

Bank of Commerce Holdings  
Form 10-K  
March 14, 2008

**Table of Contents**

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

**Form 10-K**

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

**For the fiscal year ended December 31, 2007 Commission File Number 0-25135  
OR**

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
(Exact name of Registrant as specified in its charter)**

California 94-2823865  
(State or jurisdiction of incorporation or organization) (I.R.S. Employer Identification Number)

1951 Churn Creek Road  
Redding, California 96002  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (530) 224-3333  
(None)

(Former name, former address and former fiscal year, if changed since last report)

Securities registered pursuant to Section 12(b) of the Act: None

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

Common Stock, No Par Value per share

NASDAQ National Market

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

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

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

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer,  
or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting  
company in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated filer ☐

Accelerated filer ☐

Non-accelerated filer ☒

Smaller reporting  
company ☐

(Do not check if a smaller reporting company)

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

As of the last day of the second fiscal quarter of 2007, the aggregate market value of the registrant's common stock held by non-affiliates of the registrant was (\$65,041,812) based on the closing sale price of \$10.82 as reported on the NASDAQ National Market (National Association of Securities Dealers Automated Quotation System National Market System) as of June 30, 2007.

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the last practicable date.

Class	Outstanding at February 28, 2008
Common Stock, No par value per share	8,745,793

### **DOCUMENTS INCORPORATED BY REFERENCE**

Document	Parts Into Which Incorporated
Proxy Statement for the Annual Meeting of Stockholders To be held May 20, 2008 (Proxy Statement)	Part III

**Table of Contents**

**Bank of Commerce Holdings Form 10-K**

**Table of Contents**

<u>Part I.</u>		
<u>Item 1.</u>	<u>Business</u>	4
	<u>General</u>	4
	<u>Parent Bank Holding Company Activities</u>	5
	<u>Junior Subordinated Debentures</u>	5
	<u>Primary market areas</u>	6
	<u>Products and services</u>	6
	<u>Government supervision and regulation</u>	7
	<u>Dividends</u>	7
	<u>Interstate Banking</u>	7
	<u>Capital standards</u>	8
	<u>Overview of the New Accord</u>	8
	<u>Fiscal and Monetary Policies</u>	9
	<u>Privacy Provisions of Gramm-Leach-Bliley Act</u>	9
	<u>Sarbanes-Oxley Act of 2002</u>	9
	<u>Patriot Act</u>	9
	<u>Future Legislation</u>	10
	<u>State regulation and supervision</u>	10
	<u>Prompt corrective action and other enforcement mechanisms</u>	10
	<u>Safety and soundness standards</u>	11
	<u>Community reinvestment act and fair lending developments</u>	11
	<u>Recently enacted accounting rules</u>	11
	<u>Competition</u>	12
	<u>Employees</u>	12
<u>Item</u>		13
<u>1(A)</u>	<u>Forward Looking Statements and Risk factors that may affect results</u>	
	<u>Overview</u>	13
	<u>Lending risks associated with commercial banking and construction activities</u>	14
	<u>Dependence on real estate</u>	14
	<u>Risks specific to operations in California</u>	14
	<u>Interest rate risk</u>	14
	<u>Potential volatility of deposits</u>	15
	<u>Dividends</u>	15
	<u>Government regulation and legislation</u>	15
	<u>Economic conditions and geographical concentration</u>	15
	<u>Reliance on key employees and others</u>	15
	<u>Adequacy of allowance for loan and lease losses (ALLL)</u>	16
	<u>Certain ownership restrictions under California and Federal law</u>	16
	<u>Shares eligible for future sale</u>	16
	<u>Technology and computer systems</u>	16
	<u>Environmental risks</u>	17
<u>Item</u>		17
<u>1(B)</u>	<u>Unresolved staff comments</u>	
<u>Item 2.</u>	<u>Properties</u>	18
<u>Item 3.</u>	<u>Legal proceedings</u>	18
<u>Item 4.</u>	<u>Submission of matters to a vote of security holders</u>	18

Part II.

<u>Item 5.</u>	<u>Market for Registrants common equity and related Shareholder matters and Issuer purchases of equity securities</u>	19
	<u>Equity compensation plan information</u>	20
	<u>Stock Performance Chart</u>	21

**Table of Contents**

<u>Item 6.</u>	<u>Selected consolidated financial data</u>	22
<u>Item 7.</u>	<u>Management's discussion and analysis of financial condition and results of operations</u>	23
	<u>Executive overview</u>	23
	<u>Risk Management</u>	24
	<u>Liquidity risk management</u>	25
	<u>Credit risk management</u>	26
	<u>Market risk management</u>	29
	<u>Operational risk management</u>	29
	<u>Critical accounting policies</u>	29
	<u>General</u>	29
	<u>Allowance for loan and lease losses (ALLL)</u>	30
	<u>Stock-based compensation</u>	30
	<u>Revenue recognition</u>	30
	<u>Fixed Assets</u>	31
	<u>Income taxes</u>	31
	<u>Financial highlights</u> <u>Results of operations</u>	31
	<u>Key Financial Ratios</u>	31
	<u>Sources of Income</u>	32
	<u>Year ended December 31, 2007 compared to Year ended December 31, 2006</u>	32
	<u>Year ended December 31, 2006 compared to Year ended December 31, 2005</u>	33
	<u>Net Interest Income and net interest margin</u>	33
	<u>Noninterest Income</u>	36
	<u>Noninterest Expense</u>	36
	<u>Income taxes</u>	37
	<u>Asset Quality</u>	37
	<u>Nonperforming assets</u>	38
	<u>Available-for-sale securities</u>	38
	<u>Deposit structure</u>	39
	<u>Capital management and adequacy</u>	39
	<u>Lending transactions with related parties</u>	40
	<u>Impact of inflation</u>	41
	<u>Commitments</u>	41
<u>Item</u>		42
<u>7A.</u>	<u>Quantitative and qualitative disclosures to market risk</u>	
<u>Item 8.</u>	<u>Financial Statements and supplementary data</u>	45
<u>Item 9.</u>	<u>Changes in and disagreements with accountants on accounting and financial disclosures</u>	81
<u>Item</u>		81
<u>9A.</u>	<u>Controls and procedures</u>	
<u>Item</u>		82
<u>9B.</u>	<u>Other Information</u>	
<u>Part III.</u>		
<u>Item</u>		83
<u>10.</u>	<u>Directors, Executive Officers and Corporate Governance</u>	
<u>Item</u>		84
<u>11.</u>	<u>Executive compensation</u>	
<u>Item</u>		84
<u>12.</u>	<u>Security ownership of beneficial owners and management and related stockholder matters</u>	
	<u>Certain relationships and related transactions, and Director independence</u>	84

<u>Item</u>	
<u>13.</u>	
<u>Item</u>	84
<u>14.</u>	<u>Principal Accountant fees and services</u>
<u>Part IV.</u>	
<u>Item</u>	86
<u>15.</u>	<u>Exhibits, financial statements, certifications</u>
<u>EXHIBIT 23.1</u>	
<u>EXHIBIT 31.1</u>	
<u>EXHIBIT 31.2</u>	
<u>EXHIBIT 32.1</u>	

### **Documents Incorporated By Reference**

Items numbered 10 (as to directors), 11 and 12 of Part III incorporate by reference information from the Registrant's Proxy Statement to be filed with the Securities and Exchange Commission in connection with the solicitation of proxies for the Registrant's 2008 Annual Meeting of Shareholders. The 2008 Annual Meeting of Shareholders will be held on Tuesday, May 20, 2008.

**Table of Contents**

**PART I**

**Item 1. BUSINESS**

Bank of Commerce Holdings (the Holding Company) is a corporation organized under the laws of California and a financial holding company (FHC) registered under the Bank Holding Company Act of 1956, as amended (BHC Act). The Holding Company's principal business is to serve as a holding company for Redding Bank of Commerce, Roseville Bank of Commerce, Sutter Bank of Commerce and Bank of Commerce Mortgage, and for other banking or banking-related subsidiaries which the Holding Company may establish or acquire (collectively the Company). The Holding Company also has two unconsolidated subsidiaries, Bank of Commerce Holdings Trust and Bank of Commerce Holdings Trust II. The Company is listed on the NASDAQ National Market under the trading symbol BOCH (Bank of Commerce Holdings).

The Bank was incorporated as a California banking corporation on November 25, 1981, and received its certificate of authority to begin banking operations on October 22, 1982. The Bank operates five full service facilities in three diverse markets in Northern California. Bank of Commerce is proud of its reputation as Northern California's premier bank for business. During 2007, the Company re-branded Bank of Commerce *Bank of Choice* reflecting a renewed commitment to making Bank of Commerce the *bank of choice* for local businesses with a fresh focus on family and personal finances.

The Mortgage subsidiary, Bank of Commerce Mortgage, an affiliate of Bank of Commerce, principal business is mortgage brokerage services. The subsidiary has an affiliated business agreement with BWC Mortgage Services. Under the terms of the agreement, BWC Mortgage Services underwrites or brokers mortgage products, manages the independent contractors, supporting staff and broker relationships with secondary market lenders. Bank of Commerce Mortgage, through this agreement, provides office space, equipment, and marketing support for the mortgage brokerage business. All loans are sold in the secondary market. Bank of Commerce Mortgage pays ten percent of gross premiums earned to BWC Mortgage Services.

The Company continuously searches for expansion possibilities, through internal growth, strategic alliances, acquisitions or new office and product opportunities. Systematically, the company will reevaluate the short and long-term profitability of all lines of business, and will not hesitate to reduce or eliminate unprofitable locations or lines of business. The Company remains a viable, independent bank by enhancing shareholder value. This has been realized by proactive management and commitment to staff, customers, and the markets served.

At December 31, 2007, the Company had assets of \$618 million, loans of \$486 million, deposits and borrowings of \$549 million and stockholder's equity of \$46 million.

The Company will provide free of charge upon request, or through links to publicly available filings accessed through its Internet website, the Company's annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports, if any, as soon as reasonably practical after such reports have been filed with the Securities and Exchange Commission. The Internet address of the Company is

[www.bankofcommerceholdings.com](http://www.bankofcommerceholdings.com). Additionally, reports may be obtained through the Securities and Exchange Commission's website at [www.sec.gov](http://www.sec.gov).

**General**

*Parent Bank Holding Company.* As a financial holding company, the Parent is subject to regulation under the BHC act and to inspection, examination and supervision by its primary regulator, the Board of Governors of the Federal Reserve System (Federal Reserve Board or FRB). The Parent is also subject to the disclosure and regulatory requirements of the Securities and Exchange Act of 1933, as amended, and the Securities and Exchange Act of 1934, as amended, both as administered by the Securities and Exchange Commission (SEC). As a listed Company on the NASDAQ National Market, the Parent is subject to the rules of the NASDAQ for listed companies.

*Subsidiary Bank.* The Company's subsidiary bank is subject to regulation and examination primarily by the Federal Deposit Insurance Corporation (FDIC) and secondarily by the California Department of Financial Institutions (CDFI).

*Nonbank Subsidiary.* The Company's nonbank subsidiary may be subject to the laws and regulations of the federal government and/or the State of California.



