FEDERAL DEPOSIT INSURANCE CORPORATION
WASHINGTON, D.C.

AND

OKLAHOMA STATE BANKING DEPARTMENT
OKLAHOMA CITY, OKLAHOMA

In the Matter of	)	CONSENT ORDER
SPIRITBANK TULSA, OKLAHOMA	)	FDIC-14-0166b
(Insured State Nonmember Bank)	)	OSBD-14-C&D-1

The Federal Deposit Insurance Corporation ("FDIC") is the appropriate Federal banking agency for SpiritBank, Tulsa, Oklahoma ("Bank"), under 12 U.S.C. § 1813(q)(2).

The Oklahoma State Banking Department ("State") is the appropriate state banking agency for the Bank, pursuant to Oklahoma law under the Oklahoma Banking Code, OKLA. STAT. tit. 6 § 101 et seq.

The Bank, by and through its duly elected and acting board of directors ("Board"), has executed a "STIPULATION TO THE ISSUANCE OF A CONSENT ORDER" ("STIPULATION"), dated October 27, 2014, that is accepted by the FDIC and State. With the STIPULATION, the Bank has consented, without admitting or denying any charges of unsafe or unsound banking practices or violations of law or regulation relating to an affiliated third party payment processor and the Bank Secrecy Act ("BSA")/Anti-Money Laundering ("AML"), to the issuance of this CONSENT ORDER ("ORDER") by the FDIC and State.

Having determined that the requirements for issuance of an order under 12 U.S.C. § 1818(b) and Section 204(B) of the Oklahoma Banking Code, OKLA. STAT. tit. 6 § 204(B), and the provisions of the Oklahoma Administrative Procedures Act, OKLA. STAT. tit. 75 § 250 et seq., have been satisfied, the FDIC and the State hereby order that:

THIRD PARTY PAYMENT PROCESSOR

1. (a) On or before, but no later than January 15, 2015, the Bank shall conduct a comprehensive due diligence review of the affiliated third party payment processor and correct all issues/deficiencies identified in the review.

(b) Within 30 days after the effective date of this ORDER, the Bank shall assess all billers/retailers processing transactions through the Bank, including any nested relationships.

(c) Within 30 days after the effective date of this ORDER, the Bank shall assess the transaction volume of the billers/retailers and enact procedures to ensure all transactions being processed by the Bank are fully understood.

(d) Within 30 days after the effective date of this ORDER, the Bank shall establish adequate reserves for potential losses and charge-backs.

(e) Within 120 days after the effective date of this ORDER, the Bank shall verify that the affiliated third party payment processor to which the Bank is providing services at that time that are engaged in a money transmitter/money service business has registered as a money transmitter/money service business in all applicable states. If the Bank determines that the affiliated third party payment processor has failed to register in all applicable states, the Bank shall file Suspicious Activity Reports ("SARs") on the affiliated third party payment processor for the failure to register.

(f) Within 90 days after the effective date of this ORDER, the Bank shall reconcile and balance the affiliated third party payment processor's cash and transit accounts identified in the Report of Examination and make any adjustments that are necessary to the Bank's Consolidated Reports of Condition and Income to properly reflect the balances in the affiliated third party payment processor's cash and transit accounts.

(g) Within 45 days after the effective date of this ORDER, the Bank shall establish policies and procedures to ensure only appropriate Bank personnel are authorized to conduct transactions in the general ledger accounts, including but not limited to the affiliated third party payment processor's cash and transit accounts.

(h) Within 90 days after the effective date of this ORDER, the Bank shall review all services the Bank provides to the affiliated third party payment processor. The review shall verify that applicable expenses/service charges/fees due from the affiliated third party payment processor are consistent with comparable transaction charges to non-affiliated entities being paid to the Bank and determine the amount of expenses/service charges/fees that should have been paid in the past by affiliated third party payment processors to the Bank. The Bank shall seek reimbursement from affiliated third party payment processors for any amounts due to the Bank. The Bank shall present the findings of the review to the Regional Director of the FDIC's Dallas Region ("Regional Director") and the Commissioner of the Oklahoma State Banking Department ("Commissioner").

LOOK BACK REVIEW

2. (a) Within 45 days from the effective date of this ORDER, the Bank shall retain a qualified consultant acceptable to the Regional Director and the Commissioner to develop a written plan to conduct a thorough and independent review of deposit account and

transaction activity for the affiliated third-party payment processor from November 5, 2012, through the effective date of this ORDER, to determine whether suspicious activity involving any accounts of, or transactions through, the Bank were properly identified and reported in accordance with the applicable suspicious activity reporting requirements ("Look Back Review").

