

DIX RONALD H  
Form 4  
July 30, 2008

**FORM 4**

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

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
DIX RONALD H

(Last) (First) (Middle)  
4545 W BROWN DEER ROAD, P.O. BOX 245036  
(Street)

MILWAUKEE, WI 53224-9536

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
BADGER METER INC [BMI]

3. Date of Earliest Transaction (Month/Day/Year)  
07/30/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Sr. VP-Admin.

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	07/30/2008		M		6,000	A	\$ 10.0625	
Common Stock	07/30/2008		M		4,000	A	\$ 7	
Common Stock	07/30/2008		S		10,000	D	\$ 57.5806	
Common Stock							13,141.0041	
Common Stock							92,600	
							I	ESSOP

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Options	\$ 7	07/30/2008		M	4,000	05/02/2004 05/02/2013	BMI Common Stock	4,000
Stock Options	\$ 10.0625	07/30/2008		M	6,000	07/16/2000 07/16/2009	BMI Common Stock	6,000
Stock Options	\$ 7					05/02/2004 05/02/2013	BMI Common Stock	9,000
Stock Options	\$ 7.125					05/18/2002 05/18/2011	BMI Common Stock	20,000
Stock Options	\$ 18.325					05/09/2006 05/09/2015	BMI Common Stock	4,500
Stock Options	\$ 31.41					05/05/2007 05/05/2016	BMI Common Stock	3,600
Stock Options	\$ 24.94					05/04/2008 05/04/2017	BMI Common Stock	3,600

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

DIX RONALD H  
 4545 W BROWN DEER ROAD  
 P.O. BOX 245036  
 MILWAUKEE, WI 53224-9536

X

Sr. VP-Admin.

## Signatures

Ronald H. Dix

07/30/2008

\*\*Signature of  
 Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Stock Options are granted on a one-for-one basis.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. 0in .0001pt;text-align:right;">17

\$

183,205

\$

14,097

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

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

	Balance, beginning of period	Net income	Other comprehensive Income	Purchases, sales, and principal payments	Transfers into Level 3	Transfers out of Level 3	Balance, end of period
Available-for-sale securities							
Obligations of states and political subdivisions	\$ 1,045	\$	\$	\$	\$	\$ (1,045)	\$
U.S. Government agencies collateralized by mortgage	5,685	192		(2,317)		(3,560)	

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obligations									
Other collateralized mortgage obligations	7,062	91	641	(4,400)	2,646	(316)			5,724
Corporate debt securities	785								785
Other equity securities	1,587		168	5,833					7,588
Total assets and liabilities measured at fair value	\$ 16,164	\$ 283	\$ 809	\$ (884)	\$ 2,646	\$ (4,921)	\$		14,097

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

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

Description	Fair Value	Level 1	Level 2	Level 3	Total Losses in the period
Impaired loans					
Commercial and industrial	\$ 582	\$	\$	\$ 582	\$ (702)
Real Estate	2,506			2,506	(960)
Real estate construction and other land loans	1,605			1,605	
Consumer	58			58	(1,591)
Equity loans and lines of credit					
Total impaired loans	4,751			4,751	(3,253)
Other real estate owned	2,832			2,832	(356)
Other	47			47	(50)
Total assets and liabilities measured at fair value on a non-recurring basis	\$ 7,630	\$	\$	\$ 7,630	\$ (3,659)

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

Impaired loans with a carrying value of \$9,112,000 were written down to their fair value of \$4,751,000. For the period ended December 31, 2009 impairment charges were \$3,253,000, which included \$2,501,000 in charge offs and specific reserves of \$752,000. The valuation allowance represents specific allocations of the allowance for credit losses for impaired loans.

Other real estate properties with carrying amounts totaling \$3,189,000 at foreclosure were subsequently written down to their fair values of \$2,832,000, resulting in a loss of \$356,000 which was included in other expense for the period. Other repossessed assets with carrying amounts totaling \$97,000 were written down to their fair values of \$47,000, resulting in a loss of \$50,000 which was included in other expense for the period ended December 31, 2009.

**Note 6. Goodwill and Intangible Assets**

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

Management engaged an independent valuation specialist to perform our annual impairment test as of September 30, 2010. Goodwill impairment testing is a two step process. The first step compares the fair value of a reporting unit with its carrying amount, including goodwill. If the carrying amount exceeds the fair value, the second step of the goodwill impairment test is performed to measure the impairment loss, if any. If the fair value of the reporting unit exceeds the carrying value, then goodwill is not impaired and step two is unnecessary. Since the Company is considered to be one reporting unit, the fair value of the Company was compared to the carrying value. Based on the results of the testing performed, the fair value of the Company exceeded the carrying value so step two was not required and goodwill was not impaired. The fair value of the Company was determined based on an analysis of three different valuation methods including the analysis of discounted future cash flows, comparable whole bank transactions, and the Company's market capitalization plus a control premium.

The intangible assets at September 30, 2010 represent the estimated fair value of the core deposit relationships acquired in the acquisition of Service 1st Bank in 2008 of \$1,400,000 and the 2005 acquisition of Bank of Madera County of \$1,500,000. Core deposit intangibles are being amortized by the straight-line method over an estimated life of seven years from the date of acquisition. The carrying value of intangible assets at September 30, 2010 was \$1,301,000 net of \$1,599,000 in accumulated amortization expense. Management evaluates the remaining useful lives quarterly to determine whether events or circumstances warrant a revision to the remaining periods of amortization. Based on the evaluation, no changes to the remaining useful lives was required in the third quarter of 2010. Management engaged an independent valuation specialist to perform our annual impairment test on core deposit intangibles as of September 30, 2010 and determined no impairment was necessary. Amortization expense recognized was \$104,000 for the three month periods ended September 30, 2010 and 2009 and \$311,000 for the nine months period ended September 30, 2010 and 2009.

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**Note 7. Comprehensive Income**

Total comprehensive income is comprised of unrealized gains (losses), net of taxes, on available-for-sale investment securities, which is the Company's only source of other comprehensive income. Total comprehensive income was \$3,041,000 and \$4,689,000 for the three months ended September 30, 2010 and 2009, respectively, and was \$6,782,000 and \$2,959,000 for the nine months ended September 30, 2010 and 2009, respectively.

At September 30, 2010 and December 31, 2009, accumulated other comprehensive income (loss) totaled \$2,667,000 and (\$1,455,000), respectively, and is reflected, net of taxes, as a component of shareholders' equity.

**Note 8. Commitments and Contingencies**

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

Commitments to extend credit amounting to \$120,242,000 and \$131,139,000 were outstanding at September 30, 2010 and December 31, 2009, respectively. Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract unless waived by the bank. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee.

Included in commitments to extend credit are undisbursed lines of credit totaling \$75,886,000 and \$81,125,000 at September 30, 2010 and December 31, 2009, respectively. Undisbursed lines of credit are revolving lines of credit whereby customers can repay principal and request principal advances during the term of the loan at their discretion and most expire between one and 12 months.

The Company has undisbursed portions of construction loans totaling \$4,935,000 and \$6,661,000 as of September 30, 2010 and December 31, 2009, respectively. These commitments are agreements to lend to a customer, subject to meeting certain construction progress requirements established in the contract. The underlying construction loans have fixed expiration dates.

Standby letters of credit and financial guarantees amounting to \$365,000 and \$240,000 were outstanding at September 30, 2010 and December 31, 2009, respectively. Standby letters of credit and financial guarantees are conditional commitments issued by the Company to guarantee the performance of a customer to a third party. Those guarantees are primarily issued to support private borrowing arrangements. Most standby letters of credit and guarantees carry a one year term or less. The fair value of the liability related to these standby letters of credit, which represents the fees received for their issuance, was not significant at September 30, 2010 and December 31, 2009. The Company recognizes these fees as revenue over the term of the commitment or when the commitment is used.

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

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

**Note 9. Income Taxes**

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



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

**Note 10. Borrowing Arrangements**

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

Amount	September 30, 2010 Rate (Dollars in thousands)	Maturity Date	Amount	December 31, 2009 Rate (Dollars in thousands)	Maturity Date
\$ 5,000	3.00%	February 7, 2011	\$ 5,000	2.73%	February 5, 2010
5,000	3.10%	February 14, 2011	5,000	3.00%	February 7, 2011
4,000	3.59%	February 13, 2013	5,000	3.10%	February 14, 2011
			4,000	3.59%	February 13, 2013
14,000			19,000		
(10,000)	Less short-term portion		(5,000)	Less short-term portion	
\$ 4,000	Long-term debt		\$ 14,000	Long-term debt	

FHLB advances are secured by investment securities with amortized costs totaling \$33,855,000 and \$45,239,000, and market values totaling \$34,049,000 and \$44,808,000 at September 30, 2010 and December 31, 2009, respectively. The Bank's credit limit varies according to the amount and composition of the investment and loan portfolios pledged as collateral.

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

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

Certain matters discussed in this report constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All statements contained herein that are not historical facts, such as statements regarding the Company's current business strategy and the Company's plans for future development and operations, are based upon current expectations. These statements are forward-looking in nature and involve a number of risks and uncertainties. Such risks and uncertainties include, but are not limited to (1) significant increases in competitive pressure in the banking industry; (2) the impact of changes in interest rates, a

decline in economic conditions at the international, national or local level on the Company's results of operations, the Company's ability to continue its internal growth at historical rates, the Company's ability to maintain its net interest margin, and the quality of the Company's earning assets; (3) changes in the regulatory environment; (4) fluctuations in the real estate market; (5) changes in business conditions and inflation; (6) changes in securities markets; and (7) risks associated with acquisitions, relating to difficulty in integrating combined operations and related negative impact on earnings, and incurrence of substantial expenses. Therefore, the information set forth in such forward-looking statements should be carefully considered when evaluating the business prospects of the Company.

When the Company uses in this Quarterly Report on Form 10-Q the words anticipate, estimate, expect, project, intend, commit, and similar expressions, the Company intends to identify forward-looking statements. Such statements are not guarantees of performance and are subject to certain risks, uncertainties and assumptions, including those described in this Quarterly Report on Form 10-Q. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those anticipated, estimated, expected, projected, intended, committed or believed. The future results and shareholder values of the Company may differ materially from those expressed in these forward-looking statements. Many of the factors that will determine these results and values are beyond the Company's ability to control or predict. For those statements, the Company claims the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995.

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

**CRITICAL ACCOUNTING POLICIES AND ESTIMATES**

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

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

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

**OVERVIEW**

**Third Quarter of 2010**

In the third quarter of 2010, our consolidated net income was \$864,000 compared to net income of \$379,000 for the same period in 2009. Diluted EPS was \$0.08 for the third quarter of September 30, 2010 compared to \$0.03 for the same period in 2009. The increase in net income was primarily due to decreases in the provision for credit losses, offset by decreases in net interest income and non-interest income, and an increase in non-interest expenses. The provision for credit losses was \$1,300,000 for the third quarter of 2010 compared to \$3,233,000 for the third quarter of 2009, a decrease of \$1,933,000. Net interest income decreased \$481,000 or 5.6%. The yield on average total interest-earning assets decreased 65 basis points comparing the three month period ended September 30, 2010 to the same period in 2009 while interest rates on deposits decreased 41 basis points resulting in a 33 basis point decrease in net interest margin. Net interest margin was 5.10% for the three months ended September 30, 2010 compared to 5.43% for the same period in 2009. Non-interest income decreased \$315,000 or 19.6% primarily due to a decrease in service charge income, and non-interest expense increased \$463,000 or 6.7% in the three months ended September 30, 2010 compared to 2009.

