OPEN BANK
Los Angeles, California

FINANCIAL STATEMENTS
December 31, 2013 and 2012

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Crowe Horwath LLP
Independent Member Crowe Horwath International

INDEPENDENT AUDITOR'S REPORT

Board of Directors
Open Bank
Los Angeles, California

Report on the Financial Statements

We have audited the accompanying financial statements of Open Bank, which comprise the balance sheets as of December 31, 2013 and 2012, and the related statements of income and comprehensive income, changes in shareholders' equity, and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Open Bank as of December 31, 2013 and 2012, and the results of its operations and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Crowe Horwath LLP

Crowe Horwath LLP

Sherman Oaks, California
March 14, 2014

OPEN BANK
BALANCE SHEETS
December 31, 2013 and 2012

	2013	2012
ASSETS		
Cash and cash equivalents	$ 18,514,335	$ 25,145,824
Securities available for sale, at fair value	9,464,530	8,011,450
Securities held to maturity (fair value 2013 - $2,822,300)	2,998,837	-
Loans held for sale	16,680,628	7,659,238
Loans receivable, net of allowance of $5,228,412 in 2013 and $4,406,832 in 2012	276,022,270	150,424,475
Bank premises and equipment, net	3,147,562	1,120,020
Accrued interest receivable	819,649	492,570
Other real estate owned, net	–	456,223
Federal Home Loan Bank and Pacific Coast Bankers Bank stock, at cost	1,075,000	812,900
Servicing assets	3,649,047	2,716,115
Other assets	9,905,662	9,302,891
	$ 342,277,520	$ 206,141,706
LIABILITIES AND SHAREHOLDERS' EQUITY		
Liabilities		
Deposits:		
Noninterest bearing	$ 92,394,385	$ 54,961,191
Interest bearing:		
Savings	865,804	522,180
Money market and others	115,569,397	60,968,733
Time deposits of $100,000 or more	50,437,151	27,845,874
Other time deposits	50,036,453	29,694,366
Total deposits	309,303,190	173,992,344
Federal Home Loan Bank advances	–	5,000,000
Accrued interest payable	80,532	74,955
Other liabilities	1,703,881	1,182,540
Total liabilities	311,087,603	180,249,839
Shareholders' equity		
Preferred stock – no par value; 10,000,000 shares authorized; no shares issued or outstanding at December 31, 2013 and 2012	–	–
Common stock – no par value; 50,000,000 shares authorized; 7,233,484 and 7,145,484 shares issued and outstanding at December 31, 2013 and 2012, respectively	38,680,133	38,604,233
Additional paid-in capital	1,304,611	706,604
Accumulated deficit	(8,484,860)	(13,438,420)
Accumulated other comprehensive income (loss)	(309,967)	19,450
Total shareholders' equity	31,189,917	25,891,867
	$ 342,277,520	$ 206,141,706

See accompanying notes to financial statements.

OPEN BANK
STATEMENTS OF INCOME AND COMPREHENSIVE INCOME
Years ended December 31, 2013 and 2012

	2013	2012
Interest income		
Interest and fees on loans	$10,992,586	$ 7,270,368
Interest on investment securities	236,788	176,996
Other interest income	38,168	17,092
Total interest income	11,267,544	7,464,457
Interest expense		
Interest on deposits	1,117,792	764,360
Interest on borrowed funds	637	1,495
Total interest expense	1,118,429	765,855
Net interest income	10,149,115	6,698,602
Provision for loan losses	1,376,000	2,272,687
Net interest income after provision for loan losses	8,773,115	4,425,915
Noninterest income		
Service charges on deposits	344,821	171,095
Fees on international transactions	243,995	353,367
Gain on sale of loans	4,765,602	4,886,737
Other income	1,414,433	873,796
Total noninterest income	6,768,851	6,284,995
Noninterest expense		
Salaries and employee benefits	7,777,589	5,407,832
Occupancy and equipment	1,201,830	879,394
FDIC insurance and regulatory assessments	221,760	155,117
Professional fees	453,469	306,438
Data processing and communication	394,183	271,628
Other real estate owned expenses	27	61,262
Promotion and advertising	421,619	331,682
Stationary and supplies	145,127	96,325
Directors' fees and stock-based compensation	466,935	238,572
Other expenses	1,050,111	752,248
Total noninterest expense	12,132,650	8,500,498
Income before income taxes	3,409,316	2,210,412
Income tax benefit	(1,544,244)	(3,984,500)
Net income	$ 4,953,560	$ 6,194,912
Other comprehensive income:		
Change in unrealized gain (loss) on securities available for sale, net of tax effects of $216,739 and $0 in 2013 and 2012, respectively	(329,417)	(18,752)
Total other comprehensive loss	(329,417)	(18,752)
Comprehensive income	$ 4,624,144	$ 6,176,160

See accompanying notes to financial statements.

OPEN BANK
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
Years ended December 31, 2013 and 2012

	Common Stock		Additional	Accumulated	Accumulated Other	Total
	Shares Outstanding	Amount	Paid-in Capital	Deficit	Comprehensive Income (Loss)	Shareholders' Equity
Balance at January 1, 2012	7,145,484	$ 38,604,233	$ 408,503	$ (19,633,332)	$ 38,202	$ 19,417,606
Net income	-	-	-	6,194,912	-	6,194,912
Stock-based compensation	-	-	298,101	-	-	298,101
Change in unrealized gain (loss) on securities-available for sale net of reclassifications and tax effects	-	-	-	-	(18,752)	(18,752)
Balance at December 31, 2012	7,145,484	38,604,233	706,604	(13,438,420)	19,450	25,891,867
Net income	-	-	-	4,953,560	-	4,953,560
Stock issued under stock-based compensation plans	88,000	75,900	-	-	-	75,900
Stock-based compensation	-	-	598,007	-	-	598,007
Change in unrealized gain (loss) on securities available for sale net of reclassifications and tax effects	-	-	-	-	(329,417)	(329,417)
Balance at December 31, 2013	7,233,484	$ 38,680,133	$ 1,304,611	$ (8,484,860)	$ (309,967)	$ 31,189,917

See accompanying notes to financial statements.

OPEN BANK
STATEMENTS OF CASH FLOWS
Years ended December 31, 2013 and 2012

	2013	2012
Cash flows from operating activities		
Net income	$ 4,953,560	$ 6,194,912
Adjustments to reconcile net income to net cash and cash equivalents provided by operating activities:		
Provision for loan losses	1,376,000	2,272,687
Depreciation and amortization of premises and equipment	332,707	128,369
Amortization of net premiums on securities	3,627	888
Stock-based compensation	598,007	298,101
Cash received from stock option exercises	75,900	–
Gain on sales of loans	(4,765,602)	(4,886,737)
Valuation allowance and (gains) losses on sales of other real estate owned	(98,549)	57,000
Origination of loans held for sale	(73,311,039)	(74,129,337)
Proceeds from sales of loans held for sale	67,395,124	72,576,943
Amortization of servicing assets	727,195	422,566
Net change in:		
Accrued interest receivable	(327,079)	(41,640)
Other assets	(386,032)	(6,098,816)
Accrued interest payable	5,577	(108,931)
Other liabilities	521,341	(316,979)
Net cash from operating activities	(2,899,263)	(3,630,974)
Cash flows from investing activities		
Net change in loans receivable	(126,973,795)	(49,522,749)
Proceeds from calls of securities available for sale	996,500	9,983,370
Purchase of securities available for sale	(2,999,450)	(7,991,500)
Purchase of securities held to maturity	(2,998,750)	–
Purchase of premises and equipment, net	(2,360,249)	(917,776)
Proceeds from the sale of other real estate owned	554,772	–
Purchase of Federal Home Loan Bank stock	(262,100)	(80,500)
Net cash from investing activities	(134,043,072)	(48,529,155)
Cash flows from financing activities		
Net change in deposits	135,310,846	52,710,845
(Repayment of) proceeds from Federal Home Loan Bank advances	(5,000,000)	5,000,000
Net cash from financing activities	130,310,846	57,710,845
Net change in cash and cash equivalents	(6,631,489)	5,550,716
Cash and cash equivalents at beginning of year	25,145,824	19,595,108
Cash and cash equivalents at end of year	$ 18,514,335	$ 25,145,824
Supplemental cash flow information		
Cash paid during the year for:		
Income taxes	$ 70,000	$ 35,500
Interest	1,112,852	874,786
Supplemental noncash disclosures		
Transfers from loans to other real estate owned	$ -	$ 513,223

See accompanying notes to financial statements.

