

FEDERAL RESERVE SYSTEM

BancFirst Corporation
Oklahoma City, Oklahoma

Order Approving the Acquisition of a Bank Holding Company and the Merger of Bank
Holding Companies

BancFirst Corporation (“BANF”), Oklahoma City, Oklahoma, a financial holding company within the meaning of the Bank Holding Company Act (“BHC Act”),¹ has requested the Board’s approval under section 3 of the BHC Act² to acquire AmeriBank Holding Company (“AmeriBank”), and thereby indirectly acquire its state nonmember bank subsidiary, American Bank of Oklahoma (“ABOK”), both of Collinsville, Oklahoma. In addition, BANF has requested the Board’s approval under section 3 of the BHC Act to acquire ABOK. Following the proposed acquisition, BANF would initially operate ABOK as a separate bank and then merge ABOK with and into BANF’s subsidiary state member bank, BancFirst, Oklahoma City, Oklahoma.³

Notice of the proposal, affording interested persons an opportunity to submit comments, has been published (90 Federal Register 27017 (June 25, 2025)), in accordance with the Board’s Rules of Procedure.⁴ The time for submitting comments has expired, and the Board received one comment on the proposal. The Board has considered the proposal and the comment received in light of the factors set forth in section 3 of the BHC Act.

¹ 12 U.S.C. § 1841 et seq.

² 12 U.S.C. § 1842.

³ The merger of ABOK into BancFirst, which is expected to occur a short time after BANF’s acquisition of AmeriBank, is subject to the approval of the Federal Reserve System under section 18(c) of the Federal Deposit Insurance Act. 12 U.S.C. § 1828(c).

⁴ 12 CFR 262.3(b).

BANF, with consolidated assets of approximately \$14.0 billion, is the 127th largest insured depository organization in the United States.⁵ BANF controls approximately \$12.1 billion in consolidated deposits, which represent less than 1 percent of the total amount of deposits of insured depository institutions in the United States.⁶ In addition to BancFirst, which operates only in Oklahoma, BANF controls two other subsidiary banks, Pegasus Bank, Dallas, Texas, and Worthington Bank, Arlington, Texas, both of which operate only in Texas. BANF is the 3rd largest insured depository institution in Oklahoma, controlling deposits of approximately \$9.4 billion, which represent approximately 6.8 percent of the total deposits of insured depository institutions in that state.

AmeriBank, with consolidated assets of approximately \$381 million, is the 2,042nd largest insured depository organization in the United States. AmeriBank controls approximately \$321 million in consolidated deposits, which represent less than 1 percent of the total amount of deposits of insured depository institutions in the United States. AmeriBank controls ABOK, which operates only in Oklahoma. AmeriBank is the 74th largest insured depository institution in Oklahoma, controlling deposits of approximately \$311 million, which represent less than 1 percent of the total amount of deposits of insured depository institutions in that state.

On consummation of this proposal, BANF would become the 125th largest insured depository organization in the United States, with consolidated assets of approximately \$14.4 billion, which would represent less than 1 percent of the total assets of insured depository organizations in the United States. BANF would control total consolidated deposits of approximately \$12.4 billion, which would represent less than

⁵ Consolidated asset data are as of June 30, 2025, and national ranking data are as of March 31, 2025.

⁶ Consolidated national deposit and market share data are as of March 31, 2025. State deposit data are as of June 30, 2024, unless otherwise noted. In this context, insured depository institutions include commercial banks, savings associations, and savings banks.

1 percent of the total amount of deposits of insured depository institutions in the United States. BANF would remain the 3rd largest insured depository institution in Oklahoma, controlling deposits of approximately \$9.7 billion, which would represent approximately 7.1 percent of the total deposits of insured depository institutions in that state.⁷

Competitive Considerations

Section 3 of the BHC Act prohibits the Board from approving a proposal that would result in a monopoly or would be in furtherance of an attempt to monopolize the business of banking in any relevant market.⁸ The BHC Act also prohibits the Board from approving a proposal that would substantially lessen competition or tend to create a monopoly in any banking market, unless the anticompetitive effects of the proposal are clearly outweighed in the public interest by the probable effect of the proposal in meeting the convenience and needs of the communities to be served.⁹

BANF and AmeriBank have subsidiary banks that compete directly in the Bartlesville, Oklahoma, banking market (“Bartlesville market”);¹⁰ the Muskogee-Tahlequah, Oklahoma, banking market (“Muskogee market”);¹¹ and the Tulsa, Oklahoma, banking market (“Tulsa market”).¹² The Board has considered the

⁷ The proposal does not require interstate analysis under section 3(d) of the BHC Act because the home state of BANF is Oklahoma, and ABOK is located only within Oklahoma. See 12 U.S.C. §§ 1841(o)(4)–(7) and 1842(d).

⁸ 12 U.S.C. § 1842(c)(1)(A).

⁹ 12 U.S.C. § 1842(c)(1)(B).

¹⁰ The Bartlesville market is defined as Washington County, Oklahoma, and Nowata County, Oklahoma, minus the South Coffeyville Wann Census County Division (“CCD”).

¹¹ The Muskogee market is defined as Muskogee and Cherokee Counties, Oklahoma; the Checotah CCD in McIntosh County, Oklahoma; and the Stilwell West CCD and Stilwell East CCD in Adair County, Oklahoma.

