

**State of California
Department of Business Oversight**



***37th Annual
Executive Officer and Director
Compensation Survey***

As of June 30, 2014

CHIEF EXECUTIVE OFFICER
SUMMARY DATA AS OF JUNE 30, 2014

BANK ASSET SIZE
(In millions)

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

Participating Banks	4	32	17	13	23
Average Assets (000)	\$81,049	\$167,072	\$424,345	\$660,894	\$8,982,689
Median Assets (000)	\$80,259	\$168,591	\$439,000	\$615,305	\$2,481,819
Number of Filled Positions	4	32	17	13	23
Average Base Salary	\$170,111	\$218,795	\$261,027	\$284,744	\$566,986
Percent Receiving a Bonus	75.00%	59.38%	76.47%	92.31%	86.96%
Average Bonus	\$47,216	\$49,567	\$82,820	\$115,127	\$594,297
Bonus*: Tied to Profits	66.67%	52.63%	53.85%	66.67%	65.00%
Tied to Salary		26.32%	38.46%	75.00%	55.00%
Tied to Risk Measures	33.33%	21.05%	46.15%	41.67%	55.00%
Tied to Other		47.37%	61.54%	66.67%	70.00%
Signing Bonus Paid		3.13%		7.69%	4.35%
Average Signing Bonus		\$32,000		\$7,500	\$150,000
Percent under Contract	50.00%	62.50%	64.71%	69.23%	65.22%
Stock Options as a % of Total Outstanding Shares:					
None	75.00%	28.13%	23.53%	38.46%	34.78%
To 2.49%		34.38%	47.06%	53.85%	26.09%
2.50% to 4.99%	25.00%	21.88%	23.53%		13.04%
5.00% to 7.49%		12.50%	5.88%	7.69%	4.35%
7.50% to 9.99%					4.35%
10.00% and over		3.13%			17.39%
Options qualified under IRC 422	25.00%	59.38%	76.47%	46.15%	60.87%
Benefits:					
Auto*: None		3.13%	11.76%		
Monthly Allowance	25.00%	53.13%	58.82%	30.77%	56.52%
Mileage		6.25%	11.76%	7.69%	13.04%
Other	50.00%	34.38%	23.53%	46.15%	47.83%
Country club dues paid	25.00%	54.84%	75.00%	46.15%	77.27%
Formal Profit Sharing		3.13%	5.88%	15.38%	13.04%
Qualified E.S.O.P.	25.00%	56.25%	64.71%	30.77%	34.78%
Non-qualified E.S.O.P.		15.63%	17.65%	38.46%	34.78%
Pension/401K	75.00%	90.63%	88.24%	100.00%	91.30%
Non-qualified pension plan	25.00%	15.63%	23.53%	46.15%	47.83%
Severance package	25.00%	25.00%	5.88%		
Restricted stock	25.00%	25.00%	29.41%	46.15%	60.87%
Restricted stock options	25.00%	3.13%	5.88%	30.77%	8.70%
Phantom stock options					13.04%
Stock appreciation rights	25.00%	3.13%		7.69%	
Other	50.00%	15.63%		38.46%	17.39%
If the officer receives incentive compensation, please indicate what measures the bank has taken to balance risk and financial results					
Risk adjustment of awards	25.00%	21.88%	35.29%	46.15%	47.83%
Deferral of payments (clawback)	25.00%	15.63%	17.65%	38.46%	26.09%
Longer performance periods	25.00%	9.38%	23.53%	7.69%	43.48%
Reduced sensitivity to short term performance		12.50%	5.88%	15.38%	26.09%
Other		12.50%	17.65%	7.69%	21.74%
What measures the bank has taken to balance risk and financial results for other officers in a revenue producing capacity					
Risk adjustment of awards		15.63%	23.53%	38.46%	43.48%
Deferral of payments (clawback)		21.88%	11.76%	46.15%	39.13%
Longer performance periods	25.00%	21.88%	29.41%	15.38%	43.48%
Reduced sensitivity to short term performance		15.63%	5.88%	7.69%	21.74%
Other		6.25%	17.65%	15.38%	13.04%

* May add to more than 100% due to multiple choices

CHIEF EXECUTIVE OFFICER
SUMMARY DATA AS OF JUNE 30, 2014

BASE ANNUAL SALARY
(in Thousands)

BANK ASSET SIZE
(Million Dollars)

	Under \$100	\$100 - \$249	\$250 - \$499	\$500 - \$999	Over \$1,000	TOTAL
Under \$100	25.00%					1.12%
100 - 109						
110 - 119						
120 - 129			5.88%			1.12%
130 - 139		3.13%				1.12%
140 - 149						
150 - 159			5.88%			1.12%
160 - 169		6.25%				2.25%
170 - 179		6.25%				2.25%
180 - 189		9.38%				3.37%
190 - 199		3.13%				1.12%
200 - 209		12.50%		7.69%		5.62%
210 - 219	25.00%	3.13%	5.88%			3.37%
220 - 229	50.00%	21.88%				10.11%
230 - 239		3.13%	11.76%	7.69%		4.49%
240 - 249		6.25%	5.88%	7.69%		4.49%
250 - 259		9.38%	5.88%			4.49%
260 - 269		3.13%	5.88%	15.38%		4.49%
270 - 279		6.25%	17.65%	7.69%		6.74%
280 - 289		3.13%	11.76%	7.69%		4.49%
290 - 299		3.13%				1.12%
300 - 309			5.88%	15.38%		3.37%
310 - 319				7.69%	8.70%	3.37%
320 - 329			5.88%	7.69%	4.35%	3.37%
330 - 339				7.69%		1.12%
340 - 349						
350 - 359			11.76%			2.25%
360 - 369				7.69%		1.12%
370 - 379					8.70%	2.25%
380 - 389						
390 - 399						
400 - 499					34.78%	8.99%
500 - 599					13.04%	3.37%
600 - 699					4.35%	1.12%
700 - 799					8.70%	2.25%
800 - 899					8.70%	2.25%
900 - 999					8.70%	2.25%
\$1 million and over						
Total positions	4	32	17	13	23	89
Average base salary	\$170,111	\$218,795	\$261,027	\$284,744	\$566,986	
Median salary	\$221,723	\$225,000	\$270,000	\$280,000	\$475,000	
Salary Low Range:	\$12,000	\$136,500	\$125,870	\$210,000	\$314,000	
Salary High Range:	\$225,000	\$295,000	\$356,580	\$360,000	\$1,250,000	