NOTE 1 – NATURE OF OPERATIONS

Open Bank (the "Bank") is a California state-chartered and FDIC-insured financial institution, which began its operations on June 10, 2005. Headquartered in downtown Los Angeles, California, the Bank operates primarily in the traditional banking business arena that includes accepting deposits and making loans and investments. The Bank's primary deposit products are demand and time deposits, and the primary lending products are commercial business loans to small to medium sized businesses. The Bank is operating with five full service branches. There are no significant concentrations of loans to any one industry or customer. However, the Bank's customers' ability to repay their loans is dependent on the real estate and general economic conditions in the Bank's market area.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Use of Estimates: To prepare financial statements in conformity with accounting principles generally accepted in the United States of America, management makes estimates and assumptions based on available information. These estimates and assumptions affect the amounts reported in the financial statements and the disclosures provided, and actual results could differ. The allowance for loan losses, servicing assets, deferred tax assets, and fair values of financial instruments are particularly subject to change.

Subsequent Events: The Bank has evaluated subsequent events for recognition and disclosure through March 14, 2014, which is the date the financial statements were available to be issued.

Concentration of Risk: Most of the Bank's customers are located within Los Angeles County and the surrounding area. The concentration of loans originated in this area may subject the Bank to the risk of adverse impacts of economic, regulatory or other developments that could occur in Southern California.

The Bank has significant concentration in commercial real estate loans. The Bank obtains what it believes to be sufficient collateral to secure potential losses. The extent and value of the collateral obtained varies based upon the details underlying each loan agreement.

Cash Flows: Cash and cash equivalents include cash, deposits with other financial institutions with original maturities less than 90 days, and federal funds sold. Net cash flows are reported for customer loan and deposit transactions.

Securities: Securities are classified as held to maturity and carried at amortized cost when management has the positive intent and ability to hold them to maturity. Securities are classified as available for sale when they might be sold before maturity. Securities available for sale are carried at fair value, with unrealized holding gains and losses reported in other comprehensive income, net of tax.

Interest income includes amortization of purchase premium or discount. Premiums and discounts on securities are amortized on the level-yield method without anticipating prepayments. Gains and losses on sales are recorded on the trade date and determined using the specific identification method.

(Continued)

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Management evaluates securities for other-than-temporary impairment ("OTTI") on at least a quarterly basis, and more frequently when economic or market conditions warrant such an evaluation. For securities in an unrealized loss position, management considers the extent and duration of the unrealized loss, and the financial condition and near-term prospects of the issuer. Management also assesses whether it intends to sell, or it is more likely than not that it will be required to sell, a security in an unrealized loss position before recovery of its amortized cost basis. If either of the criteria regarding intent or requirement to sell is met, the entire difference between amortized cost and fair value is recognized as impairment through earnings. For debt securities that do not meet the aforementioned criteria, the amount of impairment is split into two components as follows: 1) OTTI related to credit loss, which must be recognized in the income statement and 2) OTTI related to other factors, which is recognized in other comprehensive income. The credit loss is defined as the difference between the present value of the cash flows expected to be collected and the amortized cost basis.

Federal Home Loan Bank ("FHLB") Stock: The Bank is a member of the FHLB system. Members are required to own a certain amount of stock based on the level of borrowings and other factors, and may invest in additional amounts. FHLB stock is carried at cost, classified as a restricted security, and periodically evaluated for impairment based on ultimate recovery of par value. Both cash and stock dividends are reported as income.

Pacific Coast Bankers Bank ("PCBB") Stock: The Bank is a member of PCBB. PCBB stock is carried at cost, classified as a restricted security, and periodically evaluated for impairment based on ultimate recovery of par value. Both cash and stock dividends are reported as income.

Loans Held for Sale: Certain Small Business Administration ("SBA") loans that may be sold prior to maturity are designated as held for sale at origination and are recorded at the lower of their cost or fair value less costs to sell, determined on an aggregate basis. A valuation allowance is established if the market value of such loans is lower than their cost, and operations are charged or credited for valuation adjustments. Origination fees on loans held for sale, net of certain costs of processing and closing the loans, are deferred until the time of sale and are included in the computation of the gain or loss from the sales of the related loans. A portion of the premium on sale of SBA loans is recognized as gains on sales of loans at the time of the sale.

Loans Receivable: Loans that management has the intent and ability to hold for the foreseeable future or until maturity or payoff are reported at the principal balance outstanding, net of deferred loan fees and costs and an allowance for loan losses. Interest income is accrued on the unpaid principal balance. Loan origination fees, net of certain direct origination costs, are deferred and recognized in interest income using the level-yield method without anticipating prepayments. The recorded investment in loans includes accrued interest receivable, deferred loan fees and costs, and unearned income.

The accrual of interest income on commercial real estate and other commercial loans is discontinued at the time the loan is 90 days delinquent unless the loan is well-secured and in process of collection. Consumer loans are typically charged off no later than 120 days past due. Past due status is based on the contractual terms of the loan. In all cases, loans are placed on nonaccrual or charged-off at an earlier date if collection of principal or interest is considered doubtful. Nonaccrual loans and loans past due 90 days still on accrual include both smaller balance homogeneous loans that are collectively evaluated for impairment and individually classified impaired loans.

(Continued)

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

All interest accrued but not received for loans placed on nonaccrual status is reversed against interest income. Interest received on such loans is accounted for on the cash-basis or cost-recovery method, until qualifying for return to accrual. Loans are returned to accrual status when all the principal and interest amounts contractually due are brought current and future payments are reasonably assured.

Allowance for Loan Losses: The allowance for loan losses is a valuation allowance for probable incurred credit losses. Loan losses are charged against the allowance when management believes the uncollectibility of a loan balance is confirmed. Subsequent recoveries, if any, are credited to the allowance. Management estimates the allowance balance required using past loan loss experience, the nature and volume of the portfolio, information about specific borrower situations and estimated collateral values, economic conditions, and other factors. Allocations of the allowance may be made for specific loans, but the entire allowance is available for any loan that, in management's judgment, should be charged off.

The allowance consists of specific and general components. The specific component relates to loans that are individually classified as impaired. A loan is impaired when, based on current information and events, it is probable that the Bank will be unable to collect all amounts due according to the contractual terms of the loan agreement.

Loans for which the terms have been modified resulting in a concession, and for which the borrower is experiencing financial difficulties, are considered troubled debt restructurings and classified as impaired. Troubled debt restructurings are separately identified for impairment disclosures and are measured at the present value of estimated future cash flows using the loan's effective rate at inception. If a troubled debt restructuring is considered to be a collateral dependent loan, the loan is reported, net, at the fair value of the collateral. For troubled debt restructurings that subsequently default, the Company determines the amount of reserve in accordance with the accounting policy for the allowance for loan losses.

Factors considered by management in determining impairment include payment status, collateral value, and the probability of collecting scheduled principal and interest payments when due. Loans that experience insignificant payment delays and payment shortfalls generally are not classified as impaired. Management determines the significance of payment delays and payment shortfalls on a case-by-case basis, taking into consideration all of the circumstances surrounding the loan and the borrower, including the length of the delay, the reasons for the delay, the borrower's prior payment record, and the amount of the shortfall in relation to the principal and interest owed. Impairment is measured on a loan-by-loan basis for commercial real estate and construction loans. Large groups of smaller balance homogeneous loans are collectively evaluated for impairment. Income recognition on impaired loans materially conforms to the method the Bank uses for income recognition on nonaccrual loans.

Allowance for impaired loans is determined based on the present value of the estimated cash flows or on the fair value of the collateral if the loan is collateral dependent, less costs to sell. If the measured fair value is less than the recorded investment in the loan, the deficiency will be charged off against the allowance for loan losses, or alternatively, a specific allocation will be established. For consumer loans, management will generally charge off the balance if the loan is 90 days or more past due. Although management uses available information to recognize credit losses on loans, because of uncertainties associated with local economic conditions, collateral values, and future cash flows on impaired loans, it is reasonably possible that a material change could occur in the allowance for loan losses in the near term.