¹² The Tulsa market is defined as Tulsa, Creek, Okmulgee, Osage, Mayes, Pawnee, Rogers, and Wagoner counties, Oklahoma; the Eufaula CCD, Hanna CCD, and Hitchita-Pierce CCD in McIntosh County, Oklahoma; the Okemah CCD and Weleetka CCD in

competitive effects of the proposal in these banking markets. In particular, the Board has considered the relative share of total deposits in insured depository institutions in the markets (“market deposits”) that BANF would control;¹³ the concentration level of market deposits and the increase in this level, as measured by the Herfindahl-Hirschman Index (“HHI”) under the 1995 Bank Merger Competitive Review guidelines (“1995 Bank Merger Guidelines”);¹⁴ the number of competitors that would remain in each market; and other characteristics of the market.

Okfuskee County, Oklahoma; the Vinita West CCD and Vinita East CCD in Craig County, Oklahoma; and the Grove CCD in Delaware County, Oklahoma.

¹³ Local deposit and market share data are as of June 30, 2024, and are based on calculations in which the deposits of thrift institutions are included at 50 percent. The Board previously has indicated that thrift institutions have become, or have the potential to become, significant competitors to commercial banks. See, e.g., Midwest Financial Group, 75 Federal Reserve Bulletin 386 (1989); National City Corporation, 70 Federal Reserve Bulletin 743 (1984). Thus, the Board regularly has included thrift deposits in the market share calculation on a 50 percent weighted basis. See, e.g., First Hawaiian, Inc., 77 Federal Reserve Bulletin 52 (1991).

¹⁴ Department of Justice, Bank Merger Competitive Review – Introduction and Overview, <https://www.justice.gov/sites/default/files/atr/legacy/2007/08/14/6472.pdf> (1995). On September 17, 2024, the U.S. Department of Justice (“DOJ”) announced its withdrawal from the 1995 Bank Merger Guidelines and emphasized that the 2023 Merger Guidelines, issued on December 18, 2023, remain its sole and authoritative statement across all industries. Press Release, Department of Justice, “Justice Department Withdraws from 1995 Bank Merger Guidelines,” <https://www.justice.gov/opa/pr/justice-department-withdraws-1995-bank-merger-guidelines>. The 1995 Bank Merger Guidelines had been adopted together with the federal banking agencies, and none of the federal banking agencies have withdrawn from the 1995 Bank Merger Guidelines. The Board continues to apply the 1995 Bank Merger Guidelines in evaluating bank merger proposals. The Board traditionally has considered a market unconcentrated if the post-merger HHI is under 1000, moderately concentrated if the post-merger HHI is between 1000 and 1800, and highly concentrated if the post-merger HHI exceeds 1800. See, e.g., Chemical Banking Corporation, 78 Federal Reserve Bulletin 74 (1992). In addition, the Board has traditionally considered a merger not to have an anticompetitive effect where the proposed merger would not increase the HHI by more than 200 points in any banking market, in the absence of other factors indicating anticompetitive effects.

Consummation of the proposal would be consistent with Board precedent and within the thresholds in the 1995 Bank Merger Guidelines in the Bartlesville market, the Muskogee market, and the Tulsa market. On consummation, the Muskogee market and Tulsa market would remain moderately concentrated, and the changes in market concentrations would be well within the 1995 Bank Merger Guidelines and Board precedent. The Bartlesville market would remain highly concentrated, as measured by the HHI, and the change in HHI in the market would be small. Numerous competitors would remain in each of the markets.¹⁵

¹⁵ BANF is the 2nd largest depository organization in the Bartlesville market, controlling approximately \$108.9 million in deposits, which represent 9.73 percent of the market deposits. AmeriBank is the 10th largest depository organization in the market, controlling approximately \$20.8 million in deposits, which represent 1.86 percent of market deposits. On consummation of the proposed transaction, BANF would remain the 2nd largest depository institution in the market, controlling approximately \$129.6 million in deposits, which would represent 11.59 percent of market deposits. The HHI for the Bartlesville market would increase by 36 points to 3816, and 10 competitors would remain in the market.

BANF is the 4th largest depository organization in the Muskogee market, controlling approximately \$314.6 million in deposits, which represent 11.02 percent of the market deposits. AmeriBank is the 10th largest depository organization in the market, controlling approximately \$80.8 million in deposits, which represent 2.83 percent of market deposits. On consummation of the proposed transaction, BANF would become the 2nd largest depository institution in the market, controlling approximately \$395.4 million in deposits, which would represent 13.85 percent of market deposits. The HHI for the Muskogee market would increase by 63 points to 1515, and 10 competitors would remain in the market.

BANF is the 3rd largest depository organization in the Tulsa market, controlling approximately \$1.79 billion in deposits, which represent 4.84 percent of the market deposits. AmeriBank is the 31st largest depository organization in the market, controlling approximately \$209.4 million in deposits, which represent less than 1 percent of market deposits. On consummation of the proposed transaction, BANF would remain the 3rd largest depository institution in the market, controlling approximately \$2.00 billion in deposits, which would represent 5.41 percent of market deposits. The HHI for the Tulsa market would increase by 6 points to 1076, and 63 competitors would remain in the market.

