BANCFIRST CORP /OK/
Form 10-K
March 16, 2009
Table of Contents

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15 (d) OF

THE SECURITIES EXCHANGE ACT OF 1934

For the Fiscal Year Ended December 31, 2008 **Commission File Number 0-14384**

BANCFIRST CORPORATION

(Exact name of registrant as specified in its charter)

OKLAHOMA	**73-1221379**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**

101 North Broadway, Oklahoma City, Oklahoma 73102

(Address of principal executive offices)(Zip Code)

Registrant s telephone number, including area code: (405) 270-1086

Securities registered pursuant to Section 12(b) of the Act:

Common Stock, $1.00

Par Value Per Share

(Title of Class)

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ¨ No x

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ¨ No x

Indicate by check mark whether the registrant (1) has filed all reports required by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No ¨

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant s knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act.

Large accelerated filer	¨	Accelerated filer	x
Non-accelerated filer	¨ (Do not check if a smaller reporting company)	Smaller reporting company	¨

Indicated by check mark whether the registrant is a shell company (as defined by Rule 12b-2 of the Exchange Act). Yes ¨ No x

The aggregate market value of the Common Stock held by nonaffiliates of the registrant computed using the last sale price on June 30, 2008 was approximately $300,573,000.

As of February 28, 2009, there were 15,291,641 shares of Common Stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE:

Portions of the Proxy Statement for the May 28, 2009 Annual Meeting of Stockholders of registrant (the 2009 Proxy Statement) to be filed pursuant to Regulation 14A are incorporated by reference into Part III of this report.

Table of Contents

FORM 10-K

CROSS-REFERENCE INDEX

Item		Page
	PART I	
1.	Business.	1
1a.	Risk Factors.	13
1b.	Unresolved Staff Comments.	18
2.	Properties.	18
3.	Legal Proceedings.	19
4.	Submission of Matters to a Vote of Security Holders.	19
	PART II	
5.	Market for the Registrant s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.	19
6.	Selected Financial Data.	20
7.	Management s Discussion and Analysis of Financial Condition and Results of Operations.	20
7A.	Quantitative and Qualitative Disclosures About Market Risk.	20
8.	Financial Statements and Supplementary Data.	21
9.	Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.	21
9A.	Controls and Procedures.	21
9B.	Other Information.	21
	PART III	
10.	Directors, Executive Officers and Corporate Governance of the Registrant.	21
11.	Executive Compensation.	22
12.	Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.	22
13.	Certain Relationships, Director Independence and Related Transactions.	22
14.	Principal Accountant Fees and Services.	22
	PART IV	
15.	Exhibits and Financial Statement Schedules.	22
Signatures.		26
Financial Information.		Appendix A

Table of Contents

PART I

Item 1. ***Business.***

General

BancFirst Corporation (the Company) is an Oklahoma business corporation and a financial holding company under Federal law. It conducts virtually all of its operating activities through its principal wholly-owned subsidiary, BancFirst (the Bank or BancFirst), a state-chartered bank headquartered in Oklahoma City, Oklahoma. The Company also owns 100% of the common securities of BFC Capital Trust II, a Delaware Business Trust, 100% of Council Oak Partners LLC, an Oklahoma limited liability company engaging in investing activities, and 100% of Wilcox, Jones & McGrath, Inc., an Oklahoma business corporation operating as an independent insurance agency.

The Company was incorporated as United Community Corporation in July 1984 for the purpose of becoming a bank holding company. In June 1985, it merged with seven Oklahoma bank holding companies that had operated under common ownership and the Company has conducted business as a bank holding company since that time. Over the next several years the Company acquired additional banks and bank holding companies, and in November 1988 the Company changed its name to BancFirst Corporation. Effective April 1, 1989, the Company consolidated its 12 subsidiary banks and formed BancFirst. Over the intervening decades, the Company has continued to expand through acquisitions and de-novo branches. BancFirst currently has 87 banking locations serving 44 communities throughout Oklahoma.

The Company s strategy focuses on providing a full range of commercial banking services to retail customers and small to medium-sized businesses in both the non-metropolitan trade centers of Oklahoma and the metropolitan markets of Oklahoma City, Tulsa, Lawton, Muskogee, Norman and Shawnee. The Company operates as a super community bank , managing its community banking offices on a decentralized basis, which permits them to be responsive to local customer needs. Underwriting, funding, customer service and pricing decisions are made by Presidents in each market within the Company s strategic parameters. At the same time, the Company generally has a larger lending capacity, broader product line and greater operational scale than its principal competitors in the non-metropolitan market areas (which typically are independently-owned community banks). In the metropolitan markets served by the Company, the Company s strategy is to focus on the needs of local businesses that are not served adequately by larger institutions.

The Bank maintains a strong community orientation by, among other things, selecting members of the communities in which the Bank s branches operate to local consulting boards that assist in marketing and providing feedback on the Bank s products and services to meet customer needs. As a result of the development of broad banking relationships with its customers and community branch network, the Bank s lending and investing activities are funded almost entirely by core deposits.

The Bank centralizes virtually all of its processing, support and investment functions in order to achieve consistency and operational efficiencies. The Bank maintains centralized control functions such as operations support, bookkeeping, accounting, loan review, compliance and internal auditing to ensure effective risk management. The Bank also provides centrally certain specialized financial services that require unique expertise.

The Bank provides a wide range of retail and commercial banking services, including: commercial, real estate, agricultural and consumer lending; depository and funds transfer services; collections; safe deposit boxes; cash management services; retail brokerage services; and other services tailored for both individual and corporate customers. The Bank also offers trust services and acts as executor, administrator, trustee, transfer agent and in various other fiduciary capacities. Through its Technology and Operations Center, the Bank provides item processing, research and other correspondent banking services to financial institutions and governmental units.

Table of Contents

The Bank s primary lending activity is the financing of business and industry in its market areas. Its commercial loan customers are generally small to medium-sized businesses engaged in light manufacturing, local wholesale and retail trade, services, agriculture, and the energy industry. Most forms of commercial lending are offered, including commercial mortgages, other forms of asset-based financing and working capital lines of credit. In addition, the Bank offers Small Business Administration (SBA) guaranteed loans through BancFirst Commercial Capital, a division established in 1991.

Consumer lending activities of the Bank consist of traditional forms of financing for automobiles, residential mortgage loans, home equity loans, and other personal loans. In addition, the Bank is one of Oklahoma s largest providers of guaranteed student loans. Residential loans consist primarily of home loans in non-metropolitan areas which are generally shorter in duration than typical mortgages and reprice within five years.

The Bank s range of deposit services include checking accounts, NOW accounts, savings accounts, money market accounts, sweep accounts, club accounts, individual retirement accounts and certificates of deposit. Overdraft protection and autodraft services are also offered. Deposits of the Bank are insured by the Bank Insurance Fund administered by the Federal Deposit Insurance Corporation (FDIC). In addition, certain Bank employees are licensed insurance agents qualified to offer tax deferred annuities.

Trust services offered through the Bank s Trust and Investment Management Division (the Trust Division) consist primarily of investment management and administration of trusts for individuals, corporations and employee benefit plans. Investment options include pooled equity and fixed income funds managed by the Trust Division and advised by nationally recognized investment management firms. In addition, the Trust Division serves as bond trustee and paying agent for various Oklahoma municipalities and governmental entities.

BancFirst has the following principal subsidiaries: Council Oak Investment Corporation, a small business investment corporation, Council Oak Real Estate, Inc., a real estate investment company, BancFirst Agency, Inc., a credit life insurance agency, Lenders Collection Corporation, which is engaged in collection of troubled loans assigned to it by BancFirst, and BancFirst Community Development Corporation, a certified community development entity. All of these companies are Oklahoma corporations.

The Company had approximately 1,457 and 1,443 full-time equivalent employees as of December 31, 2008 and 2007, respectively. Its principal executive offices are located at 101 North Broadway, Oklahoma City, Oklahoma 73102, telephone number (405) 270-1086.

Market Areas and Competition

The banking environment in Oklahoma is very competitive. The geographic dispersion of the Company s banking locations presents several different levels and types of competition. In general, however, each location competes with other banking institutions, savings and loan associations, brokerage firms, personal loan finance companies and credit unions within their respective market areas. The communities in which the Bank maintains offices are generally local trade centers throughout Oklahoma. The major areas of competition include interest rates charged on loans, underwriting terms and conditions, interest rates paid on deposits, fees on non-credit services, levels of service charges on deposits, completeness of product line and quality of service.

Management believes the Company is in an advantageous competitive position operating as a super community bank. Under this strategy, the Company provides a broad line of financial products and services to small to medium-sized businesses and consumers through full service community banking offices with decentralized management, while achieving operating efficiency and product scale through product standardization and centralization of processing and other functions. Each full service banking office has senior management with significant lending experience who exercise substantial autonomy over credit and pricing decisions. This decentralized management approach, coupled with continuity of service by the same staff members, enables the Bank to develop long-term customer relationships, maintain high quality service and

Table of Contents

respond quickly to customer needs. The majority of its competitors in the non-metropolitan areas are much smaller, and neither offer the range of products and services nor have the lending capacity of BancFirst. In the metropolitan communities, the Company s strategy is to be more responsive to, and more focused on, the needs of local businesses that are not served effectively by larger institutions. As reported by the FDIC, the Company s market share of deposits for Oklahoma was 5.37% as of June 30, 2008 and 5.52% as of June 30, 2007.

Marketing to existing and potential customers is performed through a variety of media advertising, direct mail and direct personal contacts. The Company monitors the needs of its customer base through its Product Development Group, which develops and enhances products and services in response to such needs. Sales, customer service and product training are coordinated with incentive programs to motivate employees to cross-sell the Bank s products and services.

Control of the Company

Affiliates of the Company beneficially own approximately 54% of the outstanding shares of the Company s common stock outstanding as of February 28, 2009. Under Oklahoma law, holders of a majority of the outstanding shares of common stock are able to elect all of the directors and approve significant corporate actions, including business combinations. Accordingly, the affiliates have the ability to control the business and affairs of the Company.

Supervision and Regulation

Banking is a complex, highly regulated industry. The Company s growth and earnings performance and those of the Bank can be affected not only by management decisions and general and local economic conditions, but also by the statutes administered by, and the regulations and policies of, various governmental regulatory authorities. These authorities include, but are not limited to, the Board of Governors of the Federal Reserve System (the Federal Reserve Board), the Federal Deposit Insurance Corporation (the FDIC) and the Oklahoma State Banking Department.

The primary goals of the bank regulatory framework are to maintain a safe and sound banking system and to facilitate the conduct of sound monetary policy. This regulatory framework is intended primarily for the protection of a financial institution s depositors, rather than the institution s shareholders and creditors. The following discussion describes certain of the material elements of the regulatory framework applicable to bank holding companies and financial holding companies and their subsidiaries and provides certain specific information relevant to the Company, which is both a bank holding company and a financial holding company. The descriptions are qualified in their entirety by reference to the specific statutes and regulations discussed. Further, such statutes, regulations and policies are continually under review by Congress and state legislatures, and federal and state regulatory agencies. A change in statutes, regulations or regulatory policies applicable to the Company, including changes in interpretation or implementation thereof, could have a material effect on the Company s business.

Regulatory Agencies

As a financial holding company and a bank holding company, the Company is regulated under the Bank Holding Company Act of 1956 (the Bank Holding Company Act), as amended by the 1999 financial modernization legislation known as the Gramm-Leach-Bliley Act (the GLB Act), as well as other federal and state laws governing the banking business. The GLB Act preserves the role of the Federal Reserve Board as the umbrella supervisor for both financial holding companies and bank holding companies while at the same time incorporating a system of functional regulation designed to take advantage of the strengths of the various federal and state regulators. In particular, the GLB Act replaces with more limited exemptions the broad exemption from Securities and Exchange Commission (SEC) regulation that banks previously enjoyed, and it reaffirms that states are the regulators for the insurance activities of all persons who conduct such activities, including banks.

Table of Contents

The Company s banking subsidiary is subject to regulation and supervision by various regulatory authorities, including the Oklahoma State Banking Department and the FDIC. The Company and its subsidiaries and affiliates are also subject to various other laws, regulations, supervision and examination by other regulatory agencies, all of which directly or indirectly affect the operations and management of the Company and its ability to make distributions to shareholders.

Additionally, the Company s common stock is registered with the SEC under Section 12(b) of the Securities Exchange Act of 1934, as amended (the Exchange Act). Consequently, the Company is subject to the information, proxy solicitation, insider trading and other restrictions and requirements of the SEC under the Exchange Act and, as a company whose shares are traded on the NASDAQ Global Select Market System, the rules of the NASDAQ Stock Market.

Recent Legislation

Emergency Economic Stabilization Act of 2008

On October 3, 2008, the Emergency Economic Stabilization Act of 2008 (the EESA) was signed into law. The EESA authorized the Treasury to access up to $700 billion to protect the U.S. economy and restore confidence and stability to the financial markets. One such program under the Treasury Department s Troubled Asset Relief Program (TARP) was action by Treasury to make significant investments in U.S. financial institutions through the Capital Purchase Program (CPP). The Treasury s stated purpose for implementing the CPP was to improve the capitalization of healthy institutions, which would improve the flow of credit to businesses and consumers, and boost the confidence of depositors, investors, and counterparties alike. All federal banking and thrift regulatory agencies encouraged eligible institutions to participate in the CPP. The Company elected not to participate in the TARP Capital Purchase Program. Management believes that current capital sources are sufficient to support organic growth, acquisitions within our current market areas, cash dividends on our common stock and periodic stock repurchases.

The Federal Reserve has also developed an Asset-Backed Commercial Paper Money Market Fund Liquidity Facility (AMLF) and the Commercial Paper Funding Facility (CPFF). The AMLF provides loans to depository institutions to purchase asset-backed commercial paper from money market mutual funds. The CPFF provides a liquidity backstop to U.S. issuers of commercial paper. These facilities are presently authorized through April 30, 2009.

Financial Stability Plan

On February 10, 2009, Treasury Secretary Timothy Geithner outlined the Financial Stability Plan, a comprehensive plan to restore stability to the U.S. financial system. The Financial Stability Plan addresses the government s strategy to strengthen the economy by getting credit flowing again to families and businesses, while imposing new measures and conditions to strengthen accountability, oversight and transparency on the financial institutions receiving funds from the government. These stronger monitoring conditions will be the new standards applicable to new TARP recipients subsequent to the enactment of the Financial Stability Plan and such conditions do not apply retroactively to TARP recipients under EESA.

American Recovery and Reinvestment Act of 2009

On February 17, 2009, the Congress enacted the American Recovery and Reinvestment Act of 2009 (Stimulus Act). The Stimulus Act includes federal tax cuts, expansion of unemployment benefits and other social welfare provisions, and domestic spending in education, health care, and infrastructure, including the energy sector. The Stimulus Act includes new provisions relating to compensation paid by institutions that receive government assistance under TARP, including institutions that have already received such assistance. The provisions include restrictions on the amounts and forms of compensation payable, provision for possible reimbursement of previously paid compensation and a requirement that compensation be submitted to non-binding say on pay shareholders votes.

Table of Contents

Homeowner Affordability and Stability Plan

Also in February 2009, the U.S. Treasury announced the Homeowner Affordability and Stability Plan, which proposes to provide refinancing for certain homeowners, to support low mortgage rates by strengthening confidence in Fannie Mae and Freddie Mac, and to establish a Homeowner Stability Initiative to reach at-risk homeowners. Among other things, the Homeowner Stability Initiative would offer monetary incentive to mortgage servicers and mortgage holders for certain modifications of at-risk loans, and would establish an insurance fund designed to reduce foreclosures.

Temporary Liquidity Guarantee Program

On November 21, 2008, following a determination by the Secretary of the Treasury that systemic risk existed in the nation s financial sector, the FDIC adopted a Final Rule to implement its Temporary Liquidity Guarantee Program (TLG Program). The TLG Program, designed to avoid or mitigate adverse effects of economic conditions on financial stability, has two primary components: The Debt Guarantee Program, by which the FDIC will guarantee the payment of certain newly issued senior unsecured debt issued by the depository institution, and the Transaction Account Guarantee Program, by which the FDIC will guarantee certain noninterest-bearing transaction accounts. The goal of the TLG Program is to decrease the cost of funding to the bank so that bank lending to consumers and businesses will normalize.

The Debt Guarantee Program temporarily would guarantee all newly issued senior unsecured debt up to prescribed limits issued by participating entities on or after October 14, 2008, through and including June 30, 2009. As a result of this guarantee, the unpaid principal and contract interest of an entity s newly issued senior unsecured debt would be paid by the FDIC upon a payment default. The debt eligible for coverage under the Debt Guarantee Program has to be issued by participating entities on or before June 30, 2009. The FDIC agreed to guarantee such debt until the earlier of the maturity date of the debt or until June 30, 2012.

The Transaction Account Guarantee Program provides for a temporary full guarantee by the FDIC for funds held at FDIC-insured depository institutions in non interest-bearing transaction accounts above the existing deposit insurance limit. This coverage became effective on October 14, 2008, and would continue through December 31, 2009 (assuming that the insured depository institution does not opt-out of this component of the TLG Program). Under the Transaction Account Guarantee Program, a participating institution will be able to provide customers full coverage on non-interest bearing transaction accounts, as defined in the Interim Rule, for an annual fee of 10 basis points. The coverage will be in effect for participating institutions until the end of 2009. After that date, these accounts will be subject to the basic insurance amount.

The Company has elected to participate in the TLG Program with respect to noninterest-bearing deposit accounts and certain interest-bearing checking accounts. The Company currently does not plan to participate in the TLG Program with respect to the guarantee of applicable unsecured obligations.

It is not clear at this time what impact the EESA, the CPP, the TLG Program, the Financial Stability Plan, the Stimulus Act, the Homeowner Affordability and Stability Plan, or other liquidity and funding initiatives will have on the financial markets and the other difficulties described above, including the high levels of volatility and limited credit availability currently being experienced, or on the U.S. banking and financial industries and the broader U.S. and global economies. Failure of these programs to address the issues noted above could have an adverse effect on the Company and its business.

Pending Legislation

Additional legislation and regulations may by enacted or promulgated in the future, and the Company is unable to predict the form such legislation or regulation may take, or the degree to which it would need to modify its businesses or operations to comply with such legislation or regulation. For example, proposed legislation has been introduced in Congress that would amend the federal Bankruptcy Code to permit modifications of certain mortgages that are secured by a Chapter 13 debtor s principal residence.

Table of Contents

Proposed legislation is introduced in almost every legislative session that would dramatically affect the regulation of the banking industry. In light of the 2008 financial crisis and a new administration in the White House, it is anticipated that legislation reshaping the regulatory landscape could be proposed in 2009. The Company cannot predict if any such legislation will be adopted or if it is adopted how it would affect the business of the Company or the Bank. Past history has demonstrated that new legislation or changes to existing laws or regulations usually results in a greater compliance burden and therefore generally increases the cost of doing business.

Bank Holding Company Activities

Financial in Nature Requirement

As a bank holding company that has elected to become a financial holding company pursuant to the Bank Holding Company Act, the Company may affiliate with securities firms and insurance companies and engage in other activities that are financial in nature or incidental or complementary to activities that are financial in nature. Financial in nature activities include securities underwriting, dealing and market making, sponsoring mutual funds and investment companies, insurance underwriting and agency, merchant banking, and other activities that the Federal Reserve Board, in consultation with the Secretary of the U.S. Treasury, determines from time to time to be financial in nature or incidental to such financial activity or is complementary to a financial activity and does not pose a safety and soundness risk.

Federal Reserve Board approval is not required for the Company to acquire a company (other than a bank holding company, bank or savings association) engaged in activities that are financial in nature or incidental to activities that are financial in nature, as determined by the Federal Reserve Board. Prior Federal Reserve Board approval is required before the Company may acquire the beneficial ownership or control of more than 5% of the voting shares or substantially all of the assets of a bank holding company, bank or savings association.

Because the Company is a financial holding company, if its subsidiary bank receives a rating under the Community Reinvestment Act of 1977, as amended (CRA), of less than satisfactory, the Company will be prohibited, until the rating is raised to satisfactory or better, from engaging in new activities or acquiring companies other than bank holding companies, banks or savings associations, except that the Company could engage in new activities, or acquire companies engaged in activities, that are closely related to banking under the Bank Holding Company Act. In addition, if the Federal Reserve Board finds that the Company s subsidiary bank is not well capitalized or well managed, the Company would be required to enter into an agreement with the Federal Reserve Board to comply with all applicable capital and management requirements and which may contain additional limitations or conditions. Until corrected, the Company would not be able to engage in any new activity or acquire companies engaged in activities that are not closely related to banking under the Bank Holding Company Act without prior Federal Reserve Board approval. If the Company fails to correct any such condition within a prescribed period, the Federal Reserve Board could order the Company to divest of its banking subsidiary or, in the alternative, to cease engaging in activities other than those closely related to banking under the Bank Holding Company Act. Although the Company is a financial holding company, it continues to maintain its status as a bank holding company for purposes of other Federal Reserve Board regulations.

Interstate Banking

Under the Riegle-Neal Interstate Banking and Branching Act (the Riegle-Neal Act), a bank holding company may acquire banks in states other than its home state, subject to any state requirement that the bank has been organized and operating for a minimum period of time, not to exceed five years, and the requirement that the bank holding company not control, prior to or following the proposed acquisition, more than 10% of the total amount of deposits of insured depository institutions nationwide or, unless the acquisition is the bank holding company s initial entry into the state, more than 30% of such deposits in the state (or such lesser or greater amount set by the state).

Table of Contents

The Riegle-Neal Act also authorizes banks to merge across state lines, thereby creating interstate branches. Banks are also permitted to acquire and to establish new branches in other states where authorized under the laws of those states.

Regulatory Approval

In determining whether to approve a proposed bank acquisition, federal bank regulators will consider, among other factors, the effect of the acquisition on competition, financial condition, and future prospects including current and projected capital ratios and levels, the competence, experience, and integrity of management and record of compliance with laws and regulations, the convenience and needs of the communities to be served, including the acquiring institution s record of compliance under the CRA, and the effectiveness of the acquiring institution in combating money laundering activities.

Dividend Restrictions

Various federal and state statutory provisions and regulations limit the amount of dividends the Company s subsidiary bank and certain other subsidiaries may pay without regulatory approval. The payment of dividends by any subsidiary bank may also be affected by other regulatory requirements and policies, such as the maintenance of adequate capital. If, in the opinion of the applicable regulatory authority, a bank under its jurisdiction is engaged in, or is about to engage in, an unsafe or unsound practice (which, depending on the financial condition of the bank, could include the payment of dividends), such authority may require, after notice and hearing, that such bank cease and desist from such practice. The FDIC has formal and informal policies which provide that insured banks should generally pay dividends only out of current operating earnings.

Holding Company Structure

Transfer of Funds from Subsidiary Bank

The Bank is subject to restrictions under federal law that limit the transfer of funds or other items of value from the Bank to the Company and its nonbank subsidiaries (including affiliates) in so-called covered transactions. In general, covered transactions include loans and other extensions of credit, investments and asset purchases, as well as certain other transactions involving the transfer of value from a subsidiary bank to an affiliate or for the benefit of an affiliate. Unless an exemption applies, covered transactions by a subsidiary bank with a single affiliate are limited to 10% of the subsidiary bank s capital and surplus and, with respect to all covered transactions with affiliates in the aggregate, to 20% of the subsidiary bank s capital and surplus. Also, loans and extensions of credit to affiliates generally are required to be secured in specified amounts. A bank s transactions with its nonbank affiliates are also generally required to be on arm s length terms.

Source of Strength

The Federal Reserve Board has a policy that a bank holding company is expected to act as a source of financial and managerial strength to each of its subsidiary banks and, under appropriate circumstances, to commit resources to support each such subsidiary bank. This support may be required at times when the bank holding company may not have the resources to provide the support.

The FDIC may order the assessment of the Company if the capital of the Bank were to become impaired. If the Company failed to pay the assessment within three months, the FDIC could order the sale of the Company s stock in the Bank to cover the deficiency.

Capital loans by a bank holding company to its subsidiary bank are subordinate in right of payment to deposits and certain other indebtedness of the subsidiary bank. In addition, in the event of a bank holding company s bankruptcy, any commitment by the bank holding company to a federal bank regulatory agency to maintain the capital of its subsidiary bank will be assumed by the bankruptcy trustee and entitled to a priority of payment.

Table of Contents

Depositor Preference

The Federal Deposit Insurance Act (the FDI Act) provides that, in the event of the liquidation or other resolution of an insured depository institution, the claims of depositors of the institution (including the claims of the FDIC as subrogee of insured depositors) and certain claims for administrative expenses of the FDIC as a receiver will have priority over other general unsecured claims against the institution. If an insured depository institution fails, insured and uninsured depositors, along with the FDIC, will have priority in payment ahead of unsecured, nondeposit creditors with respect to any extensions of credit they have made to such insured depository institution.

Capital Requirements

The Federal Reserve Board, the Comptroller and the FDIC have issued substantially similar risk-based and leverage capital guidelines applicable to United States banking organizations. In addition, these regulatory agencies may from time to time require that a banking organization maintain capital above the minimum levels, whether because of its financial condition or actual or anticipated growth. The risk-based guidelines of the FDIC, the regulatory agency with oversight over state nonmember banks such as the Bank, define a three-tier capital framework. Core, or Tier 1, capital, consists of common and qualifying preferred stockholders equity, less certain intangibles and other adjustments. Supplementary, or Tier 2, capital includes, among other items, certain other debt and equity investments that do not qualify as Tier 1 capital. Market risk, or Tier 3, capital, includes qualifying unsecured subordinated debt. The sum of Tier 1 and Tier 2 capital less investments in unconsolidated subsidiaries represents qualifying total capital. Risk-based capital ratios are calculated by dividing Tier 1 and total capital by risk-weighted assets. Assets and off-balance sheet exposures are assigned to one of four categories of risk-weights, based primarily on relative credit risk. The minimum Tier 1 capital ratio is 4% and the minimum total capital ratio is 8%.

Applicable banking regulations also require banking organizations such as the Bank to maintain a minimum leverage ratio (Tier 1 capital to adjusted total assets) of 3%. The principal objective of this measure is to place a constraint on the maximum degree to which banks can leverage their equity capital base. These ratio requirements are minimums. Any institution operating at or near those levels would be expected by the regulators to have well-diversified risk, including no undue interest rate risk exposures, excellent asset quality, high liquidity, and good earnings and, in general, would have to be considered a strong banking organization. All other organizations and any institutions experiencing or anticipating significant growth are expected to maintain capital ratios at least one to two percent above the minimum levels, and higher capital ratios can be required if warranted by particular circumstances or risk profile.

The various regulatory agencies have adopted substantially similar regulations that define the five capital categories (well capitalized, adequately capitalized, undercapitalized, significantly undercapitalized and critically undercapitalized) for classifying insured depository institutions, using the total risk-based capital, Tier 1 risk-based capital and leverage capital ratios as the relevant capital measures, and requires the respective federal regulatory agencies to implement systems for prompt corrective action for insured depository institutions that do not meet minimum capital requirements within such categories. Such regulations establish progressively more restrictive constraints on operations, management and capital distributions depending on the category in which an institution is classified.

To be well capitalized under federal bank regulatory agency definitions, a depository institution must have (i) a Tier 1 risk-based capital ratio of 6% or greater, (ii) a total risk-based capital ratio of 10% or greater, and (iii) a leverage ratio of 5% or greater. An adequately capitalized bank is defined as one that has (i) a Tier 1 risk-based capital ratio of 4% or greater, (ii) a total risk-based capital ratio of 8% or greater, and (iii) a leverage ratio of 4% or greater, and an undercapitalized bank is defined as one that has (i) a Tier 1 risk-based capital ratio of less than 4%, (ii) a total risk-based capital ratio of less than 8%, and (iii) a leverage ratio of less than 4%. A bank is considered significantly undercapitalized if the bank has (i) a Tier 1 risk-based capital ratio of less than 3%, (ii) a total risk-based capital ratio of less than 6%, and (iii) a leverage ratio of less than 3%, and

Table of Contents

critically undercapitalized if the bank has a ratio of tangible equity to total assets equal to or less than 2%. The applicable federal regulatory agency for a bank that is well capitalized may reclassify it as an adequately capitalized or undercapitalized institution and subject it to the supervisory actions applicable to the next lower capital category, if it determines that the bank is in an unsafe or unsound condition or deems the bank to be engaged in an unsafe or unsound practice and not to have corrected the deficiency. Under federal banking laws, failure to meet the minimum regulatory capital requirements could subject a banking institution to a variety of enforcement remedies available to federal regulatory authorities, including the termination of deposit insurance by the FDIC and seizure of the institution. As of December 31, 2008, the Bank had a Tier 1 ratio of 11.82%, a combined Tier 1 and Tier 2 ratio of 12.99%, and a leverage ratio of 9.39% and, accordingly, was considered to be well capitalized as of such date.

