	0.67	0.13	1.01
Fort Worth AA	26	29.89	4.10	3.85	20.68	26.92	37.70	34.62	37.52	34.62	1.41	3.70	3.21	1.35	0.96
Houston AA	29	33.33	5.08	0.00	22.79	20.69	28.87	3.45	43.26	75.86	0.84	0.00	1.46	0.13	1.01
<b>Limited Review:</b>															
Sherman-Dennison MSA	4	4.60	0.00	0.00	23.02	0.00	57.35	75.00	19.64	25.00	2.55	0.00	0.00	3.75	2.78

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\* Based on 2012 Peer Mortgage Data.

\*\* 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 2010 Census information.

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE					Geography: State of Texas				Evaluation Period: January 1, 2012 to December 31, 2012						
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp
Full Review:															
Dallas AA	682	47.43	5.48	1.17	19.36	5.72	27.90	17.89	47.26	75.22	0.73	0.66	0.64	0.63	0.77
Fort Worth AA	324	22.53	4.10	0.31	20.68	8.33	37.70	32.41	37.52	58.95	0.84	0.58	0.93	0.83	0.83
Houston AA	404	28.09	5.08	1.24	22.79	6.93	28.87	17.82	43.26	74.01	0.55	0.53	0.50	0.46	0.59
Limited Review:															
Sherman-Dennison MSA	28	1.95	0.00	0.00	23.02	17.86	57.35	67.86	19.64	14.29	1.78	0.00	2.20	2.09	0.91

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\* Based on 2012 Peer Mortgage Data.

\*\* 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 2010 Census information.

Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY				Geography: State of Texas				Evaluation Period: January 1, 2012 to December 31, 2012							
MA/Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% of MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp
Full Review:															
Dallas AA	1	100.00	24.56	0.00	27.39	100.00	25.91	0.00	22.14	0.00	0.00	0.00	0.00	0.00	0.00
Fort Worth AA	0	0.00	8.52	0.00	37.26	0.00	42.91	0.00	11.31	0.00	0.00	0.00	0.00	0.00	0.00
Houston AA	0	0.00	24.58	0.00	31.90	0.00	20.59	0.00	22.93	0.00	0.00	0.00	0.00	0.00	0.00
Limited Review:															
Sherman-Dennison MSA	0	0.00	0.00	0.00	17.49	0.00	77.42	0.00	5.09	0.00	0.00	0.00	0.00	0.00	0.00

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\* Based on 2012 Peer Mortgage Data.

\*\* 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 2010 Census information.

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES				Geography: State of Texas				Evaluation Period: January 1, 2012 to December 31, 2012							
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***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Dallas AA	216	54.82	8.57	15.74	18.12	20.37	25.46	18.06	47.63	45.83	0.28	0.54	0.34	0.23	0.26
Fort Worth AA	63	15.99	4.84	6.35	21.81	25.40	34.51	25.40	38.68	42.86	0.21	0.28	0.25	0.17	0.23
Houston AA	98	24.87	9.47	10.20	21.09	9.18	24.21	27.55	45.16	53.06	0.11	0.12	0.05	0.13	0.12
<b>Limited Review:</b>															
Sherman-Dennison MSA	17	4.31	0.00	0.00	24.24	52.94	59.87	47.06	15.90	0.00	0.89	0.00	2.04	0.76	0.00

\* Based on 2012 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 2012.

Table 7. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS															
Geography: State of Texas								Evaluation Period: January 1, 2012 to December 31, 2012							
MA/Assessment Area:	Total Small Farm Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Dallas AA	0	0.00	6.28	0.00	17.91	0.00	30.94	0.00	44.78	0.00	0.00	0.00	0.00	0.00	0.00
Fort Worth AA	0	0.00	4.18	0.00	20.53	0.00	38.34	0.00	36.96	0.00	0.00	0.00	0.00	0.00	0.00
Houston AA	0	0.00	6.36	0.00	19.60	0.00	30.86	0.00	43.18	0.00	0.00	0.00	0.00	0.00	0.00
<b>Limited Review:</b>															
Sherman-Dennison MSA	0	0.00	0.00	0.00	8.30	0.00	64.19	0.00	27.51	0.00	0.00	0.00	0.00	0.00	0.00

\* Based on 2012 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 2012.

