



***LIBERTY BANCORP, INC.***

**2015**  
ANNUAL REPORT



Dear Fellow Shareholder,

I am pleased to report the Company produced net income of \$4.45 million in 2015, an increase of 8.5% from the \$4.1 million earned in 2014. During 2015, we converted BankLiberty to a Missouri State Chartered Commercial Bank and the Company to a Bank Holding Company. Although we have operated more as a bank than a thrift for many years, this official charter conversion represents a major milestone in our effort to become a leading commercial bank in the Kansas City metropolitan area. The past year saw several other positive developments including the termination of the Loss Sharing Agreement with the FDIC, redemption of the Company's Preferred Stock, and the sale of the Plattsburg branch so we can focus our resources on the Kansas City metro market. We are in superb financial condition with strong capital levels, solid core earnings, and good asset quality. In November 2015, the Board of Directors was pleased to increase the dividend 20%, to \$0.045 per quarter, effective with the December 2015 payment.

In 2015, loan production levels were satisfactory and loans receivable increased \$36 million. We continue to experience a highly competitive lending environment but are determined to remain true to our underwriting guidelines. Our experienced commercial bankers continue to pursue, develop and maintain the long-term relationships with our commercial clients that are the key to our profitability.

Total deposits declined again in 2015, but the decrease was due to a reduction in higher interest rate deposits. We are once again pleased with the organic growth in core checking account deposits. Demand deposit accounts now comprise over 40% of our deposit base which puts us in the top quartile of all banks. We expect these low cost deposits to contribute to improved margins in a higher interest rate environment.

2015 also marked the 60<sup>th</sup> anniversary of the bank, and throughout these six decades, we have always been a strong supporter of our community. We decided to go a step further celebrating this milestone anniversary by performing 60 acts of community service, a yearlong event called "60 for 60". It was amazing to see the bank employees embrace this initiative and go above and beyond by completing 95 community service activities.

I feel very fortunate to be part of the 60 year history of the bank. I also feel very privileged to work alongside our management team and employees who do an outstanding job every day serving our clients while dealing with numerous complex business and regulatory issues.

On behalf of the Board of Directors and our entire team, thank you for your continued confidence and support.

Sincerely,



Brent M. Giles

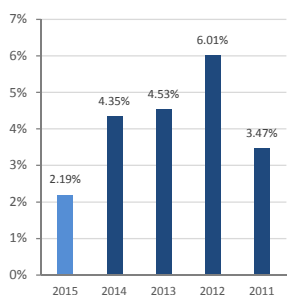
President and Chief Executive Officer



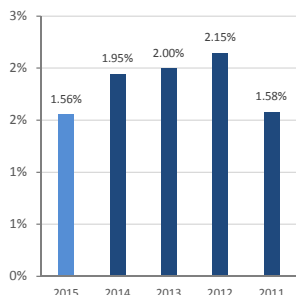
## Selected Consolidated Financial Data

<u>Selected Financial Data</u>	<u>Dec. 31, 2015</u>	<u>Dec. 31, 2014</u>	<u>Dec. 31, 2013</u>	<u>Dec. 31, 2012</u>	<u>Sept. 30, 2011</u>
	(dollars in thousands, except per share amounts)				
Total assets	\$ 435,865	\$ 457,285	\$ 510,110	\$ 413,766	\$ 462,354
Securities and mortgage-backed securities	\$ 23,650	\$ 24,360	\$ 15,770	\$ 11,489	\$ 13,793
Loans receivable, net	\$ 344,357	\$ 308,167	\$ 328,721	\$ 309,075	\$ 302,862
Deposits	\$ 358,608	\$ 385,607	\$ 413,338	\$ 302,671	\$ 325,569
Total borrowings	\$ 27,801	\$ 2,722	\$ 29,599	\$ 43,862	\$ 67,304
Stockholders' equity (1)	\$ 48,596	\$ 67,490	\$ 65,415	\$ 64,112	\$ 65,175
<b><u>Operating Results</u></b>					
Total interest income	\$ 18,120	\$ 20,205	\$ 20,839	\$ 26,331	\$ 23,721
Total interest expense	907	1,558	2,290	4,279	4,660
Net interest income	17,213	18,647	18,549	22,052	19,061
Provision (credit) for loan losses	(401)	305	1,575	4,522	2,033
Net interest income after provision (credit) for loan losses	17,614	18,342	16,974	17,530	17,028
Total noninterest income	3,563	2,116	1,753	5,162	2,966
Total noninterest expense	14,504	14,413	14,110	18,170	14,505
Income before income taxes	6,673	6,045	4,617	4,522	5,489
Income taxes	2,220	1,941	1,550	854	1,781
Net Income	\$ 4,453	\$ 4,104	\$ 3,067	\$ 3,668	\$ 3,708
<b><u>Other Financial Data</u></b>					
Return on assets (2)	1.00 %	0.86 %	0.69 %	0.85 %	0.84 %
Return on stockholders' equity (3)	7.28 %	6.19 %	4.74 %	5.71 %	7.21 %
Stockholders' equity to total assets ratio (4)	13.81 %	13.87 %	14.57 %	14.95 %	11.60 %
Non-performing non-covered assets as a % of total assets	2.19 %	4.35 %	4.53 %	6.01 %	3.47 %
Allowance for loan losses as a % of non-covered loans	1.56 %	1.95 %	2.00 %	2.15 %	1.58 %
Efficiency ratio	69.81 %	69.42 %	69.50 %	66.77 %	65.85 %
Dividend payout ratio (5)	9.58 %	9.18 %	10.53 %	20.00 %	9.16 %
Cash dividends on common stock (actual dollar amount)	\$ 426,547	\$ 376,634	\$ 323,075	\$ 733,661	\$ 339,599
Cash dividends on preferred stock (actual dollar amount)	\$ 188,189	\$ 161,690	\$ 221,112	\$ 699,221	\$ -
Common shares outstanding	2,504,004	2,873,640	2,937,543	3,100,269	3,326,514
<b><u>Per Share Data</u></b>					
Basic earnings per common share	\$ 1.55	\$ 1.31	\$ 0.93	\$ 0.92	\$ 1.07
Diluted earnings per common share	\$ 1.53	\$ 1.29	\$ 0.92	\$ 0.91	\$ 1.07
Tangible common equity per share (6)	\$ 18.12	\$ 16.67	\$ 15.67	\$ 15.05	\$ 14.10
Cash dividends per share (paid to common shareholders)	\$ 0.158	\$ 0.128	\$ 0.105	\$ 0.225	\$ 0.10

Non-performing non-covered assets as a % of total assets



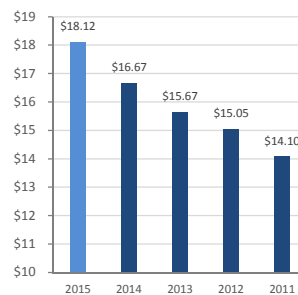
Allowance for loan losses as a % of non-covered loans



Diluted earnings per common share



Tangible common equity per share



(1) Includes the issuance of \$16.2 million in preferred stock pursuant to the Treasury's

Small Business Lending Fund program. All shares were redeemed in 2015.

(2) Net earnings divided by average assets.

(3) Net earnings divided by average stockholders' equity.

(4) Average stockholders' equity divided by average total assets.

(5) Represents dividends paid to holders of common stock as a percentage of net earnings.

(6) Represents consolidated tangible common equity per outstanding common share at end of year.



## Independent Auditor's Report

Audit Committee, Board of Directors  
and Stockholders  
Liberty Bancorp, Inc.  
Liberty, Missouri

We have audited the accompanying consolidated financial statements of Liberty Bancorp, Inc. and its subsidiary, which comprise the consolidated balance sheets as of December 31, 2015 and 2014, and the related consolidated statements of income, comprehensive income, stockholders' equity and cash flows for the years then ended, and the related notes to the consolidated financial statements.

### *Management's Responsibility for the Financial Statements*

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

### *Auditor's Responsibility*

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Audit Committee, Board of Directors  
and Stockholders  
Liberty Bancorp, Inc.  
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*Opinion*

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Liberty Bancorp, Inc. and its subsidiary as of December 31, 2015 and 2014, and the results of their operations and their cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

*BKD, LLP*

St. Louis, Missouri  
March 24, 2016



# Liberty Bancorp, Inc.

## Consolidated Balance Sheets

### December 31, 2015 and 2014

<b>Assets</b>	<b>2015</b>	<b>2014</b>
Cash and due from banks	\$ 8,534,226	\$ 10,760,596
Federal funds sold	4,121,000	43,629,000
Total cash and cash equivalents	12,655,226	54,389,596
Interest-bearing time deposits due from depository institutions	5,496,000	6,738,945
Available-for-sale securities, at market value (amortized cost of \$9,260,672 and \$11,342,281, at December 31, 2015 and 2014, respectively)	9,374,663	11,377,245
Held-to-maturity securities	3,315,922	-
Mortgage-backed securities ("MBS") - available for sale, at market value (amortized cost of \$11,141,306 and \$13,059,526, at December 31, 2015 and 2014, respectively)	10,959,642	12,982,761
Stock in Federal Home Loan Bank of Des Moines ("FHLB") and Federal Reserve Bank	2,576,950	612,100
Loans receivable, excluding covered loans, net of allowance for loan losses of \$5,448,541 and \$5,938,205, at December 31, 2015 and 2014, respectively	344,356,844	299,123,216
Covered loans receivable, net of discounts and allowance for loan losses of \$47,250 at December 31, 2014	-	9,044,259
Total loans receivable, net	344,356,844	308,167,475
Loans held for sale	639,745	327,245
Premises and equipment, net of accumulated depreciation of \$6,412,693 and \$7,672,475 at December 31, 2015 and 2014, respectively	14,463,185	14,819,954
Bank-owned life insurance ("BOLI")	14,930,385	14,476,561
Non-covered foreclosed assets held for sale, net	8,131,356	16,181,919
Covered foreclosed assets held for sale, net	-	2,440,576
Total foreclosed assets held for sale, net	8,131,356	18,622,495
Interest receivable	1,244,732	1,077,627
Goodwill	2,631,562	2,631,562
Core deposit intangibles, net	641,421	802,133
Deferred income taxes	4,082,803	4,258,581
FDIC indemnification asset	-	2,384,549
Other assets	364,994	3,616,564
Total assets	\$ 435,865,430	\$ 457,285,393
<b>Liabilities and Stockholders' Equity</b>		
Deposits	\$ 358,608,472	\$ 385,607,070
Note payable	1,350,000	-
Advances from FHLB	18,000,000	-
Securities sold under agreements to repurchase	8,451,455	2,722,071
Other liabilities	859,116	1,466,256
Total liabilities	387,269,043	389,795,397
Stockholders' equity:		
Preferred stock, \$0.01 par value; 1,000,000 shares authorized; shares issued and outstanding - none	-	-
Preferred stock, Series A, par value \$0.01, no shares authorized, issued and outstanding at December 31, 2015 and 16,169 shares authorized, issued and outstanding at December 31, 2014	-	161
Common stock, \$0.01 par value; 20,000,000 shares authorized; 5,068,105 shares issued and 5,036,105 outstanding at December 31, 2015, and 4,997,784 shares issued and 4,957,384 outstanding at December 31, 2014	50,681	49,978
Treasury stock at cost, 2,532,101 and 2,083,744 shares at December 31, 2015 and 2014, respectively	(29,006,437)	(21,660,632)
Additional paid-in capital	35,806,052	51,176,541
Accumulated other comprehensive loss, net	(41,957)	(25,498)
Retained earnings	41,788,048	37,949,446
Total stockholders' equity	48,596,387	67,489,996
Total liabilities and stockholders' equity	\$ 435,865,430	\$ 457,285,393

**Liberty Bancorp, Inc.**  
**Consolidated Statements of Income**  
**Years Ended December 31, 2015 and 2014**

	<u>2015</u>	<u>2014</u>
Interest income:		
Loans receivable	\$ 17,130,057	\$ 19,304,367
Mortgage-backed securities	295,974	331,574
Securities - taxable	172,758	56,037
Securities - non-taxable	341,630	289,600
Other interest-earning assets	179,685	223,709
Total interest income	<u>18,120,104</u>	<u>20,205,287</u>
Interest expense:		
Deposits	843,467	1,177,035
Securities sold under agreement to repurchase	11,344	23,512
Advances from FHLB	25,650	357,189
Note payable	26,093	-
Total interest expense	<u>906,554</u>	<u>1,557,736</u>
Net interest income	17,213,550	18,647,552
Provision (credit) for loan losses	<u>(401,000)</u>	<u>304,615</u>
Net interest income after provision (credit) for loan losses	<u>17,614,550</u>	<u>18,342,937</u>
Noninterest income:		
Loan service charges	98,423	117,105
Gains on sales of loans, net of costs	125,785	69,920
Gains on sales of premises and equipment	-	166,675
Change in cash surrender value of BOLI	453,824	463,667
Deposit account service charges	2,989,239	1,314,622
Decrease in indemnification asset	<u>(104,586)</u>	<u>(14,512)</u>
Total noninterest income	<u>3,562,685</u>	<u>2,117,478</u>
Noninterest expense:		
Compensation and benefits	7,066,719	7,342,043
Occupancy	1,286,911	1,169,800
Equipment and data processing	1,441,452	1,406,372
Losses on sales of securities and MBS available for sale	8,244	1,867
Foreclosed assets, net	706,108	539,384
FDIC premiums	318,646	409,449
Professional and regulatory services	757,736	887,064
Advertising	217,831	142,583
Correspondent banking charges	165,266	172,722
Supplies	175,633	209,900
Amortization of core deposit intangibles	160,712	161,545
FDIC loss share indemnification loss	904,685	-
Other	1,293,954	1,972,604
Total noninterest expense	<u>14,503,897</u>	<u>14,415,334</u>
Income before income taxes	<u>6,673,338</u>	<u>6,045,080</u>
Income taxes:		
Current	2,034,435	1,579,241
Deferred	185,565	361,759
Total income taxes	<u>2,220,000</u>	<u>1,941,000</u>
Net Income	<u>\$ 4,453,338</u>	<u>\$ 4,104,080</u>
Basic earnings per share	<u>\$ 1.55</u>	<u>\$ 1.31</u>
Diluted earnings per share	<u>\$ 1.53</u>	<u>\$ 1.29</u>

