



**OKLAHOMA**  
STATE BANKING  
DEPARTMENT  
2013 ANNUAL REPORT



# **Banking Department**

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## **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 that reads "Mick Thompson". The signature is fluid and cursive, with a long horizontal flourish extending to the right.

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:

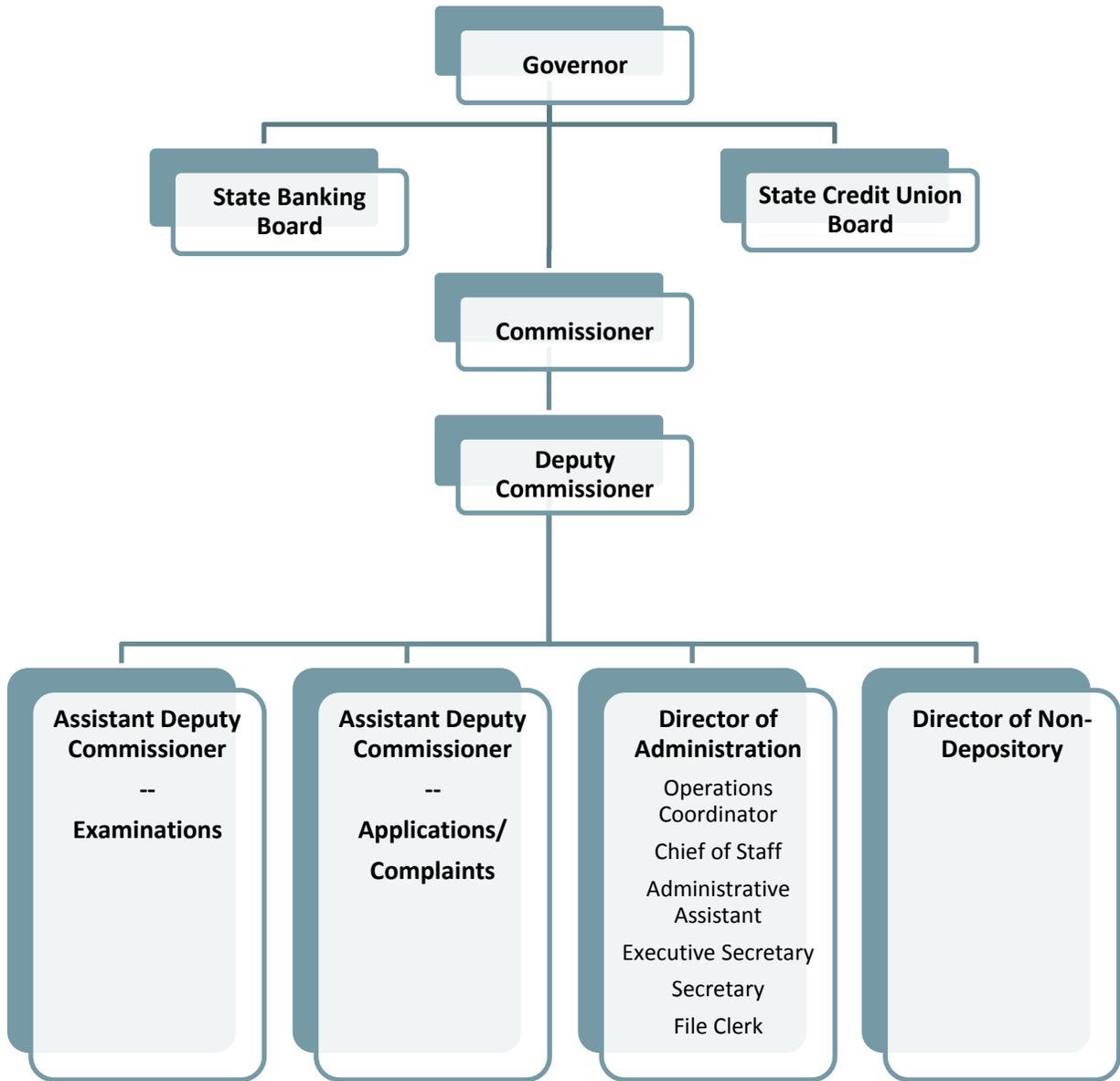
- To strengthen the examination program by improving examination methods and procedures and by improving research and development to stay abreast of changes within the financial industry;
- To improve training programs for Department personnel by more efficient utilization of funds and resources, enhancement 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 FIRST REGULAR SESSION OF THE 54<sup>TH</sup> 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 54<sup>th</sup> 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
<b>TOTAL</b>	<b>\$5,624,741</b>	<b>\$5,827,388</b>

