

**FEDERAL DEPOSIT INSURANCE CORPORATION**  
**Washington, D.C. 20429**

**FORM 10-K**

Mark One

- ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the fiscal year ended December 31, 2012  
or  
 TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_.

**PREFERRED BANK**

*(Exact name of registrant as specified in its charter)*

<b>California</b> <i>(State or other jurisdiction of incorporation or organization)</i>	<b>33539</b> <i>(FDIC Certificate Number)</i>	<b>95-4340199</b> <i>(I.R.S. Employer Identification No.)</i>
<b>601 S. Figueroa Street, 29<sup>th</sup> Floor, Los Angeles, California</b> <i>(Address of principal executive offices)</i>		<b>90017</b> <i>(Zip Code)</i>

Registrant's telephone number, including area code: **(213) 891-1188**

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

<i>Title of each class</i>	<i>Name of each exchange on which registered</i>
<b>Common Stock, No Par Value</b>	<b>The NASDAQ Stock Market LLC</b>

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

**None**  
*(Title of class)*

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 or Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of the 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, non-accelerated filer, or a smaller reporting company. See definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

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 and non-voting common equity held by non-affiliates of the Registrant, computed by reference to the price at which the common equity was last sold as of the last business day of the Registrant's most recently completed second fiscal quarter (June 30, 2012) was \$176,802,994.

Number of shares of common stock of the Registrant outstanding as of March 12, 2013, was 13,241,700.

The following documents are incorporated by reference herein:

<b><u>Document Incorporated By Reference</u></b>	<b><u>Part of Form 10-K Into Which Incorporated</u></b>
Definitive Proxy Statement for the Annual Meeting of Shareholders which will be filed within 120 days of the fiscal year ended December 31, 2012 .....	Part III

## TABLE OF CONTENTS

	Page
<b>PART I</b> .....	<b>2</b>
ITEM 1. BUSINESS .....	3
ITEM 1A. RISK FACTORS .....	32
ITEM 1B. UNRESOLVED STAFF COMMENTS .....	42
ITEM 2. PROPERTIES .....	42
ITEM 3. LEGAL PROCEEDINGS .....	43
ITEM 4. MINE SAFETY DISCLOSURES .....	43
<b>PART II</b> .....	<b>43</b>
ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED SHAREHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES .....	43
ITEM 6. SELECTED FINANCIAL DATA .....	48
ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS .....	50
ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES OF MARKET RISK .....	77
ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA .....	77
ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE .....	77
ITEM 9A. CONTROLS AND PROCEDURES .....	77
ITEM 9B. OTHER INFORMATION .....	82
<b>PART III</b> .....	<b>81</b>
ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE .....	81
ITEM 11. EXECUTIVE COMPENSATION .....	81
ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED SHAREHOLDER MATTERS .....	81
ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE .....	81
ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES .....	82
<b>PART IV</b> .....	<b>83</b>
ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES .....	83
<b>SIGNATURES</b> .....	<b>131</b>

## PART I

### Forward-Looking Statements

Certain matters discussed in this report may constitute forward-looking statements within the meaning of Section 27A of the 1933 Act and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and as such, may involve risks and uncertainties. These forward-looking statements relate to, among other things, expectations of the environment in which we operate and projections of future performance. Such statements can generally be identified by the use of forward-looking language, such as “is expected to,” “will likely result,” “anticipated,” “estimate,” “forecast,” “intends to,” or may include other similar words, phrases, or future or conditional verbs such as “believes,” “plans,” “continue,” “remain,” “may,” “will,” “would,” “should,” “could,” “can,” or similar language. Our actual results, performance, or achievements may differ significantly from the results, performance, or achievements expected or implied in such forward-looking statements. When considering these statements, the reader should consider that they are subject to certain risks and uncertainties, as well as any cautionary statements made within the report, and should also note that these statements are made as of the date of the report and based only on information known to us at that time.

Factors causing risk and uncertainty, which could cause future results to be materially different from forward-looking statements contained in this report as well as from historical performance, include but are not limited to:

- Regulatory decisions regarding the bank, and impact of future regulatory and governmental agency decisions including Basel III capital standards
- Adequacy of allowance for loan and lease loss estimates in comparison to actual future losses
- Further realization of risk inherent in our existing construction loans
- The impact of the amount of the Bank’s non-performing loans, particularly in the Bank’s existing residential construction and residential-use sectors, by comparison with pre-recession levels
- Necessity of additional capital in the future, and possible unavailability of that capital on acceptable terms
- Difficult economic and market conditions which may continue to adversely affect the Bank and our industry
- Possible loss of members of senior management or other key employees upon which the Bank heavily relies
- Natural disasters or recurring energy shortages
- Variations in interest rates which may negatively affect the Bank’s financial performance
- Strong competition from other financial service entities
- Possibility that the Bank’s underwriting practices may prove not to be effective
- Possibility that appraised property values may not hold at a level greater than the amount of the debt they secure
- Adverse economic conditions in Asia which could impact the Bank’s business adversely
- Impact of the European debt crisis and the economic impact of Federal budgetary policies
- Failure to attract deposits, inhibiting growth
- Interruption or break in the communication, information, operating, and financial control systems upon which the Bank relies
- Potential changes in the U.S. government’s monetary policies
- Environmental liability with respect to properties to which the Bank takes title

- Negative publicity
- Possible security breaches in our online banking services

These factors are further described in this Annual Report on Form 10-K within Item 1A. We do not undertake, and we specifically disclaim any obligation to update any forward looking statements to reflect the occurrence of events or circumstances after the date of such statements except as required by law.

## **ITEM 1. BUSINESS**

References in this Annual Report on Form 10-K to “we,” “us,” or “our,” and the “Bank” mean Preferred Bank and its wholly-owned subsidiary, PB Investment and Consulting, Inc.

### **General**

We are one of the larger commercial banks in California focusing on the Chinese-American market. We consider the Chinese-American market to encompass individuals born in the United States of Chinese ancestry, ethnic Chinese who have immigrated to the United States and ethnic Chinese who live abroad but conduct business in the United States.

We commenced operations in December 1991 as a California state-chartered bank in Los Angeles, California. Our deposits are insured by the Federal Deposit Insurance Corporation (“FDIC”). We are a member of the Federal Home Loan Bank of San Francisco (“FHLB”). At December 31, 2012, our total assets were \$1.6 billion, loans were \$1.1 billion, deposits were \$1.4 billion and shareholders’ equity grew to \$187.8 million. We had net earnings per share on a diluted basis of \$1.78 for the year ended December 31, 2012 as compared to net earnings of \$0.93 per share for the year ended December 31, 2011. The earnings variance from 2011 to 2012 was aided by the \$25.7 million reversal of the Bank’s valuation allowance on its deferred tax asset, compared to a \$4.5 million partial reversal of deferred tax asset valuation allowance in 2011. Net interest income before provision for credit losses increased from \$53.8 million for the year ended December 31, 2011 to \$61.5 million for the year ended December 31, 2012. We recorded a provision for credit losses of \$19.8 million in 2012, which was \$14.1 million greater than the provision of \$5.7 million recorded in 2011, which offsets a portion of the increases in income for the year. We continue to work diligently to reduce our levels of non-performing and adversely classified assets which contributed significantly to our full year losses in 2010, 2009 and 2008. Evidence of the reduction of non-performing assets can be seen in the Bank’s operating performance in 2012 and 2011. As non-performing assets have declined, the Bank has returned to profitability.

We provide personalized deposit services as well as real estate finance, commercial loans and trade finance to small and mid-sized businesses and their owners, entrepreneurs, real estate developers and investors, professionals and high net worth individuals. We are generally focused on businesses as opposed to retail customers and have a small number of customer relationships for whom we provide a high level of service and personal attention. We believe we have benefited, and will continue to benefit from the significant migration into California of ethnic Chinese from China and other areas of East Asia. While our business is not solely dependent on the Chinese-American market, it represents an important element of our operating strategy, especially for our branch network and deposit products and services.

We derive our income primarily from interest received on our loan and investment securities portfolio, and fee income we receive in connection with servicing our loan and deposit customers. Our major operating expenses are the interest we pay on deposits and borrowings, and the salaries and related benefits we pay our management and staff. We rely primarily on locally-generated deposits, approximately half of which we receive from the Chinese-American market mostly within Southern California, to fund our loan and investment activities.

We conduct operations from our main office in downtown Los Angeles, California and ten full-service branch banking offices in Los Angeles, Orange, and San Francisco Counties (San Francisco as of February 2013). We market our services and conduct our business primarily in Los Angeles, Orange, Ventura, Riverside, San Bernardino and San Francisco Counties. Additionally, the Bank opened a new branch in San Francisco, California, in February of 2013, and we are looking to further expand our services into Northern California in the following months.

As a result of the rapid slowdown in the real estate market and deteriorating economic conditions, the Bank incurred net operating losses in 2009 and in 2010 due to significant credit quality issues. Although the Bank was profitable in 2011 and 2012, if general economic conditions and the real estate market experience a decline, the Bank could suffer future losses. Our national economy and California in particular are in the midst of a recovery from an unprecedented recession that has its roots in real estate values. Although management remains committed to improving credit quality in the loan portfolio, management has also been focused on growing the Bank's loans and deposits in light of the improvement in the economy and the credit quality of the Bank's loan portfolio over the past two years.

As a result of improvements in various components of our business, including the level of non-performing assets, which were confirmed in a regulatory examination during 2012, the Consent Order (which was entered into on March 22, 2010) was terminated and the Bank entered into a Memorandum of Understanding ("MOU") with both the FDIC and the California Department of Financial Institutions ("DFI") on May 25, 2012. Among other things, the MOU requires the Bank to maintain a Tier 1 leverage ratio of 10% and requires the Bank to continue to reduce its adversely classified assets. As of December 31, 2012, the Tier 1 Leverage Ratio of the Bank was 11.96%, exceeding the 10% level required by the MOU and the Bank's classified assets to total capital ratio was within the requirement of the MOU. The Board of Directors and management remain committed to meeting those and the other requirements of the MOU. See "REGULATION AND SUPERVISION"

Our main office is located at 601 S. Figueroa Street, 29th Floor, Los Angeles, CA 90017 and our telephone number is (213) 891-1188. Our internet address is [www.preferredbank.com](http://www.preferredbank.com). On our Investor Relations tab, which can be accessed through [www.preferredbank.com](http://www.preferredbank.com), we post the following filings as soon as reasonably practicable after they are filed with or furnished to the FDIC:

- Our annual report on Form 10-K,
- Our quarterly reports on Form 10-Q,
- Our current reports on Form 8-K,
- Our proxy statement related to our annual shareholders' meeting and any amendments to those reports or statements filed with or furnished to the FDIC pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934,
- Our Form 4 statements of holdings of our directors and executive officers.

All such filings on our Investor Relations website are available free of charge. The reference to our website address does not constitute incorporation by reference of the information contained in the website and should not be considered part of this document. A copy of our Code of Personal and Business Conduct, including any amendments thereto or waivers thereof and Board Committee Charters can also be accessed on our website. We will provide, at no cost, a copy of our Code of Personal and Business Conduct and Board Committee Charters upon request by phone or in writing at the above phone number or address, attention: Edward J. Czajka, Executive Vice President and Chief Financial Officer.

## **Our Traditional Banking Business**

We have historically provided a range of deposit and loan products and services to customers primarily within the following categories:

- *Real Estate Finance*—consisting of investors and developers within the real estate industry and of owner-occupied properties in Southern California. We have traditionally provided

construction loans and mini-permanent (“mini-perm”) loans for residential, commercial, industrial and other income producing properties, although construction lending is no longer a focus for new business. A portion of our real estate loans are to borrowers who are also international trade finance customers. We do not typically market single-family residential mortgages but provide them as an accommodation to our business customers.

- *Middle Market Business*—consisting of manufacturing, service and distribution companies with annual sales of approximately \$5 million to \$100 million and with borrowing requirements of up to approximately \$12 million. We offer a range of lending products to customers in this market, including working capital loans, equipment financing and commercial real estate loans. In 2011, we increased our focus on generation of working capital and equipment financing loans. Additionally, we provide a full range of deposit products and related services including safe deposit boxes, account reconciliation, courier service and cash management services.
- *International Trade Finance*—consisting of importers and exporters based in the U.S. requiring both borrowing and operational products. We offer a full range of products to international trade finance customers, including commercial and standby letters of credit, acceptance financing, documentary collections, foreign draft collections, international wires and foreign exchange.
- *Private Banking*—consisting of wealthy individuals residing in the Pacific Rim area with residences, real estate investments or businesses in Southern California. We offer all of our banking products and services to this segment through our multi-lingual team of professionals knowledgeable in the business environment and financial affairs of Pacific Rim countries. We believe our language capabilities provide us with a competitive advantage.
- *Professionals*—consisting generally of physicians, accountants, attorneys, business managers and other professionals. We provide specialized personal banking services to customers in this segment including courier service, several types of specialized deposit accounts and personal and business loans as well as lines of credit.

We provide a fully operational traditional Internet banking system with bill pay services for these customers.

## **Our Current Focus**

As a result of the recession which began in 2009, we significantly curtailed making new loans as we shifted our loan officers’ focus from production to portfolio management. Since that time, our primary focus has been management of our existing loan portfolio, capital management and liquidity management, especially in 2009, 2010 and 2011. In light of the significant progress made in 2011 and 2012 towards implementation of these goals, we have refocused our efforts towards new business development and profitable growth, and have adopted the following operating strategies:

- *Continue to reduce adversely classified and non-performing assets*, through the continued successful strategy of loan workouts and sales as well as sales of OREO;
- *Maintaining strong capital ratios*, continuing to maintain capital at levels required by the MOU.
- *Develop new, profitable banking relationships*, by hiring new business development officers who are developing new customer relationships.

## **Our Market**

We conduct operations from our main office in downtown Los Angeles, California and 10 full-size branch banking offices in Los Angeles and Orange Counties as of December 31, 2012. We market our services and conduct our business primarily in Los Angeles, Orange, Ventura, Riverside and San Bernardino counties. In February 2013, we opened a branch in San Francisco and will be working to further expand into the Northern California market throughout 2013.

We believe that Chinese-Americans continue to be the largest Asian ethnic group in Los Angeles County. According to the U.S. Census 2010, between 2000 and 2010, the Chinese-American population in the United States grew by approximately 38%, with 37% of all Chinese-Americans living in California. There were about 523,000 Chinese-Americans living in the five Southern California counties in which the Bank conducts businesses in 2010. In San Francisco County, there were approximately 172,000 Chinese Americans which represented 21% of the population of San Francisco County.

We believe we are well positioned to compete effectively with the Chinese-American community banks, the larger commercial banks and major publicly listed and foreign-owned Chinese banks operating in Southern California by offering the following:

- Deposit and cash management services to businesses and high net worth depositors with a high degree of personal service and responsiveness;
- An experienced, multi-lingual management team and staff who have an understanding of Asian markets and cultures who we believe can provide sophisticated credit solutions faster, more efficiently and with a higher degree of personal service than what is provided by our competition; and
- Loan products to customers requiring credit of a size in excess of what can be provided by our smaller competitors.

## **Our Lending Activities**

Our current loan portfolio is comprised of the following four categories of loans:

- Real estate mini-perm loans;
- Real estate construction loans;
- Commercial loans; and
- Trade finance.

In addition to these loan types, we have historically made a small number of residential real estate and consumer loans principally as an accommodation to our business customers. We have also utilized our relationships within the banking industry to purchase and sell participations in loans that meet our underwriting criteria. As of December 31, 2012, we had a total of \$85.1 million in purchased participation loans and \$16.9 million in loans that we sold. We manage our loan portfolio to provide for an adequate return, but also to provide for diversification of risk. Due to the recessionary environment through 2009 and 2010, we pared back originating new loans as management was more focused on managing existing loan relationships, specifically, delinquent and non-performing loans. Although we significantly pared back lending in those years, lending activities did not stop and beginning in 2011 we began an earnest effort to build back the Bank's customer base. This culminated in small loan growth in 2011 and more robust growth in 2012.

We have historically originated our loans from our banking offices in Los Angeles and Orange counties. For mini-perm and construction loans, we have relied on referrals from existing clients who are



real estate investors, owner/operators, and developers as well as internal business development efforts. For our commercial and trade finance lending, we have sought referrals from existing banking clients as well as referrals from professionals, such as certified public accountants, attorneys and business consultants.

At December 31, 2012, 79% of our loans carried interest rates that adjust with changes in the Prime Rate, 8% carried interest rates tied to LIBOR or other indices and 13% carried a fixed rate or were tied to CD rates. Approximately 76% of our loan portfolio has an interest rate floor.

The following table sets forth information regarding our four major loan portfolios:

	<u>At December 31, 2012</u>
	(Dollars in thousands)
<b><i>Real Estate Mini Perm</i></b> <sup>(3)</sup>	
Portfolio size	\$ 684,797
Number of loans	293
Average loan size	\$ 2,337
Average LTV <sup>(1)</sup>	61.79%
Average DCR <sup>(2)</sup>	1.56x
Weighted average rate	5.31%
Average years since origination	2.6 years
<b><i>Real Estate Construction</i></b>	
Portfolio size	\$ 74,410
Number of loans	15
Average loan size	\$ 4,961
Average LTV <sup>(1)</sup>	59.52%
Weighted average rate	5.75%
Average years since origination	3.1 years
<b><i>Commercial Loans</i></b>	
Portfolio size	\$ 324,753
Number of loans	474
Average loan size	\$ 685
Weighted average rate	5.03%
Average years since origination	2.3 years
<b><i>Trade Finance</i></b>	
Portfolio size	\$ 47,412
Number of loans	161
Average loan size	\$ 294
Weighted average rate	4.65%
Average years since origination	4.6 years

<sup>(1)</sup> Average loan-to-value at origination, or LTV, is calculated based upon a weighted average of outstanding principal loan balances (for mini-perm loans) or commitment (for construction loans) divided by the original value.

<sup>(2)</sup> Average debt coverage ratio at origination, or DCR, is calculated based upon the net operating income of the property divided by the debt service.

<sup>(3)</sup> Real estate mini perm includes loans held for sale of \$12,150.

We had 192 loans with outstanding principal balances between \$1 million to \$5 million, 49 loans with outstanding principal balances between \$5 million and \$10 million, and 12 loans with outstanding principal balances over \$10 million as of December 31, 2012.

### Real Estate Mini-Perm Loans

Real estate mini-perm loans are secured by retail, industrial, office, residential and residential multi-family properties and comprise 61% of our loan portfolio as of December 31, 2012. We seek diversification in our loan portfolio by maintaining a broad base of borrowers and monitoring our exposure to various property types as well as geographic and industry concentrations. Total real estate mini-perm loans were \$684.8 million at December 31, 2012 as compared to \$575.2 million as of December 31, 2011. Net charge-offs of mini-perm loans accounted for 45.4% of our net loan charge-offs in 2012 compared to 57.3% in 2011. Excluding the land component of the portfolio, mini-perm net charge offs have accounted for 15.7% of our net charge-offs in 2012 compared to 47.4% in 2011. We have worked to reduce the balance of land loans in our portfolio which totaled \$34.3 million and \$39.2 million at December 31, 2012 and 2011, respectively, which accounted for 29.7% and 9.9% of our net charge-offs in 2012 and 2011, respectively.

The following table sets forth the breakdown of our real estate mini-perm portfolio by property type:

<u>Property Type</u>	<u>At December 31, 2012</u>	
	<u>Amount</u> (Dollars in thousands)	<u>Percentage of Loans in Each Category in Total Loan Portfolio</u>
Commercial / Office	\$ 101,113	8.93%
Retail	162,983	14.40
Industrial	61,325	5.42
Residential 1-4	33,961	3.00
Apartment 4+	118,427	10.46
Land	34,308	3.03
Special purpose	172,680	15.26
Total	<u>\$ 684,797</u>	<u>60.50%</u>

The following table sets forth the maturity of our real estate mini-perm loan portfolio:

<u>At December 31, 2012</u>						
<u>1 Year</u>	<u>2 Years</u>	<u>Less than 3 Years</u>	<u>4 Years</u>	<u>5 Years</u>	<u>More Than 5-Years</u>	<u>Total Outstanding Balance</u>
(In thousands)						
\$127,706	\$63,628	\$84,721	\$100,899	\$191,888	\$115,955	\$684,797

*Loan Origination:* The loan origination process for mini-perm loans begins with a loan officer collecting preliminary property information and financial data from a prospective borrower. After a preliminary deal sheet is prepared and approved by management, the loan officer collects the necessary third party reports such as appraisals, credit reports, environmental assessments and preliminary title reports as well as detailed financial information. We utilize third party appraisers from an appraiser list approved by our Board of Directors' loan committee. From that list, appraisers are selected by the Chief Credit Officer or Credit Administration.

All appraisals for loans over \$250,000 are reviewed by an additional outside appraiser. Appraisals for loans under that amount are reviewed by internal staff. A credit memorandum is then prepared by summarizing all third party reports and preparing an analysis of the adequacy of primary and secondary repayment sources; namely the property DCR and LTV as well as the outside financial strength and cash flow of the borrower(s) or guarantor(s). This completed credit memorandum is then submitted to an officer or committee having the appropriate authority for approval. For further information on our different levels of authority, see “—Loan Authorizations” below.

Once a loan is approved by the appropriate authority level, loan documents are drawn by our note department, which also funds the loan when approval conditions are met. On larger, relatively complex transactions, loan documents are prepared or reviewed by outside legal counsel.

*Underwriting Standards:* Our principal underwriting standards for real estate mini-perm loans are as follows:

- Maximum LTV of 50%-85%, depending on the property type. However, our practice is to lend at a maximum LTV of 65%.
- Minimum DCR of 1.2-1.25, depending on the property type.
- Requirements of personal guarantees from the principals of any closely-held entity.

*Monitoring:* We monitor our mini-perm portfolio in different ways. First, for loans over \$1.5 million, we conduct site inspections and gather rent rolls and operating statements on the subject properties at least annually. Using this information, we evaluate a given property’s ability to service present payment requirements, and we perform “stress-testing” to evaluate the property’s ability to service debt at higher debt levels or at lower cash flow levels. Second, on an annual basis, we request updated financial information from our borrowers and/or guarantors to monitor their financial capacity. In addition, to the extent any of our mini-perm loans become delinquent 90 days or more or become adversely classified loans, we order new appraisals every six months.

The vast majority of our mini-perm loans carry a five year maturity. However, it has been our practice to renew these loans for additional five-year periods based on a satisfactory payment record and an updated underwriting profile.

## Real Estate Construction

Until we began reducing the origination of construction loans in the first quarter of 2008, we were an active construction lender with construction loans comprising well over 30% of our total loan portfolio as of September 30, 2007. Given the losses experienced in this portion of the portfolio, management worked to reduce total construction loans and as a result construction loans comprised only 6.6% of the total loan portfolio as of December 31, 2012 and comprised 8.0% of the portfolio as of December 31, 2011 including one construction loan held for sale at that date. Construction loans comprised 8.9% of our net loan charge-offs during 2012. We had 16 construction loans totaling \$75.9 million as of December 31, 2011, and 15 construction loans totaling \$74.4 million as of December 31, 2012. Our construction loans are typically short-term loans of up to 18 months for the purpose of funding the costs of constructing a building. Outstanding construction loans by property type are summarized as follows:

<u>Property Type</u>	<u>At December 31, 2012</u>	
	<u>Amount</u> (Dollars in thousands)	<u>Percentage of Loans in Each Category in Total Loan Portfolio</u>
Commercial / Office	\$ —	0.00%
Retail	795	0.07
Industrial	10,355	0.92
For sale attached residential	15,964	1.41
For sale detached residential	20,383	1.80
Apartment 4+	26,913	2.38
Land / Special Purpose	—	0.00
Total	<u>\$ 74,410</u>	<u>6.58%</u>

*Loan Origination:* The origination process for construction loans is similar to our real estate mini-perm origination process described above under “—Real Estate Mini-Perm Loans—Loan Origination,” but with one additional step. We generally require a third party review of the developer’s proposed building costs.

*Underwriting Standards:* Our underwriting standards for construction loans are identical to those described above under “—Real Estate Mini-Perm Loans—Underwriting Standards.” For the for-sale-housing projects, however, the DCR requirement is not applicable. In addition, we require that the construction loan applicant have proven experience in the type of project under consideration. Finally, notwithstanding the maximum 75%-80% LTV discussed above under “—Real Estate Mini-Perm Loans—Underwriting Standards,” we generally require a maximum 70% LTV for construction loans at origination.

*Monitoring:* The monitoring of construction loans is accomplished under the supervision of our Chief Credit Officer and the credit administration department. We engage third-party inspectors to report on the percentage of project completion as well as to evaluate whether the project is proceeding at an acceptable pace as compared to the original construction schedule. The third-party inspector also recommends whether we should approve or disapprove disbursement request amounts based on their site inspection and their review of the project budget. The third-party inspector produces a narrative report for each disbursement that contains evaluation and recommendation for each project. The CCO or credit administration reviews each report and makes a final determination regarding the disbursement requests. All approved disbursements are funded by our centralized note department.

## Commercial Loans

We offer a variety of commercial loan products including lines of credit for working capital, term loans for capital expenditures and commercial and stand-by letters of credit. As a matter of practice, the Bank typically requires a deposit relationship with commercial borrowers. As of December 31, 2012, we had \$324.8 million of commercial loans outstanding, which represented 28.7% of the overall loan portfolio, compared to \$252.2 million outstanding as of December 31, 2011. This loan category has traditionally experienced lower loss rates, particularly when compared to the loss rates on construction and land loans. Currently, the Bank is working to grow this line of business primarily because of the additional deposit relationships as well as the risk diversity that this portfolio brings to our overall loan portfolio which is typically more concentrated in real estate-related loans. Lines of credit typically have a 12 month commitment and are secured by the borrower’s assets. In cases of larger commitments, an updated borrowing base certificate from the borrower may be required to determine eligibility at the time of any given advance. Term loans seldom exceed 60 months, but in no case exceed the depreciable life of the tangible asset being financed.

*Trade Finance Credits:* Our trade finance portfolio totaled \$47.4 million, or 4.2% of our total loan portfolio as of December 31, 2012, compared to \$49.8 million as of December 31, 2011. Of this amount, virtually all loans were made to U.S.-based importers who are also our current borrowers or depositors. Trade finance loans are essentially commercial loans but are typically made to importers or exporters. This portfolio has, similar to commercial loans, performed relatively well. During 2012, trade finance loans had overall net charge-offs of \$0.2 million and comprised 86 basis points of the Bank's 2012 net charge-offs. We also provide standby letters of credit and foreign exchange services to our clients. Our new trade finance credit relationships result from contacts and relationships with existing clients, certified public accountants and trade facilitators such as customs brokers. In many cases, the ability to generate new trade finance business is also a result of cultivated social contacts and extended family.

We offer the following services to importers:

- Commercial letters of credit;
- Import lines of credit;
- Documentary collections;
- International wire transfers; and
- Acceptances/trust receipt financing.

We offer the following services to exporters:

- Export letters of credit;
- Export finance;
- Documentary collections;
- Bills purchase program; and
- International wire transfers.

*Loan Origination:* A commercial or trade finance loan begins with a loan officer obtaining preliminary financial information from the borrower and guarantors and summarizing the loan request in a deal sheet. The deal sheet is then reviewed by senior management and/or those who have the loan authority to approve the credit. Following preliminary approval, the loan officer undertakes a formal underwriting analysis, including third party credit reports and asset verifications. From this information and analysis, a credit memorandum is prepared and submitted to an officer or committee having the appropriate approval authority for review. After approval, the note department prepares loan documentation reflecting the conditions of approval and funds the loan when those conditions are met.

*Underwriting Standards:* Our underwriting standards for commercial and trade finance loans are designed to identify, measure, and quantify the risk inherent in these types of credits. Our underwriting process and standards help us identify the primary and secondary repayment sources. The following are our major underwriting guidelines:

- Cash flow is our primary underwriting criteria. We require a minimum 1.5:1 DCR for our commercial and trade finance loans. We also review trends in the borrower's sales levels, gross profit and expenses.

- We evaluate the borrower's financial statements to determine whether a given borrower's balance sheet provides for appropriate levels of equity and working capital.
- Since most of our borrowers are closely held companies, we require the principals to guarantee the company debt. Our underwriting process, therefore, includes an evaluation of the guarantor's net worth, income and credit history. Where circumstances warrant, we may require guarantees be secured by collateral (generally real estate).
- Where there is a reliance on the accounts receivable and inventory of a company, we evaluate their condition, which may include third party onsite audits.

*Monitoring:* For those borrowers whose credit availability is tied to a formula based on advances as a percentage of accounts receivable and inventory (typically ranging from 40%-80% and from 0%-50%, respectively), we review monthly borrowing base certificates for both availability and turnover trends. Periodically, we also conduct third party onsite audits, the frequency of which is dependent on the individual borrower. On a quarterly basis, we monitor the financial performance of a borrower by analyzing the borrower's financial statements for compliance with financial covenants.

### **Loan Concentrations**

Financial instruments that potentially subject the Bank to concentrations of credit risk consist primarily of loans and investments. These concentrations may be impacted by changes in economics, industry or political factors. The Bank monitors its exposure to these financial instruments and obtains collateral as appropriate to mitigate such risk.

As of December 31, 2012 and 2011, the percentage of loans secured by real estate in our total loan portfolio was approximately 67% and 68%, respectively. Since the recession of 2008-2009 we continue to experience a higher number of non-performing loans in these two sectors by comparison with pre-recession levels although non-performing loans have consistently trended down over the past two years. This heightened number of non-performing loans led to substantial loan losses and a significant increase in the provision for loan losses beginning in 2009 and continuing through 2012, albeit at lower levels. Due to the severe recession of 2008-2009, management is keenly aware of credit concentrations and managing such concentrations remains a top priority.

Our combined construction and mini-perm real estate loans by type of collateral including loans held for sale are as follows:

<u>Property Type</u>	<u>At December 31, 2012</u>	
	<u>Amount</u> (Dollars in thousands)	<u>Percentage of Loans in Each Category in Total Loan Portfolio</u>
Commercial/Office	\$ 101,113	8.93%
Retail <sup>(1) (2)</sup>	163,778	14.47
Industrial	71,680	6.34
Residential 1-4	70,308	6.21
Apartment 4+	145,340	12.84
Land <sup>(3)</sup>	34,308	3.03
Special purpose <sup>(4)</sup>	172,680	15.26
Total	<u>\$ 759,207</u>	<u>67.08%</u>

<sup>(1)</sup> Includes shopping centers, strip malls or stand-alone properties which house retailers.

<sup>(2)</sup> Includes of loans held for sale of \$5,000.

<sup>(3)</sup> Includes of loans held for sale of \$7,150.

<sup>(4)</sup> Examples, other than land, include hospitality and self-storage.

To manage the risks inherent in concentrations in our loan portfolio, we have adopted a number of policies and procedures. Below is a list of the maximum loan-to-values used that must be met at loan origination, however, in practice, we rarely originate loans with loan-to-value ratios that are this high.

<u>Collateral Type</u>	<u>LTV Maximum</u>
Occupied 1-4	85%
Unimproved land	50%
Land development	60%
Improved properties	80%
Commercial construction	75%
1-4 SFR construction	80%

At December 31, 2012, the weighted average LTV of our construction and commercial real estate portfolio based on LTVs at the time of origination was 66%. Our practice is to require DCR's on commercial real estate loans of 1.2x to 1.25x, depending on the property type. We also underwrite our commercial real estate loans using a rate that is 1-2% greater than the proposed interest rate on the loan.

Our construction and mini-perm real estate loans including loans held for sale by geographic concentration are as follows.

(Dollars in thousands)

	Inland Empire	So. CA	Other CA <sup>(1)</sup>	Out of State <sup>(2)</sup>	Total
Mini-Perm Residential	\$ 1,216	\$ 49,485	\$ 6,187	\$ 2,633	\$ 59,521
Mini-Perm Commercial	41,457	467,162	77,634	39,023	625,276
Construction Residential	5,543	23,617	7,186	—	36,346
Construction Commercial	—	27,708	—	10,356	38,064
<b>Total Real Estate Loans</b>	<b>\$ 48,216</b>	<b>\$ 567,972</b>	<b>\$ 91,007</b>	<b>\$ 52,012</b>	<b>\$ 759,207</b>

<sup>1)</sup> Includes mini-perm commercial loans held for sale of \$5,000.

<sup>2)</sup> Includes mini-perm commercial loans held for sale of \$7,150.

In addition, we have established certain concentration limits for our real estate lending activities by property type. Our other real estate loan limitations include out of area (California) lending at no more than 10% of our portfolio. At December 31, 2012, 4.6% of our real estate portfolio was secured by real estate located outside of California. At December 31, 2012, the top 20 borrowing relationships of the Bank totaled \$403.1 million in loans outstanding and comprised 36% of the total loan portfolio.

Except as described below, no individual or single group of related accounts is considered material in relation to our assets or deposits or in relation to our overall business. Approximately 67% of our loan portfolio at December 31, 2012 consisted of real estate secured loans. Moreover, our business activities are focused in Southern California. Consequently, our business is dependent on the trends of this regional economy, and in particular, the real estate markets. At December 31, 2012, we had 253 loans in excess of \$1.0 million, totaling \$968.5 million. These loans comprise approximately 24.1% of our loan portfolio based on number of loans and 85.6% based on the total outstanding balance. Excluding credit card and consumer overdraft lines, our average loan size is \$1.2 million.

## Loan Maturities

In addition to measuring and monitoring concentrations in our loan portfolio, we also monitor the maturities and interest rate structure of our loan portfolio. The following table shows the amounts of loans outstanding as of December 31, 2012 which, based on remaining scheduled repayments of principal, were due in one year or less, more than one year through five years, and more than five years. The table also presents, for loans with maturities over one year, an analysis with respect to fixed interest rate loans and floating interest rate loans.



	At December 31, 2012				Rate Structure for Loans Maturing Over One Year	
	Maturity				Fixed Rate	Floating Rate
	One Year or Less	One through Five Years	Over Five Years	Total		
	(In thousands)					
Real estate mini-perm*	\$ 127,706	\$ 441,136	\$ 115,955	\$ 684,797	\$ 78,118	\$ 478,973
Real estate- construction	50,645	23,765	—	74,410	—	23,765
Commercial	182,393	117,086	25,274	324,753	22,740	119,620
Trade finance	40,201	7,211	—	47,412	—	7,211
Consumer	99	—	—	99	—	—
Other	232	—	—	232	—	—
<b>Total</b>	<b>\$ 401,276</b>	<b>\$ 589,198</b>	<b>\$ 141,229</b>	<b>\$ 1,131,703</b>	<b>\$ 100,858</b>	<b>\$ 629,569</b>

\*Includes loans held for sale of \$12,150.

The following table shows the amounts of loans outstanding as of December 31, 2011, which, based on remaining scheduled repayments of principal, were due in one year or less, more than one year through five years, and more than five years. Demand or other loans having no stated maturity and no stated schedule of repayments are reported as due in one year or less. The table also presents, for loans with maturities over one year, an analysis with respect to fixed interest rate loans and floating interest rate loans.

	At December 31, 2011				Rate Structure for Loans Maturing Over One Year	
	Maturity				Fixed Rate	Floating Rate
	One Year or Less	One through Five Years	Over Five Years	Total		
	(In thousands)					
Real estate mini-perm	\$ 166,683	\$ 327,732	\$ 80,757	\$ 575,172	\$ 75,763	\$ 332,726
Real estate- construction*	54,761	21,177	—	75,938	—	21,177
Commercial	142,982	100,644	8,535	252,161	6,574	102,605
Trade finance	41,992	7,758	—	49,750	—	7,758
Consumer	232	4	—	236	—	4
Other	370	—	—	370	—	—
<b>Total</b>	<b>\$ 407,020</b>	<b>\$ 457,315</b>	<b>\$ 89,292</b>	<b>\$ 953,627</b>	<b>\$ 82,337</b>	<b>\$ 464,270</b>

\*Includes loans held for sale of \$3,996.

As reflected in this data, the maturity of our portfolio is divided generally between loans maturing within one year or less and loans maturing between one and five years. Most of our shorter maturity loans are commercial, construction and trade finance loans. Most of the loans that have maturities between one and five years are real estate-mini-perm loans. Regardless of maturity, most of our loans have interest rates that adjust with changes in the Prime Rate.

### Loan Authorizations

As a result of the deterioration of the credit portfolio during the last two years, the loan policy has been modified to reflect changes in the authorizations and approvals required to originate various loan types.

- *Individual Authorities.* Individual loan officers have approval authority up to \$1.5 million for loans secured by first trust deeds or cash and up to \$1,000,000 for unsecured transactions. The Chief Executive Officer, Chief Operating Officer and the Chief Credit Officer have combined approval authority up to \$9.0 million for loans secured by first deeds of trust and up to \$7.5 million for unsecured transactions. Loans in excess of these two limits are submitted to our Board of Directors Loan Committee for approval.
- *Board of Directors Loan Committee.* Our Board of Directors loan committee consists of five members of the Board of Directors and our Chief Executive Officer. It has approval authority up to our legal lending limit, which was approximately \$50.3 million for real estate secured loans and \$30.2 million for unsecured loans at December 31, 2012. The Bank has established internal loan limits which are significantly lower than these legal lending limits. The Board of Directors loan committee also reviews all loan commitments granted in excess of \$1.0 million on a quarterly basis for the preceding quarter.

All individual loan authorities are granted by the Loan Committee of our Board of Directors and are based on the individual's demonstrated credit judgment and lending experience.

If a credit falls outside of the guidelines set forth in our lending policies, the loan is not approved until it is reviewed by a higher level of credit approval authority. Credit approval authority has three levels, as listed above from lowest to highest level. Policy exceptions for cash flow, waiver of guarantee, excessive LTV or poor credit require approval of the President or Chief Credit Officer regardless of size.

We believe that the current authority levels provide satisfactory management and a reasonable percentage of secondary review. Any conditions placed on loans in the approval process must be satisfied before our Chief Credit Officer will release loan documentation for execution. Our Chief Credit Officer and his staff work entirely independent of loan production and have full responsibility for all loan disbursements.

## **Loan Grading and Loan Review**

We seek to quantify the risk in our lending portfolio by maintaining a loan grading system consisting of eight different categories (Grades 1-8). The grading system is used to determine, in part, the allowance for loan losses. The first four grades in the system are considered acceptable risk; whereas the fifth grade is a short term transition grade. Loans in this category are subjected to enhanced analysis and either demonstrate their acceptableness and are returned to an acceptable grade or are moved to a "substandard" category should the loan's underlying credit elements so dictate. The other three grades range from a "substandard" category to a "loss" category. These three grades are further discussed below under the section subtitled "classified assets."

The originating loan officer initially assigns a grade to each credit as part of the loan approval process. Such grade may be changed as a loan application moves through the approval process.

Prior to funding, all new loans of \$1.0 million or over are reviewed by the Credit Administration Officer who may assign a different grade to the credit. The grade on each individual loan is reviewed at least annually by the loan officer responsible for monitoring the credit. The Board of Directors reviews monthly the aggregate amount of all loans graded as special mention (grade 5), substandard (6) or doubtful (7), and each individual loan that has a grade within such range. Additionally, changes in the grade for a loan may occur through any of the following means:

- Monthly reviews by the Credit Administration Officer of a sample of loans approved under individual loan authority;
- Bank regulatory examinations; and
- Monthly action plans submitted to the Chief Credit Officer by the responsible lending officers for each credit graded 5-8.

*Loan Delinquencies:* When a borrower fails to make a committed payment, we attempt to cure the deficiency by contacting the borrower to seek payment. Habitual delinquencies and loans delinquent 30 days or more are reviewed for possible changes in grading.

*Classified Assets:* Federal regulations require that each insured bank classify its assets on a regular basis. In addition, in connection with examinations of insured institutions, examiners have authority to identify problem assets, and, if appropriate, classify them. We use grades 6-8 of our loan grading system to identify potential problem assets.

## **Purchased Loan Participations**

As of December 31, 2012, the Bank had \$85.1 million in loans outstanding that were purchased from other financial institutions representing 7.6% of the loan portfolio. This is down from pre-recession levels when the Bank had \$260.7 million or 21.1% of the loan portfolio in participations purchased as of December 31, 2007. These loans include commercial real estate, construction and commercial loans. Loan participations comprised 26.7% of the Bank's loan net charge-offs in 2012. The higher loss rate is primarily due to the fact that we are unable to control monitoring of the borrower and the loan projects for loss prevention as we do not have the primary relationship with the borrowers. Although these loans are underwritten using the same standards as loans that the Bank originates directly, it is the factors mentioned above that management believes lead to higher loss rates. In light of the performance of this part of the portfolio, the Bank has significantly curtailed purchasing new loan participations.

## **Deposit Products and Other Sources of Funds**

Our primary sources of funds for use in our lending and investment activities consist of:

- Deposits and related services;
- Maturities and principal and interest payments on loans and securities; and
- Borrowings.

Total deposits were \$1.4 billion as of December 31, 2012, of which 32.9% were demand deposits, 25.6% were in savings and interest-bearing checking, 34.1% were in CD's greater than \$100,000 and 7.4% were in other CD's. We closely monitor rates and terms of competing sources of funds and utilize those sources we believe to be the most cost effective, consistent with our asset and liability management policies.

*Deposits and Related Services:* We have historically relied primarily upon, and expect to continue to rely primarily upon, deposits to satisfy our needs for sources of funds. An important balance sheet component impacting our net interest margin is the composition and cost of our deposit base. We can improve our net interest margin to the extent that growth in deposits can be focused in the less volatile and somewhat more traditional core deposits, or total deposits excluding CDs greater than \$100,000, which are commonly referred to as Jumbo CDs.

We provide a wide array of deposit products. We offer regular checking, savings, negotiable order of withdrawal (NOW) and money market deposit accounts; fixed-rate, fixed maturity retail certificates of deposit ranging in terms from 14 days to two years; and individual retirement accounts and non-retail certificates of deposit consisting of Jumbo CDs. We attempt to price our deposit products in order to promote deposit growth and satisfy our liquidity requirements. We provide remote deposit capture service or courier service to pick up non-cash deposits and, for those customers that use large amounts of cash, we arrange for armored car and vault service.

We provide a high level of personal service to our high net worth individual customers who have significant funds available to invest. We believe our Jumbo CDs are a stable source of funding because they are based primarily on service and personal relationships with senior Bank officers rather than the

interest rate. Further evidence of this is the fact that our average jumbo CD customer has been a customer of the Bank for over six years. Further, 7% of these Jumbo CDs are pledged as collateral for loans from us to the depositor or the depositor's affiliated business or family member. We monitor interest rates offered by our competitors and pay a rate we believe is competitive with the range of rates offered by such competitors.

Historically, the Bank has accessed the brokered deposit market for deposits to meet short-term liquidity requirements. In addition, we also are a member of the Certificate of Deposit Account Registry Service, or "CDARS". Our membership ordinarily allows us to share our deposits that exceed FDIC insurance limits with other financial institutions and other financial institutions share their deposits with us in a reciprocal deposit-sharing transaction that allows our customers to receive full FDIC insurance coverage on their large deposit balances. However, under the terms of the MOU, the Bank currently may not accept brokered deposits through CDARS. As a result, the Bank's CDARS deposit balance has decreased to zero. Brokered deposits (including CDARS reciprocal deposits) were zero as of December 31, 2012 whereas total brokered deposits were \$4.7 million as of December 31, 2011.

The Bank has a robust Contingency Funding Plan which is designed to identify potential liquidity events, specifies monitoring requirements and also indicates steps to be taken in order to raise liquidity levels to ensure that the Bank has sufficient liquidity. Due to the high levels of cash on hand and marketable securities as well as ongoing monitoring and forecasting efforts, management is confident that the Bank has sufficient liquidity to meet all of its obligations.

At December 31, 2012, excluding government deposits, brokered deposits and deposits as direct collateral for loans, we had 57 depositors with deposits in excess of \$3.0 million that totaled \$444.8 million, or 32.8% of our total deposits.

We intend to focus our efforts on attracting deposits from our business lending relationships in order to reduce our cost of funds, improve our net interest margin and enhance the franchise value of the Bank

In addition to the marketing methods listed above, we seek to attract new clients and deposits by:

- Expanding long-term business customer relationships, including referrals from our customers, and
- Building deposit relationships through our branch relationship officers.

On December 31, 2012, the FDIC's Transaction Account Guarantee ("TAG") program ended. TAG was originally created in response to the financial crisis in 2008 and the program was renewed as part of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010. The program provided for unlimited FDIC insurance on all noninterest-bearing transaction accounts with the goal of creating stability and confidence in the financial system in a time of great stress. With the termination of this program at December 31, 2012, demand deposit accounts are now insured for up to \$250,000. It is not expected that the termination of this program will have a material impact on the Bank.

