California
Bank of Commerce

…defined by the company we keep.sm

FINANCIAL STATEMENTS

AS OF DECEMBER 31, 2014 AND 2013

AND FOR THE YEARS THEN ENDED

AND

INDEPENDENT AUDITOR'S REPORT

Crowe Horwath.

Crowe Horwath LLP
Independent Member Crowe Horwath International

INDEPENDENT AUDITOR'S REPORT

The Shareholders and Board of Directors
California Bank of Commerce
Lafayette, California

Report on the Financial Statements

We have audited the accompanying financial statements of California Bank of Commerce, which comprise the balance sheets as of December 31, 2014 and 2013, and the related statements of income, comprehensive income, changes in shareholders' equity, and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of the financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of California Bank of Commerce as of December 31, 2014 and 2013, and the results of its operations and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Crowe Horwath LLP
Crowe Horwath LLP

San Francisco, California
March 18, 2015

California Bank of Commerce

BALANCE SHEETS

December 31, 2014 and 2013

	2014	2013
ASSETS		
Cash and due from banks	$ 6,210,281	$ 6,785,137
Interest bearing deposits in banks	51,786,253	17,477,455
Total cash and cash equivalents	57,996,534	24,262,592
Investment securities (Note 3)		
Available-for-sale, at estimated fair value	31,320,930	46,276,551
Loans, less allowance for loan losses of $5,560,000 in 2014 and $5,250,000 in 2013 (Notes 4, 5, 9 and 10)	333,252,251	277,578,994
Premises and equipment, net (Note 6)	241,845	241,971
Bank owned life insurance (BOLI)	11,854,475	9,541,866
Deferred income taxes, net	2,331,087	2,772,295
Accrued interest receivable and other assets	8,616,353	3,844,838
Total assets	$ 445,613,475	$ 364,519,107
LIABILITIES AND SHAREHOLDERS' EQUITY		
Deposits:		
Non-interest bearing	$ 140,558,314	$ 104,642,228
Interest bearing (Note 7)	214,468,126	189,498,459
Total deposits	355,026,440	294,140,687
Other borrowings (Note 9)	29,000,000	29,000,000
Accrued interest payable and other liabilities (Note 14)	3,009,196	2,497,446
Total liabilities	387,035,636	325,638,133
Commitments and contingencies (Note 10)		
Shareholders' equity (Notes 11 and 12):		
Preferred Stock – no par value: 10,000,000 shares authorized Series C, noncumulative, $1,000 per share liquidation value, 11,000 shares issued and outstanding at December 31, 2014 and 2013 (Note 16)	10,949,443	10,949,443
Common stock - no par value; 40,000,000 shares authorized; 4,328,488 issued and outstanding in 2014 and 2,768,893 in 2013	46,866,592	30,737,603
Retained earnings (accumulated deficit)	672,006	(2,571,451)
Accumulated other comprehensive income (loss), net of taxes (Note 3)	89,798	(234,621)
Total shareholders' equity	58,577,839	38,880,974
Total liabilities and shareholders' equity	$ 445,613,475	$ 364,519,107

The accompanying notes are an integral part of these financial statements.

California Bank of Commerce

STATEMENTS OF INCOME
For the Years Ended December 31, 2014 and 2013

	2014	2013
Interest income:		
Interest and fees on loans	$ 15,450,656	$ 13,674,501
Interest on investment securities	641,946	648,611
Interest on interest bearing deposits in banks	93,158	96,895
Total interest income	16,185,760	14,420,007
Interest expense:		
Interest on deposits (Note 7)	834,140	932,200
Interest on borrowings (Note 9)	452,516	452,092
Total interest expense	1,286,656	1,384,292
Net interest income before provision for loan losses	14,899,104	13,035,715
Benefit (Provision) for loan losses (Note 5)	70,589	(263,370)
Net interest income after provision for loan losses	14,969,693	12,772,345
Non-interest income:		
Service charges and other fees	1,294,019	1,139,226
Net gains on sales of loans	132,661	78,349
Net gains on sales of investment securities (Note 3)	52,919	18,086
Earnings on BOLI	310,533	150,141
Other	365,780	83,261
Total non-interest income	2,155,912	1,469,063
Non-interest expenses:		
Salaries and employee benefits (Notes 4 and 14)	7,599,176	6,512,034
Occupancy and equipment (Notes 6 and 10)	967,550	830,736
Other (Note 15)	3,233,692	2,576,784
Total non-interest expenses	11,800,418	9,919,554
Income before provision for income taxes	5,325,187	4,321,854
Provision for income taxes (Note 8)	1,971,730	1,765,491
Net Income	3,353,457	2,556,363
Preferred stock dividend	(110,000)	(110,000)
Income to common shareholders	$ 3,243,457	$ 2,446,363
Earnings per common share:		
Basic	$ 0.91	$ 0.89
Diluted	$ 0.87	$ 0.85
Weighted average number of shares outstanding – basic	3,558,860	2,760,432
Weighted average number of shares outstanding – diluted	3,723,559	2,873,483

The accompanying notes are an integral part of these financial statements

California Bank of Commerce

STATEMENTS OF COMPREHENSIVE INCOME
For the Years Ended December 31, 2014 and 2013

	2014	2013
Net Income	$ 3,353,457	$ 2,556,363
Other comprehensive income (loss):		
Unrealized gains (losses) on available-for-sale investment securities:		
Unrealized holding gains (losses) arising during year	602,782	(1,095,402)
Reclassification adjustment for gains included in net income	(52,919)	(18,086)
Tax effect	(225,444)	456,530
Total other comprehensive income (loss)	324,419	(656,958)
Total comprehensive income	$ 3,677,876	$ 1,899,405

The accompanying notes are an integral part of these financial statements.

California Bank of Commerce

STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
For the Years Ended December 31, 2014 and 2013

	Preferred Stock – Series C		Common Stock		Retained Earnings (Accumulated Deficit)	Accumulated Other Comprehensive Income (Loss)	Total Shareholders' Equity
	Shares	Amount	Shares	Amount			
Balance, January 1, 2013	11,000	$10,949,443	2,757,243	$30,342,414	$ (5,017,814)	$ 422,337	$36,696,380
Share-based compensation expense (Note 11)	-	-	-	281,334	-	-	281,334
Preferred stock dividends (Note 16)	-	-	-	-	(110,000)	-	(110,000)
Net income	-	-	-	-	2,556,363	-	2,556,363
Stock options exercised	-	-	4,000	32,000	-	-	32,000
Stock grants issued and related compensation expense	-	-	7,650	81,855	-	-	81,855
Other comprehensive loss	-	-	-	-		(656,958)	(656,958)
Balance, December 31, 2013	11,000	$10,949,443	2,768,893	$30,737,603	$ (2,571,451)	$ (234,621)	$38,880,974
Share-based compensation expense (Note 11)	-	-	-	272,505	-	-	272,505
Preferred stock dividends (Note 16)	-	-	-	-	(110,000)	-	(110,000)
Issuance of common stock, net of offering costs of $335,000 (Note 12)	-	-	1,539,943	15,665,008	-	-	15,665,008
Net income	-	-	-	-	3,353,457	-	3,353,457
Stock options exercised	-	-	7,412	56,836	-	-	56,836
Stock grants issued and related compensation expense	-	-	12,240	134,640	-	-	134,640
Other comprehensive income	-	-	-	-	-	324,419	324,419
Balance, December 31, 2014	11,000	$10,949,443	4,328,488	$46,866,592	$ 672,006	$ 89,798	$58,577,839

The accompanying notes are an integral part of these financial statements.

California Bank of Commerce

STATEMENTS OF CASH FLOWS
For the Years Ended December 31, 2014 and 2013

	2014	2013
Cash flows from operating activities:		
Net Income	$ 3,353,457	$ 2,556,363
Adjustments to reconcile net income to net cash provided by operating activities:		
Provision for loan losses	(70,589)	263,370
Deferred tax provision (benefit)	215,764	(296,158)
Depreciation	158,459	121,864
Deferred loan origination costs, net	(328,458)	(174,533)
Amortization of premiums on investment securities, net	206,810	880,059
Share-based compensation expense, net	407,145	363,189
Increase in cash surrender value of life insurance	(312,609)	(150,141)
Discount on retained portion of sold loans, net	13,162	(27,430)
Gain on sale of investment securities, net	(52,919)	(18,086)
Gain on foreclosure	(100,808)	-
Gain on sale of loans, net	(132,661)	(78,349)
Increase in accrued interest receivable and other assets	(2,108,325)	(190,864)
Increase in accrued interest payable and other liabilities	511,750	372,489
Net cash provided by operating activities	1,760,178	3,621,773
Cash flows from investing activities:		
Purchase of available-for-sale investment securities	(17,541,686)	(19,053,078)
Proceeds from sales and maturities of available-for-sale investment securities	30,084,519	14,974,809
Proceeds from principal payments on available-for-sale investment securities	2,808,760	6,337,848
Proceeds from principal payments on held-to-maturity investment securities	-	17,393
Net increase in loans	(57,624,993)	(36,088,071)
Purchases of premises and equipment	(158,333)	(168,156)
Purchase of bank-owned life insurance policies	(2,000,000)	(2,000,000)
Purchase of Federal Home Loan Bank stock	(92,100)	(112,000)
Net cash used in investing activities	(44,523,833)	(36,091,255)
Cash flows from financing activities:		
Net increase in demand, interest bearing and savings deposits	$ 59,632,893	$ 18,884,766
Net increase (decrease) in time deposits	1,252,860	(6,225,842)
Proceeds from exercised stock options	56,836	32,000
Payment of dividends on preferred stock	(110,000)	(110,000)
Issuance of common stock, net of offering costs	15,665,008	-
Net cash provided by financing activities	76,497,597	12,580,924
Increase (decrease) in cash and cash equivalents	33,733,942	(19,888,558)
Cash and cash equivalents at beginning of year	24,262,592	44,151,150
Cash and cash equivalents at end of year	$ 57,996,534	$ 24,262,592

(Continued)

California Bank of Commerce

STATEMENTS OF CASH FLOWS (Continued)
For the Years Ended December 31, 2014 and 2013

	2014	2013
Supplemental disclosure of cash flow information:		
Cash paid during the year for:		
Interest	$ 1,272,146	$ 1,397,417
Income taxes	$ 2,020,000	$ 2,430,000
Supplemental noncash disclosures:		
Transfer of held-to-maturity securities to available-for-sale	$ -	$ 3,634,520
Transfer of loans to other real estate owned	$ 2,571,090	$ -

The accompanying notes are an integral part of these financial statements.

