

OKLAHOMA
STATE BANKING
DEPARTMENT
2013 ANNUAL REPORT

Banking Department

Annual Report

Fiscal Year Ending June 30, 2013



Mick Thompson
Commissioner

On the Cover:

Chief Enoch Kelly Haney's "Circle of Life" bronze sculpture adorns the front entrance to the State Banking Department's office on Lincoln Boulevard.

There are 562 indigenous tribes in the United States with several hundred languages and dialects. Tribes often have different understandings of life with different philosophical and theological beliefs. Customs and ceremonies can vary greatly. Generally speaking, however, the concept of the circle seems to be the major symbol that ties Native peoples together. All the people throughout the world – without regard to race, gender, societal status in life – are of equal value. The theme of many tribe members is to seek "harmony with all things in creation."

– Chief Enoch Kelly Haney



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, 2013

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 2013 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 \$44.2 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,

A handwritten signature in dark ink, reading "Mick Thompson", with a long, sweeping underline.

Mick Thompson
Commissioner

TABLE OF CONTENTS

Mission	2
Organizational Chart	3
Department Personnel	4
The First Regular Session of the 54 th Oklahoma Legislature.....	5
Comparative Statement of Expenditures and Receipts.....	6
Institutions Supervised	7
State Banking Board	9
Consolidated Report of Condition of Oklahoma State Chartered Banks as of December 31, 2012	10
Consolidated Report of Condition of Oklahoma State Chartered Banks as of June 30, 2013	11
Consolidated Report of Condition – Selected Performance and Condition Ratios	12
Summary of Changes – Oklahoma State Chartered Banks – July 1, 2012 through June 30, 2013	13
Applications Approved by the Bank Commissioner – July 1, 2012 through June 30, 2013	14
Applications Approved by the State Banking Board – July 1, 2012 through June 30, 2013	16
Oklahoma State Chartered Banks.....	18
Oklahoma State Chartered Banks with Branch Offices	22
State Credit Union Board	28
Consolidated Report of Condition of Oklahoma State Chartered Credit Unions as of December 31, 2012	29
Consolidated Report of Condition of Oklahoma State Chartered Credit Unions as of June 30, 2013.....	30
Summary of Changes – Oklahoma State Chartered Credit Unions – July 1, 2012 through June 30, 2013.....	31
Oklahoma State Chartered Credit Unions	32
Oklahoma State Chartered Trust Companies	34
Consolidated Report of Condition of Oklahoma State Chartered Trust Companies as of December 31, 2012	35
Consolidated Report of Condition of Oklahoma State Chartered Trust Companies as of June 30, 2013	36
State Savings and Loan Advisory Council.....	38
Oklahoma State Chartered Savings and Loan Associations.....	39
Summary of Changes – Oklahoma State Chartered S&L Associations – July 1, 2012 through June 30, 2013.....	39
Consolidated Report of Condition of Oklahoma State Chartered S&L Associations as of December 31, 2012	40
Consolidated Report of Condition of Oklahoma State Chartered S&L Associations as of June 30, 2013.....	41
Sale of Checks – Money Order Companies	43
Money Transmission Licensees	45

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:

