CORCEPT THERAPEUTICS INC
Form 4
May 05, 2014

FORM 4

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
ENRIGHT PATRICK G

(Last) (First) (Middle)

C/O LONGITUDE CAPITAL PARTNERS, LLC, 800 EL CAMINO REAL, SUITE 220

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
CORCEPT THERAPEUTICS INC [CORT]

3. Date of Earliest Transaction (Month/Day/Year)
05/01/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director __X__ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	05/01/2014		S		160,343	D	$ 4.1245 (1)	12,595,325 (2)	I	By Longitude Venture Partners, L.P. (3)
Common Stock	05/01/2014		S		3,214	D	$ 4.1245 (1)	174,691 (4)	I	By Longitude Capital Associates, L.P. (5)

Common Stock	05/02/2014		S		84,744	D	$ 4.0718 (6)	12,510,581 (2)	I	By Longitude Venture Partners, L.P. (3)
Common Stock	05/02/2014		S		1,699	D	$ 4.0718 (6)	172,992 (4)	I	By Longitude Capital Associates, L.P. (5)

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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships: Director	10% Owner	Officer	Other
ENRIGHT PATRICK G C/O LONGITUDE CAPITAL PARTNERS, LLC 800 EL CAMINO REAL, SUITE 220 MENLO PARK, CA 94025	X	X		

Signatures

/s/ Patrick G. Enright	05/05/2014
	Date

**Signature of Reporting Person

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)	Reflects sales of common stock executed in multiple transactions at prices ranging from $4.0700 to $4.3600. The price reported reflects the weighted average price. The reporting person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, Corcept Therapeutics Incorporated or a security holder of Corcept Therapeutics Incorporated full information regarding the number of shares and prices at which the sales were effected.
(2)	Does not include warrants held by Longitude Venture Partners, L.P.("LVP") to purchase 3,091,479 shares of common stock.
(3)	Reflects transactions and holdings of shares of common stock of the Issuer held of record by LVP. Patrick G. Enright is a managing member of Longitude Capital Partners, LLC("Longitude Capital"), the sole general partner of LVP. Mr. Enright serves on the Board of Directors of the Issuer as the nominee of LVP. Mr. Enright disclaims beneficial ownership of the securities of the Issuer held of record by LVP, except to the extent of his pecuniary interest therein.
(4)	Does not include warrants held by LCA to purchase 26,583 shares of common stock.
(5)	Reflects transactions and holdings of shares of common stock of the Issuer held of record by Longitude Capital Associates, L.P.("LCA"). Patrick G. Enright is a managing member of Longitude Capital, the sole general partner of LCA. Mr. Enright serves on the Board of Directors of the Issuer as the nominee of LVP. Mr. Enright disclaims beneficial ownership of the securities of the Issuer held of record by LCA, except to the extent of his pecuniary interest therein.
(6)	Reflects sales of common stock executed in multiple transactions at prices ranging from $4.0000 to $4.1100. The price reported reflects the weighted average price. The reporting person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, Corcept Therapeutics Incorporated or a security holder of Corcept Therapeutics Incorporated full information regarding the number of shares and prices at which the sales were effected.

Remarks:

All of the sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan

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. .6 style="FONT-SIZE: 10pt; FONT-FAMILY: Times New Roman, Times, serif; WIDTH: 1%; VERTICAL-ALIGN: bottom; BORDER-BOTTOM: #000000 1px solid; BACKGROUND-COLOR: #cceeff"> 0 0 12,163 12,163 0

Total

$0 $2 $2,927 $2,929 $432,847 $435,776 $0

The following table analyzes past due loans including the non-accrual loans in the above table, segregated by class of loans, as of December 31, 2013 (in thousands):

December 31, 2013	30-59 Days Past Due	60-89 Days Past Due	Greater Than 90 Days Past Due	Total Past Due	Current	Total	Greater Than 90 Days Past Due and Still Accruing
Commercial real estate:							
Commercial R.E. - construction	$0	0	0	$0	$15,555	$15,555	$ 0
Commercial R.E. - mortgages	1,348	0	1,046	2,394	283,446	285,840	0
Land	0	2,651	659	3,310	7,847	11,157	0
Farmland	0	0	92	92	20,229	20,321	0
Commercial and industrial	0	1,407	0	1,407	47,380	48,787	0
Consumer	0	0	0	0	883	883	0
Consumer residential	0	0	0	0	25,623	25,623	0
Agriculture	0	0	0	0	11,272	11,272	0
Total	$1,348	$4,058	$1,797	$7,203	$412,235	$419,438	$ 0

Impaired Loans. Loans are considered impaired when, based on current information and events, it is probable the Company will be unable to collect all amounts due in accordance with the original contractual terms of the loan agreement, including scheduled principal and interest payments. Impairment is evaluated in total for smaller-balance loans of a similar nature and on an individual loan basis for other loans. If a loan is impaired, a specific valuation allowance is allocated, if necessary, so that the loan is reported net, at the present value of estimated future cash flows using the loan’s existing rate or at the fair value of collateral if repayment is expected solely from the collateral. Interest payments on impaired loans are typically applied to principal unless collectability of the principal amount is reasonably assured, in which case interest is recognized on a cash basis. There was no interest income realized on impaired loans for the three and nine months ended September 30, 2014 and 2013. Average recorded investment in impaired loans was $3.87 million and $4.1 million for the three and nine months ended September 30, 2014, as compared to $2.97 million and $4.48 million for the same periods of 2013. Impaired loans, or portions thereof, are charged off when deemed uncollectible.

Impaired loans as of September 30, 2014 and December 31, 2013 are set forth in the following table.

(in thousands)	Unpaid Contractual Principal Balance	Recorded Investment With No Allowance	Recorded Investment With Allowance	Total Recorded Investment	Related Allowance	Average Recorded Investment
September 30, 2014						
Commercial real estate:						
Commercial R.E. - construction	$ 0	$ 0	$ 0	$ 0	$ 0	$ 0
Commercial R.E. - mortgages	0	0	0	0	0	523
Land	3,215	0	3,031	3,031	873	3,202
Farmland	84	77	0	77	0	85
Commercial and Industrial	360	341	0	341	0	293
Consumer	0	0	0	0	0	0
Consumer residential	0	0	0	0	0	0
Agriculture	0	0	0	0	0	0
Total	$ 3,659	$ 418	$ 3,031	$ 3,449	$ 873	$ 4,103
December 31, 2013						
Commercial real estate:						
Commercial R.E. - construction	$ 0	$ 0	$ 0	$ 0	$ 0	$ 51
Commercial R.E. - mortgages	3,049	1,047	0	1,047	0	1,980
Land	1,320	0	1,183	1,183	392	1,635
Farmland	95	92	0	92	0	62
Commercial and Industrial	27	18	0	18	0	20
Consumer	0	0	0	0	0	0
Consumer residential	0	0	0	0	0	354
Agriculture	0	0	0	0	0	0
Total	$ 4,491	$ 1,157	$ 1,183	$ 2,340	$ 392	$ 4,102

Troubled Debt Restructurings – In order to determine whether a borrower is experiencing financial difficulty, an evaluation is performed of the probability that the borrower will be in payment default on any of its debt in the foreseeable future without the modification. This evaluation is performed under the Company's internal underwriting policy.

At September 30, 2014, there were 5 loans and leases that were considered to be troubled debt restructurings, all of which are considered non-accrual totaling $3,372,000. At December 31, 2013, there were 3 loans and leases that were considered to be troubled debt restructurings, all of which are considered non-accrual totaling $1,201,000. At September 30, 2014 and December 31, 2013 there were no unfunded commitments on loans classified as a troubled debt restructures. We have allocated $873,000 and $392,000 of specific reserves to loans whose terms have been modified in troubled debt restructurings as of September 30, 2014 and December 31, 2013, respectively.

The modification of the terms of such loans typically includes one or a combination of the following: a reduction of the stated interest rate of the loan; an extension of the maturity date; or a temporary payment modification in which the payment amount allocated towards principal was reduced. In some cases, a permanent reduction of the accrued interest on the loan is conceded. During the nine month period ended September 30, 2014, the terms of four loans were modified as troubled debt restructurings by reducing the interest rates and extending the maturity dates. No loans were modified as troubled debt restructurings during the third quarter of 2014 and 2013.

The following tables presents loans by class modified as troubled debt restructurings that occurred during the nine month periods ended September 30, 2014 and 2013:

(in thousands)	Nine Months Ended September 30, 2014			Nine Months Ended September 30, 2013		
	Number of Loans	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment	Number of Loans	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment
Commercial real estate:						
Commercial R.E. - construction	0	$ 0	$ 0	0	$ 0	$ 0
Commercial R.E. - mortgages	0	0	0	0	0	0
Land	3	3,107	3,107	1	542	542
Farmland	0	0	0	0	0	0
Commercial and Industrial	1	331	331	0	0	0
Consumer	0	0	0	0	0	0
Consumer residential	0	0	0	0	0	0
Agriculture	0	0	0	0	0	0
Total	4	$ 3,438	$ 3,438	1	$ 542	$ 542

The troubled debt restructuring during the nine months ended September 30, 2014 did not increase the allowance for loan losses as a result of loan modifications because the loans are evaluated as an impaired loan and a specific valuation allowance would have already been allocated, if necessary, prior to the loan modification. There were no charge-offs as a result of loan modifications, as the contractual balances outstanding were determined to be collectible.

The following table presents loans by class modified as troubled debt restructurings within the previous twelve months and for which there was a payment default during the nine month periods ended September 30, 2014 and 2013. None of these modified loans had a payment default during the three month periods ended September 30, 2014 and 2013. For the nine months ended September 30, 2014, no loans modified within the previous twelve months had a payment default, as compared to a default on one modified loan in the same period of 2013. A loan is considered to be in payment default once it is ninety days contractually past due under the modified terms.

(in thousands)	Nine Months Ended September 30, 2013	
	Number of Loans	Recorded Investment
Commercial real estate:		
Commercial R.E. - construction	0	$ 0
Commercial R.E. - mortgages	0	0
Land	1	54
Farmland	0	0
Commercial and Industrial	0	0
Consumer	0	0
Consumer residential	0	0
Agriculture	0	0
Total	1	$ 54

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Quality ratings (Risk Grades) are assigned to all commitments and stand-alone notes. Risk grades define the basic characteristics of commitments or stand-alone note in relation to their risk. All loans are graded using a system that maximizes the loan quality information contained in loan review grades, while ensuring that the system is compatible with the grades used by bank examiners.

We grade loans using the following letter system:

1 Exceptional Loan

2 Quality Loan

3A Better Than Acceptable Loan

3B Acceptable Loan

3C Marginally Acceptable Loan

4 (W) Watch Acceptable Loan

5 Other Loans Especially Mentioned

6 Substandard Loan

7 Doubtful Loan

8 Loss

1. Exceptional Loan - Loans with A+ credits that contain very little, if any, risk. Grade 1 loans are considered Pass. To qualify for this rating, the following characteristics must be present:

-A high level of liquidity and whose debt-servicing capacity exceeds expected obligations by a substantial margin.

-Where leverage is below average for the industry and earnings are consistent or growing without severe vulnerability to economic cycles.

-Also included in this rating (but not mandatory unless one or more of the preceding characteristics are missing) are loans that are fully secured and properly margined by our own time instruments or U.S. blue chip securities. To be properly margined cash collateral must be equal to, or greater than, 110% of the loan amount.

2. Quality Loan - Loans with excellent sources of repayment that conform in all respects to bank policy and regulatory requirements. These are also loans for which little repayment risk has been identified. No credit or collateral exceptions. Grade 2 loans are considered Pass. Other factors include:

-Unquestionable debt-servicing capacity to cover all obligations in the ordinary course of business from well-defined primary and secondary sources.

-Consistent strong earnings.

-A solid equity base.

3A. *Better than Acceptable Loan* - In the interest of better delineating the loan portfolio’s true credit risk for reserve allocation, further granularity has been sought by splitting the grade 3 category into three classifications. The distinction between the three are bank-defined guidelines and represent a further refinement of the regulatory definition of a pass, or grade 3 loan. Grade 3A is the stronger third of the pass category, but is not strong enough to be a grade 2 and is characterized by:

-Strong earnings with no loss in last three years and ample cash flow to service all debt well above policy guidelines.