The DOJ conducted a review of the potential competitive effects of the proposal and has advised the Board that it did not conclude that the proposal would have a significantly adverse effect on competition. In addition, the appropriate banking agencies have been afforded an opportunity to comment and have not objected to the proposal.

Based on all the facts of record, the Board concludes that consummation of the proposal would not have a significantly adverse effect on competition or on the concentration of resources in any relevant banking market. Accordingly, the Board determines that competitive considerations are consistent with approval.

Financial, Managerial, and Other Supervisory Considerations

In reviewing proposals under section 3 of the BHC Act, the Board considers the financial and managerial resources and the future prospects of the institutions involved, the effectiveness of the institutions in combatting money laundering, and any public comments on the proposal.¹⁶ In its evaluation of financial factors, the Board reviews information regarding the financial condition of the organizations involved on both parent-only and consolidated bases, as well as information regarding the financial condition of the subsidiary depository institutions and the organizations' significant nonbanking operations. In this evaluation, the Board considers a variety of public and supervisory information regarding capital adequacy, asset quality, liquidity, and earnings performance, as well as any public comments on the proposal. The Board evaluates the financial condition of the combined organization, including its capital position, asset quality, liquidity, earnings prospects, and the impact of the proposed funding of the transaction. The Board also considers the ability of the organization to absorb the costs of the proposal and to complete the proposed integration of the operations of the institutions effectively. In assessing financial factors, the Board considers capital adequacy to be especially important. The Board considers the future

¹⁶ 12 U.S.C. § 1842(c)(2), (5), and (6).

prospects of the organizations involved in the proposal in light of their financial and managerial resources and the proposed business plan.

BANF and its subsidiary depository institutions are well capitalized and the combined organization would remain so upon consummation of the proposal. The proposed transaction is a bank holding company merger that is structured as a share and cash exchange.¹⁷ The capital, asset quality, earnings, and liquidity of BANF are consistent with approval, and BANF appears to have adequate resources to absorb the related costs of the proposal and to complete the integration of the institutions' operations as proposed. In addition, the future prospects of the institutions are considered consistent with approval.

The Board also has considered the managerial resources of the organizations involved and of the proposed combined organization. The Board has reviewed the examination records of BANF, AmeriBank, and their subsidiary depository institutions, including assessments of their management, risk-management systems, and operations. In addition, the Board has considered information provided by BANF; the Board's supervisory experiences and those of other relevant bank supervisory agencies with the organizations; the organizations' records of compliance with applicable banking, consumer protection, and anti-money-laundering laws; and the public comment on the proposal.

BANF and its subsidiary depository institutions are each considered to be well managed. BANF's senior executive officers and principals have knowledge of and experience in the banking and financial services sectors, and BANF's risk-management program appears consistent with approval of this proposal.

¹⁷ BANF would effect the acquisition by acquiring and merging AmeriBank with and into BANF, with BANF as the survivor. At the time of the merger, each share of AmeriBank common stock would be converted into a right to receive shares of BANF common stock based on an exchange ratio, cash, or some combination of common stock and cash. BANF has represented that it intends to merge ABOK with and into BancFirst at some time after the holding company transaction. BANF has the financial resources to effect the proposed transaction.

The Board also has considered BANF's plans for implementing the proposal. BANF has conducted comprehensive due diligence and is devoting sufficient financial and other resources to address all aspects of the post-acquisition integration process for this proposal. In addition, BANF's management has the experience and resources to operate the resulting organization in a safe and sound manner. BANF plans to apply its risk-management policies, procedures, and controls at the combined holding company following the transaction

Based on all the facts of record, including BANF's supervisory records, managerial and operational resources, and plans for operating the combined organization after consummation, the Board determines that considerations relating to the financial and managerial resources and the future prospects of the organizations involved in the proposal, as well as the records of effectiveness of BANF and AmeriBank in combatting money-laundering activities, are consistent with approval.

Convenience and Needs Considerations

In acting on a proposal under section 3 of the BHC Act, the Board considers the effects of the proposal on the convenience and needs of the communities to be served.¹⁸ In evaluating whether the proposal satisfies the convenience and needs statutory factor, the Board considers the impact that the proposal will or is likely to have on the communities served by the combined organization. The Board reviews a variety of information to determine whether the relevant institutions' records demonstrate a history of helping to meet the needs of their customers and communities. The Board also reviews the combined institution's post-consummation plans and the expected impact of those plans on the communities served by the combined institution, including on low- and moderate-income ("LMI") individuals and communities. The Board considers whether the relevant institutions are helping to meet the credit needs of the communities they

¹⁸ 12 U.S.C. § 1842(c)(2). Where applicable, the Board also considers any timely substantive comments on the proposal and, in its discretion, may consider any untimely substantive comments on the proposal.

serve and are providing access to banking products and services that meet the needs of customers and communities, including the potential impact of branch closures, consolidations, and relocations on that access. In addition, the Board reviews the records of the relevant depository institutions under the Community Reinvestment Act of 1977 (“CRA”).¹⁹ The Board strongly encourages insured depository institutions to help meet the credit needs of the local communities in which they operate, consistent with the institutions’ safe and sound operation and their obligations under the CRA.²⁰

In addition, the Board considers the banks’ overall compliance records and recent fair lending examinations. Fair lending laws require all lending institutions to provide applicants with equal access to credit, regardless of their race, ethnicity, gender, or certain other characteristics. The Board also considers assessments of other relevant supervisors, the supervisory views of examiners, other supervisory information, information provided by the applicant, and public comments on the proposal. The Board also may consider the acquiring institution’s business model and intended marketing and outreach, the combined organization’s plans after consummation, and any other information the Board deems relevant.

