PINNACLE BANK
Morgan Hill, California

FINANCIAL STATEMENTS
December 31, 2014 and 2013

PINNACLE BANK
Morgan Hill, California

FINANCIAL STATEMENTS
December 31, 2014 and 2013

CONTENTS

Crowe Horwath.

Crowe Horwath LLP
Independent Member Crowe Horwath International

INDEPENDENT AUDITOR'S REPORT

The Shareholders and
Board of Directors
Pinnacle Bank
Morgan Hill, California

Report on the Financial Statements

We have audited the accompanying financial statements of Pinnacle Bank, which comprise the balance sheets as of December 31, 2014 and 2013, and the related statements of income, 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 Pinnacle Bank as of December 31, 2014 and 2013, 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

Sacramento, California
March 26, 2015

PINNACLE BANK
BALANCE SHEETS
December 31, 2014 and 2013

	2014	2013
ASSETS		
Cash and due from banks	$ 4,982,896	$ 3,911,813
Interest-bearing deposits in other banks	44,180,000	17,855,000
Total cash and cash equivalents	49,162,896	21,766,813
Available-for-sale investment securities	5,060,410	5,918,000
Loans, less allowance for loan losses of $3,535,253 in 2014 and $3,460,342 in 2013	158,310,099	143,711,527
Bank premises and equipment, net	5,222,130	5,474,803
Other real estate owned	1,350,000	1,350,000
Bank owned life insurance	4,357,788	4,219,885
Accrued interest receivable and other assets	6,959,975	7,286,648
Total assets	$ 230,423,298	$ 189,727,676
LIABILITIES AND SHAREHOLDERS' EQUITY		
Deposits:		
Non-interest bearing	81,395,273	59,435,698
Interest bearing	123,951,402	106,686,909
Total deposits	205,346,675	166,122,607
Accrued interest payable and other liabilities	946,790	642,505
Total liabilities	206,293,465	166,765,112
Commitments and contingencies (Note 8)		
Shareholders' equity:		
Preferred stock – no par value; 10,000,000 shares authorized, none outstanding	-	-
Common stock – no par value; 40,000,000 shares authorized; 3,332,266 shares issued and outstanding in 2014 and 3,292,443 in 2013	31,809,729	31,684,683
Accumulated deficit	(7,683,088)	(8,648,744)
Accumulated other comprehensive (loss) income	3,192	(73,375)
Total shareholders' equity	24,129,833	22,962,564
Total liabilities and shareholders' equity	$ 230,423,298	$ 189,727,676

See accompanying notes to financial statements.

PINNACLE BANK
STATEMENTS OF INCOME
For the Years Ended December 31, 2014 and 2013

	2014	2013
Interest income:		
Interest and fees on loans	$ 8,056,040	$ 7,519,528
Interest on investment securities	124,001	85,946
Other interest income	120,274	70,970
Total interest income	8,300,315	7,676,444
Interest expense:		
Interest on deposits	317,464	332,834
Interest on short-term borrowings	1	-
Total interest expense	317,465	332,834
Net interest income before provision for loan losses	7,982,850	7,343,610
Provision for loan losses	-	173,000
Net interest income after provision for loan losses	7,982,850	7,170,610
Non-interest income:		
Service charges and fees	218,969	175,462
Gain on sale of loans	555,684	311,688
Other	456,958	366,887
Total non-interest income	1,231,611	854,037
Non-interest expense:		
Salaries and employee benefits	4,832,855	4,158,673
Occupancy and equipment	729,961	686,139
Other	2,053,389	2,426,323
Total non-interest expense	7,616,205	7,271,135
Income before income taxes	1,598,256	753,512
Income tax expense (benefit)	632,600	(5,696,613)
Net income	$ 965,656	$ 6,450,125
Basic earnings per share	$ 0.29	$ 1.96
Diluted earnings per share	$ 0.27	$ 1.85

See accompanying notes to financial statements.

PINNACLE BANK
STATEMENTS OF COMPREHENSIVE INCOME
For the Years Ended December 31, 2014 and 2013

	2014	2013
Net income	$ 965,656	$ 6,450,125
Other comprehensive (loss) income:		
Unrealized gains (losses) on investment securities:		
Unrealized holding gains (losses) arising during the period	79,161	(141,202)
Less: Reclassification adjustment for realized gains included in net income	-	-
	79,161	(141,202)
Tax effect	(2,594)	-
Other comprehensive income (loss)	76,567	(141,202)
Total comprehensive income	$ 1,042,223	$ 6,308,923

See accompanying notes to financial statements.

PINNACLE BANK
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
For the Years Ended December 31, 2014 and 2013

	Common Stock			Accumulated Other Compre-hensive	
	Shares	Amount	Accumulated Deficit	Income (loss)	Shareholders' Equity
Balance, January 1, 2013	3,291,875	$ 31,658,297	$ (15,098,869)	$ 67,827	$ 16,627,255
Net income	-	-	6,450,125	-	6,450,125
Other comprehensive loss	-	-	-	(141,202)	(141,202)
Exercise of stock options	568	1,566	-	-	1,566
Share-based compensation	-	24,820	-	-	24,820
Balance, December 31, 2013	3,292,443	31,684,683	(8,648,744)	(73,375)	22,962,564
Net income	-	-	965,656	-	965,656
Other comprehensive income	-	-	-	76,567	76,567
Exercise of stock options	39,823	107,920	-	-	107,920
Share-based compensation	-	17,126	-	-	17,126
Balance, December 31, 2014	3,332,266	$ 31,809,729	$ (7,683,088)	$ 3,192	$ 24,129,833

See accompanying notes to financial statements.

PINNACLE BANK
STATEMENTS OF CASH FLOWS
For the Years Ended December 31, 2014 and 2013

	2014	2013
Cash flows from operating activities:		
Net income	$ 965,656	$ 6,450,125
Adjustments to reconcile net income to net cash used in operating activities:		
Provision for OREO write down	-	510,000
Provision for loan losses	-	173,000
Depreciation and amortization	371,236	361,745
Decrease (increase) in deferred loan origination costs, net	(127,314)	13,442
Earnings on Bank owned life insurance	(137,903)	(132,406)
Share-based compensation expense	17,126	24,820
Change in deferred tax assets	611,196	(5,703,419)
(Increase) decrease in accrued interest receivable and other assets	(231,317)	1,037,719
Increase (decrease) in accrued interest payable and other liabilities	304,285	(446,016)
Net cash provided by operating activities	1,772,965	2,289,010
Cash flows from investing activities:		
Purchase of available-for-sale securities	(2,875,417)	(3,977,526)
Increase in loans, net	(14,471,258)	(9,504,183)
Purchase of Bank owned life insurance	-	(1,000,000)
Purchase of premises and equipment	(69,552)	(771,846)
Redemption (purchase) of FHLB stock	(55,800)	9,500
Maturities and repayments of available-for-sale securities	3,763,157	2,899,495
Net cash used in investing activities	(13,708,870)	(12,344,560)
Cash flows from financing activities:		
Increase in demand, interest bearing and savings deposits, net	45,970,348	21,400,119
Increase (decrease) in time deposits, net	(6,746,280)	(7,756,767)
Proceeds from stock options exercised	107,920	1,566
Net cash provided by financing activities	39,331,988	13,644,918
Increase in cash and cash equivalents	27,396,083	3,589,368
Cash and cash equivalents at beginning of period	21,766,813	18,177,445
Cash and cash equivalents at end of year	$ 49,162,896	$ 21,766,813

Supplemental disclosure of cash flow information:

	2014	2013
Cash paid during the year for interest expense	$ 319,820	$ 338,728
Income taxes paid	$ 10,000	$ 5,000

See accompanying notes to financial statements.

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

General: Pinnacle Bank ("Bank" or "we" or "our") was approved as a state-chartered non-member bank on July 17, 2006. We are subject to regulation by the California Department of Business Oversight, (the "DBO") and the Federal Deposit Insurance Corporation (the "FDIC"). Our deposits are insured by the FDIC up to applicable legal limits. We are headquartered in Gilroy, California and have offices in Morgan Hill and Salinas. We provide products and services to clients who are predominately small to middle-market businesses, professionals, not-for-profit organizations and individuals located in Santa Clara, San Benito and Monterey counties.