CHIEF EXECUTIVE OFFICER
SUMMARY DATA AS OF JUNE 30, 2014

	Region I Northern California	Region II Bay Area	Region III LA/Orange	Region IV Southern California
Participating Banks	26	21	32	11
Average Assets (000)	\$461,247	\$6,448,979	\$2,641,541	\$234,230
Median Assets (000)	\$395,998	\$442,839	\$647,199	\$192,769
Number of Filled Positions	26	21	32	11
Average Base Salary	\$253,069	\$362,868	\$392,403	\$224,333
Median Salary	\$255,000	\$277,500	\$325,000	\$225,000
Percent Receiving a Bonus	76.92%	66.67%	81.25%	72.73%
Average Bonus	\$98,639	\$429,788	\$281,662	
Bonus*: Tied to Profits	60.00%	42.86%	61.54%	75.00%
Tied to Salary	40.00%	42.86%	42.31%	62.50%
Tied to Risk Measures	40.00%	35.71%	38.46%	50.00%
Tied to Other	75.00%	35.71%	61.54%	50.00%
Signing Bonus Paid	7.69%	4.76%		
Average Signing Bonus	\$19,750	\$150,000		
Percent under Contract	69.23%	57.14%	68.75%	45.45%
Stock Options as a % of Total Outstanding Shares:				
None	30.77%	33.33%	37.50%	27.27%
To 2.49%	46.15%	38.10%	28.13%	27.27%
2.50% to 4.99%	11.54%	23.81%	6.25%	45.45%
5.00% to 7.49%	3.85%		18.75%	
7.50% to 9.99%			3.13%	
10.00% and over	7.69%	4.76%	6.25%	
Options qualified under IRC 422	50.00%	42.86%	37.50%	81.82%
Benefits:				
Auto*: None		4.76%	3.13%	9.09%
Monthly Allowance	53.85%	52.38%	50.00%	45.45%
Mileage	11.54%	9.52%	9.38%	
Other	30.77%	23.81%	50.00%	45.45%
Country club dues paid	76.92%	61.90%	46.88%	54.55%
Formal Profit Sharing	11.54%	4.76%	9.38%	
Qualified E.S.O.P.	42.31%	47.62%	43.75%	63.64%
Non-qualified E.S.O.P.	19.23%	14.29%	28.13%	36.36%
Pension/401K	88.46%	85.71%	93.75%	90.91%
Non-qualified pension plan	50.00%	33.33%	18.75%	9.09%
Severance package	50.00%	57.14%	50.00%	54.55%
Restricted stock	23.08%	42.86%	40.63%	54.55%
Restricted stock options	7.69%	9.52%	12.50%	9.09%
Phantom stock options		14.29%		
Stock appreciation rights	3.85%			18.18%
Other	26.92%	14.29%	9.38%	27.27%
If the officer receives incentive compensation, please indicate what measures the bank has taken to balance risk and financial results:				
Risk adjustment of awards	38.46%	33.33%	28.13%	45.45%
Deferral of payments (clawback)	30.77%	23.81%	12.50%	27.27%
Longer performance periods	11.54%	28.57%	25.00%	18.18%
Reduced sensitivity to short term performance	15.38%	9.52%	15.63%	18.18%
Other	15.38%	14.29%	12.50%	18.18%
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	23.08%	38.10%	21.88%	27.27%
Deferral of payments (clawback)	34.62%	38.10%	18.75%	9.09%
Longer performance periods	23.08%	28.57%	37.50%	9.09%
Reduced sensitivity to short term performance	19.23%	9.52%	12.50%	9.09%
Other	7.69%	19.05%	6.25%	18.18%

CHIEF FINANCIAL OFFICER
SUMMARY DATA AS OF JUNE 30, 2014

BANK ASSET SIZE
(In millions)

	Under \$100	\$100 - \$249	\$250 - \$499	\$500 - \$999	Over \$1,000
Participating Banks	4	32	17	13	23
Average Assets (000)	81,049	167,072	424,345	660,894	8,982,689
Median Assets (000)	80,259	168,591	439,000	615,305	2,481,819
Number of Filled Positions	4	31	17	13	22
Average Base Salary	\$119,725	\$153,765	\$178,514	\$178,043	\$305,958
Percent Receiving a Bonus	50.00%	64.52%	82.35%	100.00%	95.45%
Average Bonus	\$40,079	\$20,675	\$35,509	\$46,610	\$180,949
Bonus*: Tied to Profits	100.00%	45.00%	50.00%	61.54%	57.14%
Tied to Salary		25.00%	42.86%	76.92%	57.14%
Tied to Risk Measures	50.00%	20.00%	50.00%	30.77%	42.86%
Tied to Other		55.00%	64.29%	53.85%	61.90%
Signing Bonus Paid			5.88%	7.69%	9.09%
Average Signing Bonus			\$20,000	\$10,000	\$76,250
Percent under Contract	25.00%	45.16%	23.53%	38.46%	68.18%
Stock Options as a % of Total Outstanding Shares:					
None	75.00%	29.03%	17.65%	38.46%	45.45%
To 2.49%	25.00%	67.74%	82.35%	53.85%	36.36%
2.50% to 4.99%				7.69%	4.55%
5.00% to 7.49%					4.55%
7.50% to 9.99%					
10.00% and over		3.23%			9.09%
Options qualified under IRC 422	25.00%	61.29%	76.47%	46.15%	54.55%
Benefits:					
Auto*: None		9.68%	29.41%	15.38%	4.55%
Monthly Allowance	50.00%	51.61%	47.06%	38.46%	68.18%
Mileage		25.81%	5.88%	23.08%	18.18%
Other	25.00%	9.68%	11.76%	7.69%	18.18%
Country club dues paid	25.00%	9.68%	18.75%	66.67%	40.00%
Formal Profit Sharing		3.23%		15.38%	13.64%
Qualified E.S.O.P.	25.00%	58.06%	64.71%	30.77%	27.27%
Non-qualified E.S.O.P.		9.68%	11.76%	30.77%	31.82%
Pension/401K	75.00%	90.32%	88.24%	100.00%	90.91%
Non-qualified pension plan		12.90%	23.53%	38.46%	45.45%
Severance package	25.00%	25.81%	5.88%		
Restricted stock	25.00%	22.58%	29.41%	38.46%	54.55%
Restricted stock options	25.00%	3.23%	5.88%	30.77%	4.55%
Phantom stock options					9.09%
Stock appreciation rights	25.00%	3.23%		7.69%	
Other	50.00%	12.90%		30.77%	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	25.00%	22.58%	35.29%	46.15%	45.45%
Deferral of payments (clawback)	25.00%	9.68%	17.65%	38.46%	31.82%
Longer performance periods	25.00%	9.68%	23.53%	15.38%	40.91%
Reduced sensitivity to short term performance		12.90%	5.88%	15.38%	27.27%
Other		12.90%	17.65%		22.73%

