

FEDERAL DEPOSIT INSURANCE CORPORATION
Washington, D.C. 20429

FORM 10-K

Mark One

- ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2009
or
 TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____ to _____.

PREFERRED BANK

(Exact name of registrant as specified in its charter)

California <i>(State or other jurisdiction of incorporation or organization)</i>	33539 <i>(FDIC Certificate Number)</i>	95-4340199 <i>(I.R.S. Employer Identification No.)</i>
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601 S. Figueroa Street, 29th Floor, Los Angeles, California <i>(Address of principal executive offices)</i>	90017 <i>(Zip Code)</i>
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Registrant's telephone number, including area code: **(213) 891-1188**

Securities registered pursuant to Section 12(b) of the Act:

<i>Title of each class</i>	<i>Name of each exchange on which registered</i>
Common Stock, No Par Value	The NASDAQ Stock Market LLC

Securities registered pursuant to Section 12(g) of the Act:

None
(Title of class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 or Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of the Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, non-accelerated filer, or a smaller reporting company. See definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).
Yes No

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the Registrant, computed by reference to the price at which the common equity was last sold as of the last business day of the Registrant's most recently completed second fiscal quarter (June 30, 2009) was \$32,690,545.

Number of shares of common stock of the Registrant outstanding as of April 12, 2010, was 16,012,126.

The following documents are incorporated by reference herein:

Document Incorporated By Reference

**Part of Form 10-K Into
Which Incorporated**

Definitive Proxy Statement for the Annual Meeting of Shareholders which will be
filed within 120 days of the fiscal year ended December 31, 2009..... Part III

TABLE OF CONTENTS

	Page
PART I	2
ITEM 1. BUSINESS.....	2
ITEM 1A. RISK FACTORS.....	34
ITEM 1B. UNRESOLVED STAFF COMMENTS.....	43
ITEM 2. PROPERTIES.....	44
ITEM 3. LEGAL PROCEEDINGS.....	45
ITEM 4. RESERVED.....	45
PART II	46
ITEM 5. MARKET FOR REGISTRANT’S COMMON EQUITY AND RELATED SHAREHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES.....	46
ITEM 6. SELECTED FINANCIAL DATA.....	46
ITEM 7. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.....	52
ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES OF MARKET RISKS.....	84
ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.....	84
ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.....	84
ITEM 9A. CONTROLS AND PROCEDURES.....	84
ITEM 9B. OTHER INFORMATION.....	86
PART III	87
ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE.....	87
ITEM 11. EXECUTIVE COMPENSATION.....	87
ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED SHAREHOLDER MATTERS.....	87
ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE.....	87
ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES.....	88
PART IV	89
ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES.....	89
SIGNATURES	134

PART I

Certain matters discussed in this Annual Report on Form 10-K may constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the “1933 Act”) and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and as such, may involve risks and uncertainties. These forward-looking statements relate to, among other things, expectations of the environment in which the Bank operates and projections of future performance. Examples of forward-looking statements include but are not limited to: (i) projections of revenues, expenses, income or loss, earnings or loss per share, the payment or nonpayment of dividends, capital structure and other financial items; (ii) statements of plans, objectives and expectations of the Bank or its management or Board of Directors, including those relating to regulatory actions, business plans, products or services; (iii) statements of future economic performance; and (iv) statements of assumptions underlying such statements. Words such as “believes,” “anticipates,” “expects,” “intends,” “targeted,” “continue,” “remain,” “will,” “should,” “may” and other similar expressions are intended to identify forward-looking statements but are not the exclusive means of identifying such statements. The Bank’s actual results, performance, or achievements may differ significantly from the results, performance, or achievements expected or implied in such forward-looking statements. For discussion of some of the factors that might cause such differences, see “Item 1A. RISK FACTORS - Risk Factors That May Affect Future Results.” We undertake no obligation to update these forward-looking statements to reflect events or circumstances that occur after the date on which such statements were made, except as required by law.

ITEM 1. BUSINESS

References in this Annual Report on Form 10-K to “we,” “us,” or “our,” and the “Bank” mean Preferred Bank and its wholly-owned subsidiary, PB Investment and Consulting, Inc.

General

We are one of the larger commercial banks in California focusing on the Chinese-American market. We consider the Chinese-American market to encompass individuals born in the United States of Chinese ancestry, ethnic Chinese who have immigrated to the United States and ethnic Chinese who live abroad but conduct business in the United States.

We commenced operations in December 1991 as a California state-chartered bank in Los Angeles, California. Our deposits are insured by the Federal Deposit Insurance Corporation. We are a member of the Federal Home Loan Bank of San Francisco (“FHLB”). At December 31, 2009, our total assets were \$1.3 billion, loans and leases were \$1.0 billion, deposits were \$1.1 billion and shareholders’ equity was \$85.4 million. We had a net loss per share on a diluted basis of \$6.30 for the year ended December 31, 2009 as compared to net loss of \$0.51 per share for the year ended December 31, 2008. The loss in 2009 was due to a provision for loan loss of \$71.3 million as well as a valuation allowance recorded on our deferred tax asset of \$27.1 million. As a result of the loss incurred in 2009 and pursuant to the regulatory requirements discussed below, we intend to seek to raise capital in an effort to increase our capital ratios. In addition we have worked successfully and continue to work diligently to reduce our levels of non-performing assets which contributed significantly to our losses in 2008 and 2009.

We provide personalized deposit services as well as real estate finance, commercial loans and trade finance to small and mid-sized businesses and their owners, entrepreneurs, real estate developers and investors, professionals and high net worth individuals. We are generally focused on businesses as opposed to retail customers and have a small number of customer relationships for whom we provide a high level of service and personal attention. We believe we have benefited, and will continue to benefit from the significant migration to Southern California of ethnic Chinese from China and other areas of East Asia. While our business is not solely dependent on the Chinese-American market, it represents an important element of our operating strategy, especially for our branch network and deposit products and services.

During the third quarter of 2007, we established a subsidiary, PB Investment and Consulting, Inc., to operate a Representative Office for us in Taipei, Taiwan. This office's primary function is to coordinate banking services to our customers in Taiwan.

On March 16, 2010, our Board of Directors consented to the issuance of a Consent Order (the "Order") from the Federal Deposit Insurance Corporation (the "FDIC") and the California Department of Financial Institutions (the "DFI"). Pursuant to the Order, issued on March 22, 2010, we must, among other things, increase our capital and maintain certain regulatory capital ratios prior to specified dates. We will attempt to raise capital to satisfy the requirements of the Order. Our ability to raise additional capital will depend on conditions in the capital markets, which are outside our control. Accordingly, we cannot be certain of our ability to raise additional capital on terms acceptable to us. This fact, among others, raises substantial doubt about the Bank's ability to continue as a going concern. See "REGULATION AND SUPERVISION – Recent Regulatory Developments – Consent Order" and "– Going Concern."

Our main office is located at 601 S. Figueroa Street, 29th Floor, Los Angeles, CA 90017 and our telephone number is (213) 891-1188. Our internet address is www.preferredbank.com. On our Investor Relations website, which can be accessed through www.preferredbank.com, we post the following filings as soon as reasonably practicable after they are filed with or furnished to the Federal Deposit Insurance Corporation: our annual report on Form 10-K, our quarterly reports on Form 10-Q, our current reports on Form 8-K, our proxy statement related to our annual shareholders' meeting and any amendments to those reports or statements filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934. All such filings on our Investor Relations website are available free of charge. The reference to our website address does not constitute incorporation by reference of the information contained in the website and should not be considered part of this document. A copy of our Code of Personal and Business Conduct, including any amendments thereto or waivers thereof and Board Committee Charters can also be accessed on our website. We will provide, at no cost, a copy of our Code of Personal and Business Conduct and Board Committee Charters upon request by phone or in writing at the above phone number or address, attention: Edward J. Czajka, Executive Vice President and Chief Financial Officer.

Our Traditional Banking Business

We have historically provided a range of deposit and loan products and services to customers primarily within the following categories:

- *Real Estate Finance*—consisting of investors and developers within the real estate industry and of owner-occupied properties in Southern California. We have traditionally provided construction loans and mini-permanent ("mini-perm") loans for residential, commercial, industrial and other income producing properties. A portion of our real estate loans are to borrowers who are also international trade finance customers. We do not typically provide single-family residential mortgages.
- *Middle Market Business*—consisting of manufacturing, service and distribution companies with annual sales of approximately \$5 million to \$100 million and with borrowing requirements of up to approximately \$12 million. We offer a range of lending products to customers in this market, including working capital loans, equipment financing and commercial real estate loans. Additionally, we provide a full range of deposit products and related services including safe deposit boxes, account reconciliation, courier service and cash management services.
- *International Trade Finance*—consisting of importers and exporters based in the U.S. requiring both borrowing and operational products. We offer a full range of products to international trade finance customers, including commercial and standby letters of credit, acceptance financing, documentary collections, foreign draft collections, international wires and foreign exchange.

- *Private Banking*—consisting of wealthy individuals residing in the Pacific Rim area with residences, real estate investments or businesses in Southern California. We offer all of our banking products and services to this segment through our multi-lingual team of professionals knowledgeable in the business environment and financial affairs of Pacific Rim countries. We believe our language capabilities provide us with a competitive advantage.
- *Professionals*—consisting generally of physicians, accountants, attorneys, business managers and other professionals. We provide specialized personal banking services to customers in this segment including courier service, several types of specialized deposit accounts and personal and business loans as well as lines of credit.

We provide a fully operational traditional internet banking system with bill pay services for these customers.

Our Current Focus

As a result of the recession nationally and in California, beginning in 2008, we significantly curtailed making new loans and establishing new business relationships. Since that time, our primary focus has been management of our existing loan portfolio, capital management and liquidity management. We have adopted the following operating strategies as part of our current focus:

- *Managing our existing loan portfolio* as we shift our focus from the origination of new loans to portfolio management, close monitoring of our existing loan portfolio and problem asset resolution..
- *Maintaining strong capital ratios* as we strive to meet the requirements of the Order by reducing losses, downsizing our balance sheet and raising additional capital.
- *Maintaining strong liquidity ratios* as we operate under the regulatory restrictions of the Order that restrict our ability to access brokered certificates of deposit (“CD’s”).

Our Market

The Bank has traditionally conducted operations from our main office in downtown Los Angeles, California and 12 full-service branch banking offices in Los Angeles, Orange and San Bernardino Counties. As part of the Bank’s focus on operating efficiency, in February 2010, the Bank combined its Chino Hills and Santa Monica branches into its Diamond Bar and Century City branches, respectively, and as a result, the Bank currently operates 10 branch offices. We market our services and conduct our business primarily in Los Angeles, Orange, Ventura, Riverside and San Bernardino counties.

We believe that Chinese-Americans continue to be the largest Asian ethnic group in Los Angeles County. According to the U.S. Census 2000, between 1990 and 2000, the Chinese-American population in the United States grew by approximately 48%, with 40% of all Chinese-Americans living in California. During this same period, it is estimated that the Chinese-American population in Los Angeles grew by 34%. According to the U.S. Census Bureau, as of 2005, there were over 450,000 Chinese-Americans living in the three counties in which the Bank has branches, which represented 41% of all Chinese-Americans in California.

We believe that continuing consolidation of banks generally in Southern California, and among the banks serving the Chinese-American market in particular, has created an underserved market of small and mid-sized businesses, real estate developers, investors and high net worth depositors that we can continue to attract as customers.

We believe we are well positioned to compete effectively with the Chinese-American community banks, the larger commercial banks and major publicly listed and foreign bank-owned Chinese banks operating in Southern California by offering the following:

- deposit and cash management services to businesses and high net worth depositors with a high degree of personal service and responsiveness;
- an experienced, multi-lingual management team and staff who have an understanding of Asian markets and cultures who we believe can provide sophisticated credit solutions faster, more efficiently and with a higher degree of personal service than what is provided by our competition; and
- loan products to customers requiring credit of a size in excess of what can be provided by our smaller competitors.

Our Lending Activities

Our current loan portfolio is comprised of the following four categories of loans:

- Real estate mini-perm loans;
- Real estate construction loans;
- Commercial loans; and
- Trade finance.

In addition to these loan types, we have historically made a small amount of consumer loans principally as an accommodation to our business customers. We have also utilized our relationships within the banking industry to purchase and sell participations in loans that meet our underwriting criteria. As of December 31, 2009, we had a total of \$158.6 million in purchased participation loans and \$16.7 million in loans that we sold. We manage our loan portfolio to provide for an adequate return, but also to provide a diversification of risk. Due to the extremely difficult economic environment, the Bank ceased originating new loans as management was more focused on managing existing loan relationships, specifically, delinquent and non-performing loans.

We have historically originated our loans from our banking offices in Los Angeles, Orange, and San Bernardino counties. For mini-perm and construction loans, we have relied on referrals from existing clients who are real estate investors and developers as well as internal business development efforts. For our commercial and trade finance lending, we have sought referrals from existing banking clients as well as referrals from professionals, such as certified public accountants, attorneys and business managers.

At December 31, 2009, 81% of our loans carried interest rates that adjust with changes in the Prime Rate, 10% carried interest rates tied to LIBOR or other indices and 6% carried a fixed rate or were tied to CD rates. Approximately 71% of our loan portfolio has an interest rate floor.

The following table sets forth information regarding our four major loan categories:

At December 31, 2009

(Dollars in thousands)

Real Estate Mini Perm

Portfolio size	\$ 565,273
Number of loans	244
Average loan size	\$ 2,317
Average LTV ⁽¹⁾	58.37%
Average DCR ⁽²⁾	1.49x
Weighted average rate	5.70%
Average years since origination	2.9 years

Real Estate Construction

Portfolio size	\$ 202,187
Number of loans	38
Average loan size	\$ 5,321
Average LTV ⁽¹⁾	65.07%
Weighted average rate	6.07%
Average years since origination	2.1 years

Commercial Loans

Portfolio size	\$ 227,421
Number of loans	420
Average loan size	\$ 541
Weighted average rate	5.20%
Average years since origination	3 years

Trade Finance

Portfolio size	\$ 47,998
Number of loans	115
Average loan size	\$ 417
Weighted average rate	5.51%
Average years since origination	4 years

(1) Average loan-to-value at origination, or LTV, is calculated based upon a weighted average of outstanding principal loan balances (for mini-perm loans) or commitment (for construction loans) divided by the original value.

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

We had 175 loans with outstanding principal balances between \$1 million to \$5 million, 43 loans with outstanding principal balances between \$5 million and \$10 million, and 15 loans with outstanding principal balances over \$10 million as of December 31, 2009.

Real Estate Mini-Perm Loans

Real estate mini-perm loans are secured by retail, industrial, office and residential multi-family properties and comprise 54% of our loan portfolio as of December 31, 2009. We seek diversification in our loan portfolio by maintaining a broad base of borrowers and monitoring our exposure to various property types as well as geographic concentrations. Total real estate mini-perm loans were \$565.3 million at December 31, 2009 as compared to \$592.7 million as of December 31, 2008. With the exception of the land component of the mini-perm portfolio, this portion of our loan portfolio has performed well. Net charge-offs of mini-perm loans (excluding land) accounted for only 18.3% of our net loan charge-offs in

2009. Conversely, the land component of the mini-perm portfolio has accounted for 25.9% of our net charge-offs in 2009. We have worked to reduce the balance of land loans in our portfolio due to the high loss rates experienced in this sector of the portfolio during 2009.

The following table sets forth the breakdown of our real estate mini-perm portfolio by property type:

<u>Property Type</u>	<u>At December 31, 2009</u>	
	<u>Amount</u>	<u>Percentage of Loans in Each Category in Total Loan Portfolio</u>
	(Dollars in thousands)	
Commercial/Office	\$ 84,092	8.06%
Retail	113,435	10.87
Industrial	61,785	5.92
Residential 1-4	57,280	5.49
Apartment 4+	107,626	10.32
Land	74,633	7.15
Special purpose	<u>66,422</u>	<u>6.37</u>
Total	\$ <u>565,273</u>	<u>54.18%</u>

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

<u>At December 31, 2009</u>						
<u>1-Year</u>	<u>2-Years</u>	<u>Less than 3-Years</u>	<u>4-Years</u>	<u>5-Years</u>	<u>More Than 5-Years</u>	<u>Total Outstanding Balance</u>
(In thousands)						
\$281,991	\$54,450	\$81,259	\$58,706	\$57,913	\$30,953	\$565,273

Loan Origination: The loan origination process for mini-perm loans begins with a loan officer collecting preliminary property information and financial data from a prospective borrower. After a preliminary deal sheet is prepared and approved by management, the loan officer collects the necessary third party reports such as appraisals, credit reports, environmental assessments and preliminary title reports as well as detailed financial information. We utilize third party appraisers from an appraiser list approved by our Board of Directors' loan committee. From that list, appraisers are selected by the Chief Credit Officer or Credit Administration.

All appraisals for loans over \$1.2 million are reviewed by an additional outside appraiser. Appraisals for loans under that amount are reviewed by internal staff. A credit memorandum is then prepared by summarizing all third party reports and preparing an analysis of the adequacy of primary and secondary repayment sources; namely the property DCR and LTV as well as the outside financial strength and cash flow of the borrower or guarantor(s). This completed credit memorandum is then submitted to an officer or committee having the appropriate authority for approval. For further information on our different levels of authority, see "—Loan Authorizations" below.

Once a loan is approved by the appropriate authority level, loan documents are drawn by our note department, which also funds the loan when approval conditions are met. On larger, relatively complex transactions, loan documents are prepared or reviewed by outside legal counsel.

Underwriting Standards: Our principal underwriting standards for real estate mini-perm loans are as follows:

- Maximum LTV of 65%-70%, depending on the property type. However, our practice is to lend at more conservative levels.
- Minimum DCR of 1.2-1.25, depending on the property type.
- Requirements of personal guarantees from the principals of any closely-held entity.

Monitoring: We monitor our mini-perm portfolio in different ways. First, for loans over \$2 million, we conduct site inspections and gather rent rolls and operating statements on the subject properties at least annually. Using this information, we evaluate a given property's ability to service present payment requirements, and we perform "stress-testing" to evaluate the property's ability to service debt at higher debt levels or at lower cash flow levels. Second, on an annual basis, we request updated financial information from our borrowers and/or guarantors to monitor their financial capacity. In addition, to the extent any of our mini-perm loans become delinquent 90 days or more or become classified loans, we order new appraisals every six months.

The vast majority of our mini-perm loans carry a five year maturity. However, it has been our practice to renew these loans for additional five-year periods based on a satisfactory payment record and an updated underwriting profile.

Real Estate Construction

Until we began reducing the origination of construction loans in the first quarter of 2008, we were an active construction lender with construction loans comprising well over 30% of our total loan portfolio as of September 30, 2007. Given the losses experienced in this portion of the portfolio, management worked to reduce total construction loans and as a result construction loans comprised only 19.4% of the total loan portfolio as of December 31, 2009. Construction loans comprised 43.2% of our net loan charge-offs during 2009. Management is actively working further to reduce our exposure to construction loans. We had 63 construction loans totaling \$290.8 million as of December 31, 2008 which has been reduced to 34 construction loans totaling to \$202.2 million as of December 31, 2009. Because of our decision to curtail construction lending in early 2008 there was only \$53.2 million of undisbursed construction funds remaining in this portfolio as of December 31, 2009. This would indicate that in aggregate, the construction projects supporting these loans are 79.2% complete. Our construction loans are typically short-term loans of up to 18 months for the purpose of funding the costs of constructing a building. Outstanding construction loans by property type are summarized as follows:

<u>Property Type</u>	<u>At December 31, 2009</u>	
	<u>Amount</u> (Dollars in thousands)	<u>Percentage of Loans in Each Category in Total Loan Portfolio</u>
Commercial/Office	\$ 3,448	0.33%
Retail	14,013	1.34
Industrial	7,088	0.68
For sale attached residential	105,843	10.15
For sale detached residential	38,062	3.65
Apartment	33,733	3.23
Land/Special purpose	—	—
Total	\$ <u>202,187</u>	<u>19.38%</u>

Loan Origination: The origination process for construction loans is identical to our real estate mini-perm origination process described above under "—Real Estate Mini-Perm Loans—Loan

Origination,” but with one additional step. We generally require a third party review of the developer’s proposed building costs.

Underwriting Standards: Our underwriting standards for construction loans are identical to those described above under “—Real Estate Mini-Perm Loans—Underwriting Standards.” For the for-sale-housing projects, however, the DCR requirement is not applicable. In addition, we require that the construction loan applicant have proven experience in the type of project we are considering. Finally, notwithstanding the maximum 65%-70% LTV discussed above under “—Real Estate Mini-Perm Loans—Underwriting Standards,” we generally require a maximum 65% LTV for construction loans.

Monitoring: The monitoring of construction loans is accomplished under the supervision of our Chief Credit Officer. We engage third-party inspectors to report on the percentage of project completion as well as to evaluate whether the project is proceeding at an acceptable pace. The third-party inspector also recommends whether we should approve or disapprove disbursement request amounts. The third-party inspector produces monthly reports on each project that contain the evaluation and recommendation for each project. The Chief Credit Officer reviews each report and makes a final determination regarding the disbursement requests. All approved disbursements are funded by our centralized note department.

Commercial Loans

We offer a variety of commercial loan products including lines of credit for working capital, term loans for capital expenditures and commercial and stand-by letters of credit. As a matter of practice, the Bank generally requires a deposit relationship with commercial borrowers. As of December 31, 2009, we had \$227.0 million of commercial loans outstanding, which represented 21.8% of the overall loan portfolio. This loan category has traditionally experienced lower loss rates, particularly when compared to the loss rates on construction loans. During 2009, commercial loans comprised 6.8% of the Bank’s net loan charge-offs. Currently, the Bank is seeking to slowly grow this line of business primarily because of the additional deposit relationships as well as the diversity that this portfolio brings to our overall loan portfolio. Lines of credit typically have a 12 month commitment and are secured by the borrower’s assets. In cases of larger commitments, an updated certificate from the borrower may be required to determine eligibility at the time of any given advance. Term loans seldom exceed 60 months, but in no case exceed the depreciable life of the tangible asset being financed.

Trade Finance Credits: Our trade finance portfolio totaled \$48.4 million, or approximately 5% of our total loan portfolio as of December 31, 2009. Of this amount, virtually all loans were made to U.S. based importers who are also our current borrowers or depositors. Trade finance loans are essentially commercial loans but are typically made to importers. This portfolio has, similar to commercial loans, performed relatively well. During 2009, trade finance loans comprised 5.9% of the Bank’s net loan charge-offs. We also provide standby letters of credit and foreign exchange services to our clients. Our new trade finance credit relationships result from contacts and relationships with existing clients, certified public accountants and trade facilitators such as customs brokers. In many cases, the ability to generate new trade finance business is also a result of cultivated social contacts and extended family.

We offer the following services to importers:

- Commercial letters of credit;
- Import lines of credit;
- Documentary collections;
- International wire transfers; and
- Acceptances/trust receipt financing.

We offer the following services to exporters:

- Export letters of credit;
- Export finance;
- Documentary collections;
- Bills purchase program; and
- International wire transfers.

Loan Origination: A commercial loan begins with a loan officer obtaining preliminary financial information from the borrower and guarantors and summarizing the loan request in a deal sheet. The deal sheet is then reviewed by senior management and/or those who have the loan authority to approve the credit. Following preliminary approval, the loan officer undertakes a formal underwriting analysis, including third party credit reports and asset verifications. From this information and analysis, a credit memorandum is prepared and submitted to an officer or committee having the appropriate approval authority for review. After approval, the note department prepares loan documentation reflecting the conditions of approval and funds the loan when those conditions are met.

Underwriting Standards: Our underwriting standards for commercial loans are designed to identify, measure, and quantify the risk inherent in these types of credits. Our underwriting process and standards help us identify the primary and secondary repayment sources. The following are our major underwriting guidelines:

- Cash flow is our primary underwriting criteria. We require a minimum 1.5:1 DCR for our commercial loans. We also review trends in the borrower's sales levels, gross profit and expenses.
- We evaluate the borrower's financial statements to determine whether a given borrower's balance sheet provides for appropriate levels of equity and working capital.
- Since most of our borrowers are closely held companies, we require the principals to guarantee the company debt. Our underwriting process, therefore, includes an evaluation of the guarantor's net worth, income and credit history. Where circumstances warrant, we may require guarantees be secured by collateral (generally with real estate).
- Where there is a reliance on the accounts receivable and inventory of a company, we evaluate their condition, which may include third party onsite audits.

Monitoring: For those borrowers whose credit availability is tied to a formula based on advances as a percentage of accounts receivable and inventory (typically ranging from 40%-80% and from 0%-50%, respectively), we review monthly borrowing base certificates for both availability and turnover trends. Periodically, we also conduct third party onsite audits, the frequency of which is dependent on the individual borrower. On a quarterly basis, we monitor the financial performance of a borrower by analyzing the borrower's financial statements for compliance with financial covenants.

Loan Concentrations

Financial instruments that potentially subject the Bank to concentrations of credit risk consist primarily of loans and investments. These concentrations may be impacted by changes in economics, industry or political factors. The Bank monitors its exposure to these financial instruments and obtains collateral as appropriate to mitigate such risk. The Order requires that the Bank develop a plan to reduce

its concentrations of risk in commercial real estate with a specific emphasis on construction and land loans. As such, the Bank has been and continues to work on reducing total construction and land loans.

As of December 31, 2009 and 2008, the percentage of loans secured by real estate in our total loan portfolio was approximately 74% and 72%, respectively. Over the course of 2008 and 2009, the local and national economy has experienced a substantial deterioration that has been led by residential real estate. California has been particularly hard hit among a few other states. This has put a substantial amount of pressure on the value of our residential construction and residential-use land loans. As such, we have seen a significant increase in non-performing loans in these two sectors. This increase in non-performing loans has led to substantial loan losses and significant increase in the provision for loan losses over the course of 2008 and 2009 and we expect this trend to continue in 2010 but on a significantly diminished scale. Management is continuing to decrease our concentrations of residential construction loans and residential-use land loans through payoffs, foreclosure and note sales.

Our construction and commercial real estate loans by type of collateral are as follows:

<u>Property Type</u>	<u>At December 31, 2009</u>	
	<u>Amount</u> (Dollars in Thousands)	<u>Percentage of Loans in Each Category in Total Loan Portfolio</u>
Commercial/Office	\$ 87,540	8.39%
Retail ⁽¹⁾	127,448	12.21
Industrial	68,872	6.60
1-4 family	201,185	19.29
Multi-family	141,359	13.55
Land	74,633	7.15
Special purpose ⁽²⁾	<u>66,422</u>	<u>6.37</u>
Total	\$ <u>767,459</u>	<u>73.56%</u>

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

⁽²⁾ Examples, other than land, include hospitality and self-storage.

To manage the risks inherent in this concentration in our loan portfolio, we have adopted a number of policies and procedures. Below is a list of the maximum loan-to-values used that must be met at loan origination, however, in practice, we rarely originate loans with loan-to-value ratios that are this high.

<u>Collateral Type</u>	<u>LTV Maximum</u>
Occupied 1-4	90%
Unimproved land	65%
Land development	75%
Improved properties	85%
Commercial construction	80%
1-4 SFR construction	85%

At December 31, 2009, the weighted average LTV of our construction and commercial real estate portfolio based on LTVs at the time of origination was 61%.

Our practice is to require DCR's on commercial real estate loans of 1.2x to 1.25x, depending on the property type. We also underwrite our commercial real estate loans using a rate that is 1-2% greater than the proposed interest rate on the loan.

Our construction and commercial real estate loans by geographic concentration are as follows.

(Dollars in thousands)

	Inland Empire	So. CA	Other CA	Out of Area	Total
Mini-Perm Residential	\$ 2,945	\$ 86,963	\$ 3,146	\$ 606	\$ 93,659
Mini-Perm Commercial	60,471	313,100	49,035	49,008	471,614
Construction Residential	7,999	121,577	10,009	4,318	143,905
Construction Commercial	1,701	43,215	7,551	5,815	58,282
Total Real Estate Loans	\$ 73,116	\$ 564,855	\$ 69,741	\$ 59,747	\$ 767,459

In addition, we have established certain concentration limits for our real estate lending activities by property type. Our other real estate loan limitations include out of area (California) lending at no more than 15% of our portfolio. At December 31, 2009, 7.8% of our real estate portfolio was secured by real estate located outside of California. At December 31, 2009, the top 20 borrowing relationships of the Bank totaled \$390.3 million in loans outstanding and comprised 30.1% of the total loan portfolio.

Purchased Loan Participations

As of December 31, 2009, the Bank had \$157.1 million in loans outstanding that were purchased from other financial institutions representing 16.5% of the loan portfolio. These loans include commercial real estate, construction and commercial loans. Loan participations comprised 44.2% of the Bank's loan charge-offs in 2009. The higher loss rate is primarily due to the fact that we are unable to control monitoring of the loan projects and loans for loss prevention as we do not have the primary relationship with the borrowers. Although these loans are underwritten using the same standards as loans that the Bank originates directly, it is the intangible factors mentioned above that lead to higher loss rates. In light of the performance of this part of the portfolio, the Bank has ceased purchasing loan participations and does not anticipate purchasing loan participations in the future.

Except as described below, no individual or single group of related accounts is considered material in relation to our assets or deposits or in relation to our overall business. Approximately 74% of our loan portfolio at December 31, 2009 consisted of real estate-secured loans, including commercial loans secured by real estate, construction loans and real estate mini-perm loans. Moreover, our business activities are focused in Southern California. Consequently, our business is dependent on the trends of this regional economy, and in particular, the commercial real estate markets. At December 31, 2009, we had 233 loans in excess of \$1.0 million, totaling \$919.3 million. These loans comprise approximately 28% of our loan portfolio based on number of loans and 88% based on total loans outstanding balance. Excluding credit card and consumer overdraft lines, our average loan size is \$1.3 million.

Loan Maturities

In addition to measuring and monitoring concentrations in our loan portfolio, we also monitor the maturities and interest rate structure of our loan portfolio. The following table shows the amounts of loans and leases outstanding as of December 31, 2009 which, based on remaining scheduled repayments of principal, were due in one year or less, more than one year through five years, and more than five years. The table also presents, for loans and leases with maturities over one year, an analysis with respect to fixed interest rate loans and leases and floating interest rate loans and leases.

	At December 31, 2009				Rate Structure for Loans Maturing Over One Year	
	Maturity				Fixed Rate	Floating Rate
	One Year or Less	One through Five Years	Over Five Years	Total		
	(In thousands)					
Real estate mini-perm	\$ 281,991	\$ 252,329	\$ 30,953	\$ 565,273	\$ 49,981	\$ 233,301
Real estate-construction	165,146	37,040	—	202,186	—	37,040
Commercial	136,712	88,843	1,866	227,421	133	90,576
Trade finance	47,998	—	—	47,998	—	—
Consumer	—	119	—	119	107	12
Other	<u>302</u>	<u>—</u>	<u>—</u>	<u>302</u>	<u>—</u>	<u>—</u>
Total	\$ <u>632,149</u>	\$ <u>378,331</u>	\$ <u>32,819</u>	\$ <u>1,043,299</u>	\$ <u>50,221</u>	\$ <u>360,929</u>

The following table shows the amounts of loans and leases outstanding as of December 31, 2008, which, based on remaining scheduled repayments of principal, were due in one year or less, more than one year through five years, and more than five years. Demand or other loans having no stated maturity and no stated schedule of repayments are reported as due in one year or less. The table also presents, for loans and leases with maturities over one year, an analysis with respect to fixed interest rate loans and leases and floating interest rate loans and leases.

	At December 31, 2008				Rate Structure for Loans Maturing Over One Year	
	Maturity				Fixed Rate	Floating Rate
	One Year or Less	One through Five Years	Over Five Years	Total		
	(In thousands)					
Real estate mini-perm	\$ 360,481	\$ 199,766	\$ 32,450	\$ 592,697	\$ 39,114	\$ 193,102
Real estate-construction	271,161	19,642	—	290,803	6,999	12,643
Commercial	175,662	87,462	10,766	273,890	179	98,049
Trade finance	69,007	3,900	298	73,205	—	4,198
Consumer	3	45	—	48	15	30
Other	<u>589</u>	<u>—</u>	<u>—</u>	<u>589</u>	<u>—</u>	<u>—</u>
Total	\$ <u>876,903</u>	\$ <u>310,815</u>	\$ <u>43,514</u>	\$ <u>1,231,232</u>	\$ <u>46,307</u>	\$ <u>308,022</u>

As reflected in this data, the maturity of our portfolio is divided generally between loans maturing within one year or less and loans maturing between one and five years. Most of our shorter maturity loans are commercial, construction and trade finance loans. Most of the loans that have maturities between one and five years are real estate-mini perm loans. Regardless of maturity, most of our loans have interest rates that adjust with changes in the Prime Rate.

Loan Authorizations

As a result of the deterioration of the credit portfolio during the last two years, the loan policy has been modified to reflect changes in the authorizations and approvals required to originate various loan types.

- *Individual Authorities.* Individual loan officers have approval authority up to \$1.5 million for loans secured by first trust deeds or cash and up to \$500,000 for unsecured transactions. The

Chief Executive Officer and the Chief Credit Officer have combined approval authority up to \$5.0 million.

- *Board of Directors Loan Committee.* Our Board of Directors loan committee consists of four members of the Board of Directors and our Chief Executive Officer. It has approval authority up to our legal lending limit, which was approximately \$39.2 million for real estate secured loans and \$23.5 million for unsecured loans at December 31, 2009. The Board of Directors loan committee also reviews all loan commitments granted in excess of \$1.0 million on a quarterly basis for the preceding quarter.

All individual loan authorities are granted by the loan committee of our Board of Directors and are based on the individual's demonstrated credit judgment and lending experience.

If a credit falls outside of the guidelines set forth in our lending policies, the loan is not approved until it is reviewed by a higher level of credit approval authority. Credit approval authority has three levels, as listed above from lowest to highest level. Policy exceptions for cash flow, waiver of guarantee, excessive LTV or bad credit require approval of the President or Chief Credit Officer regardless of size.

We believe that the current authority levels provide satisfactory management and a reasonable percentage of secondary review. Any conditions placed on loans in the approval process must be satisfied before our Chief Credit Officer will release loan documentation for execution. Our Chief Credit Officer and his staff work entirely independent of loan production and have full responsibility for all loan disbursements.

Loan Grading and Loan Review

We seek to quantify the risk in our lending portfolio by maintaining a loan grading system consisting of eight different categories (Grades 1-8). The grading system is used to determine, in part, the allowance for loan losses. The first four grades in the system are considered satisfactory. The other four grades range from a "special mention" category to a "loss" category. These four grades are further discussed below under the section subtitled "classified assets."

The originating loan officer initially assigns a grade to each credit as part of the loan approval process. Such grade may be changed as a loan application moves through the approval process.

Prior to funding, all new loans of \$1.0 million or over are reviewed by our Chief Credit Officer who may assign a different grade to the credit. The grade on each individual loan is reviewed at least annually by the loan officer responsible for monitoring the credit. The Board of Directors reviews monthly the aggregate amount of all loans graded as special mention, substandard or doubtful, and each individual loan that has a grade within such range. Additionally, changes in the grade for a loan may occur through any of the following means:

- monthly reviews by the Chief Credit Officer of a sample of loans approved under individual loan authority;
- bank regulatory examinations; and
- monthly action plans submitted to the Chief Credit Officer by the responsible lending officers for each credit graded 5-8.

Loan Delinquencies: When a borrower fails to make a committed payment, we attempt to cure the deficiency by contacting the borrower to seek payment. Habitual delinquencies and loans delinquent 30 days or more are reviewed for possible changes in grading.

Classified Assets: Federal regulations require that each insured bank classify its assets on a regular basis. In addition, in connection with examinations of insured institutions, examiners have authority to identify problem assets, and, if appropriate, classify them. We use grades 5-8 of our loan grading system to identify potential problem assets.

The Order requires us to reduce our assets that were classified as ‘substandard’ as of September 30, 2009 to not more than 100% of Tier 1 capital and ALLL by September 17, 2010, which is 180 days from the effective date of the Order, and down to 50% of Tier 1 capital and ALLL by December 17, 2010, which is 270 days from the effective date of the Order.

Deposit Products and Other Sources of Funds

Our primary sources of funds for use in our lending and investment activities consist of:

- deposits and related services;
- maturities and principal and interest payments on loans and securities; and
- borrowings.

Total deposits were \$1.2 billion as of December 31, 2009, of which 17.6% were demand deposits, 14.1% were in savings and interest-bearing checking, 28.3% were in CD’s > \$100k and 40% were in other CD’s. We closely monitor rates and terms of competing sources of funds and utilize those sources we believe to be the most cost effective consistent with our asset and liability management policies and consistent with the requirements of the Order

Deposits and Related Services: We have historically relied primarily upon, and expect to continue to rely primarily upon, deposits to satisfy our needs for sources of funds. An important balance sheet component impacting our net interest margin is the composition and cost of our deposit base. We can improve our net interest margin to the extent that growth in deposits can be focused in the less volatile and somewhat more traditional core deposits, or total deposits excluding CDs greater than \$100,000, which are commonly referred to as Jumbo CDs.

We provide a wide array of deposit products. We offer regular checking, savings, NOW and money market deposit accounts; fixed-rate, fixed maturity retail certificates of deposit ranging in terms from 14 days to five years; and individual retirement accounts and non-retail certificates of deposit consisting of Jumbo CDs. We attempt to price our deposit products in order to promote deposit growth and satisfy our liquidity requirements. We provide courier service to pick up non-cash deposits and, for those customers that use large amounts of cash, we arrange for armored car and vault service.

We provide a high level of personal service to our high net worth individual customers who have significant funds available to invest. We believe our Jumbo CDs are a stable source of funding because they are based primarily on service and personal relationships with senior Bank officers rather than interest rate. Further evidence of this is the fact that our average jumbo CD customer has been a customer of the Bank for over six years. Further, 8% of these Jumbo CDs are pledged as collateral for loans from us to the depositor or the depositor’s affiliated business or family member. We monitor interest rates offered by our competitors and pay a rate we believe is competitive with the range of rates offered by such competitors. As of January 31, 2010, the Bank is subject to Part 337.6 of the FDIC Rules and Regulations which stipulates that a Bank that is not considered to be ‘well-capitalized’ may not pay a rate of interest of any deposits that exceed 75 basis points over the national average. We monitor these national averages on a weekly basis and adjust our offering rates accordingly to maintain compliance with this FDIC rules and regulations.

Traditionally, the Bank would also access the brokered deposit market for deposits to meet short-term liquidity requirements. In addition, we also are a member of the Certificate of Deposit Account

Registry Service, or “CDARS”. Our membership allows us to share our deposits that exceed FDIC insurance limits with other financial institutions and other financial institutions share their deposits with us in a reciprocal deposit-sharing transaction that allows our customers to receive full FDIC insurance coverage on their large deposit balances. This arrangement has been deemed to be considered a brokered deposit by regulators and thus must be reported as such even though the deposits represent customer relationships. During the fourth quarter of 2009, due to the fact that the Bank is no longer considered to be well-capitalized, the Bank is no longer allowed to access the brokered deposit market which also includes the CDARS reciprocal deposits. As such, the Bank will not renew any of these brokered deposits and will let all of them mature during the course of 2010 and 2011. In addition, pursuant to the Order, the Bank must submit to the FDIC and DFI a written plan for eliminating its reliance on brokered deposits. Accordingly, management has worked to create and execute a contingency funding plan to ensure that the Bank has sufficient liquidity to meet these brokered deposit maturities and to also have additional contingent cash on hand. Although traditionally brokered deposits have not been a significant source of funding for the Bank, the Bank did begin to rely more on brokered deposits to augment its funding sources during the credit crisis of late 2008. At that time, the cost of brokered deposits was significantly lower than traditional retail deposits and thus represented an opportunity to reduce the Bank’s cost of funds. In order to be able to meet the cash requirements of the maturities of the brokered deposits, management has worked to increase cash on hand, which as of December 31, 2009 was \$68 million but has grown to \$222.0 million and represented 131% of total brokered deposits and CDARS balances as of March 31, 2010. Based on scheduled loan maturities and required repayments, management anticipates a substantial pay down in the loan portfolio during 2010 which will result in additional cash on the balance sheet. In addition, management is also looking to sell certain of its investment securities which cannot be pledged as collateral at the FHLB for future borrowings. Finally, the Bank is also able to raise deposits from time to time from other financial institutions to augment its cash position. Management is confident that these efforts will result in maintaining sufficient cash to be able to pay out maturing brokered deposits and CDARS deposits and also maintain a substantial level of contingent liquidity.

At December 31, 2009, excluding government deposits, brokered deposits and deposits as direct collateral for loans, we had 32 depositors with deposits in excess of \$3.0 million that totaled \$179 million or 15.4% of our total deposits.

We intend to focus our efforts on attracting deposits from our business lending relationships in order to reduce our cost of funds and improve our net interest margin. Also, we believe that we have the ability to attract sufficient additional funding by advertising our CD rates on national internet rate marketing web sites.

In addition to the marketing methods listed above, we seek to attract new clients and deposits by:

- expanding long-term business customer relationships, including referrals from our customers, and
- building deposit relationships through our branch relationship officers.

On October 3, 2008, the FDIC temporarily raised the basic limit on federal deposit insurance coverage from \$100,000 to \$250,000 per depositor through December 31, 2009 under the Emergency Economic Stabilization Act of 2008. On May 13, 2009, legislation was signed that extended this temporary increase through December 31, 2013.

Additionally, the Bank has elected to participate in the FDIC’s Temporary Liquidity Guarantee Program (TLGP) program where the FDIC provides unlimited deposit insurance through December 31, 2009, for certain transaction accounts at FDIC-insured participating institutions. Effective October 1, 2009 the unlimited deposit insurance part of TLGP was extended until June 30, 2010.

Other Borrowings: We also borrow from the FHLB pursuant to an existing commitment based on the value of the collateral pledged (both loans and securities) in our portfolio. We had \$23 million in outstanding FHLB advances with a weighted average interest rate of 4.20% and a remaining maturity of

less than one year at December 31, 2009. We currently have \$65.5 million in additional available borrowing capacity at the FHLB. In addition, we have pledged \$53.8 million securities at the Federal Reserve Bank Discount Window and may borrow against that as well. On February 11, 2009, we issued \$26.0 million of unsecured senior debt in a pooled private placement transaction which carries the FDIC guarantee under its Temporary Liquidity Guarantee Program. The issuance has a 3-year maturity and a fixed interest rate of 2.74% paid semiannually. Under the Temporary Liquidity Guarantee Program, the FDIC will provide a 100% guarantee of certain unsecured senior debt of eligible FDIC-insured institutions.

Our Investment Activities

Our investment strategy is designed to be complementary to and interactive with our other strategies (*i.e.*, cash position; borrowed funds; quality, maturity, stability and earnings of loans; nature and stability of deposits; capital and tax planning). The target percentage for our investment portfolio is between 10% and 40% of total assets. Our general objectives with respect to our investment portfolio are to:

- achieve an acceptable asset/liability mix;
- provide a suitable balance of quality and diversification to our assets;
- provide liquidity necessary to meet cyclical and long-term changes in the mix of assets and liabilities;
- provide a stable flow of dependable earnings;
- maintain collateral for pledging requirements;
- manage and mitigate interest rate risk;
- comply with regulatory and accounting standards; and
- provide funds for local community needs.

The total fair value and historical cost of investment securities amounted to \$114.5 million and \$121.6 million as of December 31, 2009, respectively. Investment securities consist primarily of investment grade corporate notes, municipal bonds, collateralized mortgage obligations, collateralized debt obligations and U.S agency mortgage-backed securities and the fair value of these securities at December 31, 2009 were \$24.7 million, \$44.2 million, \$18.1 million, \$2.2 million and \$25.2 million, respectively. In addition, for bank liquidity purposes, we use overnight federal funds, which are temporary overnight sales of excess funds to correspondent banks.

As of December 31, 2009 the Bank classified all of its investment securities as “available-for-sale” pursuant to Investments – Debt and Equity Securities Topic of FASB ASC. Available for sale securities are reported at fair value, with unrealized gains and losses excluded from earnings and instead reported as a separate component of shareholders’ equity. Held to maturity securities would be securities that we have both the intent and the ability to hold to maturity. These securities would be carried at cost adjusted for amortization of premium and accretion of discount.

Our securities portfolio is managed in accordance with guidelines set by our investment policy. Specific day-to-day transactions affecting the securities portfolio are managed by our Chief Financial Officer. In accordance with our written investment policy, all executions also require the prior written approval of the CEO and President. These securities activities are reviewed periodically, as needed, by our investment committee and are reported to our Board of Directors.

Our investment policy addresses strategies, types and levels of allowable investments and is reviewed and approved annually by our Board of Directors. It also limits the amount we can invest in various types of securities, places limits on average life and duration of securities, and limits the securities dealers with whom we can conduct business.

Our Competition

The banking and financial services business in Southern California is highly competitive. This increasingly competitive environment faced by banks is a result primarily of changes in laws and regulation, changes in technology and product delivery systems, and the accelerating pace of consolidation among financial services providers. We compete for loans, deposits and customers with other commercial banks, savings and loan associations, securities and brokerage companies, mortgage companies, insurance companies, finance companies, money market funds, credit unions and other nonbank financial services providers. Many of these competitors are much larger in total assets and capitalization, have greater access to capital markets, including foreign ownership and/or offer a broader range of financial services than we can offer.

We also compete with two publicly listed Chinese-American banks, and subsidiary banks and branches of foreign banks, from countries such as Taiwan and China, many of which have greater lending limits, and a wider variety of products and services. Additionally, we compete with Chinese-American and mainstream community banks for both deposits and loans.

Competition for deposit and loan products remains strong from both banking and non-banking firms and this competition directly affects the rates of those products and the terms on which they are offered to consumers.

Technological innovation continues to contribute to greater competition in domestic and international financial services markets. Many customers now expect a choice of several delivery systems and channels including physical branch offices, telephone, mail, internet, ATMs, and remote deposit capture.

