

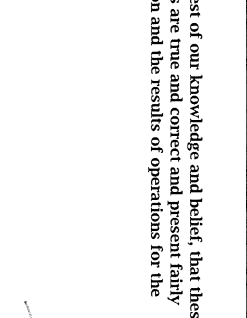
**TUCSON OLD PUEBLO CREDIT UNION - FINANCIAL STATEMENTS**  
**AS OF MAY 31, 2013**

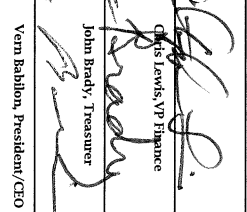
Assets	Current Month		Prior Month		Difference		Prior Year		Difference	
	Number	Amount	Number	Amount	Number	Amount	Number	Amount	Number	Amount
Loans										
Credit Cards	450	\$ 696,999.47	435	\$ 672,447.90	15	\$ 24,551.57	0	\$ 2,022.44	450	\$ 694,977.03
Unsecured	1,556	3,572,946.77	1,552	3,538,254.96	4	34,691.81	1,443	2,901,224.34	113	671,722.43
Direct Auto	1,256	12,191,755.05	1,261	12,295,688.03	(5)	(103,932.98)	1,346	13,574,189.80	(90)	(1,382,434.75)
Indirect Auto	790	7,520,724.20	836	7,717,960.60	(46)	(197,236.40)	1,317	9,696,501.11	(527)	(2,175,576.91)
Home Equity	339	9,041,937.13	340	9,316,277.15	(1)	(274,340.02)	419	10,340,773.23	(80)	(1,298,836.10)
Fixed Real Estate	362	24,131,188.57	359	24,011,821.50	3	119,367.07	377	27,056,064.52	(15)	(2,924,875.95)
Variable Real Estate	77	5,181,803.69	77	5,195,139.43	0	(13,335.74)	86	6,160,856.44	(9)	(979,052.75)
Savings and Certificate Secured	120	681,764.78	118	690,877.25	2	(9,112.47)	138	750,256.37	(18)	(68,491.59)
Other	64	703,038.70	67	707,404.38	(3)	(4,365.68)	93	1,193,551.61	(29)	(490,312.91)
Gross Loans	5,014	\$ 63,722,158.36	5,045	\$ 64,145,871.20	(31)	\$ (423,712.84)	5,219	\$ 71,675,039.86	(205)	\$ (7,952,881.50)
Prepaid Loan Fees		54,413.97		54,482.93	0	(68.96)		39,052.03		15,361.94
Loan Participation	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00
Allowance for Loan Losses	5,014	\$ 63,776,572.33	5,045	\$ 64,200,354.13	(31)	\$ (423,781.80)	5,219	\$ 71,714,091.89	(205)	\$ (7,937,519.56)
Net Loans		(1,608,819.25)		(1,605,899.58)		2,919.67		(1,801,793.69)		(192,974.44)
Net Loans		\$ 62,167,753.08		\$ 62,594,454.55		\$ (426,701.47)		\$ 69,912,298.20		\$ (7,744,545.12)
Cash		19,626,271.40		18,639,377.10		986,894.30		10,423,628.80		9,202,642.60
Investments		47,291,012.33		47,649,570.80		(358,558.47)		50,768,120.60		(3,477,108.27)
Other Assets										
Land and Building		4,155,798.15		4,167,938.92		(12,140.77)		4,299,325.12		(143,526.97)
Furniture and Equipment		333,433.35		344,631.14		(11,197.79)		361,408.40		(27,975.02)
Other Assets		2,536,853.72		2,564,163.75		(27,310.03)		2,464,484.80		72,368.92
Total Other Assets		\$ 7,026,085.22		\$ 7,076,733.81		\$ (50,648.59)		\$ 7,125,218.32		\$ (99,133.10)
Total Assets		\$ 136,111,122.03		\$ 135,960,136.26		\$ 150,985.77		\$ 138,229,265.92		\$ (2,118,143.89)
Liabilities and Equity										
Accounts Payable/Liabilities		\$ 679,251.10		\$ 1,082,769.53		\$ (403,518.43)		\$ 2,964,466.70		\$ (2,285,215.60)
Total Borrowings		-		-		0.00		-		0.00
Member Deposits										
Savings and Clubs	14,260	51,588,810.45	14,374	51,777,962.00	(114)	(189,151.55)	15,012	47,660,069.59	(752)	3,928,740.86
Money Market accounts	829	24,037,888.54	829	24,205,933.97	0	(168,045.43)	869	26,156,617.55	(40)	(2,118,729.01)
Checking	7,643	23,093,279.78	7,641	22,044,930.60	2	1,048,349.18	7,510	21,445,339.97	133	1,647,939.81
Certificates	1,154	16,871,645.43	1,160	16,771,903.53	(6)	99,741.90	1,317	18,494,609.13	(163)	(1,622,963.70)
Demand IRAs	510	5,514,545.08	510	5,506,179.12	0	8,365.96	562	5,731,380.05	(52)	(216,834.97)
RA Certificates	465	5,363,447.56	468	5,451,389.48	(3)	(87,941.92)	536	6,187,671.94	(71)	(824,224.38)
Total Member Deposits	24,861	\$ 126,469,616.84	24,982	\$ 125,758,298.70	(121)	\$ 711,318.14	25,806	\$ 125,675,688.23	(945)	\$ 793,928.61
Capital										
Regular Reserves		5,700,682.74		5,700,682.74		0.00		5,459,831.13		240,851.61
Undivided Earnings		3,275,401.35		3,424,555.29		(149,153.94)		4,129,279.86		(853,878.51)
Unrealized Gain/Loss (AFS)		(13,830.00)		(6,170.00)		(7,660.00)		0.00		(13,830.00)
Total Capital		\$ 8,962,254.09		\$ 9,119,068.03		\$ (156,813.94)		\$ 9,589,110.99		\$ (626,856.90)
Total Liabilities and Equity		\$ 136,111,122.03		\$ 135,960,136.26		\$ 150,985.77		\$ 138,229,265.92		\$ (2,118,143.89)