Our accounting and reporting policies conform with accounting principles generally accepted in the United States of America and prevailing practices within the banking industry.

Subsequent Events: We reviewed all events occurring from December 31, 2014 through March 26, 2015, the date the financial statements were available to be issued. There were no subsequent events that were considered necessary for disclosure and there were no subsequent events requiring accrual.

Use of Estimates: The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions. These estimates and assumptions affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates. The allowance for loan losses and fair values of financial instruments are particularly susceptible to change.

Cash and Cash Equivalents: For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and due from banks, and interest-bearing deposits in other banks with original maturities, if any, of three months or less. Net cash flows are reported for client loan and deposit transactions and interest-bearing deposits in other financial institutions.

Investment Securities: Investments are classified into the following categories:

- Available-for-sale investment securities, reported at fair value, with unrealized gains and losses excluded from earnings and reported, net of taxes, as accumulated other comprehensive income (loss) within shareholders' equity.

- Held-to-maturity investment securities, which management has the positive intent and ability to hold to maturity, reported at amortized cost, adjusted for the accretion of discounts and amortization of premiums.

Management determines the appropriate classification of its investments at the time of purchase and may only change the classification in certain limited circumstances. All transfers between categories are accounted for at fair value. As of December 31, 2014 and 2013, all of our investments were classified as available-for-sale and there were no transfers between categories during these years.

Gains or losses on the sale of investment securities are computed on the specific identification method. Interest earned on investment securities is reported in interest income, net of applicable adjustments for accretion of discounts and amortization of premiums.

(Continued)

NOTE 1 – 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. For equity securities, the entire amount of impairment is recognized through earnings.

FHLB Stock: As a member of the Federal Home Loan System, we are required to maintain an investment in the capital stock of the Federal Home Loan Bank of San Francisco (FHLB). At December 31, 2014 and 2013, our investment of $769,200 and $713,400, respectively, was carried at cost and redeemable at its par value of $100 per share. FHLB Stock is included in accrued interest receivable and other assets on the balance sheet. The FHLB can suspend dividends and redemptions upon notification to its members.

Loans: Loans that management has the intent and ability to hold for the foreseeable future or until maturity or payoff are reported at the principal amounts outstanding, adjusted for deferred loan origination fees and costs, purchase premiums and discounts, write-downs and the allowance for loan losses. Loan origination fees, net of certain deferred origination costs, and purchase premiums and discounts are recognized as an adjustment to the yield of the related loans, and are reported as a component of net loans.

For all segments of the portfolio, a loan is considered impaired when, based on current information and events, it is probable that all amounts due (including both principal and interest) will not be collected in accordance with the contractual terms of the original loan agreement. An impaired loan is measured based on the present value of expected future cash flows discounted at the loan's effective interest rate or, as a practical matter, at the loan's observable market price or the fair value of collateral if the loan is collateral dependent. A loan is collateral dependent if the repayment of the loan is expected to be repaid solely by the underlying collateral. Interest income on impaired loans, if appropriate, is recognized on a cash basis.

Interest income on loans is discontinued at the time the loan is 90 days delinquent unless the loan is well-secured and in process of collection. 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. A loan is moved to nonaccrual status in accordance with the policy, typically after 90 days of nonpayment.

All interest accrued but not received for loans placed on nonaccrual 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.

(Continued)

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Loan Sales and Servicing: Included in the portfolio are Small Business Administration (SBA) guaranteed loans that may be sold in the secondary market. Loans held for sale are carried at the lower of cost or market value. Market value is determined by the specific identification method as of the balance sheet date or the date that the purchasers have committed to purchase the loans. At the time the loan is sold, the related right to service the loan is recorded at fair value with the Bank earning future servicing income. Gains and losses are calculated based on the difference between the selling price and the fair value of servicing assets or liabilities and the allocated carrying value of the loans sold. At December 31, 2014 and 2013, there were no loans designated as held for sale.

Loans held for sale subsequently transferred to the loan portfolio are transferred at the lower of cost or market value at the date of transfer. Any difference between the carrying amount of the loan and its outstanding principal balance is recognized as an adjustment to yield by the interest method.

Servicing rights acquired through 1) a purchase or 2) the origination of loans which are sold or securitized with servicing rights retained are recognized as separate assets or liabilities. Servicing assets or liabilities are recorded at the difference between the contractual servicing fees and adequate compensation for performing the servicing, and are subsequently amortized in proportion to and over the period of the related net servicing income or expense. SBA loans and USDA loans with unpaid balances of approximately $13,071,000 and $17,056,000 were being serviced for others at December 31, 2014 and 2013, respectively. Servicing assets are periodically evaluated for impairment. Servicing assets at December 31, 2014 and 2013 were not considered significant for disclosure.

Allowance for Loan Losses: The allowance for loan losses is an estimate of probable credit losses in our loan portfolio that have been incurred as of the balance-sheet date. The allowance is established through a provision for loan losses which is charged to expense. Additions to the allowance are expected to maintain the adequacy of the total allowance after credit losses and loan growth. Credit exposures determined to be uncollectible are charged against the allowance. Cash received on previously charged off amounts is recorded as a recovery to the allowance. The overall allowance consists of two primary components, specific reserves related to loans individually evaluated for impairment and general reserves for inherent losses related to loans that are collectively evaluated for impairment.

A restructuring of a debt constitutes a troubled debt restructuring (TDR) if the Bank for economic or legal reasons related to the debtor's financial difficulties grants a concession to the debtor that it would not otherwise consider. Restructured workout loans typically present an elevated level of credit risk as the borrowers are not able to perform according to the original contractual terms. Loans that are reported as TDRs are considered impaired and measured for impairment as described above.

The determination of the general reserve for loans that are collectively evaluated for impairment is based on estimates made by management, to include, but not limited to, consideration of historical losses by portfolio segment, internal asset classifications, and qualitative factors to include economic trends in the our service areas, industry experience and trends, geographic concentrations, estimated collateral values, our underwriting policies, the character of the loan portfolio, and probable losses inherent in the portfolio taken as a whole.

We maintain a separate allowance for each portfolio segment (loan type). These portfolio segments include commercial and industrial, land and construction, commercial real estate and other loans (principally home equity loans). The allowance for loan losses attributable to each portfolio segment, which includes both impaired loans and loans that are not impaired, is combined to determine our overall allowance, which is included on the balance sheet and is available for all loss exposures.

(Continued)

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

We assign a risk rating to all loans and periodically, but not less than annually, perform detailed loan reviews to identify credit risks, validate risk ratings and to assess the overall collectability of the portfolio. These risk ratings are also subject to examination by independent specialists engaged by the Bank and our regulators. During these internal reviews, management monitors and analyzes the financial condition of borrowers and guarantors, trends in the industries in which borrowers operate and the fair values of collateral securing these loans. These credit quality indicators are used to assign a risk rating to each individual loan. The risk ratings can be grouped into five major categories, defined as follows:

Pass – A pass loan is a strong credit with no existing or known potential weaknesses deserving of management's close attention.

Special Mention – A special mention loan has potential weaknesses that deserve management's close attention. If left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects for the loan or in the Bank's credit position at some future date. Special Mention loans are not adversely classified and do not expose the Bank to sufficient risk to warrant adverse classification.

Substandard – A substandard loan is not adequately protected by the current sound worth and paying capacity of the borrower or the value of the collateral pledged, if any. Loans classified as substandard have a well-defined weakness or weaknesses that jeopardize the liquidation of the debt. Well defined weaknesses may include a project's lack of marketability, inadequate cash flow or collateral support, failure to complete construction on time or the project's failure to fulfill economic expectations. They are characterized by the distinct possibility that the Bank will sustain some loss if the deficiencies are not corrected.

Doubtful – Loans classified 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 known facts, conditions and values, highly questionable and improbable.

Loss – Loans classified as loss are considered uncollectible and charged off immediately.

