OFFICE OF THE COMPTROLLER OF THE CURRENCY

INTERAGENCY BANK MERGER ACT APPLICATION

GREAT PLAINS NATIONAL BANK
ELK CITY, OKLAHOMA

AND

PROVIDENCE BANK OF TEXAS, SSB
SOUTHLAKE, TEXAS

PURSUANT TO
12 U.S.C. § 215a

VOLUME I OF II
PUBLIC SECTION

DATED AUGUST 17, 2022

FENIMORE
KAY | HARRISON

INTERAGENCY BANK MERGER ACT APPLICATION

Public reporting burden for this collection of information is estimated to average 31 and 19 hours for nonaffiliate and affiliate transactions, respectively, including the time to gather and maintain data in the required form, to review instructions, and to complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Office of the Executive Secretary, Federal Deposit Insurance Corporation (FDIC), 550 17th Street, NW, Washington, DC 20429; Secretary, Board of Governors of the Federal Reserve System (Board), 20th and C Streets, NW, Washington, DC 20551; Licensing Policy and Systems Division, Comptroller of the Currency (OCC), 400 7th Street, SW, Washington DC 20219 and to the Office of Management and Budget (OMB), Paperwork Reduction Project, Washington, DC 20503.

An organization or a person is not required to respond to a collection of information unless it displays a currently valid OMB control number.

GENERAL INFORMATION AND INSTRUCTIONS

Preparation and Use

This application is used to effect a merger transaction under section 18(c) of the Federal Deposit Insurance Act (FDIA), as amended (12 U.S.C. § 1828(c)), and for national banks using sources of merger authority, such as 12 U.S.C. §§ 215, 215a. "Merger transaction" includes a merger, consolidation, assumption of deposit liabilities, and certain asset transfers between or among two or more institutions. An application is required for merger transactions between or among affiliated institutions (affiliate transactions) as well as for merger transactions between or among nonaffiliated institutions.

An affiliate transaction refers to a merger transaction or other business combination (including a purchase and assumption) between institutions that are commonly controlled (for example, between a depository institution and an affiliated interim institution). Applicants proposing affiliate transactions are not required to complete questions 16 through 18 of this form.

All questions must be answered with complete and accurate information that is subject to verification. If the answer is "none," "not applicable," "not available," or "unknown," so state. Answers of "not available" or "unknown" should be explained.

The questions in the application are not intended to limit the applicant's presentation, nor are the questions intended to duplicate information supplied on another form or in an exhibit. A cross-reference to the information is acceptable. Any cross-reference must be made to a specific location in the documents, so the information can be found easily. Supporting information for all relevant factors, setting forth the basis for the applicant's conclusions, should accompany the application. The responsible regulatory agency may request additional information.

Applications involving insured depository institutions must be submitted to the responsible regulatory agency of the insured depository institution that is the acquiring, assuming, or resulting institution (resultant institution). All questions about preparing the Bank Merger application should be directed to that agency, along with the information requested in the application and other information requested by the responsible

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agency. In addition, all applications involving a noninsured bank or institution must be submitted to the FDIC.

For additional information regarding the processing procedures and guidelines and any supplemental information that may be required, please refer to the responsible regulatory agency's procedural guidelines (for example, the OCC's Rules and Regulations (12 C.F.R Part 5), the Comptroller's Licensing Manual, the FDIC's Rules and Regulations (12 C.F.R. Part 303) and Statement of Policy on Bank Merger Transactions) and other relevant policy statements. Contact the responsible regulatory agency directly for specific instruction, or visit its website at www.fdic.gov, www.occ.treas.gov, and www.federalreserve.gov.

Interim Charters and Federal Deposit Insurance

An interim state or federal depository institution charter may be used to facilitate a merger transaction. An interim institution is one that does not operate independently but exists, usually for a very short time, solely as a vehicle to accomplish a merger transaction (for example, to facilitate the acquisition of 100 percent of the voting shares of an existing depository institution). The processing procedures and guidelines for chartering an interim institution may be found in the guidelines of the appropriate responsible regulatory agency.

Applicants should consult the FDIC's Rules and Regulations (12 C.F.R. § 303.62(b)(2)) or contact the FDIC directly to discuss relevant deposit insurance requirements. An application for deposit insurance is not required in connection with a merger transaction (other than a purchase and assumption) between a federally chartered interim institution and an existing FDIC-insured depository institution, including those instances in which the resulting institution is to operate under the charter of the federal interim institution. However, an application for deposit insurance is required if a state-chartered interim bank or savings association is organized solely to facilitate a merger transaction which will be reviewed by a federal banking agency other than the FDIC. Merger transactions (including a purchase and assumption) between an FDIC-insured institution and a non-FDIC-insured institution are subject to FDIC approval under section 18(c)(1) of the FDIA (12 U.S.C. § 1828(c)(1)).

In making its determination to grant deposit insurance under section 5(a) of the FDIA (12 U.S.C. § 1815(a)), the FDIC will consider the factors enumerated in section 6 of the FDIA (12 U.S.C. § 1816).

If applying for deposit insurance under section 5(a), check the appropriate boxes on the top of the application form and include with this application any additional relevant information.

Establishment of Branches and Branch Closings

This Interagency Bank Merger Act Application will be deemed to constitute an application to operate the target institution's main office and branches as branches of the applicant pursuant to section 9 of the Federal Reserve Act (12 U.S.C. § 321) for state member banks, section 18(d) of the FDIA (12 U.S.C. § 1828(d)) for state nonmember insured banks, 12 U.S.C. § 36 for national banks, and 12 CFR 5.31 for federal savings associations.

Refer to the Interagency Policy Statement on Branch Closings and applicable law for branch closure notice requirements under section 42 of the FDIA (12 U.S.C. § 1831r-1) if a branch is closed as a result of a merger transaction.

Notice of Publication

An applicant must publish notice of the proposed acquisition in a newspaper of general circulation in the community or communities in which the main office of each of the parties to the transaction is located (12 U.S.C. § 1828(c)(3)), or if there is no such newspaper in any such community, then in a newspaper of general circulation published nearest to the community. A copy of the affidavit(s) of publication should be submitted to the responsible regulatory agency. Contact the responsible regulatory agency for the specific requirements of the notice of publication.

Compliance

An applicant is expected to comply with all representations and commitments made in the application. Transactions subject to the Hart-Scott-Rodino Antitrust Improvements Act of 1976 (15 U.S.C. § 18a), which applies to certain very large transactions, require a pre-merger filing with the Federal Trade Commission and the Department of Justice. Refer to the Federal Trade Commission's website for specific details (www.ftc.gov).

Electronic Submission

In addition to an original application and the appropriate number of signed copies, the responsible regulatory agencies request that the applicant submit an electronic copy of the information in the application, especially of the financial projections. Submission of an electronic copy is voluntary. It will be used only for internal review and processing, and those portions granted confidential treatment will not be released to the public. For electronic submissions, contact the responsible regulatory agency for instructions and information about secure transmission of confidential material. For the Board, the application may be submitted in paper form, or electronically through the Board's web-based application E-Apps. Additional information on E-Apps may be found on the Board's public website. For the Office of the Comptroller of the Currency (OCC), the application may be submitted in paper form, or electronically through the OCC's web-based application CATS. Additional information on CATS may be found on the OCC's public website.

