Oklahoma
Banking Department

2012 Annual Report

Banking Department

Annual Report

Fiscal Year Ending June 30, 2012

Mick Thompson
Commissioner

Special Thanks to:

Deron Brubaker, Rhonda Bruno, Dudley Gilbert, Sherbie Kiffin, Debbie Moore, Angela Morris, Regina Rainey, Tony Reel, Diane Ries, and Terry Slagle of the State Banking Department for the preparation and submission of the material used in this report and other contributions to the process of creating a finished product.

This publication is produced by the Oklahoma State Banking Department as authorized by the Commissioner pursuant to §212 of the Oklahoma Banking Code. An electronic copy of the Annual Report has been provided to the Oklahoma Department of Libraries and published on the State Banking Department's website at no cost to the Oklahoma Taxpayer.

MICK THOMPSON
BANK COMMISSIONER

MARY FALLIN
GOVERNOR

STATE OF OKLAHOMA

STATE BANKING DEPARTMENT

November 1, 2012

The Honorable Mary Fallin
Governor, State of Oklahoma
Room 212, State Capitol
Oklahoma City, Oklahoma 73105

Dear Governor Fallin:

Pursuant to Title 6 O.S., Section 212 of the Oklahoma Banking Code, I am pleased to submit the State Banking Department's 2012 Annual Report. This report contains information on the financial institutions the Department regulates as well as an update on the agency's budget and regulatory activities during the past year.

The State Banking Department is charged with regulating all state chartered banks, credit unions, savings and loan associations, trust companies, money order companies, and money transmission licensees in the State of Oklahoma. The total assets regulated by the State Banking Department are approximately $43 billion.

I hope you find this report informative and should you have any questions regarding the contents of this publication, please do not hesitate to contact me.

Sincerely,

Mick Thompson
Commissioner

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www.ok.gov/banking • FAX (405) 522-2993

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Department

MISSION

The mission of the State Banking Department is to allocate human and other resources to implement an effective regulatory program for financial institutions. The Department has been, and will continue to be, an advocate for financial institutions in the implementation of this program. However, our primary focus is to ensure the continuance of safe and sound financial practices in the State's financial institutions. It would follow that the financial services offered by these sound institutions would foster economic growth and meet the public demand for these services in their communities.

HOW MISSION IS ACCOMPLISHED

The Department is committed to the development of its staff through education, economic rewards, and the availability of a pleasant work environment. In that regard, the following objectives have been formulated by the Department:

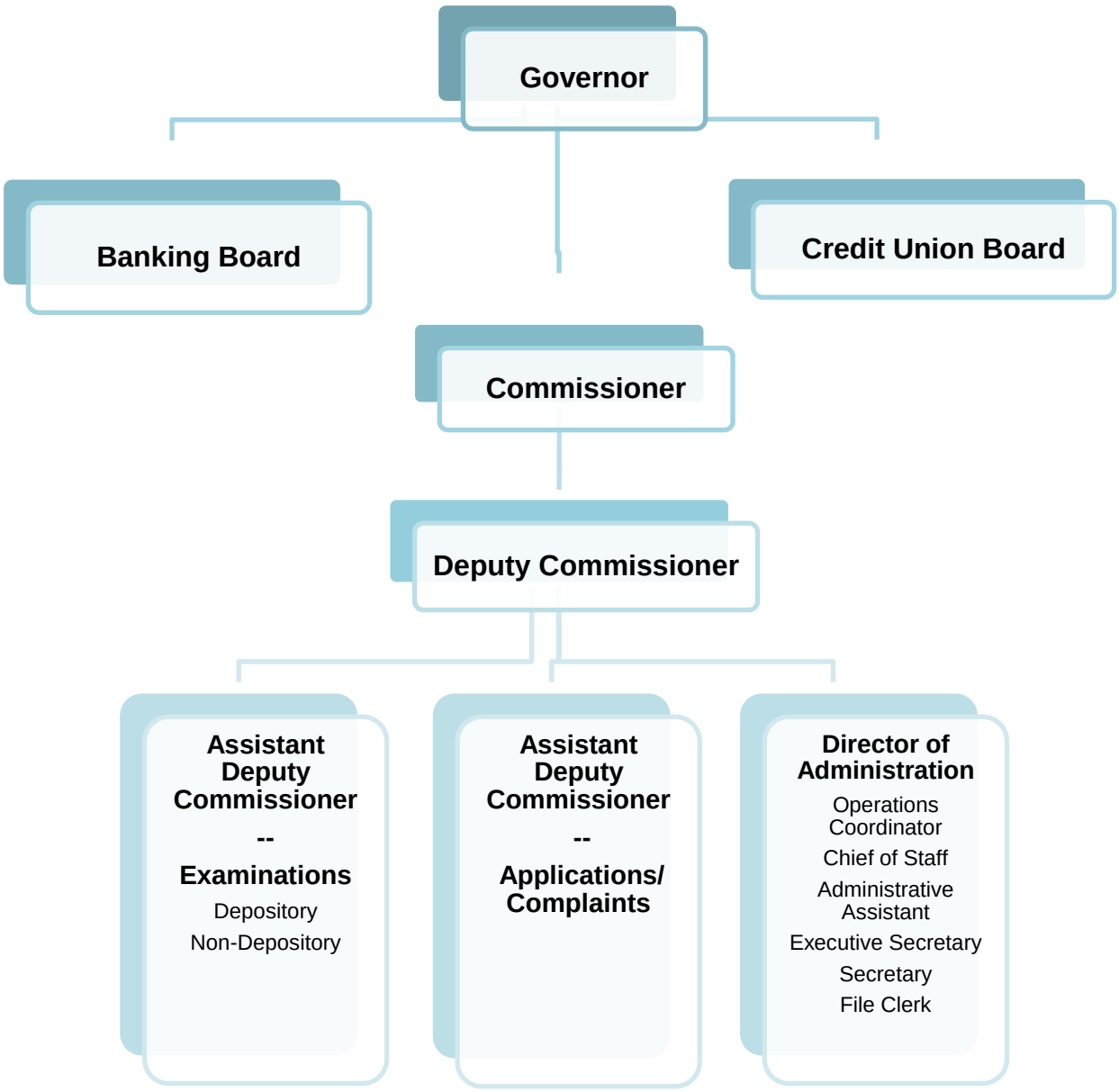
- To strengthen the examination program by improving examination methods and procedures and by improving research and development to stay abreast of changes within the financial industry;
- To improve training programs for Department personnel by more efficient utilization of funds and resources, enhancement of internal training programs, and early detection and identification of external schools and seminars to be attended;
- To improve communication among bank management, regulatory agencies, public entities, and the general public;
- To acquire and maintain the required physical and human resources to allow more efficient and consistent operation; and
- To improve the work environment, benefits, and morale of Department personnel in order to enhance staff motivation and satisfaction, improve productivity, and reduce turnover.

HOW MISSION IS MEASURED

To accomplish its mission, the Banking Department examines banks, credit unions, trust companies, and savings associations, and rates them based on safety and soundness. The Department also compares trends of capital requirements and assets of prior years. The Department can then recognize weaknesses and implement formal and informal supervisory action to ensure compliance with applicable laws and prevent the failure of a financial institution. The Department can also compare the results of each examination to evaluate the progress of each financial institution.

With respect to its supervision of money order companies and money transmitters, the Department supervises such institutions to assure they maintain adequate security (such as a surety bond) and net worth. The Department's supervision is directed at consumer protection and making sure that only those companies with sound business operations may conduct business in Oklahoma.