## **Table of Contents**

### **Parent Bank Holding Company Activities**

*Financial in Nature Requirement.* As a bank holding company that has elected to become a financial holding company pursuant to the BHC Act, we may affiliate with securities firms and insurance companies and engage in other activities that are financial in nature or incidental or complementary to activities that are financial in nature.

Financial in Nature activities include securities underwriting, dealing and market making, sponsoring mutual funds and investment companies, insurance underwriting and agency, merchant banking, and activities that the FRB, in consultation with the Secretary of the U.S. Treasury, determines from time to time to be financial in nature or incidental to such financial activity or is complementary to a financial activity and does not pose a safety and soundness risk.

FRB approval is not required for the Company to acquire a company (other than a bank holding company, bank or savings association) engaged in activities that are financial in nature or incidental to activities that are financial in nature, as determined by the FRB. Prior FRB approval is required before the Company may acquire the beneficial ownership or control of more than 5% of the voting shares or substantially all of the assets of a bank holding company, bank or savings association.

Because the Company is a financial holding company, if the subsidiary bank receives a rating under the Community Reinvestment Act of 1977, as amended ( CRA ), of less than satisfactory, the Company will be prohibited, until the rating is raised to satisfactory or better, from engaging in new activities or acquiring companies other than bank holding companies, banks or savings associations. The Company could engage in new activities, or acquire companies engaged in activities that are closely related to banking under the FHC Act. In addition, if the FRB finds that the subsidiary bank is not well capitalized or well managed, the Company would be required to enter into an agreement with the FRB to comply with all applicable capital and management requirements and which may contain additional limitations or conditions. Until corrected, the Company would not be able to engage in any new activity or acquire companies engaged in activities that are not closely related to banking under the FHC Act without prior FRB approval. If the Company failed to correct any such condition within a prescribed period, the FRB could order the Company to divest our banking subsidiaries or, in the alternative, to cease engaging in activities other than those closely related to banking under the FHC Act.

*Regulatory Approval.* In determining whether to approve a proposed bank acquisition, federal bank regulators will consider, among other factors, the effect of the acquisition on competition, financial condition, and future prospects including current and projected capital ratios and levels, the competence, experience, and integrity of management and record of compliance with laws and regulations, the convenience and needs of the communities to be served, including the acquiring institution's record of compliance under the CRA, and the effectiveness of the acquiring institution in combating money laundering activities.

### **Junior Subordinated Debentures**

During the first quarter 2003, Bank of Commerce Holdings formed a wholly-owned Delaware statutory business trust, Bank of Commerce Holdings Trust (the grantor trust ), which issued \$5.2 million of guaranteed preferred beneficial interests in Bank of Commerce Holdings junior subordinated debentures (the Trust Notes ). These debentures qualify as Tier 1 capital under Federal Reserve Board guidelines. The proceeds from the issuance of the Trust Notes were transferred from the grantor trust to the Holding Company and from the Holding Company to the Bank as surplus capital. The Trust Notes accrue and pay distributions on a quarterly basis at 3 month London Interbank Offered Rate ( LIBOR ) plus 3.30%. The rate at December 31, 2007 was 8.66%. The rate increases are capped at 2.75% annually and the lifetime cap is 12.5%. The final maturity on the Trust Notes is March 18, 2033, and the debt allows for prepayment after five years on the quarterly payment date. During the third quarter 2005, Bank of Commerce Holdings formed a wholly-owned Delaware statutory business trust, Bank of Commerce Holdings Trust II (the grantor trust ), which issued \$10.3 million of guaranteed preferred beneficial interests in Bank of Commerce Holdings junior subordinated debentures (the Trust Notes ). All of the issuance will qualify as Tier 1 or Tier 2 capital under Federal Reserve Board guidelines. \$5 million of the proceeds from the issuance of the Trust Notes were transferred from the grantor trust to the Holding Company and from the Holding Company to the Bank as surplus capital and \$5 million of the issuance is retained at the Holding Company for investment purposes. The issuance is priced at a fixed rate for the first five years at 6.12%.



## **Table of Contents**

### **Primary Market Areas**

The Company operates in three distinct markets. Bank of Commerce | Redding has historically been the leading independent commercial bank in Redding, California, and Shasta County, California. This market has been expanding, but is still relatively small when compared to the greater Sacramento market, the location of Roseville Bank of Commerce, and Yuba City, the location of the Sutter Bank of Commerce. Management believes that the three markets complement each other, with the Redding market providing the stability and the greater Sacramento and Yuba Sutter markets providing growth opportunities.

### **Products and Services**

Through the Bank and mortgage subsidiaries, the Company provides a wide range of financial services and products for business and consumer banking. The services offered by the Bank include those traditionally offered by banks of similar size and character in California. Products such as free checking, interest-bearing checking ( NOW ) and savings accounts, money market deposit accounts, sweep arrangements, commercial, construction, term loans, travelers checks, safe deposit boxes, collection services and electronic banking activities. The Bank currently does not offer trust services or international banking services.

The services offered by the Mortgage Company include single and multi-family residential new financing, refinancing and equity lines of credit. All mortgage products are brokered and are not maintained on the bank's books. Most of the Bank's customers are small to medium sized businesses, professionals and other individuals with medium to high net worth, and most of the Bank's deposits are obtained from such customers. The primary business strategy of the Bank is to focus on its lending activities. The Bank's principal lines of lending are (i) commercial, (ii) real estate construction and (iii) commercial real estate.

The majority of the loans of the Bank are direct loans made to individuals and small businesses in the major market area of the Bank. The Mortgage Company provides residential real estate new financing, refinancing and equity lines of credit, 100% sold in the secondary market. See Risk Factors That May Affect Results-Dependence on Real Estate. A relatively small portion of the loan portfolio of the Bank consists of loans to individuals for personal, family or household purposes. The Bank accepts the following as collateral for loans real estate: listed and unlisted securities, savings and time deposits, automobiles, machinery and equipment and other general business assets such as accounts receivable and inventory.

The commercial loan portfolio of the Bank consists of a mix of revolving credit facilities and intermediate term loans. The loans are generally made for working capital, asset acquisition, business-expansion purposes, and are generally secured by a lien on the borrower's assets. The Bank also makes unsecured loans to borrowers who meet the Bank's underwriting criteria for such loans. The Bank manages its commercial loan portfolio by monitoring its borrowers payment performance and their respective financial condition, and makes periodic and appropriate adjustments, if necessary, to the risk grade assigned to each loan in the portfolio. The primary sources of repayment of the commercial loans of the Bank are the borrower's conversion of short-term assets to cash and operating cash flow. The net assets of the borrower or guarantor and/or the liquidation of collateral are usually identified as a secondary source of repayment.

The principal factors affecting the Bank's risk of loss from commercial lending include each borrower's ability to manage its business affairs and cash flows, local and general economic conditions and real estate values in the Bank's service area. The Bank manages risk through its underwriting criteria, which includes strategies to match the borrower's cash flow to loan repayment terms, and periodic evaluations of the borrower's operations. The Bank's evaluations of its borrowers are facilitated by management's knowledge of local market conditions and periodic reviews by a consultant of the credit administration policies of the Bank.

The real estate construction loan portfolio of the Bank consists of a mix of commercial and residential construction loans, which are principally secured by the underlying projects. The real estate construction loans of the Bank are predominately made for projects, which are intended to be owner occupied. The Bank also makes real estate construction loans for speculative projects. The principal sources of repayment of the Bank's construction loans are sale of the underlying collateral or permanent financing provided by the Bank or another lending source. The principal risks associated with real estate construction lending include project cost overruns that absorb the borrower's equity in the project and deterioration of real estate values as a result of various factors, including competitive pressures and

economic downturns.

## **Table of Contents**

See Risk Factors That May Affect Results-Lending Risks Associated with Commercial Banking and Construction Activities. The Bank manages its credit risk associated with real estate construction lending by establishing maximum loan-to-value ratios on projects on an as-completed basis, inspecting project status in advance of controlled disbursements and matching maturities with expected completion dates. Generally, the Bank requires a loan-to-value ratio of no more than 80% on single-family residential construction loans.

The commercial and construction loan portfolio of the Bank consists of loans secured by a variety of commercial and residential real property. The Mortgage Company makes real estate mortgage loans for both owner-occupied properties and investor properties. The Mortgage Company brokers and sells the residential real estate loan directly in the secondary market, servicing included. The Bank does not provide for warehouse funding.

The specific underwriting standards of the Bank and methods for each of its principal lines of lending include industry-accepted analysis and modeling, and certain proprietary techniques. The Bank's underwriting criteria is designed to comply with applicable regulatory guidelines, including required loan-to-value ratios. The credit administration policies of the Bank contain mandatory lien position and debt service coverage requirements, and the Bank generally requires a guarantee from the owners of its private corporate borrowers.

### **Government Supervision and Regulation**

*The following discussion describes the elements of an extensive regulatory framework applicable to financial holding companies and banks and specific information about the Holding Company and its subsidiaries. Federal regulation of banks, bank holding companies and financial holding companies is intended primarily for the protection of depositors and the Bank Insurance Fund rather than for the protection of stockholders and creditors.*

#### *Dividend Restrictions*

The FRB generally prohibits a financial holding company from declaring or paying a cash dividend which would impose undue pressure on the capital of subsidiary banks or would be funded only through borrowing or other arrangements that might adversely affect a bank holding company's financial position. The Federal Deposit Insurance Corporation Improvement Act of 1991 ( FDICIA ) prohibits insured depository institutions from paying management fees to any controlling persons or, with certain limited exceptions, making capital distributions, including dividends, if, after such transaction, the institution would be undercapitalized.

In addition to the restrictions imposed under federal law, banks chartered under California law generally may only pay cash dividends to the extent such payments do not exceed the lesser of retained earnings of the bank or the bank's net income for its last three fiscal years (less any distributions to stockholders during such period). In the event a bank desires to pay cash dividends in excess of such amount, the bank may pay a cash dividend with the prior approval of the Commissioner in an amount not exceeding the greatest of the bank's retained earnings, the bank's net income for its last fiscal year, or the bank's net income for its current fiscal year.

Regulators also have authority to prohibit a depository institution from engaging in business practices which are considered to be unsafe or unsound, possibly including payment of dividends or other payments under certain circumstances even if such payments are not expressly prohibited by statute. The FRB's policy is that a bank holding company should not continue its existing rate of cash dividends on its common stock unless its net income is sufficient to fully fund each dividend and its prospective rate of earnings retention appears consistent with its capital needs, asset quality and overall financial condition.

#### *Interstate Banking*

A financial holding company may acquire banks in states other than its home state without regard to the permissibility of such acquisitions under state law, but subject to any state requirement that the bank has been organized and operating for a minimum period of time, not to exceed five years, and the requirement that the bank holding company, prior to or following the proposed acquisition, controls no more than 10% of the total amount of deposits of insured depository institutions in the United States and no more than 30% of such deposits in that state (or such lesser or greater amount set by state law). Banks may also merge across state lines, therefore creating interstate branches. Furthermore, a bank is now able to open new branches in a state in which it does not already have banking operations if the laws of such state permit such *de novo* branching.