* May add to more than 100% due to multiple choices

CHIEF FINANCIAL OFFICER
SUMMARY DATA AS OF JUNE 30, 2014

BASE ANNUAL SALARY
(in Thousands)

BANK ASSET SIZE
(Million Dollars)

	Under \$100	\$100 - \$249	\$250 - \$499	\$500 - \$999	Over \$1,000	TOTAL
Under \$100	25.00%	3.23%				2.30%
100 - 109		6.45%				2.30%
110 - 119		3.23%				1.15%
120 - 129		3.23%	5.88%			2.30%
130 - 139	50.00%	6.45%	5.88%			5.75%
140 - 149	25.00%	12.90%		7.69%		6.90%
150 - 159		19.35%		15.38%		9.20%
160 - 169		9.68%	17.65%	23.08%		10.34%
170 - 179		16.13%	17.65%	15.38%		11.49%
180 - 189		12.90%	17.65%	15.38%		10.34%
190 - 199		6.45%	5.88%	7.69%	4.55%	5.75%
200 - 209			17.65%			3.45%
210 - 219			11.76%	7.69%	9.09%	5.75%
220 - 229					9.09%	2.30%
230 - 239						
240 - 249					13.64%	3.45%
250 - 259				7.69%		1.15%
260 - 269					13.64%	3.45%
270 - 279						
280 - 289						
290 - 299					9.09%	2.30%
300 - 309					4.55%	1.15%
310 - 319					9.09%	2.30%
320 - 329					4.55%	1.15%
330 - 339					4.55%	1.15%
340 - 349						
350 - 359						
360 - 369						
370 - 379						
380 - 389						
390 - 399					4.55%	1.15%
400 - 409						
410 - 419						
420 - 429						
430 - 439						
440 - 449						
450 - 459					4.55%	1.15%
460 - 469						
470 - 479						
480 - 489						
490 - 499						
500 and over					9.09%	2.30%
Total positions	4	31	17	13	22	87
Average base salary	\$119,725	\$153,765	\$178,514	\$178,043	\$305,958	
Median salary	\$133,225	\$156,818	\$180,000	\$171,000	\$278,411	
Salary Low Range:	\$72,450	\$96,400	\$120,715	\$145,000	\$197,000	
Salary High Range:	\$140,000	\$191,952	\$217,999	\$250,000	\$600,000	

CHIEF FINANCIAL OFFICER
SUMMARY DATA AS OF JUNE 30, 2014

	Region I Northern California	Region II Bay Area	Region III LA/Orange	Region IV Southern California
Participating Banks	26	21	32	11
Average Assets (000)	\$461,247	\$6,448,979	\$2,641,541	\$234,230
Median Assets (000)	\$395,998	\$442,839	\$647,199	\$192,769
Number of Filled Positions	26	21	30	11
Average Base Salary	\$172,531	\$214,214	\$230,498	\$149,181
Median Salary	\$170,395	\$183,875	\$190,150	\$160,000
Percent Receiving a Bonus	84.62%	71.43%	81.25%	72.73%
Average Bonus	\$39,040	\$142,486	\$89,604	\$26,655
Bonus*: Tied to Profits	54.55%	40.00%	53.85%	75.00%
Tied to Salary	31.82%	46.67%	53.85%	62.50%
Tied to Risk Measures	31.82%	46.67%	30.77%	50.00%
Tied to Other	68.18%	40.00%	57.69%	50.00%
Signing Bonus Paid	7.69%	9.52%		
Average Signing Bonus	\$6,250	\$85,000		
Percent under Contract	46.15%	38.10%	30.00%	36.36%
Stock Options as a % of Total Outstanding Shares:				
None	26.92%	42.86%	40.00%	27.27%
To 2.49%	69.23%	52.38%	46.67%	72.73%
2.50% to 4.99%			6.67%	
5.00% to 7.49%			3.33%	
7.50% to 9.99%				
10.00% and over	3.85%	4.76%	3.33%	
Options qualified under IRC 422	50.00%	42.86%	60.00%	81.82%
Benefits:				
Auto*: None	7.69%	9.52%	16.67%	18.18%
Monthly Allowance	53.85%	52.38%	56.67%	36.36%
Mileage	23.08%	9.52%	20.00%	18.18%
Other	7.69%	9.52%	13.33%	27.27%
Country club dues paid	30.77%	23.81%	13.33%	9.09%
Formal Profit Sharing	11.54%	4.76%	6.67%	
Qualified E.S.O.P.	42.31%	42.86%	43.33%	63.64%
Non-qualified E.S.O.P.	15.38%	9.52%	23.33%	27.27%
Pension/401K	88.46%	85.71%	93.33%	90.91%
Non-qualified pension plan	38.46%	33.33%	16.67%	9.09%
Severance package	34.62%	47.62%	36.67%	36.36%
Restricted stock	19.23%	42.86%	33.33%	54.55%
Restricted stock options	7.69%	9.52%	10.00%	9.09%
Phantom stock options		9.52%		
Stock appreciation rights	3.85%			18.18%
Other	19.23%	14.29%	10.00%	27.27%
If the officer receives incentive compensation, please indicate what measures the bank has taken to balance risk and financial results:				
Risk adjustment of awards	38.46%	33.33%	26.67%	45.45%
Deferral of payments (clawback)	26.92%	28.57%	10.00%	27.27%
Longer performance periods	11.54%	23.81%	30.00%	18.18%
Reduced sensitivity to short term performance	15.38%	9.52%	16.67%	18.18%
Other	11.54%	14.29%	13.33%	18.18%