ORGANIZATIONAL CHART



DEPARTMENT PERSONNEL

Office Staff

Mick Thompson
Commissioner

Dudley Gilbert
Deputy Commissioner

Harold A. Reel
Assistant Deputy Commissioner

Sherbie Kiffin
Assistant Deputy Commissioner

Rhonda Bruno
Director of Administration

Regina Rainey
Chief of Staff

Deron Brubaker
Operations Coordinator

Angela Morris
Administrative Assistant

Deborah Moore
Executive Secretary

Diane Ries
Secretary

Holly Wingfield
Secretary

Zenia Fiddes
Clerk

Examination Staff

Regional Examiners
Jeffrey Bagby
K. Paul Qualls

Examiners
Chuck Harryman
Justin Moore
Brooke Tripp
Ashley Wilson
Morris Wilson

Senior Examiners
Wayne Arbuthnot
R. Kurt Blair
Roger Brock
Shawn Burcham
Mike Faulkenberry
Deloris Finley
Kenneth Fisher
Kandace Huston
Daryl Jones
Doyle Jones
Michael Kellum

Senior Examiners
Lance Lassiter
Carter Mathews
Jonathan Morphis
Rick Nelson
Laurie Ridgway
Donna Shaw
Terry Slagle
Melanie Sparks
Michael Truitt
Randy Willard
Gwen Wright

THE SECOND REGULAR SESSION OF THE 53RD OKLAHOMA LEGISLATURE

The Banking Department did not seek passage of any specific legislation affecting the banking industry or the Department during the Second Regular Session of the 53rd Oklahoma Legislature. However, among the laws that were passed affecting the industry and/or the Banking Department was the following:

HB 2787 amended section 906 of the Oklahoma Banking Code (Title 6 O.S. § 906) to allow a bank or credit union to release the contents of a safe deposit box to the heirs of a deceased renter. The amended law prescribes the contents of an affidavit that must be signed by the heirs and presented to the bank or credit union.

Celebrating 20 Years of Excellence

- Appointed as Commissioner six times by four different Governors from two political parties (1992, 1996, 2000, 2004, 2008, 2012)
- OSBD accredited four times by CSBS (1994, 1999, 2004, 2009)
- Chairman of CSBS (2003-2004)
- Chairman of CSBS District IV
- CSBS Board of Directors Chairman Emeritus
- OBA Chairman Award recipient (1995, 2008)
- CBAO Chairman Award recipient (2011)
- FFIEC State Liaison (2006)
- Graduate School of Banking at Colorado former Board Member and current Trustee Advisor to the Board

---

- Performance-Based Adjustment Program (2001)
- Skill-Based Adjustment Program (2005)
- Examiner Certification Program (2005)
- Flex Schedule policy adopted (2008)

- Interstate Branching implemented (1994)
- Enacted the Multistate Trust Institution Act (1998)
- Statewide de novo branching (2000)
- Information Sharing among Banking, Securities, and Insurance Departments (2000)
- Became a self-funded agency (2003)
- Supervision of Money Transmitters (2006)
- Modernization of the Banking Code (1997, 2007)
- Complete review and revision of Banking Rules (2008) and Credit Union Rules (2009)
- Transfer of Cemetery Trust regulation to the Oklahoma State Insurance Department (2010)

- Constructed the first building of the Lincoln Boulevard Renaissance Project (2008)
- Unveiled new Department flag and logo (2008)
- Relocated Tulsa Field Office (2011)
- Installed solar panel covered parking to lower utility bills (2011)

- Fifty (50) national bank conversions (1993 through June, 2012)
- Seventeen (17) years of no bank failures (1992 – 2009)
- $30 Billion increase in assets under supervision
- Lowered assessments on banks from 23¢ per $1,000 in 1992 to 14¢ per $1,000 in 2011
- Reduced assessments on the first $100 million by 22% in 2011

COMPARATIVE STATEMENT OF EXPENDITURES AND RECEIPTS

EXPENDITURES	FY-12	FY-11
Personal Services	$4,873,439	$4,615,922
Professional Services	72,486	48,124
Travel	474,160	410,203
Equipment	141,381	57,498
Other Operating Expenses	265,922	249,601
TOTAL	**$5,827,388**	**$5,381,348**

RECEIPTS	FY-12	FY-11
Assessments Deposited into GRF	**$644,231**	**$653,400**
Assessments and Fees Deposited into the Banking Department's Revolving Funds		
- Banks	**5,650,949**	**5,767,378**
- Trust Companies	**153,184**	**146,693**
- Credit Unions	**662,997**	**622,703**
- Savings and Loan Associations	**2,030**	**2,043**
- Money Order Companies	**26,300**	**36,940**
- Money Transmitter Companies	**183,550**	**176,300**
- Misc. Fees	**1,913**	**763**
TOTAL ASSESSMENTS & FEES	**$7,325,154**	**$7,406,220**

INSTITUTIONS SUPERVISED

as of June 30, 2012

Type of Institutions	Number of Institutions	Examinations Performed 7/1/2011 to 6/30/2012
Commercial Banks*	169	62
Bank Trust Departments		
- Active	22	6
- Inactive**	8	N/A
Savings and Loans	1	1
Trust Companies	9	7
Credit Unions	19	17
Money Order Companies #	23	23
Money Transmitter Companies ##	47	47
Total	298	163

**Commercial banks: 50 were independent exams and 12 joint with FDIC or Federal Reserve.*

***Trust Departments endowed with trust powers which do not at present provide fiduciary supervision for any trust accounts.*

 # Money Order licensees submit audited financial statements at the time their license is renewed. The statements are reviewed internally along with other documentation required by statute at the time.

Money Transmitter licensees are examined annually upon renewal of their license. The Banking Department reviews each licensee for purposes of financial safety and soundness. The Banking Department has entered into agreements with the Oklahoma Bureau of Narcotics and Dangerous Drugs Control and the Federal Department of Homeland Security to conduct investigations of agent locations for purposes of criminal conduct.

Banks

STATE BANKING BOARD

Mick Thompson, Chairman
State Bank Commissioner
Oklahoma City
Term expires September 1, 2016

Sandy Bracken
VP & CFO
First Liberty Bank
Oklahoma City
Term expires May 6, 2018

Chris Conn
Senior Executive Vice President
The F&M Bank & Trust Company
Tulsa
Term expires June 1, 2015

Gordon Greer
Vice Chairman
BancFirst
Tulsa
Term expires June 1, 2017

Bradley Krieger
EVP – Regional Manager
Arvest Bank
Oklahoma City
Term expires June 1, 2014

Bob Newcomb
Vice Chairman of the Board
Bank of Western Oklahoma
Elk City
Term expires June 1, 2013

Michael Spradling
Lay Member
Sand Springs
Term expires June 1, 2018

CONSOLIDATED REPORT OF CONDITION

OKLAHOMA STATE CHARTERED BANKS

as of December 31, 2011

Number of Banks – 169

ASSETS	Thousands of Dollars
Cash and Due from Banks	4,568,818
Securities	6,707,917
Federal Funds Sold	642,453
Loans – Net of Reserve	23,442,010
Bank Premises – F&F	783,797
Other Real Estate Owned	243,321
Intangible Assets	268,068
Other Assets	947,110
TOTAL ASSETS	**37,603,494**

LIABILITIES	Thousands of Dollars
DEPOSITS	
Noninterest-bearing Deposits	7,625,330
Interest-bearing Accounts	24,708,384
TOTAL DEPOSITS	**32,333,714**
Federal Funds Purchased	430,415
Other Borrowed Money	767,327
Subordinated Notes and Debentures	18,750
Other Liabilities	179,844
TOTAL LIABILITIES	**33,730,050**

EQUITY CAPITAL	Thousands of Dollars
Preferred Stock	22,000
Common Stock	136,109
Surplus	1,457,471
Undivided Profits	2,255,946
Noncontrolling Interests in Consolidated Subs.	1,918
TOTAL EQUITY CAPITAL	**3,873,444**
TOTAL LIABILITIES, PREFERRED STOCK AND EQUITY CAPITAL	**37,603,494**

	12-31-2011	12-31-2010	12-31-2009
Percentage of Total Capital to Total Assets	10.30%	10.08%	10.07%
Percentage of Total Capital to Total Deposits	11.98%	11.82%	11.97%
Percentage of Total Loans to Total Deposits	72.50%	76.80%	79.96%
Percentage of Cash Reserve to Total Deposits	14.13%	11.75%	10.51%