Mergers between financial institutions have placed additional pressure on banks to consolidate their operations, reduce expenses and increase revenues to remain competitive. In addition, competition has intensified due to federal and state interstate banking laws, which permit banking organizations to expand geographically with fewer restrictions than in the past. These laws allow banks to merge with other banks across state lines, thereby enabling banks to establish or expand banking operations in our market. The competitive environment is also significantly impacted by federal and state legislation that make it easier for non-bank financial institutions to compete with us.

REGULATION AND SUPERVISION

The following discussion of statutes and regulations affecting banks is only a summary and does not purport to be complete. This discussion is qualified in its entirety by reference to such statutes and regulations. No assurance can be given that such statutes or regulations will not change in the future.

General

The Bank is extensively regulated under both federal and state laws. Regulation and supervision by the federal and state banking agencies is intended primarily for the protection of depositors and the Deposit Insurance Fund (“DIF”) administered by the Federal Deposit Insurance Corporation (“FDIC”), and not for the benefit of shareholders. Set forth below is a summary description of key laws and regulations which relate to the Bank’s operations. These descriptions are qualified in their entirety by reference to the applicable laws and regulations.

As a California state-chartered bank which is not a member of the Federal Reserve System, we are subject to supervision, periodic examination and regulation by the California Commissioner of Financial Institutions and the Department of Financial Institutions (“DFI”), as the Bank’s state regulator, and by the FDIC as the Bank’s primary federal regulator. The regulations of these agencies govern most aspects of our business, including the making of periodic reports by us, and our activities relating to dividends, investments, loans, borrowings, capital requirements, certain check-clearing activities, branching, mergers and acquisitions, reserves against deposits and numerous other areas. Supervision, legal action and examination of us by the FDIC are generally intended to protect depositors and are not intended for the protection of shareholders. If, as a result of an examination, either the DFI or the FDIC should determine that the financial condition, capital resources, asset quality, earnings prospects, management, liquidity, or other aspects of the Bank’s operations are unsatisfactory or that the Bank or its management is violating or has violated any law or regulation, various remedies are available to the DFI and the FDIC. These remedies include the power to require affirmative action to correct any conditions resulting from any violation or practice; enter into informal nonpublic or formal public memoranda of understanding or written agreements with the Bank to take corrective action; issue an administrative cease and desist order that can be judicially enforced; direct an increase in capital; enjoin unsafe or unsound practices; restrict the Bank’s growth; assess civil monetary penalties; and remove officers and directors. Ultimately the FDIC could terminate the Bank’s FDIC insurance and the DFI could revoke the Bank’s charter or take possession and close and liquidate the Bank.

The Bank’s profitability, like most financial institutions, is primarily dependent on our ability to maintain a favorable differential or “spread” between the yield on our interest-earning assets and the rate paid on our deposits and other interest-bearing liabilities. In general, the difference between the interest rates paid by the Bank on interest-bearing liabilities, such as deposits and other borrowings, and the interest rates received by the Bank on our interest-earning assets, such as loans extended to customers and securities held in our investment portfolio, will comprise the major portion of the Bank’s earnings. These rates are highly sensitive to many factors that are beyond the control of the Bank, such as inflation, recession and unemployment, and the impact which future changes in domestic and foreign economic conditions might have on the Bank cannot be predicted.

The Bank’s business is also influenced by the monetary and fiscal policies of the federal government, and the policies of the regulatory agencies, particularly the FRB. The FRB implements national monetary policies (with objectives such as curbing inflation and combating recession) through its open-market operations in United States government securities, by adjusting the required level of reserves for financial institutions subject to its reserve requirements and by varying the target federal funds and discount rates applicable to borrowings by depository institutions. The actions of the FRB in these areas influence the growth of bank loans, investments and deposits and also affect interest earned on interest-earning assets and paid on interest-bearing liabilities. The nature and impact of any future changes in monetary and fiscal policies on the Bank cannot be predicted.

Changes in federal or state banking laws or the regulations, policies or guidance of the federal or state banking agencies could have an adverse cost or competitive impact on the Bank’s operations:

Because California law permits commercial banks chartered by the state to engage in any activity permissible for national banks, the Bank may form subsidiaries to engage in the many so-called “closely related to banking” or “nonbanking” activities commonly conducted by national banks in operating subsidiaries, and, further, may conduct certain “financial” activities in a subsidiary to the same extent as may a national bank. Generally, a financial subsidiary is permitted to engage in activities that are “financial in nature” or incidental thereto, even though they are not permissible for the national bank to conduct directly within the bank. The definition of “financial in nature” includes, among other items, underwriting, dealing in or making a market in securities, including, for example, distributing shares of mutual funds. A financial subsidiary may not, however, under present law, engage as principal in underwriting insurance (other than credit life insurance), issue annuities or engage in real estate brokerage or development or in merchant banking activities. In order to form a financial subsidiary, the Bank must be “well-capitalized,” “well-managed” and in satisfactory compliance with the Community Reinvestment Act (“CRA”). Further, the Bank must exclude from its assets and capital all equity investments, including retained earnings, in a

financial subsidiary, and the assets of a financial subsidiary may not be consolidated with the Bank's assets. The Bank would also be subject to the same risk management and affiliate transaction rules that apply to national banks with financial subsidiaries.

The Bank is also subject to the requirements and restrictions of various consumer laws, regulations and the Community Reinvestment Act, or CRA.

Recent Economic Developments

Negative economic developments over the last two years in the sub-prime mortgage market and the securitization markets for such loans and other factors resulted in uncertainty in the financial markets in general and a related general economic downturn, which continued through 2009. Although this economic downturn has abated somewhat during the latter half of 2009, it is anticipated that national economic weakness will continue in 2010. Dramatic declines in the housing market, with decreasing home prices and increasing delinquencies and foreclosures, have negatively impacted the credit performance of mortgage and residential construction loans and resulted in significant write-downs of assets by many financial institutions. In addition, the values of real estate collateral supporting many commercial as well as residential loans have declined and may continue to decline. General downward economic trends, reduced availability of commercial credit and significantly higher levels of unemployment have negatively impacted the credit performance of commercial and consumer credit, resulting in additional write-downs. Concerns over the stability of the financial markets and the economy have resulted in decreased lending by financial institutions to their customers and to each other. This market turmoil and tightening of credit has led to increased commercial and consumer delinquencies, lack of customer confidence, increased market volatility and widespread reduction in general business activity. Although residential real estate values have stabilized recently, it is widely expected that commercial real estate values will continue to decline. Bank stock prices have been negatively affected as has the ability of banks to raise capital or borrow in the debt markets compared to recent years. The bank regulatory agencies have been very aggressive in responding to concerns and trends identified in examinations, and this has resulted in the increased issuance of enforcement orders and other supervisory actions requiring banks to address credit quality, liquidity and risk management and capital adequacy, as well as other safety and soundness concerns.

Capital Standards

The federal banking agencies have adopted risk-based minimum capital guidelines for banks which are intended to provide a measure of capital that reflects the degree of risk associated with a banking organization's operations for both transactions reported on the balance sheet as assets, and transactions, such as letters of credit and recourse arrangements, which are recorded as off-balance sheet items.

The risk-based capital ratio is determined by classifying assets and certain off-balance sheet financial instruments into weighted categories, with higher levels of capital being required for those categories perceived as representing greater risk. Under the capital guidelines, a banking organization's total capital is divided into tiers. "Tier I capital" consists of (1) common equity, (2) qualifying noncumulative perpetual preferred stock, (3) a limited amount of qualifying cumulative perpetual preferred stock and (4) minority interests in the equity accounts of consolidated subsidiaries (including trust-preferred securities), less goodwill and certain other intangible assets. Qualifying Tier I capital may consist of trust-preferred securities, subject to certain criteria and quantitative limits for inclusion of restricted core capital elements in Tier I capital. "Tier II capital" consists of hybrid capital instruments, perpetual debt, mandatory convertible debt securities, a limited amount of subordinated debt, preferred stock and trust-preferred securities that do not qualify as Tier I capital, a limited amount of the allowance for loan and lease losses and a limited amount of unrealized holding gains on equity securities. "Tier III capital" consists of qualifying unsecured subordinated debt. The sum of Tier II and Tier III capital may not exceed the amount of Tier I capital.

The risk-based capital guidelines require a minimum ratio of qualifying total capital to risk-adjusted assets of 8.0%, and a minimum ratio of Tier 1 capital to risk-adjusted assets of 4.0%. In addition

to the risk-based guidelines, the federal bank regulatory agencies require banking organizations to maintain a minimum amount of Tier 1 capital to total assets, referred to as the leverage ratio. For a banking organization rated well capitalized, in the highest of the five categories used by regulators to rate banking organizations, the minimum leverage ratio of Tier I capital to total assets must be 3.0%.

An institution’s risk-based capital, leverage capital and tangible capital ratios together determine the institution’s capital classification. An institution is treated as well capitalized if its total capital to risk-weighted assets ratio is 10.00% or more; its core capital to risk-weighted assets ratio is 6.00% or more; and its core capital to adjusted total assets ratio is 5.00% or more. At December 31, 2009, the Bank’s capital ratios met the minimum percentage requirements to be considered adequately capitalized under Prompt Corrective Actions guidelines of the FDIC’s rules and regulations. As noted on page 23 of this document, the Bank, under its Order, is required to maintain capital ratios in excess of those ratios considered to be ‘well-capitalized’.

The current risk-based capital guidelines which apply to the Company and the Bank are based upon the 1988 capital accord of the International Basel Committee on Banking Supervision, a committee of central banks and bank supervisors and regulators from the major industrialized countries that develops broad policy guidelines for use by each country’s supervisors in determining the supervisory policies they apply. A new international accord, referred to as Basel II, became mandatory for large or “core” international banks outside the U.S. in 2009 (total assets of \$250 billion or more or consolidated foreign exposures of \$10 billion or more) and emphasizes internal assessment of credit, market and operational risk, as well as supervisory assessment and market discipline in determining minimum capital requirements. It is optional for other banks. The Basel Committee is currently reconsidering regulatory-capital standards, supervisory and risk-management requirements and additional disclosures to further strengthen the Basel II framework in response to recent worldwide economic developments. It is expected the Basel Committee may reinstitute a minimum leverage ratio requirement. The U.S. banking agencies have indicated separately that they will retain the minimum leverage requirement for all U.S. banks. It also is possible that a new tangible common equity ratio standard will be added. At this time the impact that proposed changes in capital requirements may have on the cost and availability of different types of credit and the potential compliance cost to the Bank of implementing the requirements of the final rulemaking which is applicable to the Bank are uncertain.

A bank that does not achieve and maintain the required capital levels may be issued a capital directive by the FDIC to ensure the maintenance of required capital levels. As stipulated in the Order, the Bank must maintain regulatory capital ratios higher than the ratios required under Prompt Corrective Action guidelines. See “REGULATION AND SUPERVISION – Recent Regulatory Developments - Consent Order.” The regulatory capital guidelines as well as our actual capitalization as of December 31, 2009 are as follows:

Leverage Ratio

Preferred Bank	6.16%
Minimum requirement for “Well-Capitalized” institution	5.00%
Minimum regulatory requirement	4.00%

Tier 1 Risk-Based Capital Ratio

Preferred Bank	7.24%
Minimum requirement for “Well-Capitalized” institution	6.00%
Minimum regulatory requirement	4.00%

Total Risk-Based Capital Ratio

Preferred Bank	8.52%
Minimum requirement for “Well-Capitalized” institution	10.00%
Minimum regulatory requirement	8.00%

For further information regarding the capital ratios of the Bank see the discussion under Note 11 – “Restrictions on Cash Dividends, Regulatory Capital Requirements” in the notes to the consolidated financial statements.

Dividends and Other Transfers of Funds

The Bank is subject to various statutory and regulatory restrictions on its ability to pay dividends. Under such restrictions, the amount available for payment of dividends totaled \$0 at December 31, 2009. In addition, the banking agencies have the authority to prohibit the Bank from paying dividends, depending upon the Bank’s financial condition, if such payment would be deemed to constitute an unsafe or unsound practice. Further, pursuant to the Order, we are currently prohibited from paying cash dividends or any other payments to our shareholders without the prior written consent of the FDIC and the DFI.

Prompt Corrective Action

The FDIC also possesses broad powers under the Federal Deposit Insurance Act (the “FDI Act”) to take “prompt corrective action” and other supervisory action to resolve the problems of insured depository institutions that fall within any undercapitalized category. An institution that, based upon its capital levels, is classified as well capitalized, adequately capitalized or undercapitalized may be treated as though it were in the next lower capital category if the appropriate federal banking agency, after notice and opportunity for hearing, determines that an unsafe or unsound condition or an unsafe or unsound practice warrants such treatment. At each successive lower capital category, an insured depository institution is subject to more restrictions.

In addition, the federal banking agencies have adopted non-capital safety and soundness standards to assist examiners in identifying and addressing potential safety and soundness concerns before capital becomes impaired. The guidelines set forth operational and managerial standards relating to: (i) internal controls, information systems and internal audit systems, (ii) loan documentation, (iii) credit underwriting, (iv) asset quality and growth, (v) earnings, (vi) risk management, and (vii) compensation and benefits.

Recent Regulatory Developments

Consent Order

On March 16, 2010, the members of the Board of Directors of the Bank consented to the issuance of the Order from the FDIC and the DFI. The following discussion summarizes the provisions of the Order issued on March 22, 2010:

(i) the Bank must have and maintain qualified management and notify the FDIC and the DFI in writing when it proposes to make any changes in its Board of Directors or senior executive officers at least 30 days prior to the date any change is to become effective;

(ii) within 120 days of the Order, the Bank must obtain an independent study of the management and personnel structure of the Bank to determine whether the Bank’s leadership structure is appropriate;

(iii) the Board must increase its participation in the affairs of the Bank, assuming full responsibility for the approval of sound policies and objectives and for the supervision of all of the Bank’s activities;

(iv) within 60 days of the Order, the Bank must develop and adopt a plan to meet and maintain the capital requirements contained in the Order and the FDIC’s Statement of Policy on Risk-Based Capital. The minimum capital ratios and the dates by which such capital ratios must be obtained are set forth in the table below:

Ratio	Preferred Bank at 12/31/09	Requirement as of 7/15/10	Requirement as of 9/15/10
Tier 1 Leverage Ratio	6.2%	8.5%	10.0%
Tangible Common Equity Ratio	6.5%	8.5%	10.0%
Total Risk-Based Capital Ratio	8.5%	10.0%	12.0%

(v) if all or part of the increase in capital required by the Order is accomplished by the sale of new securities, the Board of Directors must adopt and implement a plan for such sale; any offering materials must include an accurate description of the financial condition of the Bank and the circumstances giving rise to the offering; and the plan for the offering and any materials must be submitted to the FDIC for review and non-objection and to the DFI for any permits or approvals;

(vi) the Bank must not pay cash dividends or make any other payments to its shareholders without prior written consent of the FDIC and the DFI;

(vii) within 270 days of the Order, the Bank must reduce the assets classified as “Substandard” as of September 30, 2009, to not more than 50% of the Bank’s Tier 1 capital and ALLL;

(viii) within 60 days of the Order, the Bank must develop or revise, adopt and implement a written plan for systematically reducing the amount of loans or other extensions of credit advanced, directly or indirectly, to or for the benefit of, any borrowers in the “commercial real estate” concentration, with particular emphasis on those borrowers in the construction and land development area;

(ix) within 60 days of the Order, the Bank must develop or revise, adopt and implement a written liquidity and funds management policy that adequately addresses liquidity needs and appropriately reduces its reliance on non-core funding sources;

(x) within 30 days of the Order, the Bank must develop or revise, adopt, and implement a written plan addressing retention of profits, reducing overhead expenses, and setting forth a comprehensive budget covering the calendar year ending December 31, 2010, and thereafter, at least 30 days prior to the commencement of each subsequent calendar year, the Board of Directors must develop, adopt, and implement a plan and comprehensive budget covering the subsequent calendar year.

To address the items contained in the Order, management is currently undertaking the following actions:

- We have engaged an investment banker in order to raise a sufficient amount of new capital to satisfy the requirements of the Order. Based on discussions with numerous potential investors, management is confident that this capital-raising effort will be successful and will close during the second quarter of 2010;
- We have made substantial progress in reducing assets classified as substandard as of September 30, 2009 levels in order to comply with item (vii) above;
- We have created a written plan addressing the retention of profits and have a Board-approved budget for 2010 and
- We are currently working to develop written Plans to: reduce construction and land loan concentrations and revise our liquidity and funds management policies.

Going Concern

As previously mentioned, we are required by federal regulatory authorities to maintain adequate levels of capital to support our operations. As part of the recently issued Order, the Bank is also required to increase its capital and maintain certain regulatory capital ratios prior to certain dates specified in the Order

We have also committed to the FDIC and the DFI to adopt a consolidated capital plan to augment and maintain a sufficient capital position. Our existing capital resources may not satisfy our capital requirements for the foreseeable future and may not be sufficient to offset any problem assets. Further, should our asset quality erode and require significant additional provision for credit losses, resulting in net operating losses at the Bank, our capital levels will decline. We will attempt to raise capital to satisfy the terms of the Order. Our ability to raise additional capital will depend on conditions in the capital markets at that time, which are outside our control, and on our financial performance. Accordingly, we cannot be certain of our ability to raise additional capital on terms acceptable to us. This uncertainty about our ability to raise additional capital and comply with the terms of the Order raises substantial doubt about our ability to continue as a going concern.

Premiums for Deposit Insurance

Through the DIF, the FDIC insures our customer deposits up to prescribed limits for each depositor. The amount of FDIC assessments paid by each DIF member institution is based on its relative risk of default as measured by regulatory capital ratios and other supervisory factors. Pursuant to the Emergency Economic Stabilization Act of 2008 (“EESA”), the maximum deposit insurance amount has been increased from \$100,000 to \$250,000 through December 31, 2009. In May 2009, legislation was signed that extended this temporary increase to \$250,000 per depositor through December 31, 2013. The amount of FDIC assessments paid by each DIF member institution is based on its relative risk of default as measured by regulatory capital ratios and other supervisory factors. Pursuant to the Federal Deposit Insurance Reform Act of 2005, the FDIC is authorized to set the reserve ratio for the DIF annually at between 1.15% and 1.50% of estimated insured deposits.

The FDIC may increase or decrease the assessment rate schedule on a semi-annual basis. In an effort to restore capitalization levels and to ensure the DIF will adequately cover projected losses from future bank failures, the FDIC, in October 2008, proposed a rule to alter the way in which it differentiates for risk in the risk-based assessment system and to revise deposit insurance assessment rates, including base assessment rates. First quarter 2009 assessment rates were increased to between 12 and 50 cents for every \$100 of domestic deposits, with most banks paying between 12 and 14 cents. Subsequently, the FDIC issued a final rule that altered the way the FDIC calculates federal deposit insurance assessment rates beginning in the second quarter of 2009 and thereafter. Under the rule, the FDIC first establishes an institution’s initial base assessment rate. This initial base assessment rate ranges, depending on the risk category of the institution, from 12 to 45 basis points. The Federal Deposit Insurance Corporation would then adjust the initial base assessment (higher or lower) to obtain the total base assessment rate. The adjustments to the initial base assessment rate are based upon an institution’s levels of unsecured debt, secured liabilities, and brokered deposits. The total base assessment rate ranges from 7 to 77.5 basis points of the institution’s deposits. The FDIC also adopted a 3 cent increase in assessment rates on January 1, 2011.

In addition to the regular quarterly assessments, On February 27, 2009, the FDIC approved an interim rule to institute a one-time special assessment of 20 cents per \$100 in domestic deposits to restore the DIF reserves depleted by recent bank failures. The interim rule additionally reserved the right of the FDIC to charge an additional up-to-10 basis point special premium at a later point if the DIF reserves continue to fall. On May 22, 2009, the FDIC amended the interim rule and imposed a final special assessment of 5 cents per \$100 of each depository institution assets reduced by the amount of its Tier 1 capital, as of June 30, 2009, which was collected on September 30, 2009. In lieu of further special assessments, on November 12, 2009 the FDIC approved a final rule requiring each insured institution to prepay on December 30, 2009 the estimated amount of quarterly assessment for the fourth quarter of 2009 and all of 2010, 2011 and 2012. The rule includes a process for exemption from the prepayment for which the Bank qualified. No prepayment was made in December 2009.

Additionally, by participating in the TLGP, banks temporarily become subject to "systemic risk special assessments" of 10 basis points for transaction account balances in excess of \$250,000 through December 31, 2009. Subsequent to December 31, 2009, such assessments range from 15 basis to 25 basis points depending on the institutions risk category. Further, all FDIC-insured institutions are required to pay assessments to the FDIC to fund interest payments on bonds issued by the Financing Corporation ("FICO"), an agency of the Federal government established to recapitalize the predecessor to the DIF. The FICO assessment rates, which are determined quarterly, averaged 0.0106% of insured deposits in fiscal 2009. These assessments will continue until the FICO bonds mature in 2017.

The FDIC may terminate a depository institution's deposit insurance upon a finding that the institution's financial condition is unsafe or unsound or that the institution has engaged in unsafe or unsound practices that pose a risk to the DIF or that may prejudice the interest of the bank's depositors. The termination of deposit insurance for a bank would also result in the revocation of the bank's charter by the DFI.

Federal Home Loan Bank System

We are a member of the Federal Home Loan Bank of San Francisco, or FHLB. Among other benefits, each of the 12 Federal Home Loan Banks, serves as a reserve or central bank for its members within its assigned region. The FHLB makes available loans or advances to its members in compliance with the policies and procedures established by the board of directors of the individual FHLB. As an FHLB member, we are required to own a certain amount of restricted capital stock and maintain a certain amount of cash reserves in the FHLB.

As of December 31, 2009, the Bank had \$23 million in outstanding FHLB advances and available additional borrowing capacity of \$64.3 million. At December 31, 2009, the Bank was in compliance with the FHLB's stock ownership and cash reserve requirements. As of December 31, 2009 and 2008, our investment in FHLB capital stock totaled \$4,996,000, respectively.

Each FHLB is required to provide funds to the Affordable Housing Program and the Resolution Funding Corporation. Due to this requirement and recent market developments, the FHLB could reduce the amount of dividends paid to the Bank and could also raise interest rates on future advances to the Bank. If dividends were reduced or interest rates on future advances were increased, the Bank's net interest margin would also be impacted.

Interstate Banking and Branching

Subject to certain size limitations under the Riegle-Neal Interstate Banking Act, banks have the ability to acquire or merge with banks in other states; and, subject to certain state restrictions, banks may also acquire or establish new branches outside their home state. Interstate branches are subject to certain laws of the states in which they are located. The Bank presently has not engaged in any interstate banking activity.

Securities Registration

The Bank's securities are registered under the Securities Exchange Act of 1934 ("Exchange Act") as adopted by the FDIC. As such, among other requirements, the Bank is subject to the information, proxy solicitation, insider trading, corporate governance and other requirements and restrictions of the Exchange Act.

Foreign Operations

The Bank has a representative office in Taipei, Taiwan. During the third quarter of 2007, we established a subsidiary, PB Investment and Consulting, Inc. to operate a Representative Office for us in Taipei, Taiwan. This office's primary function is to coordinate banking services and facilitate

communications with customers of Preferred Bank in Taiwan. Our Taipei office operates under the supervision of Taiwan Banking Authorities.

The Sarbanes-Oxley Act

The Sarbanes-Oxley Act of 2002 addresses accounting oversight and corporate governance matters and, among other things:

- required executive certification of financial presentations;
- increased requirements for board audit committees and their members;
- enhanced disclosure of controls and procedures and internal control over financial reporting;
- enhanced controls on, and reporting of, insider trading; and
- increased penalties for financial crimes and forfeiture of executive bonuses in certain circumstances.

This legislation and its implementing regulations resulted in increased costs of compliance, including certain outside professional costs. To date, these costs have not had a material impact on the Bank.

Financial Services Modernization Legislation

On November 12, 1999 the Gramm-Leach-Bliley Act of 1999, also known as the Financial Services Modernization Act, was signed into law. The Financial Services Modernization Act is intended to modernize the banking industry by removing barriers to affiliation among banks, insurance companies, the securities industry and other financial service providers. It provides financial organizations with the flexibility of structuring such affiliations through a holding company structure or through a financial subsidiary of a bank, subject to certain limitations. The Financial Services Modernization Act establishes a new type of bank holding company known as a financial holding company that may engage in an expanded list of activities that are financial in nature, which include securities and insurance brokerage, securities underwriting, insurance underwriting and merchant banking.

The Financial Services Modernization Act also sets forth a system of functional regulation that makes the FRB the “umbrella supervisor” for holding companies, while providing for the supervision of the holding company’s subsidiaries by other federal and state agencies. A bank holding company may not become a financial holding company if any of its subsidiary financial institutions are not well-capitalized or well-managed. Further, each bank subsidiary of the holding company must have received at least a satisfactory CRA rating. The Financial Services Modernization Act also expands the types of financial activities a national bank may conduct through a financial subsidiary, addresses state regulation of insurance, provides privacy protection for nonpublic customer information of financial institution’s, modernizes the FHLB system, and makes miscellaneous regulatory improvements. The FRB and the Secretary of the Treasury must coordinate their supervision regarding approval of new financial activities to be conducted through a financial holding company or through a financial subsidiary of a bank. While the provisions of the Financial Services Modernization Act regarding activities that may be conducted through a financial subsidiary directly apply only to national banks, those provisions indirectly apply to state-chartered banks.

In addition, we are subject to other provisions of the Financial Services Modernization Act, including those relating to CRA, privacy and safe-guarding confidential customer information, regardless of whether we elect to establish a holding company and become a financial holding company or to conduct activities through a financial subsidiary.

We do not believe that the Financial Services Modernization Act will have a material adverse effect on our operations in the near term. However, to the extent that it permits banks, securities firms and insurance companies to affiliate, the financial services industry will continue to experience further consolidation. The Financial Services Modernization Act is intended to grant to community banks certain powers as a matter of right that larger institutions have accumulated on an ad hoc basis. Nevertheless, this act may have the result of increasing the amount of competition that we face from larger institutions and other types of companies offering financial products, many of which may have substantially more financial resources than us.

USA PATRIOT Act

The USA PATRIOT Act of 2001 and its implementing regulations significantly expanded the anti-money laundering and financial transparency laws. Under the USA PATRIOT Act, financial institutions are required to establish and maintain anti-money laundering programs which include:

- the establishment of a customer identification program;
- the development of internal policies, procedures, and controls;
- the designation of a compliance officer;
- an ongoing employee training program; and
- an independent audit function to test the programs.

The Bank has adopted comprehensive policies and procedures to address the requirements of the USA PATRIOT Act. Material deficiencies in anti-money laundering compliance can result in public enforcement actions by the banking agencies, including the imposition of civil money penalties and supervisory restrictions on growth and expansion. Such enforcement actions could also have serious reputation consequences for the Bank.

Federal Reserve System

The FRB requires all depository institutions to maintain reserves, which earned interest at 0.25% as of December 31, 2009, at specified levels against their transaction accounts (primarily checking, NOW “negotiable order of withdrawal” and Super NOW checking accounts) and non-personal time deposits. As of December 31, 2009 and 2008, we were in compliance with these requirements as established by the Federal Reserve Bank to maintain reserve balances of \$989,000 and \$579,000, respectively.

Impact of Monetary Policies

Our earnings and growth are subject to the influence of domestic and foreign economic conditions, including inflation, recession and unemployment. Our earnings are affected not only by general economic conditions but also by the monetary and fiscal policies of the United States and federal agencies, particularly the FRB. The FRB can and does implement national monetary policy, such as seeking to curb inflation and combat recession, by its open market operations in United States government securities and by its control of the discount rates applicable to borrowings by banks from the FRB. The actions of the FRB in these areas influence the growth of bank loans and leases, investments and deposits and affect the interest rates charged on loans and leases and paid on deposits. The FRB’s policies have had a significant effect on the operating results of commercial banks and are expected to continue to do so in the future. The nature and timing of any future changes in monetary policies are not predictable.

Loans-to-One Borrower Limitations

With certain limited exceptions, the maximum amount of obligations, secured or unsecured, that any borrower (including certain related entities) may owe to a California state bank at any one time may not exceed 25% of the sum of the shareholders' equity, allowance for loan losses, capital notes and debentures of the bank. Unsecured obligations may not exceed 15% of the sum of the shareholders' equity, allowance for loan losses, capital notes and debentures of the bank. The Bank has established internal loan limits which are lower than the legal lending limits for a California bank. At December 31, 2009, the Bank's largest single lending relationship had a combined outstanding balance of \$24.7 million, secured predominantly by commercial real estate properties in the Bank's lending area, and which is performing in accordance with their terms of the Bank's loans.

Extensions of Credit to Insiders and Transactions with Affiliates

The Bank is subject to Federal Reserve Regulation O and companion California banking law limitations and conditions on loans or extensions of credit to:

- the Bank's executive officers, directors and principal shareholders (*i.e.*, in most cases, those persons who own, control or have power to vote more than 10% of any class of voting securities);
- any company controlled by any such executive officer, director or shareholder; or
- any political or campaign committee controlled by such executive officer, director or principal shareholder.

Loans and leases extended to any of the above persons must comply with loan-to-one-borrower limits, require prior full board approval when aggregate extensions of credit to the person exceed specified amounts, must be made on substantially the same terms (including interest rates and collateral) as, and follow credit-underwriting procedures that are not less stringent than those prevailing at the time for comparable transactions with non-insiders, and must not involve more than the normal risk of repayment or present other unfavorable features. In addition, Regulation O provides that the aggregate limit on extensions of credit to all insiders of a bank as a group cannot exceed the bank's unimpaired capital and unimpaired surplus. Regulation O also prohibits a bank from paying an overdraft on an account of an executive officer or director, except pursuant to a written pre-authorized interest-bearing extension of credit plan that specifies a method of repayment or a written pre-authorized transfer of funds from another account of the officer or director at the bank. California has laws and the DFI has regulations which adopt and also apply Regulation O to the Bank.

The Bank also is subject to certain restrictions imposed by Federal Reserve Act Sections 23A and 23B and Federal Reserve Regulation W on any extensions of credit to, or the issuance of a guarantee or letter of credit on behalf of, any affiliates, the purchase of, or investments in, stock or other securities thereof, the taking of such securities as collateral for loans, and the purchase of assets of any affiliates. Such restrictions prevent any affiliates from borrowing from the Bank unless the loans are secured by marketable obligations of designated amounts. Further, such secured loans and investments to or in any affiliate are limited, individually, to 10.0% of the Bank's capital and surplus (as defined by federal regulations), and such secured loans and investments are limited, in the aggregate, to 20.0% of the Bank's capital and surplus. A financial subsidiary is considered an affiliate subject to these restrictions whereas other nonbanking subsidiaries are not considered affiliates. Additional restrictions on transactions with affiliates may be imposed on the Bank under the FDI Act prompt corrective action provisions and the supervisory authority of the federal and state banking agencies.

Consumer Protection Laws and Regulations

Examination and enforcement by the state and federal banking agencies for non-compliance with consumer protection laws and their implementing regulations have become more intense. We are subject to many consumer statutes and regulations, some of which are discussed below. The Bank is also subject to federal and state laws prohibiting unfair or fraudulent business practices, untrue or misleading advertising and unfair competition.

The Home Ownership and Equity Protection Act of 1994, or HOEPA, requires extra disclosures and consumer protections to borrowers for certain lending practices. The term “predatory lending,” much like the terms “safety and soundness” and “unfair and deceptive practices,” is far-reaching and covers a potentially broad range of behavior. As such, it does not lend itself to a concise or a comprehensive definition. Typically, however, predatory lending involves at least one, and perhaps all three, of the following elements:

- making unaffordable loans based on the assets of the borrower rather than on the borrower’s ability to repay an obligation (“asset-based lending”);
- inducing a borrower to refinance a loan repeatedly in order to charge high points and fees each time the loan is refinanced (“loan flipping”); and/or
- engaging in fraud or deception to conceal the true nature of the loan obligation from an unsuspecting or unsophisticated borrower.

Regulations and banking agency guidelines aimed at curbing predatory lending significantly widen the pool of high-cost home-secured loans covered by HOEPA. In addition, the regulations bar certain refinances within a year with another loan subject to HOEPA by the same lender or loan servicer. Lenders also will be presumed to have violated the law—which says loans should not be made to people unable to repay them—unless they document that the borrower has the ability to repay. Lenders that violate the rules face cancellation of loans and penalties equal to the finance charges paid. The Bank does not expect these rules and potential state action in this area to have a material impact on our financial condition or results of operations.

Privacy policies are required by federal banking regulations which limit the ability of banks and other financial institutions to disclose nonpublic information about consumers to nonaffiliated third parties. Pursuant to those rules, financial institutions must provide:

- initial notices to customers about their privacy policies, describing the conditions under which they may disclose nonpublic personal information to nonaffiliated third parties and affiliates;
- annual notices of their privacy policies to current customers; and
- a reasonable method for customers to “opt out” of disclosures to nonaffiliated third parties.

These privacy protections affect how consumer information is transmitted through diversified financial companies and conveyed to outside vendors. In addition, state laws may impose more restrictive limitations on the ability of financial institutions to disclose such information. California has adopted such a privacy law that, among other things, generally provides that customers must “opt in” before information may be disclosed to certain nonaffiliated third parties.

The Fair Credit Reporting Act, as amended by the Fair and Accurate Credit Transactions Act, or the FACT Act, requires financial firms to help deter identity theft, including developing appropriate fraud response programs, and gives consumers more control of their credit data. It also reauthorizes a federal ban on state laws that interfere with corporate credit granting and marketing practices. In connection with the FACT Act, the federal financial institution regulatory agencies proposed rules that would prohibit an

institution from using certain information about a consumer it received from an affiliate to make a solicitation to the consumer, unless the consumer has been notified and given a chance to opt out of such solicitations. A consumer's election to opt out would be applicable for at least five years. The agencies have also proposed guidelines required by the FACT Act for financial institutions and creditors which require financial institutions to identify patterns, practices and specific forms of activity, known as "Red Flags," that indicate the possible existence of identity theft and require financial institutions to establish reasonable policies and procedures for implementing these guidelines.

The Check Clearing for the 21st Century Act, or Check 21, facilitates check truncation and electronic check exchange by authorizing a new negotiable instrument called a "substitute check," which is the legal equivalent of an original check. Check 21 does not require banks to create substitute checks or accept checks electronically; however, it does require banks to accept a legally equivalent substitute check in place of an original. In addition to its issuance of regulations governing substitute checks, the Federal Reserve has issued final rules governing the treatment of remotely created checks (sometimes referred to as "demand drafts") and electronic check conversion transactions (involving checks that are converted to electronic transactions by merchants and other payees).

The Community Reinvestment Act, or CRA, is intended to encourage insured depository institutions, while operating safely and soundly, to help meet the credit needs of their communities. The CRA specifically directs the federal regulatory agencies, in examining insured depository institutions, to assess a bank's record of helping meet the credit needs of its entire community, including low- and moderate-income neighborhoods, consistent with safe and sound banking practices. The CRA further requires the agencies to take a financial institution's record of meeting its community credit needs into account when evaluating applications for, among other things, domestic branches, mergers or acquisitions, or holding company formations. The agencies use the CRA assessment factors in order to provide a rating to the financial institution. The ratings range from a high of "outstanding" to a low of "substantial noncompliance."

The Equal Credit Opportunity Act, or ECOA, generally prohibits discrimination in any credit transaction, whether for consumer or business purposes, on the basis of race, color, religion, national origin, sex, marital status, age (except in limited circumstances), receipt of income from public assistance programs, or good faith exercise of any rights under the Consumer Credit Protection Act.

The Truth in Lending Act, or TILA, is designed to ensure that credit terms are disclosed in a meaningful way so that consumers may compare credit terms more readily and knowledgeably. As a result of the TILA, all creditors must use the same credit terminology to express rates and payments, including the annual percentage rate, the finance charge, the amount financed, the total of payments and the payment schedule, among other things.

The Fair Housing Act, or FH Act, regulates many practices, including making it unlawful for any lender to discriminate in its housing-related lending activities against any person because of race, color, religion, national origin, sex, handicap or familial status. A number of lending practices have been found by the courts to be, or may be considered, illegal under the FH Act, including some that are not specifically mentioned in the FH Act itself.

The Home Mortgage Disclosure Act, or HMDA, grew out of public concern over credit shortages in certain urban neighborhoods and provides public information that will help show whether financial institutions are serving the housing credit needs of the neighborhoods and communities in which they are located. The HMDA also includes a "fair lending" aspect that requires the collection and disclosure of data about applicant and borrower characteristics as a way of identifying possible discriminatory lending patterns and enforcing anti-discrimination statutes. The Federal Reserve amended regulations issued under HMDA to require the reporting of certain pricing data with respect to higher priced mortgage loans for review by the federal banking agencies from a fair lending perspective. We do not expect the HMDA data reported by the Bank to raise material issues regarding its compliance with the fair lending laws.

The Real Estate Settlement Procedures Act, or RESPA, requires lenders to provide borrowers with disclosures regarding the nature and cost of real estate settlements. Also, RESPA prohibits certain abusive practices, such as kickbacks, and places limitations on the amount of escrow accounts. Penalties under the above laws may include fines, reimbursements and other penalties.

Finally, the National Flood Insurance Act, or NFIA, requires homes in flood-prone areas with mortgages from a federally regulated lender to have flood insurance. Hurricane Katrina focused awareness on this requirement. Lenders are required to provide notice to borrowers of special flood hazard areas and require such coverage before making, increasing, extending or renewing such loans. Financial institutions which demonstrate a pattern and practice of lax compliance are subject to the issuance of cease and desist orders and the imposition of per loan civil money penalties, up to a maximum fine which currently is \$125,000. Fine payments are remitted to the Federal Emergency Management Agency for deposit into the National Flood Mitigation Fund.

Due to heightened regulatory concern related to compliance with HOEPA, privacy laws and regulations, FACT, Check 21, CRA, TILA, FH Act, ECOA, HMDA, RESPA and NFIA generally, we may incur additional compliance costs or be required to expend additional funds for CRA investments.

Recent and Proposed Legislation

Our operations are subject to extensive regulation by federal, state and local governmental authorities and are subject to various laws and judicial and administrative decisions imposing requirements and restrictions on part or all of their respective operations. Because our business is highly regulated, the laws, rules and regulations applicable to us are subject to regular modification and change.

From time to time, federal and state legislation is enacted which may have the effect of materially increasing the cost of doing business, limiting or expanding permissible activities, or affecting the competitive balance between banks and other financial service providers. Proposals to change the laws and regulations governing the operations and taxation of banks and other financial institutions are frequently made in Congress, in the California legislature and before various bank regulatory agencies. The Bank cannot predict whether or when potential legislation will be enacted, and if enacted the effect that it, or any implementing regulations, would have on our financial condition or results of operations. In addition, the outcome of any investigations initiated by state or federal authorities or litigation may result in necessary changes in our operations, additional regulation and increased compliance costs.

The Obama Administration published a comprehensive regulatory reform plan that is intended to modernize and protect the integrity of the United States financial system. The reform plan proposes, among other matters, the creation of a new federal agency, the Consumer Financial Protection Agency, that would be dedicated to protecting consumers in the financial products and services market. The creation of this agency could result in new regulatory requirements and raise the cost of regulatory compliance. In addition, legislation stemming from the reform plan could require changes in regulatory capital requirements, and compensation practices. If implemented, the foregoing regulatory reforms may have a material impact on our operations.

The EESA increased Federal Deposit Insurance Corporation (“FDIC”) deposit insurance on most accounts from \$100,000 to \$250,000. This increase was to be in place until the end of 2009 with no increase in deposit insurance premiums paid by the banking industry. During 2009, legislation extended the temporary increase until December 31, 2013. In addition, the FDIC had implemented two temporary liquidity programs to (i) provide deposit insurance for the full amount of most non-interest bearing transaction accounts (the “Transaction Account Guarantee”) through the end of 2009 and (ii) guarantee certain unsecured senior debt of financial institutions and their holding companies through June 2012 under a temporary liquidity guarantee program (the “Debt Guarantee Program” and together the “TLGP”). The Bank has elected to participate in both the Debt Guarantee Program and the Temporary Liquidity Guarantee Program (“TLGP”). The Debt Guarantee Program issue end date and the guarantee expiration date were both extended, to October 31, 2009 and December 31, 2012, respectively. Participating holding companies that have not issued FDIC-guaranteed debt prior to April 1, 2009 must apply to remain in the

Debt Guarantee Program. Participating institutions will be subject to surcharges for debt issued after that date. Effective October 1, 2009, the Transaction Account Guarantee program was extended until June 30, 2010, with an increased assessment after December 31, 2009. The FDIC charges “systemic risk special assessments” to depository institutions that participate in the TLGP.

Safety and Soundness Standards

The Federal Deposit Insurance Corporation Improvement Act, or FDICIA, imposes certain specific restrictions on transactions and requires federal banking regulators to adopt overall safety and soundness standards for depository institutions related to internal control, loan underwriting and documentation and asset growth. Among other things, FDICIA limits the interest rates paid on deposits by undercapitalized institutions, restricts the use of brokered deposits, limits the aggregate extensions of credit by a depository institution to an executive officer, director, principal shareholder or related interest and reduces deposit insurance coverage for deposits offered by undercapitalized institutions for deposits by certain employee benefits accounts. The federal banking agencies may require an institution to submit to an acceptable compliance plan as well as have the flexibility to pursue other more appropriate or effective courses of action given the specific circumstances and severity of an institution’s noncompliance with one or more standards.

Employees

As of December 31, 2009, the Bank had a total of 126 full-time equivalent employees. None of the employees are represented by a union or collective bargaining group. The management of the Bank believes that their employee relations are satisfactory.

Executive Officers of the Bank

The following table sets forth our executive officers, their positions and their ages. Each officer is appointed by, and serves at the pleasure of the Board of Directors.

<u>Name</u>	<u>Age</u> ⁽¹⁾	<u>Position with Bank</u>
Li Yu.....	[69]	Chairman of the Board, President and Chief Executive Officer
Edward J. Czajka	[45]	Executive Vice President and Chief Financial Officer
Lucilio Couto	[41]	Executive Vice President and Acting Chief Credit Officer
Robert Kosof.....	[66]	Executive Vice President and Head of Commercial and Industrial Loans and Regional Branch Manager
Nick Pi.....	[49]	Executive Vice President and Group Manager

⁽¹⁾ As April 14, 2010.

Li Yu has been our President and Chief Executive Officer since 1993. From December 1991 to the present, he has served as Chairman of our Board of Directors. From 1987 to 1991, he was involved in several privately held companies of which he was the owner. From 1982 to 1987, he served as Chairman of the Board of California Pacific National Bank, which became a part of Bank of America. Mr. Yu received a Masters of Business Administration, or MBA, from the University of California, Los Angeles. He was also the past President of the National Association of Chinese American Bankers, and is currently a member of the Board of Visitors of UCLA’s Anderson Graduate School of Management.

Edward J. Czajka has been Senior Vice President and Chief Financial Officer since 2006 and was promoted to Executive Vice President in 2008. Before joining Preferred Bank, Mr. Czajka was Chief Financial Officer of Presidio Bank, a San Francisco-based bank that was then in organization. Prior to this, Mr. Czajka was Executive Vice President and Chief Financial Officer of North Valley Bancorp, a publicly-

traded multi-bank holding company located in Redding, California. From 1994 through 2000, Mr. Czajka held the position of Vice President, Corporate Controller for Pacific Capital Bancorp in Santa Barbara, California.

Lucilio Couto was recently appointed on February 22, 2010 as Executive Vice President and Acting Chief Credit Officer pending regulatory Notice of Non disapproval; prior to that, he served as Senior Vice President and Special Assistant to the Chairman of the Board and he has been with Preferred Bank since July 2009. Before joining Preferred Bank he served in senior management positions at two other Southern California financial institutions including Vineyard Bank, NA. Mr. Couto served as the Chief Risk Officer of Vineyard Bank from July 2007 to April 2009 and Executive Vice President and Chief Credit Officer from September 2008 to April 2009. Prior to joining Vineyard Bank, Mr. Couto spent 16 years working for the FDIC in a variety of positions, including most recently Senior Risk Management Examiner. He has expertise in risk management, regulatory compliance, credit analysis and financial statement analysis. Mr. Couto received a Bachelor's degree of finance from California State University, San Bernardino in 1991 and graduated from the University of Wisconsin's Graduate School of Banking in 2004.

Robert Kosof was recently appointed on February 22, 2010 as Executive Vice President and Head of Commercial and Industrial Loans and Regional Branch Manager; prior to that, he served as Executive Vice President and Chief Credit Officer and he has been with Preferred Bank since 2008. Before joining Preferred Bank he was Executive Vice President and Chief Credit Officer of RP Realty Partners Entrepreneurial Fund from 2006 to 2008. Prior to that, he was Senior Vice President and Chief Lending Officer for Bank Leumi USA from 1987 to 2006. His responsibilities included credit approval and credit quality for the California branches of the Bank. From 1985 to 1987 he was Executive Vice President and Director for Olympic National Bank. From 1974 to 1985 he was Senior Vice President and head of Loan Administration which included Loan Adjustments for Imperial Bank.

Nick Pi has been our Executive Vice President and Group Manager since 2006 and our Senior Vice President and Corporate Banking Officer from 2003 to 2006. Before joining Preferred Bank, Mr. Pi was the Senior Vice President and Commercial Real Estate Lending Team Leader of Chinatrust Bank (U.S.A.) from 2000 to 2003. Prior to this, he held various corporate titles from Assistant Vice President to Senior Vice President at Chinatrust Bank (U.S.A.), mainly in the branch operation and lending fields from 1995 to 2000. His lending and credit experience also includes Grand Pacific Financing Corporation from 1989 to 1995, an affiliate of China Trust Group. Mr. Pi received a BA degree in Business School from National Taiwan University, Taiwan and a MBA degree from Emporia State University.

Available Information

The Bank also maintains an internet website at www.preferredbank.com. The Bank makes its website content available for information purposes only. It should not be relied upon for investment purposes.

We are subject to the reporting and other requirements of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). In accordance with Sections 12, 13 and 14 of the Exchange Act and as a bank that is not a member of the Federal Reserve System, we file certain reports, proxy materials, information statements and other information with the FDIC, copies of which can be inspected and copied at the public reference facilities maintained by the FDIC, at the Public Reference Section, Room F-6043, 550 17th Street, N.W., Washington, DC 20429. Requests for copies may be made by telephone at (202) 898-8913 or by fax at (202) 898-3909. Forms 3, 4 and 5 are filed electronically with FDIC, at the FDIC's website at <http://www.fdic.gov>.