*Other Borrowings:* In the past we have also borrowed from the FHLB pursuant to an existing commitment based on the value of the collateral pledged (both loans and securities) in our portfolio. We had no outstanding FHLB advances at December 31, 2012. We currently have \$124.7 million in available borrowing capacity at the FHLB. In addition, we have pledged \$78.2 million securities at the Federal Reserve Bank Discount Window and may borrow against that as well. On February 11, 2009, we issued \$26.0 million of unsecured senior debt in a pooled private placement transaction which carried the FDIC guarantee under its Temporary Liquidity Guarantee Program. The issuance had a 3-year maturity and a fixed interest rate of 2.74% paid semiannually, and matured in February 2012. Under the Temporary Liquidity Guarantee Program, the FDIC will provide a 100% guarantee of certain unsecured senior debt of eligible FDIC-insured institutions. As of December 31, 2012, the Bank has no senior debt.

## **Our Investment Activities**

Our investment strategy is designed to be complementary to and interactive with our other strategies (*i.e.*, cash position; borrowed funds; quality, maturity, stability and earnings of loans; nature and stability of deposits; capital and tax planning). The target percentage for our investment portfolio is between 10% and 40% of total assets. Our general objectives with respect to our investment portfolio are to:

- Achieve an acceptable asset/liability mix;
- Provide a suitable balance of quality and diversification to our assets;
- Provide liquidity necessary to meet cyclical and long-term changes in the mix of assets and liabilities;
- Provide a stable flow of dependable earnings;
- Maintain collateral for pledging requirements;
- Manage and mitigate interest rate risk; and
- Provide funds for local community needs.

The total fair value and historical cost of investment securities (including both securities held-to-maturity and securities available-for-sale) amounted to \$211.7 million and \$208.3 million as of December 31, 2012, respectively. Investment securities consist primarily of investment grade corporate notes, municipal bonds, collateralized mortgage obligations, U.S. government agency securities, and U.S agency mortgage-backed securities. In addition, for bank liquidity purposes, we use overnight federal funds, which are temporary overnight sales of excess funds to correspondent banks.

As of December 31, 2012 the Bank had one investment security as “held-to-maturity” and classified the rest of its investment securities as “available-for-sale” pursuant to Investments – Debt and Equity Securities Topic of FASB ASC. Available for sale securities are reported at fair value, with unrealized gains and losses excluded from earnings and instead reported as a separate component of shareholders’ equity. Held to maturity securities are securities that we have both the intent and the ability to hold to maturity. These securities are carried at cost adjusted for amortization of premium and accretion of discount.

Our securities portfolio is managed in accordance with guidelines set by our investment policy. Specific day-to-day transactions affecting the securities portfolio are managed by our Chief Financial Officer, in accordance with our Asset/Liability and Funds Management Policy. These securities activities are reviewed monthly by our investment committee and are reported to our Board of Directors.

Our investment policy addresses strategies, types and levels of allowable investments and is reviewed and approved annually (or more often, as required) by our Board of Directors. It also limits the amount we can invest in various types of securities, places limits on average life and duration of securities, and limits the securities dealers with whom we can conduct business.

## **Our Competition**

The banking and financial services business in Southern California is highly competitive. This increasingly competitive environment faced by banks is a result primarily of changes in laws and regulation, changes in technology and product delivery systems, and the accelerating pace of consolidation among financial services providers. We compete for loans, deposits and customers with other commercial banks, savings and loan associations, securities and brokerage companies, mortgage companies, insurance companies, finance companies, money market funds, credit unions and other nonbank financial services

providers. Many of these competitors are much larger in total assets and capitalization, have greater access to capital markets, including foreign ownership and/or offer a broader range of financial services than we can offer.

We also compete with two publicly listed Chinese-American banks, and subsidiary banks and branches of foreign banks, from countries such as Taiwan and China, many of which have greater lending limits, and a wider variety of products and services. Additionally, we compete with Chinese-American and mainstream community banks for both deposits and loans.

Competition for deposit and loan products remains strong from both banking and non-banking firms and this competition directly affects the rates of those products and the terms on which they are offered to customers.

Technological innovation continues to contribute to greater competition in domestic and international financial services markets. Many customers now expect a choice of several delivery systems and channels including physical branch offices, telephone, mail, Internet, ATMs, remote deposit capture and mobile banking.

Mergers between financial institutions have placed additional pressure on banks to consolidate their operations, reduce expenses and increase revenues to remain competitive. In addition, competition has intensified due to federal and state interstate banking laws, which permit banking organizations to expand geographically with fewer restrictions than in the past. These laws allow banks to merge with other banks across state lines, thereby enabling banks to establish or expand banking operations in our market. The competitive environment is also significantly impacted by federal and state legislation that make it easier for non-bank financial institutions to compete with us.

## **REGULATION AND SUPERVISION**

*The following discussion of statutes and regulations affecting banks is only a summary and does not purport to be complete. This discussion is qualified in its entirety by reference to such statutes and regulations. No assurance can be given that such statutes or regulations will not change in the future.*

### **General**

The Bank is extensively regulated under both federal and state laws. Regulation and supervision by the federal and state banking agencies is intended primarily for the protection of depositors and the Deposit Insurance Fund administered by the FDIC, and not for the benefit of shareholders.

As a California state-chartered bank which is not a member of the Federal Reserve System, we are subject to supervision, periodic examination and regulation by the DFI, as the Bank's state regulator, and by the FDIC as the Bank's primary federal regulator. The regulations of these agencies govern most aspects of our business, including the filing of periodic reports by us, and our activities relating to dividends, investments, loans, borrowings, capital requirements, certain check-clearing activities, branching, mergers and acquisitions, reserves against deposits and numerous other areas. The Bank is subject to significant regulation and restrictions by federal and state laws and regulatory agency. If, as a result of an examination, either the DFI or the FDIC 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 its management is violating or has violated any law or regulation, various remedies are available to the DFI and the FDIC. These remedies include the power to (i) require affirmative action to correct any conditions resulting from any violation or practice; (ii) direct an increase in capital and the maintenance of higher specific minimum capital ratios, which may preclude the Bank from being deemed well capitalized and restrict its ability to accept certain brokered deposits; (iii) restrict the Bank's growth geographically, by products and services, or by mergers and acquisitions, including bidding in FDIC receiverships for failed banks; (iv) enter into informal nonpublic or formal public memoranda of understanding or written agreements with the Bank to take corrective action; (v) issue an administrative cease and desist order that can be judicially enforced; (vi) enjoin unsafe or unsound practices; (vii) assess

civil monetary penalties; and (viii) require prior approval of senior executive officers and director changes or remove officers and directors. Ultimately the FDIC could terminate the Bank's FDIC insurance and the DFI could revoke the Bank's charter or take possession and close and liquidate the Bank.

The Bank's profitability, like most financial institutions, is primarily dependent on our ability to maintain a favorable differential or "spread" between the yield on our interest-earning assets and the rate paid on our deposits and other interest-bearing liabilities. In general, the difference between the interest rates paid by the Bank on interest-bearing liabilities, such as deposits and other borrowings, and the interest rates received by the Bank on our interest-earning assets, such as loans extended to customers and securities held in our investment portfolio, will comprise the major portion of the Bank's earnings. These rates are highly sensitive to many factors that are beyond the control of the Bank, such as inflation, recession and unemployment, and the impact of future changes in domestic and foreign economic conditions might have on the Bank cannot be predicted.

The Bank's business is also influenced by the monetary and fiscal policies of the federal government, and the policies of the regulatory agencies, particularly the Board of Governors of the Federal Reserve System (the "FRB"). The FRB implements national monetary policies (with objectives such as curbing inflation and combating recession) through its open-market operations in United States government securities, by adjusting the required level of reserves for financial institutions subject to its reserve requirements and by varying the target federal funds and discount rates applicable to borrowings by depository institutions. The actions of the FRB in these areas influence the growth of bank loans, investments and deposits and also affect interest earned on interest-earning assets and paid on interest-bearing liabilities. The nature and impact of any future changes in monetary and fiscal policies on the Bank cannot be predicted.

Because California law permits commercial banks chartered by the state to engage in any activity permissible for national banks, the Bank may form subsidiaries to engage in the many so-called "closely related to banking" or "nonbanking" activities commonly conducted by national banks in operating subsidiaries to the same extent as may a national bank, and, further, may conduct certain "financial" activities in a subsidiary as authorized by the Gramm-Leach-Bliley Act of 1999. 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 a 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. A financial subsidiary may not, however, under present law, engage as principal in underwriting insurance (other than credit life insurance), issue annuities or engage in real estate brokerage or development or in merchant banking activities. In order to form a financial subsidiary, the Bank must be "well-capitalized," "well-managed" and in satisfactory compliance with the Bank's obligations under Community Reinvestment Act ("CRA") to help meet the credit needs of their communities including low-and moderate-income neighborhoods. Further, the Bank would be required to exclude from its assets and capital all equity investments, including retained earnings, in a financial subsidiary, and the assets of a financial subsidiary may not be consolidated with the Bank's assets. The Bank would also be subject to the same risk management and affiliate transaction rules that apply to national banks with financial subsidiaries. The Bank presently has no financial subsidiaries.

Changes in federal or state banking laws or the regulations, policies or guidance of the federal or state banking agencies could have an adverse cost or competitive impact on the Bank's operations. 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. Such developments may further alter the structure, regulation, and competitive relationship among financial institutions, and may subject us to increased regulation, disclosure, and reporting requirements. Moreover, the bank regulatory agencies continue to be aggressive in responding to concerns and trends identified in examinations, and this has resulted in the increased issuance of enforcement actions to financial institutions requiring action to address credit quality, capital adequacy, liquidity and risk management, as well as other safety and soundness concerns. In addition, the outcome of any investigations initiated by federal or state authorities or the outcome of litigation may result in additional regulation, necessary changes in our operations and increased compliance costs.

## **Economic, Legislative and Regulatory Developments**

From approximately December 2007 through June 2009, the U.S. economy was in recession. Business activity across a wide range of industries and regions in the United States was greatly reduced. Although economic conditions have improved, certain sectors, such as real estate, remain weak and unemployment remains high. Local governments and many businesses are still experiencing difficulty due to reduced consumer spending and continued liquidity challenges in the credit markets by comparison with pre-recession levels. In response to the factors that triggered the recession, legislative and regulatory initiatives were, and are expected to continue to be, introduced and implemented, which substantially intensify the regulation of the financial services industry.

### **The Dodd-Frank Act**

The events of the past several years have led to numerous new laws and regulatory pronouncements in the United States and internationally for financial institutions. The Dodd-Frank Wall Street Reform and Consumer Protection Act ("Dodd-Frank Act"), enacted in 2010, is one of the most far reaching legislative actions affecting the financial services industry in decades and significantly restructures the financial regulatory regime in the United States.

The Dodd-Frank Act broadly affects the financial services industry by creating new resolution authorities, requiring ongoing stress testing of capital, mandating higher capital and liquidity requirements, increasing regulation of executive and incentive-based compensation and requiring numerous other provisions aimed at strengthening the sound operation of the financial services sector depending, in part, on the size of the financial institution. Among other things, the Dodd-Frank Act provides for:

- capital standards applicable to bank holding companies may be no less stringent than those applied to insured depository institutions;
- annual stress tests and early remediation or so-called living wills are required for larger banks with more than \$50 billion assets as well risk committees of its board of directors that include a risk expert and such requirements may have the effect of establishing new best practices standards for smaller banks;
- trust preferred securities must generally be deducted from Tier 1 capital over a three-year phase-in period ending in 2016, although depository institution holding companies with assets of less than \$15 billion as of year-end 2009 are grandfathered with respect to such securities for purposes of calculating regulatory capital;
- the assessment base for federal deposit insurance was changed to consolidated assets less tangible capital instead of the amount of insured deposits, which generally increased the insurance fees of larger banks, but had relatively less impact on smaller banks;
- repeal of the federal prohibition on the payment of interest on demand deposits, including business checking accounts, and made permanent the \$250,000 limit for federal deposit insurance;
- the establishment of the Consumer Finance Protection Bureau (the "CFPB") with responsibility for promulgating regulations designed to protect consumers' financial interests and prohibit unfair, deceptive and abusive acts and practices by financial institutions, and with authority to directly examine those financial institutions with \$10 billion or more in assets for compliance with the regulations promulgated by the CFPB;
- limits, or places significant burdens and compliance and other costs, on activities traditionally conducted by banking organizations, such as originating and securitizing mortgage loans and other financial assets, arranging and participating in swap and derivative transactions, proprietary trading and investing in private equity and other funds; and



- the establishment of new compensation restrictions and standards regarding the time, manner and form of compensation given to key executives and other personnel receiving incentive compensation, including documentation and governance, proxy access by stockholders, deferral and claw-back requirements.

As required by the Dodd-Frank Act, federal regulators have published for comment proposed regulations to (i) increase capital requirements on banks and bank holding companies, and (ii) implement the so-called "Volcker Rule" of the Dodd-Frank Act, which would significantly restrict certain activities by covered bank holding companies, including restrictions on proprietary trading and private equity investing. Final rules are expected in 2013.

Many of the regulations to implement the Dodd-Frank Act have not yet been published for comment or adopted in final form and/or will take effect over several years, making it difficult to anticipate the overall financial impact on the Bank, our customers or the financial industry more generally. Individually and collectively, these proposed regulations resulting from the Dodd-Frank Act may materially and adversely affect the Bank's business, financial condition, and results of operations. Provisions in the legislation that require revisions to the capital requirements of the Bank could require the Bank to seek additional sources of capital in the future.

### **Federal Banking Agencies Compensation Guidelines**

Guidelines adopted by the federal banking agencies pursuant to the Federal Deposit Insurance Act ("FDI Act") prohibit excessive compensation as an unsafe and unsound practice and describe compensation as excessive when the amounts paid are unreasonable or disproportionate to the services performed by an executive officer, employee, director or principal shareholder. In June 2010, the federal bank regulatory agencies jointly issued additional comprehensive guidance on incentive compensation policies (the "Incentive Compensation Guidance") 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 Incentive Compensation Guidance, which covers all employees that have the ability to materially affect the risk profile of an organization, either individually or as part of a group, 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. Any deficiencies in compensation practices that are identified may be incorporated into the organization's supervisory ratings, which can affect its ability to make acquisitions or perform other actions. The Incentive Compensation Guidance provides that enforcement actions may be taken against a banking organization if its incentive compensation arrangements or related risk-management controls 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.

On February 7, 2011, the Board of Directors of the FDIC approved a joint proposed rulemaking to implement Section 956 of Dodd-Frank for banks with \$1 billion or more in assets. Section 956 prohibits incentive-based compensation arrangements that encourage inappropriate risk taking by covered financial institutions and are deemed to be excessive, or that may lead to material losses. The proposed rule would move the United States closer to aspects of international compensation standards by (i) requiring deferral of a substantial portion of incentive compensation for executive officers of particularly large institutions; (ii) prohibiting incentive-based compensation arrangements for covered persons that would encourage inappropriate risks by providing excessive compensation; (iii) prohibiting incentive-based compensation arrangements for covered persons that would expose the institution to inappropriate risks by providing compensation that could lead to a material financial loss; (iv) requiring policies and procedures for incentive-based compensation arrangements that are commensurate with the size and complexity of the institution; and (v) requiring annual reports on incentive compensation structures to the institution's appropriate Federal regulatory agency. Final rules are still pending.

The scope, content and application of the U.S. banking regulators' policies on incentive compensation may continue to evolve. It cannot be determined at this time whether compliance with such policies will adversely affect our ability to hire, retain and motivate key employees.

## **Capital Standards**

The federal banking agencies have adopted risk-based minimum capital guidelines for banks which are intended to provide a measure of capital that reflects the degree of risk associated with a banking organization's operations for both transactions reported on the balance sheet as assets, and transactions, such as letters of credit and recourse arrangements, which are recorded as off-balance sheet items.

The risk-based capital ratio is determined by classifying assets and certain off-balance sheet financial instruments into weighted categories, with higher levels of capital being required for those categories perceived as representing greater risk. Under the capital adequacy guidelines, a banking organization's total capital is divided into tiers. "Tier I capital" currently includes common equity and trust preferred securities, subject to certain criteria and quantitative limits. Under Dodd-Frank depository institution holding companies, such as the Company, with more than \$15 billion in total consolidated assets as of December 31, 2009, will no longer be able to include trust preferred securities as Tier I regulatory capital as of the end of a three-year phase-out period in 2016, and may be obligated to replace any outstanding trust preferred securities issued prior to May 19, 2010, with qualifying Tier I regulatory capital during the phase-out period. "Tier II capital" includes hybrid capital instruments, other qualifying debt instruments, a limited amount of the allowance for loan and lease losses, and a limited amount of unrealized holding gains on equity securities. Following the phase-out period under Dodd-Frank, trust preferred securities will be treated as Tier II capital. "Tier III capital" consists of qualifying unsecured debt. The sum of Tier II and Tier III capital may not exceed the amount of Tier I capital.

The risk-based capital guidelines require a minimum ratio of qualifying total capital to risk-weighted assets of 8% and a minimum ratio of Tier I capital to risk-weighted assets of 4%. An institution is defined as well capitalized if its total capital to risk-weighted assets ratio is 10.00% or more; its core capital to risk-weighted assets ratio is 6.00% or more; and its core capital to adjusted average assets ratio is 5.00% or more.

The regulatory capital guidelines as well as Preferred Bank’s actual capitalization as of December 31, 2012 are as follows:

**Leverage Ratio**

Preferred Bank .....	11.96%
Minimum requirement for “Well-Capitalized” institution .....	5.00%
Minimum regulatory requirement .....	4.00%

**Tier 1 Risk-Based Capital Ratio**

Preferred Bank .....	13.73%
Minimum requirement for “Well-Capitalized” institution .....	6.00%
Minimum regulatory requirement .....	4.00%

**Total Risk-Based Capital Ratio**

Preferred Bank .....	14.98%
Minimum requirement for “Well-Capitalized” institution .....	10.00%
Minimum regulatory requirement .....	8.00%

For further information regarding the capital ratios of the Bank, see the discussion under Note 11 – “Restrictions on Cash Dividends, Regulatory Capital Requirements” in the notes to the consolidated financial statements.

**Memorandum of Understanding**

As a result of improvements in components of the Bank’s operations, including a reduction in the level of its non-performing loans, which were confirmed in a regulatory examination during 2012, the Consent Order was terminated and the Bank entered into a Memorandum of Understanding (MOU) with both the FDIC and the California Department of Financial Institutions (“DFI”) on May 25, 2012. Among other things, the MOU requires the Bank to maintain a Tier 1 leverage ratio of 10% and requires the Bank to continue to reduce its adversely classified assets. As December 31, 2012, the Tier 1 Leverage Ratio of the Bank was 11.96%, exceeding the 10% level required by the MOU and the Bank’s classified asset levels were lower than required by the MOU. The MOU also prohibits the Bank from paying cash dividends or making any other payments to its shareholders without prior written consent of the FDIC and the DFI. The Board of Directors and management remain committed to maintaining the Tier 1 Leverage Ratio requirement and meeting the other requirements of the MOU.

**Prompt Corrective Action Regulations**

The FDI Act provides a framework for regulation of depository institutions and their affiliates, including parent holding companies, by their federal banking regulators. Among other things, it requires the relevant federal banking regulator to take “prompt corrective action” with respect to a depository institution if that institution does not meet certain capital adequacy standards, including requiring the prompt submission of an acceptable capital restoration plan. Supervisory actions by the appropriate federal banking regulator under the prompt corrective action rules generally depend upon an institution’s classification within five capital categories as defined in the regulations. The relevant capital measures are the capital ratio, the Tier 1 capital ratio, and the leverage ratio. However, the federal banking agencies have also adopted non-capital safety and soundness standards to assist examiners in identifying and addressing potential safety and soundness concerns before capital becomes impaired. These include operational and managerial standards relating to: (i) internal controls, information systems and internal audit systems, (ii) loan documentation, (iii) credit underwriting, (iv) asset quality and growth, (v) earnings, (vi) risk management, and (vii) compensation and benefits.

A depository institution’s capital tier under the prompt corrective action regulations will depend upon how its capital levels compare with various relevant capital measures and the other factors established

by the regulations. A bank will be: (i) “well capitalized” if the institution has a total risk-based capital ratio of 10.0% or greater, a Tier 1 risk-based capital ratio of 6.0% or greater, and a leverage ratio of 5.0% or greater and is not subject to any order or written directive by any such regulatory authority to meet and maintain a specific capital level for any capital measure; (ii) “adequately capitalized” if the institution has a total risk-based capital ratio of 8.0% or greater, a Tier 1 risk-based capital ratio of 4.0% or greater, and a leverage ratio of 4.0% or greater and is not “well capitalized”; (iii) “undercapitalized” if the 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%; (iv) “significantly undercapitalized” if the 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%; and (v) “critically undercapitalized” if the 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.

The FDI Act generally prohibits a depository institution from making any capital distributions (including payment of a dividend) or paying any management fee to its parent holding company if the depository institution would thereafter be “undercapitalized.” “Undercapitalized” institutions are subject to growth limitations and are required to submit a capital restoration plan. The regulatory agencies may not accept such a plan without determining, among other things, that the plan is based on realistic assumptions and is likely to succeed in restoring the depository institution’s capital. If a depository institution fails to submit an acceptable plan, it is treated as if it is “significantly undercapitalized.” “Significantly undercapitalized” depository institutions may be subject to a number of requirements and restrictions, including orders to sell sufficient voting stock to become “adequately capitalized,” requirements to reduce total assets, and cessation of receipt of deposits from correspondent banks. “Critically undercapitalized” institutions are subject to the appointment of a receiver or conservator.

A bank that does not achieve and maintain the required capital levels may be issued a capital directive by the FDIC to ensure the maintenance of required capital levels. The appropriate federal banking agency may, under certain circumstances, reclassify a well-capitalized insured depository institution as adequately capitalized. The FDI Act provides that an institution may be reclassified if the appropriate federal banking agency determines (after notice and opportunity for a hearing) that the institution is in an unsafe or unsound condition or deems the institution to be engaging in an unsafe or unsound practice. The appropriate agency is also permitted to require an adequately capitalized or undercapitalized institution to comply with the supervisory provisions as if the institution were in the next lower category (but not treat a significantly undercapitalized institution as critically undercapitalized) based on supervisory information other than the capital levels of the institution.

## **Basel Accords**

The regulatory agencies’ risk-based capital guidelines are based upon the 1988 capital accord (“Basel I”) of the internal Basel Committee on Bank Supervision (“Basel Committee”), a committee of central banks and bank supervisors/regulators from the major industrialized countries that develops broad policy guidelines, which each country’s supervisors can use to determine the supervisory policies they apply to their home jurisdiction. In 2004 the Basel Committee proposed a new capital accord (“Basel II”) to replace Basel I that provided approaches for setting capital standards for credit risk and capital requirements for operational risk and refining the existing capital requirements for market risk exposures. U.S. banking regulators published a final rule for Basel II implementation requiring banks with over \$250 billion in consolidated total assets or on-balance sheet foreign exposure of \$10 billion (“core banks”) to adopt the advanced approaches of Basel II while allowing other banks to elect to “opt in.” The regulatory agencies later issued a proposed rule for larger banks that would give banking organizations that do not use the advanced approaches the option to implement a new risk-based capital framework that would adopt the standardized approach of Basel II for credit risk, the basic indicator approach of Basel II for operational risk and related disclosure requirements. A definitive rule was not issued.

In December 2010, the Basel Committee released its final framework for strengthening international capital and liquidity regulation, now officially identified as “Basel III.” If and when

implemented by the U.S. banking agencies and fully phased-in, it would require bank holding companies and their bank subsidiaries to maintain substantially more capital than currently required, with a greater emphasis on common equity. The Basel III capital framework, among other things:

- introduces as a new capital measure, Common Equity Tier 1 (“CET1”), more commonly known in the United States as “Tier 1 Common,” and defines CET1 narrowly by requiring that most adjustments to regulatory capital measures be made to CET1 and not to the other components of capital, and expands the scope of the adjustments as compared to existing regulations;
- if fully phased in as currently proposed, requires covered banks to maintain: (i) a newly adopted international standard, a minimum ratio of CET1 to risk-weighted assets of at least 4.5%, plus a 2.5% “capital conservation buffer” (which is added to the 4.5% CET1 ratio as that buffer is phased in, effectively resulting in a minimum ratio of CET1 to risk-weighted assets of at least 7%); (ii) an additional “SIFI buffer” for those large institutions deemed to be systemically important, ranging from 1.0% to 2.5%, and up to 3.5% under certain conditions; (iii) a minimum ratio of Tier 1 capital to risk-weighted assets of at least 6.0%, plus the capital conservation buffer (which is added to the 6.0% Tier 1 capital ratio as that buffer is phased in, effectively resulting in a minimum Tier 1 capital ratio of 8.5% upon full implementation); (iv) a minimum ratio of Total (that is, Tier 1 plus Tier 2) capital to risk-weighted assets of at least 8.0%, plus the capital conservation buffer (which is added to the 8.0% total capital ratio as that buffer is phased in, effectively resulting in a minimum total capital ratio of 10.5% upon full implementation); and (v) as a newly adopted international standard, a minimum leverage ratio of 3%, calculated as the ratio of Tier 1 capital to balance sheet exposures plus certain off-balance sheet exposures (as the average for each quarter of the month-end ratios for the quarter); and
- an additional “countercyclical capital buffer,” generally to be imposed when national regulators determine that excess aggregate credit growth becomes associated with a buildup of systemic risk, that would be a CET1 add-on to the capital conservation buffer in the range of 0% to 2.5% when fully implemented.

The federal bank regulatory agencies issued joint proposed rules in June 2012 that would revise the risk-based capital requirement and the method for calculating risk-weighted assets to make them consistent with Basel III and provisions of the Dodd-Frank Act. The proposed rules would apply to all depository institutions and top-tier bank holding companies with assets of \$500 million or more. Among other things, the proposed rules establish a new minimum common equity Tier 1 ratio (4.5% of risk-weighted assets) and a higher minimum Tier 1 risk-based capital requirement (6.0% of risk-weighted assets) and assigns higher risk weighting to exposures that are more than 90 days past due or are on nonaccrual status and certain commercial real estate facilities that finance the acquisition, development or construction of real property. The proposed rules also require unrealized gains and losses on certain securities holdings to be included in calculating capital ratios; limit capital distributions and certain discretionary bonus payments by financial institutions defined as systemically important, though not so deemed by the Basel Committee, unless an additional capital conservation buffer of 0% to 1.0% of risk-weighted assets is maintained. The proposed rules, including alternative requirements for smaller community financial institutions like the Company, would, when finalized, be phased in through 2019. The implementation of the Basel III framework was to commence January 1, 2013. However, due to the number of comment letters received by the federal banking agencies in response to the notice of proposed rulemaking, the initial implementation has been postponed indefinitely.

### **Dividends and Other Transfers of Funds**

The Bank is subject to various statutory and regulatory restrictions on its ability to pay dividends including the prohibitions contained in the MOU. Under such restrictions, there was no amount available for payment of dividends at December 31, 2012. In addition, the banking agencies have the authority to prohibit the Bank from paying dividends, depending upon the Bank’s financial condition, if such payment would be deemed to constitute an unsafe or unsound practice. Further, pursuant to the MOU, we are

currently prohibited from paying cash dividends or any other payments to our shareholders without the prior written consent of the FDIC and the DFI.

### **Deposit Insurance**

The FDIC insures our customer deposits through the Deposit Insurance Fund of the FDIC up to prescribed limits for each depositor. The FDIC may terminate a depository institution's deposit insurance upon a finding that the institution's financial condition is unsafe or unsound or that the institution has engaged in unsafe or unsound practices that pose a risk to the Deposit Insurance Fund or that may prejudice the interest of the bank's depositors. The termination of deposit insurance for the Bank would also result in the revocation of the Bank's charter by the DFI.

FDIC insurance expense totaled \$2.3 million for 2012. FDIC insurance expense includes deposit insurance assessments and Financing Corporation ("FICO") assessments related to outstanding FICO bonds to fund interest payments on bonds to recapitalize the predecessor to the Deposit Insurance Fund. These assessments will continue until the FICO bonds mature in 2017. The FICO assessment rates, which are determined quarterly, ranged from 0.00160% to 0.00165% during 2012. The total FICO assessments we paid in 2012 was \$78,000.

We are generally unable to control the amount of premiums that we are required to pay for FDIC insurance. If there are additional bank or financial institution failures or if the FDIC otherwise determines, we may be required to pay even higher FDIC premiums than the recently increased levels. These announced increases and any future increases in FDIC insurance premiums may have a material and adverse effect on our earnings and could have a material adverse effect on the value of, or market for, our common stock.

### **Federal Home Loan Bank System**

We are a member of the FHLB. Among other benefits, each of the 12 Federal Home Loan Banks, serves as a reserve or central bank for its members within its assigned region. The FHLB makes available loans or advances to its members in compliance with the policies and procedures established by the Board of Directors of the individual FHLB. As an FHLB member, we are required to own a certain amount of restricted capital stock and maintain a certain amount of cash reserves in the FHLB. As of December 31, 2012, the Bank had no outstanding FHLB advances and borrowing capacity of \$124.7 million. At December 31, 2012, the Bank was in compliance with the FHLB's stock ownership and cash reserve requirements. As of December 31, 2012 and 2011, our investment in FHLB capital stock totaled \$4,282,000 and \$4,164,000, respectively. Due to recent market developments, the FHLB could reduce the amount of dividends paid to the Bank and could also raise interest rates on future advances to the Bank. If dividends were reduced or interest rates on future advances were increased, the Bank's net interest margin would be negatively impacted.

### **Securities Registration**

The Bank's common stock is publicly held and listed on the NASDAQ Global Select Market ("NASDAQ"), and the Bank is subject to the periodic reporting information, proxy solicitation, insider trading, corporate governance and other requirements and restrictions of the Securities Exchange Act of 1934 as adopted by the FDIC and the regulations of the Securities and Exchange Commission (the "SEC") promulgated thereunder as well as listing requirements of NASDAQ. Dodd-Frank includes the following provisions that affect corporate governance and executive compensation, which are or, in the future, may be applicable to the Bank: (1) shareholder advisory votes on executive compensation, (2) executive compensation "clawback" requirements for companies listed on national securities exchanges in the event of materially inaccurate statements of earnings, revenues, gains or other (3) enhanced independence requirements for compensation committee members, and (4) SEC authority to adopt proxy access rules which would permit shareholders of publicly traded companies to nominate candidates for election as director and have those nominees included in a company's proxy statement.

## **The Sarbanes-Oxley Act**

The Bank is subject to the accounting oversight and corporate governance requirements of the Sarbanes-Oxley Act of 2002, including among other things, required executive certification of financial presentations, requirements for board audit committees and their members, and disclosure of controls and procedures and internal control over financial reporting.

## **Federal Reserve System**

The FRB requires all depository institutions to maintain reserves, which earned interest at an annual rate of 0.25% as of December 31, 2012 at specified levels against their transaction accounts (primarily checking, NOW and Super NOW checking accounts) and non-personal time deposits. As of December 31, 2012 and 2011, we were in compliance with these requirements as established by the Federal Reserve Bank to maintain reserve balances of \$3.1 million and \$1.0 million, respectively.

## **Loans-to-One Borrower Limitations**

With certain limited exceptions, the maximum amount of obligations, secured or unsecured, that any borrower (including certain related entities) may owe to a California state bank at any one time may not exceed 25% of the sum of the shareholders' equity, allowance for loan losses, capital notes and debentures of the bank. Unsecured obligations may not exceed 15% of the sum of the shareholders' equity, allowance for loan losses, capital notes and debentures of the bank. The Bank has established internal loan limits which are lower than the legal lending limits for a California state chartered bank. At December 31, 2012, the Bank's largest single lending relationship had a combined outstanding balance of \$47.6 million, secured predominantly by commercial real estate properties in the Bank's lending area, and which is performing in accordance with the terms of the Bank's loans.

## **Extensions of Credit to Insiders and Transactions with Affiliates**

The Bank is subject to Federal Reserve Regulation O and companion California banking law limitations and conditions on loans or extensions of credit to:

- The Bank's executive officers, directors and principal shareholders (*i.e.*, in most cases, those persons who own, control or have power to vote more than 10% of any class of voting securities);
- Any company controlled by any such executive officer, director or shareholder; or
- Any political or campaign committee controlled by such executive officer, director or principal shareholder.

Loans extended to any of the above persons must comply with loan-to-one-borrower limits, require prior full board approval when aggregate extensions of credit to the person exceed specified amounts, must be made on substantially the same terms (including interest rates and collateral) as, and follow credit-underwriting procedures that are not less stringent than those prevailing at the time for comparable transactions with non-insiders, and must not involve more than the normal risk of repayment or present other unfavorable features. In addition, Regulation O provides that the aggregate limit on extensions of credit to all insiders of a bank as a group cannot exceed the bank's unimpaired capital and unimpaired surplus. Regulation O also prohibits a bank from paying an overdraft on an account of an executive officer or director, except pursuant to a written pre-authorized interest-bearing extension of credit plan that specifies a method of repayment or a written pre-authorized transfer of funds from another account of the officer or director at the bank. California has laws and the DFI has regulations which adopt and also apply Regulation O to the Bank.

The Bank also is subject to certain restrictions imposed by Federal Reserve Act Sections 23A and 23B and Federal Reserve Regulation W on any extensions of credit to, or the issuance of a guarantee or letter of credit on behalf of, any affiliates, the purchase of, or investments in, stock or other securities

thereof, the taking of such securities as collateral for loans, and the purchase of assets of any affiliates. Such restrictions prevent any affiliates from borrowing from the Bank unless the loans are secured by marketable obligations of designated amounts. Further, such secured loans and investments to or in any affiliate are limited, individually, to 10.0% of the Bank's capital and surplus (as defined by federal regulations), and such secured loans and investments are limited, in the aggregate, to 20.0% of the Bank's capital and surplus. A financial subsidiary is considered an affiliate subject to these restrictions whereas other nonbanking subsidiaries are not considered affiliates. Additional restrictions on transactions with affiliates may be imposed on the Bank under the FDI Act prompt corrective action provisions and the supervisory authority of the federal and state banking agencies.

## **Operations and Consumer Compliance**

The Bank must comply with numerous federal anti-money laundering and consumer privacy and protection statutes and implementing regulations, including the Consumer Financial Protection Act of 2010, which constitutes part of the Dodd-Frank Act and establishes the CFPB, as described above, the USA PATRIOT Act of 2001, the Bank Secrecy Act, the Foreign Account Tax Compliance Act, effective in 2013, the CRA, the Fair Credit Reporting Act, as amended by the Fair and Accurate Credit Transactions Act, the Electronic Fund Transfer Act, the Equal Credit Opportunity Act, the Truth in Lending Act, the Fair Housing Act, the Home Mortgage Disclosure Act, the Real Estate Settlement Procedures Act, the National Flood Insurance Act, the Americans with Disabilities Act and various federal and state privacy protection laws.

The CFPB is an independent entity within the Federal Reserve. It has broad rulemaking, supervisory and enforcement authority over consumer financial products and services, including deposit products, residential mortgages, home-equity loans and credit cards, and contains provisions on mortgage-related matters such as steering incentives, determinations as to a borrower's ability to repay and prepayment penalties. The CFPB's functions include investigating consumer complaints, conducting market research, rulemaking, supervising and examining banks consumer transactions, and enforcing rules related to consumer financial products and services.

These laws and regulations mandate certain disclosure and other requirements and regulate the manner in which financial institutions must deal with customers when taking deposits, making loans, collecting loans, and providing other services. Failure to comply with these laws and regulations can subject the Bank to various penalties, including but not limited to enforcement actions, injunctions, fines or criminal penalties, punitive damages to consumers, and the loss of certain contractual rights. The Bank is also subject to federal and state laws prohibiting unfair or fraudulent business practices, untrue or misleading advertising and unfair competition.

## **Employees**

As of December 31, 2012, the Bank had a total of 133 full-time equivalent employees. None of the employees are represented by a union or collective bargaining group. The management of the Bank believes that their employee relations are satisfactory.



## ***Executive Officers of the Bank***

The following table sets forth our executive officers, their positions and their ages. Each officer is appointed by, and serves at the pleasure of the Board of Directors.

<b><u>Name</u></b>	<b><u>Age</u></b> <sup>(1)</sup>	<b><u>Position with Bank</u></b>
Li Yu .....	[72]	Chairman of the Board and Chief Executive Officer
Wellington Chen .....	[53]	President and Chief Operating Officer
Edward J. Czajka.....	[48]	Executive Vice President and Chief Financial Officer
Lucilio Couto .....	[44]	Executive Vice President and Chief Credit Officer
Robert Kosof.....	[69]	Executive Vice President and Head of Commercial and Industrial Loans and Regional Branch Manager

<sup>(1)</sup> As of March 1, 2013.

**Li Yu** has been our Chief Executive Officer since 1993. From December 1991 to the present, he has served as Chairman of our Board of Directors. From 1987 to 1991, he was involved in several privately held companies of which he was the owner. From 1982 to 1987, he served as Chairman of the Board of California Pacific National Bank, which became a part of Bank of America. Mr. Yu received a Masters of Business Administration, or MBA, from the University of California, Los Angeles. He was also the past President of the National Association of Chinese American Bankers, and is currently a member of the Board of Visitors of UCLA's Anderson Graduate School of Management.

**Wellington Chen** has been the Bank's Senior Executive Vice President since June 22, 2011 and was promoted to President on August 21, 2012, and has been the Bank's Chief Operating Officer since August 9, 2011. Prior to joining Preferred Bank, Mr. Chen was Executive Vice President and Director of Corporate Banking for East-West Bank in Pasadena, California where he oversaw a significant portion of the loan and deposit production activities. Prior to that, he was Senior Executive Vice President and a Director of Far East National Bank in Los Angeles.

**Edward J. Czajka** has been Senior Vice President and Chief Financial Officer since 2006 and was promoted to Executive Vice President since 2008. Before joining Preferred Bank, Mr. Czajka was Chief Financial Officer of Presidio Bank, a San Francisco-based bank that was then in organization. Prior to this, Mr. Czajka was Executive Vice President and Chief Financial Officer of North Valley Bancorp, (Nasdaq: NOVB) a publicly-traded multi-bank holding company located in Redding, California. From 1994 through 2000, Mr. Czajka held the position of Vice President, Corporate Controller for Pacific Capital Bancorp in Santa Barbara, California. Mr. Czajka graduated summa cum laude from Capella University with a BS in Business Administration and is a graduate of the Bank Administration Institute Graduate School of Banking at Vanderbilt University.

**Lucilio Couto** was appointed Executive Vice President on February 2, 2010 and on August 9, 2011 was appointed Chief Credit Officer. Prior to that, he was Senior Vice President and Special Assistant to the Chairman. Before joining Preferred Bank he served in senior management positions at two other Southern California financial institutions including Vineyard Bank, NA. Mr. Couto served as the Chief Risk Officer of Vineyard Bank from July 2007 to April 2009 and Executive Vice President and Chief Credit Officer from September 2008 to April 2009. Prior to joining Vineyard Bank, Mr. Couto spent 16 years working for the FDIC in a variety of positions, including most recently as Senior Risk Management Examiner. He has expertise in risk management, regulatory compliance, credit analysis and financial statement analysis. Mr. Couto received his Bachelor's degree of finance from California State University San Bernardino in 1991 and graduated from the University of Wisconsin's Graduate School of Banking in 2004.

**Robert Kosof** was appointed on February 22, 2010 as Executive Vice President and Head of Commercial and Industrial Loans and Regional Branch Manager. Prior to that, he served as Executive Vice President and Chief Credit Officer and he has been with Preferred Bank since 2008. Before joining Preferred Bank he was Executive Vice President and Chief Credit Officer of RP Realty Partners Entrepreneurial Fund from 2006 to 2008. Prior to that, he was Senior Vice President and Chief Lending Officer for Bank Leumi USA from 1987 to 2006. His responsibilities included credit approval and credit quality for the California branches of the Bank. From 1985 to 1987 he was Executive Vice President and Director for Olympic National Bank. From 1974 to 1985 he was Senior Vice President and head of Loan Administration which included Loan Adjustments for Imperial Bank.

### **Available Information**

The Bank also maintains an Internet website at [www.preferredbank.com](http://www.preferredbank.com). The Bank makes its website content available for information purposes only. It should not be relied upon for investment purposes.

We are subject to the reporting and other requirements of the Securities Exchange Act of 1934, as amended and as adopted by the FDIC (the "Exchange Act"). In accordance with Sections 12, 13 and 14 of the Exchange Act and as a bank that is not a member of the Federal Reserve System, we file certain reports, proxy materials, information statements and other information with the FDIC, copies of which can be inspected and copied at the public reference facilities maintained by the FDIC, at the Accounting and Securities Disclosure Section, Division of Supervision and Consumer Protection, 550 17th Street, N.W., Washington, DC 20429. Requests for copies may be made by telephone at (202) 898-8913 or by fax at (202) 898-3909. Forms 3, 4 and 5 are filed electronically with FDIC, at the FDIC's website at <http://www.fdic.gov>.

## **ITEM 1A. RISK FACTORS**

### **Risk Factors That May Affect Future Results**

In addition to the other information on the risks we face and our management of risk contained in this annual report or in our other filings, the following are significant risks which may affect us. Events or circumstances arising from one or more of these risks could adversely affect our business, financial condition, operations and prospects and the value and price of our common stock could decline. The risks identified below are not intended to be a comprehensive list of all risks we face and additional risks that we may currently view as not material may also impair our business operations and results.

***We are subject to certain requirements and prohibitions under the MOU and we cannot assure you whether or when the MOU will be terminated.***

The Bank has been subject to the MOU since May 2012, which required us to maintain a higher tier 1 leverage capital ratio than statutorily required and to improve asset quality among other items. The MOU also prohibits the Bank from paying cash dividends or making any other payments to its shareholders without prior written consent of the FDIC and the DFI.

As of the date of this filing, we are in compliance with all the requirements of the MOU. We will continue to work to maintain compliance with all provisions of the MOU. Although we are in compliance with the provisions of the MOU, we cannot assure that we will maintain full compliance with the requirements in the MOU and whether or when the MOU will be terminated. Although the requirements and restrictions of the MOU are not judicially enforceable, the Bank is committed to comply with all provisions of the MOU and to maintain good relations with our regulators.

***If our allowance for loan and lease losses is inadequate to cover actual losses, our financial results would be harmed.***

A significant source of risk arises from the possibility that we could sustain losses because borrowers, guarantors and related parties may fail to perform in accordance with the terms of their loans. Although a substantial amount of loan losses were incurred between 2008 and 2012, the underwriting and credit monitoring policies and procedures that we have adopted to address this risk may not prevent additional losses that could have an adverse effect on our business, financial condition, results of operations and cash flows. Additional losses may arise for a wide variety of reasons, many of which are beyond our ability to predict, influence or control. Some of these reasons could include a continued economic downturn in the State of California, a reversal of the recent gains made in the California real estate market, changes in the interest rate environment, adverse economic conditions in Asia and natural disasters.

Like all financial institutions, we maintain an allowance for loan and lease losses to provide for loan and lease defaults and non-performance. Our allowance for loan and lease losses may not be adequate to cover actual loan and lease losses, and future provisions for loan and lease losses could materially and adversely affect our business, financial condition, results of operations and cash flows. Our allowance for loan and lease losses reflects our best estimate of the losses inherent in the existing loan and lease portfolio at the relevant balance sheet date and is based on management's evaluation of the collectability of the loan and lease portfolio, which evaluation is based on historical loss experience and other significant factors. For the year ended December 31, 2012, we recorded a provision for loan and lease losses and net loan charge-offs of \$19.8 million and \$22.9 million, respectively, compared to \$5.7 million and \$14.9 million for the year ended December 31, 2011.

The determination of an appropriate level of loan and lease loss allowance is an inherently difficult process and is based on numerous assumptions. The amount of future losses is susceptible to changes in economic, operating and other conditions, including changes in interest rates, that may be beyond our control and future losses may exceed current estimates. While we believe that our allowance for loan and lease losses is adequate to cover current losses, we cannot ensure that we will not increase the allowance for loan and lease losses further or that regulators will not require us to increase our allowance. Either of these occurrences could materially adversely affect our business, financial condition and results of operations but would not affect cash flow directly.