CONSOLIDATED REPORT OF CONDITION

OKLAHOMA STATE CHARTERED BANKS

as of June 30, 2012

Number of Banks – 169

ASSETS	Thousands of Dollars
Cash and Due from Banks	4,550,237
Securities	7,275,440
Federal Funds Sold	704,183
Loans – Net of Reserve	24,196,369
Bank Premises – F&F	813,580
Other Real Estate Owned	228,838
Intangible Assets	275,431
Other Assets	960,708
TOTAL ASSETS	**39,004,786**

LIABILITIES	Thousands of Dollars
DEPOSITS	
Noninterest-bearing Deposits	7,960,887
Interest-bearing Accounts	25,694,934
TOTAL DEPOSITS	**33,655,821**
Federal Funds Purchased	404,532
Other Borrowed Money	700,793
Subordinated Notes and Debentures	11,750
Other Liabilities	206,210
TOTAL LIABILITIES	**34,979,106**

EQUITY CAPITAL	Thousands of Dollars
Preferred Stock	22,000
Common Stock	135,804
Surplus	1,474,905
Undivided Profits	2,391,344
Noncontrolling Interests in Consolidated Subs.	1,627
TOTAL EQUITY CAPITAL	**4,025,680**
TOTAL LIABILITIES, PREFERRED STOCK AND EQUITY CAPITAL	**39,004,786**

	6-30-2012	6-30-2011	6-30-2010
Percentage of Total Capital to Total Assets	10.32%	10.16%	10.32%
Percentage of Total Capital to Total Deposits	11.96%	11.85%	12.20%
Percentage of Total Loans to Total Deposits	71.89%	73.45%	78.23%
Percentage of Cash Reserve to Total Deposits	13.52%	13.34%	10.96%

CONSOLIDATED REPORT OF CONDITION

OKLAHOMA STATE CHARTERED BANKS

Selected Performance and Condition Ratios

	6-30-2012	12-31-2011	6-30-2011	12-31-2010	6-30-2010	12-31-2009
Number of Banks Reporting	169	169	168	171	173	174
Unprofitable Banks	3.55%	5.92%	3.57%	8.77%	7.51%	11.49%
Banks with Earnings Gains	72.78%	63.31%	59.52%	57.31%	58.38%	44.25%
Yield on Earning Assets	4.58%	4.84%	4.89%	5.23%	5.29%	5.63%
Net Interest Margin	3.95%	4.03%	4.02%	4.14%	4.14%	4.15%
Noninterest Inc./Earning Assets	1.10%	1.09%	1.13%	1.19%	1.13%	1.15%
Noninterest Exp./Earning Assets	3.39%	3.44%	3.42%	3.57%	3.50%	3.59%
Net Operating Income to Assets	1.14%	1.01%	1.15%	1.01%	1.04%	0.92%
Cash Dividends to Net Income	45.49%	55.27%	45.89%	60.85%	45.76%	80.72%
Return on Assets (ROA)	1.20%	1.06%	1.22%	1.02%	1.05%	0.93%
Return on Equity (ROE)	11.66%	10.43%	12.05%	10.02%	10.27%	9.26%
Loan Loss Reserve to Loans	1.61%	1.57%	1.48%	1.46%	1.44%	1.33%
Noncurrent Loans to Loans	1.63%	1.89%	1.90%	1.98%	2.08%	1.96%
Core Capital (Leverage) Ratio	9.42%	9.44%	9.27%	9.29%	9.39%	9.24%
Tier 1 Risk-Based Capital Ratio	13.72%	13.65%	13.37%	13.01%	12.80%	12.37%
Total Risk-Based Capital Ratio	14.90%	14.87%	14.59%	14.22%	14.01%	13.52%

SUMMARY OF CHANGES

OKLAHOMA STATE CHARTERED BANKS

July 1, 2011 through June 30, 2012

TOTAL STATE CHARTERED BANKS AS OF JUNE 30, 2011	**168**
NEW BANK CHARTERS	**0**
CONVERSIONS TO STATE BANKS	**2**
CONVERSIONS TO NATIONAL BANKS	**0**
ACQUISITIONS	
- State Banks acquired by Other State Banks	**(1)**
MERGERS	
- State Banks merged into Other State Banks	**0**
- State Banks merged into National Banks	**0**
- State Banks merged into Federal Savings Banks	**0**
TOTAL STATE CHARTERED BANKS AS OF JUNE 30, 2012	**169**

Deputy Commissioner Dudley Gilbert

Dudley Gilbert came to the Oklahoma State Banking Department as General Counsel in May, 1999. Prior to joining the Banking Department, Dudley was a member of the law firm of Phillips Murrah, where his primary areas of practice included Banking Law and Consumer Financial Services Law. He received his education at Oklahoma State University (B.S. 1988) and at Oklahoma City University (J.D., *Summa cum laude* 1992). Dudley was promoted to Deputy Commissioner of the State Banking Department on January 1, 2012 and assumed full responsibility of the position upon Charles Griffith's retirement in March.

APPLICATIONS APPROVED BY THE BANK COMMISSIONER

July 1, 2011 through June 30, 2012

DE NOVO BRANCHES

- The First State Bank, Canute, Oklahoma: branch at 612 Willard Avenue, Canute, Oklahoma; approval date July 25, 2011
- Farmers & Merchants Bank, Crescent, Oklahoma: branch at 116 South Grand, Crescent, Oklahoma; approval date September 21, 2011
- The F&M Bank & Trust Company, Tulsa, Oklahoma: branch at 11970 N. Central Expressway, Suite 210, Dallas, Texas; approval date December 19, 2011
- BancFirst, Oklahoma City, Oklahoma: branch at 1200 N. Childrens Avenue, Oklahoma City, Oklahoma; approval date February 16, 2012
- BancFirst, Oklahoma City, Oklahoma: branch at 1264 S. Bryant, Edmond, Oklahoma; approval date May 11, 2012
- The F&M Bank & Trust Company, Tulsa, Oklahoma: branch at 5840 Northwest Highway, Dallas, Texas; approval date May 21, 2012

MAIN OFFICE RELOCATIONS

- The First State Bank, Canute, Oklahoma: from 612 Willard Avenue, Canute, Oklahoma to 3030 NW Expressway, Oklahoma City, Oklahoma; approval date July 25, 2011
- Farmers & Merchants Bank, Crescent, Oklahoma: from 116 S. Grand, Crescent, Oklahoma to 17100 N. May Avenue, Edmond , Oklahoma; approval date September 21, 2011
- American Bank and Trust Company, Tulsa, Oklahoma: from 6100 South Yale to 6011 South Urbana, Tulsa, Oklahoma; approval date October 29, 2011
- Armstrong Bank, Muskogee, Oklahoma: from 1111 West Broadway to 1201 West Okmulgee, Muskogee, Oklahoma; approval date November 29, 2011
- Patriot Bank, Broken Arrow, Oklahoma: from 1650 S. Elm Place, Broken Arrow, Oklahoma to 9292 S. Delaware, Tulsa, Oklahoma; approval date April 27, 2012

BRANCH RELOCATIONS

- The Community State Bank, Poteau, Oklahoma: from 211 Plum Street to 405 Highway 271, Wister, Oklahoma; approval date August 15, 2011
- RCB Bank, Claremore, Oklahoma: from 610 S. Kelly Avenue to NW corner of W. Edmond and Kelly Ave., Edmond, Oklahoma; approval date August 15, 2011
- Valliance Bank, Oklahoma City, Oklahoma: from 704 Wall Street to 1501 24th Avenue NW, Norman, Oklahoma; approval date January 6, 2012

BRANCH PURCHASE AND ASSUMPTIONS

- None

Applications Approved by the Bank Commissioner (continued)

