

CENTRAL VALLEY COMMUNITY BANCORP

Form 10-Q

August 16, 2010

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-Q**

(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, 2010**

**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 31977**

**CENTRAL VALLEY COMMUNITY BANCORP**

(Exact name of registrant as specified in its charter)

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**California**

(State or other jurisdiction of incorporation or organization)

**77-0539125**

(I.R.S. Employer Identification No.)

**7100 N. Financial Dr, Suite 101, Fresno, California**

(Address of principal executive offices)

**93720**

(Zip code)

Registrant's telephone number **(559) 298-1775**

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 past 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, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer   
(Do not check if a smaller reporting company)

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

As of August 12, 2010 there were 9,364,016 shares of the registrant's common stock outstanding.

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CENTRAL VALLEY COMMUNITY BANCORP AND SUBSIDIARY

2010 QUARTERLY REPORT ON FORM 10-Q

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(In thousands, except share amounts)	June 30, 2010 (Unaudited)	December 31, 2009
<b>ASSETS</b>		
Cash and due from banks	\$ 16,171	\$ 13,857
Interest-earning deposits in other banks	27,243	34,544
Federal funds sold	750	279
Total cash and cash equivalents	44,164	48,680
Available-for-sale investment securities (Amortized cost of \$185,618 at June 30, 2010 and \$199,744 at December 31, 2009)	186,436	197,319
Loans, less allowance for credit losses of \$11,468 at June 30, 2010 and \$10,200 at December 31, 2009	457,184	449,007
Bank premises and equipment, net	6,038	6,525
Other real estate owned	3,502	2,832
Bank owned life insurance	11,193	10,998
Federal Home Loan Bank stock	3,050	3,140
Goodwill	23,577	23,577
Core deposit intangibles	1,405	1,612
Accrued interest receivable and other assets	19,440	21,798
Total assets	\$ 755,989	\$ 765,488
<b>LIABILITIES AND SHAREHOLDERS EQUITY</b>		
Deposits:		
Non-interest bearing	\$ 143,556	\$ 159,630
Interest bearing	487,753	480,537
Total deposits	631,309	640,167
Short-term borrowings	10,000	5,000
Long-term debt	4,000	14,000
Junior subordinated deferrable interest debentures	5,155	5,155
Accrued interest payable and other liabilities	10,074	9,943
Total liabilities	660,538	674,265
Commitments and contingencies (Note 8)		
Shareholders' equity:		
Preferred stock, no par value, \$1,000 per share liquidation preference; 10,000,000 shares authorized;		
Series A, no par value, 7,000 issued and outstanding	6,841	6,819
Series B, no par value, issued and outstanding none at June 30, 2010 and 1,359 at December 31, 2009		1,317
Common stock, no par value; 80,000,000 authorized; issued and outstanding 9,362,016 at June 30, 2010 and 8,949,754 at December 31, 2009	39,590	37,611
Retained earnings	48,530	46,931
Accumulated other comprehensive income (loss), net of tax	490	(1,455)

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Total shareholders' equity		95,451		91,223
Total liabilities and shareholders' equity	\$	755,989	\$	765,488

See notes to unaudited consolidated financial statements.

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## CENTRAL VALLEY COMMUNITY BANCORP AND SUBSIDIARY

## CONSOLIDATED STATEMENTS OF INCOME

(Unaudited)

(In thousands, except earnings per share amounts)	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2010	2009	2010	2009
<b>INTEREST INCOME:</b>				
Interest and fees on loans	\$ 6,927	\$ 7,515	\$ 13,705	\$ 15,055
Interest on Federal funds sold	1	3	1	14
Interest and dividends on investment securities:				
Taxable	1,364	2,128	3,017	4,339
Exempt from Federal income taxes	759	806	1,516	1,513
Total interest income	9,051	10,452	18,239	20,921
<b>INTEREST EXPENSE:</b>				
Interest on deposits	983	1,499	2,036	3,281
Interest on junior subordinated deferrable interest debentures	25	36	48	77
Other	113	169	239	330
Total interest expense	1,121	1,704	2,323	3,688
Net interest income before provision for credit losses	7,930	8,748	15,916	17,233
PROVISION FOR CREDIT LOSSES	1,000	2,500	1,600	4,417
Net interest income after provision for credit losses	6,930	6,248	14,316	12,816
<b>NON-INTEREST INCOME:</b>				
Service charges	863	858	1,724	1,678
Appreciation in cash surrender value of bank owned life insurance	98	97	195	195
Loan placement fees	76	75	104	121
Net realized gains on sales and calls of investment securities	30	62	51	511
Total other-than-temporary impairment on available-for-sale-investment securities	(571)		18	
Change in fair value recognized in other comprehensive income	(129)		(718)	
Net other-than-temporary impairment loss on available-for-sale investment securities	(700)		(700)	
Federal Home Loan Bank dividends	2		4	
Gain on sale and disposal of equipment			5	
Other income	378	309	698	634
Total non-interest income	747	1,401	2,081	3,139
<b>NON-INTEREST EXPENSES:</b>				
Salaries and employee benefits	3,837	3,642	7,584	7,330
Occupancy and equipment	988	944	1,914	1,889
Regulatory assessments	306	642	606	1,010
Data processing expense	282	374	568	646
Advertising	183	184	375	369
Audit and accounting fees	114	111	228	228
Legal fees	167	72	289	164
Other real estate owned	127	16	441	16
Amortization of core deposit intangibles	103	103	207	207
Loss on sale of assets				

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Other expense	1,035		1,041		2,134		2,110
Total non-interest expenses	7,142		7,129		14,346		13,969
Income before provision for income taxes	535		520		2,051		1,986
PROVISION FOR INCOME TAXES	31		56		255		263
Net income	\$ 504	\$	464	\$	1,796	\$	1,723
Net income	\$ 504	\$	464	\$	1,796	\$	1,723
Preferred stock dividends and accretion	99		135		198		184
Net income available to common shareholders	\$ 405	\$	329	\$	1,598	\$	1,539
Net income per common share:							
Basic earnings per share	\$ 0.04	\$	0.04	\$	0.18	\$	0.20
Weighted average common shares used in basic computation	9,131,753		7,651,918		9,051,168		7,647,128
Diluted earnings per share	\$ 0.04	\$	0.04	\$	0.17	\$	0.20
Weighted average common shares used in diluted computation	9,210,838		7,760,014		9,148,724		7,765,519

See notes to unaudited consolidated financial statements

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## CENTRAL VALLEY COMMUNITY BANCORP AND SUBSIDIARY

## CONSOLIDATED STATEMENTS OF CASH FLOWS

FOR THE SIX MONTHS ENDED JUNE 30, 2010 AND 2009

(Unaudited)

(In thousands)	2010	2009
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net income	\$ 1,796	\$ 1,723
Adjustments to reconcile net income to net cash provided by operating activities:		
Net increase in deferred loan fees	184	110
Depreciation	638	694
Accretion	947	395
Amortization	(559)	(1,401)
Stock-based compensation	113	149
Tax benefit from exercise of stock options	(25)	(8)
Provision for credit losses	1,600	4,417
Net other than temporary impairment losses on investment securities	700	
Net realized gains on sales and calls of available-for-sale investment securities	(51)	(511)
Net gain on sale and disposal of equipment	(5)	
Increase in bank owned life insurance, net of expenses	(195)	(190)
Write down of other real estate owned	283	
Net decrease (increase) in accrued interest receivable and other assets	1,612	(143)
Net decrease in prepaid FDIC Assessments	501	
Net increase (decrease) in accrued interest payable and other liabilities	131	(1,204)
Provision for deferred income taxes	(1,028)	(8)
Net cash provided by operating activities	6,642	4,023
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Purchases of available-for-sale investment securities	(15,758)	(25,490)
Purchases of held-to-maturity investment securities		(3)
Proceeds from sales or calls of available-for-sale investment securities	15,698	23,620
Proceeds from maturity of available-for-sale investment securities	156	2,885
Proceeds from principal repayments of available-for-sale investment securities	13,200	16,872
Proceeds from principal repayments of held-to-maturity investment securities		1,500
Net decrease (increase) in interest bearing deposits in other banks	7,301	(100)
Net increase in loans	(13,095)	(13,266)
Proceeds from sale of other real estate owned	2,181	
Purchases of premises and equipment	(151)	(359)
FHLB stock redeemed	90	
Proceeds from bank owned life insurance		430
Proceeds from sale of premises and equipment	5	
Net cash provided by investing activities	9,627	6,089
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Net increase (decrease) in demand, interest bearing and savings deposits	10,262	(19,997)
Net (decrease) increase in time deposits	(19,120)	6,658
Proceeds from issuance of Series A Preferred Stock and warrants		7,000
Proceeds from short-term borrowings from Federal Home Loan Bank		10,000
Repayments of short-term borrowings to Federal Home Loan Bank	(5,000)	
Repayments of borrowings from other financial institutions		(6,368)



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Proceeds from exercise of stock options	524	97
Tax benefit from exercise of stock options	25	8
Cash paid for preferred stock dividends	(175)	(102)
Net cash used in financing activities	(13,484)	(2,704)
Increase in cash and cash equivalents	2,785	7,408
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	14,136	19,518
CASH AND CASH EQUIVALENTS AT END OF PERIOD	\$ 16,921	\$ 26,926
<b>SUPPLEMENTAL DISCLOSURE OF CASH FLOWS INFORMATION:</b>		
<b>Cash paid during the year for:</b>		
Interest	\$ 2,518	\$ 3,930
Income taxes	\$ 301	\$ 450
<b>Non-Cash Investing Activities:</b>		
Net pre-tax change in unrealized gain (losses) on available-for-sale investment securities	\$ 3,243	\$ (3,453)
<b>Non-Cash Financing Activities:</b>		
Transfer of loans to other real estate owned	\$ 3,134	\$ 2,550
Accrued preferred stock dividends	\$ 44	\$ 44

See notes to unaudited consolidated financial statements

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**CENTRAL VALLEY COMMUNITY BANCORP**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**(Unaudited)**

**Note 1. Basis of Presentation**

The interim unaudited consolidated financial statements of Central Valley Community Bancorp and subsidiary have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission (the SEC). These interim consolidated financial statements include the accounts of Central Valley Community Bancorp and its wholly owned subsidiary Central Valley Community Bank (the Bank) (collectively, the Company). All significant intercompany accounts and transactions have been eliminated in consolidation. Certain information and footnote disclosures normally included in the annual consolidated financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been omitted. The Company believes that the disclosures are adequate to make the information presented not misleading. These interim consolidated financial statements should be read in conjunction with the audited financial statements and notes thereto included in the Company's 2009 Annual Report to Shareholders on Form 10-K. In the opinion of management, all adjustments, consisting of only normal recurring adjustments, necessary to present fairly the Company's financial position and shareholders' equity at June 30, 2010 and December 31, 2009, and the results of its operations for the three and six month interim periods ended June 30, 2010 and June 30, 2009 and its cash flows for the six month interim periods ended June 30, 2010 and June 30, 2009 have been included. Certain reclassifications have been made to prior year amounts to conform to the 2010 presentation. The results of operations for interim periods are not necessarily indicative of results for the full year.

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

Management has determined that since all of the banking products and services offered by the Company are available in each branch of the Bank, all branches are located within the same economic environment and management does not allocate resources based on the performance of different lending or transaction activities, it is appropriate to aggregate the Bank branches and report them as a single operating segment. No customer accounts for more than 10 percent of revenues for the Company or the Bank.

***Recent Accounting Pronouncements***

***Fair Value Measurements and Disclosures***

In January 2010, the FASB issued ASU 2010-06, Fair Value Measurements and Disclosures (Topic 820): Improving Disclosures about Fair Value Measurements (ASU 10-06). ASU 10-06 revises two disclosure requirements concerning fair value measurements and clarifies two others. It requires separate presentation of significant transfers into and out of Levels 1 and 2 of the fair value hierarchy and disclosure of the reasons for such transfers. It will also require the presentation of purchases, sales, issuances and settlements within Level 3 on a gross basis rather than a net basis. The amendments also clarify that disclosures should be disaggregated by class of asset or liability and that disclosures

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about inputs and valuation techniques should be provided for both recurring and non-recurring fair value measurements. The Company's disclosures about fair value measurements are presented in Note 5: Fair Value Measurements. These new disclosure requirements were adopted by the Company in the first quarter of 2010, with the exception of the requirement concerning gross presentation of Level 3 activity, which is effective for fiscal years beginning after December 15, 2010 and they did not have a material impact on its financial condition or results of operations. Management does not believe that the adoption of the remaining portion of this ASU will have a material impact on the Company's financial position, results of operations, cash flows, or disclosures.

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*Disclosures about the Credit Quality of Financing Receivables and the Allowance for Credit Losses*

In July 2010, the FASB issued Accounting Standards Update No. 2010-20, *Disclosures about the Credit Quality of Financing Receivables and the Allowance for Credit Losses*. This standard expands disclosures about credit quality of financing receivables and the allowance for loan losses. The standard will require the Company to expand disclosures about the credit quality of our loans and the related reserves against them. The extra disclosures will include disaggregated matters related to our past due loans, credit quality indicators, and modifications of loans. The Company will adopt the standard beginning with our December 31, 2010 financial statements. This standard will not have an impact on the Company's financial position or results of operations.

Impact of New Financial Accounting Standards

*Accounting for Transfers of Financial Assets*

In June 2009, the FASB issued ASC Topic 860 (previously SFAS No. 166), *Accounting for Transfers of Financial Assets, an amendment of SFAS No. 140*. This standard amends the derecognition accounting and disclosure guidance included in previously issued standards. This standard eliminates the exemption from consolidation for qualifying special-purpose entities (SPEs) and also requires a transferor to evaluate all existing qualifying SPEs to determine whether they must be consolidated in accordance with ASC Topic 810. This standard also provides more stringent requirements for derecognition of a portion of a financial asset and establishes new conditions for reporting the transfer of a portion of a financial asset as a sale. This standard is effective as of the beginning of the first annual reporting period that begins after November 15, 2009. The Company adopted the provisions of this standard January 1, 2010 and they did not have a material impact on its financial condition or results of operations.

*Transfers and Servicing*

In December 2009, the FASB issued Accounting Standards Update (ASU) 2009-16, *Transfers and Servicing (ASC Topic 860): Accounting for Transfers of Financial Assets*, which updates the derecognition guidance in ASC Topic 860 for previously issued SFAS No. 166. This update reflects the Board's response to issues entities have encountered when applying ASC 860, including: (1) requires that all arrangements made in connection with a transfer of financial assets be considered in the derecognition analysis, (2) clarifies when a transferred asset is considered legally isolated from the transferor, (3) modifies the requirements related to a transferee's ability to freely pledge or exchange transferred financial assets, and (4) provides guidance on when a portion of a financial asset can be derecognized. This update is effective for financial asset transfers occurring after the beginning of an entity's first fiscal year that begins after November 15, 2009. Early adoption is prohibited. The Company adopted the provisions of this standard January 1, 2010 and they did not have a material impact on its financial condition or results of operations.

*Improvements to Financial Reporting of Interests in Variable Interest Entities*

In June 2009, the FASB issued ASC Topic 810 (previously SFAS No. 167), *Improvements to Financial Reporting by Enterprises Involved with Variable Interest Entities*. This standard amends the consolidation guidance applicable to variable interest entities. The amendments to the consolidation guidance affect all entities currently within the scope of ASC Topic 810, as well as qualifying special-purpose entities that are currently excluded from the scope of ASC Topic 810. This standard is effective as of the beginning of the first annual reporting period that begins after November 15, 2009. The Company adopted the provisions of this standard January 1, 2010 and they did not have a material impact on its financial condition or results of operations.

**Note 2. Share-Based Compensation**

On June 30, 2010, the Company has three stock-based compensation plans which are described below.

During 1992, the Bank established a Stock Option Plan for which shares are reserved for issuance to employees and directors under incentive and nonstatutory agreements. The Company assumed all obligations under this plan as of November 15, 2000, and options to purchase shares of the Company's common stock were substituted for options to purchase shares of common stock of the Bank. Outstanding options under this plan are exercisable until their expiration, however, no new options will be granted under this plan.

