



INTERMEDIATE SMALL BANK

Comptroller of the Currency
Administrator of National Banks

Washington, DC 20219

PUBLIC DISCLOSURE

July 6, 2009

COMMUNITY REINVESTMENT ACT PERFORMANCE EVALUATION

First Fidelity Bank, National Association Charter Number 17045

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NOTE: This document is an evaluation of this institution's record of meeting the credit needs of its entire community, including low- and moderate-income neighborhoods consistent with safe and sound operation of the institution. This evaluation is not, nor should it 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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INSTITUTION'S CRA RATING

First Fidelity Bank, National Association (FFB) is rated *Satisfactory*.

**The Lending Test is rated *Satisfactory*.
The Community Development Test is rated *Satisfactory*.**

The major factors supporting the bank's rating include:

- A substantial majority of the bank's loans were originated within the bank's assessment areas (AAs);
- The loan-to-deposit ratio is reasonable and meets the standard for satisfactory performance;
- The bank's distribution of loans reflects a reasonable penetration to individuals and businesses of different income levels;
- The geographic distribution of loans reflects a reasonable dispersion throughout the AAs and meets the standard for satisfactory performance; and,
- FFB's community development performance demonstrates satisfactory responsiveness to the community development needs of its AAs.

SCOPE OF EXAMINATION

This Performance Evaluation assesses the bank's performance using the Intermediate Small Bank CRA procedures, which evaluates performance using the small bank Lending Test and the Community Development Test. Intermediate small banks are institutions with total assets greater than or equal to \$277 million and less than \$1.1 billion at the end of the two previous years¹.

FFB has designated the Oklahoma City, Tulsa and Phoenix MSAs as the bank's AAs. During this evaluation, full-scope reviews were performed for the Oklahoma City and Phoenix MSA AAs. A full-scope review of the Tulsa MSA AA was not performed since market presence in Tulsa is minimal. Both lending and deposit activity in the Tulsa MSA AA represent less than 5 percent of FFB's total assets.

Residential mortgage loans and small business loans originated in 2007 and 2008 were reviewed to evaluate the bank's lending performance in the Oklahoma City MSA AA. Small business loans and vehicle loans originated in 2007 and 2008 were used to evaluate the bank's lending performance in the Phoenix MSA AA. Residential mortgage loans are not a major loan product in the Phoenix area with only five HMDA loans reported in 2007 and 2008. Vehicle loans are not a major loan product for FFB in the Phoenix area and therefore more weight was given to small business lending when evaluating lending performance in the Phoenix MSA AA.

¹ 12 CFR 25.12(u) Definitions – Small Bank (updated 73 FR 78153)

The evaluation period for community development loans, investments and services was July 25, 2006 through July 6, 2009. The Investment Test included a review of investments, grants, and donations made in the bank's AAs that meet the definition of community development investments. The Service Test included a review of retail and community development services provided in the bank's AAs.

With respect to the evaluation of lending performance in the Oklahoma City MSA AA, more weight was given to the small business lending than home mortgage lending due to the number and dollar amount of small business lending versus home mortgage lending. Small business loans originated in the Oklahoma City MSA AA totaled 1,007 loans totaling just over \$101 million. Home mortgage loans originated during this same time period was 423 loans totaling just under \$27 million.

Further, more weight was given to performance in the Oklahoma City MSA AA than the Phoenix MSA AA since a majority of the bank's lending activity is concentrated in the Oklahoma City MSA AA. Approximately 75 percent of total loans are centered in the Oklahoma portfolio. Another significant factor is that the Phoenix MSA AA is new to the bank with the Phoenix locations acquired in June 2007. Since acquiring the Phoenix branches, management's focus in this market has been to manage through the struggling economy. The Phoenix economy has been reported as being among the worst in the country.

DESCRIPTION OF INSTITUTION

First Fidelity Bank, National Association (FFB), headquartered in Oklahoma City, Oklahoma, is a wholly owned subsidiary of First Fidelity Bancorp, Inc., a one bank holding company, also located in Oklahoma City. FFB was created in 1989 after the purchase of the former Commercial National Bank, Oklahoma City. FFB's operating subsidiary, FFB Investments, Incorporated, is located in Reno, Nevada. This is a shell corporation established for the primary purpose of holding direct and indirect consumer and commercial paper. The activities of the operating subsidiary do not adversely affect the capacity of FFB to meet the credit needs of its AAs. In June of 2007, FFB acquired a state bank and three branch locations in Phoenix, Arizona. FFB offers a full range of consumer and commercial related financial services, including mortgage banking, trust services, and retail non-deposit investment products. In addition to the main office located at 5100 North Classen, FFB has twenty-six full service branches, one limited service branch, and thirty-three automated teller machines (ATMs) to serve their customers. The table below provides details on FFB's branch locations.