**Liberty Bancorp, Inc.**  
**Consolidated Statements of Comprehensive Income**  
**Years Ended December 31, 2015 and 2014**

	<u>2015</u>		<u>2014</u>
<b>Net Income</b>	\$ 4,453,338	\$	4,104,080
<b>Other Comprehensive Income (Loss)</b>			
Unrealized appreciation (depreciation) on available-for-sale securities, net of taxes of \$(8,197) and \$139,467, for 2015 and 2014, respectively	(21,570)		357,608
Less reclassification adjustment for realized losses included in net income, net of taxes of \$3,133 and \$653, for 2015 and 2014, respectively	5,111		1,214
Change in defined benefit pension plan gains, net of taxes of \$0 and \$(2,316), respectively	-		(4,300)
Other comprehensive income (loss)	<u>(16,459)</u>		<u>354,522</u>
Comprehensive Income	<u>\$ 4,436,879</u>	\$	<u>4,458,602</u>

**Liberty Bancorp, Inc.**  
**Consolidated Statements of Stockholders' Equity**  
**Years Ended December 31, 2015 and 2014**

	Preferred Stock	Common Stock	Treasury Stock	Additional Paid in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total
Balance at January 1, 2014	\$ 161	48,730	(18,805,743)	50,167,867	34,383,690	(380,020)	65,414,685
Net income	-	-	-	-	4,104,080	-	4,104,080
Other comprehensive gain	-	-	-	-	-	354,522	354,522
Dividends on common stock, \$.128 per share	-	-	-	-	(376,634)	-	(376,634)
Dividends on preferred stock \$10 per share	-	-	-	-	(161,690)	-	(161,690)
Shares issued under stock-based incentive plan, 124,767 shares	-	1,248	-	877,998	-	-	879,246
Purchase of stock (198,470 shares)	-	-	(2,854,889)	-	-	-	(2,854,889)
Amortization of unearned compensation expense	-	-	-	130,676	-	-	130,676
Balance at December 31, 2014	\$ 161	49,978	(21,660,632)	51,176,541	37,949,446	(25,498)	67,489,996
Net income	-	-	-	-	4,453,338	-	4,453,338
Other comprehensive loss	-	-	-	-	-	(16,459)	(16,459)
Dividends on common stock, \$.158 per share	-	-	-	-	(426,547)	-	(426,547)
Dividends on preferred stock \$11.64 per share	-	-	-	-	(188,189)	-	(188,189)
Shares issued under stock-based incentive plan, 70,321 shares	-	703	-	587,782	-	-	588,485
Purchase of stock (448,357 shares)	-	-	(7,345,805)	-	-	-	(7,345,805)
Amortization of unearned compensation expense	-	-	-	210,567	-	-	210,567
SBLF redemption	(161)	-	-	(16,168,838)	-	-	(16,168,999)
Balance at December 31, 2015	\$ -	50,681	(29,006,437)	35,806,052	41,788,048	(41,957)	48,596,387

**Liberty Bancorp, Inc.**  
**Consolidated Statements of Cash Flows**  
**December 31, 2015 and 2014**

	<b>2015</b>	<b>2014</b>
<b>Operating Activities:</b>		
Net income	\$ 4,453,338	\$ 4,104,080
Items not requiring (providing) cash		
Depreciation and amortization	761,761	696,967
Provision (credit) for loan losses	(401,000)	304,615
Amortization of core deposit intangibles	160,712	161,545
Accretion of discount on loans acquired	(42,449)	(106,743)
Amortization of discount on FDIC indemnification asset	243,470	1,073,595
Accretion of discount on FDIC true-up liability	(21,907)	(23,070)
Amortization of premium on FHLB advances assumed	-	(274,524)
Incentive plan expense	210,567	130,676
Amortization of premiums (accretion of discounts) on investments, net	(3,854)	49,620
Accretion of discounts on noncovered loans	(353,595)	(198,853)
Accretion of deferred loan fees, net	(66,872)	(351,902)
FDIC loss share indemnification loss	904,685	-
Deferred income taxes	185,565	361,759
Loans held for sale - originated	(5,987,279)	(3,481,045)
Loans held for sale - proceeds from sale	5,800,564	3,589,418
Loss on foreclosed assets, net	548,764	445,045
Net gains on sales of premises and equipment	-	(166,675)
Net realized losses on available for sale securities	8,244	1,867
Net gains on sales of loans	(125,785)	(69,920)
Increase in cash surrender value of BOLI	(453,824)	(463,667)
Changes in		
Interest receivable	(167,105)	274,328
Other assets	457,679	(2,978,745)
Interest payable and other liabilities	126,165	(467,103)
Net cash provided by operating activities	6,237,844	2,611,268
<b>Investing Activities</b>		
Purchases of available for sale securities	(1,836,392)	(16,076,572)
Proceeds from sales, maturities and paydowns of available for sale securities	7,550,899	2,505,875
Net change in loans	(34,900,963)	13,888,215
Purchases of premises and equipment	(440,344)	(2,204,539)
Proceeds from sales of premises and equipment	35,352	590,691
Purchases of Federal Home Loan and Federal Reserve Bank stock	(2,308,650)	(14,921)
Redemptions of Federal Home Loan and Federal Reserve Bank stock	343,800	756,021
Proceeds from the sales of foreclosed assets	9,481,308	4,947,957
Payments received from (paid to) FDIC under Loss Share Agreement	(185,234)	453,235
Settlement of FDIC loss share agreement	(200,000)	-
Net cash provided by (used in) investing activities	(22,460,224)	4,845,962

**Liberty Bancorp, Inc.**  
**Consolidated Statements of Cash Flows**  
**December 31, 2015 and 2014**

	<b>2015</b>	<b>2014</b>
<b>Financing activities:</b>		
Net decrease in deposits	\$ (26,998,598)	\$ (27,730,570)
Proceeds from Federal Home Loan Bank advances	65,000,000	-
Repayments of Federal Home Loan Bank advances	(47,000,000)	(18,900,000)
Proceeds from note payable	3,850,000	-
Repayments of note payable	(2,500,000)	-
Proceeds of securities sold under agreement to repurchase	67,015,142	169,887,882
Repayments of securities sold under agreement to repurchase	(61,285,758)	(177,589,882)
Proceeds from stock options exercised	588,485	879,246
Repurchase of common stock	(7,345,805)	(2,854,889)
Redemption of SBLF preferred stock	(16,168,999)	-
Dividends paid on common stock	(426,547)	(376,634)
Dividends paid on preferred stock	(188,189)	(161,690)
Net increase (decrease) in advances from borrowers for taxes and insurance	(51,721)	192,798
Net cash used in financing activities	(25,511,990)	(56,653,739)
Net decrease in cash and cash equivalents	(41,734,370)	(49,196,509)
Cash and cash equivalents, beginning of year	54,389,596	103,586,105
Cash and cash equivalents, end of year	\$ 12,655,226	\$ 54,389,596
<b>Supplemental Cash Flows Information</b>		
Interest paid on deposits	\$ 890,383	\$ 1,223,854
Interest paid on advances from FHLB	\$ 25,472	\$ 357,189
Interest paid on securities sold under agreement to repurchase	\$ 11,344	\$ 23,512
Income taxes paid	\$ 1,961,018	\$ 2,154,000
Sale and financing of foreclosed assets	\$ -	\$ 427,000
Real estate acquired in settlement of loans	\$ 530,978	\$ 8,261,227
FHLB advance prepayment penalty	\$ -	\$ 609,021
Reclass of foreclosed assets and other assets to securities held to maturity	\$ 3,792,044	\$ -

**Liberty Bancorp, Inc.**  
**Notes to Consolidated Financial Statements**  
**December 31, 2015 and 2014**

**Note 1: Nature of Operations and Summary of Significant Accounting Policies**

***Nature of Operations***

Liberty Bancorp, Inc. (the “Company”) is a Missouri corporation and holding company whose principal activity is the ownership and management of its wholly owned subsidiary, BankLiberty (the “Bank”). The Bank is primarily engaged in providing a full range of banking and financial services to individual and corporate customers in the Kansas City metropolitan area. The Company is subject to competition from other financial institutions. The Company and the Bank are subject to the regulation of certain federal agencies and undergo periodic examinations by those regulatory authorities.

***Principles of Consolidation***

The consolidated financial statements include the accounts of the Company and the Bank. All significant intercompany accounts and transactions have been eliminated in consolidation.

***Use of Estimates***

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of income and expenses during the reporting period. Actual results could differ from those estimates.

Material estimates that are particularly susceptible to significant change relate to the determination of the allowance for loan losses, valuation of real estate acquired in connection with foreclosures or in satisfaction of loans and fair values of investment securities available for sale and financial instruments.

***Cash Equivalents***

The Bank considers all liquid investments with original maturities of three months or less to be cash equivalents. At December 31, 2015 and 2014, cash equivalents consisted primarily of demand deposits due from banks and federal funds sold.

At December 31, 2015, the Company’s cash accounts exceeded federally insured limits by approximately \$2,245,000.

***Interest-bearing Time Deposits Due from Financial Institutions***

Interest-bearing time deposits due from financial institutions mature within 10 years and are carried at cost.

***Securities***

Certain debt securities that management has the positive intent and ability to hold to maturity are classified as “held to maturity” and recorded at amortized cost. Securities not classified as held to

**Liberty Bancorp, Inc.**  
**Notes to Consolidated Financial Statements**  
**December 31, 2015 and 2014**

maturity with readily determinable fair values, are classified as “available for sale” and recorded at fair value, with unrealized gains and losses excluded from income and reported in other comprehensive income. Purchase premiums and discounts are recognized in interest income using the interest method over the terms of the securities. Gains and losses on the sale of securities are recorded on the trade dates and are determined using the specific identification method. Interest on securities is accrued as earned.

For debt securities with fair value below amortized cost when the Company does not intend to sell a debt security, and it is more likely than not the Company will not have to sell the security before recovery of its cost basis, it recognizes the credit component of an other-than-temporary impairment of a debt security in income and the remaining portion in other comprehensive income.

***Loans Held for Sale***

Loans originated and intended for sale in the secondary market are carried at the lower of cost or fair value in the aggregate. Net unrealized losses, if any, are recognized through a valuation allowance by charges to noninterest income. Gains on sales of loans are recognized in noninterest income once title has passed to the purchaser, substantially all risks and rewards of ownership have irrevocably passed to the purchaser and recourse obligations, if any, are minor and can be reasonably estimated.

***Loans***

Loans that management has the intent and ability to hold for the foreseeable future or until maturity or payoffs are reported at their outstanding principal balances adjusted for charge-offs, the allowance for loan losses and any unamortized deferred fees or costs on originated loans.

For loans amortized at cost, interest income is accrued based on the unpaid principal balance. Loan origination fees, net of certain direct origination costs, as well as premiums and discounts, are deferred and amortized as a level yield adjustment over the respective term of the loan.

Interest on loans receivable is accrued as earned. Interest on loans receivable contractually delinquent is excluded from income when deemed uncollectible. When a loan is classified as nonaccrual, accrued interest is reversed against current income. Subsequent collection of interest on nonaccrual loans is recorded as income when received or applied to reduce the loan balance. Accrual of interest is resumed on previously classified nonaccrual loans, when there is no longer any reasonable doubt as to the timely collection of interest.

***Allowance for Loan Losses***

Allowances for losses are available to absorb losses incurred on loans receivable and foreclosed real estate and represent additions charged to expense, less net charge-offs. Loans are charged-off in the period deemed uncollectible. Recoveries of loans previously charged-off are credited to the allowance when received. The allowance consists of specific and general components. The specific component relates to loans individually classified as impaired, for which the carrying value of the loan exceeds the fair value of the collateral or the present value of expected future cash flows, or loans otherwise adversely classified. The general component covers non-impaired loans and is based on the historical loan loss experience, including adjustments to cover uncertainties that affect the Bank’s estimate of probable losses for each loan type. The adjustments to historical loss



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experience are based on evaluations of several factors, including primarily changes in lending policies and procedures; changes in collection, charge-off and recovery practices; changes in the nature and volume of the loan portfolio; changes in the volume and severity of nonperforming loans; the existence and effect of any concentrations of credit and changes in the level of such concentrations; and changes in current, national and local economic and business conditions. Management believes that all known losses in the loan portfolio that are probable and reasonable to estimate have been recorded as of each balance sheet date.

Valuation allowances are established for impaired loans for the differences between the loan amounts and the fair values of collateral less estimated selling costs. The Bank considers a loan to be impaired when, based on current information and events, it is probable the Bank will be unable to collect all amounts due according to the contractual terms of the loan agreement on a timely basis. The types of loans for which impairment is measured include nonaccrual income property loans (excluding those loans included in the homogenous portfolio which are collectively reviewed for impairment), large, nonaccrual single-family loans and troubled debt restructurings. Such loans are placed on nonaccrual status at the point deemed uncollectible. Impairment losses are recognized through an increase in the allowance for loan losses. A loan is considered delinquent when a payment has not been made by the contractual due date.