In addition, the Federal Reserve Board has established minimum risk based capital guidelines and leverage ratio guidelines for bank holding companies that are substantially similar to those adopted by bank regulatory agencies with respect to depository institutions. These guidelines provide for a minimum leverage ratio of 3% for bank holding companies that meet certain specified criteria, including those having the highest regulatory rating. All other bank holding companies generally are required to maintain a leverage ratio of at least 4%. As of December 31, 2008, the Company had a Tier 1 ratio of 12.61%, a combined Tier 1 and Tier 2 ratio of 13.78%, and a leverage ratio of 10.02% and, accordingly, was in compliance with all of the Federal Reserve Board s capital guidelines.

From time to time, the Federal Reserve Board and the Federal Financial Institutions Examination Council propose changes and amendments to, and issue interpretations of, risk-based capital guidelines and related reporting instructions. Such proposals or interpretations could, if implemented in the future, affect the Company s reported capital ratios and net risk-adjusted assets.

As an additional means to identify problems in the financial management of depository institutions, the FDI Act requires federal bank regulatory agencies to establish certain non-capital safety and soundness standards for institutions for which they are the primary federal regulator. The standards relate generally to operations and management, asset quality, interest rate exposure and executive compensation. The agencies are authorized to take action against institutions that fail to meet such standards.

The FDIC Act requires federal bank regulatory agencies to take prompt corrective action with respect to FDIC-insured depository institutions that do not meet minimum capital requirements. A depository institution s treatment for purposes of the prompt corrective action provisions will depend upon how its capital levels compare to various capital measures and certain other factors, as established by regulation.

Deposit Insurance Assessments

Under the Federal Deposit Insurance Reform Act of 2005, the FDIC adopted a new risk-based premium system for FDIC deposit insurance, providing for quarterly assessments of FDIC insured institutions based on their respective rankings in one of four risk categories depending upon their examination ratings and capital ratios. Beginning in 2007, well-capitalized institutions with certain CAMELS ratings (under the Uniform Financial Institutions Examination System adopted by the Federal Financial Institutions Examination Council) were grouped in Risk Category I and were assessed for deposit insurance premiums at an annual rate, with the assessment rate for the particular institution to be determined according to a formula based on a weighted average of the institution s individual CAMELS component ratings plus either a set of financial ratios or the average ratings of its long-term debt. Institutions in Risk Categories II, III and IV are assessed premiums at progressively higher rates.

After the passage of the EESA, the FDIC also increased deposit insurance for all deposit accounts up to $250,000 per account as of October 3, 2008 and ending December 31, 2009. It is possible that legislation could extend the higher deposit insurance limit of $250,000 per account after this date resulting in higher deposit insurance premium expense. On December 16, 2008, the FDIC Board of Directors determined deposit insurance

Table of Contents

assessment rates for the first quarter of 2009. Risk Category I Institutions were assessed at a rate between 12 and 14 basis points for every $100 of deposits, an increase from last year s rate range of 5 to 7 basis points. In addition, as a result of the Company s participation in the TLG Program, the Company is required to pay additional insurance premiums to the FDIC in an amount equal to an annualized 10 basis points on balances in non interest-bearing transaction accounts that exceed the $250,000 deposit insurance limit, determined on a quarterly basis. Effective April 1, 2009, the FDIC will change the way its assessment system differentiates for risk, making corresponding changes to assessment rates beginning with the second quarter of 2009, and make certain technical and other changes to these rules. On February 27, 2009, the FDIC adopted an interim rule to charge banks an emergency special assessment of 20 basis points on insured deposits that would be collected in the third quarter of 2009 and agreed to increase fees it will begin charging banks in April 2009 to a range of 12 to 16 basis points. The interim rule would also permit the FDIC to impose an emergency special assessment after June 30, 2009, of up to 10 basis points if necessary to maintain public confidence in federal deposit insurance. Comments on the interim rule on special assessments are due no later than 30 days after publication in the Federal Register. The Company expects an estimated charge of approximately $3.4 to $6.8 million resulting from the emergency special assessment in 2009 assuming an assessment rate of 10 to 20 basis points, respectively. In addition, due to an increase in the regular assessment rate, the Company will experience an increase of approximately $3.8 million in the deposit insurance premium expense for 2009, as compared to 2008. Due to the declining economy and its impact on financial institutions, it is reasonable to expect that additional increases or assessments or both may be imposed by the FDIC.

In addition, all FDIC-insured depository institutions must pay an annual assessment to provide funds for the payment of interest on bonds issued by the Financing Corporation, a federal corporation chartered under the authority of the Federal Housing Finance Board. The bonds (commonly referred to as FICO bonds) were issued to capitalize the Federal Savings and Loan Insurance Corporation. FDIC-insured depository institutions paid approximately 1.14 basis points on BIF-assessable deposits in 2008. The FDIC established the FICO assessment rate effective for the first quarter of 2009 at 1.14 basis points annually of assessable deposits.

Fiscal and Monetary Policies

The Company s business and earnings are affected significantly by the fiscal and monetary policies of the federal government and its agencies. The Company is particularly affected by the policies of the Federal Reserve Board, which regulates the supply of money and credit in the United States. Among the instruments of monetary policy available to the Federal Reserve Board are (a) conducting open market operations in United States government securities, (b) changing the discount rates of borrowings of depository institutions, (c) imposing or changing reserve requirements against depository institutions deposits, and (d) imposing or changing reserve requirements against certain borrowings by banks and their affiliates. These methods are used in varying degrees and combinations to directly affect the availability of bank loans and deposits, as well as the interest rates charged on loans and paid on deposits. The policies of the Federal Reserve Board may have a material effect on the Company s business, results of operations and financial condition.

Privacy Provisions of the GLB Act

Federal banking regulators, as required under the GLB Act, have adopted rules limiting the ability of banks and other financial institutions to disclose nonpublic information about consumers to nonaffiliated third parties. The rules require disclosure of privacy policies to consumers and, in some circumstances, allow consumers to prevent disclosure of certain personal information to nonaffiliated third parties. The privacy provisions of the GLB Act affect how consumer information is transmitted through diversified financial services companies and conveyed to outside vendors.

Regulation of Securities Activities of Banks

The GLB Act also amended the federal securities laws to eliminate the blanket exceptions that banks traditionally have had from the definition of broker and dealer , but provided for certain transactional

Table of Contents

activities that would not be considered brokerage activities, which banks could effect without having to register as a broker. In September 2007, the Federal Reserve Board and the SEC approved Regulation R to clarify the permissible bank securities activities that can be conducted under the transactional exceptions provided by the GLB Act. Regulation R provides exceptions for networking arrangements with third party broker-dealers and authorizes compensation for bank employees who refer bank customers to such broker-dealers. The rules also provide exemptions to banks for effecting securities transactions in a trustee or fiduciary capacity, for sweeping funds into certain money market funds, and for accepting orders to effect securities transactions for custody accounts. Banks that conduct activities outside the exceptions provided by Regulation R had until the first day of their first fiscal year that commences after September 30, 2008 to either register as a broker-dealer or push out their brokerage activities to affiliated broker-dealers. Regulation R did not have an effect on the current securities activities that the Bank currently conducts for customers.

Sarbanes-Oxley Act of 2002

The Sarbanes-Oxley Act of 2002 (Sarbanes-Oxley) implemented a broad range of corporate governance and accounting measures to increase corporate responsibility, to provide for enhanced penalties for accounting and auditing improprieties at publicly traded companies, and to protect investors by improving the accuracy and reliability of disclosures under federal securities laws. The Company is subject to Sarbanes-Oxley because it is required to file periodic reports with the SEC under the Securities and Exchange Act of 1934. Among other things, Sarbanes-Oxley and/or its implementing regulations have established new membership requirements and additional responsibilities for the Company s audit committee, imposed restrictions on the relationship between the Company and its outside independent auditors (including restrictions on the types of non-audit services our independent auditors may provide to us), imposed additional responsibilities for the Company s external financial statements on its chief executive officer and chief financial officer, expanded the disclosure requirements for corporate insiders, required management to evaluate the Company s disclosure controls and procedures and its internal control over financial reporting, and required its auditors to issue a report on the Company s internal control over financial reporting. The NASDAQ has imposed a number of new corporate governance requirements as well.

Patriot Act

The USA Patriot Act of 2001 (the Patriot Act) is intended to strengthen the ability of U.S. law enforcement agencies and intelligence communities to work together to combat terrorism on a variety of fronts. The Patriot Act substantially broadened the scope of the U.S. anti-money laundering laws and regulations by imposing significant new compliance and due diligence obligations, creating new crimes and penalties and expanding the extra-territorial jurisdiction of the United States. The U.S. Treasury Department has issued a number of implementing regulations which apply various requirements of the Patriot Act to financial institutions such as the Bank. Those regulations impose new obligations on financial institutions to maintain appropriate policies, procedures and controls to detect, prevent and report money laundering and terrorist financing, and has significant implications for depository institutions, brokers, dealers and other businesses involved in the transfer of money. The Patriot Act also requires federal bank regulators to evaluate the effectiveness of an applicant in combating money laundering in determining whether to approve a proposed bank acquisition.

Office of Foreign Asset Control

The Company and BancFirst, like all United States companies and individuals, are prohibited from transacting business with certain individuals and entities named on the Office of Foreign Asset Control s list of Specially Designated Nationals and Blocked Persons. Failure to comply may result in fines and other penalties. The Office of Foreign Asset Control has issued guidance directed at financial institutions in which it asserts that it may, in its discretion, examine institutions determined to be high-risk or to be lacking in their efforts to comply with these prohibitions.

Table of Contents

State Regulation

BancFirst is an Oklahoma-chartered state bank. Accordingly, BancFirst s operations are subject to various requirements and restrictions of Oklahoma state law relating to loans, lending limits, interest rates payable on deposits, investments, mergers and acquisitions, borrowings, dividends, capital adequacy, and other matters. However, Oklahoma banking law specifically empowers a state-chartered bank such as BancFirst to exercise the same powers as are conferred upon national banks by the laws of the United States and the regulations and policies of the United States Comptroller of the Currency, unless otherwise prohibited or limited by the State Banking Commissioner or the State Banking Board. Accordingly, unless a specific provision of Oklahoma law otherwise provides, a state-chartered bank is empowered to conduct all activities that a national bank may conduct.

National banks are authorized by the GLB Act to engage, through financial subsidiaries, in any activity that is permissible for a financial holding company and any activity that the Secretary of the Treasury, in consultation with the Federal Reserve Board, determines is financial in nature or incidental to any such financial activity, except (1) insurance underwriting, (2) real estate development or real estate investment activities (unless otherwise permitted by law), (3) insurance company portfolio investments and (4) merchant banking. The authority of a national bank to invest in a financial subsidiary is subject to a number of conditions, including, among other things, requirements that the bank must be well managed and well capitalized (after deducting from the bank s capital outstanding investments in financial subsidiaries). The GLB Act provides that state nonmember banks, such as BancFirst, may invest in financial subsidiaries (assuming they have the requisite investment authority under applicable state law), subject to the same conditions that apply to national bank investments in financial subsidiaries.

As a state nonmember bank, BancFirst is subject to primary supervision, periodic examination and regulation by the State Banking Board and the FDIC, and Oklahoma law provides that BancFirst must maintain reserves against deposits as required by the FDI Act. The Oklahoma State Bank Commissioner is authorized by statute to accept an FDIC examination in lieu of a state examination. In practice, the FDIC and the Oklahoma State Banking Department alternate examinations of BancFirst. If, as a result of an examination of a bank, the Oklahoma Banking Department determines that the financial condition, capital resources, asset quality, earnings prospects, management, liquidity, or other aspects of the bank s operations are unsatisfactory or that the management of the bank is violating or has violated any law or regulation, various remedies, including the remedy of injunction, are available to the Oklahoma Banking Department. Oklahoma law permits the acquisition of an unlimited number of wholly-owned bank subsidiaries so long as aggregate deposits at the time of acquisition in a multi-bank holding company do not exceed 20% of the total amount of deposits of insured depository institutions located in Oklahoma.

In addition to the provisions of the GLB Act that authorizes state nonmember banks to invest in financial subsidiaries (assuming they have the requisite investment authority under applicable state law) on the same conditions that apply to national banks, FDICIA provides that FDIC-insured state banks such as BancFirst may engage directly or through a subsidiary in certain activities that are not permissible for a national bank, if the activity is authorized by applicable state law, the FDIC determines that the activity does not pose a significant risk to the BIF, and the bank is in compliance with its applicable capital standards.

Available Information

The Company is subject to the information and periodic reporting requirements of the Securities Exchange Act of 1934, and in accordance therewith, files periodic reports, proxy statement, and other information with the SEC. This Annual Report on Form 10-K and exhibits along with such future periodic reports, proxy statements, and other information may be inspected and copied at the public reference facilities maintained by the SEC at its principal offices at 100 F. Street, N.E., Washington, D.C. 20549. You may obtain information on the operation of the public reference facilities by contacting the SEC at 1-800-SEC-0330. Copies of such materials may also be

Table of Contents

obtained at prescribed rates by writing to the SEC. The SEC maintains a website (http://www.sec.gov) that contains registration statements, reports, proxy and information statements and other information regarding registrants that file electronically with the SEC.

The Company maintains a website www.bancfirst.com. The Company provides copies of the most recently filed 10-K and proxy statement directly on the website and also provides links to the SEC s website where all of the Company s filings with the SEC can be obtained. You may also request a copy of these filings, at no cost, by writing or telephoning us at the following address:

BancFirst Corporation

101 N. Broadway

Oklahoma City, Oklahoma 73102

ATTENTION: Joe T. Shockley, Jr.

Executive Vice President

(405) 270-1086

Item 1a. ***Risk Factors***

In the course of conducting our business operations, the Company and our subsidiaries are exposed to a variety of risks that are inherent to the financial services industry. The following discusses some of the key inherent risk factors that could affect our business and operations, as well as other risk factors which are particularly relevant to us in the current period of significant economic and market disruption. Other factors besides those discussed below or elsewhere in this report also could adversely affect our business and operations, and these risk factors should not be considered a complete list of potential risks that may affect the Company and our subsidiaries.

Risks Related to Our Industry

The current economic environment poses significant challenges for us and could adversely affect our financial condition and results of operations.

We currently are operating in a challenging and uncertain economic environment, both nationally and in the local markets that we serve. Financial institutions continue to be affected by sharp declines in the value of financial instruments and real estate values, and while we are taking steps to reduce our market and credit risk exposure, we nonetheless are affected by these issues in view of our retaining a securities portfolio and a loan portfolio consisting of commercial and residential construction loans, residential and commercial real estate loans and commercial and industrial loans. Possible declines in the value of our investment securities could result in our recording losses on the other-than-temporary impairment (OTTI) of securities, which would reduce our earnings and therefore our capital. Continued declines in real estate values and home sales, and an increase in the financial stress on borrowers stemming from an uncertain economic environment, including rising unemployment, could have an adverse effect on our borrowers or their customers, which could adversely impact the repayment of the loans we have made. The overall deterioration in economic conditions also could subject us to increased regulatory scrutiny. In addition, a prolonged recession, or further deterioration in local economic conditions, could result in an increase in loan delinquencies; an increase in problem assets and foreclosures; and a decline in the value of the collateral for our loans, which could reduce our customers borrowing power. Furthermore, a prolonged recession or further deterioration in local economic conditions could drive the level of loan losses beyond the level we have provided for in our loan loss allowance, which could necessitate an increase in our provision for loans losses, which, in turn, would reduce our earnings and capital. Additionally, the demand for our products and services could be reduced, which would adversely impact our liquidity and the level of revenues we generate.

Table of Contents

There can be no assurance that actions of the U.S. Government, Federal Reserve and other governmental and regulatory bodies for the purpose of stabilizing the financial markets will achieve the intended effect.

Beginning in the fourth quarter of 2008, the U.S. government has responded to the ongoing financial crisis and economic slowdown by enacting new legislation and expanding or establishing a number of programs and initiatives. The U.S. Treasury, the FDIC and the Federal Reserve Board each have developed programs and facilities, including, among others, the TARP Capital Purchase Program and other efforts, designed to increase inter-bank lending, improve funding for consumer receivables and restore consumer and counterparty confidence in the banking sector, as more particularly described in Item 1. Business Supervision and Regulation. In addition, the recently enacted American Recovery and Reinvestment Act (ARRA) is intended to expand and establish government spending programs and provide tax cuts to stimulate the economy. Congress and the U.S. government continue to evaluate and develop various programs and initiatives designed to stabilize the financial and housing markets and stimulate the economy, including the U.S. Treasury s recently announced Financial Stability Plan and the U.S. government s recently announced foreclosure prevention program. Possible changes to bankruptcy legislation, such as the mortgage relief legislation for troubled homeowners, could cause financial institutions to recognize additional losses due to the forced restructuring of certain types of loans by the bankruptcy court. The final form of any such programs or initiatives or related legislation cannot be known at this time. There can be no assurance as to the impact that the Stimulus Act, the Financial Stability Plan or any other such initiatives or governmental programs will have on the financial markets, including the extreme levels of volatility and limited credit availability currently being experienced. The failure of these efforts to stabilize the financial markets, the continuation or worsening of current financial market conditions or unintended long-term consequences of these programs or initiatives could materially and adversely affect our business, financial condition, results of operations, access to credit, or the trading price of our common stock and other equity and debt securities.

Fluctuations in interest rates could reduce our profitability.

We realize income primarily from the difference between interest earned on loans and investments and the interest paid on deposits and borrowings. We expect that we will periodically experience gaps in the interest rate sensitivities of our assets and liabilities, meaning that either our interest-earning assets will be more sensitive to changes in market interest rates than our interest-bearing liabilities, or vice versa. Changes in market interest rates could either positively or negatively affect our net interest income and our profitability, depending on the magnitude, direction and duration of the change. If interest rates remain low, our net interest margin could experience further compression.

We are unable to predict fluctuations of market interest rates, which are affected by, among other factors, changes in inflation rates, economic growth, money supply, government debt, domestic and foreign financial markets and political developments, including terrorist acts and acts of war. Our asset-liability management strategy, which is designed to mitigate our risk from changes in market interest rates, may not be able to mitigate changes in interest rates from having a material adverse effect on our results of operations and financial condition.

We operate in a highly regulated environment and may be adversely affected by changes in federal and state laws and regulations.

We are subject to extensive regulation, supervision and examination by federal and state banking authorities. Any change in applicable regulations or federal or state legislation could have a substantial impact on us and our results of operations. Additional legislation and regulations may be enacted or adopted in the future that could significantly affect our powers, authority and operations, which could have a material adverse effect on our financial condition and results of operations. Further, regulators have significant discretion and power to prevent or remedy unsafe or unsound practices or violations of laws by banks and bank holding companies in the performance of their supervisory and enforcement duties. The exercise of regulatory power may have a negative impact on our results of operations and financial condition.

Table of Contents

Recent changes in laws and regulations may cause us to incur additional costs.

Recently enacted and proposed changes in the laws and regulations affecting public companies, including the provisions of the Sarbanes-Oxley Act of 2002 and rules recently adopted by the Securities and Exchange Commission and NASDAQ Stock Market, Inc., could cause us to incur increased costs as we evaluate the implications of new rules and respond to new requirements. We continue to evaluate and monitor developments with respect to these new and proposed rules, and we cannot predict or estimate the amount of the additional costs, if any, we may incur or the timing of such costs.

Changes in monetary policies may have an adverse effect on our business.

Our results of operations are affected by credit policies of monetary authorities, particularly the Federal Reserve. Actions by monetary and fiscal authorities, including the Federal Reserve, could have an adverse effect on our deposit levels, loan demand or business earnings. See Business-Supervision and Regulation.

Risks Related to Our Business

An investment in our common stock involves risks.

Investors should carefully consider the risks described below in conjunction with the other information in this report, including our consolidated financial statements with related notes and documents incorporated by reference. If any of the following risks or other risks, which have not been identified or which we may believe are immaterial or unlikely, actually occur, our business, financial condition and results of operations could be harmed. The Company has historically paid a common stock dividend. However, in the current stressed financial markets and declining economy, which has resulted in higher FDIC insurance premiums and special assessments on FDIC-insured financial institutions, including the Bank, there can be no certainty that our common dividend will continue to be paid at the current levels. It is possible that our common dividend could be reduced or even cease to be paid. In such case, the trading price of our common stock could decline, and investors may lose all or part of their investment.

Our recent results may not be indicative of future results.

We may not be able to sustain our historical rate of growth or may not be able to grow our business at all. Various factors, such as poor economic conditions, changes in interest rates, regulatory and legislative considerations and competition may also impede or inhibit our ability to expand our market presence. If we experience a significant decrease in our rate of growth, our results of operations and financial condition may be adversely affected due to a high percentage of our operating costs being fixed expenses.

If a significant number of customers fail to perform under their loans, our business, profitability, and financial condition would be adversely affected.

As a lender, we face the risk that a significant number of our borrowers will fail to pay their loans when due. If borrower defaults cause losses in excess of our allowance for loan losses, it could have an adverse effect on our business, profitability, and financial condition. We have established an evaluation process designed to recognize loan losses as they occur. While this evaluation process uses historical and other objective information, the classification of loans and the estimation of loan losses are dependent to a great extent on our experience and judgment. We cannot assure you that our future loan losses will not have any material adverse effects on our business, profitability or financial condition.

Our directors and executive officers own a significant portion of our common stock and can influence shareholder decisions.

Our directors and executive officers, as a group, beneficially owned approximately 54% of the Company s outstanding common stock as of February 28, 2009. As a result of their ownership, the directors and executive

Table of Contents

officers have the ability, by voting their shares in concert, to influence the outcome of any matter submitted to our shareholders for approval, including the election of directors. The directors and executive officers may vote to cause the Company to take actions with which our other shareholders do not agree.

Adverse changes in economic conditions, especially in the State of Oklahoma, could have a material adverse effect on our business, growth, and profitability.

Our bank subsidiary operates exclusively within the State of Oklahoma, and as a result, our financial condition, results of operations and cash flows are subject to changes in the economic conditions in such state. Our continued success is largely dependent upon the continued growth or stability of the communities we serve. A decline in the economies of these communities could negatively impact our net income and profitability. Additionally, declines in the economies of these communities and of the State of Oklahoma in general could affect our ability to generate new loans or to receive repayments of existing loans, and our ability to attract new deposits, adversely affecting our financial condition.

Competition with other financial institutions could adversely affect our profitability.

We face vigorous competition from banks and other financial institutions, including savings and loan associations, savings banks, finance companies and credit unions. Certain of these banks and other financial institutions have substantially greater resources and lending limits, larger branch systems and other banking services that we do not offer. To a limited extent, we also compete with other providers of financial services, such as money market mutual funds, brokerage firms, consumer finance companies and insurance companies. When new competitors seek to enter one of our markets, or when existing market participants seek to increase their market share, they sometimes undercut the pricing and/or credit terms prevalent in that market. This competition may reduce or limit our margins on banking and trust services, reduce our market share and adversely affect our results of operations and financial condition. If Regulation Q is repealed and financial institutions are allowed to pay interest on commercial demand deposits, competitive pressures would cause the Company s subsidiary bank to pay interest on demand deposits. Since the Company has a higher than average level of commercial demand deposits, paying interest on commercial demand deposits would have a negative impact on the Company s net interest margin.

The Company s concentration of real estate loans is subject to the local real estate market in which it operates.

Loans secured by real estate have been a large portion of the Company s loan portfolio. At December 31, 2008, this percentage was 61.5%. While our record of asset quality has historically been solid, we cannot guarantee that our record of asset quality will be maintained in future periods. Although we were not, and are not, involved in subprime or Alt-A lending, the ramifications of the subprime lending crisis and the turmoil in the financial and capital markets that followed have been far-reaching, with real estate values declining and unemployment and bankruptcies rising throughout the nation, including the region we serve. The ability of our borrowers to repay their loans could be adversely impacted by the significant change in market conditions, which not only could result in our experiencing an increase in charge-offs, but also could necessitate increasing our provision for loan losses. Either of these events would have an adverse impact on our results of operations were they to occur.

Moreover, our business depends significantly on general economic conditions in the State of Oklahoma, where the majority of the buildings and properties securing our loans and the businesses of our customers are located. Unlike larger national or superregional banks that serve a broader and more diverse geographic region, our lending is primarily concentrated in the State of Oklahoma.

Accordingly, the ability of our borrowers to repay their loans, and the value of the collateral securing such loans, may be significantly affected by economic conditions in the region or by changes in the local real estate market. A significant decline in general economic conditions caused by inflation, recession, unemployment, acts

Table of Contents

of terrorism, or other factors beyond our control could therefore have an adverse effect on our financial condition and results of operations. In addition, because multi-family and CRE loans represent the majority of our real estate loans outstanding, a decline in tenant occupancy due to such factors or for other reasons could adversely impact the ability of our borrowers to repay their loans on a timely basis, which could have a negative impact on our results of operations.

We rely heavily on our management team, and the unexpected loss of key managers may adversely affect our operations.

Our success to-date has been strongly influenced by our ability to attract and to retain senior management experienced in banking and financial services. Our ability to retain executive officers and the current management teams of each of our lines of business will continue to be important to successful implementation of our strategies. We do not have employment or non-compete agreements with these key employees. The unexpected loss of services of any key management personnel, or the inability to recruit and retain qualified personnel in the future, could have an adverse effect on our business and financial results.

There can be no assurance that the integration of our acquisitions will be successful or will not result in unforeseen difficulties that may absorb significant management attention.

Our completed acquisitions, or any future acquisition, may not produce the revenue, cost savings, earnings or synergies that we anticipated. The process of integrating acquired companies into our business may also result in unforeseen difficulties. Unforeseen operating difficulties may absorb significant management attention, which we might otherwise devote to our existing business. Also, the process may require significant financial resources that we might otherwise allocate to other activities, including the ongoing development or expansion of our existing operations.

If we pursue a future acquisition, our management could spend a significant amount of time and effort identifying and completing the acquisition. If we make a future acquisition, we could issue equity securities which would dilute current stockholders percentage ownership, incur substantial debt, assume contingent liabilities, incur a one-time charge or be required to record an impairment of goodwill, or any combination of the foregoing.

If we fail to maintain an effective system of internal controls, we may not be able to accurately report our financial results or prevent fraud.

Effective internal controls are necessary for us to provide reliable financial reports and effectively prevent fraud. Any inability to provide reliable financial reports or prevent fraud could harm our business. The Sarbanes-Oxley Act of 2002 requires management and our auditors to evaluate and assess the effectiveness of our internal control over financial reporting. These Sarbanes-Oxley requirements may be modified, supplemented or amended from time to time. Implementing these changes may take a significant amount of time and may require specific compliance training of our personnel. We have in the past discovered, and may in the future discover, areas of our internal control over financial reporting that need improvement. If we or our auditors discover a material weakness, the disclosure of that fact, even if quickly remedied, could reduce the market s confidence in our financial statements and have an adverse effect on our stock price. We may not be able to effectively and timely implement necessary control changes and employee training to ensure continued compliance with the Sarbanes-Oxley Act and other regulatory and reporting requirements. Our historic growth and our planned expansion through acquisitions present challenges to maintaining the internal control and disclosure control standards applicable to public companies. If we fail to maintain effective internal controls we could be subject to regulatory scrutiny and sanctions, our ability to recognize revenue could be impaired and investors could lose confidence in the accuracy and completeness of our financial reports. We cannot assure you that we will continue to fully comply with the requirements of the Sarbanes-Oxley Act or that management or our auditors will conclude that our internal control over financial reporting is effective in future periods.

Table of Contents

Maintaining or increasing our market share depends on market acceptance and regulatory approval of new products and services.

Our success depends, in part, upon our ability to adapt our products and services to evolving industry standards and consumer demand. There is increasing pressure on financial services companies to provide products and services at lower prices. In addition, the widespread adoption of new technologies, including Internet-based services, could require us to make substantial expenditures to modify or adapt our existing products or services. A failure to achieve market acceptance of any new products we introduce, or a failure to introduce products that the market may demand, could have an adverse effect on our business, profitability, or growth prospects.

We have businesses other than banking.

In addition to commercial banking services, we provide life and other insurance products, as well as other business and financial services. We may in the future develop or acquire other non-banking businesses. As a result of other such businesses, our earnings could be subject to risks and uncertainties that are different from those to which our commercial banking services are subject.

We have a continuing need for technological change.