On November 15, 2000, the Company adopted, and subsequently amended on December 20, 2000, the Central Valley Community Bancorp 2000 Stock Option Plan for which 593,804 shares remain reserved for issuance for options already granted to employees and directors under incentive and nonstatutory agreements and 15,091 remain reserved for future grants as of June 30, 2010. The plan requires that the option price may not be less than the fair market value of the stock at the date the option is granted, and that the option price must be paid in full at the time it is exercised. The options under the plan expire on dates determined by the Board of Directors, but not later than ten years from the date of grant. The vesting period is determined by the Board of Directors and is generally over five years.

In May 2005, the Company adopted the Central Valley Community Bancorp 2005 Omnibus Incentive Plan (2005 Plan). The plan provides for awards in the form of incentive stock options, non-statutory stock options, stock appreciation rights, and restricted stock. The plan also allows for performance awards that may be in the form of cash or shares of the Company, including restricted stock. The maximum number of shares that can be issued with respect to all awards under the plan is 476,000. Currently under the 2005 Plan, there are 43,000 shares reserved for issuance for options already granted to employees and 433,000 remain reserved for future grants as of June 30, 2010. The plan requires that the exercise price may not be less than 100% of the market value of the stock at the date the option is granted, and that the option price must be paid in full at the time it is exercised. The options and awards under the plan expire on dates determined by the Board of Directors, but not later than 10 years from the date of grant. The vesting period for the options and option related stock appreciation rights is determined by the Board of Directors and is generally over five years.

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For the six month periods ended June 30, 2010 and 2009, the compensation cost recognized for stock option compensation was \$113,000 and \$149,000, respectively. For the quarter ended June 30, 2010 and 2009, compensation cost recognized was \$57,000 and \$72,000, respectively. The recognized tax benefit for stock option compensation expense was \$26,000 and \$19,000, for the six month periods ended June 30, 2010 and 2009, respectively. For the three month periods ended June 30, 2010 and 2009, recognized tax benefits were \$13,000.

The Company bases the fair value of the options granted on the date of grant using a Black-Scholes Merton option pricing model that uses assumptions based on expected option life and the level of estimated forfeitures, expected stock volatility, risk free interest rate, and dividend yield. The expected term of the Company's options was determined under the applicable guidance for estimating expected term of options. Stock volatility is based on the historical volatility of the Company's stock. The risk-free rate is based on the U. S. Treasury yield curve for the periods within the contractual life of the options in effect at the time of grant. The compensation cost for options granted is based on the weighted average grant date fair value per share.

Options to purchase 1,000 shares of the Company's common stock were issued in the first half of 2010 and in the same period of 2009, options to purchase 13,500 shares of the Company's common stock were issued from the 2005 Plan at an exercise price equal to the fair market value at the grant date

A summary of the combined activity of the Plans for the six month period ended June 30, 2010 follows:

	Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value
Options outstanding at January 1, 2010	789,934			
Options granted	1,000	\$ 5.30		
Options exercised	(153,400)	\$ 3.42		
Options canceled	(730)	\$ 9.49		
Options outstanding at June 30, 2010	636,804	\$ 7.49	3.51	\$ 518
Options vested or expected to vest at June 30, 2010	578,054	\$ 7.37	4.36	\$ 476
Options exercisable June 30, 2010	546,316	\$ 7.32	3.00	\$ 507

The weighted-average grant-date fair value of options granted in the six month period ended June 30, 2010 and 2009 was \$2.34 and \$1.33 respectively.

The total intrinsic value of 153,400 options exercised in the six months ended June 30, 2010 was \$340,000. The intrinsic value of 22,522 options exercised in the six months ended June 30, 2009 was \$18,000.

Cash received from options exercised for the six months ended June 30, 2010 was \$524,000. The actual tax benefit realized for the tax deductions from options exercised totaled \$25,000 for six months ended June 30, 2010.

As of June 30, 2010, there was \$341,000 of total unrecognized compensation cost related to non-vested share-based compensation arrangements granted under all plans. The cost is expected to be recognized over a weighted average period of two years.

**Note 3. Earnings per share**

Basic earnings per share (EPS), which excludes dilution, is computed by dividing income available to common shareholders by the weighted-average number of common shares outstanding for the period. Diluted EPS reflects the potential dilution that could occur if securities or other contracts to issue common stock, such as stock options or warrants, stock appreciation rights settled in stock or restricted stock awards, result in the issuance of common stock which shares in the earnings of the Company. There was no difference in the net income used in the calculation of basic earnings per share and diluted earnings per share for the Six month periods ended June 30, 2010 and 2009.

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A reconciliation of the numerators and denominators of the basic and diluted EPS computations is as follows:

Basic Earnings Per share In thousands (except share and per share amounts)	Three Months Ended June 30,				For the Six Months Ended June 30,			
	2010		2009		2010		2009	
Net Income	\$	504	\$	464	\$	1,796	\$	1,723
Less: Preferred stock dividends and accretion		99		135		198		184
Income available to common shareholders	\$	405	\$	329	\$	1,598	\$	1,539
Weighted average shares outstanding		9,131,753		7,651,918		9,051,168		7,647,128
Net income per share	\$	0.04	\$	0.04	\$	0.18	\$	0.20

Diluted Earnings Per share In thousands (except share and per share amounts)	Three Months Ended June 30,				For the Six Months Ended June 30,			
	2010		2009		2010		2009	
Net Income	\$	504	\$	464	\$	1,796	\$	1,723
Less: Preferred stock dividends and accretion		99		135		198		184
Income available to common shareholders	\$	405	\$	329	\$	1,598	\$	1,539
Weighted average shares outstanding		9,131,753		7,651,918		9,051,168		7,647,128
Effect of dilutive stock options		79,085		108,096		97,556		118,391
Weighted average shares of common stock and common stock equivalents		9,210,838		7,760,014		9,148,724		7,765,519
Net income per diluted share	\$	0.04	\$	0.04	\$	0.17	\$	0.20

**Note 4. Investments**

The investment portfolio consists primarily of agency securities, mortgage backed securities, and municipal securities and are classified available-for-sale. As of June 30, 2010, \$126,295,000 was held as collateral for borrowing arrangements, public funds, and for other purposes. Total investments were \$186,436,000 at June 30, 2010 compared to \$197,319,000 at December 31, 2009, a decrease of \$10,883,000, or 5.5%.

The fair value of the available-for-sale investment portfolio reflected an unrealized gain of \$818,000 at June 30, 2010 compared to an unrealized loss of \$2,425,000 at December 31, 2009.

The following table sets forth the carrying values and estimated fair values of our investment securities portfolio at the dates indicated:

Available-for-Sale Securities	Amortized Cost	June 30, 2010
-------------------------------	----------------	---------------



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			Gross Unrealized Gains		Gross Unrealized Losses		Estimated Fair Value
<b>Debt Securities:</b>							
U.S. Government agencies	\$	223	\$	8	\$		\$ 231
Obligations of states and political subdivisions		69,083		3,640		(556)	72,167
U.S. Government agencies collateralized by mortgage obligations		82,452		1,622		(148)	83,926
Other collateralized mortgage obligations		25,714		268		(4,215)	21,767
Corporate debt securities		500		16			516
Other equity securities		7,646		183			7,829
	\$	185,618	\$	5,737	\$	(4,919)	\$ 186,436

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Available-for-Sale Securities	December 31, 2009				Estimated Fair Value
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses		
<b>Debt Securities:</b>					
U.S. Government agencies	\$ 353	\$ 10	\$	\$	363
Obligations of states and political subdivisions	68,708	3,050	(946)		70,812
U.S. Government agencies collateralized by mortgage obligations	85,530	1,283	(858)		85,955
Other collateralized mortgage obligations	36,280	403	(5,413)		31,270
Corporate debt securities	1,228	86			1,314
Other equity securities	7,645		(40)		7,605
	\$ 199,744	\$ 4,832	\$ (7,257)	\$	197,319

Investment securities with unrealized losses as of the dates indicated are summarized and classified according to the duration of the loss period as follows:

Available-for-Sale Securities	June 30, 2010					
	Less than 12 Months		12 Months or More		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
<b>Debt Securities:</b>						
Obligations of states and political subdivisions	\$ 5,717	\$ (111)	\$ 4,487	\$ (445)	\$ 10,204	\$ (556)
U.S. Government agencies collateralized by mortgage obligations	19,807	(148)	226		20,033	(148)
Other collateralized mortgage obligations	1,103	(9)	16,081	(4,206)	17,184	(4,215)
	\$ 26,627	\$ (268)	\$ 20,794	\$ (4,651)	\$ 47,421	\$ (4,919)

Available-for-Sale Securities	December 31, 2009					
	Less than 12 Months		12 Months or More		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
<b>Debt Securities:</b>						
Obligations of states and political subdivisions	\$ 9,001	\$ (295)	\$ 4,911	\$ (651)	\$ 13,912	\$ (946)
U.S. Government agencies collateralized by mortgage obligations	40,691	(856)	331	(2)	41,022	(858)
Other collateralized mortgage obligations	3,474	(446)	19,878	(4,967)	23,352	(5,413)
Other securities	7,605	(40)			7,605	(40)
	\$ 60,771	\$ (1,637)	\$ 25,120	\$ (5,620)	\$ 85,891	\$ (7,257)

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As of June 30, 2010, the Company performed an analysis of the investment portfolio to determine whether any of the investments held in the portfolio had an other-than-temporary impairment (OTTI). Management evaluated all available-for-sale investment securities with an unrealized loss at June 30, 2010 and identified those that had an unrealized loss for at least a consecutive 12 month period, which had an unrealized loss at June 30, 2010 greater than 10% of the recorded book value on that date, or which had an unrealized loss of more than \$10,000. In addition, management reviewed all private label residential mortgage backed securities (PLRMBS) at June 30, 2010.

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For those bonds that met the evaluation criteria management obtained and reviewed the most recently published national credit ratings for those bonds. For those bonds that were municipal debt securities with an investment grade rating by the rating agencies, management also evaluated the financial condition of the municipality and any applicable municipal bond insurance provider and concluded that no credit related impairment existed based on the rating. The evaluation for PLRMBS also includes estimating projected cash flows that the Company is likely to collect based on an assessment of all available information about the applicable security on an individual basis, the structure of the security, and certain assumptions, such as the remaining payment terms for the security, prepayment speeds, default rates, loss severity on the collateral supporting the security based on underlying loan-level borrower and loan characteristics, expected housing price changes, and interest rate assumptions, to determine whether the Company will recover the entire amortized cost basis of the security. In performing a detailed cash flow analysis, the Company identified the best estimate of the cash flows expected to be collected. If this estimate results in a present value of expected cash flows (discounted at the security's effective yield) that is less than the amortized cost basis of the security, an OTTI is considered to have occurred.

To assess whether it expects to recover the entire amortized cost basis of its PLRMBS, the Company performed a cash flow analysis for all of its PLRMBS as of June 30, 2010. In performing the cash flow analysis for each security, the Company uses a third-party model. The model considers borrower characteristics and the particular attributes of the loans underlying the Company's securities, in conjunction with assumptions about future changes in home prices and other assumptions, to project prepayments, default rates, and loss severities. In addition for those PLRMBS that were rated below investment grade, management contracted with a third party evaluation specialist to determine if a credit loss existed.

The month-by-month projections of future loan performance are allocated to the various security classes in each securitization structure in accordance with the structure's prescribed cash flow and loss allocation rules. When the credit enhancement for the senior securities in a securitization is derived from the presence of subordinated securities, losses are allocated first to the subordinated securities until their principal balance is reduced to zero. The projected cash flows are based on a number of assumptions and expectations, and the results of these models can vary significantly with changes in assumptions and expectations. The scenario of cash flows determined based on the model approach described above reflects a best-estimate scenario.

At each quarter end, the Company compares the present value of the cash flows expected to be collected on its PLRMBS to the amortized cost basis of the securities to determine whether a credit loss exists.

The unrealized losses associated with private residential PLRMBS are primarily driven by higher projected collateral losses, wider credit spreads, and changes in interest rates. The Company assesses for credit impairment using a discounted cash flow model. The key assumptions include home price depreciation, default rates, severities, discount rates and prepayment rates. Losses are estimated to a security by forecasting the underlying mortgage loans in each transaction. The forecasted loan performance is used to project cash flows to the various tranches in the structure. Based upon management's assessment of the expected credit losses of the security given the performance of the underlying collateral compared with our credit enhancement (which occurs as a result of credit loss protection provided by subordinated tranches), the Company expects to recover the entire amortized cost basis of these securities, with the exception of certain securities for which OTTI was recorded.

At June 30, 2010, the Company had a total of 42 PLRMBS with a remaining principal balance of \$21,767,000 and a net unrealized loss of approximately \$3,947,000. 15 of these securities account for \$4,215,000 of the unrealized loss at June 30, 2010 offset by 27 of these securities with gains totaling \$268,000. 12 of these PLRMBS with a remaining principal balance of \$17,328,000 had credit ratings below investment grade. The Company continues to perform extensive analyses on these securities as well as all whole loan CMOs. Several of these investment securities continue to demonstrate cash flows and credit support as expected and the expected cash flows of the security discounted at the security's effective yield are greater than the book value of the security, therefore management does not consider these securities to be other than temporarily impaired. Based on the analyses performed, eight PLRMBS with a remaining principal balance of \$17,044,000 were considered to

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be other than temporarily impaired at June 30, 2010 for which we recorded an OTTI charge of \$700,000 was recorded against earnings. This charge was taken to reflect ongoing and increasing deterioration of credit quality and increasing loss severities of the underlying mortgages. However, the cumulative unrealized loss on these securities decreased during the three and six months ended June 30, 2010 primarily due to a declining interest rate environment. This unrealized gain was recognized in other comprehensive income and is also presented in the income statement as a component of non-interest income in the presentation of other-than-temporary impairment losses.

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Investment securities as of June 30, 2010 with credit ratings below investment grade are summarized in the table below (dollars in thousands):

Description	Book Value	Market Value	Unrealized (Loss) or Gain		Rating	Agency	12 Month	Projected	Projected	Original	Current
							Historical Prepayment Rates %	Default Rates %	Severity Rates %	Purchase Price %	Credit Enhancement %
PHHAM	\$ 3,322	\$ 2,682	\$ (640)		CC	Fitch	13.61	23.69	50.00	97.25	5.53
RAST	2,913	2,144	(769)		C	Fitch	12.59	24.63	56.78	98.50	1.55
CWALT 1	1,092	826	(266)		CC	Fitch	12.90	26.60	58.35	100.73	7.81
CWALT 2	465	406	(59)		CC	Fitch	12.01	26.66	55.13	101.38	7.03
CWALT 3	2,494	2,173	(321)		CCC	S&P	10.39	22.07	46.08	100.25	10.16
FHAMS	2,714	2,265	(449)		CC	Fitch	14.17	18.89	50.00	95.00	3.37
CHASE	322	320	(2)		CC	Fitch	19.05	17.88	43.87	93.25	4.94
CWHL	192	194	2		BB-	S&P	15.58	10.06	22.01	97.42	7.24
GSR	2,712	2,371	(341)		CC	Fitch	14.05	19.04	47.23	96.25	4.34
CONHE	98	94	(4)		BB+	S&P	2.90	16.3	40.00	86.39	0.006
BOAA 2	214	172	(42)		BB	Fitch	7.93	9.38	51.75	97.25	5.70
RAMP	790	782	(8)		BB	S&P	17.95	2.14	29.49	105.69	17.63
TOTALS	\$ 17,328	\$ 14,429	\$ (2,899)								

The following table provides a roll forward as of June 30, 2010 of investment securities credit losses recorded in earnings. The beginning balance represents the credit loss component for which OTTI occurred on debt securities in prior periods. Additions represent the first time a debt security was credit impaired or when subsequent credit impairments have occurred on securities for which OTTI credit losses have been previously recognized.