-Long term experienced management with depth and defined management succession.

-The loan has no exceptions to policy.

-Loan-to-value on real estate secured transactions is 10% to 20% less than policy guidelines.

-Very liquid balance sheet that may have cash available to pay off our loan completely.

-Little to no debt on balance sheet.

3B. *Acceptable Loan* - 3B loans are simply defined as all loans that are less qualified than 3A loans and are stronger than 3C loans. These loans are characterized by acceptable sources of repayment that conform to bank policy and regulatory requirements. Repayment risks are acceptable for these loans. Credit or collateral exceptions are minimal, are in the process of correction, and do not represent repayment risk. These loans:

-Are those where the borrower has average financial strengths, a history of profitable operations and experienced management.

-Are those where the borrower can be expected to handle normal credit needs in a satisfactory manner.

3C. *Marginally Acceptable* - 3C loans have similar characteristics as that of 3Bs with the following additional characteristics:

Requires collateral. A credit facility where the borrower has average financial strengths, but usually lacks reliable secondary sources of repayment other than the subject collateral. Other common characteristics can include some or all of the following: minimal background experience of management, lacking continuity of management, a start-up operation, erratic historical profitability (acceptable reasons-well identified), lack of or marginal sponsorship of guarantor, and government guaranteed loans.

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_4W_ _Watch Acceptable_ - Watch grade will be assigned to any credit that is adequately secured and performing but monitored for a number of indicators. These characteristics may include any unexpected short-term adverse financial performance from budgeted projections or prior period's results (i.e., declining profits, sales, margins, cash flow, or increased reliance on leverage, including adverse balance sheet ratios, trade debt issues, etc.). Additionally, any managerial or personal problems of company management, decline in the entire industry or local economic conditions failure to provide financial information or other documentation as requested; issues regarding delinquency, overdrafts, or renewals; and any other issues that cause concern for the company. Loans to individuals or loans supported by guarantors with marginal net worth and/or marginal collateral. Weakness identified in a Watch credit is short-term in nature. Loans in this category are usually accounts the Bank would want to retain providing a positive turnaround can be expected within a reasonable time frame. Grade 4 loans are considered Pass.

_5_ _Other Loans Especially Mentioned (Special Mention)_ - A special mention extension of credit is defined as having potential weaknesses that deserve management's close attention. If left uncorrected, these potential weaknesses may, at some future date result in the deterioration of the repayment prospects for the credit or the institution's credit position. Extensions of credit that might be detailed in this category include the following:

-The lending officer may be unable to properly supervise the credit because of an inadequate loan or credit agreement.

-Questions exist regarding the condition of and/or control over collateral.

-Economic or market conditions may unfavorably affect the obligor in the future.

-A declining trend in the obligor's operations or an imbalanced position in the balance sheet exists, but not to the point that repayment is jeopardized.

_6_ _Substandard Loan_ - A "substandard" extension of credit is inadequately protected by the current sound worth and paying capacity of the obligor or of the collateral pledged, if any. Extensions of credit so classified must have a well-defined weakness or weaknesses that jeopardize the liquidation of the debt. They are characterized by the distinct possibility that the Bank will sustain some loss if the deficiencies are not corrected. Loss potential, while existing in the aggregate amount of substandard credits, does not have to exist in individual extensions of credit classified substandard.

_7_ _Doubtful Loan_ - An extension of credit classified "doubtful" has all the weaknesses inherent in one classified substandard, with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently existing facts, conditions, and values, highly questionable and improbable. The possibility of loss is extremely high but because of certain important and reasonably specific pending factors that may work to the advantage of and strengthen the credit, its classification as an estimated loss is deferred until its more exact status may be determined. Pending factors may include a proposed merger or acquisition, liquidation proceedings, capital injection, perfecting liens on additional collateral or refinancing plans. The entire loan need not be classified doubtful when collection of a specific portion appears highly probable. An example of proper use of the doubtful category is the case of a company being liquidated, with the trustee-in-bankruptcy indicating a minimum disbursement of 40 percent and a maximum of 65 percent to unsecured creditors, including the Bank. In this situation, estimates are based on liquidation value appraisals with actual values yet to be realized. By definition, the only portion of the credit that is doubtful is the 25 percent difference between 40 and 65 percent.

A proper classification of such a credit would show 40 percent substandard, 25 percent doubtful, and 35 percent loss. A credit classified as doubtful should be resolved within a 'reasonable' period of time. Reasonable is generally defined as the period between examinations. In other words, a credit classified doubtful at an examination should be cleared up before the next exam. However, there may be situations that warrant continuation of the doubtful classification a while longer.

8 Loss - Extensions of credit classified "loss" are considered uncollectible and of such little value that their continuance as bankable assets is not warranted. This classification does not mean that the credit has absolutely no recovery or salvage value, but rather that it is not practical or desirable to defer writing off, even though partial recovery may be affected in the future. It should not be the Company's practice to attempt long-term recoveries while the credit remains on the books. Losses should be taken in the period in which they surface as uncollectible.

As of September 30, 2014, there are no loans that are classified with a risk grade of *8- Loss.*

The following table presents weighted average risk grades of our loan portfolio:

	September 30, 2014 Weighted Average Risk Grade	December 31, 2013 Weighted Average Risk Grade
Commercial real estate:		
Commercial real estate - construction	3.00	3.84
Commercial real estate - mortgages	3.15	3.14
Land	4.33	4.50
Farmland	3.01	3.04
Commercial and industrial	3.44	3.13
Consumer	2.17	2.31
Consumer residential	3.03	3.05
Agriculture	3.24	3.27
Total gross loans	3.20	3.20

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The following table presents risk grade totals by class of loans as of September 30, 2014 and December 31, 2013. Risk grades 1 through 4 have been aggregated in the "Pass" line.

(in thousands)	Commercial R.E. Construction	Commercial R.E. Mortgages	Land	Farmland	Commercial and Industrial	Consumer	Consumer Residential	Agriculture	Total
September 30, 2014									
Pass	$ 3,156	$ 306,588	$ 7,749	$ 23,356	$ 41,460	$ 846	$ 25,643	$ 12,163	$ 420,961
Special mention	-	2,760	-	-	5,096	-	-	-	7,856
Substandard	-	1,894	3,031	77	1,641	15	301	-	6,959
Doubtful	-	-	-	-	-	-	-	-	-
Total loans	$ 3,156	$ 311,242	$ 10,780	$ 23,433	$ 48,197	$ 861	$ 25,944	$ 12,163	$ 435,776
December 31, 2013									
Pass	$ 15,555	$ 278,533	$ 7,323	$ 20,229	$ 46,712	$ 867	$ 25,200	$ 11,272	$ 405,691
Special mention	-	3,758	-	-	253	-	-	-	4,011
Substandard	-	3,549	3,834	92	1,822	16	423	-	9,736
Doubtful	-	-	-	-	-	-	-	-	-
Total loans	$ 15,555	$ 285,840	$ 11,157	$ 20,321	$ 48,787	$ 883	$ 25,623	$ 11,272	$ 419,438

Allowance for Loan Losses. The allowance for loan losses is a reserve established by the Company through a provision for loan losses charged to expense, which represents management's best estimate of probable losses that have been incurred within the existing portfolio of loans. The allowance, in the judgment of management, is necessary to reserve for estimated loan losses and risks inherent in the loan portfolio. The allowance for loan loss methodology includes allowance allocations calculated in accordance with ASC Topic 310, "Receivables" and allowance allocations calculated in accordance with ASC Topic 450, "Contingencies." Accordingly, the methodology is based on historical loss experience by type of credit and internal risk grade, specific homogeneous risk pools and specific loss allocations, with adjustments for current events and conditions. The process for determining the appropriate level of the allowance for loan losses is designed to account for credit deterioration as it occurs. The provision for loan losses reflects loan quality trends, including the levels of and trends related to non-accrual loans, past due loans, potential problem loans, criticized loans and net charge-offs or recoveries, among other factors. The provision for loan losses also reflects the totality of actions taken on all loans for a particular period. In other words, the amount of the provision reflects not only the necessary increases in the allowance for loan losses related to newly identified criticized loans, but it also reflects actions taken related to other loans including, among other things, any necessary increases or decreases in required allowances for specific loans or loan pools.

The level of the allowance reflects management's continuing evaluation of industry concentrations, specific credit risks, loan loss experience, current loan portfolio quality, present economic, political and regulatory conditions and unidentified losses inherent in the current loan portfolio. Portions of the allowance may be allocated for specific credits; however, the entire allowance is available for any credit that, in management’s judgment, should be charged off. While management utilizes its best judgment and information available, the ultimate adequacy of the allowance is dependent upon a variety of factors beyond the Company’s control, including, among other things, the performance of the Company’s loan portfolio, the economy, changes in interest rates and the view of the regulatory authorities toward loan classifications.

The Company’s allowance for loan losses consists of three elements: (i) specific valuation allowances determined in accordance with ASC Topic 310 based on probable losses on specific loans; (ii) historical valuation allowances determined in accordance with ASC Topic 450 based on historical loan loss experience for similar loans with similar characteristics and trends, adjusted, as necessary, to reflect the impact of current conditions; and (iii) general valuation allowances determined in accordance with ASC Topic 450 based on general economic conditions and other qualitative risk factors both internal and external to the Bank and the Company.

The allowances established for probable losses on specific loans are based on a regular analysis and evaluation of problem loans. Loans are classified based on an internal credit risk grading process that evaluates, among other things: (i) the obligor’s ability to repay; (ii) the underlying collateral, if any; and (iii) the economic environment and industry in which the borrower operates. This analysis is performed at the relationship manager level for all commercial loans. When a loan has a calculated grade of 5 or higher, a special assets officer analyzes the loan to determine whether the loan is impaired and, if impaired, the need to specifically allocate a portion of the allowance for loan losses to the loan. Specific valuation allowances are determined by analyzing the borrower’s ability to repay amounts owed, collateral deficiencies, the relative risk grade of the loan and economic conditions affecting the borrower’s industry, among other things.

Historical valuation allowances are calculated based on the historical loss experience of specific types of loans and the internal risk grade of such loans at the time they were charged-off. The Company calculates historical loss ratios for pools of similar loans with similar characteristics based on the proportion of actual charge-offs experienced to the total population of loans in the pool. The historical loss ratios are periodically updated based on actual charge-off experience. A historical valuation allowance is established for each pool of similar loans based upon the product of the historical loss ratio and the total dollar amount of the loans in the pool. The Company’s pools of similar loans include similarly risk-graded groups of commercial and industrial loans, commercial real estate loans, consumer real estate loans and consumer and other loans.

General valuation allowances are based on general economic conditions and other qualitative risk factors both internal and external to the Bank and the Company. In general, such valuation allowances are determined by evaluating, among other things: (i) the experience, ability and effectiveness of the Bank’s lending management and staff; (ii) the effectiveness of the Bank’s loan policies, procedures and internal controls; (iii) changes in asset quality; (iv) changes in loan portfolio volume; (v) the composition and concentrations of credit; (vi) the impact of competition on loan structuring and pricing; (vii) the effectiveness of the internal loan review function; (viii) the impact of environmental risks on portfolio risks; and (ix) the impact of rising interest rates on portfolio risk. Management evaluates the degree of risk that each one of these components has on the quality of the loan portfolio on a quarterly basis. Each component is determined to have either a high, moderate or low degree of risk. The results are then input into a “general allocation matrix” to determine an appropriate general valuation allowance.

Included in the general valuation allowances are allocations for groups of similar loans with risk characteristics that exceed certain concentration limits established by management. Concentration risk limits have been established, among other things, for certain industry concentrations, large balance and highly leveraged credit relationships that exceed specified risk grades, and loans originated with policy exceptions that exceed specified risk grades.

Loans identified as losses by management, internal loan review and/or bank examiners are charged-off. Furthermore, consumer loan accounts are charged-off automatically based on regulatory requirements.

The following table details activity in the allowance for loan losses by portfolio segment for the three and nine months ended September 30, 2014 and 2013. Allocation of a portion of the allowance to one category of loans does not preclude its availability to absorb losses in other categories.