The Bank follows FASB ASC 310-30, "Receivables-Loans and Debt Securities Acquired with Deteriorated Credit Quality," and reviews each loan acquired in a business combination to determine whether there is evidence of deterioration of credit quality since origination and it is probable the Company will be unable to collect all amounts due according to the loan's contractual terms. If both conditions exist, such loans are accounted for individually or pooled based upon common characteristics, including loan type. The excess of the scheduled contractual payments over all cash flows expected at acquisition of the individual loans or pools is a nonaccretable difference. The amount representing the excess of the loan's cash flows expected to be collected over the amount paid for the loans is accreted into interest income over the remaining life of the loan or pool as an accretable yield with consideration of actual prepayments. Over the remaining life or pool, the Bank continues to estimate cash flows expected to be collected. For loans with decreases in cash flows expected to be collected, a loss is recognized. For loans with increases in cash flows expected to be collected, the accretable yield is increased and recognized on a prospective basis over the remaining life of the loan or pool. Allowance for losses on acquired loans reflects only losses incurred after acquisition.

***Premises and Equipment***

Depreciable assets are stated at cost less accumulated depreciation. Depreciation is charged to expense using the straight-line method over the estimated useful lives of the assets.

The estimated useful lives for each major depreciable classification of premises and equipment are as follows:

Buildings and improvements	5-40 years
Furniture and equipment	3-10 years

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***Federal Home Loan and Federal Reserve Bank Stock***

Federal Home Loan and Federal Reserve Bank stock are required investments for institutions that are members of the Federal Home Loan and Federal Reserve Bank systems. The required investments in the common stock are based on predetermined formulas, carried at cost and evaluated for impairment.

***Bank-Owned Life Insurance***

The Bank has purchased life insurance policies on certain key executives. Bank-owned life insurance is recorded at the amount that can be realized under the insurance contract at the balance sheet date, which is the cash surrender value adjusted for other charges or other amounts due that are probable at settlement.

***Foreclosed Assets Held for Sale***

Assets acquired through, or in lieu of, loan foreclosure are held for sale and are initially recorded at fair value less cost to sell at the date of foreclosure, establishing a new cost basis. Subsequent to foreclosure, valuations are periodically performed by management and the assets are carried at the lower of carrying amount or fair value less cost to sell. Revenue and expenses from operations and changes in the valuation allowance are included in net income or expense from foreclosed assets.

Covered foreclosed assets represent real estate acquired in the FDIC assisted acquisition of Champion Bank. Such real estate is recorded at fair value at the date of acquisition and subject to the terms of the Loss Share Agreement.

***Goodwill***

Goodwill is evaluated annually for impairment or more frequently if impairment indicators are present. If the implied fair value of goodwill is lower than its carrying amount, a goodwill impairment is indicated and goodwill is written down to its implied fair value. Subsequent increases in goodwill value are not recognized in the consolidated financial statements.

***Core Deposit Intangibles***

Intangible assets with finite lives are being amortized on both the straight-line and an accelerated basis over periods ranging from 1 to 9 years. Such assets are periodically evaluated as to the recoverability of their carrying values.

***FDIC Indemnification Asset***

The Bank accounts for the reimbursement of covered assets under the FDIC Loss Share Agreement (“FDIC indemnification asset”) in accordance with FASB ASC 805-20, “Business Combinations-Identifiable Assets and Liabilities, and Any Noncontrolling Interest.” The FDIC indemnification asset represents the present value of all the cash flows from covered assets the Bank expects to collect from the FDIC. The discount on the indemnification asset is being accreted over the expected term until FDIC payment is received. As actual cash flows increase or decrease from what was expected at the acquisition date, the FDIC indemnification asset will decrease and increase, respectively, with the offset recognized in noninterest income in the consolidated

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statements of income. Covered assets that become impaired increase the indemnification asset. See Note 5 for termination of the indemnification asset.

***Treasury Stock***

Common stock shares repurchased are recorded at cost. Cost of shares retired or reissued is determined using the first-in, first-out method.

***Stock Options***

At December 31, 2015 and 2014, the Company has a share-based employee compensation plan, which is described more fully in Note 18.

***Transfers of Financial Assets***

Transfers of financial assets are accounted for as sales, when control over the assets has been surrendered. Control over transferred assets is deemed to be surrendered when (1) the assets have been isolated from the Company - put presumptively beyond the reach of the transferor and its creditors, even in bankruptcy or other receivership, (2) the transferee obtains the right (free of conditions that constrain it from taking advantage of that right) to pledge or exchange the transferred assets and (3) the Company does not maintain effective control over the transferred assets through an agreement to repurchase them before their maturity or the ability to unilaterally cause the holder to return specific assets.

***Income Taxes***

The Company accounts for income taxes in accordance with income tax accounting guidance (ASC 740, *Income Taxes*). The income tax accounting guidance results in two components of income tax expense: current and deferred. Current income tax expense reflects taxes to be paid or refunded for the current period by applying the provisions of the enacted tax law to the taxable income or excess of deductions over income. The Company determines deferred income taxes using the liability (or balance sheet) method. Under this method, the net deferred tax asset or liability is based on the tax effects of the differences between the book and tax bases of assets and liabilities, and enacted changes in tax rates and laws are recognized in the period in which they occur. Deferred income tax expense results from changes in deferred tax assets and liabilities between periods. Deferred tax assets are reduced by a valuation allowance if, based on the weight of evidence available, it is more likely than not that some portion or all of a deferred tax asset will not be realized.

Tax positions are recognized if it is more likely than not, based on the technical merits, that the tax position will be realized or sustained upon examination. The term more likely than not means a likelihood of more than 50 percent; the terms examined and upon examination also include resolution of the related appeals or litigation processes, if any. A tax position that meets the more-likely-than-not recognition threshold is initially and subsequently measured as the largest amount of tax benefit that has a greater than 50 percent likelihood of being realized upon settlement with a taxing authority that has full knowledge of all relevant information. The determination of whether or not a tax position has met the more-likely-than-not recognition threshold considers the facts, circumstances and information available at the reporting date and is subject to management's

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judgment. With a few exceptions, the Company is no longer subject to U.S. federal, state and local or non-U.S. income tax examinations by tax authorities for years before 2012.

The Company, when applicable, recognizes interest and penalties on income taxes as a component of income tax expense.

The Company files consolidated income tax returns with its subsidiary.

***Earnings Per Share***

Earnings per share are based upon the weighted-average shares outstanding. ESOP shares, which have been committed to be released and stock options, to the extent dilutive, are considered outstanding. Under the treasury stock method, stock options are dilutive when the average market price of the Company's common stock and effect of any unamortized compensation expense exceeds the option price during the year. In addition, proceeds from the assumed exercise of dilutive stock options and related tax benefit are assumed to be used to repurchase common stock at the average market price during the period. FASB ASC 260-10, "Earnings Per Share," requires unvested restricted stock awards that contain non-forfeitable rights to dividends are participating securities and are included in the EPS computation using the two-class method. Prior period EPS data is adjusted retrospectively. Prior period per share amounts were not impacted materially.

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Treasury stock shares are not deemed outstanding for earnings per share calculations. Basic and diluted earnings per common share for the years ended December 31, 2015 and 2014 are as follows:

	<u>2015</u>	<u>2014</u>
<b>Basic earnings per share:</b>		
Net income	\$ 4,453,338	\$ 4,104,080
Preferred stock dividend	188,189	161,690
Net income available to common stockholders	<u>4,265,149</u>	<u>3,942,390</u>
Less dividends paid:		
Common stock	421,231	372,439
Participating securities	5,316	4,195
Undistributed earnings	<u>\$ 3,838,602</u>	<u>\$ 3,565,756</u>
Weighted-average basic securities outstanding	2,718,512	2,976,518
Add: Weighted-average participating securities outstanding	<u>33,750</u>	<u>32,900</u>
Total weighted-average basic shares and participating securities outstanding	<u>2,752,262</u>	<u>3,009,418</u>
Distributed earnings per share	<u>\$ 0.16</u>	<u>\$ 0.13</u>
Undistributed earnings per share	<u>\$ 1.39</u>	<u>\$ 1.18</u>
Net earnings per share	<u>\$ 1.55</u>	<u>\$ 1.31</u>
<b>Diluted earnings per share:</b>		
Undistributed earnings	<u>\$ 3,838,602</u>	<u>\$ 3,565,756</u>
Total weighted-average basic shares and participating securities outstanding	2,752,262	3,009,418
Add: Dilutive stock options	<u>39,046</u>	<u>43,916</u>
Total weighted-average diluted shares and participating securities outstanding	<u>2,791,308</u>	<u>3,053,334</u>
Distributed earnings per share	<u>\$ 0.15</u>	<u>\$ 0.12</u>
Undistributed earnings per share	<u>\$ 1.38</u>	<u>\$ 1.17</u>
Net earnings per share	<u>\$ 1.53</u>	<u>\$ 1.29</u>
Anti-dilutive option shares	<u>2,515</u>	<u>-</u>

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***Comprehensive Income***

Comprehensive income consists of net income and other comprehensive income, net of applicable income taxes. Other comprehensive income includes unrealized appreciation (depreciation) on available-for-sale securities and changes in the funded status of defined benefit pension plans.

***Transfers Between Fair Value Hierarchy Levels***

Transfers in and out of Level 1 (quoted market prices), Level 2 (other significant observable inputs) and Level 3 (significant unobservable inputs) are recognized on the actual transfer date.

***Reclassifications***

Certain reclassifications have been made to the 2014 consolidated financial statements to conform to the 2015 consolidated financial statement presentation. These reclassifications had no effect on net income.

***Subsequent Event***

Subsequent events have been evaluated through the date of the Independent Auditor's Report, which is the date the consolidated financial statements were available to be issued.

**Note 2: Restriction on Cash and Due From Banks**

The Company is required to maintain reserve funds in cash and/or on deposit with the Federal Reserve Bank or an applicable agent. The reserve required at December 31, 2015, was \$2,065,000.

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**Note 3: Securities**

The amortized cost and approximate fair values, together with gross unrealized gains and losses, of securities are as follows:

	<u>Amortized Cost</u>	<u>Gross Unrealized Gains</u>	<u>Gross Unrealized Losses</u>	<u>Fair Value</u>
<b>Available-for-sale Securities</b>				
<b>December 31, 2015</b>				
State and municipal obligations	\$ 9,260,672	\$ 128,120	\$ (14,129)	\$ 9,374,663
Mortgage-backed, Government-sponsored enterprises (GSEs) residential	11,141,306	83,375	(265,039)	10,959,642
	<u>\$ 20,401,978</u>	<u>\$ 211,495</u>	<u>\$ (279,168)</u>	<u>\$ 20,334,305</u>
Weighted-average rate	<u>3.40 %</u>			
	<u>Amortized Cost</u>	<u>Gross Unrealized Gains</u>	<u>Gross Unrealized Losses</u>	<u>Fair Value</u>
<b>December 31, 2014</b>				
U.S. Government and federal agencies	\$ 2,981,780	\$ -	\$ (47,937)	\$ 2,933,843
State and municipal obligations	8,360,501	101,133	(18,232)	8,443,402
Mortgage-backed, Government-sponsored enterprises (GSEs) residential	13,059,526	145,207	(221,972)	12,982,761
	<u>\$ 24,401,807</u>	<u>\$ 246,340</u>	<u>\$ (288,141)</u>	<u>\$ 24,360,006</u>
Weighted-average rate	<u>3.12 %</u>			
	<u>Amortized Cost</u>	<u>Gross Unrealized Gains</u>	<u>Gross Unrealized Losses</u>	<u>Fair Value</u>
<b>Held-to-maturity Securities</b>				
<b>December 31, 2015</b>				
Collateralized debt obligation	<u>\$ 3,315,922</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 3,315,922</u>
Weighted-average rate	<u>4.50 %</u>			

Weighted-average rates are based on the coupon rates at the balance sheet dates. Actual yields are expected to be lower and are affected by prepayments and related premium amortization.

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The amortized cost and fair value of available-for-sale and held-to-maturity securities at December 31, 2015, by contractual maturity, are shown below. Expected maturities will differ from contractual maturities because issuers may have the right to call or prepay obligations with or without call or prepayment penalties.

	Available-for-sale		Held-to-maturity	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
Within one year	\$ 220,848	\$ 221,051	\$ -	\$ -
One to five years	1,221,792	1,226,559	-	-
Five to ten years	4,829,219	4,924,291	3,315,922	3,315,922
After ten years	2,988,813	3,002,762	-	-
	<u>9,260,672</u>	<u>9,374,663</u>	<u>3,315,922</u>	<u>3,315,922</u>
Mortgage-backed GSEs	11,141,306	10,959,642	-	-
	<u>\$ 20,401,978</u>	<u>\$ 20,334,305</u>	<u>\$ 3,315,922</u>	<u>\$ 3,315,922</u>

The fair value of securities pledged as collateral, to secure public deposits and for other purposes, was \$79,886 at December 31, 2015, and \$21,312,564 at December 31, 2014. FHLB letters of credit used in lieu of securities to secure public deposits and for other purposes was \$22.7 million at December 31, 2015.

Gross losses of \$8,244 and \$1,867 resulting from sales of available-for-sale securities were realized for the years ended December 31, 2015 and December 31, 2014, respectively. There were no gross gains resulting from sales of available-for-sale securities for the years ended December 31, 2015 and 2014, respectively.