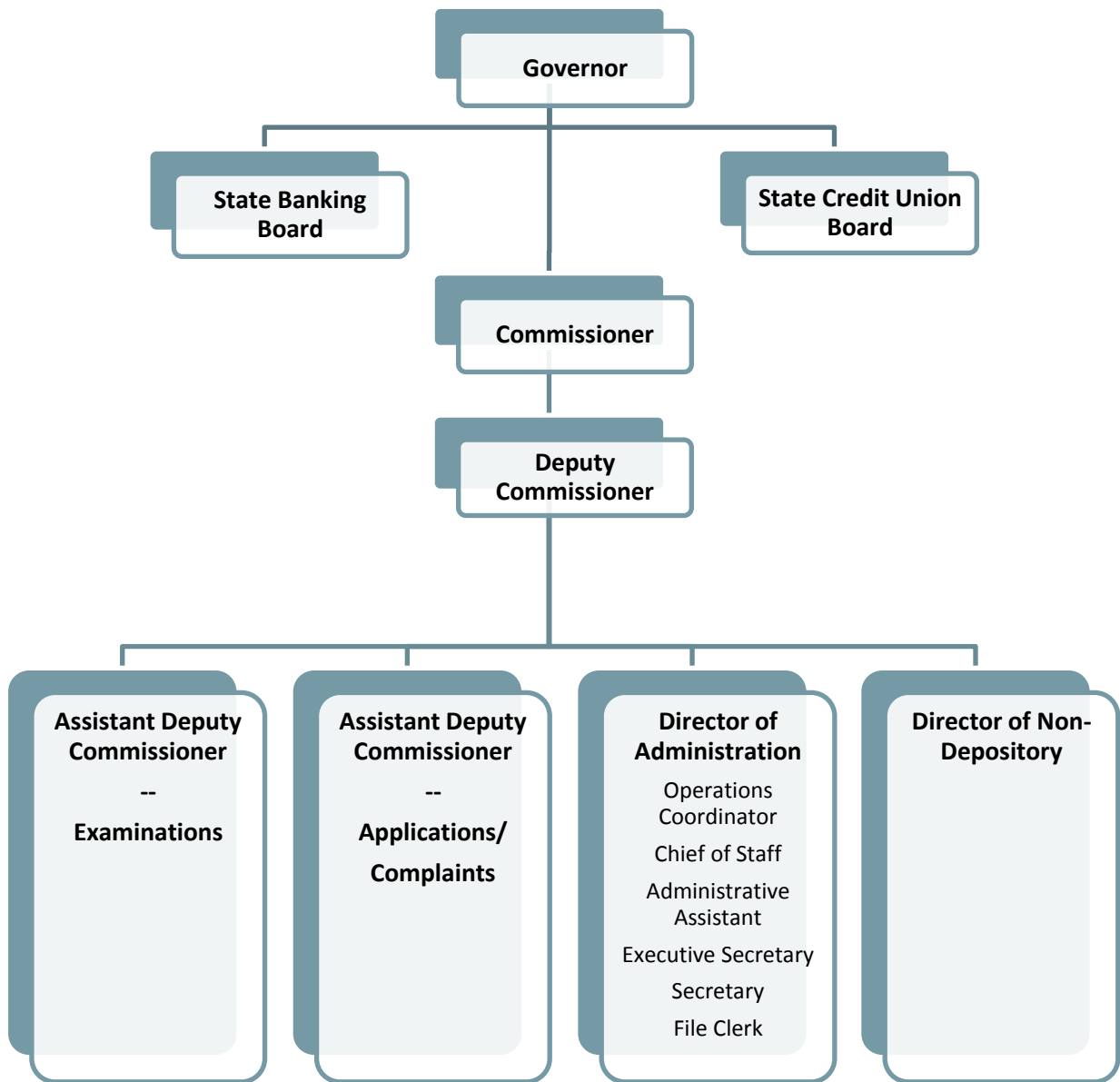
- To strengthen the examination program by improving examination methods and procedures and by improving research and development to stay abreast of changes within the financial industry;
- To improve training programs for Department personnel by more efficient utilization of funds and resources, enhancement 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 FIRST REGULAR SESSION OF THE 54TH OKLAHOMA LEGISLATURE

The Banking Department recommended revisions to the Oklahoma Banking Code (Title 6 O.S. § 101 *et seq*) during the First Regular Session of the 54th Oklahoma Legislature. The recommended changes were found in House Bill 1599, authored by Representative Scott Martin and Senator Clark Jolley and signed by the Governor on April 18, 2013. The law became effective on the date of the Governor's signature.

Many of the changes made by HB 1599 were simply for the purpose of deleting language in the Oklahoma Banking Code that had become obsolete through amendments to federal law made by the Dodd Frank Wall Street Reform and Consumer Protection Act (the "Dodd Frank Act"). For example, references in Oklahoma law to the "Office of Thrift Supervision" (OTS) were removed because the OTS was eliminated by the Dodd Frank Act and its duties transferred to the federal Office of the Comptroller of the Currency.

Other changes were made with respect to the supervision of money service businesses such as money transmitters and sellers of money orders. With respect to money transmitters, their agents must now display a copy of the current license – which will help deter unlicensed activity. Additionally, the names of money transmitter agents are now public record so that members of the public may confirm the licensure status of companies and their agents.

With respect to sellers of money orders, an amendment clarifies that non-bank companies that issue stored-value cards must be licensed the same as those that sell money orders. Another change to the law clarifies that banks that issue stored-value cards are exempt from licensure to the same extent that they are exempt from money order licensure.

Finally, changes were made with respect to the Oklahoma Banking Board. Eliminated from the Banking Code was the reference to a national bank officer becoming a member of the State Banking Board – reasoning that the State Banking Board should be composed of state bankers rather than national bankers subject to Washington, D.C. regulators. Additionally, the Banking Board's authority to set the Banking Commissioner's salary is now tied to the limits established by the Office of Management and Enterprise Services rather than limits formerly listed in Title 74 O.S. § 3601.2 (which, as of July 1, 2013, no longer includes dollar amount specifications.)

COMPARATIVE STATEMENT OF EXPENDITURES AND RECEIPTS

EXPENDITURES	FY-13	FY-12
Personal Services	\$4,788,980	\$4,873,439
Professional Services	62,771	72,486
Travel	455,683	474,160
Equipment	35,595	141,381
Other Operating Expenses	281,712	265,922
TOTAL	\$5,624,741	\$5,827,388

RECEIPTS	FY-13	FY-12
Assessments Deposited into GRF	\$638,465	\$644,231
Assessments and Fees Deposited into the Banking Department's Revolving Funds		
- Banks	5,649,482	5,650,949
- Trust Companies	191,191	153,184
- Credit Unions	616,894	662,997
- Savings and Loan Associations	1,951	2,030
- Money Order Companies	24,790	26,300
- Money Transmitter Companies	184,000	183,550
- Misc. Fees	2,513	1,913
TOTAL ASSESSMENTS & FEES	\$7,309,286	\$7,325,154

