

PACIFIC PREMIER BANCORP INC  
Form 10-K  
March 17, 2014

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2013

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF  
1934

For the transition period from to .

Commission File No.: 0-22193

(Exact name of registrant as specified in its charter)

Delaware 33-0743196  
(State of Incorporation) (I.R.S. Employer Identification No)

17901 Von Karman Avenue, Suite 1200, Irvine, California 92614  
(Address of Principal Executive Offices and Zip Code)  
Registrant's telephone number, including area code: (949) 864-8000

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Securities registered pursuant to Section 12(b) of the Act:

Title of class	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	NASDAQ Global Select Market

Securities registered pursuant to Section 12(g) of the Act:

None  
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Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act (Check one).

Large accelerated filer	<input type="checkbox"/>		Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	(Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

The aggregate market value of the voting stock held by non-affiliates of the registrant, i.e., persons other than directors and executive officers of the registrant, was approximately \$196,667,287 and was based upon the last sales price as quoted on the NASDAQ Stock Market as of June 28, 2013, the last business day of the most recently completed second fiscal quarter.

As of March 14, 2014, the Registrant had 17,224,144 shares outstanding.

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PART I

ITEM 1. BUSINESS

Forward-Looking Statements

All references to “we,” “us,” “our,” “Pacific Premier” or the “Company” mean Pacific Premier Bancorp, Inc. and our consolidated subsidiaries, including Pacific Premier Bank, our primary operating subsidiary. All references to “Bank” refer to Pacific Premier Bank. All references to the “Corporation” refer to Pacific Premier Bancorp, Inc.

This Annual Report on Form 10-K contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, or the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). These forward-looking statements represent plans, estimates, objectives, goals, guidelines, expectations, intentions, projections and statements of our beliefs concerning future events, business plans, objectives, expected operating results and the assumptions upon which those statements are based. Forward-looking statements include without limitation, any statement that may predict, forecast, indicate or imply future results, performance or achievements, and are typically identified with words such as “may,” “could,” “should,” “will,” “would,” “believe,” “anticipate,” “estimate,” “expect,” “intend,” “plan,” or words or phrases of similar meaning. We caution that the forward-looking statements are based largely on our expectations and are subject to a number of known and unknown risks and uncertainties that are subject to change based on factors which are, in many instances, beyond our control. Actual results, performance or achievements could differ materially from those contemplated, expressed, or implied by the forward-looking statements.

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The following factors, among others, could cause our financial performance to differ materially from that expressed in such forward-looking statements:

- The strength of the United States economy in general and the strength of the local economies in which we conduct operations;
- The effects of, and changes in, trade, monetary and fiscal policies and laws, including interest rate policies of the Board of Governors of the Federal Reserve System (the “Federal Reserve”);
  - Inflation/deflation, interest rate, market and monetary fluctuations;
- The timely development of competitive new products and services and the acceptance of these products and services by new and existing customers;
- The impact of changes in financial services policies, laws and regulations, including those concerning taxes, banking, securities and insurance, and the application thereof by regulatory bodies;
  - Technological changes;
- The effect of acquisitions we may make, if any, including, without limitation, the failure to achieve the expected revenue growth and/or expense savings from such acquisitions, and/or the failure to effectively integrate an acquisition target into our operations;
  - Changes in the level of our nonperforming assets and charge-offs;
- The effect of changes in accounting policies and practices, as may be adopted from time-to-time by bank regulatory agencies, the U.S. Securities and Exchange Commission (“SEC”), the Public Company Accounting Oversight Board, the Financial Accounting Standards Board or other accounting standards setters;
  - Possible other-than-temporary impairments (“OTTI”) of securities held by us;
- The impact of current governmental efforts to restructure the U.S. financial regulatory system, including enactment of the Dodd-Frank Wall Street Reform and Consumer Protection Act (“Dodd-Frank Act”);
  - Changes in consumer spending, borrowing and savings habits;
- The effects of our lack of a diversified loan portfolio, including the risks of geographic and industry concentrations;
  - Ability to attract deposits and other sources of liquidity;
  - Changes in the financial performance and/or condition of our borrowers;
- Changes in the competitive environment among financial and bank holding companies and other financial service providers;
- Geopolitical conditions, including acts or threats of terrorism, actions taken by the United States or other governments in response to acts or threats of terrorism and/or military conflicts, which could impact business and economic conditions in the United States and abroad;

- Unanticipated regulatory or judicial proceedings; and
- Our ability to manage the risks involved in the foregoing.

If one or more of the factors affecting our forward-looking information and statements proves incorrect, then our actual results, performance or achievements could differ materially from those expressed in, or implied by, forward-looking information and statements contained in this Annual Report on Form 10-K. Therefore, we caution you not to place undue reliance on our forward-looking information and statements. We will not update the forward-looking statements to reflect actual results or changes in the factors affecting the forward-looking statements.

## Overview

We are a California-based bank holding company incorporated in 1997 in the State of Delaware and a registered banking holding company under the Bank Holding Company Act of 1956, as amended (“BHCA”). Our wholly owned subsidiary, Pacific Premier Bank, is a California state-chartered commercial bank. The Bank was founded in 1983 as a state-chartered thrift and subsequently converted to a federally chartered thrift in 1991. The Bank converted to a California-chartered commercial bank and became a Federal Reserve member in March of 2007. The Bank is a member of the Federal Home Loan Bank of San Francisco (“FHLB”), which is a member bank of the FHLB System. The Bank’s deposit accounts are insured by the Federal Deposit Insurance Corporation (“FDIC”) up to the maximum amount currently allowable under federal law. The Bank is currently subject to examination and regulation by the FRB, the California Department of Business Oversight (“DBO”) and the FDIC.

We are a growth company keenly focused on building shareholder value through consistent earnings and creating franchise value. Our growth is derived both organically and through acquisitions of financial institutions and lines of business that complement our business banking strategy. The Bank’s primary target market is small and middle market businesses.

We primarily conduct business throughout California from our 13 full-service depository branches in the counties of Los Angeles, Orange, Riverside, San Bernardino and San Diego. These depository branches are located in the cities of Encinitas, Huntington Beach, Irvine, Los Alamitos, Newport Beach, Palm Desert, Palm Springs, San Bernardino, San Diego and Seal Beach, California. Our corporate headquarters are located in Irvine, California.

We provide banking services within our targeted markets in California to businesses, including the owners and employees of those businesses, professionals, real estate investors and non-profit organizations. Additionally, we provide certain banking services nationwide. Through our Home Owners’ Association (“HOA”) Banking and Lending unit, we provide customized cash management, electronic banking services and credit facilities to HOAs and HOA management companies nationwide. Through our U.S. Small Business Administration (“SBA”) Lending unit, we provide entrepreneurs and small business owners access to loans needed for working capital and continued growth. In addition, we expanded our commercial banking platform as a result of our recent acquisition of Infinity Franchise Holdings, LLC (“Infinity Holdings”) and its primary operating subsidiary, Infinity Franchise Capital (“IFC” and together with Infinity Holdings, “Infinity”), in January 2014. Infinity was a specialty, nationwide lender to franchisees in the quick service restaurant (“QSR”) industry. Following the acquisition of Infinity Holdings, we began offering loans and other services to franchisees in the QSR industry through our newly formed Franchise Lending unit.

Through our branches and our Internet website at [www.ppbi.com](http://www.ppbi.com), we offer a broad array of deposit products and services, including checking, money market and savings accounts, cash management services, electronic banking services, and on-line bill payment. We also offer a wide array of loan products, such as commercial business loans, lines of credit, SBA loans, warehouse credit facilities, commercial real estate loans, residential home loans, construction loans and consumer loans. At December 31, 2013, we had consolidated total assets of \$1.7 billion, net loans of \$1.2 billion, total deposits of \$1.3 billion, and consolidated total stockholders’ equity of \$175.2 million. At December 31, 2013, the Bank was considered a “well-capitalized” financial institution for regulatory capital purposes.

Our common stock is traded on the NASDAQ Global Select Market under the ticker symbol “PPBI.” There are 25.0 million authorized shares of the Corporation’s common stock, with 16.6 million shares outstanding as of December 31, 2013, which increased to 17.2 million upon the closing of the acquisition of Infinity Holdings in January of 2014. The Corporation has an additional 1.0 million authorized shares of preferred stock, none of which have been issued to date.

Our executive offices are located at 17901 Von Karman Avenue, Suite 1200, Irvine, California 92614 and our telephone number is (494) 864-8000. Our Internet website address is [www.ppbi.com](http://www.ppbi.com). Our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, and all amendments thereto, from 1998 to present that have been filed with the SEC are available free of charge on our Internet website. Also on our website are our Code of Ethics, Insider Trading and Beneficial Ownership forms, and Corporate Governance Guidelines. The information contained in our website or in any websites linked by our website, is not a part of this Annual Report on Form 10-K.

### Our Strategic Plan

Our strategic plan is focused on generating organic growth through our high performing sales culture, which is designed to deliver new business banking relationships and a corresponding increase in core deposits. Additionally we seek to grow through mergers and acquisitions of California based banks and the acquisition of lines of business that complement our business banking strategy.

Our two key operating strategies are summarized as follows:

- Expansion through Organic Growth. Over the past several years we have developed a high performing sales culture that places a premium on business bankers that have the ability to consistently generate new business. Business unit managers that possess in-depth product knowledge and expertise in their respective lines of business systematically manage the business development efforts through the use of sales and relationship management technology tools.
- Expansion through Acquisitions. Our acquisition strategy is twofold; first we seek to acquire whole banks within the State of California to expand geographically and/or to consolidate in our existing markets, second we seek to acquire lines of business that will complement our existing business banking strategy. We have completed four acquisitions over the past three years: Canyon National Bank (“CNB”) (FDIC assisted, geographic expansion, closed 2/2011), Palm Desert National Bank (“PDNB”) (FDIC assisted, in market consolidation, closed 4/2012), First Associations Bank (“FAB”) (open bank, nationwide HOA line of business, closed 3/2013), and San Diego Trust Bank (“SDTB”) (open bank, geographic expansion, closed 6/2013). In January 2014, we also completed the acquisition of Infinity, which was a nationwide lender to franchisees in the QSR industry. We will continue to pursue acquisitions of open banks, FDIC-assisted transactions and other non-depository businesses that meet our criteria.

### Recent Developments

#### Pacific Premier Bancorp, Inc. and Infinity

On November 18, 2013, the Company announced that it had entered into a definitive agreement to acquire privately held Infinity Holdings and its wholly owned operating subsidiary, IFC a national lender to franchisees in the QSR industry, and other direct and indirect subsidiaries utilized in its business. The acquisition was completed on January 30, 2014, whereby we acquired \$80.8 million in assets, \$709,000 in liabilities and paid off their credit facility of \$67.6 million. Infinity had no delinquent loans or adversely classified assets as of the acquisition date. The acquisition of IFC is expected to further diversify our loan portfolio with C&I and owner-occupied CRE loans, to deploy excess liquidity into higher yielding assets, to positively impact our net interest margin and to further leverage our strong capital base. The QSR franchisee lending business is a niche market that provides attractive growth opportunities for

us in the future. The value of the total consideration paid for the Infinity acquisition was \$16.9 million, which consisted of \$9.0 million paid in cash and the issuance of 562,469 shares of the Corporation's common stock, which was valued at \$16.02 per share as measured by the 10-day average closing price immediately prior to closing of the transaction. The acquisition is expected to be accretive to our 2014 earnings per share.

### Lending Activities

**General.** In 2013, we maintained our commitment to a high level of credit quality in our lending activities. We further diversified our loan portfolio with our acquisition of FAB and our associated entry into lending to HOAs nationwide. Identifying an opportunity in an underserved market, we also began selectively extending construction financing for 1-4 family dwellings. Our core lending business continues to focus on meeting the financial needs of local businesses and their owners. To that end, the Company offers a full complement of flexible and structured loan products tailored to meet the diverse needs of our customers.

During 2013, we made or purchased loans to borrowers secured by real property and business assets located principally in California, our primary market area. We made select loans, primarily SBA guaranteed loans and loans to HOAs, throughout the United States. We emphasize relationship lending and focus on generating loans with customers who also maintain full depository relationships with us. These efforts assist us in establishing and expanding depository relationships consistent with the Company's strategic direction. We maintain an internal lending limit below our \$46.8 million legal lending limit for secured loans and \$28.1 million for unsecured loans as of December 31, 2013. Historically, we have managed loan concentrations by selling certain loans, primarily excess commercial non-owner occupied CRE and multi-family residential loan production. Although in recent periods the level of loan sales has moderated, loan sales remain a strategic option for us.

During 2013, we originated or purchased \$131.4 million of C&I loans, \$94.4 million of owner occupied CRE loans, \$21.5 million of SBA loans, \$89.8 million of warehouse facilities, \$152.5 million of non-owner occupied CRE loans, \$85.7 million of single family real estate loans, \$115.1 million of multi-family real estate loans, \$5.0 million of land loans and \$39.1 million of construction and other loans. At December 31, 2013, we had \$1.2 billion in total gross loans outstanding.

**Commercial and Industrial Lending.** We originate C&I loans secured by business assets including inventory, receivables, machinery and equipment to businesses located in our primary market area. In many instances, real estate holdings of the borrower, its principals or loan guarantors are also taken as collateral. Loan types include revolving lines of credit, term loans, seasonal loans and loans secured by liquid collateral such as cash deposits or marketable securities. We also issue letters of credit on behalf of our customers, backed by loans or deposits with the Company. At December 31, 2013, C&I loans totaled \$187.0 million, constituting 15.0% of our gross loans, and we had commitments to extend additional credit on C&I loans of \$93.6 million.

**Commercial Owner-Occupied Business Lending.** We originate and purchase loans secured by owner-occupied CRE, such as retail buildings, small office and light industrial buildings, and mixed-use commercial properties located predominantly in California. We also make loans secured by special purpose properties, such as gas stations and churches. Pursuant to our underwriting policies, owner-occupied CRE loans may be made in amounts of up to 80% of the lesser of the appraised value or the purchase price of the collateral property. Loans are generally made for terms up to 25 years with amortization periods up to 25 years. At December 31, 2013, we had \$221.1 million of owner-occupied CRE secured loans, constituting 17.8% of our gross loans.

**SBA Lending.** We are approved to originate loans under the SBA's Preferred Lenders Program ("PLP"). The PLP lending status affords us a higher level of delegated credit autonomy, translating to a significantly shorter turnaround time from application to funding, which is critical to our marketing efforts. We originate loans nationwide under the SBA's 7(a), Express, Patriot Express, International Trade and 504 loan programs, in conformity with SBA

underwriting and documentation standards. The guaranteed portion of the 7(a) loans is typically sold on the secondary market. At December 31, 2013, we had \$10.7 million of SBA loans, constituting 0.9% of our gross loans.

**Warehouse Repurchase Facilities.** We provide warehouse repurchase facilities for qualified mortgage bankers operating principally in California. These facilities provide short-term funding for one-to-four family mortgage loans via a mechanism whereby the mortgage banker sells us closed loans on an interim basis, to be repurchased in conjunction with the sale of each loan on the secondary market. We carefully underwrite and monitor the financial strength and performance of all counterparties to the transactions, including the mortgage bankers, secondary market participants and closing agents. We generally purchase only conforming/conventional (Federal National Mortgage Association (“FNMA”), Federal Home Loan Mortgage Corporation (“FHLMC”)) and government guaranteed (Federal Housing Administration (“FHA”), Veterans Administration (“VA”) and U.S. Department of Agriculture (“USDA”)) credits, and only after thorough due diligence including sophisticated fraud checks. At December 31, 2013, warehouse loans totaled \$87.5 million constituting 7.0% of our gross loans, and had commitments to extend additional warehouse credit of \$207.5 million.

**Commercial Non-Owner Occupied Real Estate Lending.** We originate and purchase loans that are secured by CRE, such as retail centers, small office and light industrial buildings, and mixed-use commercial properties that are not occupied by the borrower and are located predominantly in California. We also make loans secured by special purpose properties, such as hotels and self-storage facilities. Pursuant to our underwriting practices, non-owner CRE loans may be made in amounts up to 75% of the lesser of the appraised value or the purchase price of the collateral property. We consider the net operating income of the property and typically require a stabilized debt service coverage ratio of at least 1.20:1, based on the qualifying interest rate. Loans are generally made for terms from 10 years up to 25 years with amortization periods up to 25 years. At December 31, 2013, we had \$333.5 million of non-owner occupied CRE secured loans, constituting 26.9% of our gross loans.

**Multi-family Residential Lending.** We originate and purchase loans secured by multi-family residential properties (five units and greater) located predominantly in California. Pursuant to our underwriting practices, multi-family residential loans may be made in an amount up to 75% of the lesser of the appraised value or the purchase price of the collateral property. In addition, we generally require a stabilized minimum debt service coverage ratio of at least 1.15:1, based on the qualifying loan interest rate. Loans are made for terms of up to 30 years with amortization periods up to 30 years. At December 31, 2013, we had \$233.7 million of multi-family real estate secured loans, constituting 18.8% of our gross loans.

**Construction Lending.** We originate loans for the construction of 1-4 family residences and CRE properties in our market area. We concentrate our efforts on single homes and very small infill projects in established neighborhoods where there is not abundant land available for development. Pursuant to our underwriting practices, construction loans may be made in an amount up to the lesser of 80% of the completed value of or 85% of the cost to build the collateral property. Loans are made solely for the term of construction, generally less than 24 months. We require that the owner’s equity is injected prior to loan funds. At December 31, 2013, construction loans totaled \$13.0 million constituting 1.0% of our gross loans, and had commitments to extend additional construction credit of \$24.1 million.

**One-to-Four Family Real Estate Lending.** Although we do not originate first lien single family mortgages, we occasionally purchase such loans to diversify our portfolio. Our portfolio of one-to-four family loans at December 31, 2013 totaled \$145.2 million, constituting 11.7% of our gross loans, of which \$136.9 million consists of loans secured by first liens on real estate and \$8.3 million consists of loans secured by second or junior liens on real estate.

**Other Loans.** We originate a limited number of consumer loans, generally for banking customers only, which consist primarily of home equity lines of credit, savings account loans and auto loans. Before we make a consumer loan, we assess the applicant’s ability to repay the loan and, if applicable, the value of the collateral securing the loan. At December 31, 2013, we had \$3.8 million in other loans that represented 0.3% of our gross loans.



**Interest Rates on Our Loans.** We employ a risk-based pricing strategy on all loans that we fund. The interest rates, fees and loan structure of our loans generally vary based on a number of factors, including the degree of credit risk, size, maturity of the loan, a borrower's business or property management expertise, and prevailing market rates for similar types of loans, as well as the deposit balances the borrower maintains with us. Adjustable rate C&I, SBA and construction loans are typically priced based on a margin over the Prime rate, while warehouse repurchase facilities are priced over the London Inter-Bank Offered Rate ("LIBOR"). CRE and HOA loans are typically 3, 5 or 7 year fixed rate hybrid adjustable-rate loans and are based on one of several interest rate indices. HOA loans are typically 5, 7, or 10 year fixed rate loans that are fully amortizing. Many of the C&I loans and substantially all of the non-owner occupied CRE loans originated by the Company in 2013 had minimum interest rates, or floor rates, below which the rate charged may not be reduced regardless of further reductions in the underlying interest rate index. Substantially all of our non-owner occupied CRE loans also include prepayment penalties.

**Lending Risks on Our Loans.** Lending risks vary by the type of loan extended. In our C&I and SBA lending activities, collectability of the loans may be adversely affected by risks generally related to small and middle market businesses, such as:

- Changes or continued weakness in:
  - general or local economic conditions;
- specific industry segments, including weakness affecting the business' customer base;
  - Changes in consumer behavior;
  - Changes in a business' personnel;
- Increases in supplier costs that cannot be passed along to customers;
  - Increases in operating expenses (including energy costs);
  - Changes in governmental rules, regulations and fiscal policies;
    - Increases in interest rates, tax rates; and
  - Other factors beyond the control of the borrower or the lender.

In our investor real estate and construction loans, payment performance and the liquidation values of collateral properties may be adversely affected by risks generally incidental to interests in real property, such as:

- Changes or continued weakness in:
  - general or local economic conditions;
    - specific industry segments;
    - Declines in real estate values;
      - Declines in rental rates;
      - Declines in occupancy rates;
  - Increases in other operating expenses (including energy costs);
    - The availability of property financing;
- Changes in governmental rules, regulations and fiscal policies, including rent control ordinances, environmental legislation and taxation;
  - Increases in interest rates, real estate and personal property tax rates; and
  - Other factors beyond the control of the borrower or the lender.

In our HOA and consumer loans, collectability of the loans may be adversely affected by risks generally related to consumers, such as:

- Changes or continued weakness in general or local economic conditions, notably employment and wage income;
  - Changes in consumer behavior;
  - Declines in real estate values;
    - Declines in rental rates;
- Increases in association operating expenses (including energy costs);

- The availability of property financing;
- Changes in governmental rules, regulations and fiscal policies, including rent control ordinances, environmental legislation and taxation;
  - Increases in interest rates, real estate and personal property tax rates; and
  - Other factors beyond the control of the borrower or the lender.

In our warehouse repurchase facilities, performance is generally driven by the routine operation of the secondary market for one-to-four family mortgage loans. Primary risks include:

- The financial and operational health of the GSE agencies (FNMA and FHLMC);
- The ongoing commitment of U.S. Government agencies (FHA, VA and USDA) to the one-to-four family mortgage market;
  - Major interest rate shocks; and
  - Widespread loan fraud on the part of one of our counterparties.

We attempt to mitigate these risks through sound and prudent underwriting practices, as well as a proactive loan review process and our risk management practices. See “ ---Underwriting and Approval Authority for Our Loans” immediately below. We will not extend credit to any one borrower that is in excess of regulatory limits.

Underwriting and Approval Authority for Our Loans. Our board of directors establishes our lending policies. Each loan must meet minimum underwriting criteria established in our lending policies and must be consistent with our overall strategies for yield, interest rate risk, and portfolio concentrations. The underwriting and quality control functions are managed through our corporate office. Each loan application is evaluated from a number of underwriting perspectives. Considerations include historic business cash flows, debt service coverage, loan-to-value ratios of underlying collateral, if any, debt to equity ratios, credit history, business experience, history of business, forecasts of operations, economic conditions, business viability, net worth, and liquidity. Additionally, loans secured by real estate, underwriting considerations include property appraised value, loan-to-value ratios, level of debt service coverage utilizing both the actual net operating income and forecasted net operating income and use and condition of the property, as well as the borrower’s liquidity, income, credit history, net worth, and operating experience. We generally do not offer loans on a limited- or no-documentation basis unless fully secured by cash collateral.

Business loans are generally originated as recourse or with full guarantees from key borrowers or borrower principals. Loans secured by real estate are likewise generally originated on a full recourse basis. On loans made to entities, such as partnerships, limited liability companies, corporations or trusts, we typically obtain personal guarantees from the appropriate managing members, major stockholders, trustees or other appropriate principals. In 2013, substantially all of our loans to entities were originated with full recourse and/or personal guarantees from the principals of the borrowers.

Prior to processing and underwriting any loan request, we issue a proposal or letter of interest based on a preliminary analysis by our bankers, which letter details the terms and conditions on which we will consider the loan request. Upon receipt of the signed letter of interest, a completed loan application and a deposit, a credit report and other required reports are ordered and, if necessary, additional information is requested. Upon receipt of all requested information, we process and underwrite each loan application and prepare all the loan documentation after the loan has been approved.

Our credit memorandums, which are prepared by our underwriters, include a description of the transaction and prospective borrower and guarantors, the collateral securing the loan, if any, the proposed uses of loan proceeds and source(s) of repayment, as well as an analysis of the borrower’s business and personal financial statements and creditworthiness. The financial statements and creditworthiness of any guarantors are also analyzed. For loans secured by real property, the credit memorandum will include an analysis of the property. Loans for which real estate is the primary collateral require an independent appraisal conducted by a licensed appraiser. All appraisal reports are

ordered and appropriately reviewed by our appraisal department. Our board of directors reviews and approves annually the independent list of acceptable appraisers. When appropriate, environmental reports are obtained and reviewed as well.

Following loan approval and prior to funding, our underwriting and processing departments ensure that all loan approval conditions have been satisfied, that loan terms conform with lending policies (or are properly documented as exceptions with required approvals), and that all the required documentation is present and in proper form.

Business loans are subject to our guidelines regarding appropriate covenants and periodic monitoring requirements which may include, but are not limited to:

- Capital and lease expenditures;
  - Capital levels;
- Salaries and other withdrawals;
  - Working capital levels;
  - Debt to net worth ratios;
    - Sale of assets;
  - Change of management;
  - Change of ownership;
  - Cash flow requirements;
- Profitability requirements;
  - Debt service ratio;
- Collateral coverage ratio; and
  - Current and quick ratios.

Subject to the above standards, our board of directors delegates authority and responsibility to management for loan approvals. Our Credit Committee includes the Chief Credit Officer, Chief Banking Officer, Chief Executive Officer, Senior Vice President (“SVP”) Senior Credit Manager, SVP Portfolio Management, and each of our Vice President Credit Managers. Depending upon the nature and size of each loan request, loans require between two and four approval signatures from members of our Credit Committee.

#### Our Loan Portfolio

Management and Servicing. Portfolio management and loan servicing activities are centralized at our corporate headquarters. Our loan servicing operations are designed to provide prompt customer service and accurate and timely information for account follow-up, financial reporting and loss mitigation. Following the funding of an approved loan, the data is entered into our core data processing system, which provides monthly billing statements, tracks payment performance, and effects agreed upon interest rate adjustments. Loan servicing activities include (i) collecting and remitting loan payments, (ii) accounting for principal and interest and other collections and expenses, and (iii) holding and disbursing escrow or impounding funds for real estate taxes and insurance premiums.

Our portfolio management operations are designed to ensure that management and the board of directors has timely and comprehensive information regarding the performance of our loan portfolio. This information provides an essential leading indicator of potential performance issues prior to loan payment delinquency. For substantially of the Company’s non-homogeneous loan portfolio, our Portfolio Managers collect financial information from borrowers and guarantors in order to conduct a detailed loan review in accordance with our policies, generally annually or more often as appropriate, but in no case less than biennially. The Portfolio Managers also visit properties and businesses on a periodic basis to perform inspections of our collateral and associated revenue-generating activities of borrowers. In conjunction with the loan review process, all loans in the portfolio are assigned a risk grade that, among other purposes, factors into the Company’s allowance for loan and lease loss calculations.

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When payments are not received by their contractual due date, collection efforts are initiated by our loss mitigation personnel. Accounts past-due by more than 10 days are assigned to our collector for comprehensive payment collection efforts. Our Portfolio Managers conduct an evaluation of all loans 90 days or more past due or otherwise identified as impaired by obtaining an estimate of value on the underlying collateral and an analysis of such collateral. The evaluation may result in our partial or complete charge off of the loan, but collection efforts still continue. Portfolio Managers also conduct discussions with borrowers in order to identify whether alternatives to foreclosure exist. When foreclosure will maximize the Company's recovery for a non-performing loan, the Portfolio Managers will carry out the foreclosure process, including any associated judicial legal actions.

Loan Portfolio Composition. At December 31, 2013, our net loans receivable held for investment totaled \$1.2 billion and our loans receivable held for sale totaled \$3.1 million.

The following table sets forth the composition of our loan portfolio in dollar amounts and as a percentage of the portfolio at the dates indicated:

	At December 31,									
	2013			2012			2011			
	Amount	% of Total	Weighted Average Interest Rate	Amount	% of Total	Weighted Average Interest Rate	Amount	% of Total	Weighted Average Interest Rate	
(dollars in thousands)										
<b>Business loans:</b>										
Commercial and industrial	\$187,035	15.0 %	5.0%	\$115,354	11.7 %	5.3%	\$86,684	11.7 %	5.8%	
Commercial owner occupied (1)	221,089	17.8 %	5.3%	150,934	15.3 %	6.1%	152,299	20.6 %	6.6%	
SBA	10,659	0.9 %	5.9%	6,882	0.7 %	6.0%	4,727	0.7 %	6.0%	
Warehouse facilities	87,517	7.0 %	4.1%	195,761	19.9 %	4.8%	67,518	9.1 %	5.4%	
<b>Real estate loans:</b>										
Commercial non-owner occupied	333,544	26.9 %	5.3%	253,409	25.6 %	5.7%	164,341	22.2 %	6.6%	
Multi-family	233,689	18.8 %	4.8%	156,424	15.9 %	5.8%	193,830	26.2 %	6.0%	
One-to-four family (2)	145,235	11.7 %	4.4%	97,463	9.9 %	4.7%	60,027	8.1 %	5.1%	
Construction	13,040	1.0 %	5.2%	-	0.0 %	0.0%	-	0.0 %	0.0%	
Land	7,605	0.6 %	4.7%	8,774	0.9 %	4.9%	6,438	0.9 %	5.8%	
Other loans	3,839	0.3 %	5.8%	1,193	0.1 %	6.2%	3,390	0.5 %	7.6%	
<b>Total gross loans</b>	<b>1,243,252</b>	<b>100.0%</b>	<b>5.0%</b>	<b>986,194</b>	<b>100.0%</b>	<b>5.4%</b>	<b>739,254</b>	<b>100.0%</b>	<b>6.1%</b>	
Less loans held for sale	3,147			3,681			-			
<b>Total gross loans held</b>	<b>1,240,105</b>			<b>982,513</b>			<b>739,254</b>			

for investment			
Plus (less)			
for:			
Deferred loan origination costs (fees) and premiums (discounts)	18	(306 )	(665 )
Allowance for loan losses	(8,200 )	(7,994 )	(8,522 )
Loans held for investment, net	\$ 1,231,923	\$ 974,213	\$ 730,067

	2010			2009		
	Amount	% of Total	Weighted Average Interest Rate	Amount	% of Total	Weighted Average Interest Rate
	(dollars in thousands)					
<b>Business loans:</b>						
Commercial and industrial	\$42,077	7.5 %	6.3 %	\$31,109	5.4 %	7.0 %
Commercial owner occupied (1)	113,025	20.0 %	6.6 %	103,019	17.9 %	7.1 %
SBA	4,088	0.7 %	5.9 %	3,337	0.5 %	5.7 %
Warehouse facilities	12,610	2.2 %	6.1 %	-	0.0 %	0.0 %
<b>Real estate loans:</b>						
Commercial non-owner occupied	130,525	22.9 %	6.7 %	149,577	26.0 %	6.8 %
Multi-family	243,584	42.9 %	6.2 %	278,744	48.4 %	6.2 %
One-to-four family (2)	20,318	3.6 %	5.4 %	8,491	1.5 %	8.3 %
Other loans	1,417	0.2 %	4.5 %	1,991	0.3 %	1.3 %
<b>Total gross loans</b>	<b>567,644</b>	<b>100.0 %</b>	<b>6.4 %</b>	<b>576,268</b>	<b>100.0 %</b>	<b>6.6 %</b>
Less loans held for sale	-			-		
	<b>567,644</b>			<b>576,268</b>		

Total gross loans held for investment		
Plus (less) for:		
Deferred loan origination costs (fees) and premiums (discounts)	(3,227 )	(779 )
Allowance for loan losses	(8,879 )	(8,905 )
Loans held for investment, net	\$555,538	\$566,584

(1) Secured by real estate.

(2) Includes second trust deeds.

**Loan Portfolio Characteristics.** In general, the Company does not require regular updates of collateral valuations for non-homogeneous loans that are not classified as potential problem or problem loans. However, updated valuations are obtained for collateral securing non-homogeneous loans that are identified as potential problem loans at least every twenty-four months. Updated collateral valuations may be required more frequently at the discretion of the Company's management or for loans identified as impaired in accordance with the Company's allowance for loan loss ("ALLL") policy. Market values may be substantiated by obtaining an appraisal or an appropriate evaluation. At December 31, 2013, 39% of multi-family, 51% of non-owner occupied CRE loans and 36% of owner occupied CRE loans had current updated collateral valuations within the last twenty-four months.

The following table sets forth by loan category our average loan size, months of seasoning, loan-to-value ratio (the proportion of the principal amount of the loan to the most current market value of the collateral property) and debt coverage ratio (the proportion of the property's annual net operating income to its annual debt service, which includes principal and interest payments) at the date indicated.

	At December 31, 2013			
		Average		
Loan	Maturity	Loan-to-	Debt	
Size	(years)	Value	Coverage	
		Ratio	Ratio	
		(dollars in thousands)		
Business loans:				

Commercial and industrial	\$ 338	5	N/A	N/A
Commercial owner occupied	864	16	63 %	N/A
SBA	184	21	N/A	N/A
Warehouse facilities	4,606	37	N/A	N/A
Real estate loans:				
Commercial non-owner occupied	1,313	16	60 %	1.57
Multi-family	1,273	26	74 %	1.31
One-to-four family	360	26	61 %	N/A
Construction	767	1	N/A	N/A
Land	543	5	69 %	N/A
Other loans	9	11	N/A	N/A

Loan Maturity. For our commercial real estate and business loans, repayment typically depends on the successful operation of the businesses or the properties securing the loans. Several months before a loan matures, our portfolio managers contact our borrowers to obtain personal and/or business financial and operations data and property information for review. When deemed appropriate, business and property visits are made to assess the borrower's revenue-generating activities and to perform inspections of our collateral. This information is reviewed and evaluated for indications of potential issues prior to maturity. If potential issues are discovered, our portfolio managers work on a strategy with the borrower well in advance of the loan maturing in order to maximize the benefit to the Company. At December 31, 2013, we had \$154.4 million or 12.5% of total gross loans held for investment that were due to mature in one year or less, primarily in our C&I loan category of \$84.1 million and non-owner occupied CRE category of \$36.6 million.

The following table shows the contractual maturity of the Company's loans without consideration to prepayment assumptions at the date indicated:

	At December 31, 2013										
	Commercial and Industrial	Commercial Owner Occupied	SBA	Warehouse	Commercial Non-owner Occupied	Multi-Family	One-to-Four Family Construction	Land	Other Loans	Total	
	(in thousands)										
Amounts due											
One year or less	\$84,094	\$12,282	\$13	\$-	\$36,620	\$1,187	\$1,730	\$13,040	\$4,155	\$1,273	\$154,394
More than one year to three years	13,249	24,079	40	-	35,906	2,549	5,445	-	1,813	493	83,574
More than three years to five years	18,693	12,940	135	-	12,896	3,483	1,597	-	157	48	49,949
	48,123	45,961	2,210	-	49,463	1,942	1,422	-	296	288	149,705

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More than five years to 10 years											
More than 10 years to 20 years	16,276	28,763	-	-	20,669	20,098	12,811	-	495	1,254	100,366
More than 20 years	6,600	97,064	8,261	87,517	177,990	204,430	122,230	-	689	483	705,264
Total gross loans	187,035	221,089	10,659	87,517	333,544	233,689	145,235	13,040	7,605	3,839	1,243,252
Plus (less) for											
Deferred loan origination costs	3	3	-	1	5	4	2	-	-	-	18
Allowance for loan losses	(1,968 )	(1,818 )	(151 )	(392 )	(1,658 )	(817 )	(1,099 )	(136 )	(127 )	(34 )	(8,200 )
Total loans, net	185,070	219,274	10,508	87,126	331,891	232,876	144,138	12,904	7,478	3,805	1,235,070
Loans held for sale, net	-	-	-	-	-	-	3,147	-	-	-	3,147
Loans held for investment, net	\$185,070	\$219,274	\$10,508	\$87,126	\$331,891	\$232,876	\$140,991	\$12,904	\$7,478	\$3,805	\$1,231,923

The following table sets forth at December 31, 2013 the dollar amount of gross loans receivable contractually due after December 31, 2014 and whether such loans have fixed interest rates or adjustable interest rates.

At December 31, 2013			
Loans Due After December 31, 2014			
	Fixed	Adjustable	Total
	(in thousands)		
Business loans:			
Commercial and industrial	\$45,061	\$57,880	\$102,941
Commercial owner occupied	50,056	158,751	208,807
SBA	1,707	8,939	10,646
Warehouse facilities	-	87,517	87,517
Real estate loans:			
	32,506	264,418	296,924



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Commercial non-owner occupied			
Multi-family	1,471	231,031	232,502
One-to-four family	85,297	58,208	143,505
Construction	-	-	-
Land	140	3,310	3,450
Other loans	2,229	337	2,566
Total gross loans	\$218,467	\$870,391	\$1,088,858

The following table sets forth the Company's loan originations, purchases, sales, and principal repayments for the periods indicated:

	2013	For the Year Ended December 31,			2009
		2012	2011	2010	
		(in thousands)			
Beginning balance of gross loans	\$986,194	\$739,254	\$567,644	\$576,268	\$628,767
Loans originated:					
Business loans:					
Commercial and industrial	96,484	42,152	33,209	28,030	4,249
Commercial owner occupied (1)	47,719	27,549	1,838	600	365
SBA	21,526	8,639	4,309	2,322	1,150
Warehouse facilities	89,810	193,668	62,750	35,500	-
Real estate loans:					
Commercial non-owner occupied	135,767	55,347	18,140	-	-
Multi-family	71,537	24,822	4,318	-	494
One-to-four family (2)	2,825	20,197	6,085	-	200
Construction	36,264	-	-	-	-
Land	2,215	-	-	-	-
Other loans	694	1,772	65	5,183	958
Total loans originated	504,841	374,146	130,714	71,635	7,416
Loans purchased:					
Commercial and industrial	34,950	5,033	28,536	745	-

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Commercial owner occupied	46,641	11,786	67,359	26,380	-
Commercial non-owner occupied	16,763	62,601	39,963	2,579	-
Multi-family	43,558	3,690	3,075	-	4,051
One-to-four family	82,842	38,588	28,987	-	-
Construction	1,399	198	5,592	-	-
Land	2,770	5,395	9,414	-	-
Other loans	718	2,256	21,995	9,884	-
Total loans purchased	229,641	129,547	204,921	39,588	4,051
Total loan production	734,482	503,693	335,635	111,223	11,467
Total	1,720,676	1,242,947	903,279	687,491	640,234
Plus (less) for:					
Principal repayments	(180,864 )	(184,580 )	(100,671 )	(61,983 )	(56,808 )
Change in mark-to-market discounts from acquisitions	3,867	8,513	3,233	-	-
Change in undisbursed loan funds	(260,683 )	(47,803 )	(15,377 )	(21,984 )	4,701
Sales of loans	(36,717 )	(28,217 )	(42,201 )	(29,977 )	(2,515 )
Charge-offs	(2,031 )	(1,515 )	(4,014 )	(2,339 )	(4,811 )
Transfer to other real estate owned	(996 )	(3,151 )	(4,995 )	(3,564 )	(4,533 )
Total gross loans	1,243,252	986,194	739,254	567,644	576,268
Less ending balance loans held for sale, gross	3,147	3,681	-	-	-
Ending balance loans held for investment, gross	\$1,240,105	\$982,513	\$739,254	\$567,644	\$576,268

(1) Gross loans includes loans held for investment and loans held for sale.

(2) Includes second trust deeds.

Delinquent Loans. When a borrower fails to make required payments on a loan and does not cure the delinquency

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within 30 days, we normally initiate formal collection activities including, for loans secured by real estate, recording a notice of default and, after providing the required notices to the borrower, commencing foreclosure proceedings. If the loan is not reinstated within the time permitted by law, we may sell the property at a foreclosure sale. At these foreclosure sales, we generally acquire title to the property. At December 31, 2013, loans delinquent 60 or more days as a percentage of total gross loans was 0.09%, up from 0.08% at year-end 2012.