**Table of Contents***Capital Standards*

In the United States of America, banks, thrifts and bank holding companies are subject to minimum regulatory capital requirements. Specifically, U.S. banking organizations must maintain a minimum leverage ratio and two minimum risk-based ratios. The leverage ratio measures regulatory capital as a percentage of total on-balance-sheet assets as reported in accordance with accounting principles generally accepted in the United States of America (GAAP). The risk-based ratios measure regulatory capital as a percentage of both on- and off-balance-sheet credit exposures with some gross differentiation based on perceived credit risk. Under these guidelines, nominal dollar amounts of assets and credit equivalent amounts of off-balance-sheet items are multiplied by one of several risk adjustment percentages, which range from 0% for assets with low credit risk, such as certain U.S. government securities, to 100% for assets with relatively higher credit risk, such as certain loans.

The current U.S. risk-based capital requirements are based on an internationally agreed framework for capital measurement that was developed by the Basel Committee on Banking Supervision ( BSC ) in 1988. The international framework (the 1988 Accord ) accomplished several important objectives. It strengthened capital levels at large, internationally active banks and fostered international consistency and coordination. The 1988 Accord also reduced disincentives for banks to hold liquid, low risk assets. By requiring banks to hold capital against off-balance-sheet exposures, the 1988 Accord represented a significant step forward for regulatory capital measurement. The federal banking agencies require a minimum ratio of qualifying total capital to risk-adjusted assets and off-balance-sheet items of 8%, and a minimum ratio of Tier 1 capital to adjusted average risk-adjusted assets and off-balance-sheet items of 4%. The Company exceeds the minimum requirements. Over the past 15 years the world's financial system has become increasingly more complex and the BSC has been working for several years to develop a new regulatory capital framework that recognizes new developments in financial products, incorporates advances in risk measurement and management practices, and more precisely assesses capital charges in relation to risk (the New Accord ).

As of December 31, 2007, the most recent notification from the Federal Deposit Insurance Corporation categorized the Bank as well capitalized under the regulatory framework for prompt corrective action.

*Overview of the New Accord*

The New Accord encompasses three elements: minimum regulatory capital requirements, supervisory review and market discipline. Under the first element, a banking organization must calculate capital requirements to credit risk, operational risk and market risk. The New Accord *does not* change the definition of what qualifies as regulatory capital, the minimum risk-based capital ratio, or the methodology for determining capital charges for market risk. The New Accord *does* provide several methodologies for determining capital requirements for both credit and operational risk. For credit risk there are two general approaches; the standardized approach (based on the 1988 Accord) and the internal ratings-based (IRB) approach, which uses the institution's internal estimates of key risk drivers to derive capital requirements.

The New Accord provides three methodologies for determining capital requirements for operational risk: the basic indicator approach, the standardized approach, and the advanced measurement approaches (AMA). Under the first two methodologies, capital requirements for operational risk are fixed percentages of specified, objective risk measures (for example, gross income.) The AMA provides the flexibility for an institution to develop its own individualized approach for measuring operational risk, subject to supervisory oversight.

The second pillar of the New Accord, supervisory review, highlights the need for banking organizations to assess their capital adequacy positions relative to overall risk (rather than to the minimum capital requirement), and the need for supervisors to review and take appropriate actions in response to those assessments. The third pillar of the New Accord imposes public disclosure requirements on institutions that are intended to allow market participants to assess key information about an institutions risk profile and its associated level of capital.

In order for a financial holding company to qualify as well-run, both it and the insured depository institutions that it controls must meet the well-capitalized and well-managed criteria set forth in Regulation Y. To qualify as well-capitalized, the bank must, on a consolidated basis: (i) maintain a total risk-based capital ratio of 10% or greater, (ii) maintain a Tier 1 risk-based capital ratio of 6% or greater and (iii) not be subject to any order by the FRB to meet a specified capital level. Its lead insured depository institution must be well-capitalized (as that term is defined in the capital adequacy regulations of the applicable bank regulator), 80% of the total risk-weighted assets held by its

insured depository institutions must be held by institutions that are well-capitalized, and none of its insured depository institutions may be undercapitalized.

## **Table of Contents**

To qualify as well-managed : (i) each of its lead depository institutions and its depository institutions holding 80% of the total risk-weighted assets of all its depository institutions at their most recent examination or review must have received a composite rating, rating for management and rating for compliance which were at least satisfactory, (ii) none of the bank holding company s depository institutions may have received one of the two lowest composite ratings and (iii) neither the bank holding company nor any of its depository institutions during the previous 12 months may have been subject to a formal enforcement order or action.

### *Fiscal and Monetary Policies*

The Company s business and earnings are affected significantly by the fiscal and monetary policies of the federal government and its agencies. The Company is particularly affected by the policies of the FRB, which regulates the supply of money and credit in the United States. Among the instruments of monetary policy available to the FRB are (a) conducting open market operations in United States government securities, (b) changing the discount rates of borrowings of depository institutions, (c) imposing or changing reserve requirements against depository institutions deposits, and (d) imposing or changing reserve requirements against certain borrowings by banks and their affiliates. These methods are used in varying degrees and combinations to directly affect the availability of bank loans and deposits, as well as the interest rates charged on loans and paid on deposits. The policies of the FRB may have a material effect on the Company s business, results of operations and financial condition.

### *Privacy Provisions of the Gramm-Leach-Bliley Act*

Federal banking regulators, as required under the Gramm-Leach-Bliley Act (the GLB Act), have adopted rules limiting the ability of banks and other financial institutions to disclose nonpublic information about consumers to nonaffiliated third parties. The rules require disclosure of privacy policies to consumers and, in some circumstances, allow consumers to prevent disclosure of certain personal information to nonaffiliated third parties. The privacy provisions of the GLB Act affect how consumer information is transmitted through diversified financial services companies and conveyed to outside vendors.

### *Sarbanes-Oxley Act of 2002*

The Sarbanes-Oxley Act of 2002 (Sarbanes-Oxley) implemented a broad range of corporate governance and accounting measures to increase corporate responsibility, to provide for enhanced penalties for accounting and auditing improprieties at publicly traded companies, and to protect investors by improving the accuracy and reliability of disclosures under federal securities laws. The Company is subject to Sarbanes-Oxley because it is required to file periodic reports with the SEC under the Securities and Exchange Act of 1934. Among other things, Sarbanes-Oxley and/or its implementing regulations have established new membership requirements and additional responsibilities for our audit committee, imposed restrictions on the relationship between the Company and its outside auditors (including restrictions on the types of non-audit services our auditors may provide to us), imposed additional responsibilities for our external financial statements on our Chief Executive Officer and Chief Financial Officer, expanded the disclosure requirements for our corporate insiders, required our management to evaluate the Company s disclosure controls and procedures and its internal control over financial reporting, and will require our auditors to issue a report on our internal control over financial reporting.

### *Patriot Act*

The Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act of 2001 (Patriot Act) is intended to strengthen the ability of U.S. law enforcement agencies and intelligence communities to work together to combat terrorism on a variety of fronts. The Patriot Act has significant implications for depository institutions, brokers, dealers and other businesses involved in the transfer of money. The Patriot Act requires the Company to implement new or revised policies and procedures relating to anti-money laundering, compliance, suspicious activities, and currency transaction reporting and due diligence on customers. The Patriot Act also requires federal bank regulators to evaluate the effectiveness of an applicant in combating money laundering in determining whether to approve a proposed bank acquisition.



## Table of Contents

### *Future Legislation*

Various legislation, including proposals to change substantially the financial institution regulatory system, is from time to time introduced in Congress. This legislation may change banking statutes and the operating environment of the Company in substantial and unpredictable ways. If enacted, this legislation could increase or decrease the cost of doing business, limit or expand permissible activities or affect the competitive balance among banks, savings associations, credit unions, and other financial institutions. The Company cannot predict whether any of this potential legislation will be enacted and, if enacted, the effect that it, or any implementing regulations, would have on the Company's business, results of operations or financial condition.

### *State Regulation and Supervision*

The Bank is a California chartered bank insured by the Federal Deposit Insurance Corporation (the "FDIC"), and as such is subject to regulation, supervision and regular examination by the California Department of Financial Institutions ("CDFI") and the FDIC. As a non-member of the Federal Reserve System, the primary federal regulator of the Holding Company is the Federal Reserve Board. The regulations of these agencies affect most aspects of the Bank's business and prescribe permissible types of loans and investments, the amount of required reserves, requirements for branch offices, the permissible scope of the Bank's activities and various other requirements. The Bank is also subject to applicable provisions of California law, insofar as such provisions are not in conflict with or preempted by federal banking law. In addition, the Bank is subject to certain regulations of the FRB dealing primarily with check-clearing activities, establishment of banking reserves, Truth-in-Lending (Regulation Z), Truth-in-Savings (Regulation DD), and Equal Credit Opportunity (Regulation B).

Under California law, a state chartered bank is subject to various restrictions on, and requirements regarding, its operations and administration including the maintenance of branch offices and automated teller machines, capital and reserve requirements, deposits and borrowings, shareholder rights and duties, and investment and lending activities. Whenever it appears that the contributed capital of a California bank is impaired, the Commissioner is required to order the bank to correct such impairment. If a bank is unable to correct the impairment, the bank is required to levy and collect an assessment upon its common shares. If such assessment becomes delinquent, the common shares are to be sold by the bank.

### *Prompt Corrective Action and Other Enforcement Mechanisms*

The Federal Deposit Insurance Corporation Improvement Act of 1991 ("FDICIA") requires each federal banking agency to take prompt corrective action to resolve the problems of insured depository institutions, including but not limited to those that fall below one or more prescribed minimum capital ratios. The law required each federal banking agency to promulgate regulations defining the following five categories in which an insured depository institution will be placed, based on the level of its capital ratios: well capitalized, adequately capitalized, undercapitalized, significantly undercapitalized and critically undercapitalized.

As of December 31, 2007, the most recent notification from the FDIC categorized the Bank as **well capitalized** under the regulatory framework for prompt corrective action. Under the prompt corrective action provisions of FDICIA, an insured depository institution generally will be classified in the following categories based on the capital measures indicated below:

Well capitalized Bank only  
Total risk-based capital of 10%;  
Tier 1 risk-based capital of 6%; and  
Leverage ratio of 5%.

Adequately capitalized  
Total risk-based capital of 8%;  
Tier 1 risk-based capital of 4%; and  
Leverage ratio of 4%.

Undercapitalized  
Total risk-based capital less than 8%;  
Tier 1 risk-based capital less than 4%; or  
Leverage ratio less than 4%.

Significantly undercapitalized  
Total risk-based capital less than 6%;  
Tier 1 risk-based capital less than 3%; or  
Leverage ratio less than 3%.

Critically undercapitalized

Tangible equity to total assets less than 2%.

## Table of Contents

An institution that, based upon its capital levels, is classified as well capitalized, adequately capitalized or undercapitalized may be treated as though it were in the next lower capital category if the appropriate federal banking agency, after notice and opportunity for hearing, determines that an unsafe or unsound condition or an unsafe or unsound practice warrants such treatment. At each successive lower capital category, an insured depository institution is subject to more restrictions.

The federal banking agencies, however, may not treat an institution as critically undercapitalized unless its capital ratio actually warrants such treatment. If an insured depository institution is undercapitalized, it will be closely monitored by the appropriate federal banking agency. Undercapitalized institutions must submit an acceptable capital restoration plan with a guarantee of performance issued by the holding company. Further restrictions and sanctions are required to be imposed on insured depository institutions that are critically undercapitalized. The most important additional measure is that the appropriate federal banking agency is required to either appoint a receiver for the institution within 90 days, or obtain the concurrence of the FDIC in another form of action.