FFB's Locations		
State	Address	City
Oklahoma	2825 N.W. 164 th Street	Edmond
	2600 S. Broadway	Edmond
	725 W. Covell Road	Edmond
	301 N. Air Depot	Midwest City
	400 S. Eastern	Moore
	501 S.W. 19 th	Moore
	1521 N. Mustang Road	Mustang
	900 N. Main Street	Noble
	131 E. Main Street	Norman
	1724 W. Lindsey Street	Norman
	3595 W. Robinson	Norman
	Main Office 5100 N. Classen Boulevard	Oklahoma City
	11919 S. Pennsylvania Avenue	Oklahoma City
700 S.W. 29 th	Oklahoma City	
2000 Classen; Suite G-14	Oklahoma City	
5800 N.W. 39 th Expressway	Oklahoma City	
5563 N.W. Expressway	Oklahoma City	
10904 N. May Avenue, Suite A	Oklahoma City	
1400 S. Meridian	Oklahoma City	
1144 N.W. 63 rd Street	Oklahoma City	
722 N. Broadway	Oklahoma City	
12215 N. MacArthur Boulevard	Oklahoma City	
30 W. 21 st Street	Tulsa	
8120 S. Yale Avenue	Tulsa	

FFB's Locations

State	Address	City
Arizona	6232 N. 32 nd Street	Phoenix
	22841 N. 19 th Avenue	Phoenix
	7401 E. Cammelback Road	Scottsdale
	16277 N. Greenway Hayden Loop	Scottsdale

FFB also offers a variety of electronic banking services to its customers, including Direct Line 24 Telephone Banking - a free 24-hour telephone banking service. Various online (Internet) banking services are also available to consumer and commercial customers.

As of March 31, 2009, FFB reported total assets of \$1,132 million, total loans of \$729 million, and a loan to deposit ratio of 82 percent. Tier 1 capital totaled \$92 million. The bank's business strategy is to focus on small business and consumer lending. The bank offers a diverse choice of loan and deposit products. Loan products include commercial, commercial real estate, consumer (individual) loans, residential real estate loans (both retained and sold to secondary market investors), and credit card loans. Loans to individuals represent 23 percent of the loan portfolio, real estate loans represent 66 percent, commercial loans represent 11 percent, with agriculture loans and other loans totaling less than 1 percent.

FFB is an interstate bank with the Oklahoma City, Tulsa and the Phoenix MSAs designated as their AAs. The Oklahoma City MSA AA consists of six counties and 334 census tracts. The Tulsa MSA AA consists of seven counties and 264 census tracts. The Phoenix MSA consists of two counties and 696 census tracts.

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

A CRA Performance Evaluation dated July 24, 2006, was previously prepared for FFB and an "Outstanding" performance rating was assigned.

SELECTION OF AREAS FOR FULL-SCOPE REVIEW

The Oklahoma City and Phoenix MSA AAs were selected for full-scope reviews, as these AAs incorporate a significant portion of the bank's activities. These AAs do not arbitrarily exclude any low- or moderate-income areas.

Oklahoma City MSA AA

As of the 2000 census, the total population of the AA was 1,095,421. This population is distributed at 3.6 percent, 27.6 percent, 39.1 percent, and 29.7 percent in low, moderate, middle, and upper-income tracts, respectively. The low- and moderate-income tracts are concentrated in the south-central portions of Oklahoma City.

Of the 814,264 families in the AA, 19.6 percent, 18.8 percent, 21.8 percent, and 39.8 percent report earning low, moderate, middle, and upper-incomes, respectively. Approximately 2.3 percent of the households receive public assistance or social security. Households below the poverty level represent 10 percent. Slightly less than 90 percent of the housing units are occupied and 61 percent are owner occupied.

Selected information about the demographics of FFB's Oklahoma City MSA AA is detailed in the table below.