The following table sets forth delinquencies in the Company's loan portfolio at the dates indicated:

	30 - 59 Days		60 - 89 Days		90 Days or More (1)		Total Principal Balance of Loans	
	# of Loans	Principal Balance of Loans	# of Loans	Principal Balance of Loans	# of Loans	Principal Balance of Loans	# of Loans	Principal Balance of Loans
(dollars in thousands)								
<b>At December 31, 2013</b>								
<b>Business loans:</b>								
<b>Commercial owner occupied</b>								
	2	\$ 768	-	\$ -	1	\$ 446	3	1,214
SBA	-	-	-	-	1	14	1	14
<b>Real estate loans:</b>								
<b>Commercial non-owner occupied</b>								
	-	-	-	-	2	560	2	560
<b>One-to-four family</b>								
	3	71	-	-	4	123	7	194
Other loans	3	130	-	-	-	-	3	130
<b>Total</b>	<b>8</b>	<b>\$ 969</b>	<b>-</b>	<b>\$ -</b>	<b>8</b>	<b>\$ 1,143</b>	<b>16</b>	<b>\$ 2,112</b>
Delinquent loans to total gross loans		0.08 %		0.00%		0.09 %		0.17 %
<b>At December 31, 2012</b>								
<b>Business loans:</b>								
<b>Commercial and industrial</b>								
	-	\$ -	1	\$ 58	1	\$ 218	2	276
<b>Commercial owner occupied</b>								
	-	-	1	245	-	-	1	245
SBA	-	-	-	-	4	185	4	185
<b>Real estate loans:</b>								
<b>One-to-four family</b>								
	2	101	-	-	2	79	4	180
Other loans	1	5	-	-	-	-	1	5

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Total	3	\$ 106	2	\$ 303	7	\$ 482	12	\$ 891
Delinquent loans to total gross loans		0.01 %		0.03 %		0.05 %		0.09 %

At December 31,  
2011

Business  
loans:

Commercial and industrial	1	\$ 12	-	\$ -	4	\$ 1,057	5	1,069
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Commercial  
owner

occupied	-	-	-	-	3	919	3	919
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SBA	1	49	1	113	8	665	10	827
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Real estate  
loans:

Commercial non-owner occupied	1	434	-	-	3	1,244	4	1,678
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One-to-four family	4	201	-	-	2	323	6	524
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Land	-	-	1	617	1	52	2	669
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Other loans	2	3	1	1	-	-	3	4
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Total	9	\$ 699	3	\$ 731	21	\$ 4,260	33	\$ 5,690
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Delinquent loans to total gross loans		0.09 %		0.10 %		0.58 %		0.77 %
---------------------------------------	--	--------	--	--------	--	--------	--	--------

At December 31,  
2010

Business  
loans:

Commercial owner occupied	1	\$ 184	-	\$ -	3	\$ 2,225	4	\$ 2,409
---------------------------	---	--------	---	------	---	----------	---	----------

SBA	-	-	-	-	7	846	7	846
-----	---	---	---	---	---	-----	---	-----

Real estate  
loans:

Commercial non-owner occupied	2	617	-	-	-	-	2	617
-------------------------------	---	-----	---	---	---	---	---	-----

One-to-four family	3	402	1	17	1	20	5	439
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Total	6	\$ 1,203	1	\$ 17	11	\$ 3,091	18	\$ 4,311
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Delinquent loans to total gross loans		0.21 %		0.00 %		0.54 %		0.76 %
---------------------------------------	--	--------	--	--------	--	--------	--	--------

At  
December  
31, 2009

<b>Business loans:</b>								
Commercial owner occupied								
	-	\$ -	-	\$ -	2	\$ 996	2	\$ 996
<b>SBA</b>	<b>1</b>	<b>69</b>	<b>1</b>	<b>52</b>	<b>3</b>	<b>463</b>	<b>5</b>	<b>584</b>
Real estate loans:								
<b>Multi-family</b>	<b>1</b>	<b>3,150</b>	<b>-</b>	<b>-</b>	<b>3</b>	<b>2,073</b>	<b>4</b>	<b>5,223</b>
Commercial non-owner occupied								
	1	694	-	-	1	1,851	2	2,545
<b>One-to-four family</b>	<b>3</b>	<b>44</b>	<b>-</b>	<b>-</b>	<b>4</b>	<b>97</b>	<b>7</b>	<b>141</b>
Other	1	18	-	-	-	-	1	18
<b>Total</b>	<b>7</b>	<b>\$ 3,975</b>	<b>1</b>	<b>\$ 52</b>	<b>13</b>	<b>\$ 5,480</b>	<b>21</b>	<b>\$ 9,507</b>
Delinquent loans to total gross loans								
		0.69 %		0.01 %		0.95 %		1.65 %

(1) All 90 day or greater delinquencies are on nonaccrual status and are reported as part of nonperforming loans.

Allowance for Loan Losses. We maintain an ALLL to absorb losses inherent in the loans held for investment portfolio at the consolidated statements of financial condition date. Management evaluates the adequacy of the allowance quarterly to maintain the allowance at levels sufficient to provide for these inherent losses. The ALLL is reported as a reduction of loans held for investment. The allowance is increased by a provision for loan losses which is charged to expense and reduced by charge-offs, net of recoveries. Loans held for sale are carried at the lower of amortized cost or fair value. Net unrealized losses, if any, are recorded in current earnings.

The federal banking agencies adopted an interagency policy statement on the ALLL. The policy statement provides guidance for financial institutions on both the responsibilities of management for the assessment and establishment of adequate allowances and guidance for banking agency examiners to use in determining the adequacy of general valuation allowances. Generally, the policy statement recommends that institutions establish and maintain effective systems and controls to identify, monitor and address asset quality problems; that management analyzes all significant factors that affect the collectability of the portfolio in a reasonable manner; and that management establishes acceptable allowance evaluation processes that meet the objectives set forth in the policy statement. Federal regulations require that the Bank utilize an internal asset classification system to identify and report problem and potential problem assets. The Bank's Chief Credit Officer has responsibility for identifying and reporting problem assets to the Bank's Credit and Investment Review Committee ("CIRC"), which operates pursuant to the board-approved CIRC policy. The policy incorporates the regulatory requirements of monitoring and classifying all of our assets.

We separate our assets, largely loans, by type, and we use various asset classifications to segregate the assets into various risk categories. We use the various asset classifications as a means of measuring risk for determining the valuation allowance for groups and individual assets at a point in time. Currently, we designate our assets into a category of "Pass," "Special Mention," "Substandard," "Doubtful" or "Loss." A brief description of these classifications follows:

- Pass classifications represent assets with a level of credit quality which contain no well-defined deficiency or weakness.

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- Special Mention assets do not currently expose the Bank to a sufficient risk to warrant classification in one of the adverse categories, but possess correctable deficiency or potential weaknesses deserving management’s close attention.
- Substandard assets are inadequately protected by the current net worth and paying capacity of the obligor or of the collateral pledged, if any. These assets are characterized by the distinct possibility that the Bank will sustain some loss if the deficiencies are not corrected. Other real estate owned (“OREO”) acquired from foreclosure is also classified as substandard.
- Doubtful credits have all the weaknesses inherent in substandard credits, with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently existing facts, conditions, and values, highly questionable and improbable.
- Loss assets are those that are considered uncollectible and of such little value that their continuance as assets is not warranted. Amounts classified as loss are promptly charged off.

Our determination as to the classification of assets and the amount of valuation allowances necessary are subject to review by bank regulatory agencies, which can order a change in a classification or an increase to the allowance. While we believe that an adequate allowance for estimated loan losses has been established, there can be no assurance that our regulators, in reviewing assets including the loan portfolio, will not request us to materially increase our allowance for estimated loan losses, thereby negatively affecting our financial condition and earnings at that time. In addition, actual losses are dependent upon future events and, as such, further increases to the level of allowances for estimated loan losses may become necessary.

The Company’s CIRC reviews the Portfolio Management Department’s recommendations for classifying our assets monthly and reports the results of our review to the board of directors. At December 31, 2013, we had \$21.2 million of assets classified as substandard, compared to \$35.2 million at December 31, 2012. The decrease primarily consists of \$10.7 million of loans, \$1.1 million of OREO and \$2.2 million of investment securities sold during 2013.

The following tables set forth information concerning substandard assets at the dates indicated:

At December 31, 2013								
	Loans		OREO	Securities		Total Substandard		
	Gross Balance	# of Loans		# of Properties	Fair Value	# of Securities	Balance	
(dollars in thousands)								
<b>Business loans:</b>								
Commercial and industrial	\$ 2,776	11	\$ -	-	\$ --	--	\$ 2,776	11
Commercial owner occupied	12,000	21	245	1	--	--	12,245	22
SBA	-	1	-	-	--	--	-	1
<b>Real estate loans:</b>								
Commercial non-owner occupied	3,654	6	-	-	--	--	3,654	6
Multi-family	517	1	-	-	--	--	517	1
	1,083	13	-	-	--	--	1,083	13

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One-to-four family								
Land	-	-	941	2	--	--	941	2
Other loans	5	1	-	-	--	--	5	1
Securities	--	--	--	--	-	-	-	-
Total substandard assets	\$ 20,035	54	\$ 1,186	3	\$ -	-	\$ 21,221	57

At December 31, 2012

	Loans		OREO		Securities		Total Substandard Assets	
	Gross Balance	# of Loans	Balance	# of Properties	Fair Value	# of Securities	Balance	# of Assets
(dollars in thousands)								
<b>Business loans:</b>								
Commercial and industrial	\$ 3,367	16	\$ -	-	\$ --	--	\$ 3,367	16
Commercial owner occupied	11,930	26	-	-	--	--	11,930	26
SBA	63	6	-	-	--	--	63	6
<b>Real estate loans:</b>								
Commercial non-owner occupied	12,137	14	-	-	--	--	12,137	14
Multi-family	1,838	3	-	-	--	--	1,838	3
One-to-four family	1,402	13	-	-	--	--	1,402	13
Land	12	1	2,258	4	--	--	2,270	5
Other loans	16	1	-	-	--	--	16	1
Securities	--	--	--	--	2,210	47	2,210	47
Total substandard assets	\$ 30,765	80	\$ 2,258	4	\$ 2,210	47	\$ 35,233	131

In determining the ALLL, we evaluate loan credit losses on an individual basis in accordance with FASB ASC 310, Accounting by Creditors for Impairment of a Loan, and on a collective basis based on FASB ASC 450, Accounting for Contingencies. For loans evaluated on an individual basis, we analyze the borrower's creditworthiness, cash flows and financial status, and the condition and estimated value of the collateral. Loans evaluated individually that are deemed to be impaired are separated from our collective credit loss analysis.

Unless an individual borrower relationship warrants a separate analysis, the majority of our loans are evaluated for credit losses on a collective basis through a quantitative analysis to arrive at base loss factors that are adjusted through a qualitative analysis for internal and external identified risks. The adjusted factor is applied against the loan risk category to determine the appropriate allowance. Our base loss factors are calculated using our trailing twelve-month, twenty-four month, thirty-six month and annualized trailing six-month actual charge-off data for all loan types except

(1) loans fully secured by cash deposits, the guaranteed portion of SBA loans and FHA/VA guaranteed 1st trust deed loans, for which there is no loss exposure, (2) certain loan segments for which we have no recent loss experience and for which we rely on charge-off data for all FDIC insured commercial banks and savings institutions based in California, and (3) negative deposit accounts. Then adjustments for the following internal and external risk factors are added to the base factors:

#### Internal Factors

- Changes in lending policies and procedures, including underwriting standards and collection, charge-offs, and recovery practices;
- Changes in the nature and volume of the loan portfolio and the terms of loans, as well as new types of lending;
- Changes in the experience, ability, and depth of lending management and other relevant staff that may have an impact on our loan portfolio;
- Changes in the volume and severity of past due and classified loans, and in the volume of non-accruals, troubled debt restructurings, and other loan modifications;
  - Changes in the quality of our loan review system and the degree of oversight by our board of directors; and
  - The existence and effect of any concentrations of credit and changes in the level of such concentrations.

#### External Factors

- Changes in national, state and local economic and business conditions and developments that affect the collectability of the portfolio, including the condition of various market segments (includes trends in real estate values and the interest rate environment);
  - Changes in the value of the underlying collateral for collateral-dependent loans; and
- The effect of external factors, such as competition, legal developments and regulatory requirements on the level of estimated credit losses in our current loan portfolio.

The factor adjustments for each of the nine above-described risk factors are determined by the Chief Credit Officer and approved by the CIRC on a quarterly basis.

The ALLL factors are reviewed for reasonableness against the 10-year average, 15-year average, and trailing twelve month total charge-off data for all FDIC insured commercial banks and savings institutions based in California. Given the above evaluations, the amount of the ALLL is based upon the total loans evaluated individually and collectively.

As of December 31, 2013, the ALLL totaled \$8.2 million, up \$206,000 from December 31, 2012 and down \$322,000 from December 31, 2011. At December 31, 2013, the ALLL as a percent of nonperforming loans was 364.3%, compared with 362.4% at December 31, 2012 and 139.9% at December 31, 2011. At December 31, 2013, the ALLL as a percent of gross loans was 0.66%, down from 0.81% at December 31, 2012 and 1.15% at December 31, 2011. The decrease in the current year ratio was primarily related to the continued strong performance of our originated loan portfolio, reflected in our low levels of delinquency, non-performing loans and charge-offs, offset by continuing growth in the portfolio. The ALLL is additionally supported by fair market value credit discounts associated with our acquisitions of CNB and PDNB from the FDIC as receiver (in February 2011 and April 2012 respectively.) At December 31, 2013, management deems the ALLL to be sufficient to provide for inherent losses within the loan portfolio.

The following table sets forth the activity in the Company's ALLL for the periods indicated:

For the Year Ended December 31,				
2013	2012	2011	2010	2009
(dollars in thousands)				



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Allowance for Loan Losses					
Balance at beginning of period	\$ 7,994	\$ 8,522	\$ 8,879	\$ 8,905	\$ 5,881
Provision for loan losses	1,860	751	3,255	2,092	7,735
Charge-offs:					
Business loans:					
Commercial and industrial	509	512	1,285	708	1,409
Commercial owner occupied	232	265	307	264	59
SBA	143	132	90	398	906
Real estate:					
Commercial non-owner occupied	756	88	43	512	317
Multi-family	101	-	489	334	1,527
One-to-four family	272	371	1,408	123	125
Land	-	145	164	-	-
Other loans	18	2	228	-	468
Total charge-offs	2,031	1,515	4,014	2,339	4,811
Recoveries:					
Business loans:					
Commercial and industrial	138	2	9	13	4
SBA	50	163	211	154	31
Real estate:					
Commercial non-owner occupied	-	21	-	-	-
One-to-four family	47	8	142	40	26
Land	-	-	23	-	-
Other loans	142	42	17	14	39
Total recoveries	377	236	402	221	100
Net loan charge-offs	1,654	1,279	3,612	2,118	4,711
Balance at end of period	\$ 8,200	\$ 7,994	\$ 8,522	\$ 8,879	\$ 8,905

Ratios					
Net charge-offs to average net loans	0.16 %	0.16 %	0.53 %	0.39 %	0.79 %
Allowance for loan losses to gross loans at end of period	0.66 %	0.81 %	1.15 %	1.56 %	1.55 %

The following table sets forth the Company's ALLL and the percent of gross loans to total gross loans in each of the categories listed and the allowance as a percentage of the loan category balance at the dates indicated:

Balance at End of Period Applicable to	At December 31,								
	2013			2012			2011		
	Amount	% of Loans to Total	Allowance as a % of Loan Category Balance	Amount	% of Loans to Total	Allowance as a % of Loan Category Balance	Amount	% of Loans to Total	Allowance as a % of Loan Category Balance
(dollars in thousands)									
<b>Business loans:</b>									
Commercial and industrial	\$ 1,968	15.0 %	1.05 %	\$ 1,310	11.7 %	1.14 %	\$ 1,361	11.7 %	1.57 %
Commercial owner occupied	1,818	17.8 %	0.82 %	1,512	15.3 %	1.00 %	1,119	20.6 %	0.73 %
SBA	151	0.9 %	1.42 %	79	0.7 %	1.15 %	80	0.7 %	1.69 %
Warehouse facilities	392	7.0 %	0.45 %	1,544	19.9 %	0.79 %	1,347	9.1 %	2.00 %
<b>Real estate loans:</b>									
Commercial non-owner occupied	1,658	26.9 %	0.50 %	1,459	25.6 %	0.58 %	1,287	22.2 %	0.78 %
Multi-family	817	18.8 %	0.35 %	1,145	15.9 %	0.73 %	2,281	26.2 %	1.18 %
One-to-four family	1,099	11.7 %	0.76 %	862	9.9 %	0.88 %	931	8.1 %	1.55 %
Construction	136	1.0 %	1.04 %	-	0.0 %	0.00 %	-	0.0 %	0.00 %
Land	127	0.6 %	1.67 %	31	0.9 %	0.35 %	39	0.9 %	0.61 %
Other loans	34	0.3 %	0.89 %	52	0.1 %	4.36 %	77	0.5 %	2.27 %
<b>Total</b>	<b>\$ 8,200</b>	<b>100.0 %</b>	<b>0.66 %</b>	<b>\$ 7,994</b>	<b>100.0 %</b>	<b>0.81 %</b>	<b>\$ 8,522</b>	<b>100.0 %</b>	<b>1.15 %</b>

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Balance at End of Period Applicable to	2010 % of Loans Allowance in as a Category % of to Loan Total Category				2009 % of Loans Allowance in as a Category % of to Loan Total Category				
	Amount	Loans	Balance	Amount	Loans	Balance	Amount	Loans	Balance
(dollars in thousands)									
<b>Business loans:</b>									
Commercial and industrial	\$2,018	7.5 %	4.80 %	\$2,410	5.4 %	7.75 %			
Commercial owner occupied	1,687	20.0 %	1.49 %	907	17.9 %	0.88 %			
SBA	145	0.7 %	3.55 %	326	0.5 %	9.77 %			
Warehouse facilities	338	2.2 %	2.68 %	-	0.0 %	0.00 %			
<b>Real estate loans:</b>									
Commercial non-owner occupied	1,580	22.9 %	1.21 %	1,602	26.0 %	1.07 %			
Multi-family	2,729	42.9 %	1.12 %	3,386	48.4 %	1.21 %			
One-to-four family	332	3.6 %	1.63 %	272	1.5 %	3.20 %			
Other loans	50	0.2 %	3.53 %	2	0.3 %	0.10 %			
<b>Total</b>	<b>\$8,879</b>	<b>100.0 %</b>	<b>1.56 %</b>	<b>\$8,905</b>	<b>100.0 %</b>	<b>1.55 %</b>			

The following table sets forth the ALLL amounts calculated by the categories listed at the dates indicated:

Balance at End of Period Applicable to	At December 31,									
	2013 % of Allowance to Amount Total		2012 % of Allowance to Amount Total		2011 % of Allowance to Amount Total		2010 % of Allowance to Amount Total		2009 % of Allowance to Amount Total	
(dollars in thousands)										
Allocated allowance	\$8,095	98.7 %	\$7,994	100.0 %	\$8,522	100.0 %	\$8,832	99.5 %	\$8,905	100.0 %
Specific allowance	105	1.3 %	-	0.0 %	-	0.0 %	47	0.5 %	-	0.0 %
<b>Total</b>	<b>\$8,200</b>	<b>100.0 %</b>	<b>\$7,994</b>	<b>100.0 %</b>	<b>\$8,522</b>	<b>100.0 %</b>	<b>\$8,879</b>	<b>100.0 %</b>	<b>\$8,905</b>	<b>100.0 %</b>

Investment Activities

Our investment policy, as established by our board of directors, attempts to provide and maintain liquidity, generate a favorable return on investments without incurring undue interest rate and credit risk and complement our lending activities. Specifically, our investment policy limits our investments to U.S. government securities, federal agency-backed securities, non-government guaranteed mortgage-backed securities (“MBS”), municipal bonds, and corporate bonds.

Our investment securities portfolio amounted to \$271.5 million at December 31, 2013, as compared to \$95.3 million at December 31, 2012, representing a 184.9% increase. The increase in securities since year-end 2012 was primarily due to the FAB acquisition in March 2013, which added \$222.4 million of investment securities at the acquisition date, the SDTB acquisition in June 2013, which added \$124.8 million at the acquisition date, and purchases of \$101.3 million of investment securities, partially offset by the sale of \$232.5 million of securities and principal pay downs of \$33.7 million. The purchase of investment securities primarily related to investing excess liquidity from our bank acquisitions, while the sales were made to help fund loan production and improve our interest-earning asset mix by redeploying investment securities dollars into loans. As of December 31, 2013, the investment securities portfolio consisted of \$161.9 million in government sponsor enterprises (“GSE”) MBS, \$94.1 million in municipal bonds, \$81,000 in U.S. Treasuries, \$7.5 million of FHLB stock, and \$8.0 million of stock from the Federal Reserve Bank of San Francisco (the “Federal Reserve Bank”), The Independent BankersBank (“TIB”) Stock, and an investment in a fund that provides Community Reinvestment Act (“CRA”) credit to the Bank. At December 31, 2013, we had an estimated par value of \$34.0 million of the GSE securities that were pledged as collateral for the Company’s \$28.5 million of inverse putable reverse repurchase agreements (“Repurchase Agreements”).

All of our \$94.1 million municipal bond securities in our portfolio have an underlying rating of investment grade with the majority insured by the largest bond insurance companies to bring each of these securities to a Moody’s A+ rating or better. The Company has only purchased general obligation bonds that are risk-weighted at 20% for regulatory capital purposes. The Company has reduced its exposure to any single adverse event by holding securities from geographically diversified municipalities. We are continually monitoring the quality of our municipal bond portfolio in light of the current financial conditions. To our knowledge, none of the municipalities in which we hold bonds are exhibiting financial problems that would require us to record an OTTI charge.

Below is a table of our securities by security type further separated by rating agency grade at the date indicated:

At December 31, 2013						
Security Type	Rating	Number	Face Value	Amortized Cost	Unrealized Gain/(Loss)	Fair Value
(dollars in thousands)						
<b>U.S.</b>						
Treasury	AAA	1	\$73	\$73	\$8	\$81
Municipal bonds	AAA - A+	197	90,485	95,388	(1,261)	94,127
<b>Government Sponsored Enterprise</b>						
Enterprise	AAA	51	159,572	165,857	(3,976)	161,881
Total investment securities available for sale		249	\$250,130	\$261,318	\$(5,229)	\$256,089

The following table sets forth the amortized costs and fair values of the Company's investment securities available for sale and stock at the dates indicated:

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	2013		At December 31, 2012		2011	
	Amortized Cost	Fair Value	Amortized Cost (in thousands)	Fair Value	Amortized Cost	Fair Value
Investment securities available for sale						
U.S. Treasury	\$73	\$81	\$147	\$159	\$147	\$162
Municipal bonds	95,388	94,127	25,401	26,586	23,354	24,139
Mortgage-backed securities (1)	165,857	161,881	56,641	57,321	91,605	91,344
Total investment securities available for sale	261,318	256,089	82,189	84,066	115,106	115,645
Stock						
FHLB	7,483	7,483	9,228	9,228	10,456	10,456
Other (2)	7,967	7,967	2,019	2,019	2,019	2,019
Total stock	15,450	15,450	11,247	11,247	12,475	12,475
Total securities	\$276,768	\$271,539	\$93,436	\$95,313	\$127,581	\$128,120

(1) GSE securities % of total investments for sale 63.5 % 63.2 % 68.9 % 68.2 % 79.6 % 79.0 %

(2) Includes Federal Reserve Bank, TIB, and CRA stock.

The following table sets forth the fair values and weighted average yields on our investment securities available for sale portfolio and stock by contractual maturity at the date indicated.

	At December 31, 2013									
	One Year or Less		More than One Year to Five Years		More than Five Years to Ten Years		More than Ten Years		Total	
	Fair Value	Weighted Average Yield	Fair Value	Weighted Average Yield	Fair Value	Weighted Average Yield	Fair Value	Weighted Average Yield	Fair Value	Weighted Average Yield
Investment securities available for sale										
U.S. Treasury	\$-	0.00%	\$81	4.15%	\$-	0.00%	\$-	0.00%	\$81	4.15%
Municipal bonds	-	0.00%	9,909	0.95%	43,173	1.79%	41,045	3.13%	94,127	2.29%
Mortgage-backed securities	-	0.00%	-	0.00%	13,235	1.40%	148,646	2.23%	161,881	2.16%
Total investment securities	-	0.00%	9,990	0.97%	56,408	1.70%	189,691	2.42%	\$256,089	2.21%

available for sale

Stock

<b>FHLB</b>	7,483	0.03%	-	0.00%	-	0.00%	-	0.00%	7,483	0.03%
Other (1)	7,967	4.38%	-	0.00%	-	0.00%	-	0.00%	7,967	4.38%
<b>Total stock</b>	<b>15,450</b>	<b>2.27%</b>	<b>-</b>	<b>0.00%</b>	<b>-</b>	<b>0.00%</b>	<b>-</b>	<b>0.00%</b>	<b>\$15,450</b>	<b>2.27%</b>
Total securities	\$15,450	2.27%	\$9,990	0.97%	\$56,408	1.70%	\$189,691	2.42%	\$271,539	2.21%

(1) Includes

Federal Reserve  
Bank, TIB, and  
CRA stock.

## Nonperforming Assets

Nonperforming assets consist of loans on which we have ceased accruing interest (nonaccrual loans), loans restructured at an interest rate below market and OREO. Nonaccrual loans consisted of all loans 90 days or more past due and on loans where, in the opinion of management, there is reasonable doubt as to the collection of principal and interest. A "restructured loan" is one where the terms of the loan were renegotiated to provide a reduction or deferral of interest or principal because of deterioration in the financial position of the borrower. We did not include in interest income any interest on restructured loans during the periods presented. At December 31, 2013, we had \$3.4 million of nonperforming assets, which consisted of \$2.2 million of net nonperforming loans and \$1.2 million of OREO. At December 31, 2012, we had \$4.5 million of nonperforming assets, which consisted of \$2.2 million of nonperforming loans and \$2.3 million of OREO.

At December 31, 2013, OREO consisted of two land properties and one CRE property, compared to four land properties at December 31, 2012. Properties acquired through or in lieu of foreclosure are recorded at fair value less cost to sell. The Company generally obtains an appraisal and/or a market evaluation on all OREO prior to obtaining possession. After foreclosure, valuations are periodically performed by management as needed due to changing market conditions or factors specifically attributable to the property's condition. If the carrying value of the property exceeds its fair value less estimated cost to sell, the asset is written down and a charge to operations is recorded.

We recognized loan interest income on nonperforming loans of \$225,000 in 2013, \$259,000 in 2012 and \$243,000 in 2011. If these loans had paid in accordance with their original loan terms, we would have recorded additional loan interest income of \$311,000 in 2013, \$405,000 in 2012 and \$413,000 in 2011.

The following table sets forth composition of nonperforming assets at the date indicated:

	2013	2012	2011	2010	2009
	At December 31,				
	(dollars in thousands)				
Nonperforming assets					
<b>Business loans:</b>					
Commercial and industrial	\$ -	\$ 347	\$ 1,177	\$ 54	\$ 955
<b>Commercial owner occupied</b>	<b>747</b>	<b>14</b>	<b>2,053</b>	<b>2,225</b>	<b>996</b>
SBA	14	260	700	971	880
<b>Real estate loans:</b>					

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Commercial non-owner occupied	983	670	1,495	-	1,851
Multi-family	-	266	293	-	5,223
One-to-four family	507	522	323	27	107
Land	-	127	52	-	-
Specific allowance	-	-	-	-	-
Total nonperforming loans, net	2,251	2,206	6,093	3,277	10,012
Other real estate owned	1,186	2,258	1,231	34	3,380
Total nonperforming assets, net	\$ 3,437	\$ 4,464	\$ 7,324	\$ 3,311	\$ 13,392
Allowance for loan losses	\$ 8,200	\$ 7,994	\$ 8,522	\$ 8,879	\$ 8,905
Allowance for loan losses as a percent of total nonperforming loans, gross	364.28%	362.38%	139.87%	270.95%	88.94%
Nonperforming loans, net of specific allowances, as a percent of gross loans receivable (1)	0.18%	0.22%	0.82%	0.58%	1.74%
Nonperforming assets, net of specific allowances, as a percent of total assets	0.20%	0.38%	0.76%	0.40%	1.66%

(1) Gross loans include loans receivable held for investment and held for sale.

It is our policy to take appropriate, timely and aggressive action when necessary to resolve nonperforming assets. When resolving problem loans, it is our policy to determine collectability under various circumstances which are intended to result in our maximum financial benefit. We accomplish this by working with the borrower to bring the loan current, selling the loan to a third party or by foreclosing and selling the asset.

## Sources of Funds

General. Deposits, loan repayments and prepayments, and cash flows generated from operations and borrowings are the primary sources of the Company's funds for use in lending, investing and other general purposes.

Deposits. Deposits represent our primary source of funds for our lending and investing activities. The Company offers a variety of deposit accounts with a range of interest rates and terms. The deposit accounts are offered through our 13 branch network in California. The Company's deposits consist of checking accounts, money market accounts, passbook savings, and certificates of deposit. Total deposits at December 31, 2013 were \$1.3 billion, compared to \$904.8 million at December 31, 2012. At December 31, 2013, certificates of deposit constituted 24.1% of total deposits, compared to 39.9% at the year-end 2012. The terms of the fixed-rate certificates of deposit offered by the Company vary from three months to five years. Specific terms of an individual account vary according to the type of account, the minimum balance required, the time period funds must remain on deposit and the interest rate, among other factors. The flow of deposits is influenced significantly by general economic conditions, changes in money market rates, prevailing interest rates and competition. At December 31, 2013, we had \$202.5 million of certificate of deposit accounts maturing in one year or less.

We primarily rely on customer service, sales and marketing efforts, business development, cross-selling of deposit products to loan customers, and long-standing relationships with customers to attract and retain local deposits. However, market interest rates and rates offered by competing financial institutions significantly affect the Company's ability to attract and retain deposits. Additionally, from time to time, we will utilize both wholesale and brokered deposits to supplement its generation of deposits from businesses and consumers. At December 31, 2013, we had no wholesale or broker deposits.

The following table presents the deposit activity for the periods indicated:

	For the Year Ended December		
	31,		
	2013	2012	2011
	(in thousands)		
Net deposits	\$397,552	\$70,111	\$161,428
Interest credited on deposit accounts	3,966	5,780	8,209
Total increase in deposit accounts	\$401,518	\$75,891	\$169,637

The following table sets forth the distribution of the Company's deposit accounts at the dates indicated and the weighted average interest rates on each category of deposits presented:

	At December 31,		
	2013	2012	2011





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accounts										
Within 3 months	\$33,054	\$3,083	\$298	\$106	\$-	\$6	\$36,547	11.6 %		0.47 %
4 to 6 months	21,797	30,933	6	-	-	2	52,738	16.8 %		0.79 %
7 to 12 months	47,996	64,825	335	-	-	58	113,214	36.0 %		0.78 %
13 to 24 months	13,937	75,908	10,623	672	-	123	101,263	32.2 %		1.16 %
25 to 36 months	2,478	4,267	117	-	-	237	7,099	2.3 %		1.11 %
37 to 60 months	794	2,009	31	-	-	300	3,134	0.9 %		1.56 %
Over 60 months	528	21	94	16	2	-	661	0.2 %		0.96 %
Total	\$120,584	\$181,046	\$11,504	\$794	\$2	\$726	\$314,656	100.0 %		0.88 %

With the enactment of the Dodd-Frank Act deposit insurance coverage was made unlimited for non-interest bearing transaction accounts until December 31, 2013, and thereafter the maximum insurance coverage reverted to \$250,000 consistent with all other deposit accounts. At December 31, 2013, we had \$189.3 million in certificate accounts in amounts of greater than \$100,000, and of that amount \$58.6 million in certificate accounts in amounts of greater than \$250,000 maturing as follows:

Maturity Period	At December 31, 2013						Total Greater than \$100,000			
	\$100,000 to \$250,000			Greater than \$250,000			\$100,000			
	Amount	Weighted Average Rate	% of Total Deposits	Amount	Weighted Average Rate	% of Total Deposits	Amount	Weighted Average Rate	% of Total Deposits	
Three months or less	\$12,724	0.45 %	0.97 %	\$5,322	0.66 %	0.41 %	\$18,046	0.52 %		1.38 %
Over three months through 6 months	17,054	0.80 %	1.31 %	15,067	0.98 %	1.15 %	32,121	0.88 %		2.46 %
Over 6 months through 12 months	47,074	0.83 %	3.60 %	22,294	0.90 %	1.71 %	69,368	0.86 %		5.31 %
Over 12 months	53,859	1.18 %	4.12 %	15,949	1.07 %	1.22 %	69,808	1.15 %		5.34 %
Total	\$130,711	0.93 %	10.00 %	\$58,632	0.95 %	4.49 %	\$189,343	0.94 %		14.49 %

**Borrowings.** Borrowings represent a secondary source of funds for our lending and investing activities. The Company has a variety of borrowing relationships that it can draw upon to fund its activities.

**FHLB Advances.** The FHLB system functions as a source of credit to financial institutions that are members. Advances are secured by certain real estate loans, investment securities, and the capital stock of the FHLB owned by the Company. Subject to the FHLB's advance policies and requirements, these advances can be requested for any business purpose in which the Company is authorized to engage. In granting advances, the FHLB considers a member's creditworthiness and other relevant factors. The Company has a line of credit with the FHLB which provides for advances totaling up to 45% of its assets, equating to a credit line of \$704.3 million as of December 31, 2013. At December 31, 2013, the Company had \$156.0 million in overnight FHLB advances, compared to \$87.0 million in overnight FHLB advances at December 31, 2012. The FHLB advances at December 31, 2013 were collateralized by real estate loans and securities with an aggregate balance of \$549.7 million and FHLB stock of \$7.5 million. With this pledged collateral, the Company has additional available advances of \$227.7 million as of December 31, 2013.

**Other Borrowings.** The Company maintains lines of credit to purchase federal funds and a reverse repurchase facility together totaling \$109.0 million with seven correspondent banks and has access through the Federal Reserve Bank discount window to borrow \$3.3 million to be utilized as business needs dictate. Federal funds purchased and reverse repurchase facilities are short-term in nature and utilized to meet short-term funding needs.

As of December 31, 2013, the Company has three Repurchase Agreements totaling \$28.5 million with a weighted average interest rate of 3.26% as of December 31, 2013 secured by GSE MBS totaling an estimated par value of \$34.0 million. The Repurchase Agreements were entered into in 2008 at a term of 10 years each with the buyers of the Repurchase Agreements having the option to terminate the Repurchase Agreements after the fixed interest rate period has expired. The interest rates reset quarterly with the maximum reset rate being 2.89% on one \$10.0 million Repurchase Agreement, 3.47% on the other \$10.0 million Repurchase Agreement, and 3.45% on the \$8.5 million Repurchase Agreement.

The Company sells certain securities under agreements to repurchase. The agreements are treated as overnight borrowings with the obligations to repurchase securities sold reflected as a liability. The dollar amount of investment securities underlying the agreements remain in the asset accounts. The Company enters into these debt agreements as a service to certain HOA depositors to add protection for deposit amounts above FDIC insurance levels. At December 31, 2013, the Company sold securities under agreement to repurchase of \$18.6 million with weighted average rate of 0.02% and collateralized by investment securities with fair value of approximately \$18.6 million.

Additionally, we had \$1.0 million in outstanding balances on our unsecured line of credit with one of our correspondent banks at a 1.00% rate.

**Debentures.** On March 25, 2004, the Corporation issued \$10,310,000 of Floating Rate Junior Subordinated Deferrable Interest Debentures (the "Debt Securities") to PPBI Trust I, a statutory trust created under the laws of the State of Delaware. The Debt Securities are subordinated to effectively all borrowings of the Corporation and are due and payable on April 7, 2034. Interest is payable quarterly on the Debt Securities at three-month LIBOR plus 2.75% for an effective rate of 2.99% as of December 31, 2013.

The following table sets forth certain information regarding the Company's borrowed funds at or for the years ended on the dates indicated:

At or For Year Ended December		
	31,	
	2012	2011
2013		

(dollars in thousands)

<b>FHLB</b>						
advances						
Balance outstanding at end of year	\$ 156,000		\$ 87,000		\$ -	
Weighted average interest rate at end of year	0.06	%	0.28	%	0.00	%
Average balance outstanding	\$ 26,137		\$ 9,154		\$ 6,630	
Weighted average interest rate during the year	0.15	%	0.28	%	0.80	%
Maximum amount outstanding at any month-end during the year	\$ 156,000		\$ 87,000		\$ 35,000	
<b>Other borrowings</b>						
Balance outstanding at end of year	\$ 48,091		\$ 28,500		\$ 28,500	
Weighted average interest rate at end of year	1.98	%	3.26	%	3.26	%
Average balance outstanding	\$ 45,310		\$ 28,500		\$ 28,500	
Weighted average interest rate during the year	2.09	%	3.31	%	3.32	%
Maximum amount outstanding at any	\$ 52,077		\$ 28,500		\$ 28,500	

month-end during the year						
<b>Debtures</b>						
Balance outstanding at end of year	\$ 10,310		\$ 10,310		\$ 10,310	
Weighted average interest rate at end of year	2.99	%	3.09	%	3.15	%
Average balance outstanding	\$ 10,310		\$ 10,310		\$ 10,310	
Weighted average interest rate during the year	2.98	%	3.16	%	3.01	%
Maximum amount outstanding at any month-end during the year	\$ 10,310		\$ 10,310		\$ 10,310	
<b>Total</b>						
<b>borrowings</b>						
Balance outstanding at end of year	\$ 214,401		\$ 125,810		\$ 38,810	
Weighted average interest rate at end of year	0.63	%	1.19	%	3.23	%
Average balance outstanding	\$ 81,757		\$ 47,964		\$ 45,440	
Weighted average interest rate during the year	1.58	%	2.70	%	2.88	%
Maximum amount	\$ 218,387		\$ 125,810		\$ 73,810	

outstanding  
at any  
month-end  
during the  
year

## Subsidiaries

At December 31, 2013, we had two operating subsidiaries, the Bank, a wholly-owned consolidated subsidiary with no subsidiaries of its own, and PPBI Trust I, which is a wholly-owned special purpose entity accounted for using the equity method under which the subsidiaries' net earnings are recognized in our operations and the investment in the Trust is included in other assets on our consolidated statements of financial condition. In October 2012, we formed PPBI Interim Corporation as a wholly owned subsidiary of the Bank solely for the purpose of facilitating the acquisition of FAB.

## Personnel

As of December 31, 2013, we had 229 full-time employees and two part-time employees. The employees are not represented by a collective bargaining unit and we consider our relationship with our employees to be satisfactory.

## Competition

We consider our Bank to be a community bank focused on the commercial banking business, with our primary market encompassing California. To a lesser extent, we also compete in several broader regional and national markets through our HOA Banking, SBA, Warehouse Lending, Franchise Lending and Income Property business units. The banking business is highly competitive with respect to virtually all products and services. The industry continues to consolidate, and unregulated competitors in the banking markets have focused products targeted at highly profitable customer segments. Many largely unregulated competitors are able to compete across geographic boundaries, and provide customers increasing access to meaningful alternatives to nearly all significant banking services and products.

The banking business is dominated by a relatively small number of major banks with many offices operating over a wide geographical area. These banks have, among other advantages, the ability to finance wide-ranging and effective advertising campaigns and to allocate their resources to regions of highest yield and demand. Many of the major banks operating in our primary market area offer certain services that we do not offer directly but may offer indirectly through correspondent institutions. By virtue of their greater total capitalization, the major banks also have substantially higher lending limits than those we do.

In addition to other local community banks, our competitors include commercial banks, savings banks, credit unions, and numerous non-banking institutions, such as finance companies, leasing companies, insurance companies, brokerage firms and investment banking firms. Increased competition has also developed from specialized finance and non-finance companies that offer wholesale finance, credit card, and other consumer finance services, including on-line banking services and personal financial software. Strong competition for deposit and loan products affects the rates of those products, as well as the terms on which they are offered to customers. Mergers between financial institutions have placed additional pressure on banks within the industry to streamline their operations, reduce expenses, and increase revenues to remain competitive.

Technological innovations have also resulted in increased competition in the financial services market. Such innovation has, for example, made it possible for non-depository institutions to offer customers automated transfer payment services that previously were considered traditional banking products. In addition, many customers now expect a choice of delivery systems and channels, including telephone, mail, home computer, ATMs, self-service

branches, and/or in-store branches. The sources of competition in such products include commercial banks, as well as credit unions, brokerage firms, money market and other mutual funds, asset management groups, finance and insurance companies, internet-only financial intermediaries and mortgage banking firms.

We work to anticipate and adapt to competitive conditions whether it is by developing and marketing innovative products and services, adopting or developing new technologies that differentiate our products and services, or providing highly personalized banking services. We strive to distinguish ourselves from other community banks and financial services providers in our marketplace by providing a high level of service to enhance customer loyalty and to attract and retain business. However, no assurances can be given that our efforts to compete in our market areas will continue to be successful.

## Supervision and Regulation

General. Bank holding companies, such as the Corporation, and banks, such as the Bank, are subject to extensive regulation and supervision by federal and state regulators. Various requirements and restrictions under state and federal law affect our operations, including reserves against deposits, ownership of deposit accounts, loans, investments, mergers and acquisitions, borrowings, dividends, locations of branch offices and capital requirements. The following is a summary of certain statutes and rules applicable to us. This summary is qualified in its entirety by reference to the particular statute and regulatory provision referred to below and is not intended to be an exhaustive description of all applicable statutes and regulations.

As a bank holding company, the Corporation is subject to regulation and supervision by the Federal Reserve. We are required to file with the Federal Reserve quarterly and annual reports and such additional information as the Federal Reserve may require pursuant to the BHCA. The Federal Reserve may conduct examinations of bank holding companies and their subsidiaries. The Corporation is also a bank holding company within the meaning of the California Financial Code (the "Financial Code"). As such, the Corporation and its subsidiaries are subject to examination by, and may be required to file reports with, the DBO.

Under changes made by the Dodd-Frank Act, a bank holding company must act as a source of financial and managerial strength to each of its subsidiary banks and to commit resources to support each such subsidiary bank. In order to fulfill its obligations as a source of strength, the Federal Reserve may require a bank holding company to make capital injections into a troubled subsidiary bank. In addition, the Federal Reserve may charge the bank holding company with engaging in unsafe and unsound practices if the bank holding company fails to commit resources to a subsidiary bank or if it undertakes actions that the Federal Reserve believes might jeopardize the bank holding company's ability to commit resources to such subsidiary bank. The Federal Reserve also has the authority to require a bank holding company to terminate any activity or to relinquish control of a nonbank subsidiary (other than a nonbank subsidiary of a bank) upon the Federal Reserve's determination that such activity or control constitutes a serious risk to the financial soundness and stability of any bank subsidiary of the bank holding company.