### *Safety and Soundness Standards*

FDICIA also implemented certain specific restrictions on transactions and required federal banking regulators to adopt overall safety and soundness standards for depository institutions related to internal control, loan underwriting, documentation, and asset growth. Among other things, FDICIA limits the interest rates paid on deposits by undercapitalized institutions, restricts the use of brokered deposits, limits the aggregate extensions of credit by a depository institution to an executive officer, director, principal shareholder or related interest, and reduces deposit insurance coverage for deposits offered by undercapitalized institutions for deposits by certain employee benefits accounts.

The federal banking agencies may require an institution to submit to an acceptable compliance plan as well as have the flexibility to pursue other more appropriate or effective courses of action given the specific circumstances and severity of an institution's noncompliance with one or more standards.

### *Community Reinvestment Act and Fair Lending Developments*

The Bank is subject to certain fair lending requirements and reporting obligations involving home mortgage lending operations and Community Reinvestment Act (CRA) activities. The CRA generally requires the federal banking agencies to evaluate the record of a financial institution in meeting the credit needs of their local communities, including low and moderate-income neighborhoods. In addition to substantive penalties and corrective measures that may be required for a violation of certain fair lending laws, the federal banking agencies may take compliance with such laws and CRA into account when regulating and supervising other activities.

### *Recently Enacted Accounting Rules*

**On July 13, 2006, the Financial Accounting Standards Board (FASB) issued Financial Interpretation No. 48, Accounting for Income Tax Uncertainties (FIN 48). FIN 48 supplements Statement of Financial Accounting Standards No. 109, Accounting for Income Taxes (FAS 109),** by defining the threshold for recognizing tax benefits in the financial statements as more-likely-than-not to be sustained by the applicable taxing authority. The benefit recognized for a tax position that meets the more-likely-than-not criterion is measured based on the largest benefit that is more than 50% likely to be realized, taking into consideration the amounts and probabilities of the outcomes upon settlement. The Company adopted FIN 48 on January 1, 2007, as required. FIN 48 had no material effect on the consolidated financial statements upon adoption.

**On September 15, 2006, the FASB issued FAS 157, Fair Value Measurements,** which defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles (GAAP), and expands disclosures about fair value measurements. FAS 157 applies under other accounting pronouncements that require or permit fair value measurements, the FASB having previously concluded in those accounting pronouncements that fair value is the relevant measurement attribute. FAS 157 is effective for the year beginning January 1, 2008, with early adoption permitted on January 1, 2007. We do not expect that the adoption of FAS 157 will have a material effect on our consolidated financial statements.

## Table of Contents

**On September 29, 2006, the FASB issued FAS 158, Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans** An Amendment of FASB Statements No. 87, 88, 106, and 132R, requiring an employer to recognize on its balance sheet the funded status of pension and other postretirement plans, measure a plan's assets and its obligations that determine its funded status as of the end of the employer's fiscal year and recognize changes in a plan's funded status in the year in which the changes occur in comprehensive income. The requirement to recognize the funded status of our plans is effective December 31, 2006.

The funded status will be determined by comparing the fair value of plan assets and the projected benefit obligation or accumulated postretirement benefit obligation, as applicable, including actuarial gains and losses, prior service cost, and any remaining transition amounts. To the extent the fair value of plan assets is larger, the plan is considered over funded and an asset is recorded. Any previously recorded prepaid pension asset would be adjusted to reflect the funded status of the plan with the offset to accumulated other comprehensive income. Conversely, if a plan is under funded, a liability would be reported. The requirement to measure plan assets and benefit obligations as of the date of the employer's fiscal year-end statement of financial position is effective for fiscal years ending after December 15, 2008. We do not expect adoption of FAS 158 to have a material impact on our consolidated financial statements.

**On February 15, 2007 the FASB issued FAS 159, The Fair Value Option for Financial Assets and Financial Liabilities, Including an amendment of FASB Statement 115.** FAS 159 provides an alternative measurement treatment for certain financial assets and financial liabilities, under an instrument-by-instrument election, that permits fair value to be used for both initial and subsequent measurement, with changes in fair values recognized in earnings. While FAS 159 is effective beginning January 1, 2008, earlier adoption is permitted as of January 1, 2007, provided that the entity also adopts all of the requirements of FAS 157. We do not expect adoption of FAS 159 to have a material impact on our consolidated financial statements.

### **Competition**

The commercial banking business in which the Company engages in is highly competitive. Generally, the lines of activity and markets served involve competition with other banks, thrifts, credit unions and other non-bank financial institutions, such as investment banking firms, investment advisory firms, brokerage firms, investment companies and insurance entities which offer financial services, located both domestically and through alternative deliver channels such as the Internet. The methods of competition center around various factors, such as customer services, interest rates on loans and deposits, lending limits and customer convenience.

The mortgage brokerage business in which the Company engages in is highly competitive. The mortgage brokerage business competes with other banks, thrifts, government agencies, mortgage brokers and other non-bank organizations offering mortgage banking services. Among the competitive advantages, major banks have an ability to finance wide ranging advertising campaigns and to allocate their securities into securities of higher yield. Such institutions offer certain services such as trust services and international banking services that are not offered directly by the Bank (but are offered indirectly through correspondent relationships). Because of their greater total capitalization, major banks have substantially higher legal lending limits than the Bank.

In order to compete with major banks and other competitors in its primary service areas, the Company relies upon the experience of its executive and senior officers in serving business clients, and upon its specialized services, local promotional activities and the personal contacts made by its officers, directors and employees. For customers whose loan demand exceeds the Company's legal lending limit, the Company may arrange for such loans on a participation basis with correspondent banks. Competitive pressures in the banking industry significantly increase changes in the interest rate environment, reducing net interest margins. Less than favorable economic conditions can also result in a deterioration of credit quality and an increase in the provisions for loan losses.

### **Employees**

As of February 1, 2008, the Company employed 114 full-time equivalent employees. Of these employees, 33 were employed in the Roseville/Sutter market and 81 were in the Redding market. None of the employees within the Company are subject to a collective bargaining agreement. Management considers its employee relations to be excellent.

## **Table of Contents**

### **ITEM 1A.**

#### **Forward Looking Statements and Risk Factors That May Affect Results**

*This report includes forward-looking statements within the meaning of the Securities Exchange Act of 1934 (the Exchange Act ) and the Private Securities Litigation Reform Act of 1995. These statements are based on management's beliefs and assumptions, and on information available to management as of the date of this document. Forward-looking statements include the information concerning possible or assumed future results of operations of the Company set forth under the heading Management's Discussion and Analysis of Financial Condition and Results of Operations. Forward-looking statements also include statements in which words such as expects, anticipates, intend, plan, believes, estimate, consider or similar expressions or conditional verbs such as will, should, would and could are intended to identify such forward looking statements.. Forward-looking statements are not guarantees of future performance. They involve risks, uncertainties and assumptions, including the risks discussed under the heading Risk Factors That May Affect Results and elsewhere in this report. The Company's actual future results and shareholder values may differ materially from those anticipated and expressed in these forward-looking statements. Many of the factors that will determine these results and values, including those discussed under the heading Risk Factors That May Affect Results, are beyond the Company's ability to control or predict. Investors are cautioned not to put undue reliance on any forward-looking statements. In addition, the Company does not have any intention or and assumes no obligation to update forward-looking statements after the date of the filing of this report, even if new information, future events or other circumstances have made such statements incorrect or misleading. Except as specifically noted herein all references to the Company refer to Bank of Commerce Holdings, a California corporation, and its consolidated subsidiaries.*

*Overview*

As a financial holding company, our earnings are significantly affected by general business and economic conditions. These conditions include short-term and long-term interest rates, inflation, monetary supply, fluctuations in both debt and equity capital markets, and the strength of the United States economy and local economies in which we operate. For example, an economic downturn, increase in unemployment, or other events that negatively impact household and/or corporate incomes could decrease the demand for the Company's loan and non-loan products and services and increase the number of customers who fail to pay interest or principal on their loans. Geopolitical conditions can also affect our earnings. Acts or threats of terrorism, actions taken by the United States or other governments in response to acts or threats of terrorism and our military conflicts including the aftermath of the war with Iraq could impact business conditions in the United States.

The Board of Governors of the Federal Reserve System regulates the supply of money and credit in the United States. Its policies determine in large part our cost of funds for lending and investing and the return we earn on those loans and investments, both of which impact our net interest margin, and can materially affect the value of financial instruments we hold. Its policies can also affect our borrowers, potentially increasing the risk of failure to repay their loans. Changes in Federal Reserve Board policies are beyond our control and hard to predict or anticipate. We operate in a highly competitive industry that could become even more competitive because of legislative, regulatory and technological changes and continued consolidation. Banks, securities firms and insurance companies can now merge creating a financial holding company that can offer virtually any type of financial service, including banking, securities underwriting, insurance (agency and underwriting) and merchant banking. Technology has lowered barriers to entry and made it possible for non-banks to offer products and services traditionally provided by banks, such as automatic transfer and automatic payment systems. Many of our competitors have fewer regulatory constraints and some have lower cost structures.

The holding company, subsidiary bank and non-bank subsidiary are heavily regulated at the federal and state levels. This regulation is intended to protect depositors, federal deposit insurance funds and the banking system as a whole, not investors. Congress and state legislatures and federal and state regulatory agencies continually review banking laws, regulations and policies for possible changes. Changes to statutes, regulations or regulatory policies including changes in interpretation and implementation could affect us in substantial and unpredictable ways including limiting the types of financial services and products we may offer.

Our failure to comply with the laws, regulations or policies could result in sanctions by regulatory agencies and damage our reputation.

## **Table of Contents**

Our success depends, in part, on our ability to adapt our products and services to evolving industry standards. There is increasing pressure on financial services companies to provide products and services at lower prices. This can reduce our net interest margin and revenues from fee-based products and services. In addition, the widespread adoption of new technologies, including internet-based services, could require us to make substantial expenditures to modify or adapt our existing products and services. Our success depends, in large part, on our ability to attract and retain key people. Competition for the best people can be intense.

### *Lending Risks Associated with Commercial Banking and Construction Activities*

The business strategy of the Company is to focus on commercial, single family and multi-family real estate loans, construction loans and commercial business loans. Loans secured by commercial real estate are generally larger and involve a greater degree of credit and transaction risk than residential mortgage (one-to-four family) loans. Because payments on loans secured by commercial and multi-family real estate properties are often dependent on successful operation or management of the underlying properties, repayment of such loans may be subject to a greater extent to the then prevailing conditions in the real estate market or the economy. Moreover, real estate construction financing is generally considered to involve a higher degree of credit risk than long-term financing on improved, owner-occupied real estate. Risk of loss on a construction loan is dependent largely upon the accuracy of the initial estimate of the property's value at completion of construction or development compared to the estimated cost (including interest) of construction. If the estimate of value proves to be inaccurate, the Company may be confronted with a project which, when completed, has a value which is insufficient to assure full repayment of the construction loan. Although the Company manages lending risks through its underwriting and credit administration policies, no assurance can be given that such risks would not materialize, in which event the Company's financial condition, results of operations, cash flows and business prospects could be materially adversely affected.