Annualized return on average equity for the third quarter of 2010 was 3.53% compared to 1.82% for the same period in 2009. Total average equity was \$97,893,000 for the third quarter 2010 compared to \$83,170,000 for the third quarter 2009. Equity increased primarily due to capital raised from the private sale of equity in the later part of 2009 to certain accredited investors who purchased preferred and common shares of the Company for a total of \$8,000,000. Net income included in retained earnings and a decrease in other comprehensive loss also contributed to the growth in capital.

**First Nine Months of 2010**

For the nine months ended September 30, 2010, our consolidated net income was \$2,660,000 compared to net income of \$2,102,000 for the same period in 2009. Diluted EPS was \$0.26 for the first nine months of 2010 compared to \$0.23 for the first nine months of 2009. The increase in net income was primarily due to a decrease in the provision for loan losses offset by decreases in net interest income and non-interest income as well as an increase in non-interest expenses. During the nine month period ended September 30, 2010 our net interest margin decreased 34 basis points to 5.05%. Net interest income decreased \$1,798,000 or 7.0%. Non-interest income decreased \$1,372,000 or 28.9%, provision for credit losses decreased \$4,750,000 and non-interest expense increased \$840,000 in the first nine months of 2010 compared to 2009.

Annualized return on average equity for the nine months ended September 30, 2010 was 3.71% compared to 3.41% for the same period in 2009. Annualized return on average assets for the nine months ended September 30, 2010 was 0.47% compared to 0.37% for the same period in 2009. Total average equity was \$95,579,000 for the nine months ended September 30, 2010 compared to \$82,270,000 for the same period in 2009. Equity increased primarily due to capital raised from the private sale of equity in the later part of 2009 to certain accredited investors who purchased preferred and common shares of the Company for a total of \$8,000,000. Net income included in retained earnings and a decrease in other comprehensive loss also contributed to the growth in capital.

Our average total assets increased \$1,720,000 or 0.2% in the nine months ended September 30, 2010 compared to the same period of 2009. Total average interest-earning assets decreased \$1,990,000 or 0.3% comparing the nine month period ended September 30, 2010 to the same period of 2009. Average total loans decreased \$29,320,000 or 6.0% while average total investments increased \$30,855,000 or 16.1% in the nine month period ended September 30, 2010 compared to the same period in 2009. Average interest-bearing liabilities decreased only \$6,789,000 or 1.3% over the same period.

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Our net interest margin for the nine months ended September 30, 2010 was 5.05% compared to 5.39% for the same period in 2009. The margin decreased principally due to the decrease in yields on interest-earning assets outpacing the decrease in rates on interest-bearing liabilities. The effective yield on interest earning assets decreased 71 basis points to 5.72% for the nine month period ended September 30, 2010 compared to 6.43% for the same period in 2009. For the nine months ended September 30, 2010, the effective yield on investment securities including Federal funds sold and interest-earning deposits in other banks decreased 196 basis points and the effective yield on loans decreased 10 basis points. The cost of total interest-bearing liabilities decreased 48 basis points to 0.89% compared to 1.37% for the same period in 2009. The cost of total deposits, including noninterest bearing accounts decreased 37 basis points to 0.62% for the nine months ended September 30, 2010 compared to 0.99% for the same period in 2009.

Net interest income for the nine months ended September 30, 2010 was \$24,089,000 compared to \$25,887,000 for the same period in 2009, a decrease of \$1,798,000 or 7.0%. Net interest income decreased as a result of the decrease in net interest margin as discussed above and a decrease in earning assets. The Bank had non-accrual loans totaling \$18,842,000 at September 30, 2010, compared to \$18,959,000 at December 31, 2009 and \$11,835,000 at September 30, 2009. The Company had other real estate owned at September 30, 2010 totaling \$3,277,000, compared to \$2,832,000 at December 31, 2009, and \$3,102,000 at September 30, 2009.

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

**Central Valley Community Bancorp (Company)**

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

At September 30, 2010, we had total loans of \$459,152,000, total assets of \$765,037,000, total deposits of \$636,517,000., and shareholders equity of \$98,494,000.

**Central Valley Community Bank (Bank)**

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

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

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

The Bank operates 17 branches which serve the communities of Clovis, Fresno, Kerman, Lodi, Madera, Merced, Modesto, Oakhurst, Prather, Sacramento, Stockton, and Tracy, California. Additionally the Bank operates Real Estate, Agribusiness and SBA departments that originate loans in California. In the third quarter of 2010, the Company expanded the existing Modesto loan production office opened in 2007, into a larger full-service branch. According to the June 30, 2010 FDIC data, the Bank's branches in Fresno, Madera and San Joaquin Counties had a 3.38% combined deposit market share of all insured depositories.

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

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

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

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Return to Our Stockholders

Our return to our stockholders is measured in the form of return on average equity (ROE). Our annualized ROE was 3.71% for the nine months ended September 30, 2010 compared to 3.10% for the year ended December 31, 2009 and 3.41% for the nine months ended September 30, 2009. Our net income for the nine months ended September 30, 2010 increased \$558,000 or 26.6% to \$2,660,000 compared to \$2,102,000 for the nine months ended September 30, 2009. Net income increased due to decreases in the provision for credit losses offset by decreases in net interest income and non-interest income, and an increase in non-interest expenses. Net interest margin (NIM) decreased 34 basis points comparing the nine month periods ended September 30, 2010 and 2009. Diluted EPS was \$0.26 for the nine months ended September 30, 2010 and \$0.23 for the same period in 2009.

Return on Average Assets

Our return on average assets (ROA) is a measure we use to compare our performance with other banks and bank holding companies. Our annualized ROA for the nine months ended September 30, 2010 was 0.47% compared to 0.34% for the year ended December 31, 2009 and 0.37% for the nine months ended September 30, 2009. The increase in ROA compared to December 2009 is due to the increase in net income relative to total average assets. Average assets for the nine months ended September 30, 2010 were \$752,883,000 compared to \$752,509,000 for the year ended December 31, 2009. ROA for our peer group was (4.58%) at June 30, 2010. Peer group from SNL Financial data includes certain bank holding companies in central California with assets from \$300 million to \$1 billion.

Development of Core Earnings

Over the past several years, we have focused on not only improving net income, but improving the consistency of our revenue streams in order to create more predictable future earnings and reduce the effect of changes in our operating environment on our net income. Specifically, we have focused on net interest income through a variety of processes, including increases in average interest earning assets as a result of loan generation and retention, and minimizing the effects of the recent interest rate decline on our net interest margin by focusing on core deposits and managing the cost of funds. The Company's net interest margin (fully tax equivalent basis) was 5.05% for the nine months ended September 30, 2010, compared to 5.39% for the same period in 2009. The decrease in net interest margin is principally due to a decrease in the yield on earning assets which was greater than the decrease in our rates on interest-bearing liabilities. In comparing the two periods, the effective yield on total earning assets decreased 71 basis points, while the cost of total interest bearing liabilities decreased 48 basis points and the cost of total deposits decreased 37 basis points. The Company's total cost of deposits for the nine months ended September 30, 2010 was 0.62% compared to 0.99% for the same period in 2009. At September 30, 2010, 23.5% of the Company's average deposits were non-interest bearing compared to 18.8% for the Company's peer group as of June 30, 2010. Net interest income for the nine month period ended September 30, 2010 was \$24,089,000 compared to \$25,887,000 for the same period in 2009.

Our non-interest income is generally made up of service charges and fees on deposit accounts, fee income from loan placements and other services, and gains from sales of investment securities offset by other-than-temporary impairment losses. Non-interest income for the nine months ended September 30, 2010 decreased \$1,372,000 or 28.9% to \$3,375,000 compared to \$4,747,000 for the nine months ended September 30, 2009. The decrease is mainly due to a \$700,000 other than-temporary impairment loss related to our investment portfolio and a \$716,000 decrease in gains from sales and calls of investment securities. Further detail of non-interest income is provided below.

Asset Quality

For all banks and bank holding companies, asset quality has a significant impact on the overall financial condition and results of operations. Asset quality is measured in terms of non-performing assets as a percentage of total assets, and is a key element in estimating the future earnings of a company. The Company had non-performing loans totaling \$18,842,000 or 4.10% of total loans as of September 30, 2010 and \$18,959,000 or 4.13% of total loans at December 31, 2009. Management maintains certain loans that have been brought current by the borrower (less than 30 days delinquent) on non-accrual status until such time as management has determined that the loans are likely to remain current in future periods and collectability has been reasonably assured. The Company had \$3,277,000 in other real estate owned at September 30, 2010 and \$2,832,000 at December 31, 2009. The Company held collateralized mortgage obligations with credit ratings below investment grade totaling \$15,009,000 at September 30, 2010 and \$24,230,000 at December 31, 2009.

Asset Growth

As revenues from both net interest income and non-interest income are a function of asset size, the growth in assets has a direct impact in increasing net income and therefore ROE and ROA. The majority of our assets are loans and investment securities, and the majority of our liabilities are deposits, and therefore the ability to generate deposits as a funding source for loans and investments is fundamental to our asset growth. Total assets decreased slightly by \$451,000 during the nine months ended September 30, 2010 to \$765,037,000 compared to \$765,488,000 as of December 31, 2009. Total gross loans decreased \$55,000 to \$459,152,000 as of September 30, 2010 compared to \$459,207,000 as of December 31, 2009. Total deposits decreased 0.6% to \$636,517,000 as of September 30, 2010 compared to \$640,167,000 as of December 31, 2009. Our loan to deposit ratio at September 30, 2010 was 72.1% compared to 71.7% at December 31, 2009. The loan to deposit ratio of our peers was 84.1% at June 30, 2010. Further discussion of loans and deposits is below.



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Capital Adequacy

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

At September 30, 2010, we had a total risk-based capital to risk-weighted assets ratio of 15.03%, a Tier 1 risk-based capital ratio of 13.75% and a Tier 1 leverage ratio of 10.07%. At December 31, 2009, we had a total risk-based capital to risk-weighted assets ratio of 13.54%, a Tier 1 risk-based capital ratio of 12.28% and a Tier 1 leverage ratio of 9.30%. At September 30, 2010, on a stand-alone basis, the Bank had a total risk-based capital ratio of 14.82%, a Tier 1 risk based capital ratio of 13.55% and a Tier 1 leverage ratio of 9.93%. At December 31, 2009, the Bank had a total risk-based capital ratio of 13.38%, a Tier 1 risk based capital ratio of 12.12% and a Tier 1 leverage ratio of 9.20%. The improvement in 2010 is due to an increase in risk adjusted capital that was relatively greater than the growth in risk weighted assets and average assets.

Operating Efficiency

Operating efficiency is the measure of how efficiently earnings before provision for credit losses and taxes are generated as a percentage of revenue. The Company's efficiency ratio (operating expenses, excluding amortization of intangibles and foreclosed property expense divided by net interest income plus non-interest income, excluding gains from sales of securities) was 73.5% for the first nine months of 2010 compared to 68.7% for the nine months of 2009. The deterioration in the efficiency ratio is due to a decrease in net interest income and non-interest income as well as an increase in operating expenses.

The Company's net interest income before provision for credit losses plus non-interest income decreased 10.4% to \$27,464,000 for the nine months of 2010 compared to \$30,634,000 for the same period in 2009, while operating expenses increased 4.0% to \$21,755,000 from \$20,915,000 for the same period in 2009.