As a California state-chartered commercial bank, which is a member of the Federal Reserve, the Bank is subject to supervision, periodic examination and regulation by the DBO and the Federal Reserve. The Bank's deposits are insured by the FDIC through the Deposit Insurance Fund ("DIF"). Pursuant to the Dodd-Frank Act, federal deposit insurance coverage was permanently increased to \$250,000 per depositor for all insured depository institutions. As part of the Dodd-Frank Act, federal deposit insurance coverage was temporarily increased to provide unlimited coverage for non-interest bearing transaction accounts, which expired on December 31, 2012. As a result of this deposit insurance function, the FDIC also has certain supervisory authority and powers over the Bank as well as all other FDIC insured institutions. If, as a result of an examination of the Bank, the regulators should determine that the financial condition, capital resources, asset quality, earnings prospects, management, liquidity or other aspects of the Bank's operations are unsatisfactory or that the Bank or our management is violating or has violated any law or regulation, various remedies are available to the regulators. Such remedies include the power to enjoin unsafe or unsound practices, to require affirmative action to correct any conditions resulting from any violation or practice, to

issue an administrative order that can be judicially enforced, to direct an increase in capital, to restrict growth, to assess civil monetary penalties, to remove officers and directors and ultimately to request the FDIC to terminate the Bank's deposit insurance. As a California-chartered commercial bank, the Bank is also subject to certain provisions of California law.

In response to the economic events of the past few years, legislative and regulatory initiatives have been, and is likely to continue to be, introduced and implemented, which could substantially intensify the regulation of the financial services industry. We cannot predict whether or when potential legislation or new regulations will be enacted, and if enacted, the effect that new legislation or any implemented regulations and supervisory policies would have on our financial condition and results of operations. Moreover, bank regulatory agencies can be more aggressive in responding to concerns and trends identified in examinations, which could result in an increased issuance of enforcement actions to financial institutions requiring action to address credit quality, liquidity and risk management and capital adequacy, as well as other safety and soundness concerns.

#### Dodd-Frank Act

The Dodd-Frank Act, which was signed into law on July 21, 2010, implements far-reaching changes across the financial regulatory landscape, including provisions that, among other things:

- Centralizes responsibility for consumer financial protection by creating a new agency, the Consumer Financial Protection Bureau, responsible for implementing, examining and enforcing compliance with federal consumer financial laws ("CFPB").
- Requires bank holding companies, such as the Corporation, to be well capitalized and well managed as of July 21, 2011. Bank holding companies and banks must also be both well capitalized and well managed in order to engage in interstate bank acquisitions.
- Imposes comprehensive regulation of the over-the-counter derivatives market, which would include certain provisions that would effectively prohibit insured depository institutions from conducting certain derivatives businesses in the institutions themselves.
- Implements corporate governance revisions, including with regard to executive compensation and proxy access by stockholders.
- Made permanent the \$250,000 limit for federal deposit insurance and increased the cash limit of Securities Investor Protection Corporation protection from \$100,000 to \$250,000.
- Repealed the federal prohibitions on the payment of interest on demand deposits, thereby permitting depository institutions to pay interest on business transaction and other accounts.
- Amended the Electronic Fund Transfer Act to, among other things, give the Federal Reserve the authority to establish rules regarding interchange fees charged for electronic debit transactions by payment card issuers having assets over \$10 billion and enforces a new statutory requirement that such fees be reasonable and proportional to the actual cost of a transaction to the issuer.
- Increased the authority of the Federal Reserve to examine bank holding companies, such as the Corporation, and their non-bank subsidiaries.

Many aspects of the Dodd-Frank Act are subject to rulemaking and will take effect over several years, making it difficult to anticipate the overall financial impact on the Company, its customers or the financial industry



generally. Provisions in the legislation that affect deposit insurance assessments, payment of interest on demand deposits and interchange fees could increase the costs associated with deposits as well as place limitations on certain revenues those deposits may generate.

**Activities of Bank Holding Companies.** The activities of bank holding companies are generally limited to the business of banking, managing or controlling banks, and other activities that the Federal Reserve has determined to be so closely related to banking or managing or controlling banks as to be a proper incident thereto. Bank holding companies that qualify and register as “financial holding companies” are also able to engage in certain additional financial activities, such as merchant banking and securities and insurance underwriting, subject to limitations set forth in federal law. We are not at this date a “financial holding company.”

The BHCA requires a bank holding company to obtain prior approval of the Federal Reserve before: (i) taking any action that causes a bank to become a controlled subsidiary of the bank holding company; (ii) acquiring direct or indirect ownership or control of voting shares of any bank or bank holding company, if the acquisition results in the acquiring bank holding company having control of more than 5% of the outstanding shares of any class of voting securities of such bank or bank holding company, unless such bank or bank holding company is majority-owned by the acquiring bank holding company before the acquisition; (iii) acquiring all or substantially all the assets of a bank; or (iv) merging or consolidating with another bank holding company.

**Permissible Activities of the Bank.** Because California permits commercial banks chartered by the state to engage in any activity permissible for national banks, the Bank can form subsidiaries to engage in activities “closely related to banking” or “nonbanking” activities and expanded financial activities. However, to form a financial subsidiary, the Bank must be well capitalized and would be subject to the same capital deduction, risk management and affiliate transaction rules as applicable to national banks. Generally, a financial subsidiary is permitted to engage in activities that are “financial in nature” or incidental thereto, even though they are not permissible for the national bank to conduct directly within the bank. The definition of “financial in nature” includes, among other items, underwriting, dealing in or making a market in securities, including, for example, distributing shares of mutual funds. The subsidiary may not, however, engage as principal in underwriting insurance (other than credit life insurance), issue annuities or engage in real estate development or investment or merchant banking.

**Incentive Compensation.** Federal banking agencies have issued guidance on incentive compensation policies intended to ensure that the incentive compensation policies of banking organizations do not undermine the safety and soundness of such organizations by encouraging excessive risk-taking. The guidance, which covers all employees that have the ability to materially affect the risk profile of an organization, is based upon the key principles that a banking organization’s incentive compensation arrangements should (i) provide incentives that do not encourage risk-taking beyond the organization’s ability to effectively identify and manage risks, (ii) be compatible with effective internal controls and risk management, and (iii) be supported by strong corporate governance, including active and effective oversight by the organization’s board of directors.

The Federal Reserve will review, as part of the regular, risk-focused examination process, the incentive compensation arrangements of banking organizations, such as the Company, that are not “large, complex banking organizations.” These reviews will be tailored to each organization based on the scope and complexity of the organization’s activities and the prevalence of incentive compensation arrangements. The findings of the supervisory initiatives will be included in reports of examination. Deficiencies will be incorporated into the organization’s supervisory ratings, which can affect the organization’s ability to make acquisitions and take other actions. Enforcement actions may be taken against a banking organization if its incentive compensation arrangements, or related risk-management control or governance processes, pose a risk to the organization’s safety and soundness and the organization is not taking prompt and effective measures to correct the deficiencies.

In February 2011, the federal banking agencies approved a joint proposed rulemaking to implement Section 956 of the Dodd-Frank Act, which prohibits incentive-based compensation arrangements that encourage inappropriate risk taking

by covered financial institutions (generally institutions that have over \$1 billion in assets) and are deemed to be excessive, or that may lead to material losses.

The scope and content of the U.S. banking regulators' policies on executive compensation are continuing to develop and are likely to continue evolving in the near future. It cannot be determined at this time whether compliance with such policies will adversely affect the Company's ability to hire, retain and motivate its key employees.

**Capital Requirements.** Bank holding companies and banks are subject to various regulatory capital requirements administered by state and federal agencies. These agencies may establish higher minimum requirements if, for example, a banking organization previously has received special attention or has a high susceptibility to interest rate risk. Under federal regulations, bank holding companies and banks must meet the following risk-based capital requirements: a minimum ratio of 8% of total capital to risk-weighted assets, and a minimum ratio of 4% of Tier 1 capital to risk-weighted assets. To be deemed "well capitalized" under applicable federal regulations, banks must have a minimum ratio of 10% of total capital to risk-weighted assets, and a minimum ratio of 6% of Tier 1 capital to risk-weighted assets. The regulatory capital requirements, as well as the actual capital ratios for the Corporation and the Bank as of December 31, 2013, are presented in detail in Note 2, Regulatory Capital Requirements and Other Regulatory Matters in Item 8 hereof. See also "Capital Resources" within Management's Discussion and Analysis in Item 7 hereof. As of December 31, 2013, the Corporation had a consolidated ratio of 13.17% of total capital to risk-weighted assets and a consolidated ratio of 12.54% of Tier 1 capital to risk-weighted assets and the Bank had a ratio of 12.97% of total capital to risk-weighted assets and a ratio of 12.34% of Tier 1 capital to risk-weighted assets.

Under federal regulations, "Tier 1 capital" is defined to include: common stockholders' equity (including retained earnings), qualifying noncumulative perpetual preferred stock and related surplus, qualifying cumulative perpetual preferred stock and related surplus, minority interests in the equity accounts of consolidated subsidiaries (limited to a maximum of 25% of Tier 1 capital), and certain trust preferred securities. The Dodd-Frank Act excludes trust preferred securities issued after May 19, 2010, from being included in Tier 1 capital, unless the issuing company is a bank holding company with less than \$500 million in total assets. Trust preferred securities issued prior to that date will continue to count as Tier 1 capital for bank holding companies with less than \$15 billion in total assets, such as the Corporation. The trust preferred securities issued by our unconsolidated subsidiary capital trust qualify as Tier 1 capital up to a maximum limit of 25% of total Tier 1 capital. Any additional portion of our trust preferred securities would qualify as "Tier 2 capital." As of December 31, 2013, the subsidiary trust had \$10.3 million in trust preferred securities outstanding, of which \$10.0 million qualifies as Tier 1 capital. Also, goodwill and most intangible assets are deducted from Tier 1 capital. For purposes of applicable the total risk-based capital regulatory guidelines, Tier 2 capital (sometimes referred to as "supplementary capital") is defined to include, subject to limitations: perpetual preferred stock not included in Tier 1 capital, intermediate-term preferred stock and any related surplus, certain hybrid capital instruments, perpetual debt and mandatory convertible debt securities, allowances for loan and lease losses, and intermediate-term subordinated debt instruments. The maximum amount of qualifying Tier 2 capital is 100% of qualifying Tier 1 capital. For purposes of determining total capital under federal guidelines, total capital equals Tier 1 capital, plus qualifying Tier 2 capital, minus investments in unconsolidated subsidiaries, reciprocal holdings of bank holding company capital securities, and deferred tax assets and other deductions.

In addition to the risk-based guidelines described above, federal banking regulators require banking organizations to maintain a minimum amount of Tier 1 capital to total assets, referred to as the leverage ratio. For a banking organization rated in the highest of the five categories used by regulators to rate banking organizations, the minimum leverage ratio of Tier 1 capital to total assets is 3%. For all banking organizations not rated in the highest category, the minimum leverage ratio must be at least 4%. To be deemed "well capitalized" under applicable federal regulations, banks must have a minimum leverage ratio of 5%. As of December 31, 2013, Corporation had a consolidated leverage ratio of 10.29% and the Bank had a leverage ratio of 10.03%.

In addition to these uniform risk-based capital guidelines and leverage ratios that apply across the industry, the regulators have the discretion to set individual minimum capital requirements for specific institutions at rates

significantly above the minimum guidelines and ratios. Future changes in regulations or practices could further reduce the amount of capital recognized for purposes of capital adequacy. Such a change could affect our ability to grow and could restrict the amount of profits, if any, available for the payment of dividends.

In addition, the Dodd-Frank Act requires the federal banking agencies to adopt capital requirements that address the risks that the activities of an institution poses to the institution and the public and private stakeholders, including risks arising from certain enumerated activities. The federal banking agencies will likely change existing capital guidelines or adopt new capital guidelines in the future pursuant to the Dodd-Frank Act or other regulatory or supervisory changes. We will be assessing the impact on us of these new regulations, as they are proposed and implemented.

Basel I, Basel II and Basel III Accords. The current risk-based capital guidelines that apply to the Corporation and the Bank are based on the 1988 capital accord of the International Basel Committee on Banking Supervision, a committee of central banks and bank supervisors, as implemented by the Federal Reserve. In 2004, the Basel Committee published a new capital accord, which is referred to as “Basel II,” to replace Basel I. Basel II provides two approaches for setting capital standards for credit risk: an internal ratings-based approach tailored to individual institutions’ circumstances and a standardized approach that bases risk weightings on external credit assessments to a much greater extent than permitted in existing risk-based capital guidelines, which became effective in 2008 for large international banks (total assets of \$250 billion or more or consolidated foreign exposure of \$10 billion or more). Other U.S. banking organizations can elect to adopt the requirements of this rule (if they meet applicable qualification requirements), but they are not required to apply them. Basel II emphasizes internal assessment of credit, market and operational risk, as well as supervisory assessment and market discipline in determining minimum capital requirements.

In December 2010 and January 2011, the Basel Committee published the final texts of reforms on capital and liquidity, which is referred to as “Basel III.” Although Basel III is intended to be implemented by participating countries for large, internationally active banks, its provisions are likely to be considered by United States banking regulators in developing new regulations applicable to other banks in the United States. Basel III will require bank holding companies and their bank subsidiaries to maintain substantially more capital, with a greater emphasis on common equity. The implementation of the Basel III final framework will commence January 1, 2013. On that date, banking institutions will be required to meet the following minimum capital ratios: (i) 3.5% common equity Tier 1 (generally consisting of common shares and retained earnings) to risk-weighted assets; (ii) 4.5% Tier 1 capital to risk-weighted assets; and (iii) 8.0% Total capital to risk-weighted assets.

When fully phased-in on January 1, 2019, and if implemented by the U.S. banking agencies, Basel III will require banks to maintain:

- a minimum ratio of common equity Tier 1 to risk-weighted assets of at least 4.5%, plus a 2.5% “capital conservation buffer,”
- a minimum ratio of Tier 1 capital to risk-weighted assets of at least 6.0%, plus the capital conservation buffer,
- a minimum ratio of Total capital to risk-weighted assets of at least 8.0%, plus the capital conservation buffer, and
- a minimum leverage ratio of 3%, calculated as the ratio of Tier 1 capital to balance sheet exposures plus certain off-balance sheet exposures.

Basel III also includes the following significant provisions:

- An additional countercyclical capital buffer to be imposed by applicable national banking regulators periodically at their discretion, with advance notice.

- Restrictions on capital distributions and discretionary bonuses applicable when capital ratios fall within the buffer zone.
  - Deduction from common equity of deferred tax assets that depend on future profitability to be realized.
- For capital instruments issued on or after January 13, 2013 (other than common equity), a loss-absorbency requirement that the instrument must be written off or converted to common equity if a triggering event occurs, either pursuant to applicable law or at the direction of the banking regulator. A triggering event is an event that would cause the banking organization to become nonviable without the write off or conversion, or without an injection of capital from the public sector.

Since the Basel III framework is not self-executing, the rules and standards promulgated under Basel III require that the U.S. federal banking regulators adopt them prior to becoming effective in the U.S.

The Dodd-Frank Act requires or permits the federal banking agencies to adopt regulations affecting banking institutions' capital requirements in a number of respects, including potentially more stringent capital requirements for systemically important financial institutions. The Dodd-Frank Act requires the Federal Reserve, the Office of the Comptroller of the Currency (the "OCC") and the FDIC to adopt regulations imposing a continuing "floor" of the Basel I-based capital requirements in cases where the Basel II-based capital requirements and any changes in capital regulations resulting from Basel III otherwise would permit lower requirements. In December 2010, the Federal Reserve, the OCC and the FDIC issued a joint notice of proposed rulemaking that would implement this requirement, which the agencies implemented as proposed, effective July 28, 2011. This final rule applies to large international banks (total assets of \$250 billion or more or consolidated foreign exposure of \$10 billion or more) and, therefore, will not have any immediate impact on the Corporation or the Bank.

In June 2012, the federal banking agencies issued three joint notices of proposed rulemaking that, taken together, would implement the capital reforms of the Basel III framework described above and changes required by the Dodd-Frank Act. The first proposal, the Basel III Proposal, generally follows the final Basel III framework and proposes higher minimum regulatory capital requirements and a more restrictive definition of regulatory capital, as well as introduces limits on dividends and other capital distributions and certain discretionary bonuses if capital conservation buffers are not maintained by the institution. The second proposal, the Standardized Approach Proposal, proposes changes to the current generalized risk-based capital requirements for determining risk-weighted assets by expanding the risk-weighting categories from the current four Basel I-derived categories (0%, 20%, 50%, and 100%) to a much larger number of categories, depending on the nature of the assets, generally ranging from 0% for U.S. government and agency securities to 600% for certain equity exposures. The expanded risk-weighted categories under the standardized approach proposal effectively creates a higher risk weighting for a variety of asset categories. The third proposal, the Advanced Approaches Proposal, incorporates certain changes to the advanced approaches reflected in the Basel III framework, as well as changes to the Basel II advanced approaches framework made by the Basel Committee between 2006 and 2009, and revises the current advanced approaches risk-based capital rules to remove references to credit rating agency ratings, as required by the Dodd-Frank Act. Pursuant to the proposals, most of the Basel III provisions, including the application of a common equity Tier 1 requirement, the revised definitions of other components of capital, and higher minimum capital ratios, would apply to all banks and bank holding companies (other than small bank holding companies with \$500 million or less in total assets). The federal banking agencies have not proposed rules implementing the final liquidity framework of Basel III and have not determined to what extent they will apply to U.S. banks that are not large, internationally active banks.

The proposed rules were to become effective in stages beginning January 1, 2013 through 2019. In the fourth quarter of 2012, however, the implementation of Basel III and these regulations was postponed indefinitely in response to the large number of comment letters received by the federal banking agencies with regard to the proposed rulemaking. Given that the Basel III rules are subject to change, and the scope and content of capital regulations that the federal banking agencies may adopt under the Dodd-Frank Act is uncertain, we cannot be certain of the impact

new capital regulations will have on our capital ratios or our results of operations.

**Prompt Corrective Action Regulations.** The federal banking regulators are required to take “prompt corrective action” with respect to capital-deficient institutions. Federal banking regulations define, for each capital category, the levels at which institutions are “well capitalized,” “adequately capitalized,” “undercapitalized,” “significantly undercapitalized” and “critically undercapitalized.” A “well capitalized” institution has a total risk-based capital ratio of 10.0% or higher; a Tier I risk-based capital ratio of 6.0% or higher; a leverage ratio of 5.0% or higher; and is not subject to any written agreement, order or directive requiring it to maintain a specific capital level for any capital measure. An “adequately capitalized” institution has a total risk-based capital ratio of 8.0% or higher; a Tier I risk-based capital ratio of 4.0% or higher; a leverage ratio of 4.0% or higher (3.0% or higher if the bank was rated a composite 1 in its most recent examination report and is not experiencing significant growth); and does not meet the criteria for a “well capitalized” bank. An institution is “undercapitalized” if it fails to meet any one of the ratios required to be adequately capitalized. An “undercapitalized” institution has a total risk-based capital ratio that is less than 8.0%; a Tier 1 risk-based capital ratio of less than 4.0% or a leverage ratio of less than 4.0%. A “significantly undercapitalized” institution has a total risk-based capital ratio of less than 6.0%; a Tier 1 risk-based capital ratio of less than 3.0% or a leverage ratio of less than 3.0%. A “critically undercapitalized” institution’s tangible equity is equal to or less than 2.0% of average quarterly tangible assets. An institution may be downgraded to, or deemed to be in, a capital category that is lower than indicated by its capital ratios if it is determined to be in an unsafe or unsound condition or if it receives an unsatisfactory examination rating with respect to certain matters. An institution’s capital category is determined solely for the purpose of applying prompt corrective action regulations, and the capital category may not constitute an accurate representation of the institution’s overall financial condition or prospects for other purposes.

In the event an institution becomes “undercapitalized,” it must submit a capital restoration plan. The capital restoration plan will not be accepted by the regulators unless each company having control of the undercapitalized institution guarantees the subsidiary’s compliance with the capital restoration plan up to a certain specified amount. Any such guarantee from a depository institution’s holding company is entitled to a priority of payment in bankruptcy. The aggregate liability of the holding company of an undercapitalized bank is limited to the lesser of 5% of the institution’s assets at the time it became undercapitalized or the amount necessary to cause the institution to be “adequately capitalized.” The bank regulators have greater power in situations where an institution becomes “significantly” or “critically” undercapitalized or fails to submit a capital restoration plan. In addition to requiring undercapitalized institutions to submit a capital restoration plan, bank regulations contain broad restrictions on certain activities of undercapitalized institutions including asset growth, acquisitions, branch establishment and expansion into new lines of business. With certain exceptions, an insured depository institution is prohibited from making capital distributions, including dividends, and is prohibited from paying management fees to control persons if the institution would be undercapitalized after any such distribution or payment.

As an institution’s capital decreases, the regulators’ enforcement powers become more severe. A significantly undercapitalized institution is subject to mandated capital raising activities, restrictions on interest rates paid and transactions with affiliates, removal of management, and other restrictions. A regulator has limited discretion in dealing with a critically undercapitalized institution and is virtually required to appoint a receiver or conservator.

Banks with risk-based capital and leverage ratios below the required minimums may also be subject to certain administrative actions, including the termination of deposit insurance upon notice and hearing, or a temporary suspension of insurance without a hearing in the event the institution has no tangible capital.

In addition, the DBO has authority to take possession of the business and properties of a bank in the event that the tangible stockholders’ equity of a bank is less than the greater of (i) 4% of the bank’s total assets or (ii) \$1.0 million.

As of December 31, 2013, the Bank was “well capitalized” according to the guidelines as generally discussed above.

Dividends. It is the Federal Reserve's policy that bank holding companies, such as the Corporation, should generally pay dividends on common stock only out of income available over the past year, and only if prospective earnings retention is consistent with the organization's expected future needs and financial condition. It is also the Federal Reserve's policy that bank holding companies should not maintain dividend levels that undermine their ability to be a source of strength to its banking subsidiaries. Additionally, in consideration of the current financial and economic environment, the Federal Reserve has indicated that bank holding companies should carefully review their dividend policy and has discouraged payment ratios that are at maximum allowable levels unless both asset quality and capital are very strong.

The Bank's ability to pay dividends to the Corporation is subject to restrictions set forth in the Financial Code. The Financial Code provides that a bank may not make a cash distribution to its stockholders in excess of the lesser of a bank's (1) retained earnings; or (2) net income for its last three fiscal years, less the amount of any distributions made by the bank or by any majority-owned subsidiary of the bank to the stockholders of the bank during such period. However, a bank may, with the approval of the DBO, make a distribution to its stockholders in an amount not exceeding the greatest of (a) its retained earnings; (b) its net income for its last fiscal year; or (c) its net income for its current fiscal year. In the event that bank regulators determine that the stockholders' equity of a bank is inadequate or that the making of a distribution by the bank would be unsafe or unsound, the regulators may order the bank to refrain from making a proposed distribution. The payment of dividends could, depending on the financial condition of the Bank, be deemed to constitute an unsafe or unsound practice. Under these provisions, the amount available for distribution from the Bank to the Corporation was approximately \$34.8 million at December 31, 2013.

Approval of the Federal Reserve is required for payment of any dividend by a state chartered bank that is a member of the Federal Reserve, such as the Bank, if the total of all dividends declared by the bank in any calendar year would exceed the total of its retained net income for that year combined with its retained net income for the preceding two years. In addition, a state member bank may not pay a dividend in an amount greater than its undivided profits without regulatory and stockholder approval. The Bank is also prohibited under federal law from paying any dividend that would cause it to become undercapitalized.

It is our policy to retain earnings, if any, to provide funds for use in our business. We have never declared or paid dividends on our common stock.

FDIC Insurance of Certain Accounts and Regulation by the FDIC. The Bank is an FDIC insured financial institution whereby the FDIC provides deposit insurance for a certain maximum dollar amount per customer. The Bank, as is the case with all FDIC insured banks, is subject to deposit insurance assessments as determined by the FDIC. Historically, the FDIC imposed insurance premiums based on the amount of deposits held and a risk matrix that takes into account, among other factors, a bank's capital level and supervisory rating.

Since the economic downturn of 2008, bank failures began to deplete the DIF to unsustainable low levels. Subsequently, the FDIC needed to restore the reserve ratios of the FDIC deposit insurance fund to safer operating levels in order to effectively run the FDIC and to manage the resolution of the failed banks. In November 2009, in order to replenish the FDIC deposit insurance fund, the FDIC required banks to prepay three years of FDIC insurance premiums to the FDIC in one upfront payment. This payment was to be used over the prospective future three year period. This additional cash inflow provided the FDIC with the necessary liquidity to operate effectively through the economic downturn.

As required by the Dodd-Frank Act, the FDIC amended its regulations, effective as of the second quarter of 2011, to base the insurance assessment calculation on the average consolidated assets less average tangible equity of the insured institution. The FDIC assessment rates range from approximately five basis points to 35 basis points, depending on applicable adjustments for unsecured debt issued by an institution and brokered deposits (and to further adjustment for institutions that hold unsecured debt of other FDIC-insured institutions), until such time as the FDIC's

reserve ratio equals 1.15%. Once the FDIC's reserve ratio reaches 1.15% and the reserve ratio for the immediately prior assessment period is less than 2.0%, the applicable assessment rates may range from three basis points to 30 basis points (subject to adjustments as described above). If the reserve ratio for the prior assessment period is equal to, or greater than 2.0% and less than 2.5%, the assessment rates may range from two basis points to 28 basis points and if the prior assessment period is greater than 2.5%, the assessment rates may range from one basis point to 25 basis points (in each case subject to adjustments as described above). The assessment rate for the Bank during 2012 was 8.5 basis points. Thus, this new FDIC assessment methodology is favorable to smaller community banks due to their smaller asset size. However, the FDIC has indicated that that it may change the methodology of the deposit insurance premium to a more risk-based assessment in the future. Based on the current FDIC insurance assessment methodology and including our participation in the Transaction Account Guarantee Program our FDIC insurance premium expense was \$749,000 for 2013, \$638,000 for 2012 and \$809,000 in 2011.

**Transactions with Related Parties.** Depository institutions are subject to the restrictions contained in the Federal Reserve Act (the "FRA") with respect to loans to directors, executive officers and principal stockholders. Under the FRA, loans to directors, executive officers and stockholders who own more than 10% of a depository institution and certain affiliated entities of any of the foregoing, may not exceed, together with all other outstanding loans to such person and affiliated entities, the institution's loans-to-one-borrower limit as discussed in the above section. Federal regulations also prohibits loans above amounts prescribed by the appropriate federal banking agency to directors, executive officers, and stockholders who own more than 10% of an institution, and their respective affiliates, unless such loans are approved in advance by a majority of the board of directors of the institution. Any "interested" director may not participate in the voting. The prescribed loan amount, which includes all other outstanding loans to such person, as to which such prior board of director approval is required, is the greater of \$25,000 or 5% of capital and surplus up to \$500,000. The Federal Reserve also requires that loans to directors, executive officers, and principal stockholders be made on terms substantially the same as offered in comparable transactions to non-executive employees of the bank and must not involve more than the normal risk of repayment. There are additional limits on the amount a bank can loan to an executive officer.

Transactions between a bank and its "affiliates" are quantitatively and qualitatively restricted under Sections 23A and 23B of the FRA. Section 23A restricts the aggregate amount of covered transactions with any individual affiliate to 10% of the capital and surplus of the financial institution. The aggregate amount of covered transactions with all affiliates is limited to 20% of the institution's capital and surplus. Certain transactions with affiliates are required to be secured by collateral in an amount and of a type described in Section 23A and the purchase of low quality assets from affiliates are generally prohibited. Section 23B generally provides that certain transactions with affiliates, including loans and asset purchases, must be on terms and under circumstances, including credit standards, that are substantially the same or at least as favorable to the institution as those prevailing at the time for comparable transactions with non-affiliated companies. The Federal Reserve has promulgated Regulation W, which codifies prior interpretations under Sections 23A and 23B of the FRA and provides interpretive guidance with respect to affiliate transactions. Affiliates of a bank include, among other entities, a bank's holding company and companies that are under common control with the bank. We are considered to be an affiliate of the Bank.

The Dodd-Frank Act generally enhances the restrictions on transactions with affiliates under Section 23A and 23B of the FRA, including an expansion of the definition of "covered transactions" and an increase in the amount of time for which collateral requirements regarding covered credit transactions must be satisfied. Insider transaction limitations are expanded through the strengthening of loan restrictions to insiders and the expansion of the types of transactions subject to the various limits, including derivatives transactions, repurchase agreements, reverse repurchase agreements and securities lending or borrowing transactions. Restrictions are also placed on certain asset sales to and from an insider to an institution, including requirements that such sales be on market terms and, in certain circumstances, approved by the institution's board of directors.

**Safety and Soundness Standards.** The federal banking agencies have adopted guidelines designed to assist the federal banking agencies in identifying and addressing potential safety and soundness concerns before capital becomes impaired. The guidelines set forth operational and managerial standards relating to (i) internal controls, information systems and internal audit systems; (ii) loan documentation; (iii) credit underwriting; (iv) asset growth; (v) earnings; and (vi) compensation, fees and benefits.

In addition, the federal banking agencies have also adopted safety and soundness guidelines with respect to asset quality and for evaluating and monitoring earnings to ensure that earnings are sufficient for the maintenance of adequate capital and reserves. These guidelines provide six standards for establishing and maintaining a system to identify problem assets and prevent those assets from deteriorating. Under these standards, an insured depository institution should (i) conduct periodic asset quality reviews to identify problem assets; (ii) estimate the inherent losses in problem assets and establish reserves that are sufficient to absorb estimated losses; (iii) compare problem asset totals to capital; (iv) take appropriate corrective action to resolve problem assets; (v) consider the size and potential risks of material asset concentrations; and (vi) provide periodic asset quality reports with adequate information for management and the board of directors to assess the level of asset risk.

**Loans-to-One Borrower.** Under California law, our ability to make aggregate secured and unsecured loans-to-one-borrower is limited to 25% and 15%, respectively, of unimpaired capital and surplus. At December 31, 2013, the Bank's limit on aggregate secured loans-to-one-borrower was \$46.8 million and unsecured loans-to-one borrower was \$28.1 million. The Bank has established internal loan limits which are lower than the legal lending limits for a California bank.

**Community Reinvestment Act and the Fair Lending Laws.** The Bank is subject to certain fair lending requirements and reporting obligations involving home mortgage lending operations and CRA activities. The CRA generally requires the federal banking regulators to evaluate the record of a financial institution in meeting the credit needs of their local communities, including low and moderate income neighborhoods. In addition to substantial penalties and corrective measures that may be required for a violation of certain fair lending laws, the federal banking agencies may take compliance with such laws and CRA into account when regulating and supervising other activities. A bank's compliance with its CRA obligations is based on a performance-based evaluation system which bases CRA ratings on an institution's lending service and investment performance, resulting in a rating by the appropriate bank regulator of "outstanding," "satisfactory," "needs to improve" or "substantial noncompliance." Based on its last CRA examination, the Bank received a "satisfactory" rating.

**Bank Secrecy Act and Money Laundering Control Act.** In 1970, Congress passed the Currency and Foreign Transactions Reporting Act, otherwise known as the Bank Secrecy Act (the "BSA"), which established requirements for recordkeeping and reporting by banks and other financial institutions. The BSA was designed to help identify the source, volume and movement of currency and other monetary instruments into and out of the U.S. in order to help detect and prevent money laundering connected with drug trafficking, terrorism and other criminal activities. The primary tool used to implement BSA requirements is the filing of Suspicious Activity Reports. Today, the BSA requires that all banking institutions develop and provide for the continued administration of a program reasonably designed to assure and monitor compliance with certain recordkeeping and reporting requirements regarding both domestic and international currency transactions. These programs must, at a minimum, provide for a system of internal controls to assure ongoing compliance, provide for independent testing of such systems and compliance, designate individuals responsible for such compliance and provide appropriate personnel training.

**USA Patriot Act of 2001.** On October 26, 2001, President Bush signed the USA Patriot Act of 2001 (the "Patriot Act"). Enacted in response to the terrorist attacks in New York, Pennsylvania and Washington, D.C. on September 11, 2001, the Patriot Act is intended to strengthen U.S. law enforcement's and the intelligence communities' ability to work cohesively to combat terrorism on a variety of fronts. The potential impact of the Act on financial institutions of all kinds is significant and wide ranging. The Patriot Act contains sweeping anti-money laundering and financial transparency laws and requires various regulations, including:



- due diligence requirements for financial institutions that administer, maintain, or manage private bank accounts or correspondent accounts for non-U.S. persons;
  - standards for verifying customer identification at account opening; and
- rules to promote cooperation among financial institutions, regulators, and law enforcement entities in identifying parties that may be involved in terrorism or money laundering.

Consumer Laws and Regulations. The Bank is also subject to certain consumer laws and regulations that are designed to protect consumers in transactions with banks. These laws include, among others, Truth in Lending Act; Truth in Savings Act; Electronic Funds Transfer Act; Expedited Funds Availability Act; Equal Credit Opportunity Act; Fair and Accurate Credit Transactions Act; Fair Housing Act; Fair Credit Reporting Act; Fair Debt Collection Act; Home Mortgage Disclosure Act; Real Estate Settlement Procedures Act; laws regarding unfair and deceptive acts and practices; and usury laws. These laws and regulations mandate certain disclosure requirements and regulate the manner in which financial institutions must deal with customers when taking deposits or making loans to such customers. The Bank must comply with the applicable provisions of these consumer protection laws and regulations as part of their ongoing customer relations. Failure to comply with these laws and regulations could give rise to regulatory sanctions, customer rescission rights, action by state and local attorneys general, and civil or criminal liability. The creation of the CFPB by the Dodd-Frank Act is likely to lead to enhanced and strengthened enforcement of consumer financial protection laws.

In addition, federal law currently contains extensive customer privacy protection provisions. Under these provisions, a financial institution must provide to its customers, at the inception of the customer relationship and annually thereafter, the institution's policies and procedures regarding the handling of customers' nonpublic personal financial information. These provisions also provide that, except for certain limited exceptions, a financial institution may not provide such personal information to unaffiliated third parties unless the institution discloses to the customer that such information may be so provided and the customer is given the opportunity to opt out of such disclosure.

Sarbanes-Oxley Act of 2002. The Sarbanes-Oxley Act of 2002 (the "SOX") was enacted to increase corporate responsibility, to provide for enhanced penalties for accounting and auditing improprieties at publicly traded companies and to protect investors by improving the accuracy and reliability of corporate disclosures pursuant to the securities laws. The SOX generally applies to all companies, both U.S. and non-U.S., that file or are required to file periodic reports with the SEC under the Exchange Act, including us.

The SOX includes additional disclosure requirements and new corporate governance rules, requires the SEC and securities exchanges to adopt extensive additional disclosure, corporate governance and other related rules and mandates further studies of specified issues by the SEC and the Comptroller General. The SEC has promulgated regulations to implement various provisions of the SOX, including additional disclosure requirements and certifications in periodic filings under the Exchange Act. We have revised our internal policies and Exchange Act disclosures to comply with these new requirements.

#### Federal and State Taxation

The Corporation and the Bank report their income on a consolidated basis using the accrual method of accounting, and are subject to federal income taxation in the same manner as other corporations with some exceptions. The Company has not been audited by the IRS. For its 2013 and 2012 tax years, the Company was subject to a maximum tax rate of 35.00% and state income tax rate of 10.84%.

#### ITEM 1A. RISK FACTORS

Ownership of our common stock involves certain risks. The risks and uncertainties described below are not the only ones we face. You should carefully consider the risks described below, as well as all other information contained in

this Annual Report on Form 10-K. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also impair our business operations. If any of these risks actually occurs, our business, financial condition or results of operations could be materially, adversely affected.

#### Risks Related to Our Business

The current economic environment poses significant challenges for the Company and could adversely affect our financial condition and results of operations.

From December 2007 through June 2009, the U.S. economy was in recession and economic recovery through 2013 has been slower than expected. Although economic conditions have recently shown signs of improvement, unemployment remains high. Declines in real estate values and financial stress on borrowers as a result of the uncertain economic environment could have an adverse effect on the Company's borrowers and their ability to repay their loans to us, which could adversely affect the Company's business, financial condition and results of operations. In addition, local governments and many businesses are still experiencing difficulty due to lower consumer spending and decreased liquidity in the credit markets. A sustained weakness or further weakening of these conditions in the markets in which we operate would likely have an adverse effect on us and others in the financial institutions industry. For example, further deterioration in economic conditions in our markets could drive losses beyond that which is provided for in our ALLL. We may also face the following risks in connection with these events:

- Economic conditions that negatively affect real estate values and the job market may result, in the deterioration of the credit quality of our loan portfolio, and such deterioration in credit quality could have a negative impact on our business.
  - A decrease in the demand for loans and other products and services offered by us.
  - A decrease in deposit balances due to overall reductions in the accounts of customers.
- A decrease in the value of our loans or other assets secured by commercial or residential real estate.
  - A decrease in net interest income derived from our lending and deposit gathering activities.
- Sustained weakness or continuing weakness in our markets may affect consumer confidence levels and may cause adverse changes in payment patterns, causing increases in delinquencies and default rates on loans and other credit facilities.
- The processes we use to estimate ALLL and reserves may no longer be reliable because they rely on complex judgments, including forecasts of economic conditions, which may no longer be capable of accurate estimation.
- Our ability to assess the creditworthiness of our customers may be impaired if the models and approaches we use to select, manage, and underwrite its customers become less predictive of future charge-offs.
- We expect to face increased regulation of its industry, and compliance with such regulation may increase our costs, limit our ability to pursue business opportunities and increase compliance challenges.

As these conditions or similar ones exist or worsen, we could experience increased adverse effects on our business, financial condition and results of operations.

Our business is subject to various lending and other economic risks that could adversely impact our results of operations and financial condition.

There was significant disruption and volatility in the financial and capital markets in 2008 and 2009. The financial markets and the financial services industry in particular suffered unprecedented disruption, causing a number of institutions to fail or require government intervention to avoid failure. These conditions were largely the result of the erosion of the U.S. and global credit markets, including a significant and rapid deterioration in the mortgage lending and related real estate markets. While economic conditions have shown signs of improvement, the sustainability of an economic recovery is uncertain, and there can be no assurance that the economic conditions that adversely affected the financial services industry, and the capital, credit and real estate markets generally, will continue to improve in the

near or long term, in which case, we could experience losses and write-downs of assets, and could face capital and liquidity constraints or other business challenges. If economic conditions were to deteriorate, particularly within our geographic region, it could result in the following additional consequences, any of which could have a material adverse effect on our business, results of operations and financial condition:

- Loan delinquencies may increase causing increases in our provision and allowance for loan losses.
- Our ability to assess the creditworthiness of our customers may be impaired if the models and approaches we use to select, manage, and underwrite our customers become less predictive of future charge-offs.
- Collateral for loans, especially real estate, may continue to decline in value, in turn reducing a client's borrowing power, and reducing the value of assets and collateral associated with our loans held for investment.
- Consumer confidence levels may decline and cause adverse changes in payment patterns, resulting in increased delinquencies and default rates on loans and other credit facilities and decreased demand for our products and services.
- Performance of the underlying loans in the private label mortgage backed securities may continue to deteriorate potentially causing further OTTI markdowns to our investment portfolio.

We may suffer losses in our loan portfolio in excess of our allowance for loan losses.

Our total nonperforming assets amounted to \$3.4 million, or 0.20% of our total assets, at December 31, 2013, down from \$4.5 million or 0.38% at December 31, 2012. We had \$1.7 million of net loan charge-offs for 2013, up from \$1.3 million in 2012. Our provision for loan losses was \$1.9 million in 2013, up from \$751,000 in 2012. If increases in our nonperforming assets occur in the future, our net loan charge-offs and/or provision for loan losses may also increase which may have an adverse effect upon our future results of operations.

We seek to mitigate the risks inherent in our loan portfolio by adhering to specific underwriting practices. These practices include analysis of a borrower's prior credit history, financial statements, tax returns and cash flow projections, valuation of collateral based on reports of independent appraisers and liquid asset verifications. Although we believe that our underwriting criteria are appropriate for the various kinds of loans we make, we may incur losses on loans that meet our underwriting criteria, and these losses may exceed the amounts set aside as reserves in our ALLL. We create an allowance for estimated loan losses in our accounting records, based on analysis of the following:

- Historical experience with our loans;
- Industry historical losses as reported by the FDIC;
  - Evaluation of economic conditions;
- Regular reviews of the quality, mix and size of the overall loan portfolio;
  - Regular reviews of delinquencies;
- The quality of the collateral underlying our loans; and
- The effect of external factors, such as competition, legal developments and regulatory requirements.

