## State of California <br> Department of Financial Institutions



## $35^{\text {th }}$ Annual <br> Executive Officer and Director Compensation Survey

As of June 30, 2012

## CHIEF EXECUTIVE OFFICER

## SUMMARY DATA AS OF JUNE 30, 2012

BANK ASSET SIZE
(In millions)
Under \$100 \$100-\$249 \$250-\$499 \$500-\$999 Over \$1,000

| Participating Banks | 13 | 43 | 25 | 15 | 22 |
| :---: | :---: | :---: | :---: | :---: | :---: |
| Average Assets (000) | \$77,482 | \$152,977 | \$358,232 | \$675,001 | \$8,315,427 |
| Median Assets (000) | \$78,527 | \$149,649 | \$324,280 | \$608,045 | \$2,527,146 |
| Number of Filled Positions | 13 | 42 | 24 | 15 | 22 |
| Average Base Salary | \$189,668 | \$211,320 | \$242,180 | \$293,317 | \$524,102 |
| Percent Receiving a Bonus | 15.38\% | 42.86\% | 50.00\% | 73.33\% | 63.64\% |
| Average Bonus | \$15,145 | \$42,302 | \$100,907 | \$107,022 | \$705,952 |
| Bonus*: Tied to Profits | 50.00\% | 50.00\% | 41.67\% | 63.64\% | 64.29\% |
| Tied to Salary |  | 22.22\% | 58.33\% | 63.64\% | 71.43\% |
| Tied to Risk Measures |  | 16.67\% | 33.33\% | 45.45\% | 42.86\% |
| Tied to Other | 100.00\% | 61.11\% | 66.67\% | 63.64\% | 35.71\% |
| Signing Bonus Paid |  | 2.38\% | 8.33\% | 20.00\% | 4.55\% |
| Average Signing Bonus |  | \$50,000 | \$78,750 | \$30,600 | \$50,000 |
| Percent under Contract | 53.85\% | 73.81\% | 50.00\% | 86.67\% | 59.09\% |
| Stock Options as a \% of |  |  |  |  |  |
| Total Outstanding Shares: |  |  |  |  |  |
| None | 38.46\% | 19.05\% | 29.17\% | 20.00\% | 36.36\% |
| To 2.49\% | 23.08\% | 38.10\% | 54.17\% | 53.33\% | 45.45\% |
| 2.50\% to 4.99\% | 30.77\% | 30.95\% | 4.17\% | 13.33\% | 9.09\% |
| 5.00\% to 7.49\% |  | 9.52\% |  | 6.67\% | 9.09\% |
| 7.50\% to 9.99\% | 7.69\% | 2.38\% | 8.33\% |  |  |
| 10.00\% and over |  | 2.38\% | 4.17\% | 6.67\% |  |
| Options qualified under IRC 422 | 87.50\% | 80.00\% | 70.59\% | 41.67\% | 85.71\% |
| Benefits: |  |  |  |  |  |
| Auto*: Provided | 7.69\% | 7.14\% | 16.67\% | 6.67\% | 9.09\% |
| Monthly Allowance | 69.23\% | 59.52\% | 54.17\% | 26.67\% | 50.00\% |
| Mileage | 23.08\% | 9.52\% | 20.83\% | 6.67\% | 9.09\% |
| Other | 15.38\% | 33.33\% | 16.67\% | 46.67\% | 45.45\% |
| Country club dues paid | 23.08\% | 38.10\% | 62.50\% | 66.67\% | 72.73\% |
| Formal Profit Sharing | 7.69\% | 11.90\% | 4.17\% | 33.33\% | 22.73\% |
| Qualified E.S.O.P. | 30.77\% | 50.00\% | 54.17\% | 53.33\% | 45.45\% |
| Non-qualified E.S.O.P. | 7.69\% | 26.19\% | 4.17\% | 33.33\% | 31.82\% |
| Pension/401K | 84.62\% | 88.10\% | 100.00\% | 93.33\% | 90.91\% |
| Non-qualified pension plan | 15.38\% | 16.67\% | 12.50\% | 33.33\% | 59.09\% |
| Severance package | 30.77\% | 47.62\% | 37.50\% | 40.00\% | 50.00\% |
| Restricted stock |  | 14.29\% | 20.83\% | 33.33\% | 54.55\% |
| Restricted stock options |  | 7.14\% | 12.50\% | 6.67\% | 13.64\% |
| Phantom stock options |  |  |  |  | 4.55\% |
| Stock appreciation rights | 7.69\% |  | 4.17\% | 6.67\% |  |
| Other | 7.69\% | 11.90\% | 20.83\% | 20.00\% | 22.73\% |


| If the officer receives incentive compensation, please indicate what measures the bank has taken to balance risk and financial results |  |  |  |  |  |
| :--- | :--- | :--- | :--- | :--- | :--- |
| Risk adjustment of awards | $15.38 \%$ | $23.81 \%$ | $33.33 \%$ | $40.00 \%$ | $31.82 \%$ |
| Deferral of payments (clawback) | $15.38 \%$ | $16.67 \%$ | $16.67 \%$ | $13.33 \%$ | $22.73 \%$ |
| Longer performance periods | $23.08 \%$ | $16.67 \%$ | $16.67 \%$ | $6.67 \%$ | $18.18 \%$ |
| Reduced sensitivity to short term performance | $15.38 \%$ | $14.29 \%$ | $16.67 \%$ | $6.67 \%$ | $13.64 \%$ |
| Other |  | $16.67 \%$ | $20.83 \%$ | $6.67 \%$ | $13.64 \%$ |
|  |  |  |  |  |  |


|  |  |  |  |  |
| :--- | :--- | ---: | :--- | ---: |
| Please indicate what measures the bank has taken to balance risk and financial results for other officers in a revenue producing capacity |  |  |  |  |
| Risk adjustment of awards | $15.38 \%$ | $16.67 \%$ | $33.33 \%$ | $46.67 \%$ |
| Deferral of payments (clawback) | $30.77 \%$ | $9.52 \%$ | $12.50 \%$ | $53.33 \%$ |
| Longer performance periods | $15.38 \%$ | $14.29 \%$ | $20.83 \%$ | $13.33 \%$ |
| Reduced sensitivity to short term performance | $30.77 \%$ | $21.43 \%$ | $20.83 \%$ | $13.33 \%$ |
| Other |  | $14.29 \%$ | $20.83 \%$ | $13.73 \%$ |

[^0]
## CHIEF EXECUTIVE OFFICER

## SUMMARY DATA AS OF JUNE 30, 2012

BASE ANNUAL SALARY (in Thousands)

BANK ASSET SIZE
(Million Dollars)

Under \$100 \$100-\$249 \$250-\$499 \$500-\$999 Over \$1,000 TOTAL

| Under \$100 | 7.69\% |  |  |  |  | 0.86\% |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| 100-109 |  |  |  |  |  |  |
| 110-119 |  | 2.38\% |  |  |  | 0.86\% |
| 120-129 |  | 2.38\% |  |  |  | 0.86\% |
| 130-139 |  | 2.38\% | 4.17\% |  |  | 1.72\% |
| 140-149 |  | 2.38\% |  |  |  | 0.86\% |
| 150-159 |  | 2.38\% |  |  |  | 0.86\% |
| 160-169 | 7.69\% | 2.38\% |  |  |  | 1.72\% |
| 170-179 | 7.69\% | 2.38\% | 4.17\% |  |  | 2.59\% |
| 180-189 | 23.08\% | 19.05\% | 8.33\% |  |  | 11.21\% |
| 190-199 | 7.69\% | 14.29\% | 4.17\% |  |  | 6.90\% |
| 200-209 | 15.38\% | 4.76\% | 12.50\% |  |  | 6.03\% |
| 210-219 | 15.38\% | 7.14\% | 4.17\% |  | 4.55\% | 6.03\% |
| 220-229 | 15.38\% | 9.52\% | 8.33\% | 6.67\% |  | 7.76\% |
| 230-239 |  | 2.38\% |  | 6.67\% |  | 1.72\% |
| 240-249 |  | 4.76\% | 4.17\% |  |  | 2.59\% |
| 250-259 |  | 4.76\% | 12.50\% | 13.33\% |  | 6.03\% |
| 260-269 |  | 4.76\% | 8.33\% | 13.33\% | 4.55\% | 6.03\% |
| 270-279 |  | 2.38\% | 12.50\% | 13.33\% |  | 5.17\% |
| 280-289 |  | 2.38\% |  |  |  | 0.86\% |
| 290-299 |  |  |  |  |  |  |
| 300-309 |  | 2.38\% | 8.33\% | 13.33\% |  | 4.31\% |
| 310-319 |  |  |  | 20.00\% | 4.55\% | 3.45\% |
| 320-329 |  | 2.38\% |  |  |  | 0.86\% |
| 330-339 |  |  |  |  | 4.55\% | 0.86\% |
| 340-349 |  |  |  |  | 4.55\% | 0.86\% |
| 350-359 |  | 2.38\% | 4.17\% | 6.67\% |  | 2.59\% |
| 360-369 |  |  | 4.17\% | 6.67\% | 13.64\% | 4.31\% |
| 370-379 |  |  |  |  |  |  |
| 390-399 |  |  |  |  |  |  |
|  |  |  |  |  |  |  |
| 400-499 |  |  |  |  | 18.18\% | 3.45\% |
| 500-599 |  |  |  |  | 13.64\% | 2.59\% |
| 600-699 |  |  |  |  |  |  |
| 700-799 |  |  |  |  | 13.64\% | 2.59\% |
| 800-899 |  |  |  |  | 4.55\% | 0.86\% |
| 900-999 |  |  |  |  | 9.09\% | 1.72\% |
| 1 million and |  |  |  |  |  |  |


