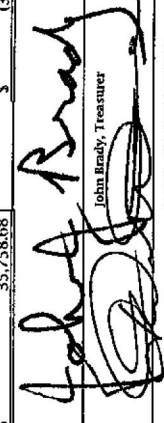


**TUCSON OLD PUEBLO CREDIT UNION - FINANCIAL STATEMENTS
AS OF JUNE 30, 2012**

Assets	Current Month		Prior Month		Difference		Prior Year		Difference	
	Number	Amount	Number	Amount	Number	Amount	Number	Amount	Number	Amount
Loans										
Credit Cards	8	\$ 3,172.26	8	\$ 2,022.44	4	\$ 31,328.90	0	\$ 0	8	\$ 3,172.26
Unsecured	1,447	2,932,553.24	1,443	2,901,224.34	(4)	31,328.90	1,449	2,691,295.52	(2)	241,257.72
Direct Auto	1,332	13,485,554.74	1,346	13,574,189.80	(14)	(88,635.06)	1,393	13,324,537.20	(61)	161,017.54
Indirect Auto	1,276	9,431,663.34	1,317	9,696,301.11	(41)	(264,637.77)	2,013	17,125,449.60	(737)	(7,693,786.26)
Home Equity	419	10,218,771.00	419	10,340,773.23	0	(122,002.23)	436	10,840,224.70	(17)	(621,453.70)
Fixed Real Estate	379	26,969,176.88	377	27,056,064.52	2	(86,887.64)	404	30,204,053.58	(25)	(3,234,876.70)
Variable Real Estate	82	5,709,127.91	86	6,160,856.44	(4)	(451,728.53)	93	6,684,812.20	(11)	(975,684.29)
Savings and Certificate Secured	142	775,505.57	138	750,256.37	4	25,249.20	131	871,813.23	11	(96,307.66)
Other	90	1,090,535.58	93	1,193,351.61	(3)	(102,816.03)	97	1,244,078.95	(7)	(153,543.37)
Gross Loans	5,175	\$ 70,616,060.52	4,919	\$ 71,675,039.86	(52)	\$ (1,060,129.16)	6,016	\$ 82,986,264.98	(841)	\$ (12,370,204.46)
Prepaid Loan Fees	0	0.00	0	0.00	0	0.00	0	40,776.38	0	421.64
Loan Participation	5,175	\$ 70,657,258.54	4,919	\$ 71,714,091.89	(52)	\$ (1,056,833.35)	6,016	\$ 83,027,041.36	(841)	\$ (12,369,782.82)
Allowance for Loan Losses		(1,860,087.32)		(1,801,793.69)		58,293.63		(1,978,449.77)		(118,362.45)
Net Loans		\$ 68,797,171.22		\$ 69,912,298.20		\$ (1,115,126.98)		\$ 81,048,591.59		\$ (12,251,420.37)
Cash		10,655,265.51		10,423,628.80		231,636.71		3,468,004.43		7,187,261.08
Investments		49,321,141.09		50,768,120.60		(1,446,979.51)		38,195,392.05		11,125,749.04
Other Assets		4,286,911.62		4,299,325.12		(12,413.50)		4,261,224.98		25,686.64
Land and Building		353,647.74		361,408.40		(7,760.66)		353,283.42		364.32
Furniture and Equipment		2,804,768.02		2,464,484.80		340,283.22		2,582,222.56		222,545.46
Other Assets		7,445,327.38		7,125,218.32		\$ 320,109.06		\$ 7,196,730.96		\$ 248,596.42
Total Other Assets		\$ 136,218,905.20		\$ 138,229,205.92		\$ (2,010,360.72)		\$ 129,908,719.03		\$ 6,310,186.17
Total Assets		\$ 531,881.13		\$ 2,964,466.70		\$ (2,432,585.57)		\$ 951,404.14		\$ (419,523.01)
Liabilities and Equity						0.00				0.00
Accounts Payable/Liabilities										
Total Borrowings										
Member Deposits										
Savings and Clubs	14,951	48,505,832.17	15,012	47,660,069.59	(61)	845,762.58	15,450	42,278,625.32	(499)	6,227,206.85
Money Market accounts	866	25,806,750.04	869	26,156,617.55	(3)	(349,867.51)	870	24,865,610.01	(4)	941,140.03
Checking	7,528	21,450,224.43	7,510	21,445,339.97	18	4,884.46	7,055	18,764,502.09	473	2,685,722.34
Certificates	1,304	18,383,073.22	1,317	18,494,609.13	(13)	(111,535.91)	1,484	20,976,330.01	(180)	(2,593,256.79)
Demand IRAs	563	5,734,848.05	562	5,731,380.05	1	3,468.00	579	5,603,226.98	(16)	131,621.07
IRA Certificates	516	6,181,426.49	536	6,187,671.94	(20)	(6,245.45)	568	6,843,530.52	(52)	(662,104.03)
Total Member Deposits	25,728	\$ 126,062,154.40	25,806	\$ 125,675,688.23	(78)	\$ 386,466.17	26,006	\$ 119,331,824.93	(278)	\$ 6,730,329.47
Capital										
Regular Reserves		5,459,831.13		5,459,831.13		0.00		5,329,917.13		129,914.00
Undivided Earnings		4,165,038.54		4,129,279.86		35,758.68		4,295,572.83		(130,534.29)
Other Capital		0.00		0.00		0.00		0.00		0.00
Total Capital		\$ 9,624,869.67		\$ 9,589,110.99		\$ 35,758.68		\$ 9,625,489.96		\$ (620.29)
Total Liabilities and Equity		\$ 136,218,905.20		\$ 138,229,205.92		\$ (2,010,360.72)		\$ 129,908,719.03		\$ 6,310,186.17