Allowance for Loan Losses
For the Three and Nine Months Ended September 30, 2014 and 2013

(in thousands)	Commercial Real Estate	Commercial and Industrial	Consumer	Consumer Residential	Agriculture	Unallocated	Total
Three Months Ended September 30, 2014							
Beginning balance	$ 6,256	$ 560	$ 51	$ 430	$ 261	$ 44	$7,602
Charge-offs	(53)	0	(10)	0	0	0	(63)
Recoveries	1	0	0	1	0	0	2
(Reversal of) provision for loan losses	(164)	111	6	(5)	(35)	87	0
Ending balance	$ 6,040	$ 671	$ 47	$ 426	$ 226	$ 131	$7,541
Nine Months Ended September 30, 2014							
Beginning balance	$ 6,247	$ 663	$ 47	$ 440	$ 217	$ 45	$7,659
Charge-offs	(103)	0	(28)	0	0	0	(131)
Recoveries	1,878	0	1	11	0	0	1,890
(Reversal of) provision for loan losses	(1,982)	8	27	(25)	9	86	(1,877)
Ending balance	$ 6,040	$ 671	$ 47	$ 426	$ 226	$ 131	$7,541
Three Months Ended September 30, 2013							
Beginning balance	$ 6,376	$ 485	$ 42	$ 380	186	$ 101	$7,570
Charge-offs	0	0	(4)	0	0	0	(4)
Recoveries	1	0	0	2	0	0	3
Provision for (reversal of) loan losses	32	70	3	(46)	26	15	100
Ending balance	$ 6,409	$ 555	$ 41	$ 336	$ 212	$ 116	$7,669
Nine Months Ended September 30, 2013							
Beginning balance	$ 6,571	$ 474	$ 50	$ 384	$ 286	$ 210	$7,975
Charge-offs	(436)	0	(9)	(178)	0	0	(623)
Recoveries	8	0	3	6	0	0	17
Provision for (reversal of) loan losses	266	81	(3)	124	(74)	(94)	300
Ending balance	$ 6,409	$ 555	$ 41	$ 336	$ 212	$ 116	$7,669

The following table details the allowance for loan losses and ending gross loan balances as of September 30, 2014 and December 31, 2013, summarized by collective and individual evaluation methods of impairment.

(in thousands)	Commercial Real Estate	Commercial and Industrial	Consumer	Consumer Residential	Agriculture	Unallocated	Total
September 30, 2014							
Allowance for loan losses for loans:							
Individually evaluated for impairment	$ 873	$ 0	$ 0	$ 0	$ 0	$ 0	$ 873
Collectively evaluated for impairment	5,167	671	47	426	226	131	6,668
	$ 6,040	$ 671	$ 47	$ 426	$ 226	$ 131	$ 7,541
Ending gross loan balances:							
Individually evaluated for impairment	$ 3,108	$ 341	$ 0	$ 0	$ 0	$ 0	$ 3,449
Collectively evaluated for impairment	345,503	47,856	861	25,944	12,163	0	432,327
	$ 348,611	$ 48,197	$ 861	$ 25,944	$ 12,163	$ 0	$ 435,776
December 31, 2013							
Allowance for loan losses for loans:							
Individually evaluated for impairment	$ 392	$ 0	$ 0	$ 0	$ 0	$ 0	$ 392
Collectively evaluated for impairment	5,855	663	47	440	217	45	7,267
	$ 6,247	$ 663	$ 47	$ 440	$ 217	$ 45	$ 7,659
Ending balances of loans:							
Individually evaluated for impairment	$ 2,322	$ 18	$ 0	$ 0	$ 0	$ 0	$ 2,340
Collectively evaluated for impairment	330,551	48,769	883	25,623	11,272	0	417,099
	$ 332,873	$ 48,787	$ 883	$ 25,623	$ 11,272	$ 0	$ 419,438

Changes in the reserve for off-balance-sheet commitments were as follows:

(in thousands)	THREE MONTHS ENDED SEPTEMBER 30, 2014	2013	NINE MONTHS ENDED SEPTEMBER 30, 2014	2013
Balance, beginning of period	$ 148	122	$ 134	108
Provision to Operations for Off Balance Sheet Commitments	46	18	60	32
Balance, end of period	$ 194	140	$ 194	140

The method for calculating the reserve for off-balance-sheet loan commitments is based on a reserve percentage which is less than other outstanding loan types because they are at a lower risk level. This reserve percentage, based on many factors including historical losses and existing economic conditions, is evaluated by management periodically and is applied to the total undisbursed loan commitment balance to calculate the reserve for off-balance-sheet commitments. Reserves for off-balance-sheet commitments are recorded in interest payable and other liabilities on the condensed consolidated balance sheets.

At September 30, 2014 and December 31, 2013, loans carried at $435,776,000 and $419,438,000, respectively, were pledged as collateral on advances from the Federal Home Loan Bank.

NOTE 6 – OTHER REAL ESTATE OWNED

As of September 30, 2014 and December 31, 2013, the Company owned three properties classified as other real estate with outstanding balances of $884,000 and $916,000, respectively, which includes one property consisting of residential land that was written down to a zero balance. Each of these properties was acquired through loan foreclosure. The residential land property the Company owned at September 30, 2014 and December 31, 2013, was written down to a zero balance because the public utilities have not been obtainable rendering these land lots unmarketable at this time. There were no sales of OREO property during the nine months ended September 30, 2014 and there were two sales of OREO properties during the same period of 2013 resulting in a gain on sale of approximately $17,000.

Real estate properties acquired through, or in lieu of, loan foreclosure are to be sold and are initially recorded at the lower of carrying amount of the loan or fair value of the property at the date of foreclosure less selling costs. Subsequent to foreclosure, valuations are periodically performed and any subject revisions in the estimate of fair value are reported as adjustment to the carrying value of the real estate, provided the adjusted carrying amount does not exceed the original amount at foreclosure. Revenues and expenses from operations and changes in the valuation allowance are included in other operating expenses.

NOTE 7– OTHER POST-RETIREMENT BENEFIT PLANS

During January 2008, the Bank awarded certain officers a salary continuation plan (the “Plan”). Under the Plan, the participants will be provided with a fixed annual retirement benefit for twenty years after retirement. The Bank is also responsible for certain pre-retirement death benefits under the Plan. In connection with the implementation of the Plan, the Bank purchased single premium life insurance policies on the life of each of the officers covered under the Plan. The Bank is the owner and partial beneficiary of these life insurance policies. The assets of the Plan, under Internal Revenue Service regulations, are owned by the Bank and are available to satisfy the Company’s general creditors.

The Bank awarded a director retirement plan (“DRP”) to two of its directors in January 2008 and to three of its newest directors in March 2014. Under the DRP, the participants will be provided with a fixed annual retirement benefit for ten years after retirement. The Bank is also responsible for certain pre-retirement death benefits under the DRP. In connection with the implementation of the DRP, the Bank purchased single premium life insurance policies on the life of each director covered under the DRP. The Bank is the owner and partial beneficiary of these life insurance policies. The assets of the DRP, under Internal Revenue Service regulations, are the property of the Bank and are available to satisfy the Bank’s general creditors.

Future compensation under both plans is earned for services rendered through retirement. The Bank accrues for the salary continuation liability based on anticipated years of service and vesting schedules provided under the plans. The Bank’s current benefit liability is determined based on vesting and the present value of the benefits at a corresponding discount rate. The discount rate used is an equivalent rate for investment-grade bonds with lives matching those of the service periods remaining for the salary continuation contracts, which average approximately 20 years. The salary continuation liability as of September 30, 2014 and December 31, 2013 was $2,164,000 and $2,021,000, respectively, and is reported in interest payable and other liabilities on the condensed consolidated balance sheets.

During January 2008, the Bank purchased $4.7 million in bank owned life insurance policies and entered into split-dollar life insurance agreements with certain officers and directors. During March 2014, the Bank purchased an additional $1.0 million in bank owned life insurance policies and entered into split-dollar life insurance agreements with its three newest directors. In connection with the implementation of the split-dollar agreements, the Bank purchased single premium life insurance policies on the life of each of the officers and directors covered by the split-dollar life insurance agreements. The Bank is the owner of the policies and the partial beneficiary in an amount equal to the cash surrender value of the policies.

The combined cash surrender value of all Bank-owned life insurance policies recorded in interest receivable and other assets on the condensed consolidated balance sheets were $13,433,000 and $12,083,000 at September 30, 2014 and December 31, 2013, respectively.

NOTE 8 — FINANCIAL INSTRUMENTS AND FAIR VALUE MEASUREMENTS

Fair values of financial instruments — The consolidated financial statements include various estimated fair value information as of September 30, 2014 and December 31, 2013. Such information, which pertains to the Company's financial instruments, does not purport to represent the aggregate net fair value of the Company. Further, the fair value estimates are based on various assumptions, methodologies, and subjective considerations, which vary widely among different financial institutions and which are subject to change.

Fair value measurements defines fair value, establishes a framework for measuring fair value, establishes a three-level valuation hierarchy for disclosure of fair value measurement and enhances disclosure requirements for fair value measurements. The valuation hierarchy is based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date. The three levels are defined as follow:

Level 1: Inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.

Level 2: Inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.

Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, the level in the fair value hierarchy within which the fair value measurement in its entirety falls has been determined based on the lowest level input that is significant to the fair value measurement in its entirety. The Company's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and considers factors specific to the asset or liability. Transfers between levels of the fair value hierarchy are recognized on the actual date of the event or circumstance that caused the transfer, which generally corresponds with the Company's quarterly valuation process.

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Following is a description of valuation methodologies used for assets and liabilities in the tables below:

Cash and cash equivalents – The carrying amounts of cash and cash equivalents approximate their fair value and are considered a level 1 valuation.

Restricted Equity Securities- The carrying amounts of the stock the Company's owns in FRB and FHLB approximate their fair value and are considered a level 2 valuation.

Loans receivable — For variable-rate loans that reprice frequently and have no significant change in credit risk, fair values are based on carrying values. The fair values for other loans (e.g., real estate construction and mortgage, commercial, and installment loans) are estimated using discounted cash flow analyses, using interest rates currently being offered for loans with similar terms to borrowers of similar credit quality. The allowance for loan losses is considered to be a reasonable estimate of loan discount due to credit risks. The Company's fair value model takes into account many inputs including current market rates on new loans, the U.S. treasury yield curve, LIBOR yield curve, rate floors, rate ceilings, remaining maturity, and average life based on specific loan type. Net loans are considered to be a level 3 valuation.

Deposit liabilities — The fair values estimated for demand deposits (interest and non-interest checking, savings, and certain types of money market accounts) are, by definition, equal to the amount payable on demand at the reporting date (i.e. their carrying amounts). The carrying amounts for variable-rate, fixed-term money market accounts and certificates of deposit approximate their fair values at the reporting date. Fair values for fixed-rate certificates of deposit are estimated using a discounted cash flow calculation that applies interest rates currently being offered on certificates to a schedule of the aggregate expected monthly maturities on time deposits. The fair value of deposits is determined by the Company's internal assets and liabilities modeling system that accounts for various inputs such as decay rates, rate floors, FHLB yield curve, maturities and current rates offered on new accounts. Fair value on deposits is considered a level 3 valuation.

Interest receivable and payable - The carrying amounts of accrued interest approximate their fair value and are considered to be a level 2 valuation.

Off-balance-sheet instruments — Fair values for the Bank's off-balance-sheet lending commitments are based on fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and the credit standing of the counterparties. The Company considers the Bank's off balance sheet instruments to be a level 3 valuation.