The general reserve component of the allowance for loan losses also consists of reserve factors that are based on management's assessment of the following for each portfolio segment: (1) inherent credit risk, (2) historical losses and (3) other qualitative factors. These reserve factors are inherently subjective and are driven by the repayment risk associated with each portfolio segment described below.

Land and construction – Land and construction loans generally possess a higher inherent risk of loss than other real estate portfolio segments. A major risk arises from the necessity to complete projects within specified cost and time lines. Trends in the construction industry significantly impact the credit quality of these loans, as demand drives construction activity. In addition, trends in real estate values significantly impact the credit quality of these loans, as property values determine the economic viability of construction projects.

Commercial real estate – Commercial real estate loans generally possess a higher inherent risk of loss than other real estate portfolio segments, except land and construction loans. These loans are generally non-owner occupied properties that generate revenues by leasing the property to others such as commercial buildings of all types and include motels, residential care facilities and self-storage units. Adverse economic developments or an overbuilt market impact commercial real estate projects and may result in troubled loans. Trends in vacancy rates of commercial properties impact the credit quality of these loans. High vacancy rates reduce operating revenues and the ability for properties to produce sufficient cash flow to service debt obligations.

(Continued)

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Commercial and industrial – Commercial and industrial loans generally possess a lower inherent risk of loss than real estate portfolio segments because these loans are generally underwritten to existing cash flows of operating businesses. The commercial and industrial loan portfolio includes borrowers operating in a wide range of activities including manufacturing, services, agri-business and religious organizations. The loans are collateralized by business assets, including receivables, inventory, equipment and real estate. Debt coverage is provided by business cash flows and economic trends influenced by unemployment rates and other key economic indicators are closely correlated to the credit quality of these loans.

Other – Other loans consist primarily of home equity lines of credit, short-term single family residential real estate bridge loans, cash secured loans and unsecured loans. The degree of risk in residential real estate lending depends primarily on the loan amount in relation to collateral value, the interest rate and the borrower's ability to repay in an orderly fashion. These loans generally possess a lower inherent risk of loss than other real estate portfolio segments. Economic trends determined by unemployment rates and other key economic indicators are closely correlated to the credit quality of these loans. Weak economic trends indicate that the borrower's capacity to repay their obligations may be deteriorating.

Although management believes the allowance to be adequate, ultimate losses may vary from its estimates. At least quarterly, the Board of Directors and management review the adequacy of the allowance, including consideration of the relative risks in the portfolio, current economic conditions and other factors. If the Board of Directors and management determine that changes are warranted based on those reviews, the allowance is adjusted. In addition, our primary regulators, FDIC and DBO, as an integral part of their examination process, review the adequacy of the allowance. These regulatory agencies may require additions to the allowance based on their judgment about information available at the time of their examinations.

Allowance for Credit Losses on Off-Balance-Sheet Credit Exposures: We also maintain a separate allowance for off-balance-sheet commitments. Management estimates anticipated losses using historical data and utilization assumptions. The allowance for off-balance-sheet commitments is included in accrued interest payable and other liabilities on the balance sheet. At December 31, 2014 and 2013, the allowance related to these commitments was not significant.

Other Real Estate: Real estate properties acquired through, or in lieu of, loan foreclosure are expected to be sold and are initially recorded at the fair value of the property, less estimated costs to sell. The excess, if any, of the loan amount over the fair value is charged to the allowance for loan losses. Subsequent declines in the fair value of other real estate, along with related revenue and expenses from operations, are charged to noninterest expense as incurred.

Bank Premises and Equipment: Bank premises and equipment are carried at cost, less accumulated depreciation. Depreciation is determined using the straight-line method over the estimated useful lives of the related assets. The useful lives of premises are estimated to be 40 years. The useful lives of furniture, fixtures and equipment are estimated to be 3 to 10 years. Leasehold improvements are generally amortized over the lesser of the respective lease term, including renewal periods that are reasonably assured, or their useful lives.

Certain operating leases contain scheduled and specified rent increases or incentives in the form of tenant improvement allowances or credits. The scheduled rent increases are recognized on a straight-line basis over the lease term. Lease incentives are capitalized at the inception of the lease and amortized on a straight-line basis over the lease term as a reduction of rental expense. Amounts accrued in excess of amounts paid related to the scheduled rent increases and the unamortized deferred credits are included in accrued interest payable and other liabilities on the balance sheet.

(Continued)

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

When assets are sold or otherwise disposed of, the cost and related accumulated depreciation or amortization are removed from the accounts, and any resulting gain or loss is recognized in income for the period. The cost of maintenance and repairs is charged to expense as incurred. We evaluate premises and equipment for financial impairment as events or changes in circumstances indicate that the carrying amount of such assets may not be fully recoverable.

Bank Owned Life Insurance: We have purchased life insurance policies on certain key executives. Bank owned life insurance is recorded at the amount that can be realized under the insurance contract at the balance sheet date, which is the cash surrender value adjusted for other charges or other amounts due that are probable at settlement.

Income Taxes: Deferred tax assets and liabilities are recognized for the tax consequences of temporary differences between the reported amount of assets and liabilities and their tax basis. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment. A valuation allowance is recognized if, based on the weight of available evidence, management believes it is more likely than not that some portion or all of the deferred tax assets will not be realized.

The determination of the amount of deferred income tax assets which are more likely than not to be realized is primarily dependent on projections of future earnings, which are subject to uncertainty and estimates that may change given economic conditions and other factors. The realization of deferred income tax assets is assessed and a valuation allowance is recorded if it is "more likely than not" that all or a portion of the deferred tax asset will not be realized. "More likely than not" is defined as greater than a 50% chance. All available evidence, both positive and negative is considered to determine whether, based on the weight of that evidence, a valuation allowance is needed.

Accounting for Uncertainty in Income Taxes: We use a comprehensive model for recognizing, measuring, presenting and disclosing in the financial statements tax positions taken or expected to be taken on a tax return. 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.

Interest expense and penalties associated with unrecognized tax benefits, if any, are classified as income tax expense in the statement of income. There have been no significant changes to unrecognized tax benefits or accrued interest and penalties for the years ended December 31, 2014 and 2013.

Earnings Per Share: Earnings per share, which excludes dilution, is computed by dividing net income by the weighted-average number of common shares outstanding for the period. Diluted earnings per share reflect the potential dilution that could occur if securities or other contracts to issue common stock, such as stock options, result in the issuance of common stock which share in earnings. The treasury stock method is applied to determine the dilutive effect of stock options in computing diluted earnings per share.

Share-Based Compensation: We have one share-based compensation plan, the Pinnacle Bank 2006 Equity Incentive Plan (the "Plan"), which has been approved by our shareholders and permits the grant of stock options and restricted stock for up to 825,000 shares of our common stock of which 390,448 shares were available for grant as of December 31, 2014. The Plan is designed to attract and retain employees and directors. The amount, frequency, and terms of share-based awards may vary based on competitive practices, our operating results and government regulations. New shares are issued upon option exercise or grant of restricted stock. The Plan does not provide for the settlement of awards in cash. 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 exercise price must be paid in full at the time the option is exercised.

(Continued)

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Share-based compensation expense is recognized for all stock options that are ultimately expected to vest as the requisite service is rendered, which is generally the vesting period. The fair value of each option award is estimated as of the date of grant using a Black-Scholes-Merton option pricing formula. Expected volatility is based on historical volatility of similar entities over a preceding period commensurate with the expected term of the option when our common stock has been publicly traded for a shorter period than the expected term for the options. The "simplified" method described in SEC Staff Accounting Bulletin No. 110 is used to determine the expected term of our options due to the lack of sufficient historical data. The risk-free rate is based on the U.S. Treasury yield curve in effect at the time of grant with substantially the same term as the expected term of the option. Expected dividend yield is not considered in the option pricing formula since we have not paid dividends and have no current plans to do so in the future. In addition to these assumptions, we make estimates regarding pre-vesting forfeitures that will impact total compensation expense recognized under the Plan.

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.

Reclassifications: Certain reclassifications have been made to the prior year's balances to conform to classifications used in 2014. Reclassifications had no affect on prior year net income or shareholders' equity.