(Continued)

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

The general component of the allowance covers non-impaired loans and is based on historical loss experience adjusted for current factors. The historical loss experience is determined by portfolio segment and is based on the actual loss history experienced by the Bank over the most recent two years. For those portfolio segments that the Bank does not have sufficient historical data available to track the loss migration, the loss factors are based on the actual loss history experienced by the Bank over the most recent three years. This actual loss experience is supplemented with other economic factors based on the risks present for each portfolio segment. These economic factors include consideration of the following: levels of and trends in delinquencies and impaired loans; levels of and trends in charge-offs and recoveries; trends in volume and terms of loans; effects of any changes in risk selection and underwriting standards; other changes in lending policies, procedures, and practices; experience, ability, and depth of lending management and other relevant staff; national and local economic trends and conditions; industry conditions; and effects of changes in credit concentrations. Related to the current national and local economic conditions, the Bank has considered risk factors including the broad deterioration of property values, reduced consumer and business spending as a result of high unemployment and reduced credit availability, and the lack of confidence in a sustainable recovery.

The following portfolio segments have been identified in the Bank's loan portfolio, and are also representative of the classes within the portfolio: commercial real estate, SBA loans – real estate, SBA loans – non-real estate, commercial, trade finance, and consumer. The Bank reviews the credit risk exposure of all its portfolio segments by internally assigned grades. The Bank categorizes loans into risk grades based on relevant information about the ability of borrowers to service their debt such as: current financial information, historical payment experience, credit documentation, public information, and current economic trends, among other factors. For the consumer portfolio segments, the Bank's primary monitoring tool is reviewing past due listings to determine if the loans are performing.

The determination of the allowance for loan losses is based on estimates that are particularly susceptible to changes in the economic environment and market conditions. Management believes that as of December 31, 2013 and 2012 the allowance for loan losses is adequate based on information currently available. If the deterioration in the economy of the Bank's principal market area occurs, the Bank's loan portfolios could be adversely impacted and higher charge-offs and increases in non-performing assets could result. Such an adverse impact could also require a larger allowance for loan losses.

Servicing Assets: When SBA loans are sold with servicing retained, servicing assets are initially recorded at fair value with the income statement effect recorded in gains on sales of loans. Fair value is based on a valuation model that calculates the present value of estimated future net servicing income. The valuation model incorporates assumptions that market participants would use in estimating future net servicing income, such as the cost to service, the discount rate, prepayment speeds, and default rates and losses. The Bank compares the valuation model inputs and results to published industry data in order to validate the model results and assumptions. Servicing assets are subsequently measured using the amortization method which requires servicing assets to be amortized into non-interest income in proportion to, and over the period of, the estimated future net servicing income of the underlying loans.

Servicing assets are evaluated for impairment based upon the fair value of the assets as compared to their carrying amount. Impairment is recognized through a valuation allowance to the extent that fair value is less than the carrying amount. If the Bank later determines that all or a portion of the impairment no longer exists, a reduction of the valuation allowance may be recorded as an increase to income. Changes in the valuation allowances are reported with other income on the income statement. The fair values of servicing rights are subject to fluctuations as a result of changes in estimated and actual prepayment speeds, default rates, and losses.

(Continued)

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Servicing fee income, which is reported on the income statement as other income, is recorded for fees earned for servicing loans. The fees are based on a contractual percentage of the outstanding principal and are recorded as income when earned. The amortization of servicing assets is netted against loan servicing fee income. Late fees and ancillary fees related to loan servicing are not material.

Transfers of Financial Assets: Transfers of financial assets are accounted for as sales when control over the assets has been relinquished. Control over transferred assets is deemed to be surrendered when the assets have been isolated from the Bank, the transferee obtains the right (free of conditions that constrain it from taking advantage of that right) to pledge or exchange the transferred assets, and the Bank does not maintain effective control over the transferred assets through an agreement to repurchase them before their maturity.

Premises and Equipment: Premises and equipment are stated at cost, less accumulated depreciation. Equipment and furnishings are depreciated over 3 to 10 years, and leasehold improvements are amortized over the lesser of the terms of the respective leases or the estimated useful lives. The straight-line method of depreciation is used for financial reporting purposes. Repairs and maintenance are charged to operating expenses as incurred.

Other Real Estate Owned, Net: Assets acquired through or instead of loan foreclosure are initially recorded at fair value less costs to sell when acquired, establishing a new cost basis. These assets are subsequently accounted for at the lower of their cost or fair value less estimated costs to sell. If their fair value declines subsequent to foreclosure, a valuation allowance is recorded through expense. Operating costs after acquisition are expensed.

Loan Commitments and Related Financial Instruments: Financial instruments include off-balance sheet credit instruments, such as commitments to make loans and commercial letters of credit, issued to meet customer financing needs. The face amount for these items represents the exposure to loss, before considering customer collateral or ability to repay. Such financial instruments are recorded when they are funded.

Stock-Based Compensation: Compensation cost is recognized for stock options and restricted stock awards issued to employees based on the fair value of the awards at the date of grant. A Black-Scholes model is utilized to estimate the fair value of stock options, while the market price of the Bank's common stock at the date of the grant is used for restricted stock awards. Compensation cost is recognized over the required service period, generally defined as the vesting period. For awards with graded vesting, compensation cost is recognized on a straight-line basis over the requisite service period for the entire award.

Income Taxes: Income tax expense is the total of the current year income tax due or refundable and the change in deferred tax assets and liabilities. Deferred tax assets and liabilities are the expected future tax amounts for the temporary differences between carrying amounts and tax bases of assets and liabilities, computed using enacted tax rates. A valuation allowance, if needed, reduces deferred tax assets to the amount expected to be realized.

A tax position is recognized as a benefit only if it is "more likely than not" that the tax position would be sustained in a tax examination, with a tax examination being presumed to occur. The amount recognized is the largest amount of tax benefit that is greater than 50% likely of being realized on examination. For tax positions not meeting the "more likely than not" test, no tax benefit is recorded. The Bank does not expect the total amount of unrecognized tax benefits to significantly increase or decrease in the next twelve months.

(Continued)

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

The Bank recognizes interest and/or penalties related to income tax matters in income tax expense. There were no interest or penalties recognized in 2013 or 2012.

Comprehensive Income/(Loss): Comprehensive income/(loss) consists of net income and other comprehensive income. Other comprehensive income includes unrealized gains and losses on securities available for sale, which are also recognized as separate components of equity.

Loss Contingencies: Loss contingencies, including claims and legal actions arising in the ordinary course of business, are recorded as liabilities when the likelihood of loss is probable and an amount or range of loss can be reasonably estimated. Management does not believe there now are such matters that will have a material effect on the financial statements.

Fair Value of Financial Instruments: Fair values of financial instruments are estimated using relevant market information and other assumptions, as more fully disclosed in a separate note. Fair value estimates involve uncertainties and matters of significant judgment regarding interest rates, credit risk, prepayments, and other factors, especially in the absence of broad markets for particular items. Changes in assumptions or in market conditions could significantly affect these estimates.

Adoption of New Accounting Standards: In February 2013, the FASB amended existing guidance related to reporting amounts reclassified out of other comprehensive income out of accumulated other comprehensive income. These amendments do not change the current requirements for reporting net income or other comprehensive income in the financial statements. These amendments require an entity to provide information about the amounts reclassified out of accumulated other comprehensive income by component. In addition, an entity is required to present, either on the face of the statement where net income is presented or in the notes, significant amounts reclassified out of accumulated other comprehensive income by the respective line items of net income but only if the amount reclassified is required under U.S. GAAP to be reclassified to net income in its entirety in the same reporting period. For other amounts that are not required under U.S. GAAP to be reclassified in their entirety to net income, an entity is required to cross-reference to other disclosures required under U.S. GAAP that provide additional details about those amounts. These amendments are effective prospectively for interim and annual reporting periods beginning after December 15, 2012. The effect of adopting this standard did not have a material effect on the Bank's operating results or financial condition.