Although we maintain an ALLL at a level that we believe is adequate to absorb losses inherent in our loan portfolio, changes in economic, operating and other conditions, including the sharp decline in real estate values and changes in interest rates, which are beyond our control, may cause our actual loan losses to exceed our current allowance estimates. If the actual loan losses exceed the amount reserved, it will adversely affect our financial condition and results of operations.

In addition, the Federal Reserve and the DBO, as part of their supervisory function, periodically review our ALLL. Either agency may require us to increase our provision for loan losses or to recognize further loan losses, based on their judgments, which may be different from those of our management. Any increase in the allowance required by them could also adversely affect our financial condition and results of operations.

Cautious economic conditions in California may cause us to suffer higher default rates on our loans and reduce the value of the assets we hold as collateral.

Our business activities and credit exposure are concentrated in California. As a result of continued difficult economic conditions, including state and local government deficits, in California may cause us to incur losses associated with higher default rates and decreased collateral values in our loan portfolio. In addition, demand for our products and services may decline. Any further decline in the California real estate market could hurt our business, because the vast majority of our loans are secured by real estate located within California. As of December 31, 2013, approximately 90% of our loans secured by real estate were located in California. If real estate values were to decline, especially in California, the collateral for our loans provide less security. As a result, our ability to recover on defaulted loans by selling the underlying real estate would be diminished, and we would be more likely to suffer losses on defaulted loans.

Our level of credit risk is increasing due to our focus on commercial lending and the concentration on small and middle market business customers with heightened vulnerability to economic conditions.

As of December 31, 2013, our commercial real estate loans amounted to \$567.2 million, or 45.7% of our total loan portfolio, and our commercial business loans amounted to \$506.3 million, or 40.7% of our total loan portfolio. At such date, our largest outstanding commercial business loan was \$34.7 million and our largest multiple borrower relationship and largest outstanding commercial real estate loan was also \$34.7 million. Commercial real estate and commercial business loans generally are considered riskier than single-family residential loans because they have larger balances to a single borrower or group of related borrowers. Commercial real estate and commercial business loans involve risks because the borrowers' ability to repay the loans typically depends primarily on the successful operation of the businesses or the properties securing the loans. Most of the Company's commercial business loans are made to small business or middle market customers who may have a heightened vulnerability to economic conditions. Moreover, a portion of these loans have been made or acquired by us in recent years and the borrowers may not have experienced a complete business or economic cycle. Furthermore, the deterioration of our borrowers' businesses may hinder their ability to repay their loans with us, which could adversely affect our results of operations.

Nonperforming assets take significant time to resolve and adversely affect our results of operations and financial condition.

Nonperforming assets adversely affect our net income in various ways. Until economic and market conditions improve significantly, we can expect to continue to incur losses relating to nonperforming assets and higher loan administration costs. We generally do not record interest income on nonperforming loans or OREO, which adversely affects our income. When we take collateral in foreclosures and similar proceedings, we are required to mark the related asset to the then fair market value of the collateral, which may ultimately result in a loss. An increase in the level of nonperforming assets increases our risk profile and may impact the capital levels our regulators believe are appropriate in light of the ensuing risk profile. While we reduce problem assets through loan sales, workouts, restructurings and otherwise, decreases in the value of the underlying collateral, or in these borrowers' performance or financial condition, whether or not due to economic and market conditions beyond our control, could adversely affect our business, results of operations and financial condition. In addition, the resolution of nonperforming assets requires significant commitments of time from management and our directors, which can be detrimental to the performance of their other responsibilities. There can be no assurance that we will not experience future increases in nonperforming assets.

We may be unable to successfully compete in our industry.

We face direct competition from a significant number of financial institutions, many with a state-wide or regional presence, and in some cases, a national presence, in both originating loans and attracting deposits. Competition in originating loans comes primarily from other banks and mortgage companies that make loans in our primary market

areas. We also face substantial competition in attracting deposits from other banking institutions, money market and mutual funds, credit unions and other investment vehicles. In addition banks with larger capitalizations and non-bank financial institutions that are not governed by bank regulatory restrictions have larger lending limits and are better able to serve the needs of larger customers. Many of these financial institutions are also significantly larger and have greater financial resources than we have, and have established customer bases and name recognition. We compete for loans principally on the basis of interest rates and loan fees, the types of loans we offer and the quality of service that we provide to our borrowers. Our ability to attract and retain deposits requires that we provide customers with competitive investment opportunities with respect to rate of return, liquidity, risk and other factors. To effectively compete, we may have to pay higher rates of interest to attract deposits, resulting in reduced profitability. In addition, we rely upon local promotional activities, personal relationships established by our officers, directors and employees and specialized services tailored to meet the individual needs of our customers in order to compete. If we are not able to effectively compete in our market area, our profitability may be negatively affected.

Interest rate fluctuations, which are out of our control, could harm profitability.

Our profitability depends to a large extent upon net interest income, which is the difference between interest income and dividends on interest-earning assets, such as loans and investments, and interest expense on interest-bearing liabilities, such as deposits and borrowings. Any change in general market interest rates, whether as a result of changes in the monetary policy of the Federal Reserve or otherwise, may have a significant effect on net interest income. The assets and liabilities may react differently to changes in overall interest rates or conditions. In general, higher interest rates are associated with a lower volume of loan originations while lower interest rates are usually associated with higher loan originations. Further, if interest rates decline, our loans may be refinanced at lower rates or paid off and our investments may be prepaid earlier than expected. If that occurs, we may have to redeploy the loan or investment proceeds into lower yielding assets, which might also decrease our income. Also, as many of our loans currently have interest rate floors, a rise in rates may increase the cost of our deposits while the rates on the loans remain at their floors, which could decrease our net interest margin. Accordingly, changes in levels of market interest rates could materially and adversely affect our net interest margin, asset quality and loan origination volume.

Adverse outcomes of litigation against us could harm our business and results of operations.

We are currently involved in litigation relating to the origination of certain subprime mortgages that prior management purchased on the secondary market (and later sold), as well as other actions arising in the ordinary course of business. A significant judgment against us in connection with any pending or future litigation could harm our business and results of operations.

Changes in the fair value of our securities may reduce our stockholders' equity and net income.

At December 31, 2013, \$256.1 million of our securities were classified as available-for-sale. At such date, the aggregate net unrealized loss on our available-for-sale securities was \$5.2 million. We increase or decrease stockholders' equity by the amount of change from the unrealized gain or loss (the difference between the estimated fair value and the amortized cost) of our available-for-sale securities portfolio, net of the related tax, under the category of accumulated other comprehensive income/loss. Therefore, a decline in the estimated fair value of this portfolio will result in a decline in reported stockholders' equity, as well as book value per common share and tangible book value per common share. This decrease will occur even though the securities are not sold. In the case of debt securities, if these securities are never sold and there are no credit impairments, the decrease will be recovered over the life of the securities. In the case of equity securities which have no stated maturity, the declines in fair value may or may not be recovered over time.

For the year ended December 31, 2013, we reported a non-cash, OTTI charge of \$4,000 on our securities portfolio. We continue to monitor the fair value of our entire securities portfolio as part of our ongoing OTTI evaluation process. No assurance can be given that we will not need to recognize additional OTTI charges related to

securities in the future. At December 31, 2013, we had stock holdings in the FHLB of San Francisco totaling \$7.5 million, and other stock holdings of \$8.0 million which included stock from FRB, a CRA investment, and TIB. The stock held by us is carried at cost and is subject to recoverability testing under applicable accounting standards. For the year ended December 31, 2013, we did not recognize an impairment charge related to our stock holdings. There can be no assurance that future negative changes to the financial condition of the issuers may require us to recognize an impairment charge with respect to such stock holdings.

Conditions in the financial markets may limit our access to additional funding to meet our liquidity needs.

Liquidity is essential to our business, as we must maintain sufficient funds to respond to the needs of depositors and borrowers. An inability to raise funds through deposits, repurchase agreements, federal funds purchased, FHLB advances, the sale or pledging as collateral of loans and other assets could have a substantial negative effect on our liquidity. Our access to funding sources in amounts adequate to finance our activities, or on terms attractive to us, could be impaired by factors that affect us specifically or the financial services industry in general. Factors that could negatively affect our access to liquidity sources include a reduction in our credit ratings, if any, an increase in costs of capital in financial capital markets, negative operating results, a decrease in the level of our business activity due to a market downturn, a decrease in depositor or investor confidence or adverse regulatory action against us. Our ability to borrow could also be impaired by factors that are not specific to us, such as severe disruption of the financial markets or negative news and expectations about the prospects for the financial services industry as a whole.

The soundness of other financial institutions could negatively affect us.

Financial services institutions are interrelated as a result of trading, clearing, counterparty, or other relationships. We have exposure to many different industries and counterparties, and we routinely execute transactions with counterparties in the financial services industry, including commercial banks, brokers and dealers, investment banks and other institutional clients. Many of these transactions expose us to credit risk in the event of a default by a counterparty or client. In addition, our credit risk may be exacerbated when the collateral held by us cannot be realized upon or is liquidated at prices not sufficient to recover the full amount of the credit or derivative exposure due to us. Any such losses could have a material adverse effect on our financial condition and results of operations.

We are subject to extensive regulation which could adversely affect our business.

Our operations are subject to extensive regulation by federal, state and local governmental authorities and are subject to various laws and judicial and administrative decisions imposing requirements and restrictions on part or all of our operations. Given the current disruption in the financial markets and potential new regulatory initiatives, new regulations and laws that may affect us are increasingly likely. Because our business is highly regulated, the laws, rules and regulations applicable to us are subject to regular modification and change. There are currently proposed laws, rules and regulations that, if adopted, would impact our operations. These proposed laws, rules and regulations, or any other laws, rules or regulations, may be adopted in the future, which could (1) make compliance much more difficult or expensive, (2) restrict our ability to originate, broker or sell loans or accept certain deposits, (3) further limit or restrict the amount of commissions, interest or other charges earned on loans originated or sold by us, or (4) otherwise adversely affect our business or prospects for business.

Moreover, banking regulators have significant discretion and authority to prevent or remedy unsafe or unsound practices or violations of laws or regulations by financial institutions and holding companies in the performance of their supervisory and enforcement duties. The exercise of regulatory authority may have a negative impact on our financial condition and results of operations.

Additionally, in order to conduct certain activities, including acquisitions, we are required to obtain regulatory approval. There can be no assurance that any required approvals can be obtained, or obtained without conditions or on a timeframe acceptable to us.

The enactment of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 may have a material effect on our operations.

On July 21, 2010, President Obama signed into law the Dodd-Frank Act, which imposes significant regulatory and compliance changes. The key provisions of the Dodd-Frank Act that are anticipated to affect our operations include:

- Changes to regulatory capital requirements and how we plan capital and liquidity levels;
- Creation of new government regulatory agencies, including the recently formed CFPB, which possesses broad rule-making and enforcement authorities;
  - Restrictions that will impact the nature of our incentive compensation programs for executive officers;
    - Changes in insured depository institution regulations and assessments;
    - Mortgage loan origination and risk retention; and
  - Potential new and different litigation and regulatory enforcement risks.

Many of the requirements of the Dodd-Frank Act will continue to be implemented over time and most will be subject to regulations implemented over the course of several years. Given the uncertainty associated with the manner in which the provisions of the Dodd-Frank Act will be implemented by the various regulatory agencies and through regulations, the full extent of the impact such requirements will have on our operations is unclear. The changes resulting from the Dodd-Frank Act may impact the profitability of our business activities, require changes to certain of our business practices, impose upon us more stringent capital, liquidity and leverage requirements or otherwise adversely affect our business. These changes may also require us to invest significant management attention and resources to evaluate and make any changes necessary to comply with new statutory and regulatory requirements. Failure to comply with the new requirements or with any future changes in laws or regulations may negatively impact our results of operations and financial condition.

Changes in laws, government regulation and monetary policy may have a material effect on our results of operations.

Financial institutions have been the subject of substantial legislative and regulatory changes and may be the subject of further legislation or regulation in the future, none of which is within our control. Significant new laws or regulations or changes in, or repeals of, existing laws or regulations may cause our results of operations to differ materially. In addition, the cost and burden of compliance with applicable laws and regulations have significantly increased and could adversely affect our ability to operate profitably. Further, federal monetary policy significantly affects credit conditions for us, as well as for our borrowers, particularly as implemented by the Federal Reserve, primarily through open market operations in U.S. government securities, the discount rate for bank borrowings and reserve requirements. A material change in any of these conditions could have a material impact on us or our borrowers, and therefore on our results of operations.

We expect to face increased regulation and supervision of our industry as a result of the recent financial crisis. The effects of such recently enacted, and proposed, legislation and regulatory programs on us cannot reliably be determined at this time.

The repeal of federal prohibitions on payment of interest on demand deposits could increase our interest expense.

All federal prohibitions on the ability of financial institutions to pay interest on demand deposit accounts were repealed as part of the Dodd-Frank Act. As a result, financial institutions can offer interest on demand deposits to compete for clients. Our interest expense will increase and our net interest margin will decrease if the Bank begins offering interest on demand deposits to attract additional customers or maintain current customers, which could have a material adverse effect on our business, financial condition and results of operations.

Federal and state banking agencies periodically conduct examinations of our business, including compliance with laws and regulations, and our failure to comply with any supervisory actions to which we are or become subject as a result of such examinations may adversely affect us.

Federal and state banking agencies, including the Federal Reserve, the FDIC and the DBO, periodically conduct examinations of our business, including compliance with laws and regulations. If, as a result of an examination, a federal banking agency were to determine that the financial condition, capital resources, asset quality, earnings prospects, management, liquidity or other aspects of any of our operations had become unsatisfactory, or that the Company or its management was in violation of any law or regulation, it may take a number of different remedial actions as it deems appropriate. These actions include the power to enjoin "unsafe or unsound" practices, to require affirmative actions to correct any conditions resulting from any violation or practice, to issue an administrative order that can be judicially enforced, to direct an increase in our capital, to restrict our growth, to assess civil monetary penalties against our officers or directors, to remove officers and directors and, if it is concluded that such conditions cannot be corrected or there is an imminent risk of loss to depositors, to terminate our deposit insurance. If we become subject to such regulatory actions, our business, results of operations and reputation may be negatively impacted.

We may in the future engage in additional FDIC-assisted transactions, which could present additional risk to our business.

On February 11, 2011 and April 27, 2012, we completed acquisitions of assets and assumption of deposits and liabilities of CNB ("Canyon National Acquisition") and PDNB ("Palm Desert National Acquisition"), respectively, from the FDIC. We acquired the assets and assumed the liabilities of CNB and Palm Desert National without entering into a loss sharing agreement with the FDIC. In the current economic environment, and subject to any requisite regulatory consent, we may potentially be presented with additional opportunities to acquire the assets and liabilities of other failed banks in FDIC-assisted transactions. The Canyon National Acquisition, the Palm Desert National Acquisition and any future acquisitions involve risks similar to acquiring existing banks even though the FDIC might provide assistance to mitigate certain risks such as sharing in exposure to loan losses and providing indemnification against certain liabilities of the failed institution. However, because FDIC-assisted transactions are structured in a manner that would not allow us the time normally associated with preparing for and evaluating an acquisition, including preparing for integration of an acquired institution, we may face additional risks if we engage in FDIC-assisted transactions. The risks related to the Canyon National Acquisition, the Palm Desert National Acquisition and other future FDIC-assisted transactions include, among other things, the loss of customers, strain on management resources related to collection and management of problem loans and problems related to integration of personnel and operating systems. We may not be successful in overcoming these risks or any other problems encountered in connection with the Canyon National Acquisition, the Palm Desert National Acquisition or other future FDIC-assisted transactions. Our inability to overcome these risks could have an adverse effect on our ability to achieve our business strategy and maintain our market value and profitability.

Moreover, even if we were inclined to participate in additional FDIC-assisted transactions, there are no assurances that the FDIC would allow us to participate or what the terms of such transaction might be or whether we would be successful in acquiring the bank or assets that we are seeking. We may be required to raise additional capital as a condition to, or as a result of, participation in FDIC-assisted transactions. Any such transactions and related issuances of stock may have a dilutive effect on earnings per share and share ownership.

Furthermore, to the extent we are allowed to, and choose to, participate in additional FDIC-assisted transactions, we may face competition from other financial institutions with respect to the proposed FDIC-assisted transactions. To the extent that our competitors are selected to participate in FDIC-assisted transactions, our ability to identify and attract acquisition candidates and/or make acquisitions on favorable terms may be adversely affected.



Our HOA business is substantially dependent upon its relationship with Associa, which is the entity that owns and controls the HOA management companies that manage the HOAs from which we receive a majority of our HOA deposits.

On March 15, 2013, we acquire FAB, which is exclusively focused on providing deposit and other services to HOAs and HOA management companies nationwide. A majority of our HOA customers are also customers of the HOA management companies controlled by Associations, Inc. (“Associa”). At December 31, 2013, approximately 83% of the HOA transaction deposits we held were derived from our relationship with Associa. We will continue to rely on the relationship with Associa to solicit HOA deposits as deemed necessary. If Associa or its HOA management companies lose some or all of their HOA customers, fall into financial or legal difficulty or elect to reduce the amount of HOA customers that it directs to us, it could have a material and adverse effect upon our business, including the decline or total loss of all of the deposits from the HOA management companies and the HOAs. We cannot assure you that we would be able to replace the relationship with Associa and its HOA management companies if any of these events occurred, which could have a material and adverse impact on our business, financial condition and results of operations. In connection with the closing of the FAB acquisition, we appointed John Carona to the boards of directors of the Company and the Bank. Mr. Carona is the chief executive officer and majority shareholder of Associa.

Potential acquisitions may disrupt our business and dilute stockholder value.

We evaluate merger and acquisition opportunities and conduct due diligence activities related to possible transactions with other financial institutions on an ongoing basis. As a result, merger or acquisition discussions and, in some cases, negotiations may take place and future mergers or acquisitions involving cash, debt or equity securities may occur at any time. Acquisitions typically involve the payment of a premium over book and market values, and, therefore, some dilution of our stock’s tangible book value and net income per common share may occur in connection with any future transaction. Furthermore, failure to realize the expected revenue increases, cost savings, increases in geographic or product presence, and/or other projected benefits from recent or future acquisitions could have a material adverse effect on our financial condition and results of operations.

We may seek merger or acquisition partners that are culturally similar and have experienced management and possess either significant market presence or have potential for improved profitability through financial management, economies of scale or expanded services. We do not currently have any specific plans, arrangements or understandings regarding such expansion. We cannot say with any certainty that we will be able to consummate, or if consummated, successfully integrate future acquisitions or that we will not incur disruptions or unexpected expenses in integrating such acquisitions. In attempting to make such future acquisitions, we anticipate competing with other financial institutions, many of which have greater financial and operational resources. Acquiring other banks, businesses, or branches involves various risks commonly associated with acquisitions, including, among other things:

- Potential exposure to unknown or contingent liabilities of the target company;
  - Exposure to potential asset quality issues of the target company;
- Difficulty and expense of integrating the operations and personnel of the target company;
  - Potential disruption to our business;
  - Potential diversion of management’s time and attention;
- The possible loss of key employees and customers of the target company;
  - Difficulty in estimating the value of the target company; and
- Potential changes in banking or tax laws or regulations that may affect the target company.

Our controls and procedures may fail or be circumvented.

Management regularly reviews and updates our internal controls, disclosure controls and procedures, and corporate governance policies and procedures. Any system of controls, however well designed and operated, is based in part on certain assumptions and can provide only reasonable, not absolute, assurances that the objectives of the system are met. Any failure or circumvention of our controls and procedures or failure to comply with regulations related to controls and procedures could have a material adverse effect on our business, results of operations and financial condition.

Environmental liabilities with respect to properties on which we take title may have a material effect on our results of operations.

We could be subject to environmental liabilities on real estate properties we foreclose and take title in the normal course of our business. In connection with environmental contamination, we may be held liable to governmental entities or to third parties for property damage, personal injury, investigation and clean-up costs incurred by these parties, or we may be required to investigate or clean-up hazardous or toxic substances at a property. The investigation or remediation costs associated with such activities could be substantial. Furthermore, we may be subject to common law claims by third parties based on damages and costs resulting from environmental contamination even if we were the former owner of a contaminated site. The incurrence of a significant environmental liability could adversely affect our business, financial condition and results of operations.

Confidential customer information transmitted through the Bank's online banking service is vulnerable to security breaches and computer viruses, which could expose the Bank to litigation and adversely affect its reputation and ability to generate deposits.

The Bank provides its customers the ability to bank online. The secure transmission of confidential information over the Internet is a critical element of online banking. The Bank's network could be vulnerable to unauthorized access, computer viruses, phishing schemes and other security problems. The Bank may be required to spend significant capital and other resources to protect against the threat of security breaches and computer viruses, or to alleviate problems caused by security breaches or viruses. To the extent that the Bank's activities or the activities of its customers involve the storage and transmission of confidential information, security breaches and viruses could expose the Bank to claims, litigation and other possible liabilities. Any inability to prevent security breaches or computer viruses could also cause existing customers to lose confidence in the Bank's systems and could adversely affect its reputation and ability to generate deposits.

We are dependent on our key personnel.

Our future operating results depend in large part on the continued services of our key personnel, including Steven R. Gardner, our President and Chief Executive Officer, who developed and implemented our new business strategy. The loss of Mr. Gardner could have a negative impact on the success of our business strategy. In addition, we rely upon the services of Eddie Wilcox, our Executive Vice President and Chief Banking Officer, and our ability to attract and retain highly skilled personnel. We do not maintain key-man life insurance on any employee other than Mr. Gardner. We cannot assure you that we will be able to continue to attract and retain the qualified personnel necessary for the development of our business. The unexpected loss of services of our key personnel could have a material adverse impact on our business because of their skills, knowledge of our market, years of industry experience and the difficulty of promptly finding qualified replacement personnel. In addition, recent regulatory proposals and guidance relating to compensation may negatively impact our ability to retain and attract skilled personnel.

A natural disaster or recurring energy shortage, especially in California, could harm our business.

We are based in Irvine, California, and approximately 90% of our loans secured by real estate were located in California at December 31, 2013. In addition, the computer systems that operate our Internet websites and some of their back-up systems are located in Irvine and San Diego, California. Historically, California has been vulnerable to

natural disasters. Therefore, we are susceptible to the risks of natural disasters, such as earthquakes, wildfires, floods and mudslides. Natural disasters could harm our operations directly through interference with communications, including the interruption or loss of our websites, which would prevent us from gathering deposits, originating loans and processing and controlling our flow of business, as well as through the destruction of facilities and our operational, financial and management information systems. A natural disaster or recurring power outages may also impair the value of our largest class of assets, our loan portfolio, which is comprised substantially of real estate loans. Uninsured or underinsured disasters may reduce borrowers' ability to repay mortgage loans. Disasters may also reduce the value of the real estate securing our loans, impairing our ability to recover on defaulted loans through foreclosure and making it more likely that we would suffer losses on defaulted loans. California has also experienced energy shortages, which, if they recur, could impair the value of the real estate in those areas affected. Although we have implemented several back-up systems and protections (and maintain business interruption insurance), these measures may not protect us fully from the effects of a natural disaster. The occurrence of natural disasters or energy shortages in California could have a material adverse effect on our business prospects, financial condition and results of operations.

#### Risks Related to Ownership of Our Common Stock

The price of our common stock may fluctuate significantly, and this may make it difficult for you to resell your shares of common stock at times or at prices you find attractive.

Stock price volatility may make it difficult for holders of our common stock to resell their common stock when desired and at desirable prices. Our stock price can fluctuate significantly in response to a variety of factors including, among other things:

- Actual or anticipated variations in quarterly results of operations;
  - Recommendations by securities analysts;
- Operating and stock price performance of other companies that investors deem comparable to us;
- News reports relating to trends, concerns and other issues in the financial services industry, including the failures of other financial institutions in the current economic downturn;
  - Perceptions in the marketplace regarding us and/or our competitors;
    - New technology used, or services offered, by competitors;
- Significant acquisitions or business combinations, strategic partnerships, joint ventures or capital commitments by or involving us or our competitors;
  - Failure to integrate acquisitions or realize anticipated benefits from acquisitions;
    - Changes in government regulations; and
  - Geopolitical conditions such as acts or threats of terrorism or military conflicts.

General market fluctuations, industry factors and general economic and political conditions and events, such as economic slowdowns or recessions, interest rate changes or credit loss trends, could also cause our stock price to decrease regardless of operating results as evidenced by the current volatility and disruption of capital and credit markets.

A limited trading market has historically existed for our common stock, which could lead to significant price volatility.

Our common stock is traded on the NASDAQ Global Select Market under the trading symbol "PPBI," but there has historically been a relatively low trading volume in our common stock. Although we recently completed a public offering of our securities and expect to issue additional shares of our common stock in our pending acquisitions of FAB and SDTB, we may continue to experience a limited trading market for our common stock, which may cause fluctuations in the market value of our common stock to be exaggerated, leading to price volatility in excess of that which would occur in a more active trading market of our common stock. Future sales of substantial amounts of

common stock in the public market, or the perception that such sales may occur, could adversely affect the prevailing market price of the common stock. In addition, even if a more active market in our common stock develops, we cannot assure you that such a market will continue.

We have retained earnings, if any, to provide funds for use in our business..

It is our policy to retain earnings, if any, to provide funds for use in our business. We have never declared or paid dividends on our common stock. In addition, in order to pay cash dividends to our stockholders, we would most likely need to obtain funds from the Bank. The Bank's ability, in turn, to pay dividends to us is subject to restrictions set forth in the Financial Code. The Financial Code provides that a bank may not make a cash distribution to its stockholders in excess of the lesser of (1) a bank's retained earnings; or (2) a bank's net income for its last three fiscal years, less the amount of any distributions made by the bank or by any majority-owned subsidiary of the bank to the stockholders of the bank during such period. However, a bank may, with the approval of the DBO, make a distribution to its stockholders in an amount not exceeding the greatest of (a) its retained earnings; (b) its net income for its last fiscal year; or (c) its net income for its current fiscal year. In the event that banking regulators determine that the stockholders' equity of a bank is inadequate or that the making of a distribution by the bank would be unsafe or unsound, the regulators may order the bank to refrain from making a proposed distribution.

Approval of the Federal Reserve is required for payment of any dividend by a state chartered bank that is a member of the Federal Reserve Board System, such as the Bank, if the total of all dividends declared by the bank in any calendar year would exceed the total of its retained net income for that year combined with its retained net income for the preceding two years. In addition, a state member bank may not pay a dividend in an amount greater than its undivided profits without regulatory and stockholder approval. The Bank is also prohibited under federal law from paying any dividend that would cause it to become undercapitalized.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None

ITEM 2. PROPERTIES

	Location	Leased or Owned	Original Year Leased or Acquired	Date of Lease Expiration	Net Book Value of Property or Leasehold Improvements at December 31, 2013
Corporate Headquarters:	17901 Von Karman, Suites 200 Irvine, CA & 1200 92614	Leased	2012	2020	\$1,487,798 (*)
Branch Office:	19011 Magnolia Street Huntington Beach, CA 92646	Owned (a) (b)	2005	2023	\$917,836

Branch Office:	4957 Katella Avenue, Suite B	Los Alamitos, CA 90720	Leased	2005	2015	\$77,951
Branch Office:	4667 MacArthur Blvd.	Newport Beach, CA 92660	Leased	2005	2016	\$218,293
Branch Office:	74-150 Country Club Drive	Palm Desert, CA 92260	Owned	2011	N.A.	\$1,723,442
Branch Office:	73-745 El Paseo	Palm Desert, CA 92260	Leased	2012	2017	\$23,504
Branch Office:	1711 East Palm Canyon Drive	Palm Springs, CA 92264	Leased	2011	2016	\$18,529
Branch Office:	901 East Tahquitz Canyon Way	Palm Springs, CA 92262	Leased	2011	2018	\$39,179
Branch Office:	1598 E Highland Avenue	San Bernardino, CA 92404	Leased	1986	2015	\$139,011
Branch Office:	13928 Seal Beach Blvd.	Seal Beach, CA 90740	Leased	1999	2017	\$2,082
Branch Office:	2550 Fifth St., Ste 1010	San Diego, CA 92103	Leased	2013	2018	\$1,000,697
Branch Office:	781 Garden View Court St., Ste 100	Encinitas, CA 92024	Leased	2013	2017	\$14,831
Branch Office:	1110 Rosecrans St., Ste 101	Point Loma, CA 92106	Leased	2013	2014	\$13,595

(a) The building is owned, but the land is leased on a long-term basis.

(b) During 2013 we leased to one tenant approximately 1,000 square feet of the 9,937 square feet of our Huntington Beach branch for \$2,750 per month.

\* Tenant Improvement Allowance IAO \$1,740,208.00 recorded to the general ledger after 12/31/2012 depreciation processed

All of our existing facilities are considered to be adequate for our present and anticipated future use. In the opinion of management, all properties are adequately covered by insurance.

### ITEM 3. LEGAL PROCEEDINGS

In February 2004, the Bank was named in a class action lawsuit titled “James Baker v. Century Financial, et al,” alleging various violations of Missouri’s Second Mortgage Loans Act by charging and receiving fees and costs that were either wholly prohibited by or in excess of that allowed by the Act relating to origination fees, interest rates, and other charges. The class action lawsuit was filed in the Circuit Court of Clay County, Missouri. The complaint seeks restitution of all improperly collected charges, interest thereon, the right to rescind the mortgage loans or a right to offset any illegal collected charges and interest against the principal amounts due on the loans and punitive damages. In March 2005, the Bank’s motion for dismissal due to limitations was denied by the trial court without comment. The Bank’s “preemption” motion was denied in August 2006. The Bank has answered the plaintiffs’ complaint and the parties have exchanged and answered initial discovery requests. When the record is more fully developed, the Bank intends to raise the limitations issue again in the form of a motion for summary judgment.

The Company is not involved in any other material pending legal proceedings other than legal proceedings occurring in the ordinary course of business. Management believes that none of these legal proceedings, individually or in the aggregate, will have a material adverse impact on the results of operations or financial condition of the Company.

### ITEM 4. MINE SAFETY DISCLOSURES

None

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## PART II

### ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

#### Price Range by Quarters

The common stock of the Corporation has been publicly traded since 1997 and is currently traded on the NASDAQ Global Market under the symbol PPBI. However, trading in the common stock has not been extensive and such trades cannot be characterized as constituting an active trading market.

As of March 1, 2014, there were approximately 2,300 holders of record of our common stock. The following table summarizes the range of the high and low closing sale prices per share of our common stock as quoted by the NASDAQ Global Select Market for the periods indicated.

Sale Price of  
Common Stock

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	High	Low
2012		
First		
Quarter .....	\$8.25	\$6.35
Second		
Quarter .....	\$8.48	\$7.61
Third		
Quarter .....	\$9.60	\$8.14
Fourth		
Quarter .....	\$11.42	\$9.59
2013		
First		
Quarter .....	\$13.26	\$10.44
Second		
Quarter .....	\$13.00	\$11.50
Third		
Quarter .....	\$13.82	\$12.10
Fourth		
Quarter .....	\$16.18	\$13.10

Stock Performance Graph. The graph below compares the performance of our common stock with that of the NASDAQ Composite Index (U.S. companies) and the NASDAQ Bank Stocks Index from December 31, 2008 through December 31, 2013. The graph is based on an investment of \$100 in our common stock at its closing price on December 31, 2008. The Corporation has not paid any dividends on its common stock.

Total Return Analysis	12/31/2008	2/31/2009	9/31/2010	2/31/2011	12/31/2011	12/31/2013
Pacific Premier Bancorp, Inc.	\$100.00	\$84.50	\$162.00	\$158.50	\$256.00	\$393.50
NASDAQ Bank Stocks Index	\$100.00	\$98.65	\$109.85	\$81.92	\$110.37	\$150.79
NASDAQ Composite Index	\$100.00	\$129.26	\$151.94	\$152.42	\$177.46	\$236.88

Dividends

It is our policy to retain earnings, if any, to provide funds for use in our business. We have never declared or paid dividends on our common stock.

Our ability to pay dividends on our common stock is dependent on the Bank's ability to pay dividends to the Corporation. Various statutory provisions restrict the amount of dividends that the Bank can pay without regulatory approval. For information on the statutory and regulatory limitations on the ability of the Corporation to pay dividends to its stockholders and on the Bank to pay dividends to the Corporation, see "Item 1. Business-Supervision and Regulation—Dividends" and "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations – Liquidity."

#### Issuer Purchase of Equity Securities

On June 25, 2012, the board of directors authorized its second stock repurchase program. Under the repurchase program, management is authorized to repurchase up to 1,000,000 shares of the Company's common stock. The program may be limited or terminated at any time without prior notice.

The following table provides information with respect to purchases made by or on behalf of us or any "affiliated purchaser" (as defined in Rule 10b-18(a)(3) under the Exchange Act) of our common stock during the fourth quarter of 2013.

Month of Purchase	Total Number of shares purchased/returned	Average price paid per share	Maximum	
			Total number of shares repurchased as part of the program announced at end of month	number of shares that may yet be purchased under the program
October-2013	-	\$-	-	976,382
November-2013	-	-	-	976,382
December-2013	24,045	14.58	24,045	952,337
Total/Average	24,045	\$14.58	24,045	952,337

#### ITEM 6. SELECTED FINANCIAL DATA

The following table sets forth certain of our financial and statistical information for each of the years in the five-year period ended December 31, 2013. This data should be read in conjunction with our audited consolidated financial statements as of December 31, 2013 and 2012, and for each of the years in the three-year period ended December 31, 2013 and related Notes to Consolidated Financial Statements contained in "Item 8. Financial Statements and Supplementary Data."

	2013	For the Year Ended December 31,			
		2012	2011	2010	2009
Operating Data					
			(in thousands)		
Interest income	\$63,518	\$52,947	\$50,225	\$41,103	\$43,439
Interest expense	5,356	7,149	9,596	12,666	20,254
Net interest income	58,162	45,798	40,629	28,437	23,185



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Provision for loan losses	1,860	751	3,255	2,092	7,735
Net interest income after provision for loans losses	56,302	45,047	37,374	26,345	15,450
Net gains (losses) from loan sales	3,228	628	(3,605 )	(3,332 )	(351 )
Other noninterest income	5,865	11,944	10,118	2,256	1,048
Noninterest expense	50,815	31,854	26,904	18,948	16,694
Income (loss) before income tax (benefit)	14,580	25,765	16,983	6,321	(547 )
Income tax (benefit)	5,587	9,989	6,411	2,083	(87 )
Net income (loss)	\$8,993	\$15,776	\$10,572	\$4,238	\$(460 )

	2013	As of and For the Year Ended December 31,			
		2012	2011	2010	2009
Share Data		(dollars in thousands, except per share data)			
Net income (loss) per share:					
Basic	\$0.57	\$1.49	\$1.05	\$0.42	\$(0.08 )
Diluted	\$0.54	\$1.44	\$0.99	\$0.38	\$(0.08 )

Weighted average common shares outstanding:					
Basic	15,798,885	10,571,073	10,092,181	10,033,836	5,642,589
Diluted	16,609,954	10,984,034	10,630,720	11,057,404	5,642,589

Book value per share (basic)	\$10.52	\$9.85	\$8.39	\$7.83	\$7.33
Book value per share (diluted)	\$10.44	\$9.75	\$8.34	\$7.18	\$6.75

Selected Balance Sheet Data					
Total assets	\$1,714,187	\$1,173,792	\$961,128	\$826,816	\$807,323
Securities and FHLB stock	271,539	95,313	128,120	168,428	137,737
Loans held for sale, net	3,147	3,681	-	-	-
Loans held for investment, net	1,231,923	974,213	730,067	555,538	566,584
Allowance for loan losses	8,200	7,994	8,522	8,879	8,905
Total deposits	1,306,286	904,768	828,877	659,240	618,734

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Total borrowings	214,401		125,810		38,810		78,810		101,810
Total stockholders' equity	175,226		134,517		86,777		78,602		73,502
Performance Ratios									
Return on average assets	0.62	%	1.52	%	1.12	%	0.53	%	(0.06)%
Return on average equity	5.61	%	16.34	%	12.91	%	5.57	%	(0.76)%
Average equity to average assets	11.13	%	9.32	%	8.69	%	9.55	%	7.74%
Equity to total assets at end of period	10.22	%	11.46	%	9.03	%	9.51	%	9.10%
Average interest rate spread	4.00	%	4.57	%	4.49	%	3.67	%	3.00%
Net interest margin	4.18	%	4.62	%	4.55	%	3.77	%	3.12%
Efficiency ratio (1)	64.68	%	59.86	%	56.50	%	59.24	%	63.81%
Average interest-earnings assets to average deposits and borrowings	146.75	%	106.69	%	104.74	%	105.88	%	104.21%
Pacific Premier Bank Capital Ratios									
Tier 1 capital to adjusted total assets	10.03	%	12.07	%	9.44	%	10.29	%	9.72%
Tier 1 capital to total risk-weighted assets	12.34	%	12.99	%	11.68	%	14.12	%	13.30%
Total capital to total risk-weighted assets	12.97	%	13.79	%	12.81	%	15.38	%	14.55%
Pacific Premier Bancorp, Inc. Capital Ratios									
Tier 1 capital to adjusted total assets	10.29	%	12.71	%	9.50	%	10.41	%	9.89%
Tier 1 capital to total risk-weighted assets	12.54	%	13.61	%	11.69	%	14.16	%	13.41%
	13.17	%	14.43	%	12.80	%	15.42	%	14.67%

Total capital to total risk-weighted assets										
Asset Quality Ratios										
Nonperforming loans, net, to total loans	0.18	%	0.22	%	0.82	%	0.58	%	1.74	%
Nonperforming assets, net as a percent of total assets	0.20	%	0.38	%	0.76	%	0.40	%	1.66	%
Net charge-offs to average total loans, net	0.16	%	0.16	%	0.53	%	0.39	%	0.79	%
Allowance for loan losses to gross loans at period end	0.66	%	0.81	%	1.15	%	1.56	%	1.55	%
Allowance for loan losses as a percent of nonperforming loans, gross at period end	364.28	%	362.38	%	139.87	%	270.95	%	88.94	%

(1) Represents the ratio of noninterest expense less other real estate owned operations, core deposit intangible amortization and non-recurring merger related expense to the sum of net interest income before provision for loan losses and total noninterest income less gains/(loss) on sale of securities, other-than-temporary impairment recovery (loss) on investment securities, and gain on FDIC-assisted transactions.

## ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

### Summary

Our principal business is attracting deposits from small and middle market businesses and consumers and investing those deposits together with funds generated from operations and borrowings, primarily in commercial business loans and various types of commercial real estate loans. In 2014, the Company expects to fund substantially all of the loans that it originates or purchases through deposits, FHLB advances and internally generated funds. Deposit flows and cost of funds are influenced by prevailing market rates of interest primarily on competing investments, account maturities and the levels of savings in the Company's market area. The Company generates the majority of its revenues from interest income on loans that it originates and purchases, income from investment in securities and service charges on customer accounts. The Company's revenues are partially offset by interest expense paid on deposits and other borrowings, the provision for loan losses and noninterest expenses, such as operating expenses. The Company's operating expenses primarily consist of employee compensation and benefits, premises and occupancy expenses, and other general expenses. The Company's results of operations are also affected by prevailing economic conditions, competition, government policies and other actions of regulatory agencies.

## Acquisitions

We have completed four acquisitions during the three years ended December 31, 2013: CNB (FDIC-assisted transaction that closed February 2011); PDNB (FDIC-assisted transaction that closed April 2012); FAB (open bank transaction that closed March 2013); and SDTB (open bank transaction that closed June 2013). These acquisitions affect the comparability of our reported financial information as the operating results of the acquired entities are included in our operating results only from their respective acquisition dates. For further information on our acquisitions completed in fiscal year 2013, see Note 20 to the Consolidated Financial Statements included in Item 8 hereof.

## Recent Developments

On November 18, 2013, the Company announced that it had entered into a definitive agreement to acquire privately held Infinity Holdings and its wholly owned operating subsidiary, IFC, a national lender to franchisees in the QSR industry, and other direct and indirect subsidiaries utilized in its business. The acquisition was completed on January 30, 2014, whereby we acquired \$80.8 million in assets, \$709,000 in liabilities and paid off their credit facility of \$67.6 million. Infinity had no delinquent loans or adversely classified assets as of the acquisition date. The acquisition of Infinity is expected to further diversify our loan portfolio with C&I and owner-occupied CRE loans, to deploy excess liquidity into higher yielding assets, to positively impact our net interest margin and to further leverage our strong capital base. The QSR franchisee lending business is a niche market that provides attractive growth opportunities for us in the future. The value of the total consideration paid for the Infinity acquisition was \$16.9 million, which consisted of \$9.0 million paid in cash and the issuance of 562,469 shares of the Corporation's stock, which was valued at \$16.02 per share as measured by the 10-day average closing price immediately prior to closing of the transaction. The acquisition is expected to be accretive to our 2014 earnings per share.