The financial services industry is undergoing rapid technological changes with frequent introductions of new technology-driven products and services. In addition to better serving customers, the effective use of technology increases efficiency and enables financial institutions to reduce costs. Our future success will depend in part upon our ability to address the needs of our customers by using technology to provide products and services that will satisfy customer demands for convenience as well as to create additional efficiencies in our operations as we continue to grow and expand our market area. Many of our larger competitors have substantially greater resources to invest in technological improvements. As a result, they may be able to offer additional or superior products to those that we will be able to offer, which would put us at a competitive disadvantage. Accordingly, we cannot assure you that we will be able to effectively implement new technology-driven products and services or be successful in marketing such products and services to our customers.

Our stockholder rights plan, amended and restated certificate of incorporation, as well as provisions of Oklahoma law, could make it difficult for a third party to acquire our company.

We have a stockholder rights plan that may have the effect of discouraging unsolicited takeover proposals. The rights issued under the stockholder rights plan would cause substantial dilution to a person or group that attempts to acquire us on terms not approved in advance by our board of directors. In addition, Oklahoma corporate law and our amended and restated certificate of incorporation contain provisions that could delay, deter or prevent a change in control of our company or our management. Together, these provisions may discourage transactions that otherwise could provide for the payment of a premium over prevailing market prices of our common stock, and also could limit the price that investors are willing to pay in the future for shares of our common stock.

Item 1b. ***Unresolved Staff Comments.***

None.

Item 2. ***Properties.***

The principal offices of the Company are located at 101 North Broadway, Oklahoma City, Oklahoma 73102. The Company owns substantially all of the properties and buildings in which its various offices and facilities are located. These properties include the main bank and 86 branches. BancFirst also owns properties for future expansion. There are no significant encumbrances on any of these properties.

Table of Contents

Item 3. ***Legal Proceedings.***

The Company has been named as a defendant in various legal actions arising from the conduct of its normal business activities. Although the amount of any liability that could arise with respect to these actions cannot be accurately predicted, in the opinion of the Company, any such liability will not have a material adverse effect on the consolidated financial position or results of operations of the Company.

Item 4. ***Submission of Matters to a Vote of Security Holders.***

There were no matters submitted to a vote of security holders, through the solicitation of proxies or otherwise, during the fourth quarter of the year ended December 31, 2008.

PART II

Item 5. ***Market for the Registrant s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.***

Common Stock Market Prices and Dividends

The Company s Common Stock is listed on the NASDAQ Global Select Market System (NASDAQ/GS) and is traded under the symbol BANF . The following table sets forth, for the periods indicated, (i) the high and low sales prices of the Company s Common Stock as reported in the NASDAQ/GS consolidated transaction reporting system and (ii) the quarterly dividends per share declared on the Common Stock.

	Price Range		Cash Dividends Declared
	High	Low	
2008			
Fourth Quarter	$ 53.200	$ 37.700	$ 0.22
Third Quarter	$ 73.100	$ 40.370	$ 0.22
Second Quarter	$ 47.850	$ 41.740	$ 0.20
First Quarter	$ 48.210	$ 39.690	$ 0.20
2007			
Fourth Quarter	$ 48.460	$ 40.830	$ 0.20
Third Quarter	$ 48.950	$ 38.750	$ 0.20
Second Quarter	$ 48.200	$ 41.940	$ 0.18
First Quarter	$ 55.210	$ 44.160	$ 0.18

As of February 28, 2009 there were 345 holders of record of the Common Stock.

Future dividend payments will be determined by the Company s Board of Directors in light of the earnings and financial condition of the Company and the Bank, their capital needs, applicable governmental policies and regulations and such other factors as the Board of Directors deems appropriate.

BancFirst Corporation is a legal entity separate and distinct from the Bank, and its ability to pay dividends is substantially dependent upon dividend payments received from the Bank. Various laws, regulations and regulatory policies limit the Bank s ability to pay dividends to BancFirst Corporation, as well as BancFirst Corporation s ability to pay dividends to its shareholders. See Liquidity and Funding and Capital Resources under Management s Discussion and Analysis of Financial Condition and Results of Operations, Description of Business Supervision and Regulation and Note 15 of the Notes to Consolidated Financial Statements for further information regarding limitations on the payment of dividends by BancFirst Corporation and the Bank.

Table of Contents

Share-Based Compensation Plans

Information regarding share-based compensation awards outstanding and available for future grants as of December 31, 2008, segregated between BancFirst Corporation s nonqualified incentive stock option plan (the BancFirst ISOP) and BancFirst Corporation s Non-Employee Director s Stock Option Plan (the BancFirst Director s Stock Option Plan), is presented in the following table. Additional information regarding share-based compensation plans is presented in Note 13 of the Notes to the Consolidated Financial Statements.

Plan Category	Options Outstanding	Weighted Average Exercise Price	Number of Shares Available for Future Grants
BancFirst ISOP	977,453	$ 28.28	92,160
BancFirst Director s Stock Option Plan	115,000	$ 23.74	25,000
Total	1,092,453	$ 27.80	117,160

Stock Repurchase Program

In November 1999, the Company adopted a new Stock Repurchase Program (the SRP) authorizing management to repurchase up to 600,000 shares of the Company s common stock. The SRP was amended in May 2001, August of 2002, and September of 2007 to increase the shares authorized to be purchased by 555,832 shares, 364,530 shares and 366,948 shares, respectively. The SRP may be used as a means to increase earnings per share and return on equity, to purchase treasury stock for the exercise of stock options or for distributions under the Deferred Stock Compensation Plan, to provide liquidity for optionees to dispose of stock from exercises of their stock options, and to provide liquidity for shareholders wishing to sell their stock. The timing, price and amount of stock repurchases under the SRP may be determined by management and must be approved by the Company s Executive Committee. At December 31, 2008 there were 560,000 shares remaining that could be repurchased under the SRP. Below is a summary of the shares repurchased under the program.

	Year Ended December 31,	
	2008	2007
Number of shares repurchased	40,000	53,000
Average price of shares repurchased	$ 40.70	$ 46.47

Tender Offer

In September 2007, the Company completed a modified Dutch Auction self-tender offer and purchased 539,453 shares of its common stock for the maximum offering price of $45.00 per share. Cash on hand was used to pay for the purchase of the stock.

Item 6. ***Selected Financial Data.***

Incorporated by reference from Selected Consolidated Financial Data contained on page A-4 of the attached Appendix.

Item 7. ***Management s Discussion and Analysis of Financial Condition and Results of Operations.***

Incorporated by reference from Financial Review contained on pages A-2 through A-20 of the attached Appendix.

Item 7A. ***Quantitative and Qualitative Disclosures About Market Risk.***

Incorporated by reference from Financial Review Market Risk contained on page A-19 and A-20 of the attached Appendix.

Table of Contents

Item 8. ***Financial Statements and Supplementary Data.***

The consolidated financial statements of BancFirst Corporation and its subsidiaries, are incorporated by reference from pages A-24 through A-62 of the attached Appendix, and include the following:

a. Reports of Independent Registered Public Accounting Firm

b. Consolidated Balance Sheets

c. Consolidated Statements of Income and Comprehensive Income

d. Consolidated Statements of Stockholders Equity

e. Consolidated Statements of Cash Flow

f. Notes to Consolidated Financial Statements

Item 9. ***Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.***

None.

Item 9A. ***Controls and Procedures.***

The Company s Chief Executive Officer, Chief Financial Officer and Disclosure Committee, which includes the Company s Chief Risk Officer, Chief Asset Quality Officer, Chief Internal Auditor, Treasurer, Bank Controller and General Counsel, have evaluated, as of the last day of the period covered by this report, the Company s disclosure controls and procedures. Based on their evaluation they concluded that the disclosure controls and procedures of the Company are effective to ensure that information required to be disclosed by the Company in the reports filed or submitted by it under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported, within the time periods specified in the applicable rules and forms. No changes were made to the Company s internal control over financial reporting during the last fiscal quarter of 2008 that materially affected, or are likely to materially affect, the Company s internal control over financial reporting. There have been no significant changes in the Company s internal controls or in other factors that could significantly affect internal controls subsequent to the date of their evaluation.

Management s annual report on internal control over financial reporting is incorporated by reference from page A-24 of the attached Appendix. The independent registered public accounting firm s report on the Company s internal control over financial reporting is incorporated by reference from page A-25 of the attached Appendix.

Item 9B. ***Other Information.***

There is no information required to be disclosed in a report on Form 8-K during the fourth quarter of the year that was not reported.

PART III

Item 10. ***Directors, Executive Officers and Corporate Governance of the Registrant.***

The information required by Item 401 of Regulation S-K will be contained in the 2009 Proxy Statement under the caption Election of Directors and is hereby incorporated by reference. The information required by Item 405 of Regulation S-K will be contained in the 2009 Proxy Statement

under the caption Compliance with Section 16(a) of the Securities Exchange Act of 1934 and is hereby incorporated by reference. The information required by Item 406 of Regulation S-K will be contained in the 2009 Proxy Statement under the caption Code of Ethics and is hereby incorporated by reference.

Table of Contents

Item 11. ***Executive Compensation.***

The information required by Item 402 of Regulation S-K will be contained in the 2009 Proxy Statement under the caption Compensation of Directors and Executive Officers and Compensation Discussion and Analysis and is hereby incorporated by reference.

Item 12. ***Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.***

The information required by Item 201(d) of Regulation S-K will be contained in the 2009 Proxy Statement under the caption Securities Authorized for Issuance under Equity Compensation Plans and is hereby incorporated by reference. The information required by Item 403 of Regulation S-K will be contained in the 2009 Proxy Statement under the caption Security Ownership of Certain Beneficial Owners and Management and is hereby incorporated by reference.

Item 13. ***Certain Relationships, Director Independence and Related Transactions.***

The information required by Item 404 of Regulation S-K will be contained in the 2009 Proxy Statement under the caption Transactions with Related Persons and is hereby incorporated by reference.

Item 14. ***Principal Accountant Fees and Services.***

The information required by Item 9(e) of Schedule 14A will be contained in the 2009 Proxy Statement under the caption Ratification of Selection of Independent Registered Public Accounting Firm and is hereby incorporated by reference.

PART IV

Item 15. ***Exhibits and Financial Statement Schedules.***

(a) The following documents are filed as part of this report:

(1) Financial Statements:

Reports of Independent Registered Public Accounting Firm

Consolidated Balance Sheets at December 31, 2008 and 2007

Consolidated Statements of Income and Comprehensive Income for the three years ended December 31, 2008

Consolidated Statements of Stockholders Equity for the three years ended December 31, 2008

Consolidated Statements of Cash Flow for the three years ended December 31, 2008

Notes to Consolidated Financial Statements

The above financial statements are incorporated by reference from pages A-24 through A-62 of the attached Appendix.

(2) All other schedules are omitted because they are not applicable or the required information is shown in the financial statements or notes thereto.

Table of Contents

(3) The following Exhibits are filed with this Report or are incorporated by reference as set forth below:

Exhibit

Number	**Exhibit**
3.1	Second Amended and Restated Certificate of Incorporation of BancFirst Corporation (filed as Exhibit 1 to the Company s 8-A/A filed July 23, 1998 and incorporated herein by reference).
3.2	Certificate of Amendment of the Second Amended and Restated Certificate of Incorporation of BancFirst Corporation (filed as Exhibit 3.5 to the Company s Quarterly Report on Form 10-Q for the Quarter Ended June 30, 2004 and incorporated herein by reference).
3.3	Certificate of Designations of Preferred Stock (filed as Exhibit 3.2 to the Company s Annual Report on Form 10-K for the fiscal year ended December 31, 1998 and incorporated herein by reference).
3.4	Amended By-Laws (filed as Exhibit 3.2 to the Company s Annual Report on Form 10-K for the fiscal year ended December 31, 1992 and incorporated herein by reference).
3.5	Amendment to the Second Amended and Restated Certificate of Incorporation (filed as Exhibit 3.5 to the Company s Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2005 and incorporated herein by reference).
3.6	Resolution of the Board of Directors amending Section XXVII of the Company s By-Laws (filed as Exhibit 3.1 to the Company s Current Report on Form 8-K dated February 26, 2004 and incorporated herein by reference).
3.7	Resolution of the Board of Directors amending Article XVI, Section 1 and Article XVII, Section 1 of the Company s By-Laws (filed as Exhibit 3.1 to the Company s Current Report on Form 8-K dated February 28, 2008 and incorporated herein by reference).
4.1	Instruments defining the rights of securities holders (see Exhibits 3.1, 3.2, 3.3 and 3.4 above).
4.2	Amended and Restated Declaration of Trust of BFC Capital Trust I dated as of February 4, 1997 (filed as Exhibit 4.1 to the Company s Current Report on Form 8-K dated February 4, 1997 and incorporated herein by reference).
4.3	Form of 9.65% Series B Cumulative Trust Preferred Security Certificate for BFC Capital Trust I (included as Exhibit D to Exhibit 4.2).
4.4	Indenture dated as of February 4, 1997, relating to the 9.65% Junior Subordinated Deferrable Interest Debentures of BancFirst Corporation issued to BFC Capital Trust I (filed as Exhibit 4.2 to the Company s Current Report on Form 8-K dated February 4, 1997 and incorporated herein by reference).
4.5	Form of Certificate of 9.65% Series B Junior Subordinated Deferrable Interest Debenture of BancFirst Corporation (included as Exhibit A to Exhibit 4.4).
4.6	Form of Series B Guarantee of BancFirst Corporation relating to the 9.65% Series B Cumulative Trust Preferred Securities of BFC Capital Trust I (filed as Exhibit 4.7 to the Company s registration statement on Form S-4, File No. 333-25599, and incorporated herein by reference).
4.7	Rights Agreement, dated as of February 25, 1999, between BancFirst Corporation and BancFirst, as Rights Agent, including as Exhibit A the form of Certificate of Designations of the Company setting forth the terms of the Preferred Stock, as Exhibit B the form of Right Certificate and as Exhibit C the form of Summary of Rights Agreement (filed as Exhibit 4.1 to the Company s 8-K dated January 28, 2009 and incorporated herein by reference).
4.8	Amendment No. 1 to Rights Agreement, dated as of February 25, 1999, between BancFirst Corporation and BancFirst, as Rights Agent (filed as Exhibit 4.2 to the Company s 8-K dated January 28, 2009 and incorporated herein by reference).

Table of Contents

Exhibit

Number	Exhibit
4.9	Form of Amended and Restated Trust Agreement relating to the 7.20% Cumulative Trust Preferred Securities of BFC Capital Trust II (filed as Exhibit 4.5 to the Company s registration statement on Form S-3, File No. 333-112488, and incorporated herein by reference).
4.10	Form of 7.20% Cumulative Trust Preferred Security Certificate for BFC Capital Trust II (included as Exhibit D to Exhibit 4.8).
4.11	Form of Indenture relating to the 7.20% Junior Subordinated Deferrable Interest Debentures of BancFirst Corporation issued to BFC Capital Trust II (filed as Exhibit 4.1 to the Company s registration statement on Form S-3, File No. 333-112488, and incorporated herein by reference).
4.12	Form of Certificate of 7.20% Junior Subordinated Deferrable Interest Debenture of BancFirst Corporation (included as Section 2.2 and Section 2.3 of Exhibit 4.10).
4.13	Form of Guarantee of BancFirst Corporation relating to the 7.20% Cumulative Trust Preferred Securities of BFC Capital Trust II (filed as Exhibit 4.7 to the Company s registration statement on Form S-3, File No. 333-112488, and incorporated herein by reference).
10.1	Eighth Amended and Restated BancFirst Corporation Stock Option Plan (filed as Exhibit 10.1 to the Company s Quarterly Report on Form 10-Q for the Quarter Ended September 30, 2006 and incorporated herein by reference).
10.2	Amended and Restated BancFirst Corporation Employee Stock Ownership and Thrift Plan, as amended by amendments dated September 19, 1992, November 21, 2002 and December 18, 2003 (filed as Exhibit 10.2 to the Company s Annual Report on Form 10-K for the fiscal year ended December 31, 2004 and incorporated herein by reference).
10.3	1988 Incentive Stock Option Plan of Security Corporation as assumed by BancFirst Corporation (filed as Exhibit 4.1 to the Company s Registration Statement on Form S-8, File No. 333-65129 and incorporated herein by reference).
10.4	1993 Incentive Stock Option Plan of Security Corporation as assumed by BancFirst Corporation (filed as Exhibit 4.2 to the Company s Registration Statement on Form S-8, File No. 333-65129 and incorporated herein by reference).
10.5	1995 Non-Employee Director Stock Plan of AmQuest Financial Corp. as assumed by BancFirst Corporation (filed as Exhibit 4.3 to the Company s Registration Statement on Form S-8, File No. 333-65129 and incorporated herein by reference).
10.6	BancFirst Corporation Non-Employee Directors Stock Option Plan (filed as Exhibit 10.6 to the Company s Quarterly Report on Form 10-Q for the Quarter Ended June 30, 2006 and incorporated herein by reference).
10.7	BancFirst Corporation Directors Deferred Stock Compensation Plan (filed as Exhibit 10.7 to the Company s Quarterly Report on Form 10-Q for the Quarter Ended June 30, 2006 and incorporated herein by reference).
21.1*	Subsidiaries of Registrant.
23.1*	Consent of Grant Thornton LLP.
31.1*	Chief Executive Officer s Certification pursuant to Rule 13a-14(a) or Rule 15d-14(a).
31.2*	Chief Financial Officer s Certification pursuant to Rule 13a-14(a) or Rule 15d-14(a).
32.1*	CEO s Certification Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

Table of Contents

Exhibit

Number	Exhibit
32.2*	CFO s Certification Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
99.3	Amended Stock Repurchase Program (filed as Exhibit 99.1 to the Company s Quarterly Report on Form 10-Q for the Quarter Ended September 30, 2007 and incorporated herein by reference).

* Filed herewith.

Table of Contents

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

March 16, 2009

BANCFIRST CORPORATION
(Registrant)

/s/ David E. Rainbolt
David E. Rainbolt
President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities indicated on March 16, 2009.

/s/ H. E. Rainbolt
H. E. Rainbolt
Chairman of the Board

(Principal Executive Officer)

/s/ Dennis L. Brand
Dennis L. Brand
Chief Executive Officer, BancFirst and Director
(Principal Executive Officer)

William H. Crawford
Director

/s/ K. Gordon Greer
K. Gordon Greer
Vice Chairman of the Board
(Principal Executive Officer)

/s/ John C. Hugon
John C. Hugon
Director

/s/ David R. Lopez
David R. Lopez
Director

/s/ Tom H. McCasland, III
Tom H. McCasland, III
Director

/s/ David E. Rainbolt
David E. Rainbolt
President, Chief Executive Officer and Director

(Principal Executive Officer)

/s/ C. L. Craig, Jr.
C. L. Craig, Jr.
Director

/s/ James R. Daniel
James R. Daniel
Vice Chairman of the Board
(Principal Executive Officer)

/s/ Dr. Donald B. Halverstadt
Dr. Donald B. Halverstadt
Director

/s/ William O. Johnstone
William O. Johnstone
Vice Chairman of the Board
(Principal Executive Officer)

/s/ J. Ralph McCalmont
J. Ralph McCalmont
Director

/s/ Melvin Moran
Melvin Moran
Director

Table of Contents

/s/ Ronald J. Norick
Ronald J. Norick
Director

/s/ Paul B. Odom, Jr.
Paul B. Odom, Jr.
Director

/s/ David Ragland
David Ragland
Director

/s/ G. Rainey Williams, Jr.
G. Rainey Williams, Jr.
Director

/s/ Michael K. Wallace
Michael K. Wallace
Director

/s/ Randy Foraker
Randy Foraker
Executive Vice President and
Chief Risk Officer
(Principal Accounting Officer)

/s/ Joe T. Shockley, Jr.
Joe T. Shockley, Jr.
Executive Vice President and
Chief Financial Officer
(Principal Financial Officer)

Table of Contents

APPENDIX A

BancFirst Corporation

INDEX TO FINANCIAL STATEMENTS

	Pages
Financial Review	A-2 to A-23
Selected Consolidated Financial Data	A-4
Management s Report on Internal Control Over Financial Reporting	A-24
Reports of Independent Registered Public Accounting Firms	A-25 to A-26
Consolidated Balance Sheets	A-27
Consolidated Statements of Income and Comprehensive Income	A-28
Consolidated Statements of Stockholders Equity	A-29
Consolidated Statements of Cash Flow	A-30
Notes to Consolidated Financial Statements	A-31 to A-62

Table of Contents

FINANCIAL REVIEW

The following discussion is an analysis of the financial condition and results of operations of the Company for the three years ended December 31, 2008 and should be read in conjunction with the Consolidated Financial Statements and Notes thereto and the Selected Consolidated Financial Data included herein.

SUMMARY

BancFirst Corporation s net income for 2008 was $44.4 million, or $2.85 per diluted share, compared to $53.1 million, or $3.33 per diluted share for 2007. The 2008 results included pretax gains of $1.8 million on the mandatory Visa redemption, $6.1 million on a bond transaction and $1.2 million on the sale of an asset. The 2007 results included pretax gains of $7.8 million on the sale of an investment and a $3.1 million recovery on an insurance claim that was fully expensed in 2005. The gains in 2007 were offset by a $1.9 million expense on the redemption of the Company s 9.65% trust preferred securities, a $1 million donation to the Company s charitable foundation, and approximately $800,000 of expenses related to the investment gain.

In 2008, net interest income of $139.1 million decreased $9.2 million, or 6.2%, compared to 2007. While the net interest spread for the twelve months of 2008 decreased 28 basis points to 3.31%, the net interest margin decreased 58 basis points to 4.05% due to the lower interest rate environment and extensive Federal Reserve intervention. Provision for loan losses in 2008 was $10.7 million up from $3.3 million for 2007. Noninterest income was $74.4 million versus $71.1 million in 2007, while noninterest expense increased slightly to $135.0 million from $134.4 million. The increase in noninterest income in 2008 was due to the Visa redemption, bond transaction, sale of an asset and an increase in cash management and electronic banking services. Noninterest expense in 2007 included the expense on the trust preferred securities redemption, the expenses related to the sale of the investment, the charitable contribution and expenses related to additional banking locations.

Total assets at year end 2008 were $3.87 billion up from $3.74 billion at the end of 2007. Total loans at December 31, 2008 were $2.76 billion versus $2.49 billion for 2007. Total deposits increased to $3.38 billion from $3.29 billion for 2007. The Company s average loans-to-deposits was 78.8% for 2008, compared to 76.0% for 2007. Stockholders equity was $414 million, an increase of $42 million over a year ago. Average stockholders equity to average assets increased to 10.35% at year-end 2008 from 10.18% at year-end 2007.

Asset quality deteriorated somewhat in 2008 with a ratio of nonperforming and restructured assets to total assets of 0.72% at year-end 2008, up from 0.40% a year ago. The allowance for loan losses equaled 144.5% of nonperforming and restructured loans at December 31, 2008, versus 215.6% at the end of 2007. Net charge-offs for 2008 increased to 0.21% of average loans, compared to 0.08% for 2007.

The financial performance of the Company in 2008 was affected primarily by two factors: first, substantially lower interest rates due to the Federal Reserve s intervention caused a lower net interest margin; and second, a slowing economy caused deterioration in the credit of several customers that necessitated an increase in the loan loss reserve. In response to these items negatively affecting the Company s earnings, management implemented a number of changes designed to lower noninterest expenses including a suspension of branch expansion, a reduction of bonuses and other personnel expenses and a salary freeze for all salaried personnel.

Management expects an increase in deposit insurance premiums and special assessments that could increase expense up to $10 million compared to 2008. This increased expense combined with the low interest rate environment and credit challenges will negatively impact the Company in 2009.

During 2008, the Company repurchased 40,000 shares of its common stock for $1.63 million or an average price of $40.70 per share under its ongoing Stock Repurchase Program (the SRP). The Company repurchased 53,000 shares for $2.46 million or an average price of $46.47 during 2007. In September 2007, the Company amended the SRP to increase the shares authorized to be purchased by 366,948 leaving the shares remaining that could be repurchased under the SRP at December 31, 2008 at 560,000.

Table of Contents

On November 18, 2008 the Company announced it will not accept funds from the U.S. Treasury s Capital Purchase Program due to current capital levels that exceed well-capitalized guidelines and the potential for additional governmental regulation related to the program. The Company did not elect to participate in the Debt Guarantee Program for newly issued senior unsecured debt. The Company did elect to participate in the Transaction Account Guarantee Program for extended coverage on non-interest bearing transaction deposit accounts.

In April 2008, the Company completed an $80 million sale of securities resulting in a securities pre-tax gain of $6.1 million. The transaction resulted in the sale of $80 million of US Treasury securities and the purchase of Government Sponsored Enterprises (GSE) senior debt securities of similar amounts and maturities. The after-tax impact of these transactions, net of the interest income differential, was approximately $3.3 million for the year.

In March 2008, the Company, as a member bank of Visa, recorded a $1.8 million pre-tax gain from the mandatory partial redemption of the Company s Visa shares received in the first quarter initial public offering. The gain was included in gain on sale of other assets.

In September 2007, the Company completed a modified Dutch Auction self-tender offer and purchased 539,453 shares of its common stock for the maximum offering price of $45.00 per share. Cash on hand was used to pay for the purchase of the stock.

In July 2007, the Company was awarded and received the $3.1 million bond claim by their fidelity bond carrier for the $3.3 million cash shortfall that was reported and expensed in the second quarter of 2005.

In June 2007, the Company entered into an agreement to sell one of its investments held by Council Oak Investment Corporation, a wholly-owned subsidiary of BancFirst, which resulted in a one-time gain of approximately $7.8 million. The transaction was consummated on August 1, 2007 and included in noninterest income securities transactions in the third quarter of 2007. The Company made a $1 million contribution to its charitable foundation with the funds from the gain. This one-time gain, net of related expenses, income taxes and the contribution had a net income effect of approximately $3.9 million.

During the first quarter of 2007 the Company entered into an agreement to acquire Armor Assurance Company (Armor), an insurance agency in Muskogee, Oklahoma for cash of approximately $3.3 million and a $372,000 note payable in three equal annual installments. The transaction was consummated in April 2007 and the note was prepaid and retired in April 2008. Armor had total assets of approximately $364,000. As a result of the acquisition, Armor was merged with the Company s existing property and casualty agency, Wilcox & Jones, to form Wilcox, Jones & McGrath, Inc. The acquisition was accounted for as a purchase. Accordingly, the effects of the acquisition are included in the Company s consolidated financial statements from the date of the acquisition forward. The acquisition did not have a material effect on the results of operations of the Company for 2007 or 2008.

In November 2006, the Company announced its intent to exercise the optional prepayment terms of its 9.65% Junior Subordinated Debentures. The securities were redeemed effective January 15, 2007 for a redemption price equal to 104.825% of the aggregate $25 million liquidation amount of the trust securities plus all accrued and unpaid interest to the redemption date. As a result of the prepayment, the Company incurred a loss of approximately $1.2 million after taxes during the first quarter of 2007. The loss reflects the premium paid and the acceleration of the unamortized issuance costs.