ACQUIRED BRANCHES

- F&M Bank, Edmond, Oklahoma: acquired branch at 601 South Main Street, Kingfisher, Oklahoma; approval date June 8, 2012

OPERATING SUBSIDIARIES

- Citizens Security Bank & Trust Company, Bixby, Oklahoma: located at 5705 E. 71st Street, Tulsa, Oklahoma (Oklahoma Mortgage Lenders); approval date September 16, 2011
- Armstrong Bank, Muskogee, Oklahoma: located at 1111 West Broadway, Muskogee, Oklahoma (PDG Enterprises, LLC); approval date September 16, 2011
- Exchange Bank and Trust Company, Perry, Oklahoma: located at 523 Delaware, Perry, Oklahoma (Jorge Holdings, LLC); approval date December 2, 2011
- American Bank of Oklahoma, Collinsville, Oklahoma: located at 2 West 2nd Street, Suite 900, Tulsa (CMS Holdings, LLC); approval date April 20, 2012

LOAN PRODUCTION/DEPOSIT PRODUCTION OFFICES

- The F&M Bank & Trust Company, Tulsa, Oklahoma: office at 6305 N. Waterford Blvd., Suite 470, Oklahoma City, Oklahoma; approval date September 16, 2011
- The Bank of Union, El Reno, Oklahoma: office at 3705 West Memorial Road, Suite 1410, Oklahoma City, Oklahoma; approval date December 12, 2011
- CrossFirst Bank, Leawood, Kansas: office at 5001 Gaillardia Corporate Place, Oklahoma City, Oklahoma; approval date June 15, 2012

TRUST ASSETS PURCHASE AND ASSUMPTIONS

- The Trust Company of Oklahoma, Tulsa, Oklahoma: purchase trust assets of The F&M Bank & Trust Company , Tulsa, Oklahoma; approval date December 15, 2011

BANK PURCHASE AND ASSUMPTIONS

- None

NAME CHANGES

- Farmers & Merchants Bank, Crescent, Oklahoma; corporate name change to F&M Bank; approval date September 21, 2011

APPLICATIONS APPROVED BY THE STATE BANKING BOARD

July 1, 2011 through June 30, 2012

NEW BANK CHARTERS

- None

CONVERSIONS FROM NATIONAL BANKS TO STATE BANKS

- The First National Bank of Texhoma, Texhoma, Oklahoma; approval date November 16, 2011
- Yukon National Bank, Yukon, Oklahoma; approval date May 16, 2012

MERGERS

- F&M Bank, N.A., Oklahoma City, Oklahoma: merger with and into Farmers & Merchants Bank, Crescent, Oklahoma; approval date September 21, 2011
- Okemah National Bank, Okemah, Oklahoma: merger with and into BancFirst, Oklahoma City, Oklahoma; approval date September 21, 2011
- 1st Bank Oklahoma, Claremore, Oklahoma: merger with and into BancFirst, Oklahoma City, Oklahoma; approval date January 18, 2012
- Valliance Bank, McKinney Texas: merger with and into Valliance Bank, Oklahoma City, Oklahoma; approval date June 20, 2012

ACQUIRED BRANCHES

- Farmers & Merchants Bank, Crescent, Oklahoma: acquired branch at 11000 Surrey Hills Boulevard, Yukon, Oklahoma; approval date September 21, 2011
- BancFirst, Oklahoma City, Oklahoma: acquired branch at 302 West Broadway Street, Okemah, Oklahoma; approval date September 21, 2011
- BancFirst, Oklahoma City, Oklahoma: acquired branch at 1698 South Lynn Riggs Boulevard, Claremore, Oklahoma; approval date January 18, 2012
- Valliance Bank, Oklahoma City, Oklahoma: acquired branch at 5900 S. Lake Forest Drive, McKinney, Texas: approval date June 20, 2012

BRANCH RELOCATION

- ONB Bank & Trust Company, Tulsa, Oklahoma: from 3501 French Park Drive to 1358 East 15th, Edmond, Oklahoma; approval date September 21, 2011

DE NOVO BRANCHES

- None

MAIN OFFICE RELOCATIONS

- None

OKLAHOMA STATE CHARTERED BANKS

as of June 30, 2012

Total Number of Banks – 169

Ada
- Citizens Bank of Ada

Allen
- Farmers State Bank, Allen, Oklahoma

Altus
- Stockmans Bank

Alva
- Alva State Bank & Trust Company
- Community Bank

Anadarko
- Anadarko Bank and Trust Company
- First State Bank

Antlers
- FirstBank

Ardmore
- Citizens Bank and Trust Company of Ardmore

Arnett
- Farmers and Merchants Bank

Atoka
- AmeriState Bank

Beaver
- The Bank of Beaver City
- The First Security Bank

Bethany
- First Bethany Bank & Trust

Bixby
- Citizens Security Bank & Trust Company

Blair
- Peoples State Bank

Boise City
- The First State Bank

Bristow
- Community Bank

Broken Arrow
- AVB Bank
- Patriot Bank

Broken Bow
- 1st Bank & Trust

Buffalo
- Oklahoma State Bank

Burns Flat
- Washita State Bank

Calumet
- AllNations Bank

Canton
- Community State Bank of Canton

Carnegie
- The Farmers Bank

Carney
- The Carney State Bank

Chandler
- First Bank of Chandler

Chelsea
- Bank of Commerce

Cherokee
- ACB Bank
- Farmers Exchange Bank

Cheyenne
- Security State Bank

Chickasha
- Chickasha Bank & Trust Company

Chouteau
- Bank of Commerce

Claremore
- RCB Bank

Cleo Springs
- Cleo State Bank

Cleveland
- The Cleveland Bank

Clinton
- First Bank and Trust Company
- Oklahoma Bank and Trust Company

Collinsville
- American Bank of Oklahoma

Commerce
- First State Bank

Cordell
- Bank of Cordell

Cushing
- Bank of Cushing and Trust Company

Duke
- Farmers & Merchants Bank

Duncan
- Bank of Commerce
- First Bank & Trust Co.

Durant
- First United Bank and Trust Company

Edmond
- The Citizens Bank of Edmond
- F&M Bank
- First Commercial Bank
- Kirkpatrick Bank
- Prime Bank

El Reno
- The Bank of Union

Elk City
- Bank of Western Oklahoma

Elmore City
- First State Bank

Erick
- First American Bank

Eufaula
- Bank of Eufaula

Fairfax
- The First State Bank

Fairland
- The First Bank of Fairland

Fort Cobb
- Washita Valley Bank

Fort Gibson
- Fort Gibson State Bank

Freedom
- The Freedom State Bank

Grandfield
- First State Bank

Grove
- Bank of Grove
- Grand Savings Bank

Guthrie
- Oklahoma State Bank

Guymon
- Bank of the Panhandle

Hennessey
- Community State Bank

Henryetta
- American Exchange Bank

Hinton
- Legacy Bank

Hopeton
- The Hopeton State Bank

Hulbert
- Bank of Cherokee County

Hydro
- Bank of Hydro

Keyes
- High Plains Bank

Kremlin
- The Bank of Kremlin

Lamont
- The State Exchange Bank

Laverne
- Bank of Laverne

Lindsay
- American Exchange Bank, Lindsay, Oklahoma

Locust Grove
- Bank of Locust Grove

Maysville
- Farmers and Merchants Bank

Medford
- Grant County Bank

Miami
- Security Bank and Trust Company

Morris
- The Morris State Bank

Morrison
- Citizens State Bank

Muskogee
- Armstrong Bank

Noble
- First State Bank

Norman
- Great Nations Bank
- Republic Bank & Trust

Nowata
- Regent Bank

Okarche
- The First Bank of Okarche

Okeene
- State Guaranty Bank

Okemah
- The Citizens State Bank

Oklahoma City
- All America Bank
- BancFirst
- Bank 2
- Bank 7
- The Bankers Bank
- Coppermark Bank
- First Enterprise Bank
- First Liberty Bank
- First Security Bank and Trust Company
- The First State Bank
- Frontier State Bank
- InterBank
- NBC Oklahoma
- Valliance Bank