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
<b>TOTAL ASSESSMENTS &amp; FEES</b>	<b>\$7,309,286</b>	<b>\$7,325,154</b>

# INSTITUTIONS SUPERVISED

as of June 30, 2013

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

*\*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

<b>ASSETS</b>	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
<b>TOTAL ASSETS</b>	<b>40,878,198</b>

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

<b>EQUITY CAPITAL</b>	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
<b>TOTAL EQUITY CAPITAL</b>	<b>4,141,374</b>
<b>TOTAL LIABILITIES, PREFERRED STOCK AND EQUITY CAPITAL</b>	<b>40,878,198</b>

	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

<b>ASSETS</b>	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
<b>TOTAL ASSETS</b>	<b>39,583,430</b>

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

<b>EQUITY CAPITAL</b>	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
<b>TOTAL EQUITY CAPITAL</b>	<b>4,014,238</b>
<b>TOTAL LIABILITIES, PREFERRED STOCK AND EQUITY CAPITAL</b>	<b>39,583,430</b>

	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
<b>Number of Banks Reporting</b>	165	168	169	169	168	171
<b>Unprofitable Banks</b>	2.42%	3.57%	3.55%	5.92%	3.57%	8.77%
<b>Banks with Earnings Gains</b>	44.85%	69.64%	72.78%	63.31%	59.52%	57.31%
<b>Yield on Earning Assets</b>	4.26%	4.48%	4.58%	4.84%	4.89%	5.23%
<b>Net Interest Margin</b>	3.78%	3.89%	3.95%	4.03%	4.02%	4.14%
<b>Noninterest Inc./Earning Assets</b>	1.07%	1.05%	1.10%	1.09%	1.13%	1.19%
<b>Noninterest Exp./Earning Assets</b>	3.06%	3.10%	3.39%	3.44%	3.42%	3.57%
<b>Net Operating Income to Assets</b>	1.23%	0.99%	1.14%	1.01%	1.15%	1.01%
<b>Cash Dividends to Net Income</b>	53.51%	73.14%	45.49%	55.27%	45.89%	60.85%
<b>Return on Assets (ROA)</b>	1.25%	1.05%	1.20%	1.06%	1.22%	1.02%
<b>Return on Equity (ROE)</b>	12.30%	10.24%	11.66%	10.43%	12.05%	10.02%
<b>Loan Loss Reserve to Loans</b>	1.57%	1.58%	1.61%	1.57%	1.48%	1.46%
<b>Noncurrent Loans to Loans</b>	1.76%	1.57%	1.63%	1.89%	1.90%	1.98%
<b>Core Capital (Leverage) Ratio</b>	9.54%	9.41%	9.42%	9.44%	9.27%	9.29%
<b>Tier 1 Risk-Based Capital Ratio</b>	13.74%	13.55%	13.72%	13.65%	13.37%	13.01%
<b>Total Risk-Based Capital Ratio</b>	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. 81<sup>st</sup> 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 4<sup>th</sup> 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 36<sup>th</sup> 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 18<sup>th</sup> 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 2<sup>nd</sup> 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 Priority 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
<b>A</b>		
<b>Ada</b>	▪ Citizens Bank of Ada	Ada (2)
<b>Altus</b>	▪ Stockmans Bank	Gould, Hollis, Mangum
<b>Alva</b>	▪ Alva State Bank & Trust Company	Burlington, Enid
<b>Anadarko</b>	▪ Anadarko Bank and Trust Company	Anadarko, Binger
	▪ First State Bank	Gracemont
<b>Antlers</b>	▪ FirstBank	Atoka, Coalgate, Hugo, Kiowa
<b>Ardmore</b>	▪ Citizens Bank and Trust Company of Ardmore	Ardmore, Dickson
<b>Atoka</b>	▪ AmeriState Bank	Atoka, Texas branch in Sherman
<b>B</b>		
<b>Beaver</b>	▪ The Bank of Beaver City	Forgan, Turpin, Kansas branch in Liberal
	▪ The First Security Bank	Beaver
<b>Bethany</b>	▪ First Bethany Bank & Trust	Oklahoma City
<b>Bixby</b>	▪ Citizens Security Bank & Trust Company	Bixby, Haskell, Jenks, Muskogee (2), Okmulgee, Tulsa, Wetumka
<b>Blair</b>	▪ Peoples State Bank	Lawton
<b>Broken Arrow</b>	▪ AVB Bank	Broken Arrow
<b>Broken Bow</b>	▪ 1st Bank & Trust	Broken Bow (1), Wright City
<b>Buffalo</b>	▪ Oklahoma State Bank	Gage
<b>C</b>		
<b>Calumet</b>	▪ AllNations Bank	Shawnee
<b>Chelsea</b>	▪ Bank of Commerce	Adair, Catoosa, Tulsa
<b>Cherokee</b>	▪ ACB Bank	Garver, Waukomis
	▪ Farmers Exchange Bank	Helena, Tonkawa, Wakita
<b>Cheyenne</b>	▪ Security State Bank	Hammon
<b>Chickasha</b>	▪ Chickasha Bank & Trust Company	Apache, Blanchard, Cement, Tuttle
<b>Claremore</b>	▪ 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
<b>Cleo Springs</b>	▪ Cleo State Bank	Carmen, Jet, Meno
<b>Clinton</b>	▪ Oklahoma Bank and Trust Company	Arapaho
<b>Collinsville</b>	▪ American Bank of Oklahoma	Muskogee (2), Ramona, Skiatook
<b>Cushing</b>	▪ Bank of Cushing and Trust Company	Cushing