Table of Contents

SELECTED CONSOLIDATED FINANCIAL DATA

(Dollars in thousands, except per share data)

	At and for the Year Ended December 31,				
	2008	**2007**	**2006**	**2005**	**2004**
Income Statement Data					
Net interest income	$ 139,107	$ 148,286	$ 143,688	$ 131,451	$ 117,246
Provision for loan losses	10,676	3,329	1,790	4,607	2,699
Noninterest income	74,385	71,138	58,424	54,284	51,855
Noninterest expense	135,006	134,446	124,557	117,164	108,744
Net income	44,358	53,093	49,352	42,836	37,176
Balance Sheet Data					
Total assets	$ 3,867,204	$ 3,743,006	$ 3,418,574	$ 3,223,030	$ 3,046,977
Securities	455,568	467,719	432,910	456,222	560,234
Total loans (net of unearned interest)	2,757,854	2,487,099	2,325,548	2,317,426	2,093,515
Allowance for loan losses	34,290	29,127	27,700	27,517	25,746
Deposits	3,377,608	3,288,504	2,974,305	2,804,519	2,657,434
Long-term borrowings		606	1,339	4,118	7,815
Junior subordinated debentures	26,804	26,804	51,804	51,804	51,804
Stockholders equity	413,791	371,962	348,355	302,349	277,497
Per Common Share Data					
Net income basic	$ 2.91	$ 3.41	$ 3.14	$ 2.74	$ 2.38
Net income diluted	2.85	3.33	3.07	2.68	2.33
Cash dividends	0.84	0.76	0.68	0.60	0.53
Book value	27.08	24.44	22.10	19.34	17.70
Tangible book value	24.34	21.66	19.57	16.87	15.39
Selected Financial Ratios					
Performance ratios:					
Return on average assets	1.17%	1.49%	1.46%	1.39%	1.22%
Return on average stockholders equity	11.30	14.66	15.10	14.80	13.83
Cash dividend payout ratio	28.87	22.29	21.73	21.90	22.32
Net interest spread	3.31	3.59	3.80	4.13	3.89
Net interest margin	4.05	4.63	4.75	4.76	4.29
Efficiency ratio	63.24	61.27	61.63	63.08	64.31
Balance Sheet Ratios:					
Average loans to deposits	78.82%	76.04%	79.19%	82.43%	74.47%
Average earning assets to total assets	91.23	90.86	90.20	90.19	91.02
Average stockholders equity to average assets	10.35	10.18	9.68	9.37	8.85
Asset Quality Ratios:					
Nonperforming and restructured loans to total loans	0.86%	0.54%	0.51%	0.40%	0.58%
Nonperforming and restructured assets to total assets	0.72	0.40	0.40	0.36	0.48
Allowance for loan losses to total loans	1.24	1.17	1.19	1.19	1.23
Allowance for loan losses to nonperforming and restructured loans	144.52	215.57	231.41	293.36	211.05
Net chargeoffs to average loans	0.21	0.08	0.09	0.14	0.16

Table of Contents

CONSOLIDATED AVERAGE BALANCE SHEETS AND INTEREST MARGIN ANALYSIS

Taxable Equivalent Basis (Dollars in thousands)

	December 31, 2008			December 31, 2007			December 31, 2006		
	Average Balance	Interest Income/ Expense	Average Yield/ Rate	Average Balance	Interest Income/ Expense	Average Yield/ Rate	Average Balance	Interest Income/ Expense	Average Yield/ Rate
ASSETS									
Earning assets:									
Loans (1)	$ 2,612,553	$ 172,556	6.59%	$ 2,364,618	$ 190,173	8.04%	$ 2,321,459	$ 180,401	7.77%
Securities taxable	416,587	16,387	3.92	411,443	18,397	4.47	394,140	17,345	4.40
Securities tax exempt	38,000	2,214	5.81	35,657	2,151	6.03	39,121	2,359	6.03
Federal funds sold and Interest-bearing deposits with banks	385,825	7,864	2.03	419,675	21,167	5.04	291,129	14,404	4.95
Total earning assets	3,452,965	199,021	5.75	3,231,393	231,888	7.18	3,045,849	214,509	7.04
Nonearning assets:									
Cash and due from banks	138,002			139,919			161,576		
Interest receivable and other assets	225,879			213,081			197,559		
Allowance for loan losses	(31,939)			(27,890)			(28,310)		
Total nonearning assets	331,942			325,110			330,825		
Total assets	$ 3,784,907			$ 3,556,503			$ 3,376,674		
LIABILITIES AND STOCKHOLDERS EQUITY									
Interest-bearing liabilities:									
Transaction deposits	$ 423,773	2,126	0.50%	$ 398,786	2,989	0.75%	$ 428,620	3,455	0.81%
Savings deposits	1,100,184	24,945	2.26	1,048,935	39,944	3.81	884,714	30,374	3.43
Time deposits	834,712	29,313	3.50	784,405	35,673	4.55	744,252	29,339	3.94
Short-term borrowings	21,322	458	2.14	33,584	1,667	4.96	37,149	1,798	4.84
Long-term borrowings	218	9	4.12	931	50	5.37	2,582	160	6.20
Junior subordinated debentures	26,738	1,966	7.33	27,832	2,140	7.69	51,804	4,412	8.52
Total interest-bearing liabilities	2,406,947	58,817	2.44	2,294,473	82,463	3.59	2,149,121	69,538	3.24
Interest-free funds:									
Noninterest bearing deposits	955,847			877,474			874,013		
Interest payable and other liabilities	30,537			22,426			26,709		
Stockholders equity	391,576			362,130			326,831		
Total interest free-funds	1,377,960			1,262,030			1,227,553		
	$ 3,784,907			$ 3,556,503			$ 3,376,674		

Total liabilities and stockholders equity			
Net interest income	$ 140,204	$ 149,425	$ 144,971
Net interest spread	3.31%	3.59%	3.80%
Net interest margin	4.05%	4.63%	4.75%

(1) Nonaccrual loans are included in the average loan balances and any interest on such nonaccrual loans is recognized on a cash basis.

Table of Contents

RESULTS OF OPERATIONS

Net Interest Income

In 2008, net interest income, which is the Company s principal source of operating revenue, decreased $9.2 million to $139.1 million compared to an increase of $4.6 million in 2007. The net interest margin on a taxable equivalent basis for 2008 was 4.05%, compared to 4.63% for 2007 and 4.75% for 2006. On a taxable equivalent basis, net interest income decreased $9.2 million in 2008, compared to an increase of $4.6 million in 2007. Changes in the volume of earning assets and interest-bearing liabilities, and changes in interest rates determine the changes in net interest income. The Volume/Rate Analysis summarizes the relative contribution of each of these components to the changes in net interest income in 2008 and 2007. Rapidly declining interest rates in 2008 resulted in a significant decrease in net income. The increases due to volume in 2008 and 2007 were due to growth in earning assets, primarily loans. The increase due to volume in 2008 was more than offset by the negative impact due to lower interest rates. Average loans grew $247.9 million, or 10.5%, in 2008 and $43.2 million, or 1.9%, in 2007. Average time deposits increased $50.3 million, or 6.4%, in 2008 and $40.2 million, or 5.4%, in 2007. Average total deposits increased in both years due in part to the increase in noninterest bearing deposits. Management expects further compression of its net interest margin in 2009 as higher rate assets mature in a continued low interest rate environment.

VOLUME/RATE ANALYSIS

Taxable Equivalent Basis

	Change in 2008			Change in 2007		
	Total	Due to Volume(1)	Due to Rate	Total	Due to Volume(1)	Due to Rate
	(Dollars in thousands)					
INCREASE (DECREASE)						
Interest Income:						
Loans	$ (17,617)	$ 19,655	$ (37,272)	$ 9,771	$ 3,378	$ 6,393
Investments taxable	(1,857)	30	(1,887)	910	287	623
Investments tax exempt	63	154	(91)	(207)	(206)	(1)
Interest-bearing deposits with banks and Federal funds sold	(13,456)	864	(14,320)	7,095	7,255	(160)
Total interest income	(32,867)	20,703	(53,570)	17,569	10,714	6,855
Interest Expense:						
Transaction deposits	(859)	51	(910)	(466)	(472)	6
Savings deposits	(6,691)	348	(7,039)	2,919	2,167	752
Time deposits	(14,672)	5,107	(19,779)	12,985	7,657	5,328
Short-term borrowings	(1,209)	(616)	(593)	(130)	(169)	39
Long-term borrowings	(41)	(39)	(2)	(110)	(105)	(5)
Junior subordinated debentures	(174)	(84)	(90)	(2,273)	(2,033)	(240)
Total interest expense	(23,646)	4,767	(28,413)	12,925	7,045	5,880
Net interest income	$ (9,221)	$ 15,936	$ (25,157)	$ 4,644	$ 3,669	$ 975

(1) Changes in the mix of earning assets and interest-bearing liabilities have been combined with the changes due to volume.

Interest rate sensitivity analysis measures the sensitivity of the Company s net interest margin to changes in interest rates by analyzing the repricing relationship between its earning assets and interest-bearing liabilities. This analysis is limited by the fact that it presents a static position as of a single day and is not necessarily indicative of the Company s position at any other point in time, and does not take into account the sensitivity of

Table of Contents

yields and rates of specific assets and liabilities to changes in market rates. The Company s approach to managing the interest sensitivity gap takes advantage of the Company s stable core deposit base and the relatively short maturity and repricing frequency of its loan portfolio, as well as the historical existence of a positively sloped yield curve, which enhances the net interest margin over the long term.

The Analysis of Interest Rate Sensitivity presents the Company s earning assets and interest-bearing liabilities based on maturity and repricing frequency at December 31, 2008. The Company s cumulative negative gap position in the one year interval increased to $647 million at December 31, 2008 from $474 million at December 31, 2007, and increased as a percentage of total earning assets to 18.3% from 14.1%. This negative gap position assumes that the Company s core savings and transaction deposits are immediately rate sensitive. In a falling rate environment, the benefit of the Company s noninterest-bearing funds is decreased, resulting in a decrease in the Company s net interest margin over time.

ANALYSIS OF INTEREST RATE SENSITIVITY

December 31, 2008

	Interest Rate Sensitive		Noninterest Rate Sensitive		
	0 to 3 Months	4 to 12 Months	1 to 5 Years	Over 5 Years	Total
			(Dollars in thousands)		
EARNING ASSETS					
Loans	$ 881,985	$ 391,662	$ 1,133,967	$ 350,240	$ 2,757,854
Securities	13,223	103,173	289,849	49,323	455,568
Federal funds sold and interest-bearing deposits	295,972	31,274	628		327,874
Total	$ 1,191,180	$ 526,109	$ 1,424,444	$ 399,563	$ 3,541,296
FUNDING SOURCES					
Noninterest-bearing demand deposits (1)	$	$	$	$ 735,958	$ 735,958
Savings and transaction deposits	1,515,168				1,515,168
Time deposits of $100 or more	282,862	57,053			339,915
Time deposits under $100	403,502	93,274			496,776
Short-term borrowings	12,884				12,884
Junior subordinated debentures				26,804	26,804
Stockholders equity				413,791	413,791
Total	$ 2,214,416	$ 150,327	$	$ 1,176,553	$ 3,541,296
Interest sensitivity gap	$ (1,023,236)	$ 375,782	$ 1,424,444	$ (776,990)	
Cumulative gap	$ (1,023,236)	$ (647,454)	$ 776,990	$	
Cumulative gap as a percentage of total earning assets	(28.9)%	(18.3)%	21.9%	%	

(1) Represents the amount of demand deposits required to support earning assets in excess of interest-bearing liabilities and stockholders equity.

Provision for Loan Losses

The provision for loan losses was $10.68 million for 2008, compared to $3.33 million for 2007 and $1.79 million for 2006. The increase in the loan loss provision was required in 2008 due to the deterioration of the credit quality of a small number of specific loans. The decline in quality was the result of declining collateral values and to a lesser extent, nonperformance. Other than the additions in 2008 related to these credits, the amounts provided for the last four years significantly relate to loan growth. The Company establishes an

Table of Contents

allowance as an estimate of the probable inherent losses in the loan portfolio at the balance sheet date which does not include an estimate of further deterioration in the quality of the portfolio. Net loan charge-offs were $5.51 million for 2008, compared to $1.90 million for 2007 and $2.12 million for 2006. The net charge-offs equated to 0.21%, 0.08% and 0.09% of average loans for 2008, 2007 and 2006, respectively. A more detailed discussion of the allowance for loan losses is provided under Loans.

Noninterest Income

Total noninterest income grew $3.2 million to $74.4 million in 2008, an increase of 4.6%. This compares to increases of $12.7 million, or 21.8%, in 2007, and $4.1 million, or 7.6% in 2006. The growth in noninterest income in 2008 was due to the Visa redemption, bond transaction, sale of an asset and an increase in cash management and electronic banking services. The increase in noninterest income in 2007 included a $7.8 million gain on the sale of an investment and a $3.1 million recovery on an insurance claim. The Company s fee income has increased in each of the last five years due to improved pricing strategies, enhanced product lines, acquisitions and internal deposit growth.

Service charges on deposits have increased as a result of growth in deposit accounts and overdraft fees combined with the lower earnings credit on deposit balances. Other noninterest income, which includes safe deposit box rentals, cash management services, other service fees and gain on sale of assets increased $898,000 in 2008, $142,000 in 2007 and $2.65 million in 2006.

The Company recognized a net gain on the sale of securities of $6.94 million in 2008 compared to a gain of $8.34 million in 2007 and a gain of $526,000 in 2006. The Company s practice is to maintain a liquid portfolio of securities and not engage in trading activities. The Company has the ability and intent to hold securities classified as available for sale that were in an unrealized loss position until they mature or until fair value exceeds amortized cost. The net gain on sale of securities in 2008 was primarily due to the sale of U.S. Treasuries and simultaneous purchase of senior GSE debt, while the gain in 2007 was primarily related to the $7.8 million gain on the sale of a venture capital investment by Council Oak Investment Corporation.

The Company earned $2.1 million on the sale of loans in 2008 compared to $2.4 million in 2007. The activity in the secondary market for student loans and home mortgage loans has declined and is expected to be lower in 2009, which could lower this component of noninterest income further.

Noninterest Expense

Total noninterest expense nominally increased by $560,000 to $135.0 million in 2008. This compares to increases of $9.9 million, or 7.9%, for 2007, and $7.4 million, or 6.3% for 2006. The slight increase in noninterest expense in 2008 is due to higher salary and occupancy expense offset by a reduction of bonus and other personnel expense and a suspension of further branch expansion. The increase in 2007 expenses was a result of the $1 million charitable contribution, $1.9 million expense on the trust preferred redemption, $800,000 related to the sale of the investment held by Council Oak Investment Corporation, the acquisition of Armor Assurance Company in the second quarter of 2007 and increased operating expenses due to branch expansion. Salaries and employee benefits increased in 2007 and 2006 due to higher salary levels and benefits costs, additional staff for new product lines and increased loan demand, and acquisitions. Occupancy and fixed assets expense, and depreciation have increased as a result of the addition of facilities from acquisitions and the opening of new branches.

In 2009, all salaried employees are subject to a salary freeze along with a continued suspension of branch expansion. In addition, the Company will experience an increase of $3.8 million in deposit insurance premium expense due to an increase in the regular assessment rate. Additionally, the Company expects an estimated charge of approximately $3.4 million to $6.8 million resulting form the special emergency assessment in 2009, assuming an assessment rate of 10 to 20 basis points, respectively. Management believes it is reasonable to expect additional increases or assessments or both that may be imposed by the FDIC.

Table of Contents

Income Taxes

Income tax expense totaled $23.5 million in 2008, compared to $28.6 million for 2007 and $26.4 million for 2006. The effective tax rates for 2008, 2007 and 2006 were 34.6%, 35.0% and 34.9%, respectively. The primary reasons for the difference between the Company s effective tax rate and the federal statutory rate were tax-exempt income, nondeductible amortization, federal and state tax credits, and state tax expense.

Certain financial information is prepared on a taxable equivalent basis to facilitate analysis of yields and changes in components of earnings. Average balance sheets, income statements and other financial statistics are also presented on a taxable equivalent basis.

Impact of Inflation

The impact of inflation on financial institutions differs significantly from that of industrial or commercial companies. The assets of financial institutions are predominantly monetary, as opposed to fixed or nonmonetary assets such as premises, equipment and inventory. As a result, there is little exposure to inflated earnings by understated depreciation charges or significantly understated current values of assets. Although inflation can have an indirect effect by leading to higher interest rates, financial institutions are in a position to monitor the effects on interest costs and yields and respond to inflationary trends through management of interest rate sensitivity. Inflation can also have an impact on noninterest expenses such as salaries and employee benefits, occupancy, services and other costs.

Impact of Deflation

In a period of deflation, it would be reasonable to expect widely decreasing prices for real assets. In such an economic environment, assets of businesses and individuals, such as real estate, commodities or inventory, could decline. The inability of customers to repay or refinance their loans could result in loan losses incurred by the Company far in excess of historical experience due to deflated collateral values.

FINANCIAL POSITION

Cash, Federal Funds Sold and Interest Bearing Balances with Banks

Cash consists of cash and cash items on hand, noninterest-bearing deposits and other amounts due from other banks, reserves deposited with the Federal Reserve Bank, and interest-bearing deposits with other banks. Federal funds sold consists of overnight investments of excess funds with other financial institutions. Due to the Federal Reserve Bank s intervention into the Federal funds market that has resulted in near zero overnight fed funds rates, the Company has maintained its excess funds with the Federal Reserve Bank. The Federal Reserve Bank pays interest on these funds based upon the lowest target rate for the maintenance period.

The amount of cash, federal funds sold and interest bearing balances with the Federal Reserve Bank carried by the Company is a function of the availability of funds presented to other institutions for clearing, the Company s requirements for liquidity, operating cash and reserves, available yields, and interest rate sensitivity management. Balances of these items can fluctuate widely based on these various factors. Cash and federal funds sold decreased $141.4 million in 2008 and increased $105.5 million in 2007. At year end 2008, the Company had $39.5 million of brokered CD s it had purchased. All CD s are under the $250,000 FDIC insured limit and have maturities of less than one year.

Securities

Total securities decreased $12.2 million to $455.6 million, a decrease of 2.6%. This compares to a increase of $34.8 million, or 8.0%, in 2007. Securities available for sale represented 92.4% of the total securities portfolio at year-end 2008, compared to 94.6% at year-end 2007. Securities available for sale had a net unrealized gain of

Table of Contents

$22.6 million at year-end 2008, compared to a net unrealized gain of $10.7 million the preceding year. These unrealized gains are included in the Company s stockholders equity as accumulated other comprehensive income, net of income tax, in the amounts of $14.7 million and $6.9 million for 2008 and 2007, respectively.

SECURITIES

	December 31		
	2008	2007	2006
	(Dollars in thousands)		
Held for Investment (at amortized cost)			
U.S. Treasury and other federal agencies	$ 1,855	$ 2,393	$ 3,084
States and political subdivisions	32,613	22,877	22,968
Total	$ 34,468	$ 25,270	$ 26,052
Estimated market value	$ 34,975	$ 25,472	$ 26,087
Available for Sale (at estimated market value)			
U.S. Treasury and other federal agencies	$ 372,667	$ 413,230	$ 376,005
States and political subdivisions	11,722	15,237	18,327
Other securities	36,711	13,982	12,526
Total	$ 421,100	$ 442,449	$ 406,858
Total Securities	$ 455,568	$ 467,719	$ 432,910

The Company does not engage in securities trading activities. Any sales of securities are for the purpose of executing the Company s asset/liability management strategy, eliminating a perceived credit risk in a specific security, or providing liquidity. Securities that are being held for indefinite periods of time, or that may be sold as part of the Company s asset/liability management strategy, to provide liquidity or for other reasons, are classified as available for sale and are stated at estimated market value. Unrealized gains or losses on securities available for sale are reported as a component of stockholder s equity, net of income tax. Securities for which the Company has the intent and ability to hold to maturity are classified as held for investment and are stated at cost, adjusted for amortization of premiums and accretion of discounts computed under the interest method. Securities that are determined to be impaired, and for which such impairment is determined to be other than temporary, are adjusted to fair value and a corresponding loss is recognized. Gains or losses from sales of securities are based upon the book values of the specific securities sold.

Declines in the fair value of held for investment and available-for-sale securities below their cost that are deemed to be other than temporary are reflected in earnings as realized losses. In estimating other-than-temporary impairment losses, management considers, among other things, (i) the length of time and the extent to which the fair value has been less than cost, (ii) the financial condition and near-term prospects of the issuer, and (iii) the intent and ability of the Company to retain its investment in the issuer for a period of time sufficient to allow for any anticipated recovery in fair value.

Management has the ability and intent to hold the securities classified as held for investment until they mature, at which time the Company will receive full value for the securities. As of December 31, 2008, the Company had net unrealized gains largely due to decreases in market interest rates from the yields available at the time the underlying securities were purchased. The fair value of those securities having unrealized losses is expected to recover as the securities approach their maturity date or repricing date or if market yields for similar investments decline. Management does not believe any of the securities are impaired due to reasons of credit quality. Furthermore, as of December 31, 2008, management also had the ability and intent to hold all securities classified as available for sale with an unrealized loss for a period of time sufficient for a recovery of cost. Accordingly, as of December 31, 2008, management believes the impairments are temporary and no material

Table of Contents

impairment loss has been realized in the Company s consolidated income statement. At December 31, 2008, and for the years ended December 31, 2007 and 2006, the Company held Class A shares in the Federal Home Loan Bank of Topeka, Kansas. The book value at each year end was $5.7 million and value of the stock was not considered to be impaired.

The Maturity Distribution of Securities summarizes the maturity and weighted average taxable equivalent yields of the securities portfolio. The Company manages its securities portfolio for liquidity and as a tool to execute its asset/liability management strategy. Consequently, the average maturity of the portfolio is relatively short. Securities maturing within five years represent 90.5% of the total portfolio.

MATURITY DISTRIBUTION OF SECURITIES

December 31, 2008

	Within One Year		After One Year But Within Five Years		After Five Years But Within Ten Years		After Ten Years		Total	
	Amount	Yield*	Amount	Yield*	Amount	Yield*	Amount	Yield*	Amount	Yield*
	(Dollars in thousands)									
Held for Investment										
U.S. Treasury and other federal agencies	$ 176	3.41%	$ 877	4.90%	$ 791	6.57%	$ 11	0.00%	$ 1,855	5.44%
State and political subdivisions	6,903	5.59	22,330	5.26	2,855	5.99	525	6.48	32,613	5.42
Total	$ 7,079	5.54	$ 23,207	5.25	$ 3,646	6.12	$ 536	6..34	$ 34,468	5.42
Percentage of total	20.5%		67.3%		10.6%		1.6%		100.0%	
Available for Sale										
U.S. Treasury and other federal agencies	$ 108,433	2.84%	$ 245,975	4.14%	$ 18,125	5.47%	$ 134	5.22%	$ 372,667	3.83%
State and political subdivisions	1,273	5.11	6,185	5.93	4,264	5.91			11,722	5.84
Other securities			20,366	2.48			16,345	5.26	36,711	3.72
Total	$ 109,706	2.86	$ 272,526	4.06	$ 22,389	5.55	$ 16,479	5.26	$ 421,100	3.87
Percentage of total	26.1%		64.7%		5.3%		3.9%		100.0%	
Total securities	$ 116,785	3.03%	$ 295,733	4.15%	$ 26,035	5.63%	$ 17,015	5.30%	$ 455,568	3.99%
Percentage of total	25.6%		64.9%		5.7%		3.8%		100.0%	

* Yield on a taxable equivalent basis

Loans

The Company has historically generated loan growth from both internal originations and acquisitions. Total loans increased $270.8 million to $2.8 billion, an increase of 10.9%, in 2008, and $161.6 million, or 7.0%, in 2007.

Composition

The Company s loan portfolio is diversified among various types of commercial and individual borrowers. Commercial loans are comprised principally of loans to companies in light manufacturing, retail and service industries. Construction and development loans totaled $246 million, or 8.9% of total loans at the end of 2008, as compared to $223 million, or 9.0% of total loans at the end of 2007. Real estate loans secured by farmland, multifamily, commercial and one to four family housing represented 52.5% of total loans at December 31, 2008, compared to 51.6% of total loans at December 31, 2007. Consumer loans are comprised primarily of loans to

Table of Contents

individuals for the purchase of vehicles and student loans. The Company did not have any credit card receivables at year end 2008 and 2007. Student loans have increased to $131.2 million at year end up from $79.5 million at December 31, 2007. The increase in student loans was due to the exit of many other financial institutions from this product, leaving the Company as one of the few remaining student lenders in Oklahoma.

Loans secured by real estate including farmland, multifamily, commercial, one to four family housing and construction and development loans, have been a large portion of the Company s loan portfolio. In 2008, this percentage was 61.5% compared to 60.5% for 2007. The Company is subject to risk of future market fluctuations in property values relating to these loans. The Company attempts to manage this risk through rigorous loan underwriting standards.

LOANS BY CATEGORY

	December 31,									
	2008		2007		2006		2005		2004	
	Amount	% of Total	Amount	% of Total	Amount	% of Total	Amount	% of Total	Amount	% of Total
	(Dollars in thousands)									
Commercial, financial and other	$ 726,602	26.35%	$ 711,124	28.59%	$ 621,675	26.73%	$ 651,176	28.10%	$ 525,306	25.10%
Real estate construction	246,269	8.93	222,820	8.96	223,561	9.61	215,965	9.32	152,402	7.28
Real estate one to four family	543,183	19.70	513,969	20.67	516,727	22.22	512,513	22.11	502,015	23.98
Real estate farmland, multifamily and commercial	905,862	32.84	768,451	30.89	705,452	30.34	661,398	28.54	640,244	30.57
Consumer	335,938	12.18	270,735	10.89	258,133	11.10	276,374	11.93	273,548	13.07
Total	$ 2,757,854	100.00%	$ 2,487,099	100.00%	$ 2,325,548	100.00%	$ 2,317,426	100.00%	$ 2,093,515	100.00%

The following table presents the Maturity and Rate Sensitivity of Loans for commercial, financial and other loans, and real estate loans, excluding one to four family residential loans. Over 58% of the commercial real estate and other commercial loans have maturities of one year or less. However, many of these loans are renewed at existing or similar terms after scheduled principal reductions. Also, approximately 50% of the commercial real estate and other commercial loans had adjustable interest rates at year-end 2008. The short maturities and adjustable rates on these loans allow the Company to maintain the majority of its loan portfolio near market interest rates.

Table of Contents

MATURITY AND RATE SENSITIVITY OF LOANS

December 31, 2008

	Maturing			
	Within One Year	After One But Within Five Years	After Five Years	Total
	(Dollars in thousands)			
Commercial, financial and other	$ 526,114	$ 175,528	$ 24,961	$ 726,603
Real estate construction	212,081	29,696	4,492	246,269
Real estate farmland, multifamily and commercial (excluding loans secured by 1 to 4 family residential properties)	366,094	364,985	174,783	905,862
Total	$ 1,104,289	$ 570,209	$ 204,236	$ 1,878,734
Loans with predetermined interest rates	$ 408,954	$ 361,189	$ 178,461	$ 948,604
Loans with adjustable interest rates	695,335	209,020	25,775	930,130
Total	$ 1,104,289	$ 570,209	$ 204,236	$ 1,878,734
Percentage of total	58.8%	30.3%	10.9%	100.0%

The information relating to the maturity and rate sensitivity of loans is based upon contractual maturities and original loan terms. In the ordinary course of business, loans maturing within one year may be renewed, in whole or in part, at interest rates prevailing at the date of renewal.

Nonperforming and Restructured Loans

Nonperforming and restructured assets increased $12.6 million to $27.7 million, an increase of 83.8%. This compares to an increase of $1.5 million to $15.1 million or 10.5% in 2007. The increase resulted from downgrades of several commercial customers in 2008 from relatively low levels in 2007. Nonperforming and restructured loans as a percentage of total loans was 0.86% at year-end 2008, compared to 0.54% at year-end 2007 and 0.51% at year-end 2006.

Nonaccrual loans negatively impact the Company s net interest margin. A loan is placed on nonaccrual status when, in the opinion of management, the future collectibility of interest or principal or both is in serious doubt. Interest income is recognized on certain of these loans on a cash basis if the full collection of the remaining principal balance is reasonably expected. Otherwise, interest income is not recognized until the principal balance is fully collected. Nonaccrual loans increased $9.8 million to $21.4 million, an increase of 84.6%, in 2008, compared to an increase of $2.2 million or 23.4% in 2007. Total interest income which was not accrued on nonaccrual loans outstanding at year end was approximately $1.4 million in 2008 and $564,000 in 2007. Only a small amount of this interest is expected to be ultimately collected.

The classification of a loan as nonperforming does not necessarily indicate that loan principal and interest will ultimately be uncollectible; although in a weakening economy, the Company s experience has been that the level of collections decline. The above normal risk associated with nonperforming loans has been considered in the determination of the allowance for loan losses. At year-end 2008, the allowance for loan losses as a percentage of nonperforming and restructured loans was 144.5%, compared to 215.6% at the end of 2007 and 231.4% at the end of 2006.

At year end 2008, other real estate owned and repossessed assets increased to $4.0 million from $1.6 million in 2007. Other real estate owned consists of properties acquired through foreclosure proceedings or acceptance of a deed in lieu of foreclosure, and premises held for sale. These properties are carried at the lower of the book

Table of Contents

values of the related loans or fair market values based upon appraisals, less estimated costs to sell. Writedowns arising at the time of reclassification of such properties from loans to other real estate owned are charged directly to the allowance for loan losses. Any losses on bank premises designated to be sold are charged to operating expense at the time of transfer from premises to other real estate owned. Decreases in value of property subsequent to its classification as other real estate owned are charged to operating expense.

NONPERFORMING AND RESTRUCTURED ASSETS

	December 31,				
	2008	2007	2006	2005	2004
	(Dollars in thousands)				
Past due over 90 days and still accruing	$ 1,346	$ 823	$ 1,884	$ 1,455	$ 3,149
Nonaccrual	21,359	11,568	9,371	7,344	8,688
Restructured	1,022	1,121	715	581	362
Total nonperforming and restructured loans	23,727	13,512	11,970	9,380	12,199
Other real estate owned and repossessed assets	3,997	1,568	1,675	2,262	2,513
Total nonperforming and restructured assets	$ 27,724	$ 15,080	$ 13,645	$ 11,642	$ 14,712
Nonperforming and restructured loans to total loans	0.86%	0.54%	0.51%	0.40%	0.58%
Nonperforming and restructured assets to total assets	0.72%	0.40%	0.40%	0.36%	0.48%

Potential problem loans are performing loans to borrowers with a weakened financial condition, or which are experiencing unfavorable trends in their financial condition, which causes management to have concerns as to the ability of such borrowers to comply with the existing repayment terms. BancFirst had approximately $66.8 million and $35.0 million of these loans at December 31, 2008 and 2007, respectively, which were not included in nonperforming and restructured assets. In general, these loans are adequately collateralized and have no specific identifiable probable loss. Loans which are considered to have identifiable loss potential are placed on nonaccrual status, are allocated a specific allowance for loss or are directly charged-down, and are reported as nonperforming. The Company s nonaccrual loans are primarily commercial and real estate loans.