***If the risks inherent in construction lending are further realized, our net income could be adversely affected.***

At December 31, 2012, our construction loans were \$74.4 million, or 6.6% of our total loans held, and the average loan size of our construction loans was \$5.0 million. The risks inherent in construction lending include, among other things, the possibility that contractors may fail to complete, or fail to complete on a timely basis, construction of the relevant properties; substantial cost overruns in excess of original estimates and financing; market deterioration during construction; and a lack of permanent take-out financing. Loans secured by these properties also involve additional risk because the properties have no operating histories. In these loans funds are advanced upon the security of the project under construction, which is of uncertain value prior to completion of construction, and the estimated operating cash flow to be generated, by the completed project. The borrowers' ability to repay their obligations to us and the value of our security interest in the collateral will be materially adversely affected if the projects do not generate sufficient cash flow by being either sold or leased. Construction lending was a significant source of our loan losses incurred in 2009 and 2010.

***The impact of the new Basel III capital standards will likely impose enhanced capital adequacy standards on us.***

On September 12, 2010, the Group of Governors and Heads of Supervision, the oversight body of the Basel Committee, announced agreement on the calibration and phase-in arrangements for a strengthened set of capital requirements, known as Basel III, which were approved in November 2010 by the G20 leadership. Basel III increases the minimum Tier 1 common equity ratio to 4.5%, net of regulatory deductions, and introduces a capital conservation buffer of an additional 2.5% of common equity to risk-weighted assets, raising the target minimum common equity ratio to 7%. Basel III increases the minimum Tier 1 capital ratio to 8.5% inclusive of the capital conservation buffer, increases the minimum total capital

ratio to 10.5% inclusive of the capital buffer and introduces a countercyclical capital buffer of up to 2.5% of common equity or other fully loss absorbing capital for periods of excess credit growth. Basel III also introduces a non-risk adjusted Tier 1 leverage ratio of 3%, based on a measure of total exposure rather than total assets, and new liquidity standards. The Basel III capital and liquidity standards will be phased in over a multi-year period. Although the liquidity requirements will not, in their present form, apply to us, the Federal Reserve will likely implement changes to the capital adequacy standards applicable to us which will increase our capital requirements and compliance costs.

***Additional requirements imposed by the Dodd-Frank Act could adversely affect us.***

Recent government efforts to strengthen the U.S. financial system have resulted in the imposition of additional regulatory requirements, including expansive financial services regulatory reform legislation. Dodd-Frank sets out sweeping regulatory changes. Changes imposed by Dodd-Frank include, among others: (i) new requirements on banking, derivative and investment activities, including modified capital requirements, the repeal of the prohibition on the payment of interest on business demand accounts, and debit card interchange fee requirements; (ii) corporate governance and executive compensation requirements; (iii) enhanced financial institution safety and soundness regulations, including increases in assessment fees and deposit insurance coverage; and (iv) the establishment of new regulatory bodies, such as the Bureau of Consumer Financial Protection. Certain provisions are effective immediately; however, much of the Financial Reform Act is subject to further rulemaking and/or studies. As such, while we are subject to the legislation, we cannot fully assess the impact of Dodd-Frank until final rules are implemented.

Current and future legal and regulatory requirements, restrictions and regulations, including those imposed under Dodd-Frank, may adversely impact our profitability and may have a material and adverse effect on our business, financial condition, and results of operations, may require us to invest significant management attention and resources to evaluate and make any changes required by the legislation and accompanying rules and may make it more difficult for us to attract and retain qualified executive officers and employees.

***Difficult economic and market conditions have adversely affected our industry and us.***

During 2008-2010, dramatic declines in the housing market, with decreasing home prices and increasing delinquencies and foreclosures, negatively impacted the credit performance of mortgage and construction loans and resulted in significant write-downs of assets by many financial institutions. General downward economic trends, reduced availability of commercial credit and significantly higher unemployment have negatively impacted the credit performance of commercial and consumer credit, resulting in additional write-downs. Concerns over the economy have resulted in decreased lending by financial institutions to their customers and to each other. This tightening of credit has led to increased commercial and consumer delinquencies, lack of customer confidence, increased market volatility and widespread reduction in general business activity. Although 2011 and 2012 saw national and local economic conditions improve, a weak housing market and elevated unemployment levels continue to be a drag on the economy. A worsening of these conditions would likely exacerbate the adverse effects of these difficult market conditions on us and others in the financial institutions industry. In particular, we may face the following risks in connection with these events:

- We potentially face increased regulation of our industry. Compliance with such regulation may increase our costs and limit our ability to pursue business opportunities. Proposals have been discussed that call for a complete overhaul of the current regulatory framework applicable to commercial banks. We cannot assess the impact of any such changes on our business at this time.
- The process we use to estimate losses inherent in our credit exposure requires difficult, subjective and complex judgments, including forecasts of economic conditions and how these economic conditions might impair the ability of our borrowers to repay their loans. The level of uncertainty concerning economic conditions may adversely affect the accuracy of our estimates which may, in turn, impact the reliability of the process.

- The classification of our criticized loans as substandard, doubtful and loss and the related provision for loan losses, and the estimated losses inherent in our loan portfolio, could be increased by our primary regulators in connection with an examination of our loan portfolio, which could subject us to restrictions on our operations and require us to increase our capital.
- We may be required to pay significantly higher FDIC premiums because market developments have significantly depleted the insurance fund of the FDIC and reduced the ratio of reserves to insured deposits. As previously discussed, the FDIC has increased assessments on FDIC-insured institutions and may impose further increases.
- Our banking operations are concentrated primarily in Southern California. Adverse economic conditions in this region in particular could impair borrowers' ability to service their loans, decrease the level and duration of deposits by customers, and erode the value of loan collateral. This could increase the amount of our non-performing assets and have an adverse effect on our efforts to collect our non-performing loans or otherwise liquidate our non-performing assets (including other real estate owned) on terms favorable to us, if at all, and could also cause a decline in demand for our products and services, or a lack of growth or a decrease in deposits, any of which may cause us to incur losses, adversely affect our capital, and hurt our business.

As of December 31, 2012, approximately 67% of the book value of our loan portfolio consisted of loans collateralized by various types of real estate. Real estate values and real estate markets are generally affected by changes in national, regional or local economic conditions, fluctuations in interest rates and the availability of loans to potential purchasers, changes in tax laws and other laws, regulations and policies and acts of nature. In addition, real estate values in California could be affected by, among other things, earthquakes and national disasters particular to the state. If real estate prices decline, particularly in California, the value of real estate collateral securing our loans could be significantly reduced. As a result, we may experience greater charge-offs and, similarly, our ability to recover on defaulted loans by foreclosing and selling the real estate collateral would then be diminished and we would be more likely to suffer losses on defaulted loans.

As a result of these financial and economic crises, we have experienced substantial increases in non-performing loans in recent years. However, total non-performing loans decreased to \$26.1 million at December 31, 2012 from \$47.5 million at December 31, 2011 and \$101.9 million at December 31, 2010, representing 1.7%, 5.0% and 11.1% of total loans owned at December 31, 2012, December 31, 2011 and December 31, 2010, respectively. Total non-performing assets decreased to \$47.3 million at December 31, 2012 from \$85.5 million at December 31, 2011 and \$155.5 million at December 31, 2010, representing 3.0%, 6.5% and 12.4% of total assets at December 31, 2012, December 31, 2011 and December 31, 2010, respectively.

Declines in the volume of sales, especially in certain parts of California, along with the reduced availability of certain types of credit, have resulted in increases in delinquencies and losses in our portfolio of construction loans. Further declines in real estate prices with the continued economic recession in our markets and continued high or increased unemployment levels could cause additional losses which could continue to adversely affect our earnings and financial condition.

***We rely heavily on our senior management team and other key employees, the loss of whom could materially and adversely affect our business.***

Our success depends heavily on the abilities and continued service of our executive officers, especially Li Yu, our founder, Chairman and Chief Executive Officer. Mr. Yu, who founded the Bank, is integral to implementing our business plan. We currently do not have an employment agreement or non-competition agreement with Mr. Yu nor our other executives. Accordingly, members of our senior management team are not contractually prohibited from leaving or joining one of our competitors. If we lose the services of any of our executive officers, especially Mr. Yu, our business, financial condition, results of operations and cash flows may be adversely affected. Furthermore, attracting suitable replacements may be difficult and may require significant management time and resources.

We also rely to a significant degree on the abilities and continued service of our private banking, loan origination, underwriting, administrative, marketing and technical personnel. Competition for qualified employees and personnel in the banking industry is intense and there are a limited number of qualified persons with knowledge of, and experience in, the California community banking industry. The process of recruiting personnel with the combination of skills and attributes required to carry out our strategies is often lengthy. If we fail to attract and retain qualified management personnel and the necessary deposit generation, loan origination, underwriting, administrative, finance, marketing and technical personnel, our business, financial condition, results of operations and cash flows may be materially adversely affected.

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

Historically, Southern 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, as well as through the destruction of facilities and our operational, financial and management information systems. Uninsured or underinsured disasters may reduce a borrower's 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. Southern California has also experienced energy shortages which, if they recur, could impair the value of the real estate in those areas affected. The occurrence of natural disasters or energy shortages in Southern California could have a material adverse effect on our business, financial condition, results of operations and cash flows.

***Our business is subject to interest rate risk and variations in interest rates may negatively affect our financial performance.***

Market interest rates are affected by many factors that are beyond our control and are hard to predict, including inflation, recession, performance of the stock markets, a rise in unemployment, tightening money supply, exchange rates, monetary and other policies of various governmental and regulatory agencies, domestic and international disorder and instability in domestic and foreign financial markets.

Changes in the interest rate environment may reduce our profits. Changes in interest rates will influence not only the interest we receive on our loans and investment securities and the amount of interest we pay on deposits, it will also affect our ability to originate loans and obtain deposits and our costs in doing so. Rising interest rates, generally, are associated with a lower volume of loan originations, while lower interest rates are usually associated with higher loan originations.

We expect that we will continue to realize a substantial portion of our income from the differential or "spread" between the interest earned on loans, securities and other interest-earning assets, and interest paid on deposits, borrowings and other interest-bearing liabilities. Because interest rates are based on the maturity, re-pricing and other characteristics of an instrument, conditions that trigger changes in interest rates do not produce equivalent changes in interest income earned on our interest-earning assets and interest expense paid on our interest-bearing liabilities. Although management measures the impact of changing interest rates on the Bank's net interest income and believes that current interest rate risk is low, fluctuations in interest rates could adversely affect our interest rate spread and, in turn, our profitability.

In addition, an increase in the general level of interest rates may adversely affect the ability of some borrowers to pay the interest on and principal of their obligations, which could reduce our cash flows and harm our asset quality. In rising interest rate environments, loan repayment rates may decline and in falling interest rate environments, loan repayment rates may increase.

***We face strong competition from financial services companies and other companies that offer banking services, and our failure to compete effectively with these companies could have a material adverse effect on our business, financial condition, results of operations and cash flows.***

We conduct our operations primarily in California. The banking and financial services businesses in California are highly competitive and increased competition within California may result in reduced loan originations and deposits. Ultimately, we may not be able to compete successfully against current and future competitors. Many competitors offer the types of loans and banking services that we offer in our service areas. These competitors include national banks, regional banks and other community banks. We also face competition from many other types of financial institutions, including saving and loan associations, finance companies, brokerage firms, insurance companies, credit unions, mortgage banks and other financial intermediaries. In particular, our competitors include financial institutions whose greater resources may afford them a marketplace advantage by enabling them to maintain numerous banking locations and mount extensive promotional and advertising campaigns. Areas of competition include interest rates for loans and deposits, efforts to obtain loan and deposit customers and a range in quality of products and services provided, including new technology-driven products and services. Competitive conditions may intensify as continued merger activity in the financial services industry produces larger, better-capitalized and more geographically diverse companies. Additionally, banks and other financial institutions with larger capitalization and financial intermediaries not subject to bank regulatory restrictions may have larger lending limits which would allow them to serve the credit needs of larger customers. These institutions, particularly to the extent they are more diversified than we are, may be able to offer the same loan products and services we offer at more competitive rates and prices.

We also face competition from out-of-state financial intermediaries that have opened loan production offices or that solicit deposits in our market areas. If we are unable to attract and retain banking customers, we may be unable to continue our loan growth and level of deposits, and our business, financial condition, results of operations and cash flows may be materially adversely affected.

***If our underwriting practices are not effective, we may suffer further losses in our loan portfolio and our results of operations may be harmed.***

We seek to mitigate the risks inherent in our loan portfolio by adhering to specific underwriting practices. Depending on the type of loan, 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, verification of liquid assets and any other information deemed relevant. Although we believe that our underwriting criteria are appropriate for the types of loans we make, we cannot assure you that they will be effective in mitigating all risks. If our conservative underwriting criteria in effect when loans were granted proves to be ineffective, we may incur additional losses in our loan portfolio, and these losses may exceed the amounts set aside as reserves in our allowance for loan losses.

***If the appraised value of our real property collateral is greater than the proceeds we realize from a sale or foreclosure of the property, we may suffer a loss in our loan portfolio.***

In considering whether to make a loan on or secured by real property, we require an appraisal on such property. However, an appraisal is only an estimate of the value of the property at the time the appraisal is made. If the appraisal does not reflect the amount that may be obtained upon any sale or foreclosure of the property, we may not realize an amount equal to the indebtedness secured by the property and we may suffer further losses in our loan portfolio.

***Adverse economic conditions in Asia could impact our business adversely.***

We believe that our Chinese-American customers maintain significant ties to many Asian countries and, therefore, could be affected by economic and other conditions in those countries. We cannot predict the behavior of the Asian economies. U.S. economic policies, the economic policies of countries in Asia, domestic unrest and/or military tensions, crises in leadership succession, currency devaluations, and

an unfavorable global economic condition may among other things adversely impact the Asian economies. We generally do not loan to customers or take collateral located outside of Southern California. However, if Asian economic conditions should deteriorate, we could experience an outflow of deposits by our Chinese-American customers. In addition, adverse economic conditions could prevent or delay these customers from meeting their obligations to us. This may adversely impact the recoverability of investments with or loans made to these customers. Adverse economic conditions may also negatively impact asset values and the profitability and liquidity of companies operating in Asia, which will also impact the Bank's liquidity.

At December 31, 2012, approximately \$47.4 million, or 4.2%, of our loan portfolio consisted of loans made to finance international trade activities. Changes in monetary policy, including changes in interest rates, governmental regulation of international trade activities, currency valuation, price competition, competition from other financial institutions and general economic and political conditions could negatively impact the amount of goods imported to and exported from the United States, the ability of borrowers to repay loans made by us, and the number and extent of importers' and exporters' need for our trade finance products and services. It is possible that if the U.S. dollar weakens against other foreign currencies, the cost of imported goods will increase, which could have an adverse impact on some of our customers who import goods for resale in the United States. Such factors could have a material adverse effect on our business, financial condition, results of operations and cash flows.

***If we cannot attract deposits, our growth may be inhibited.***

Although we are planning to continue to grow the balance sheet, we intend to seek additional deposits by continuing to establish and strengthen our personal relationships with our customers and by offering deposit products that are competitive with those offered by other financial institutions in our markets. Although we are confident that our liquidity is sufficient, we cannot assure you that our liquidity management efforts will be successful. Our inability to attract additional deposits at competitive rates could have a material adverse effect on our business, financial condition, results of operations and cash flows.

We rely to a certain degree on large certificates of deposits (over \$250,000) to fund our operations, and the potential volatility of such deposits and the unavailability of any such funds in the future could adversely impact our growth strategy and prospects.

Our average jumbo deposit customer has been a customer of the Bank for over six years which indicates that these are long-term customers who consistently renew their CDs with the Bank. At December 31, 2012, we held \$208.0 million of Jumbo CDs, representing 15.3% of total deposits. These deposits are considered by the banking industry to be volatile and could be subject to withdrawal. Withdrawal of a material amount of such deposits would adversely impact our liquidity, profitability, business, financial condition, results of operations and cash flows.

***We rely on communications, information, operating and financial control systems technology from third-party service providers, and we may suffer an interruption in or break of those systems.***

We rely on communications, information, operating and financial control systems technology from third-party service providers, and we may suffer an interruption in or break of those systems that may result in lost business and we may not be able to obtain substitute providers on terms that are as favorable if our relationships with our existing service providers are interrupted. We rely heavily on third-party service providers for much of our communications, information, operating and financial control systems technology, including customer relationship management, general ledger, deposit, servicing and loan origination systems. Any failure, interruption or breach in security of these systems could result in failures or interruptions in our customer relationship management, general ledger, deposit, servicing and/or loan origination systems. We cannot assure you that such failures or interruptions will not occur or, if they do occur, that they will be adequately addressed by us or the third parties on which we rely. The occurrence of any failures or interruptions could have a material adverse effect on our business, financial condition, results of operations and cash flows. If any of our third-party service providers experience financial, operational or technological difficulties, or if there is any other disruption in our relationships with them,



we may be required to locate alternative sources of such services, and we cannot assure you that we could negotiate terms that are as favorable to us, or could obtain services with similar functionality as found in our existing systems without the need to expend substantial resources, if at all. Any of these circumstances could have a material adverse effect on our business, financial condition, results of operations and cash flows.

***The U.S. government's monetary policies or changes in those policies could have a major effect on our operating results, and we cannot predict what those policies will be or any changes in such policies or the effect of such policies on us.***

Our earnings will be affected by domestic economic conditions and the monetary and fiscal policies of the U.S. government and its agencies. The monetary policies of the Federal Reserve Bank, or the FRB, have had, and will continue to have, an important effect on the operating results of commercial banks and other financial institutions through its power to implement national monetary policy in order, among other things, to curb inflation or combat a recession.

The monetary policies of the FRB, implemented principally through open market operations and regulation of the discount rate and reserve requirements, have had major effects upon the levels of bank loans, investments and deposits. For example, in 2008-2009, multiple rate decreases in the Fed Funds rate by the Federal Open Market Committee placed tremendous pressure on the profitability of many financial institutions because of the resulting contraction of net interest margins due to high levels of adjustable rate loans. It is not possible to predict the nature or effect of future changes in monetary and fiscal policies.

***In addition to the MOU, governmental regulation and regulatory actions against us may further impair our operations or restrict our growth and could result in a decrease in the value of your shares.***

In addition to the requirements of the MOU, we are subject to significant governmental supervision and regulation. Because our business is highly regulated, the laws, rules and regulations and supervisory guidance and policies applicable to us are subject to regular modification and change, which may have the effect of increasing or decreasing the cost of doing business, modifying permissible activities or enhancing the competitive position of other financial institutions. These laws are primarily intended for the protection of consumers, depositors and not for the protection of shareholders of bank holding companies or banks. Perennially, various laws, rules and regulations are proposed which, if adopted, could impact our operations by making compliance much more difficult or expensive, restricting our ability to originate or sell loans or further restricting the amount of interest or other charges or fees earned on loans or other products. We cannot assure you that these proposed laws, rules and regulations or any other laws, rules or regulations will not be adopted in the future, which could make compliance much more difficult or expensive, restrict our ability to originate loans, further limit or restrict the amount of commissions, interest or other charges earned on loans originated by us or otherwise adversely affect our business, financial condition, results of operations or cash flows.

Federal and state governments could pass additional legislation responsive to current credit conditions. As an example, we could experience higher credit losses because of federal or state legislation or regulatory action that reduces the principal amount or interest rate under existing loan contracts. Also, we could experience higher credit losses because of federal or state legislation or regulatory action that limits the Bank's ability to foreclose on property or other collateral or makes foreclosure less economically feasible.

***We are exposed to risk of environmental liability with respect to properties to which we take title.***

In the course of our business, we may foreclose on and take title to properties securing our loans. If hazardous substances were discovered on any of the properties, 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 in connection with environmental contamination or may be required to investigate or clean up

hazardous or toxic substances or chemical releases at a property. Many environmental laws can impose liability regardless of whether we knew of or were responsible for the contamination. In addition, if we arrange for the disposal of hazardous or toxic substances at another site, we may be liable for the costs of cleaning up and removing those substances from the site, even if we neither own nor operate the disposal site. Environmental laws may require us to incur substantial expenses and may materially limit use of properties we acquire through foreclosure, reduce their value or limit our ability to sell them in the event of a default on the loans they secure. In addition, future laws or more stringent interpretations or enforcement policies with respect to existing laws may increase our exposure to environmental liability.

***Negative publicity could damage our reputation.***

Reputation risk, or the risk to our earnings and capital from negative publicity or public opinion, is inherent in our business. Negative publicity or public opinion could adversely affect our ability to keep and attract customers and expose us to adverse legal and regulatory consequences. Negative public opinion could result from our actual or perceived conduct in any number of activities, including lending practices, corporate governance, regulatory compliance, mergers and acquisitions, and disclosure, sharing or inadequate protection of customer information, and from actions taken by government regulators and community organizations in response to that conduct.

***Terrorist attacks may have depressed the economy in the past and if there are additional terrorist events especially in our market, the economy could be adversely affected.***

The possibility of further terrorist attacks, as well as continued terrorist threats, may create and perpetuate this economic uncertainty. Future terrorist acts and responses to such activities could adversely affect us in a number of ways, including an increase in delinquencies, bankruptcies or defaults that could result in a higher level of non-performing assets, net charge-offs and provision for loan losses.

***Pursuant to the MOU, we are prohibited from paying cash dividends or any other payments to our shareholders.***

Under the terms of the MOU, we are prohibited from paying cash dividends or any other payments to our shareholders without the prior written consent of the FDIC and the DFI. We do not know when the Bank will receive regulatory approval to pay dividends to our shareholders. These restrictions could have a negative effect on the value of our common stock.

***The price of our common stock may be volatile or may decline.***

The trading price of our common stock has fluctuated and may in the future fluctuate widely as a result of a number of factors, many of which are outside our control. In addition, the stock market is subject to fluctuations in the share prices and trading volumes that affect the market prices of the shares of many companies. These broad market fluctuations could adversely affect the market price of our common stock. Among the factors that could affect our stock price are:

- Actual or anticipated quarterly fluctuations in our operating results and financial condition;
- Changes in revenue or earnings estimates or publication of research reports and recommendations by financial analysts;
- Failure to meet analysts' revenue or earnings estimates;
- Speculation in the press or investment community;
- Strategic actions by us or our competitors, such as acquisitions or restructurings;
- Actions by institutional shareholders;
- Fluctuations in the stock price and operating results of our competitors;
- General market conditions and, in particular, developments related to market conditions for the financial services industry;
- Proposed or adopted regulatory changes or developments;
- Anticipated or pending investigations, proceedings or litigation that involve or affect us; or
- Domestic and international economic factors unrelated to our performance.

The stock market and, in particular, the market for financial institution stocks, has experienced significant volatility. As a result, the market price of our common stock has been and in the future may be volatile. In addition, the trading volume in our common stock may fluctuate more than usual and cause significant price variations to occur. The trading price of the shares of our common stock and the value of our other securities will depend on many factors, which may change from time to time, including, without limitation, our financial condition, performance, creditworthiness and prospects, future sales of our equity or equity related securities, and other factors identified above in "Forward-Looking Statements". Current levels of market volatility are still historically high. The capital and credit markets have been experiencing volatility and disruption for more than two years. In some cases, the markets have produced downward pressure on stock prices and credit availability for certain issuers without regard to those issuers' underlying financial strength.

***Your share ownership may be diluted by the issuance of additional shares of our common stock in the future.***

Your share ownership may be diluted by the issuance of additional shares of our common stock in the future. Our amended and restated articles of incorporation do not provide for preemptive rights to the holders of our common stock. Any authorized but unissued shares are available for issuance by our Board of Directors. As a result, if we issue additional shares of common stock to raise additional capital or for other corporate purposes, you may be unable to maintain your pro rata ownership in the Bank.

*We could be liable for breaches of security in our online banking services. Fear of security breaches could limit the growth of our online services.*

We offer various Internet-based services to our clients, including online banking services. The secure transmission of confidential information over the Internet is essential to maintain our clients' confidence in our online services. Advances in computer capabilities, new discoveries or other developments could result in a compromise or breach of the technology we use to protect client transaction data. In addition, individuals may seek to intentionally disrupt our online banking services or compromise the confidentiality of customer information with criminal intent. Although we have developed systems and processes that are designed to prevent security breaches and periodically test our security, failure to mitigate breaches of security could adversely affect our ability to offer and grow our online services, result in costly litigation and loss of customer relationships and could have an adverse effect on our business.

*Our controls and procedures could 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, but not absolute, assurances of the effectiveness of these systems and controls, and that the objectives of these controls have been met. Any failure or circumvention of our controls and procedures, and any failure to comply with regulations related to controls and procedures could adversely affect our business, results of operations and financial condition.

#### **ITEM 1B. UNRESOLVED STAFF COMMENTS**

None.

#### **ITEM 2. PROPERTIES**

Our headquarters and main branch office are located at 601 S. Figueroa Street, Los Angeles, California, 90017. This lease expires in August of 2020.

At December 31, 2012, we maintained ten full-service branch offices in Alhambra, Arcadia, Century City, City of Industry, Diamond Bar, Los Angeles, Pico Rivera, Torrance, Anaheim, and Irvine, California all of which we lease, except the Irvine branch which we own. On November 26, 2012 we announced that we had received regulatory approval to open a new branch office in San Francisco, California. This branch subsequently opened on February 6, 2013. We believe that no single lease is material to our operations. Leases for branch offices are generally 3 to 12 years in length and generally provide renewal terms of 3 to 5 additional years.

We believe that our existing facilities are adequate for our present purposes. We believe that, if necessary, we could secure alternative facilities on similar terms without adversely affecting our operations. Total lease expense was \$1.6 million for the year ended December 31, 2012 and \$1.7 million for December 31, 2011.

The Bank accounts for its leases under the provision of ASC 840, Leases. Certain leases have scheduled rent increases, and certain leases include an initial period of free or reduced rent as an inducement to enter into the lease agreement ("rent holiday"). The Bank recognizes rent expense for rent increases and rent holiday on a straight line basis over the terms of the underlying lease without regard to when rent payments are made.

The following table provides certain information with respect to our owned and leased branch locations, and includes the San Francisco branch opened on February 6, 2013.

<b>Location</b>	<b>Address</b>	<b>Current Lease Term Expiration Date</b>	<b>Square Footage</b>	<b>Total Deposits at December 31, 2012</b>
<b>Los Angeles County</b>				
Alhambra	325 E. Valley Blvd.	05/31/19	6,000	\$214,611
Arcadia	1469 S. Baldwin Avenue	02/01/14	2,600	94,173
Century City	1801 Century Park East, Suite 100	06/30/16	4,416	98,801
City of Industry	17515-A Colima Road	03/14/15	5,610	134,717
Diamond Bar	1373 S. Diamond Bar Blvd.	11/30/16	3,440	91,536
Los Angeles (Head Office & branch)	601 S. Figueroa Street, 29th Floor	08/31/20	22,627	477,160
Pico Rivera	7004 Rosemead Blvd.	02/10/19	2,850	20,602
Torrance	21615 Hawthorne Boulevard, Suite 100	06/30/16	4,800	142,581
<b>Orange County</b>				
Anaheim	1055 N. Tustin Avenue	7/15/18	2,750	23,684
Irvine (Owned Branch Premises)	890 Roosevelt Avenue	N/A	4,960	59,662
<b>Northern California</b>				
San Francisco	600 California Street, Suite 550	12/19/17	3,679	—

(in thousands)

### **ITEM 3. LEGAL PROCEEDINGS**

From time to time we are a party to claims and legal proceedings arising in the ordinary course of business. We accrue for any probable loss contingencies that are estimable and disclose any possible losses in accordance with ASC 450, "Contingencies." There are no pending legal proceedings or, to the best of our knowledge, threatened legal proceedings, to which we are a party which may have a material adverse effect upon our financial condition, results of operations and business prospects.

### **ITEM 4. MINE SAFETY DISCLOSURES**

Not applicable

3\$57#,

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

#### **Market Information**

Our common stock is listed on the NASDAQ Global Select Market under the symbol "PFBC." Our common stock closed at \$16.43 on March 12, 2013 and there were 13,241,700 outstanding shares of our common stock on that date. The number of shares and per share data has been adjusted to reflect our June 17, 2011 one-for-five reverse stock split.

The following table sets forth the high and low sales prices for our common stock for the periods indicated as reported by the NASDAQ, as well as the cash dividends declared per share during the last two years:

	<u>High</u>	<u>Low</u>	<u>Cash Dividends Declared</u>
<b>2011</b>			
First Quarter.....	\$10.50	\$ 7.10	*
Second Quarter.....	\$9.00	\$ 7.10	*
Third Quarter.....	\$9.50	\$ 7.00	*
Fourth Quarter.....	\$8.29	\$ 7.20	*
<b>2012</b>			
First Quarter.....	\$12.49	\$ 7.40	*
Second Quarter.....	\$13.36	\$ 11.16	*
Third Quarter.....	\$14.50	\$ 10.52	*
Fourth Quarter.....	\$14.57	\$ 12.95	*

\*On April 16, 2009, the Bank's Board of Directors elected to indefinitely suspend the Bank's cash dividend in order to preserve the Bank's capital.

### ***Holders***

As of March 12, 2013, 13,241,700 shares of the Bank's common stock were held by 117 shareholders of record.

### ***Reverse Stock Split***

At the May 24, 2011 Annual Meeting of Shareholders, the shareholders of the Bank approved the proposal to authorize the Board of Directors in its discretion, without further authorization of the Bank's shareholders, to amend the Bank's Articles of Incorporation to effect a reverse split of the Bank's common stock by a ratio of one for five ("Reverse Stock Split"). Pursuant to Section 697 of the California Financial Code, the approval of the Reverse Stock Split was also subject to receipt of an Order of Exemption from the California Department of Financial Institutions, which the Bank received on June 17, 2011. Upon receipt of the Order of Exemption, the Bank's Board of Directors amended the Bank's Articles of Incorporation to reflect the effect of the Reverse Stock Split of the Bank's common stock effective with respect to the shareholders of record at the close of business on June 17, 2011 (the "Effective Time"). At the Effective Time every five shares of Preferred Bank's pre-split common shares automatically were converted into one post-split share. The Reverse Stock Split affected all holders of common stock uniformly and did not affect any shareholder's percentage ownership interest in the Bank, except record holders of common stock otherwise entitled to a fractional share as a result of the Reverse Stock Split received a cash payment in lieu of such fractional share in a proportional amount based on the closing price of the common stock on the NASDAQ Stock Exchange at the Effective Time. Under the terms of the Bank's equity incentive plans, at the Effective Time, the number of shares reserved for issuance under the plans was proportionately decreased in accordance with the exchange ratio. Under the terms of the options granted under the plans, at the Effective Time, the number of shares covered by each option decreased and the conversion or exercise price per share increased in accordance with the exchange ratio. After giving effect to the Reverse Stock Split, we have retroactively adjusted the number of common shares outstanding at December 31, 2010 and 2009 to 13,188,305 and 3,153,425, respectively. Accordingly, all references in the accompanying consolidated statements of financial condition, statements of operations and statements of changes in shareholders' equity to the number of common stock shares and earnings per share amounts have been retroactively adjusted for all periods presented. The number of authorized common shares remains at 20,000,000 subsequent to the Reverse Stock Split.

### ***Dividends***

On April 16, 2009, the Bank's Board of Directors elected to indefinitely suspend the Bank's cash dividend in order to preserve the Bank's capital. Further, under the terms of the MOU, we are prohibited from paying cash dividends or any other payments to our shareholders without the prior written consent of the FDIC and the DFI. We began paying dividends on a quarterly basis in the first quarter of 2005, subject to regulatory, capital and contractual constraints. Our ability to pay dividends going forward will be partially determined by the FDIC and DFI as it relates to the MOU. With the eventual termination of the MOU, dividend payments will depend upon our earnings, financial condition, results of operations, capital requirements, available investment opportunities, regulatory restrictions, contractual restrictions and other factors that our Board of Directors may deem relevant. Accordingly, there can be no assurance that any stock or cash dividends will be declared in the future, and if any are declared, what amount they will be.

Because we are a California state-chartered bank, our ability to pay dividends or make distributions to shareholders are subject to restrictions set forth in the California Financial Code. California Financial Code Section 1132 restricts the amount available for cash dividends by state-chartered banks to the lesser of: (1) retained earnings; or (2) the bank's net income for its last three fiscal years (less any distributions to shareholders made during such period).

However, Section 1133 of the California Financial Code provides that notwithstanding the provisions of Section 1132, a state-chartered bank may, with the prior approval of the California Commissioner, make a distribution to its shareholders in an amount not exceeding the greater of:

- Retained earnings;
- Net income for a bank's last preceding fiscal year; or
- Net income of the bank for its current fiscal year.

If the California Commissioner finds that the shareholders' equity of the Bank is not adequate or that the payment of a dividend would be unsafe or unsound for the Bank, the California Commissioner may order the Bank not to pay a dividend to the Bank's shareholders.

In addition, under California law, the California Commissioner has the authority to prohibit a bank from engaging in business practices which the California Commissioner considers to be unsafe or injurious to its business or financial condition. It is possible, depending on our financial condition and other factors, that the California Commissioner could assert that the payment of dividends or other payments to our shareholders might under some circumstances be unsafe or injurious to our business or financial condition and prohibit such payment.

The FDIC also has the authority to prohibit a bank from engaging in business practices which the FDIC considers to be unsafe or unsound. It is possible, depending upon our financial condition and other factors, that the FDIC could assert that the payment of dividends or other payments might under some circumstances be such an unsafe or unsound practice and prohibit such payment.

### ***Recent Sales of Unregistered Securities***

There were no sales of unregistered securities in 2012.

### ***Issuer's Purchases of Equity Securities.***

No repurchases of the Bank's common stock were made by or on behalf of the Bank in 2012.

***Securities Authorized for Issuance Under Equity Compensation Plans.***

The following table provides information as of December 31, 2012, regarding equity compensation plans under which equity securities of the Bank were authorized for issuance.

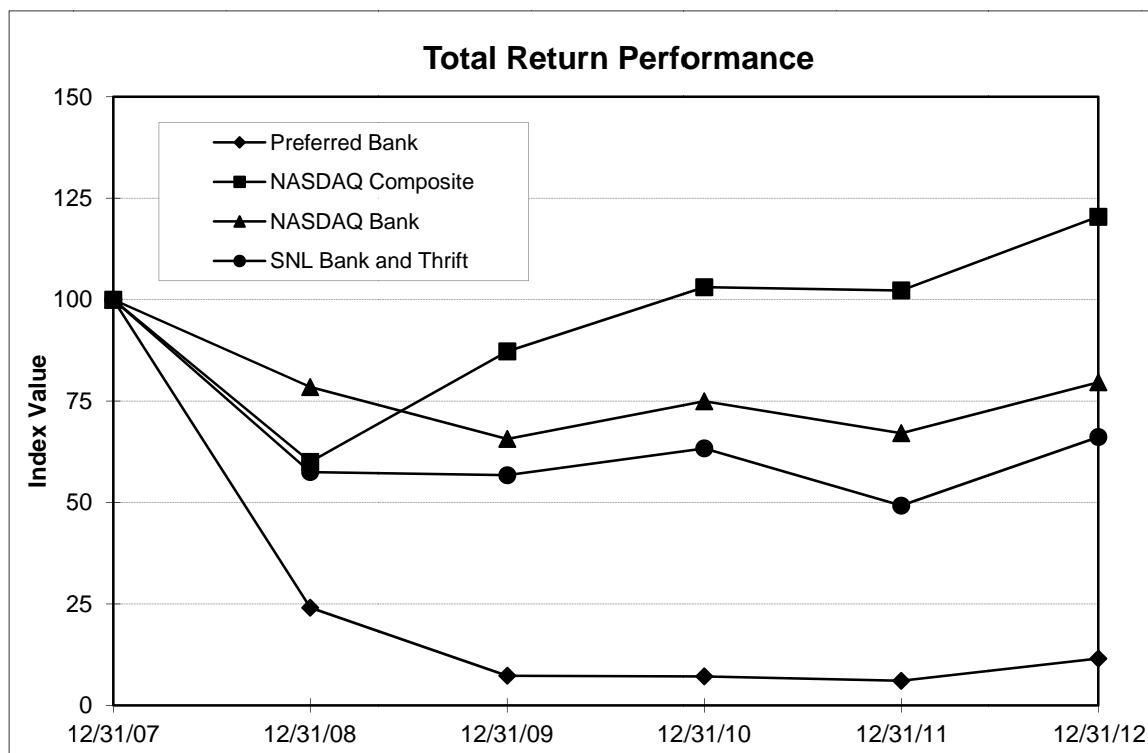
<b><u>Plan Category</u></b>	<b>Number of securities to be issued upon exercise of outstanding options (a)</b>	<b>Weighted average exercise price of outstanding options (b)</b>	<b>Number of securities available for future issuance under equity compensation plans excluding securities reflected in column (a) (c)</b>
Equity incentive plans approved by security holders	505,239	\$23.25	731,676
Equity incentive plans not approved by security holders	—	—	—
	<u>505,239</u>		<u>731,676</u>

The shares data reflected above has been adjusted to reflect our June 2011 one-for-five stock split; and shares under the 2004 Equity Plan available as a result of the Bank's tender offer and repurchase of certain options on October 29, 2010.



### Stock Performance Graph

The following graph shows a comparison of shareholder return on the Bank's common stock based on the market price of the common stock assuming the reinvestment of dividends, for the period beginning December 31, 2007 assuming an investment of \$100 in each as of December 31, 2007. The Bank is not included in either of these indices. Total shareholder return for the Bank, as well as for the indices, is based on the cumulative amount of dividends for a given period (assuming dividend reinvestment) and the difference between the share price at the beginning and at the end of the period. This graph is historical only and may not be indicative of possible future performance of the common stock.



<i>Index</i>	<i>Period Ending</i>					
	<b>12/31/07</b>	<b>12/31/08</b>	<b>12/31/09</b>	<b>12/31/10</b>	<b>12/31/11</b>	<b>12/31/12</b>
Preferred Bank	100.00	24.09	7.32	7.15	6.06	11.54
NASDAQ Composite	100.00	60.02	87.24	103.08	102.26	120.42
NASDAQ Bank	100.00	78.46	65.67	74.97	67.10	79.64
SNL Bank and Thrift	100.00	57.51	56.74	63.34	49.25	66.14

## ITEM 6. SELECTED FINANCIAL DATA

The following table shows our selected historical financial data for the periods indicated. You should read our selected historical financial data, together with the notes thereto, in conjunction with the more detailed information in our consolidated financial statements and related notes and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” included elsewhere in this Form 10-K

Our financial condition data as of December 31, 2012 and 2011 and our statement of operations data for the years ended December 31, 2012, 2011 and 2010 have been derived from our audited historical financial statements included elsewhere in this Form 10-K.

	At or for the Year Ended December 31,				
	2012	2011	2010	2009	2008
	(Dollars in thousands, except per share data)				
<b>Financial Condition Data:</b>					
Total assets	\$ 1,554,856	\$ 1,309,797	\$ 1,255,866	\$ 1,306,781	\$ 1,483,231
Total deposits	1,357,527	1,117,953	1,081,265	1,160,412	1,257,323
Investment securities held-to-maturity	979	3,021	—	—	—
Investments securities available-for-sale, at fair value sale	210,742	166,083	183,269	114,464	104,406
Loans and leases, gross	1,131,703	953,627	915,410	1,043,299	1,231,232
Cash and cash equivalents	151,995	142,466	108,233	68,071	69,586
Other real estate owned <sup>(1)</sup>	28,280	37,577	53,268	59,190	35,127
Shareholders’ equity	187,838	158,048	141,334	85,374	137,491
<b>Statement of Operations Data:</b>					
Interest income	\$ 61,542	\$ 53,790	\$ 52,088	\$ 58,876	\$ 85,959
Interest expense	7,783	10,303	14,822	22,812	34,634
Net interest income	53,759	43,487	37,266	36,064	51,325
Provision for credit losses	19,800	5,700	16,550	71,250	30,560
Net interest income (loss) after provision for loan and lease losses	33,959	37,787	20,716	(35,186)	20,765
Noninterest income	3,508	2,790	2,807	6,476	4,941
Noninterest expense	34,178	33,392	41,037	51,953	35,594
Income (loss) before provision for income taxes	3,289	7,185	(17,514)	(80,663)	(9,888)
(Benefit) provision for income taxes	(20,583)	(5,049)	(704)	(8,128)	(4,876)
Net income (loss)	\$ 23,872	\$ 12,234	\$ (16,810)	\$ (72,535)	\$ (5,012)
Accretion of beneficial conversion feature	—	—	(25,600)	—	—
Income allocated to participating securities	(323)	(195)	—	—	—
Net income (loss) available to common shareholders	\$ 23,549	\$ 12,039	\$ (42,410)	\$ (72,535)	\$ (5,012)

	At or for the Year Ended December 31,				
	2012	2011	2010	2009	2008
	(Dollars in thousands, except per share data)				
<b>Share Data:</b>					
Net (loss)income per share, basic <sup>(2)</sup> <sup>(10)</sup>	\$ 1.80	\$ 0.93	\$ (6.21)	\$ (31.49)	\$ (0.10)
Net (loss) income per share, diluted <sup>(2)</sup> <sup>(10)</sup>	\$ 1.78	\$ 0.93	\$ (6.21)	\$ (31.49)	\$ (2.55)
Book value per share <sup>(3)</sup> <sup>(10)</sup>	\$ 14.19	\$ 11.95	\$ 10.72	\$ 27.05	\$ 70.45
Shares outstanding at period end <sup>(10)</sup>	13,234,608	13,220,955	13,188,305	3,153,425	1,951,041
Weighted average number of shares outstanding, basic <sup>(2)</sup> <sup>(10)</sup>	13,050,559	12,995,525	6,829,734	2,303,629	1,958,172
Weighted average number of shares outstanding, diluted <sup>(2)</sup> <sup>(10)</sup>	13,247,389	12,995,525	6,829,734	2,303,629	1,962,078
<b>Selected Other Balance Sheet Data<sup>(4)</sup>:</b>					
Average assets	\$ 1,426,053	\$1,237,034	\$1,343,450	\$ 1,440,279	\$ 1,506,228
Average earning assets	1,367,496	1,192,942	1,276,478	1,357,385	1,444,340
Average shareholders' equity	178,257	148,817	127,289	129,959	149,635
<b>Selected Financial Ratios<sup>(4)</sup>:</b>					
Return on average assets	1.67%	0.99%	(1.25)%	(5.04)%	(0.33)%
Return on average shareholders' equity <sup>(3)</sup>	13.39	8.22	(13.21)	(55.81)	(3.35)
Shareholders' equity to assets <sup>(5)</sup>	12.08	12.07	11.25	6.53	9.27
Net interest margin <sup>(6)</sup>	3.96	3.69	2.98	2.72	3.62
Efficiency ratio <sup>(7)</sup>	59.68	72.16	102.41	122.13	63.26
<b>Selected Asset Quality Ratios:</b>					
Non-performing loans to total loans and leases <sup>(8)</sup>	2.31%	4.98%	11.13%	13.89%	5.42%
Non-performing assets to total assets <sup>(9)</sup>	3.50	6.49	12.30	15.62	6.87
Allowance for loans and lease losses to total loans and leases	1.84	2.50	3.60	4.10	2.19
Allowance for loans and lease losses to non-performing loans	78.82	49.98	32.30	29.55	40.33
Net charge-offs (recoveries) to average loans and leases	2.25	1.65	2.71	4.76	1.52

(1) These amounts include all property held by us as a result of foreclosure.

(2) Net income per share, basic is computed by dividing net income adjusted by presumed dividend payments and earnings on unvested restricted stock by the weighted average number of common shares outstanding. Losses are not allocated to participating securities. Unvested shares of restricted stock are excluded from basic shares outstanding. Net income per share, diluted 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 in the issuance of common stock that then shares in the loss or earnings of the Bank. The net loss available to common shareholders was \$6.21 per common share for year ended December 31, 2010, and included \$3.75 loss per share due to the recognition of the intrinsic value of the beneficial conversion feature of the preferred stock.

(3) Book value per share represents our shareholders' equity divided by the number of shares of common stock issued and outstanding at the end of the period indicated (exclusive of shares exercisable under our stock option plans).

(4) Average balances used in this chart and throughout this annual report are based on daily averages. Percentages as used throughout this annual report have been rounded to the closest whole number, tenth or hundredth as the case may be.

(5) For a discussion of the components of the capital ratios, see "Management's Discussion and Analysis of Financial Condition and Results of Operations—Capital Resources."

(6) Net interest margin is net interest income expressed as a percentage of average total interest-earning assets.

(7) The efficiency ratio is the ratio of noninterest expense divided by the sum of net interest income before the provision for credit losses plus noninterest income.