Liquidity

Liquidity management involves our ability to meet cash flow requirements arising from fluctuations in deposit levels and demands of daily operations, which include providing for customers' credit needs, funding of securities purchases, and ongoing repayment of borrowings. Our liquidity is actively managed on a daily basis and reviewed periodically by our management and Directors' Asset/Liability Committee. This process is intended to ensure the maintenance of sufficient liquidity to meet our funding needs, including adequate cash flow for off-balance sheet commitments. Our primary sources of liquidity are derived from financing activities which include the acceptance of customer and, to a lesser extent, broker deposits, Federal funds facilities and advances from the Federal Home Loan Bank of San Francisco (FHLB). We have available unsecured lines of credit with correspondent banks totaling approximately \$39,000,000 and secured borrowing lines of approximately 113,308,000 with the FHLB. These funding sources are augmented by collection of principal and interest on loans, the routine maturities and pay downs of securities from our investment securities portfolio, the stability of our core deposits, and the ability to sell investment securities.

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Primary uses of funds include origination and purchases of loans, withdrawals of and interest payments on deposits, purchases of investment securities, and payment of operating expenses.

### **RESULTS OF OPERATIONS**

#### **Net Income for the Nine Months Ended September 30, 2010 Compared to the Nine Months Ended September 30, 2009:**

Net income increased to \$2,660,000 for the nine months ended September 30, 2010 compared to \$2,102,000 for the nine months ended September 30, 2009. Basic earnings per share were \$0.26 and \$0.24 for the nine months ended September 30, 2010 and 2009, respectively. Diluted earnings per share were \$0.26 for the nine months ended September 30, 2010 and \$0.23 for the same period in 2009. Annualized ROE was 3.71% for the nine months ended September 30, 2010 compared to 3.41% for the nine months ended September 30, 2009. Annualized ROA for the nine months ended September 30, 2010 was 0.47% compared to 0.37% for the nine months ended September 30, 2009.

Net income for the nine months ended September 30, 2010 compared to the same period in the prior year increased due mainly to decreases in the provision for credit losses offset by decreases in net interest income and non-interest income, and an increase in non-interest expenses. Net interest income decreased due to a decrease in the yield on our investment securities and a decrease in earning assets. The decrease in non-interest income is due to a decrease in realized gains on sales of securities and an other-than-temporary loss on investment securities. Non-interest expenses increased due to increases in salary and employee benefits expense, write down to fair value of two OREO properties and legal expenses offset by decreases in regulatory assessments. Further discussion of non-interest expenses is below.

#### **Interest Income and Expense**

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

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

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## CENTRAL VALLEY COMMUNITY BANCORP

## SCHEDULE OF AVERAGE BALANCES AND AVERAGE YIELDS AND RATES

(Dollars in thousands)

	FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2010			FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2009		
	Average Balance	Interest Income/ Expense	Average Interest Rate	Average Balance	Interest Income/ Expense	Average Interest Rate
<b>ASSETS</b>						
Interest-earning deposits in other banks	\$ 31,609	\$ 62	0.26%	\$ 795	\$ 3	0.50%
Securities						
Taxable securities	125,884	4,282	4.54%	113,962	6,084	7.12%
Non-taxable securities (1)	64,757	3,450	7.10%	64,063	3,473	7.23%
Total investment securities	190,641	7,732	5.41%	178,025	9,557	7.16%
Federal funds sold	715	1	0.19%	13,290	29	0.29%
Total securities	222,965	7,795	4.66%	192,110	9,589	6.66%
Loans (2) (3)	441,614	20,816	6.30%	474,414	22,715	6.40%
Federal Home Loan Bank stock	3,095	8	0.34%	3,140	7	0.30%
<b>Total interest-earning assets</b>	<b>667,674</b>	<b>\$ 28,619</b>	<b>5.72%</b>	<b>669,664</b>	<b>\$ 32,311</b>	<b>6.43%</b>
Allowance for credit losses	(10,796)			(8,030)		
Nonaccrual loans	16,747			13,267		
Other real estate owned	3,089			2,376		
Cash and due from banks	16,155			18,123		
Bank premises and equipment	6,162			6,670		
Other non-earning assets	53,852			49,093		
Total average assets	\$ 752,883			\$ 751,163		
<b>LIABILITIES AND SHAREHOLDERS EQUITY</b>						
Interest-bearing liabilities:						
Savings and NOW accounts	\$ 141,203	\$ 389	0.37%	\$ 129,806	\$ 623	0.64%
Money market accounts	155,898	810	0.69%	133,070	959	0.96%
Time certificates of deposit, under \$100,000	70,290	708	1.35%	86,333	1,459	2.26%
Time certificates of deposit, \$100,000 and over	115,189	1,005	1.17%	128,004	1,609	1.68%
Total interest-bearing deposits	482,580	2,912	0.81%	477,213	4,650	1.30%
Other borrowed funds	19,796	437	2.95%	31,952	586	2.45%
<b>Total interest-bearing liabilities</b>	<b>502,376</b>	<b>\$ 3,349</b>	<b>0.89%</b>	<b>509,165</b>	<b>\$ 5,236</b>	<b>1.37%</b>
Non-interest bearing demand deposits	148,253			152,702		
Other liabilities	6,675			7,026		
Shareholders equity	95,579			82,270		
Total average liabilities and shareholders equity	\$ 752,883			\$ 751,163		
Interest income and rate earned on average earning assets		\$ 28,619	5.72%		\$ 32,311	6.43%
Interest expense and interest cost related to average interest-bearing liabilities		3,349	0.89%		5,236	1.37%
Net interest income and net interest margin (4)		\$ 25,270	5.05%		\$ 27,075	5.39%

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- (1) Calculated on a fully tax equivalent basis, which includes Federal tax benefits relating to income earned on municipal bonds totaling \$1,173 and \$1,181 in 2010 and 2009 respectively.
  - (2) Loan interest income includes loan fees of \$344 in 2010 and \$406 in 2009
  - (3) Average loans do not include non-accrual loans.
  - (4) Net interest margin is computed by dividing net interest income by total average interest-earning assets.

Interest and fee income from loans decreased \$1,899,000 or 8.4% for the nine months ended September 30, 2010 compared to the same period in 2009. Average total loans, including non-accrual loans, for the nine months ended September 2010 decreased \$29,320,000 or 6.0% to \$458,361,000 compared to \$487,681,000 the same period in 2009. The yield on average total loans decreased 10 basis points to 6.30% for the nine months ended 2010 compared to 6.40% for the same period in 2009. The lower yield is attributed to the sustained low interest rate environment. We have been successful in implementing interest rate floors on many of our new adjustable rate loans to partially offset the effects of the decrease in the prime interest rate experienced in the last two years. We are committed to providing our customers with competitive pricing without sacrificing strong asset quality and value to our shareholders.

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Interest income from total investments on a non tax equivalent basis (total investments include investment securities, Federal funds sold, interest bearing deposits with other banks, and other securities) decreased \$1,786,000 in the first nine months of 2010 to \$6,622,000 compared to \$8,408,000, for the same period in 2009. The decrease is attributed to lower yields on the portfolio. The yield on average investments decreased 200 basis points to 4.66% for the nine month period ended September 30, 2010 compared to 6.66% for the same period in 2009. We experienced a decrease in yield in our investment securities in 2010 due to purchases of lower yielding debt securities. In 2009 we experienced large prepayments on CMOs which created more accretion resulting in increased income. Additionally, several CMO bonds with higher yields were called in 2009. In 2010 we are holding higher levels of deposits with the Federal Reserve Bank of San Francisco which have lower yields. Average total investments for the first nine months of 2010 increased \$30,855,000 or 16.1% to \$222,965,000 compared to \$192,110,000 for the same period in 2009. Income from investments represents 27.5% of net interest income for the first nine months of 2010 compared to 32.5% for the same period in 2009.

In an effort to increase yields, without accepting unreasonable risk, a significant portion of the investment purchases have been in mortgage-backed securities (MBS) and collateralized mortgage obligations (CMOs). At September 30, 2010, we held \$105,190,000 or 55.6% of the total fair value of the investment portfolio in MBS and CMOs with an average yield of 4.58%. We invest in Collateralized Mortgage Obligations (CMO) and Mortgage Backed Securities, (MBS) as part of the overall strategy to increase our net interest margin. CMOs and MBS by their nature react to changes in interest rates. In a normal declining rate environment, prepayments from MBS and CMOs would be expected to increase and the expected life of the investment would be expected to shorten. Conversely, if interest rates increase, prepayments normally would be expected to decline and the average life of the MBS and CMOs would be expected to extend. However, in the current economic environment, prepayments may not behave according to historical norms. Premium amortization and discount accretion of these investments affects our net interest income. Our management monitors the prepayment speed of these investments and adjusts premium amortization and discount accretion based on several factors. These factors include the type of investment, the investment structure, interest rates, interest rates on new mortgage loans, expectation of interest rate changes, current economic conditions, the level of principal remaining on the bond, the bond coupon rate, the bond origination date, and volume of available bonds in market. The calculation of premium amortization and discount accretion is by nature inexact, and represents management's best estimate of principal pay downs inherent in the total investment portfolio.

The net of tax effect value of the change in fair value of the available-for-sale investment portfolio was a gain of \$2,667,000 at September 30, 2010 and is reflected in the Company's equity. At September 30, 2010, the average life of the investment portfolio was 6.6 years and the fair value reflected a pre-tax gain of \$4,446,000. Management reviews fair value declines on individual investment securities to determine whether they represent an other-than-temporary impairment (OTTI) and recorded a \$700,000 OTTI loss for the nine months ended September 30, 2010. Refer to Note 4 of the Notes to Consolidated Financial Statements unaudited for more detail. Future deterioration in the market values of our investment securities may require the Company to recognize future OTTI losses.

A component of the Company's strategic plan has been to use its investment portfolio to offset, in part, its interest rate risk relating to variable rate loans. At September 30, 2010, an immediate rate increase of 200 basis points would result in an estimated decrease in the market value of the investment portfolio by approximately \$17,202,000. Conversely, with an immediate rate decrease of 200 basis points, the estimated increase in the market value of the investment portfolio is \$10,961,000. The modeling environment assumes management would take no action during an immediate shock of 200 basis points. However, the Company uses those increments to measure its interest rate risk in accordance with regulatory requirements and to measure the possible future risk in the investment portfolio. For further discussion of the Company's market risk, refer to Item 3 - Quantitative and Qualitative Disclosures about Market Risk.

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

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Total interest income for the nine months ended September 30, 2010 decreased \$3,685,000 or 11.8% to \$27,438,000 compared to \$31,123,000 for the nine months ended September 30, 2009. The decrease was due to the 71 basis point decrease in the tax equivalent yield on average interest earning assets and the decrease in average interest earning assets. The yield on interest earning assets decreased to 5.72% for the nine months ended September 30, 2010 from 6.43% for the nine months ended September 30, 2009. Average interest earning assets decreased to \$667,674,000 for the nine months ended September 30, 2010 compared to \$669,664,000 for the nine months ended September 30, 2009. The \$1,990,000 decrease in average earning assets can be attributed to the \$29,320,000 decrease in loans offset by a \$30,855,000 increase in total investments.

Interest expense on deposits for the nine months ended September 30, 2010 decreased \$1,738,000 or 37.4% to \$2,912,000 compared to \$4,650,000 for the nine months ended September 30, 2009. This decrease in interest expense was primarily due to repricing of interest bearing deposits which decreased 49 basis points to 0.81% for the nine months ended September 30, 2010 from 1.30% in 2009 as a result of the ongoing low interest rate environment. Average interest-bearing deposits increased 1.1% or \$5,367,000 to \$482,580,000 for the nine months ended September 30, 2010 compared to \$477,213,000 for the same period ended September 30, 2009.