**TUCSON OLD PUEBLO CREDIT UNION - FINANCIAL STATEMENTS**  
**AS OF MAY 31, 2013**

	Current Month		Year to Date		Prior Year to Date		Difference	Budget Ytd	Budget Difference	%
	Amount	Amount	Amount	Amount	Amount	Amount				
<b>Income</b>										
Interest on Loans	\$ 294,612.06	\$ 1,481,105.30	\$ 1,773,730.77	\$ -292,625.47	\$ 1,567,085	\$ (83,980)	-5%			
Income from Investments	44,120.67	213,042.68	282,289.45	-69,246.77	260,000	(46,957)	-18%			
Investment Services Income	19,851.11	99,871.81	93,404.43	6,473.38	82,500	17,378	21%			
Fee Income	100,849.96	489,603.95	366,405.20	123,198.75	534,910	(45,306)	-8%			
Other Operating Income	52,666.40	128,776.89	175,066.70	-46,289.81	115,750	13,027	11%			
<b>Total Income</b>	\$ 512,100.20	\$ 2,412,406.63	\$ 2,690,896.55	\$ (278,489.92)	\$ 2,560,245	\$ (147,839)	-6%			
<b>Operating Expenses</b>										
Employee Compensation	216,963.29	996,777.74	1,088,016.78	-91,239.04	942,290	54,488	6%			
Employee Incentives	100.00	260.00	285.00	-25.00	1,460	(1,200)	-82%			
Employee Benefits	36,221.56	200,121.58	213,484.93	-13,363.35	198,415	1,707	1%			
Meetings	2,156.58	7,592.72	8,676.50	-1,083.78	9,075	(1,482)	-16%			
Loan Servicing	15,344.14	71,338.18	55,762.28	15,575.90	72,085	(747)	-1%			
State Banking Dept. Fee	1,324.59	6,622.95	6,415.00	207.95	7,000	(377)	-5%			
Office Occupancy	36,771.34	179,883.33	176,895.70	2,987.63	185,760	(5,877)	-3%			
Office Operations	49,004.78	238,257.81	270,136.94	-31,879.13	232,585	5,673	2%			
Miscellaneous Expenses	1,262.77	3,539.25	9,743.04	-6,203.79	3,540	3,163	0%			
Member Insurance	200.00	1,000.00	4,750.00	-3,750.00	6,250	(5,250)	-84%			
NCLUSIF Corp Stabilization	-	-	-	0.00	0	0	0%			
Association Dues	2,902.17	11,948.40	11,287.05	661.35	10,000	1,948	19%			
Educational & Training	393.62	5,151.96	9,449.91	-4,297.95	4,050	1,102	27%			
Professional & Outside Services	87,034.36	400,162.59	365,211.77	34,950.82	360,035	40,128	11%			
Travel and Conference	1,522.76	2,142.01	4,600.83	-2,458.82	2,085	57	3%			
Promotional Expenses	5,207.25	43,401.85	50,020.42	-6,618.57	34,375	9,027	26%			
Cash Short/Over	162.87	530.97	429.03	101.94	500	31	6%			
Deposit Account Adjustments	16,699.11	20,642.88	20,529.74	113.14	10,000	10,643	106%			
<b>Total Operating Expenses</b>	\$ 473,271.19	\$ 2,189,374.22	\$ 2,295,694.92	\$ (106,320.70)	\$ 2,079,505	\$ 109,869	5%			
<b>Net Operating Income</b>	\$ 38,829.01	\$ 223,032.41	\$ 395,201.63	\$ (172,169.22)	\$ 480,740	\$ (257,708)	-54%			
Provision for Losses	\$ 150,159.19	\$ (22,210.51)	\$ 480,183.80	\$ -502,394.31	\$ 155,000	\$ (177,211)	-114%			
Provision OREO	17,462.55	17,888.05	197,333.40	-93,589.37	5,000	12,888	258%			
Dividends	20,346.06	103,744.03	1,278.89	-1,258.60	119,165	(15,421)	-13%			
Interest on Borrowed Money	15.15	(100.00)	97,373.54	-97,473.54	0	20	BUDGET IS ZERO			
Non-Operating (Income) Expense	-	61,798.40	-	61,798.40	0	(100)	BUDGET IS ZERO			
(Gain)/Loss Foreclosed Assets	-	-	-	-	0	61,798	BUDGET IS ZERO			
<b>Net Income (Loss)</b>	\$ (149,153.94)	\$ 61,892.15	\$ (380,968.00)	\$ 442,860.15	\$ 201,575.00	\$ (139,683)	-69%			

