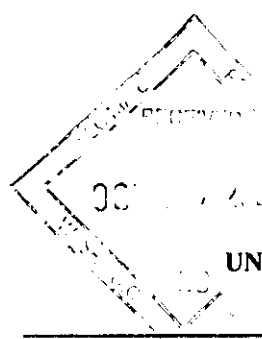


1370231

**FORM D**

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL
OMB Number: 3235-0076
Expires: April 30, 2008
Estimated average burden hours per response..16.00



**FORM D**  
**NOTICE OF SALE OF SECURITIES**  
**PURSUANT TO REGULATION D,**  
**SECTION 4(6), AND/OR**  
**UNIFORM LIMITED OFFERING EXEMPTION**

SEC USE ONLY		
Prefix		Serial
DATE RECEIVED		

Name of Offering ( check if this is an amendment and name has changed, and indicate change.)  
Units of First Liberty Holdings, LLC

Filing Under (Check box(es) that apply):  
 Rule 504  Rule 505  Rule 506  Section 4(6)  U [REDACTED]

Type of Filing:  New Filing  Amendment



**A. BASIC IDENTIFICATION DATA**

1. Enter the information requested about the issuer

Name of Issuer ( check if this is an amendment and name has changed, and indicate change.)  
First Liberty Holdings, LLC

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)  
9601 N. May Avenue, Oklahoma City, OK, 73120 405-820-4563

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)  
(if different from Executive Offices)  
Same

Brief Description of Business  
Bank Holding Company (Pending Applications)

Type of Business Organization  
 corporation  limited partnership, already formed  other (please specify):  
 business trust  limited partnership, to be formed  Limited liability company

Actual or Estimated Date of Incorporation or Organization: \_\_\_\_\_ Month Year  
[ 0 ][ 3 ][ 0 ][ 6 ]  Actual  Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:  
CN for Canada; FN for other foreign jurisdiction)  
[ O ][ K ]

**PROCESSED**

**OCT 31 2006**

**THOMSON FINANCIAL**

JM

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**A. BASIC IDENTIFICATION DATA**

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2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

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Check Box(es) that Apply:     Promoter    Beneficial Owner     Executive Officer     Director    General and/or Managing Partner

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Full Name (Last name first, if individual)  
Root, Joseph P.

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Business or Residence Address (Number and Street, City, State, Zip Code)  
4200 NW 149<sup>th</sup> Street, Oklahoma City, OK 73134

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Check Box(es) that Apply:     Promoter    Beneficial Owner     Executive Officer     Director    General and/or Managing Partner

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Full Name (Last name first, if individual)  
McNeill, Donald C.

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Business or Residence Address (Number and Street, City, State, Zip Code)  
2001 Saratoga Crossing, Edmond, OK 73003

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Check Box(es) that Apply:     Promoter    Beneficial Owner     Executive Officer     Director    General and/or Managing Partner

---

Full Name (Last name first, if individual)  
[Insert]

---

Business or Residence Address (Number and Street, City, State, Zip Code)  
[Insert]

---

---

Check Box(es) that Apply:     Promoter    Beneficial Owner     Executive Officer     Director    General and/or Managing Partner

---

Full Name (Last name first, if individual)

---

Business or Residence Address (Number and Street, City, State, Zip Code)

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(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

**APPENDIX**

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)			Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)	Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)			
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA		X	LLC Interests \$500,000	3	\$500,000	0	\$0		X
CO									
CT									
DE									
DC									
FL									
GA		X	LLC Interests \$20,000	1	\$20,000	0	\$0		X
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA									
MI									
MN									
MS									
MO									
MT									
NE									
NV									
NH									
NJ									
NM									
NY									
NC									
ND									

OH									
OK	X		LLC Interests \$11,409,000	35	\$11,256,000	4	\$153,000		X
OR									
PA									
RI									
SC									
SD									
TN									
TX	X		LLC Interests \$115,000	3	\$95,000	0	\$20,000		X
UT									
VT									
VA									
WA									
WV									
WI									
WY									
PR									