

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,

A handwritten signature in black ink that reads "Mick Thompson". The signature is fluid and cursive, with a long horizontal stroke at the end.

Mick Thompson
Commissioner

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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:

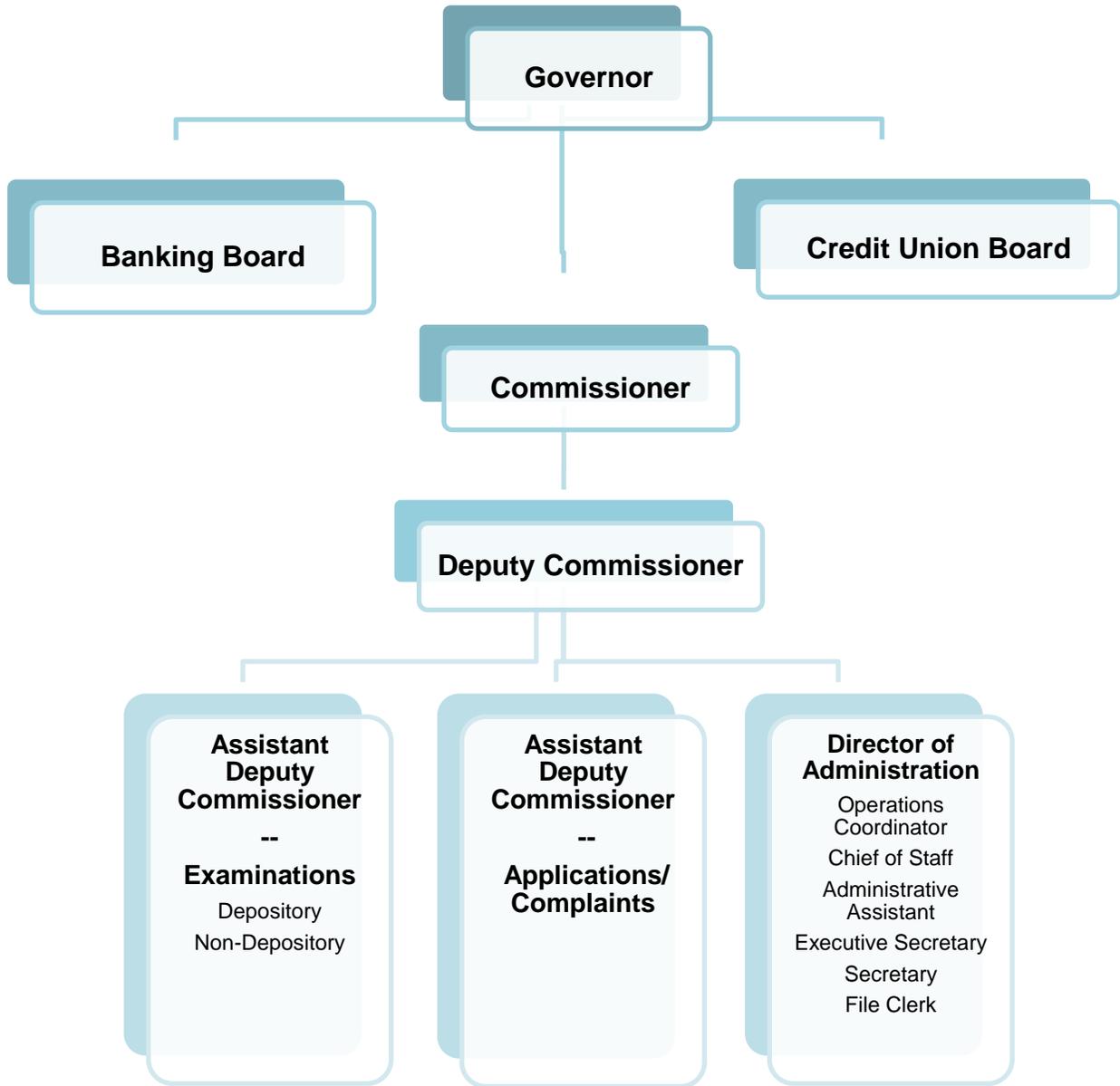
- To strengthen the examination program by improving examination methods and procedures and by improving research and development to stay abreast of changes within the financial industry;
- To improve training programs for Department personnel by more efficient utilization of funds and resources, enhancement 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 Priority 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 ▪ F&M Bank ▪ First Commercial Bank ▪ Kirkpatrick Bank | Edmond (3) 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 |
| 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 | <ul style="list-style-type: none"> Security Bank and Trust Company | Miami |
| Morrison | <ul style="list-style-type: none"> Citizens State Bank | Stillwater (2) |
| Muskogee | <ul style="list-style-type: none"> Armstrong Bank | Bartlesville, Checotah, Dewey, Fort Gibson, Gore, Keys, Muldrow, Muskogee (2), Park Hill, Pawnee, Stilwell, Tahlequah (2), Vian, Wagoner, Warner |
| N | | |
| Noble | <ul style="list-style-type: none"> First State Bank | Norman |
| Norman | <ul style="list-style-type: none"> Republic Bank & Trust | Norman (2), Oklahoma City |
| Nowata | <ul style="list-style-type: none"> Regent Bank | Nowata, South Coffeyville, Tulsa |
| O | | |
| Okemah | <ul style="list-style-type: none"> The Citizens State Bank | Paden |
| Oklahoma City | <ul style="list-style-type: none"> All America Bank BancFirst | Mustang 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), McCloud, 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 |
| | <ul style="list-style-type: none"> Bank 7 The Bankers Bank Coppermark Bank | Camargo, Medford, Woodward (2) Texas branch in McKinney Edmond, Norman, Oklahoma City (4); Texas branches in Dallas (2) |
| | <ul style="list-style-type: none"> First Enterprise Bank The First State Bank InterBank | Oklahoma City (3) Canute 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 |
| <hr/> | | |
| V | | |
| Vinita | ▪ Oklahoma State Bank | Afton, Langley |
| <hr/> | | |
| 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) |
| <hr/> | | |
| Y | | |
| Yukon | ▪ Bank of Commerce | El Reno, Mustang, Yukon |
| | ▪ YNB | Bethany, Mustang, Yukon (2) |



Credit Unions



STATE CREDIT UNION BOARD



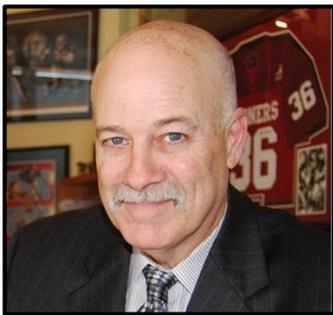
Mick Thompson
State Bank Commissioner
Oklahoma City
Term expires September 1, 2016



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 |
| <i>Less: Allowance for Loan Losses</i> | (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 |
| <i>Plus: Unrealized Gain on AFS Securities</i> | 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 |
| <i>Less: Allowance for Loan Losses</i> | <i>(25,516)</i> |
| 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 |
| <i>Plus: Unrealized Gain on AFS Securities</i> | <i>14,677</i> |
| 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 <i>d/b/a American Money Order Company</i> | 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. <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 | 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 |
| Viamerica 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.