NOTE 3 – SECURITIES

The following table summarizes the amortized cost and fair value of securities available for sale and held to maturity at December 31, 2013 and 2012, and the corresponding amounts of gross unrealized gains and losses recognized in accumulated other comprehensive income and gross unrecognized gains and losses:

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
2013				
Available for sale				
U.S. Government sponsored agency securities	$ 9,991,236	$ -	$ (526,706)	$ 9,464,530
Total available for sale	$ 9,991,236	$ -	$ (526,706)	$ 9,464,530

(Continued)

NOTE 3 – SECURITIES (Continued)

	Amortized Cost	Gross Unrecognized Gains	Gross Unrecognized Losses	Fair Value
Held to maturity				
U.S. Government sponsored agency securities	$ 2,998,837	$ -	$ (176,537)	$ 2,822,300
Total held to maturity	$ 2,998,837	$ -	$ (176,537)	$ 2,822,300

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
2012				
Available for sale				
U.S. Government sponsored agency securities	$ 7,992,000	$ 37,040	$ (17,590)	$ 8,011,450
Total available for sale	$ 7,992,000	$ 37,040	$ (17,590)	$ 8,011,450

The amortized cost and estimated fair value of securities available for sale at December 31, 2013, by contractual maturity, are shown below:

	Amortized Cost	Fair Value
Available for sale		
One to five years	$ -	$ -
Five to ten years	9,991,236	9,464,530
Total	$ 9,991,236	$ 9,464,530
Held to maturity		
One to five years	$ -	$ -
Five to ten years	2,998,837	2,822,300
Total	$ 2,998,837	$ 2,822,300

Expected maturities may differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

(Continued)

NOTE 3 – SECURITIES (Continued)

The following table summarizes securities with unrealized losses at December 31, 2013 and 2012, aggregated by length of time in a continuous unrealized loss position:

	Less Than 12 Months		12 Months or Longer		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
2013:						
Available for sale						
U.S. Government sponsored agency securities	$ 8,538,710	$ (452,526)	$ 925,820	$ (74,180)	$ 9,464,530	$ (526,706)
Total available for sale	$ 8,538,710	$ (452,526)	$ 925,820	$ (74,180)	$ 9,464,530	$ (526,706)

	Less Than 12 Months		12 Months or Longer		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Held to maturity						
U.S. Government sponsored agency securities	$ 2,822,300	$ (176,537)	$ -	$ -	$ 2,822,300	$ (176,537)
Total held to maturity	$ 2,822,300	$ (176,537)	$ -	$ -	$ 2,822,300	$ (176,537)
2012:						
Available for sale						
U.S. Government sponsored agency securities	$ 2,984,540	$ (17,590)	$ –	$ –	$ 2,984,540	$ (17,590)
Total available for sale	$ 2,984,540	$ (17,590)	$ –	$ –	$ 2,984,540	$ (17,590)

The Bank believes that the unrealized losses are temporary, arising mainly from fluctuations in interest rates and do not reflect a deterioration of credit quality of the issuers. In analyzing an issuer's financial condition, the Bank may consider whether the securities are issued by the federal government or its agencies, whether downgrades by bond rating agencies have occurred, and the results of reviews of the issuer's financial condition. The fair value is expected to recover as the securities approach maturity. Management does not intend to sell and it is likely that management will not be required to sell the securities prior to their anticipated recovery.

Securities with fair values of approximately $957,000 and $1,107,000 were pledged to secure public deposits, borrowings, and for other purposes as required or permitted by law at December 31, 2013 and 2012, respectively.

(Continued)

NOTE 4 – LOANS

The composition of the loan portfolio was as follows at December 31:

	2013	2012
Real estate:		
Commercial real estate	$ 136,418,240	$ 76,329,115
SBA loans – real estate	58,761,973	41,031,758
Total real estate	195,180,213	117,360,873
SBA loans – non-real estate	4,641,272	3,385,244
Commercial	41,491,348	23,032,358
Trade finance	7,062,435	4,389,138
Residential mortgage	26,190,754	-
Consumer	5,763,473	6,047,081
Gross loans receivable	280,329,495	154,214,694
Deferred loan costs, net	921,187	616,613
Allowance for loan losses	(5,228,412)	(4,406,832)
Loans receivable, net	$ 276,022,270	$ 150,424,475

The Bank did not have any loans outstanding to related parties as of December 31, 2013 or 2012.

(Continued)

NOTE 4 – LOANS (Continued)

The activity in the allowance for loan losses for the years ended December 31, 2013 and 2012 was as follows:

	Commercial Real Estate	SBA Loans Real Estate	SBA Loans Non-Real Estate	Commercial	Trade Finance	Residential Mortgage	Consumer	Total
2013:								
Beginning balance	$ 1,867,680	$ 572,883	$ 155,427	$ 1,537,223	$ 159,630	$ -	$ 113,989	$ 4,406,832
Provision for loan losses	320,413	198,648	(33,426)	757,720	(69,231)	314,289	(112,413)	1,376,000
Charge-offs	(227,276)	-	(48,242)	(590,726)	-	-	-	(866,244)
Recoveries	108,148	-	20,880	120,401	-	-	62,395	311,824
Ending balance	$ 2,068,965	$ 771,531	$ 94,639	$ 1,824,618	$ 90,399	$ 314,289	$ 63,971	$ 5,228,412
2012:								
Beginning balance	$ 2,615,454	$ 507,430	$ 191,205	$ 1,162,704	$ 137,168	$ -	$ 325,470	$ 4,939,431
Provision for loan losses	1,168,365	206,624	3,642	732,331	245,893	-	(84,168)	2,272,687
Charge-offs	(1,916,164)	(146,171)	(40,191)	(380,936)	(235,790)	-	(154,661)	(2,873,913)
Recoveries	25	5,000	771	23,124	12,359	-	27,348	68,627
Ending balance	$ 1,867,680	$ 572,883	$ 155,427	$ 1,537,223	$ 159,630	$ -	$ 113,989	$ 4,406,832

(Continued)

NOTE 4 – LOANS (Continued)

The following table presents the balance in the allowance for loan losses and the recorded investment in loans by portfolio segment as of December 31, 2013 and 2012:

2013:	Loans Individually Evaluated for Impairment	Loans Collectively Evaluated for Impairment	Total
Allowance for loan losses:			
Commercial real estate	$ –	$ 2,068,965	$ 2,068,965
SBA loans – real estate	–	771,531	771,531
SBA loans – non-real estate	20,692	73,947	94,639
Commercial	1,138,797	685,821	1,824,618
Trade finance	–	90,399	90,399
Residential mortgage	–	314,289	314,289
Consumer	–	63,971	63,971
Total	$ 1,159,489	$ 4,068,923	$ 5,228,412
Loans:			
Commercial real estate	$ –	$ 136,582,168	$ 136,582,168
SBA loans – real estate	–	60,026,359	60,026,359
SBA loans – non-real estate	187,179	4,538,214	4,725,393
Commercial	1,390,014	40,129,722	41,519,736
Trade finance	–	7,076,613	7,076,613
Residential mortgage	–	26,330,690	26,330,690
Consumer	–	5,762,708	5,762,708
Total	$ 1,577,193	$ 280,446,474	$ 282,023,667
2012:			
Allowance for loan losses:			
Commercial real estate	$ 158,988	$ 1,708,692	$ 1,867,680
SBA loans – real estate	–	572,883	572,883
SBA loans – non-real estate	79,013	76,414	155,427
Commercial	883,921	653,302	1,537,223
Trade Finance	–	159,630	159,630
Consumer	–	113,989	113,989
Total	$ 1,121,922	$ 3,284,910	$ 4,406,832
Loans:			
Commercial real estate	$ 924,860	$ 75,644,243	$ 76,569,103
SBA loans – real estate	–	41,786,469	41,786,469
SBA loans – non-real estate	112,028	3,320,371	3,432,399
Commercial	2,067,632	20,981,651	23,049,283
Trade Finance	–	4,400,555	4,400,555
Consumer	–	6,064,463	6,064,463
Total	$ 3,104,520	$ 152,197,752	$ 155,302,272

(Continued)

NOTE 4 – LOANS (Continued)

The following table presents information related to impaired loans by class of loans as of and for the years ended December 31, 2013 and 2012. The difference between the unpaid principal balance (net of partial charge-offs) and the recorded investment in the loans is not considered to be material.

	Recorded Investment	Allowance Allocated	Average Recorded Investment	Interest Income Recognized	Cash Basis Interest Recognized
2013:					
With no related allowance recorded:					
SBA loans – non-real estate	$ 109,547	$ –	$ 105,715	$ 569	$ 540
Commercial	103,063	–	113,532	1,400	1,766
With an allowance recorded:					
SBA loans – non-real estate	77,632	20,692	89,878	4,488	4,370
Commercial	1,286,951	1,138,797	1,376,367	16,556	16,457
	$ 1,577,193	$ 1,159,489	$ 1,685,492	$ 23,013	$ 23,133
2012:					
With no related allowance recorded:					
Commercial real estate	$ 323,407	$ –	$ 510,280	$ –	$ –
Commercial	951,787	–	1,214,080	1,429	1,492
With an allowance recorded:					
Commercial real estate	601,453	158,988	607,119	3,640	4,921
SBA loans – non-real estate	112,028	79,013	267,675	8,533	8,393
Commercial	1,115,845	883,921	1,171,262	44,126	45,162
	$ 3,104,520	$ 1,121,922	$ 3,770,416	$ 57,728	$ 59,968

The following table presents the recorded investment in nonaccrual loans and loans past due greater than 90 days still accruing interest by class of loans as of December 31, 2013 and 2012:

	Nonaccrual	Loans >90 Days Past Due & Still Accruing	Total
2013:			
SBA loans – non-real estate	$ 109,547	$ –	$ 109,547
Commercial	967,227	–	967,227
Total	$ 1,076,774	$ –	$ 1,076,774
2012:			
Commercial real estate	$ 323,407	$ –	$ 323,407
SBA loans – non-real estate	20,647	–	20,647
Commercial	1,276,850	–	1,276,850
Total	$ 1,620,904	$ –	$ 1,620,904

Nonaccrual loans and loans past due 90 days still on accrual include both smaller balance homogeneous loans that are collectively evaluated for impairment and individually classified impaired loans.