Adoption of New Accounting Standards: In July 2013, the FASB amended existing guidance related to the presentation of an unrecognized tax benefit when a net operating loss carry-forward, a similar tax loss or a tax credit carry-forward exists. These amendments provide that an unrecognized tax benefit, or a position thereof, be presented in the financial statements as a reduction to a deferred tax asset for a net operating loss carry-forward, a similar tax loss, or a tax credit carry-forward is not available at the reporting date to settle any additional income taxes that would result from disallowance of a tax position, or the tax law does not require the entity to use, and the entity does not intend to use, the deferred tax asset for such purpose, then the unrecognized tax benefit should be presented as a liability. The effect of adopting this standard did not have a material effect on the Bank’s operating results or financial condition.

In February 2013, the FASB issued guidance on reporting of amounts reclassified out of accumulated other comprehensive income which requires an entity to provide information about the amounts reclassified out of accumulated other comprehensive income (loss) by component and 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 (loss) by the respective line items of net income, but only if the amount reclassified is required to be reclassified to net income in its entirety in the same reporting period. The effect of adopting this standard did not have a material effect on the Bank’s operating results or financial condition.

(Continued)

NOTE 2 – AVAILABLE-FOR-SALE INVESTMENT SECURITIES

The amortized cost and estimated fair value of available-for-sale investment securities at December 31, 2014 and 2013 consisted of the following:

	2014			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Debt securities:				
U.S. Government agencies	$ 1,000,000	$	$ (21,090)	$ 978,910
U.S. Government sponsored entities collateralized by residential mortgage obligations	4,054,624	39,276	(12,400)	4,081,500
	$ 5,054,624	$ 39,276	$ (33,490)	$ 5,060,410

At December 31, 2014, net unrealized gains on available-for-sale investment securities totaling $5,786 were recorded net of related taxes of $2,594 and taxes, as accumulated other comprehensive income within shareholders' equity.

	2013			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Debt securities:				
U.S. Government agencies	$ 2,999,860	$ -	$ (54,860)	$ 2,945,000
U.S. Government sponsored entities collateralized by residential mortgage obligations	2,991,515	28,571	(47,086)	2,973,000
	$ 5,991,375	$ 28,571	$ (101,946)	$ 5,918,000

Net unrealized losses on available-for-sale investment securities totaling $(73,375) were recorded as accumulated other comprehensive income within shareholders' equity at December 31, 2013.

There were no sales of investment securities available-for-sale during the years ended December 31, 2014 and 2013. There were no pledged securities as of December 31, 2014 and 2013.

As of December 31, 2014, $2,330 in unrealized losses were attributable to one security that had been in an unrealized loss position for less than 12 months while $31,160 in unrealized losses were attributable to two securities that had been in an unrealized loss position for more than 12 months. Because the Bank had the ability to hold these investments until a recovery in fair value, which may be maturity, these investments were not considered to be other-than-temporarily impaired as of December 31, 2014.

(Continued)

NOTE 2 – AVAILABLE-FOR-SALE INVESTMENT SECURITIES (Continued)

The amortized cost and estimated fair value of available-for-sale investment securities at December 31, 2014 by contractual maturity are shown below. Expected maturities will differ from contractual maturities because the issuers of the securities may have the right to call or prepay obligations with or without call or prepayment penalties.

	Amortized Cost	Estimated Fair Value
Within one year	$ -	$ -
After one year through five years	1,000,000	978,910
After five years through ten years	-	-
After ten years	-	-
	1,000,000	978,910
Investment securities not due at a single maturity date:		
U.S. Government sponsored entities collateralized by mortgage obligations	4,054,624	4,081,500
	$ 5,054,624	$ 5,060,410

NOTE 3 – LOANS AND ALLOWANCE FOR LOAN LOSSES

Outstanding loans at December 31, 2014 and 2013 are summarized below:

	2014	2013
Commercial and industrial	$ 98,314,413	$ 83,873,465
Commercial real estate	53,372,496	52,128,904
Land and construction	3,973,326	4,842,443
Other	5,683,872	5,953,126
	161,344,107	146,797,938
Deferred loan origination costs, net	501,245	373,931
Allowance for loan losses	(3,535,253)	(3,460,342)
	$ 158,310,099	$ 143,711,527

(Continued)

NOTE 3 – LOANS AND ALLOWANCE FOR LOAN LOSSES (Continued)

The following tables show the allocation and activity of the allowance for loan losses at and for the years ended December 31, 2014 and 2013 by portfolio segment and by impairment methodology (amounts in thousands):

	December 31, 2014				
	Commercial and Industrial	Commercial Real Estate	Land and Construction	Other	Total
Allowance for Loan Losses					
Beginning balance	$ 2,063	$ 1,210	$ 111	$ 76	$ 3,460
Provision for loan losses	140	(94)	(27)	(19)	-
Loans charged-off	(58)	-	-	-	(58)
Recoveries	114	9	-	10	133
Ending balance allocated to portfolio segments	$ 2,259	$ 1,125	$ 84	$ 67	$ 3,535
Ending balance: individually evaluated for impairment	$ 31	$ 225	$ -	$ -	$ 256
Ending balance: collectively evaluated for impairment	$ 2,228	$ 900	$ 84	$ 67	$ 3,279
Loans					
Ending balance	$ 98,314	$ 53,373	$ 3,973	$ 5,684	$ 161,344
Ending balance: individually evaluated for impairment	$ 132	$ 1,507	$ -	$ 408	$ 2,047
Ending balance: collectively evaluated for impairment	$ 98,182	$ 51,866	$ 3,973	$ 5,276	$ 159,297

	December 31, 2013				
	Commercial and Industrial	Commercial Real Estate	Land and Construction	Other	Total
Allowance for Loan Losses					
Beginning balance	$ 2,499	$ 1,002	$ 71	$ 39	$ 3,611
Provision for loan losses	(667)	709	41	90	173
Loans charged-off	(1,292)	(639)	-	(60)	(1,991)
Recoveries	1,522	138	-	7	1,667
Ending balance allocated to portfolio segments	$ 2,062	$ 1,210	$ 112	$ 76	$ 3,460
Ending balance: individually evaluated for impairment	$ 5	$ 251	$ -	$ -	$ 256
Ending balance: collectively evaluated for impairment	$ 2,057	$ 959	$ 112	$ 76	$ 3,204
Loans					
Ending balance	$ 83,874	$ 52,129	$ 4,842	$ 5,953	$ 146,798
Ending balance: individually evaluated for impairment	$ 650	$ 1,552	$ -	$ 433	$ 2,635
Ending balance: collectively evaluated for impairment	$ 83,224	$ 50,577	$ 4,842	$ 5,520	$ 144,163

(Continued)

NOTE 3 – LOANS AND ALLOWANCE FOR LOAN LOSSES (Continued)

The following tables show the loan portfolio allocated by management's internal risk ratings at December 31, 2014 and 2013 (amounts in thousands):

	December 31, 2014 Commercial Credit Exposure Credit Risk Profile by Internally Assigned Grade				
	Commercial and Industrial	Commercial Real Estate	Land and Construction	Other	Total
Grade:					
Pass	$ 95,305	$ 48,726	$ 3,973	$ 5,276	$ 153,280
Special Mention	333	3,139	-	-	3,472
Substandard	2,676	1,508	-	408	4,592
Doubtful	-	-	-	-	-
Total	$ 98,314	$ 53,373	$ 3,973	$ 5,684	$ 161,344

	December 31, 2013 Commercial Credit Exposure Credit Risk Profile by Internally Assigned Grade				
	Commercial and Industrial	Commercial Real Estate	Land and Construction	Other	Total
Grade:					
Pass	$ 78,675	$ 48,450	$ 4,842	$ 5,443	$ 137,410
Special Mention	1,885	2,127	-	77	4,089
Substandard	3,314	1,552	-	433	5,299
Doubtful	-	-	-	-	-
Total	$ 83,874	$ 52,129	$ 4,842	$ 5,953	$ 146,798

