

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, 2014
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)

California <i>(State or other jurisdiction of incorporation or organization)</i>	33539 <i>(FDIC Certificate Number)</i>	95-4340199 <i>(I.R.S. Employer Identification No.)</i>
601 S. Figueroa Street, 29th Floor, Los Angeles, California <i>(Address of principal executive offices)</i>		90017 <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>
Common Stock, No Par Value	The NASDAQ Stock Market LLC

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, 2014) was \$317,840,958.

Number of shares of common stock of the Registrant outstanding as of March 11, 2015, was 13,568,206.

The following documents are incorporated by reference herein:

<u>Document Incorporated By Reference</u>	<u>Part of Form 10-K Into Which Incorporated</u>
Definitive Proxy Statement for the Annual Meeting of Shareholders which will be filed within 120 days of the fiscal year ended December 31, 2014	Part III

TABLE OF CONTENTS

Page

PART I	2
ITEM 1. BUSINESS.....	3
ITEM 1A. RISK FACTORS.....	27
ITEM 1B. UNRESOLVED STAFF COMMENTS.....	35
ITEM 2. PROPERTIES.....	37
ITEM 3. LEGAL PROCEEDINGS.....	38
ITEM 4. MINE SAFETY DISCLOSURES.....	38
PART II	39
ITEM 5. MARKET FOR REGISTRANT’S COMMON EQUITY, RELATED SHAREHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES.....	39
ITEM 6. SELECTED FINANCIAL DATA.....	42
ITEM 7. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.....	44
ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES OF MARKET RISK.....	70
ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.....	70
ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.....	71
ITEM 9A. CONTROLS AND PROCEDURES.....	71
ITEM 9B. OTHER INFORMATION.....	82
PART III	75
ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE.....	75
ITEM 11. EXECUTIVE COMPENSATION.....	75
ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED SHAREHOLDER MATTERS.....	75
ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE.....	75
ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES.....	76
PART IV	77
ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES.....	77
SIGNATURES	124

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
- Necessity of additional capital in the future, and possible unavailability of that capital on acceptable terms
- Economic and market conditions that may 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
- 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., which has no current operation.

General

We are a commercial bank based in Southern California, with a niche in 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, 2014, our total assets were \$2.1 billion, loans were \$1.6 billion, deposits were \$1.8 billion and shareholders’ equity grew to \$235.0 million. These balances all saw increases from total assets of \$1.8 billion loans of \$1.3 billion, deposits of \$1.5 billion, and shareholders’ equity of \$206.9 million as of December 31, 2013. We had net earnings per share on a diluted basis of \$1.78 for the year ended December 31, 2014 as compared to net earnings of \$1.42 per share for the year ended December 31, 2013 and net earnings per share of \$1.78 for the year ended December 31, 2012. Net interest income before provision for credit losses increased from \$53.8 million for the year ended December 31, 2012 and \$62.0 million for the year ended December 31, 2013 to \$71.0 million for the year ended December 31, 2014. We recorded a provision for credit losses of \$3.4 million in 2014, which was consistent with the provision of \$3.3 million recorded in 2013 and was down from the provision of \$19.8 million recorded in 2012.

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 the majority of our business is not 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, less than 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 twelve full-service branch banking offices in Los Angeles, Orange, and San Francisco Counties. We market our services and conduct our business primarily in Los Angeles, Orange, Ventura, Riverside, San Bernardino and San Francisco Counties. 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 future. Additionally, the Bank opened a new branch in Tarzana, California, in January of 2015.

As a result of a regulatory examination during 2014, the Memorandum of Understanding (“MOU”), which was entered into on October 1, 2013, was terminated by the FDIC and the California Department of Business Oversight (“CDBO”). The termination of the MOU allows the Bank to declare and pay cash dividends to its shareholders and establish new branches and offices without prior written approval of the FDIC and CDBO, and removes the 10% tier 1 leverage ratio requirement. Following the lifting of the restriction on dividends, the Bank declared quarterly cash dividends of \$0.10 per share on September 16, 2014 and of \$0.10 per share on December 18, 2014. These dividends were paid on October 20, 2014 and January 20, 2015 respectively. The Bank’s tier 1 leverage ratio was 11.73% as of December 31, 2014. 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 website is www.preferredbank.com. On our Investor Relations tab, which can be accessed through 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 the Investor Relations page of our 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.

- *High-wealth 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

Beginning in 2013, we began the process of fortifying our infrastructure in order to meet the new growth and regulatory challenges facing all banks in this environment. We have made significant human resource investments in our Bank Secrecy Act Department, Information Technology, Operations, Credit Administration, Internal Audit and our Compliance Departments. The bolstering of these areas is intended to support the future growth of the Bank, maintain a sound internal control structure as well as to meet the regulatory requirements of our industry.

With all of those investments being made to the infrastructure of the Bank, we were able to achieve substantial growth in loans and in profitability over the last two years. This was due to the hiring of new business development and relationship officers in all regions of the Bank's market during the years 2011 through 2014 and the relationships these officers have brought with them. We now have a much larger business development staff than at any time in our history and we will look for our staff to continue to bring in new, profitable relationships, driving the future growth of the Bank.

With our new branch now operating in Tarzana, California (as of January, 2015) in the San Fernando Valley area of unincorporated Los Angeles, we now have a presence in one of the largest markets in the Los Angeles area which we had previously been unable to tap. As the Bank has been operating with a high level of capital for a number of years, management is now focused on deploying that capital effectively. Traditionally, the Bank has deployed capital through organic growth as the Bank's growth rate has typically been higher than peers. However, even with a reinstated quarterly cash dividend and organic growth, the Bank continues to maintain high levels of capital. The Bank is now focused on exploring other ways to deploy this excess capital effectively to maximize shareholder value while maintaining a safe and sound operation.

Our Market

We conduct operations from our main office in downtown Los Angeles, California and 12 full-size branch banking offices in Los Angeles, Orange, and San Francisco Counties as of December 31, 2014. We market our services and conduct our business primarily in Los Angeles, Orange, Ventura, Riverside, San Bernardino, and San Francisco counties. In January 2015, we opened a branch in Tarzana, California, and may also further expand into the Northern California market in the future.

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 the years 2000 and 2010, the Chinese-American population in the United States grew by approximately 38%, with 37% of all Chinese-Americans living in California. In 2010, there were approximately 523,000 Chinese-Americans living in the five Southern

California counties in which the Bank conducted business. 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, 2014, we had a total of \$216.4 million in purchased participation loans and \$33.1 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.

We have historically originated our loans from our banking offices in Los Angeles, Orange, and San Francisco 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, 2014, 79% of our loans carried interest rates that adjust with changes in the Prime Rate, 11% carried interest rates tied to LIBOR or other indices and 10% 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, 2014</u>
	(Dollars in thousands)
<i>Real Estate Mini Perm</i>	
Portfolio size	\$ 950,959
Number of loans	453
Average loan size	\$ 2,099
Average LTV ⁽¹⁾	58.29%
Average DCR ⁽²⁾	1.73x
Weighted average rate	5.11%
Average years since origination	2.2 years
<i>Real Estate Construction</i>	
Portfolio size	\$ 126,485
Number of loans	59
Average loan size	\$ 2,144
Average LTV ⁽¹⁾	63.52%
Weighted average rate	5.51%
Average years since origination	1.6 years
<i>Commercial Loans</i>	
Portfolio size	\$ 495,827
Number of loans	704
Average loan size	\$ 704
Weighted average rate	4.51%
Average years since origination	1.8 years
<i>Trade Finance</i>	
Portfolio size	\$ 30,498
Number of loans	138
Average loan size	\$ 221
Weighted average rate	4.23%
Average years since origination	4.1 years

⁽¹⁾ 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.

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

We had 288 loans with outstanding principal balances between \$1 million to \$5 million, 53 loans with outstanding principal balances between \$5 million and \$10 million, and 22 loans with outstanding principal balances over \$10 million as of December 31, 2014.

Real Estate Mini-Perm Loans

Real estate mini-perm loans are secured by retail, industrial, office, residential and residential multi-family properties and comprise 59% of our loan portfolio as of December 31, 2014. 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 \$951.0 million at December 31, 2014 as compared to \$877.7 million as of December 31, 2013.

Net charge-offs of mini-perm loans as a percentage of total net loan charge-offs is not meaningful for 2014 due to a small net loan recovery, and they accounted for 5.7% of our net loan charge-offs in 2013. Loans secured by land totaled \$13.6 million and \$21.4 million at December 31, 2014 and 2013, respectively. There were no charge-offs related to land loans during 2014 or 2013, and land loans comprised \$4.6 million of the Bank's \$4.8 million gross recoveries during 2014.

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, 2014</u>	
	<u>Amount</u> (Dollars in thousands)	<u>Percentage of Loans in Each Category in Total Loan Portfolio</u>
Commercial / Office	\$ 139,662	8.71%
Retail	223,940	13.96
Industrial	91,297	5.69
Residential 1-4	133,144	8.30
Apartment 4+	150,814	9.40
Land	13,621	0.85
Special purpose	198,481	12.37
Total	<u>\$ 950,959</u>	<u>59.28%</u>

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

<u>At December 31, 2014</u>						
<u>1 Year</u>	<u>Less than</u>			<u>More Than</u>		<u>Total Outstanding Balance</u>
	<u>2 Years</u>	<u>3 Years</u>	<u>4 Years</u>	<u>5 Years</u>	<u>5 Years</u>	
(In thousands)						
\$193,975	\$134,453	\$153,135	\$164,899	\$158,807	\$145,690	\$950,959

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 1.1-1.35, 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

Our construction loans are typically short-term loans of up to 18 months for the purpose of funding the costs of constructing a building. Construction loan net charge-offs as a percentage of total loan net charge-offs during 2014 is not meaningful due to the net recovery on total loans, and they comprised 7.4% of our net loan charge-offs during 2013. We had 59 construction loans totaling \$126.5 million as of December 31, 2014, and 26 construction loans totaling \$73.3 million as of December 31, 2013. Outstanding construction loans by property type are summarized as follows:

<u>Property Type</u>	<u>At December 31, 2014</u>	
	<u>Amount</u> (Dollars in thousands)	<u>Percentage of Loans in Each Category in Total Loan Portfolio</u>
Commercial / Office	\$ —	0.00%
Retail	15,536	0.97
Industrial	20,421	1.27
For sale attached residential	18,797	1.17
For sale detached residential	30,095	1.88
Apartment 4+	19,858	1.24
Land / Special Purpose	21,778	1.36
Total	<u>\$ 126,485</u>	<u>7.89%</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 Chief Credit Officer 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, 2014, we had \$495.8 million of commercial loans outstanding, which represented 30.9% of the overall loan portfolio, compared to \$338.7 million outstanding as of December 31, 2013. 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 \$30.5 million, or 1.9% of our total loan portfolio as of December 31, 2014, compared to \$39.6 million as of December 31, 2013. 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 2014 there were no charge-offs or recoveries on trade finance loans, and during 2013 trade finance loans had overall net charge-offs of \$11,000 and comprised 2 basis points of the Bank’s 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, 2014 and 2013, the percentage of loans secured by real estate in our total loan portfolio was approximately 67% and 72%, respectively.

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, 2014</u>	
	<u>Amount</u> (Dollars in thousands)	<u>Percentage of Loans in Each Category in Total Loan Portfolio</u>
Commercial/Office	\$ 139,662	8.71%
Retail ⁽¹⁾	239,476	14.93
Industrial	111,718	6.96
Residential 1-4	182,036	11.35
Apartment 4+	170,672	10.64
Land	13,621	0.85
Special purpose ⁽²⁾	220,259	13.73
Total	<u>\$ 1,077,444</u>	<u>67.17%</u>

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

⁽²⁾ 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, 2014, the weighted average LTV of our construction and commercial real estate portfolio based on LTVs at the time of origination was 58%. 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	Out of State	Total
Mini-Perm Residential	\$ 2,956	\$ 115,818	\$ 18,881	\$ 7,621	\$ 145,276
Mini-Perm Commercial	61,763	544,019	135,569	64,332	805,683
Construction Residential	1,364	36,875	10,653	—	48,892
Construction Commercial	6,675	27,730	18,622	24,566	77,593
Total Real Estate Loans	\$ 72,758	\$ 724,442	\$183,725	\$ 96,519	\$ 1,077,444

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, 2014, 9.0% of our real estate portfolio was secured by real estate located outside of California. At December 31, 2014, the top 20 borrowing relationships of the Bank totaled \$538.4 million in loans outstanding and comprised 32% 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, 2014 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, 2014, we had 363 loans in excess of \$1.0 million, totaling \$1.38 billion. These loans comprise approximately 26.8% of our loan portfolio based on number of loans and 85.8% 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, 2014 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, 2014				Rate Structure for	
	Maturity				Loans Maturing Over One Year	
	One Year or Less	One through Five Years	Over Five Years	Total	Fixed Rate	Floating Rate
	<i>(In thousands)</i>					
Real estate mini-perm	\$ 193,975	\$ 611,294	\$ 145,690	\$ 950,959	\$ 55,180	\$ 701,804
Real estate-construction	97,473	29,012	—	126,485	—	29,012
Commercial	251,299	190,535	53,993	495,827	50,221	194,307
Trade finance	17,159	13,339	—	30,498	—	13,339
Consumer	—	53	—	53	53	—
Other	327	—	—	327	—	—
Total	\$ 560,233	\$ 844,233	\$ 199,683	\$ 1,604,149	\$ 105,454	\$ 938,462

The following table shows the amounts of loans outstanding as of December 31, 2013, 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, 2013				Rate Structure for	
	Maturity				Loans Maturing	
	One Year or Less	One through Five Years	Over Five Years	Total	Fixed Rate	Floating Rate
	(In thousands)					
Real estate mini-perm*	\$ 115,639	\$ 612,357	\$ 149,750	\$ 877,746	\$ 95,612	\$ 666,495
Real estate-construction	54,234	19,051	—	73,285	—	19,051
Commercial	164,131	126,359	48,190	338,680	39,715	134,834
Trade finance	32,413	7,227	—	39,640	—	7,227
Consumer	—	77	—	77	77	—
Other	210	—	—	210	—	—
Total	<u>\$ 366,627</u>	<u>\$ 765,071</u>	<u>\$ 197,940</u>	<u>\$ 1,329,638</u>	<u>\$ 135,404</u>	<u>\$ 827,607</u>

*Includes loans held for sale of \$6,207.

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 \$64.0 million for real estate secured loans and \$38.4 million for unsecured loans at December 31, 2014. 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, 2014, the Bank had \$216.4 million in loans outstanding that were purchased from other financial institutions representing 13.5% of the loan portfolio. Many of these loans are made to customers of the Bank but in these particular cases, the loans were originated by another bank and we were asked to participate because of our relationship with the borrower. These loans include commercial real estate, construction and commercial loans. There were no charge-offs to the Bank’s purchased participations during 2014. These loans are underwritten using the same standards as loans that the Bank originates directly.

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 \$1.8 billion as of December 31, 2014, of which 25.0% were demand deposits, 30.8% were in savings and interest-bearing checking, 38.1% were in CD's greater than \$100,000 and 6.1% 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, 8% 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.

The Bank accesses 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. Brokered deposits were \$32.6 million and \$17.6 million as of December 31, 2014 and 2013, respectively.

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, 2014, excluding government deposits, brokered deposits and deposits as direct collateral for loans, we had 64 depositors with deposits in excess of \$3.0 million that totaled \$566.2 million, or 31.9% 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.

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 \$20.0 million in outstanding FHLB advances at December 31, 2014. We currently have \$118.7 million in available borrowing capacity at the FHLB. In addition, we have pledged \$85.5 million in securities at the Federal Reserve Bank Discount Window and may borrow against that as well.

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 \$158.4 million and \$142.7 million as of December 31, 2014 and 2013, 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, 2014, the bank had one investment with a fair value of \$7.8 million classified as “held-to-maturity.” As of December 31, 2013 the Bank had zero investment securities 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 banks which share a partial focus on the Chinese-American market, 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 mainstream community banks and with Chinese-American 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. 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.

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.

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 CDBO, 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 regulations, policies and practices. If, as a result of an examination, either the CDBO 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 CDBO and the FDIC. These remedies include the power to (i) require affirmative action to correct any conditions resulting from any violation or unsafe and unsound 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 and consent orders 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 CDBO could revoke the Bank's charter or take possession and close and liquidate the Bank.

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. The Bank presently has no nonbanking or financial subsidiaries other than PB Consulting.

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 and compliance 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.

Legislative and Regulatory Developments

The Dodd-Frank Act

The implementation and impact of legislation and regulations enacted since 2008 in response to the U.S. economic downturn and financial industry instability continued in 2014 as modest recovery returned to many institutions in the banking sector. Many institutions have repaid and repurchased U.S. Treasury investments under the Troubled Asset Relief Program and certain provisions of the Dodd-Frank Wall Street Reform and Consumer Protection Act (“Dodd-Frank”) are effective and have been fully implemented, including the revisions in the deposit insurance assessment base for FDIC insurance and the permanent increase in coverage to \$250,000; the permissibility of paying interest on business checking accounts; the removal of barriers to interstate branching and required disclosure and shareholder advisory votes on executive compensation. Implementation in 2014 of additional Dodd-Frank regulatory provisions included aspects of (i) the final new capital rules, and (ii) a final rule to implement the so called Volcker rule restrictions on certain proprietary trading and investment activities.

Many of the regulations to implement Dodd-Frank 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 Dodd-Frank may materially and adversely affect the Bank’s business, financial condition, and results of operations.

In the exercise of their supervisory and examination authority, the regulatory agencies have emphasized corporate governance, stress testing, enterprise risk management and other board responsibilities; anti-money laundering compliance and enhanced high risk customer due diligence; vendor management; cyber security and fair lending and other consumer compliance obligations.

Capital Adequacy Requirements

Banks are subject to various regulatory capital requirements administered by state and federal banking agencies. New capital rules described below were effective on January 1, 2014, and are being phased in over various periods. The basic capital rule changes were fully effective on January 1, 2015, but many elements are being phased in over multiple future years. Capital adequacy guidelines and prompt corrective action regulations (See “Prompt Corrective Action Regulations” below) involve quantitative measures of assets, liabilities, and certain off-balance sheet items calculated under regulatory accounting

practices. Capital amounts and classifications are also subject to qualitative judgments by regulators about components, risk weighting, and other factors. The risk-based capital guidelines for bank holding companies and banks require capital ratios that vary based on the perceived degree of risk associated with a banking organization’s operations for both transactions reported on the balance sheet as assets, such as loans, and those recorded as off-balance sheet items, such as commitments, letters of credit and recourse arrangements. 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 risks and dividing its qualifying capital by its total risk-adjusted assets and off-balance sheet items. Banks engaged in significant trading activity may also be subject to the market risk capital guidelines and be required to incorporate additional market and interest rate risk components into their risk-based capital standards. To the extent that the new rules are not fully phased in, the prior capital rules continue to apply.

Under the risk-based capital guidelines in place prior to the effectiveness of the new capital rules, there were three fundamental capital ratios: a total risk-based capital ratio, a Tier 1 risk-based capital ratio and a Tier 1 leverage ratio. To be deemed “well capitalized” a bank must have a total risk-based capital ratio, a Tier 1 risk-based capital ratio and a Tier 1 leverage ratio of at least ten percent, six percent and five percent, respectively.

The regulatory capital guidelines as well as the Bank’s actual capitalization as of December 31, 2014, are as follows:

Tier 1 Leverage Ratio

Preferred Bank	11.73%
Minimum requirement for “Well-Capitalized” institution	5.00%

Tier 1 Risk-Based Capital Ratio

Preferred Bank	12.72%
Minimum requirement for “Well-Capitalized” institution	6.00%

Total Risk-Based Capital Ratio

Preferred Bank	13.97%
Minimum requirement for “Well-Capitalized” institution	10.00%

The federal banking agencies may require banks subject to enforcement actions to maintain capital ratios in excess of the minimum ratios otherwise required to be deemed well capitalized, in which case institutions may no longer be deemed to be well capitalized and may therefore be subject to restrictions on taking brokered deposits.

New Capital Rules and Minimum Capital Returns

The federal bank regulatory agencies adopted final regulations in July 2013, which revised their risk-based and leverage capital requirements for banking organizations to meet requirements of Dodd–Frank and to implement Basel III international agreements reached by the Basel Committee. Although many of the rules contained in these final regulations are applicable only to large, internationally active banks, some of them will apply on a phased in basis to all banking organizations, including the Bank.

The following are among the new requirements that are phased in beginning January 1, 2015:

- An increase in the minimum Tier 1 capital ratio from 4.00% to 6.00% of risk-weighted assets;
- A new category and a required 4.50% of risk-weighted assets ratio is established for “common equity Tier 1” as a subset of Tier 1 capital limited to common equity;
- A minimum non-risk-based leverage ratio is set at 4.00%, eliminating a 3.00% exception for higher rated banks;

- Changes in the permitted composition of Tier 1 capital to exclude trust preferred securities, mortgage servicing rights and certain deferred tax assets and include unrealized gains and losses on available for sale debt and equity securities;
- The risk-weights of certain assets for purposes of calculating the risk-based capital ratios are changed for high volatility commercial real estate acquisition, development and construction loans, certain past due non-residential mortgage loans and certain mortgage-backed and other securities exposures; and
- An additional “countercyclical capital buffer” is required for larger and more complex institutions; and
- A new additional capital conservation buffer of 2.5% of risk weighted assets over each of the required capital ratios will be phased in from 2016 to 2019 and must be met to avoid limitations on the ability of the Bank to pay dividends, repurchase shares or pay discretionary bonuses.

Including the capital conservation buffer of 2.5%, the new final capital rule would result in the following minimum ratios: (i) a Tier 1 capital ratio of 8.5%, (ii) a common equity Tier 1 capital ratio of 7.0%, and (iii) a total capital ratio of 10.5%. The new capital conservation buffer requirement will be phased in beginning in January 2016 at 0.625% of risk-weighted assets and would increase each year until fully implemented in January 2019. While the new final capital rule sets higher regulatory capital standards for the Bank, bank regulators may also continue their past policies of expecting banks to maintain additional capital beyond the new minimum requirements. The implementation of the new capital rules or more stringent requirements to maintain higher levels of capital or to maintain higher levels of liquid assets could adversely impact the Bank's net income and return on equity, restrict the ability to pay dividends or executive bonuses and require the raising of additional capital.

Management believes that, as of December 31, 2014, the Bank would meet all applicable capital requirements under the new capital rules on a fully phased-in basis if such requirements were currently in effect (see “*Legislative and Regulatory Developments*”).

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.

Final Volcker Rule

In December 2013, the federal bank regulatory agencies adopted final rules that implement a part of Dodd-Frank commonly referred to as the “Volcker Rule.” Under these rules and subject to certain exceptions, banking entities, including the Bank, will be restricted from engaging in activities that are considered proprietary trading and from sponsoring or investing in certain entities, including hedge or private equity funds that are considered “covered funds.” These rules became effective on April 1, 2014, although certain provisions are subject to delayed effectiveness under rules promulgated by the Federal Reserve. The Bank held no investment positions at December 31, 2014 which were subject to the final “Volcker Rule”. Therefore, while these new rules may require us to conduct certain internal analysis and reporting, we believe that they will not require any material changes in our operations or business.

Memorandum of Understanding

As a result of a regulatory examination during 2014, the MOU, which was entered into on October 1, 2013, was terminated by the FDIC and the CDBO. The termination of the MOU allows the Bank to declare and pay cash dividends to its shareholders and establish new branches and offices without prior written approval of the FDIC and CDBO, and removes the 10% tier 1 leverage ratio requirement. Following the lifting of the restriction on dividends, the Bank declared quarterly cash dividends of \$0.10 per share on September 16, 2014 and of \$0.10 per share on December 18, 2014. These dividends were paid on October 20, 2014 and January 20, 2015 respectively. The Bank's tier 1 leverage ratio was 11.73% as of December 31, 2014.

Prompt Corrective Action Regulations

The FDI Act requires the federal bank regulatory agencies 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. Depending on the bank's capital ratios, the agencies' regulations define five categories in which an insured depository institution will be placed: well-capitalized, adequately capitalized, undercapitalized, significantly undercapitalized, and critically undercapitalized. At each successive lower capital category, an insured bank is subject to more restrictions, including restrictions on the bank's activities, operational practices or the ability to pay dividends. Based upon its capital levels, a bank that is classified as well-capitalized, adequately capitalized, or undercapitalized may be treated as though it were in the next lower capital category if the appropriate federal banking agency, after notice and opportunity for hearing, determines that an unsafe or unsound condition, or an unsafe or unsound practice, warrants such treatment.

The prompt corrective action standards were changed when the new capital rule ratios become effective. Under the new standards, in order to be considered well-capitalized, the Bank is required to meet the new common equity Tier 1 ratio of 6.5%, an increased Tier 1 ratio of 8% (increased from 6%), a total capital ratio of 10% (unchanged) and a leverage ratio of 5% (unchanged).

Dividends and Other Transfers of Funds

The Bank is subject to various statutory and regulatory restrictions on its ability to pay dividends. 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.

The power of the Bank to declare cash dividends is subject to California law, which limits the amount available for cash dividends to the lesser of the Bank's retained earnings or net income for its last three fiscal years (less any distributions made to shareholders during that period). This restriction may only be exceeded with advance approval of the CDBO, which may approve declaration of an amount not exceeding the greatest of retained earnings of the Bank, the Bank's prior fiscal year net income, or the Bank's current fiscal year net income.

Deposit Insurance

The FDIC is an independent federal agency that insures deposits, up to prescribed statutory limits, of federally insured banks and savings institutions and safeguards the safety and soundness of the banking and savings industries. The FDIC insures our customer deposits through the DIF up to prescribed limits for each depositor. The amount of FDIC assessments paid by each DIF member institution is based on its relative risk of default as measured by regulatory capital ratios and other supervisory factors. 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 DIF or that may prejudice the interest of the bank's depositors. The termination of deposit insurance for a bank would also result in the revocation of the bank's charter by the CDBO.

Our FDIC insurance expense totaled \$2.1 million for 2014. We are generally unable to control the amount of premiums that we are required to pay for FDIC insurance, which can be affected by the cost of bank failures to the FDIC among other factors. 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, 2014, the Bank had \$20.0 million of outstanding FHLB advances and additional borrowing capacity of \$118.7 million. At December 31, 2014, the Bank was in compliance with the FHLB's stock ownership and cash reserve requirements. As of December 31, 2014 and 2013, our investment in FHLB capital stock totaled \$6,155,000 and \$5,296,000, respectively.

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 to the extent such regulations have been adopted by the FDIC as well as listing requirements of NASDAQ.

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 as adopted by the FDIC for board audit committees and their members, and disclosure of controls and procedures and internal control over financial reporting.

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, 2014, the Bank's largest single lending relationship had a combined outstanding balance of \$56.7 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 CDBO 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 and state anti-money laundering and consumer protection statutes and implementing regulations, including the USA PATRIOT Act of 2001, the Bank Secrecy Act, the Foreign Account Tax Compliance Act, the CRA, the Fair Credit Reporting Act, as amended by the Fair and Accurate Credit Transactions 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 California Homeowner Bill of Rights and various federal and state privacy protection laws. Noncompliance with any of these laws could subject the Bank to compliance enforcement actions as well as lawsuits and could also result in administrative penalties, including, fines and reimbursements. The Bank and the Company are also subject to federal and state laws prohibiting unfair or fraudulent business practices, untrue or misleading advertising and unfair competition.

These laws and regulations mandate certain disclosure and reporting requirements and regulate the manner in which financial institutions must deal with customers when taking deposits, making loans, servicing, collecting and foreclosure of 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.

Dodd-Frank provided for the creation of the Consumer Finance Protection Bureau ("CFPB") as an independent entity within the Federal Reserve with broad rulemaking, supervisory and enforcement authority over consumer financial products and services, including deposit products, residential mortgages, home-equity loans and credit cards. The bureau's functions include investigating consumer complaints, conducting market research, rulemaking, supervising and examining bank consumer transactions, and enforcing rules related to consumer financial products and services. CFPB regulations and guidance apply to all financial institutions and banks with \$10 billion or more in assets are subject to examination by the

CFPB. Banks with less than \$10 billion in assets, including the Bank, will continue to be examined for compliance by their primary federal banking agency.

In 2014, the CFPB adopted revisions to Regulation Z, which implement the Truth in Lending Act, pursuant to the Dodd-Frank Act, and apply to all consumer mortgages (except home equity lines of credit, timeshare plans, reverse mortgages, or temporary loans). The revisions mandate specific underwriting criteria for home loans in order for creditors to make a reasonable, good faith determination of a consumer's ability to repay and establish certain protections from liability under this requirement for "qualified mortgages" meeting certain standards. In particular, it will prevent banks from making "no doc" and "low doc" home loans, as the rules require that banks determine a consumer's ability to pay based in part on verified and documented information. Because we do not originate "no doc" or "low doc" loans, we do not believe this regulation will have a significant impact on our operations. However, because a substantial portion of the mortgage loans originated by the Bank do not meet the definitions for a "qualified mortgage" under final regulations adopted by the CFPB, the Bank may be subject to additional disclosure obligations and extended time periods for the assertion of defenses by the borrower against enforcement in connection with such mortgage loans.

Employees

As of December 31, 2014, the Bank had a total of 163 full-time equivalent employees. None of the employees are represented by a union or collective bargaining group. Management believes that 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.

<u>Name</u>	<u>Age ⁽¹⁾</u>	<u>Position with Bank</u>
Li Yu	[74]	Chairman of the Board and Chief Executive Officer
Wellington Chen	[55]	President and Chief Operating Officer
Edward J. Czajka.....	[50]	Executive Vice President and Chief Financial Officer
Lucilio Couto	[46]	Executive Vice President and Chief Credit Officer

⁽¹⁾ As of March 1, 2015.

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 was the Bank's Senior Executive Vice President beginning 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 the former North Valley Bancorp, a publicly-traded multi-bank holding company located in Redding, California (now Tri Counties Bank). From 1994 through 2000, Mr. Czajka held the position of Vice President, Corporate Controller for the former Pacific Capital Bancorp in Santa Barbara, California (now Union Bank). 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 the former 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.

Available Information

The Bank also maintains an Internet website at 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.

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. The underwriting and credit monitoring policies and procedures that we have adopted to address this risk

may not prevent losses that could have an adverse effect on our business, financial condition, results of operations and cash flows. 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 an 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, 2014, we recorded a provision for loan and lease losses and net loan recoveries of \$3.4 million and \$130,000, respectively, compared to a provision of \$3.3 million and net loan charge-offs of \$4.4 million for the year ended December 31, 2013.

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 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 realized, our net income could be adversely affected.

At December 31, 2014, our construction loans were \$126.5 million, or 7.9% of our total loans held, and the average loan size of our construction loans was \$2.1 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.

The impact of new capital rules will impose enhanced capital adequacy requirements on us and may materially affect our operations.

We will be subject to more stringent capital requirements. Pursuant to Dodd-Frank and to implement for U.S. banking institutions the principles of the international "Basel III" standards, the federal banking agencies have adopted a new set of rules on minimum leverage and risk-based capital that will apply to both insured banks and their holding companies. These regulations were issued in July 2013, and are being phased in, for the Bank, over a period of five years, beginning in 2015. The new capital rules, among other things:

- impose more restrictive eligibility requirements for Tier 1 and Tier 2 capital;
- introduce a new category of capital, called Common Equity Tier 1 capital, which must be at least 4.5 percent of risk-based assets, net of regulatory deductions, and a capital conservation buffer of an additional 2.5 percent of common equity to risk-weighted assets, raising the target minimum common equity ratio to 7 percent;

- increase the minimum Tier 1 capital ratio to 8.5 percent inclusive of the capital conservation buffer;
- increase the minimum total capital ratio to 10.5 percent inclusive of the capital conservation buffer; and
- introduce a non-risk adjusted Tier 1 leverage ratio of 3 percent, based on a measure of total exposure rather than total assets, and new liquidity standards.

The full implementation of the new capital rule may adversely affect our ability to pay dividends, or require us to reduce business levels or raise capital, including in ways that may adversely affect our business, liquidity, financial condition and results of operations.

The new Basel III-based capital standards could limit our ability to pay dividends or make stock repurchases and our ability to compensate our executives with discretionary bonuses. Under the new capital standards, if our Common Equity Tier 1 Capital does not include a newly required “capital conservation buffer,” we will be prohibited from making distributions to our shareholders. The capital conservation buffer requirement, which is measured in addition to the minimum Common Equity Tier 1 capital of 4.5%, will be phased in over four years, starting at 0.625% for 2016, and rising to 2.5% for 2019 and subsequent years. Additionally, under the new capital standards, if our Common Equity Tier 1 Capital does not include the newly required “capital conservation buffer,” we will also be prohibited from paying discretionary bonuses to our executive employees. This may affect our ability to attract or retain employees, or alter the nature of the compensation arrangements that we may enter into with them.