Included in investment securities at December 31, 2015, are certain REMIC and step-up securities with an amortized cost of \$897,046 and an approximate fair value of \$905,589 whose fair values are more volatile as interest rates fluctuate than more conventional fixed or variable rate securities.

Certain investments in debt (and marketable equity) securities are reported in the consolidated financial statements at an amount less than their historical cost. Total fair value of these investments at December 31, 2015 and 2014, was \$5,894,505 and \$10,929,609, which is approximately 29% and 45%, respectively, of the Company's available-for-sale investment portfolio. These declines primarily resulted from recent increases in market interest rates.

Management believes the declines in fair value for these securities are temporary.



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The following table shows the Company's investments' gross unrealized losses and fair value of the Company's investments with unrealized losses that are not deemed to be other-than-temporarily impaired, aggregated by investment class and length of time that individual securities have been in a continuous unrealized loss position at December 31, 2015 and 2014:

	<u>Less than 12 Months</u>		<u>12 Months or More</u>		<u>Total</u>	
	<u>Unrealized</u>		<u>Unrealized</u>		<u>Unrealized</u>	
	<u>Fair Value</u>	<u>Losses</u>	<u>Fair Value</u>	<u>Losses</u>	<u>Fair Value</u>	<u>Losses</u>
<b>December 31, 2015</b>						
State and municipal obligations	\$ 94	\$ (16)	\$ 260,591	\$ (14,113)	\$ 260,685	\$ (14,129)
Mortgage-backed GSE residential	-	-	5,633,820	(265,039)	5,633,820	(265,039)
	<u>\$ 94</u>	<u>\$ (16)</u>	<u>\$ 5,894,411</u>	<u>\$ (279,152)</u>	<u>\$ 5,894,505</u>	<u>\$ (279,168)</u>
	<u>Less than 12 Months</u>		<u>12 Months or More</u>		<u>Total</u>	
	<u>Unrealized</u>		<u>Unrealized</u>		<u>Unrealized</u>	
	<u>Fair Value</u>	<u>Losses</u>	<u>Fair Value</u>	<u>Losses</u>	<u>Fair Value</u>	<u>Losses</u>
<b>December 31, 2014</b>						
U.S. Government and federal agencies	\$ -	\$ -	\$ 2,933,843	\$ (47,937)	\$ 2,933,843	\$ (47,937)
State and municipal obligations	1,317,462	(1,240)	165,802	(16,992)	1,483,264	(18,232)
Mortgage-backed GSE residential	2,224,076	(5,889)	4,288,426	(216,083)	6,512,502	(221,972)
	<u>\$ 3,541,538</u>	<u>\$ (7,129)</u>	<u>\$ 7,388,071</u>	<u>\$ (281,012)</u>	<u>\$ 10,929,609</u>	<u>\$ (288,141)</u>

**Mortgage-backed GSE Residential**

The unrealized losses on the Company's investment in mortgage-backed GSE residential securities were caused by interest rate increases. The Company expects to recover the amortized cost basis over the term of the securities. Because the decline in market value is attributable to changes in interest rates and not credit quality, and because the Company does not intend to sell the investments and it is not more likely than not the Company will be required to sell the investments before recovery of their amortized cost bases, which may be maturity, the Company does not consider those investments to be other-than-temporarily impaired at December 31, 2015.

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**Note 4: Loans and Allowance for Loan Losses**

Classes of loans at December 31, include:

	<u>2015</u>	<u>2014</u>
Residential real estate	\$ 99,131,316	\$ 98,310,746
Construction and land development	51,560,657	47,619,380
Commercial real estate	146,003,518	130,115,386
Commercial	72,267,889	60,089,432
Consumer and other	11,538,374	17,051,876
	<u>380,501,754</u>	<u>353,186,820</u>
Allowance for losses	(5,448,541)	(5,985,455)
Loans in process	(28,277,013)	(36,460,720)
Accretable discount on covered loans	(44,644)	(87,093)
Credit quality discount on covered loans	(2,102,243)	(2,286,705)
Deferred loan fees, net	(272,469)	(199,372)
	<u>\$ 344,356,844</u>	<u>\$ 308,167,475</u>

Construction and land development loans at December 31, 2015 and 2014 are secured by the following:

	<u>2015</u>	<u>2014</u>
Single-family, spec	\$ 22,229,256	\$ 20,163,214
Single-family, custom built	3,250,600	2,298,625
Multi-family, 5 or more units	-	-
Commercial	20,923,156	16,008,341
Development	5,157,645	9,149,200
	<u>\$ 51,560,657</u>	<u>\$ 47,619,380</u>

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The following tables present the balance in the allowance for loan losses and the recorded investment in loans based on portfolio segment and impairment method as of and for the years ended December 31, 2015 and 2014:

		2015					
		Residential Real Estate	Construction and Land Development	Commercial Real Estate	Commercial	Consumer and Other	Total
<b>Allowance for Loan Losses</b>							
Balance, beginning of year	\$	1,535,300	760,805	2,013,584	896,853	778,913	5,985,455
Provision charged to expense		149,777	(34,448)	79,580	(141,217)	(454,692)	(401,000)
Losses charged off		(238,167)	-	(39,157)	(140,525)	(137,530)	(555,379)
Recoveries		157,758	6,000	48,010	154,524	53,173	419,465
Balance, end of year	\$	<u>1,604,668</u>	<u>732,357</u>	<u>2,102,017</u>	<u>769,635</u>	<u>239,864</u>	<u>5,448,541</u>
Ending balance: individually evaluated for impairment	\$	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Ending balance: collectively evaluated for impairment	\$	<u>1,604,668</u>	<u>732,357</u>	<u>2,102,017</u>	<u>769,635</u>	<u>239,864</u>	<u>5,448,541</u>
Ending balance: loans acquired with deteriorated credit quality	\$	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
<b>Loans</b>							
Ending balance	\$	<u>99,131,316</u>	<u>51,560,657</u>	<u>146,003,518</u>	<u>72,267,889</u>	<u>11,538,374</u>	<u>380,501,754</u>
Ending balance: individually evaluated for impairment	\$	<u>1,647,725</u>	<u>155,918</u>	<u>442,769</u>	<u>11,859</u>	<u>108,355</u>	<u>2,366,626</u>
Ending balance: collectively evaluated for impairment	\$	<u>94,890,646</u>	<u>51,248,820</u>	<u>144,889,692</u>	<u>72,256,030</u>	<u>9,608,448</u>	<u>372,893,636</u>
Ending balance: loans acquired with deteriorated credit quality	\$	<u>2,592,945</u>	<u>155,919</u>	<u>671,057</u>	<u>-</u>	<u>1,821,571</u>	<u>5,241,492</u>
		2014					
		Residential Real Estate	Construction and Land Development	Commercial Real Estate	Commercial	Consumer and Other	Total
<b>Allowance for Loan Losses</b>							
Balance, beginning of year	\$	1,982,698	915,480	1,862,744	958,024	604,430	6,323,376
Provision charged to expense		(445,526)	(161,175)	407,619	(61,171)	564,868	304,615
Losses charged off		(92,689)	-	(495,779)	-	(560,781)	(1,149,249)
Recoveries		90,817	6,500	239,000	-	170,396	506,713
Balance, end of year	\$	<u>1,535,300</u>	<u>760,805</u>	<u>2,013,584</u>	<u>896,853</u>	<u>778,913</u>	<u>5,985,455</u>
Ending balance: individually evaluated for impairment	\$	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Ending balance: collectively evaluated for impairment	\$	<u>1,491,168</u>	<u>760,171</u>	<u>2,011,769</u>	<u>896,184</u>	<u>778,913</u>	<u>5,938,205</u>
Ending balance: loans acquired with deteriorated credit quality	\$	<u>44,132</u>	<u>634</u>	<u>1,815</u>	<u>669</u>	<u>-</u>	<u>47,250</u>
<b>Loans</b>							
Ending balance	\$	<u>98,310,746</u>	<u>47,619,380</u>	<u>130,115,386</u>	<u>60,089,432</u>	<u>17,051,876</u>	<u>353,186,820</u>
Ending balance: individually evaluated for impairment	\$	<u>659,677</u>	<u>2,429,099</u>	<u>-</u>	<u>2,143,362</u>	<u>48,071</u>	<u>5,280,209</u>
Ending balance: collectively evaluated for impairment	\$	<u>90,290,673</u>	<u>45,030,727</u>	<u>129,422,756</u>	<u>57,678,628</u>	<u>14,018,520</u>	<u>336,441,304</u>
Ending balance: loans acquired with deteriorated credit quality	\$	<u>7,360,396</u>	<u>159,554</u>	<u>692,630</u>	<u>267,442</u>	<u>2,985,285</u>	<u>11,465,307</u>

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***Internal Risk Categories***

The Company utilizes an internal asset classification system as a means of reporting problem and potential problem loans. Under the Company's risk rating system, the Company classifies pass loans as "Superior" and "Satisfactory" and problem and potential problem loans as "Watch," "Special Mention," "Substandard," "Doubtful" and "Loss." The Company uses the following definitions for risk ratings:

**Superior** – Loans in this category present very limited risk. They are characterized by loans to borrowers with unquestionable financial strength, a long history of excellent loan performance and business experience. Loans to borrowers collateralized by cash or equivalent liquidity may be included here. Loans secured, with margin, by readily marketable collateral may also be included provided the relationship meets all other characteristics of the grade. Loans secured by income producing collateral meeting the criteria of this classification will have excellent documentation, payment history, cash flow and low loan-to-value as well as current financial information.

**Satisfactory** – These loans are of average credit quality, are properly structured and documented and require only normal supervision. Financial data is current and document adequate revenue, cash flow and satisfactory payment history to indicate that financial condition is satisfactory. Secured loans have properly margined collateral. Repayment terms are realistic, clearly defined and based upon an identifiable source of repayment.

**Watch** – These loans have characteristics of the "Satisfactory" rating, but warrant a more than normal level of supervision because of an adverse economic event that may affect the borrower's financial condition.

- i. Adverse economic conditions within a particular industry;
- ii. Management turnover or lack of experience that may result in deterioration of financial performance; and
- iii. Generally, the Loan should be upgraded or downgraded within a year.

**Special Mention** – A special mention asset has potential weaknesses that deserve management's close attention. If left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects for the asset or in the Bank's credit position at some future date. Special mention assets are not adversely classified and do not expose the bank to sufficient risk to warrant adverse classification.

Special mention classification does not apply to a loan that has as its sole weakness credit data exceptions or collateral documentation exceptions that are not material to the timely repayment of the asset. An adverse trend in the obligor's operations or the obligor's highly leveraged balance sheet may warrant a Special Mention designation, provided that neither condition has deteriorated to the point that timely repayment is jeopardized.

**Substandard** – Substandard loans are inadequately protected by the current sound worth and paying capacity of the obligor or of the collateral pledged, if any. Loans so classified must have a well-defined weakness or weaknesses that jeopardize the liquidation of the debt. They are characterized by the distinct possibility that the bank will sustain some loss if the deficiencies are not corrected.

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Assets classified Substandard may be characterized by one or a combination of the following weaknesses:

- i. Primary source of repayment is gone or severely impaired and the Bank may have to rely upon the secondary source;
- ii. Loss does not seem likely, but sufficient problems have arisen to cause the Bank to go to extraordinary lengths to protect its position in order to maintain a high probability of repayment;
- iii. Obligors are unable to generate enough cash flow to reduce their debts;
- iv. There is a material deterioration in collateral value (if the collateral is expected to be a primary source of repayment); or
- v. Flaws in documentation leave the Bank in a subordinated or unsecured position when the collateral is needed for the repayment of the loan; or
- vi. The asset is (or was) a loan that is nonperforming or nonearning. This includes REO and nonperforming loans and investments.

The presence of one or more of these factors does not mandate that the asset be adversely classified if the Bank determines that it is probable that the asset will be fully liquidated in a timely manner without loss of either principal or interest.

**Doubtful** – Loans classified Doubtful have all the weaknesses inherent in those classified Substandard with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently known facts, conditions and values, highly questionable and improbable. The likelihood of a loss on an asset or portion of an asset classified Doubtful is high. The classification as Loss is not appropriate, however, because pending events are expected to materially affect the amount of loss.

**Loss** – Loans classified Loss are considered uncollectible and of such little value that their continuance as bankable assets is not warranted. This classification does not necessarily mean that the loan has absolutely no recovery or salvage value; but rather, there is much doubt about whether, how much or when the recovery will occur. As such, it is not practical or desirable to defer the write-off.

The following tables present the credit risk profile of the Company's loan portfolio based on internal rating category and payment activity as of December 31, 2015 and 2014:

**2015**

	Residential Real Estate	Construction and Land Development	Commercial Real Estate	Commercial	Consumer and Other	Total
Grade						
Pass	\$ 96,614,946	\$ 51,237,223	\$ 143,667,786	\$ 69,031,864	\$ 11,430,019	\$ 371,981,838
Watch	873,338	167,516	1,892,963	3,224,166	-	6,157,983
Special Mention	-	-	-	-	-	-
Substandard	1,643,032	155,918	442,769	11,859	108,355	2,361,933
Doubtful	-	-	-	-	-	-
	<u>\$ 99,131,316</u>	<u>\$ 51,560,657</u>	<u>\$ 146,003,518</u>	<u>\$ 72,267,889</u>	<u>\$ 11,538,374</u>	<u>\$ 380,501,754</u>

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**2014**

	Residential Real Estate	Construction and Land Development	Commercial Real Estate	Commercial	Consumer and Other	Total
Grade						
Pass	\$ 94,916,558	\$ 44,863,215	\$ 125,559,758	\$ 53,430,987	\$ 17,003,805	\$ 335,774,323
Watch	1,619,267	177,627	3,981,941	4,388,166	-	10,167,001
Special Mention	-	-	-	-	-	-
Substandard	1,774,921	2,578,538	573,687	2,270,279	48,071	7,245,496
Doubtful	-	-	-	-	-	-
	<u>\$ 98,310,746</u>	<u>\$ 47,619,380</u>	<u>\$ 130,115,386</u>	<u>\$ 60,089,432</u>	<u>\$ 17,051,876</u>	<u>\$ 353,186,820</u>

The Company evaluates the loan risk grading system definitions and allowance for loan loss methodology on an ongoing basis. No significant changes were made to either during the past year.