ITEM 1A. RISK FACTORS

Risk Factors That May Affect Future Results

In addition to the other information on the risks we face and our management of risk contained in this annual report or in our other filings, the following are significant risks which may affect us. Events or circumstances arising from one or more of these risks could adversely affect our business, financial condition, operations and prospects and the value and price of our common stock could decline. The risks identified below are not intended to be a comprehensive list of all risks we face and additional risks that we may currently view as not material may also impair our business operations and results.

We are operating pursuant to the terms of the Order and uncertainty over our ability to comply with such terms raises substantial doubt about our ability to continue as a going concern.

We are operating pursuant to a Consent Order issued on March 22, 2010 by the FDIC and DFI (the "Order"), under which, among other things, requires us to increase and maintain our leverage, tangible common equity, and total risk-based capital ratios to at least 8.5%, 8.5%, and 10%, respectively, by July 20, 2010 and 10%, 10%, and 12%, respectively, by September 17, 2010. See "REGULATION AND SUPERVISION – Recent Regulatory Developments – Consent Order" and "—Going Concern." Failure to increase our capital ratios or further declines in our capital ratios exposes us to additional restrictions and regulatory actions, including potential regulatory take-over. This uncertainty as to our ability to meet existing or future regulatory requirements raises substantial doubt about our ability to continue as a going concern. If we cannot continue as a going concern, our shareholders will lose some or all of their investment.

In addition, our independent registered accounting firm in their audit report for fiscal year 2009 has expressed substantial doubt about our ability to continue as a going concern. Our audited financial statements were prepared under the assumption that we will continue our operations on a going concern basis, which contemplates the realization of assets and the discharge of liabilities in the normal course of business. Our financial statements do not include any adjustments that might be necessary if we are unable to continue as a going concern.

Further, our customers, employees, vendors, and others with whom we do business may react negatively to the substantial doubt about our ability to continue as a going concern. This negative reaction may lead to heightened concerns regarding our financial condition that could result in a significant loss in deposits and customer relationships, key employees, vendor relationships and our ability to do business with institutions upon which we rely.

Our operations may require us to raise additional capital in the future, but that capital may not be available or may not be on terms acceptable to us when it is needed.

We are required by federal and state banking regulatory authorities to maintain adequate levels of capital to support our operations. As part of the Order, we are also required to maintain certain regulatory capital ratios prior to certain dates specified in the Order. The minimum capital ratios and the dates by which such capital ratios must be obtained are set forth in the table below:

Ratio	Preferred Bank at 12/31/09	Requirement as of 7/15/10	Requirement as of 9/15/10
Tier 1 Leverage Ratio	6.2%	8.5%	10.0%
Tangible Common Equity Ratio	6.5%	8.5%	10.0%
Total Risk-Based Capital Ratio	8.5%	10.0%	12.0%

We have also committed to the FDIC and the DFI to adopt a consolidated capital plan to augment and maintain a sufficient capital position. Our existing capital resources may not satisfy our capital requirements for the foreseeable future and may not be sufficient to offset any problem assets. Further, should our asset quality erode and require significant additional provisions for credit losses, resulting in

additional net operating losses, our capital levels will decline and we will need to raise capital to satisfy our agreements under the Order.

Our ability to raise additional capital will depend on conditions in the capital markets at that time, which are outside our control, and on our financial performance. Accordingly, we cannot be certain of our ability to raise additional capital on terms acceptable to us. Inability to raise additional capital when needed, raises substantial doubt about our ability to continue as a going concern.

If our allowance for loan and lease losses is inadequate to cover actual losses, our financial results would be harmed.

A significant source of risk arises from the possibility that we could sustain losses because borrowers, guarantors and related parties may fail to perform in accordance with the terms of their loans. Although a substantial amount of loan losses have been incurred in 2008 and 2009, the underwriting and credit monitoring policies and procedures that we have adopted to address this risk may not prevent additional losses that could have an adverse effect on our business, financial condition, results of operations and cash flows. Additional losses may arise for a wide variety of reasons, many of which are beyond our ability to predict, influence or control. Some of these reasons could include a continued economic downturn in the State of California, a further decline in the California real estate market, changes in the interest rate environment, adverse economic conditions in Asia and natural disasters.

Like all financial institutions, we maintain an allowance for loan and lease losses to provide for loan and lease defaults and non-performance. Our allowance for loan and lease losses may not be adequate to cover actual loan and lease losses, and future provisions for loan and lease losses could materially and adversely affect our business, financial condition, results of operations and cash flows. Our allowance for loan and lease losses reflects our best estimate of the losses inherent in the existing loan and lease portfolio at the relevant balance sheet date and is based on management's evaluation of the collectability of the loan and lease portfolio, which evaluation is based on historical loss experience and other significant factors. For the year ended December 31, 2009, we recorded a provision for loan and lease losses and net loan charge-offs of \$71.3 million and \$55.4 million, respectively, compared to \$30.6 million and \$18.5 million for the year ended December 31, 2008.

The determination of an appropriate level of loan and lease loss allowance is an inherently difficult process and is based on numerous assumptions. The amount of future losses is susceptible to changes in economic, operating and other conditions, including changes in interest rates, that may be beyond our control and future losses may exceed current estimates. While we believe that our allowance for loan and lease losses is adequate to cover current losses, we cannot ensure that we will not increase the allowance for loan and lease losses further or that regulators will not require us to increase our allowance. Either of these occurrences could materially adversely affect our business, financial condition and results of operations would not affect cash flow directly.

If the risks inherent in construction lending are further realized, our net income could be adversely affected.

At December 31, 2009, our construction loans were \$202.2 million, or 19.4% of our total loans and leases held, and the average loan size of our construction loans was \$5.4 million. The risks inherent in construction lending include, among other things, the possibility that contractors may fail to complete, or fail to complete on a timely basis, construction of the relevant properties; substantial cost overruns in excess of original estimates and financing; market deterioration during construction; and a lack of permanent take-out financing. Loans secured by these properties also involve additional risk because the properties have no operating histories. In these loans funds are advanced upon the security of the project under construction, which is of uncertain value prior to completion of construction, and the estimated operating cash flow to be generated, by the completed project. The borrowers' ability to repay their obligations to us and the value of our security interest in the collateral will be materially adversely affected if the projects do not generate sufficient cash flow by being either sold or leased. Construction lending has

been a significant source of our loan losses incurred in 2008 and 2009 and this may continue, albeit at a lower level into 2010.

Difficult economic and market conditions have adversely affected our industry and us

Dramatic declines in the housing market, with decreasing home prices and increasing delinquencies and foreclosures, have negatively impacted the credit performance of mortgage and construction loans and resulted in significant write-downs of assets by many financial institutions. General downward economic trends, reduced availability of commercial credit and significantly higher unemployment have negatively impacted the credit performance of commercial and consumer credit, resulting in additional write-downs. Concerns over the stability of the financial markets and the economy have resulted in decreased lending by financial institutions to their customers and to each other. This market turmoil and tightening of credit has led to increased commercial and consumer deficiencies, lack of customer confidence, increased market volatility and widespread reduction in general business activity. Financial institutions have experienced decreased access to deposits and borrowings. The resulting economic pressure on consumers and businesses and the lack of confidence in the financial markets may adversely affect our business, financial condition, results of operations and stock price. We do not expect that the difficult conditions in the financial markets are likely to improve in the near future. A worsening of these conditions would likely exacerbate the adverse effects of these difficult market conditions on us and others in the financial institutions industry. In particular, we may face the following risks in connection with these events:

- We potentially face increased regulation of our industry. Compliance with such regulation may increase our costs and limit our ability to pursue business opportunities. Proposals have been discussed that call for a complete overhaul of the current regulatory framework applicable to commercial banks. We cannot assess the impact of any such changes on our business at this time.
- The process we use to estimate losses inherent in our credit exposure requires difficult, subjective and complex judgments, including forecasts of economic conditions and how these economic conditions might impair the ability of our borrowers to repay their loans. The level of uncertainty concerning economic conditions may adversely affect the accuracy of our estimates which may, in turn, impact the reliability of the process.
- The classification of our criticized loans as special mention, substandard, doubtful and loss and the related provision for loan losses, and the estimated losses inherent in our loan portfolio, could be increased by our primary regulators in connection with an examination of our loan portfolio, which could subject us to restrictions on our operations and require us to increase our capital.
- We may be required to pay significantly higher FDIC premiums because market developments have significantly depleted the insurance fund of the FDIC and reduced the ratio of reserves to insured deposits. As previously discussed, the FDIC has increased assessments on FDIC-insured institutions and may impose further increases.
- Our banking operations are concentrated primarily in California. Continued adverse economic conditions in this region in particular could further impair borrowers' ability to service their loans, decrease the level and duration of deposits by customers, and further erode the value of loan collateral. This could increase the amount of our non-performing assets and have an adverse effect on our efforts to collect our non-performing loans or otherwise liquidate our non-performing assets (including other real estate owned) on terms favorable to us, if at all, and could also cause a decline in demand for our products and services, or a lack of growth or a decrease in deposits, any of which may cause us to incur losses, adversely affect our capital, and hurt our business.

A continued deterioration in the California real estate market could hurt our business because most of our loans are secured by real estate located in California. As of December 31, 2009, approximately

74% of the book value of our loan portfolio consisted of loans collateralized by various types of real estate. Real estate values and real estate markets are generally affected by changes in national, regional or local economic conditions, fluctuations in interest rates and the availability of loans to potential purchasers, changes in tax laws and other laws, regulations and policies and acts of nature. In addition, real estate values in California could be affected by, among other things, earthquakes and national disasters particular to the state. If real estate prices decline, particularly in California, the value of real estate collateral securing our loans could be significantly reduced. As a result, we may experience greater charge-offs and, similarly, our ability to recover on defaulted loans by foreclosing and selling the real estate collateral would then be diminished and we would be more likely to suffer losses on defaulted loans.

As a result of these financial and economic crises, we have experienced substantial increases in nonperforming loans. Total nonperforming loans increased to \$145.3 million at December 31, 2009 from \$66.8 million at December 31, 2008 and \$20.9 million at December 31, 2007, representing 13.9%, 5.42% and 1.69% of total loans owned at December 31, 2009, December 31, 2008 and December 31, 2007, respectively. Total nonperforming assets increased to \$204.5 million at December 31, 2009 from \$101.9 million at December 31, 2008 and \$29.3 million at December 31, 2007, representing 15.7%, 6.87% and 1.90% of total assets at December 31, 2009, December 31, 2008 and December 31, 2007, respectively.

Declines in real estate prices and the volume of sales, especially in certain parts of California, along with the reduced availability of certain types of credit, have resulted in increases in delinquencies and losses in our portfolio of construction loans. Further declines in real estates prices with the continued economic recession in our markets and continued high or increased unemployment levels could cause additional losses which could continue to adversely affect our earnings and financial condition.

We and KPMG, our independent registered public accounting firm, have identified a material weakness in our internal control over financial reporting.

Management and KPMG, our independent registered public accountants, have identified a material weakness in our internal control over financial reporting related to the allowance for loan losses. The identified deficiency that was considered a material weakness related to management's policies and procedures for the monitoring and timely evaluation of and revision to management's approach for assessing credit risk inherent in the Bank's loan portfolios to reflect changes in the economic environment.

While we are taking steps to address the identified material weakness and prevent additional material weaknesses from occurring, there is no guarantee that these steps will be sufficient to remediate the identified material weakness or prevent additional material weaknesses from occurring. If we fail to remediate the material weakness, or if additional material weaknesses are discovered in the future, we may fail to meet our future reporting obligations and our financial statements may contain material misstatements. Any such failure could also adversely affect the results of the periodic management evaluations and annual auditor attestation reports regarding the effectiveness of our internal control over financial reporting.

If current levels of market disruption and volatility continue or worsen, there can be no assurance that we will not experience an adverse effect, which may be material, on our ability to access capital and on our business, financial condition and results of operations

Recent legislative and regulatory initiatives to address difficult market and economic conditions may not stabilize the U.S. banking system. On Oct. 3, 2008, President Bush signed into law the Emergency Economic Stabilization Act of 2008 (the "EESA") and, on February 17, 2009, President Obama signed into law the American Recovery and Reinvestment Act (the "ARRA") in response to the current crisis in the financial sector. The U.S. Treasury and banking regulators are implementing a number of programs under this legislation to address capital and liquidity issues in the banking system. There can be no assurance, however, as to the actual impact that the EESA and the ARRA will have on the financial markets, including the extreme levels of volatility and limited credit availability currently being experienced. The failure of these legislations to help stabilize the financial markets and a continuation or worsening of

current financial market conditions could have a material adverse effect on our business, financial condition, results of operations, access to credit, or the value of our securities.

We rely heavily on our senior management team and other key employees, the loss of whom could materially and adversely affect our business.

Our success depends heavily on the abilities and continued service of our executive officers, especially Li Yu, our founder, Chairman, President and Chief Executive Officer. Mr. Yu, who founded the company, is integral to implementing our business plan. We currently do not have an employment agreement or non-competition agreement with Mr. Yu nor our other executives.. Accordingly, members of our senior management team are not contractually prohibited from leaving or joining one of our competitors. If we lose the services of any of our executive officers, especially Mr. Yu, our business, financial condition, results of operations and cash flows may be adversely affected. Furthermore, attracting suitable replacements may be difficult and may require significant management time and resources.

We also rely to a significant degree on the abilities and continued service of our private banking, loan origination, underwriting, administrative, marketing and technical personnel. Competition for qualified employees and personnel in the banking industry is intense and there are a limited number of qualified persons with knowledge of, and experience in, the California community banking industry. The process of recruiting personnel with the combination of skills and attributes required to carry out our strategies is often lengthy. If we fail to attract and retain qualified management personnel and the necessary deposit generation, loan origination, underwriting, administrative, finance, marketing and technical personnel, our business, financial condition, results of operations and cash flows may be materially adversely affected.

A natural disaster or recurring energy shortage, especially in California, could harm our business.

Historically, Southern California has been vulnerable to natural disasters. Therefore, we are susceptible to the risks of natural disasters, such as earthquakes, wildfires, floods and mudslides. Natural disasters could harm our operations directly through interference with communications, as well as through the destruction of facilities and our operational, financial and management information systems. Uninsured or underinsured disasters may reduce a borrower's ability to repay mortgage loans. Disasters may also reduce the value of the real estate securing our loans, impairing our ability to recover on defaulted loans. Southern California has also experienced energy shortages which, if they recur, could impair the value of the real estate in those areas affected. The occurrence of natural disasters or energy shortages in Southern California could have a material adverse effect on our business, financial condition, results of operations and cash flows.

Our business is subject to interest rate risk and variations in interest rates may negatively affect our financial performance.

Market interest rates are affected by many factors that are beyond our control and are hard to predict, including inflation, recession, performance of the stock markets, a rise in unemployment, tightening money supply, exchange rates, monetary and other policies of various governmental and regulatory agencies, domestic and international disorder and instability in domestic and foreign financial markets.

Changes in the interest rate environment may reduce our profits. Changes in interest rates will influence not only the interest we receive on our loans and investment securities and the amount of interest we pay on deposits, it will also affect our ability to originate loans and obtain deposits and our costs in doing so. Rising interest rates, generally, are associated with a lower volume of loan originations, while lower interest rates are usually associated with higher loan originations.

We expect that we will continue to realize a substantial portion of our income from the differential or "spread" between the interest earned on loans, securities and other interest-earning assets, and interest

paid on deposits, borrowings and other interest-bearing liabilities. Because interest rates are based on the maturity, re-pricing and other characteristics of an instrument, conditions that trigger changes in interest rates do not produce equivalent changes in interest income earned on our interest-earning assets and interest expense paid on our interest-bearing liabilities. Accordingly, fluctuations in interest rates could adversely affect our interest rate spread and, in turn, our profitability.

In addition, an increase in the general level of interest rates may adversely affect the ability of some borrowers to pay the interest on and principal of their obligations, which could reduce our cash flows and harm our asset quality. In rising interest rate environments, loan repayment rates may decline and in falling interest rate environments, loan repayment rates may increase.

We face strong competition from financial services companies and other companies that offer banking services, and our failure to compete effectively with these companies could have a material adverse effect on our business, financial condition, results of operations and cash flows.

We conduct our operations primarily in California. The banking and financial services businesses in California are highly competitive and increased competition within California may result in reduced loan originations and deposits. Ultimately, we may not be able to compete successfully against current and future competitors. Many competitors offer the types of loans and banking services that we offer in our service areas. These competitors include national banks, regional banks and other community banks. We also face competition from many other types of financial institutions, including saving and loan associations, finance companies, brokerage firms, insurance companies, credit union, mortgage banks and other financial intermediaries. In particular, our competitors include financial institutions whose greater resources may afford them a marketplace advantage by enabling them to maintain numerous banking locations and mount extensive promotional and advertising campaigns. Areas of competition include interest rates for loans and deposits, efforts to obtain loan and deposit customers and a range in quality of products and services provided, including new technology-driven products and services. Competitive conditions may intensify as continued merger activity in the financial services industry produces larger, better-capitalized and more geographically diverse companies. Additionally, banks and other financial institutions with larger capitalization and financial intermediaries not subject to bank regulatory restrictions may have larger lending limits which would allow them to serve the credit needs of larger customers. These institutions, particularly to the extent they are more diversified than we are, may be able to offer the same loan products and services we offer at more competitive rates and prices.

We also face competition from out-of-state financial intermediaries that have opened loan production offices or that solicit deposits in our market areas. If we are unable to attract and retain banking customers, we may be unable to continue our loan growth and level of deposits, and our business, financial condition, results of operations and cash flows may be materially adversely affected.

If our underwriting practices are not effective, we may suffer further losses in our loan portfolio and our results of operations may be harmed.

We seek to mitigate the risks inherent in our loan portfolio by adhering to specific underwriting practices. Depending on the type of loan, these practices include analysis of a borrower's prior credit history, financial statements, tax returns and cash flow projections, valuation of collateral based on reports of independent appraisers and verification of liquid assets. Although we believe that our underwriting criteria are appropriate for the types of loans we make, we cannot assure you that they will be effective in mitigating all risks. Although the Bank has significantly curtailed its lending activities and substantially tightened its underwriting standards, if our more conservative underwriting criteria in effect when loans were granted proves to be ineffective, we may incur additional losses in our loan portfolio, and these losses may exceed the amounts set aside as reserves in our allowance for loan losses.

If the appraised value of our real property collateral is greater than the proceeds we realize from a sale or foreclosure of the property, we may suffer a loss in our loan portfolio.

In considering whether to make a loan on or secured by real property, we require an appraisal on such property. However, an appraisal is only an estimate of the value of the property at the time the appraisal is made. If the appraisal does not reflect the amount that may be obtained upon any sale or foreclosure of the property, we may not realize an amount equal to the indebtedness secured by the property and we may suffer further losses in our loan portfolio.

Adverse economic conditions in Asia could impact our business adversely.

We believe that our Chinese-American customers maintain significant ties to many Asian countries and, therefore, could be affected by economic and other conditions in those countries. We cannot predict the behavior of the Asian economies. U.S. economic policies, the economic policies of countries in Asia, domestic unrest and/or military tensions, crises in leadership succession, currency devaluations, and an unfavorable global economic condition may among other things adversely impact the Asian economies. We generally do not loan to customers or take collateral located outside of Southern California. However, if Asian economic conditions should continue to deteriorate, we could experience an outflow of deposits by our Chinese-American customers. In addition, adverse economic conditions could prevent or delay these customers from meeting their obligations to us. This may adversely impact the recoverability of investments with or loans made to these customers. Adverse economic conditions may also negatively impact asset values and the profitability and liquidity of companies operating in Asia, which will also impact the Bank's liquidity.

At December 31, 2009, approximately \$48.2 million, or 4.6%, of our loan portfolio consisted of loans made to finance international trade activities. Changes in monetary policy, including changes in interest rates, governmental regulation of international trade activities, currency valuation, price competition, competition from other financial institutions and general economic and political conditions could negatively impact the amount of goods imported to and exported from the United States, the ability of borrowers to repay loans made by us, and the number and extent of importers' and exporters' need for our trade finance activities. It is possible that if the U.S. dollar weakens against other foreign currencies, the cost of imported goods will increase, which could have an adverse impact on some of our customers who import goods for resale in the United States. Such factors could have a material adverse effect on our business, financial condition, results of operations and cash flows.

If we cannot attract deposits, our growth may be inhibited.

Although we are not planning to grow the balance sheet in the immediate future, we intend to seek additional deposits by continuing to establish and strengthening our personal relationships with our customers and by offering deposit products that are competitive with those offered by other financial institutions in our markets. Due to the fact that the Bank was deemed not to be well capitalized in the fourth quarter of 2009, we were restricted from accessing the brokered deposit market, which also includes the CDARS reciprocal deposits. As such, the Bank will not renew any of these brokered deposits and will let all of them mature during the course of 2010 and 2011. In addition, pursuant to the Order, the Bank must submit to the FDIC and the DFI a written plan for eliminating its reliance on brokered deposits. Accordingly, management has worked to create and execute a contingency funding plan to ensure that the Bank has sufficient liquidity to meet these brokered deposit maturities and to also have additional contingent cash on hand. We cannot assure you that these efforts will be successful. Our inability to attract additional deposits at competitive rates could have a material adverse effect on our business, financial condition, results of operations and cash flows.

We rely primarily on large certificates of deposits to fund our operations, and the potential volatility of such deposits and the unavailability of any such funds in the future could adversely impact our growth strategy and prospects.

We primarily rely on deposits, in particular certificates of deposit of \$100,000 or more, or Jumbo CDs, to fund our operations. Our average jumbo deposit customer has been a customer of the Bank for over six years. At December 31, 2009, we held \$328.6 million of Jumbo CDs, representing 28% of total deposits. These deposits are considered by the banking industry to be volatile and could be subject to

withdrawal. Withdrawal of a material amount of such deposits would adversely impact our liquidity, profitability, business, financial condition, results of operations and cash flows.

We rely on communications, information, operating and financial control systems technology from third-party service providers, and we may suffer an interruption in or break of those systems.

We rely on communications, information, operating and financial control systems technology from third-party service providers, and we may suffer an interruption in or break of those systems that may result in lost business and we may not be able to obtain substitute providers on terms that are as favorable if our relationships with our existing service providers are interrupted. We rely heavily on third-party service providers for much of our communications, information, operating and financial control systems technology, including customer relationship management, general ledger, deposit, servicing and loan origination systems. Any failure, interruption or breach in security of these systems could result in failures or interruptions in our customer relationship management, general ledger, deposit, servicing and/or loan origination systems. We cannot assure you that such failures or interruptions will not occur or, if they do occur, that they will be adequately addressed by us or the third parties on which we rely. The occurrence of any failures or interruptions could have a material adverse effect on our business, financial condition, results of operations and cash flows. If any of our third-party service providers experience financial, operational or technological difficulties, or if there is any other disruption in our relationships with them, we may be required to locate alternative sources of such services, and we cannot assure you that we could negotiate terms that are as favorable to us, or could obtain services with similar functionality as found in our existing systems without the need to expend substantial resources, if at all. Any of these circumstances could have a material adverse effect on our business, financial condition, results of operations and cash flows.

The U.S. government's monetary policies or changes in those policies could have a major effect on our operating results, and we cannot predict what those policies will be or any changes in such policies or the effect of such policies on us.

Our earnings will be affected by domestic economic conditions and the monetary and fiscal policies of the U.S. government and its agencies. The monetary policies of the Federal Reserve Bank, or the FRB, have had, and will continue to have, an important effect on the operating results of commercial banks and other financial institutions through its power to implement national monetary policy in order, among other things, to curb inflation or combat a recession.

The monetary policies of the FRB, affected principally through open market operations and regulation of the discount rate and reserve requirements, have had major effects upon the levels of bank loans, investments and deposits. For example, in 2007-2008, multiple rate decreases in the Fed Funds rate by the Federal Open Market Committee placed tremendous pressure on the profitability of many financial institutions because of the resulting contraction of net interest margins. It is not possible to predict the nature or effect of future changes in monetary and fiscal policies.

In addition to the Order, governmental regulation and regulatory actions against us may further impair our operations or restrict our growth and could result in a decrease in the value of your shares.

In addition to the requirements of the Order, we are subject to significant governmental supervision and regulation. Because our business is highly regulated, the laws, rules and regulations and supervisory guidance and policies applicable to us are subject to regular modification and change, which may have the effect of increasing or decreasing the cost of doing business, modifying permissible activities or enhancing the competitive position of other financial institutions. These laws are primarily intended for the protection of consumers, depositors and the deposit insurance funds and not for the protection of shareholders of bank holding companies or banks. Perennially, various laws, rules and regulations are proposed which, if adopted, could impact our operations by making compliance much more difficult or expensive, restricting our ability to originate or sell loans or further restricting the amount of interest or other charges or fees earned on loans or other products. We cannot assure you that these proposed laws,

rules and regulations or any other laws, rules or regulations will not be adopted in the future, which could make compliance much more difficult or expensive, restrict our ability to originate loans, further limit or restrict the amount of commissions, interest or other charges earned on loans originated by us or otherwise adversely affect our business, financial condition, results of operations or cash flows.

We are exposed to risk of environmental liability with respect to properties to which we take title.

In the course of our business, we may foreclose on and take title to properties securing our loans. If hazardous substances were discovered on any of the properties, we may be held liable to governmental entities or to third parties for property damage, personal injury, investigation and clean-up costs incurred by these parties in connection with environmental contamination or may be required to investigate or clean up hazardous or toxic substances or chemical releases at a property. Many environmental laws can impose liability regardless of whether we knew of or were responsible for the contamination. In addition, if we arrange for the disposal of hazardous or toxic substances at another site, we may be liable for the costs of cleaning up and removing those substances from the site, even if we neither own nor operate the disposal site. Environmental laws may require us to incur substantial expenses and may materially limit use of properties we acquire through foreclosure, reduce their value or limit our ability to sell them in the event of a default on the loans they secure. In addition, future laws or more stringent interpretations or enforcement policies with respect to existing laws may increase our exposure to environmental liability.

Negative publicity could damage our reputation.

Reputation risk, or the risk to our earnings and capital from negative publicity or public opinion, is inherent in our business. Negative publicity or public opinion could adversely affect our ability to keep and attract customers and expose us to adverse legal and regulatory consequences. Negative public opinion could result from our actual or perceived conduct in any number of activities, including lending practices, corporate governance, regulatory compliance, mergers and acquisitions, and disclosure, sharing or inadequate protection of customer information, and from actions taken by government regulators and community organizations in response to that conduct.

Terrorist attacks may have depressed the economy in the past and if there are additional terrorist events especially in our market, the economy could be adversely affected.

The possibility of further terrorist attacks, as well as continued terrorist threats, may create and perpetuate this economic uncertainty. Future terrorist acts and responses to such activities could adversely affect us in a number of ways, including an increase in delinquencies, bankruptcies or defaults that could result in a higher level of non-performing assets, net charge-offs and provision for loan losses.

Pursuant to the Order, we are prohibited from paying cash dividends or any other payments to our shareholders.

Under the terms of the Order, we are prohibited from paying cash dividends or any other payments to our shareholders without the prior written consent of the FDIC and the DFI. We do not know when the Bank will receive regulatory approval to pay dividends to our shareholders. These restrictions could have a negative effect on the value of our common stock.

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

The trading price of our common stock has fluctuated and may in the future fluctuate widely as a result of a number of factors, many of which are outside our control. In addition, the stock market is subject to fluctuations in the share prices and trading volumes that affect the market prices of the shares of many companies. These broad market fluctuations could adversely affect the market price of our common stock. Among the factors that could affect our stock price are:

- failure to comply with the terms of the Order;
- actual or anticipated quarterly fluctuations in our operating results and financial condition;
- changes in revenue or earnings estimates or publication of research reports and recommendations by financial analysts;
- failure to meet analysts' revenue or earnings estimates;
- speculation in the press or investment community;
- strategic actions by us or our competitors, such as acquisitions or restructurings;
- actions by institutional shareholders;
- fluctuations in the stock price and operating results of our competitors;
- general market conditions and, in particular, developments related to market conditions for the financial services industry;
- proposed or adopted regulatory changes or developments;
- anticipated or pending investigations, proceedings or litigation that involve or affect us; or
- domestic and international economic factors unrelated to our performance.

The stock market and, in particular, the market for financial institution stocks, has experienced significant volatility. As a result, the market price of our common stock has been and in the future may be volatile. In addition, the trading volume in our common stock may fluctuate more than usual and cause significant price variations to occur. The trading price of the shares of our common stock and the value of our other securities will depend on many factors, which may change from time to time, including, without limitation, our financial condition, performance, creditworthiness and prospects, future sales of our equity or equity related securities, and other factors identified above in "Forward-Looking Statements". Current levels of market volatility are still historically high. The capital and credit markets have been experiencing volatility and disruption for more than a year. In some cases, the markets have produced downward pressure on stock prices and credit availability for certain issuers without regard to those issuers' underlying financial strength.

Your share ownership may be diluted by the issuance of additional shares of our common stock in the future.

Your share ownership may be diluted by the issuance of additional shares of our common stock in the future. Our amended and restated articles of incorporation do not provide for preemptive rights to the holders of our common stock. Any authorized but unissued shares are available for issuance by our Board of Directors. As a result, if we issue additional shares of common stock to raise additional capital or for other corporate purposes, you may be unable to maintain your pro rata ownership in the Bank.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

Our headquarters and main branch office are located at 601 S. Figueroa Street, Los Angeles, California, 90017. This lease expires in August of 2020.

At December 31, 2009, we maintained twelve full-service branch offices in Alhambra, Arcadia, Century City, City of Industry, Diamond Bar, Pico Rivera, Santa Monica, Torrance, Anaheim, Irvine, and Chino, California all of which we lease, except the Irvine branch which we own. In February 2010, we consolidated our Chino and Diamond Bar branches and our Santa Monica and Century City branches. Since such consolidation, we maintain ten full-service branches. We believe that no single lease is material to our operations. Leases for branch offices are generally 3 to 12 years in length and generally provide renewal terms of 3 to 5 additional years.

We believe that our existing facilities are adequate for our present purposes. We believe that, if necessary, we could secure alternative facilities on similar terms without adversely affecting our operations. Total lease expense was \$1,829,000 for the year ended December 31, 2009 and \$1,700,000 for December 31, 2008.

The Bank accounts for its leases under the provision of ASC 840, Leases. Certain leases have scheduled rent increases, and certain leases include an initial period of free or reduced rent as an inducement to enter into the lease agreement (“rent holiday”). The Bank recognizes rent expense for rent increases and rent holiday on a straight line basis over the terms of the underlying lease without regard to when rent payments are made.

The following table provides certain information with respect to our owned and leased branch locations.

<u>Location</u>	<u>Address</u>	<u>Current Lease Term Expiration Date</u>	<u>Square Footage</u>	<u>Total Deposits at December 31, 2009</u>
(in thousands)				
Los Angeles County				
Alhambra	325 E. Valley Blvd.	05/31/19	6,000	\$125,029
Arcadia	1469 S. Baldwin Avenue	02/01/14	2,600	83,167
Century City	1801 Century Park East, Suite 100	06/30/11	4,416	42,242
City of Industry	17515-A Colima Road	03/14/15	5,610	88,873
Diamond Bar	1373 S. Diamond Bar Blvd.	11/30/16	3,440	67,432
Los Angeles (Head Office & branch)	601 S. Figueroa Street, 29th Floor	08/31/20	22,627	477,340
Pico Rivera	7004 Rosemead Blvd.	02/10/19	2,850	11,679
Santa Monica	524 Wilshire Blvd.	08/31/12	1,355	33,275
Torrance	3501 Sepulveda Blvd., Suite 107	06/30/16	4,800	121,994
Valencia (Vacant)	24501 Town Center Drive, Suite 103	11/30/11	2,926	—
Orange County				
Anaheim	1055 N. Tustin Avenue	7/15/18	2,750	17,601
Irvine (Purchased Branch Premises)	890 Roosevelt Avenue	N/A	4,960	65,370
San Bernardino County				
Chino	3926 Grand Avenue, #E	10/14/10	2,973	26,410

ITEM 3. LEGAL PROCEEDINGS

From time to time we are a party to claims and legal proceedings arising in the ordinary course of business. We accrue for any probable loss contingencies that are estimable and disclose any possible losses in accordance with ASC 450, "*Contingencies*." There are no pending legal proceedings or, to the best of our knowledge, threatened legal proceedings, to which we are a party which may have a material adverse effect upon our financial condition, results of operations and business prospects.

ITEM 4. RESERVED

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY AND RELATED SHAREHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Market Information

Our Common Stock commenced trading on the Nasdaq Global Market on February 15, 2005 under the symbol "PFBC." Prior to being listed on the Nasdaq National Market, our common stock was listed for trading on the OTC Bulletin Board under the symbol "PFBL." While listed for trading on the OTC Bulletin Board, there was limited trading at widely varying prices and on a number of days, there were no trades at all in our common stock.

The initial public offering price of our common stock on February 14, 2005 was \$25.33 per share. Our common stock closed at \$1.54 on April 12 2010 and there were 16,012,126 outstanding shares of our common stock. The number of shares and per share data has been adjusted to reflect our February 20, 2007 three-for-two stock split effected in the form of a dividend.

The following table sets forth the high and low sales prices for our common stock for the periods indicated as reported by the NASDAQ, as well as the cash dividends declared per share during the last two years:

	<u>High</u>	<u>Low</u>	<u>Cash Dividends Declared</u>
2008			
First Quarter.....	\$26.00	\$16.15	\$0.17
Second Quarter.....	\$17.20	\$ 5.10	\$0.10
Third Quarter.....	\$12.25	\$ 3.70	\$0.10
Fourth Quarter.....	\$11.49	\$ 5.03	\$0.10
2009			
First Quarter.....	\$6.80	\$ 4.85	\$0.08
Second Quarter.....	\$5.92	\$ 3.76	*
Third Quarter.....	\$3.91	\$ 2.70	*
Fourth Quarter.....	\$3.44	\$ 1.25	*

*On April 16, 2009, the Bank's Board of Directors elected to indefinitely suspend the Bank's cash dividend in order to preserve the Bank's capital.

Holders

As of April 12, 2010, 16,012,126 shares of the Bank's common stock were held by 154 shareholders of record.

Dividends

On April 16, 2009, the Bank's Board of Directors elected to indefinitely suspend the Bank's cash dividend in order to preserve the Bank's capital. Further, under the terms of the Order, we are prohibited from paying cash dividends or any other payments to our shareholders without the prior written consent of the FDIC and the DFI.

We began paying dividends on a quarterly basis in the first quarter of 2005, subject to regulatory, capital and contractual constraints. Any determination to pay dividends in the near future will, however, be at the discretion of the FDIC and the DFI and will depend upon our satisfaction of the requirements under the Order, which in turn will depend upon our earnings, financial condition, results of operations, capital requirements, available investment opportunities, regulatory restrictions, contractual restrictions and other factors that our board of directors may deem relevant. Accordingly, there can be no assurance that any stock or cash dividends will be declared in the future, and if any are declared, what amount they will be.

Because we are a California state-chartered bank, our ability to pay dividends or make distributions to shareholders are subject to restrictions set forth in the California Financial Code. California Financial Code Section 642 restricts the amount available for cash dividends by state-chartered banks to the lesser of: (1) retained earnings; or (2) the bank's net income for its last three fiscal years (less any distributions to shareholders made during such period).

However, Section 643 of the California Financial Code provides that notwithstanding the provisions of Section 642, a state-chartered bank may, with the prior approval of the California Commissioner, make a distribution to its shareholders in an amount not exceeding the greater of:

- retained earnings;
- net income for a bank's last preceding fiscal year; or
- net income of the bank for its current fiscal year.

If the California Commissioner finds that the shareholders' equity of the Bank is not adequate or that the payment of a dividend would be unsafe or unsound for the Bank, the California Commissioner may order the Bank not to pay a dividend to the Bank's shareholders.

In addition, under California law, the California Commissioner has the authority to prohibit a bank from engaging in business practices which the California Commissioner considers to be unsafe or injurious to its business or financial condition. It is possible, depending on our financial condition and other factors, that the California Commissioner could assert that the payment of dividends or other payments to our shareholders might under some circumstances be unsafe or injurious to our business or financial condition and prohibit such payment.

The FDIC also has the authority to prohibit a bank from engaging in business practices which the FDIC considers to be unsafe or unsound. It is possible, depending upon our financial condition and other factors, that the FDIC could assert that the payment of dividends or other payments might under some circumstances be such an unsafe or unsound practice and prohibit such payment.

Recent Sales of Unregistered Securities

On July 24, 2009, the Bank commenced a rights offering and concurrent public offering of up to \$10 million of the Bank's common stock, no par value, to its existing shareholders. Each right entitled the holder to purchase its pro rata allocation of shares of the Bank's common stock at the subscription price of \$2.88 per share. The Bank could, in its sole discretion, increase the number of shares offered by up to an additional 10% of the offering amount. The rights offering was over-subscribed and the Bank received approval from the California Department of Financial Institutions to issue additional shares.

On September 9, 2009, the Bank completed its rights offering and concurrent public offering. The Bank issued 5,912,919 shares of its common stock, no par value in exchange for approximately \$17.0 million. The Bank conducted this rights offering and concurrent public offering to raise equity capital to enhance its capital position.

Shares of the Bank's common stock are exempt from registration with the Securities and Exchange Commission under Section 3(a)(2) of the Securities Act of 1933, as amended, and were issued pursuant to a stock permit issued by the California Department of Financial Institutions. The Bank's shares are listed and freely tradable on the NASDAQ Global Select Market under the symbol "PFBC."

Issuer's Purchases of Equity Securities.

No repurchases of the Bank's common stock were made by or on behalf of the Bank in 2009.

Securities Authorized for Issuance Under Equity Compensation Plans.

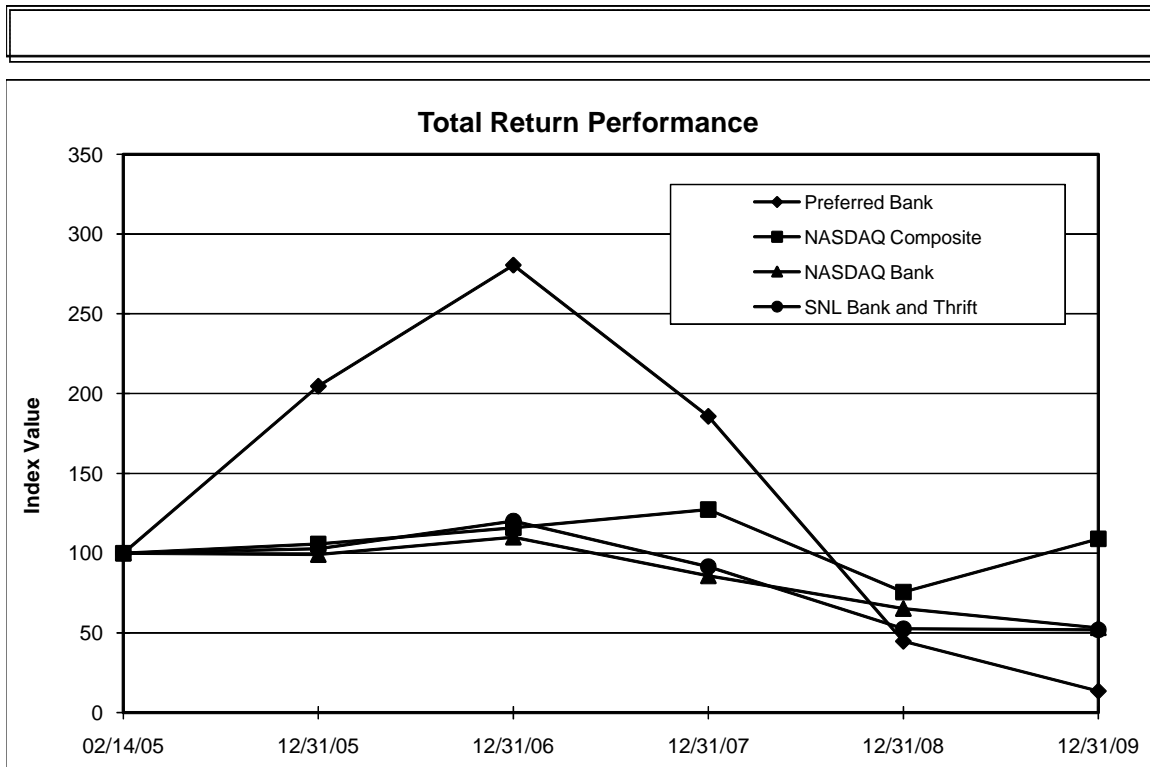
The following table provides information as of December 31, 2009 regarding equity compensation plans under which equity securities of the Bank were authorized for issuance.

<u>Plan Category</u>	Number of securities to be issued upon exercise of outstanding options (a)	Weighted average exercise price of outstanding options (b)	Number of securities available for future issuance under equity compensation plans excluding securities reflected in column (a) (c)
Equity incentive plans approved by security holders	1,428,200	\$22.51	498,350
Equity incentive plans not approved by security holders	—	—	—
	<u>1,428,200</u>		<u>498,350</u>

The shares data reflected above has been adjusted to reflect our February 20, 2007 three-for-two stock split effected in the form of a dividend.

Stock Performance Graph

The following graph shows a comparison of shareholder return on the Bank's common stock based on the market price of the common stock assuming the reinvestment of dividends, for the period beginning February 15, 2005 assuming an investment of \$100 in each as of February 15, 2005. The Bank is not included in either of these indices. Total shareholder return for the Bank, as well as for the indices, is based on the cumulative amount of dividends for a given period (assuming dividend reinvestment) and the difference between the share price at the beginning and at the end of the period. This graph is historical only and may not be indicative of possible future performance of the common stock.



Index	Period Ending					
	02/14/05	12/31/05	12/31/06	12/31/07	12/31/08	12/31/09
Preferred Bank	100.00	204.71	280.61	185.81	44.77	13.60
NASDAQ Composite	100.00	105.88	115.96	127.34	75.71	108.94
NASDAQ Bank	100.00	99.09	109.99	85.72	65.21	53.14
SNL Bank and Thrift	100.00	102.84	120.17	91.64	52.70	51.99

ITEM 6. SELECTED FINANCIAL DATA

The following table shows our selected historical financial data for the periods indicated. You should read our selected historical financial data, together with the notes thereto, in conjunction with the more detailed information in our consolidated financial statements and related notes and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” included elsewhere in this Form 10-K.

Our financial condition data as of December 31, 2009 and 2008 and our statement of operations data for the years ended December 31, 2009, 2008 and 2007 have been derived from our audited historical financial statements included elsewhere in this Form 10-K.

Our financial condition data as of December 31, 2007, 2006 and 2005 and our statement of operations data for the year ended December 31, 2006 and 2005 have been derived from our audited historical financial statements that are not included in this Form 10-K.

	At or for the Year Ended December 31,				
	2009	2008	2007	2006	2005
	(Dollars in thousand, except per share data)				
Financial Condition Data:					
Total assets	\$ 1,306,781	\$ 1,483,231	\$ 1,542,610	\$ 1,348,841	\$ 1,136,720
Total deposits	1,160,412	1,257,323	1,253,110	1,161,344	975,467
Investments securities available-for-sale, at fair value sale	114,464	104,406	245,268	198,689	162,935
Loans and leases, gross	1,043,299	1,231,232	1,233,099	997,317	771,143
Cash and cash equivalents	68,071	69,586	22,803	26,878	25,123
Other real estate owned ⁽¹⁾	59,190	35,127	8,444	—	—
Shareholders’ equity	85,374	137,491	152,952	145,932	123,846
Statement of Operations Data:					
Interest income	\$ 58,876	\$ 85,959	\$ 112,607	\$ 90,262	\$ 60,082
Interest expense	<u>22,812</u>	<u>34,634</u>	<u>44,199</u>	<u>31,424</u>	<u>16,062</u>
Net interest income	36,064	51,325	68,408	58,838	44,020
Provision for credit losses	<u>71,250</u>	<u>30,560</u>	<u>4,900</u>	<u>1,960</u>	<u>2,110</u>
Net interest (loss) income after provision for loan and lease losses	(35,186)	20,765	63,508	56,878	41,910
Noninterest income	6,476	4,941	3,090	3,028	3,868
Noninterest expense	<u>51,953</u>	<u>35,594</u>	<u>21,461</u>	<u>20,017</u>	<u>17,571</u>
(Loss) income before provision for income taxes	(80,663)	(9,888)	45,137	39,889	28,207
(Benefit) provision for income taxes	<u>(8,128)</u>	<u>(4,876)</u>	<u>18,670</u>	<u>16,538</u>	<u>11,382</u>
Net (loss) income	<u>(72,535)</u>	<u>\$ (5,012)</u>	<u>\$ 26,467</u>	<u>\$ 23,351</u>	<u>\$ 16,825</u>

	At or for the Year Ended December 31,				
	2009	2008	2007	2006	2005
	(Dollars in thousands, except per share data)				
Share Data:					
Net (loss) income per share, basic ⁽²⁾ ⁽¹⁰⁾	\$ (6.30)	\$ (0.51)	\$ 2.56	\$ 2.29	\$ 1.72
Net (loss) income per share, diluted ⁽²⁾ ⁽¹⁰⁾	\$ (6.30)	\$ (0.51)	\$ 2.50	\$ 2.21	\$ 1.65
Book value per share ⁽³⁾ ⁽¹⁰⁾	\$ 5.41	\$ 14.09	\$ 15.37	\$ 14.20	\$ 12.34
Shares outstanding at period end ⁽¹⁰⁾	15,767,126	9,755,207	9,953,532	10,274,706	10,037,856
Weighted average number of shares outstanding, basic ⁽²⁾ ⁽¹⁰⁾	11,518,145	9,790,858	10,330,232	10,194,515	9,782,645
Weighted average number of shares outstanding, diluted ⁽²⁾ ⁽¹⁰⁾	11,518,145	9,810,391	10,580,949	10,556,282	10,195,958
Selected Other Balance Sheet Data⁽⁴⁾:					
Average assets	\$ 1,440,279	\$ 1,506,228	\$ 1,405,311	\$ 1,180,749	\$ 1,006,222
Average earning assets	1,357,385	1,444,340	1,362,433	1,142,126	969,019
Average shareholders' equity	129,959	149,635	156,217	134,384	110,250
Selected Financial Ratios⁽⁴⁾:					
Return on average assets	(5.04)%	(0.33)%	1.88%	1.98%	1.67%
Return on average shareholders' equity ⁽³⁾	(55.81)	(3.35)	16.94	17.38	15.26
Shareholders' equity to assets ⁽⁵⁾	6.53	9.27	9.92	10.82	10.90
Net interest margin ⁽⁶⁾	2.72	3.62	5.06	5.18	4.54
Efficiency ratio ⁽⁷⁾	(122.13)	63.26	30.02	32.35	36.69
Selected Asset Quality Ratios:					
Non-performing loans to total loans and leases ⁽⁸⁾	13.92%	5.42%	1.69%	0.11%	—%
Non-performing assets to total assets ⁽⁹⁾	15.65	6.87	1.90	0.08	—
Allowance for loans and lease losses to total loans and leases	4.10	2.19	1.21	1.03	1.16
Allowance for loans and lease losses to non-performing loans	29.47	40.33	71.27	913.93	—
Net charge-offs (recoveries) to average loans and leases	4.76	1.52	0.02	0.08	(0.02)

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

(2) Net income per share, basic is computed by dividing net income adjusted by presumed dividend payments and earnings on unvested restricted stock by the weighted average number of common shares outstanding. Losses are not allocated to participating securities. Unvested shares of restricted stock are excluded from basic shares outstanding. Net income per share, diluted reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock or resulted in the issuance of common stock that then shares in the loss or earnings of the Bank.