| Total positions | 13 | 42 | 24 | 15 | 22 | 116 |
| :--- | ---: | ---: | ---: | ---: | ---: | ---: | ---: |
| Average base salary | $\$ 189,668$ | $\$ 211,320$ | $\$ 242,180$ | $\$ 293,317$ | $\$ 524,102$ |  |
| Median salary | $\$ 199,500$ | $\$ 199,225$ | $\$ 248,000$ | $\$ 275,834$ | $\$ 425,900$ |  |
|  |  |  |  |  |  |  |
| Salary Low Range: | $\$ 95,625$ | $\$ 115,490$ | $\$ 133,687$ | $\$ 228,580$ | $\$ 219,477$ |  |
| Salary High Range: | $\$ 225,000$ | $\$ 357,000$ | $\$ 360,000$ | $\$ 450,000$ | $\$ 1,250,000$ |  |

## CHIEF EXECUTIVE OFFICER

SUMMARY DATA AS OF JUNE 30, 2012

|  | Region I <br> Northern California | Region II <br> Bay Area | Region III LA/Orange | Region IV <br> Southern California |
| :---: | :---: | :---: | :---: | :---: |
| Participating Banks | 34 | 28 | 35 | 21 |
| Average Assets (000) | \$331,082 | \$4,629,019 | \$1,767,308 | \$327,637 |
| Median Assets (000) | \$174,357 | \$292,017 | \$461,805 | \$149,649 |
| Number of Filled Positions | 34 | 26 | 35 | 21 |
| Average Base Salary | \$220,169 | \$355,235 | \$319,293 | \$246,967 |
| Median Salary | \$202,000 | \$267,000 | \$260,000 | \$225,000 |
| Percent Receiving a Bonus | 55.88\% | 53.85\% | 45.71\% | 38.10\% |
| Average Bonus | \$79,282 | \$373,688 | \$294,820 | \$201,008 |
| Bonus*: Tied to Profits | 31.58\% | 57.14\% | 68.75\% | 75.00\% |
| Tied to Salary | 52.63\% | 64.29\% | 43.75\% | 25.00\% |
| Tied to Risk Measures | 31.58\% | 42.86\% | 18.75\% | 37.50\% |
| Tied to Other | 63.16\% | 64.29\% | 37.50\% | 75.00\% |
| Signing Bonus Paid | 8.82\% | 7.14\% |  | 9.52\% |
| Average Signing Bonus | \$21,433 | \$37,500 |  | \$105,000 |
| Percent under Contract | 64.71\% | 69.23\% | 60.00\% | 23.53\% |
| Stock Options as a \% of Total Outstanding Shares: |  |  |  |  |
|  |  |  |  |  |
| None | 20.59\% | 30.77\% | 37.14\% | 14.29\% |
| To 2.49\% | 50.00\% | 30.77\% | 40.00\% | 52.38\% |
| 2.50\% to 4.99\% | 23.53\% | 23.08\% | 11.43\% | 19.05\% |
| 5.00\% to 7.49\% | 2.94\% | 7.69\% | 5.71\% | 9.52\% |
| 7.50\% to 9.99\% | 2.94\% | 7.69\% | 2.86\% |  |
| 10.00\% and over |  | 3.85\% | 2.86\% | 4.76\% |
| Options qualified under IRC 422 | 70.37\% | 68.42\% | 86.36\% | 72.22\% |
| Benefits: |  |  |  |  |
| Auto*: Provided | 2.94\% | 26.92\% |  | 14.29\% |
| Monthly Allowance | 50.00\% | 57.69\% | 51.43\% | 57.14\% |
| Mileage | 20.59\% | 7.69\% | 11.43\% | 9.52\% |
| Other | 29.41\% | 23.08\% | 40.00\% | 33.33\% |
| Country club dues paid | 52.94\% | 53.85\% | 51.43\% | 47.62\% |
| Formal Profit Sharing | 20.59\% | 15.38\% | 11.43\% | 9.52\% |
| Qualified E.S.O.P. | 50.00\% | 50.00\% | 45.71\% | 47.62\% |
| Non-qualified E.S.O.P. | 20.59\% | 23.08\% | 11.43\% | 38.10\% |
| Pension/401K | 85.29\% | 92.31\% | 91.43\% | 100.00\% |
| Non-qualified pension plan | 32.35\% | 42.31\% | 14.29\% | 14.29\% |
| Severance package | 44.12\% | 53.85\% | 40.00\% | 33.33\% |
| Restricted stock | 14.71\% | 30.77\% | 20.00\% | 38.10\% |
| Restricted stock options | 5.88\% | 19.23\% |  | 14.29\% |
| Phantom stock options |  | 3.85\% |  |  |
| Stock appreciation rights | 2.94\% | 3.85\% | 2.86\% |  |
| Other | 14.71\% | 7.69\% | 14.29\% | 33.33\% |
| If the officer receives incentive compensation, please indicate what measures the bank has taken to balance risk and financial results: |  |  |  |  |
| Risk adjustment of awards | 26.47\% | 42.31\% | 20.00\% | 28.57\% |
| Deferral of payments (clawback) | 20.59\% | 23.08\% | 11.43\% | 14.29\% |
| Longer performance periods | 14.71\% | 23.08\% | 20.00\% | 4.76\% |
| Reduced sensitivity to short term performance | 20.59\% | 11.54\% | 14.29\% | 4.76\% |
| Other | 11.76\% | 15.38\% | 8.57\% | 19.05\% |
| Please indicate what measures the bank has taken to balance risk and financial results for other officers in a revenue producing capacity: |  |  |  |  |
| Risk adjustment of awards | 26.47\% | 39.29\% | 22.86\% | 19.05\% |
| Deferral of payments (clawback) | 32.35\% | 25.00\% | 11.43\% | 23.81\% |
| Longer performance periods | 17.65\% | 28.57\% | 14.29\% | 4.76\% |
| Reduced sensitivity to short term performance | 32.35\% | 14.29\% | 17.14\% | 9.52\% |
| Other | 11.76\% | 10.71\% | 8.57\% | 23.81\% |

## CHIEF FINANCIAL OFFICER

## SUMMARY DATA AS OF JUNE 30, 2012

BANK ASSET SIZE
(In millions)

| Participating Banks | 13 | 43 | 25 | 15 | 22 |
| :---: | :---: | :---: | :---: | :---: | :---: |
| Average Assets (000) | \$77,482 | \$152,977 | \$358,232 | \$675,001 | \$8,315,427 |
| Median Assets (000) | \$78,527 | \$149,649 | \$324,280 | \$608,045 | \$2,527,146 |
| Number of Filled Positions | 11 | 42 | 25 | 15 | 22 |
| Average Base Salary | \$139,359 | \$143,387 | \$166,232 | \$179,551 | \$283,544 |
| Percent Receiving a Bonus | 27.27\% | 38.10\% | 72.00\% | 66.67\% | 72.73\% |
| Average Bonus | \$20,000 | \$17,060 | \$36,494 | \$55,201 | \$179,007 |
| Bonus*: Tied to Profits Tied to Salary Tied to Risk Measures Tied to Other | $33.33 \%$ $33.33 \%$ | $\begin{aligned} & 43.75 \% \\ & 25.00 \% \\ & 18.75 \% \\ & 62.50 \% \end{aligned}$ | $\begin{aligned} & 38.89 \% \\ & 55.56 \% \\ & 33.33 \% \\ & 61.11 \% \end{aligned}$ | $\begin{aligned} & 60.00 \% \\ & 70.00 \% \\ & 50.00 \% \\ & 70.00 \% \end{aligned}$ | $\begin{aligned} & 56.25 \% \\ & 56.25 \% \\ & 31.25 \% \\ & 37.50 \% \end{aligned}$ |
| Signing Bonus Paid |  |  | 16.00\% | 6.67\% | 27.27\% |
| Average Signing Bonus |  |  | \$28,750 | \$30,000 | \$50,833 |
| Percent under Contract | 27.27\% | 47.62\% | 32.00\% | 53.33\% | 18.18\% |
| Stock Options as a \% of |  |  |  |  |  |
| Total Outstanding Shares: |  |  |  |  |  |
| None | 27.27\% | 38.10\% | 28.00\% | 33.33\% | 36.36\% |
| To 2.49\% | 72.73\% | 52.38\% | 68.00\% | 53.33\% | 54.55\% |
| 2.50\% to 4.99\% |  | 7.14\% | 4.00\% | 6.67\% |  |
| 5.00\% to 7.49\% |  |  |  |  | 9.09\% |
| 7.50\% to 9.99\% |  | 2.38\% |  |  |  |
| 10.00\% and over |  |  |  | 6.67\% |  |
| Options qualified under IRC 422 | 100.00\% | 80.77\% | 52.00\% | 50.00\% | 85.71\% |
| Benefits: |  |  |  |  |  |
| Auto*: Provided | 9.09\% | 19.05\% | 20.00\% | 20.00\% | 9.09\% |
| Monthly Allowance | 63.64\% | 47.62\% | 44.00\% | 46.67\% | 63.64\% |
| Mileage | 27.27\% | 19.05\% | 28.00\% | 26.67\% | 22.73\% |
| Other | 9.09\% | 11.90\% | 12.00\% | 6.67\% | 22.73\% |
| Country club dues paid | 9.09\% | 11.90\% | 8.00\% | 33.33\% | 27.27\% |
| Formal Profit Sharing | 9.09\% | 7.14\% | 8.00\% | 33.33\% | 22.73\% |
| Qualified E.S.O.P. | 45.45\% | 47.62\% | 56.00\% | 53.33\% | 45.45\% |
| Non-qualified E.S.O.P. |  | 16.67\% |  | 20.00\% | 27.27\% |
| Pension/401K | 100.00\% | 85.71\% | 100.00\% | 93.33\% | 90.91\% |
| Non-qualified pension plan |  | 11.90\% | 8.00\% | 33.33\% | 54.55\% |
| Severance package | 27.27\% | 38.10\% | 28.00\% | 40.00\% | 36.36\% |
| Restricted stock |  | 16.67\% | 20.00\% | 26.67\% | 54.55\% |
| Restricted stock options |  | 7.14\% | 4.00\% |  | 13.64\% |
| Phantom stock options |  |  |  |  | 4.55\% |
| Stock appreciation rights |  |  | 4.00\% | 6.67\% |  |
| Other | 9.09\% | 11.90\% | 16.00\% | 26.67\% | 22.73\% |