California Bank of Commerce

NOTES TO FINANCIAL STATEMENTS

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

General

California Bank of Commerce (the “Bank”) was approved as a state-chartered non-member bank on March 23, 2007, and commenced operations on July 17, 2007. The Bank is subject to regulation by the California Department of Business Oversight (the "CDBO") and the Federal Deposit Insurance Corporation (the "FDIC"). The Bank is headquartered in Lafayette, California and provides products and services to customers who are predominately small to middle-market businesses, professionals and not-for-profit organizations located in Contra Costa, Alameda and surrounding counties.

The accounting and reporting policies of the Bank conform with accounting principles generally accepted in the United States of America and prevailing practices within the banking industry.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions. These estimates and assumptions affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates.

Reclassifications

Certain reclassifications have been made to prior year balances to conform to classifications used in the current year. These reclassifications had no effect on prior year net income or shareholder’s equity.

Cash and Cash Equivalents

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and due from banks, interest bearing deposits in banks with original maturities of 90 days or less and Federal funds sold. Generally, Federal funds are sold for one day periods. Cash flows from loans, deposits and other borrowings are presented on a net basis.

Investment Securities

Investment securities are classified into the following categories:

- Available-for-sale securities, reported at fair value, with unrealized gains and losses excluded from earnings and reported, net of taxes, as accumulated other comprehensive income (loss) within shareholders' equity.

- Held-to-maturity securities, which management has the positive intent and ability to hold, reported at amortized cost, adjusted for the accretion of discounts and amortization of premiums.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investment Securities (Continued)

Management determines the appropriate classification of its investments at the time of purchase. Subsequent transfers between categories are accounted for at fair value.

Gains and losses on the sale of investment securities are computed using the specific identification method. Interest earned on investment securities is reported in interest income, net of applicable adjustments for accretion of discounts and amortization of premiums using the level yield method adjusted for changes in principal prepayment speeds.

An investment security is impaired when its carrying value is greater than its fair value. Investment securities that are impaired are evaluated on at least a quarterly basis and more frequently when economic or market conditions warrant such an evaluation to determine whether such a decline in their fair value is other than temporary. Management utilizes criteria such as the magnitude and duration of the decline and the intent and ability of the Bank to retain its investment in the securities for a period of time sufficient to allow for an anticipated recovery in fair value, in addition to the reasons underlying the decline, to determine whether the loss in value is other than temporary. The term "other than temporary" is not intended to indicate that the decline is permanent, but indicates that the prospects for a near-term recovery of value is not necessarily favorable, or that there is a lack of evidence to support a realizable value equal to or greater than the carrying value of the investment. Once a decline in value is determined to be other than temporary, and management does not intend to sell the security or it is more likely than not that the Bank will not be required to sell the security before recovery, only the portion of the impairment loss representing credit exposure is recognized as a charge to earnings, with the balance recognized as a charge to other comprehensive income. If management intends to sell the security or it is more likely than not that the Bank will be required to sell the security before recovering its forecasted cost, the entire impairment loss is recognized as a charge to earnings.

Investment in Federal Home Loan Bank Stock

As a member of the Federal Home Loan Bank of San Francisco, the Bank is required to maintain an investment in the capital stock of the Federal Home Loan Bank (the “FHLB”). The investment is carried at cost, classified as a restricted security, and periodically evaluated for impairment based on the ultimate recovery of par value.

At December 31, 2014 and 2013, the Bank’s investment in FHLB stock totaled $1,567,100 and $1,475,000, respectively, and is included on the balance sheet in accrued interest receivable and other assets. Both cash and stock dividends are reported as income.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investment in Other Bank Stocks

Independent Bankers Financial Corporation

The Independent Bankers Financial Corporation (the “IBFC”), the holding company for The Independent Banker’s Bank, provides services exclusively to banks. At December 31, 2014 and 2013, the Bank’s investment in IBFC stock totaled $50,419. The investment is carried at cost and is included on the balance sheet in accrued interest receivable and other assets.

Pacific Coast Bankers’ Bancshares

The Pacific Coast Bankers’ Bancshares (“PCBB”), the holding company for The Pacific Coast Banker’s Bank, provides services exclusively to banks. At December 31, 2014 and 2013, the Bank’s investment in PCBB stock totaled $190,000. The investment is carried at cost and is included on the balance sheet in accrued interest receivable and other assets.

Bank Owned Life Insurance

The Bank has purchased life insurance policies on certain current and former executives. Bank owned life insurance is recorded at the amount that can be realized under the insurance contract at the balance sheet date, which is the cash surrender value adjusted for other charges or other amounts due that are probable at settlement.

Loans

Loans that management has the intent and ability to hold for the foreseeable future, or until maturity or payoff, are reported at the principal balances outstanding, net of deferred fees and costs and the allowance for loan losses. Loans transferred from loans held for sale are carried at the lower of principal balance or market value at the date of transfer adjusted for accretion of discounts. Interest is accrued daily based upon outstanding loan balances. However, when, in the opinion of management, loans are considered to be impaired and the future collectability of interest and principal is in serious doubt, loans are placed on nonaccrual status and the accrual of interest income is suspended. Any interest accrued but unpaid is charged against income. Payments received are applied to reduce principal to the extent necessary to ensure collection. Subsequent payments on these loans, or payments received on nonaccrual loans for which the ultimate collectability of principal is not in doubt, are applied first to earned but unpaid interest and then to principal.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Loans (Continued)

Generally, loans are restored to accrual status when the obligation is brought current and has performed in accordance with the contractual terms for a reasonable period of time and the ultimate collectability of the total contractual principal and interest is no longer in doubt. The policy for placing loans on nonaccrual status, recording payments received on nonaccrual loans, resuming the accrual of interest and determining past due or delinquency status, does not differ by portfolio segment or class of financing receivable.

An impaired loan is measured based on the present value of expected future cash flows discounted at the loan's effective rate or, as a practical matter, at the loan's observable market price or the fair value of collateral less estimated costs to sell if the loan is collateral dependent. A loan is collateral dependent if the repayment of the loan is expected to be provided solely by the underlying collateral. All loans are evaluated and considered impaired when, based on current information and events, it is probable that the Bank will be unable to collect all amounts due (including both principal and interest) in accordance with the contractual terms of the loan agreement. The policy for accounting for impaired loans, recognizing interest on impaired loans and recording payments on impaired loans is generally the same as that described above for nonaccrual loans, and does not differ by portfolio segment or class of financing receivable.

Substantially all loan origination fees, commitment fees, direct loan origination costs and purchase premiums and discounts on loans are deferred and recognized as an adjustment of yield, to be amortized to interest income over the contractual term of the loan. The unamortized balance of deferred fees and costs is reported as a component of net loans.

The Bank services loans that have been participated with other financial institutions totaling approximately $11,493,000 and $11,013,000, respectively, as of December 31, 2014 and 2013. The participated balances of these loans were sold without recourse and are not included on the Bank's balance sheet.

Allowance for Loan Losses

The allowance for loan losses is an estimate of probable credit losses in the Bank's loan portfolio that have been incurred as of the balance-sheet date. The allowance is established through a provision for loan losses which is charged to expense. Additions to the allowance are expected to maintain the adequacy of the total allowance after credit losses and loan growth. Credit exposures determined to be uncollectible are charged against the allowance. Cash received on previously charged off amounts is recorded as a recovery to the allowance. The policy for charging off loans and recording recoveries does not differ by portfolio segment or class of financing receivable. The overall allowance consists of two primary components, specific reserves related to individually identified impaired loans and general reserves for inherent losses related to loans that are collectively evaluated for impairment.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Allowance for Loan Losses (Continued)

A restructuring of a debt constitutes a troubled debt restructuring (TDR) if the Bank for economic or legal reasons related to the debtor's financial difficulties grants a concession to the debtor that it would not otherwise consider. Restructured workout loans typically present an elevated level of credit risk as the borrowers are not able to perform according to the original contractual terms. Loans that are reported as TDRs are considered impaired and measured for impairment as described above.

The determination of the general reserve for loans that are collectively evaluated for impairment is based on estimates made by management, to include, but not limited to, consideration of historical losses by portfolio segment for the trailing four quarters, the loan risk rating, internal asset classifications, and qualitative factors to include economic trends in the Bank's service areas, industry experience and trends, geographic concentrations, estimated collateral values, the Bank's underwriting policies, the character of the loan portfolio, and probable losses inherent in the portfolio taken as a whole.

The Bank maintains a separate allowance for each portfolio segment (loan type). These portfolio segments include commercial & industrial, real estate - construction & land, real estate, real estate - home equity lines of credit ("HELOC") and installment. The allowance for loan losses attributable to each portfolio segment, which includes both impaired loans and loans that are not impaired, is combined to determine the Bank's overall allowance, which is included on the balance sheet.

The Bank assigns a risk rating to all loans and periodically, but not less than annually, performs reviews of all such loans to identify credit risks and to assess the overall collectability of the portfolio. These risk ratings are also subject to examination by independent specialists engaged by the Bank and the Bank's regulators. During these internal reviews, management monitors and analyzes the financial condition of borrowers and guarantors, trends in the industries in which borrowers operate and the fair values of collateral securing these loans. These credit quality indicators are used to assign a risk rating to each individual loan. The risk ratings can be grouped into five major categories, defined as follows:

Pass – A pass loan is a strong credit with no existing or known potential weaknesses deserving of management's close attention.

Special Mention – A special mention loan has potential weaknesses that deserve management's close attention. If left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects for the loan or in the Bank's credit position at some future date. Special Mention loans are not adversely classified and do not expose the Bank to sufficient risk to warrant adverse classification.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Allowance for Loan Losses (Continued)

Substandard – A substandard loan is not adequately protected by the current sound worth and paying capacity of the borrower or the value of the collateral pledged, if any. Loans classified as substandard have a well-defined weakness or weaknesses that jeopardize the liquidation of the debt. Well defined weaknesses include a project's lack of marketability, inadequate cash flow or collateral support, failure to complete construction on time or the project's failure to fulfill economic expectations. They are characterized by the distinct possibility that the Bank will sustain some loss if the deficiencies are not corrected.

Doubtful – Loans classified doubtful have all the weaknesses inherent in those classified as substandard with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently known facts, conditions and values, highly questionable and improbable.