(3) Book value per share represents our shareholders' equity divided by the number of shares of common stock issued and outstanding at the end of the period indicated (exclusive of shares exercisable under our stock option plans).

(4) Average balances used in this chart and throughout this annual report are based on daily averages. Percentages as used throughout this annual report have been rounded to the closest whole number, tenth or hundredth as the case may be.

(5) For a discussion of the components of the capital ratios, see "Management's Discussion and Analysis of Financial Condition and Results of Operations—Capital Resources."

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

(7) The efficiency ratio is the ratio of noninterest expense divided by the sum of net interest income before the provision for credit losses plus noninterest income.

(8) Non-performing loans consist of loans on nonaccrual and loans past due 90 days or more and restructured debt.

(9) Non-performing assets consist of non-performing loans, restructured debt and other real estate owned.

(10) Adjusted to reflect 3-for-2 stock split effected in the form of a dividend, distributed on February 20, 2007.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Our discussion and analysis of earnings and related financial data are presented herein to assist investors in understanding the financial condition of our Company at December 31, 2009 and 2008, and the results of operations for the years ended December 31, 2009, 2008 and 2007. This discussion should be read in conjunction with the consolidated financial statements and related footnotes of our Company presented elsewhere herein. Historical share and per share data has been adjusted to reflect our February 2007 three-for-two stock split.

Overview

We experienced growth in assets, loans, deposits and net income in 2007; however, as a result of the rapid slowdown in the real estate market, deteriorating economic conditions, and volatile interest rate movements, the Bank incurred net operating losses in 2008 due to significant credit quality issues as well as losses on its investment portfolio. These losses continued in 2009. More specifically:

- Our net interest margin decreased primarily due to lower rates earned on loans and a significant increase in loans on nonaccrual status.
- The provision for credit losses in 2009 increased substantially from prior periods reflecting the rapid increase in classified and nonperforming loans due to the unprecedented economic conditions, especially in the real estate market.
- The Bank recorded significant expenses in connection with the decline in value and the disposition of other real estate owned.
- The level of non-performing loans increased significantly during 2009 to a level much higher than in prior periods.

If general economic conditions and the real estate market do not show signs of sustained recovery, these trends could continue. Our national economy and California in particular are in the midst of a recovery from an unprecedented recession that has its roots in real estate values. As a result, Management's primary focus during 2010 will remain on credit quality, capital preservation and liquidity management.

We derive our income primarily from interest received on our loan and investment securities portfolios, and fee income we receive in connection with servicing our loan and deposit customers. Our major operating expenses are the interest we pay on deposits and borrowings, and the salaries and related benefits we pay our management and staff. We rely primarily on locally-generated deposits, approximately half of which we receive from the Chinese-American market within Southern California, to fund our loan and investment activities.

For the year-ended December 31, 2009 the Bank recorded a net loss of \$72.5 million as compared to a net loss of \$5.0 million for December 31, 2008. The increase in net loss during 2009 is primarily due to increases in credit loss provision, a valuation allowance recorded on the Bank's deferred tax asset, increased expenses associated with OREO including valuation allowance and a decrease in our net interest income as a result lower overall loans outstanding and a significant increase in non-accrual loans in 2009. See —“Results of Operations”.

For the year-ended December 31, 2008 the Bank recorded a net loss of \$5.0 million as compared to a net income of \$26.5 million for December 31, 2007. The decrease in net earnings during 2008 is primarily due to increases in credit loss provision, write-downs on investment securities and a decrease in our net interest income as a result of significant decreases in interest rates during 2008.

Regulatory Matters

On March 16, 2010, the members of the Board of Directors of the Bank consented to the issuance of a Consent Order (the "Order") from the FDIC and the DFI. The Order was signed on March 22, 2010 and among other things, the Order requires that the Bank must have and maintain qualified management and notify the FDIC and the DFI in writing when it proposes to make any changes in its Board of Directors or senior executive officers at least 30 days prior to the date any change is to become effective, requires that the Bank must develop and adopt a plan to meet and maintain the capital requirements contained in the Order and the FDIC's Statement of Policy on Risk-Based Capital. The minimum capital ratios and the dates by which such capital ratios must be obtained are set forth in the table below:

Ratio	Preferred Bank at 12/31/09	Requirement as of 7/15/10	Requirement as of 9/15/10
Tier 1 Leverage Ratio	6.2%	8.5%	10.0%
Tangible Common Equity Ratio	6.5%	8.5%	10.0%
Total Risk-Based Capital Ratio	8.5%	10.0%	12.0%

The Order also prohibits the Bank from paying cash dividends or making any other payments to its shareholders without prior written consent of the FDIC and the DFI, requires that the Bank reduce classified assets to not more than 50% of the Bank's Tier 1 capital and ALLL within 270 days of the Order, requires that the Bank reduce concentrations of construction and land loans, requires that the Bank adopt an enhanced written liquidity management policy and adopt a written plan which addresses profit retention. The Bank is required by this Order to submit quarterly progress reports detailing actions taken to comply with this order.

The Board of Directors and management are committed to addressing and resolving the matters raised in the Order on a timely basis and actions have already been undertaken to comply with each requirement.

On February 9, 2010, the Bank was notified by the FDIC that the FDIC had determined that the Bank was 'adequately capitalized' as of December 31, 2009 based on the capital ratios contained in the Bank's Call Report as of December 31, 2009 which was filed on January 28, 2010. An amended Call Report is expected to be filed and the Bank still expects to be adequately capitalized.

The Bank utilizes a variety of funding sources in conducting its operations, including the use of "brokered deposits" as defined by banking regulators. Such brokered deposits totaled \$189.6 million at December 31, 2009. During the fourth quarter of 2009, due to the fact that the Bank is no longer considered to be well-capitalized, the Bank is no longer allowed to access the brokered deposit market which also includes the CDARS reciprocal deposits. As such, the Bank will not renew any of these brokered deposits and will let all of them mature during the course of 2010 and 2011. In addition, pursuant to the Order, the Bank must submit to the FDIC and the DFI a written plan for eliminating its reliance on brokered deposits. Accordingly, we have worked and planned diligently to ensure that the Bank has sufficient liquidity to meet these brokered deposit maturities and to also have additional contingent cash on hand. We have worked to increase cash on hand which as of December 31, 2009 was \$68 million. Based on scheduled loan maturities and required repayments, management anticipates a substantial pay down in the loan portfolio during 2010 which will result in additional cash on the balance sheet. In addition, management is also looking to sell certain of its investment securities which cannot be pledged as collateral at the FHLB for future borrowings. Finally, the Bank is also able to raise deposits from time to time from other financial institutions to augment its cash position. Management is confident that these efforts will result in maintaining sufficient cash to be able to pay out maturing brokered deposits and CDARS deposits and also maintain a substantial level of contingent liquidity

Recent Developments

There have been significant disruptions in the U.S. and international financial system during the period covered by this report. The financial services industry continues to suffer high volatility and adverse financial conditions. Regionally high unemployment, slumping residential real estate values, decreased liquidity in capital and credit markets, and a general lack of confidence in the financial service sector of the economy as a result of recent bank failures present challenges. The U.S. Government, the governments of other countries, and multinational institutions have provided vast amounts of liquidity and capital for the banking system.

In response to the financial crises affecting the overall banking system and financial markets in the United States, on October 3, 2008, the Emergency Economic Stabilization Act of 2008 (“EESA”) was enacted to provide up to \$700 billion to the United States Department of Treasury (“U.S. Treasury”) to purchase mortgages, mortgage backed securities and certain other financial instruments from financial institutions for the purpose of stabilizing and providing liquidity to the U.S. financial markets.

On October 14, 2008, under the authority of EESA, the U.S. Treasury announced the Troubled Asset Relief Program (“TARP”) Capital Purchase Program. Under this program, the U.S. Treasury would purchase up to \$250 billion of senior preferred shares from qualified U.S. financial institutions.

On February 17, 2009, President Obama signed into law the American Recovery and Reinvestment Act (the “ARRA”) in response to the current crisis in the financial sector. The U.S. Treasury and banking regulators are implementing a number of programs under this legislation to address capital and liquidity issues in the banking system.

Federal and state governments could pass additional legislation responsive to current credit conditions. As an example, we could experience higher credit losses because of federal or state legislation or regulatory action that reduces the principal amount or interest rate under existing loan contracts. Also, we could experience higher credit losses because of federal or state legislation or regulatory action that limits the Bank’s ability to foreclose on property or other collateral or makes foreclosure less economically feasible.

The FDIC insures deposits at FDIC insured financial institutions up to certain limits. The FDIC charges insured financial institutions premiums to maintain the Deposit Insurance Fund. Current economic conditions have increased expectations for bank failures, in which case the FDIC would take control of failed banks and ensure payment of deposits up to insured limits using the resources of the Deposit Insurance Fund. In such case, the FDIC may increase premium assessments to maintain adequate funding of the Deposit Insurance Fund, including requiring riskier institutions to pay a larger share of the premiums. An increase in premium assessments would increase the Bank’s expenses. Legislation was passed that included a provision for a temporary increase in the amount of deposits insured by FDIC to \$250,000 until December 2013. On October 14, 2008, the FDIC announced a new program — the Temporary Liquidity Guarantee Program — that provides unlimited deposit insurance coverage on funds in non-interest bearing transaction deposit accounts and NOW accounts with rates not in excess of 0.5% not otherwise covered by the existing temporary deposit insurance limit of \$250,000. The Bank has chosen to participate in the Temporary Liquidity Guarantee Program. The behavior of depositors in regard to the level of FDIC insurance could cause the Bank’s existing customers to reduce the amount of deposits held at the Bank, and or could cause new customers to open deposit accounts at the Bank. The level and composition of the Bank’s deposit portfolio directly impacts the Bank’s funding cost and net interest margin. As a result of these measures, premiums the Bank pays for FDIC insurance have increased and may continued to increase, which would adversely affect net income. The impact of such measures cannot be assessed at this time.

The actions described above, together with additional actions announced by the U.S. Treasury and other regulatory agencies, continue to develop. It is not clear at this time what impact, EESA, TARP, other liquidity and funding initiatives of the U.S. Treasury and of other bank regulatory agencies that have been

previously announced, and any additional programs that may be initiated in the future, will have on the financial markets and the financial services industry. The increased levels of volatility and limited credit availability currently being experienced could continue to effect the U.S. banking industry and the broader U.S. and global economies, which will have an effect on all financial institutions, including the Bank.

Critical Accounting Policies

Our accounting policies are integral to understanding the financial results reported. Our most complex accounting policies require management's judgment to ascertain the valuation of assets, liabilities, commitments and contingencies. We have established detailed policies and control procedures that are intended to ensure valuation methods are well controlled and consistently applied from period to period. In addition, these policies and procedures are intended to ensure that the process for changing methodologies occurs in an appropriate manner. The following is a brief description of our current accounting policies involving significant management valuation judgments.

Allowance for Loan and Lease Losses

The allowance for loan and lease losses, or ALLL, represents our best estimate of losses inherent in the existing loan and lease portfolio. The allowance for loan and lease losses is increased by the provision for credit losses charged to expense and reduced by loans and leases charged off, net of recoveries.

We evaluate our allowance for loan and lease losses quarterly. We believe that the allowance for loan and lease losses is a "critical accounting estimate" because it is based upon management's assessment of various factors affecting the collectability of the loans and leases, including current economic conditions, past credit experience, delinquency status, the value of the underlying collateral, if any, and a continuing review of the portfolio of loans and leases. On a non-recurring basis, the Bank measures the fair value of impaired collateral dependent loans based on fair value of the collateral value which is derived from appraisals that take into consideration prices in observable transactions involving similar assets in similar locations in accordance with Receivables Topic of FASB ASC covering loan impairments.

Like all financial institutions, we maintain an ALLL based on a number of quantitative and qualitative factors. The amount of the allowance is based on management's evaluation of the collectability of the loan and lease portfolio and that evaluation is based on historical loss experience and other significant factors. These other significant factors include the level and trends in delinquent, nonaccrual and adversely classified loans and leases, trends in volume and terms of loans and leases, levels and trends in credit concentrations, effects of changes in underwriting standards, policies, procedures and practices, national and local economic trends and conditions, changes in capabilities and experience of lending management and staff and other external factors including industry conditions, competition and regulatory requirements.

The allowance adequacy analysis requires a significant amount of judgment and subjectivity by management especially in regards to the qualitative portion of the analysis. We cannot provide you with any assurance that further economic difficulties or other circumstances which would adversely affect our borrowers and their ability to repay outstanding loans and leases will not occur. These difficulties or other circumstances could result in increased losses in our loan and lease portfolio, which could result in actual losses that exceed reserves previously established.

Investment Securities

The classification and accounting for investment securities are discussed in detail in Note 1 of the Consolidated Financial Statements presented elsewhere herein. Under Investments – Debt and Equity Securities Topic of FASB ASC, investment securities must be classified as held-to-maturity, available-for-sale, or trading. The appropriate classification is based partially on our ability to hold the securities to

maturity and largely on management's intentions with respect to either holding or selling the securities. The classification of investment securities is significant since it directly impacts the accounting for unrealized gains and losses on securities. Unrealized gains and losses on trading securities flow directly through earnings during the periods in which they arise, whereas unrealized gains and losses on available-for-sale securities are recorded as a separate component of shareholders' equity (accumulated other comprehensive income or loss) and do not affect earnings until realized. The fair values of our investment securities are generally determined by an independent pricing service and are considered to be level 2 or 3 categories as defined by Fair Value Measurements and Disclosures Topic of FASB ASC. Management reviews the fair value of investment securities on a monthly basis for reasonableness. On a quarterly basis, management thoroughly assesses the fair values of impaired investment securities by looking at other data regarding the fair values such as: recent trading levels of the same or similarly rated securities, reviewing assumptions used in discounted cash flow analyses for reasonableness and other information such as general market conditions.

We are obligated to assess, at each reporting date, whether there is an "other-than-temporary" impairment to our investment securities. For debt securities, we assess whether (a) we have the intent to sell the security and (b) it is more likely than not that we will be required to sell the security prior to its anticipated recovery. These steps are done before assessing whether the entity will recover the cost basis of the investment. Previously, this assessment required us to assert we had both the intent and the ability to hold a security for a period of time sufficient to allow for an anticipated recovery in fair value to avoid recognizing an other-than-temporary impairment. In instances when a determination is made that an other-than-temporary impairment exists but we do not intend to sell the debt security and it is not more likely than not that we will be required to sell the debt security prior to its anticipated recovery, the newly adopted FASB guidance covering recognition and presentation of other-than-temporary impairments, changes the presentation and amount of the other-than-temporary impairment recognized in the income statement. The other-than-temporary impairment is separated into (a) the amount of the total other-than-temporary impairment related to a decrease in cash flows expected to be collected from the debt security (the credit loss) and (b) the amount of the total other-than-temporary impairment related to all other factors. The amount of the total other-than-temporary impairment related to the credit loss is recognized in earnings. The amount of the total other-than-temporary impairment related to all other factors is recognized in other comprehensive income. The determination of other-than-temporary impairment is a subjective process, requiring the use of judgments and assumptions. We examine all individual securities that are in an unrealized loss position at each reporting date for other-than-temporary impairment. Specific investment-related factors we examine to assess impairment include the nature of the investment, severity and duration of the loss, the probability that we will be unable to collect all amounts due, an analysis of the issuers of the securities and whether there has been any cause for default on the securities and any change in the rating of the securities by the various rating agencies. Additionally, we evaluate whether the creditworthiness of the issuer calls the realization of contractual cash flows into question.

The Bank considers all available information relevant to the collectability of the pooled trust preferred securities, including information about past events, current conditions, and reasonable and supportable forecasts, when developing the estimate of future cash flows and making its other-than-temporary impairment assessment for our portfolio of pooled trust preferred securities. The Bank considers factors such as remaining payment terms of the security, prepayment speeds, the financial condition of the underlying issuers and expected defaults.

We re-examine the financial resources, intent and the overall ability of the Bank to hold the securities until their fair values recover. Management does not believe that there are any investment securities, other than those identified in the current and previous periods, which are deemed to be "other-than-temporarily" impaired as of December 31, 2009. Investment securities are discussed in more detail in Note 2 to the Bank's consolidated financial statements presented elsewhere in this report.

Income Taxes

The Bank accounts for income taxes using the asset and liability method. The objective of the asset and liability method is to establish deferred tax assets and liabilities for the temporary differences between the financial reporting basis and the tax basis of the Bank's assets and liabilities at enacted tax rates expected to be in effect when such amounts are realized or settled. A valuation allowance is established for deferred tax assets if based on the weight of available evidence, it is more likely than not that some portion or all of the deferred tax assets will not be realized. The valuation allowance is sufficient to reduce the deferred tax assets to the amount that is more likely than not to be realized. Income taxes are discussed in more detail in "Notes to Consolidated Financial Statements, Note 1 — Summary of Significant Accounting Policies" and "Note 6 — Income Taxes"

Stock Split Effected in the form of a Stock Dividend

On January 25, 2007 the Bank announced that its Board of Directors had approved a 3-for-2 stock split to be effected in the form of a stock dividend. Each shareholder of record at the close of business on February 5, 2007 received one additional share of common stock for every two shares of common stock that they owned as of such date. The additional shares were distributed on February 20, 2007. A shareholder who would otherwise be entitled to receive a fractional share of common stock received in lieu thereof, cash in a proportional amount based on the closing price of the common stock on the Nasdaq Global Select Market on the record date. After giving effect to the stock split, we have retroactively adjusted the number of common shares outstanding to 10,274,632 at December 31, 2006. Accordingly, all references in the accompanying statement of financial condition, results of operations and statement of changes in shareholders' equity to the number of common stock shares and earnings per share amounts have been retroactively adjusted for all period presented. As a result of the stock split, and in accordance with the 1992 Equity Incentive Stock Option Plan, the Interim Plan, and the 2004 Equity Incentive Plan, all outstanding stock options and exercise prices were adjusted based on the same 3-for-2 formula.

Results of Operations

The following tables summarize key financial results for the periods indicated:

	Year Ended December 31,		
	2009	2008	2007
	(Dollars in thousands, except per share data)		
Net (loss) income	\$ (72,535)	\$ (5,012)	\$ 26,467
Net (loss) income per share, basic ⁽¹⁾	\$ (6.30)	\$ (0.51)	\$ 2.56
Net (loss) income per share, diluted ⁽¹⁾	\$ (6.30)	\$ (0.51)	\$ 2.50
Return on average assets	(5.04)%	(0.33)%	1.88%
Return on average shareholders' equity	(55.81)%	(3.35)%	16.94%

⁽¹⁾ Adjusted to reflect 3-for-2 stock split effected in the form of dividend, distributed on February 20, 2007.

Year Ended December 31, 2009 Compared to Year Ended December 31, 2008

	Year Ended December 31,		
	2009	2008	Increase (Decrease)
	(Dollars in thousands, except per share data)		
Statement of Operations Data:			
Interest income	\$ 58,876	\$ 85,959	\$ (27,083)
Interest expense	<u>22,812</u>	<u>34,634</u>	<u>(11,822)</u>
Net interest income	36,064	51,325	(15,261)
Provision for credit losses	<u>71,250</u>	<u>30,560</u>	<u>40,690</u>
Net interest (loss) income after provision for loan and lease losses	(35,186)	20,765	(55,951)
Noninterest income	6,476	4,941	1,535
Noninterest expense	<u>51,953</u>	<u>35,594</u>	<u>16,359</u>
Loss before income taxes	(80,663)	(9,888)	(70,775)
Income tax benefit	<u>(8,128)</u>	<u>(4,876)</u>	<u>(3,252)</u>
Net loss	<u>\$ (72,535)</u>	<u>\$ (5,012)</u>	<u>\$ (67,523)</u>
Net loss per share, basic	<u>\$ (6.30)</u>	<u>\$ (0.51)</u>	<u>\$ (5.79)</u>
Net loss per share, diluted	<u>\$ (6.30)</u>	<u>\$ (0.51)</u>	<u>\$ (5.79)</u>

The Bank's net loss increased to \$72.5 million, or \$6.30 per diluted share, for the year-ended December 31, 2009, from a net loss of \$5.0 million, or \$0.51 per diluted share, for the year ended December 31, 2008. Our return on average assets was (5.04)% and return on average shareholders' equity was (55.81)% for the year ended December 31, 2009, compared to (0.33)% and (3.35)%, respectively, for the year ended December 31, 2008.

Net loss increased from 2008 to 2009, principally as a result of a decrease in net interest income of \$15.3 million, a \$40.7 million increase in the provision for credit losses and an increase in OREO expenses of \$20.0 million, partially offset by an increase in the benefit for income taxes by \$3.3 million as the Bank recorded a valuation on its deferred tax asset in 2009 of \$27.1 million. Without the valuation allowance on the deferred tax asset, the benefit for income taxes would have been \$35.1 million.

The \$15.3 million, or 29.7%, decrease in net interest income was due primarily to the lower loan totals as well as a significant increase in nonaccrual loans in 2009. Our overall cost of funds in 2009 decreased by 98 basis points to 2.08%, compared to 3.06% for 2008 while yields on earning assets decreased 162 basis points to 4.40% from 6.02%. The impact of a declining interest rate environment in 2009 was the primary driver of our decreased cost of funds during 2009.

As of December 31, 2009, 81% of our loan portfolio was tied to the Prime Rate, which has the potential to re-price daily, and 10% was tied to the London Interbank Offer Rate, or LIBOR, or other indices, which re-price periodically. Approximately 71% of our loan portfolio had a floor interest rate at various levels, which would provide us with some protection in a falling interest rate environment should the Prime Rate decline to a level below the floor interest rate. Approximately 2% of our loan portfolio had interest rate ceilings at various rates limiting the amount of interest rate increases that can be passed on to the borrower. Our weighted average maturity of certificates of deposit at December 31, 2009 was 7.6 months.

Year Ended December 31, 2008 Compared to Year Ended December 31, 2007

	Year Ended December 31,		
	2008	2007	Increase (Decrease)
	(Dollars in thousands, except per share data)		
Statement of Operations Data:			
Interest income	\$ 85,959	\$ 112,607	\$ (26,648)
Interest expense	<u>34,634</u>	<u>44,199</u>	<u>(9,565)</u>
Net interest income	51,325	68,408	(17,083)
Provision for credit losses	<u>30,560</u>	<u>4,900</u>	<u>25,660</u>
Net interest income after provision for loan and lease losses	20,765	63,508	(42,743)
Noninterest income	4,941	3,090	1,851
Noninterest expense	<u>35,594</u>	<u>21,461</u>	<u>14,133</u>
(Loss) income before income taxes	(9,888)	45,137	(55,025)
Income tax (benefit) expenses	<u>(4,876)</u>	<u>18,670</u>	<u>(23,546)</u>
Net (loss) income	<u>\$ (5,012)</u>	<u>\$ 26,467</u>	<u>\$ (31,479)</u>
Net (loss) income per share, basic ⁽¹⁾	<u>\$ (0.51)</u>	<u>\$ 2.56</u>	<u>\$ (3.07)</u>
Net (loss) income per share, diluted ⁽¹⁾	<u>\$ (0.51)</u>	<u>\$ 2.50</u>	<u>\$ (3.01)</u>

⁽¹⁾ Adjusted to reflect 3-for-2 stock split effected in the form of dividend distributed on February 20, 2007.

The Bank's net loss for 2008 was \$5.0 million or \$0.51 per diluted share compared to net income of \$26.5 million, or \$2.50 per diluted share, for the year ended December 31, 2007. Our return on average assets was (0.33)% and return on average shareholders' equity was (3.35)% for the year ended December 31, 2008, compared to 1.88% and 16.94%, respectively, for the year ended December 31, 2007.

Net income declined in 2008 from 2007, principally as a result of a decrease in net interest income by \$17.1 million, a \$25.7 million increase in the provision for credit losses and an increase in the impairment on available for sale securities by \$11.8 million, partially offset by a decrease in the provision for income taxes by \$23.5 million.

The \$17.1 million, or 25%, decrease in net interest income was due primarily to the lower interest rate environment as well as an increase in nonaccrual loans in 2008. Our overall cost of funds in 2008 decreased by 134 basis points to 3.06%, compared to 4.40% for 2007 while yields on earning assets decreased 228 basis points to 6.02% from 8.31%. The combined impact of a declining interest rate environment in 2008 and increased competition in the deposit market were the primary drivers of our decreased cost of funds during 2008.

As of December 31, 2008, 80% of our loan portfolio was tied to the Prime Rate, which has the potential to re-price daily, and 11% was tied to the London Interbank Offer Rate, or LIBOR, or other indices, which re-price periodically. Approximately 45% of our loan portfolio had a floor interest rate at various levels, which would provide us with some protection in a falling interest rate environment should the Prime Rate decline to a level below the floor interest rate. Approximately 2% of our loan portfolio had interest rate ceilings at various rates limiting the amount of interest rate increases that can be passed on to the borrower. Our weighted average maturity of certificates of deposit at December 31, 2008 was 4.4 months. As a result, our interest-bearing liabilities generally re-price slower than our loan portfolio and our net income has been negatively impacted by the declining rate environment during 2008.

Net Interest Income and Net Interest Margin

Year ended December 31, 2009 compared to 2008

Net interest income before the provision for credit losses for the year ended December 31, 2009 decreased \$15.2 million, or 29.7%, to \$36.1 million from \$51.3 million for the year ended December 31, 2008. This decrease was due to a decrease in interest income of \$27.1 million, partially offset by a decrease in interest expense of \$11.8 million. Total decrease in net interest income is primarily due to the lower loan totals as well as a significant increase in nonaccrual loans in 2009.

The average yield on our interest-earning assets decreased to 4.40% in the year ended December 31, 2009 from 6.02% in the year ended December 31, 2008. The decrease was mainly due to lower rates earned on loans and an increase in loans on nonaccrual status.

The cost of average interest-bearing liabilities decreased to 2.08% in the year ended December 31, 2009 from 3.06% in the year ended December 31, 2008. The decrease was primarily driven by generally lower rates paid on deposits during 2009 over 2008 which is a result of lower market rates.

Year ended December 31, 2008 compared to 2007

Net interest income before the provision for credit losses for the year ended December 31, 2008 decreased \$17.1 million, or 25%, to \$51.3 million from \$68.4 million for the year ended December 31, 2007. This decrease was due to a decrease in interest income of \$26.6 million, partially offset by a decrease in interest expense of \$9.6 million. Total interest expense decreased primarily as a result of decreases in interest rates on time certificates of deposit maturing and being replaced at current lower prevailing rates. The \$26.6 million decrease in total interest income was due to both a decrease in interest rates on loans and an increase in the total amount of loans that went into nonaccrual status during 2008.

The average yield on our interest-earning assets decreased to 6.02% in the year ended December 31, 2008 from 8.31% in the year ended December 31, 2007. The decrease was mainly due to lower rates earned on loans and investment securities and an increase in loans on nonaccrual status.

The cost of average interest-bearing liabilities decreased to 3.06% in the year ended December 31, 2008 from 4.40% in the year ended December 31, 2007. The decrease was primarily driven by generally lower rates paid on deposits during 2008 over 2007 which is a result of lower market rates.

Our interest income, interest expense, net interest income, and net interest margin are influenced by the distribution of our assets and liabilities and the income earned and costs incurred on such assets and liabilities. The following table presents, for the periods indicated, the information regarding the distribution of average assets, liabilities and shareholders' equity, as well as the net interest income from average interest-earning assets and the resulting yields expressed in percentages. Nonaccrual loans are included in the calculation of average loans and leases while non-accrued interest thereon is excluded from the computation of yields earned.

	Year Ended December 31, 2009			Year Ended December 31, 2008			Year Ended December 31, 2007		
	Average Balance	Interest Income or Expense	Average Yield or Cost	Average Balance	Interest Income or Expense	Average Yield or Cost	Average Balance	Interest Income or Expense	Average Yield or Cost
(Dollars in thousands)									
ASSETS									
Interest-earning assets:									
Loans and leases ⁽²⁾⁽³⁾	\$1,162,221	\$ 53,055	4.56%	\$1,220,348	\$ 75,120	6.16%	\$1,103,248	\$ 98,817	8.96%
Investment securities ⁽¹⁾	102,378	6,520	6.37%	209,714	11,458	5.46%	210,635	11,818	5.61%
Federal funds sold	14,983	37	0.25%	9,073	96	1.06%	43,278	2,268	5.24%
Certificates of deposits with other banks	—	—	—	—	—	—	399	22	5.51%
Other earning assets ⁽⁴⁾	<u>77,803</u>	<u>176</u>	<u>0.23%</u>	<u>5,204</u>	<u>253</u>	<u>4.86%</u>	<u>4,280</u>	<u>214</u>	<u>5.00%</u>
Total interest-earning assets	\$1,357,385	\$ 59,788	4.40%	\$1,444,339	\$ 86,927	6.02%	\$1,361,840	\$113,139	8.31%
Noninterest-earning assets:									
Cash and due from banks	10,571			22,200			22,943		
Other assets	<u>72,323</u>			<u>39,699</u>			<u>20,524</u>		
Total assets	<u>\$1,440,279</u>			<u>\$1,506,238</u>			<u>\$1,405,307</u>		
LIABILITIES AND SHAREHOLDERS' EQUITY									
Interest-bearing liabilities:									
Deposits									
Interest-bearing demand	\$ 30,395	\$ 223	0.73%	\$ 33,650	\$ 265	0.79%	\$ 31,489	\$ 458	1.45%
Money market	89,740	619	0.69%	109,383	1,099	1.01%	99,551	2,210	2.22%
Savings	58,433	687	1.18%	73,042	1,433	1.96%	91,717	3,494	3.81%
Time certificates of deposit	<u>843,108</u>	<u>18,602</u>	<u>2.21%</u>	<u>823,249</u>	<u>28,396</u>	<u>3.45%</u>	<u>739,696</u>	<u>36,263</u>	<u>4.90%</u>
Total interest-bearing deposits	1,021,676	20,131	1.97%	1,039,324	31,193	3.00%	962,453	42,425	4.41%
Short-term borrowings	1	—	0.50%	19,547	533	2.73%	6,249	295	4.72%
Long-term debt (FHLB and Senior)	<u>72,761</u>	<u>2,681</u>	<u>3.69%</u>	<u>72,691</u>	<u>2,908</u>	<u>4.00%</u>	<u>35,608</u>	<u>1,479</u>	<u>4.15%</u>
Total interest-bearing liabilities	1,094,438	22,812	2.08%	1,131,562	34,634	3.06%	1,004,310	44,199	4.40%
Noninterest-bearing liabilities:									
Demand deposits	201,998			205,764			220,050		
Other liabilities	<u>13,884</u>			<u>19,267</u>			<u>24,732</u>		
Total liabilities	<u>1,310,320</u>			<u>1,356,593</u>			<u>1,249,092</u>		
Shareholders' equity	129,959			149,635			156,215		
Total liabilities and shareholders' equity	<u>\$1,440,279</u>			<u>\$1,506,238</u>			<u>\$1,405,307</u>		
Net interest income		<u>\$ 36,976</u>			<u>\$ 52,294</u>			<u>\$ 68,940</u>	
Net interest spread			2.32%			2.96%			3.91%
Net interest margin			2.72%			3.62%			5.06%

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

⁽²⁾Includes average nonaccrual loans and leases.

⁽³⁾Net loan and lease fees income (expense) of (\$1.1) million, \$250,000 and \$2.2 million for the year ended December 31, 2009, 2008 and 2007, respectively, are included in the yield computations.

⁽⁴⁾Includes Federal Home Loan Bank stock.

While our interest income decreased, primarily due to the lower loan totals as well as a significant increase in nonaccrual loans in 2009, decreases in interest expense on our deposits reflecting lowering of interest paid on all types of deposits, caused our net interest margin to decrease from 3.62% in 2008 to 2.72% in 2009. In addition to the distribution, yields and costs of our assets and liabilities, our net income is also affected by changes in the volume of and rates on our assets and liabilities. The following table shows the change in interest income and interest expense and the amount of change attributable to variances in volume, rates and the combination of volume and rates based on the relative changes of volume and rates.

	Year Ended December 31,					
	2009 vs. 2008			2008 vs. 2007		
	<u>Net Change</u>	<u>Rate</u>	<u>Volume</u>	<u>Net Change</u>	<u>Rate</u>	<u>Volume</u>
	(In thousands)					
Interest income:						
Loans and leases	\$ (22,065)	\$ (18,631)	\$ (3,434)	\$ (23,698)	\$ (33,354)	\$ 9,656
Investment securities ⁽¹⁾	(4,938)	1,659	(6,597)	(359)	(275)	(84)
Federal funds sold	(60)	(100)	40	(2,172)	(1,091)	(1,081)
Interest-bearing deposits with other banks	—	—	—	(22)	(11)	(11)
Other earning assets	<u>(76)</u>	<u>(456)</u>	<u>380</u>	<u>39</u>	<u>(6)</u>	<u>45</u>
Total interest income	<u>(27,139)</u>	<u>(17,528)</u>	<u>(9,611)</u>	<u>(26,212)</u>	<u>(34,737)</u>	<u>8,525</u>
Interest expense:						
Interest-bearing demand	(42)	(17)	(25)	(194)	(223)	29
Money market	(481)	(306)	(175)	(1,111)	(1,311)	200
Savings	(745)	(497)	(248)	(2,061)	(1,452)	(609)
Time certificates of deposit	(9,795)	(9,893)	98	(7,867)	(13,731)	5,864
Short-term borrowings	(533)	(240)	(293)	239	(168)	407
Long-term debt	<u>(226)</u>	<u>(229)</u>	<u>3</u>	<u>1,428</u>	<u>(57)</u>	<u>1,485</u>
Total interest expense	<u>(11,822)</u>	<u>(11,182)</u>	<u>(640)</u>	<u>(9,566)</u>	<u>(16,942)</u>	<u>7,376</u>
Net interest income	<u>\$ (15,317)</u>	<u>\$ (6,346)</u>	<u>\$ (8,971)</u>	<u>\$ (16,646)</u>	<u>\$ (17,795)</u>	<u>\$ 1,149</u>

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

As reflected above, average total loans decreased and rates on loans were lower due to a significant increase in loans on nonaccrual status. The lower asset yields were only partially offset by lower rates paid on deposits due to overall lower market rates and the asset sensitivity of the balance sheet.

Provision for Credit Losses

In response to the credit risk inherent in our lending business and the recent ongoing financial crisis, we set aside allowances for loan losses through charges to earnings. Such charges were not made only for our outstanding loan portfolio, but also for off-balance sheet items, such as commitments to extend credits or letters of credit. The charges made for our outstanding loan portfolio were credited to allowance for loan losses, whereas charges for off-balance sheet items were credited to the reserve for off-balance sheet items, which is presented as a component of other liabilities.

The provision for credit losses for 2009 increased \$40.7 million to \$71.3 million from \$30.6 million for 2008. The bank's net loans and lease charge-offs increased to \$55.4 million during 2009 from \$18.5 million in 2008. The increase in the provision for credit losses during 2009 is due to a higher level of classified loans and nonperforming loans at December 31, 2009 and is the result of the application of management's established allowance for loan and lease loss adequacy calculation. In addition to this, the Bank made refinements in the assumptions for calculating its adequacy of allowance for loan losses as prescribed under Contingencies Topic of FASB ASC. In calculating the need for allowance levels based on historical losses, the Bank shortened its historical loss measurement period from seven years to three years starting in third quarter of 2009. Also, the Bank has increased qualitative factors such as the mix of the loan portfolio, local and national economic conditions as well as the overall level of classified and nonperforming loans in determining the overall allowance. Nonperforming loans increased from \$66.8 million as of December 31, 2008 to \$145.3 million as of December 31, 2009. This decrease in credit quality was primarily centered in two types of loans; residential construction and residential land. As of December 31, 2009 these two loan types comprised 60% of nonperforming loans. Throughout 2009, management has worked to decrease the balances of these two loan types. The ratio of allowance for loan losses to total

loans increased from 2.19% of total loans at December 31, 2008 to 4.10% at December 31, 2009. Management believes that through the application of the methodology's quantitative and qualitative components, that the provision and overall level of reserve is adequate for losses estimated to be inherent in the portfolio as of December 31, 2009.

The provision for credit losses for 2008 increased \$25.7 million to \$30.6 million from \$4.9 million for 2007. The bank's net loans and lease charge-offs increased \$18.3 million to \$18.5 million during 2008 from \$240,000 in 2007. The increase in the provision for credit losses during 2008 is due to a higher level of classified loans and nonperforming loans at December 31, 2008 and is the result of the application of management's established allowance for loan and lease loss adequacy calculation. Classified assets increased from \$27.6 million as of December 31, 2007 to \$117.6 million as of December 31, 2008 and nonperforming loans increased from \$7.9 million as of December 31, 2007 to \$66.8 million as of December 31, 2008. This decrease in credit quality was primarily centered in two types of loans; residential construction and residential land. As of December 31, 2008 these two loan types comprised 64% of nonperforming loans. The ratio of allowance for loan losses to total loans increased from 1.21% of total loans at December 31, 2007 to 2.19% at December 31, 2008.

Noninterest Income

We earn noninterest income primarily through fees related to:

- services provided to deposit customers
- services provided in connection with trade finance
- services provided to current loan customers
- increases in the cash surrender value of bank owned life insurance policies
- sale of investment securities

The following table presents, for the periods indicated, the major categories of noninterest income:

	Year Ended December 31,		
	2009	2008	2007
	(In thousands)		
Service charges and fees on deposit accounts	\$ 2,189	\$ 1,764	\$ 1,696
Trade finance income	384	652	752
Increase in cash surrender value of life insurance	318	362	343
Net gain (loss) on sale of investment securities	3,142	(11)	—
Other income	<u>443</u>	<u>2,174</u>	<u>299</u>
Total noninterest income	<u>\$ 6,476</u>	<u>\$ 4,941</u>	<u>\$ 3,090</u>

Total noninterest income increased by \$1.6 million or 31%, to \$6.5 million during 2009 from \$4.9 million during 2008. The increase in noninterest income was due mainly to the gain on sale of investment securities of \$3.1 million which was partially offset by life insurance proceeds of \$1.6 million recorded in connection with a former Bank executive during 2008.

Total noninterest income increased by \$1.9 million or 60%, to \$4.9 million during 2008 from \$3.1 million during 2007. The increase in noninterest income was due mainly to life insurance proceeds of \$1.6 million recorded in connection with a former Bank executive.

Our results can be influenced by the unpredictable nature of gains and losses in connection with the sale of investment securities and other real estate owned. We do not engage in active securities trading; however, from time to time we sell securities in our portfolio to change the duration of the portfolio or to re-position the portfolio for various reasons. It is likely we may continue this practice in the future. From time to time, we acquire real estate in connection with non-performing loan transactions, and sell such real estate to recoup a portion of the principal amount of the defaulted loans. These sales can result in gains or losses from time to time that are not expected to occur in predictable patterns during future periods.

Noninterest Expense

Noninterest expense is the cost, other than interest expense and the provision for credit losses, associated with providing banking and financial services to customers and conducting our business.

The following table presents, for the periods indicated, the major categories of noninterest expense:

	Year Ended December 31,		
	2009	2008	2007
	(In thousands)		
Salaries and employee benefits	\$ 7,629	\$ 8,557	\$ 11,868
Net occupancy expense	3,416	2,822	2,395
Business development and promotion expense	201	424	409
Professional services	4,063	3,023	2,719
Office supplies and equipment expense	1,246	1,269	955
Total other-than-temporary impairment losses	4,774	12,371	621
Portion of loss recognized in other comprehensive income	(1,319)	—	—
Loss on sale of OREO and related expense	23,071	3,016	205
Other expense	<u>8,872</u>	<u>4,112</u>	<u>2,289</u>
Total noninterest expense	<u>\$ 51,953</u>	<u>\$ 35,594</u>	<u>\$ 21,461</u>

Total noninterest expense increased \$16.4 million, or 46.0% to \$52.0 million during 2009 from \$35.6 million during 2008. Salaries and benefits decreased \$0.9 million due primarily to staff reductions and decrease in bonus expense which is based on overall profitability. We had 126 and 142 full-time equivalent employees at December 31, 2009 and 2008, respectively. Net occupancy expense increased by \$594,000 from \$2.8 million in 2008 to \$3.4 million in 2009 mainly due to two new branches opened in the fourth quarter of 2008 located in Anaheim and Pico Rivera, California. Professional fees increased by \$1.1 million to \$4.1 million during 2009 from \$3.0 million in 2008 due primarily to an increase in legal costs associated with non-performing loans and OREO as well as higher audit fees. Net other-than-temporary impairment (“OTTI”) credit-related charges totaled \$3.5 million compared to \$12.4 million during 2008. OREO related expenses totaled \$23.1 million in 2009, increasing \$20.1 million from \$3.0 million in 2008. OREO expense in 2009 consistent of \$15.0 million in OREO valuation charges, loss on sale of OREO of \$4.1 million and other OREO related charges of \$4.0 million. Other expenses were \$8.9 million in 2009, an increase of \$4.8 million over \$4.1 million in 2008 due mainly to increases in loan collection related expenses and higher FDIC insurance premiums.

Total noninterest expense increased \$14.1 million, or 66% to \$35.6 million during 2008 from \$21.5 million during 2007. Net occupancy expense increased by \$427,000 from \$2.4 million in 2007 to \$2.8 million in 2008 mainly due to normal lease expense increases as well as to the two new branches opened in the fourth quarter of 2008 located in Anaheim and Pico Rivera. Professional fees increased by \$304,000 to \$3.0 million during 2008 from \$2.7 million in 2007 due primarily to an increase in legal costs associated with non-performing loans. Impairment on available for sale securities increased by \$11.8 million to \$12.4 million during 2008 from \$621,000 in 2007 primarily due to OTTI charges representing the write-down to fair value of investment securities which management had deemed to be other than temporarily impaired. Office supplies and equipment expense increased \$314,000 from \$1.0 million in

2007 to \$1.3 million in 2008. OREO related expenses totaled \$3.0 million in 2008, increasing \$2.8 million from \$205,000 in 2007 due primarily to an increase in OREO valuation allowance. Other expenses were \$4.1 million in 2008, an increase of \$1.8 million over \$2.3 million in 2007 due mainly to increases in loan collection related expenses and FDIC insurance assessments. Salaries and benefits decreased \$3.3 million due primarily to a decrease in bonus expense which is based on overall profitability. We had 142 and 137 full-time equivalent employees at December 31, 2008 and 2007, respectively.

Provision for Income Taxes

We accounted for income taxes under the asset and liability method, which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements. Under this method, deferred tax assets and liabilities are determined based on the differences between the financial statements and tax basis of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. The effect of a change in tax rates on deferred tax assets and liabilities is recognized in income in the period that includes the enacted date.

We record net tax assets to the extent it believes these assets will more likely than not be realized. In making such determination, we consider all available positive and negative evidence, including scheduled reversals of deferred tax liabilities, projected future taxable income, tax planning strategies and recent financial operations. Based upon management's analysis of the realization of the Bank's deferred tax assets at December 31, 2009, management determined that the realization of the deferred tax asset was not more likely than not and therefore the Bank recorded a valuation allowance on the deferred tax asset of \$27.1 million as a charge to income tax expense. To the extent future earnings are recognized, the realization of the deferred tax asset will be recorded as a credit to income tax expense. In the meantime until such time as the valuation allowance is reversed, the Bank will not record an income tax provision or benefit on the statement of operations. .

Net of the valuation allowance recorded on the deferred tax asset, we recorded an income tax benefit of \$8.1 million for 2009 and \$4.9 million for 2008, and the provision for income taxes of \$18.7 million for 2007. Our effective tax rates were (10.1)%, (49.3)% and 41.4% for 2009, 2008 and 2007, respectively, as compared to the statutory tax rate of 42.05%.

The difference from the statutory rate for 2009, 2008 and 2007 is mainly due to the tax preferential tax treatment of life insurance proceeds received, the earnings on cash surrender value of Bank-Owned Life Insurance, the interest income from municipal securities and stock option expense associated with the adoption of ASC 718.

Financial Condition

For the period between December 31, 2009 and December 31, 2008, our assets, loans and deposits declined at the rate of 11.9%, 15.3% and 7.7%, respectively. Our total assets at December 31, 2009 were \$1.31 billion compared to \$1.48 billion at December 31, 2008. Our earning assets at December 31, 2009 totaled \$1.23 billion compared to \$1.39 billion at December 31, 2008. Total deposits at December 31, 2009 and December 31, 2008 were \$1.16 billion and \$1.26 billion, respectively.