(8) Non-performing loans consist of loans on non-accrual and loans past due 90 days or more and restructured debt.

(9) Non-performing assets consist of non-performing loans and other real estate owned.

(10) Adjusted to reflect 1-for-5 stock split, effective on June 2011.

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

Our discussion and analysis of earnings and related financial data are presented herein to assist investors in understanding the financial condition of our Company at December 31, 2012 and 2011, and the results of operations for the years ended December 31, 2012, 2011 and 2010. This discussion should be read in conjunction with the consolidated financial statements and related footnotes of our Company presented elsewhere herein. Historical share and per share data has been adjusted to reflect our June 2011 one-for-five stock split, and the conversion of preferred stock to common shares in August 2010.

### **Overview**

We experienced fairly significant growth in assets, loans, deposits and net income in 2012. Although the national economy is still recovering from the recession, the housing market gained some strength during 2012 and the monthly job gains have also improved over the course of the year. During 2012, the Bank posted a high level of net income due primarily to the release of the Bank's valuation allowance on its deferred tax asset. Pre-tax income was severely hampered by the \$14.5 million provision for loan losses the Bank recorded in the second quarter of 2012 which related to two large credits. Other noteworthy accomplishments of 2012 include:

- Our net interest margin increased due to a number of factors; a decrease in the Bank's cost of funds (including demand deposit accounts) from 0.91% in 2011 to 0.62% in 2012, and an increase in average earning assets from \$1.19 billion in 2011 to \$1.37 billion in 2012.
- The level of non-performing loans decreased significantly from \$47.5 million at December 31, 2011 to \$26.1 million at December 31, 2012.

We derive our income primarily from interest received on our loan and investment securities portfolios, and fee income we receive in connection with servicing our loan and deposit customers. Our major operating expenses are the interest we pay on deposits and borrowings, and the salaries and related benefits we pay our management and staff. We rely primarily on locally-generated deposits, approximately half of which we receive from the Chinese-American market within Southern California, to fund our loan and investment activities.

For the year ended December 31, 2012, the Bank recorded net income of \$23.9 million as compared to net income of \$12.2 million for 2011. Pre-tax income in 2012 was only \$3.3 million due mainly to the \$14.5 million provision for loan losses recorded in the second quarter of 2012. However, the Bank released its valuation allowance on its deferred tax asset in the first quarter which resulted in a tax benefit for the year of \$20.6 million. See —“Results of Operations”.

For the year ended December 31, 2011, the Bank recorded net income of \$12.2 million as compared to a net loss of \$16.8 million for December 31, 2010. The return to profitability in 2011 is primarily due to a significant decrease in the provision for loan losses, and OREO related expenses, a partial reversal of the valuation allowance on deferred tax asset and an increase in our net interest margin as a result lower non-accrual loans in 2011. See —“Results of Operations”.

### **Regulatory Matters**

#### *Memorandum of Understanding (MOU)*

As a result of improvements in components of the Bank's operations, including the level of adversely classified assets, which were confirmed in a regulatory examination during 2012, the Consent Order (which was entered into on March 22, 2010) was terminated and the Bank entered into an MOU with both the FDIC and the California Department of Financial Institutions (“DFI”) on May 25, 2012. Among

other things, the MOU requires the Bank to maintain a tier 1 leverage ratio of 10% and requires the Bank to continue to reduce its adversely classified assets. At December 31, 2012, the Tier 1 Leverage Ratio of the Bank was 11.96%, exceeding the level required by the MOU and the Bank's classified asset levels had been reduced to a level below that required by the MOU. The Board of Directors and management remain committed to maintaining these requirements and meeting the other requirements of the MOU.

### **Critical Accounting Policies**

Our accounting policies are integral to understanding the financial results reported. Our most complex accounting policies require management's judgment to ascertain the valuation of assets, liabilities, commitments and contingencies. We have established detailed policies and control procedures that are intended to ensure valuation methods are well controlled and consistently applied from period to period. In addition, these policies and procedures are intended to ensure that the process for changing methodologies occurs in an appropriate manner. The following is a brief description of our current accounting policies involving significant management valuation judgments.

#### ***Allowance for Loan and Lease Losses***

The allowance for loan and lease losses, or ALLL, represents our best estimate of losses inherent in the existing loan and lease portfolio. The allowance for loan and lease losses is increased by the provision for credit losses charged to expense and reduced by loans and leases charged off, net of recoveries.

We evaluate our allowance for loan and lease losses quarterly. We believe that the allowance for loan and lease losses is a "critical accounting estimate" because it is based upon management's assessment of various factors affecting the collectability of the loans and leases, including current economic conditions, past credit experience, delinquency status, the value of the underlying collateral, if any, and a continuing review of the portfolio of loans and leases. On a recurring basis, the Bank measures the fair value of impaired collateral dependent loans based on fair value of the collateral value which is derived from appraisals that take into consideration prices in observable transactions involving similar assets in similar locations in accordance with Receivables Topic of FASB ASC covering loan impairments.

Like all financial institutions, we maintain an ALLL based on a number of quantitative and qualitative factors. The amount of the allowance is based on management's evaluation of the collectability of the loan and lease portfolio and that evaluation is based on historical loss experience and other significant factors. These other significant factors include the level and trends in delinquent, non-accrual and adversely classified loans and leases, trends in volume and terms of loans and leases, levels and trends in credit concentrations, effects of changes in underwriting standards, policies, procedures and practices, national and local economic trends and conditions, changes in capabilities and experience of lending management and staff and other external factors including industry conditions, competition and regulatory requirements.

The allowance adequacy analysis requires a significant amount of judgment and subjectivity by management especially in regards to the qualitative portion of the analysis. We cannot provide you with any assurance that further economic difficulties or other circumstances which would adversely affect our borrowers and their ability to repay outstanding loans and leases will not occur. These difficulties or other circumstances could result in increased losses in our loan and lease portfolio, which could result in actual losses that exceed reserves previously established.

#### ***Other Real Estate Owned (OREO)***

Upon acquisition, OREO is stated at the fair value of the property based on appraisal, less estimated selling costs. Any cost in excess of the fair value at the time of acquisition is accounted for as a loan charge-off and deducted from the allowance for loan and lease losses. Based on appraisals obtained every 6-12 months, valuation allowance is established for any subsequent declines in value through a

charge to earnings, on an individual basis by property. Operating expenses of such properties, net of related income, and gains and losses on their disposition are included in noninterest income or expense, as appropriate.

### *Investment Securities*

The classification and accounting for investment securities are discussed in detail in Note 1 of the Consolidated Financial Statements presented elsewhere herein. Under Investments – Debt and Equity Securities Topic of FASB ASC, investment securities must be classified as held-to-maturity, available-for-sale, or trading. The appropriate classification is based partially on our ability to hold the securities to maturity and largely on management's intentions with respect to either holding or selling the securities. The classification of investment securities is significant since it directly impacts the accounting for unrealized gains and losses on securities. Unrealized gains and losses on trading securities flow directly through earnings during the periods in which they arise, whereas unrealized gains and losses on available-for-sale securities are recorded as a separate component of shareholders' equity (accumulated other comprehensive income or loss) and do not affect earnings until realized. The fair values of our investment securities are generally determined by an independent pricing service and are considered to be level 2 or 3 categories as defined by Fair Value Measurements and Disclosures Topic of FASB ASC. The fair values of investment securities are generally determined by reference to market prices obtained from an independent external pricing service. In obtaining such valuation information from third parties, we have evaluated the methodologies used to develop the resulting fair values. The procedures include, but are not limited to, initial and on-going review of third party pricing methodologies, review of pricing trends, and monitoring of trading volumes. We ensure whether prices received from independent brokers represent a reasonable estimate of fair value through the use of external cash flow model developed based on spreads, and when available, market indices. As a result of this analysis, if we determine there is a more appropriate fair value based upon the available market data, the price received from the third party maybe adjusted accordingly. Management reviews the fair value of investment securities on a monthly basis for reasonableness. In addition, management has a separate fixed income broker/dealer review the fair values received from the pricing service on a quarterly basis as an additional control over the process of determining fair values. On a quarterly basis, management thoroughly assesses the fair values of impaired investment securities by looking at other data regarding the fair values such as: recent trading levels of the same or similarly rated securities, reviewing assumptions used in discounted cash flow analyses for reasonableness and other information such as general market conditions.

We are obligated to assess, at each reporting date, whether there is an "other-than-temporary" impairment to our investment securities. For debt securities, we assess whether (a) we have the intent to sell the security and (b) it is more likely than not that we will be required to sell the security prior to its anticipated recovery. These steps are done before assessing whether we will recover the cost basis of the investment. This assessment requires us to assert we have both the intent and the ability to hold a security for a period of time sufficient to allow for an anticipated recovery in fair value to avoid recognizing an other-than-temporary impairment. In instances when a determination is made that an other-than-temporary impairment exists but we do not intend to sell the debt security and it is not more likely than not that we will be required to sell the debt security prior to its anticipated recovery, the newly adopted FASB guidance covering recognition and presentation of other-than-temporary impairments, changes the presentation and amount of the other-than-temporary impairment recognized in the income statement. The other-than-temporary impairment is separated into (a) the amount of the total other-than-temporary impairment related to a decrease in cash flows expected to be collected from the debt security (the credit loss) and (b) the amount of the total other-than-temporary impairment related to all other factors. The amount of the total other-than-temporary impairment related to the credit loss is recognized in earnings. The amount of the total other-than-temporary impairment related to all other factors is recognized in other comprehensive income. The determination of other-than-temporary impairment is a subjective process, requiring the use of judgments and assumptions. We examine all individual securities that are in an unrealized loss position at each reporting date for other-than-temporary impairment. Specific investment-related factors we examine to assess impairment include the nature of the investment, severity and duration of the loss, the probability that we will be unable to collect all amounts due, an analysis of the issuers of the securities and whether there has been any cause for default on the securities and any change in the rating of the securities by the

various rating agencies. Additionally, we evaluate whether the creditworthiness of the issuer calls the realization of contractual cash flows into question.

The Bank considers all available information relevant to the collectability of the pooled trust preferred securities, including information about past events, current conditions, and reasonable and supportable forecasts, when developing the estimate of future cash flows and making its other-than-temporary impairment assessment for our portfolio of pooled trust preferred securities. The Bank considers factors such as remaining payment terms of the security, prepayment speeds, the financial condition of the underlying issuers and expected deferrals, defaults and recoveries.

We re-examine the financial resources, intent and the overall ability of the Bank to hold the securities until their fair values recover. Management does not believe that there are any investment securities, other than those identified in the current and previous periods, which are deemed to be "other-than-temporarily" impaired as of December 31, 2012. Investment securities are discussed in more detail in Note 2 to the Bank's consolidated financial statements presented elsewhere in this report.

### ***Income Taxes***

The Bank accounts for income taxes using the asset and liability method. The objective of the asset and liability method is to establish deferred tax assets and liabilities for the temporary differences between the financial reporting basis and the tax basis of the Bank's assets and liabilities at enacted tax rates expected to be in effect when such amounts are realized or settled. A valuation allowance is established for deferred tax assets if based on the weight of available evidence, it is more likely than not that some portion or all of the deferred tax assets will not be realized. The valuation allowance is sufficient to reduce the deferred tax assets to the amount that is more likely than not to be realized. Income taxes are discussed in more detail in "Notes to Consolidated Financial Statements, Note 1 — Summary of Significant Accounting Policies" and "Note 6 — Income Taxes"

### **Results of Operations**

The following tables summarize key financial results for the periods indicated:

	<b>Year Ended December 31,</b>		
	<b>2012</b>	<b>2011</b>	<b>2010</b>
	<b>(Dollars in thousands, except per share data)</b>		
Net income (loss)	\$ 23,872	\$ 12,234	\$ (16,810)
Net income (loss) per share, basic <sup>(1)</sup>	\$ 1.80	\$ 0.93	\$ (6.21)
Net income (loss) per share, diluted <sup>(1)</sup>	\$ 1.78	\$ 0.93	\$ (6.21)
Return on average assets	1.67%	0.99%	(1.25)%
Return on average shareholders' equity	13.39%	8.22%	(13.21)%

<sup>(1)</sup> Adjusted to reflect 1-for-5 reverse stock split effective June, 2011.

Year Ended December 31, 2012 Compared to Year Ended December 31, 2011

	Year Ended December 31,		
	2012	2011	Increase (Decrease)
	(Dollars in thousands, except per share data)		
<b>Statement of Operations Data:</b>			
Interest income	\$ 61,542	\$ 53,790	\$ 7,752
Interest expense	7,783	10,303	(2,520)
Net interest income	53,759	43,487	10,272
Provision for credit losses	19,800	5,700	14,100
Net interest income (loss) after provision for loan and lease losses	33,959	37,787	(3,828)
Noninterest income	3,508	2,790	718
Noninterest expense	34,178	33,392	786
Income (loss) before income taxes	3,289	7,185	(3,896)
Income tax benefit	(20,583)	(5,049)	(15,534)
Net income (loss)	\$ 23,872	\$ 12,234	\$ 11,638
Income allocated to participating securities	(323)	(195)	(128)
Net income (loss) available to common shareholders	\$ 23,549	\$ 12,039	\$ 11,510
Net income (loss) per share, basic	\$ 1.80	\$ 0.93	\$ 0.87
Net income (loss) per share, diluted	\$ 1.78	\$ 0.93	\$ 0.85

The Bank's net income increased to \$23.9 million, or \$1.78 per diluted share, for the year ended December 31, 2012, from a net income of \$12.2 million, or \$0.93 per diluted share, for the year ended December 31, 2011. Our return on average assets was 1.67% and return on average shareholders' equity was 13.39% for the year ended December 31, 2012, compared to 0.99% and 8.22%, respectively, for the year ended December 31, 2011.

Net income increased from 2011 to 2012, principally as a result of income tax benefit resulting from the full reversal of the valuation allowance on the deferred tax asset during 2012. While net interest income increased by \$10.3 million, this was offset by an increase in provision for credit losses during 2012 resulting in a decrease in net income before income taxes of \$3.9 million.

The \$10.3 million, or 23.6%, increase in net interest income was due primarily to lower rates paid on deposits and lower levels of non-accrual loans. Our overall cost of funds in 2012 decreased by 32 basis points to 0.89%, compared to 1.21% for 2011 while average yields on earning assets decreased by 2 basis points to 4.53% from 4.55%. The impact of the low interest rate environment in 2012 was the primary driver of our decreased cost of funds during 2012 as higher-rate CD's continue to mature and renew at lower rates. Yield on earning assets remained relatively constant, with the slight decrease primarily due to lower average yields on investments during the year, offset by a higher average interest rate on loans.

As of December 31, 2012, 79% of our loan portfolio was tied to the Prime Rate, which has the potential to re-price daily, and 8% was tied to the London Interbank Offered Rate, or LIBOR, or other indices, which re-price periodically. Approximately 76% of our loan portfolio had a floor interest rate at various levels, which provides us with some protection in the current environment with the Prime Rate at a level below the floor interest rate. Approximately 3% of our loan portfolio had interest rate ceilings at various rates limiting the amount of interest rate increases that can be passed on to the borrower. Our weighted average maturity of certificates of deposit at December 31, 2012 was 8.7 months.



*Year Ended December 31, 2011 Compared to Year Ended December 31, 2010*

	<b>Year Ended December 31,</b>		
	<b>2011</b>	<b>2010</b>	<b>Increase (Decrease)</b>
	<b>(Dollars in thousands, except per share data)</b>		
<b>Statement of Operations Data:</b>			
Interest income	\$ 53,790	\$ 52,088	\$ 1,702
Interest expense	10,303	14,822	(4,519)
Net interest income	43,487	37,266	6,221
Provision for credit losses	5,700	16,550	(10,850)
Net interest (loss) income after provision for loan and lease losses	37,787	20,716	17,071
Noninterest income	2,790	2,807	(17)
Noninterest expense	33,392	41,037	(7,645)
Loss before income taxes	7,185	(17,514)	24,699
Income tax benefit	(5,049)	(704)	(4,345)
Net loss	\$ 12,234	\$ (16,810)	\$ 29,044
Accretion of beneficial conversion feature	—	(25,600)	25,600
Net loss available to common shareholders	\$ 12,234	\$ (42,410)	\$ 54,644
Net loss per share, basic	\$ 0.93	\$ (6.21)	\$ 7.14
Net loss per share, diluted	\$ 0.93	\$ (6.21)	\$ 7.14

The Bank's net income increased to \$12.2 million, or \$0.93 per diluted share, for the year ended December 31, 2011, from a net loss of \$42.4 million, or \$6.21 per diluted share, for the year ended December 31, 2010. Our return on average assets was 0.99% and return on average shareholders' equity was 8.22% for the year ended December 31, 2011, compared to (1.25)% and (13.21)%, respectively, for the year ended December 31, 2010.

Net income increased from 2010 to 2011, principally as a result of an increase in net interest income, a decrease in the provision for credit losses, a decrease in noninterest expense and a partial reversal of valuation allowance on deferred tax asset. The decline in non-interest expense was due primarily to lower credit related noninterest expenses during 2011.

The \$6.2 million, or 16.7%, increase in net interest income was due primarily to lower rates paid on deposits and lower levels of non-accrual loans. Our overall cost of funds in 2011 decreased by 31 basis points to 1.21%, compared to 1.52% for 2010 while yields on earning assets increased by 41 basis points to 4.55% from 4.14%. The impact of the low interest rate environment in 2011 was the primary driver of our decreased cost of funds during 2011 as higher-rate CD's matured and renewed at lower rates.

As of December 31, 2011, 78% of our loan portfolio was tied to the Prime Rate, which has the potential to re-price daily, and 8% was tied to the London Interbank Offered Rate, or LIBOR, or other indices, which re-price periodically. Approximately 74% of our loan portfolio had a floor interest rate at various levels, which provides us with some protection in the current environment with the Prime Rate at a level below the floor interest rate. Approximately 3% of our loan portfolio had interest rate ceilings at various rates limiting the amount of interest rate increases that can be passed on to the borrower. Our weighted average maturity of certificates of deposit at December 31, 2011 was 6.2 months.

### **Net Interest Income and Net Interest Margin**

*Year ended December 31, 2012 compared to 2011*

Net interest income before the provision for credit losses for the year ended December 31, 2012 increased \$10.3 million, or 23.6%, to \$53.8 million from \$43.5 million for the year ended December 31,

2011. This increase was due to a decrease in interest expense of \$2.5 million and increase in interest income of \$7.8 million. Total increase in interest income is primarily due to the higher average loan balance of \$1.02 billion in 2012, an increase from \$902 million average balance in 2011, as well as an increased average loan interest rate from 5.15% to 5.44% between the periods. This increase is partially offset by decreased investment securities interest income due to lower yields and lower average investment securities balance during 2012.

The average yield on our interest-earning assets decreased slightly to 4.53% in the year ended December 31, 2012 from 4.55% in the year ended December 31, 2011. The decrease was mainly due to a lower yield on investment securities during the year, as well as an increased average balance of other earning assets, which is primarily cash earning a very low interest rate. These decreases are partially offset by an increase in average yield on loans, from 5.15% for the year ended December 31, 2011 to 5.44% for the year ended December 31, 2012.

The cost of average interest-bearing liabilities decreased to 0.89% in the year ended December 31, 2012 from 1.21% in the year ended December 31, 2011. The decrease was primarily driven by generally lower rates paid on deposits during 2012 versus 2011.

*Year ended December 31, 2011 compared to 2010*

Net interest income before the provision for credit losses for the year ended December 31, 2011 increased \$6.2 million, or 16.7%, to \$43.5 million from \$37.3 million for the year ended December 31, 2010. This increase was due to a decrease in interest expense of \$4.5 million and increase in interest income of \$1.7 million. Total increase in interest income is primarily due to the higher average investment securities totals of \$173.7 million in 2011 versus \$125.3 million in 2010 partially offset by a modest decrease in the average yield of investment securities from 5.05% to 4.37% in 2011.

The average yield on our interest-earning assets increased to 4.55% in the year ended December 31, 2011 from 4.14% in the year ended December 31, 2010. The increase was mainly due to a lower level of non-accrual loans and leases, partially offset by a slightly decrease in yield on investment securities.

The cost of average interest-bearing liabilities decreased to 1.21% in the year ended December 31, 2011 from 1.52% in the year ended December 31, 2010. The decrease was primarily driven by generally lower rates paid on deposits during 2011 versus 2010.

	Year Ended December 31, 2012			Year Ended December 31, 2011			Year Ended December 31, 2010		
	Average Balance	Interest Income or Expense	Average Yield or Cost	Average Balance	Interest Income or Expense	Average Yield or Cost	Average Balance	Interest Income or Expense	Average Yield or Cost
(Dollars in thousands)									
<b>ASSETS</b>									
Interest-earning assets:									
Loans and leases <sup>(2) (3)</sup>	\$ 1,018,366	\$ 55,400	5.44%	\$ 902,346	\$ 46,464	5.15%	\$ 977,188	\$ 46,130	4.72%
Investment securities <sup>(1)</sup>	155,199	6,141	3.96%	173,733	7,585	4.37%	125,275	6,327	5.05%
Federal funds sold	4,344	26	0.60%	—	—	0.00%	444	1	0.13%
Other earning assets	189,586	435	0.23%	116,863	257	0.22%	173,571	413	0.24%
Total interest-earning assets	\$ 1,367,495	\$ 62,002	4.53%	\$ 1,192,942	\$ 54,306	4.55%	\$ 1,276,478	\$ 52,871	4.14%
Noninterest-earning assets:									
Cash and due from banks	4,556			4,374			4,706		
Other assets	54,002			39,718			62,266		
Total assets	\$ 1,426,053			\$ 1,237,034			\$ 1,343,450		
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>									
Interest-bearing liabilities:									
Deposits									
Interest-bearing demand	\$ 54,534	\$ 290	0.49%	\$ 42,933	\$ 254	0.59%	\$ 41,153	\$ 151	0.37%
Money market	216,916	1,456	0.80%	133,056	1,041	0.78%	85,309	504	0.59%
Savings	21,007	75	0.38%	23,307	92	0.39%	40,967	208	0.51%
Time certificates of deposit	581,265	5,868	1.01%	625,657	8,163	1.30%	768,607	12,532	1.63%
Total interest-bearing deposits	873,722	7,689	0.88%	824,953	9,550	1.16%	936,036	13,395	1.43%
Short-term borrowings	—	—	0.00%	—	—	0.00%	16,197	677	4.18%
Long-term debt (FHLB and Senior debt)	3,125	94	3.00%	25,996	753	2.90%	25,996	750	2.89%
Total interest-bearing liabilities	876,847	7,783	0.89%	850,949	10,303	1.21%	978,229	14,822	1.52%
Noninterest-bearing liabilities:									
Demand deposits	362,118			230,088			226,929		
Other liabilities	8,831			7,180			11,003		
Total liabilities	1,247,796			1,088,217			1,216,161		
Shareholders' equity	178,257			148,817			127,289		
Total liabilities and shareholders' equity	\$ 1,426,053			\$ 1,237,034			\$ 1,343,450		
Net interest income		\$ 54,219			\$ 44,003			\$ 38,049	
Net interest spread			3.65%			3.34%			2.63%
Net interest margin			3.96%			3.69%			2.98%

<sup>(1)</sup>Yields on securities have been adjusted to a tax-equivalent basis.

<sup>(2)</sup>Includes average non-accrual loans and leases.

<sup>(3)</sup>Net loan and lease fees income (expense) of \$1.1 million, \$367,000 and (\$974,000) for the year ended December 31, 2012, 2011 and 2010, respectively, are included in the yield computations.

The increase in interest income from loans and decrease in interest expense on time certificate deposits, as well as reduction of senior debt, partially offset by decreased investment securities interest income, drove the increase of net interest margin to 3.96% for 2012 compared to 3.69% for 2011. In addition to the distribution, yields and costs of our assets and liabilities, our net income is also affected by changes in the volume of and rates on our assets and liabilities. The following table shows the change in interest income and interest expense and the amount of change attributable to variances in volume, rates and the combination of volume and rates based on the relative changes of volume and rates.

	Year Ended December 31,					
	2012 vs. 2011			2011 vs. 2010		
	Net Change	Rate	Volume	Net Change	Rate	Volume
	(In thousands)					
Interest income:						
Loans and leases	\$ 8,936	\$ 2,728	\$ 6,208	\$ 334	\$ 4,014	\$ (3,680)
Investment securities <sup>(1)</sup>	(1,444)	(675)	(769)	1,258	(944)	2,202
Federal funds sold	26	—	26	—	—	—
Other earning assets	178	12	166	(157)	(30)	(127)
Total interest income	7,696	2,065	5,631	1,435	3,040	(1,605)
Interest expense:						
Interest-bearing demand	36	(28)	64	104	97	7
Money market	415	(165)	580	537	197	340
Savings	(17)	(8)	(9)	(117)	(40)	(77)
Time certificates of						
Deposit	(2,296)	(1,789)	(507)	(4,368)	(2,301)	(2,067)
Short-term borrowings	—	—	—	(678)	(339)	(339)
Long-term debt	(658)	27	(685)	3	3	—
Total interest expense	(2,520)	(1,963)	(557)	(4,519)	(2,383)	(2,136)
Net interest income	\$ 10,216	\$ 4,028	\$ 6,188	\$ 5,954	\$ 5,423	\$ 531

<sup>(1)</sup> Amounts have been adjusted to a tax-equivalent basis.

### Provision for Credit Losses

In response to the credit risk inherent in our lending business and the recent ongoing sluggish economy, we set aside allowances for loan losses through charges to earnings. Such charges were not made only for our outstanding loan portfolio, but also for off-balance sheet items, such as commitments to extend credits or letters of credit. The charges made for our outstanding loan portfolio were credited to allowance for loan losses, whereas charges for off-balance sheet items were credited to the reserve for off-balance sheet items, which is presented as a component of other liabilities.

The provision for credit losses for 2012 increased \$14.1 million to \$19.8 million from \$5.7 million for 2011. The Bank's net loans and lease charge-offs increased to \$22.9 million during 2012 from \$14.8 million in 2011. The increase in the provision for credit losses during 2012 is due to two significant loan relationships which were written down in the second quarter of 2012. Since 2009, the Bank has made significant refinements in the assumptions for calculating its adequacy of allowance for loan losses as prescribed under Contingencies Topic of FASB ASC as well as prescribed by regulatory guidelines. In calculating the need for allowance levels based on historical losses, the Bank shortened its historical loss measurement period from seven years to four years starting in third quarter of 2009 and down to three years in the first quarter of 2010 and down to two years starting in the second quarter of 2011. Also, the Bank has augmented the qualitative factors used in calculating allowance levels, such as the mix of the loan portfolio, concentration levels and trends, local and national economic conditions, changes in capabilities and experience of lending management and staff and other external factors including industry conditions, competition and regulatory requirements. Non-performing loans decreased from \$47.5 million as of December 31, 2011 to \$26.1 million as of December 31, 2012, as this area continues to be the primary focus of management. The ratio of allowance for loan losses to total loans decreased from 2.50% of total loans at December 31, 2011 to 1.84% at December 31, 2012, directionally consistent with non-performing loan trends over the same period. Management believes that through the application of the allowance methodology's quantitative and qualitative components, that the provision and overall level of allowance is adequate for losses estimated to be inherent in the portfolio as of December 31, 2012.

The provision for credit losses for 2011 decreased \$10.9 million to \$5.7 million from \$16.6 million for 2010. The bank's net loans and lease charge-offs decreased to \$14.8 million during 2011 from

\$26.5 million in 2010. The decrease in the provision for credit losses during 2011 is due to a lower level of classified loans and non-performing loans during 2011 and is the result of the application of management's established allowance for loan and lease loss adequacy calculation. Non-performing loans decreased from \$101.9 million as of December 31, 2010 to \$47.5 million as of December 31, 2011, as this area continues to be the primary focus of management. The ratio of allowance for loan losses to total loans decreased from 3.6% of total loans at December 31, 2010 to 2.50% at December 31, 2011, directionally consistent with non-performing loan trends over the same period.

### Noninterest Income

We earn noninterest income primarily through fees related to:

- Services provided to deposit customers
- Services provided in connection with trade finance
- Services provided to current loan customers
- Rental income from OREO property
- Increases in the cash surrender value of bank owned life insurance policies ("BOLI")
- Sale of investment securities

The following table presents, for the periods indicated, the major categories of noninterest income:

	<b>Year Ended December 31,</b>		
	<b>2012</b>	<b>2011</b>	<b>2010</b>
	(In thousands)		
Service charges and fees on deposit accounts	\$ 1,792	\$ 1,742	\$ 1,865
Trade finance income	309	241	382
Increase in cash surrender value of life insurance	329	333	329
Net gain (loss) on sale of investment securities	575	81	(61)
Other income	503	393	292
Total noninterest income	\$ 3,508	\$ 2,790	\$ 2,807

Total noninterest income increased by \$718,000 or 26%, to \$3.5 million during 2012 from \$2.8 million during 2011. The overall increase in noninterest income was due mainly to an increase in net gain on sale of investment securities in 2012 and net gain on loan sales of \$290,000 compared to 2011.

Total noninterest income decreased by \$17,000 or 1%, to \$2.8 million during 2011 from \$2.8 million during 2010. The overall decrease in noninterest income was due mainly to a decrease in service charges and fees on deposit accounts of \$123,000 and trade finance income of \$141,000 partially offset by an increase in gain on sale of investment securities of \$142,000 and other income of \$101,000 in 2011.

Our results can be influenced by the unpredictable nature of gains and losses in connection with the sale of investment securities and other real estate owned. We do not engage in active securities trading; however, from time to time we sell securities in our available-for-sale portfolio to change the duration of the portfolio or to re-position the portfolio for various reasons. It is likely we may continue this practice in the future. From time to time, we acquire real estate in connection with non-performing loans, and sell such real estate to recoup the principal amount of the defaulted loans. These sales can result in gains or losses from time to time that are not expected to occur in predictable patterns during future periods.

## Noninterest Expense

Noninterest expense is the cost, other than interest expense and the provision for credit losses, associated with providing banking and financial services to customers and conducting our business.

The following table presents, for the periods indicated, the major categories of noninterest expense:

	Year Ended December 31,		
	2012	2011	2010
	(In thousands)		
Salaries and employee benefits	\$ 12,523	\$ 11,155	\$ 9,591
Net occupancy expense	2,990	3,060	3,271
Business development and promotion expense	294	335	246
Professional services	3,227	2,267	3,504
Office supplies and equipment expense	1,154	1,061	1,122
Total other-than-temporary impairment losses	24	32	843
Portion of loss recognized in other comprehensive income	—	—	(431)
Loss on sale of OREO and related expense	8,580	8,303	12,481
Other expense	5,386	7,179	10,410
Total noninterest expense	<u>34,178</u>	<u>\$ 33,392</u>	<u>\$ 41,037</u>

Total noninterest expense increased by \$786,000, or 2.4% to \$34.2 million during 2012 from \$33.4 million during 2011. Salaries and benefits increased \$1.4 million over 2011 levels due to the addition of business development staff and reinstatement of bonus accruals which had been suspended in 2008. Professional fees increased by \$960,000 to \$3.2 million during 2012 from \$2.3 million in 2011 due primarily to an increase in legal costs associated with non-performing loans and OREO as significant efforts to reduce these balances continued through 2012, as well as an increase in audit fees compared to 2011, resulting from the 2011 utilization of excess audit fee accruals recorded in 2010. Net other-than-temporary impairment (“OTTI”) credit-related charges were \$24,000 in 2012 compared to \$32,000 in 2011. OREO related expenses totaled \$8.6 million in 2012, increasing \$277,000 from \$8.3 million in 2011. OREO expenses in 2012 consisted of \$4.0 million in OREO valuation charges, loss on sale of OREO of \$387,000, and other net OREO related charges of \$4.2 million. Other expenses were \$5.4 million in 2012, a decrease of \$1.8 million from the \$7.2 million in 2011 due mainly to a gain on loan sale of \$290,000 for 2012 compared to a loss on loan sale of \$656,000 in 2011, and a decrease in FDIC insurance premiums.

Total noninterest expense decreased \$7.6 million, or 18.6% to \$33.4 million during 2011 from \$41.0 million during 2010. Salaries and benefits increased \$1.6 million over 2010 levels due to the addition of business development staff and a decrease in capitalized loan origination costs. Professional fees decreased by \$1.2 million to \$2.3 million during 2011 from \$3.5 million in 2010 due primarily to a decrease in legal costs associated with non-performing loans and OREO as those assets continue to decrease. Net other-than-temporary impairment (“OTTI”) credit-related charges were \$32,000 in 2011 compared to \$412,000 in 2010. OREO related expenses totaled \$8.3 million in 2011, decreasing \$4.2 million from \$12.5 million in 2010. OREO expenses in 2011 consisted of \$4.9 million in OREO valuation charges, loss on sale of OREO of \$1.1 million and other OREO related charges of \$4.5 million. Other expenses were \$7.2 million in 2011, a decrease of \$3.2 million from the \$10.4 million in 2010 due mainly to a decrease in losses on loan sales, a decrease in loan collection costs and a decrease in FDIC insurance premiums.

## Provision for Income Taxes

We accounted for income taxes under the asset and liability method, which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that

have been included in the financial statements. Under this method, deferred tax assets and liabilities are determined based on the differences between the financial statements and tax basis of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. The effect of a change in tax rates on deferred tax assets and liabilities is recognized in income in the period that includes the enacted date.

We record net tax assets to the extent we believe these assets will more likely than not be realized. In making such determination, we consider all available positive and negative evidence, including scheduled reversals of deferred tax liabilities, projected future taxable income, tax planning strategies and recent financial operations. During 2012, we reversed the valuation allowance of \$25.7 million and the allowance balance is zero as of December 31, 2012. This recognition was the result of an evaluation of our historical net operating losses and our more recent history of consecutive quarters of profitability. We assessed the likelihood that our deferred tax asset would be recovered from taxable income and determined that recovery was more likely than not based upon the totality of the evidence, both positive and negative.

We recorded a net tax benefit of \$20.6 million and \$5.0 million in December 31, 2012 and 2011, respectively. The increase in benefit was due to the reversal of the valuation allowance on the deferred tax asset during 2012. The effective tax rates were (625.9)% and (70.3)% for 2012 and 2011, respectively, as compared to the statutory tax rate of 42.0%.

Pursuant to Sections 382 and 383 of the Internal Revenue Code, annual use of net operating loss and credit carryforwards may be limited in the event a cumulative change in ownership of more than 50 percentage points occurs by one or more five-percent shareholders within a three-year period. We determined that such an ownership change occurred as of June 21, 2010 as a result of stock issuances. This ownership change resulted in estimated limitations on the utilization of tax attributes, including net operating loss carryforwards and tax credits. We estimate that approximately \$4.78 million of our California net operating loss carryforward deferred tax asset was effectively eliminated. Pursuant to Section 382, a portion of the limited net operating loss carryforwards becomes available for use each year. We estimate that approximately \$1.53 million of the restricted net operating loss carryforwards become available each year.

### **Financial Condition**

For the period between December 31, 2012 and December 31, 2011, our assets, loans and deposits grew at the rate of 18.8%, 18.6% and 21.4%, respectively. Our total assets at December 31, 2012 were \$1.55 billion compared to \$1.31 billion at December 31, 2011. Our earning assets at December 31, 2012 totaled \$1.50 billion compared to \$1.27 billion at December 31, 2011. Total deposits at December 31, 2012 and December 31, 2011 were \$1.36 billion and \$1.12 billion, respectively.

### **Loans and Leases**

The largest component of our assets and largest source of interest income is our loan portfolio. The following table sets forth the amount of our loans and leases outstanding at the end of each of the periods indicated, and the percentages of the overall loan pool represented. We had no foreign loans or energy-related loans as of the dates indicated.

	Year Ended December 31,											
	2012		2011		2010		2009		2008			
	<i>(in thousands)</i>											
Loans and leases (by portfolio and class):												
Real Estate - Mini-perm:												
Real Estate - Residential	\$ 177,948	15.7 %	\$ 143,344	15.0 %	\$ 162,000	17.8 %	\$ 201,285	19.3 %	\$ 252,706	20.6 %		
Real Estate - Commercial	494,699	44.8	431,828	45.3	369,640	40.4	363,988	34.9	339,991	27.6		
Total Real Estate - Mini-perm	\$ 672,647		\$ 575,172		\$ 531,640		\$ 565,273		\$ 592,697			
Real Estate - Construction:												
R/E Construction - Residential	36,347	3.2	39,537	4.6	87,611	9.8	143,905	13.8	191,073	15.5		
R/E Construction - Commercial	38,063	3.4	32,405	3.4	33,214	3.6	58,282	5.6	99,730	8.1		
Total Real Estate - Construction	\$ 74,410		\$ 71,942		\$ 120,825		\$ 202,187		\$ 290,803			
Commercial & Industrial	324,753	28.7	252,161	26.4	209,520	22.9	227,421	21.8	273,890	22.2		
Trade Finance	47,413	4.2	49,750	5.2	50,520	5.5	47,998	4.6	73,205	5.9		
Other Loans	330	0.0	606	0.1	349	0.0	420	0.0	637	0.1		
Total gross loans and leases	\$ 1,119,553	100.0 %	\$ 949,631	100.0 %	\$ 912,854	100.0 %	\$ 1,043,299	100.0 %	\$ 1,231,232	100.0 %		
Less: allowance for loan and lease losses	(20,607)		(23,718)		(32,898)		(42,810)		(26,935)			
Deferred loan and lease fees, net	(2,019)		(1,037)		58		585		(167)			
Total loan excluding loans held for sale	\$ 1,096,927		\$ 924,876		\$ 880,014		\$ 1,001,074		\$ 1,204,130			
Loans held for sale	12,150		3,996		2,556		—		—			
Total net loans and leases	\$ 1,109,077		\$ 928,872		\$ 882,570		\$ 1,001,074		\$ 1,204,130			

Total gross loans at December 31, 2012, net of loans held for sale, were \$1.12 billion, up from the \$949.6 million as of December 31, 2011. Real estate mini-perm loans which are real estate loans collateralized by various types of commercial and residential real estate, were up from \$575.2 million as of December 31, 2011 to \$672.6 million at December 31, 2012. Real estate construction loans, which are loans made to developers for the purpose of constructing residential or commercial properties, increased slightly by \$2.5 million from December 31, 2011. Commercial & industrial loans increased \$72.6 million and trade finance loans which are primarily working capital revolving and term loans for business operations decreased by \$2.3 million from December 31, 2011 to December 31, 2012. Management's focus from a lending perspective is on prime-owner-occupied, income-producing commercial real estate and multi-family real estate as well as commercial & industrial loans as seen in the results of the loan portfolio changes from December 31, 2011. Management continually evaluates the mix of loan types in the loan portfolio in order to minimize risk and maximize returns within the portfolio.

There were five loans with a recorded investment of \$9.3 million sold during 2012 for a net gain of \$290,000. During 2011, loans with a recorded investment of \$42.6 million were sold for a net loss of \$656,000. Two loans with a recorded investment of \$12.2 million were transferred to held for sale status in 2012, and zero loans transferred to held for sale status in 2011 remained in the balance as of December 31, 2012.

Our real estate mini-perm loan portfolio increased in 2012 by \$109.6 million or 19.1% to \$684.8 million from \$575.2 million at December 31, 2011. The overall increase was due to management's focus from a lending perspective on prime owner-occupied, income-producing commercial real estate as well as commercial & industrial loans as seen in the results of the loan portfolio changes from December 31, 2011. Residential real estate loans increased by \$34.6 million, or 24.1%, and commercial real estate loans grew by \$75.0 million or 17.3%. Retail-purpose continued to grow during 2012, with an increase of \$19.2 million, or 13.3%, land loans decreased \$4.9 million, or 12.4%, and special purpose loans increased \$22.5 million, or 33.9%. Further detail regarding the real estate mini perm portfolio by property type is provided in the table below. Following is a summary of the trends in our real estate mini-perm loan portfolio over the



prior four years: During 2011, mini-perm loans increased by \$43.5 million or 8.2% to \$575.2 million from \$531.6 million at December 31, 2010; during 2010, it decreased by \$33.6 million, or 5.9%, to \$531.6 million from \$565.3 million at December 31, 2009; during 2009 it decreased by \$27.4 million, or 4.6%, to \$565.3 million from \$592.7 million at December 31, 2008.

The following table provides information about our real estate mini-perm portfolio by property type:

Property Type	At December 31, 2012		At December 31, 2011	
	Amount	Percentage of Loans in Each Category in Total Loan Portfolio	Amount	Percentage of Loans in Each Category in Total Loan Portfolio
	(Dollars in thousands)		(Dollars in thousands)	
Commercial/Office	\$ 101,113	8.93%	\$ 66,550	6.98%
Retail	162,983	14.40	143,813	15.08
Industrial	61,325	5.42	70,332	7.38
Residential 1-4	33,961	3.00	23,630	2.48
Apartment 4+	118,427	10.46	96,375	10.11
Land	34,308	3.03	39,169	4.11
Special purpose	172,680	15.26	135,303	14.19
Total	\$ 684,797	60.50%	\$ 575,172	60.33%

During 2012, real estate construction loans increased by \$2.5 million or 3.5% to \$74.4 million at December 31, 2012 from \$71.9 million at December 31, 2011; and declined by \$48.9 million or 40.5% to \$71.9 million at December 31, 2010 from \$120.8 million at December 31, 2010; and declined in 2010 by \$81.4 million or 40.2%, to \$120.8 million from \$202.2 million at December 31, 2009; and declined in 2009 by \$88.6 million or 30.5%, to \$202.2 million from \$290.8 million at December 31, 2008. Real estate construction-residential was one of the hardest hit of our loan segments in the harsh economic climate due to the combination of deterioration in residential real estate values and lack of available financing.

Commercial & industrial loans outstanding at December 31, 2012 increased by \$72.6 million, or 28.8%, to \$324.8 million from \$252.2 million as of December 31, 2011; increased by \$42.6 million, or 20.4%, to \$252.1 million from \$209.5 million at December 31, 2010; decreased by \$17.9 million, or 7.9% to \$209.5 million from \$227.4 million at December 31, 2009; and decreased by \$46.5 million, or 17.0%, to \$227.4 million from \$273.9 million at December 31, 2008. Total commercial loan commitments (including undisbursed amounts) at December 31, 2012 increased \$100.0 million or 28.4% to \$452.4 from \$352.4 million at December 31, 2011 while the rate of credit utilization increased to 77.9% as of December 31, 2012 from 71.6% at December 31, 2011. We believe that this increase in utilization is primarily incidental and secondarily due to the increased need for funding by our business customers.

Trade finance loans decreased slightly in by \$2.4 million or 4.8% during 2012, to \$49.8 million to \$47.4 million as of December 31, 2012; and decreased by \$770,000 during 2011 to \$49.8 million from \$50.5 million at December 31, 2010; and grew \$2.5 million or 5.3% during 2010 to \$50.5 million from \$48.0 million at December 31, 2009, and decreased \$25.2 million or 34.4% during 2009 to \$48.0 million from \$73.2 million at December 31, 2008.

Other loans, which include installment/consumer debt, leases receivable and other unallocated loans, are relatively insignificant.

### Non-Performing Assets

Non-performing assets are comprised of loans on non-accrual status and OREO, and certain Troubled Debt Restructurings (“TDRs”). TDRs that are on non-accrual status are included in non-

performing assets while TDRs that are performing according to their revised terms are not included in non-performing asset and evaluated for impairment in accordance with ASC 310-10-35. Generally, loans and leases are placed on non-accrual status when they become 90 days or more past due or at such earlier time as management determines timely recognition of interest to be in doubt, unless they are both fully secured and in process of collection. Accrual of interest is discontinued on a loan or lease when management believes, after considering economic and business conditions and collection efforts that the borrower's financial condition is such that collection of principal and contractually due interest is not likely. OREO consists of real property acquired through foreclosure or similar means that the Bank intends to offer for sale.

A TDR is a debt restructuring in which a bank, for economic or legal reasons specifically related to a borrower's financial condition, grants a concession to the borrower that it would not otherwise consider. At December 31, 2012, loans classified as TDRs totaled \$7.9 million, of which \$7.2 million was on non-accrual status and \$727,000 was performing as agreed. At December 31, 2011, loans classified as TDRs totaled \$27.5 million, of which \$11.5 million were on non-accrual status and \$16.0 million were on accrual status.