Confidentiality

Any applicant desiring confidential treatment of specific portions of the application must submit a request in writing with the application. The request must discuss the justification for the requested treatment. The applicant's reasons for requesting confidentiality should specifically demonstrate the harm (for example, loss of competitive position, invasion of privacy) that would result from public release of information under the Freedom of Information Act (5 U.S.C. § 552). Information for which confidential treatment is requested should be: (1) specifically identified in the public portion of the application (by reference to the confidential section); (2) separately bound; and (3) labeled "Confidential." The applicant should follow the same procedure when requesting confidential treatment for the subsequent filing of supplemental information to the application. The applicant should contact the responsible regulatory agency for specific instructions regarding requests for confidential treatment. The responsible regulatory agency will determine whether the information will be treated as confidential and will advise the applicant of any decision to make available to the public information labeled as "Confidential."

INTERAGENCY BANK MERGER ACT APPLICATION

Check all that apply:

Type of Filing	Form of Transaction	Filed Pursuant To
☐ Affiliate/Corporate Reorganization	☐ Merger	☐ 12 U.S.C. 1828(c)
☐ Combination with Interim Depository Institution	☒ Bank Merger	☒ 12 U.S.C. 215, 215a-c
☒ Nonaffiliate Combination	☐ Purchase and Assumption	☐ 12 U.S.C. 1815(a)
☐ Other- _____	☐ Branch Purchase and Assumption	☐ Other
	☐ Other _____	

Applicant Depository Institution

Great Plains National Bank — **OCC Charter No. 23049; FDIC Certificate No. 34207**
Name — *Charter/Certificate Number*

2017 West Third
Street

Elk City — **Oklahoma** — **73644**
City — *State* — *ZIP Code*

Target Institution

Providence Bank of Texas, SSB — **FDIC Certificate No. 58560**
Name — *Charter/Certificate Number*

325 East Southlake Boulevard
Street

Southlake — **Texas** — **76092**
City — *State* — *ZIP Code*

Resultant Institution (if different than Applicant)

_____
Name — *Charter/Certificate Number*

_____
Street

_____
City — *State* — *ZIP Code*

Contact Persons:

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INTERAGENCY BANK MERGER ACT APPLICATION

1. Describe the transaction's purpose, structure, significant terms, conditions, and termination dates of related contracts or agreements, and financing arrangements, including any plan to raise additional equity or incur debt.

Parties to the Bank Merger

Great Plains National Bank. Great Plains National Bank ("Great Plains Bank" or "Applicant") is a national banking association with its main office located in Elk City, Oklahoma. Great Plains Bank conducts banking operations from its main office location at 2017 West Third, Elk City, Beckham County, Oklahoma 73644 and 20 branch offices located in the Oklahoma Counties of Beckham, Canadian, Cleveland, Dewey, Garfield, Grady, Greer, Harmon, Kiowa, Oklahoma, Payne and Washita and the Texas Counties of Collin and Dallas. As of June 30, 2022, Great Plains Bank had total assets of approximately $1.1 billion, net loans of approximately $923.7 million, total deposits of approximately $1.0 billion, and total shareholders' equity of approximately $103.0 million.

Great Plains Bank is a wholly-owned subsidiary of Great Plains Bancshares, Inc. ("GPBI"), an Oklahoma corporation and financial holding company registered under the Bank Holding Company Act of 1956, as amended ("BHC Act").

Providence Bank of Texas, SSB. Providence Bank of Texas, SSB ("Providence Bank") is a Texas state savings bank with its home office located in Southlake, Texas. Providence Bank conducts banking operations from its home office location at 325 East Southlake Boulevard, Southlake, Tarrant County, Texas 76092 and one branch office located in Fort Worth, Tarrant County, Texas. As of June 30, 2022, Providence Bank had total assets of approximately $198.3 million, net loans of approximately $140.7 million, total deposits of approximately $164.0 million, and total shareholders' equity of approximately $23.7 million.

Providence Bank is a wholly-owned subsidiary of Providence Bancshares Corporation ("PBCO"), a Texas corporation and bank holding company registered under the BHC Act.

The Bank Merger

This application (this "Application") is being filed to request the prior written approval of the Office of the Comptroller of the Currency (the "OCC") for the merger of Providence Bank with and into Great Plains Bank (the "Bank Merger") pursuant to the provisions of 12 U.S.C. § 215a and Tex. Fin. Code § 92.351. Great Plains Bank will survive the Bank Merger (as the surviving bank, the "Resulting Bank") and the separate corporate existence of Providence Bank will cease as a result of the Bank Merger. The Bank Merger is part of an integrated series of transactions for completing the acquisition of Providence Bank by GPBI, as discussed below under the heading "Holding Company Merger," which will occur simultaneous and in immediate succession.

The Bank Merger will be governed by, and will have the effects described in, 12 U.S.C. § 215a and that certain Agreement and Plan of Merger, dated as of June 30, 2022 (the "Bank Merger Agreement"), by and between Great Plains Bank and Providence Bank, a copy of which is attached hereto as **Confidential Exhibit D**.

The existing main office of Great Plains Bank located at 2017 West Third, Elk City, Beckham County, Oklahoma 73644, will continue to be the main office of the Resulting Bank at the effective time of the Bank Merger. Each of the existing branch offices of Great Plains Bank will remain branch offices

of the Resulting Bank. At the effective time of the Bank Merger, Providence Bank's home office located 325 East Southlake Boulevard, Southlake, Tarrant County, Texas 76092 and Providence Bank's only branch office, which is located at 3500 Golden Triangle Boulevard, Fort Worth, Tarrant County, Texas 76244, will continue to be operated by the Resulting Bank as branch offices of the Resulting Bank.

As a result of the proposal to retain Providence Bank's home office and branch office as branch offices of the Resulting Bank, Great Plains Bank is also requesting the approval of the OCC for the Resulting Bank to establish branches at such locations, which are 325 East Southlake Boulevard, Southlake, Texas 76092, and 3500 Golden Triangle Boulevard, Fort Worth, Texas 76244.

The Articles of Association and the Bylaws of Great Plains Bank as in effect immediately prior to the effective time of the Bank Merger will continue in effect as the Articles of Association and the Bylaws of the Resulting Bank, until the same are amended and changed as provided by law. The authorized number of shares of common stock of the Resulting Bank will be the same as the authorized number of shares of common stock of Great Plains Bank immediately prior to the effective time of the Bank Merger.

Holding Company Merger

GPBI, PBCGP Acquisition Corporation ("Newco"), a Texas corporation and wholly-owned subsidiary of GPBI, and PBCO entered into that certain Agreement and Plan of Reorganization, dated as of June 30, 2022 (the "Reorganization Agreement"), a copy of which is attached hereto on a confidential basis as **Confidential Exhibit C**. In accordance with the terms of the Reorganization Agreement, GPBI will acquire of all of the issued and outstanding shares of PBCO common stock by virtue of the merger of Newco with and into PBCO (the "First Merger"), with PBCO as the surviving corporation and the separate corporate existence of Newco ceasing as a result of the First Merger.

In connection with and immediately following the effective time of the First Merger, GPBI will cause PBCO (as the surviving corporation in the First Merger) to merge with and into GPBI in a parent-subsidiary merger under applicable law (the "Second Merger"). GPBI shall survive the Second Merger and the separate corporate existence of PBCO will cease as a result of the Second Merger. Immediately after the effective time of the Second Merger, GPBI will directly own 100% of the capital stock of both Great Plains Bank and Providence Bank. Providence Bank will not be operated as a stand-alone bank by GPBI, but rather will be immediately merged with and into Great Plains Bank following the Second Merger, as described below.

In connection with and immediately following the effective time of the Second Merger, GPBI will cause Providence Bank to merge with and into Great Plains Bank, with Great Plains Bank as the surviving bank and the separate corporate existence of Providence Bank ceasing as a result of the Bank Merger. The Bank Merger is subject to the completion of the First Merger and will occur immediately after the effective time of the Second Merger.