INSTITUTIONS SUPERVISED

as of June 30, 2013

Type of Institutions	Number of Institutions	Examinations Performed 7/1/2012 to 6/30/2013
Commercial Banks*	165	67
Bank Trust Departments		
- Active	21	6
- Inactive**	8	N/A
Savings and Loans	1	1
Trust Companies	9	4
Credit Unions	18	17
Money Order Companies #	23	23
Money Transmitter Companies ##	55	55
Total	271	173

*Commercial banks: 46 were independent exams and 21 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, 2019



Michael Spradling

Lay Member
Sand Springs
Term expires June 1, 2018

CONSOLIDATED REPORT OF CONDITION

OKLAHOMA STATE CHARTERED BANKS

as of December 31, 2012

Number of Banks – 168

ASSETS	Thousands of Dollars
Cash and Due from Banks	5,061,043
Securities	7,443,581
Federal Funds Sold	862,542
Loans – Net of Reserve	25,199,246
Bank Premises – F&F	831,379
Other Real Estate Owned	207,586
Intangible Assets	285,198
Other Assets	987,623
TOTAL ASSETS	40,878,198

LIABILITIES	Thousands of Dollars
DEPOSITS	
Noninterest-bearing Deposits	8,614,480
Interest-bearing Accounts	26,761,201
TOTAL DEPOSITS	35,375,681
Federal Funds Purchased	422,766
Other Borrowed Money	730,212
Subordinated Notes and Debentures	5,750
Other Liabilities	202,415
TOTAL LIABILITIES	36,736,824

EQUITY CAPITAL	Thousands of Dollars
Preferred Stock	20,000
Common Stock	138,428
Surplus	1,620,555
Undivided Profits	2,360,905
Noncontrolling Interests in Consolidated Subs.	1,486
TOTAL EQUITY CAPITAL	4,141,374
TOTAL LIABILITIES, PREFERRED STOCK AND EQUITY CAPITAL	40,878,198

	12-31-2012	12-31-2011	12-31-2010
Percentage of Total Capital to Total Assets	10.13%	10.30%	10.08%
Percentage of Total Capital to Total Deposits	11.71%	11.98%	11.82%
Percentage of Total Loans to Total Deposits	71.23%	72.50%	76.80%
Percentage of Cash Reserve to Total Deposits	14.31%	14.13%	11.75%

CONSOLIDATED REPORT OF CONDITION

OKLAHOMA STATE CHARTERED BANKS

as of June 30, 2013

Number of Banks – 165

ASSETS	Thousands of Dollars
Cash and Due from Banks	4,202,559
Securities	7,564,665
Federal Funds Sold	836,705
Loans – Net of Reserve	24,705,104
Bank Premises – F&F	850,905
Other Real Estate Owned	166,647
Intangible Assets	305,391
Other Assets	951,454
TOTAL ASSETS	39,583,430

LIABILITIES	Thousands of Dollars
DEPOSITS	
Noninterest-bearing Deposits	8,394,305
Interest-bearing Accounts	25,907,255
TOTAL DEPOSITS	34,301,560
Federal Funds Purchased	440,405
Other Borrowed Money	625,091
Subordinated Notes and Debentures	5,750
Other Liabilities	196,386
TOTAL LIABILITIES	35,569,192

EQUITY CAPITAL	Thousands of Dollars
Preferred Stock	20,000
Common Stock	135,798
Surplus	1,622,525
Undivided Profits	2,234,770
Noncontrolling Interests in Consolidated Subs.	1,145
TOTAL EQUITY CAPITAL	4,014,238
TOTAL LIABILITIES, PREFERRED STOCK AND EQUITY CAPITAL	39,583,430

	6-30-2013	6-30-2012	6-30-2011
Percentage of Total Capital to Total Assets	10.14%	10.32%	10.16%
Percentage of Total Capital to Total Deposits	11.70%	11.96%	11.85%
Percentage of Total Loans to Total Deposits	72.02%	71.89%	73.45%
Percentage of Cash Reserve to Total Deposits	12.25%	13.52%	13.34%

CONSOLIDATED REPORT OF CONDITION

OKLAHOMA STATE CHARTERED BANKS

Selected Performance and Condition Ratios

	6-30-2013	12-31-2012	6-30-2012	12-31-2011	6-30-2011	12-31-2010
Number of Banks Reporting	165	168	169	169	168	171
Unprofitable Banks	2.42%	3.57%	3.55%	5.92%	3.57%	8.77%
Banks with Earnings Gains	44.85%	69.64%	72.78%	63.31%	59.52%	57.31%
Yield on Earning Assets	4.26%	4.48%	4.58%	4.84%	4.89%	5.23%
Net Interest Margin	3.78%	3.89%	3.95%	4.03%	4.02%	4.14%
Noninterest Inc./Earning Assets	1.07%	1.05%	1.10%	1.09%	1.13%	1.19%
Noninterest Exp./Earning Assets	3.06%	3.10%	3.39%	3.44%	3.42%	3.57%
Net Operating Income to Assets	1.23%	0.99%	1.14%	1.01%	1.15%	1.01%
Cash Dividends to Net Income	53.51%	73.14%	45.49%	55.27%	45.89%	60.85%
Return on Assets (ROA)	1.25%	1.05%	1.20%	1.06%	1.22%	1.02%
Return on Equity (ROE)	12.30%	10.24%	11.66%	10.43%	12.05%	10.02%
Loan Loss Reserve to Loans	1.57%	1.58%	1.61%	1.57%	1.48%	1.46%
Noncurrent Loans to Loans	1.76%	1.57%	1.63%	1.89%	1.90%	1.98%
Core Capital (Leverage) Ratio	9.54%	9.41%	9.42%	9.44%	9.27%	9.29%
Tier 1 Risk-Based Capital Ratio	13.74%	13.55%	13.72%	13.65%	13.37%	13.01%
Total Risk-Based Capital Ratio	14.86%	14.68%	14.90%	14.87%	14.59%	14.22%