SENIOR LOAN OFFICER
SUMMARY DATA AS OF JUNE 30, 2014

BANK ASSET SIZE
(In millions)

	Under \$100	\$100 - \$249	\$250 - \$499	\$500 - \$999	Over \$1,000
Participating Banks	4	32	17	13	23
Average Assets (000)	81,049	167,072	424,345	660,894	8,982,689
Median Assets (000)	80,259	168,591	439,000	615,305	2,481,819
Number of Filled Positions	3	31	16	13	22
Average Base Salary	\$137,882	\$158,183	\$178,230	\$180,623	\$292,158
Percent Receiving a Bonus	100.00%	61.29%	87.50%	84.62%	81.82%
Average Bonus	\$55,386	\$25,857	\$32,333	\$44,692	\$186,633
Bonus*: Tied to Profits	33.33%	42.11%	42.86%	54.55%	61.11%
Tied to Salary		21.05%	35.71%	72.73%	50.00%
Tied to Risk Measures	33.33%	21.05%	42.86%	36.36%	55.56%
Tied to Other		57.89%	64.29%	45.45%	77.78%
Signing Bonus Paid		9.68%	12.50%	7.69%	22.73%
Average Signing Bonus		\$10,000	\$22,500	\$65,000	\$117,664
Percent under Contract	33.33%	51.61%	25.00%	30.77%	31.82%
Stock Options as a % of Total Outstanding Shares:					
None	100.00%	29.03%	31.25%	46.15%	31.82%
To 2.49%		64.52%	62.50%	53.85%	45.45%
2.50% to 4.99%		3.23%	6.25%		4.55%
5.00% to 7.49%					4.55%
7.50% to 9.99%					
10.00% and over		3.23%			13.64%
Options qualified under IRC 422		58.06%	68.75%	46.15%	59.09%
Benefits:					
Auto*: Provided		6.45%	25.00%	7.69%	
Monthly Allowance		70.97%	56.25%	38.46%	77.27%
Mileage		9.68%	12.50%	23.08%	18.18%
Other	66.67%	12.90%	6.25%	15.38%	18.18%
Country club dues paid	50.00%	12.90%	31.25%	44.44%	53.33%
Formal Profit Sharing		3.23%	6.25%	15.38%	13.64%
Qualified E.S.O.P.		61.29%	50.00%	30.77%	31.82%
Non-qualified E.S.O.P.		9.68%	6.25%	30.77%	36.36%
Pension/401K	66.67%	90.32%	87.50%	100.00%	90.91%
Non-qualified pension plan		12.90%	18.75%	38.46%	45.45%
Severance package	33.33%	25.81%	6.25%		
Restricted stock		19.35%	25.00%	46.15%	54.55%
Restricted stock options		6.45%	12.50%	15.38%	9.09%
Phantom stock options		3.23%			9.09%
Stock appreciation rights				7.69%	
Other	33.33%	9.68%		30.77%	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		16.13%	31.25%	46.15%	50.00%
Deferral of payments (clawback)		6.45%	18.75%	38.46%	27.27%
Longer performance periods	33.33%	9.68%	18.75%	15.38%	31.82%
Reduced sensitivity to short term performance		12.90%		15.38%	22.73%
Other		16.13%	18.75%		18.18%

* May add to more than 100% due to multiple choices

SENIOR LOAN OFFICER
SUMMARY DATA AS OF JUNE 30, 2014

BASE ANNUAL SALARY
(in Thousands)

BANK ASSET SIZE
(Million Dollars)

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

Under \$100						
100 - 109						
110 - 119	33.33%	3.23%				2.35%
120 - 129		6.45%	6.25%			3.53%
130 - 139	33.33%	9.68%				4.71%
140 - 149		19.35%	6.25%	15.38%		10.59%
150 - 159		9.68%				3.53%
160 - 169	33.33%	12.90%	31.25%	15.38%		14.12%
170 - 179		16.13%	12.50%	38.46%		14.12%
180 - 189		16.13%	18.75%			9.41%
190 - 199			12.50%		4.55%	3.53%
200 - 209		6.45%	12.50%	7.69%		5.88%
210 - 219				7.69%	9.09%	3.53%
220 - 229				15.38%	9.09%	4.71%
230 - 239					4.55%	1.18%
240 - 249					13.64%	3.53%
250 - 259					9.09%	2.35%
260 - 269					4.55%	1.18%
270 - 279					4.55%	1.18%
280 - 289						
290 - 299					4.55%	1.18%
300 - 309					13.64%	3.53%
310 - 319						
320 - 329						
330 - 339						
340 - 349						
350 - 359					4.55%	1.18%
360 - 369						
370 - 379						
380 - 389						
390 - 399						
400 - 409						
410 - 419					4.55%	1.18%
420 - 429					4.55%	1.18%
430 - 439						
440 - 449						
450 - 459					4.55%	1.18%
460 - 469						
470 - 479						
480 - 489						
490 - 499						
500 and over					4.55%	

Total Positions	3	31	16	13	22	85
Average Salary	\$137,882	\$158,183	\$178,230	\$180,623	\$292,158	
Median salary	\$135,312	\$160,000	\$170,000	\$171,000	\$261,750	
Salary Low Range:	\$110,687	\$111,000	\$122,465	\$145,000	\$197,000	
Salary High Range:	\$137,882	\$200,000	\$272,551	\$225,000	\$500,000	