Loss – Loans classified as loss are considered uncollectible and charged off immediately.

The general reserve component of the allowance for loan losses also consists of reserve factors that are based on management's assessment of the following for each portfolio segment: (1) inherent credit risk, (2) historical losses and (3) other qualitative factors. These reserve factors are inherently subjective and are driven by the repayment risk associated with each portfolio segment described below.

Commercial & Industrial – Commercial loans generally possess a lower inherent risk of loss than real estate portfolio segments because these loans are generally underwritten to existing cash flows of operating businesses. Debt coverage is provided by business cash flows and economic trends influenced by unemployment rates and other key economic indicators are closely correlated to the credit quality of these loans.

Real Estate - Construction & Land – Real estate construction loans (including land and development loans) generally possess a higher inherent risk of loss than other real estate portfolio segments. A major risk arises from the necessity to complete projects within specified cost and time lines. Trends in the construction industry significantly impact the credit quality of these loans, as demand drives construction activity. In addition, trends in real estate values significantly impact the credit quality of these loans, as property values determine the economic viability of construction projects.

Real Estate - Other – Real estate mortgage loans generally possess a higher inherent risk of loss than other real estate portfolio segments, except land and construction loans. Adverse economic developments or an overbuilt market impact commercial real estate projects and may result in troubled loans. Trends in vacancy rates of commercial and residential properties impact the credit quality of these loans. High vacancy rates reduce operating revenues and the ability for properties to produce sufficient cash flow to service debt obligations.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Allowance for Loan Losses (Continued)

Real Estate - HELOC – The degree of risk in residential real estate lending depends primarily on the loan amount in relation to collateral value, the interest rate and the borrower's ability to repay in an orderly fashion. These loans generally possess a lower inherent risk of loss than other real estate portfolio segments. Economic trends determined by unemployment rates and other key economic indicators are closely correlated to the credit quality of these loans. Weak economic trends indicate that the borrowers' capacity to repay their obligations may be deteriorating.

Installment & Other – An installment loan portfolio is usually comprised of a number of small loans scheduled to be amortized over a specific period. Most installment loans are made directly for consumer purchases, but business loans granted for the purchase of heavy equipment or industrial vehicles may also be included. Economic trends determined by unemployment rates and other key economic indicators are closely correlated to the credit quality of these loans. Weak economic trends indicate that the borrowers' capacity to repay their obligations may be deteriorating. Loans in the “Other” category are typically inconsequential and typically include overdrafts on deposit accounts.

Although management believes the allowance to be adequate, ultimate losses may vary from its estimates. At least quarterly, the Board of Directors reviews the adequacy of the allowance, including consideration of the relative risks in the portfolio, current economic conditions and other factors. If the Board of Directors and management determine that changes are warranted based on those reviews, the allowance is adjusted. In addition, the Bank's primary regulators, the FDIC and CDBO, as an integral part of their examination process, review the adequacy of the allowance. These regulatory agencies may require additions to the allowance based on their judgment about information available at the time of their examinations.

Allowance for Credit Losses on Off-Balance-Sheet Credit Exposures

The Bank also maintains a separate allowance for off-balance-sheet commitments. Management estimates anticipated losses using historical data and utilization assumptions. The allowance for off-balance-sheet commitments is included in accrued interest payable and other liabilities on the balance sheet, and totaled $75,000 and $70,000 at December 31, 2014 and 2013, respectively.

Other Real Estate Owned

Other real estate owned (“OREO”) consist of properties acquired through foreclosure. The Bank values these properties at fair value less estimated costs to sell at the time it acquires them, which establishes the new cost basis. After it acquires them, the Bank carries such properties at the lower of cost or fair value less estimated selling costs. If the Bank records any income from the property after acquiring them, it includes this amount in other non-interest income. If the Bank records any write-downs or there are any operating expense of such properties after acquiring them, it includes this amount in other non-interest expense.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

At December 31, 2014 there was one commercial property valued at $2,571,090 owned by the Bank that was acquired through the foreclosure process and is included on the balance sheet in accrued interest receivable and other assets

Transfer of Financial Assets

Transfers of financial assets are accounted for as sales, when control over the assets has been surrendered. Control over transferred assets is deemed surrendered when (1) the assets have been isolated from the Bank, (2) the transferee obtains the right (free of conditions that constrain it from taking advantage of that right) to pledge or exchange the transferred assets, and (3) the Bank does not maintain effective control over the transferred assets through an agreement to repurchase them before their maturity.

Sales and Servicing of Government Guaranteed Loans

Included in the portfolio are loans which, in general, are 70 to 90 percent guaranteed by either the U.S. Department of Agriculture (the “USDA”) or the Small Business Administration (the "SBA"). The guaranteed portion of these loans may be sold to a third party, with the Bank retaining the unguaranteed portion. The Bank generally receives a premium in excess of the adjusted carrying value of the loan at the time of sale. The Bank may be required to refund a portion of the sales premium if the borrower defaults or the loan prepays within ninety days of the settlement date. However, none of the premiums the Bank had received were subject to these recourse provisions as of December 31, 2014 and 2013. There were no USDA and SBA loans held for sale at December 31, 2014 and 2013. The guaranteed portion of USDA and SBA loans sold, totaling approximately $9,452,000 and $8,633,000 were being serviced for others at December 31, 2014 and 2013, respectively.

Servicing rights acquired through 1) a purchase or 2) the origination of loans which are sold with servicing rights retained are recognized as separate assets or liabilities. Servicing assets or liabilities are initially recorded at fair value and are subsequently amortized in proportion to, and over the period of the related net servicing income or expense. Servicing assets are periodically evaluated for impairment. Fair values are estimated using discounted cash flows based on current market interest rates. For purposes of measuring impairment, servicing assets are stratified based on note rate and term. The amount of impairment recognized is the amount by which the servicing assets for a stratum exceed their fair value. Servicing assets totaling $58,933 and $54,465 associated with loans previously sold which were included in accrued interest receivable and other assets at December 31, 2014 and 2013, respectively.

In addition, assets (accounted for as interest-only (IO) strips) are recorded at the fair value of the difference between note rates and rates paid to purchasers (the interest spread) and contractual servicing fees, if applicable. IO strips are carried at fair value with gains or losses recorded as a component of shareholders' equity, similar to available-for-sale investment securities. At December 31, 2014 and 2013 no IO strips were outstanding.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

The Bank's investment in the loan is allocated between the retained portion of the loan, the servicing asset, the IO strip, and the sold portion of the loan based on their relative fair values on the date the loan is sold. The gain on the sold portion of the loan is recognized as income at the time of sale. The carrying value of the retained portion of the loan is discounted based on the estimated yield of a comparable non-guaranteed loan. Significant future prepayments of these loans will result in the recognition of additional amortization of related servicing assets and an adjustment to the carrying value of related IO strips.

Bank Premises and Equipment

Bank premises and equipment are carried at cost, less accumulated depreciation. Depreciation is determined using the straight-line method over the estimated useful lives of the related assets. The useful lives of furniture, fixtures and equipment are estimated to be 3 to 5 years. Leasehold improvements are amortized over the lesser of the respective lease term (including renewal periods that are reasonably assured) or their useful lives, which are generally 7 to 14 years.

Certain operating leases contain scheduled and specified rent increases or incentives in the form of tenant improvement allowances or credits. The scheduled rent increases are recognized on a straight-line basis over the lease term as an increase in the amount of rental expense recognized each period. Lease incentives are capitalized at the inception of the lease and amortized on a straight-line basis over the lease term as a reduction of rental expense. Amounts accrued in excess of amounts paid related to the scheduled rent increases and the unamortized deferred credits are included in accrued interest payable and other liabilities on the balance sheet.

When assets are sold or otherwise disposed of, the cost and related accumulated depreciation or amortization are removed from the accounts, and any resulting gain or loss is recognized in income for the period. The cost of maintenance and repairs is charged to expense as incurred. The Bank evaluates premises and equipment for financial impairment as events or changes in circumstances indicate that the carrying amount of such assets may not be fully recoverable.

Income Taxes

Deferred tax assets and liabilities are recognized for the tax consequences of temporary differences between the reported amount of assets and liabilities and their tax basis. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment. A valuation allowance is recognized if, based on the weight of available evidence, management believes it is more likely than not that some portion or all of the deferred tax assets will not be realized.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Accounting for Uncertainly in Income Taxes

The Bank considers all tax positions recognized in its financial statements for the likelihood of realization. When tax returns are filed, it is highly certain that some positions taken would be sustained upon examination by the taxing authorities, while others are subject to uncertainly about the merits of the position taken or the amount of the position that would be ultimately sustained. The benefit of a tax position is recognized in the financial statements in the period during which, based on all available evidence, management believes it is more likely than not that the position will be sustained upon examination, including the resolution of appeals or litigation processes, if any. Tax positions taken are not offset or aggregated with other positions. Tax positions that meet the more-likely-than-not recognition threshold are measured as the largest amount of the tax benefit that is more than 50 percent likely of being realized upon settlement with the applicable taxing authority.

The portion of the benefits associated with tax positions taken that exceeds the amount measured as described above is reflected as a liability for unrecognized tax benefits in the accompanying balance sheet along with any associated interest and penalties that would be payable to the taxing authorities upon examination. Interest expense and penalties associated with unrecognized tax benefits, if any, are classified as income tax expense in the statement of income.

Earnings Per Share

Basic earnings per share (EPS), which excludes dilution, is computed by dividing net income by the weighted-average number of common shares outstanding for the period. Diluted earnings per share reflects the potential dilution that could occur if securities or other contracts to issue common stock, such as stock options, result in the issuance of common stock which share in the earnings of the Bank. The treasury stock method is applied to determine the dilutive effect of stock options and restricted stock in computing diluted earnings per share. There were 782,337 and 754,337 stock options outstanding at December 31, 2014 and 2013, respectively.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Share-Based Compensation

The Bank has one share-based compensation plan, the California Bank of Commerce 2007 Equity Incentive Plan (the "Plan"), which has been approved by its shareholders and permits the grant of stock options and restricted stock for up to 825,000 shares of the Bank's common stock, of which 4,118 shares were available for grant at December 31, 2014. The Bank has issued the California Bank of Commerce 2014 Equity Incentive Plan (the "Plan"), which has been approved by its shareholders and permits the grant of stock options and restricted stock for up to 384,986 shares of the Bank's common stock, of which 384,986 shares were available for grant at December 31, 2014. The Plan is designed to attract and retain employees and directors. The amount, frequency, and terms of share-based awards may vary based on competitive practices, the Bank's operating results and government regulations. New shares are issued upon option exercise or restricted share grants. The Plan does not provide for the settlement of awards in cash.