Average other borrowed funds decreased \$12,156,000 or 38.0% to \$19,796,000 with an effective rate of 2.95% for the nine months ended September 30, 2010 compared to \$31,952,000 with an effective rate of 2.45% for the nine months ended September 30, 2009. As a result, total interest expense on other borrowed funds decreased \$149,000 to \$437,000 for the nine months ended September 30, 2010 from \$586,000 for the nine months ended September 30, 2009. Other borrowings include advances from the Federal Home Loan Bank (FHLB) and junior subordinated deferrable interest debentures. The FHLB advances are fixed rate short-term and long term borrowings. The effective rate of the FHLB advances was 3.2% for the nine month period ended September 30, 2010. Advances were utilized as part of a leveraged strategy in the first quarter of 2008 to purchase investment securities. The debentures were acquired in the merger with Service 1st and carry a floating rate based on the three month Libor plus a margin of 1.6%. The rate at September 30, 2010 was 2.13%. See the section on Financial Condition for more detail.

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The cost of all of our interest-bearing liabilities decreased 48 basis points to 0.89% for the nine month period ended September 30, 2010 compared to 1.37% for 2009 while the cost of total deposits decreased to 0.62% for the nine month period ended September 30, 2010 compared to 0.99% for same period in 2009. Average demand deposits decreased 2.9% to \$148,253,000 in 2010 compared to \$152,702,000 for 2009. The ratio of demand deposits to total deposits decreased to 23.5% in the nine month period of 2010 compared to 24.2% for 2009.

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

Net interest income before provision for credit losses for the nine months ended September 30, 2010 decreased by \$1,798,000 or 7.0% to \$24,089,000 compared to \$25,887,000 for the nine months ended in 2009. The decrease was due to the 34 basis point decrease in our net interest margin and the decrease in average interest earning assets. Average interest earning assets were \$667,674,000 for the nine months ended September 30, 2010 with a net interest margin of 5.05% compared to \$669,664,000 with a net interest margin of 5.39% for the nine months ended September 30, 2009. The \$1,990,000 decrease in average earning assets can be attributed to the \$29,320,000 decrease in average loans offset by a \$30,855,000 increase in total investments. Average interest bearing liabilities decreased 1.3% to \$502,376,000 for the nine months ended September 30, 2010 compared to \$509,165,000 for the same period in 2009. For a discussion of the repricing of our assets and liabilities, see Item 3 Quantitative and Qualitative Disclosure about Market Risk.

**Provision for Credit Losses**

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

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

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

The allowance for credit losses is reviewed at least quarterly by the Board's Audit/Compliance Committee and by the Board of Directors. Reserves are allocated to loan portfolio categories using percentages which are based on both historical risk elements such as delinquencies and losses and predictive risk elements such as economic, competitive and environmental factors. We have adopted the specific reserve approach to allocate reserves to each impaired asset for the purpose of estimating potential loss exposure. Although the allowance for credit losses is allocated to various portfolio categories, it is general in nature and available for the loan portfolio in its entirety. Additions may be required based on the results of independent loan portfolio examinations, regulatory agency examinations, or our own internal review process. Additions

are also required when, in management's judgment, the allowance does not properly reflect the portfolio's potential loss exposure.



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

Loan Type (Dollars in Thousands)	September 30, 2010	% of Total Loans	December 31, 2009	% of Total Loans
Commercial & industrial	\$ 2,283	20.3%	\$ 2,861	22.2%
Agricultural land and production	616	10.5%	708	7.8%
Real estate:				
Owner occupied	1,916	24.0%	1,382	24.1%
Real estate-construction and other land loans	953	8.3%	836	10.3%
Commercial real estate	1,568	15.1%	1,131	15.7%
Other	1,802	10.0%	1,300	8.4%
Total real estate	6,239	57.4%	4,649	58.5%
Equity loans and lines of credit	1,049	7.9%	334	7.8%
Consumer & installment	375	2.1%	423	2.4%
Lease financing receivables	106	1.8%	48	1.3%
Unallocated reserves	438		1,177	
Total allowance for credit losses	\$ 11,106		\$ 10,200	

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

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

Additions to the allowance for credit losses in the nine months of 2010 were \$2,900,000 compared to \$7,650,000 for the same period in 2009. These provisions are primarily the result of our assessment of the overall adequacy of the allowance for credit losses considering a number of factors as discussed in the Allowance for Credit Losses section below. During the nine months ended September 30, 2010, the Company had net charge offs totaling \$1,994,000 compared \$4,846,000 for the same period in 2009. The period-to-period decrease in provision for credit losses resulted from a decrease in the level of outstanding loans and a decrease in net charge offs.

Nonperforming loans were \$18,842,000 and \$18,959,000 at September 30, 2010 and December 31, 2009, respectively and \$11,835,000 at September 30, 2009. Nonperforming loans as a percentage of total loans were 4.10% at September 30, 2010 compared to 4.13% at December 31, 2009 and 2.46% at September 30, 2009. Other real estate owned at September 30, 2010 was \$3,277,000, net of a valuation allowance of \$440,000, compared to \$2,832,000, net of a valuation allowance of \$356,000, at December 31, 2009, and \$3,102,000 net of a valuation allowance of \$86,000 at September 30, 2009.

The annualized net charge off ratio, which reflects net charge-offs to average loans for the nine months ended September 30, 2010, was 0.58% compared to 1.32% for the same period in 2009. The annual net charge off ratios for 2009, 2008, and 2007 were 1.56%, 0.20% and 0.12%,

respectively.

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

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

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

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

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

Net interest income, after the provision for credit losses, was \$21,189,000 for the nine month period ended September 30, 2010 and \$18,237,000 for the same period in 2009.

**Non-Interest Income**

Non-interest income is comprised of customer service charges, loan placement fees, gains on sales of investment securities, appreciation in cash surrender value of bank owned life insurance, Federal Home Loan Bank dividends, and other income. Non-interest income was \$3,375,000 for the nine months ended September 30, 2010 compared to \$4,747,000 for the same period ended September 30, 2009. The \$315,000 or 19.6% decrease in non-interest income was due to decreases in gains on sales and calls of investment securities, another-than-temporary impairment write down on certain investment securities, and a decrease in customer service charges.

During the nine months ended September 30, 2010, we realized net gains on sales and calls of investment securities of \$32,000 compared to \$748,000 for the same period in 2009. In 2009, investment securities that had been marked to market when we acquired Service 1st were subsequently called at par value resulting in gains. For the nine month period ended September 30, 2010, we realized a \$700,000 other-than-temporary impairment write down on certain investment securities. See Note 4 of the Notes to Consolidated Financial Statements (unaudited) for more detail.

Customer service charges decreased \$91,000 or 3.5% to \$2,487,000 for the first nine months of 2010 compared to \$2,578,000 for the same period in 2009, mainly due to a decrease in overdraft fee income.

The Bank holds stock from the Federal Home Loan Bank in relationship with the borrowing capacity and generally earns quarterly dividends. We currently hold \$3,050,000 in FHLB stock. We received dividends totaling \$8,000 in the nine months ended September 30, 2010 compared to \$7,000 during the same period in 2009.

**Non-Interest Expenses**

Salaries and employee benefits, occupancy, regulatory assessments, professional services, and data processing are the major categories of non-interest expenses. Non-interest expenses increased \$840,000 or 4.0% to \$21,755,000 for the nine months ended September 30, 2010 compared to \$20,915,000 for the nine months ended September 30, 2009

The Company's efficiency ratio, measured as the percentage of non-interest expenses (exclusive of amortization of core deposit intangible assets and foreclosure expenses) to net interest income before provision for credit losses plus non-interest income (exclusive of realized gains on sale

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and calls of investments) was 73.5% for the first nine months of 2010 compared to 68.3% for the nine months ended September 30, 2009. The deterioration in the ratio resulted from decreases in net interest income and non-interest income as well as an increase in operating expenses.

Salaries and employee benefits increased \$763,000 or 7.1 % to \$11,544,000 for the first nine months of 2010 compared to \$10,781,000 for the nine months ended September 30, 2009. The increase in salaries and employee benefits for the 2010 period can be attributed to the addition of personnel in connection with the expansion of offices in Modesto and Merced and other new positions along with normal cost increases. Full time equivalents were 198 September 30, 2010 compared to 190 September 30, 2009.

Occupancy and equipment expense increased \$24,000 or 0.84% to \$2,890,000 for the nine months ended September 30, 2010 compared to \$2,866,000 for the nine months ended September 30, 2009. Rental expenses on leaseholds, maintenance and utilities increased \$153,000 comparing the two periods while expenses on equipment, furnishings and property taxes decreased \$129,000 mainly because most of these assets are fully depreciated. The new Modesto and Merced offices as well as the relocation of our Oakhurst office in 2010 contributed to the increase in leasehold expenses.

Regulatory assessments decreased to \$887,000 for the nine month period ended September 30, 2010 compared to \$1,305,000 for the same period in 2009. In 2009, we recorded a \$353,000 FDIC Special Assessment, in addition to the regular recurring assessments. With the three year prepayment of FDIC premiums in the fourth quarter of 2009, we expect that regulatory assessments will remain at historically high levels for the foreseeable future.

Total other real estate owned (OREO) expenses were \$759,000 for the nine months ended September 30, 2010 and \$116,000 for the same period in 2009. The increase in 2010 is the result of the write downs of several OREO properties to their estimated fair value resulting in a valuation expense totaling \$467,000 and \$292,000 in expenses related to the OREO portfolio for the nine month period ended September 30, 2010.

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Other categories of non-interest expenses increased \$65,000 or 1.3% in the period under review. The following table shows significant components of other non-interest expense as a percentage of average assets.

For the Nine Months Ended September 30, (Dollars in thousands)	Other Expense 2010	% Average Assets	Other Expense 2009	% Average Assets
ATM/debit card expenses	\$ 269	0.05%	\$ 331	0.06%
Telephone	218	0.04%	201	0.04%
Stationery/supplies	188	0.03%	200	0.04%
Postage	163	0.03%	174	0.03%
License & maintenance contracts	198	0.04%	189	0.03%
Director fees and related expenses	156	0.03%	154	0.03%
Appraisal fees	111	0.02%	49	0.01%
Amortization of software	142	0.03%	146	0.03%
Donations	111	0.02%	77	0.01%
Consulting	136	0.02%	173	0.03%
Education/training	105	0.02%	77	0.01%
General Insurance	94	0.02%	107	0.02%
Operating losses	32	0.01%	30	0.01%
Other	1,287	0.21%	1,367	0.23%
Total other non-interest expense	\$ 3,210	0.57%	\$ 3,275	0.58%

**Provision for Income Taxes**

Our effective income tax rate was 5.30% for the nine months ended September 30, 2010 compared to (1.6%) for the nine months ended September 30, 2009. The Company reported an income tax provision of \$149,000 for nine months ended September 30, 2010, compared to a benefit of \$33,000 for the nine months ended September 30, 2009. Our low effective tax rate is due primarily to federal tax deductions for tax free municipal bond income, solar tax credits, the state tax deduction for loans in designated enterprise zones in California, and state hiring tax credits.

**Preferred Stock Dividends and Accretion**

On January 30, 2009, we entered into a Letter Agreement with the United States Department of the Treasury under the Capital Purchase Program. We received \$7,000,000 in proceeds and the Treasury owns 7,000 shares of the Company's Series A Fixed Rate Cumulative Perpetual Preferred Stock ( Preferred Stock ) and a warrant to purchase 79,089 shares, at \$6.64 per share, of the Company's common stock, no par value. The Company accrued preferred stock dividends to the United States Department of the Treasury and accretion of the warrants in the amount of \$296,000 during the nine months ended September 30, 2010.