SENIOR LOAN OFFICER
SUMMARY DATA AS OF JUNE 30, 2014

	Region I Northern California	Region II Bay Area	Region III LA/Orange	Region IV Southern California
Participating Banks	26	21	32	11
Average Assets (000)	\$461,247	\$6,448,979	\$2,641,541	\$234,230
Median Assets (000)	\$395,998	\$442,839	\$647,199	\$192,769
Number of Filled Positions	26	21	31	8
Average Base Salary	\$166,823	\$219,291	\$225,188	\$155,063
Median Salary	\$166,824	\$196,850	\$200,000	\$150,000
Percent Receiving a Bonus	80.77%	71.43%	78.13%	45.45%
Average Bonus	\$34,291	\$142,114	\$83,068	\$34,938
Bonus*: Tied to Profits	47.62%	40.00%	48.00%	80.00%
Tied to Salary	23.81%	40.00%	48.00%	60.00%
Tied to Risk Measures	33.33%	40.00%	36.00%	60.00%
Tied to Other	66.67%	53.33%	60.00%	60.00%
Signing Bonus Paid	11.54%	19.05%	9.68%	12.50%
Average Signing Bonus	\$35,000	\$41,125	\$152,774	\$32,000
Percent under Contract	50.00%	38.10%	25.81%	37.50%
Stock Options as a % of Total Outstanding Shares:				
None	38.46%	33.33%	32.26%	50.00%
To 2.49%	53.85%	61.90%	51.61%	50.00%
2.50% to 4.99%	3.85%		6.45%	
5.00% to 7.49%			3.23%	
7.50% to 9.99%				
10.00% and over	3.85%	4.76%	6.45%	
Options qualified under IRC 422	46.15%	47.62%	61.29%	62.50%
Benefits:				
Auto*: Provided	7.69%	4.76%	9.68%	12.50%
Monthly Allowance	61.54%	57.14%	64.52%	62.50%
Mileage	11.54%	9.52%	19.35%	12.50%
Other	11.54%	19.05%	16.13%	12.50%
Country club dues paid	42.31%	33.33%	12.90%	12.50%
Formal Profit Sharing	11.54%	4.76%	6.45%	
Qualified E.S.O.P.	42.31%	47.62%	41.94%	50.00%
Non-qualified E.S.O.P.	15.38%	9.52%	25.81%	25.00%
Pension/401K	84.62%	85.71%	93.55%	100.00%
Non-qualified pension plan	34.62%	33.33%	16.13%	12.50%
Severance package	38.46%	42.86%	32.26%	50.00%
Restricted stock	23.08%	42.86%	32.26%	37.50%
Restricted stock options	11.54%	4.76%	9.68%	12.50%
Phantom stock options		14.29%		
Stock appreciation rights	3.85%			
Other	19.23%	14.29%	9.68%	12.50%
If the officer receives incentive compensation, please indicate what measures the bank has taken to balance risk and financial results				
Risk adjustment of awards	34.62%	33.33%	29.03%	25.00%
Deferral of payments (clawback)	23.08%	28.57%	6.45%	25.00%
Longer performance periods	11.54%	19.05%	25.81%	12.50%
Reduced sensitivity to short term performance	15.38%	9.52%	12.90%	12.50%
Other	15.38%	14.29%	9.68%	25.00%

DEMOGRAPHIC DATA
SUMMARY DATA AS OF JUNE 30, 2014

BANK ASSET SIZE
(In millions)

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

Participating Banks	4	32	17	13	23
Average Assets (000)	81,049	167,072	424,345	660,894	8,982,689
Median Assets (000)	80,259	168,591	439,000	615,305	2,481,819

Chief Executive Officer

Number of Filled Positions	4	32	17	13	23
<u>Ethnic Category</u>					
Asian or Pacific Islander	25.00%	18.75%	23.53%	23.08%	26.09%
Black or African American		3.13%			
Caucasian	75.00%	71.88%	70.59%	61.54%	73.91%
Hispanic					
Multi-Racial					
Decline to state/No answer		6.25%	5.88%	15.38%	
<u>Gender</u>					
Female	25.00%	12.50%	11.76%	15.38%	4.35%
Male	75.00%	84.38%	82.35%	76.92%	95.65%
Decline to state/No answer		3.13%	5.88%	7.69%	
Average age	64.25	58.37	59.44	58.45	59.00

Chief Financial Officer

Number of Filled Positions	4	31	17	13	22
<u>Ethnic Category</u>					
Asian or Pacific Islander	25.00%	9.68%	23.53%	23.08%	31.82%
Black or African American					
Caucasian	75.00%	80.65%	70.59%	61.54%	59.09%
Hispanic					9.09%
Multi-Racial					
Decline to state/No answer		9.68%	5.88%	15.38%	
<u>Gender</u>					
Female	50.00%	35.48%	17.65%	15.38%	13.64%
Male	50.00%	61.29%	76.47%	76.92%	86.36%
Decline to state/No answer		3.23%	5.88%	7.69%	
Average age	59.75	54.14	55.19	51.45	55.18

Senior Lending Officer

Number of Filled Positions	3	31	16	13	22
<u>Ethnic Category</u>					
Asian or Pacific Islander	66.67%	6.45%	25.00%	23.08%	22.73%
Black or African American				7.69%	
Caucasian	33.33%	83.87%	68.75%	38.46%	72.73%
Hispanic		6.45%		15.38%	4.55%
Multi-Racial					
Decline to state/No answer		9.68%	6.25%	15.38%	
<u>Gender</u>					
Female		9.68%	12.50%		
Male	100.00%	90.32%	81.25%	92.31%	100.00%
Decline to state/No answer			6.25%	7.69%	
Average age	50.33	56.20	57.27	58.09	54.91