(Continued)

NOTE 4 – LOANS (Continued)

The following table represents the aging of the recorded investment in past due loans as of December 31, 2013 and 2012:

	30-59 Days Past Due	60-89 Days Past Due	> 90 Days Past Due	Total Past Due	Loans Not Past Due	Total
2013:						
Commercial real estate	$ –	$ –	$ –	$ –	$ 136,582,168	$ 136,582,168
SBA – real estate	–	–	–	–	60,026,359	60,026,359
SBA – non-real estate	11,459	69,850	109,547	190,856	4,534,537	4,725,393
Commercial	979,084	–	–	979,084	40,540,652	41,519,736
Trade finance	–	–	–	–	7,076,613	7,076,613
Residential mortgage	–	–	–	–	26,330,690	26,330,690
Consumer	–	–	–	–	5,762,708	5,762,708
	$ 990,543	$ 69,850	$ 109,547	$ 1,169,940	$ 280,853,727	$ 282,023,667
2012:						
Commercial real estate	$ –	$ 323,407	$ –	$ 323,407	$ 76,245,696	$ 76,569,103
SBA – real estate	–	–	–	–	41,786,469	41,786,469
SBA – non-real estate	45,056	43,510	1,626	90,192	3,342,207	3,432,399
Commercial	296,230	8,491	127,733	432,454	22,616,829	23,049,283
Trade finance	–	–	–	–	4,400,555	4,400,555
Consumer	15,464	–	–	15,464	6,048,999	6,064,463
	$ 356,750	$ 375,408	$ 129,359	$ 861,517	$ 154,440,755	$ 155,302,272

Troubled Debt Restructurings: As of December 31, 2013 and 2012, the Bank had a recorded investment in troubled debt restructurings of $1,565,733 and $1,164,794. The Bank has allocated $1,148,030 and $875,354 of specific reserves to customers whose loan terms have been modified in troubled debt restructurings as of December 31, 2013 and 2012. The Bank has not committed to lend any additional amounts to customers with outstanding loans that are classified as troubled debt restructurings.

There were three troubled debt restructurings that occurred during 2013, one of which involved the modification of the required payment to interest-only payments with the remaining two involving the conversion of lines of credit to term loans.. There were also three troubled debt restructurings that occurred during 2012, all of which involved the modification of the required payment to interest-only payments. The three loans modified in 2012 made the agreed upon interest-only payments through December 31, 2012, but subsequently defaulted in 2013. There were no other loans modified during 2013 or 2012. The troubled debt restructurings described above increased the allowance by $767,108 and $301,128 during 2013 and 2012.

There were no payment defaults during 2013 or 2012 of loans that had been modified as troubled debt restructurings within the previous twelve months.

(Continued)

NOTE 4 – LOANS (Continued)

Credit Quality Indicators: The Bank categorizes loans into risk categories based on relevant information about the ability of borrowers to service their debt such as: current financial information, historical payment experience, credit documentation, public information, and current economic trends, among other factors. For consumer loans, a credit grade is established at inception, and generally only adjusted based on performance. Information about payment status is disclosed elsewhere. The Bank analyzes loans individually by classifying the loans as to credit risk. This analysis is performed on a quarterly basis. The Bank uses the following definitions for risk ratings:

Special Mention – Loans classified as special mention have a potential weakness that deserves management's close attention. If left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects for the loan or of the Bank's credit position at some future date.

Substandard – Loans classified as substandard are inadequately protected by the current net worth and paying capacity of the obligor or of the collateral pledged, if any. Loans so classified have a well-defined weakness or weaknesses that jeopardize the liquidation of the debt. They are characterized by the distinct possibility that the institution will sustain some loss if the deficiencies are not corrected.

Doubtful – Loans classified as doubtful have all the weaknesses inherent in those classified as substandard, with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently existing facts, conditions, and values, highly questionable and improbable.

Loans not meeting the criteria above that are analyzed individually as part of the above described process are considered to be pass-rated loans.

As of December 31, 2013 and 2012, and based on the most recent analysis performed, the risk category of loans by class of loans is as follows:

	Pass	Special Mention	Substandard	Doubtful	Total
2013:					
Commercial real estate	$ 135,638,799	$ –	$ 943,369	$ –	$ 136,582,168
SBA loans – real estate	59,443,532	–	582,827	–	60,026,359
SBA loans – non-real estate	4,563,650	8,073	153,670	–	4,725,393
Commercial	38,402,137	841,500	2,276,099	–	41,519,736
Trade finance	7,076,613	–	–	–	7,076,613
Residential mortgage	26,330,690	–	–	–	26,330,690
Consumer	5,762,708	–	–	–	5,762,708
	$ 277,218,129	$ 849,573	$ 3,955,965	$ –	$ 282,023,667
2012:					
Commercial real estate	$ 73,555,149	$ –	$ 3,013,954	$ –	$ 76,569,103
SBA loans – real estate	41,786,469	–	–	–	41,786,469
SBA loans – non-real estate	3,032,541	10,563	387,669	1,626	3,432,399
Commercial	20,476,452	45,013	2,240,934	286,884	23,049,283
Trade finance	3,903,195	–	497,360	–	4,400,555
Consumer	6,064,463	–	–	–	6,064,463
	$ 148,818,269	$ 55,576	$ 6,139,917	$ 288,510	$ 155,302,272

(Continued)

NOTE 5 – OTHER REAL ESTATE OWNED, NET

Real estate owned activity for the year ended December 31 is summarized as follows:

	2013	2012
Beginning of year	$ 456,223	$ –
Transfer to real estate owned	–	513,223
Cash proceeds from sale of real estate owned	(554,772)	–
Additions to valuation allowance	–	(57,000)
Gain (loss) on sale of real estate owned	98,549	–
End of year	$ –	$ 456,223

Activity in the valuation allowance was as follows:

	2013	2012
Beginning of year	$ 57,000	$ –
Additions charged to expense	–	57,000
Direct write−downs	(57,000)	–
End of year	$ –	$ 57,000

Expenses related to foreclosed assets include:

	2013	2012
Net loss on sales	$ –	$ –
Provision for unrealized losses	–	57,000
Operating expenses	27	4,262
	$ 27	$ 61,262

NOTE 6 - BANK PREMISES AND EQUIPMENT

The Bank's premises and equipment consisted of the following at December 31:

	2013	2012
Leasehold improvements	$ 2,088,362	$ 819,294
Furniture and fixtures	1,458,080	658,656
Equipment and others	936,040	650,270
Total cost	4,482,482	2,128,220
Accumulated depreciation	(1,334,920)	(1,008,200)
Net book value	$ 3,147,562	$ 1,120,020

Total depreciation expense included in occupancy and equipment expenses was $332,707 and $128,369 for the years ended December 31, 2013 and 2012, respectively.

(Continued)

NOTE 7 – SERVICING ASSETS

Activity for loan servicing assets during the years ended December 31 is as follows:

	2013	2012
Beginning of year	$ 2,716,115	$ 1,466,863
Additions	1,660,127	1,671,818
Amortized to expense	(727,195)	(422,566)
End of year	$ 3,649,047	$ 2,716,115

There was no valuation allowance recorded against the carrying value of the servicing assets as of December 31, 2013 or 2012.

The fair value of the servicing assets was $5,596,197 at December 31, 2013. Fair value of the servicing assets at year-end 2013 was determined using discount rates ranging from 5.25% to 6.75% and prepayment speeds ranging from 9.20% to 13.00%, depending on the stratification of the specific assets.