Demographic and Economic Characteristics of FFB's Oklahoma City MSA AA	
Population	
Number of Families	289,647
Number of Households	429,991
Geographies	
Number of Census Tracts/BNA	334
% Low-Income Census Tracts/BNA	7.19%
% Moderate-Income Census Tracts/BNA	30.24%
% Middle-Income Census Tracts/BNA	36.23%
% Upper-Income Census Tracts/BNA	24.85%
Median Family Income (MFI)	
2000 MFI for AA	\$44,898
2009 HUD-Adjusted MFI	\$58,500
Economic Indicators	
Unemployment Rate	2.38%
2000 Median Housing Value	\$78,215
% Of Households Below Poverty Level	13.09%

FFB operates twenty full service branches, one drive-thru and twenty-seven ATMs in the Oklahoma City MSA AA. Three of the branch offices are located in moderate-income census tracts and six of the ATMs are located in moderate-income tracts.

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

The economic conditions in Oklahoma City are stable. The housing market has softened and some of the national retailers are struggling. The energy and agriculture sectors continue to prop up the local economy.

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

Phoenix MSA AA

As of the 2000 census, the total population of the AA was 3,251,876. This population is distributed at 4.9 percent, 30.5 percent, 36.2 percent, and 28.4 percent in low, moderate, middle, and upper-income tracts, respectively. The low- and moderate-income tracts are concentrated in the east and southern sections of Phoenix.

Of the 289,647 families in the AA, 20 percent, 18.2 percent, 21.7 percent, and 40.1 percent report earning low, moderate, middle, and upper-incomes, respectively. Approximately 4.4 percent of the households receive public assistance or social security. Households below the poverty level represent 13 percent. Slightly less than 91 percent of the housing units are occupied and 59 percent are owner occupied.

Selected information about the demographics of FFB's Phoenix MSA AA is detailed in the table below.

Demographic and Economic Characteristics of FFB's Phoenix MSA AA	
Population	
Number of Families	814,264
Number of Households	1,194,461
Geographies	
Number of Census Tracts/BNA	696
% Low-Income Census Tracts/BNA	6.18%
% Moderate-Income Census Tracts/BNA	28.59%
% Middle-Income Census Tracts/BNA	34.20%
% Upper-Income Census Tracts/BNA	30.17%
Median Family Income (MFI)	
2000 MFI for AA	\$51,172
2009 HUD-Adjusted MFI	\$65,900
Economic Indicators	
Unemployment Rate	2.35%
2000 Median Housing Value	\$127,589
% Of Households Below Poverty Level	9.88%

FFB operates four full service branches and four ATMs in the Phoenix MSA AA. Two of the branch offices are located in moderate-income census tracts and two of the ATMs are located in moderate-income tracts.

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

The Phoenix area is struggling economically. Rising unemployment and falling home values has positioned Phoenix among the nation's weakest economically. Many economic forecasters anticipate a long recovery period ahead.

CONCLUSIONS WITH RESPECT TO PERFORMANCE CRITERIA

COMBINED LENDING TEST

LOAN-TO-DEPOSIT RATIO

FFB's loan-to-deposit ratio is reasonable and meets the standard for satisfactory performance. The bank's loan-to-deposit ratio at March 31, 2009 was 82.36 percent. The bank's average quarterly loan-to-deposit ratio from September 31, 2006 through March 31, 2009 was 85.22 percent. This average was compared to the average of five similar banks located in FFB's AAs with total assets between \$500 million and \$1.5 billion, for the same time period. FFB's loan-to-deposit ratio slightly exceeds the average of the five comparable banks of 79.03 percent. These average loan-to-deposit ratios are listed in the following table:

Loan-To-Deposit Ratios		
Institution	Total Assets \$000's (As of 3/31/09)	Average Loan – to-Deposit Ratio
Coppermark Bank, Oklahoma, City, OK	\$1,138,710	99.05%
F&M Bank and Trust, Tulsa, OK	\$1,138,710	94.83%
Union Bank, Oklahoma City, OK	\$ 722,877	91.40%
FFB, Oklahoma City, OK	\$1,132,000	85.22%
Kirkpatrick Bank, Oklahoma City, OK	\$ 506,089	75.80%
Frontier State Bank, Oklahoma City, OK	\$ 721,618	34.08%

Source: Institution Reports of Condition from September 31, 2006 to March 31, 2009

LENDING IN ASSESSMENT AREA

FFB's lending in its AA is excellent and exceeds the standard for satisfactory performance. A substantial majority of the number and dollar amount of home mortgage, vehicle and small business loans were originated within the bank's AAs. As depicted in the table below, 90.4 percent of the number and 92.8 percent of the dollar amount of loans were originated in FFB's AAs.