In assessing the convenience and needs factor in this case, the Board has considered all the facts of record, including reports of examination of the CRA performance of BancFirst, Pegasus Bank, Worthington Bank, and ABOK; the fair lending and compliance records of these banks; the supervisory views of the Federal Deposit Insurance Corporation (“FDIC”), the Federal Reserve Bank of Kansas City (“Kansas City Reserve Bank”), and the Federal Reserve Bank of Dallas (“Dallas Reserve Bank”); confidential supervisory information; information provided by BANF; and the public comment received on the proposal.

¹⁹ 12 U.S.C. § 2901 et seq.

²⁰ See 12 U.S.C. § 2901(b).

Public Comment on the Proposal

The Board received one adverse comment on the proposal. The commenter objected to the proposal, alleging that since 2021, including in 2023 and 2024, ABOK made fewer home loans to African American individuals as compared to white individuals in Oklahoma.²¹ The commenter also alleged that ABOK denied home loan applications of African American individuals at a higher rate than those of white individuals.²² Finally, the commenter alleged that BancFirst made fewer home loans to African American individuals as compared to white individuals in Oklahoma, and alleged that BancFirst denied home loan applications of African American individuals at a higher rate than those of white individuals.

Businesses of the Involved Institutions and Response to the Public Comment

Through BancFirst, Pegasus Bank, and Worthington Bank, BANF focuses on commercial lending to businesses of various sizes and residential real estate lending. These products include deposit products such as checking, savings, money market, and certificate of deposit accounts; treasury management services; and consumer and commercial loans. Through ABOK, AmeriBank offers a variety of loan products, including commercial, home mortgage, agricultural, and consumer loans, primarily focusing on commercial and home mortgage lending. ABOK's deposit products include checking, savings, money market, and certificate of deposit accounts.

In response to the comment, BANF represents that BancFirst's loan origination and approval rates for African American and Hispanic populations were

²¹ The data cited by the commenter corresponds to publicly available 2023 and 2024 data reported by both banks under the Home Mortgage Disclosure Act of 1975 ("HMDA"), 12 U.S.C. § 2801 et seq.

²² The commenter requested the Board consider a 2023 settlement between ABOK and the DOJ ("DOJ Settlement") regarding allegations that ABOK engaged in redlining in all majority-Black and Hispanic census tracts in four counties within the Tulsa, Oklahoma, Metropolitan Statistical Area. The commenter also cited a decision where the court granted ABOK's motion to strike certain language from the DOJ's complaint. United States v. American Bank of Oklahoma, No. 23-cv-371-CDL, 2023 WL 6393177 (N.D. Okla. Oct. 2, 2023).

higher than those of peer institutions in Oklahoma based on HMDA data for 2023. BANF also represents that BancFirst's denial rates for African American and Hispanic applicants were less than those of peer institutions in Oklahoma based on HMDA data for 2023. BANF asserts that BancFirst's "Satisfactory" CRA rating reflects BancFirst's ongoing commitment to meet the credit needs of its assessment areas ("AAs"). BANF represents that BancFirst offers a variety of mortgage lending services and products in all locations where BancFirst operates, including in the areas where ABOK currently has branch locations. BANF states that BancFirst will meet the needs of the communities in which ABOK operates by expanding BancFirst's outreach. Finally, BANF represents that its staff are experienced and that it provides training and conducts reviews for compliance with fair lending laws.

Records of Performance under the CRA

In evaluating the CRA performance of the involved institutions, the Board generally considers each institution's most recent CRA evaluation and the supervisory views of relevant federal supervisors, which in this case are the FDIC with respect to ABOK, the Kansas City Reserve Bank with respect to BancFirst, and the Dallas Reserve Bank with respect to Pegasus Bank and Worthington Bank.²³ In addition, the Board considers information provided by the applicant and any public commenters.

The CRA requires that the appropriate federal financial supervisor for a depository institution prepare a written evaluation of the institution's record of helping to meet the credit needs of its entire community, including LMI neighborhoods.²⁴ An institution's most recent CRA performance evaluation is a particularly important consideration in the applications process because it represents a detailed, on-site evaluation by the institution's primary federal supervisor of the institution's overall record of lending in its communities.

²³ See Interagency Questions and Answers Regarding Community Reinvestment, 81 Federal Register 48506, 48548 (July 25, 2016).

²⁴ 12 U.S.C. § 2906.