Purpose of the Bank Merger

The Bank Merger will consolidate the banking operations of Great Plains Bank and Providence Bank, which the parties believe are complementary and aligned with respect to business and strategic plans, safety and soundness, core values, corporate cultures, commitment to serving their communities and providing the highest quality financial products and services to their customers. The primary purposes of the Bank Merger are to gain the economies of scale and efficiencies in operations, infrastructure, risk management and financial metrics that result from a consolidated and larger organizational structure, and to allow Great Plains Bank to broaden the reach of its products and services offering, including mortgage banking products, in the Dallas-Fort Worth market area, including low-to-moderate income communities

and individuals in these markets. Following consummation of the First Merger and the Bank Merger, GPBI will continue to be a one-bank holding company directly owning 100% of the outstanding capital stock of Great Plains Bank. As of the date of this Application, the outstanding capital stock of Great Plains Bank consisted of 150,000 shares of common stock, par value $10.00 per share.

Other Terms; Closing

The Reorganization Agreement is attached hereto as **Confidential Exhibit C** and the Bank Merger Agreement is attached hereto as **Confidential Exhibit D**. Capitalized terms used but not otherwise defined in this Application have the meanings set forth in the Reorganization Agreement. A summary description of the significant terms, conditions, and termination dates related to the Reorganization Agreement and the Bank Merger Agreement, and any financing arrangements, including any plans to raise additional equity or incur debt in connection with the proposed acquisition, is set forth on **Confidential Exhibit E**.

2. Indicate any other filings related to this transaction with other state and federal regulators.

The First Merger is authorized by (a) federal law, pursuant to Section 3 of the BHC Act (12 U.S.C. §1842(a)(3)), subject to the prior approval (or waiver) of the Board of Governors of the Federal Reserve System (the "Federal Reserve"), and (b) Texas state law, pursuant to Chapter 10 of the TBOC. In connection with the filing of this Application, GPBI is filing a letter with the Federal Reserve pursuant to 12 C.F.R. § 225.12(d)(2) requesting a waiver from the application and prior approval requirements of Section 3 of the BHC Act related to the First Merger and the Second Merger. A copy of the waiver request letter is also being provided to the Texas Department of Savings and Mortgage Lending ("TDSML").

The Bank Merger is authorized by (a) federal law, pursuant to 12 U.S.C. § 1828(c) and 12 U.S.C. § 215a, subject to the prior approval of the OCC, and (b) Texas state law, pursuant to Tex. Fin. Code § 92.351. This Application is being filed with the OCC seeking prior approval of the Bank Merger, subject to the consummation of the First Merger. This Application is also being provided to the TDSML in accordance with Texas Finance Code, Title 3, Subtitle C, Subchapter H, including Tex. Fin. Code § 92.351, subject to Tex. Fin. Code § 92.354.

A certificate of merger will be filed with the OCC to effect the Bank Merger, after which the OCC will issue a certification of merger.

No other filings related to this transaction are required with any other state or federal regulators.

3. Discuss whether and how the resultant institution's business strategy and operations will remain the same or change from that of the applicant. Identify new business lines. Provide a copy of the business plan, if available. Discuss the plan for integrating any new businesses into the resultant institution.

Great Plains Bank's business strategy and operations will remain the same following consummation of the Bank Merger, other than changes related to the addition of Providence Bank's banking offices as branches of the Resulting Bank. Great Plains Bank does not anticipate any new business lines resulting from the Bank Merger. The proposed Bank Merger presents an opportunity for Great Plains Bank and Providence Bank to consolidate their personnel, locations, assets and operations to serve their existing and prospective customers and communities more efficiently. Both Great Plains Bank and Providence Bank have knowledgeable and experienced teams of bankers and do not anticipate any issues integrating the operations of Providence Bank and Great Plains Bank in the Resulting Bank.

4. Provide a copy of (a) the executed merger or transaction agreement, including any amendments, (b) any board of directors' resolutions related to the transaction, and (c) interim charter, names of organizers, and any other related documents.

The following documents are attached as indicated:

Confidential Exhibit C: A copy of the Reorganization Agreement

Confidential Exhibit D: A copy of the Bank Merger Agreement

Confidential Exhibit F: A copy of the certified resolutions of the Board of Directors of Great Plains Bank approving the Bank Merger Agreement and the Bank Merger

Confidential Exhibit G: A copy of the certified resolutions of the Board of Directors of Providence Bank approving the Bank Merger Agreement and the Bank Merger

Confidential Exhibit H: A copy of the written consent of the sole shareholder of Great Plains Bank approving the Bank Merger Agreement and the Bank Merger

Confidential Exhibit I: A copy of the board resolutions of the sole shareholder of Providence Bank approving the Bank Merger Agreement and the Bank Merger

5. Describe any issues regarding the permissibility of the proposal with regard to applicable state or federal laws or regulations (for example, nonbank activities, branching, or qualified thrift lender test).

The parties are not aware of any issues regarding the permissibility of the Bank Merger under applicable state or federal laws or regulations.

6. Describe any nonconforming or impermissible assets or activities that the applicant or resultant institution may not be permitted to retain under relevant law or regulation, including the method of and anticipated time period for divestiture or disposal.

The Resulting Bank will continue to be a national banking association under the charter of Great Plains Bank. The parties are not aware of any nonconforming or impermissible assets or activities that will be acquired or retained by Great Plains Bank, as the Resulting Bank, that are otherwise prohibited under applicable law or regulation.

7. Provide the following financial information:

a. Pro forma Balance sheet, as of the end of the most recent quarter. Indicate separately for the applicant and target institution each principal group of assets, liabilities, and

capital accounts; debit and credit adjustments (explained by footnotes) reflecting the proposed acquisition; and the resulting pro forma combined balance sheet.

Existing balance sheets of Great Plains Bank and Providence Bank as of June 30, 2022 and a pro forma balance sheet of the Resulting Bank as of June 30, 2022, reflecting the consummation of the Bank Merger, are submitted on a confidential basis as **Confidential Exhibit J** to this Application.

b. Projected balance sheets and corresponding income statements as of the end of the first three years of operation following consummation. Describe the assumptions used to prepare the projected statements.

Projected balance sheets and corresponding income statements of Great Plains Bank, as the Resulting Bank, as of the end of each of the first three years of operation following consummation of the Bank Merger are included on a confidential basis as **Confidential Exhibit J** to this Application, which include a description of the assumptions used to prepare such projected statements.

c. Provide a discussion on the valuation of the target entity and any anticipated goodwill and other intangible assets.

A discussion of Great Plains Bank's valuation of Providence Bank with respect to the proposed transaction and the anticipated goodwill and other intangible assets resulting from the transaction is set forth in **Confidential Exhibits E**.

d. Pro forma and Projected Regulatory Capital Schedule, as of the end of the most recent quarter and each of the first three years of operation, indicating

- **Each component item for common equity Tier 1 capital, additional tier 1 capital and Tier 2 capital pursuant to the currently applicable capital requirements.**
- **Total risk-weighted assets.**
- **Common equity tier 1 capital, tier 1 capital, total capital, and leverage ratios pursuant to the capital regulations. If applicable, also provide the applicant's existing and pro forma supplementary leverage ratio pursuant to the current capital adequacy regulations.**

A pro forma capital schedule as of June 30, 2022, and projected capital schedules for each of the first three years of operation following consummation of the Bank Merger, are included on a confidential basis as **Confidential Exhibit J** to this Application.