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

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Net income was \$864,000 for the third quarter ended September 30, 2010 compared to \$379,000 for the third quarter ended September 30, 2009. Basic and diluted earnings per common share were \$0.08 for the quarter ended September 30, 2010 compared to \$0.04 basic and \$0.03 diluted earnings per common share for the third quarter of 2009. Annualized ROE was 3.53% for the quarter ended September 30, 2010 compared to 1.82% for the quarter ended September 30, 2009. Annualized ROA for the nine months ended September 30, 2010 was 0.46% compared to 0.20% for the quarter ended September 30, 2009.

The increase in net income for the quarter ended September 30, 2010 compared to the same period in the prior year was primarily due to the decrease in the provision for credit losses, partially offset by decreases in net interest income and non-interest income. Net interest income decreased due to a decrease in the yield and level of average earning assets offset by a decrease in our cost of interest bearing liabilities and a decrease in the level of average interest-bearing liabilities, and non-interest income decreased due to a decrease in net realized gains from sales and calls of investment securities and a decrease in service charge income.

### **Interest Income and Expense**

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

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## CENTRAL VALLEY COMMUNITY BANCORP

## SCHEDULE OF AVERAGE BALANCES AND AVERAGE YIELDS AND RATES

(Dollars in thousands)

	For the Three Months Ended September 30, 2010			For the Three Months Ended September 30, 2009		
	Average Balance	Interest Income/ Expense	Average Interest Rate	Average Balance	Interest Income/ Expense	Average Interest Rate
<b>ASSETS</b>						
Interest-earning deposits in other banks	\$ 33,409	\$ 23	0.27%	\$ 5	\$	0.00%
Securities						
Taxable securities	121,521	1,304	4.29%	103,998	1,748	6.72%
Non-taxable securities (1)	64,889	1,153	7.11%	66,191	1,180	7.13%
Total investment securities	186,410	2,457	5.27%	170,189	2,928	6.88%
Federal funds sold	357		0.25%	19,496	15	0.31%
Total securities	220,176	2,480	4.51%	189,690	2,943	6.21%
Loans (2) (3)	449,191	7,112	6.28%	474,354	7,660	6.41%
Federal Home Loan Bank stock	3,050	3	0.39%	3,140	7	0.89%
Total interest-earning assets	672,417	\$ 9,595	5.71%	667,184	\$ 10,610	6.36%
Allowance for credit losses	(11,180)			(8,749)		
Non-accrual loans	15,919			11,907		
Other real estate owned	3,643			3,042		
Cash and due from banks	17,134			17,664		
Bank premises & equipment	5,956			8,517		
Other non-earning assets	54,591			46,101		
Total average assets	\$ 758,480			\$ 745,666		
<b>LIABILITIES AND SHAREHOLDERS EQUITY</b>						
Interest-bearing liabilities:						
Savings and NOW accounts	\$ 140,851	\$ 115	0.32%	\$ 128,693	\$ 171	0.53%
Money market accounts	162,429	252	0.62%	136,082	291	0.85%
Time certificates of deposit, under \$100,000	61,506	296	1.91%	70,975	582	3.25%
Time certificates of deposit, \$100,000 and over	118,673	213	0.71%	145,052	325	0.89%
Total interest-bearing deposits	483,459	876	0.72%	480,802	1,369	1.13%
Other borrowed funds	19,155	151	3.13%	24,916	179	2.85%
Total interest-bearing liabilities	502,614	\$ 1,027	0.81%	505,718	\$ 1,548	1.21%
Non-interest bearing demand deposits	151,422			150,141		
Other liabilities	6,551			6,637		
Shareholders' equity	97,893			83,170		
Total average liabilities and shareholders' equity	\$ 758,480			\$ 745,666		
Interest income and rate earned on average earning assets		\$ 9,595	5.71%		\$ 10,610	6.36%
Interest expense and interest cost related to average interest-bearing liabilities		1,027	0.81%		1,548	1.21%
		\$ 8,568	5.10%		\$ 9,062	5.43%

Net interest income and net  
interest margin (4)

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- (1) Calculated on a fully tax equivalent basis, which includes Federal tax benefits relating to income earned on municipal bonds totaling \$392 and \$401 in 2010 and 2009, respectively.
- (2) Loan interest income includes loan fees of \$118 in 2010 and \$132 in 2009.
- (3) Average loans do not include non-accrual loans.
- (4) Net interest margin is computed by dividing net interest income by total average interest-earning assets.



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Interest and fee income from loans decreased \$548,000 or 7.2% to \$7,112,000 for the third quarter of 2010 compared to \$7,660,000 for the same period in 2009. Average total loans, including nonaccrual loans, for the third quarter of 2010 decreased \$21,151,000 or 4.4% to \$465,110,000 compared to \$489,261,000 for the same period in 2009. Yield on the loan portfolio was 6.28% and 6.41% for the third quarters ending September 30, 2010 and 2009, respectively. We have been successful in implementing interest rate floors on many of our new adjustable rate loans to partially offset the effects of the decrease in the prime interest rate experienced in the last two years. We are committed to providing our customers with competitive pricing without sacrificing strong asset quality and value to our shareholders.

Income from investments represents 25.6% of net interest income for the third quarter of 2010 compared to 29.4% for the same quarter in 2009. Interest income from total investments on a non tax equivalent basis (total investments include investment securities, Federal funds sold, interest bearing deposits with other banks, and other securities) decreased \$454,000 in the third quarter of 2010 to \$2,088,000 compared to \$2,542,000, for the same period in 2009. The decrease is attributed to lower yields on the portfolio. The yield on average investments decreased 170 basis points to 4.51% for the third quarter of 2010 compared to 6.21% for the third quarter of 2009. We experienced a decrease in yield in our investment securities in 2010 due to purchases of lower yielding debt securities. In 2009 we experienced large pay downs and calls of higher yielding CMOs. Additionally, we are holding higher levels of deposits with the Federal Reserve Bank of San Francisco which have lower yields. Average total investments for the third quarter of 2010 increased \$30,486,000 or 16.1% to \$220,176,000 compared to \$189,690,000 the third quarter of 2009.

Total interest income for the third quarter of 2010 decreased \$1,002,000 or 9.8% to \$9,200,000 compared to \$10,202,000 for the third quarter ended September 30, 2009. The decrease was due to the 65 basis point decrease in the tax equivalent yield on average interest earning assets. The yield on interest earning assets decreased to 5.71% for the third quarter ended September 30, 2010 from 6.36% for the third quarter ended September 30, 2009. Average interest earning assets increased to \$672,417,000 for the third quarter ended September 30, 2010 compared to \$667,184,000 for the third quarter ended September 30, 2009. The \$5,233,000 increase in average earning assets can be attributed to the \$30,486,000 increase in total investments offset by the \$21,151,000 decrease in loans.

Interest expense on deposits for the quarter ended September 30, 2010 decreased \$493,000 or 36.0% to \$876,000 compared to \$1,369,000 for the quarter ended September 30, 2009. The cost of deposits, calculated by dividing annualized interest expense on interest bearing deposits by total deposits, decreased 31 basis points to 0.55% for the quarter ended September 30, 2010 compared to 0.86% for the same period in 2009. This decrease was due to the repricing of interest bearing deposits in the lower current interest rate environment. Average interest bearing deposits increased 0.6% or \$2,657,000 comparing the third quarter of 2010 to the same period in 2009. Average interest-bearing deposits were \$483,459,000 for the quarter ended September 30, 2010, with an effective rate paid of 0.72%, compared to \$480,802,000 for the same period in 2009, with an effective rate paid of 1.13%.

Average other borrowed funds decreased \$5,761,000 to \$19,155,000 with an effective rate of 3.13% for the quarter ended September 30, 2010 compared to \$24,916,000 with an effective rate of 2.85% for the quarter ended September 30, 2009. As a result, interest expense on borrowed funds decreased \$28,000 to \$151,000 for the quarter ended September 30, 2010 from \$179,000 for the quarter ended September 30, 2009. Other borrowings include advances from the Federal Home Loan Bank (FHLB) and junior subordinated deferrable interest debentures. The FHLB advances are fixed rate short-term and long term borrowings. The debentures were acquired in the merger with Service 1st and carry a floating rate based on the three month Libor plus a margin of 1.6%. The rate at September 30, 2010 was 2.13%. See the section on Financial Condition for more detail.

The cost of all of our interest bearing liabilities decreased 40 basis points to 0.81% for the quarter ended September 30, 2010 compared to 1.21% for the quarter ended September 30, 2009. The decrease is due to the lower current interest rate environment as mentioned above. The cost of total deposits decreased to 0.55% for the quarter ended September 30, 2010 compared to 0.86% for quarter ended September 30, 2009. Average non-interest bearing deposits increased \$1,281,000 to \$151,422,000 in 2010 compared to \$150,141,000 for 2009. The ratio of non-interest

bearing deposits to total deposits was 23.9% in the third quarter of 2010 compared to 23.8% for 2009.

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

Net interest income before provision for credit losses for the quarter ended September 30, 2010 decreased \$481,000 or 5.6% to \$8,173,000 compared to \$8,654,000 for the quarter ended September 30, 2009. The decrease was due to the 33 basis point decrease in our net interest margin. Average interest earning assets were \$672,417,000 for the three months ended September 30, 2010 with a net interest margin of 5.10% compared to \$667,184,000 with a net interest margin of 5.43% for the three months ended September 30, 2009. Average interest bearing liabilities decreased 0.6% to \$502,614,000 for the three months ended September 30, 2010 compared to \$505,718,000 for the same period in 2009. For a discussion of the repricing of our assets and liabilities, see Item 3 Quantitative and Qualitative Disclosure about Market Risk.

#### **Provision for Credit Losses**

Additions to the allowance for credit losses in the third quarter of 2010 were \$1,300,000 compared to \$3,233,000 for the third quarter of 2009. These provisions are primarily the result of our assessment of the overall adequacy of the allowance for credit losses considering a number of factors as discussed in the Allowance for Credit Losses section below. The annualized net charge-off ratio, which reflects net charge-offs to average loans, was 1.43% for the quarter ended September 30, 2010 compared to 1.48% for the quarter ended September 30, 2009. During the three months ended September 30, 2010, the Company had net charge offs totaling \$1,662,000 compared \$1,798,000 for the same period in 2009. The period-to-period decrease in provision for credit losses resulted from a decrease in the level of outstanding loans. Recoveries of previously charged off loan balances during the quarter ended September 30, 2010 were \$242,000.

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**Non-Interest Income**

Non-interest income is comprised primarily of customer service charges, loan placement fees and other service fees, net gains on sales of investments and assets, appreciation in cash surrender value of bank owned life insurance, FHLB stock dividends, and other income. Non-interest income was \$1,293,000 for the quarter ended September 30, 2010 compared to \$1,608,000 for the same period ended September 30, 2009. The \$315,000 or 19.6% decrease in non-interest income comparing the quarter ended September 30, 2010 to the same period in 2009 was due to decreases in service charge income and gains on sales and calls of investment securities.

Customer service charges decreased \$137,000 or 15.2% to \$763,000 for the third quarter of 2010 compared to \$900,000 for the same period in 2009 due primarily to a decrease in overdraft fee income.

Net realized losses from sales and calls of investment securities in the quarter ended September 30, 2010 were \$19,000 compared to net gains of \$237,000 during the same period in 2009.

Brokered loan placement fee income increased \$46,000 or 107.0% to \$89,000 for third quarter ended September 30, 2010 compared to \$43,000 for 2009. The increase is a result of an increase in volume of mortgage loans process.