In general, federal financial supervisors apply a lending test (“Lending Test”), an investment test (“Investment Test”), and a service test (“Service Test”) to evaluate the performance of large banks, such as BancFirst, in helping to meet the credit needs of the communities they serve. The Lending Test specifically evaluates an institution’s lending-related activities to determine whether the institution is helping to meet the credit needs of individuals and geographies of all income levels. As part of the Lending Test, examiners review and analyze an institution’s data reported under HMDA, in addition to small business, small farm, and community development loan data collected and reported under the CRA regulations, to assess an institution’s lending activities with respect to borrowers and geographies of different income levels. The institution’s lending performance is evaluated based on a variety of factors, including (1) the number and amounts of home mortgage, small business, small farm, and consumer loans (as applicable) in the institution’s CRA AAs; (2) the geographic distribution of the institution’s lending, including the proportion and dispersion of the institution’s lending in its AAs and the number and amounts of loans in low-, moderate-, middle-, and upper-income geographies; (3) the distribution of loans based on borrower characteristics, including, for home mortgage loans, the number and amounts of loans to low-, moderate-, middle-, and upper-income individuals;²⁵ (4) the institution’s community development lending, including the number and amounts of community development loans and their complexity and innovativeness; and (5) the institution’s use of innovative or flexible lending practices to address the credit needs of LMI individuals and geographies.²⁶ The Investment Test evaluates the number and amounts of qualified investments that benefit the institution’s AAs. The Service Test evaluates the availability

²⁵ Examiners also consider the number and amounts of small business and small farm loans made to businesses and farms with gross annual revenues of \$1 million or less, small business and small farm loans by loan amount at origination, and consumer loans, if applicable, to low-, moderate-, middle-, and upper-income individuals. See, e.g., 12 CFR 228.22(b)(3) (2023).

²⁶ See 12 CFR 228.22(b) (2023).

and effectiveness of the institution's systems for delivering retail banking services and the extent and innovativeness of the institution's community development services.²⁷

Federal financial supervisors apply a streamlined Lending Test²⁸ and a community development test ("Community Development Test")²⁹ to evaluate the performance of an intermediate small bank, such as Worthington Bank or Pegasus Bank, in helping to meet the credit needs of the communities it serves. The Community Development Test evaluates the number and amounts of the institution's community development loans and qualified investments; the extent to which the institution provides community development services; and the institution's responsiveness through such activities to community development lending, investment, and service needs.³⁰ Small institutions, such as ABOK, are subject only to a streamlined Lending Test.³¹

The Board is concerned when HMDA data reflect disparities in the rates of loan applications, originations, and denials among members of different racial, ethnic, or gender groups in local areas. These types of disparities may indicate weaknesses in the adequacy of policies and programs at an institution for meeting its obligations to extend credit fairly. However, other information critical to an institution's credit decisions may not be available from public HMDA data.³² Consequently, the Board considers additional information not available to the public that may be needed from the institution

²⁷ See 12 CFR 228.23 and 228.24 (2023).

²⁸ See 12 CFR 228.26(a)(2) and (b) (2023); see also 70 Federal Register 44256 (Aug. 2, 2005).

²⁹ See 12 CFR 228.26(a)(2), (b), and (c) (2023).

³⁰ See 12 CFR 228.26(c) (2023).

³¹ See 12 CFR 228.26(a)(1) and (b) (2023).

³² Importantly, credit scores are not available in the public HMDA data. Accordingly, when conducting fair lending examinations, examiners analyze additional information not available to the public before reaching a determination regarding an institution's compliance with fair lending laws.

and evaluates disparities in the context of the additional information obtained regarding the lending and compliance record of an institution.

CRA Performance of BancFirst

BancFirst was assigned an overall rating of “Satisfactory” at its most recent CRA performance evaluation by the Kansas City Reserve Bank as of July 15, 2024 (“BancFirst Evaluation”).³³ The bank received a “Low Satisfactory” rating for the Lending Test and the Investment Test, and a “High Satisfactory” rating for the Service Test.³⁴

With respect to the Lending Test, examiners found that BancFirst’s lending levels reflected good responsiveness to AA credit needs. Examiners also found that a substantial majority of loans were originated in the bank’s AAs and that the geographic distribution of loans was adequate. Examiners stated that the bank’s distribution of loans among individuals of different income levels, including LMI individuals, and businesses and farms of different sizes was adequate. Examiners also noted that BancFirst made a

³³ The BancFirst Evaluation was conducted using Interagency Large Institution CRA Examination Procedures. Examiners reviewed the bank’s HMDA-reportable, small business, and small farm loans from January 1, 2020, through December 31, 2022. Examiners also reviewed community development loans and services, qualified investments, and retail banking services from March 9, 2021, through December 31, 2022. Qualified investments made prior to March 9, 2021, but still outstanding during this review period, were also considered.

³⁴ The BancFirst Evaluation covered 11 AAs, which are all located in Oklahoma, including a full-scope review of the bank’s activities in its Central Oklahoma nonmetropolitan AA; Eastern Oklahoma nonmetropolitan AA; Oklahoma City Metropolitan Statistical Area (“MSA”) AA; Southern Oklahoma nonmetropolitan AA; and Tulsa, Oklahoma, MSA AA. Examiners noted that the Oklahoma City MSA and Tulsa MSA AAs were given significantly more weight in the BancFirst Evaluation because of BancFirst’s greater presence in these AAs. Examiners also conducted a limited-scope review of BancFirst’s activities in its Kingfisher County nonmetropolitan AA; Lawton MSA AA; Northern Oklahoma nonmetropolitan AA; Southeastern Oklahoma nonmetropolitan AA; Southwestern Oklahoma nonmetropolitan AA; and Washington County nonmetropolitan AA.

relatively high level of community development loans and made use of innovative and flexible lending practices in order to serve AA credit needs.