## Critical Accounting Policies and Estimates

We have established various accounting policies that govern the application of accounting principles generally accepted in the United States of America in the preparation of the Company's financial statements in Item 8 hereof. The Company's significant accounting policies are described in the Note 1 to the Consolidated Financial Statements. Certain accounting policies require management to make estimates and assumptions that have a material impact on the carrying value of certain assets and liabilities; management considers these to be critical accounting policies. The estimates and assumptions management uses are based on historical experience and other factors, which management believes to be reasonable under the circumstances. Actual results could differ significantly from these estimates and assumptions, which could have a material impact on the carrying value of assets and liabilities at consolidated statements of financial condition dates and the Company's results of operations for future reporting periods.

We consider the determination of ALLL and the determination of the OTTI of investment securities to be among our critical accounting policies that require judicious estimates and assumptions in the preparation of the Company's financial statements that is particularly susceptible to significant change. For further information on the ALLL, see "Business—Allowances for Loan Losses" and Note 1 to the Consolidated Financial Statements in Item 8 hereof. For further information on OTTI of investment securities, see "Business—Investment Activities" and Note 1 to the Consolidated financial Statements in Item 8 hereof.

## Allowance for Loan Losses

The Company maintains an ALLL at a level deemed appropriate by management to provide for known or inherent risks in the portfolio at the consolidated statements of financial condition date. The Company has implemented and adheres to an internal asset review system and loss allowance methodology designed to provide for the detection of problem assets and an adequate allowance to cover loan losses. Management's determination of the adequacy of

ALLL is based on an evaluation of the composition of the portfolio, actual loss experience, industry charge-off experience on income property loans, current economic conditions, and other relevant factors in the area in which the Company's lending and real estate activities are based. These factors may affect the borrowers' ability to pay and the value of the underlying collateral. The allowance is calculated by applying loss factors to loans held for investment according to loan program type and loan classification. The loss factors are established based primarily upon the Bank's historical loss experience and the industry charge-off experience and are evaluated on a quarterly basis. Various regulatory agencies, as an integral part of their examination process, periodically review the Company's ALLL. Such agencies may require the Bank to recognize additions to the allowance based on judgments different from those of management. In the opinion of management, and in accordance with the credit loss allowance methodology, the present allowance is considered adequate to absorb estimable and probable credit losses. Additions and reductions to the allowance are reflected in current operations. Charge-offs to the allowance are made when specific assets are considered uncollectible or are transferred to OREO and the fair value of the property is less than the loan's recorded investment. Recoveries are credited to the allowance.

Although management uses the best information available to make these estimates, future adjustments to the allowance may be necessary due to economic, operating, regulatory and other conditions that may be beyond the Company's control.

We account for acquisitions under the purchase accounting method. All identifiable assets acquired and liabilities assumed are recorded at fair value. We review each loan or loan pool acquired to determine whether there is evidence of deterioration in credit quality since inception and if it is probable that the Company will be unable to collect all amounts due under the contractual loan agreements. We consider expected prepayments and estimated cash flows including principal and interest payments at the date of acquisition. The amount in excess of the estimated future cash flows is not accreted into earnings. The amount in excess of the estimated future cash flows over the book value of the loan is accreted into interest income over the remaining life of the loan (accretable yield). The Company records these loans on the acquisition date at their net realizable value. Thus, an allowance for estimated future losses is not established on the acquisition date. We refine our estimates of the fair value of loans acquired for up to one year from the date of acquisition. Subsequent to the date of acquisition, we update the expected future cash flows on loans acquired. Losses or a reduction in cash flow which arise subsequent to the date of acquisition are reflected as a charge through the provision for loan losses. An increase in the expected cash flows adjusts the level of the accretable yield recognized on a prospective basis over the remaining life of the loan.

#### Other-Than-Temporary Impairment of Investment Securities

The Company has investment securities classified available for sale. Under the available for sale classification, securities can be sold in response to certain conditions, such as changes in interest rates, fluctuations in deposit levels or loan demand or need to restructure the portfolio to better match the maturity of interest rate characteristics of liabilities with assets. Securities classified as available for sale are accounted for at their current fair value. Unrealized holding gains and losses, net of tax, are excluded from earnings and reported as a separate component of stockholders' equity as accumulated other comprehensive income.

At each reporting date, investment securities available for sale are assessed to determine whether there is OTTI. If it is probable that the Company will be unable to collect all amounts due from the contractual terms of a debt security, OTTI is charged to operations with a corresponding write-down to the fair value of the security. These related write-downs are included in operations as realized losses in the category of OTTI loss on investment securities, net. In estimating OTTI losses, management considers: (i) the length of time and the extent to which the market value has been less than cost; (ii) the financial condition and near-term prospects of the issuer; (iii) the intent and ability of the Company to retain its investment in a security for a period of time sufficient to allow for any anticipated recovery in market value; and (iv) general market conditions which reflect prospects for the economy as a whole, including interest rates and sector credit spreads.

## Operating Results

Overview. The Company reported net income for 2013 of \$9.0 million or \$0.54 per share on a diluted basis, compared with net income of \$15.8 million or \$1.44 per share on a diluted basis for 2012 and net income of \$10.6 million or \$0.99 per share on a diluted basis for 2011.

The Company's pre-tax income totaled \$14.6 million in 2013, compared with a pre-tax income of \$25.8 million in 2012. The \$11.2 million decrease in the Company's pre-tax income for 2013, compared to 2012 was primarily due to:

- Higher compensation and benefits expenses of \$6.9 million in 2013, primarily related to an increase in staff from our acquisition activity and internal growth;
  - Higher merger related expenses in 2013 of \$6.4 million related to the FAB and SDTB acquisitions;
  - A bargain purchase gain in 2012 of \$5.3 million related to the Palm Desert National Acquisition;
- Increases in premises and occupancy expenses of \$1.7 million, deposit expenses of \$1.6 million, other expenses of \$1.6 million and data processing and communications expense of \$1.1 million, all of which are related to acquisition activity and organic growth in 2013; and
  - Higher provision for loan losses of \$1.1 million in 2013.

These decreases to the Company's pre-tax income for 2013 were partially offset by higher net interest income of \$11.2 million, which was primarily related to an increase in interest earning assets from our acquisition activity and organic growth, higher net gains from the sales of loans of \$2.6 million and lower expense in OREO operations of \$1.0 million.

The Company's pre-tax income totaled \$25.8 million in 2012, compared with a pre-tax income of \$17.0 million in 2011. The \$8.8 million increase in the Company's pre-tax income for 2012, compared to 2011 was partially related to the Palm Desert National Acquisition from the FDIC, as receiver, that was consummated in April 2012; a \$7.7 million increase in net interest income due to a higher net interest margin and a higher level of interest earning assets; a \$6.1 million increase in noninterest income, primarily due to a \$4.2 million increase on gain from loan sales and a \$1.2 million increase in gain on acquisition; and a \$2.5 million lower provision for loan losses. Partially offsetting these favorable items was a \$5.0 million increase in noninterest expense as result of the Palm Desert National Acquisition, which expenses were primarily associated with higher costs related to compensation of \$3.1 million, data processing of \$947,000, legal and audit of \$696,000 and premises and occupancy of \$569,000.

For 2013, our return on average assets was 0.62% and our return on average equity was 5.61%. These returns were down from our 2012 returns of 1.52% on average assets and 16.34% on average equity and our 2011 returns of 1.12% on average assets and 12.91% on average equity.

Net Interest Income. Our primary source of revenue is net interest income, which is the difference between the interest and dividends earned on loans, mortgage-backed securities and investment securities ("interest-earning assets") and the interest paid on deposits and borrowings ("interest-bearing liabilities"). The difference between the yield on interest-earning assets and the cost of interest-bearing liabilities ("net interest rate spread") and the relative dollar amount of these assets and liabilities principally affects our net interest income.

For 2013, net interest income totaled \$58.2 million, up \$12.4 million or 27.0% over net interest income in 2012. The increase reflected an increase in interest-earning assets of \$400.0 million, partially offset by a decrease in the net interest margin of 44 basis points to 4.18%. The increase in interest-earning assets was primarily related to the acquisitions of FAB and SDTB and our organic loan growth. The decrease in net interest margin is mainly attributable to a decrease in yield on average interest-earning assets of 78 basis points, primarily from a higher mix of lower yielding investment securities and cash, which were acquired in our acquisitions of FAB and SDTB, and a decrease in our loan portfolio yield. The weighted average loan portfolio rate at the end of 2013 was 4.95%, 49 basis points lower than the weighted average loan portfolio rate at the end of 2012 and primarily reflected lower rates on

loan originations during the period. Partially offsetting the lower yield on average interest-earning assets was a decrease in deposit costs of 34 basis points primarily resulting from an improved mix of lower deposits acquired from FAB and SDTB and lower pricing on certificates of deposit.

Net interest income totaled \$45.8 million in 2012, up \$5.2 million or 12.7% from 2011, reflecting a higher net interest margin and a \$98.9 million or 11.1% increase in average interest-earning assets. The increase in average interest-earning assets was primarily related to newly originated loans, purchased loans and loans acquired in the Palm Desert National Acquisition. Compared to 2011, our net interest margin increased 7 basis points to 4.62% in 2012, primarily as a result of a decrease in the costs on interest-bearing liabilities of 37 basis points to 0.77% which more than offset the decrease in the interest-earning asset yield of 28 basis points to 5.34%. The decline in our interest-earning asset yield in 2012 was primarily from a lower yield on loans of 44 basis points, partially offset by an improved mix of higher yielding loans within interest-earning assets. The reduction in deposit costs is primarily associated with our acquisition of Palm Desert National Bank, which added \$80.9 million in deposits at a weighted average cost of 42 basis points as of the closing of the transaction, excluding the runoff of \$34.1 million in wholesale certificates of deposit in the month subsequent to the acquisition.

The following table presents for the periods indicated the average dollar amounts from selected balance sheet categories calculated from daily average balances and the total dollar amount, including adjustments to yields and costs, of:

- Interest income earned from average interest-earning assets and the resultant yields; and
- Interest expense incurred from average interest-bearing liabilities and resultant costs, expressed as rates.

The table also sets forth our net interest income, net interest rate spread and net interest rate margin for the periods indicated. The net interest rate spread represents the difference between the yield on interest-earning assets and the cost of interest-bearing liabilities. The net interest rate margin reflects the relative level of interest-earning assets to interest-bearing liabilities and equals our net interest rate spread divided by average interest-earning assets for the year.

	For the Year Ended December 31,											
	2013				2012				2011			
	Average Balance	Average Interest	Average Yield/Cost		Average Balance	Average Interest	Average Yield/Cost		Average Balance	Average Interest	Average Yield/Cost	
	(dollars in thousands)											
<b>Assets</b>												
<b>Interest-earning assets:</b>												
Cash and cash equivalents	\$93,272	\$184	0.20 %		\$63,485	\$110	0.17 %		\$61,014	\$121	0.20 %	
Federal funds sold	26	-	0.00 %		27	-	0.00 %		6,821	5	0.07 %	
Investment securities	266,854	5,527	2.07 %		142,534	3,178	2.23 %		139,770	3,730	2.67 %	
Loans receivable, net (1)	1,031,740	57,807	5.60 %		785,880	49,659	6.32 %		685,434	46,369	6.76 %	
Total interest-earning assets	1,391,892	63,518	4.56 %		991,926	52,947	5.34 %		893,039	50,225	5.62 %	
Noninterest-earning assets	49,663				44,203				49,340			
Total assets	\$1,441,555				\$1,036,129				\$942,379			

<b>Liabilities and Equity</b>												
Interest-bearing deposits:												
Interest checking	\$94,718	\$116	0.12	%	\$56,061	\$82	0.15	%	\$56,437	\$130	0.23	%
Money market	367,769	1,017	0.28	%	166,787	724	0.43	%	135,983	901	0.66	%
Savings	78,815	123	0.16	%	86,619	269	0.31	%	92,195	517	0.56	%
Time	325,439	2,809	0.86	%	411,442	4,778	1.16	%	416,245	6,740	1.62	%
<b>Total interest-bearing deposits</b>												
	866,741	4,065	0.47	%	720,909	5,853	0.81	%	700,860	8,288	1.18	%
FHLB advances and other borrowings												
	71,447	984	1.38	%	37,654	970	2.58	%	35,130	998	2.84	%
Subordinated debentures												
	10,310	307	2.98	%	10,310	326	3.16	%	10,310	310	3.01	%
<b>Total borrowings</b>												
	81,757	1,291	1.58	%	47,964	1,296	2.70	%	45,440	1,308	2.88	%
<b>Total interest-bearing liabilities</b>												
	948,498	5,356	0.56	%	768,873	7,149	0.93	%	746,300	9,596	1.29	%
Noninterest-bearing												
	318,985				\$160,851				\$106,291			
Other liabilities												
	13,681				9,848				7,902			
<b>Total liabilities</b>												
	1,281,164				939,572				860,493			
Stockholders' equity												
	160,391				96,557				81,886			
<b>Total liabilities and equity</b>												
	\$1,441,555				\$1,036,129				\$942,379			
<b>Net interest income</b>												
		\$58,162				\$45,798				\$40,629		
Net interest rate spread												
			4.00	%			4.41	%			4.34	%
<b>Net interest margin</b>												
			4.18	%			4.62	%			4.55	%
Ratio of interest-earning assets to interest-bearing liabilities												
			146.75	%			129.01	%			119.66	%

(1) Average balance includes loans held for sale and nonperforming loans and is net of deferred loan origination fees, unamortized discounts and premiums, and ALLL.

Changes in our net interest income are a function of changes in both volumes and rates of interest-earning assets and interest-bearing liabilities. The following table presents the impact the volume and rate changes have had on our net interest income for the years indicated. For each category of interest-earning assets and interest-bearing liabilities, we have provided information on changes to our net interest income with respect to:

- Changes in volume (changes in volume multiplied by prior rate);
- Changes in interest rates (changes in interest rates multiplied by prior volume); and
- The change or the combined impact of volume and rate changes allocated proportionately to changes in volume and changes in interest rates.

Year Ended December 31,      Year Ended December 31,  
2013 Compared to              2012 Compared to



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	Year Ended December 31, 2012			Year Ended December 31, 2011		
	Increase (decrease) due to Average Rate	Increase (decrease) due to Average Volume	Increase (decrease) due to Net	Increase (decrease) due to Average Rate	Increase (decrease) due to Average Volume	Increase (decrease) due to Net
	(in thousands)					
<b>Interest-earning assets</b>						
Cash and cash equivalents	\$15	\$59	\$74	\$(16 )	\$5	\$(11 )
Federal funds sold	-	-	-	(3 )	(2 )	(5 )
Investment securities	(243 )	2,592	2,349	(625 )	73	(552 )
Loans receivable, net	(6,120)	14,268	8,148	(3,215)	6,505	3,290
Total interest-earning assets	(6,348)	16,919	10,571	(3,859)	6,581	2,722
<b>Interest-bearing liabilities</b>						
Transaction accounts	(476 )	657	181	(604 )	131	(473 )
Retail certificates of deposit	(1,088)	(881 )	(1,969 )	(1,971)	9	(1,962)
FHLB advances and other borrowings	(590 )	604	14	(96 )	68	(28 )
Subordinated debentures	(19 )	-	(19 )	16	-	16
Total interest-bearing liabilities	(2,173)	380	(1,793 )	(2,655)	208	(2,447)
Changes in net interest income	\$(4,175)	\$16,539	\$12,364	\$(1,204)	\$6,373	\$5,169

Provision for Loan Losses. For 2013, we recorded a \$1.9 million provision for loan losses, up from \$751,000 recorded in 2012. The \$1.1 million increase in the provision for loan losses was primarily attributable to the growth in our loan portfolio during the period, including the loans acquired from FAB and SDTB. Net loan charge-offs for 2013 amounted to \$1.7 million, up from \$1.3 million in 2012. Charge-offs in 2013 were primarily attributable to loans that we acquired from our FDIC-assisted transactions.

We recorded a \$751,000 provision for loan losses for 2012, compared with a \$3.3 million provision recorded in 2011. Net loan charge-offs amounted to \$1.3 million in 2012, down \$2.3 million from \$3.6 million experienced during 2011. The loan charge-offs for 2012 were primarily attributable to loans that we acquired from our FDIC-assisted transactions.

Noninterest Income. For 2013, noninterest income totaled \$9.1 million, down from \$12.6 million recorded in 2012. The decrease of \$3.5 million or 27.8% was primarily related to the one-time bargain purchase gain of \$5.3 million recorded from the acquisition of Palm Desert National in 2012, the net gain of \$597,000 from the sale of our

corporate offices and associated fixed assets in 2012 and lower net gains from the sale of investment securities of \$409,000 in 2013, partially offset by an increase in gain on sale of loans of \$2.6 million.

For 2012, our noninterest income totaled \$12.6 million, compared with \$6.5 million in 2011. The increase of \$6.1 million or 93.8% was primarily due to net gains of \$628,000 from the sale of \$28.2 million of loans in 2012, compared to losses of \$3.6 million on the sale of \$42.2 million loans in 2011, a larger bargain purchase pre-tax gain on our FDIC-assisted transactions of \$1.2 million in 2012; and an improvement in OTTI loss on investment securities of \$458,000 in 2012.

**Noninterest Expense.** For 2013, noninterest expense totaled \$50.8 million, up \$19.0 million or 59.5% from 2012. The increase included non-recurring merger-related expenses of \$6.9 million in 2013, compared to \$500,000 in 2012. Excluding OREO operations and legal, audit and professional expense, each of the other categories of noninterest expense increased in 2013 primarily due to costs associated with the acquisitions of FAB and SDTB and costs associated with the expansion of our lending platform to increase loan production. Other real estate owned operations decreased \$1.0 million primarily related to less activity in the category.

For 2012, noninterest expense totaled \$31.9 million, up \$5.0 million or 18.4% from 2011. The increase was primarily related to a \$3.1 million increase in compensation and benefits costs as a result of increased head count and termination costs from the Palm Desert National Acquisition and an expansion of our lending area to increase loan production; an increase in data processing and communication costs of \$947,000, primarily from running two core systems and system conversion costs associated with the Palm Desert National Acquisition; an increase in legal and audit costs of \$696,000; and an increase in premises and occupancy costs of \$569,000, partially offset by a decrease in marketing expense of \$429,000. Of the total noninterest expense recorded during 2012, there were one-time costs of \$500,000 relating to the Palm Desert National Acquisition and legal and audit expense of \$404,000 relating to the pending acquisition of FAB.

Our efficiency ratio was 64.68% for 2013, compared to 57.41% for 2012 and 56.50% for 2011. The increase in the efficiency ratio in 2013 compared to the prior periods was primarily related to the time required to redeploy the liquidity received from the acquisitions we completed in 2013 and the expansion of our lending platform to increase loan production.

**Income Taxes.** The Company recorded income taxes of \$5.6 million in 2013, compared with \$10.0 million in 2012 and \$6.4 million in 2011. Our effective tax rate was 38.3% for 2013, 38.8% for 2012, and 37.7% for 2011. The effective tax rate in each year is affected by various items, including enterprise zone net interest deductions, interest expense related to payments of prior year taxes, and adjustments to income tax reserves related to management's favorable assessment of our income tax exposure. The net impact of these items were expense reductions of \$265,000 in 2013, \$755,000 in 2012, \$577,000 in 2011. See Note 11 to the Consolidated Financial Statements included in Item 8 hereof for further discussion of income taxes and an explanation of the factors which impact our effective tax rate.

#### Financial Condition

At December 31, 2013, total assets of the Company were \$1.7 billion, up \$540.4 million or 46.0% from total assets of \$1.2 billion at December 31, 2012. The increase in assets since year-end 2012 was primarily related to the acquisition of FAB, which added assets at the acquisition date of \$394.1 million, partially offset by \$78.5 million of FAB deposits held by the Bank prior to the acquisition; the acquisition of SDTB, which added assets at the acquisition date of \$201.1 million; and an increase in borrowings of \$88.6 million primarily to increase cash in anticipation of consummating the acquisition of Infinity and to fund organic loan growth. Partially offsetting these increases in assets was the liquidity used to primarily reduce higher-cost deposits by \$90.2 million.

Investment securities available for sale totaled \$256.1 million at December 31, 2013, up \$172.0 million or 204.6% from December 31, 2012. The increase in securities since year-end 2012 was primarily due to the FAB acquisition,

which added \$222.4 million of investment securities at the acquisition date; the SDTB acquisition, which added \$124.8 million at the acquisition date; and purchases of \$101.3 million of investment securities, partially offset by the sale of \$232.5 million of securities and principal pay downs of \$33.7 million. The purchase of investment securities primarily related to investing excess liquidity received from our acquisitions completed in 2013, while the sales were made to help fund loan production and improve our interest-earning asset mix by redeploying investment securities dollars into loans.

Net loans held for investment totaled \$1.2 billion at December 31, 2013, an increase of \$257.7 million or 26.5% from December 31, 2012. The increase in loans from December 31, 2012 included \$26.4 million in loans from the FAB acquisition and \$42.4 million in loans from the SDTB acquisition, and was primarily associated with increases in real estate loans of \$217.0 million, commercial owner occupied loans of \$70.2 million and commercial and industrial loans of \$71.7 million compared to year-end 2012. Partially offsetting these increases was a decrease in warehouse facility loans of \$108.2 million. The end of period utilization rates for the warehouse repurchase facility credits decreased from 73.4% at December 31, 2013 to 29.7% at December 31, 2013.

At December 31, 2013, total deposits were \$1.3 billion, up \$401.5 million or 44.4% from December 31, 2012. The increase in deposits since year-end 2012 was primarily related to the FAB and SDTB acquisitions. In the first quarter of 2013, the FAB acquisition added deposits of \$356.8 million at a cost of 21 basis points at the acquisition date. In the second quarter of 2013, the SDTB acquisition added deposits of \$183.9 million at a cost of 23 basis points at the acquisition date. Excluding the acquired deposits and \$49.0 million of FAB deposits held by us at December 31, 2013, we had an adjusted net decrease in deposits of \$90.2 million in 2013, which primarily resulted from lowering our pricing on certificates of deposits, resulting in a desired runoff upon maturity. These deposit changes have increased the mix of our transaction accounts to 75.9% of total deposits at December 31, 2013, up from 60.1% at December 31, 2012.

At December 31, 2013, total borrowings amounted to \$214.4 million, up \$88.6 million or 70.4% from December 31, 2012. The increase in borrowings was primarily related to an increase in FHLB overnight advances taken out to fund our organic loan growth and to increase cash to cover volatility in warehouse lending and in anticipation of consummating the acquisition of Infinity. Additionally, repurchase agreement debt increased \$18.6 million, which was related to our homeowners' association business, which grew significantly following the FAB acquisition. At December 31, 2013, total borrowings represented 12.5% of total assets, compared with 10.7% of total assets at December 31, 2012.

At December 31, 2013, our stockholders' equity amounted to \$175.2 million, compared with \$134.5 million at December 31, 2012. The increase of \$40.7 million or 30.3% in stockholders' equity is primarily due to \$35.9 million in additional paid-in capital primarily associated with stock issued in connection with the completion of FAB and SDTB acquisitions in 2013 and net income in 2013 of \$9.0 million, partially offset by a change in unrealized loss on investment securities net of tax of \$4.2 million recorded in accumulated other comprehensive gain (loss) category.

## Liquidity

Our primary sources of funds are principal and interest payments on loans, deposits, FHLB advances and other borrowings. While maturities and scheduled amortization of loans are a predictable source of funds, deposit flows and loan prepayments are greatly influenced by general interest rates, economic conditions and competition. We seek to maintain a level of liquid assets to ensure a safe and sound operation. Our liquid assets are comprised of cash and unpledged investments. As part of our daily monitoring, we calculate a liquidity ratio by dividing the sum of cash balances plus unpledged securities by the sum of deposits that mature in one year or less plus transaction accounts and FHLB advances. At December 31, 2013, our liquidity ratio was 15.90%, compared with 10.13% at December 31, 2012 and 18.13% at December 31, 2011. The increase in the liquidity ratio at December 31, 2013 compared to December 31, 2012 is primarily related to an increase in cash in anticipation of consummating the acquisition of IFC.

We believe our level of liquid assets is sufficient to meet current anticipated funding needs. At December 31, 2013, liquid assets of the Company represented approximately 13.0% of total assets, compared to 8.21% at December 31, 2012 and 14.1% at December 31, 2011. At December 31, 2013, the Company had seven unsecured lines of credit with other correspondent banks to purchase federal funds totaling \$59.0 million, one reverse repo line with a correspondent bank of \$50.0 million and access through the Federal Reserve Bank discount window to borrow \$3.3 million, as business needs dictate. We also have a line of credit with the FHLB allowing us to borrow up to 45% of the Bank's total assets. At December 31, 2013, we had a borrowing capacity of \$383.7 million, based on collateral pledged at the FHLB, with \$156.0 million outstanding in overnight borrowing. The FHLB advance line is collateralized by eligible loans, securities and FHLB stock. At December 31, 2013, we had approximately \$549.7 million of collateral pledged to secure FHLB borrowings.

At December 31, 2013, we had outstanding commitments to originate or purchase loans for \$18.0 million, compared with \$6.7 million at December 31, 2012.

At December 31, 2013, the Company's loan to deposit and borrowing ratio was 81.8%, compared with 95.7% at December 31, 2012. The decrease in the ratio from year-end 2012 to 2013 was primarily associated with our deposits and borrowings increasing at a faster rate relative to our loan originations during the period. The significant growth in our deposits during 2013 was primarily related to the deposits that we acquired in connection with the FAB and SDTB acquisitions. Certificates of deposit, which are scheduled to mature in one year or less from December 31, 2013, totaled \$202.5 million. We expect to retain a substantial portion of the maturing certificates of deposit at maturity.

The Company has a policy in place that permits the purchase of brokered funds, in an amount not to exceed 5% of total deposits, as a secondary source for funding. At December 31, 2013 and 2011, the Company had no brokered time deposits.

The Corporation is a company separate and apart from the Bank that must provide for its own liquidity. The Corporation's primary sources of liquidity are dividends from the Bank. There are statutory and regulatory provisions that limit the ability of the Bank to pay dividends to the Corporation. Management believes that such restrictions will not have a material impact on the ability of the Corporation to meet its ongoing cash obligations.

The Financial Code provides that a bank may not make a cash distribution to its stockholders in excess of the lesser of (i) bank's retained earnings; or (ii) bank's net income for its last three fiscal years, less the amount of any distributions made by the bank or by any majority-owned subsidiary of the bank to the stockholders of the bank during such period. However, a bank may, with the approval of the DBO, make a distribution to its stockholders in an amount not exceeding the greatest of (x) its retained earnings; (y) its net income for its last fiscal year; or (z) its net income for its current fiscal year. In the event that the DBO determines that the stockholders' equity of a bank is inadequate or that the making of a distribution by the bank would be unsafe or unsound, the DBO may order the bank to refrain from making a proposed distribution. Under these provisions, the amount available for distribution from the Bank to the Corporation was approximately \$34.8 million at December 31, 2013.

#### Capital Resources

The Corporation and the Bank are subject to various regulatory capital requirements administered by federal banking agencies. Failure to meet minimum capital requirements can trigger certain mandatory and possibly additional discretionary actions by regulators that, if undertaken, could have a direct material effect on our financial condition and results of operations. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Bank must meet specific capital guidelines that involve quantitative measures of the Bank's assets, liabilities and certain off-balance sheet items as calculated under regulatory accounting practices. The Bank's capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings and other factors.

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At December 31, 2013, the Bank's leverage capital amounted to \$160.5 million and risk-based capital amounted to \$168.7 million. At December 31, 2012, the Bank's leverage capital was \$129.1 million and risk-based capital was \$137.0 million. Pursuant to regulatory guidelines under prompt corrective action rules, a bank must have total risk-based capital of 10.00% or greater, Tier 1 risk-based capital of 6.00% or greater and Tier I capital to adjusted tangible assets of 5.00% or greater to be considered "well capitalized." At December 31, 2013, the Bank's total risk-based capital ratio was 12.97%, Tier 1 risk-based capital ratio was 12.34% and Tier I to adjusted tangible assets capital ratio was 10.03%. See Note 2 to the Consolidated Financial Statements included in Item 8 hereof for a discussion of the Bank's and Company's capital ratios.

Contractual Obligations and Commitments

The Company enters into contractual obligations in the normal course of business as a source of funds for its asset growth and to meet required capital needs. The following schedule summarizes maturities and payments due on our obligations and commitments, excluding accrued interest, at the date indicated:

	At December 31, 2013				Total
	Less than 1 year	1 to 3 years	3 to 5 years	More than 5 years	
	(in thousands)				
Contractual Obligations					
FHLB advances	\$ 156,000	\$-	\$-	\$-	\$ 156,000
Other borrowings	19,591	-	-	28,500	48,091
Subordinated debentures	-	-	-	10,310	10,310
Certificates of deposit	202,499	108,362	3,134	661	314,656
Operating leases	2,837	5,128	3,744	2,344	14,053
Total contractual cash obligations	\$ 380,927	\$ 113,490	\$ 6,878	\$ 41,815	\$ 543,110

Off-Balance Sheet Arrangements

The following table summarizes our contractual commitments with off-balance sheet risk by expiration period at the date indicated:

	At December 31, 2013				Total
	Less than 1 year	1 to 3 years	3 to 5 years	More than 5 years	
	(in thousands)				
Other unused commitments:	\$-	\$ 1,823	\$ 207	\$ 4,665	\$ 6,695

Home equity lines of credit					
Construction	2,363	21,709	-	-	24,072
Commercial lines of credit	37,415	14,795	1,301	247,542	301,053
Other lines of credit	123	644	5	429	1,201
Standby letters of credit	445	19	-	3,696	4,160
Total commitments	\$40,346	\$38,990	\$1,513	\$256,332	\$337,181

See Note 14 to the Consolidated Financial Statements in Item 8 hereof for narrative disclosure regarding off-balance sheet arrangements.

### Impact of Inflation and Changing Prices

Our consolidated financial statements and related data presented in this annual report on Form 10-K have been prepared in accordance with accounting principles generally accepted in the United States which require the measurement of financial position and operating results in terms of historical dollar amounts (except with respect to securities classified as available for sale which are carried at market value) without considering the changes in the relative purchasing power of money over time due to inflation. The impact of inflation is reflected in the increased cost of our operations. Unlike most industrial companies, substantially all of our assets and liabilities are monetary in nature. As a result, interest rates have a greater impact on our performance than do the effects of general levels of inflation. Interest rates do not necessarily move in the same direction or to the same magnitude as the price of goods and services.

### Impact of New Accounting Standards

See Note 1 to the Consolidated Financial Statements included in Item 8 hereof for a listing of recently issued accounting pronouncements and the impact of them on the Company.

## ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

### Asset/Liability Management and Market Risk

Market risk is the risk of loss or reduced earnings from adverse changes in market prices and interest rates. Our market risk arises primarily from interest rate risk in our lending and deposit taking activities. Interest rate risk primarily occurs to the degree that our interest-bearing liabilities reprice or mature on a different basis and frequency than our interest-earning assets. Since our earnings depend primarily on our net interest income, which is the difference between the interest and dividends earned on interest-earning assets and the interest paid on interest-bearing liabilities, our principal objectives are to actively monitor and manage the effects of adverse changes in interest rates on net interest income.

In addition to the interest rate risk associated with our lending for investment and deposit-taking activities, we also have market risk associated with loans held for sale. Changes in interest rates, primarily fixed rate loans, impact the fair value of loans held for sale. Rising interest rates typically result in a decrease in loan market value while declining interest rates typically result in an increase in loan market value.

Our Asset/Liability Committee is responsible for implementing the Bank's interest rate risk management policy which sets forth limits established by the board of directors of acceptable changes in net interest income and economic value of equity ("EVE") from specified changes in interest rates. Our Asset/Liability Committee reviews, among other items, economic conditions, the interest rate outlook, the demand for loans, the availability of deposits and borrowings, and our current operating results, liquidity, capital and interest rate exposure. Based on these reviews, our Asset/Liability Committee formulates a strategy that is intended to implement the objectives set forth in our business plan without exceeding the net interest income and EVE limits set forth in our guidelines approved by our board of directors.

**Interest Rate Risk Management.** The principal objective of the Company's interest rate risk management function is to evaluate the interest rate risk included in certain balance sheet accounts, determine the level of appropriate risk and manage the risk consistent with prudent asset and liability concentration guidelines approved by our board of directors. We monitor asset and liability maturities and repricing characteristics on a regular basis and review various simulations and other analyses to determine the potential impact of various business strategies in controlling the Company's interest rate risk and the potential impact of those strategies upon future earnings under various interest rate scenarios. Our primary strategy in managing interest rate risk is to emphasize the origination for investment of adjustable rate loans or loans with relatively short maturities. Interest rates on adjustable rate loans are primarily tied to 3-month or 6-month LIBOR index, 12-month moving average of yields on actively traded U.S. Treasury securities adjusted to a constant maturity of one year ("MTA") index and the Wall Street Journal Prime Rate ("Prime") index. Also as part of this strategy, we seek to lengthen our deposit maturities when deposit rates are considered in the lower end of the interest rate cycle and shorten our deposit maturities when deposit rates are considered in the higher end of the interest rate cycle.

Management monitors its interest rate risk as such risk relates to its operational strategies. The Company's board of directors reviews on a quarterly basis the Company's asset/liability position, including simulations of the effect on the Bank's capital in various interest rate scenarios. The extent of the movement of interest rates, higher or lower, is an uncertainty that could have a negative impact on the earnings of the Company. If interest rates rise we may be subject to interest rate spread compression, which would adversely impact our net interest income. This is primarily due to the lag in repricing of the indices, to which our adjustable rate loans and mortgage-backed securities are tied, as well as the repricing frequencies and interest rate caps and floors on these adjustable rate loans and mortgage-backed securities. The extent of the interest rate spread compression depends, among other things, upon the frequency and severity of such interest rate fluctuations.

**Economic Value of Equity.** The Company's interest rate sensitivity is monitored by management through the use of a model that estimates the change in the Company's EVE under alternative interest rate scenarios, primarily non-parallel interest rate shifts over a twelve month period, 100 basis point increments. The model computes the net present value of capital by discounting all expected cash flows from assets, liabilities under each rate scenario. First, we estimate our net interest income for the next twelve months and the current EVE assuming no change in interest rates from those at period end. Once this "base-case" has been estimated, we make calculations for each of the defined changes in interest rates and include any anticipated differences in the prepayment speeds of loans. We then compare those results against the base case to determine the estimated change to net interest income and EVE due to the changes in interest rates. An EVE ratio is defined as the EVE divided by the market value of assets within the same scenario. The sensitivity measure is the largest decline in the EVE ratio, measured in basis points, caused by an increase or decrease in rates, and the higher an institution's sensitivity measure, the greater exposure it has to interest rate risk.

The following table shows the EVE and projected change in the EVE of the Company at December 31, 2013, assuming non-parallel interest rate shifts over a twelve month period of 100, 200, and 300 basis points ("BP"):

As of December 31, 2013  
(dollars in thousands)

Economic Value of Equity				EVE	
Change					as
in	\$	\$	%	EVE	%
Rates	Amount	Change	Change	Ratio	of
					Portfolio
					Value
					of
					Assets
					%
					Change
					(BP)
+300					198
BP	\$329,196	\$7,785	2.4 %	20.10 %	BP
+200					243
BP	344,940	23,529	7.3 %	20.55 %	BP
+100					261
BP	356,735	35,324	11.0 %	20.73 %	BP
Static	321,411	--	--	18.12 %	--
-100					-117
BP	304,950	(16,461)	(5.1 )%	16.95 %	BP
-200					-238
BP	284,666	(36,745)	(11.4)%	15.74 %	BP
-300					-336
BP	267,831	(53,580)	(16.7)%	14.76 %	BP

It is important to note that the above table is a summary of several forecasts and actual results may vary. The forecasts are based on estimates and assumptions of Management that may turn out to be different and may change over time. Factors affecting these estimates and assumptions include, but are not limited to (1) competitor behavior, (2) economic conditions both locally and nationally, (3) actions taken by the Federal Reserve, (4) customer behavior and (5) Management's responses. Changes that vary significantly from the assumptions and estimates may have significant effects on the Company's EVE. Although the EVE measurement provides an indication of the Company's interest rate risk exposure at a particular point in time, such measurement is not intended to provide a precise forecast of the effect of changes in market interest rates on the Company's net interest income and will differ from actual results.

Selected Assets and Liabilities which are Interest Rate Sensitive. The following table provides information regarding the Company's primary categories of assets and liabilities that are sensitive to changes in interest rates for the year ended December 31, 2013. The information presented reflects the expected cash flows of the primary categories by year, including the related weighted average interest rate. The cash flows for loans are based on maturity and re-pricing date. The loans and MBSs that have adjustable rate features are presented in accordance with their next interest-repricing date. Cash flow information on interest-bearing liabilities, such as passbooks, NOW accounts and money market accounts is also adjusted for expected decay rates, which are based on historical information. In addition, for purposes of cash flow presentation, premiums or discounts on purchased assets and mark-to-market adjustments are excluded from the amounts presented. All certificates of deposit and borrowings are presented by maturity date. The weighted average interest rates for the various assets and liabilities presented are based on the actual rates that existed at December 31, 2013. The degree of market risk inherent in loans with prepayment features may not be completely reflected in the disclosures. Although we have taken into consideration historical prepayment trends adjusted for current market conditions to determine expected maturity categories, changes in prepayment behavior can be triggered by changes in many variables, including market rates of interest. Unexpected changes in these variables may increase or decrease the rate of prepayments from those anticipated. As such, the potential loss



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from such market rate changes may be significantly larger.

	At December 31, 2013												Total Balance	Fair Value
	Maturities and Repricing													
	2014 Year 1	2015 Year 2	2016 Year 3	2017 Year 4	2018 Year 5	Thereafter								
	(dollars in thousands)													
<b>Selected Assets</b>														
<b>Investments and federal funds, other than MBS</b>	\$15,475	\$323	\$1,677	\$2,966	\$5,025	\$84,218						\$109,684	\$109,684	
Weighted average interest rate	1.68	% 0.37	% 0.85	% 0.97	% 1.05	% 2.45							2.21	%
<b>Mortgage - backed securities</b>														
<b>Fixed rate</b>	\$-	\$-	\$-	\$-	\$-	\$149,740						\$149,740	\$149,740	
Weighted average interest rate	0.00	% 0.00	% 0.00	% 0.00	% 0.00	% 2.25							2.21	%
<b>Mortgage - backed securities</b>														
<b>Adjustable rate</b>	\$2,718	\$3,538	\$3,010	\$2,875	\$-	\$-						\$12,141	\$12,141	
Weighted average interest rate	0.44	% 1.36	% 1.63	% 1.08	% 0.00	% 0.00							1.16	%
<b>Gross Loans - fixed rate</b>														
<b>Weighted average interest rate</b>	\$11,087	\$19,318	\$15,450	\$20,429	\$13,485	\$169,102						\$248,871	\$201,327	
Weighted average interest rate	5.51	% 6.15	% 5.43	% 6.51	% 5.49	% 4.91							5.23	%
<b>Gross Loans - adjustable rate</b>														
<b>Weighted average interest rate</b>	\$436,813	\$22,447	\$28,947	\$157,610	\$226,629	\$121,935						\$994,381	\$1,028,989	
Weighted average interest rate	5.28	% 4.21	% 4.53	% 4.58	% 4.64	% 4.49							4.88	%
<b>Total interest-sensitive assets</b>														
<b>Weighted average interest rate</b>	\$466,093	\$45,626	\$49,084	\$183,880	\$245,139	\$524,995						\$1,514,817	\$1,501,881	
Weighted average interest rate	5.14	% 4.79	% 4.51	% 4.68	% 4.62	% 3.66							4.45	%
<b>Selected Liabilities</b>														
<b>Interest-bearing transaction</b>	\$624,875	\$-	\$-	\$-	\$-	\$-						\$624,875	\$624,875	

<b>accounts</b>														
Weighted average interest rate	0.24	%	0.00	%	0.00	%	0.00	%	0.00	%	0.00	%	0.24	%
Certificates of deposit	\$202,499		\$101,263		\$7,099		\$1,164		\$1,970		\$661		\$314,656	\$301,007
Weighted average interest rate	0.73	%	1.16	%	1.11	%	1.61	%	1.41	%	0.96	%	0.88	%
FHLB advances	\$156,000		\$-		\$-		\$-		\$-		\$-		\$156,000	\$156,000
Weighted average interest rate	0.06	%	0.00	%	0.00	%	0.00	%	0.00	%	0.00	%	0.06	%
Other borrowings and subordinated debentures	\$48,091		\$-		\$-		\$-		\$-		\$10,310		\$58,401	\$53,754
Weighted average interest rate	1.96	%	0.00	%	0.00	%	0.00	%	0.00	%	2.99	%	2.14	%
Total interest-sensitive liabilities	\$1,031,465		\$101,263		\$7,099		\$1,164		\$1,970		\$10,971		\$1,153,932	\$1,135,636
Weighted average interest rate	0.39	%	1.16	%	1.11	%	1.61	%	1.41	%	2.87	%	0.49	%

The Company does not have any direct market risk from foreign exchange or commodity exposures.

## ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

### Report of Independent Registered Public Accounting Firm

Board of Directors and Stockholders  
Pacific Premier Bancorp, Inc. and Subsidiaries  
Irvine, California

We have audited the accompanying consolidated statements of financial condition of Pacific Premier Bancorp, Inc. and Subsidiaries (the "Company") as of December 31, 2013 and 2012, and the related consolidated statements of income, comprehensive income, stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2013. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as, evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2013 and 2012, and the results of its operations, changes in its stockholders' equity, and its cash flows for each of the three years in the period ended December 31, 2013 in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Pacific Premier Bancorp, Inc. and Subsidiaries internal control over financial reporting as of December 31, 2013, based on criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated March 17, 2014, expressed an unqualified opinion.

/s/ Vavrinek, Trine, Day & Co., LLP  
Rancho Cucamonga, California  
March 17, 2014

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Report of Independent Registered Public Accounting Firm

Board of Directors and Shareholders  
Pacific Premier Bancorp and Subsidiaries  
Irvine, California

We have audited Pacific Premier Bancorp and Subsidiaries (the Company) internal control over financial reporting as of December 31, 2013, based on criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the effectiveness of the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in conformity with U.S. generally accepted accounting principles. A company's internal control over financial reporting includes

those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with U.S. generally accepted accounting principles, and the receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2013, based on criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board, the consolidated statements of financial condition of the Company as of December 31, 2013 and 2012 and the related consolidated statements of income, comprehensive income, stockholders' equity and cash flows for the three years in the period ended December 31, 2013, and our report dated March 17, 2014 expressed an unqualified opinion on those financial statements.

/s/ Vavrinek, Trine, Day & Co., LLP  
 Rancho Cucamonga, California  
 March 17, 2014

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PACIFIC PREMIER BANCORP, INC. AND  
 SUBSIDIARIES  
 CONSOLIDATED STATEMENTS OF  
 FINANCIAL CONDITION  
 (dollars in thousands, except share data)

ASSETS	At December 31,	
	2013	2012
Cash and due from banks	\$ 126,787	\$ 59,325
Federal funds sold	26	27
Cash and cash equivalents	126,813	59,352
Investment securities available for sale	256,089	84,066
FHLB stock/Federal Reserve Bank stock, at cost	15,450	11,247
	3,147	3,681

Loans held for sale, net		
Loans held for investment	1,240,123	982,207
Allowance for loan losses	(8,200 )	(7,994 )
Loans held for investment, net	1,231,923	974,213
Accrued interest receivable	6,254	4,126
Other real estate owned	1,186	2,258
Premises and equipment	9,864	8,575
Deferred income taxes	8,477	6,887
Bank owned life insurance	24,051	13,485
Intangible assets	6,628	2,626
Goodwill	17,428	-
Other assets	6,877	3,276
TOTAL ASSETS	\$ 1,714,187	\$ 1,173,792
LIABILITIES AND STOCKHOLDERS' EQUITY		
LIABILITIES:		
Non-interest bearing	\$ 366,755	\$ 213,636
Interest-bearing	939,531	691,132
Total deposits	1,306,286	904,768
FHLB advances and other borrowings	204,091	115,500
Subordinated debentures	10,310	10,310
Accrued expenses and other liabilities	18,274	8,697
Total liabilities	1,538,961	1,039,275
COMMITMENTS AND CONTINGENCIES (Note 12)	-	-
STOCKHOLDERS' EQUITY:		
Common stock, \$.01 par value; 25,000,000 shares authorized; 16,656,279 shares at December 31, 2013 and 13,661,648 shares at December 31, 2012 issued and	166	137

outstanding		
Additional paid-in capital	143,322	107,453
Retained earnings	34,815	25,822
Accumulated other comprehensive income (loss), net of tax (benefit) of (\$2,152) at December 31, 2013, and \$772 at December 31, 2012	(3,077 )	1,105
<b>TOTAL STOCKHOLDERS' EQUITY</b>	<b>175,226</b>	<b>134,517</b>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b>\$ 1,714,187</b>	<b>\$ 1,173,792</b>

See Notes to Consolidated Financial Statements.

PACIFIC PREMIER BANCORP, INC. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF INCOME  
(dollars in thousands, except per share data)

	For the Years ended December 31,		
	2013	2012	2011
<b>INTEREST INCOME</b>			
Loans	\$57,807	\$49,659	\$46,369
Other interest-earning assets	5,711	3,288	3,856
<b>Total interest income</b>	<b>63,518</b>	<b>52,947</b>	<b>50,225</b>
<b>INTEREST EXPENSE</b>			
Deposits	4,065	5,853	8,288
FHLB advances and other borrowings	984	970	998
Subordinated debentures	307	326	310
<b>Total interest expense</b>	<b>5,356</b>	<b>7,149</b>	<b>9,596</b>
<b>NET INTEREST INCOME BEFORE PROVISION FOR LOAN LOSSES</b>	<b>58,162</b>	<b>45,798</b>	<b>40,629</b>
<b>PROVISION FOR LOAN LOSSES</b>	<b>1,860</b>	<b>751</b>	<b>3,255</b>
<b>NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES</b>	<b>56,302</b>	<b>45,047</b>	<b>37,374</b>
<b>NONINTEREST INCOME</b>			
Loan servicing fee income	1,192	941	1,060
Bank and other fee income	1,873	1,940	2,195

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Net gain (loss) from loan sales	3,228	628	(3,605)
Net gain from investment securities	1,544	1,953	1,589
Other-than-temporary-impairment loss on investment securities	(4)	(159)	(617)
Gain on FDIC transactions	-	5,340	4,189
Other income	1,260	1,929	1,702
Total noninterest income	9,093	12,572	6,513
<b>NONINTEREST EXPENSE</b>			
Compensation and benefits	23,018	16,281	13,205
Premises and occupancy	5,797	4,070	3,501
Data processing	3,080	2,366	1,419
OREO operations, net	618	1,653	1,497
FDIC insurance premiums	749	638	809
Legal and audit	1,863	2,134	1,438
Marketing expense	1,088	858	1,287
Office and postage expense	1,313	830	850
Loan related expense	1,009	912	699
Deposit related expense	1,818	188	553
Merger related expense	6,926	-	-
Other expense	3,536	1,924	1,646
Total noninterest expense	50,815	31,854	26,904
<b>INCOME BEFORE INCOME TAX</b>			
TAX	14,580	25,765	16,983
INCOME TAX	5,587	9,989	6,411
NET INCOME	\$8,993	\$15,776	\$10,572
<b>EARNINGS PER SHARE</b>			
Basic	\$0.57	\$1.49	\$1.05
Diluted	\$0.54	\$1.44	\$0.99
<b>WEIGHTED AVERAGE SHARES OUTSTANDING</b>			
Basic	15,798,885	10,571,073	10,092,181
Diluted	16,609,954	10,984,034	10,630,720

See Notes to Consolidated Financial Statements.

PACIFIC PREMIER BANCORP, INC. AND  
SUBSIDIARIES  
CONSOLIDATED STATEMENT OF  
COMPREHENSIVE INCOME  
(dollars in thousands)

For the Years ended December  
31,  
2013      2012      2011

Net Income	\$ 8,993	\$ 15,776	\$ 10,572
Other comprehensive income (loss), net of tax:			
Unrealized holding gains (losses) on securities arising during the period, net of income taxes (benefits) of (\$2.3 million) for 2013, \$1.4 million for 2012 and \$1.5 million for 2011	(3,273)	1,939	2,170
Reclassification adjustment for net gain on sale of securities included in net income, net of income taxes of \$635,000 for 2013, \$801,000 for 2012 and \$651,000 for 2011	(909 )	(1,152 )	(938 )
Net unrealized gain (loss) on securities, net of income taxes (benefits) of (\$2.9) million for 2013, \$551,000 for 2012 and \$860,000 for 2011	(4,182)	787	1,232
Comprehensive Income	\$ 4,811	\$ 16,563	\$ 11,804

See Notes to Consolidated Financial Statements.



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	Accumulated					
	Common		Additional	Retained	Accumulated Other	Total
	Stock	Common	Paid-in	Earnings	Comprehensive	Stockholders'
	Shares	Stock	Capital	(Deficit)	Income	Equity
				(Loss)		
Balance at December 31, 2010	10,033,836	\$100	\$79,942	\$(526 )	\$(914 )	\$78,602
Net Income				10,572		10,572
Other comprehensive income					1,232	1,232
Share-based compensation expense			208			208
Repurchase of warrants			(3,660 )			(3,660 )
Warrant exercise	366,400	4	270			274
Repurchase of common stock	(72,000 )	(1 )	(450 )			(451 )
Exercise of stock options	9,390	-	-			-
Balance at December 31, 2011	10,337,626	\$103	\$76,310	\$10,046	\$318	\$86,777
Net Income				15,776		15,776
Other comprehensive income					787	787
Share-based compensation expense			177			177
Issuance of common stock	3,300,000	33	30,925			30,958
Repurchase of common stock	(36,640 )	-	(195 )			(195 )
Exercise of stock options	60,662	1	236			237
Balance at December 31, 2012	13,661,648	\$137	\$107,453	\$25,822	\$1,105	\$134,517
Net Income				8,993		8,993
Other comprehensive income					(4,182)	(4,182 )
Share-based compensation expense			943			943

Issuance of common stock	2,972,472	29	34,895		34,924
Repurchase of common stock	(35,005 )	-	(59 )		(59 )
Exercise of stock options	57,164	-	90		90
Balance at December 31, 2013	16,656,279	\$166	\$143,322	\$34,815	\$(3,077) \$175,226

See Notes to Consolidated Financial Statements.

PACIFIC PREMIER BANCORP, INC. AND  
SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
(in thousands)

	For the Years ended December 31,		
	2013	2012	2011
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Net income	\$ 8,993	\$ 15,776	\$ 10,572
Adjustments to net income:			
Depreciation and amortization expense	1,948	1,358	1,203
Provision for loan losses	1,860	751	3,255
Share-based compensation expense	943	177	208
Loss on sale of other real estate owned	226	783	783
Write down of other real estate owned	354	556	172
Loss (gain) on sale and disposal of premises and equipment	13	(597 )	65
Amortization of premium/discounts on securities held for sale, net	3,052	787	685
Amortization of loan mark-to-market discount	(3,231 )	(1,794 )	(1,600 )
Gain on sale of investment securities	(1,544 )	(1,953 )	(1,589 )

available for sale			
Other-than-temporary impairment loss on investment securities, net	4	159	617
Recoveries on loans	377	236	402
Proceeds from the sales of and principal payments from loans held for sale	534	8,582	-
Gain on sale of loans held for sale	-	(164 )	-
Purchase and origination of loans held for sale	-	(12,099 )	-
(Gain) loss on sale of loans held for investment	(3,228 )	(464 )	3,605
Gain on FDIC transaction	-	(5,340 )	(4,189 )
Deferred income tax provision (benefit)	(3,750 )	1,560	1,244
Change in accrued expenses and other liabilities, net	9,683	2,033	(3,500 )
Income from bank owned life insurance, net	(659 )	(508 )	(523 )
Change in accrued interest receivable and other assets, net	(71 )	2,330	587
Net cash provided by operating activities	15,504	12,169	11,997
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Proceeds from sale and principal payments on loans held for investment	220,275	204,843	139,267
Net change in undisbursed loan funds	260,683	47,805	15,377
Purchase and origination of loans held for investment	(665,339)	(427,823)	(185,896)
Proceeds from sale of other real estate owned	1,488	12,318	14,794
Principal payments on securities	33,688	16,039	14,842

available for sale			
Purchase of securities available for sale	(101,268)	(96,438 )	(84,450 )
Proceeds from sale or maturity of securities available for sale	234,067	114,376	123,972
Purchases of premises and equipment	(3,581 )	(4,525 )	(2,822 )
Redemption (purchase) of Federal Reserve Bank stock	(5,948 )	-	1,167
Redemption of Federal Home Loan Bank of San Francisco stock	2,398	2,553	1,014
Cash acquired in FDIC transaction	138,424	39,491	26,389
Net cash (used in) provided by investing activities	114,887	(91,361 )	63,654
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Net (decrease) increase in deposit accounts	(139,207)	(39,691 )	(35,041 )
Repayment of FHLB advances and other borrowings	-	-	(40,000 )
Proceeds from FHLB advances and other borrowings	71,686	87,000	-
Proceeds from issuance of common stock, net of issuance cost	4,560	30,958	-
Proceeds from exercise of stock options	90	237	274
Warrants purchased and retired	-	-	(3,660 )
Repurchase of common stock	(59 )	(195 )	(451 )
Net cash provided (used in) financing activities	(62,930 )	78,309	(78,878 )
Net increase (decrease) in cash and cash equivalents	67,461	(883 )	(3,227 )
	59,352	60,235	63,462

Cash and cash equivalents, beginning of year			
Cash and cash equivalents, end of year	\$ 126,813	\$ 59,352	\$ 60,235
<b>SUPPLEMENTAL CASH FLOW DISCLOSURES</b>			
Interest paid	5,352	\$ 7,162	\$ 9,576
Income taxes paid	9,425	8,975	4,105
Assets acquired (liabilities assumed) in acquisitions (See Note 20):			
Investment securities	347,196	101	14,076
FRB / FHLB / TIB			
Stock	1,765	1,390	-
FDIC receivable	-	167	2,838
Loans	68,815	63,773	149,739
Core deposit intangible			
	4,766	840	2,270
Other real estate owned			
	752	11,533	11,953
Fixed assets	1,446	-	42
Other assets	12,468	3,656	1,599
Deposits	(540,725)	(115,582)	(204,678)
Other borrowing	(16,905 )	-	-
Other liabilities	(7,199 )	(29 )	(39 )
Additional paid-in capital			
	(29,364 )	-	-
<b>NONCASH INVESTING ACTIVITIES DURING THE PERIOD</b>			
Transfers from loans to other real estate owned			
	\$ 996	\$ 3,151	\$ 4,995

See Notes to Consolidated Financial Statements.

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PACIFIC PREMIER BANCORP, INC., AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

## 1. Description of Business and Summary of Significant Accounting Policies

**Principles of Consolidation**—The consolidated financial statements include the accounts of Pacific Premier Bancorp, Inc. (the “Corporation”) and its wholly owned subsidiary, Pacific Premier Bank (the “Bank”) (collectively, the “Company”). The Company accounts for its investments in its wholly-owned special purpose entity, PPBI Statutory Trust I (the “Trust”), using the equity method under which the subsidiary’s net earnings are recognized in the Company’s Statement of Income and the investment in the Trust is included in Other Assets on the Company’s Consolidated Statements of Financial Condition. All significant intercompany accounts and transactions have been eliminated in consolidation.

**Description of Business**—The Corporation, a Delaware corporation organized in 1997, is a California-based bank holding company that owns 100% of the capital stock of the Bank, the Corporation’s principal operating subsidiary. The Bank was incorporated and commenced operations in 1983.

The principal business of the Company is attracting deposits from the general public and investing those deposits, together with funds generated from operations and borrowings, primarily in business loans and real estate property loans. At December 31, 2013, the Company had 13 depository branches located in the cities of Encinitas, Huntington Beach, Irvine, Los Alamitos, Newport Beach, Palm Desert (2), Palm Springs (2), San Bernardino, San Diego (2), and Seal Beach. The Company is subject to competition from other financial institutions. The Company is subject to the regulations of certain governmental agencies and undergoes periodic examinations by those regulatory authorities.

**Basis of Financial Statement Presentation**—The accompanying consolidated financial statements have been prepared in conformity with account principles generally accepted in the United States of America (“U.S. GAAP”). In preparing the consolidated financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the dates of the consolidated statements of financial condition and the results of operations for the reporting periods. Actual results could differ significantly from those estimates. Material estimates that are particularly susceptible to significant change in the near term relate to the determination of the allowance for loan losses (“ALLL”), the valuation of foreclosed real estate, other-than-temporary impairments (“OTTI”) on investment securities available for sale and the deferred tax asset.

**Cash and Cash Equivalents**—Cash and cash equivalents include cash on hand, due from banks and fed funds sold. At December 31, 2013, \$38.3 million was allocated to cash reserves required by the Board of Governors of the Federal Reserve System (“Federal Reserve”) for depository institutions based on the amount of deposits held. The Company maintains amounts due from banks that exceed federally insured limits. The Company has not experienced any losses in such accounts.

**Securities**—The Company has established written guidelines and objectives for its investing activities. At the time of purchase, management designates the security as either held to maturity, available for sale or held for trading based on the Company’s investment objectives, operational needs and intent. The investments are monitored to ensure that those activities are consistent with the established guidelines and objectives.

**Securities Held to Maturity**—Investments in debt securities that management has the positive intent and ability to hold to maturity are reported at cost and adjusted for unamortized premiums and unearned discounts that are recognized in interest income using the interest method over the period to maturity. If the cost basis of these securities is determined to be other than temporarily impaired, the amount of the impairment is charged to operations. The Company had no investment securities classified as held to maturity at December 31, 2013 or 2012.

**Securities Available for Sale**—Investments in debt securities that management has no immediate plan to sell, but which may be sold in the future, are valued at fair value. Premiums and discounts are amortized using the interest method over the remaining period to the call date for premiums or contractual maturity for discounts and, in the case of

mortgage-backed securities, adjusted for anticipated prepayments. Unrealized holding gains and losses, net of tax, are excluded from earnings and reported as a separate component of stockholders' equity as accumulated other comprehensive income. If the cost basis of the security is deemed other than temporarily impaired the amount of the impairment is charged to operations. Realized gains and losses on the sales of securities are determined on the specific identification method, recorded on a trade date basis based on the amortized cost basis of the specific security and are included in noninterest income as net gain (loss) on investment securities.

**Securities Held for Trading**—Securities held for trading are carried at fair value. Realized and unrealized gains and losses are reflected in earnings. The Company had no investment securities classified as held for trading at December 31, 2013 or 2012.

**Impairment of Investments**—Declines in the fair value of individual held to maturity and available for sale securities below their cost that are OTTI result in write-downs of the individual securities to their fair value. The related write-downs are included in operations as realized losses in the category of other-than-temporary impairment loss on investment securities, net. In estimating OTTI losses, management considers: (i) the length of time and the extent to which the market value has been less than cost; (ii) the financial condition and near-term prospects of the issuer; (iii) the intent and ability of the Company to retain its investment in a security for a period of time sufficient to allow for any anticipated recovery in market value; and (iv) general market conditions which reflect prospects for the economy as a whole, including interest rates and sector credit spreads.

**Loans Held for Sale**—The Company identifies at origination those loans which foreseeably may be sold prior to maturity as loans held for sale and records them at the lower of amortized cost or fair value. Premiums paid and discounts obtained on such loans are deferred as an adjustment to the carrying value of the loans until the loans are sold. Interest is recognized as revenue when earned according to the terms of the loans and when, in the opinion of management, it is collectible. Loans are evaluated for collectability, and if appropriate, previously accrued interest is reversed. The Company may sell loans which had been held for investment. In such occurrences, the loans are transferred to the held for sale portfolio at the lower of amortized cost or fair value. If any part of a decline in value of the loans transferred is due to credit deterioration, that decline is recorded as a charge-off to the ALLL at the time of transfer. Gains or losses on sales of loans are recognized at the time of sale and are determined by the difference between the net sales proceeds and the basis of the loans sold.

**Loans Held for Investment**—Loans held for investment are carried at amortized cost, net of discounts and premiums, deferred loan origination fees and costs and ALLL. Net deferred loan origination fees and costs on loans are amortized or accreted using the interest method over the expected life of the loans. Amortization of deferred loan fees and costs are discontinued for loans placed on nonaccrual. Any remaining deferred fees or costs and prepayment fees associated with loans that payoff prior to contractual maturity are included in loan interest income in the period of payoff. Loan commitment fees received to originate or purchase a loan are deferred and, if the commitment is exercised, recognized over the life of the loan as an adjustment of yield or, if the commitment expires unexercised, recognized as income upon expiration of the commitment. Loans held for investment are not adjusted to the lower of cost or estimated market value because it is management's intention, and the Company has the ability, to hold these loans to maturity.

Interest on loans is credited to income as earned. Interest receivable is accrued only if deemed collectible. Loans on which the accrual of interest has been discontinued are designated as nonaccrual loans. The accrual of interest on loans is discontinued when principal or interest is past due 90 days based on contractual terms of the loan or when, in the opinion of management, there is reasonable doubt as to collection of interest. When loans are placed on nonaccrual status, all interest previously accrued but not collected is reversed against current period interest income. Interest income generally is not recognized on impaired loans unless the likelihood of further loss is remote. Interest payments received on such loans are applied as a reduction to the loan principal balance. Interest accruals are resumed on such loans only when they are brought current with respect to interest and principal and

when, in the judgment of management, the loans are estimated to be fully collectible as to all principal and interest.

A loan is considered to be impaired when it is probable that the Company will be unable to collect all amounts due (principal and interest) according to the contractual terms of the loan agreement. Measurement of impairment is based on the loan's expected future cash flows discounted at the loan's effective interest rate, measured by reference to an observable market value, if one exists, or the fair value of the collateral if the loan is deemed collateral dependent. The Company selects the measurement method on a loan-by-loan basis except those loans deemed collateral dependent. All loans are generally charged-off at such time the loan is classified as a loss.

**Allowance for Loan Losses**—The Company maintains an ALLL at a level deemed appropriate by management to provide for known or inherent risks in the portfolio at the consolidated statements of financial condition date. The Company has implemented and adheres to an internal asset review system and loss allowance methodology designed to provide for the detection of problem assets and an adequate allowance to cover loan losses. Management's determination of the adequacy of the loan loss allowance is based on an evaluation of the composition of the portfolio, actual loss experience, industry charge-off experience on income property loans, current economic conditions, and other relevant factors in the area in which the Company's lending and real estate activities are based. These factors may affect the borrowers' ability to pay and the value of the underlying collateral. The allowance is calculated by applying loss factors to loans held for investment according to loan program type and loan classification. The loss factors are established based primarily upon the Bank's historical loss experience and the industry charge-off experience and are evaluated on a quarterly basis. Various regulatory agencies, as an integral part of their examination process, periodically review the Company's ALLL. Such agencies may require the Company to recognize additions to the allowance based on judgments different from those of management. In the opinion of management, and in accordance with the credit loss allowance methodology, the present allowance is considered adequate to absorb estimable and probable credit losses. Additions and reductions to the allowance are reflected in current operations. Charge-offs to the allowance are made when specific assets are considered uncollectible or are transferred to other real estate owned and the fair value of the property is less than the loan's recorded investment. Recoveries are credited to the allowance.

Although management uses the best information available to make these estimates, future adjustments to the allowance may be necessary due to economic, operating, regulatory and other conditions that may be beyond the Company's control.

**Other Real Estate Owned**—The Company obtains an appraisal and/or market valuation on all other real estate owned at the time of possession. Real estate properties acquired through, or in lieu of, loan foreclosure are recorded at fair value less cost to sell with any excess loan balance charged against the allowance for estimated loan losses. After foreclosure, valuations are periodically performed by management. Any subsequent fair value losses are recorded to other real estate owned operations with a corresponding write-down to the asset. All legal fees and direct costs, including foreclosure and other related costs are expensed as incurred. Revenue and expenses from continued operations are included in other real estate owned operations in the consolidated statement of income.

**Premises and Equipment**—Premises and equipment are stated at cost less accumulated depreciation and amortization. Depreciation and amortization are computed using the straight-line method over the estimated useful lives of the assets, which range from forty years for buildings, seven years for furniture, fixtures and equipment, and three years for computer and telecommunication equipment. The cost of leasehold improvements is amortized using the straight-line method over the shorter of the estimated useful life of the asset or the term of the related leases.

The Company periodically evaluates the recoverability of long-lived assets, such as premises and equipment, to ensure the carrying value has not been impaired. Assets to be disposed of are reported at the lower of the carrying amount or fair value less costs to sell.



**Securities Sold Under Agreements to Repurchase**—The Company enters into sales of securities under agreement to repurchase. These agreements are treated as financing arrangements and, accordingly, the obligations to repurchase the securities sold are reflected as liabilities in the Company’s consolidated financial statements. The securities collateralizing these agreements are delivered to several major national brokerage firms who arranged the transactions. The securities are reflected as assets in the Company’s consolidated financial statements. The brokerage firms may loan such securities to other parties in the normal course of their operations and agree to return the identical security to the Company at the maturity of the agreements.

**Subordinated Debentures**—Long-term borrowings are carried at cost, adjusted for amortization of premiums and accretion of discounts which are recognized in interest expense using the interest method. Debt issuance costs are recognized in interest expense using the interest method over the life of the instrument.

**Income Taxes**—Deferred tax assets and liabilities are recorded for the expected future tax consequences of events that have been recognized in the Company’s financial statements or tax returns using the asset liability method. In estimating future tax consequences, all expected future events other than enactments of changes in the tax law or rates are considered. The effect on deferred taxes of a change in tax rates is recognized in income in the period that includes the enactment date. Deferred tax assets are to be recognized for temporary differences that will result in deductible amounts in future years and for tax carryforwards if, in the opinion of management, it is more likely than not that the deferred tax assets will be realized. At December 31, 2013, there was no valuation allowance deemed necessary against the Company’s deferred tax asset.

**Bank Owned Life Insurance**—Bank owned life insurance is accounted for using the cash surrender value method and is recorded at its realizable value. The change in the net asset value is included in other assets and other noninterest income.

**Comprehensive Income**—Comprehensive income is reported in addition to net income for all periods presented. Comprehensive income is a more inclusive financial reporting methodology that includes disclosure of other comprehensive income (loss) that historically has not been recognized in the calculation of net income. Unrealized gains and losses on the Company’s available-for-sale investment securities are required to be included in other comprehensive income or loss. Total comprehensive income (loss) and the components of accumulated other comprehensive income or loss are presented in the Consolidated Statement of Stockholders’ Equity and Consolidated Statement of Comprehensive Income.

**Share-Based Compensation**—The Company recognizes in the income statement the grant-date fair value of stock options and other equity-based forms of compensation issued to employees over the employees’ requisite service period (generally the vesting period).

#### Recent Accounting Pronouncements

During 2013, the following accounting guidance relevant to the Company has been issued by the Financial Accounting Standards Board (the “FASB”), and/or became effective.

In December 2011, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Updated (“ASU”) 2011-11, “Balance Sheet (Topic 210): Disclosures about Offsetting Assets and Liabilities.” ASU 2011-11 affects all entities that have financial instruments and derivative instruments that are either (1) offset in accordance with either Section 210-20-45 or Section 815-10-45 or (2) subject to an enforceable master netting arrangement or similar agreement. The requirements amend the disclosure requirements on offsetting in Section 210-20-50. This information is intended to enable users of an entity’s financial statements to evaluate the effect or potential effect of netting arrangements on an entity’s financial position, including the effect or potential effect of rights of setoff associated with certain financial instruments and derivative instruments in the scope of this ASU. The amended

guidance is effective for interim and annual periods beginning after January 1, 2013 and should be applied retrospectively to all periods presented. The adoption of the disclosure requirements had no impact on the Company's consolidated financial statements.

In February 2013, the FASB issued ASU 2013-02, "Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income." This update requires entities to provide information about the amounts reclassified out of accumulated other comprehensive income by component. In addition, entities are required to present, either on the face of the statement where net income is presented or in the notes, significant amounts reclassified out of accumulated other comprehensive income by the respective line items of net income. The adoption of the disclosure requirements had no impact on the Company's consolidated financial statements.

Reclassifications –Certain amounts reflected in the 2012 and 2011 consolidated financial statements have been reclassified where practicable, to conform to the presentation for 2013. These classifications are of a normal recurring nature.

## 2. Regulatory Capital Requirements and Other Regulatory Matters

The Company and the Bank are subject to various regulatory capital requirements administered by federal banking agencies. Failure to meet 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 Company's and the Bank's financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Company and the Bank must meet specific capital guidelines that involve quantitative measures of the Company's and the Bank's assets, liabilities and certain off-balance sheet items as calculated under regulatory accounting practices. The Company's and the Bank's capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings and other factors.

Quantitative measures established by regulation to ensure capital adequacy require the Bank to maintain capital in order to meet certain capital ratios to be considered adequately capitalized or well capitalized under the regulatory framework for prompt corrective action. As of the most recent formal notification from the Federal Reserve, the Bank was categorized as "well capitalized." There are no conditions or events since that notification that management believes have changed the Bank's categorization. As defined in applicable regulations and set forth in the table below, at December 31, 2013, the Bank continues to exceed the "well capitalized" standards for Tier 1 capital to adjusted tangible assets of 5.00%, Tier 1 risk-based capital to risk-weighted assets of 6.00% and total capital to risk-weighted assets of 10.00%.

The Company's and Bank's actual capital amounts and ratios for the periods presented are set forth in the table below:

Actual		Minimum		Required to be	
		Required for		Well Capitalized	
Amount Ratio		Capital		Under Prompt	
		Adequacy		Corrective Action	
		Purposes		Regulations	
Amount Ratio		Amount Ratio		Amount Ratio	
(dollars in thousands)					
At December 31, 2013					
Tier 1 Capital (to adjusted					

tangible assets)						
Bank	\$ 160,473	10.03 %	\$ 64,025	4.00 %	\$ 80,031	5.00 %
Consolidated	163,105	10.29 %	63,431	4.00 %	N/A	N/A

Tier 1 Risk-Based Capital (to risk-weighted assets)						
Bank	160,473	12.34 %	52,021	4.00 %	78,031	6.00 %
Consolidated	163,105	12.54 %	52,046	4.00 %	N/A	N/A

Total Capital (to risk-weighted assets)						
Bank	168,673	12.97 %	104,042	8.00 %	130,052	10.00 %
Consolidated	171,305	13.17 %	104,092	8.00 %	N/A	N/A

At December 31, 2012

Tier 1 Capital (to adjusted tangible assets)						
Bank	\$ 129,055	12.07 %	\$ 42,773	4.00 %	\$ 53,466	5.00 %
Consolidated	135,883	12.71 %	42,771	4.00 %	N/A	N/A

Tier 1 Risk-Based Capital (to risk-weighted assets)						
Bank	129,055	12.99 %	39,750	4.00 %	59,625	6.00 %
Consolidated	135,883	13.61 %	39,924	4.00 %	N/A	N/A

Total Capital (to risk-weighted assets)						
Bank	137,049	13.79 %	79,500	8.00 %	99,375	10.00 %
Consolidated	144,004	14.43 %	79,848	8.00 %	N/A	N/A

### 3. Investment Securities

The amortized cost and estimated fair value of securities were as follows:

December 31, 2013				
Amortized	Unrealized	Unrealized	Estimated	
Cost	Gain	Loss	Fair Value	

(in thousands)

Investment  
securities  
available for  
sale:

U.S. Treasury	\$73	\$8	\$-	\$81
Municipal bonds	95,388	589	(1,850)	94,127
Mortgage-backed securities	165,857	12	(3,988)	161,881
Total securities available for sale	261,318	609	(5,838)	256,089
FHLB stock	7,483	-	-	7,483
Federal Reserve Bank stock/TIB	7,967	-	-	7,967
Total equities held at cost	15,450	-	-	15,450
Total securities	\$276,768	\$609	\$(5,838)	\$271,539

December 31, 2012

Amortized Cost      Unrealized Gain      Unrealized Loss      Estimated Fair Value  
(in thousands)

Investment  
securities  
available for  
sale:

U.S. Treasury	\$147	\$12	\$-	\$159
Municipal bonds	25,401	1,186	(1 )	26,586
Mortgage-backed securities	56,641	1,162	(482 )	57,321
Total securities available for sale	82,189	2,360	(483 )	84,066
FHLB stock	9,228	-	-	9,228
Federal Reserve Bank stock	2,019	-	-	2,019
Total equities held at cost	11,247	-	-	11,247
Total securities	\$93,436	\$2,360	\$(483 )	\$95,313

At December 31, 2013, the Company had a \$7.5 million investment in FHLB stock carried at cost. During the years ended December 31, 2012 and 2013, the FHLB has repurchased \$4.3 million of the Company's excess FHLB stock through their stock repurchase program.

At December 31, 2013, mortgage-backed securities ("MBS") with an estimated par value of \$34.0 million and a fair value of \$34.9 million were pledged as collateral for the Bank's three inverse puttable reverse repurchases totaling \$28.5 million.

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The Company reviewed individual securities classified as available-for-sale to determine whether a decline in fair value below the amortized cost basis is other-than-temporary. If it is probable that the Company will be unable to collect all amounts due according to contractual terms of the debt security not impaired at acquisition, an OTTI shall be considered to have occurred. If an OTTI occurs, the cost basis of the security will be written down to its fair value as the new cost basis and the write down accounted for as a realized loss. There were no securities with OTTI at December 31, 2013. The Company realized OTTI losses of \$4,000 in 2013, \$159,000 in 2012 and \$617,000 in 2011.

The table below shows the number, fair value and gross unrealized holding losses of the Company's investment securities by investment category and length of time that the securities have been in a continuous loss position.

	December 31, 2013								
	Less than 12 months			12 months or Longer			Total		
	Number	Fair Value	Gross Unrealized Holding Losses	Number	Fair Value	Gross Unrealized Holding Losses	Number	Fair Value	Gross Unrealized Holding Losses
	(dollars in thousands)								
Municipal bonds	133	\$61,524	\$(1,850)	-	\$-	\$-	133	\$61,524	\$(1,850)
Mortgage-backed securities	45	140,704	(3,075)	1	12,607	(913)	46	153,311	(3,988)
<b>Total</b>	<b>178</b>	<b>\$202,228</b>	<b>\$(4,925)</b>	<b>1</b>	<b>\$12,607</b>	<b>\$(913)</b>	<b>179</b>	<b>\$214,835</b>	<b>\$(5,838)</b>

	December 31, 2012								
	Less than 12 months			12 months or Longer			Total		
	Number	Fair Value	Gross Unrealized Holding Losses	Number	Fair Value	Gross Unrealized Holding Losses	Number	Fair Value	Gross Unrealized Holding Losses
	(dollars in thousands)								
Municipal bonds	1	\$292	\$(1 )	-	\$-	\$-	1	\$292	\$(1 )
Mortgage-backed securities	2	15,128	(152 )	31	1,012	(330)	33	16,140	(482 )
<b>Total</b>	<b>3</b>	<b>\$15,420</b>	<b>\$(153 )</b>	<b>31</b>	<b>\$1,012</b>	<b>\$(330)</b>	<b>34</b>	<b>\$16,432</b>	<b>\$(483 )</b>

The amortized cost and estimated fair value of investment securities available for sale at December 31, 2013, by contractual maturity are shown in the table below.

	One Year or Less		More than One Year to Five Years		More than Five Years to Ten Years		More than Ten Years		Total	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value	Amortized Cost	Fair Value	Amortized Cost	Fair Value	Amortized Cost	Fair Value
	(dollars in thousands)									

Investment securities available for sale:

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U.S. Treasury	\$-	\$-	\$73	\$81	\$-	\$-	\$-	\$-	\$73	\$81
Municipal bonds	-	-	9,940	9,909	43,685	43,173	41,763	41,045	95,388	94,127
Mortgage-backed securities	-	-	-	-	13,390	13,235	152,467	148,646	165,857	161,881
Total investment securities available for sale	-	-	10,013	9,990	57,075	56,408	194,230	189,691	261,318	256,089
Stock:										
FHLB	7,483	7,483	-	-	-	-	-	-	7,483	7,483
Federal Reserve Bank/TIB	7,967	7,967	-	-	-	-	-	-	7,967	7,967
Total stock	15,450	15,450	-	-	-	-	-	-	15,450	15,450
Total securities	\$15,450	\$15,450	\$10,013	\$9,990	\$57,075	\$56,408	\$194,230	\$189,691	\$276,768	\$271,539

The temporary impairment in both years is a result of the change in market interest rates and not the underlying issuers' ability to repay. The Company has the intent and ability to hold these securities until the temporary impairment is eliminated. Accordingly, the Company has not recognized the temporary impairment in earnings of either year.

Unrealized gains and losses on investment securities available for sale are recognized in stockholders' equity as accumulated other comprehensive income (loss). At December 31, 2013, the Company had accumulated other comprehensive (loss) of \$5.2 million, or \$3.1 million net of tax, compared to accumulated other comprehensive income of \$1.9 million or \$1.1 million net of tax, at December 31, 2012.

#### 4. Loans Held for Investment

Loans held for investment consisted of the following at December 31:

	2013	2012
	(in thousands)	
Business loans:		
Commercial and industrial	\$187,035	\$115,354
Commercial owner occupied	221,089	150,934
SBA	10,659	6,882
Warehouse facilities	87,517	195,761
Real estate loans:		
Commercial non-owner occupied	333,544	253,409
Multi-family	233,689	156,424
	145,235	97,463

One-to-four family		
Construction	13,040	-
Land	7,605	8,774
Other loans	3,839	1,193
Total gross loans	1,243,252	986,194
Plus (less):		
Loans held for sale	(3,147 )	(3,681 )
Deferred loan origination fees-net	18	(306 )
Allowance for estimated loan losses	(8,200 )	(7,994 )
Loans held for investment, net	\$1,231,923	\$974,213

From time to time, the Company may purchase or sell loans in order to manage concentrations, maximize interest income, change risk profiles, improve returns and generate liquidity.

The Company grants residential and commercial loans held for investment to customers located primarily in California. Consequently, the underlying collateral for the Company's loans and a borrower's ability to repay may be impacted unfavorably by adverse changes in the economy and real estate market in the region.

Under applicable laws and regulations, the Bank may not make secured loans to one borrower in excess of 25% of unimpaired capital plus surplus and likewise in excess of 15% for unsecured loans. These loans-to-one-borrower limitations result in a dollar limitation of \$46.8 million for secured loans and \$28.1 million for unsecured loans at December 31, 2013. At December 31, 2013, the Bank's largest aggregate outstanding balance of loans-to-one borrower was \$34.7 million of secured credit.

Loans serviced for others are not included in the accompanying consolidated statements of financial condition. The unpaid principal balance of loans and participations serviced for others were \$43.8 million at December 31, 2013 and \$25.8 million at December 31, 2012.

#### Concentration of Credit Risk

The Company's loan portfolio was collateralized by various forms of real estate and business assets located principally in California. The Company's loan portfolio contains concentrations of credit in commercial non-owner occupied real estate, multi-family real estate and commercial owner occupied business loans. The Company maintains policies approved by the Board of Directors that address these concentrations and continues to diversify its loan portfolio through loan originations and purchases and sales of loans to meet approved concentration levels. While management believes that the collateral presently securing these loans is adequate, there can be no assurances that further significant deterioration in the California real estate market and economy would not expose the Company to significantly greater credit risk.

## Purchased Credit Impaired Loans

The Company acquired purchased loans as part of its acquisitions of Canyon National Bank in 2011 and Palm Desert National Bank in 2012 from the FDIC for which there was, at acquisition, evidence of deterioration of credit quality since origination and it was probable, at the time of acquisition, that all contractually required payments would not be collected. The carrying amount of those loans at December 31, 2013, 2012 and 2011 was as follows:

	For the Years Ended December 31,		
	2013	2012	2011
	(in thousands)		
<b>Business loans:</b>			
Commercial and industrial	\$80	\$308	\$117
Commercial owner occupied	870	1,221	1,930
Real estate loans:			
Commercial non-owner occupied	1,009	2,447	3,297
One-to-four family	18	30	1,092
Land	-	2,313	52
Total purchase credit impaired	\$1,977	\$6,319	\$6,488

The following table summarizes the accretable yield on the purchased credit impaired for the nine months ended December 31, 2013, 2012 and 2011:

	For the Years Ended December 31,		
	2013	2012	2011
	(in thousands)		
Balance at the beginning of period	\$2,276	\$3,248	\$-
Accretable yield at acquisition	-	3,908	4,692
Accretion	(557 )	(4,846)	(521 )



Disposals and other	(648 )	(66 )	(1,464)
Change in accretable yield	605	32	541
Balance at the end of period	\$1,676	\$2,276	\$3,248

### Impaired Loans

The following tables provide a summary of the Company's investment in impaired loans as of and for the periods indicated:

	Impaired Loans					Average Recorded Investment	Interest Income Recognized
	Unpaid Recorded Investment Balance	With Specific Allowance	Without Specific Allowance	Specific Impaired Loans	for Impaired Loans		
(in thousands)							
December 31, 2013							
Business loans:							
Commercial and industrial	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 255	\$ 17
Commercial owner occupied							
SBA	747	872	-	747	-	177	66
Real estate loans:	14	246	-	14	-	70	28
Commercial non-owner occupied							
Multi-family	983	1,202	28	955	1	984	68
One-to-four family	-	-	-	-	-	108	2
Totals	\$ 2,427	\$ 3,066	\$ 306	\$ 2,121	\$ 105	\$ 2,337	\$ 225
December 31, 2012							
Business loans:							
Commercial and industrial	\$ 593	\$ 707	\$ 287	\$ 306	\$ 270	\$ 203	\$ 29

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Commercial owner occupied							
	-	-	-	-	-	444	-
SBA	259	810	-	259	-	468	21
Real estate loans:							
Commercial non-owner occupied							
	670	746	-	670	-	1,031	59
Multi-family	266	315	-	266	-	1,123	22
One-to-four family							
	948	960	541	407	395	720	59
Totals	\$ 2,736	\$ 3,538	\$ 828	\$ 1,908	\$ 665	\$ 3,989	\$ 190

December 31, 2011

Business loans:							
Commercial and industrial							
	\$ 1,138	\$ 1,321	\$ -	\$ 1,138	\$ -	\$ 373	\$ 62
Commercial owner occupied							
	1,641	1,771	-	1,641	-	1,635	64
SBA	773	2,427	-	773	-	887	68
Real estate loans:							
Commercial non-owner occupied							
	1,495	1,592	-	1,495	-	2,283	198
Multi-family	1,423	1,450	-	1,423	-	2,309	88
One-to-four family							
	521	705	-	521	-	311	47
Land	-	-	-	-	-	11	1
Other loans	-	-	-	-	-	2	-
Totals	\$ 6,991	\$ 9,266	\$ -	\$ 6,991	\$ -	\$ 7,811	\$ 528

The Company considers a loan to be impaired when, based on current information and events, it is probable the Company will be unable to collect all amounts due according to the contractual terms of the loan agreement or it is determined that the likelihood of the Company receiving all scheduled payments, including interest, when due is remote. The Company has no commitments to lend additional funds to debtors whose loans have been impaired.