For options, the Plan requires that the option price may not be less than the fair market value of the stock at the date the option is granted, and that the stock must be paid in full at the time the option is exercised.

Restricted stock awards are grants of shares of common stock that are subject to forfeiture until specific conditions or goals are met. Conditions may be based on continuing employment or achieving specified performance goals. During the period of restriction, participants holding restricted stock may have full voting and dividend rights. The restrictions lapse in accordance with a schedule or with other conditions determined by the Board of Directors.

The Bank recognizes share-based compensation expense for the fair value of all stock options and restricted stock that are ultimately expected to vest as the requisite service is rendered and considering the probability of any performance criteria being achieved.

Management estimates the fair value of each option award as of the date of grant using a Black-Scholes-Merton option pricing formula. Expected volatility is based on historical volatility of similar entities over a preceding period commensurate with the expected term of the option because the Bank's common stock has been publicly traded for a shorter period than the expected term for the options. The “simplified” method described in the Securities and Exchange Commission’s Staff Accounting Bulletin No. 110 is used to determine the expected term of option awards. The risk-free rate for the expected term of the option is based on the U.S. Treasury yield curve in effect at the time of grant. Expected dividend yield was not considered in the option pricing formula since the Bank has not paid common stock dividends and has no current plans to do so in the future. The fair value of restricted stock awards is based on the value of the underlying shares at the date of the grant. Management makes estimates regarding pre-vesting forfeitures that will impact total compensation expense recognized under the Plan.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Comprehensive Income

Comprehensive income is a more inclusive financial reporting methodology that includes disclosure of other comprehensive income or loss that historically has not been recognized in the calculation of net income. Sources of other comprehensive income or loss include unrealized gains and losses on available-for-sale investment securities. Total comprehensive income and components of other comprehensive income, or loss, are presented in the statement of comprehensive income.

Fair Value of Financial Instruments

Fair values of financial instruments are estimated using relevant market information and other assumptions, as more fully disclosed in a separate note. Fair value estimates involve uncertainties and matters of significant judgment regarding interest rates, credit risk, prepayments, and other factors, especially in the absence of broad markets for particular items. Changes in assumptions or in market conditions could significantly affect these estimates.

Adoption of New Accounting Standards

In January 2014, the FASB amended existing guidance to eliminate the effective yield election and to permit reporting entities to make an accounting policy election to account for their investments in qualified affordable housing projects using the proportional amortization method if certain conditions are met. The amendments in this standard should be applied retrospectively to all periods presented. A reporting entity that uses the effective yield method before the date of adoption of this standard may continue to apply it for preexisting investments. This amendment is effective for fiscal years, and interim periods within those years, beginning after December 15, 2014. Early adoption is permitted. The effect of adopting this standard did not have a material effect on the Bank's operating results or financial condition.

In January 2014, the FASB amended existing guidance to clarify when a creditor should be considered to have received physical possession of residential real estate property collateralizing a consumer mortgage loan such that the loan should be derecognized and the real estate recognized. These amendments clarify that an in substance repossession or foreclosure occurs, and a creditor is considered to have received physical possession of residential real estate property collateralizing a consumer mortgage loan, upon either: (1) the creditor obtaining legal title to the residential real estate property upon completion of a foreclosure, or (2) the borrower conveying all interest in the residential real estate property to the creditor to satisfy that loan through completion of a deed in lieu of foreclosure or through a similar legal agreement. Amendments in this standard can be applied using a modified retrospective or prospective transition method. This amendment is effective for fiscal years, and interim periods within those years, beginning after December 15, 2014. Early adoption is permitted. The effect of adopting this standard did not have a material effect on the Bank's operating results or financial condition.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

In May 2014 the FASB amended existing guidance related to revenue from contracts with customers. This amendment supersedes and replaces nearly all existing revenue recognition guidance, including industry-specific guidance, establishes a new control-based revenue recognition model, changes the basis for deciding when revenue is recognized over time or at a point in time, provides new and more detailed guidance on specific topics and expands and improves disclosures about revenue. In addition, this amendment specifies the accounting for some costs to obtain or fulfill a contract with a customer. This amendment is effective for fiscal years, and interim periods within those years, beginning after December 15, 2016. Early adoption is not permitted. The amendments should be applied retrospectively to all periods presented or retrospectively with the cumulative effect recognized at the date of initial application. The Company is currently evaluating the impact of this new accounting standard on the financial statements.

In August 2014, the FASB amended existing guidance related to the classification of certain government-guaranteed mortgage loans, including those guaranteed by the FHA and the VA, upon foreclosure. It requires that a mortgage loan be derecognized and a separate other receivable be recognized upon foreclosure if the following conditions are met: 1) The loan has a government guarantee that is not separable from the loan before foreclosure; 2) At the time of foreclosure, the creditor has the intent to convey the real estate property to the guarantor and make a claim on the guarantee, and the creditor has the ability to recover under that claim; and 3) At the time of foreclosure, any amount of the claim that is determined on the basis of the fair value of the real estate is fixed. Upon foreclosure, the separate other receivable should be measured based on the amount of the loan balance (principal and interest) expected to be recovered from the guarantor. This amendment is effective for fiscal years, and interim periods within those years, beginning after December 15, 2014. Early adoption is permitted. The effect of adopting this standard did not have a material effect on the Bank’s operating results or financial condition.

2. FAIR VALUE MEASUREMENTS

Fair Value Hierarchy

The Bank groups its assets and liabilities measured at fair value in three levels, based on the markets in which the assets and liabilities are traded and the reliability of the assumptions used to determine fair value. Valuations within these levels are based upon:

Level 1 – Quoted market prices for identical instruments traded in active exchange markets.

Level 2 – Quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-based valuation techniques for which all significant assumptions are observable or can be corroborated by observable market data.

Level 3 – Model-based techniques that use at least one significant assumption not observable in the market. These unobservable assumptions reflect the Bank's estimates of assumptions that market participants would use on pricing the asset or liability. Valuation techniques include management judgment and estimation which may be significant.

Management monitors the availability of observable market data to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.

Management evaluates the significance of transfers between levels based upon the nature of the financial instrument and size of the transfer relative to total assets, total liabilities or total earnings.

The carrying amounts and estimated fair values of financial instruments, at December 31, 2014 and December 31, 2013 are as follows:

		Fair Value Measurements at December 31, 2014 Using:			
	Carrying Amount	Level 1	Level 2	Level 3	Total
Financial assets					
Cash and cash equivalents	$ 57,996,534	$ 57,996,534	$ -	$ -	$ 57,996,534
Securities available-for-sale	31,320,930	-	31,320,930	-	31,320,930
Loans, net	333,252,251	-	-	340,024,000	340,024,000
FHLB stock	1,567,000	N/A	N/A	N/A	N/A
IBFC stock	50,419	N/A	N/A	N/A	N/A
PCBB stock	190,000	N/A	N/A	N/A	N/A
Accrued interest receivable	1,269,706	-	115,701	1,154,005	1,269,706
Financial liabilities					
Deposits	$ 355,026,440	$	$ 355,036,000	$ -	$ 355,036,000
Other borrowings	29,000,000	-	29,392,000	-	29,392,000
Accrued interest payable	18,150	-	18,150	-	18,150

2. FAIR VALUE MEASUREMENTS (Continued)

Fair Value of Financial Instruments

	Carrying Amount	Fair Value Measurements at December 31, 2013 Using: Level 1	Level 2	Level 3	Total
Financial assets					
Cash and cash equivalents	$ 24,262,592	$ 24,262,592	$ -	$ -	$ 24,262,592
Securities available-for-sale	46,276,551	-	46,276,551	-	46,276,551
Loans, net	277,578,994	-	-	283,681,000	283,681,000
FHLB stock	1,475,000	N/A	N/A	N/A	N/A
IBFC stock	50,419	N/A	N/A	N/A	N/A
PCBB stock	190,000	N/A	N/A	N/A	N/A
Accrued interest receivable	1,166,201	-	162,098	1,004,103	1,166,201
Financial liabilities					
Deposits	$ 294,140,687	$ -	$ 294,155,000	$ -	$ 294,155,000
Other borrowings	29,000,000	-	29,487,000	-	29,487,000
Accrued interest payable	3,640	-	3,640	-	3,640

These estimates do not reflect any premium or discount that could result from offering the Bank's entire holdings of a particular financial instrument for sale at one time, nor do they attempt to estimate the value of anticipated future business related to the instruments. In addition, the tax ramifications related to the realization of unrealized gains and losses can have a significant effect on fair value estimates and have not been considered in any of these estimates.

The methods and assumptions used to estimate fair values are described as follows:

Cash and Cash Equivalents – The carrying amounts of cash and short-term instruments approximate fair values and are classified as Level 1.

Investment Securities – Since quoted prices are generally not available for identical securities, fair values are calculated based on market prices of similar securities, resulting in Level 2 classification.

FHLB, IBFC, PCBB Stocks – It is not practical to determine the fair value of these correspondent bank stocks due to restrictions placed on their transferability.

2. FAIR VALUE MEASUREMENTS (Continued)

Fair Value of Financial Instruments (Continued)

Loans and Loans Held for Sale – Fair values of loans are estimated as follows: For variable rate loans that reprice frequently and with no significant change in credit risk, fair values are based on carrying values resulting in Level 3 classification. Fair values for other loans are estimated using discounted cash flow analyses, using interest rates currently being offered for loans with similar terms to borrowers of similar credit quality resulting in Level 3 classification. The fair value of impaired loans with specific allocations of the allowance for loan losses is generally based on recent real estate appraisals. These appraisals may utilize a single valuation approach or a combination of approaches including comparable sales and the income approach. Adjustments are routinely made in the appraisal process by the independent appraisers to adjust for differences between the comparable sales and income data available. Such adjustments are usually significant and typically result in a Level 3 classification of the inputs for determining fair value. Non-real estate collateral may be valued using an appraisal, net book value per the borrower's financial statements, or aging reports, adjusted or discounted based on management's historical knowledge, changes in market conditions from the time of the valuation, and management's expertise and knowledge of the client and client's business, resulting in a Level 3 fair value classification. Impaired loans are evaluated on a quarterly basis for additional impairment and adjusted accordingly. The methods utilized to estimate the fair value of loans do not necessarily represent an exit price.