The fair value of the servicing assets was $3,525,809 at December 31, 2012. Fair value of the servicing assets at year-end 2012 was determined using discount rates ranging from 5.80% to 6.26% and prepayment speeds ranging from 13.00% to 13.60%, depending on the stratification of the specific assets.

NOTE 8 – DEPOSITS

The scheduled maturities of time deposits were as follows at December 31, 2013:

2014	$ 82,213,006
2015	17,975,467
2016	285,131
Total	$100,473,604

Deposits from principal officers, directors, and their affiliates at year-end 2013 and 2012 were $711,167 and $1,061,480, respectively.

NOTE 9 – BORROWING ARRANGEMENTS

As of December 31, 2013, the Bank had no advances outstanding from the Federal Home Loan Bank of San Francisco.

The Bank had available borrowings from the following institutions as of December 31, 2013:

Federal Home Loan Bank – San Francisco	$ 27,337,000
Federal Reserve Bank	4,889,000
Pacific Coast Bankers Bank	4,000,000
Zions Bank	5,500,000
Total	$ 41,726,000

(Continued)

NOTE 9 – BORROWING ARRANGEMENTS (Continued)

In addition, the Bank has a letter of credit with the FHLB in the amount of $31,900,000 as collateral to secure a public deposit.

The Bank has pledged approximately $71,302,000 of loans and $957,000 of securities as collateral for these lines of credit as of December 31, 2013.

NOTE 10 – INCOME TAXES

Income tax benefit was as follows:

	2013	2012
Current	$ (11,562)	$ 15,500
Deferred	1,203,843	911,052
Change in the valuation allowance	(2,736,525)	(4,911,052)
Total	$ (1,544,244)	$ (3,984,500)

During the year ended December 31, 2013, the Bank recorded a tax benefit of approximately $1.5 million, primarily related to the reversal of the remaining valuation allowance on the deferred tax assets. During the year ended December 31, 2012, the Bank recorded a tax benefit of approximately $4.0 million related to a reversal of a portion of the deferred tax asset valuation allowance.

Effective tax rates differ from the federal statutory rate of 34% applied to income before taxes due to the following:

	2013	2012
Federal statutory rate times financial statement income	$ 1,159,167	$ 751,540
Effect of:		
Meals and entertainment	15,870	12,543
Non-deductible interest expense	1,273	1,200
State income taxes, net of federal tax benefit	79,378	12,639
Stock option expense	25,187	24,590
Change in the valuation allowance	(2,736,525)	(4,911,052)
Other, net	(88,594)	124,040
Total	$ (1,544,244)	$ (3,984,500)

(Continued)

NOTE 10 – INCOME TAXES (Continued)

The net deferred tax asset included in the statement of financial position includes the following components at December 31:

	2013	2012
Deferred tax assets:		
Pre-opening expense	$ 156,223	$ 180,570
Net operating loss carry-forwards	4,166,216	5,670,491
Allowance for loan losses	352,632	316,783
Loans held for sale	725,611	321,515
Charitable contributions	–	51,170
Stock-based compensation	322,044	152,698
Accrued compensation	72,781	226,680
Tax credits	347,077	175,577
Net unrealized loss on securities available for sale	216,739	–
Nonaccrual loan interest income	79,636	–
Other	241,199	55,726
Total deferred tax assets	6,680,158	7,151,210
Deferred tax liabilities:		
Loan origination costs	(286,616)	(170,429)
Net unrealized gains on securities available for sale	–	(8,004)
Depreciation	(611,307)	(213,602)
Other	(24,810)	(22,650)
Total deferred tax liabilities	(922,733)	(414,685)
Valuation allowance	–	(2,736,525)
Net deferred tax asset	$ 5,757,425	$ 4,000,000

A valuation allowance for deferred tax assets is recorded when it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income and tax planning strategies which will create taxable income during the periods in which those temporary differences become deductible. The Bank's management team routinely evaluates whether the valuation allowance is required based on the assessment of all positive and negative evidence that exists at the time. At December 31, 2013, management concluded from its assessment that it was more likely than not that all of the deferred tax assets would be realizable as a result of cumulative income for the past three years, improved asset quality, overall growth and sufficient projected future taxable income. As a result, management reversed the remaining $2.7 million of the valuation allowance in 2013. At December 31, 2013, the Bank has no valuation allowance in place. At December 31, 2012, the Bank had a partial valuation allowance in place in the amount of $2.7 million.

As of December 31, 2013, the Bank has federal net operating loss carryforwards of approximately $9.5 million and California net operating loss carryforwards of approximately $13.3 million. The Bank generated taxable income in 2013 and was able to utilize a portion of their federal and California net operating loss carryforwards during 2013. Federal net operating loss carryforwards will begin to expire starting in 2028, if unused. California net operating loss carryforwards will begin to expire in 2021, if unused.

(Continued)

NOTE 10 – INCOME TAXES (Continued)

In addition, at December 31, 2013, the Bank has approximately $141,000 of alternative minimum tax credits that may be carried forward indefinitely and approximately $301,000 of other California tax credits that will begin to expire in 2023, if unused.

The Bank is subject to U.S. Federal income tax as well as income tax of the State of California. The Bank is no longer subject to examination by Federal taxing authorities for tax years prior to 2010 and for state taxing authorities for tax years prior to 2009.

There were no significant unrealized tax benefits recorded as of December 31, 2013 and 2012, and the Bank does not expect any significant increase in unrealized tax benefits in the next twelve months.

NOTE 11 – COMMITMENTS AND CONTINGENCIES

Lease Commitments: The Bank leases its headquarters and branch facilities from nonaffiliated parties under operating leases. Rent expense was $530,488 and $529,549 for 2013 and 2012, respectively. Rent commitments related to the lease of the Bank's main office and branch facilities, before considering renewal options and additional lessor charges, were as follows:

2014	616,903
2015	644,673
2016	614,884
2017	745,886
2018	699,899
Thereafter	4,013,194
Total	$ 7,335,429

Off-Balance-Sheet Credit Risk: The commitments and contingent liabilities include various commitments to extend credit and standby letters of credit, which arise in the normal course of business. Commitments to extend credit are legally binding loan commitments with set expiration dates. Standby letters of credit are conditional commitments issued by the Bank to guarantee the performance of a customer to a third party. They are intended to be disbursed, subject to certain conditions, upon request of the borrower.

The Bank evaluates the creditworthiness of each customer. Collateral, if deemed necessary by the Bank upon the extension of credit, is obtained based on management's evaluation of the borrower. Collateral for commercial loans may vary, but may include securities, accounts receivable, inventory, property, plant and equipment, and income producing commercial or other properties.

The Bank had loan commitments granted and undisbursed of approximately $34,194,000 and $20,976,000; commitments under outstanding commercial letters of credit of approximately $576,000 and $592,000; and standby letters of credit and guarantee of approximately $2,191,000 and $696,000 at December 31, 2013 and 2012, respectively. The majority of these off-balance sheet commitments have a variable interest rate. Management does not anticipate any material losses as a result of these transactions.

The Bank has three stock-based compensation plans currently in effect as of December 31, 2013, as described further below. Total compensation cost that has been charged against earnings for these plans in 2013 and 2012 was $598,007 and $298,101, respectively.

(Continued)

NOTE 12 – STOCK-BASED COMPENSATION

2005 Plans: In 2005, the Board of Directors and shareholders of the Bank approved two stock option plans, one for the benefit of the founders of the Bank, and another for the benefit of directors and employees of the Bank (collectively, the "2005 Plans"). Under the 2005 Plans, the Bank is authorized to grant options to purchase up to 814,000 shares of the Bank's common stock. The exercise prices of the options may not be less than 100 percent of the fair market value of the Bank's stock at the date of grant.

The options, when granted, vest ratably over five years from the date of the grant and expire after ten years if not exercised. Option prices under the 2005 Plans are to be equal to the fair market value of the Bank's common stock on the date of grant. The Bank has the policy of issuing new shares to satisfy option exercises.

The fair value of stock options granted under the 2005 Plan during 2013 was estimated on the date of grant using the Black-Scholes option-pricing model that uses the assumptions noted in the following table. The risk-free rate for the expected term of the option is based on the U.S. Treasury yield curve in effect at the time of grant. The expected life of the options was determined to be the same as the vesting period. Expected volatilities are based on historical volatilities of the Bank's common stock.

The fair value of options granted during the year ended December 31, 2013 was determined using the following weighted-average assumptions as of grant date:

Risk-free interest rate	0.04%
Expected life	5 years
Expected volatility	35.00%
Expected dividend yield	0.00%

There were no options granted under the 2005 plan during the year ended December 31, 2012.