Allowance for Loan Losses

The allowance for loan losses reflects management s estimate of loss incurred in the Company s loan portfolio through the balance sheet date. The allowance and its adequacy is determined through consideration of many factors, including past loan loss experience, current evaluations of known impaired loans, levels of adversely classified loans, general economic conditions and other environmental factors. The process of evaluating the adequacy of the allowance for loan losses necessarily involves the exercise of judgment and consideration of numerous subjective factors existing at year end. Accordingly, there can be no assurance that the estimate of incurred losses will not change as economic and environmental factors change from that date. Furthermore, in the future, additional loan loss provisions will be required for future losses as they occur. In 2008, the Company s allowance for loan losses represented 1.24% of total loans, compared to 1.17% for 2007 and 1.19% for 2006. As loan quality changes with economic and credit cycles, it would be reasonable to expect the Company s net charge-offs and loan loss provisions to return to more historically normal or higher levels. In 2008, the Company s loan portfolio began to experience some isolated credit issues with several customers due primarily to a decline in collateral values and to a lesser extent, nonperformance. These credit issues along with loan growth and charge-offs caused an increase in the level of the loan loss provision. If deterioration in the national economy and the credit markets continues, it would be reasonable to expect that required loan loss reserves would increase in future periods.

Notwithstanding the foregoing, the Company s recent net charge-off experience continued to remain relatively low. In 2008, the Company recognized $5.51 million of net charge-offs, which represented 0.21% of average loans, compared to $1.90 million, or 0.08% for 2007, and $2.12 million, or 0.09% for 2006.

Table of Contents

ANALYSIS OF ALLOWANCE FOR LOAN LOSSES

	Year Ended December 31,				
	2008	2007	2006	2005	2004
	(Dollars in thousands)				
Balance at beginning of period	$ 29,127	$ 27,700	$ 27,517	$ 25,746	$ 26,148
Charge-offs:					
Commercial	(1,901)	(455)	(1,383)	(1,249)	(1,729)
Real estate	(3,326)	(1,304)	(778)	(1,045)	(943)
Consumer	(897)	(888)	(1,226)	(1,425)	(1,422)
Other	(151)	(36)	(94)	(125)	(85)
Total charge-offs	(6,275)	(2,683)	(3,481)	(3,844)	(4,179)
Recoveries:					
Commercial	187	200	277	201	406
Real estate	118	203	686	101	196
Consumer	221	312	342	345	438
Other	236	66	59	60	38
Total recoveries	762	781	1,364	707	1,078
Net charge-offs	(5,513)	(1,902)	(2,117)	(3,137)	(3,101)
Provision charged to operations	10,676	3,329	1,790	4,607	2,699
Additions from acquisitions			510	301	
Balance at end of period	$ 34,290	$ 29,127	$ 27,700	$ 27,517	$ 25,746
Average loans	$ 2,612,553	$ 2,364,618	$ 2,321,459	$ 2,210,737	$ 1,981,918
Total loans	$ 2,757,854	$ 2,487,099	$ 2,325,548	$ 2,317,426	$ 2,093,515
Net charge-offs to average loans	0.21%	0.08%	0.09%	0.14%	0.16%
Allowance to total loans	1.24%	1.17%	1.19%	1.19%	1.23%
Allocation of the allowance by category of loans:					
Commercial, financial and other	$ 9,520	$ 8,453	$ 7,364	$ 7,738	$ 6,541
Real estate construction	3,231	3,261	2,939	2,726	1,735
Real estate mortgage	17,421	14,269	14,121	13,597	14,139
Consumer	4,118	3,144	3,276	3,456	3,331
Total	$ 34,290	$ 29,127	$ 27,700	$ 27,517	$ 25,746
Percentage of loans in each category to total loans:					
Commercial, financial and other	27.76%	29.02%	26.58%	28.10%	25.10%
Real estate construction	9.42	11.20	10.61	9.32	7.28
Real estate mortgage	50.81	48.99	50.98	50.65	54.55
Consumer	12.01	10.79	11.83	11.93	13.07
Total	100.00%	100.00%	100.00%	100.00%	100.00%

Goodwill and Other Assets

Identifiable intangible assets and goodwill totaled $43.3 million and $24.4 million at December 31, 2008, respectively. The value of these intangible assets and goodwill was not considered to be impaired. Other assets include $44.5 million of cash surrender value life insurance from life insurance companies with satisfactory credit ratings.

Table of Contents

Liquidity and Funding

The Company s principal source of liquidity and funding is its broad deposit base generated from customer relationships. The availability of deposits is affected by economic conditions, competition with other financial institutions, and alternative investments available to customers. Through interest rates paid, service charge levels and services offered, the Company can, to a limited extent, affect its level of deposits. The level and maturity of funding necessary to support the Company s lending and investment functions is determined through the Company s asset/liability management process. In addition to deposits, short-term borrowings, comprised primarily of federal funds purchased and repurchase agreements, provide additional funding sources. The Company does not utilize brokered CDs and currently does not have any long-term borrowings. The Company could also utilize the sale of loans, securities, and liquidation of other assets as sources of liquidity and funding.

Total deposits increased $89 million to $3.4 billion, an increase of 2.7%, in 2008, and $314 million, or 10.6%, in 2007. The increases in 2008 and 2007 were due strictly to internal growth. Demand deposits as a percentage of total deposits averaged 28.8% in 2008 and 28.2% in 2007. The Company s core deposits provide it with a stable, low-cost funding source. Core deposits averaged 89.7% and 90.4% of total deposits in 2008 and 2007, respectively.

ANALYSIS OF AVERAGE DEPOSITS

	Year Ended December 31,				
	2008	2007	2006	2005	2004
	(Dollars in thousands)				
Average Balances					
Demand deposits	$ 955,847	$ 877,474	$ 874,013	$ 831,202	$ 765,011
Interest-bearing transaction Deposits	423,773	398,786	428,620	379,084	432,116
Savings deposits	1,100,184	1,048,935	884,714	788,587	746,864
Time deposits under $100	492,651	486,089	499,293	461,761	497,773
Total core deposits	2,972,455	2,811,284	2,686,640	2,460,634	2,441,764
Time deposits of $100 or more	342,061	298,316	255,959	221,169	219,517
Total deposits	$ 3,314,516	$ 3,109,600	$ 2,942,599	$ 2,681,803	$ 2,661,281

	% of Total	Rate	% of Total	Rate	% of Total	Rate	% of Total	Rate	% of Total	Rate
Percentages of Total Average Deposits And Average Rates Paid										
Demand deposits	28.84%		28.22%		29.70%		31.00%		28.75%	
Interest-bearing transaction Deposits	12.79	0.50%	12.83	0.75%	14.57	0.81%	14.13	0.65%	16.24	0.29%
Savings deposits	33.19	2.21	33.73	3.81	30.06	3.43	29.40	1.82	28.06	1.11
Time deposits under $100	14.86	3.52	15.63	4.47	16.97	3.85	17.22	2.46	18.70	1.70
Total core deposits	89.68		90.41		91.30		91.75		91.75	
Time deposits of $100 or more	10.32	3.67	9.59	4.71	8.70	4.13	8.25	2.78	8.25	2.06
Total deposits	100.00%		100.00%		100.00%		100.00%		100.00%	
Average rate paid on interest-bearing deposits		2.39%		3.52%		3.07%		1.68%		1.19%

The Company has not utilized brokered deposits. At December 31, 2008, 88.8% of its time deposits of $100,000 or more mature in one year or less.

Table of Contents

MATURITY OF CERTIFICATES OF DEPOSIT

	December 31, 2008 (In thousands)
$100,000 or More	
Three months or less	$ 126,196
Over three months through six months	68,281
Over six months through twelve months	107,424
Over twelve months	38,014
Total	$ 339,915

Short-term borrowings, consisting primarily of federal funds purchased and repurchase agreements, are another source of funds for the Company. The level of these borrowings is determined by various factors, including customer demand and the Company s ability to earn a favorable spread on the funds obtained. Short-term borrowings totaled $12.9 million at December 31, 2008, compared to $30.4 million at December 31, 2007.

The Bank is a member of the Federal Home Loan Bank of Topeka, Kansas (the FHLB) and borrows, on a limited basis, from the FHLB. These borrowings are principally used to match-fund longer-term, fixed-rate loans, and are collateralized by a pledge of residential first mortgages and certain securities. The Bank had no long-term borrowings at December 31, 2008 compared to $606,000 at December 31, 2007.

Historically, the Bank is more liquid than its peers. This liquidity positions the Bank to respond to increased loan demand and other requirements for funds, or to decreases in funding sources. The liquidity of BancFirst Corporation, however, is dependent upon dividend payments from the Bank and its ability to obtain financing. Banking regulations limit bank dividends based upon net earnings retained by the bank and minimum capital requirements. Dividends in excess of these limits require regulatory approval. At January 1, 2009, the Bank had approximately $48.9 million of equity available for payments to BancFirst Corporation without regulatory approval. During 2008, the Bank declared four common stock dividends totaling $13.1 million and two preferred stock dividends totaling $1.9 million.

The Company has various contractual obligations that require future cash payments. The following table presents certain known payments for contractual obligations by payment due period as of December 31, 2008.

CONTRACTUAL OBLIGATIONS

December 31, 2008

	Payment Due By Period					
	Less Than 1 Year	1 to 3 Years	3 to 5 Years	Over 5 Years	Indeterminate Maturity	Totals
	(Dollars in Thousands)					
Long-term borrowings	$	$	$	$	$	$
Junior subordinated debentures (1)	1,872	3,744	3,744	62,546		71,906
Operating lease payments	726	841	244	662		2,473
Certificates of deposit	726,369	88,577	21,709	36		836,691
Total	$ 728,967	$ 93,162	$ 25,697	$ 63,244	$	$ 911,070

(1) Includes principal and interest.

Table of Contents

Capital Resources

Stockholders equity totaled $414 million at year-end 2008, compared to $372 million at year-end 2007 and $348 million at year-end 2006. Stockholders equity has continued to increase due to net earnings retained, stock option exercises, and unrealized gains on securities offset by, common stock repurchases, dividends and unrealized losses on securities. The Company s average equity capital ratio for 2008 was 10.35%, compared to 10.18% for 2007 and 9.68% for 2006. At December 31, 2008, the Company s leverage ratio was 10.02%, its Tier 1 capital ratio was 12.61%, and its total risk-based capital ratio was 13.78%, compared to minimum requirements of 3%, 4% and 8%, respectively. Banking institutions are generally expected to maintain capital well above the minimum levels.

In November 1999, the Company adopted a Stock Repurchase Program (the SRP) authorizing management to repurchase up to 600,000 shares of the Company s common stock. The SRP was amended in May 2001, August of 2002, and September of 2007 to increase the shares authorized to be purchased by 555,832 shares, 364,530 shares and 366,948 shares, respectively. The SRP may be used as a means to increase earnings per share and return on equity, to purchase treasury stock for the exercise of stock options or for distributions under the Deferred Stock Compensation Plan, to provide liquidity for optionees to dispose of stock from exercises of their stock options, and to provide liquidity for shareholders wishing to sell their stock. The timing, price and amount of stock repurchases under the SRP may be determined by management and must be approved by the Company s Executive Committee. At December 31, 2008 there were 560,000 shares remaining that could be repurchased under the SRP.

In January 1997, BancFirst Corporation established BFC Capital Trust I (the Trust), a trust formed under the Delaware Business Trust Act. BancFirst Corporation owned all of the common securities of the Trust. In February 1997, the Trust issued $25 million of aggregate liquidation amount of 9.65% Capital Securities, Series A (the Capital Securities) to other investors. The proceeds from the sale of the Capital Securities and the common securities of the Trust were invested in $25 million of 9.65% Junior Subordinated Deferrable Interest Debentures, Series A (the 9.65% Junior Subordinated Debentures) of BancFirst Corporation. The Series A Capital Securities and 9.65% Junior Subordinated Debentures were subsequently exchanged for Series B Capital Securities and Junior Subordinated Debentures, pursuant to a Registration Rights Agreement. The terms of the Series A and Series B securities were identical in all material respects. Interest payments on the 9.65% Junior Subordinated Debentures were payable January 15 and July 15 of each year. Such interest payments were deferrable for up to ten consecutive semi-annual periods. The stated maturity date of the 9.65% Junior Subordinated Debentures was January 15, 2027, but they were subject to mandatory redemption pursuant to optional prepayment terms. The optional prepayment terms allowed for prepayment on or after January 15, 2007, in whole or in part, at a prepayment price equal to 104.825% of the principal amount thereof on January 15, 2007, declining ratably on each January 15 thereafter to 100% on or after January 15, 2017. The Capital Securities represented an undivided interest in the 9.65% Junior Subordinated Debentures and were guaranteed by BancFirst Corporation. During any deferral period or during any event of default, BancFirst Corporation may not declare or pay any dividends on any of its capital stock.

In November 2006, the Company made the determination to exercise the optional prepayment terms of the 9.65% Junior Subordinated Debentures. The securities were redeemed on January 15, 2007 for a redemption price equal to 104.825% of the aggregate $25 million liquidation amount of the debentures plus all accrued and unpaid interest to the redemption date. As a result of these transactions, the Company incurred a one-time charge of approximately $1.2 million after taxes at the time of the redemption. The one-time charge reflects the premium paid and the acceleration of the unamortized issuance costs.

In January 2004, BancFirst Corporation established BFC Capital Trust II (BFC II), a trust formed under the Delaware Business Trust Act. BancFirst Corporation owns all of the common securities of BFC II. In February 2004, BFC II issued $25 million of aggregate liquidation amount of 7.20% Cumulative Trust Preferred Securities (the Trust Preferred Securities) to other investors. In March 2004, BFC II issued an additional

Table of Contents

$1 million in Trust Preferred Securities through the execution of an over-allotment option. The proceeds from the sale of the Trust Preferred Securities and the common securities of BFC II were invested in $26.8 million of 7.20% Junior Subordinated Debentures of BancFirst Corporation. Interest payments on the 7.20% Junior Subordinated Debentures are payable January 15, April 15, July 15 and October 15 of each year. Such interest payments may be deferred for up to twenty consecutive quarters. The stated maturity date of the 7.20% Junior Subordinated Debentures is March 31, 2034, but they are subject to mandatory redemption pursuant to optional prepayment terms. The Trust Preferred Securities represent an undivided interest in the 7.20% Junior Subordinated Debentures and are guaranteed by BancFirst Corporation. During any deferral period or during any event of default, BancFirst Corporation may not declare or pay any dividends on any of its capital stock. In March 2005, the Federal Reserve Board adopted a final rule that allows the continued limited inclusion of trust preferred securities in the Tier 1 capital of bank holding companies. The Trust Preferred Securities are callable at par, in whole or in part, after March 31, 2009. Given the current interest rate environment and the relatively inactive secondary markets, it is unlikely that the call provision will be exercised in the near future.

Future dividend payments will be determined by the Company s Board of Directors in light of the earnings and financial condition of the Company and the Bank, their capital needs, applicable governmental policies and regulations and such other factors as the Board of Directors deems appropriate. While no assurance can be given as to the Company s ability to pay dividends, management believes that, based upon the anticipated performance of the Company, regular dividend payments will continue in 2009.

In September 2007, the Company completed a modified Dutch Auction self-tender offer and purchased 539,453 shares of its common stock for the maximum offering price of $45.00 per share. Cash on hand was used to pay for the purchase of the stock.

Market Risk

Market risk refers to the risk of loss arising from adverse changes in interest rates, foreign currency exchange rates, commodity prices, and other relevant market rates and prices, such as equity prices. The risk of loss can be assessed from the perspective of adverse changes in fair values, cash flows, and future earnings. Due to the nature of its operations, the Company is primarily exposed to interest rate risk arising principally from its lending, investing, deposit and borrowing activities and, to a lesser extent, liquidity risk.

Interest rate risk on the Company s balance sheets consists of repricing, option, and basis risks. Repricing risk results from the differences in the maturity, or repricing, of asset and liability portfolios. Option risk arises from embedded options present in many financial instruments such as loan prepayment options, deposit early withdrawal options and interest rate options. These options allow customers opportunities to benefit when market interest rates change, which typically results in higher costs or lower revenue for the Company. Basis risk refers to the potential for changes in the underlying relationship between market rates and indices, which subsequently result in a narrowing of the profit spread on an earning asset or liability. Basis risk is also present in administered rate liabilities, such as savings accounts, negotiable order of withdrawal accounts, and money market accounts where historical pricing relationships to market rates may change due to the level or directional change in market interest rates.

The Company seeks to reduce fluctuations in its net interest margin and to optimize net interest income with acceptable levels of risk through periods of changing interest rates. Accordingly, the Company s interest rate sensitivity and liquidity are monitored on an ongoing basis by its Asset and Liability Committee (ALCO). ALCO establishes risk measures, limits and policy guidelines for managing the amount of interest rate risk and its effect on net interest income and capital. A variety of measures are used to provide for a comprehensive view of the magnitude of interest rate risk, the distribution of risk, the level of risk over time and the exposure to changes in certain interest rate relationships.

The Company utilizes an earnings simulation model as a quantitative tool in measuring the amount of interest rate risk associated with changing market rates. The model quantifies the effects of various interest rate

Table of Contents

scenarios on projected net interest income over the next 12 months. These simulations incorporate assumptions regarding pricing and the repricing and maturity characteristics of the existing balance sheet.

The ALCO continuously monitors and manages the balance between interest rate-sensitive assets and liabilities. The objective is to manage the impact of fluctuating market rates on net interest income within acceptable levels. In order to meet this objective, management may lengthen or shorten the duration of assets or liabilities.

As of December 31, 2008, the model simulations projected that a 100 and 200 basis point increase would result in positive variances in net interest income of 1.91% and 3.74%, respectively, relative to the base case, over the next 12 months. Conversely, the model simulation projected that 100 and 200 basis point decreases in interest rates would result in negative variances in net interest income of 8.05% and 12.31%, respectively, relative to the base case, over the next 12 months.

The following table presents the Company s financial instruments that are sensitive to changes in interest rates, their expected maturities and their estimated fair values at December 31, 2008.

MARKET RISK

December 31, 2008

	Avg Rate	Expected Maturity / Principal Repayments at December 31, 2009	2010	2011	2012	2013	Thereafter	Balance	Fair Value
		(Dollars in thousands)							
Interest Sensitive Assets									
Loans	6.59%	$ 1,743,064	$ 405,662	$ 307,954	$ 114,008	$ 122,681	$ 64,486	$ 2,757,855	$ 2,788,618
Securities	3.79	117,874	47,399	105,406	113,715	28,124	43,049	455,567	456,075
Federal funds sold and interest bearing deposits	2.03	327,874						327,874	327,218
Interest Sensitive Liabilities									
Savings and transaction deposits	1.78	2,540,917						2,540,917	2,559,937
Time deposits	3.50	726,369	75,391	13,186	10,508	11,201	36	836,691	841,931
Short-term borrowings	2.14	12,884						12,884	12,886
Long-term borrowings	4.12								
Junior subordinated debentures	7.33						26,804	26,804	26,804
Off Balance Sheet Items									
Loan commitments									1,187
Letters of credit									437

The expected maturities and principal repayments are based upon the contractual terms of the instruments. Prepayments have been estimated for certain instruments with predictable prepayment rates. Savings and transaction deposits are assumed to mature all in the first year as they are not subject to withdrawal restrictions and any assumptions regarding decay rates would be very subjective. The actual maturities and principal repayments for the financial instruments could vary substantially from the contractual terms and assumptions used in the analysis.

Critical Accounting Policies and Estimates

The Company s significant accounting policies are described in note (1) to the consolidated financial statements. The preparation of financial statements in conformity with accounting principles generally accepted in the United States inherently involves the use of estimates and assumptions, which affect the amounts reported in the financial statements and the related disclosures. These estimates relate principally to the allowance for loan

Table of Contents

losses, income taxes, intangible assets and the fair value of financial instruments. Such estimates and assumptions may change over time and actual amounts realized may differ from those reported. The following is a summary of the accounting policies and estimates that management believes are the most critical.

Allowance for Loan Losses

The allowance for loan losses is management s estimate of the probable losses incurred in the Company s loan portfolio through the balance sheet date.

The allowance for loan losses is increased by provisions charged to operating expense and is reduced by net loan charge-offs. The amount of the allowance for loan losses is based on past loan loss experience, evaluations of known impaired loans, levels of adversely classified loans, general economic conditions and other environmental factors. A loan is considered impaired when it is probable that the Company will be unable to collect all amounts due according to the contractual terms of the loan agreement. The majority of the Company s impaired loans are collateral dependent. For collateral dependent loans, the amount of impairment is measured based upon the fair value of the underlying collateral and is included in the allowance for loan losses.

The amount of the allowance for loan losses is first estimated by each business unit s management based on their evaluation of their unit s portfolio. This evaluation involves identifying impaired and adversely classified loans. Specific allowances for losses are determined for impaired loans based on either the loans estimated discounted cash flows or the fair value of the collateral. Allowances for adversely classified loans are estimated using historical loss percentages for each type of loan adjusted for various economic and environmental factors related to the underlying loans. An allowance is also estimated for non-adversely classified loans using a historical loss percentage based on losses arising specifically from non-adversely classified loans, adjusted for various economic and environmental factors related to the underlying loans. Each month the Company s Senior Loan Committee reviews each business unit s allowance, and the aggregate allowance for the Company and, on a quarterly basis, adjusts and approves the adequacy of the allowance. The Senior Loan Committee also periodically evaluates and establishes the loss percentages used in the estimates of the allowance based on historical loss data, and giving consideration to their assessment of current economic and environmental conditions. To facilitate the Senior Loan Committee s evaluation, the Company s Asset Quality Department performs periodic reviews of each of the Company s business units and reports on the adequacy of management s identification of impaired and adversely classified loans, and their adherence to the Company s loan policies and procedures.

The process of evaluating the adequacy of the allowance for loan losses necessarily involves the exercise of judgment and consideration of numerous subjective factors and, accordingly, there can be no assurance that the estimate of incurred losses will not change in light of future developments and economic conditions. Different assumptions and conditions could result in a materially different amount for the allowance for loan losses.

Income Taxes

The Company files a consolidated income tax return. Deferred taxes are recognized under the liability method based upon the future tax consequences of temporary differences between the carrying amounts and tax basis of assets and liabilities, using the tax rates expected to apply to taxable income in the periods when the related temporary differences are expected to be realized.

The amount of accrued current and deferred income taxes is based on estimates of taxes due or receivable from taxing authorities either currently or in the future. Changes in these accruals are reported as tax expense, and involve estimates of the various components included in determining taxable income, tax credits, other taxes and temporary differences. Changes periodically occur in the estimates due to changes in tax rates, tax laws and regulations, and implementation of new tax planning strategies. The process of determining the accruals for income taxes necessarily involves the exercise of considerable judgment and consideration of numerous subjective factors.

Table of Contents

Intangible Assets and Goodwill

Core deposit intangibles are amortized on a straight-line basis over the estimated useful lives of the core deposits. Goodwill is not amortized, but customer relationship intangibles are amortized on a straight-line basis of eighteen years. Annually in the fourth quarter intangible assets are reviewed for reassessment of useful lives and goodwill is evaluated for possible impairment. Impairment losses are measured by comparing the fair values of the intangible assets with their recorded amounts. Any impairment losses are reported in the income statement.

The evaluation of remaining original core deposit intangibles for possible impairment involves reassessing the useful lives and the recoverability of the intangible assets. The evaluation of the useful lives is performed by reviewing the levels of core deposits of the respective branches acquired. The actual life of a core deposit base may be longer than originally estimated due to more successful retention of customers, or may be shorter due to more rapid runoff. Amortization of core deposit intangibles would be adjusted, if necessary, to amortize the remaining net book values over the remaining lives of the core deposits. The evaluation for recoverability is only performed if events or changes in circumstances indicate that the carrying amount of the intangibles may not be recoverable.

The evaluation of goodwill for possible impairment is performed by comparing the fair values of the related reporting units with their carrying amounts including goodwill. The fair values of the related business units are estimated using market data for prices of recent acquisitions of banks and branches.

The evaluation of intangible assets and goodwill for the year ended December 31, 2008 resulted in no material impairments.

Fair Value of Financial Instruments

Securities that are being held for indefinite periods of time, or that may be sold as part of the Company s asset/liability management strategy, to provide liquidity or for other reasons, are classified as available for sale and are stated at estimated market value. Unrealized gains or losses on securities available for sale are reported as a component of stockholders equity, net of income tax. Securities that are determined to be impaired, and for which such impairment is determined to be other than temporary, are adjusted to fair value and a corresponding loss is recognized.

The estimates of fair values of securities and other financial instruments are based on a variety of factors. In some cases, fair values represent quoted market prices for identical or comparable instruments. In other cases, fair values have been estimated based on assumptions concerning the amount and timing of estimated future cash flows and assumed discount rates reflecting varying degrees of risk. Accordingly, the fair values may not represent actual values of the financial instruments that could have been realized as of year end or that will be realized in the future.

Future Application of Accounting Standards

See note (1) of the Notes to Consolidated Financial Statements for a discussion of recently issued accounting pronouncements.

Segment Information

See note (22) of the Notes to Consolidated Financial Statements for disclosures regarding the Company s operating business segments.

Table of Contents

Forward-Looking Statements

The Company may make forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934 with respect to earnings, credit quality, corporate objectives, interest rates and other financial and business matters. Forward-looking statements include estimates and give management s current expectations or forecasts of future events. The Company cautions readers that these forward-looking statements are subject to numerous assumptions, risks and uncertainties, including economic conditions; the performance of financial markets and interest rates; legislative and regulatory actions and reforms; competition; as well as other factors, all of which change over time. Actual results may differ materially from forward-looking statements.

Table of Contents

Management s Report on Internal Control Over Financial Reporting

Management is responsible for establishing and maintaining internal control over financial reporting and for assessing the effectiveness of internal control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f). Management has assessed the effectiveness of the Company s internal control over financial reporting based on the criteria established in Internal Control Integrated Framework, issued by the Committee of Sponsoring Organizations (COSO) of the Treadway Commission. Based on that assessment and criteria, management has determined that the Company has maintained effective internal control over financial reporting as of December 31, 2008.

Grant Thornton LLP, the independent registered public accounting firm that audited the 2008 consolidated financial statements of the Company included in this annual report, has issued, included in this report, an audit report on the effectiveness of the Company s internal control over financial reporting as of December 31, 2008.

BancFirst Corporation

Oklahoma City, Oklahoma

March 16, 2009

/s/ David E. Rainbolt
David E. Rainbolt
President and Chief Executive Officer
(Principal Executive Officer)

/s/ Joe T. Shockley, Jr.
Joe T. Shockley, Jr.
Executive Vice President and
Chief Financial Officer
(Principal Financial Officer)

/s/ Randy Foraker
Randy Foraker
Executive Vice President and
Chief Risk Officer
(Principal Accounting Officer)

Table of Contents

Report of Independent Registered Public Accounting Firm

BancFirst Corporation Board of Directors and Shareholders

We have audited internal control over financial reporting of BancFirst Corporation and Subsidiaries (collectively, the Company) as of December 31, 2008, based on criteria established in *Internal Control Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management s Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company s internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2008, based on criteria established in *Internal Control Integrated Framework* issued by COSO.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of BancFirst Corporation and Subsidiaries, as of December 31, 2008 and 2007, and the related consolidated statements of income and comprehensive income, stockholders equity and cash flow for each of the three years in the period ended December 31, 2008 and our report dated March 16, 2009 expressed an unqualified opinion.

/s/ GRANT THORNTON LLP

Oklahoma City, Oklahoma

March 16, 2009

Table of Contents

Report of Independent Registered Public Accounting Firm

BancFirst Corporation Board of Directors and Shareholders

We have audited the accompanying consolidated balance sheets of BancFirst Corporation and Subsidiaries (collectively, the Company) as of December 31, 2008 and 2007, and the related consolidated statements of income and comprehensive income, stockholders equity and cash flow for each of the three years in the period ended December 31, 2008. These financial statements are the responsibility of the Company s management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of BancFirst Corporation and Subsidiaries as of December 31, 2008 and 2007, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2008, in conformity with accounting principles generally accepted in the United States of America.