Loans and Leases

The largest component of our assets and source of interest income is our loan portfolio. The following table sets forth the amount of our loans and leases outstanding at the end of each of the periods indicated. We had no foreign loans or energy-related loans as of the dates indicated.

	Year Ended December 31,				
	2009	2008	2007	2006	2005
	(In thousands)				
Loans and leases:					
Real estate—Single family & Multi-family	\$ 164,906	\$ 177,890	\$ 125,128	\$ 77,062	\$ 77,209
Real estate—Land for Housing	36,379	74,816	98,203	79,748	37,198
Real estate— Land for Income properties	38,254	52,232	50,916	25,135	7,015
Real estate— Commercial	325,734	287,759	255,639	266,990	266,864
Real estate— For Sale Housing Construction	143,905	191,073	208,796	189,975	103,691
Real estate— Other Construction	<u>58,282</u>	<u>99,730</u>	<u>146,328</u>	<u>70,391</u>	<u>51,920</u>
Total real estate loans	767,460	883,500	885,010	709,301	543,897
Commercial & Industrial	227,421	273,890	255,912	201,385	149,428
Trade Finance & Others	<u>48,418</u>	<u>73,205</u>	<u>91,565</u>	<u>86,067</u>	<u>76,700</u>
Total gross loans and leases	1,043,299	1,231,232	1,233,099	997,317	771,143
Less: allowance for loan and lease losses	(42,810)	(26,935)	(14,896)	(10,236)	(8,939)
Deferred loan and lease fees, net	<u>585</u>	<u>(167)</u>	<u>(682)</u>	<u>(1,759)</u>	<u>(1,537)</u>
Total net loans and leases	<u>\$ 1,001,074</u>	<u>\$ 1,204,130</u>	<u>\$ 1,217,521</u>	<u>\$ 985,322</u>	<u>\$ 760,667</u>

Total gross loans and leases at December 31, 2009 were \$1.04 billion, down from the \$1.23 billion as of December 31, 2008. Real estate mini-perm loans which are real estate loans collateralized by various types of commercial and residential real estate, were down from \$592.7 million as of December 31, 2008 to \$565.3 million at December 31, 2009. Real estate construction loans which are loans made to borrowers and developers for the purpose of constructing residential or commercial properties, decreased \$88.6 million from December 31, 2008. Commercial & industrial and trade finance loans which are primarily working capital revolving and term loans for business operations decreased \$71.7 million from December 31, 2008 to December 31, 2009. These decreases in loan volumes are the result in a reduction in the demand for credit as well as a decision to emphasize the management and supervision of the Bank's loan portfolio as opposed to growth in the loan portfolio. We anticipate that this trend will continue through at least the middle of 2010.

Our real estate mini-perm loan portfolio declined in 2009 by \$27.2 million or 4.6% to \$565.3 million from \$592.7 million at December 31, 2009. The decline was due to repayment of existing mini-perm loans during 2009. As of December 31, 2009, land loans totaled \$74.6 million compared to \$127.3 million as of December 31, 2008. Residential-use land, which has experienced the most value deterioration, comprises \$36.4 million of total loans as of December 31, 2009 compared to \$74.8 million in residential-use land loans as of December 31, 2008, a decrease of 51.3%. Although we have not seen any systemic weakness in most of our mini-perm portfolio, we do believe that if this weak economic environment continues, we will see an increase in nonperforming loans in our mini-perm portfolio which could lead to additional loan losses in 2010.

For the four years prior to 2009, the growth trend for our real estate mini-perm loan portfolio has been as follows: during the year 2008 it grew by \$74.4 million, or 14%, to \$592.7 million from \$518.3 million at December 31, 2007; during the year 2007 it grew by \$80.0 million, or 18.3%, to \$518.3 million from \$438.3 million at December 31, 2006; during 2006 it grew by \$66.0 million, or 17.7%, from \$372.3 million at December 31, 2005.

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

<u>Property Type</u>	<u>At December 31, 2009</u>		<u>At December 31, 2008</u>	
	<u>Amount</u>	<u>Percentage of Loans in Each Category in Total Loan Portfolio</u>	<u>Amount</u>	<u>Percentage of Loans in Each Category in Total Loan Portfolio</u>
	<u>(Dollars in thousands)</u>		<u>(Dollars in thousands)</u>	
Commercial/Office	\$ 84,092	8.06%	\$ 77,924	6.33%
Retail	113,435	10.87	82,663	6.71
Industrial	61,785	5.92	55,424	4.50
Residential 1-4	57,280	5.49	66,968	5.44
Apartment 4+	107,626	10.32	110,922	9.01
Land/Special purpose	<u>141,055</u>	<u>13.53</u>	<u>198,796</u>	<u>16.15</u>
Total	\$ <u>565,273</u>	<u>54.19%</u>	\$ <u>592,697</u>	<u>48.14%</u>

During 2009 real estate construction loans declined by \$88.6 million or 31% to \$202.2 million at December 31, 2009 from \$290.8 million at December 31, 2008; and declined in 2008 by \$75.9 million or 21% from \$366.7 million at December 31, 2007; and grew in 2007 by \$95.7 million or 35.3%, from \$271.0 million at December 31, 2006; and grew in 2006 by \$99.4 million or 57.9%, from \$171.6 million at December 31, 2005. Real estate construction-residential has been one the hardest hit of our loan segments due to the combination of deterioration in residential real estate values and lack of available financing. We expect the construction portfolio will continue to decrease in total balances and will decrease as percentage of the total loan portfolio as Management works to reduce our exposure to this type of real estate loan due to the weakness in the real estate market. If we are not successful in reducing our exposure in the segment and real estate values continue to decrease, we may experience additional loan losses in this segment of the portfolio in 2010.

Commercial loans outstanding at December 31, 2009 decreased by \$46.5 million, or 17.0%, to \$227.4 million from \$273.9 million at December 31, 2008; and increased by \$18.0 million, or 7%, to \$273.9 million from \$255.9 million at December 31, 2007; and increased by \$54.5 million, or 27%, to \$255.9 million at December 31, 2007 from \$201.4 million at December 31, 2006; and increased by \$51.9 million, or 35%, to \$201.4 million at December 31, 2006 from \$149.4 million at December 31, 2005. Total commercial loan commitments (including undisbursed amounts) at December 31, 2009 decreased \$86.4 million or 20.9% to \$327.4 from \$414.3 million at December 31, 2008 while the rate of credit utilization increased to 69.6% as of December 31, 2009 from 66.1% at December 31, 2008. We believe that this increase in utilization is primarily incidental and secondarily due to the increased need for funding by our business customers. Subject to market conditions and interest rates, we may expand our commercial loans in the future through enhanced marketing efforts and expansion of our branch network.

Trade finance loans decreased \$25.2 million or 34.4% during 2009 to \$48.0 million from \$73.2 million at December 31, 2008, and decreased \$18.4 million or 20% during 2008 to \$73.2 million from \$91.6 million at December 31, 2007, and grew in 2007 by \$5.5 million, or 6.4%, from \$86.1 million at December 31, 2006. The decrease is due to the Bank's pullback in this type of lending since the economic recession began.

Leases receivable and other loans decreased during 2009 by \$217,000 or 34% to \$420,000 at December 31, 2009 from \$637,000 at December 31, 2008; and increased during 2008 by \$21,000, or 4%, to \$589,000 at December 31, 2008 from \$568,000 at December 31, 2007; and increased during 2007 by \$49,000, or 9.4%, to \$519,000 from December 31, 2006.

Non-Performing Assets

Generally, loans and leases are placed on nonaccrual status when they become 90 days or more past due or at such earlier time as management determines timely recognition of interest to be in doubt. Accrual of interest is discontinued on a loan or lease when management believes, after considering economic conditions, business conditions and collection efforts, that the borrower's financial condition is such that collection of interest is not likely.

The following table summarizes the loans and leases for which the accrual of interest has been discontinued and loans and leases more than 90 days past due and still accruing interest, including those loans and leases that have been restructured, and OREO:

	Year Ended December 31,				
	2009	2008	2007	2006	2005
	(Dollars in thousands)				
Nonaccrual loans and leases	\$ 137,301	\$ 66,588	\$ 20,900	\$ 1,120	\$ —
Accruing loans and leases past due 90 days or more	7,571	—	—	—	—
Restructured loans and leases	387	197	—	—	—
Total non-performing loans (NPLs)	145,259	66,785	20,900	1,120	—
OREO	59,190	35,127	8,444	—	—
Total non-performing assets (NPAs)	\$ 204,449	\$ 101,912	\$ 29,344	\$ 1,120	\$ —
Selected ratios:					
NPLs to total gross loans and leases held for investment	13.92%	5.42%	1.69%	0.11%	0.00%
NPAs to total assets	15.65	6.87%	1.90%	0.08%	0.00%

The amount of interest income that we would have been recorded on the nonaccrual and impaired loans and leases had the loans and leases been current totaled \$6,170,000, \$4,953,000 and \$546,000, for 2009, 2008, and 2007, respectively. When an asset is placed on non-accrual status, previously accrued but unpaid interest is reversed against current income. Subsequent collections of cash are applied as principal reductions when received, except when the ultimate collectability of principal is probable, in which case interest payments are credited to income.

The following table depicts the Bank's past due loans by type:

Loan Type	30-89 Days		90 + Days & Still Accruing		Non-accrual	
	#	\$	#	\$	#	\$
	(\$ in thousands)					
Commercial & Industrial	1	\$ 359	—	\$ —	5	\$ 1,568
Real Estate-Mini-Perm	3	4,272	2	7,571	9	28,826
Construction-Residential	—	—	—	—	9	61,790
Construction-Commercial	1	8,759	—	—	2	5,138
Land-residential	—	—	—	—	4	25,252
Land-commercial	—	—	—	—	4	14,727
Total as of December 31, 2009	5	\$ 13,390	2	\$ 7,571	33	\$ 137,301
Total as of December 31, 2008	13	\$ 51,445	—	\$ —	20	\$ 66,588

As of December 31, 2009, we had 19 OREO properties for \$59.2 million as compared five OREO properties for \$35.1 million as of December 31, 2008. During 2009, the Bank sold 14 OREO properties at

a net loss of \$4.1 million. The following table summarizes the Bank's OREO, which is included in non-performing assets of \$209.6million:

Loan Type	OREO	
	#	\$
	(\$ in thousands)	
Commercial & Industrial	—	\$ —
Real Estate-Mini-Perm	2	21,958
Construction-Residential	1	933
Construction-Commercial	1	1,611
Land-residential	12	27,005
Land-commercial	3	7,683
Total as of December 31, 2009	19	\$ 59,190
Total as of December 31, 2008	5	\$ 35,127

Management anticipates that the balances of the Bank's OREO will remain at these historically elevated levels in future quarters as the Bank eventually takes title to more non-performing loans through the foreclosure process and then seeks to dispose of such properties. The Bank has placed a particular emphasis on the effort of disposing of OREO properties as soon as is practicable.

OREO is initially stated at fair value of the property based on appraisal, less estimated selling cost. Any cost in excess of the fair value at the time of acquisition is accounted for as a loan charge-off and deducted from the allowance for loan and lease losses. A valuation allowance is established for any subsequent declines in value through a charge to earnings. Operating expenses of such properties, net of related income, and gains and losses on their disposition are included in other operating income or expense, as appropriate.

Impaired Loans and Leases

Impaired loans and leases are commercial & industrial, trade finance, real estate mini-perm and real estate construction loans for which it is probable that we will not be able to collect all amounts due according to the contractual terms of the loan or lease agreement. The category of impaired loans and leases is not comparable with the category of nonaccrual loans and leases. Management may choose to place a loan or lease on nonaccrual status due to payment delinquency or uncertain collectability, while not classifying the loan or lease as impaired if it is probable that we will collect all amounts due in accordance with the original contractual terms of the loan or lease or the loan.

In determining whether or not a loan or lease is impaired, we apply our normal loan and lease review procedures on a case-by-case basis taking into consideration the circumstances surrounding the loan or lease and borrower, including the collateral value, the reasons for the delay, the borrower's prior payment record, the amount of the shortfall in relation to the principal and interest owed and the length of the delay. We measure impairment on a loan-by-loan basis using either the present value of expected future cash flows discounted at the loan's or lease's effective interest rate or at the fair value of the collateral if the loan or lease is collateral dependent, less estimated selling costs. Loans or leases for which an insignificant shortfall in amount of payments is anticipated, but where we expect to collect all amounts due, are not considered impaired.

We had \$106.1million, \$117.6 million and \$27.6 of impaired loans or leases at December 31, 2009, 2008, and 2007, respectively. The total allowance for loan and lease losses related to these loans and leases were \$10.6 million, \$16.0 million and \$3.7 million at December 31, 2009, 2008 and 2007, respectively. Interest income recognized on such loans and leases during 2009, 2008 and 2007 was \$4.2 million, \$4.3 million and \$1.9 million, respectively. The average recorded investment on impaired loans and leases during 2009, 2008 and 2007 was \$103.1 million, \$94.2 million and \$17.1 million, respectively.

Allowance for Loan and Lease Losses

The allowance for loan and lease losses is maintained at a level which, in management's judgment, is adequate to absorb loan and lease losses inherent in the loan and lease portfolio. The amount of the allowance is based on management's evaluation of the collectability of the loan and lease portfolio and that evaluation is based on historical loss experience and other significant factors.

The methodology we use to estimate the amount of our allowance for loan and lease losses is based on both objective and subjective criteria. While some criteria are formula driven, other criteria are subjective inputs included to capture environmental and general economic risk elements which may trigger losses in the loan portfolio, and to account for the varying levels of credit quality in the loan portfolios of the entities we have acquired that have not yet been captured in our objective loss factors.

Specifically, our allowance methodology contains four elements: (a) amounts based on specific evaluations of impaired loans; (b) amounts of estimated losses on loans classified as 'special mention' and 'substandard' that are not already included in impaired loan analysis; (c) amounts of estimated losses on loans not adversely classified which we refer to as 'pass' based on historical loss rates by loan type; and (d) amounts for estimated losses on loans rated as pass based on economic and other factors that indicate probable losses were incurred but were not captured through the other elements of our allowance process.

Impaired loans are identified at each reporting date based on certain criteria and individually reviewed for impairment. A loan is considered impaired when it is probable that a creditor will be unable to collect all amounts due according to the original contractual terms of the loan agreement. We measure impairment of a loan based upon the fair value of the loan's collateral if the loan is collateral dependent or the present value of cash flows, discounted at the loan's effective interest rate, if the loan is not collateralized. The impairment amount on a collateralized loan and a noncollateralized loan is set up as a specific reserve or is charged off.

Our loan portfolio, excluding impaired loans which are evaluated individually, is categorized into several pools for purposes of determining allowance amounts by loan pool. The loan pools we currently evaluate are: commercial & industrial, international, real estate and real estate construction. Real estate is further segmented by individual product type—office, industrial, retail, multi family, SFR, land residential, special purpose and land commercial. Real estate construction is further segmented by office, industrial, retail, multifamily and SFR. Within these loan pools, we then evaluate loans rated as pass credits, separately from adversely classified loans. The allowance amounts for pass rated loans, which are not reviewed individually, are determined using historical loss rates developed through migration analyses. The adversely classified loans are further grouped into three credit risk rating categories: special mention, substandard and doubtful.

Finally, in order to ensure our allowance methodology is incorporating recent trends and economic conditions, we apply environmental and general economic factors to our allowance methodology including: credit concentrations; delinquency trends; economic and business conditions; the quality of lending management and staff; lending policies and procedures; loss and recovery trends; nature and volume of the portfolio; nonaccrual and problem loan trends; and other adjustments for items not covered by other factors.

Although we believe our process for determining our allowance adequacy to be adequate and believe that we have considered all risks within the loan portfolio, there can be no assurance that our allowance will be adequate to absorb future losses. Factors such as a prolonged and deepened recession, higher unemployment rates than we have already anticipated, continued deterioration of California real estate values as well as natural disasters, civil unrest and terrorism can have a significantly negative impact on the performance of our loan portfolio and the occurrence of any single one of these factors may lead to additional future losses which can negatively impact our earnings, capital and liquidity.

The table below summarizes loans and leases, average loans and leases, non-performing loans and leases and changes in the allowance for loan and lease losses arising from loan and lease losses and additions to the allowance from provisions charged to operating expense:

Allowance for Loan and Lease Loss History

	Year Ended December 31,				
	2009	2008	2007	2006	2005
	(Dollars in thousands)				
Allowance for loan losses:					
Balance at beginning of period	\$ 26,935	\$ 14,896	\$ 10,236	\$ 8,939	\$ 6,724
Actual charge-offs:					
Commercial	7,716	4,686	240	273	5
Trade finance	3,246	—	—	390	—
Real estate-construction	24,293	8,636	—	—	—
Real estate -mini-perm	24,456	5,206	—	—	—
Leveraged lease	—	—	—	—	—
Other (credit card)	—	—	—	—	—
Total charge-offs	59,711	18,528	240	663	5
Less recoveries:					
Commercial	3,924	—	—	—	110
Trade finance	—	—	—	—	—
Real estate-construction	397	—	—	—	—
Real estate -mini-perm	15	7	—	—	—
Leveraged leases	—	—	—	—	—
Other	—	—	—	—	—
Total recoveries	4,336	7	—	—	110
Net loans charged-off (recovered)	55,375	18,521	240	663	(105)
Provision for credit losses	71,250	30,560	4,900	1,960	2,110
Balance at end of period	<u>\$ 42,810</u>	<u>\$ 26,935</u>	<u>\$ 14,896</u>	<u>\$ 10,236</u>	<u>\$ 8,939</u>
Total gross loans and leases at end of period	1,043,299	1,231,232	1,233,099	997,317	771,143
Average total loans and leases	1,162,221	1,220,348	1,103,248	867,674	692,320
Non-performing loans and leases	145,259	66,785	20,900	1,120	—
Selected ratios:					
Net charge-offs (recoveries) to average loans and leases	4.76%	1.52%	0.02%	0.08%	(0.02)%
Provision for loan losses to average loans and leases	6.13%	2.50%	0.44%	0.23%	0.30%
Allowance for loan losses to loans and leases at end of period	4.10%	2.19%	1.21%	1.03%	1.16%
Allowance for loan losses to non-performing loans and leases	29.47%	40.33%	71.27%	913.93%	n.m.

The allowance for loan and lease losses of \$42.8 million at December 31, 2009, represented 4.10% of total loans and leases and 29.47% of non-performing loans and leases. The allowance for loan and lease losses of \$26.9 million at December 31, 2008, represented 2.19% of total loans and leases and 40.33% of non-performing loans and leases. The decline in the coverage ratio for the allowance for loan and lease losses to non-performing loans and leases from 40.33% at December 31, 2008 to 29.47% at December 31, 2009 was primarily a result of greater charge-offs taken on non-performing loans in 2009. Net charge-offs (recoveries) to average loans and leases were 4.76% for the year-ended December 31, 2009 compared to 1.52% for the year-ended December 31, 2008. See "Critical Accounting Policies," and Note 3 of the "Notes to Consolidated Financial Statements."

In allocating our allowance for loan and lease losses, management has considered the credit risk in the various loan and lease categories in our portfolio. As such, the allocations of the allowance for loan and lease losses are based upon our historical net loan and lease loss experience and the other factors discussed above. While every effort has been made to allocate the allowance to specific categories of loans, management believes that any allocation of the allowance for loan and lease losses into loan categories lends an appearance of precision that does not exist.

The following table reflects management's allocation of the allowance and the percent of loans in each category to total loans and leases as of each of the following dates:

	At December 31,									
	2009		2008		2007		2006		2005	
	Allocation of the Allowance	Percent of Loans in Each Category in Total Loans	Allocation of the Allowance	Percent of Loans in Each Category in Total Loans	Allocation of the Allowance	Percent of Loans in Each Category in Total Loans	Allocation of the Allowance	Percent of Loans in Each Category in Total Loans	Allocation of the Allowance	Percent of Loans in Each Category in Total Loans
	(Dollars in thousands)									
Commercial	\$ 8,314	21.8%	\$ 3,018	22.2%	\$ 3,095	20.8%	\$ 2,262	20.2%	\$ 2,312	19.4%
Trade finance	1,411	4.6	2,317	5.9	803	5.4	897	8.6	1,231	9.9
Real estate										
Real estate-construction	14,885	19.4	11,108	23.6	6,213	41.7	3,169	27.2	1,837	22.3
Real estate -mini-perm	17,376	54.2	9,484	48.1	4,779	32.1	3,822	43.9	3,513	48.2
Lease	—	0.0	—	0.0	1	0.0	3	0.0	5	0.1
Other	7	0.0	1,004	0.1	5	0.0	4	0.1	6	0.1
Unallocated	817	0.0	4	0.1	—	0.0	79	0.0	35	0.0
Total	<u>\$ 42,810</u>	<u>100.0%</u>	<u>\$ 26,935</u>	<u>100.0%</u>	<u>\$ 14,896</u>	<u>100.0%</u>	<u>\$ 10,236</u>	<u>100.0%</u>	<u>\$ 8,939</u>	<u>100.0%</u>

Allowance for Losses Related to Undisbursed Loan and Lease Commitments

We maintain a reserve for undisbursed loan and lease commitments. Management estimates the amount of probable losses by applying the loss factors used in our allowance for loan and lease loss methodology to our estimate of the expected usage of undisbursed commitments for each loan and lease type. Provisions for allowance for undisbursed loan and lease commitments are recorded in other expense. The allowance for undisbursed loan and lease commitments totaled \$60,000 and \$60,000 at December 31, 2009 and 2008, respectively.

Investment Securities Available for Sale

The Bank classifies its debt and equity securities in two categories: held-to-maturity or available-for-sale. Securities that could be sold in response to changes in interest rates, increased loan demand, liquidity needs, capital requirements, or other similar factors are classified as securities available-for-sale. These securities are carried at fair value. Unrealized holding gains or losses, net of the related tax effect, on available-for-sale securities are excluded from income and are reported as a separate component of shareholders' equity as other comprehensive income net of applicable taxes until realized. Realized gains and losses from the sale of available-for-sale securities are determined on a specific-identification basis. Securities classified as held-to-maturity are those that the Bank has the positive intent and ability to hold until maturity. These securities are carried at amortized cost, adjusted for the amortization or accretion of premiums or discounts. At December 31, 2009 and 2008, there were no securities classified in the held-to-maturity portfolio.

The Bank performs regular impairment analysis on its investment securities portfolio. On January 1, 2009, the Bank adopted new FASB standards which provide further guidance on; identifying whether a market for an asset or liability is distressed or inactive, determining whether an entity has the intent and

ability to hold a security to its anticipated recovery and whether an investment is other-than-temporarily-impaired. If it is determined that the impairment is other than temporary for equity securities, the impairment loss is recognized in earnings equal to the difference between the investment's cost and its fair value. If it is determined that the impairment is other-than-temporary for debt securities, the Bank will recognize the credit component of an other-than-temporary impairment in earnings and the non-credit component in other comprehensive income when the Bank does not intend to sell the security and it is more likely than not that the Bank will not be required to sell the security prior to recovery. The new cost basis is not changed for subsequent recoveries in fair value.

Premiums and discounts are amortized or accreted over the life of the related held-to-maturity or available-for-sale security as an adjustment to yield using the effective-interest method. Dividend and interest income are recognized when earned.

Our portfolio of investment securities consists primarily of investment grade corporate notes, U.S Agency mortgage-backed securities, municipal bonds, collateralized mortgage obligations and collateralized debt obligations. We categorize our entire securities portfolio as available-for-sale securities. We invest in securities to generate interest income and to maintain a liquid source of funding for our lending and other operations, including withdrawals of deposits. We do not engage in active trading in our investment securities portfolio. While management has the intent and ability to hold all securities until maturity, we have realized and from time to time may realize gains from sales of selected securities primarily in response to changes in interest rates. At December 31, 2009, investment securities classified as available-for-sale with a carrying value of \$90.1 million were pledged to secure public deposits.

The carrying value of our investment securities at December 31, 2009 totaled \$114.5 million compared to \$104.4 million at December 31, 2008. During 2009, our investment securities portfolio increased which was due to investment of excess cash. The carrying value of our portfolio of investment securities at December 31, 2009, 2008 and 2007 was as follows:

	Estimated Fair Value		
	At December 31,		
	<u>2009</u>	<u>2008</u>	<u>2007</u>
	(In thousands)		
U.S. Government agencies	\$ —	\$ 23,115	\$ 131,032
Corporate notes	24,741	22,722	30,191
Mortgage-backed securities	25,228	13,601	25,899
Collateralized mortgage obligations	18,116	—	—
Municipal securities	44,178	42,778	46,553
Collateralized debt obligations	2,201	2,075	6,684
Freddie Mac preferred stock	—	115	4,909
Total securities available-for-sale	<u>\$ 114,464</u>	<u>\$ 104,406</u>	<u>\$ 245,268</u>

The following table shows the maturities of investment securities at December 31, 2009, and the weighted average yields of such securities:

	At December 31, 2009									
	Within One Year		After One Year but within Five Years		After Five Years but within Ten Years		After Ten Years		Total	
	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield
	(Dollars in thousands)									
Corporate notes	\$ —	—%	\$ —	—%	\$ 5,615	5.52%	\$ 19,126	4.98%	\$24,741	5.10%
Mortgage-backed securities	—	—	—	—	844	4.39	24,384	3.82	25,228	3.84
Collateralized mortgage obligations	—	—	—	—	—	—	18,116	7.16	18,116	7.16
Municipal securities	—	—	—	—	1,658	6.68	42,520	6.88	44,178	6.88
Collateralized debt obligations	—	—	—	—	—	—	2,201	5.73	2,201	5.73
Total securities	—	—	—	—	—	—	2,201	5.73	2,201	5.73
Available-for-sale	\$ —	—%	\$ —	—%	\$ 8,117	5.64	\$ 106,347	5.86	\$114,464	5.85%

The Bank owns four collateralized debt obligations (“CDO’s”) which consist of pools of bank trust preferred securities. As of December 31, 2009, the amortized cost of all four CDO’s exceeded the fair value. The fair value was determined based on future expected cash flows which were estimated using a discount rate that is an interest rate that represents a market equivalent rate on a similarly-rated corporate security with a similar maturity date that trades in an active market. Added to that rate was an illiquidity premium of 400 basis points which determined the actual discount rate. Management then estimated the expected future defaults within the underlying pool of issuers which was based on taking the current deferrals/defaults in the pools and then determining which banks were likely to default in the future. This future expectation of defaults was based on the individual banks’ tier 1 leverage capital (compared to regulatory requirements), tangible common equity (“TCE”) ratios and levels of non-performing assets compared to total assets. Based on this information, Management would then make an assertion as to whether each bank issuer was likely to defer interest payments or default altogether. In addition to those specific defaults, Management estimated additional default rates, with higher default rates applied over the next few years and then decreasing over the remaining term of the securities.

Management then proceeded to determine credit-related OTTI based on guidance of Investments – Debt and Equity Securities Topic of FASB ASC. In this analysis, Management ran expected cash flows on all four securities using a discount rate that was equal to the accretable yield on all four securities and using the same default assumptions as described above. The result of this analysis indicated that these securities had credit-related other-than-temporary impairments totaling \$3.2 million which was recognized in income during 2009. The non-credit amount at December 31, 2009 was \$1.3 million and is reflected in accumulated other comprehensive loss.

As of December 31, 2009, the Bank owned nine corporate securities where the amortized cost exceeded fair value. The total amortized cost of these securities was \$21.9 million and their fair value was \$20.1 million. Management performed an analysis on all of the issuers of these securities which focused on the recent financial results of the companies, capital ratios and long-term prospects of the issuer and deemed the all nine corporate securities to be temporarily impaired. The Bank had recorded a credit-related OTTI charges of \$220,000 on corporate securities during 2009.

As of December 31, 2009, the Bank owned two collateralized mortgage obligations (“CMO’s”) where the amortized cost exceeded fair value. The total amortized cost of these securities was \$20.1 million and their fair value was \$18.1 million. Management determined that none of the CMO securities was other-than-temporarily impaired as of December 31, 2009. This determination was made based on several factors such as debt rating of these securities, amount of credit protection, the Bank’s intent and ability to

hold the securities until a recovery in value and the determination that it is not more likely than not that the Bank will be required to sell the securities prior to recovery of amortized cost basis.

The Bank owns 60 municipal investment securities. All but three carry an investment-grade rating. As of December 31, 2009, 28 of these issues with a total amortized cost of \$30.5 million were in an unrealized loss position. The unrealized loss on these 28 securities was \$2.3 million. Management determined that none of the municipal securities was other-than-temporarily impaired as of December 31, 2009. This determination was made based on several factors such as the Bank's intent and ability to hold the securities until a recovery in value and the determination that it is not more likely than not that the Bank will be required to sell the securities prior to recovery of amortized cost basis. In addition, management reviews all of the ratings on the municipal investment securities, recent ratings changes, as well as the length of time that the security has been impaired to determine whether the security is other than temporary impaired.

Additional information concerning investment securities is provided in Note 2 of the "Notes to Consolidated Financial Statements" in this annual report.

Deposits

Total deposits were \$1.16 billion at December 31, 2009 compared to \$1.26 billion at December 31, 2008. Noninterest-bearing demand deposits increased \$8.1 million or 4.14%. The ratio of noninterest-bearing deposits to total deposits was 18% at December 31, 2009 and 16% at December 31, 2008. Interest-bearing deposits are comprised of interest-bearing demand deposits, money market accounts, regular savings accounts, time deposits of under \$100,000 and time deposits of \$100,000 or more. Interest-bearing demand and savings deposits decreased by \$25.9 million or 13.71%, and time deposits decreased \$79.1 million or 9.08%.

The following table shows the average amount and average rate paid on the categories of deposits for each of the periods indicated:

	Year Ended December 31,					
	2009		2008		2007	
	Average Balance	Average Rate	Average Balance	Average Rate	Average Balance	Average Rate
	(Dollars in thousands)					
Noninterest-bearing deposits	\$ 201,972	0.00%	\$ 205,764	0.00%	\$ 220,050	0.00%
Interest-bearing demand	30,395	0.73	33,650	0.79	31,489	1.45
Money market	89,740	0.69	109,383	1.01	99,551	2.22
Savings	58,433	1.18	73,042	1.96	91,717	3.81
Time certificates of deposit	<u>843,108</u>	2.21	<u>823,249</u>	3.45	<u>739,696</u>	4.90
Total	<u>\$1,223,648</u>	1.97%	<u>\$1,245,088</u>	3.00%	<u>\$1,182,503</u>	4.41%

Average total deposits decreased in 2009. The decrease in average total deposits for 2009 was primarily driven by a decrease of \$19.6 million in money market accounts and a decrease \$14.6 million in savings accounts. Additional information concerning deposits is provided in Note 5 of the "Notes to Consolidated Financial Statements" in the annual report.

The largest component of our deposits has been, and in the near term is likely to be, time certificates of deposit of \$100,000 or more. We market and receive time certificates of deposit from our existing and new high net worth customers, especially from the Chinese communities within our branch network. While we do not attempt to be a market leader in offered interest rates, we attempt to offer competitive rates on these time certificates of deposit within a range offered by other banks with which we compete.

The following table shows the maturities of time certificates of deposit and other time deposits of \$100,000 or more at December 31, 2009 and 2008:

	<u>At December 31,</u>	
	<u>2009</u>	<u>2008</u>
	(In thousands)	
Three months or less	\$ 290,738	\$ 454,178
Over three months through six months	140,336	226,651
Over six months through twelve months	206,690	184,131
Over twelve months	<u>154,902</u>	<u>6,821</u>
Total	<u>\$ 792,666</u>	<u>\$ 871,781</u>

Capital Resources

Current risk-based regulatory capital standards generally require banks to maintain a ratio of “core” or “Tier 1” capital (consisting principally of common equity) to risk-weighted assets of at least 4%, a ratio of Tier 1 capital to adjusted total assets (leverage ratio) of at least 4% and a ratio of total capital (which includes Tier 1 capital plus certain forms of subordinated debt, a portion of the allowance for loan and lease losses and preferred stock) to risk-weighted assets of at least 8%. Risk-weighted assets are calculated by multiplying the balance in each category of assets by a risk factor, which ranges from zero for cash assets and certain government obligations to 100% for some types of loans, and adding the products together.

Our goal is to exceed the minimum regulatory capital requirements for well-capitalized institutions as well as maintain tier 1 leverage and tangible common equity above 10% as required by the Order. At December 31, 2009, our capital ratios were above the minimum requirements for adequately capitalized institutions. In the future, the Bank will likely seek to raise additional capital in order to strengthen its capital ratios and to maintain compliance with the provisions of the Order. In addition, we intend to make adjustments to our balance sheet which will include reducing the total size of the balance sheet in order to effectively manage our capital ratios. In addition, in the future, we intend to originate credit lines when possible with an original maturity of less than one year, which have a zero percent conversion factor, instead of one year or more, which are 50% risk weighted assets. On a quarterly basis, we perform a stress test on our capital to determine our level of capital in various economic circumstances looking out twelve months into the future.

	<u>At December 31,</u> <u>2009</u>	<u>At December 31,</u> <u>2008</u>
Leverage Ratio		
Preferred Bank	6.16%	9.76%
Minimum requirement for “Well-Capitalized” institution	5.00%	5.00%
Minimum regulatory requirement	4.00%	4.00%
Tier 1 Risk-Based Capital Ratio		
Preferred Bank	7.24%	10.39%
Minimum requirement for “Well-Capitalized” institution	6.00%	6.00%
Minimum regulatory requirement	4.00%	4.00%
Total Risk-Based Capital Ratio		
Preferred Bank	8.52%	11.65%
Minimum requirement for “Well-Capitalized” institution	10.00%	10.00%
Minimum regulatory requirement	8.00%	8.00%

Contractual Obligations and Off-Balance Sheet Arrangements

The following table presents our contractual cash obligations, excluding deposits and unrecognized tax benefits, as of December 31, 2009:

<u>Contractual Obligations</u> ⁽¹⁾	<u>Amount of Commitment Expiring per Period</u>				
	<u>Total Amounts Committed</u>	<u>Less Than 1 year</u>	<u>1-3 Years</u>	<u>3-5 Years</u>	<u>After 5 Years</u>
			(In thousands)		
FHLB Advances	\$ 23,000	\$ 23,000	\$ —	\$ —	\$ —
Senior Debt	25,996	—	25,996	—	—
Operating Lease Obligations	<u>18,933</u>	<u>2,565</u>	<u>4,289</u>	<u>3,843</u>	<u>8,236</u>
Total	<u>\$ 67,929</u>	<u>\$ 25,565</u>	<u>\$ 30,285</u>	<u>\$ 3,843</u>	<u>\$ 8,236</u>

⁽¹⁾ Contractual obligations do not include interest.

In the normal course of business, we enter into off-balance sheet arrangements consisting of commitments to extend credit, to fund commercial letters of credit and standby letters of credit. Commercial letters of credit are originated to facilitate transactions both domestic and foreign while standby letters of credit are originated to issue payments on behalf of the Bank's customers when specific future events occur. Historically, the Bank has rarely issued payment under standby letters of credit, which the Bank's customer is obligated to reimburse the Bank. The Bank could also liquidate collateral or offset a customer's deposit accounts to satisfy this payment. The following table presents these off-balance sheet arrangements at December 31, 2009:

<u>Off-balance sheet arrangements</u>	<u>Amount of off-balance sheet Expiring per Period</u>				
	<u>Total Amounts Committed</u>	<u>Less Than 1 year</u>	<u>1-3 Years</u>	<u>3-5 Years</u>	<u>After 5 Years</u>
			(In thousands)		
Commitments to extend credit	\$ 199,430	\$ 160,782	\$ 14,781	\$ 22,133	\$ 1,734
Commercial letters of credit	1,009	1,009	—	—	—
Standby letter of credit	<u>7,639</u>	<u>5,824</u>	<u>1,815</u>	<u>—</u>	<u>—</u>
Total	<u>\$ 208,078</u>	<u>\$ 167,615</u>	<u>\$ 16,596</u>	<u>\$ 22,133</u>	<u>\$ 1,734</u>

Liquidity

Based on our existing business plan, we believe that our level of liquid assets is sufficient to meet our current and presently anticipated funding needs. We rely on deposits as the principal source of funds and, therefore, must be in a position to service depositors' needs as they arise. We attempt to maintain a loan-to-deposit ratio below approximately 95%. Our loan-to-deposit ratio was 89.9% at December 31, 2009 compared to 97.9% at December 31, 2008.

Borrowings from the Federal Home Loan Bank of San Francisco, or FHLBSF, are another source of funding for our loan and investment activities. At December 31, 2009, we could borrow up to an additional \$65.5 million on top of the \$23 million already outstanding with collateral of specifically identified loans and securities. In addition, we have pledged securities with a market value of \$53.8 million at the Federal Reserve Discount Window which we may borrow from on an overnight basis. We have no uncommitted borrowing lines with other financial institutions. As an additional condition of borrowing from the FHLBSF, we are required to purchase FHLB stock. For the year ended December 31, 2009, the

Bank was required to purchase the greater of \$3,503,000 of FHLB stock based on the volume of “membership assets” as defined by the FHLB or \$1,081,000 in FHLB stock based on 4.7% of outstanding borrowings with the FHLB. At December 31, 2009, the Bank held \$4,996,000 in FHLB stock.

The Bank has taken additional steps to both preserve and enhance its future liquidity needs:

On February 11, 2009, the Bank issued \$26.0 million of unsecured senior debt in a pooled private placement transaction which carries the FDIC’s guarantee under its Temporary Liquidity Guarantee Program. The issuance has a 3-year maturity and a fixed interest rate of 2.74% paid semiannually. Under the Temporary Liquidity Guarantee Program, the FDIC will provide a 100% guarantee of certain unsecured senior debt of eligible FDIC-insured institutions.

On April 16, 2009, the Bank’s Board of Directors elected to indefinitely suspend the Bank’s cash dividend in order to preserve the Bank’s capital.

On July 24, 2009, the Bank commenced a rights offering and concurrent public offering at the subscription price of \$2.88 per share. On September 9, 2009, the Bank completed its rights offering and concurrent public offering. The Bank issued 5,912,919 shares of its common stock, no par value in exchange for approximately \$17.0 million. The Bank conducted this rights offering and concurrent public offering to raise equity capital to enhance its capital position.

We also attempt to maintain a liquidity ratio (liquid assets, including cash and due from banks, federal funds sold and investment securities not pledged as collateral expressed as a percentage of total deposits) above approximately 18%. Our liquidity ratios were 18% at December 31, 2009 and 27% at December 31, 2008. We believe that in the event the level of liquid assets (our primary liquidity) does not meet our liquidity needs, other available sources of liquid assets (our secondary liquidity), including the sales of securities under agreements to repurchase, sales of unpledged investment securities or loans, utilizing the discount window borrowings from the Federal Reserve Bank as well as borrowing from the FHLBSF could be employed to meet those funding needs. We have a Contingency Funding Plan Policy which is reviewed annually by the Board of Directors which sets forth actions to be taken in the event that our liquidity ratios fall below Board-established guidelines. Although we believe that our funding resources will be more than adequate to meet our obligations, we cannot be certain of this adequacy if further economic deterioration or other negative events occur that could impair our ability to meet our funding obligations.

Quantitative and Qualitative Disclosures about Market Risk

Market risk is the risk of loss in a financial instrument arising from adverse changes in market prices and rates, foreign currency exchange rates, commodity prices and equity prices. Our market risk arises primarily from interest rate risk inherent in our lending and deposit taking activities. To that end, management actively monitors and manages our interest rate risk exposure. We do not have any market risk sensitive instruments entered into for trading purposes. We manage our interest rate sensitivity by matching the re-pricing opportunities on our earning assets to those on our funding liabilities. Management uses various asset/liability strategies to manage the re-pricing characteristics of our assets and liabilities designed to ensure that exposure to interest rate fluctuations is limited and within our guidelines of acceptable levels of risk-taking. Hedging strategies, including the terms and pricing of loans and deposits and managing the deployment of our securities, are used to reduce mismatches in interest rate re-pricing opportunities of portfolio assets and their funding sources.

Interest rate risk is addressed by our Asset Liability Management Committee, or the ALCO, which is comprised of the Chief Executive Officer, Chief Financial Officer and members of the board of directors. The ALCO monitors interest rate risk by analyzing the potential impact on the net portfolio of equity value and net interest income from potential changes in interest rates, and considers the impact of alternative strategies or changes in balance sheet structure. The ALCO manages our balance sheet in part to maintain the potential impact on net portfolio value and net interest income within acceptable ranges despite rate changes in interest rates.

Our exposure to interest rate risk is monitored continuously by senior management and is reviewed by the ALCO at least eight times a year, and at least quarterly by our board of directors. Interest rate risk exposure is measured using interest rate sensitivity analysis to determine our change in net portfolio value and net interest income in the event of hypothetical changes in interest rates. If potential changes to net portfolio value and net interest income resulting from our analysis of hypothetical interest rate changes are not within board-approved limits, the board may direct management to adjust the asset and liability mix to bring interest rate risk within board-approved limits. This analysis of hypothetical interest rate changes is performed on a monthly basis by a third party vendor utilizing detailed data that we provide to them.

Market Value of Portfolio Equity

We measure the impact of market interest rate changes on the net present value of estimated cash flows from our assets and liabilities defined as market value of portfolio equity, using a simulation model. This simulation model assesses the changes in the market value of interest rate sensitive financial instruments that would occur in response to an instantaneous and sustained increase or decrease in market interest rates.

The following table presents forecasted changes in net portfolio value using a base market rate and the estimated change to the base scenario given an immediate and sustained upward and downward movement in interest rates of 100 and 200 basis points at December 31, 2009.

Market Value of Portfolio Equity

<u>Interest Rate Scenario</u>	<u>Market Value</u>	<u>Percentage Change from Base</u>	<u>Percentage of Total Assets</u>	<u>Percentage of Portfolio Equity Book Value</u>
	(Dollars in thousands)			
Up 200 basis points	\$ 120,385	(0.57)%	9.02%	141.01%
Up 100 basis points	\$ 120,239	(0.69)	9.01	140.84
Base	\$ 121,072	—	9.07	141.81
Down 100 basis points	\$ 122,992	1.59	9.21	144.06
Down 200 basis points	\$ 122,855	1.47	9.20	143.90

The computation of prospective effects of hypothetical interest rate changes are based on numerous assumptions, including relative levels of market interest rates, asset prepayments and deposit decay, and should not be relied upon as indicative of actual results. Further, the computations do not contemplate any actions we may undertake in response to changes in interest rates. Actual amounts may differ from the projections set forth above should market conditions vary from the underlying assumptions.

Net Interest Income

In order to measure interest rate risk at December 31, 2009, we used a simulation model to project changes in net interest income that result from forecasted changes in interest rates. This analysis calculates the difference between net interest income forecasted using a rising and a falling interest rate scenario and a net interest income forecast using a base market interest rate derived from the current treasury yield curve. The income simulation model includes various assumptions regarding the re-pricing relationships for each of our products. Many of our assets are floating rate loans, which are assumed to re-price immediately, and to the same extent as the change in market rates according to their contracted index. Some loans and investment vehicles include the opportunity of prepayment (embedded options), and accordingly the simulation model uses national indexes to estimate these prepayments and reinvest their proceeds at current yields. Our non-term deposit products re-price more slowly, usually changing less than the change in market rates and at our discretion.

This analysis indicates the impact of changes in net interest income for the given set of rate changes and assumptions. It assumes no growth in the balance sheet and that its structure will remain similar to the structure at year end. It does not account for all factors that impact this analysis, including changes by management to mitigate the impact of interest rate changes or secondary impacts such as changes to our credit risk profile as interest rates change. Furthermore, loan prepayment rate estimates and spread relationships change regularly. Interest rate changes create changes in actual loan prepayment rates that will differ from the market estimates incorporated in this analysis. Changes that vary significantly from the assumptions may have significant effects on our net interest income.

For the rising and falling interest rate scenarios, the base market interest rate forecast was increased or decreased on an instantaneous and sustained basis.

Sensitivity of Net Interest Income December 31, 2009

<u>Interest Rate Scenario</u>	<u>Adjusted Net Interest Income</u>	<u>Percentage Change from Base</u>	<u>Net Interest Margin Percent</u>	<u>Net Interest Margin Change (in basis points)</u>
	(Dollars in thousands)			
Up 200 basis points	\$ 46,632	(1.22)%	3.80%	(0.05)
Up 100 basis points	\$ 46,159	(2.22)	3.76	(0.09)
Base	\$ 47,209	—	3.85	—
Down 100 basis points	\$ 48,441	2.61	3.95	0.10
Down 200 basis points	\$ 48,312	2.34	3.94	0.09

At December 31, 2009, we had \$1,079.3 million in assets and \$654.5 million in liabilities re-pricing within one year. This indicates that approximately \$424.8 million more of our interest rate sensitive assets than our interest rate sensitive liabilities will change to the then current rate (changes occur due to the instruments being at a variable rate or because the maturity of the instrument requires its replacement at the then current rate). The ratio of interest-earning assets to interest-bearing liabilities maturing or re-pricing within one year at December 31, 2009 is 164.9%. Changes in the mix of earning assets or supporting liabilities can either increase or decrease the net interest margin without affecting interest rate sensitivity. In addition, the interest rate spread between an asset and its supporting liability can vary significantly while the timing of re-pricing of both the asset and its supporting liability can remain the same, thus impacting net interest income. This characteristic is referred to as basis risk, and generally relates to the re-pricing characteristics of short-term funding sources such as certificates of deposit.

Recently Issued Accounting Standards

In December 2007, the FASB issued guidance now codified as Accounting Standards Codification (“ASC”) Topic 805, “*Business Combinations*”. This standard replaces previous guidance and applies to all transactions and other events in which one entity obtains control over one or more other businesses. This guidance requires an acquirer, upon initially obtaining control of another entity, to recognize the assets, liabilities and any non-controlling interest in the acquiree at fair value as of the acquisition date. Contingent consideration is required to be recognized and measured at fair value on the date of acquisition rather than at a later date when the amount of that consideration may be determinable beyond a reasonable doubt. This fair value approach replaces the cost-allocation process required under previous guidance whereby the cost of an acquisition was allocated to the individual assets acquired and liabilities assumed based on their estimated fair value. This standard requires acquirers to expense acquisition-related costs as incurred rather than allocating such costs to the assets acquired and liabilities assumed, as was previously the case under previous guidance. Under this standard, the requirements of ASC Topic 420, “*Exit or Disposal Cost Obligations*,” would have to be met in order to accrue for a restructuring plan in purchase accounting and, instead, that contingency would be subject to the probable and estimable recognition criteria of ASC Topic 450, “*Contingencies*.” This statement is effective for business combinations for

which the acquisition date is on after the beginning of the first annual reporting period beginning on or after December 15, 2008. The Bank adopted this standard on January 1, 2009 and the adoption did not have a significant impact on the Bank's consolidated financial statements.