The following tables show an ageing analysis of the loan portfolio by the time past due at December 31, 2014 and 2013 (amounts in thousands):

	December 31, 2014					
	30-89 Days Past Due	90 Days and Still Accruing	Nonaccrual	Total Past Due	Current	Total
Commercial and industrial	$ -	$ -	$ 111	$ 111	$ 98,203	$ 98,314
Commercial real estate	927	-	418	1,345	52,028	53,373
Land and construction	-	-	-	-	3,973	3,973
Other	-	-	408	408	5,276	5,684
Total	$ 927	$ -	$ 937	$ 1,864	$ 159,480	$ 161,344

	December 31, 2013					
	30-89 Days Past Due	90 Days and Still Accruing	Nonaccrual	Total Past Due	Current	Total
Commercial and industrial	$ 144	$ -	$ 689	$ 833	$ 83,041	$ 83,874
Commercial real estate	-	-	430	430	51,699	52,129
Land and construction	-	-	-	-	4,842	4,842
Other	-	-	460	460	5,493	5,953
Total	$ 144	$ -	$ 1,579	$ 1,723	$ 145,075	$ 146,798

NOTE 3 – LOANS AND ALLOWANCE FOR LOAN LOSSES (Continued)

The following tables show information related to impaired loans at and for the years ended December 31, 2014 and 2013 (amounts in thousands):

	December 31, 2014				
	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Recorded Investment	Interest Income Recognized
With no related allowance recorded:					
Commercial and industrial	$ -	$ -	$ -	$ -	$ -
Commercial real estate	$ -	$ -	$ -	$ -	$ -
Land and construction	$ -	$ -	$ -	$ -	$ -
Other	$ 408	$ 408	$ -	$ 421	$ -
With an allowance recorded:					
Commercial and industrial	$ 132	$ 132	$ 31	$ 147	$ 3
Commercial real estate	$ 1,508	$ 1,508	$ 225	$ 1,529	$ 161
Land and construction	$ -	$ -	$ -	$ -	$ -
Other	$ -	$ -	$ -	$ -	$ -
Total:					
Commercial and industrial	$ 132	$ 132	$ 31	$ 147	$ 3
Commercial real estate	$ 1,508	$ 1,508	$ 225	$ 1,529	$ 161
Land and construction	$ -	$ -	$ -	$ -	$ -
Other	$ 408	$ 408	$ -	$ 421	$ -

	December 31, 2013				
	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Recorded Investment	Interest Income Recognized
With no related allowance recorded:					
Commercial and industrial	$ 619	$ 619	$ -	$ 779	$ 14
Commercial real estate	$ -	$ -	$ -	$ -	$ -
Land and construction	$ -	$ -	$ -	$ -	$ -
Other	$ 433	$ 433	$ -	$ 447	$ -
With an allowance recorded:					
Commercial and industrial	$ 31	$ 31	$ 5	$ -	$ -
Commercial real estate	$ 1,552	$ 1,552	$ 251	$ 1,568	$ 77
Land and construction	$ -	$	$ -	$ -	$ -
Other	$ -	$	$ -	$ -	$ -
Total:					
Commercial and industrial	$ 650	$ 650	$ 5	$ 779	$ 14
Commercial real estate	$ 1,552	$ 1,552	$ 251	$ 1,568	$ 77
Land and construction	$ -	$ -	$ -	$ -	$ -
Other	$ 433	$ 433	$ -	$ 447	$ -

Nonaccrual loans totaled $937,000 and $1,579,000 at December 31, 2014 and 2013, respectively. Interest forgone on nonaccrual loans totaled $31,000 and $93,000 for the years ended December 31, 2014 and 2013, respectively. We did not have any accruing loans past due 90 days or more at December 31, 2014 and December 31, 2013.

(Continued)

NOTE 3 – LOANS AND ALLOWANCE FOR LOAN LOSSES (Continued)

In the table above, the recorded investment in loans excludes accrued interest receivable and loan origination fees as those amounts were not considered significant for disclosure purposes.

Salaries and employee benefits totaling $762,000 and $720,000 were deferred as loan origination costs for the years ended December 31, 2014 and 2013, respectively.

We have allocated $28,000 of specific reserves to clients whose loan terms have been modified in troubled debt restructurings as of December 31, 2014. Specific reserves of $256,000 were allocated to clients whose loans have been modified in troubled debt restructurings as of December 31, 2013. We do not have commitments to lend additional funds to borrowers with loans whose terms have been modified in troubled debt restructurings.

During the years ended December 31, 2014 and 2013, the terms of certain loans were modified as troubled debt restructurings as the borrower was experiencing financial difficulty. In order to determine whether a borrower is experiencing financial difficulty, an evaluation is performed of the probability that the borrower will be in payment default on any of its debt in the foreseeable future without the modification. This evaluation is performed under our internal underwriting policy.

The modification of the terms of such loans included one or a combination of the following: a reduction of the stated interest rate of the loan; an extension of the maturity date at a stated rate of interest lower than the current market rate for new debt with similar risk; or a permanent reduction of the recorded investment in the loan.

Modifications involving a reduction of the stated interest rate of the loan were for periods ranging from seven months to two years. Modifications involving an extension of the maturity date were for periods up to ten years.

The following table presents loans by class modified as troubled debt restructurings that occurred during the year ended December 31, 2014:

	Number of Loans	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment
Troubled debt restructurings:			
Commercial and industrial	1	$ 111	$ 111

The troubled debt restructurings described above did not result in any charge offs during the year ended December 31, 2014 and did not increase the allowance for loan losses.

(Continued)

NOTE 3 – LOANS AND ALLOWANCE FOR LOAN LOSSES (Continued)

The following table presents loans by class modified as troubled debt restructurings that occurred during the year ended December 31, 2013:

	Number of Loans	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment
Troubled debt restructurings:			
Commercial and industrial	2	$ 407,427	$ 323,392
Commercial real estate	2	$ 607,180	$ 607,180

The troubled debt restructurings described above resulted in $84,000 in charge offs during the year ended December 31, 2013 and did not increase the allowance for loan losses.

The following table presents loans by class modified as troubled debt restructurings for which there was a payment default within twelve months following the modification during the period ended December 31, 2014:

	Number of Loans	Recorded Investment
Troubled debt restructurings that subsequently defaulted:		
Commercial real estate	1	$ 418

The following table presents loans by class modified as troubled debt restructurings for which there was a payment default within twelve months following the modification during the period ended December 31, 2013:

	Number of Loans	Recorded Investment
Troubled debt restructurings that subsequently defaulted:		
Commercial and industrial	2	$ 588,222
Commercial real estate	1	$ 430,587

A restructured loan is considered to be in payment default once it is 30 days contractually past due under the modified terms.

(Continued)

NOTE 4 – BANK PREMISES AND EQUIPMENT

Bank premises and equipment at December 31, 2014 and 2013 consisted of the following:

	2014	2013
Premises	$ 3,033,530	$ 3,033,530
Furniture, fixtures and equipment	1,171,984	1,110,644
Leasehold improvements	2,929,694	2,921,482
	7,135,208	7,065,656
Less accumulated depreciation and amortization	(1,913,078)	(1,590,853)
	$ 5,222,130	$ 5,474,803

Depreciation and amortization included in occupancy and equipment expense totaled $322,225 and $299,917 for the years ended December 31, 2014 and 2013, respectively.

