

HERITAGE COMMERCE CORP

Form 10-Q

August 10, 2009

[Table of Contents](#)

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

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**FORM 10-Q**

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(MARK ONE)

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

For the quarterly period ended June 30, 2009

OR

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 000-23877

**Heritage Commerce Corp**  
(Exact name of Registrant as Specified in its Charter)

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**California**  
(State or Other Jurisdiction of Incorporation or  
Organization)

**77-0469558**  
(I.R.S. Employer Identification No.)

**150 Almaden Boulevard, San Jose, California**  
(Address of Principal Executive Offices)

**95113**  
(Zip Code)

**(408) 947-6900**

(Registrant's Telephone Number, Including Area Code)

**N/A**

(Former Name, Former Address and Former Fiscal Year, if Changed Since Last Report)

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 whether the Registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (Check one):

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 Exchange Act). YES  NO

The Registrant had 11,820,509 shares of Common Stock outstanding on July 31, 2009.

Table of Contents

**Heritage Commerce Corp and Subsidiaries  
Quarterly Report on Form 10-Q  
Table of Contents**

|                                                                                                             | <b>Page No.</b> |
|-------------------------------------------------------------------------------------------------------------|-----------------|
| <b><u>PART I. FINANCIAL INFORMATION</u></b>                                                                 |                 |
| <b><u>Item 1. Consolidated Financial Statements (unaudited):</u></b>                                        | <b>3</b>        |
| <u>Consolidated Balance Sheets</u>                                                                          | 3               |
| <u>Consolidated Statements of Operations</u>                                                                | 4               |
| <u>Consolidated Statements of Changes in Shareholders' Equity</u>                                           | 5               |
| <u>Consolidated Statements of Cash Flows</u>                                                                | 6               |
| <u>Notes to Consolidated Financial Statements</u>                                                           | 7               |
| <b><u>Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations</u></b> | <b>13</b>       |
| <b><u>Item 3. Quantitative and Qualitative Disclosures About Market Risk</u></b>                            | <b>43</b>       |
| <b><u>Item 4. Controls and Procedures</u></b>                                                               | <b>44</b>       |
| <b><u>PART II. OTHER INFORMATION</u></b>                                                                    |                 |
| <b><u>Item 1. Legal Proceedings</u></b>                                                                     | <b>44</b>       |
| <b><u>Item 1A. Risk Factors</u></b>                                                                         | <b>44</b>       |
| <b><u>Item 2. Unregistered Sales of Equity Securities and Use of Proceeds</u></b>                           | <b>44</b>       |
| <b><u>Item 3. Defaults Upon Senior Securities</u></b>                                                       | <b>44</b>       |
| <b><u>Item 4. Submission of Matters to a Vote of Security Holders</u></b>                                   | <b>44</b>       |
| <b><u>Item 5. Other Information</u></b>                                                                     | <b>46</b>       |
| <b><u>Item 6. Exhibits</u></b>                                                                              | <b>46</b>       |
| <b><u>SIGNATURES</u></b>                                                                                    | <b>47</b>       |
| <b><u>EXHIBIT INDEX</u></b>                                                                                 | <b>47</b>       |
|                                                                                                             | <b>3</b>        |



Table of Contents**Part I FINANCIAL INFORMATION****ITEM 1 CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)****Heritage Commerce Corp****Consolidated Balance Sheets (Unaudited)**

|                                                                                                                                                             | June 30,<br>2009       | December 31,<br>2008 |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|----------------------|
|                                                                                                                                                             | (Dollars in thousands) |                      |
| <b>Assets</b>                                                                                                                                               |                        |                      |
| Cash and due from banks                                                                                                                                     | \$ 31,315              | \$ 29,996            |
| Federal funds sold                                                                                                                                          | 150                    | 100                  |
| Total cash and cash equivalents                                                                                                                             | 31,465                 | 30,096               |
| Securities available-for-sale, at fair value                                                                                                                | 101,837                | 104,475              |
| Loans held for sale, at lower of cost or market                                                                                                             | 20,506                 |                      |
| Loans, including deferred costs                                                                                                                             | 1,161,666              | 1,248,631            |
| Allowance for loan losses                                                                                                                                   | (31,398)               | (25,007)             |
| Loans, net                                                                                                                                                  | 1,130,268              | 1,223,624            |
| Federal Home Loan Bank and Federal Reserve Bank stock, at cost                                                                                              | 8,434                  | 7,816                |
| Company owned life insurance                                                                                                                                | 41,476                 | 40,649               |
| Premises and equipment, net                                                                                                                                 | 9,312                  | 9,517                |
| Goodwill                                                                                                                                                    | 43,181                 | 43,181               |
| Intangible assets                                                                                                                                           | 3,910                  | 4,231                |
| Accrued interest receivable and other assets                                                                                                                | 46,635                 | 35,638               |
| Total assets                                                                                                                                                | \$ 1,437,024           | \$ 1,499,227         |
| <b>Liabilities and Shareholders Equity</b>                                                                                                                  |                        |                      |
| Liabilities:                                                                                                                                                |                        |                      |
| Deposits                                                                                                                                                    |                        |                      |
| Demand, noninterest bearing                                                                                                                                 | \$ 258,464             | \$ 261,337           |
| Demand, interest bearing                                                                                                                                    | 134,318                | 134,814              |
| Savings and money market                                                                                                                                    | 331,444                | 344,767              |
| Time deposits, under \$100                                                                                                                                  | 43,772                 | 45,615               |
| Time deposits, \$100 and over                                                                                                                               | 170,858                | 171,269              |
| Brokered time deposits                                                                                                                                      | 224,691                | 196,248              |
| Total deposits                                                                                                                                              | 1,163,547              | 1,154,050            |
| Notes payable to subsidiary grantor trusts                                                                                                                  | 23,702                 | 23,702               |
| Securities sold under agreement to repurchase                                                                                                               | 30,000                 | 35,000               |
| Note payable                                                                                                                                                |                        | 15,000               |
| Other short-term borrowings                                                                                                                                 | 15,000                 | 55,000               |
| Accrued interest payable and other liabilities                                                                                                              | 30,193                 | 32,208               |
| Total liabilities                                                                                                                                           | 1,262,442              | 1,314,960            |
| Shareholders equity:                                                                                                                                        |                        |                      |
| Preferred stock, no par value; 10,000,000 shares authorized; 40,000 shares outstanding (liquidation preference of \$1,000 per share plus accrued dividends) | 39,846                 | 39,846               |

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|                                                                                                                                   |              |              |
|-----------------------------------------------------------------------------------------------------------------------------------|--------------|--------------|
| Discount on preferred stock                                                                                                       | (1,776)      | (1,946)      |
| Common stock, no par value; 30,000,000 shares authorized; 11,820,509 shares outstanding at<br>June 30, 2009 and December 31, 2008 | 79,524       | 78,854       |
| Retained earnings                                                                                                                 | 57,056       | 67,804       |
| Accumulated other comprehensive loss                                                                                              | (68)         | (291)        |
| Total shareholders' equity                                                                                                        | 174,582      | 184,267      |
| Total liabilities and shareholders' equity                                                                                        | \$ 1,437,024 | \$ 1,499,227 |

See notes to consolidated financial statements

Table of Contents**Heritage Commerce Corp****Consolidated Statements of Operations (Unaudited)**

|                                                           | Three Months Ended<br>June 30,                |            | Six Months Ended<br>June 30, |            |
|-----------------------------------------------------------|-----------------------------------------------|------------|------------------------------|------------|
|                                                           | 2009                                          | 2008       | 2009                         | 2008       |
|                                                           | (Dollars in thousands, except per share data) |            |                              |            |
| <b>Interest income:</b>                                   |                                               |            |                              |            |
| Loans, including fees                                     | \$ 14,862                                     | \$ 17,250  | \$ 29,892                    | \$ 35,605  |
| Securities, taxable                                       | 954                                           | 1,410      | 1,949                        | 2,887      |
| Securities, non-taxable                                   | 4                                             | 23         | 8                            | 47         |
| Interest bearing deposits in other financial institutions | 4                                             | 2          | 8                            | 9          |
| Federal funds sold                                        |                                               | 14         |                              | 46         |
| Total interest income                                     | 15,824                                        | 18,699     | 31,857                       | 38,594     |
| <b>Interest expense:</b>                                  |                                               |            |                              |            |
| Deposits                                                  | 3,394                                         | 4,656      | 7,424                        | 10,374     |
| Notes payable to subsidiary grantor trusts                | 487                                           | 526        | 987                          | 1,083      |
| Repurchase agreements                                     | 227                                           | 255        | 469                          | 410        |
| Note payable                                              |                                               | 75         | 82                           | 84         |
| Other short-term borrowings                               | 27                                            | 219        | 54                           | 571        |
| Total interest expense                                    | 4,135                                         | 5,731      | 9,016                        | 12,522     |
| Net interest income before provision for loan losses      | 11,689                                        | 12,968     | 22,841                       | 26,072     |
| Provision for loan losses                                 | 10,704                                        | 7,800      | 21,124                       | 9,450      |
| Net interest income after provision for loan losses       | 985                                           | 5,168      | 1,717                        | 16,622     |
| <b>Noninterest income:</b>                                |                                               |            |                              |            |
| Service charges and fees on deposit accounts              | 537                                           | 537        | 1,108                        | 952        |
| Servicing income                                          | 408                                           | 377        | 828                          | 856        |
| Increase in cash surrender value of life insurance        | 415                                           | 418        | 827                          | 816        |
| Other                                                     | 241                                           | 460        | 461                          | 682        |
| Total noninterest income                                  | 1,601                                         | 1,792      | 3,224                        | 3,306      |
| <b>Noninterest expense:</b>                               |                                               |            |                              |            |
| Salaries and employee benefits                            | 5,643                                         | 5,970      | 12,101                       | 12,029     |
| Professional fees                                         | 1,229                                         | 980        | 2,142                        | 1,645      |
| Regulatory assessments                                    | 1,220                                         | 196        | 1,959                        | 388        |
| Occupancy                                                 | 815                                           | 866        | 1,585                        | 1,768      |
| Loan workout expense                                      | 298                                           | 5          | 304                          | 14         |
| Data processing                                           | 260                                           | 253        | 489                          | 498        |
| Software subscriptions                                    | 217                                           | 203        | 413                          | 412        |
| Low income housing investment expense                     | 210                                           | 243        | 424                          | 453        |
| Client services                                           | 159                                           | 209        | 304                          | 433        |
| Furniture and equipment                                   | 157                                           | 178        | 303                          | 395        |
| Advertising and promotion                                 | 106                                           | 243        | 224                          | 423        |
| Other                                                     | 1,766                                         | 1,652      | 3,194                        | 3,120      |
| Total noninterest expense                                 | 12,080                                        | 10,998     | 23,442                       | 21,578     |
| Loss before income taxes                                  | (9,494)                                       | (4,038)    | (18,501)                     | (1,650)    |
| Income tax benefit                                        | 4,113                                         | 955        | 9,165                        | 271        |
| Net loss                                                  | \$ (5,381)                                    | \$ (3,083) | \$ (9,336)                   | \$ (1,379) |
| Dividends and discount accretion on preferred stock       | (591)                                         |            | (1,176)                      |            |
| Net loss allocable to common shareholders                 | \$ (5,972)                                    | \$ (3,083) | \$ (10,512)                  | \$ (1,379) |

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|                        |    |        |    |        |                     |
|------------------------|----|--------|----|--------|---------------------|
| Loss per common share: |    |        |    |        |                     |
| Basic                  | \$ | (0.51) | \$ | (0.26) | \$ (0.89) \$ (0.11) |
| Diluted                | \$ | (0.51) | \$ | (0.26) | \$ (0.89) \$ (0.11) |

See notes to consolidated financial statements



Table of Contents

## HERITAGE COMMERCE CORP

## CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS EQUITY (UNAUDITED)

## SIX MONTHS ENDED JUNE 30, 2009 and 2008

|                                                                                                                                                            | Preferred Stock |          | Common Stock |            | Retained  | Accumulated<br>Other<br>Comprehensive | Total      | Comprehensive<br>Income<br>(Loss) |
|------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------|----------|--------------|------------|-----------|---------------------------------------|------------|-----------------------------------|
|                                                                                                                                                            | Amount          | Discount | Shares       | Amount     | Earnings  | Loss                                  | Equity     |                                   |
| (Dollars in thousands, except share data)                                                                                                                  |                 |          |              |            |           |                                       |            |                                   |
| <b>Balance, January 1, 2008</b>                                                                                                                            |                 |          | 12,774,926   | \$ 92,414  | \$ 73,298 | \$ (888)                              | \$ 164,824 |                                   |
| Cumulative effect adjustment upon adoption of EITF 06-4, net of deferred income taxes                                                                      |                 |          |              |            | (3,182)   |                                       | (3,182)    |                                   |
| Net loss                                                                                                                                                   |                 |          |              |            | (1,379)   |                                       | (1,379)    | \$ (1,379)                        |
| Net change in unrealized gain/loss on securities available-for-sale and interest-only strips, net of reclassification adjustment and deferred income taxes |                 |          |              |            |           | (69)                                  | (69)       | (69)                              |
| Decrease in pension liability, net of deferred income taxes                                                                                                |                 |          |              |            |           | 27                                    | 27         | 27                                |
| Total comprehensive income (loss)                                                                                                                          |                 |          |              |            |           |                                       |            | \$ (1,421)                        |
| Amortization of restricted stock award                                                                                                                     |                 |          |              | 77         |           |                                       | 77         |                                   |
| Cash dividend declared on common stock, \$0.16 per share                                                                                                   |                 |          |              |            | (1,999)   |                                       | (1,999)    |                                   |
| Common stock repurchased                                                                                                                                   |                 |          | (1,007,749)  | (17,655)   |           |                                       | (17,655)   |                                   |
| Stock option expense                                                                                                                                       |                 |          |              | 685        |           |                                       | 685        |                                   |
| Stock options exercised, including related tax benefits                                                                                                    |                 |          | 38,990       | 420        |           |                                       | 420        |                                   |
| <b>Balance, June 30, 2008</b>                                                                                                                              | \$              | \$       | 11,806,167   | \$ 75,941  | \$ 66,738 | \$ (930)                              | \$ 141,749 |                                   |
| <b>Balance, January 1, 2009</b>                                                                                                                            | \$              | 39,846   | \$ (1,946)   | 11,820,509 | \$ 78,854 | \$ 67,804                             | \$ (291)   | \$ 184,267                        |
| Net Loss                                                                                                                                                   |                 |          |              |            | (9,336)   |                                       | (9,336)    | \$ (9,336)                        |
| Net change in unrealized gain/loss on securities available-for-sale and interest-only strips, net of reclassification adjustment and deferred income taxes |                 |          |              |            |           | 157                                   | 157        | 157                               |
|                                                                                                                                                            |                 |          |              |            |           | 66                                    | 66         | 66                                |

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|                                                                                            |    |        |    |         |            |    |        |    |            |    |      |    |         |
|--------------------------------------------------------------------------------------------|----|--------|----|---------|------------|----|--------|----|------------|----|------|----|---------|
| Net decrease in pension and other postretirement obligations, net of deferred income taxes |    |        |    |         |            |    |        |    |            |    |      |    |         |
| Total comprehensive income (loss)                                                          |    |        |    |         |            |    |        |    | \$ (9,113) |    |      |    |         |
| Amortization of restricted stock award                                                     |    |        | 76 |         |            |    |        |    | 76         |    |      |    |         |
| Cash dividends accrued on preferred stock                                                  |    |        |    |         | (1,006)    |    |        |    | (1,006)    |    |      |    |         |
| Accretion of discount on preferred stock                                                   |    | 170    |    |         | (170)      |    |        |    |            |    |      |    |         |
| Cash dividend declared on common stock, \$0.02 per share                                   |    |        |    |         | (236)      |    |        |    | (236)      |    |      |    |         |
| Stock option expense                                                                       |    |        |    | 663     |            |    |        |    | 663        |    |      |    |         |
| Income tax effect of restricted stock award vesting                                        |    |        |    | (69)    |            |    |        |    | (69)       |    |      |    |         |
| <b>Balance, June 30, 2009</b>                                                              | \$ | 39,846 | \$ | (1,776) | 11,820,509 | \$ | 79,524 | \$ | 57,056     | \$ | (68) | \$ | 174,582 |

See notes to consolidated financial statements

Table of Contents**Heritage Commerce Corp****Consolidated Statements of Cash Flows (Unaudited)**

|                                                                                 | Six Months Ended<br>June 30, |            |
|---------------------------------------------------------------------------------|------------------------------|------------|
|                                                                                 | 2009                         | 2008       |
|                                                                                 | (Dollars in thousands)       |            |
| <b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>                                    |                              |            |
| Net loss                                                                        | \$ (9,336)                   | \$ (1,379) |
| Adjustments to reconcile net loss to net cash provided by operating activities: |                              |            |
| Depreciation and amortization                                                   | 400                          | 450        |
| Provision for loan losses                                                       | 21,124                       | 9,450      |
| Stock option expense                                                            | 663                          | 685        |
| Amortization of other intangible assets                                         | 321                          | 388        |
| Amortization of restricted stock award                                          | 76                           | 77         |
| Amortization (accretion) of discounts and premiums on securities                | 81                           | 167        |
| Gain on sale of foreclosed assets                                               | (62)                         |            |
| Increase in cash surrender value of life insurance                              | (827)                        | (816)      |
| Effect of changes in:                                                           |                              |            |
| Accrued interest receivable and other assets                                    | (8,189)                      | 2,240      |
| Accrued interest payable and other liabilities                                  | (1,940)                      | (650)      |
| Net cash provided by operating activities                                       | 2,311                        | 10,612     |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>                                    |                              |            |
| Net change in loans                                                             | 47,859                       | (173,899)  |
| Purchases of securities available-for-sale                                      | (24,993)                     | (8,133)    |
| Maturities/Paydowns/Calls of securities available-for-sale                      | 27,769                       | 26,409     |
| Purchase of company-owned life insurance                                        |                              | (360)      |
| Purchase of premises and equipment                                              | (195)                        | (194)      |
| Purchase of Federal Home Loan Bank stock and other investments                  | (618)                        | (205)      |
| Proceeds from sale of foreclosed assets                                         | 1,011                        | 902        |
| Net cash (used in) provided by investing activities                             | 50,833                       | (155,480)  |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>                                    |                              |            |
| Net change in deposits                                                          | 9,497                        | 95,792     |
| Exercise of stock options                                                       |                              | 420        |
| Income tax effect of restricted stock award vesting                             | (69)                         |            |
| Common stock repurchased                                                        |                              | (17,655)   |
| Payment of cash dividends - common stock                                        | (236)                        | (1,999)    |
| Payment of cash dividends - preferred stock                                     | (967)                        |            |
| Payment of other liability                                                      |                              | (91)       |
| Net change in other short-term borrowings                                       | (40,000)                     | 38,000     |
| Net change in note payable                                                      | (15,000)                     |            |
| Net change in securities sold under agreement to repurchase                     | (5,000)                      | 24,100     |
| Net cash provided by (used in) financing activities                             | (51,775)                     | 138,567    |
| Net increase (decrease) in cash and cash equivalents                            | 1,369                        | (6,301)    |
| Cash and cash equivalents, beginning of period                                  | 30,096                       | 49,093     |
| Cash and cash equivalents, end of period                                        | \$ 31,465                    | \$ 42,792  |
| <b>Supplemental disclosures of cash flow information:</b>                       |                              |            |
| Cash paid during the period for:                                                |                              |            |
| Interest                                                                        | \$ 9,092                     | \$ 12,682  |
| Income taxes                                                                    | \$ 1,250                     | \$ 1,308   |

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Supplemental schedule of non-cash investing and financing activities:

|                                                    |    |        |    |     |
|----------------------------------------------------|----|--------|----|-----|
| Transfer of portfolio loans to loans held-for-sale | \$ | 20,506 | \$ |     |
| Loans transferred to foreclosed assets             | \$ | 3,867  | \$ | 439 |

See notes to consolidated financial statements

Table of Contents

**HERITAGE COMMERCE CORP**

**Notes to Consolidated Financial Statements**

**June 30, 2009**  
**(Unaudited)**

**1) Basis of Presentation**

The unaudited consolidated financial statements of Heritage Commerce Corp (the Company) and its wholly owned subsidiary, Heritage Bank of Commerce (HBC), have been prepared pursuant to the rules and regulations for reporting on Form 10-Q. Accordingly, certain information and notes required by accounting principles generally accepted in the United States of America (GAAP) for annual financial statements are not included herein. The interim statements should be read in conjunction with the consolidated financial statements and notes that were included in the Company's Form 10-K for the year ended December 31, 2008. The Company has also established the following unconsolidated subsidiary grantor trusts: Heritage Capital Trust I; Heritage Statutory Trust I; Heritage Statutory Trust II; and Heritage Commerce Corp Statutory Trust III which are Delaware Statutory business trusts formed for the exclusive purpose of issuing and selling trust preferred securities. On June 20, 2007, the Company completed its acquisition of Diablo Valley Bank (DVB). DVB was merged into HBC on the acquisition date.