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE					Geography: State of Texas				Evaluation Period: January 1, 2012 to December 31, 2012						
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp
Full Review:															
Dallas AA	471	38.64	23.50	4.61	16.57	14.81	17.88	12.38	42.05	68.20	0.66	0.49	0.49	0.39	0.86
Fort Worth AA	256	21.00	22.02	15.94	17.27	18.36	19.31	15.46	41.41	50.24	0.73	1.28	0.56	0.51	0.82
Houston AA	481	39.46	25.13	7.38	16.90	18.99	17.34	16.24	40.64	57.38	0.70	0.99	0.71	0.51	0.74
Limited Review:															
Sherman-Dennison MSA	11	0.90	20.83	0.00	18.13	9.09	21.26	27.27	39.78	63.64	0.77	0.00	0.31	0.83	1.13

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\* Based on 2012 Peer Mortgage Data.

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

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

\*\*\*\*As a percentage of loans with borrower income information available. No information was available for 9.4% of loans originated and purchased by bank.

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT					Geography: State of Texas				Evaluation Period: January 1, 2012 to December 31, 2012						
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Dallas AA	28	32.18	23.50	9.52	16.57	0.00	17.88	14.29	42.05	76.19	0.61	1.64	0.00	0.50	0.67
Fort Worth AA	26	29.89	22.02	12.50	17.27	25.00	19.31	20.83	41.41	41.67	1.35	3.66	2.53	1.57	0.84
Houston AA	29	33.33	25.13	0.00	16.90	0.00	17.34	17.86	40.64	82.14	0.83	0.00	0.00	1.01	0.98
<b>Limited Review:</b>															
Sherman-Dennison MSA	4	4.60	20.83	50.00	18.13	0.00	21.26	0.00	39.78	50.00	2.70	9.09	0.00	0.00	2.67

\* Based on 2012 Peer Mortgage Data.

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

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

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 11.5% of loans originated and purchased by Bank.

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE							Geography: State of Texas			Evaluation Period: January 1, 2012 to December 31, 2012					
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp
Full Review:															
Dallas AA	682	47.43	23.50	4.30	16.57	9.60	17.88	15.56	42.05	70.53	0.78	1.05	0.75	0.70	0.79
Fort Worth AA	324	22.53	22.02	6.30	17.27	11.11	19.31	16.67	41.41	65.93	0.89	1.26	0.82	0.72	0.93
Houston AA	404	28.09	25.13	3.99	16.90	7.98	17.34	14.36	40.64	73.67	0.61	0.67	0.56	0.49	0.64
Limited Review:															
Sherman-Dennison MSA	28	1.95	20.83	14.81	18.13	11.11	21.26	22.22	39.78	51.85	2.05	6.78	1.51	2.21	1.78

\* Based on 2012 Peer Mortgage Data.

\*\* 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 Families is based on the 2010 Census information.

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 11.2% of loans originated and purchased by Bank.

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES					Geography: State of Texas			Evaluation Period: January 1, 2012 to December 31, 2012	
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 ***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev \$1 Million or Less
<b>Full Review:</b>									
Dallas AA	216	54.82	71.31	32.41	38.43	23.15	38.43	0.28	0.22
Fort Worth AA	63	15.99	70.85	31.75	47.62	25.40	26.98	0.21	0.16
Houston AA	98	24.87	71.34	28.57	50.00	17.35	32.65	0.11	0.08
<b>Limited Review:</b>									
Sherman-Dennison MSA	17	4.31	73.26	41.18	29.41	52.94	17.65	0.89	0.92

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\* Based on 2012 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 - 2012).

\*\*\*\* 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 17.77% of small loans to businesses originated and purchased by the Bank.

Table 12. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL LOANS TO FARMS					Geography: State of Texas			Evaluation Period: January 1, 2012 to December 31, 2012	
MA/Assessment Area:	Total Small Loans to Farms		Farms With Revenues of \$1 million or less		Loans by Original Amount Regardless of Farm Size			Market Share*	
	#	% of Total**	% of Farms***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev \$1 Million or Less
<b>Full Review:</b>									
Dallas AA	0	0.00	97.00	0.00	0.00	0.00	0.00	0.00	0.00
Fort Worth AA	0	0.00	97.41	0.00	0.00	0.00	0.00	0.00	0.00
Houston AA	0	0.00	97.01	0.00	0.00	0.00	0.00	0.00	0.00
<b>Limited Review:</b>									
Sherman-Dennison MSA	0	0.00	99.24	0.00	0.00	0.00	0.00	0.00	0.00

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\* Based on 2012 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 - 2012).