SUMMARY OF CHANGES

OKLAHOMA STATE CHARTERED BANKS

July 1, 2012 through June 30, 2013

TOTAL STATE CHARTERED BANKS AS OF JUNE 30, 2012	169
NEW BANK CHARTERS	0
CONVERSIONS TO STATE BANKS	1
CONVERSIONS TO NATIONAL BANKS	0
ACQUISITIONS	
- State Banks acquired by Other State Banks	0
DISSOLUTIONS (Voluntary)	(1)
MERGERS	
- State Banks merged into Other State Banks	(2)
- State Banks merged into National Banks *	(1)
- State Banks merged into Out-of-State Banks **	(1)
TOTAL STATE CHARTERED BANKS AS OF JUNE 30, 2013	165

*Community Bank of the Arbuckles, Sulphur, Oklahoma, merged with/into Vision Bank, National Association, Ada, Oklahoma; effective date November 20, 2012

**Coppermark Bank, Oklahoma City, Oklahoma, merged with/into Prosperity Bank, El Campo, Texas; effective date April 1, 2013

APPLICATIONS APPROVED BY THE BANK COMMISSIONER

July 1, 2012 through June 30, 2013

DE NOVO BRANCHES

- FirstBank, Antlers, Oklahoma: branch at 100 Harper Valley Road, Kiowa, Oklahoma; approval date October 17, 2012
- Stockmans Bank, Altus, Oklahoma: branch at 15455 Dallas Parkway, Suite 960, Addison, Texas; approval date March 8, 2013
- The Bank of Verden, Verden, Oklahoma: branch at 1227 West Grand Boulevard, Chickasha, Oklahoma; approval date April 15, 2013
- RCB Bank, Claremore, Oklahoma: branch at 855 West Covell Road, Edmond, Oklahoma; approval date April 26, 2013
- RCB Bank, Claremore, Oklahoma: branch at 3600 South Boulevard, Edmond, Oklahoma; approval date April 26, 2013
- RCB Bank, Claremore, Oklahoma: branch at 16461 North Pennsylvania Avenue, Edmond, Oklahoma; approval date April 26, 2013

MAIN OFFICE RELOCATIONS

- First Oklahoma Bank, Tulsa, Oklahoma: from 2448 E. 81st Street, Suite 5700, Tulsa, Oklahoma to 900 E. Main Street, Jenks, Oklahoma; approval date November 26, 2012
- AmeriTrust Corporation, Tulsa, Oklahoma: from 4111 S. Darlington to 4506 S. Harvard Avenue, Tulsa, Oklahoma; approval date June 19, 2013

BRANCH RELOCATIONS

- BancFirst, Oklahoma City, Oklahoma: from 707 East Boundary, Lone Wolf, Oklahoma to 105 West 4th Street, Hobart, Oklahoma; approval date April 15, 2013
- BancFirst, Oklahoma City, Oklahoma: from 3200 East Memorial Road to 1264 South Bryant, Edmond, Oklahoma; approval date June 10, 2013

BRANCH PURCHASE AND ASSUMPTIONS

- Oklahoma State Bank, Guthrie, Oklahoma: purchase and assumption of Norman branch of First Commercial Bank, Edmond, Oklahoma; approval date January 29, 2013

ACQUIRED BRANCHES

- Oklahoma State Bank, Guthrie, Oklahoma: acquired branch at 900 36th Avenue NW, Suite 102, Norman, Oklahoma; approval date January 29, 2013

FINANCIAL SUBSIDIARIES

- Bank of the Panhandle, Guymon, Oklahoma; located at 118 Douglas Avenue, Beaver, Oklahoma (Beaver County Abstract Co.); approval date October 4, 2012

OPERATING SUBSIDIARIES

- Bank of Grove, Grove, Oklahoma: located at 201 East 18th Street, Grove, Oklahoma (Hi-Laine Corporation); approval date August 8, 2012
- Community Bank, Alva, Oklahoma: located at 1729 College Boulevard, Alva, Oklahoma (CB Holdings, LLC); approval date August 17, 2012
- American Bank of Oklahoma, Collinsville, Oklahoma: located at 199 Caney Valley Place, Ramona, Oklahoma (AmeriBank Group Benefits, LLC); approval date August 27, 2012
- The F&M Bank & Trust Company, Tulsa, Oklahoma: located at 1330 S. Harvard Avenue, Tulsa, Oklahoma (Blackburn Holdings OK, LLC); approval date November 17, 2012
- The F&M Bank & Trust Company, Tulsa, Oklahoma; located at 3811 Turtle Creek Blvd., Suite 150, Dallas, Texas (Blackburn Holdings TX, LLC); approval date November 17, 2012
- FirstBank, Antlers, Oklahoma: located at 701 South Mississippi, Atoka, Oklahoma (SEO Aircraft Holdings, LLC); approval date February 12, 2013