HBC is a commercial bank serving customers located in Santa Clara, Alameda, and Contra Costa counties of California. No customer accounts for more than 10 percent of revenue for HBC or the Company. Management evaluates the Company's performance as a whole and does not allocate resources based on the performance of different lending or transaction activities. Accordingly, the Company and its subsidiary operate as one business segment.

In the Company's opinion, all adjustments necessary for a fair presentation of these consolidated financial statements have been included and are of a normal and recurring nature. All intercompany transactions and balances have been eliminated.

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 that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ significantly from these estimates.

The results for the three and six months ended June 30, 2009 are not necessarily indicative of the results expected for any subsequent period or for the entire year ending December 31, 2009.

*Adoption of New Accounting Standards*

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In February 2008, the FASB issued Staff Position ( FSP ) 157-2, Effective Date of FASB Statement No. 157. This FSP delays the effective date of FAS 157 for all nonfinancial assets and nonfinancial liabilities, except those that are recognized or disclosed at fair value on a recurring basis (at least annually) to fiscal years beginning after November 15, 2008, and interim periods within those fiscal years. On October 10, 2008 the FASB issued FSP 157-3, Determining the Fair Value of a Financial Asset When the Market for that Asset Is Not Active, which illustrates key considerations in determining the fair value of a financial asset when the market for that asset is not active. FSP 157-3 provides clarification for how to consider various inputs in determining fair value under current market conditions consistent with the principles of FAS 157. FSP 157-3 became effective upon issuance. Adoption of these FSPs has not impacted the Company.

In December 2007, FASB issued Statement 141 (revised 2007), Business Combinations, which establishes principles and requirements for how an acquirer recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, and any noncontrolling interest in an acquiree, including the recognition and measurement of goodwill acquired in a business combination. This Statement is effective for fiscal years beginning

Table of Contents

on or after December 15, 2008. The adoption of this standard did not impact the Company's financial statements.

In December 2007, FASB issued Statement 160, Noncontrolling Interests in Consolidated Financial Statements. This statement is intended to improve the relevance, comparability, and transparency of the financial information that a reporting entity provides in its consolidated financial statements by establishing accounting and reporting standards for the noncontrolling interest in a subsidiary and for the deconsolidation of a subsidiary. This Statement is effective for fiscal years and interim periods within those fiscal years beginning on or after December 15, 2008. The adoption of this standard did not impact the Company's financial statements.

In March 2008, FASB issued Statement 161, Disclosures about Derivative Instruments and Hedging Activities, an Amendment of FASB Statement No. 133. This statement changes the disclosure requirements for derivative instruments and hedging activities. Entities are required to provide enhanced disclosures about (a) how and why an entity uses derivative instruments, (b) how derivative instruments and related hedged items are accounted for under Statement 133 and its related interpretations, and (c) how derivative instruments and related hedged items affect an entity's financial position, financial performance, and cash flows. This Statement is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008. The adoption of this standard did not impact the Company's financial statements.

In June 2008, the FASB issued FASB Staff Position EITF 03-6-1 Determining Whether Instruments Granted in Share-Based Payment Transactions Are Participating Securities ( FSP EITF 03-6-1 ). This FSP addresses whether instruments granted in share-based payment transactions are participating securities prior to vesting and, therefore, need to be included in the earnings allocation in computing earnings per share ( EPS ) under the two-class method of FASB Statement No. 128, Earnings Per Share. FSP EITF 03-6-1 provides that unvested share-based payment awards that contain nonforfeitable rights to dividends or dividend equivalents (whether paid or unpaid) are participating securities and shall be included in the computation of EPS pursuant to the two-class method. This FSP is effective for financial statements issued for fiscal years beginning after December 15, 2008, and interim periods within those years. All prior-period EPS data presented shall be adjusted retrospectively to conform with the provisions of this FSP. Upon adoption of FSP EITF 03-6-1 in 2009, the Company began including non-vested restricted stock award shares in the computation of basic EPS. Previously, non-vested restricted stock awards were excluded from the basic EPS computation and included in the diluted EPS computation. The 2008 EPS data presented has been adjusted retrospectively to conform with the provisions of this FSP, although this change in computation did not involve a sufficient number of shares to change basic and diluted EPS from the amounts previously reported.

In April 2009, the FASB issued FSP 115-2 & 124-2, Recognition and Presentation of Other Than Temporary Impairments. The FSP eliminates the requirement for the issuer to evaluate whether it has the intent and ability to hold an impaired investment until maturity. Conversely, the new FSP requires the issuer to recognize an other than temporary impairment ( OTTI ) if the issuer intends to sell the impaired security or the issuer will be required to sell the security prior to recovery. In the event that the sale of the security in question prior to its maturity is not probable but the entity does not expect to recover its amortized cost basis in that security, then the entity will be required to recognize an OTTI. In the event that the recovery of the security's cost basis prior to maturity is not probable and an OTTI is recognized, the FSP provides that any component of the OTTI relating to a decline in the creditworthiness of the debtor should be reflected in earnings, with the remainder being recognized in Other Comprehensive Income. Conversely, in the event that the issuer determines that sale of the security in question prior to recovery is probable, then the entire OTTI will be recognized in earnings. The FSP is effective for interim and annual reporting periods ending after June 15, 2009. The adoption of this standard did not have a material impact on the Company's financial statements.

In April 2009, the FASB issued FSP 157-4, Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly. The FSP provides additional guidance for determining fair value based on observable transactions. The FSP provides that if evidence suggests that an observable transaction was not executed orderly that little, if any, weight should be





Table of Contents

assigned to this indication of an asset's or liability's fair value. Conversely, if evidence suggests that the observable transaction was executed orderly then the transaction price of the observable transaction may be appropriate to use in determining the fair value of the asset/liability in question, with appropriate weighting given to this indication based on facts and circumstances. Finally, if there is no way for the entity to determine whether the observable transaction was executed orderly, relatively less weight should be ascribed to this indicator of fair value. The FSP is effective for interim and annual reporting periods ending after June 15, 2009. The adoption of this standard did not have a material impact on the Company's financial statements.

In April 2009, the FASB issued FSP 107-1 & APB 28-1, *Interim Disclosures about Fair Value of Financial Instruments*. The FSP provides that publicly traded companies shall provide information concerning the fair value of its financial instruments whenever it issues summarized financial information for interim reporting periods. In periods after initial adoption, this FSP requires comparative disclosures only for periods ending after initial adoption. The FSP is effective for interim reporting periods ending after June 15, 2009.

In May 2009, the FASB issued Statement No. 165, *Subsequent Events*. Statement 165 sets forth guidance concerning the recognition or disclosure of events or transactions that occur subsequent to the balance sheet date but prior to the release of the financial statements. The statement also defines *available to be issued* financial statements as financial statements that are complete and in a format that complies with GAAP and have received all the required approvals, for example from the board of directors. The statement sets forth that management of a public company must evaluate subsequent events for recognition and/or disclosure through the date of issuance, whereas private companies need only evaluate subsequent events through the date the financial statements became available to be issued. The statement also delineates between and defines the recognition and disclosure requirements for *Recognized Subsequent Events* and *Non-Recognized Subsequent Events*. *Recognized Subsequent Events* provide additional evidence about conditions that existed as of the balance sheet date and will be recognized in the entity's financial statements. *Non-Recognized Subsequent Events* provide evidence about conditions that did not exist as of the balance sheet date and if material will warrant disclosure of the nature of the subsequent event and the financial impact. An entity shall disclose the date through which subsequent events have been evaluated and whether that date is the date the financial statements were issued or available to be issued. This statement is effective for interim and annual reporting periods ending after June 15, 2009. The Company has evaluated subsequent events through the date of issuance of these financial statements on August 10, 2009. The adoption of this standard did not have a material impact on the Company's financial statements.

***Newly Issued, but not yet Effective Accounting Standards***

In June 2009, the FASB issued Statement No. 166, *Accounting for the Transfer of Financial Assets - an Amendment of FASB Statement No. 140*. Statement 166 removes the concept of a special purpose entity (SPE) from Statement 140 and removes the exception from applying FASB Interpretation No. 46(R), *Consolidation of Variable Interest Entities*, to qualifying SPEs. It limits the circumstances in which a transferor derecognizes a financial asset. The statement amends the requirements for the transfer of a financial asset to meet the requirements for *sale* accounting. The statement is effective for all interim and annual periods beginning after November 15, 2009. The Company is currently evaluating the impact of Statement 166 on its financial position and results of operations.

In June 2009, the FASB issued Statement No. 167, *Amendments to FASB Interpretation No. 46(R)*. This Statement amends Interpretation 46(R) to require an enterprise to perform an analysis to determine whether the enterprise's variable interest gives it a controlling financial interest in the variable interest entity. The statement is effective for all interim and annual periods beginning after November 15, 2009. The Company does not expect adoption of Statement 167 to have a material impact on the Company's financial statements.

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On July 1, 2009, the FASB's GAAP Codification became effective as the sole authoritative source of U.S. GAAP. This codification was issued under FASB Statement No. 168, The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles a replacement of FASB Statement No. 162. This Codification reorganizes current GAAP for non-governmental entities into a topical index to facilitate accounting research and to provide users additional assurance that they have referenced all related literature pertaining to a given topic. Existing GAAP prior to the Codification was not altered in compilation of the GAAP Codification. Statement 168 is effective for all interim and annual periods ending after September 15, 2009.

Table of Contents**2) Earnings Per Share**

Basic earnings per share is computed by dividing net income, less dividends and discount accretion on preferred stock, by the weighted average common shares outstanding. Diluted earnings per share reflects potential dilution from outstanding stock options and common stock warrants, using the treasury stock method. Due to the Company's net loss in 2009 and 2008, all stock options and warrants were excluded from the computation of diluted earnings (loss) per share. For each of the periods presented, net income (loss) is the same for basic and diluted earnings (loss) per share. Reconciliation of weighted average shares used in computing basic and diluted earnings (loss) per share is as follows:

|                                                                                                | Three Months Ended<br>June 30, |            | Six Months Ended<br>June 30, |            |
|------------------------------------------------------------------------------------------------|--------------------------------|------------|------------------------------|------------|
|                                                                                                | 2009                           | 2008       | 2009                         | 2008       |
| Weighted average common shares outstanding - used in computing basic earnings (loss) per share | 11,820,509                     | 11,899,899 | 11,820,509                   | 12,190,520 |
| Dilutive effect of stock options and warrants outstanding, using the treasury stock method     | N/A                            | N/A        | N/A                          | N/A        |
| Shares used in computing diluted earnings (loss) per share                                     | 11,820,509                     | 11,899,899 | 11,820,509                   | 12,190,520 |

**(3) Securities**

The amortized cost and estimated fair value of securities at June 30, 2009 and December 31, 2008 were as follows:

|                                                   | Amortized<br>Cost | Gross<br>Unrealized<br>Gains | Gross<br>Unrealized<br>Losses | Estimated<br>Fair<br>Value |
|---------------------------------------------------|-------------------|------------------------------|-------------------------------|----------------------------|
| (Dollars in thousands)                            |                   |                              |                               |                            |
| <b>June 30, 2009</b>                              |                   |                              |                               |                            |
| Securities available-for-sale:                    |                   |                              |                               |                            |
| U.S. Treasury                                     | \$ 29,484         | \$ 12                        | \$                            | \$ 29,496                  |
| U.S. Government Sponsored Entities                | 6,487             | 87                           |                               | 6,574                      |
| Municipals - Tax Exempt                           | 325               | 1                            |                               | 326                        |
| Mortgage-Backed Securities - Residential          | 58,322            | 1,356                        | (60)                          | 59,618                     |
| Collateralized Mortgage Obligations - Residential | 5,597             | 226                          |                               | 5,823                      |
| Total securities available-for-sale               | \$ 100,215        | \$ 1,682                     | \$ (60)                       | \$ 101,837                 |

|                                    | Amortized<br>Cost | Gross<br>Unrealized<br>Gains | Gross<br>Unrealized<br>Losses | Estimated<br>Fair<br>Value |
|------------------------------------|-------------------|------------------------------|-------------------------------|----------------------------|
| (Dollars in thousands)             |                   |                              |                               |                            |
| <b>December 31, 2008</b>           |                   |                              |                               |                            |
| Securities available-for-sale:     |                   |                              |                               |                            |
| U.S. Treasury                      | \$ 19,370         | \$ 126                       | \$                            | \$ 19,496                  |
| U.S. Government Sponsored Entities | 8,457             | 239                          |                               | 8,696                      |
| Municipals - Tax Exempt            | 696               | 5                            |                               | 701                        |

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|                                                   |            |          |          |            |
|---------------------------------------------------|------------|----------|----------|------------|
| Mortgage-Backed Securities - Residential          | 68,180     | 1,241    | (385)    | 69,036     |
| Collateralized Mortgage Obligations - Residential | 6,370      | 198      | (22)     | 6,546      |
| Total securities available-for-sale               | \$ 103,073 | \$ 1,809 | \$ (407) | \$ 104,475 |

At June 30, 2009, the Company held 59 securities, of which five had fair values below amortized cost. One security has been carried with an unrealized loss for over 12 months. No security sustained a downgrade in credit rating. The issuers are of high credit quality and all principal amounts are expected to be paid when securities mature. The fair value is expected to recover as the securities approach their maturity date and/or market rates decline. Because the Company does not intend to sell the securities with an unrealized loss and does not believe it will be required to sell the securities prior to recovery of fair value, the Company does not consider these securities to be other-than-temporarily impaired at June 30, 2009.

At December 31, 2008, the Company held 65 securities, of which six had fair values below amortized cost. Four securities have been carried with an unrealized loss for over 12 months. No security sustained a downgrade in credit rating. The issuers are of high credit quality and all principal amounts are expected to be paid when securities mature. The fair value is expected to recover as the securities approach their maturity date and/or market rates decline. Because the Company does not intend to sell the securities with an unrealized loss and does not believe it will be required to sell the securities prior to recovery of fair value, the Company does not consider these securities to be other-than-temporarily impaired at December 31, 2008.

The estimated fair values of securities as of June 30, 2009, by contractual maturity are shown below. Expected maturities will differ from contractual maturities because borrowers may have the right to call or pre-pay obligations with or without call or pre-payment penalties.

|                                               | Within One Year        | After One and Within Five Years | June 30, 2009 Maturity After Five and Within Ten Years | After Ten Years | Total      |
|-----------------------------------------------|------------------------|---------------------------------|--------------------------------------------------------|-----------------|------------|
|                                               | (Dollars in thousands) |                                 |                                                        |                 |            |
| Securities available-for-sale (at fair value) |                        |                                 |                                                        |                 |            |
| U.S. Treasury                                 | \$ 29,494              | \$                              | \$                                                     | \$              | \$ 29,494  |
| U.S. Government Sponsored Entities            | 6,574                  |                                 |                                                        |                 | 6,574      |
| Mortgage-Backed Securities                    | 1,053                  | 50,267                          | 6,220                                                  | 2,081           | 59,621     |
| Municipals - Tax Exempt                       | 326                    |                                 |                                                        |                 | 326        |
| Collateralized Mortgage Obligations           | 1,311                  | 4,511                           |                                                        |                 | 5,822      |
| Total Securities Available-for-Sale           | \$ 38,758              | \$ 54,778                       | \$ 6,220                                               | \$ 2,081        | \$ 101,837 |

#### 4) Supplemental Retirement Plan

The Company has a supplemental retirement plan covering current and former key executives and directors. The Plan is a nonqualified defined benefit plan. Benefits are unsecured as there are no Plan assets. The following table presents the amount of periodic cost recognized for the three and six months ended June 30, 2009 and 2008:

|                                          | Three Months Ended June 30, |        | Six Months Ended June 30, |        |  |
|------------------------------------------|-----------------------------|--------|---------------------------|--------|--|
|                                          | 2009                        | 2008   | 2009                      | 2008   |  |
|                                          | (Dollars in thousands)      |        |                           |        |  |
| Components of net periodic benefits cost |                             |        |                           |        |  |
| Service cost                             | \$ 241                      | \$ 203 | \$ 482                    | \$ 406 |  |
| Interest cost                            | 191                         | 182    | 382                       | 364    |  |

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|                                    |    |     |    |     |    |     |    |     |
|------------------------------------|----|-----|----|-----|----|-----|----|-----|
| Prior service cost                 |    | 9   |    | 9   |    | 18  |    | 18  |
| Amortization of net actuarial loss |    | 48  |    | 14  |    | 96  |    | 28  |
| Net periodic cost                  | \$ | 489 | \$ | 408 | \$ | 978 | \$ | 816 |

Table of Contents5) **Fair Value**

Statement 157 establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value:

Level 1: Quoted prices (unadjusted) for identical assets or liabilities in active markets that the entity has the ability to access as of the measurement date.

Level 2: Significant other observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical assets or liabilities in markets that are not active; or other inputs that are observable or can be corroborated by observable market data (for example, interest rates and yield curves observable at commonly quoted intervals, prepayment speeds, credit risks, and default rates).

Level 3: Significant unobservable inputs that reflect a reporting entity's own assumptions about the assumptions that market participants would use in pricing an asset or liability.

The fair values of U.S. Treasury securities available for sale are determined by obtaining quoted prices on nationally recognized securities exchanges (Level 1 inputs). The fair values of all other securities available for sale are determined by matrix pricing, which is a mathematical technique widely used in the industry to value debt securities without relying exclusively on quoted prices for the specific securities, but rather by relying on the securities' relationship to other benchmark quoted securities (Level 2 inputs).