The following tables present the Company's loan portfolio aging analysis of the recorded investment in loans as of December 31, 2015 and 2014:

**2015**

	30-59 Days Past Due	60-89 Days Past Due	Greater Than 90 Days	Total Past Due	Current	Total Loans Receivable	Total Loans >90 Days & Accruing
Residential real estate	\$ 113,105	\$ -	\$ 289,677	\$ 402,782	\$ 98,728,534	\$ 99,131,316	\$ -
Construction and land development	-	-	-	-	51,560,657	51,560,657	-
Commercial real estate	-	-	-	-	146,003,518	146,003,518	-
Commercial	-	-	-	-	72,267,889	72,267,889	-
Consumer and other	80,830	13,019	108,355	202,204	11,336,170	11,538,374	-
	<u>\$ 193,935</u>	<u>\$ 13,019</u>	<u>\$ 398,032</u>	<u>\$ 604,986</u>	<u>\$ 379,896,768</u>	<u>\$ 380,501,754</u>	<u>\$ -</u>

**2014**

	30-59 Days Past Due	60-89 Days Past Due	Greater Than 90 Days	Total Past Due	Current	Total Loans Receivable	Total Loans >90 Days & Accruing
Residential real estate	\$ 250,744	\$ 15,795	\$ 50,329	\$ 316,868	\$ 97,993,878	\$ 98,310,746	\$ -
Construction and land development	-	-	-	-	47,619,380	47,619,380	-
Commercial real estate	-	113,560	-	113,560	130,001,826	130,115,386	-
Commercial	162,322	-	-	162,322	59,927,110	60,089,432	-
Consumer and other	152,443	21,180	48,071	221,694	16,830,182	17,051,876	-
	<u>\$ 565,509</u>	<u>\$ 150,535</u>	<u>\$ 98,400</u>	<u>\$ 814,444</u>	<u>\$ 352,372,376</u>	<u>\$ 353,186,820</u>	<u>\$ -</u>

A loan is considered impaired, in accordance with the impairment accounting guidance (ASC 310-10-35-16), when based on current information and events, it is probable the Company will be unable to collect all amounts due from the borrower in accordance with the contractual terms of the loan. Impairment is measured on a loan-by-loan basis by either the present value of the expected future cash flows, the loan's observable market value or, for collateral-dependent loans, the fair value of the collateral adjusted for market conditions and selling expenses. Impaired loans include nonperforming loans but also include loans modified in troubled debt restructurings (TDRs).

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The following tables present impaired loans for the years ended December 31, 2015 and 2014:

	<b>2015</b>				
	Recorded Balance	Unpaid Principal Balance	Specific Allowance	Average Investment in Impaired Loans	Interest Income Recognized
Loans without a specific allowance					
Residential real estate	\$ 712,537	\$ 740,391	\$ -	\$ 714,311	\$ 50,788
Construction and land development	155,918	213,983	-	427,027	13,492
Commercial real estate	442,769	442,769	-	350,811	26,868
Commercial	-	-	-	1,059,079	-
Consumer and other	108,355	108,355	-	78,213	6,820
Total	<u>\$ 1,419,579</u>	<u>\$ 1,505,498</u>	<u>\$ -</u>	<u>\$ 2,629,441</u>	<u>\$ 97,968</u>
	<b>2014</b>				
	Recorded Balance	Unpaid Principal Balance	Specific Allowance	Average Investment in Impaired Loans	Interest Income Recognized
Loans without a specific allowance					
Residential real estate	\$ 716,085	\$ 763,514	\$ -	\$ 1,731,130	\$ 29,785
Construction and land development	698,137	772,790	-	2,717,434	49,381
Commercial real estate	258,853	258,853	-	1,392,347	14,851
Commercial	2,118,159	2,265,659	-	2,047,896	114,884
Consumer and other	48,071	48,071	-	64,852	6,011
Total	<u>\$ 3,839,305</u>	<u>\$ 4,108,887</u>	<u>\$ -</u>	<u>\$ 7,953,659</u>	<u>\$ 214,912</u>

Interest income recognized on impaired loans includes interest accrued and collected on the outstanding balances of accruing impaired loans as well as interest cash collections on non-accruing impaired loans for which the ultimate collectibility is not certain.

The following table presents the Company's nonaccrual loans at December 31, 2015 and 2014. This table excludes purchased impaired loans and performing TDRs.

	<u><b>2015</b></u>	<u><b>2014</b></u>
Residential real estate	\$ 289,677	\$ 45,000
Construction and land development	-	-
Commercial real estate	-	-
Commercial	-	1,977,634
Consumer and other	108,355	48,071
Total	<u>\$ 398,032</u>	<u>\$ 2,070,705</u>

At December 31, 2015 and 2014, the Company had a number of loans that were modified in TDRs and impaired. The modification of terms of such loans included one or a combination of the following: an extension of maturity, a reduction of the stated interest rate, a permanent reduction of the recorded investment in the loan, forbearance or other actions.

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The following tables present information regarding troubled debt restructurings by the recorded balance for the years ended December 31, 2015 and 2014.

	<u>2015</u>				
	Total TDRs	TDRs Performing in accordance with Modified Terms		TDRs Not Performing in Accordance with Modified Terms	
			Terms	Nonaccrual	Terms
Residential real estate	\$ 422,860	\$ 422,860	\$ -	\$ -	\$ -
Construction and land development	155,918	155,918	-	-	-
Commercial real estate	442,769	442,769	-	-	-
Total	<u>\$ 1,021,547</u>	<u>\$ 1,021,547</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>

	<u>2014</u>				
	Total TDRs	TDRs Performing in accordance with Modified Terms		TDRs Not Performing in Accordance with Modified Terms	
			Terms	Nonaccrual	Terms
Residential real estate	\$ 665,756	\$ 665,756	\$ -	\$ -	\$ -
Construction and land development	698,137	698,137	-	-	-
Commercial real estate	258,853	258,853	-	-	-
Total	<u>\$ 1,622,746</u>	<u>\$ 1,622,746</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>

Newly restructured loans by type of modification:

	<u>2015</u>				Total Modification
	Number of Loans	Interest Only	Term	Combination	
Commercial real estate	1	\$ -	-	\$ 442,769	\$ 442,769

	<u>2014</u>				Total Modification
	Number of Loans	Interest Only	Term	Combination	
Residential real estate	2	\$ -	-	\$ 238,776	\$ 238,776
Construction and land development	1	-	-	149,439	149,439
Total	<u>3</u>	<u>\$ -</u>	<u>-</u>	<u>\$ 388,215</u>	<u>\$ 388,215</u>

There were not material differences between pre-modification and post modification balances for the years ended December 31, 2015 and 2014. No TDRs modified in the past 12 months subsequently defaulted.



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**Note 5: Accounting for Certain Loans Acquired in a Transfer**

On December 7, 2015, the Company entered into an agreement with the FDIC to terminate the Loss Share Agreement that was entered into in 2010 in conjunction with the Company's acquisition of certain assets and all the deposits of Champion Bank. Under the early termination, all rights and obligations of the Company and the FDIC under the Loss Share Agreement, including the clawback provision and the settlement of loss share and expense reimbursement claims, have been resolved and terminated.

Under the terms of the agreement, the Company made a net payment of \$200,000 to the FDIC as consideration for early termination of the Loss Share Agreement. The early termination was recorded in the Company's financial statements by removing the FDIC Indemnification Asset, receivable from the FDIC, the FDIC true-up liability and recording a one-time, pre-tax charge of \$905,000 in noninterest expense in the consolidated statement of income. As a result, the Company reclassified loans previously covered by the FDIC Loss Share Agreement to loans receivable on the consolidated balance sheet. There were no foreclosed assets previously covered by FDIC loss share at the time of termination.

The Company acquired loans in a transfer during the year ended September 30, 2010. At acquisition, the transferred loans evidenced deterioration of credit quality since origination and it was probable, at acquisition, that all contractually required payments would not be collected.

Purchased credit impaired loans at December 31, 2015 were approximately \$707,000 from the Champion Bank (Champion) acquisition and \$1.7 million from the Patriots Bank (Patriots) acquisition. These loans show evidence of credit deterioration since origination and for which it is probable that all contractually required payments will not be collected are considered to be credit impaired. Evidence of credit quality deterioration as of the purchase date includes factors such as past-due and nonaccrual status. Purchased credit-impaired loans are accounted for under the accounting guidance for loans and debt securities acquired with deteriorated credit quality (ASC 310-30) and are measured at estimated fair value, which includes estimated future credit losses expected to be incurred over the life of the loan. Accordingly, an allowance for credit losses related to these loans was not carried over and recorded at the acquisition date. Purchased loans that are not credit-impaired from Champion, Patriots and Enterprise Bank and Trust (EBT) are approximately \$2.4 million, \$15.5 million and \$5.3 million at December 31, 2015, respectively. These were determined based on estimates of losses on defaults. The difference between contractually required payments at acquisition and the cash flows expected to be collected at acquisition is referred to as the non-accretable difference. Subsequent increases in cash flows result in a reversal of the provision for loan losses to the extent of prior charges or a reclassification of the difference from non-accretable to accretable with a positive impact on interest income. Subsequent decreases in cash flows result in impairment recognition through the recording of an estimated fair value is referred to as the accretable yield and is recognized into interest income over the remaining life of the loan when there is a reasonable expectation about the amount and timing of such cash flows.

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In the acquisition of the assets of Champion, the preliminary fair value of purchased credit-impaired loans, on the acquisition date, was determined based on assigned risk ratings, expected cash flows and the fair value of the loan collateral. Due to the loss sharing agreement with the FDIC, the Bank recorded receivables from the FDIC equal to the corresponding reimbursement percentages on the estimated losses embedded in the loan portfolios. The carrying amount of purchased loans non-covered at December 31, 2015 and purchased loans covered under the Loss Share Agreement at December 31, 2014 consisted of purchased credit-impaired loans and non-credit impaired loans as shown in the following table:

	<u>2015</u>	<u>2014</u>
Residential real estate	\$ 2,592,945	\$ 7,360,396
Construction and land development	155,919	159,554
Commercial real estate	671,057	692,630
Commercial	-	267,442
Consumer and other	1,821,571	2,985,285
Total covered loans	\$ 5,241,492	\$ 11,465,307
Accretable discount on covered loans	(44,644)	(87,093)
Credit quality discount on covered loans	(2,102,243)	(2,286,705)
	<u>\$ 3,094,605</u>	<u>\$ 9,091,509</u>
Carrying amount, net of allowance of \$0 at 2015 and \$47,250 at 2014	<u>\$ 3,094,605</u>	<u>\$ 9,044,259</u>
Estimated reimbursable amounts from the FDIC under the loss-share agreement	<u>\$ -</u>	<u>\$ 2,384,549</u>

Accretable yield, or income expected to be collected, is as follows:

	<u>2015</u>	<u>2014</u>
Balance, beginning of year	\$ 87,093	\$ 294,520
Accretion	(42,449)	(207,427)
Disposals/paydowns	-	-
Balance, end of year	<u>\$ 44,644</u>	<u>\$ 87,093</u>

The Bank received approximately \$1.2 million and \$453,000 in payments from the FDIC for covered losses for the years ended December 31, 2015 and 2014.

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**Note 6: Premises and Equipment**

Major classifications of premises and equipment, stated at cost, are as follows:

	<u>2015</u>	<u>2014</u>
Land	\$ 3,667,466	\$ 3,687,466
Office buildings	13,116,063	13,256,221
Furniture and equipment	4,048,561	5,548,742
Building-in-progress	43,788	-
	<u>20,875,878</u>	<u>22,492,429</u>
Less accumulated depreciation	6,412,693	7,672,475
	<u>\$ 14,463,185</u>	<u>\$ 14,819,954</u>

**Note 7: Core Deposit Intangibles**

The carrying basis and accumulated amortization of recognized intangible assets at December 31, 2015 and 2014, were:

	<u>2015</u>	<u>2014</u>
Core deposit intangibles	\$ 2,292,000	\$ 2,292,000
Accumulated amortization	(1,650,579)	(1,489,867)
	<u>\$ 641,421</u>	<u>\$ 802,133</u>

Amortization expense for the years ended December 31, 2015 and 2014, was \$160,712 and \$161,545, respectively. Estimated amortization expense for each of the following five years is as follows:

2016	\$ 161,000
2017	\$ 161,000
2018	\$ 160,000
2019	\$ 93,000
2020	\$ 67,000

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**Note 8: Deposits**

	<u>December 31,</u> <u>2015</u>	<u>December 31,</u> <u>2014</u>
Non-interest bearing NOW accounts	\$ 90,893,287	\$ 80,621,972
NOW accounts	60,869,294	68,942,709
Statement accounts	33,166,420	31,536,939
Money market accounts	94,133,793	109,917,589
Total transaction accounts	<u>279,062,794</u>	<u>291,019,208</u>
Time deposits:		
0.10 - 0.99%	54,380,215	66,155,886
1.00 - 1.99%	16,769,554	14,664,400
2.00 - 2.99%	8,294,492	13,663,671
3.00 - 3.99%	101,417	103,905
Total time deposits	<u>79,545,678</u>	<u>94,587,862</u>
Total deposits	<u>\$ 358,608,472</u>	<u>\$ 385,607,070</u>

At December 31, 2015 and 2014 deposits included brokered time deposits of \$2,796,000 and \$3,000,000, respectively.