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The estimated fair values of the Company’s financial instruments at September 30, 2014 were as follows:

(in thousands)	Carrying Amount	Fair Value	Hierarchy Valuation Level
Financial assets:			
Cash and cash equivalents	$117,747	$117,747	1
Restricted equity securities	3,274	3,274	2
Loans, net	427,843	439,638	3
Interest receivable	1,858	1,858	2
Financial liabilities:			
Deposits	(630,178)	(562,822)	3
Interest payable	(40)	(40)	2
Off-balance-sheet assets (liabilities):			
Commitments and standby letters of credit		(763)	3

The estimated fair values of the Company’s financial instruments at December 31, 2013 were as follows:

(in thousands)	Carrying Amount	Fair Value	Hierarchy Valuation Level
Financial assets:			
Cash and cash equivalents	$105,191	$105,191	1
Restricted equity securities	3,170	3,170	2
Loans, net	411,156	426,433	3
Interest receivable	2,011	2,011	2
Financial liabilities:			
Deposits	(602,633)	(590,495)	3

Interest payable	(60)	(60)	2
Off-balance-sheet assets (liabilities):			
Commitments and standby letters of credit		(526)	3

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The following table presents the carrying value of recurring and nonrecurring financial instruments that were measured at fair value and that were still held in the condensed consolidated balance sheets at each respective period end, by level within the fair value hierarchy as of September 30, 2014 and December 31, 2013.

(in thousands)	**Fair Value Measurements at September 30, 2014 Using**			
	September 30, 2014	**Quoted Prices in Active Markets for Identical Assets (Level 1)**	**Significant Other Observable Inputs (Level 2)**	**Significant Unobservable Inputs (Level 3)**
Assets and liabilities measured on a recurring basis:				
Available-for-sale securities:				
U.S. agencies	$45,510	$ 0	$ 45,510	$ 0
Collateralized mortgage obligations	7,434	0	7,434	0
Municipalities	50,026	0	50,026	0
SBA pools	906	0	906	0
Corporate debt	6,818	0	6,818	0
Asset backed securities	10,577	0	10,577	
Mutual fund	2,928	2,928	0	0
Assets and liabilities measured on a non-recurring basis:				
Impaired loans:				
Land	$1,774	$ 0	$ 0	$ 1,774
Other real estate owned	$884	$ 0	$ 0	$ 884

(in thousands)	**Fair Value Measurements at December 31, 2013 Using**			
	December 31, 2013	**Quoted Prices in Active Markets for Identical Assets (Level 1)**	**Significant Other Observable Inputs (Level 2)**	**Significant Unobservable Inputs (Level 3)**
Assets and liabilities measured on a recurring basis:				
Available-for-sale securities				

U.S. agencies	$53,115	$ 0	53,115	$ 0
Collateralized mortgage obligations	9,781	0	9,781	0
Municipalities	40,269	0	40,269	0
SBA pools	1,081	0	1,081	0
Corporate debt	4,825	0	4,825	0
Asset backed securities	5,857	0	5,857	0
Mutual fund	2,818	2,818	0	0
Assets and liabilities measured on a non-recurring basis:				
Impaired loans:				
Land	$790	$ 0	$ 0	$ 790
Other real estate owned	$916	$ 0	$ 0	$ 916

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Following is a description of valuation methodologies used for assets and liabilities recorded at fair value.

Available-for-sale securities - Investment securities available-for-sale are recorded at fair value on a recurring basis. Fair value measurement is based upon quoted market prices, if available. If quoted market prices are not available, fair values are measured using independent pricing models or other model-based valuation techniques such as the present value of future cash flows, adjusted for the security's credit rating, prepayment assumptions, and other factors such as credit loss assumptions. Level 1 securities include those traded on an active exchange, such as the New York Stock Exchange, U.S. Treasury securities that are traded by dealers or brokers in active over-the-counter markets and money market funds. Level 2 securities include mortgage-backed securities issued by government sponsored entities, municipal bonds and corporate debt securities. Securities classified as Level 3 include asset-backed securities in less liquid markets where significant inputs are unobservable.

Impaired loans - ASC Topic 820 applies to loans measured for impairment using the practical expedients permitted by ASC Topic 310, *Accounting by Creditors for Impairment of a Loan*. The Company does not record loans at fair value on a recurring basis. However, from time to time, a loan is considered impaired and an allowance for loan losses is established. Loans for which it is probable that payment of interest and principal will not be made in accordance with the contractual terms of the loan agreement are considered impaired. Impaired loans where an allowance is established based on the fair value of collateral less the cost related to liquidation of the collateral require classification in the fair value hierarchy. When the fair value of the collateral is based on an observable market price or a current appraised value, the Company records the impaired loan as non-recurring Level 3. Likewise, when an appraised value is not available or management determines the fair value of the collateral is further impaired below the appraised value and there is no observable market price, the Company records the impaired loan as non-recurring Level 3.

Other Real Estate Owned - Other real estate assets ("OREO") acquired through, or in lieu of, foreclosure are held-for-sale and are initially recorded at the lower of cost or fair value, less selling costs. Any write-downs to fair value at the time of transfer to OREO are charged to the allowance for loan losses, subsequent to foreclosure. Appraisals or evaluations are then done periodically thereafter charging any additional write-downs or valuation allowances to the appropriate expense accounts. Values are derived from appraisals of underlying collateral and discounted cash flow analysis. OREO is classified within Level 3 of the hierarchy.

Net realizable value of the underlying collateral is the fair value of the collateral less estimated selling costs and any prior liens. Appraisals, recent comparable sales, offers and listing prices are factored in when valuing the collateral. We review and verify the qualifications and licenses of the certified general appraisers used for appraising commercial properties or certified residential appraisers for residential properties. Real estate appraisals may utilize a combination of approaches including replacement cost, sales comparison and the income approach. Comparable sales and income data are analyzed by the appraisers and adjusted to reflect differences between them and the subject property such as type, leasing status and physical condition. When the appraisals are received, Management reviews the assumptions and methodology utilized in the appraisal, as well as the overall resulting value in conjunction with independent data sources such as recent market data and industry-wide statistics. We generally use a 6% discount for selling costs which is applied to all properties, regardless of size. Appraised values may be adjusted to reflect changes in market conditions that have occurred subsequent to the appraisal date, or for revised estimates regarding the timing or cost of the property sale. These adjustments are based on qualitative judgments made by management on a case-by-case basis.

There have been no significant changes in the valuation techniques during the period ended September 30, 2014.

NOTE 9 – EARNINGS PER SHARE

Earnings per share ("EPS") are based upon the weighted average number of common shares outstanding during each year. The following table shows: (1) weighted average basic shares, (2) effect of dilutive securities related to stock options and non-vested restricted stock, and (3) weighted average shares of common stock and common stock equivalents. Net income available to common stockholders is calculated as net income reduced by dividends accumulated on preferred stock. Basic EPS are calculated by dividing net income available to common stockholders by the weighted average number of common shares outstanding during each period, excluding unvested restricted stock awards. Diluted EPS are calculated using the weighted average diluted shares, which reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock. The dilutive shares included in year-to-date diluted EPS is a weighted average of the dilutive shares included in each quarterly diluted EPS computation under the treasury stock method. We have two forms of outstanding common stock: common stock and unvested restricted stock awards. Holders of restricted stock awards receive non-forfeitable dividends at the same rate as common stockholders and they both share equally in undistributed earnings.

The Company's calculation of basic and diluted earnings per share ("EPS") for the three and nine month periods ended September 30, 2014 and 2013 are reflected in the table below.

(In thousands)	**THREE MONTHS ENDED SEPTEMBER 30, 2014**	**2013**
BASIC EARNINGS PER SHARE		
Net income available to common shareholders	$1,535	$1,505
Weighted average shares outstanding	7,959	7,803
Net income per common share	$0.19	$0.19
DILUTED EARNINGS PER SHARE		
Net income available to common shareholders	$1,535	$1,505
Weighted average shares outstanding	7,959	7,803
Effect of dilutive stock options	2	8
Effect of dilutive non-vested restricted shares	50	40
Weighted average shares of common stock and common stock equivalents	8,011	7,851
Net income per diluted common share	$0.19	$0.19

(In thousands)	NINE MONTHS ENDED SEPTEMBER 30, 2014	2013
BASIC EARNINGS PER SHARE		
Net income available to common shareholders	$5,480	$4,111
Weighted average shares outstanding	7,931	7,794
Net income per common share	$0.69	$0.53
DILUTED EARNINGS PER SHARE		
Net income available to common shareholders	$5,480	$4,111
Weighted average shares outstanding	7,931	7,794
Effect of dilutive stock options	6	11
Effect of dilutive non-vested restricted shares	48	37
Weighted average shares of common stock and common stock equivalents	7,985	7,842
Net income per diluted common share	$0.69	$0.52

During the three and nine month periods ended September 30, 2014, anti-dilutive weighted average options to purchase 59,500 and 68,500 shares of common stock were outstanding, with prices ranging from $9.95 to $15.67. Anti-dilutive weighted average stock options of 69,500 and 71,313 were outstanding during the three and nine month periods of 2013, with prices ranging from $8.25 to $15.67. These options were not included in the computation of diluted EPS because the options' exercise price was greater than the average market price of the common shares. These options begin to expire in 2015.

There were no anti-dilutive non-vested restricted stock grants for the three and nine months ended September 30, 2014 and 2013.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion explains the significant factors affecting our operations and financial position for the periods presented. The discussion should be read in conjunction with our financial statements and the notes related thereto which appear or that are referenced to elsewhere in this report, and with the audited consolidated financial statements and accompanying notes included in our 2013 Annual Report on Form 10-K, as amended. Average balances, including balances used in calculating certain financial ratios, are generally comprised of average daily balances.

The discussion and analysis of our financial condition and results of operations is based upon our financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires management to make estimates and judgments that affect the reported amounts of assets and liabilities, revenues and expenses, and related disclosures of contingent assets and liabilities at the date of our financial statements. Actual results may differ from these estimates under different assumptions or conditions. This discussion and analysis includes executive management's ("Management") insight of the Company's financial condition and results of operations of Oak Valley Bancorp and its subsidiary. Unless otherwise stated, the "Company" refers to the consolidated entity, Oak Valley Bancorp, while the "Bank" refers to Oak Valley Community Bank.

Forward-Looking Statements

Some matters discussed in this Form 10-Q may be "forward-looking statements" within the meaning of the Private Litigation Reform Act of 1995 and therefore may involve risks, uncertainties and other factors which may cause our actual results to be materially different from the results expressed or implied by our forward-looking statements. These statements generally appear with words such as "anticipate," "believe," "estimate," "may," "intend," and "expect." Although management believes that the assumptions and expectations reflected in such forward-looking statements are reasonable, it can give no assurance that such expectations will prove to be correct. Factors that could cause actual results to differ from results discussed in forward-looking statements include, but are not limited to: economic conditions (both generally and in the markets where the Company operates); competition from other providers of financial services offered by the Company; changes in government regulation and legislation; changes in interest rates; material unforeseen changes in the financial stability and liquidity of the Company's credit customers; risks associated with concentrations in real estate related loans; changes in accounting standards and interpretations; and other risks as may be detailed from time to time in the Company's filings with the Securities and Exchange Commission, all of which are difficult to predict and which may be beyond the control of the Company or the Company. The Company undertakes no obligation to revise forward-looking statements to reflect events or changes after the date of this discussion or to reflect the occurrence of unanticipated events.

Forward-looking statements speak only as of the date they are made, and the Company does not undertake to update forward-looking statements to reflect circumstances or events that occur after the date the forward-looking statements are made, whether as a result of new information, future developments or otherwise, except as may be required by law.

Critical Accounting Estimates

Management has determined the following five accounting policies to be critical:

Allowance for Loan Losses

Accounting for allowance for loan losses involves significant judgment and assumptions by management and is based on historical data and management's view of the current economic environment. At least on a quarterly basis, our management reviews the methodology and adequacy of allowance for loan losses and reports its assessment to the Board of Directors for its review and approval.

We base our allowance for loan losses on an estimation of probable losses inherent in our loan portfolio. Our methodology for assessing loan loss allowances are intended to reduce the differences between estimated and actual losses and involves a detailed analysis of our loan portfolio in three phases:

the specific review of individual loans,

the segmenting and review of loan pools with similar characteristics, and

our judgmental estimate based on various subjective factors.

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The first phase of our methodology involves the specific review of individual loans to identify and measure impairment. We evaluate each loan by use of a risk rating system, except for homogeneous loans, such as automobile loans and home mortgages. Specific risk rated loans are deemed impaired if all amounts, including principal and interest, will likely not be collected in accordance with the contractual terms of the related loan agreement. Impairment for commercial and real estate loans is measured either based on the present value of the loan's expected future cash flows or, if collection on the loan is collateral dependent, the estimated fair value of the collateral, less selling and holding costs.