The following table summarizes the loans and leases for which the accrual of interest has been discontinued and loans and leases more than 90 days past due and still accruing interest and OREO:

	Year Ended December 31,				2008
	2012	2011	2010	2009	
	(Dollars in thousands)				
Non-accrual loans and leases*	\$ 26,145	\$ 47,453	\$ 101,860	\$ 137,301	\$ 66,588
Accruing loans and leases past due 90 days or more	—	—	7	7,571	—
Total non-performing loans (NPLs)	26,145	47,453	101,867	144,872	66,588
OREO	28,280	37,577	52,663	59,190	35,127
Total non-performing assets (NPAs)	\$ 54,425	\$ 85,030	\$ 154,530	\$ 204,062	\$ 101,715
Selected ratios:					
NPLs to total gross loans and leases held for investment	2.31%	4.98%	11.15%	13.88%	5.40%
NPAs to total assets	3.50%	6.49%	12.30%	15.61%	6.85%

\*Non-accrual Troubled Debt Restructurings (TDRs) that are included in non-accrual loans are as follows: 2012 - \$7,150; 2011 - \$11,482; 2010 - \$34,681; 2009 - \$34,875; 2008 - \$0. TDRs that are performing according to their revised terms are not reflected as non-performing loans (NPLs).

The amount of interest income that we would have been recorded on impaired loans that were non-accrual loans and leases had the loans and leases been current totaled \$1,769,000, \$3,369,000, and \$5,570,000, for 2012, 2011, and 2010, respectively. When an asset is placed on non-accrual status, previously accrued but unpaid interest is reversed against current income. Subsequent collections of cash are applied as principal reductions when received, except when the ultimate collectability of principal is probable, in which case interest payments are credited to income. See Note 3 of the Consolidated Financial Statements for further details regarding non-accrual and past due loans by loan class.

As of December 31, 2012, we had 16 OREO properties for \$28.3 million as compared 15 OREO properties for \$37.6 million as of December 31, 2011. During 2012, the Bank sold 6 OREO properties, plus a partial property for which the remainder remains in the OREO balance, at a net loss of \$387,000. The following table summarizes the Bank's OREO as of the periods presented.

Foreclosed assets (OREO) as of December 31, 2012 and 2011 were as follows:

	2012		2011	
	#	\$	#	\$
<b>OREO by loan class:</b>	(\$ in thousands)			
Real Estate-Mini-Perm:				
Residential	11	\$ 15,127	10	\$ 23,565
Commercial	3	7,829	3	8,316
Real Estate-Construction:				
Residential	1	3,051	1	5,461
Commercial	1	2,273	1	235
Commercial & Industrial	—	—	—	—
Trade Finance	—	—	—	—
Other	—	—	—	—
Total as of December 31	16	\$ 28,280	15	\$ 37,577

Management continued to work to reduce OREO balances and has made good progress throughout 2012. As market conditions dictate, the Bank will continue to dispose of these properties with an eye toward capital preservation. Although management anticipates the disposition of these properties, it is likely that non-performing real estate loans will be foreclosed upon, thus partially offsetting the OREO disposition efforts. We have placed a particular emphasis on the effort of disposing of OREO properties as soon as is practicable, but with the intention to minimize losses on sales.

OREO is initially stated at fair value of the property based on appraisal, less estimated selling cost. Any cost in excess of the fair value at the time of acquisition is accounted for as a loan charge-off and deducted from the allowance for loan and lease losses. A valuation allowance is established for any subsequent declines in value through a charge to earnings. Operating expenses of such properties, net of related income, and gains and losses on their disposition are included in other operating income or expense, as appropriate.

### Impaired Loans and Leases

Impaired loans and leases are considered impaired when it is probable that we will not be able to collect all amounts due according to the contractual terms of the loan or lease agreement. The category of impaired loans and leases is not comparable with the category of non-accrual loans and leases. Management may choose to place a loan or lease on non-accrual status due to payment delinquency or uncertain collectability, while not classifying the loan or lease as impaired if it is probable that we will collect all amounts due in accordance with the original contractual terms of the loan or lease or the loan.

In determining whether or not a loan or lease is impaired, we apply our normal loan and lease review procedures on a case-by-case basis taking into consideration the circumstances surrounding the loan or lease and borrower, including the collateral value, the reasons for the delay, the borrower's prior payment record, the amount of the shortfall in relation to the principal and interest owed and the length of the delay. We measure impairment on a loan-by-loan basis using either the present value of expected future cash flows discounted at the loan's or lease's effective interest rate or at the fair value of the collateral if the loan or lease is collateral dependent, less estimated selling costs. Loans or leases for which an insignificant shortfall in amount of payments is anticipated, but where we expect to collect all amounts due, are not considered impaired.

TDR loans are defined by ASC 310-40, "Troubled Debt Restructurings by Creditors" and ASC 470-60, "Troubled Debt Restructurings by Debtors," and evaluated for impairment in accordance with ASC 310-10-35. The concessions may be granted in various forms, including reduction in the stated interest rate, reduction in the amount of principal amortization, forgiveness of a portion of a loan balance or accrued interest, or extension of the maturity date.

We had \$25.0 million, \$73.4 million and \$139.0 million of impaired loans or leases at December 31, 2012, 2011, and 2010, respectively. The total allowance for loan and lease losses related to these loans and leases was \$2.3 million, \$4.9 million and \$14.1 million at December 31, 2012, 2011 and 2010, respectively. Interest income recognized on such loans and leases during 2012, 2011 and 2010 was \$615,000, \$1.2 million and \$2.7 million, respectively. The average recorded investment on impaired loans and leases during 2012, 2011 and 2010 was \$36.2 million, \$101.6 million and \$115.5 million, respectively.

### **Allowance for Loan and Lease Losses**

The allowance for loan and lease losses is maintained at a level which, in management's judgment, is adequate to absorb loan and lease losses inherent in the loan and lease portfolio. The amount of the allowance is based on management's evaluation of the collectability of the loan and lease portfolio and that evaluation is based on historical loss experience and other significant factors.

The methodology we use to estimate the amount of our allowance for loan and lease losses is based on both objective and subjective criteria. While some criteria are formula driven, other criteria are subjective inputs included to capture environmental and general economic risk elements which may trigger losses in the loan portfolio.

Specifically, our allowance methodology contains four elements: (a) amounts based on specific evaluations of impaired loans; (b) amounts of estimated losses on loans classified as 'special mention' and 'substandard' that are not already included in impaired loan analysis; (c) amounts of estimated losses on loans not adversely classified which we refer to as 'pass' based on historical loss rates by loan type; and (d) amounts for estimated losses on loans rated as pass based on economic and other factors that indicate probable losses were incurred but were not captured through the other elements of our allowance process.

Impaired loans are identified at each reporting date based on certain criteria and individually reviewed for impairment. A loan is considered impaired when it is probable that a creditor will be unable to collect all amounts due according to the original contractual terms of the loan agreement. We measure impairment of a loan based upon the fair value of the loan's collateral if the loan is collateral dependent or the present value of cash flows, discounted at the loan's effective interest rate, if the loan is not collateralized or is not collateral dependent. The impairment amount on a collateralized loan and a non-collateralized loan is set up as a specific reserve or is charged off.

Our loan portfolio, excluding impaired loans which are evaluated individually, is categorized into several pools for purposes of determining allowance amounts by loan pool. The loan pools we currently evaluate are: commercial & industrial, international trade finance, real estate and real estate construction. Real estate is further segmented by individual product type with a general class, residential or commercial. The commercial class is represented by—office, industrial, retail, special purpose and land commercial product types. The residential class is represented by multi family, SFR, land residential. Real estate construction is similarly further segmented by the office, industrial, and retail product types; with multifamily and SFR product types representing the commercial loan class. Within these loan pools, we then evaluate loans rated as pass credits, separately from adversely classified loans. The allowance amounts for pass rated loans, which are not reviewed individually, are determined using historical loss rates developed through migration analyses. The adversely classified loans are further grouped into three credit risk rating categories: substandard, doubtful and loss.

Finally, in order to ensure our allowance methodology is incorporating recent trends and economic conditions, we apply environmental and general economic factors to our allowance methodology including: credit concentrations; delinquency trends; economic and business conditions; the quality of lending management and staff; lending policies and procedures; loss and recovery trends; nature and volume of the portfolio; non-accrual and problem loan trends; and other adjustments for items not covered by other factors.

Although we believe that our allowance for loan losses is adequate and believe that we have considered all risks within the loan portfolio, there can be no assurance that our allowance will be adequate

to absorb future losses. Factors such as a prolonged and deepened recession, higher unemployment rates than we have already anticipated, continued deterioration of California real estate values as well as natural disasters, civil unrest and terrorism can have a significantly negative impact on the performance of our loan portfolio and the occurrence of any single one of these factors may lead to additional future losses which can negatively impact our earnings, capital and liquidity.

The table below summarizes loans and leases, average loans and leases, non-performing loans and leases and changes in the allowance for loan and lease losses arising from loan and lease losses and additions to the allowance from provisions charged to operating expense:

### Allowance for Loan and Lease Loss History

	Year Ended December 31,				
	2012	2011	2010	2009	2008
	<i>(Dollars in thousands)</i>				
Allowance for loan losses:					
Balance at beginning of period	\$ 23,718	\$ 32,898	\$ 42,810	\$ 26,935	\$ 14,896
Actual charge-offs:					
Commercial	10,328	5,126	6,672	7,716	4,686
Trade finance	197	—	—	3,246	—
Real estate-construction	2,184	2,329	12,600	24,293	8,636
Real estate -mini-perm	10,772	8,637	7,806	24,456	5,206
Other (credit card)	—	5	17	—	—
Total charge-offs	23,481	16,097	27,095	59,711	—
Less recoveries:					
Commercial	64	823	289	3,924	—
Trade finance	—	117	—	—	—
Real estate-construction	147	173	316	397	—
Real estate -mini-perm	359	104	28	15	7
Other	—	—	—	—	—
Total recoveries	570	1,217	633	4,336	7
Net loans charged-off	22,911	14,880	26,462	55,375	18,521
Provision for credit losses	19,800	5,700	16,550	71,250	30,560
Balance at end of period	\$ 20,607	\$ 23,718	\$ 32,898	\$ 42,810	\$ 26,935
Total gross loans and leases at end of period *	1,131,703	953,627	915,410	1,043,299	1,231,232
Average total loans and leases **	1,018,366	902,346	977,188	1,162,221	1,220,348
Non-performing loans and leases	26,145	47,453	101,867	144,872	66,588
Selected ratios:					
Net charge-offs (recoveries) to average loans and leases	2.25%	1.65%	2.71%	4.76%	1.52%
Provision for loan losses to average loans and leases	1.94%	0.63%	1.69%	6.13%	2.50%
Allowance for loan losses to loans and leases at end of period	1.84%	2.50%	3.60%	4.10%	2.19%
Allowance for loan losses to non-performing loans and leases	78.82%	49.98%	32.29%	29.55%	40.33%

\* Includes loans held for sale of \$12,150 as of December 31, 2012, \$3,996 as of December 31, 2011, \$2,556 as of December 31, 2010, and zero as of December 30, 2009 and 2008.

\*\* Includes average loans held for sale balance of \$12,381 for the year ended December 31, 2012, \$6,993 for the year ended December 31, 2011, \$8,431 for the year ended December 31, 2010, and zero for the years ended December 31, 2009 and 2008.

The allowance for loan losses of \$20.6 million at December 31, 2012, represented 1.84% of total loans and 78.82% of non-performing loans. The allowance for loan losses of \$23.7 million at December 31, 2011, represented 2.50% of total loans and 49.98% of non-performing loans. The increase in the

coverage ratio for the allowance for loan losses to non-performing loans from 49.98% at December 31, 2011 to 78.82% at December 31, 2012 was primarily a result of decline in adversely classified and non-performing loans in 2012. Net charge-offs to average loans were 2.25% for the year ended December 31, 2012 compared to 1.65% for the year ended December 31, 2011. See “Critical Accounting Policies,” and Note 4 of the “Notes to Consolidated Financial Statements.”

In allocating our allowance for loan and lease losses, management has considered the credit risk in the various loan and lease categories in our portfolio. As such, the allocations of the allowance for loan and lease losses are based upon our historical net loan and lease loss experience and the other factors discussed above. While every effort has been made to allocate the allowance to specific categories of loans, management believes that any allocation of the allowance for loan and lease losses into loan categories lends an appearance of precision that does not exist.

The following table reflects management’s allocation of the allowance and the percent of loans in each portfolio to total loans and leases as of each of the following dates:

	2012		2011		At December 31, 2010		2009		2008	
	Allocation of the Allowance	Percent of Loans in Each Category in Total Loans	Allocation of the Allowance	Percent of Loans in Each Category in Total Loans	Allocation of the Allowance	Percent of Loans in Each Category in Total Loans	Allocation of the Allowance	Percent of Loans in Each Category in Total Loans	Allocation of the Allowance	Percent of Loans in Each Category in Total Loans
	(Dollars in thousands)									
Real estate-Mini-perm	\$ 10,973	60.1%	\$ 14,831	60.6%	\$ 16,400	58.3%	\$ 17,376	54.2%	\$ 9,484	48.1%
Real estate-construction	1,655	6.7	2,353	7.6	6,501	13.2	14,885	19.4	11,108	23.6
Commercial	5,069	29.0	3,156	26.6	8,215	23.0	8,314	21.8	3,018	22.2
Trade finance	427	4.2	523	5.2	1,559	5.5	1,411	4.6	2,317	5.9
Other	4	0.0	7	0.0	5	0.0	7	0.0	1,004	0.1
Unallocated	2,479	0.0	2,848	0.0	218	0.0	817	0.0	4	0.1
Total	\$ 20,607	100%	\$ 23,718	100%	\$ 32,898	100%	\$ 42,810	100%	\$ 26,935	100%

### Allowance for Losses Related to Undisbursed Loan and Lease Commitments

We maintain a reserve for undisbursed loan and lease commitments. Management estimates the amount of probable losses by applying the loss factors used in our allowance for loan and lease loss methodology to our estimate of the expected usage of undisbursed commitments for each loan and lease type. Provisions for allowance for undisbursed loan and lease commitments are recorded in other expense. The allowance for undisbursed loan and lease commitments totaled \$100,000 and \$150,000 at December 31, 2012 and 2011, respectively.

### Investment Securities, Available-for-Sale and Held-to-Maturity

The Bank classifies its debt and equity securities in two categories: held-to-maturity or available-for-sale. Securities that could be sold in response to changes in interest rates, increased loan demand, liquidity needs, capital requirements, or other similar factors are classified as securities available-for-sale. These securities are carried at fair value. Unrealized holding gains or losses, net of the related tax effect, on available-for-sale securities are excluded from income and are reported as a separate component of shareholders’ equity as other comprehensive income net of applicable taxes until realized. Realized gains and losses from the sale of available-for-sale securities are determined on a specific-identification basis. Securities classified as held-to-maturity are those that the Bank has the positive intent and ability to hold until maturity. These securities are carried at amortized cost, adjusted for the amortization or accretion of premiums or discounts.

The Bank performs regular impairment analysis on its investment securities portfolio. On January 1, 2009, the Bank adopted new FASB standards which provide further guidance on; identifying whether a

market for an asset or liability is distressed or inactive, determining whether an entity has the intent and ability to hold a security to its anticipated recovery and whether an investment is other-than-temporarily-impaired. If it is determined that the impairment is other than temporary for equity securities, the impairment loss is recognized in earnings equal to the difference between the investment's cost and its fair value. If it is determined that the impairment is other-than-temporary for debt securities, the Bank will recognize the credit component of an other-than-temporary impairment in earnings and the non-credit component in other comprehensive income when the Bank does not intend to sell the security and it is more likely than not that the Bank will not be required to sell the security prior to recovery. The new cost basis is not changed for subsequent recoveries in fair value.

Premiums and discounts are amortized or accreted over the life of the related held-to-maturity or available-for-sale security as an adjustment to yield using the effective-interest method. Dividend and interest income are recognized when earned.

Our portfolio of investment securities consists primarily of investment grade corporate notes, U.S. Agency mortgage-backed securities (MBS), municipal bonds, collateralized mortgage obligations (CMO's) and U.S. Government agency securities. We have traditionally categorized our entire securities portfolio as available-for-sale securities. We invest in securities to generate interest income and to maintain a liquid source of funding for our lending and other operations, including withdrawals of deposits. We do not engage in active trading in our investment securities portfolio. While management has the intent and ability to hold all securities until maturity, we have realized and from time to time may realize gains from sales of selected securities primarily in response to changes in interest rates. The Bank purchased a held-to-maturity security in 2011. At December 31, 2012, investment securities classified as available-for-sale with a carrying value of \$38.9 million were pledged to secure public deposits.

The carrying value of our held-to-maturity investment securities was \$979,000 at December 31, 2012 and \$3.0 million at December 31, 2011. The carrying value of our available-for-sale investment securities at December 31, 2012 totaled \$210.7 million compared to \$166.1 million at December 31, 2011. The increase was primarily due purchases of securities during the year, in addition to a general rise of the fair market value of securities owned in all portions of the portfolio. The table below shows the amortized cost, gross unrealized gains and losses and estimated fair value of securities held-to-maturity as of December 31, 2012:

	<b>December 31, 2012</b>			
	<b>Amortized cost</b>	<b>Gross unrealized gains</b>	<b>Gross unrealized losses</b>	<b>Estimated fair value</b>
	<i>(In thousands)</i>			
Collateralized debt obligations	\$ 979	\$ 3	\$ —	\$ 982

The carrying value of our portfolio of available-for-sale investment securities at December 31, 2012 and 2011 was as follows:

	<b>Estimated Fair Value</b>	
	<b>At December 31,</b>	
	<b>2012</b>	<b>2011</b>
	<i>(In thousands)</i>	
U.S. Government agency securities	\$ —	\$ 5,739
Mutual Fund	4,973	—
Corporate notes	50,981	38,898
Mortgage-backed securities	96,924	51,734
Collateralized mortgage obligations	24,660	22,567
Municipal securities	25,811	21,509
Principal-only strip securities	5,846	6,923
Collateralized debt obligations	1,547	1,224
SBA securities	—	10,567
USDA Security	—	6,922
<b>Total securities available-for-sale</b>	<b>\$ 210,742</b>	<b>\$ 166,083</b>

The following table shows the maturities of held-to-maturity and available-for-sale investment securities at December 31, 2012, and the weighted average yields of such securities. The table does not consider the impact of prepayments on the maturities:

	<b>At December 31, 2012</b>									
	<b>Within One Year</b>		<b>After One Year but within Five Years</b>		<b>After Five Years but within Ten Years</b>		<b>After Ten Years</b>		<b>Total</b>	
	<b>Amount</b>	<b>Yield</b>	<b>Amount</b>	<b>Yield</b>	<b>Amount</b>	<b>Yield</b>	<b>Amount</b>	<b>Yield</b>	<b>Amount</b>	<b>Yield</b>
	<i>(Dollars in thousands)</i>									
Collateralized Debt Obligations	\$ —	—%	\$ —	—%	\$ —	—%	\$ 982	8.13%	\$ 982	8.13%
Total securities held-to-maturity	<u>\$ —</u>	<u>—%</u>	<u>\$ —</u>	<u>—%</u>	<u>\$ —</u>	<u>—%</u>	<u>\$ 982</u>	<u>8.13%</u>	<u>\$ 982</u>	<u>8.13%</u>
	<b>At December 31, 2012</b>									
	<b>Within One Year</b>		<b>After One Year but within Five Years</b>		<b>After Five Years but within Ten Years</b>		<b>After Ten Years</b>		<b>Total</b>	
	<b>Amount</b>	<b>Yield</b>	<b>Amount</b>	<b>Yield</b>	<b>Amount</b>	<b>Yield</b>	<b>Amount</b>	<b>Yield</b>	<b>Amount</b>	<b>Yield</b>
	<i>(Dollars in thousands)</i>									
Collateralized debt obligations	\$ —	—%	\$ —	—%	\$ —	—%	\$ 1,548	4.52%	\$ 1,548	4.52%
Corporate notes	—	—	5,833	4.90	36,356	4.27	8,791	4.45	50,980	4.37
Principal only strips	—	—	—	—	—	—	5,846	2.20	5,846	2.20
Mortgage-backed securities	—	—	1,228	2.99	13,160	4.12	82,536	1.75	96,924	2.09
Municipal securities	—	—	—	—	—	—	25,811	7.01	25,811	7.01
Collateralized mortgage obligations	—	—	—	—	2,458	3.31	22,202	2.19	24,660	2.30
Mutual Fund	—	—	—	—	—	—	4,973	1.76	4,973	1.76
<b>Total securities available-for-sale</b>	<u>\$ —</u>	<u>—%</u>	<u>\$ 7,061</u>	<u>4.57</u>	<u>\$ 51,974</u>	<u>4.19%</u>	<u>\$151,707</u>	<u>2.96%</u>	<u>\$210,742</u>	<u>3.32%</u>



The Bank owns three collateralized debt obligations (“CDO’s”) in its available-for-sale portfolio which consist of pools of bank trust preferred securities. As of December 31, 2012, the amortized cost of all three CDO’s exceeded the fair value. The fair value was determined based on future expected cash flows which were estimated using a discount rate that is an interest rate that represents a market equivalent rate on a similarly-rated corporate security with a similar maturity date that trades in an active market. Added to that rate was an illiquidity premium of 100 basis points which determined the actual discount rate. Management then used current deferrals and defaults and estimated the expected future defaults within the underlying pool of issuers which was based on taking the current deferrals/defaults in the pools and then determining which banks were likely to default in the future. This future expectation of defaults was based on the individual banks’ tier 1 leverage capital (compared to regulatory requirements), tangible common equity (“TCE”) ratios and levels of non-performing assets compared to total assets. Based on this information, Management would then make an assertion as to whether each bank issuer was likely to defer interest payments or default altogether at some future date. In addition to those specific defaults, Management estimated additional default rates as a percentage of the overall pool, with higher default rates applied in the short-term and then decreasing over the remaining term of the securities.

Management then proceeded to determine credit-related OTTI based on guidance of Investments – Debt and Equity Securities Topic of FASB ASC. In this analysis, Management ran expected cash flows on all three securities using a discount rate that was equal to the accretable yield on all three securities and using all of the same default assumptions as described above. The result of this analysis indicated that all three securities were temporarily impaired and one of these had a credit-related other-than-temporary impairment of \$24,000 and \$32,000 during 2012 and 2011, respectively, which was recognized in income. The non-credit related impairment for these securities was \$317,000 and \$847,000 at December 31, 2012 and 2011, respectively, and was reflected in the accumulated other comprehensive loss.

As of December 31, 2012, the Bank owned 6 corporate securities where the amortized cost exceeded fair value. The total amortized cost of these securities was \$19.7 million and their fair value was \$18.2 million. Management performed an analysis on all of the issuers of these securities which focused on the recent financial results of the companies, capital ratios and long-term prospects of the issuer and deemed all 6 corporate securities to be temporarily impaired. The Bank had recorded no credit-related OTTI charges on corporate securities during 2012, and also had zero OTTI charges relating to corporate securities in 2011 and 2010.

As of December 31, 2012, the Bank owned one collateralized mortgage obligation (“CMO”) where the amortized cost exceeded fair value. The amortized cost of this security was \$3.6 million and the fair value was \$3.5 million. Management determined that the CMO security was not other-than-temporarily impaired as of December 31, 2012. This determination was made based on several factors such as debt rating of the security, amount of credit protection, the Bank’s intent and ability to hold the security until a recovery in value and the determination that it is not more likely than not that the Bank will be required to sell the security prior to recovery of amortized cost basis.

The Bank owns 21 municipal investment securities. Each of these securities carries an investment-grade rating. As of December 31, 2012, zero of these issues were in an unrealized loss position. As such, management determined that there is no other-than-temporary impairment for municipal investment securities as of December 31, 2012.

At December 31, 2012, the Bank held one agency-backed principal-only (PO) strip security with a fair value of \$5.8 million and an amortized cost of \$5.7 million. The Bank also held one CDO classified as held-to-maturity with an amortized cost of \$979,000 and a fair value of \$982,000.

At December 31, 2012, there were 6 and 8 investment securities that were in an unrealized loss position for less than 12 months and for 12 months or greater, respectively. Temporary impairments related to corporate notes, mortgage-backed securities, and municipal securities are primarily attributable to declining market prices caused by lack of trading liquidity in these instruments and in the case of corporate notes, resulted from increases in credit spreads between U.S. Treasuries and corporate bonds subsequent to the date that these securities were purchased. None of the securities in the Bank’s investment portfolio rely on an insurance wrap as a credit enhancement. Management believes that it is not probable that the Bank

will not receive all amounts due under the contractual terms of these securities. If economic conditions worsen, or if the financial condition of specific issuers within these portfolios deteriorates, then the Bank could record OTTI charges in 2013 on specific investments within these portfolios.

It is possible that we may recognize OTTI in future periods. We do not intend to sell these securities until recovery and have determined that it is not more likely than not that we will be required to sell the securities prior to recovery of their amortized cost basis. Additional information concerning investment securities is provided in Note 3 of the “Notes to Consolidated Financial Statements” in this annual report.

## Deposits

Total deposits were \$1.36 billion at December 31, 2012 compared to \$1.12 billion at December 31, 2011. Noninterest-bearing demand deposits increased \$206.7 million or 86.2%. The ratio of noninterest-bearing deposits to total deposits was 32.9% at December 31, 2012 and 21.5% at December 31, 2011. Interest-bearing deposits are comprised of interest-bearing demand deposits, money market accounts, regular savings accounts, time deposits of under \$250,000 and time deposits of \$250,000 or more. Interest-bearing demand and savings deposits increased by \$91.1 million or 35.6%, and time deposits decreased \$58.3 million or 9.4%. The increase in demand and interest-bearing demand deposits is a direct result of management’s desire to grow this segment of the deposit base as these deposits are typically related to long-term customer relationships and also carry the lowest interest costs.

The following table shows the average amount and average rate paid on the categories of deposits for each of the periods indicated:

	Year Ended December 31,					
	2012		2011		2010	
	Average Balance	Average Rate	Average Balance	Average Rate	Average Balance	Average Rate
	(Dollars in thousands)					
Noninterest-bearing deposits	\$ 362,118	0.00%	\$ 230,088	0.00%	\$ 226,929	0.00%
Interest-bearing demand	54,534	0.53	42,933	0.59	41,153	0.37
Money market	216,916	0.67	133,056	0.78	85,309	0.59
Savings	21,007	0.36	23,307	0.39	40,967	0.51
Time certificates of deposit	581,265	1.01	625,657	1.30	768,607	1.63
Total	<u>\$ 1,235,840</u>	0.62%	<u>\$1,055,041</u>	0.91%	<u>\$1,162,965</u>	1.15%

Average total deposits increased in 2012. The increase in average total deposits for 2012 was primarily driven by an increase of \$132.0 million in average noninterest-bearing deposits, and an increase of \$83.9 million in average money market accounts. The net average deposit increase is partially offset by a \$44.4 million decrease in average time certificates of deposit. The increase in demand and interest demand deposits is a direct result of management’s desire to grow this segment of the deposit base as these deposits are typically related to long-term customer relationships and also carry the lowest interest costs. The decrease in time deposits is due primarily to the maturity and non-renewal of CD accounts obtained through rate listing services.

The largest single component of our deposits has been, and in the near term is likely to be, time certificates of deposit of \$100,000 or more. We market and receive time certificates of deposit from our existing and new high net worth customers, especially from the Chinese communities within our branch network. While we do not attempt to be a market leader in offered interest rates, we attempt to offer competitive rates on these time certificates of deposit within a range offered by other competing banks.

The following table shows the maturities of time certificates of deposit at December 31, 2012 and 2011:

	<b>At December 31,</b>	
	<b>2012</b>	<b>2011</b>
	(In thousands)	
Three months or less	\$ 172,477	\$ 257,212
Over three months through six months	114,245	105,881
Over six months through twelve months	191,142	187,764
Over twelve months	80,956	71,375
Total	<u>\$ 558,820</u>	<u>\$ 622,232</u>

## Capital Resources

Current risk-based regulatory capital standards generally require banks to maintain a ratio of “core” or “Tier 1” capital (consisting principally of common equity) to risk-weighted assets of at least 4%, a ratio of Tier 1 capital to adjusted total assets (leverage ratio) of at least 4% and a ratio of total capital (which includes Tier 1 capital plus certain forms of subordinated debt, a portion of the allowance for loan and lease losses and preferred stock) to risk-weighted assets of at least 8%. Risk-weighted assets are calculated by multiplying the balance in each category of assets by a risk factor, which ranges from zero for cash assets and certain government obligations to 100% for some types of loans, and adding the products together.

Our goal is to exceed the minimum regulatory capital requirements for well-capitalized institutions as well as maintain a tier 1 leverage ratio above 10% as required by the MOU. At December 31, 2012 and 2011, our capital ratios were above the minimum requirements for well capitalized institutions. On a quarterly basis, we perform a stress test on our capital to determine our level of capital in various economic circumstances looking out twenty-four months into the future.

	<b>At December 31, 2012</b>	<b>At December 31, 2011</b>
<b>Leverage Ratio</b>		
Preferred Bank .....	11.96%	12.51%
Minimum requirement for “Well-Capitalized” institution .....	5.00%	5.00%
Minimum regulatory requirement .....	4.00%	4.00%
<b>Tier 1 Risk-Based Capital Ratio</b>		
Preferred Bank .....	13.73%	14.51%
Minimum requirement for “Well-Capitalized” institution .....	6.00%	6.00%
Minimum regulatory requirement .....	4.00%	4.00%
<b>Total Risk-Based Capital Ratio</b>		
Preferred Bank .....	14.98%	15.77%
Minimum requirement for “Well-Capitalized” institution .....	10.00%	10.00%
Minimum regulatory requirement .....	8.00%	8.00%

## Contractual Obligations and Off-Balance Sheet Arrangements

The following table presents our contractual cash obligations, excluding deposits and unrecognized tax benefits, as of December 31, 2012:

<u>Contractual Obligations</u> <sup>(1)</sup>	<u>Amount of Commitment Expiring per Period</u>				
	<u>Total Amounts Committed</u>	<u>Less Than 1 year</u>	<u>1-3 Years</u>	<u>3-5 Years</u>	<u>After 5 Years</u>
			(In thousands)		
Operating Lease Obligations	\$ 10,874	\$ 1,882	\$ 3,592	\$ 3,048	\$ 2,352
Total	<u>\$ 10,874</u>	<u>\$ 1,882</u>	<u>\$ 3,592</u>	<u>\$ 3,048</u>	<u>\$ 2,352</u>

<sup>(1)</sup> Contractual obligations do not include interest.

In the normal course of business, we enter into off-balance sheet arrangements consisting of commitments to extend credit, to fund commercial letters of credit and standby letters of credit. Commercial letters of credit are originated to facilitate transactions both domestic and foreign while standby letters of credit are originated to issue payments on behalf of the Bank's customers when specific future events occur. Historically, the Bank has rarely issued payment under standby letters of credit, which the Bank's customer is obligated to reimburse the Bank. The Bank could also liquidate collateral or offset a customer's deposit accounts to satisfy this payment.

Financial instrument transactions are subject to our normal credit standards, financial controls and risk-limiting and monitoring procedures. Collateral requirements are based on a case-by-case evaluation of each customer and product.

The following table presents these off-balance sheet arrangements at December 31, 2012:

<u>Off-balance sheet arrangements</u>	<u>Amount of off-balance sheet Expiring per Period</u>				
	<u>Total Amounts Committed</u>	<u>Less Than 1 year</u>	<u>1-3 Years</u>	<u>3-5 Years</u>	<u>After 5 Years</u>
			(In thousands)		
Commitments to extend credit	\$ 211,118	\$ 145,556	\$ 56,844	\$ 7,964	\$ 754
Commercial letters of credit	6,489	6,489	—	—	—
Standby letter of credit	6,309	5,509	800	—	—
Total	<u>\$ 223,916</u>	<u>\$ 157,554</u>	<u>\$ 57,644</u>	<u>\$ 7,964</u>	<u>\$ 754</u>

## Liquidity

Based on our existing business plan, we believe that our level of liquid assets is sufficient to meet our current and presently anticipated funding needs. We rely on deposits as the principal source of funds and, therefore, must be in a position to service depositors' needs as they arise. We attempt to maintain a loan-to-deposit ratio below approximately 95%. Our loan-to-deposit ratio was 83.2% at December 31, 2012 compared to 85.3% at December 31, 2011.

Borrowings from the FHLB are another source of funding for our loan and investment activities. At December 31, 2012, we could borrow up to \$124.7 million with collateral of specifically identified loans and securities. In addition, we have pledged securities with a fair value of \$81.3 million at the Federal Reserve Discount Window which we may borrow from on an overnight basis. We have no uncommitted borrowing lines with other financial institutions. As an additional condition of borrowing from the FHLB, we are required to purchase FHLB stock. For the year ended December 31, 2012, the Bank was required to maintain the minimum stock requirement of \$4,282,000 of FHLB stock based on the volume of "membership assets" as defined by the FHLB. At December 31, 2012, the Bank held \$4,282,000 in FHLB stock.

We also attempt to maintain a liquidity ratio (liquid assets, including cash and due from banks, federal funds sold and investment securities not pledged as collateral expressed as a percentage of total

deposits) above approximately 18%. Our liquidity ratios were 36% at December 31, 2012 and 33% at December 31, 2011. We believe that in the event the level of liquid assets (our primary liquidity) does not meet our liquidity needs, other available sources of liquid assets (our secondary liquidity), including the sales of securities under agreements to repurchase, sales of unpledged investment securities or loans, utilizing the discount window borrowings from the Federal Reserve Bank as well as borrowing from the FHLB could be employed to meet those funding needs. We have a Contingency Funding Plan which is reviewed annually by the Board of Directors which sets forth actions to be taken in the event that our liquidity ratios fall below Board-established guidelines. Although we believe that our funding resources will be more than adequate to meet our obligations, we cannot be certain of this adequacy if further economic deterioration or other negative events occur that could impair our ability to meet our funding obligations.

## **Quantitative and Qualitative Disclosures about Market Risk**

Market risk is the risk of loss in a financial instrument arising from adverse changes in market prices and rates, foreign currency exchange rates, commodity prices and equity prices. Our market risk arises primarily from interest rate risk inherent in our lending and deposit taking activities. To that end, management actively monitors and manages our interest rate risk exposure. We do not have any market risk sensitive instruments entered into for trading purposes. We manage our interest rate sensitivity by matching the re-pricing opportunities on our earning assets to those on our funding liabilities. Management uses various asset/liability strategies to manage the re-pricing characteristics of our assets and liabilities designed to ensure that exposure to interest rate fluctuations is limited and within our guidelines of acceptable levels of risk-taking. Hedging strategies, including the terms and pricing of loans and deposits and managing the deployment of our securities, are used to reduce mismatches in interest rate re-pricing opportunities of portfolio assets and their funding sources.

Interest rate risk is addressed by our Investment Committee which is comprised of the Chief Executive Officer and members of the Board of Directors. The Investment Committee monitors interest rate risk by analyzing the potential impact on the net portfolio of equity value and net interest income from potential changes in interest rates, and considers the impact of alternative strategies or changes in balance sheet structure. The Investment Committee manages our balance sheet in part to maintain the potential impact on net portfolio value and net interest income within acceptable ranges despite rate changes in interest rates.

Exposure to interest rate risk is monitored continuously by senior management and is reviewed by the Investment Committee at least quarterly by management and our Board of Directors. Interest rate risk exposure is measured using interest rate sensitivity analysis to determine our change in net portfolio value and net interest income in the event of hypothetical changes in interest rates. If potential changes to net portfolio value and net interest income resulting from our analysis of hypothetical interest rate changes are not within board-approved limits, the board may direct management to adjust the asset and liability mix to bring interest rate risk within board-approved limits. This analysis of hypothetical interest rate changes is performed on a monthly basis by a third party vendor utilizing detailed data that we provide to them.

### **Market Value of Portfolio Equity**

We measure the impact of market interest rate changes on the net present value of estimated cash flows from our assets and liabilities defined as market value of portfolio equity, using a simulation model. This simulation model assesses the changes in the market value of interest rate sensitive financial instruments that would occur in response to an instantaneous and sustained increase or decrease in market interest rates.

The following table presents forecasted changes in net portfolio value using a base market rate and the estimated change to the base scenario given an immediate and sustained upward movement in interest rates of 100, 200, 300 and 400 basis points and an immediate and sustained downward movement in interest rates of 100 and 300 basis points at December 31, 2012.

### Market Value of Portfolio Equity

Interest Rate Scenario	Market Value	Percentage Change from Base	Percentage of Total Assets	Percentage of Portfolio Equity Book Value
(Dollars in thousands)				
Up 400 basis points	\$ 226,809	38.91%	14.59%	120.75%
Up 300 basis points	\$ 211,272	29.39%	13.59%	112.48%
Up 200 basis points	\$ 195,407	19.68%	12.57%	104.03%
Up 100 basis points	\$ 178,068	9.06%	11.45%	94.80%
Base	\$ 163,279	— %	10.50%	86.93%
Down 100 basis points	\$ 150,856	(7.61%)	9.70%	80.31%
Down 300 basis points	\$ 142,413	(12.78%)	9.16%	75.82%

The computation of prospective effects of hypothetical interest rate changes are based on numerous assumptions, including relative levels of market interest rates, asset prepayments and deposit decay, and should not be relied upon as indicative of actual results. Further, the computations do not contemplate any actions we may undertake in response to changes in interest rates. Actual amounts may differ from the projections set forth above should market conditions vary from the underlying assumptions.

### Net Interest Income

In order to measure interest rate risk at December 31, 2012, we used a simulation model to project changes in net interest income that result from forecasted changes in interest rates. This analysis calculates the difference between net interest income forecasted using a rising and a falling interest rate scenario and a net interest income forecast using a base market interest rate derived from the current treasury yield curve. The income simulation model includes various assumptions regarding the re-pricing relationships for each of our products. Many of our assets are floating rate loans, which are assumed to re-price immediately, and to the same extent as the change in market rates according to their contracted index. Some loans and investment vehicles include the opportunity of prepayment (embedded options), and accordingly the simulation model uses national indexes to estimate these prepayments and reinvest their proceeds at current yields. Non-term deposit products reprice more slowly, usually changing less than the change in market rates and at management discretion.

This analysis indicates the impact of changes in net interest income for the given set of rate changes and assumptions. It assumes no growth in the balance sheet and that its structure will remain similar to the structure at year end. It does not account for all factors that impact this analysis, including changes by management to mitigate the impact of interest rate changes or secondary impacts such as changes to our credit risk profile as interest rates change. Furthermore, loan prepayment rate estimates and spread relationships change regularly. Interest rate changes create changes in actual loan prepayment rates that will differ from the market estimates incorporated in this analysis. Changes that vary significantly from the assumptions may have significant effects on our net interest income.

For the rising and falling interest rate scenarios, the base market interest rate forecast was increased or decreased on an instantaneous and sustained basis.

### Sensitivity of Net Interest Income December 31, 2012

Interest Rate Scenario	Adjusted Net Interest Income	Percentage Change from Base	Net Interest Margin Percent	Net Interest Margin Change
		(Dollars in thousands)		
Up 400 basis points	\$ 93,093	68.97%	6.14%	2.48
Up 300 basis points	\$ 82,580	49.89%	5.46%	1.80
Up 200 basis points	\$ 72,132	30.93%	4.78%	1.12
Up 100 basis points	\$ 62,259	13.01%	4.13%	0.47
Base	\$ 55,094	— %	3.66%	—
Down 100 basis points	\$ 53,827	(2.30)%	3.59%	(0.07)
Down 300 basis points	\$ 52,781	(4.20)%	3.52%	(0.14)

### **Inflation**

The majority of our assets and liabilities are monetary items held by us, the dollar value of which is not affected by inflation. Only a small portion of total assets is in premises and equipment. The lower inflation rate of recent years has not had the positive impact on us that was felt in many other industries. Our small fixed asset investment minimizes any material effect of asset values and depreciation expenses that may result from fluctuating market values due to inflation. Higher inflation rates may increase operating expenses or have other adverse effects on borrowers of the banks, making collection on extensions of credit more difficult for us. Rates of interest paid or charged generally rise if the marketplace believes inflation rates will increase.

### **ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES OF MARKET RISKS**

For quantitative and qualitative disclosures regarding market risks in our portfolio, see, “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Quantitative and Qualitative Disclosure About Market Risk.”

### **ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

The financial statements of the Bank, including the “Report of Independent Registered Public Accounting Firm,” are included in this report immediately following Part IV.

### **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**

As of December 31, 2012, we carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures and internal controls over financial reporting pursuant to SEC rules, as such rules are adopted by the FDIC. Based upon that evaluation, and the identification of the material weakness in our internal control over financial reporting as described below under “Management’s Report on Internal Control over Financial Reporting”, the Chief

Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of December 31, 2012. Based on a number of factors, including the performance of additional procedures by management designed to ensure the reliability of our financial reporting, we believe that the financial statements in this Annual Report on Form 10-K fairly present, in all material respects, our financial position, results of operations and cash flows for the periods presented in conformity with GAAP.

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

The Management of the Bank is responsible for establishing and maintaining adequate internal control over financial reporting pursuant to the rules and regulations of the SEC. The Bank'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 accordance with U.S. generally accepted accounting principles. Internal control over financial reporting includes those written policies and procedures that:

- pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the company;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles;
- provide reasonable assurance that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- 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 consolidated 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.

Management under the supervision and with the participation of the Bank's principal executive officer and principal financial officer assessed the effectiveness of the Bank's internal control over financial reporting as of December 31, 2012. Management based this assessment on criteria for effective internal control over financial reporting described in *Internal Control-Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Management's assessment included an evaluation of the design of Preferred Bank's internal control over financial reporting and testing of the operational effectiveness of its internal control over financial reporting. Management reviewed the results of its assessment with the Audit Committee of our Board of Directors. Based on this evaluation, management determined that the Bank's system of internal controls over financial reporting was effective as of December 31, 2012.



## **Report of Independent Registered Public Accounting Firm**

The Board of Directors and Shareholders  
Preferred Bank:

We have audited Preferred Bank and subsidiary's (the Bank) internal control over financial reporting as of December 31, 2012, based on criteria established in *Internal Control – Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Bank'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 Bank'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 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 accordance with 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 generally accepted accounting principles, and that 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 Bank maintained, in all material respects, effective internal control over financial reporting as of December 31, 2012, based on criteria established in the *Internal Control – Integrated Framework* issued by COSO.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated statements of financial condition of the Bank as of December 31, 2012 and 2011, and the related consolidated statements of operations and comprehensive income (loss), changes in shareholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2012, and our report dated March 15, 2013 expressed an unqualified opinion on those consolidated financial statements.

/s/ KPMG LLP

Los Angeles, California  
March 15, 2013

***ITEM 9B. OTHER INFORMATION***

None

## **PART III**

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

Information concerning directors and executive officers of the Bank, to the extent not included under “Item 1 under the heading “*Executive Officers of the Bank*”, will appear in the Bank’s definitive proxy statement for the 2013 Annual Meeting of Shareholders (the “2013 Proxy Statement”), and such information either shall be (i) deemed to be incorporated herein by reference from the section entitled “ELECTION OF DIRECTORS” AND “SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE” and “THE COMMITTEES OF THE BOARD,” if filed with the Federal Deposit Insurance Corporation pursuant to Regulation 14A not later than 120 days after the end of the Bank’s most recently completed fiscal year or (ii) included in an amendment to this report filed with the Federal Deposit Insurance Corporation on Form 10-K/A not later than the end of such 120 day period.

#### **Code of Ethics**

The Bank has adopted a code of ethics that applies to its principal executive officer, principal financial and accounting officer, controller, and persons performing similar functions. The code of ethics is posted on our internet website at [www.preferredbank.com](http://www.preferredbank.com).

### ***ITEM 11. EXECUTIVE COMPENSATION***

Information concerning executive compensation will appear in the 2013 Proxy Statement, and such information either shall be (i) deemed to be incorporated herein by reference from the sections entitled “COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION,” “COMPENSATION COMMITTEE’S REPORT,” “COMPENSATION DISCUSSION AND ANALYSIS,” “SUMMARY COMPENSATION TABLE,” “OUTSTANDING EQUITY AWARDS,” “NON-QUALIFIED DEFERRED COMPENSATION,” “CHANGE OF CONTROL AGREEMENTS,” and “COMPENSATION OF DIRECTORS,” if filed with the Federal Deposit Insurance Corporation pursuant to Regulation 14A not later than 120 days after the end of the Bank’s most recently completed fiscal year or (ii) included in an amendment to this report filed with the Federal Deposit Insurance Corporation on Form 10-K not later than the end of such 120 day period.