With respect to the Investment Test, examiners found that BancFirst made an adequate level of qualified community development investments and grants but was rarely in a leadership position. Examiners found that BancFirst occasionally used innovative and complex investments to support community development initiatives. Examiners also found BancFirst exhibited adequate responsiveness to credit and community development needs.

With respect to the Service Test, examiners determined that BancFirst's delivery systems were accessible to geographies and/or individuals of different income levels in its AAs. Examiners found that the bank's record of opening and closing of branches had not adversely affected the accessibility of its delivery systems, particularly in LMI geographies or to LMI individuals. Examiners also noted that products, services, and business hours did not vary in a way that inconvenienced its AAs, particularly LMI geographies or LMI individuals. Finally, examiners found that the bank provided a relatively high level of community development services within its AAs and is responsive to the available service opportunities.

CRA Performance of Pegasus Bank

Pegasus Bank was assigned an overall rating of "Satisfactory" at its most recent CRA performance evaluation by the Dallas Reserve Bank, as of November 18, 2024 ("Pegasus Bank Evaluation").³⁵ The bank received a "Satisfactory" rating for the Lending Test and an "Outstanding" rating for the Community Development Test.

³⁵ The Pegasus Bank Evaluation was conducted using the Interagency Small Institution CRA Examination Procedures. Examiners reviewed the bank's loan-to-deposit ratio from April 1, 2020, to June 30, 2024, and the bank's home mortgage, small business loan, and consumer loan data from January 1, 2023, to December 31, 2023. Examiners reviewed community development lending, investment, and service activities from August 3, 2020, to November 18, 2024. The Pegasus Bank Evaluation involved a full-scope review of the bank's activities in its only AA, the Dallas County Metropolitan AA. The Dallas County Metropolitan AA is a portion of the Dallas-Plano-Irving Metropolitan

With respect to the Lending Test, examiners found that Pegasus Bank's average net loan-to-deposit ratio was reasonable, given the bank's asset size, financial condition, and the credit needs of the bank's AA. In addition, examiners determined that the majority of Pegasus Bank's loans were made in its AA. Examiners found the bank's lending reflected a reasonable distribution of loans throughout the bank's AA. Examiners also found that the bank had a reasonable distribution of loans among individuals of different income levels, including LMI individuals, and businesses of different sizes. Finally, examiners found that the bank had taken appropriate action in response to substantiated complaints regarding its performance in helping to meet the credit needs of its AA.

With respect to the Community Development Test, examiners found that the bank demonstrated excellent responsiveness to community development needs through qualified loans, investments, and services.

CRA Performance of Worthington Bank

Worthington Bank was assigned an overall rating of "Satisfactory" at its most recent CRA performance evaluation by the Dallas Reserve Bank, as of April 7, 2025 ("Worthington Bank Evaluation").³⁶ The bank received a "Satisfactory" rating for the Lending Test and an "Outstanding" rating for the Community Development Test.

Division (MD), a subsection of the Dallas-Fort Worth-Arlington, TX MSA. The AA includes the entirety of Dallas County but excludes the other six counties in the Dallas-Plano-Irving MD.

³⁶ The Worthington Bank Evaluation was conducted using the Interagency Small Institution CRA Examination Procedures. Examiners reviewed Worthington Bank's loan-to-deposit ratio from April 1, 2018, to December 31, 2024, and its home mortgage and small business loans from January 1, 2023, to December 31, 2023. Examiners noted that more weight was given to small business lending rather than HMDA-reportable lending, as the bank is primarily a commercial lender. Examiners also reviewed qualified community development lending, investment, and service activities from August 7, 2018, to April 7, 2025. The Worthington Bank Evaluation covered a full-scope review of Worthington Bank's only AA, the DFW Metropolitan AA, which consists of Denton and Tarrant counties. Denton County is part of the Dallas-Plano-Irving, TX Metropolitan

With respect to the Lending Test, examiners found that Worthington Bank's average net loan-to-deposit ratio was reasonable, given the bank's asset size, financial condition, and the credit needs of the bank's AA. In addition, examiners determined that the majority of Worthington Bank's loans originated in the AA. Examiners found the bank's lending reflected a reasonable distribution of loans throughout the bank's AA. Examiners also found that the bank had a reasonable distribution of loans among individuals of different income levels, including LMI individuals, and businesses of different sizes. Finally, examiners found that the bank did not receive any CRA-related complaints during the evaluation period.

With respect to the Community Development Test, examiners found that the bank demonstrated excellent responsiveness to the needs of its AA through qualified loans, investments, and services.

CRA Performance of ABOK

ABOK was assigned an overall rating of "Satisfactory" at its most recent CRA performance evaluation by the FDIC, as of May 6, 2024 ("ABOK Evaluation").³⁷ The bank received a "Satisfactory" rating for the Lending Test.

With respect to the Lending Test, examiners found that ABOK's loan-to-deposit ratio is more than reasonable given ABOK's size, financial condition, and its AAs' credit needs. In addition, examiners determined that the majority of the bank's loans were within its AAs. Examiners found the bank's geographic distribution of loans reflects a reasonable distribution of loans throughout its AAs. Examiners also found that,

MD, but the AA excludes the Collin, Dallas, Ellis, Hunt, Kaufman, and Rockwall counties that are part of this MD. Tarrant County is part of the Fort Worth-Arlington-Grapevine, TX MD, but the AA excludes the Johnson, Parker, and Wise counties that are part of this MD.