(Dollars in thousands)	OTTI Related to Credit Loss	OTTI Related to All Other Factors	Total OTTI
Balance, December 31, 2009	\$ 300	\$	\$ 300
Charges on Securities for which OTTI was not previously recognized	700	3,068	3,768
Realized losses for securities sold	(300)		(300)
Balance, June 30, 2010	\$ 700	\$ 3,068	\$ 3,768

**Note 5. Fair Value Measurements**

The estimated carrying and fair values of the Company's financial instruments are as follows (in thousands):

	June 30, 2010		December 31, 2009	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
<b>Financial assets:</b>				
Cash and due from banks	\$ 16,171	\$ 16,171	\$ 13,857	\$ 13,857
Interest-earning deposits in other banks	27,243	27,243	34,544	34,544
Federal funds sold	750	750	279	279

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Available-for-sale investment securities	186,436	186,436	197,319	197,319
Loans, net	457,184	456,095	449,007	460,238
Bank owned life insurance	11,193	11,193	10,998	10,998
FHLB stock	3,050	3,050	3,140	3,140
Accrued interest receivable	3,286	3,286	3,608	3,608

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Financial liabilities:								
Deposits	\$	631,309	\$	632,739	\$	640,167	\$	641,279
Short-term borrowings		10,000		10,000		5,000		5,000
Long-term debt		4,000		4,408		14,000		14,487
Junior subordinated defer-able interest debentures		5,155		5,155		5,155		5,155
Accrued interest payable		458		458		416		416

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

These estimates are made at a specific point in time based on relevant market data and information about the financial instruments. Because no market exists for a significant portion of the Company's financial instruments, fair value estimates are based on judgments regarding current economic conditions, risk characteristics of various financial instruments and other factors. These estimates are subjective in nature and involve uncertainties and matters of significant judgment and therefore cannot be determined with precision. Changes in assumptions could significantly affect the fair values presented.

The following methods and assumptions were used to estimate the fair value of financial instruments. For cash and due from banks, interest-earning deposits in other banks, Federal funds sold, variable-rate loans, bank owned life insurance, accrued interest receivable and payable, FHLB stock, demand deposits and short-term borrowings, the carrying amount is estimated to be fair value. For investment securities, fair values are based on quoted market prices, quoted market prices for similar securities and indications of value provided by brokers. The fair values for fixed-rate loans are estimated using discounted cash flow analyses, using interest rates currently being offered at each reporting date for loans with similar terms to borrowers of comparable creditworthiness. Fair values for fixed-rate certificates of deposit are estimated using discounted cash flow analyses using interest rates offered at each reporting date by the Company for certificates with similar remaining maturities. The fair value of long-term debt and subordinated debentures was determined based on the current market for like-kind instruments of a similar maturity and structure. The fair values of commitments are estimated using the fees currently charged to enter into similar agreements and are not significant and, therefore, not included in the above table.

*Fair Value Hierarchy*

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

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

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



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

### *Assets Recorded at Fair Value*

The following tables present information about the Company's assets and liabilities measured at fair value on a recurring and nonrecurring basis as of June 30, 2010:

### *Recurring Basis*

The Company is required or permitted to record the following assets at fair value on a recurring basis under other accounting pronouncements (in thousands).

Description	Fair Value	Level 1	Level 2	Level 3
Available-for-sale investment securities	\$ 186,436	\$ 18	\$ 178,607	\$ 7,811

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Fair values for available-for-sale investment securities, which include debt securities of U.S. Governmental agencies and obligations of states and political subdivisions, are based on quoted market prices for similar securities. The securities in Level 3 are not actively traded therefore the pricing is internally calculated using matrix pricing.

The changes in Level 3 assets and liabilities measured at fair value on a recurring basis are summarized as follows.

(In thousands)	Available-for-sale Investment Securities	
	Three Months Ended June 30, 2010	Six Months Ended June 30, 2010
Beginning balance	\$ 8,437	\$ 14,097
Total gains or losses (realized/unrealized)		
Included in earnings (or changes in net assets)	235	248
Included in other comprehensive income	24	316
Purchases, sales and principal payments	(885)	(3,772)
Transfers in and/or out of Level 3		(3,078)
Ending balance	\$ 7,811	\$ 7,811

Gains and losses (realized and unrealized) included in earnings (or changes in net assets) for the three month period ended June 30, 2010 totaled \$30,000 and were included in other revenue.

*Non-recurring Basis*

The Company may be required, from time to time, to measure certain assets at fair value on a non-recurring basis. These include assets that are measured at the lower of cost or fair value that were recognized at fair value which was below cost at June 30, 2010 (in thousands).

Description	Fair Value	Level 1	Level 2	Level 3	Total Losses
Impaired loans	\$ 10,130	\$	\$	\$ 10,130	\$ (1,611)
Other real estate owned	3,502			3,502	
Total assets and liabilities measured at fair value on a non-recurring basis	\$ 13,632	\$	\$	\$ 13,632	\$ (1,611)

The fair value of impaired loans and other real estate owned is based on the fair value of the collateral for all collateral dependent loans and for other impaired loans is estimated using a discounted cash flow model. Impaired loans and other real estate owned were determined to be collateral dependent and categorized as Level 3 due to ongoing real estate market conditions resulting in inactive market data, which in turn required the use of unobservable inputs and assumptions in fair value measurements. There were no changes in valuation techniques used during the three months ended June 30, 2010 or the year ended December 31, 2009.

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Impaired loans had a principal balance of \$12,428,000 with a related valuation allowance of \$2,298,000 at June 30, 2010. The valuation allowance is reflected specific allocations of the allowance for credit losses for impaired loans.

The fair value of real estate is based on property appraisals at the time of transfer and as appropriate thereafter, less estimated costs to sell. Other real estate owned is periodically reviewed to determine whether the property continues to be carried at the lower of its recorded book value or estimated fair value, net of estimated selling costs. Fair value of other real estate properties was \$3,502,000 at June 30, 2010.

The following tables present information about the Company's assets and liabilities measured at fair value on a recurring and non-recurring basis as of December 31, 2009:

### *Recurring Basis*

The Company is required or permitted to record the following assets at fair value on a recurring basis under other accounting pronouncements (in thousands).

Description	Fair Value	Level 1	Level 2	Level 3
Available-for-sale investment securities	\$ 197,319	\$ 17	\$ 183,205	\$ 14,097

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Fair values for available-for-sale investment securities, which include debt securities of U.S. Governmental agencies and obligations of states and political subdivisions, are based on quoted market prices for similar securities. The securities in Level 3 are not actively traded and therefore the pricing is internally calculated using matrix pricing.

The changes in Level 3 assets and liabilities measured at fair value on a recurring basis are summarized as follows for the year ended December 31, 2009 (in thousands).

		<b>Available-for-Sale Investment Securities</b>
Beginning balance	\$	16,164
Total gains or losses (realized/unrealized)		
Included in earnings (or changes in net assets)		283
Included in other comprehensive income		809
Purchases, sales and principal payments		(884)
Transfers in and/or out of Level 3		(2,275)
Ending balance	\$	14,097

Gains and losses (realized and unrealized) included in earnings (or changes in net assets) for the year ended December 31, 2009 totaled \$283,000 and were included in other revenues.

### *Non-recurring Basis*

The Company may be required, from time to time, to measure certain assets at fair value on a non-recurring basis. These include assets that are measured at the lower of cost or fair value that were recognized at fair value which was below cost at December 31, 2009 (in thousands).

Description	Fair Value	Level 1	Level 2	Level 3	Total Losses
Impaired loans	\$ 4,751	\$	\$	\$ 4,751	\$ (3,253)
Other real estate owned	2,832			2,832	(356)
Other	47			47	(50)
Total assets and liabilities measured at fair value on a non-recurring basis	\$ 7,630	\$	\$	\$ 7,630	\$ (3,659)

The fair value of impaired loans and other real estate owned is based on the fair value of the collateral for all collateral dependent loans and for other impaired loans is estimated using a discounted cash flow model. Impaired loans and other real estate owned were determined to be collateral dependent and categorized as Level 3 due to ongoing real estate market conditions resulting in inactive market data, which in turn required the use of unobservable inputs and assumptions in fair value measurements.

In accordance with the provisions of ASC 360-10, impaired loans with a carrying value of \$9,112,000 were written down to their fair value of \$4,751,000, resulting in an impairment charge of \$3,253,000, which included \$2,501,000 in charge offs and specific reserve of \$752,000 for the period ended December 31, 2009. Other real estate properties with carrying amounts totaling \$3,189,000 at foreclosure were subsequently written down to their fair values of \$2,832,000, resulting in a loss of \$356,000 which was included in other expense for the period. Other repossessed assets with carrying amounts totaling \$97,000 were written down to their fair values of \$47,000, resulting in a loss of \$50,000 which was included in other expense for the period ended December 31, 2009.

**Note 6. Goodwill and Intangible Assets**

Business combinations involving the Company's acquisition of the equity interests or net assets of another enterprise give rise to goodwill. Total goodwill at June 30, 2010 was \$23,577,000 consisting of \$14,643,000 and \$8,934,000 representing the excess of the cost of Service 1st Bank and Bank of Madera County, respectively, over the net amounts assigned to assets acquired and liabilities assumed in the transactions accounted for under the purchase method of accounting. The value of goodwill is ultimately derived from the Bank's ability to generate net earnings after the acquisitions and is not deductible for tax purposes. A decline in net earnings could be indicative of a decline in the fair value of goodwill and result in impairment. For that reason, goodwill is assessed at least annually for impairment. Management engaged an independent valuation specialist to perform our annual impairment test in the third quarter of 2009 and no impairment was recorded.

Goodwill is also tested for impairment between annual tests if an event occurs or circumstances change that would more likely than not reduce the fair value of the Company below its carrying amount. No such events or circumstances arose during the second quarter of 2010, so goodwill was not required to be retested.

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The intangible assets at June 30, 2010 represent the estimated fair value of the core deposit relationships acquired in the acquisition of Service 1st Bank in 2008 of \$1,400,000 and the 2005 acquisition of Bank of Madera County of \$1,500,000. Core deposit intangibles are being amortized by the straight-line method over an estimated life of seven years from the date of acquisition. The carrying value of intangible assets at June 30, 2010 was \$1,405,000 net of \$1,495,000 in accumulated amortization expense. Management evaluates the remaining useful lives quarterly to determine whether events or circumstances warrant a revision to the remaining periods of amortization. Based on the evaluation, no changes to the remaining useful lives was required in the second quarter of 2010. Management engaged an independent valuation specialist to perform our annual impairment test on core deposit intangibles in the third quarter of 2009 and determined no impairment was necessary. Amortization expense recognized was \$103,000 for the three month periods ended June 30, 2010 and 2009 and \$207,000 for the six months period ended June 30, 2010 and 2009.

**Note 7. Comprehensive Income**

Total comprehensive income (loss) for the six months ended June 30, 2010 and 2009 totaled \$3,741,000 and (\$1,750,000) respectively. Comprehensive income (loss) is comprised of unrealized gains (losses), net of taxes, on available-for-sale investment securities, which were \$1,218,000 and (\$1,359,000) for the three months ended June 30, 2010 and 2009, respectively, together with net income.

At June 30, 2010 and December 31, 2009, accumulated other comprehensive loss totaled \$490,000 and (\$1,455,000), respectively, and is reflected, net of taxes, as a component of shareholders' equity.

**Note 8. Commitments and Contingencies**

In the normal course of business, the Company is a party to financial instruments with off-balance sheet risk. These financial instruments include commitments to extend credit and standby letters of credit. These instruments involve, to varying degrees, elements of credit and interest rate risk in excess of the amount recognized in the balance sheets. The contract or notional amounts of these instruments reflect the extent of involvement the Company has in particular classes of financial instruments. The Company uses the same credit policies in making commitments and conditional obligations as it does for loans.

Commitments to extend credit amounting to \$120,147,000 and \$131,139,000 were outstanding at June 30, 2010 and December 31, 2009, respectively. Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract unless waived by the bank. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee.

Included in commitments to extend credit are undisbursed lines of credit totaling \$68,352,000 and \$81,125,000 at June 30, 2010 and December 31, 2009, respectively. Undisbursed lines of credit are revolving lines of credit whereby customers can repay principal and request principal advances during the term of the loan at their discretion and most expire between one and 12 months.

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The Company has undisbursed portions of construction loans totaling \$6,067,000 and \$6,661,000 as of June 30, 2010 and December 31, 2009, respectively. These commitments are agreements to lend to a customer, subject to meeting certain construction progress requirements established in the contract. The underlying construction loans have fixed expiration dates.

Standby letters of credit and financial guarantees amounting to \$265,000 and \$240,000 were outstanding at June 30, 2010 and December 31, 2009, respectively. Standby letters of credit and financial guarantees are conditional commitments issued by the Company to guarantee the performance of a customer to a third party. Those guarantees are primarily issued to support private borrowing arrangements. Most standby letters of credit and guarantees carry a one year term or less. The fair value of the liability related to these standby letters of credit, which represents the fees received for their issuance, was not significant at June 30, 2010 and December 31, 2009. The Company recognizes these fees as revenue over the term of the commitment or when the commitment is used.

The Company generally requires collateral or other security to support financial instruments with credit risk. Management does not anticipate any material loss will result from the outstanding commitments to extend credit, standby letters of credit and financial guarantees.

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

### **Note 9. Income Taxes**

The Company files its income taxes on a consolidated basis with its subsidiaries. The allocation of income tax expense (benefit) represents each entity's proportionate share of the consolidated provision for income taxes. Deferred tax assets and liabilities are recognized for the tax consequences of temporary differences between the reported amounts of assets and liabilities and their tax bases. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment. On the consolidated balance sheets, net deferred tax assets are included in accrued interest receivable and other assets. The Company establishes a tax valuation allowance when it is more likely than not that a recorded tax benefit is not expected to be fully realized. The expense to create the tax valuation is recorded as an additional income tax expense in the period the tax valuation allowance is created. Based on management's analysis as of June 30, 2010, no valuation allowance was deemed necessary.

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Accounting for uncertainty in income taxes - The benefit of a tax position is recognized in the financial statements in the period during which, based on all available evidence, management believes it is more likely than not that the position will be sustained upon examination, including the resolution of appeals or litigation processes, if any. Tax positions that meet the more-likely-than-not recognition threshold are measured as the largest amount of tax benefit that is more than 50 percent likely of being realized upon settlement with the applicable taxing authority. The portion of the benefits associated with tax positions taken that exceeds the amount measured as described above is reflected as a liability for unrecognized tax benefits in the accompanying balance sheet along with any associated interest and penalties that would be payable to the taxing authorities upon examination. The Company recognizes accrued interest and penalties related to unrecognized tax benefits as a component of tax expense in the consolidated statements of income. There have been no significant changes to unrecognized tax benefits or accrued interest and penalties for the six months ended June 30, 2010.

**Note 10. Borrowing Arrangements**

Federal Home Loan Bank Advances: Advances from the Federal Home Loan Bank (FHLB) of San Francisco consisted of the following:

**June 30, 2010**

Amount	Rate	Maturity Date
(Dollars in thousands)		
\$ 5,000	3.00%	February 7, 2011
5,000	3.10%	February 14, 2011
4,000	3.59%	February 13, 2013
14,000		
(10,000)	Less short-term portion	
\$ 4,000	Long-term debt	

**December 31, 2009**

Amount	Rate	Maturity Date
(Dollars in thousands)		
\$ 5,000	2.73%	February 5, 2010
5,000	3.00%	February 7, 2011
5,000	3.10%	February 14, 2011
4,000	3.59%	February 13, 2013
19,000		
(5,000)	Less short-term portion	
\$ 14,000	Long-term debt	

FHLB advances are secured by investment securities with amortized costs totaling \$32,642,000 and \$45,239,000, and market values totaling \$35,956,000 and \$44,808,000 at June 30, 2010 and December 31, 2009, respectively. The Bank's credit limit varies according to the amount and composition of the investment and loan portfolios pledged as collateral.



As of June 30, 2010 and December 31, 2009, the Company had no Federal funds purchased.

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

Certain matters discussed in this report constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All statements contained herein that are not historical facts, such as statements regarding the Company's current business strategy and the Company's plans for future development and operations, are based upon current expectations. These statements are forward-looking in nature and involve a number of risks and uncertainties. Such risks and uncertainties include, but are not limited to (1) significant increases in competitive pressure in the banking industry; (2) the impact of changes in interest rates, a decline in economic conditions at the international, national or local level on the Company's results of operations, the Company's ability to continue its internal growth at historical rates, the Company's ability to maintain its net interest margin, and the quality of the Company's earning assets; (3) changes in the regulatory environment; (4) fluctuations in the real estate market; (5) changes in business conditions and inflation; (6) changes in securities markets; and (7) risks associated with acquisitions, relating to difficulty in integrating combined operations and related negative impact on earnings, and incurrence of substantial expenses. Therefore, the information set forth in such forward-looking statements should be carefully considered when evaluating the business prospects of the Company.