\*\*\*\* 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 0.00 of small loans to businesses originated and purchased by the Bank.

Table 14. Qualified Investments

QUALIFIED INVESTMENTS		Geography: State of Texas			Evaluation Period: January 1, 2011 to October 28, 2013				
MA/Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
<b>Full Review:</b>									
Dallas AA	47	8,592	40	23,552	87	32,114	69.00	4	13,698
Fort Worth AA	12	2,735	7	632	19	3,367	7.23	0	0
Houston AA	44	6,374	19	2,209	63	8,583	18.44	2	90
<b>Limited Review:</b>									
Sherman-Dennison	4	58	5	1,000	9	1,058	2.27	0	0
TX Statewide with potential to benefit an AA	2	337	2	129	4	466	1.00	2	102
TX Statewide with no potential to benefit an AA	12	422	3	535	15	957	2.06	0	0

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\* "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 15. Distribution of Branch Delivery System and Branch Openings/Closings

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS																		Geography: State of Texas				Evaluation Period: January 1, 2011 to October 28, 2013			
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings						Population											
	% of Rated Area Deposits in AA	# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or - )				% of Population within Each Geography											
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp								
Full Review:																									
Dallas AA	45.00	19	42.23	15.79	10.53	10.53	63.16	0	3	0	0	0	-3	11.95	25.11	26.51	36.43								
Fort Worth AA	21.00	10	22.22	10.00	20.00	20.00	50.00	0	0	0	0	0	0	7.23	26.55	35.83	30.39								
Houston AA	31.00	14	31.11	7.14	7.14	14.29	71.43	0	1	0	0	0	-1	11.41	27.97	27.30	32.97								
Limited Review:																									
Sherman-Dennison MSA	2.00	2	4.44	0.00	50.0	50.00	0.00	0	0	0	0	0	0	0.00	25.43	56.28	18.29								

Table 1. Lending Volume

LENDING VOLUME		Geography: State of Texas						Evaluation Period: January 1, 2011 to December 31, 2011				
Assessment Area (2011):	% of Rated Area Loans (#) in MA/AA *	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA ***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$(000's)	
Full Review:												
Dallas AA	45.01	612	173,819	258	72,572	0	0	0	0	870	246,391	45.07
Fort Worth AA	17.59	251	46,534	89	23,880	0	0	0	0	340	70,414	16.40
Houston AA	34.40	548	98,465	117	35,729	0	0	0	0	665	134,194	36.00
Limited Review												
Sherman-Dennison MSA	3.00	40	4,524	18	2,940	0	0	0	0	58	7,464	2.53

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

\*\* Community Development Loans for the entire evaluation period are included in the 2012 Tables for this rating area.

\*\*\* Deposit Data as of June 30, 2011. 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: State of Texas				Evaluation Period: January 1, 2011 to December 31, 2011							
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Dallas AA	277	41.28	2.80	0.00	19.87	4.33	33.85	21.66	43.49	74.01	0.45	0.00	0.23	0.28	0.59
Fort Worth AA	75	11.18	3.85	0.00	19.76	4.00	36.48	40.00	39.91	56.00	0.25	0.00	0.13	0.27	0.26
Houston AA	308	45.90	3.53	0.65	23.46	11.04	30.35	29.87	42.65	58.44	0.46	0.18	0.55	0.44	0.46
<b>Limited Review:</b>															
Sherman-Dennison MSA	11	1.64	0.00	0.00	13.89	18.18	75.65	63.64	10.46	18.18	0.73	0.00	1.65	0.57	1.29

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\* Based on 2011 Peer Mortgage Data

\*\* 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 2000 Census information.

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT				Geography: State of Texas				Evaluation Period: January 1, 2011 to December 31, 2011							
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total*	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Dallas AA	21	25.61	2.80	0.00	19.87	14.29	33.85	33.33	43.49	52.38	0.86	0.00	1.67	1.00	0.72
Fort Worth AA	22	26.83	3.85	0.00	19.76	22.73	36.48	27.27	39.91	50.00	1.54	0.00	2.99	1.23	1.47
Houston AA	37	45.12	3.53	0.00	23.46	2.70	30.35	18.92	42.65	78.38	1.29	0.00	0.25	0.97	1.73
<b>Limited Review:</b>															
Sherman-Dennison MSA	2	2.44	0.00	0.00	13.89	50.00	75.65	50.00	10.46	0.00	1.34	0.00	6.25	0.87	0.00

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\* Based on 2011 Peer Mortgage Data.