Future regulatory requirements could adversely affect us.

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. Although the national and local economies have improved dramatically, geopolitical, regulatory and other unforeseen events continue to have an impact on the economy and our markets. 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. 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.

- 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, 2014, 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.

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, Chairman and Chief Executive Officer, and our President and Chief Operating Officer, Wellington Chen. Mr. Yu, who founded the Bank, and Mr. Chen, are both integral to implementing our business plan. We currently do not have an employment agreement or non-competition agreement with Messrs. Yu or Chen 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 or Mr. Chen, 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, 2014, approximately \$30.5 million, or 1.9%, 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 reduced availability 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, 2014, we held \$276.2 million of Jumbo CDs, representing 15.5% 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 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.

Governmental regulation and any further enforcement actions against us may further impair our operations or restrict our growth and could result in a decrease in the value of your shares.

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 face a risk of noncompliance and enforcement action with the Bank Secrecy Act and other anti-money laundering statutes and regulations.

The Bank Secrecy Act, the USA PATRIOT Act of 2001, and other laws and regulations require financial institutions, among other duties, to institute and maintain an effective anti-money laundering program and file suspicious activity and currency transaction reports as appropriate. The federal Financial Crimes Enforcement Network is authorized to impose significant civil money penalties for violations of those requirements and has recently engaged in coordinated enforcement efforts with the individual federal banking regulators, as well as the U.S. Department of Justice, Drug Enforcement Administration, and Internal Revenue Service. We are also subject to increased scrutiny of compliance with the rules enforced by the Office of Foreign Assets Control and compliance with the Foreign Corrupt Practices Act. If our policies, procedures and systems are deemed deficient, we would be subject to liability, including fines and regulatory actions, which may include restrictions on our ability to pay dividends and the necessity to obtain regulatory approvals to proceed with certain aspects of our business plan. Failure to maintain and implement adequate programs to combat money laundering and terrorist financing could also have serious reputational consequences for us. Any of these results could materially and adversely affect our business, financial condition and results of operations.

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.

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

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
- Domestic and international economic factors unrelated to our performance; or
- Other factors identified above in "Forward-Looking Statements."

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.

The occurrence of fraudulent activity, breaches or failures of our information security controls or cybersecurity-related incidents could have a material adverse effect on our business, financial condition and results of operations.

As a financial institution, we are susceptible to fraudulent activity, information security breaches and cybersecurity-related incidents that may be committed against us or our clients, which may result in financial losses or increased costs to us or our clients, disclosure or misuse of our information or our client information, misappropriation of assets, privacy breaches against our clients, litigation, or damage to our reputation. Such fraudulent activity may take many forms, including check fraud, electronic fraud, wire fraud, on-line banking, phishing, social engineering and other dishonest acts. Information security breaches and cybersecurity-related incidents may include fraudulent or unauthorized access to systems used by us or our clients, denial or degradation of service attacks, and malware or other cyber-attacks. In recent periods, there continues to be a rise in electronic fraudulent activity, security breaches and cyber-attacks within the financial services industry, especially in the commercial banking sector due to cyber criminals targeting commercial bank accounts. Consistent with industry trends, we have also experienced an increase in attempted electronic fraudulent activity, security breaches and cybersecurity-related incidents in recent periods. Moreover, in recent periods, several large corporations, including financial institutions and retail companies, have suffered major data breaches, in some cases exposing not only confidential and proprietary corporate information, but also sensitive financial and other personal information of their customers and employees and subjecting them to potential fraudulent activity. Some of our clients may have been affected by these breaches, which increase their risks of identity theft, credit card fraud and other fraudulent activity that could involve their accounts with us.

Information pertaining to us and our clients is maintained, and transactions are executed, on the networks and systems of ours, our clients and certain of our third party partners, such as our online banking or core systems. The secure maintenance and transmission of confidential information, as well as execution of transactions over these systems, are essential to protect us and our clients against fraud and security breaches and to maintain our clients' confidence. Breaches of information security also may occur, and in infrequent, incidental, cases have occurred, through intentional or unintentional acts by those having access to our systems or our clients' or counterparties' confidential information, including employees. In addition, increases in criminal activity levels and sophistication, advances in computer capabilities, new discoveries, vulnerabilities in third-party technologies (including browsers and operating systems) or other developments could result in a compromise or breach of the technology, processes and controls that we use to prevent fraudulent transactions and to protect data about us, our clients and underlying transactions, as well as the technology used by our clients to access our systems. Although we have developed, and continue to invest in, systems and processes that are designed to detect and prevent security breaches and cyber-attacks and periodically test our security, our inability to anticipate, or failure to adequately mitigate, breaches of security could result in: losses to us or our clients; our loss of business and/or clients; damage to our reputation; the incurrence of additional expenses; disruption to our business; our inability to grow our online services or other businesses; additional regulatory scrutiny or penalties; or our exposure to civil litigation and possible financial liability — any of which could have a material adverse effect on our business, financial condition and results of operations.

More generally, publicized information concerning security and cyber-related problems could inhibit the use or growth of electronic or web-based applications or solutions as a means of conducting commercial transactions. Such publicity may also cause damage to our reputation as a financial institution. As a result, our business, financial condition and results of operations could be adversely affected.

Failure to maintain effective internal control over financial reporting or disclosure controls and procedures could adversely affect our ability to report our financial condition and results of operations accurately and on a timely basis.

A failure to maintain effective internal control over financial reporting or disclosure controls and procedures could adversely affect our ability to report our financial results accurately and on a timely basis, which could result in a loss of investor confidence in our financial reporting or adversely affect our access to sources of liquidity. Furthermore, because of the inherent limitations of any system of internal control over financial reporting, including the possibility of human error, the circumvention or overriding of controls and fraud, even effective internal controls may not prevent or detect all misstatements.

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, 2014, we maintained twelve full-service branch offices in Alhambra, Arcadia, Century City, City of Industry, Diamond Bar, Los Angeles, Pico Rivera, San Francisco, Tarzana, Torrance, Anaheim, and Irvine, California all of which we lease, except the Irvine branch which we own. 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 \$1.8 million for the year ended December 31, 2014 and \$1.8 million for December 31, 2013.

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.

Location	Address	Current Lease Term Expiration Date	Square Footage
Los Angeles County			
Alhambra	325 E. Valley Blvd.	05/31/19	6,000
Arcadia	1469 S. Baldwin Avenue	03/01/19	2,600
Century City	1801 Century Park East, Suite 100	06/30/16	4,416
City of Industry	17515-A Colima Road	03/14/15	5,610
Diamond Bar	1373 S. Diamond Bar Blvd.	11/30/16	3,440
Los Angeles (Head Office & branch)	601 S. Figueroa Street, 29th Floor	08/31/20	22,627
Pico Rivera	7004 Rosemead Blvd.	02/10/19	2,850
Torrance	21615 Hawthorne Boulevard, Suite 100	06/30/16	4,800
Tarzana (Premises opened in January 2015)	18321 Ventura Blvd, Suite 100	12/20/24	5,915
Orange County			
Anaheim	1055 N. Tustin Avenue	7/15/18	2,750
Irvine (Owned Branch Premises)	890 Roosevelt Avenue	N/A	4,960
Northern California			
San Francisco	600 California Street, Suite 550	12/19/17	3,679

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

PART II

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 \$27.60 on March 11, 2015 and there were 13,568,206 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>
2013			
First Quarter.....	\$16.74	\$ 14.24	*
Second Quarter.....	\$17.33	\$ 14.64	*
Third Quarter.....	\$17.96	\$ 15.89	*
Fourth Quarter.....	\$21.29	\$ 17.53	*
2014			
First Quarter.....	\$26.79	\$ 19.61	*
Second Quarter.....	\$26.44	\$ 20.17	*
Third Quarter.....	\$25.31	\$ 21.36	\$0.10
Fourth Quarter.....	\$28.42	\$ 22.25	\$0.10

*On April 16, 2009, until the third quarter of 2014, the Bank's Board of Directors suspended the Bank's cash dividend in order to preserve the Bank's capital. In addition, the MOU to which the Bank was previously subject prohibited the payment of dividends to our shareholders without the prior approval of the FDIC and CDBO.

Holders

As of March 11, 2015, 13,568,206 shares of the Bank's common stock were held by 161 shareholders of record.

Dividends

We resumed paying dividends on a quarterly basis in the third quarter of 2014, upon termination of the MOU. Dividend 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 in addition to the requirements of the MOU. 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 2014.

Issuer's Purchases of Equity Securities.

No repurchases of the Bank's common stock were made by or on behalf of the Bank in 2014.

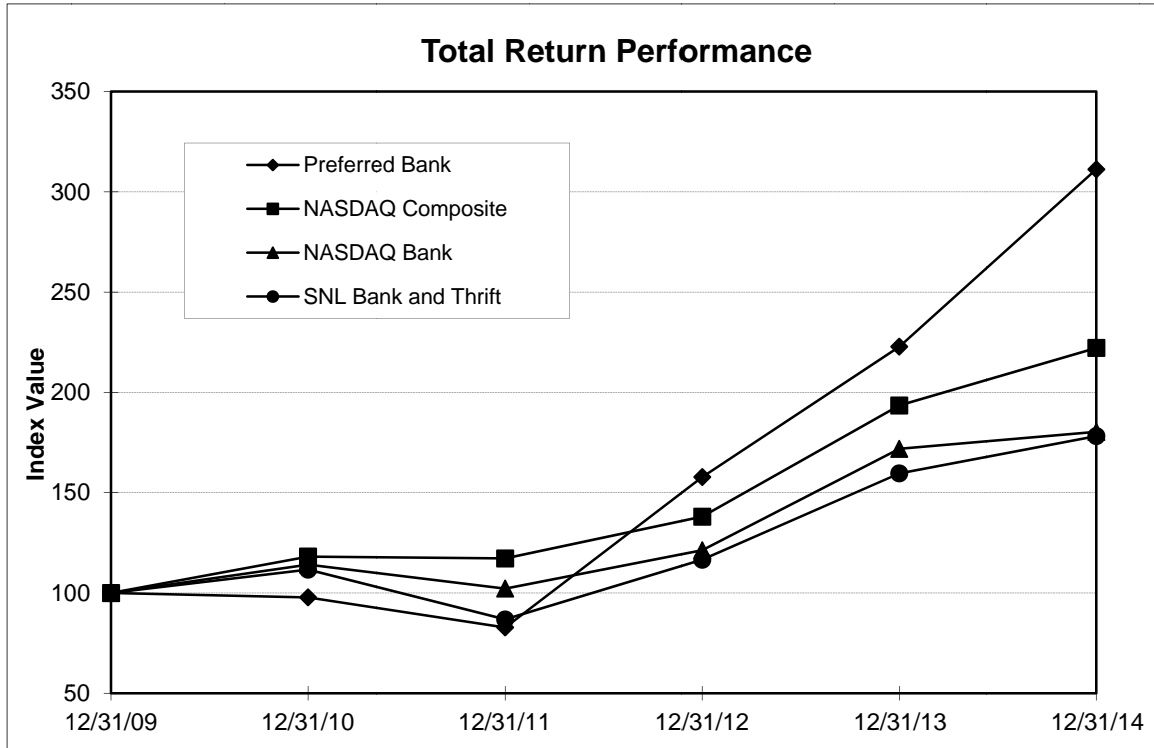
Securities Authorized for Issuance Under Equity Compensation Plans.

The following table provides information as of December 31, 2014, regarding equity compensation plans under which equity securities of the Bank were authorized for issuance.

<u>Plan Category</u>	Number of securities to be issued upon exercise of outstanding options (a)	Weighted average exercise price of outstanding options (b)	Number of securities available for future issuance under equity compensation plans excluding securities reflected in column (a) (c)
Equity incentive plans approved by security holders	663,362	\$12.99	2,500,000
Equity incentive plans not approved by security holders	—	—	—
	<u>663,362</u>		<u>2,500,000</u>

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, 2009 assuming an investment of \$100 in each as of December 31, 2009. 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>					
	12/31/09	12/31/10	12/31/11	12/31/12	12/31/13	12/31/14
Preferred Bank	100.00	97.78	82.78	157.78	222.78	311.20
NASDAQ Composite	100.00	118.15	117.22	138.02	193.47	222.16
NASDAQ Bank	100.00	114.16	102.17	121.26	171.86	180.31
SNL Bank and Thrift	100.00	111.64	86.81	116.57	159.61	178.18

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, 2014 and 2013 and our statement of operations data for the years ended December 31, 2014, 2013 and 2012 have been derived from our audited historical financial statements included elsewhere in this Form 10-K.

	At or for the Year Ended December 31,				
	2014	2013	2012	2011	2010
	(Dollars in thousands, except per share data)				
Financial Condition Data:					
Total assets	\$ 2,054,154	\$ 1,768,959	\$ 1,554,856	\$ 1,309,797	\$ 1,255,866
Total deposits	1,776,259	1,529,314	1,357,527	1,117,953	1,081,265
Investment securities held-to-maturity	7,815	—	979	3,021	—
Investments securities available-for-sale, at fair value sale	150,539	142,670	210,742	166,083	183,269
Loans and leases, gross ⁽¹⁾	1,604,149	1,323,431	1,131,703	953,627	915,410
Cash and cash equivalents	240,194	246,615	151,995	142,466	108,233
Other real estate owned ⁽²⁾	8,811	5,602	28,280	37,577	53,268
Shareholders’ equity	235,026	206,916	187,838	158,048	141,334
Statement of Operations Data:					
Interest income	\$ 80,327	\$ 69,726	\$ 61,542	\$ 53,790	\$ 52,088
Interest expense	9,340	7,729	7,783	10,303	14,822
Net interest income	70,987	61,997	53,759	43,487	37,266
Provision for credit losses	3,350	3,250	19,800	5,700	16,550
Net interest income after provision for loan and lease losses	67,637	58,747	33,959	37,787	20,716
Noninterest income	3,621	2,003	3,508	2,790	2,807
Noninterest expense	30,411	29,261	34,178	33,392	41,037
Income (loss) before provision for income taxes	40,847	31,489	3,289	7,185	(17,514)
Provision (benefit) for income taxes	16,255	12,290	(20,583)	(5,049)	(704)
Net income (loss)	\$ 24,592	\$ 19,199	\$ 23,872	\$ 12,234	\$ (16,810)
Accretion of beneficial conversion feature	—	—	—	—	(25,600)
Income allocated to participating securities	(270)	(201)	(323)	(195)	—
Dividends allocated to participating securities	(30)	—	—	—	—
Net income (loss) available to common shareholders	\$ 24,292	\$ 18,998	\$ 23,549	\$ 12,039	\$ (42,410)

	At or for the Year Ended December 31,				
	2014	2013	2012	2011	2010
	(Dollars in thousands, except per share data)				
Share Data:					
Net (loss)income per share, basic ⁽³⁾ (11)	\$ 1.83	\$ 1.45	\$ 1.80	\$ 0.93	\$ (6.21)
Net (loss) income per share, diluted ⁽³⁾ (10)	\$ 1.78	\$ 1.42	\$ 1.78	\$ 0.93	\$ (6.21)
Book value per share ⁽⁴⁾ (11)	\$ 17.40	\$ 15.58	\$ 14.19	\$ 11.95	\$ 10.72
Cash dividends declared per common share	\$ 0.20	\$ —	\$ —	\$ —	\$ —
Shares outstanding at period end ⁽¹¹⁾	13,503,458	13,280,653	13,234,608	13,220,955	13,188,305
Weighted average number of shares outstanding, basic ⁽³⁾ (11)	13,290,258	13,116,563	13,050,559	12,995,525	6,829,734
Weighted average number of shares outstanding, diluted ⁽³⁾ (11)	13,620,027	13,364,320	13,247,389	12,995,525	6,829,734
Selected Other Balance Sheet Data⁽⁵⁾:					
Average assets	\$ 1,880,019	\$ 1,633,710	\$ 1,426,053	\$ 1,237,034	\$ 1,343,450
Average earning assets	1,836,375	1,578,570	1,367,496	1,192,942	1,276,478
Average shareholders' equity	223,198	196,981	178,257	148,817	127,289
Selected Financial Ratios⁽⁵⁾:					
Return on average assets	1.31%	1.18%	1.67%	0.99%	(1.25)%
Return on average shareholders' Equity ⁽⁵⁾	11.02	9.75	13.39	8.22	(13.21)
Shareholders' equity to assets ⁽⁶⁾	11.44	11.70	12.08	12.07	11.25
Net interest margin ⁽⁷⁾	3.89	3.95	3.96	3.69	2.98
Efficiency ratio ⁽⁸⁾	40.76	45.72	59.68	72.16	102.41
Selected Asset Quality Ratios:					
Non-performing loans to total loans and leases ⁽⁹⁾	0.53%	1.06%	2.31%	4.98%	11.13%
Non-performing assets to total assets ⁽¹⁰⁾	0.85	1.11	3.50	6.49	12.30
Allowance for loans and lease losses to total loans and leases	1.43	1.47	1.84	2.50	3.60
Allowance for loans and lease losses to non-performing loans	268.19	138.80	78.82	49.98	32.30
Net charge-offs (recoveries) to average loans and leases	(0.01)	0.36	2.25	1.65	2.71

(1) Includes loans held for sale of zero as of December 31, 2014, \$6,207 as of December 31, 2013, \$12,150 as of December 31, 2012, \$3,996 as of December 31, 2011, and \$2,556 as of December 30, 2010.

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

(3) 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.

(4) 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).

(5) 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.

(6) 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."

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

(8) 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.

- (9) Non-performing loans consist of loans on non-accrual and loans past due 90 days or more and restructured debt.
(10) Non-performing assets consist of non-performing loans and other real estate owned.
(11) 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, 2014 and 2013, and the results of operations for the years ended December 31, 2014, 2013 and 2012. 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 loans, deposits and net income in 2013 and 2014. The national economy is improving and the local economy is gaining strength. The real estate market in Southern California could now be considered to be strong however there is still weakness in some outlying areas of Southern California. During 2014, the Bank posted a high level of net income due growth in loans, a reduction in the provision for loan losses and a reduction in the Bank's non-interest expenses. The reduction in expenses was mainly due to lower costs associated with NPA's.

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 California, to fund our loan and investment activities.

For the year ended December 31, 2014, the Bank recorded net income of \$24.6 million as compared to net income of \$19.2 million for 2013. The Bank recorded an all-time high amount of assets at \$2.05 billion. Loans grew by \$275 million, or 20.7%, and deposits grew by \$247 million, or 16.2%, while improving the deposit mix. See —“Results of Operations”.

For the year ended December 31, 2013, the Bank recorded net income of \$19.2 million as compared to net income of \$23.9 million for 2012. Net income in 2012 was larger due to the reversal of the valuation allowance on deferred tax assets during the period, resulting in a net tax benefit of \$20.6 million for the year. See —“Results of Operations”.

Regulatory Matters

As a result of a regulatory examination during 2014, the Memorandum of Understanding (“MOU”), which was entered into on October 1, 2013, was terminated by the FDIC and the California Department of Business Oversight (“CDBO”). The termination of the MOU allows the Bank to declare and pay cash dividends to its shareholders and establish new branches and offices without prior written approval of the FDIC and CDBO, and removes the 10% tier 1 leverage ratio requirement. Following the lifting of the restriction on dividends, the Bank declared quarterly cash dividends of \$0.10 per share on September 16, 2014 and of \$0.10 per share on December 18, 2014. These dividends were paid on October 20, 2014 and January 20, 2015 respectively. The Bank's tier 1 leverage ratio was 11.73% as of December 31, 2014.

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 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, 2014. Investment securities are discussed in more detail in Note 2 to the Bank's consolidated financial statements presented elsewhere in this report.

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. 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:

	Year Ended December 31,		
	2014	2013	2012
	(Dollars in thousands, except per share data)		
Net income	\$ 24,592	\$ 19,199	\$ 23,872
Net income per share, basic	\$ 1.83	\$ 1.45	\$ 1.80
Net income per share, diluted	\$ 1.78	\$ 1.42	\$ 1.78
Return on average assets	1.31%	1.18%	1.67%
Return on average shareholders' equity	11.02%	9.75%	13.39%
Dividend payout ratio	11.21%	—	—
Equity to assets ratio	11.44%	11.70%	12.08%

Year Ended December 31, 2014 Compared to Year Ended December 31, 2013

	Year Ended December 31,		
	2014	2013	Increase (Decrease)
	(Dollars in thousands, except per share data)		
Statement of Operations Data:			
Interest income	\$ 80,327	\$ 69,726	\$ 10,601
Interest expense	9,340	7,729	1,611
Net interest income	70,987	61,997	8,990
Provision for credit losses	3,350	3,250	100
Net interest income after provision for loan and lease losses	67,637	58,747	8,890
Noninterest income	3,621	2,003	1,618
Noninterest expense	30,411	29,261	1,150
Income before income taxes	40,847	31,489	9,358
Income tax expense (benefit)	16,255	12,290	3,965
Net income	<u>\$ 24,592</u>	<u>\$ 19,199</u>	<u>\$ 5,393</u>
Income allocated to participating securities	(270)	(201)	(69)
Dividends allocated to participating securities	(30)	—	(30)
Net income available to common shareholders	<u>\$ 24,292</u>	<u>\$ 18,998</u>	<u>\$ (5,294)</u>
Net income per share, basic	<u>\$ 1.83</u>	<u>\$ 1.45</u>	<u>\$ 0.38</u>
Net income per share, diluted	<u>\$ 1.78</u>	<u>\$ 1.42</u>	<u>\$ 0.36</u>

The Bank's net income increased to \$24.6 million, or \$1.78 per diluted share, for the year ended December 31, 2014, from a net income of \$19.2 million, or \$1.42 per diluted share, for the year ended December 31, 2013. Our return on average assets was 1.31% and return on average shareholders' equity was 11.02% for the year ended December 31, 2014, compared to 1.18% and 9.75%, respectively, for the year ended December 31, 2013.

Net income increased from 2013 to 2014, which is primarily attributable to increased net interest income between the years. The \$9.0 million, or 14.5%, increase in net interest income was due primarily to growth of the loan portfolio. Our overall cost of funds in 2014 remained consistent at 0.73% for both 2014 and 2013, while average yields on earning assets decreased by 4 basis points to 4.40% from 4.44%. Yield on earning assets saw a slight decrease primarily due to lower average interest rates on loans during the year, decreasing 8 basis points from 5.23% for 2013 to 5.15% for 2014, partially offset by an increase in average yield on investments between the years, from 3.23% for 2013 to 3.33% for 2014. This decrease in yield on earning assets was also partially due to an increase in cash due from the Federal Reserve Bank between the periods, from an average of \$156.5 million for the year ended December 31, 2013 to an average of \$191.0 million for the year ended December 31, 2014.

As of December 31, 2014, 79% of our loan portfolio was tied to the Prime Rate, which has the potential to re-price daily, and 11% 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 1% 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, 2014 was 9.7 months.

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

	Year Ended December 31,		
	2013	2012	Increase (Decrease)
	(Dollars in thousands, except per share data)		
Statement of Operations Data:			
Interest income	\$ 69,726	\$ 61,542	\$ 8,184
Interest expense	7,729	7,783	(54)
Net interest income	61,997	53,759	8,238
Provision for credit losses	3,250	19,800	(16,550)
Net interest income after provision for loan and lease losses	58,747	33,959	24,788
Noninterest income	2,003	3,508	(1,505)
Noninterest expense	29,261	34,178	(4,917)
Income before income taxes	31,489	3,289	28,200
Income tax benefit	12,290	(20,583)	32,873
Net income	\$ 19,199	\$ 23,872	\$ (4,673)
Accretion of beneficial conversion feature	(201)	(323)	122
Net income available to common shareholders	\$ 18,998	\$ 23,549	\$ (4,551)
Net income per share, basic	\$ 1.45	\$ 1.80	\$ (0.35)
Net income per share, diluted	\$ 1.42	\$ 1.78	\$ (0.36)

The Bank's net income decreased to \$19.2 million, or \$1.42 per diluted share, for the year ended December 31, 2013, from a net income of \$23.9 million, or \$1.78 per diluted share, for the year ended December 31, 2012. Our return on average assets was 1.18% and return on average shareholders' equity was 9.75% for the year ended December 31, 2013, compared to 1.67% and 13.39%, respectively, for the year ended December 31, 2012.

Net income decreased from 2012 to 2013, principally as a result of income tax benefit resulting from the full reversal of the valuation allowance on the deferred tax asset during 2012, compared to net income tax expense of \$12.3 million recognized in 2013. This was offset by an \$8.2 million increase in net interest income from 2012 to 2013, a \$4.9 million decrease in noninterest expense, and a \$16.6 million decrease in provision for credit losses between the periods.

The \$8.2 million, or 15.3%, increase in net interest income was due primarily to growth of the loan portfolio, as well as lower rates paid on deposits despite overall deposit growth, and lower levels of non-accrual loans. Our overall cost of funds in 2013 decreased by 16 basis points to 0.73%, compared to 0.89% for 2012 while average yields on earning assets decreased by 9 basis points to 4.44% from 4.53%. The impact of the low interest rate environment in 2013 was the primary driver of our decreased cost of funds during 2013 as higher-rate CD's continue to mature and renew at lower rates. Yield on earning assets saw a slight decrease primarily due to lower average yields on investments during the year, as well as a decrease in average interest rate on loans of 21 basis points, from 5.44% for 2012 to 5.23% for 2013.

As of December 31, 2013, 79% of our loan portfolio was tied to the Prime Rate, which has the potential to re-price daily, and 7% was tied to the London Interbank Offered Rate, or LIBOR, or other indices, which re-price periodically. Approximately 79% 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 2% 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, 2013 was 11.2 months.

Net Interest Income and Net Interest Margin

Year ended December 31, 2014 compared to 2013

Net interest income before the provision for credit losses for the year ended December 31, 2014 increased \$9.0 million, or 14.5%, to \$71.0 million from \$62.0 million for the year ended December 31, 2013. This increase was due to an increase of \$10.6 million in interest income, offset by a \$1.6 million increase in interest expense. Total increase in interest income is primarily due to the higher average loan balance of \$1.44 billion in 2014, an increase from \$1.22 billion average balance in 2013, offset by a decreased average loan interest rate from 5.23% to 5.15% between the periods. This increase is also partially offset by decreased investment securities interest income due to lower average investment balance during 2014.

The average yield on our interest-earning assets decreased by 4 basis points to 4.40% in the year ended December 31, 2014 from 4.44% in the year ended December 31, 2013. The decrease was mainly due to a lower average yield on loans during the year offset by increased volume of loans, and also partially offset by higher average yield on securities.

The cost of average interest-bearing liabilities remained constant at 0.73% in the year ended December 31, 2014 and in the year ended December 31, 2013.

Year ended December 31, 2013 compared to 2012

Net interest income before the provision for credit losses for the year ended December 31, 2013 increased \$8.2 million, or 15.3%, to \$62.0 million from \$53.8 million for the year ended December 31, 2012. This increase was due to a decrease in interest expense of \$54,000 and increase in interest income of \$8.2 million. Total increase in interest income is primarily due to the higher average loan balance of \$1.22 billion in 2013, an increase from \$1.02 billion average balance in 2012, offset by a decreased average loan interest rate from 5.44% to 5.23% between the periods. This increase is also partially offset by decreased investment securities interest income due to lower yields during 2013.

The average yield on our interest-earning assets decreased by 9 basis points to 4.44% in the year ended December 31, 2013 from 4.53% in the year ended December 31, 2012. The decrease was mainly due to a lower average yield on loans during the year offset by increased volume of loans, as well as a decreased yield on investments.

The cost of average interest-bearing liabilities decreased to 0.73% in the year ended December 31, 2013 from 0.89% in the year ended December 31, 2012. The decrease was primarily driven by generally lower rates paid on deposits during 2013 versus 2012.

	Year Ended December 31, 2014			Year Ended December 31, 2013			Year Ended December 31, 2012		
	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)									
ASSETS									
Interest-earning assets:									
Loans and leases ^{(2) (3)}	\$ 1,438,122	\$ 74,080	5.15%	\$ 1,217,383	\$ 63,718	5.23%	\$ 1,018,366	\$ 55,400	5.44%
Investment securities ⁽¹⁾	170,794	5,680	3.33%	186,084	6,003	3.23%	155,199	6,141	3.96%
Federal funds sold	30,230	140	0.46%	13,241	55	0.41%	4,344	26	0.60%
Other earning assets	197,229	916	0.46%	161,862	383	0.24%	189,586	435	0.23%
Total interest-earning assets	\$ 1,836,375	\$ 80,816	4.40%	\$ 1,578,570	\$ 70,159	4.44%	\$ 1,367,495	\$ 62,002	4.53%
Noninterest-earning assets:									
Cash and due from banks	5,185			5,490			4,556		
Other assets	38,459			49,650			54,002		
Total assets	\$ 1,880,019			\$ 1,633,710			\$ 1,426,053		
LIABILITIES AND SHAREHOLDERS' EQUITY									
Interest-bearing liabilities:									
Deposits									
Interest-bearing demand	\$ 155,480	\$ 830	0.53%	\$ 102,169	\$ 545	0.53%	\$ 54,534	\$ 290	0.49%
Money market	343,726	1,943	0.57%	280,108	1,654	0.59%	216,916	1,456	0.80%
Savings	23,518	72	0.31%	22,783	89	0.39%	21,007	75	0.38%
Time certificates of deposit	735,796	6,367	0.87%	650,155	5,373	0.83%	581,265	5,868	1.01%
Total interest-bearing deposits	1,258,520	9,212	0.73%	1,055,215	7,661	0.73%	873,722	7,689	0.88%
Short-term borrowings	1	—	0.00%	1	—	0.00%	—	—	0.00%
Long-term debt (FHLB and Senior debt)	20,000	128	0.64%	10,630	68	0.64%	3,125	94	3.00%
Total interest-bearing liabilities	1,278,521	9,340	0.73%	1,065,846	7,729	0.73%	876,847	7,783	0.89%
Noninterest-bearing liabilities:									
Demand deposits	362,189			359,205			362,118		
Other liabilities	16,111			11,678			8,831		
Total liabilities	1,656,821			1,436,729			1,247,796		
Shareholders' equity	223,198			196,981			178,257		
Total liabilities and shareholders' equity	\$ 1,880,019			\$ 1,633,710			\$ 1,426,053		
Net interest income		\$ 71,476			\$ 62,431			\$ 54,219	
Net interest spread			3.67%			3.72%			3.65%
Net interest margin			3.89%			3.95%			3.96%

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

⁽²⁾Includes average non-accrual loans and leases.

⁽³⁾Net loan and lease fees income of \$1.6 million, \$2.0 million and \$1.1 million for the year ended December 31, 2014, 2013 and 2012, respectively, are included in the yield computations.

The decrease in average loan interest rate between 2013 and 2014 is the primary driver of the decrease in net interest margin to 3.89% for 2014 compared to 3.95% for 2013. 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,					
	2014 vs. 2013			2013 vs. 2012		
	Net Change	Rate	Volume	Net Change	Rate	Volume
	(In thousands)					
Interest income:						
Loans and leases	\$ 10,362	\$ (1,022)	\$ 11,384	\$ 8,318	\$ (2,165)	\$ 10,483
Investment securities ⁽¹⁾	(323)	181	(504)	(138)	(1,242)	1,104
Federal funds sold	85	7	78	29	(10)	39
Other earning assets	532	433	99	(52)	13	(65)
Total interest income	<u>10,656</u>	<u>(401)</u>	<u>11,057</u>	<u>8,157</u>	<u>(3,404)</u>	<u>11,561</u>
Interest expense:						
Interest-bearing demand	285	—	285	255	1	254
Money market	289	(73)	362	198	(190)	388
Savings	(17)	(20)	3	14	7	7
Time certificates of Deposit	994	246	748	(495)	(1,130)	635
Short-term borrowings	—	—	—	—	—	—
Long-term debt	60	—	60	(26)	(118)	92
Total interest expense	<u>1,611</u>	<u>153</u>	<u>1,458</u>	<u>(54)</u>	<u>(1,430)</u>	<u>1,376</u>
Net interest income	<u>\$ 9,045</u>	<u>\$ (554)</u>	<u>\$ 9,599</u>	<u>\$ 8,211</u>	<u>\$ (1,974)</u>	<u>\$ 10,185</u>

⁽¹⁾ Amounts have been adjusted to a tax-equivalent basis.