As discussed in Note 1 to the consolidated financial statements, the Company adopted Statement of Financial Standards No. 123 (revised 2004), *Share-Based Payment*, on a modified prospective basis, as of January 1, 2006.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company s internal control over financial reporting as of December 31, 2008, based on criteria established in *Internal Control Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) and our report dated March 16, 2009 expressed an unqualified opinion.

/s/ GRANT THORNTON LLP

Oklahoma City, Oklahoma

March 16, 2009

Table of Contents

BANCFIRST CORPORATION

CONSOLIDATED BALANCE SHEETS

(Dollars in thousands, except per share data)

	December 31, 2008	2007
ASSETS		
Cash and due from banks	$ 126,227	$ 194,103
Interest-bearing deposits with banks	326,874	2,387
Federal funds sold	1,000	399,000
Securities (market value: $456,075 and $467,921, respectively)	455,568	467,719
Loans:		
Total loans (net of unearned interest)	2,757,854	2,487,099
Allowance for loan losses	(34,290)	(29,127)
Loans, net	2,723,564	2,457,972
Premises and equipment, net	91,411	88,110
Other real estate owned, net	3,782	1,300
Intangible assets, net	7,508	8,099
Goodwill	34,327	34,327
Accrued interest receivable	24,398	26,093
Other assets	72,545	63,896
Total assets	$ 3,867,204	$ 3,743,006
LIABILITIES AND STOCKHOLDERS EQUITY		
Deposits:		
Noninterest-bearing	$ 1,025,749	$ 966,214
Interest-bearing	2,351,859	2,322,290
Total deposits	3,377,608	3,288,504
Short-term borrowings	12,884	30,400
Accrued interest payable	5,827	7,831
Other liabilities	30,290	16,899
Long-term borrowings		606
Junior subordinated debentures	26,804	26,804
Total liabilities	3,453,413	3,371,044
Commitments and contingent liabilities (footnote 19)		
Stockholders equity:		
Senior preferred stock, $1.00 par; 10,000,000 shares authorized; none issued		
Cumulative preferred stock, $5.00 par; 900,000 shares authorized; none issued		
Common stock, $1.00 par; 20,000,000 shares authorized; shares issued and outstanding: 15,281,141 and 15,217,230, respectively	15,281	15,217
Capital surplus	67,975	63,917
Retained earnings	315,858	285,879
Accumulated other comprehensive income, net of income tax of $(7,903) and $(3,742), respectively	14,677	6,949
Total stockholders equity	413,791	371,962
Total liabilities and stockholders equity	$ 3,867,204	$ 3,743,006

The accompanying notes are an integral part of these consolidated financial statements.

Table of Contents

BANCFIRST CORPORATION

CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME

(Dollars in thousands, except per share data)

	Year Ended December 31,		
	2008	2007	2006
INTEREST INCOME			
Loans, including fees	$ 172,234	$ 189,786	$ 179,942
Securities:			
Taxable	16,387	18,397	17,345
Tax-exempt	1,439	1,398	1,533
Federal funds sold	7,315	21,047	13,952
Interest-bearing deposits with banks	549	121	453
Total interest income	197,924	230,749	213,225
INTEREST EXPENSE			
Deposits	56,384	78,606	63,167
Short-term borrowings	458	1,667	1,798
Long-term borrowings	9	50	160
Junior subordinated debentures	1,966	2,140	4,412
Total interest expense	58,817	82,463	69,537
Net interest income	139,107	148,286	143,688
Provision for loan losses	10,676	3,329	1,790
Net interest income after provision for loan losses	128,431	144,957	141,898
NONINTEREST INCOME			
Trust revenue	5,972	6,077	5,765
Service charges on deposits	33,060	29,395	28,200
Securities transactions	6,938	8,337	526
Income from sales of loans	2,127	2,397	2,259
Insurance commissions and premiums	6,913	6,434	6,457
Insurance recovery		3,139	
Cash management	10,796	9,296	7,790
Gain on sale of other assets	2,971	31	605
Other	5,608	6,032	6,822
Total noninterest income	74,385	71,138	58,424
NONINTEREST EXPENSE			
Salaries and employee benefits	79,886	76,814	70,336
Occupancy and fixed assets expense, net	8,956	8,357	8,245
Depreciation	7,647	7,568	6,850
Amortization of intangible assets	902	968	981
Data processing services	3,297	2,783	2,736
Net expense from other real estate owned	179	128	52
Marketing and business promotion	6,271	7,606	6,544
Loss on early extinguishment of debt		1,894	
Other	27,868	28,328	28,813
Total noninterest expense	135,006	134,446	124,557

Income before taxes	67,810	81,649	75,765
Income tax expense	23,452	28,556	26,413
Net income	44,358	53,093	49,352
Other comprehensive income, net of tax of $4,161, $3,688 and $1,652, respectively			
Unrealized gains on securities	4,952	7,536	5,248
Reclassification adjustment for losses/(gains) included in net income	2,776	(687)	(2,180)
Comprehensive income	$ 52,086	$ 59,942	$ 52,420
NET INCOME PER COMMON SHARE			
Basic	$ 2.91	$ 3.41	$ 3.14
Diluted	$ 2.85	$ 3.33	$ 3.07

The accompanying notes are an integral part of these consolidated financial statements.

Table of Contents

BANCFIRST CORPORATION

CONSOLIDATED STATEMENTS OF STOCKHOLDERS EQUITY

(Dollars in thousands, except share data)

	Year Ended December 31,					
	2008		2007		2006	
	Shares	Amount	Shares	Amount	Shares	Amount
COMMON STOCK						
Issued at beginning of period	15,217,230	$ 15,217	15,764,310	$ 15,764	15,637,170	$ 15,637
Shares issued	103,911	104	45,373	45	127,140	127
Shares acquired and canceled	(40,000)	(40)	(592,453)	(592)		
Issued at end of period	15,281,141	$ 15,281	15,217,230	$ 15,217	15,764,310	$ 15,764
CAPITAL SURPLUS						
Balance at beginning of period		$ 63,917		$ 61,418		$ 57,264
Common stock issued		4,058		2,499		4,154
Balance at end of period		$ 67,975		$ 63,917		$ 61,418
RETAINED EARNINGS						
Balance at beginning of period		$ 285,879		$ 271,073		$ 232,416
Net income		44,358		53,093		49,352
Dividends on common stock ($0.76, $0.68 and $0.60 per share, respectively)		(12,785)		(11,747)		(10,695)
Common stock acquired and canceled		(1,594)		(26,540)		
Balance at end of period		$ 315,858		$ 285,879		$ 271,073
ACCUMULATED OTHER COMPREHENSIVE INCOME/(LOSS)						
Unrealized gains (losses) on securities:						
Balance at beginning of period		$ 6,949		$ 100		$ (2,968)
Net change		7,728		6,849		3,068
Balance at end of period		$ 14,677		$ 6,949		$ 100
Total stockholders equity		$ 413,791		$ 371,962		$ 348,355

The accompanying notes are an integral part of these consolidated financial statements.

Table of Contents

BANCFIRST CORPORATION

CONSOLIDATED STATEMENTS OF CASH FLOW

(Dollars in thousands)

	December 31,		
	2008	**2007**	**2006**
CASH FLOWS FROM OPERATING ACTIVITIES			
Net income	$ 44,358	$ 53,093	$ 49,352
Adjustments to reconcile to net cash provided by operating activities:			
Provision for loan losses	10,676	3,329	1,790
Depreciation and amortization	8,549	8,536	7,831
Net amortization of securities premiums and discounts	1,888	261	558
Realized securities gains	(6,938)	(8,337)	(526)
Gain on sales of loans	(2,127)	(2,043)	(2,259)
Cash receipts from the sale of loans originated for sale	122,910	124,976	120,192
Cash disbursements for loans originated for sale	(118,460)	(122,134)	(123,320)
Deferred income tax provision	(825)	504	(1,137)
Amortization of tax basis difference		2,831	2,946
(Gains)/losses on other real estate owned	(3,020)	119	166
(Increase) decrease in interest receivable	1,695	(413)	(4,335)
Increase (decrease) in interest payable	(2,004)	(156)	2,522
Loss on early extinguishment of debt		1,894	
Amortization of stock based compensation arrangements	(1,192)	(1,240)	(957)
Other, net	3,801	546	(8,747)
Net cash provided by operating activities	59,311	61,766	44,076
INVESTING ACTIVITIES			
Net cash and due from banks provided (used) for acquisitions and dispositions	(311)	(3,991)	616
Purchases of securities:			
Held for investment	(14,035)	(6,027)	(12,387)
Available for sale	(233,774)	(121,693)	(124,129)
Maturities of securities:			
Held for investment	4,786	6,420	14,860
Available for sale	182,611	94,514	144,022
Proceeds from sales and calls of securities:			
Held for investment	47	708	2,585
Available for sale	89,455	9,879	2,858
Net (increase) decrease in federal funds sold	398,000	(64,000)	(248,950)
Purchases of loans	(60,328)	(3,289)	(26,813)
Proceeds from sales of loans	43,447	53,718	73,961
Net other increase in loans	(267,213)	(218,681)	(55,347)
Purchase of life insurance		(15,000)	
Purchases of premises and equipment	(13,368)	(14,850)	(22,422)
Proceeds from the sale of other real estate owned and repossessed assets	7,258	4,673	10,864
Other, net			124
Net cash provided/(used) for investing activities	136,575	(277,619)	(240,158)
FINANCING ACTIVITIES			
Net increase in demand, transaction and savings deposits	56,072	269,249	83,787
Net increase in certificates of deposits	33,032	44,951	85,999
Net increase (decrease) in short-term borrowings	(17,517)	7,148	(13,924)
Paydown on long-term borrowings	(606)	(733)	(2,779)
Prepayment of junior subordinated debentures		(26,894)	
Issuance of common stock	4,162	2,544	4,281
Acquisition of common stock	(1,634)	(27,132)	

Cash dividends paid	(12,785)	(11,747)	(10,695)
Net cash provided by financing activities	60,724	257,386	146,669
Net increase (decrease) in cash, due from banks and interest bearing deposits	256,611	41,533	(49,413)
Cash, due from banks and interest bearing deposits at the beginning of the period	196,490	154,957	204,370
Cash, due from banks and interest bearing deposits at the end of the period	$ 453,101	$ 196,490	$ 154,957
SUPPLEMENTAL DISCLOSURE			
Cash paid during the year for interest	$ 60,822	$ 82,620	$ 67,015
Cash paid during the year for income taxes	$ 24,357	$ 27,047	$ 22,052

The accompanying notes are an integral part of these consolidated financial statements.

Table of Contents

BANCFIRST CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(1) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accounting and reporting policies of BancFirst Corporation and its subsidiaries (the Company) conform to generally accepted accounting principles and general practice within the banking industry. A summary of the significant accounting policies follows.

Basis of Presentation

The accompanying consolidated financial statements include the accounts of BancFirst Corporation, Century Life Assurance Company, Council Oak Partners, LLC, Wilcox Jones & McGrath, Inc., and BancFirst (a state chartered bank) and its subsidiaries (the Bank). The operating subsidiaries of BancFirst are Council Oak Investment Corporation, BancFirst Agency, Inc., Lenders Collection Corporation, BancFirst Community Development Corporation, Council Oak Real Estate, Inc. and PremierSource LLC. PremierSource LLC was sold in August 2006 and Century Life Assurance Company was sold effective October 2006. All significant intercompany accounts and transactions have been eliminated. Assets held in a fiduciary or agency capacity are not assets of the Company and, accordingly, are not included in the consolidated financial statements.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States inherently involves the use of estimates and assumptions that affect the amounts reported in the financial statements and the related disclosures. These estimates relate principally to the determination of the allowance for loan losses, income taxes, the fair value of financial instruments and the valuation of intangibles. Such estimates and assumptions may change over time and actual amounts realized may differ from those reported.

Securities

The Company does not engage in securities trading activities. Any sales of securities are for the purpose of executing the Company s asset/liability management strategy, eliminating a perceived credit risk in a specific security, or providing liquidity. Securities that are being held for indefinite periods of time, or that may be sold as part of the Company s asset/liability management strategy, to provide liquidity or for other reasons, are classified as available for sale and are stated at estimated market value. Securities with limited marketability, such as Federal Home Loan Bank stock, are carried at cost and are classified as available for sale. Unrealized gains or losses on securities available for sale are reported as a component of stockholders equity, net of income tax. Gains or losses from sales of securities are based upon the book values of the specific securities sold. Securities for which the Company has the intent and ability to hold to maturity are classified as held for investment and are stated at cost, adjusted for amortization of premiums and accretion of discounts computed under the interest method. The Company reviews its portfolio of securities for impairment at least quarterly. Impairment is considered to be other-than-temporary if it is likely that all amounts contractually due will not be received for debt securities and when there is no positive evidence indicating that an investment s carrying amount is recoverable in the near term for equity securities. When impairment is considered other-than-temporary, the cost basis of the security is written down to fair value, with the impairment charge included in earnings. In evaluating whether the impairment is temporary or other-than-temporary, the Company considers, among other things, the time period the security has been in an unrealized loss position, and whether the Company has the intent and ability to hold a security for a period of time sufficient to allow for any anticipated recovery in fair value.

Table of Contents

BANCFIRST CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Loans

Loans are stated at the principal amount outstanding, net of unearned interest, loan fees, and allowance for loan losses. Interest income on certain installment loans is recorded by use of a method that produces a reasonable approximation of a constant yield on the outstanding principal. Interest on all other performing loans is recognized, on a simple interest basis, based upon the principal amount outstanding. A loan is placed on nonaccrual status when, in the opinion of management, the future collectibility of interest and/or principal is in serious doubt. When interest accrual is discontinued, all unpaid accrued interest is reversed. Interest income is recognized on certain of these loans on a cash basis if the full collection of the remaining principal balance is reasonably expected. Otherwise, interest income is not recognized until the principal balance is fully collected.

Loans Held For Sale

The Company originates mortgage loans to be sold in the secondary market. At the time of origination, the acquiring bank has already been determined and the terms of the loan, including the interest rate, have already been set by the acquiring bank allowing the Company to originate the loan at fair value. Mortgage loans are generally sold within 30 days of origination and gains or losses are recognized upon the sale of the loans are determined on a specific identification basis.

Allowance for Loan Losses

The allowance for loan losses is an estimate of probable credit losses related to specifically identified loans and for losses inherent in the portfolio that have been incurred as of the balance sheet date. The allowance for loan losses is increased by provisions charged to operating expense and is reduced by net loan charge-offs. The amount of the allowance for loan losses is based on past loan loss experience, evaluations of known impaired loans, levels of adversely classified loans, general economic conditions and other environmental factors. Loans are considered impaired when, based on current information and events, it is probable the Company will be unable to collect all amounts due in accordance with the original contractual terms of the loan agreement, including scheduled principal and interest payments. Impairment is evaluated in total for smaller-balance loans of a similar nature and on an individual loan basis for other loans. If a loan is impaired, a specific valuation allowance is allocated, if necessary, so that the loan is reported net, at the present value of estimated future cash flows using the loan s existing rate or at the fair value of collateral if repayment is expected solely from the collateral. Interest payments on impaired loans are typically applied to principal unless collectibility of the principal amount is reasonably assured, in which case interest is recognized on a cash basis. Impaired loans, or portions thereof, are charged off when deemed uncollectible.

Premises and Equipment

Premises and equipment are stated at cost, less accumulated depreciation. Depreciation is charged to operating expense and is computed using the straight-line method over the estimated useful lives of the assets. Maintenance and repairs are charged to expense as incurred while improvements are capitalized. Premises and equipment is tested for impairment if events or changes in circumstances occur that indicate that the carrying amount of any premises and equipment may not be recoverable. Impairment losses are measured by comparing the fair values of the premises and equipment with their recorded amounts. Premises that are identified to be sold are transferred to other real estate owned at the lower of their carrying amounts or their fair values less estimated costs to sell. Any losses on premises identified to be sold are charged to operating expense. When premises and equipment are transferred to other real estate owned, sold, or otherwise retired, the cost and applicable accumulated depreciation are removed from the respective accounts and any resulting gains or losses are reported in the income statement.

Table of Contents

BANCFIRST CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Other Real Estate Owned

Other real estate owned consists of properties acquired through foreclosure proceedings or acceptance of a deed in lieu of foreclosure, and premises held for sale. These properties are carried at the lower of the book values of the related loans or fair market values based upon appraisals, less estimated costs to sell. Losses arising at the time of reclassification of such properties from loans to other real estate owned are charged directly to the allowance for loan losses. Any losses on premises identified to be sold are charged to operating expense at the time of transfer from premises to other real estate owned. Losses from declines in value of the properties subsequent to classification as other real estate owned are charged to operating expense.

Intangible Assets and Goodwill

Core deposit intangibles are amortized on a straight-line basis over the estimated useful lives of the core deposits. Goodwill is not amortized, but is evaluated annually for impairment. Customer relationship intangibles are amortized on a straight-line basis over eighteen years. All intangible assets are reviewed in the fourth quarter for reassessment of useful lives. Impairment losses are measured by comparing the fair values of the intangible assets with their recorded amounts. Any impairment losses are reported in the income statement.

Derivatives

The Company recognizes all of its derivative instruments as assets or liabilities in the balance sheet at fair value and recognizes the realized and unrealized change in fair value in the statements of income.

Share-Based Compensation

The Company adopted the provisions of FAS No. 123, Share-Based Payment (Revised 2004), (FAS 123R) on January 1, 2006. FAS 123R requires that share-based compensation be recognized as compensation cost in the income statement based on their fair values on the measurement date, which, for the Company, is the date of the grant. The fair value of each option grant is estimated on the date of grant using the Black-Scholes option-pricing model and is based on certain assumptions including risk-free rate of return, dividend yield, stock price volatility, and the expected term. The fair value of each option is expensed over its vesting period.

Income Taxes

The Company files a consolidated income tax return. Deferred taxes are recognized under the liability method based upon the future tax consequences of temporary differences between the carrying amounts and tax basis of assets and liabilities, using the tax rates expected to apply to taxable income in the periods when the related temporary differences are expected to be realized. Realization of deferred tax assets is dependent upon the generation of a sufficient level of future taxable income and recoverable taxes paid in prior years. Although realization is not assured, management believes it is more likely than not that all of the deferred tax assets will be realized.

Earnings Per Common Share

Basic earnings per common share is computed by dividing net income, less any preferred dividends requirement, by the weighted average of common shares outstanding. Diluted earnings per common share reflects the potential dilution that could occur if options, convertible securities or other contracts to issue common stock were exercised or converted into common stock or resulted in the issuance of common stock that then shared in the earnings of the Company.

Table of Contents

BANCFIRST CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Comprehensive Income

Comprehensive income includes all changes in shareholders equity during a period, except those resulting from transactions with shareholders. Besides net income, other components of the Company s comprehensive income includes the after tax effect of changes in the net unrealized gain/loss on securities available for sale.

Statement of Cash Flows

For purposes of the statement of cash flows, the Company considers cash and due from banks, and interest-bearing deposits with banks as cash equivalents.

Recent Accounting Pronouncements

In May 2008, the FASB issued FAS No. 162 (FAS 162), The Hierarchy of Generally Accepted Accounting Principles identifies the sources of accounting principles and the framework for selecting the principles to be used in the preparation of financial statements of nongovernmental entities that are presented in conformity with generally accepted accounting principles (GAAP) in the United States (the GAAP hierarchy). The hierarchical guidance provided by FAS 162 was effective for the Company on November 15, 2008 and did not have a significant impact on the Company s financial statements.

In March 2008, the FASB issued FAS No. 161 (FAS 161), Disclosures About Derivative Instruments and Hedging Activities, an Amendment of FASB Statement No. 133, which amends and expands the disclosure requirements of FAS 133 to provide greater transparency about (i) how and why an entity uses derivative instruments, (ii) how derivative instruments and related hedge items are accounted for under FAS 133 and its related interpretations, and (iii) how derivative instruments and related hedged items affect an entity s financial position, results of operations and cash flows. To meet those objectives, FAS 161 requires qualitative disclosures about objectives and strategies for using derivatives, quantitative disclosures about fair value amounts of gains and losses on derivative instruments and disclosures about credit-risk-related contingent features in derivative agreements. FAS 161 is effective for the Company on January 1, 2009 and is not expected to materially change the disclosure or have a significant impact on the Company s financial statements.

In December 2007, the FASB issued FAS No. 141R, Business Combinations (FAS 141R), which establishes principles and requirements for the reporting entity in a business combination, including recognition and measurement in the financial statements of the identifiable assets acquired, the liabilities assumed, and any noncontrolling interest in the acquiree. This statement also establishes disclosure requirements to enable financial statement users to evaluate the nature and financial effects of the business combination. FAS 141R applies prospectively to business combinations for which the acquisition date is on or after fiscal years beginning after December 15, 2008. FAS 141R will become effective for our fiscal year beginning January 1, 2009. The Company will evaluate the effect that the adoption of FAS 141R will have on future acquisitions.

In September 2006, the FASB issued FAS No. 157, Fair Value Measurements (FAS 157), which defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles, and expands disclosures about fair value measurements (see Note 20 Fair Value Measurements). The Company adopted the provisions of FAS 157 on January 1, 2008 for financial assets and financial liabilities. In accordance with Financial Accounting Standards Board Staff Position (FSP) No. SFAS 157-2, Effective Date of FASB Statement No. 157, the Company will delay application of FAS 157 for non-financial assets and non-financial liabilities until January 1, 2009. The provisions of SFAS 157-2 are not expected to have a significant impact on the Company s financial statements.

Table of Contents

BANCFIRST CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

In February 2007, the FASB issued FAS No. 159 (FAS 159), The Fair Value Option for Financial Assets and Financial Liabilities, which permit an entity to choose to measure eligible financial instruments and other items at fair value, also became effective on January 1, 2008. The Company did not make any fair value elections under FAS 159 as of December 31, 2008.

(2) RECENT TRANSACTIONS, INCLUDING MERGERS & ACQUISITIONS

On November 18, 2008 the Company announced it will not accept funds from the U.S. Treasury s Capital Purchase Program due to current capital levels that exceed well-capitalized guidelines and the potential for additional governmental regulation related to the program. The Company did not elect to participate in the Debt Guarantee Program for newly issued senior unsecured debt. The Company did elect to participate in the Transaction Account Guarantee Program for extended coverage on non-interest bearing transaction deposit accounts.

In April 2008, the Company completed an $80 million sale of securities resulting in a securities pre-tax gain of $6.1 million. The transactions resulted in the sale of $80 million of US Treasury securities and the purchase of Government Sponsored Enterprises (GSE) senior debt securities of similar amounts and maturities. The after-tax impact of these transactions, net of the interest income differential, was approximately $3.3 million for the year.

In March 2008, the Company, as a member bank of Visa, recorded a $1.8 million pre-tax gain from the mandatory partial redemption of the Company s Visa shares received in the first quarter initial public offering. The gain was included in gain on sale of other assets.

In July 2007, the Company was awarded and received the $3.1 million bond claim by their fidelity bond carrier for the $3.3 million cash shortfall that was reported in the second quarter of 2005.

In June 2007, the Company entered into an agreement to sell one of its investments held by Council Oak Investment Corporation, a wholly-owned subsidiary of BancFirst, that resulted in a one-time pretax gain of approximately $7.8 million. The transaction was consummated on August 1, 2007 and included in noninterest income securities transactions in the third quarter of 2007. The Company made a $1 million contribution to its charitable foundation with the funds from the gain. This one-time gain, net of related expenses, income taxes and the contribution had a net income effect of approximately $3.9 million.

During the first quarter of 2007 the Company entered into an agreement to acquire Armor Assurance Company (Armor), an insurance agency in Muskogee, Oklahoma for cash of approximately $3.3 million and a $372,000 note payable in three equal annual installments. The transaction was consummated in April 2007 and the note was prepaid and retired in 2008. Armor had total assets of approximately $364,000. As a result of the acquisition, Armor was merged with the Company s existing property and casualty agency, Wilcox & Jones, to form Wilcox, Jones & McGrath, Inc. The acquisition was accounted for as a purchase. Accordingly, the effects of the acquisition are included in the Company s consolidated financial statements from the date of the acquisition forward. The acquisition did not have a material effect on the results of operations of the Company for 2007 or 2008.

In November 2006, the Company announced its intent to exercise the optional prepayment terms of its 9.65% Junior Subordinated Debentures. The securities were redeemed effective January 15, 2007 for a redemption price equal to 104.825% of the aggregate $25 million liquidation amount of the trust securities plus all accrued and unpaid interest to the redemption date. As a result of the prepayment, the Company incurred a loss of approximately $1.2 million after taxes in the first quarter of 2007. The loss reflects the premium paid and the acceleration of the unamortized issuance costs.

Table of Contents

BANCFIRST CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(3) CASH, DUE FROM BANKS, INTEREST BEARING DEPOSITS AND FEDERAL FUNDS SOLD

The Company maintains accounts with various other financial institutions and the Federal Reserve Bank, primarily for the purpose of clearing cash items. It also sells federal funds to certain of these institutions on an overnight basis. At December 31, 2008 and 2007 the Company had no significant concentrations of credit risk. At December 31, 2008 the Company maintained excess funds with the Federal Reserve Bank.

The Company is required, as a matter of law, to maintain a reserve balance in the form of vault cash or cash on deposit with the Federal Reserve Bank. The average amount of reserves maintained for each of the years ended December 31, 2008 and 2007 was approximately $35.6 million and $24.6 million, respectively.

(4) SECURITIES

The following table summarizes securities held for investment and securities available for sale:

	December 31,	
	2008	2007
	(dollars in thousands)	
Held for investment at cost (market value: $34,975 and $25,472, respectively)	$ 34,468	$ 25,270
Available for sale, at market value	421,100	442,449
Total	$ 455,568	$ 467,719

The following table summarizes the amortized cost and estimated market values of securities held for investment:

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Market Value
		(dollars in thousands)		
December 31, 2008				
U.S. Treasury and other federal agencies	$ 1,855	$ 39	$ (6)	$ 1,888
States and political subdivisions	32,613	530	(56)	33,087
Total	$ 34,468	$ 569	$ (62)	$ 34,975
December 31, 2007				
U.S. Treasury and other federal agencies	$ 2,393	$ 65	$ (4)	$ 2,454
States and political subdivisions	22,877	183	(42)	23,018
Total	$ 25,270	$ 248	$ (46)	$ 25,472

Table of Contents

BANCFIRST CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The following table summarizes the amortized cost and estimated market values of securities available for sale:

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Market Value
		(dollars in thousands)		
December 31, 2008				
U.S. federal agencies (1)	$ 346,239	$ 18,736	$	$ 364,975
Mortgage backed securities	7,561	145	(14)	7,692
States and political subdivisions	11,519	203		11,722
Other securities (2)	33,201	3,510		36,711
Total	$ 398,520	$ 22,594	$ (14)	$ 421,100
December 31, 2007				
U.S. Treasuries	$ 79,913	$ 3,629	$	$ 83,542
U.S. federal agencies (1)	315,341	4,602	(636)	319,307
Mortgage backed securities	10,359	73	(51)	10,381
States and political subdivisions	15,156	93	(12)	15,237
Other securities (2)	10,989	3,015	(22)	13,982
Total	$ 431,758	$ 11,412	$ (721)	$ 442,449

(1) Primarily consists of FHLMC, FNMA, GNMA and mortgage backed securities through U.S. Agencies.
(2) Primarily consists of government guaranteed corporate bonds, FHLB stock and equity securities.

Table of Contents

BANCFIRST CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The maturities of securities held for investment and available for sale are summarized in the following table. Actual maturities may differ from contractual maturities due to obligations that are called or prepaid. For purposes of the maturity table, mortgage-backed securities, which are not due at a single maturity date, have been allocated over maturity groupings based on the weighted-average estimated maturities of the underlying collateral.

	December 31,			
	2008		2007	
	Amortized Cost	Estimated Market Value	Amortized Cost	Estimated Market Value
	(dollars in thousands)			
Held for Investment				
Contractual maturity of debt securities:				
Within one year	$ 6,907	$ 6,958	$ 4,433	$ 4,436
After one year but within five years	22,333	22,795	14,788	14,932
After five years but within ten years	3,161	3,155	3,016	3,030
After ten years	2,067	2,067	3,033	3,074
Total	$ 34,468	$ 34,975	$ 25,270	$ 25,472
Available for Sale				
Contractual maturity of debt securities:				
Within one year	$ 108,213	$ 109,489	$ 170,701	$ 170,111
After one year but within five years	251,794	267,516	201,081	207,534
After five years but within ten years	22,609	24,957	43,713	45,549
After ten years	2,758	2,793	5,274	5,273
Total debt securities	385,374	404,755	420,769	428,467
Equity securities	13,146	16,345	10,989	13,982
Total	$ 398,520	$ 421,100	$ 431,758	$ 442,449

The following is a detail of proceeds from sales, realized securities gains and losses, and impairments on available for sale securities:

	Year Ended December 31,		
	2008	2007	2006
	(dollars in thousands)		
Proceeds	$ 89,455	$ 9,879	$ 2,858
Gross gains realized	6,938	8,686	526
Gross losses realized		349	
Impairments			

Securities having book values of $375.65 million and $381.66 million at December 31, 2008 and 2007, respectively, were pledged as collateral for public funds on deposit, repurchase agreements and for other purposes as required or permitted by law.