8. List the directors and senior executive officers of the resultant institution and provide the name, address, position with and shares held in resultant institution or holding company, and principal occupation (if a director). Indicate any changes to the applicant's current directors and senior executive officers that would occur at the resultant institution. Applicants should consult with the responsible regulatory agency regarding whether any biographical or financial information should be submitted with respect to any new principal shareholders, directors, and senior executive officers.

A list of the pro forma directors and senior executive officers of the Resulting Bank is submitted on a confidential basis as **Confidential Exhibit K** to this Application.

9. Describe any litigation or investigation by local, state, or federal authorities involving the applicant or any of its subsidiaries or the target or any of its subsidiaries that is currently pending or was resolved within the last two years.

There has been no litigation or, to the knowledge of Great Plains Bank or Providence Bank, investigation by local, state or federal authorities involving Great Plains Bank or Providence Bank or any of their respective subsidiaries that is currently pending or was resolved in the last two years.

10. Describe how the proposal will assist in meeting the convenience and needs of the community to be served, including, but not limited to, the following:

a. Summarize efforts undertaken or contemplated by the applicant to ascertain and address the needs of the community(ies) to be served, including community outreach activities, as a result of the proposal.

b. For the combining institutions, list any significant anticipated changes in services or products that will result from the consummation of the transaction.

c. To the extent that any products or services would be offered in replacement of any products or services to be discontinued, indicate what these are and how they would assist in meeting the convenience and needs of the communities affected by the transaction.

d. Discuss any enhancements in products or services expected to result from the transaction.

Great Plains Bank recognizes its obligations to meet the convenience and needs of the local communities from which it receives deposits. After consummation of the Bank Merger, Great Plains Bank will continue to provide services to fulfill the needs of the communities served by Great Plains Bank and Providence Bank. Management intends to use its best efforts to conduct a smooth post-merger integration to prevent any potential inconvenience to the communities and customers served by Great Plains Bank and Providence Bank. The Resulting Bank's deposit product menu, including treasury management products and services, will be similar to that currently offered by Great Plains Bank and Providence Bank, but the customers of each bank will now have access to additional brick and mortar locations and ATMs, which will increase access to the Resulting Bank's banking services. Alternate delivery systems will also be available to customers of the Resulting Bank, and will include drive thru-banking, mobile banking, online banking and online bill pay.

The proposal will provide opportunities to achieve cost savings for the combined organization by consolidating redundant functions, including loan operations, deposit operations, accounting, and system processing. Great Plains Bank believes that the combined organization will be able to provide customers with benefits through more efficient and cost-effective provisions of banking services and will be able to dedicate additional resources to meeting the banking needs of Providence Bank customers. The Bank Merger will allow the Great Plains Bank to expand its lending and community development strategies in the markets currently served by the institutions, including those in the Dallas-Fort Worth metropolitan area. Great Plains Bank has successfully developed and implemented a robust community development strategy, which is described in more detail in response to Question 11, below.

11. Describe how the applicant and resultant institution will assist in meeting the existing or anticipated needs of its community(ies) under the applicable criteria of the Community Reinvestment Act (CRA) and its implementing regulations, including the needs of low- and

moderate-income geographies and individuals. This discussion should include, but not necessarily be limited to, a description of the following:

a. The significant current and anticipated programs, products, and activities, including lending, investments, and services, as appropriate, of the applicant and the resultant institution.

Each of Great Plains Bank and Providence Bank is dedicated to community involvement, community investment and community service in the Dallas banking market. Each bank has a strong track record of compliance and CRA performance that the Resulting Bank will continue to prioritize.

Great Plains Bank has in place an active and ongoing CRA program. Its CRA program is designed to inform its customers and prospective customers of its efforts to provide deposit and credit services to all members of the communities it serves, including low-to-moderate income neighborhoods and individuals, on an equal and fair basis. Great Plains Bank's Board of Directors, officers and staff believe that to effectively know and serve the needs of the community they must be involved as an integral part of the community. Great Plains Bank works hand-in-hand with the community to ensure that its products and services are made available to all people, including those of low and moderate-income levels.

Great Plains Bank currently operates two branch locations in its Texas assessment area. One of those branches is located in a low-income census tract, and the other is located in a middle-income census tract. Great Plains Bank's Texas assessment area consists of the Dallas-Plano-Irving, Texas Metropolitan Statistical Area ("MSA"), including all of Collin County, Dallas County, Denton County and Tarrant County.

Great Plains Bank Prior CRA Performance Evaluation

In a recent Community Reinvestment Act Performance Evaluation (a "PE") dated April 2021, Great Plains Bank received an "Outstanding" rating on the Community Development Test in each of its markets, and also received an "Outstanding" as its overall Community Development Test rating. In support of those ratings in Great Plains Bank's Texas assessment area, the OCC reached the following conclusions:

- The community development lending by Great Plains Bank indicated excellent responsiveness to the needs of its Texas assessment area.
- The community development qualified investments by Great Plains Bank indicated excellent responsiveness to the needs of its Texas assessment area.
- The amount of community development services by Great Plains Bank indicated excellent responsiveness to the needs of its Texas assessment area.

As demonstrated by the PE findings, Great Plains Bank makes community development lending and investment a top priority. During the recent period covered by its last PE, Great Plains Bank originated or renewed 11 community development loans, totaling $2.6 million in its Texas assessment area. These loans were all for economic development and resulted in the retention of 247 low- and moderate-income jobs. During this same period, Great Plains Bank made qualified community development investments in its Texas assessment area totaling $1.1 million. Investments included municipal bonds that will be used to finance the construction and improvement of city streets, improvement and equipment of municipal park and recreational facilities, and to finance the construction and improvement of equipment of public safety

facilities. This benefits the community as a whole and all low- to- moderate income individuals that reside within the community.

During the period covered by its last PE, Great Plains Bank made donations to multiple charities. One of those charities focuses on the five key areas of health awareness, educational services, humanitarian relief, environmental protection and preservation, and community awareness. The other supported charity is an information technology organization that serves as a more targeted version of a Chamber of Commerce for technology companies in the Great Plains Bank's Texas assessment area. This organization helps existing employers retain their employees and assists new employers to establish businesses in the assessment area, which results in the creation of low- to moderate-income individual jobs.

Great Plains Bank emphasizes a personal commitment to community service at all levels. Bank employees conduct non-marketing outreach efforts in the Texas assessment area through their involvement with non-profit organizations and attendance at community events. For example, Great Plains Bank's Regional President serves on three boards for three organizations that are involved in economic or small business development activities and organizations that provide and support community services to low-and moderate-income families. Over the period covered by Great Plains Bank's most recent PE, this individual volunteered 165 hours and provided financial expertise to the boards he participated on.

In its most recent PE, Great Plains Bank was also found to have demonstrated satisfactory performance on the CRA Lending Test in each of its assessment areas, and received an overall "Satisfactory" rating for CRA Lending Test performance. In support of those ratings in Great Plains Bank's Texas assessment area, the OCC reached the following conclusions:

- The geographic distribution of loans by Great Plains Bank reflected a reasonable distribution of loans to low- and moderate-income census tracts for home mortgages and for small business lending.

- The distribution of loans by Great Plains Bank to individuals of different incomes and businesses of different sizes was reasonable.

Finally, in its most recent PE, examiners state that there was no evidence that Great Plains Bank had engaged in any discriminatory activities. No fair lending or redlining violations were noted.