Provision for Credit Losses

In response to the credit risk inherent in our lending business, 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 2014 increased by \$100,000 to \$3.4 million from \$3.3 million for 2013. The Bank's net loans and lease charge-offs decreased to a net recovery of \$130,000 during 2014 from net charge-offs of \$4.4 million in 2013. The provision remained relatively constant between 2014 and 2013 despite net recoveries during 2014, due to loan portfolio growth between the periods. 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 uses a weighted 3-year historical loss measurement period. Also, the Bank utilizes 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 \$14.0 million as of December 31, 2013 to \$8.6 million as of December 31, 2014. The ratio of allowance for loan losses to total loans decreased from 1.47% of total loans at December 31, 2013 to 1.43% at December 31, 2014, 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, the provision and overall level of allowance is adequate for losses estimated to be inherent in the portfolio as of December 31, 2014.

The provision for credit losses for 2013 decreased \$16.5 million to \$3.3 million from \$19.8 million for 2012. The Bank's net loans and lease charge-offs decreased to \$4.4 million during 2013 from \$22.9 million in 2012. The decrease in the provision for credit losses during 2013 was due to a relatively large provision in 2012 attributed to two significant loan relationships which were written down in the second quarter of 2012. Non-performing loans decreased from \$26.1 million as of December 31, 2012 to

\$14.0 million as of December 31, 2013, as this area continues to be the primary focus of management. The ratio of allowance for loan losses to total loans decreased from 1.84% of total loans at December 31, 2012 to 1.47% at December 31, 2013, 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:

	Year Ended December 31,		
	2014	2013	2012
	(In thousands)		
Service charges and fees on deposit accounts	\$ 1,532	\$ 2,101	\$ 1,792
Trade finance income	1,104	612	309
Increase in cash surrender value of life insurance	331	331	329
Net gain (loss) on sale of investment securities	2	(1,957)	575
Other income	652	916	503
Total noninterest income	\$ 3,621	\$ 2,003	\$ 3,508

Total noninterest income increased by \$1.6 million or 81%, to \$3.6 million during 2014 from \$2.0 million during 2013. The overall increase in noninterest income was due mainly to a net gain on sale of investment securities of \$2,000 in 2014, compared to a net loss of \$2.0 million on sale of investment securities in 2013. Service charges and fees on deposit accounts decreased by \$569,000 year over year, primarily due to decreased Account Analysis Fees. This decrease in fees was caused by the loss of a small number of customers who heavily utilized cash management services, resulting in both greater fee income and higher expenses to the Bank. The overall impact of the loss of these customers on the Bank’s net income is negligible. The \$264,000 decrease in other income between 2013 and 2014 was mostly attributable to zero gain on loan sale during 2014, compared to \$514,000 gain on sale of loans in 2013.

Total noninterest income decreased by \$1.5 million or 43%, to \$2.0 million during 2013 from \$3.5 million during 2012. The overall decrease in noninterest income was due mainly to a net loss of \$2.0 million on sale of investment securities in 2013, compared to a net gain of \$575,000 on sale of investment securities in 2012. Service charges and fees on deposit accounts increased by \$309,000 year over year, primarily due to increased Account Analysis Fees. The \$413,000 increase in other income between 2012 and 2013 was mostly attributable to loan-related income.

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. We plan to continue this practice judgmentally for the foreseeable 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,		
	2014	2013	2012
	(In thousands)		
Salaries and employee benefits	\$ 17,945	\$ 16,226	\$ 12,523
Net occupancy expense	3,195	3,206	2,990
Business development and promotion expense	420	366	294
Professional services	4,092	3,597	3,227
Office supplies and equipment expense	1,267	1,186	1,154
Total other-than-temporary impairment losses	—	7	24
Loss (gain) on sale of OREO and related expense	(1,120)	(1,224)	8,580
Other expense	4,612	5,521	5,386
Total noninterest expense	<u>30,411</u>	<u>28,885</u>	<u>34,178</u>

Total noninterest expense increased by \$1.2 million, or 4%, to \$30.4 million during 2014 from \$29.3 million during 2013. Salaries and benefits increased \$1.7 million over 2013 levels due to the addition of business development staff, additional loan production staff, and staffing up for the new branch opened in Tarzana, CA in January 2015. Professional fees increased by \$495,000 to \$4.1 million during 2014 from \$3.6 million in 2013 due primarily to an increase in consultant fees between the periods. There were no other-than-temporary impairment (“OTTI”) credit-related charges in 2014 compared to \$7,000 in 2013. Loss (gain) on sale of OREO and related expense totaled a net gain of \$1.1 million in 2014, decreasing \$104,000 from net gain of \$1.2 million in 2013. This net gain consisted of \$1.8 million net gain on sale of OREO properties, offset by \$545,000 in OREO valuation charges as well as \$153,000 in other OREO related costs. Other expenses were \$4.6 million in 2014, a decrease of \$909,000 from the \$5.5 million in 2013 due mainly to \$376,000 recorded for amortization of low income housing investments during 2013, compared to zero for 2014 due to a change in accounting treatment of the investments.

Total noninterest expense decreased by \$4.9 million, or 14%, to \$29.3 million during 2013 from \$34.2 million during 2012. Salaries and benefits increased \$3.7 million over 2012 levels due to the addition of business development and Bank Secrecy Act compliance staff, additional loan production staff as well as staff for the new branch in San Francisco, California, which opened in February 2013, and increased levels of bonus accruals in line with the bank’s performance. Net occupancy expense increased \$216,000 between the periods primarily as a result of the new branch in San Francisco. Professional fees increased by \$370,000 to \$3.6 million during 2013 from \$3.2 million in 2012 due primarily to an increase in legal costs associated with non-performing loans. Net other-than-temporary impairment (“OTTI”) credit-related charges were \$7,000 in 2013 compared to \$24,000 in 2012. OREO related expenses totaled a net gain of \$1.2 million in 2013, increasing \$9.8 million from net expense of \$8.6 million in 2012. This net gain consisted of \$3.8 million net gain on sale of OREO properties, offset by \$1.7 million in OREO valuation charges as well as \$1.1 million in other OREO related costs. Other expenses were \$5.5 million in 2013, an increase of \$135,000 from the \$5.4 million in 2012. Sources of the net increase include valuation write-downs on loans held for sale of \$775,000 during 2013 compared to \$387,000 during 2012.

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 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. We have 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 provision of \$16.3 million for income taxes related to the pre-tax income for the year ended December 31, 2014 at an effective tax rate of 39.8%. In 2013, we recorded a provision for income taxes of \$12.3 million at an effective tax rate of 39.0%. Accounting Standards Codification Topic 740, "Income Taxes," provides for the recognition of deferred tax assets, such as the future benefit of net operating loss deductions against future taxable income, if realization of such tax-related assets is more likely than not. Based upon the weight of available evidence, which includes our historical operating performance, we reversed the full valuation allowance against our net deferred tax assets in 2012.

As of December 31, 2014 we had federal and state net operating loss (NOL) carryforwards of \$0.3 million and \$13.9 million, respectively.

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 in 2010 and 2009. 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, the California net operating loss carryover has been significantly impacted by the IRC Sec. 382 limitation. We estimate that of approximately \$83.5 million of the California net operating losses as of December 31, 2014 subject to \$69.6 million are expected to expire in 2029 as they will be unutilized as a result of IRS Sec 382 limitation. This amounts to approximately \$4.9 million of deferred tax assets which would not be realized. The remaining California net operating loss carryforward of the approximately \$13.9 million at December 31, 2014, is subject to IRC Sec. 382 annual limitation amount of approximately \$1.5 million.

Financial Condition

For the period between December 31, 2014 and December 31, 2013, our assets, loans and deposits grew at the rate of 16.1%, 20.6% and 16.2%, respectively. Our total assets at December 31, 2014 were \$2.05 billion compared to \$1.77 billion at December 31, 2013. Our earning assets at December 31, 2014 totaled \$2.01 billion compared to \$1.72 billion at December 31, 2013. Total deposits at December 31, 2014 and December 31, 2013 were \$1.78 billion and \$1.53 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,											
	2014		2013		2012		2011		2010			
	<i>(in thousands)</i>											
Loans and leases (by portfolio and class):												
Real Estate - Mini-perm:												
Real Estate - Residential	\$ 297,579	18.6 %	\$ 242,101	18.3 %	\$ 177,948	15.7 %	\$ 143,344	15.0 %	\$ 162,000	17.8 %		
Real Estate - Commercial	<u>653,380</u>	40.7	<u>629,438</u>	47.6	<u>494,699</u>	44.8	<u>431,828</u>	45.3	<u>369,640</u>	40.4		
Total Real Estate - Mini-perm	\$ 950,959		\$ 871,539		\$ 672,647		\$ 575,172		\$ 531,640			
Real Estate - Construction:												
R/E Construction - Residential	48,892	3.1	24,997	1.9	36,347	3.2	39,537	4.6	87,611	9.8		
R/E Construction - Commercial	<u>77,593</u>	4.8	<u>48,288</u>	3.7	<u>38,063</u>	3.4	<u>32,405</u>	3.4	<u>33,214</u>	3.6		
Total Real Estate - Construction	\$ 126,485		\$ 73,285		\$ 74,410		\$ 71,942		\$ 120,825			
Commercial & Industrial	495,827	30.9	338,680	25.6	324,753	28.7	252,161	26.4	209,520	22.9		
Trade Finance	30,498	1.9	39,640	3.0	47,413	4.2	49,750	5.2	50,520	5.5		
Other Loans	<u>380</u>	0.0	<u>287</u>	0.0	<u>330</u>	0.0	<u>606</u>	0.1	<u>349</u>	0.0		
Total gross loans and leases	\$ 1,604,149	100.0 %	\$ 1,323,431	100.0 %	\$ 1,119,553	100.0 %	\$ 949,631	100.0 %	\$ 912,854	100.0 %		
Less: allowance for loan and lease losses	(22,974)		(19,494)		(20,607)		(23,718)		(32,898)			
Deferred loan and lease fees, net	<u>(2,100)</u>		<u>(2,562)</u>		<u>(2,019)</u>		<u>(1,037)</u>		<u>58</u>			
Total loans excluding loans held for sale	\$ 1,579,075		\$ 1,301,375		\$ 1,096,927		\$ 924,876		\$ 880,014			
Loans held for sale	<u>—</u>		<u>6,207</u>		<u>12,150</u>		<u>3,996</u>		<u>2,556</u>			
Total net loans and leases	<u>\$ 1,579,075</u>		<u>\$ 1,307,582</u>		<u>\$ 1,109,077</u>		<u>\$ 928,872</u>		<u>\$ 882,570</u>			

Total gross loans at December 31, 2014, net of loans held for sale, were \$1.60 billion, up from the \$1.32 billion as of December 31, 2013. Real estate mini-perm loans which are real estate loans collateralized by various types of commercial and residential real estate, were up from \$871.5 million as of December 31, 2013 to \$951.0 million at December 31, 2014. Real estate construction loans, which are loans made to developers for the purpose of constructing residential or commercial properties, increased by \$53.2 million from December 31, 2013. Commercial & industrial loans increased \$157.1 million and trade finance loans, which are primarily working capital revolving and term loans for business operations, decreased by \$9.1 million from December 31, 2013 to December 31, 2014. 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, 2013. 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 zero loans sold during 2014, and one loan that was held for sale as of December 31, 2013, transferred to loans held for investment during 2014. During 2013, six loans with a recorded investment of \$26.2 million were sold for a net gain of \$514,000.

Our real estate mini-perm loan portfolio increased in 2014 by \$79.4 million or 9.1% to \$951.0 million from \$871.5 million at December 31, 2013. 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, 2013. Residential real estate loans increased by \$55.5 million, or 22.9%, and commercial real estate loans grew by \$23.9 million or 3.8%. Retail-purpose continued to grow during 2014, with an increase of \$14.2 million, or 6.8%, land loans decreased by \$7.7 million, or 36.3%, and special purpose loans increased \$6.8 million, or 3.6%. 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 2013, mini-perm loans increased by \$198.9 million or 29.6% to \$871.5 million

from \$684.8 million at December 31, 2012; during 2012, mini-perm loans increased by \$109.6 million or 19.1% to \$684.8 million from \$575.2 million at December 31, 2011; 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.

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

Property Type	At December 31, 2014		At December 31, 2013	
	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	\$ 139,662	8.71%	\$ 146,239	11.00%
Retail	223,940	13.96	209,714	15.76
Industrial	91,297	5.69	80,265	6.03
Residential 1-4	133,144	8.30	99,290	7.46
Apartment 4+	150,814	9.40	129,200	9.71
Land	13,621	0.85	21,368	1.60
Special purpose	198,481	12.37	191,670	14.41
Total	\$ 950,959	59.28%	\$ 877,746	65.97%

During 2014, real estate construction loans increased by \$53.2 million or 72.6% to \$126.5 million at December 31, 2014 from \$73.3 million at December 31, 2013; and decreased by \$1.1 million or 1.5% to \$73.3 million at December 31, 2013 from \$74.4 million at December 31, 2012; and 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, 2011 from \$120.8 million at December 31, 2010. Real estate construction-residential was one of the hardest hit of our loan segments in the harsh economic climate of 2008-2010 due to the combination of deterioration in residential real estate values and lack of available financing.

Commercial & industrial loans outstanding at December 31, 2014 increased by \$157.1 million, or 46.4%, to \$495.8 million from \$338.7 million as of December 31, 2013; increased by \$13.9 million, or 4.3%, to \$338.7 million from \$324.8 million as of December 31, 2012; increased by \$72.6 million, or 28.8%, to \$324.8 million from \$252.2 million as of December 31, 2011; and increased by \$42.6 million, or 20.4%, to \$252.1 million from \$209.5 million at December 31, 2010. Total commercial loan commitments (including undisbursed amounts) at December 31, 2014 increased \$178.9 million or 34.6% to \$695.7 million from \$516.8 million at December 31, 2013 while the rate of credit utilization increased to 71.3% as of December 31, 2014 from 65.5% at December 31, 2013. We believe that this increase in utilization is primarily incidental and secondarily due to the increased need for funding by our business customers as their business activity grows.

Trade finance loans decreased in 2014 by \$9.1 million or 23.1% during 2014, from \$39.6 million to \$30.5 million as of December 31, 2014; decreased in 2013 by \$7.8 million or 16.4% during 2013, from \$47.4 million to \$39.6 million as of December 31, 2013; and decreased by \$2.4 million or 4.8% during 2012, from \$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.

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, 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, 2014, loans classified as TDRs totaled \$397,000, all of which were performing as agreed. At December 31, 2013, loans classified as TDRs totaled \$8.1 million, of which \$7.7 million were on non-accrual status and \$403,000 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,				
	2014	2013	2012	2011	2010
	(Dollars in thousands)				
Non-accrual loans and leases*	\$ 8,116	\$ 14,044	\$ 26,145	\$ 47,453	\$ 101,860
Accruing loans and leases past due 90 days or more	450	—	—	—	7
Total non-performing loans (NPLs)	8,566	14,044	26,145	47,453	101,867
OREO	8,811	5,602	28,280	37,577	52,663
Total non-performing assets (NPAs)	<u>\$ 17,377</u>	<u>\$ 19,646</u>	<u>\$ 54,425</u>	<u>\$ 85,030</u>	<u>\$ 154,530</u>
Selected ratios:					
NPLs to total gross loans and leases held for investment	0.53%	1.06%	2.31%	4.98%	11.15%
NPAs to total assets	0.85%	1.11%	3.50%	6.49%	12.30%

*Non-accrual Troubled Debt Restructurings (TDRs) that are included in non-accrual loans are as follows: 2014 - \$0; 2013 - \$7,665; 2012 - \$7,150; 2011 - \$11,482; 2010 - \$34,681. 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 \$1,564,000, \$1,132,000, and \$1,769,000, for 2014, 2013, and 2012, 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, 2014, we had 1 OREO property for \$8.8 million as compared 3 OREO properties for \$5.6 million as of December 31, 2013. During 2014, the Bank sold 3 OREO properties at a net gain of \$1.8 million. The following table summarizes the Bank’s OREO as of the periods presented.

Foreclosed assets (OREO) as of December 31, 2014 and 2013 were as follows:

Loan Class	2014		2013	
	#	\$	#	\$
<i>(Dollars in thousands)</i>				
Real Estate-Mini-Perm:				
Residential	—	\$ —	2	\$ 3,351
Commercial	1	8,811	1	2,251
Real Estate-Construction:				
Residential	—	—	—	—
Commercial	—	—	—	—
Real Estate-Housing	—	—	—	—
Commercial & Industrial	—	—	—	—
Total as of December 31	<u>1</u>	<u>\$ 8,811</u>	<u>3</u>	<u>\$ 5,602</u>

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 \$9.0 million, \$14.4 million and \$25.0 million of impaired loans or leases at December 31, 2014, 2013, and 2012, respectively. The total allowance for loan and lease losses related to these loans and leases was \$747,000, zero, and \$2.3 million at December 31, 2014, 2013 and 2012, respectively. Interest income recognized on such loans and leases during 2014, 2013 and 2012 was \$278,000, \$105,000, and \$615,000, respectively. The average recorded investment on impaired loans and leases including loans held for sale during 2014, 2013 and 2012 was \$9.3 million, \$22.6 million and \$36.2 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,				
	2014	2013	2012	2011	2010
	<i>(Dollars in thousands)</i>				
Allowance for loan losses:					
Balance at beginning of period	\$ 19,494	\$ 20,607	\$ 23,718	\$ 32,898	\$ 42,810
Actual charge-offs:					
Commercial	436	4,147	10,328	5,126	6,672
Trade finance	—	11	197	—	—
Real estate-construction	—	2,438	2,184	2,329	12,600
Real estate -mini-perm	4,243	1,668	10,772	8,637	7,806
Other (credit card)	—	—	—	—	—
Total charge-offs	<u>4,679</u>	<u>8,264</u>	<u>23,481</u>	<u>16,097</u>	<u>27,095</u>
Less recoveries:					
Commercial	3	366	64	823	289
Trade finance	—	—	—	117	—
Real estate-construction	134	2,114	147	173	316
Real estate -mini-perm	4,672	1,421	359	104	28
Other	—	—	—	—	—
Total recoveries	<u>4,809</u>	<u>3,901</u>	<u>570</u>	<u>1,217</u>	<u>633</u>
Net loans charged-off	(130)	4,363	22,911	14,880	26,462
Provision for credit losses	3,350	3,250	19,800	5,700	16,550
Balance at end of period	<u>\$ 22,974</u>	<u>\$ 19,494</u>	<u>\$ 20,607</u>	<u>\$ 23,718</u>	<u>\$ 32,898</u>
Total gross loans and leases at end of period *	1,604,149	1,329,638	1,131,703	953,627	915,410
Average total loans and leases **	1,438,122	1,217,383	1,018,366	902,346	977,188
Non-performing loans and leases	8,566	14,044	26,145	47,453	101,867
Selected ratios:					
Net charge-offs (recoveries) to average loans and leases	(0.01%)	0.36%	2.25%	1.65%	2.71%
Provision for loan losses to average loans and leases	0.23%	0.27%	1.94%	0.63%	1.69%
Allowance for loan losses to loans and leases at end of period	1.43%	1.47%	1.84%	2.50%	3.60%
Allowance for loan losses to non-performing loans and leases	268.19%	138.80%	78.82%	49.98%	32.29%

* Includes loans held for sale of zero as of December 31, 2014, \$6,207 as of December 31, 2013, \$12,150 as of December 31, 2012, \$3,996 as of December 31, 2011, and \$2,556 as of December 30, 2010.

** Includes average loans held for sale balance of \$3,409 for the year ended December 31, 2014, \$12,495 for the year ended December 31, 2013, \$12,381 for the year ended December 31, 2012, \$6,993 for the year ended December 31, 2011, and \$8,431 for the year ended December 31, 2010.

The allowance for loan losses of \$23.0 million at December 31, 2014, represented 1.43% of total loans and 268.19% of non-performing loans. The allowance for loan losses of \$19.5 million at December 31, 2013, represented 1.47% of total loans and 138.80% of non-performing loans. The increase in the coverage ratio for the allowance for loan losses to non-performing loans from 138.80% at December 31, 2013 to 268.19% at December 31, 2014 was primarily a result of decline in non-performing loans in 2014. Net charge-offs to average loans were (0.01%) for the year ended December 31, 2014 compared to 0.32% for the year ended December 31, 2013. 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:

	2014		2013		At December 31, 2012		2011		2010	
	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	\$ 11,375	59.3%	\$ 9,234	66.0%	\$ 10,973	60.1%	\$ 14,831	60.6%	\$ 16,400	58.3%
Real estate-construction	2,846	7.9	1,355	5.5	1,655	6.7	2,353	7.6	6,501	13.2
Commercial	6,621	30.9	4,264	25.5	5,069	29.0	3,156	26.6	8,215	23.0
Trade finance	408	1.9	393	3.0	427	4.2	523	5.2	1,559	5.5
Other	6	0.0	3	0.0	4	0.0	7	0.0	5	0.0
Unallocated	1,718	0.0	4,245	0.0	2,479	0.0	2,848	0.0	218	0.0
Total	<u>\$ 22,974</u>	<u>100%</u>	<u>\$ 19,494</u>	<u>100%</u>	<u>\$ 20,607</u>	<u>100%</u>	<u>\$ 23,718</u>	<u>100%</u>	<u>\$ 32,898</u>	<u>100%</u>

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 \$100,000 at December 31, 2014 and 2013, 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, following FASB standards which provide 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 generally 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 one mortgage-backed security considered held-to-maturity in 2014, with a carrying value of \$7.8 million at December 31, 2014. At December 31, 2014, investment securities classified as available-for-sale with a carrying value of \$45.9 million were pledged to secure public deposits.

The carrying value of our held-to-maturity investment securities was \$7.8 million at December 31, 2014 and zero at December 31, 2013. The carrying value of our available-for-sale investment securities at December 31, 2014 totaled \$150.5 million compared to \$142.7 million at December 31, 2013. The increase was primarily due to purchases of asset-backed, mortgage-backed, and corporate securities during the year and increases in the securities' market value, offset by principal paydowns of securities during the year.

The carrying value of our portfolio of available-for-sale investment securities at December 31, 2014, 2013, and 2012 was as follows:

	Estimated Fair Value		
	At December 31,		
	2014	2013	2012
	<i>(In thousands)</i>		
Mutual fund	\$ 4,863	\$ 4,840	\$ 4,973
Asset-backed securities	5,954	—	—
Corporate notes	58,422	51,075	50,981
U.S. Agency mortgage-backed securities	41,315	51,342	96,924
Collateralized mortgage obligations	7,739	9,858	24,660
Municipal securities	28,722	21,049	25,811
U.S. Agency principal-only strip securities	3,524	4,506	5,846
Collateralized debt obligations	—	—	1,547
Total securities available-for-sale	<u>\$ 150,539</u>	<u>\$ 142,670</u>	<u>\$ 210,742</u>

The following table shows the maturities of available-for-sale investment securities at December 31, 2014, and the weighted average yields of such securities. The table does not consider the impact of prepayments on the maturities:

At December 31, 2014										
	Within One Year		After One Year but within Five Years		After Five Years but within Ten Years		After Ten Years		Total	
	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield
Asset-backed securities	—	—	—	—	—	—	5,954	0.96	5,954	0.96
Corporate notes	—	—	14,476	5.12	35,004	3.78	8,942	4.38	58,422	4.20
U.S. Agency principal-only strips	—	—	—	—	—	—	3,524	2.18	3,524	2.18
U. S. Agency mortgage-backed securities	—	—	940	4.54	1,058	3.85	39,317	1.69	41,315	1.81
Municipal securities	—	—	—	—	—	—	28,722	6.47	28,722	6.47
Collateralized mortgage obligations	—	—	948	3.83	—	—	6,791	1.21	7,739	1.53
Mutual Fund	—	—	—	—	—	—	4,863	1.05	4,863	1.05
Total securities available-for-sale	\$ —	—%	\$ 16,364	5.01%	\$ 36,062	3.78%	\$ 98,113	3.36%	\$150,539	3.56%

Management recognized credit-related OTTI of \$7,000 for three held-to-maturity CDO securities sold during 2013, based on the guidance of the Investments – Debt and Equity Securities Topic of FASB ASC. There was no credit-related OTTI recognized during the year ended December 31, 2014.

As of December 31, 2014, the Bank owned the securities of 2 corporate issuers where the amortized cost exceeded fair value, both of which had been in an unrealized loss position for greater than 12 months. The total amortized cost of these securities was \$5.6 million and their fair value was \$4.9 million. Management performed an analysis on 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 both corporate securities to be temporarily impaired. The Bank had recorded no credit-related OTTI charges on issuers' securities during 2014, and also had zero OTTI charges relating to corporate securities in 2013 and 2012.

As of December 31, 2014, the Bank owned 2 collateralized mortgage obligations (“CMO”) where the amortized cost exceeded fair value. One of these securities had remained in an unrealized position for greater than 12 months. The total amortized cost of these securities was \$6.80 million and the total fair value was \$6.79 million. Management determined that the CMO securities were not other-than-temporarily impaired as of December 31, 2014. This determination was made based on several factors such as debt rating of the securities, amount of credit protection, the Bank's intent and ability to hold the securities 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 securities prior to recovery of amortized cost basis.

As of December 31, 2014, the Bank owned 3 mortgage-backed securities (“MBS”) where the amortized cost exceeded fair value. Two of these securities had remained in an unrealized position for greater than 12 months. The total amortized cost of these securities was \$9.5 million and the total fair value was \$9.3 million. Management determined that the MBS were not other-than-temporarily impaired as of December 31, 2014. This determination was made based on several factors such as debt rating of the securities, amount of credit protection, the Bank's intent and ability to hold the securities 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 securities prior to recovery of amortized cost basis.

As of December 31, 2014, the Bank owned 2 asset-backed securities (“ABS”) where the amortized cost exceeded fair value. These securities had remained in an unrealized position for less than 12 months. The total amortized cost of these securities was \$6.2 million and the total fair value was \$6.0 million.

Management determined that the ABS were not other-than-temporarily impaired as of December 31, 2014. This determination was made based on several factors such as debt rating of the securities, amount of credit protection, the Bank's intent and ability to hold the securities 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 securities prior to recovery of amortized cost basis.

The Bank owns 32 municipal investment securities. Each of these securities carries an investment-grade rating. As of December 31, 2014, one of these issues was in an unrealized loss position. The amortized cost of this security was \$340,000 and the fair value was \$335,000. Management determined that none of the municipal securities was other-than-temporarily impaired as of December 31, 2014. This determination was made based on several factors such as the Bank's intent and ability to hold the securities 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 securities prior to recovery of amortized cost basis. In addition, management reviews all of the ratings on the municipal investment securities, recent ratings changes, as well as the length of time that the security has been impaired to determine whether the security is other than temporary impaired.

At December 31, 2014, the Bank held one U.S. Agency-backed principal-only (PO) strip security with an amortized cost of \$3.6 million and a fair value of \$3.5 million. Based on factors including 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, management determined that the security was not other-than-temporarily impaired as of December 31, 2014.

At December 31, 2014, there were a total of 5 and 6 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 2015 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 \$1.78 billion at December 31, 2014 compared to \$1.53 billion at December 31, 2013. Noninterest-bearing demand deposits increased \$104.9 million or 31.0%. This increase was due mainly to an increased focus on business customers and commercial and industrial loan relationships as the Bank typically requires businesses to have their primary operating accounts at Preferred Bank. The ratio of noninterest-bearing deposits to total deposits was 25.0% at December 31, 2014 and 22.1% at December 31, 2013. 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 \$55.0 million or 11.2%, and time deposits decreased \$87.1 million or 12.5%. 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,					
	2014		2013		2012	
	Average Balance	Average Rate	Average Balance	Average Rate	Average Balance	Average Rate
	(Dollars in thousands)					
Noninterest-bearing deposits	\$ 362,189	0.00%	\$ 359,205	0.00%	\$ 362,118	0.00%
Interest-bearing demand	155,480	0.53	102,169	0.52	54,534	0.53
Money market	343,726	0.57	280,108	0.60	216,916	0.67
Savings	23,518	0.31	22,783	0.39	21,007	0.36
Time certificates of deposit	735,796	0.87	650,155	0.83	581,265	1.01
Total	<u>\$ 1,620,709</u>	0.57%	<u>\$ 1,414,420</u>	0.54%	<u>\$ 1,235,840</u>	0.62%

Average total deposits increased in 2014. The increase in average total deposits for 2014 was primarily driven by increases of \$85.6 million in average time certificates of deposit, \$63.6 million in average money market accounts, and \$53.3 million in average interest-bearing demand between the years.

The largest single component of our deposits has been, and in the near term is likely to be, time certificates of deposit. 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 over \$100,000 at December 31, 2014 and 2013:

	At December 31,	
	2014	2013
	(In thousands)	
Three months or less	\$ 169,780	\$ 154,706
Over three months through six months	163,920	135,094
Over six months through twelve months	227,422	178,662
Over twelve months	115,174	122,259
Total	<u>\$ 676,276</u>	<u>\$ 590,721</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. At December 31, 2014 and 2013, 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.

	<u>At December 31, 2014</u>	<u>At December 31, 2013</u>
Leverage Ratio		
Preferred Bank	11.73%	11.80%
Minimum requirement for “Well-Capitalized” institution	5.00%	5.00%
Tier 1 Risk-Based Capital Ratio		
Preferred Bank	12.72%	13.78%
Minimum requirement for “Well-Capitalized” institution	6.00%	6.00%
Total Risk-Based Capital Ratio		
Preferred Bank	13.97%	15.03%
Minimum requirement for “Well-Capitalized” institution	10.00%	10.00%

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, 2014:

<u>Contractual Obligations</u> ⁽¹⁾	<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	\$ 13,637	\$ 3,022	\$ 5,379	\$ 2,833	\$ 2,403
Commitment to fund investment in affordable housing partnerships	8,151	5,953	1,691	507	—
Total	<u>\$ 21,788</u>	<u>\$ 8,975</u>	<u>\$ 7,070</u>	<u>\$ 3,340</u>	<u>\$ 2,403</u>

⁽¹⁾ 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, 2014:

<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	\$ 420,973	\$ 222,959	\$ 150,129	\$ 46,212	\$ 1,673
Commercial letters of credit	2,721	2,721	—	—	—
Standby letter of credit	56,941	22,035	19,906	15,000	—
Total	<u>\$ 480,635</u>	<u>\$ 247,715</u>	<u>\$ 170,035</u>	<u>\$ 61,212</u>	<u>\$ 1,673</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 90.3% at December 31, 2014 compared to 86.9% at December 31, 2013.

Borrowings from the FHLB are another source of funding for our loan and investment activities. At December 31, 2014, we had \$20.0 million of outstanding FLHB borrowings, and we could additionally borrow up to \$118.7 million with collateral of specifically identified loans and securities. In addition, we have pledged securities with a fair value of \$85.5 million at the Federal Reserve Discount Window which we may borrow from on an overnight basis. We have one uncommitted borrowing line with a financial institution for \$20.0 million. As an additional condition of borrowing from the FHLB, we are required to purchase FHLB stock. For the year ended December 31, 2014, the Bank was required to maintain the minimum stock requirement of \$6,155,000 of FHLB stock based on the volume of "membership assets" as defined by the FHLB. At December 31, 2014, the Bank held \$6,155,000 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 28% at December 31, 2014 and 32% at December 31, 2013. 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. We also perform quarterly liquidity stress tests to review various adverse scenarios. 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, 2014.

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	\$ 405,648	28.10%	20.02%	172.60%
Up 300 basis points	\$ 385,901	21.86%	18.94%	164.20%
Up 200 basis points	\$ 363,903	14.92%	17.77%	154.84%
Up 100 basis points	\$ 339,736	7.28%	16.49%	144.55%
Base	\$ 316,668	— %	15.26%	134.74%
Down 100 basis points	\$ 289,696	(8.52%)	13.86%	123.26%
Down 300 basis points	\$ 257,032	(18.83%)	12.25%	109.36%

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, 2014, 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, 2014

<u>Interest Rate Scenario</u>	<u>Adjusted Net Interest Income</u>	<u>Percentage Change from Base</u>	<u>Net Interest Margin Percent</u>	<u>Net Interest Margin Change</u>
(Dollars in thousands)				
Up 400 basis points	\$ 127,014	68.66%	6.20%	2.50
Up 300 basis points	\$ 112,512	49.41%	5.50%	1.80
Up 200 basis points	\$ 98,058	30.21%	4.80%	1.10
Up 100 basis points	\$ 84,283	11.92%	4.14%	0.44
Base	\$ 75,306	— %	3.70%	—
Down 100 basis points	\$ 74,304	(1.33)%	3.66%	(0.04)
Down 300 basis points	\$ 74,531	(1.03)%	3.67%	(0.03)

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, 2014, 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, the Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of December 31, 2014. 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, 2014. Management based this assessment on criteria for effective internal control over financial reporting described in *Internal Control-Integrated Framework (1992)* 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, 2014. KPMG LLP, an independent registered public accounting firm, has issued its report on the effectiveness of internal control over financial reporting as of December 31, 2014.