(b) The plan for the Look Back Review shall include, at a minimum:

(1) The Scope of the review;

(2) Type of accounts and transactions for review;

(3) The methodology and sampling procedures to be followed; and

(4) The anticipated date of completion of the Look Back Review.

(c) The plan for the Look Back Review, and any subsequent modifications thereof, shall be prepared and implemented in a manner acceptable to the Regional Director and the Commissioner. For this purpose, the draft plan shall be submitted to the Regional Director and the Commissioner for review and comment prior to implementation. After consideration of all such comments, and after adoption of any recommended changes, the Board shall approve the plan, which approval shall be recorded in the minutes of the Bank's Board meeting at which approved.

(d) Within 5 days of receipt of written notice from the Regional Director and the Commissioner indicating acceptability of the plan, the Bank shall implement the plan and commence the Look Back Review.

BSA COMPLIANCE PLAN
COMPLIANCE PROGRAM AND CUSTOMER IDENTIFICATION PROGRAM

3. Within 90 days from the effective date of this ORDER, the Bank shall develop, adopt and implement a revised written plan ("BSA Compliance Plan") for the continued

administration of the Bank's BSA Compliance Program and the Bank's Customer Identification Program ("CIP") designed to, among other things, ensure and maintain compliance with the BSA and its implementing rules and regulations. The Bank shall submit the revised BSA Compliance Plan to the Regional Director and the Commissioner for review and comment. Upon receipt of comments from the Regional Director and the Commissioner, if any, the Bank's Board shall review and approve the revised BSA Compliance Plan. The review and approval of the revised BSA Compliance Plan shall be recorded in the Bank's Board minutes. Thereafter, the Bank shall implement the revised BSA Compliance Plan.

At a minimum, the revised BSA Compliance Plan shall:

(a) Provide for a system of internal controls sufficient to comply in all material respects with the BSA, including affiliated third party payment processors, and its implementing rules and regulations and establishes a plan for implementing such internal controls. The system of internal controls shall provide, at a minimum:

(1) Procedures for conducting a risk-based assessment of the Bank's customer base to identify the categories of customers whose transactions and banking activities are routine and usual; and determine the appropriate level of enhanced due diligence necessary for those categories of customers whose transactions and banking activities are not routine and/or usual ("high-risk accounts");

(2) Policies and procedures with respect to high-risk accounts and customers identified through the risk assessment conducted pursuant to paragraph 2(a)(1), including the adoption of adequate

methods for conducting enhanced due diligence on high-risk accounts and customers at account opening and on an ongoing basis, and for monitoring high-risk client relationships on a transaction basis, as well as by account and customer;

(3) Policies, procedures, and systems for identifying, evaluating, monitoring, investigating, and reporting suspicious activity in the Bank's products, accounts, customers, services, and geographic areas, including:

a. Establishment of meaningful thresholds for identifying accounts and customers for further monitoring, review, and analyses;

b. Periodic testing and monitoring of such thresholds for their appropriateness to the Bank's products, customers, accounts, services, and geographic areas;

c. Review of existing systems to ensure adequate referral of information about potentially suspicious activity through appropriate levels of management, including a policy for determining action to be taken in the event of multiple filings of SARs on the same customer, or in the event a correspondent or other customer fails to provide due diligence information. Such procedures shall describe the circumstances under which an account should be closed and the processes and procedures to be followed in doing so;

d. Procedures and/or systems for each subsidiary and business area of the Bank to produce periodic reports designed to identify unusual or suspicious activity, to monitor and evaluate unusual or suspicious activity, and to maintain accurate information needed to produce these reports with the following features:

   i. The Bank's procedures and/or systems should be able to identify related accounts, countries of origin, location of the customer's businesses and residences to evaluate patterns of activity; and

   ii. The periodic reports should cover a broad range of time frames including individual days, a number of days, and a number of months, as appropriate, and should segregate transactions that pose a greater than normal risk for non-compliance with the BSA;

e. Documentation of management's decisions to file or not to file a SAR; and

f. Systems to ensure the timely, accurate, and complete filing of required SARs and any other similar or related reports required by law.

(4) Development and maintenance of policies and procedures with respect to wire transfer recordkeeping, including requirements for complete information on beneficiaries and senders, as required by 31 C.F.R. § 103.33;

(5) Procedures to ensure customers and transactions are being compared to current Office of Foreign Assets Control ("OFAC") listings; and

(6) Policies and procedures for transactions involving non-customers including, but not limited to, wire transfer services, traveler's check services, and foreign exchange services.

(b) Within 60 days after the effective date of this ORDER, the Bank shall provide for comprehensive, independent testing for compliance by the Bank with the BSA and its implementing rules and regulations, including a review of affiliated third party payment processors to be conducted by either:

(1) A qualified outside party with the requisite ability to perform such testing and analysis, or

(2) Bank personnel independent of the BSA function.