Deposits – The fair values disclosed for demand deposits (e.g., interest and non-interest checking, passbook savings, and certain types of money market accounts) are, by definition, equal to the amount payable on demand at the reporting date (i.e., their carrying amount) resulting in Level 2 classification. The carrying amounts of variable rate, fixed-term money market accounts and certificates of deposit approximate their fair values at the reporting date resulting in Level 2 classification. Fair values for fixed rate certificates of deposit are estimated using a discounted cash flows calculation that applies interest rates currently being offered on certificates to a schedule of aggregated expected monthly maturities on time deposits resulting in Level 2 classification.

Other Borrowings – Fair values for other borrowings are estimated using discounted cash flow analyses using interest rates offered at each reporting date by correspondent banks for advances with similar maturities resulting in Level 2 classification.

Accrued Interest Receivable – The carrying amounts of accrued interest receivable approximate fair value resulting in a Level 2 classification for accrued interest receivable on investment securities and a Level 3 classification for accrued interest receivable on loans since investment securities are generally classified using Level 2 inputs and loans are generally classified using Level 3 inputs.

Accrued Interest Payable – The carrying amounts of accrued interest payable approximate fair value resulting in a Level 2 classification, since accrued interest payable is from deposits that are generally classified using Level 2 inputs.

2. FAIR VALUE MEASUREMENTS (Continued)

Fair Value of Financial Instruments (Continued)

Off Balance Sheet Instruments – Fair values for off-balance sheet, credit-related financial instruments are based on fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and the counterparties' credit standing. The fair value of commitments is not material.

Assets Recorded at Fair Value

The following tables present information about the Bank's assets and liabilities measured at fair value on a recurring and nonrecurring basis:

Recurring Basis

The Bank is required or permitted to record the following assets at fair value on a recurring basis.

Description	Fair Value	Level 1	Level 2	Level 3
December 31, 2014				
Available-for-sale investment securities				
Debt securities:				
Mortgage-backed securities - residential	$ 12,059,027	$ -	$ 12,059,027	$ -
U.S. Agency	2,003,580	-	2,003,580	-
Corporate bonds	17,258,323	-	17,258,323	-
Total assets measured at fair value on a recurring basis	$ 31,320,930	$ -	$ 31,320,930	$ -

Description	Fair Value	Level 1	Level 2	Level 3
December 31, 2013				
Available-for-sale investment securities				
Debt securities:				
Mortgage-backed securities - residential	$ 30,743,380	$ -	$ 30,743,380	$ -
Corporate bonds	15,533,171	-	15,533,171	-
Total assets measured at fair value on a recurring basis	$ 46,276,551	$ -	$ 46,276,551	$ -

Fair values for available-for-sale investment securities are based on quoted market prices for exact or similar securities. During the years ended December 31, 2014 and 2013, there were no significant transfers in or out of Levels 1 and 2 and there were no changes in the valuation techniques used.

2. FAIR VALUE MEASUREMENTS (Continued)

Non-recurring Basis

The Bank may be required, from time to time, to measure certain assets at fair value on a non-recurring basis. These include assets that are measured at the lower of cost or market value that were recognized at fair value which was below cost at the reporting date.

Description	Fair Value	Level 1	Level 2	Level 3
December 31, 2014				
Other real estate owned	$ 2,571,000	$ -	$ -	$ 2,571,000

Description	Fair Value	Level 1	Level 2	Level 3
December 31, 2013				
Impaired loans:				
Commercial and industrial	$ 415,000	$ -	$ -	$ 415,000

The other real estate owned in the table above represents one property that was foreclosed on during the year, was recorded at fair value at the time of transfer and was considered to be measured at fair value at December 31, 2014 due to that transfer occurring in close proximity to December 31, 2014. The impaired loan in the table above was determined to be collateral dependent and had a specific allowance for loan losses. The fair values for both the other real estate owned and the impaired commercial and industrial loan in the table above are based on appraisals and are categorized as Level 3 due to ongoing real estate market conditions resulting in inactive market data, which in turn required the use of unobservable inputs and assumptions in fair value measurements. A gain of $100,808 was recognized on the foreclosure of the above other real estate owned property and there were no other gains or losses on the property recognized during the year ended December 31, 2014. No gains or losses were recognized during the year ended December 31, 2013 related to the above impaired commercial and industrial loan.

The following table presents quantitative information about level 3 fair value measurements for assets measured at fair value on a non-recurring basis at December 31, 2014 and 2013:

	Fair Value	Valuation Technique(s)	Unobservable Input(s)	Range
December 31, 2014				
Other real estate owned	$ 2,571,000	Sales comparison approach	Adjustment for differences between the comparable sales	0-(20)%
December 31, 2013				
Impaired loans:				
Commercial and industrial	$ 415,000	Sales comparison approach	Adjustment for differences between the comparable sales	10-25%

3. INVESTMENT SECURITIES

The following table summarizes the amortized cost and fair value of securities available-for-sale and securities held-to-maturity at December 31, 2014 and 2013 and the corresponding amounts of gross unrealized gains and losses recognized in accumulated other comprehensive income and gross unrecognized gains and losses:

	December 31, 2014			
Available-for-Sale	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Mortgage-backed securities - residential	$ 11,931,394	$ 127,633	$ -	$ 12,059,027
US Agency	2,000,000	3,580	-	2,003,580
Corporate bonds	17,237,336	50,131	(29,144)	17,258,323
Total available-for-sale	$ 31,168,730	$ 181,344	$ (29,144)	$ 31,320,930

	December 31, 2013			
Available-for-Sale	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Mortgage-backed securities - residential	$ 31,173,409	$ 137,632	$ (567,661)	$ 30,743,380
Corporate bonds	15,500,805	54,902	(22,536)	15,533,171
Total available-for-sale	$ 46,674,214	$ 192,534	$ (590,197)	$ 46,276,551

Net unrealized gain on available-for-sale investment securities totaling $152,200 were recorded, net of $62,402 in deferred tax assets, as accumulated other comprehensive income within shareholders' equity at December 31, 2014. Net unrealized holding gains arising during the year ended December 31, 2014 totaled $602,782. Net unrealized losses on available-for-sale investment securities totaling $397,663 were recorded, net of $163,042 in deferred tax liabilities, as accumulated other comprehensive loss within shareholders' equity at December 31, 2013. Net unrealized holding losses arising during the year ended December 31, 2013 totaled $1,095,402.

3. INVESTMENT SECURITIES (Continued)

There was one available-for-sale investment security which matured during the year ended December 31, 2014 totaled $1,600,000. Proceeds and gross realized gains from the sale of available-for-sale investment securities for the year ended December 31, 2014 totaled $28,484,519 and $52,919, respectively. There were no maturities of available-for-sale investment securities for the year ended December 31, 2013. Proceeds and gross realized gains from the sale of available-for-sale investment securities for the year ended December 31, 2013 totaled $14,974,809 and $18,086, respectively.

There were no sales or calls of held-to-maturity investment securities for the year ended December 31, 2013. One held-to maturity investment security was transferred to available-for-sale at fair market value during 2013. There were no transfers during 2014.

The amortized cost and fair value of debt securities as of December 31, 2014 are shown by contractual maturity. Expected maturities may differ from contractual maturities if borrowers have the right to call or prepay obligations with or without call or prepayment penalties. Securities not due at a single maturity date are shown separately.

	Amortized Cost	Fair Value
Available-for-sale		
Within one year	$ 1,545,096	$ 1,539,995
One to five years	17,692,240	17,721,909
Five to ten years	-	-
Mortgage-backed securities not due at a single maturity date	11,931,394	12,059,026
Total	$ 31,168,730	$ 31,320,930

At December 31, 2014, investment securities with amortized costs totaling $6,639,967 and estimated fair values totaling $6,663,676 were pledged to secure borrowing arrangements in place with the Federal Reserve Bank of San Francisco. (See Note 9)

At year-end 2014, there were no holdings of securities of any one issuer, other than the U.S. Government and agencies, in an amount greater than 3.8% of shareholder’s equity.

3. INVESTMENT SECURITIES (Continued)

At December 31, 2014, the Bank's investment security portfolio consisted of 25 securities, 8 of which were in an unrealized loss position at year end. All of the securities in a loss position at year-end, were corporate bonds. Management believes that changes in the market value of its corporate securities since purchase are primarily attributable to changes in interest rates and relative illiquidity and not credit quality. Because the Bank has the ability and intent to hold those investments until a recovery of fair value, which may be at maturity, the Bank does not consider those investments to be other-than-temporarily impaired at December 31, 2014.

The following table summarizes securities with unrealized losses at December 31, 2014 and December 31, 2013, aggregated by major security type and length of time in a continuous unrealized loss position:

	Less Than 12 Months		12 Months or Longer		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
December 31, 2014						
Available-for-sale						
Corporate bonds	$ 8,349,563	$ 29,144	$ -	$ -	$ 8,349,563	$ 29,144
Total available-for-sale	$ 8,349,563	$ 29,144	$	$	$ 8,349,563	$ 29,144
December 31, 2013						
Available-for-sale						
Corporate bonds	$ 5,523,466	$ 22,536	$ -	$ -	$ 5,523,466	$ 22,536
Mortgage-backed securities – residential	21,752,331	567,661	-	-	21,752,331	567,661
Total available-for-sale	$ 27,275,797	$ 590,197	$ -	$ -	$27,275,797	$ 590,197

4. LOANS

Outstanding loans are summarized below:

	December 31, 2014	December 31, 2013
Commercial & Industrial	$ 178,721,343	$ 141,384,359
Real estate - Construction & Land	7,209,220	10,016,313
Real Estate - Other	147,324,803	126,311,582
Real Estate - HELOC	3,786,127	3,468,754
Installment and Other	578,712	784,398
	337,620,205	281,965,406
Deferred loan origination costs, net	1,192,046	863,588
Allowance for loan losses	(5,560,000)	(5,250,000)
	$ 333,252,251	$ 277,578,994

Salaries and employee benefits totaling $1,817,995 and $1,561,740 were deferred as loan origination costs for the years ended December 31, 2014 and 2013, respectively.

Loans with carrying values totaling approximately $256,825,000 were pledged to secure borrowing arrangements at December 31, 2014 (see Note 9).