The fair value of interest-only ( I/O ) strip receivable assets is based on a valuation model used by an independent appraiser. The Company is able to compare the valuation model inputs and results to widely available published industry data for reasonableness (Level 2 inputs).

**Assets and Liabilities Measured on a Recurring Basis**

|                               | Balance    | Fair Value Measurements Using                                                                     |                                                           |                                                    |
|-------------------------------|------------|---------------------------------------------------------------------------------------------------|-----------------------------------------------------------|----------------------------------------------------|
|                               |            | Quoted Prices in<br>Active Markets for<br>Identical Assets<br>(Level 1)<br>(Dollars in thousands) | Significant<br>Other<br>Observable<br>Inputs<br>(Level 2) | Significant<br>Unobservable<br>Inputs<br>(Level 3) |
| <b>Assets:</b>                |            |                                                                                                   |                                                           |                                                    |
| <b>June 30, 2009</b>          |            |                                                                                                   |                                                           |                                                    |
| Available-for-sale securities | \$ 101,837 | \$ 29,496                                                                                         | \$ 72,341                                                 | \$                                                 |
| I/O strip receivables         | \$ 2,111   | \$                                                                                                | \$ 2,111                                                  | \$                                                 |

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| <b>December 31, 2008</b>      |    |         |    |        |           |    |
|-------------------------------|----|---------|----|--------|-----------|----|
| Available-for-sale securities | \$ | 104,475 |    | 19,496 | \$ 84,979 | \$ |
| I/O strip receivables         | \$ | 2,248   | \$ |        | \$ 2,248  | \$ |

**Assets and Liabilities Measured on a Non-Recurring Basis**

|                          | Balance   | Fair Value Measurements Using                                                                     |                                                           |                                                    |
|--------------------------|-----------|---------------------------------------------------------------------------------------------------|-----------------------------------------------------------|----------------------------------------------------|
|                          |           | Quoted Prices in<br>Active Markets for<br>Identical Assets<br>(Level 1)<br>(Dollars in thousands) | Significant<br>Other<br>Observable<br>Inputs<br>(Level 2) | Significant<br>Unobservable<br>Inputs<br>(Level 3) |
| <b>Assets:</b>           |           |                                                                                                   |                                                           |                                                    |
| <b>June 30, 2009</b>     |           |                                                                                                   |                                                           |                                                    |
| Impaired loans           | \$ 44,167 | \$                                                                                                | \$ 44,167                                                 | \$                                                 |
| <b>December 31, 2008</b> |           |                                                                                                   |                                                           |                                                    |
| Impaired loans           | \$ 40,224 | \$                                                                                                | \$ 40,224                                                 | \$                                                 |

Impaired loans, which are measured primarily for impairment using the fair value of the collateral, were \$55.8 million, with an allowance for loan losses of \$11.6 million at June 30, 2009, compared to loans measured primarily for impairment using the fair value of the collateral of \$46.8 million, with an allowance for loan losses of \$6.5 million at December 31, 2008, resulting in a provision for loan losses of \$13.6 million for the six months ended June 30, 2009.

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Table of Contents

The carrying amounts and estimated fair values of the Company's financial instruments, at June 30, 2009 and December 31, 2008 were as follows:

|                                               | June 30, 2009    |                      | December 31, 2008 |                      |
|-----------------------------------------------|------------------|----------------------|-------------------|----------------------|
|                                               | Carrying Amounts | Estimated Fair Value | Carrying Amounts  | Estimated Fair Value |
| (Dollars in thousands)                        |                  |                      |                   |                      |
| <b>Assets</b>                                 |                  |                      |                   |                      |
| Cash and cash equivalents                     | \$ 31,465        | \$ 31,465            | \$ 30,096         | \$ 30,096            |
| Securities available-for-sale                 | 101,837          | 101,837              | 104,475           | 104,475              |
| Loans (including loans held-for-sale), net    | 1,150,774        | 1,154,742            | 1,223,624         | 1,222,761            |
| FHLB and FRB stock                            | 8,434            | N/A                  | 7,816             | N/A                  |
| Accrued interest receivable                   | 3,483            | 3,483                | 4,116             | 4,116                |
| <b>Liabilities</b>                            |                  |                      |                   |                      |
| Time deposits                                 | \$ 439,321       | \$ 442,938           | \$ 413,132        | \$ 417,163           |
| Other deposits                                | 724,226          | 724,226              | 740,918           | 740,918              |
| Securities sold under agreement to repurchase | 30,000           | 30,513               | 35,000            | 35,788               |
| Note payable                                  |                  |                      | 15,000            | 15,000               |
| Other short-term borrowings                   | 15,000           | 15,000               | 55,000            | 55,000               |
| Notes payable to subsidiary grantor trusts    | 23,702           | 13,354               | 23,702            | 18,600               |
| Accrued interest payable                      | 1,434            | 1,434                | 1,510             | 1,510                |

The following methods and assumptions were used to estimate the fair value in the table above:

***Cash and Cash Equivalents and Accrued Interest Receivable and Payable***

The carrying amount approximates fair value because of the short maturities of these instruments.

***Securities Available-for-Sale***

Fair values of securities available-for sale are based on Level 1 or Level 2 inputs, as described above.

***Loans***

Loans with similar financial characteristics are grouped together for purposes of estimating their fair value. Loans are segregated by type such as commercial, term real estate, residential construction, and consumer. Each loan category is further segmented into fixed and adjustable rate interest terms.



The fair value of performing, fixed rate loans is calculated by discounting scheduled future cash flows using estimated market discount rates that reflect the credit and interest rate risk inherent in the loan. The fair value of variable rate loans approximates the carrying amount as these loans generally reprice within 90 days. The fair value of loans held for sale is based on estimated market values.

***FHLB and FRB Stock***

It was not practical to determine the fair value of FHLB and FRB stock due to the restrictions placed on transferability.

***Deposits***

The fair value of deposits with no stated maturity, such as demand deposits, savings, and money market accounts, approximates the amount payable on demand. The carrying amount approximates the fair value of time deposits with a remaining maturity of less than 90 days. The fair value of all other time deposits is calculated based on discounting the future cash flows using rates currently offered for time deposits with similar remaining maturities.

***Notes Payable to Subsidiary Grantor Trusts and Securities Sold Under Agreement to Repurchase***

The fair values of notes payable to subsidiary grantor trusts and securities sold under agreement to repurchase were determined based on the current market value for like kind instruments of a similar maturity and structure.

***Other Short-term Borrowings and Note Payable***

The carrying amount approximates the fair value of short-term borrowings and the note payable that reprice frequently and fully.

***Off-Balance-Sheet Items***

The fair value of off-balance-sheet items, such as commitments to extend credit, is not considered material and therefore is not included in the table above.

***Limitations***

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Fair value estimates are made at a specific point in time, based on relevant market information about the financial instruments. These estimates do not reflect any premium or discount that could result from offering for sale at one time the entire holdings of a particular financial instrument. Fair value estimates are based on judgments regarding future expected loss experience, current economic conditions, risk characteristics of various financial instruments, and other factors. These estimates are subjective in nature and involve uncertainties and matters of significant judgment and therefore cannot be determined with precision. Changes in assumptions could significantly affect the estimates.

### **6) Comprehensive Income (Loss) for the Three Months Ended June 30, 2009 and 2008**

Comprehensive income (loss) for the three months ended June 30, 2009 and 2008 consists of the following:

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Three Months Ended June 30,  
2009                      2008  
(Dollars in thousands)

|                                   |    |         |    |         |
|-----------------------------------|----|---------|----|---------|
| Net loss                          | \$ | (5,381) | \$ | (3,083) |
| Other comprehensive income (loss) |    | (184)   |    | (785)   |
| Total comprehensive loss          | \$ | (5,565) | \$ | (3,868) |

Table of Contents

**ITEM 2 MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

The following discussion provides information about the results of operations, financial condition, liquidity, and capital resources of Heritage Commerce Corp (the Company) and its wholly owned subsidiary, Heritage Bank of Commerce (HBC). This information is intended to facilitate the understanding and assessment of significant changes and trends related to our financial condition and the results of operations. This discussion and analysis should be read in conjunction with our consolidated financial statements and the accompanying notes presented elsewhere in this report.

Discussions of certain matters in this Report on Form 10-Q may constitute forward looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act), and as such, may involve risks and uncertainties. Forward-looking statements, which are based on certain assumptions and describe future plans, strategies, and expectations, are generally identifiable by the use of words such as believe, expect, intend, anticipate, estimate, project, assume, plan, forecast or similar expressions. These forward-looking statements relate to, among other things, expectations of the business environment in which the Company operates, projections of future performance, potential future performance, potential future credit experience, perceived opportunities in the market, and statements regarding the Company's mission and vision. The Company's actual results, performance, and achievements may differ materially from the results, performance, and achievements expressed or implied in such forward-looking statements due to a wide range of factors. These factors include (1) difficult and adverse conditions in the global and domestic capital and credit markets, (2) continued volatility and further deterioration of the capital and credit markets, (3) significant changes in banking laws or regulations, including, without limitation, as a result of the Emergency Economic Stabilization Act, the American Reinvestment and Recovery Act, and possible amendments to the Troubled Asset Relief Program (TARP), including the Capital Purchase Program and related executive compensation requirements, (4) continued uncertainty about the impact of TARP and other recent federal programs on the financial markets including levels of volatility and credit availability, (5) a more adverse than expected decline or continued weakness in general business and economic conditions, either nationally, regionally or locally in areas where the Company conducts its business, which may affect, among other things, the level of nonperforming assets, charge-offs and loan provision expense, (6) changes in interest rates, reducing interest rate margins or increasing interest rate risks, (7) changes in market liquidity which may reduce interest margins and impact funding sources, (8) increased competition in the Company's markets, (9) changes in the financial performance and/or condition of the Company's borrowers, (10) current and further deterioration in the housing and commercial real estate markets particularly in California, (11) conditions which make it difficult to raise capital on terms that are favorable to the Company and its shareholders, (12) informal or formal regulatory or supervisory actions taken by bank regulators, and (13) increases in Federal Deposit Insurance Corporation premiums due to market developments and regulatory changes. In addition, acts and threats of terrorism or the impact of military conflicts have increased the uncertainty related to the national and California economic outlook and could have an effect on the future operations of the Company or its customers, including borrowers. See Item 1A Risk Factors in this Report on Form 10-Q and in Item 1A- Risk Factors in our Annual Report on Form 10-K for the Year ended December 31, 2008 for further discussions of factors that could cause actual results to differ from forward looking statements. The Company does not undertake, and specifically disclaims any obligation, to update any forward-looking statements to reflect occurrences or unanticipated events or circumstances after the date of such statements.

**EXECUTIVE SUMMARY**

This summary is intended to identify the most important matters on which management focuses when it evaluates the financial condition and performance of the Company. When evaluating financial condition and performance, management looks at certain key metrics and measures. The Company's evaluation includes comparisons with peer group financial institutions and its own performance objectives established in the internal planning process.

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The primary activity of the Company is commercial banking. The Company's operations are located entirely in the southern and eastern regions of the general San Francisco Bay area of California in the counties of Santa Clara, Alameda and Contra Costa. The largest city in this area is San Jose and the Company's market includes the headquarters of a number of technology based companies in the region known commonly as Silicon Valley. The Company's customers are primarily closely held businesses and professionals.

### *Performance Overview*

For the three months ended June 30, 2009, the net loss was \$5.4 million. Net loss allocable to common shareholders was \$6.0 million, or \$(0.51) per common share for the quarter ended June 30, 2009, which

Table of Contents

included a \$10.7 million provision for loan losses and \$591,000 in dividends and discount accretion on preferred stock. In the quarter ended June 30, 2008, net loss allocable to common shareholders was \$3.1 million, or \$(0.26) per common share, including a provision for loan losses of \$7.8 million and no dividends or discount accretion on preferred stock. The annualized returns on average assets and average equity for the second quarter of 2009 were -1.48% and -11.90%, compared to -0.85% and -8.34% for the second quarter of 2008.

For the six months ended June 30, 2009, the net loss was \$9.3 million. Net loss allocable to common shareholders was \$10.5 million, or \$(0.89) per common share, which included a \$21.1 million provision for loan losses and \$1.2 million in dividends and discount accretion on preferred stock. In the six months ended June 30, 2008, net loss allocable to common shareholders was \$1.4 million, or \$(0.11) per common share, including a provision for loan losses of \$9.5 million and no dividends or discount accretion on preferred stock. The annualized returns on average assets and average equity for the first six months of 2009 were -1.28% and -10.27%, compared to -0.20% and -1.81% for the first six months of 2008, respectively.

The following are major factors impacting the Company's results of operations:

- Net interest income decreased 10% to \$11.7 million in the second quarter of 2009 from \$13.0 million in the second quarter of 2008, primarily due to compression of the net interest margin. However, net interest income increased \$537,000 from the first quarter of 2009, primarily due to improvement in the net interest margin.
- The net interest margin was 3.55%, compared with 4.00% for the second quarter a year ago, and 3.35% for the first quarter of 2009. The Company's net interest margin decreased to 3.45% for the six months ended June 30, 2009 compared to 4.15% for the first six months of 2008. The 20 basis points increase in the net interest margin in the second quarter of 2009, compared to the first quarter of 2009, was primarily due to lower cost of funds. The decrease in the net interest margin from the second quarter and first six months of 2008 was primarily the result of the 275 basis point decline in short-term interest rates from March 18, 2008 through December 16, 2008.
- Provision for loan losses increased to \$10.7 million for the second quarter of 2009, compared to \$7.8 million in the second quarter of 2008 and \$10.4 million in the first quarter of 2009. The provision for loan losses for the six months ended June 30, 2009 was \$21.1 million, compared to \$9.5 million for the same period a year ago.
- Noninterest income decreased 11% to \$1.6 million in the second quarter of 2009 from \$1.8 million in the second quarter of 2008, and decreased 2% to \$3.2 million in the first six months of 2009 from \$3.3 million in the first six months of 2008.
- The efficiency ratio was 90.90% and 89.94% in the quarter and six months ended June 30, 2009, compared to 74.51% and 73.45% in the quarter and six months ended June 30, 2008, respectively, primarily due to

compression of the net interest margin and higher noninterest expense.

- The income tax benefit for the quarter and six months ended June 30, 2009 was \$4.1 million and \$9.2 million, respectively, as compared to of \$955,000 and \$271,000 for the same periods in 2008. The negative effective income tax rates for the quarter and six months ended June 30, 2009 and June 30, 2008 were due to the loss before income taxes.

The following are important factors in understanding our current financial condition and liquidity position:

- Total assets decreased by \$62.2 million, or 4%, to \$1.44 billion at June 30, 2009 from \$1.50 billion at December 31, 2008.
- \$20.5 million of Small Business Administration ( SBA ) loans were transferred to loans held-for-sale at June 30, 2009 in anticipation of loan sales.
- Total loans, excluding loans held-for-sale, decreased \$47.5 million, or 4%, to 1.16 billion at June 30, 2009 compared to \$1.21 billion at June 30, 2008, and decreased \$87.0 million, or 7%, compared to \$1.25 billion at December 31, 2008. Land and construction loans decreased \$25.8 million from December 31, 2008 to \$230.8 million at June 30, 2009.

Table of Contents

- Nonperforming assets increased \$4.9 million to \$61.7 million, or 4.30% of total assets, from \$56.9 million, or 3.89% of total assets at March 31, 2008, and increased \$20.6 million from \$41.1 million, or 2.74% of total assets at December 31, 2008.
- The allowance for loan losses increased to \$31.4 million, or 2.70% of total loans, compared to \$23.9 million, or 1.97%, at March 31, 2009, and \$25.0 million, or 2.00% at December 31, 2008.
- Deposits remained flat at \$1.16 billion at June 30, 2009, compared to June 30, 2008, and increased from \$1.15 billion at December 31, 2008.
- The Company's noncore funding (which consists of time deposits \$100,000 and over, brokered deposits, securities under agreement to repurchase, notes payable and other short-term borrowings) to total assets ratio was 31% at June 30, 2009, compared to 28% at June 30, 2008, and 32% at December 31, 2008.
- The Company's loan to deposit ratio was 99.84% at June 30, 2009, compared to 104.23% at June 30, 2008, and 108.20% at December 31, 2008.
- HBC's capital ratios exceed the regulatory well-capitalized standards, including a leverage ratio of 9.5%, a tier 1 risk-based capital ratio of 10.5%, and a total risk-based capital ratio of 11.7% at June 30, 2009.

*Deposits*

The composition and cost of the Company's deposit base are important in analyzing the Company's net interest margin and balance sheet liquidity characteristics. Except for brokered time deposits, the Company's depositors are generally located in its primary market area. Depending on loan demand and other funding requirements, the Company also obtains deposits from wholesale sources including deposit brokers. The Company had \$224.7 million in brokered deposits at June 30, 2009. The increase in brokered deposits of \$116.1 million from June 30, 2008 was primarily to replace the decrease in real estate related deposit accounts. The Company seeks deposits from title insurance companies, escrow accounts and real estate exchange facilitators, which were \$30.8 million at June 30, 2009, compared to \$113.3 million at June 30, 2008. The Company has a policy to monitor all deposits that may be sensitive to interest rate changes to help assure that liquidity risk does not become excessive due to concentrations. Deposits remained essentially flat at \$1.16 billion at June 30, 2009, compared to June 30, 2008. The Company has not experienced any increased demand outside its ordinary course of business from its customers to withdraw deposits as a result of recent developments in the financial institution industry.

*Liquidity*



Our liquidity position refers to our ability to maintain cash flows sufficient to fund operations and to meet obligations and other commitments in a timely fashion. We believe that our liquidity position is more than sufficient to meet our operating expenses, borrowing needs and other obligations for 2009. As of June 30, 2009, we had \$31.5 million in cash and cash equivalents and approximately \$306.3 million in available borrowing capacity from various sources including the Federal Home Loan Bank ( FHLB ), the Federal Reserve Bank of San Francisco ( FRB ), and Federal funds facilities with several financial institutions. The Company also had \$5.9 million in unpledged investment securities available at June 30, 2009.

### *Lending*

Our lending business originates primarily through our branch offices located in our primary market. The economy in our primary service area has weakened throughout 2008 and 2009, causing the Company to experience loan contraction in the first and second quarters of 2009. Commercial loans account for 39% of the total loan portfolio, and commercial real estate loans (of which 50% are owner occupied) account for 36% of the portfolio. Land and construction loans decreased \$25.8 million from December 31, 2008, and account for 20% of the portfolio. We will continue to use and improve existing products to expand market share at current locations.

Table of Contents

***Net Interest Income***

The management of interest income and expense is fundamental to the performance of the Company. Net interest income, the difference between interest income and interest expense, is the largest component of the Company's total revenue. Management closely monitors both total net interest income and the net interest margin (net interest income divided by average earning assets).

Because of our focus on commercial lending to closely held businesses, the Company will continue to have a high percentage of floating rate loans and other assets. Given the current volume, mix and repricing characteristics of our interest-bearing liabilities and interest-earning assets, we believe our interest rate spread is expected to increase in a rising rate environment, and decrease in a declining interest rate scenario.