Lending in AA										
Loan Type	Number of Loans					Dollars of Loans (000's)				
	Inside		Outside		Total	Inside		Outside		Total
	#	%	#	%		\$	%	\$	%	
Small Business	1,279	88.9%	160	11.1%	1,439	\$175,590	90.3%	\$18,811	9.7%	\$194,401
Home Mortgage	436	95.0%	23	5.0%	459	\$ 34,147	71.7%	\$13,480	28.3%	\$ 47,627
Vehicle	24	96.0%	1	4.0%	25	\$449,505	95.8%	\$19,493	4.2%	\$468,998
Totals	1,739	90.4%	184	9.5%	1,923	\$659,242	92.7%	\$51,784	7.3%	\$711,026

Source: Sample of 2007- 2008 home mortgage, vehicle and small business loans.

LENDING TO BUSINESSES OF DIFFERENT SIZES AND BORROWERS OF DIFFERENT INCOMES

FFB's borrower distribution of small businesses, home mortgage and vehicle loans is reasonable and meets the standard for satisfactory performance.

GEOGRAPHIC DISTRIBUTION

The overall geographic distribution of loans is reasonable and meets the standard for satisfactory performance.

RESPONSE TO COMPLAINTS

There have been no consumer complaints regarding the bank's Community Reinvestment Act performance during the evaluation period.

COMMUNITY DEVELOPMENT TEST

FFB's overall performance under the Community Development Test reflects satisfactory performance considering available opportunities and the bank's capacity, resources and operational strategy and focus.

FFB's total level of community development lending within its combined AAs consisted of eleven community development loans totaling approximately \$11 million over the evaluation period. Community development lending primarily addressed affordable housing and revitalization of low-to moderate-income areas. Affordable housing has been identified as a critical need in all three of the bank's AAs.

Qualified investments include equity investments totaling \$9.5 million in three joint ventures with the Oklahoma MetaFund utilizing New Market Tax Credits. Equity investments in these joint ventures provided funds to renovate a warehouse in Tulsa's downtown Empowerment Zone and to renovate a historic hotel and commercial building in Oklahoma City's downtown Empowerment Zone. FFB has made an equity investment of \$750 thousand in the MetaFund along with a commitment for another \$7 million. The MetaFund is a certified Community Development Financial Institution (CDFI), which invests in community development projects throughout the state of Oklahoma. FFB also invested \$500 thousand in CRA qualified mortgage backed securities. During the evaluation period, FFB made over fifty donations totaling \$283 thousand primarily to local non-profit organizations who provide affordable housing or social services to families in need.

FFB also had a good level of community development services. Bank personnel are involved in a wide variety of organizations that provide services to low- and moderate-income individuals, as well as organizations involved in economic development and affordable housing. Please refer to the *Community Development Test* comments under each state for details.

FAIR LENDING OR OTHER ILLEGAL CREDIT PRACTICES REVIEW

We found no evidence of discriminatory or other illegal credit practices inconsistent with helping to meet community credit needs.

OKLAHOMA STATE RATING

***CRA Rating for Oklahoma is Satisfactory.
The Lending test is rated Satisfactory.
The Community development test is rated Satisfactory.***

The major factors that support this rating include:

- The geographic distribution of small business and home mortgage loans is good;
- The distribution of loans to home mortgage borrowers and small business of different income levels is reasonable; and,
- Community development activity reflects a good responsiveness to community needs.

DESCRIPTION OF INSTITUTION'S OPERATIONS IN OKLAHOMA

FFB is headquartered in Oklahoma City, Oklahoma, which is located in Oklahoma County. Oklahoma County is one of six counties in the Oklahoma City MSA. Twenty four of the bank's twenty eight offices are located in Oklahoma. Twenty nine of the bank's thirty three ATMs are located in Oklahoma. Because of the bank's wide branching network in the Oklahoma City MSA, the loan portfolio is more diversified between retail and commercial loans. The Tulsa and Phoenix AAs do not have the retail branch network and focus more on commercial lending. The Phoenix branches comprise only 12 percent of the bank's deposits and 25 percent of the loans as of June 2009. As a result, more weight was given to the bank's performance in the state of Oklahoma versus Arizona when determining overall performance. The Tulsa MSA is also an AA within the state of Oklahoma comprising two branches and two ATMs. The Tulsa MSA AA represents less than five percent of the bank's total dollar amount of deposits and loans and therefore a full-scope analysis was not performed on this AA.