A summary of the transactions under the 2005 Plans for the year ended December 31, 2013 is as follows:

	Number of Options Outstanding	Weighted Average Exercise Price	Weighted Aggregate Intrinsic Value
Outstanding, beginning of year	490,000	$ 4.48	
Options granted	110,000	5.72	
Options exercised	(30,000)	2.53	
Options forfeited	(20,000)	2.53	
Outstanding, end of year	550,000	$ 4.91	$ 1,427,009
Fully vested and expected to vest	490,500	$ 4.99	$ 1,230,704
Exercisable at year-end	312,000	$ 5.44	$ 641,789

There were 224,400 shares available for grant under the 2005 Plans as of December 31, 2013. The weighted average remaining contractual term of stock options outstanding under the 2005 Plans at the end of 2013 was 6.05 years. The weighted average remaining contractual term of stock options that were exercisable at year-end 2013 was 4.63 years. The weighted average grant-date fair value of options granted during 2013 was $1.73 per option.

(Continued)

NOTE 12 – STOCK-BASED COMPENSATION (Continued)

As of December 31, 2013, the Bank had approximately $198,419 of unrecognized compensation costs related to unvested stock options under the 2005 Plans. The Bank expects to recognize these costs over a weighted average period of 3.57 years.

2010 Plan: In 2010, the Board of Directors of the Bank approved a new equity incentive plan for granting stock options and restricted stock awards to key employees, officers, and non-employee directors of the Bank (the "2010 Plan"). In 2013, the “2010 Plan” was amended and approved by the shareholders to increase the number of shares authorized to be issued under from 1,350,000 shares to 2,500,000 shares of the Bank’s common stock.

The exercise prices of stock options granted under the plan may not be less than 100 percent of the fair market value of the Bank’s stock at the date of grant. The options, when granted, vest ratably over five years from the date of the grant and expire after ten years if not exercised. Option prices under the 2010 Plan are to be equal to the fair market value of the Bank’s common stock on the date of grant.

Restricted stock awards issued under the 2010 Plan may or not be subject to vesting provisions. Awards which were granted in January 2012 are subject to vesting typically vest in 20% increments each year over a five-year period. Awards which were granted in July 2013 are subject to vesting typically vest in equal increments each year over a seven-year period. Owners of the restricted stock awards shall have all of the rights of a shareholder including the right to vote the shares and to all dividends (cash or stock). Compensation expense related to restricted stock awards will be recognized over the vesting period of the awards based on the fair value of the Bank’s stock at the issue date.

The Bank has the policy of issuing new shares to satisfy option exercises and vesting of restricted stock awards.

There were no stock options granted in 2013 under the 2010 plan. The fair value of stock options granted under the 2010 Plan during 2012 was estimated on the date of grant using the Black-Scholes option-pricing model that uses the assumptions noted in the following table. The risk-free rate for the expected term of the option is based on the U.S. Treasury yield curve in effect at the time of grant. The expected life of the options was determined to be the same as the vesting period. Expected volatilities are based on historical volatilities of the Bank’s common stock.

The fair value of options granted during the year ended December 31, 2012 was determined using the following weighted-average assumptions as of grant date:

Risk-free interest rate	2.87%
Expected life	5 years
Expected volatility	35.00%
Expected dividend yield	0.00%

(Continued)

NOTE 12 – STOCK-BASED COMPENSATION (Continued)

A summary of stock options issued under the 2010 Plan for the year ended December 31, 2013 is as follows:

	Number of Options Outstanding	Weighted Average Exercise Price	Aggregate Intrinsic Value
Outstanding, beginning of year	810,000	$ 2.84	
Options granted	-	-	
Options exercised	-	-	
Options forfeited	-	-	
Outstanding, end of year	810,000	$ 2.84	$ 3,776,500
Fully vested and expected to vest	724,500	$ 2.84	$ 3,379,285
Exercisable at year-end	468,000	$ 2.83	$ 2,187,640

The weighted average remaining contractual term of stock options outstanding at the end of 2013 was 6.75 years. The weighted average grant-date fair value of options granted during 2012 was $1.25 per option.

A summary of the changes in the Bank's non-vested restricted stock awards under the 2010 Plan for the year ended December 31, 2013 is as follows:

	Shares Issued	Weighted Average Grant Date Fair Value	Weighted Aggregate Intrinsic Value
Non-vested, beginning of year	240,000	$ 1.45	
Awards granted	1,048,500	5.72	
Awards vested	(58,000)	1.57	
Awards forfeited	(24,000)	1.45	
Non-vested, end of year	1,206,500	$ 5.15	$ 2,833,775

There were 425,500 shares available for grant under the 2010 Plan as of December 31, 2013 (in either stock options or restricted stock awards). As of December 31, 2013, the Bank had approximately $6,029,590 of unrecognized compensation cost related to unvested stock options and restricted stock awards under the 2010 Plan. The Bank expects to recognize these costs over a weighted average period of 6.27 years.

(Continued)

NOTE 13 – EMPLOYEE BENEFIT PLAN

The Bank established a 401(k) profit sharing plan (the "401(k) Plan") which is open to all eligible employees who are at least 21 years old and have completed 90 days of service. Each employee is allowed to contribute to the 401(k) Plan up to the maximum percentage allowable, not to exceed the limits of applicable IRS Code Sections. Each year, the Bank may, in its discretion, make matching contributions to the 401(k) Plan. Total employer contributions to the 401(k) Plan amounted to $112,268 and $86,010 for the years ended December 31, 2013 and 2012, respectively.

NOTE 14 – FAIR VALUE OF FINANCIAL INSTRUMENTS

Fair value is the exchange price that would be received for an asset or paid to transfer a liability (exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. There are three levels of inputs that may be used to measure fair values:

> Level 1 – Quoted prices (unadjusted) for identical assets or liabilities in active markets that the entity has the ability to access as of the measurement date.
>
> Level 2 – Significant other observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable market data.
>
> Level 3 – Significant unobservable inputs that reflect a company's own assumptions about the assumptions that market participants would use in pricing an asset or liability.

The Bank used the following methods and significant assumptions to estimate fair value:

Securities Available for Sale: The fair values of investment securities are determined by matrix pricing, which is a mathematical technique used to value debt securities without relying exclusively on quoted prices for the specific securities, but rather by relying on the securities' relationship to other benchmark quoted securities (Level 2). Management obtains the fair values of investment securities on a monthly basis from a third-party pricing service.

Impaired Loans: The fair value of impaired loans with specific allocations of the allowance for loan losses is generally based on recent real estate appraisals. These appraisals may utilize a single valuation approach or a combination of approaches including comparable sales and the income approach. Adjustments are routinely made in the appraisal process by the independent appraisers to adjust for differences between the comparable sales and income data available. Such adjustments are usually significant and typically result in a Level 3 classification of the inputs for determining fair value. Non-real estate collateral may be valued using an appraisal, net book value per the borrower's financial statements, or aging reports, adjusted or discounted based on management's judgment, changes in market conditions from the time of the valuation, and management's expertise and knowledge of the client and client's business, resulting in a Level 3 fair value classification. Impaired loans are evaluated on a quarterly basis for additional impairment and adjusted accordingly.

(Continued)

NOTE 14 – FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)

Other Real Estate Owned: Assets acquired through or instead of loan foreclosure are initially recorded at fair value less costs to sell when acquired, establishing a new cost basis. These assets are subsequently accounted for at lower of cost or fair value less estimated costs to sell. Fair value is commonly based on recent real estate appraisals which are updated no less frequently than annually. These appraisals may utilize a single valuation approach or a combination of approaches including comparable sales and the income approach. Adjustments are routinely made in the appraisal process by the independent appraisers to adjust for differences between the comparable sales and income data available. Such adjustments are usually significant and typically result in a Level 3 classification of the inputs for determining fair value. Real estate owned properties are evaluated on a quarterly basis for additional impairment and adjusted accordingly.

Appraisals for both collateral-dependent impaired loans and real estate owned are performed by certified general appraisers (for commercial properties) or certified residential appraisers (for residential properties) whose qualifications and licenses have been reviewed and verified by the Bank. Once received, a member of the credit department reviews the assumptions and approaches utilized in the appraisal as well as the overall resulting fair value in comparison with independent data sources such as recent market data or industry-wide statistics.