LOAN PRODUCTION/DEPOSIT PRODUCTION OFFICES

- Arvest Bank, Fayetteville, Arkansas: office at 7703 N. Owasso Expressway, Suite 103, Owasso, Oklahoma; approval date July 25, 2012
- Regent Bank, Nowata, Oklahoma: office at 1000 West Wilshire, Suite 208, Oklahoma City, Oklahoma; approval date September 17, 2012
- The First State Bank, Ryan, Oklahoma: office at 1403 E. Main Street, Weatherford, Oklahoma; approval date December 12, 2012
- Citizens Bank of Oklahoma, Pawhuska, Oklahoma: office at 114 North Broadway, Cleveland, Oklahoma; approval date May 3, 2013
- Evolve Bank & Trust, Memphis, Arkansas: office at 2208 West Detroit Street, Suite 208, Broken Arrow, Oklahoma; approval date May 13, 2013
- Grand Savings Bank, Grove, Oklahoma: office at 3401 SW 2nd Street, Suite 115, Bentonville, Arkansas; approval date June 28, 2013

TRUST ASSETS PURCHASE AND ASSUMPTIONS

- The Trust Company of Oklahoma, Tulsa, Oklahoma: purchased trust assets of Regent Bank, Nowata, Oklahoma; approval date July 17, 2012

BANK PURCHASE AND ASSUMPTIONS

- None

NAME CHANGES

- Century Bank of Oklahoma, Pryor, Oklahoma; corporate name change to Yorktown Bank; approval date March 13, 2013

SALES OF BANK ASSETS

- Citizens State Bank, Morrison, Oklahoma, assets sold to First National Bank and Trust Company, Weatherford, Oklahoma; approval date November 27, 2012

APPLICATIONS APPROVED BY THE STATE BANKING BOARD

July 1, 2012 through June 30, 2013

NEW BANK CHARTERS

- None

CONVERSIONS FROM NATIONAL BANKS TO STATE BANKS

- First National Bank, Midwest City, Oklahoma; approval date November 14, 2012

VOLUNTARY DISSOLUTIONS

- Citizens State Bank, Morrison, Oklahoma: request for voluntary liquidation and dissolution; approval date December 12, 2012

MERGERS

- Osage Federal Bank, Pawhuska, Oklahoma: merger with and into American Heritage Bank, Sapulpa, Oklahoma; approval date October 25, 2012
- Ryan Bancshares, Inc., Ryan, Oklahoma and Brewer Bancorp. Inc., Ryan, Oklahoma: merger with and into The First State Bank, Ryan, Oklahoma; approval date October 25, 2012

- The Cleveland Bank, Cleveland, Oklahoma: merger with and into American Heritage Bank, Sapulpa, Oklahoma; approval date November 14, 2012
- Town and Country Bank, Stephenville, Texas: merger with and into InterBank, Oklahoma City, Oklahoma; approval date January 23, 2013
- First State Bank, Fairfax, Oklahoma: merger with and into Security State Bank, Wewoka, Oklahoma; approval date May 15, 2013

ACQUIRED BRANCHES

- American Heritage Bank, Sapulpa, Oklahoma: acquired branch at 239 East Main Street, Pawhuska, Oklahoma; approval date October 25, 2012
- American Heritage Bank, Sapulpa, Oklahoma: acquired branch at 100 North Broadway, Cleveland, Oklahoma; approval date November 14, 2012
- InterBank, Oklahoma City, Oklahoma: acquired branch at 150 North Harbin, Stephenville, Texas; approval date January 23, 2013
- Security State Bank, Wewoka, Oklahoma: acquired branch at 308 North Main Street, Fairfax, Oklahoma; approval date May 15, 2013

DE NOVO BRANCHES

- None

MAIN OFFICE RELOCATIONS

- None

BRANCH RELOCATIONS

- None

OKLAHOMA STATE CHARTERED BANKS

as of June 30, 2013

Total Number of Banks – 165

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

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

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

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

Midwest City

- FNB Community Bank

Morris

- The Morris 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
- 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

- First Pryority Bank
- Yorktown 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

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
- Patriot Bank
- 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, 2013

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, Kiowa
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 (4), Inola, Oklahoma City (2), Owasso (2), Ponca City (4), Pryor (2), Skiatook, Kansas branches in Arkansas City (3) and Winfield
		Carmen, Jet, Meno
Cleo Springs	▪ Cleo State Bank	Arapaho
Clinton	▪ Oklahoma Bank and Trust Company	Muskogee (2), Ramona, Skiatook
Collinsville	▪ American Bank of Oklahoma	Cushing
Cushing	▪ Bank of Cushing and Trust Company	

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 ▪ F&M Bank ▪ First Commercial Bank ▪ Kirkpatrick Bank	Edmond (1) Crescent, Edmond, Guthrie (2), Kingfisher, Piedmont, Yukon Norman, Oklahoma City (4); Colorado branches in Colorado Springs, Englewood, Littleton, Lone Tree 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
G		
Grandfield	▪ First State Bank	Davidson
Grove	▪ Grand Savings Bank	Jay (2)
Guthrie	▪ Oklahoma State Bank	Coyle, Edmond, Mulhall, Norman
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