SCOPE OF EVALUATION IN OKLAHOMA

A full-scope review was performed of the Oklahoma City MSA AA. The Tulsa MSA AA did not receive a full-scope review due to its limited market share. The same scope and analysis methodology was used here as were described for the CRA evaluation of the institution as a whole. Please refer to the *Scope of Examination* comments previously detailed at the beginning of this Performance Evaluation.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN OKLAHOMA

OKLAHOMA LENDING TEST

LENDING TO BORROWERS OF DIFFERENT INCOMES AND TO BUSINESSES OF DIFFERENT SIZES

Overall, the distribution of loans reflects a reasonable penetration among individuals of different income levels, including low- and moderate-income, and businesses of different sizes and meets the standard for satisfactory performance.

The distribution of small business loans is good as the percentage of bank loans extended to businesses with revenues of less than \$1 million exceeded the percentage of reporting businesses with revenues of \$1 million or less in the AA. However, note that 37.8 percent of the businesses in the AA did not report income data.

Borrower Distribution of Loans to Businesses				
Business Revenues (or Sales)	≤\$1,000,000	>\$1,000,000	Unavailable/ Unknown	Total
% of AA Businesses	57.59%	4.60%	*37.81%	100%
% of Bank Loans in AA by #	76.17%	23.83%	0.00%	100%

Source: Loan sample of 2007-2008 small business loans; Dunn and Bradstreet data.

** 37.81% of the businesses did not report income data.*

The bank's distribution of home mortgage loans is adequate. While the percentage of home mortgage loans to low- and moderate-income borrowers is less than the percentage of low- and moderate-income families in the AA, this performance is not unreasonable in light of the fact that these families have a difficult time qualifying for conventional home mortgage products.

Borrower Distribution of Residential Real Estate Loans								
Borrower Income Level	Low		Moderate		Middle		Upper	
Loan Type	% of AA Families	% of Number of Loans	% of AA Families	% of Number of Loans	% of AA Families	% of Number of Loans	% of AA Families	% of Number of Loans
Home Purchase	20.04%	4.08%	18.19%	6.12%	21.66%	22.45%	40.11%	67.35%
Home Improvement	20.04%	10.19%	18.19%	15.29%	21.66%	26.75%	40.11%	47.77%
Home Refinance	20.04%	11.26%	18.19%	14.57%	21.66%	19.87%	40.11%	54.30%

Source: Home loan sample 2007--2008; U.S. Census data.

GEOGRAPHIC DISTRIBUTION OF LOANS

FFB's geographic distribution of small business and home mortgage loans is reasonable and meets the standard for satisfactory performance.

The geographic distribution of loans to businesses is good as the percentage of loans extended to low- and moderate-income geographies exceeds or approximates the percentage of businesses in those income tracts.

Geographic Distribution of Loans to Businesses								
Census Tract Income Level	Low		Moderate		Middle		Upper	
Loan Type	% of AA Businesses	% of Number of Loans	% of AA Businesses	% of Number of Loans	% of AA Businesses	% of Number of Loans	% of AA Businesses	% of Number of Loans
Small Business Loans	4.09%	4.69%	23.47%	20.96%	39.60%	41.12%	30.81%	33.23%

Source: Loan sample of 2007-2008 small business loans; Dunn and Bradstreet data.

The geographic distribution of home mortgage loans is also good as the percentage of home mortgage loans to low- and moderate-income tracts exceeds or approximates the percent of owner occupied housing in those tracts.

Geographic Distribution of Residential Real Estate Loans								
Census Tract Income Level	Low		Moderate		Middle		Upper	
Loan type	% of AA Owner Occupied Housing	% of Number of Loans	% of AA Owner Occupied Housing	% of Number of Loans	% of AA Owner Occupied Housing	% of Number of Loans	% of AA Owner Occupied Housing	% of Number of Loans
Home Purchase	1.79%	2.94%	21.95%	26.47%	41.09%	42.65%	35.17%	27.94%
Home Improvement	1.79%	1.76%	21.95%	14.12%	41.09%	40.59%	35.17%	43.53%
Home Refinance	1.79%	2.21%	21.95%	18.23%	41.09%	41.99%	35.17%	37.57%

Source: Sample of 2007-2008 home mortgage; 2000 U.S. Census data.

RESPONSES TO COMPLAINTS

FFB has not received any complaints about its performance in helping to meet the credit needs within this AA during this evaluation period.

OKLAHOMA COMMUNITY DEVELOPMENT TEST

FFB's community development performance demonstrates a reasonable responsiveness to the community development needs of the Oklahoma City MSA AA.

NUMBER AND AMOUNT OF COMMUNITY DEVELOPMENT LOANS

FFB originated eight community development loans totaling \$5.6 million. FFB extended four loans totaling \$2.3 million to finance or rehabilitate affordable multi-family housing. These projects are located in low- and moderate-income areas. The bank also originated and then extended a loan totaling \$1.5 million to develop thirty-two residential lots for affordable owner occupied housing.

