



BOARD OF GOVERNORS
OF THE
FEDERAL RESERVE SYSTEM
WASHINGTON, D. C. 20551

ADDRESS OFFICIAL CORRESPONDENCE
TO THE BOARD

November 21, 1996

Mr. David E. Rainbolt
General Partner
R Banking Limited Partnership
101 North Broadway
P.O. Box 26788
Oklahoma City, Oklahoma 73126-0788

Dear Mr. Rainbolt:

You have requested a determination that R Banking Limited Partnership (the "Partnership") is a qualified family partnership under the Bank Holding Company Act, as amended by the Economic Growth and Regulatory Paperwork Reduction Act of 1996 (the "BHC Act").^{3/} The Partnership currently is a registered bank holding company, owning 48.65 percent of BancFirst Corporation, Oklahoma City, Oklahoma.^{4/}

You have represented that the Partnership meets all of the conditions for eligibility as a qualified family partnership. In that regard, you indicated that the partners of the Partnership are individuals who are related by blood, marriage, or adoption, or trusts for the primary benefit of those individuals; and that the Partnership controls a bank only through its control of BancFirst Corporation, a registered bank holding company, does not engage in any other business activities, has no investments other than its interest in BancFirst Corporation and an interest-bearing bank account, and is not obligated on any debt. The Partnership has committed to continue to comply with the conditions for eligibility, to be subject to examination by the Board, to comply with the Change in Bank Control Act, and to be subject to the enforcement provisions of

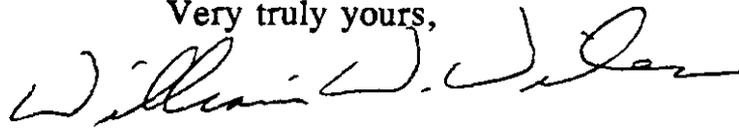
^{3/} Pub. L. 104-208, § 2610, 110 Stat. 3009.

^{4/} BancFirst Corporation owns 100 percent of BancFirst, Oklahoma City, Oklahoma.

the Federal Deposit Insurance Act to the same extent as if it were a bank holding company.

Based on all the facts of record, including the representations made to the Board by the Partnership, the Board has determined that the Partnership is a qualified family partnership for purposes of the BHC Act. It should be noted that any change in the facts relied on by the Board could result in reconsideration of this determination. The Federal Reserve Bank of Kansas City will take the necessary steps to deregister the Partnership as a bank holding company. If you have any questions about this process, you should contact Michael Manies (816-881-2788) at the Reserve Bank.

Very truly yours,

A handwritten signature in black ink, appearing to read "William W. Wiles". The signature is fluid and cursive, with a long horizontal stroke at the end.

William W. Wiles
Secretary of the Board