The Company, through its asset and liability policies and practices, seeks to maximize net interest income without exposing the Company to an excessive level of interest rate risk. Interest rate risk is managed by monitoring the pricing, maturity and repricing options of all classes of interest bearing assets and liabilities. This is discussed in more detail under *Liquidity and Asset/Liability Management*. In addition, we believe there are measures and initiatives we can take to improve the net interest margin, including increasing loan rates, adding floors on floating rate loans, reducing nonperforming assets, managing deposit interest rates, and reducing higher cost deposits.

From March 18, 2008 through December 16, 2008, the Board of Governors of the Federal Reserve System reduced short-term interest rates by 275 basis points. This decrease in short-term rates immediately affected the rates applicable to the majority of the Company's loans. While the decrease in interest rates also lowered the cost of interest bearing deposits, which represents the Company's primary funding source, these deposits tend to price more slowly than floating rate loans. The rapid, substantial drop in the short-term interest rates, including the prime rate, has significantly compressed the Company's net interest margin.

The net interest margin is also adversely impacted by the reversal of interest on nonaccrual loans, and the reinvestment of loan payoffs into lower yielding Treasury securities and other short-term investments.

***Management of Credit Risk***

We continue to proactively identify, quantify, and actively manage our problem loans. Early identification of problem loans and potential future losses will enable us to resolve credit issues with potentially less risk and ultimate losses. Because of our focus on business banking, loans to single borrowing entities are often larger than would be found in a more consumer oriented bank with many smaller, more homogeneous loans. The average size of our loan relationships makes the Company more susceptible to larger losses. As a result of this concentration of larger risks, the Company has maintained an allowance for loan losses which is higher than might be indicated by its actual historic loss experience.

A complete discussion of the management of credit risk appears under *Provision for Loan Losses* and *Allowance for Loan Losses*.



Table of Contents

***Noninterest Income***

While net interest income remains the largest single component of total revenues, noninterest income is an important component. Prior to the third quarter of 2007, a significant percentage of the Company's noninterest income was associated with its SBA lending activity, consisting of gains on the sale of loans sold in the secondary market and servicing income from loans sold with servicing retained. From the third quarter of 2007 through the second quarter of 2009, the Company retained most of its SBA production. In the second quarter of 2009, \$20.5 million of SBA loans were transferred to loans held-for-sale to potentially enhance liquidity and improve noninterest income in future periods. Other sources of noninterest income include: loan servicing fees, service charges and fees, and company owned life insurance income.

***Noninterest Expense***

Management considers the control of operating expenses to be a critical element of the Company's performance. Over the last three years the Company has undertaken several initiatives to reduce its noninterest expense and improve its efficiency. Nonetheless, noninterest expense increased in the second quarter and first half of 2009 compared to the same periods in 2008, due to a substantial increase in FDIC insurance costs, increased professional fees and loan workout expense. The Company's efficiency ratio was 90.90% and 89.94% in the second quarter and first half of 2009, respectively, compared with 74.51% and 73.45 for the same periods in 2008. The efficiency ratio increased in 2009 primarily due to compression of the Company's net interest margin.

***Capital Management***

Heritage Commerce Corp and Heritage Bank of Commerce meet the regulatory definition of "well-capitalized" at June 30, 2009. As part of its asset and liability process, the Company continually assesses its capital position to take into consideration growth, expected earnings, risk profile and potential corporate activities that it may choose to pursue.

As of June 30, 2009, HBC's total risk-based capital ratio was 11.7%, compared to the 10% regulatory requirement for well-capitalized banks. Our Tier 1 risk-based capital ratio of 10.5% and our leverage ratio of 9.5% as of June 30, 2009 also significantly exceeded regulatory guidelines for well-capitalized banks. On November 21, 2008, the Company issued to the U.S. Treasury under its Capital Purchase Program 40,000 shares of Series A Preferred Stock and warrants to purchase 462,963 shares of common stock at an exercise price of \$12.96 for \$40 million. The terms of the U.S. Treasury TARP Capital Purchase Program could reduce investment returns to our shareholders by restricting dividends to common shareholders, diluting existing shareholders' interests, and restricting capital management practices.

To preserve the capital of the Company in support of its banking activities during this challenging economy, the Board of Directors suspended common stock dividends, beginning in the first quarter of 2009. The Company accrued \$500,000 of dividends in the second quarter of 2009 on the preferred stock issued to the U.S. Treasury under the TARP Capital Purchase Program.

In addition to the quarterly dividend payments on our preferred stock, we also service the interest payments on our outstanding trust preferred subordinated debt securities.



Table of Contents

**RESULTS OF OPERATIONS**

The Company earns income from two primary sources. Our primary source of revenue is net interest income, which is interest income generated by earning assets less interest expense on interest-bearing liabilities. Our second source of revenue is noninterest income, which primarily consists of loan servicing fees, customer service charges and fees, and Company-owned life insurance income. The majority of the Company's noninterest expenses are operating costs that relate to providing a full range of banking services to our customers.

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

The level of net interest income depends on several factors in combination, including yields on earning assets, the cost of interest-bearing liabilities, the relative volumes of earning assets and interest-bearing liabilities, and the mix of products which comprise the Company's earning assets, deposits, and other interest-bearing liabilities. To maintain its net interest margin, the Company must manage the relationship between interest earned and paid.

The following Distribution, Rate and Yield table presents the average amounts outstanding for the major categories of the Company's balance sheet, the average interest rates earned or paid thereon, and the resulting net interest margin on average interest earning assets for the periods indicated. Average balances are based on daily averages.

Table of Contents**Distribution, Rate and Yield**

| NET INTEREST INCOME AND NET INTEREST MARGIN<br>(in \$000 s, unaudited) | For the Three Months Ended<br>June 30, 2009 |                                |                           | For the Three Months Ended<br>June 30, 2008 |                                |                           |
|------------------------------------------------------------------------|---------------------------------------------|--------------------------------|---------------------------|---------------------------------------------|--------------------------------|---------------------------|
|                                                                        | Average<br>Balance                          | Interest<br>Income/<br>Expense | Average<br>Yield/<br>Rate | Average<br>Balance                          | Interest<br>Income/<br>Expense | Average<br>Yield/<br>Rate |
| <b>Assets:</b>                                                         |                                             |                                |                           |                                             |                                |                           |
| Loans, gross                                                           | \$ 1,206,479                                | \$ 14,862                      | 4.94%                     | \$ 1,170,274                                | \$ 17,250                      | 5.93%                     |
| Securities                                                             | 107,158                                     | 958                            | 3.59%                     | 131,428                                     | 1,433                          | 4.39%                     |
| Interest bearing deposits in other financial institutions              | 6,828                                       | 4                              | 0.23%                     | 470                                         | 2                              | 1.71%                     |
| Federal funds sold                                                     | 139                                         |                                | 0.00%                     | 2,815                                       | 14                             | 2.00%                     |
| Total interest earning assets                                          | 1,320,604                                   | 15,824                         | 4.81%                     | 1,304,987                                   | 18,699                         | 5.76%                     |
| Cash and due from banks                                                | 23,090                                      |                                |                           | 35,476                                      |                                |                           |
| Premises and equipment, net                                            | 9,380                                       |                                |                           | 9,144                                       |                                |                           |
| Goodwill and other intangible assets                                   | 47,189                                      |                                |                           | 47,860                                      |                                |                           |
| Other assets                                                           | 56,899                                      |                                |                           | 58,929                                      |                                |                           |
| Total assets                                                           | \$ 1,457,162                                |                                |                           | \$ 1,456,396                                |                                |                           |
| <b>Liabilities and shareholders equity:</b>                            |                                             |                                |                           |                                             |                                |                           |
| <b>Deposits:</b>                                                       |                                             |                                |                           |                                             |                                |                           |
| Demand, interest bearing                                               | \$ 134,141                                  | 79                             | 0.24%                     | \$ 155,130                                  | 367                            | 0.95%                     |
| Savings and money market                                               | 346,847                                     | 662                            | 0.77%                     | 467,428                                     | 1,862                          | 1.60%                     |
| Time deposits, under \$100                                             | 44,612                                      | 259                            | 2.33%                     | 34,507                                      | 271                            | 3.16%                     |
| Time deposits, \$100 and over                                          | 169,954                                     | 718                            | 1.69%                     | 174,534                                     | 1,363                          | 3.14%                     |
| Brokered time deposits                                                 | 199,655                                     | 1,676                          | 3.37%                     | 77,900                                      | 793                            | 4.09%                     |
| Notes payable to subsidiary grantor trusts                             | 23,702                                      | 487                            | 8.24%                     | 23,702                                      | 526                            | 8.93%                     |
| Securities sold under agreement to repurchase                          | 30,000                                      | 227                            | 3.03%                     | 35,890                                      | 255                            | 2.86%                     |
| Note payable                                                           |                                             |                                | N/A                       | 10,407                                      | 75                             | 2.90%                     |
| Other short-term borrowings                                            | 43,099                                      | 27                             | 0.25%                     | 39,187                                      | 219                            | 2.25%                     |
| Total interest bearing liabilities                                     | 992,010                                     | 4,135                          | 1.67%                     | 1,018,685                                   | 5,731                          | 2.26%                     |
| Demand, noninterest bearing                                            | 255,011                                     |                                |                           | 260,361                                     |                                |                           |
| Other liabilities                                                      | 28,745                                      |                                |                           | 28,690                                      |                                |                           |
| Total liabilities                                                      | 1,275,766                                   |                                |                           | 1,307,736                                   |                                |                           |
| Shareholders equity:                                                   | 181,396                                     |                                |                           | 148,660                                     |                                |                           |
| Total liabilities and shareholders equity                              | \$ 1,457,162                                |                                |                           | \$ 1,456,396                                |                                |                           |
| Net interest income / margin                                           |                                             | \$ 11,689                      | 3.55%                     |                                             | \$ 12,968                      | 4.00%                     |

Note: Yields and amounts earned on loans include loan fees and costs. Nonaccrual loans are included in the average balance calculation above.

Table of Contents

| NET INTEREST INCOME AND NET INTEREST MARGIN<br>(in \$000 s, unaudited) | For the Six Months Ended<br>June 30, 2009 |                                |                           | For the Six Months Ended<br>June 30, 2008 |                                |                           |
|------------------------------------------------------------------------|-------------------------------------------|--------------------------------|---------------------------|-------------------------------------------|--------------------------------|---------------------------|
|                                                                        | Average<br>Balance                        | Interest<br>Income/<br>Expense | Average<br>Yield/<br>Rate | Average<br>Balance                        | Interest<br>Income/<br>Expense | Average<br>Yield/<br>Rate |
| <b>Assets:</b>                                                         |                                           |                                |                           |                                           |                                |                           |
| Loans, gross                                                           | \$ 1,221,329                              | \$ 29,892                      | 4.94%                     | \$ 1,122,940                              | \$ 35,605                      | 6.38%                     |
| Securities                                                             | 108,655                                   | 1,957                          | 3.63%                     | 134,619                                   | 2,934                          | 4.38%                     |
| Interest bearing deposits in other financial institutions              | 6,021                                     | 8                              | 0.27%                     | 768                                       | 9                              | 2.36%                     |
| Federal funds sold                                                     | 157                                       |                                | 0.00%                     | 3,611                                     | 46                             | 2.56%                     |
| Total interest earning assets                                          | 1,336,162                                 | 31,857                         | 4.81%                     | 1,261,938                                 | 38,594                         | 6.15%                     |
| Cash and due from banks                                                | 23,786                                    |                                |                           | 37,017                                    |                                |                           |
| Premises and equipment, net                                            | 9,424                                     |                                |                           | 9,208                                     |                                |                           |
| Goodwill and other intangible assets                                   | 47,269                                    |                                |                           | 47,976                                    |                                |                           |
| Other assets                                                           | 54,141                                    |                                |                           | 59,156                                    |                                |                           |
| Total assets                                                           | \$ 1,470,782                              |                                |                           | \$ 1,415,295                              |                                |                           |
| <b>Liabilities and shareholders equity:</b>                            |                                           |                                |                           |                                           |                                |                           |
| <b>Deposits:</b>                                                       |                                           |                                |                           |                                           |                                |                           |
| Demand, interest bearing                                               | \$ 135,223                                | 178                            | 0.27%                     | \$ 151,800                                | 968                            | 1.28%                     |
| Savings and money market                                               | 346,851                                   | 1,454                          | 0.85%                     | 472,009                                   | 4,751                          | 2.02%                     |
| Time deposits, under \$100                                             | 45,356                                    | 555                            | 2.47%                     | 34,566                                    | 591                            | 3.44%                     |
| Time deposits, \$100 and over                                          | 173,377                                   | 1,592                          | 1.85%                     | 160,633                                   | 2,753                          | 3.45%                     |
| Brokered time deposits                                                 | 201,791                                   | 3,645                          | 3.64%                     | 62,508                                    | 1,311                          | 4.22%                     |
| Notes payable to subsidiary grantor trusts                             | 23,702                                    | 987                            | 8.40%                     | 23,702                                    | 1,083                          | 9.19%                     |
| Securities sold under agreement to repurchase                          | 31,354                                    | 469                            | 3.02%                     | 29,027                                    | 410                            | 2.84%                     |
| Note payable                                                           | 5,110                                     | 82                             | 3.24%                     | 5,780                                     | 84                             | 2.92%                     |
| Other short-term borrowings                                            | 41,370                                    | 54                             | 0.26%                     | 39,566                                    | 571                            | 2.90%                     |
| Total interest bearing liabilities                                     | 1,004,134                                 | 9,016                          | 1.81%                     | 979,591                                   | 12,522                         | 2.57%                     |
| Demand, noninterest bearing                                            | 254,250                                   |                                |                           | 254,767                                   |                                |                           |
| Other liabilities                                                      | 28,997                                    |                                |                           | 27,393                                    |                                |                           |
| Total liabilities                                                      | 1,287,381                                 |                                |                           | 1,261,751                                 |                                |                           |
| Shareholders equity:                                                   | 183,401                                   |                                |                           | 153,544                                   |                                |                           |
| Total liabilities and shareholders equity                              | \$ 1,470,782                              |                                |                           | \$ 1,415,295                              |                                |                           |
| Net interest income / margin                                           |                                           | \$ 22,841                      | 3.45%                     |                                           | \$ 26,072                      | 4.15%                     |

Note: Yields and amounts earned on loans include loan fees and costs. Nonaccrual loans are included in the average balance calculation above.

The following Volume and Rate Variances table sets forth the dollar difference in interest earned and paid for each major category of interest-earning assets and interest-bearing liabilities for the noted periods, and the amount of such change attributable to changes in average balances (volume) or changes in average interest rates. Volume variances are equal to the increase or decrease in the average balance times the prior period rate, and rate variances are equal to the increase or decrease in the average rate times the prior period average balance. Variances attributable to both rate and volume changes are equal to the change in rate times the change in average balance and are included below in the average volume column.



Table of Contents**Volume and Rate Variances**

|                                                           | <b>Three Months Ended June 30,<br/>2009 vs. 2008</b> |                                              |            | <b>Net<br/>Change</b> |
|-----------------------------------------------------------|------------------------------------------------------|----------------------------------------------|------------|-----------------------|
|                                                           | <b>Average<br/>Volume</b>                            | <b>Increase (Decrease) Due to Change In:</b> |            |                       |
|                                                           |                                                      | <b>Average<br/>Rate</b>                      |            |                       |
|                                                           |                                                      | <b>(Dollars in thousands)</b>                |            |                       |
| <b>Income from interest earning assets:</b>               |                                                      |                                              |            |                       |
| Loans, gross                                              | \$                                                   | 448                                          | \$ (2,836) | \$ (2,388)            |
| Securities                                                |                                                      | (218)                                        | (257)      | (475)                 |
| Interest bearing deposits in other financial institutions |                                                      | 4                                            | (2)        | 2                     |
| Federal funds sold                                        |                                                      |                                              | (14)       | (14)                  |
| Total interest income from interest earnings assets       | \$                                                   | 234                                          | \$ (3,109) | \$ (2,875)            |
| <b>Expense on interest bearing liabilities:</b>           |                                                      |                                              |            |                       |
| Demand, interest bearing                                  | \$                                                   | (14)                                         | \$ (274)   | \$ (288)              |
| Savings and money market                                  |                                                      | (235)                                        | (965)      | (1,200)               |
| Time deposits, under \$100                                |                                                      | 58                                           | (70)       | (12)                  |
| Time deposits, \$100 and over                             |                                                      | (17)                                         | (628)      | (645)                 |
| Brokered time deposits                                    |                                                      | 1,021                                        | (138)      | 883                   |
| Notes payable to subsidiary grantor trusts                |                                                      |                                              | (39)       | (39)                  |
| Securities sold under agreement to repurchase             |                                                      | (44)                                         | 16         | (28)                  |
| Note payable                                              |                                                      |                                              | (75)       | (75)                  |
| Other short-term borrowings                               |                                                      | 3                                            | (195)      | \$ (192)              |
| Total interest expense on interest bearing liabilities    | \$                                                   | 772                                          | \$ (2,368) | \$ (1,596)            |
| Net interest income                                       | \$                                                   | (538)                                        | \$ (741)   | \$ (1,279)            |

Table of Contents

|                                                           | <b>Six Months Ended June 30,<br/>2009 vs. 2008</b> |                                              |                       |
|-----------------------------------------------------------|----------------------------------------------------|----------------------------------------------|-----------------------|
|                                                           | <b>Average<br/>Volume</b>                          | <b>Increase (Decrease) Due to Change In:</b> |                       |
|                                                           |                                                    | <b>Average<br/>Rate</b>                      | <b>Net<br/>Change</b> |
|                                                           |                                                    | <b>(Dollars in thousands)</b>                |                       |
| <b>Income from interest earning assets:</b>               |                                                    |                                              |                       |
| Loans, gross                                              | \$ 2,383                                           | \$ (8,096)                                   | \$ (5,713)            |
| Securities                                                | (466)                                              | (511)                                        | (977)                 |
| Interest bearing deposits in other financial institutions | 7                                                  | (8)                                          | (1)                   |
| Federal funds sold                                        |                                                    | (46)                                         | (46)                  |
| Total interest income from interest earnings assets       | \$ 1,924                                           | \$ (8,661)                                   | \$ (6,737)            |
| <b>Expense on interest bearing liabilities:</b>           |                                                    |                                              |                       |
| Demand, interest bearing                                  | \$ (25)                                            | \$ (765)                                     | \$ (790)              |
| Savings and money market                                  | (536)                                              | (2,761)                                      | (3,297)               |
| Time deposits, under \$100                                | 132                                                | (168)                                        | (36)                  |
| Time deposits, \$100 and over                             | 118                                                | (1,279)                                      | (1,161)               |
| Brokered time deposits                                    | 2,517                                              | (183)                                        | 2,334                 |
| Notes payable to subsidiary grantor trusts                |                                                    | (96)                                         | (96)                  |
| Securities sold under agreement to repurchase             | 34                                                 | 25                                           | 59                    |
| Note payable                                              | (11)                                               | 9                                            | (2)                   |
| Other short-term borrowings                               | 3                                                  | (520)                                        | (517)                 |
| Total interest expense on interest bearing liabilities    | \$ 2,232                                           | \$ (5,738)                                   | \$ (3,506)            |
| Net interest income                                       | \$ (308)                                           | \$ (2,923)                                   | \$ (3,231)            |

The Company's net interest margin, expressed as a percentage of average earning assets, decreased to 3.55% and 3.45% for the quarter and six months ended June of 2009 compared to 4.00% and 4.15% for the same periods in 2008, respectively. A substantial portion of the Company's earning assets are variable-rate loans that re-price when the Company's prime lending rate is changed, versus a large base of core deposits that are generally slower to re-price. This causes the Company's balance sheet to be asset-sensitive, which means that all else being equal, the Company's net interest margin will be lower during periods when short-term interest rates are falling and higher when rates are rising. The decline in the net interest margin reflects the decrease in the federal funds target rate of 275 basis points from March 18, 2008 through December 16, 2008. To a lesser extent, the net interest margin was also affected by an increase in nonaccrual loans and reinvestment of net loan payoffs into lower yielding securities.