**Non-Interest Expenses**

Salaries and employee benefits, occupancy, regulatory assessments, data processing, professional services, and other real estate owned expenses are the major categories of non-interest expenses. Non-interest expenses increased \$463,000 or 6.7% to \$7,409,000 for the quarter ended September 30, 2010 compared to \$6,946,000 for the same period in 2009 along with normal cost increases.

The Company's efficiency ratio, measured as the percentage of non-interest expenses (exclusive of amortization of core deposit intangible assets and other real estate owned expenses) to net interest income before provision for credit losses plus non-interest income (excluding net gains from sales of securities and assets), was 75.3% for the third quarter of 2010 compared to 68.7% for the third quarter of 2009.

Salaries and employee benefits increased \$510,000 or 14.8% to \$3,961,000 for the third quarter of 2010 compared to \$3,451,000 for the third quarter of 2009. The increase in salaries and employee benefits for the third quarter of 2010 can be attributed to an increase in the number of employees attributed to the expansion of the Modesto and Merced offices and the addition of new positions along with normal cost increases.

Occupancy and equipment expense stayed relatively flat at \$976,000 and \$977,000 for the third quarters of 2010 and 2009, respectively. The 0.1% decrease in occupancy expense for the quarter ended September 30, 2010 is due mainly to the decrease in equipment, furnishings and property taxes.

Regulatory assessments decreased \$13,000 or 4.4% to \$281,000 for the third quarter of 2010 compared to \$294,000 for the third quarter of 2009. Data processing expenses decreased \$88,000 or 22.1% to \$310,000 for the third quarter of 2010 compared to \$398,000 for the same quarter of 2009. The decrease can be attributed to new a fee structure for our core processing expense. Other real estate owned expenses increased \$218,000 comparing the two periods mainly due to valuation allowances on three properties totaling \$184,000.

#### **Provision for Income Taxes**

A tax benefit of \$107,000 and \$296,000 was realized for the quarters ended September 30, 2010, and 2009, respectively. The decrease in the effective tax rate is due primarily to increases, as a percentage of pretax income, in the federal tax deduction for tax-free municipal bonds, solar tax credits, the state tax deduction for loans in designated enterprise zones in California, and state hiring tax credits.

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

On January 30, 2009, the Company entered into a Letter Agreement with the United States Department of the Treasury under the Capital Purchase Program. We received \$7,000,000 in proceeds and the Treasury owns 7,000 shares of the Company's Series A Fixed Rate Cumulative Perpetual Preferred Stock ( Preferred Stock ) and a warrant to purchase 79,089 shares, at \$6.64 per share, of the Company's common stock, no par value. The Company accrued preferred stock dividends to the United States Department of the Treasury and accretion of the warrants in the amount of \$99,000 during the three months ended September 30, 2010.

#### **FINANCIAL CONDITION**

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

September 30, 2010 compared to December 31, 2009

Total assets were \$765,037,000, compared to \$765,488,000 as of December 31, 2009, a decrease of 0.1%, or \$451,000. Total gross loans were \$459,152,000 as of September 30, 2010 compared to \$459,207,000 as of December 31, 2009. The total investment portfolio (including Federal funds sold) decreased 4.0% or \$7,957,000 to \$189,641,000. Total deposits decreased 0.6% or \$3,650,000 to \$636,517,000 as of September 30, 2010 compared to \$640,167,000 as of December 31, 2009. Stockholders' equity increased \$7,271,000 or 8.0% to \$98,494,000 as of September 30, 2010 compared to \$91,223,000 as of December 31, 2009 due to net income included in retained earnings, an increase in other comprehensive income and issuance of common stock from the exercise of stock options.

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**Fair Value**

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

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

**Investments**

Our investment portfolio consists primarily of agency securities, mortgage backed securities, municipal securities, collateralized mortgage obligations, corporate debt securities, and overnight investments in the Federal funds market and are classified at the date of acquisition as available for sale or held to maturity. As of September 30, 2010, investment securities with a fair value of \$141,026,000, or 74.4% of our investment securities portfolio, were held as collateral for public funds, short and long-term borrowings, treasury, tax, and for other purposes. Our investment policies are established by the Board of Directors and implemented by our Investment/Asset Liability Committee. They are designed primarily to provide and maintain liquidity, to enable us to meet our pledging requirements for public money and borrowing arrangements, to generate a favorable return on investments without incurring undue interest rate and credit risk, and to complement our lending activities.

The level of our investment portfolio is generally considered higher than our peers due primarily to a comparatively low loan to deposit ratio. Our loan to deposit ratio at September 30, 2010 was 72.1% compared to 71.7% at December 31, 2009. The loan to deposit ratio of our peers was 84.1% at June 30, 2010. The total investment portfolio, including Federal funds sold, decreased 4.0% or \$7,957,000 to \$189,641,000 at September 30, 2010 from \$197,598,000 at December 31, 2009 due to sales and calls of securities and principal pay downs. The market value of the portfolio reflected an unrealized gain of \$4,446,000 at September 30, 2010 compared to a \$2,425,000 unrealized loss at December 31, 2009.

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

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

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

To assess whether it expects to recover the entire amortized cost basis of its PLRMBS, the Company performed a cash flow analysis for all of its PLRMBS as of September 30, 2010. In performing the cash flow analysis for each security, the Company uses a third-party model. The model considers borrower characteristics and the particular attributes of the loans underlying the Company's securities, in conjunction with assumptions about future changes in home prices and other assumptions, to project prepayments, default rates, and loss severities.

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

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

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

At September 30, 2010, the Company held 159 obligations of states and political subdivision securities of which two were in a loss position for less than 12 months and seven were in a loss position and have been in a loss position for 12 months or more. The unrealized losses on the Company's investments in obligations of states and political subdivision securities were caused by interest rate changes. Because the decline in market value is attributable to changes in interest rates and not credit quality, and because the Company does not intend to sell, and it is more likely than not that it will not be required to sell those investments until a recovery of fair value, which may be maturity, the Company does not consider those investments to be other-than-temporarily impaired at September 30, 2010.

At September 30, 2010, the Company held 133 U.S. Government agency securities collateralized by mortgage obligation securities of which 19 were in a loss position for less than 12 months and two were in a loss position for 12 months or more. The unrealized losses on the Company's investments in U.S. government agencies collateralized by mortgage obligations were caused by interest rate changes. The contractual cash flows of those investments are guaranteed by an agency of the U.S. government. Accordingly, it is expected that the securities would not be settled at a price less than the amortized cost of the Company's investment. Because the decline in market value is attributable to changes in interest rates and not credit quality, and because the Company does not intend to sell, and it is more likely than not that it will not be required to sell those investments until a recovery of fair value, which may be maturity, the Company does not consider those investments to be other-than-temporarily impaired at September 30, 2010.

At September 30, 2010, the Company had a total of 40 PLRMBS with a remaining principal balance of \$21,560,000 and a net unrealized loss of approximately \$2,700,000. 13 of these securities account for \$2,971,000 of the unrealized loss at September 30, 2010 offset by 27 of these securities with gains totaling \$271,000. Eight of these PLRMBS with a remaining principal balance of \$15,009,000 had credit ratings below investment grade. The Company continues to perform extensive analyses on these securities as well as all whole loan CMOs. Several of these investment securities continue to demonstrate cash flows and credit support as expected and the expected cash flows of the security discounted at the security's effective yield are greater than the book value of the security, therefore management does not consider these securities to be other than temporarily impaired. Based on the analyses performed, 10 PLRMBS with a remaining principal balance of \$18,744,000 were considered to be other than temporarily impaired at September 30, 2010. An OTTI charge of \$700,000 was recorded against earnings in the second quarter of 2010. This charge was taken to reflect ongoing and increasing deterioration of credit quality and increasing loss severities of the underlying mortgages. Based on the analyses performed, no additional OTTI charge was taken for the third quarter of 2010. However, the cumulative unrealized loss on these securities decreased during the three and nine months ended September 30, 2010 primarily due to a declining interest rate environment. This change in unrealized loss was recognized in other comprehensive income and is also presented in the income statement as a component of non-interest income in the presentation of other-than-temporary impairment losses.

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





Table of Contents**Loans**

Total gross loans decreased \$55,000 to \$459,152,000 as of September 30, 2010 compared to \$459,207,000 as of December 31, 2009.

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

<b>Loan Type (Dollars in thousands)</b>	<b>September 30, 2010</b>	<b>% of Total loans</b>	<b>December 31, 2009</b>	<b>% of Total loans</b>
<b>Commercial:</b>				
Commercial and industrial	\$ 93,141	20.3%	\$ 101,764	22.2%
Agricultural land and production	48,397	10.5%	35,796	7.8%
Total commercial	141,538	30.8%	137,560	30.0%
<b>Real estate:</b>				
Owner occupied	110,400	24.0%	111,006	24.1%
Real estate-construction and other land loans	38,315	8.3%	47,233	10.3%
Commercial real estate	69,361	15.1%	71,977	15.7%
Other	45,937	10.0%	38,532	8.4%
Total real estate	264,013	57.4%	268,748	58.5%
<b>Consumer:</b>				
Equity loans and lines of credit	36,136	7.9%	36,110	7.8%
Consumer and installment	9,622	2.1%	11,219	2.4%
Total consumer	45,758	10.0%	47,329	10.2%
Lease financing receivable	8,378	1.8%	5,962	1.3%
Deferred loan fees, net	(535)		(392)	
Total gross loans	459,152	100.0%	459,207	100.0%
Allowance for credit losses	(11,106)		(10,200)	
Total loans	\$ 448,046		\$ 449,007	

As of September 30, 2010, in management's judgment, a concentration of loans existed in commercial loans and loans collateralized by real-estate-related loans, representing approximately 96.2% of total loans of which 30.8% were commercial and 65.4% were real-estate-related. This level of concentration is consistent with 96.3% at December 31, 2009. Although management believes the loans within this concentration have no more than the normal risk of collectibility, a substantial further decline in the performance of the economy in general or a further decline in real estate values in our primary market areas, in particular, could have an adverse impact on collectibility, increase the level of real estate-related non-performing loans, or have other adverse effects which alone or in the aggregate could have a material adverse effect on our business, financial condition, results of operations and cash flows. The Company was not involved in any sub-prime mortgage lending activities at September 30, 2010 or December 31, 2009.

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

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

### **Nonperforming Assets**

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

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At September 30, 2010, total nonperforming assets totaled \$22,119,000, or 2.89% of total assets, compared to \$21,838,000, or 2.85% of total assets, at December 31, 2009. Total nonperforming assets included nonaccrual loans totaling \$18,842,000 and OREO of \$3,277,000. At September 30, 2010, we had eight loans considered troubled debt restructurings totaling \$7,302,000, which are included in nonaccrual loans. At December 31, 2009, nonperforming assets included nonaccrual loans totaling \$18,959,000, OREO of \$2,832,000, and repossessed assets of \$47,000. We had seven restructured loans totaling \$4,568,000 at December 31, 2009. Foregone interest on nonaccrual loans totaled \$897,000 and \$435,000 for the nine month periods ended September 30, 2010 and 2009, respectively. For the three month periods ended September 30, 2010 and 2009, foregone interest on nonaccrual loans totaled \$376,000 and \$238,000, respectively.