CRA Activities of Great Plains Bank since Most Recent Performance Evaluation

Great Plains Bank believes that its CRA performance continues to be strong, including in its Texas assessment area. Great Plains Bank maintains its focus on continuing and expanding its community outreach and credit initiatives in Dallas. Great Plains Bank continues to ensure appropriate volume and distribution of loans to consumers and small businesses within its assessment areas, and it continues to prioritize community development lending, investment and services. For example, since the period covered by its most recent PE, Great Plains Bank has engaged in the following activities.

- *CRA Investment*. In 2021, Great Plains Bank made a significant CRA investment in the State of Texas. This investment was located in the Houston MSA and totaled $1.025 million. Proceeds of the investment will be used to refinance the prior bond that provides for infrastructure needs for

Houston Community College, which services six different school districts that include students from all income levels, including low- to moderate-income.

- *Small Business Lending Activity.* Great Plains Bank originated a total of 53 Home Mortgage Disclosure Act ("HMDA") reportable loans in its Texas market during 2021. With respect to the 53 loans, 81% were originated within Great Plains Bank's Texas assessment area, and 19% were originated outside the assessment area. With respect to the 81% of mortgage loans originated within the bank's assessment area, 14% were to borrowers located in a low- to moderate-income area, resulting in 35% of the overall dollar loan volume being originated in a low- to moderate-income area.

  During 2021, Great Plains Bank's Texas branches originated 31 loans to businesses that are considered small businesses. This is comparable to the average number of small business loans originated over a three-year timeframe evaluated during the bank's most recent PE. In addition, Great Plains Bank believe that it continues to exhibit a reasonable distribution of loans to individuals of different income levels and businesses and farms of different sizes. With respect to the 31 small business loans originated in Texas, 13% had properties located in a low- to moderate-income area and 32% were originated to borrowers who are considered moderate income.

- *Community Development Lending Activity*. During 2021, Great Plains Bank originated or renewed eight community development loans, totaling $23 million. Six of the eight loans are located within in the bank's Texas assessment area, and two of the eight loans were originated or renewed outside of the assessment area.

  Five of the eight community development loans are to borrowers located within a low-income area for purpose of affordable housing as defined under CRA. In addition, three of the eight loans are to borrowers located within middle- or upper-income area for the purpose of affordable housing or revitalization and/or stabilization as defined under CRA. Five of the eight community development loans are for the purchase and rehabilitation of multifamily properties within Great Plains Bank's Texas assessment area.

  Over the course of the COVID-19 pandemic, Great Plains Bank's Texas branches originated 241 loans to businesses of all income levels, including low- to moderate-income, through the Paycheck Protection Program ("PPP"). These loans qualify for economic development as defined by the Community Reinvestment Act. With respect to the 241 PPP loans, 26 were originated to businesses that are located within a low- to moderate-income area.

Outreach and Needs Assessment

Great Plains Bank recognizes that it has an ongoing obligation to ascertain, understand and seek to meet the credit needs of its community. It realizes that not all of the needs of the members of its community will come to its attention during the ordinary course of business, particularly with respect to low and moderate-income customers. That is why Great Plains Bank feels that it is important for its staff to be involved in the community. By being involved in local clubs, churches, fraternal organizations and civic groups, Great Plains Bank bankers can help deepen the understanding of the needs in the market areas it serves. This deeper understanding will enable Great Plains Bank to more adequately respond to the specific credit needs of individuals and organizations and make Great Plains Bank a better bank.

Some examples of Great Plains Bank's outreach and needs assessment activities include:

- Great Plains Bank has partnered with the Dallas REACh project to find opportunities to help increase lending opportunities to low-to moderate-income areas and borrowers.

- Great Plains Bank's mortgage department has partnered with several down payment assistance programs that are available through Gateway and US Bank, and which are available to borrowers residing in Texas.

Providence Bank CRA Performance

Providence Bank, which is evaluated for CRA under the Small Bank Performance Test, received an overall rating of "Satisfactory" on its most recent PE dated October 2020. Providence Bank believes that its CRA performance continues to be satisfactory, and will only be enhanced by the additional resources available to the Resulting Bank following the Bank Merger. While the existing assessment area of Providence Bank includes only portions of Tarrant, Dallas and Denton Counties, the assessment area of the Resulting Bank will be expanded following the Bank Merger to include all of Providence Bank's existing assessment area, as well as the entire Texas assessment area that is currently being served by Great Plains Bank.

In its most recent PE, examiners state that there was no evidence that Providence Bank had engaged in any discriminatory activities. No fair lending or redlining violations were noted.

Positive Impact of the Bank Merger on the Resulting Bank's CRA Performance

Following the completion of the Bank Merger, Great Plains Bank, as the Resulting Bank, will continue to offer the level of service for which its CRA ratings are indicative. The Resulting Bank will continue to make community service and investment a strategic priority that is supported by the bank's board of directors and all levels of its management and employees. The Resulting Bank will continue Providence Bank's and Great Plains Bank's legacies of superb customer service and strong levels of community reinvestment, including home mortgage lending, small business lending and community development lending, investment and services, taking into account the increased size and footprint of the Resulting Bank. Following completion of the Bank Merger, Great Plains Bank will continue to operate as an "Intermediate Small Bank" for CRA Evaluation purposes and will be evaluated based on its CRA lending and community development activities. Home mortgage and small business lending will continue to drive Great Plains Bank's CRA lending performance. Following the Bank Merger, Great Plains Bank anticipates an even greater distribution of lending products to small businesses and home mortgage borrowers of different incomes and geographies. The Resulting Bank also expects to continue to expand the banks' existing and active community outreach programs.

Great Plains Bank firmly believes that the Bank Merger will only enhance the ability of the Resulting Bank to serve the credit and other banking needs of the Dallas banking market. Given the limited resources and franchise visibility of each of the separate banks, as well as the highly competitive market in which they operate, Great Plains Bank believes that the Bank Merger is necessary to achieve economies of scale and resources for expansion of CRA efforts that neither institution will be able to accomplish on a stand-alone basis. Management of the Resulting Bank will continue to monitor the convenience and needs of each community that the Resulting Bank serves and will consider such convenience and needs in any business decision to expand product or service offerings. As described in more detail below, each of Great Plains Bank and Providence Bank is involved in supporting the communities that it serves, and management

of the Resulting Bank intends to continue that commitment philosophy at all of the locations of the Resulting Bank following consummation of the Bank Merger.

b. The anticipated CRA assessment area(s) of the resultant institution. If the resultant institution's CRA assessment area(s) would not include any portion of the current assessment area of the target or the applicant, describe the excluded area(s).

Providence Bank operates in the Dallas-Fort Worth MSA, with its home office located in Southlake, Tarrant County, Texas, and its sole branch office located in Fort Worth, Tarrant County, Texas. Providence Bank's CRA assessment area consists of certain portions of the Texas Counties of Dallas, Denton and Tarrant. Great Plains Bank's Texas CRA assessment area consists of the Texas Counties of Collin, Dallas, Denton and Tarrant, as part of the Dallas-Plano-Irving, Texas Metropolitan Statistical Area (which is part of the Dallas-Fort Worth MSA market). Accordingly, all of Providence Bank's CRA assessment area is included in Great Plains Bank's current CRA assessment area. Great Plains Bank's Oklahoma assessment area consists of the following: the Counties of Canadian, Cleveland, Grady and Oklahoma in the Oklahoma City Metropolitan Statistical Area; the Counties of Jackson, Dewey, Woodward, Kiowa, Roger Mills, Washita, Greer, Beckham, Harmon and Payne in the Oklahoma Non-Metropolitan Statistical Area; and Garfield County in the Enid Metropolitan Statistical Area.