### *Dependence on Real Estate*

At December 31, 2007, approximately 65% of the loans of the Company were secured by real estate. The value of the Company's real estate collateral has been, and could in the future be adversely affected by any economic recession and any resulting adverse impact on the real estate market in California. See Economic Conditions and Geographic Concentration.

The Company's primary lending focus has historically been commercial real estate, commercial lending and, to a lesser extent, construction lending. At December 31, 2007, commercial real estate and construction loans comprised approximately 35% and 23%, respectively, of the total loans in the portfolio of the Company. At December 31, 2007, all of the Company's real estate mortgage, real estate construction loans, and commercial real estate loans, were secured fully or in part by deeds of trust on underlying real estate. The Company's dependence on real estate increases the risk of loss in the loan portfolio of the Company and its holdings of other real estate owned if economic conditions in California deteriorate in the future. Deterioration of the real estate market in California could have a material adverse effect on the Company's business, financial condition and results of operations. See Economic Conditions and Geographic Concentration.

### *Risks Specific to Operations in California*

Our operations are located entirely in the State of California, which in recent years has experienced economic disruptions that are unique to the state. Any fiscal and political uncertainty surrounding the state government's financial condition, for example may have a material adverse effect on our customer's businesses or on our business, financial condition and results of operations.

### *Interest Rate Risk*

The income of the Company is highly dependent on interest rate differentials and the resulting net interest margins (i.e., the difference between the interest rates earned on the Bank's interest-earning assets such as loans and securities, and the interest rates paid on the Bank's interest-bearing liabilities such as deposits and borrowings). These rates are highly sensitive to many factors, which are beyond the Company's control, including general economic conditions, inflation, recession and the policies of various governmental and regulatory agencies, in particular, the FRB. Because of the Company's practice of using variable rate pricing on the majority of its loan portfolio and noninterest bearing demand





## **Table of Contents**

deposit accounts the Company is asset sensitive. As a result, the Company is generally adversely affected by declining interest rates. In addition, changes in monetary policy, including changes in interest rates, influence the origination of loans, the purchase of investments and the generation of deposits.

These changes also affect the rates received on loans and securities and paid on deposits, which could have a material adverse effect on the Company's business, financial condition and results of operations. See Quantitative and Qualitative Disclosure about Market Risk.

### *Potential Volatility of Deposits*

At December 31, 2007, time certificates of deposit in excess of \$100,000 represented approximately 31.2% of the dollar value of the total deposits of the Company. As such, these deposits are considered volatile and could be subject to withdrawal. Withdrawal of a material amount of such deposits could adversely affect the liquidity of the Company, profitability, business prospects, results of operations and cash flows. The Company monitors activity of volatile liability deposits on a quarterly basis. Approximately \$76.6 million of the \$147.8 million in time certificates of deposit over \$100,000 act as core deposits with over five years history of rollover with the Company.

### *Dividends*

Because the Company conducts no other significant activity than the management of its investment in the Bank and Mortgage Company, the Company is dependent on these subsidiaries for income. The ability of the Bank and Mortgage Company to pay cash dividends in the future depends on the profitability, growth and capital needs of the Bank and Mortgage Company. In addition, the California Financial Code restricts the ability of the Bank to pay dividends. No assurance can be given that the Company or the Bank will pay any dividends in the future or, if paid, such dividends will not be discontinued.

### *Government Regulation and Legislation*

The Company and the Bank are subject to extensive state and federal regulation, supervision and legislation, which govern almost all aspects of the operations of the Company and the Bank. The business of the Company is particularly susceptible to being affected by the enactment of federal and state legislation which may have the effect of increasing or decreasing the cost of doing business, modifying permissible activities or enhancing the competitive position of other financial institutions. Such laws are subject to change from time to time and are primarily intended for the protection of consumers, depositors and the deposit insurance funds, and not for the protection of shareholders of the Company. The Company cannot predict what effect any presently contemplated or future changes in the laws or regulations or their interpretations would have on the business and prospects of the Company, but it could be material and adverse. See Supervision and Regulation.

### *Economic Conditions and Geographic Concentration*

The Company's operations are located and concentrated in California, particularly the counties of El Dorado, Placer, Sutter, Shasta and Sacramento, and are likely to remain so for the foreseeable future. At December 31, 2007, approximately 65% of the Bank's loan portfolio consisted of real estate related loans, all of which were related to collateral located in California. A change in California economic and business conditions may adversely affect the performance of these loans. Deterioration in economic conditions could have a material adverse effect on the quality of the loan portfolio of the Bank and the demand for its products and services. In addition, during periods of economic slowdown or recession, the Bank may experience a decline in collateral values and an increase in delinquencies and defaults. A decline in collateral values and an increase in delinquencies and defaults increase the possibility and severity of losses. California real estate is also subject to certain natural disasters, such as earthquakes, floods and mudslides, which are typically not covered by the standard hazard insurance policies maintained by borrowers. Uninsured disasters may make it difficult or impossible for borrowers to repay loans made by the Company.

### *Reliance on Key Employees and Others*

As of February 1, 2008, the Company employed 114 employees. The Company considers employee relations to be excellent. A collective bargaining group represents none of the employees of the Company or its subsidiaries. Failure of the Company to attract and retain qualified personnel could have an adverse effect on the Company's business, financial condition and results of operations. The Company does maintain life insurance with respect to four of its officers with regard to a salary continuation plan.



## **Table of Contents**

### *Adequacy of Allowance for Loan and Lease Losses (ALLL)*

The Company's allowance for loan and lease losses was \$8.2 million, or 1.66% of total loans at December 31, 2007. Material future additions to the allowance for loan losses might be necessary if material adverse changes in economic conditions occur and the performance of the loan portfolio of the Company deteriorates. In addition, future additions to the Company's allowance for loan and lease losses on other real estate owned may also be required in order to reflect changes in the markets for real estate in which the Company's other real estate owned is located and other factors which may result in adjustments which are necessary to ensure that the Company's foreclosed assets are carried at the lower of cost or fair value, less estimated costs to dispose of the properties. Moreover, the FDIC and the DFI, as an integral part of their examination process, periodically review the Company's allowance for loan and lease losses and the carrying value of its assets. The Bank was most recently examined by the DFI in this regard during the first quarter of 2007. Increases in the provisions for loan losses and foreclosed assets could adversely affect the Bank's financial condition and results of operations. See Management's Discussion and Analysis of Financial Condition and Results of Operations-Asset Quality and Management's Discussion and Analysis of Financial Condition and Results of Operations-Allowance for Loan and Lease Losses (ALLL).

### *Certain Ownership Restrictions under California and Federal Law*

Federal law prohibits a person or group of persons acting in concert from acquiring control of a bank holding company unless the FRB has been given 60 days prior written notice of such proposed acquisition and within that time period the FRB has not issued a notice disapproving the proposed acquisition or extending for up to another 30 days, the period during which such a disapproval may be issued. An acquisition may be made before the expiration of the disapproval period if the FRB issues written notice of its intent not to disapprove the action. Under a rebuttal presumption established by the FRB, the acquisition of more than 10% of a class of voting stock of a bank with a class of securities registered under Section 12 of the Exchange Act (such as the common stock), would, under the circumstances set forth in the presumption, constitute the acquisition of control. In addition, any company would be required to obtain the approval of the FRB under the BHCA, before acquiring 25% (5% in the case of an acquirer that is, or is deemed to be, a bank holding company) or more of the outstanding shares of the Company's common stock, or such lesser number of shares as constitute control. See Supervision and Regulation-Regulation and Supervision of Bank Holding Companies.

Under the California Financial Code, no person shall, directly or indirectly, acquire control of a California licensed bank or a bank holding company unless the Commissioner has approved such acquisition of control. A person would be deemed to have acquired control of the Company and the Bank under this state law if such person, directly or indirectly, has the power (i) to vote 25% or more of the voting power of the Company or (ii) to direct or cause the direction of the management and policies of the Company. For purposes of this law, a person who directly or indirectly owns or controls 10% or more of the common stock would be presumed to direct or cause the direction of the management and policies of the Company and thereby control the Company.

### *Shares Eligible for Future Sale*

As of February 28, 2008, the Company had 8,745,793 shares of Common Stock outstanding, of which 6,046,921 shares are eligible for sale in the public market without restriction and 2,698,872 shares are eligible for sale in the public market pursuant to Rule 144 under the Securities Act of 1933, as amended (the Securities Act). Future sales of substantial amounts of the Company's common stock, or the perception that such sales could occur, could have a material adverse effect on the market price of the common stock. In addition, options to acquire 279,430 shares of the issued and outstanding shares of common stock at exercise prices ranging from \$3.23 to \$11.59 have been issued to directors and certain employees of the Company under the Company's 1998 Stock Option Plan. No prediction can be made as to the effect, if any, that future sales of shares, or the availability of shares for future sale, will have on the market price of the Company's common stock.

### *Technology and Computer Systems*

Advances and changes in technology can significantly affect the business and operations of the Company. The Company faces many challenges including the increased demand for providing computer access to bank accounts and the systems to perform banking transactions electronically. The Company's ability to compete depends on its ability to continue to adapt its technology on a timely and cost-effective basis to meet these requirements. In addition, the

Company's business and operations are susceptible to negative impacts from computer system failures, communication and energy disruption and unethical individuals with the technological ability to cause disruptions or failures of the Company's data processing systems.

**Table of Contents**

*Environmental Risks*

The Company, in its ordinary course of business, acquires real property securing loans that are in default, and there is a risk that hazardous substance or waste, contaminants or pollutants could exist on such properties. The Company may be required to remove or remediate such substances from the affected properties at its expense, and the cost of such removal or remediation may substantially exceed the value of the affected properties or the loans secured by such properties. Furthermore, the Company may not have adequate remedies against the prior owners or other responsible parties to recover its costs. Finally, the Company may find it difficult or impossible to sell the affected properties either before or following any such removal. In addition, the Company may be considered liable for environmental liabilities concerning its borrowers' properties, if, among other things, it participates in the management of its borrowers' operations. The occurrence of such an event could have a material adverse effect on the Company's business, financial condition, results of operations and cash flows.

**ITEM 1(b). UNRESOLVED STAFF COMMENTS**

None to report.

**Table of Contents**

**Item 2. PROPERTIES**

The Company's principal administrative offices and technology center consists of approximately 12,000 square feet of space on property adjacent to the branch office at 1901 Churn Creek Road, Redding, California 96002. The Bank's main office is housed in a two-story building with approximately 21,000 square feet of space located at 1951 Churn Creek Road, Redding, California, 96002. The Bank owns the buildings and the 1.25 acres of land on which the buildings are situated. The Bank also owns the land and building located at 1177 Placer Street, Redding, California, 96001, in which the Bank uses approximately 11,650 square feet of space for its banking operations.

The Company's Roseville Bank of Commerce is located on the first floor of a three-story building with approximately 8,550 square feet of space located at 1504 Eureka Road, Roseville, California. The Company leases the space pursuant to a triple net lease expiring on May 31, 2012. The Company's Sunrise office of Roseville Bank of Commerce is a free standing building with approximately 4,982 square feet of space located at 6950 Sunrise Boulevard, Citrus Heights, California. The Company subleases the space from Wells Fargo Bank expiring on March 5, 2009. The Company intends to close this facility in the first quarter of 2008, relocating existing deposit relationships to the Eureka Road facility.