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

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

(Dollars in thousands)	September 30, 2010	December 31, 2009
Non-accrual loans		
Commercial and industrial	\$ 1,638	\$ 3,386
Real estate	3,351	3,183
Real estate construction and other land loans	5,735	7,474
Consumer	322	348
Equity loans and lines of credit	494	
Troubled debt restructured loans (non-accruing)		
Commercial and industrial	900	28
Real estate	6,402	4,540
Total non-accrual	18,842	18,959
Accruing loans past due 90 days or more		
Total non-performing loans	\$ 18,842	\$ 18,959
Nonperforming loans to total loans	4.10%	4.13%
Ratio of non-performing loans to allowance for credit losses	169.66%	185.87%
Loans considered to be impaired	\$ 18,842	\$ 18,959
Related allowance for credit losses on impaired loans	\$ 1,380	\$ 752

We measure our impaired loans by using the fair value of the collateral if the loan is collateral dependent and the present value of the expected future cash flows discounted at the loan's effective interest rate if the loan is not collateral dependent. As of September 30, 2010 and December 31, 2009, we had impaired loans totaling \$18,842,000 and \$18,959,000, respectively. For collateral dependent loans secured by real estate, we obtain external appraisals which are updated at least annually to determine the fair value of the collateral, and we record an immediate charge off for the difference between the book value of the loan and the appraised value of collateral. We perform quarterly internal reviews on substandard loans. We place loans on nonaccrual status and classify them as impaired when it becomes probable that we will not receive interest and principal under the original contractual terms, or when loans are delinquent 90 days or more unless the loan is both well secured and in the process of collection. Management maintains certain loans that have been brought current by the borrower (less than 30 days delinquent) on nonaccrual status until such time as management has determined that the loans are likely to remain current in future periods.

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

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(Dollars in thousands)	Balances December 31, 2009	Additions to Nonaccrual Loans (1)	Net Pay Downs	Transfers to Foreclosed Collateral - OREO	Returns to Accrual Status	Charge Offs	Balances September 30, 2010
Non-accrual loans:							
Commercial and industrial	\$ 3,386	\$ 1,293	\$ (1,105)		\$ (437)	\$ (1,499)	1,638
Real estate	3,183	4,252	(1,904)	(1,811)	(126)	(243)	3,351
Real estate construction and other land loans	7,474	51	(134)	(1,656)			5,735
Consumer	348	14				(40)	322
Equity loans and lines of credit		509	(15)				494
Restructured loans (non-accruing):							
Commercial and industrial	28	900	(28)				900
Real estate	4,540	3,084	(1,222)				6,402
Total non-accrual	\$ 18,959	\$ 10,103	\$ (4,408)	\$ (3,467)	\$ (563)	\$ (1,782)	18,842

(1) During the third quarter of 2010 one large real estate relationship showing financial stress was added to our non-performing loans.

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

(Dollars in thousands)	Nine Months Ended September 30, 2010	
Balance, December 31, 2009	\$	2,832
Additions		3,467
Dispositions		(2,569)
Write-downs		(453)
Balance, September 30, 2010	\$	3,277

OREO represents real property taken either through foreclosure or through a deed in lieu thereof from the borrower. OREO is carried at the lesser of cost or fair market value, less selling costs. OREO holdings represented five properties with a fair value totaling \$3,277,000 at September 30, 2010 and two properties totaling \$2,832,000 at December 31, 2009.

**Allowance for Credit Losses**

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

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

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

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

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

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

(Dollars in thousands)	For the Nine Months Ended September 30, 2010	For the Year Ended December 31, 2009	For the Nine Months Ended September 30, 2009
Balance, beginning of period	\$ 10,200	\$ 7,223	\$ 7,223
Provision charged to operations	2,900	10,514	7,650
Losses charged to allowance	(2,574)	(7,926)	(5,184)
Recoveries	580	389	338
Balance, end of period	\$ 11,106	\$ 10,200	\$ 10,027
Ratio of non-performing loans to allowance for credit losses at end of period	169.66%	185.87%	118.03%
Allowance for credit losses to total loans at end of period	2.42%	2.22%	2.09%

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As of September 30, 2010 the balance in the allowance for credit losses was \$11,106,000 compared to \$10,200,000 as of December 31, 2009. The increase was due to net charge offs during the nine months ended September 30, 2010 being less than the amount of the provision for credit losses. Net charge offs totaled \$1,994,000 while the provision for credit losses was \$2,900,000. The balance of commitments to extend credit on undisbursed construction and other loans and letters of credit was \$120,242,000 as of September 30, 2010 compared to \$131,139,000 as of December 31, 2009. Risks and uncertainties exist in all lending transactions and our management and Directors Loan Committee have established reserve levels based on economic uncertainties and other risks that exist as of each reporting period.

As of September 30, 2010, the allowance for credit losses was 2.42% of total gross loans compared to 2.22% as of December 31, 2009. During the nine months ended September 30, 2010, there were no major changes in loan concentrations that significantly affected the allowance for credit losses. During the period ended September 30, 2010 the Company modified the process for estimating the allowance for credit losses. The modification did not have a significant impact on the amount of the allowance for credit losses in total nor did it have a material impact on the allocation of the allowance within loan categories. Assumptions regarding the collateral value of various under performing loans may affect the level and allocation of the allowance for credit losses in future periods. The allowance may also be affected by trends in the amount of charge offs experienced or expected trends within different loan portfolios.

Non-performing loans totaled \$18,842,000 as of September 30, 2010, and \$18,959,000 as of December 31, 2009. The allowance for credit losses as a percentage of nonperforming loans was 58.9% and 53.8% as of September 30, 2010 and December 31, 2009, respectively. Management believes the allowance at September 30, 2010 is adequate based upon its ongoing analysis of the loan portfolio, historical loss trends and other factors. However, no assurance can be given that the Company may not sustain charge-offs which are in excess of the allowance in any given period.

**Goodwill and Intangible Assets**

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

During the third quarter of 2010, we engaged an independent valuation specialist to test goodwill for impairment. Goodwill impairment testing is a two step process. The first step compares the fair value of a reporting unit with its carrying amount, including goodwill. If the carrying amount exceeds the fair value, the second step of the goodwill impairment test is performed to measure the impairment loss, if any. If the fair value of the reporting unit exceeds the carrying value, then goodwill is not impaired and step two is unnecessary. Since the Company is considered to be one reporting unit, the fair value of the Company was compared to the carrying value. Based on the results of the testing performed, the fair value of the Company exceeded the carrying value so step two was not required and goodwill was not impaired. The fair value of the Company was determined based on an analysis of three different valuation methods including the analysis of discounted future cash flows, comparable whole bank transactions, and the Company's market capitalization plus a control premium.

The intangible assets represent the estimated fair value of the core deposit relationships acquired in the acquisition of Service 1st in 2008 of \$1,400,000 and the 2005 acquisition of Bank of Madera County of \$1,500,000 at December 31, 2009. Core deposit intangibles are being amortized using the straight-line method over an estimated life of seven years from the date of acquisition. The carrying value of intangible

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assets at September 30, 2010 was \$1,301,000, net of \$1,599,000 in accumulated amortization expense. The carrying value at December 31, 2009 was \$1,612,000, net of \$1,288,000 accumulated amortization expense. We evaluate the remaining useful lives quarterly to determine whether events or circumstances warrant a revision to the remaining periods of amortization. Based on the evaluation, no changes to the remaining useful lives was required in the third quarter of 2010. We engaged an independent valuation specialist to perform our annual impairment test on core deposit intangibles as of September 30, 2010 and determined no impairment was necessary. Amortization expense recognized was \$311,000 for the nine month periods ended September 30, 2010 and 2009.

### Deposits and Borrowings

The Bank's deposits are insured by the Federal Deposit Insurance Corporation (FDIC) up to applicable legal limits. The Bank is also participating in the FDIC Transaction Account Guarantee Program (TAGP). Under that program, through December 31, 2010, all non-interest-bearing transaction accounts are fully guaranteed by the FDIC for the entire amount in the account. Also, included are interest-bearing transaction accounts that do not earn more than 0.25% interest. Coverage under the TAGP is in addition to and separate from the coverage available under the FDIC's general deposit insurance rules.

Total deposits decreased \$3,650,000 or 0.6% to \$636,517,000 as of September 30, 2010 compared to \$640,167,000 as of December 31, 2009. Interest-bearing deposits decreased \$5,710,000 or 1.2% to \$474,827,000 as of September 30, 2010 compared to \$480,537,000 as of December 31, 2009. Non-interest bearing deposits increased \$2,060,000 or 1.3% to \$161,690,000 as of September 30, 2010 compared to \$159,630,000 as of December 31, 2009. Average non-interest bearing deposits to average total deposits was 23.5% for the nine months ended September 30, 2010 compared to 24.2% for the same period in 2009.



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

(Dollars in thousands)	September 30, 2010	% of Total Deposits	Effective Rate	December 31, 2009	% of Total Deposits	Effective Rate
NOW accounts	\$ 118,004	18.5%	0.40%	\$ 112,493	17.6%	0.66%
MMA accounts	152,402	23.9%	0.69%	142,917	22.3%	0.93%
Time deposits	178,564	28.1%	1.23%	200,681	31.4%	1.82%
Savings deposits	25,857	4.1%	0.20%	24,446	3.8%	0.22%
Total interest-bearing	474,827	74.6%	0.81%	480,537	75.1%	1.22%
Non-interest bearing	161,690	25.4%		159,630	24.9%	
Total deposits	\$ 636,517	100.0%		\$ 640,167	100.0%	

### **Other Borrowings**

Short-term borrowings totaled \$10,000,000 as of September 30, 2010 compared to \$5,000,000 as of December 31, 2009. Short-term borrowings at September 30, 2010, represent FHLB advances with weighted average interest rates of 3.05% and coming due the first quarter of 2011. We maintain a line of credit with the FHLB collateralized by government securities and certain of our loans. Refer to Liquidity below for further discussion of FHLB advances.

Long-term borrowings of \$4,000,000 at September 30, 2010 represent FHLB advances with weighted average interest of 3.59% and weighted average maturity of 2.4 years. Long-term borrowings at December 31, 2009 were \$14,000,000.

The Company holds junior subordinated deferrable interest debentures (trust preferred securities). Under applicable regulatory guidance, the amount of trust preferred securities that is eligible as Tier 1 capital is limited to 25% of the Company's Tier 1 capital on a pro forma basis. At September 30, 2010, all of the trust preferred securities that have been issued qualify as Tier 1 capital. Interest on the trust preferred securities is payable and the rate is adjusted to equal the three month LIBOR plus 1.60% each January 7, April 7, July 7 or October 7 of each year. As of September 30, 2010, the rate was 2.13%. Interest expense recognized by the Company for the nine months ended September 30, 2010 was \$84,000.

### **Capital**

Our stockholders' equity was \$98,494,000 as of September 30, 2010 compared to \$91,223,000 as of December 31, 2009. The increase in stockholders' equity is the result of net income of \$2,660,000 for the nine months ended September 30, 2010, an increase in other comprehensive income net of tax of \$4,122,000, proceeds from the exercise of employee stock options of \$578,000, and the effect of stock-based compensation expense of \$172,000, offset by preferred stock dividends of \$261,000.

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Management considers capital requirements as part of its strategic planning process. The strategic plan calls for continuing increases in assets and liabilities, and the capital required may therefore be in excess of retained earnings. The ability to obtain capital is dependent upon the capital markets as well as our performance. Management regularly evaluates sources of capital and the timing required to meet its strategic objectives.

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The following table presents the Company's and the Bank's capital ratios as of September 30, 2010 and December 31, 2009.