| If the officer receives incentive compensation, please indicate what measures the bank has taken to balance risk and financial results |  |  |  |  |  |
| :--- | :--- | ---: | ---: | ---: | ---: |
| Risk adjustment of awards | $18.18 \%$ | $19.05 \%$ | $32.00 \%$ | $33.33 \%$ | $31.82 \%$ |
| Deferral of payments (clawback) | $18.18 \%$ | $11.90 \%$ | $12.00 \%$ | $13.33 \%$ | $27.27 \%$ |
| Longer performance periods | $18.18 \%$ | $14.29 \%$ | $16.00 \%$ | $6.67 \%$ | $18.18 \%$ |
| Reduced sensitivity to short term performance | $18.18 \%$ | $9.52 \%$ | $20.00 \%$ | $6.67 \%$ | $13.64 \%$ |
| Other |  | $16.67 \%$ | $20.00 \%$ | $13.64 \%$ |  |

[^1]
## CHIEF FINANCIAL OFFICER

SUMMARY DATA AS OF JUNE 30, 2012

| BASE ANNUAL SALARY (in Thousands) | BANK ASSET SIZE (Million Dollars) |  |  |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  | Under \$100 | \$100-\$249 | \$250-\$499 | \$500-\$999 | Over \$1,000 | TOTAL |
| Under \$100 | 9.09\% | 2.38\% |  |  |  | 1.74\% |
| 100-109 |  | 7.14\% |  |  |  | 2.61\% |
| 110-119 | 9.09\% | 4.76\% | 4.00\% |  |  | 3.48\% |
| 120-129 | 9.09\% | 4.76\% |  | 6.67\% |  | 3.48\% |
| 130-139 | 18.18\% | 21.43\% | 4.00\% |  |  | 10.43\% |
| 140-149 | 18.18\% | 9.52\% | 8.00\% | 6.67\% |  | 7.83\% |
| 150-159 |  | 26.19\% | 28.00\% | 26.67\% |  | 19.13\% |
| 160-169 | 36.36\% | 11.90\% | 20.00\% |  |  | 12.17\% |
| 170-179 |  | 7.14\% | 12.00\% | 13.33\% | 4.55\% | 7.83\% |
| 180-189 |  | 2.38\% | 8.00\% | 20.00\% | 9.09\% | 6.96\% |
| 190-199 |  | 2.38\% | 4.00\% |  | 4.55\% | 2.61\% |
| 200-209 |  |  | 4.00\% | 13.33\% | 4.55\% | 3.48\% |
| 210-219 |  |  | 8.00\% | 6.67\% |  | 2.61\% |
| 220-229 |  |  |  |  | 9.09\% | 1.74\% |
| 230-239 |  |  |  |  | 9.09\% | 1.74\% |
| 240-249 |  |  |  |  | 4.55\% | 0.87\% |
|  |  |  |  |  | 9.09\% | 1.74\% |
| 260-269 |  |  |  |  |  |  |
| 270-279 |  |  |  | 6.67\% | 9.09\% | 2.61\% |
|  |  |  |  |  | 4.55\% | 0.87\% |
| 290-299 |  |  |  |  |  |  |
| 300-309 |  |  |  |  | 4.55\% | 0.87\% |
| 310-319 0.80 |  |  |  |  |  |  |
| 320-329 |  |  |  |  |  |  |
| 330-339 |  |  |  |  | 4.55\% | 0.87\% |
| 340-349 |  |  |  |  |  |  |
| 350-359 |  |  |  |  |  |  |
| 360-369 |  |  |  |  |  |  |
| 370-379 |  |  |  |  | 9.09\% | 1.74\% |
| 380-389 |  |  |  |  |  |  |
| 390-399 |  |  |  |  |  |  |
| 400-409 |  |  |  |  |  |  |
| 410-419 |  |  |  |  |  |  |
| 420-429 |  |  |  |  |  |  |
| 430-439 |  |  |  |  |  |  |
| 440-449 |  |  |  |  |  |  |
| 450-459 |  |  |  |  | 4.55\% | 0.87\% |
| 460-469 |  |  |  |  |  |  |
| 470-479 |  |  |  |  |  |  |
| 480-489 |  |  |  |  | 9.09\% | 1.74\% |
| 490-499 |  |  |  |  |  |  |
| 500 and over |  |  |  |  |  |  |
| Total positions | 11 | 42 | 25 | 15 | 22 | 115 |
| Average base salary | \$139,359 | \$143,387 | \$166,232 | \$179,551 | \$283,544 |  |
| Median salary | \$140,000 | \$148,000 | \$162,350 | \$175,000 | \$252,500 |  |
| Salary Low Range: | \$95,625 | \$72,450 | \$118,810 | \$129,600 | \$175,000 |  |
| Salary High Range: | \$165,000 | \$190,000 | \$360,000 | \$270,000 | \$485,000 |  |

## CHIEF FINANCIAL OFFICER

## SUMMARY DATA AS OF JUNE 30, 2012

|  | Region I <br> Northern California | Region II Bay Area | Region III LA/Orange | Region IV <br> Southern California |
| :---: | :---: | :---: | :---: | :---: |
| Participating Banks | 34 | 28 | 35 | 21 |
| Average Assets (000) | 331,082 | 4,629,019 | 1,767,308 | 327,637 |
| Median Assets (000) | 174,357 | 292,017 | 461,805 | 149,649 |
| Number of Filled Positions | 32 | 28 | 34 | 21 |
| Average Base Salary | \$154,036 | \$202,114 | \$196,479 | \$160,647 |
| Median Salary | \$154,162 | \$175,000 | \$163,250 | \$150,000 |
| Percent Receiving a Bonus | 59.38\% | 53.57\% | 61.76\% | 38.10\% |
| Average Bonus | \$37,847 | \$123,529 | \$64,391 | \$60,219 |
| Bonus*: Tied to Profits Tied to Salary Tied to Risk Measures Tied to Other | $\begin{aligned} & 36.84 \% \\ & 52.63 \% \\ & 36.84 \% \\ & 68.42 \% \end{aligned}$ | $\begin{aligned} & 53.33 \% \\ & 66.67 \% \\ & 40.00 \% \\ & 53.33 \% \end{aligned}$ | $\begin{aligned} & 47.62 \% \\ & 33.33 \% \\ & 14.29 \% \\ & 38.10 \% \end{aligned}$ | $\begin{aligned} & 62.50 \% \\ & 37.50 \% \\ & 37.50 \% \\ & 75.00 \% \end{aligned}$ |
| Signing Bonus Paid | 3.13\% | 17.86\% | 8.82\% | 9.52\% |
| Average Signing Bonus | \$10,000 | \$51,000 | \$20,000 | \$62,500 |
| Percent under Contract | 40.63\% | 46.43\% | 23.53\% | 42.86\% |
| Stock Options as a \% of Total Outstanding Shares: |  |  |  |  |
|  |  |  |  |  |
| None | 25.00\% | 35.71\% | 44.12\% | 28.57\% |
| To 2.49\% | 68.75\% | 50.00\% | 50.00\% | 66.67\% |
| 2.50\% to 4.99\% | 6.25\% | 10.71\% |  |  |
| 5.00\% to 7.49\% |  | 3.57\% | 2.94\% |  |
| 7.50\% to 9.99\% |  |  |  | 4.76\% |
| 10.00\% and over |  |  | 2.94\% |  |
| Options qualified under IRC 422 | 79.17\% | 72.22\% | 84.21\% | 73.33\% |
| Benefits: |  |  |  |  |
| Auto*: Provided | 9.38\% | 17.86\% | 14.71\% | 28.57\% |
| Monthly Allowance | 56.25\% | 46.43\% | 55.88\% | 42.86\% |
| Mileage | 28.13\% | 25.00\% | 20.59\% | 19.05\% |
| Other | 12.50\% | 14.29\% | 11.76\% | 14.29\% |
| Country club dues paid | 28.13\% | 14.29\% | 14.71\% | 4.76\% |
| Formal Profit Sharing | 21.88\% | 17.86\% | 8.82\% | 4.76\% |
| Qualified E.S.O.P. | 56.25\% | 46.43\% | 50.00\% | 42.86\% |
| Non-qualified E.S.O.P. | 9.38\% | 17.86\% | 8.82\% | 23.81\% |
| Pension/401K | 87.50\% | 89.29\% | 94.12\% | 100.00\% |
| Non-qualified pension plan | 25.00\% | 35.71\% | 11.76\% | 9.52\% |
| Severance package | 37.50\% | 42.86\% | 29.41\% | 28.57\% |
| Restricted stock | 12.50\% | 28.57\% | 23.53\% | 38.10\% |
| Restricted stock options |  | 14.29\% |  | 14.29\% |
| Phantom stock options |  | 3.57\% |  |  |
| Stock appreciation rights | 3.13\% | 3.57\% |  |  |
| Other | 12.50\% | 7.14\% | 17.65\% | 33.33\% |
| If the officer receives incentive compensation, please indicate what measures the bank has taken to balance risk and financial results: |  |  |  |  |
| Risk adjustment of awards | 28.13\% | 42.86\% | 14.71\% | 19.05\% |
| Deferral of payments (clawback) | 18.75\% | 25.00\% | 8.82\% | 9.52\% |
| Longer performance periods | 12.50\% | 21.43\% | 17.65\% | 4.76\% |
| Reduced sensitivity to short term performance | 18.75\% | 14.29\% | 14.71\% |  |
| Other | 12.50\% | 14.29\% | 8.82\% | 19.05\% |