DIRECTORS' INFORMATION
SUMMARY DATA AS OF JUNE 30, 2014

	BANK ASSET SIZE (Million Dollars)				
	Under \$100	\$100 - \$249	\$250 - \$499	\$500 - \$999	Over \$1,000
Participating Banks	4	32	17	13	23
Average Assets (000)	\$ 81,049	\$ 167,072	\$ 424,345	\$ 660,894	\$ 8,982,689
Median Assets (000)	\$ 80,259	\$ 168,591	\$ 439,000	\$ 615,305	\$ 2,481,819
Average Number of Directors	8.00	8.52	8.47	9.54	9.52
Average Number of Inside Directors	1.25	1.63	1.53	1.08	1.71
Fees Paid to Inside Directors		15.63%	11.76%	23.08%	17.39%
Outside Directors Eligible for Bonus Plan		6.25%		15.38%	4.35%
Travel Expenses to Meetings Reimbursed		31.25%	52.94%	46.15%	60.87%
Chairman of the Board Active Bank Officer	25.00%	28.13%	35.29%	7.69%	47.83%
CEO	25.00%	12.50%	29.41%	7.69%	39.13%
Full time salaried non-CEO		12.50%	5.88%		8.70%
Paid Medical Exam			11.76%	7.69%	8.70%
Outside Directors Eligible for Health Plan		3.13%	17.65%	30.77%	21.74%
Life Insurance Policy on Chairman		12.50%	35.29%	30.77%	65.22%
Life Insurance Policy on Inside Board	75.00%	34.38%	52.94%	76.92%	69.57%
Life Insurance Policy all Other Board			5.88%	15.38%	21.74%
Stock Options as a % of Total Outstanding Shares					
None	75.00%	25.00%	17.65%	30.77%	34.78%
To 2.49%	25.00%	31.25%	23.53%	46.15%	52.17%
2.50% to 4.99%		15.63%	29.41%	7.69%	
5.00% to 7.49%		6.25%	5.88%	7.69%	4.35%
7.50% to 9.99%		9.38%	11.76%		
10.00% and over		12.50%	11.76%	7.69%	8.70%
Average stock options as a % of total outstanding shares--all officers and directors	19.70%	7.80%	13.95%	6.69%	7.73%
Directors sent to Conferences/Conventions	75.00%	84.38%	100.00%	100.00%	69.57%
Percent with Mandatory Retirement Age		15.63%	11.76%	30.77%	17.39%
Average Age	-	74.2	75.0	74.0	75.5
Directors and Officers Liability Insurance	75.00%	93.75%	94.12%	84.62%	100.00%
Directors eligible for Deferred Comp				46.15%	34.78%
Other Benefits		3.13%	11.76%	46.15%	17.39%

DIRECTORS' INFORMATION
SUMMARY DATA AS OF JUNE 30, 2014

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

Directors' Fees:

Regular Board Meeting

Banks Paying No Fee		28.13%	23.53%		17.39%
Banks Paying a Fee	100.00%	71.88%	76.47%	100.00%	82.61%
Chairman of the Board					
Average Fee Paid	\$ 525.00	\$ 1,269.57	\$ 2,210.30	\$ 2,529.17	\$ 6,605.25
Median Fee Paid	\$ 525.00	\$ 1,000.00	\$ 2,000.00	\$ 2,250.00	\$ 3,637.50
Range - Low Fee	\$ 300.00	\$ 350.00	\$ 600.00	\$ 400.00	\$ 834.00
Range - High Fee	\$ 750.00	\$ 8,300.00	\$ 5,000.00	\$ 7,000.00	\$ 25,000.00
Members					
Average Fee Paid	\$ 687.50	\$ 799.04	\$ 1,643.54	\$ 1,376.92	\$ 4,150.27
Median Fee Paid	\$ 775.00	\$ 700.00	\$ 1,500.00	\$ 1,000.00	\$ 2,750.00
Range - Low Fee	\$ 200.00	\$ 350.00	\$ 600.00	\$ 400.00	\$ 900.00
Range - High Fee	\$ 1,000.00	\$ 2,000.00	\$ 5,000.00	\$ 3,000.00	\$ 25,000.00
Attendance required to claim	50.00%	46.88%	52.94%	46.15%	60.87%

Audit Committee

Banks Paying No Fee	50.00%	59.38%	52.94%	23.08%	43.48%
Banks Paying a Fee	50.00%	40.63%	47.06%	76.92%	56.52%
Committee Chairman					
Average Fee Paid	\$ 75.00	\$ 434.79	\$ 979.20	\$ 1,018.18	\$ 1,441.22
Median Fee Paid	\$ 75.00	\$ 408.50	\$ 475.00	\$ 600.00	\$ 1,000.00
Range - Low Fee	\$ 50.00	\$ 100.00	\$ 200.00	\$ 200.00	\$ 250.00
Range - High Fee	\$ 100.00	\$ 1,000.00	\$ 3,542.00	\$ 3,000.00	\$ 5,000.00
Members					
Average Fee Paid	\$ 75.00	\$ 296.38	\$ 662.50	\$ 610.00	\$ 659.00
Median Fee Paid	\$ 75.00	\$ 220.00	\$ 400.00	\$ 350.00	\$ 500.00
Range - Low Fee	\$ 50.00	\$ 83.00	\$ 200.00	\$ 100.00	\$ 167.00
Range - High Fee	\$ 100.00	\$ 750.00	\$ 2,500.00	\$ 3,000.00	\$ 1,333.00
Attendance required to claim	50.00%	37.50%	41.18%	53.85%	56.52%

Compensation Committee

Banks Paying No Fee	50.00%	68.75%	52.94%	23.08%	47.83%
Banks Paying a Fee	50.00%	31.25%	47.06%	76.92%	52.17%
Committee Chairman					
Average Fee Paid	\$ 75.00	\$ 387.91	\$ 883.40	\$ 888.64	\$ 889.74
Median Fee Paid	\$ 75.00	\$ 400.00	\$ 475.00	\$ 600.00	\$ 700.00
Range - Low Fee	\$ 50.00	\$ 50.00	\$ 200.00	\$ 150.00	\$ 250.00
Range - High Fee	\$ 100.00	\$ 750.00	\$ 3,542.00	\$ 3,000.00	\$ 2,542.00
Members					
Average Fee Paid	\$ 75.00	\$ 333.30	\$ 662.50	\$ 620.00	\$ 641.67
Median Fee Paid	\$ 75.00	\$ 250.00	\$ 400.00	\$ 400.00	\$ 600.00
Range - Low Fee	\$ 50.00	\$ 83.00	\$ 200.00	\$ 100.00	\$ 150.00
Range - High Fee	\$ 100.00	\$ 750.00	\$ 2,500.00	\$ 3,000.00	\$ 1,100.00
Attendance required to claim	50.00%	31.25%	41.18%	61.54%	47.83%

DIRECTORS' INFORMATION
SUMMARY DATA AS OF JUNE 30, 2014

BANK ASSET SIZE
(Million Dollars)