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

Information concerning security ownership of certain beneficial owners and management and information related to the Bank’s equity compensation plans will appear in the 2013 Proxy Statement, and such information either shall be (i) deemed to be incorporated herein by reference from the sections entitled “SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT” and “EQUITY COMPENSATION PLANS,” if filed with the Federal Deposit Insurance Corporation pursuant to Regulation 14A not later than 120 days after the end of the Bank’s most recently completed fiscal year or (ii) included in an amendment to this report filed with the Federal Deposit Insurance Corporation on Form 10-K/A not later than the end of such 120 day period.

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

Information concerning certain relationships and related transactions will appear in the 2013 Proxy Statement, and such information either shall be (i) deemed to be incorporated herein by reference from the section entitled “CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS and “BOARD INDEPENDENCE,” if filed with the Federal Deposit Insurance Corporation pursuant to Regulation 14A not later than 120 days after the end of the Bank’s most recently completed fiscal year, or (ii) included in an amendment to this report filed with the Federal Deposit Insurance Corporation on Form 10-K/A not later than the end of such 120 day period.

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

Information concerning principal accountant fees and services will appear in the 2013 Proxy Statement, and such information either shall be (i) deemed to be incorporated herein by reference from the section entitled “INDEPENDENT AUDITOR FEES,” and “AUDIT COMMITTEE PRE-APPROVAL POLICY” if filed with the Federal Deposit Insurance Corporation pursuant to Regulation 14A not later than 120 days after the end of the Bank’s most recently completed fiscal year or (ii) included in an amendment to this report filed with the Federal Deposit Insurance Corporation on Form 10-K/A not later than the end of such 120 day period.

**ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES***(a)(1) Financial Statements*

	<u>Page</u>
Report of Independent Registered Public Accounting Firm.....	87
Consolidated Statements of Financial Condition at December 31, 2012 and 2011 .....	88
Consolidated Statements of Operations and Comprehensive Income (Loss) for the Years Ended December 31, 2012, 2011 and 2010 .....	89
Consolidated Statements of Changes in Shareholders' Equity for the Years Ended December 31, 2012, 2011 and 2010 .....	90
Consolidated Statements of Cash Flows for the Years Ended December 31, 2012, 2011 and 2010 .....	91
Notes to Consolidated Financial Statements .....	92

*(a)(2) Financial Statement schedules*

Schedules have been omitted because they are not applicable, not material or because the information is included in the consolidated financial statements or the notes thereto.

*(a)(3) Exhibits*

<u>Exhibit No.</u>	<u>Exhibit Description</u>
3.1	Amended and Restated Articles of Incorporation <sup>(1)</sup>
3.2	Certificate of Determination of the Series A preferred Stock <sup>(5)</sup>
3.3	Amended and Restated Bylaws <sup>(1)</sup>
4.1	Common Stock Certificate <sup>(2)</sup>
10.1	Lease relating to the Bank's principal executive office at 601 S. Figueroa Street, 20th Floor, Los Angeles, California with Mitsui Fudosen (U.S.A.), Inc. <sup>(1)</sup>
10.2	Agreement for Item-Processing Services with Fiserv Solutions, Inc., dated as of July 31, 2002 <sup>(1)</sup>
10.3	Agreement for Data-Processing with Fiserv Solutions, Inc., dated as of May 1, 2003 <sup>(1)</sup>
10.4	Maintenance and Service Agreement, dated August 1, 2003 with Exilcom, Inc. d/b/a Northstar Technologies <sup>(1)</sup>
10.5*	1992 Stock Option Plan <sup>(1)</sup>
10.6*	Management Incentive Bonus Plan <sup>(1)</sup>
10.7*	Deferred Compensation Plan <sup>(1)</sup>
10.8*	Stock Option Gain Deferred Compensation Plan <sup>(1)</sup>
10.9*	2004 Equity Incentive Plan <sup>(1)</sup>
10.10*	Form of Indemnification Agreement for directors and executive officers <sup>(1)</sup>
10.11*	Revised Bonus Plan
10.12	Lease relating to the Bank's principal executive office at 601 S. Figueroa Street, 29 <sup>th</sup> Floor, Los Angeles, California with 601 Figueroa Co. LLC, dated March 9, 2008. <sup>(3)</sup>
10.13	Lease relating to the Bank's retail branch office at 1045-1055 North Tustin Avenue, Anaheim, California with Tustin Retail Center, LLC, dated July 8, 2009 <sup>(4)</sup>
10.14	Lease relating to the Bank's retail branch office at 7004 Rosemead Blvd., Pico Rivera, California with Thaddeus J. Moriarty, Jr. and Joan F. Moriarty, Trustees of the Moriarty Family Trust, Jacqueline Steward, Trustee of the Steward Family Trust, dated July 25, 2009 <sup>(4)</sup>
10.15*	Deferred Compensation Plan-Deferred Stock Unit Agreement and Rabbi Trust
10.16	Lease relating to the Bank's retail branch office at 600 California Street, San Francisco, California with Columbia 600 California Office Properties, LLC, dated October 18, 2012
12.1	Computation of Ratio of Earnings to Fixed Charges
21.1	Subsidiaries of the Registrant
31.1	Chief Executive Officer Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Chief Financial Officer Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Chief Executive Officer Certification Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant To Section 906 of the Sarbanes-Oxley Act of 2002

32.2 Chief Financial Officer Certification Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant To Section 906 of the Sarbanes-Oxley Act of 2002

- (1) Incorporated by reference from Registrant's Registration Statement on Form 10 filed with the Federal Deposit Insurance Corporation on January 18, 2006.
- (2) Incorporated by reference from Registrant's Registration Statement on Form 10 Amendment No. 1 filed with the Federal Deposit Insurance Corporation on February 2, 2006.
- (3) Incorporated by reference from Quarterly Report on Form 10-Q filed with the Federal Deposit Insurance Corporation on May 9, 2008.
- (4) Incorporated by reference from Quarterly Report on Form 10-Q filed with the Federal Deposit Insurance Corporation on November 7, 2009.
- (5) Incorporated by reference from Current Report on Form 8-K filed with the Federal Deposit Insurance Corporation on June 10, 2010.
- \* Denotes management contract or compensatory plan or arrangement.

Report of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders  
Preferred Bank:

We have audited the accompanying consolidated statements of financial condition of Preferred Bank and subsidiary as of December 31, 2012 and 2011 and the related consolidated statements of operations and comprehensive income (loss), changes in shareholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2012. These consolidated financial statements are the responsibility of the Bank'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 audit to obtain reasonable assurance about whether the 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 Preferred Bank and subsidiary as of December 31, 2012 and 2011, and the results of their operations and their cash flows for each of the years in the three-year period ended December 31, 2012, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Bank's internal control over financial reporting as of December 31, 2012, 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 15, 2013 expressed an unqualified opinion on the effectiveness of the Bank's internal control over financial reporting.

/s/ KPMG LLP

Los Angeles, California  
March 15, 2013

**PREFERRED BANK**  
**Consolidated Statements of Financial Condition**  
**December 31, 2012 and 2011**  
(In thousands, except for shares)

	<b>2012</b>	<b>2011</b>
<b>Assets</b>		
Cash and due from banks	\$ 151,995	\$ 142,466
Securities held-to-maturity, at amortized cost	979	3,021
Securities available-for-sale, at fair value	210,742	166,083
Loans and leases	1,119,553	949,631
Less allowance for loan and lease losses	(20,607)	(23,718)
Less unamortized deferred loan costs, net	(2,019)	(1,037)
Net loans and leases	1,096,927	924,876
Loans held for sale, at lower of cost or fair value	12,150	3,996
Other real estate owned	28,280	37,577
Customers' liability on acceptances	1,961	427
Bank furniture and fixtures, net	4,383	4,789
Bank-owned life insurance	8,049	7,808
Accrued interest receivable	5,646	4,851
Federal Home Loan Bank ("FHLB") stock, at cost	4,282	4,164
Net deferred tax assets	26,975	6,979
Income tax receivable	542	—
Other assets	1,943	2,760
Total assets	\$ 1,554,856	\$ 1,309,797
<b>Liabilities and Shareholders' Equity</b>		
Deposits:		
Demand	\$ 446,734	\$ 239,987
Interest-bearing demand	325,018	233,349
Savings	21,844	22,385
Time certificates of \$100,000 or more	463,171	461,665
Other time certificates	100,760	160,567
Total deposits	1,357,527	1,117,953
Acceptances outstanding	1,961	427
Senior debt	—	25,996
Accrued interest payable	968	1,292
Other liabilities	6,562	6,081
Total liabilities	1,367,018	1,151,749
Commitments and contingencies		
Shareholders' equity:		
Preferred stock. Authorized 25,000,000 shares; no shares issued and outstanding at December 31, 2012 and 2011.	—	—
Common stock, no par value. Authorized 20,000,000 shares; issued and outstanding 13,234,608 and 13,220,955 shares at December 31, 2012 and 2011, respectively.	162,927	162,884
Treasury stock, at cost 152,985 and 152,835 shares at December 31, 2012 and 2011, respectively)	(19,115)	(19,115)
Additional paid-in capital	24,544	23,456
Retained earnings (accumulated deficit)	17,481	(6,391)
Accumulated other comprehensive loss:		
Non-credit portion of other-than-temporary impairment on securities available-for-sale, net of tax of \$133 and \$367 at December 31, 2012 and December 31, 2011, respectively.	(184)	(481)
Unrealized gain (loss) on securities available-for-sale, net of tax of \$1,585 and (\$1,554) at December 31, 2012 and December 31, 2011, respectively.	2,185	(2,305)
Total shareholders' equity	187,838	158,048
Total liabilities and shareholders' equity	\$ 1,554,856	\$ 1,309,797

*See accompanying notes to the consolidated financial statements.*



**PREFERRED BANK**  
**Consolidated Statements of Operations and Comprehensive Income (Loss)**  
**Years Ended December 31, 2012, 2011 and 2010**  
(In thousands, except share and per share data)

	2012	2011	2010
Interest income:			
Loans and leases	\$ 55,400	\$ 46,464	\$ 46,130
Investment securities, available for sale	6,116	7,326	5,957
Federal funds sold	26	—	1
Total interest income	<u>61,542</u>	<u>53,790</u>	<u>52,088</u>
Interest expense:			
Interest-bearing demand	1,746	1,295	655
Savings	75	92	208
Time certificates of \$100,000 or more	4,667	4,956	5,768
Other time certificates	1,201	3,207	6,764
Federal funds purchased	—	—	—
FHLB borrowings	—	—	677
Senior debt	94	753	750
Total interest expense	<u>7,783</u>	<u>10,303</u>	<u>14,822</u>
Net interest income before provision for credit losses	<u>53,759</u>	<u>43,487</u>	<u>37,266</u>
Provision for credit losses	<u>19,800</u>	<u>5,700</u>	<u>16,550</u>
Net interest (loss) income after provision for credit losses	<u>33,959</u>	<u>37,787</u>	<u>20,716</u>
Noninterest income:			
Fees and service charges on deposit accounts	1,792	1,742	1,865
Trade finance income	309	241	382
BOLI income	329	333	329
Net gain (loss) on sale of investment securities	575	81	(61)
Other income	503	393	292
Total noninterest income	<u>3,508</u>	<u>2,790</u>	<u>2,807</u>
Noninterest expense:			
Salaries and employee benefits	12,523	11,155	9,591
Net occupancy expense	2,990	3,060	3,271
Business development and promotion expense	294	335	246
Professional services	3,227	2,267	3,504
Office supplies and equipment expense	1,154	1,061	1,122
Total other-than-temporary impairment losses	24	32	843
Portion of loss reclassified in other comprehensive income	—	—	(431)
Net of other-than-temporary impairment losses	<u>24</u>	<u>32</u>	<u>412</u>
Loss on sale of OREO and related expense	8,580	8,303	12,481
Other	5,386	7,179	10,410
Total noninterest expense	<u>34,178</u>	<u>33,392</u>	<u>41,037</u>
Income (loss) before income taxes	<u>3,289</u>	<u>7,185</u>	<u>(17,514)</u>
Income tax benefit	<u>(20,583)</u>	<u>(5,049)</u>	<u>(704)</u>
Net income (loss)	<u>\$ 23,872</u>	<u>\$ 12,234</u>	<u>\$ (16,810)</u>
Income allocated to participating shares	<u>(323)</u>	<u>(195)</u>	<u>—</u>
Accretion of beneficial conversion feature	<u>—</u>	<u>—</u>	<u>(25,600)</u>
Net income (loss) available to common shareholders	<u>\$ 23,549</u>	<u>\$ 12,039</u>	<u>\$ (42,410)</u>
Other comprehensive income (loss):			
Unrealized net gain on securities available-for-sale	8,710	4,286	984
Less reclassification adjustments included in net (loss) income	<u>551</u>	<u>(840)</u>	<u>(2,049)</u>
Other comprehensive (loss) income, before tax	8,159	3,446	(1,065)
Income taxes related to items of other comprehensive income	<u>(3,372)</u>	<u>(25)</u>	<u>(1,035)</u>
Other comprehensive income (loss) , net of tax	<u>4,787</u>	<u>3,421</u>	<u>(2,100)</u>
Comprehensive income(loss)	<u>\$ 28,659</u>	<u>\$ 15,655</u>	<u>\$ (18,910)</u>
Net (loss) income per share			
Basic	\$ 1.80	\$ 0.93	\$ (6.21)
Diluted	\$ 1.78	\$ 0.93	\$ (6.21)
Weighted-average common shares outstanding			
Basic	13,050,559	12,995,525	6,829,734
Diluted	13,247,389	12,995,525	6,829,734
Dividends per share	\$ 0.00	\$ 0.00	\$ 0.00

*See accompanying notes to the consolidated financial statements.*

**PREFERRED BANK**  
**Consolidated Statements of Changes in Shareholders' Equity**  
**Years Ended December 31, 2012, 2011 and 2010**  
(In thousands, except share and dividends declared per share data)

	Preferred Stock	Common Stock Shares	Common Stock Amount	Treasury Stock	Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total Shareholders' Equity
<b>Balance as of December 31, 2010</b>	\$ —	13,188,305	\$ 162,884	\$(19,115)	\$ 22,539	\$ (18,767)	\$ (6,207)	\$ 141,334
Accretion of preferred stock discount	—	—	—	—	(142)	142	—	—
Restricted stock award grant	—	36,800	—	—	725	—	—	725
Restricted stock award forfeitures	—	(4,150)	—	—	—	—	—	—
Share-based compensation	—	—	—	—	333	—	—	333
Net income	—	—	—	—	—	12,234	—	12,234
Change in Non-credit OTTI in AOCI, net of taxes	—	—	—	—	—	—	263	263
Change in unrealized loss, net of tax	—	—	—	—	—	—	3,159	3,159
<b>Balance as of December 31, 2011</b>	\$ —	13,220,955	\$ 162,884	\$(19,115)	\$ 23,456	\$ (6,391)	\$ (2,786)	\$ 158,048
Restricted stock award grant	—	8,600	—	—	542	—	—	542
Restricted stock award forfeitures	—	(416)	—	—	—	—	—	—
Stock options exercised	—	5,469	43	—	—	—	—	43
Share-based compensation	—	—	—	—	546	—	—	546
Net income	—	—	—	—	—	23,872	—	23,872
Change in Non-credit OTTI in AOCI, net of taxes	—	—	—	—	—	—	296	296
Change in unrealized gain, net of tax	—	—	—	—	—	—	4,491	4,491
<b>Balance as of December 31, 2012</b>	\$ —	13,234,608	\$ 162,927	\$(19,115)	\$ 24,544	\$ 17,481	\$ 2,001	\$ 187,838

**PREFERRED BANK**  
**Consolidated Statements of Cash Flows**  
**Years Ended December 31, 2012, 2011 and 2010**  
(In thousands)

	<u>2012</u>	<u>2011</u>	<u>2010</u>
<b>Cash flows from operating activities:</b>			
Net income	\$ 23,872	\$ 12,234	\$ (16,810)
Adjustments to reconcile net income to net cash provided by operating activities:			
Provision for credit losses	19,800	5,700	16,550
Net change in deferred loan fees	982	1,095	526
(Gain) loss on sale and call of securities available-for-sale	(575)	(81)	61
Amortization of investment securities discounts and premiums, net	595	530	554
Depreciation and amortization	650	738	895
Net loss on disposal of equipment	—	—	23
Impairment of securities available for sale	24	32	412
Federal Home Loan Bank stock dividends	(119)	276	556
Share-based compensation expense	1,087	1,059	1,671
Write-down on other real estate owned	4,018	4,870	8,476
Net (gain) loss on sale of loans	(290)	656	1,518
Deferred tax expense (benefit)	(19,996)	(6,979)	2,569
Net loss on sale of other real estate owned	387	1,090	1,041
(Increase) Decrease in BOLI, accrued interest receivable, and other assets	(4,135)	3,737	29,878
Increase (decrease) in accrued interest payable and other liabilities	158	194	(1,665)
Net cash provided by operating activities	<u>26,460</u>	<u>25,150</u>	<u>46,255</u>
<b>Cash flows from investing activities:</b>			
Proceeds from maturities and redemptions of securities held-to-maturity	2,062	33,761	18,559
Proceeds from maturities and redemptions of securities available-for-sale	28,386	3,002	—
Proceeds from sale of securities available-for-sale	11,096	20,453	56,904
Purchase of securities held-to-maturity	—	(6,052)	—
Purchase of securities available-for-sale	(82,967)	(34,034)	(146,359)
Proceeds from sale of other real estate owned	7,945	14,982	30,607
Proceeds from sale of loans	2,534	35,642	20,693
Proceeds from recoveries of written off loans	570	1,217	633
Net decrease (increase) in loans	(199,932)	(96,468)	44,985
Purchase of bank premises and equipment	(244)	(109)	(11)
Net cash provided by (used in) investing activities	<u>(230,550)</u>	<u>(27,606)</u>	<u>26,011</u>
<b>Cash flows from financing activities:</b>			
Increase (decrease) in deposits	239,574	36,688	(79,147)
Decrease in other borrowings	—	—	(23,000)
Decrease in senior debt	(25,996)	—	—
Net proceeds from stock issuance	—	—	70,043
Proceeds from the exercise of stock options	43	—	—
Net cash provided by (used in) financing activities	<u>213,620</u>	<u>36,688</u>	<u>(32,104)</u>
Net increase in cash and cash equivalents	9,530	34,233	40,162
Cash and cash equivalents at beginning of year	142,466	108,233	68,071
Cash and cash equivalents at end of year	<u>151,995</u>	<u>142,466</u>	<u>108,233</u>
<b>Supplemental disclosure of cash flow information</b>			
Cash paid during the period for:			
Interest	\$ 8,107	\$ 10,727	\$ 16,054
Income taxes	\$ 4,410	\$ 154	\$ 58
Noncash activities:			
Real estate acquired in settlement of loans	\$ 6,103	\$ 6,107	\$ 33,598
Loans to facilitate the sale of other real estate owned	\$ 3,050	\$ 4,535	\$ 21,392
Transfer of loans receivable to loans held for sale	\$ 31,784	\$ 40,806	\$ 35,643
Transfer of liabilities to equity	\$ —	\$ —	\$ 3,154

*See accompanying notes to consolidated financial statements.*

# PREFERRED BANK

## Notes to Consolidated Financial Statements

### (1) Summary of Significant Accounting Policies

Preferred Bank (the Bank) is a full service commercial bank and is engaged primarily in commercial, real estate, and international lending to customers with businesses domiciled in the state of California. The accounting and reporting policies of the Bank are in accordance with accounting principles generally accepted in the United States of America and conform to general practices in the banking industry. The following is a summary of the Bank's significant accounting policies.

#### (a) Basis of Presentation

The financial statements include the accounts of Preferred Bank and its subsidiary, PB Investment and Consulting, Inc. (collectively the "Bank" or the "Company"). The audited consolidated financial statements of the Company have been prepared in conformity with accounting principles generally accepted in the United States of America.

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

Material estimates that are particularly susceptible to significant changes in the near-term relate to the determination of the allowance for loan losses. In connection with the determination of the allowance for loan losses, management obtains independent appraisals for significant properties, evaluates overall loan portfolio characteristics and delinquencies and monitors economic conditions.

The consolidated financial statements reflect management's evaluation of subsequent events through the date of issuance of this Annual Report on Form 10-K.

#### (b) Reverse Stock Split

At the May 24, 2011 Annual Meeting of Shareholders, the shareholders of the Bank approved the proposal to authorize the Board of Directors in its discretion, without further authorization of the Bank's shareholders, to amend the Bank's Articles of Incorporation to effect a reverse split of the Bank's common stock by a ratio of one for five ("Reverse Stock Split"). Pursuant to Section 697 of the California Financial Code, the approval of the Reverse Stock Split was also subject to receipt of an Order of Exemption from the California Department of Financial Institutions, which the Bank received on June 17, 2011. Upon receipt of the Order of Exemption, the Bank's Board of Directors amended the Bank's Articles of Incorporation to reflect the effect of the Reverse Stock Split of the Bank's common stock effective with respect to the shareholders of record at the close of business on June 17, 2011 (the "Effective Time"). At the Effective Time every five shares of Preferred Bank's pre-split common shares automatically were converted into one post-split share. The Reverse Stock Split affected all holders of common stock uniformly and did not affect any shareholder's percentage ownership interest in the Bank, except record holders of common stock otherwise entitled to a fractional share as a result of the Reverse Stock Split received a cash payment in lieu of such fractional share in a proportional amount based on the closing price of the common stock on the NASDAQ Stock Exchange at the Effective Time. Under the terms of the Bank's equity incentive plans, at the Effective Time, the number of shares reserved for issuance under the plans was proportionately decreased in accordance with the exchange ratio. Under the terms of the options granted under the plans, at the Effective Time, the number of shares covered by each option decreased and the conversion or exercise price per share increased in accordance with the exchange ratio. After giving effect to the Reverse Stock Split, we have retroactively adjusted the number of common shares outstanding at December 31, 2010 to 13,188,305. Accordingly, all references in the accompanying consolidated statements of financial condition, statements of operations and statements of changes in shareholders' equity to the number of common stock shares and earnings per share amounts have been retroactively adjusted for all periods presented. The number of authorized common shares is 20,000,000 subsequent to the Reverse Stock Split.

## PREFERRED BANK

### Notes to Consolidated Financial Statements

(c) Principles of Consolidation

The financial statements include the accounts of the Company and its subsidiary, PB Investment and Consulting, Inc. All intercompany transactions and accounts have been eliminated in consolidation.

(d) Cash and Cash Equivalents

Cash and cash equivalents include cash and due from banks, and federal funds sold, all of which have original or purchased maturities of less than 90 days. Included in the Bank's cash balances are cash reserves required by FRB in the amounts of \$3.1 million and \$1.0 million as of December 31, 2012 and 2011, respectively.

(e) Investment Securities

The Bank classifies its debt and equity securities in two categories: held-to-maturity or available-for-sale. Securities that could be sold in response to changes in interest rates, increased loan demand, liquidity needs, capital requirements, or other similar factors are classified as securities available-for-sale. These securities are carried at fair value. Unrealized holding gains or losses, net of the related tax effect, on available-for-sale securities are excluded from income and are reported as a separate component of shareholders' equity as other comprehensive income net of applicable taxes until realized. Realized gains and losses from the sale of available-for-sale securities are determined on a specific-identification basis. Securities classified as held-to-maturity are those that the Bank has the positive intent and ability to hold until maturity. These securities are carried at amortized cost, adjusted for the amortization or accretion of premiums or discounts. At December 31, 2012 and 2011, there were \$979,000 and \$3.0 million classified in the held-to-maturity portfolio.

At each reporting date, the Bank performs an impairment analysis on its investment securities portfolio, following FASB standards in identifying whether a market for an asset or liability is distressed or inactive, determining whether an entity has the intent and ability to hold a security to its anticipated recovery and whether an investment is other-than-temporarily-impaired. If it is determined that the impairment is other than temporary for equity securities, the impairment loss is recognized in earnings equal to the difference between the investment's cost and its fair value. If it is determined that the impairment is other-than-temporary for debt securities, the Bank will recognize the credit component of an other-than-temporary impairment in earnings and the non-credit component in other comprehensive income when the Bank does not intend to sell the security and it is more likely than not that the Bank will not be required to sell the security prior to recovery. The new cost basis is not changed for subsequent recoveries in fair value.

Premiums and discounts are amortized or accreted over the life of the related held-to-maturity or available-for-sale security as an adjustment to yield using the effective-interest method. Dividend and interest income are recognized when earned.

(f) Loans and Loan Origination Fees and Costs

Loans that the Bank has both the intent and ability to hold for the foreseeable future, or until maturity, are held at carrying value, less related allowance for loan loss and deferred loan fees. Interest income is recorded on an accrual basis in accordance with the terms of the loans.

Loan origination fees, offset by certain direct loan origination costs and commitment fees, are deferred and recognized in income as a yield adjustment using the effective interest yield method over the contractual life of the loan, which approximates the interest method. If a commitment expires unexercised, the commitment fee is recognized as income.

Loans on which the accrual of interest has been discontinued are designated as non-accrual loans. The accrual of interest on loans is discontinued when principal or interest is past due 90 days or more unless the loan is both well secured and in the process of collection. In addition, a loan that is current may be placed on non-accrual status if the Bank believes substantial doubt exists as to whether the Bank will collect all principal and contractual due interest. When loans are placed on non-accrual status, all interest previously accrued, but not collected, is reversed against current period interest income. Interest received on non-accrual loans is subsequently recognized as interest income or applied against the principal balance of the loan. The loan is generally returned to accrual status when the borrower has brought the past due principal and interest payments

## PREFERRED BANK

### Notes to Consolidated Financial Statements

current and, in the opinion of management, the borrower has demonstrated the ability to make future payments of principal and interest as scheduled.

Loans are considered for full or partial charge-offs in the event that they are impaired, considered collateral dependent, principal or interest is over 90 days past due, the loan lacks sufficient collateral protection and are not in the process of collection. The Bank also considers charging off loans in the event of any of the following circumstances: 1) the impaired loan balances are not covered by the fair value of the collateral or discounted cash flow; 2) the loan has been identified for charge-off by regulatory authorities; and 3) any overdrafts greater than 90 days.

The Bank measures a loan for impairment when it is “probable” that it will be unable to collect all amounts due (i.e. both principal and interest) according to the contractual terms of the loan agreement. A loan is also considered impaired when the recorded investment in the loan is less than the present value of expected future cash flows (discounted at the loan’s effective interest rate). By definition, all loans classified as troubled debt restructures are considered impaired and measured for impairment. The measurement of impairment is based on (1) the present value of the expected future cash flows of the impaired loan discounted at the loan’s original effective interest rate, (2) the observable market price of the impaired loan, or (3) the fair value of the collateral of a collateral-dependent loan. The amount by which the recorded investment of the loan exceeds the measure of the impaired loan is recognized by recording a valuation allowance with a corresponding charge to the provision for loan losses. All loans classified as “substandard” or “doubtful” are analyzed for impairment. The Bank recognizes interest income on impaired loans based on its existing methods of recognizing interest income on non-accrual loans.

Troubled Debt Restructured (“TDR”) loans are defined by ASC 310-40, “Troubled Debt Restructurings by Creditors” and ASC 470-60, “Troubled Debt Restructurings by Debtors,” and evaluated for impairment in accordance with ASC 310-10-35. The concessions may be granted in various forms, including reduction in the stated interest rate, reduction in the amount of principal amortization, forgiveness of a portion of a loan balance or accrued interest, or extension of the maturity date.

#### (g) Allowance for Loan and Lease Losses

The allowance for loan and lease losses is maintained at a level considered adequate to provide for losses that are probable and reasonably estimable. The adequacy of the allowance for loan losses is based on management’s evaluation of the collectability of the loan and lease portfolio and that evaluation is based on historical loss experience and other significant factors.

The methodology we use to estimate the amount of our allowance for loan and lease losses is based on both objective and subjective criteria. While some criteria are formula driven, other criteria are subjective inputs included to capture environmental and general economic risk elements which may trigger losses in the loan portfolio.

Specifically, our allowance methodology contains four elements: (a) amounts based on specific evaluations of impaired loans; (b) amounts of estimated losses on loans classified as ‘special mention’ and ‘substandard’ that are not already included in impaired loan analysis; (c) amounts of estimated losses on loans not adversely classified which we refer to as ‘pass’ based on historical loss rates by loan type; and (d) amounts for estimated losses on loans rated as pass and substandard that are not already included in impaired analysis based on economic and other qualitative factors that indicate probable losses were incurred but were not captured through the other elements of our allowance adequacy analysis.

Impaired loans are identified at each reporting date based on certain criteria and individually reviewed for impairment. A loan is considered impaired when it is probable that the Bank will be unable to collect all amounts due according to the original contractual terms of the loan agreement.

Our loan portfolio, excluding impaired loans which are evaluated individually, is categorized into several segments for purposes of determining allowance amounts by loan segment. The loan pools we currently evaluate are: commercial & industrial, trade finance, real estate – land, mini-perm, real estate construction and other loans.

## PREFERRED BANK

### Notes to Consolidated Financial Statements

Each of these segments is then further broken down based on industry, geography or property type or a combination thereof. Within these loan pools, we then evaluate loans rated as pass credits, separately from adversely classified loans. The allowance amounts for pass rated loans are determined using historical loss rates developed through migration analyses. The adversely classified loans are further grouped into three credit risk rating categories: special mention, substandard and doubtful.

Finally, in order to ensure our allowance methodology is incorporating recent trends and economic conditions, we apply environmental and general economic factors to our allowance methodology including: credit concentrations; delinquency trends; economic and business conditions; the quality of lending management and staff; lending policies and procedures; loss and recovery trends; nature and volume of the portfolio; non-accrual and problem loan trends; and other adjustments for items not covered by other factors. We base our allowance for loan losses on an estimation of probable losses inherent in our loan portfolio.

(h) Other Real Estate Owned (OREO)

Other real estate owned, consisting of real estate acquired through foreclosure or other proceedings, is initially stated at fair value of the property based on appraisal, less estimated selling costs. Any cost in excess of the fair value at the time of acquisition is accounted for as a loan charge-off and deducted from the allowance for loan and lease losses. A valuation allowance is established for any subsequent declines in value through a charge to earnings. Operating expenses of such properties, net of related income, and gains and losses on their disposition are included in loss on sale of REO and related expense, as appropriate.

(i) Bank Furniture and Fixtures

Bank furniture and fixtures are stated at cost, less accumulated depreciation and amortization. Depreciation on furniture and equipment is computed on a straight-line method over the estimated useful lives of the assets, generally three to five years. Leasehold improvements are capitalized and amortized on the straight-line method over the estimated useful life of the improvement or the term of lease, whichever is shorter. Buildings are amortized on the straight-line method over 30 years.

(j) Comprehensive Income

Comprehensive income consists of net income and net unrealized gains (losses) on securities available-for-sale and is presented in the statements of operations and comprehensive (loss) income.

(k) Income Taxes

The Bank accounts for income taxes using the asset and liability method. The objective of the asset and liability method is to establish deferred tax assets and liabilities for the temporary differences between the financial reporting basis and the tax basis of the Bank's assets and liabilities at enacted tax rates expected to be in effect when such amounts are realized or settled. A valuation allowance is established for deferred tax assets if based on the weight of available evidence, it is more likely than not that some portion or all of the deferred tax assets will not be realized. The valuation allowance is sufficient to reduce the deferred tax assets to the amount that is more likely than not to be realized.

(l) Earnings per Share

Earnings per share (EPS) are computed on a basic and diluted basis. Basic EPS is computed by dividing net income adjusted by presumed dividend payments and earnings on unvested restricted stock by the weighted average number of common shares outstanding. Losses are not allocated to participating securities. Unvested shares of restricted stock are excluded from basic shares outstanding. Diluted EPS 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 in the issuance of common stock that shares in the earnings of the Bank.

## PREFERRED BANK

### Notes to Consolidated Financial Statements

(m) Share-Based Compensation

Employees and directors participate in the following stock option compensation plans--the 1992 Stock Option Plan, Interim Stock Option Plan and the 2004 Equity Incentive Plan. Share-based compensation expense for all share-based payment awards is based on the grant-date fair value estimated in accordance with the provisions of ASC 718. The Bank recognizes these compensation costs on a straight-line basis over the requisite service period for the entire award of generally three to five years, and options expire between four and ten years from the date of grant. See Note 13 for further discussion.

(n) Bank-Owned Life Insurance (BOLI)

Bank-owned life insurance policies are carried at their cash surrender value. Income from BOLI is recognized when earned.

(o) Use of Estimates

Management of the Bank has made a number of estimates and assumptions relating to the reporting of assets and liabilities and the disclosure of contingent assets and liabilities to prepare these financial statements in conformity with accounting principles generally accepted in the United States of America. Actual results could differ from these estimates. The most significant estimates subject to change relates to the allowance for loan losses, the valuation of other real estate owned, and accounting for deferred tax assets. If the allowance is not adequate as of December 31, 2012 then additional losses could be realized in 2013. The carrying value of other real estate owned; if real estate values deteriorate further then the Bank could suffer additional losses on the disposition of its other real estate owned. If estimates related to future cash flows used to determine fair value of investment securities is incorrect then the Bank could be subject to further other-than-temporary impairment charges.

(p) Risk and Uncertainties

Preferred Bank is a commercial bank which takes in deposits from businesses and individuals and provides loans to real estate developers/owners and individuals. The Bank's main source of revenue is interest income from loans and investment securities and its main expenses are interest expense paid on deposits and borrowings and compensation expenses to its employees. The Bank's operations are located and concentrated primarily in Southern California and are likely to remain so for the foreseeable future.

As of December 31, 2012, approximately 95% of the total dollar amount of the Bank's loans and commitments was related to collateral or borrowers located within California. Because the Bank's loan portfolio is concentrated in commercial and residential real estate, the performance of these loans may be affected by further continued weakness or further negative changes in California's economic and business conditions and the real estate market of Southern California. Deterioration in economic conditions could have a material adverse effect on the quality of the Bank's loan portfolio and the demand for its products and services. In addition, during this period of economic slowdown, the Bank has experienced a decline in collateral values and an increase in delinquencies and defaults. Further declines in collateral values and an increase in delinquencies and defaults increase the possibilities and severity of losses. California real estate is also subject to certain natural disasters, such as earthquakes, fires, floods and mud slides, as well as civil unrest, which are typically not covered by the standard hazard insurance policies maintained by the Bank's borrowers. Uninsured disasters may render borrowers unable to repay loans made by the Bank and lower collateral values.

(q) Segment Reporting

Through our branch network, the Bank provides a broad range of financial services to individuals and companies located primarily in Southern California. Their services include demand, time and savings deposits and real estate, business and consumer lending. While our chief decision makers monitor the revenue streams of our various products and services, operations are managed and financial performance is evaluated on a company-wide basis. Accordingly, the Bank considers all of our operations are aggregated in one reportable operating segment.



## PREFERRED BANK

### Notes to Consolidated Financial Statements

#### (r) Recently Issued Accounting Standards

Following are the recently issued updates to the codification of U.S. Accounting Standards (ASUs), which are the most relevant to the Bank.

In May 2011, the FASB issued ASC update No. 2011-04, "Fair Value Measurement (Topic 820), Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs." The amendments in this Update result in common fair value measurement and disclosure requirements in U.S. GAAP and IFRSs. Consequently, the amendments change the wording used to describe many of the requirements in U.S. GAAP for measuring fair value and for disclosing information about fair value measurements. Some of the amendments clarify the application of existing fair value measurement requirements. Other amendments change a particular principle or requirement for measuring fair value or for disclosing information about fair value measurements. The amendments that clarify the application of existing fair value measurements and disclosure requirements include the following: 1) application of the highest and best use and valuation premise concepts, 2) measuring the fair value of an instrument classified in a reporting entity's shareholders' equity, and 3) disclosures about fair value measurements that clarify that a reporting entity should disclose quantitative information about the unobservable inputs used in a fair value measurement that is categorized within Level 3 of the fair value hierarchy. The amendments in this Update that change a particular principle or requirement for measuring fair value or disclosing information about fair value measurements include the following: 1) measuring the fair value of financial instruments that are managed within a portfolio, 2) application of premiums and discounts in a fair value measurement, and 3) additional disclosures about fair value measurements. The amendments in this Update are to be applied prospectively and are effective during interim and annual periods beginning after December 15, 2011. The adoption of this guidance did not have a material impact on the Bank.

In December 2011, the Financial Accounting Standards Board ("FASB") issued authoritative guidance related to balance sheet offsetting. The new guidance requires disclosures about assets and liabilities that are offset or have the potential to be offset. These disclosures are intended to address differences in the asset and liability offsetting requirements under U.S. GAAP and International Financial Reporting Standards. This new guidance will be effective for the Bank for interim and annual reporting periods beginning January 1, 2013, with retrospective application required and is not expected to have a material impact on the Bank's consolidated financial statements.

#### (2) Securities Available-for-Sale and Held-to-Maturity

Financial instruments that potentially subject the Bank to concentrations of credit risk consist primarily of loans and investments. The Bank monitors its exposure to such risks and the concentrations may be impacted by changes in economic, industry or political factors.

The Bank aims to maintain a diversified investment portfolio including issuer, sector and geographic stratification, where applicable, and has established certain exposure limits, diversification standards and review procedures to mitigate credit risk.

Other than U.S. government agencies (Fannie Mae and Freddie Mac, when combined), the Bank has no exposure within its investment portfolio to any single issuer greater than 10% of equity capital.

**PREFERRED BANK**

**Notes to Consolidated Financial Statements**

The carrying value of our held-to-maturity investment securities was \$979,000 at December 31, 2012 and \$3.0 million at December 31, 2011. The table below shows the amortized cost, gross unrealized gains and losses and estimated fair value of securities held-to-maturity as of December 31, 2012 and 2011:

	<b>December 31, 2012</b>			
	<b>Amortized cost</b>	<b>Gross unrealized gains</b>	<b>Gross unrealized losses</b>	<b>Estimated fair value</b>
	<b>(In thousands)</b>			
Collateralized debt obligations	\$ 979	\$ 3	\$ —	\$ 982

	<b>December 31, 2011</b>			
	<b>Amortized cost</b>	<b>Gross unrealized gains</b>	<b>Gross unrealized losses</b>	<b>Estimated fair value</b>
	<b>(In thousands)</b>			
Collateralized debt obligations	\$ 3,021	\$ —	\$ (124)	\$ 2,897

The table below shows the amortized cost, the total other-than-temporary impairment recognized in accumulated other comprehensive income, gross unrealized gains and losses, and estimated fair value of securities available for sale as of December 31, 2012 and 2011.

	<b>December 31, 2012</b>				
	<b>Amortized cost</b>	<b>Gross unrealized gains</b>	<b>Gross unrealized losses</b>	<b>Non-credit other-than-temporary impairment</b>	<b>Estimated fair value</b>
	<b>(In thousands)</b>				
Corporate notes	\$ 49,347	\$ 3,092	\$ (1,458)	\$ —	\$ 50,981
Mortgage-backed securities	95,873	1,103	(52)	—	96,924
Collateralized mortgage obligations	24,664	67	(71)	—	24,660
Municipal securities	24,823	988	—	—	25,811
Principal-only strip securities	5,719	127	—	—	5,846
Mutual funds – government bond funds	5,000	—	(27)	—	4,973
Collateralized debt obligations	1,863	1	—	(317)	1,547
<b>Total securities available-for-sale</b>	<b>\$ 207,289</b>	<b>\$ 5,378</b>	<b>\$ (1,608)</b>	<b>\$ (317)</b>	<b>\$ 210,742</b>

PREFERRED BANK

Notes to Consolidated Financial Statements

	December 31, 2011				
	Amortized cost	Gross unrealized gains	Gross unrealized losses (In thousands)	Non-credit other-than-temporary impairment	Estimated fair value
U.S. government agency securities	\$ 5,736	\$ 3	\$ —	\$ —	\$ 5,739
Corporate notes	43,226	57	(4,385)	—	38,898
Mortgage-backed securities	50,846	909	(21)	—	51,734
Collateralized mortgage obligations	23,253	—	(686)	—	22,567
Municipal securities	21,746	214	(451)	—	21,509
Principal-only strip securities	6,934	—	(11)	—	6,923
Collateralized debt obligations	2,072	—	—	(848)	1,224
SBA securities	10,055	512	—	—	10,567
USDA security	6,922	—	—	—	6,922
Total securities available-for-sale	<u>\$ 170,790</u>	<u>\$ 1,695</u>	<u>\$ (5,554)</u>	<u>\$ (848)</u>	<u>\$ 166,083</u>

Gross unrealized losses on securities available-for-sale and the fair value of the related securities, aggregated by investment category and length of time that the individual securities have been in a continuous unrealized loss position, at December 31, 2012 and 2011 are as follows:

	December 31, 2012					
	Less than 12 months		12 months or greater		Total	
	Estimated fair value	Unrealized losses	Estimated fair value	Unrealized losses	Estimated fair value	Unrealized losses
	(In thousands)					
Corporate notes	\$ —	\$ —	\$ 18,217	\$ (1,458)	\$ 18,217	\$ (1,458)
Mortgage-backed securities	10,148	(52)	—	—	10,148	(52)
Collateralized mortgage obligations	3,519	(71)	—	—	3,519	(71)
Municipal securities	—	—	—	—	—	—
Mutual funds – government bond funds	—	—	4,973	(27)	4,973	(27)
Principal-only strip securities	—	—	—	—	—	—
Collateralized debt obligations	—	—	1,100	(317)	1,100	(317)
Total securities available-for-sale	<u>\$ 13,667</u>	<u>\$ (123)</u>	<u>\$ 24,290</u>	<u>\$ (1,802)</u>	<u>\$ 37,957</u>	<u>\$ (1,925)</u>

**PREFERRED BANK**

**Notes to Consolidated Financial Statements**

	<b>December 31, 2011</b>					
	<b>Less than 12 months</b>		<b>12 months or greater</b>		<b>Total</b>	
	<b>Estimated fair value</b>	<b>Unrealized losses</b>	<b>Estimated fair value</b>	<b>Unrealized losses</b>	<b>Estimated fair value</b>	<b>Unrealized losses</b>
	(In thousands)					
Corporate notes	\$ 16,158	\$ (1,098)	\$ 17,598	\$ (3,287)	\$ 33,756	\$ (4,385)
Mortgage-backed securities	3,890	(21)	—	—	3,890	(21)
Collateralized mortgage obligations	4,738	(356)	17,829	(330)	22,567	(686)
Municipal securities	1,786	(12)	10,605	(439)	12,391	(451)
Principal-only strip securities	6,923	(11)	—	—	6,923	(11)
Collateralized debt obligations	—	—	1,224	(848)	1,224	(848)
Total securities available-for-sale	<u>\$ 33,495</u>	<u>\$ (1,498)</u>	<u>\$ 47,256</u>	<u>\$ (4,904)</u>	<u>\$ 80,751</u>	<u>\$ (6,402)</u>

The Bank's investment portfolio is primarily comprised of corporate notes, U.S. government securities, collateralized mortgage obligations, municipal securities, and mortgage-backed securities.

Preferred Bank performs a regular impairment analysis on its investment securities portfolio and management has analyzed all investment securities which have an amortized cost that exceeds fair value as of December 31, 2012.

The Bank owns three collateralized debt obligations ("CDO's") in its available-for-sale portfolio which consist of pools of bank trust preferred securities. As of December 31, 2012, the amortized cost of two CDO's exceeded the fair value. The fair value was determined based on future expected cash flows which were estimated using a discount rate that is an interest rate that represents a market equivalent rate on a similarly-rated corporate security with a similar maturity date that trades in an active market. Added to that rate was an illiquidity premium of 100 basis points which determined the actual discount rate. Management then used current deferrals and defaults and estimated the expected future defaults within the underlying pool of issuers which was based on taking the current deferrals/defaults in the pools and then determining which banks were likely to default in the future. This future expectation of defaults was based on the individual banks' tier 1 leverage capital (compared to regulatory requirements), tangible common equity ("TCE") ratios and levels of non-performing assets compared to total assets. Based on this information, Management would then make an assertion as to whether each bank issuer was likely to defer interest payments or default altogether at some future date. In addition to those specific defaults, Management estimated additional default rates as a percentage of the overall pool, with higher default rates applied in the short-term and then decreasing over the remaining term of the securities.

Management then proceeded to determine credit-related OTTI based on guidance of Investments – Debt and Equity Securities Topic of FASB ASC. In this analysis, Management ran expected cash flows on all three securities using a discount rate that was equal to the accretable yield on all three securities and using all of the same default assumptions as described above. The result of this analysis indicated that all three securities were temporarily impaired and one of these had a credit-related other-than-temporary impairment of \$24,000 and \$32,000 during 2012 and 2011, respectively, which was recognized in income. The non-credit related impairment for these securities was \$317,000 and \$847,000 at December 31, 2012 and 2011, respectively, and was reflected in the accumulated other comprehensive loss.