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, 2014, based on criteria established in *Internal Control – Integrated Framework (1992)* 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, 2014, based on criteria established in *Internal Control – Integrated Framework (1992)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (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 Preferred Bank and subsidiary as of December 31, 2014 and 2013, and the related consolidated statements of operations and comprehensive income, change in shareholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2014, and our report dated March 16, 2015 expressed an unqualified opinion on those consolidated financial statements.

/s/ KPMG LLP

Los Angeles, California
March 16, 2015

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 2015 Annual Meeting of Shareholders (the “2015 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.

ITEM 11. EXECUTIVE COMPENSATION

Information concerning executive compensation will appear in the 2015 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 2015 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 2015 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 ACCOUNTING FEES AND SERVICES

Information concerning principal accountant fees and services will appear in the 2015 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.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(a)(1) Financial Statements

	<u>Page</u>
Report of Independent Registered Public Accounting Firm.....	79
Consolidated Statements of Financial Condition at December 31, 2014 and 2013	80
Consolidated Statements of Operations and Comprehensive Income for the Years Ended December 31, 2014, 2013 and 2012	81
Consolidated Statements of Changes in Shareholders' Equity for the Years Ended December 31, 2014, 2013 and 2012	82
Consolidated Statements of Cash Flows for the Years Ended December 31, 2014, 2013 and 2012	83
Notes to Consolidated Financial Statements	85

(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 ⁽¹⁾
3.2	Certificate of Determination of the Series A preferred Stock ⁽⁴⁾
3.3	Amended and Restated Bylaws ⁽¹⁾
4.1	Common Stock Certificate ⁽³⁾
10.1*	1992 Stock Option Plan ⁽²⁾
10.2*	Management Incentive Bonus Plan ⁽²⁾
10.3*	Deferred Compensation Plan ⁽²⁾
10.4*	Stock Option Gain Deferred Compensation Plan ⁽²⁾
10.5*	2004 Equity Incentive Plan ⁽²⁾
10.6*	2014 Equity Incentive Plan
10.7*	Form of Indemnification Agreement for directors and executive officers ⁽²⁾
10.8*	Revised Bonus Plan
10.9*	Deferred Compensation Plan-Deferred Stock Unit Agreement and Rabbi Trust ⁽⁵⁾
11.1*	Retention and Severance Agreement-Li Yu
21.1	Subsidiary of Preferred Bank: PB Investment and Consulting, Inc.
23.1	Consent of KPMG, LLP to prior filing ⁽¹⁾
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 March 17, 2013.

⁽²⁾ Incorporated by reference from Registrant's Registration Statement on Form 10 Amendment No. 1 filed with the Federal Deposit Insurance Corporation on January 18, 2006.

⁽³⁾ 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.

⁽⁴⁾ Incorporated by reference from Current Report on Form 8-K filed with the Federal Deposit Insurance Corporation on June 10, 2010.

⁽⁵⁾ Incorporated by reference from Registrant's Registration Statement on Form 10 filed with the Federal Deposit Insurance Corporation on January 18, 2005.

* 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 (the Bank) as of December 31, 2014 and 2013, and the related consolidated statements of operation and comprehensive income, changes in shareholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2014. 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 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, 2014 and 2013, and the results of their operations and their cash flows for each of the years in the three-year period ended December 31, 2014, 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, 2014, based on criteria established in *Internal Control – Integrated Framework (1992)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated March 16, 2015 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

/s/ KPMG LLP

Los Angeles, California
March 16, 2015

PREFERRED BANK
Consolidated Statements of Financial Condition
December 31, 2014 and 2013
(In thousands, except for shares)

	2014	2013
Assets		
Cash and due from banks	\$ 215,194	\$ 226,615
Federal funds sold	25,000	20,000
Cash and cash equivalents	240,194	246,615
Securities held-to-maturity, at amortized cost	7,815	—
Securities available-for-sale, at fair value	150,539	142,670
Loans and leases	1,604,149	1,323,431
Less allowance for loan and lease losses	(22,974)	(19,494)
Less unamortized deferred loan costs, net	(2,100)	(2,562)
Net loans and leases	1,579,075	1,301,375
Loans held for sale, at lower of cost or fair value	—	6,207
Other real estate owned	8,811	5,602
Customers' liability on acceptances	156	2,061
Bank furniture and fixtures, net	4,132	4,205
Bank-owned life insurance	8,525	8,290
Investment in affordable housing	17,999	6,411
Accrued interest receivable	6,497	5,378
Federal Home Loan Bank ("FHLB") stock, at cost	6,155	5,296
Net deferred tax assets	21,357	23,331
Income tax receivable	—	1,784
Other assets	2,899	9,734
Total assets	\$ 2,054,154	\$ 1,768,959
Liabilities and Shareholders' Equity		
Deposits:		
Demand	\$ 443,385	\$ 338,530
Interest-bearing demand	525,781	469,976
Savings	22,211	22,984
Time certificates of \$100,000 or more	676,296	590,721
Other time certificates	108,586	107,103
Total deposits	1,776,259	1,529,314
Acceptances outstanding	156	2,061
Advances from Federal Home Loan Bank	20,000	20,000
Accrued interest payable	1,419	983
Commitments to fund investment in affordable housing partnership	8,151	—
Other liabilities	13,143	9,685
Total liabilities	1,819,128	1,562,043
Commitments and Contingencies – Note 9		
Shareholders' equity:		
Preferred stock. Authorized 25,000,000 shares; no shares issued and outstanding at December 31, 2014 and 2013.	—	—
Common stock, no par value. Authorized 20,000,000 shares; issued and outstanding 13,503,458 and 13,280,653 shares at December 31, 2014 and 2013, respectively.	164,023	163,237
Treasury stock, at cost 154,317 and 153,251 shares at December 31, 2014 and 2013, respectively)	(19,115)	(19,115)
Additional paid-in capital	29,631	25,974
Retained earnings	58,552	36,680
Accumulated other comprehensive loss:		
Unrealized gain on securities available-for-sale, net of tax of \$1,404 and \$102 at December 31, 2014 and December 31, 2013, respectively.	1,935	140
Total shareholders' equity	235,026	206,916
Total liabilities and shareholders' equity	\$ 2,054,154	\$ 1,768,959

See accompanying notes to the consolidated financial statements.

PREFERRED BANK
Consolidated Statements of Operations and Comprehensive Income
Years Ended December 31, 2014, 2013 and 2012
(In thousands, except share and per share data)

	2014	2013	2012
Interest income:			
Loans and leases	\$ 74,080	\$ 63,718	\$ 55,400
Investment securities, available for sale	6,107	5,953	6,116
Federal funds sold	140	55	26
Total interest income	<u>80,327</u>	<u>69,726</u>	<u>61,542</u>
Interest expense:			
Interest-bearing demand	2,773	2,199	1,746
Savings	72	89	75
Time certificates of \$100,000 or more	5,563	4,557	4,667
Other time certificates	804	816	1,201
FHLB borrowings	128	68	—
Senior debt	—	—	94
Total interest expense	<u>9,340</u>	<u>7,729</u>	<u>7,783</u>
Net interest income before provision for credit losses	70,987	61,997	53,759
Provision for credit losses	3,350	3,250	19,800
Net interest income after provision for credit losses	<u>67,637</u>	<u>58,747</u>	<u>33,959</u>
Noninterest income:			
Fees and service charges on deposit accounts	1,532	2,101	1,792
Trade finance income	1,104	612	309
BOLI income	331	331	329
Net (loss) gain on sale of investment securities	2	(1,957)	575
Other income	652	916	503
Total noninterest income	<u>3,621</u>	<u>2,003</u>	<u>3,508</u>
Noninterest expense:			
Salaries and employee benefits	17,945	16,226	12,523
Net occupancy expense	3,195	3,206	2,990
Business development and promotion expense	420	366	294
Professional services	4,092	3,597	3,227
Office supplies and equipment expense	1,267	1,186	1,154
Total other-than-temporary impairment losses	—	99	24
Portion of loss reclassified in other comprehensive income	—	(92)	—
Net of other-than-temporary impairment losses	—	7	24
(Gain) loss on sale of OREO and related expense	(1,120)	(1,224)	8,580
Other	4,612	5,897	5,386
Total noninterest expense	<u>30,411</u>	<u>29,261</u>	<u>34,178</u>
Income before income taxes	40,847	31,489	3,289
Income tax expense (benefit)	16,255	12,290	(20,583)
Net income	<u>\$ 24,592</u>	<u>\$ 19,199</u>	<u>\$ 23,872</u>
Income allocated to participating shares	(270)	(201)	(323)
Dividends allocated to participating shares	(30)	—	—
Net income available to common shareholders	<u>\$ 24,292</u>	<u>\$ 18,998</u>	<u>\$ 23,549</u>
Other comprehensive income:			
Unrealized net gain (loss) on securities available-for-sale	3,099	(5,175)	8,710
Less reclassification adjustments included in net (loss) income	2	(1,964)	551
Other comprehensive (loss) income, before tax	3,097	(3,211)	8,159
Income taxes (benefits) related to items of other comprehensive income (loss)	(1,301)	1,350	(3,372)
Other comprehensive income (loss), net of tax	<u>1,796</u>	<u>(1,861)</u>	<u>4,787</u>
Comprehensive income	<u>\$ 26,388</u>	<u>\$ 17,338</u>	<u>\$ 28,659</u>
Net income per share			
Basic	\$ 1.83	\$ 1.45	\$ 1.80
Diluted	\$ 1.78	\$ 1.42	\$ 1.78
Weighted-average common shares outstanding			
Basic	13,290,258	13,116,563	13,050,559
Diluted	13,620,027	13,364,320	13,247,389
Dividends per share	\$ 0.20	\$ 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, 2014, 2013 and 2012
(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
Balance as of December 31, 2012	\$ —	13,234,608	\$162,927	\$ (19,115)	\$ 24,544	\$ 17,481	\$ 2,001	\$ 187,838
Restricted stock awards	—	11,250	—	—	409	—	—	409
Restricted stock award forfeitures	—	—	—	—	—	—	—	—
Stock option compensation expense	—	—	—	—	1,253	—	—	1,253
Stock options exercised	—	34,795	310	—	—	—	—	310
Tax effect of stock plans, net	—	—	—	—	(232)	—	—	(232)
Net income	—	—	—	—	—	19,199	—	19,199
Change in Non-credit OTTI in AOCI, net of taxes	—	—	—	—	—	—	184	184
Change in unrealized gain, net of tax	—	—	—	—	—	—	(2,045)	(2,045)
Balance as of December 31, 2013	\$ —	13,280,653	\$163,237	\$ (19,115)	\$ 25,974	\$ 36,680	\$ 140	\$ 206,916
Cash dividend declared (\$0.20 per share)	—	—	—	—	—	(2,698)	—	(2,698)
Stock dividend accrued for deferred stock unit	—	—	—	—	84	(84)	—	—
Low income housing tax credit cumulative adjustment for ASU 2014-1	—	—	—	—	—	62	—	62
Restricted stock awards	—	135,761	—	—	1,687	—	—	1,687
Restricted stock award forfeitures	—	(1,066)	—	—	—	—	—	—
Stock option compensation expense	—	—	—	—	1,233	—	—	1,233
Stock options exercised	—	88,110	786	—	—	—	—	786
Tax effect of stock plans, net	—	—	—	—	653	—	—	653
Net income	—	—	—	—	—	24,592	—	24,592
Change in unrealized gain, net of tax	—	—	—	—	—	—	1,795	1,795
Balance as of December 31, 2014	\$ —	13,503,548	\$164,023	\$ (19,115)	\$ 29,631	\$ 58,552	\$ 1,935	\$ 235,026

PREFERRED BANK
Consolidated Statements of Cash Flows
Years Ended December 31, 2014, 2013 and 2012
(In thousands)

	<u>2014</u>	<u>2013</u>	<u>2012</u>
Cash flows from operating activities:			
Net income	\$ 24,592	\$ 19,199	\$ 23,872
Adjustments to reconcile net income to net cash provided by operating activities:			
Provision for credit losses	3,350	3,250	19,800
Net change in deferred loan fees	(462)	544	982
Loss (gain) on sale and call of securities available-for-sale	(2)	1,957	(575)
Amortization of investment securities discounts and premiums, net	362	1,022	595
Change in investment in affordable housing partnerships	1,625	376	—
Low income housing tax credit cumulative adjustment for ASU 2014-1	62	—	—
Depreciation and amortization	484	686	650
Net gain on disposal of Bank premises and equipment	(2)	—	—
Impairment of securities available for sale	—	7	24
Federal Home Loan Bank stock dividends	—	—	(119)
Share-based compensation expense	3,573	1,430	1,087
Write-down on other real estate owned	545	1,706	4,018
Net (gain) loss on sale of loans	—	(514)	(290)
Deferred tax expense (benefit)	673	4,994	(19,996)
Change in income taxes receivable	1,784	(1,241)	—
Net (gain) loss on sale of other real estate owned	(1,767)	(3,793)	387
Change in BOLI, accrued interest receivable, and other assets	5,481	377	(4,135)
Increase in accrued interest payable and other liabilities	2,545	3,138	158
Net cash provided by operating activities	<u>42,843</u>	<u>33,138</u>	<u>26,460</u>
Cash flows from investing activities:			
Proceeds from maturities and redemptions of securities held-to-maturity	1,025	988	2,062
Proceeds from maturities and redemptions of securities available-for-sale	24,249	28,459	28,386
Proceeds from sale of securities available-for-sale	7,134	28,962	11,096
Purchase of securities held-to-maturity	(8,961)	—	—
Purchase of securities available-for-sale	(36,396)	(3,697)	(82,848)
Purchase of investments in affordable housing partnerships	(5,060)	(6,787)	—
Purchase of FHLB stock	(859)	(1,014)	(119)
Proceeds from sale of other real estate owned	10,123	24,766	7,945
Proceeds from sale of loans	—	12,355	2,534
Proceeds from recoveries of written off loans	4,809	3,901	570
Net increase in loans	(291,301)	(218,040)	(199,932)
Proceeds from sale of bank premises and equipment	32	—	—
Purchase of bank premises and equipment	(442)	(508)	(244)
Net cash used in investing activities	<u>(295,647)</u>	<u>(130,615)</u>	<u>(230,550)</u>

Continued on next page

PREFERRED BANK
Consolidated Statements of Cash Flows (continued)
Years Ended December 31, 2014, 2013 and 2012
(In thousands)

Cash flows from financing activities:			
Increase in deposits	246,945	171,787	239,574
Increase in other borrowings	—	20,000	—
Decrease in senior debt	—	—	(25,996)
Net proceeds from stock issuance	—	—	—
Cash dividends paid	(1,348)	—	—
Proceeds from the exercise of stock options	786	310	43
Net cash provided by financing activities	<u>246,383</u>	<u>192,097</u>	<u>213,620</u>
Net increase in cash and cash equivalents	(6,421)	94,620	9,530
Cash and cash equivalents at beginning of year	<u>246,615</u>	<u>151,995</u>	<u>142,466</u>
Cash and cash equivalents at end of year	<u>240,194</u>	<u>246,615</u>	<u>151,995</u>
Supplemental disclosure of cash flow information			
Cash paid during the period for:			
Interest	\$ 8,903	\$ 7,714	\$ 8,107
Income taxes	\$ 10,150	\$ 8,769	\$ 4,410
Noncash activities:			
Real estate acquired in settlement of loans	12,111	\$ —	\$ 6,103
Loans to facilitate the sale of other real estate owned	\$ —	\$ —	\$ 3,050
Transfer of loans receivable to (from) loans held for sale	\$ (5,501)	\$ 21,701	\$ 31,784
Common stock dividend declared, but not paid	\$ 1,350	\$ —	\$ —
Investment in affordable housing transferred out of other assets	\$ 9,481	\$ —	\$ —

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 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, and the fair value of loans, real estate owned, and securities. 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) 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.

(c) 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 zero and \$2.3 million as of December 31, 2014 and 2013, respectively.

(d) 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, 2014 and 2013, there were \$7.8 million and zero 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,

PREFERRED BANK

Notes to Consolidated Financial Statements

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 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.

(e) 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. 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 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

PREFERRED BANK

Notes to Consolidated Financial Statements

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.

(f) 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. 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.

(g) 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.

PREFERRED BANK

Notes to Consolidated Financial Statements

(h) 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.

(i) Investments in Affordable Housing Partnerships

The Bank invests in qualified affordable housing projects (low income housing) and previously accounted for them under the equity method of accounting. The Bank recognized its share of partnership losses in other operating expenses with the tax benefits recognized in the income tax provision. The Bank has adopted FASB ASU 2014-01, *Accounting for Investments in Qualified Affordable Housing Projects*, which was issued in January 2014 and amends ASC 323 to provide the ability to elect the proportional amortization method with the amortization expense and tax benefits recognized through the income tax provision. This ASU is effective for the annual period beginning after December 15, 2014, with early adoption being permitted. The Bank has concluded that the adoption of this new guidance did not have a material impact on the Bank's consolidated financial statements.

(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.

(m) Share-Based Compensation

Employees and directors participate in the following stock option compensation plans--the 1992 Stock Option Plan, Interim Stock Option Plan, the 2004 Equity Incentive Plan, and the 2014 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.

PREFERRED BANK

Notes to Consolidated Financial Statements

(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, 2014 then additional losses could be realized in 2015. 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, 2014, approximately 91% of the total dollar amount of the Bank's real estate loans and commitments was related to collateral located within California. The performance of these loans may be affected by weakness or future negative changes in California's economic and business conditions and the real estate market of Southern California. Because the Bank's loan portfolio is concentrated in commercial and residential real estate, 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 the recent period of economic slowdown, the Bank 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 to be aggregated in one reportable operating segment.

(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 January 2014, the FASB issued ASU 2014-01, *Investments – Equity Method and Joint Ventures (Topic 323): Accounting for Investments in Qualified Affordable Housing Projects*, which amends authoritative guidance related to Low Income Housing Tax Credit investment programs. The amendments permit reporting entities to make an accounting policy election to account for their investments in qualified affordable housing projects using the proportional amortization method if certain conditions are met. Under the proportional amortization method, an entity amortizes the initial cost of the investment in proportion to the tax credits and other tax benefits received, and recognizes the net investment performance in the income statement as a component of income tax expense (benefit). The amendments are effective for fiscal years, and interim periods within those years, beginning after December 31, 2014 and should be applied retrospectively to all periods presented. Early adoption is permitted. All of the Bank's affordable housing investments are within the scope of

PREFERRED BANK

Notes to Consolidated Financial Statements

this guidance. The adoption of this guidance did not have a material impact on the Bank's consolidated financial statements.

In February 2013, the FASB issued ASU 2013-02, Comprehensive Income (Topic 220), which amends authoritative guidance related to reporting of amounts reclassified out of Accumulated Other Comprehensive Income (Loss). The amendment requires all private and public companies to present the effects of significant income amounts reclassified on the face of the Statement of Operations if the reclassification is required by U.S. GAAP. The amendment is effective for annual and interim reporting periods beginning after December 15, 2012 for public companies, and does not 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.

The carrying value of our held-to-maturity investment securities was \$7.8 million at December 31, 2014 and zero at December 31, 2013. 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, 2014:

	December 31, 2014			
	Amortized cost	Gross unrealized gains	Gross unrealized losses	Estimated fair value
	(In thousands)			
Mortgage-backed securities	\$ 7,815	\$ 54	\$ —	\$ 7,869

PREFERRED BANK

Notes to Consolidated Financial Statements

The tables below show 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, 2014 and 2013.

	December 31, 2014				
	Amortized cost	Gross unrealized gains	Gross unrealized losses	Non-credit other-than- temporary impairment	Estimated fair value
			(In thousands)		
Asset-backed securities	\$ 6,151	\$ —	\$ (197)	\$ —	\$ 5,954
Corporate notes	56,240	2,941	(759)	—	58,422
U.S. Agency mortgage-backed securities	40,761	754	(200)	—	41,315
Collateralized mortgage obligations	7,738	15	(14)	—	7,739
Municipal securities	27,722	1,005	(5)	—	28,722
U.S. Agency principal-only strip securities	3,588	—	(64)	—	3,524
Mutual funds – government bond funds	5,000	—	(137)	—	4,863
Total securities available-for-sale	\$ 147,200	\$ 4,715	\$ (1,376)	\$ —	\$ 150,539

	December 31, 2013				
	Amortized cost	Gross unrealized gains	Gross unrealized losses	Non-credit other-than- temporary impairment	Estimated fair value
			(In thousands)		
Corporate notes	\$ 49,319	\$ 2,831	\$ (1,075)	\$ —	\$ 51,075
U.S. Agency mortgage-backed securities	51,240	656	(554)	—	51,342
Collateralized mortgage obligations	9,978	15	(135)	—	9,858
Municipal securities	22,332	25	(1,308)	—	21,049
U.S. Agency principal-only strip securities	4,559	—	(53)	—	4,506
Mutual funds – government bond funds	5,000	—	(160)	—	4,840
Total securities available-for-sale	\$ 142,428	\$ 3,527	\$ (3,285)	\$ —	\$ 142,670

PREFERRED BANK

Notes to Consolidated Financial Statements

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, 2014 and 2013 are as follows:

	December 31, 2014					
	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	\$ —	\$ —	\$ 4,890	\$ (759)	\$ 4,890	\$ (759)
U.S. Agency mortgage-backed securities	17	(1)	9,324	(199)	9,341	(200)
Collateralized mortgage obligations	2,551	(1)	4,239	(13)	6,790	(14)
Municipal securities	—	—	335	(5)	335	(5)
Mutual funds – government bond funds	—	—	4,863	(137)	4,863	(137)
Asset-backed securities	5,954	(197)	—	—	5,954	(197)
U.S. Agency principal-only strip securities	3,524	(64)	—	—	3,524	(64)
Total securities available-for-sale	<u>\$ 12,046</u>	<u>\$ (263)</u>	<u>\$ 23,651</u>	<u>\$ (1,113)</u>	<u>\$ 35,697</u>	<u>\$ (1,376)</u>
	December 31, 2013					
	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	\$ 4,895	\$ (105)	\$ 9,655	\$ (970)	\$ 14,550	\$ (1,075)
U.S. Agency mortgage-backed securities	4,634	(53)	10,540	(554)	15,174	(607)
Collateralized mortgage obligations	8,445	(135)	—	—	8,445	(135)
Municipal securities	18,897	(1,308)	—	—	18,897	(1,308)
Mutual funds – government bond funds	—	—	4,840	(160)	4,840	(160)
U.S. Agency principal-only strip securities	—	—	—	—	—	—
Total securities available-for-sale	<u>\$ 36,871</u>	<u>\$ (1,601)</u>	<u>\$ 25,035</u>	<u>\$ (1,684)</u>	<u>\$ 61,906</u>	<u>\$ (3,285)</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, 2014.

As of December 31, 2014, the Bank owned 2 corporate securities where the amortized cost exceeded fair value, both of which had been in an unrealized loss position for greater than 12 months. The total amortized cost of these securities was \$5.6 million and their fair value was \$4.9 million. Management performed an analysis on 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 both corporate securities to be temporarily impaired. The Bank had recorded no credit-related

PREFERRED BANK

Notes to Consolidated Financial Statements

OTTI charges on corporate securities during 2014, and also had zero OTTI charges relating to corporate securities in 2013 and 2012.

As of December 31, 2014, the Bank owned 2 collateralized mortgage obligations (“CMO”) where the amortized cost exceeded fair value. One of these securities had remained in an unrealized position for greater than 12 months. The total amortized cost of these securities was \$6.80 million and the total fair value was \$6.79 million. Management determined that the CMO securities were not other-than-temporarily impaired as of December 31, 2014. This determination was made based on several factors such as debt rating of the securities, amount of credit protection, the Bank’s intent and ability to hold the securities 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 securities prior to recovery of amortized cost basis.

As of December 31, 2014, the Bank owned 3 mortgage-backed securities (“MBS”) where the amortized cost exceeded fair value. Two of these securities had remained in an unrealized position for greater than 12 months. The total amortized cost of these securities was \$9.5 million and the total fair value was \$9.3 million. Management determined that the MBS were not other-than-temporarily impaired as of December 31, 2014. This determination was made based on several factors such as debt rating of the securities, amount of credit protection, the Bank’s intent and ability to hold the securities 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 securities prior to recovery of amortized cost basis.

As of December 31, 2014, the Bank owned 2 asset-backed securities (“ABS”) where the amortized cost exceeded fair value. These securities had remained in an unrealized position for less than 12 months. The total amortized cost of these securities was \$6.2 million and the total fair value was \$6.0 million. Management determined that the ABS were not other-than-temporarily impaired as of December 31, 2014. This determination was made based on several factors such as debt rating of the securities, amount of credit protection, the Bank’s intent and ability to hold the securities 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 securities prior to recovery of amortized cost basis.

The Bank owns 32 municipal investment securities. Each of these securities carries an investment-grade rating. As of December 31, 2014, one of these issues was in an unrealized loss position. The amortized cost of this security was \$340,000 and the fair value was \$335,000. Management determined that none of the municipal securities was other-than-temporarily impaired as of December 31, 2014. This determination was made based on several factors such as the Bank’s intent and ability to hold the securities 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 securities prior to recovery of amortized cost basis. In addition, management reviews all of the ratings on the municipal investment securities, recent ratings changes, as well as the length of time that the security has been impaired to determine whether the security is other than temporary impaired.

At December 31, 2014, the Bank held one agency-backed principal-only (PO) strip security with an amortized cost of \$3.6 million and a fair value of \$3.5 million. Based on factors including 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, management determined that the security was not other-than-temporarily impaired as of December 31, 2014.

At December 31, 2014, there were a total of 5 and 6 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 2015 on specific investments within these portfolios.

Cash proceeds from sales of securities available-for-sale totaled \$7.1 million, \$29.0 million and \$11.1 million in 2014, 2013, and 2012, respectively. Net realized gains or losses for sales and calls of securities totaled a gain of \$2,000, a loss of \$2.0 million, and a gain of \$554,000 for the years ended December 31, 2014, 2013, and 2012 respectively. Gain from mutual funds was \$0, \$0, and \$21,000 for the years ended December 31, 2014, 2013, and 2012, respectively.

PREFERRED BANK

Notes to Consolidated Financial Statements

Investment securities having a fair value of approximately \$150.0 million and \$107.7 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, 2014 and 2013, respectively.

The amortized cost and estimated fair value of securities at December 31, 2014 and 2013, 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.

	2014		2013	
	Available-for-Sale Amortized cost	Estimated fair value	Available-for-Sale Amortized cost	Estimated fair value
	(In thousands)			
Due in one year or less	\$ —	\$ —	\$ —	\$ —
Due after one year through five years	15,075	16,364	7,821	8,480
Due after five years through ten years	34,338	36,062	46,568	48,637
Due after ten years	97,787	98,113	88,039	85,553
Total	\$ 147,200	\$ 150,539	\$ 142,428	\$ 142,670

The Bank had zero debt securities that have been other-than-temporarily-impaired as of or during the year ended December 31, 2014. 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, 2013:

	Beginning Balance as of December 31, 2012	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	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, 2013
Amounts related to credit losses on debt securities for which a portion of OTTI was recognized in OCI	\$ 1,641	\$ —	\$ (1,648)	\$ —	\$ 7	\$ —	\$ —

(in thousands)

PREFERRED BANK
Notes to Consolidated Financial Statements

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

The loans and leases portfolio as of December 31, 2014 and 2013 is summarized as follows:

	2014	2013
	(In thousands)	
Real estate-mini perm	\$ 950,959	\$ 871,539
Real estate-construction	126,485	73,285
Commercial	495,827	338,680
Trade finance	30,498	39,640
Other Loans	380	287
Gross loans	1,604,149	1,323,431
Less:		
Allowance for loan and lease losses	(22,974)	(19,494)
Deferred loan fees, net	(2,100)	(2,562)
Loans excluding loans held for sale	1,579,075	1,301,375
Loans held for sale	—	6,207
Total loans, net	\$ 1,579,075	\$ 1,307,582

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 \$8.1 million of non-accrual loans and leases at December 31, 2014 compared to \$14.0 million at December 31, 2013. These loans and leases had interest due, but not recognized, of approximately \$1.6 million and \$1.1 million in 2014 and 2013, respectively. The Bank had \$450,000 and zero in loans past due 90 or more days and still accruing interest as of December 31, 2014 and December 31, 2013, respectively.

The following tables depict the Bank's past due loans by class as of December 31, 2014 and 2013:

December 31, 2014	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	\$ —	\$ —	\$ —	\$ —	\$ —
R/E - Commercial	—	—	6,523	6,523	—
Total R/E - Mini-perm	—	—	6,523	6,523	—
Real Estate - Construction					
Construction - Residential	—	—	—	—	—
Construction - Commercial	—	—	—	—	—
Total R/E - Construction	—	—	—	—	—
Commercial and Industrial	17	450	1,593	2,060	—
Trade Finance	—	—	—	—	—
Other	—	—	—	—	—
Total as of December 31, 2014	\$ 17	\$ 450	\$ 8,116	\$ 8,583	\$ —

PREFERRED BANK

Notes to Consolidated Financial Statements

December 31, 2013	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	\$ —	\$ —	\$ —	\$ —	\$ —
R/E - Commercial	—	—	597	597	1,458
Total R/E - Mini-perm	—	—	597	597	1,458
Real Estate - Construction					
Construction - Residential	—	—	3,300	3,300	—
Construction - Commercial	—	—	—	—	—
Total R/E - Construction	—	—	3,300	3,300	—
Commercial and Industrial	—	—	2,482	2,482	—
Trade Finance	—	—	—	—	—
Other	—	—	—	—	—
Loans held for sale	\$ —	\$ —	\$ 6,207	\$ 6,207	\$ —
Total as of December 31, 2013	\$ —	\$ —	\$ 12,586	\$ 12,586	\$ 1,458

The following table depicts the Bank's total non-accrual loans by class for the years ended December 31, 2014 and 2013:

Loan Class	December 31,	
	2014	2013
	<i>(In thousands)</i>	
Real Estate-Mini-Perm:		
R/E - Residential	\$ —	\$ —
R/E - Commercial	6,523	2,055
Total R/E-Mini-Perm	6,523	2,055
Real Estate - Construction:		
Construction-Residential	—	3,300
Construction-Commercial	—	—
Total R/E - Construction	—	3,300
Commercial and Industrial	1,593	2,482
Trade Finance	—	—
Other	—	—
Loans held for sale	—	6,207
Total non-accrual loans	\$ 8,116	\$ 14,044

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 \$397,000 and \$403,000 in total performing restructured loans as of December 31, 2014 and 2013, respectively. Non-performing restructured loans were \$0 and \$7.7 million at December 31, 2014 and 2013, respectively. All TDRs are included in the balance of impaired loans.

PREFERRED BANK

Notes to Consolidated Financial Statements

There were no loan modifications that qualified as TDRs during the year ended December 31, 2014. The following table provides information on loans modified as TDRs during the year ended December 31, 2013:

Loans Modified as TDRs During the Year Ended December 31, 2013			
Number of Contracts	Pre-modification Outstanding Recorded Investment	Post-modification Outstanding Recorded Investment	
	<i>(Dollars in thousands)</i>		
Real Estate – Mini-Perm:			
Residential	—	\$ —	\$ —
Commercial	1	6,573	6,207
Real Estate – Construction:			
Residential	—	—	—
Commercial	—	—	—
Commercial & Industrial	—	—	—
Trade Finance	—	—	—
Total	1	\$ 6,573	\$ 6,207

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, 2014 real estate mini-perm commercial TDRs modified with interest only terms totaled \$397,000.

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 were zero loans modified as TDRs that subsequently defaulted during the year ended December 31, 2014. There was one real estate mini-perm residential TDR with a recorded investment of \$120,000, one real estate mini-perm commercial TDR with a recorded investment of \$207,000, and one residential construction TDR with a recorded investment of \$550,000 that subsequently defaulted during the year ended December 31, 2013.

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, 2014, the allowance for loan losses associated with TDRs was \$0 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 \$9.0 million and \$14.4 million at December 31, 2014 and 2013, respectively. The total allowance for loan and lease losses related to these loans was \$747,000 and zero at December 31, 2014 and 2013, respectively. Interest income recognized on impaired loans during 2014, 2013 and 2012 was \$278,000, \$105,000 and \$615,000, respectively. At December 31, 2014, the Bank had \$50,000 of commitments to lend additional funds to debtors whose loans are impaired.