FFB extended a loan for \$1.2 million to purchase and rehabilitate a commercial condominium project located in the Oklahoma City downtown Empowerment Zone. This project will attract jobs and small business to the downtown area, which is one of the objectives of the downtown revitalization plan. The bank made a \$615 thousand loan to renovate a commercial building in the downtown Empowerment Zone as part of the downtown plan to revitalize a historic downtown area known as "Film Exchange Row".

NUMBER AND AMOUNT OF QUALIFIED INVESTMENTS

FFB made an equity investment of \$750 thousand in the MetaFund, in addition to a \$7 million unfunded commitment. The MetaFund is a non-profit, multi-bank funded, community development, private equity and venture capital fund. MetaFund is a certified Community Development Financial Institution that primarily invests in community development projects throughout the state of Oklahoma that improve distressed geographic areas or create low- to moderate-income jobs. FFB also made equity investments totaling \$9.5 million in three joint ventures with the Oklahoma MetaFund utilizing New Market Tax Credits. Equity investments in these joint ventures provided funds to renovate a warehouse in Tulsa's downtown Empowerment Zone and to renovate a historic hotel and commercial building in Oklahoma City's downtown Empowerment Zone. FFB also invested \$500 thousand in CRA qualified mortgage backed securities. During the evaluation period, FFB made over fifty donations totaling \$232 thousand primarily to local non-profit organizations who provide affordable housing or social services to low- and moderate-income families.

EXTENT TO WHICH THE BANK PROVIDES COMMUNITY DEVELOPMENT SERVICES

FFB's offices and retail services are reasonably accessible to geographies and individuals of all income levels.

The bank has twenty-two branch locations, twenty of which are full service in the AA. Three of the locations are located in moderate-income tracts. The bank has a branch located in the Capital Hill area, which is predominately a Hispanic community. The Capital Hill branch is located in a moderate-income census tract that borders the downtown Empowerment Zone. Financial services in this community are limited. The bank also has twenty-seven ATMs in the AA to serve their customers, five of which are located in moderate-income tracts.

FFB has several products that provide alternative delivery systems for easy access to bank services by all sections of the bank's AA, to include low- and moderate-income individuals and geographies. In addition to branches and ATMs, the bank offers telephone banking that allows customers to obtain loan and deposit information 24-hours a day, 365-days a year, free of charge. FFB offers free checking accounts, no fee payroll cards, free electronic bill pay, and free ATMs worldwide. These free products are available in the Phoenix market as well and make banking more affordable to low- and moderate-income individuals. Online banking is also available to personal and commercial customers. FFB has a full service telephone center that permits customers to open accounts, apply for consumer loans, and inquire about rates. Bi-lingual services are offered at the call center at the Capital Hill branch to better serve the high percentage of Hispanic customers that frequent this branch. FFB's ATMs also offer transactions in Spanish to better serve the Hispanic population.

The level of qualified community development services is good. Bank officers have served in leadership positions on organizations that provide community services to low- and moderate-income families and provided technical expertise and financial assistance to these organizations. Bank officers also serve in leadership positions on organizations that are involved in economic and small business development activities. The following are examples of qualifying community development services.

➤ ***United Way***

Several bank officers serve on various committees, as well as on the Board. FFB has a history of being very supportive of the United Way, both in granting large donations and in taking leadership positions within the organization. United Way member agencies provide a variety of social services to low- and moderate-income families in the Oklahoma City area.

➤ ***Central Oklahoma Habitat for Humanity***

A bank officer serves on the Board of this non-profit organization whose primary purpose is to provide affordable owner occupied housing for limited income families living in substandard conditions.

➤ ***Mid-Del Youth and Family Center***

A bank officer serves on the Board of this non-profit organization. This organization provides a wide variety of social programs to help youth and families in a variety of life's challenges. Services are not denied based on the ability to pay.

➤ ***LifeBridge Program***

FFB has teamed with MassMutual to bring LifeBridge to their communities. LifeBridge is a free life insurance program offered to low-income families. It provides a \$50 thousand education benefit to dependent children should the policy holder die during the term of the policy. To be eligible, a family must earn less than \$40 thousand annually. The policy is entirely free and MassMutual pays the premiums. Bank officers have contributed many hours developing this program, which will be available to customers in October 2009.