5. ALLOWANCE FOR LOAN LOSSES

The following table shows the changes in and allocation of the allowance for loan losses as of and for the years ended December 31, 2014 and 2013 by portfolio segment and by impairment methodology:

	Commercial & Industrial	Real Estate Construction & Land	Real Estate - Other	Real Estate HELOC	Installment & Other	Total
Allowance for Loan Losses – December 31, 2014						
Balance at beginning of year	$ 3,313,729	$ 230,107	$ 1,652,402	$ 45,001	$ 8,761	$ 5,250,000
Provision for loan losses	86,172	(86,429)	(65,142)	(2,555)	(2,635)	(70,589)
Loans charged-off	-	-	-	-	-	-
Recoveries of loans previously charged-off	380,589	-	-	-	-	380,589
Ending balance allocated to portfolio segments	$ 3,780,490	$ 143,678	$ 1,587,260	$ 42,446	$ 6,126	$ 5,560,000
Ending balance: individually evaluated for impairment	$ 156,000	$ -	$ -	$ -	$ -	$ 156,000
Ending balance: collectively evaluated for impairment	$ 3,624,490	$ 143,678	$ 1,587,260	$ 42,446	$ 6,126	$ 5,404,000

5. ALLOWANCE FOR LOAN LOSSES (Continued)

	Commercial & Industrial	Real Estate Construction & Land	Real Estate - Other	Real Estate HELOC	Installment & Other	Total
Loans – December 31, 2014						
Ending balance	$178,721,343	$ 7,209,220	$147,324,803	$ 3,786,127	$ 578,711	$337,620,205
Ending balance: individually evaluated for impairment	$ 1,030,087	$ -	$ 1,300,069	$ -	$ -	$ 2,330,156
Ending balance: collectively evaluated for impairment	$177,691,257	$ 7,209,220	$146,024,734	$ 3,786,127	$ 578,711	$335,290,049
Allowance for Loan Losses – December 31, 2013						
Balance at beginning of year	$ 2,529,223	$ 208,738	$ 1,558,325	$ 68,895	$ 309,819	$ 4,675,000
Provision for loan losses	620,086	21,369	(53,133)	(23,894)	(301,058)	263,370
Loans charged-off	-	-	-	-	-	-
Recoveries of loans previously charged-off	164,420	-	147,210	-	-	311,630
Ending balance allocated to portfolio segments	$ 3,313,729	$ 230,107	$ 1,652,402	$ 45,001	$ 8,761	$ 5,250,000
Ending balance: individually evaluated for impairment	$ 133,000	$ -	$ -	$ -	$ -	$ 133,000
Ending balance: collectively evaluated for impairment	$ 3,180,729	$ 230,107	$ 1,652,403	$ 45,001	$ 8,761	$ 5,117,000
Loans – December 31, 2013						
Ending balance	$141,384,359	$ 10,016,313	$126,311,582	$ 3,468,754	$ 784,398	$281,965,406
Ending balance: individually evaluated for impairment	$ 1,191,824	$ -	$ 1,346,816	$ -	$ -	$ 2,538,640
Ending balance: collectively evaluated for impairment	$140,192,534	$ 10,016,313	$124,964,766	$ 3,468,754	$ 784,398	$279,426,766

The following table shows the loan portfolio allocated by management's internal risk ratings at December 31, 2014:

	Credit Exposure Credit Risk Profile by Internally Assigned Grade					
	Commercial & Industrial	Real Estate Construction & Land	Real Estate - Other	Real Estate HELOC	Installment & Other	Total
Grade:						
Pass	$ 173,757,364	$ 7,209,220	$ 145,258,298	$ 3,786,127	$ 578,712	$ 330,589,721
Special Mention	2,946,636	-	766,436	-	-	3,713,072
Substandard	2,017,343	-	1,300,069	-	-	3,317,412
Total	$ 178,721,343	$ 7,209,220	$ 147,324,803	$ 3,786,127	$ 578,712	$ 337,620,205

5. ALLOWANCE FOR LOAN LOSSES (Continued)

The following table shows the loan portfolio allocated by management's internal risk ratings at December 31, 2013:

	Credit Exposure Credit Risk Profile by Internally Assigned Grade					
	Commercial & Industrial	Real Estate Construction & Land	Real Estate - Other	Real Estate HELOC	Installment & Other	Total
Grade:						
Pass	$ 135,611,231	$ 10,016,313	$ 121,749,439	$ 3,468,754	$ 784,398	$ 271,630,135
Special Mention	3,165,779	-	3,215,327	-	-	6,381,106
Substandard	2,607,349	-	1,346,816	-	-	3,954,165
Total	$ 141,384,359	$ 10,016,313	$ 126,311,582	$ 3,468,754	$ 784,398	$ 281,965,406

The following table shows an aging analysis of the loan portfolio by the time past due at December 31, 2014:

	30-89 Days Past Due	90 Days and Still Accruing	Nonaccrual	Total Past Due	Current	Total
Commercial & Industrial	$ -	$ -	$ -	$ -	$178,721,343	$178,721,343
Real Estate - Construction & Land	-	-	-	-	7,209,220	7,209,220
Real Estate - Other	-	-	1,300,069	1,300,069	146,024,734	147,324,803
Real Estate - HELOC	-	-	-	-	3,786,127	3,786,127
Installment & Other	-	-	-	-	578,711	578,711
Total	$ -	$ -	$ 1,300,069	$ 1,300,069	$336,320,136	$337,620,205

The following table shows an aging analysis of the loan portfolio by the time past due at December 31, 2013:

	30-89 Days Past Due	90 Days and Still Accruing	Nonaccrual	Total Past Due	Current	Total
Commercial & Industrial	$ -	$ -	$ -	$ -	$141,384,359	$141,384,359
Real Estate - Construction & Land	-	-	-	-	10,016,313	10,016,313
Real Estate - Other	-	-	1,346,816	1,346,816	124,964,766	126,311,582
Real Estate - HELOC	-	-	-	-	3,468,754	3,468,754
Installment & Other	-	-	-	-	784,398	784,398
Total	$ -	$ -	$ 1,346,816	$ 1,346,816	$280,618,590	$281,965,406

5. ALLOWANCE FOR LOAN LOSSES (Continued)

The following table shows information related to impaired loans at and for the year ended December 31, 2014:

	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Recorded Investment	Interest Income Recognized
With no related allowance recorded:					
Commercial & Industrial	$ -	$ -	$ -	$ -	$ -
Real Estate - Other	1,300,069	1,500,587	-	1,300,069	-
With an allowance recorded:					
Commercial & Industrial	$ 1,030,087	$ 1,030,087	$ 156,000	$ 1,065,345	$ 56,812
Total:					
Commercial & Industrial	$ 1,030,087	$ 1,030,087	$ 156,000	$ 1,065,345	$ 56,812
Real Estate - Other	1,300,069	1,500,587	-	1,300,069	-

Interest forgone on nonaccrual loans totaled $56,812 and $33,194 for the years ended December 31, 2014 and 2013, respectively. There was no interest recognized on a cash-basis on impaired loans for the years ended December 31, 2014 and 2013.

The following table shows information related to impaired loans at and for the year ended December 31, 2013:

	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Recorded Investment	Interest Income Recognized
With no related allowance recorded:					
Commercial & Industrial	$ 644,270	$ 644,270	$ -	$ 823,750	$ 51,789
Real Estate - Other	1,346,816	1,509,587	-	1,346,816	-
With an allowance recorded:					
Commercial & Industrial	$ 547,554	$ 547,554	$ 133,000	$ 839,220	$ 44,468
Total:					
Commercial & Industrial	$ 1,191,824	$ 1,191,824	$ 133,000	$ 1,662,970	$ 96,258
Real Estate - Other	$ 1,346,816	$ 1,509,587	$ -	$ 1,346,816	$ -

The recorded investment in impaired loans in the tables above excludes accrued interest receivable and net deferred loan origination costs due to their immateriality.

5. ALLOWANCE FOR LOAN LOSSES (Continued)

Troubled Debt Restructurings

At December 31, 2014, the Bank had a recorded investment of $2,330,155 and had allocated specific reserves totaling $156,000 related to loans with terms that had been modified in troubled debt restructurings. At December 31, 2013, the Bank had a recorded investment of $2,538,640 and had allocated specific reserves totaling $133,000 related to loans with terms that had been modified in troubled debt restructurings. The Bank has no commitment as of December 31, 2014 to customers with outstanding loans that are classified as troubled debt restructurings.

During the year ending December 31, 2014 and 2013, the terms of certain loans were modified as troubled debt restructurings. The modification of the terms of such loans included either a reduction of the stated interest rate of the loan, an extension of the maturity date at a stated rate of interest lower than the current market rate for new debt with similar risk, or a combination thereof.

During the year ending December 31, 2014 each of the two modifications involved a 12 month extension of the maturity date.

During the year ending December 31, 2013 two modifications were made involving a reduction of the stated interest rate of the loan. The remaining two modifications involved an extension of the maturity date and were for periods ranging from 12 months to 27 months.

The following table presents loans by class modified as troubled debt restructurings that occurred during the years ending December 31, 2014 and 2013:

	Number of Loans	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment
2014			
Troubled Debt Restructurings:			
Commercial & industrial	2	$ 1,080,087	$ 1,080,087
2013			
Troubled Debt Restructurings:			
Commercial & industrial	4	$ 1,418,736	$ 1,439,958

5. ALLOWANCE FOR LOAN LOSSES (Continued)

Troubled Debt Restructurings (Continued)

The 2014 troubled debt restructurings described above increased the allowance for loan losses by $23,000.

The 2013 troubled debt restructurings described above increased the allowance for loan losses by $133,000.

There were no loans modified as troubled debt restructurings for which there was a payment default within twelve months following the modification during the year ending December 31, 2014 and 2013.

A loan is considered to be in payment default once it is 90 days contractually past due under the modified terms.

Purchased Loans

Although the Bank purchased various loans under loan participation agreements with other banks during 2014 and 2013, none were purchased for which there was at acquisition evidence of deterioration of credit quality or, with knowledge that all contractually required payments would not be collected.

Other Real Estate Owned (OREO)

As of December 31, 2014, the Bank had one OREO property with a carrying value of $2,571,090. During the third quarter of 2014, the Bank foreclosed on one property with an aggregate carry value of $2,571,090 as of the foreclosure date. A net gain of $100,808 was recorded as a result of the foreclosure.