As of December 31, 2012, the Bank owned 6 corporate securities where the amortized cost exceeded fair value. The total amortized cost of these securities was \$19.7 million and their fair value was \$18.2 million. Management performed an analysis on all of the issuers of these securities which focused on the recent financial results of the companies, capital ratios and long-term prospects of the issuer and deemed all 6 corporate securities to be temporarily impaired. The Bank had recorded no credit-related OTTI charges on corporate securities during 2012, and also had zero OTTI charges relating to corporate securities in 2011 and 2010.

As of December 31, 2012, the Bank owned one collateralized mortgage obligation ("CMO") where the amortized cost exceeded fair value. The amortized cost of this security was \$3.6 million and the fair value was \$3.5 million. Management determined that the CMO security was not other-than-temporarily impaired as of December 31, 2012. This

## PREFERRED BANK

### Notes to Consolidated Financial Statements

determination was made based on several factors such as debt rating of the security, amount of credit protection, the Bank's intent and ability to hold the security until a recovery in value and the determination that it is not more likely than not that the Bank will be required to sell the security prior to recovery of amortized cost basis.

The Bank owns 21 municipal investment securities. Each of these securities carries an investment-grade rating. As of December 31, 2012, zero of these issues were in an unrealized loss position. As such, management determined that there is no other-than-temporary impairment for municipal investment securities as of December 31, 2012.

At December 31, 2012, the Bank held one agency-backed principal-only (PO) strip security with a fair value of \$5.8 million and an amortized cost of \$5.7 million. The Bank also held one CDO classified as held-to-maturity with an amortized cost of \$979,000 and a fair value of \$982,000.

At December 31, 2012, there were 8 and 9 investment securities that were in an unrealized loss position for less than 12 months and for 12 months or greater, respectively. Temporary impairments related to corporate notes, mortgage-backed securities, collateralized mortgage obligation, and municipal securities are primarily attributable to declining market prices caused by lack of trading liquidity in these instruments and in the case of corporate notes, resulted from increases in credit spreads between U.S. Treasuries and corporate bonds subsequent to the date that these securities were purchased. None of the securities in the Bank's investment portfolio rely on an insurance wrap as a credit enhancement. Management believes that it is not probable that the Bank will not receive all amounts due under the contractual terms of these securities. If economic conditions worsen, or if the financial condition of specific issuers within these portfolios deteriorates, then the Bank could record OTTI charges in 2013 on specific investments within these portfolios.

Cash proceeds from sales of securities available-for-sale totaled \$11.1 million, \$20.5 million and \$56.9 million in 2012, 2011, and 2010, respectively. Net realized gains for sales and calls of securities totaled \$554,000, \$81,000, \$61,000 and gain from mutual funds was \$21,000, \$0, and \$0 for the years ended December 31, 2012, 2011, and 2010, respectively. Investment securities having a fair value of approximately \$125.0 million and \$155.4 million were pledged to secure governmental deposits, treasury tax and loan deposits, borrowing lines from the Federal Reserve Bank and FHLB as of December 31, 2012 and 2011, respectively.

The amortized cost and estimated fair value of securities at December 31, 2012 and 2011, by contractual maturity, are shown below. Mortgage-backed securities are classified in accordance with their estimated average life. Expected maturities differ from contractual maturities mainly due to prepayment rates; changes in prepayment rates will affect a security's average life.

	2012		2011	
	Available-for-Sale		Available-for-Sale	
	Amortized cost	Estimated fair value	Amortized cost	Estimated fair value
	(In thousands)			
Due in one year or less	\$ —	\$ —	\$ —	\$ —
Due after one year through five years	6,464	7,061	1,318	1,416
Due after five years through ten years	49,867	51,974	39,647	36,840
Due after ten years	150,958	151,707	129,825	127,827
Total	\$ 207,289	\$ 210,742	\$ 170,790	\$ 166,083

The following table provides a roll-forward of the amounts recognized in earnings for those debt securities that have been other-than-temporarily impaired because of credit losses which also have an other-than-temporary impairment due to non-credit factors recorded as a component of other comprehensive income for the year ended December 31, 2012 and 2011:

PREFERRED BANK

Notes to Consolidated Financial Statements

	Beginning Balance as of December 31, 2011	Additions for the amount related to the credit loss for which OTTI was not previously recognized	Reductions for Securities Sold	Reductions for securities for which the amount previously recognized in OCI was recognized in earnings (in thousands)	Additional increases to the amount related to credit loss for which OTTI loss was previously recognized	Reductions for increases in cash flows expected to be collected that are recognized over the remaining life of the security	Ending Balance as of December 31, 2012
Amounts related to credit losses on debt securities for which a portion of OTTI was recognized in OCI	\$ 1,617	\$ —	\$ —	\$ —	\$ 24	\$ —	\$ 1,641

	Beginning Balance as of December 31, 2010	Additions for the amount related to the credit loss for which OTTI was not previously recognized	Reductions for Securities Sold	Reductions for securities for which the amount previously recognized in OCI was recognized in earnings (in thousands)	Additional increases to the amount related to credit loss for which OTTI loss was previously recognized	Reductions for increases in cash flows expected to be collected that are recognized over the remaining life of the security	Ending Balance as of December 31, 2011
Amounts related to credit losses on debt securities for which a portion of OTTI was recognized in OCI	\$ 1,585	\$ —	\$ —	\$ —	\$ 32	\$ —	\$ 1,617

(3) Loans and Leases and Allowance for Loan and Lease Losses

The loans and leases portfolio as of December 31, 2012 and 2011 is summarized as follows:

	2012	2011
	(In thousands)	
Real estate-mini perm	\$ 672,647	\$ 575,172
Real estate-construction	74,410	71,942
Commercial	324,753	252,161
Trade finance	47,413	49,750
Other Loans	330	606
Gross loans	1,119,553	949,631
Less:		
Allowance for loan and lease losses	(20,607)	(23,718)
Deferred loan fees, net	(2,019)	(1,037)
Loans excluding loans held for sale	1,096,927	924,876
Loans held for sale	12,150	3,996
Total loans, net	\$ 1,109,077	\$ 928,872

The majority of the Bank's loans is to customers and businesses in the state of California and/or secured by properties located primarily in the greater Los Angeles metropolitan area. All loans are made based on the same credit standards regardless of where the customers and/or collateral properties are located.

The Bank had \$26.1 million of non-accrual loans and leases at December 31, 2012 compared to \$47.5 million at December 31, 2011. These loans and leases had interest due, but not recognized, of approximately \$1.8 million and \$3.4

**PREFERRED BANK**

**Notes to Consolidated Financial Statements**

million in 2012 and 2011, respectively. The Bank had zero loans past due 90 or more days and still accruing interest as of both December 31, 2012 and December 31, 2011.

The following tables depict the Bank's past due loans by class as of December 31, 2012 and 2011:

<b>December 31, 2012</b>	30-89 Days	90+ Days	Non-accrual &	Total Past	Non-accrual
Loan Class:	Accruing	Still Accruing	Non-current	Due	Current
	<i>(in thousands)</i>				
Real estate - Mini-perm					
R/E - Residential	\$ —	\$ —	\$ 727	\$ 727	\$ —
R/E - Commercial	5,382	—	1,265	6,647	—
Total R/E - Mini-perm	5,382	—	1,992	7,374	—
Real Estate - Construction					
Construction - Residential	—	—	5,543	5,543	—
Construction - Commercial	5,400	—	—	5,400	—
Total R/E - Construction	5,400	—	5,543	10,943	—
Commercial and Industrial	376	—	11,460	11,836	—
Trade Finance	—	—	—	—	—
Other	—	—	—	—	—
Loans held for sale	\$ —	\$ —	\$ 7,150	\$ 7,150	\$ —
Total as of December 31, 2012	\$ 11,158	\$ —	\$ 26,145	\$ 37,303	\$ —

<b>December 31, 2011</b>	30-89 Days	90+ Days	Non-accrual &	Total Past	Non-accrual
Loan Class:	Accruing	Still Accruing	Non-current	Due	Current
	<i>(in thousands)</i>				
Real estate - Mini-perm					
R/E - Residential	\$ -	\$ -	\$ 1,894	\$ 1,894	\$ -
R/E - Commercial	-	-	2,381	2,381	9,544
Total R/E - Mini-perm	-	-	4,275	4,275	9,544
Real Estate - Construction					
Construction - Residential	-	-	5,140	5,140	-
Construction - Commercial	-	-	15,870	15,870	-
Total R/E - Construction	-	-	21,010	21,010	-
Commercial and Industrial	-	-	6,718	6,718	1,910
Trade Finance	-	-	-	-	-
Other	-	-	-	-	-
Loans held for sale	\$ -	\$ -	\$ 3,996	\$ 3,996	\$ -
Total as of December 31, 2011	\$ -	\$ -	\$ 35,999	\$ 35,999	\$ 11,454

**PREFERRED BANK**

**Notes to Consolidated Financial Statements**

The following tables depict the Bank's total non-accrual loans by class for the years ended December 31, 2012 and 2011:

<b>Loan Class</b>	<b>December 31,</b>	
	<b>2012</b>	<b>2011</b>
	<i>(In thousands)</i>	
Real Estate-Mini-Perm:		
R/E - Residential	\$ 727	\$ 1,894
R/E - Commercial	1,265	11,925
Total R/E-Mini-Perm	<u>1,992</u>	<u>13,819</u>
Real Estate - Construction:		
Construction-Residential	5,543	5,140
Construction-Commercial	—	15,870
Total Real Estate - Construction	<u>5,543</u>	<u>21,010</u>
Commercial and Industrial	11,460	8,628
Trade Finance	—	—
Other	—	—
Loans held for sale	<u>7,150</u>	<u>3,996</u>
Total non-accrual loans	<u>\$ 26,145</u>	<u>\$ 47,453</u>

A troubled debt restructuring (“TDR”) is a formal modification of the terms of a loan when the lender, for economic or legal reasons related to the borrower’s financial condition, grants a concession to the borrower. The concessions may be granted in various forms, including change in the stated interest rate, reduction in the loan balance or accrued interest, or extension of the maturity date with a stated interest rate lower than the current market rate.

TDRs may be designated as performing or non-performing. A TDR may be designated as performing if the loan has demonstrated sustained performance under the modified terms. The period of sustained performance may include the periods prior to modification if prior performance met or exceeded the modified terms. For non-performing restructured loans, the loan will remain on non-accrual status until the borrower demonstrates a sustained period of performance, generally six consecutive months of payments. The Bank had \$727,000 and \$16.0 million in total performing restructured loans as of December 31, 2012 and 2011, respectively. Non-performing restructured loans were \$7.2 million and \$11.5 million at December 31, 2012 and 2011, respectively. All TDRs are included in the balance of impaired loans.

The following tables provide information on loans modified as TDRs during the year ended December 31, 2012 and 2011:

	<b>Loans Modified as TDRs During the Year Ended December 31, 2012</b>		
	<b>Number of Contracts</b>	<b>Pre-modification Outstanding Recorded Investment</b>	<b>Post-modification Outstanding Recorded Investment</b>
	<i>(Dollars in thousands)</i>		
Real Estate – Mini-Perm:			
Residential	—	\$ —	\$ —
Commercial	2	14,302	7,876
Real Estate – Construction:			
Residential	—	—	—
Commercial	—	—	—
Commercial & Industrial	1	230	230
Trade Finance	—	—	—
Total	<u>3</u>	<u>\$ 14,532</u>	<u>\$ 8,106</u>



**PREFERRED BANK**

**Notes to Consolidated Financial Statements**

**Loans Modified as TDRs During the  
Year Ended December 31, 2011**

	<b>Number of Contracts</b>	<b>Pre-modification Outstanding Recorded Investment</b>	<b>Post-modification Outstanding Recorded Investment</b>
		<i>(Dollars in thousands)</i>	
Real Estate – Mini-Perm:			
Residential	1	\$ 302	\$ 302
Commercial	3	14,642	12,102
Real Estate – Construction:			
Residential	—	—	—
Commercial	—	—	—
Commercial & Industrial	1	1,702	1,702
Trade Finance	—	—	—
<b>Total</b>	<b>5</b>	<b>\$ 16,646</b>	<b>\$ 14,106</b>

Modification of the term of a loan is individually evaluated based on the loan type and the circumstances of the borrower's financial difficulty in order to maximize the bank's recovery. Real estate mini-perm TDRs were primarily loans where we have modified the scheduled payments to interest only terms for a given period of time, normally one year. We expect to collect the balance of the loan as property cash flows and/or the guarantor's global cash flow improves to allow for the resumption of principal and interest payments. As of December 31, 2012 real estate mini-perm commercial TDRs modified with interest only terms totaled \$7.9 million.

Subsequent to restructuring, a TDR that becomes delinquent, generally beyond 90 days for commercial and industrial and real estate mini-perm commercial loans, becomes non-accrual. There was one real estate mini-perm residential TDR with a recorded investment of \$171,000, three real estate mini-perm commercial TDRs with a combined investment of \$752,000, and one commercial & industrial TDR with a recorded investment of \$230,000 that subsequently defaulted during the year ended December 31, 2012. There was one real estate mini-perm commercial TDR with a recorded investment of \$380,000 which had subsequently defaulted as of December 31, 2011.

All TDRs are included in the impaired loan valuation allowance process. All portfolio segments of TDRs are reviewed for necessary specific reserves in the same manner as impaired loans of the same portfolio segment which have not been identified as TDRs. The modification of the terms of each TDR is considered in the current impairment analysis of the respective TDR. For all portfolio segments of delinquent TDRs and when the restructured loan is less than the recorded investment in the loan, the deficiency is charged-off against the allowance for loan losses. If the loan is a performing TDR the deficiency is included in the specific allowance, as appropriate. As of December 31, 2012, the allowance for loan losses associated with TDRs was \$317,000 for performing TDRs and \$0 for non-performing TDRs.

Impaired loans and leases are those for which it is probable that we will not be able to collect all amounts due according to the contractual terms of the loan or lease agreement. The category of impaired loans and leases is not comparable with the category of non-accrual loans and leases. Management may choose to place a loan or lease on non-accrual status due to payment delinquency or uncertain collectability, while not classifying the loan or lease as impaired if it is probable that we will collect all amounts due in accordance with the original contractual terms of the loan or lease. Impaired loans totaled \$25.0 million and \$73.4 million at December 31, 2012 and 2011, respectively. The total allowance for loan and lease losses related to these loans was \$2.3 million and \$4.9 million at December 31, 2012 and 2011, respectively. Interest income recognized on impaired loans during 2012, 2011 and 2010 was \$598,000, \$1.2 million and \$2.7 million, respectively. At December 31, 2012, the Bank had zero commitments to lend additional funds to debtors whose loans are impaired.

PREFERRED BANK

Notes to Consolidated Financial Statements

Impaired loans, disaggregated by loan class, as of December 31, 2012 and 2011 are set forth in the following tables:

	Unpaid Principal Balance	Recorded Investment with allowance	Recorded Investment without allowance	Total Recorded investment	Related Allowance	Average Recorded Investment	Interest Income Recognized
<i>(in thousands)</i>							
<b>2012</b>							
Real estate - mini-perm:							
Residential	\$ 727	\$ —	\$ 727	\$ 727	\$ —	\$ 727	\$ 20
Commercial	7,834	726	6,573	7,299	317	7,328	252
Total R/E mini-perm	8,561	726	7,300	8,026	317	8,055	272
Real estate - construction:							
Residential	5,543	5,543	—	5,543	180	5,807	—
Commercial	—	—	—	—	—	—	—
Total R/E construction	5,543	5,543	—	5,543	180	5,807	—
Commercial	18,788	6,592	4,867	11,459	1,834	22,302	343
Trade Finance	—	—	—	—	—	—	—
Other loans	—	—	—	—	—	—	—
Total impaired loans	\$ 32,892	\$ 12,861	\$ 12,167	\$ 25,028	\$ 2,331	\$ 36,164	\$ 615

	Unpaid Principal Balance	Recorded Investment with allowance	Recorded Investment without allowance	Total Recorded investment	Related Allowance	Average Recorded Investment	Interest Income Recognized
<i>(in thousands)</i>							
<b>2011</b>							
Real estate - mini-perm:							
Residential	\$ 2,196	\$ 882	\$ 1,314	\$ 2,196	\$ 370	\$ 2,204	\$ 18
Commercial	34,097	17,110	13,054	30,164	3,283	34,712	818
Total R/E mini-perm	36,293	17,992	14,368	32,360	3,653	36,916	836
Real estate - construction:							
Residential	20,997	—	7,696	7,696	—	20,424	—
Commercial	17,975	15,870	1,440	17,310	584	28,001	(5)
Total R/E construction	38,971	15,870	9,136	25,006	584	48,425	(5)
Commercial	16,050	3,600	12,381	15,981	565	16,261	332
Trade Finance	55	55	—	55	55	7	—
Other loans	—	—	—	—	—	—	—
Total impaired loans	\$ 91,369	\$ 37,517	\$ 35,885	\$ 73,402	\$ 4,857	\$ 101,609	\$ 1,162

During 2012, loans with a recorded investment of \$18.1 million were sold for a net gain of \$290,000. Two loans, with a total recorded investment of \$12.2 million remained as loans held for sale as of December 31, 2012. During 2011, loans with a recorded investment of \$42.7 million were sold for a net loss of \$0.7 million. Two loans, with a total recorded investment of \$4.0 million, remained as loans held for sale at December 31, 2011.

**PREFERRED BANK**

**Notes to Consolidated Financial Statements**

The following table details activity in the allowance for credit losses by portfolio segment for the year ended December 31, 2012. Allocation of a portion of the allowance to one particular portfolio segment does not indicate that it is no longer available to absorb losses in other portfolio segments.

2012	Real estate - Mini-perm		Real estate - Construction		Commercial & Industrial	Trade		Unallocated	Total
	Residential	Commercial	Residential	Commercial		Finance	Other		
	(In thousands)								
Balance at beginning of period	\$ 1,640	\$ 13,192	\$ 1,199	\$ 1,153	\$ 3,156	\$ 523	\$ 7	\$ 2,848	\$ 23,718
Provision for credit losses	1,050	5,504	(94)	1,434	12,177	101	(3)	(369)	19,800
Loans and leases charged off	(927)	(9,845)	—	(2,184)	(10,328)	(197)	—	—	(23,481)
Recoveries	299	60	2	145	64	—	—	—	570
Net charge offs	(628)	(9,785)	2	(2,039)	(10,264)	(197)	—	—	(22,911)
Balance at end of period	\$ 2,062	\$ 8,911	\$ 1,107	\$ 548	\$ 5,069	\$ 427	\$ 4	\$ 2,479	\$ 20,607
Period-end amount allocated to:									
Loans individually evaluated for impairment	\$ —	\$ 317	\$ 180	\$ —	\$ 1,834	\$ —	\$ —	\$ —	\$ 2,331
Loans collectively evaluated for impairment	2,062	8,594	927	548	3,235	427	4	2,479	18,276
Total	\$ 2,062	\$ 8,911	\$ 1,107	\$ 548	\$ 5,069	\$ 427	\$ 4	\$ 2,479	\$ 20,607

The Bank's recorded investment in loans as of December 31, 2012 related to each balance in the allowance for credit losses by portfolio segment and disaggregated on the basis of the Bank's impairment methodology was as follows:

	Real estate - Mini-perm		Real estate - Construction		Commercial	Trade		Total
	Residential	Commercial	Residential	Commercial		Finance	Other	
	(In thousands)							
Loans individually evaluated for impairment	\$ 727	\$ 7,299	\$ 5,543	\$ —	\$ 11,459	\$ —	\$ —	\$ 25,028
Loan collectively evaluated for impairment	58,794	605,827	30,804	38,063	313,294	47,413	330	1,094,525
Ending balance	\$ 59,521	\$ 613,126	\$ 36,347	\$ 38,063	\$ 324,753	\$ 47,413	\$ 330	\$ 1,119,553

**PREFERRED BANK**

**Notes to Consolidated Financial Statements**

The following table details activity in the allowance for credit losses by portfolio segment for the year ended December 31, 2011. Allocation of a portion of the allowance to one particular portfolio segment does not indicate that is no longer available to absorb losses in other portfolio segments.

2011	Real estate - Mini-perm		Real estate - Construction		Commercial & Industrial	Trade		Unallocated	Total
	Residential	Commercial	Residential	Commercial		Finance	Other		
	(In thousands)								
Balance at beginning of period	\$ 2,621	\$ 13,779	\$ 5,631	\$ 870	\$ 8,215	\$ 1,559	\$ 5	\$ 218	\$ 32,898
Provision for credit losses	944	6,021	(2,774)	781	(756)	(1,153)	7	2,630	5,700
Loans and leases charged off	(1,986)	(6,651)	(1,665)	(664)	(5,126)	—	(5)	—	(16,097)
Recoveries	61	43	7	166	823	117	—	—	1,217
Net charge offs	(1,925)	(6,608)	(1,658)	(498)	(4,303)	117	(5)	—	(14,880)
Balance at end of period	\$ 1,640	\$ 13,192	\$ 1,199	\$ 1,153	\$ 3,156	\$ 523	\$ 7	\$ 2,848	\$ 23,718
Period-end amount allocated to:									
Loans individually evaluated for impairment	\$ 370	\$ 3,283	\$ —	\$ 584	\$ 565	\$ 55	\$ —	\$ —	\$ 4,857
Loans collectively evaluated for impairment	1,270	9,909	1,199	569	2,591	468	7	2,848	18,861
Total	\$ 1,640	\$ 13,192	\$ 1,199	\$ 1,153	\$ 3,156	\$ 523	\$ 7	\$ 2,848	\$ 23,718

The Bank's recorded investment in loans as of December 31, 2011 related to each balance in the allowance for credit losses by portfolio segment and disaggregated on the basis of the Bank's impairment methodology was as follows:

	Real estate - Mini-perm		Real estate - Construction		Commercial	Trade		Total
	Residential	Commercial	Residential	Commercial		Finance	Other	
	(In thousands)							
Loans individually evaluated for impairment	\$ 2,196	\$ 30,164	\$ 5,140	\$ 15,870	\$ 15,980	\$ 55	\$ —	\$ 69,406
Loan collectively evaluated for impairment	44,773	498,039	35,837	15,095	236,181	49,695	606	\$ 880,225
Ending balance	\$ 46,969	\$ 528,203	\$ 40,977	\$ 30,965	\$ 252,161	\$ 49,750	\$ 606	\$ 949,631

As required by federal regulations, we classify our assets on a regular basis. In order to monitor the quality of our lending portfolio and quantify the risk therein, we maintain a loan grading system consisting of eight different categories (Grades 1-8). The grading system is used to determine, in part, the allowance for loan losses. The first four grades in the system are considered satisfactory, whereas the fifth grade is a transition grade known as "special mention". The other three grades (6-8) range from "substandard" to "doubtful" to a "loss" category. Loans graded as "loss" are charged-off in the period so rated. We use grades 6 and 7 of our loan grading system to identify potential problem assets for impairment analysis. In reviewing loans and evaluating the adequacy of the allowance, there are several risk characteristics considered. Those most relevant to the major portfolio segments includes vacancy and lease rates on commercial real estate, state of the general housing market, home prices, commercial real estate values and the impact of economic conditions and employment levels on the various businesses in our market area.

**PREFERRED BANK**

**Notes to Consolidated Financial Statements**

The following tables present weighted average risk grades and classified loans by class of loan as of December 31, 2012 and 2011. Classified loans include loans in risk grades 6 and 7, which correlate to substandard and doubtful for risk classification purposes.

<b>2012</b> <b>Grade:</b>	<b>Real Estate</b>		<b>Construction</b>		<b>Commercial &amp; Industrial</b>	<b>Trade Finance</b>	<b>Other</b>	<b>Total Loans</b>
	<b>Residential</b>	<b>Commercial<sup>(1)</sup></b>	<b>Residential</b>	<b>Commercial</b>				
<b>(In thousands)</b>								
Pass	\$ 58,794	\$ 607,489	\$ 14,829	\$ 38,063	\$ 312,918	\$ 47,412	\$ 330	\$ 1,079,835
Special Mention	—	—	—	—	—	—	—	—
Substandard	727	17,788	21,518	—	9,313	—	—	49,346
Doubtful	—	—	—	—	2,522	—	—	2,522
<b>Total</b>	<b>\$ 59,521</b>	<b>\$ 625,277</b>	<b>\$ 36,347</b>	<b>\$ 38,063</b>	<b>\$ 324,753</b>	<b>\$ 47,412</b>	<b>\$ 330</b>	<b>\$ 1,131,703</b>

(1) Real Estate – Commercial includes loans held for sale of \$5,000 with a Pass rating and \$7,150 with a Substandard rating.

<b>2011</b> <b>Grade:</b>	<b>Real Estate</b>		<b>Construction</b>		<b>Commercial &amp; Industrial</b>	<b>Trade Finance</b>	<b>Other</b>	<b>Total Loans</b>
	<b>Residential</b>	<b>Commercial</b>	<b>Residential<sup>(2)</sup></b>	<b>Commercial</b>				
<b>(In thousands)</b>								
Pass	\$ 44,353	\$ 471,554	\$ 12,496	\$ 15,095	\$ 218,501	\$ 49,694	\$ 606	\$ 812,298
Special Mention	—	—	—	—	—	—	—	—
Substandard	2,616	56,649	31,037	17,310	33,317	56	—	140,986
Doubtful	—	—	—	—	343	—	—	343
<b>Total</b>	<b>\$ 46,969</b>	<b>\$ 528,203</b>	<b>\$ 43,533</b>	<b>\$ 32,405</b>	<b>\$ 252,161</b>	<b>\$ 49,750</b>	<b>\$ 606</b>	<b>\$ 953,627</b>

(2) Construction – Residential includes loans held for sale of \$3,996 with a Substandard rating.

**(4) Bank, Premises, Furniture and Fixtures**

As of December 31, 2012 and 2011, furniture and fixtures consists of the following:

	<b>2012</b>	<b>2011</b>
	<i>(In thousands)</i>	
Land and Building	\$ 2,782	\$ 2,782
Leasehold improvements	6,152	6,147
Furniture and fixtures	4,620	4,288
	<u>13,554</u>	<u>13,217</u>
Less accumulated depreciation and amortization	(9,171)	(8,512)
	<u>\$ 4,383</u>	<u>\$ 4,789</u>

Depreciation and amortization expense was \$650,000, \$739,000 and \$895,000 for the years ended December 31, 2012, 2011 and 2010, respectively.

**(5) Deposits**

Time deposit accounts at December 31, 2012 mature as follows:

<b>Year</b>	<b>Maturities of time deposits</b>
	<i>(In thousands)</i>
2013	\$ 477,859
2014	55,174
2015 & thereafter	30,898
	<u>\$ 563,931</u>

**PREFERRED BANK**

**Notes to Consolidated Financial Statements**

At December 31, 2012 and 2011, approximately \$38.9 million and \$38.8 million, respectively, of the Bank's investment securities were pledged as collateral for certain public deposits. The aggregate amount of overdrafts that have been reclassified as loan balances was \$24,000 and \$99,000 at December 31, 2012 and 2011, respectively.

**(6) Income Taxes**

The income taxes expense (benefit) for the years ended December 31, 2012, 2011 and 2010 was as follows:

	<b>2012</b>	<b>2011</b>	<b>2010</b>
		<i>(In thousands)</i>	
Current income tax (benefit) expense:			
Federal	\$ 3,517	\$ 1,755	\$ (3,474)
State	(732)	200	111
	2,785	1,955	(3,363)
Deferred income tax (benefit) expense:			
Federal	(15,699)	(5,201)	3,045
State	(7,669)	(1,803)	(386)
	(23,368)	(7,004)	2,659
Income tax benefit	\$ (20,583)	\$ (5,049)	\$ (704)

At December 31, 2012 and 2011, the current income taxes receivables were \$542,000 and \$0 and the current income tax payables were \$0 and \$1.1 million, respectively.

**PREFERRED BANK**  
**Notes to Consolidated Financial Statements**

The components of the deferred tax assets and deferred tax liabilities as of December 31, 2012 and 2011 are as follows:

	<b>2012</b>	<b>2011</b>
	<i>(in thousands)</i>	
Deferred tax assets:		
Allowance for loan and lease losses	\$ 8,706	\$ 10,388
State taxes	62	56
Deferred compensation	251	210
Bank furniture and fixtures, net	1,376	1,046
Deferred stock units	1,379	1,379
Unrealized losses on securities available for sale	—	1,921
Other than temporary impairment on securities	690	666
Non-qualified stock options	965	525
OREO	10,698	9,285
Net operating loss carryforward	1,657	6,385
Other	1,381	1,074
AMT Credits	2,610	747
Gross deferred tax assets	29,775	33,682
Deferred tax liabilities:		
Unrealized gains on securities available-for-sale	(1,452)	—
Deferred loan costs	(327)	—
Discount accretion	(543)	(544)
FHLB stock	(400)	(426)
Other	(78)	—
Gross deferred liabilities	(2,800)	(970)
Valuation allowance	—	(25,733)
Net deferred tax assets	\$ 26,975	\$ 6,979

In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers the projected future taxable income and tax planning strategies in making this assessment. Based upon the level of historical taxable income and projections for future taxable income over the periods in which the deferred tax assets are deductible, management believes that the realization of the deferred tax asset is more likely than not the Bank will realize all benefits related to these deductible differences at December 31, 2012. To the extent future earnings are recognized, the realization of the deferred tax asset will be recorded as a credit to income tax expense.

Pursuant to Sections 382 and 383 of the Internal Revenue Code, annual use of net operating loss and credit carryforwards may be limited in the event a cumulative change in ownership of more than 50 percent points occurs within a three-year period. We determined that such an ownership change occurred as of June 21, 2010 as a result of stock issuances. This ownership change resulted in estimated limitations on the utilization of tax attributes, including net operating loss carryforwards and tax credits. Although we fully expect to utilize all of the federal net operating loss carryforward prior to their expiration; and, certain amounts may be accelerated into the first five years following the acquisition pursuant to IRC Section 382 and published notices, California net operating loss carryover has been significantly impacted by the IRC Sec. 382 limitation. We estimate that of approximately \$89.9 million of the California net operating loss carryforward at December 31, 2012, \$67.9 million will begin to expire in 2029 if unutilized. This amounts to approximately \$4.8 million of deferred tax assets which would not be realized. The Bank had California net

## PREFERRED BANK

### Notes to Consolidated Financial Statements

operating loss carryforwards of approximately \$92.8 million as of December 31, 2011, which if unused will begin to expire in 2029. Of the approximately \$22.0 million California net operating loss remaining at December 31, 2012, approximately \$15.6 million is subject to IRC Sec. 382 annual limitation amount of approximately \$1.5 million. California amounts in excess of those which can be utilized are not reflected in the table above. The prior year valuation allowance of \$25.7 million was reversed in 2012 to the extent of \$20.9 million with \$4.8 million unrecognized.

The Bank had California minimum tax credit of approximately \$264,000 and \$88,000 as of December 31, 2012 and 2011 respectively. The minimum tax credit can be carried forward indefinitely until fully utilized.

As of December 31, 2012 and 2011, the Bank has federal net operating loss carryforwards of approximately \$305,000 and \$670,000, respectively, which, if unused, will begin to expire in 2030.

A reconciliation of the income tax benefit and the amount computed by applying the statutory federal income tax rate to the loss before income taxes is as follows for the years ended December 31, 2012, 2011 and 2010:

	2012		2011		2010	
	Amount	Percentage	Amount	Percentage	Amount	Percentage
	<i>(In thousands)</i>					
Statutory U.S. federal income tax	\$ 1,151	35.0%	\$ 2,515	35.0%	\$(6,130)	35.0%
State taxes, net of federal benefit	(694)	(21.1)	519	7.2	(1,337)	7.6
Life insurance policies	(85)	(2.6)	(88)	(1.2)	(88)	0.5
Valuation allowance	(20,951)	(637.1)	(8,578)	(119.4)	7,185	(41.0)
Other	(4)	(0.1)	583	8.1	(334)	1.9
	<u>\$(20,583)</u>	<u>(625.9)%</u>	<u>\$(5,049)</u>	<u>(70.3)%</u>	<u>\$ (704)</u>	<u>4.0%</u>

The effective tax rate for 2012 represents a tax benefit associated with current year operating income, net of a full reversal of the deferred tax asset valuation allowance. The 2011 net income tax benefit resulted from a provision for income taxes based on taxable earnings which was more than offset by a partial reversal of the Bank's deferred tax asset. The 2010 net income tax benefit resulted from the recognition of deferred taxes which had been included in other comprehensive income and were recognized upon the sale of certain securities.

A reconciliation of the beginning and ending amount of unrecognized tax benefits for the years ended December 31, 2012 and 2011 is as follows:

	2012	2011
	<i>(In Thousands)</i>	
<b>Unrecognized tax benefit:</b>		
Balance, beginning of the year	\$ —	\$ 116
Increases related to current year tax positions	—	52
Decrease due to FTB Audit result	—	(168)
Balance, end of the year	<u>\$ —</u>	<u>\$ —</u>

It is the policy of management to include any interest or penalties from income tax liabilities in the provision for income taxes. As of December 31, 2012 and 2011, the total amount of tax reserve, net of federal tax benefit, was \$0 and \$0, respectively, for uncertain tax positions that were effectively settled in the 2011 year. The Bank does not expect the amount of the unrecognized tax benefits to change significantly over the next 12 months.

The Bank files income tax returns in the U.S. federal jurisdiction and in the State of California. As a result of the 2009 and 2010 federal net operating loss carrybacks, the Bank's tax years from 2004 to 2010 were examined by the Internal Revenue Service (IRS). The IRS examination of the returns was finalized in April of 2012 resulting in the 2006, 2007, 2008 net assessment of approximately \$449,000, including accrued interest of approximately \$29,000, which was paid in February 2013. During 2010, the Bank was under audit by the California's Franchise Tax Board for the 2008 tax year and was assessed for an additional tax liability of \$168,000 including interest of \$14,000 in February 2011. The



**PREFERRED BANK**

**Notes to Consolidated Financial Statements**

Bank is no longer subject to the U.S Federal and California tax examinations by tax authorities for the years before January 1, 2011 and January 1, 2009, respectively.

**(7) Other Real Estate Owned**

At December 31, 2012, OREO was comprised of 16 properties compared to 15 properties at December 31, 2011. During 2012, the Bank sold 5 OREO properties, plus a portion of one property for which the remainder is in OREO as of December 31, 2012, at a net loss of \$387,000. These losses are included in Loss on Sale of OREO and Related Expense in the Consolidated Statements of Operations and Comprehensive Income (Loss).

An analysis of the activity in the valuation allowance for other real estate losses for the years ended on December 31, 2012, 2011, and 2010 is as follows:

	<b>2012</b>	<b>2011</b>	<b>2010</b>
	<i>(in thousands)</i>		
Balance, beginning of the year	\$ 20,742	\$ 18,235	\$ 14,326
Provision for losses	4,018	3,920	8,477
OREO disposal	(2,724)	(1,413)	(4,568)
Balance, end of the year	\$ 22,036	\$ 20,742	\$ 18,235

The following table details the Bank's OREO properties by loan class as of December 31, 2012, and 2011, and 2010:

	<b>2012</b>		<b>2011</b>		<b>2010</b>	
	#	\$	#	\$	#	\$
<b>Loan class:</b>	<i>(dollar amounts in thousands)</i>					
Real estate - Mini-perm						
Residential	11	\$ 15,127	10	\$ 23,565	14	\$ 30,054
Commercial	3	7,829	3	8,316	7	14,659
Real estate - Construction						
Residential	1	3,051	1	5,461	2	7,950
Commercial	1	2,273	1	235	—	—
Commercial & Industrial	—	—	—	—	—	—
Trade Finance	—	—	—	—	—	—
Other	—	—	—	—	—	—
Total as of year end	16	\$ 28,280	15	\$ 37,577	23	\$ 52,663

**(8) Senior Debt and Other Borrowed Funds**

On February 11, 2009, the Bank issued \$26.0 million of unsecured senior debt in a pooled private placement transaction which carries the Federal Deposit Insurance Corporation's ("FDIC") guarantee under its Temporary Liquidity Guarantee Program. The issuance had a 3-year maturity and a fixed interest rate of 2.74% paid semiannually, and it matured on February 11, 2012. Under the Temporary Liquidity Guarantee Program, the FDIC provides a 100% guarantee of certain unsecured senior debt of eligible FDIC-insured institutions. As of December 31, 2012, the Bank has zero outstanding senior debt.

Advances from the Federal Home Loan Bank of San Francisco (FHLBSF) were zero at December 31, 2012 and 2011. All advances are collateralized by commercial or residential real estate loans, FRC advances or by certain marketable investment securities (SBC). At December 31, 2012, approximately \$166,498,000 of the Bank's real estate loans were pledged as collateral.

## PREFERRED BANK

### Notes to Consolidated Financial Statements

The Bank had an approved short-term borrowings line available through the discount window at the Federal Reserve Bank of San Francisco (FRBSF) in the amount of \$78.2 million. The Bank had no borrowing outstanding through the discount window outstanding as of December 31, 2012 or 2011.

#### (9) Commitments and Contingencies

*Credit Extensions:* As a financial institution, the Bank enters into a variety of financial transactions with its customers in the normal course of business. Many of these products do not necessarily entail present or future funded asset or liability positions, instead the nature of these is considered in the form of executor contracts.

Financial instrument transactions are subject to the Bank's normal credit standards, financial controls and risk-limiting, and monitoring procedures. Collateral requirements are determined on a case-by-case evaluation of each customer and product.

The Bank's exposure to credit risk under commitments to extend credit, standby letters of credit, and financial guarantees written is limited to the contractual amount of those instruments.

At December 31, 2012 and 2011, the Bank had commitments to fund loans of \$211.1 million and \$169.3 million, respectively. Other financial instruments with off-balance-sheet risk at December 31, 2011 and 2010 are as follows:

	2012	2011
	<i>(In thousands)</i>	
Commitments to extend credit	\$ 211,118	\$ 161,684
Commercial letters of credit	6,489	3,465
Standby letters of credit	6,309	4,185
Total	\$ 223,916	\$ 169,334

The Bank's exposure to credit losses in the event of non-performance by the other party to commitments to extend credit and standby letters of credit is represented by the contractual notional amount of those instruments. The Bank uses the same credit policies in making commitments and conditional obligations as it does for extending loan facilities to customers. The Bank evaluates each customer's credit-worthiness on a case-by-case basis. The amount of collateral obtained, if deemed necessary by the Bank upon extension of credit, is based on management's credit evaluation of the counterparty.

*Lease Commitments:* The Bank is obligated under non-cancellable operating leases for the premises of its head office and certain branch offices. As of December 31, 2012, the future total minimum lease payments for the Bank's premises are as follows:

Year:	Total lease payment
	<i>(In thousands)</i>
2013	\$ 1,882
2014	1,861
2015	1,731
2016	1,627
2017	1,421
Thereafter	2,352
	\$ 10,874

Rental expense was \$1.6 million, \$1.7 million and \$1.7 million for the years ended December 31, 2012, 2011 and 2010, respectively.

#### (10) Related Party Transactions

*Loan and Commitments:* The Bank has extended credit to certain directors and officers and companies in which they have an interest and certain shareholders which beneficially own more than 5% of the Bank's capital stock. In

## PREFERRED BANK

### Notes to Consolidated Financial Statements

management's opinion, the loans to these related parties are made on substantially the same terms, including interest rates and collateral, as those made to nonrelated persons.

At December 31, 2012 and 2011, the aggregate loans (including commitments) to related parties were approximately \$6.0 million (of which \$0.8 million was outstanding) and \$6.0 million (of which \$2.1 million was outstanding), respectively. All related party loans were current at December 31, 2012 and 2011.

Changes in the outstanding loans to related parties are summarized as follows:

	2012	2011	2010
		<i>(In thousands)</i>	
Balance at beginning of year	\$ 2,092	\$ 10,264	\$ 5,817
New loans	—	900	4,447
Net drawdowns (repayments)	(1,258)	(9,072)	—
Balance at end of year	\$ 834	\$ 2,092	\$ 10,264

*Deposits:* The amount of deposits from related parties was \$2.7 million and \$3.0 million at December 31, 2012 and 2011, respectively.

#### (11) Restrictions on Cash Dividends, Regulatory Capital Requirements

The Bank has authorized 25,000,000 shares of preferred stock. The Board has the authority to issue the preferred stock in one or more series, and to fix the designations, rights, preferences, privileges, qualifications, and restrictions, including dividend rights, conversion rights, voting rights and terms of redemptions, liquidation preferences, and sinking fund terms, any or all of which may be greater than the rights of the common stock.

Under Section 1132 of the California Financial Code, funds available for cash dividend payments by a bank are restricted to the lesser of: (i) retained earnings or (ii) the bank's net income for its last three fiscal years (less any distributions to shareholders made during such period). Cash dividends may also be paid out of the greatest of: (i) retained earnings, (ii) net income for a bank's last preceding fiscal year, or (iii) net income of the Bank for its current fiscal year upon the prior approval of the Commissioner of Financial Institutions, State of California, without regard to retained earnings or net income for its prior three fiscal years.

The Bank is subject to various regulatory capital requirements administered by the 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 effect on the Bank's financial statements. 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 policies. The Bank's capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings, and other factors.

The quantitative measures established by the regulation to ensure capital adequacy require the Bank to maintain amounts and ratios (set forth in the table below) of total and Tier 1 risk-based capital (as defined in the regulation) to risk-weighted assets (as defined) and of Tier 1 risk-based capital (as defined) to average assets (as defined). Management believes, as of December 31, 2012, that the Bank meets all capital adequacy requirements to which it is subject.

## PREFERRED BANK

### Notes to Consolidated Financial Statements

The Bank's actual and required capital amounts and ratios are presented in the following table:

	<u>Actual</u>		<u>For capital adequacy purposes</u>		<u>To be well capitalized under prompt corrective action provision</u>	
	<u>Amount</u>	<u>Ratio</u>	<u>Amount</u>	<u>Ratio</u>	<u>Amount</u>	<u>Ratio</u>
<i>(In thousands)</i>						
<b>As of December 31, 2012:</b>						
Total risk-based capital	\$ 196,466	14.98%	\$104,921	≥ 8.00%	\$ 131,152	≥ 10.00%
Tier 1 risk-based capital	180,021	13.73%	52,461	4.00%	78,691	6.00%
Leverage ratio	180,021	11.96%	52,461	4.00%	65,576	5.00%
<b>As of December 31, 2011:</b>						
Total risk-based capital	\$ 174,811	15.77%	\$ 88,660	≥ 8.00%	\$ 110,826	≥ 10.00%
Tier 1 risk-based capital	160,834	14.51%	44,330	4.00%	66,495	6.00%
Leverage ratio	160,834	12.51%	44,330	4.00%	55,413	5.00%

#### (12) Share-Based Compensation

The Bank remunerates employees and directors through stock option compensation plans; the 1992 Stock Option Plan, Interim Stock Option Plan and the 2004 Equity Incentive Plan which are discussed below. Effective January 1, 2007, the Bank adopted FASB Accounting Standards Codification ("ASC") 718 "Compensation – Stock Compensation" ("ASC 718"). Share-based compensation expense for all share-based payment awards is based on the grant-date fair value estimated in accordance with the provisions of ASC 718. The Bank recognizes these compensation costs on a straight-line basis over the requisite service period for the entire award, which is the option vesting term of generally three to five years, for only those options expected to vest. The fair value of stock option awards was estimated using the Black-Scholes option pricing model with the grant-date assumptions and weighted-average fair value. When options are exercised, the Bank's policy is to issue new shares of stock. For the year ended December 31, 2012, 2011 and 2010, the Bank recognized share-based compensation expense of \$1.1 million, \$1.1 million and \$1.7 million, respectively, resulting in the recognition of \$230,000, \$140,000 and \$561,000 in related tax benefits, respectively.

The number of stock options and per stock option data has been adjusted to reflect the Bank's June 17, 2011 one-for-five reverse stock split, as well as the Bank's repurchase on October 29, 2010 of certain vested options issued under the 2004 Equity Plan.

#### 1992 Stock Option Plan and Interim Stock Option Plan

The Bank's 1992 Stock Option Plan (the "1992 Plan") provides for granting of non-statutory stock options and incentive stock options to key full-time employees, officers, and the directors of the Bank. The number of shares authorized in this plan is 434,376 shares. The 1992 Stock Option Plan expired by its terms in 2003, and no shares are available for future grants. The options vest in installments of 20% each year and become fully vested after five years. Options under the 1992 Plan expire ten years after the grant date.