³⁷ The ABOK Evaluation was conducted using Interagency Small Institution CRA Examination Procedures. Examiners reviewed the bank's loan-to-deposit ratio from March 31, 2021, to December 31, 2023, and home mortgage and commercial loan data from January 26, 2021, to December 31, 2023. The ABOK Evaluation involved a full-scope review of the bank's activities in its Tulsa, Oklahoma, MSA AA and a limited-scope review of the Oklahoma non-MSA AA.

given the demographics of the AAs, the bank's distribution of loans to borrowers reflects reasonable penetration among individuals of different income levels, including LMI individuals, and businesses of different sizes. Finally, examiners noted that the bank did not receive any CRA-related complaints during the evaluation period.

Additional Supervisory Views

In its review of the proposal, the Board consulted with and considered the views of the FDIC as the primary federal supervisor of ABOK, of the Kansas City Reserve Bank as the primary federal supervisor of BancFirst, and of the Dallas Reserve Bank as the primary federal supervisor of Pegasus Bank and Worthington Bank. The Board also considered the results of the most recent consumer compliance examinations of BancFirst, Pegasus Bank, Worthington Bank, and ABOK, which included reviews of the banks' compliance management programs and their compliance with consumer protection laws and regulations, including fair lending.³⁸

The Board has taken this information, as well as the CRA performance records of BancFirst, Pegasus Bank, Worthington Bank, and ABOK, into account in evaluating the proposal, including in considering whether BANF has the experience and resources to ensure that the combined organization would help meet the credit needs of the communities to be served following consummation of the proposed transaction.

Additional Convenience and Needs Considerations

The Board also considers other potential effects of the proposal on the convenience and needs of the communities to be served. This includes, for example, the combined organization's business model and intended marketing and outreach and existing and anticipated product and service offerings in the communities to be served by

³⁸ Regarding the DOJ Settlement referenced by the commenter, ABOK and the DOJ agreed to the consent order in 2023, with no admission of wrongdoing by ABOK. See United States v. American Bank of Oklahoma, No. 23-cv-00371-CDL, 2023 WL 6393177 (N.D. Okla. Aug. 23, 2023). The Board has considered information provided by BANF, reviewed confidential supervisory information, and consulted with the FDIC and DOJ with respect to ABOK's lending practices.

the organization; any additional plans the combined organization has for meeting the needs of its communities following consummation; and any other information the Board deems relevant.

BANF represents that it does not expect any discontinuation in products and services for continuing customers of BancFirst or for customers of ABOK resulting from the proposed transaction,³⁹ and that customers of ABOK will be able to access the full range of products and services offered by BancFirst. BANF states that customers will benefit from the combined organization's expanded network of branches and ATMs; access to the combined bank's expanded loan capacity; access to expanded cash-management services, mortgage-lending services, Small Business Administration loans, treasury-management services, and trust services.

Branch Closures

Physical branches remain important to many banking organizations' ability to meet the credit needs of the local communities in which they operate. When banking organizations combine, whether through acquisitions, mergers, or consolidations, the combination has the potential to increase or to reduce consumers' and small businesses' access to available credit and other banking services. Although the Board does not have the authority to prohibit a bank from closing a branch, the Board focuses on the impact of expected branch closures, consolidations, and relocations that occur in connection with a proposal on the convenience and needs of the communities to be served by the resulting institution. In particular, the Board considers the effect of any closures, consolidations, or relocations on LMI communities.

Federal banking law provides a specific mechanism for addressing branch closings, including requiring that a bank provide notice to the public and the appropriate

³⁹ BANF represents that ABOK exited a small group-benefits business effective July 1, 2025, unrelated to BANF's due diligence or long-term plans for ABOK.

federal supervisory agency before a branch is closed.⁴⁰ In addition, the federal banking supervisory agencies evaluate a bank's record of opening and closing branches, particularly branches located in LMI geographies or that primarily service LMI individuals, as part of the CRA examination process.⁴¹

BANF represents that it does not presently anticipate any branch closures or consolidations in connection with the proposal.

Conclusion on Convenience and Needs Considerations

The Board has considered all the facts of record, including the records of the relevant depository institutions under the CRA, the institutions' records of compliance with fair lending and other consumer protection laws, supervisory information, information provided by BANF, the public comment on the proposal, and other potential effects of the proposal on the convenience and needs of the communities to be served. Based on that review, the Board determines that the convenience and needs factor is consistent with approval.

Financial Stability Considerations

Section 3 of the BHC Act requires the Board to consider "the extent to which a proposed acquisition, merger, or consolidation would result in greater or more concentrated risks to the stability of the United States banking or financial system."⁴²

To assess the likely effect of a proposed transaction on the stability of the United States banking or financial system, the Board considers a variety of metrics that capture the systemic "footprint" of the resulting firm and the incremental effect of the transaction on the systemic footprint of the acquiring firm. These metrics include measures of the size of the resulting firm, the availability of substitute providers for any critical products and services offered by the resulting firm, the interconnectedness of the

⁴⁰ See 12 U.S.C. § 1831r-1. The bank also is required to provide reasons and other supporting data for the closure, consistent with the institution's written policy for branch closings.