NOTE 5 – INTEREST-BEARING DEPOSITS

Interest-bearing deposits at December 31, 2014 and 2013 consisted of the following:

	2014	2013
Savings	$ 14,460,671	$ 8,536,087
Money market	55,267,336	42,600,806
Interest-bearing demand accounts	16,593,094	11,173,435
Time, $250,000 or more	7,676,761	7,780,038
Other time	29,953,540	36,596,543
	$ 123,951,402	$ 106,686,909

Aggregate annual maturities of time deposits are as follows:

Year Ending December 31,	
2015	$ 32,407,000
2016	4,733,000
2017	490,301
2018	-
2019	-
	$ 37,630,301

NOTE 5 – INTEREST-BEARING DEPOSITS (Continued)

Interest expense recognized on interest-bearing deposits for the years ended December 31, 2014 and 2013 consisted of the following:

	2014	2013
Savings	$ 17,681	$ 16,109
Money market	115,268	95,828
Interest-bearing demand accounts	25,848	20,279
Time, $250,000 or more	51,825	53,857
Other time	106,842	146,761
	$ 317,464	$ 332,834

NOTE 6 – INCOME TAXES

Income taxes for the years ended December 31, 2014 and 2013 consisted of the following:

	2014	2013
Current	$ 21,404	$ 6,806
Deferred	611,196	268,533
Valuation allowance	-	(5,971,952)
Income tax expense	$ 632,600	$ (5,696,613)

Our effective tax rate differs from the statutory rate primarily as a result of stock option compensation expense related to incentive stock options and non-taxable income from Bank owned life insurance.

The total amount of unrecognized tax benefits, including interest and penalties, at December 31, 2014 and 2013 was not considered significant. The amount of tax benefits that would impact the effective rate, if recognized, is not expected to be material. We do not anticipate any significant changes with respect to unrecognized tax benefits within the next 12 months.

(Continued)

NOTE 6 – INCOME TAXES (Continued)

Deferred tax assets and liabilities at December 31, 2014 and 2013 consisted of the following:

	2014	2013
Deferred tax assets:		
Net operating losses	$ 2,769,388	$ 2,921,045
Organization costs	209,301	241,296
Share-based compensation expense	524,731	525,725
Allowance for loan losses	635,248	756,415
State deferred tax asset	968,633	1,074,297
Other real estate owned	275,400	331,395
Other accruals	361,597	331,505
Charitable contribution	-	10,475
Total deferred tax assets	5,744,298	6,192,153
Deferred tax liabilities:		
Deferred loan costs	(347,923)	(314,190)
Bank premises and equipment	(230,301)	(82,643)
FHLB dividends	(2,617)	(2,617)
Unrealized gain on AFS securities	(2,594)	-
Other liabilities	(43,321)	(31,173)
Total deferred tax liabilities	(626,756)	(430,623)
Net deferred tax assets	$ 5,117,542	$ 5,761,530

Management believes that it is more likely than not that it will realize the above deferred tax assets in future periods; therefore, no valuation allowance has been provided against its deferred tax assets.

At December 31, 2014, we had federal net operating loss carryforwards (NOLs) of $1,603,687 that expire in 2028, $5,206,782 that expire in 2029 and $1,334,789 that expire in 2030. California NOLs of $2,442,746 expire in 2028, $5,246,377 expire in 2029, and $1,253,604 expire in 2030.

We file income tax returns in the U.S. Federal and California jurisdictions. There are currently no pending U.S. Federal or State income tax or non-U.S. income tax examinations by tax authorities. With few exceptions, the Bank is no longer subject to tax examinations by U.S. Federal taxing authorities for years ended before December 31, 2010 and by state and local taxing authorities for years ended before December 31, 2009.

NOTE 7 – SHORT-TERM BORROWING ARRANGEMENTS

We have secured lines of credit at the Federal Home Loan Bank of San Francisco and the Federal Reserve Bank of San Francisco under which we can borrow up to approximately $92,186,000 on either a short-term or long-term basis. These secured lines of credit are based on pledged loans with carrying values of approximately $110,558,000 and $116,806,000 at December 31, 2014 and 2013, respectively. There were no borrowings outstanding under these arrangements at December 31, 2014 and 2013.

(Continued)

NOTE 8 – COMMITMENTS AND CONTINGENCIES

Correspondent Banking Agreements: We maintain funds on deposit with other federally insured financial institutions under correspondent banking agreements. While these funds are insured up to the applicable legal limits of $250,000 per institution, the funds on deposit with these institutions may exceed those insured limits. As of December 31, 2014 and 2013, funds maintained with these institutions, in excess of federally insured limits totaled $1,935,000 and $895,000, respectively.

Operating Leases: The Bank leases its Salinas office under a non-cancelable operating lease. The lease expires in 2022.

Future minimum lease payments are as follows:

Year Ending December 31,	Operating Leases
2015	$ 149,000
2016	151,000
2017	154,000
2018	157,000
2019	158,000
Thereafter	682,000
	$ 1,451,000

Rental expense included in occupancy and equipment expense totaled $184,000 and $148,000 for the years ended December 31, 2014 and 2013, respectively.

Financial Instruments With Off-Balance-Sheet Risk: We are a party to financial instruments with off-balance-sheet risk in the normal course of business in order to meet the financing needs of our clients and to reduce our own exposure to fluctuations in interest rates. These financial instruments consist of commitments to extend credit of $33,224,000 and $35,092,000 at December 31, 2014 and 2013, respectively.

Our exposure to credit loss in the event of nonperformance by the other party for commitments to extend credit is represented by the contractual amount of those instruments. We use the same credit policies in making commitments as we use for loans included on the balance sheet.

Commitments to extend credit are agreements to lend to a client as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since some of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. We evaluate each client's creditworthiness on a case-by-case basis. The amount of collateral obtained, if deemed necessary by the Bank upon extension of credit, is based on management's credit evaluation of the borrower. Collateral held varies, but may include accounts receivable, inventory, and deeds of trust on residential real estate and income-producing commercial properties.

(Continued)

NOTE 8 – COMMITMENTS AND CONTINGENCIES (Continued)

At December 31, 2014, commercial and industrial loan commitments represent approximately 87% of total commitments and are generally unsecured or secured by collateral comprised of business assets or real estate and have variable interest rates. Commercial real estate loan commitments represent approximately 3% of total commitments and are generally secured by property with a loan-to-value ratio not to exceed 70%. The majority of real estate commitments also have variable interest rates. Land and construction loan commitments represent 2% of total commitments and are secured by land and construction projects and have variable interest rates. Home equity lines of credit and other loans represent the remaining 9% of total commitments and are generally secured by residential real estate and have both variable and fixed interest rates.

Concentrations of Credit Risk: We grant commercial real estate, land and construction and commercial and industrial loans to clients in Santa Clara, San Benito, Monterey and surrounding counties. Although we intend to have a diversified loan portfolio, a substantial portion of the portfolio is secured by non-owner occupied real estate.

At December 31, 2014, in management's judgment, a concentration existed in non-owner occupied real estate loans. At that date, approximately 33% of total loans were non-owner occupied real estate related, with commercial real estate collateral representing 24% and residential real estate collateral representing 9% of total loans.

At December 31, 2013, in management's judgment, a concentration existed in non-owner occupied real estate loans. At that date, approximately 35% of total loans were non-owner occupied real estate related, with commercial real estate collateral representing 28% and residential real estate collateral representing 6% of total loans.

Although management of the Bank believes the collectability of loans within this concentration has been appropriately considered in adequacy of the allowance for loan losses, a continued substantial decline in the performance of the economy in general or a continued decline in real estate values in our primary market area, in particular, could have an adverse impact on collectability, increase the level of real estate related nonperforming loans, or have other adverse effects which alone or in the aggregate could have a material adverse effect on our financial condition. Business income represents the primary source of repayment for a majority of these loans.

Concentrations in Deposit and Loan Relationships: At December 31, 2014, approximately $1,555,000, or 7% of total deposits were from one client whose deposits each exceeded 5% of total deposits. As of December 31, 2014, there were no borrowers whose individual loans exceeded 10% of total loans.

At December 31, 2013, approximately $20,375,000, or 13% of total deposits were from two clients whose deposits each exceeded 5% of total deposits. As of December 31, 2013, there were no borrowers whose individual loans exceeded 10% of total loans.

Contingencies: We may be 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 our financial position or results of operations.

(Continued)

NOTE 9 – SHARE-BASED PAYMENTS

The Pinnacle Bank 2006 Equity Incentive Plan (the "Plan") permits the grant of stock options to directors, organizers and employees of the Bank as well as restricted stock awards to directors and employees. There have been no awards of restricted stock under this plan. The grant of options to the organizers during our startup phase is considered a non-qualified stock option award. Other option grants to directors and employees are either non-qualified or incentive stock option awards. All of the options granted under the Plan have a 10 year term and have been issued with exercise prices at the fair market value of the underlying shares at the date of grant. The non-qualified stock option awards to the organizers vested 100% immediately, whereas the director and employee stock option awards vest over a three to five year period from the date the options were granted.