CITY	BANK	BRANCH LOCATION
<b>D</b>		
Duncan	<ul style="list-style-type: none"> <li>First Bank &amp; Trust Co.</li> </ul>	Ardmore (3), Duncan, Healdton, Norman, Waurika
Durant	<ul style="list-style-type: none"> <li>First United Bank and Trust Company</li> </ul>	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
<b>E</b>		
Edmond	<ul style="list-style-type: none"> <li>The Citizens Bank of Edmond</li> <li>F&amp;M Bank</li> <li>First Commercial Bank</li> <li>Kirkpatrick Bank</li> </ul>	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	<ul style="list-style-type: none"> <li>The Bank of Union</li> </ul>	Union City
Elk City	<ul style="list-style-type: none"> <li>Bank of Western Oklahoma</li> </ul>	Cordell, Geary, Vici, Weatherford, Woodward
<b>G</b>		
Grandfield	<ul style="list-style-type: none"> <li>First State Bank</li> </ul>	Davidson
Grove	<ul style="list-style-type: none"> <li>Grand Savings Bank</li> </ul>	Jay (2)
Guthrie	<ul style="list-style-type: none"> <li>Oklahoma State Bank</li> </ul>	Coyle, Edmond, Mulhall, Norman
<b>H</b>		
Hennessey	<ul style="list-style-type: none"> <li>Community State Bank</li> </ul>	Cashion, Dover
Hinton	<ul style="list-style-type: none"> <li>Legacy Bank</li> </ul>	Binger, Blanchard, Duncan, Edmond, Elk City, Marlow, Newcastle, Oklahoma City, Weatherford
Hulbert	<ul style="list-style-type: none"> <li>Bank of Cherokee County</li> </ul>	Park Hill, Tahlequah
Hydro	<ul style="list-style-type: none"> <li>Bank of Hydro</li> </ul>	Eakly
<b>K</b>		
Keyes	<ul style="list-style-type: none"> <li>High Plains Bank</li> </ul>	Alva, Boise City, Cordell
Kremlin	<ul style="list-style-type: none"> <li>The Bank of Kremlin</li> </ul>	Drummond, Enid (2), Goltry

<b>CITY</b>	<b>BANK</b>	<b>BRANCH LOCATION</b>
<b>M</b>		
<b>Miami</b>	<ul style="list-style-type: none"> <li>Security Bank and Trust Company</li> </ul>	Miami
<b>Midwest City</b>	<ul style="list-style-type: none"> <li>FNB Community Bank</li> </ul>	Choctaw, Del City, Harrah, Midwest City, Moore, Tinker Air Force Base (2)
<b>Muskogee</b>	<ul style="list-style-type: none"> <li>Armstrong Bank</li> </ul>	Bartlesville, Checotah, Dewey, Fort Gibson, Gore, Keys, Muldrow, Muskogee (2), Park Hill, Pawnee, Stilwell, Tahlequah (2), Vian, Wagoner, Warner
<b>N</b>		
<b>Noble</b>	<ul style="list-style-type: none"> <li>First State Bank</li> </ul>	Norman
<b>Norman</b>	<ul style="list-style-type: none"> <li>Republic Bank &amp; Trust</li> </ul>	Noble, Norman (2), Oklahoma City
<b>Nowata</b>	<ul style="list-style-type: none"> <li>Regent Bank</li> </ul>	Nowata, South Coffeyville, Tulsa
<b>O</b>		
<b>Okemah</b>	<ul style="list-style-type: none"> <li>The Citizens State Bank</li> </ul>	Paden
<b>Oklahoma City</b>	<ul style="list-style-type: none"> <li>All America Bank</li> <li>BancFirst</li> </ul>	<p>Mustang</p> <p>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</p>
	<ul style="list-style-type: none"> <li>Bank 7</li> <li>The Bankers Bank</li> <li>First Enterprise Bank</li> <li>The First State Bank</li> <li>InterBank</li> </ul>	<p>Camargo, Medford, Woodward (2)</p> <p>Texas branch in McKinney</p> <p>Oklahoma City (3)</p> <p>Canute</p> <p>Clinton, Edmond (2), El Reno (2), Elk City, Enid, Guthrie (2), Hennessey, Hobart, Kingfisher (2), Oklahoma City (4), Sayre;</p> <p>Texas branches in Aledo, Bluff Dale, Borger, Breckenridge, Canadian, Childress, Coleman, Follett, Friona, Glen Rose, Graham, Granbury, Olney, Panhandle, Seymour, Stephenville (2), Stinnett, Vega</p>