6. PREMISES AND EQUIPMENT

Premises and equipment consisted of the following:

	December 31,	
	2014	2013
Furniture, fixtures and equipment	$ 1,024,798	$ 928,239
Leasehold improvements	222,177	186,631
	1,246,975	1,114,870
Less accumulated depreciation and amortization	(1,005,130)	(872,899)
	$ 241,845	$ 241,971

Depreciation and amortization included in occupancy and equipment expense totaled $158,459 and $121,864, respectively, for 2014 and 2013.

7. INTEREST-BEARING DEPOSITS

Interest-bearing deposits consisted of the following:

	December 31,	
	2014	2013
Savings	$ 41,037,883	$ 32,551,131
Money market	93,951,633	78,639,629
Interest-bearing demand accounts	20,986,125	21,068,074
Time, $100,000 or more	56,111,970	54,686,154
Other time	2,380,515	2,553,471
	$ 214,468,126	$ 189,498,459

Time deposits greater than $250,000 totaled $27,426,329 and $31,444,264, respectively, for 2014 and 2013.

Aggregate annual maturities of time deposits are as follows:

Year Ending December 31,	
2015	$ 51,778,113
2016	5,490,167
2017	1,198,030
2018	26,175
	$ 58,492,485

Interest expense recognized on interest-bearing deposits for the years ended December 31, 2014 and 2013 consisted of the following:

	Year Ended December 31,	
	2014	2013
Savings	$ 168,693	$ 243,647
Money market	369,912	364,992
Interest-bearing demand accounts	36,940	28,607
Time, $250,000 or more	246,524	280,851
Other time	12,071	14,103
	$ 834,140	$ 932,200

8. INCOME TAXES

The provision for income taxes for the years ended December 31, 2014 and 2013 consisted of the following:

	Federal	State	Total
2014			
Current	$ 1,522,830	$ 233,136	$ 1,755,966
Deferred	128,342	87,422	215,764
Provision for income taxes	$ 1,651,172	$ 320,558	$ 1,971,730

	Federal	State	Total
2013			
Current	$ 1,502,024	$ 559,625	$ 2,061,649
Deferred	(226,288)	(69,870)	(296,158)
Provision for income taxes	$ 1,275,736	$ 489,755	$ 1,765,491

The Bank's reported amount of income tax expense differs from federal statutory rates due principally to California franchise taxes and nondeductible stock based compensation.

Deferred tax assets (liabilities) consisted of the following:

	December 31, 2014	December 31, 2013
Deferred tax assets:		
Allowance for loan losses	$ 1,478,965	$ 1,502,965
State deferred tax asset	584,378	777,861
Accrued expenses	485,719	630,940
Organization costs	230,614	261,192
Share-based compensation	329,213	235,122
Deferred compensation	139,196	114,554
Unrealized loss on available-for-sale investment securities	-	163,042
Other	40,218	31,107
Deferred tax assets before valuation allowance	3,288,303	3,716,783
Valuation allowance	-	(141,979)
Total deferred tax assets	3,288,303	3,574,804

8. INCOME TAXES (Continued)

	December 31,	
	2014	2013
Deferred tax liabilities:		
Deferred loan origination costs	(732,813)	(601,814)
Unrealized gain on available-for-sale investment securities	(62,402)	-
Other	(162,001)	(200,695)
Total deferred tax liabilities	(957,216)	(802,509)
Net deferred tax assets	$ 2,331,087	$ 2,772,295

Included in the valuation allowance against the deferred tax assets is the 2009 loss on sale of FNMA Preferred Stock. The loss on the preferred shares is accorded ordinary treatment for federal income tax purposes, but treated as a capital loss for California tax purposes. For California, capital losses are deductible only to the extent they offset capital gains within five years of the date that the loss is realized for tax. Management believes that a valuation allowance is appropriate against the California capital loss exposure in the amount of $141,979 at December 31, 2013. The capital loss carryforward expired during 2014.

The Bank files income tax returns in the U.S federal, California, and Virginia jurisdictions. There are currently no pending U.S. federal or state income tax or non-U.S. income tax examinations by tax authorities. The Bank is subject to tax examinations by U.S. Federal and state taxing authorities for all tax returns filed since 2010 for Federal purposes and 2009 for California purposes.

As of December 31, 2014 and 2013, there were no unrecognized tax benefits or interest and penalties accrued by the Bank.

9. BORROWING ARRANGEMENTS

Under agreements with four correspondent banks, the Bank can borrow up to $29,000,000. In a separate agreement, the Bank can borrow up to $10,000,000 or the total market value of securities pledged to a correspondent bank under a repurchase agreement. At December 31, 2014 and 2013, there were no investment securities pledged to the correspondent bank under this agreement. There were no borrowings outstanding under these arrangements at December 31, 2014 and 2013.

The Bank has a borrowing arrangement with the Federal Reserve Bank of San Francisco (FRB) under which advances are secured by portions of the Bank's loan and investment securities portfolios. The Bank's credit limit varies according to the amount and composition of the assets pledged as collateral. At December 31, 2014, amounts pledged and available borrowing capacity under such limits were approximately $123,047,869 and $91,000,894, respectively. There were no borrowings outstanding under this arrangement as of December 31, 2014 and 2013.

9. BORROWING ARRANGEMENTS (Continued)

The Bank has a borrowing arrangement with the Federal Home Loan Bank (FHLB) under which advances are secured by portions of the Bank's loan portfolio. The Bank's credit limit varies according to its total assets and the amount and composition of the loan portfolio pledged as collateral. At December 31, 2014, amounts pledged and available borrowing capacity under such limits were approximately $140,326,902 and $26,164,730, respectively.

At December 31, 2014 and 2013, there were $29,000,000 in borrowings outstanding under this arrangement at fixed interest rates ranging from 1.11% to 1.16% with a maturity date of February 7, 2017. The weighted average interest rate on these borrowings was 1.13% at December 31, 2014 and 2013.

10. COMMITMENTS AND CONTINGENCIES

Operating Leases

The Bank leases its headquarters facility in Lafayette, California from an affiliated party under a non-cancelable operating lease. The lease expires on November 30, 2015 with no additional renewal options.

The Bank leases space in San Jose, California for its Loan Production Office. This one-year lease, which initially expired August 31, 2012, had a one 1 year renewal option that was executed. The Bank exercised another 1 year renewal option in 2013 which expired on August 31. 2014. A second amendment extending the lease for an additional one year term, to August 31, 2015 was executed during 2014. There are no additional renewal options.

Future minimum lease payments are as follows:

Year Ending December 31,	
2015	$ 587,586

Rental expense included in occupancy and equipment expense totaled $593,157 and $568,757 for the years ended December 31, 2014 and 2013, respectively.

10. COMMITMENTS AND CONTINGENCIES (Continued)

Financial Instruments with Off-Balance-Sheet Risk

The Bank is a party to financial instruments with off-balance-sheet risk in the normal course of business in order to meet the financing needs of its customers and to reduce its own exposure to fluctuations in interest rates.

The following financial instruments represent off-balance-sheet credit risk:

	December 31,	
	2014	2013
Commitments to extend credit	$ 130,504,000	$ 105,549,000
Standby letters of credit	$ 4,858,000	$ 4,264,000

The Bank's exposure to credit loss in the event of nonperformance by the other party for commitments to extend credit is represented by the contractual amount of those instruments. The Bank uses the same credit policies in making commitments as it does for loans included on the balance sheet.

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since some of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. The Bank evaluates each customer's creditworthiness on a case-by-case basis. The amount of collateral obtained, if deemed necessary by the Bank upon extension of credit, is based on management's credit evaluation of the borrower. Collateral held varies, but may include accounts receivable, inventory, and deeds of trust on residential real estate and income-producing commercial properties.

Standby letters of credit are conditional commitments issued to guarantee the performance of a client to a third party. The credit risk involved in issuing standby letters of credit is essentially the same as that involved in extending loans to clients. The fair value of the liability related to these standby letters of credit, which represents the fees received for issuing the guarantees, was not significant at December 31, 2014 and 2013. The Bank recognizes these fees as revenue over the term of the commitment or when the commitment is used.

Commercial loan commitments represent approximately 88.3% of total commitments and are generally unsecured or secured by collateral other than real estate and have variable interest rates. Real estate loan commitments represent approximately 5.9% of total commitments and are generally secured by property with a loan-to-value ratio not to exceed 75%. The majority of real estate commitments also have variable interest rates. Home equity and personal lines of credit represent the approximately 1.6% of total commitments and are generally secured by residential real estate and have both variable and fixed interest rates.

10. COMMITMENTS AND CONTINGENCIES (Continued)

Significant Concentrations of Credit Risk

The Bank grants real estate mortgage, real estate construction, commercial and installment loans to customers in the Bank's geographic service area. Commercial & industrial loans and real estate loans represented 52.9% and 46.9% of total loans, respectively, at December 31, 2014. Although management believes such concentrations to have no more than the normal risk of collectability, a substantial decline in the economy in general, or a decline in real estate values in the Bank's primary market area in particular, could have an adverse impact on collectability of these loans. Personal and business income represents the primary source of repayment for a majority of these loans.

Deposit Concentrations

At December 31, 2014, three deposit relationships exceeded 5% of total deposits. The three deposit relationships total $24,251,230, $20,000,000, and $19,111,772, or 6.8%, 5.6% and 5.4%% of total deposits, respectively. The first account represent both operating and money market deposit accounts of a long-term commercial clients. The $20,000,000 time deposit is collateralized by a FHLB letter of credit. The $19,111,772 deposit relationship, which is a cash management account invested as a CDAR's reciprocal deposit, is comprised of seven one-year and one two-year time certificates of deposit of varying maturities.

Contingencies

The Bank may be subject to legal proceedings and claims which arise in the ordinary course of business. In the opinion of management, the amount of ultimate liability with respect to such actions will not materially affect the financial position or results of operations of the Bank.

Correspondent Banking Agreements

The Bank maintains funds on deposit with other federally insured financial institutions under correspondent banking agreements. Insured financial institution deposits up to $250,000 are fully insured by the FDIC under the FDIC's general deposit insurance rules. Uninsured deposits at financial institutions were not significant at December 31, 2014, with the exception of one interest-bearing deposit in the amount of $5,000,000 and $2,000,000, respectively as of December 31, 2014 and December 31, 2013 and were partially insured on those dates.