PREFERRED BANK

Notes to Consolidated Financial Statements

Impaired loans, disaggregated by loan class and excluding loans held for sale, as of December 31, 2014 and 2013 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>							
2014							
Real estate - mini-perm:							
Residential	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
Commercial	7,537	—	6,920	6,920	—	6,947	270
Total R/E mini-perm	7,537	—	6,920	6,920	—	6,947	270
Real estate - construction:							
Residential	—	—	—	—	—	—	—
Commercial	—	—	—	—	—	—	—
Total R/E construction	—	—	—	—	—	—	—
Commercial	2,043	1,593	450	2,043	747	2,315	8
Trade Finance	—	—	—	—	—	—	—
Other loans	—	—	—	—	—	—	—
Total impaired loans	\$ 9,580	\$ 1,593	\$ 7,370	\$ 8,963	\$ 747	\$ 9,262	\$ 278

	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>							
2013							
Real estate - mini-perm:							
Residential	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
Commercial	3,153	—	2,457	2,457	—	2,668	105
Total R/E mini-perm	3,153	—	2,457	2,457	—	2,668	105
Real estate - construction:							
Residential	5,187	—	3,300	3,300	—	4,422	—
Commercial	—	—	—	—	—	—	—
Total R/E construction	5,187	—	3,300	3,300	—	4,422	—
Commercial	2,482	—	2,482	2,482	—	3,322	—
Trade Finance	—	—	—	—	—	—	—
Other loans	—	—	—	—	—	—	—
Total impaired loans	\$ 10,822	\$ —	\$ 8,239	\$ 8,239	\$ —	\$ 10,412	\$ 105

During 2014, zero loans were sold. One loan, with a recorded investment of \$5.5 million was transferred out of loans held for sale. Zero loans remained as held for sale as of December 31, 2014. During 2013, loans with a recorded investment of \$26.6 million were sold for a net gain of \$514,000. One loan, with a recorded investment of \$6.2 million remained as held for sale as of December 31, 2013.

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, 2014. 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.

2014	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	\$ 1,084	\$ 8,150	\$ 840	\$ 515	\$ 4,264	\$ 393	\$ 3	\$ 4,245	\$ 19,494
Provision for credit losses	174	1,538	1,401	(44)	2,790	15	3	(2,527)	3,350
Loans and leases charged off	—	(4,243)	—	—	(436)	—	—	—	(4,679)
Recoveries	—	4,672	—	134	3	—	—	—	4,809
Net (charge offs) recoveries	—	429	—	134	(433)	—	—	—	130
Balance at end of period	\$ 1,258	\$ 10,117	\$ 2,241	\$ 605	\$ 6,621	\$ 408	\$ 6	\$ 1,718	\$ 22,974
Period-end amount allocated to:									
Loans individually evaluated for impairment	\$ —	\$ —	\$ —	\$ —	\$ 747	\$ —	\$ —	\$ —	\$ 747
Loans collectively evaluated for impairment	1,258	10,117	2,241	605	5,874	408	6	1,718	22,227
Total	\$ 1,258	\$ 10,117	\$ 2,241	\$ 605	\$ 6,621	\$ 408	\$ 6	\$ 1,718	\$ 22,974

The Bank's recorded investment in loans as of December 31, 2014 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	\$ —	\$ 6,920	\$ —	\$ —	\$ 2,043	\$ —	\$ —	\$ 8,963
Loan collectively evaluated for impairment	145,276	798,763	48,892	77,593	493,784	30,498	380	1,595,186
Ending balance	\$ 145,276	\$ 805,683	\$ 48,892	\$ 77,593	\$ 495,827	\$ 30,498	\$ 380	\$ 1,604,149

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, 2013. 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.

2013	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	\$ 2,062	\$ 8,911	\$ 1,107	\$ 548	\$ 5,069	\$ 427	\$ 4	\$ 2,479	\$ 20,607
Provision for credit losses	(1,742)	249	220	(196)	2,976	(23)	(1)	1,766	3,250
Loans and leases charged off	(138)	(1,529)	(2,438)	—	(4,147)	(11)	—	—	(8,264)
Recoveries	902	519	1,951	163	366	—	—	—	3,901
Net (charge offs) recoveries	764	(1,010)	(487)	163	(3,781)	(11)	—	—	(4,363)
Balance at end of period	\$ 1,084	\$ 8,150	\$ 840	\$ 515	\$ 4,264	\$ 393	\$ 3	\$ 4,245	\$ 19,494
Period-end amount allocated to:									
Loans individually evaluated for impairment	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
Loans collectively evaluated for impairment	1,084	8,150	840	515	4,264	393	3	4,245	19,494
Total	\$ 1,084	\$ 8,150	\$ 840	\$ 515	\$ 4,264	\$ 393	\$ 3	\$ 4,245	\$ 19,494

The Bank's recorded investment in loans as of December 31, 2013 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	\$ —	\$ 2,458	\$ 3,300	\$ —	\$ 2,483	\$ —	\$ —	\$ 8,241
Loan collectively evaluated for impairment	112,901	756,180	21,380	48,605	336,197	39,640	287	1,315,190
Ending balance	\$ 112,901	\$ 758,638	\$ 24,680	\$ 48,605	\$ 338,680	\$ 39,640	\$ 287	\$ 1,323,431

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, 2014 and 2013. Classified loans include loans in risk grades 6 and 7, which correlate to substandard and doubtful for risk classification purposes.

2014 Grade:	Real Estate		Construction		Commercial & Industrial	Trade Finance	Other	Total Loans
	Residential	Commercial	Residential	Commercial				
(In thousands)								
Pass	\$ 145,276	\$ 798,763	\$ 45,895	\$ 77,593	\$ 489,347	\$ 27,873	\$ 380	\$ 1,585,127
Special Mention	—	—	—	—	—	—	—	—
Substandard	—	6,920	2,997	—	6,480	2,625	—	19,022
Doubtful	—	—	—	—	—	—	—	—
Total	\$ 145,276	\$ 805,683	\$ 48,892	\$ 77,593	\$ 495,827	\$ 30,498	\$ 380	\$ 1,604,149

2013 Grade:	Real Estate		Construction		Commercial & Industrial	Trade Finance	Other	Total Loans
	Residential	Commercial⁽¹⁾	Residential	Commercial				
(In thousands)								
Pass	\$ 112,901	\$ 753,304	\$ 14,505	\$ 48,605	\$ 311,375	\$ 37,090	\$ 287	\$ 1,278,067
Special Mention	—	2,877	—	—	19,970	—	—	22,847
Substandard	—	8,664	10,175	—	7,335	2,550	—	28,724
Doubtful	—	—	—	—	—	—	—	—
Total	\$ 112,901	\$ 764,845	\$ 24,680	\$ 48,605	\$ 338,680	\$ 39,640	\$ 287	\$ 1,329,638

(1) Real Estate – Commercial includes loans held for sale \$6,207 with a Substandard rating.

(4) Bank, Premises, Furniture and Fixtures

As of December 31, 2014 and 2013, furniture and fixtures consists of the following:

	2014	2013
	<i>(In thousands)</i>	
Land and Building	\$ 2,782	\$ 2,782
Leasehold improvements	6,347	6,347
Furniture and fixtures	5,227	4,880
	<u>14,356</u>	<u>14,009</u>
Less accumulated depreciation and amortization	(10,224)	(9,804)
	<u>\$ 4,132</u>	<u>\$ 4,205</u>

Depreciation and amortization expense was \$484,000, \$640,000 and \$650,000 for the years ended December 31, 2014, 2013 and 2012, respectively. Fixed asset sales during 2014 resulted in proceeds of \$32,000 with a net gain of \$2,000 on sale. No fixed assets were sold during 2013 or 2012.

(5) Deposits

Time deposit accounts at December 31, 2014 mature as follows:

Year	Maturities of time deposits
	<i>(In thousands)</i>
2015	\$ 635,670
2016	77,409
2017 & thereafter	71,803
	<u>\$ 784,882</u>

PREFERRED BANK
Notes to Consolidated Financial Statements

At December 31, 2014 and 2013, approximately \$45.9 million and \$35.2 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 \$6,000 and \$31,000 at December 31, 2014 and 2013, respectively.

(6) Income Taxes

The income taxes expense (benefit) for the years ended December 31, 2014, 2013 and 2012 was as follows:

	<u>2014</u>	<u>2013</u>	<u>2012</u>
		<i>(In thousands)</i>	
Current income tax (benefit) expense:			
Federal	\$ 12,183	\$ 5,597	\$ 3,517
State	3,399	1,699	(732)
	<u>15,582</u>	<u>7,296</u>	<u>2,785</u>
Deferred income tax (benefit) expense:			
Federal	(100)	3,828	(15,699)
State	773	1,166	(7,669)
	<u>673</u>	<u>4,994</u>	<u>(23,368)</u>
Income tax (benefit) expense:	<u>\$ 16,255</u>	<u>\$ 12,290</u>	<u>\$ (20,583)</u>

At December 31, 2014 and 2013, the current net income tax receivables were zero and \$1.8 million, respectively.

PREFERRED BANK
Notes to Consolidated Financial Statements

The components of the deferred tax assets and deferred tax liabilities as of December 31, 2014 and 2013 are as follows:

	2014	2013
	<i>(in thousands)</i>	
Deferred tax assets:		
Allowance for loan and lease losses	\$ 9,702	\$ 8,522
State taxes	1,229	626
Deferred compensation	521	371
Bank furniture and fixtures, net	905	1,375
Deferred stock units	1,379	1,379
Non-qualified stock options	2,016	939
OREO	—	3,517
Net operating loss carryforward	1,083	1,083
Other	5,013	3,614
Accrued bonuses	1,667	1,569
AMT Credits	1,194	2,258
Gross deferred tax assets	24,709	25,253
Deferred tax liabilities:		
Unrealized gains on securities available-for-sale	(1,404)	(102)
Deferred loan costs	(1,474)	(736)
Discount accretion	—	(543)
FHLB stock	(400)	(400)
Low income housing tax credit	—	(72)
Other	(74)	(69)
Gross deferred liabilities	(3,352)	(1,922)
Valuation allowance	—	—
Net deferred tax assets	\$ 21,357	\$ 23,331

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 it is more likely than not that the Bank will realize all benefits related to these deductible differences at December 31, 2014.

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 within a three-year period. We determined that such an ownership change occurred as of June 21, 2010 as a result of stock issuances in 2010 and 2009. 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, the California net operating loss carryover has been significantly impacted by the IRC Sec. 382 limitation. We estimate that of approximately \$83.5 million of the California net operating losses as of December 31, 2014 subject to \$69.6 million are expected to expire in 2029 as they will be unutilized as a result of IRS Sec 382 limitation. This amounts to approximately \$4.9 million of deferred tax assets which would not be realized. The remaining California net operating loss carryforward of the approximately \$13.9 million at December 31, 2014, is subject to IRC Sec. 382 annual limitation amount of approximately \$1.5 million.

As of December 31, 2014 and 2013, the Bank has federal net operating loss carryforwards of approximately \$305,000, respectively, which, if unused, will begin to expire in 2030.

PREFERRED BANK

Notes to Consolidated Financial Statements

A reconciliation of the income tax expense (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, 2014, 2013 and 2012:

	<u>2014</u>		<u>2013</u>		<u>2012</u>	
	<u>Amount</u>	<u>Percentage</u>	<u>Amount</u>	<u>Percentage</u>	<u>Amount</u>	<u>Percentage</u>
	<i>(In thousands)</i>					
Statutory U.S. federal income tax	\$ 14,296	35.0%	\$ 11,021	35.0%	\$ 1,151	35.0%
State taxes, net of federal benefit	2,712	6.6	1,862	5.9	(694)	(21.1)
Life insurance policies	(83)	(0.2)	(84)	(0.3)	(85)	(2.6)
Valuation allowance	—	—	—	—	(20,951)	(637.1)
Low income housing credits	(564)	(1.4)	(406)	(1.3)	—	—
Other	(106)	(0.2)	(103)	(0.3)	(4)	(0.1)
	<u>\$ 16,255</u>	<u>39.8%</u>	<u>\$ 12,290</u>	<u>39.0%</u>	<u>\$(20,583)</u>	<u>(625.9)%</u>

The 2014 and 2013 effective tax rates of 39.8% and 39.0% respectively differ from the statutory rate primarily as a result of state taxes, income from bank owned life-insurance and low income housing tax credits. The 2012 effective tax rate was negative due to the reversal of the Bank's valuation on its deferred tax asset of \$20.1 million.

There were no unrecognized tax benefits for the years ended December 31, 2014 and 2013.

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, 2014 and 2013, the total amount of tax reserve, net of federal tax benefit, was \$0 and \$0, respectively, for uncertain tax positions. 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. The Bank is no longer subject to the U.S Federal and California tax examinations by tax authorities for the years before January 1, 2012 and January 1, 2011, respectively.

(7) Other Real Estate Owned

At December 31, 2014, OREO was comprised of one property compared to 3 properties at December 31, 2013. During 2014, the Bank sold 3 OREO properties, at a net gain of \$1.8 million. These gains are included in Loss (gain) 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, 2014, 2013, and 2012 is as follows:

	<u>2014</u>	<u>2013</u>	<u>2012</u>
	<i>(in thousands)</i>		
Balance, beginning of the year	\$ 7,936	\$ 22,036	\$ 20,742
Provision for losses	545	1,706	4,018
OREO disposal	(8,481)	(15,806)	(2,724)
Balance, end of the year	<u>\$ —</u>	<u>\$ 7,936</u>	<u>\$ 22,036</u>

PREFERRED BANK

Notes to Consolidated Financial Statements

The following table details the Bank's OREO properties by loan class as of December 31, 2014, and 2013, and 2012:

	2014		2013		2012	
	#	\$	#	\$	#	\$
Loan class:	<i>(dollar amounts in thousands)</i>					
Real estate - Mini-perm						
Residential	—	\$ —	2	\$ 3,350	11	\$ 15,127
Commercial	1	8,811	1	2,252	3	7,829
Real estate - Construction						
Residential	—	—	—	—	1	3,051
Commercial	—	—	—	—	1	2,273
Commercial & Industrial	—	—	—	—	—	—
Trade Finance	—	—	—	—	—	—
Other	—	—	—	—	—	—
Total as of year end	1	\$ 8,811	3	\$ 5,602	16	\$ 28,280

(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, 2014, the Bank has zero outstanding senior debt.

Advances from the Federal Home Loan Bank of San Francisco (FHLBSF) were \$20.0 million at both December 31, 2014 and 2013. All advances are collateralized by commercial or residential real estate loans, FRC advances or by certain marketable investment securities (SBC). At December 31, 2014, approximately \$211.0 million of the Bank's real estate loans was pledged as collateral.

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 \$85.5 million. The Bank had no borrowing outstanding through the discount window outstanding as of December 31, 2014 or 2013.

(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, commercial letters of credit, commitment to fund investments in affordable housing partnerships, operating lease commitments, and financial guarantees written is limited to the contractual amount of those instruments.

PREFERRED BANK

Notes to Consolidated Financial Statements

At December 31, 2014 and 2013, the Bank had commitments to fund loans of \$421.0 million and \$354.5 million, respectively. Other financial instruments with off-balance-sheet risk at December 31, 2014 and 2013 are as follows:

	2014	2013
	<i>(In thousands)</i>	
Commitments to extend credit	\$ 420,973	\$ 354,463
Commercial letters of credit	2,721	5,764
Standby letters of credit	56,941	12,057
Commitments to fund investment in affordable housing partnerships ⁽¹⁾	—	3,213
Total	\$ 488,786	\$ 375,497

⁽¹⁾ During 2014, the Bank began recording the commitment to fund investment in affordable housing partnerships as a liability. Commitment to fund investment in affordable housing partnerships of \$8.2 million is included on the balance sheet as of December 31, 2014.

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, 2014, the future total minimum lease payments for the Bank's premises are as follows:

Year:	Total lease payment
	<i>(In thousands)</i>
2015	\$ 2,143
2016	2,058
2017	1,769
2018	1,570
2019	1,184
Thereafter	2,403
	\$ 11,127

Rental expense was \$1.8 million, \$1.8 million and \$1.3 million for the years ended December 31, 2014, 2013 and 2012, 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 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, 2014 and 2013, the aggregate loans (including commitments) to related parties were approximately \$4.3 million (of which \$303,000 was outstanding) and \$6.6 million (of which \$0.8 million was outstanding), respectively. All related party loans were current at December 31, 2014 and 2013.

PREFERRED BANK
Notes to Consolidated Financial Statements

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

	<u>2014</u>	<u>2013</u>	<u>2012</u>
		<i>(In thousands)</i>	
Balance at beginning of year	\$ 786	\$ 834	\$ 2,092
New loans	—	300	—
Net drawdowns (repayments)	(483)	(348)	(1,258)
Balance at end of year	<u>\$ 303</u>	<u>\$ 786</u>	<u>\$ 834</u>

Deposits: The amount of deposits from related parties was \$8.7 million and \$8.3 million at December 31, 2014 and 2013, 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.

As a result of a regulatory examination during the third quarter of 2014, the Memorandum of Understanding ("MOU"), which was entered into on October 1, 2013, was terminated by the FDIC and the California Department of Business Oversight ("CDBO"). As such, the Bank is no longer required to, among other things, refrain from paying dividends and maintain a 10% tier 1 leverage ratio as specified by the MOU.

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, 2014, that the Bank meets all capital adequacy requirements to which it is subject.

PREFERRED BANK

Notes to Consolidated Financial Statements

The Bank's actual capital and various regulatory required capital thresholds 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>					
As of December 31, 2014:						
Total risk-based capital	\$ 255,849	13.97%	\$146,511	≥ 8.00%	\$ 183,138	≥ 10.00%
Tier 1 risk-based capital	232,954	12.72%	73,255	4.00%	109,883	6.00%
Leverage ratio	232,954	11.73%	73,255	4.00%	91,569	5.00%
As of December 31, 2013:						
Total risk-based capital	\$ 225,373	15.03%	\$119,959	≥ 8.00%	\$ 149,949	≥ 10.00%
Tier 1 risk-based capital	206,617	13.78%	59,975	4.00%	89,964	6.00%
Leverage ratio	206,617	11.80%	59,975	4.00%	74,970	5.00%

(12) Share-Based Compensation

The Bank remunerates employees and directors through stock compensation plans; the 1992 Stock Option Plan, Interim Stock Option Plan, the 2004 Equity Incentive Plan, and the 2014 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 vesting term of generally three to five years, for only those options expected to vest. The fair value of stock options and 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, 2014, 2013 and 2012, the Bank recognized share-based compensation expense of \$3.6 million, \$2.5 million and \$1.1 million, respectively, resulting in the recognition of \$369,000, \$403,000 and \$230,000 in related tax benefits, respectively.

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 2014, 2013 or 2012.

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 2014, 2013 and 2012.

The total intrinsic value of share options exercised during the year ended December 31, 2014, 2013 and 2012 was \$0, \$0, and \$0, respectively, from the 1992 Plan and the Interim Plan. For the year ended December 31, 2014, there was

PREFERRED BANK

Notes to Consolidated Financial Statements

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, 2014 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, 2014, 2013 and 2012 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, 2014, 2013, and 2012:

	1992 Plan and Interim Plan		
	Number of Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life
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	
Granted	—	—	
Exercised	—	—	
Forfeited or expired	(17,580)	59.84	
Options outstanding as of December 31, 2013	31,230	\$ 95.05	
Granted	—	—	
Exercised	—	—	
Forfeited or expired	(31,230)	95.05	
Options outstanding as of December 31, 2014	—	\$ —	—
Options exercisable as of December 31, 2014	—	\$ —	—

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 Plan). There are 1,455,330 shares authorized under this plan.

The total intrinsic value of share options exercised during the year ended December 31, 2014, 2013 and 2012 was \$1.3 million, \$284,000 and \$23,000, respectively. As of December 31, 2014, the total compensation cost not yet recognized that relates to unvested options granted under the 2004 Plan was \$1.4 million with a weighted-average recognition period of 0.8 years. The Bank recognized tax benefits of \$369,000 and \$115,000 for the years ended December 31, 2014 and 2013 under the 2004 Plan.

There were zero options granted during 2014 under the 2004 plan. For the years ended December 31, 2014, 2013 and 2012, the estimated weighted-average fair value per share of options granted under the 2004 Plan were as follows:

December 31,		
2014	2013	2012
N/A	\$6.97	\$4.12

PREFERRED BANK

Notes to Consolidated Financial Statements

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,		
	2014	2013	2012
Weighted Average Assumptions:			
Expected Dividend Yield	N/A	0.00%	0.00%
Expected Volatility	N/A	61.16%	70.54%
Expected Term	N/A	3.6 Yrs.	3.0 Yrs.
Risk-Free Interest Rate	N/A	0.53%	0.31%

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. During the years ended December 31, 2012, 2013, and 2014, 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.

The following information under the 2004 Plan is presented for the years ended December 31, 2014, 2013 and 2012:

	December 31,		
	2014	2013	2012
	(In thousands)		
Grant Date Fair Value of Options Granted	\$ —	\$ 3,021	\$ 1,303
Fair Value of Options Vested	1,263	534	314
Total Intrinsic Value of Options Exercised	1,267	284	23
Cash Received from Options Exercised	786	309	43

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, 2014, 2013 and 2012.

	2004 Plan		Weighted Average Remaining Contractual Life
	Number of Options	Weighted Average Exercise Price	
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	
Granted	433,500	15.85	
Exercised	(34,795)	8.89	
Forfeited or expired	(96,212)	49.65	
Options outstanding as of December 31, 2013	758,922	\$ 12.54	
Granted	—	—	
Exercised	(88,110)	8.84	
Forfeited or expired	(7,450)	15.34	
Options outstanding as of December 31, 2014	663,362	\$ 12.99	2.0 years
Options exercisable as of December 31, 2014	292,383	\$ 11.56	1.6 years

As of December 31, 2014, the aggregate intrinsic value of options outstanding under the 2004 Plan was \$5.7 million. As of December 31, 2014, stock options outstanding under the 2004 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
\$0.00 - \$24.99	663,362	\$ 12.99	1.99	292,383	\$ 11.56	1.56
\$25.00 and above	—	—	—	—	—	—

2014 Equity Incentive Plan

During the second quarter of 2014, the Bank's Board of Directors adopted and the Bank's shareholders approved a new stock option plan, the 2014 Equity Incentive Plan, (the "2014 Plan"). Similar to the 2004 Plan, the Plan provides for granting of nonstatutory stock options, and incentive stock options and restricted stock awards ("RSA's") to key full-time employees, officers, and the directors of the Bank. Stock options granted under the 2014 Plan have an exercise price equal to the fair value of the underlying common stock on the date of grant. Stock options and share awards granted under the 2014 Plan are generally expected to vest in installments between 20-33% each year, become fully vested after three to five years, and expire four to ten years from the date of grant. All option and share awards provide for accelerated vesting if there is a change in control (as defined in the 2014 Plan). There are 2,500,000 shares reserved for issuance under the 2014 Plan. As of December 31, 2014, there have been no stock options or RSA's granted under the 2014 Plan.

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 the 2004 Plan, and the 2014 Plan for the year ended December 31, 2014:

	Number of Shares	Weighted Average Grant Date Fair Value
Non-Vested Options outstanding as of December 31, 2013	609,022	\$ 5.93
Granted	—	\$ —
Forfeited or expired	(6,500)	\$ 6.50
Vested	(231,543)	\$ 5.45
Non-Vested Options outstanding as of December 31, 2014	<u>370,979</u>	\$ 6.31

Restricted Stock Awards

The Bank's 2004 Plan provides for granting of RSAs 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, 2014, the Bank granted 135,761 RSAs and recognized \$2.1 million of compensation expense. The RSAs granted under the 2004 Plan or the 2014 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 \$3.4 million as of December 31, 2014, and will be recognized over 2.1 years.

The following is a summary of the transactions for non-vested RSAs under the 2004 Plan for the year ended December 31, 2014:

	Number of Shares	Weighted Average Grant Date Fair Value
Non-Vested RSAs 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	133,667	\$ 8.67
Granted	11,400	\$ 19.40
Forfeited or expired	—	—
Vested	(95,667)	\$ 9.06
Non-Vested RSAs outstanding as of December 31, 2013	49,400	\$ 10.37
Granted	135,761	\$ 20.94
Forfeited or expired	(1,066)	\$ 20.92
Vested	(38,684)	\$ 7.70
Non-Vested RSAs outstanding as of December 31, 2014	<u>145,411</u>	<u>\$ 20.87</u>

(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, 2014, 2013 and 2012 totaled \$187,000, \$210,000 and \$198,000, 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. For the years ended December 31, 2014 and 2013, financial objectives required under the Plan were met. Total expense of the plan recorded by the Bank was \$4.1 million, \$3.5 million and \$1.5 million for 2014, 2013 and 2012, respectively. As of December 31, 2014 and 2013, the total bonus accrual included in the other liabilities amounted to \$4.3 million and \$4.4 million, 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, 2014 and 2013, liabilities recorded for the deferred compensation plan totaled approximately \$1.2 million and \$882,000, 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, 2014 and 2013, the cash surrender value of the policies totaled \$8.5 million and \$8.3 million, respectively. During 2014, 2013 and 2012, the income on the insurance policies was \$331,000, \$331,000 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.

PREFERRED BANK
Notes to Consolidated Financial Statements

(17) Earnings per Share

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

	<u>2014</u>	<u>2013</u>	<u>2012</u>
	<i>(In thousands, except per share data)</i>		
Basic earnings per share:			
Net income	\$ 24,592	\$ 19,199	\$ 23,872
Less: income and dividends allocated to participating securities	(300)	(201)	(323)
Net income allocated to common shareholders-basic	\$ 24,292	\$ 18,998	\$ 23,549
Basic weighted average common shares outstanding	13,290,258	13,116,563	13,050,559
Basic earnings per share	<u>\$ 1.83</u>	<u>\$ 1.45</u>	<u>\$ 1.80</u>
Diluted earnings per share:			
Net income	\$ 24,592	\$ 19,199	\$ 23,872
Less: income and dividends allocated to participating securities	(300)	(201)	(323)
Net income allocated to common shareholders-diluted	\$ 24,292	\$ 18,998	\$ 23,549
Basic weighted average common shares outstanding	13,290,258	13,116,563	13,050,559
Effect of dilutive securities – stock options	329,769	247,607	196,829
Diluted weighted average shares outstanding	13,620,027	13,364,320	13,247,390
Diluted earnings per share	<u>\$ 1.78</u>	<u>\$ 1.42</u>	<u>\$ 1.78</u>

Earnings 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 shareholders 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, 2014, 2013 and 2012, there were 15,231, 40,642 and 108,531 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 11, 2015, the Bank opened its new San Francisco branch office. The new branch is located at 18321 Ventura Blvd, Suite 100, Tarzana, California. The Bank received regulatory approval for the branch on August 5, 2014.

PREFERRED BANK
Notes to Consolidated Financial Statements

(19) Quarterly Financial Data (Unaudited)

The following tables summarize the quarterly unaudited financial data for 2014 and 2013:

Quarterly Financial Data (Unaudited)

<u>Year Ended December 31, 2014</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	\$ 18,750	\$ 19,294	\$ 20,462	\$ 21,821
Interest expense	2,247	2,229	2,426	2,438
Interest income before provision for credit losses	16,503	17,065	18,036	19,383
Provision for credit losses	1,250	1,100	500	500
Noninterest income	1,028	914	928	751
Noninterest expense	7,832	6,623	7,836	8,121
Income tax expense	3,296	4,047	4,266	4,645
Net income	<u>\$ 5,153</u>	<u>\$ 6,209</u>	<u>\$ 6,362</u>	<u>\$ 6,868</u>
Earnings per share				
Basic	\$ 0.39	\$ 0.46	\$ 0.47	\$ 0.51
Diluted	\$ 0.38	\$ 0.45	\$ 0.46	\$ 0.50

<u>Year Ended December 31, 2013</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	\$ 16,489	\$ 16,243	\$ 18,480	\$ 18,514
Interest expense	1,830	1,820	1,967	2,112
Interest income before provision for credit losses	14,659	14,423	16,513	16,402
Provision for credit losses	—	250	1,200	1,800
Noninterest income	858	718	213	214
Noninterest expense	8,841	7,218	7,789	5,413
Income tax expense	2,646	3,404	2,705	3,535
Net income	<u>\$ 4,030</u>	<u>\$ 4,269</u>	<u>\$ 5,032</u>	<u>\$ 5,868</u>
Earnings per share				
Basic	\$ 0.30	\$ 0.32	\$ 0.38	\$ 0.45
Diluted	\$ 0.30	\$ 0.32	\$ 0.37	\$ 0.43

(20) Regulatory Matters

As a result of a regulatory examination during 2014, the Memorandum of Understanding (“MOU”), which was entered into on October 1, 2013, was terminated by the FDIC and the California Department of Business Oversight (“CDBO”). The termination of the MOU allows the Bank to declare and pay cash dividends to its shareholders and establish new branches and offices without prior written approval of the FDIC and CDBO, and removes the 10% tier 1 leverage ratio requirement. Following the lifting of the restriction on dividends, the Bank declared quarterly cash dividends of \$0.10 per share on September 16, 2014 and of \$0.10 per share on December 18, 2014. These dividends were paid on October 20, 2014 and January 20, 2015 respectively. The Bank’s tier 1 leverage ratio was 11.73% as of December 31, 2014.

(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

PREFERRED BANK

Notes to Consolidated Financial Statements

fair value, Financial Instruments Topic of FASB ASC provides that the fair value of a financial instrument is the amount at 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 held-to-maturity and Securities available-for-sale

For securities held-to maturity and securities available-for-sale, fair values were based on quoted market prices obtained from market quotes, a Level 1 measurement. 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 Level 2 measurement, or a discounted cash flow analysis was used based on a market discount rate and adjusted for pre-payments and defaults, a Level 3 measurement.

(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 FASB ASC 820, Fair Value Measurements and Disclosures. 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 820. 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.

PREFERRED BANK

Notes to Consolidated Financial Statements

(e) Loans held for sale

Loans held for sale are carried at the lower of cost or fair value. Fair value is determined by outstanding commitments from potential buyers when available, a Level 1 measurement, and otherwise based on current appraisals adjusted for sales cost estimations, a Level 2 measurement. In certain situations it is possible that Level 3 inputs may be used to value loans held for sale; however, only level 1 methods used for valuation of the loans held for sale carried by the Bank as of December 31, 2013 there were zero loans held for sale as of December 31, 2014.

(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, a Level 2 measurement.

(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, 2014 and 2013 is detailed on the table below.

	December 31, 2014				
	Carrying amount	Estimated fair value	Level 1	Level 2	Level 3
	(In thousands)				
Assets:					
Cash and cash equivalents	\$ 240,194	\$ 240,194	\$ 240,194	\$ —	\$ —
Securities held-to-maturity	7,815	7,869	—	7,869	—
Securities available-for-sale	150,539	150,539	4,863	145,676	—
Loans, net of allowance and net deferred loan fees	1,579,075	1,600,362	—	7,370	1,592,992
Accrued interest receivable	6,497	6,497	—	6,497	—
Federal Home Loan Bank stock	6,155	6,155	—	6,155	—
Liabilities:					
Demand deposits and savings:					
Noninterest-bearing	\$ 443,385	\$ 443,385	\$ —	\$ 443,385	\$ —
Interest-bearing	547,992	489,901	—	489,901	—
Time deposits	784,882	782,581	—	782,581	—
FHLB borrowings and Senior Debt	20,000	20,000	—	20,000	—
Accrued interest payable	1,419	1,419	—	1,419	—

PREFERRED BANK
Notes to Consolidated Financial Statements

December 31, 2013

	Carrying amount	Estimated fair value	Level 1	Level 2	Level 3
(In thousands)					
Assets:					
Cash and cash equivalents	\$ 246,615	\$ 246,615	\$ 246,615	\$ —	\$ —
Securities available-for-sale	142,670	142,670	4,840	137,830	—
Loans, net of allowance and net deferred loan fees	1,301,375	1,326,216	—	2,665	1,323,551
Loans held for sale	6,207	6,207	—	6,207	—
Accrued interest receivable	5,378	5,378	—	5,378	—
Federal Home Loan Bank stock	5,296	5,296	—	5,296	—
Liabilities:					
Demand deposits and savings:					
Noninterest-bearing	\$ 338,530	\$ 338,530	\$ —	\$ 338,530	\$ —
Interest-bearing	492,960	441,829	—	441,829	—
Time deposits	697,824	699,329	—	699,329	—
FHLB borrowings and Senior Debt	20,000	20,000	—	20,000	—
Accrued interest payable	983	983	—	983	—

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.

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.