The Resulting Bank's delineated CRA assessment area will be the combined assessment areas of Great Plains Bank and Providence Bank. Because all of Providence Bank's CRA assessment area is included in Great Plains Bank's CRA assessment area, there will be no change in Great Plains Bank's CRA assessment area as a result of the Bank Merger; however, the existing CRA assessment area of Providence Bank will be materially expanded. The Resulting Bank has delineated such pro forma assessment area based on various factors, including Great Plains Bank's current CRA assessment, and Resulting Bank's size, condition, lending expertise and competition. The delineation of the assessment area does not reflect any illegal discrimination, nor does it arbitrarily exclude low- or moderate-income geographies after taking into consideration the Resulting Bank's size and financial condition. Going forward following the Bank Merger, the assessment areas will be adjusted based upon the Resulting Bank's review of data, lending patterns, growth and other factors which would necessitate any change in the areas. The Resulting Bank will maintain sufficient documentation regarding the demographics of the assessment areas and opportunities for lending, investments and service offerings.

c. The plans for administering the CRA program for the resultant institution following the transaction.

Following consummation of the Bank Merger, Erin Goodall, Senior Vice President and Compliance Officer of Great Plains Bank, will serve as the Resulting Bank's Compliance Officer and will administer the CRA program for the Resulting Bank. It is not anticipated that any additional employees, policies or procedures will be necessary for administering the CRA policy post-Bank Merger. Management is committed to satisfactory or better CRA performance. It is the Resulting Bank's intention to help meet the credit and community development needs of the communities in which it operates, within the confines of safe and sound banking operations. The Resulting Bank will actively solicit input from community groups, local government officials, local churches, realtors, businesses, individuals, and other parties as to the specific needs of the community. The Resulting Bank will actively pursue loans in low- and moderate-income geographies within its assessment areas. Loan products will be tailored to the needs of the communities that it serves, including the needs of low- and moderate-income individuals.

As discussed in more detail in response to item 11.a., above, the Resulting Bank will continue to offer programs, products and services and to engage in activities that support low-to-moderate income areas and individuals in the communities currently served by each of Great Plains Bank and Providence Bank.

The Resulting Bank will continue its CRA activities as follows: (i) maintain records of services, loans, investments and donations made for CRA purposes; (ii) seek new opportunities to provide financial literacy for low-to-moderate income individuals in the Resulting Bank's primary assessment area; (iii) maintain a record of all small business loans and small farm loans funded; (iv) maintain the CRA public file and keep such file up to date; (v) remain up to date on all regulations relating to CRA; and (vi) maintain records of the community development services completed by employees for CRA purposes.

d. For an applicant or target institution that has received a CRA composite rating of "needs to improve" or "substantial noncompliance" institution-wide or, where applicable, in a state or a multistate Metropolitan Statistical Area (MSA), or has received an evaluation of less than satisfactory performance in an MSA or in the non-MSA portion of a state in which the applicant is expanding as a result of the transaction, describe the specific actions, if any, that have been taken to address the deficiencies in the institution's CRA performance record since the rating.

Not applicable.

Financial Stability

12. The Dodd-Frank Wall Street Reform and Consumer Protection Act requires regulators to consider the risk to the stability of the United States banking and financial systems when reviewing a merger transaction between financial institutions. Discuss any effect(s) that the proposed transaction may have on the stability of the United States banking and financial systems.

In accordance with Section 604(f) of the Dodd-Frank Wall Street Reform and Consumer Protection Act[1], when acting upon a merger application filed pursuant to Section 18(c) of the Federal Deposit Insurance Act, the responsible bank regulator must consider the risk to the stability of the United States banking or financial system posed by the proposed merger transaction. To assess the likely effect of a proposed transaction on the stability of the United States banking or financial system, federal banking regulators have in recent orders approving acquisitions of depository institutions considered a variety of metrics, including (i) the size of the resulting firm, (ii) whether the proposal would result in a reduction in the availability of substitute providers for the services offered by the combining firms, (iii) the extent of interconnectedness between or among the combining firms and the rest of the financial system, (iv) the extent to which the combining firms contribute to the complexity of the financial system, and (v) the extent of cross-border activities of the resulting firm.

The federal banking regulators have also recognized that certain types of transactions are likely to have only a *de minimis* impact on an institution's systemic footprint and, therefore, should be presumed not to impact financial stability considerations. Specifically, they have noted that proposals involving the acquisition of less than $10 billion in assets, or that result in a firm with less than $100 billion in total assets, may be presumed not to raise systemic financial stability considerations absent evidence that the transaction would result in "a significant increase in interconnectedness, complexity, cross-border activities, or other risk factors."

Great Plains Bank and Providence Bank submit to the regulatory authorities that the Bank Merger, or the acquisition of PBCO by GPBI, poses no meaningful risk to the stability of the United States banking or financial system, because, among other reasons, (i) the proposal involves the acquisition of less than $10 billion in assets and, after consummation of the Bank Merger, Great Plains Bank, as the resultant institution,

[1] See 12 U.S.C. 1828(c)(5), as amended.

will have less than $100 billion in total assets, (ii) after consummation of the Bank Merger, there will still be a significant number of substitute providers of the services offered by the constituent, combining institutions, (iii) Great Plains Bank is not highly interconnected with the rest of the United States financial system, (iv) Great Plains Bank does not significantly contribute to the complexity of the United States financial system, and (v) Great Plains Bank will not engage in cross-border activities.

13. The Riegle-Neal Interstate Banking and Branching Efficiency Act of 1994 (12 U.S.C. § 1831u) (R-N) imposes additional considerations for certain interstate mergers between insured banks. Savings associations are not subject to R-N. If subject to these provisions, please provide the following information:

a. Identify any host states involved with this transaction that require the target to be in operation for a minimum number of years and discuss compliance with the R-N age requirement (12 U.S.C. § 1831u(a)(5)).

b. Indicate that (1) the applicant has complied or will comply with the applicable filing requirements of any host state(s) that will result from the transaction and (2) the applicant has sent a copy of the merger application to the state bank supervisor of the resultant host state(s).

c. Indicate applicability of R-N nationwide and statewide deposit concentration limits to the transaction. If applicable, discuss compliance.

d. Indicate applicability of state-imposed deposit caps, if any. If applicable, discuss compliance.

e. Address whether:

(1) Each bank involved in the transaction is adequately capitalized on the date of filing.

(2) The resultant institution will be well capitalized and well managed upon consummation of the transaction.

f. Discuss compliance with the CRA requirement of R-N.

g. Discuss permissibility of retention of the target's main office and branches.

h. Discuss any other restrictions that the host state(s) seek to apply (including state antitrust restrictions).

Great Plains Bank is a national banking association with its main office located in the State of Oklahoma. Providence Bank is a Texas state savings bank with its home office located in the State of Texas. Great Plains Bank currently operates two branch offices in Texas, one located at 7000 Preston Road, Frisco, Collin County, Texas 75034, and the other located at 6363 North State Highway 161, Irving, Dallas County, Texas 75038. Great Plains Bank has on file with the Texas Secretary of State a Form 309 Application for Registration of an Out-of-State Financial Institution. Because Great Plains Bank currently maintains branches in the State of Texas and Providence Bank operates banking offices only in the State of Texas, Great Plains Bank and Providence Bank are considered located in the same state for purposes of 12 U.S.C. § 215a. As permitted by applicable law and as clarified in the OCC's Licensing Manual, Great

Plains has selected 12 U.S.C. § 215a, rather than the Riegle-Neal Act, as the authority under which to complete the Bank Merger. Accordingly, this item is not applicable to the Bank Merger.