The Company reviews loans for impairment when the loan is classified as substandard or worse, delinquent 90 days, determined by management to be collateral dependent, or when the borrower files bankruptcy or is granted a troubled debt restructure. Measurement of impairment is based on the loan's expected future cash flows discounted at the loan's effective interest rate, measured by reference to an observable market value, if one exists, or the fair value of the collateral if the loan is deemed collateral dependent. All loans are generally charged-off at the time that the loan is classified as a loss. Valuation allowances are determined on a loan-by-loan basis or by aggregating loans with similar risk characteristics.

When loans are placed on nonaccrual status all accrued interest is reversed from earnings. Payments received on nonaccrual loans are generally applied as a reduction to the loan principal balance. If the likelihood of further loss is remote, the Company will recognize interest on a cash basis only. Loans may be returned to accruing status if the Company believes that all remaining principal and interest is fully collectible and there has been at least six months of sustained repayment performance since the loan was placed on nonaccrual.

The Company does not accrue interest on loans 90 days or more past due or when, in the opinion of management, there is reasonable doubt as to the collection of interest. The Company had loans on nonaccrual status of \$2.3 million, \$2.2 million and \$6.1 million at December 31, 2013, 2012 and 2011, respectively. If such loans had been performing in accordance with their original terms, the Company would have recorded additional loan interest income of \$154,000 in 2013, \$405,000 in 2012, and \$413,000 in 2011. The Company did not record income from the receipt of cash payments related to nonaccruing loans during the years ended December 31, 2013, 2012 and 2011. The Company had no loans 90 day or more past due and still accruing at December 31, 2013 or 2012. The Company has less than \$99,000 in troubled debt restructures at December 31, 2013.

### Credit Quality and Credit Risk

The Company's credit quality is maintained and credit risk managed in two distinct areas. The first is the loan origination process, wherein the Bank underwrites credit quality and chooses which risks it is willing to accept. The second is in the ongoing oversight of the loan portfolio, where existing credit risk is measured and monitored, and where performance issues are dealt with in a timely and comprehensive fashion.

The Company maintains a comprehensive credit policy which sets forth minimum and maximum tolerances for key elements of loan risk. The policy identifies and sets forth specific guidelines for analyzing each of the loan products the Company offers from both an individual and portfolio wide basis. The credit policy is reviewed no less than annually by the Board of Directors. Seasoned underwriters ensure all key risk factors are analyzed with most loan underwriting including a comprehensive global cash flow analysis. The credit approval process mandates multiple-signature approval by either the management or Board credit committee for every loan which requires any subjective credit analysis.

Credit risk is managed within the loan portfolio by the Company's Portfolio Management department based on a comprehensive credit and investment review policy. This policy requires a program of financial data collection and analysis, comprehensive loan reviews, property and/or business inspections and monitoring of portfolio concentrations and trends. The Portfolio Management department also monitors asset-based lines of credit, loan covenants and other conditions associated with the Company's business loans to help ensure that the protections built into the loan approvals serve as the early warning and risk mitigation mechanisms. Individual loans, excluding the homogeneous loan portfolio, are reviewed at least biennially, or more frequently, if deemed necessary, and includes the assignment of a risk grade.

Risk grades are based on a six-grade Pass scale, along with Special Mention, Substandard, Doubtful and Loss classifications as such classifications are defined by the federal banking regulatory agencies. The assignment of risk grades allows the Company to, among other things, identify the risk associated with each credit in the portfolio, and to provide a basis for estimating credit losses inherent in the portfolio. Risk grades are reviewed regularly by the Company's Credit and Investment Review committee, and are scrutinized by annual independent loan reviews performed by a third-party, as well as by regulatory agencies during scheduled examinations.

The following provides brief definitions for risk grades assigned to loans in the portfolio:

- Pass – Pass credits are well protected by the current sound worth and paying capacity of the obligor or of the collateral pledged, if any. Such credits exhibit few weaknesses, if any, but may include credits with exposure to certain factors that may adversely impact the credit if they materialize. The Company has established six

subcategories within the pass grade to stratify risk associated with pass loans. The Company maintains a subset of pass credits designated as “watch” loans which, for any of a variety of reasons, require the Company’s closer attention. Watch credits are more heavily scrutinized than other pass credits so that any potential weaknesses that may develop in such credits are more quickly identified, thereby serving to mitigate potential losses.

- Special Mention – Loans graded special mention exhibit potential weaknesses that deserve management’s close attention. If left uncorrected, these potential weaknesses may, at some future date, result in the deterioration of the repayment prospects for the loan or the institution’s credit position. Special mention credits are not considered as part of the classified extensions of credit category and do not expose the Company to sufficient risk to warrant classification.
- Substandard – Substandard credits are inadequately protected by the current sound worth and paying capacity of the obligor or of the collateral pledged, if any. Extensions of credit so classified must have a well-defined weakness or weaknesses that jeopardize the liquidation of the debt. (The term “liquidation” as used here refers to the orderly repayment of the debt and not to a forced sale of the loan or its underlying collateral.) They are characterized by the distinct possibility that the bank will sustain some loss if the deficiencies are not corrected. Loss potential, while existing in the aggregate amount of substandard credits, does not have to exist in individual extensions of credit classified substandard.
- Doubtful – Doubtful credits have all the weaknesses inherent in substandard credits, with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently existing facts, conditions, and values, highly questionable and improbable. The possibility of loss is extremely high, but because of certain important and reasonably specific pending factors that may work to the advantage of and strengthen the credit, its classification as an estimated loss is deferred until its more exact status may be determined.
- Loss - Loss assets are those that are considered uncollectible and of such little value that their continuance as assets is not warranted. Amounts classified as loss are promptly charged off.

The Portfolio Management department also manages loan performance risks, handling collections, workouts, bankruptcies and foreclosures. These risks are controlled by moving quickly and assertively when problems are identified. Collection efforts are immediate upon non-payment, and the portfolio managers seek to determine right away the appropriate steps to minimize the Company’s risk of loss. When foreclosure will maximize the Company’s recovery for a non-performing loan, the portfolio managers will prosecute the foreclosure process, including any associated judicial legal actions. When appropriate, the Company’s in-house counsel or outside legal advisors are consulted to ensure that legal risks are appropriately addressed in handling loan performance issues.

When a loan is graded as watch or worse, the Company obtains an updated valuation of the underlying collateral. If the credit in question is also identified as impaired, a valuation allowance, if necessary, is established against such loan or a loss is recognized by a charge to the ALLL if management believes that the full amount of the Company’s recorded investment in the loan is no longer collectable. The Company typically continues to obtain updated valuations of underlying collateral for watch, special mention and classified loans on an annual or biennial basis in order to have the most current indication of fair value. Once a loan is identified as impaired, an analysis of the underlying collateral is performed at least quarterly, and corresponding changes in any related valuation allowance are made or balances deemed to be fully uncollectable are charged-off.

The following tables stratify the loan portfolio by the Company’s internal risk grading system as well as certain other information concerning the credit quality of the loan portfolio as of the periods indicated:

	Credit Risk Grades		
	Special		Total Gross
Pass	Mention	Substandard	Loans

December 31, 2013 (in thousands)				
<b>Business loans:</b>				
Commercial and industrial	\$184,247	\$12	\$2,776	\$187,035
<b>Commercial owner occupied</b>				
SBA	207,872	1,217	12,000	221,089
Warehouse facilities	10,659	-	-	10,659
<b>Real estate loans:</b>				
<b>Commercial non-owner occupied</b>				
Multi-family	329,538	352	3,654	333,544
One-to-four family	232,661	511	517	233,689
Construction	144,152	-	1,083	145,235
Land	13,040	-	-	13,040
Other loans	7,605	-	-	7,605
Totals	3,834	-	5	3,839
	\$1,221,125	\$2,092	\$20,035	\$1,243,252

	Credit Risk Grades			
	Pass	Special Mention	Substandard	Total Gross Loans
December 31, 2012 (in thousands)				
<b>Business loans:</b>				
Commercial and industrial	\$111,895	\$92	\$3,367	\$115,354
<b>Commercial owner occupied</b>				
SBA	136,330	2,674	11,930	150,934
Warehouse facilities	6,819	-	63	6,882
<b>Real estate loans:</b>				
<b>Commercial non-owner occupied</b>				
Multi-family	240,585	687	12,137	253,409
One-to-four family	143,003	11,583	1,838	156,424
Construction	96,061	-	1,402	97,463
	-	-	-	-

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Land	8,762	-	12	8,774
Other loans	1,177	-	16	1,193
Totals	\$940,393	\$15,036	\$30,765	\$986,194

	Days Past Due					Non-Accruing
	Current	30-59	60-89	90+	Total	
December 31, 2013	(in thousands)					
<b>Business loans:</b>						
Commercial and industrial	\$187,035	\$-	\$-	\$-	\$187,035	\$-
<b>Commercial owner occupied</b>						
SBA	219,875	768	-	446	221,089	747
Warehouse facilities	10,645	-	-	14	10,659	14
<b>Real estate loans:</b>						
<b>Commercial non-owner occupied</b>						
Multi-family	87,517	-	-	-	87,517	-
One-to-four family	332,984	-	-	560	333,544	983
Construction	233,689	-	-	-	233,689	-
Land	145,041	71	-	123	145,235	507
Other loans	13,040	-	-	-	13,040	-
Totals	7,605	-	-	-	7,605	-
	3,709	130	-	-	3,839	-
	\$1,241,140	\$969	\$-	\$1,143	\$1,243,252	\$2,251

	Days Past Due					Non-Accruing
	Current	30-59	60-89	90+	Total	
December 31, 2012						
<b>Business loans:</b>						
Commercial and industrial	\$115,078	\$-	\$58	\$218	\$115,354	\$347
<b>Commercial owner occupied</b>						
SBA	150,689	-	245	-	150,934	14
Warehouse facilities	6,697	-	-	185	6,882	259
	195,761	-	-	-	195,761	-

Real estate  
loans:

Commercial non-owner occupied	253,409	-	-	-	253,409	670
Multi-family	156,424	-	-	-	156,424	266
One-to-four family	97,283	101	-	79	97,463	522
Construction	-	-	-	-	-	-
Land	8,774	-	-	-	8,774	127
Other loans	1,188	5	-	-	1,193	-
Totals	\$985,303	\$106	\$303	\$482	\$986,194	\$2,205

## 5. Allowance for Loan Losses

The Company's ALLL covers estimated credit losses on individually evaluated loans that are determined to be impaired as well as estimated credit losses inherent in the remainder of the loan portfolio. The ALLL is prepared using the information provided by the Company's credit and investment review process along with data from peer institutions and economic information gathered from published sources.

The loan portfolio is segmented into groups of loans with similar risk characteristics. Each segment possesses varying degrees of risk based on, among other things, the type of loan, the type of collateral, and the sensitivity of the borrower or industry to changes in external factors such as economic conditions. An estimated loss rate calculated using the Company's actual historical loss rates adjusted for current portfolio trends, economic conditions, and other relevant internal and external factors, is applied to each group's aggregate loan balances.

The following provides a summary of the ALLL calculation for the major segments within the Company's loan portfolio.

### Commercial Business Loans, Owner-Occupied Commercial Real Estate Loans, and SBA Loans

The Company's base ALLL factor for commercial business loans, owner-occupied commercial real estate loans and SBA loans is determined by management using the Bank's actual trailing thirty-six month, trailing twenty-four month, trailing twelve month and annualized trailing six month charge-off data. Adjustments to those base factors are made for relevant internal and external factors. For owner occupied commercial real estate loans, commercial business loans and SBA loans, those factors include:

- Changes in national, regional and local economic conditions, including trends in real estate values and the interest rate environment,
  - Changes in the nature and volume of the loan portfolio, including new types of lending,
- Changes in volume and severity of past due loans, the volume of nonaccrual loans, and the volume and severity of adversely classified or graded loans, and
  - The existence and effect of concentrations of credit, and changes in the level of such concentrations.

The resulting total ALLL factor is compared for reasonableness against the 10-year average, 15-year average, and trailing twelve month total charge-off data for all FDIC insured commercial banks and savings institutions based in California. This factor is applied to balances graded pass-1 through pass-5. For loans risk graded as watch or worse, progressively higher potential loss factors are applied based on management's judgment, taking into consideration the specific characteristics of the Bank's portfolio and analysis of results from a select group of the Company's peers.

Non-Owner Occupied Commercial Real Estate, Multi-Family, Land and Construction Loans

The Company's base ALLL factor for multi-family and non-owner occupied commercial real estate loans is determined by management using the Bank's actual trailing thirty-six month, trailing twenty-four month, trailing twelve month and annualized trailing six month charge-off data. Adjustments to those base factors are made for relevant internal and external factors. For multi-family and non-owner occupied commercial real estate loans, those factors include:

- Changes in national, regional and local economic conditions, including trends in real estate values and the interest rate environment,
- Changes in volume and severity of past due loans, the volume of nonaccrual loans, and the volume and severity of adversely classified or graded loans, and
  - The existence and effect of concentrations of credit, and changes in the level of such concentrations.

The resulting total ALLL factor is compared for reasonableness against the 10-year average, 15-year average, and trailing twelve month total charge-off data for all FDIC insured commercial banks and savings institutions based in California. This factor is applied to balances graded pass-1 through pass-5. For loans risk graded as watch or worse, progressively higher potential loss factors are applied based on management's judgment, taking into consideration the specific characteristics of the Bank's portfolio and analysis of results from a select group of the Company's peers.

Single Family and Consumer Loans and Warehouse Repurchase Facilities

The Company's base ALLL factor for single family and consumer loans and warehouse repurchase facilities is determined by management using the Bank's actual trailing thirty-six month, trailing twenty-four month, trailing twelve month and annualized trailing six month charge-off data. Adjustments to those base factors are made for relevant internal and external factors. For single family and consumer loans and warehouse repurchase facilities, those factors include:

- Changes in national, regional and local economic conditions, including trends in real estate values and the interest rate environment.

The resulting total ALLL factor is compared for reasonableness against the 10-year average, 15-year average, and trailing twelve month total charge-off data for all FDIC insured commercial banks and savings institutions based in California. This factor is applied to balances graded pass-1 through pass-5. For loans risk graded as watch or worse, progressively higher potential loss factors are applied based on management's judgment, taking into consideration the specific characteristics of the Bank's portfolio and analysis of results from a select group of the Company's peers.

The following tables summarize the allocation of the allowance as well as the activity in the allowance attributed to various segments in the loan portfolio as of and for the periods indicated:

	Commercial and industrial	Commercial owner occupied	SBA	Warehouse	Commercial non-owner occupied	Multi-family	One-to-four family	Construction	Land	Other loans	Total
	(dollars in thousands)										
December 31,	\$1,310	\$1,512	\$79	\$1,544	\$1,459	\$1,145	\$862	\$-	\$31	\$52	\$7,990
Provisions	(509 )	(232 )	(143 )	-	(756 )	(101 )	(272 )	-	-	(18 )	(2,021 )
Reversals	138	-	50	-	-	-	47	-	-	142	377



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ns for (on in) es	1,029	538	165	(1,152 )	955	(227 )	462	136	96	(142 )	1,86
er 31,	\$1,968	\$1,818	\$151	\$392	\$1,658	\$817	\$1,099	\$136	\$127	\$34	\$8,20
of ce d to:											
ally d l loans	\$-	\$-	\$-	\$-	\$1	\$-	\$104	\$-	\$-	\$-	\$105
n	1,968	1,818	151	392	1,657	817	995	136	127	34	8,09
ally d for ent	-	747	14	-	983	-	683	-	-	-	2,42
to ns ally d for ent	0.00 %	0.00 %	0.00 %	0.00 %	0.10 %	0.00 %	15.23 %	0.00 %	0.00 %	0.00 %	4.33 %
ely d for ent	\$187,035	\$220,342	\$10,645	\$87,517	\$332,561	\$233,689	\$144,552	\$13,040	\$7,605	\$3,839	\$1,24
to ns ely d for ent	1.05 %	0.83 %	1.42 %	0.45 %	0.50 %	0.35 %	0.69 %	1.04 %	1.67 %	0.89 %	0.65 %
oss	\$187,035	\$221,089	\$10,659	\$87,517	\$333,544	\$233,689	\$145,235	\$13,040	\$7,605	\$3,839	\$1,24
ce to ns	1.05 %	0.82 %	1.42 %	0.45 %	0.50 %	0.35 %	0.76 %	1.04 %	1.67 %	0.89 %	0.66 %
	Commercial and industrial	Commercial owner occupied	SBA	Warehouse	Commercial non-owner occupied	Multi-family	One-to-four family	Construction	Land	Other loans	To
	(dollars in thousands)										
er 31,	\$1,361	\$1,119	\$80	\$1,347	\$1,287	\$2,281	\$931	\$-	\$39	\$77	\$8,52

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Offices	(512 )	(265 )	(132 )	-	(88 )	-	(371 )	-	(145 )	(2 )	(1,5
Changes	2	-	163	-	21	-	8	-	-	42	236
Provisions for											
(Increase in)											
Reserves	459	658	(32 )	197	239	(1,136 )	294	-	137	(65 )	751
As of December 31,											
	\$1,310	\$1,512	\$79	\$1,544	\$1,459	\$1,145	\$862	\$-	\$31	\$52	\$7,99
Balance of											
Interest											
accrued to:											
Commercially											
and											
Real estate loans	\$270	\$-	\$-	\$-	\$-	\$-	\$395	\$-	\$-	\$-	\$665
to											
Commercial											
Real estate											
loans	\$1,040	\$1,512	\$79	\$1,544	\$1,459	\$1,145	\$467	\$-	\$31	\$52	\$7,32
to											
Commercially											
and											
Real estate											
loans	\$593	\$-	\$259	\$-	\$670	\$266	\$948	\$-	\$-	\$-	\$2,73
to											
Commercially											
and											
Real estate											
loans	45.53 %	0.00 %	0.00 %	0.00 %	0.00 %	0.00 %	0.00 %	41.67 %	0.00 %	0.00 %	24.3
to											
Commercially											
and											
Real estate											
loans	\$114,761	\$150,934	\$6,623	\$195,761	\$252,739	\$156,158	\$96,515	\$-	\$8,774	\$1,193	\$983,
to											
Commercially											
and											
Real estate											
loans	0.91 %	1.00 %	1.19 %	0.79 %	0.58 %	0.73 %	0.48 %	0.00 %	0.35 %	4.36 %	0.75
to											
Commercially											
and											
Real estate											
loans	\$115,354	\$150,934	\$6,882	\$195,761	\$253,409	\$156,424	\$97,463	\$-	\$8,774	\$1,193	\$986,
to											
Commercially											
and											
Real estate											
loans	1.14 %	1.00 %	1.15 %	0.79 %	0.58 %	0.73 %	0.88 %	0.00 %	0.35 %	4.36 %	0.81

6. Other Real Estate Owned

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Other real estate owned was \$1.2 million at December 31, 2013 and \$2.3 million at December 31, 2012. The following summarizes the activity in the other real estate owned for the years ended December 31:

	2013	2012
	(in thousands)	
Balance, beginning of year	\$2,258	\$1,231
Additions / foreclosures	996	3,151
Sales	(1,488)	(785)
Loss on sale	(226)	(783)
Write downs	(354)	(556)
Balance, end of year	\$1,186	\$2,258

### 7. Premises and Equipment

Premises and equipment consisted of the following at December 31:

	2013	2012
	(in thousands)	
Land	\$200	\$200
Premises	3,350	3,327
Leasehold improvements	5,231	4,123
Furniture, fixtures and equipment	8,137	6,114
Automobiles	187	192
Subtotal	17,105	13,956
Less: accumulated depreciation	(7,241)	(5,381)
Total	\$9,864	\$8,575

Depreciation expense for premises and equipment was \$1.9 million for 2013, \$1.4 million for 2012 and \$1.2 million for 2011.

### 8. Deposit Accounts

Deposit accounts and weighted average interest rates consisted of the following at December 31:

2013	Weighted Average	2012	Weighted Average
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	Interest Rate		Interest Rate	
	(dollars in thousands)			
Transaction accounts				
Noninterest-bearing checking	\$366,755	0.00 %	\$213,636	0.00 %
Interest-bearing				
checking	120,886	0.11 %	14,299	0.10 %
Money market	427,577	0.29 %	236,206	0.32 %
Regular passbook	76,412	0.14 %	79,420	0.22 %
Total transaction accounts	991,630	0.15 %	543,561	0.19 %
Certificates of deposit accounts				
Up to \$100,000	125,313	0.80 %	157,150	0.97 %
Over \$100,000 to \$250,000	130,711	0.93 %	148,531	1.02 %
Over \$250,000	58,632	0.95 %	55,526	1.04 %
Total certificates of deposit accounts	314,656	0.88 %	361,207	1.00 %
Total deposits	\$1,306,286	0.33 %	\$904,768	0.51 %

The aggregate annual maturities of certificates of deposit accounts at December 31, 2013 are as follows:

	2013		Weighted average interest rate	
	Balance	rate		
	(dollars in thousands)			
Within 3 months	\$36,547	0.47	%	
4 to 6 months	52,738	0.79	%	
7 to 12 months	113,214	0.78	%	
13 to 24 months	101,263	1.16	%	
25 to 36 months	7,099	1.11	%	
37 to 60 months	3,134	1.56	%	
Over 60 months	661	0.96	%	
Total	\$314,656	0.88	%	

The average cost of deposits was 0.47% for 2013 and 0.81% for 2012.

Interest expense on deposit accounts for the years ended December 31 is summarized as follows:

	2013	2012	2011
	(in thousands)		
Checking accounts	\$ 110	\$ 82	\$ 126
Passbook accounts	103	266	516
Money market accounts	1,043	727	906
Certificates of deposit accounts	2,809	4,778	6,740
<b>Total</b>	<b>\$4,065</b>	<b>\$5,853</b>	<b>\$8,288</b>

Accrued interest on deposits, which is included in accrued expenses and other liabilities, was \$94,000 at December 31, 2013 and \$71,000 at December 31, 2012.

#### 9. Federal Home Loan Bank Advances and Other Borrowings

The Company has a line of credit with the FHLB that provides for advances totaling up to 45% of the Company's assets, equating to a credit line of \$704.3 million as of December 31, 2013. At December 31, 2013, the Company had \$156.0 million in overnight FHLB advances, compared to \$87.0 million in overnight FHLB advances at December 31, 2012. The FHLB advances at December 31, 2013 were collateralized by real estate loans and securities with an aggregate balance of \$549.7 million and FHLB stock of \$7.5 million. With this pledged collateral, the Company has additional available advances of \$227.7 million as of December 31, 2013.

The following table summarizes activities in advances from the FHLB for the periods indicated:

	Year Ended December 31,	
	2013	2012
	(dollars in thousands)	
Average balance outstanding	\$26,137	\$9,154
Maximum amount outstanding at any month-end during the	156,000	87,000

year				
Balance outstanding at end of year	156,000		87,000	
Weighted average interest rate during the year	0.15	%	0.28	%

Credit facilities have been established with Citigroup, Barclays Bank and Union Bank. The outstanding credit facilities are secured by pledged investment securities. At December 31, 2013 and 2012, the Company had borrowings of \$18.5 million with Citigroup that mature in September of 2018, \$10.0 million with Barclays Bank that mature in February of 2018 and an unused reverse repurchase facility with Union Bank of \$50 million. The outstanding borrowings are secured by MBS with an estimated fair value of \$34.9 million.

The Company sells certain securities under agreements to repurchase. The agreements are treated as overnight borrowings with the obligations to repurchase securities sold reflected as a liability. The dollar amount of investment securities underlying the agreements remain in the asset accounts. The Company enters into these debt agreements as a service to certain HOA depositors to add protection for deposit amounts above FDIC insurance levels. At December 31, 2013, the Company sold securities under agreement to repurchase of \$18.6 million with weighted average rate of 0.02% and collateralized by investment securities with fair value of approximately \$18.6 million.

At December 31, 2013, the Bank had unsecured lines of credit with seven correspondent banks for a total amount of \$59.0 million and access through the Federal Reserve discount window to borrow \$3.3 million. At December 31, 2013, the Company had \$1.0 million in outstanding balances against these lines with no outstanding balance at December 31, 2012. The following summarizes activities in other borrowings:

Year Ended  
December 31,  
2013      2012  
(dollars in  
thousands)

Average balance outstanding	\$45,310		\$28,500	
Maximum amount outstanding at any month-end during the year	52,077		28,500	
Balance outstanding at end of year	48,091		28,500	
	2.09	%	3.31	%

Weighted  
average  
interest rate  
during the  
year

#### 10. Subordinated Debentures

On March 25, 2004 the Corporation issued \$10,310,000 of Floating Rate Junior Subordinated Deferrable Interest Debentures (the "Debt Securities") to PPBI Trust I, a statutory trust created under the laws of the State of Delaware. The Debt Securities are subordinated to effectively all borrowings of the Corporation and are due and payable on April 7, 2034. Interest is payable quarterly on the Debt Securities at three-month LIBOR plus 2.75% for a rate of 2.99% at December 31, 2013 and 3.09% at December 31 2012. The Debt Securities may be redeemed, in part or whole, on or after April 7, 2009 at the option of the Corporation, at par. The Debt Securities can also be redeemed at par if certain events occur that impact the tax treatment or the capital treatment of the issuance. The Corporation also purchased a 3% minority interest totaling \$310,000 in PPBI Trust I. The balance of the equity of PPBI Trust I is comprised of mandatorily redeemable preferred securities ("Trust Preferred Securities") and is included in other assets. PPBI Trust I sold \$10,000,000 of Trust Preferred Securities to investors in a private offering.

#### 11. Income Taxes

Income taxes for the years ended December 31 consisted of the following:

	2013	2012	2011
	(in thousands)		
Current income tax provision:			
Federal	\$7,008	\$6,403	\$3,781
State	2,329	2,026	1,386
Total current income tax provision	9,337	8,429	5,167
Deferred income tax provision (benefit):			
Federal	(3,129)	1,262	899
State	(621 )	298	345
Total deferred income tax provision (benefit)	(3,750)	1,560	1,244

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Total income tax provision	\$5,587	\$9,989	\$6,411
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A reconciliation from statutory federal income taxes to the Company's effective income taxes for the years ended December 31 are as follows:

	2013	2012	2011
	(in thousands)		
Statutory federal income tax provision	\$5,103	\$8,760	\$5,774
California franchise tax, net of federal income tax effect	1,027	1,842	1,214
Other, including tax exempt income	(543 )	(613 )	(577 )
Total income tax provision	\$5,587	\$9,989	\$6,411

Deferred tax assets (liabilities) were comprised of the following temporary differences between the financial statement carrying amounts and the tax basis of assets at December 31:

	2013	2012
	(in thousands)	
Deferred tax assets:		
Accrued expenses	\$891	\$442
Net operating loss	3,353	3,673
Allowance for loan losses, net of bad debt charge-offs	3,336	3,390
Directors deferred compensation	1,896	-
Unrealized loss on available for sale securities	2,160	-
State taxes	858	765
	-	281



Capital loss on mutual funds		
Other-than-temporary impairment	684	2,180
Restricted stock and options expense	6	6
Other	-	147
Total deferred tax assets	13,184	10,884
Deferred tax liabilities:		
Federal Home Loan Bank stock dividends	(306 )	(560 )
Deferred FDIC gain	(1,944 )	(2,367 )
Core deposit intangibles	(1,813 )	-
Depreciation	(216 )	(111 )
Unrealized gain on available for sale securities	-	(772 )
Other	(428 )	(187 )
Total deferred tax liabilities	(4,707 )	(3,997 )
Net deferred tax asset	\$8,477	\$6,887

At December 31, 2013, there was no valuation allowance against the Company's deferred tax asset. The Company has a net operating loss carryforward of approximately \$9.4 million for federal income tax purposes which expires in 2023. In addition, the Company has a net operating loss carryforward of approximately \$942,000 for California franchise tax purposes. However, the state of California has suspended the net operating loss deduction utilization for the tax years 2009, 2010, 2011, and 2012. The net operating loss deduction for the state is now scheduled to expire in 2033. With the completion of the secondary offering in October 2003, the Company had an "ownership change" as defined under Internal Revenue Code Section 382. Under Section 382, which has also been adopted under California law, if during any three-year period there is more than a 50 percentage point change in the ownership of the Company, then the future use of any pre-change net operating losses or built-in losses of the Company are subject to an annual percentage limitation based on the value of the company at the ownership change date. The ownership change reduced the net operating loss carryforward for federal and state tax purposes. The annual usable net operating loss carryforward going forward is approximately \$932,000 per year.

As of December 31, 2013, tax years for 2010 through 2012 remain open to audit by the Internal Revenue Service and 2008 through 2012 by various state taxing agencies. As of December 31, 2013, the Bank is not undergoing any examination by the California Franchise Tax Board.

## 12. Commitments, Contingencies and Concentrations of Risk

**Legal Proceedings** – In February 2004, the Bank was named in a class action lawsuit titled, "James Baker v. Century Financial, et al," alleging various violations of Missouri's Second Mortgage Loans Act (the "Missouri Act") by charging and receiving fees and costs that were either wholly prohibited by or in excess of that allowed by the Missouri Act relating to origination fees, interest rates, and other charges. The class action lawsuit was filed in the Circuit Court of Clay County, Missouri. The complaint seeks restitution of all improperly collected charges, interest plus the right to rescind the mortgage loans or a right to offset any illegal collected charges, interest against the principal amounts due

on the loans and punitive damages. In March 2005, the Bank's motion for dismissal due to limitations was denied by the trial court without comment. The Bank's "preemption" motion was denied in August 2006. The Bank has answered the plaintiffs' complaint and the parties have exchanged and answered initial discovery requests. When the record is more fully developed, the Bank intends to raise the limitations issue again in the form of a motion for summary judgment.

The Company is not involved in any other pending legal proceedings other than legal proceedings occurring in the ordinary course of business. Management believes that none of these legal proceedings, individually or in the aggregate, will have a material adverse impact on the results of operations or financial condition of the Company.

Lease Commitments – The Company leases a portion of its facilities from non-affiliates under operating leases expiring at various dates through 2028. The following schedule shows the minimum annual lease payments, excluding any renewals and extensions, property taxes, and other operating expenses, due under these agreements:

	Year ending December 31, (in thousands)
2014	\$ 2,837
2015	2,730
2016	2,398
2017	2,119
2018	1,625
Thereafter	2,344
<b>Total</b>	<b>\$ 14,053</b>

Rental expense under all operating leases totaled \$2.4 million for 2013, \$1.2 million for 2012, and \$926,000 for 2011.

Share-Based Compensation – The following table provides a summary of the expenses the Company has recognized related to share-based compensation awards. The table below also shows the impact those expenses have had on diluted earnings per share and the remaining expense associated with those awards for the years ended December 31:

	2013	2012	2011
	(in thousands, except per share data)		
Share-based compensation expense:			
Stock option expense	\$943	\$177	\$208
Total share-based compensation expense	943	177	208
Total share-based compensation expense, net of tax	\$896	\$169	\$205
Diluted shares outstanding	16,609,954	10,984,034	10,630,720

Impact on diluted earnings per share	\$0.054	\$0.015	\$0.019
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**Employment Agreements**—The Company has entered into a three-year employment agreement with its Chief Executive Officer (“CEO”). This agreement provides for the payment of a base salary and a bonus based upon the CEO’s individual performance and the Company’s overall performance, provides a vehicle for the CEO’s use, and provides for the payment of severance benefits upon termination under specified circumstances. Additionally, the Bank has entered into three-year employment agreements with the following executive officers: Chief Banking Officer, the Chief Financial Officer and the Chief Credit Officer. The agreements provide for the payment of a base salary, a bonus based upon the individual’s performance and the overall performance of the Bank and the payment of severance benefits upon termination under specified circumstances.

**Availability of Funding Sources**—The Company funds substantially all of the loans, which it originates or purchases, through deposits, internally generated funds, and/or borrowings. The Company competes for deposits primarily on the basis of rates, and, as a consequence, the Company could experience difficulties in attracting deposits to fund its operations if the Company does not continue to offer deposit rates at levels that are competitive with other financial institutions. To the extent that the Company is not able to maintain its currently available funding sources or to access new funding sources, it would have to curtail its loan production activities or sell loans and investment securities earlier than is optimal. Any such event could have a material adverse effect on the Company’s results of operations, financial condition and cash flows.

### 13. Benefit Plans

**401(k) Plan**—The Bank maintains an Employee Savings Plan (the “401(k) Plan”) which qualifies under Section 401(k) of the Internal Revenue Code. Under the 401(k) Plan, employees may contribute between 1% to 50% of their compensation. In 2012, 2011 and 2010, the Bank matched 100% of contributions for the first three percent contributed and 50% on the next two percent contributed. Contributions made to the 401(k) Plan by the Bank amounted to \$401,000 for 2013, \$260,000 for 2012 and \$212,000 for 2011.

On April 27, 2000, in an effort to attract and retain talented employees, the Board approved the combination of the 1996 Option Plan and the 1997 Option Plan into the “2000 Stock Incentive Plan.” At the 2000 Annual Meeting, the Corporation’s shareholder approved 2000 Stock Incentive Plan. Additionally, the Corporation increased the total shares available under the 2000 Incentive Plan to 975,000 shares.

**Pacific Premier Bancorp, Inc. 2004 Long-Term Incentive Plan (the “2004 Plan”)**—The 2004 Plan was approved by the Corporation’s stockholders in May 2004. The 2004 Plan authorizes the granting of options equal to 525,500 shares of the common stock of the Corporation for issuances to executives, key employees, officers, and directors. The 2004 Plan will be in effect for a period of ten years from February 25, 2004, the date the 2004 Plan was adopted. Options granted under the 2004 Plan will be made at an exercise price equal to the fair market value of the stock on the date of grant. Awards granted to officers and employees may include incentive stock options, nonstatutory stock options and limited rights, which are exercisable only upon a change in control of the Corporation. The options granted pursuant to the 2004 Plan vest at a rate of 33.3% per year.

**Pacific Premier Bancorp, Inc. 2012 Long-Term Incentive Plan (the “2012 Plan”)**—The 2012 Plan was approved by the Corporation’s stockholders in May 2012. The 2012 Plan authorizes the granting of options equal to 620,000 shares of the common stock of the Corporation for issuances to executives, key employees, officers, and directors. The 2012 Plan will be in effect for a period of ten years from May 30, 2012, the date the 2012 Plan was adopted. Options granted under the 2012 Plan will be made at an exercise price equal to the fair market value of the stock on the date of

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grant. Awards granted to officers and employees may include incentive stock options, nonstatutory stock options and limited rights, which are exercisable only upon a change in control of the Corporation. The options granted pursuant to the 2012 Plan vest at a rate of 33.3% per year.

The 2000 Stock Incentive Plan, the Pacific Premier Bancorp, Inc. 2004 Long-Term Incentive Plan, and the Pacific Premier Bancorp, Inc. 2012 Long-Term Incentive Plan are collectively the "Option Plans."

Below is a summary of the activity in the Option Plans for the years ended December 31, 2013 and 2012:

	2013		2012	
	Shares	Weighted average exercise price per share	Shares	Weighted average exercise price per share
Options outstanding at the beginning of the year	672,334	\$ 8.34	568,500	\$ 8.34
Granted	202,000	10.64	190,000	7.87
Exercised	(57,164 )	9.16	(60,662 )	6.33
Forfeited and expired	(3,500 )	5.91	(25,504 )	9.72
Options outstanding at the end of the year	813,670	\$ 8.86	672,334	\$ 8.34
Options exercisable at the end of the year	470,687		449,435	
Weighted average remaining contractual life of options outstanding at end of year	6.0 Years		5.6 Years	

The aggregate intrinsic value (the amount by which a call option is in the money, calculated by taking the difference between the strike price and the market price of the underlying securities) of options outstanding was \$5.6 million at December 31, 2013, \$1.5 million at December 31, 2012, and \$184,000 at December 31, 2011.

The aggregate intrinsic value of vested options outstanding was \$3.4 million at December 31, 2013, \$695,000 at December 31, 2012, and \$180,000 at December 31, 2011.

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The amount charged against compensation expense in relation to the stock options was \$943,000 for 2013 and \$177,000 for 2012. At December 31, 2013, unrecognized compensation expense related to the options is approximately \$56,000 for 2014, \$232,000 for 2015 and \$9,000 for 2016.

Options granted under the Option Plans during 2013, 2012 and 2011 were valued using the Black-Scholes model with the following average assumptions:

	Year Ended December		
	31,		
	2013	2012	2011
Expected volatility	22.2% - 23.14%	16.49%	25.82%
			-
			38.47%
Expected term	10.0	10.0	10.0
	Years	Years	Years
Expected dividends	None	None	None
Risk free rate	1.78% -	1.57%	1.92% -
	2.67%		3.50%
Weighted-average grant date fair value	\$3.93 -	\$7.87	\$1.80 -
	\$5.87		\$3.47

**Salary Continuation Plan**—The Bank implemented a non-qualified supplemental retirement plan in 2006 (the “Salary Continuation Plan”) for certain executive officers of the Bank. The Salary Continuation Plan is unfunded. The amounts expensed in 2013 and 2012 under the Salary Continuation Plan amounted to \$122,000 and \$80,000, respectively. As of December 31, 2013 and 2012, \$1.0 million and \$524,000, respectively, were recorded in other liabilities on the consolidated statements of condition for the Salary Continuation Plan.

**Directors’ Deferred Compensation Plan**—The Bank created a Directors’ Deferred Compensation Plan in September 2006 which allows directors to defer board of directors’ fees. The deferred compensation is credited with interest by the Bank at prime plus one percent and the accrued liability is payable upon retirement or resignation. The Directors’ Deferred Compensation Plan is unfunded. The Company is under no obligation to make matching contributions to the plan. At December 31, 2013 the liability for the plan was \$315,000 compared to \$269,000, at December 31, 2012. The interest expense for 2013 was \$7,000, compared to \$10,000 for 2012 and \$7,000 for 2011.

**Long-Term Care Insurance Plan**—The Bank implemented a Long-Term Care Insurance Plan in September 2006 for the executive officers and directors of the Bank. The non-employee directors may elect not to participate in the insurance plan. For those who opt out, the amount of the insurance premium, up to \$4,000 annually, will be recorded each month to their deferred compensation account with interest. The expense for 2013 and 2012 was \$79,000 and \$33,000, respectively, for this plan. As of December 31, 2013 and 2012, \$90,000 and \$70,000, respectively, was recorded in other liabilities on the consolidated statements of condition for the insurance plan.

#### 14. Financial Instruments with Off-Balance Sheet Risk

The Company is a party to financial instruments with off-balance sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments include commitments to extend credit in the form of originating loans or providing funds under existing lines or letters of credit. These commitments 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 and may require payment of a fee. Since many commitments are expected to expire, the total commitment amounts do not necessarily represent future cash requirements. Commitments involve, to varying degrees, elements of credit and interest rate risk in excess of the amounts recognized in the accompanying consolidated statements of financial condition.

The Company's exposure to credit loss in the event of nonperformance by the other party to the financial instrument for commitments to extend credit is represented by the contractual or notional amount of those instruments. The Company controls credit risk of its commitments to fund loans through credit approvals, limits and monitoring procedures. The Company uses the same credit policies in making commitments and conditional obligations as it does for on-balance sheet instruments. The Company evaluates each customer for creditworthiness.

The Company receives collateral to support commitments when deemed necessary. The most significant categories of collateral include real estate properties underlying mortgage loans, liens on personal property and cash on deposit with the Bank.

The Company maintains an allowance for credit losses to provide for commitments related to loans associated with undisbursed loan funds and unused lines of credit. The allowance for these commitments was \$341,000 at December 31, 2013 and \$127,000 at December 31, 2012.