Net interest income in the second quarter of 2009 decreased to \$11.7 million, or 10% from \$13.0 million in the second quarter of 2008. The decrease in 2009 was primarily due to the variable rate loan yields decreasing by 99 basis points while the cost of total interest-bearing liabilities only decreased by 59 basis points. This decrease was partially offset by an increase in average loans (including loans held-for-sale) of \$36 million in the second quarter of 2009 over the average in the second quarter of 2008.

Net interest income in the first half of 2009 decreased to \$22.8 million, or 12% from \$26.1 million in the first half of 2008. The decrease in 2009 was primarily due to the variable rate loan yields decreasing by 144 basis points while the cost of total interest bearing liabilities only decreased by 76 basis points. This decrease was partially offset by an increase in average loans (including loans held-for-sale) of \$98 million in the first half of 2009 over the average in the first half of 2008.

Table of Contents***Provision for Loan Losses***

Credit risk is inherent in the business of making loans. The Company maintains an allowance for loan losses through charges to earnings, which are shown in the income statement as the provision for loan losses. Specifically identifiable and quantifiable losses are immediately charged off against the allowance. The loan loss provision is determined by conducting a quarterly evaluation of the adequacy of the Company's allowance for loan losses and charging the shortfall, if any, to the current quarter's expense. This has the effect of creating variability in the amount and frequency of charges to the Company's earnings. The loan loss provision and level of allowance for each period are dependent upon many factors, including loan growth, net charge-offs, changes in the composition of the loan portfolio, delinquencies, management's assessment of the quality of the loan portfolio, the valuation of problem loans and the general economic conditions in the Company's market area.

The Company had a provision for loan losses of \$10.7 million for the quarter ended June 30, 2009 and \$21.1 million for the six months ended June 30, 2009. The Company had a provision for loan losses of \$7.8 million for the quarter ended June 30, 2008 and \$9.5 million for the six months ended June 30, 2008. The significant increase in loan loss provisions in 2009 reflects a higher volume of classified and nonperforming loans and increased loan charge-offs caused by challenging conditions in the commercial and residential housing market, turmoil in the financial markets, and the prolonged downturn in the overall economy. During the first six months of 2009, loan loss provisions for our commercial real estate and land and residential construction loans were caused by the sustained weakness in the real estate market, evidenced by low sales volume and/or properties selling at discounted values. We believe credit challenges could continue throughout 2009, particularly for our residential and commercial land and construction loan portfolios. We continue to aggressively monitor delinquencies and proactively review the credit exposure of our loan portfolio to minimize and mitigate potential losses.

Provisions for loan losses are charged to income to bring the allowance for credit losses to a level deemed appropriate by the Company based on the factors discussed under Allowance for Loan Losses.

***Noninterest Income***

The following table sets forth the various components of the Company's noninterest income for the periods indicated:

|                                                    | For the Three Months Ended |                  | Increase (decrease) |         |
|----------------------------------------------------|----------------------------|------------------|---------------------|---------|
|                                                    | 2009                       | June 30,<br>2008 | Amount              | Percent |
|                                                    | (Dollars in thousands)     |                  |                     |         |
| Service charges and fees on deposit accounts       | 537                        | 537              |                     | 0%      |
| Servicing income                                   | 408                        | 377              | 31                  | 8%      |
| Increase in cash surrender value of life insurance | 415                        | 418              | (3)                 | -1%     |
| Other                                              | 241                        | 460              | (219)               | -48%    |
| Total noninterest income                           | \$ 1,601                   | \$ 1,792         | \$ (191)            | -11%    |

Table of Contents

|                                                    | For the Six Months Ended<br>June 30, |          | Increase (decrease)<br>2009 versus 2008 |         |
|----------------------------------------------------|--------------------------------------|----------|-----------------------------------------|---------|
|                                                    | 2009                                 | 2008     | Amount                                  | Percent |
|                                                    | (Dollars in thousands)               |          |                                         |         |
| Service charges and fees on deposit accounts       | 1,108                                | 952      | 156                                     | 16%     |
| Servicing income                                   | 828                                  | 856      | (28)                                    | -3%     |
| Increase in cash surrender value of life insurance | 827                                  | 816      | 11                                      | 1%      |
| Other                                              | 461                                  | 682      | (221)                                   | -32%    |
| Total noninterest income                           | \$ 3,224                             | \$ 3,306 | \$ (82)                                 | -2%     |

Other noninterest income was lower in the second quarter and first half of 2009 compared to the same periods in 2008, primarily due to lower credit card commissions and cash management fees.

Service charges and fees on deposit accounts were higher in the first six months of 2009 compared to 2008, due to fewer waived fees and increased fees from accounts that are service charged by analysis of services provided less an earnings credit on the account balance. Lower interest rates generally result in lower earnings credits and higher net fees for services provided to these clients.

Historically, a significant percentage of the Company's noninterest income has been associated with its SBA lending activity, as gain on the sale of loans sold in the secondary market and servicing income from loans sold with servicing rights retained. From the third quarter of 2007 through the second quarter of 2009, the Company changed its strategy regarding its SBA loan business by retaining new SBA production in lieu of selling the loans. Reflecting the strategic shift to retain SBA loan production, there were no gains from sales of loans for the six months ended June 30, 2009 or 2008. The Company transferred \$20.5 million of SBA loans to loans held-for-sale in the second quarter of 2009. Subject to market conditions, the Company plans to sell these loans, as well as a portion of new SBA loans, to potentially enhance its liquidity position and improve noninterest income in future periods.

The servicing assets that result from the sale of SBA loans, with servicing retained, are amortized over the expected term of the loans using a method approximating the interest method. Servicing income generally declines as the respective loans are repaid.

The increase in cash surrender value of life insurance approximates a 4.11% after tax yield on the policies. To realize this tax advantaged yield, the policies must be held until death of the insured individuals, who are current and former officers and directors of the Company.

***Noninterest Expense***

The following table sets forth the various components of the Company's noninterest expense for the periods indicated:

Table of Contents

|                                       | For the Three Months Ended<br>June 30, |           | Increase (decrease)<br>2009 versus 2008 |         |
|---------------------------------------|----------------------------------------|-----------|-----------------------------------------|---------|
|                                       | 2009                                   | 2008      | Amount                                  | Percent |
|                                       | (Dollars in thousands)                 |           |                                         |         |
| Salaries and employee benefits        | \$ 5,643                               | \$ 5,970  | \$ (327)                                | -5%     |
| Professional fees                     | 1,229                                  | 980       | 249                                     | 25%     |
| Regulatory assessments                | 1,220                                  | 196       | 1,024                                   | 522%    |
| Occupancy                             | 815                                    | 866       | (51)                                    | -6%     |
| Loan workout expense                  | 298                                    | 5         | 293                                     | 5840%   |
| Data processing                       | 260                                    | 253       | 7                                       | 3%      |
| Software subscriptions                | 217                                    | 203       | 14                                      | 7%      |
| Low income housing investment expense | 210                                    | 243       | (33)                                    | -14%    |
| Client services                       | 159                                    | 209       | (50)                                    | -24%    |
| Furniture and equipment               | 157                                    | 178       | (21)                                    | -12%    |
| Advertising and promotion             | 106                                    | 243       | (137)                                   | -56%    |
| Other                                 | 1,766                                  | 1,652     | 114                                     | 7%      |
| Total noninterest expense             | \$ 12,080                              | \$ 10,998 | \$ 1,082                                | 10%     |

|                                       | For the Six Months Ended<br>June 30, |           | Increase (decrease)<br>2009 versus 2008 |         |
|---------------------------------------|--------------------------------------|-----------|-----------------------------------------|---------|
|                                       | 2009                                 | 2008      | Amount                                  | Percent |
|                                       | (Dollars in thousands)               |           |                                         |         |
| Salaries and employee benefits        | \$ 12,101                            | \$ 12,029 | \$ 72                                   | 1%      |
| Professional fees                     | 2,142                                | 1,645     | 497                                     | 30%     |
| Regulatory assessments                | 1,959                                | 388       | 1,571                                   | 405%    |
| Occupancy                             | 1,585                                | 1,768     | (183)                                   | -10%    |
| Loan workout expense                  | 304                                  | 14        | 290                                     | 2071%   |
| Data processing                       | 489                                  | 498       | (9)                                     | -2%     |
| Software subscriptions                | 413                                  | 412       | 1                                       | 0%      |
| Low income housing investment expense | 424                                  | 453       | (29)                                    | -6%     |
| Client services                       | 304                                  | 433       | (129)                                   | -30%    |
| Furniture and equipment               | 303                                  | 395       | (92)                                    | -23%    |
| Advertising and promotion             | 224                                  | 423       | (199)                                   | -47%    |
| Other                                 | 3,194                                | 3,120     | 74                                      | 2%      |
| Total noninterest expense             | \$ 23,442                            | \$ 21,578 | \$ 1,864                                | 9%      |

Table of Contents

The following table indicates the percentage of noninterest expense in each category:

|                                       | 2009      | For The Three Months Ended June 30,        |           | 2008 | Percent of Total |
|---------------------------------------|-----------|--------------------------------------------|-----------|------|------------------|
|                                       |           | Percent of Total<br>(Dollars in thousands) |           |      |                  |
| Salaries and employee benefits        | \$ 5,643  | 47%                                        | \$ 5,970  | 54%  |                  |
| Professional fees                     | 1,229     | 10%                                        | 980       | 9%   |                  |
| Regulatory assessments                | 1,220     | 10%                                        | 196       | 2%   |                  |
| Occupancy                             | 815       | 7%                                         | 866       | 8%   |                  |
| Loan workout expense                  | 298       | 3%                                         | 5         | 0%   |                  |
| Data processing                       | 260       | 2%                                         | 253       | 2%   |                  |
| Software subscriptions                | 217       | 2%                                         | 203       | 2%   |                  |
| Low income housing investment expense | 210       | 2%                                         | 243       | 2%   |                  |
| Client services                       | 159       | 1%                                         | 209       | 2%   |                  |
| Furniture and equipment               | 157       | 1%                                         | 178       | 2%   |                  |
| Advertising and promotion             | 106       | 1%                                         | 243       | 2%   |                  |
| Other                                 | 1,766     | 14%                                        | 1,652     | 15%  |                  |
| Total noninterest expense             | \$ 12,080 | 100%                                       | \$ 10,998 | 100% |                  |

|                                       | 2009      | For The Six Months Ended June 30,          |           | 2008 | Percent of Total |
|---------------------------------------|-----------|--------------------------------------------|-----------|------|------------------|
|                                       |           | Percent of Total<br>(Dollars in thousands) |           |      |                  |
| Salaries and employee benefits        | \$ 12,101 | 52%                                        | \$ 12,029 | 56%  |                  |
| Professional fees                     | 2,142     | 9%                                         | 1,645     | 8%   |                  |
| Regulatory assessments                | 1,959     | 8%                                         | 388       | 2%   |                  |
| Occupancy                             | 1,585     | 7%                                         | 1,768     | 8%   |                  |
| Loan workout expense                  | 304       | 1%                                         | 14        | 0%   |                  |
| Data processing                       | 489       | 2%                                         | 498       | 2%   |                  |
| Software subscriptions                | 413       | 2%                                         | 412       | 2%   |                  |
| Low income housing investment expense | 424       | 2%                                         | 453       | 2%   |                  |
| Client services                       | 304       | 1%                                         | 433       | 2%   |                  |
| Furniture and equipment               | 303       | 1%                                         | 395       | 2%   |                  |
| Advertising and promotion             | 224       | 1%                                         | 423       | 2%   |                  |
| Other                                 | 3,194     | 14%                                        | 3,120     | 14%  |                  |
| Total noninterest expense             | \$ 23,442 | 100%                                       | \$ 21,578 | 100% |                  |

The \$327,000 decrease in salaries and employee benefits in the second quarter of 2009, compared to the second quarter of 2008, was primarily due to the reduction in full-time equivalent employees and lower accrued bonuses, partially offset by a decrease in capitalized loan origination costs. Full-time equivalent employees were 217 and 234

Table of Contents

at June 30, 2009 and 2008, respectively. Bonus expense was \$277,000 in the second quarter of 2009, compared to \$588,000 in the second quarter of 2008. Compensation costs related to successful loan originations are deferred and amortized over the lives of the respective loans as a yield adjustment. Compensation capitalized as loan origination costs was \$738,000 and \$1.2 million in the second quarter of 2009 and 2008, respectively, reflecting substantially lower new loan volume in 2009. Salaries and employee benefits increased \$72,000 in the first six months of 2009, compared to the first six months of 2008, primarily due to less capitalized loan origination costs, partially offset by lower accrued bonuses. Compensation capitalized as loan origination costs was \$1.4 million and \$2.3 million in the first six months of 2009 and 2008, respectively. Bonus expense was \$447,000 in the first six months of 2009, compared to \$1.1 million in the first six months of 2008.

Professional fees increased \$249,000 for the quarter ended June 30, 2009 and increased \$497,000 for the six months ended June 30, 2009 from the same periods in 2008. The increase in professional fees was primarily due to legal fees related to loan workouts, the branch acquisition transaction that was terminated in the second quarter of 2009 and SEC filings. More frequent testing for goodwill impairment, with the assistance of a valuation firm, also increased professional fees in 2009 compared to 2008.

Regulatory assessments increased 522%, or \$1.0 million, for the quarter ended June 30, 2009 and increased 405%, or \$1.6 million, for the six months ended June 30, 2009 from the same periods in 2008. The increase in regulatory assessments is primarily due to the recent increases in the FDIC deposit assessment rate, including a \$657,000 charge for the FDIC special assessment as of June 30, 2009. The enactment of the Emergency Economic Stabilization Act in October 2008 temporarily raised the basic limit of federal deposit insurance coverage from \$100,000 to \$250,000 per depositor and fully insured all noninterest bearing deposit accounts until December 31, 2009. Effective May 22, 2009, the FDIC issued a final rule imposing a special emergency assessment on all insured institutions of 5 basis points. The special assessment is based on total assets minus Tier 1 capital as of June 30, 2009 and is payable on September 30, 2009. The final rule also permits the FDIC to impose an emergency special assessment after June 30, 2009, of up to 5 basis points if necessary, to help maintain public confidence in the federal deposit insurance system. As a result of these regulations, we anticipate our deposit insurance premiums to further increase throughout the remainder of 2009.

Occupancy, furniture and equipment decreased \$72,000 and \$275,000 in the second quarter and first six months of 2009, respectively, compared to the same periods in 2008 primarily due to the consolidation of our two offices in Los Altos in the third quarter of 2008.

Loan workout expense was \$298,000 in the second quarter of 2009, compared to \$5,000 in the second quarter of 2008, and \$6,000 in the first quarter of 2009, due to increased levels of nonperforming loans.

Client services decreased \$50,000 for the quarter ended June 30, 2009 and decreased \$129,000 for the six months ended June 30, 2009 from the same periods in 2008, primarily due to a reduction in deposit balances for these accounts.

Advertising and promotion decreased \$137,000 for the quarter ended June 30, 2009 and decreased \$199,000 for the six months ended June 30, 2009 from the same periods in 2008, as result of management's effort to control costs.

*Income Tax Expense*

The Company computes its provision for income taxes on a monthly basis. The effective tax rate is determined by applying the Company's statutory income tax rates to pre-tax book income as adjusted for permanent differences between pre-tax book income and actual taxable income. These permanent differences include, but are not limited to, tax-exempt interest income, increases in the cash surrender value of life insurance policies, California Enterprise Zone deductions, certain expenses that are not allowed as tax deductions, and tax credits.

The Company's Federal and state income tax benefit for the quarter and six months ended 2009 was \$4.1 million, and \$9.2 million, respectively, as compared to income tax benefit of \$955,000 and \$271,000 million for the same periods in 2008. The negative effective income tax rate for the quarter ended June 30, 2009 was due to the pre-tax loss. The following table shows the effective income tax rates for the second quarter and first six months of 2009 and 2008:



Table of Contents

|                           | For the Three Months Ended<br>June 30, |        | For the Six Months Ended<br>June 30, |        |
|---------------------------|----------------------------------------|--------|--------------------------------------|--------|
|                           | 2009                                   | 2008   | 2009                                 | 2008   |
| Effective income tax rate | -43.3%                                 | -23.7% | -49.5%                               | -16.4% |

The difference in the effective tax rate compared to the combined federal and state statutory tax rate of 42% is primarily the result of the Company's investment in life insurance policies whose earnings are not subject to taxes, tax credits related to investments in low income housing limited partnerships and investments in tax-free municipal loans and securities.

Tax-exempt interest income is generated primarily by the Company's investments in state, county and municipal loans and securities, which provided \$84,000 and \$63,000 in federal tax-exempt income in the second quarter of 2009 and 2008, respectively. Although not reflected in the investment portfolio, the Company also has total investments of \$5.9 million in low-income housing limited partnerships as of June 30, 2009. These investments have generated annual tax credits of approximately \$1.1 million in each of the years ended December 31, 2008 and 2007. The investments are expected to generate an additional \$5.2 million in aggregate tax credits from 2009 through 2016; however, the amount of the credits are dependent upon the occupancy level of the housing projects and income of the tenants and cannot be projected with certainty.

Some items of income and expense are recognized in different years for tax purposes than when applying generally accepted accounting principles. These temporary differences comprise the deferred portion of the Company's tax expense, which is accumulated on the Company's books as a deferred tax asset or deferred tax liability until such time as they reverse. As of June 30, 2009, the Company had a net deferred tax asset of approximately \$21.7 million.

**FINANCIAL CONDITION**

As of June 30, 2009, total assets were \$1.44 billion, compared to \$1.49 billion as of June 30, 2008 and \$1.50 billion as of December 31, 2008. Total securities available-for-sale (at fair value) were \$101.8 million, a decrease of 13% from \$116.6 million the year before. SBA loans totaling \$20.5 million were transferred to loans held-for-sale at June 30, 2009, in anticipation of loan sales. The total loan portfolio (excluding loans held-for-sale) was \$1.16 billion, a decrease of 4% from \$1.21 billion at June 30, 2008, and a decrease of 7% from \$1.25 billion at December 31, 2008. Total deposits remained flat at \$1.16 billion as of June 30, 2009, compared to a year ago and increased from \$1.15 billion at December 31, 2008. Securities sold under agreement to repurchase decreased \$5.0 million, or 14%, to \$30.0 million at June 30, 2009, from \$35.0 million at June 30, 2008 and December 31, 2008.