PREFERRED BANK

Notes to Consolidated Financial Statements

- Asset-backed securities – The Bank measures fair value of asset-backed securities 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. Agency 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.
- U.S. Agency 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, 2014:

(In thousands) Assets	Fair Value Measurements Using			Balance at December 31, 2014
	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	\$ 4,863	\$ —	\$ —	\$ 4,863
Asset-backed securities	—	5,954	—	5,954
Corporate notes	—	58,422	—	58,422
U.S. Agency principal-only strips	—	3,524	—	3,524
U.S. Agency mortgage-backed securities	—	41,315	—	41,315
Collateralized mortgage obligations	—	7,739	—	7,739
Municipal securities	—	28,722	—	28,722
Total	\$ 4,863	\$ 145,676	\$ —	\$ 150,539

The following table presents the Bank's hierarchy for its assets and liabilities measured at fair value on a recurring basis at December 31, 2013:

(In thousands) Assets	Fair Value Measurements Using			Balance at December 31, 2013
	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	\$ 4,840	\$ —	\$ —	\$ 4,840
Corporate notes	—	51,075	—	51,075
U.S. Agency principal-only strips	—	4,506	—	4,506
U.S. Agency mortgage-backed securities	—	51,342	—	51,342
Collateralized mortgage obligations	—	9,858	—	9,858
Municipal securities	—	21,049	—	21,049
Total	\$ 4,840	\$ 137,830	\$ —	\$ 142,670

There were no significant transfers in or out of Level 1 and Level 2 fair value measurements during the year ended December 31, 2014.

PREFERRED BANK

Notes to Consolidated Financial Statements

There were zero securities with fair value measurements using significant unobservable inputs (Level 3) during the year ended December 31, 2014. 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, 2013:

Fair Value Measurements Using Significant Unobservable Inputs (Level 3)					
<i>(Dollars in thousands)</i>					
Beginning Balance as of December 31, 2012	Sale of Securities	Realized Gains or Losses in Earnings (Expense)	Unrealized Gains or Losses in Other Comprehensive Income	Ending Balance as of December 31, 2013	
ASSETS:					
Securities, available-for-sale:					
Collateral debt obligations	\$ 1,547	\$ (1,540)	\$ (7)	\$ —	\$ —

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, 2014, and the total losses resulting from these fair value adjustments for the twelve months ended December 31, 2014:

(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, 2014	Year Ended December 31, 2014 Total Losses
Impaired loans	\$ —	\$ —	\$ 846	\$ 846	\$ (747)
Other real estate owned	—	—	—	—	—
Total Assets	\$ —	\$ —	\$ 846	\$ 846	\$ (747)

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, 2013, and the total losses resulting from these fair value adjustments for the year ended December 31, 2013:

(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, 2013	Year Ended December 31, 2013 Total Losses
Impaired loans	\$ —	\$ —	\$ 3,300	\$ 3,300	\$ (1,707)
Loans held for sale	—	—	6,207	6,207	(324)
Other real estate owned	—	—	—	—	—
Total Assets	\$ —	\$ —	\$ 9,507	\$ 9,507	\$ (2,031)

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, 2014 and 2013.

At December 31, 2014				
<i>(Dollars In thousands)</i>				
Assets:	Fair Value	Valuation Technique	Unobservable Inputs	Range
Impaired loans	846	Present value of expected cash flow	Management judgmental loss estimate	50.0 – 75.0%

At December 31, 2013				
<i>(Dollars In thousands)</i>				
Assets:	Fair Value	Valuation Technique	Unobservable Inputs	Range
Impaired loans	3,300	Market comparables	Adjustments to appraisal value for Selling costs; Management judgment	6.0%

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 16, 2015

PREFERRED BANK
(Registrant)

By /s/ Li Yu
Li Yu
Chairman of the Board 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 and Chief Executive Officer (Principal executive officer)	March 16, 2015
<u>/s/ Edward J. Czajka</u> Edward J. Czajka	Executive Vice President and Chief Financial Officer (Principal financial and accounting officer)	March 16, 2015
<u>/s/ J. Richard Belliston</u> J. Richard Belliston	Director	March 16, 2015
<u>/s/ William C. Y. Cheng</u> William C.Y. Cheng	Director	March 16, 2015
<u>/s/ Clark Hsu</u> Clark Hsu	Director	March 16, 2015
<u>/s/ Gary S. Nunnelly</u> Gary S. Nunnelly	Director	March 16, 2015
<u>/s/ Ching-Hsing Kao</u> Ching-Hsing Kao	Director	March 16, 2015
<u>/s/ Chih-Wei Wu</u> Chih-Wei Wu	Director	March 16, 2015
<u>/s/ Wayne Wu</u> Wayne Wu	Director	March 16, 2015

INDEX TO EXHIBITS

<u>Exhibit No.</u>	<u>Exhibit Description</u>
3.1	Amended and Restated Articles of Incorporation ⁽¹⁾
3.2	Certificate of Determination of the Series A preferred Stock ⁽⁴⁾
3.3	Amended and Restated Bylaws ⁽¹⁾
4.1	Common Stock Certificate ⁽³⁾
10.1*	1992 Stock Option Plan ⁽²⁾
10.2*	Management Incentive Bonus Plan ⁽²⁾
10.3*	Deferred Compensation Plan ⁽²⁾
10.4*	Stock Option Gain Deferred Compensation Plan ⁽²⁾
10.5*	2004 Equity Incentive Plan ⁽²⁾
10.6*	2014 Equity Incentive Plan
10.7*	Form of Indemnification Agreement for directors and executive officers ⁽²⁾
10.8*	Revised Bonus Plan
10.9*	Deferred Compensation Plan-Deferred Stock Unit Agreement and Rabbi Trust ⁽⁵⁾
11.1*	Retention and Severance Agreement-Li Yu
21.1	Subsidiary of Preferred Bank: PB Investment and Consulting, Inc.
23.1	Consent of KPMG, LLP to prior filing ⁽¹⁾
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 March 17, 2013.

⁽²⁾ Incorporated by reference from Registrant's Registration Statement on Form 10 Amendment No. 1 filed with the Federal Deposit Insurance Corporation on January 18, 2006.

⁽³⁾ 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.

⁽⁴⁾ Incorporated by reference from Current Report on Form 8-K filed with the Federal Deposit Insurance Corporation on June 10, 2010.

⁽⁵⁾ Incorporated by reference from Registrant's Registration Statement on Form 10 filed with the Federal Deposit Insurance Corporation on January 18, 2005.

* Denotes management contract or compensatory plan or arrangement.

Exhibit 21.1

SUBSIDIARIES OF THE REGISTRANT

PB Investment and Consulting, Inc. (PBICI), a California corporation

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 16, 2015

/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 16, 2015

/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, 2014 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 16, 2015

/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, 2014 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 16, 2015

/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.

PREFERRED BANK
EXECUTIVE SEVERANCE AND ARBITRATION AGREEMENT

THIS EXECUTIVE SEVERANCE AND ARBITRATION AGREEMENT is made and entered into as of November 17, 2005, by and between Preferred Bank, a California state-chartered bank (the "Company") and Li Yu ("Executive").

WHEREAS, the Board of Directors (the "Board") of the Company has determined that, in the event of a possible, threatened or pending sale or other change in control of the Company, it is imperative that the Company and the Board be able to rely upon Executive to continue in Executive's position, and that the Company be able to receive and rely upon Executive's advice, if requested, as to the best interests of the Company and its stockholders without concern that Executive might be distracted by the personal uncertainties and risks created by any such possible transactions; and

WHEREAS, in connection with the foregoing, Executive may, in addition to Executive's regular duties, be called upon to assist in the assessment of any such possible transactions, advise management and the Board as to whether such proposals would be in the best interests of the Company and its stockholders, and to take such other actions as the Board might determine to be appropriate; and

WHEREAS, the Company's Compensation Committee has determined that Executive should be provided severance benefits in the event his employment is terminated in connection with a change in control or without cause in the absence of a change in control, so that Executive will not be distracted by personal uncertainties and risks concerning his employment with the Company; and

WHEREAS, the Board and the Compensation Committee have authorized the Company to enter into an agreement with Executive providing severance benefits as set forth herein;

NOW, THEREFORE, to assure the Company that it will have the continued dedication of Executive and the availability of Executive's advice and counsel through the occurrence of any Change in Control of the Company, and to induce Executive to enter into and remain in the employ of the Company, and for other good and valuable consideration, the Company and Executive agree as follows:

1. Definitions.

(a) "Cause" means the occurrence of any one or more of the following: (i) conviction of any felony or any act of fraud, misappropriation or embezzlement which has an immediate and materially adverse effect on the Company, (ii) engaging in a fraudulent act to the material damage or prejudice of the Company or in conduct or activities materially damaging to the property, business or reputation of the Company, (iii) willful and continued failure to comply in any material respect with the terms of any applicable employment agreement or any written policies or lawful directives of the Board which have an immediate and materially adverse effect on the Company and which have not been corrected within 30 days after written notice from the Company of such failure, (iv) any material act or omission involving malfeasance or negligence

in the performance of employment duties which has an immediate and materially adverse effect on the Company and which has not been corrected within 30 days after written notice from the Company, or (v) material breach of any other agreement with the Company, which has an immediate and materially adverse effect on the Company and which has not been cured within 30 days after written notice from the Company of such breach.

(b) “Change in Control” means any of the following events (i) any “person” or “group” (as defined in or pursuant to Sections 13(d) or 14(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”)) other than the Company, is or becomes the “beneficial owner” (as defined in Rule 13d-3 promulgated under the Exchange Act), directly or indirectly (including by holding securities which are exercisable for or convertible into shares of capital stock of the Company), of securities of the Company representing 50% or more of the voting power of the outstanding shares of capital stock of the Company; or, (ii) the consummation of a merger, consolidation, business combination, or similar transaction, of the Company with or into another entity or any other corporate reorganization, or any similar transactions, if more than 50% of the combined voting power of the continuing or surviving entity’s outstanding shares of capital stock immediately after such merger, consolidation or other reorganization or transaction is owned by such persons who were not shareholders of the Company immediately prior to such merger, consolidation or other reorganization, (iii) the sale, transfer or other disposition of all or substantially all of the Company’s business, property or assets; or, (iv) Continuing Directors cease to constitute at least a majority of the Board. Notwithstanding the foregoing, the following events shall not constitute a Change in Control: any acquisition of beneficial ownership pursuant to (i) a reclassification, however effected, of the Company’s authorized common stock, or (ii) a corporate reorganization involving the Company which does not result in a material change in the ultimate ownership by the stockholders of the Company (through their ownership of the Company or its successor resulting from the reorganization) of the assets of the Company, but only if such reclassification or reorganization has been approved by the Board.

(c) “Code” means the Internal Revenue Code of 1986, as amended.

(d) “Continuing Director” means (i) each Director in office on September 1, 2005, and (ii) any successor to any such Director whose nomination or selection was recommended or approved by a majority of the Directors in office at the time of the Director’s nomination or selection.

(e) “Good Reason” means the occurrence of any of the following without Executive’s consent: (i) a substantial diminution in Executive’s status, position or responsibilities, or the assignment to Executive of any duties or responsibilities that are inconsistent with Executive’s status, position or responsibilities; (ii) a reduction in Executive’s base salary or target bonus compensation; (iii) the failure of any successor-in-interest to assume all of the obligations of the Company under this Agreement; (iv) material breach of this Agreement by the Company or material breach by the Company of any other material agreement between the Company and Executive which breach continues after written notice from Executive and a reasonable opportunity by the Company to cure any such breach; or (v) a relocation of Executive’s principal place of employment to a new work site requiring an increase in one-way commute from Executive’s residence of more than thirty-five (35) miles.

(f) “Welfare Benefits” means and includes, without limitation, all life, dental, health, accident and disability benefit plans, other similar welfare plans, and any equivalent successor policy, plan, program or arrangement that may now exist or be adopted hereafter by the Company or a Subsidiary.

2. Severance Benefits.

(a) In the event that a Change in Control occurs and, within the period beginning four (4) months before the date of the Change in Control and ending twenty-four (24) months thereafter, (i) Executive’s employment is terminated by the Company without Cause or (ii) Executive voluntarily terminates his employment with the Company with Good Reason, then the Company shall provide Executive severance benefits under this Agreement. Such severance benefits shall consist of a lump sum payment equal to the sum of the following:

(i) one hundred fifty percent (150%) of the greater of (x) the Executive’s annual base salary as in effect immediately prior to the delivery of any notice of termination of employment or (y) the Executive’s annual base salary as in effect immediately prior to the Change in Control; and

(ii) one hundred fifty percent (150%) of the greater of (x) the Executive’s targeted annual bonus for the year in which the date of termination of employment occurs or (y) the Executive’s targeted annual bonus for the year in which the Change in Control occurs, in each case assuming that the bonus targets are satisfied.

(b) In the event that Executive’s employment is terminated by the Company without Cause or Executive voluntarily terminates his employment with the Company with Good Reason and not within the period specified in Section 2(a) above, then the Company shall provide Executive severance benefits under this Agreement. Such severance benefits shall consist of a lump sum payment equal to the sum of the following:

(i) one hundred fifty percent (150%) of Executive’s regular base salary in effect at the time of the termination of his employment (and prior to any reduction triggering a resignation for Good Reason as defined above); and

(ii) one hundred fifty percent (150%) of Executive’s targeted annual bonus for the year in which the date of termination of employment occurs (and prior to any reduction triggering a resignation for Good Reason as defined above), assuming that the bonus targets are satisfied.

(c) Any lump sum payment to be made pursuant to Section 2(a) or 2(b) above shall be made as soon as administratively feasible on or after the first day of the seventh (7th) month following the month in which Executive’s employment with the Company has terminated.

3. Welfare Benefits.

(a) For a period of eighteen (18) months following the termination of Executive’s employment with the Company under circumstances described in Section 2 above, or, if sooner, until Executive is entitled to Welfare Benefits (as defined above) under any plan

maintained by any entity employing Executive after Executive's employment with the Company terminates, Company shall provide to Executive (and his spouse and other qualified dependents) all Welfare Benefits at Company expense that Company provided to Executive at Company expense (and his spouse and qualified dependents) immediately prior to the termination of his employment. Notwithstanding the foregoing, with respect to any Welfare Benefits provided through an insurance policy, the Company's obligation to provide such Welfare Benefits shall be limited by the terms of such policy; *provided, however*, that (i) the Company shall make reasonable efforts to amend such policy to provide the continued coverage described in this Section 3(a), and (ii) if such policy is not amended to provide the continued benefits described in this Section 3(a), the Company shall pay Executive's cost of comparable replacement coverage.

(b) If prior to the termination of his employment Executive was required to contribute towards the cost of a Welfare Benefit as a condition of receiving such Welfare Benefit, Executive may be required to continue contributing towards the cost of such Welfare Benefit under the same terms and conditions as applied to Executive while employed in order to receive such Welfare Benefit.

4. Stock Options. The Company has granted Executive options to purchase Company common stock that are currently outstanding, but not yet exercisable in whole or in part, and the Company may grant Executive additional stock options in the future. The currently outstanding stock options and any future stock options the Company grants to Executive are hereinafter referred to as the "Stock Options." Notwithstanding the provisions of any agreement(s) pursuant to which the Stock Options are granted, in the event that a Change in Control occurs and, within the period beginning four (4) months before the date of the Change in Control and ending twenty-four (24) months thereafter, (a) Executive's employment is terminated by the Company without Cause or (b) Executive voluntarily terminates his employment with Company with Good Reason, then on the later of the date of the Change in Control or the last day of Executive's employment with the Company, all of the Stock Options held by Executive shall become fully vested and exercisable. In the event that Executive's employment is terminated by the Company without Cause or Executive voluntarily terminates his employment with the Company with Good Reason and not within the period specified above, the vesting of all of the Stock Options held by Executive shall accelerate such that the number of Stock Options that would have vested and become exercisable eighteen (18) months following the termination date shall become vested and exercisable as of the termination date.

5. Excise Taxes. If all or any portion of the amounts payable to Executive under this Agreement, either alone or together with other payments which Executive receives from the Company (or a successor), constitute "excess parachute payments" within the meaning of Section 280G of the Code, that are subject to the excise tax imposed by Section 4999 of the Code, the Company shall increase the amounts payable under this Agreement to the extent necessary to afford Executive substantially the same economic benefit under this Agreement as Executive would have received had no such excise tax been imposed on the payments due Executive under this Agreement. The determination of the amount of any such excise tax shall be made, at Company expense, by an independent accounting firm retained by the Company prior to the occurrence of the event giving rise to such excess parachute payments.

6. Other Employee Benefits. The benefits provided to Executive hereunder shall not

be affected by or reduced because of any other benefits (including, but not limited to, salary, bonus, pension, stock option or stock purchase plan) to which Executive may be entitled by reason of his employment with the Company or the termination of his employment with the Company, and no other such benefit by reason of such employment shall be so affected or reduced because of the benefits bestowed by this Agreement. Notwithstanding the foregoing, if Executive qualifies for severance pay under Section 2 of this Agreement, such severance pay will be in lieu of, and not in addition to, any severance or other termination payments to which Executive may be entitled under any employment agreement with, or other plan or arrangement of, the Company.

7. Withholding. All amounts payable by the Company hereunder shall be subject to all federal, state, local and other withholdings and employment taxes as required by applicable law.

8. No Solicitation of Employees. Executive hereby agrees that for a period of one (1) year following the termination of Executive's employment from or contractual relationship with the Company, for whatever reason, Executive will not directly or indirectly solicit, induce or influence any person who is engaged as an employee or otherwise by the Company to seek employment with any other business, nor will Executive provide any information regarding employees of the Company, including without limitation name, e-mail address, telephone or fax numbers, job titles or compensation information, to any third party without the prior written consent of the Company. Executive acknowledges that such information is proprietary to the Company and that providing such information for any unauthorized purpose, including without limitation the direct or indirect solicitation of such employees for employment, is strictly prohibited, and Executive further acknowledges that violation of this provision would result in damage to the Company for which Executive may be held personally liable, and Executive agrees that should Executive violate this provision, the Company may obtain injunctive relief as well as actual, incidental, or punitive damages, if appropriate.

9. Arbitration of Claims. The following arbitration provisions shall apply to any claim brought by Executive or the Company after the date of this Agreement even if the facts upon which the claim is based arose prior to the execution of this Agreement:

(a) Claims Covered by this Agreement. To the maximum extent permitted by law, the Company and Executive mutually consent to the resolution by arbitration of all claims or causes of action that the Company may have against Executive or that Executive may have against the Company or against its officers, directors, employees, or agents in the capacity as such or otherwise (collectively "claims"). The claims covered by this Agreement include, but are not limited to, claims for breach of any contract or covenant (express or implied); tort claims; claims for discrimination (including, but not limited to, race, sex, sexual harassment, or any type of unlawful harassment, religion, national origin, age, marital status, medical condition, disability or sexual orientation); claims for wrongful termination in violation of public policy; and claims for violation of any federal, state, or other governmental law, statute, regulation or ordinance, including, but not limited to, all claims arising under Title VII of the Civil Rights Act of 1969, as amended, the Age Discrimination in Employment Act of 1967, the Americans with Disabilities Act, the California Fair Employment & Housing Act, the California Labor Code, the

Consolidated Omnibus Budget Reconciliation Act of 1985, the Fair Labor Standards Act or Employee Retirement Income Security Act.

(b) Claims Not Covered by the Agreement. Claims Executive may have for workers' compensation, unemployment compensation benefits or wage and hour claims within the jurisdiction of the California Labor Commissioner are not covered by this Agreement. Notwithstanding the fact that Executive is not required to arbitrate such claims, he may, if he so chooses, submit wage and hour claims to binding arbitration pursuant to this Agreement. Also not covered are claims by either party for injunctive and/or other equitable relief, as to which the parties understand and agree that either party may seek and obtain relief from a court of competent jurisdiction.

(c) Required Notice of All Claims. The Company and Executive agree that the aggrieved party must give written notice of any claim to the other party. Written notice to the Company, or its officers, employees or agents, shall be sent to the Chairman of the Company's Board of Directors. Executive will be given notice at the last address recorded in his personnel file or such other address as Executive may provide to the Company from time to time following the date of this Agreement by a writing specifying that it is the address for notice under this Agreement. The written notice shall identify and describe the nature of all claims asserted and detail the facts upon which such claims are based. The notice shall be sent to the other party by certified or registered mail, return receipt requested.

(d) Arbitration Procedures. The Company and Executive agree that, except as provided in this Agreement, any arbitration shall be in accordance with and under the auspices and rules of the American Arbitration Association (hereinafter the "Arbitration Service"). The arbitration shall take place in Los Angeles County, California, unless the parties mutually agree to conduct the arbitration in a different location. The arbitrator shall be selected by the mutual agreement of the parties. If the parties cannot agree on a neutral arbitrator, Executive first, and then the Company, will alternately strike names from a list provided by the Arbitration Service until only one name remains. The arbitrator shall have exclusive authority to resolve any dispute relating to the interpretation, applicability, enforceability or formation of this Agreement, including but not limited to any claim that all or any part of this Agreement is void or voidable. The arbitrator shall apply the applicable statute of limitations to any claim, taking into account compliance with Section 9(c) of this Agreement. The arbitrator shall issue a written opinion and award, which shall be signed and dated. The arbitrator shall be permitted to award those remedies that are available under applicable law. The arbitrator's decision regarding the claims shall be final and binding upon the parties. The arbitrator's award shall be enforceable in any court having jurisdiction thereof.

(e) Acknowledgment of Jury Trial Waiver. Executive understands that, by this Agreement, he is waiving his right to have a claim adjudicated by a court or jury. Any party may be represented by an attorney or other representative selected by the party.

(f) Arbitration Fees and Costs; Attorneys' Fees. Executive will be required to pay an arbitration fee to initiate the arbitration equal to what he would be charged as a first appearance fee in court. The Company shall advance the remaining fees and costs of the arbitrator. However, to the extent permissible under the law, and following the arbitrator's

ruling on the matter, the arbitrator may rule that the arbitrator's fees and costs be distributed in an alternative manner. The arbitrator's award in any arbitration brought pursuant to the provisions of this Agreement shall provide for the prevailing party to recover from the other party the prevailing party's reasonable attorneys' fees relating to such action.

(g) Requirements for Modification or Revocation. This agreement to arbitrate shall survive the termination of Executive's employment with the Company. It can only be revoked or modified by a writing signed by the parties that specifically states an intent to revoke or modify this Agreement.

(h) Consideration. Executive understands that the provisions for severance pay as set forth herein and his continued employment with the Company are consideration for his acceptance of these arbitration provisions. In addition, the promises by the Company and by Executive to arbitrate claims, rather than litigate them before courts or other bodies, provide consideration for each other.

(i) Violation of this Agreement. Should any party to this Agreement hereafter institute any legal action or administrative proceeding against the other with respect to any claim required to be arbitrated under this Agreement or pursue any arbitrable dispute by any method other than arbitration, the responding party shall recover from the initiating party all damages, costs, expenses and attorneys' fees incurred as a result of such action.

10. Entire Agreement; Effect of Prior Agreements. This is the complete agreement of the parties on the subjects set forth herein, including severance pay and arbitration of disputes. This Agreement supersedes any prior oral or written understanding on such subjects. No party is relying on any representations, oral or written, on the subject of the effect, enforceability, or meaning of this Agreement.

11. Amendment. This Agreement may not be amended without the prior written consent of both Executive and the Company.

12. No Right to Continued Employment. This Agreement does not constitute a contract of employment, does not change the status of Executive's employment and does not change the Company's policies regarding termination of employment. Nothing in this Agreement shall be deemed to give Executive the right to be retained in the service of the Company or to deny the Company any right it may have to discharge or demote him at any time; provided, however, that any termination of employment of Executive, or any removal of Executive as an executive officer of the Company primarily in contemplation of a Change in Control shall not be effective to deny Executive the benefits of this Agreement, including without limitation Sections 2, 3 and 4 hereof. No provision of this Agreement shall in any way limit, restrict or prohibit Executive's right to terminate employment with the Company or leave his position as senior executive.

13. Severability. If a court or other body of competent jurisdiction determines that any provision of this Agreement is invalid or unenforceable, that provision will be adjusted rather than voided, if possible, so that it is enforceable to the maximum extent possible, or, if it is not possible to so adjust such provision, this Agreement shall be construed in all respects as if

such invalid or unenforceable provision were omitted. The invalidity and unenforceability of any particular provision of this Agreement shall not affect any other provision hereof, and all other provisions of the Agreement shall be valid and enforceable to the fullest extent possible.

14. Successors.

(a) The Company will require any successor, whether direct or indirect, by purchase, merger, consolidation or otherwise, to all or substantially all of the business and/or assets of the Company to expressly assume and agree to perform this Agreement in the same manner and to the same extent that the Company would be required to perform it if no such succession had taken place.

(b) This Agreement shall inure to the benefit of, and be enforceable by, Executive's personal or legal representatives, executors, administrators, successors, heirs, distributees, devisees and legatees.

15. Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of California without regard or reference to the rules of conflicts of law that would require the application of the laws of any other jurisdiction.

16. No Duty to Mitigate. Executive is under no contractual or legal obligation to mitigate his damages in order to receive the severance benefits provided under this Agreement.

IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement, effective as of the date set forth in the first paragraph hereof.

PREFERRED BANK

EXECUTIVE

By  _____
Albert Yu
Compensation Committee Chairman

 _____
Li Yu

40926370.6

**PREFERRED BANK
MANAGEMENT INCENTIVE
BONUS PLAN
APRIL 17, 2012**

Preferred Bank, a banking corporation chartered under the laws of the State of California (the "Bank"), hereby adopts this Preferred Bank Management Incentive Bonus Plan (the "Plan"). The purpose of this Plan is to provide incentives to directors, management, and employees of Preferred Bank such that a portion of their compensation will depend upon the performance of the Bank. The award of Bonuses under the Plan is dependent upon the Bank achieving a minimum amount of earnings, generally equivalent to the market interest rate before any bonuses can be awarded.

ARTICLE I

DEFINITIONS

1.1 General. Whenever the following terms are used in this Plan, they have the meanings specified below unless the context clearly indicates to the contrary. The masculine pronoun includes the feminine and neuter, and the singular includes the plural, where the context so indicates.

1.2 "**Bank**" shall mean Preferred Bank.

1.3 "**Board**" shall mean the Board of Directors of the Bank.

1.4 "**Bonus**" shall mean the amount of bonus payable under this Plan to a Participant in the amount determined under Article III.

1.5 "**Bonus Pool**" shall mean the pool of amounts from which bonuses for any given Plan Year may be paid as set forth in Article II.

1.6 "**Code**" shall mean the Internal Revenue Code of 1986, as amended.

1.7 "**Compensation Committee**" shall mean the compensation committee of the Board.

1.8 "**Employee**" shall mean any employee (as defined in accordance with the regulations and revenue rulings then applicable under Section 3401(c) of the Code) of the Bank, whether such employee is so employed at the time this Plan is adopted or becomes so employed subsequent to the adoption of this Plan, and includes employees who are directors or officers of the Bank.

1.9 "**Minimum Earnings**" shall mean, for any given Plan Year, 150% of the average one-year United States Treasury Bill auction rate for such Plan Year, multiplied by Stockholders' Equity.

1.10 "**Participant**" shall mean an Employee who is eligible to participate in the Bonus Pool for any given Plan Year as provided for in Section 3.1.

1.11 “Plan” shall mean this Preferred Bank Management Incentive Bonus Plan.

1.12 “Plan Year” shall mean the measuring calendar year for which Bonuses are determined and granted.

1.13 “Pre-Tax Earnings” shall mean for any given Plan Year, the net income of the Bank before any reduction for a) federal, state or local income taxes or similar taxes measured on the basis of income (as opposed to gross receipts or property taxes), and b) before any reduction for the accrual of Bonuses for any Plan Year.

1.14 “Secretary” shall mean the Corporate Secretary of the Bank.

1.15 “Stockholders’ Equity” shall mean the amount of equity reflected on the balance sheet of the Bank at the beginning of a given Plan Year, excluding any unrealized gain or loss from securities held by the Bank.

ARTICLE II

ESTABLISHMENT OF BONUS POOL

2.1 Bonus Pool. The Bank shall establish a Bonus Pool from which each Participant shall become shall be entitled to receive a Bonus as set forth herein. The Bonus Pool for each Plan Year shall be an amount equal to the sum of the following:

- a. 0% of Minimum Earnings
- b. 15% of the lesser of: 5% of Shareholder’s equity, OR (Pre-Tax Earnings less Minimum Earnings less 5% of Stockholders’ Equity)
- c. 20% of (Pre-Tax Earnings less Minimum Earnings less 5% of Stockholders’ Equity)

Reduced by amounts equivalent to the sum of FASB 123R accruals for the Plan Year and other such specified employee expenses determined by the Board in the exercise of its sole and absolute discretion.

2.2 Payment to Participants. The Bank shall pay to each Participant such Participant’s Bonus not later than seventy-five calendar days following the end of the Plan Year, provided that the Bank’s earnings for the Plan Year shall have been released to the public prior to the payment of any Bonus amounts. All such payments out of the Bonus Pool shall be subject to all applicable federal, state and local tax withholding requirements.

ARTICLE III

ELIGIBILITY AND GRANT BONUS

3.1 Eligibility. An Employee shall be eligible for a Bonus for any given Plan Year, and thereby a Participant for such Plan Year, only if, and to the extent, the Compensation Committee shall, in the exercise of its sole and absolute discretion, determine that the Employee shall be a Participant in the Plan for such Plan Year. The Compensation Committee may, in the exercise of its sole and absolute discretion, establish, modify or change what, if any, criteria or conditions are required to be satisfied before a Bonus may be granted or paid to any given Employee or class of Employees. No Employee shall have any right to, or claim for, any Bonus, or against any portion of the Bonus Pool, unless and until the Compensation Committee has awarded such Employee a Bonus and all conditions or criteria established by the Compensation Committee for the payment of such Bonus shall have been satisfied. An Employee who is determined eligible for a Bonus for any given Plan Year shall not have any right of eligibility in the Plan for any other Plan Year except and to the extent determined by the Compensation Committee in its sole and absolute discretion.

3.2 Granting of Bonuses. Not later than ninety (90) days after the beginning of a Plan Year, the Compensation Committee shall establish qualitative performance goals for achievement by Employees and the Bank for such Plan Year. The amount of the Bonus Pool that shall be payable to Participants for any given Plan Year (the "Total Bonus") shall be between seventy percent (70%) and one-hundred percent (100%) of the Bonus Pool, as determined by the Compensation Committee, in its sole and absolute discretion, based upon its evaluation of the achievement of the qualitative goals previously established for such Plan Year. The determination by the Compensation Committee of the Total Bonus payable for any given Plan Year shall be made not less than forty-five (45) calendar days following the end of the Plan Year, but not more than within seventy-five calendar days following the end of such Plan Year. For each Plan Year the Compensation Committee shall allocate to each Participant a portion of the Total Bonus for such Plan Year in such amount as it shall, in the exercise of its sole and absolute discretion, determine after taking into account the contribution of the Participant to the achievement of the performance goals for the Plan Year subject, however, to the following limitations:

Chairman/President/Chief Executive Officer of the Bank

- No less than twelve percent (12%) nor more than twenty percent (20%) of the Total Bonus. Notwithstanding any other provision of this Plan, the Bonus awarded to the Chairman of the Bank will only be payable if he or she is actively employed by the Bank on a full-time basis on the date of the determination by the Compensation Committee of the amount of the Total Bonus for the Plan Year.

Personnel Exempt from the California and Federal Wage and Hour Laws

- Aggregate Bonuses awarded to all such Employees shall be equal to the remaining amount of the Total Bonus, less the amounts, if any, awarded to Non-Exempt Personnel.

Personnel Not Exempt from the California and Federal Wage and Hour Laws (“Non-Exempt Personnel”)

- The Compensation Committee reserves the right exercisable in its sole and absolute discretion to allocate a portion of the Total Bonus for payment to such Non-Exempt Personnel as such Committee may determine in the exercise in its sole and absolute discretion.

3.3 Carry-Over Pool Amounts. In the event that the Total Bonus for any Plan Year shall be less than 100% of the Bonus Pool for such Plan Year, the amount by which the Bonus Pool exceeds the Total Bonus (the “Carryover Portion”) may be added by the Compensation Committee to the Bonus Pool for any of the next three (3) succeeding Plan Years, as the Compensation Committee may determine in the exercise of its sole and absolute and available to be paid as part of a Total Bonus for such Plan Year. Notwithstanding the foregoing, no Carryover Portion shall be added to any Bonus Pool for a Plan Year which is more than three (3) years after the Plan Year for which the Carryover Portion first arose.

3.4 Participation in Determinations. No Employee, or a member of such Employee’s family, shall participate in any decision determining the amount of a Bonus payable to such Employee. If the Chairman of the Bank, or a member of his or her family, is a member of the Compensation Committee, all decisions by the Compensation Committee with respect to determinations as to the performance criteria applicable, and amount of Bonuses payable, to the Chairman of the Bank shall be made without the participation of the Chairman of the Bank or any such family member.