At December 31, 2015, the scheduled maturities of time deposits are as follows:

2016	\$ 54,976,296
2017	11,060,455
2018	8,623,578
2019	3,527,594
2020	1,357,755
	<u>\$ 79,545,678</u>

Transaction accounts and time deposits in denominations of \$250,000 or more amounted to \$69,203,516 and \$5,520,543 at December 31, 2015, respectively, and \$72,413,771 and \$8,170,438 at December 31, 2014, respectively. Approximately \$3.3 million of time deposits with balances exceeding \$250,000 mature within one year.

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Interest expense on deposits for the years ended December 31, 2015 and 2014 is summarized as follows:

	<u>2015</u>	<u>2014</u>
NOW accounts	\$ 115,558	\$ 114,966
Statement accounts	33,283	30,922
Money market accounts	148,360	164,307
Time deposits	546,266	866,840
	<u>\$ 843,467</u>	<u>\$ 1,177,035</u>

**Note 9: Note Payable**

The Company has a \$3.0 million available line of credit with First Missouri Bank, secured by stock holdings in the Bank. The balance outstanding at December 31, 2015 was \$1,350,000. Interest of 4% annually is paid quarterly. Full payment is expected when the note matures on June 24, 2016.

At December 31, 2015 and 2014, the Bank had an unused line of credit with another bank of \$5.0 million.

**Note 10: Securities Sold under Agreement to Repurchase**

Securities sold under agreements to repurchase consist of overnight obligations of the Company to other parties were \$8,451,455 and \$2,722,071 at December 31, 2015 and 2014, respectively. The obligations are secured by letters of credit from the FHLB. The securities sold under agreements to repurchase are under the Bank's control.

	<u>2015</u>	<u>2014</u>
Fair value of securities	\$ 8,409,636	\$ 2,732,154
Average balance	\$ 4,755,431	\$ 7,023,813
Maximum balance at any month end	\$ 8,768,804	\$ 11,314,604

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**Note 11: Federal Home Loan Bank Advances**

Final Maturity Date	Average Interest Rate at December 31, 2015	December 31, 2015
Within one year	0.34%	\$ 12,000,000
One to three years	1.07%	<u>6,000,000</u>
		<u>\$ 18,000,000</u>
Weighted-average rate		<u>0.58 %</u>

The Bank had unused credit available under the FHLB advance program of approximately \$93.3 million at December 31, 2015, which was secured by FHLB stock and loans amounting to \$133,906,713 at December 31, 2015.

**Note 12: Income Taxes**

The Company files income tax returns in the U.S. federal and Missouri jurisdictions.

The provision for income taxes includes these components:

	Year Ended December 31, 2015	Year Ended December 31, 2014
Taxes currently payable		
Federal	\$ 1,831,435	\$ 1,362,241
State	<u>203,000</u>	<u>217,000</u>
	<u>2,034,435</u>	<u>1,579,241</u>
Deferred income taxes		
Federal	(17,435)	144,759
State	<u>203,000</u>	<u>217,000</u>
	<u>185,565</u>	<u>361,759</u>
Income tax expense	<u>\$ 2,220,000</u>	<u>\$ 1,941,000</u>

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A reconciliation of income tax expense at the statutory rate to the Company's actual income tax expense is shown below:

	<b>Percentage of Income Before Income Taxes</b>	
	<b>December 31, 2015</b>	<b>December 31, 2014</b>
Federal statutory income tax rate	34.0%	34.0%
Increases (decreases) in tax rate:		
Tax exempt income	(1.7)	(1.6)
Change in cash surrender value of BOLI	(2.3)	(2.6)
State taxes, net of Federal tax benefit	2.3	2.3
Other, net	-	-
Tax rate	<u>32.3%</u>	<u>32.1%</u>

The tax effects of temporary differences related to deferred taxes shown on the consolidated balance sheets were:

	<b>December 31, 2015</b>	<b>December 31, 2014</b>
Deferred tax assets:		
Accrued income and expense and deferred loan fees	\$ 228,751	\$ 199,094
Net unrealized losses on securities available for sale	25,716	20,603
Allowance for loan losses	1,927,056	2,144,984
Foreclosed assets for held for sale	424,302	472,615
Benefit plan expense recognition	270,697	239,075
Purchase accounting adjustments EBT	1,080	27,741
Purchase accounting adjustments Patriots Bank	3,402,152	3,598,142
Other	151,436	146,196
Total deferred tax assets	<u>6,431,190</u>	<u>6,848,450</u>
Deferred tax liabilities:		
FHLB stock dividends	(6,722)	(10,139)
Premises and equipment	(30,390)	(146,746)
Prepaid expenses	(95,051)	-
Purchase accounting adjustments-Farley State Bank	(76,375)	(101,875)
Purchase accounting adjustments-Champion Bank	(93,918)	(113,078)
Total deferred tax liabilities	<u>(302,456)</u>	<u>(371,838)</u>
Net deferred tax asset	<u>6,128,734</u>	<u>6,476,612</u>
Valuation allowance:		
Beginning balance	(2,218,031)	(2,218,060)
Decrease during the period	172,100	29
Ending balance	<u>(2,045,931)</u>	<u>(2,218,031)</u>
Net deferred tax asset	<u>\$ 4,082,803</u>	<u>\$ 4,258,581</u>

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**Note 13: Accumulated Other Comprehensive Income (AOCI) (Loss)**

The components of AOCI (loss), included in stockholders' equity, are as follows:

	<u>2015</u>	<u>2014</u>
Net unrealized loss on available-for-sale securities	\$ 67,673	\$ 41,801
Net defined benefit pension plan deferred amounts	-	4,300
	<u>67,673</u>	<u>46,101</u>
Tax effect	25,716	20,603
Net-of-tax amount	<u>\$ 41,957</u>	<u>\$ 25,498</u>

**Note 14: Changes in Accumulated Other Comprehensive Income (AOCI) (Loss) by Component**

Amounts reclassified from AOCI and the affected line items in the consolidated statements of income during years ended December 31, 2015 and 2014, were as follows:

	Amounts Reclassified from AOCI		Affected Line Item in the Statements of Income
	<u>2015</u>	<u>2014</u>	
Unrealized gains on available-for-sale securities	\$ 8,244	\$ 1,867	Realized losses on sales of securities and MBS available for sale
	<u>(3,133)</u>	<u>(653)</u>	Deferred income taxes
	<u>5,111</u>	<u>1,214</u>	Net reclassified amount
Amortization of defined benefit pension items			
Prior service costs	-	(6,616)	Components are included in the computation of net periodic pension cost and presented in Note 17
	<u>-</u>	<u>2,316</u>	Deferred income taxes
	<u>-</u>	<u>(4,300)</u>	Net reclassified amount
Total reclassifications out of AOCI	<u>\$ 5,111</u>	<u>\$ (3,086)</u>	



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**Note 15: Regulatory Matters**

The Bank is subject to various regulatory capital requirements administered by the federal banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory and possibly additional discretionary actions by regulators that, if undertaken, could have a direct material effect on the Company's consolidated financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Bank must meet specific capital guidelines that involve quantitative measures of the Bank's assets, liabilities and certain off-balance-sheet items as calculated under U.S. GAAP, regulatory reporting requirements and regulatory capital standards. The Bank's capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings and other factors. Furthermore, the Bank's regulators could require adjustments to regulatory capital not reflected in these consolidated financial statements.

Quantitative measures established by regulation to ensure capital adequacy require the Bank to maintain minimum amounts and ratios (set forth in the table below) of total and Tier I capital (as defined) to risk-weighted assets (as defined), common equity Tier 1 capital (as defined) to total risk-weighted assets (as defined) and of Tier I capital (as defined) to average assets (as defined). Management believes, as of December 31, 2015 and 2014, that the Bank meets all capital adequacy requirements to which it is subject.

As of December 31, 2015, the most recent notification from the Federal Reserve Bank categorized the Bank as well capitalized under the regulatory framework for prompt corrective action. To be categorized as well capitalized, the Bank must maintain minimum total risk-based capital, Tier I risk-based capital, common equity Tier 1 capital and Tier I leverage ratios as set forth in the table. There are no conditions or events since that notification that management believes have changed the Bank's category.

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The Bank's actual and required capital amounts and ratios at December 31, 2015 and 2014 are as follows:

	Actual		Minimum Capital Requirement		Minimum to Be Well Capitalized Under Prompt Corrective Action Provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
(Dollars in Thousands)						
As of December 31, 2015						
Total risk-based capital (to risk-weighted assets)	\$ 50,489	13.11 %	\$ 30,806	8.0 %	\$ 38,508	10.0 %
Tier I capital (to risk-weighted assets)	\$ 45,665	11.86 %	\$ 23,105	6.0 %	\$ 30,806	8.0 %
Common equity Tier 1 capital (to risk-weighted assets)	\$ 45,665	11.86 %	\$ 17,328	4.5 %	\$ 25,030	6.5 %
Tier I capital (to adjusted total assets)	\$ 45,665	10.64 %	\$ 17,170	4.0 %	\$ 21,463	5.0 %
As of December 31, 2014						
Total risk-based capital (to risk-weighted assets)	\$ 66,034	18.9 %	\$ 27,948	8.0 %	\$ 34,936	10.0 %
Tier I capital (to risk-weighted assets)	\$ 61,647	17.6 %	\$ 13,974	4.0 %	\$ 20,961	6.0 %
Tier I capital (to adjusted total assets)	\$ 61,647	13.6 %	\$ 18,137	4.0 %	\$ 22,671	5.0 %
Tangible capital (to adjusted tangible assets)	\$ 61,647	13.6 %	\$ 6,801	1.5 %		

The federal banking agencies have adopted new regulatory capital rules that substantially amend the risk-based capital rules applicable to the Bank. The new rules implement the "Basel III" regulatory capital reforms and changes required by the Dodd-Frank Act. "Basel III" refers to various documents released by the Basel Committee on Banking Supervision. For the Bank, the general effective date of the new rules was January 1, 2015, and, for certain provisions, various phase-in periods and later effective dates apply. The chief features of the new rules are summarized below.

The new rules refine the definitions of what constitutes regulatory capital and add a new regulatory capital element, common equity Tier 1 capital. The minimum capital ratios are (i) a common equity Tier 1 risk-based capital ratio of 4.5%; (ii) a Tier 1 risk-based capital ratio of 6%; (iii) a total risk-based capital ratio of 8%; and (iv) a Tier 1 leverage ratio of 4%. In addition to the minimum capital ratios, the new rules include a capital conservation buffer, under which a banking organization must have capital more than 2.5% above each of its minimum risk-based capital ratios in order to avoid restrictions on paying dividends, repurchasing shares and paying certain discretionary bonuses.

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Effective January 1, 2015, the new rules also revised the prompt corrective action framework, which is designed to place restrictions on insured depository institutions if their capital levels show signs of weakness. Under the new prompt corrective action requirements, insured depository institutions are required to meet the following in order to qualify as “well capitalized:” (i) a common equity Tier 1 risk-based capital ratio of at least 6.5%; (ii) a Tier 1 risk-based capital ratio of at least 8%; (iii) a total risk-based capital ratio of at least 10%; and (iv) a Tier 1 leverage ratio of 5%.

Federal regulations do not permit cash dividend payments if the Bank’s capital would be reduced below the amount of the minimum capital requirements.

On June 19, 2013 a sixth stock repurchase program was approved to acquire up to 301,461, or 10%, of the Company’s common stock. Repurchases were conducted through open market purchases or privately negotiated transactions, from time to time depending on market conditions and other factors. The Company has repurchased all approved shares under this program as of December 31, 2015.

On November 19, 2014 a seventh stock repurchase program was approved to acquire up to 293,435, or 10%, of the Company’s common stock. Repurchases were conducted through open market purchases or privately negotiated transactions, from time to time depending on market conditions and other factors. The Company has repurchased all approved shares under this program as of December 31, 2015.

On June 22, 2015, an eighth stock repurchase program was approved to acquire up to 280,000 shares of the Company’s common stock. Repurchases will be conducted through open market purchases or privately negotiated transactions, from time to time depending on market conditions and other factors. There is no guarantee as to the exact number of shares to be repurchased by the Company. The Company has repurchased 135,998 shares under this program as of December 31, 2015.

**Note 16: Related Party Transactions**

At December 31, 2015 and 2014, loans outstanding to directors, executive officers and associates of such persons were nominal.

Deposits from related parties held by the Company at December 31, 2015 and 2014 totaled \$4,708,611 and \$2,800,983, respectively.

In management’s opinion, such loans and other extensions of credit and deposits were made in the ordinary course of business and were made on substantially the same terms (including interest rates and collateral) as those prevailing at the time for comparable transactions with other persons. Further, in management’s opinion, these loans did not involve more than normal risk of collectibility or present other unfavorable features.

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**Note 17: Employee Benefits**

The Bank has a defined contribution pension plan covering substantially all employees. Employees may contribute up to 15% of their compensation with the Bank matching 50% of the employee's contribution on the first 5% of the employee's compensation. Employer contributions charged to expense for the years ended December 31, 2015 and 2014, were \$95,012 and \$105,096, respectively.