⁴¹ See, e.g., 12 CFR 228.24(d)(2) (2023).

⁴² 12 U.S.C. § 1842(c)(7).

resulting firm with the banking or financial system, the extent to which the resulting firm contributes to the complexity of the financial system, and the extent of the cross-border activities of the resulting firm.⁴³ These categories are not exhaustive, and additional categories could inform the Board's decision.

In addition to these quantitative measures, the Board considers qualitative factors, such as the opacity and complexity of an institution's internal organization, that are indicative of the relative degree of difficulty of resolving the resulting firm. A financial institution that can be resolved in an orderly manner is less likely to inflict material damage on the broader economy.⁴⁴

The Board's experience has shown that proposals involving an acquisition of less than \$10 billion in total assets, or that result in a firm with less than \$100 billion in total assets, generally are not likely to pose systemic risks. Accordingly, the Board presumes that a proposal does not raise material financial stability concerns if the assets involved fall below either of these size thresholds, absent evidence that the transaction would result in a significant increase in interconnectedness, complexity, cross-border activities, or other risk factors.⁴⁵

In this case, the Board has considered information relevant to risks to the stability of the United States banking or financial system. The proposal involves a target with less than \$10 billion in total assets and a pro forma organization with less than \$100 billion in total assets. Both the acquirer and the target are predominantly engaged

⁴³ Many of the metrics considered by the Board measure an institution's activities relative to the United States financial system.

⁴⁴ For further discussion of the financial stability standard, see Capital One Financial Corporation, FRB Order No. 2012-2 (February 14, 2012).

⁴⁵ See People's United Financial, Inc., FRB Order No. 2017-08 at 25–26 (March 16, 2017). Notwithstanding this presumption, the Board has the authority to review the financial stability implications of any proposal. For example, an acquisition involving a global systemically important bank could warrant a financial stability review by the Board, regardless of the size of the acquisition.

in retail and commercial banking activities.⁴⁶ The pro forma organization would not exhibit an organizational structure, complex interrelationships, or unique characteristics that would complicate resolution of the firm in the event of financial distress. In addition, the organization would not be a critical services provider or so interconnected with other firms or the markets that it would pose a significant risk to the financial system in the event of financial distress.

In light of all the facts and circumstances, this transaction would not appear to result in meaningfully greater or more concentrated risks to the stability of the United States banking or financial system. Based on these and all other facts of record, the Board determines that considerations relating to financial stability are consistent with approval.

Conclusion

Based on the foregoing and all the facts of record, the Board determines that the proposal should be, and hereby is, approved.⁴⁷ In reaching its conclusion, the

⁴⁶ BANF and AmeriBank offer a range of retail and commercial banking products and services. BANF has, and as a result of the proposal would continue to have, a small market share in these products and services on a nationwide basis.

⁴⁷ The commenter requested that the Board hold public hearings on the proposal. Under section 3(b) of the BHC Act, the Board must hold a public hearing on a proposal if the appropriate supervisory authorities for the acquiring bank or the bank to be acquired make a timely written recommendation of disapproval of the proposal.

12 U.S.C. § 1842(b); see also 12 CFR 225.16(e). The Board has not received such a recommendation from the appropriate supervisory authorities. Under its rules, the Board, in its discretion, may hold a public hearing if appropriate to allow interested persons an opportunity to provide relevant testimony when written comments would not adequately present their views. The Board has considered the commenter's request in light of all the facts of record. In the Board's view, the commenter has had ample opportunity to submit comments on the proposal and, in fact, submitted a written comment that the Board has considered in acting on the proposal. The commenter's request does not identify disputed issues of fact that are material to the Board's decision and would be clarified by a public hearing. In addition, the request does not demonstrate why written comments do not present the commenter's views adequately or why a hearing otherwise would be necessary or appropriate. For these reasons, and based on all the facts of record, the

Board has considered all the facts of record in light of the factors that it is required to consider under the BHC Act and other applicable statutes. The Board's approval is specifically conditioned on compliance by BANF with all the conditions imposed in this order and on any commitments made to the Board in connection with the proposal. The Board's approval also is conditioned on receipt by BANF of all required regulatory approvals. For purposes of this action, the conditions and commitments are deemed to be conditions imposed in writing by the Board in connection with its findings and decision herein and, as such, may be enforced in proceedings under applicable law.

The proposal may not be consummated before the 15th calendar day after the effective date of this order or later than three months thereafter, unless such period is extended for good cause by the Board or the Kansas City Reserve Bank, acting under delegated authority.

By order of the Board of Governors,⁴⁸ effective October 3, 2025.

(Signed) Michele Taylor Fennell

Michele Taylor Fennell
Associate Secretary of the Board

Board has determined that a public hearing is not required or warranted in this case. Accordingly, the request for public hearings on the proposal is denied.

The commenter also requested an extension of the comment period for the application. The commenter's request for additional time to comment did not identify circumstances that would warrant an extension of the public comment period for this proposal. Accordingly, the Board has determined not to extend the comment period.

⁴⁸ Voting for this action: Chair Powell, Vice Chair Jefferson, Vice Chair for Supervision Bowman, Waller, Cook, Barr, and Miran.