ARTICLE IV

ADMINISTRATION

4.1 Duties and Powers of Compensation Committee. The Compensation Committee shall conduct the general administration of the Plan in accordance with its provisions. The Compensation Committee shall have the power to interpret the Plan and to adopt or amend such rules for the administration, interpretation and application of the Plan as are consistent therewith and to interpret, amend or revoke any such rules. All decisions of the Compensation Committee as to the meaning or intent of any of the provisions of the Plan, or of the rules and regulations made pursuant thereto, and of their application in any case, shall be final, conclusive and binding on all persons. In its sole and absolute discretion, the Board may at any time and from time to time exercise any and all rights and duties of the Compensation Committee under this Plan except with respect to matters required by law to be determined in the sole discretion of the Compensation Committee.

4.2 Majority Rule. Unless otherwise provided by the Board, the Compensation Committee shall act by a majority of its members in office. The Committee may act either by vote at a meeting or by a memorandum or other written instrument signed by a majority of the members of the Compensation Committee.

4.3 Good Faith Actions. No member of the Compensation Committee or of the Advisory Committee shall be personally liable for any action, determination or interpretation made in good faith with respect to the Plan or any Bonus. The Bank shall indemnify, defend and hold harmless each member of the Compensation Committee and Advisory Committee against any cost or expense (including counsel fees) or liability (including any sum paid in settlement of a claim with approval of either committee) arising out of any action, omission or determination relating to the Plan or any Bonus, unless, in either case, such action, omission or determination was taken or made by such member in bad faith and without reasonable belief that it was in the best interests of the Bank.

ARTICLE V

OTHER PROVISIONS

5.1 Amendment, Suspension or Termination of the Plan. The Plan may be wholly or partially amended or otherwise modified, suspended or terminated at any time or from time to time by the Board or the Compensation Committee and it is anticipated that the Plan will be reviewed and approved annually by the Board. Neither the amendment, suspension nor termination of the Plan shall, without the consent of a Participant awarded a Bonus, alter or impair any rights or obligations to payment of such Bonus. No Bonus may be granted during any period of suspension nor after termination of the Plan.

5.2 Effect of Plan Upon Other Compensation Plans. Nothing in this Plan shall be construed to limit the right of the Bank (a) to establish any other forms of incentives or compensation for employees of the Bank or (b) to provide any compensation bonus otherwise than under this Plan in connection with any proper corporate purpose.

5.3 Titles. Titles are provided herein for convenience only and are not to serve as a basis for interpretation or construction of this Plan.

5.4 Governing Law. This Plan and Bonuses awarded hereunder shall be administered, interpreted and enforced under, and governed by, the internal laws of the State of California applicable to instruments made and to be performed entirely therein without regard to conflicts of laws principles thereof.

5.5 Deferred Compensation. The intent of this Plan is not to provide for the payment of deferred compensation as defined under Code Section 409A. Nevertheless, in the event that it is determined that any Bonus or any other feature of the Plan results in the Plan providing for deferred compensation, notwithstanding anything herein that may be interpreted to the contrary, the Plan shall be interpreted consistently and in conformity with the requirements of Code Section 409A. And, in such event, to the greatest extent permitted by law, the requirements of such Code Section 409A, and any Treasury regulations that may be adopted thereunder, are hereby incorporated by reference and any provision hereof to the contrary shall be deemed stricken and of no further force or effect. Further, in such event, to the extent any nonqualified deferred compensation would otherwise be paid to any specified employee, as such term is defined under Code Section 409A or the Treasury Regulations thereunder as determined by the Compensation Committee, the amount payable to a specified employee will be held for six months before paid.

PREFERRED BANK

2014 EQUITY INCENTIVE PLAN

(Effective May, 2014)

PREFERRED BANK
2014 EQUITY INCENTIVE PLAN
(Effective _____, 2014)

PREFERRED BANK hereby adopts in its entirety the Preferred Bank 2014 Equity Incentive ("Plan"), as of April 15, 2014 ("Plan Adoption Date"), subject to approval by the shareholders of Preferred Bank to be obtained within twelve (12) months from the Plan Adoption Date. Unless otherwise defined, terms with initial capital letters are defined in Section 2 below.

SECTION 1
BACKGROUND AND PURPOSE

1.1 Background. The Plan permits the grant of Nonqualified Stock Options, Incentive Stock Options, Stock Appreciation Rights (SARs), Performance Shares, Performance Units, Deferred Stock Units and Restricted Stock.

1.2 Purpose of the Plan. The Plan is intended to attract, motivate and retain the following individuals: (a) employees of the Company and its Affiliates; (b) consultants who provide significant services to the Company and its Affiliates and (c) directors of the Company who are employees of neither the Company nor any Affiliate. The Plan is also designed to encourage stock ownership by such individuals, thereby aligning their interests with those of the Company's shareholders.

SECTION 2
DEFINITIONS

The following words and phrases shall have the following meanings unless a different meaning is plainly required by the context:

2.1 "1934 Act" means the Securities Exchange Act of 1934, as amended. Reference to a specific section of the 1934 Act shall include such section, any valid rules or regulations promulgated under such section, and any comparable provisions of any future legislation, rules or regulations amending, supplementing or superseding any such section, rule or regulation.

2.2 "Administrator" means the Compensation Committee of the Board, unless the Board appoints itself and/or one or more Committees, and/or one or more executive officers of the Company designated by the Board to administer the Plan or specific portions thereof; provided, however, that Awards may not be made by executive officers of the Company; and provided, further that any Awards or determinations that under Section 162(m) may only be made by

“outside directors” (as that term is defined under Treasury Regulation Section 1.162-27(e)(3)) shall only be made by such outside directors.

2.3 “Affiliate” means any corporation or any other entity (including, but not limited to, Subsidiaries, partnerships and joint ventures) controlling, controlled by, or under common control with the Company.

2.4 “Applicable Law” means the legal requirements relating to the administration of Options, SARs, Performance Shares, Performance Units, Deferred Stock Units and Restricted Stock and similar incentive plans under applicable state corporate and securities laws, the Code, and applicable rules and regulations promulgated by the NASDAQ or the requirements of any other stock exchange or quotation system upon which the Shares may then be listed or quoted.

2.5 “Award” means, individually or collectively, a grant under the Plan of Nonqualified Stock Options, Incentive Stock Options, SARs, Restricted Stock, Performance Shares, Performance Units and/or Deferred Stock Units.

2.6 “Award Agreement” means the written agreement setting forth the terms and provisions applicable to each Award granted under the Plan, including the Grant Date.

2.7 “Board” or “Board of Directors” means the Board of Directors of the Company.

2.8 “Change in Control” means the occurrence of any of the following events:

- (a) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becomes the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;
- (b) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;
- (c) The consummation of a liquidation or dissolution of the Company;
- (d) A change in the composition of the Board occurring within a two-year period, as a result of which fewer than a majority of the directors are Incumbent Directors. "Incumbent Directors" means directors who either (A) are Directors as of the Plan Effective Date, or (B) are elected, or nominated for election, to the Board with the affirmative votes of at least a majority of the Directors at the time of such election or nomination (but will not include an individual whose election or nomination is in connection with an actual or threatened proxy contest relating to the election of Directors); or

- (e) The consummation of a merger or consolidation of the Company with any other corporation or other business entity, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

Notwithstanding the foregoing, with respect to Deferred Stock Units or any other Award constituting nonqualified deferred compensation subject to the provisions of Code Section 409A, a change in control will not be deemed to have occurred unless the event also satisfies the definition of a change in the ownership or effective control of a corporation or a change in the ownership of a substantial portion of the assets of a corporation under Code Section 409A and Treasury Regulation Section 1.409A-3(i)(5).

2.9 “Code” means the Internal Revenue Code of 1986, as amended. Reference to a specific section of the Code or regulation thereunder shall include such section or regulation, any valid regulation promulgated under such section, and any comparable provision of any future legislation or regulation amending, supplementing or superseding such section or regulation.

2.10 “Committee” means any committee appointed by the Board of Directors to administer the Plan or any portion thereof that (i) is composed entirely of Independent Directors, and (ii) has a published committee charter as required under applicable NASDAQ rules.

2.11 “Company” means Preferred Bank, a California corporation, or any successor thereto. With respect to the definitions of the Performance Goals, the Administrator may determine that “Company” means Preferred Bank and its consolidated Subsidiaries.

2.12 “Consultant” means any consultant, independent contractor or other natural person who provides significant services to the Company or its Affiliates, but who is neither an Employee nor a Director.

2.13 “Continuous Status” as an Employee, Consultant or Director means that a Participant's employment or service relationship with the Company or any Affiliate is not interrupted or terminated. “Continuous Status as an Employee or Consultant” shall not be considered interrupted in the following cases: (i) any leave of absence approved by the Company or (ii) transfers between locations of the Company or between the Company and any Subsidiary or successor. A leave of absence approved by the Company shall include sick leave, military leave or any other personal leave approved by an authorized representative of the Company. For purposes of Incentive Stock Options, no leave of absence may exceed ninety (90) days, unless reemployment upon expiration of such leave is required by statute or contract. If such reemployment is not so required, then on the ninety-first (91st) day of such leave any Incentive Stock Option held by the Participant shall cease to be treated as an Incentive Stock Option and

shall be treated for tax purposes as a Nonqualified Stock Option. “Continuous Status as a Director” means the absence of any interruption or termination of service as a Director.

2.14 “Deferred Stock Units” means an Award granted to a Participant that is Restricted Stock, Performance Shares or Performance Units and that is paid out on a deferred basis after such Award has vested as described in Section 10.3.

2.15 “Director” means any individual who is a member of the Board of Directors of the Company.

2.16 “Disability” means a permanent and total disability within the meaning of Code Section 22(e)(3); provided, however, that in the case of Awards other than Incentive Stock Options, the Administrator in its discretion may determine whether a permanent and total disability exists in accordance with uniform and non-discriminatory standards adopted by the Administrator from time to time; and provided further, that with respect to Deferred Stock Units or any other Award that constitutes nonqualified deferred compensation subject to Code Section 409A, “Disability” shall mean only disability within the meaning and determined pursuant to the provisions of Code Section 409A and Treasury Regulation Section 1.409A-3(i)(4).

2.17 “Employee” means any individual who is a common-law employee of the Company or of an Affiliate.

2.18 “Exercise Price” means the price at which a Share may be purchased by a Participant pursuant to the exercise of an Option.

2.19 “Fair Market Value” means the market price of a Share on the relevant date, determined by the Committee as follows:

- (i) If Share was traded on a stock exchange, including NASDAQ on the date in question, then the Fair Market Value shall be equal to the closing price reported by the applicable composite transactions report for such date or if there are no prices reported for such date then the last day that Shares were traded shall be used; and
- (ii) If the Share was traded over-the-counter on the date in question and not on any stock exchange, the Fair Market Value shall be equal to the mean between the last reported representative bid and asked prices quoted for such date by the principal automated inter-dealer quotation system on which the Share is quoted or, if the Share is not quoted on any such system, by the "Pink Sheets" published by the National Quotation Bureau, Inc.;
- (iii) If none of the foregoing provisions is applicable, then the Fair Market Value shall be determined by the Administrator in good faith on such basis as it deems appropriate and with respect to an Award that constitutes nonqualified deferred compensation subject to Code Section 409A, or an Award that would not constitute nonqualified deferred compensation subject to Code Section 409A if a

valuation method provided for under the Treasury Regulations under Code Section 409A is used, the Administrator shall utilize a valuation method or procedure that complies with Code Section 409A and the Treasury Regulations thereunder.

In all cases, the determination of Fair Market Value by the Committee shall be conclusive and binding on all persons.

2.20 "Fiscal Year" means a fiscal year of the Company.

2.21 "Freestanding SAR" means a SAR that is granted independently of any Option.

2.22 "Grant Date" means with respect to an Award, the effective date an Award is granted.

2.23 "Incentive Stock Option" means an Option to purchase Shares, which is designated as an Incentive Stock Option and is intended to meet the requirements of Code Section 422.

2.24 "Independent Director" means a Nonemployee Director who is (i) a "non-employee director" within the meaning of Section 16b-3 of the 1934 Act, (ii) "independent" as determined under Securities and Exchange Commission Rule 10C-a(b)(1) and the applicable rules of the NASDAQ, and (iii) an "outside director" under Treasury Regulation Section 1.162-27(e)(3), as any of these definitions may be modified or supplemented from time to time.

2.25 "Individual Objectives" means, as to a Participant, the objective and measurable goals set by a "management by objectives" process and approved by the Administrator in its discretion.

2.26 "Misconduct" shall include commission of any act in competition with any activity of the Company (or any Affiliate) or any act contrary or harmful to the interests of the Company (or any Affiliate) and shall include, without limitation:

- (a) Conviction of a felony or crime involving moral turpitude or dishonesty;
- (b) Violation of Company (or any Affiliate) policies, with or acting against the interests of the Company (or any Affiliate), including employing or recruiting any present, former or future employee of the Company (or any Affiliate);
- (c) Misuse of any confidential, secret, privileged or non-public information relating to the Company's (or any Affiliate's) business, or
- (d) Participating in a hostile takeover attempt of the Company or an Affiliate.

The foregoing definition shall not be deemed to be inclusive of all acts or omissions that the Company (or any Affiliate) may consider as Misconduct for purposes of the Plan.

2.27 "NASDAQ" means The NASDAQ Stock Market, Inc.

2.28 "Nonemployee Director" means a Director who is not employed by the Company or an Affiliate.

2.29 “Nonqualified Stock Option” means an option to purchase Shares that is not or is not intended to be an Incentive Stock Option.

2.30 “Option” means an Incentive Stock Option or a Nonqualified Stock Option.

2.31 “Participant” means an Employee, Consultant or Nonemployee Director who has an outstanding Award.

2.32 “Performance Goals” means the goal(s) (or combined goal(s)) determined by the Administrator (in its discretion) to be applicable to a Participant with respect to an Award. Performance Goals need not be the same with respect to all Participants and may be established separately for the Company as a whole or for its various groups, divisions, subsidiaries, and may be based on performance in comparison to performance by unrelated businesses specified by the Administrator. All calculations and financial accounting matters relevant to this Plan shall be determined in accordance with GAAP, except as otherwise directed by the Administrator.

The Administrator may, in recognition of unusual or non-recurring items such as acquisition-related activities or changes in applicable accounting rules, provide for one or more equitable adjustments (based on objective standards) to the Performance Goals to preserve the Administrator’s original intent regarding the Performance Goals at the time of the initial award grant. It is within the sole discretion of the Administrator to make or not make any such equitable adjustments.

As determined by the Administrator, the Performance Goals applicable to an Award may provide for a targeted level or levels of achievement, including without limitation goals tied to Individual Objectives and/or the Company’s (or a business unit’s) revenue, earnings, earnings per share, pre-tax earnings and net profits, stock price, market share, costs, return on equity, return on assets, tangible common equity to tangible assets ratio, nonperforming assets to loans ratio, charge off to loan ratio, efficiency ratio (non-interest expense, divided by total revenue), asset management, asset quality, credit rating, regulatory audit results, asset growth or budget achievement, or any other metric that is capable of measurement as determined by the Administrator.

Any Award or determination by the Administrator that may be required under Code Section 162(m), shall only be made by persons who are “outside directors” as defined under Treasury Regulation Section 1.162-27(e)(3), and any persons other than such outside directors shall recuse themselves and abstain from participation or voting with respect to any such Award or determination.

2.33 “Performance Shares” mean an Award granted to a Participant pursuant to Section 9 of the Plan that entitles the Participant to receive a prescribed number of Shares upon achievement of performance objectives associated with such Award.

2.34 “Performance Unit” means an Award granted to Participant pursuant to Section 9 of the

Plan that entitles the Participant to receive a cash payment equal to the value of a prescribed number of Shares upon achievement of performance objectives associated with such Award.

2.35 "Period of Restriction" means the period during which the transfer of Shares of Restricted Stock are subject to restrictions that subject the Shares to a substantial risk of forfeiture. As provided in Section 7, such restrictions may be based on the passage of time, the achievement of Performance Goals, or the occurrence of other events as determined by the Administrator, in its discretion.

2.36 "Plan" means this Preferred Bank 2014 Equity Incentive Plan, as set forth in this instrument and as hereafter amended from time to time.

2.37 "Restricted Stock" means an Award granted to a Participant pursuant to Section 7.

2.38 "Retirement" means the termination of employment pursuant to the Company's retirement policies for an Employee who has attained the age of sixty-five (65) and whose Continuous Status as an Employee was not interrupted during the previous five (5) years.

2.39 "Rule 16b-3" means Rule 16b-3 promulgated under the 1934 Act, and any future regulation amending, supplementing or superseding such regulation.

2.40 "SEC" means the U.S. Securities and Exchange Commission.

2.41 "Section 16 Person" means a person who, with respect to the Shares, is subject to Section 16 of the 1934 Act.

2.42 "Shares" means the shares of common stock of the Company.

2.43 "Stock Appreciation Right" or "SAR" means an Award, granted alone or in connection with a related Option, that pursuant to Section 6 is designated as a SAR. A SAR gives a Participant a right to receive an amount equal to the difference between the exercise price of the Shares on the grant date and the Fair Market Value of the Shares on the exercise date. For example, assume a Participant is granted 100 SARs at an exercise price of \$20 (i.e., 100% of the Fair Market Value of the underlying Shares on the grant date). When the SARs become exercisable, the Fair Market Value of the underlying Shares is \$30 per Share. Therefore, upon exercise of the SAR, the Participant is entitled to receive \$1,000 (100 Shares x \$10 per Share).

2.44 "Subsidiary" means any corporation in an unbroken chain of corporations beginning with the Company if each of the corporations other than the last corporation in the unbroken chain then owns stock possessing fifty percent (50%) or more of the total combined voting power of all classes of stock in one of the other corporations in such chain.

2.45 "Tandem SAR" means a SAR that is granted in connection with a related Option, the exercise of which shall require forfeiture of the right to purchase an equal number of Shares under the related Option (and when a Share is purchased under the Option, the SAR shall be canceled to the same extent).

SECTION 3
ADMINISTRATION

3.1 Authority of the Administrator. Subject to the express provisions and limitations set forth in this Plan, the Administrator shall be authorized and empowered to do all things necessary or desirable, in its sole discretion, in connection with the administration of this Plan, including, without limitation, the following:

- (a) To prescribe, amend, and rescind rules and regulations relating to the Plan, including the forms of Award Agreement and manner of acceptance of an Award, and to take or approve such further actions as it determines necessary or appropriate to the administration of the Plan and Awards, such as correcting a defect or supplying any omission, or reconciling any inconsistency so that the Plan or any Award Agreement complies with Applicable Law, regulations and listing requirements and so as to avoid unanticipated consequences or address unanticipated events (including any temporary closure of NASDAQ, disruption of communications or natural catastrophe) deemed by the Administrator to be inconsistent with the purposes of the Plan or any Award Agreement, provided that no such action shall be taken absent stockholder approval to the extent required under Section 11.2;
- (b) To determine which Employees, Consultants and Directors are eligible to be Participants, to which of such persons, if any, Awards shall be granted hereunder and the timing of any such Awards, and to grant Awards;
- (c) To grant Awards to Participants and determine the terms and conditions thereof, including the number of Shares subject to Awards and the exercise or purchase price of such Shares and the circumstances under which Awards become exercisable or vested or are forfeited or expire, which terms may but need not be conditioned upon the passage of time, continued employment, the satisfaction of performance criteria, the occurrence of certain events, or other factors;
- (d) To adopt such procedures and sub-plans as are necessary or appropriate to permit participation in the Plan by Employees and Directors who are foreign nationals or employed outside of the United States,
- (e) To establish or verify the extent of satisfaction of any performance goals or other conditions applicable to the grant, issuance, exercisability, vesting and/or ability to retain any Award;
- (f) To prescribe and amend the terms of the agreements or other documents evidencing Awards made under this Plan (which need not be identical);
- (g) To determine whether, and the extent to which, adjustments are required pursuant to Section 4.3;

- (h) To interpret and construe this Plan, any rules and regulations under this Plan and the terms and conditions of any Award granted hereunder, and to make exceptions to any such provisions in good faith and for the benefit of the Company; and
- (i) To make all other determinations deemed necessary or advisable for the administration of this Plan.

3.2 Effect of Change in Status. The Administrator shall have the discretion to determine the effect upon an Award and upon an individual's status as an employee under the Plan (including whether a Participant shall be deemed to have experienced a termination of employment or other change in status) and upon the vesting, expiration or forfeiture of an Award in the case of (i) any individual who is employed by an entity that ceases to be an Affiliate of the Company, (ii) any leave of absence approved by the Company or an Affiliate, (iii) any transfer between locations of employment with the Company or an Affiliate or between the Company and any Affiliate or between any Affiliates, (iv) any change in the Participant's status from an employee to a consultant or member of the Board of Directors, or vice versa, and (v) at the request of the Company or an Affiliate, any employee who becomes employed by any partnership, joint venture, corporation or other entity not meeting the requirements of an Affiliate.

3.3 Delegation by the Administrator. The Administrator, in its discretion and on such terms and conditions as it may provide, may delegate all or any part of its authority and powers under the Plan to one or more Directors; provided, however, that the Administrator may not delegate its authority and powers (a) with respect to Section 16 Persons or (b) in any way which would either jeopardize the Plan's or an Award's qualification under Code Section 162(m) or Rule 16b-3 or its compliance with Code Section 409A.

3.4 Determinations of the Administrator. All decisions, determinations and interpretations by the Administrator regarding this Plan shall be final and binding on all Participants or other persons claiming rights under the Plan or any Award. The Administrator shall consider such factors as it deems relevant to making such decisions, determinations and interpretations including, without limitation, the recommendations or advice of any director, officer or employee of the Company and such attorneys, consultants and accountants as it may select. A Participant or other holder of an Award may contest a decision or action by the Administrator with respect to such person or Award only on the grounds that such decision or action was arbitrary or capricious or was unlawful, and any review of such decision or action shall be limited to determining whether the Administrator's decision or action was arbitrary or capricious or was unlawful.

SECTION 4
SHARES SUBJECT TO THE PLAN

4.1 Number of Shares. Subject to adjustment, as provided in Section 4.3, the total combined number of Shares, Performance Shares and Performance Units initially available for issuance upon grant or exercise of a grant under the Plan shall be two and one half million (2,500,000). When any Award made under the Plan expires, or is forfeited or cancelled without the delivery of Shares, such Shares will become available for future Awards under the Plan. Shares granted under the Plan may be authorized but unissued Shares or, to the extent permitted by applicable corporate and banking laws, reacquired Shares. Of such total, the number of Shares available for issuance upon exercise of Incentive Stock Options is five hundred thousand (500,000).

4.2 Lapsed Awards. If an Award is cancelled, terminates, expires, or lapses for any reason (with the exception of the termination of a Tandem SAR upon exercise of the related Option, or the termination of a related Option upon exercise of the corresponding Tandem SAR), any Shares subject to such Award again shall be available to be the subject of an Award.

4.3 Adjustments in Awards and Authorized Shares. Except as provided under Section 4.3.1, and subject to the limitations of Section 10.6, in the event that any dividend or other distribution (whether in the form of cash, Shares, other securities, or other property), recapitalization, stock split, reverse stock split, reorganization, merger, consolidation, split-up, spin-off, combination, repurchase, or exchange of Shares or other securities of the Company, or other change in the corporate structure of the Company affecting the Shares occurs such that an adjustment is determined by the Administrator (in its discretion) to be appropriate in order to prevent dilution or enlargement of the benefits or potential benefits intended to be made available under the Plan, then the Administrator shall, in such manner as it may deem equitable, adjust the number and class of Shares which may be delivered under the Plan, the number, class, and price of Shares subject to outstanding Awards, and the numerical limits of Sections 4.1, 8.1 and 10.6. Notwithstanding the preceding, the number of Shares subject to any Award always shall be a whole number.

4.3.1 Incentive Stock Options. Except as provided in Sections 4.3.2, any adjustment to the maximum aggregate number of Shares to be issued through the exercise of Incentive Stock Options must be approved by shareholders within 12 months before or after the date a resolution is adopted by the Board of Directors to adjust the maximum aggregate number of Shares to be issued through the exercise of Incentive Stock Options.

4.3.2 Increase to Reflect Outstanding Shares. Any adjustment described in Section 4.3.1 which merely reflects a change in the outstanding Shares, such as a stock dividend or stock split, will be effective without shareholder approval.

4.4 Repurchase Option. Except to the extent that there would exist an acceleration of payment with respect to an Award subject to Code Section 409A, and otherwise to the extent consistent with the requirements of Code Section 409A, the Administrator may include in the terms of any Award Agreement that the Company shall have the option to repurchase Shares of any Participant acquired pursuant to the Award granted under the Plan upon a Participant's

Termination of Service. The terms of such repurchase right shall be set forth in the Award Agreement.

4.5 Buy-Out Provision. Except to the extent that there would exist an acceleration of payment with respect to an Award subject to Code Section 409A, and otherwise to the extent consistent with the requirements of Code Section 409A, the Administrator may at any time offer on behalf of the Company to buy-out, for a payment in cash or Shares, an Award previously granted, based on such terms and conditions as the Administrator shall establish and communicate to the Participants at the time such offer is made; provided, however, to the extent Sections 13(e) and/or 14(e) of the 1934 Act and the rules and regulations thereunder are applicable to any such offer, the Company shall comply with the requirements of such sections; provided further that any buyout of an Award that the Administrator intends to be “performance-based compensation” within the meaning of Code Section 162(m) shall not be made if the Administrator determines that such buyout could cause the Award to fail to be performance-based compensation or otherwise not in compliance with the limits under Code Section 162(m)..

4.6 Legal Compliance. Awards and Shares shall not be issued pursuant to the making or exercise of an Award unless the exercise of Options and rights and the issuance and delivery of Shares shall comply with the California Financial Code, as amended, the 1934 Act and other Applicable Law, and shall be further subject to the approval of counsel for the Company with respect to such compliance. Any Award made in violation hereof shall be null and void.

4.7 Restrictions on Share Transferability. The Administrator may impose such restrictions on any Award of Shares or Shares acquired pursuant to the exercise of an Award as it may deem advisable or appropriate, including, but not limited to, restrictions related to applicable Federal securities laws, the requirements of any national securities exchange or system upon which Shares are then listed or traded, and any blue sky or other state securities laws.

4.8 Investment Representations. As a condition to the exercise of an Option or other right, the Company may require the person exercising such Option or right to represent and warrant at the time of exercise that the Shares are being acquired only for investment and without any present intention to sell or distribute such Shares if, in the opinion of counsel for the Company, such a representation is required.

4.9 Dodd-Frank Clawback. The Administrator shall have full authority to implement any policies and procedures necessary to comply with Section 10D of the Exchange Act and any rules promulgated thereunder. Without limiting the foregoing, to the extent necessary to comply with the Sarbanes-Oxley Act of 2002, the Dodd-Frank Wall Street Reform and Consumer Protection Act or other applicable law, the Administrator may provide in Award agreements that, in event of a financial restatement that reduces the amount of previously awarded incentive compensation which would not have been earned had results been properly reported, outstanding awards will be cancelled and Company may clawback (i.e., recapture) realized gains, realized value or Earned Awards arising during such period necessary to comply with such law.

SECTION 5
EMPLOYEE AND CONSULTANT STOCK OPTIONS

The provisions of this Section 5 are applicable only to Options granted to Employees (including Directors who are also Employees) and Consultants. Such Participants shall also be eligible to receive other types of Awards as set forth in the Plan.

5.1 Grant of Options. Subject to the terms and provisions of the Plan, Options may be granted to Employees and Consultants at any time and from time to time as determined by the Administrator in its discretion, provided that only Employees may be granted Incentive Stock Options. The Administrator may grant Incentive Stock Options, Nonqualified Stock Options, or a combination thereof, and the Administrator, in its discretion and subject to Sections 4.1 and 10.6, shall determine the number of Shares subject to each Option.

5.2 Award Agreement. Each Option shall be evidenced by an Award Agreement that shall specify the Exercise Price, the expiration date of the Option, the number of Shares to which the Option pertains, any conditions to exercise the Option, and such other terms and conditions as the Administrator, in its discretion, shall determine. The Award Agreement shall also specify whether the Option is intended to be an Incentive Stock Option or a Nonqualified Stock Option.

5.3 Exercise Price. The Administrator shall determine the Exercise Price for each Option subject to the provisions of this Section 5.3.

5.3.1 Nonqualified Stock Options. In the case of a Nonqualified Stock Option, the Exercise Price shall be determined by the Administrator, but in no case shall the per Share exercise price be less than one hundred percent (100%) of the Fair Market Value of a Share on the Grant Date.

5.3.2 Incentive Stock Options. The grant of Incentive Stock Options shall be subject to the following limitations:

- (a) The Exercise Price of an Incentive Stock Option shall be not less than one hundred percent (100%) of the Fair Market Value of a Share on the Grant Date; provided, however, that if on the Grant Date, the Employee (together with persons whose stock ownership is attributed to the Employee pursuant to Code Section 424(d)) owns stock possessing more than 10% of the total combined voting power of all classes of stock of the Company or any of its Subsidiaries, the Exercise Price shall be not less than one hundred and ten percent (110%) of the Fair Market Value of a Share on the Grant Date;
- (b) Incentive Stock Options may be granted only to persons who are, as of the Grant Date, Employees of the Company or a Subsidiary, and may not be granted to Nonemployee Directors or Consultants;
- (c) To the extent that the aggregate Fair Market Value of the Shares with respect to which Incentive Stock Options are exercisable for the first time by the

Participant during any calendar year (under all plans of the Company and any parent or Subsidiary) exceeds \$100,000, such Options shall be treated as Nonqualified Stock Options. For purposes of this Section 5.3.2(c), Incentive Stock Options shall be taken into account in the order in which they were granted. The Fair Market Value of the Shares shall be determined as of the time the Option with respect to such Shares is granted; and

- (d) In the event of a Participant's change of status from Employee to Consultant or Director, an Incentive Stock Option held by the Participant shall cease to be treated as an Incentive Stock Option and shall be treated for tax purposes as a Nonqualified Stock Option three (3) months and one (1) day following such change of status.
- (e) In the event a Participant shall have taken any act, including but not limited to an early disposition of Shares acquired upon the exercise of an Incentive Stock Option that would cause such Option to lose its status as an Incentive Stock Option, such Participant shall immediately notify the Administrator.

5.3.3 Substitute Options. Notwithstanding the provisions of Sections 5.3.1 and 5.3.2, in the event that the Company or an Affiliate consummates a transaction described in Code Section 424(a) (e.g., the acquisition of property or stock from an unrelated corporation), persons who become Employees, Directors or Consultants on account of such transaction may, subject to satisfying the requirements of Treasury Regulations Section 1.424-1(a)(5), be granted Options in substitution for options granted by their former employer. If such substitute Options are granted, the Administrator, in its discretion and consistent with Section 424(a) of the Code, shall determine the exercise price of such substitute Options, provided that such exercise price shall not be less than one hundred percent (100%) of the Fair Market Value of the Shares on the Grant Date.

5.4 Expiration of Options

5.4.1 Expiration Dates. Each Option shall terminate no later than the first to occur of the following events:

- (a) Date in Award Agreement. The date for termination of the Option set forth in the written Award Agreement; or
- (b) Termination of Continuous Status as Employee or Consultant. The last day of the three (3)-month period following the date the Participant ceases his/her Continuous Status as an Employee or Consultant (other than termination for a reason described in subsections (c), (d), (e), (f) or (g) below); or
- (c) Misconduct. In the event a Participant's Continuous Status as an Employee or Consultant terminates because the Participant has performed an act of Misconduct as determined by the Administrator, all unexercised Options held by such Participant shall expire immediately upon such determination;

- (d) Disability. In the event that a Participant's Continuous Status as an Employee or Consultant terminates as a result of the Participant's Disability, the Participant may exercise his or her Option at any time within twelve (12) months from the date of such termination, but only to the extent that the Participant was entitled to exercise it at the date of such termination (but in no event later than the expiration of the term of such Option as set forth in the Award Agreement). If, at the date of termination, the Participant is not entitled to exercise his or her entire Option, the Shares covered by the unexercisable portion of the Option shall revert to the Plan. If, after termination, the Participant does not exercise his or her Option within the time specified herein, the Option shall terminate, and the Shares covered by such Option shall revert to the Plan;
- (e) Death. In the event of the death of a Participant, the Option may be exercised at any time within twenty-four (24) months following the date of death (but in no event later than the expiration of the term of such Option as set forth in the Award Agreement), by the Participant's estate or by a person who acquired the right to exercise the Option by bequest or inheritance, but only to the extent that the Participant was entitled to exercise the Option at the date of death. If, at the time of death, the Participant was not entitled to exercise his or her entire Option, the Shares covered by the unexercisable portion of the Option shall immediately revert to the Plan. If, after death, the Participant's estate or a person who acquired the right to exercise the Option by bequest or inheritance does not exercise the Option within the time specified herein, the Option shall terminate, and the Shares covered by such Option shall revert to the Plan; or
- (f) Retirement. In the event that a Participant's Continuous Status as an Employee terminates as a result of the Participant's Retirement, the Participant may exercise his or her Option at any time subject to the limitations in the Plan and the Award Agreement, but only to the extent that the Participant was entitled to exercise the Option at the time of such termination, unless otherwise expressly provided in a written agreement between the Participant and the Company. However, any Incentive Stock Options not exercised within three (3) months of the termination of the Participant's Continuous Status as an Employee shall be treated for tax purposes as Nonqualified Stock Options three (3) months and one (1) day following such Retirement; or
- (g) 10 Years from Grant. Unless otherwise specified above, an Option shall expire no more than ten (10) years from the Grant Date; provided, however, that if an Incentive Stock Option is granted to an Employee who, together with persons whose stock ownership is attributed to the Employee pursuant to Code Section 424(d), owns stock possessing more than 10% of the total combined voting power of all classes of the stock of the Company or any of its Subsidiaries, such Incentive Stock Option may not be exercised after the expiration of five (5) years from the Grant Date.