Oologah
- Lakeside State Bank

Owasso
- First Bank of Owasso

Pawhuska
- Citizens Bank of Oklahoma

Perkins
- The Payne County Bank

Perry
- Exchange Bank and Trust Company
- First Bank & Trust Company, Perry, Oklahoma

Pond Creek
- The First State Bank

Porter
- The First State Bank of Porter

Poteau
- The Community State Bank

Pryor
- Century Bank of Oklahoma
- First Pryority Bank

Purcell
- First American Bank
- McClain Bank

Quinton
- The Farmers State Bank

Roff
- Oklahoma Heritage Bank

Ryan
- The First State Bank
- Peoples Bank and Trust Company

Salina
- Lakeside Bank of Salina

Sapulpa
- American Heritage Bank

Sentinel
- Southwest State Bank

Skiatook
- The Exchange Bank

Snyder
- Bank of the Wichitas

Spencer
- Advantage Bank

Spiro
- Spiro State Bank

Stilwell
- Bank of Commerce

Stonewall
- First American Bank

Sulphur
- Community Bank of the Arbuckles

Tahlequah
- First State Bank

Temple
- First State Bank in Temple

Texhoma
- Anchor D Bank

Thomas
- The Bank of the West

Tulsa
- American Bank and Trust Company
- The F & M Bank & Trust Company
- First Oklahoma Bank
- Freedom Bank of Oklahoma
- Grand Bank
- ONB Bank and Trust Company
- Peoples Bank
- Security Bank
- SpiritBank
- Summit Bank

Tuttle
- Sooner State Bank

Valliant
- First State Bank

Verden
- The Bank of Verden

Vici
- Bank of Vici

Vinita
- Oklahoma State Bank

Wagoner
- The American Bank
- First Bank & Trust Company

Walters
- Walters Bank and Trust Company

Watonga
- Cornerstone Bank
- First State Bank

Waynoka
- First State Bank

Welch
- Welch State Bank of Welch, Okla.

Westville
- Peoples Bank

Wewoka
- Security State Bank of Wewoka, Oklahoma

Wilburton
- Latimer State Bank
- Wilburton State Bank

Woodward
- The Stock Exchange Bank

Wyandotte
- Bank of Wyandotte

Wynnewood
- The State Bank of Wynnewood

Yukon
- Bank of Commerce
- First State Bank
- YNB

OKLAHOMA STATE CHARTERED BANKS WITH BRANCH OFFICES

as of June 30, 2012

CITY	BANK	BRANCH LOCATION
A		
Ada	▪ Citizens Bank of Ada	Ada (2)
Altus	▪ Stockmans Bank	Gould, Hollis, Mangum
Alva	▪ Alva State Bank & Trust Company	Burlington, Enid
Anadarko	▪ Anadarko Bank and Trust Company	Anadarko, Binger
	▪ First State Bank	Gracemont
Antlers	▪ FirstBank	Atoka, Coalgate, Hugo
Ardmore	▪ Citizens Bank and Trust Company of Ardmore	Ardmore, Dickson
Atoka	▪ AmeriState Bank	Atoka, Texas branch in Sherman
B		
Beaver	▪ The Bank of Beaver City	Forgan, Turpin, Kansas branch in Liberal
	▪ The First Security Bank	Beaver
Bethany	▪ First Bethany Bank & Trust	Oklahoma City
Bixby	▪ Citizens Security Bank & Trust Company	Bixby, Haskell, Jenks, Muskogee (2), Okmulgee, Tulsa, Wetumka
Blair	▪ Peoples State Bank	Lawton
Broken Arrow	▪ AVB Bank	Broken Arrow
Broken Bow	▪ 1st Bank & Trust	Broken Bow (1), Wright City
Buffalo	▪ Oklahoma State Bank	Gage
C		
Calumet	▪ AllNations Bank	Shawnee
Chelsea	▪ Bank of Commerce	Adair, Catoosa, Tulsa
Cherokee	▪ ACB Bank	Garver, Waukomis
	▪ Farmers Exchange Bank	Helena, Tonkawa, Wakita
Cheyenne	▪ Security State Bank	Hammon
Chickasha	▪ Chickasha Bank & Trust Company	Apache, Blanchard, Cement, Tuttle
Claremore	▪ RCB Bank	Blackwell, Broken Arrow (2), Catoosa (2), Claremore (3), Collinsville, Edmond, Inola, Oklahoma City (2), Owasso (2), Ponca City (4), Pryor (2), Skiatook
Cleo Springs	▪ Cleo State Bank	Carmen, Jet, Meno
Clinton	▪ Oklahoma Bank and Trust Company	Arapaho
Collinsville	▪ American Bank of Oklahoma	Muskogee (2), Ramona, Skiatook
Cushing	▪ Bank of Cushing and Trust Company	Cushing

BRANCH OFFICES (continued)

CITY	BANK	BRANCH LOCATION
D		
Duncan	▪ First Bank & Trust Co.	Ardmore (3), Duncan, Healdton, Norman, Waurika
Durant	▪ First United Bank and Trust Company	Ada (2), Bokchito, Calera, Colbert, Durant (3), Holdenville, Hugo, Madill, Oklahoma City, Pauls Valley, Sapulpa (2), Seminole, Shawnee (2), Tecumseh, Wewoka; Texas branches in Denton (3), Krum, McKinney, Sanger
E		
Edmond	▪ The Citizens Bank of Edmond	Edmond (3)
	▪ F&M Bank	Crescent, Edmond, Guthrie (2), Kingfisher, Piedmont, Yukon
	▪ First Commercial Bank	Norman, Oklahoma City (4); Colorado branches in Colorado Springs, Englewood, Littleton, Lone Tree
	▪ Kirkpatrick Bank	Edmond (2), Oklahoma City; Colorado branch in Colorado Springs
El Reno	▪ The Bank of Union	Union City
Elk City	▪ Bank of Western Oklahoma	Cordell, Geary, Vici, Weatherford, Woodward
F		
Fairfax	▪ The First State Bank	Ralston
G		
Grandfield	▪ First State Bank	Davidson
Grove	▪ Grand Savings Bank	Jay (2)
Guthrie	▪ Oklahoma State Bank	Coyle, Edmond, Mulhall
H		
Hennessey	▪ Community State Bank	Cashion, Dover
Hinton	▪ Legacy Bank	Binger, Blanchard, Duncan, Edmond, Elk City, Marlow, Newcastle, Oklahoma City, Weatherford
Hulbert	▪ Bank of Cherokee County	Park Hill, Tahlequah
Hydro	▪ Bank of Hydro	Eakly
K		
Keyes	▪ High Plains Bank	Alva, Boise City, Cordell
Kremlin	▪ The Bank of Kremlin	Drummond, Enid (2), Goltry

BRANCH OFFICES (continued)