**TUCSON OLD PUEBLO CREDIT UNION - FINANCIAL STATEMENTS
AS OF JUNE 30, 2012**

	Current Month Amount	Year to Date		Prior Year to Date		Difference	Budget Ytd	Budget Difference	%
		Amount	Amount	Amount	Amount				
Income									
Interest on Loans	\$ 340,402.66	\$ 2,114,133.43	\$ 2,634,671.75	\$ -520,538.32	\$ 2,268,000	\$ (153,867)	-7%		
Income from Investments	90,726.42	373,015.87	323,916.54	49,099.33	330,000	43,016	13%		
Investment Services Income	12,103.21	105,507.64	73,500.34	32,007.30	84,000	21,508	26%		
Fee Income	88,581.18	548,281.90	306,532.53	241,749.37	287,900	250,382	84%		
Other Operating Income	24,392.03	106,163.21	412,233.19	-306,069.98	378,000	(271,837)	-72%		
Total Income	\$ 556,205.50	\$ 3,247,102.05	\$ 3,750,854.35	\$ -503,752.30	\$ 3,357,900	\$ (110,798)	-3%		
Operating Expenses									
Employee Compensation	192,680.06	\$ 1,280,696.84	\$ 1,257,543.42	23,153.42	1,245,000	35,697	3%		
Employee Incentives	50.00	335.00	330.00	5.00	1,200	(865)	-72%		
Meetings	45,086.23	258,571.16	236,427.89	22,143.27	234,000	24,571	11%		
Loan Servicing	778.62	9,455.12	13,628.35	-4,173.23	12,840	(3,385)	-26%		
State Banking Dept. Fee	2,227.84	57,990.12	61,042.54	-3,052.42	55,800	2,190	4%		
Office Occupancy	37,289.50	214,185.20	7,587.00	111.00	8,400	(702)	-8%		
Miscellaneous Expenses	46,421.88	316,558.82	342,448.37	-25,889.55	223,500	(9,315)	-4%		
Member Insurance	1,445.91	11,188.95	6,372.52	4,816.43	7,800	3,389	43%		
Association Dues	200.00	4,950.00	8,700.00	-3,750.00	7,500	(2,550)	-34%		
Educational & Training	2,094.01	13,381.06	12,591.12	789.94	13,950	(569)	-4%		
Professional & Outside Services	1,418.34	10,868.25	18,220.88	-7,352.63	23,100	(12,232)	-53%		
Travel and Conference	68,122.75	433,334.52	413,820.87	19,513.65	438,600	(5,265)	-1%		
Promotional Expenses	1,492.62	6,093.45	5,540.48	543.97	9,000	(2,907)	-32%		
Cash Short/Over	5,358.11	55,378.53	78,884.06	-23,505.53	92,700	(37,321)	-40%		
Deposit Account Adjustments	312.02	741.05	1,040.14	-299.09	1,200	(459)	-38%		
Total Operating Expenses	\$ 1,261.42	\$ 21,791.16	\$ 11,679.03	\$ 10,112.13	\$ 18,000	\$ 3,791	21%		
Net Operating Income	\$ 407,522.31	\$ 2,703,217.23	\$ 2,684,865.25	\$ 18,351.98	\$ 2,769,390	\$ (66,173)	-2%		
Provision for Losses	\$ 148,683.19	\$ 543,884.82	\$ 1,065,989.10	\$ -522,104.28	\$ 588,510	\$ (44,625)	-8%		
Dividends	\$ 82,828.49	\$ 563,012.29	\$ (267,043.86)	\$ 830,056.15	\$ 180,000	\$ 383,012	213%		
Interest on Borrowed Money	\$ 30,033.46	\$ 227,365.86	\$ 319,802.11	\$ -92,435.25	\$ 270,000	\$ (42,633)	-16%		
Non-Operating (Income) Expense	\$ 15.15	\$ 1,294.04	\$ 2,629.17	\$ -1,335.13	\$ 1,800	\$ (506)	-28%		
Total Income (Loss)	\$ 47.41	\$ 97,420.95	\$ 990.10	\$ 96,430.85	\$ 0	\$ (97,421)	budget is zero		
	\$ 35,758.68	\$ (345,209.32)	\$ 1,009,611.58	\$ -1,354,820.90	\$ 136,710	\$ (481,919)	-353%		