A summary of the outstanding and vested stock option activity for the years ended December 31, 2014 and 2013 is as follows:

	Outstanding		Nonvested	
	Shares	Weighted Average Exercise Price Per Share	Shares	Weighted Average Fair Value Per Share
Balance, January 1, 2013	426,260	$ 3.04	30,655	$ 1.95
Options granted	7,250	$ 4.46	7,250	$ 2.31
Options vested	-	$	(11,555)	$ 2.37
Options expired or cancelled	(750)	$ 4.50	(750)	$ 2.26
Options exercised	(568)	$ 2.76	-	$
Balance, December 31, 2013	432,192	$ 3.07	25,600	$ 2.45
Options granted	850	$ 5.65	850	$ 3.39
Options vested	-	$ -	(10,769)	$ 1.89
Options expired or cancelled	(691)	$ 5.46	(250)	$ 3.27
Options exercised	(39,823)	$ 2.71	-	$ -
Balance, December 31, 2014	392,528	$ 3.11	15,431	$ 2.35

A summary of exercisable stock options as of December 31, 2014 is as follows:

Number of vested stock options	377,097
Number of options vested or expected to vest	391,756
Weighted average exercise price per share	$3.11
Aggregate intrinsic value	$1,668,663
Weighted average remaining contractual term in years	2.90

(Continued)

NOTE 9 – SHARE-BASED PAYMENTS (Continued)

A summary of options outstanding at December 31, 2014 follows:

Range of Exercise Prices	Number of Options Outstanding December 31, 2014	Weighted Average Remaining Contractual Term	Number of Options Exercisable December 31, 2014
$2.50 - 2.99	332,478	2.55years	330,947
$3.00 - 4.99	29,450	5.51years	21,400
$5.00 - 10.00	30,600	4.15years	24,750
	392,528	2.90years	377,097

The following table describes the significant assumptions used during 2014 and 2013 to estimate the fair value of stock options granted:

	2014	2013
Dividend yield	-	-
Expected volatility	62%	51% - 65%
Risk-free interest rate	2.04%	1.14% - 1.97%
Expected option life in years	6.5	6.5
Weighted average fair value of options granted during the year	$3.39	$2.31

The following table summarizes stock option information as of and for the years ended December 31, 2014 and 2013:

	2014	2013
Total intrinsic value of options exercised	$ 180,129	$ 2,483
Aggregate cash received for option exercises	$ 107,920	$ 1,566
Total compensation cost recognized	$ 17,126	$ 24,678
Tax benefit recognized	$ -	$ -
Total compensation cost for nonvested awards not yet recognized	$ 25,424	$ 40,742
Weighted average years for compensation expense to be recognized	2.40	2.65

NOTE 10 – SHAREHOLDERS' EQUITY

Dividends: Upon declaration by the Board of Directors, all shareholders of record will be entitled to receive dividends. The California Financial Code restricts the total dividend payment of any state banking association in any calendar year to the lesser of (1) the bank's retained earnings or (2) the bank's net income for its last three fiscal years, less distributions made to shareholders during the same three-year period. At December 31, 2014, no amounts were free of such restrictions.

(Continued)

NOTE 10 – SHAREHOLDERS' EQUITY (Continued)

Earnings Per Share: A reconciliation of the numerators and denominators of the basic and diluted earnings per share computations for the years ended December 31, 2014 and 2013 is shown below.

	Net Income	Weighted Average Number of Shares Outstanding	Per Share Amount
December 31, 2014			
Basic earnings per share	$ 965,655	3,303,627	$ 0.29
Effect of dilutive stock options	-	231,520	
Diluted earnings per share	$ 965,655	3,535,147	$ 0.27
December 31, 2013			
Basic earnings per share	$ 6,450,125	3,292,443	$ 1.96
Effect of dilutive stock options	-	191,214	
Diluted earnings per share	$ 6,450,125	3,483,657	$ 1.85

Regulatory Capital: We are subject to certain regulatory capital requirements administered by the FDIC. Failure to meet these minimum capital requirements can initiate certain mandatory, and possibly additional discretionary, actions by regulators that, if undertaken, could have a direct material effect on the Bank's financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, we must meet specific capital guidelines that involve quantitative measures of the Bank's assets, liabilities and certain off-balance-sheet items as calculated under regulatory accounting practices. The Bank's capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings and other factors.

Quantitative measures established by regulation to ensure capital adequacy require the Bank to maintain minimum amounts and ratios of total and Tier 1 capital to risk-weighted assets and of Tier 1 capital to average assets (leverage ratio). Each of these components is defined in the regulations.

Banks are also subject to additional capital guidelines under the regulatory framework for prompt corrective action. To be categorized as well capitalized, we must maintain minimum total risk-based, Tier 1 risk-based and Tier 1 leverage ratios as set forth below (amounts in thousands). At year-end 2014 and 2013, the most recent notification from the FDIC categorized the Bank as well capitalized under these guidelines. There are no conditions or events since that notification that management believes have changed the Bank's category.

(Continued)

NOTE 10 – SHAREHOLDERS' EQUITY (Continued)

	2014		2013	
	Amount	Ratio	Amount	Ratio
Leverage Ratio				
Pinnacle Bank	$ 19,726	8.7%	$ 17,834	9.5%
Minimum requirement for "Well-Capitalized" institution	$ 11,355	5.0%	$ 9,352	5.0%
Minimum regulatory requirement	$ 9,084	4.0%	$ 7,481	4.0%
Tier 1 Risk-Based Capital Ratio				
Pinnacle Bank	$ 19,726	10.4%	$ 17,834	10.2%
Minimum requirement for "Well-Capitalized" institution	$ 11,411	6.0%	$ 10,483	6.0%
Minimum regulatory requirement	$ 7,607	4.0%	$ 6,989	4.0%
Total Risk-Based Capital Ratio				
Pinnacle Bank	$ 22,118	11.6%	$ 20,034	11.5%
Minimum requirement for "Well-Capitalized" institution	$ 19,019	10.0%	$ 17,472	10.0%
Minimum regulatory requirement	$ 15,215	8.0%	$ 13,977	8.0%

NOTE 11 – RELATED PARTY TRANSACTIONS

During the normal course of business, we enter into transactions with related parties, including directors, and executive officers. The following is a summary of the aggregate activity involving related party borrowers during the year ended December 31, 2014:

Balance, January 1, 2014	$ 7,975,068
Disbursements	116,934
Amounts repaid	(629,465)
Balance, December 31, 2014	$ 7,462,537
Undisbursed commitments to related parties, December 31, 2014	$ 1,895,443

At December 31, 2014 and 2013, our deposits from related parties totaled $17,103,471 and $13,597,942, respectively.

NOTE 12 – EMPLOYEE BENEFIT PLANS

401(k) Plan: In 2006, we adopted the Pinnacle Bank 401(k) Profit Sharing Plan and Trust effective January 1, 2007. All employees 21 years of age or older are eligible to participate in the plan. Eligible employees may elect to make tax deferred contributions up to the maximum amount allowed by law. We may make additional contributions to the plan at the discretion of the Board of Directors. We did not make a contribution to the Plan during 2014 and 2013.

NOTE 12 – EMPLOYEE BENEFIT PLANS (Continued)

Supplemental Executive Retirement Plan: Effective in 2014, the Bank adopted a Supplemental Executive Retirement Plan (SERP) for five executives (participants). The Bank will annually contribute to the SERP a total of ten percent of income before income tax which is then allocated to the participants' accounts up to age 65. Interest accrues on the participants' account balances based on the Citigroup Pension Liability Index adjusted annually as of the last business day in the prior calendar year (3.95% at December 31, 2014). Participants will receive 240 monthly payments from their accumulated balances following separation of service after reaching age 62 with seven years of service or after 15 years of service. As of and for the year ended December 31, 2014, the Bank had accrued liabilities and incurred expenses equal to $177,584. There were no payments to participants made under the SERP during the year ended 2014. Payments for participants who reach age 65 are expected to be begin in the year ending 2019.