In December 2007, the FASB issued guidance now codified as ASC Topic 810-10-65-1, "Consolidations". This standard amends previous guidance on accounting and reporting standards for the non-controlling interest in a subsidiary and for the deconsolidation of a subsidiary. This standard clarifies that a non-controlling interest in a subsidiary, which is sometimes referred to as minority interest, is an ownership interest in the consolidated entity that should be reported as a component of equity in the consolidated financial statements. Among other requirements, it requires consolidated net income to be reported at amounts that include the amounts attributable to both the parent and the non-controlling interest. It also requires disclosure, on the face of the consolidated income statements, of the amounts of consolidated net income attributable to the parent and to the non-controlling interest. The Bank adopted this standard on January 1, 2009 and the adoption did not have a significant impact on the Bank's consolidated financial statements.

In March 2008, the FASB issued guidance now codified as ASC Section 815-10-50, "Derivatives and Hedging". This guidance changes disclosure requirements for derivative instruments and hedging activities. The standard requires enhanced disclosures about (a) how and why derivative instruments are used, (b) how derivative and related hedged items are accounted for under ASC 815 and its related interpretations, and (c) how derivative instruments and related hedged items affect financial position, financial performance, and cash flows. This Statement is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008, with early adoption permitted. The Bank has no derivative instruments designated as hedges. The Bank adopted this standard on January 1, 2009 and the adoption did not have a significant impact on the Bank's consolidated financial statements.

In June 2008, the FASB issued guidance now codified as ASC Section 260-10-45, *Earnings Per Share*. This guidance requires all outstanding unvested share-based payment awards that contain rights to nonforfeitable dividends to be considered participating securities and requires entities to apply the two-class method of computing basic and diluted earnings per share. This standard is effective for fiscal years beginning after December 15, 2008, and interim periods within those fiscal years. Early adoption is prohibited. The Bank adopted this standard on January 1, 2009 and the adoption did not have a significant impact on the Bank's consolidated financial statements.

In December 2008, the FASB issued guidance now codified as ASC Section 860-10-50, *Transfers and Servicing*. This disclosure-only standard improves the transparency of transfers of financial assets and an enterprise's involvement with variable interest entities (VIEs), including qualifying special-purpose entities (QSPEs). The disclosures required by this standard are intended to provide greater transparency to financial statement users about a transferor's continuing involvement with transferred financial assets and an enterprise's involvement with variable interest entities and qualifying SPEs. This standard shall be effective for the first reporting period ending after December 15, 2008, with earlier application encouraged, and shall be applied for each annual and interim reporting period thereafter. The adoption of this guidance in the first quarter of 2009 did not have a significant impact on the Bank's consolidated financial statements.

In April 2009, the FASB issued guidance now codified as ASC Topic 820-10-65-4, *Fair Value Measurements and Disclosures*. This standard provides guidance on how to determine fair value when the volume and level of activity for the asset or liability have significantly decreased when compared with normal market activity for the asset or liability. This standard provides additional authoritative guidance in determining whether a market is active or inactive, and whether a transaction is distressed. This guidance is applicable to all assets and liabilities (i.e. financial and nonfinancial) and requires enhanced disclosures. This standard is effective for interim periods ending after June 15, 2009, but early adoption is permitted for interim periods ending after March 15, 2009. The Bank early adopted the provisions of this standard during the first quarter of 2009. The Bank's adoption of this guidance in the first quarter of 2009 did not have a material effect on the Bank's consolidated financial statements.

In April 2009, the FASB issued guidance now codified as ASC Topic 320-10-65-1, *Investments — Debt and Equity Securities*. This guidance clarifies the interaction of the factors that should be considered when determining whether a debt security is other-than-temporarily impaired. For debt securities, management must assess whether (a) it has the intent to sell the security and (b) it is more likely than not that it will be required to sell the security prior to its anticipated recovery. These steps are done before assessing whether the entity will recover the cost basis of the investment. Previously, this assessment required management to assert it has both the intent and the ability to hold a security for a period of time sufficient to allow for an anticipated recovery in fair value to avoid recognizing an other-than-temporary impairment. In instances when a determination is made that an other-than-temporary impairment exists but the investor does not intend to sell the debt security and it is not more likely than not that it will be required to sell the debt security prior to its anticipated recovery, this guidance changes the presentation and amount of the other-than-temporary impairment recognized in the income statement. The other-than-temporary impairment is separated into (a) the amount of the total other-than-temporary impairment related to a decrease in cash flows expected to be collected from the debt security (the credit loss) and (b) the amount of the total other-than-temporary impairment related to all other factors. The amount of the total other-than-temporary impairment related to the credit loss is recognized in earnings. The amount of the total other-than-temporary impairment related to all other factors is recognized in other comprehensive income. This standard is effective for interim periods ending after June 15, 2009, but early adoption is permitted for interim periods ending after March 15, 2009. The Bank early adopted the provisions of this standard during the first quarter of 2009 and as a result of the adoption recorded a cumulative effect after-tax adjustment of \$1.6 million increase to the opening balance of retained earnings and accumulated other comprehensive income.

In April 2009, the FASB issued guidance now codified as ASC Section 825-10-50, *Financial Instruments*. This standard requires disclosures about fair value of financial instruments for interim reporting periods of publicly traded companies as well as in annual financial statements. This standard also amends ASC Topic 270, Interim Reporting, to require those disclosures in summarized financial information at interim reporting periods. This standard is effective for interim periods ending after June 15, 2009, but early adoption is permitted for interim periods ending after March 15, 2009. The Bank early adopted the provisions of this disclosure only ASC during the first quarter of 2009.

In May 2009, the FASB issued guidance now codified as ASC 855, *Subsequent Events*. This guidance establishes general standards for accounting for and disclosure of events that occur after the balance sheet date but before financial statements are available to be issued (“subsequent events”). More specifically, this standard sets forth the period after the balance sheet date during which management of a reporting entity should evaluate events or transactions that may occur for potential recognition in the financial statements, identifies the circumstances under which an entity should recognize events or transactions occurring after the balance sheet date in its financial statements and the disclosures that should be made about events or transactions that occur after the balance sheet date. This standard provides largely the same guidance on subsequent events which previously existed only in auditing literature. This standard is effective for interim periods ending after June 15, 2009. In connection with preparation of the consolidated financial statements, the Bank evaluated subsequent events through the date of the issuance of this report. The adoption of this standard did not have a material effect on the Bank’s consolidated financial statements

In June 2009, the FASB issued guidance now codified as ASC 860, *Transfers and Servicing*. This guidance removes the concept of a qualifying special-purpose entity (QSPE) from ASC 860, Transfers and Servicing and removes the exception from applying variable interest accounting to variable interest entities that are QSPE’s. This statement also clarifies the requirements for isolation and limitations on portions of financial assets that are eligible for sale accounting. This statement is effective for fiscal years beginning after November 15, 2009. Accordingly, the Bank will adopt this guidance on January 1, 2010. The Bank is currently evaluating the impact of adopting this standard on the consolidated financial statements.

In June 2009, the FASB issued guidance now codified as ASC 810, *Consolidation*. This guidance amends ASC 810, Consolidation to require an analysis to determine whether a variable interest gives a company a controlling financial interest in a variable interest entity (VIE). This statement requires an ongoing reassessment of and eliminates the quantitative approach previously required for determining

whether a company is the primary beneficiary. This statement is effective for fiscal years beginning after November 15, 2009. Accordingly, the Bank will adopt this guidance on January 1, 2010. The Bank is currently evaluating the effect the adoption of this guidance will have on its consolidated financial statements.

In June 2009, the FASB issued ASC Update No. 2009-01, "Topic-105-Generally Accepted Accounting Principles, amendments based on Statement of financial Accounting Standards No. 168-The FASB Accounting Standards Codification and hierarchy of Generally Accepted Accounting Principles". This update establishes the FASB Accounting Standards Codification as the source of authoritative accounting principles recognized by the FASB to be applied by nongovernmental entities in the preparation of financial statements in conformity with GAAP. The update is effective for financial statements issued for interim and annual periods ending after September 15, 2009. The Bank adopted the FASB Accounting Standards Codification for the quarter ending September 30, 2009. FASB Accounting Standards Codification does not change GAAP and did not have a material effect on the Bank's consolidated financial statements. All accounting references have been updated, and therefore SFAS references have been replaced with ASC references.

In August 2009, the FASB issued ASC Update No. 2009-05, "Fair Value Measurements and Disclosures (Topic 820)-Measuring Liabilities at Fair Value". This update provides amendments to FASB ASC 820, "Fair Value Measurements and Disclosures", for the fair value measurement of liabilities. This update also provides clarification that in circumstances in which a quoted price in an active market for the identical liability is not available, a reporting entity is required to measure fair value using one or more of the following techniques: 1) A valuation technique that uses: a) the quoted price of the identical liability when traded as an asset, b) quoted prices for similar liabilities or similar liabilities when trades as assets, and 2) another valuation technique that is consistent with the principles of Topic 820. Two examples would be an income approach, such as a present value technique, or a market approach, such as a technique that is based on the amount at the measurement date that the reporting entity would pay to transfer the identical liability or would receive to enter into the identical liability. This update is effective for the first interim and annual periods beginning after August 28, 2009. The Bank's adoption of this guidance in the fourth quarter of 2009 did not have a material effect on the Bank's consolidated financial statements.

In January 2010, the FASB issued ASC Update No. 2010-01, "Equity (Topic 505), Accounting for Distributions to Shareholders with Components of Stock and Cash a consensus of the FASB Emerging Issues Task Force". This update clarifies that the stock portion of a distribution to shareholders that allows them to elect to receive cash or stock with a potential limitation on the total amount of cash that all shareholders can elect to receive in the aggregate is considered a share issuance that is reflected in EPS prospectively and is not a stock dividend for purposes of applying Topic 505 (Equity) and Topic 260 (Earnings Per Share). The update is effective for annual and interim periods ending after December 15, 2009. The adoption of this update, during the fourth quarter of 2009, did not have a material impact on the Bank's financial statements.

In January 2010, the FASB issued ASC Update No. 2010-06, "Fair Value Measurements and Disclosures (Topic 820)-Improving Disclosures about Fair Value Measurements". This update provides amendments to Subtopic 820-10 and requires the following new disclosures: 1) Transfers in and out of Levels 1 and 2, and 2) Activity in Level 3 fair value measurements that discloses separately information about Level 3 purchases, sales, issuances, and settlements. Additionally, this update clarifies existing disclosures of the level of disaggregation, and disclosures about inputs and valuation techniques. The new disclosures and clarifications of existing disclosures are effective for interim and annual reporting periods beginning after December 15, 2009, except for the disclosures about purchases, sales, issuances, and settlements in the roll forward of activity in Level 3 fair value measurements. Those disclosures are effective for fiscal years beginning after December 15, 2010, and for interim periods within those fiscal years. The Bank is currently evaluating the effect the adoption of this update will have on its consolidated financial statements.

Inflation

The majority of our assets and liabilities are monetary items held by us, the dollar value of which is not affected by inflation. Only a small portion of total assets is in premises and equipment. The lower inflation rate of recent years has not had the positive impact on us that was felt in many other industries. Our small fixed asset investment minimizes any material effect of asset values and depreciation expenses that may result from fluctuating market values due to inflation. Higher inflation rates may increase operating expenses or have other adverse effects on borrowers of the banks, making collection on extensions of credit more difficult for us. Rates of interest paid or charged generally rise if the marketplace believes inflation rates will increase.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES OF MARKET RISKS

For quantitative and qualitative disclosures regarding market risks in our portfolio, see, “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Quantitative and Qualitative Disclosure About Market Risk.”

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The financial statements of the Bank, including the “Report of Independent Registered Public Accounting Firm,” are included in this report immediately following Part IV.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

As of December 31, 2009, we carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures and internal controls over financial reporting pursuant to Securities and Exchange Commission (“SEC”) rules. Based upon that evaluation, and the identification of the material weakness in our internal control over financial reporting as described below under “Management’s Report on Internal Control over Financial Reporting”, the Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were not effective as of December 31, 2009. Nevertheless, based on a number of factors, including the performance of additional procedures by management designed to ensure the reliability of our financial reporting, we believe that the financial statements in this Annual Report on Form 10-K fairly present, in all material respects, our financial position, results of operations and cash flows for the periods presented in conformity with GAAP.

Management’s Report on Internal Control over Financial Reporting

The Management of the Bank is responsible for establishing and maintaining adequate internal control over financial reporting pursuant to the rules and regulations of the SEC. The Bank’s internal control over financial reporting is a process designed to provide reasonable assurance regarding the

reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. generally accepted accounting principles. Internal control over financial reporting includes those written policies and procedures that:

- pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the company;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles;
- provide reasonable assurance that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the consolidated financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management under the supervision and with the participation of the Bank's principal executive officer and principal financial officer assessed the effectiveness of the Bank's internal control over financial reporting as of December 31, 2009. Management based this assessment on criteria for effective internal control over financial reporting described in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. Management's assessment included an evaluation of the design of Preferred Bank's internal control over financial reporting and testing of the operational effectiveness of its internal control over financial reporting. Management reviewed the results of its assessment with the Audit Committee of our Board of Directors.

A material weakness is a control deficiency, or combination of control deficiencies, in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of the Bank's annual or interim financial statements will not be prevented or detected on a timely basis. The Bank believes that a material weakness in internal controls over financial reporting exists related to the monitoring and control activities necessary to respond to potential risks identified in the Bank's loan portfolio and real estate owned. Specifically, management's monitoring and control activities did not appropriately revise internal controls to address the risks identified through the Bank's risk assessment process. The risk assessment process noted that 2009 market conditions related to the Bank's loan portfolio and real estate owned were deteriorating at a significantly greater rate than noted in prior years. As a result, when the accounting department was informed of this fact, internal controls should have been revised to require more frequent updates of (a) appraisals or other value indicators, which are significant inputs in determining the fair value of impaired loan collateral and owned real estate and, (b) qualitative loss factors, which are significant inputs in determining the loan and lease loss allowance. However, personnel responsible for estimating the allowance for loan losses and real estate owned did not make such revisions. In addition, management's review process did not detect that such controls were not appropriately revised.

Based on management's assessment and the criteria discussed above, we have concluded that, as of December 31, 2009, internal control over financial reporting was not effective as a result of the aforementioned material weakness.

KPMG LLP, the independent registered public accounting firm that audited the Bank's financial statements included in this Annual Report on Form 10-K, has issued an attestation report on the effectiveness of the Bank's internal control over financial reporting as of December 31, 2009. This report

which expresses an adverse opinion on the effectiveness of the Bank's internal control over financial reporting as of December 31, 2009, was filed with the FDIC and is included in Exhibit 99.1.

Remediation of Material Weakness

As part of the execution of the remediation plans to address the material weaknesses, we:

- engaged an outside firm, during the fourth quarter of 2009, to conduct loan review, assess and validate the appropriateness of loan grades, and assess the allowance for loan and lease losses to strengthen our internal loan review function.
- implemented a tracking system to identify due dates for obtaining updated valuations on classified loans and OREO assets in order to ensure that updated valuations are obtained in a timely manner.
- revised our allowance for loan and lease loss policy.
- revised our policy and procedures for OREO.

By implementing the above actions, we believe that our financial reporting will be significantly improved. However, there can be no assurances that our efforts will be successful or that additional efforts will not be necessary to remediate this material weakness.

ITEM 9B. OTHER INFORMATION

None

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Information concerning directors and executive officers of the Bank, to the extent not included under “Item 1 under the heading “*Executive Officers of the Bank*”, will appear in the Bank’s definitive proxy statement for the 2010 Annual Meeting of Shareholders (the “2010 Proxy Statement”), and such information either shall be (i) deemed to be incorporated herein by reference from the section entitled “ELECTION OF DIRECTORS” AND “SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE” and “THE COMMITTEES OF THE BOARD,” if filed with the Federal Deposit Insurance Corporation pursuant to Regulation 14A not later than 120 days after the end of the Bank’s most recently completed fiscal year or (ii) included in an amendment to this report filed with the Federal Deposit Insurance Corporation on Form 10-K/A not later than the end of such 120 day period.

Code of Ethics

The Bank has adopted a code of ethics that applies to its principal executive officer, principal financial and accounting officer, controller, and persons performing similar functions. The code of ethics is posted on our internet website at www.preferredbank.com.

ITEM 11. EXECUTIVE COMPENSATION

Information concerning executive compensation will appear in the 2010 Proxy Statement, and such information either shall be (i) deemed to be incorporated herein by reference from the sections entitled “COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION,” “COMPENSATION COMMITTEE’S REPORT,” “COMPENSATION DISCUSSION AND ANALYSIS,” “SUMMARY COMPENSATION TABLE,” “OUTSTANDING EQUITY AWARDS,” “NON-QUALIFIED DEFERRED COMPENSATION,” “CHANGE OF CONTROL AGREEMENTS,” and “COMPENSATION OF DIRECTORS,” if filed with the Federal Deposit Insurance Corporation pursuant to Regulation 14A not later than 120 days after the end of the Bank’s most recently completed fiscal year or (ii) included in an amendment to this report filed with the Federal Deposit Insurance Corporation on Form 10-K not later than the end of such 120 day period.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED SHAREHOLDER MATTERS

Information concerning security ownership of certain beneficial owners and management and information related to the Bank’s equity compensation plans will appear in the 2010 Proxy Statement, and such information either shall be (i) deemed to be incorporated herein by reference from the sections entitled “SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT” and “EQUITY COMPENSATION PLANS,” if filed with the Federal Deposit Insurance Corporation pursuant to Regulation 14A not later than 120 days after the end of the Bank’s most recently completed fiscal year or (ii) included in an amendment to this report filed with the Federal Deposit Insurance Corporation on Form 10-K/A not later than the end of such 120 day period.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

Information concerning certain relationships and related transactions will appear in the 2010 Proxy Statement, and such information either shall be (i) deemed to be incorporated herein by reference from the section entitled “CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS and “BOARD INDEPENDENCE,” if filed with the Federal Deposit Insurance Corporation pursuant to Regulation 14A not later than 120 days after the end of the Bank’s most recently completed fiscal year, or (ii) included in an amendment to this report filed with the Federal Deposit Insurance Corporation on Form 10-K/A not later than the end of such 120 day period.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

Information concerning principal accountant fees and services will appear in the 2010 Proxy Statement, and such information either shall be (i) deemed to be incorporated herein by reference from the section entitled “INDEPENDENT AUDITOR FEES,” and “AUDIT COMMITTEE PRE-APPROVAL POLICY” if filed with the Federal Deposit Insurance Corporation pursuant to Regulation 14A not later than 120 days after the end of the Bank’s most recently completed fiscal year or (ii) included in an amendment to this report filed with the Federal Deposit Insurance Corporation on Form 10-K/A not later than the end of such 120 day period.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(a)(1) Financial Statements

	<u>Page</u>
Report of Independent Registered Public Accounting Firm	89
Consolidated Statements of Financial Condition at December 31, 2009 and 2008	90
Consolidated Statements of Operations and Comprehensive(Loss) Income for the Years Ended December 31, 2009, 2008 and 2007	91
Consolidated Statements of Changes in Shareholders' Equity for the Years Ended December 31, 2009, 2008 and 2007	92
Consolidated Statements of Cash Flows for the Years Ended December 31, 2009, 2008 and 2007	93
Notes to Consolidated Financial Statements	94

(a)(2) Financial statement schedules

Schedules have been omitted because they are not applicable, not material or because the information is included in the consolidated financial statements or the notes thereto.

(a)(3) Exhibits

<u>Exhibit No.</u>	<u>Exhibit Description</u>
3.1	Amended and Restated Articles of Incorporation ⁽¹⁾
3.2	Amended and Restated Bylaws ⁽¹⁾
4.1	Common Stock Certificate ⁽²⁾
10.1	Lease relating to the Bank's principal executive office at 601 S. Figueroa Street, 20th Floor, Los Angeles, California with Mitsui Fudosen (U.S.A.), Inc. ⁽¹⁾
10.2	Agreement for Item-Processing Services with Fiserv Solutions, Inc., dated as of July 31, 2002 ⁽¹⁾
10.3	Agreement for Data-Processing with Fiserv Solutions, Inc., dated as of May 1, 2003 ⁽¹⁾
10.4	Maintenance and Service Agreement, dated August 1, 2003 with Exilcom, Inc. d/b/a Northstar Technologies ⁽¹⁾
10.5*	1992 Stock Option Plan ⁽¹⁾
10.6*	Management Incentive Bonus Plan ⁽¹⁾
10.7*	Deferred Compensation Plan ⁽¹⁾
10.8*	Stock Option Gain Deferred Compensation Plan ⁽¹⁾
10.9*	2004 Equity Incentive Plan ⁽¹⁾
10.10*	Form of Indemnification Agreement for directors and executive officers ⁽¹⁾
10.11*	Revised Bonus Plan
10.12	Lease relating to the Bank's principal executive office at 601 S. Figueroa Street, 29 th Floor, Los Angeles, California with 601 Figueroa Co. LLC, dated March 9, 2007. ⁽³⁾
10.13	Lease relating to the Bank's retail branch office at 1045-1055 North Tustin Avenue, Anaheim, California with Tustin Retail Center, LLC, dated July 8, 2008 ⁽⁴⁾
10.14	Lease relating to the Bank's retail branch office at 7004 Rosemead Blvd., Pico Rivera, California with Thaddeus J. Moriarty, Jr. and Joan F. Moriarty, Trustees of the Moriarty Family Trust, Jacqueline Steward, Trustee of the Steward Family Trust, dated July 25, 2008 ⁽⁴⁾
21.1	Subsidiaries of the Registrant
31.1	Chief Executive Officer Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Chief Financial Officer Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Chief Executive Officer Certification Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant To Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Chief Financial Officer Certification Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant To Section 906 of the Sarbanes-Oxley Act of 2002
99.1	Report of Independent Registered Public Accounting Firm
99.2	Management's Report on Internal Control over Financial Reporting

⁽¹⁾ Incorporated by reference from Registrant's Registration Statement on Form 10 filed with the Federal

- Deposit Insurance Corporation on January 18, 2005.
- (2) Incorporated by reference from Registrant's Registration Statement on Form 10 Amendment No. 1 filed with the Federal Deposit Insurance Corporation on February 2, 2005.
 - (3) Incorporated by reference from Quarterly Report on Form 10-Q filed with the Federal Deposit Insurance Corporation on May 9, 2007.
 - (4) Incorporated by reference from Quarterly Report on Form 10-Q filed with the Federal Deposit Insurance Corporation on November 7, 2008.
- * Denotes management contract or compensatory plan or arrangement.

Report of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders
Preferred Bank:

We have audited the accompanying consolidated statements of financial condition of Preferred Bank and subsidiary as of December 31, 2009 and 2008, and the related consolidated statements of operations and comprehensive (loss) income, changes in shareholders' equity, and cash flows for each of the years in the three year period ended December 31, 2009. These consolidated financial statements are the responsibility of the Bank's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Preferred Bank and subsidiary as of December 31, 2009 and 2008, and the results of their operations and their cash flows for each of the years in the three year period ended December 31, 2009, in conformity with U.S. generally accepted accounting principles.

The accompanying consolidated financial statements have been prepared assuming that the Bank will continue as a going concern. As further described in note 1 to the consolidated financial statements, at December 31, 2009, the Bank is currently operating under a consent order with the Federal Deposit Insurance Corporation and the California Department of Financial Institutions. The consent order restricts certain operations and requires the Bank to, among other things, achieve specified regulatory capital ratios by July 15, 2010 and September 15, 2010. Failure to achieve all of the order's requirements may lead to additional regulatory actions including placing the Bank into receivership or conservatorship. These matters raise substantial doubt about the Bank's ability to continue as a going concern. Management's plans in regard to these matters also are described in note 1 to the consolidated financial statements. The 2009 consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

We also have audited in accordance with attestation standards of the Public Company Accounting Oversight Board (United States), the Bank's internal control over financial reporting as of December 31, 2009 based on criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) and our report dated April 14, 2010, expressed an adverse opinion on the effectiveness of the Bank's internal control over financial reporting.

/s/ KPMG LLP

Los Angeles, California
April 14, 2010

PREFERRED BANK
Consolidated Statements of Financial Condition
December 31, 2009 and 2008
(In thousands, except for shares)

	2009	2008
Assets		
Cash and due from banks	\$ 14,071	\$ 19,386
Federal funds sold	<u>54,000</u>	<u>50,200</u>
Cash and cash equivalents	68,071	69,586
Securities available-for-sale, at fair value	114,464	104,406
Loans and leases	1,043,299	1,231,232
Less allowance for loan and lease losses	(42,810)	(26,935)
Less unamortized deferred loan fees, net	<u>585</u>	<u>(167)</u>
Net loans and leases	<u>1,001,074</u>	<u>1,204,130</u>
Other real estate owned	59,190	35,127
Customers' liability on acceptances	—	786
Bank furniture and fixtures, net	6,325	7,157
Bank-owned life insurance	7,304	8,454
Accrued interest receivable	5,582	7,807
Federal Home Loan Bank ("FHLB") stock, at cost	4,996	4,996
Net deferred tax assets	3,604	25,903
Other assets	<u>36,171</u>	<u>14,879</u>
Total assets	<u>\$ 1,306,781</u>	<u>\$ 1,483,231</u>
Liabilities and Shareholders' Equity		
Deposits:		
Demand	\$ 204,545	\$ 196,408
Interest-bearing demand	119,168	126,251
Savings	44,033	62,883
Time certificates of \$100,000 or more	328,597	464,085
Other time certificates	<u>464,069</u>	<u>407,696</u>
Total deposits	1,160,412	1,257,323
Acceptances outstanding	—	786
Advances from the Federal Home Loan Bank	23,000	58,000
Senior debt	25,996	—
Accrued interest payable	2,949	5,446
Other liabilities	<u>9,050</u>	<u>24,185</u>
Total liabilities	<u>1,221,407</u>	<u>1,345,740</u>
Commitments and contingencies		
Shareholders' equity:		
Preferred stock. Authorized 5,000,000 shares; no shares issued and outstanding at December 31, 2009 and 2008.	—	—
Common stock, no par value. Authorized 100,000,000 shares; issued and outstanding 15,767,126 and 9,755,207 shares at December 31, 2009 and 2008, respectively.	89,038	72,009
Treasury stock, at cost (715,425 shares at December 31, 2009 and 2008)	(19,115)	(19,115)
Additional paid-in capital	6,291	4,582
Retained earnings	13,267	86,582
Accumulated other comprehensive loss:		
Non-credit portion of other-than-temporary impairment on securities available-for-sale, net of tax of \$555 at December 31, 2009	(764)	—
Unrealized loss on securities available-for-sale, net of tax of \$2,426 and \$3,614 at December 31, 2009 and December 31, 2008, respectively.	<u>(3,343)</u>	<u>(6,567)</u>
Total shareholders' equity	<u>85,374</u>	<u>137,491</u>
Total liabilities and shareholders' equity	<u>\$ 1,306,781</u>	<u>\$ 1,483,231</u>

See accompanying notes to the consolidated financial statements.

PREFERRED BANK
Consolidated Statements of Operations and Comprehensive (Loss) Income
Years Ended December 31, 2009, 2008 and 2007
(In thousands, except share and per share data)

	<u>2009</u>	<u>2008</u>	<u>2007</u>
Interest income:			
Loans and leases	\$ 53,055	\$ 75,120	\$ 98,817
Investment securities, available for sale	5,784	10,743	11,522
Federal funds sold	<u>37</u>	<u>96</u>	<u>2,268</u>
Total interest income	<u>58,876</u>	<u>85,959</u>	<u>112,607</u>
Interest expense:			
Interest-bearing demand	842	1,364	2,668
Savings	687	1,433	3,494
Time certificates of \$100,000 or more	10,521	20,047	30,879
Other time certificates	8,080	8,349	5,384
Federal funds purchased	—	533	295
FHLB borrowings	2,014	2,908	1,479
Senior debt	<u>668</u>	<u>—</u>	<u>—</u>
Total interest expense	<u>22,812</u>	<u>34,634</u>	<u>44,199</u>
Net interest income before provision for credit losses	36,064	51,325	68,408
Provision for credit losses	<u>71,250</u>	<u>30,560</u>	<u>4,900</u>
Net interest (loss) income after provision for credit losses	<u>(35,186)</u>	<u>20,765</u>	<u>63,508</u>
Noninterest income:			
Fees and service charges on deposit accounts	2,189	1,764	1,696
Trade finance income	384	652	752
BOLI income	318	362	343
Net gain (loss) on sale of investment securities	3,142	(11)	—
Other income	<u>443</u>	<u>2,174</u>	<u>299</u>
Total noninterest income	<u>6,476</u>	<u>4,941</u>	<u>3,090</u>
Noninterest expense:			
Salaries and employee benefits	7,629	8,557	11,868
Net occupancy expense	3,416	2,822	2,395
Business development and promotion expense	201	424	409
Professional services	4,063	3,023	2,719
Office supplies and equipment expense	1,246	1,269	955
Total other-than-temporary impairment losses	1,645	12,371	621
Portion of loss reclassified in other comprehensive income	<u>1,810</u>	<u>—</u>	<u>—</u>
Net of other-than-temporary impairment losses	3,455	12,371	621
Loss on sale of OREO and related expense	23,071	3,016	205
Other	<u>8,872</u>	<u>4,112</u>	<u>2,289</u>
Total noninterest expense	<u>51,953</u>	<u>35,594</u>	<u>21,461</u>
(Loss) income before income taxes	(80,663)	(9,888)	45,137
Income tax (benefit) expense	<u>(8,128)</u>	<u>(4,876)</u>	<u>18,670</u>
Net (loss) income	<u>\$ (72,535)</u>	<u>\$ (5,012)</u>	<u>\$ 26,467</u>
Other comprehensive income (loss):			
Unrealized net gain (loss) on securities available-for-sale	6,541	(18,116)	(1,778)
Less reclassification adjustments included in net (loss) income	<u>(1,905)</u>	<u>12,071</u>	<u>—</u>
Other comprehensive (loss) income, before tax	4,636	(6,045)	(1,778)
Income taxes related to items of other comprehensive income	<u>(2,177)</u>	<u>2,542</u>	<u>747</u>
Other comprehensive income (loss) , net of tax	2,459	(3,503)	(1,031)
Comprehensive (loss) income	<u>\$ (70,076)</u>	<u>\$ (8,515)</u>	<u>\$ 25,436</u>
Net (loss) income per share			
Basic	\$ (6.30)	\$ (0.51)	\$ 2.56
Diluted	\$ (6.30)	\$ (0.51)	\$ 2.50
Weighted-average common shares outstanding			
Basic	15,668,126	9,790,858	10,330,232
Diluted	15,668,126	9,810,391	10,580,949
Dividends per share	\$ 0.08	\$ 0.47	\$ 0.68

See accompanying notes to the consolidated financial statements.

PREFERRED BANK
Consolidated Statements of Changes in Shareholders' Equity
Years Ended December 31, 2009, 2008 and 2007
(In thousands, except share and dividends declared per share data)

	<u>Common Stock</u>		<u>Treasury Stock</u>	<u>Additional Paid-In Capital</u>	<u>Retained Earnings</u>	<u>Accumulated Other Comprehensive Income (Loss)</u>	<u>Total Shareholders' Equity</u>
	<u>Shares</u>	<u>Amount</u>					
Balance as of December 31, 2006	10,274,632	\$ 69,658	\$ —	\$ 1,502	\$ 75,219	\$ (447)	\$ 145,932
Cash dividends paid (\$0.68 per share)	—	—	—	—	(7,091)	—	(7,091)
Tax benefit—exercise of share-based payment	—	—	—	261	—	—	261
Stock options exercised	178,900	2,210	—	—	—	—	2,210
Stock buyback	(500,000)	—	(14,976)	—	—	—	(14,976)
Share-based compensation expense	—	—	—	1,185	—	—	1,185
3-for-2 stock split, effected February 20, 2007	—	(5)	—	—	—	—	(5)
Net income	—	—	—	—	26,467	—	26,467
Change in unrealized loss on securities available-for-sale, net of taxes	—	—	—	—	—	(1,031)	(1,031)
Balance as of December 31, 2007	<u>9,953,532</u>	<u>\$ 71,863</u>	<u>\$(14,976)</u>	<u>\$ 2,948</u>	<u>\$ 94,595</u>	<u>\$ (1,478)</u>	<u>\$ 152,952</u>
Cash dividends paid (\$0.47 per share)	—	—	—	—	(4,587)	—	(4,587)
Tax benefit—exercise of share-based payment	—	—	—	11	—	—	11
Stock options exercised	17,100	146	—	—	—	—	146
Stock buyback	(215,425)	—	(4,139)	—	—	—	(4,139)
Share-based compensation expense	—	—	—	1,623	—	—	1,623
Net loss	—	—	—	—	(5,012)	—	(5,012)
Change in unrealized loss on securities available-for-sale, net of taxes	—	—	—	—	—	(3,503)	(3,503)
Balance as of December 31, 2008	<u>9,755,207</u>	<u>\$ 72,009</u>	<u>\$(19,115)</u>	<u>\$ 4,582</u>	<u>\$ 84,996</u>	<u>\$ (4,981)</u>	<u>\$ 137,491</u>
Cumulative effect adjustment for reclassification of the previously recognized non-credit related impairment write-downs, net of taxes	—	—	—	—	1,586	(1,586)	—
Balance as of December 31, 2008, as revised	9,755,207	\$ 72,009	\$ (19,115)	\$ 4,582	\$ 86,582	\$ (6,567)	\$ 137,491
Issuance of Stock	5,912,919	17,029	—	—	—	—	17,029
Stock issuance costs	—	—	—	(104)	—	—	(104)
Cash dividends paid (\$0.08 per share)	—	—	—	—	(780)	—	(780)
Restricted stock award grant	99,000	—	—	—	—	—	—
Share-based compensation expense	—	—	—	1,813	—	—	1,813
Net loss	—	—	—	—	(72,535)	—	(72,535)
Noncredit related impairment loss on investment securities recorded in the current year, net of taxes	—	—	—	—	—	822	822
Change in unrealized loss on securities available-for-sale, net of taxes	—	—	—	—	—	1,638	1,638
Balance as of December 31, 2009	<u>15,767,126</u>	<u>\$ 89,038</u>	<u>\$(19,115)</u>	<u>\$ 6,291</u>	<u>\$ 13,267</u>	<u>\$ (4,107)</u>	<u>\$ 85,374</u>

See accompanying notes to consolidated financial statements.

PREFERRED BANK
Consolidated Statements of Cash Flows
Years Ended December 31, 2009, 2008 and 2007
(In thousands)

	<u>2009</u>	<u>2008</u>	<u>2007</u>
Cash flows from operating activities:			
Net (loss) income	\$ (72,535)	\$ (5,012)	\$ 26,467
Adjustments to reconcile net income to net cash provided by operating activities:			
Provision for credit losses	71,250	30,560	4,900
Amortization of net deferred loan fees	(751)	(515)	(1,077)
Net loss on sale of other real estate owned	4,078	359	—
(Gain) loss on sale of securities available for sale	(3,142)	11	—
Write-down of other real estate owned	15,015	1,756	—
Impairment of securities available for sale	3,455	12,371	621
Federal Home Loan Bank stock dividends	—	(296)	(1,018)
Amortization (accretion) of investment securities discounts and premiums, net	626	(145)	(357)
Depreciation and amortization	1,113	782	575
Share-based compensation expense	1,813	1,623	1,185
Excess tax benefit from share-based payment arrangement	—	(11)	(261)
Deferred tax expense (benefits)	20,170	(11,082)	(1,986)
Increase in BOLI, accrued interest receivable and other assets	(17,966)	(9,337)	(16,003)
(Decrease) increase in accrued expenses and other liabilities	<u>(17,631)</u>	<u>9,164</u>	<u>4,244</u>
Net cash provided by operating activities	<u>5,495</u>	<u>30,228</u>	<u>17,290</u>
Cash flows from investing activities:			
Proceeds from maturities and redemptions of securities available-for-sale	21,432	133,162	263,735
Proceeds from sale of securities available-for-sale	48,262	105,003	—
Purchase of securities available-for-sale	(76,056)	(115,585)	(312,358)
Proceeds from sale of other real estate owned	34,336	848	—
Proceeds from sale of loans	8,812	—	—
Net decrease (increase) in loans	46,255	(46,301)	(236,022)
Purchase of bank premises and equipment	<u>(281)</u>	<u>(3,217)</u>	<u>(3,585)</u>
Net cash provided by (used in) investing activities	<u>82,760</u>	<u>73,910</u>	<u>(288,230)</u>
Cash flows from financing activities:			
(Decrease) increase in deposits	(96,911)	4,214	91,766
Proceeds from FHLB borrowings	—	—	126,000
Decrease in other borrowings	(35,000)	(53,000)	(35,000)
Proceeds from senior debt borrowings, net of issuance cost	25,996	—	—
Excess tax benefit from share-based payment arrangement	—	11	261
Net proceeds of stock options exercised	—	146	2,205
Net proceeds from stock issuance	16,925	—	—
Stock buyback	—	(4,139)	(14,976)
Cash payment of dividends	<u>(780)</u>	<u>(4,587)</u>	<u>(7,091)</u>
Net cash (used) provided by financing activities	<u>(89,770)</u>	<u>(57,355)</u>	<u>163,165</u>
Net increase (decrease) in cash and cash equivalents	(1,515)	46,783	(107,775)
Cash and cash equivalents at beginning of year	<u>69,586</u>	<u>22,803</u>	<u>130,578</u>
Cash and cash equivalents at end of year	<u>\$ 68,071</u>	<u>\$ 69,586</u>	<u>\$ 22,803</u>
Supplemental disclosure of cash flow information			
Cash paid during the period for:			
Interest	\$ 25,309	\$ 34,681	\$ 43,978
Income taxes	\$ 975	\$ 4,475	\$ 21,300
Noncash activities:			
Real estate acquired in settlement of loans	\$ 58,694	\$ 28,439	\$ —
Loans to facilitate the sale of other real estate owned	\$ 34,941	\$ 5,010	\$ —
Transfer of loan receivable to loans held for sale	\$ 11,510	\$ —	\$ —

See accompanying notes to consolidated financial statements.

PREFERRED BANK

Notes to Consolidated Financial Statements—(Continued)

(1) REGULATORY MATTERS AND GOING CONCERN CONSIDERATION

Consent Order

On March 16, 2010, the members of the Board of Directors of the Bank consented to the issuance of a Consent Order (the “Order”) from the FDIC and the DFI. The following discussion summarizes the provisions of the Order issued on March 22, 2010:

(i) the Bank must have and maintain qualified management and notify the FDIC and the DFI in writing when it proposes to make any changes in its Board of Directors or senior executive officers at least 30 days prior to the date any change is to become effective;

(ii) within 120 days of the Order, the Bank must obtain an independent study of the management and personnel structure of the Bank to determine whether the Bank’s leadership structure is appropriate;

(iii) the Board must increase its participation in the affairs of the Bank, assuming full responsibility for the approval of sound policies and objectives and for the supervision of all of the Bank’s activities;

(iv) within 60 days of the Order, the Bank must develop and adopt a plan to meet and maintain the capital requirements contained in the Order and the FDIC’s Statement of Policy on Risk-Based Capital. The minimum capital ratios and the dates by which such capital ratios must be obtained are set forth in the table below:

Deadline	Ratio	Minimum Required Ratio
July 15, 2010	Tier 1 Leverage Ratio	8.5%
July 15, 2010	Tangible Common Equity Ratio	8.5%
July 15, 2010	Total Risk-Based Capital Ratio	10.0%
September 15, 2010	Tier 1 Leverage Ratio	10.0%
September 15, 2010	Tangible Common Equity Ratio	10.0%
September 15, 2010	Total Risk-Based Capital Ratio	12.0%

(v) if all or part of the increase in capital required by the Order is accomplished by the sale of new securities, the Board of Directors must adopt and implement a plan for such sale; any offering materials must include an accurate description of the financial condition of the Bank and the circumstances giving rise to the offering; and the plan for the offering and any materials must be submitted to the FDIC for review and non-objection and to the DFI for any permits or approvals;

(vi) the Bank must not pay cash dividends or make any other payments to its shareholders without prior written consent of the FDIC and the DFI;

(vii) within 270 days of the Order, the Bank must reduce the assets classified as “Substandard” as of September 30, 2009, to not more than 50% of the Bank’s Tier 1 capital and ALLL;

(viii) within 60 days of the Order, the Bank must develop or revise, adopt and implement a written plan for systematically reducing the amount of loans or other extensions of credit advanced,

PREFERRED BANK

Notes to Consolidated Financial Statements—(Continued)

directly or indirectly, to or for the benefit of, any borrowers in the “commercial real estate” concentration, with particular emphasis on those borrowers in the construction and land development area;

(ix) within 60 days of the Order, the Bank must develop or revise, adopt and implement a written liquidity and funds management policy that adequately addresses liquidity needs and appropriately reduces its reliance on non-core funding sources;

(x) within 30 days of the Order, the Bank must develop or revise, adopt, and implement a written plan addressing retention of profits, reducing overhead expenses, and setting forth a comprehensive budget covering the calendar year ending December 31, 2010, and thereafter, at least 30 days prior to the commencement of each subsequent calendar year, the Board of Directors must develop, adopt, and implement a plan and comprehensive budget covering the subsequent calendar year.

Going Concern

During 2008 and 2009, the Bank experienced significant increases in non-performing assets and potential problem loans, particularly related to residential construction and land development. This resulted in a significant increase in credit costs experienced by the Bank. The increase in non-accrual loans has also resulted in margin compression as a result of accrued interest reversals and the lack of on-going interest recognition. Non-accrual loans increased from \$66.6 million at December 31, 2008 to \$137.3 million at December 31, 2009. This credit deterioration has resulted in significant net losses. Given the current economic conditions, the Bank may continue to experience asset quality weakness and high levels of non-performing assets which could result in future negative earnings and financial condition pressures.

As previously mentioned, we are required by federal regulatory authorities to maintain adequate levels of capital to support our operations. As part of the recently issued Consent Order, the Bank is also required to increase its capital and maintain certain regulatory capital ratios prior to certain dates specified in the Order

We have also committed to the FDIC and the DFI to adopt a consolidated capital plan to augment and maintain a sufficient capital position. Our existing capital resources may not satisfy our capital requirements for the foreseeable future and may not be sufficient to offset any problem assets. Further, should our asset quality erode and require significant additional provision for credit losses, resulting in net operating losses at the Bank, our capital levels will decline. Consistent with the Order, we will attempt to raise capital to satisfy our agreements with the FDIC and the DFI. Our ability to raise additional capital will depend on conditions in the capital markets at that time, which are outside our control, and on our financial performance. Accordingly, we cannot be certain of our ability to raise additional capital on terms acceptable to us.

Depending on the ability of the Bank to return to profitability, the level of capital raised and satisfaction of other aspects of the Order, the FDIC and DFI can institute other corrective measures and have broad enforcement powers to impose additional restrictions on operations. The conditions and events discussed above raise substantial doubt as to the Bank’s ability to continue as a going concern.

PREFERRED BANK

Notes to Consolidated Financial Statements—(Continued)

The accompanying consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the discharge of liabilities in the normal course of business for the foreseeable future, and do not include any adjustments to reflect the possible future effects on the recoverability or classification of assets, and the amounts or classification of liabilities that may result from the outcome of any regulatory action including being placed into receivership or conservatorship.

To address the items contained in the Order, management is currently undertaking the following actions:

- We have engaged an investment banker in order to raise sufficient amounts of new capital to satisfy the requirements of the Order.
- We have developed a plan to reduce assets classified as substandard as of September 30, 2009 levels in order to comply with the Order.
- We have created a written plan addressing the retention of profits and have a Board-approved budget for 2010.
- We are currently working to develop written plans to reduce construction and land loan concentrations and to revise our liquidity and funds management policies.
- We have developed a written liquidity and funds management policy.
- We intend to retain a third party to assess the Bank's leadership structure.
- We are developing a plan to address other items in the Order.

However, there can be no assurance that the Bank will be able to comply fully with the provisions of the Order, or that efforts to comply with the Order will not have adverse effects on the Company's ability to continue as a going concern.

(2) Summary of Significant Accounting Policies

Preferred Bank (the Bank) is a full service commercial bank and is engaged primarily in commercial, real estate, and international lending to customers with businesses domiciled in the state of California. The accounting and reporting policies of the Bank are in accordance with accounting principles generally accepted in the United States of America and conform to general practices in the banking industry. The following is a summary of the Bank's significant accounting policies.

(a) Basis of Presentation

The financial statements include the accounts of Preferred Bank and its subsidiary, PB Investment and Consulting, Inc. (the "Bank" or the "Company"). The audited consolidated financial statements of the Company have been prepared in conformity with U.S. generally accepted accounting principles. Certain reclassifications have been made to the prior year's consolidated financial statements to conform to the current year's presentation.

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions. These estimates and assumptions affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods.

PREFERRED BANK

Notes to Consolidated Financial Statements—(Continued)

Material estimates that are particularly susceptible to significant changes in the near-term relate to the determination of the allowance for loan losses. In connection with the determination of the allowance for loan losses, management obtains independent appraisals for significant properties, evaluates overall loan portfolio characteristics and delinquencies and monitors economic conditions.

The consolidated financial statements reflect management's evaluation of subsequent events through the date of issuance of this Annual Report on Form 10-K.

(b) Principles of Consolidation

The financial statements include the accounts of the Company and its subsidiary, PB Investment and Consulting, Inc. All intercompany transactions and accounts have been eliminated in consolidation.