***Securities Portfolio***

The following table reflects the estimated fair values for each category of securities at the dates indicated:

|                                               | 2009 | June 30,<br>2008 | December 31,<br>2008 |
|-----------------------------------------------|------|------------------|----------------------|
| Securities available-for-sale (at fair value) |      |                  |                      |

(Dollars in thousands)

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|                                     |    |         |    |         |    |         |
|-------------------------------------|----|---------|----|---------|----|---------|
| U.S. Treasury                       | \$ | 29,494  | \$ | 13,070  | \$ | 19,496  |
| U.S. Government Sponsored Entities  |    | 6,574   |    | 19,658  |    | 8,696   |
| Mortgage-Backed Securities          |    | 59,621  |    | 73,111  |    | 69,036  |
| Municipals - Tax Exempt             |    | 326     |    | 3,640   |    | 701     |
| Collateralized Mortgage Obligations |    | 5,822   |    | 7,115   |    | 6,546   |
| Total Securities Available-for-Sale | \$ | 101,837 | \$ | 116,594 | \$ | 104,475 |

Table of Contents

The following table summarizes the maturities or weighted average life and weighted average yields of securities at June 30, 2009:

|                                               | Within One Year |       | After One and |       | June 30, 2009<br>Maturity<br>After Five and |       | After Ten Years |       | Total      |       |
|-----------------------------------------------|-----------------|-------|---------------|-------|---------------------------------------------|-------|-----------------|-------|------------|-------|
|                                               | Amount          | Yield | Amount        | Yield | Amount                                      | Yield | Amount          | Yield | Amount     | Yield |
| (Dollars in thousands)                        |                 |       |               |       |                                             |       |                 |       |            |       |
| Securities available-for-sale (at fair value) |                 |       |               |       |                                             |       |                 |       |            |       |
| U.S. Treasury                                 | \$ 29,494       | 0.58% | \$            |       | \$                                          |       | \$              |       | \$ 29,494  | 0.58% |
| U.S. Government Sponsored Entities            | 6,574           | 5.07% |               |       |                                             |       |                 |       | 6,574      | 5.07% |
| Mortgage-Backed Securities                    | 1,053           | 2.74% | 50,267        | 4.15% | 6,220                                       | 4.57% | 2,081           | 5.54% | 59,621     | 4.22% |
| Municipals - Tax Exempt                       | 326             | 4.16% |               |       |                                             |       |                 |       | 326        | 4.16% |
| Collateralized Mortgage Obligations           | 1,311           | 1.80% | 4,511         | 5.84% |                                             |       |                 |       | 5,822      | 4.93% |
| Total Securities Available-for-Sale           | \$ 38,758       | 1.47% | \$ 54,778     | 4.29% | \$ 6,220                                    | 4.57% | \$ 2,081        | 5.54% | \$ 101,837 | 3.26% |

The securities portfolio is the second largest component of the Company's interest earning assets, and the structure and composition of this portfolio is important to any analysis of the financial condition of the Company. The portfolio serves the following purposes: (i) it can be readily reduced in size to provide liquidity for loan balance increases or deposit decreases; (ii) it provides a source of pledged assets for securing certain deposits and borrowed funds, as may be required by law or by specific agreement with a depositor or lender; (iii) it can be used as an interest rate risk management tool, since it provides a large base of assets, the maturity and interest rate characteristics of which can be changed more readily than the loan portfolio to better match changes in the deposit base and other funding sources of the Company; (iv) it is an alternative interest-earning use of funds when loan demand is weak or when deposits grow more rapidly than loans; and (v) it can enhance the Company's tax position by providing partially tax exempt income.

The Company's securities are all currently classified under existing accounting rules as available-for-sale to allow flexibility for the management of the portfolio. FASB Statement 115 requires available-for-sale securities to be marked to fair value with an offset to accumulated other comprehensive income, a component of shareholders' equity. Monthly adjustments are made to reflect changes in the fair value of the Company's available-for-sale securities.

The Company's portfolio is currently composed primarily of: (i) U.S. Treasury securities and Government Sponsored Entities' debt securities for liquidity and pledging; (ii) mortgage-backed securities, which in many instances can also be used for pledging and which generally enhance the yield of the portfolio; (iii) municipal obligations, which provide tax-free income and limited pledging potential; and (iv) collateralized mortgage obligations, which generally enhance the yield of the portfolio.

Except for U.S. Treasury securities and debt obligations of U.S. Government sponsored entities, no securities of a single issuer exceeded 10% of shareholders' equity at June 30, 2009. The Company has no direct exposure to subprime loans or securities, nor does it own any Fannie Mae or Freddie Mac equity securities. The Company has not used interest rate swaps or other derivative instruments to hedge fixed rate loans or securities to otherwise mitigate interest rate risk.

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In the second quarter of 2009, the securities portfolio declined by \$14.8 million, or 13%, and decreased to 7% of total assets at June 30, 2009 from 8% at June 30, 2008, and declined by \$2.6 million, or 3%, from December 31, 2008. U.S. Treasury and U.S. Government Sponsored Entity securities increased to 35% of the portfolio at June 30, 2009 from 28% at June 30, 2008 and 27% at December 31, 2008. The increase was primarily due to purchases of U.S. Government Sponsored Entity securities. Municipal securities, mortgage-backed securities and collateralized mortgage obligations remained fairly constant in the portfolio in the second

Table of Contents

quarter of 2009 compared to the second quarter of 2008. The Company's mortgage-backed securities and collateralized mortgage obligations are primarily U.S. Government Sponsored Entity instruments. We do not deem these securities to be other than temporarily impaired as of June 30, 2009.

**Loans**

The Company's loans represent the largest portion of invested assets, substantially greater than the securities portfolio or any other asset category, and the quality and diversification of the loan portfolio is an important consideration when reviewing the Company's financial condition.

Gross loans represented 81% of total assets at June 30, 2009 and June 30, 2008 and represented 83% of total assets at December 31, 2008. The ratio of loans to deposits decreased to 99.8% at June 30, 2009 from 104.2% at June 30, 2008 and 108.2% at December 31, 2008. Demand for loans has weakened within the Company's markets due to the current economic environment. To help ensure that we remain competitive, we make every effort to be flexible and creative in our approach to structuring loans.

The Loan Distribution table that follows sets forth the Company's gross loans outstanding and the percentage distribution in each category at the dates indicated.

**Loan Distribution**

|                                     | June 30, 2009          |            | June 30, 2008 |            | December 31, 2008 |            |
|-------------------------------------|------------------------|------------|---------------|------------|-------------------|------------|
|                                     | Balance                | % to Total | Balance       | % to Total | Balance           | % to Total |
|                                     | (Dollars in thousands) |            |               |            |                   |            |
| Commercial                          | \$ 457,981             | 39%        | \$ 509,887    | 42%        | \$ 525,080        | 42%        |
| Real estate - mortgage              | 412,430                | 36%        | 403,526       | 33%        | 405,530           | 33%        |
| Real estate - land and construction | 230,798                | 20%        | 243,731       | 20%        | 256,567           | 21%        |
| Home equity                         | 55,372                 | 5%         | 45,991        | 4%         | 55,490            | 4%         |
| Consumer                            | 3,596                  | 0%         | 4,686         | 1%         | 4,310             | 0%         |
| Total loans                         | 1,160,177              | 100%       | 1,207,821     | 100%       | 1,246,977         | 100%       |
| Deferred loan costs                 | 1,489                  |            | 1,301         |            | 1,654             |            |
| Loans, including deferred costs     | 1,161,666              | 100%       | 1,209,122     | 100%       | 1,248,631         | 100%       |
| Allowance for loan losses           | (31,398)               |            | (20,865)      |            | (25,007)          |            |
| Loans, net                          | \$ 1,130,268           |            | \$ 1,188,257  |            | \$ 1,223,624      |            |

The Company's loan portfolio is concentrated in commercial loans, primarily manufacturing, wholesale, and services, and real estate mortgage loans, with the balance in land development, construction and home equity and consumer loans. The decrease in the Company's loan portfolio in 2009 is due to loans transferred to loans held-for-sale, diminished loan demand, loan participations sold, and loan payoffs exceeding draw downs of loan commitments. Loan production increased in real estate mortgages as the Company financed short-term residential mortgages to third party buyers for some of the construction loan projects and a \$6.7 million construction loan was funded. Home equity loans increased in 2009

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from the second quarter of 2008, but decreased slightly from the fourth quarter of 2008. Outstanding loan balances to total loan commitments were 77% at June 30, 2009, compared to 72% at June 30, 2008, and 74% at December 31, 2008, which is partially due to decreases in unfunded commitments as lines of credit are reduced. The Company does not have any concentrations by industry or group of industries in its loan portfolio, however, 60% of its gross loans were secured by real property as of June 30, 2009, compared to 58% as of June 30, 2008, and 57% as of December 31, 2008. While no specific industry concentration is considered significant, the Company's lending operations are located in areas that are dependent on the technology and real estate industries and their supporting companies.

The Company's commercial loans are made for working capital, financing the purchase of equipment or for other business purposes. Such loans include loans with maturities ranging from thirty days to one year and term loans with maturities normally ranging from one to five years. Short-term business loans are generally intended to finance current transactions and typically provide for periodic principal payments, with interest payable monthly. Term loans normally provide for floating interest rates, with monthly payments of both principal and interest.

Table of Contents

The Company is an active participant in the SBA and U.S. Department of Agriculture guaranteed lending programs, and has been approved by the SBA as a lender under the Preferred Lender Program. The Company regularly makes such guaranteed loans (collectively referred to as SBA loans). Prior to third quarter of 2007, the guaranteed portion of these loans were sold in the secondary market depending on market conditions. Once it was determined that these loans would be sold, these loans were classified as held for sale and carried at the lower of cost or market. When the guaranteed portion of an SBA loan was sold, the Company retained the servicing rights for the sold portion. From the third quarter of 2007 through the first quarter of 2009, the Company changed its strategy regarding its SBA loan business by retaining new SBA production in lieu of selling the loans. During the second quarter of 2009, the Company transferred \$20.5 million of SBA loans to loans held-for-sale. Subject to market conditions, the Company plans to sell these loans, as well as at least a portion of new SBA loans, to enhance its liquidity and improve noninterest income in future periods.

As of June 30, 2009, real estate mortgage loans of \$412.4 million consist primarily of adjustable and fixed rate loans secured by deeds of trust on commercial property. The real estate mortgage loans at June 30, 2009 consist of \$204.4 million, or 50%, of owner occupied properties, \$195.1 million, or 47%, of investment properties, and \$12.9 million, or 3% in other properties. Properties securing the commercial real estate mortgage loans are primarily located in the Company's market, which is the Greater San Francisco Bay Area. Real estate values in the Greater San Francisco Bay Area have declined significantly in the residential market in 2008 and 2009. While the commercial real estate market has not seen the same level of declines as the residential market in the Greater San Francisco Bay Area, it has declined. The Company's borrowers could be impacted by a further downturn in these sectors of the economy, which could adversely impact the borrowers' ability to repay their loans.

The Company's real estate term loans consist primarily of loans based on the borrower's cash flow and are secured by deeds of trust on commercial and residential property to provide a secondary source of repayment. The Company generally restricts real estate term loans to no more than 80% of the property's appraised value or the purchase price of the property during the initial underwriting of the credit, depending on the type of property and its utilization. The Company offers both fixed and floating rate loans. Maturities on such loans are generally between five and ten years (with amortization ranging from fifteen to twenty-five years and a balloon payment due at maturity); however, SBA and certain other real estate loans that can be sold in the secondary market may be granted for longer maturities.

The Company's land and construction loans are primarily to finance the development/construction of commercial and single family residential properties. The Company utilizes underwriting guidelines to assess the likelihood of repayment from sources such as sale of the property or permanent mortgage financing prior to making the construction loan.

The Company makes consumer loans for the purpose of financing automobiles, various types of consumer goods, and other personal purposes. Consumer loans generally provide for the monthly payment of principal and interest. Most of the Company's consumer loans are secured by the personal property being purchased or, in the instances of home equity loans or lines, real property.

Additionally, the Company makes home equity lines of credit available to its clients. Home equity lines of credit are underwritten with a maximum 70% loan to value ratio. Home equity lines are reviewed at least semiannually, with specific emphasis on loans with a loan to value ratio greater than 70% and loans that were underwritten from mid 2005 through 2008, when real estate values were at the peak in the cycle. The Company takes measures to work with customers to reduce line commitments and minimize potential losses. There have been no adverse classifications to date as a result of the review.

With certain exceptions, state chartered banks are permitted to make extensions of credit to any one borrowing entity up to 15% of the bank's capital and reserves for unsecured loans and up to 25% of the bank's capital and reserves for secured loans. For HBC, these lending limits were \$33.1 million and \$55.1 million at June 30, 2009.





Table of Contents*Loan Maturities*

The following table presents the maturity distribution of the Company's loans as of June 30, 2009. The table shows the distribution of such loans between those loans with predetermined (fixed) interest rates and those with variable (floating) interest rates. Floating rates generally fluctuate with changes in the prime rate as reflected in the western edition of The Wall Street Journal. As of June 30, 2009, approximately 71% of the Company's loan portfolio consisted of floating interest rate loans.

|                                     | Due in<br>One Year<br>or Less | Over One<br>Year But<br>Less than<br>Five Years | Over<br>Five Years | Total        |
|-------------------------------------|-------------------------------|-------------------------------------------------|--------------------|--------------|
|                                     | (Dollars in thousands)        |                                                 |                    |              |
| Commercial                          | \$ 356,464                    | \$ 34,667                                       | \$ 66,850          | \$ 457,981   |
| Real estate - mortgage              | 143,612                       | 204,053                                         | 64,765             | 412,430      |
| Real estate - land and construction | 210,489                       | 20,309                                          |                    | 230,798      |
| Home equity                         | 51,712                        | 581                                             | 3,079              | 55,372       |
| Consumer                            | 3,469                         | 127                                             |                    | 3,596        |
| Loans                               | \$ 765,746                    | \$ 259,737                                      | \$ 134,694         | \$ 1,160,177 |
| Loans with variable interest rates  | \$ 690,989                    | \$ 72,176                                       | \$ 60,317          | \$ 823,482   |
| Loans with fixed interest rates     | 74,757                        | 187,561                                         | 74,377             | 336,695      |
| Loans                               | \$ 765,746                    | \$ 259,737                                      | \$ 134,694         | \$ 1,160,177 |

*Loan Servicing*

As of June 30, 2009 and 2008, \$141.7 million and \$158.6 million, respectively, in SBA loans were serviced by the Company for others. Activity for loan servicing rights was as follows:

|                             | For the Three Months Ended<br>June 30, |          | For the Six Months Ended<br>June 30, |          |
|-----------------------------|----------------------------------------|----------|--------------------------------------|----------|
|                             | 2009                                   | 2008     | 2009                                 | 2008     |
|                             | (Dollars in thousands)                 |          |                                      |          |
| Beginning of period balance | \$ 867                                 | \$ 1,550 | \$ 1,013                             | \$ 1,754 |
| Additions                   |                                        |          |                                      |          |
| Amortization                | (122)                                  | (243)    | (268)                                | (447)    |
| End of period balance       | \$ 745                                 | \$ 1,307 | \$ 745                               | \$ 1,307 |

Loan servicing rights are included in Accrued Interest and Other Assets on the consolidated balance sheets and reported net of amortization. There was no valuation allowance as of June 30, 2009 and 2008, as the fair market value of the assets was greater than the carrying value.

Table of Contents

Activity for the I/O strip receivable was as follows:

|                                | For the Three Months Ended<br>June 30, |          | For the Six Months Ended<br>June 30, |          |
|--------------------------------|----------------------------------------|----------|--------------------------------------|----------|
|                                | 2009                                   | 2008     | 2009                                 | 2008     |
|                                | (Dollars in thousands)                 |          |                                      |          |
| Beginning of period balance    | \$ 2,252                               | \$ 2,247 | \$ 2,247                             | \$ 2,332 |
| Additions                      |                                        |          |                                      |          |
| Amortization                   | (85)                                   | (491)    | (189)                                | (653)    |
| Unrealized holding gain (loss) | (56)                                   | 172      | 53                                   | 249      |
| End of period balance          | \$ 2,111                               | \$ 1,928 | \$ 2,111                             | \$ 1,928 |

**Nonperforming Assets**

Financial institutions generally have a certain level of exposure to credit quality risk, and could potentially receive less than a full return of principal and interest if a debtor becomes unable or unwilling to repay. Since loans are the most significant assets of the Company and generate the largest portion of its revenues, the Company's management of credit quality risk is focused primarily on loan quality. Banks have generally suffered their most severe earnings declines as a result of customers' inability to generate sufficient cash flow to service their debts and/or downturns in national and regional economies which have brought about declines in overall property values. In addition, certain debt securities that the Company may purchase have the potential of declining in value if the obligor's financial capacity to repay deteriorates.

To help minimize credit quality concerns, we have established a sound approach to credit that includes well-defined goals and objectives and well-documented credit policies and procedures. The policies and procedures identify market segments, set goals for portfolio growth or contraction, and establish limits on industry and geographic credit concentrations. In addition, these policies establish the Company's underwriting standards and the methods of monitoring ongoing credit quality. The Company's internal credit risk controls are centered in underwriting practices, credit granting procedures, training, risk management techniques, and familiarity with loan customers as well as the relative diversity and geographic concentration of our loan portfolio.

The Company's credit risk may also be affected by external factors such as the level of interest rates, employment, general economic conditions, real estate values, and trends in particular industries or geographic markets. As an independent community bank serving a specific geographic area, the Company must contend with the unpredictable changes of the general California and, particularly, primary local markets. The Company's asset quality has suffered in the past from the impact of national and regional economic recessions, consumer bankruptcies, and depressed real estate values.

Nonperforming assets are comprised of the following: loans for which the Company is no longer accruing interest; loans 90 days or more past due and still accruing interest (although they are generally placed on nonaccrual when they become 90 days past due, unless they are both well secured and in the process of collection); and other real estate owned (OREO) from foreclosures. Management's classification of a loan as nonaccrual is an indication that there is reasonable doubt as to the full recovery of principal or interest on the loan. At that point, the Company stops accruing interest income, reverses any uncollected interest that had been accrued as income, and begins recognizing interest income only as cash interest payments are received as long as the collection of all outstanding principal is not in doubt. The loans may or may not be collateralized, and collection efforts are pursued. Loans may be restructured by management when a borrower has experienced some change in financial status causing an inability to meet the original repayment terms and where the Company believes the borrower will eventually overcome those circumstances and make full restitution. OREO consists of properties acquired by foreclosure or similar means that

management is offering or will offer for sale. As of June 30, 2009, we had six OREO properties with a carrying value of \$3.1 million.

Table of Contents

The following table summarizes the Company's nonperforming assets at the dates indicated:

|                                                                                  | 2009      | June 30,<br>2008<br>(Dollars in thousands) | December 31,<br>2008 |
|----------------------------------------------------------------------------------|-----------|--------------------------------------------|----------------------|
| Nonaccrual loans                                                                 | \$ 57,889 | \$ 12,226                                  | \$ 39,981            |
| Loans 90 days past due and still accruing                                        | 786       | 1,488                                      | 460                  |
| Total nonperforming loans                                                        | 58,675    | 13,714                                     | 40,441               |
| Other real estate owned                                                          | 3,062     | 580                                        | 660                  |
| Total nonperforming assets                                                       | \$ 61,737 | \$ 14,294                                  | \$ 41,101            |
| Nonperforming assets as a percentage of total loans plus other real estate owned | 5.30%     | 1.18%                                      | 3.30%                |

Primarily due to the general economic slowdown and a softening of the real estate market, nonperforming assets at June 30, 2009 increased \$47.4 million, from June 30, 2008 levels. Nonperforming assets increased by \$20.6 million or 50%, compared to December 31, 2008 and increased \$4.9 million or 9% from March 31, 2009. The increase in nonperforming assets in the second quarter of 2009 was primarily in commercial and land and construction loans. Both the general economic slowdown and soft real estate markets are expected to continue throughout 2009 in some geographic sub-markets and price points. Real estate assets within the revised federal mortgage guidelines have become available to refinance and investors are coming to the market to purchase commercial real estate assets, but at higher investor returns than have been in the market historically.