The independent testing shall, at a minimum:

(3) Test the Bank's internal procedures for monitoring compliance with the BSA and its implementing rules and regulations, including interviews of employees who handle cash transactions;

(4) Sample large currency transactions followed by a review of the Currency Transaction Report ("CTR") filings;

(5) Test the validity and reasonableness of the customer exemptions granted by the Bank;

(6) Test the Bank's recordkeeping system for compliance with the BSA and its implementing rules and regulations including, but not limited to:

a. Testing to ensure all reportable transactions have been identified;

b. Testing to ensure Bank personnel is reviewing all applicable reports, including monitoring reports for structuring activities; and

c. Testing to ensure compliance with OFAC provisions.

(7) Test the Bank's CIP procedures;

(8) Test the adequacy of the Bank's training program; and

(9) Document the scope of the testing procedures performed and the findings of the testing. The results of each independent test, as well as any apparent exceptions noted during the testing, shall be presented to the Bank's Board. The Bank's Board shall record the steps taken to correct any exceptions noted and address any recommendations made during each independent test in the minutes of the meeting.

(c) Within 30 days after the effective date of this ORDER, the Bank shall ensure that the BSA Officer has sufficient executive authority to monitor and ensure compliance with the BSA and its implementing rules and regulations.

(d) Within 90 days of the effective date of this ORDER, the Bank shall ensure that the BSA Officer has sufficient resources and staff to monitor and ensure compliance with the BSA and its implementing rules and regulations.

(e) The BSA Officer shall provide monthly comprehensive written reports to the Bank's Board, or committee established pursuant to this ORDER, regarding the Bank's adherence to the BSA Compliance Plan and this ORDER.

CORRECTION OF VIOLATIONS

4. (a) Within 120 days after the effective date of this ORDER, the Bank shall eliminate and/or correct all continuing violations of law and regulation noted in the Report of Examination.

(b) Within 120 days after the effective date of this ORDER, the Bank shall implement procedures to ensure future compliance with all applicable laws and regulations.

(c) Within 120 days after the effective date of this ORDER, the Bank shall address any contraventions of policy noted in the Report of Examination.

SHAREHOLDER NOTIFICATION

5. After the effective date of this ORDER, the Bank shall send a copy of this ORDER, or otherwise furnish a description of this ORDER, to its shareholders (1) in conjunction with the Bank's next shareholder communication, and also (2) in conjunction with its notice or proxy statement preceding the Bank's next shareholder meeting. The description shall fully describe the ORDER in all material respects. The description and any accompanying communication, statement, or notice shall be sent to the FDIC Accounting and Securities Disclosure Section, Washington, D.C. 20429, for review at least 20 days prior to dissemination

to shareholders. Any changes requested by the FDIC shall be made prior to dissemination of the description, communication, notice, or statement.

COMPLIANCE COMMITTEE – NON-EMPLOYEE DIRECTORS REQUIRED

6. Within 45 days after the effective date of this ORDER, the Bank's Board shall establish a committee of the Bank's board of directors charged with the responsibility of ensuring that the Bank complies with the provisions of this ORDER. At least fifty percent of the members of such committee shall be directors not employed in any capacity by the Bank other than as a director. The committee shall report monthly to the full Bank's Board, and a copy of the report and any discussion relating to the report or the ORDER shall be noted in the minutes of the Bank's Board meetings. The establishment of this subcommittee shall not diminish the responsibility or liability of the entire Bank's Board to ensure compliance with the provisions of this ORDER.

PROGRESS REPORTS

7. Within 30 days after the end of the first calendar quarter following the effective date of this ORDER, and within 30 days after the end of each successive calendar quarter, the Bank shall furnish written progress reports to the Regional Director and the Commissioner detailing the form and manner of any actions taken to secure compliance with this ORDER and the results thereof. Such reports may be discontinued when the corrections required by the ORDER have been accomplished and the Regional Director and the Commissioner have released the Bank in writing from making additional reports.

The provisions of this ORDER shall not bar, stop, or otherwise prevent the FDIC or any other federal or state agency or department from taking any other action against the Bank or any of the Bank's current or former institution-affiliated parties.

This ORDER shall be effective on the date of issuance.

The provisions of this ORDER shall be binding upon the Bank, its institution-affiliated parties, and any successors and assigns thereof.

The provisions of this ORDER shall remain effective and enforceable except to the extent that and until such time as any provision has been modified, terminated, suspended, or set aside by the FDIC and the State.

Issued pursuant to delegated authority this 28th day of October 2014.

/s/
Kristie K. Elmquist
Regional Director
Dallas Region
Division of Risk Management Supervision
Federal Deposit Insurance Corporation

/s/
Mick Thompson
Commissioner
Oklahoma State Banking Department