## SENIOR LENDING OFFICER

## SUMMARY DATA AS OF JUNE 30, 2012

## BANK ASSET SIZE <br> (In millions)

Under \$100 \$100-\$249 \$250-\$499 \$500-\$999 Over \$1,000

| Participating Banks | 13 | 43 | 25 | 15 | 22 |
| :---: | :---: | :---: | :---: | :---: | :---: |
| Average Assets (000) | 77,482 | 152,977 | 358,232 | 675,001 | 8,315,427 |
| Median Assets (000) | 78,527 | 149,649 | 324,280 | 608,045 | 2,527,146 |
| Number of Filled Positions | 11 | 39 | 24 | 15 | 22 |
| Average Base Salary | \$138,223 | \$145,739 | \$162,650 | \$178,755 | \$253,101 |
| Percent Receiving a Bonus | 27.27\% | 51.28\% | 66.67\% | 60.00\% | 63.64\% |
| Average Bonus | \$20,000 | \$17,060 | \$36,494 | \$55,201 | \$179,007 |
| Bonus*: Tied to Profits Tied to Salary Tied to Risk Measures Tied to Other | $33.33 \%$ $33.33 \%$ | $\begin{aligned} & 30.00 \% \\ & 15.00 \% \\ & 10.00 \% \\ & 60.00 \% \end{aligned}$ | $\begin{aligned} & 43.75 \% \\ & 50.00 \% \\ & 37.50 \% \\ & 62.50 \% \end{aligned}$ | $\begin{aligned} & 66.67 \% \\ & 77.78 \% \\ & 55.56 \% \\ & 66.67 \% \end{aligned}$ | $\begin{aligned} & 57.14 \% \\ & 71.43 \% \\ & 28.57 \% \\ & 35.71 \% \end{aligned}$ |
| Signing Bonus Paid | 9.09\% | 2.56\% | 20.83\% | 13.33\% | 18.18\% |
| Average Signing Bonus | \$10,000 | \$20,000 | \$28,900 | \$40,000 | \$78,750 |
| Percent under Contract | 27.27\% | 51.28\% | 33.33\% | 53.33\% | 18.18\% |
| Stock Options as a \% of |  |  |  |  |  |
| None | 54.55\% | 38.46\% | 37.50\% | 26.67\% | 40.91\% |
| To 2.49\% | 27.27\% | 43.59\% | 58.33\% | 60.00\% | 50.00\% |
| 2.50\% to 4.99\% | 18.18\% | 15.38\% | 4.17\% | 6.67\% | 4.55\% |
| 5.00\% to 7.49\% |  |  |  |  | 4.55\% |
| 7.50\% to 9.99\% |  |  |  |  |  |
| 10.00\% and over |  | 2.56\% |  | 6.67\% |  |
| Options qualified under IRC 422 | 100.00\% | 79.17\% | 80.00\% | 54.55\% | 84.62\% |
| Benefits: |  |  |  |  |  |
| Auto*: Provided <br> Monthly Allowance <br> Mileage <br> Other | $\begin{array}{r} 9.09 \% \\ 72.73 \% \\ 18.18 \% \\ 9.09 \% \end{array}$ | $\begin{aligned} & 20.51 \% \\ & 51.28 \% \\ & 23.08 \% \\ & 10.26 \% \end{aligned}$ | $\begin{array}{r} 16.67 \% \\ 54.17 \% \\ 25.00 \% \\ 8.33 \% \end{array}$ | $\begin{aligned} & 13.33 \% \\ & 40.00 \% \\ & 26.67 \% \\ & 26.67 \% \end{aligned}$ | $\begin{array}{r} 9.09 \% \\ 68.18 \% \\ 18.18 \% \\ 22.73 \% \end{array}$ |
| Country club dues paid | 9.09\% | 12.82\% | 25.00\% | 46.67\% | 27.27\% |
| Formal Profit Sharing | 9.09\% | 7.69\% | 8.33\% | 33.33\% | 22.73\% |
| Qualified E.S.O.P. | 27.27\% | 46.15\% | 54.17\% | 60.00\% | 40.91\% |
| Non-qualified E.S.O.P. |  | 15.38\% |  | 20.00\% | 27.27\% |
| Pension/401K | 90.91\% | 87.18\% | 100.00\% | 93.33\% | 90.91\% |
| Non-qualified pension plan |  | 10.26\% | 8.33\% | 33.33\% | 54.55\% |
| Severance package | 27.27\% | 38.46\% | 29.17\% | 46.67\% | 36.36\% |
| Restricted stock |  | 17.95\% | 16.67\% | 20.00\% | 50.00\% |
| Restricted stock options |  |  |  |  |  |
| Phantom stock options |  |  |  |  | 4.55\% |
| Stock appreciation rights |  |  | 4.17\% | 6.67\% |  |
| Other | 9.09\% | 10.26\% | 12.50\% | 20.00\% | 18.18\% |


| If the officer receives incentive compensation, please indicate what measures the bank has taken to balance risk and financial results |  |  |  |  |
| :--- | :--- | :--- | :--- | :--- |
| Risk adjustment of awards | $18.18 \%$ | $20.51 \%$ | $33.33 \%$ | $33.33 \%$ |
| Deferral of payments (clawback) | $18.18 \%$ | $15.38 \%$ | $12.50 \%$ | $13.33 \%$ |
| Longer performance periods | $9.09 \%$ | $17.95 \%$ | $16.67 \%$ | $6.67 \%$ |
| Reduced sensitivity to short term performance | $9.09 \%$ | $12.82 \%$ | $16.67 \%$ | $6.62 \%$ |
| Other |  | $12.82 \%$ | $16.67 \%$ | $18.18 \%$ |