***Allowance for Loan Losses***

The allowance for loan losses is an estimate of the losses in our loan portfolio. The allowance is based on two basic principles of accounting: (1) Statement of Financial Accounting Standards (Statement) No. 5 Accounting for Contingencies, which requires that losses be accrued when they are probable of occurring and estimable and (2) Statement No. 114, Accounting by Creditors for Impairment of a Loan, which requires that losses be accrued based on the differences between the impaired loan balance and value of collateral, if the loan is collateral dependent, or present value of future cash flows or values that are observable in the secondary market.

Management conducts a critical evaluation of the loan portfolio at least quarterly. This evaluation includes periodic loan by loan review for certain loans to evaluate the level of impairment, as well as reviews of other loans (either individually or in pools) based on an assessment of the following factors: past loan loss experience, known and inherent risks in the portfolio, adverse situations that may affect the borrower's ability to repay, collateral values, loan volumes and concentrations, size and complexity of the loans, recent loss experience in particular segments of the portfolio, bank regulatory examination and independent loan review results, and current economic conditions in the Company's marketplace, in particular the state of the technology industry and the real estate market. This process attempts to assess the risk of loss inherent in the portfolio by segregating loans into the following categories for purposes of determining an appropriate level of the allowance: Pass through Special Mention, Substandard, Substandard Nonaccrual, Doubtful and Loss.

Loans are charged-off against the allowance when management believes that the uncollectibility of the loan balance is confirmed. The Company's methodology for assessing the appropriateness of the allowance consists of several key elements, which include the formula allowance and specific allowances.

Specific allowances are established for impaired loans. Management considers a loan to be impaired when it is probable that the Company will be unable to collect all amounts due according to the original contractual terms of the loan agreement, including scheduled interest payments. When a loan is considered to be impaired, the amount of impairment is measured based on the fair value of the collateral, less costs to sell, if the loan is collateral dependent or on the present value of expected future cash flows or values that are observable in the secondary market. If the measure of the impaired loans is less than the

Table of Contents

investment in the loan, the deficiency will be charged-off against the allowance for loan losses or, alternatively, a specific allocation within the allowance will be established. Loans that are considered impaired are specifically excluded from the formula portion of the allowance for loan losses analysis.

The formula portion of the allowance is calculated by applying loss factors to pools of outstanding loans. The Company updated its methodology for the formula portion of the allowance in the second quarter of 2009. Previously, loss factors were based on the Company's historical loss experience, adjusted for significant factors that, in management's judgment, affected the collectability of the portfolio as of the evaluation date. The adjustment factors for the formula allowance included existing general economic and business conditions affecting the key lending areas of the Company, in particular the real estate market, credit quality trends, collateral values, loan volumes and concentrations, and the technology industry and specific industry conditions within portfolio segments, recent loss experience in particular segments of the portfolio, duration of the current business cycle, and bank regulatory examination results. The evaluation of the inherent loss with respect to these conditions is subject to a higher degree of uncertainty.

In 2009, the estimated loss factors for pools of loans that are not impaired are based on determining the probability of default and loss given default for loans within each segment of the portfolio, adjusted for significant factors that, in management's judgment, affect collectability as of the evaluation date. The adjustment factors are similar to the factors considered under the previous methodology. The Company's historical delinquency experience and loss experience are utilized to determine the probability of default and loss given default for segments of the portfolio where the Company has experienced losses in the past, such as commercial loans and construction and land development loans. For segments of the portfolio where the Company has no significant prior loss experience, such as real estate mortgage loans (no charge-offs from 2004 through 2008), the Company uses quantifiable observable industry data to determine the probability of default and loss given default.

As of December 31, 2008 and March 31, 2009, management estimated losses for pools of loans that are not impaired using both the updated and prior methodologies, and the results were similar. Management believes the updated methodology is more refined in its calculations and considerably more efficient to use, and discontinued the prior methodology after March 31, 2009.

Loans that demonstrate a weakness, for which there is a possibility of loss if the weakness is not corrected, are categorized as classified. Classified loans include all loans considered as substandard, substandard-nonaccrual, doubtful, and loss and may result from problems specific to a borrower's business or from economic downturns that affect the borrower's ability to repay or that cause a decline in the value of the underlying collateral (particularly real estate). The principal balance of classified loans was \$171.8 million at June 30, 2009, \$155.7 million at March 31, 2009, and \$73.0 million at June 30, 2008. With a continuing downturn in the economic environment, management of the level of classified loans will continue to be a focus for executive management, the lending staff and the Company's Special Assets Department until these levels subside.

It is the policy of management to maintain the allowance for loan losses at a level adequate for risks inherent in the loan portfolio. On an ongoing basis, we have engaged an outside firm to independently assess our methodology and perform independent credit reviews of our loan portfolio. The Company's credit review consultants, the Federal Reserve Bank (FRB) and the State of California Department of Financial Institutions (DFI) also review the allowance for loan losses as an integral part of the examination process. Based on information currently available, management believes that the allowance for loan losses is adequate. However, the loan portfolio can be adversely affected if California economic conditions and the real estate market in the Company's market area were to further weaken. Also, any weakness of a prolonged nature in the technology industry would have a negative impact on the local market. The effect of such events, although uncertain at this time, could result in an increase in the level of nonperforming loans and increased loan losses, which could adversely affect the Company's future growth and profitability. No assurance of the ultimate level of credit losses can be given with any certainty.



Table of Contents

The following table summarizes the Company's loan loss experience, as well as provisions and charges to the allowance for loan losses and certain pertinent ratios for the periods indicated:

|                                                  | For the Six Months Ended<br>June 30, |           | For the Year Ended<br>December 31, |         |
|--------------------------------------------------|--------------------------------------|-----------|------------------------------------|---------|
|                                                  | 2009                                 | 2008      | 2008                               |         |
|                                                  | (Dollars in thousands)               |           |                                    |         |
| Balance, beginning of period / year              | \$ 25,007                            | \$ 12,218 | \$                                 | 12,218  |
| Net (charge-offs) recoveries                     | (14,733)                             | (803)     |                                    | (2,748) |
| Provision for loan losses                        | 21,124                               | 9,450     |                                    | 15,537  |
| Balance, end of period / year                    | \$ 31,398                            | \$ 20,865 | \$                                 | 25,007  |
| <b>RATIOS:</b>                                   |                                      |           |                                    |         |
| Net charge-offs to average loans                 | 2.43%                                | 0.14%     |                                    | 0.23%   |
| Allowance for loan losses to total loans         | 2.70%                                | 1.73%     |                                    | 2.00%   |
| Allowance for loan losses to nonperforming loans | 53.51%                               | 152.14%   |                                    | 61.84%  |

Historical net loan charge-offs are not necessarily indicative of the amount of net charge-offs that the Company will realize in the future.

**Goodwill**

Goodwill resulted from the acquisition of Diablo Valley Bank and represents the excess of the purchase price over the fair value of acquired tangible assets and liabilities and identifiable intangible assets. Goodwill is assessed at least annually, as of November 30, for impairment with the assistance of a valuation firm. Any such impairment will be recognized in the period identified. Goodwill is tested for impairment at the reporting unit level. A reporting unit is an operating segment or one level below an operating segment for which discrete financial information is available and regularly reviewed by management. If the fair value of the reporting unit including goodwill is determined to be less than the carrying amount of the reporting unit, a further test is required to measure the amount of impairment. If an impairment loss exists, the carrying amount of goodwill is adjusted to a new cost basis. For purposes of the goodwill impairment test, the valuation of the Company is based on a weighted blend of the income method (discounted cash flows), market approach considering key pricing multiples of similar control transactions, and market price analysis of the Company's stock. Management believes the multiples and other assumptions used in these calculations are consistent with current industry practice for valuing similar types of companies. Because of concerns about the Company's stock price and declining stock prices in the banking industry in general, goodwill was tested for impairment as of March 31 and June 30, 2009 with the assistance of a valuation firm. Based on this assessment, management concluded that there was no impairment of goodwill at March 31 or June 30, 2009.

**Deposits**

The composition and cost of the Company's deposit base are important components in analyzing the Company's net interest margin and balance sheet liquidity characteristics, both of which are discussed in greater detail in other sections herein. Our net interest margin is improved to the extent that growth in deposits can be concentrated in historically lower-cost deposits such as non-interest-bearing demand, NOW accounts, savings accounts and money market deposit accounts. The Company's liquidity is impacted by the volatility of deposits and other funding



sources or, in other words, by the propensity of that money to leave the institution for rate-related or other reasons. Deposits can be adversely affected if economic conditions in California, and the Company's market area in

Table of Contents

particular, continue to weaken. Potentially, the most volatile deposits in a financial institution are jumbo certificates of deposit, meaning time deposits with balances that equal or exceed \$100,000, as customers with balances of that magnitude are typically more rate-sensitive than customers with smaller balances.

The following table summarizes the distribution of deposits and the percentage of distribution in each category of deposits for the periods indicated:

|                               | June 30, 2009 |            | June 30, 2008          |            | December 31, 2008 |            |
|-------------------------------|---------------|------------|------------------------|------------|-------------------|------------|
|                               | Balance       | % to Total | Balance                | % to Total | Balance           | % to Total |
|                               |               |            | (Dollars in thousands) |            |                   |            |
| Demand, noninterest bearing   | \$ 258,464    | 22%        | \$ 262,813             | 23%        | \$ 261,337        | 22%        |
| Demand, interest bearing      | 134,318       | 12%        | 145,151                | 12%        | 134,814           | 12%        |
| Savings and money market      | 331,444       | 28%        | 435,754                | 38%        | 344,767           | 30%        |
| Time deposits, under \$100    | 43,772        | 4%         | 33,911                 | 3%         | 45,615            | 4%         |
| Time deposits, \$100 and over | 170,858       | 15%        | 173,766                | 15%        | 171,269           | 15%        |
| Brokered time deposits        | 224,691       | 19%        | 108,623                | 9%         | 196,248           | 17%        |
| Total deposits                | \$ 1,163,547  | 100%       | \$ 1,160,018           | 100%       | \$ 1,154,050      | 100%       |

The Company obtains deposits from a cross-section of the communities it serves. The Company is not dependent upon funds from sources outside the United States. At June 30, 2009 and 2008, less than 4% and 2% of deposits were from public sources, respectively. At December 31, 2008, less than 4% of deposits were from public sources.

The increase in deposits was primarily due to an increase in brokered deposits. The Company had brokered deposits totaling approximately \$224.7 million, \$108.6 million and \$196.2 million at June 30, 2009, June 30, 2008 and December 31, 2008 respectively. These brokered deposits generally mature within one to three years.

Heritage Bank of Commerce is a member of the Certificate of Deposit Account Registry Service ( CDARS ) program. The CDARS program allows customers with deposits in excess of FDIC insured limits to obtain coverage on time deposits through a network of banks within the CDARS program. Deposits gathered through this program have been considered brokered deposits under regulatory guidelines. Deposits in the CDARS program totaled \$14.2 million at June 30, 2009, and \$11.7 million at December 31, 2008. There were no deposits in the CDARS program at June 30, 2008.

The following table indicates the maturity schedule of the Company's time deposits of \$100,000 or more as of June 30, 2009:

|                                       | June 30, 2009          |            |
|---------------------------------------|------------------------|------------|
|                                       | Balance                | % of Total |
|                                       | (Dollars in thousands) |            |
| Three months or less                  | \$ 123,872             | 31%        |
| Over three months through six months  | 86,398                 | 22%        |
| Over six months through twelve months | 67,335                 | 17%        |

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|                    |    |         |      |
|--------------------|----|---------|------|
| Over twelve months |    | 116,760 | 30%  |
| Total              | \$ | 394,365 | 100% |

The Company focuses primarily on providing and servicing business deposit accounts that are frequently over \$100,000 in average balance per account. As a result, certain types of business clients that the Company serves typically carry average deposits in excess of \$100,000. The account activity for some account types and client types necessitates appropriate liquidity management practices by the Company to help ensure its ability to fund deposit withdrawals.

Table of Contents***Return on Equity and Assets***

The following table indicates the ratios for return on average assets and average equity, dividend payout, and average equity to average assets for the second quarter and six months ended June 30, 2009 and 2008:

|                                        | Three Months Ended<br>June 30, |         | Six Months Ended<br>June 30, |          |
|----------------------------------------|--------------------------------|---------|------------------------------|----------|
|                                        | 2009                           | 2008    | 2009                         | 2008     |
| Return on average assets               | -1.48%                         | -0.85%  | -1.28%                       | -0.20%   |
| Return on average tangible assets      | -1.53%                         | -0.88%  | -1.32%                       | -0.20%   |
| Return on average equity               | -11.90%                        | -8.34%  | -10.27%                      | -1.81%   |
| Return on average tangible equity      | -16.08%                        | -12.30% | -13.83%                      | -2.63%   |
| Dividend payout ratio (1)              | N/A                            | -31.64% | -2.25%                       | -144.88% |
| Average equity to average assets ratio | 12.45%                         | 10.21%  | 12.47%                       | 10.85%   |

(1) Percentage is calculated based on dividends paid on common stock divided by net income (loss) available to common shareholders.

***Off-Balance Sheet Arrangements***

In the normal course of business, the Company makes commitments to extend credit to its customers as long as there are no violations of any conditions established in contractual arrangements. These commitments are obligations that represent a potential credit risk to the Company, yet are not reflected on the Company's consolidated balance sheets. Total unused commitments to extend credit were \$360.5 million at June 30, 2009, as compared to \$465.3 million at June 30, 2008. Unused commitments represented 31% and 39% of outstanding gross loans at June 30, 2009 and 2008, respectively.

The effect on the Company's revenues, expenses, cash flows and liquidity from the unused portion of the commitments to provide credit cannot be reasonably predicted, because there is no certainty that lines of credit and letters of credit will ever be fully utilized. The following table presents the Company's commitments to extend credit as of June 30, 2009, and December 31, 2008:

|                              | June 30,<br>2009       | December 31,<br>2008 |
|------------------------------|------------------------|----------------------|
|                              | (Dollars in thousands) |                      |
| Commitments to extend credit | \$ 338,102             | \$ 414,312           |
| Standby letters of credit    | 22,354                 | 22,260               |
|                              | \$ 360,456             | \$ 436,572           |

***Liquidity and Asset/Liability Management***

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Liquidity refers to the Company's ability to maintain cash flows sufficient to fund operations and to meet obligations and other commitments in a timely and cost effective fashion. At various times the Company requires funds to meet short term cash requirements brought about by loan growth or deposit outflows, the purchase of assets, or liability repayments. An integral part of the Company's ability to manage its liquidity position appropriately is the Company's large base of core deposits, which are generated by offering traditional banking services in its service area and which have, historically, been a stable source of funds. To manage liquidity needs properly, cash inflows must be timed to coincide with anticipated outflows or sufficient liquidity resources must be available to meet varying demands. The Company manages liquidity to be able to meet unexpected sudden changes in levels of its assets or deposit liabilities without maintaining excessive amounts of balance sheet liquidity. Excess

Table of Contents

balance sheet liquidity can negatively impact the Company's interest margin. In order to meet short-term liquidity needs, the Company utilizes overnight Federal funds purchase arrangements and other borrowing arrangements with correspondent banks, solicits brokered deposits if cost effective deposits are not available from local sources and maintains collateralized lines of credit with the FHLB and the FRB. In addition, the Company can raise cash for temporary needs by selling securities under agreements to repurchase and selling securities available-for-sale.

During 2008, the Company experienced a tightening in its liquidity position as a result of significant loan growth, which was partially funded by an increase in brokered deposits. Since December 31, 2008, the Company had loan contraction of \$66 million, including loans held-for-sale, and it has experienced a modest improvement in its liquidity position.

***Federal Home Loan Bank and Federal Reserve Bank Borrowings & Available Lines of Credit***

The Company has off-balance sheet liquidity in the form of Federal funds purchase arrangements with correspondent banks, including the Federal Home Loan Bank ( FHLB ) and Federal Reserve Bank ( FRB ). The Company can borrow from the FHLB on a short-term (typically overnight) or long-term (over one year) basis. At June 30, 2009, the Company had \$15 million of overnight borrowings from the FHLB, bearing interest at 0.11%. At June 30, 2008, the Company had \$81 million of overnight borrowings from the FHLB, which was the maximum amount available, bearing interest at 2.87%. At December 31, 2008, the Company had \$55 million of overnight borrowings, bearing interest at 0.05%. The Company had \$279.1 million of loans pledged to the FHLB as collateral on an available line of credit of \$145.5 million at June 30, 2009.

The Company can also borrow from FRB's discount window. The Company had \$178.6 million of loans pledged to the FRB as collateral on an available line of credit of \$116.1 million at June 30, 2009, none of which was outstanding.

At June 30, 2009, June 30, 2008, and December 31, 2008, Heritage Bank of Commerce had Federal funds purchase arrangements available of \$45 million, \$50 million, and \$65 million, respectively.

The Company also had a \$15 million line of credit with a correspondent bank, of which \$12 million was outstanding as of June 30, 2008, and \$15 million was outstanding as of December 31, 2008. The Company repaid the line of credit in March 2009.

We also utilize securities sold under repurchase agreements to manage our liquidity position. Repurchase agreements are accounted for as collateralized financial transactions and are secured by mortgage-backed securities carried at amortized cost of approximately \$32.9 million at June 30, 2009. Repurchase agreements totaled \$30.0 million at June 30, 2009, compared to \$35.0 million at June 30, 2008, and December 31, 2008.

The following table summarizes the Company's borrowings under its Federal funds purchased, security repurchase arrangements and lines of credit for the periods indicated:

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|                                             | 2009                   | June 30,<br>2008 | December 31,<br>2008 |
|---------------------------------------------|------------------------|------------------|----------------------|
|                                             | (Dollars in thousands) |                  |                      |
| Average balance year-to-date                | \$ 77,834              | \$ 74,373        | \$ 90,511            |
| Average interest rate year-to-date          | 1.57%                  | 2.88%            | 2.50%                |
| Maximum month-end balance during the period | \$ 122,000             | \$ 133,000       | \$ 105,000           |
| Average rate at June 30                     | 1.65%                  | 2.62%            | 2.27%                |

Because most of the growth in loans in 2008 was funded with deposits, other liquidity ratios tracked by the Company, such as unfunded loan commitments to secondary reserves ratio, have been slightly outside of policy guidelines for several months. We continue to watch these ratios closely, and expect that these ratios will revert back within guidelines.