The Company's Mortgage division is located in a free standing building with approximately 2,500 square feet located at 1024 Mistletoe Lane, Redding, California. The Company subleases the space expiring on July 1, 2009.

The Company's Sutter Bank of Commerce is located in a free standing building with approximately 4,904 square feet located at 950 Tharp Road, Suite 800, Yuba City, California. The Company leases the space expiring on November 1, 2010 with the option to purchase.

During the first quarter 2008, the Company has opened a new contemporary, consumer friendly express office with extended hours located at 3455 Placer Street, Redding, California 96001. The Company leases space consisting of approximately 3,787 square feet expiring on August 21, 2017.

**Item 3. LEGAL PROCEEDINGS**

The Company is subject to various pending and threatened legal actions arising in the ordinary course of business. The Company maintains reserves for losses from legal actions that are both probable and estimable. In the opinion of management the disposition of claims currently pending will not have a material effect on the Company's consolidated financial position or results of operations.

**Item 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

No matters were submitted during the quarter ended December 31, 2007 to a vote of the Company's security holders.

**Table of Contents****PART II****Item 5. MARKET FOR REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES**

The principal market on which the Common Stock is traded is the NASDAQ National Market. The Common stock is listed under the trading symbol **BOCH**. The following table sets forth the high and low closing sales prices of the Common Stock on the NASDAQ National Market for the periods indicated:

Quarter Ended:	Sales Price Per Share		Volume
	High	Low	
March 31, 2007	\$ 12.29	\$ 10.98	112,197
June 30, 2007	\$ 12.50	\$ 10.82	55,221
September 30, 2007	\$ 11.54	\$ 9.45	447,215
December 31, 2007	\$ 11.64	\$ 8.45	381,865
March 31, 2006	\$ 10.64	\$ 9.14	174,479
June 30, 2006	\$ 11.00	\$ 10.00	97,655
September 30, 2006	\$ 10.95	\$ 10.00	178,380
December 31, 2006	\$ 12.49	\$ 10.85	150,795

We believe there were approximately 676 stockholders of the Company's common stock as of December 31, 2007, including those held in street name, and the market price on that date was \$8.75 per share. Cash dividends of \$0.09, \$0.08, \$0.08 and \$0.08 per share was paid on January 12, 2007, April 13, 2007, July 13, 2007 and October 12, 2007, respectively, to stockholders of record as of December 31, 2006, March 31, 2007, June 30, 2007 and September 30, 2007. Cash dividends of \$0.08, \$0.07, \$0.07 and \$0.07 per share was paid on January 5, 2006, April 7, 2006, July 7, 2006 and October 13, 2006, respectively, to stockholders of record as of December 31, 2005, March 31, 2006, June 30, 2006 and September 30, 2006.

The Company currently expects to pay cash dividends at this rate in the future, but the Company's ability to pay dividends is subject to certain regulatory requirements. The Federal Reserve Board (FRB) generally prohibits a financial holding company from declaring or paying a cash dividend which would impose undue pressure on the capital of subsidiary banks or would be funded only through borrowing or other arrangements that might adversely affect a financial services holding company's financial position. The FRB's policy is that a financial holding company should not continue its existing rate of cash dividends on its common stock unless its net income is sufficient to fully fund each dividend and its prospective rate of earnings retention appears consistent with its capital needs, asset quality and overall financial condition. The power of the board of directors of an insured depository institution to declare a cash dividend or other distribution with respect to capital is subject to statutory and regulatory restrictions which limit the amount available for such distribution depending upon the earnings, financial condition and cash needs of the institution, as well as general business conditions.

In addition to the restrictions imposed under federal law, banks chartered under California law generally may only pay cash dividends to the extent such payments do not exceed the lesser of retained earnings of the bank or the bank's net income for its last three fiscal years (less any distributions to stockholders during such period). In the event a bank desires to pay cash dividends in excess of such amount, the bank may pay a cash dividend with the prior approval of the Commissioner of the Department of Financial Institutions in an amount not exceeding the greatest of the bank's retained earnings, the bank's net income for its last fiscal year, or the bank's net income for its current fiscal year. One of the provisions of the Jobs and Growth Tax Relief Reconciliation Act of 2003 signed by President George W. Bush, included changes in how dividends are taxed. Investors will now pay lower tax rates on dividends received from domestic corporations and qualified foreign corporations. In the past, dividend income was another source of ordinary income, taxed at the investors' normal tax rate. Beginning in 2003, the *maximum* tax rate on qualifying dividends has dropped to 5%, 10% or 15% depending on the investors' tax bracket. The lower tax rate is scheduled to expire in 2008.

# Table of Contents

## Equity Compensation Plan Information

The following chart sets forth information for the fiscal year ended December 31, 2007, regarding equity based compensation plans of the Company.

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)). (c)
Equity compensation plans approved by security holders	279,430	\$ 8.65	62,077
Equity compensation plans not approved by security holders	None	None	None
Total	279,430	\$ 8.65	62,077

During 2007, the Company did not conduct any unregistered offerings or sales of its securities. The Company did repurchase 200,000 shares of common stock at an average price of \$11.35.

## Purchase of Equity Securities by the Issuer and Affiliated Purchasers

Period	(a) Total number of shares purchased	(b) Average price paid per share	(c) Total number of shares purchased as part of publicly announced plans or programs	(d) Maximum number of shares that may yet be purchased under the plans or programs
September 10, 2007	170,645	\$ 11.31	170,645	29,355
September 28, 2007	29,355	\$ 11.60	29,355	-0-
October 1, 2007	200,000	\$ 11.35	200,000	-0-
Total				

On August 28, 2007 the Company announced a Stock Repurchase Plan of up to 2.4% of the Company's outstanding shares based upon the 8,869,140 shares outstanding on that date. All transactions were structured to comply with the Securities and Exchange Commission Rule 10b-18. The repurchases were executed through the open market.



**Table of Contents**

**Stock Price Performance Graph**

The following graph compares the Company's cumulative total return to shareholders during the past five years with that of the Standard & Poor's 500 Composite Stock Index (the "S&P") and the SNL Securities \$250-\$500 million Bank Asset-Size Index (the "SNL Securities Index"). The stock price performance shown on the following graph is not necessarily indicative of future performance of the Company's Common Stock.

**Bank of Commerce Holdings  
Five Year Performance Graph  
Stock Performance Graph <sup>(1)</sup>**

<i>Index</i>	<i>Period Ending</i>					
	12/31/02	12/31/03	12/31/04	12/31/05	12/31/06	12/31/07
Bank of Commerce Holdings	100.00	127.59	190.55	159.64	194.81	146.61
NASDAQ Composite	100.00	150.01	162.89	165.13	180.85	198.60
SNL Bank \$250M-\$500M Index	100.00	144.49	163.99	174.11	181.92	147.85

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(1) Assumes \$100 invested on December 31, 2002, in the Company's Common Stock, the NASDAQ, the S&P 500 and the SNL Securities Index. The model assumes reinvestment of dividends. Source: SNL Securities (share prices for the Company's Common Stock was furnished to SNL Securities through the NASDAQ).

**Table of Contents****Item 6. SELECTED CONSOLIDATED FINANCIAL DATA**

The selected consolidated financial data set forth below for the five years ended December 31, 2007, have been derived from the Company's audited consolidated financial statements and should be read in conjunction with

Management's Discussion and Analysis of Financial Condition and Results of Operations and the Company's audited consolidated financial statements and notes thereto, included elsewhere in this report.

In Thousands (Except Ratios and Per Share Data)

As of and for the years ended December 31,	2007	2006	2005	2004	2003
<b>Statements of Income</b>					
Total Interest Income	\$ 41,128	\$ 37,610	\$ 27,864	\$ 20,996	\$ 19,279
Net Interest Income	\$ 22,012	\$ 22,035	\$ 20,238	\$ 16,887	\$ 14,694
Provision for Loan Losses	\$ 3,291	\$ 226	\$ 448	\$ 554	\$ 515
Total Noninterest Income	\$ 4,535	\$ 1,928	\$ 2,124	\$ 2,196	\$ 2,150
Total Noninterest Expense	\$ 15,744	\$ 13,333	\$ 11,749	\$ 10,620	\$ 9,660
Total Revenues	\$ 45,753	\$ 39,539	\$ 29,988	\$ 23,192	\$ 21,429
Net Income	\$ 6,107	\$ 6,568	\$ 6,278	\$ 4,978	\$ 4,183
<b>Balance Sheets</b>					
Total Assets	\$618,327	\$583,442	\$511,644	\$438,545	\$401,158
Total Net Loans	\$486,283	\$408,989	\$363,305	\$318,801	\$278,204
Allowance for Loan Losses	\$ 8,233	\$ 4,904	\$ 4,316	\$ 3,866	\$ 3,675
Total Deposits	\$473,631	\$439,407	\$372,116	\$352,878	\$327,539
Stockholders' Equity	\$ 46,164	\$ 43,916	\$ 39,138	\$ 35,283	\$ 30,511
<b>Performance Ratios<sup>1</sup></b>					
Return on Average Assets <sup>2</sup>	1.04%	1.20%	1.34%	1.22%	1.10%
Return on Average Stockholders' Equity	13.39%	15.59%	18.35%	18.18%	15.20%
Dividend Payout	46.47%	40.36%	35.74%	39.29%	42.09%
Average Equity to Average Assets	9.43%	9.49%	9.43%	7.91%	7.21%
Tier 1 Risk Based Capital-Bank	9.97%	11.42%	12.08%	10.80%	10.77%
Total Risk Based Capital-Bank	11.22%	12.54%	13.11%	11.88%	12.02%
Net Interest Margin <sup>5</sup>	3.98%	4.26%	4.59%	4.45%	4.22%
Average Earning Assets to Total Average Assets	93.74%	94.20%	94.04%	92.62%	91.26%
Nonperforming Assets to Total Assets <sup>6</sup>	2.01%	0.00%	0.08%	0.54%	1.16%
Net Charge-offs to Average Loans	.00%	-.09%	0.00%	0.12%	0.13%
Allowance for Loan Losses to Total Loans	1.66%	1.18%	1.17%	1.20%	1.30%
Nonperforming Loans to Allowance for Loan Losses	150.72%	0.00%	9.15%	61.64%	126.34%
Efficiency Ratio <sup>7</sup>	59.31%	55.64%	52.54%	55.65%	59.15%
<b>Share Data</b>					
Average Common Shares Outstanding basic	8,858	8,760	8,600	8,283	8,033
Average Common Shares Outstanding diluted	8,938	8,932	8,845	8,703	8,327
Book Value Per Common Share	\$ 5.27	\$ 4.96	\$ 4.52	\$ 4.27	\$ 3.80
Basic Earnings Per Common Share	\$ 0.69	\$ 0.75	\$ 0.73	\$ 0.60	\$ 0.52
Diluted Earnings Per Common Share	\$ 0.68	\$ 0.74	\$ 0.71	\$ 0.57	\$ 0.50
Cash Dividends Per Common Share <sup>8</sup>	\$ 0.33	\$ 0.29	\$ 0.26	\$ 0.23	\$ 0.22

<sup>1</sup> Regulatory  
Capital Ratios

and Asset  
Quality Ratios  
are end of  
period ratios.  
With the  
exception of end  
of period ratios,  
all ratios are  
based on  
average daily  
balances during  
the indicated  
period.