[^2]
## SENIOR LENDING OFFICER

SUMMARY DATA AS OF JUNE 30, 2012

| BASE ANNUAL SALARY (in Thousands) | BANK ASSET SIZE (Million Dollars) |  |  |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  | Under \$100 | \$100-\$249 | \$250-\$499 | \$500-\$999 | Over \$1,000 | TOTAL |
| Under \$100 | 9.09\% | 2.56\% | 4.17\% |  |  | 2.70\% |
| 100-109 | 18.18\% | 2.56\% |  |  |  | 2.70\% |
| 110-119 |  | 12.82\% |  |  |  | 4.50\% |
| 120-129 | 9.09\% | 7.69\% |  |  |  | 3.60\% |
| 130-139 | 9.09\% | 20.51\% | 4.17\% | 6.67\% |  | 9.91\% |
| 140-149 | 18.18\% | 10.26\% | 12.50\% |  |  | 8.11\% |
| 150-159 | 18.18\% | 12.82\% | 20.83\% | 33.33\% |  | 15.32\% |
| 160-169 | 9.09\% | 5.13\% | 29.17\% | 6.67\% |  | 9.91\% |
| 170-179 |  | 7.69\% | 16.67\% | 6.67\% | 4.55\% | 8.11\% |
| 180-189 |  | 12.82\% |  | 20.00\% | 9.09\% | 9.01\% |
| 190-199 |  | 5.13\% | 4.17\% |  | 9.09\% | 4.50\% |
| 200-209 | 9.09\% |  |  | 13.33\% | 13.64\% | 5.41\% |
| 210-219 |  |  |  |  |  |  |
| 220-229 |  |  | 8.33\% | 6.67\% | 9.09\% | 4.50\% |
| 230-239 |  |  |  |  | 9.09\% | 1.80\% |
| 240-249 |  |  |  |  |  |  |
| 250-259 |  |  |  | 6.67\% | 9.09\% | 2.70\% |
| 260-269 |  |  |  |  |  |  |
| 270-279 |  |  |  |  | 13.64\% | 2.70\% |
| 280-289 |  |  |  |  |  |  |
| 290-299 |  |  |  |  |  |  |
| 300-309 |  |  |  |  | 9.09\% | 1.80\% |
| 310-319 |  |  |  |  |  |  |
| 320-329 |  |  |  |  |  |  |
| 330-339 |  |  |  |  |  |  |
| 340-349 |  |  |  |  |  |  |
| 350-359 |  |  |  |  |  |  |
| 360-369 |  |  |  |  |  |  |
| 370-379 |  |  |  |  | 4.55\% | 0.90\% |
| 380-389 |  |  |  |  |  |  |
| 390-399 |  |  |  |  | 4.55\% | 0.90\% |
| 400-409 |  |  |  |  | 4.55\% | 0.90\% |
| 410-419 |  |  |  |  |  |  |
| 420-429 |  |  |  |  |  |  |
| 430-439 |  |  |  |  |  |  |
| 440-449 |  |  |  |  |  |  |
| 450-459 |  |  |  |  |  |  |
| 460-469 |  |  |  |  |  |  |
| 470-479 |  |  |  |  |  |  |
| 480-489 |  |  |  |  |  |  |
| 490-499 |  |  |  |  |  |  |
| 500 and over |  |  |  |  |  |  |
| Total Positions | 11 | 39 | 24 | 15 | 22 | 111 |
| Average Salary | \$138,223 | \$145,739 | \$162,650 | \$178,755 | \$253,101 |  |
| Median salary | \$140,000 | \$140,000 | \$163,060 | \$170,000 | \$230,518 |  |
| Salary Low Range: | \$95,625 | \$98,000 | \$93,600 | \$138,600 | \$170,212 |  |
| Salary High Range: | \$200,000 | \$190,000 | \$360,000 | \$250,000 | \$400,000 |  |

## SENIOR LENDING OFFICER

## SUMMARY DATA AS OF JUNE 30, 2012

|  | Region I <br> Northern California | Region II <br> Bay Area | Region III LA/Orange | Region IV <br> Southern California |
| :---: | :---: | :---: | :---: | :---: |
| Participating Banks | 34 | 28 | 35 | 21 |
| Average Assets (000) | 331,082 | 4,629,019 | 1,767,308 | 327,637 |
| Median Assets (000) | 174,357 | 292,017 | 461,805 | 149,649 |
| Number of Filled Positions | 33 | 27 | 34 | 17 |
| Average Base Salary | \$146,994 | \$199,641 | \$190,435 | \$155,384 |
| Median Salary | \$150,000 | \$181,400 | \$175,461 | \$150,000 |
| Percent Receiving a Bonus | 60.61\% | 51.85\% | 61.76\% | 41.18\% |
| Average Bonus | \$30,058 | \$112,383 | \$44,615 | \$47,000 |
| Bonus*: Tied to Profits | 35.00\% | 50.00\% | 42.86\% | 71.43\% |
| Tied to Salary | 50.00\% | 64.29\% | 28.57\% | 42.86\% |
| Tied to Risk Measures | 35.00\% | 42.86\% | 4.76\% | 42.86\% |
| Tied to Other | 65.00\% | 64.29\% | 33.33\% | 71.43\% |
| Signing Bonus Paid | 3.03\% | 18.52\% | 8.82\% | 11.76\% |
| Average Signing Bonus | \$11,250 | \$31,750 | \$72,500 | \$43,333 |
| Percent under Contract | 39.39\% | 48.15\% | 26.47\% | 47.06\% |
| Stock Options as a \% of Total Outstanding Shares: |  |  |  |  |
|  |  |  |  |  |
| None | 33.33\% | 33.33\% | 52.94\% | 29.41\% |
| To 2.49\% | 57.58\% | 48.15\% | 35.29\% | 58.82\% |
| 2.50\% to 4.99\% | 9.09\% | 14.81\% | 8.82\% | 5.88\% |
| 5.00\% to 7.49\% |  | 3.70\% |  |  |
| 7.50\% to 9.99\% |  |  |  |  |
| 10.00\% and over |  |  | 2.94\% | 5.88\% |
| Options qualified under IRC 422 | 81.82\% | 72.22\% | 93.75\% | 66.67\% |
| Benefits: |  |  |  |  |
| Auto*: Provided | 9.09\% | 18.52\% | 11.76\% | 29.41\% |
| Monthly Allowance | 57.58\% | 51.85\% | 58.82\% | 52.94\% |
| Mileage | 30.30\% | 14.81\% | 26.47\% | 11.76\% |
| Other | 9.09\% | 18.52\% | 14.71\% | 17.65\% |
| Country club dues paid | 33.33\% | 22.22\% | 20.59\% | 5.88\% |
| Formal Profit Sharing | 21.21\% | 18.52\% | 8.82\% | 5.88\% |
| Qualified E.S.O.P. | 51.52\% | 48.15\% | 47.06\% | 35.29\% |
| Non-qualified E.S.O.P. | 9.09\% | 14.81\% | 8.82\% | 29.41\% |
| Pension/401K | 84.85\% | 92.59\% | 94.12\% | 100.00\% |
| Non-qualified pension plan | 24.24\% | 29.63\% | 14.71\% | 11.76\% |
| Severance package | 36.36\% | 40.74\% | 32.35\% | 35.29\% |
| Restricted stock | 9.09\% | 29.63\% | 20.59\% | 41.18\% |
| Restricted stock options |  | 14.81\% |  | 17.65\% |
| Phantom stock options |  | 3.70\% |  |  |
| Stock appreciation rights | 3.03\% | 3.70\% |  |  |
| Other | 15.15\% | 7.41\% | 14.71\% | 23.53\% |
| If the officer receives incentive compensation, please indicate what measures the bank has taken to balance risk and financial results |  |  |  |  |
| Risk adjustment of awards | 27.27\% | 44.44\% | 14.71\% | 23.53\% |
| Deferral of payments (clawback) | 18.18\% | 22.22\% | 8.82\% | 17.65\% |
| Longer performance periods | 12.12\% | 22.22\% | 17.65\% | 5.88\% |
| Reduced sensitivity to short term performance | 18.18\% | 14.81\% | 11.76\% |  |
| Other | 12.12\% | 11.11\% | 8.82\% | 11.76\% |

## DEMOGRAPHIC DATA

SUMMARY DATA AS OF JUNE 30, 2012
BANK ASSET SIZE
(In millions)
Under \$100 \$100-\$249 \$250-\$499 \$500-\$999 Over \$1,000

| Participating Banks | 13 | 43 | 25 | 15 | 22 |
| :---: | :---: | :---: | :---: | :---: | :---: |
| Chief Executive Officer |  |  |  |  |  |
| Number of Filled Positions | 13 | 42 | 24 | 15 | 22 |
| Ethnic Category |  |  |  |  |  |
| Asian or Pacific Islander |  | 14.3\% | 12.5\% | 13.3\% | 27.3\% |
| Black or African American |  |  |  |  |  |
| Caucasian | 92.3\% | 83.3\% | 79.2\% | 86.7\% | 54.5\% |
| Hispanic | 7.7\% | 2.4\% |  |  | 4.5\% |
| Multi-Racial |  |  |  |  |  |
| Decline to state/No answer |  |  | 8.3\% |  | 13.6\% |
| Gender |  |  |  |  |  |
| Female | 7.7\% | 11.9\% | 16.7\% | 13.3\% | 4.5\% |
| Male | 92.3\% | 88.1\% | 79.2\% | 86.7\% | 81.8\% |
| Decline to state/No answer |  |  | 4.2\% |  | 13.6\% |
| Average age | 56.4 | 60.2 | 59.0 | 57.8 | 59.2 |
| Chief Financial Officer |  |  |  |  |  |
| Number of Filled Positions | 11 | 42 | 25 | 15 | 22 |
| Ethnic Category |  |  |  |  |  |
| Asian or Pacific Islander |  | 26.2\% | 24.0\% | 13.3\% | 13.6\% |
| Black or African American |  |  |  |  |  |
| Caucasian | 100.0\% | 66.7\% | 64.0\% | 66.7\% | 72.7\% |
| Hispanic |  | 2.4\% |  | 13.3\% |  |
| Multi-Racial |  | 2.4\% |  | 6.7\% |  |
| Decline to state/No answer |  | 2.4\% | 12.0\% |  | 13.6\% |
| Gender |  |  |  |  |  |
| Female | 63.6\% | 35.7\% | 28.0\% | 13.3\% | 31.8\% |
| Male | 36.4\% | 61.9\% | 64.0\% | 86.7\% | 54.5\% |
| Decline to state/No answer |  | 2.4\% | 8.0\% |  | 13.6\% |
| Average age | 57.0 | 53.4 | 54.3 | 47.2 | 53.9 |
| Senior Lending Officer |  |  |  |  |  |
| Number of Filled Positions | 11 | 39 | 24 | 15 | 22 |
| Ethnic Category |  |  |  |  |  |
| Asian or Pacific Islander | 9.1\% | 17.9\% | 12.5\% |  | 27.3\% |
| Black or African American |  | 5.1\% | 4.2\% |  |  |
| Caucasian | 90.9\% | 71.8\% | 70.8\% | 100.0\% | 54.5\% |
| Hispanic |  | 2.6\% |  |  | 4.5\% |
| Multi-Racial |  |  |  |  |  |
| Decline to state/No answer |  | 2.6\% | 12.5\% |  | 13.6\% |
| Gender |  |  |  |  |  |
| Female | 18.2\% | 12.8\% | 4.2\% |  | 4.5\% |
| Male | 81.8\% | 84.6\% | 87.5\% | 100.0\% | 81.8\% |
| Decline to state/No answer |  | 2.6\% | 8.3\% |  | 13.6\% |
| Average age | 51.9 | 56.3 | 57.5 | 59.3 | 53.7 |