When the Company uses in this Quarterly Report on Form 10-Q the words anticipate, estimate, expect, project, intend, commit, and similar expressions, the Company intends to identify forward-looking statements. Such statements are not guarantees of performance and are subject to certain risks, uncertainties and assumptions, including those described in this Quarterly Report on Form 10-Q. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those anticipated, estimated, expected, projected, intended, committed or believed. The future results and shareholder values of the Company may differ materially from those expressed in these forward-looking statements. Many of the factors that will determine these results and values are beyond the

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**Company's ability to control or predict. For those statements, the Company claims the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995.**

**The Securities and Exchange Commission (SEC) maintains a web site which contains reports, proxy statements, and other information pertaining to registrants that file electronically with the SEC, including the Company. The internet address is: [www.sec.gov](http://www.sec.gov). In addition, our periodic and current reports are available free of charge on our website at [www.cvcb.com](http://www.cvcb.com) as soon as reasonably practicable after such material is electronically filed with, or furnished to, the SEC.**

## **CRITICAL ACCOUNTING POLICIES AND ESTIMATES**

Critical accounting policies are defined as those that are reflective of significant judgments and uncertainties, and could potentially result in materially different results under different assumptions and conditions. We believe that the Company's most critical accounting policies are those which the Company's financial condition depends upon, and which involve the most complex or subjective decisions or assessments.

There have been no material changes to the Company's critical accounting policies during 2010. Please refer to the Company's 2009 Annual Report to Shareholders on Form 10-K for a complete listing of critical accounting policies.

This discussion should be read in conjunction with our unaudited consolidated financial statements, including the notes thereto, appearing elsewhere in this report.

## **OVERVIEW**

### **Second Quarter of 2010**

In the second quarter of 2010, our consolidated net income was \$504,000 compared to net income of \$464,000 for the same period in 2009. Diluted EPS was \$0.04 for the second quarter of June 30, 2010 compared to \$0.04 for the same period in 2009. The increase in net income was primarily due to decreases in the provision for credit losses, offset by decreases in net interest income and non-interest income, and an increase in non-interest expenses. The provision for credit losses was \$1,000,000 for the second quarter of 2010 compared to \$2,500,000 for the second quarter of 2009, a decrease of \$1,500,000. Net interest income decreased \$818,000 or 9.4%. The yield on average total interest-earning assets decreased 80 basis points comparing the three month period ended June 30, 2010 to the same period in 2009 while interest rates on deposits decreased 45 basis points resulting in a 45 basis point decrease in net interest margin. Net interest margin was 5.06% for the three months ended June 30, 2010 compared to 5.51% for the same period in 2009. Non-interest income decreased \$654,000 or 46.7% primarily due to an increase in other-than-temporary impairment charges of \$700,000, and non-interest expense had a slight increase of \$13,000 or 0.18% in the three months ended June 30, 2010 compared to 2009.

Annualized return on average equity for the second quarter of 2010 was 2.11% compared to 2.28% for the same period in 2009. Total average equity was \$95,512,000 for the second quarter 2010 compared to \$81,537,000 for the second quarter 2009. Equity increased primarily due to capital raised from the private sale of equity in the later part of 2009 to certain accredited investors who purchased preferred and common shares of the Company for a total of \$8,000,000. Net income included in retained earnings and a decrease in other comprehensive loss also contributed to the growth in capital.

#### **First Six Months of 2010**

For the six months ended June 30, 2010, our consolidated net income was \$1,796,000 compared to net income of \$1,723,000 for the same period in 2009. Diluted EPS was \$0.17 for the first six months of 2010 compared to \$0.20 for the first six months of 2009. The increase in net income was primarily due to a decrease in the provision for loan losses offset by decreases in net interest income and non-interest income as well as an increase in non-interest expenses. During the six month period ended June 30, 2010 our net interest margin decreased 35 basis points to 5.02%. Net interest income decreased \$1,317,000 or 7.6%. Non-interest income decreased \$1,058,000 or 33.7.0%, provision for credit losses decreased \$2,817,000 and non-interest expense increased \$377,000 in the first six months of 2010 compared to 2009.

Annualized return on average equity for the six months ended June 30, 2010 was 3.80% compared to 4.21% for the same period in 2009. Annualized return on average assets for the six months ended June 30, 2010 was 0.48% compared to 0.46% for the same period in 2009. Total average equity was \$94,422,000 for the six months ended June 30, 2010 compared to \$81,819,000 for the same period in 2009. Equity increased primarily due to capital raised from the private sale of equity in the later part of 2009 to certain accredited investors who purchased preferred and common shares of the Company for a total of \$8,000,000. Net income included in retained earnings and a decrease in other comprehensive loss also contributed to the growth in capital.

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Our average total assets decreased \$3,900,000 or 0.52% in the first half of 2010 compared to the first half of 2009. Total average interest-earning assets decreased \$5,582,000 or 0.83% comparing the first half of 2010 to the first half of 2009. Average total loans decreased \$33,473,000 or 6.9% while average total investments increased \$31,128,000 or 16.1% in the six month period ended June 30, 2010 compared to the same period in 2009. Average interest-bearing liabilities decreased only \$8,679,000 or 1.7% over the same period.

Our net interest margin for the first six months ended June 30, 2010 was 5.02% compared to 5.37% for the same period in 2009. The margin decreased principally due to the decrease in yields on interest-earning assets outpacing the decrease in rates on interest-bearing liabilities. The effective yield on interest earning assets decreased 75 basis points to 5.72% for the six month period ended June 30, 2010 compared to 6.47% for the same period in 2009. For the six months ended June 30, 2010, the effective yield on investment securities including Federal funds sold and interest-earning deposits in other banks decreased 214 basis points and the effective yield on loans decreased 9 basis points. The cost of total interest-bearing liabilities decreased 53 basis points to 0.93% compared to 1.46% for the same period in 2009. The cost of total deposits, including noninterest bearing accounts decreased 40 basis points to 0.65% for the six months ended June 30, 2010 compared to 1.05% for the same period in 2009.

Net interest income for the first half of 2010 was \$15,916,000 compared to \$17,233,000 for the same period in 2009, a decrease of \$1,317,000 or 7.6%. Net interest income decreased as a result of the decrease in net interest margin as discussed above and a decrease in earning assets. The Bank had non-accrual loans totaling \$14,994,000 at June 30, 2010, compared to \$18,959,000 at December 31, 2009 and \$14,524,000 at June 30, 2009. The Company had other real estate owned at June 30, 2010 totaling \$3,502,000, compared to \$2,832,000 at December 31, 2009, and \$2,550,000 at June 30, 2009.

We participated in the U. S. Treasury Capital Purchase Program (CPP) under the Emergency Economic Stabilization Act. In 2009, the Company issued preferred stock and warrants to issue common stock and received \$7,000,000 in cash under this program. The Company agreed to restrict dividend payments on common stock to no more than historic levels while our preferred stock is owned by the U. S. Treasury.

### **Central Valley Community Bancorp (Company)**

We are a central California-based bank holding company for a one-bank subsidiary, Central Valley Community Bank (Bank). We provide traditional commercial banking services to small and medium-sized businesses and individuals in the communities along the Highway 99 corridor in the Fresno, Madera, Merced, Sacramento, Stanislaus, and San Joaquin Counties of central California. Additionally, we have a private banking office in Sacramento County, and a loan production office in Modesto, California. As a bank holding company, the Company is subject to supervision, examination and regulation by the Federal Reserve Bank.

At June 30, 2010, we had total loans of \$468,652,000, total assets of \$755,989,000, total deposits of \$631,309,000, and shareholders' equity of \$95,451,000.

### **Central Valley Community Bank (Bank)**

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The Bank commenced operations in January 1980 as a state-chartered bank. As a state-chartered bank, the Bank is subject to primary supervision, examination and regulation by the Department of Financial Institutions. The Bank's deposits are insured by the Federal Deposit Insurance Corporation (FDIC) up to the applicable limits thereof, and the Bank is subject to supervision, examination and regulations of the FDIC.

The Bank is participating in the FDIC Transaction Account Guarantee Program (TAG) under which all noninterest-bearing transaction accounts are fully guaranteed by the FDIC for the entire amount in the account. On June 28, 2010, the FDIC adopted a final rule extending TAG for six months to December 31, 2010 with the possibility of an additional extension not to exceed December 31, 2011 without further rulemaking. The recently enacted Dodd-Frank Wall Street Reform and Consumer Protection Act permanently raises the current standard maximum deposit insurance amount to \$250,000 and extended unlimited FDIC deposit insurance to qualifying noninterest-bearing transaction accounts for two years beginning December 31, 2010.

Coverage under the TAGP is in addition to and separate from the coverage available under the FDIC's general deposit insurance rules. As a participant in TAG, the Bank is assessed an annual fee of 10 basis points for all deposit amounts exceeding the existing deposit insurance limit of \$250,000.

The Bank operates 16 branches which serve the communities of Clovis, Fresno, Kerman, Lodi, Madera, Merced, Oakhurst, Prather, Sacramento, Stockton, and Tracy, California; and a loan production office which serves the Modesto, California community. Additionally the Bank operates Real Estate, Agribusiness and SBA departments that originate loans in California. According to the June 30, 2009 FDIC data, the Bank's branches in Fresno, Madera and San Joaquin Counties had a 3.50% combined deposit market share of all depositories including credit unions, thrifts, and savings banks.

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**Key Factors in Evaluating Financial Condition and Operating Performance**

As a publicly traded community bank holding company, we focus on several key factors including:

- Return to our stockholders;
- Return on average assets;
- Development of core earnings, including net interest income and non-interest income;
- Asset quality;
- Asset growth;
- Capital adequacy;
- Operating efficiency; and
- Liquidity

Return to Our Stockholders

Our return to our stockholders is measured in the form of return on average equity (ROE). Our annualized ROE was 3.80% for the six months ended June 30, 2010 compared to 3.10 % for the year ended December 31, 2009 and 4.21% for the six months ended June 30, 2009. Our net income for the six months ended June 30, 2010 increased \$73,000 or 4.2% to \$1,796,000 compared to \$1,723,000 for the six months ended June 30, 2009. Net income increased due to decreases in the provision for credit losses offset by decreases in net interest income and non-interest income, and an increase in non-interest expenses. Net interest margin (NIM) decreased 35 basis points comparing the three month periods ended June 30, 2010 and 2009. Diluted EPS was \$0.17 for the six months ended June 30, 2010 and \$0.20 for the same period in 2009.

Return on Average Assets

Our return on average assets (ROA) is a measure we use to compare our performance with other banks and bank holding companies. Our annualized ROA for the six months ended June 30, 2010 was 0.48% compared to 0.34% for the year ended December 31, 2009 and 0.46% for the six months ended June 30, 2009. The increase in ROA compared to December 2009 is due to the increase in net income relative to total average assets. Average assets for the six months ended June 30, 2010 were \$750,038,000 compared to \$752,509,000 for the year ended December 31, 2009. ROA for our peer group was (0.20%) at March 31, 2010. Peer group from SNL Financial data includes certain bank holding companies in central California with assets from \$300 million to \$1 billion.

Development of Core Earnings

Over the past several years, we have focused on not only improving net income, but improving the consistency of our revenue streams in order to create more predictable future earnings and reduce the effect of changes in our operating environment on our net income. Specifically, we have focused on net interest income through a variety of processes, including increases in average interest earning assets as a result of loan generation and retention, and minimizing the effects of the recent interest rate decline on our net interest margin by focusing on core deposits and managing the cost of funds. The Company's net interest margin (fully tax equivalent basis) was 5.02% for the first half of June 30, 2010, compared to 5.37 % for the same period in 2009. The decrease in net interest margin is principally due to a decrease in the yield on earning assets which was greater than the decrease in our rates on interest-bearing liabilities. In comparing the two periods, the effective yield on total

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earning assets decreased 75 basis points, while the cost of total interest bearing liabilities decreased 53 basis points and the cost of total deposits decreased 40 basis points. The Company's total cost of deposits for first half of June 30, 2010 was 0.65% compared to 1.05% for the same period in 2009. At June 30, 2010, 23.3% of the Company's average deposits were non-interest bearing compared to 23.0% for the Company's peer group as of March 31, 2010. Net interest income for the first half of 2010 was \$15,916,000 compared to \$17,233,000 for the same period in 2009.

Our non-interest income is generally made up of service charges and fees on deposit accounts, fee income from loan placements and other services, and gains from sales of investment securities. Non-interest income for the six months ended June 30, 2010 decreased \$1,058,000 or 33.7% to \$2,081,000 compared to \$3,139,000 for the six months ended June 30, 2009. The decrease is mainly due to a \$700,000 other than-temporary impairment loss related to our investment portfolio and a \$460,000 decrease in gains from sales and calls of investment securities. Further detail of non-interest income is provided below.

### Asset Quality

For all banks and bank holding companies, asset quality has a significant impact on the overall financial condition and results of operations. Asset quality is measured in terms of non-performing assets as a percentage of total assets, and is a key element in estimating the future earnings of a company. The Company had non-performing loans totaling \$14,994,000 or 3.2% of total loans as of June 30, 2010 and \$18,959,000 or 4.13% of total loans at December 31, 2009. Management maintains certain loans that have been brought current by the borrower (less than 30 days delinquent) on non-accrual status until such time as management has determined that the loans are likely to remain current in future periods and collectability has been reasonably assured. The Company had \$3,502,000 in other real estate owned at June 30, 2010 and \$2,832,000 at December 31, 2009. The Company held collateralized mortgage obligations with credit ratings below investment grade totaling \$17,751,000 at June 30, 2010 and \$24,230,000 at December 31, 2009.

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### Asset Growth

As revenues from both net interest income and non-interest income are a function of asset size, the growth in assets has a direct impact in increasing net income and therefore ROE and ROA. The majority of our assets are loans and investment securities, and the majority of our liabilities are deposits, and therefore the ability to generate deposits as a funding source for loans and investments is fundamental to our asset growth. Total assets decreased slightly by 1.2% during the six months ended June 30, 2010 to \$755,989,000 compared to \$765,488,000 as of December 31, 2009. Total gross loans decreased 2.1% to \$468,652,000 as of June 30, 2010 compared to \$459,207,000 as of December 31, 2009. Total deposits decreased 1.4% to \$631,309,000 as of June 30, 2010 compared to \$640,167,000 as of December 31, 2009. Our loan to deposit ratio at June 30, 2010 was 74.2% compared to 71.7% at December 31, 2009. The loan to deposit ratio of our peers was 84.24% at March 31, 2010. Further discussion of loans and deposits is below.

### Capital Adequacy

Capital serves as a source of funds and helps protect depositors and shareholders against potential losses. The Company has historically maintained substantial levels of capital. The assessment of capital adequacy is dependent on several factors including asset quality, earnings trends, liquidity and economic conditions. Maintenance of adequate capital levels is integral to providing stability to the Company. The Company needs to maintain substantial levels of regulatory capital to give it maximum flexibility in the changing regulatory environment and to respond to changes in the market and economic conditions.

At June 30, 2010, we had a total risk-based capital to risk-weighted assets ratio of 14.24%, a Tier 1 risk-based capital ratio of 12.96% and a Tier 1 leverage ratio of 9.94%. At December 31, 2009, we had a total risk-based capital to risk-weighted assets ratio of 13.54%, a Tier 1 risk-based capital ratio of 12.28% and a Tier 1 leverage ratio of 9.30%. At June 30, 2010, on a stand-alone basis, the Bank had a total risk-based capital ratio of 14.05%, a Tier 1 risk based capital ratio of 12.77% and a Tier 1 leverage ratio of 9.80%. At December 31, 2009, the Bank had a total risk-based capital ratio of 13.38%, a Tier 1 risk based capital ratio of 12.12% and a Tier 1 leverage ratio of 9.20%. The improvement in 2010 is due to an increase in risk adjusted capital that was relatively greater than the growth in risk weighted assets and average assets.

### Operating Efficiency

Operating efficiency is the measure of how efficiently earnings before provision for credit losses and taxes are generated as a percentage of revenue. The Company's efficiency ratio (operating expenses, excluding amortization of intangibles and foreclosed property expense divided by net interest income plus non-interest income, excluding gains from sales of securities) was 73.5% for the first six months of 2010 compared to 69.3% for the first six months of 2009. The deterioration in the efficiency ratio is due to a decrease in net interest income and non-interest income as well as an increase in operating expenses.

The Company's net interest income before provision for credit losses plus non-interest income decreased 11.7% to \$17,997,000 for the first six months of 2010 compared to \$20,372,000 for the same period in 2009, while operating expenses increased 2.7% to \$14,346,000 from \$13,969,000 for the same period in 2009.