**Capital Resources**

The Company uses a variety of measures to evaluate capital adequacy. Management reviews various capital measurements on a regular basis and takes appropriate action to ensure that such measurements are within established

Table of Contents

internal and external guidelines. The external guidelines, which are issued by the Federal Reserve Board and the FDIC, establish a risk-adjusted ratio relating capital to different categories of assets and off-balance sheet exposures. There are two categories of capital under the Federal Reserve Board and FDIC guidelines: Tier 1 and Tier 2 Capital. Our Tier 1 Capital currently consists of total shareholders' equity (excluding accumulated other comprehensive income or loss) and the proceeds from the issuance of trust preferred securities (trust preferred securities are counted only up to a maximum of 25% of Tier 1 capital), less intangible assets and disallowed deferred tax assets. Our Tier 2 Capital includes the allowances for loan losses and off balance sheet credit losses.

The following table summarizes risk-based capital, risk-weighted assets, and risk-based capital ratios of the consolidated Company:

|                                     | 2009                   | June 30,<br>2008 | December 31,<br>2008 |                                                         |
|-------------------------------------|------------------------|------------------|----------------------|---------------------------------------------------------|
|                                     | (Dollars in thousands) |                  |                      |                                                         |
| <b>Capital components:</b>          |                        |                  |                      |                                                         |
| Tier 1 Capital                      | \$ 135,515             | \$ 117,784       | \$ 160,146           |                                                         |
| Tier 2 Capital                      | 15,956                 | 16,864           | 16,989               |                                                         |
| Total risk-based capital            | \$ 151,471             | \$ 134,648       | \$ 177,135           |                                                         |
| Risk-weighted assets                | \$ 1,260,709           | \$ 1,344,899     | \$ 1,350,823         |                                                         |
| Average assets for capital purposes | \$ 1,393,157           | \$ 1,408,346     | \$ 1,449,380         |                                                         |
| <b>Capital ratios</b>               |                        |                  |                      |                                                         |
| Total risk-based capital            | 12.0%                  | 10.0%            | 13.1%                | <b>Minimum<br/>Regulatory<br/>Requirements</b><br>8.00% |
| Tier 1 risk-based capital           | 10.7%                  | 8.8%             | 11.9%                | 4.00%                                                   |
| Leverage (1)                        | 9.7%                   | 8.4%             | 11.0%                | 4.00%                                                   |

(1) Tier 1 capital divided by average assets (excluding goodwill and other intangible assets).

The table above presents the capital ratios of the consolidated Company computed in accordance with applicable regulatory guidelines and compared to the standards for minimum capital adequacy requirements for bank holding companies.

The following table summarizes risk-based capital, risk-weighted assets, and risk-based capital ratios of HBC:



Table of Contents

|                                     | 2009                   | June 30,<br>2008 | December 31,<br>2008 |                                                         |                                                |
|-------------------------------------|------------------------|------------------|----------------------|---------------------------------------------------------|------------------------------------------------|
|                                     | (Dollars in thousands) |                  |                      |                                                         |                                                |
| <b>Capital components:</b>          |                        |                  |                      |                                                         |                                                |
| Tier 1 Capital                      | \$ 132,424             | \$ 129,362       | \$ 149,493           |                                                         |                                                |
| Tier 2 Capital                      | 16,005                 | 16,853           | 16,973               |                                                         |                                                |
| Total risk-based capital            | \$ 148,429             | \$ 146,215       | \$ 166,466           |                                                         |                                                |
| Risk-weighted assets                | \$ 1,264,684           | \$ 1,343,988     | \$ 1,349,471         |                                                         |                                                |
| Average assets for capital purposes | \$ 1,396,746           | \$ 1,407,320     | \$ 1,449,158         |                                                         |                                                |
| <b>Capital ratios</b>               |                        |                  |                      |                                                         |                                                |
| Total risk-based capital            | 11.7%                  | 10.9%            | 12.3%                | <b>Well-Capitalized<br/>Regulatory<br/>Requirements</b> | <b>Minimum<br/>Regulatory<br/>Requirements</b> |
| Tier 1 risk-based capital           | 10.5%                  | 9.6%             | 11.1%                | 10.00%                                                  | 8.00%                                          |
| Leverage (1)                        | 9.5%                   | 9.2%             | 10.3%                | 6.00%                                                   | 4.00%                                          |
|                                     |                        |                  |                      | 5.00%                                                   | 4.00%                                          |

(1) Tier 1 capital divided by average assets (excluding goodwill and other intangible assets).

The table above presents the capital ratios of the HBC computed in accordance with applicable regulatory guidelines and compared to the standards for minimum capital adequacy requirements under the FDIC's prompt corrective action authority.

At June 30, 2009 and 2008, and December 31, 2008, the Company's and HBC's capital met all minimum regulatory requirements. As of June 30, 2009, HBC was considered "Well Capitalized" under the prompt corrective action provisions.

### U.S. Treasury TARP Capital Purchase Program

The Company received \$40 million in November 2008 through the issuance of its Series A Preferred Stock and a warrant to purchase 462,963 shares of our common stock to the Treasury through the TARP Capital Purchase Program. The Series A Preferred qualifies as a component of Tier 1 capital.

### Market Risk

Market risk is the risk of loss to future earnings, to fair values, or to future cash flows that may result from changes in the price of a financial instrument. The value of a financial instrument may change as a result of changes in interest rates, foreign currency exchange rates, commodity prices, equity prices and other market changes that affect market risk sensitive instruments. Market risk is attributed to all market risk sensitive financial instruments, including securities, loans, deposits and borrowings, as well as the Company's role as a financial intermediary in customer-related transactions. The objective of market risk management is to avoid excessive exposure of the Company's earnings and equity to loss and to reduce the volatility inherent in certain financial instruments.

**Interest Rate Management**

Market risk arises from changes in interest rates, exchange rates, commodity prices and equity prices. The Company's market risk exposure is primarily that of interest rate risk, and it has established policies and procedures to monitor and limit earnings and balance sheet exposure to changes in interest rates. The Company does not engage in the trading of financial instruments, nor does the Company have exposure to currency exchange rates.

Table of Contents

The principal objective of interest rate risk management (often referred to as asset/liability management) is to manage the financial components of the Company in a manner that will optimize the risk/reward equation for earnings and capital in relation to changing interest rates. The Company's exposure to market risk is reviewed on a regular basis by the Asset/Liability Committee (ALCO). Interest rate risk is the potential of economic losses due to future interest rate changes. These economic losses can be reflected as a loss of future net interest income and/or a loss of current fair market values. The objective is to measure the effect on net interest income and to adjust the balance sheet to minimize the inherent risk while at the same time maximizing income. Management realizes certain risks are inherent, and that the goal is to identify and manage the risks. Management uses two methodologies to manage interest rate risk: (i) a standard GAP analysis; and (ii) an interest rate shock simulation model.

The planning of asset and liability maturities is an integral part of the management of an institution's net interest margin. To the extent maturities of assets and liabilities do not match in a changing interest rate environment, the net interest margin may change over time. Even with perfectly matched repricing of assets and liabilities, risks remain in the form of prepayment of loans or securities or in the form of delays in the adjustment of rates of interest applying to either earning assets with floating rates or to interest bearing liabilities. The Company has generally been able to control its exposure to changing interest rates by maintaining primarily floating interest rate loans and a majority of its time certificates with relatively short maturities.

Interest rate changes do not affect all categories of assets and liabilities equally or at the same time. Varying interest rate environments can create unexpected changes in prepayment levels of assets and liabilities, which may have a significant effect on the net interest margin and are not reflected in the interest sensitivity analysis table. Because of these factors, an interest sensitivity gap report may not provide a complete assessment of the exposure to changes in interest rates.

The Company uses modeling software for asset/liability management in order to simulate the effects of potential interest rate changes on the Company's net interest margin, and to calculate the estimated fair values of the Company's financial instruments under different interest rate scenarios. The program imports current balances, interest rates, maturity dates and repricing information for individual financial instruments, and incorporates assumptions on the characteristics of embedded options along with pricing and duration for new volumes to project the effects of a given interest rate change on the Company's interest income and interest expense. Rate scenarios consisting of key rate and yield curve projections are run against the Company's investment, loan, deposit and borrowed funds portfolios. These rate projections can be shocked (an immediate and parallel change in all base rates, up or down), ramped (an incremental increase or decrease in rates over a specified time period), based on current trends and econometric models or economic conditions stable (unchanged from current actual levels).

The Company applies a market value (MV) methodology to gauge its interest rate risk exposure as derived from its simulation model. Generally, MV is the discounted present value of the difference between incoming cash flows on interest earning assets and other investments and outgoing cash flows on interest bearing liabilities and other liabilities. The application of the methodology attempts to quantify interest rate risk as the change in the MV which would result from a theoretical 200 basis point (1 basis point equals 0.01%) change in market interest rates. Both a 200 basis point increase and a 200 basis point decrease in market rates are considered.

At June 30, 2009, it was estimated that the Company's MV would increase 14.2% in the event of a 200 basis point increase in market interest rates. The Company's MV at the same date would decrease 22.7% in the event of a 200 basis point decrease in applicable interest rates.

Presented below, as of June 30, 2009 and 2008, is an analysis of the Company's interest rate risk as measured by changes in MV for instantaneous and sustained parallel shifts of 200 basis points in applicable interest rates:



Table of Contents

|                        | June 30, 2009                   |                                |                                                                                                              |       | June 30, 2008                   |                                |                                                                                    |       |
|------------------------|---------------------------------|--------------------------------|--------------------------------------------------------------------------------------------------------------|-------|---------------------------------|--------------------------------|------------------------------------------------------------------------------------|-------|
|                        | \$ Change<br>in Market<br>Value | % Change<br>in Market<br>Value | Market Value as a % of<br>Present Value of Assets<br>MV<br>Change<br>Ratio<br>(bp)<br>(Dollars in thousands) |       | \$ Change<br>in Market<br>Value | % Change<br>in Market<br>Value | Market Value as a % of<br>Present Value of Assets<br>MV<br>Change<br>Ratio<br>(bp) |       |
| <b>Change in rates</b> |                                 |                                |                                                                                                              |       |                                 |                                |                                                                                    |       |
| + 200 bp               | \$ 29,534                       | 14.2%                          | 16.6%                                                                                                        | 206   | \$ 33,157                       | 13.3%                          | 19.0%                                                                              | 223   |
| 0 bp                   | \$                              | 0.0%                           | 14.6%                                                                                                        |       | \$                              | 0.0%                           | 16.7%                                                                              |       |
| - 200 bp               | \$ (47,268)                     | -22.7%                         | 11.3%                                                                                                        | (330) | \$ (67,680)                     | -27.2%                         | 12.2%                                                                              | (455) |

Management believes that the MV methodology overcomes three shortcomings of the typical maturity gap methodology. First, it does not use arbitrary repricing intervals and accounts for all expected future cash flows. Second, because the MV method projects cash flows of each financial instrument under different interest rate environments, it can incorporate the effect of embedded options on an institution's interest rate risk exposure. Third, it allows interest rates on different instruments to change by varying amounts in response to a change in market interest rates, resulting in more accurate estimates of cash flows.

However, as with any method of gauging interest rate risk, there are certain shortcomings inherent to the MV methodology. The model assumes interest rate changes are instantaneous parallel shifts in the yield curve. In reality, rate changes are rarely instantaneous. The use of the simplifying assumption that short-term and long-term rates change by the same degree may also misstate historic rate patterns, which rarely show parallel yield curve shifts. Further, the model assumes that certain assets and liabilities of similar maturity or period to repricing will react in the same way to changes in rates. In reality, certain types of financial instruments may react in advance of changes in market rates, while the reaction of other types of financial instruments may lag behind the change in general market rates. Additionally, the MV methodology does not reflect the full impact of annual and lifetime restrictions on changes in rates for certain assets, such as adjustable rate loans. When interest rates change, actual loan prepayments and actual early withdrawals from certificates may deviate significantly from the assumptions used in the model. Finally, this methodology does not measure or reflect the impact that higher rates may have on adjustable-rate loan clients' ability to service their debt. All of these factors are considered in monitoring the Company's exposure to interest rate risk.

**CRITICAL ACCOUNTING POLICIES**

Critical accounting policies are discussed in our Form 10-K for the year ended December 31, 2008. The Company updated its methodology for determining its allowance for loan losses in 2009 as discussed earlier in this Item 2.

**ITEM 3 QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

The information concerning quantitative and qualitative disclosure or market risk called for by Item 305 of Regulation S-K is included as part of Item 2 above.

Table of Contents

**ITEM 4 CONTROLS AND PROCEDURES**

**Disclosure Control and Procedures**

The Company has carried out an evaluation, under the supervision and with the participation of the Company's management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures as of June 30, 2009. As defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act), disclosure controls and procedures are controls and procedures designed to reasonably assure that information required to be disclosed in our reports filed or submitted under the Exchange Act are recorded, processed, summarized and reported on a timely basis. Disclosure controls are also designed to reasonably assure that such information is accumulated and communicated to our management, including the Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. Based upon their evaluation, our Chief Executive Officer and Chief Financial Officer concluded the Company's disclosure controls were effective as of June 30, 2009, the period covered by this report on Form 10-Q.

During the three months and six months ended June 30, 2009, there were no changes in our internal controls over financial reporting that materially affected, or are reasonably likely to affect, our internal controls over financial reporting.

**Part II OTHER INFORMATION**

**ITEM 1 LEGAL PROCEEDINGS**





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The Company is involved in certain legal actions arising from normal business activities. Management, based upon the advice of legal counsel, believes the ultimate resolution of all pending legal actions will not have a material effect on the financial statements of the Company.

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



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A description of the risk factors associated with our business is contained in Part I, Item 1A, Risk Factors, of our Annual Report on Form 10-K for the fiscal year ended December 31, 2008 filed with the Securities and Exchange Commission. These cautionary statements are to be used as a reference in connection with any forward-looking statements. The factors, risks and uncertainties identified in these cautionary statements are in addition to those contained in any other cautionary statements, written or oral, which may be made or otherwise addressed in connection with a forward-looking statement or contained in any of our subsequent filings with the Securities and Exchange Commission. There are no material changes in the Risk Factors previously disclosed in the Annual Report on Form 10-K for the year ended December 31, 2008.

### **ITEM 2 UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

None

### **ITEM 3 DEFAULTS UPON SENIOR SECURITIES**

None

### **ITEM 4 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

The Company held its 2009 Annual Meeting of Shareholders on May 28, 2009. There were 11,820,509 issued and outstanding shares of Company Common Stock on April 2, 2009, the record date for the 2009 Annual Meeting. Each of the shares voting at the meeting was entitled to one vote.

At the 2009 Annual Meeting, the following actions were taken:

Table of Contents**(a) Election of Directors**

At the 2009 Annual Meeting, eleven directors of the Company were elected for one year terms. The following chart indicates the number of shares cast for each elected director:

| <b>Name of Director</b>  | <b>Votes For</b> | <b>Votes Withheld</b> |
|--------------------------|------------------|-----------------------|
| Frank G. Bisceglia       | 9,937,622        | 259,496               |
| James R. Blair           | 9,999,605        | 197,513               |
| Jack W. Conner           | 9,999,158        | 197,960               |
| Celeste V. Ford          | 10,019,297       | 177,821               |
| John J. Hounslow         | 9,289,978        | 907,140               |
| Walter T. Kaczmarek      | 9,995,779        | 201,339               |
| Mark E. Lefanowicz       | 9,852,820        | 344,298               |
| Robert T. Moles          | 9,952,079        | 245,039               |
| Humphrey P. Polanen      | 9,979,837        | 217,281               |
| Charles J. Toeniskoetter | 9,977,290        | 219,828               |
| Ranson W. Webster        | 9,950,909        | 246,209               |

**(b) To provide advisory approval on the Heritage Commerce Corp executive compensation program, as required under the American Recovery and Reinvestment Act of 2009 since the Company is a participant in the U.S. Treasury's Capital Purchase Program.**

At the 2009 Annual Meeting, the Company's executive compensation program was approved. The following table indicates the number of shares cast for the executive compensation program:

|                    |           |
|--------------------|-----------|
| FOR                | 9,617,788 |
| AGAINST            | 347,652   |
| ABSTAIN            | 231,678   |
| BROKERED NON-VOTES | 0         |

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**(c) To approve an amendment to and restatement of the Heritage Commerce Corp 2004 Stock Option Plan to permit the grant of restricted stock.**

At the 2009 Annual Meeting, the amendment and restatement of the Heritage Commerce Corp 2004 Stock Option Plan to permit the grant of restricted stock was approved. The following table indicates number of shares cast for the amendment and restatement:

|                    |           |
|--------------------|-----------|
| FOR                | 5,857,890 |
| AGAINST            | 1,291,822 |
| ABSTAIN            | 368,562   |
| BROKERED NON-VOTES | 2,678,844 |

Table of Contents

**(d) Ratification of Independent Registered Accounting Firm**

At the 2009 Annual Meeting, Crowe Horwath LLP was ratified as the Company's independent registered accounting firm. The following table indicates the number of shares cast to ratify the independent registered accounting firm:

|                    |            |
|--------------------|------------|
| FOR                | 10,063,958 |
| AGAINST            | 25,127     |
| ABSTAIN            | 108,033    |
| BROKERED NON-VOTES | 0          |

**ITEM 5 OTHER INFORMATION**

None

**ITEM 6 EXHIBITS**

| Exhibit | Description                                                                                                                                                                                |
|---------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 3.1     | Heritage Commerce Corp Restated Articles of Incorporation, as amended (incorporated by reference to Exhibit 3.1 to the Registrant's Annual Report on Form 10-K filed on March 16, 2009)    |
| 3.2     | Heritage Commerce Corp Bylaws, as amended (incorporated by reference to Exhibit 3.2 to the Registrant's Annual Report or Form 10-K filed on March 16, 2009)                                |
| 4.1     | Certificate of Determination for Fixed Rate Cumulative Perpetual Preferred Stock, Series A (incorporated by reference to Exhibit 3.1 to the Registrant's Form 8-K filed November 26, 2008) |
| 4.2     | Warrant to Purchase Common Stock dated November 21, 2008 (incorporated by reference to Exhibit 4.2 to the Registrant's Form 8-K filed on November 26, 2008)                                |
| 31.1    | Certification of Registrant's Chief Executive Officer Pursuant To Section 302 of the Sarbanes-Oxley Act of 2002                                                                            |
| 31.2    | Certification of Registrant's Chief Financial Officer Pursuant To Section 302 of the Sarbanes-Oxley Act of 2002                                                                            |
| 32.1    | Certification of Registrant's Chief Executive Officer Pursuant To 18 U.S.C. Section 1350                                                                                                   |
| 32.2    | Certification of Registrant's Chief Financial Officer Pursuant To 18 U.S.C. Section 1350                                                                                                   |



Table of Contents

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

|                         |                                                                             |
|-------------------------|-----------------------------------------------------------------------------|
|                         | <u>Heritage Commerce Corp</u><br>(Registrant)                               |
| August 10, 2009<br>Date | /s/ Walter T. Kaczmarek<br>Walter T. Kaczmarek<br>Chief Executive Officer   |
| August 10, 2009<br>Date | /s/ Lawrence D. McGovern<br>Lawrence D. McGovern<br>Chief Financial Officer |

**EXHIBIT INDEX**

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| 32.2    | Certification of Registrant's Chief Financial Officer Pursuant To 18 U.S.C. Section 1350                                                                                                   |