(c) Cash and Cash Equivalents

Cash and cash equivalents include cash and due from banks, and federal funds sold, all of which have original or purchased maturities of less than 90 days. Included in the Bank's cash balances are cash reserves required by FRB in the amounts of \$989,000 and \$579,000 as of December 31, 2009 and 2008, respectively.

(d) Investment Securities

The Bank classifies its debt and equity securities in two categories: held-to-maturity or available-for-sale. Securities that could be sold in response to changes in interest rates, increased loan demand, liquidity needs, capital requirements, or other similar factors are classified as securities available-for-sale. These securities are carried at fair value. Unrealized holding gains or losses, net of the related tax effect, on available-for-sale securities are excluded from income and are reported as a separate component of shareholders' equity as other comprehensive income net of applicable taxes until realized. Realized gains and losses from the sale of available-for-sale securities are determined on a specific-identification basis. Securities classified as held-to-maturity are those that the Bank has the positive intent and ability to hold until maturity. These securities are carried at amortized cost, adjusted for the amortization or accretion of premiums or discounts. At December 31, 2009 and 2008, there were no securities classified in the held-to-maturity portfolio.

The Bank performs regular impairment analysis on its investment securities portfolio. January 1, 2009, the Bank adopted new FASB standards which provide further guidance on: identifying whether a market for an asset or liability is distressed or inactive, determining whether an entity has the intent and ability to hold a security to its anticipated recovery and whether an investment is other-than-temporarily-impaired. If it is determined that the impairment is other than temporary for equity securities, the impairment loss is recognized in earnings equal to the difference between the investment's cost and its fair value. If it is determined that the impairment is other-than-temporary for debt securities, the Bank will recognize the credit component of an other-than-temporary impairment in earnings and the non-credit component in other comprehensive income when the Bank does not intend to sell the security and it is more likely than not that the Bank will not be required to sell the security prior to recovery. The new cost basis is not changed for subsequent recoveries in fair value. The adoption of the provisions of these standards resulted in a cumulative effect

PREFERRED BANK

Notes to Consolidated Financial Statements—(Continued)

after-tax adjustment of \$1.6 million to the opening balance of retained earnings and accumulated other comprehensive income.

Premiums and discounts are amortized or accreted over the life of the related held-to-maturity or available-for-sale security as an adjustment to yield using the effective-interest method. Dividend and interest income are recognized when earned.

(e) Loans and Loan Origination Fees and Costs

Loans that the Bank has both the intent and ability to hold for the foreseeable future, or until maturity, are carried at face value, less payments received, the allowance for loan and lease losses, and net deferred loan fees. Interest income is recorded on an accrual basis in accordance with the terms of the loans.

Loan origination fees, offset by certain direct loan origination costs and commitment fees, are deferred and recognized in income as a yield adjustment using the effective interest yield method over the contractual life of the loan, which approximates the interest method. If a commitment expires unexercised, the commitment fee is recognized as income.

Loans on which the accrual of interest has been discontinued are designated as nonaccrual loans. The accrual of interest on loans is discontinued when principal or interest is past due 90 days or more unless the loan is both well secured and in the process of collection. When loans are placed on nonaccrual status, all interest previously accrued, but not collected, is reversed against current period interest income. Interest received on nonaccrual loans is subsequently recognized as interest income or applied against the principal balance of the loan. The loan is generally returned to accrual status when the borrower has brought the past due principal and interest payments current and, in the option of management, the borrower has demonstrated the ability to make future payments of principal and interest as scheduled.

Loans are considered for full or partial charge-offs in the event that principal or interest is over 180 days past due, the loan lacks sufficient collateral and it is not in the process of collection. The Bank also considers charging off loans in the event of any of the following circumstances: 1) the impaired loan balances are not covered by the fair value of the collateral or discounted cash flow; 2) the loan has been identified for charge-off by regulatory authorities; and 3) any overdrafts greater than 90 days.

The Bank considers a loan to be impaired when it is “probable” that it will be unable to collect all amounts due (i.e. both principal and interest) according to the contractual terms of the loan agreement. The measurement of impairment may be based on (1) the present value of the expected future cash flows of the impaired loan discounted at the loan’s original effective interest rate, (2) the observable market price of the impaired loan, or (3) the fair value of the collateral of a collateral-dependent loan. The amount by which the recorded investment of the loan exceeds the measure of the impaired loan is recognized by recording a valuation allowance with a corresponding charge to the provision for loan losses. All classified loans that are over \$100,000 are analyzed for impairment. The Bank recognizes interest income on impaired loans based on its existing methods of recognizing interest income on nonaccrual loans.

A loan is restructured when the Bank determines that a borrower’s financial condition has deteriorated but, still has the ability to repay the loan. A loan is considered restructured

PREFERRED BANK

Notes to Consolidated Financial Statements—(Continued)

when for economic or legal reasons related to a borrower's financial difficulties, the Bank grants a concession to the borrower that it would not otherwise consider.

(f) Allowance for Loan and Lease Losses

The allowance for loan and lease losses is maintained at a level considered adequate to provide for losses that are probable and reasonably estimable. The adequacy of the allowance for loan losses is based on management's evaluation of the collectability of the loan and lease portfolio and that evaluation is based on historical loss experience and other significant factors.

The allowance for loan and lease losses is maintained at a level which, in management's judgment, is adequate to absorb loan and lease losses inherent in the loan and lease portfolio. The amount of the allowance is based on management's evaluation of the collectability of the loan and lease portfolio and that evaluation is based on historical loss experience and other significant factors.

The methodology we use to estimate the amount of our allowance for loan and lease losses is based on both objective and subjective criteria. While some criteria are formula driven, other criteria are subjective inputs included to capture environmental and general economic risk elements which may trigger losses in the loan portfolio.

Specifically, our allowance methodology contains four elements: (a) amounts based on specific evaluations of impaired loans; (b) amounts of estimated losses on loans classified as 'special mention' and 'substandard' that are not already included in impaired loan analysis; (c) amounts of estimated losses on loans not adversely classified which we refer to as 'pass' based on historical loss rates by loan type; and (d) amounts for estimated losses on loans rated as pass based on economic and other factors that indicate probable losses were incurred but were not captured through the other elements of our allowance process.

Impaired loans are identified at each reporting date based on certain criteria and individually reviewed for impairment. A loan is considered impaired when it is probable that a creditor will be unable to collect all amounts due according to the original contractual terms of the loan agreement.

Our loan portfolio, excluding impaired loans which are evaluated individually, is categorized into several pools for purposes of determining allowance amounts by loan pool. The loan pools we currently evaluate are: commercial & industrial, international, real estate - residential land, real estate construction -residential, real estate construction-commercial and real estate - other. Within these loan pools, we then evaluate loans rated as pass credits, separately from adversely classified loans. The allowance amounts for pass rated loans which are not reviewed individually, are determined using historical loss rates developed through migration analyses. The adversely classified loans are further grouped into three credit risk rating categories: special mention, substandard and doubtful.

Finally, in order to ensure our allowance methodology is incorporating recent trends and economic conditions, we apply environmental and general economic factors to our allowance methodology including: credit concentrations; delinquency trends; economic and business conditions; the quality of lending management and staff; lending policies and procedures; loss and recovery trends; nature and volume of the portfolio; nonaccrual and problem loan

PREFERRED BANK

Notes to Consolidated Financial Statements—(Continued)

trends; and other adjustments for items not covered by other factors. We base our allowance for loan losses on an estimation of probable losses inherent in our loan portfolio.

(g) Other Real Estate Owned (OREO)

Other real estate owned, consisting of real estate acquired through foreclosure or other proceedings, is initially stated at fair value of the property based on appraisal, less estimated selling costs. Any cost in excess of the fair value at the time of acquisition is accounted for as a loan charge-off and deducted from the allowance for loan and lease losses. A valuation allowance is established for any subsequent declines in value through a charge to earnings. Operating expenses of such properties, net of related income, and gains and losses on their disposition are included in other operating income or expense, as appropriate.

(h) Bank Furniture and Fixtures

Bank furniture and fixtures are stated at cost, less accumulated depreciation and amortization. Depreciation on furniture and equipment is computed on a straight-line method over the estimated useful lives of the assets, generally three to five years. Leasehold improvements are capitalized and amortized on the straight-line method over the estimated useful life of the improvement or the term of lease, whichever is shorter. Buildings are amortized on the straight-line method over 30 years.

(i) Comprehensive Income

Comprehensive income consists of net income and net unrealized gains (losses) on securities available-for-sale and is presented in the statements of operations and comprehensive (loss) income.

(j) Income Taxes

The Bank accounts for income taxes using the asset and liability method. The objective of the asset and liability method is to establish deferred tax assets and liabilities for the temporary differences between the financial reporting basis and the tax basis of the Bank's assets and liabilities at enacted tax rates expected to be in effect when such amounts are realized or settled. A valuation allowance is established for deferred tax assets if based on the weight of available evidence, it is more likely than not that some portion or all of the deferred tax assets will not be realized. The valuation allowance is sufficient to reduce the deferred tax assets to the amount that is more likely than not to be realized.

(k) Earnings per Share

Earnings per share (EPS) are computed on a basic and diluted basis. Basic EPS is computed by dividing net income adjusted by presumed dividend payments and earnings on unvested restricted stock by the weighted average number of common shares outstanding. Losses are not allocated to participating securities. Unvested shares of restricted stock are excluded from basic shares outstanding. Diluted EPS reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock or resulted in the issuance of common stock that then shares in the earnings of the Bank.

PREFERRED BANK

Notes to Consolidated Financial Statements—(Continued)

(l) Share-Based Compensation

Employees and directors participate in the following stock option compensation plans--the 1992 Stock Option Plan, Interim Stock Option Plan and the 2004 Equity Incentive Plan. Share-based compensation expense for all share-based payment awards is based on the grant-date fair value estimated in accordance with the provisions of ASC 718. The Bank recognizes these compensation costs on a straight-line basis over the requisite services period for the entire award of generally three to five years, and options expire between four and ten years from the date of grant. See Note 12 for further discussion.

(m) Statement of Cash Flows

For purposes of reporting cash flows, cash and cash equivalents include cash on hand, amounts due from banks, and federal funds sold.

(n) Bank-Owned Life Insurance (BOLI)

Bank-owned life insurance policies are carried at their cash surrender value. Income from BOLI is recognized when earned.

(o) Use of Estimates

Management of the Bank has made a number of estimates and assumptions relating to the reporting of assets and liabilities and the disclosure of contingent assets and liabilities to prepare these financial statements in conformity with accounting principles generally accepted in the United States of America. Actual results could differ from these estimates. The most significant estimate subject to change relates to the allowance for loan and lease losses. If the allowance is not adequate as of December 31, 2009 then additional losses could be realized in 2010. The carrying value of other real estate owned; if real estate values deteriorate further then the Bank could suffer additional losses on the disposition of its other real estate owned. If estimates related to future cash flows used to determine fair value of investment securities is incorrect then the Bank could be subject to further other-than-temporary impairment charges.

(p) Risk and Uncertainties

Preferred Bank is a commercial bank which takes in deposits from businesses and individuals and provides loans to real estate developers/owners and individuals. The Bank's main source of revenue is interest income from loans and investment securities and its main expenses are interest expense paid on deposits and borrowings and compensation expenses to its employees. The Bank's operations are located and concentrated primarily in Southern California and are likely to remain so for the foreseeable future.

As of December 31, 2009, approximately 94% of the total dollar amount of the Bank's loans and commitments was related to collateral or borrowers located within California. Because the Bank's loan portfolio is concentrated in commercial and residential real estate, the performance of these loans may be affected by further negative changes in California's economic and business conditions and the real estate market of Southern California. Deterioration in economic conditions could have a material adverse effect on the quality of the Bank's loan portfolio and the demand for its products and services. In addition, during periods of economic slowdown or a recession, the Bank may experience a decline in

PREFERRED BANK

Notes to Consolidated Financial Statements—(Continued)

collateral values and an increase in delinquencies and defaults. A decline in collateral values such as that experienced in housing prices in 2008 and 2009 and an increase in delinquencies and defaults increase the possibilities and severity of losses. California real estate is also subject to certain natural disasters, such as earthquakes, fires, floods and mud slides, as well as civil unrest, which are typically not covered by the standard hazard insurance policies maintained by the borrowers. Uninsured disasters may render borrowers unable to repay loans made by the Bank and lower collateral values.

The occurrence of adverse economic conditions or natural disasters in California could have a material adverse effect on the Bank's financial condition, results of operations, and business prospects.

(q) Segment Reporting

Through our branch network, the Bank provides a broad range of financial services to individuals and companies located primarily in Southern California. Their services include demand, time and savings deposits and real estate, business and consumer lending. While our chief decision makers monitor the revenue streams of our various products and services, operations are managed and financial performance is evaluated on a company-wide basis. Accordingly, the Bank considers all of our operations are aggregated in one reportable operating segment.

(r) Recently Issued Accounting Standards

In June 2008, the FASB issued guidance now codified as ASC Section 260-10-45, *Earnings Per Share*. This guidance requires all outstanding unvested share-based payment awards that contain rights to nonforfeitable dividends to be considered participating securities and requires entities to apply the two-class method of computing basic and diluted earnings per share. The Bank adopted this standard on January 1, 2009 and the adoption did not have a significant impact on the Bank's consolidated financial statements.

In June 2009, the FASB issued guidance now codified as ASC 860, *Transfers and Servicing*. This guidance removes the concept of a qualifying special-purpose entity (QSPE) from ASC 860, *Transfers and Servicing* and removes the exception from applying variable interest accounting to variable interest entities that are QSPE's. This statement also clarifies the requirements for isolation and limitations on portions of financial assets that are eligible for sale accounting. This statement is effective for fiscal years beginning after November 15, 2009. Accordingly, the Bank will adopt this guidance on January 1, 2010. The Bank is currently evaluating the impact of adopting this standard on the consolidated financial statements.

In June 2009, the FASB issued guidance now codified as ASC 810, *Consolidation*. This guidance amends ASC 810, *Consolidation* to require an analysis to determine whether a variable interest gives a company a controlling financial interest in a variable interest entity (VIE). This statement requires an ongoing reassessment of and eliminates the quantitative approach previously required for determining whether a company is the primary beneficiary. This statement is effective for fiscal years beginning after November 15, 2009. Accordingly, the Bank will adopt this guidance on January 1, 2010. The Bank is currently evaluating the effect the adoption of this guidance will have on its consolidated financial statements.

PREFERRED BANK

Notes to Consolidated Financial Statements—(Continued)

In January 2010, the FASB issued ASC Update No. 2010-06, Fair Value Measurements and Disclosures (Topic 820)-Improving Disclosures about Fair Value Measurements". This update provides amendments to Subtopic 820-10 and requires the following new disclosures: 1) Transfers in and out of Levels 1 and 2, and 2) Activity in Level 3 fair value measurements that discloses separately information about Level 3 purchases, sales, issuances, and settlements. Additionally, this update clarifies existing disclosures of the level of disaggregation, and disclosures about inputs and valuation techniques. The new disclosures and clarifications of existing disclosures are effective for interim and annual reporting periods beginning after December 15, 2009, except for the disclosures about purchases, sales, issuances, and settlements in the roll forward of activity in Level 3 fair value measurements. Those disclosures are effective for fiscal years beginning after December 15, 2010, and for interim periods within those fiscal years. The Bank is currently evaluating the effect the adoption of this update will have on its consolidated financial statements.

(3) Securities Available for Sale

Financial instruments that potentially subject the Bank to concentrations of credit risk consist primarily of loans and investments. The Bank monitors its exposure to such risks and the concentrations may be impacted by changes in economics, industry or political factors.

The Bank aims to maintain a diversified investment portfolio including issuer, sector and geographic stratification, where applicable, and has established certain exposure limits, diversification standards and review procedures to mitigate credit risk.

Other than U.S. government agencies (Fannie Mae and Freddie Mac), the Bank has no exposure within its investment portfolio to any single issuer greater than 10% of equity capital.

The table below shows the amortized cost, the total other-than-temporary impairment recognized in accumulated other comprehensive income, gross unrealized gains and losses, estimated fair value of securities available for sale as of December 31, 2009 and 2008.

	2009				Estimated fair value
	Amortized cost	Gross unrealized gains	Gross unrealized losses	Non-credit other-than- temporary impairment	
			(In thousands)		
Corporate notes	\$ 26,564	\$ 54	\$ (1,877)	\$ —	\$ 24,741
Mortgage-backed securities	25,002	229	(3)	—	25,228
Collateralized mortgage obligations	20,118	—	(2,002)	—	18,116
Municipal securities	46,348	122	(2,292)	—	44,178
Collateralized debt obligations ⁽¹⁾	<u>3,520</u>	<u>—</u>	<u>—</u>	<u>(1,319)</u>	<u>2,201</u>
Total securities available-for-sale	<u>\$ 121,552</u>	<u>\$ 405</u>	<u>\$ (6,174)</u>	<u>\$ (1,319)</u>	<u>\$ 114,464</u>

PREFERRED BANK

Notes to Consolidated Financial Statements—(Continued)

⁽¹⁾ As of December 31, 2008, the Company recorded an OTTI charge of \$4.3 million for CDO securities. Upon adoption of new FASB OTTI impairment guidance, the Company reclassified the noncredit portion of previously recognized OTTI CDO totaling \$3.1 million, on a pre-tax basis, from the opening balance of retained earnings to other comprehensive income as of March 31, 2009.

	2008			
	Amortized cost	Gross unrealized gains	Gross unrealized losses	Estimated fair value
	(In thousands)			
U.S. Government agencies	\$ 22,895	\$ 220	\$ —	\$ 23,115
Corporate notes	26,071	16	(3,365)	22,722
Mortgage-backed securities	13,299	331	(29)	13,601
Municipal securities	46,863	57	(4,142)	42,778
Collateralized debt obligations	3,757	—	(1,682)	2,075
Freddie Mac preferred stock	115	—	—	115
Total securities available-for-sale	<u>\$ 113,000</u>	<u>\$ 624</u>	<u>\$ (9,218)</u>	<u>\$ 104,406</u>

Gross unrealized losses on securities available-for-sale and the fair value of the related securities, aggregated by investment category and length of time that the individual securities have been in a continuous unrealized loss position, at December 31, 2009 and 2008 are as follows:

	2009					
	Less than 12 months		12 months or greater		Total	
	Estimated fair value	Unrealized losses	Estimated fair value	Unrealized losses	Estimated fair value	Unrealized losses
	(In thousands)					
Corporate notes	\$ 9,411	\$ (111)	\$ 10,648	\$(1,766)	\$ 20,059	\$(1,877)
Mortgage-backed securities	18,116	(2,002)	388	(3)	18,504	(2,005)
Municipal securities	11,394	(204)	16,821	(2,088)	28,215	(2,292)
Collateralized debt obligations	1,262	(982)	939	(337)	2,201	(1,319)
Total securities available-for-sale	<u>\$ 40,183</u>	<u>\$(3,299)</u>	<u>\$ 28,796</u>	<u>\$(4,194)</u>	<u>\$ 68,979</u>	<u>\$(7,493)</u>

	2008					
	Less than 12 months		12 months or greater		Total	
	Estimated fair value	Unrealized losses	Estimated fair value	Unrealized losses	Estimated fair value	Unrealized losses
	(In thousands)					
U.S. Government agencies	\$ —	\$ (—)	\$ —	\$ (—)	\$ —	\$ (—)
Corporate notes	6,120	(800)	13,581	(2,565)	19,701	(3,365)
Mortgage-backed securities and collateralized debt obligations	1,035	(835)	1,770	(876)	2,805	(1,711)
Municipal securities	24,723	(2,018)	7,792	(2,125)	32,515	(4,142)
Total securities available-for-sale	<u>\$ 31,878</u>	<u>\$(3,653)</u>	<u>\$ 23,143</u>	<u>\$(5,566)</u>	<u>\$ 55,021</u>	<u>\$(9,218)</u>

PREFERRED BANK

Notes to Consolidated Financial Statements—(Continued)

The Bank's investment portfolio is primarily comprised of corporate notes, mortgage-backed securities, collateralized mortgage obligations, municipal securities and collateralized debt obligations. Other than U.S. government agencies (Fannie Mae and Freddie Mac), the Bank has no exposure within its investment portfolio to any single issuer greater than 10% of equity capital.

Preferred Bank performs a regular impairment analysis on its investment securities portfolio. On January 1, 2009, the Bank adopted new FASB standards which provide further guidance on; identifying whether a market for an asset or liability is distressed or inactive, determining whether an entity has the intent and ability to hold a security to its anticipated recovery and whether an investment is other-than-temporarily-impaired ("OTTI"). In accordance with the adoption of these FASB standards, management has analyzed all investment securities which have an amortized cost that exceeds fair value as of December 31, 2009.

The Bank owns four collateralized debt obligations ("CDO's") which consist of pools of bank trust preferred securities. As of December 31, 2009, the amortized cost of all four CDO's exceeded the fair value. The fair value was determined based on future expected cash flows which were estimated using a discount rate that is an interest rate that represents a market equivalent rate on a similarly-rated corporate security with a similar maturity date that trades in an active market. Added to that rate was an illiquidity premium of 400 basis points which determined the actual discount rate. Management then estimated the expected future defaults within the underlying pool of issuers which was based on taking the current deferrals/defaults in the pools and then determining which banks were likely to default in the future. This future expectation of defaults was based on the individual banks' tier 1 leverage capital (compared to regulatory requirements), tangible common equity ("TCE") ratios and levels of non-performing assets compared to total assets. Based on this information, Management would then make an assertion as to whether each bank issuer was likely to defer interest payments or default altogether. In addition to those specific defaults, Management estimated additional default rates, with higher default rates applied over the next few years and then decreasing over the remaining term of the securities.

Management determined credit-related OTTI based on guidance of Investments – Debt and Equity Securities Topic of FASB ASC. In this analysis, Management calculated expected cash flows on all four securities using a discount rate that was equal to the accretable yield on all four securities and using the default assumptions as described above. Total credit-related other-than-temporary impairments recognized in income relating to these securities were \$3.2 million during 2009. The non-credit amount at December 31, 2009 was \$1.3 million and is reflected in accumulated other comprehensive loss. During 2008, the Bank recorded \$4.3 million (pre-tax) in credit and non-credit related impairment losses on two securities. Upon the implementation of new FASB OTTI guidance on January 1, 2009, the Bank reclassified the combined \$3.1 million (pre-tax) in non-credit-related OTTI impairment losses recognized during 2008 from the opening balance of retained earnings to other comprehensive income as of March 31, 2009.

As of December 31, 2009, the Bank owned nine corporate securities where the amortized cost exceeded fair value. The total amortized cost of these securities was \$21.9 million and their fair value was \$20.1 million. Management performed an analysis on all of the issuers of these securities which focused on the recent financial results of the companies, capital ratios and long-term prospects of the issuer and deemed the all nine corporate securities to be temporarily impaired. The Bank had previously recorded a credit-related OTTI charges of \$220,000 on corporate securities in the first quarter of 2009. This compares to an OTTI charges relating to corporate securities of \$1.7 million in 2008 and \$621,000 in 2007.

PREFERRED BANK

Notes to Consolidated Financial Statements—(Continued)

The Bank had previously owned three issues of FHLMC (“Freddie Mac”) preferred stock. During the fourth quarter of 2008, the Company recorded an OTTI charge of \$6.4 million on its investment in Freddie Mac. The value of these securities declined significantly after the U.S. Government placed both companies into conservatorship in September 2008. An additional OTTI charge of \$24,000 was recorded in the first quarter of 2009. All three securities were sold during fourth quarter of 2009 at a small gain.

As of December 31, 2009, the Bank owned two collateralized mortgage obligations (“CMO’s) where the amortized cost exceeded fair value. The total amortized cost of these securities was \$20.1 million and their fair value was \$18.1 million. Management determined that none of the CMO securities was other-than-temporarily impaired as of December 31, 2009. This determination was made based on several factors such as debt rating of these securities, amount of credit protection, the Bank’s intent and ability to hold the securities until a recovery in value and the determination that it is not more likely than not that the Bank will be required to sell the securities prior to recovery of amortized cost basis.

The Bank owns 60 municipal investment securities. All but three carry an investment-grade rating. The Bank’s strategy with respect to municipal bond investing is to provide liquidity and federal tax exempt interest income. Typically, the Bank buys general obligation (“GO”) bonds and seek to minimize its investments in revenue bonds as GO bonds have multiple sources of revenue with which this debt can be serviced. The Bank also seeks to purchase municipal bonds that are insured by a major municipal bond insurer as an enhancement to credit. The Bank typically purchases municipal bonds that have at least an underlying rating of “A” or better. The size of the average investment security in the municipal portfolio is \$772,000. As of December 31, 2009, 28 of these issues with a total amortized cost of \$30.5 million were in an unrealized loss position. The unrealized loss on these 28 securities was \$2.3 million. Management determined that none of the municipal securities was other-than-temporarily impaired as of December 31, 2009. This determination was made based on several factors such as the Bank’s intent and ability to hold the securities until a recovery in value and the determination that it is not more likely than not that the Bank will be required to sell the securities prior to recovery of amortized cost basis. In addition, management reviews all of the ratings on the municipal investment securities, recent ratings changes, as well as the length of time that the security has been impaired to determine whether the security is other than temporary impaired.

At December 31, 2009, there were 22 and 25 investment securities that were in an unrealized loss position for less than 12 months and for 12 months or greater, respectively. Temporary impairments related to corporate notes, mortgage-backed securities, and municipal securities are primarily attributable to declining market prices caused by lack of trading liquidity in these instruments and in the case of corporate notes, resulted from increases in credit spreads between U.S. Treasuries and corporate bonds subsequent to the date that these securities were purchased. None of the securities in the Bank’s investment portfolio rely on an insurance wrap as a credit enhancement. Management believes that it is not probable that the Bank will not receive all amounts due under the contractual terms of these securities. If economic conditions worsen, or if the financial condition of specific issuers within these portfolios deteriorates, then the Bank could record OTTI charges in 2010 on specific investments within these portfolios.

Cash proceeds from sales of securities available-for-sale totaled \$48.3 million, \$105 million and \$0 in 2009, 2008, and 2007, respectively. Gross realized gains on sales of securities available-for-sale totaled \$3.3 million offset with gross realized losses of \$200,000 in 2009. Gross realized

PREFERRED BANK

Notes to Consolidated Financial Statements—(Continued)

losses on sales of securities available-for-sale totaled \$492,000 offset with gross realized gains of \$481,000 in 2008. Investment securities having a fair value of approximately \$90.1 million and \$68.1 million were pledged to secure governmental deposits, treasury tax and loan deposits, borrowing line from the Federal Reserve Bank, and government deposits as of December 31, 2009 and 2008, respectively.

The amortized cost and estimated fair value of securities at December 31, 2009 and 2008, by contractual maturity, are shown below. Mortgage-backed securities are classified in accordance with their estimated average life. The average yield on mortgage-backed securities was 4.68% and 4.95% in 2009 and 2008, respectively. Expected maturities differ from contractual maturities mainly due to prepayment rates; changes in prepayment rates will affect a security's average life.

	2009	
	Amortized cost	Estimated fair value
	(In thousands)	
Due in one year or less	\$ —	\$ —
Due after one year through five years	—	—
Due after five years through ten years	8,103	8,117
Due after ten years	<u>113,449</u>	<u>106,347</u>
Total securities available-for-sale	<u>\$ 121,552</u>	<u>\$ 114,464</u>

The following table provides a roll-forward of the amounts recognized in earnings for those debt securities that have been other-than-temporarily impaired because of credit losses which also have an other-than-temporary impairment due to non-credit factors recorded as a component of other comprehensive income for twelve months ended December 31, 2009:

	Beginning Balance as of December 31, <u>2008</u>	Additions for the amount related to the credit loss for which OTTI was not previously <u>recognized</u>	Reductions for Securities <u>Sold</u>	Reductions for securities for which the amount previously recognized in OCI was recognized in <u>earnings</u> (in thousands)	Additional increases to the amount related to credit loss for which OTTI loss was previously <u>recognized</u>	Reductions for increases in cash flows expected to be collected that are recognized over the remaining life of the <u>security</u>	Ending Balance as of December <u>31, 2009</u>
Amounts related to credit losses on debt securities for which a portion of OTTI was recognized in OCI	\$ 1,149	\$ 1,616	\$ —	\$ —	\$ 1,815	\$ —	\$4,580

PREFERRED BANK

Notes to Consolidated Financial Statements—(Continued)

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

The loans and leases portfolio as of December 31, 2009 and 2008 is summarized as follows:

	2009	2008
	(In thousands)	
Real estate-mini perm	\$ 565,273	\$ 592,697
Real estate-construction	202,187	290,803
Commercial	222,421	273,890
Trade finance	47,998	73,205
Installment/Consumer	119	48
Other Loans	301	589
	1,043,299	1,231,232
Less:		
Allowance for loan and lease losses	(42,810)	(26,935)
Deferred loan and fees, net	585	(167)
	\$ 1,001,074	\$ 1,204,130

The majority of the Bank's loans are to customers and businesses in the state of California and/or secured by properties located primarily in the greater Los Angeles metropolitan area. All loans are made based on the same credit standards regardless of where the customers and/or collateral properties are located.

The Bank had \$137.3 million of nonaccrual loans and leases at December 31, 2009 compared to \$66.6 million at December 31, 2008. These loans and leases had interest due, but not recognized, of approximately \$6.6 million and \$5.0 million in 2009 and 2008, respectively. The Bank had \$7.6 million and \$0 in loans past due 90 or more days and still accruing interest as of December 31, 2009 and 2008.

Trouble Debt Restructured (TDR) loans are defined by FASB ASC 310-40, "Troubled Debt Restructurings by Creditors" and FASB ASC 470-60, "Troubled Debt Restructurings by Debtors" and evaluated for impairment in accordance with FASB ASC 310-10-35. At December 31, 2009, loans classified as a TDR totaled \$35.3 million, of which \$34.9 million was on non-accrual status and \$387,000 was on accrual status. At December 31, 2008, loans classified as a TDR totaled \$198,000 which was on accrual status. As of December 31, 2009 we had \$84,000 outstanding commitments to extend additional funds to one single borrower whose loan was on accrual basis. As of December 31, 2008, we did not have any outstanding commitments to extend additional funds to these borrowers.

For the indicated periods, the following table contains financial information on impaired loans:

	As of and for the Year Ended December 31,		
	2009	2008	2007
	(In thousands)		
Recorded investment with related allowance	\$ 97,820	\$ 54,206	\$ 24,811
Recorded investment with no related allowance	8,278	63,385	4,221

PREFERRED BANK

Notes to Consolidated Financial Statements—(Continued)

Allowance on impaired loans	<u>(10,600)</u>	<u>(16,041)</u>	<u>(3,882)</u>
Net recorded investment in impaired loans	<u>\$ 95,498</u>	<u>\$ 101,550</u>	<u>\$ 25,210</u>
Average total recorded investment in impaired loans	<u>\$ 103,145</u>	<u>\$ 94,172</u>	<u>\$ 16,888</u>

Interest income recognized on impaired loans during 2009, 2008 and 2007 was \$4.2 million, \$4.3 million and \$1.9 million, respectively. At December 31, 2009, the Bank had no commitments to lend additional funds to debtors whose loans are non-performing.

Changes in the allowance for loan and lease losses are summarized as follows:

	2009	2008	2007
		(In thousands)	
Balance at beginning of year	\$ 26,935	\$ 14,896	\$ 10,236
Provision for credit losses	71,250	30,560	4,900
Loans and leases charged off	(59,711)	(18,528)	(240)
Recoveries	<u>4,336</u>	<u>7</u>	<u>—</u>
Balance at end of year	<u>\$ 42,810</u>	<u>\$ 26,935</u>	<u>\$ 14,896</u>

In the fourth quarter of 2009, the Bank received \$7,050,000 from another bank in the full settlement of a long outstanding lawsuit relating to loan participation between the two banks. After deducting the remaining carrying value of the loan and related legal expenses, the Bank recorded approximately \$4 million in recovery of loan balances that were previously charged-off.

(5) Bank Furniture and Fixtures

As of December 31, 2009 and 2008, furniture and fixtures consists of the following:

	2009	2008
Land and Building	\$ 2,782	\$ 2,782
Leasehold improvements	6,630	6,071
Furniture and fixtures	<u>4,428</u>	<u>4,922</u>
	13,840	13,775
Less accumulated depreciation and amortization	<u>(7,515)</u>	<u>(6,618)</u>
	<u>\$ 6,325</u>	<u>\$ 7,157</u>

Depreciation and amortization expense was \$1,113,000, \$782,000 and \$575,000 for the years ended December 31, 2009, 2008 and 2007, respectively.

PREFERRED BANK

Notes to Consolidated Financial Statements—(Continued)

(6) Deposits

Time deposit accounts at December 31, 2009 mature as follows:

<u>Year</u>	<u>Maturities of time deposits</u> (In thousands)
2010	\$ 637,764
2011	144,997
2012	<u>9,905</u>
	<u>\$ 792,666</u>

At December 31, 2009 and 2008, approximately \$90,121,000 and \$1,216,000, respectively, of the Bank's investment securities were pledged as collateral for certain public deposits. The aggregate amount of overdrafts that have been reclassified as loan balances was \$15,000 and \$591,100 at December 31, 2009 and 2008, respectively.

(7) Income Taxes

The income taxes expense (benefit) for the years ended December 31, 2009, 2008 and 2007 was as follows:

	<u>2009</u>	<u>2008</u> (In thousands)	<u>2007</u>
Current income tax (benefit) expense:			
Federal	\$ (27,828)	\$ 4,190	\$ 15,659
State	<u>(470)</u>	<u>2,016</u>	<u>4,997</u>
	<u>(28,298)</u>	<u>6,206</u>	<u>20,656</u>
Deferred income tax (benefit) expense:			
Federal	19,570	(8,189)	(1,580)
State	<u>600</u>	<u>(2,893)</u>	<u>(406)</u>
	<u>20,170</u>	<u>(11,082)</u>	<u>(1,986)</u>
Income tax (benefit) provision	<u>\$ (8,128)</u>	<u>\$ (4,876)</u>	<u>\$ 18,670</u>

At December 31, 2009 and 2008, other assets include current income taxes receivable of \$30.1 million and \$965,000, respectively.

PREFERRED BANK

Notes to Consolidated Financial Statements—(Continued)

The components of the deferred tax assets and deferred tax liabilities as of December 31, 2009 and 2008 are as follows:

	2009	2008
	(In thousands)	
Deferred tax assets:		
Allowance for loan lease losses	\$ 11,761	\$ 11,350
State taxes	126	614
Deferred compensation	1,574	3,566
Bank furniture and fixtures, net	394	453
Unrealized losses on securities available-for-sale	2,980	3,614
Other than temporary impairment on securities	1,606	5,463
ASC 718 non-qualified stock options	1,058	579
OREO reserve	6,024	737
Net operating loss carryforward	5,178	—
Other	1,002	878
Gross deferred tax assets	31,703	27,254
Deferred tax liabilities:		
Discount accretion	(543)	(543)
FHLB stock	(426)	(426)
Gross deferred liabilities	(969)	(969)
Valuation reserve	(27,130)	(382)
Net deferred tax assets	\$ 3,604	\$ 25,903

In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers the projected future taxable income and tax planning strategies in making this assessment. Based upon the level of historical taxable income and projections for future taxable income over the periods in which the deferred tax assets are deductible, management believes that the realization of the deferred tax asset is not more likely than not and therefore has established a valuation allowance in the amount of \$27.1 million as a charge to income tax expense. The Bank has net operating loss carryforwards of approximately \$73.5 million for California franchise tax purposes. California net operating loss carry forwards, to the extent not used, will begin to expire in 2029.

It is the policy of management to include any interest or penalties from income tax liabilities in the provision for income taxes. As of December 31, 2009 and 2008, the total amount of tax reserve, net of federal tax benefit, was \$25,000 and \$74,000, respectively, for uncertain tax position in relation to enterprise zone net interest deductions.

A reconciliation of the income tax (benefit) provision and the amount computed by applying the statutory federal income tax rate to (loss) income before income taxes is as follows for the years ended December 31, 2009, 2008 and 2007 (in thousands):

PREFERRED BANK

Notes to Consolidated Financial Statements—(Continued)

	2009		2008		2007	
	Amount	Percentage	Amount	Percentage	Amount	Percentage
	(In thousands)					
Statutory U.S. federal income tax	\$(28,232)	35.0%	\$ (3,461)	35.0%	\$ 15,769	35.0%
State taxes, net of federal benefit	(6,262)	7.8	(873)	8.8	3,039	6.7
Life insurance policies	(87)	0.1	(674)	6.8	(95)	(0.2)
Valuation allowance	27,127	(33.6)	—	—	—	—
Other	<u>(674)</u>	<u>0.8</u>	<u>132</u>	<u>(1.3)</u>	<u>(43)</u>	<u>(0.1)</u>
	<u>\$ (8,128)</u>	<u>10.1%</u>	<u>\$ (4,876)</u>	<u>49.3%</u>	<u>\$ 18,670</u>	<u>41.4%</u>

The Bank files income tax returns in the U.S. federal jurisdiction and in the State of California. Under the statute of limitations by the Internal Revenue Service, we are open for audit for the years ended December 31, 2006 through 2008. Our state income tax returns are open to audit under the statute of limitations by state tax authority for the years ended December 31, 2005 through 2008. The Bank was under audit by the California's Franchise Tax Board for the tax years 2005 and 2006 and was assessed for an additional tax liability of \$45,000 including interest in March 2009. For the tax year 2007, the Bank was assessed for an additional tax liability of \$65,000 including interest in March 2010. Bank is not currently under examination by any other income or franchise tax authorities. The Bank does not believe that the conclusion of unresolved matters or claims from any tax jurisdiction is likely to have a material effect on the Bank's financial position, results of operations or cash flows.

(8) Other Real Estate Owned

Total OREO increased to \$59.2 million as of December 31, 2009 compared to \$35.1 million as of December 31, 2008. At December 31, 2009, OREO was comprised of 19 properties compared to 5 properties at December 31, 2008. During 2009, the Bank sold 14 OREO properties at a loss of \$4.1 million. These losses are included in Loss on Sale OREO and Related Expense in the Consolidated Statements of Operations and Comprehensive (Loss) Income.

An analysis of the activity in the valuation allowance for other real estate losses for the years ended on December 31, 2009, 2008, and 2007 is as follows:

	2009	2008	2007
	(In thousands)		
Balance, beginning of the year	\$ 1,752	\$ —	\$ —
Provision for losses	15,015	1,752	—
OREO disposal	<u>(2,441)</u>	<u>—</u>	<u>—</u>
Balance, end of the year	<u>\$ 14,326</u>	<u>\$ 1,752</u>	<u>\$ —</u>

The following table depicts Preferred Bank's OREO properties by type:

PREFERRED BANK

Notes to Consolidated Financial Statements—(Continued)

	#	\$
Commercial & Industrial	-	\$ —
Mini-perm Real Estate	2	21,958,000
Construction - Commercial	1	1,611,000
Construction - Residential	1	933,000
Land - Residential	12	27,005,000
Land - Commercial	3	7,683,000
Total as of December 31, 2009	19	\$ 59,190,000
Total as of December 31, 2008	5	\$ 35,127,000

(9) Senior Debt and Other Borrowed Funds

On February 11, 2009, the Bank issued \$26.0 million of unsecured senior debt in a pooled private placement transaction which carries the Federal Deposit Insurance Corporation's ("FDIC") guarantee under its Temporary Liquidity Guarantee Program. The issuance has a 3-year maturity and a fixed interest rate of 2.74% paid semiannually. Under the Temporary Liquidity Guarantee Program, the FDIC will provide a 100% guarantee of certain unsecured senior debt of eligible FDIC-insured institutions.

Advances from the Federal Home Loan Bank of San Francisco (FHLBSF) were \$23 million and \$58 million at December 31, 2009 and 2008. The average rate on the fixed rate debt was 4.20% and 4.04% at December 31, 2009 and 2008, respectively. All advances are collateralized by commercial or residential real estate loans. At December 31, 2009, approximately \$88,667,000 of the Bank's real estate loans was pledged as collateral. At December 31, 2009, the outstanding advances mature as follows:

<u>Year</u>	<u>At December 31, 2009</u>
	<u>(In thousands)</u>
2010	<u>\$23,000</u>

The Bank had an approved short-term borrowings line available through the discount window at the Federal Reserve Bank of San Francisco (FRBSF) in the amount of \$53.8 million. The Bank had no borrowing outstanding through the discount window outstanding as of December 31, 2009.

(10) Commitments and Contingencies

Credit Extensions: As a financial institution, the Bank enters into a variety of financial transactions with its customers in the normal course of business. Many of these products do not necessarily entail present or future funded asset or liability positions, instead the natures of these are considered in the form of executor contracts.

Financial instrument transactions are subject to the Bank's normal credit standards, financial controls and risk-limiting, and monitoring procedures. Collateral requirements are determined on a case-by-case evaluation of each customer and product.

PREFERRED BANK

Notes to Consolidated Financial Statements—(Continued)

The Bank's exposure to credit risk under commitments to extend credit, standby letters of credit, and financial guarantees written is limited to the contractual amount of those instruments.

At December 31, 2009 and 2008, the Bank had commitments to fund loans of \$208,078,000 and \$369,873,000, respectively. Other financial instruments with off-balance-sheet risk at December 31, 2009 and 2008 are as follows:

	2009	2008
	(In thousands)	
Commitments to extend credit	\$ 199,430	\$ 345,653
Commercial letters of credit	1,009	3,141
Standby letters of credit	7,639	21,079
Total	\$ 208,078	\$ 369,873

The Bank's exposure to credit losses in the event of non-performance by the other party to commitments to extend credit and standby letters of credit is represented by the contractual notional amount of those instruments. The Bank uses the same credit policies in making commitments and conditional obligations as it does for extending loan facilities to customers. The Bank evaluates each customer's credit-worthiness on a case-by-case basis. The amount of collateral obtained, if deemed necessary by the Bank upon extension of credit, is based on management's credit evaluation of the counterparty.

Lease Commitments: The Bank is obligated under non-cancellable operating leases for the premises of its head office and regional offices. As of December 31, 2009, the future total minimum lease payments for the Bank's premises are as follows:

Year	Total lease payment
	(In thousands)
2010	\$ 2,565
2011	2,236
2012	2,053
2013	1,976
2014	1,870
Thereafter	8,236
	\$ 18,936

Rental expense was \$1,829,000, \$1,700,000 and 1,397,000 for the years ended December 31, 2009, 2008 and 2007, respectively.

(11) Related Party Transactions

Loan and Commitments: The Bank has extended credit to certain directors and officers and companies in which they have an interest and certain shareholders which beneficially own more than 5% of the Bank's capital stock. In management's opinion, the loans to these related parties are made on substantially the same terms, including interest rates and collateral, as those made to nonrelated persons.

PREFERRED BANK

Notes to Consolidated Financial Statements—(Continued)

At December 31, 2009 and 2008, the aggregate loans (including commitments) to related parties were approximately \$14.6 million (of which \$5.8 million was outstanding) and \$5.2 million (of which \$266,000 was outstanding), respectively. All related party loans were current at December 31, 2009 and 2008.

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

	2009	2008	2007
		(In thousands)	
Balance at beginning of year	\$ 266	\$ 723	\$ 734
New loans	5,816	264	—
Net drawdowns (repayments)	(265)	(721)	(11)
Balance at end of year	\$ 5,817	\$ 266	\$ 723

Deposits: The amount of deposits from related parties was \$489,000 and \$3,898,000 at December 31, 2009 and 2008, respectively.

(12) Restrictions on Cash Dividends, Regulatory Capital Requirements

The Bank has authorized 5,000,000 shares of preferred stock. The Board has the authority to issue the preferred stock in one or more series, and to fix the designations, rights, preferences, privileges, qualifications, and restrictions, including dividend rights, conversion rights, voting rights and terms of redemptions, liquidation preferences, and sinking fund terms, any or all of which may be greater than the rights of the common stock.

Under Section 642 of the California Financial Code, funds available for cash dividend payments by a bank are restricted to the lesser of: (i) retained earnings or (ii) the bank's net income for its last three fiscal years (less any distributions to shareholders made during such period). Cash dividends may also be paid out of the greatest of: (i) retained earnings, (ii) net income for a bank's last preceding fiscal year, or (iii) net income of the Bank for its current fiscal year upon the prior approval of the Commissioner of Financial Institutions, State of California, without regard to retained earnings or net income for its prior three fiscal years.

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

The quantitative measures established by the regulation to ensure capital adequacy require the Bank to maintain amounts and ratios (set forth in the table below) of total and Tier 1 risk-based capital (as defined in the regulation) to risk-weighted assets (as defined) and of Tier 1 risk-based capital (as defined) to average assets (as defined). Management believes, as of December 31, 2009, that the Bank meets all capital adequacy requirements to which it is subject.

PREFERRED BANK

Notes to Consolidated Financial Statements—(Continued)

As of September 30, 2009, the most recent notification from the FDIC categorized the Bank as “undercapitalized” under the regulatory framework for prompt corrective action. During the fourth quarter of 2009, the Bank was profitable and further reduced its asset base. Consequently, as of December 31, 2009, the Bank believes it meets quantitative thresholds to be classified as “adequately capitalized”. On February 9, 2010, the Bank was notified by the FDIC that the FDIC had determined that the Bank was ‘adequately capitalized’ as of December 31, 2009 based on the capital ratios contained in the Bank’s Call Report as of December 31, 2009 which was filed on January 28, 2010.