Assets and liabilities measured at fair value on a recurring basis at December 31, 2013 and 2012 are summarized below:

		Fair Value Measuring Using		
	Total Fair Value	Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
2013:				
U.S. Government sponsored agency securities	$ 9,464,530	$ –	$ 9,464,530	$ –
2012:				
U.S. Government sponsored agency securities	$ 8,011,450	$ –	$ 8,011,450	$ –

There were no transfers between level 1 and level 2 during 2013 or 2012.

There were no assets or liabilities measured at fair value on a non-recurring basis at December 31, 2013.

(Continued)

NOTE 14 – FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)

Assets and liabilities measured at fair value on a non-recurring basis at December 31, 2012 are summarized below:

	Total Fair Value	Fair Value Measuring Using: Quoted Prices in Active Markets (Level 1)	Significant other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Impaired loans:				
Commercial real estate	$ 442,465	$ –	$ –	$ 442,465
Other real estate owned:				
Commercial	$ 456,223	$ -	$ -	$ 456,223

Impaired loans that were measured for impairment using the fair value of the collateral had a principal balance of $601,453 at December 31, 2012 with a valuation allowance of $158,988, resulting in an additional provision for loan losses of $158,988 for the year ended December 31, 2012.

At December 31, 2012, other real estate owned had a carrying amount of $513,223 with an associated valuation allowance of $57,000, resulting in a write-down of $57,000 for the year ended December 31, 2012.

The following table presents quantitative information about level 3 fair value measurements for financial instruments measured at fair value on a non-recurring basis at December 31, 2012:

	Fair Value	Valuation Technique	Unobservable Inputs	Average
Impaired loans:				
Commercial real estate	$ 442,465	Income approach	Capitalization rate	10%
Other real estate owned:				
Commercial	$ 456,223	Sales comparison	Adjustment for differences between comparable sales	2%

(Continued)

NOTE 14 – FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)

Financial Instruments: The carrying amounts and estimated fair values of financial instruments at December 31, 2013 are as follows:

	Carrying Amount	Level 1	Level 2	Level 3	Fair Value
Financial Assets:					
Cash and cash equivalents	$ 18,514,335	$ 18,514,335	$ –	$ –	$ 18,514,335
Securities available for sale	9,464,530	–	9,464,530	–	9,464,530
Securities held to maturity	2,998,837	–	2,822,300	–	2,822,300
Loans held for sale	16,680,628	–	18,443,770	–	18,443,770
Loans receivable, net	276,022,270	–	–	275,975,022	275,975,022
Accrued interest receivable	819,649	–	46,664	772,985	819,649
FHLB and PCBB stock	1,075,000	N/A	N/A	N/A	N/A
Servicing assets	3,649,047	–	5,596,197	–	5,596,197
Financial Liabilities:					
Deposits	$ 309,303,190	$ –	$ 309,670,178	$ –	$ 309,670,178
Accrued interest payable	80,532	–	80,532	–	80,532

The carrying amounts and estimated fair values of financial instruments at December 31, 2012 are as follows:

	Carrying Amount	Level 1	Level 2	Level 3	Fair Value
Financial Assets:					
Cash and cash equivalents	$ 25,145,824	$ 25,145,824	$ –	$ –	$ 25,145,824
Securities available for sale	8,011,450	–	8,011,450	–	8,011,450
Loans held for sale	7,659,238	–	8,440,480	–	8,440,480
Loans receivable, net	150,424,475	–	–	151,176,597	151,176,597
Accrued interest receivable	492,570	–	21,606	470,964	492,570
FHLB and PCBB stock	812,900	N/A	N/A	N/A	N/A
Servicing assets	2,716,115	–	3,525,809	–	3,525,809
Financial Liabilities:					
Deposits	$ 173,992,344	$ –	$ 174,105,576	$ –	$ 174,105,576
FHLB advances	5,000,000	–	5,000,000	–	5,000,000
Accrued interest payable	74,955	–	74,955	–	74,955

The methods and assumptions, not previously presented, used to estimate fair value are described as follows:

(a) Cash and Cash equivalents

The carrying amounts of cash and short-term instruments approximate fair values and are classified as Level 1.

(Continued)

NOTE 14 – FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)

(b) Securities held to maturity

The fair values of investment securities are determined by matrix pricing, which is a mathematical technique used to value debt securities without relying exclusively on quoted prices for the specific securities, but rather by relying on the securities' relationship to other benchmark quoted securities (Level 2).

(c) Loans Held for Sale

The fair value of loans held for sale is estimated based upon binding contracts and quotes from third party investors resulting in a Level 2 classification.

(d) Loans Receivable, Net

Fair values of loans, excluding loans held for sale, are estimated as follows: For variable rate loans that reprice frequently and with no significant change in credit risk, fair values are based on carrying values resulting in a Level 3 classification. Fair values for other loans are estimated using discounted cash flow analyses, using interest rates currently being offered for loans with similar terms to borrowers of similar credit quality resulting in a Level 3 classification. Impaired loans are valued at the lower of cost or fair value as described previously. The methods utilized to estimate the fair value of loans do not necessarily represent an exit price.

(e) FHLB and PCBB Stock

It is not practical to determine the fair value of FHLB and PCBB stock due to restrictions placed on their transferability.

(f) Servicing Assets

Fair value is determined at a tranche level, based on a valuation model that calculates the present value of estimated future net servicing income. The valuation model utilizes assumptions that market participants would use in estimating future net servicing income and that can be validated against available market data (Level 2).

(g) Deposits

The fair values disclosed for demand deposits (e.g., interest and non-interest checking, passbook savings, and certain types of money market accounts) are, by definition, equal to the amount payable on demand at the reporting date (i.e., their carrying amount) resulting in a Level 2 classification. The carrying amounts of variable rate, fixed-term money market accounts and certificates of deposit approximate their fair values at the reporting date resulting in a Level 2 classification. Fair values for fixed rate certificates of deposit are estimated using a discounted cash flows calculation that applies interest rates currently being offered on certificates to a schedule of aggregated expected monthly maturities on time deposits resulting in a Level 2 classification.

(h) Federal Home Loan Bank Advances

The carrying amounts of Federal Home Loan Bank advances that mature within ninety days approximate their fair values resulting in a Level 2 classification.

(Continued)

NOTE 14 – FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)

(i) Accrued Interest Receivable/Payable

The carrying amounts of accrued interest approximate fair value and are classified within the same fair value hierarchy level as the related asset or liability.

(j) Off-balance Sheet Instruments

Fair values for off-balance sheet, credit-related financial instruments are based on fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and the counterparties' credit standing. The fair value of commitments is not material.

NOTE 15 – REGULATORY MATTERS

The Bank is subject to regulatory capital requirements administered by federal banking agencies. Prompt corrective action regulations involve quantitative measures of assets, liabilities, and certain off-balance-sheet items calculated under regulatory accounting practices. Capital amounts and classifications are also subject to qualitative judgments by regulators. Failure to meet capital requirements can initiate regulatory action. Management believes as of December 31, 2013, the Bank meets all capital adequacy requirements to which it is subject.

Prompt corrective action regulations provide five classifications: well capitalized, adequately capitalized, undercapitalized, significantly undercapitalized, and critically undercapitalized, although these terms are not used to represent overall financial condition. If adequately capitalized, regulatory approval is required to accept brokered deposits. If undercapitalized, capital distributions are limited, as is asset growth and expansion, and capital restoration plans are required. At December 31, 2013 and 2012, the most recent regulatory notifications categorized the Bank as well capitalized under the regulatory framework for prompt corrective action. There are no conditions or events since that notification that management believes have changed the institution's category.

(Continued)

NOTE 15 – REGULATORY MATTERS (Continued)

The Bank's actual capital amounts (in thousands) and ratios are as follows at December 31:

	Actual		Required For Capital Adequacy Purposes		Minimum To Be Considered "Well Capitalized"	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
2013:						
Total capital (to risk-weighted assets)	$ 32,107	11.11%	$23,129	8.00%	$ 28,912	10.00%
Tier 1 capital (to risk-weighted assets)	28,473	9.85%	11,565	4.00%	17,347	6.00%
Tier 1 capital (to average assets)	28,473	9.43%	12,073	4.00%	15,091	5.00%
2012:						
Total capital (to risk-weighted assets)	$ 26,625	15.72%	$ 13,550	8.00%	$ 16,938	10.00%
Tier 1 capital (to risk-weighted assets)	24,479	14.45%	6,775	4.00%	10,163	6.00%
Tier 1 capital (to average assets)	24,479	13.84%	7,074	4.00%	8,842	5.00%