***Directors' Benefit Plans***

The Bank has adopted a retirement plan for directors elected before 1994. The plan provides that each non-employee director (participant) shall receive upon retirement a benefit in equal annual installments over a 10-year period. The annual benefit will be based upon the product of the participant's vesting percentage and \$8,000 for currently retired directors and surviving spouses. For three directors covered under the plan, the annual benefit was amended and is \$15,000 per year for 10 years.

Retirement plan expense was \$14,800 and \$19,724 for the years ended December 31, 2015 and 2014, respectively. The accumulated retirement plan benefit obligation, recorded in other liabilities, was \$193,760 and \$208,960 at December 31, 2015 and 2014, respectively.

The Bank also provides postretirement medical benefits to directors, elected before 1994, and their spouses. The liability for such benefits is unfunded. The accumulated postretirement benefit obligation, which represents the present value of the estimated future benefits payable to plan participants attributed to service rendered to date, will be recognized on a delayed basis as a component of net periodic cost for postretirement medical benefits.

Postretirement medical benefits for three directors and their spouses have been amended from the current plan of lifetime health insurance coverage to benefits of \$500 per month for each of the directors and spouses, not to exceed 20 years.

Postretirement medical benefits plan expense was \$61,473 and \$45,135 for the years ended December 31, 2015 and 2014, respectively. The accumulated postretirement medical benefit obligation was \$166,170 and \$144,116 for December 31, 2015 and 2014, respectively.

***Employee Stock Ownership Plan***

The Bank has established an ESOP for the benefit of participating employees. No new employees are eligible to participate in the ESOP and all current employees participating in the ESOP are 100% vested in their accounts. Benefits become payable upon a participant's retirement, death, disability or separation from service.

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**Note 18: Stock Option and Stock Award Plans**

As authorized by the Liberty Bancorp, Inc. 2012 Equity Incentive Plan (the “2012 Plan”), the Board of Directors granted 48,000 options to non-employee directors and 20,000 options to certain officers on May 24, 2012. The 2012 Plan authorizes the award of up to 68,000 options to purchase shares of common stock, subject to restrictions, to be issued to directors and officers. The Plan provides for the grant of stock options, stock appreciation rights, restricted stock and unrestricted stock. Options expire 10 years from the date of the grant. All 68,000 options granted vest over a five-year period.

As authorized by the Liberty Bancorp, Inc. 2012 Equity Incentive Plan (the “2012 Plan”), the Board of Directors granted 7,200 options to non-employee directors and 20,000 options to certain officers on February 18, 2015. The 2012 Plan authorizes the award of up to 27,200 options to purchase shares of common stock, subject to restrictions, to be issued to directors and officers. The Plan provides for the grant of stock options, stock appreciation rights, restricted stock and unrestricted stock. Options expire 10 years from the date of the grant. The 7,200 options granted vest over a 3-year period and the 20,000 options granted vest over a five-year period.

The fair value of each option award is estimated on the date of grant using a Black-Scholes option valuation model that uses the assumptions noted in the following table. The Company has estimated the fair value of awards granted for the 12 months ended December 31, 2015, under its stock option plan to be \$3.05 per option. The assumptions used were as follows:

	<u>2015</u>
Expected dividend yield	1.50%
Risk-free interest rate	1.95%
Expected life of options	7.50 years
Expected volatility	19.00%

The expected dividend yield is based on the current quarterly dividend in effect at the time of the grant. The risk-free interest rate is based on the seven-year U.S. Treasury Constant. The expected life of options is based on the average of the option life of 10 years and vesting period of five years. The expected volatility is based on historical volatility of the Company’s stock.

Stock option compensation expense for the years ended December 31, 2015 and 2014, is as follows:

	<u>2015</u> <u>2014</u>	
Pretax	\$ 31,961	\$ 18,359
After tax	\$ 25,490	\$ 13,744
Basic and diluted earnings per share	\$ 0.01	\$ 0.01

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A summary of option activity under the Plan as of December 31, 2015, and changes during the year then ended, is presented below:

	<b>Number of Shares</b>	<b>Weighted- Average Exercise Price</b>	<b>Weighted- Average Remaining Contractual Term in Years</b>
Outstanding at January 1, 2014	358,983	\$ 8.93	3.25
Exercised	(124,767)	7.05	-
Forfeited	(1,500)	9.50	-
Outstanding at December 31, 2014	232,716	\$ 9.94	3.61
Exercised	(67,721)	8.69	-
Forfeited	(2,575)	9.44	-
Awarded	27,200	15.50	-
Outstanding at December 31, 2015	189,620	\$ 11.19	4.60
Exercisable at December 31, 2015	136,620	\$ 10.62	3.46
Vested and expected to vest at December 31, 2015	136,620	\$ 10.62	3.46

The total intrinsic value of options exercised during the years ended December 31, 2015 and 2014, was \$490,985 and \$215,923, respectively.

As of December 31, 2015, there was \$61,232 of total unrecognized compensation cost related to nonvested share-based compensation arrangements granted under the Plan. That cost is expected to be recognized over a weighted-average period of 2.54 years. The total fair value of shares vested during the years ended December 31, 2015 and 2014, was \$271,883 and \$202,525, respectively.

Cash received from option exercise under all share-based payment arrangements for the years ended December 31, 2015 and 2014, was \$588,485 and \$879,246, respectively.

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**Stock Awards**

On February 27, 2007, as authorized by the 2007 Plan, the Board of Directors granted 31,400 restricted stock awards to non-employee directors and 78,000 awards to certain officers and employees. The 2007 Plan authorizes the award of up to 125,649 shares of common stock, subject to restrictions, to be issued to directors, officers and employees of the Bank. Subsequently, 125,649 shares were repurchased by a trust to fund the restricted stock awards. All awards vested over a five-year period. On May 24, 2012, as authorized by the 2012 Plan, the Board of Directors granted 24,000 restricted stock awards to non-employee directors and 25,000 awards to certain officers. All awards vest over a five-year period. On February 18, 2015, as authorized by the 2012 Plan, the Board of Directors granted 3,600 restricted stock awards to non-employee directors and 10,000 awards to certain officers. All awards vest over a five-year period.

A summary of the Company's restricted stock compensation expense for the years ended December 31, 2015 and 2014, is as follows:

		<b>2015</b>		<b>2014</b>
Pretax	\$	178,606	\$	112,318
After tax	\$	111,629	\$	68,514

At December 31, 2015, the total unrecognized expense was \$276,827 and is expected to be recognized over 1.42 years.

A summary of the status of the Company's nonvested shares as of December 31, 2015, and changes during the years ended December 31, 2015 and 2014, is presented below:

	<b>Number of Nonvested Shares</b>		<b>Weighted- Average Grant Date Fair Value</b>
Nonvested at January 1, 2014	46,950	\$	9.98
Vested	(12,550)		9.79
Forfeited	(1,500)		9.50
Nonvested at December 31, 2014	32,900		10.08
Vested	(12,750)		10.56
Awarded	13,600		15.50
Nonvested at December 31, 2015	33,750	\$	12.08

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**Note 19: Operating Leases**

The Bank leases land for one branch office located in Kansas City. This land lease expires November 2021. The Bank has four successive options to extend the lease term for five years each and a fifth option for a three year period. Lease expense was \$104,222 and \$147,140 for the years ended December 31, 2015 and 2014, respectively.

Future minimum lease payments are summarized as follows:

2016	\$	100,784
2017		100,784
2018		100,784
2019		100,784
2020		100,784
Thereafter		92,385
	\$	<u>596,305</u>

**Note 20: Participation in the Small Business Lending Fund of the U.S. Treasury Department**

On August 23, 2011, the Company entered into a Securities Purchase Agreement with the Secretary of the Treasury, pursuant to which the Company issued and sold to the Treasury 16,169 shares of its Senior Non-Cumulative Perpetual Preferred Stock, Series A (the "Preferred Stock"), having a liquidation preference of \$1,000 per share, for aggregate proceeds of \$16,169,000. The issuance was pursuant to the Treasury's Small Business Lending Fund program, a \$30 billion fund established under the Small Business Jobs Act of 2010, which encourages lending to small businesses by providing capital to qualified community banks with assets of less than \$10 billion. The Series A Preferred Stock is entitled to receive non-cumulative dividends payable quarterly on each January 1, April 1, July 1 and October 1, beginning October 1, 2011. Dividends paid for the years ended December 31, 2015 and 2014 were \$188,189 and \$161,690, respectively. This preferred stock qualifies as Tier 1 capital. The dividend rate, which is calculated on the aggregate Liquidation Amount, has been initially set at five percent per annum based on the current level of "Qualified Small Business Lending" ("QSBL") by the Bank. The dividend rate for the initial period ending October 1, 2011, was five percent per annum. The dividend rate for future dividend periods will be set based upon the percentage change in qualified lending between each dividend period and the baseline QSBL level established at which time the Agreement was entered. Such dividend rate may vary from one percent per annum to five percent per annum for the second through tenth dividend periods, from one percent per annum to seven percent per annum for the eleventh quarter through four and one half years after issuance. If the Series A Preferred Stock remains outstanding for more than four-and-one-half years, the dividend rate will be fixed at nine percent. Prior to that time, in general, the dividend rate decreases as the level of the Bank's QSBL increases. Such dividends are not cumulative, but the Company may only declare and pay dividends on its common stock (or any other equity securities junior to the Series A Preferred Stock) if it has declared and paid dividends for the current dividend period on the Series A



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Preferred Stock, and will be subject to other restrictions on its ability to repurchase or redeem other securities.

The Series A Preferred Stock is non-voting, except in limited circumstances. In the event that the Company misses five dividend payments, whether or not consecutive, the holder of the Series A Preferred Stock will have the right, but not the obligation, to appoint a representative to attend all meetings of the Company's Board of Directors in a nonvoting observer capacity.

On November 30, 2015, the Company redeemed all 16,169 shares of its Preferred Stock. The shares of Preferred Stock were redeemed at their liquidation amount of \$1,000 per share plus accrued but unpaid dividends to the redemption date. The redemption was completed using internally available funds and the Company continues to have capital in excess of the levels necessary to be deemed well-capitalized under applicable regulatory standards.

**Note 21: Disclosures About Fair Value of Assets**

Fair value is the price that would be received to sell an asset in an orderly transaction between market participants at the measurement date. Fair value measurements must maximize the use of observable inputs and minimize the use of unobservable inputs. There is a hierarchy of three levels of inputs that may be used to measure fair value:

- Level 1** Quoted prices in active markets for identical assets
- Level 2** Observable inputs other than Level 1 prices, such as quoted prices for similar assets; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets
- Level 3** Unobservable inputs supported by little or no market activity and are significant to the fair value of the assets

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**Recurring Measurements**

The following table presents the fair value measurements of assets recognized in the accompanying consolidated balance sheets measured at fair value on a recurring basis and the level within the fair value hierarchy in which the fair value measurements fall at December 31, 2015 and 2014:

	Fair Value Measurements Using			
	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<b>December 31, 2015</b>				
State and municipal obligations	\$ 9,374,663	\$ -	\$ 6,872,053	\$ 2,502,610
Mortgage-backed GSE residential	\$ 10,959,642	\$ -	\$ 10,959,642	\$ -
<b>December 31, 2014</b>				
U.S. Government and federal agencies	\$ 2,933,843	\$ -	\$ 2,933,843	\$ -
State and municipal obligations	\$ 8,443,402	\$ -	\$ 5,931,789	\$ 2,511,613
Mortgage-backed GSE residential	\$ 12,982,761	\$ -	\$ 12,982,761	\$ -

Following is a description of the valuation methodologies and inputs used for assets measured at fair value on a recurring basis and recognized in the accompanying consolidated balance sheets, as well as the general classification of such assets pursuant to the valuation hierarchy. There have been no significant changes in the valuation techniques during the year ended December 31, 2015. For assets classified within Level 3 of the fair value hierarchy, the process used to develop the reported fair value is described below.

**Available-for-sale Securities**

Where quoted market prices are available in an active market, securities are classified within Level 1 of the valuation hierarchy. If quoted market prices are not available, then fair values are estimated by using quoted prices of securities with similar characteristics or independent asset pricing services and pricing models, the inputs of which are market-based or independently sourced market parameters, including, but not limited to, yield curves, interest rates, volatilities, prepayments, defaults, cumulative loss projections and cash flows. Such securities are classified in Level 2 of the valuation hierarchy. In certain cases where Level 1 or Level 2 inputs are not available, securities are classified within Level 3 of the hierarchy. See the table below for inputs and valuation techniques used for Level 3 securities.

**Level 3 Valuation Process**

Fair value determinations for Level 3 measurements of securities are the responsibility of senior management. Senior management contracts with a pricing specialist to generate fair value estimates on a quarterly basis. Senior management challenges the reasonableness of the assumptions used and reviews the methodology to ensure the estimated fair value complies with accounting standards generally accepted in the United States.