The second phase involves the segmenting of the remainder of the risk rated loan portfolio into groups or pools of loans, together with loans with similar characteristics, for evaluation. We determine the calculated loss ratio to each loan pool based on its historical net losses and benchmark it against the levels of other peer banks.

In the third phase, we consider relevant internal and external factors that may affect the collectability of loan portfolio and each group of loan pool. The factors considered are, but are not limited to:

concentration of credits,

nature and volume of the loan portfolio,

delinquency trends,

non-accrual loan trend,

problem loan trend,

loss and recovery trend,

quality of loan review,

lending and management staff,

lending policies and procedures,

economic and business conditions, and

other external factors, including regulatory review.

Our management estimates the probable effect of such conditions based on our judgment, experience and known or anticipated trends. Such estimation may be reflected as an additional allowance to each group of loans, if necessary. Management reviews these conditions with our senior credit officers. To the extent that any of these conditions is evidenced by a specifically identifiable problem credit or portfolio segment as of the evaluation date, management's estimate of the effect of such condition may be reflected as a specific allowance applicable to such credit or portfolio segment. Where any of these conditions is not evidenced by a specific, identifiable problem credit or portfolio segment as of the evaluation date, management's evaluation of the inherent loss related to such condition is reflected in the unallocated allowance.

Central to our credit risk management and our assessment of appropriate loss allowance is our loan risk rating system. Under this system, the originating credit officer assigns borrowers an initial risk rating based on a thorough analysis of each borrower's financial capacity in conjunction with industry and economic trends. Approvals are made based upon the amount of inherent credit risk specific to the transaction and are reviewed for appropriateness by senior line and credit administration personnel. Credits are monitored by line and credit administration personnel for deterioration in a borrower's financial condition which may impact the ability of the borrower to perform under the contract. Although management has allocated a portion of the allowance to specific loans, specific loan pools, and off-balance sheet credit exposures (which are reported separately as part of other liabilities), the adequacy of the allowance is considered in its entirety.

Non-Accrual Loan Policy

Interest on loans is credited to income as earned and is accrued only if deemed collectible. Accrual of interest is discontinued when a loan is over 90 days delinquent or if management believes that collection is highly uncertain. Generally, payments received on non-accrual loans are recorded as principal reductions. Interest income is recognized after all principal has been repaid or an improvement in the condition of the loan has occurred that would warrant resumption of interest accruals. Loans are considered past due if the required principal and interest payments have not been received as of the date such payments were due.

Asset Impairment Judgments

Certain of our assets are carried in our consolidated balance sheets at fair value or at the lower of cost or fair value. Valuation allowances are established when necessary to recognize impairment of such assets. We periodically perform analyses to test for impairment of various assets. In addition to our impairment analyses related to loans, another significant impairment analysis relates to other than temporary declines in the value of our securities.

Loans for which it is probable that payment of interest and principal will not be made in accordance with the contractual terms of the loan agreement are considered impaired and are carried at fair value or below. Appraisals are done periodically on impaired loans and if required an allowance is established based on the fair value of collateral less the cost related to liquidation of the collateral. In some circumstances, an impaired loan may be charged off to bring the carrying value to fair value.

Other real estate assets (“OREO”) acquired through, or in lieu of, foreclosure are held-for-sale and are initially recorded at the lower of cost or fair value, less selling costs. Any write-downs to fair value at the time of transfer to OREO are charged to the allowance for loan losses, subsequent to foreclosure. Appraisals or evaluations are then done periodically and any subsequent declines in the fair value of the OREO property after the date of transfer are recorded through a write-down of the asset. Any subsequent operating expenses or income, reduction in estimated fair values, and gains or losses on disposition of such properties are charged or credited to current operations.

Net realizable value of the underlying collateral is the fair value of the collateral less estimated selling costs and any prior liens. Appraisals, recent comparable sales, offers and listing prices are factored in when valuing the collateral. We review and verify the qualifications and licenses of the certified general appraisers used for appraising commercial properties or certified residential appraisers for residential properties. Real estate appraisals may utilize a combination of approaches including replacement cost, sales comparison and the income approach. Comparable sales and income data are analyzed by the appraisers and adjusted to reflect differences between them and the subject property such as type, leasing status and physical condition. When the appraisals are received, Management reviews the assumptions and methodology utilized in the appraisal, as well as the overall resulting value in conjunction with independent data sources such as recent market data and industry-wide statistics. We generally use a 6% discount for selling costs which is applied to all properties, regardless of size. Appraised values may be adjusted to reflect changes in market conditions that have occurred subsequent to the appraisal date, or for revised estimates regarding the timing or cost of the property sale. These adjustments are based on qualitative judgments made by management on a case-by-case basis.

Our available for sale portfolio is carried at estimated fair value, with any unrealized gains and losses, net of taxes, reported as accumulated other comprehensive income in shareholders’ equity. We conduct a periodic review and evaluation of the securities portfolio to determine if the value of any security has declined below its carrying value and whether such decline is other than temporary. If such decline is deemed other than temporary, we would adjust the carrying amount of the security by writing down the security to fair market value through a charge to current period income. The market values of our securities are significantly affected by changes in interest rates.

In general, as interest rates rise, the market value of fixed-rate securities will decrease; as interest rates fall, the market value of fixed-rate securities will increase. With significant changes in interest rates, we evaluate our intent and ability to hold the security for a sufficient time to recover the recorded principal balance. Estimated fair values for securities are based on published or securities dealers’ market values. Market volatility is unpredictable and may impact such values.

Fair Value Measurements

We use fair value measurements to record fair value adjustments to certain assets and liabilities and to determine fair value disclosures. We base our fair values on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Securities available for sale, derivatives, and loans held for sale, if any, are recorded at fair value on a recurring basis. Additionally, from time to time, we may be required to record certain assets at fair value on a non-recurring basis, such as certain impaired loans held for investment and securities held to maturity that are other-than-temporarily impaired. These non-recurring fair value adjustments typically involve write-downs of individual assets due to application of lower-of-cost or market accounting.

We have established and documented a process for determining fair value. We maximize the use of observable inputs and minimize the use of unobservable inputs when developing fair value measurements. Whenever there is no readily available market data, management uses its best estimate and assumptions in determining fair value, but these estimates involve inherent uncertainties and the application of management's judgment. As a result, if other assumptions had been used, our recorded earnings or disclosures could have been materially different from those reflected in these financial statements.

Deferred Compensations Plans

Future compensation under the Company’s executive salary continuation plan and director retirement plan is earned for services rendered through retirement. The Company accrues for the salary continuation liability based on anticipated years of service and vesting schedules provided under the plans. The Company’s current benefit liability is determined based on vesting and the present value of the benefits at a corresponding discount rate. The discount rate used is an equivalent rate for investment-grade bonds with lives matching those of the service periods remaining for the salary continuation contracts, which average approximately 20 years.

Introduction

Oak Valley Community Bank commenced operations in May 1991. We are an insured bank under the Federal Deposit Insurance Act and are a member of the Federal Reserve. Since its formation, the Bank has provided basic banking services to individuals and business enterprises in Oakdale, California and the surrounding areas. The focus of the Bank is to offer a range of commercial banking services designed for both individuals and small to medium-sized businesses in the two main areas of service of the Company: the Central Valley and the Eastern Sierras.

The Bank offers a complement of business checking and savings accounts for its business customers. The Bank also offers commercial and real estate loans, as well as lines of credit. Real estate loans are generally of a short-term nature for both residential and commercial purposes. Longer-term real estate loans are generally made with adjustable interest rates and contain normal provisions for acceleration. In addition, the Bank offers traditional residential mortgages through a third party.

The Bank also offers other services for both individuals and businesses including online banking, remote deposit capture, merchant services, night depository, extended hours, traveler’s checks, wire transfer of funds, note collection, and automated teller machines in a national network. The Bank does not currently offer international banking or trust services although the Bank may make such services available to the Bank’s customers through financial institutions with which the Bank has correspondent banking relationships. The Bank does not offer stock transfer services nor does it directly issue credit cards.

Effective July 3, 2008, Oak Valley Community Bank became a subsidiary of Oak Valley Bancorp, a newly established bank holding company. Oak Valley Bancorp operates Oak Valley Community Bank as a community bank in the general commercial banking business, with our primary market encompassing the California Central Valley around Oakdale and Modesto, and the Eastern Sierras. As such, unless otherwise noted, all references are about Oak Valley Bancorp (the “Company”).

Overview of Results of Operations and Financial Condition

The purpose of this summary is to provide an overview of the items management focuses on when evaluating the condition of the Company and its success in implementing its business and shareholder value strategies. The Company’s business strategy is to operate the Bank as a well-capitalized, profitable and independent community oriented bank. The Company’s shareholder value strategy has three major themes: (1) enhancing shareholder value; (2) making its retail banking franchise more valuable; and (3) efficiently utilizing its capital.

Management believes the following were important factors in the Company's performance during the three and nine month periods ended September 30, 2014:

- Thanks to our deep roots in the communities that we serve, our focus on customer care and our selectivity in lending, during the first nine months of 2014, our performance has been better than most institutions of our size that compete in our market. Despite the stagnant economy affecting our primary market areas, we have been able to increase our core deposits to $616.1 million and have posted net income available to common shareholders of $0.19 and $0.69 per diluted share for the three and nine month periods ended September 30, 2014, respectively. While published economic data indicates that the downturn is behind us, it is not clear at what speed the economy will recover.

- The Company recognized net income available to common shareholders of $1,535,000 and $5,480,000 for the three and nine month periods ended September 30, 2014, respectively, as compared to $1,505,000 and $4,111,000 for the same periods in 2013. The Company recognized net income before preferred stock dividends of $5,480,000 for the nine months ended September 30, 2014, as compared to $4,179,000 for the same period in 2013. The factors contributing to these results will be discussed below.

  - The Company recognized $68,000 in the first quarter ended March 31, 2013, associated with the accrual for preferred stock dividends for the Series B Preferred Stock that the U.S. Treasury owned under the Small Business Lending Fund ("SBLF"). The Company repurchased 6,750 shares of Series B Preferred Stock in May 2012 and the remaining 6,750 shares were repurchased in March 2013, therefore there were no shares of Series B Preferred Stock outstanding and no preferred stock dividends paid during 2014.

- In the nine month period ended September 30, 2014, the Company recognized a $1,877,000 reversal of loan loss provisions due to a loan settlement of $2,923,000 which resulted in a net loan recovery of $1,877,000. No provisions were recorded during the third quarter of 2014. This compares to loan loss provisions of $100,000 and $300,000, respectively, during the three and nine month periods in 2013. The decrease was mainly due to the loan recovery and management's assessment of the appropriate level for the allowance for loan losses. The Company continues to monitor the Bank's loan portfolio with the objective of avoiding defaults or write-downs. The Board of Directors and all employees continue to work hard to ensure a high level of underwriting standards. Despite these actions, the possibility of additional losses cannot be eliminated.

- Net interest income increased $359,000 or 6.0% and $765,000 or 4.3% for the three and nine month periods ended September 30, 2014, respectively, compared to the same periods in 2013. The increase was primarily due to growth of our loan and investment security portfolios.

- Non-interest income increased by $74,000 or 8.5% and $209,000 or 8.5% for the three and nine months ended September 30, 2014, respectively, as compared to the same periods in 2013. The increase was primarily realized in service charge income due to an increase in the number of deposit accounts and increase investment service fee income.

- Non-interest expense increased by $494,000 or 10.7% and $990,000 or 7.1% for the three and nine month periods ended September 30, 2014, respectively, as compared to the same periods in 2013. The increase was mainly due to an increase in staffing necessary to support the loan and deposit growth and preparation for expansion into the Tracy market.

- Total assets increased $35.0 million or 5.2% from December 31, 2013. Total net loans increased by $16.7 million or 4.1% and investment securities increased by $6.5 million or 5.5% from December 31, 2013 to September 30, 2014, while deposits increased by $27.5 million or 4.6% for the same period.