 John Brady, Treasurer

Joe Mirachi, President/CEO

7/17/12
Date

7.16.12
Date

We certify, to the best of our knowledge and belief, that these financial statements are true and correct and present fairly the financial position and the results of operations for the periods covered.

**TUCSON OLD PUEBLO CREDIT UNION - ADDENDUM TO THE FINANCIAL STATEMENTS
AS OF JUNE 30, 2012**

	Current Month		Prior Month		Difference		Prior Year		Difference	
	Number	Amount	Number	Amount	Number	Amount	Number	Amount	Number	Amount
Loan Delinquency	37	515,927	36	988,557	1	(472,630)	70	\$ 1,207,975	-33	\$ (692,048)
Two to Six Months	12	497,967	19	589,054	(7)	(91,087)	25	293,876	-13	204,091
Six to Twelve Months	13	142,081	21	576,222	(8)	(434,141)	12	464,659	1	(322,578)
Over Twelve Months	62	1,155,975	76	2,153,833	(14)	(997,858)	107	\$ 1,966,510	-45	\$ (810,535)
Total Delinquency										
Ratios	Percent		Percent		Percent		Percent		Percent	
Loans/Deposits	56.05%		57.06%		-1.01%		69.58%		-13.53%	
Efficiency Ratio (YTD expenses/income)	83.25%		85.31%		-2.06%		71.58%		11.67%	
Delinquent Loans/Loans	1.04%		3.00%		-1.37%		2.37%		-0.73%	
Net Interest Margin	3.56%		2.96%		0.60%		4.11%		-0.55%	
Capital Ratio	7.07%		6.94%		0.13%		7.41%		-0.34%	
Return on Average Assets (YTD)	-0.37%		-0.50%		0.13%		1.60%		-1.97%	
Other Information	Number		Number		Number		Number		Number	
Primary Accounts	14,030		14,091		(61)		14,579		(549)	
New Primary Accounts	112		86		26		96		16	

TUCSON OLD PUEBLO CREDIT UNION - INVESTMENT ANALYSIS

Investment Description	Market Value	Weighted Avg Rate	Book Value	weighting factors to calculate overall weighted interest rate	
				Number	Percent
Short Term Investments (1 year or less)					
Firstcorp Certificates	\$ 248,000	2.57%	\$ 248,000	6,374	\$ 248,000
SimpliCDs	\$ 3,721,000	1.55%	3,721,000	57,672	3,721,000
QwickRateCDs					
Long Term Certificates (greater than 1 year)					
QwickRate CDs 3 yrs or less	\$ 1,593,000	2.03%	1,593,000	32,381	1,593,000
QwickRate CDs over 3 years	7,402,000	1.98%	7,402,000	146,449	7,402,000
Federal Agency Securities (greater than 1 year)					
FHLB, FNMA, FHLMC, FFCB	\$ 22,582,979	1.08%	22,550,000	244,217	22,550,000
Mortgage Backed Securities (MBS)	\$ 13,117,816	3.79%	12,303,300	336,330	12,303,300
FirstCorp Perm. Inv. Capital	\$ 709,026	0.25%	\$ 709,026	1,773	\$ 709,026
Unamortized Premium & (Discount)		0.00%	(1,184)		(1,184)
MBS PREM/DISC	742,510		795,999		795,999
Total Earning Investments	\$ 50,116,331	1.67%	\$ 49,321,141	825,194	\$ 49,321,141
Securities committed that settle next month					
Total Investments	\$ 50,116,331		\$ 49,321,141		\$ 49,321,141