	Under \$100	\$100 - \$249	\$250 - \$499	\$500 - \$999	Over \$1,000
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Credit Committee					
Banks Paying No Fee	50.00%	68.75%	47.06%	23.08%	56.52%
Banks Paying a Fee	50.00%	31.25%	52.94%	76.92%	43.48%
Committee Chairman					
Average Fee Paid	\$ -	\$ 394.75	\$ 841.91	\$ 1,713.89	\$ 920.88
Median Fee Paid	\$ -	\$ 400.00	\$ 450.00	\$ 775.00	\$ 550.00
Range - Low Fee	\$ -	\$ 50.00	\$ 250.00	\$ 350.00	\$ 250.00
Range - High Fee	\$ -	\$ 1,000.00	\$ 2,708.00	\$ 7,000.00	\$ 3,100.00
Members					
Average Fee Paid	\$ 250.00	\$ 280.30	\$ 638.89	\$ 980.00	\$ 618.30
Median Fee Paid	\$ 250.00	\$ 210.00	\$ 400.00	\$ 400.00	\$ 550.00
Range - Low Fee	\$ 150.00	\$ 83.00	\$ 250.00	\$ 100.00	\$ 150.00
Range - High Fee	\$ 350.00	\$ 500.00	\$ 2,500.00	\$ 3,200.00	\$ 1,100.00
Attendance required to claim	50.00%	31.25%	47.06%	46.15%	34.78%

Investment Committee					
Banks Paying No Fee	50.00%	71.88%	58.82%	30.77%	65.22%
Banks Paying a Fee	50.00%	28.13%	41.18%	69.23%	34.78%
Committee Chairman					
Average Fee Paid	\$ 50.00	\$ 333.70	\$ 752.13	\$ 1,002.78	\$ 500.00
Median Fee Paid	\$ 50.00	\$ 325.00	\$ 475.00	\$ 600.00	\$ 500.00
Range - Low Fee	\$ 50.00	\$ 50.00	\$ 200.00	\$ 250.00	\$ 250.00
Range - High Fee	\$ 50.00	\$ 600.00	\$ 2,917.00	\$ 3,000.00	\$ 750.00
Members					
Average Fee Paid	\$ 75.00	\$ 278.11	\$ 692.86	\$ 622.22	\$ 616.67
Median Fee Paid	\$ 75.00	\$ 200.00	\$ 400.00	\$ 300.00	\$ 600.00
Range - Low Fee	\$ 50.00	\$ 83.00	\$ 200.00	\$ 100.00	\$ 200.00
Range - High Fee	\$ 100.00	\$ 500.00	\$ 2,500.00	\$ 3,000.00	\$ 1,000.00
Attendance required to claim	50.00%	28.13%	41.18%	46.15%	34.78%

Annual Retainer					
Banks Paying No Retainer	100.00%	84.38%	58.82%	53.85%	30.43%
Banks Paying a Retainer		15.63%	41.18%	46.15%	69.57%
Average Retainer Paid	\$ -	\$ 22,600	\$ 37,057	\$ 73,332	\$ 78,154
Median Retainer Paid	\$ -	\$ 12,000	\$ 22,500	\$ 24,000	\$ 50,000
Range - Low Retainer	\$ -	\$ 5,000	\$ 7,500	\$ 800	\$ 1,875
Range - High Retainer	\$ -	\$ 66,000	\$ 96,000	\$ 236,000	\$ 342,000

Total Annual Director Compensation					
Banks that responded to this question	100.00%	71.88%	94.12%	92.31%	86.96%
Of those banks:					
Average Compensation	\$ 8,150.00	\$ 14,674.30	\$ 18,479.20	\$ 29,010.33	\$ 65,868.24
Median Compensation	\$ 7,550.00	\$ 13,500.00	\$ 19,500.00	\$ 25,827.00	\$ 55,272.50
Range - Minimum Compensation	\$ 2,500.00	\$ 7,200.00	\$ 2,135.50	\$ 15,450.00	\$ 24,111.00
Range - Maximum Compensation	\$ 15,000.00	\$ 25,571.00	\$ 36,000.00	\$ 44,000.00	\$ 147,389.00

DIRECTORS' INFORMATION
SUMMARY DATA AS OF JUNE 30, 2014

BANK ASSET SIZE

(Million Dollars)

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

Regular Board Meeting--Chairman					
No Fee	50.00%	28.13%	41.18%	7.69%	47.83%
Under \$100					
100 - 199					
200 - 299					
300 - 399	25.00%	3.13%			
400 - 499		3.13%		7.69%	
500 - 599		9.38%			
600 - 699		6.25%	5.88%		
700 - 799	25.00%	9.38%		7.69%	
800 - 899					4.35%
900 - 999		3.13%			
\$1,000 and over		37.50%	52.94%	76.92%	47.83%

Regular Board Meeting--Members					
No Fee		28.13%	23.53%		17.39%
Under \$100					
100 - 199					
200 - 299	25.00%				
300 - 399		3.13%			
400 - 499		6.25%		7.69%	
500 - 599		25.00%			
600 - 699			5.88%		
700 - 799	25.00%	6.25%	5.88%	7.69%	
800 - 899	25.00%	3.13%	5.88%	7.69%	
900 - 999		6.25%			4.35%
\$1,000 and over	25.00%	21.88%	58.82%	76.92%	78.26%

Audit Committee--Chairman					
No Committee or No Fee	50.00%	56.25%	41.18%	15.38%	26.09%
Under \$100	25.00%				
100 - 199	25.00%	6.25%			
200 - 299		12.50%	11.76%	7.69%	8.70%
300 - 399				15.38%	4.35%
400 - 499		6.25%	17.65%		
500 - 599		3.13%	5.88%	15.38%	8.70%
600 - 699		6.25%		7.69%	
700 - 799		6.25%	5.88%		4.35%
800 - 899					
900 - 999					4.35%
\$1,000 and over		3.13%	17.65%	38.46%	43.48%

DIRECTORS' INFORMATION
SUMMARY DATA AS OF JUNE 30, 2014

BANK ASSET SIZE

(Million Dollars)