ARIZONA STATE RATING

***CRA Rating for Arizona is Satisfactory.
The Lending test is rated Satisfactory.
The Community development test is rated Satisfactory.***

The major factors that support this rating include:

- The geographic distribution of small business and home mortgage loans is reasonable;
- The distribution of loans to home mortgage borrowers and small business of different income levels is good; and,
- Community development activity reflects adequate responsiveness to community needs.

DESCRIPTION OF INSTITUTION'S OPERATIONS IN ARIZONA

In June 2007, FFB acquired a state bank in Phoenix, Arizona, with three branches. FFB has two branches located in Phoenix and two branches located in Scottsdale. The Phoenix MSA has been designated as the AA, which consists of Maricopa and Pinal counties. Only four of the bank's twenty-eight branches are located in the Phoenix MSA AA and four of the bank's thirty-three ATMs are located in the AA. The Phoenix loan portfolio consists primarily of large residential and commercial real estate loans, which was the business model of the previous owners. The bank originated only five mortgage loans during the evaluation period. Consumer lending represents less than one percent of total loans in Arizona. The Phoenix branches represent approximately 25 percent of the bank's total loans. Given the distressed economic conditions of Phoenix since FFB entered this market, opportunities to expand home mortgage and small business lending has been minimal, although its management's intention to expand these loan products in the future.

Since acquiring the Arizona branches, the Phoenix economy has declined significantly. The Phoenix economy has been described as one of the worst in the country. Management's focus has been to manage the loan portfolio through this difficult economy.

SCOPE OF EVALUATION IN ARIZONA

A full-scope review was performed of the Phoenix MSA AA. In evaluating lending performance, a sample of small business loans originated in 2007 and 2008 were evaluated. Since the bank had virtually no home mortgage loans, a sample of vehicle loans originated in 2007 and 2008 were sampled. More weight was given to small business lending performance since this is a major loan product in the Phoenix AA.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN ARIZONA

ARIZONA LENDING TEST

LENDING TO BORROWERS OF DIFFERENT INCOMES AND TO BUSINESSES OF DIFFERENT SIZES

Overall, the distribution of loans reflects a reasonable penetration among individuals of different income levels, including low- and moderate-income, and businesses of different sizes and meets the standard for satisfactory performance.

The distribution of small business loans is adequate as the percentage of bank loans extended to businesses with revenues of less than \$1 million is less than the percentage of reporting businesses with revenues of \$1 million or less in the AA. The business model of the previous owners of the state bank was to make large commercial and residential real estate loans. Also, note that 33.74 percent of the businesses in the AA did not report income data, which results in a less meaningful analysis.

Borrower Distribution of Loans to Businesses				
Business Revenues (or Sales)	≤\$1,000,000	>\$1,000,000	Unavailable/ Unknown	Total
% of AA Businesses	61.73%	4.53%	*33.74%	100%
% of Bank Loans in AA by #	37.39%	62.61%	0.00%	100%

Source: Loan sample of 2007-2008 small business loans; Dunn and Bradstreet data.
 * 33.74% of the businesses did not report income data.

The distribution of vehicle loans is good. The distribution of vehicle loans by number to both low- and moderate-income borrowers exceeds the percentage of low- and moderate-income households in the AA.

Borrower Distribution of Vehicle Loans								
Borrower Income Level	Low		Moderate		Middle		Upper	
	% of AA Households	21.33%		17.66%		20.10%		40.91%
Vehicle Loans	% of Number	% of Amount	% of Number	% of Amount	% of Number	% of Amount	% of Number	% of Amount
Totals	29.2%	16.9%	20.8%	14.5%	8.3%	11.0%	41.7%	57.6%

Source: Loan sample of 2007- 2008 vehicle loans.

GEOGRAPHIC DISTRIBUTION OF LOANS

FFB's geographic distribution of small business is excellent and the distribution of vehicle loans is adequate given performance context issues for an overall satisfactory performance.

The geographic distribution of small business loans is excellent as the number of small business loans originated in low- and moderate-income geographies exceeds the percentage of AA businesses located in those tracts.

Geographic Distribution of Loans to Businesses								
Census Tract Income Level	Low		Moderate		Middle		Upper	
Loan Type	% of AA Businesses	% of Number of Loans	% of AA Businesses	% of Number of Loans	% of AA Businesses	% of Number of Loans	% of AA Businesses	% of Number of Loans
Small Business Loans	4.88%	7.14%	24.02%	28.99%	31.92%	15.97%	39.18%	47.90%

Source: Loan sample of 2007-2008 small business loans; Dunn and Bradstreet data.