Income Summary

For the three and nine month periods ended September 30, 2014, the Company recorded net income available to common shareholders of $1,535,000 and $5,480,000, respectively, representing increases of $30,000 and $1,369,000, as compared to the same periods in 2013. Return on average assets (annualized) was 0.88% and 1.07% for the three and nine months ended September 30, 2014, respectively, as compared with 0.92% and 0.87% for the same periods in 2013. Annualized return on average common equity was 8.44% and 10.53% for the three and nine months ended September 30, 2014, respectively, as compared to 9.45% and 8.59% for the same periods of 2013.

Net income before provisions for income taxes and preferred stock dividends increased $39,000 and $2,161,000 for the three and nine month periods ended September 30, 2014, respectively, from the comparable 2013 periods. The income statement components of these variances are as follows:

Pre-Tax Income Variance Summary:

(In thousands)	**Effect on Pre-Tax Income** *Increase (Decrease)* **Three Months Ended September 30, 2014**	**Effect on Pre-Tax Income** *Increase (Decrease)* **Nine Months Ended September 30, 2014**
Change from 2013 to 2014 in:		
Net interest income	$ 359	$ 765
Provision for loan losses	100	2,177
Non-interest income	74	209
Non-interest expense	(494)	(990)
Change in income before income taxes	$ 39	$ 2,161

These variances will be explained in the discussion below.

Net Interest Income

Net interest income is the largest source of the Company’s operating income. For the three and nine month periods ended September 30, 2014, net interest income was $6.4 million and $18.7 million, respectively, which represented increases of $359,000 or 6.0% and $765,000 or 4.3% from the comparable periods in 2013.

The net interest margin (net interest income as a percentage of average interest earning assets) was 4.13% and 4.08% for the three and nine months period ended September 30, 2014, respectively, which remained relatively flat compared to 4.12% and 4.11% for the same periods in 2013. Overall, the Company has experienced net interest margin compression since the economic downturn in 2008 for several reasons: 1) deposit interest rates have essentially reached a threshold in which they cannot reasonably be further reduced, 2) competition in the lending market has driven new loan rates down, 3) loan and investment portfolio yields continue to decrease due to contractual repricing and 4) deposit growth has out-paced loan growth and the elevated interest-bearing cash balances, which yield approximately 0.25%, have compressed our net interest margin.

The cost of funds on interest-bearing liabilities did recognize a moderate decrease of 4 basis points and 5 basis points for the three and nine months ended September 30, 2014, compared to 2013 due to further rate reductions and a shift from high cost CDs into demand deposit and savings accounts. In addition, average non-interest-bearing demand deposit balances increased by $19.1 million and $16.7 million, respectively, for the three and nine month periods ended September 30, 2014, as compared to the same periods of 2013.

Earning asset yield decreased by 1 basis point and 7 basis points for the three and nine month periods ended September 30, 2014, respectively, compared to the same periods of 2013. The yield on loans decreased by 40 basis points and 31 basis points for the third quarter and nine month period of 2014, respectively, as compared to 2013, in spite of the significant portion of our loans that are at their contractual rate floors. This decrease in loan yield was primarily a result of competitive pressure on the pricing of new loan fundings. The drop in loan yield was offset by deploying a portion of the low yielding cash equivalent balances into loan and investment balances which recognized increases of $34.0 million and $9.0 million, respectively, in the nine month period of 2014 as compared to 2013.

The following tables shows the relative impact of changes in average balances of interest earning assets and interest bearing liabilities, and interest rates earned and paid by the Company on those assets and liabilities for the three and nine month periods ended September 30, 2014 and 2013:

Net Interest Analysis

(in thousands)	**Three Months Ended September 30, 2014** Average Balance	Interest Income / Expense	Avg Rate/ Yield	**Three Months Ended September 30, 2013** Average Balance	Interest Income / Expense	Avg Rate/ Yield
Assets:						
Earning assets:						
Gross loans (1) (2)	$439,108	$ 5,557	5.02 %	$398,490	$ 5,442	5.42 %
Investment securities (2)	124,271	1,142	3.65 %	119,768	896	2.97 %
Federal funds sold	10,300	6	0.23 %	9,042	5	0.22 %
Interest-earning deposits	58,938	39	0.26 %	70,236	49	0.28 %
Total interest-earning assets	632,617	6,744	4.23 %	597,536	6,392	4.24 %
Total noninterest earning assets	57,935			48,493		
Total Assets	690,552			646,029		
Liabilities and Shareholders' Equity:						
Interest-bearing liabilities:						
Interest-earning DDA	15,865	2	0.05 %	14,257	4	0.11 %
Money market deposits	234,497	68	0.12 %	234,430	72	0.12 %
NOW deposits	97,935	15	0.06 %	82,824	19	0.09 %
Savings deposits	39,770	11	0.11 %	37,554	14	0.15 %
Time certificates of deposit $100,000 or more	33,639	48	0.57 %	34,207	62	0.72 %
Other time deposits	17,364	12	0.28 %	19,449	23	0.47 %
Other borrowings	0	0	0.00 %	0	0	0.00 %
Total interest-bearing liabilities	439,070	156	0.14 %	422,721	194	0.18 %
Noninterest-bearing liabilities:						
Noninterest-bearing deposits	175,438			156,314		
Other liabilities	3,920			3,827		
Total noninterest-bearing liabilities	179,358			160,141		
Shareholders' equity	72,124			63,167		
Total liabilities and shareholders' equity	$690,552			$646,029		
Net interest income		$ 6,588			$ 6,198	
Net interest spread (3)			4.09 %			4.06 %
Net interest margin (4)			4.13 %			4.12 %

(1) *Loan fees have been included in the calculation of interest income.*

(2) *Yields and interest income on municipal securities and loans have been adjusted to their fully-taxable equivalents, based on a federal marginal tax rate of 34.0%.*

(3) *Represents the average rate earned on interest-earning assets less the average rate paid on interest-bearing liabilities.*

(4) *Represents net interest income as a percentage of average interest-earning assets.*

(5) *Annual interest rates are computed by dividing the interest income/expense by the number of days in the period multiplied by 365.*

(in thousands)	**Nine months ended September 30, 2014** Average Balance	Interest Income / Expense	Avg Rate/ Yield	**Nine months ended September 30, 2013** Average Balance	Interest Income / Expense	Avg Rate/ Yield
Assets:						
Earning assets:						
Gross loans (1) (2)	$425,552	$16,208	5.09 %	$391,587	$15,824	5.40 %
Investment securities (2)	121,663	3,347	3.68 %	112,685	2,983	3.54 %
Federal funds sold	17,048	30	0.24 %	9,792	17	0.23 %
Interest-earning deposits	65,494	134	0.27 %	82,003	161	0.26 %
Total interest-earning assets	629,757	19,719	4.19 %	596,067	18,985	4.26 %
Total noninterest earning assets	54,282			49,181		
Total assets	684,039			645,248		
Liabilities and Shareholders' Equity:						
Interest-bearing liabilities:						
Interest-earning DDA	13,897	4	0.04 %	10,376	10	0.13 %
Money market deposits	238,466	209	0.12 %	239,325	251	0.14 %
NOW deposits	95,324	48	0.07 %	80,478	63	0.10 %
Savings deposits	40,283	34	0.11 %	35,170	41	0.16 %
Time certificates of deposit $100,000 or more	33,591	145	0.58 %	36,321	206	0.76 %
Other time deposits	17,879	50	0.37 %	19,750	72	0.49 %
Other borrowings	2	0	0.00 %	0	0	0.00 %
Total interest-bearing liabilities	439,442	490	0.15 %	421,420	643	0.20 %
Noninterest-bearing liabilities:						
Noninterest-bearing deposits	170,988			154,297		
Other liabilities	4,048			3,768		
Total noninterest-bearing liabilities	175,036			158,065		
Shareholders' equity	69,561			65,763		
Total liabilities and shareholders' equity	$684,039			$645,248		
Net interest income		$19,229			$18,342	
Net interest spread (3)			4.04 %			4.06 %
Net interest margin (4)			4.08 %			4.11 %

(1) Loan fees have been included in the calculation of interest income.

(2) Yields and interest income on municipal securities and loans have been adjusted to their fully-taxable equivalents, based on a federal marginal tax rate of 34.0%.

(3) Represents the average rate earned on interest-earning assets less the average rate paid on interest-bearing liabilities.

(4) Represents net interest income as a percentage of average interest-earning assets.

(5) *Annual interest rates are computed by dividing the interest income/expense by the number of days in the period multiplied by 365.*

Shown in the following tables are the relative impacts on net interest income of changes in the average outstanding balances (volume) of earning assets and interest bearing liabilities and the rates earned and paid by the Company on those assets and liabilities for the three and nine month periods ended September 30, 2014 and 2013. Changes in interest income and expense that are not attributable specifically to either rate or volume are allocated to the rate column below.

Rate / Volume Variance Analysis

(In thousands)	**For the Three Months Ended September 30, 2014 vs 2013 Increase (Decrease) in interest income and expense due to changes in:**		
	Volume	**Rate**	**Total**
Interest income:			
Gross loans (1) (2)	$555	$(440)	$115
Investment securities (2)	34	212	246
Federal funds sold	1	0	1
Interest-earning deposits	(8)	(2)	(10)
Total interest income	**$582**	**$(230)**	**$352**
Interest expense:			
Interest-earning DDA	0	(2)	(2)
Money market deposits	0	(4)	(4)
NOW deposits	3	(7)	(4)
Savings deposits	1	(4)	(3)
Time CD $100K or more	(1)	(13)	(14)
Other time deposits	(2)	(9)	(11)
Other borrowings	0	0	0
Total interest expense	**$1**	**$(39)**	**$(38)**
Change in net interest income	**$581**	**$(191)**	**$390**

(1) Loan fees have been included in the calculation of interest income.

(2) Interest income on municipal securities and loans has been adjusted to their fully-taxable equivalents, based on a federal marginal tax rate of 34.0%.

The table above reflects the current low interest rate environment has impacted assets more than liabilities as indicated by the decrease of $191,000 in net interest income due to the rate change for the third quarter of 2014. This is not typical for the Company, as we have historically been liability sensitive, however, deposit interest rates are at historic lows and have essentially reached a threshold in which they cannot reasonably be further reduced and existing loans are continuing to reprice downward while new loans are funding at historically low rates. The decrease in loan yields resulted in a $440,000 decrease to loan interest income for the quarter compared to prior year. The increase in earning asset balances combined with the overall change in mix of balances resulted in an increase of $581,000 to net interest income over the same period.

(In thousands)	**For the Nine Months Ended September 30, 2014 vs 2013 Increase (Decrease) in interest income and expense due to changes in:**		
	Volume	**Rate**	**Total**
Interest income:			
Gross loans (1) (2)	$1,373	$(989)	$384
Investment securities (2)	238	126	364
Federal funds sold	13	0	13
Interest-earning deposits	(32)	5	(27)
Total interest income	**$1,592**	**$(858)**	**$734**
Interest expense:			
Interest-earning DDA	3	(9)	(6)
Money market deposits	(1)	(41)	(42)
NOW deposits	12	(27)	(15)
Savings deposits	6	(13)	(7)
Time CD $100K or more	(15)	(46)	(61)
Other time deposits	(7)	(15)	(22)
Other borrowings	0	0	0
Total interest expense	**$(2)**	**$(151)**	**$(153)**
Change in net interest income	**$1,594**	**$(707)**	**$887**

(1) Loan fees have been included in the calculation of interest income.

(2) Interest income on municipal securities and loans has been adjusted to their fully-taxable equivalents, based on a federal marginal tax rate of 34.0%.

The table above reflects the current low interest rate environment has impacted assets more than liabilities as indicated by the decrease of $707,000 in net interest income due to the rate change for the nine month period of 2014. This is not typical for the Company, as we have historically been liability sensitive, however, deposit interest rates are at historic lows and have essentially reached a threshold in which they cannot reasonably be further reduced and existing loans are continuing to reprice downward while new loans are funding at historically low rates. The decrease in loan yields resulted in a $989,000 decrease to loan interest income year-to-date compared to last year. The increase in earning asset balances combined with the overall change in mix of balances resulted in an increase of $1,594,000 to net interest income over the same period.

