

OFFICE OF THRIFT SUPERVISION

APPROVAL OF APPLICATION FOR CONVERSION TO
FEDERAL SAVINGS BANK CHARTER

ORDER NO.: 97-34

DATE: April 4, 1997

Oklahoma National Bank and Trust Company of Chickasha, Chickasha, Oklahoma (the "Bank"), seeks approval of the Office of Thrift Supervision (the "OTS") pursuant to 12 U.S.C. § 1464 and 12 C.F.R. §§ 552.2-1 and 552.2-6 for permission to convert from an Oklahoma-chartered commercial bank to a Federal savings bank charter (the "New FSB"). The Bank, a national bank, will first convert to an Oklahoma-chartered commercial bank in a transaction that is not subject to OTS approval. The Bank has deposits insured by the Bank Insurance Fund ("BIF") and proposes to retain BIF deposit insurance after the conversion.

The Director or his designee (the "Director") has considered the application under the factors set forth in 12 U.S.C. § 1464(e) and 12 C.F.R. §§ 552.2-1 and 552.2-6, and under the Community Reinvestment Act, 12 U.S.C. § 2901 et seq., and the OTS regulations thereunder, 12 C.F.R. Part 563e. In addition, the Director has considered a digest from the Midwest Regional Office, an analysis prepared by Corporate Activities and a legal opinion from the Business Transactions Division. Based on the aforesaid information, the Director finds that the application satisfies the applicable approval standards, provided that the conditions set forth below are satisfied.

Accordingly, the application is hereby approved, subject to the following conditions:

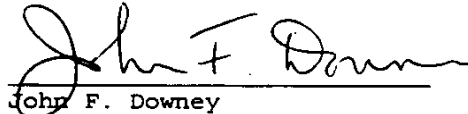
1. The proposed transaction shall be consummated no later than 120 calendar days after the date of this approval order, unless an extension is granted for good cause by the Midwest Regional Director, or his designee ("Regional Director");
2. On the business day prior to the date of consummation of the proposed transaction, the chief financial officer of the Bank shall certify to the Regional Director, in writing, that no material adverse events or material adverse changes have occurred with respect to the financial condition or operations of the Bank since the date of the financial statements submitted with the application;

3. The Bank will obtain all required regulatory and shareholder approvals prior to consummation, and will act to satisfy all requirements and conditions imposed by the OTS, and comply with all applicable laws, rules and regulations;

4. Prior to the date of consummation of the proposed transaction, the Bank's holding company will obtain OTS approval under 12 U.S.C. § 1467a(e) and 12 C.F.R. Part 574 to acquire the New FSB; and

5. No later than 5 calendar days from the date of consummation of the conversion, the New FSB shall file with the Regional Director, a certification by legal counsel stating the effective date of the conversion and that the conversion has been consummated in accordance with the provisions of all applicable laws and regulations, the application and this order.

By Order of the Director of the Office of Thrift Supervision, or his designee, effective April 4, 1997.



John F. Downey
Executive Director, Supervision