Table of Contents

BANCFIRST CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

A total of 105 and 137 securities had unrealized losses at December 31, 2008 and 2007 respectively. These securities, with unrealized losses, segregated by the duration of the unrealized loss, were as follows:

	Less than 12 Months		More than 12 Months		Total	
	Estimated Fair Value	Unrealized Losses	Estimated Fair Value	Unrealized Losses	Estimated Fair Value	Unrealized Losses
	(dollars in thousands)					
December 31, 2008						
Held for Investment						
U.S. federal agencies	$ 720	$ 5	$ 141	$ 1	$ 861	$ 6
States and political subdivisions	1,309	56			1,309	56
Total	$ 2,029	$ 61	$ 141	$ 1	$ 2,170	$ 62
Available for Sale						
U.S. federal agencies	$ 1,362	$ 14	$ 296	$	$ 1,658	$ 14
States and political subdivisions						
Total	$ 1,362	$ 14	$ 296	$	$ 1,658	$ 14
December 31, 2007						
Held for Investment						
U.S. federal agencies	$ 230	$	$ 614	$ 4	$ 844	$ 4
States and political subdivisions	425	3	5,208	39	5,633	42
Total	$ 655	$ 3	$ 5,822	$ 43	$ 6,477	$ 46
Available for Sale						
U.S. federal agencies	$ 21,985	$ 51	$ 134,943	$ 636	$ 156,928	$ 687
States and political subdivisions	371		2,230	34	2,601	34
Total	$ 22,356	$ 51	$ 137,173	$ 670	$ 159,529	$ 721

Declines in the fair value of held for investment and available-for-sale securities below their cost that are deemed to be other than temporary are reflected in earnings as realized losses. In estimating other-than-temporary impairment losses, management considers, among other things, (i) the length of time and the extent to which the fair value has been less than cost, (ii) the financial condition and near-term prospects of the issuer, and (iii) the intent and ability of the Company to retain its investment in the issuer for a period of time sufficient to allow for any anticipated recovery in fair value.

Management has the ability and intent to hold the securities classified as held for investment until they mature, at which time the Company will receive full value for the securities. Furthermore, as of December 31, 2008 and 2007, the Company also had the ability and intent to hold the securities classified as available for sale for a period of time sufficient for a recovery of cost. The unrealized losses are largely due to increases in market interest rates over the yields available at the time the underlying debt securities were purchased. The fair value is expected to recover as the securities approach their maturity date or repricing date or if market yields for such investments decline. Management does not believe any of the securities are impaired due to reasons of credit quality. Accordingly, management believes the impairments detailed in the table above are temporary and no material impairment loss has been realized in the Company s consolidated income statement.

Table of Contents

BANCFIRST CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(5) LOANS AND ALLOWANCE FOR LOAN LOSSES

The following is a schedule of loans outstanding by category:

	December 31,			
	2008		2007	
	Amount	Percent	Amount	Percent
	(dollars in thousands)			
Commercial and industrial	$ 513,647	18.63%	$ 493,860	19.86%
Oil & gas production & equipment	84,770	3.07	92,759	3.73
Agriculture	86,752	3.15	87,035	3.50
State and political subdivisions:				
Taxable	5,595	0.20	5,972	0.24
Tax-exempt	8,292	0.30	8,937	0.36
Real Estate:				
Construction	246,269	8.93	222,820	8.96
Farmland	92,050	3.34	95,137	3.82
One to four family residences	543,183	19.70	513,969	20.67
Multifamily residential properties	45,250	1.64	20,248	0.81
Commercial	768,562	27.87	653,066	26.26
Consumer	335,938	12.18	270,735	10.89
Other	27,546	0.99	22,561	0.90
Total loans	$ 2,757,854	100.00%	$ 2,487,099	100.00%
Loans held for sale (included above)	$ 5,136		$ 8,320	

The Company s loans are mostly to customers within Oklahoma and over half of the loans are secured by real estate. Credit risk on loans is managed through limits on amounts loaned to individual borrowers, underwriting standards and loan monitoring procedures. The amounts and types of collateral obtained to secure loans are based upon the Company s underwriting standards and management s credit evaluation. Collateral varies, but may include real estate, equipment, accounts receivable, inventory, livestock and securities. The Company s interest in collateral is secured through filing mortgages and liens, and in some cases, by possession of the collateral.

Changes in the allowance for loan losses are summarized as follows:

	Year Ended December 31,		
	2008	2007	2006
	(dollars in thousands)		
Balance at beginning of period	$ 29,127	$ 27,700	$ 27,517
Charge-offs	(6,275)	(2,683)	(3,481)
Recoveries	762	781	1,364
Net charge-offs	(5,513)	(1,902)	(2,117)

Provisions charged to operations	10,676	3,329	1,790
Additions from acquisitions			510
Total additions	10,676	3,329	2,300
Balance at end of period	$ 34,290	$ 29,127	$ 27,700

Table of Contents

BANCFIRST CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The following table is a summary of amounts included in the allowance for loan losses for impaired loans and the recorded balance of the related loans. The average recorded investment in all impaired loans was $173,000 in 2008, $74,000 in 2007, and $40,000 in 2006. No material amounts of interest income were collected on impaired loans for 2008, 2007 or 2006.

	Year Ended December 31,		
	2008	2007	2006
	(dollars in thousands)		
Allowance for loss on impaired loans	$ 1,599	$ 1,740	$ 1,226
Recorded balance of impaired loans	11,400	6,348	5,512

Loans are placed on non-accrual status when, in management s opinion, the borrower may be unable to meet payment obligations, which typically occurs when principal or interest payments are more than 90 days past due. Nonaccrual loans totaled $21.4 million at December 31, 2008 and $11.6 million at December 31, 2007. Had nonaccrual loans performed in accordance with their original contract terms, the Company would have recognized additional interest income of approximately $1.4 million in 2008, $564,000 in 2007, and $443,000 in 2006. Accruing loans past due more than 90 days totaled $1.3 million at December 31, 2008 and $823,000 at December 31, 2007. Restructured loans outstanding totaled $1.0 million at December 31, 2008 and $1.1 million at December 31, 2007.

BancFirst has made loans in the ordinary course of business to the executive officers and directors of the Company and to certain affiliates of these executive officers and directors. Management believes that all such loans were made on substantially the same terms as those prevailing at the time for comparable transactions with other persons and do not represent more than a normal risk of collectibility or present other unfavorable features. A summary of these loans is as follows:

Year Ended December 31,	Balance Beginning of the Period	Additions	Collections/ Terminations	Balance End of the Period
	(dollars in thousands)			
2006	$ 7,715	$ 9,485	$ (8,764)	$ 8,436
2007 (1)	$ 8,436	$ 23,127	$ (15,755)	$ 15,808
2008	$ 15,808	$ 50,282	$ (44,172)	$ 21,918

(1) Additions include approximately $6,905 of loans related to new director elected November 2007.

Transfers from loans to other real estate owned and repossessed assets are non-cash transactions, and are not included in the statements of cash flow. Such transfers totaled $5.5 million, $4.0 million and $3.9 million for the years ended December 31, 2008, 2007 and 2006, respectively.

Table of Contents

BANCFIRST CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(6) PREMISES AND EQUIPMENT, NET

The following is a summary of premises and equipment by classification:

	Estimated Useful Lives	December 31, 2008	December 31, 2007
		(dollars in thousands)	
Land		$ 21,640	$ 21,012
Buildings	10 to 40 years	94,130	89,902
Furniture, fixtures and equipment	3 to 15 years	55,487	52,522
Accumulated depreciation		(79,846)	(75,326)
Total		$ 91,411	$ 88,110

(7) INTANGIBLE ASSETS AND GOODWILL

The following is a summary of intangible assets:

	December 31, 2008		2007	
	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
	(dollars in thousands)			
Core deposit intangibles	$ 6,722	$ (2,886)	$ 6,722	$ (2,213)
Customer relationship intangibles	4,392	(720)	4,081	(491)
Total	$ 11,114	$ (3,606)	$ 10,803	$ (2,704)

Amortization of intangible assets and estimated amortization of intangible assets are as follows (dollars in thousands):

Amortization	
Year ended December 31:	
2008	$ 902
2007	968
2006	981
Estimated Amortization	
Year ending December 31:	
2009	$ 916
2010	916
2011	916
2012	904

2013 762

A-42

Table of Contents

BANCFIRST CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The following is a summary of goodwill by business segment:

	Metropolitan Banks	Community Banks	Other Financial Services	Executive, Operations & Support	Consolidated
			(dollars in thousands)		
Year Ended:					
December 31, 2008					
Balance at beginning of period	$ 6,150	$ 23,295	$ 4,258	$ 624	$ 34,327
Acquisitions					
Adjustments					
Balance at end of period	$ 6,150	$ 23,295	$ 4,258	$ 624	$ 34,327
Year Ended:					
December 31, 2007					
Balance at beginning of period	$ 6,150	$ 23,253	$ 2,485	$ 624	$ 32,512
Acquisitions			1,773		1,773
Adjustments		42			42
Balance at end of period	$ 6,150	$ 23,295	$ 4,258	$ 624	$ 34,327

(8) TIME DEPOSITS

Certificates of deposit in denominations of $100,000 or more totaled $340 million and $302 million at December 31, 2008 and 2007, respectively. At December 31, 2008, the scheduled maturities of all certificates of deposit are as follows (dollars in thousands):

2009	$ 726,369
2010	75,391
2011	13,186
2012	10,508
2013	11,201
Thereafter	36
Total	$ 836,691

(9) SHORT-TERM BORROWINGS

The following is a summary of short-term borrowings:

	December 31,	
	2008	**2007**

	(dollars in thousands)	
Federal funds purchased	$ 8,820	$ 22,245
Repurchase agreements	4,064	8,155
Total	$ 12,884	$ 30,400
Weighted average interest rate	2.14%	4.96%
End of period interest rate	0.59%	2.81%

Table of Contents

BANCFIRST CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Federal funds purchased represents borrowings of overnight funds from other financial institutions.

The Company enters into sales of securities to certain of its customers with simultaneous agreements to repurchase. These agreements represent an overnight borrowing of funds.

(10) LONG-TERM BORROWINGS

The Company has a line of credit from the Federal Home Loan Bank (FHLB) of Topeka, Kansas to use for liquidity or to match-fund certain long-term fixed rate loans. The Company s assets, including residential first mortgages, are pledged as collateral for the borrowings under the line of credit. The Company paid off all FHLB borrowings during 2008. As of December 31, 2008, the Company had the ability to draw up to $115 million on this line of credit with none outstanding as of that date.

In April 2007, the Company issued a promissory note related to the acquisition of Armor totaling $372,000. The note was payable to the prior principal who remains in a management position with the agency. The terms of the note were three equal annual installments with the first installment of $124,000, plus interest, payable in April 2008. The note had a six month adjustable interest rate equal to the 180 day Treasury Bill rate. The note was prepaid and retired in April 2008.

Maturities of long-term borrowings as of December 31, 2008: None

(11) JUNIOR SUBORDINATED DEBENTURES

In January 1997, BancFirst Corporation established BFC Capital Trust I (the Trust), a trust formed under the Delaware Business Trust Act. BancFirst Corporation owned all of the common securities of the Trust. In February 1997, the Trust issued $25 million of aggregate liquidation amount of 9.65% Capital Securities, Series A (the Capital Securities) to other investors. The proceeds from the sale of the Capital Securities and the common securities of the Trust were invested in $25 million of 9.65% Junior Subordinated Deferrable Interest Debentures, Series A (the 9.65% Junior Subordinated Debentures) of BancFirst Corporation. The Series A Capital Securities and 9.65% Junior Subordinated Debentures were subsequently exchanged for Series B Capital Securities and Junior Subordinated Debentures, pursuant to a Registration Rights Agreement. The terms of the Series A and Series B securities were identical in all material respects. Interest payments on the 9.65% Junior Subordinated Debentures were payable January 15 and July 15 of each year. Such interest payments were deferrable for up to ten consecutive semi-annual periods. The stated maturity date of the 9.65% Junior Subordinated Debentures was January 15, 2027, but they were subject to mandatory redemption pursuant to optional prepayment terms. The optional prepayment terms allowed for prepayment on or after January 15, 2007, in whole or in part, at a prepayment price equal to 104.825% of the principal amount thereof on January 15, 2007, declining ratably on each January 15 thereafter to 100% on or after January 15, 2017. The Capital Securities represented an undivided interest in the 9.65% Junior Subordinated Debentures and were guaranteed by BancFirst Corporation. During any deferral period or during any event of default, BancFirst Corporation may not declare or pay any dividends on any of its capital stock.

In November 2006, the Company made the determination to exercise the optional prepayment terms of the 9.65% Junior Subordinated Debentures. The securities were redeemed on January 15, 2007 for a redemption price equal to 104.825% of the aggregate $25 million liquidation amount of the debentures plus all accrued and unpaid interest to the redemption date. As a result of these transactions, the Company incurred a one-time charge of approximately $1.2 million after taxes at the time of the redemption. The one-time charge reflects the premium paid and the acceleration of the unamortized issuance costs. The one-time charge was included in the Company s first quarter 2007 results.

Table of Contents

BANCFIRST CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

In January 2004, BancFirst Corporation established BFC Capital Trust II (BFC II), a trust formed under the Delaware Business Trust Act. BancFirst Corporation owns all of the common securities of BFC II. In February 2004, BFC II issued $25 million of aggregate liquidation amount of 7.20% Cumulative Trust Preferred Securities (the Trust Preferred Securities) to other investors. In March 2004, BFC II issued an additional $1 million in Trust Preferred Securities through the execution of an over-allotment option. The proceeds from the sale of the Trust Preferred Securities and the common securities of BFC II were invested in $26.8 million of 7.20% Junior Subordinated Debentures of BancFirst Corporation. Interest payments on the 7.20% Junior Subordinated Debentures are payable January 15, April 15, July 15 and October 15 of each year. Such interest payments may be deferred for up to twenty consecutive quarters. The stated maturity date of the 7.20% Junior Subordinated Debentures is March 31, 2034, but they are subject to mandatory redemption pursuant to optional prepayment terms. The Trust Preferred Securities represent an undivided interest in the 7.20% Junior Subordinated Debentures and are guaranteed by BancFirst Corporation. During any deferral period or during any event of default, BancFirst Corporation may not declare or pay any dividends on any of its capital stock. In March 2005, the Federal Reserve Board adopted a final rule that allows the continued limited inclusion of trust preferred securities in the Tier 1 capital of bank holding companies. The Trust Preferred Securities are callable at par, in whole or in part, after March 31, 2009.

(12) INCOME TAXES

The components of the Company s income tax expense (benefit) are as follows:

	Year Ended December 31,		
	2008	2007	2006
	(dollars in thousands)		
Current taxes:			
Federal	$ 21,870	$ 25,172	$ 24,371
State	2,407	2,880	3,179
Deferred taxes	(825)	504	(1,137)
Total income taxes	$ 23,452	$ 28,556	$ 26,413

Income tax expense applicable to securities transactions approximated $2.7 million and $3.0 million for the years ended December 31, 2008 and 2007, respectively.

A reconciliation of tax expense at the federal statutory tax rate applied to income before taxes is presented in the following table:

	Year Ended December 31,		
	2008	2007	2006
	(dollars in thousands)		
Tax expense at the federal statutory tax rate	$ 23,733	$ 28,578	$ 26,517
Increase (decrease) in tax expense from:			
Tax-exempt income, net	(714)	(741)	(835)
State tax expense including amortization of basis difference, net of federal tax benefit	2,379	2,831	2,946
Federal tax credits	(1,741)	(1,930)	(1,309)
Other, net	(205)	(182)	(906)
Total tax expense	$ 23,452	$ 28,556	$ 26,413

Table of Contents

BANCFIRST CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The net deferred tax asset (liability) consisted of the following:

	December 31, 2008	2007
	(dollars in thousands)	
Provision for loan losses	$ 11,982	$ 10,036
Discount on securities of banks acquired	(15)	16
Write-downs of other real estate owned	68	100
Deferred compensation	821	760
Other	1,633	1,732
Gross deferred tax assets	14,489	12,644
Unrealized net gains on securities available for sale	(7,903)	(3,741)
Basis difference related to tax credits	(2,709)	(2,097)
Depreciation	(1,585)	(1,494)
Leveraged lease	(4,011)	(4,039)
Other	(2,227)	(1,779)
Gross deferred tax liabilities	(18,435)	(13,150)
Net deferred tax asset (liability)	$ (3,946)	$ (506)

The Company recognizes interest and penalties accrued related to unrecognized tax benefits, if applicable, in income tax expense. During the years ended December 31, 2008 and 2007, the Company did not recognize or accrue any interest and penalties related to unrecognized tax benefits. Federal and various state income tax statutes dictate that tax returns filed in any of the previous three reporting periods remain open to examination. Currently the Company has no open examinations with either the Internal Revenue Service or any state agency.

(13) SHARE-BASED COMPENSATION

BancFirst Corporation adopted a nonqualified incentive stock option plan (the BancFirst ISOP) in May 1986. In May 2006, the Company amended the BancFirst ISOP to increase the number of shares to be issued under the plan to 2,500,000 shares. At December 31, 2008, 92,160 shares were available for future grants. The BancFirst ISOP will terminate December 31, 2011. The options are exercisable beginning four years from the date of grant at the rate of 25% per year for four years. Options granted prior to 1996 expire at the end of eleven years from the date of the grant. Options granted after January 1, 1996 expire at the end of fifteen years from the date of grant. Options outstanding as of December 31, 2008 will become exercisable through the year 2015. The option price must be no less than 100% of the fair market value of the stock relating to such option at the date of grant.

In June 1999, the Company adopted the BancFirst Corporation Non-Employee Directors Stock Option Plan (the BancFirst Directors Stock Option Plan). Each non-employee director is granted an option for 10,000 shares. In May 2006, the Company amended the BancFirst Directors Stock Option Plan to increase the number of shares to be issued under the plan 180,000 shares. At December 31, 2008, 25,000 shares were available for future grants. The options are exercisable beginning one year from the date of grant at the rate of 25% per year for four years, and expire at the end of fifteen years from the date of grant. Options outstanding as of December 31, 2008 will become exercisable through the year 2010. The option price must be no less than 100% of the fair value of the stock relating to such option at the date of grant.

Table of Contents

BANCFIRST CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The following is a summary of the activity under both the BancFirst ISOP and the BancFirst Directors Stock Option Plan **(dollars in thousands, except per share data):**

	Options	Wgtd. Avg. Exercise Price	Wgtd. Avg. Remaining Contractual Term	Aggregate Intrinsic Value
Year Ended December 31, 2008				
Outstanding at January 1, 2008	1,215,067	$ 26.75		
Options granted	10,000	45.39		
Options exercised	(112,614)	17.23		
Options canceled, forfeited, or expired	(20,000)	38.46		
Outstanding at December 31, 2008	1,092,453	27.80	8.97	$ 27,438
Exercisable at December 31, 2008	582,900	19.16	7.33	$ 19,679
Year Ended December 31, 2007				
Outstanding at January 1, 2007	1,143,017	$ 24.45		
Options granted	134,500	45.71		
Options exercised	(43,650)	17.32		
Options canceled, forfeited, or expired	(18,800)	44.65		
Outstanding at December 31, 2007	1,215,067	26.75	9.66	$ 19,568
Exercisable at December 31, 2007	568,375	17.73	7.72	$ 14,280

The following table has additional information regarding options granted and options exercised under both the BancFirst ISOP and the BancFirst Directors Stock Option Plan (**dollars in thousands, except per share data**):

	Year Ended December 31,		
	2008	2007	2006
Weighted average grant-date fair value per share of options granted	$ 20.24	$ 17.50	$ 14.32
Total intrinsic value of options exercised	3,391	1,282	3,937
Cash received from options exercised	1,940	756	1,754
Tax benefit realized from options exercised	1,312	496	1,523

The fair value of each option grant is estimated on the date of grant using the Black-Scholes option-pricing model and is based on certain assumptions including risk-free rate of return, dividend yield, stock price volatility, and the expected term. The fair value of each option is expensed over its vesting period.

For the years ended December 31, 2008 and 2007, the Company recorded share-based employee compensation expense of approximately $1.2 million in each year.

Table of Contents

BANCFIRST CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The Company will continue to amortize the remaining fair value of these stock options of approximately $3.9 million over the remaining vesting period of approximately seven years. Share-based employee compensation expense under the fair value method was measured using the following assumptions for the options granted:

	Year Ended December 31		
	2008	2007	2006
Risk-free interest rate	2.89% to 4.12 %	4.64% to 4.90%	4.46% to 4.95%
Dividend yield	1.50%	1.50 to 1.55%	2.00%
Stock price volatility	38.05% to 61.53%	25.85% to 35.46%	16.00% to 25.58%
Expected term	10Yrs	10Yrs	10Yrs

The risk-free interest rate is determined by reference to the spot zero-coupon rate for the U.S. Treasury security with a maturity similar to the expected term of the options. The dividend yield is the expected yield for the expected term. The stock price volatility is estimated from the recent historical volatility of the Company s stock. The expected term is estimated from the historical option exercise experience.

AmQuest Financial Corp. (AmQuest), which merged with the Company in 1998, had four stock option plans. These plans were assumed by the Company, but no new options have been issued under the plans. Three of the plans are qualified incentive stock option plans for employees (the AmQuest Employees Stock Option Plans). A total of 356,270 shares were authorized to be issued under the plans. These options became fully vested at the time of the merger and expired at various dates through November 2006. A summary of activity under the AmQuest Employees Stock Option Plans is as follows:

	Year Ended December 31,					
	2008		2007		2006	
	Options	Avg. Price	Options	Avg. Price	Options	Avg. Price
Outstanding at beginning of year		$		$	1,584	$ 8.53
Options exercised						
Options canceled, forfeited or expired					(1,584)	8.53
Outstanding at end of year		$		$		$

AmQuest s other stock option plan was for non-employee directors (the AmQuest Directors Stock Option Plan). The AmQuest Directors Stock Option Plan was authorized to issue up to 237,510 shares and the options were fully exercisable when granted. These options expired at various dates through May 2007. A summary of activity under the AmQuest Directors Stock Option Plan is as follows:

	Year Ended December 31,					
	2008		2007		2006	
	Options	Avg. Price	Options	Avg. Price	Options	Avg. Price
Outstanding at beginning of year		$	1,428	$ 10.42	2,856	$ 9.47
Options exercised			(952)	10.42	(952)	8.53
Options canceled, forfeited, or expired			(476)	10.42	(476)	8.53
Outstanding at end of year		$		$	1,428	$ 10.42

Table of Contents

BANCFIRST CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

In May 1999, the Company adopted the BancFirst Corporation Directors Deferred Stock Compensation Plan (the BancFirst Deferred Stock Compensation Plan). In May 2006, the Company amended the BancFirst Deferred Stock Compensation Plan to increase the number of shares to be issued under the plan to 51,000 shares. Under the plan, directors and members of the community advisory boards of the Company and its subsidiaries may defer up to 100% of their board fees. They are credited for each deferral with a number of stock units based on the current market price of the Company s stock, which accumulate in an account until such time as the director or community board member terminates serving as a board member. Shares of common stock of the Company are then distributed to the terminating director or community board member based upon the number of stock units accumulated in his or her account. A summary of the accumulated stock units is as follows:

	December 31,	
	2008	2007
Accumulated stock units	40,352	36,539
Average price	$ 31.39	$ 29.32

(14) RETIREMENT PLANS

In May 1986, the Company adopted the BancFirst Corporation Employee Stock Ownership and Thrift Plan (the 401(k)/ESOP) effective January 1, 1985. The 401(k)/ESOP covers all eligible employees, as defined in the plan, of the Company and its subsidiaries. The 401(k)/ESOP allows employees to defer up to the maximum legal limit of their compensation, of which the Company may match 50%, but not to exceed 3% of their compensation. In addition, the Company may make discretionary contributions to the 401(k)/ESOP, as determined by the Company s Board of Directors. The aggregate amounts of contributions by the Company to the 401(k)/ESOP for the years ended December 31, 2008, 2007 and 2006, were approximately $3.3 million, $3.5 million and $3.4 million, respectively.

(15) STOCKHOLDERS EQUITY

The following is a description of the capital stock of the Company:

(a) Senior Preferred Stock: $1.00 par value; 10,000,000 shares authorized; no shares issued or outstanding. Shares may be issued with such voting, dividend, redemption, sinking fund, conversion, exchange, liquidation and other rights as shall be determined by the Company s Board of Directors, without approval of the stockholders. The Senior Preferred Stock would have a preference over common stock as to payment of dividends, as to the right to distribution of assets upon redemption of such shares or upon liquidation of the Company.

(b) 10% Cumulative Preferred Stock: $5.00 par value, redeemable at the Company s option at $5.00 per share plus accumulated dividends; non-voting; cumulative dividends at the rate of 10% payable semi-annually on January 15 and July 15; 900,000 shares authorized; no shares issued or outstanding.

(c) Common stock: $1.00 par value; 20,000,000 shares authorized. At December 31, 2008 and 2007, there were 15,281,141 shares and 15,217,230 shares issued and outstanding, respectively.

In November 1999, the Company adopted a Stock Repurchase Program (the SRP) authorizing management to repurchase up to 600,000 shares of the Company s common stock. The SRP was amended in May 2001, August of 2002, and September of 2007 to increase the shares authorized to be purchased by 555,832 shares, 364,530 shares and 366,948 shares, respectively. The SRP may be used as a means to increase earnings per share and return on equity, to purchase treasury stock for the exercise of stock options or for distributions under the Deferred Stock Compensation Plan, to provide liquidity for optionees to dispose of stock from

Table of Contents

BANCFIRST CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

exercises of their stock options, and to provide liquidity for shareholders wishing to sell their stock. The timing, price and amount of stock repurchases under the SRP may be determined by management and must be approved by the Company s Executive Committee. At December 31, 2008 there were 560,000 shares remaining that could be repurchased under the SRP. Below is a summary of the shares repurchased under the program.

	Year Ended December 31,	
	2008	2007
Number of shares repurchased	40,000	53,000
Average price of shares repurchased	$ 40.70	$ 46.47

BancFirst Corporation s ability to pay dividends is dependent upon dividend payments received from BancFirst. Banking regulations limit bank dividends based upon net earnings retained and minimum capital requirements. Dividends in excess of these requirements require regulatory approval. At January 1, 2009, approximately $48.9 million of the equity of BancFirst was available for dividend payments to BancFirst Corporation.

During any deferral period or any event of default on the Junior Subordinated Debentures, BancFirst Corporation may not declare or pay any dividends on any of its capital stock.

Quantitative measures established by regulations to ensure capital adequacy require the Company and BancFirst to maintain minimum amounts and ratios (set forth in the table below) of total Tier 1 capital (as defined in the regulations) to risk-weighted assets, and Tier 1 capital to average assets. Management believes, as of December 31, 2008, that the Company and BancFirst met all capital adequacy requirements to which they are subject.

Table of Contents

BANCFIRST CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The Company and BancFirst are subject to risk-based capital guidelines issued by the Board of Governors of the Federal Reserve System and FDIC. These guidelines are used to evaluate capital adequacy and involve both quantitative and qualitative evaluations of the Company s and BancFirst s assets, liabilities, and certain off-balance-sheet items calculated under regulatory practices. Failure to meet the minimum capital requirements can initiate certain mandatory or discretionary actions by the regulatory agencies that could have a direct material effect on the Company s financial statements. The required capital amounts and the Company s and BancFirst s respective ratios are shown in the following table.