Non-Interest Income

Non-interest income represents service charges on deposit accounts and other non-interest related charges and fees, including fees from mortgage commissions and investment service fee income. For the three and nine month periods ended September 30, 2014, non-interest income was $940,000 and 2,677,000, representing increases of $74,000 or 8.5% and $209,000 or 8.5%, respectively, compared to the same periods in 2013.

The following tables show the major components of non-interest income:

(in thousands)	**For the Three Months Ended September 30,**			
	2014	**2013**	**$ change**	**% change**
Service charges on deposits	$364	$318	$ 46	14.5 %
Earnings on cash surrender value of life insurance	111	101	10	9.9 %
Mortgage commissions	60	60	0	0.0 %
Gains on called securities	17	18	(1)	(5.6%)
Other income	388	369	19	5.1 %
Total non-interest income	$940	$866	$ 74	8.5 %

(in thousands)	**For the Nine Months Ended September 30,**			
	2014	**2013**	**$ change**	**% change**
Service charges on deposits	$1,009	$903	$ 106	11.7 %
Earnings on cash surrender value of life insurance	321	306	15	4.9 %
Mortgage commissions	138	197	(59)	(29.9%)
Gains on called securities	29	53	(24)	(45.3%)
Other income	1,180	1,009	171	16.9 %
Total non-interest income	$2,677	$2,468	$ 209	8.5 %

Service charges on deposits increased by $46,000 and $106,000 for the three and nine months ended September 30, 2014, respectively, compared to the same periods in 2013, as a result of an increase in the number of transaction deposit accounts.

Mortgage commissions have remained unchanged at $60,000 for the three month period and increased by $59,000 for the nine months ended September 30, 2014, as compared to the same periods of 2013 as a result of the slow demand for home purchases and refinancing.

Earnings on cash surrender value of life insurance increased by $10,000 and $15,000 for the three and nine months ended September 30, 2014, respectively, compared to the same periods in 2013, as a result of three new life insurance plans totaling $1.0 million purchased on directors during the first quarter of 2014.

Other income increased by $19,000 and $171,000 for the three and nine month periods ended September 30, 2014, as compared to the same periods of 2013 mainly as a result of the year-to-date increases of $64,000 in FHLB stock dividend income, $65,000 in debit card fee income and $32,000 in investment service fee income.

Non-Interest Expense

Non-interest expense represents salaries and benefits, occupancy expenses, professional expenses, outside services, and other miscellaneous expenses necessary to conduct business.

The following tables show the major components of non-interest expenses:

(in thousands)	**For the Three Months Ended September 30,**			
	2014	**2013**	**$ change**	**% change**
Salaries and employee benefits	$2,796	$2,451	$ 345	14.1 %
Occupancy	719	739	(20)	(2.7 %)
Data processing fees	339	331	8	2.4 %
Regulatory assessments (FDIC & DBO)	118	120	(2)	(1.7 %)
Other	1,140	977	163	16.7 %
Total non-interest income	$5,112	$4,618	$ 494	10.7 %

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(in thousands)	For the Nine Months Ended September 30,			
	2014	2013	$ change	% change
Salaries and employee benefits	$8,210	$7,590	$ 620	8.2 %
Occupancy	2,177	2,220	(43)	(1.9%)
Data processing fees	995	938	57	6.1 %
Regulatory assessments (FDIC & DBO)	358	360	(2)	(0.6%)
Other	3,242	2,884	358	12.4 %
Total non-interest income	$14,982	$13,992	$ 990	7.1 %

Non-interest expenses increased by $494,000 or 10.7% and $990,000 or 7.1% for the three and nine months ended September 30, 2014, respectively, as compared to the same periods of 2013. Salaries and employee benefits increased $345,000 and $620,000 for the three and nine months ended September 30, 2014, respectively, as compared to the same periods of 2013, primarily due to full time equivalent staffing increase from 135 to 145 to support continued loan and deposit growth.

Data processing fees increased by $8,000 and $57,000 for the three and nine month periods ended September 30, 2014, respectively, as a result of an increased number of transaction accounts. Other expense increased by $163,000 and $358,000 for the three and nine months ended September 30, 2014, respectively, compared to the same periods in 2013, due to a combination of expenses incurred to support the growth of our product lines and services.

FDIC and DBO (California Department of Business Oversight) regulatory assessments were $118,000 and $358,000 for the three and nine months ended September 30, 2014 and 2013, respectively. The initial base assessment rate for financial institutions varies based on the overall risk profile of the institution as defined by the FDIC. The assessment rate decreased as a result of our improved risk profile, but was offset by a higher deposit base in 2014 as compared to 2013, as the FDIC assessment rates are applied to average quarterly total liabilities as the primary basis.

Occupancy expenses decreased by $20,000 and $43,000 for the three and nine months ended September 30, 2014, respectively, as compared to the same periods of 2013, which is primarily due to the acquisition of the corporate headquarter building in the fourth quarter of 2013 and the resulting lower overhead.

Management anticipates that non-interest expense will continue to increase as we continue to grow. However, management remains committed to cost-control and efficiency, and we expect to keep these increases to a minimum relative to growth.

Income Taxes

We reported a provision for income taxes of $682,000 and $2,761,000 for the three and nine month periods ended September 30, 2014, respectively, representing increases of $9,000 and $860,000 as compared to the provisions reported in the comparable periods of 2013. The effective income tax rate on income from continuing operations was 30.8% and 33.5% for the three and nine months ended September 30, 2014, respectively, compared to 30.9% and 31.3% for the comparable periods of 2013. These provisions reflect accruals for taxes at the applicable rates for federal income tax and California franchise tax based upon reported pre-tax income, and adjusted for the effects of all permanent differences between income for tax and financial reporting purposes (such as earnings on qualified municipal securities, BOLI and certain tax-exempt loans). The disparity between the effective tax rates for 2014 as compared to 2013 is primarily due to tax credits from California Enterprise Zones and low income housing projects as well as tax free-income on loans within these enterprise zones and municipal securities and loans that comprise a larger proportion of pre-tax income in 2013 as compared to 2014.

Asset Quality

Non-performing assets consist of loans on non-accrual status, including loans restructured on non-accrual status, where the terms of repayment have been renegotiated resulting in a reduction or deferral of interest or principal, loans 90 days or more past due and still accruing interest and other real estate owned (“OREO”).

Loans are generally placed on non-accrual status when they become 90 days past due, unless management believes the loan is adequately collateralized and in the process of collection. The past due loans may or may not be adequately collateralized, but collection efforts are continuously pursued. Loans may be restructured by management when a borrower has experienced some changes in financial status, causing an inability to meet the original repayment terms, and where we believe the borrower will eventually overcome those circumstances and repay the loan in full. OREO consists of properties acquired by foreclosure or similar means and which management intends to offer for sale.

Non-accrual loans totaled $3.45 million at September 30, 2014, as compared to $2.34 million at December 31, 2013. The non-accrual loans as of September 30, 2014 are loans made to four borrowers primarily for purposes of commercial real estate. As of September 30, 2014, we had five loans considered troubled debt restructurings totaling $3.37 million, all of which are included in non-accrual loans.

OREO as of September 30, 2014 consisted of three properties, one of which was a residential land acquired through foreclosure that was written down to a zero balance because the public utilities have not been obtainable rendering these land lots unmarketable at this time. The other two OREO properties consisted of commercial real estate totaling $884,000 and were acquired through foreclosure.

The following table presents information about the Bank’s non-performing assets, including asset quality ratios as of September 30, 2014 and December 31, 2013:

Non-Performing Assets

(in thousands)	**September 30, 2014**		**December 31, 2013**	
Loans in non-accrual status	$ 3,449		$ 2,340	
Loans past due 90 days or more and accruing	0		0	
Total non-performing loans	3,449		2,340	
Other real estate owned	884		916	
Total non-performing assets	$ 4,333		$ 3,256	
Allowance for loan losses	$ 7,541		$ 7,659	
Asset quality ratios:				
Non-performing assets to total assets	0.61	%	0.48	%
Non-performing loans to total loans	0.79	%	0.56	%
Allowance for loan losses to total loans	1.73	%	1.83	%
Allowance for loan losses to total non-performing loans	218.6	%	327.4	%

Non-performing assets increased by $1.1 million as of September 30, 2014, as compared to December 31, 2013, as a result of $3.0 million of loans placed on non-accrual loans status during the first quarter of 2014. This was offset by principal payments of $1.8 million and charge-offs of $62,000. There were write downs of $17,000 and $15,000 during the second and third quarters of 2014, respectively, on one OREO property leaving the balance at $884,000 at September 30, 2014, as the Company continued to hold the three properties mentioned above.

Allowance for Loan and Lease Losses ("ALLL")

In anticipation of credit risk inherent in our lending business, we routinely set aside allowances through charges to earnings. Such charges are not only made for the outstanding loan portfolio, but also for off-balance sheet items, such as commitments to extend credits or letters of credit. Charges made for the outstanding loan portfolio have been credited to the allowance for loan losses, whereas charges for off-balance sheet items have been credited to the reserve for off-balance sheet items, which is presented as a component of other liabilities. The Company recorded no loan loss provisions during the third quarter and a reversal of $1,877,000 for loan loss provisions during the nine month period of 2014, as compared to the $100,000 and $300,000 in provisions recorded in the same periods of 2013.

The allowance for loan losses decreased by $118,000 or 1.5%, to $7.54 million at September 30, 2014, as compared with $7.66 million at December 31, 2013. The Company recognized the decrease in the allowance for loan losses during the first nine months of the year due to the net loan recoveries of $1.76 million, which was offset with the loan loss provision reversal of $1.88 million. The decrease to the allowance for loan losses and increase in gross loans resulted in a decrease in the allowance for loan losses as a percentage of total loans to 1.73% at September 30, 2014, as compared to 1.83% at December 31, 2013.

The Company will continue to monitor the adequacy of the allowance for loan losses and make additions to the allowance in accordance with the analysis referred to above. Because of uncertainties inherent in estimating the appropriate level of the allowance for loan losses, actual results may differ from management's estimate of credit losses and the related allowance.

The Company makes provisions for loan losses when required to bring the total allowance for loan and lease losses to a level deemed appropriate for the level of risk in the loan portfolio. At least quarterly, management conducts an assessment of the overall quality of the loan portfolio and general economic trends in the local market. The determination of the appropriate level for the allowance is based on that review, considering such factors as historical experience, the volume and type of lending conducted, the amount of and identified potential loss associated with specific non-performing loans, regulatory policies, general economic conditions, and other factors related to the collectability of loans in the portfolio.

Although management believes the allowance at September 30, 2014 was adequate to absorb probable losses from any known and inherent risks in the portfolio, no assurance can be given that the adverse effect of current and future economic conditions on our service areas, or other variables, will not result in increased losses in the loan portfolio in the future.

Investment Activities

Investments are a key source of interest income. Management of our investment portfolio is set in accordance with strategies developed and overseen by our Investment Committee. Investment balances, including cash equivalents and interest-bearing deposits in other financial institutions, are subject to change over time based on our asset/liability funding needs and interest rate risk management objectives. Our liquidity levels take into consideration anticipated future cash flows and all available sources of credits, and are maintained at levels management believes are appropriate to assure future flexibility in meeting anticipated funding needs.

Cash Equivalents

The Company holds federal funds sold, unpledged available-for-sale securities and salable government guaranteed loans to help meet liquidity requirements and provide temporary holdings until the funds can be otherwise deployed or invested. As of September 30, 2014, and December 31, 2013, we had $117.7 million and $105.2 million, respectively, in cash and cash equivalents.

Investment Securities

Management of our investment securities portfolio focuses on providing an adequate level of liquidity and establishing an interest rate-sensitive position, while earning an adequate level of investment income without taking undue risk. Investment securities that we intend to hold until maturity are classified as held-to-maturity securities, and all other investment securities are classified as available-for-sale. Currently, all of our investment securities are classified as available-for-sale. The carrying values of available-for-sale investment securities are adjusted for unrealized gains or losses as a valuation allowance and any gain or loss is reported on an after-tax basis as a component of other comprehensive income.