Liquidity

Liquidity management involves our ability to meet cash flow requirements arising from fluctuations in deposit levels and demands of daily operations, which include providing for customers' credit needs, funding of securities purchases, and ongoing repayment of borrowings. Our liquidity is actively managed on a daily basis and reviewed periodically by our management and Directors' Asset/Liability Committee. This process is intended to ensure the maintenance of sufficient liquidity to meet our funding needs, including adequate cash flow for off-balance sheet commitments. Our primary sources of liquidity are derived from financing activities which include the acceptance of customer and, to a lesser extent, broker deposits, Federal funds facilities and advances from the Federal Home Loan Bank of San Francisco (FHLB). We have available unsecured lines of credit with correspondent banks totaling approximately \$39,000,000 and secured borrowing lines of approximately \$113,845,000 with the FHLB. These funding sources are augmented by collection of principal and interest on loans, the routine maturities and pay downs of securities from our investment securities portfolio, the stability of our core deposits, and the ability to sell investment securities. Primary uses of funds include origination and purchases of loans, withdrawals of and interest payments on deposits, purchases of investment securities, and payment of operating expenses.

**RESULTS OF OPERATIONS**

**Net Income for the First Six Months of 2010 Compared to the Six Months Ended June 30, 2009:**

Net income increased to \$1,796,000 for the six months ended June 30, 2010 compared to \$1,723,000 for the six months ended June 30, 2009. Basic earnings per share were \$0.18 and \$0.20 for the six months ended June 30, 2010 and 2009, respectively. Diluted earnings per share were \$0.17 for the six months ended June 30, 2010 and \$0.20 for the same period in 2009. Annualized ROE was 3.80% for the six months ended June 30, 2010 compared to 4.21% for the six months ended June 30, 2009. Annualized ROA for the six months ended June 30, 2010 was 0.48% compared to 0.46% for the six months ended June 30, 2009.

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Net income for the six months ended June 30, 2010 compared to the same period in the prior year increased due mainly to decreases in the provision for credit losses offset by decreases in net interest income and non-interest income, and an increase in non-interest expenses. Net interest income decreased due to a decrease in the yield on our investment securities and a decrease in earning assets. The decrease in non-interest income is due to a decrease in realized gains on sales of securities and an other-than-temporary loss on investment securities. Non-interest expenses increased primarily due to the write down to fair value of one OREO property. Further discussion of non-interest expenses is below.

**Interest Income and Expense**

Net interest income is the most significant component of our income from operations. Net interest income (the interest rate spread) is the difference between the gross interest and fees earned on the loan and investment portfolio and the interest paid on deposits and other borrowings. Net interest income depends on the volume of and interest rate earned on interest earning assets and the volume of and interest rate paid on interest bearing liabilities.

The following table sets forth a summary of average balances with corresponding interest income and interest expense as well as average yield and cost information for the periods presented. Average balances are derived from daily balances, and non-accrual loans are not included as interest earning assets for purposes of this table.

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## CENTRAL VALLEY COMMUNITY BANCORP

## SCHEDULE OF AVERAGE BALANCES AND AVERAGE YIELDS AND RATES

(Dollars in thousands)

	For the Six Months Ended			For the Six Months Ended		
	Average Balance	June 30, 2010 Interest Income/ Expense	Average Interest Rate	Average Balance	June 30, 2009 Interest Income/ Expense	Average Interest Rate
<b>ASSETS</b>						
Interest-earning deposits in other banks	\$ 30,694	\$ 39	0.25%	\$ 1,196	\$ 5	0.84%
Securities						
Taxable securities	128,102	2,978	4.65%	118,943	4,334	7.29%
Non-taxable securities (1)	64,689	2,297	7.10%	62,980	2,292	7.28%
Total investment securities	192,791	5,275	5.47%	181,923	6,626	7.28%
Federal funds sold	898	1	0.22%	10,136	14	0.28%
Total securities	224,383	5,315	4.74%	193,255	6,645	6.88%
Loans (2) (3)	437,768	13,705	6.31%	474,456	15,055	6.40%
Federal Home Loan Bank stock	3,118	4		3,140		
<b>Total interest-earning assets</b>	<b>665,269</b>	<b>\$ 19,024</b>	<b>5.72%</b>	<b>670,851</b>	<b>\$ 21,700</b>	<b>6.47%</b>
Allowance for credit losses	(10,601)			(7,665)		
Nonaccrual loans	17,162			13,947		
Other real estate owned	2,808			2,038		
Cash and due from banks	15,657			18,357		
Bank premises and equipment	6,268			6,722		
Other non-earning assets	53,475			49,688		
Total average assets	\$ 750,038			\$ 753,938		
<b>LIABILITIES AND SHAREHOLDERS EQUITY</b>						
Interest-bearing liabilities:						
Savings and NOW accounts	\$ 141,383	\$ 274	0.39%	\$ 130,370	\$ 452	0.70%
Money market accounts	152,579	558	0.74%	131,539	668	1.02%
Time certificates of deposit, under \$100,000	63,927	406	1.28%	87,588	877	2.02%
Time certificates of deposit, \$100,000 and over	124,251	798	1.30%	125,916	1,284	2.06%
Total interest-bearing deposits	482,140	2,036	0.85%	475,413	3,281	1.39%
Other borrowed funds	20,122	287	2.88%	35,528	407	2.31%
<b>Total interest-bearing liabilities</b>	<b>502,262</b>	<b>\$ 2,323</b>	<b>0.93%</b>	<b>510,941</b>	<b>\$ 3,688</b>	<b>1.46%</b>
Non-interest bearing demand deposits	146,642			153,995		
Other liabilities	6,712			7,183		
Shareholders equity	94,422			81,819		
Total average liabilities and shareholders equity	\$ 750,038			\$ 753,938		
Interest income and rate earned on average earning assets		\$ 19,024	5.72%		\$ 21,700	6.47%
Interest expense and interest cost related to average interest-bearing liabilities		2,323	0.93%		3,688	1.46%
<b>Net interest income and net interest margin (4)</b>		<b>\$ 16,701</b>	<b>5.02%</b>		<b>\$ 18,012</b>	<b>5.37%</b>

- (1) Calculated on a fully tax equivalent basis, which includes Federal tax benefits relating to income earned on municipal bonds totaling \$781 and \$779 in 2010 and 2009 respectively.
- (2) Loan interest income includes loan fees of \$226 in 2010 and \$274 in 2009
- (3) Average loans do not include non-accrual loans.
- (4) Net interest margin is computed by dividing net interest income by total average interest-earning assets.

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Interest and fee income from loans decreased \$1,350,000 or 9.0% in the first six months of 2010 compared to the same period in 2009. Average total loans, including non-accrual loans, for the first six months of 2010 decreased \$33,473,000 or 6.9% to \$454,930,000 compared to \$488,403,000 for the same period in 2009. The yield on average total loans decreased 9 basis points to 6.31% for the first six months of 2010 compared to 6.40% for the same period in 2009. The lower yield is attributed to the sustained low interest rate environment. In addition to the decline in yield, loan yields for 2010 reflect an increase in the balance of average nonaccrual loans. We have been successful in implementing interest rate floors on many of our new adjustable rate loans to partially offset the effects of the decrease in the prime interest rate experienced in the last two years. We are committed to providing our customers with competitive pricing without sacrificing strong asset quality and value to our shareholders.

Interest income from total investments on a non tax equivalent basis (total investments include investment securities, Federal funds sold, interest bearing deposits with other banks, and other securities) decreased \$1,332,000 in the first six months of 2010 to \$4,534,000 compared to \$5,866,000, for the same period in 2009. The decrease is attributed to lower yields on the portfolio. The yield on average investments decreased 214 basis points to 4.74% for the six month period ended June 30, 2010 compared to 6.88% for the same period in 2009. We experienced a decrease in yield in our investment securities in 2010 due to purchases of lower yielding debt securities. In 2009 we experienced large prepayments on CMOs which created more accretion resulting in increased income. Additionally, several CMO bonds with higher yields were called in 2009. In 2010 we are holding higher levels of deposits with the Federal Reserve Bank of San Francisco which have lower yields. Average total investments for the first six months of 2010 increased \$31,083,000 or 16.1% to \$224,338,000 compared to \$193,255,000 for the same period in 2009. Income from investments represents 28.5% of net interest income for the first six months of 2010 compared to 34.0% for the same period in 2009.

In an effort to increase yields, without accepting unreasonable risk, a significant portion of the investment purchases have been in mortgage-backed securities (MBS) and collateralized mortgage obligations (CMOs). At June 30, 2010, we held \$105,693,000 or 56.7% of the total fair value of the investment portfolio in MBS and CMOs with an average yield of 4.68%. We invest in Collateralized Mortgage Obligations (CMO) and Mortgage Backed Securities, (MBS) as part of the overall strategy to increase our net interest margin. CMOs and MBS by their nature react to changes in interest rates. In a normal declining rate environment, prepayments from MBS and CMOs would be expected to increase and the expected life of the investment would be expected to shorten. Conversely, if interest rates increase, prepayments normally would be expected to decline and the average life of the MBS and CMOs would be expected to extend. However, in the current economic environment, prepayments may not behave according to historical norms. Premium amortization and discount accretion of these investments affects our net interest income. Our management monitors the prepayment speed of these investments and adjusts premium amortization and discount accretion based on several factors. These factors include the type of investment, the investment structure, interest rates, interest rates on new mortgage loans, expectation of interest rate changes, current economic conditions, the level of principal remaining on the bond, the bond coupon rate, the bond origination date, and volume of available bonds in market. The calculation of premium amortization and discount accretion is by nature inexact, and represents management's best estimate of principal pay downs inherent in the total investment portfolio.

The net of tax effect value of the change in fair value of the available-for-sale investment portfolio was a gain of \$490,000 at June 30, 2010 and is reflected in the Company's equity. At June 30, 2010, the average life of the investment portfolio was 8.2 years and the fair value reflected a pre-tax gain of \$818,000. Management reviews fair value declines on individual investment securities to determine whether they represent an other-than-temporary impairment (OTTI) and recorded a \$700,000 OTTI loss for the six months ended June 30, 2010. Refer to Note 4 of the Notes to Consolidated Financial Statements for more detail. Future deterioration in the market values of our investment securities may require the Company to recognize future OTTI losses.

A component of the Company's strategic plan has been to use its investment portfolio to offset, in part, its interest rate risk relating to variable rate loans. At June 30, 2010, an immediate rate increase of 200 basis points would result in an estimated decrease in the market value of the investment portfolio by approximately \$17,378,000. Conversely, with an immediate rate decrease of 200 basis points, the estimated increase in the market value of the investment portfolio is \$11,473,000. The modeling environment assumes management would take no action during an immediate shock of 200 basis points. However, the Company uses those increments to measure its interest rate risk in accordance with regulatory requirements and to measure the possible future risk in the investment portfolio. For further discussion of the Company's market risk,

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refer to Item 3 - Quantitative and Qualitative Disclosures about Market Risk.

Management's review of all investments before purchase includes an analysis of how the security will perform under several interest rate scenarios to monitor whether investments are consistent with our investment policy. The policy addresses issues of average life, duration, and concentration guidelines, prohibited investments, impairment, and prohibited practices.

Total interest income for the first six months of 2010 decreased \$2,682,000 or 12.8% to \$18,239,000 compared to \$20,921,000 for the six months ended June 30, 2009. The decrease was due to the 75 basis point decrease in the tax equivalent yield on average interest earning assets and the decrease in average interest earning assets. The yield on interest earning assets decreased to 5.72% for the six months ended June 30, 2010 from 6.47% for the six months ended June 30, 2009. Average interest earning assets decreased to \$665,269,000 for the six months ended June 30, 2010 compared to \$670,851,000 for the six months ended June 30, 2009. The \$5,582,000 decrease in average earning assets can be attributed to the \$36,688,000 decrease in loans offset by a \$31,128,000 increase in total investments.

Interest expense on deposits for the six months ended June 30, 2010 decreased \$1,245,000 or 38.0% to \$2,036,000 compared to \$3,281,000 for the six months ended June 30, 2009. This decrease in interest expense was primarily due to repricing of interest bearing deposits which decreased 54 basis points to 0.85% for the six months ended June 30, 2010 from 1.39% in 2009 as a result of the ongoing low interest rate environment. Average interest-bearing deposits increased 1.4% or \$6,727,000 to \$482,140,000 for the six months ended June 30, 2010 compared to \$475,413,000 for the same period ended June 30, 2009.

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Average other borrowed funds decreased \$15,406,000 or 43.4% to \$20,122,000 with an effective rate of 2.88% for the six months ended June 30, 2010 compared to \$35,528,000 with an effective rate of 2.31% for the six months ended June 30, 2009. As a result, total interest expense on other borrowed funds decreased \$120,000 to \$287,000 for the six months ended June 30, 2010 from \$407,000 for the six months ended June 30, 2009. Other borrowings include advances from the Federal Home Loan Bank (FHLB) and junior subordinated deferrable interest debentures. The FHLB advances are fixed rate short-term and long term borrowings. The effective rate of the FHLB advances was 3.20% for the six month period ended June 30, 2010. Advances were utilized as part of a leveraged strategy in the first quarter of 2008 to purchase investment securities. The debentures were acquired in the merger with Service 1st and carry a floating rate based on the three month Libor plus a margin of 1.6%. The rate at June 30, 2010 was 1.90%. See the section on Financial Condition for more detail.

The cost of all of our interest-bearing liabilities decreased 53 basis points to 0.93% for the six month period ended June 30, 2010 compared to 1.46% for 2009 while the cost of total deposits decreased to 0.65% for the six month period ended June 30, 2010 compared to 1.05% for same period in 2009. Average demand deposits decreased 4.8% to \$146,642,000 in 2010 compared to \$153,995,000 for 2009. The ratio of demand deposits to total deposits decreased to 23.3% in the first half of 2010 compared to 24.5% for 2009.

**Net Interest Income before Provision for Credit Losses**

Net interest income before provision for credit losses for the six months ended June 30, 2010 decreased by \$1,317,000 or 7.6% to \$15,916,000 compared to \$17,233,000 for the six months ended in 2009. The decrease was due to the 35 basis point decrease in our net interest margin and the decrease in average interest earning assets. Average interest earning assets were \$665,269,000 for the six months ended June 30, 2010 with a net interest margin of 5.02% compared to \$670,851,000 with a net interest margin of 5.37% for the six months ended June 30, 2009. The \$5,582,000 decrease in average earning assets can be attributed to the \$36,688,000 decrease in loans offset by a \$31,128,000 increase in total investments. Average interest bearing liabilities decreased 1.7% to \$502,262,000 for the six months ended June 30, 2010 compared to \$510,941,000 for the same period in 2009. For a discussion of the repricing of our assets and liabilities, see Item 3 Quantitative and Qualitative Disclosure about Market Risk.

**Provision for Credit Losses**

We provide for probable credit losses by a charge to operating income based upon the composition of the loan portfolio, delinquency levels, losses and nonperforming assets, economic and environmental conditions and other factors which, in management's judgment, deserve recognition in estimating credit losses. Loans are charged off when they are considered uncollectible or of such little value that continuance as an active earning bank asset is not warranted.

The establishment of an adequate credit allowance is based on both an accurate risk rating system and loan portfolio management tools. The Board has established initial responsibility for the accuracy of credit risk grades with the individual credit officer. The grading is then submitted to the Chief Credit Administrator (CCA), who reviews the grades for accuracy and gives final approval. The CCA is not involved in loan originations. The risk grading and reserve allocation is analyzed quarterly by the CCA and the Board and at least annually by a third party credit reviewer and by various regulatory agencies.

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Quarterly, the CCA sets the specific reserve for all adversely risk-graded credits. This process includes the utilization of loan delinquency reports, classified asset reports, and portfolio concentration reports to assist in accurately assessing credit risk and establishing appropriate reserves. Reserves are also allocated to credits that are not impaired.

The allowance for credit losses is reviewed at least quarterly by the Board's Audit/Compliance Committee and by the Board of Directors. Reserves are allocated to loan portfolio categories using percentages which are based on both historical risk elements such as delinquencies and losses and predictive risk elements such as economic, competitive and environmental factors. We have adopted the specific reserve approach to allocate reserves to each impaired asset for the purpose of estimating potential loss exposure. Although the allowance for credit losses is allocated to various portfolio categories, it is general in nature and available for the loan portfolio in its entirety. Additions may be required based on the results of independent loan portfolio examinations, regulatory agency examinations, or our own internal review process. Additions are also required when, in management's judgment, the allowance does not properly reflect the portfolio's potential loss exposure.