2 Return on  
average assets is  
net income  
divided by  
average total  
assets.

3 Return on  
average equity  
is net income  
divided by  
average  
stockholders  
equity.

4 Regulatory  
capital ratios are  
defined in detail  
in the table on  
pages 39-40.

5 Net interest  
margin equals  
net interest  
income as a  
percent of  
average  
interest-earning  
assets.

6 Non-performing  
assets includes  
all  
nonperforming  
loans  
(nonaccrual  
loans, loans

90 days past due and still accruing interest and restructured loans) and real estate acquired by foreclosure.

<sup>7</sup> The efficiency ratio is calculated by dividing non-interest expense by the sum of net interest income and noninterest income. The efficiency ratio measures how the Company spends in order to generate each dollar of net revenue.

<sup>8</sup> Cash dividends declared during the current fiscal year

**Table of Contents**

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

*The following discussion should be read in conjunction with the Consolidated Financial Statements of the Company and related notes thereto appearing elsewhere in this report. This report includes forward-looking statements within the meaning of the Securities Exchange Act of 1934 (the "Exchange Act") and the Private Securities Litigation Reform Act of 1995. These statements are not guarantees of future performance and involve certain risks. These statements are based on management's beliefs and assumptions, and on information available to management as of the date of this document. Forward-looking statements include the information concerning possible or assumed future results of operations of the Company set forth under the heading "Management's Discussion and Analysis of Financial Condition and Results of Operations." Forward-looking statements also include statements in which words such as "expects," "anticipates," "intend," "plan," "believes," "estimate," "consider" or similar expressions or conditional verbs such as "will," "should," "would" and "could" are intended to identify such forward looking statements. The Company's actual future results and stockholder values may differ materially from those anticipated and expressed in these forward-looking statements. Many of the factors that will determine these results and values, including those discussed under the heading "Risk Factors That May Affect Results," are beyond the Company's ability to control or predict. Investors are cautioned not to put undue reliance on any forward-looking statements. In addition, the Company does not have any intention to and assumes no obligation to update forward-looking statements after the date of the filing of this report, even if new information, future events or other circumstances have made such statements incorrect or misleading. Except as specifically noted herein all referenced to the Company refer to Bank of Commerce Holdings, a California corporation, and its consolidated subsidiaries.*

**Executive Overview**

Our Company was established to make a profitable return while serving the financial needs of the business and professional communities of our markets. We are in the financial services business, and no line of financial services is beyond our charter as long as it serves the needs of businesses and professionals in our communities. The mission of our Company is to provide its stockholders with a safe and profitable return on their investment over the long term. Management will attempt to minimize risk to our stockholders by making prudent business decisions, maintaining adequate levels of capital and reserves, and maintaining effective communications with stockholders.

Our Company's most valuable asset is its customers. We will consider their needs first when we design our products. High-quality customer service is an important mission of our Company, and how well we accomplish this mission will have a direct influence on our profitability. For the past three years we have followed a disciplined organic growth strategy, pursuing growth by attracting more customers and expanding our relationships with our existing customer base.

Our vision is to embrace changes in the industry and develop profitable business strategies that allow us to maintain our customer relationships and build new ones. Our competitors are no longer just banks. We must compete with financial powerhouses that want our core business. The flexibility provided by the Financial Holding Company Act will become increasingly important. We have developed strategic plans that evaluate additional financial services and products that can be delivered to our customers efficiently and profitably. Producing quality returns is, as always, a top priority.

The Company's long term success rests on the shoulders of the leadership team to effectively enhance the performance of the Company. As a financial services company, we are in the business of taking risk. Whether we are successful depends largely upon whether we take the right risks and get paid appropriately for the risks we take. Our governance structure enables us to manage all major aspects of the Company's business effectively through an integrated process that includes financial, strategic, risk and leadership planning.

We define risks to include not only credit, market and liquidity risk, the traditional concerns for financial institutions, but also operational risks, including risks related to systems, processes or external events, as well as legal, regulatory and reputation risks. Our management processes, structures, and policies help to ensure compliance with laws and regulations and provide clear lines for decision-making and accountability. Results are important, but equally important is how we achieve those results. Our core values and commitment to high ethical standards is material to sustaining public trust and confidence in our Company.



## **Table of Contents**

### **Risk Management**

#### *Overview*

Through our corporate governance structure, risk and return is evaluated to produce sustainable revenues, reduce risks of earning volatility and increase stockholder value. The financial services industry is exposed to four major risks; liquidity, credit, market and operational. Liquidity risk is the inability to meet liability maturities and withdrawals, fund asset growth and otherwise meet contractual obligations at reasonable market rates. Credit risk is the inability of a customer to meet its repayment obligations. Market risk is the fluctuation in asset and liability values caused by changes in market prices and yields and Operational risk is the potential for losses resulting from events involving people, processes, technology, legal issues, external events, regulatory or reputation.

#### *Board Committees*

Our corporate governance structure begins with our Board of Directors. The Board of Directors evaluates risk through the Chief Executive Officer (CEO) and four Board Committees:

Loan Committee reviews credit risks and the adequacy of the allowance for loan losses.

Asset/Liability Management Committee ( ALCO ) reviews liquidity and market risks.

Audit Committee reviews the scope and coverage of internal and external audit activities.

Nominating and Corporate Governance Committee evaluates corporate governance structure, charters, committee performance and acts in best interests of the corporation and its stockholders with regard to the appointment of director nominees.

These committees review reports from management, the Company's auditors, and other outside sources. On the basis of materials that are available to them and on which they rely, they review the performance of the Company's management and personnel, and establish policies, but neither the committees nor their individual members (in their capacities as members of the Board of Directors) are responsible for daily operations of the Company. In particular, risk management activities relating to individual loans are undertaken by Company personnel in accordance with the policies established by the Board committees.

#### *Senior Leadership Committees*

To ensure that our risk management goals and objectives are accomplished, oversight of our risk taking and risk management activities are conducted through five Senior Leadership committees comprised of management.

The Senior Leadership Committee establishes short and long-term strategies and operating plans. The committee establishes performance measures and reviews performance to plan on a monthly basis.

The Credit Round Table Committee recommends corporate credit practices and limits, including industry concentration limits and approval requirements and exceptions.

The Technology Steering Committee establishes technological strategies, makes technology investment decisions, and manages the implementation process.

The ALCO Round Table Committee establishes and monitors liquidity ranges, pricing, maturities, investment goals, and interest spread on balance sheet accounts.

The SOX 404 Compliance Team has established the master plan for full documentation of the Companies internal controls and compliance with the Sarbanes-Oxley Act, Section 404.

#### *Risk Management Controls*

We use various controls to manage risk exposure within the Company. Budgeting and planning processes provide for early indication of unplanned results or risk levels. Models are used to estimate market risk and net interest income sensitivity. Segmentation analysis is used to estimate expected and unexpected credit losses. Compliance to regulatory guidelines plays a significant role in risk management as well as corporate culture and the actions of management. Our code of ethics provides the guidelines for all employees to conduct themselves with the highest integrity in the delivery of service to our clients.

**Table of Contents****Liquidity Risk Management***Liquidity Risk*

Liquidity risk is the inability to meet liability maturities and withdrawals, fund asset growth and otherwise meet contractual obligations at reasonable market rates. Liquidity management involves maintaining ample and diverse funding capacity, liquid assets and other sources of cash to accommodate fluctuations in asset and liability levels due to business shocks or unanticipated events. ALCO is responsible for establishing our liquidity policy and the accounting department is responsible for planning and executing the funding activities and strategies.

Asset liquidity sources consist of the repayments and maturities of loans, selling of loans, short-term money market investments, maturities and sales of securities from the available-for-sale security portfolio. Increased available-for-sale security balances were responsible for the major use of liquidity, followed by growth in the loan portfolio. The weighted-average life of the available-for-sale security portfolio is 6.45 years.

Liquidity is generated from liabilities through deposit growth and federal home loan bank borrowings. We emphasize preserving and maximizing customer deposits and other customer-based funding sources. Deposit marketing strategies are reviewed for consistency with liquidity policy objectives.

The Company also had available correspondent banking lines of credit through correspondent relationships totaling approximately \$25.0 million and available secured borrowing lines of approximately \$40.1 million with the Federal Home Loan Bank of San Francisco. While these sources are expected to continue to provide significant amounts of liquidity in the future, their mix, as well as the possible use of other sources, will depend on future economic and market conditions. Liquidity is also provided or used through the results of the Company's operations.

The Company's liquid assets (cash and due from banks, federal funds sold and available-for-sale securities) totaled \$90.1 million or 14.5% of total assets at December 31, 2007, \$134.9 million or 23.1% of total assets at December 31, 2006 and \$120.6 million or 23.6% of total assets at December 31, 2005. In 2007, the Holding Company's primary source of funding was exercises of stock options and dividends. The Holding Company expects to receive dividends from the Bank in 2008. (See note 18 to the Consolidated Financial Statements for a discussion of the restrictions on the Bank's ability to pay dividends.)

To accommodate future growth and business needs, the Company develops an annual capital expenditure budget during strategic planning sessions. The Company expects that the earnings of the Company, acquisition of core deposits and wholesale borrowing arrangements are sufficient to support liquidity needs in 2008.

*Federal Home Loan Bank borrowings*

The Company actively uses Federal Home Loan Bank (FHLB) advances as a source of wholesale funding to provide liquidity. At December 31, 2007, the Company's FHLB long-term advance was fixed rate tied to prime index minus a spread. At December 31, 2007 the Company's FHLB short-term advances were a fixed term borrowing without call or put features, fixed or floating rates. At December 2007, the Company had \$60 million in FHLB advances outstanding compared to \$40 million at December 31, 2006.

	2007	2006	2005
Securities sold under agreements to repurchase with weighted average interest rates of 2.84%, 4.00% and 3.19% at December 31, 2007, 2006 and 2005, respectively	\$ 15,513,211	\$ 37,116,610	\$ 22,885,658
Federal Home Loan Bank borrowings with weighted average interest rates of 4.30%, 5.64% and 4.17% at December 31, 2007, 2006 and 2005, respectively	60,000,000	40,000,000	55,000,000
Total short term borrowings	\$ 75,513,211	\$ 77,116,610	\$ 77,885,658



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Securities sold under agreements to repurchase:

Maximum outstanding at any month end	\$ 46,417,358	\$ 37,116,610	\$ 24,308,869
Average balance during the year	32,237,000	29,708,000	17,892,000

25

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**Table of Contents**

	2007	2006	2005
Weighted average interest rate during year	3.65%	3.84%	2.42%
Federal Home Loan Bank borrowings:			
Maximum outstanding at any month end	\$ 60,000,000	\$ 80,000,000	\$ 55,000,000
Average Balance during the year	46,630,462	59,059,300	34,032,738
Weighted average interest rate during year	5.20%	5.21%	3.37%

**Credit Risk Management**

Credit risk arises from the inability of a customer to meet its repayment obligations. Credit risk exists in our outstanding loans, letters of credit and unfunded loan commitments. We manage credit risk based on the risk profile of the borrower, repayment sources and the nature of underlying collateral given current events and conditions.