CITY	BANK	BRANCH LOCATION
M		
Miami	▪ Security Bank and Trust Company	Miami
Morrison	▪ Citizens State Bank	Stillwater (2)
Muskogee	▪ Armstrong Bank	Bartlesville, Checotah, Dewey, Fort Gibson, Gore, Keys, Muldrow, Muskogee (2), Park Hill, Pawnee, Stilwell, Tahlequah (2), Vian, Wagoner, Warner
N		
Noble	▪ First State Bank	Norman
Norman	▪ Republic Bank & Trust	Norman (2), Oklahoma City
Nowata	▪ Regent Bank	Nowata, South Coffeyville, Tulsa
O		
Okemah	▪ The Citizens State Bank	Paden
Oklahoma City	▪ All America Bank	Mustang
	▪ BancFirst	Ardmore (2), Bartlesville, Blackwell (2), Chandler, Chattanooga, Claremore, Coweta, Davenport, Del City, Duncan (3), Frederick (2), Glenpool, Guthrie (2), Harrah, Hobart (2), Hugo, Jenks, Jones, Kingfisher (2), Kingston, Konawa, Lawton (4), Lone Wolf, Madill, Marietta (2), Marlow (2), McAlester (2), McLoud, Meeker, Moore (2), Muskogee (3), Nicoma Park (2), Norman (3), Okemah, Oklahoma City (14), Piedmont, Prague, Sand Springs (2), Seminole (2), Shawnee (3), Stillwater (4), Stratford, Stroud, Sulphur, Tahlequah (3), Tecumseh, Tishomingo, Tulsa (6), Weatherford
	▪ Bank 7	Camargo, Medford, Woodward (2)
	▪ The Bankers Bank	Texas branch in McKinney
	▪ Coppermark Bank	Edmond, Norman, Oklahoma City (4); Texas branches in Dallas (2)
	▪ First Enterprise Bank	Oklahoma City (3)
	▪ The First State Bank	Canute
	▪ InterBank	Clinton, Edmond (2), El Reno (2), Elk City, Enid, Guthrie (2), Hennessey, Hobart, Kingfisher (2), Oklahoma City (4), Sayre; Texas branches in Borger, Breckenridge, Canadian, Childress, Coleman, Follett, Friona, Graham, Olney, Panhandle, Seymour, Stinnett, Vega

BRANCH OFFICES (continued)

CITY	BANK	BRANCH LOCATION
Oklahoma City (Cont'd)	▪ NBC Oklahoma	Altus (4), Duncan, Enid, Kingfisher, Oklahoma City, Tulsa
	▪ Valliance Bank	Norman
Oologah	▪ Lakeside State Bank	Chelsea
Owasso	▪ First Bank of Owasso	Owasso (2)
P		
Perry	▪ Exchange Bank and Trust Company	Stillwater
	▪ First Bank & Trust Company, Perry, Oklahoma	Billings, Covington
Pond Creek	▪ The First State Bank	Enid
Porter	▪ The First State Bank of Porter	Locust Grove
Poteau	▪ The Community State Bank	Poteau, Spiro, Talihina, Wister
Pryor	▪ Century Bank of Oklahoma	Pryor, Tulsa (2)
Purcell	▪ First American Bank	Garber, Maysville, Moore, Newcastle,
	▪ McClain Bank	Lexington, Noble, Norman, Purcell
Q		
Quinton	▪ The Farmers State Bank	Red Oak, Stigler
R		
Roff	▪ Oklahoma Heritage Bank	Byng
S		
Sapulpa	▪ American Heritage Bank	Beggs, Cleveland, Glenpool, Kiefer, Kellyville, Mannford, Mounds, Sand Springs (2), Sapulpa, Tulsa (2), Yale
Skiatook	▪ The Exchange Bank	Owasso, Sperry
Snyder	▪ Bank of the Wichitas	Cache, Elgin
Spencer	▪ Advantage Bank	Midwest City
Spiro	▪ Spiro State Bank	Talihina
Sulphur	▪ Community Bank of the Arbuckles	Davis
T		
Tahlequah	▪ First State Bank	Keys
Texhoma	▪ Anchor D Bank	Goodwell, Guymon
Thomas	▪ The Bank of the West	Clinton, Leedey, Oklahoma City
Tulsa	▪ American Bank and Trust Company	Tulsa
	▪ The F & M Bank & Trust Company	Owasso, Tulsa (6)
	▪ First Oklahoma Bank	Glencoe, Tulsa
	▪ Grand Bank	Bixby, Claremore

BRANCH OFFICES (continued)

CITY	BANK	BRANCH LOCATION
Tulsa (Cont'd)	▪ ONB Bank and Trust Company	Edmond, Owasso, Sapulpa, Stillwater, Tulsa (3)
	▪ Peoples Bank	Tulsa
	▪ SpiritBank	Bristow, Cushing, Depew, Drumright, Edmond (1), Oilton, Oklahoma City, Sapulpa, Stillwater, Stroud, Tulsa (3)
	▪ Summit Bank	Oklahoma City
Tuttle	▪ Sooner State Bank	Konawa, Newcastle, The Village
V		
Vinita	▪ Oklahoma State Bank	Afton, Langley
W		
Wagoner	▪ First Bank & Trust Company	Disney, Grove, Ketchum, Luther
Watonga	▪ Cornerstone Bank	Geary, Mustang, Oklahoma City, Watonga
Welch	▪ Welch State Bank of Welch, Okla.	Miami
Westville	▪ Peoples Bank	Arkansas branch in West Siloam Springs
Wilburton	▪ Wilburton State Bank	Wilburton
Woodward	▪ The Stock Exchange Bank	Woodward (2)
Y		
Yukon	▪ Bank of Commerce	El Reno, Mustang, Yukon
	▪ YNB	Bethany, Mustang, Yukon (2)

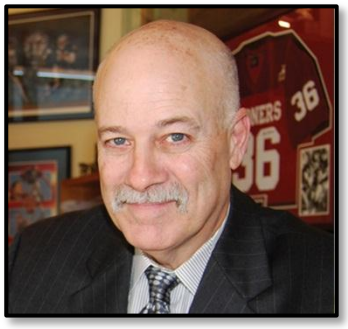
Credit Unions

STATE CREDIT UNION BOARD

Mick Thompson
State Bank Commissioner
Oklahoma City
Term expires September 1, 2016

Jason Boesch
Manager
Oklahoma RE&T Employees Credit Union
Oklahoma City
Term expires October 11, 2013

Richard Forshee
Attorney
Williams, Box, Forshee, & Bullard
Oklahoma City
Term expires October 11, 2012



Mark W. Kelly
President and CEO
Oklahoma Employees Credit Union
Oklahoma City
Term expires October 1, 2014

Gina Wilson
President and CEO
Oklahoma Central Credit Union
Tulsa
Term expires October 11, 2015

CONSOLIDATED REPORT OF CONDITION

OKLAHOMA STATE CHARTERED CREDIT UNIONS

as of December 31, 2011

Number of Credit Unions – 19
Corporate Credit Unions – None

ASSETS	Thousands of Dollars
Cash, Cash Equivalents and Cash on Deposit	214,555
Total Loans	2,168,601
Loans Held for Sale	722
Less: Allowance for Loan Losses	(24,618)
Total Investments (Market Value, AFS only)	1,445,064
Land & Building (Net of Depreciation)	92,827
Other Fixed Assets	8,795
Other Real Estate Owned	6,877
Share Insurance Capitalization Deposit	30,574
Other Assets (including Share Insurance Fund)	41,067
TOTAL ASSETS	**3,984,464**

LIABILITIES	Thousands of Dollars
Total Borrowings	206,124
Dividend/Interest Payable	734
Accounts Payable and Other Liabilities	39,408
TOTAL LIABILITIES	**246,266**
TOTAL SHARES AND DEPOSITS	**3,301,594**

EQUITY	Thousands of Dollars
Regular Reserves	69,179
Plus: Unrealized Gain on AFS Securities	14,729
Other Reserves and Miscellaneous Equity	5,562
Reserve for Nonconforming Investments	0
Undivided Earnings (including YTD Net Income)	347,134
TOTAL EQUITY	**436,604**
TOTAL LIABILITIES, SHARES, AND EQUITY	**3,984,464**

CONSOLIDATED REPORT OF CONDITION

OKLAHOMA STATE CHARTERED CREDIT UNIONS

as of June 30, 2012

Number of Credit Unions – 19
Corporate Credit Unions – None

ASSETS	Thousands of Dollars
Cash, Cash Equivalents and Cash on Deposit	220,028
Total Loans	2,366,751
Loans Held for Sale	3,683
Less: Allowance for Loan Losses	(25,516)
Total Investments (Market Value, AFS only)	1,475,780
Land & Building (Net of Depreciation)	95,941
Other Fixed Assets	9,729
Other Real Estate Owned	5,240
Share Insurance Capitalization Deposit	31,779
Other Assets (including Share Insurance Fund)	43,923
TOTAL ASSETS	**4,227,338**

LIABILITIES	Thousands of Dollars
Total Borrowings	229,523
Dividend/Interest Payable	686
Accounts Payable and Other Liabilities	44,170
TOTAL LIABILITIES	**274,379**
TOTAL SHARES AND DEPOSITS	**3,498,139**

EQUITY	Thousands of Dollars
Regular Reserves	69,161
Plus: Unrealized Gain on AFS Securities	14,677
Other Reserves and Miscellaneous Equity	5,364
Reserve for Nonconforming Investments	0
Undivided Earnings (including YTD Net Income)	365,618
TOTAL EQUITY	**454,820**
TOTAL LIABILITIES, SHARES, AND EQUITY	**4,227,338**

SUMMARY OF CHANGES

OKLAHOMA STATE CHARTERED CREDIT UNIONS

July 1, 2011 through June 30, 2012

CONVERSIONS

- Ada Federal Employees Credit Union, Ada, Oklahoma, converted to a federal credit union effective October 4, 2011, and changed name to Arbuckle Federal Credit Union.