(h) Change in Status. In the event a Participant's status has changed from Consultant or Director to Employee, or vice versa, a Participant's Continuous Status as an Employee, Director or Consultant shall not automatically terminate solely as a result of such change in status.

5.4.2 Administrator Discretion. Subject to the limits of Section 5.4.1, the Administrator, in its discretion, (a) shall provide in each Award Agreement when each Option expires and becomes unexercisable, and (b) may, after an Option is granted, extend the maximum term of the Option (subject to limitations applicable to Incentive Stock Options).

5.5 Exercisability of Options. Options granted under the Plan shall be exercisable at such times and be subject to such restrictions and conditions as the Administrator shall determine in its discretion. After an Option is granted, the Administrator, in its discretion, may accelerate the exercisability of the Option.

5.6 Exercise and Payment. Options shall be exercised by the Participant's delivery of a written notice of exercise to the Secretary of the Company (or its designee), setting forth the number of Shares with respect to which the Option is to be exercised, accompanied by full payment for the Shares.

5.6.1 Form of Consideration. Upon the exercise of any Option, the Exercise Price shall be payable to the Company in full in cash or its equivalent. The Administrator, in its discretion, also may permit the same-day exercise and sale of Options and related Shares, or exercise by tendering previously acquired Shares having an aggregate Fair Market Value at the time of exercise equal to the total Exercise Price (such previously acquired Shares must have been held for the requisite period necessary to avoid a charge to the Company's earnings for financial reporting purposes, unless otherwise determined by the Administrator), or by any other means which the Administrator, in its discretion, determines to provide legal consideration for the Shares, and to be consistent with the purposes of the Plan.

5.6.2 Delivery of Shares. As soon as practicable after receipt of a written notification of exercise and full payment for the Shares purchased, the Company shall deliver to the Participant (or the Participant's designated broker), Share certificates (which may be in book entry form) representing such Shares.

SECTION 6 STOCK APPRECIATION RIGHTS

6.1 Grant of SARs. Subject to the terms of the Plan, a SAR may be granted to Employees, Directors and Consultants at any time and from time to time as shall be determined by the Administrator. The Administrator may grant, Freestanding SARs, Tandem SARs, or any combination thereof.

6.1.1 Number of Shares. The Administrator shall have complete discretion to determine the number of SARs granted to any Participant, subject to the limitation in Section 10.6.

6.1.2 Exercise Price and Other Terms. The Administrator, subject to the provisions of the Plan, shall have discretion to determine the terms and conditions of SARs granted under the Plan. However, the exercise price of a Freestanding SAR shall be not less than one hundred percent (100%) of the Fair Market Value of a Share on the Grant Date. The exercise price of Tandem SARs shall equal the Exercise Price of the related Option and shall be one hundred percent (100%) of the Fair Market Value of a Share on the Grant Date of the related Option.

6.2 Exercise of Tandem SARs. Tandem SARs may be exercised for all or part of the Shares subject to the related Option upon the surrender of the right to exercise the equivalent portion of the related Option. A Tandem SAR may be exercised only with respect to the number of Shares for which its related Option is then exercisable. With respect to a Tandem SAR granted in connection with an Incentive Stock Option: (a) the Tandem SAR shall expire no later than the expiration of the underlying Incentive Stock Option; (b) the value of the payout with respect to the Tandem SAR shall be for no more than one hundred percent (100%) of the difference between the Exercise Price of the underlying Incentive Stock Option and the Fair Market Value of the Shares subject to the underlying Incentive Stock Option at the time the Tandem SAR is exercised; and (c) the Tandem SAR shall be exercisable only when the Fair Market Value of the Shares subject to the Incentive Stock Option exceeds the Exercise Price of the Incentive Stock Option.

6.3 Exercise of Freestanding SARs. Freestanding SARs shall be exercisable on such terms and conditions as the Administrator, in its discretion, shall determine.

6.4 SAR Agreement. Each SAR grant shall be evidenced by an Award Agreement that shall specify the exercise price, the term of the SAR, the conditions of exercise and such other terms and conditions as the Administrator shall determine.

6.5 Expiration of SARs. A SAR granted under the Plan shall expire upon the date determined by the Administrator in its discretion as set forth in the Award Agreement, or otherwise pursuant to the provisions relating to the expiration of Options as set forth in Sections 5.4.

6.6 Payment of SAR Amount. Upon exercise of a SAR, a Participant shall be entitled to receive payment from the Company in an amount determined by multiplying: (a) the difference between the Fair Market Value of a Share on the date of exercise over the Option Exercise Price, times (b) the number of Shares with respect to which the SAR is exercised. At the discretion of the Administrator, the payment upon SAR exercise may be in cash, in Shares of equivalent value or in some combination thereof. The payment by the Company shall be made no later than March 15 of the year following the calendar year in which the SAR is exercised.

SECTION 7 RESTRICTED STOCK

7.1 Grant of Restricted Stock. Subject to the terms and provisions of this Plan, the Administrator, at any time and from time to time, may grant Shares of Restricted Stock to Employees, Directors and Consultants in such amounts as the Administrator, in its discretion, shall determine. The Administrator, in its discretion and subject to Section 10.6, shall determine the number of Shares to be granted to each Participant.

7.2 Restricted Stock Agreement. Each Award of Restricted Stock shall be evidenced by an Award Agreement that shall specify the Period of Restriction, the number of Shares granted, and such other terms and conditions as the Administrator, in its discretion, shall determine. Unless the Administrator determines otherwise, Shares of Restricted Stock shall be held by the Company as escrow agent until the restrictions on such Shares have lapsed.

7.3 Transferability. Except as provided in this Section 7, Shares of Restricted Stock may not be sold, transferred, pledged, assigned, or otherwise alienated or hypothecated until the expiration of the applicable Period of Restriction.

7.4 Other Restrictions. The Administrator, in its discretion, may impose such other restrictions on Shares of Restricted Stock as it may deem advisable or appropriate, in accordance with this Section 7.4, including, without limitation, provisions relating to expiration of restrictions equivalent to the provisions relating to expiration of options as set forth in Section 5.4.

7.4.1 General Restrictions. The Administrator may set restrictions based upon the achievement of specific performance objectives (Company-wide, business unit, or individual), or any other basis determined by the Administrator in its discretion.

7.4.2 Section 162(m) Performance Restrictions. For purposes of qualifying grants of Restricted Stock as "performance-based compensation" under Code Section 162(m), the Administrator, in its discretion, may set restrictions based upon the achievement of Performance Goals. The Performance Goals shall be set by the Administrator on or before the latest date permissible to enable the Restricted Stock to qualify as "performance-based compensation" under Code Section 162(m). In granting Restricted Stock which is intended to qualify under Code Section 162(m), the Administrator shall follow any procedures determined by it from time to time to be necessary or appropriate to ensure qualification of the Restricted Stock under Code Section 162(m) (e.g., in determining the Performance Goals).

7.4.3 Legend on Certificates. The Administrator, in its discretion, may legend the certificates representing Restricted Stock to give appropriate notice of such restrictions.

7.5 Removal of Restrictions. Except as otherwise provided in this Section 7, Shares of Restricted Stock covered by each Restricted Stock grant made under the Plan shall be released from escrow as soon as practicable after expiration of the Period of Restriction. The Administrator, in its discretion, may accelerate the time at which any restrictions shall lapse or

be removed, except with respect to such restriction applicable to Deferred Stock Units or other nonqualified deferred compensation under Code Section 409A such that the acceleration of such restrictions would result in a prohibited acceleration of payment under Code Section 409A or the Treasury Regulations thereunder. After the restrictions have lapsed, the Participant shall be entitled to have any legend or legends under Section 7.4.3 removed from his or her Share certificate, and the Shares shall be freely transferable by the Participant, subject to Applicable Law.

7.6 Voting Rights. During the Period of Restriction, Participants holding Shares of Restricted Stock granted hereunder may exercise full voting rights with respect to those Shares, unless the Administrator determines otherwise.

7.7 Dividends and Other Distributions. During the Period of Restriction, Participants holding Shares of Restricted Stock shall be entitled to receive all dividends and other distributions paid with respect to such Shares unless otherwise provided in the Award Agreement. If any such dividends or distributions are paid in Shares, the Shares shall be subject to the same restrictions on transferability and forfeitability as the Shares of Restricted Stock with respect to which they were paid.

7.8 Return of Restricted Stock to Company. On the date set forth in the Award Agreement, the Restricted Stock for which restrictions have not lapsed shall revert to the Company and again shall become available for grant under the Plan.

7.9 Section 83(b) Election. The Administrator may provide in an Award Agreement that the Award of Restricted Stock is conditioned upon the Participant making or refraining from making an election with respect to the Award under Code Section 83(b). If a Participant makes an election pursuant to Code Section 83(b) concerning a Restricted Stock Award, the Participant shall be required to promptly file a copy of such election with the Company.

SECTION 8 NONEMPLOYEE DIRECTOR AWARDS

The provisions of this Section 8 are applicable only to Nonemployee Directors.

8.1 Granting of Options

8.1.1 Initial Grants. Each Nonemployee Director who first becomes a Nonemployee Director on or after the Plan Effective Date (excluding each Nonemployee Director who, at the time he or she first becomes a Director, holds unvested options to purchase Shares or securities convertible or exchangeable for Shares as a result of such Outside Director's service as a director of an Affiliate), shall be entitled to receive, as of the date that the individual first is appointed or elected as a Nonemployee Director, an Award of up to 1,000 Shares, or such lesser number of Shares as is allowed pursuant to Section 10.6. Such Award may consist of a single type or any combination of the types of Awards permissible under this Plan, as determined from time to time by the Board as a whole.

8.1.2 Ongoing Grants. On the first trading day of February in each calendar year, each Nonemployee Director who has served as a Nonemployee Director for at least five months on that date shall be granted an Award of up to 750 Shares, or such lesser amount of Shares as is allowed pursuant to Section 10.6, provided that such Nonemployee Director is a member of the Board. Such Award may consist of a single type or any combination of the types of Awards permissible under this Plan, as determined from time to time by the Board as a whole.

8.1.3 Imputed Value. For purposes of Section 8.3 (as such section relates to Options), the "Imputed Value" of any Award shall mean the value on the applicable date as determined in accordance with Financial Accounting Standards Board Statement No. 123, "Accounting for Stock-Based Compensation," as the same may be amended from time to time.

8.2 Terms of Options.

8.2.1 Option Agreement. A written Award Agreement between the Participant and the Company shall evidence each Option granted pursuant to this Section 8.

8.2.2 Exercise Price. The Exercise Price for the Shares subject to each Option granted pursuant to this Section 8 shall be 100% of the Fair Market Value of such Shares on the Grant Date.

8.2.3 Expiration of Options. Each Option granted pursuant to this Section 8 shall terminate upon the first to occur of the following events:

- (a) The date for termination of the Option set forth in the written Award Agreement; or
- (b) The expiration of ten (10) years from the Grant Date; or
- (c) The expiration of twelve (12) months from the date the Participant ceases Continuous Status as a Director for any reason other than the Participant's death or Disability; or
- (d) In the event that a Participant's Continuous Status as a Director terminates as a result of the Participant's Death or Disability, the Participant's Option shall terminate in accordance with the provisions set forth in Section 5.4.1 (d) and (e), respectively.

8.2.4 Nongualified Stock Options Only. No Incentive Options may be granted pursuant to this Section 8.

8.2.5 Vesting and Other Terms. Except as provided in Section 8.2.3, Options granted pursuant to this Section 8 shall become exercisable on terms and conditions determined by the Administrator in its sole discretion. All other provisions of the Plan not inconsistent with this Section 8 shall also apply to Options granted to Nonemployee Directors. In the event of any

inconsistency between provisions set forth in Section 8 and those set forth elsewhere in the Plan as they relate to Options, the provisions of Section 8 shall govern with respect to Options granted to Nonemployee Directors.

8.2.6 Substitute Options. In the event that the Company or an Affiliate consummates a transaction described in Code Section 424(a) (e.g., the acquisition of property or stock from an unrelated corporation), an individual who becomes a Nonemployee Director as a result of such transaction may be granted Options in substitution for options granted by the unrelated corporation. If such substitute Options are granted, the Administrator may adjust the pricing of such Options, subject to Section 4.1.2, and consistent with Code Sections 424(a) and 409A and the Treasury Regulations thereunder so that such substitute Options do not constitute the grant of nonqualified deferred compensation for purposes of Section 409A.

8.3 Elections by Nonemployee Directors. Pursuant to such procedures as the Administrator (in its discretion) may adopt from time to time, each Nonemployee Director may, prior to the calendar year in which the amounts would otherwise be earned, elect to forego receipt of all or a portion of the annual retainer, committee fees and meeting fees otherwise due to the Nonemployee Director in exchange for an Award under this Plan. Any such Award shall be considered to be an Award of Deferred Stock Units and subject to the rules of Code Section 409A and the Treasury Regulations thereunder. Any such Election shall specify the time and form of payment of such Award as applicable to Deferred Stock Units as provided in Section 10.3 and otherwise in a manner that satisfies the rules of Code Section 409A and the Treasury Regulations thereunder. The number of Shares subject to an Award received by any Nonemployee Director shall equal the amount of foregone compensation divided by the Fair Market Value of a Share on the date the compensation otherwise would have been paid to the Nonemployee Director, rounded up to the nearest whole number of Shares. The number of Options granted shall be determined by dividing the cash amount foregone by the Imputed Value of the Options (as defined in Section 8.1.3), rounded up to the nearest whole number of Shares. The procedures adopted by the Administrator for elections under this Section 8.3 shall be designed to ensure that any such election by a Nonemployee Director will not disqualify him or her as a "nonemployee director" under Rule 16b-3.

SECTION 9 PERFORMANCE SHARES AND PERFORMANCE UNITS

9.1 Grant of Performance Shares/Units. Subject to the terms and conditions of the Plan, Performance Shares and Performance Units may be granted to Employees, Directors and Consultants at any time and from time to time, as shall be determined by the Administrator in its discretion.

9.1.1 Number of Units or Shares. The Administrator will have complete discretion in determining the number of Performance Shares and Performance Units granted to any Participant, subject to the limitations in Sections 4.1.2 and 10.6.

9.1.2 Value of Performance Shares/Units. Subject to Section 4.1.2, each Performance Unit will have an initial Imputed Value that is established by the Administrator on or before the Grant Date in accordance with Section 8.1.3. Each Performance Share will have an initial Imputed Value equal to the Fair Market Value of a Share on the Grant Date.

9.2 Performance Objectives and Other Terms. The Administrator will set performance objectives or other vesting provisions, including, without limitation, time-based vesting provisions, in its discretion which, depending on the extent to which they are met, will determine the number or value of Performance Shares/Units that will be paid out to Participants. The time period during which the performance objectives or other vesting provisions must be met will be called the "Performance Period." Each Award of Performance Shares/Units will be evidenced by an Award Agreement that will specify the Performance Period, and such other terms and conditions as the Administrator, in its discretion, will determine. The Administrator may set performance objectives based upon the achievement of Company-wide or individual goals or any other basis determined by the Administrator in its discretion.

9.3 Earning of Performance Shares/Units. After the applicable Performance Period has ended, the holder of Performance Units/Shares will be entitled to receive a payout of the number of Performance Units/Shares earned by the Participant over the Performance Period, to be determined as a function of the extent to which the corresponding performance objectives or other vesting provisions have been achieved. After the grant of a Performance Unit/Share, the Administrator, in its discretion, may reduce or waive any performance objectives or other vesting provisions for such Performance Unit/Share.

9.4 Form and Timing of Payment of Performance Shares/Units. Payment of earned Performance Shares/Units will be made as soon as practicable after the expiration of the applicable Performance Period, but no later than March 15 of the year following the expiration of such Performance Period. The Administrator, in its discretion, may pay earned Performance Shares/Units in the form of cash, in Shares (which have an aggregate Fair Market Value equal to the value of the earned Performance Units/Shares at the close of the applicable Performance Period) or in a combination thereof.

9.5 Cancellation of Performance Shares/Units. On the date set forth in the Award Agreement, all unearned or unvested Performance Shares/Units will be forfeited to the Company, and again will be available for grant under the Plan.

SECTION 10 MISCELLANEOUS

10.1 Change In Control

10.1.1 Generally. In the event of a Change in Control, unless an Award is assumed or substituted by the successor corporation, then (i) such Awards shall become fully exercisable as of the date of the Change in Control, whether or not then exercisable and (ii) all restrictions and conditions on any Award then outstanding shall lapse as of the date of the Change in Control.

10.1.2 Options and SARs. If the Administrator determines that Options and SARs will be assumed or an equivalent option or right substituted by the successor corporation or a parent or Subsidiary of the successor corporation, then:

- (a) In the event that the successor corporation refuses to assume or substitute for the Option or SAR, the Options and SARs held by such Participant shall immediately become one hundred percent (100%) exercisable. In such event, the Company shall notify the Participant in writing or electronically that the Options and SARs are fully exercisable (subject to the consummation of the Change in Control) for a period of ninety (90) days from the date of such notice, and the Option or SAR shall terminate upon the expiration of such period.
- (b) For the purposes of this Section 10.1.2, the Option or SAR shall be considered assumed if, following the Change in Control, the option or SAR confers the right to purchase or receive, for each Share subject to the Option or SAR immediately prior to the Change in Control, the consideration (whether stock, cash, or other securities or property) received in the Change in Control event by holders of Shares for each Share held on the closing date of the transaction (and if holders were offered a choice of consideration, the type of consideration chosen by the holders of a majority of the outstanding Shares); provided, however, that if such consideration received in the Change in Control is not solely common stock of the successor corporation or its parent, the Administrator or the Board may, with the consent of the successor corporation, provide for the consideration to be received upon the exercise of the Option or SAR, for each Share subject to the Option or SAR, to be solely common stock of the successor corporation or its parent equal in fair market value to the per share consideration received by holders of Shares in the Change in Control, as determined on the date of the Change in Control.

10.1.3 Restricted Stock. If the Administrator determines that any Company repurchase or reacquisition right with respect to outstanding Shares of Restricted Stock held by the Participant will be assigned to the successor corporation, then in the event that the successor corporation refuses to accept the assignment of any such Company repurchase or reacquisition right, such Company repurchase or reacquisition right will immediately lapse and the Participant will become one hundred percent (100%) vested in such Shares of Restricted Stock prior to the closing of the Change in Control event.

10.1.4 Performance Shares/Units. If the Administrator determines that Performance Shares/Units will be assumed or an equivalent option or right substituted by the successor corporation or a parent or Subsidiary of the successor corporation, then

- (a) In the event that the successor corporation refuses to assume or substitute for the Performance Shares/Units, 100% of all performance objectives will be deemed achieved and all other terms and conditions met. In such event, the Company shall notify the Participant in writing or electronically that the Performance

Shares/Units are fully exercisable (subject to the consummation of the Change in Control) for a period of ninety (90) days from the date of such notice, and Performance Shares/Units shall terminate upon the expiration of such period.

- (b) For the purposes of this Section 10.1.4, the Performance Share/Unit shall be considered assumed if, following the Change in Control, the Performance Share/Unit confers the right to purchase or receive, for each Share subject to the Performance Share/Unit immediately prior to the Change in Control, the consideration (whether stock, cash, or other securities or property) received in the Change in Control by holders of Shares for each Share held on the effective date of the transaction (and if holders were offered a choice of consideration, the type of consideration chosen by the holders of a majority of the outstanding Shares); provided, however, that if such consideration received in the Change in Control is not solely common stock of the successor corporation or its parent, the Administrator or the Board may, with the consent of the successor corporation, provide for the consideration to be received upon the payout of a Performance Share/Unit, for each Share subject to such Award (or, in the case of Performance Units, the number of implied Shares determined by dividing the value of the Performance Units by the per share consideration received by holders of Shares), to be solely common stock of the successor corporation or its parent equal in fair market value to the per share consideration received by holders of Shares in the Change in Control, as determined on the date of the Change in Control.

Notwithstanding anything in this Section 10.1.4 to the contrary, an Award that vests, is earned or paid-out upon the satisfaction of one or more performance goals will not be considered assumed if the Company or its successor modifies any of such performance goals without the Participant's consent; provided, however, that a modification to such performance goals only to reflect the successor corporation's post Change in Control corporate structure will not be deemed to invalidate an otherwise valid Award assumption.

10.2 Dissolution or Liquidation. In the event of the proposed dissolution or liquidation of the Company, the Administrator shall notify each Participant as soon as practicable prior to the effective date of such proposed transaction. The Administrator in its discretion may provide for a Participant to have the right to exercise his or her Award until ten (10) days prior to such transaction as to all of the Shares covered thereby, including Shares as to which the Award would not otherwise be exercisable. In addition, the Administrator may provide that any Company repurchase rights applicable to any Shares purchased upon exercise of an Award shall lapse as to all such Shares, provided the proposed dissolution or liquidation takes place at the time and in the manner contemplated. To the extent it has not been previously exercised, an Award will terminate immediately prior to the consummation of such proposed action.

10.3 Deferred Stock Units. The Administrator, in its discretion, may permit a Participant to defer receipt of the payment of cash or the delivery of Shares that would otherwise be due to such Participant under an Award if such Participant at the time of the grant of Performance Units/Shares executes an irrevocable election to so defer payment. Such election shall be on

such form and executed in such manner as the Administrator in its discretion shall determine, but shall in all events provide for payment on either (a) a fixed date or (b) the date of the Participant's separation from service; provided that the election may provide for payment upon if earlier than (a) or (b) (as specified), upon death, disability, a change of control, or the occurrence of an unforeseen emergency, all as such terms are defined in Code Section 409A and the Treasury Regulations issued thereunder.

10.4 No Effect on Employment or Service. Nothing in the Plan shall interfere with or limit in any way the right of the Company or an Affiliate to terminate any Participant's employment or service at any time, with or without cause. Unless otherwise provided by written contract, employment with the Company and its Affiliates is on an at-will basis only. Additionally, the Plan shall not confer upon any Nonemployee Director any right with respect to continuation of service as a Director or nomination to serve as a Director, nor shall it interfere in any way with any rights which such Nonemployee Director or the Company may have to terminate his or her directorship at any time.

10.5 Participation. No Employee or Consultant shall have the right to be selected to receive an Award under this Plan, or, having been so selected, to be selected to receive a future Award.

10.6 Limitations on Awards. No Participant shall be granted an Award in any Fiscal Year for Shares, Performance Shares and Performance Units combined representing more than the lesser of (i) five percent (5%) of the Company's total number of outstanding Shares immediately prior to the issuance of such Award or (ii) 300,000 Shares; provided, however, that such limitation shall be adjusted proportionately in connection with any change in the Company's capitalization as described in Section 4.3.

10.7 Successors. All obligations of the Company under the Plan, with respect to Awards granted hereunder, shall be binding on any successor to the Company, whether the existence of such successor is the result of a direct or indirect purchase, merger, consolidation or, otherwise, sale or disposition of all or substantially all of the business or assets of the Company.

10.8 Beneficiary Designations. If permitted by the Administrator, a Participant under the Plan may name a beneficiary or beneficiaries to whom any vested but unpaid Award shall be paid in the event of the Participant's death. Each such designation shall revoke all prior designations by the Participant and shall be effective only if given in a form and manner acceptable to the Administrator. In the absence of any such designation, any vested benefits remaining unpaid at the Participant's death shall be paid to the Participant's estate and, subject to the terms of the Plan and of the applicable Award Agreement, any unexercised vested Award may be exercised by the administrator or executor of the Participant's estate.

10.9 Limited Transferability of Awards. No Award granted under the Plan may be sold, transferred, pledged, assigned, or otherwise alienated or hypothecated, other than by will or by the laws of descent and distribution. All rights with respect to an Award granted to a Participant shall be available during his or her lifetime only to the Participant. Notwithstanding the foregoing, the Participant may, in a manner specified by the Administrator, (a) transfer a Nonqualified Stock Option to a Participant's spouse, former spouse or dependent pursuant to a

court-approved domestic relations order which relates to the provision of child support, alimony payments or marital property rights and (b) transfer a Nonqualified Stock Option by bona fide gift and not for any consideration, and subject to meeting the requirements of Treasury Regulation Section 1.83-7(a), to (i) a member or members of the Participant's immediate family, (ii) a trust established for the exclusive benefit of the Participant and/or member(s) of the Participant's immediate family, (iii) a partnership, limited liability company of other entity whose only partners or members are the Participant and/or member(s) of the Participant's immediate family or (iv) a foundation in which the Participant and/or member(s) of the Participant's immediate family control the management of the foundation's assets.

10.10 Restrictions on Share Transferability. The Administrator may impose such restrictions on any Shares acquired pursuant to the exercise of an Award as it may deem advisable, including, but not limited to, restrictions related to applicable federal securities laws, the requirements of any national securities exchange or system upon which Shares are then listed or traded or any blue sky or state securities laws.

10.11 Buyout Provisions. Except with respect to Deferred Stock Units or any other Award subject to Code Section 409A, the Administrator may at any time offer to buyout for a payment in cash or Shares, an Award previously granted based on such terms and conditions as the Administrator shall establish and communicate to the Participant at the time that such offer is made.

10.12 No Rights as Shareholder. Except to the limited extent provided in Sections 7.6 and 7.7, no Participant (nor any beneficiary) shall have any of the rights or privileges of a shareholder of the Company with respect to any Shares issuable pursuant to an Award (or exercise thereof), unless and until certificates representing such Shares shall have been issued, recorded on the records of the Company or its transfer agents or registrars, and delivered to the Participant (or beneficiary).

SECTION 11

AMENDMENT, TERMINATION, AND DURATION; RE-PRICING PROHIBITED

11.1 Amendment, Suspension, or Termination. Except as provided in Section 11.2, the Board, in its sole discretion, may amend, suspend or terminate the Plan, or any part thereof, at any time and for any reason. The amendment, suspension or termination of the Plan shall not, without the consent of the Participant, alter or impair any rights or obligations under any Award theretofore granted to such Participant. No Award may be granted during any period of suspension or after termination of the Plan.

11.2 No Amendment or Re-Pricing without Shareholder Approval. The Company shall obtain shareholder approval of any material Plan amendment (including but not limited to any provision to reduce the exercise or purchase price of any outstanding Options or other Awards after the Grant Date (other than for adjustments made pursuant Section 4.3), or to cancel and re-grant Options or other rights at a lower exercise price), to the extent necessary or desirable to

comply with the rules of the NASDAQ, the Exchange Act, Code Section 409A, Code Section 422, or other Applicable Law.

11.3 Plan Effective Date and Duration of Awards. The Plan shall be effective as of the Plan Adoption Date subject to the shareholders of the Company approving the Plan by the required vote), subject to Sections 11.1 and 11.2 (regarding the Board's right to amend or terminate the Plan), and shall remain in effect thereafter. However, without further shareholder approval, no Award may be granted under the Plan more than ten (10) years after the Plan Adoption Date.

SECTION 12 TAX WITHHOLDING

12.1 Withholding Requirements. Prior to the delivery of any Shares or cash pursuant to an Award (or exercise thereof), the Company shall have the power and the right to deduct or withhold, or require a Participant to remit to the Company, an amount sufficient to satisfy federal, state, and local taxes (including the Participant's FICA obligation) required to be withheld with respect to such Award (or exercise thereof).

12.2 Withholding Arrangements. The Administrator, in its discretion and pursuant to such procedures as it may specify from time to time, may permit a Participant to satisfy such tax withholding obligation, in whole or in part by (a) electing to have the Company withhold otherwise deliverable Shares, or (b) delivering to the Company already-owned Shares having a Fair Market Value equal to the minimum amount required to be withheld. The amount of the withholding requirement shall be deemed to include any amount which the Administrator agrees may be withheld at the time the election is made, not to exceed the amount determined by using the maximum federal, state or local marginal income tax rates applicable to the Participant with respect to the Award on the date that the amount of tax to be withheld is to be determined. The Fair Market Value of the Shares to be withheld or delivered shall be determined as of the date taxes are required to be withheld.

SECTION 13 LEGAL CONSTRUCTION

13.1 Liability of Company. The inability of the Company to obtain timely authority from any regulatory body having jurisdiction, which authority is deemed by the Company's counsel to be necessary to the lawful grant or any Award or the issuance and sale of any Shares hereunder, shall relieve the Company, its officers, Directors and Employees of any liability in respect of the failure to grant such Award or to issue or sell such Shares as to which such requisite authority shall not have been obtained.

13.2 Grants Exceeding Allotted Shares. If the Shares covered by an Award exceed, as of the date of grant, the number of Shares, which may be issued under the Plan without additional shareholder approval, such Award shall be void with respect to such excess Shares, unless

shareholder approval of an amendment sufficiently increasing the number of Shares subject to the Plan is timely obtained.

13.3 Gender and Number. Except where otherwise indicated by the context, any masculine term used herein also shall include the feminine; the plural shall include the singular and the singular shall include the plural.

13.4 Severability. In the event any provision of the Plan shall be held illegal or invalid for any reason, the illegality or invalidity shall not affect the remaining parts of the Plan, and the Plan shall be construed and enforced as if the illegal or invalid provision had not been included.

13.5 Requirements of Law. The granting of Awards and the issuance of Shares under the Plan shall be subject to all applicable laws, rules, and regulations, and to such approvals by any governmental agencies or national securities exchanges as may be required.

13.6 Securities Law Compliance. With respect to Section 16 Persons, transactions under this Plan are intended to comply with all applicable conditions of Rule 16b-3. To the extent any provision of the Plan, Award Agreement or action by the Administrator fails to so comply, it shall be deemed null and void, to the extent permitted by law and deemed advisable by the Administrator.

13.7 Compliance with Code Section 409A. The Plan and Awards under it are intended to comply with Code Section 409A to the extent subject thereto, and, accordingly, to the maximum extent permitted, the Plan will be interpreted and administered in a manner so that the Plan and Awards granted under it comply with Code Section 409A. References herein to ceasing to be a member of the Board and similar terms used in this Plan shall be deemed to refer to "separation from service" within the meaning of Code section 409A to the extent necessary to comply with Code Section 409A.

Notwithstanding any provision of this Plan to the contrary, if at the time of a Participant's separation from service, the Participant is a "specified employee" as defined in Code Section 409A and any Shares or amounts otherwise payable under this Plan as a result of such separation from service are subject to Code Section 409A, then no transfer or payment of such Shares or amounts shall be made until the date that is six months following the Participant's separation from service (or the earliest date as is permitted under Code Section 409A), and the Company will transfer or pay any Shares or amounts that are delayed under the foregoing on or before the first day of the month following the six month delay.

Notwithstanding anything to the contrary in the Plan, neither the Company, its Affiliates, the Administrator, the Board nor any Committee will have any obligation to take any action to prevent the assessment of any excise tax, interest or penalty on any Participant under Code Section 409A and neither the Company, its Affiliates, the Administrator, the Board nor any Committee will have any liability to any Participant for such tax, interest or penalty.

13.8 Governing Law. The Plan and all Award Agreements shall be construed in accordance with and governed by the internal laws of the State of California, without regard to principles of

conflicts of laws, except to the extent that federal law is implied by the context or is otherwise required to be applied.

13.9 Captions. Captions are provided herein for convenience only, and shall not serve as a basis for interpretation or construction of the Plan.

SECTION 14
EXECUTION

IN WITNESS WHEREOF, the Company, by its duly authorized officer, has executed this Plan on the date set forth below.

Dated: _____

PREFERRED BANK

By: _____

Its: _____