Because the 1992 Plan expired in 2003, the Bank did not issue any options under this Plan during 2012, 2011 or 2010.

In May 2003, April 2004 and June 2004, the Bank granted an additional 16,200, 9,600 and 25,000 stock options, respectively, to our employees and directors at exercise prices ranging from \$53.45 to \$95.05 per share under the Bank's Interim Stock Option Plan ("Interim Plan") which expired in 2004. Even though the terms of these stock options are consistent with the terms of the stock options granted under our 1992 Plan, these stock options are outside of the 1992 Plan because they were granted after the 1992 Plan's expiration. The Bank did not issue any options under the expired Interim Plan during 2012, 2011 and 2010.

**PREFERRED BANK**

**Notes to Consolidated Financial Statements**

The total intrinsic value of share options exercised during the year ended December 31, 2012, 2011 and 2010 was \$0, \$0, and \$0, respectively, from the 1992 Plan and the Interim Plan. As of December 31, 2012, there was no compensation cost recognized that relates to options granted under the 1992 Plan and Interim Plan. The Bank did not recognize any tax benefits for the year ended December 31, 2012 under the 1992 Plan and the Interim Plan.

Under the 1992 Plan and the Interim Plan, the fair value of the options vested during the year ended December 31, 2012, 2011 and 2010 was \$0, \$0, and \$0, respectively. No options were exercised during the same period.

The following is a summary of the transactions under the 1992 Plan and the Interim Plan for the years ended December 31, 2012:

	1992 Plan and Interim Plan		
	Number of Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life
Options outstanding as of December 31, 2009	52,160	82.56	
Granted	—	—	
Exercised	—	—	
Forfeited or expired	—	—	
Options outstanding as of December 31, 2010	52,160	\$ 82.56	
Granted	—	—	
Exercised	—	—	
Forfeited or expired	(750)	86.71	
Options outstanding as of December 31, 2011	51,410	\$ 82.50	
Granted	—	—	
Exercised	—	—	
Forfeited or expired	(2,600)	84.89	
Options outstanding as of December 31, 2012	48,810	\$ 82.37	1.1 years
Options exercisable as of December 31, 2012	48,810	\$ 82.37	1.1 years

As of December 31, 2012, the aggregate intrinsic value of options outstanding under the 1992 Plan and the Interim Plan was \$0. As of December 31, 2012, stock options outstanding under the 1992 Plan and the Interim Plan were as follows:

Exercise Price Range	Options Outstanding			Options Exercisable		
	Number of Outstanding Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life	Number of Outstanding Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life
\$25.00 - \$49.99	—	\$ —	—	—	\$ —	—
\$50.00 - \$74.99	14,880	53.45	0.32	14,880	53.45	0.32
\$75.00 - \$99.99	33,930	95.05	1.47	33,930	95.05	1.47

**2004 Equity Incentive Plan**

The Bank's 2004 Equity Incentive Plan (the "2004 Plan") provides for granting of non-statutory stock options, incentive stock options and restricted share awards (RSA's) to key full-time employees, officers, and the directors of the Bank. Stock options granted under the 2004 Plan have an exercise price equal to the fair value of the underlying common stock on the date of grant. Stock options granted under the 2004 Plan generally vest in installments between 20-33% each year, become fully vested after three to five years and expire between four to ten years from the date of grant. Certain option and share awards provide for accelerated vesting if there is a change in control (as defined in the 2004

## PREFERRED BANK

### Notes to Consolidated Financial Statements

Plan). The number of shares authorized in this plan is 1,455,330 shares, as adjusted for the shares repurchased by the Company pursuant to the tender offer described below, whereby the shares repurchased were made available for future issuance under the 2004 Plan.

The total intrinsic value of share options exercised during the year ended December 31, 2012, 2011 and 2010 was \$23,000, \$0 and \$0, respectively. As of December 31, 2012, the total compensation cost not yet recognized that relates to unvested options granted under the 2004 Plan was \$1.1 million with a weighted-average recognition period of 1.5 years. The Bank recognized tax benefits of zero for the years ended December 31, 2012 and 2011 under the 2004 Plan.

For the years ended December 31, 2012, 2011 and 2010, the estimated weighted-average fair value per share of options granted under the 2004 Plan were as follows:

December 31,		
2012	2011	2010
\$4.12	\$4.00	\$4.20

The estimated weighted-average fair value per share of options granted was estimated on the date of grant using the Black-Scholes option-pricing model with the following weighted-average assumptions:

	December 31,		
	2012	2011	2010
Weighted Average Assumptions:			
Expected Dividend Yield	0.00%	0.00%	0.00%
Expected Volatility	70.54%	81.78%	82.24%
Expected Term	3.0 Yrs.	3.0 Yrs.	3.0 Yrs.
Risk-Free Interest Rate	0.31%	0.68%	1.06%

Historically, expected volatility was determined based on the historical daily volatility of a set of California peer banks whose share volatility data are publicly available over a period equal to the expected term of the options granted, as a proxy for the Bank's historical daily volatility. Currently, the expected volatility is determined based on the historical daily volatility of the Bank's stock price over a period equal to the expected term of the options granted because there now exists enough historical daily trading price information of the common stock of Preferred Bank. The risk-free interest rate is based on the U.S. Treasury yield at the time of grant for a period equal to the expected term of the options granted. Dividend yield is computed over the four consecutive quarters preceding the date of grant.

On July 23, 2010, the Bank's Board of Directors executed an Offer to Purchase Outstanding Stock Options having an exercise price greater than \$126.65 Per Share (options that were issued under the Bank's 2004 Equity Incentive Plan between November 17, 2004 and November 14, 2007). Eligible employees, officers, and directors of the Bank (or one of its subsidiaries) were offered a cash payment of \$0.50 per qualifying option and could voluntarily elect to accept the offer between July 23, 2010 and October 20, 2010, with payout on October 29, 2010. The offer was compensatory in nature and reflects the Bank's effort to provide value in its share-based compensation package since the economic downturn has eroded the intrinsic value in these awards. The Offer price was determined by using the Black-Scholes Model, since options on the Bank's stock are not actively traded, and takes into account numerous factors, as described above. Based upon the option-pricing model, the offer price exceeded the then-current fair value of the eligible options, whose exercise prices ranged from \$126.65 to \$217.50 per share. Because the exercise prices of these options exceed the current market value of the Bank's stock, the value of the options was determined to be insignificant, and thus the Bank's offer price was \$0.50 per option, and accounted for as compensation cost.

Under U.S. GAAP, an entity that repurchases an equity award for which the requisite service has not been rendered (in the case of unvested options), has effectively modified the requisite service period to the date of the repurchase. Thus, in accordance with ASC 718-20-35-7, any unrecognized compensation cost for the eligible options have been recognized upon repurchase; and to the extent that the \$0.50 offer price was less than or equal to the determined option fair value, the offer price reduced the Bank's paid in capital. The Bank recognized unrecognized

## PREFERRED BANK

### Notes to Consolidated Financial Statements

compensation cost for the eligible options in the amount of \$294,000 and recognized share-based compensation expense for any excess of the \$0.50 offer price over the fair value of options repurchased which amounted to \$62,000. The options repurchased will become available for distribution at a future date under the 2004 Plan.

The following information under the 2004 Plan is presented for the years ended December 31, 2012, 2011 and 2010:

	<b>December 31,</b>		
	<b>2012</b>	<b>2011</b>	<b>2010</b>
	<b>(In thousands)</b>		
Grant Date Fair Value of Options Granted	\$ 1,303	\$ 178	\$ 296
Fair Value of Options Vested	314	294	233
Total Intrinsic Value of Options Exercised	23	—	—
Cash Received from Options Exercised	43	—	—
Cash Paid for Options Repurchased by the Bank	—	—	62
Actual Tax Benefit Realized from Options Exercised	23	—	—

**PREFERRED BANK**

**Notes to Consolidated Financial Statements**

The following is a summary of the transactions under the 2004 Plan for the years ended December 31, 2012, 2011 and 2010.

	<b>Number of Options</b>	<b>2004 Plan Weighted Average Exercise Price</b>	<b>Weighted Average Remaining Contractual Life</b>
Options outstanding as of December 31, 2009	233,440	\$ 119.25	
Granted	70,000	7.95	
Exercised	—	—	
Forfeited or expired	(16,832)	51.20	
Repurchased by the Bank via tender offer	(148,890)	143.15	
Options outstanding as of December 31, 2010	137,718	\$ 40.40	
Granted	44,600	7.60	
Exercised	—	—	
Forfeited or expired	(10,488)	64.57	
Options outstanding as of December 31, 2011	171,830	\$ 30.41	
Granted	327,500	8.91	
Exercised	(5,468)	7.95	
Forfeited or expired	(37,433)	9.97	
Options outstanding as of December 31, 2012	456,429	\$ 16.93	2.5 years
Options exercisable as of December 31, 2012	109,032	\$ 42.94	1.0 year

As of December 31, 2012, the aggregate intrinsic value of options outstanding under the 2004 Plan was \$2.1 million. As of December 31, 2012, stock options outstanding under the 2004 Plan were as follows:

<b>Exercise Price Range</b>	<b>Options Outstanding</b>			<b>Options Exercisable</b>		
	<b>Number of Outstanding Options</b>	<b>Weighted Average Exercise Price</b>	<b>Weighted Average Remaining Contractual Life</b>	<b>Number of Outstanding Options</b>	<b>Weighted Average Exercise Price</b>	<b>Weighted Average Remaining Contractual Life</b>
\$0.00 - \$24.99	400,999	\$ 8.69	2.85	53,602	\$ 8.18	2.05
\$25.00 - \$49.99	25,280	37.50	0.06	25,280	37.50	0.06
\$100.00 - \$124.99	30,000	109.20	0.04	30,000	109.20	0.04
\$125.00 - \$149.99	150	126.65	1.88	150	126.65	1.88



**PREFERRED BANK**

**Notes to Consolidated Financial Statements**

The following is a summary of the transactions for non-vested stock options under the 1992 Plan, the Interim Plan and the 2004 Plan for the year ended December 31, 2012:

	<b>Number of Shares</b>	<b>Weighted Average Grant Date Fair Value</b>
Non-Vested Options outstanding as of December 31, 2011	100,503	\$ 6.41
Granted	327,500	\$ 4.11
Forfeited or expired	(33,566)	\$ 6.81
Vested	(47,040)	\$ 8.26
Non-Vested Options outstanding as of December 31, 2012	<u>347,397</u>	\$ 4.12

**Restricted Stock Awards**

The Bank's 2004 Plan provides for granting of RSA's to key full-time employees, officers, and the directors of the Bank. The Bank began granting RSAs in calendar year 2009. During the year ended December 31, 2012, the Bank granted 8,600 RSAs and recognized \$542,000 of compensation expense. The RSAs granted under the 2004 Plan have a one to three year vesting period and are to be distributed at the end of the vesting period. The total unrecognized compensation expense for outstanding RSAs was \$446,000 as of December 31, 2012, and will be recognized over 0.58 years.

The following is a summary of the transactions for non-vested RSAs under the 2004 Plan for the year ended December 31, 2012:

	<b>Number of Shares</b>	<b>Weighted Average Grant Date Fair Value</b>
Non-Vested RSAs as of December 31, 2009	19,800	\$ 27.0
Granted	194,300	\$ 8.55
Forfeited or expired	(5,600)	\$ 13.30
Vested	(1,100)	\$ 27.00
Non-Vested RSAs outstanding as of December 31, 2010	207,400	\$ 10.10
Granted	36,800	\$ 7.49
Forfeited or expired	(4,150)	\$ 7.58
Vested	(22,650)	\$ 21.80
Non-Vested RSAs outstanding as of December 31, 2011	217,400	\$ 8.49
Granted	8,600	\$ 11.00
Forfeited or expired	(416)	\$ 8.70
Vested	(91,917)	\$ 8.46
Non-Vested RSAs outstanding as of December 31, 2012	<u>133,667</u>	\$ 8.67

**(13) Employee Benefit Plan**

Effective January 1, 1994, the Bank began a 401k profit sharing plan for its eligible employees. Under the plan, the Bank matches 50% of a participant's contributions up to 6% of his/her salary subject to federal limitations on maximum contributions. Contributions made by the Bank for the years ended December 31, 2012, 2011 and 2010 totaled \$198,000, \$120,000 and \$174,000, respectively.

## PREFERRED BANK

### Notes to Consolidated Financial Statements

#### (14) Bonus Plan

In April 1994, the Management Incentive Bonus Plan was approved. In December 2007 this Plan was amended and approved by the Board of Directors. The plan is administered by the Compensation Committee of the Board of Directors (the Committee). The Committee determines which employees may participate in the plan, the total amount of bonus payable to our employees each year, the amount of bonus to be carried over and paid in subsequent years and the allocation of the total amounts among our chairman, officers, and other employees. All awards are contingent upon the Bank attaining certain financial objectives with the exception of certain bonuses which may be awarded by the Compensation Committee irrespective of the certain financial targets as part of new employees' first year compensation. This is typically done as an alternative to a signing bonus. For the year ended December 31, 2012, the Bank did not meet its financial objectives required under the Plan. The Compensation Committee did, however, approve a discretionary bonus to certain officers in recognition for their efforts during 2012. Total expense of the plan recorded by the Bank was \$1.5 million, \$400,000 and \$0 for 2012, 2011 and 2010, respectively. As of December 31, 2012 and 2011, the total bonus accrual included in the other liabilities amounted to \$1.5 million and \$400,000, respectively.

#### (15) Deferred Compensation Arrangements

In 1996, the Bank implemented deferred compensation arrangements for the Bank's senior officers and directors. Pursuant to the Plan, each participant receives benefits for his/her deferred compensation upon his/her retirement or termination of service with the Bank prior to retirement. At December 31, 2012 and 2011, liabilities recorded for the deferred compensation plan totaled approximately \$596,000 and \$499,000, respectively.

In order to economically fund its obligation under the deferred compensation arrangements, the Bank purchased single-premium life insurance policies under which the executive officers and directors are the insured, while the Bank is the owner and beneficiary thereof. At December 31, 2012 and 2011, the cash surrender value of the policies totaled \$8.0 million and \$7.8 million, respectively. During 2012, 2011 and 2010, the income on the insurance policies was \$329,000, \$333,000 and \$329,000, respectively.

#### (16) Litigation

From time to time, the Bank is a party to claims and legal proceedings arising in the ordinary course of business. There are no pending legal proceedings or, to the best of management's knowledge, threatened legal proceedings, to which the Bank is a party which may have a material adverse effect upon the Bank's financial condition, results of operations, or liquidity.

#### (17) Earnings per Share

During the third quarter of 2010, our preferred stock was converted to common shares in accordance with its beneficial conversion features. The conversion ratio for each share of Series A Preferred Stock was equal to the quotient obtained by dividing the Series A Share Price by the \$1.50 conversion price. As such, each share of Series A Preferred Stock was convertible into approximately 666.67 shares of the Company's common stock. The net loss available to common shareholders was \$6.21 per common share for year ended December 31, 2010, and included \$3.75 loss per share due to the recognition of the intrinsic value of the beneficial conversion feature of the preferred stock. The intrinsic value is the difference between the conversion price of \$1.50 per share for the 73,846 preferred shares and the \$2.02 per share market value of the Bank's common stock as of May 26, 2010, the commitment date. This difference was treated as a discount on the Series A Preferred Stock, and reduced the reported income available to common shareholders, though it does not affect total capital, or the regulatory or tangible capital ratios of the Bank, or cash flow from operations. It should be noted that 3,154 of the 77,000 subscribed shares were issued as part of a deferred compensation arrangement.

**PREFERRED BANK**

**Notes to Consolidated Financial Statements**

The following table summarizes the basic and diluted earnings (loss) per share calculations for the periods indicated:

	<u>2012</u>	<u>2011</u>	<u>2010</u>
	<i>(In thousands, except per share data)</i>		
Basic earnings (loss) per share:			
Net (loss) income	\$ 23,872	\$ 12,234	\$ (16,810)
Less: preferred stock discount accretion	—	—	(25,600)
Less: income and dividends allocated to participating securities	(323)	(195)	—
Net income (loss) allocated to common shareholders-basic	\$ 23,549	\$ 12,039	\$ (42,410)
Basic weighted average common shares outstanding	<u>13,050,559</u>	<u>12,995,525</u>	<u>6,829,734</u>
Basic earnings (loss) per share	<u>\$ 1.80</u>	<u>\$ 0.93</u>	<u>\$ (6.21)</u>
Diluted earnings (loss) per share:			
Net (loss) income	\$ 23,872	\$ 12,234	\$ (16,810)
Less: preferred stock discount accretion	—	—	(25,600)
Less: income and dividends allocated to participating securities	(323)	(195)	—
Net income (loss) allocated to common shareholders-diluted	\$ 23,549	\$ 12,039	\$ (42,410)
Basic weighted average common shares outstanding	13,050,559	12,995,525	6,829,734
Effect of dilutive securities – stock options	196,829	—	—
Diluted weighted average shares outstanding	<u>13,247,390</u>	<u>12,995,525</u>	<u>6,829,734</u>
Diluted earnings (loss) per share	<u>\$ 1.78</u>	<u>\$ 0.93</u>	<u>\$ (6.21)</u>

Earnings (loss) per share (EPS) are computed on a basic and diluted basis. Basic EPS excludes dilution and is computed by dividing net income available to common stockholders by the weighted average number of common shares outstanding for the period. Diluted EPS reflects the potential dilution that could occur if stock options or other contracts to issue common stock were exercised or converted to common stock that would then share in our earnings, excluding common shares in treasury. At December 31, 2012, 2011 and 2010, there were 477,947, 223,240 and 189,878 shares, respectively, related to such awards which were excluded from the computation of diluted EPS due to their anti-dilutive effect.

**(18) Subsequent Events**

On February 6, 2013, the Bank opened its new San Francisco branch office. The new branch is located at 600 California Street Suite 500, San Francisco, California. The Bank received regulatory approval for the branch on November 26, 2012.

**PREFERRED BANK**  
**Notes to Consolidated Financial Statements**

**(19) Quarterly Financial Data (Unaudited)**

The following tables summarize the quarterly unaudited financial data for 2012 and 2011:

**Quarterly Financial Data (Unaudited)**

<u>Year Ended December 31, 2012</u>	<u>Three months ended</u>			
	<u>March 31</u>	<u>June 30</u>	<u>September 30</u>	<u>December 31</u>
	<i>(In thousands, except per share data)</i>			
Interest income	\$ 15,191	\$ 15,147	\$ 15,194	\$ 16,010
Interest expense	2,197	1,922	1,857	1,806
Interest income before provision for credit losses	12,994	13,225	13,337	14,204
Provision for credit losses	1,800	14,500	1,200	2,300
Noninterest income	618	1,475	667	749
Noninterest expense	8,856	8,026	9,143	8,154
Income tax expense (benefit)	(18,783)	(2,217)	834	(416)
Net income (loss)	<u>\$ 21,739</u>	<u>\$ (5,609)</u>	<u>\$ 2,827</u>	<u>4,915</u>
Earnings(loss) per share				
Basic	\$ 1.64	\$ (0.43)	\$ 0.21	\$ 0.37
Diluted	\$ 1.62	\$ (0.43)	\$ 0.21	\$ 0.37

<u>Year Ended December 31, 2011</u>	<u>Three months ended</u>			
	<u>March 31</u>	<u>June 30</u>	<u>September 30</u>	<u>December 31</u>
	<i>(In thousands, except per share data)</i>			
Interest income	\$ 13,416	\$ 12,890	13,727	\$ 13,757
Interest expense	2,811	2,547	2,507	2,438
Interest income before provision for credit losses	10,605	10,343	11,220	11,319
Provision for credit losses	—	1,800	1,500	2,400
Noninterest income	752	628	588	822
Noninterest expense	10,333	7,473	8,213	7,373
Income tax expense (benefit)	325	(43)	(3,932)	(1,399)
Net income (loss)	<u>\$ 699</u>	<u>\$ 1,741</u>	<u>6,027</u>	<u>3,767</u>
Earnings(loss) per share				
Basic	\$ 0.05	\$ 0.13	\$ 0.46	\$ 0.29
Diluted	\$ 0.05	\$ 0.13	\$ 0.46	\$ 0.29

**(20) Regulatory Matters**

As a result of a regulatory examination during 2012, the Consent Order (which was entered into on March 22, 2010) was terminated and the Bank entered into a Memorandum of Understanding (“MOU”) with both the FDIC and the California Department of Financial Institutions (“DFI”) on May 25, 2012. Among other things, the MOU requires the Bank to maintain a tier 1 leverage ratio of at least 10% and requires the Bank to continue to reduce its adversely classified assets. As December 31, 2012 the Tier 1 Leverage Ratio of the Bank was 11.96%, exceeding the level required by the MOU. The Board of Directors and management remain committed to maintaining this requirement and meeting the other requirements of the MOU.

**(21) Fair Value of Financial Instruments**

ASC Topic 825, *Financial Instruments*, requires that an entity disclose the fair value of all financial instruments, as defined, regardless of whether recognized in the financial statements of the reporting entity. For purposes of determining fair value, Financial Instruments Topic of FASB ASC provides that the fair value of a financial instrument is the amount at

## PREFERRED BANK

### Notes to Consolidated Financial Statements

which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair value of each class of financial instruments.

(a) Cash Due from Banks, Federal Funds Sold and Securities Purchased under Resale Agreements

For cash and short-term instruments whose original or purchased maturity is less than 90 days, the carrying amount was assumed to be a reasonable estimate of fair value.

(b) Securities available-for-sale

For securities available-for-sale, fair values were based on quoted market prices obtained from market quotes. If a quoted market price was not available, fair value was estimated using quoted market prices for similar securities or if no quotes on similar securities were available, a discounted cash flow analysis was used based on a market discount rate and adjusted for pre-payments and defaults.

(c) Federal Home Loan Bank Stock

The carrying amounts approximate fair value, as the stock may be sold back to the Federal Home Loan Bank at carrying value.

(d) Loans

Loans are not measured at fair value on a recurring basis. Therefore, the following valuation discussion relates to estimating the fair value disclosures under Financial Instruments Topic of FASB ASC. Fair values are estimated for portfolios of loans with similar financial characteristics. Loans are segregated by type and further segmented into fixed and adjustable rate interest terms. The fair value estimates do not take into consideration an exit price concept as contemplated in ASC Topic 820, Fair Value Measurements and Disclosures. As a result, the value of the loan portfolio in the event the loans have to be sold outside the parameters of normal operating activities may differ from the fair value disclosed. The fair value of performing fixed rate loans is estimated by discounting scheduled cash flows through the estimated maturity using estimated market prepayment speeds and discount rates that reflect the market rate of the loans. The fair value of performing adjustable rate loans is estimated by discounting scheduled cash flows through the next repricing date. As these loans reprice frequently at market rates and the credit risk is not considered to be greater than normal, the market value is typically close to the carrying amount of these loans.

Loans measured for impairment based on the fair value of the underlying collateral are considered recorded at fair value on a non-recurring basis. Impaired loans include all of the Bank's non-accrual loans and certain restructured loans, all of which are reviewed individually for the amount of impairment, if any. The fair value of each loan's collateral is generally based on estimated market prices from an independently prepared appraisal, which is then adjusted for the cost related to liquidating such collateral; such valuation inputs result in a non-recurring fair value measurement that is categorized as a Level 2 measurement. When adjustments are made to an appraised value to reflect various factors such as the age of the appraisal or known changes in the market or the collateral or if an appraisal value is based on a discount cash flow rather than a market comparable, such valuation inputs are considered unobservable and the fair value measurement is categorized as a Level 3 measurement. In addition, unsecured impaired loans are measured at fair value based generally on unobservable inputs, such as the strength of a guarantor, discounted cash flow models and management's judgment; the fair value measurement of these loans is also categorized as a Level 3 measurement. Fair values were estimated for portfolios of loans with similar financial characteristics. Each loan category was further segmented into fixed and adjustable rate interest terms and by performing and non-performing categories.

(e) Loans held for sale

Loans held for sale are required to be measured based on the lower of cost or fair value. When there are loans held for sale on the balance sheet, the Bank obtains quotes or bids on all or part of these loans directly from the purchasing parties if possible. Otherwise, current appraisals are the basis for valuation.

## PREFERRED BANK

### Notes to Consolidated Financial Statements

(f) Other Real Estate Owned

Upon acquisition, real estate obtained in the settlement of loans is recorded at fair value on the basis of appraised value less estimated costs to sell at the date of acquisition. This is a level 2 measurement. Every 6-12 months, fair value adjustments are made to all real estate owned on an individual basis based on the current updated appraised value of the property. In addition, the Bank sometimes makes further adjustments to carrying value of a property based on conservative estimates considering factors such as slow property sales in the region or broker opinions. These are considered level 3 measurements.

(g) Accrued Interest Receivable and Accrued Interest Payable

The carrying amounts of accrued interest receivable and accrued interest payable approximate its fair value due to their short-term nature.

(g) Deposits

The fair value of demand deposits, saving accounts, and certain money market deposits were assumed to be the amount payable on demand at the reporting date. The fair value of fixed maturity certificates of deposit was estimated using the rates currently offered for deposits with similar remaining maturities.

(h) FHLB Borrowings and Senior Debt

The fair value of FHLB borrowings and Senior debt was based on rates currently offered for borrowings with similar remaining maturities.

(i) Commitment to Extend Credit and Letters of Credit

The majority of our commitments to extend credit carry market interest rates if converted to loans. Because these commitments are generally unassignable by either the borrower or us, they only have value to the borrower and us. The estimated fair value is not material. The fair value of letters of credit was based on fees currently charged for similar agreements or on the estimated cost to terminate them or otherwise settle the obligations with the counterparties at the reporting date.

## PREFERRED BANK

### Notes to Consolidated Financial Statements

The carrying amount and estimated fair value of assets and liabilities as of December 31, 2012 and 2011 is detailed on the table below.

	December 31, 2012				
	Carrying amount	Estimated fair value	Level 1	Level 2	Level 3
	(In thousands)				
<b>Assets:</b>					
Cash and cash equivalents	\$ 151,995	\$ 151,995	\$ 151,995	\$ —	\$ —
Securities held-to-maturity	979	982	—	982	—
Securities available-for-sale	210,742	210,742	4,973	204,221	1,548
Loans, net of allowance and net deferred loan fees	1,096,927	1,122,138	—	2,274	1,119,864
Loans held for sale	12,150	12,150	—	12,150	—
Accrued interest receivable	5,646	5,646	—	5,646	—
Federal Home Loan Bank stock	4,282	4,282	—	4,282	—
Customers' liabilities on acceptances	1,961	1,961	—	1,961	—
<b>Liabilities:</b>					
Demand deposits and savings:					
Noninterest-bearing	\$ 446,734	\$ 446,734	\$ —	\$ 446,734	\$ —
Interest-bearing	346,862	357,769	—	346,862	—
Time deposits	563,931	565,376	—	563,931	—
Accrued interest payable	968	968	—	968	—
Bank's liabilities on acceptances outstanding	1,961	1,961	—	1,691	—
<b>Off-balance sheet financial instruments:</b>					
Commitments to extend credit and letters of credit	169	169	—	169	—

**PREFERRED BANK**  
**Notes to Consolidated Financial Statements**

**December 31, 2011**

	<b>Carrying amount</b>	<b>Estimated fair value</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>
<b>(In thousands)</b>					
<b>Assets:</b>					
Cash and cash equivalents	\$ 142,466	\$ 142,466	\$ 142,466	\$ —	\$ —
Securities held-to-maturity	3,021	2,897	—	2,897	—
Securities available-for-sale	166,083	166,083	—	164,859	1,224
Loans, net of allowance and net deferred loan fees	924,876	940,446	—	51,484	888,962
Loans held for sale	3,996	3,996	—	3,996	—
Accrued interest receivable	4,851	4,851	—	4,851	—
Federal Home Loan Bank stock	4,164	4,164	—	4,164	—
Customers' liabilities on acceptances	427	427	—	427	—
<b>Liabilities:</b>					
Demand deposits and savings:					
Noninterest-bearing	\$ 239,987	\$ 239,987	\$ —	\$ 239,987	\$ —
Interest-bearing	255,734	254,729	—	254,729	—
Time deposits	622,232	623,160	—	623,160	—
FHLB borrowings and Senior Debt	25,996	25,996	—	25,996	—
Bank's liabilities on acceptances outstanding	427	427	—	427	—
<b>Off-balance sheet financial instruments:</b>					
Commitments to extend credit and letters of credit	104	104	—	104	—

The fair value estimates do not reflect any premium or discount that could result from offering the instruments for sale. Potential taxes and other expenses that would be incurred in an actual sale or settlement are not reflected in amounts disclosed. The fair value estimates are dependent upon subjective estimates of market conditions and perceived risks of financial instruments at a point in time and involve significant uncertainties resulting in variability in estimates with changes in assumptions.

The Bank adopted ASC Topic 820, *Fair Value Measurements and Disclosures*, or ASC 820, on January 1, 2008, and determined the fair values of its financial instruments based on the fair value hierarchy established in ASC 820. ASC 820 defines fair value, establishes a three-level fair value hierarchy based on the quality of inputs used to measure fair value and expands disclosures about fair value measurements.

The three-level categorizations to measure the fair value of assets and liabilities are as follows:

Level 1 - Quoted prices in active markets for identical assets or liabilities.

Level 2 - Observable prices in active markets for similar assets or liabilities; prices for identical or similar assets or liabilities in markets that are not active; directly observable market inputs for substantially the full term of the asset and liability; market inputs that are not directly observable but are derived from or corroborated by observable market data.

Level 3 - Unobservable inputs based on the Bank's own judgments about the assumptions that a market participant would use.



## **PREFERRED BANK**

### **Notes to Consolidated Financial Statements**

The Bank uses the following methodologies to measure the fair value of its financial assets on a recurring basis:

- Corporate notes – The Bank measures fair value of corporate notes by using quoted market prices for similar securities or dealer quotes, a level 2 measurement.
- Municipal securities – The Bank measures fair value of state and municipal securities by using quoted market prices for similar securities or dealer quotes, a level 2 measurement.
- U.S. Government Agencies – The Bank measures fair value of U.S. Government agency securities by using quoted market prices for similar securities or dealer quotes, a level 2 measurement.
- Mortgage-backed securities – The Bank measures fair value of mortgage-backed securities by using quoted market prices for similar securities or dealer quotes, a level 2 measurement.
- Collateralized mortgage obligations – The Bank measures fair value of collateralized mortgage obligations by using quoted market prices for similar securities or dealer quotes, a level 2 measurement.
- Collateralized debt obligations – The Bank uses a discounted cash flow analysis to determine the fair value of the four collateralized debt obligations which is level 3 measurement. The discount rate is determined by using a market interest rate for a similarly rated single issuer corporate security plus 100 basis points of illiquidity premium using loss rates determined by the financial health of the underlying issuer banks in each pool.
- Principal-only strip securities - The Bank measures fair value of principal-only strip securities by using quoted market prices for similar securities or dealer quotes, a level 2 measurement.
- Mutual funds (government bond funds) – The Bank measures fair value based on the quoted market price at the reporting date, a level 1 measurement.

## PREFERRED BANK

### Notes to Consolidated Financial Statements

The following table presents the Bank's hierarchy for its assets and liabilities measured at fair value on a recurring basis at December 31, 2012:

(In thousands) Assets	Fair Value Measurements Using			Balance at December 31, 2012
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
Securities, available-for-sale:				
Mutual funds – government bond funds	\$ —	\$ 4,973	\$ —	\$ 4,973
Corporate notes	—	50,981	—	50,980
Principal-only strips	—	5,846	—	5,846
Mortgage-backed securities	—	96,924	—	96,924
Collateralized mortgage obligations	—	24,660	—	24,660
Municipal securities	—	25,811	—	25,812
Collateralized debt obligations	—	—	1,547	1,547
<b>Total</b>	<b>\$ —</b>	<b>\$ 209,195</b>	<b>\$ 1,547</b>	<b>\$ 210,742</b>

The following table presents the Bank's hierarchy for its assets and liabilities measured at fair value on a recurring basis at December 31, 2011:

(In thousands) Assets	Fair Value Measurements Using			Balance at December 31, 2011
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
Securities, available-for-sale:				
U.S. Government Agency securities	\$ —	\$ 5,739	\$ —	\$ 5,739
Corporate notes	—	38,898	—	38,898
Principal-only strips	—	6,923	—	6,923
Mortgage-backed securities	—	51,734	—	51,734
Collateralized mortgage obligations	—	22,567	—	22,567
Municipal securities	—	21,509	—	21,509
Collateralized debt obligations	—	—	1,224	1,224
SBA securities	—	10,567	—	10,567
USDA security	—	6,922	—	6,922
<b>Total</b>	<b>\$ —</b>	<b>\$ 164,859</b>	<b>\$ 1,224</b>	<b>\$ 166,083</b>

There were no significant transfers in or out of Level 1 and Level 2 fair value measurements during the year ended December 31, 2012.

## PREFERRED BANK

### Notes to Consolidated Financial Statements

The following table presents the Bank's reconciliation and income statement classification of gains and losses for all assets measured at fair value on a recurring basis using significant unobservable inputs (Level 3) for year ended December 31, 2012:

<b>Fair Value Measurements Using Significant Unobservable Inputs(Level 3)</b>					
<i>(Dollars in thousands)</i>					
<b>Beginning Balance as of December 31, 2011</b>	<b>Purchases, Issuance and Settlements</b>	<b>Realized Gains or Losses in Earnings (Expense)</b>	<b>Unrealized Gains or Losses in Other Comprehensive Income</b>	<b>Ending Balance as of December 31, 2012</b>	
<b>ASSETS:</b>					
Securities, available-for-sale:					
Collateral debt obligations	\$ 1,224	\$ —	\$ (24)	\$ 347	\$ 1,547

The following table presents the Bank's reconciliation and income statement classification of gains and losses for all assets measured at fair value on a recurring basis using significant unobservable inputs (Level 3) for year ended December 31, 2011:

<b>Fair Value Measurements Using Significant Unobservable Inputs(Level 3)</b>					
<i>(Dollars in thousands)</i>					
<b>Beginning Balance as of December 31, 2010</b>	<b>Purchases, Issuance and Settlements</b>	<b>Realized Gains or Losses in Earnings (Expense)</b>	<b>Unrealized Gains or Losses in Other Comprehensive Income</b>	<b>Ending Balance as of December 31, 2011</b>	
<b>ASSETS:</b>					
Securities, available-for-sale:					
Collateral debt obligations	\$ 1,119	\$ —	\$ (32)	\$ 137	\$ 1,224

Impaired loans – On a non-recurring basis, the Bank measures the fair value of impaired collateral dependent loans based on fair value of the collateral value which is derived from appraisals that take into consideration prices in observable transactions involving similar assets in similar locations in accordance with Receivables Topic of FASB ASC covering loan impairments. Collateral value determined based on recent independent appraisals are considered a level 2 measurement. Collateral values based on unobservable inputs that are supported by little or no market data and less current appraisals are considered a level 3 measurement.

Other real estate owned – Real estate acquired in the settlement of loans is initially recorded at fair value, less estimated costs to sell. The Bank records other real estate owned at fair value on a non-recurring basis. As from time to time, nonrecurring fair value adjustments to other real estate owned are recorded based on current appraisal value of the property, a Level 2 measurement, or management's judgment and estimation based on reported appraisal value, a Level 3 measurement.

## PREFERRED BANK

### Notes to Consolidated Financial Statements

The following table presents the Bank's hierarchy for its assets measured at estimated fair value on a nonrecurring basis through twelve months ended December 31, 2012, and the total losses resulting from these fair value adjustments for the twelve months ended December 31, 2012:

*(In thousands)*

#### Fair Value Measurements Using

Assets	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Balance at December 31, 2012	Year Ended December 31, 2012 Total Losses
Impaired loans	\$ —	\$ 2,274	\$ 9,001	\$ 11,275	\$ (8,659)
Loans held for sale	—	12,150	—	12,150	(5,840)
Other real estate owned	—	21,816	6,464	28,280	(4,406)
<b>Total Assets</b>	<b>\$ —</b>	<b>\$ 36,240</b>	<b>\$ 15,465</b>	<b>\$ 51,705</b>	<b>\$ (18,905)</b>

The following table presents the Bank's hierarchy for its assets measured at estimated fair value on a nonrecurring basis through twelve months ended December 31, 2011, and the total losses resulting from these fair value adjustments for the year ended December 31, 2011:

*(In thousands)*

#### Fair Value Measurements Using

Assets	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Balance at December 31, 2011	Year Ended December 31, 2011 Total Losses
Impaired loans	\$ —	\$ 23,182	\$ 16,859	\$ 40,041	\$ (2,619)
Loans held for sale	1,440	—	—	1,440	(630)
Other real estate owned	—	6,017	8,703	14,720	(4,100)
<b>Total Assets</b>	<b>\$ —</b>	<b>\$ 29,199</b>	<b>\$ 25,562</b>	<b>\$ 54,761</b>	<b>\$ (7,349)</b>

## PREFERRED BANK

### Notes to Consolidated Financial Statements

The following table represents quantitative information regarding the significant unobservable inputs used in significant Level 3 assets measured at fair value on a non-recurring basis at December 31, 2012.

At December 31, 2012				
(Dollars In thousands)				
	Fair Value	Valuation Technique	Unobservable Inputs	Range
<b>Assets:</b>				
Impaired loans	9,001	Market comparables; Discounted cash flow	Adjustments to appraisal value for Selling costs; Management judgment	6.0%
OREO	6,464	Market comparables	Adjustments to appraisal value for selling costs*; Discount to reflect realizable value^; Management judgment	*4.0 – 6.0%; ^2.0 – 26.4%

### SIGNATURES

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

Dated: March 15, 2013

PREFERRED BANK  
(Registrant)

By /s/ Li Yu  
Li Yu  
*Chairman of the Board, President  
and Chief Executive Officer*

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

<u>/s/ Li Yu</u> Li Yu	Chairman of the Board, President, Chairman and Chief Executive Officer (Principal executive officer)	March 15, 2013
<u>/s/ Edward J. Czajka</u> Edward J. Czajka	Executive Vice President and Chief Financial Officer (Principal financial and accounting officer)	March 15, 2013
<u>/s/ J. Richard Belliston</u> J. Richard Belliston	Director	March 15, 2013
<u>/s/ William C. Y. Cheng</u> William C.Y. Cheng	Director	March 15, 2013
<u>/s/ Clark Hsu</u> Clark Hsu	Director	March 15, 2013
<u>/s/ Gary S. Nunnally</u>	Director	March 15, 2013

Gary S. Nunnally.

/s/ Kenneth Wang  
Kenneth Wang

Director

March 15, 2013

/s/ Ching-Hsing Kao  
Ching-Hsing Kao

Director

March 15, 2013

/s/ Chih-Wei Wu  
Chih-Wei Wu

Director

March 15, 2013

## INDEX TO EXHIBITS

<u>Exhibit No.</u>	<u>Exhibit Description</u>
3.1	Amended and Restated Articles of Incorporation <sup>(1)</sup>
3.2	Certificate of Determination of the Series A preferred Stock <sup>(5)</sup>
3.3	Amended and Restated Bylaws <sup>(1)</sup>
4.1	Common Stock Certificate <sup>(2)</sup>
10.1	Lease relating to the Bank's principal executive office at 601 S. Figueroa Street, 20th Floor, Los Angeles, California with Mitsui Fuduson (U.S.A.), Inc. <sup>(1)</sup>
10.2	Agreement for Item-Processing Services with Fiserv Solutions, Inc., dated as of July 31, 2002 <sup>(1)</sup>
10.3	Agreement for Data-Processing with Fiserv Solutions, Inc., dated as of May 1, 2003 <sup>(1)</sup>
10.4	Maintenance and Service Agreement, dated August 1, 2003 with Exilcom, Inc. d/b/a Northstar Technologies <sup>(1)</sup>
10.5*	1992 Stock Option Plan <sup>(1)</sup>
10.6*	Management Incentive Bonus Plan <sup>(1)</sup>
10.7*	Deferred Compensation Plan <sup>(1)</sup>
10.8*	Stock Option Gain Deferred Compensation Plan <sup>(1)</sup>
10.9*	2004 Equity Incentive Plan <sup>(1)</sup>
10.10*	Form of Indemnification Agreement for directors and executive officers <sup>(1)</sup>
10.11*	Revised Bonus Plan
10.12	Lease relating to the Bank's principal executive office at 601 S. Figueroa Street, 29 <sup>th</sup> Floor, Los Angeles, California with 601 Figueroa Co. LLC, dated March 9, 2008. <sup>(3)</sup>
10.13	Lease relating to the Bank's retail branch office at 1045-1055 North Tustin Avenue, Anaheim, California with Tustin Retail Center, LLC, dated July 8, 2009 <sup>(4)</sup>
10.14	Lease relating to the Bank's retail branch office at 7004 Rosemead Blvd., Pico Rivera, California with Thaddeus J. Moriarty, Jr. and Joan F. Moriarty, Trustees of the Moriarty Family Trust, Jacqueline Steward, Trustee of the Steward Family Trust, dated July 25, 2009 <sup>(4)</sup>
10.15*	Deferred Compensation Plan-Deferred Stock Unit Agreement and Rabbi Trust
12.1	Computation of Ratio of Earnings to Fixed Charges
21.1	Subsidiaries of the Registrant
31.1	Chief Executive Officer Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Chief Financial Officer Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Chief Executive Officer Certification Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant To Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Chief Financial Officer Certification Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant To Section 906 of the Sarbanes-Oxley Act of 2002

<sup>(1)</sup> Incorporated by reference from Registrant's Registration Statement on Form 10 filed with the Federal Deposit Insurance Corporation on January 18, 2006.

<sup>(2)</sup> Incorporated by reference from Registrant's Registration Statement on Form 10 Amendment No. 1 filed with the Federal Deposit Insurance Corporation on February 2, 2006.

<sup>(3)</sup> Incorporated by reference from Quarterly Report on Form 10-Q filed with the Federal Deposit Insurance Corporation on May 9, 2008.

<sup>(4)</sup> Incorporated by reference from Quarterly Report on Form 10-Q filed with the Federal Deposit Insurance Corporation on November 7, 2009.

<sup>(5)</sup> Incorporated by reference from Current Report on Form 8-K filed with the Federal Deposit Insurance Corporation on June 10, 2010.

\* Denotes management contract or compensatory plan or arrangement.

Exhibit 21.1

SUBSIDIARIES OF THE REGISTRANT

Preferred Bank Investment and Consulting, Inc. (PBICI)



Exhibit 31.1

CERTIFICATION PURSUANT TO RULE  
13a-14(a) AND 15d-14(a),  
AS ADOPTED PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Li Yu, certify that:

1. I have reviewed this Annual Report on Form 10-K of Preferred Bank;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's Board of Directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 15, 2013

/s/ Li Yu

Li Yu

Chairman and Chief Executive Officer

Exhibit 31.2  
CERTIFICATION PURSUANT TO RULE  
13a-14(a) AND 15d-14(a),  
AS ADOPTED PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Edward J. Czajka, certify that:

1. I have reviewed this Annual Report on Form 10-K of Preferred Bank;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's Board of Directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 15, 2013

/s/ Edward J. Czajka  
\_\_\_\_\_  
Edward J. Czajka  
Executive Vice President and Chief Financial Officer

Exhibit 32.1

CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Preferred Bank (the “Bank”) on Form 10-K for the period ending December 31, 2012 as filed with the Federal Deposit Insurance Corporation on the date hereof (the “Report”), I, Li Yu, Chairman, President and Chief Executive Officer of the Bank, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Bank.

Date: March 15, 2013

/s/ Li Yu

\_\_\_\_\_  
Li Yu

Chairman and Chief Executive Officer

A signed original of this written statement required by Section 906, or other document authenticating acknowledging, or otherwise adopting the signature that appears in typed form within this version of this written statement required by Section 906, has been provided to the Bank and will be retained by the Bank and furnished to the Federal Deposit Insurance Corporation or its staff upon request.

Exhibit 32.2

CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Preferred Bank (the “Bank”) on Form 10-K for the period ending December 31, 2012 as filed with the Federal Deposit Insurance Corporation on the date hereof (the “Report”), I, Edward J. Czajka, Executive Vice President and Chief Financial Officer of the Bank, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Bank.

Date: March 15, 2013

/s/ Edward J. Czajka

Edward J. Czajka

Executive Vice President & Chief Financial Officer

A signed original of this written statement required by Section 906, or other document authenticating acknowledging, or otherwise adopting the signature that appears in typed form within this version of this written statement required by Section 906, has been provided to the Bank and will be retained by the Bank and furnished to the Federal Deposit Insurance Corporation or its staff upon request.