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The allocation of the allowance for credit losses is set forth below:

Loan Type (Dollars in thousands)	June 30, 2010	% of Total Loans	December 31, 2009	% of Total Loans
Commercial and industrial	\$ 2,739	23.6%	\$ 2,861	24.7%
Agricultural land and production	633	10.8%	708	7.8%
Real estate	5,035	50.2%	3,813	49.4%
Real estate - construction and other land loans	662	5.8%	836	7.9%
Equity loans and lines of credit	764	7.5%	334	7.8%
Consumer and installment	486	2.0%	423	2.3%
Other	78	0.1%	48	0.1%
Unallocated reserves	1,071		1,177	
Total allowance for credit losses	\$ 11,468		\$ 10,200	

The unallocated reserves as of June 30, 2010 are principally due to qualitative and quantitative factors (Q factors). Q factors include reserves held for the effects of lending policies, economic trends, and portfolio trends along with other dynamics which may cause additional stress to the portfolio.

Managing credits identified through the risk evaluation methodology includes developing a business strategy with the customer to mitigate our potential losses. Management continues to monitor these credits with a view to identifying as early as possible when, and to what extent, additional provisions may be necessary.

Additions to the allowance for credit losses in the first six months of 2010 were \$1,600,000 compared to \$4,417,000 for the same period in 2009. These provisions are primarily the result of our assessment of the overall adequacy of the allowance for credit losses considering a number of factors as discussed in the Allowance for Credit Losses section below. During the six months ended June 30, 2010, the Company had net charge offs totaling \$332,000 compared \$3,048,000 for the same period in 2009. The period-to-period decrease in provision for credit losses resulted from a decrease in the level of outstanding loans and a decrease in our nonperforming loans. In addition, recoveries of previously charged off loan balances during the quarter ended June 30, 2010 were \$339,000.

Nonperforming loans were \$14,994,000 and \$18,959,000 at June 30, 2010 and December 31, 2009, respectively and \$14,524,000 at June 30, 2009. Nonperforming loans as a percentage of total loans were 3.20% at June 30, 2010 compared to 4.13% at December 31, 2009 and 2.95% at June 30, 2009. Other real estate owned at June 30, 2010 was \$3,502,000, net of a valuation allowance of \$270,000, compared to \$2,832,000, net of a valuation allowance of \$356,000, at December 31, 2009, and \$2,550,000 at June 30, 2009.

The annualized net charge off ratio, which reflects net charge-offs to average loans for the six months ended June 30, 2010, was 0.15% compared to 1.25% for the same period in 2009. The annual net charge off ratios for 2009, 2008, and 2007 were 1.56%, 0.20% and 0.12%, respectively.

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We believe the significant economic downturn witnessed during 2008 that has continued through to 2010 has had a considerable impact on the ability of certain borrowers to satisfy their obligations, resulting in loan downgrades and corresponding increases in credit loss provisions. Additionally, we estimate the impact certain economic factors will have on various credits within the portfolio.

While the Company saw a decline in the balance of non-accruing loans when compared to that reported at December 31, 2009, non-accruing balances remain elevated relative to historical periods. Continued increases in the level of charge-offs and the number and dollar volume of past due and non-performing loans may result in further provisions to the allowance for credit losses.

We anticipate weakness in economic conditions on national, state and local levels to continue. Continued economic pressures may negatively impact the financial condition of borrowers to whom the Company has extended credit and as a result we may be required to make further significant provisions to the allowance for credit losses during 2010. We have been and will continue to be proactive in looking for signs of deterioration within the loan portfolio in an effort to manage credit quality and work with borrowers where possible to mitigate any further losses.

As of June 30, 2010, we believe, based on all current and available information, the allowance for credit losses is adequate to absorb current estimable losses within the loan portfolio. However, no assurance can be given that we may not sustain charge-offs which are in excess of the allowance in any given period. Refer to Allowance for Credit Losses below for further information.

### **Net Interest Income after Provision for Credit Losses**

Net interest income, after the provision for credit losses, was \$14,316,000 for the six month period ended June 30, 2010 and \$12,816,000 for the same period in 2009.

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**Non-Interest Income**

Non-interest income is comprised of customer service charges, loan placement fees, gains on sales of investment securities, appreciation in cash surrender value of bank owned life insurance, Federal Home Loan Bank dividends, and other income. Non-interest income was \$2,081,000 for the six months ended June 30, 2010 compared to \$3,139,000 for the same period ended June 30, 2009. The \$1,058,000 or 33.7% decrease in non-interest income was primarily due to decreases in gains on sales and calls of investment securities and an other-than-temporary impairment write down on certain investment securities, offset by increases in customer service charges and other income.

During the first six months of 2010, we realized net gains on sales and calls of investment securities of \$51,000 compared to \$511,000 for the same period in 2009. In 2009, investment securities that had been marked to market when we acquired Service 1st were subsequently called at par value resulting in gains. For the six month period ended June 30, 2010, we realized a \$700,000 other-than-temporary impairment write down on certain investment securities. See Footnote 4 for more detail.

Customer service charges increased \$46,000 or 2.7% to \$1,724,000 for the first six months of 2010 compared to \$1,678,000 for the same period in 2009, mainly due to an increase in transaction account service charge income.

The Bank holds stock from the Federal Home Loan Bank in relationship with the borrowing capacity and generally earns quarterly dividends. We currently hold \$3,050,000 in FHLB stock. We received dividends totaling \$4,000 in the six months ended June 30, 2010 compared to no dividends during the same period in 2009.

**Non-Interest Expenses**

Salaries and employee benefits, occupancy, regulatory assessments, professional services, and data processing are the major categories of non-interest expenses. Non-interest expenses increased \$377,000 or 2.7% to \$14,346,000 for the six months ended June 30, 2010 compared to \$13,969,000 for the six months ended June 30, 2009.

The Company's efficiency ratio, measured as the percentage of non-interest expenses (exclusive of amortization of core deposit intangible assets and foreclosure expenses) to net interest income before provision for credit losses plus non-interest income (exclusive of realized gains on sale and calls of investments) was 73.5% for the first six months of 2010 compared to 69.2% for the six months ended June 30, 2009. The deterioration in the ratio resulted from decreases in net interest income and non-interest income as well as an increase in operating expenses.

Salaries and employee benefits increased \$254,000 or 3.5 % to \$7,584,000 for the first six months of 2010 compared to \$7,330,000 for the six months ended June 30, 2009. The increase in salaries and employee benefits for the 2009 period can be attributed to the addition of personnel in connection with the opening of the new Merced office and other new positions along with normal cost increases.

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Occupancy and equipment expense increased \$25,000 or 1.3% to \$1,914,000 for the six months ended June 30, 2010 compared to \$1,889,000 for the six months ended June 30, 2009. The increase can be attributed to the new Merced office as well as the relocation of our Oakhurst office in 2009.

Regulatory assessments decreased to \$606,000 for the six month period ended June 30, 2010 compared to \$1,010,000 for the same period in 2009. In 2009, we recorded a \$353,000 FDIC Special Assessment, in addition to the regular recurring assessments. With the three year prepayment of FDIC premiums in the fourth quarter of 2009, we expect that regulatory assessments will remain at historically high levels for the foreseeable future.

Total other real estate owned (OREO) expenses were \$441,000 for the six months ended June 30, 2010 and \$16,000 for the same period in 2009. The increase in 2010 is the result of the write down of one OREO property to its estimated fair value resulting in a valuation expense totaling \$283,000 and \$158,000 in expenses related to the OREO portfolio for the six month period ended June 30, 2010.

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Other categories of non-interest expenses increased \$24,000 or 1.1% in the period under review. The following table shows significant components of other non-interest expense as a percentage of average assets.

For the Six Months Ended June 30, (Dollars in thousands)	Other Expense 2010	% Average Assets	Other Expense 2009	% Average Assets
ATM/debit card expenses	\$ 181	0.05%	\$ 207	0.05%
Telephone	142	0.04%	133	0.04%
Stationery/supplies	118	0.03%	125	0.03%
Postage	109	0.03%	109	0.03%
License & maintenance contracts	104	0.03%	100	0.03%
Director fees and related expenses	104	0.03%	102	0.03%
Appraisal fees	96	0.03%	15	0.00%
Amortization of software	93	0.02%	96	0.03%
Donations	78	0.02%	48	0.01%
Consulting	68	0.02%	105	0.03%
Education/training	66	0.02%	62	0.02%
General Insurance	50	0.01%	67	0.02%
Operating losses	25	0.01%	20	0.01%
Other	900	0.18%	921	0.19%
Total other non-interest expense	\$ 2,134	0.57%	\$ 2,110	0.56%

**Provision for Income Taxes**

Our effective income tax rate was 12.4% for the six months ended June 30, 2010 compared to 13.2% for the six months ended June 30, 2009. The Company reported an income tax provision of \$255,000 for six months ended June 30, 2010, compared to \$263,000 for the six months ended June 30, 2009. Our low effective tax rate is due primarily to federal tax deductions for tax free municipal bond income, solar tax credits, the state tax deduction for loans in designated enterprise zones in California, and state hiring tax credits.

**Preferred Stock Dividends and Accretion**

On January 30, 2009, we entered into a Letter Agreement with the United States Department of the Treasury under the Capital Purchase Program. We received \$7,000,000 in proceeds and the Treasury owns 7,000 shares of the Company's Series A Fixed Rate Cumulative Perpetual Preferred Stock ( Preferred Stock ) and a warrant to purchase 79,089 shares, at \$6.64 per share, of the Company's common stock, no par value. The Company accrued preferred stock dividends to the United States Department of the Treasury and accretion of the warrants in the amount of \$197,000 during the six months ended June 30, 2010.

**Net Income for the Second Quarter of 2010 Compared to the Second Quarter of 2009:**

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Net income was \$504,000 for the second quarter ended June 30, 2010 compared to \$464,000 for the second quarter ended June 30, 2009. Basic and diluted earnings per share were \$0.04 for the quarters ended June 30, 2010 and 2009. Annualized ROE was 2.11% for the quarter ended June 30, 2010 compared to 2.28% for the quarter ended June 30, 2009. Annualized ROA for the three months ended June 30, 2010 was 0.27% compared to 0.25% for the quarter ended June 30, 2009.

The slight increase in net income for the quarter ended June 30, 2010 compared to the same period in the prior year was due to the decreases in the provision for credit losses and in our FDIC insurance assessments, partially offset by decreases in net interest income and non-interest income. Net interest income decreased due to a decrease in the yield and level of average earning assets offset by a decrease in our cost of interest bearing liabilities and a decrease in the level of average interest-bearing liabilities, and non-interest income decreased due to a \$700,000 charge related to an other-than-temporary impairment of investment securities.

Table of Contents**Interest Income and Expense**

The following table sets forth a summary of average balances with corresponding interest income and interest expense as well as average yield and cost information for the periods presented. Average balances are derived from daily balances, and non-accrual loans are not included as interest earning assets for purposes of this table.

## CENTRAL VALLEY COMMUNITY BANCORP

## SCHEDULE OF AVERAGE BALANCES AND AVERAGE YIELDS AND RATES

(Dollars in thousands)

	For the Three Months Ended			For the Three Months Ended		
	Average Balance	Interest Income/Expense	Average Interest Rate	Average Balance	Interest Income/Expense	Average Interest Rate
<b>ASSETS</b>						
Interest-earning deposits in other banks	\$ 24,390	\$ 15	0.25%	\$ 2,341	\$ 5	0.84%
Securities						
Taxable securities	124,586	1,349	4.33%	110,402	2,123	7.69%
Non-taxable securities (1)	64,750	1,150	7.10%	67,499	1,221	7.24%
Total investment securities	189,336	2,499	5.28%	177,901	3,344	7.52%
Federal funds sold	937	1	0.25%	4,831	3	0.25%
Total securities	214,663	2,515	4.69%	185,073	3,352	7.24%
Loans (2) (3)	439,988	6,927	6.31%	476,924	7,515	6.32%
Federal Home Loan Bank stock	3,097	2	0.26%	3,140		0.00%
<b>Total interest-earning assets</b>	<b>657,748</b>	<b>\$ 9,444</b>	<b>5.74%</b>	<b>665,137</b>	<b>\$ 10,867</b>	<b>6.54%</b>
Allowance for credit losses	(10,596)			(8,005)		
Non-accrual loans	15,628			13,341		
Other real estate owned	2,790			2,550		
Cash and due from banks	15,856			15,840		
Bank premises & equipment	6,123			6,617		
Other non-earning assets	53,720			48,885		
Total average assets	\$ 741,269			\$ 744,365		
<b>LIABILITIES AND SHAREHOLDERS EQUITY</b>						
Interest-bearing liabilities:						
Savings and NOW accounts	\$ 139,920	\$ 134	0.38%	\$ 127,008	\$ 199	0.63%
Money market accounts	156,262	287	0.74%	130,488	292	0.90%
Time certificates of deposit, under \$100,000	57,085	152	1.07%	75,157	367	1.96%
Time certificates of deposit, \$100,000 and over	123,635	410	1.33%	136,681	641	1.88%
Total interest-bearing deposits	476,902	983	0.83%	469,334	1,499	1.28%
Other borrowed funds	19,155	138	2.89%	37,201	205	2.21%
<b>Total interest-bearing liabilities</b>	<b>496,057</b>	<b>\$ 1,121</b>	<b>0.91%</b>	<b>506,535</b>	<b>\$ 1,704</b>	<b>1.35%</b>
Non-interest bearing demand deposits	143,322			147,788		
Other liabilities	6,378			8,505		

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Shareholders' equity	95,512		81,537	
Total average liabilities and shareholders equity	\$ 741,269		\$ 744,365	
Interest income and rate earned on average earning assets	\$ 9,444	5.74%	\$ 10,867	6.54%
Interest expense and interest cost related to average interest-bearing liabilities	1,121	0.91%	1,704	1.35%
<b>Net interest income and net interest margin (4)</b>	\$ 8,323	5.06%	\$ 9,163	5.51%

(1) Calculated on a fully tax equivalent basis, which includes Federal tax benefits relating to income earned on municipal bonds totaling \$391 and \$415 in 2010 and 2009, respectively.

(2) Loan interest income includes loan fees of \$123 in 2010 and \$126 in 2009.

(3) Average loans do not include non-accrual loans.

(4) Net interest margin is computed by dividing net interest income by total average interest-earning assets.



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Interest and fee income from loans decreased \$588,000 or 7.8% to \$6,927,000 for the second quarter of 2010 compared to \$7,515,000 for the same period in 2009. Average total loans, including nonaccrual loans, for the second quarter of 2010 decreased \$34,649,000 or 7.1% to \$455,616,000 compared to \$490,265,000 for the same period in 2009. Yield on the loan portfolio was 6.31% and 6.32% for the second quarters ending June 30, 2010 and 2009, respectively. We have been successful in implementing interest rate floors on many of our new adjustable rate loans to partially offset the effects of the decrease in the prime interest rate experienced in the last two years. We are committed to providing our customers with competitive pricing without sacrificing strong asset quality and value to our shareholders.

Income from investments represents 26.8% of net interest income for the second quarter of 2010 compared to 33.6% for the same quarter in 2009. Interest income from total investments on a non tax equivalent basis (total investments include investment securities, Federal funds sold, interest bearing deposits with other banks, and other securities) decreased \$813,000 in the second quarter of 2010 to \$2,124,000 compared to \$2,937,000, for the same period in 2009. The decrease is attributed to lower yields on the portfolio. The yield on average investments decreased 255 basis points to 4.69% for the second quarter of 2010 compared to 7.24% for the second quarter of 2009. We experienced a decrease in yield in our investment securities in 2010 due to purchases of lower yielding debt securities. In 2009 we experienced large pay downs and calls of higher yielding CMOs. Additionally, we are holding higher levels of deposits with the Federal Reserve Bank of San Francisco which have lower yields. Average total investments for the second quarter of 2010 increased \$29,590,000 or 16.0% to \$214,663,000 compared to \$185,073,000 for the second quarter of 2009.