## DIRECTORS' INFORMATION

SUMMARY DATA AS OF JUNE 30, 2012

|  | BANK ASSET SIZE (Million Dollars) |  |  |  | \$250-\$499 |  | \$500-\$999 |  | Over \$1,000 |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  |  | der \$100 |  | - \$ 249 |  |  |  |  |  |  |
| Participating Banks |  | 13 |  | 43 |  | 25 |  | 15 |  | 22 |
| Average Assets (000) | \$ | 77,482 | \$ | 152,977 | \$ | 358,232 | \$ | 675,001 | \$ | 8,315,427 |
| Median Assets (000) | \$ | 78,527 | \$ | 149,649 | \$ | 324,280 | \$ | 608,045 | \$ | 2,527,146 |
| Average Number of Directors |  | 8.46 |  | 8.26 |  | 9.21 |  | 9.27 |  | 10.19 |
| Average Number of Inside Directors |  | 1.08 |  | 1.26 |  | 1.67 |  | 1.33 |  | 2.10 |
| Fees Paid to Inside Directors |  |  |  | 13.95\% |  | 8.00\% |  | 13.33\% |  | 9.09\% |
| Outside Directors Eligible for Bonus Plan |  |  |  | 4.65\% |  | 4.00\% |  |  |  | 9.09\% |
| Travel Expenses to Meetings Reimbursed |  | 23.08\% |  | 32.56\% |  | 32.00\% |  | 53.33\% |  | 68.18\% |
| Chairman of the Board Active Bank Officer |  |  |  | 20.93\% |  | 36.00\% |  | 20.00\% |  | 40.91\% |
| CEO |  |  |  | 13.95\% |  | 24.00\% |  | 13.33\% |  | 36.36\% |
| Full time salaried non-CEO |  |  |  | 6.98\% |  | 12.00\% |  | 6.67\% |  | 4.55\% |
| Paid Medical Exam |  |  |  | 2.33\% |  | 4.00\% |  | 13.33\% |  | 13.64\% |
| Outside Directors Eligible for Health Plan |  |  |  |  |  | 8.00\% |  | 46.67\% |  | 13.64\% |
| Life Insurance Policy on Chairman |  | 7.69\% |  | 13.95\% |  | 24.00\% |  | 46.67\% |  | 54.55\% |
| Life Insurance Policy on Inside Board |  | 46.15\% |  | 58.14\% |  | 44.00\% |  | 100.00\% |  | 63.64\% |
| Life Insurance Policy all Other Board |  |  |  | 6.98\% |  | 12.00\% |  | 40.00\% |  | 13.64\% |
| Stock Options as a \% of Total Outstanding Shares |  |  |  |  |  |  |  |  |  |  |
| None |  | 30.77\% |  | 23.26\% |  | 32.00\% |  | 26.67\% |  | 36.36\% |
| To 2.49\% |  | 23.08\% |  | 25.58\% |  | 28.00\% |  | 53.33\% |  | 54.55\% |
| 2.50\% to 4.99\% |  | 23.08\% |  | 18.60\% |  | 24.00\% |  | 20.00\% |  | 9.09\% |
| 5.00\% to 7.49\% |  |  |  | 9.30\% |  | 4.00\% |  |  |  |  |
| 7.50\% to 9.99\% |  |  |  | 6.98\% |  | 8.00\% |  |  |  |  |
| 10.00\% and over |  | 23.08\% |  | 16.28\% |  | 4.00\% |  |  |  |  |
| Average stock options as a \% of total outstanding shares--all officers and directors |  | 11.45\% |  | 12.80\% |  | 7.08\% |  | 4.35\% |  | 2.02\% |
| Directors sent to Conferences/Conventions |  | 92.31\% |  | 81.40\% |  | 76.00\% |  | 93.33\% |  | 59.09\% |
| Percent with Mandatory Retirement Age |  | 15.38\% |  | 13.95\% |  | 12.00\% |  | 13.33\% |  | 22.73\% |
| Average Age |  | 72.0 |  | 73.6 |  | 76.3 |  | 72.0 |  | 75.0 |
| Directors and Officers Liability Insurance |  | 100.00\% |  | 88.37\% |  | 100.00\% |  | 93.33\% |  | 90.91\% |
| Directors eligible for Deferred Comp |  |  |  | 4.65\% |  | 8.00\% |  | 40.00\% |  | 36.36\% |
| Other Benefits |  | 7.69\% |  | 11.63\% |  | 16.00\% |  | 33.33\% |  | 9.09\% |

BANK ASSET SIZE<br>(Million Dollars)<br>Under \$100 \$100-\$249 \$250-\$499 \$500-\$999 Over \$1,000<br>Un \$250-\$400 \$500-\$09 , Over $\$ 1,000$

Directors' Fees:
Regular Board Meeting
Banks Paying No Fee
Banks Paying a Fee Chairman of the Board Average Fee Paid Median Fee Paid Range - Low Fee Range - High Fee Members
Average Fee Paid
Median Fee Paid
Range - Low Fee
Range - High Fee
Attendence required to claim

|  | $\begin{aligned} & 46.15 \% \\ & 5385 \% \end{aligned}$ |  | 23.26\% |  | 16.00\% |  | 13.33\% |  | 22.73\% |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  |  |  | 76.74\% |  | 84.00\% |  | 86.67\% |  | 77.27\% |
| \$ | 656.67 | \$ | 819.55 | \$ | 1,312.13 | \$ | 1,582.67 | \$ | 3,095.46 |
| \$ | 300.00 | \$ | 600.00 | \$ | 1,000.00 | \$ | 1,450.00 | \$ | 3,000.00 |
| \$ | 85.00 | \$ | 250.00 | \$ | 200.00 | \$ | 300.00 | \$ | 200.00 |
| \$ | 2,205.00 | \$ | 2,500.00 | \$ | 3,000.00 | \$ | 3,500.00 | \$ | 10,833.00 |
| \$ | 519.29 | \$ | 803.03 | \$ | 1,196.76 | \$ | 1,219.23 | \$ | 2,167.10 |
| \$ | 300.00 | \$ | 500.00 | \$ | 800.00 | \$ | 1,000.00 | \$ | 1,700.00 |
| \$ | 60.00 | \$ | 250.00 | \$ | 75.00 | \$ | 200.00 | \$ | 200.00 |
| \$ | 1,125.00 | \$ | 4,000.00 | \$ | 3,000.00 | \$ | 2,000.00 | \$ | 5,000.00 |
|  | 71.43\% |  | 81.82\% |  | 61.90\% |  | 69.23\% |  | 82.35\% |