14. List all offices of the applicant or target that: (a) will be established or retained as branches, including the main office, of the target institution, (b) are approved but unopened branch(es) of the target institution, including the date the current federal and state agencies granted approval(s), and (c) are existing branches that will be closed or consolidated as a result of the proposal (to the extent the information is available), and indicate the effect on the branch customers served. For each branch, list the popular name, street address, city, county, state, and zip code specifying any that are in low- and moderate-income geographies.[2]

The existing main office of Great Plains Bank located at 2017 West Third, Elk City, Beckham County, Oklahoma 73644, will be the main office of the Resulting Bank at the effective time of the Bank Merger. Each of the existing branch offices of Great Plains Bank will remain branch offices of the Resulting Bank. At the effective time of the Bank Merger, Providence Bank's home office located at 325 East Southlake Boulevard, Southlake, Texas 76092 and branch office located at 3500 Golden Triangle Boulevard, Fort Worth, Texas 76244 will be operated by the Resulting Bank as branch offices of the Resulting Bank. There are no approved but unopened branches of either institution. No existing branches will be closed or consolidated as a result of the Bank Merger. A list of all offices of the Resulting Bank is set forth on **Exhibit B**.

15. As a result of this transaction, if the applicant will be or will become affiliated with a company engaged in insurance activities that is subject to supervision by a state insurance regulator, provide:

a. The name of the company.

b. A description of the insurance activity that the company is engaged in and has plans to conduct.

c. A list of each state and the lines of business in that state in which the company holds, or will hold, an insurance license. Indicate the state where the company holds a resident license or charter, as applicable.

The Bank Merger will not result in the Resulting Bank becoming, or becoming affiliated with, a company engaged in insurance activities that is subject to supervision by a state insurance regulator. Accordingly, this item is not applicable.

If this is a nonaffiliate transaction, the applicant must reply to items 16 through 18.

16. Discuss the effects of the proposed transaction on existing competition in the relevant geographic market(s) where the applicant and the target institution operate. The applicant should contact the responsible regulatory agency for specific instructions to complete the competitive analysis.

The Bank Merger will have a negligible effect on competition and will not contribute to any significant concentration of banking in any of the markets served by either bank. Great Plains Bank is an organization of modest size while Providence Bank is considered a small bank. Given the relatively small

[2] Please designate any branch consolidations as that term is used in the Joint Policy Statement on Branch Closings, 64 FR 34844 (June 29, 1999).

sizes of the banks, the combination will not adversely impact competition in any banking market. Based on the data and analysis presented below, the Bank Merger will not have any adverse competitive effects, such as undue concentration of resources, or decreased or unfair competition. Accordingly, there will be no appreciable adverse effect on competition and no adverse impact on loan or deposit customers of either bank as a result of the Bank Merger.

Providence Bank operates only two banking offices, its home office located at 325 East Southlake Boulevard, Southlake, Tarrant County, Texas 76092, and branch office located at 3500 Golden Triangle Boulevard, Fort Worth, Tarrant County, Texas 76244. Great Plains Bank operates only two branches in Texas, which are located at 7000 Preston Road, Frisco, Collin County, Texas 75034, and 6363 North State Highway 161, Irving, Dallas County, Texas 75038. Providence Bank's two offices and Great Plains Bank's two Texas offices are situated in the Dallas-Fort Worth MSA, which is the only overlapping banking market between the two institutions.[3] Overall, the proposed Bank Merger will have a negligible or low impact on competition within the Dallas-Fort Worth MSA market.

Based on the FDIC's deposit market share data as of June 30, 2021 (the latest date for which such information is available), there were 168 financial institutions operating from 1,593 banking locations in the Dallas-Fort Worth MSA market, with aggregate total deposits in this market of approximately $787.7 billion. As of the date of such FDIC deposit share data, Great Plains Bank had approximately $57.1 million in total market deposits, representing approximately 0.01% of the deposit market share, and Providence Bank had approximately $164.8 million in total market deposits, representing approximately 0.02% of the deposit market share.

After giving effect to the Bank Merger, Great Plains Bank's pro forma deposit share in the Dallas-Fort Worth MSA market as of June 30, 2021 would have been approximately $221.9 million, representing approximately 0.03% of the deposit market share, with four in-market banking offices. After giving effect to the Bank Merger, there would have been a total of 167 financial institutions operating from 1,593 banking locations in the Dallas-Fort Worth MSA market as of June 30, 2021. The variety of intuitions available in the market range from small local community banks to larger regional and national financial institutions.

Pursuant to the FDIC's Statement of Policy on Bank Merger Transactions, in instances where the relevant geographic market has a post-merger Herfindahl-Hirschman Index ("HHI") of more than 1,800 points, the federal banking regulator normally will not deny a proposed merger transaction on antitrust grounds (absent objection from the Department of Justice) where the proposed merger transaction reflects an increase of less than 200 points from the pre-merger HHI. Based upon Department of Justice guidelines, the Department of Justice is unlikely to challenge a bank merger or acquisition involving an increase in the HHI of less than 200 points.

As of June 30, 2021, the Dallas-Fort Worth MSA market had a HHI of 2,236.6015 points. As of such date, the Bank Merger would have increased the HHI by approximately 0.0003 points to 2,236.6018 points.

For the foregoing reasons, the competitive effects of the proposed Bank Merger should be negligible in the Dallas-Fort Worth MSA market. Further, pursuant to the Department of Justice guidelines, the Bank Merger presents no adverse competitive factors. Given the number of bank and non-bank competitors in the Dallas-Fort Worth MSA market, the significant growth potential and the lack of any

[3] We note that Great Plains Bank and Providence Bank have no overlapping markets based on the defined geographic banking markets of the Federal Reserve Bank of Dallas, Eleventh District, which distinguishes Dallas and Fort Worth banking markets.

appreciable barriers to entry by other competitors, Great Plains Bank believes the Bank Merger would not have a significant adverse effect on competition in the Dallas-Fort Worth MSA.

17. If the proposed transaction involves a branch sale or any other divestiture of all or any portion of the bank, savings association or nonbank company (in the case of a merger transaction under 12 U.S.C. § 1828(c)(1)) to mitigate competitive effects, discuss the timing, purchaser, and other specific information.

The Bank Merger does not involve a branch sale or any divestiture of all or any portion of either bank to mitigate competitive effects. Therefore, this item is not applicable.

18. Describe any management interlocking relationships (12 U.S.C. §§ 3201-3208) that currently exist or would exist following consummation. Include a discussion of the permissibility of the interlock with regard to relevant laws and regulations.

There are no management interlocking relationships that currently exist or that will exist following consummation of the Bank Merger. Therefore, this item is not applicable.

OFFICE OF THE COMPTROLLER OF THE CURRENCY

SUPPLEMENT TO INTERAGENCY BANK MERGER ACT APPLICATION

All OCC applicants should provide the following supplemental information with their application:

19a. If any of the combining institutions have entered into commitments with community organizations, civic associations, or similar entities concerning providing banking services to the community, describe the commitment.

Neither Great Plains Bank nor Providence Bank has entered into commitments with community organizations, civic associations, or similar entities providing banking services to the community. Therefore, this item is not applicable.

19b. If the resultant institution will not assume the obligations entered into by the target institution, explain the reasons and describe the impact on the communities to be affected.

The Resulting Bank will assume all obligations entered into by both Great Plains Bank and Providence Bank. Therefore, this item is not applicable.

20. If acquiring a non-national bank subsidiary, provide the information and analysis of the subsidiary's activities that would be required if it were established pursuant to 12 C.F.R. § 5.34 or 5.39.

The Bank Merger is the merger of a national banking association and a Texas state savings bank. The Bank Merger does not involve an acquisition of a non-national bank subsidiary. Therefore, this item is not applicable.