Total interest income for the second quarter of 2010 decreased \$1,401,000 or 13.4% to \$9,051,000 compared to \$10,452,000 for the second quarter ended June 30, 2009. The decrease was due to the 80 basis point decrease in the tax equivalent yield on average interest earning assets and the decrease in average interest earning assets. The yield on interest earning assets decreased to 5.74% for the second quarter ended June 30, 2010 from 6.54% for the second quarter ended June 30, 2009. Average interest earning assets decreased to \$657,748,000 for the second quarter ended June 30, 2010 compared to \$665,137,000 for the second quarter ended June 30, 2009. The \$7,389,000 decrease in average earning assets can be attributed to the \$36,936,000 decrease in loans offset by a \$29,590,000 increase in total investments.

Interest expense on deposits for the quarter ended June 30, 2010 decreased \$516,000 or 34.4% to \$983,000 compared to \$1,499,000 for the quarter ended June 30, 2009. The cost of deposits, calculated by dividing annualized interest expense on interest bearing deposits by total deposits, decreased 33 basis points to 0.64% for the quarter ended June 30, 2010 compared to 0.97% for the same period in 2009. This decrease was due to the repricing of interest bearing deposits in the lower current interest rate environment. Average interest bearing deposits increased 1.6% or \$7,568,000 comparing the second quarter of 2010 to the same period in 2009. Average interest-bearing deposits were \$476,902,000 for the quarter ended June 30, 2010, with an effective rate paid of 0.83%, compared to \$469,334,000 for the same period in 2009, with an effective rate paid of 1.28%.

Average other borrowed funds decreased \$18,046,000 to \$19,155,000 with an effective rate of 2.89% for the quarter ended June 30, 2010 compared to \$37,201,000 with an effective rate of 2.21% for the quarter ended June 30, 2009. As a result, interest expense on borrowed funds decreased \$56,000 to \$113,000 for the quarter ended June 30, 2010 from \$169,000 for the quarter ended June 30, 2009. Other borrowings include advances from the Federal Home Loan Bank (FHLB) and junior subordinated deferrable interest debentures. The FHLB advances are fixed rate short-term and long term borrowings. The debentures were acquired in the merger with Service 1st and carry a floating rate based on the three month Libor plus a margin of 1.6%. The rate at June 30, 2010 was 1.90%. See the section on Financial Condition for more detail.

The cost of all of our interest bearing liabilities decreased 44 basis points to 0.91% for the quarter ended June 30, 2010 compared to 1.35% for the quarter ended June 30, 2009. The decrease is due to the lower current interest rate environment as mentioned above. The cost of total deposits decreased to 0.64% for the quarter ended June 30, 2010 compared to 0.97% for quarter ended June 30, 2009. Average demand deposits decreased 3.0% to \$143,322,000 in 2010 compared to \$147,788,000 for 2009. The ratio of demand deposits to total deposits was 23.1% in the second quarter of 2010 compared to 23.9% for 2009.

### **Net Interest Income before Provision for Credit Losses**

Net interest income before provision for credit losses for the quarter ended June 30, 2010 decreased \$818,000 or 9.4% to \$7,930,000 compared to \$8,748,000 for the quarter ended June 30, 2009. The decrease was due to the 45 basis point decrease in our net interest margin and the decrease in average interest earning assets. Average interest earning assets were \$657,748,000 for the three months ended June 30, 2010 with a net interest margin of 5.06% compared to \$665,137,000 with a net interest margin of 5.51% for the three months ended June 30, 2009. The \$7,389,000 decrease in average earning assets can be attributed to the \$36,936,000 decrease in loans offset by a \$29,590,000 increase in total investments. Average interest bearing liabilities decreased 2.1% to \$496,057,000 for the three months ended June 30, 2010 compared to \$506,535,000 for the same period in 2009. For a discussion of the repricing of our assets and liabilities, see Item 3 Quantitative and Qualitative Disclosure about Market Risk.

### **Provision for Credit Losses**

Additions to the allowance for credit losses in the second quarter of 2010 were \$1,000,000 compared to \$2,500,000 for the second quarter of 2009. These provisions are primarily the result of our assessment of the overall adequacy of the allowance for credit losses considering a number of factors as discussed in the Allowance for Credit Losses section below. The annualized net charge-off ratio, which reflects net charge-offs to average loans, was 0.11% for the quarter ended June 30, 2010 compared to 1.28% for the quarter ended June 30, 2009. During the three months ended June 30, 2010, the Company had net charge offs totaling \$127,000 compared \$1,574,000 for the same period in 2009. The period-to-period decrease in provision for credit losses resulted from a decrease in the level of outstanding loans and nonperforming loans. Recoveries of previously charged off loan balances during the quarter ended June 30, 2010 were \$67,000.

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**Non-Interest Income**

Non-interest income is comprised primarily of customer service charges, loan placement fees and other service fees, net gains on sales of investments and assets, appreciation in cash surrender value of bank owned life insurance, FHLB stock dividends, and other income. Non-interest income was \$747,000 for the quarter ended June 30, 2010 compared to \$1,401,000 for the same period ended June 30, 2009. The \$654,000 or 46.7% decrease in non-interest income comparing the quarter ended June 30, 2010 to the same period in 2009 was primarily due to an increase in other-than-temporary impairment loss on investment securities of \$700,000.

Customer service charges increased \$5,000 or 0.6% to \$863,000 for the second quarter of 2010 compared to \$858,000 for the same period in 2009 due primarily to an increase in analysis service charges on business checking. Net realized gains from sales and calls of investment securities in the quarter ended June 30, 2010 were \$30,000 compared to \$62,000 during the same period in 2009. Other income increased \$69,000 or 22.3% to \$378,000 for the second quarter of 2010 compared to \$309,000 for the same period in 2009. The increase is principally due to an increase in fees from electronic funds transfers and fee income from merchant credit card services.

**Non-Interest Expenses**

Salaries and employee benefits, occupancy, regulatory assessments, data processing, professional services, and other real estate owned expenses are the major categories of non-interest expenses. Non-interest expenses increased \$13,000 or 0.2% to \$7,142,000 for the quarter ended June 30, 2010 compared to \$7,129,000 for the same period in 2009 along with normal cost increases.

The Company's efficiency ratio, measured as the percentage of non-interest expenses (exclusive of amortization of core deposit intangible assets) to net interest income before provision for credit losses plus non-interest income (excluding net gains from sales of securities and assets), was 73.5% for the second quarter of 2010 compared to 69.3% for the second quarter of 2009.

Salaries and employee benefits increased \$195,000 or 5.4% to \$3,837,000 for the second quarter of 2010 compared to \$3,642,000 for the second quarter of 2009. The increase in salaries and employee benefits for the second quarter of 2010 can be attributed to an increase in the number of employees attributed to the opening of the Merced office and the addition of new positions along with normal cost increases.

Occupancy and equipment expense increased \$44,000 to \$988,000 for the second quarter of 2010 compared to \$944,000 for the second quarter of 2009. The 4.7% increase in occupancy expense for the quarter ended June 30, 2010 is due mainly to the addition of the Merced office and the relocation of our Oakhurst office to a new location.

Regulatory assessments decreased \$336,000 or 52.3% to \$306,000 for the second quarter of 2010 compared to \$642,000 for the second quarter of 2009. Second quarter 2009 included a non-recurring FDIC Special Assessment. Data processing expenses decreased \$92,000 or 24.6% to \$282,000 for the second quarter of 2010 compared to \$374,000 for the same quarter of 2009. The decrease can be attributed to new a fee structure for our core processing expense. Other real estate owned expenses increased \$111,000 comparing the two periods due to an increase in the number of properties in the portfolio.

### **Provision for Income Taxes**

The effective income tax rate was 5.79% for the second quarter of 2010 compared to 10.77% for the same period in 2009. Provision for income taxes totaled \$31,000 and \$56,000 for the quarters ended June 30, 2010, and 2009, respectively. The decrease in the effective tax rate for the three months ended June 30, 2010 compared to the prior year comparable period is due primarily to increases in the federal tax deduction for tax-free municipal bonds and solar tax credits, the state tax deduction for loans in designated enterprise zones in California, and state hiring tax credits.

### **Preferred Stock Dividends and Accretion**

On January 30, 2010, the Company entered into a Letter Agreement with the United States Department of the Treasury under the Capital Purchase Program. We received \$7,000,000 in proceeds and the Treasury owns 7,000 shares of the Company's Series A Fixed Rate Cumulative Perpetual Preferred Stock ( Preferred Stock ) and a warrant to purchase 79,089 shares, at \$6.64 per share, of the Company's common stock, no par value. The Company accrued preferred stock dividends to the United States Department of the Treasury and accretion of the warrants in the amount of \$99,000 during the three months ended June 30, 2010.

## **FINANCIAL CONDITION**

### **Summary of Changes in Consolidated Balance Sheets**

June 30, 2010 compared to December 31, 2009

As of June 30, 2010, total assets were \$755,989,000, compared to \$765,488,000 as of December 31, 2009, a decrease of 1.2%, or \$9,499,000. Total gross loans decreased 2.1% or \$9,445,000, to \$468,652,000 as of June 30, 2010 compared to \$459,207,000 as of December 31, 2009. The total investment portfolio (including Federal funds sold) decreased 5.3% or \$10,412,000 to \$187,186,000. Total deposits decreased 1.4% or \$8,858,000 to \$631,309,000 as of June 30, 2010 compared to \$640,167,000 as of December 31, 2009.

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Stockholders' equity increased \$2,937,000 or 3.2% to \$95,451,000 as of June 30, 2010 compared to \$91,223,000 as of December 31, 2009 due to net income included in retained earnings, a decrease in other comprehensive loss and issuance of common stock from the exercise of stock options.

**Fair Value**

The Company measures the fair values of its financial instruments utilizing a hierarchical disclosure framework associated with the level of observable pricing scenarios utilized in measuring financial instruments at fair value. The degree of judgment utilized in measuring the fair value of financial instruments generally correlates to the level of the observable pricing scenario. Financial instruments with readily available actively quoted prices or for which fair value can be measured from actively quoted prices generally will have a higher degree of observable pricing and a lesser degree of judgment utilized in measuring fair value. Conversely, financial instruments rarely traded or not quoted will generally have little or no observable pricing and a higher degree of judgment utilized in measuring fair value. Observable pricing scenarios are impacted by a number of factors, including the type of financial instrument, whether the financial instrument is new to the market and not yet established and the characteristics specific to the transaction.

See Note 5 of the Notes to Consolidated Financial Statements for additional information about the level of pricing transparency associated with financial instruments carried at fair value.

**Investments**

Our investment portfolio consists primarily of agency securities, mortgage backed securities, municipal securities, collateralized mortgage obligations, corporate debt securities, and overnight investments in the Federal funds market and are classified at the date of acquisition as available for sale or held to maturity. As of June 30, 2010, investment securities with a fair value of \$126,295,000, or 67.5% of our investment securities portfolio, were held as collateral for public funds, short and long-term borrowings, treasury, tax, and for other purposes. Our investment policies are established by the Board of Directors and implemented by our Investment/Asset Liability Committee. They are designed primarily to provide and maintain liquidity, to enable us to meet our pledging requirements for public money and borrowing arrangements, to generate a favorable return on investments without incurring undue interest rate and credit risk, and to complement our lending activities.

The level of our investment portfolio is generally considered higher than our peers due primarily to a comparatively low loan to deposit ratio. Our loan to deposit ratio at June 30, 2010 was 74.2% compared to 71.7% at December 31, 2009. The loan to deposit ratio of our peers was 81.9% at March 31, 2010. The total investment portfolio, including Federal funds sold, decreased 5.3% or \$10,412,000 to \$187,186,000 at June 30, 2010 from \$197,598,000 at December 31, 2009 due to sales and calls of securities and principal pay downs. The market value of the portfolio reflected an unrealized gain of \$818,000 at June 30, 2010 compared to a \$2,425,000 unrealized loss at December 31, 2009.

We periodically evaluate each investment security for other-than-temporary impairment, relying primarily on industry analyst reports, observation of market conditions and interest rate fluctuations.

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As of June 30, 2010, we performed an analysis of the investment portfolio to determine whether any of the investments held in the portfolio had an other-than-temporary impairment (OTTI). We evaluated all available-for-sale investment securities with an unrealized loss at June 30, 2010 and identified those that had an unrealized loss for at least a consecutive 12 month period, which had an unrealized loss at June 30, 2010 greater than 10% of the recorded book value on that date, or which had an unrealized loss of more than \$10,000. In addition, we reviewed all private label residential mortgage backed securities (PLRMBS) at June 30, 2010.

For those bonds that met the evaluation criteria we obtained and reviewed the most recently published national credit ratings for those bonds. For those bonds that were municipal debt securities with an investment grade rating by the rating agencies, we also evaluated the financial condition of the municipality and any applicable municipal bond insurance provider and concluded that no credit related impairment existed based on the rating. Our evaluation for PLRMBS also includes estimating projected cash flows that the Company is likely to collect based on an assessment of all available information about the applicable security on an individual basis, the structure of the security, and certain assumptions, such as the remaining payment terms for the security, prepayment speeds, default rates, loss severity on the collateral supporting the security based on underlying loan-level borrower and loan characteristics, expected housing price changes, and interest rate assumptions, to determine whether the Company will recover the entire amortized cost basis of the security. In performing a detailed cash flow analysis, the Company identified the best estimate of the cash flows expected to be collected. If this estimate results in a present value of expected cash flows (discounted at the security's effective yield) that is less than the amortized cost basis of the security, OTTI is considered to have occurred.

To assess whether it expects to recover the entire amortized cost basis of its PLRMBS, the Company performed a cash flow analysis for all of its PLRMBS as of June 30, 2010. In performing the cash flow analysis for each security, the Company uses a third-party model. The model considers borrower characteristics and the particular attributes of the loans underlying the Company's securities, in conjunction with assumptions about future changes in home prices and other assumptions, to project prepayments, default rates, and loss severities. In addition, for those PLRMBS that were rated below investment grade, we contracted with a third party evaluation specialist to determine if a credit loss existed.

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The month-by-month projections of future loan performance are allocated to the various security classes in each securitization structure in accordance with the structure's prescribed cash flow and loss allocation rules. When the credit enhancement for the senior securities in a securitization is derived from the presence of subordinated securities, losses are allocated first to the subordinated securities until their principal balance is reduced to zero. The projected cash flows are based on a number of assumptions and expectations, and the results of these models can vary significantly with changes in assumptions and expectations. The scenario of cash flows determined based on the model approach described above reflects a best-estimate scenario.

At each quarter end, the Company compares the present value of the cash flows expected to be collected on its PLRMBS to the amortized cost basis of the securities to determine whether a credit loss exists.

The unrealized losses associated with private residential PLRMBS are primarily driven by higher projected collateral losses, wider credit spreads, and changes in interest rates. The Company assesses for credit impairment using a discounted cash flow model. The key assumptions include home price depreciation, default rates, severities, discount rates and prepayment rates. We estimate losses to a security by forecasting the underlying mortgage loans in each transaction. The forecasted loan performance is used to project cash flows to the various tranches in the structure. Based upon management's assessment of the expected credit losses of the security given the performance of the underlying collateral compared with our credit enhancement (which occurs as a result of credit loss protection provided by subordinated tranches), we expect to recover the entire amortized cost basis of these securities, with the exception of certain securities for which we recorded an OTTI.

At June 30, 2010, the Company had a total of 42 PLRMBS with a remaining principal balance of \$21,767,000 and a net unrealized loss of approximately \$3,947,000. 15 of these securities account for \$4,215,000 of the unrealized loss at June 30, 2010 offset by 27 of these securities with gains totaling \$268,000. 12 of these PLRMBS with a remaining principal balance of \$17,328,000 had credit ratings below investment grade. The Company continues to perform extensive analyses on these securities as well as all whole loan CMOs. Several of these investment securities continue to demonstrate cash flows and credit support as expected and the expected cash flows of the security discounted at the security's effective yield are greater than the book value of the security, therefore we do not consider these to be other than temporarily impaired. Based on the analyses performed, eight PLRMBS with a remaining principal balance of \$17,044,000 were considered to be impaired at June 30, 2010 for which we recorded an OTTI charge of \$700,000. This charge was taken to reflect ongoing and increasing deterioration of credit quality and increasing loss severities of the underlying mortgages. However, the cumulative unrealized loss on these securities decreased during the three and six months ended June 30, 2010 primarily due to a declining interest rate environment. This unrealized gain was recognized in other comprehensive income and is also presented in the income statement as a component of non-interest income in the presentation of other-than-temporary impairment losses.