CITY	BANK	BRANCH LOCATION
M		
Miami	▪ Security Bank and Trust Company	Miami
Midwest City	▪ FNB Community Bank	Choctaw, Del City, Harrah, Midwest City, Moore, Tinker Air Force Base (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	Noble, 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 (15), 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
	▪ 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 Aledo, Bluff Dale, Borger, Breckenridge, Canadian, Childress, Coleman, Follett, Friona, Glen Rose, Graham, Granbury, Olney, Panhandle, Seymour, Stephenville (2), Stinnett, Vega

CITY	BANK	BRANCH LOCATION
Oklahoma City (Cont'd)	▪ NBC Oklahoma	Altus (4), Duncan, Enid, Kingfisher, Oklahoma City, Tulsa
	▪ Valliance Bank	Norman, Texas branch in McKinney
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
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R

Roff	▪ Oklahoma Heritage Bank	Byng
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S

Sapulpa	▪ American Heritage Bank	Barnsdall, Bartlesville, Beggs, Cleveland (2), Glenpool, Kiefer, Kellyville, Mannford, Mounds, Pawhuska, Sand Springs (2), Sapulpa (2), 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), Texas branch in Dallas
	▪ First Oklahoma Bank	Glencoe, Tulsa
	▪ Grand Bank	Bixby, Claremore

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
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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
Wewoka	▪ Security State Bank of Wewoka, Oklahoma	Fairfax, Ralston, Seminole
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



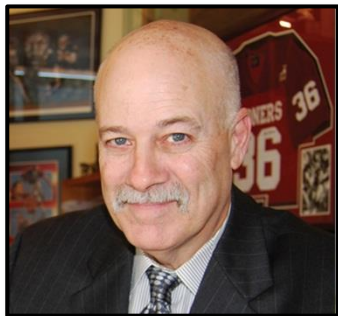
Mick Thompson
State Bank Commissioner
Oklahoma City
Term expires September 1, 2016



Jason Boesch
Manager
Oklahoma RE&T Employees Credit Union
Oklahoma City
Term expires October 11, 2017



Richard N. Ficken
WPX Energy Marketing, LLC
Tulsa
Term expires October 11, 2016



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, 2012

Number of Credit Unions – 19

Corporate Credit Unions – None

ASSETS	Thousands of Dollars
Cash, Cash Equivalents and Cash on Deposit	218,373
Total Loans	2,559,452
Loans Held for Sale	9,543
<i>Less: Allowance for Loan Losses</i>	(28,237)
Total Investments (Market Value, AFS only)	1,379,560
Land & Building (Net of Depreciation)	103,177
Other Fixed Assets	9,742
Other Real Estate Owned	3,427
Share Insurance Capitalization Deposit	33,649
Other Assets (including Share Insurance Fund)	42,165
TOTAL ASSETS	4,330,851

LIABILITIES	Thousands of Dollars
Total Borrowings	242,798
Dividend/Interest Payable	681
Accounts Payable and Other Liabilities	46,244
TOTAL LIABILITIES	289,723
TOTAL SHARES AND DEPOSITS	3,569,210

EQUITY	Thousands of Dollars
Regular Reserves	69,183
<i>Plus: Unrealized G/L on AFS Securities</i>	14,076
Other Reserves and Miscellaneous Equity	2,598
Reserve for Nonconforming Investments	0
Undivided Earnings (including YTD Net Income)	386,061
TOTAL EQUITY	471,918
TOTAL LIABILITIES, SHARES, AND EQUITY	4,330,851

CONSOLIDATED REPORT OF CONDITION

OKLAHOMA STATE CHARTERED CREDIT UNIONS

as of June 30, 2013

Number of Credit Unions – 18

Corporate Credit Unions – None

ASSETS	Thousands of Dollars
Cash, Cash Equivalents and Cash on Deposit	256,443
Total Loans	2,691,470
Loans Held for Sale	3,778
<i>Less: Allowance for Loan Losses</i>	(26,730)
Total Investments (Market Value, AFS only)	1,369,552
Land & Building (Net of Depreciation)	100,845
Other Fixed Assets	11,321
Other Real Estate Owned	3,353
Share Insurance Capitalization Deposit	34,004
Other Assets (including Share Insurance Fund)	53,328
TOTAL ASSETS	4,497,364

LIABILITIES	Thousands of Dollars
Total Borrowings	219,866
Dividend/Interest Payable	638
Accounts Payable and Other Liabilities	54,407
TOTAL LIABILITIES	274,911
TOTAL SHARES AND DEPOSITS	3,747,774

EQUITY	Thousands of Dollars
Regular Reserves	68,895
<i>Plus: Unrealized G/L on AFS Securities</i>	(777)
Other Reserves and Miscellaneous Equity	4,468
Reserve for Nonconforming Investments	0
Undivided Earnings (including YTD Net Income)	402,093
TOTAL EQUITY	474,679
TOTAL LIABILITIES, SHARES, AND EQUITY	4,497,364