The Bank’s actual and required capital amounts and ratios are presented in the following table:

	Actual		For capital adequacy purposes		To be well capitalized under prompt corrective action provision	
	Amount	Rate	Amount	Rate	Amount	Rate
(In thousands)						
As of December 31, 2009:						
Total risk-based capital	\$ 105,268	8.52%	\$ 98,896	≥ 8.00%	\$ 123,620	≥ 10.00%
Tier 1 risk-based capital	89,477	7.24%	49,448	4.00%	74,172	6.00%
Leverage ratio	89,477	6.16%	49,448	4.00%	61,810	5.00%
As of December 31, 2008:						
Total risk-based capital	\$ 159,721	11.65%	\$ 109,671	≥ 8.00%	\$ 137,088	≥ 10.00%
Tier 1 risk-based capital	142,464	10.39%	54,835	4.00%	82,253	6.00%
Leverage ratio	142,464	9.76%	54,835	4.00%	68,544	5.00%

On April 16, 2009, the Bank agreed to a Memorandum of Understanding (“MOU”) with Federal Deposit Insurance Corporation (“FDIC”) and California Department of Financial Institutions (“DFI”). An MOU is an informal regulatory action that is used when circumstances warrant attention to particular matters of concern, but is less severe than a formal supervisory action, such as a formal written agreement or cease and desist order. Among the measures provided for in the MOU is that the Bank maintain a minimum Tier 1 leverage capital ratio and a minimum tangible common equity to total tangible assets ratio of not less than 8%. As of December 31, 2009, these ratios were 7.24% and 8.52%, respectively. While Tier 1 leverage ratio exceeds the minimum ratio required to be classified as “well capitalized” under regulatory guidelines, the Tier 1 leverage ratio was not sufficient to meet the higher level that the Bank agreed to maintain under its agreement with the FDIC and DFI. As a result, the Bank may be subject to further supervisory action, which could have a material adverse effect on its results of operations, financial condition and business. Other requirements of the MOU are for the bank to reduce adversely classified assets, maintain an adequate allowance for loan and lease losses and to diversify its funding sources. In addition, the Bank also agreed to provide notice to the FDIC and DFI prior to making any changes to its senior executives or Board of Directors, and to provide periodic reports on its progress in implementing the measures set forth in the MOU. See Note 1 for a description of the consent order issued March 22, 2010. This order supersedes the MOU.

The Bank utilizes a variety of funding sources in conducting its operations, including the use of “brokered deposits” as defined by banking regulators. Such brokered deposits totaled \$189.6 million at December 31, 2009. During the fourth quarter of 2009, due to the fact that the Bank is no

PREFERRED BANK

Notes to Consolidated Financial Statements—(Continued)

longer considered to be well-capitalized, the Bank is no longer allowed to access the brokered deposit market which also includes the CDARS reciprocal deposits. As such, the Bank will not renew any of these brokered deposits and will let all of the mature during the course of 2010 and 2011. Accordingly, management has worked and planned diligently to ensure that the Bank has sufficient liquidity to meet these brokered deposit maturities and to also have additional contingent cash on hand. Management has worked to increase cash on hand which as December 31, 2009 was \$68 million. Management also is forecasting a substantial pay down in the loan portfolio which will result in additional cash on the balance sheet. In addition, Management is also looking to sell certain of its investment securities which cannot be pledged as collateral at the Federal Home Loan Bank for future borrowings. Finally, the Bank is also able to raise deposits from other financial institutions to augment its cash position. Management is confident that these efforts will result in a substantial build-up of cash on the balance sheet with which the brokered CD's may be paid as they mature.

On February 9, 2010, the Bank was notified by the FDIC that the FDIC had determined that the Bank was 'adequately capitalized' as of December 31, 2009 based on the capital ratios contained in the Bank's Call Report as of December 31, 2009 which was filed on January 28, 2010. An amended Call Report is expected to be filed and the Bank still expects to be adequately capitalized.

(13) Share-Based Compensation

The Bank remunerates employees and directors through stock option compensation plans; the 1992 Stock Option Plan, Interim Stock Option Plan and the 2004 Equity Incentive Plan which are discussed below. Effective January 1, 2006, the Bank adopted FASB Accounting Standards Codification ("ASC") 718 "Compensation –Stock Compensation" ("ASC 718"). Share-based compensation expense for all share-based payment awards is based on the grant-date fair value estimated in accordance with the provisions of ASC 718. The Bank recognizes these compensation costs on a straight-line basis over the requisite services period for the entire award, which is the option vesting term of generally three to five years, for only those options expected to vest. The fair value of stock option awards was estimated using the Black-Scholes option pricing model with the grant-date assumptions and weighted-average fair value. When options are exercised, the Bank's policy is to issue new shares of stock. For the year ended December 31, 2009, 2008 and 2007, the Bank recognized share-based compensation expense of \$1.8 million, \$1.6 million and \$1.2 million, respectively, resulting in the recognition of \$461,000, \$443,000 and \$192,000 in related tax benefits, respectively.

The number of stock options and per stock option data has been adjusted to reflect the Bank's February 20, 2007 three-for-two stock split effected in the form of a dividend.

1992 Stock Option Plan and Interim Stock Option Plan

The Bank's 1992 Stock Option Plan (the "1992 Plan") provides for granting of non-statutory stock options and incentive stock options to key full-time employees, officers, and the directors of the Bank. The number of shares authorized in this plan is 2,171,880 shares. The 1992 Stock Option Plan expired by its terms in 2003, and no shares are available for future grants. The options vest in installments of 20% each year and become fully vested after five years. Options under the 1992 Plan expire ten years after the grant date.

PREFERRED BANK

Notes to Consolidated Financial Statements—(Continued)

Because the 1992 Plan expired in 2003, the Bank did not issue any options under this Plan during 2009, 2008 and 2007.

In May 2003, April 2004 and June 2004, the Bank granted an additional 81,000, 48,000 and 150,000 stock options, respectively, to our employees and directors at exercise prices ranging from \$10.69 to \$19.04 per share under the Bank's Interim Stock Option Plan ("Interim Plan") which expired in 2004. Even though the terms of these stock options are consistent with the terms of the stock options granted under our 1992 Plan, these stock options are outside of the 1992 Plan because they were granted after the 1992 Plan's expiration. The Bank did not issue any options under the expired Interim Plan during 2009, 2008 and 2007.

The total intrinsic value of share options exercised during the year ended December 31, 2009, 2008 and 2007 was \$0, \$218,000 and \$4,892,000, respectively, from the 1992 Plan and the Interim Plan. As of December 31, 2009, there was no compensation cost not yet recognized that relates to options granted under the 1992 Plan and Interim Plans.

The following information under the 1992 Plan and the Interim Plan is presented for the years ended December 31, 2009, 2008 and 2007:

	December 31,		
	2009	2008	2007
	(In thousands)		
Grant Date Fair Value of Options Granted	\$ —	\$ —	\$ —
Fair Value of Options Vested	84	97	216
Total Intrinsic Value of Options Exercised	—	218	4,892
Cash Received from Options Exercised	—	146	1,607
Actual Tax Benefit Realized from Options Exercised	—	11	257

The following is a summary of the transactions under the 1992 Plan and the Interim Plan for the years ended December 31, 2009:

	1992 Plan and Interim Plan	
	Number of Options	Weighted Average Exercise Price
Options outstanding as of December 31, 2006	440,550	\$ 13.89
Granted	—	—
Exercised	(154,850)	10.28
Forfeited or expired	<u>(1,500)</u>	12.35
Options outstanding as of December 31, 2007	284,200	15.87
Granted	—	—
Exercised	(17,100)	8.57
Forfeited or expired	<u>—</u>	—
Options outstanding as of December 31, 2008	267,100	16.32
Granted	—	—
Exercised	—	—
Forfeited or expired	<u>(6,300)</u>	8.58
Options outstanding as of December 31, 2009	<u>260,800</u>	\$ 16.51

PREFERRED BANK

Notes to Consolidated Financial Statements—(Continued)

As of December 31, 2008, the aggregate intrinsic value of options outstanding under the 1992 Plan and the Interim Plan was \$0. As of December 31, 2009, stock options outstanding under the 1992 Plan and the Interim Plan were as follows:

<u>Exercise Price Range</u>	Options Outstanding			Options Exercisable		
	Number of Outstanding Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life	Number of Outstanding Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life
\$5.00 - \$9.99	—	\$ —	—	—	\$ —	—
\$10.00 - \$14.99	75,150	10.69	3.32	75,150	10.69	3.32
\$15.00 - \$19.99	185,650	18.87	4.31	185,650	18.87	4.31

2004 Equity Incentive Plan

The Bank's 2004 Equity Incentive Plan (the "2004 Plan") provides for granting of non-statutory stock options and incentive stock options to key full-time employees, officers, and the directors of the Bank. Stock options granted under the Plan have an exercise price equal to the fair market value of the underlying common stock on the date of grant. Stock options granted under the 2004 Plan generally vest in installments between 20-33% each year, become fully vested after three to five years and expire between four to ten years from the date of grant. Certain option and share awards provide for accelerated vesting if there is a change in control (as defined in the Plan). The number of shares authorized in this plan is 1,800,000 shares.

The total intrinsic value of share options exercised during the year ended December 31, 2009, 2008 and 2007 was \$0, \$0 and \$300,000, respectively. As of December 31, 2009, the total compensation cost not yet recognized that relates to unvested options granted under the 2004 Plan was \$1,565,000 with a weighted-average recognition period of 1.9 years.

For the years ended December 31, 2009, 2008 and 2007, the estimated weighted-average fair value per share of options granted under the 2004 Plan were as follows:

	December 31,		
	2009	2008	2007
	\$1.40	\$2.22	\$7.83

The estimated weighted-average fair value per share of options granted was estimated on the date of grant using the Black-Scholes option-pricing model with the following weighted-average assumptions:

	December 31,		
	2009	2008	2007
Weighted Average Assumptions:			
Expected Dividend Yield	6.85%	5.74%	1.87%
Expected Volatility	57.76%	26.53%	23.80%
Expected Term	3.0 Yrs.	3.34 Yrs.	3.75 Yrs.
Risk-Free Interest Rate	1.50%	3.18%	4.06%

PREFERRED BANK

Notes to Consolidated Financial Statements—(Continued)

Historically, expected volatility was determined based on the historical daily volatility of a set of California peer banks whose shares are publicly available over a period equal to the expected term of the options granted, as a proxy for the Bank's historical daily volatility. Currently, the expected volatility is determined based on the historical daily volatility of the Bank's stock price over a period equal to the expected term of the options granted. The expected term of the options represents the period of time that options granted are expected to be outstanding and is calculated based on the "simplified" method. The Bank will continue to use the "simplified" method until it has enough historical experience to provide a reasonable estimate of expected term. The risk-free interest rate is based on the U.S. Treasury yield curve at the time of grant for a period equal to the expected term of the options granted. Dividend yield is computed over the four consecutive quarters preceding the date of grant.

The following information under the 2004 Plan is presented for the years ended December 31, 2009, 2008 and 2007:

	December 31,		
	2009	2008	2007
	(In thousands)		
Grant Date Fair Value of Options Granted	\$ 125	\$ 831	\$ 2,747
Fair Value of Options Vested	1,767	1,627	731
Total Intrinsic Value of Options Exercised	—	—	300
Cash Received from Options Exercised	—	—	603
Actual Tax Benefit Realized from Options Exercised	—	—	6

The following is a summary of the transactions under the 2004 Plan for the years ended December 31, 2009, 2008 and 2007.

	2004 Plan	
	Number of Options	Weighted Average Exercise Price
Options outstanding as of December 31, 2006	523,950	26.37
Granted	350,500	36.46
Exercised	(24,050)	25.66
Forfeited or expired	<u>(28,200)</u>	34.18
Options outstanding as of December 31, 2007	822,200	30.55
Granted	375,300	14.38
Exercised	—	—
Forfeited or expired	<u>(71,400)</u>	25.99
Options outstanding as of December 31, 2008	1,126,100	\$ 25.36
Granted	89,000	5.17
Exercised	—	—
Forfeited or expired	<u>(47,900)</u>	24.57
Options outstanding as of December 31, 2009	<u>1,167,200</u>	\$ 23.85

PREFERRED BANK

Notes to Consolidated Financial Statements—(Continued)

As of December 31, 2009, the aggregate intrinsic value of options outstanding under the 2004 Plan was \$0. As of December 31, 2009, stock options outstanding under the 2004 Plan were as follows:

<u>Exercise Price Range</u>	<u>Options Outstanding</u>			<u>Options Exercisable</u>		
	<u>Number of Outstanding Options</u>	<u>Weighted Average Exercise Price</u>	<u>Weighted Average Remaining Contractual Life</u>	<u>Number of Outstanding Options</u>	<u>Weighted Average Exercise Price</u>	<u>Weighted Average Remaining Contractual Life</u>
\$0.00 - \$4.99	39,500	\$ 4.21	2.51	9,833	\$ 4.50	2.51
\$5.00 - \$9.99	230,800	7.77	2.67	51,266	9.00	2.41
\$20.00 - \$24.99	150,000	21.84	3.05	37,500	21.84	3.05
\$25.00 - \$29.99	535,300	26.16	4.34	461,350	25.83	4.57
\$30.00 - \$34.99	47,850	31.92	1.14	28,350	31.92	1.14
\$35.00 - \$39.99	15,000	35.91	1.55	9,000	35.91	1.55
\$40.00 - \$44.99	148,750	43.50	2.14	75,250	43.50	2.14

Restricted Stock Awards

The Bank's 2004 Plan provides for granting of restricted stock awards ("RSAs") to key full-time employees, officers, and the directors of the Bank. The Bank began granting RSA's in calendar year 2009. During the year ended December 31, 2009, the Bank granted 99,000 RSAs. The RSAs granted under the 2004 Plan have a two year vesting period and are to be distributed at the end of the two year period. The total unrecognized compensation expense for outstanding RSAs was \$298,000 as of December 31, 2009, and will be recognized over 1.14 years.

The following is a summary of the transactions for non-vested RSAs under the 2004 Plan for the year ended December 31, 2009:

	<u>Number of Shares</u>	<u>Weighted Average Grant Date Fair Value</u>
Non-Vested RSAs as of December 31, 2008	—	\$ —
Granted	99,000	\$ 5.40
Forfeited or expired	—	\$ —
Vested	—	\$ —
Non-Vested RSAs outstanding as of December 31, 2009	<u>99,000</u>	\$ 5.40

(14) Employee Benefit Plan

Effective January 1, 1994, the Bank began a 401k profit sharing plan for its eligible employees. Under the plan, the Bank matches 50% of a participant's contributions up to 6% of his/her salary subject to federal limitations on maximum contributions. Contributions made by the Bank for the years ended December 31, 2009, 2008 and 2007 totaled \$189,000, \$158,000 and \$149,000, respectively.

PREFERRED BANK

Notes to Consolidated Financial Statements—(Continued)

(15) Bonus Plan

In April 1994, the Management Incentive Bonus Plan was approved. In December 2007 this Plan was amended and approved by the Board of Directors. The plan is administered by the Compensation Committee of the Board of Directors (the Committee). The Committee determines which employees may participate in the plan, the total amount of bonus payable to our employees each year, the amount of bonus to be carried over and paid in subsequent years and the allocation of the total amounts among our chairman, officers, and other employees. All awards are contingent upon the Bank attaining certain financial objectives with the exception of certain bonuses which may be awarded by the Compensation Committee irrespective of the certain financial targets as part of new employees first year compensation. This is typically done as an alternative to a signing bonus. Total expense of the plan recorded by the Bank was \$0, \$294,000 and \$5,112,000 for 2009, 2008 and 2007, respectively. As of December 31, 2009 and 2008, the total bonus accrual included in the other liabilities amounted to \$0 and \$992,000, respectively. The amounts accrued are paid within a three-year period subsequent to the year the bonus was accrued. The employee must be employed during the year that the bonus was accrued and must be employed with the Bank at the time the bonus is distributed.

(16) Deferred Compensation Arrangements

In 1996, the Bank implemented deferred compensation arrangements for the Bank's senior officers and directors. Pursuant to the Plan, each participant receives benefits for his/her deferred compensation upon his/her retirement or termination of service with the Bank prior to retirement. At December 31, 2009 and 2008, liabilities recorded for the deferred compensation plan totaled approximately \$3,742,000 and \$8,481,000, respectively.

In order to economically fund its obligation under the deferred compensation arrangements, the Bank purchased a single-premium life insurance policy under which the executive officers and directors are the insured, while the Bank is the owner and beneficiary thereof. At December 31, 2009 and 2008, the cash surrender value of the policies totaled \$7,304,000 and \$8,454,000, respectively. During 2009, 2008 and 2007, the income on the insurance policies was \$318,000, \$362,000 and \$343,000, respectively. The Bank received \$1.6 million of life insurance proceeds in connection with the untimely passing of a former Preferred Bank executive which was recognized in Other Income for the year ended December 31, 2008.

(17) Litigation

From time to time, the Bank is a party to claims and legal proceedings arising in the ordinary course of business. There are no pending legal proceedings or, to the best of management's knowledge, threatened legal proceedings, to which the Bank is a party which may have a material adverse effect upon the Bank's financial condition, results of operations, or business prospects.

(18) Stock dividend

On January 25, 2007 Preferred Bank announced that its Board of Directors had declared a 3-for-2 stock split to be paid in the form of a dividend. Each shareholder of record at the close of business on February 5, 2007 received one additional share of common stock for every two shares of common stock that they owned as of such date. The additional shares were distributed on February 20, 2007. A shareholder who would otherwise be entitled to receive a fractional share of common stock will receive in lieu thereof, cash in a proportional amount based on the closing price

PREFERRED BANK

Notes to Consolidated Financial Statements—(Continued)

of the common stock on the Nasdaq Stock Exchange on the record date. After giving effect to the stock split, the Bank retroactively adjusted the number of common shares outstanding at December 31, 2006 to 10,274,632. Accordingly, all references in the accompanying statements of financial condition, income and comprehensive income, statement of changes in shareholders' equity, and footnotes to the number of common shares and earnings per share amounts have been retroactively adjusted for all periods presented.

(19) Earnings per Share

The Bank adopted new accounting guidance in 2009 which provides that vested share-based payment awards that contain nonforfeitable rights to dividends or dividend equivalents (whether paid or unpaid) are participating securities and should be included in the computation of earnings per share pursuant to the two-class method. For the Bank, participating securities consist of unvested restricted stock awards. Prior-period earnings per share were not restated as there were no participating securities outstanding before 2009.

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

	2009	2008	2007
	(In thousands, except per share data)		
Basic earnings (loss) per share:			
Net (loss) income	\$ (72,535)	\$ (5,012)	\$ 26,467
Less: income and dividends allocated to participating securities	(6)	—	—
Net income (loss) allocated to common shareholders-basic	\$ (72,541)	\$ (5,012)	\$ 26,467
Basic weighted average common shares outstanding	11,518,145	9,790,858	10,330,232
Basic earnings (loss) per share	\$ (6.30)	\$ (0.51)	\$ 2.56
Diluted earnings (loss) per share:			
Net (loss) income	\$ (72,535)	\$ (5,012)	\$ 26,467
Less: income and dividends allocated to participating securities	(6)	—	—
Net income (loss) allocated to common shareholders-diluted	\$ (72,535)	\$ (5,012)	\$ 26,467
Basic weighted average common shares outstanding	11,518,145	9,790,858	10,330,232
Effect of dilutive securities – stock options	—	—	250,717
Diluted weighted average shares outstanding	11,518,145	9,790,858	10,580,949
Diluted earnings (loss) per share	\$ (6.30)	\$ (0.51)	\$ 2.50

Basic EPS excludes dilution and is computed by dividing net income available to common stockholders by the weighted average number of common shares outstanding for the period. Diluted EPS reflects the potential dilution that could occur if stock options or other contracts to issue common stock were exercised or converted to common stock that would then share in our earnings, excluding common shares in treasury.

PREFERRED BANK

Notes to Consolidated Financial Statements—(Continued)

(20) Quarterly Financial Data (Unaudited)

The following tables summarize the quarterly unaudited financial data for 2009 and 2008:

Quarterly Financial Data (Unaudited)

<u>Year Ended December 31, 2009</u>	<u>Three months ended</u>			
	<u>March 31</u>	<u>June 30</u>	<u>September 30</u>	<u>December 31</u>
	(In thousands, except per share data)			
Interest income	\$ 16,926	\$ 16,423	\$ 12,111	\$ 13,416
Interest expense	<u>7,222</u>	<u>5,867</u>	<u>4,956</u>	<u>4,767</u>
Interest income before provision for credit losses	9,704	10,556	7,155	8,649
Provision for credit losses	6,550	15,450	48,250	1,000
Noninterest income	1,278	925	3,355	918
Noninterest expense	6,583	10,304	24,042	11,024
Income tax expense (benefit)	<u>(829)</u>	<u>(7,443)</u>	<u>(25,798)</u>	<u>25,942</u>
Net (loss) income	<u>\$ (1,322)</u>	<u>\$ (6,830)</u>	<u>\$ (35,984)</u>	<u>\$ (28,399)</u>
Earnings(loss) per share				
Basic	\$ (0.14)	\$ (0.69)	\$ (3.32)	\$ (1.80)
Diluted	\$ (0.14)	\$ (0.69)	\$ (3.32)	\$ (1.80)

<u>Year Ended December 31, 2008</u>	<u>Three months ended</u>			
	<u>March 31</u>	<u>June 30</u>	<u>September 30</u>	<u>December 31</u>
	(In thousands, except per share data)			
Interest income	\$ 25,288	\$ 22,097	\$ 19,885	\$ 18,689
Interest expense	<u>10,447</u>	<u>8,766</u>	<u>7,892</u>	<u>7,529</u>
Interest income before provision for credit losses	14,841	13,331	11,993	11,160
Provision for credit losses	5,080	7,200	3,680	14,600
Noninterest income	782	995	762	2,402
Noninterest expense	5,005	6,645	12,019	11,925
Income taxes	<u>2,160</u>	<u>463</u>	<u>457</u>	<u>(7,956)</u>
Net income (loss)	<u>\$ 3,378</u>	<u>\$ 18</u>	<u>\$ (3,401)</u>	<u>\$ (5,007)</u>
Earnings(loss) per share				
Basic	\$ 0.34	\$ 0.00	\$ (0.35)	\$ (0.51)
Diluted	\$ 0.34	\$ 0.00	\$ (0.35)	\$ (0.51)

PREFERRED BANK

Notes to Consolidated Financial Statements—(Continued)

(21) Fair Value of Financial Instruments

ASC Topic 825, *Financial Instruments*, requires that an entity disclose the fair value of all financial instruments, as defined, regardless of whether recognized in the financial statements of the reporting entity. For purposes of determining fair value, Financial Instruments Topic of FASB ASC provides that the fair value of a financial instrument is the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair value of each class of financial instruments.

(a) Cash Due from Banks, Federal Funds Sold and Securities Purchased under Resale Agreements

For cash and short-term instruments whose original or purchased maturity is less than 90 days, the carrying amount was assumed to be a reasonable estimate of fair value.

(b) Securities available-for-sale

For securities available-for-sale, fair values were based on quoted market prices obtained from market quotes. If a quoted market price was not available, fair value was estimated using quoted market prices for similar securities or if no quotes on similar securities were available, a discounted cash flow analysis was used based on a market discount rate and adjusted for pre-payments.

(c) Loans

Loans are not measured at fair value on a recurring basis. Therefore, the following valuation discussion relates to estimating the fair value disclosures under Financial Instruments Topic of FASB ASC. Fair values are estimated for portfolios of loans with similar financial characteristics. Loans are segregated by type and further segmented into fixed and adjustable rate interest terms. The fair value estimates do not take into consideration an exit price concept as contemplated in ASC Topic 820, Fair Value Measurements and Disclosures. As a result, the value of the loan portfolio in the event the loans have to be sold outside the parameters of normal operating activities may differ from the fair value disclosed. As a result, the fair value of performing fixed rate loans is estimated by discounting scheduled cash flows through the estimated maturity using estimated market prepayment speeds and discount rates that reflect the market rate of the loans. The fair value of performing adjustable rate loans is estimated by discounting scheduled cash flows through the next repricing date. As these loans reprice frequently at market rates and the credit risk is not considered to be greater than normal, the market value is typically close to the carrying amount of these loans.

Loans measured for impairment based on the fair value of the underlying collateral are considered recorded at fair value on a non-recurring basis. Impaired loans include all of the Bank's non-accrual loans and certain restructured loans, all of which are reviewed individually for the amount of impairment, if any. The fair value of each loan's collateral is generally based on estimated market prices from an independently prepared appraisal, which is then adjusted for the cost related to liquidating such collateral; such valuation inputs result in a nonrecurring fair value measurement that is categorized as a Level 2 measurement. When

PREFERRED BANK

Notes to Consolidated Financial Statements—(Continued)

adjustments are made to an appraised value to reflect various factors such as the age of the appraisal or known changes in the market or the collateral or if an appraisal value is based on a discount cash flow rather than a market comparable, such valuation inputs are considered unobservable and the fair value measurement is categorized as a Level 3 measurement. In addition, unsecured impaired loans are measured at fair value based generally on unobservable inputs, such as the strength of a guarantor, discounted cash flow models and management's judgment; the fair value measurement of these loans is also categorized as a Level 3 measurement. Fair values were estimated for portfolios of loans with similar financial characteristics. Each loan category was further segmented into fixed and adjustable rate interest terms and by performing and nonperforming categories.

(d) Loans held for sale

Loans held for sale are required to be measured based on the lower of cost or fair value. If the fair value of a loan is less than its cost basis, a valuation adjustment is recognized in the consolidated statement of operations and the loan's carrying value is adjusted accordingly. When Bank has loans held for sale, it obtains quotes or bids on all or part of these loans directly from the purchasing parties.

(e) Accrued Interest Receivable and Accrued Interest Payable

The carrying amounts of accrued interest receivable and accrued interest payable approximate its fair value due to their short-term nature.

(f) Deposits

The fair value of demand deposits, saving accounts, and certain money market deposits were assumed to be the amount payable on demand at the reporting date. The fair value of fixed maturity certificates of deposit was estimated using the rates currently offered for deposits with similar remaining maturities.

(g) FHLB Borrowings and Senior Debt

The fair value of FHLB borrowings and Senior debt was based on rates currently offered for borrowings with similar remaining maturities.

(h) Commitment to Extend Credit and Letters of Credit

The majority of our commitments to extend credit carry market interest rates if converted to loans. Because these commitments are generally unassignable by either the borrower or us, they only have value to the borrower and us. The estimated fair value is not material. The fair value of letters of credit was based on fees currently charged for similar agreements or on the estimated cost to terminate them or otherwise settle the obligations with the counterparties at the reporting date.

PREFERRED BANK

Notes to Consolidated Financial Statements—(Continued)

	December 31, 2009		December 31, 2008	
	Carrying amount	Estimated fair value	Carrying amount	Estimated fair value
	(In thousands)			
Assets:				
Cash and cash equivalents	\$ 68,071	\$ 68,071	\$ 69,586	\$ 69,586
Securities available-for-sale	114,464	114,464	104,406	104,406
Loans, net of allowance and net deferred loan fees	1,001,074	1,007,058	1,204,130	1,206,554
Accrued interest receivable	5,582	5,582	7,807	7,807
Federal Home Loan Bank stock	4,996	4,996	4,996	4,996
Liabilities:				
Demand deposits and savings:				
Noninterest-bearing	\$ 204,545	\$ 204,545	\$ 196,408	\$ 196,408
Interest-bearing	163,201	163,820	189,134	189,134
Time deposits	792,666	795,967	871,781	871,781
FHLB borrowings and Senior Debt	48,996	49,033	58,000	66,859
Accrued interest payable	2,949	2,949	5,446	5,446
Off-balance sheet financial instruments				
Commitments to extend credit and letters of credit	217	217	281	281

The fair value estimates do not reflect any premium or discount that could result from offering the instruments for sale. Potential taxes and other expenses that would be incurred in an actual sale or settlement are not reflected in amounts disclosed. The fair value estimates are dependent upon subjective estimates of market conditions and perceived risks of financial instruments at a point in time and involve significant uncertainties resulting in variability in estimates with changes in assumptions.

The Bank adopted ASC Topic 820, *Fair Value Measurements and Disclosures*, or ASC 820, on January 1, 2008, and determined the fair values of its financial instruments based on the fair value hierarchy established in ASC 820. ASC 820 defines fair value, establishes a three-level fair value hierarchy based on the quality of inputs used to measure fair value and expands disclosures about fair value measurements.

The three-level categorizations to measure the fair value of assets and liabilities are as follows:

Level 1 - Quoted prices in active markets for identical assets or liabilities.

Level 2 - Observable prices in active markets for similar assets or liabilities; prices for identical or similar assets or liabilities in markets that are not active; directly observable market inputs for substantially the full term of the asset and liability; market inputs that are not directly observable but are derived from or corroborated by observable market data.

Level 3 - Unobservable inputs based on the Bank's own judgments about the assumptions that a market participant would use.

The Bank uses the following methodologies to measure the fair value of its financial assets on a recurring basis:

PREFERRED BANK

Notes to Consolidated Financial Statements—(Continued)

Corporate notes – The Bank measures fair value of corporate notes by using quoted market prices for similar securities or dealer quotes, a level 2 measurement.

Municipal securities – The Bank measures fair value of state and municipal securities by using quoted market prices for similar securities or dealer quotes, a level 2 measurement.

Mortgage-backed securities – The Bank measures fair value of mortgage-backed securities by using quoted market prices for similar securities or dealer quotes, a level 2 measurement.

Collateralized mortgage obligations – The Bank measures fair value of collateralized mortgage obligations by using quoted market prices for similar securities or dealer quotes, a level 2 measurement.

Collateralized debt obligations – The Bank uses a discounted cash flow analysis to determine the fair value of the four collateralized debt obligations which is level 3 measurement. The discount rate is determined by using a market interest rate for a similarly rated single issuer corporate security using loss rates determined by the financial health of the underlying issuer banks in each pool.

The following table presents the Bank's hierarchy for its assets and liabilities measured at fair value on a recurring basis at December 31, 2009:

(In thousands)	Fair Value Measurements Using			
Assets	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	At December 31, 2009
Securities, available-for-sale:				
Corporate notes	\$ —	\$ 24,741	\$ —	\$ 24,741
Mortgage-backed securities	—	25,228	—	25,228
Collateralized mortgage obligations	—	18,116	—	18,116
Municipal securities	—	44,178	—	44,178
Collateralized debt obligations	—	—	2,201	2,201
Total	\$ —	\$ 112,263	\$ 2,201	\$ 114,464

PREFERRED BANK

Notes to Consolidated Financial Statements—(Continued)

The following table presents the Bank's hierarchy for its assets and liabilities measured at fair value on a recurring basis at December 31, 2008:

Assets	Fair Value Measurements Using			At December 31, 2008
	Quoted Prices in Active Markets for Identical Assets	Significant Other Observable Inputs	Significant Unobservable Inputs	
	(Level 1)	(Level 2)	(Level 3)	
Securities, available-for-sale:				
U.S. Government agencies	\$ —	\$ 23,115	\$ —	\$ 23,115
Corporate notes	—	22,722	—	22,722
Mortgage-backed securities	—	13,601	—	13,601
Municipal securities	—	42,778	—	42,778
Collateralized debt obligations	—	—	2,075	2,075
Freddie Mac preferred stock	—	115	—	115
Total	\$ —	\$ 102,331	\$ 2,075	\$ 104,406

The following table presents the Bank's reconciliation and income statement classification of gains and losses for all assets measured at fair value on a recurring basis using significant unobservable inputs (Level 3) for year ended December 31, 2009:

Fair Value Measurements Using Significant Unobservable Inputs (Level 3)

(Dollars in thousands)

	Beginning Balance as of December 31, <u>2008</u>	Purchases, Issuance and Settlements	Realized Gains or Losses in Earnings (Expense)	Unrealized Gains or Losses in Other Comprehensive Income	Ending Balance as of December 31, <u>2009</u>
ASSETS:					
Securities, available-for-sale:					
Collateral debt obligations	\$ 2,075	\$ —	\$ (3,211)	\$ 3,337	\$ 2,201

The following table presents the Bank's reconciliation and income statement classification of gains and losses for all assets measured at fair value on a recurring basis using significant unobservable inputs (Level 3) for year ended December 31, 2008:

PREFERRED BANK

Notes to Consolidated Financial Statements—(Continued)

Fair Value Measurements Using Significant Unobservable Inputs(Level 3)

(Dollars in thousands)

	Beginning Balance as of December 31, 2007	Purchases, Issuance and Settlements	Realized Gains or Losses in Earnings (Expense)	Unrealized Gains or Losses in Other Comprehensive Income	Ending Balance as of December 31, 2008
ASSETS:					
Securities, available-for-sale:					
Collateral debt obligations	\$ 6,684	\$ 916	\$ (4,206)	\$ (1,319)	\$ 2,075

Impaired loans – On a non-recurring basis, the Bank measures the fair value of impaired collateral dependent loans based on fair value of the collateral value which is derived from appraisals that take into consideration prices in observable transactions involving similar assets in similar locations in accordance with Receivables Topic of FASB ASC covering loan impairments. Impaired loans held for sale that have a sales contract are considered a level 1 measurement. Collateral value determined based on recent independent appraisals are considered a level 2 measurement. Collateral values based on unobservable inputs that are supported by little or no market data and less current appraisals are considered a level 3 measurement.

Other real estate owned – Real estate acquired in the settlement of loans is initially recorded at fair value, less estimated costs to sell. The Bank records other real estate owned at fair value on a non-recurring basis. However, from time to time, nonrecurring fair value adjustments to other real estate owned are recorded based on current appraisal value of the property, a Level 2 measurement, or management’s judgment and estimation based on reported appraisal value, a Level 3 measurement.

The following table presents the Bank’s hierarchy for its assets measured at estimated fair value on a nonrecurring basis through twelve months ended December 31, 2009, and the total losses resulting from these fair value adjustments for the twelve months ended December 31, 2009:

(In thousands)	Fair Value Measurements Using				Twelve Months Ended December 31, 2009
Assets	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	At December 31, 2009	Total Losses
Impaired loans	\$ —	\$ 16,593	\$ 34,941	\$ 51,533	\$ 23,967
Other real estate	\$ —	\$ —	\$ 59,190	\$ 59,190	\$ 19,093
Total Assets	\$ —	\$ 16,593	\$ 94,131	\$ 110,724	\$ 43,060

PREFERRED BANK

Notes to Consolidated Financial Statements—(Continued)

The following table presents the Bank's hierarchy for its assets measured at estimated fair value on a nonrecurring basis through twelve months ended December 31, 2008:

(In thousands)	Fair Value Measurements Using			
Assets	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	At December 31, 2008
Impaired loans	\$ —	\$ 28,723	\$ 6,711	\$ 35,434
Other real estate	\$ —	\$ 9,723	\$ 25,404	\$ 35,127
Total Assets	\$ —	\$ 38,446	\$ 32,115	\$ 70,561

(22) Subsequent Event

Branch Closures

On February 19, 2010, the Bank closed down the operations of two of its branches located in Chino, California and Santa Monica, California. All accounts of the Chino office were transferred to our closest branch which is located in City of Industry, California. All accounts of the Santa Monica office were transferred to our closest branch which is located in Century City, California. The Bank expects to record charges of approximately \$53,000 in connection with closure of these two branches in the first quarter of 2010.

We have evaluated events and transactions occurring through the date of filing this report on Form 10-K. Such evaluation resulted in no adjustments to the accompanying financial statements.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: April 14, 2010

PREFERRED BANK
(Registrant)

By /s/ Li Yu
Li Yu
*Chairman of the Board, President
and Chief Executive Officer*

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant in the capacities and on the dates indicated.

<u>/s/ Li Yu</u> Li Yu	Chairman of the Board, President, Chairman and Chief Executive Officer (principal executive officer)	April 14, 2010
<u>/s/ Edward J. Czajka</u> Edward J. Czajka	Executive Vice President and Chief Financial Officer (principal financial and accounting officer)	April 14, 2010
<u>/s/ J. Richard Belliston</u> J. Richard Belliston	Director	April 14, 2010
<u>/s/ William C. Y. Cheng</u> William C.Y. Cheng	Director	April 14, 2010
<u>/s/ Clark Hsu</u> Clark Hsu	Director	April 14, 2010
<u>/s/ Frank T. Lin</u> Frank T. Lin	Director	April 14, 2010
<u>/s/ Gary S. Nunnelly</u> Gary S. Nunnelly	Director	April 14, 2010
<u>/s/ Albert Yu</u> Albert Yu, Ph.D.	Director	April 14, 2010

INDEX TO FINANCIAL STATEMENTS

<u>Exhibit No.</u>	<u>Exhibit Description</u>
3.1	Amended and Restated Articles of Incorporation ⁽¹⁾
3.2	Amended and Restated Bylaws ⁽¹⁾
4.1	Common Stock Certificate ⁽²⁾
10.1	Lease relating to the Bank's principal executive office at 601 S. Figueroa Street, 20th Floor, Los Angeles, California with Mitsui Fudson (U.S.A.), Inc. ⁽¹⁾
10.2	Agreement for Item-Processing Services with Fiserv Solutions, Inc., dated as of July 31, 2002 ⁽¹⁾
10.3	Agreement for Data-Processing with Fiserv Solutions, Inc., dated as of May 1, 2003 ⁽¹⁾
10.4	Maintenance and Service Agreement, dated August 1, 2003 with Exilcom, Inc. d/b/a Northstar Technologies ⁽¹⁾
10.5*	1992 Stock Option Plan ⁽¹⁾
10.6*	Management Incentive Bonus Plan ⁽¹⁾
10.7*	Deferred Compensation Plan ⁽¹⁾
10.8*	Stock Option Gain Deferred Compensation Plan ⁽¹⁾
10.9*	2004 Equity Incentive Plan ⁽¹⁾
10.10*	Form of Indemnification Agreement for directors and executive officers ⁽¹⁾
10.11*	Revised Bonus Plan
10.12	Lease relating to the Bank's principal executive office at 601 S. Figueroa Street, 29 th Floor, Los Angeles, California with 601 Figueroa Co. LLC, dated March 9, 2007. ⁽³⁾
10.13	Lease relating to the Bank's retail branch office at 1045-1055 North Tustin Avenue, Anaheim, California with Tustin Retail Center, LLC, dated July 8, 2008 ⁽⁴⁾
10.14	Lease relating to the Bank's retail branch office at 7004 Rosemead Blvd., Pico Rivera, California with Thaddeus J. Moriarty, Jr. and Joan F. Moriarty, Trustees of the Moriarty Family Trust, Jacqueline Steward, Trustee of the Steward Family Trust, dated July 25, 2008 ⁽⁴⁾
21.1	Subsidiaries of the Registrant
31.1	Chief Executive Officer Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Chief Financial Officer Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Chief Executive Officer Certification Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant To Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Chief Financial Officer Certification Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant To Section 906 of the Sarbanes-Oxley Act of 2002
99.1	Report of Independent Registered Public Accounting Firm
99.2	Management's Report on Internal Control over Financial Reporting

⁽¹⁾ Incorporated by reference from Registrant's Registration Statement on Form 10 filed with the Federal Deposit Insurance Corporation on January 18, 2005.

⁽²⁾ Incorporated by reference from Registrant's Registration Statement on Form 10 Amendment No. 1 filed with the Federal Deposit Insurance Corporation on February 2, 2005.

⁽³⁾ Incorporated by reference from Quarterly Report on Form 10-Q filed with the Federal Deposit Insurance Corporation on May 9, 2007.

⁽⁴⁾ Incorporated by reference from Quarterly Report on Form 10-Q filed with the Federal Deposit Insurance Corporation on November 7, 2008.

* Denotes management contract or compensatory plan or arrangement.

Exhibit 21.1

SUBSIDIARIES OF THE REGISTRANT

Preferred Bank Investment and Consulting, Inc. (PBICI)

Exhibit 31.1

CERTIFICATION PURSUANT TO RULE
13a-14(a) AND 15d-14(a),
AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Li Yu, certify that:

1. I have reviewed this Annual Report on Form 10-K of Preferred Bank;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 14, 2010

/s/ Li Yu

Li Yu

Chairman, President and Chief Executive Officer

Exhibit 31.2

CERTIFICATION PURSUANT TO RULE
13a-14(a) AND 15d-14(a),
AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Edward J. Czajka, certify that:

1. I have reviewed this Annual Report on Form 10-K of Preferred Bank;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 14, 2010

/s/ Edward J. Czajka

Edward J. Czajka

Executive Vice President and Chief Financial Officer

Exhibit 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Preferred Bank (the “Bank”) on Form 10-K for the period ending December 31, 2009 as filed with the Federal Deposit Insurance Corporation on the date hereof (the “Report”), I, Li Yu, Chairman, President and Chief Executive Officer of the Bank, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Bank.

Date: April 14, 2010

/s/ Li Yu

Li Yu

Chairman, President and Chief Executive Officer

A signed original of this written statement required by Section 906, or other document authenticating acknowledging, or otherwise adopting the signature that appears in typed form within this version of this written statement required by Section 906, has been provided to the Bank and will be retained by the Bank and furnished to the Federal Deposit Insurance Corporation or its staff upon request.

Exhibit 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Preferred Bank (the "Bank") on Form 10-K for the period ending December 31, 2009 as filed with the Federal Deposit Insurance Corporation on the date hereof (the "Report"), I, Edward J. Czajka, Executive Vice President and Chief Financial Officer of the Bank, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Bank.

Date: April 14, 2010

/s/ Edward J. Czajka

Edward J. Czajka
Executive Vice President & Chief Financial Officer

A signed original of this written statement required by Section 906, or other document authenticating acknowledging, or otherwise adopting the signature that appears in typed form within this version of this written statement required by Section 906, has been provided to the Bank and will be retained by the Bank and furnished to the Federal Deposit Insurance Corporation or its staff upon request.

Exhibit 99.1

Report of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders
Preferred Bank:

We have audited Preferred Bank's internal control over financial reporting as of December 31, 2009, based on criteria established in *Internal Control – Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. The Bank's management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Bank's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

An entity's internal control over financial reporting is a process effected by those charged with governance, management, and other personnel, designed to provide reasonable assurance regarding the preparation of reliable financial statements in accordance with accounting principles generally accepted in the United States of America. Because management's assessment and our audit were conducted to meet the reporting requirements of Section 112 of the Federal Deposit Insurance Corporation Improvement Act (FDICIA), our audit of the Bank's internal control over financial reporting included controls over the preparation of financial statements in accordance with accounting principles generally accepted in the United States of America and with the instructions to the Federal Financial Institutions Examination Council for Consolidated Reports of Condition and Income. An entity's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the entity; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with accounting principles generally accepted in the United States of America, and that receipts and expenditures of the entity are being made only in accordance with authorizations of management and those charged with governance; and (3) provide reasonable assurance regarding prevention, or timely detection and correction of unauthorized acquisition, use, or disposition of the entity's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent, or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the entity's annual or interim financial statements will not be prevented, or detected and corrected on a timely basis. As described in the accompanying Management's Report on Internal Control over Financial Reporting, a material weakness was identified. We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated statements of financial position of the Bank and subsidiary as of December 31,

2009 and 2008, and the related consolidated statements of operations and comprehensive (loss) income, changes in shareholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2009. This material weakness was considered in determining the nature, timing, and extent of audit tests applied in our audit of the 2009 consolidated financial statements, and this report does not affect our report dated April 14, 2010, which expressed an unqualified opinion on those consolidated financial statements.

In our opinion, because of the effect of the aforementioned material weakness on the achievement of the objectives of the control criteria, the Bank has not maintained effective internal control over financial reporting as of December 31, 2009, based on criteria established in *Internal Control – Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We do not express an opinion or any other form of assurance on management's statement referring to compliance with laws and regulations.

/s/ KPMG LLP

Los Angeles, California

April 14, 2010

Management's Report on Internal Control over Financial Reporting

April 14, 2010

Financial Statements

Management of Preferred Bank is responsible for the preparation, integrity and fair presentation of its published financial statements as of December 31, 2009, and for the year then ended. The consolidated financial statements of the Preferred Bank have been prepared in accordance with accounting principles generally accepted in the United States of America and, as such, include some amounts that are based on judgments and estimates of managements.

Internal Control over Financial Reporting

Management is responsible for establishing and maintaining effective internal control over financial reporting presented in conformity with accounting principles generally accepted in the United States of America and presented in conformity with such accounting principles and the instructions for the Federal Financial Institutions Examination Council for Consolidated Reports of Condition and Income. The system contains monitoring mechanisms and actions are taken to correct deficiencies identified.

There are inherent limitations in the effectiveness of any internal control including the possibility of human error and the circumvention or overriding of controls. Accordingly, even effective internal control can provide only reasonable effectiveness of internal control may vary over time.

Management under the supervision and with the participation of the Bank's principal executive officer and principal financial officer assessed the effectiveness of the Bank's internal control over financial reporting as of December 31, 2009. Management based this assessment on criteria for effective internal control over financial reporting described in *Internal Control-Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Management's assessment included an evaluation of the design of Preferred Bank's internal control over financial reporting and testing of the operational effectiveness of its internal control over financial reporting. Management reviewed the results of its assessment with the Audit Committee of our Board of Directors.

A material weakness is a control deficiency, or combination of control deficiencies, in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of the Bank's annual or interim financial statements will not be prevented or detected on a timely basis. The Bank believes that a material weakness in internal controls over financial reporting exists related to the monitoring and control activities necessary to respond to potential risks identified in the Bank's loan portfolio and real estate owned. Specifically, management's monitoring and control activities did not appropriately revise internal controls to address the risks identified through the Bank's risk assessment process. The risk assessment process noted that 2009 market conditions related to the Bank's loan portfolio and real estate owned were deteriorating at a significantly greater rate than noted in prior years. As a result, when the accounting department was informed of this fact, internal controls should have been revised to require more frequent updates of (a) appraisals or other value indicators, which are significant inputs in determining the fair value of impaired loan collateral and owned real estate and, (b) qualitative loss factors, which are significant inputs in determining the loan and lease loss allowance. However, personnel responsible for estimating the allowance for loan losses and real estate owned did not make such revisions. In addition, management's review process did not detect that such controls were not appropriately revised.

Based on management's assessment and the criteria discussed above, we have concluded that, as of December 31, 2009, internal control over financial reporting was not effective as a result of the aforementioned material weakness.

Compliance with Laws and Regulations

Management is responsible for compliance with federal and state laws and regulations concerning dividend restrictions and federal laws and regulations concerning loans to insiders designated by the FDIC as safety and soundness and regulations.

Management assessed compliance by the Bank with the designated laws and regulations related to safety and soundness. Based on this assessment, management believes that the Bank complied, in all significant respects, with the designated laws and regulations related to safety and soundness for the year ended December 31, 2009.

/s/ Li Yu

Li Yu
Chairman, President and Chief Executive Officer

/s/ Edward J. Czajka

Edward J. Czajka
Executive Vice President & Chief Financial Officer