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***Level 3 Reconciliation***

The following is a reconciliation of the beginning and ending balances of recurring fair value measurements recognized in the accompanying consolidated balance sheets using significant unobservable (Level 3) inputs:

	<b>State and municipal obligations</b>
Balance, January 1, 2014	\$ 2,503,777
Total realized and unrealized gains and losses Included in other comprehensive income	
Unrealized appreciation on available-for-sale securities	10,299
Principal collections	(2,463)
Balance, December 31, 2014	\$ 2,511,613
Total realized and unrealized gains and losses Included in other comprehensive income	
Unrealized appreciation on available-for-sale securities	3,001
Principal collections	(12,004)
Balance, December 31, 2015	\$ 2,502,610

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***Nonrecurring Measurements***

The following table presents the fair value measurement of assets measured at fair value on a nonrecurring basis and the level within the fair value hierarchy in which the fair value measurements fall at December 31, 2015 and 2014:

	<b>Fair Value</b>	<b>Quoted Prices in Active Markets for Identical Assets (Level 1)</b>	<b>Significant Other Observable Inputs (Level 2)</b>	<b>Significant Unobservable Inputs (Level 3)</b>
<b>December 31, 2015</b>				
Collateral-dependent impaired, non-covered loans	\$ 289,677	\$ -	\$ -	\$ 289,677
Foreclosed assets, non-covered	\$ 1,944,711	\$ -	\$ -	\$ 1,944,711
<b>December 31, 2014</b>				
Collateral-dependent impaired, non-covered loans	\$ 45,000	\$ -	\$ -	\$ 45,000
Foreclosed assets, non-covered	\$ 9,768,254	\$ -	\$ -	\$ 9,768,254

Following is a description of the valuation methodologies and inputs used for assets measured at fair value on a nonrecurring basis and recognized in the accompanying consolidated balance sheets, as well as the general classification of such assets pursuant to the valuation hierarchy.

***Collateral-dependent Impaired, Non-covered Loans***

The estimated fair value of collateral-dependent impaired, non-covered loans is based on the appraised fair value of the collateral, less estimated cost to sell. Collateral-dependent impaired, non-covered loans are classified within Level 3 of the fair value hierarchy.

The Company considers the appraisal or evaluation as the starting point for determining fair value and then considers other factors and events in the environment that may affect the fair value. Appraisals of the collateral underlying collateral-dependent loans are obtained when the loan is determined to be collateral-dependent and subsequently as deemed necessary by management. Appraisals are reviewed for accuracy and consistency by independent personnel. Appraisers are selected from the list of approved appraisers maintained by management. The appraised values are reduced by discounts to consider lack of marketability and estimated cost to sell if repayment or satisfaction of the loan is dependent on the sale of the collateral. These discounts and estimates are developed by management by comparison to historical results.

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***Foreclosed Assets, Non-covered***

Foreclosed assets, non-covered are carried at the lower of fair value at acquisition date or current estimated fair value, less estimated cost to sell when the real estate is acquired. Estimated fair value is based on appraisals or evaluations. Foreclosed assets, non-covered are classified within Level 3 of the fair value hierarchy.

Appraisals of foreclosed assets non-covered are obtained when real estate is acquired and subsequently as deemed necessary by management. Appraisals are reviewed for accuracy and consistency by independent personnel. Appraisers are selected from the list of approved appraisers maintained by management.

***Unobservable (Level 3) Inputs***

The following tables present quantitative information about unobservable inputs used in recurring and nonrecurring Level 3 fair value measurements.

	<b>Fair Value at 12/31/15</b>	<b>Valuation Technique</b>	<b>Unobservable Inputs</b>	<b>Range (Weighted Average)</b>
State and municipal obligations	\$ 2,502,610	Discounted cash flow	Unrated security yield	1.9%-6.25% (6.17%)
Collateral-dependent, impaired non-covered loans	\$ 289,677	Market comparable properties	Marketability discount	7.15%-10% (7.36%)
Foreclosed assets non-covered	\$ 1,944,711	Market comparable properties	Comparability adjustments (%)	Not available

	<b>Fair Value at 12/31/14</b>	<b>Valuation Technique</b>	<b>Unobservable Inputs</b>	<b>Range (Weighted Average)</b>
State and municipal obligations	\$ 2,511,613	Discounted cash flow	Unrated security yield	.4%-6.25% (3.84%)
Collateral-dependent, impaired non-covered loans	\$ 45,000	Market comparable properties	Marketability discount	0%-20% (6%)
Foreclosed assets non-covered	\$ 9,768,254	Market comparable properties	Comparability adjustments (%)	Not available

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***Fair Value of Financial Instruments***

The following table presents estimated fair values of the Company's financial instruments and the level within the fair value hierarchy in which the fair value measurements fall at December 31, 2015 and 2014.

	2015		2014	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial assets				
Cash and cash equivalents	\$ 12,655,226	\$ 12,655,226	\$ 54,389,596	\$ 54,389,596
Interest-bearing time deposits due from depository institutions	\$ 5,496,000	\$ 5,496,000	\$ 6,738,945	\$ 6,738,945
Available-for-sale securities	\$ 9,374,663	\$ 9,374,663	\$ 11,377,245	\$ 11,377,245
Held-to-maturity securities	\$ 3,315,922	\$ 3,315,922	\$ -	\$ -
Mortgage-backed securities available for sale	\$ 10,959,642	\$ 10,959,642	\$ 12,982,761	\$ 12,982,761
Stock in FHLB and Federal Reserve Bank	\$ 2,576,950	\$ 2,576,950	\$ 612,100	\$ 612,100
Loans receivable, net	\$ 344,356,844	\$ 354,685,593	\$ 308,167,475	\$ 316,148,751
Loans held for sale	\$ 639,745	\$ 639,745	\$ 327,245	\$ 327,245
Interest receivable	\$ 1,244,732	\$ 1,244,732	\$ 1,077,627	\$ 1,077,627
Deposits	\$ 358,608,472	\$ 341,123,489	\$ 385,607,070	\$ 369,664,215
Interest payable	\$ 17,650	\$ 17,650	\$ 38,473	\$ 38,473
Note payable	\$ 1,350,000	\$ 1,350,000	\$ -	\$ -
Advances from FHLB	\$ 18,000,000	\$ 17,943,658	\$ -	\$ -
Securities sold under agreements to repurchase	\$ 8,451,455	\$ 8,409,636	\$ 2,722,071	\$ 2,732,154
Unrecognized financial instruments (net of contract amount)				
Commitments to originate loans	\$ -	\$ -	\$ -	\$ -
Letters of credit	\$ -	\$ -	\$ -	\$ -
Lines of credit	\$ -	\$ -	\$ -	\$ -

The following methods were used to estimate the fair value of all other financial instruments recognized in the accompanying consolidated balance sheets at amounts other than fair value.

***Cash and Cash Equivalents, Interest-bearing Time Deposits Due from Depository Institutions***

The carrying amount approximates fair value.

***Held-to-Maturity Securities***

Fair value is based on quoted market prices, if available. If a quoted market price is not available, fair value is estimated using quoted market prices for similar securities.

***Stock in FHLB and Federal Reserve Bank***

Fair value is estimated at book value due to restrictions that limit the sale or transfer of such securities.

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***Loans Receivable, Net***

Fair value of loans is estimated by discounting the future cash flows using the market rates at which similar notes would be made to borrowers with similar credit ratings and for the same remaining maturities. The market rates used are based on current rates the Bank would impose for similar loans and reflect a market participant assumption about risks associated with nonperformance, illiquidity and the structure and term of the loans along with local economic and market conditions.

***Loans Held For Sale***

The carrying amount approximates fair value due to the insignificant time between origination and date of sale.

***Accrued Interest Receivable and Payable***

The carrying amount approximates fair value. The carrying amount is determined using the interest rate, balance and last payment date.

***Deposits***

Deposits include demand deposits, savings accounts, NOW accounts and certain money market deposits. The carrying amount approximates fair value. Fair value of fixed-maturity time deposits is estimated by discounting the future cash flows using rates of similar deposits with similar maturities.

***Note Payable***

Fair value is estimated based on current borrowing rates currently available to the Company for borrowings with similar terms and maturities.

***Advances from FHLB***

Fair value is estimated by discounting the future cash flows using rates of similar borrowings with similar maturities. These rates were obtained from current rates offered by the FHLB.

***Securities Sold Under Agreements to Repurchase***

The estimated fair value for overnight repurchase agreements is book value.

***Commitments to Originate Loans, Letters of Credit and Lines of Credit***

The fair value of commitments to originate loans is estimated using the fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and the present creditworthiness of the counterparties. For fixed-rate loan commitments, fair value also considers the difference between current levels of interest rates and the committed rates.

The fair values of letters of credit and lines of credit are based on fees currently charged for similar agreements or on the estimated cost to terminate or otherwise settle the obligations with the counterparties at the reporting date.

**Liberty Bancorp, Inc.**  
**Notes to Consolidated Financial Statements**  
**December 31, 2015 and 2014**

**Note 22: Significant Estimates and Concentrations**

Accounting principles generally accepted in the United States of America require disclosure of certain significant estimates and current vulnerabilities due to certain concentrations. Estimates related to the allowance for loan losses are reflected in the note regarding loans. Current vulnerabilities due to certain concentrations of credit risk are discussed in the note on commitments and credit risk. Other significant estimates and concentrations not discussed in those notes include:

***General Litigation***

The Company is subject to claims and lawsuits that arise primarily in the ordinary course of business. It is the opinion of management that the disposition or ultimate resolution of such claims and lawsuits will not have a material adverse effect on the consolidated financial position, results of operations and cash flows of the Company.

***Investments***

The Company invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such change could materially affect the amounts reported in the accompanying consolidated balance sheets.

**Note 23: Commitments and Credit Risk**

***Commitments to Originate Loans***

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 commitments to originate loans and unused lines of credit. Those instruments involve, to varying degrees, elements of credit and interest rate risk in excess of the amount recognized in the balance sheet. The Company's maximum exposure to credit loss in the event of nonperformance by the borrower is represented by the contractual amount and related accrued interest receivable of those instruments. The Company minimizes this risk by evaluating each borrower's creditworthiness on a case-by-case basis. Collateral held by the Company generally consists of a first or second mortgage on the borrower's property. The amount of collateral obtained is based on an appraisal of the property.

Commitments to originate loans are legally binding agreements to lend to the Company's customers. Letters of credit are unconditional commitments issued by the Company to guarantee the performance of the borrower to a third party.



**Liberty Bancorp, Inc.**  
**Notes to Consolidated Financial Statements**  
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The following table sets forth information regarding off-balance sheet financial instruments as of December 31, 2015 and 2014:

	2015		2014	
	Fixed-Rate	Adjustable-Rate	Fixed-Rate	Adjustable-Rate
Commitments to originate loans	\$ 21,135,238	\$ 16,069,000	\$ 107,525	\$ 783,000
Commitments for unused lines of credit	\$ 2,643,165	\$ 22,480,220	\$ 6,276,657	\$ 16,110,211
Commitments for undisbursed loans	\$ 11,238,599	\$ 17,371,168	\$ 15,003,379	\$ 21,457,341
Commitments for letters of credit	\$ 361,335	\$ 400,197	\$ 454,331	\$ 218,200



### Corporate Office & Commercial Banking Center

9200 N.E. Barry Road  
Kansas City, MO 64157  
(Shoal Creek Location)

### Customer Relations

816-407-9200

### Internet Banking

[www.banklibertykc.com](http://www.banklibertykc.com)

### Annual Meeting of Shareholders

Our annual shareholder meeting will be held on May 18, 2016 at 5:30 PM CST at our corporate office located at 9200 N.E. Barry Road, Kansas City, MO 64157.

### Investor Relations

For additional copies of our Annual Report or for inquiries regarding additional shareholder related matters, visit us at [www.banklibertykc.com](http://www.banklibertykc.com) or by contacting our Corporate Office. Shares of Liberty Bancorp, Inc. common stock (symbol LBCP) are currently quoted on OTC Markets.

### Stock Transfer Agent and Registrar

Computershare, Inc.  
250 Royall Street  
Canton, MA 02021

### Independent Auditor

BKD, LLP  
One Metropolitan Square  
211 N. Broadway, Suite 600  
St. Louis, MO 63102

### Legal Counsel

Stinson Leonard Street  
1201 Walnut Street  
Kansas City, MO 64106

### Stock Information

The table below represents actual trading prices reflected during the normal course of business.

Calendar 2015	High	Low
First Quarter	\$16.55	\$15.50
Second Quarter	\$17.00	\$15.45
Third Quarter	\$16.05	\$15.45
Fourth Quarter	\$17.00	\$15.50



## BOARD OF DIRECTORS OF LIBERTY BANCORP, INC. AND BANKLIBERTY

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Chairman of the Board

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**RALPH W. BRANT JR.**  
Director

**DR. DENNIS D. FISHER**  
Director

**BRENT M. GILES**  
Director

## OFFICERS OF LIBERTY BANCORP, INC

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President and Chief Executive Officer

**MARK E. HECKER**  
Chief Lending Officer

**MARTIN J. WEISHAAR**  
Chief Operating Officer and General Counsel

**TIFFANY M. O'LEARY**  
Chief Financial Officer

**CATHY G. TRUSLER**  
Corporate Secretary

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President and Chief Executive Officer

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Chief Lending Officer

**MARTIN J. WEISHAAR**  
Chief Operating Officer and General Counsel

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Chief Commercial Officer

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Market President, Commercial Banking

**KENNETH M. HONECK**  
Chief Deposit Officer

**MONICA M. BOLIN**  
Chief Risk Officer

**TIFFANY M. O'LEARY**  
Chief Financial Officer



Where You Want To Be.



## ***LIBERTY BANCORP, INC.***

Where You Want To Be.

### ***BANKLIBERTY LOCATIONS***

LIBERTY ◊ PLATTE CITY ◊ SHOAL CREEK ◊ INDEPENDENCE ◊  
BOARDWALK ◊ GLADSTONE ◊ PARKVILLE ◊ NORTH KANSAS CITY ◊  
ENGLISH LANDING ◊ RIVERSIDE ◊ CLAYCOMO



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