	Actual		For Capital Adequacy Purposes		To Be Well Capitalized Under Prompt Corrective Action Provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
	(Dollars in thousands)					
As of December 31, 2008:						
Total Capital (to Risk Weighted Assets)-						
BancFirst Corporation	$ 418,710	13.78%	$ 243,083	8.00%	N/A	N/A
BancFirst	394,058	12.99%	242,732	8.00%	$ 303,415	10.00%
Tier I Capital (to Risk Weighted Assets)-						
BancFirst Corporation	383,255	12.61%	121,542	4.00%	N/A	N/A
BancFirst	358,603	11.82%	121,366	4.00%	182,049	6.00%
Tier I Capital (to Total Assets)-						
BancFirst Corporation	383,255	10.02%	116,016	3.00%	N/A	N/A
BancFirst	358,603	9.39%	115,532	3.00%	192,554	5.00%
As of December 31, 2007:						
Total Capital (to Risk Weighted Assets)-						
BancFirst Corporation	$ 378,755	13.40%	$ 225,945	8.00%	N/A	N/A
BancFirst	357,245	12.65%	225,792	8.00%	$ 282,275	10.00%
Tier I Capital (to Risk Weighted Assets)-						
BancFirst Corporation	348,564	12.33%	112,902	4.00%	N/A	N/A
BancFirst	327,054	11.58%	112,826	4.00%	169,309	6.00%
Tier I Capital (to Total Assets)-						
BancFirst Corporation	348,564	9.42%	110,834	3.00%	N/A	N/A
BancFirst	327,054	8.85%	110,661	3.00%	184,558	5.00%

As of December 31, 2008, the most recent notification from the Federal Reserve Bank of Kansas City and the FDIC categorized BancFirst as well capitalized under the regulatory framework for prompt corrective action. To be well capitalized under federal bank regulatory agency definitions, a depository institution must have a Tier 1 Ratio of at least 6%, a combined Tier 1 and Tier 2 Ratio of at least 10%, and a Leverage Ratio of at least 5%. There are no conditions or events since the most recent notification of BancFirst s capital category that management believes would change its category.

Table of Contents

BANCFIRST CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

In September 2007, the Company completed a modified Dutch Auction self-tender offer and purchased 539,453 shares of its common stock for the maximum offering price of $45.00 per share. Cash on hand was used to pay for the purchase of the stock.

(16) NET INCOME PER COMMON SHARE

Basic and diluted net income per common share are calculated as follows:

	Income (Numerator)	Shares (Denominator)	Per Share Amount
		(dollars in thousands, except per share data)	
Year Ended December 31, 2008			
Basic			
Income available to common stockholders	$ 44,358	15,218,835	$ 2.91
Effect of stock options		359,628	
Diluted			
Income available to common stockholders plus assumed exercises of stock options	$ 44,358	15,578,463	$ 2.85
Year Ended December 31, 2007			
Basic			
Income available to common stockholders	$ 53,093	15,574,521	$ 3.41
Effect of stock options		370,101	
Diluted			
Income available to common stockholders plus assumed exercises of stock options	$ 53,093	15,944,622	$ 3.33
Year Ended December 31, 2006			
Basic			
Income available to common stockholders	$ 49,352	15,713,306	$ 3.14
Effect of stock options		381,538	
Diluted			
Income available to common stockholders plus assumed exercises of stock options	$ 49,352	16,094,844	$ 3.07

The following table shows the number and average exercise price of options that were excluded from the computation of diluted net income per common share for each year because the options exercise prices were greater than the average market price of the common shares.

	Shares

		Average Exercise Price
December 31, 2008	244,415	$ 45.93
December 31, 2007	229,923	$ 45.51
December 31, 2006	10,789	$ 45.82

Table of Contents

BANCFIRST CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(17) CONDENSED PARENT COMPANY FINANCIAL STATEMENTS

BALANCE SHEETS

	December 31, 2008	2007
	(dollars in thousands)	
ASSETS		
Cash	$ 16,847	$ 12,759
Securities	299	286
Investments in subsidiaries	421,503	383,439
Intangible assets	624	624
Dividends receivable	4,348	4,123
Other assets	545	1,057
Total assets	$ 444,166	$ 402,288
LIABILITIES AND STOCKHOLDERS EQUITY		
Other liabilities	$ 3,571	$ 3,522
Junior subordinated debentures	26,804	26,804
Stockholders equity	413,791	371,962
Total liabilities and stockholders equity	$ 444,166	$ 402,288

STATEMENTS OF INCOME AND COMPREHENSIVE INCOME

	Year Ended December 31, 2008	2007	2006
	(dollars in thousands)		
OPERATING INCOME			
Dividends from subsidiaries	$ 16,070	$ 35,442	$ 12,886
Interest:			
Securities			68
Interest-bearing deposits	281	528	1,367
Other		6	709
Total operating income	16,351	35,976	15,030
OPERATING EXPENSE			
Interest	1,966	2,088	4,380
Other	189	2,290	469
Total operating expense	2,155	4,378	4,849
Income before income taxes and equity in undistributed earnings of subsidiaries	14,196	31,598	10,181

Allocated income tax benefit	956	1,045	1,581
Income before equity in undistributed earnings of subsidiaries	15,152	32,643	11,762
Equity in undistributed earnings of subsidiaries	29,206	20,450	37,590
Net income	$ 44,358	$ 53,093	$ 49,352

Table of Contents

BANCFIRST CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

STATEMENTS OF CASH FLOW

	Year Ended December 31,		
	2008	2007	2006
	(dollars in thousands)		
CASH FLOWS FROM OPERATING ACTIVITIES			
Net income	$ 44,358	$ 53,093	$ 49,352
Adjustments to reconcile to net cash provided by operating activities:			
Gain on sale of assets			(640)
Prepayment expenses of junior subordinated debentures		1,894	
Equity in undistributed earnings of subsidiaries	(29,206)	(20,450)	(37,590)
Other, net	(794)	(1,199)	(2,011)
Net cash provided by operating activities	14,358	33,338	9,111
INVESTING ACTIVITIES			
Net cash used for acquisitions		(3,344)	(5,690)
Proceeds from sale of assets		516	18,138
Purchases of securities	(13)	(26)	(39)
Other, net		5	
Net cash provided (used) by investing activities	(13)	(2,849)	12,409
FINANCING ACTIVITIES			
Prepayment of junior subordinated debentures		(26,894)	
Issuance of common stock	4,162	2,544	4,281
Acquisition of common stock	(1,634)	(27,132)	
Cash dividends paid	(12,785)	(11,747)	(10,695)
Other, net		(1,033)	335
Net cash used by financing activities	(10,257)	(64,262)	(6,079)
Net increase (decrease) in cash	4,088	(33,773)	15,441
Cash at the beginning of the period	12,759	46,532	31,091
Cash at the end of the period	$ 16,847	$ 12,759	$ 46,532
SUPPLEMENTAL DISCLOSURE			
Cash paid during the period for interest	$ 1,966	$ 3,127	$ 4,378
Cash received during the period for income taxes, net	$ 2,317	$ 1,978	$ 2,216

(18) RELATED PARTY TRANSACTIONS

In April 2007, the Company issued a promissory note related to the acquisition of Armor, an independent insurance agency, totaling $372,000. The note was payable to the prior principal who remains in a management position with the agency. The terms of the note were in three equal annual installments with the first installment of $124,000 payable in April 2008. The note had a six month adjustable interest rate equal to the

180 day Treasury Bill. The note was prepaid and retired in April 2008.

Refer to note (5) for information regarding loan transactions with related parties.

Table of Contents

BANCFIRST CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(19) COMMITMENTS AND CONTINGENT LIABILITIES

The Company is a party to financial instruments with off-balance-sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments include loan commitments and standby letters of credit which involve elements of credit and interest-rate risk to varying degrees. The Company s exposure to credit loss in the event of nonperformance by the other party to the instrument is represented by the instrument s contractual amount. To control this credit risk, the Company uses the same underwriting standards as it uses for loans recorded on the balance sheet. The amounts of financial instruments with off-balance-sheet risk are as follows:

	December 31,	
	2008	2007
	(dollars in thousands)	
Loan commitments	$ 678,546	$ 637,006
Stand-by letters of credit	58,325	50,582

Loan commitments are agreements to lend to a customer, as long as there is no violation of any condition established in the contract. Stand-by letters of credit are conditional commitments issued by the Company to guarantee the performance of a customer to a third party. These instruments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since many of the instruments are expected to expire without being drawn upon, the total amounts do not necessarily represent commitments that will be funded in the future.

The Company leases office space in fifteen buildings, three parcels of land on which it owns buildings, and fourteen ATM locations. These leases expire at various dates through 2064.

The future minimum rental payments under these leases are as follows (dollars in thousands):

Year Ending December 31:	
2009	$ 726
2010	492
2011	349
2012	201
2013	43
Later years	662
Total	$ 2,473

Rental expense on all property and equipment rented, including those rented on a monthly or temporary basis, totaled $1 million, $1.2 million and $1.2 million during 2008, 2007 and 2006, respectively.

In the second quarter of 2005, the Company reported a $3.3 million cash shortfall at one of its branches. The Company notified its fidelity bond carrier of the pending claim and that a thorough investigation would ensue. Based on the facts available at the time and outside consultation, the Company recorded as an expense its deductible on the coverage of $250 thousand and a receivable for the bond claim of approximately $3 million during the second quarter. During the third quarter of 2005, it became apparent that the Company s investigation was going to take much longer than management and the Company s consultant originally expected. Specifically, the time frame for ongoing criminal investigation of the matter and the possibility of litigation amongst the parties had created uncertainty as to the timing of any recovery under the fidelity bond. While management still

Table of Contents

BANCFIRST CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

expected a significant recovery under its fidelity bond coverage, the amount and timing of the recovery was no longer reasonably estimable. As a result, the Company believed it was prudent to write off, and recognize as an expense, the $3 million bond claim receivable. In July 2007, the fidelity bond carrier awarded the Company the $3.1 million bond claim. The recovery was included in other noninterest income during the third quarter of 2007.

The Company is a defendant in legal actions arising from normal business activities. Management believes that all legal actions against the Company are without merit or that the ultimate liability, if any, resulting from them will not materially affect the Company s financial position, results of operations or cash flows.

(20) FAIR VALUE MEASUREMENTS

FAS 157 establishes a fair value hierarchy for valuation inputs that gives the highest priority to quoted prices in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The fair value hierarchy is as follows:

Level 1 Inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.

Level 2 Inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset and liability, either directly or indirectly, for substantially the full term of the financial instrument.

Level 3 Unobservable inputs for determining the fair values of assets or liabilities that reflect an entity s own assumptions about the assumptions that market participants would use in pricing the assets or liabilities.

A description of the valuation methodologies used for instruments measured at fair value, as well as the general classification of such instruments pursuant to the valuation hierarchy, is set forth below. These valuation methodologies were applied to all of the Company s financial assets and financial liabilities carried at fair value effective January 1, 2008.

Securities Available for Sale

Securities classified as available for sale are reported at fair value utilizing Level 2 inputs. For these securities, the Company obtains fair value information from an independent pricing service. The fair value measurements consider observable data that may include dealer quotes, market spreads, cash flows, the U.S. Treasury yield curve, live trading levels, trade execution data, market consensus prepayment speeds, credit information and the bond s terms and conditions, among other things. The Company also invests in equity securities classified as available for sale for which observable information is not readily available. These securities are reported at fair value utilizing Level 3 inputs. For these securities, management determines the fair value based on replacement cost, the income approach or information provided by outside consultants or lead investors.

Derivatives

Derivatives are reported at fair value utilizing Level 2 inputs. The Company obtains dealer and market quotations to value its oil and gas swaps/options. The Company utilizes dealer quotes and observable market data inputs to substantiate internal valuation models.

Table of Contents

BANCFIRST CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Loans Held For Sale

The Company originates mortgage loans to be sold in the secondary market. At the time of origination, the acquiring bank has already been determined and the terms of the loan, including interest rate, have already been set by the acquiring bank, allowing the Company to originate the loan at fair value. Mortgage loans are generally sold within 30 days of origination and gains or losses recognized upon the sale of the loans are determined on a specific identification basis.

The following table summarizes financial assets and financial liabilities measured at fair value on a recurring basis as of December 31, 2008, segregated by the level of the valuation inputs within the fair value hierarchy utilized to measure fair value (dollars in thousands):

	Level 1 Inputs	Level 2 Inputs	Level 3 Inputs	Total Fair Value
Securities Available for Sale	$	$ 411,273	$ 9,807	$ 421,100
Derivative Assets		17,609		17,609
Derivative Liabilities		16,297		16,297
Loans Held For Sale		5,136		5,136

The changes in Level 3 assets measured at estimated fair value on a recurring basis during the year ended December 31, 2008 were as follows:

	Securities Available for Sale
Balance January 1, 2008	$ 8,595
Purchases and sales, net	1,230
Total unrealized losses	(18)
Balance December 31, 2008	$ 9,807

The following methods and assumptions were used to estimate the fair value of each class of financial instruments:

Cash and Due from Banks; Federal Funds Sold and Interest-Bearing Deposits

The carrying amount of these short-term instruments is a reasonable estimate of fair value.

Securities

For securities, fair values are based on quoted market prices or dealer quotes, if available. If a quoted market price is not available, fair value is estimated using quoted market prices for similar securities.

Loans

For certain homogeneous categories of loans, such as some residential mortgages, fair value is estimated using the quoted market prices for securities backed by similar loans, adjusted for differences in loan characteristics. For residential mortgage loans held for sale and guaranteed student loans, the carrying amount is a reasonable estimate of fair value. The fair value of other types of loans is estimated by discounting the future cash flows using the current rates at which similar loans would be made to borrowers with similar credit ratings and for the same remaining maturities.

Table of Contents

BANCFIRST CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Derivatives

Derivatives are reported at fair value.

Deposits

The fair value of transaction and savings accounts is the amount payable on demand at the reporting date. The fair value of fixed-maturity certificates of deposit is estimated using the rates currently offered for deposits of similar remaining maturities.

Short-term Borrowings

The amount payable on these short-term instruments is a reasonable estimate of fair value.

Long-term Borrowings

The fair value of fixed-rate long-term borrowings is estimated using the rates that would be charged for borrowings of similar remaining maturities.

Junior Subordinated Debentures

The fair value of fixed-rate junior subordinated debentures is estimated using the rates that would be charged for junior subordinated debentures of similar remaining maturities.

Loan Commitments and Letters of Credit

The fair value of commitments is estimated using the fees currently charged to enter into similar agreements, taking into account the terms of the agreements. The fair value of letters of credit is based on fees currently charged for similar agreements.

Table of Contents

BANCFIRST CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The estimated fair values of the Company s financial instruments are as follows:

	December 31,			
	2008		2007	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
	(dollars in thousands)			
FINANCIAL ASSETS				
Cash and due from banks	$ 126,227	$ 126,634	$ 194,103	$ 194,103
Federal funds sold and interest-bearing deposits	327,874	327,218	401,387	401,340
Securities	455,568	456,075	467,719	467,921
Loans:				
Loans (net of unearned interest)	2,757,854		2,487,099	
Allowance for loan losses	(34,290)		(29,127)	
Loans, net	2,723,564	2,754,328	2,457,972	2,455,801
Derivative Assets	17,609	17,609	1,748	1,748
FINANCIAL LIABILITIES				
Deposits	3,377,608	3,401,868	3,288,504	3,290,435
Short-term borrowings	12,884	12,886	30,400	30,405
Derivative Liabilities	16,297	16,297	1,573	1,573
Long-term borrowings			606	614
Junior subordinated debentures	26,804	26,804	26,804	26,797
OFF-BALANCE SHEET FINANCIAL INSTRUMENTS				
Loan commitments		1,187		1,115
Letters of credit		437		379

(21) DERIVATIVE FINANCIAL INSTRUMENTS

The Company enters into oil and gas swaps and options contracts to accommodate the business needs of its customers. Upon the origination of an oil or gas swap or option contract with a customer, the Company simultaneously enters into an offsetting contract with a counterparty to mitigate the exposure to fluctuations in oil and gas prices.

The Company utilizes dealer quotes and observable market data inputs to substantiate internal valuation models. The notional amounts and estimated fair values of oil and gas derivative positions outstanding are presented in the following table (notional amounts and dollars in thousands):

	December 31, 2008			December 31, 2007	
	Notional Units	Notional Amount	Estimated Fair Value	Notional Amount	Estimated Fair Value
	(Notional Amounts and Dollar in thousands)				
Oil and gas swaps and options					
Oil:					
Customer	Barrels	395	$ (11,159)	148	$ 2,410
Counterparty	Barrels	(395)	11,396	(148)	(2,362)
Natural Gas:					

Customer	MMBTUs	8,310	$ (2,918)	2,570	$ (662)
Counterparty	MMBTUs	(8,310)	3,994	(2,570)	789

Table of Contents

BANCFIRST CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The Company s credit exposure on oil and gas swaps and options varies based on the current market prices of oil and natural gas. Other than credit risk, changes in the fair value of customer positions will be offset by equal and opposite changes in the counterparty positions. The net positive fair value of the contracts is the profit derived from the activity and is unaffected by market price movements.

Customer credit exposure is managed by strict position limits and is primarily offset by first liens on production while the remainder is offset by cash. Counterparty credit exposure is managed by selecting highly rated counterparties (rated A- or better by Standard and Poor s) and monitoring market information.

The Company had credit exposure relating to oil and gas swaps and options to bank counterparties of approximately $15.4 million at December 31, 2008. Conversely, the Company had exposure to bank customers of approximately $1.7 million at December 31, 2007.

The Company entered into a $30 million five year guaranty of its subsidiary s agreement with a counterparty on June 4, 2008 for the timely payment of any obligations of its subsidiary Bank arising from settlement of oil and gas positions.

(22) SEGMENT INFORMATION

The Company evaluates its performance with an internal profitability measurement system that measures the profitability of its business units on a pre-tax basis. The four principal business units were metropolitan banks, community banks, other financial services, and executive, operations and support. Metropolitan and community banks offer traditional banking products such as commercial and retail lending, and a full line of deposit accounts. Metropolitan banks consist of banking locations in the metropolitan Oklahoma City and Tulsa areas. Community banks consist of banking locations in communities throughout Oklahoma. Other financial services are specialty product business units including guaranteed small business lending, guaranteed student lending, residential mortgage lending, trust services, securities brokerage, electronic banking and insurance. The executive, operations and support groups represent executive management, operational support and corporate functions that are not allocated to the other business units.

Table of Contents

BANCFIRST CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The results of operations and selected financial information for the four business units are as follows:

	Metropolitan Banks	Community Banks	Other Financial Services	Executive, Operations & Support	Eliminations	Consolidated
			(dollars in thousands)			
December 31, 2008						
Net interest income (expense)	$ 42,067	$ 93,008	$ 7,159	$ (3,127)	$	$ 139,107
Provision for loan losses	4,048	6,330	321	(23)		10,676
Noninterest income	9,922	33,207	19,574	57,123	(45,441)	74,385
Depreciation and amortization	1,580	5,227	449	1,294		8,550
Other expenses	24,169	62,323	16,949	23,239	(224)	126,456
Income before taxes	$ 22,192	$ 52,335	$ 9,014	$ 29,486	$ (45,217)	$ 67,810
Total Assets	$ 1,256,685	$ 2,449,916	$ 218,984	$ 421,842	$ (480,223)	$ 3,867,204
Capital expenditures	$ 4,419	$ 4,809	$ 290	$ 3,850	$	$ 13,368
December 31, 2007						
Net interest income (expense)	$ 45,982	$ 96,668	$ 7,239	$ (1,545)	$ (58)	$ 148,286
Provision for loan losses	1,005	2,187	129	8		3,329
Noninterest income	8,233	30,404	26,474	67,963	(61,936)	71,138
Depreciation and amortization	2,040	4,803	385	1,308		8,536
Other expenses	23,112	60,505	15,972	26,497	(176)	125,910
Income before taxes	$ 28,058	$ 59,577	$ 17,227	$ 38,605	$ (61,818)	$ 81,649
Total Assets	$ 1,123,148	$ 2,390,420	$ 206,060	$ 478,823	$ (455,445)	$ 3,743,006
Capital expenditures	$ 5,606	$ 6,348	$ 431	$ 2,465	$	$ 14,850
December 31, 2006						
Net interest income (expense)	$ 44,852	$ 98,233	$ 7,620	$ (6,959)	$ (58)	$ 143,688
Provision for loan losses	372	2,041	37	(660)		1,790
Noninterest income	7,834	28,695	19,140	54,223	(51,468)	58,424
Depreciation and amortization	2,490	3,874	180	1,287		7,831
Other expenses	21,231	58,088	17,087	20,460	(140)	116,726
Income before taxes	$ 28,593	$ 62,925	$ 9,456	$ 26,177	$ (51,386)	$ 75,765
Total Assets	$ 1,208,016	$ 2,277,419	$ 160,543	$ 211,325	$ (438,729)	$ 3,418,574
Capital expenditures	$ 9,085	$ 10,506	$ 43	$ 2,788	$	$ 22,422

The financial information for each business unit is presented on the basis used internally by management to evaluate performance and allocate resources. The Company utilizes a transfer pricing system to allocate the benefit or cost of funds provided or used by the various business units. Certain services provided by the support group to other business units, such as item processing, are allocated at rates approximating the cost of providing the services. Eliminations are adjustments to consolidate the business units and companies. Capital expenditures are generally charged to the business unit using the asset.

Table of Contents

BANCFIRST CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(23) SELECTED QUARTERLY FINANCIAL DATA (UNAUDITED)

A summary of the unaudited quarterly results of operations for the years ended December 31, 2008 and 2007 is as follows:

	Quarter			
	Fourth	Third	Second	First
	(dollars in thousands, except per share data)			
2008				
Net interest income	$ 33,695	$ 35,251	$ 34,774	$ 35,387
Provision for loan losses	3,087	2,270	3,539	1,780
Noninterest income	16,030	17,784	23,330	17,241
Noninterest expense	34,175	34,307	33,596	32,928
Net income	8,069	10,958	13,737	11,594
Net income per common share:				
Basic	0.53	0.72	0.91	0.76
Diluted	0.52	0.70	0.89	0.74
2007				
Net interest income	$ 37,506	$ 36,969	$ 37,437	$ 36,374
Provision for loan losses	980	2,248	132	(31)
Noninterest income	15,231	26,790	15,235	13,882
Noninterest expense	34,240	35,167	31,618	33,421
Net income	11,624	16,944	13,402	11,123
Net income per common share:				
Basic	0.76	1.08	0.85	0.71
Diluted	0.75	1.06	0.83	0.69

Table of Contents

INDEX TO EXHIBITS

Exhibit Number	Exhibit
3.1	Second Amended and Restated Certificate of Incorporation of BancFirst Corporation (filed as Exhibit 1 to the Company s 8-A/A filed July 23, 1998 and incorporated herein by reference).
3.2	Certificate of Amendment of the Second Amended and Restated Certificate of Incorporation of BancFirst Corporation (filed as Exhibit 3.5 to the Company s Quarterly Report on Form 10-Q for the Quarter Ended June 30, 2004 and incorporated herein by reference).
3.3	Certificate of Designations of Preferred Stock (filed as Exhibit 3.2 to the Company s Annual Report on Form 10-K for the fiscal year ended December 31, 1998 and incorporated herein by reference).
3.4	Amended By-Laws (filed as Exhibit 3.2 to the Company s Annual Report on Form 10-K for the fiscal year ended December 31, 1992 and incorporated herein by reference).
3.5	Amendment to the Second Amended and Restated Certificate of Incorporation (filed as Exhibit 3.5 to the Company s Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2005 and incorporated herein by reference).
3.6	Resolution of the Board of Directors amending Section XXVII of the Company s By-Laws (filed as Exhibit 3.1 to the Company s Current Report on Form 8-K dated February 26, 2004 and incorporated herein by reference).
3.7	Resolution of the Board of Directors amending Article XVI, Section 1 and Article XVII, Section 1 of the Company s By-Laws (filed as Exhibit 3.1 to the Company s Current Report on Form 8-K dated February 28, 2008 and incorporated herein by reference).
4.1	Instruments defining the rights of securities holders (see Exhibits 3.1, 3.2, 3.3 and 3.4 above).
4.2	Amended and Restated Declaration of Trust of BFC Capital Trust I dated as of February 4, 1997 (filed as Exhibit 4.1 to the Company s Current Report on Form 8-K dated February 4, 1997 and incorporated herein by reference).
4.3	Form of 9.65% Series B Cumulative Trust Preferred Security Certificate for BFC Capital Trust I (included as Exhibit D to Exhibit 4.2).
4.4	Indenture dated as of February 4, 1997, relating to the 9.65% Junior Subordinated Deferrable Interest Debentures of BancFirst Corporation issued to BFC Capital Trust I (filed as Exhibit 4.2 to the Company s Current Report on Form 8-K dated February 4, 1997 and incorporated herein by reference).
4.5	Form of Certificate of 9.65% Series B Junior Subordinated Deferrable Interest Debenture of BancFirst Corporation (included as Exhibit A to Exhibit 4.4).
4.6	Form of Series B Guarantee of BancFirst Corporation relating to the 9.65% Series B Cumulative Trust Preferred Securities of BFC Capital Trust I (filed as Exhibit 4.7 to the Company s registration statement on Form S-4, File No. 333-25599, and incorporated herein by reference).
4.7	Rights Agreement, dated as of February 25, 1999, between BancFirst Corporation and BancFirst, as Rights Agent, including as Exhibit A the form of Certificate of Designations of the Company setting forth the terms of the Preferred Stock, as Exhibit B the form of Right Certificate and as Exhibit C the form of Summary of Rights Agreement (filed as Exhibit 4.1 to the Company s 8-K dated January 28, 2009 and incorporated herein by reference).
4.8	Amendment No. 1 to Rights Agreement, dated as of February 25, 1999, between BancFirst Corporation and BancFirst, as Rights Agent (filed as Exhibit 4.2 to the Company s 8-K dated January 28, 2009 and incorporated herein by reference).
4.9	Form of Amended and Restated Trust Agreement relating to the 7.20% Cumulative Trust Preferred Securities of BFC Capital Trust II (filed as Exhibit 4.5 to the Company s registration statement on Form S-3, File No. 333-112488, and incorporated herein by reference).
4.10	Form of 7.20% Cumulative Trust Preferred Security Certificate for BFC Capital Trust II (included as Exhibit D to Exhibit 4.8).

Table of Contents

Exhibit Number	Exhibit
4.11	Form of Indenture relating to the 7.20% Junior Subordinated Deferrable Interest Debentures of BancFirst Corporation issued to BFC Capital Trust II (filed as Exhibit 4.1 to the Company s registration statement on Form S-3, File No. 333-112488, and incorporated herein by reference).
4.12	Form of Certificate of 7.20% Junior Subordinated Deferrable Interest Debenture of BancFirst Corporation (included as Section 2.2 and Section 2.3 of Exhibit 4.10).
4.13	Form of Guarantee of BancFirst Corporation relating to the 7.20% Cumulative Trust Preferred Securities of BFC Capital Trust II (filed as Exhibit 4.7 to the Company s registration statement on Form S-3, File No. 333-112488, and incorporated herein by reference).
10.1	Eighth Amended and Restated BancFirst Corporation Stock Option Plan (filed as Exhibit 10.1 to the Company s Quarterly Report on Form 10-Q for the Quarter Ended September 30, 2006 and incorporated herein by reference).
10.2	Amended and Restated BancFirst Corporation Employee Stock Ownership and Thrift Plan, as amended by amendments dated September 19, 1992, November 21, 2002 and December 18, 2003 (filed as Exhibit 10.2 to the Company s Annual Report on Form 10-K for the fiscal year ended December 31, 2004 and incorporated herein by reference).
10.3	1988 Incentive Stock Option Plan of Security Corporation as assumed by BancFirst Corporation (filed as Exhibit 4.1 to the Company s Registration Statement on Form S-8, File No. 333-65129 and incorporated herein by reference).
10.4	1993 Incentive Stock Option Plan of Security Corporation as assumed by BancFirst Corporation (filed as Exhibit 4.2 to the Company s Registration Statement on Form S-8, File No. 333-65129 and incorporated herein by reference).
10.5	1995 Non-Employee Director Stock Plan of AmQuest Financial Corp. as assumed by BancFirst Corporation (filed as Exhibit 4.3 to the Company s Registration Statement on Form S-8, File No. 333-65129 and incorporated herein by reference).
10.6	BancFirst Corporation Non-Employee Directors Stock Option Plan (filed as Exhibit 10.6 to the Company s Quarterly Report on Form 10-Q for the Quarter Ended June 30, 2006 and incorporated herein by reference).
10.7	BancFirst Corporation Directors Deferred Stock Compensation Plan (filed as Exhibit 10.7 to the Company s Quarterly Report on Form 10-Q for the Quarter Ended June 30, 2006 and incorporated herein by reference).
21.1*	Subsidiaries of Registrant.
23.1*	Consent of Grant Thornton LLP.
31.1*	Chief Executive Officer s Certification pursuant to Rule 13a-14(a) or Rule 15d-14(a).
31.2*	Chief Financial Officer s Certification pursuant to Rule 13a-14(a) or Rule 15d-14(a).
32.1*	CEO s Certification Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2*	CFO s Certification Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
99.3	Amended Stock Repurchase Program (filed as Exhibit 99.1 to the Company s Quarterly Report on Form 10-Q for the Quarter Ended September 30, 2007 and incorporated herein by reference).

* Filed herewith.