MERGERS

- Woods Credit Union, Oklahoma City, Oklahoma, merged with and into Credit Union One, Oklahoma City, Oklahoma, effective August 1, 2011.

OKLAHOMA STATE CHARTERED CREDIT UNIONS

as of June 30, 2012

Total Number of Credit Unions - 19

Ada
- East Central Credit Union

Anadarko
- Cooperative Employees Credit Union

El Reno
- El Reno RIL Credit Union

McAlester
- McAlester Credit Union

Midwest City
- Midwest City Credit Union

Oklahoma City
- Allegiance Credit Union
- Credit Union One of Oklahoma
- FAA Credit Union
- Municipal Employees Credit Union
- Oklahoma Educators Credit Union
- Oklahoma Employees Credit Union
- Oklahoma R. E. & T. Employees Credit Union
- Teachers Credit Union
- WEOKIE Credit Union

Ponca City
- Cherokee Strip Credit Union

Tulsa
- Fire Fighters Credit Union
- Fraternal Order of Police Credit Union
- Oklahoma Central Credit Union
- Tulsa Teachers Credit Union

Trust Companies

OKLAHOMA STATE CHARTERED TRUST COMPANIES

as of June 30, 2012

CITY	TRUST COMPANY	BRANCHES
Duncan	▪ Investors Trust Company	0
Oklahoma City	▪ American First Title & Trust Company	0
	▪ Columbia Trust Co., L.L.C.	0
	▪ First American Title & Trust Company	7
	▪ Heritage Trust Company	0
	▪ MidFirst Trust Company	0
	▪ North Bay Trust Company	0
Tulsa	▪ AmeriTrust Corporation	0
	▪ The Trust Company of Oklahoma	4

Charles Griffith: the End of an Era

Charles R. Griffith began his career at the Banking Department shortly after his graduation from Oklahoma Baptist University in 1969 and has since dedicated 42+ years to state government service. He was hired as a Financial Examiner Trainee November 10, 1969, when lodging allowance was $6.00 per night and $0.09 was paid for mileage. He traveled with a typewriter and typed reports in the motel room at night. Charles was ultimately promoted numerous times during his career, ending with a promotion to Deputy Commissioner on May 1, 1990. After four decades of outstanding contributions to and efforts on behalf of the banking industry in the State of Oklahoma, Charles retired from the Oklahoma State Banking Department on March 1, 2012.

CONSOLIDATED REPORT OF CONDITION

OKLAHOMA STATE CHARTERED TRUST COMPANIES

as of December 31, 2011

Number of Trust Companies – 9

ASSETS	Thousands of Dollars
Cash & Due From Banks	36,380
Notes, Loans & Other Receivables	2,814
Stocks, Bonds, Securities & Investments	19,083
Trust Company Premises, Furniture, Fixtures, and Other Assets Representing Trust Company Premises	1,693
Other Real Estate	751
Investments in Subsidiaries	6,310
Title Records	2,064
Other Assets	2,903
TOTAL ASSETS	**71,998**

LIABILITIES	Thousands of Dollars
Certificates & Other Forms Representing Deposits of Individuals, Partnerships and Corporations	0
Certificates & Other Forms Representing Deposits of Government and Political Subdivisions	0
Accounts Payable	1,259
Notes Payable	0
Custodial and Escrow Accounts Payable	10,241
Reserve Provision for Taxes, Interest, etc.	1,460
Other Liabilities	197
TOTAL LIABILITIES	**13,157**

RESERVES ON LOANS & SECURITIES	Thousands of Dollars
Reserves for Bad Debt Losses on Loans	0
Reserves for Losses on Securities	0
TOTAL RESERVES ON LOANS & SECURITIES	**0**

CAPITAL ACCOUNTS	Thousands of Dollars
Capital Notes and Debentures (Specify interest & maturity each issue outstanding)	0
Preferred Stock-Total Par Value	0
Common Stock-Total Par Value	5,007
Surplus	37,279
Paid in Excess	0
Undivided Profits	(2,435)
Reserves for Contingency & Other Capital Reserves including Provisions for Abstract & Title Guarantees	18,990
TOTAL CAPITAL ACCOUNTS	**58,841**
TOTAL LIABILITIES, RESERVES & CAPITAL ACCOUNTS	**71,998**

CONSOLIDATED REPORT OF CONDITION

OKLAHOMA STATE CHARTERED TRUST COMPANIES

as of June 30, 2012

Number of Trust Companies – 9

ASSETS	Thousands of Dollars
Cash & Due From Banks	40,510
Notes, Loans & Other Receivables	2,777
Stocks, Bonds, Securities & Investments	19,930
Trust Company Premises, Furniture, Fixtures, and Other Assets Representing Trust Company Premises	1,616
Other Real Estate	0
Investments in Subsidiaries	9,216
Title Records	2,061
Other Assets	3,612
TOTAL ASSETS	**79,722**

LIABILITIES	Thousands of Dollars
Certificates & Other Forms Representing Deposits of Individuals, Partnerships and Corporations	734
Certificates & Other Forms Representing Deposits of Government and Political Subdivisions	0
Accounts Payable	2,508
Notes Payable	0
Custodial and Escrow Accounts Payable	12,187
Reserve Provision for Taxes, Interest, etc.	1,994
Other Liabilities	188
TOTAL LIABILITIES	**17,611**

RESERVES ON LOANS & SECURITIES	Thousands of Dollars
Reserves for Bad Debt Losses on Loans	0
Reserves for Losses on Securities	0
TOTAL RESERVES ON LOANS & SECURITIES	**0**

CAPITAL ACCOUNTS	Thousands of Dollars
Capital Notes and Debentures (Specify interest & maturity each issue outstanding)	0
Preferred Stock-Total Par Value	0
Common Stock-Total Par Value	3,854
Surplus	38,723
Paid in Excess	0
Undivided Profits	(2,090)
Reserves for Contingency & Other Capital Reserves including Provisions for Abstract & Title Guarantees	21,624
TOTAL CAPITAL ACCOUNTS	**62,111**
TOTAL LIABILITIES, RESERVES & CAPITAL ACCOUNTS	**79,722**

Savings & Loans

SAVINGS AND LOAN ADVISORY COUNCIL

Alvin C. Harrell

Chairman, President, and CEO

Home Savings and Loan Association of Oklahoma City

Oklahoma City

(Term ending at the pleasure of the State Bank Commissioner)

Russell Pembrook

President and CEO

Fairview Savings and Loan Association

Fairview

(Term ending at the pleasure of the State Bank Commissioner)

Harold A. Reel

Savings & Loan Administrator/
Assistant Deputy Commissioner

Oklahoma State Banking Department

Oklahoma City

(Term ending at the pleasure of the State Bank Commissioner)