## Audit Committee

Banks Paying No Fee
Banks Paying a Fee
Committee Chairman
Average Fee Paid
Median Fee Paid
Range - Low Fee
Range - High Fee
Members
Average Fee Paid
Median Fee Paid
Range - Low Fee
Range - High Fee
Attendence required to claim
Compensation Committee
Banks Paying No Fee
Banks Paying a Fee
Committee Chairman
Average Fee Paid
Median Fee Paid
Range - Low Fee
Range - High Fee
Members
Average Fee Paid
Median Fee Paid
Range - Low Fee
Range - High Fee
Attendence required to claim
-
$\$$
$\$$
$\$$

| $61.54 \%$ | $48.84 \%$ |
| :--- | :--- | :--- |
| $38.46 \%$ | $51.16 \%$ |


| $36.00 \%$ | $33.33 \%$ |
| :--- | :--- |
| $64.00 \%$ | $66.67 \%$ |

27.27\%
72.73\%

## DIRECTORS' INFORMATION

SUMMARY DATA AS OF JUNE 30, 2012

BANK ASSET SIZE<br>(Million Dollars)<br>Under \$100 \$100-\$249 \$250-\$499 \$500-\$999 Over \$1,000

| Credit Committee |  |  |  |  |  |  |  |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Banks Paying No Fee |  | 61.54\% |  | 51.16\% |  | 44.00\% |  | 53.33\% |  | 63.64\% |
| Banks Paying a Fee |  | 38.46\% |  | 48.84\% |  | 56.00\% |  | 46.67\% |  | 36.36\% |
| Committee Chairman |  |  |  |  |  |  |  |  |  |  |
| Average Fee Paid | \$ | 431.00 | \$ | 344.90 | \$ | 742.29 | \$ | 537.50 | \$ | 1,253.09 |
| Median Fee Paid | \$ | 250.00 | \$ | 235.00 | \$ | 475.00 | \$ | 350.00 | \$ | 1,000.00 |
| Range - Low Fee | \$ | 50.00 | \$ | 100.00 | \$ | 100.00 | \$ | 200.00 | \$ | 250.00 |
| Range - High Fee | \$ | 1,080.00 | \$ | 1,333.00 | \$ | 2,917.00 | \$ | 2,000.00 | \$ | 5,033.33 |
| Members |  |  |  |  |  |  |  |  |  |  |
| Average Fee Paid | \$ | 280.00 | \$ | 268.95 | \$ | 566.07 | \$ | 605.56 | \$ | 891.63 |
| Median Fee Paid | \$ | 150.00 | \$ | 200.00 | \$ | 200.00 | \$ | 200.00 | \$ | 200.00 |
| Range - Low Fee | \$ | 50.00 | \$ | 100.00 | \$ | 75.00 | \$ | 150.00 | \$ | 150.00 |
| Range - High Fee | \$ | 900.00 | \$ | 833.00 | \$ | 2,500.00 | \$ | 2,000.00 | \$ | 4,366.67 |
| Attendence required to claim |  | 100.00\% |  | 100.00\% |  | 100.00\% |  | 77.78\% |  | 80.00\% |


| Investment Committee |  |  |  |  |  |  |  |  |
| :--- | ---: | ---: | ---: | ---: | ---: | ---: | ---: | ---: |
| Banks Paying No Fee |  | $76.92 \%$ | $60.47 \%$ |  | $64.00 \%$ | $53.33 \%$ | $63.64 \%$ |  |
| Banks Paying a Fee |  | $23.08 \%$ | $39.53 \%$ |  | $36.00 \%$ | $46.67 \%$ | $36.36 \%$ |  |
| Committee Chairman | $\$$ | 162.50 | $\$$ | 283.56 | $\$$ | 694.20 | $\$$ | 841.67 |
| $\quad$ Average Fee Paid | $\$$ | 162.50 | $\$$ | 235.00 | $\$$ | 235.00 | $\$$ | 235.00 |

## Annual Retainer

Banks Paying No Retainer
Banks Paying a Retainer Average Retainer Paid Median Retainer Paid Range - Low Retainer
Range - High Retainer

|  | $92.31 \%$ |  | $74.42 \%$ |  | $76.00 \%$ |  | $73.33 \%$ |  |
| ---: | ---: | ---: | ---: | ---: | ---: | ---: | ---: | ---: |
|  | $7.69 \%$ |  | $25.58 \%$ |  | $24.00 \%$ |  | $26.67 \%$ |  |
| $\$$ | 53,460 | $\$$ | 48,991 | $\$$ | 45,217 | $\$$ | 45,406 | $\$$ |
|  | 53,460 | $\$$ | 25,000 | $\$$ | 12,000 | $\$$ | 42,000 | $\$$ |
| $\$$ | 53,460 | $\$$ | 1,200 | $\$$ | 7,500 | $\$$ | 7,000 |  |
| $\$$ | 53,460 | $\$$ | 110,000 | $\$$ | 206,800 | $\$$ | 90,000 | $\$$ |

## Total Annual Director Compensation

Banks that responded to this question Of those banks:
Average Compensation
Median Compensation
Range - Minimum Compesation
Range - Maximum Compensation
46.15\%
74.42\%
84.00\%
80.00\%
81.82\%

| $\$$ | $9,186.17$ | $\$$ | $13,357.86$ | $\$$ | $24,950.12$ | $\$$ | $26,042.42$ | $\$$ | $58,918.82$ |
| :--- | ---: | ---: | ---: | ---: | ---: | ---: | ---: | ---: | ---: |
| $\$$ | $8,000.00$ | $\$$ | $11,953.00$ | $\$$ | $23,423.00$ | $\$$ | $24,150.00$ | $\$$ | $43,201.00$ |
| $\$$ | $3,060.00$ | $\$$ | $1,600.00$ | $\$$ | $3,050.00$ | $\$$ | $9,000.00$ | $\$$ | $12,888.00$ |
| $\$$ | $17,820.00$ | $\$$ | $48,000.00$ | $\$ 108,000.00$ | $\$$ | $60,000.00$ | $\$$ | $173,970.00$ |  |

## DIRECTORS' INFORMATION

SUMMARY DATA AS OF JUNE 30, 2012

```
BANK ASSET SIZE
(Million Dollars)
Under \$100 \$100-\$249 \$250-\$499 \$500-\$999 Over \$1,000
```

| Regular Board Meeting--Chairman |  |  |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: |
| No Fee | 53.85\% | 32.56\% | 40.00\% | 20.00\% | 40.91\% |
| Under \$100 | 7.69\% |  |  |  |  |
| 100-199 |  |  |  |  |  |
| 200-299 |  | 9.30\% | 4.00\% |  | 4.55\% |
| 300-399 | 23.08\% | 2.33\% |  | 6.67\% |  |
| 400-499 |  |  | 4.00\% | 6.67\% | 4.55\% |
| 500-599 |  | 18.60\% |  |  |  |
| 600-699 |  | 9.30\% | 4.00\% |  |  |
| 700-799 | 7.69\% | 2.33\% | 8.00\% |  |  |
| 800-899 |  | 2.33\% | 8.00\% | 6.67\% |  |
| 900-999 |  |  |  |  |  |
| \$1,000 and over | 7.69\% | 23.26\% | 32.00\% | 60.00\% | 50.00\% |


| Regular Board Meeting--Members |  |  |  |  |  |
| :--- | ---: | ---: | ---: | ---: | :--- |
| No Fee | $46.15 \%$ | $23.26 \%$ | $16.00 \%$ | $13.33 \%$ | $22.73 \%$ |
| Under $\$ 100$ | $7.69 \%$ |  | $4.00 \%$ |  |  |
| $100-199$ | $7.69 \%$ |  |  | $6.67 \%$ | $4.55 \%$ |
| $200-299$ |  | $9.30 \%$ |  | $6.67 \%$ |  |
| $300-399$ | $15.38 \%$ | $4.65 \%$ |  | $6.67 \%$ |  |
| $400-499$ |  | $6.98 \%$ |  |  |  |
| $500-599$ |  | $23.26 \%$ | $16.00 \%$ | $4.00 \%$ |  |
| $600-699$ |  | $4.65 \%$ | $12.00 \%$ |  |  |
| $700-799$ | $7.69 \%$ | $4.65 \%$ |  | $8.00 \%$ |  |
| $800-899$ |  |  |  |  |  |
| $900-999$ |  | $2.33 \%$ |  |  |  |
| $\$ 1,000$ and over | $15.38 \%$ | $20.93 \%$ | $40.00 \%$ | $66.67 \%$ | $68.18 \%$ |


| Audit Committee--Chairman |  |  |  |  |  |
| :--- | ---: | ---: | ---: | ---: | ---: |
| No Committee or No Fee | $69.23 \%$ | $48.84 \%$ | $36.00 \%$ | $33.33 \%$ | $13.64 \%$ |
| Under $\$ 100$ | $15.38 \%$ |  |  |  |  |
| $100-199$ | $15.38 \%$ | $16.28 \%$ | $4.00 \%$ |  |  |
| $200-299$ |  | $4.63 \%$ | $4.00 \%$ | $20.00 \%$ | $4.55 \%$ |
| $300-399$ | $4.65 \%$ | $12.00 \%$ | $13.33 \%$ | $4.55 \%$ |  |
| $400-499$ | $2.33 \%$ | $12.00 \%$ |  |  |  |
| $500-599$ | $6.98 \%$ | $8.00 \%$ | $13.33 \%$ | $18.18 \%$ |  |
| $600-699$ | $2.33 \%$ | $4.00 \%$ |  | $4.55 \%$ |  |
| $700-799$ | $4.65 \%$ |  | $6.67 \%$ |  |  |
| $800-899$ |  |  |  |  |  |
| $900-999$ |  | $2.33 \%$ | $20.00 \%$ | $13.33 \%$ | $54.55 \%$ |
| 1,000 and over |  |  |  |  |  |