SUMMARY OF CHANGES

OKLAHOMA STATE CHARTERED CREDIT UNIONS

July 1, 2012 through June 30, 2013

CONVERSIONS

- None

MERGERS

- Riverwest Federal Credit Union, Tulsa, Oklahoma, merged with and into Oklahoma Central Credit Union, Tulsa, Oklahoma, effective October 31, 2012
- East Central Credit Union, Ada, Oklahoma, merged with and into Communication Federal Credit Union, Oklahoma City, Oklahoma, effective January 1, 2013

NAME CHANGES

- Tulsa Teachers Credit Union, Tulsa, Oklahoma; corporate name change to TTCU The Credit Union; approval date October 29, 2012

OKLAHOMA STATE CHARTERED CREDIT UNIONS

as of June 30, 2013

Total Number of Credit Unions - 18

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
- TTCU The Credit Union

TRUST
COMPANIES

OKLAHOMA STATE CHARTERED TRUST COMPANIES

as of June 30, 2013

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	9
	▪ Heritage Trust Company	2
	▪ MidFirst Trust Company	3
	▪ North Bay Trust Company	0
Tulsa	▪ AmeriTrust Corporation	2
	▪ The Trust Company of Oklahoma	3

CONSOLIDATED REPORT OF CONDITION

OKLAHOMA STATE CHARTERED TRUST COMPANIES

as of December 31, 2012

Number of Trust Companies – 9

ASSETS	Thousands of Dollars
Cash & Due From Banks	35,625
Notes, Loans & Other Receivables	2,293
Stocks, Bonds, Securities & Investments	20,207
Trust Company Premises, Furniture, Fixtures, and Other Assets Representing Trust Company Premises	1,486
Other Real Estate	649
Investments in Subsidiaries	10,809
Title Records	2,058
Other Assets	2,890
TOTAL ASSETS	76,017

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	2,496
Notes Payable	0
Custodial and Escrow Accounts Payable	7,322
Reserve Provision for Taxes, Interest, etc.	932
Other Liabilities	206
TOTAL LIABILITIES	10,956

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	38,784
Paid in Excess	0
Undivided Profits	(1,877)
Reserves for Contingency & Other Capital Reserves including Provisions for Abstract & Title Guarantees	24,300
TOTAL CAPITAL ACCOUNTS	65,061
TOTAL LIABILITIES, RESERVES & CAPITAL ACCOUNTS	76,017

CONSOLIDATED REPORT OF CONDITION

OKLAHOMA STATE CHARTERED TRUST COMPANIES

as of June 30, 2013

Number of Trust Companies – 9

ASSETS	Thousands of Dollars
Cash & Due From Banks	39,826
Notes, Loans & Other Receivables	3,592
Stocks, Bonds, Securities & Investments	19,535
Trust Company Premises, Furniture, Fixtures, and Other Assets Representing Trust Company Premises	1,679
Other Real Estate	0
Investments in Subsidiaries	12,280
Title Records	2,054
Other Assets	3,359
TOTAL ASSETS	82,325

LIABILITIES	Thousands of Dollars
Certificates & Other Forms Representing Deposits of Individuals, Partnerships and Corporations	
Certificates & Other Forms Representing Deposits of Government and Political Subdivisions	0
Accounts Payable	2,206
Notes Payable	0
Custodial and Escrow Accounts Payable	11,482
Reserve Provision for Taxes, Interest, etc.	1,725
Other Liabilities	117
TOTAL LIABILITIES	15,530

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	3,874
Surplus	40,492
Paid in Excess	0
Undivided Profits	(2,352)
Reserves for Contingency & Other Capital Reserves including Provisions for Abstract & Title Guarantees	24,781
TOTAL CAPITAL ACCOUNTS	66,795
TOTAL LIABILITIES, RESERVES & CAPITAL ACCOUNTS	82,325

SAVINGS
AND 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 Pembroke

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, 2013

CITY

ASSOCIATION

Oklahoma City	▪ Home Savings and Loan Association of Oklahoma City*
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* Indicates stock association

SUMMARY OF CHANGES

OKLAHOMA STATE CHARTERED SAVINGS AND LOAN ASSOCIATIONS

July 1, 2012 through June 30, 2013

MERGERS

-
- None

CONSOLIDATED REPORT OF CONDITION

OKLAHOMA STATE CHARTERED SAVINGS AND LOAN ASSOCIATIONS

as of December 31, 2012

Number of Savings & Loans – 1

ASSETS	Thousands of Dollars
Cash and Investment Securities	4871
Other Investment Securities	1,178
Mortgage Loans	3,067
Non-Mortgage Loans	178
Reposessed Real Estate and Other Assets	1
Real Estate Held for Investment	86
Investment in Subsidiaries	0
Premises and Equipment	57
Other Assets	105
TOTAL ASSETS	9,543

LIABILITIES	Thousands of Dollars
Deposits	6,496
Advances from Federal Home Loan Bank	0
Other Borrowings	0
Other Liabilities	-40
TOTAL LIABILITIES	6,456

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	2,203
TOTAL EQUITY CAPITAL	3,087
TOTAL LIABILITIES AND EQUITY CAPITAL	9,543