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.

  
 Vern Bablon, President/CEO

  
 John Brady, Treasurer

Date 6/18/13  
 Date 6-18-13  
 Date 6/18/13

**TUCSON OLD PUEBLO CREDIT UNION - ADDENDUM TO THE FINANCIAL STATEMENTS**  
**AS OF MAY 31, 2013**

Loan Delinquency	Current Month		Prior Month		Difference		Prior Year		Difference	
	Number	Amount	Number	Amount	Number	Amount	Number	Amount	Number	Amount
Two to Six Months	15	272,618	8	288,749	7	\$ (16,131)	36	\$ 988,557	-21	\$ (715,939)
Six to Twelve Months	4	120,396	5	127,745	(1)	(7,349)	19	589,054	-15	(468,658)
Over Twelve Months	6	75,336	6	78,067	-	(2,731)	21	576,222	-15	(500,886)
Total Delinquency	25	\$ 468,350	19	\$ 494,561	6	\$ (26,211)	76	\$ 2,153,833	-51	\$ (1,685,483)
Ratios			Percent		Percent		Percent		Percent	
	Loans/Deposits	50.43%	51.05%	-0.62%	57.06%	-6.63%				
Efficiency Ratio (YTD expenses/Income)	90.75%	90.31%	-0.45%	85.31%	5.44%					
Delinquent Loans/Loans	0.73%	0.77%	-0.04%	3.00%	-2.27%					
Net Interest Margin	2.76%	2.79%	-0.03%	2.96%	-0.20%					
Capital Ratio	6.59%	6.71%	-0.12%	6.94%	-0.34%					
Return on Average Assets (YTD)	0.11%	0.62%	-0.51%	-0.67%	0.78%					
Other Information			Number		Number		Number		Number	
	Primary Accounts	13,254	13,377	(123)	14,091	(837)				
New Primary Accounts	75	80	(5)	86	(11)					

**TUCSON OLD PUEBLO CREDIT UNION - INVESTMENT ANALYSIS**

Investment Description	Market Value	Weighted Avg Yield	Book Value	weighting factors to calculate overall weighted interest rate	Non SFAS 115 Inv.
Short Term Investments (1 year or less)					
FirstCorp Certificates					
QwickRateCDs	\$ 4,332,000	0.97%	4,332,000	42,085	4,332,000
Long Term Certificates (greater than 1 year)					
QwickRate CDs 3 yrs or less	\$ 4,766,000	1.73%	4,766,000	82,233	4,766,000
QwickRate CDs over 3 years	\$ 5,923,000	1.66%	5,923,000	98,032	5,923,000
Federal Agency Securities (greater than 1 year)					
FHLB, FNMA, FHLMC, FPCB	\$ 18,971,430	0.60%	19,000,000	113,746	
Mortgage Backed Securities (MBS)	\$ 12,302,551	1.23%	11,678,492	143,840	
Unrealized Gain/Loss (AFS)			\$ (13,830)		
FirstCorp Perm. Inv. Capital	\$ 586,987	0.25%	586,987	1,467	586,987
Catalyst FCU Capital	\$ 333,813	0.70%	333,813	2,337	333,813
AGENCY PREM/DISC			354		
MBS PREM/DISC			684,196		
Total Earning Investments	\$ 47,215,781	1.02%	\$ 47,291,012	\$ 483,740	15,941,800
Securities committed that settle next month					
Total Investments	\$ 47,215,781		\$ 47,291,012		