## DIRECTORS' INFORMATION

SUMMARY DATA AS OF JUNE 30, 2012

```
BANK ASSET SIZE
(Million Dollars)
Under \$100 \$100-\$249 \$250-\$499 \$500-\$999 Over \$1,000
```

| Audit Committee--Members |  |  |  |  |  |
| :--- | ---: | ---: | ---: | ---: | ---: |
| No Committee or No Fee | $61.54 \%$ | $48.84 \%$ | $36.00 \%$ | $33.33 \%$ | $27.27 \%$ |
| Under $\$ 100$ | $15.38 \%$ |  |  |  |  |
| $100-199$ | $7.69 \%$ | $16.28 \%$ | $12.00 \%$ | $6.67 \%$ |  |
| $200-299$ | $15.38 \%$ | $13.95 \%$ | $16.00 \%$ | $20.00 \%$ | $9.09 \%$ |
| $300-399$ |  | $11.63 \%$ | $4.00 \%$ | $13.33 \%$ | $4.55 \%$ |
| $400-499$ |  | $8.00 \%$ |  | $4.55 \%$ |  |
| $500-599$ | $6.98 \%$ | $8.00 \%$ | $13.33 \%$ | $13.64 \%$ |  |
| $600-699$ |  |  | $4.00 \%$ |  | $9.09 \%$ |
| $700-799$ | $2.33 \%$ |  |  |  |  |
| $800-899$ |  |  |  |  |  |
| $900-999$ |  |  | $12.00 \%$ | $13.33 \%$ | $31.82 \%$ |
| 1,000 and over |  |  |  |  |  |


| Compensation Committee--Chairman |  |  |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: |
| No Committee or No Fee | 84.62\% | 58.14\% | 44.00\% | 33.33\% | 36.36\% |
| Under \$100 | 7.69\% |  |  |  |  |
| 100-199 |  | 18.60\% | 4.00\% |  | 4.55\% |
| 200-299 | 7.69\% | 4.65\% | 12.00\% | 26.67\% | 4.55\% |
| 300-399 |  | 4.65\% | 8.00\% | 6.67\% | 9.09\% |
| 400-499 |  | 2.33\% | 8.00\% | 6.67\% |  |
| 500-599 |  | 4.65\% | 8.00\% | 6.67\% | 4.55\% |
| 600-699 |  | 2.33\% | 8.00\% | 6.67\% | 4.55\% |
| 700-799 |  | 4.65\% |  |  | 4.55\% |
| 800-899 |  |  |  |  | 4.55\% |
| 900-999 |  |  |  |  |  |
| \$1,000 and over |  |  | 8.00\% | 13.33\% | 27.27\% |
|  |  |  |  |  | 100\% |
| Compensation Committee--Members |  |  |  |  |  |
| No Committee or No Fee | 84.62\% | 60.47\% | 44.00\% | 33.33\% | 40.91\% |
| Under \$100 | 7.69\% |  |  |  |  |
| 100-199 |  | 16.28\% | 20.00\% | 6.67\% | 9.09\% |
| 200-299 | 7.69\% | 6.98\% | 8.00\% | 20.00\% | 4.55\% |
| 300-399 |  | 11.63\% | 4.00\% | 13.33\% | 4.55\% |
| 400-499 |  |  | 8.00\% | 6.67\% | 4.55\% |
| 500-599 |  | 2.33\% | 4.00\% | 6.67\% | 13.64\% |
| 600-699 |  | 2.33\% | 4.00\% |  | 4.55\% |
| 700-799 |  |  |  |  |  |
| 800-899 |  |  |  |  |  |
| 900-999 |  |  |  |  |  |
| \$1,000 and over |  |  | 8.00\% | 13.33\% | 18.18\% |

## DIRECTORS' INFORMATION

SUMMARY DATA AS OF JUNE 30, 2012

```
BANK ASSET SIZE
(Million Dollars)
Under \$100 \$100-\$249 \$250-\$499 \$500-\$999 Over \$1,000
```

| Credit Committee--Chairman |  |  |  |  |  |
| :--- | :---: | ---: | ---: | ---: | ---: |
| No Committee or No Fee | $61.54 \%$ | $53.49 \%$ | $44.00 \%$ | $46.67 \%$ | $50.00 \%$ |
| Under $\$ 100$ | $15.38 \%$ |  |  |  |  |
| $100-199$ | $7.69 \%$ | $11.63 \%$ | $8.00 \%$ |  |  |
| $200-299$ |  | $6.95 \%$ | $4.00 \%$ | $20.00 \%$ | $4.55 \%$ |
| $300-399$ |  | $4.65 \%$ | $8.00 \%$ | $13.33 \%$ |  |
| $400-499$ |  | $2.33 \%$ | $12.00 \%$ | $6.67 \%$ |  |
| $500-599$ |  | $2.33 \%$ | $4.00 \%$ | $6.67 \%$ | $4.55 \%$ |
| $600-699$ | $7.69 \%$ | $2.33 \%$ |  |  | $4.55 \%$ |
| $700-799$ |  |  |  |  |  |
| $800-899$ |  |  |  |  |  |
| $900-999$ | $7.69 \%$ | $2.33 \%$ | $12.00 \%$ | $6.67 \%$ | $27.27 \%$ |
| 1,000 and over |  |  |  |  |  |


| Credit Committee--Members |  |  |  |  |  |
| :--- | ---: | ---: | ---: | ---: | ---: |
| No Committee or No Fee | $61.54 \%$ | $51.16 \%$ | $44.00 \%$ | $40.00 \%$ | $54.55 \%$ |
| Under $\$ 100$ | $15.38 \%$ |  | $4.00 \%$ |  |  |
| $100-199$ | $7.69 \%$ | $13.95 \%$ | $8.00 \%$ | $6.67 \%$ | $4.55 \%$ |
| $200-299$ | $7.69 \%$ | $18.60 \%$ | $8.00 \%$ | $26.67 \%$ | $4.55 \%$ |
| $300-399$ |  | $6.98 \%$ | $8.00 \%$ |  | $4.55 \%$ |
| $400-499$ |  | $2.33 \%$ | $8.00 \%$ | $6.67 \%$ | $13.64 \%$ |
| $500-599$ |  | $4.65 \%$ | $8.00 \%$ | $6.67 \%$ | $9.09 \%$ |
| $600-699$ |  |  | $4.00 \%$ |  |  |
| $700-799$ |  | $2.33 \%$ |  |  |  |
| $800-899$ |  |  | $8.00 \%$ | $13.33 \%$ | $9.09 \%$ |
| $900-999$ | $7.69 \%$ |  |  |  |  |


| Investment Committee--Chairman |  |  |  |  |  |
| :--- | ---: | ---: | ---: | ---: | ---: |
| No Committee or No Fee | $84.62 \%$ | $62.79 \%$ | $60.00 \%$ | $60.00 \%$ | $54.55 \%$ |
| Under $\$ 100$ | $7.69 \%$ |  |  |  |  |
| $100-199$ | $7.69 \%$ | $11.63 \%$ | $12.00 \%$ |  |  |
| $200-299$ | $9.30 \%$ | $8.00 \%$ | $13.33 \%$ | $4.55 \%$ |  |
| $300-399$ |  | $4.65 \%$ |  | $13.33 \%$ |  |
| $400-499$ | $4.65 \%$ |  |  |  |  |
| $500-599$ | $4.65 \%$ | $8.00 \%$ |  |  |  |
| $600-699$ | $2.33 \%$ | $4.00 \%$ |  | $4.55 \%$ |  |
| $700-799$ |  |  |  | $4.55 \%$ |  |
| $800-899$ |  |  |  | $4.55 \%$ |  |
| $900-999$ |  |  | $8.00 \%$ | $13.33 \%$ | $22.73 \%$ |
| 1,000 and over |  |  |  |  |  |

## DIRECTORS' INFORMATION

SUMMARY DATA AS OF JUNE 30, 2012

```
BANK ASSET SIZE
(Million Dollars)
Under \(\$ 100 \quad \$ 100-\$ 249 \quad \$ 250-\$ 499 \quad \$ 500-\$ 999 \quad\) Over \(\$ 1,000\)
```

| Investment Committee--Members |  |  |  |  |  |
| :--- | ---: | ---: | ---: | ---: | ---: |
| No Committee or No Fee | $76.92 \%$ | $60.47 \%$ | $64.00 \%$ | $53.33 \%$ | $63.64 \%$ |
| Under $\$ 100$ | $7.69 \%$ |  | $4.00 \%$ |  |  |
| $100-199$ | $7.69 \%$ | $9.30 \%$ | $12.00 \%$ | $6.67 \%$ |  |
| $200-299$ | $7.69 \%$ | $16.28 \%$ | $4.00 \%$ | $13.33 \%$ | $4.55 \%$ |
| $300-399$ |  | $9.30 \%$ |  | $13.33 \%$ | $4.55 \%$ |
| $400-499$ |  |  |  | $4.55 \%$ |  |
| $500-599$ | $4.65 \%$ | $4.00 \%$ |  | $9.09 \%$ |  |
| $600-699$ |  | $4.00 \%$ |  | $4.55 \%$ |  |
| $700-799$ |  |  |  |  |  |
| $800-899$ |  |  | $8.00 \%$ | $13.33 \%$ | $9.09 \%$ |
| $900-999$ |  |  |  |  |  |
| 1,000 and over |  |  |  |  |  |




[^0]:    * May add to more than $100 \%$ due to multiple choices

[^1]:    * May add to more than $100 \%$ due to multiple choices

[^2]:    * May add to more than $100 \%$ due to multiple choices