11. SHARE-BASED COMPENSATION

Stock Option Awards

The California Bank of Commerce 2007 Equity Incentive Plan (the "Plan") permits the grant of stock options to directors, organizers and employees of the Bank. Grants of options to the organizers during the start-up phase of the Bank and to the Directors are considered non-qualified stock option awards. All other option grants are considered incentive stock option awards.

11. SHARE-BASED COMPENSATION (Continued)

Stock Option Awards (Continued)

The Bank has issued the California Bank of Commerce 2014 Equity Incentive Plan (the "Plan"), which has been approved by its shareholders and permits the grant of stock options and restricted stock for up to 384,986 shares of the Bank's common stock, of which 384,986 shares were available for grant at December 31, 2014. The Plan is designed to attract and retain employees and directors. The amount, frequency, and terms of share-based awards may vary based on competitive practices, the Bank's operating results and government regulations. New shares are issued upon option exercise or restricted share grants. The Plan does not provide for the settlement of awards in cash.

For the years ended December 31, 2014 and 2013, the compensation cost recognized for stock option awards was $272,505 and $281,334, respectively.

A summary of option activity under the Plan for the years ended December 31, 2014 and 2013 is presented below:

Options	Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value
Outstanding at January 1, 2013	690,167	$ 8.24		
Granted	90,000	$ 9.27		
Exercised	(4,000)	$ 8.00		
Forfeited or canceled	(21,830)	$ 8.98		
Outstanding December 31, 2013	754,337	$ 8.34		
Granted	36,000	$ 11.56		
Exercised	(7,412)	$ 7.67		
Forfeited or canceled	(588)	$ 6.98		
Outstanding December 31, 2014	782,337	$ 8.49	4.83	$ 2,689,637
Vested or expected to vest at December 31, 2014	743,976	$ 8.05	4.67	$ 2,901,624
Exercisable at December 31, 2014	705,431	$ 8.29	4.39	$ 2,579,948

As of December 31, 2014, the unrecognized compensation cost related to non-vested stock option awards totaled $402,765. That cost is expected to be amortized on a straight-line basis over a weighted average period of 0.83 years and will be adjusted for subsequent changes in estimated forfeitures. The intrinsic value of options exercised during the years ended December 31, 2014 and 2013 totaled $26,600 and $11,600, respectively.

11. SHARE-BASED COMPENSATION (Continued)

Stock Option Awards (Continued)

The following information relates to stock option grants granted during the years ended December 31, 2014 and 2013:

	2014	2013
Weighted average grant date fair value per share of options granted	$ 11.42	$ 5.66
Significant fair value assumptions:		
Expected term in years	6 years	6 years
Expected annual volatility	68.23%	68.66%
Expected annual dividend yield	0%	0%
Risk-free interest rate	1.68%	0.85%

Restricted Stock Award

There were no restricted stock awards granted during the years ended December 31, 2014 or 2013.

Stock Award

Ten stock awards totaling 12,240 shares were granted and issued during the year ended December 31, 2014. These stock awards were fully vested upon grant. The grant date fair value of these awards was $11 per share, or $134,640 which was recorded as compensation expense for the year ended December 31, 2014.

Ten stock awards totaling 7,650 shares were granted and issued during the year ended December 31, 2013. These stock awards were fully vested upon grant. The grant date fair value of these awards was $10.70 per share, or $81,855 which was recorded as compensation expense for the year ended December 31, 2013.

12. SHAREHOLDERS' EQUITY

Common Stock Offering

During the year ended December 31, 2014, the Bank completed an offering of its common stock. Proceeds totaling $16,000,008 from the sale of 1,539,943 shares were recorded net of $335,000 in stock offering costs. The Bank intends to use the additional capital to allow for additional growth and for general business purposes.

Dividends

Upon declaration by the Board of Directors, all shareholders of record will be entitled to receive dividends. The California Financial Code restricts the total dividend payment of any state banking association in any calendar year to the lesser of (1) the bank's retained earnings or (2) the bank's net income for its last three fiscal years, less distributions made to shareholders during the same three-year period.

12. SHAREHOLDERS' EQUITY (Continued)

Regulatory Capital

The Bank is subject to certain regulatory capital requirements administered by the Federal Deposit Insurance Corporation (FDIC). Failure to meet these minimum capital requirements can initiate certain mandatory and possibly additional discretionary, actions by regulators that, if undertaken, could have a direct material effect on the Bank's financial statements.

Under capital adequacy guidelines, the Bank must meet specific capital guidelines that involve quantitative measures of their assets, liabilities and certain off-balance-sheet items as calculated under regulatory accounting practices. These quantitative measures are established by regulation and require that minimum amounts and ratios of total and Tier 1 capital to risk-weighted assets and of Tier 1 capital to average assets be maintained. Capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings and other factors.

The Bank is also subject to additional capital guidelines under the regulatory framework for prompt corrective action. To be categorized as well capitalized, the Bank must maintain minimum total risk-based, Tier 1 risk-based and Tier 1 leverage ratios as set forth in the table on the following page. As of December 31, 2014 and 2013, the most recent notification from the FDIC categorized the Bank as well capitalized under these guidelines. There are no conditions or events since that notification that management believes have changed the Bank's category. Management believes that the Bank met all capital adequacy requirements as of December 31, 2014 and 2013.

	2014		2013	
	Amount	Ratio	Amount	Ratio
Leverage Ratio				
California Bank of Commerce	$ 58,487,000	13.00%	$ 39,116,000	10.36%
Minimum requirement for "Well-Capitalized" institution under prompt corrective action provisions	$ 22,492,000	5.00%	$ 18,870,000	5.00%
Minimum regulatory requirement	$ 17,994,000	4.00%	$ 15,096,000	4.00%
Tier 1 Risk-Based Capital Ratio				
California Bank of Commerce	$ 58,487,000	14.10%	$ 39,116,000	11.45%
Minimum requirement for "Well-Capitalized" institution under prompt corrective action provisions	$ 24,895,000	6.00%	$ 20,493,000	6.00%
Minimum regulatory requirement	$ 16,597,000	4.00%	$ 13,662,000	4.00%
Total Risk-Based Capital Ratio				
California Bank of Commerce	$ 63,678,000	15.35%	$ 43,398,000	12.71%
Minimum requirement for "Well-Capitalized" institution under prompt corrective action provisions	$ 41,492,000	10.00%	$ 34,154,000	10.00%
Minimum regulatory requirement	$ 33,194,000	8.00%	$ 27,324,000	8.00%

13. RELATED PARTY TRANSACTIONS

During the normal course of business, the Bank enters into transactions with related parties, including Directors, executive officers and affiliates.

The following is a summary of the aggregate activity involving related party borrowers during the years ended December 31, 2014 and 2013:

Balance, January 1, 2013	$ 4,707,291
Disbursements	6,903,406
Amounts repaid	(769,258)
Balance, December 31, 2013	10,841,439
Disbursements	27,050
Amounts repaid	(1,544,124)
Balance, December 31, 2014	$ 9,324,365
Undisbursed commitments to related parties, December 31, 2014	$ 5,815,000

At December 31, 2014, the Bank's deposits from related parties totaled approximately $15,562,000.

The Bank also leases its head office from a company owned by a member of the Board of Directors. Rental payments under this agreement totaled $585,945 for the year ended December 31, 2014 and $577,932 for the year ended December 31, 2013.

14. EMPLOYEE BENEFIT PLANS

Profit Sharing Plan

In 2007, the Bank adopted the California Bank of Commerce Profit Sharing 401(k) Plan. All full-time employees 21 years of age or older with 3 months of service are eligible to participate in the 401(k) Plan. Eligible employees may elect to make tax deferred contributions up to the maximum amount allowed by law. The Bank may make additional contributions to the plan at the discretion of the Board of Directors. Bank contributions may vest at a rate of 20% annually for all employees. The Bank made a fully vested contribution to the 401(k) Plan for the year ended December 31, 2014 in the amount of $216,000. The Bank made a fully vested contribution to the 401(k) Plan for the year ended December 31, 2013 in the amount of $60,006.

14. EMPLOYEE BENEFIT PLANS (Continued)

Salary Continuation and Retirement Plan

The Board of Directors approved a salary continuation plan for its now retired Chief Executive Officer (CEO) during 2007. Under the Plan, once the CEO reaches age 65, the Bank is obligated to provide the CEO with annual benefits for twenty years after retirement. The estimated present value of these future benefits is accrued from the effective date of the plan until the CEO's expected retirement date based on a discount rate of 4.0%. The expense recognized under this plan for the years ended December 31, 2014 and 2013 totaled $97,475 and $18,000, respectively. Accrued compensation payable under the salary continuation plan totaled $409,400 and $336,925 at December 31, 2014 and 2013, respectively, and is included in accrued interest payable and other liabilities on the Bank's balance sheet.

15. OTHER EXPENSES

Other expenses for the years ended December 31, 2014 and 2013 consisted of the following:

	2014	2013
Professional fees	$ 617,419	$ 471,236
Director's stock-based and other compensation	449,466	287,938
Computer network and internet support	394,276	320,969
Outsourced data processing and electronic banking	329,647	268,334
Advertising, promotion and business development	325,761	298,173
Regulatory fees	284,001	265,017
Correspondent bank service charges	181,385	146,307
Telecommunications	86,125	80,864
Bank insurance	72,485	67,281
Loan processing	55,403	101,466
Provision for unfunded loan commitments	5,000	25,000
Other operating expenses	432,724	244,199
	$ 3,233,692	$ 2,576,784

16. PREFERRED STOCK

Small Business Lending Fund ("SBLF")

On September 15, 2011, as part of the Small Business Lending Fund ("SBLF"), the Bank entered into a Small Business Lending Fund Securities Purchase Agreement ("SBLF Purchase Agreement") with the United States Department of the Treasury ("Treasury"). Under the SBLF Purchase Agreement, the Company issued 11,000 shares of Senior Non-Cumulative Perpetual Preferred Stock, Series C (the "Series C Preferred") to the Treasury. The preferred stock series C shares qualify as Tier 1 capital and will pay quarterly dividends. The initial and current dividend as of December 31, 2014 is 1%. The dividend rate is currently fixed at 1% for the remainder of the initial four and half years of the program until March 2016. At that time, the dividend rate will increase to 9%.

17. SUBSEQUENT EVENTS

Management has reviewed all events occurring from December 31, 2014 through March 18, 2015 the date the financial statements were available to be issued and no subsequent events occurred requiring accrual or disclosure.