(Dollars in thousands)	September 30, 2010		December 31, 2009	
	Amount	Ratio	Amount	Ratio
<b><u>Tier 1 Leverage Ratio</u></b>				
Central Valley Community Bancorp and Subsidiary	\$ 73,674	10.07%	\$ 67,547	9.30%
Minimum regulatory requirement	\$ 29,253	4.00%	\$ 29,056	4.00%
Central Valley Community Bank	\$ 72,538	9.93%	\$ 66,624	9.20%
Minimum requirement for Well-Capitalized institution	\$ 36,543	5.00%	\$ 36,210	5.00%
Minimum regulatory requirement	\$ 29,234	4.00%	\$ 28,968	4.00%
<b><u>Tier 1 Risk-Based Capital Ratio</u></b>				
Central Valley Community Bancorp and Subsidiary	\$ 73,674	13.75%	\$ 67,547	12.28%
Minimum regulatory requirement	\$ 21,432	4.00%	\$ 21,998	4.00%
Central Valley Community Bank	\$ 72,538	13.55%	\$ 66,624	12.12%
Minimum requirement for Well-Capitalized institution	\$ 32,129	6.00%	\$ 32,977	6.00%
Minimum regulatory requirement	\$ 21,419	4.00%	\$ 21,985	4.00%
<b><u>Total Risk-Based Capital Ratio</u></b>				
Central Valley Community Bancorp and Subsidiary	\$ 80,521	15.03%	\$ 74,463	13.54%
Minimum regulatory requirement	\$ 42,864	8.00%	\$ 43,996	8.00%
Central Valley Community Bank	\$ 79,381	14.82%	\$ 73,535	13.38%
Minimum requirement for Well-Capitalized institution	\$ 53,548	10.00%	\$ 54,962	10.00%
Minimum regulatory requirement	\$ 42,838	8.00%	\$ 43,970	8.00%

### **Liquidity**

Liquidity management involves our ability to meet cash flow requirements arising from fluctuations in deposit levels and demands of daily operations, which include funding of securities purchases, providing for customers' credit needs and ongoing repayment of borrowings. Our liquidity is actively managed on a daily basis and reviewed periodically by our management and Directors' Asset/Liability Committees. This process is intended to ensure the maintenance of sufficient funds to meet our needs, including adequate cash flow for off-balance sheet commitments.

Our primary sources of liquidity are derived from financing activities which include the acceptance of customer and, to a lesser extent, broker deposits, Federal funds facilities with correspondent banks, and advances from the Federal Home Loan Bank of San Francisco. These funding sources are augmented by payments of principal and interest on loans, the routine maturities and pay downs of securities from the securities portfolio, the stability of our core deposits and the ability to sell investment securities. As of September 30, 2010, the Company had unpledged securities totaling \$48,053,000 available as a secondary source of liquidity. Primary uses of funds include withdrawal of and interest payments on deposits, originations and purchases of loans, purchases of investment securities, and payment of operating expenses.

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As a means of augmenting our liquidity, we have established federal funds lines with correspondent banks. At September 30, 2010 our available borrowing capacity includes approximately \$39,000,000 in unsecured credit lines with our correspondent banks, \$113,308,000 in unused FHLB advances and \$1,578,000 secured credit line at the Federal Reserve Bank. We believe our liquidity sources to be stable and adequate. At September 30, 2010, we were not aware of any information that was reasonably likely to have a material effect on our liquidity position.

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The following table reflects the Company's credit lines, balances outstanding, and pledged collateral at September 30, 2010 and December 31, 2009:

Credit Lines (In thousands)	September 30, 2010	December 31, 2009
Unsecured Credit Lines (interest rate varies with market):		
Credit limit	\$ 39,000	\$ 39,000
Balance outstanding	\$	\$
Federal Home Loan Bank (interest rate at prevailing interest rate):		
Credit limit	\$ 113,305	\$ 113,451
Balance outstanding	\$ 14,000	\$ 19,000
Collateral pledged	\$ 129,250	\$ 139,726
Fair value of collateral	\$ 132,427	\$ 144,903
Federal Reserve Bank (interest rate at prevailing discount interest rate):		
Credit limit	\$ 1,578	\$ 917
Balance outstanding	\$	\$
Collateral pledged	\$ 1,542	\$ 922
Fair value of collateral	\$ 1,615	\$ 956

The liquidity of the parent company, Central Valley Community Bancorp, is primarily dependent on the payment of cash dividends by its subsidiary, Central Valley Community Bank, subject to limitations imposed by the regulations.

**OFF-BALANCE SHEET ITEMS**

In the ordinary course of business, the Company is a party to financial instruments with off-balance risk. These financial instruments include commitments to extend credit and standby letters of credit. Such financial instruments are recorded in the financial statements when they are funded or related fees are incurred or received. For a fuller discussion of these financial instruments, refer to Note 8 of the Notes to Consolidated Financial Statements included herein and Note 11 of the Notes to Consolidated Financial Statements in the Company's 2009 Annual Report to Shareholders on Form 10-K.

In the ordinary course of business, the Company is party to various operating leases. For a fuller discussion of these financial instruments, refer to Note 11 of the Notes to Consolidated Financial Statements in the Company's 2009 Annual Report to Shareholders on Form 10-K.

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

Explanation of Responses:

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Interest rate risk ( IRR ) and credit risk constitute the two greatest sources of financial exposure for insured financial institutions. IRR represents the impact that changes in absolute and relative levels of market interest rates may have upon our net interest income ( NII ). Changes in the NII are the result of changes in the net interest spread between interest-earning assets and interest-bearing liabilities (timing risk), the relationship between various rates (basis risk), and changes in the shape of the yield curve.

We realize income principally from the differential or spread between the interest earned on loans, investments, other interest-earning assets and the interest incurred on deposits and borrowings. The volumes and yields on loans, deposits and borrowings are affected by market interest rates. The majority of our adjustable rate loans are tied to prime and reprice within 90 days. However, in the current low rate environment, several of our loans, tied to prime, are at their floors and will not reprice until prime plus the factor is greater than the floor. As of September 30, 2010 approximately 79.2% of our loan portfolio was tied to adjustable rate indices. The majority of our time deposits have a fixed rate of interest. As of September 30, 2010 78.7% of our time deposits mature within one year or less. As of September 30, 2010, \$10,000,000 of our short term debt and \$4,000,000 of our long-term debt was fixed rate. Our long term debt matures in 2013.

Changes in the market level of interest rates directly and immediately affect our interest spread, and therefore profitability. Sharp and significant changes to market rates can cause the interest spread to shrink or expand significantly in the near term, principally because of the timing differences between the adjustable rate loans and the maturities (and therefore repricing) of the deposits and borrowings.

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Our management Asset/Liability Committees ( ALCO ) is responsible for managing our assets and liabilities in a manner that balances profitability, IRR and various other risks including liquidity. The ALCO operates under policies and within risk limits prescribed by, reviewed and approved by the Board of Directors.

The ALCO seeks to stabilize our NII by matching rate-sensitive assets and liabilities through maintaining the maturity and repricing of these assets and liabilities at appropriate levels given the interest rate environment. When the amount of rate-sensitive liabilities exceeds rate-sensitive assets within specified time periods, NII generally will be negatively impacted by an increasing interest rate environment and positively impacted by a decreasing interest rate environment. Conversely, when the amount of rate-sensitive assets exceeds the amount of rate-sensitive liabilities within specified time periods, net interest income will generally be positively impacted by an increasing interest rate environment and negatively impacted by a decreasing interest rate environment. The speed and velocity of the repricing of assets and liabilities will also contribute to the effects on our NII, as will the presence or absence of periodic and lifetime interest rate caps and floors.

Simulation of earnings is the primary tool used to measure the sensitivity of earnings to interest rate changes. Earnings simulations are produced using a software model that is based on actual cash flows and repricing characteristics for all of our financial instruments and incorporate market-based assumptions regarding the impact of changing interest rates on current volumes of applicable financial instruments.

Interest rate simulations provide us with an estimate of both the dollar amount and percentage change in NII under various rate scenarios. All assets and liabilities are normally subjected to up to 300 basis point increases and decreases in interest rates in 100 basis point increments. Under each interest rate scenario, we project our net interest income. From these results, we can then develop alternatives in dealing with the tolerance thresholds.

Approximately 79.2% of our loan portfolio is tied to adjustable rate indices and 47.4% of our loan portfolio reprices within 90 days. As of September 30, 2010, we had 589 loans totaling \$199,267,000 with floors ranging from 4.0% to 8.25% and ceilings ranging from 7.0% to 25.0%.

The following table shows the effects of changes in projected net interest income for the twelve months ending September 30, 2011 under the interest rate shock scenarios stated. The table was prepared as of September 30, 2010, at which time prime interest rate was 3.25%. The amounts identified in the table are not materially different from what we reported at December 31, 2009.

## Sensitivity Analysis of Impact on Interest Income of Rate Changes (Dollars in thousands)

Hypothetical Change in Rates	Projected Net Interest Income	\$ Change from Rates at September 30, 2010	Percent Change from Rates at September 30, 2010
UP 300 bps	\$ 35,091	\$ 2,688	8.30%
UP 200 bps	33,900	1,497	4.62%
UP 100 bps	32,804	401	1.24%
UNCHANGED	32,403		
DOWN 25 bps	32,414	11	0.03%

Assumptions are inherently uncertain, and, consequently, the model cannot precisely measure net interest income or precisely predict the impact of changes in interest rates on net interest income. Actual results will differ from simulated results due to timing, magnitude and frequency of interest rate changes, as well as changes in market conditions and management strategies which might moderate the negative consequences of interest rate deviations. In the model above, the simulation shows that the Company is neutral over the one-year horizon. If interest rates increase or decline, there will be similar positive and negative impact to net interest income.

#### ITEM 4. CONTROLS AND PROCEDURES

As of the end of the period covered by this report, management, including the Company's Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the design and operation of the Company's disclosure controls and procedures with respect to the information generated for use in this Quarterly Report. The evaluation was based in part upon reports provided by a number of executives. Based upon, and as of the date of that evaluation, the Company's Chief Executive Officer and Chief Financial Officer concluded that the disclosure controls and procedures, as so amended, were effective to provide reasonable assurances that information required to be disclosed in the reports the Company files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that information required to be disclosed by the Company in the reports that it files or submits is accumulated and communicated to management as appropriate to allow timely decisions regarding required disclosure.

There was no change in the Company's internal controls over financial reporting during the quarter ended September 30, 2010 that has materially affected, or is reasonably likely to materially affect, the Company's internal controls over financial reporting.

In designing and evaluating disclosure controls and procedures, the Company's management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable, not absolute, assurances of achieving the desired control objectives and management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.



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**PART II OTHER INFORMATION**

**ITEM 1 LEGAL PROCEEDINGS**

None to report.

**ITEM 1A RISK FACTORS**

In addition to the other information set forth in this report, you should carefully consider the factors discussed in Part I, Item 1A. Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2009, which could materially affect our business, financial condition or future results. The risks described in our Annual Report on Form 10-K are not the only risks facing our Company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and/or operating results.

**ITEM 2 CHANGES IN SECURITIES AND USE OF PROCEEDS**

None to report.

**ITEM 3 DEFAULTS UPON SENIOR SECURITIES**

None to report.

**ITEM 4 REMOVED AND RESERVED**

**ITEM 5 OTHER INFORMATION**

None to report.

Explanation of Responses:

**ITEM 6 EXHIBITS**

None to report.

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**SIGNATURES**

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

Central Valley Community Bancorp

Date: November 12, 2010

/s/ Daniel J. Doyle  
Daniel J. Doyle  
President and Chief Executive Officer

Date: November 12, 2010

/s/ David A. Kinross  
David A. Kinross  
Senior Vice President and Chief Financial Officer