\*\* 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 2000 Census information.

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE			Geography: State of Texas						Evaluation Period: January 1, 2011 to December 31, 2011						
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Dallas AA	312	45.02	2.80	0.96	19.87	6.41	33.85	20.51	43.49	72.12	0.46	0.84	0.63	0.38	0.48
Fort Worth AA	154	22.22	3.85	0.65	19.76	7.14	36.48	31.82	39.91	60.39	0.56	0.93	0.82	0.57	0.54
Houston AA	200	28.86	3.53	1.50	23.46	3.00	30.35	16.00	42.65	79.50	0.35	0.36	0.14	0.25	0.40
<b>Limited Review:</b>															
Sherman-Dennison MSA	27	3.90	0.00	0.00	13.89	14.81	75.65	77.78	10.46	7.41	1.93	0.00	4.44	1.90	0.98

\* Based on 2011 Peer Mortgage Data.

\*\* 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 2000 Census information.

Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY					Geography: State of Texas				Evaluation Period: January 1, 2011 to December 31, 2011						
MA/Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% of MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp
Full Review:															
Dallas AA	2	100	14.54	0.00	30.27	0.00	33.08	100.00	22.10	0.00	1.09	0.00	0.00	3.70	0.00
Fort Worth AA	0	0.00	7.17	0.00	28.46	0.00	45.23	0.00	19.13	0.00	0.00	0.00	0.00	0.00	0.00
Houston AA	0	0.00	10.36	0.00	35.68	0.00	30.88	0.00	23.08	0.00	0.00	0.00	0.00	0.00	0.00
Limited Review:															
Sherman-Dennison MSA	0	0.00	0.00	0.00	14.38	0.00	83.30	0.00	2.32	0.00	0.00	0.00	0.00	0.00	0.00

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\* Based on 2011 Peer Mortgage Data.

\*\* 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 2000 Census information.

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES							Geography: State of Texas			Evaluation Period: January 1, 2011 to December 31, 2011					
MA/Assessme nt Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	Overall	Low	Mod	Mid	Upp
Full Review:															
Dallas AA	254	53.14	3.50	8.27	18.96	33.07	30.99	27.56	45.37	31.10	0.36	1.01	0.66	0.34	0.22
Fort Worth AA	89	18.62	2.90	3.37	19.40	44.94	35.17	32.58	42.53	19.10	0.30	0.36	0.69	0.31	0.13
Houston AA	117	24.48	4.22	6.84	21.34	17.95	27.03	17.95	47.18	57.26	0.13	0.24	0.11	0.09	0.15
Limited Review:															
Sherman- Dennison MSA	18	3.77	0.00	0.00	16.31	38.89	74.75	61.11	8.93	0.00	0.98	0.00	2.37	0.82	0.00

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\* Based on 2011 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 2011.

Table 7. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS															
Geography: State of Texas															
Evaluation Period: January 1, 2011 to December 31, 2011															
MA/Assessment Area:	Total Small Farm Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Dallas AA	0	0.00	2.49	0.00	16.38	0.00	39.45	0.00	41.27	0.00	0.00	0.00	0.00	0.00	0.00
Fort Worth AA	0	0.00	1.94	0.00	17.61	0.00	39.21	0.00	41.24	0.00	0.00	0.00	0.00	0.00	0.00
Houston AA	0	0.00	3.38	0.00	17.01	0.00	33.58	0.00	45.96	0.00	0.00	0.00	0.00	0.00	0.00
<b>Limited Review:</b>															
Sherman-Dennison MSA	0	0.00	0.00	0.00	4.83	0.00	89.38	0.00	5.79	0.00	0.00	0.00	0.00	0.00	0.00

\* Based on 2011 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 2011.