CONSOLIDATED REPORT OF CONDITION

OKLAHOMA STATE CHARTERED SAVINGS AND LOAN ASSOCIATIONS

as of June 30, 2013

Number of Savings & Loans – 1

ASSETS	Thousands of Dollars
Cash and Investment Securities	5,071
Other Investment Securities	1,173
Mortgage Loans	3,019
Non-Mortgage Loans	137
Reposessed Real Estate and Other Assets	1
Real Estate Held for Investment	58
Investment in Subsidiaries	0
Premises and Equipment	48
Other Assets	94
TOTAL ASSETS	9,601

LIABILITIES	Thousands of Dollars
Deposits	6,606
Advances from Federal Home Loan Bank	0
Other Borrowings	0
Other Liabilities	-55
TOTAL LIABILITIES	6,551

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	2,166
TOTAL EQUITY CAPITAL	3,050
TOTAL LIABILITIES AND EQUITY CAPITAL	9,601

SALE OF
CHECKS

SALE OF CHECKS

(MONEY ORDER COMPANIES)

as of June 30, 2013

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	Phoenix, AZ	28
American Express Travel Related Services Co., Inc.	New York, NY	8
Barri Money Services, LLC	Houston, TX	9
BCV Holdings, LP <i>d/b/a American Money Order Company</i>	Broken Arrow, OK	10
Blackhawk Network California, Inc.	Pleasanton, CA	141
Continental Exchange Solutions, Inc.	Buena Park, CA	0
Convenience Express Money Orders, LLC	Oklahoma City, OK	112
DolEx Dollar Express, Inc.	Arlington, TX	3
E-Z Mart Stores, Inc.	Texarkana, TX	76
Global Cash Access, Inc.	Las Vegas, NV	30
Grocers Express, LLC	Oklahoma City, OK	14
GSC Enterprises, Inc. <i>d/b/a Fidelity Express Money Order Company</i>	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	677
Order Express, Inc.	Chicago, IL	2
Stripes, LLC	Corpus Christi, TX	19
Travelex Currency Services, Inc.	New York, NY	0
Western Union Business Solutions, (USA) LLC	Washington DC	0
Western Union Financial Services, Inc.	Englewood, CO	593

MONEY
TRANSMISSION

MONEY TRANSMISSION LICENSEES

as of June 30, 2013

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	33
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
Associated Foreign Exchange, Inc.	Woodland Hills, CA	0
BCV Holdings, L.P.	Tulsa, OK	0
Bancomer Transfer Services, Inc.	Houston, TX	0
Barri Money Services, LLC	Houston, TX	12
Blackhawk Network California, Inc.	Pleasanton, CA	258
Cambridge Mercantile Corp.	New York, NY	0
CheckFreePay Corporation	Wallingford, CT	274
Continental Exchange Solutions, Inc. d/b/a Ria Financial Services and Associated Foreign Exchange	Buena Park, CA	90
Custom House (USA) Ltd. d/b/a Western Union Business Solutions	Seattle, WA	0
DolEx Dollar Express, Inc.	Arlington, TX	3
Enramex, Inc.	Wheatridge, CO	15
Ethos Group Payment Services, Inc./Pegasus Pay	Irving, TX	11
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	89
Hong Lan Services, Inc.	Westminster, CA	3
IDT Payment Services, Inc.	Newark, NJ	0

Integrated Payment Systems, Inc.	Greenwood Village, CO	0
Intermex Wire Transfer, LLC	Miami, FL	20
ITC Financial Licenses, Inc.	Columbus, GA	1,184
JPay	Miami, FL	0
Keefe Commissary Network, LLC	St. Louis, MO	2
Kwik Dollar, Inc. d/b/a "Dinex"	Houston, TX	23
Maxitransfers Corporation	Irving, TX	12
Meracord, LLC	Tacoma, WA	0
Mexico Transfers, Inc.	Irving, TX	8
MoneyGram Payment Systems, Inc.	Minneapolis, MN	359
Nationwide Biweekly Administration, Inc.	Xenia, OH	0
NetSpend Corporation	Austin, TX	1,110
OboPay	Mountain View, CA	1
Official Payments Corporation	Norcross, GA	0
Order Express, Inc.	Chicago, IL	1
Payoneer, Inc.	New York, NY	0
PayPal	San Jose, CA	24
PreCash, Inc.	Houston, TX	219
Servicio Uniteller, Inc.	Rochelle Park, NJ	8
Sigue Corporation	Sylmar, CA	160
Skrill, USA, Inc.	Brooklyn, NY	0
Softgate Systems, Inc.	Fairfield, NJ	62
Square, Inc.	San Francisco, CA	0
Tempus Consulting, Inc.	Washington, DC	0
TouchPay Holdings, LLC	Irving, TX	0
Trans-Fast Remittance LLC	New York, NY	2
Transfermate, Inc.	Chicago, IL	0
Travelex Currency Services, Inc.	New York, NY	0
Unidos Financial Services, Inc.	New York, NY	16

Viamerica Financial Services Corporation	Bethesda, MD	108
Western Union Business Solutions (USA), LLC	Washington, DC	0
Western Union Financial Services, Inc.	Englewood, CO	734
Xoom Corporation	San Francisco, CA	0

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