Management has evaluated the investment securities portfolio to determine if the impairment of any security in an unrealized loss position is temporary or other than temporary. We conduct a periodic review and evaluation of the securities portfolio to determine if the value of any security has declined below its carrying value. If such decline is deemed other than temporary, we would adjust the carrying amount of the security by writing down the security to fair value through a charge to current period income or a charge to accumulated other comprehensive income depending on the nature of the impairment and managements intent or requirement to sell the security. Management has determined that no investment security is other than temporarily impaired. The unrealized losses are due primarily to interest rate changes.

Deposits

Total deposits at September 30, 2014 were $630.2 million, a $27.5 million or 4.6% increase from the deposit total of $602.6 million at December 31, 2013. Average deposits increased $34.7 million to $610.4 million for the nine month period ended September 30, 2014 as compared to the same period in 2013. We attracted deposits due to the safety and soundness of the Bank and our focus on customer service.

Deposits Outstanding

(in thousands)	**September 30, 2014**	**December 31, 2013**	**Nine month change $**	**%**
Demand	$ 203,347	$ 187,577	$ 15,770	8.4 %
NOW	102,902	90,758	12,144	13.4 %
MMDA	235,004	236,547	(1,543)	(0.7%)
Savings	38,719	34,774	3,945	11.3 %
Time < $100K	17,165	18,723	(1,558)	(8.3%)
Time > $100K	33,041	34,254	(1,213)	(3.5%)
	$ 630,178	**$ 602,633**	**$ 27,545**	**4.6 %**

Because our client base is comprised primarily of commercial and industrial accounts, individual account balances are generally higher than those of consumer-oriented banks. Five of our clients carry deposit balances of more than 1% of our total deposits, two of which had a deposit balance of more than 3% of total deposits at September 30, 2014.

Since our deposit growth strategy emphasizes core deposit growth we have avoided relying on brokered deposits as a consistent source of funds. The Company had $3.0 million and $1.9 million in brokered deposits as of September 30, 2014 and December 31, 2013, respectively. The only brokered deposits the Bank holds are from CDARS and ICS, a certificate of deposit and money market account program, respectively, that exchanges funds with other network banks to offer full FDIC insurance coverage to the customer.

Borrowings

Although deposits are the primary source of funds for our lending and investment activities and for general business purposes, we may obtain advances from the Federal Home Loan Bank of San Francisco (“FHLB”) as an alternative to retail deposit funds. Our outstanding FHLB advances were paid in full during the first quarter of 2012 and remained a zero balance at December 31, 2013 and September 30, 2014, due to elevated liquidity levels from increased deposits that allowed us to pay the advances off. See “Liquidity Management” below for the details on the FHLB borrowings program.

Capital Ratios

We are regulated by the Board of Governors of the Federal Reserve Board (FRB) and are subject to the securities registration and public reporting regulations of the Securities and Exchange Commission. Our banking subsidiary is regulated by the Federal Deposit Insurance Corporation (FDIC) and the California Department of Business Oversight (DBO). We are not aware of any recommendations of regulatory authorities or otherwise which, if they were to be implemented, would have a material effect on our liquidity, capital resources, or operations.

We must comply with regulatory capital requirements established by the FRB and FDIC. Failure to meet minimum capital requirements can initiate certain mandatory, and possibly additional discretionary, actions by regulators that, if undertaken, could have a direct material effect on our financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, we must meet specific capital guidelines that involve quantitative measures of our assets, liabilities, and certain off-balance sheet items as calculated under regulatory accounting practices. Our capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings, and other factors. These capital standards require us to maintain minimum ratios of “Tier 1” capital to total risk-weighted assets and total capital to risk-weighted assets of 4.00% and 8.00%, respectively. Tier 1 capital is comprised of total shareholders’ equity calculated in accordance with generally accepted accounting principles, excluding accumulated other comprehensive income (loss), less intangible assets, and total capital is comprised of Tier 1 capital plus certain adjustments, the largest of which is our allowance for loan losses. Risk-weighted assets refer to our on- and off-balance sheet exposures, adjusted for their related risk levels using formulas set forth in FRB and FDIC regulations.

In addition to the risk-based capital requirements described above, we are subject to a leverage capital requirement, which calls for a minimum ratio of Tier 1 capital (as defined above) to quarterly average total assets of 3.00% to 5.00%, depending upon the institution's composite ratings as determined by its regulators. The FRB has not advised us of any requirement specifically applicable to us.

Failure to meet minimum capital requirements can trigger regulatory actions that could have a material adverse effect on our financial statements and operations. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, we must meet specific capital guidelines that rely on quantitative measures of our assets, liabilities and certain off-balance-sheet items as calculated under regulatory accounting practices. Our capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings, and other factors.

The following table shows our capital ratios, as calculated under regulatory guidelines, compared to the regulatory minimum capital ratios and the regulatory minimum capital ratios needed to qualify as a "well-capitalized" institution at September 30, 2014 and December 31, 2013:

(in thousands)	**Actual**		**For capital adequacy purposes**		**To be well capitalized under prompt corrective action provisions**	
	Amount	**Ratio**	**Amount**	**Ratio**	**Amount**	**Ratio**
Capital ratios for Bank:						
As of September 30, 2014						
Total capital (to Risk- Weighted Assets)	$77,180	14.7 %	$41,926	≥8.0%	$52,407	≥10.0%
Tier I capital (to Risk- Weighted Assets)	$70,614	13.5 %	$20,963	≥4.0%	$31,444	≥6.0%
Tier I capital (to Average Assets)	$70,614	10.2 %	$27,619	≥4.0%	$34,524	≥5.0%
As of December 31, 2013						
Total capital (to Risk- Weighted Assets)	$71,876	14.6 %	$39,492	≥8.0%	$49,365	≥10.0%
Tier I capital (to Risk- Weighted Assets)	$65,685	13.3 %	$19,746	≥4.0%	$29,619	≥6.0%
Tier I capital (to Average Assets)	$65,685	9.8 %	$26,780	≥4.0%	$33,475	≥5.0%

Capital ratios for Bancorp:

As of September 30, 2014						
Total capital (to Risk- Weighted Assets)	$77,862	14.9 %	$41,931	≥8.0%	N/A	N/A
Tier I capital (to Risk- Weighted Assets)	$71,296	13.6 %	$20,965	>4.0%	N/A	N/A
Tier I capital (to Average Assets)	$71,296	10.3 %	$27,622	≥4.0%	N/A	N/A
As of December 31, 2013						
Total capital (to Risk- Weighted Assets)	$71,313	14.5 %	$39,494	≥8.0%	N/A	N/A
Tier I capital (to Risk- Weighted Assets)	$65,122	13.2 %	$19,747	>4.0%	N/A	N/A
Tier I capital (to Average Assets)	$65,122	9.7 %	$26,782	≥4.0%	N/A	N/A

Our bank subsidiary is also subject to capital requirements similar to those discussed above. The bank subsidiary's capital ratios do not vary materially from our capital ratios presented above. At September 30, 2014, our bank subsidiary exceeded the minimum ratios established by the FRB and FDIC.

Liquidity Management

Since the Company is a holding company and does not conduct regular banking operations, its primary sources of liquidity are dividends from the Bank. Under the California Financial Code, payment of a dividend from the Bank to the Company is restricted to the lesser of the Bank's retained earnings or the amount of the Bank's undistributed net profits from the previous three fiscal years. The primary uses of funds for the Company are stockholder dividends, investment in the Bank and ordinary operating expenses. Management anticipates that there will be sufficient earnings at the Bank level to provide dividends to the Company to meet its funding requirements for the foreseeable future.

Maintenance of adequate liquidity requires that sufficient resources be available at all times to meet our cash flow requirements. Liquidity in a banking institution is required primarily to provide for deposit withdrawals and the credit needs of its customers and to take advantage of investment opportunities as they arise. Liquidity management involves our ability to convert assets into cash or cash equivalents without incurring significant loss, and to raise cash or maintain funds without incurring excessive additional cost. For this purpose, we maintain a portion of our funds in cash and cash equivalents, salable government guaranteed loans and securities available for sale. We obtain funds from the repayment and maturity of loans as well as deposit inflows, investment security maturities and paydowns, Federal funds purchased, FHLB advances, and other borrowings. Our primary uses of funds are the origination of loans, the purchase of investment securities, withdrawals of deposits, maturity of certificate of deposits, repayment of borrowings and dividends to common and preferred stockholders. Our liquid assets at September 30, 2014 were $200.2 million compared to $183.3 million at December 31, 2013. Our liquidity level measured as the percentage of liquid assets to total assets was 28.3% and 27.3% at September 30, 2014 and December 31, 2013, respectively. We anticipate that cash and cash equivalents on hand and other sources of funds will provide adequate liquidity for our operating, investing and financing needs and our regulatory liquidity requirements for the foreseeable future. Management monitors our liquidity position daily, balancing loan funding/payments with changes in deposit activity and overnight investments.

As a secondary source of liquidity, we rely on advances from the FHLB to supplement our supply of lendable funds and to meet deposit withdrawal requirements. Advances from the FHLB are typically secured by a portion of our loan portfolio. The FHLB determines limitations on the amount of advances by assigning a percentage to each eligible loan category that will count towards the borrowing capacity. As of September 30, 2014, our borrowing capacity from the FHLB was approximately $169.6 million and there were no outstanding advances. We also maintain 2 lines of credit with correspondent banks to purchase up to $25 million in federal funds, for which there were no advances as of September 30, 2014.

Off-Balance-Sheet Arrangements

During the ordinary course of business, we provide various forms of credit lines to meet the financing needs of our customers. These commitments, which represent a credit risk to us, are not represented in any form on our balance sheets.

As of September 30, 2014 and December 31, 2013, we had commitments to extend credit of $76.4 million and $52.6 million, respectively, which includes obligations under letters of credit of $0.7 million and $0.3 million, respectively.

The effect on our revenues, expenses, cash flows and liquidity from the unused portion of the commitments to provide credit cannot be reasonably predicted because there is no guarantee that the lines of credit will be used.

Item 3. **Quantitative and Qualitative Disclosures About Market Risk**

Not applicable.

Item 4. **Controls and Procedures**

The Company's Chief Executive Officer and its Chief Financial Officer, after evaluating the effectiveness of the Company's disclosure controls and procedures, as defined in Exchange Act Rules 13 a-15(e) and 15(d)-15(e) promulgated under the Exchange Act, as of the end of the period covered by this report (the "Evaluation Date") have concluded that as of the Evaluation Date, the Company's disclosure controls and procedures were adequate and effective to ensure that material information relating to the Company would be made known to them by others within the Company, particularly during the period in which this report was being prepared. Disclosure controls and procedures are designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by us in the reports that we file under the Exchange Act is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

There were no significant changes in our internal control over financial reporting during the last fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting subsequent to the Evaluation Date, nor were there any significant deficiencies or material weaknesses in such controls requiring corrective actions.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

There are no pending, or to management's knowledge, any threatened, material legal proceedings to which we are a defendant, or to which any of our properties are subject. There are no material legal proceedings to which any director, any nominee for election as a director, any executive officer, or any associate of any such director, nominee or officer is a party adverse to us.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

None.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

None.

Item 5. Other Information

None.

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Item 6. Exhibits

The following exhibits are filed as part of this report or hereby incorporated by reference to filings previously made with the SEC:

Exhibit No.	Exhibit Description
31.01	Certification of Principal Executive Officer pursuant to Rule 13a-14(a)/15d-14(a) as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.02	Certification of Principal Financial Officer pursuant to Rule 13a-14(a)/15d-14(a) as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.01	Certification pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS*	XBRL Instance Document
101.SCH*	XBRL Taxonomy Extension Schema Document
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB*	XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document

*In accordance with Rule 406T of Regulation S-T, the information in these exhibits is "furnished" and shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to liability under that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, except as expressly set forth by specific reference in such filing.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

	Oak Valley Bancorp
Date: November 10, 2014	By: /s/ RICHARD A. MCCARTY
	Richard A. McCarty
	Executive Vice President and Chief Financial Officer
	(Principal Financial Officer and duly authorized signatory)

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EXHIBIT INDEX

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