<b>CITY</b>	<b>BANK</b>	<b>BRANCH LOCATION</b>
<b>Oklahoma City (Cont'd)</b>	▪ NBC Oklahoma	Altus (4), Duncan, Enid, Kingfisher, Oklahoma City, Tulsa
	▪ Valliance Bank	Norman, Texas branch in McKinney
<b>Oologah</b>	▪ Lakeside State Bank	Chelsea
<b>Owasso</b>	▪ First Bank of Owasso	Owasso (2)

## **P**

<b>Perry</b>	▪ Exchange Bank and Trust Company	Stillwater
	▪ First Bank & Trust Company, Perry, Oklahoma	Billings, Covington
<b>Pond Creek</b>	▪ The First State Bank	Enid
<b>Porter</b>	▪ The First State Bank of Porter	Locust Grove
<b>Poteau</b>	▪ The Community State Bank	Poteau, Spiro, Talihina, Wister
<b>Pryor</b>	▪ Century Bank of Oklahoma	Pryor, Tulsa (2)
<b>Purcell</b>	▪ First American Bank	Garber, Maysville, Moore, Newcastle,
	▪ McClain Bank	Lexington, Noble, Norman, Purcell

## **Q**

<b>Quinton</b>	▪ The Farmers State Bank	Red Oak, Stigler
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## **R**

<b>Roff</b>	▪ Oklahoma Heritage Bank	Byng
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## **S**

<b>Sapulpa</b>	▪ American Heritage Bank	Barnsdall, Bartlesville, Beggs, Cleveland (2), Glenpool, Kiefer, Kellyville, Mannford, Mounds, Pawhuska, Sand Springs (2), Sapulpa (2), Tulsa (2), Yale
<b>Skiatook</b>	▪ The Exchange Bank	Owasso, Sperry
<b>Snyder</b>	▪ Bank of the Wichitas	Cache, Elgin
<b>Spencer</b>	▪ Advantage Bank	Midwest City
<b>Spiro</b>	▪ Spiro State Bank	Talihina
<b>Sulphur</b>	▪ Community Bank of the Arbuckles	Davis

## **T**

<b>Tahlequah</b>	▪ First State Bank	Keys
<b>Texhoma</b>	▪ Anchor D Bank	Goodwell, Guymon
<b>Thomas</b>	▪ The Bank of the West	Clinton, Leedey, Oklahoma City
<b>Tulsa</b>	▪ 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

<b>CITY</b>	<b>BANK</b>	<b>BRANCH LOCATION</b>
<b>Tulsa (Cont'd)</b>	▪ 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
<b>Tuttle</b>	▪ Sooner State Bank	Konawa, Newcastle, The Village

## V

<b>Vinita</b>	▪ Oklahoma State Bank	Afton, Langley
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## W

<b>Wagoner</b>	▪ First Bank & Trust Company	Disney, Grove, Ketchum, Luther
<b>Watonga</b>	▪ Cornerstone Bank	Geary, Mustang, Oklahoma City, Watonga
<b>Welch</b>	▪ Welch State Bank of Welch, Okla.	Miami
<b>Westville</b>	▪ Peoples Bank	Arkansas branch in West Siloam Springs
<b>Wewoka</b>	▪ Security State Bank of Wewoka, Oklahoma	Fairfax, Ralston, Seminole
<b>Wilburton</b>	▪ Wilburton State Bank	Wilburton
<b>Woodward</b>	▪ The Stock Exchange Bank	Woodward (2)

## Y

<b>Yukon</b>	▪ Bank of Commerce	El Reno, Mustang, Yukon
	▪ YNB	Bethany, Mustang, Yukon (2)