No loans were extended in low-income tracts and the number of loans extended in moderate-income tracts is less than the percentage of AA households in moderate-income tracts. Little weight is given to this analysis due to vehicle lending representing a small portion of the bank's portfolio and due to the relatively recent entrance into the Phoenix market.

Geographic Distribution of Vehicle Loans								
Census Tract Income Level	Low		Moderate		Middle		Upper	
	% of AA Households	% of Number of Loans	% of AA Households	% of Number of Loans	% of AA Households	% of Number of Loans	% of AA Households	% of Number of Loans
Vehicle Loans	3.7%	0.0%	29.7%	4.2%	37.9%	25.0%	28.6%	70.8%

Source: Loan sample of 2007 and 2008 vehicle loans.

RESPONSES TO COMPLAINTS

FFB has not received any complaints about its performance in helping to meet the credit needs within this AA during this evaluation period.

ARIZONA COMMUNITY DEVELOPMENT TEST

FFB's community development performance is adequate and demonstrates a reasonable responsiveness to community development needs given the bank's recent entrance into this market, limited market share, and management's focus on managing a portfolio heavily concentrated in real estate in a very distressed Arizona economy.

NUMBER AND AMOUNT OF COMMUNITY DEVELOPMENT LOANS

FFB originated three community development loans totaling \$5.4 million. One loan for \$2 million was renewed during the evaluation period with the purpose of purchasing two affordable apartment complexes. These complexes are located in a low-income tract. In 2007, the bank originated a \$1.7 million loan for the construction of a commercial condominium project in the Phoenix downtown Empowerment Zone. This project is part of the overall downtown revitalization plan to attract small businesses and jobs to the downtown area. This loan was renewed for the same amount in 2008.

NUMBER AND AMOUNT OF QUALIFIED INVESTMENTS

Qualified investments were limited to donations to non-profit organizations that provide social services to low- and moderate-income families. FFB made eight donations totaling \$44 thousand.

EXTENT TO WHICH THE BANK PROVIDES COMMUNITY DEVELOPMENT SERVICES

FFB's offices and retail services are reasonably accessible to geographies and individuals of all income levels.

The bank has four full service locations, two of which are located in moderate-income tracts. The bank also has four ATMs in the AA to serve their customers, two of which are located in moderate-income tracts.

FFB offers the same services and products in the Phoenix AA, that were described earlier for the Oklahoma AA, providing alternative delivery systems for easy access to bank services by all sections of the bank's AA, to include low- and moderate-income individuals and geographies. In addition to branches and ATMs, the bank offers telephone banking that allows customers to obtain loan and deposit information 24-hours a day, 365-days a year, free of charge. FFB offers free checking accounts, no fee payroll cards, free electronic bill pay, and free ATMs worldwide. Online banking is also available to personal and commercial customers. FFB has a full service telephone center that permits customers to open accounts, apply for consumer loans, and inquire about rates. FFB's ATMs also offer transactions in Spanish to better serve the Hispanic population.

The level of qualified community development services is adequate. Bank officers have served in leadership positions on organizations that provide community services to low- and moderate-income families and at-risk children. The following are examples of qualifying community development services.

➤ ***Boys and Girls Club***

A bank officer serves on the Board of this non-profit organization. This organization provides various programs directed at child development for low- and moderate-income families.

➤ ***Arizona Council on Economic Education***

A bank officer serves on the Board of this non-profit organization that offers numerous programs that focus on teaching economic and financial education to grade school children.

Appendix A: Scope of Examination

Time Period Reviewed	Lending Test: January 1, 2007 to December 31, 2008 Community Development Test: July 25, 2006 to July 6, 2009	
Financial Institution		Products Reviewed
First Fidelity Bank, National Association, Oklahoma City, Oklahoma		Small business, home mortgage and community development loans.
Affiliate(s)	Affiliate Relationship	Products Reviewed
No affiliate activity was considered in this evaluation.		
List of Assessment Areas and Type of Examination		
Assessment Area	Type of Exam	Other Information
Oklahoma City MSA	Full-Scope	
Phoenix MSA	Full-Scope	
Tulsa MSA	Limited-Scope	

Appendix B: Summary of Multi-State Metropolitan Area and State Ratings

Segment Scope	Lending Test Rating	Community Development Test Rating	Overall Bank Multi-State Ratings
First Fidelity Bank	Satisfactory	Satisfactory	Satisfactory
Oklahoma	Satisfactory	Satisfactory	Satisfactory
Arizona	Satisfactory	Satisfactory	Satisfactory