CERTIFICATION

We hereby certify that our board of directors, by resolution, has authorized the filing of this application, and that to the best of our knowledge, it contains no misrepresentations or omissions of material fact. In addition, we agree to notify the responsible regulatory agency if the facts described in the filing materially change prior to receiving a decision or prior to consummation. Any misrepresentation or omission of a material fact constitutes fraud in the inducement and may subject us to legal sanctions provided by 18 U.S.C. 1001 and 1007.

We acknowledge that approval of this application is in the discretion of the responsible regulatory agency. Actions or communications, whether oral, written, or electronic, by an agency or its employees in connection with this filing, including approval of the application if granted, do not constitute a contract, either express or implied, or any other obligation binding upon the responsible regulatory agency, other federal banking agencies, the United States, or any other agency or entity of the United States, or any officer or employee of the United States. Such actions or communications will not affect the ability of any federal banking agency to exercise its supervisory, regulatory, or examination powers under applicable laws and regulations. We further acknowledge that the foregoing may not be waived or modified by any employee or agent of a federal banking agency or of the United States.

Signed this 15th day of August, 2022.

GREAT PLAINS NATIONAL BANK
a national banking association

By:_____
Mark L. Russell
Chief Executive Officer

CERTIFICATION

We hereby certify that our board of directors, by resolution, has authorized the filing of this application, and that to the best of our knowledge, it contains no misrepresentations or omissions of material fact. In addition, we agree to notify the responsible regulatory agency if the facts described in the filing materially change prior to receiving a decision or prior to consummation. Any misrepresentation or omission of a material fact constitutes fraud in the inducement and may subject us to legal sanctions provided by 18 U.S.C. 1001 and 1007.

We acknowledge that approval of this application is in the discretion of the responsible regulatory agency. Actions or communications, whether oral, written, or electronic, by an agency or its employees in connection with this filing, including approval of the application if granted, do not constitute a contract, either express or implied, or any other obligation binding upon the responsible regulatory agency, other federal banking agencies, the United States, or any other agency or entity of the United States, or any officer or employee of the United States. Such actions or communications will not affect the ability of any federal banking agency to exercise its supervisory, regulatory, or examination powers under applicable laws and regulations. We further acknowledge that the foregoing may not be waived or modified by any employee or agent of a federal banking agency or of the United States.

Signed this 12TH day of August, 2022.

PROVIDENCE BANK OF TEXAS, SSB
a Texas state saving bank

By: _____
Randall H. McCauley
President – CEO

PUBLICATION OF LEGAL NOTICES

The form of legal notice to be published in *The Elk City News*, a newspaper of general circulation in Elk City, Oklahoma, which is the location of the main office of Great Plains National Bank, and in the *Fort Worth Star-Telegram*, a newspaper of general circulation in Southlake, Texas, which is the location of the home office of Providence Bank of Texas, SSB, in connection with the proposed transaction, is attached as **Exhibit A** to this Application. The publication schedule is as follows:

The Elk City News
August 20, 2022
August 27, 2022
September 14, 2022

Fort Worth Star-Telegram
August 17, 2022
August 24, 2022
September 11, 2022

Publishers' affidavits for the respective legal notices will be forwarded to the OCC upon receipt.

INDEX OF EXHIBITS

PUBLIC SECTION, VOLUME I

A - Form of Legal Notice

B - List of Offices of the Resulting Bank

CONFIDENTIAL SECTION, VOLUME II

C - Agreement and Plan of Reorganization

D - Agreement and Plan of Merger

E - Discussion of Certain Terms

F - Resolutions of the Board of Directors of Great Plains National Bank

G - Resolutions of the Board of Directors of Providence Bank of Texas, SSB

H - Written Consent of the Sole Shareholder of Great Plains National Bank

I - Written Consent of the Sole Shareholder of Providence Bank of Texas, SSB

J - Pro Forma and Projected Financial Information

K - Directors and Senior Executive Officers of the Resulting Bank

EXHIBIT A

FORM OF LEGAL NOTICE

NOTICE OF PROPOSED BANK MERGER

Notice is given that application has been made to the Office of the Comptroller of the Currency on or about August 17, 2022 for its written consent to merge Providence Bank of Texas, SSB, 325 East Southlake Blvd., Southlake, Texas 76092, with and into Great Plains National Bank, 2017 West Third, Elk City, Oklahoma 73644. Great Plains National Bank will survive the merger. It is contemplated that all banking offices of the above-named institutions will continue to be operated following the proposed merger, including Providence Bank of Texas, SSB's banking office and messenger service office located at 325 East Southlake Blvd., Southlake, Texas 76092 and banking office located at 3500 Golden Triangle Blvd., Fort Worth, Texas 76244.

This notice is published pursuant to 12 U.S.C. 215a and 12 C.F.R. 5. Any person wishing to comment on this application may file his or her comments, in writing, with the Southern District Office of the Office of the Comptroller of the Currency at 500 North Akard Street, Suite 1600, Dallas, Texas 75201 or by email to SO.Licensing@occ.treas.gov, no later than September 19, 2022. The public may find information regarding this application, including the date of the end of the public comment period, in the OCC Weekly Bulletin at www.occ.gov. Requests for a copy of the public file on the application should be made to the Director of District Licensing.

EXHIBIT B

LIST OF OFFICES OF THE RESULTING BANK

All of the branch offices of Great Plains Bank and Providence Bank, a list of which is attached to this Exhibit B, will continue as offices of the Resulting Bank. The main office of Great Plains Bank will be the main office of the Resulting Bank. The home office of Providence Bank will become a branch office of the Resulting Bank.

Great Plains National Bank
Branch Locations

Midtown - Oklahoma City
601 NW 13th St.
Oklahoma City, OK

Edmond Branch
305 W. Memorial Rd. Suite A1
Oklahoma City, OK 73114

Yukon Branch
4300 Grant Blvd.
Yukon, OK 73099

Piedmont Branch
12001 N.W. Expressway
Piedmont, OK 73078

Moore Branch
2850 S. Telephone Road
Moore, OK 73160

Tuttle Branch
5002 E. Highway 37
Tuttle, OK 73089

El Reno Branch
710 South Country Club Road
El Reno, OK 73036

Enid Broadway Branch
401 W. Broadway Avenue
Enid, OK 73701

Enid Oakwood Branch
550 S. Oakwood
Enid, OK 73703

Cordell Branch
201 Glenn English
Cordell, OK 73632

Taloga Branch
100 South Broadway
Taloga, OK 73667

Hobart Branch
429 S. Broadway
Hobart, OK 73651

Elk City South Main Branch
1300 South Main
Elk City, OK 73644

Elk City 3rd Street Branch
2017 West Third
Elk City, OK 73644

Oklahoma City Branch
6701 Broadway Ext. Suite 400
Oklahoma City, OK 73116

Mangum Branch
101 South Oklahoma
Mangum, OK 73554

Woodward Branch
2220 Oklahoma Avenue
Woodward, OK 73801

Hollis Branch
120 West Jones
Hollis, OK 73550

Stillwater Branch
232 S. Main
Stillwater, OK 74074

Sayre Branch
128 East Main
Sayre, OK 73662

Frisco Branch
7000 Preston Road
Frisco, TX 75034

Irving Branch
6363 N. State Hwy 161 Ste. 150
Irving, TX 75038

Providence Bank of Texas
Branch Locations

Southlake Branch
325 E. Southlake Blvd.
Southlake, TX 76092

North Ft. Worth Branch
3500 Golden Triangle Blvd.
Ft. Worth, TX 76244