The Company's commitments to extend credit at December 31, 2013 were \$337.2 million and \$131.5 million at December 31, 2012. The 2013 balance is primarily composed of \$207.5 million of undisbursed warehouse loans and \$77.2 million of undisbursed C&I loans.

#### 15. Fair Value of Financial Instruments

Fair value is the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The fair value hierarchy prioritizes inputs to valuation techniques used in fair value calculations. The three levels of inputs are defined as follows:

Level 1 – unadjusted quoted prices for identical assets or liabilities in active markets accessible by the Company

Level 2 – inputs that are observable in the marketplace other than those inputs classified as Level 1

Level 3 – inputs that are unobservable in the marketplace and significant to the valuation

Because no market exists for a significant portion of the Company's financial instruments, fair value estimates are based on judgments regarding current economic conditions, risk characteristics of various financial instruments, and other factors. These estimates are subjective in nature and involve uncertainties and matters of significant judgment and therefore cannot be determined with precision. Changes in assumptions could significantly affect the fair values presented. The following methods and assumptions were used by the Company to estimate the fair value of its financial instruments at December 31, 2013 and 2012:

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

Securities Available for Sale – Where possible, the Company utilizes quoted market prices to measure debt and equity securities; such items are classified as Level 1 in the hierarchy and include equity securities, US government bonds and securities issued by federally sponsored agencies. When quoted market prices for identical assets are unavailable or the market for the asset is not sufficiently active, varying valuation techniques are used. Common inputs in valuing these assets include, among others, benchmark yields, issuer spreads, forward mortgage-backed securities trade prices

and recently reported trades. Such assets are classified as Level 2 in the hierarchy and typically include private label mortgage-backed securities and corporate bonds. Pricing on these securities are provided to the Company by a pricing service vendor. In the Level 3 category, the Company is classifying all the securities that the Company pricing service vendor cannot price due to lack of trade activity in these securities.

FHLB and Federal Reserve Bank Stock – The carrying value approximates the fair value based upon the redemption provisions of the stock and are classified as Level 1.

Loans Held for Sale - The fair value of loans held for sale is determined, when possible, using quoted secondary-market prices. If no such quoted price exists, the fair value of a loan is determined using quoted prices for a similar asset or assets, adjusted for the specific attributes of that loan. Loans held for sale are classified as Level 2.

Loans Held for Investment— For variable-rate loans that re-price frequently and have no significant change in credit risk, fair values are based on carrying values resulting in a Level 2 classification. The carrying amount of accrued interest receivable approximates its fair value as a Level 2 classification.

Other real estate owned – Other real estate owned represents real estate that the Company has taken control of in partial or full satisfaction of loans. At the time of foreclosure, other real estate owned is recorded at the fair value of the real estate, less costs to sell, which becomes the property's new basis. Fair values are generally based on third party appraisals of the property less any estimated selling costs and are classified as Level 2.

Accrued Interest Receivable/Payable – The carrying amount approximates fair value and are classified as Level 1.

Deposit Accounts— The fair values estimated for demand deposits (interest and noninterest checking, passbook savings, and certain types of money market accounts) are equal to the amount payable on demand at the reporting date (i.e., their carrying amounts) resulting in a Level 1 classification. Fair values for fixed-rate certificates of deposit are estimated using a discounted cash flow calculation that applies interest rates currently being offered on certificates to a schedule of the aggregate expected monthly maturities on time deposits in a Level 2 classification. The carrying amount of accrued interest payable approximates its fair value as a Level 1 classification.

FHLB Advances and Other Borrowings— For these instruments, the fair value of short term borrowings is estimated to be the carrying amount and is classified as Level 1. The fair value of long term borrowings and debentures is determined using rates currently available for similar borrowings or debentures with similar credit risk and for the remaining maturities and are classified as Level 2. The carrying amount of accrued interest payable approximates its fair value as a Level 2 classification.

Subordinated Debentures – The fair value of subordinated debentures is estimated by discounting the balance by the current three-month LIBOR rate plus the current market spread. The fair value is determined based on the maturity date as the Company does not currently have intentions to call the debenture and are classified as Level 2.

Off-balance sheet commitments and standby letters of credit – The majority of the Bank's commitments to extend credit carry current market interest rates if converted to loans. Because these commitments are generally unassignable by either the Bank or the borrower, they only have value to the Bank and the borrower. The notional amount disclosed for off-balance sheet commitments and standby letters of credit is the amount available to be drawn down on all lines and letters of credit. The cost to assume is calculated at 10% of the notional amount and is classified as Level 2.

Estimated fair values are disclosed for financial instruments for which it is practicable to estimate fair value. These estimates are made at a specific point in time based on relevant market data and information about the financial instruments. These estimates do not reflect any premium or discount that could result from offering the Company'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

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unrealized gains and losses can have a significant effect on fair value estimates and have not been considered in any of these estimates.

The fair value estimates presented herein are based on pertinent information available to management as of December 31, 2013 and 2012.

	At December 31, 2013				
	Carrying Amount (in thousands)	Level 1	Level 2	Level 3	Estimated Fair Value
Assets:					
Cash and cash equivalents	\$ 126,813	\$ 126,813	\$-	\$-	\$ 126,813
Securities available for sale	256,089	-	256,089	-	256,089
Federal Reserve Bank and FHLB stock, at cost	15,450	15,450	-	-	15,450
Loans held for sale, net	3,147	-	3,147	-	3,147
Loans held for investment, net	1,231,923	-	1,227,889	2,427	1,230,316
Accrued interest receivable	6,254	6,254	-	-	6,254
Other real estate owned	1,186	-	1,186	-	1,186
Liabilities:					
Deposit accounts	1,306,286	991,630	301,007	-	1,292,637
FHLB advances	156,000	156,000	-	-	156,000
Other borrowings	48,091	-	49,058	-	49,058
Subordinated debentures	10,310	-	4,696	-	4,696
Accrued interest payable	166	166	-	-	166
	Notional Amount	Level 1	Level 2	Level 3	Cost to Cede or Assume
Off-balance sheet commitments and standby	\$ 337,181	\$-	\$ 33,718	\$-	\$ 33,718



letters of credit	At December 31, 2012				
	Carrying Amount (in thousands)	Level 1	Level 2	Level 3	Estimated Fair Value
Assets:					
Cash and cash equivalents	\$59,352	\$59,352	\$-	\$-	\$59,352
Securities available for sale	84,066	-	83,114	952	84,066
Federal Reserve Bank and FHLB stock, at cost	11,247	11,247	-	-	11,247
Loans held for sale, net	3,681	-	3,681	-	3,681
Loans held for investment, net	974,213	-	1,046,853	2,736	1,049,589
Accrued interest receivable	4,126	4,126	-	-	4,126
Other real estate owned	2,258	-	2,258	-	2,258
Liabilities:					
Deposit accounts	904,768	548,101	363,382	-	911,483
FHLB advances	87,000	87,000	-	-	87,000
Other borrowings	28,500	-	31,267	-	31,267
Subordinated debentures	10,310	-	4,973	-	4,973
Accrued interest payable	142	142	-	-	142
	Notional Amount	Level 1	Level 2	Level 3	Cost to Cede or Assume
Off-balance sheet commitments and standby letters of credit	\$131,450	\$-	\$13,145	\$-	\$13,145

A loan is considered impaired when it is probable that payment of interest and principal will not be made in accordance with the contractual terms of the loan agreement. Impairment is measured based on the fair value of the underlying collateral or the discounted expected future cash flows. The Company measures impairment on all non-accrual loans for which it has reduced the principal balance to the value of the underlying collateral less the anticipated selling cost. As such, the Company records impaired loans as non-recurring Level 2 when the fair value of the underlying collateral is based on an observable market price or current appraised value. When current market prices are not available or the Company determines that the fair value of the underlying collateral is further impaired below appraised values, the Company records impaired loans as Level 3. At December 31, 2013, substantially all the Company's impaired loans were evaluated based on the fair value of their underlying collateral based upon the most recent appraisal available to management.

The Company's valuation methodologies may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. While management believes the Company's valuation methodologies are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different estimate of fair value at the reporting date.

The following fair value hierarchy table presents information about the Company's assets measured at fair value on a recurring basis at the dates indicated:

	At December 31, 2013			
	Fair Value			
	Measurement Using			
	Level		Level	Assets at
	1	Level 2	3	Fair
	(in thousands)			
Assets				
Marketable securities	\$-	\$256,089	\$-	\$256,089
Total assets	\$-	\$256,089	\$-	\$256,089

	At December 31, 2012			
	Fair Value			
	Measurement Using			
	Level		Level	Assets at
	1	Level 2	3	Fair
	(in thousands)			
Assets				
Marketable securities	\$-	\$83,114	\$952	\$84,066
Total assets	\$-	\$83,114	\$952	\$84,066

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The following table provides a summary of the changes in consolidated statements of financial condition carrying values associated with Level 3 financial instruments during the twelve months ended December 31, 2013:

	Fair Value Measurement Using Significant Other Unobservable Inputs (Level 3) Marketable Securities (in thousands)
Beginning Balance, January 1, 2013	\$952
Total gains or losses (realized/unrealized):	
Included in earnings (or changes in net assets)	194
Included in other comprehensive income	(140 )
Purchases, issuances, and settlements	(1,077)
Transfer in and/or out of Level 3	71
Ending Balance, December 31, 2013	\$-

The following table provides a summary of the financial instruments the Company measures at fair value on a non-recurring basis as of December 31, 2013:

	Fair Value Measurement Using			Assets at Fair Value
	Level 1	Level 2	Level 3	
	(in thousands)			
Assets				
Impaired Loans	\$-	\$-	\$2,427	\$2,427
Loans held for sale	-	3,147	-	3,147

Other real estate owned	-	1,186	-	1,186
Total assets	\$-	\$4,333	\$2,427	\$6,760

## 16. Earnings Per Share

Earnings per share of common stock is calculated on both a basic and diluted basis based on the weighted average number of common and common equivalent shares outstanding, excluding common shares in treasury. Basic earnings per share excludes dilution and is computed by dividing income available to stockholders 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 were exercised or converted into common stock or resulted from the issuance of common stock that then would share in earnings.

A reconciliation of the numerators and denominators used in basic and diluted earnings per share computations is presented in the table below. Excluded from the diluted earnings per share calculation were options to purchase 2,601 shares of common stock for the year ended December 31, 2013 and 259,373 shares of common stock for the year ended December 31, 2012, as the exercise prices exceeded the stock price at the end of each period.

	Income/(Loss) (numerator) (dollars in thousands, except share data)	Shares (denominator)	Per Share Amount
For the year ended December 31, 2013:			
Net income applicable to earnings per share	\$ 8,993		
Basic earnings per share: Income available to common stockholders	8,993	15,798,885	\$ 0.57
Effect of dilutive securities: Warrants and stock option plans	-	811,069	
Diluted earnings per share: Income	\$ 8,993	16,609,954	\$ 0.54

available to  
common  
stockholders

For the year  
ended  
December 31,  
2012:

Net income applicable to earnings per share	\$ 15,776		
--	-----------	--	--

Basic earnings per share: Income available to common stockholders	15,776	10,571,073	\$ 1.49
--	--------	------------	---------

Effect of dilutive securities: Warrants and stock option plans	-	412,961	
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Diluted earnings per share: Income available to common stockholders	\$ 15,776	10,984,034	\$ 1.44
--	-----------	------------	---------

For the year  
ended  
December 31,  
2011:

Net income applicable to earnings per share	\$ 10,572		
--	-----------	--	--

Basic earnings per share: Income available to common stockholders	10,572	10,092,181	\$ 1.05
--	--------	------------	---------

Effect of dilutive securities: Warrants and stock option plans	-	538,539	
---	---	---------	--

Diluted  
earnings per  
share: Income  
available to  
common  
stockholders \$ 10,572      10,630,720      \$ 0.99

## 17. Related Parties

Loans to the Company's executive officers and directors are made in the ordinary course of business and are made on substantially the same terms as comparable transactions. There were no new loans made or outstanding to any officers or directors of the Company in 2013 or 2012.

At the end of 2013 the Company had related party deposits of \$819,000 compared to \$1.2 million at the end of 2012.

## 18. Quarterly Results of Operations (Unaudited)

The following is a summary of selected financial data presented below by quarter for the periods indicated:

	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
	(dollars in thousands, except per share data)			
For the year ended December 31, 2013				
Interest income	\$ 14,235	\$ 14,936	\$ 16,374	\$ 17,973
Interest expense	1,336	1,347	1,366	1,307
Provision for estimated loan losses	296	322	646	596
Noninterest income	1,724	2,431	2,321	2,617
Noninterest expense	11,179	15,856	11,771	12,009
Income tax provision	1,176	91	1,846	2,474
Net income	\$ 1,972	\$ (249 )	\$ 3,066	\$ 4,204
Earnings per share:				
Basic	\$ 0.14	\$ (0.02 )	\$ 0.19	\$ 0.26
Diluted	\$ 0.13	\$ (0.02 )	\$ 0.18	\$ 0.25

For the  
year ended  
December  
31, 2012

Interest income	\$ 12,116	\$ 13,046	\$ 13,626	\$ 14,159
Interest expense	2,075	1,764	1,772	1,538
Provision for estimated loan losses	-	-	145	606
Noninterest income	939	6,529	1,910	3,194
Noninterest expense	6,641	8,205	8,031	8,977
Income tax provision	1,647	3,795	2,126	2,421
Net income	\$ 2,692	\$ 5,811	\$ 3,462	\$ 3,811

Earnings  
per share:

Basic	\$ 0.26	\$ 0.56	\$ 0.34	\$ 0.33
Diluted	\$ 0.25	\$ 0.55	\$ 0.32	\$ 0.32

#### 19. Parent Company Financial Information

The Corporation is a California-based bank holding company organized in 1997 as a Delaware corporation and owns 100% of the capital stock of the Bank, its principal operating subsidiary. The Bank was incorporated and commenced operations in 1983. Condensed financial statements of the Corporation are as follows:

#### PACIFIC PREMIER BANCORP, INC.

#### STATEMENTS OF FINANCIAL CONDITION

(Parent company only)

At December 31,

2013      2012

(in thousands)

#### Assets:

Cash and cash equivalents	\$ 2,873	\$ 7,027
Deferred income taxes	3,280	4,129
Investment in subsidiaries	179,034	133,560
Other assets	611	411
Total Assets	\$ 185,798	\$ 145,127

#### Liabilities:

Subordinated debentures	\$ 10,310	\$ 10,310
Accrued expenses and other liabilities	262	301
Total Liabilities	10,572	10,611
Total Stockholders' Equity	175,226	134,516
Total Liabilities and Stockholders' Equity	\$ 185,798	\$ 145,127

PACIFIC PREMIER BANCORP, INC.  
STATEMENTS OF OPERATIONS  
(Parent company only)

For the Years Ended  
December 31,  
2013      2012      2011  
(in thousands)

Income:			
Interest income	\$ 20	\$ 4	\$ 4
Noninterest income	3	24	6
Total income	23	28	10
Expense:			
Interest expense	307	326	310
Noninterest expense	2,141	1,138	546
Total expense	2,448	1,464	856
Loss before income tax provision	(2,425 )	(1,436 )	(846 )
Income tax benefit	(827 )	(591 )	(349 )
Net loss (parent only)	(1,598 )	(845 )	(497 )
Equity in net earnings of subsidiaries	10,591	16,621	11,069



Net income \$8,993 \$15,776 \$10,572

PACIFIC PREMIER BANCORP, INC.  
SUMMARY STATEMENTS OF CASH FLOWS  
(Parent company only)

For the Years Ended December 31,  
2013 2012 2011

CASH FLOWS FROM OPERATING ACTIVITIES	(in thousands)		
Net income	\$ 8,993	\$ 15,776	\$ 10,572
Adjustments to reconcile net income to cash used in operating activities:			
Share-based compensation expense	943	177	208
Equity in net earnings of subsidiaries	(10,591)	(16,621)	(11,069)
Increase (decrease) in accrued expenses and other liabilities	(39 )	154	(192 )
Increase (decrease) in current and deferred taxes	1,153	93	352
Decrease (increase) in other assets	(504 )	44	(128 )
Net cash used in operating activities	(45 )	(377 )	(257 )
CASH FLOWS FROM FINANCING ACTIVITIES:			
Dividend from Bank	-	800	3,450
Proceeds from issuance of common stock, net of issuance cost	4,560	30,958	-
	-	-	(3,660 )

Repurchase Pacific Premier Bancorp Warrants			
Repurchase of common stock	(59 )	(195 )	(451 )
Proceeds from exercise of options and warrants	90	237	274
Capital contribution to Bank	(8,700 )	(25,000)	-
Net cash provided by (used in) financing activities	(4,109 )	6,800	(387 )
Net increase (decrease) in cash and cash equivalents	(4,154 )	6,423	(644 )
Cash and cash equivalents, beginning of year	7,027	604	1,248
Cash and cash equivalents, end of year	\$ 2,873	\$ 7,027	\$ 604

## 20. Acquisitions

### San Diego Trust Bank Acquisition

On June 25, 2013, the Company completed its acquisition of San Diego Trust Bank (“SDTB”) in exchange for consideration valued at \$30.6 million which consisted of \$16.2 million of cash and 1,198,255 shares of the Corporation’s common stock.

SDTB was a San Diego, California based state-chartered bank. The acquisition was an opportunity for the Company to acquire a banking network that complemented our existing banking franchise and expanded into a new market area. Additionally, the SDTB acquisition improved the Company’s deposit base by lowering our cost of deposits and providing an opportunity to accelerate future core deposit growth in the San Diego, California, market area.

Goodwill in the amount of \$5.6 million was recognized in this acquisition. Goodwill represents the future economic benefits arising from net assets acquired that are not individually identified and separately recognized and is attributable to synergies expected to be derived from the combination of the two entities. Goodwill recognized in this transaction is not deductible for income tax purposes.

The following table represents the assets acquired and liabilities assumed of SDTB as of June 25, 2013 and the provisional fair value adjustments and amounts recorded by the Company in 2013 under the acquisition method of

accounting:

	SDTB Book Value	Fair Value Adjustments	Fair Value
(dollars in thousands)			
Assets			
Cash and cash equivalents	\$ 30,252	\$ -	\$ 30,252
Investment securities	124,960	(155 )	124,805
Loans, gross	42,945	(223 )	42,722
Allowance for loan losses	(1,013 )	1,013	-
Other real estate owned	752	-	752
Core deposit intangible	-	2,836	2,836
Other assets	9,856	-	9,856
Total assets acquired	\$ 207,752	\$ 3,471	\$ 211,223
Liabilities			
Deposits	\$ 183,901	\$ 6	\$ 183,907
Deferred tax liability (asset)	(333 )	1,507	1,174
Other liabilities	1,823	(729 )	1,094
Total liabilities assumed	185,391	784	186,175
Excess of assets acquired over liabilities assumed	\$ 22,361	\$ 2,687	25,048
Consideration paid			30,622
Goodwill recognized			\$ 5,574

The Company accounted for these transactions under the acquisition method of accounting which requires purchased assets and liabilities assumed to be recorded at their respective fair values at the date of acquisition. The Company determined the fair value of the core deposit intangible, securities and deposits with the assistance of third-party valuations. The fair value of other real estate owned (“OREO”) was based on recent appraisals of the properties.

The estimated fair values are subject to refinement as additional information relative to the closing date fair values become available through the measurement period, which can extend for up to one year after the closing date of the

transaction. While additional significant changes to the closing date fair values are not expected, any information relative to the changes in these fair values will be evaluated to determine if such changes are due to events and circumstances that existed as of the acquisition date. During the measurement period, any such changes will be recorded as part of the closing date fair value.

#### First Association Bank Acquisition

On March 15, 2013, the Company completed its acquisition of First Association Bank (“FAB”) in exchange for consideration valued as of the closing at \$57.9 million which consisted of \$43.0 million of cash and 1,279,217 shares of the Corporation’s common stock.

FAB was a Dallas, Texas, based bank which specialized in providing commercial banking services to home owner association (“HOA”) management companies throughout the United States. The FAB acquisition was an opportunity for the Company to acquire a highly efficient, consistently profitable and niche-focused business that complimented our banking franchise. Additionally, this acquisition improved the Company’s deposit base by lowering our cost of deposits and providing a platform to accelerate future core deposit growth from HOAs.

Goodwill in the amount of \$11.9 million was recognized in this acquisition. Goodwill represents the future economic benefits arising from net assets acquired that are not individually identified and separately recognized and is attributable to synergies expected to be derived from the combination of the two entities. Goodwill recognized in this transaction is not deductible for income tax purposes.

The following table represents the assets acquired and liabilities assumed of FAB as of March 15, 2013, the provisional fair value adjustments and amounts recorded by the Company in 2013 under the acquisition method of accounting:

	FAB Book Value	Fair Value Adjustments	Fair Value
(dollars in thousands)			
<b>Assets</b>			
Cash and cash equivalents	\$ 167,663	\$ -	\$ 167,663
Investment securities	219,913	2,478	222,391
Loans, gross	26,264	158	26,422
Allowance for loan losses	(224 )	224	-
Core deposit intangible	-	1,930	1,930
Other assets	5,823	-	5,823
<b>Total assets acquired</b>	<b>\$ 419,439</b>	<b>\$ 4,790</b>	<b>\$ 424,229</b>
<b>Liabilities</b>			
Deposits	\$ 356,737	\$ 81	\$ 356,818
Borrowings	16,905	-	16,905
Deferred tax liability	-	3,918	3,918

Other Liabilities	536	-	536
<b>Total liabilities assumed</b>	<b>374,178</b>	<b>3,999</b>	<b>378,177</b>
Excess of assets acquired over liabilities assumed	\$45,261	\$ 791	46,052
<b>Consideration paid</b>			<b>57,906</b>
Goodwill recognized			\$11,854

There were no purchased credit impaired loans acquired from FAB or SDTB. For loans acquired from FAB and SDTB, the contractual amounts due, expected cash flows to be collected, interest component and fair value as of the respective acquisition dates were as follows:

	Acquired Loans (dollars in thousands)
<b>Contractual amounts due</b>	<b>\$ 79,358</b>
Cash flows not expected to be collected	-
<b>Expected cash flows</b>	<b>79,358</b>
Interest component of expected cash flows	10,543
<b>Fair value of acquired loans</b>	<b>\$ 68,815</b>

In accordance with generally accepted accounting principles there was no carryover of the allowance for loan losses that had been previously recorded by FAB or SDTB.

The operating results of the Company for the twelve months ending December 31, 2013 include the operating results of FAB and SDTB since their respective acquisition dates. The following table presents the net interest and other income, net income and earnings per share as if the merger with FAB and SDTB were effective as of January 1, 2013 and 2012. There were no material, nonrecurring adjustments to the pro forma net interest and other income, net

income and earnings per share presented below:

	Twelve months Ended December 31,	
	2013	2012
Net interest and other income	\$72,021	\$71,606
Net income	9,852	18,713
Basic earnings per share	\$0.62	\$1.43
Diluted earnings per share	\$0.59	\$1.39

#### Palm Desert National Bank

Effective April 27, 2012, the Bank acquired certain assets and assumed certain liabilities of Palm Desert National Bank from the FDIC as receiver for Palm Desert National, pursuant to the terms of a purchase and assumption agreement entered into by the Bank and the FDIC on April 27, 2012. The Palm Desert National Acquisition included one branch of Palm Desert National that became a branch of the Bank upon consummation of the Palm Desert National Acquisition. The Bank did not enter into any loss sharing agreements with the FDIC in connection the Palm Desert national Acquisition. As a result of the Palm Desert National Acquisition, the Bank acquired and recorded at the acquisition date certain assets with a fair value of approximately \$120.9 million, including:

- \$63.8 million of loans;
- \$39.5 million of cash and cash equivalents;
- \$11.5 million of OREO;
- \$1.5 million in investment securities, including Federal Home Loan Bank (“FHLB”) and Federal Reserve Bank stock;
- \$840,000 of a core deposit intangible; and
- \$3.8 million of other types of assets.

Also as a result of the Palm Desert National Acquisition, the Bank assumed and recorded at acquisition date certain liabilities with a fair value of approximately \$118.0 million, including:

- \$50.1 million in deposit transaction accounts;
- \$30.8 million in retail certificates of deposit;
- \$34.1 million in whole sale certificates of deposits, which were purposefully run off during the second quarter of 2012;
- \$2.4 million in deferred tax liability; and
- \$578,000 of other liabilities.

The fair values of the assets acquired and liabilities assumed were determined based on the requirements of FASB ASC Topic 820: Fair Value Measurements and Disclosures. Final valuation and purchase price allocation adjustments

are reflected in the table below:

April 27, 2012 (dollars in thousands)	
Assets	
Cash and cash equivalents	\$ 22,071
Securities available for sale	100
Federal Reserve Bank and Federal Home Loan Bank stock	1,390
Loans	63,772
Other real estate owned	11,533
Core deposit intangible	840
Accrued interest receivable and other assets	3,658
Total Assets	\$ 103,364
Liabilities	
Deposits	\$ 115,582
Other	29
Total Liabilities	115,611
Excess of liabilities assumed over assets acquired	12,247
Cash received from FDIC	17,420
FDIC receivable	167
	\$ 5,340

Recorded  
gain on  
acquisition

### Canyon National Bank

Effective February 11, 2011, the Bank acquired certain assets and assumed certain liabilities of Canyon National Bank from the FDIC as receiver for Canyon National, pursuant to the terms of a purchase and assumption agreement entered into by the Bank and the FDIC on February 11, 2011. The Canyon National Acquisition included the three branches of Canyon National, all of which became branches of the Bank upon consummation of the Canyon National Acquisition. The Bank did not enter into any loss sharing agreements with the FDIC in connection with the Canyon National Acquisition. As a result of the Canyon National Acquisition, the Bank acquired and received certain assets with a fair value of approximately \$208.9 million, including:

- \$149.7 million of loans;
- \$16.1 million of a FDIC receivable;
- \$13.2 million of cash and cash equivalents;
- \$12.8 million of investment securities;
- \$12.0 million of OREO;
- \$2.3 million of a core deposit intangibles;
- \$1.5 million of other assets; and
- \$1.3 million of FHLB and Federal Reserve Bank stock.

Also as a result of the Canyon National Acquisition, the Bank assumed and recorded at acquisition date certain liabilities with a fair value of approximately \$206.6 million, including:

- \$204.7 million of deposits;
- \$1.9 million in deferred tax liability; and
- 39,000 of other liabilities.

The fair values of the assets acquired and liabilities assumed were determined based on the requirements of FASB ASC Topic 820: Fair Value Measurements and Disclosures. Final valuation and purchase price allocation adjustments are reflected in the table below:

	February 11, 2011 (dollars in thousands)
Assets	
Cash and cash equivalents	\$ 13,167
Securities available for sale	12,753
Federal Reserve Bank and Federal Home Loan Bank stock	1,323



Loans	149,740
Other real estate owned	11,953
Core deposit intangible	2,270
Accrued interest receivable and other assets	1,640
Total Assets	
Acquired	\$ 192,846
Liabilities	
Deposits	\$ 204,678
Other	39
Total Liabilities	
Assumed	204,717
Excess of liabilities assumed over assets acquired	11,871
Cash received from FDIC	13,222
FDIC receivable	2,838
Recorded gain on acquisition	\$ 4,189

## 21. Subsequent Events

### Pacific Premier Bancorp, Inc. and IFC

On November 18, 2013, the Company announced that it had entered into a definitive agreement to acquire privately held Infinity Franchise Holdings, LLC (“Infinity Holdings”) and its wholly owned operating subsidiary Infinity Franchise Capital, LLC (“IFC” and together with Infinity Holdings, “Infinity”), a national lender to franchisees in the quick service restaurant (“QSR”) industry, and other direct and indirect subsidiaries utilized in its business. The acquisition was completed on January 30, 2014, whereby we acquired \$80.8 million in assets, \$709,000 in liabilities and paid off their credit facility of \$67.6 million. Infinity had no delinquent loans or adversely classified assets as of the acquisition date. The acquisition of Infinity is expected to further diversify our loan portfolio with commercial and industrial and owner-occupied commercial real estate loans, to deploy excess liquidity into higher yielding assets, to positively impact our net interest margin and to further leverage our strong capital base. The QSR franchisee lending business is a niche market that provides attractive growth opportunities for the Company in the future. The value of the total consideration paid for the Infinity acquisition was \$16.9 million, which consisted of \$9.0 million

paid in cash and the issuance of 562,469 shares of the Corporation's stock, which was valued at \$16.02 per share as measured by the 10-day average closing price immediately prior to closing of the transaction. The acquisition is expected to be accretive to PPBI's 2014 earnings per share.

#### ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None

#### ITEM 9A. CONTROLS AND PROCEDURES

##### Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(c) and 15d-15(c)) under the Exchange Act as of the end of the period covered by this Annual Report on Form 10-K. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints and that management is required to apply its judgment in evaluating the benefits of possible controls and procedures relative to their costs.

Based on our evaluation, our Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures are effective as of the end of the period covered by this Annual Report on Form 10-K in providing reasonable assurance that information we are required to disclose in periodic reports that we file or submit to the SEC pursuant to the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

##### Management's Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. Our internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with United States generally accepted accounting principles. Our internal control over financial reporting includes those policies and procedures that:

- pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with United States generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with the authorization of its management and directors; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements.

Our management assessed the effectiveness of its internal control over financial reporting as of December 31, 2013. In making this assessment, management used the framework set forth in the report entitled “Internal Control—Integrated Framework” issued by the Committee of Sponsoring Organizations of the Treadway Commission, or COSO. The COSO framework summarizes each of the components of a company’s internal control system, including (i) the control environment, (ii) risk assessment, (iii) control activities, (iv) information and communication, and (v) monitoring. Based on this assessment, our management believes that, as of December 31, 2013, our internal control over financial reporting was effective.

Vavrinek, Trine, Day & Co., LLP, the independent registered public accounting firm that audited the Company’s financial statements included in the Annual Report, issued an audit report on the Company’s internal control over financial reporting as of, and for the year ended December 31, 2013. Vavrinek, Trine, Day & Co., LLP’s audit report appears in Item 8 of this Annual Report on Form 10-K.

#### Changes in Internal Control over Financial Reporting

We regularly review our system of internal control over financial reporting and make changes to our processes and systems to improve controls and increase efficiency, while ensuring that we maintain an effective internal control environment. Changes may include such activities as implementing new, more efficient systems, consolidating activities, and migrating processes.

As of the end of the fourth quarter ended December 31, 2013, there were no changes in our internal controls over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

#### ITEM 9B. OTHER INFORMATION

None

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### PART III

#### ITEM 10. DIRECTORS, EXECUTIVE OFFICERS, AND CORPORATE GOVERNANCE

The information required by this item with respect to our directors and certain corporate governance practices is contained in our Proxy Statement for our 2014 Annual Meeting of Stockholders (the “Proxy Statement”), expected to be filed with the SEC within 120 days after the end of the Company’s fiscal year ended December 31, 2013, under the headings “Corporate Governance;” “Item 1—Election of Directors;” and “Section 16(a) Beneficial Ownership Reporting Compliance,” which information is incorporated herein by reference. The information required by this item with respect to our executive officers is contained in the Proxy Statement under the headings “Corporate Governance” and “Section 16(a) Beneficial Ownership Reporting Compliance,” which information is incorporated herein by reference.

We maintain a code of ethics applicable to our Board of Directors, principal executive officer, and principal financial officer, as well as all of our other employees. Our code of ethics can be found on our internet website located at [www.ppbi.com](http://www.ppbi.com).

## ITEM 11. EXECUTIVE COMPENSATION

The information required by this item is contained in the Proxy Statement under the headings “Executive Compensation;” “Compensation Committee Interlocks and Insider Participation;” and “Compensation Committee Report,” which information is incorporated herein by reference.

## ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

## Equity Compensation Plan Information

The following table provides information as of December 31, 2013, with respect to options outstanding and available under the Company’s active stock incentive plans.

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options/Warrants (a)	Weighted-Average Exercise Price of Outstanding Options/Warrants (b)	Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders:			
2000 Stock Incentive Plan	5,500	\$ 12.65	-
2004 Stock Incentive Plan	418,670	\$ 8.40	32,105
2012 Stock Incentive Plan	389,500	\$ 9.31	228,000
Equity compensation plans not approved by security holders	-	-	-
<b>Total Equity Compensation plans</b>	<b>813,670</b>	<b>\$ 8.86</b>	<b>260,105</b>

Additional information required by this item is contained in the Proxy Statement under the headings “Principal Holders of Common Stock” and “Security Ownership of Directors and Executives Officers,” which information is incorporated

herein by reference.

#### ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE

The information required by this item is contained in the Proxy Statement under the headings “Transactions with Certain Related Persons” and “Item 1—Election of Directors,” which information is incorporated herein by reference.

#### ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information required by this item is contained in the Proxy Statement under the heading “Item 11. Ratification of the Appointment of Vavrinek, Trine, Day & Co., LLP as the Company’s Independent Auditor for the Fiscal Year Ended December 31, 2012,” which information is incorporated herein by reference.

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### PART IV

#### ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) Documents filed as part of this report.

(1) The following financial statements are incorporated by reference from Item 8 hereof:

Independent Auditors’ Report.

Consolidated Statements of Financial Condition as of December 31, 2013 and 2012.

Consolidated Statements of Income for the Years Ended December 31, 2013, 2012 and 2011.

Consolidated Statement of Stockholders’ Equity and Other Comprehensive Income for the Years Ended December 31, 2013, 2012 and 2011.

Consolidated Statements of Cash Flows for the Years Ended December 31, 2013, 2012 and 2011.

Notes to Consolidated Financial Statements.

(2) All schedules for which provision is made in the applicable accounting regulation of the SEC are omitted because they are not applicable or the required information is included in the consolidated financial statements or related notes thereto.

(3) The following exhibits are filed as part of this Form 10-K, and this list includes the Exhibit Index.

#### Exhibit No. Description

2.1 Purchase and Assumption Agreement-Whole Bank All Deposits, Among Federal Deposit Insurance Corporation, Receiver of Palm Desert National Bank, Palm Desert, California, Federal Deposit Insurance Corporation and Pacific Premier Bank, Costa Mesa, California dated as of April 27, 2012. (1)

2.2

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- Agreement and Plan of Reorganization, dated as of October 15, 2012, among Pacific Premier Bancorp, Inc., Pacific Premier Bank and First Associations Bank. (2)
- 2.3 Agreement and Plan of Reorganization, dated as of March 5, 2013, among Pacific Premier Bancorp, Inc., Pacific Premier Bank and San Diego Trust Bank. (3)
- 3.1 Amended and Restated Certificate of Incorporation of Pacific Premier Bancorp, Inc. (4)
- 3.2 Amended and Restated Bylaws of Pacific Premier Bancorp, Inc. (4)
- 4.1 Specimen Stock Certificate of Pacific Premier Bancorp, Inc. (5)
- 4.2 Indenture from PPBI Trust I. (8)
- 10.1 2000 Stock Incentive Plan. (7)\*
- 10.2 Employment Agreement between Pacific Premier Bancorp, Inc. and Pacific Premier Bank and Steven Gardner dated January 1, 2011. (11)\*
- 10.3 Employment Agreement between Pacific Premier Bancorp, Inc. and Pacific Premier Bank and Kent Smith dated January 1, 2011. (11)\*
- 10.4 Employment Agreement between Pacific Premier Bancorp, Inc. and Pacific Premier Bank and Eddie Wilcox dated January 1, 2011. (11)\*
- 10.5 Employment Agreement between Pacific Premier Bancorp, Inc. and Pacific Premier Bank and Mike Karr dated January 1, 2011. (11)\*
- 10.6 Amended and Restated Declaration of Trust from PPBI Trust I. (8)
- 10.7 Guarantee Agreement from PPBI Trust I. (8)
- 10.8 Salary Continuation Agreements between Pacific Premier Bank and Steven R. Gardner. (9)\*
- 10.9 2004 Stock Incentive Plan (10)\*
- 10.10 Form of 2004 Stock Incentive Plan Incentive Stock Option Agreement (12)
- 10.11 Form of 2004 Stock Incentive Plan Nonqualified Stock Option Agreement (12)
- 10.12 Form of 2004 Stock Incentive Plan Restricted Stock Agreement (12)
- 10.13 Pacific Premier Bancorp, Inc. 2012 Long-Term Incentive Plan (4)\*
- 10.14 Form of Incentive Stock Option Award Agreement (4)
- 10.15 Form of Non-Qualified Stock Option Award Agreement (4)
- 10.16 Form of Restricted Stock Award Agreement (4)
- 10.17 Form of Shareholder Agreement among Pacific Premier Bancorp, Inc., First Association Bank and certain shareholders of First Associations Bank (2)
- 10.18 Form of Shareholder Agreement among Pacific Premier Bancorp, Inc., San Diego Trust Bank, and certain shareholders of San Diego Trust Bank(3)
- 21 Subsidiaries of Pacific Premier Bancorp, Inc. (Reference is made to “Item 1. Business” for the required information.)
- 23 Consent of Vavrinek, Trine, Day and Co., LLP.
- 31.1 Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act.
- 31.2 Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act.
- 32 Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act.
- 101.INS\*\* XBRL Instance Document #
- 101.SCH\*\* XBRL Taxonomy Extension Schema Document #
- 101.CAL\*\* XBRL Taxonomy Extension Calculation Linkbase Document #
- 101.LAB\*\* XBRL Taxonomy Extension Label Linkbase Document #
- 101.PRE\*\* XBRL Taxonomy Extension Presentation Linkbase Document #
- 101.DEF\*\* XBRL Taxonomy Extension Definition Linkbase Document #

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- (1) Incorporated by reference from the Registrant's Form 8-K/A filed with the SEC on May 3, 2012.
- (2) Incorporated by reference from the Registrant's Form 8-K filed with the SEC on October 15, 2012.
- (3) Incorporated by reference from the Registrant's Form 8-K filed with the SEC on March 6, 2013.
- (4) Incorporated by reference from the Registrant's Form 8-K filed with the SEC on June 4, 2012.
- (5) Incorporated by reference from the Registrant's Registration Statement on Form S-1 (Registration No. 333-20497) filed with the SEC on January 27, 1997.
- (6) Incorporated by reference from the Registrant's Proxy Statement filed with the SEC on December 14, 2001.
- (7) Incorporated by reference from the Registrant's Proxy Statement filed with the SEC on May 1, 2001.
- (8) Incorporated by reference from the Registrant's Form 10-Q filed with the SEC on May 3, 2004.
- (9) Incorporated by reference from the Registrant's Form 8-K filed with the SEC on May 19, 2006.
- (10) Incorporated by reference from the Registrant's Proxy Statement filed with the SEC on April 23, 2004.
- (11) Incorporated by reference from the Registrant's Form 8-K filed with the SEC on January 6, 2011.
- (12) Incorporated by reference from the Registrant's Post-Effective Amendment No. 1 to Form S-8 (Registration No. 333-117857) filed with the SEC on September 3, 2004.

\* Management contract or compensatory plan or arrangement.

\*\*Submitted electronically herewith. Users of this data are advised pursuant to Rule 401 of Regulations S-T promulgated by the Securities and Exchange Commission that the financial information contained in the XBRL-Related Documents is unaudited. Furthermore, users of this data are advised in accordance with Rule 406T of Regulations S-T promulgated by the Securities and Exchange Commission that this Interactive Data File is deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these Sections.

#Attached as Exhibit 101 to this Annual Report on Form 10-K for the period ended December 31, 2013 of Pacific Premier Bancorp., Inc. are the following documents in XBRL (eXtensive Business Reporting Language): (i) Consolidated Statements of Financial Condition as of December 31, 2013 and 2011; (ii) Consolidated Statements of Income for the Years Ended December 31, 2013, 2012 and 2011; (iii) Consolidated Statement of Stockholders' Equity and Other Comprehensive Income for the Years Ended December 31, 2013, 2012 and 2011; (iv) Consolidated Statements of Cash Flows for the Years Ended December 31, 2013, 2012 and 2011, and (v) Notes to Consolidated Financial Statements.

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## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

PACIFIC  
PREMIER  
BANCORP,  
INC.,

By: /s/ Steve  
Gardner  
Steve  
Gardner  
President  
and Chief

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Executive  
Officer  
(principal  
executive  
officer)

DATED: March 17, 2014

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Steven R. Gardner	President and Chief Executive Officer (principal executive officer)	March 17, 2014
Steven R. Gardner		
/s/ Kent J. Smith	Executive Vice President and Chief Financial Officer (principal financial and accounting officer)	March 17, 2014
Kent J. Smith		
/s/ Jeff C. Jones	Chairman of the Board of Directors	March 17, 2014
Jeff C. Jones		
/s/ John D. Goddard	Director	March 17, 2014
John D. Goddard		



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/s/ Michael L. McKennon     Director     March  
17,  
2014  
Michael L.  
McKennon

/s/ Kenneth Boudreau     Director     March  
17,  
2014  
Kenneth  
Boudreau

/s/ Joe Garrett     Director     March  
17,  
2014  
Joe Garrett

/s/ John Carona     Director     March  
17,  
2014  
John  
Carona