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

Audit Committee--Members					
	Under \$100	\$100 - \$249	\$250 - \$499	\$500 - \$999	Over \$1,000
No Committee or No Fee	50.00%	59.38%	52.94%	23.08%	43.48%
Under \$100	25.00%	3.13%			
100 - 199	25.00%	6.25%		7.69%	4.35%
200 - 299		12.50%	11.76%	15.38%	8.70%
300 - 399		6.25%	5.88%	15.38%	4.35%
400 - 499		3.13%	17.65%	15.38%	4.35%
500 - 599		6.25%		7.69%	8.70%
600 - 699				7.69%	
700 - 799		3.13%	5.88%		
800 - 899					4.35%
900 - 999					
\$1,000 and over			5.88%	7.69%	21.74%

Compensation Committee--Chairman					
	Under \$100	\$100 - \$249	\$250 - \$499	\$500 - \$999	Over \$1,000
No Committee or No Fee	50.00%	65.63%	41.18%	15.38%	43.48%
Under \$100	25.00%	3.13%			
100 - 199	25.00%	6.25%		7.69%	
200 - 299		9.38%	11.76%	7.69%	8.70%
300 - 399					4.35%
400 - 499		6.25%	17.65%	7.69%	
500 - 599			11.76%	15.38%	8.70%
600 - 699		6.25%		15.38%	
700 - 799		3.13%	5.88%	7.69%	13.04%
800 - 899					8.70%
900 - 999					
\$1,000 and over			11.76%	23.08%	13.04%

Compensation Committee--Members					
	Under \$100	\$100 - \$249	\$250 - \$499	\$500 - \$999	Over \$1,000
No Committee or No Fee	50.00%	41.18%	52.94%	23.08%	47.83%
Under \$100	25.00%	3.13%			
100 - 199	25.00%	3.13%		7.69%	4.35%
200 - 299		9.38%	11.76%	15.38%	4.35%
300 - 399		3.13%	5.88%	7.69%	4.35%
400 - 499		3.13%	17.65%	23.08%	4.35%
500 - 599		3.13%		7.69%	8.70%
600 - 699		3.13%		7.69%	
700 - 799		3.13%	5.88%		4.35%
800 - 899					4.35%
900 - 999					
\$1,000 and over			5.88%	7.69%	17.39%

DIRECTORS' INFORMATION
SUMMARY DATA AS OF JUNE 30, 2014

BANK ASSET SIZE
(Million Dollars)

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

Credit Committee--Chairman					
No Committee or No Fee	100.00%	62.50%	35.29%	30.77%	65.22%
Under \$100		3.13%			
100 - 199					
200 - 299		12.50%	5.88%		8.70%
300 - 399			11.76%	7.69%	
400 - 499		12.50%	17.65%	7.69%	
500 - 599			11.76%	7.69%	8.70%
600 - 699		6.25%		7.69%	8.70%
700 - 799			5.88%	7.69%	
800 - 899					
900 - 999					
\$1,000 and over		3.13%	11.76%	30.77%	8.70%

Credit Committee--Members					
No Committee or No Fee	50.00%	68.75%	47.06%	23.08%	56.52%
Under \$100		3.13%			
100 - 199	25.00%	3.13%		7.69%	4.35%
200 - 299	25.00%	12.50%	5.88%	15.38%	4.35%
300 - 399			17.65%	7.69%	4.35%
400 - 499		6.25%	17.65%	23.08%	
500 - 599		6.25%			8.70%
600 - 699					4.35%
700 - 799			5.88%		
800 - 899					4.35%
900 - 999					
\$1,000 and over			5.88%	23.08%	13.04%

Investment Committee--Chairman					
No Committee or No Fee	75.00%	68.75%	52.94%	30.77%	69.57%
Under \$100	25.00%	3.13%			
100 - 199					
200 - 299		12.50%	11.76%	7.69%	4.35%
300 - 399				7.69%	4.35%
400 - 499		9.38%	11.76%		
500 - 599			11.76%	7.69%	4.35%
600 - 699		6.25%		15.38%	
700 - 799			5.88%	7.69%	8.70%
800 - 899					
900 - 999					
\$1,000 and over			5.88%	23.08%	8.70%

DIRECTORS' INFORMATION
SUMMARY DATA AS OF JUNE 30, 2014

BANK ASSET SIZE

(Million Dollars)

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

Investment Committee--Members					
No Committee or No Fee	50.00%	71.88%	58.82%	30.77%	65.22%
Under \$100	25.00%	3.13%			
100 - 199	25.00%			7.69%	
200 - 299		15.63%	11.76%	15.38%	4.35%
300 - 399			5.88%	15.38%	4.35%
400 - 499		3.13%	11.76%	15.38%	
500 - 599		6.25%			8.70%
600 - 699				7.69%	
700 - 799			5.88%		4.35%
800 - 899					
900 - 999					
\$1,000 and over			5.88%	23.08%	13.04%

Annual Fee/Retainer					
No Fee/No response	100.00%	84.38%	58.82%	53.85%	30.43%
Under \$2,500				7.69%	4.35%
2,500 - 4,999				7.69%	
5,000 - 7,499		6.25%			
7,500 - 9,999			5.88%		
10,000-12,499		3.13%		7.69%	4.35%
12,500-14,999			11.76%		
15,000-17,499					
17,500-19,999					
20,000-22,499					
22,500-24,999		3.13%	5.88%		4.35%
\$25,000 and over		3.13%	17.65%	23.08%	56.52%

Average Annual Compensation per Director					
No compensation or not reported		28.13%	23.53%	7.69%	17.39%
Under \$2,500			5.88%		
2,500 - 4,999	25.00%		5.88%		
5,000 - 7,499	25.00%	6.25%	5.88%		
7,500 - 9,999	25.00%	12.50%			
10,000-12,499		15.63%	23.53%		
12,500-14,999		6.25%			
15,000-17,499	25.00%	12.50%		15.38%	
17,500-19,999		3.13%	5.88%	7.69%	
20,000-22,499		3.13%	5.88%	7.69%	
22,500-24,999		9.38%		15.38%	
\$25,000 and over		3.13%	23.53%	46.15%	82.61%