NOTE 13 – OTHER EXPENSES

Other expenses for the years ended December 31, 2014 and 2013 consisted of the following:

	2014	2013
Other real estate expenses	$ 38,174	$ 532,230
Regulatory assessments	199,187	259,749
Professional fees	256,650	175,947
Data processing	442,071	381,470
Advertising and marketing	233,885	224,304
Software licenses	198,923	119,958
Correspondent bank charges	96,086	94,590
Telephone	75,069	69,123
Director fees	81,000	72,000
Business development	70,695	76,727
Stationery and supplies	50,198	72,553
Insurance	27,560	27,560
CDARS fees	28,286	31,436
Subscription services	40,125	41,709
Education and training	13,406	16,328
Other	202,074	230,639
	$ 2,053,389	$ 2,426,323

NOTE 14 – FAIR VALUE MEASUREMENTS

Fair Value Measurements

Fair Value Hierarchy – We group our 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. There were no changes to the valuation methods used during 2014. 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.

(Continued)

NOTE 14 – FAIR VALUE MEASUREMENTS (Continued)

Level 3 – Model-based techniques that use at least one significant assumption not observable in the market. These unobservable assumptions reflect our 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.

Management monitors the availability of observable market data to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.

Management evaluates the significance of transfers between levels based upon the nature of the financial instrument and size of the transfer relative to total assets, total liabilities or total earnings.

Assets Recorded at Fair Value – The following tables present information about our assets and liabilities measured at fair value on a recurring and nonrecurring basis as of December 31, 2014 and 2013:

Recurring Basis

	December 31, 2014			
Description	Fair Value	Level 1	Level 2	Level 3
Debt securities:				
U.S. Government agencies	$ 978,910	$ -	$ 978,910	$ -
U.S. Government sponsored entities collateralized by residential mortgage obligations	4,081,500	-	4,081,500	-
Total assets measured at fair value	$ 5,060,410	$ -	$ 5,060,410	$ -

	December 31, 2013			
Description	Fair Value	Level 1	Level 2	Level 3
Debt securities:				
U.S. Government agencies	$ 2,945,000	$ -	$ 2,945,000	$ -
U.S. Government sponsored entities collateralized by residential mortgage obligations	2,973,000	-	2,973,000	-
Total assets measured at fair value	$ 5,918,000	$ -	$ 5,918,000	$ -

Fair values for Level 2 available-for-sale investment securities are based on quoted market prices for similar securities. During the years ended December 31, 2014 and 2013, there were no transfers in or out of Levels 1 and 2.

(Continued)

NOTE 14 – FAIR VALUE MEASUREMENTS (Continued)

Non-recurring Basis

We 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 market value that were recognized at fair value which was below cost at the reporting date.

	December 31, 2014			
	Fair Value	Level 1	Level 2	Level 3
Impaired loans:				
Commercial and industrial	$ 132,050	$ -	$ -	$ 132,050
Commercial real estate	1,507,301	-	-	1,507,301
Other	408,082	-	-	408,082
Total assets measured at fair value on a non-recurring basis	$ 2,047,433	$ -	$ -	$ 2,047,433

	December 31, 2013			
	Fair Value	Level 1	Level 2	Level 3
Impaired loans:				
Commercial and industrial	$ 645,065	$ -	$ -	$ 645,065
Commercial real estate	1,300,299	-	-	1,300,299
Other	433,082	-	-	433,082
Other real estate owned	1,350,000	-	-	1,350,000
Total assets measured at fair value on a non-recurring basis	$ 3,728,446	$ -	$ -	$ 3,728,446

The fair value of impaired loans is based on the fair value of the collateral as determined by appraisals or independent valuation which is then adjusted for the estimated costs related to liquidation of the collateral. Management monitors the availability of observable market data to assess the appropriate classifications of financial instruments within the fair value hierarchy. Management's ongoing review of appraisal information may also result in additional discounts or adjustments to the valuation based upon more recent market sales activity or more current appraisal information derived from properties of similar type and/or locale. A significant portion of the Bank's impaired loans are measured using the estimated fair market value of the collateral less the estimated costs to sell. The Bank has categorized its impaired loans as level 3. Certain impaired loans with current appraisals have been discounted to liquidation value through additional market research of comparable properties, but are still included in Level 3 due to the inherent uncertainty of the appraisal process. Losses due to changes in the fair values of the impaired loans included above, net of any gains, were approximately $3,000 in 2014 and $175,000 in 2013. Other real estate owned has been adjusted to estimated fair value, less estimated selling costs. At the time of foreclosure, assets are recorded at the estimated fair value less estimated selling costs. Any write-downs based on the asset's fair value at the date of acquisition are charged to the allowance for loan losses. After foreclosure, management periodically obtains updated valuations of the foreclosed assets and, if additional impairments are deemed necessary, the impairment is recorded in other expenses on the statement of operations. There were no losses recorded on other real estate owned included above in 2014. Approximately $510,000 in losses was recorded on other real estate owned included above in 2013.

NOTE 14 – FAIR VALUE MEASUREMENTS (Continued)

Fair Value of Financial Instruments: The carrying amount and estimated fair values of the Bank's financial instruments are as follows:

December 31, 2014	Carrying Amount	Fair Value Measurements at Using: Level 1	Level 2	Level 3	Total
Financial assets:					
Cash and cash equivalents	$ 49,162,896	$ 49,162,896	$ -	$ -	$ 49,162,896
Available-for-sale securities	5,060,410	-	5,060,410	-	5,060,410
Loans, net	158,310,099	-	-	158,878,320	158,878,320
FHLB stock	769,200	N/A	N/A	N/A	N/A
Accrued interest receivable	452,871	452,871	-	-	452,871
Financial liabilities:					
Deposits	$ 205,346,675	$ 167,716,373	$ 37,558,398	$ -	$ 205,274,772
Accrued interest payable	10,525	10,525	-	-	10,525

December 31, 2013	Carrying Amount	Fair Value Measurements at Using: Level 1	Level 2	Level 3	Total
Financial assets:					
Cash and cash equivalents	$ 21,766,813	$ 21,766,813	$ -	$ -	$ 21,766,813
Available-for-sale securities	5,918,000	-	5,918,000	-	5,918,000
Loans, net	143,711,527	-	-	141,057,241	141,057,241
FHLB stock	713,400	N/A	N/A	N/A	N/A
Accrued interest receivable	411,447	411,447	-	-	411,447
Financial liabilities:					
Deposits	$ 166,122,607	$ 121,746,027	$ 44,338,588	$ -	$ 166,084,615
Accrued interest payable	12,880	12,880	-	-	12,880

These estimates do not reflect any premium or discount that could result from offering the Bank'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.

The following methods and assumptions were used by the Bank to estimate the fair values of its financial instruments at December 31, 2014 and December 31, 2013:

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

Investment securities: For investment securities, fair values are estimated using quoted market prices for similar securities and model-based valuation techniques for which all significant assumptions are observable and are classified as Level 2 classification.

(Continued)

NOTE 14 – FAIR VALUE MEASUREMENTS (Continued)

Loans and leases: Fair values of loans, excluding certain impaired loans, 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 also resulting in a Level 3 classification. The methods utilized to estimate the fair value of loans do not necessarily represent an exit price.

FHLB stock: It is not practicable to determine the fair value of FHLB stock due to restrictions placed on its transferability.

Deposits: The fair values disclosed for demand deposits are, by definition, equal to the amount payable on demand at the reporting date (i.e. their carrying amount) resulting in a Level 1 classification. Fair values for fixed rate time deposits are estimated using a discounted cash flow 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.

Accrued interest receivable and payable: The carrying amount of accrued interest receivable and payable approximates fair value resulting in a Level 1 classification.

The fair values of commitments to extend credit and standby letters of credit are estimated using the fees currently charged to enter into similar agreements and are not significant and, therefore, not included in the above table.