CREDIT  
UNIONS

## STATE CREDIT UNION BOARD



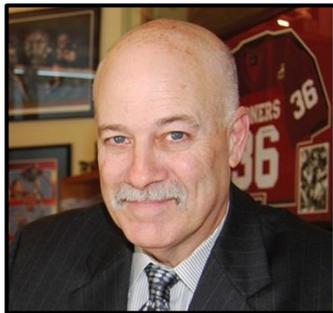
**Mick Thompson**  
State Bank Commissioner  
Oklahoma City  
Term expires September 1, 2016



**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

<b>ASSETS</b>	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>	<i>(28,237)</i>
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
<b>TOTAL ASSETS</b>	<b>4,330,851</b>

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

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

# CONSOLIDATED REPORT OF CONDITION

## OKLAHOMA STATE CHARTERED CREDIT UNIONS

as of June 30, 2013

Number of Credit Unions – 18

Corporate Credit Unions – None

<b>ASSETS</b>	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
<b>TOTAL ASSETS</b>	<b>4,497,364</b>

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

<b>EQUITY</b>	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
<b>TOTAL EQUITY</b>	<b>474,679</b>
<b>TOTAL LIABILITIES, SHARES, AND EQUITY</b>	<b>4,497,364</b>

# 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

<b>CITY</b>	<b>TRUST COMPANY</b>	<b>BRANCHES</b>
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

<b>ASSETS</b>	<b>Thousands of Dollars</b>
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
<b>TOTAL ASSETS</b>	<b>76,017</b>

<b>LIABILITIES</b>	<b>Thousands of Dollars</b>
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
<b>TOTAL LIABILITIES</b>	<b>10,956</b>

<b>RESERVES ON LOANS &amp; SECURITIES</b>	<b>Thousands of Dollars</b>
Reserves for Bad Debt Losses on Loans	0
Reserves for Losses on Securities	0
<b>TOTAL RESERVES ON LOANS &amp; SECURITIES</b>	<b>0</b>

<b>CAPITAL ACCOUNTS</b>	<b>Thousands of Dollars</b>
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
<b>TOTAL CAPITAL ACCOUNTS</b>	<b>65,061</b>
<b>TOTAL LIABILITIES, RESERVES &amp; CAPITAL ACCOUNTS</b>	<b>76,017</b>

**CONSOLIDATED REPORT OF CONDITION**  
**OKLAHOMA STATE CHARTERED TRUST COMPANIES**  
as of June 30, 2013

Number of Trust Companies – 9

<b>ASSETS</b>	<b>Thousands of Dollars</b>
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
<b>TOTAL ASSETS</b>	<b>82,325</b>

<b>LIABILITIES</b>	<b>Thousands of Dollars</b>
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
<b>TOTAL LIABILITIES</b>	<b>15,530</b>

<b>RESERVES ON LOANS &amp; SECURITIES</b>	<b>Thousands of Dollars</b>
Reserves for Bad Debt Losses on Loans	0
Reserves for Losses on Securities	0
<b>TOTAL RESERVES ON LOANS &amp; SECURITIES</b>	<b>0</b>

<b>CAPITAL ACCOUNTS</b>	<b>Thousands of Dollars</b>
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
<b>TOTAL CAPITAL ACCOUNTS</b>	<b>66,795</b>
<b>TOTAL LIABILITIES, RESERVES &amp; CAPITAL ACCOUNTS</b>	<b>82,325</b>

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

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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

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- None

# CONSOLIDATED REPORT OF CONDITION

## OKLAHOMA STATE CHARTERED SAVINGS AND LOAN ASSOCIATIONS

as of December 31, 2012

Number of Savings & Loans – 1

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

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

<b>EQUITY CAPITAL</b>	<b>Thousands of Dollars</b>
Common Stock	100
Paid in Excess of Par	784
Unrealized Gains (Losses) on Available-for-Sale Securities	0
Retained Earnings	2,203
<b>TOTAL EQUITY CAPITAL</b>	<b>3,087</b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL</b>	<b>9,543</b>

# CONSOLIDATED REPORT OF CONDITION

## OKLAHOMA STATE CHARTERED SAVINGS AND LOAN ASSOCIATIONS

as of June 30, 2013

Number of Savings & Loans – 1

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

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

<b>EQUITY CAPITAL</b>	<b>Thousands of Dollars</b>
Common Stock	100
Paid in Excess of Par	784
Unrealized Gains (Losses) on Available-for-Sale Securities	0
Retained Earnings	2,166
<b>TOTAL EQUITY CAPITAL</b>	<b>3,050</b>
<b>TOTAL LIABILITIES AND EQUITY CAPITAL</b>	<b>9,601</b>

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 <i>d/b/a Retailers Express Money Order Company</i>	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

Viamericas 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.