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE				Geography: State of Texas				Evaluation Period: January 1, 2011 to December 31, 2011							
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Dallas AA	277	41.10	21.32	5.42	17.79	7.94	20.00	21.66	40.89	64.98	0.51	0.38	0.21	0.50	0.64
Fort Worth AA	75	11.13	19.49	5.63	18.35	16.90	21.37	26.76	40.80	50.70	0.27	0.16	0.20	0.31	0.33
Houston AA	311	46.14	23.15	10.65	17.43	18.06	18.63	19.03	40.79	52.26	0.51	0.90	0.46	0.45	0.52
<b>Limited Review:</b>															
Sherman-Dennison MSA	11	1.63	19.46	27.27	18.09	36.36	23.05	0.00	39.40	36.36	0.84	2.38	1.31	0.00	0.69

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\* Based on 2011 Peer Mortgage Data.

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

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

\*\*\*\*As a percentage of loans with borrower income information available. No information was available for 0.7% of loans originated and purchased by bank.

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT					Geography: State of Texas				Evaluation Period: January 1, 2011 to December 31, 2011						
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp
Full Review:															
Dallas AA	21	25.61	21.32	0.00	17.79	23.81	20.00	9.52	40.89	66.67	0.90	0.00	1.85	0.52	0.91
Fort Worth AA	22	26.83	19.49	13.64	18.35	13.64	21.37	18.18	40.80	54.55	1.61	2.78	1.66	1.50	1.48
Houston AA	37	45.12	23.15	2.70	17.43	2.70	18.63	24.32	40.79	70.27	1.38	0.66	0.32	1.80	1.51
Limited Review:															
Sherman-Dennison MSA	2	2.44	19.46	0.00	18.09	50.00	23.05	50.00	39.40	0.00	1.45	0.00	3.33	3.57	0.00

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\* Based on 2011 Peer Mortgage Data.

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

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

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 0.0% of loans originated and purchased by Bank.

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE					Geography: State of Texas				Evaluation Period: January 1, 2011 to December 31, 2011						
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp
Full Review:															
Dallas AA	312	45.02	21.32	3.64	17.79	5.63	20.00	18.21	40.89	72.52	0.55	0.65	0.32	0.55	0.58
Fort Worth AA	154	22.22	19.49	4.20	18.35	11.19	21.37	20.28	40.80	64.34	0.68	0.72	0.63	0.65	0.70
Houston AA	200	28.86	23.15	3.65	17.43	5.21	18.63	17.19	40.79	73.96	0.42	0.54	0.23	0.42	0.43
Limited Review:															
Sherman-Dennison MSA	27	3.90	19.46	8.00	18.09	12.00	23.05	20.00	39.40	60.00	2.33	3.33	2.21	2.24	2.30

\* Based on 2011 Peer Mortgage Data.

\*\* 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 Families is based on the 2000 Census information.

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 4.5% of loans originated and purchased by Bank.

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES					Geography: State of Texas			Evaluation Period: January 1, 2011 to December 31, 2011	
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 ***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev \$1 Million or Less
<b>Full Review:</b>									
Dallas AA	258	53.53	66.53	32.17	39.53	23.64	36.82	0.36	0.27
Fort Worth AA	89	18.46	66.96	17.98	32.58	32.58	34.83	0.30	0.12
Houston AA	117	24.27	66.92	28.21	42.74	18.80	38.46	0.13	0.09
<b>Limited Review:</b>									
Sherman-Dennison MSA	18	3.73	68.68	33.33	38.89	44.44	16.67	0.98	0.77

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\* Based on 2011 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 - 2011).

\*\*\*\* Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 15.566% of small loans to businesses originated and purchased by the Bank.

Table 12. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL LOANS TO FARMS					Geography: State of Texas			Evaluation Period: January 1, 2011 to December 31, 2011	
MA/Assessment Area:	Total Small Loans to Farms		Farms With Revenues of \$1 million or less		Loans by Original Amount Regardless of Farm Size			Market Share*	
	#	% of Total**	% of Farms***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev \$1 Million or Less
<b>Full Review:</b>									
Dallas AA	0	0.00	96.68	0.00	0.00	0.00	0.00	0.00	0.00
Fort Worth AA	0	0.00	97.29	0.00	0.00	0.00	0.00	0.00	0.00
Houston AA	0	0.00	96.81	0.00	0.00	0.00	0.00	0.00	0.00
<b>Limited Review:</b>									
Sherman-Dennison MSA	0	0.00	99.14	0.00	0.00	0.00	0.00	0.00	0.00

\* Based on 2011 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 - 2011).

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