OKLAHOMA STATE CHARTERED SAVINGS AND LOAN ASSOCIATIONS

as of June 30, 2012

CITY	ASSOCIATION
Oklahoma City	▪ Home Savings and Loan Association of Oklahoma City*

* Indicates stock association

SUMMARY OF CHANGES

OKLAHOMA STATE CHARTERED SAVINGS AND LOAN ASSOCIATIONS

July 1, 2011 through June 30, 2012

MERGERS

- None

CONSOLIDATED REPORT OF CONDITION

OKLAHOMA STATE CHARTERED SAVINGS AND LOAN ASSOCIATIONS

as of December 31, 2011

Number of Savings & Loans – 1

ASSETS	Thousands of Dollars
Cash and Investment Securities	5,713
Other Investment Securities	605
Mortgage Loans	3,220
Non-Mortgage Loans	227
Repossessed Real Estate and Other Assets	1
Real Estate Held for Investment	234
Investment in Subsidiaries	0
Premises and Equipment	7
Other Assets	57
TOTAL ASSETS	**10,064**

LIABILITIES	Thousands of Dollars
Deposits	6,985
Advances from Federal Home Loan Bank	0
Other Borrowings	0
Other Liabilities	-37
TOTAL LIABILITIES	**6,948**

EQUITY CAPITAL	Thousands of Dollars
Common Stock	100
Paid in Excess of Par	784
Unrealized Gains (Losses) on Available-for-Sale Securities	0
Retained Earnings	2,232
TOTAL EQUITY CAPITAL	**3,116**
TOTAL LIABILITIES AND EQUITY CAPITAL	**10,064**

CONSOLIDATED REPORT OF CONDITION

OKLAHOMA STATE CHARTERED SAVINGS AND LOAN ASSOCIATIONS

as of June 30, 2012

Number of Savings & Loans – 1

ASSETS	Thousands of Dollars
Cash and Investment Securities	6,522
Mortgage Pool Securities	0
Mortgage Loans	3,260
Non-Mortgage Loans	179
Repossessed Real Estate and Other Assets	2
Real Estate Held for Investment	94
Investment in Subsidiaries	0
Premises and Equipment	7
Other Assets	194
TOTAL ASSETS	**10,258**

LIABILITIES	Thousands of Dollars
Deposits	7,080
Advances from Federal Home Loan Bank	0
Other Borrowings	0
Other Liabilities	0
TOTAL LIABILITIES	**7,080**

EQUITY CAPITAL	Thousands of Dollars
Common Stock	100
Paid in Excess of Par	784
Unrealized Gains (Losses) on Available-for-Sale Securities	0
Retained Earnings	2,294
TOTAL EQUITY CAPITAL	**3,178**
TOTAL LIABILITIES AND EQUITY CAPITAL	**10,258**

Sale of Checks

SALE OF CHECKS

(MONEY ORDER COMPANIES)

as of June 30, 2012

Title 6, Chapter 5, §2103(a) states in part, "no person shall engage in the business of selling or issuing checks as a service or for a fee or other consideration without first securing a license to do so from the Commissioner…"

PRINCIPALS	LOCATION	AGENTS
American Express Prepaid Card Management Corporation	New York, NY	535
American Express Travel Related Services Co., Inc.	New York, NY	8
Barri Money Services, LLC	Houston, TX	11
BCV Holdings, LP *d/b/a American Money Order Company*	Broken Arrow, OK	10
Blackhawk Network California, Inc.	Pleasanton, CA	0
Continental Exchange Solutions, Inc.	Buena Park, CA	0
Convenience Express Money Orders, LLC	Oklahoma City, OK	110
DolEx Dollar Express, Inc.	Arlington, TX	3
E-Z Mart Stores, Inc.	Texarkana, TX	79
Global Cash Access, Inc.	Las Vegas, NV	34
Grocers Express, LLC	Oklahoma City, OK	14
GSC Enterprises, Inc. *d/b/a Fidelity Express Money Order Company*	Sulphur Springs, TX	22
Integrated Payment Systems, Inc.	Englewood, CO	0
InteliSpend Prepaid Solutions, LLC	Fenton, MO	0
Intermex Wire Transfer, LLC	Miami, FL	2
JK&K Corporation d/b/a Retailers Express Money Order Company	Tuttle, OK	156
Michael F. "Mick" LaFevers	Poteau, OK	10
MoneyGram Payment Systems, Inc.	Minneapolis, MN	624
Order Express, Inc.	Chicago, IL	2
Stripes, LLC	Corpus Christi, TX	19
Travelex Currency Services, Inc.	New York, NY	0
Travelex Global Business Payments, Inc.	Washington DC	3
Western Union Financial Services, Inc.	Englewood, CO	980

Money Transmission

MONEY TRANSMISSION LICENSEES

as of June 30, 2012

Pursuant to the Oklahoma Financial Transaction Reporting Act and the rules promulgated under that Act, the following companies have been issued a license to engage in money transmission in Oklahoma.

PRINCIPALS	LOCATION	AGENT AND COMPANY-OWNED LOCATIONS*
Ace Cash Express	Irving, TX	35
ADP Payroll Services, Inc.	Roseland, NJ	0
Amazon Payments, Inc.	Seattle, WA	0
American Express Travel Related Services Company, Inc.	New York, NY	0
Ascendant FX Capital USA, Inc.	Jersey City, NJ	0
Bancomer Transfer Services, Inc.	Houston, TX	0
Barri Money Services, LLC	Houston, TX	11
Blackhawk Network California, Inc.	Pleasanton, CA	14
Braz Transfers, Inc.	Saugus, MA	0
Cambridge Mercantile Corp.	Princeton, NJ	0
CheckFreePay Corporation	Wallingford, CT	324
Continental Exchange Solutions, Inc. d/b/a Ria Financial Services and Associated Foreign Exchange	Cerritos, CA	93
Custom House (USA) Ltd.	Seattle, WA	0
DolEx Dollar Express, Inc.	Arlington, TX	1
Enramex, Inc.	Wheatridge, CO	17
Ethos Group Payment Services, Inc./Pegasus Pay	Irving, TX	12
Facebook Payments, Inc.	Menlo Park, CA	0
Google Payment Corp.	Mountain View, CA	0
GSC Enterprises, Inc. d/b/a Fidelity Express	Sulphur Springs, TX	97
Hong Lan Services, Inc.	Westminster, CA	2
Integrated Payment Systems, Inc.	Englewood, CO	0
Intermex Wire Transfer, LLC	Miami, FL	21
ITC Financial Licenses, Inc.	Columbus, GA	1,034

JPay	Miami, FL	0
Keefe Commissary Network, LLC	St. Louis, MO	1
Kwik Dollar, Inc. d/b/a “Dinex”	Houston, TX	33
Maxitransfers Corporation	Irving, TX	24
Meracord, LLC	Tacoma, WA	0
Mexico Transfers,Inc.	Irving, TX	8
MoneyGram Payment Systems, Inc.	Minneapolis, MN	384
Nationwide Biweekly Administration, Inc.	Xenia, Ohio	0
OboPay	Redwood City, CA	0
Official Payments Corporation	Reston, VA	0
Order Express, Inc.	Chicago, IL	0
PayPal	San Jose, CA	0
PreCash, Inc.	Houston, TX	233
Servicio Uniteller, Inc.	Rochelle Park, NJ	10
Sigue Corporation	Sylmar, CA	133
Skrill, USA, Inc.	Brooklyn, NY	0
Softgate Systems, Inc.	Fairfield, NJ	105
Tempus Consulting, Inc.	Washington, DC	0
Trans-Fast Remittance LLC	New York, NY	2
Travelex Currency Services, Inc.	Omaha, NE	0
Travelex Global Business Payments, Inc.	Washington, DC	0
Unidos Financial Services, Inc.	New York, NY	18
Viamericas Financial Services Corporation	Bethesda, MD	45
Western Union	Englewood, CO	798

*Agent locations do not include financial institution agents such as banks, credit unions and savings associations.