See Note 4 of the Notes to Consolidated Financial Statements included in this report for carrying values and estimated fair values of our investment securities portfolio.

Table of Contents**Loans**

Total gross loans decreased 2.1% or \$9,445,000, to \$468,652,000 as of June 30, 2010 compared to \$459,207,000 as of December 31, 2009.

The following table sets forth information concerning the composition of our loan portfolio at the dates indicated:

Loan Type (Dollars in thousands)	June 30, 2010	% of Total loans	December 31, 2009	% of Total loans
<b>Commercial:</b>				
Commercial and industrial	\$ 110,724	23.6%	\$ 107,726	23.4%
Agricultural land and production	50,506	10.8%	35,796	7.8%
Total commercial	161,230	34.4%	143,522	31.2%
<b>Real estate:</b>				
Owner occupied	112,638	24.0%	106,606	23.2%
Real estate-construction and other land loans	27,396	5.8%	36,169	7.9%
Commercial real estate	68,373	14.6%	71,977	15.7%
Other	54,244	11.5%	53,996	11.8%
Total real estate	262,651	56.0%	268,748	58.6%
<b>Consumer:</b>				
Equity loans and lines of credit	35,120	7.5%	36,110	7.8%
Consumer and installment	9,559	2.0%	10,545	2.3%
Other	668	0.1%	674	0.1%
Total consumer	45,347	9.6%	47,329	10.2%
Deferred loan fees, net	(576)		(392)	
Total gross loans	468,652	100.0%	459,207	100.0%
Allowance for credit losses	(11,468)		(10,200)	
Total loans	\$ 457,184		\$ 449,007	

As of June 30, 2010, in management's judgment, a concentration of loans existed in commercial loans and loans collateralized by real-estate-related loans, representing approximately 97.9% of total loans of which 34.4% were commercial and 63.5% were real-estate-related. This level of concentration is consistent with 97.6% at December 31, 2009. Although management believes the loans within this concentration have no more than the normal risk of collectibility, a substantial further decline in the performance of the economy in general or a further decline in real estate values in our primary market areas, in particular, could have an adverse impact on collectibility, increase the level of real estate-related non-performing loans, or have other adverse effects which alone or in the aggregate could have a material adverse effect on our business, financial condition, results of operations and cash flows. The Company was not involved in any sub-prime mortgage lending activities at June 30, 2010 or December 31, 2009.

We believe that our commercial real estate loan underwriting policies and practices result in prudent extensions of credit, but recognize that our lending activities result in relatively high reported commercial real estate lending levels. Commercial real estate loans include certain loans which represent low to moderate risk and certain loans with higher risks.



The Board of Directors reviews and approves concentration limits and exceptions to limitations of concentration are reported to the Board of Directors at least quarterly.

**Nonperforming Assets**

Nonperforming assets consist of nonperforming loans, other real estate owned (OREO), and repossessed assets. Nonperforming loans are those loans which have (i) been placed on nonaccrual status; (ii) been subject to troubled debt restructuring; (iii) been classified as doubtful under our asset classification system; or (iv) become contractually past due 90 days or more with respect to principal or interest and have not been restructured or otherwise placed on nonaccrual status. A loan is classified as nonaccrual when 1) it is maintained on a cash basis because of deterioration in the financial condition of the borrower; 2) payment in full of principal or interest under the original contractual terms is not expected; or 3) principal or interest has been in default for a period of 90 days or more unless the asset is both well secured and in the process of collection.

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At June 30, 2010, total nonperforming assets totaled \$18,496,000, or 2.45% of total assets, compared to \$21,838,000, or 2.85% of total assets, at December 31, 2009. Total nonperforming assets included nonaccrual loans totaling \$14,994,000 and OREO of \$3,502,000. At June 30, 2010, we had six loans considered troubled debt restructurings totaling \$3,547,000, which are included in nonaccrual loans. At December 31, 2009, nonperforming assets included nonaccrual loans totaling \$18,959,000, OREO of \$2,832,000, and repossessed assets of \$47,000. We had seven restructured loans totaling \$4,568,000 at December 31, 2009.

A summary of nonaccrual, restructured, and past due loans at June 30, 2010 and December 31, 2009 is set forth below. The Company had no loans past due more than 90 days and still accruing interest at June 30, 2010 or December 31, 2009. Management can give no assurance that nonaccrual and other nonperforming loans will not increase in the future.

**Composition of Non-accrual, Past Due and Restructured Loans**

(Dollars in thousands)	June 30, 2010		December 31, 2009	
Non-accrual Loans				
Commercial and industrial	\$	3,035	\$	3,386
Real Estate		1,738		3,183
Real estate construction and land development		5,836		7,474
Consumer		336		348
Equity loans and lines of credit		502		
Troubled debt restructured loans (non-accruing)				
Commercial and industrial		23		28
Real Estate		3,524		4,540
Total non-accrual		14,994		18,959
Accruing loans past due 90 days or more				
Total non-performing loans	\$	14,994	\$	18,959
Nonperforming loans to total loans		3.20%		4.13%
Ratio of non-performing loans to allowance for credit losses		130.75%		185.87%
Loans considered to be impaired	\$	14,994	\$	18,959
Related allowance for credit losses on impaired loans	\$	2,298	\$	752

We measure our impaired loans by using the fair value of the collateral if the loan is collateral dependent and the present value of the expected future cash flows discounted at the loan's effective interest rate if the loan is not collateral dependent. As of June 30, 2010 and December 31, 2009, we had impaired loans totaling \$14,994,000 and \$18,959,000, respectively. For collateral dependent loans secured by real estate, we obtain external appraisals which are updated at least annually to determine the fair value of the collateral, and we record an immediate charge off for the difference between the book value of the loan and the appraised value of collateral. We perform quarterly internal reviews on substandard loans. We place loans on nonaccrual status and classify them as impaired when it becomes probable that we will not receive interest and principal under the original contractual terms, or when loans are delinquent 90 days or more unless the loan is both well secured and in the process of collection. Management maintains certain loans that have been brought current by the borrower (less than 30 days delinquent) on nonaccrual status until such time as management has determined that the loans are likely to remain current in future periods.

The following table provides a reconciliation of the change in non-accrual loans for the first half of 2010.

(Dollars in thousands)	Balances December 31, 2009	Additions to Nonaccrual Loans	Net Pay Downs	Transfer to Foreclosed Collateral	Returns to Accrual Status	Charge Offs	Balance June 30, 2010
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- OREO

Non-accrual Loans													
Commercial and industrial	\$	3,386	\$	780	\$	(951)	\$	(165)	\$	(15)	\$	3,035	
Real Estate		3,183		578		(319)		(1,478)		(126)		(100)	1,738
Real estate construction and land development		7,474		51		(33)		(1,656)					5,836
Consumer		348		14								(26)	336
Equity loans and lines of credit				509		(7)							502
Troubled debt restructured loans (non-accruing)		28				(5)							23
Commercial and industrial													
Real Estate		4,540				(1,016)							3,524
Total non-accrual	\$	18,959	\$	1,932	\$	(2,331)	\$	(3,134)	\$	(291)	\$	(141)	14,994

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The following table provides a summary of the change in the OREO balance for the six months ended June 30, 2010:

(Dollars in thousands)	<b>Six Months Ended June 30, 2010</b>	
Balance, December 31, 2009	\$	2,832
Additions		3,134
Dispositions		(2,181)
Write-downs		(283)
Balance, June 30, 2010	\$	3,502

OREO represents real property taken either through foreclosure or through a deed in lieu thereof from the borrower. OREO is carried at the lesser of cost or fair market value, less selling costs. OREO holdings represented five properties with a fair value totaling \$3,502,000 at June 30, 2010 and two properties totaling \$2,832,000 at December 31, 2009.

**Allowance for Credit Losses**

We have established a methodology for the determination of provisions for credit losses. The methodology is set forth in a formal policy and takes into consideration the need for an overall allowance for credit losses as well as specific allowances that are tied to individual loans. Our methodology for assessing the appropriateness of the allowance consists of several key elements, which include the formula allowance and a specific allowance for identified problem loans.

In originating loans, we recognize that losses will be experienced and that the risk of loss will vary with, among other things, the type of loan being made, the creditworthiness of the borrower over the term of the loan, general economic conditions and, in the case of a secured loan, the quality of the collateral securing the loan. The allowance is increased by provisions charged against earnings and reduced by net loan charge offs. Loans are charged off when they are deemed to be uncollectible, or partially charged off when portions of a loan are deemed to be uncollectible. Recoveries are generally recorded only when cash payments are received.

The allowance for credit losses is maintained to cover probable losses inherent in the loan portfolio. The responsibility for the review of our assets and the determination of the adequacy lies with management and our Audit Committee. They delegate the authority to the Chief Credit Administrator (CCA) to determine the loss reserve ratio for each type of asset and reviews, at least quarterly, the adequacy of the allowance based on an evaluation of the portfolio, past experience, prevailing market conditions, amount of government guarantees, concentration in loan types and other relevant factors.

The allowance for credit losses is an estimate of the losses that may be sustained in our loan and lease portfolio. The allowance is based on principles of accounting: (1) ASC 310-10 which requires that losses be accrued when they are probable of occurring and can be reasonably estimated and (2) ASC 450-20 which requires that losses be accrued based on the differences between the value of collateral, present value of future cash flows or values that are observable in the secondary market and the loan balance.

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Credit Administration adheres to an internal asset review system and loss allowance methodology designed to provide for timely recognition of problem assets and adequate valuation allowances to cover expected asset losses. The Bank's asset monitoring process includes the use of asset classifications to segregate the assets, largely loans and real estate, into various risk categories. The Bank uses the various asset classifications as a means of measuring risk and determining the adequacy of valuation allowances by using a nine-grade system to classify assets. All credit facilities exceeding 90 days of delinquency require classification.

The following table sets forth information regarding our allowance for credit losses at the dates and for the periods indicated:

(Dollars in thousands)	For the Six Months Ended June 30, 2010		For the Year Ended December 31, 2009		For the Six Months Ended June 30, 2009	
Balance, beginning of period	\$	10,200	\$	7,223	\$	7,223
Provision charged to operations		1,600		10,514		4,417
Losses charged to allowance		(670)		(7,926)		(3,334)
Recoveries		338		389		286
Balance, end of period	\$	11,468	\$	10,200	\$	8,592
Ratio of non-performing loans to allowance for credit losses at end of period		130.75%		185.87%		169.04%
Allowance for credit losses to total loans at end of period		2.45%		2.22%		1.75%

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As of June 30, 2010 the balance in the allowance for credit losses was \$11,468,000 compared to \$10,200,000 as of December 31, 2009. The increase was due to net charge offs during the six months ended June 30, 2010 being less than the amount of the provision for credit losses. Net charge offs totaled \$332,000 while the provision for credit losses was \$1,600,000. The balance of commitments to extend credit on undisbursed construction and other loans and letters of credit was \$120,147,000 as of June 30, 2010 compared to \$131,139,000 as of December 31, 2009. Risks and uncertainties exist in all lending transactions and our management and Directors' Loan Committee have established reserve levels based on economic uncertainties and other risks that exist as of each reporting period.

As of June 30, 2010, the allowance for credit losses was 2.45% of total gross loans compared to 2.22% as of December 31, 2009. During the six months ended June 30, 2010, there were no major changes in loan concentrations that significantly affected the allowance for credit losses. There have been no significant changes in estimation methods during the periods presented. Assumptions regarding the collateral value of various under performing loans may affect the level and allocation of the allowance for credit losses in future periods. The allowance may also be affected by trends in the amount of charge offs experienced or expected trends within different loan portfolios.

Non-performing loans totaled \$14,994,000 as of June 30, 2010, and \$18,959,000 as of December 31, 2009. The allowance for credit losses as a percentage of nonperforming loans was 76.5% and 53.8% as of June 30, 2010 and December 31, 2009, respectively. Management believes the allowance at June 30, 2010 is adequate based upon its ongoing analysis of the loan portfolio, historical loss trends and other factors. However, no assurance can be given that the Company may not sustain charge-offs which are in excess of the allowance in any given period.

**Goodwill and Intangible Assets**

Business combinations involving the Company's acquisition of the equity interests or net assets of another enterprise give rise to goodwill. Total goodwill at June 30, 2010 was \$23,577,000 consisting of \$14,643,000 and \$8,934,000 representing the excess of the cost of Service 1st and Bank of Madera County, respectively, over the net of the amounts assigned to assets acquired and liabilities assumed in the transactions accounted for under the purchase method of accounting. The value of goodwill is ultimately derived from the Bank's ability to generate net earnings after the acquisitions and is not deductible for tax purposes. A decline in net earnings could be indicative of a decline in the fair value of goodwill and result in impairment. For that reason, goodwill is assessed at least annually for impairment.

During the third quarter of 2009, we engaged an independent valuation specialist to test goodwill for impairment. Goodwill impairment testing is a two step process. The first step compares the fair value of a reporting unit with its carrying amount, including goodwill. If the carrying amount exceeds the fair value, the second step of the goodwill impairment test is performed to measure the impairment loss, if any. If the fair value of the reporting unit exceeds the carrying value, then goodwill is not impaired and step two is unnecessary. Since the Company is considered to be one reporting unit, the fair value of the Company was compared to the carrying value. Based on the results of the testing performed, the fair value of the Company exceeded the carrying value so step two was not required and goodwill was not impaired. The fair value of the Company was determined based on an analysis of three different valuation methods including the analysis of discounted future cash flows, comparable whole bank transactions, and the Company's market capitalization plus a control premium.

Goodwill is also tested for impairment between annual tests if an event occurs or circumstances change that would more likely than not reduce the fair value of the Company below its carrying amount. No such events or circumstances arose during the second quarter of 2010, so goodwill was not required to be retested.

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The intangible assets represent the estimated fair value of the core deposit relationships acquired in the acquisition of Service 1st in 2008 of \$1,400,000 and the 2005 acquisition of Bank of Madera County of \$1,500,000 at December 31, 2009. Core deposit intangibles are being amortized using the straight-line method over an estimated life of seven years from the date of acquisition. The carrying value of intangible assets at June 30, 2010 was \$1,405,000, net of \$1,495,000 in accumulated amortization expense. The carrying value at December 31, 2009 was \$1,612,000, net of \$1,288,000 accumulated amortization expense. We evaluate the remaining useful lives quarterly to determine whether events or circumstances warrant a revision to the remaining periods of amortization. Based on the evaluation, no changes to the remaining useful lives was required in the second quarter of 2010. We performed our annual impairment test on core deposit intangibles in the third quarter of 2009 and determined no impairment was necessary. Amortization expense recognized was \$207,000 for the six month periods ended June 30, 2010 and 2009.

### Deposits and Borrowings

The Bank's deposits are insured by the Federal Deposit Insurance Corporation (FDIC) up to applicable legal limits. The Bank is also participating in the FDIC Transaction Account Guarantee Program (TAGP). Under that program, through December 31, 2010, all non-interest-bearing transaction accounts are fully guaranteed by the FDIC for the entire amount in the account. Coverage under the TAGP is in addition to and separate from the coverage available under the FDIC's general deposit insurance rules.

Total deposits decreased \$8,858,000 or 1.4% to \$631,309,000 as of June 30, 2010 compared to \$640,167,000 as of December 31, 2009. Interest-bearing deposits increased \$7,216,000 or 1.5% to \$487,753,000 as of June 30, 2010 compared to \$480,537,000 as of December 31, 2009. Non-interest bearing deposits decreased \$16,074,000 or 10.1% to \$143,556,000 as of June 30, 2010 compared to \$159,630,000 as of December 31, 2009. Average non-interest bearing deposits to average total deposits was 23.3% for the six months ended June 30, 2010 compared to 24.5% for the same period in 2009.

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The composition of the deposits and average interest rates paid at June 30, 2010 and December 31, 2009 is summarized in the table below.

(Dollars in thousands)	June 30, 2010	% of Total Deposits	Effective Rate	December 31, 2009	% of Total Deposits	Effective Rate
NOW accounts	\$ 113,032	17.9%	0.36%	\$ 112,493	17.6%	0.66%
MMA accounts	167,534	26.5%	0.74%	142,917	22.3%	0.93%
Time deposits	181,562	28.8%	1.29%	200,681	31.4%	1.82%
Savings deposits	25,625	4.1%	0.20%	24,446	3.8%	0.22%
Total interest-bearing	487,753	77.3%	0.81%	480,537	75.1%	1.22%
Non-interest bearing	143,556					