*Commercial portfolio credit risk management*

Commercial credit risk management begins with an assessment of the credit risk profile of the individual borrower based on an analysis of the borrower's financial position in light of current industry, economic or geopolitical trends. As part of the overall credit risk assessment of a borrower, each commercial credit is assigned a risk grade and is subject to approval based on existing credit approval standards. Risk grading is a factor in determining the adequacy of the allowance for loan and lease losses. Credit decisions are determined by Credit Administration to certain limitations and approvals from the Loan Committee above certain limitations. Credit risk is continuously monitored by Credit Administration for possible adjustment if there has been a change in the borrower's ability to perform under its obligations. Additionally, we manage the size of our credit exposure through loan sales and loan participation agreements.

The primary sources of repayment of the commercial loans of the Company are from the borrower's operating cash flows and the borrower's conversion of short-term assets to cash. The net assets of the borrower or guarantor are usually identified as a secondary source of repayment. The principal factors affecting the Bank's risk of loss from commercial lending include each borrower's ability to manage its business affairs and cash flows, local and general economic conditions and real estate values in the Company's service area. The Company manages its commercial loan portfolio by monitoring its borrowers' payment performance and their respective financial condition and makes periodic adjustments, if necessary, to the risk grade assigned to each loan in the portfolio. The Company's evaluations of its borrowers are facilitated by management's knowledge of local market conditions and periodic reviews by a consultant of the credit administration policies of the Company.

*Real estate portfolio credit risk management*

The principal source of repayment of the real estate construction loans of the Company is the sale of the underlying collateral or the availability of permanent financing from the Company or other lending source. The principal risks associated with real estate construction lending include project cost overruns that absorb the borrower's equity in the project and deterioration of real estate values as a result of various factors, including competitive pressures and economic downturns.

The Company manages its credit risk associated with real estate construction lending by establishing a loan-to-value ratio on projects on an as-completed basis, inspecting project status in advance of disbursements, and matching maturities with expected completion dates. Generally, the Company requires a loan-to-value ratio of not more than 80% on single family residential construction loans.

The specific underwriting standards of the Company and methods for each of its principal lines of lending include industry-accepted analysis and modeling and certain proprietary techniques. The underwriting criteria of the Bank are designed to comply with applicable regulatory guidelines, including required loan-to-value ratios. The credit administration policies of the Company contain mandatory lien position and debt service coverage requirements, and the Bank generally requires a guarantee from individuals owning 20% or more of the borrowing entity.

## **Table of Contents**

### *Concentrations of credit risk*

Portfolio credit risk is evaluated with the goal that concentrations of credit exposure do not result in unacceptable levels of risk. Concentrations of credit exposure can be measured in various ways including industry, product, geography, and customer relationship. We review non-real estate commercial loans by industry and real estate loans by geographic location and property type.

### *Nonperforming assets*

The Company's practice is to place an asset on nonaccrual status when one of the following events occurs: (i) Any installment of principal or interest is 90 days or more past due (unless in management's opinion the loan is well-secured and in the process of collection), (ii) management determines the ultimate collection of principal or interest to be unlikely or (iii) the terms of the loan have been renegotiated due to a serious weakening of the borrower's financial condition. Nonperforming loans may be on nonaccrual, are 90 days past due and still accruing, or have been restructured.

### *Allowance for loan and lease losses (ALLL)*

The allowance for loan and lease losses represents management's best estimate of probable losses in the loans and leases portfolio. Within the allowance, reserves are allocated to segments of the portfolio based on specific formula components. Changes to the allowance for credit losses are reported in the Consolidated Statement of Income in the provision for loan losses.

We perform periodic and systematic detailed evaluations of our lending portfolio to identify and estimate the inherent risks and assess the overall collectibility. These evaluations include general conditions such as the portfolio composition, size and maturities of various segmented portions of the portfolio such as secured, unsecured, construction, and Small Business Administration (SBA). Additional factors include concentrations of borrowers, industries, geographical sectors, loan product, loan classes and collateral types, volume and trends of loan delinquencies and non-accrual; criticized and classified assets and trends in the aggregate in significant credits identified as watch list items.

The Company's allowance for loan and lease losses is the accumulation of various components that are calculated based upon independent methodologies. All components of the allowance for loan losses represent an estimation performed pursuant to Statement of Financial Accounting Standards (SFAS) Statement No. 5, *Accounting for Contingencies* or SFAS No. 114, *Accounting by Creditors for Impairment of a Loan*. Management's estimate of each SFAS No. 5 component is based on certain observable data that management believes is the most reflective of the underlying credit losses being estimated. Changes in the amount of each component of the allowance for loan losses are directionally consistent with changes in the observable data, taking into account the interaction of the SFAS No. 5 components over time.

An essential element of the methodology for determining the allowance for loan and lease losses is the Company's credit risk evaluation process, which includes credit risk grading individual, commercial, construction, commercial real estate, and consumer loans. Loans are assigned credit risk grades based on the Company's assessment of conditions that affect the borrower's ability to meet its contractual obligations under the loan agreement. That process includes reviewing borrower's current financial information, historical payment experience, credit documentation, public information, and other information specific to each individual borrower. Loans are reviewed on an annual or rotational basis or as management become aware of information affecting the borrower's ability to fulfill its obligations. Credit risk grades carry a dollar weighted risk percentage.

For individually impaired loans, SFAS No. 114 provides guidance on the acceptable methods to measure impairment. Specifically, SFAS No. 114 states that when a loan is impaired, we measure impairment based on the present value of expected future principal and interest cash flows discounted at the loan's effective interest rate, except that as a practical expedient, a creditor may measure impairment based on a loan's observable market price or the fair value of collateral, if the loan is collateral dependent. When developing the estimate of future cash flows for a loan, we consider all available information reflecting past events and current conditions, including the effect of existing environmental factors. In addition to the ALLL, an allowance for unfunded loan commitments and letters of credit is determined using estimates of the probability of funding. This reserve is carried as a liability on the consolidated balance sheet.



**Table of Contents**

We make provisions to the ALLL on a regular basis through charges to operations that are reflected in our consolidated statements of income as provision expense for loan losses. When a loan is deemed uncollectible, it is charged against the allowance. Any recoveries of previously charged-off loans are credited back to the allowance. There is no precise method of predicting specific losses or amounts that ultimately may be charged-off on particular categories of the loan portfolio. Various regulatory agencies, as an integral part of their examination process, periodically review the Company's ALLL. Such agencies may require the Company to provide additions to the allowance based on their judgment of information available to them at the time of their examination. There is uncertainty concerning future economic trends. Accordingly, it is not possible to predict the effect future economic trends may have on the level of the provisions for possible loan losses in future periods. The ALLL should not be interpreted as an indication that charge-offs in future periods will occur in the stated amounts or proportions.

The following table summarizes the activity in the ALLL reserves for the periods indicated.

	Years Ended December 31,				
	2007	2006	2005	2004	2003
Beginning Balance:	\$ 4,904	\$ 4,316	\$ 3,866	\$ 3,675	\$ 3,529
Provision for loan losses	3,291	226	448	554	515
Charge-offs:					
Commercial & Financial	(0)	(274)	(83)	(367)	(379)
Real Estate	(0)	(0)	(0)	(0)	(0)
Other	(0)	(25)	(10)	(1)	(1)
Total Charge-offs	(0)	(299)	(93)	(368)	(380)
Recoveries:					
Commercial & Financial	26	655	93	2	11
Real Estate	12	0	0	0	0
Other	0	6	2	3	0
Total Recoveries	38	661	95	5	11
Net Charge-offs	38	362	2	(363)	(369)
Ending Balance	\$ 8,233	\$ 4,904	\$ 4,316	\$ 3,866	\$ 3,675
Allowance for loan losses to total loans	1.66%	1.18%	1.17%	1.20%	1.30%
Net Charge-offs to average loans	.00%	-.09%	.00%	.12%	.13%

Provisions for loan and lease losses increased substantially during the fourth quarter 2007 related to two real estate development loans that were placed into non-accrual status during the period. The provisions for loan and lease losses increased to \$3,291,000 for 2007 versus \$226,000 in 2006. Net recoveries were approximately \$38,000 compared to recoveries of approximately \$362,000 in 2006. Actual and future results of the allowance provisions and charge-offs may differ materially from trends expressed in the table and are beyond the Company's ability to predict.

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Allocation of Allowance for Loan and Lease Losses by product type:

	<b>Dec. 31, 2007</b>		<b>Dec. 31, 2006</b>		<b>Dec. 31, 2005</b>		<b>Dec. 31, 2004</b>		<b>Dec. 31, 2003</b>	
	Percent of category to total		Percent of category to total		Percent of category to total		Percent of category to total		Percent of category to total	
(Dollars in thousands)	Amount	loans	Amount	loans	Amount	loans	Amount	loans	Amount	loans
Balance at end of period applicable to:										
Commercial	\$ 1,722	35.11%	\$ 2,033	30.36%	\$ 1,900	30.76%	\$ 2,087	32.64%	\$ 2,315	37.01%
and Financial										
Commercial										
Real Estate	\$ 1,512	35.37%	\$ 1,364	41.62%	\$ 1,375	41.11%	\$ 1,149	41.83%	\$ 878	36.46%
Construction										
and										
Development	\$ 4,594	21.62%	\$ 1,244	26.73%	\$ 936	27.57%	\$ 588	23.95%	\$ 456	23.64%
Installment										
Loans	\$ 44	0.05%	\$ 28	0.23%	\$ 28	0.53%	\$ 23	0.21%	\$ 20	0.16%
Other Loans	\$ 56	0.25%	\$ 41	0.05%	\$ 0	0.00%	\$ 0	0.00%	\$ 0	0.22%
Unallocated	\$ 305	7.60%	\$ 194	1.01%	\$ 77	0.03%	\$ 19	1.37%	\$ 6	2.51%
Total										
Allowance for										
loan and lease										
losses	\$ 8,233	100.00%	\$ 4,904	100.00%	\$ 4,316	100.00%	\$ 3,866	100.00%	\$ 3,675	100.00%

## **Table of Contents**

### **Market Risk Management**

Market risk is the potential loss due to adverse changes in market prices and yields. Market risk is inherent in the Company's operating positions and activities including customers' loans, deposit accounts, securities and long-term debt. Loans and deposits generate income and expense, respectively, and the value of cash flows change based on general economic levels, most importantly, the level of interest rates.

The goal for managing the assets and liabilities of the Company is to maximize stockholder value and earnings while maintaining a high quality balance sheet without exposing the Company to undue interest rate risk. The absolute level and volatility of interest rates can have a significant impact on the Company's profitability. Market risk arises from exposure to changes in interest rates, exchange rates, commodity prices, and other relevant market rate or price risk. The Company does not operate a trading account, and does not hold a position with exposure to foreign currency exchange. The Company faces market risk through interest rate volatility. Net interest income risk is measured based on rate shocks over different time horizons versus a current stable interest rate environment. Assumptions used in these calculations are similar to those used in the planning and budgeting model. The overall interest rate risk position and strategies are reviewed on an ongoing basis with ALCO.

#### *Securities Portfolio*

The securities portfolio is central to our asset liability management strategies. The decision to purchase or sell securities is based upon the current assessment of economic and financial conditions, including the interest rate environment, liquidity and regulatory requirements. The Company classifies its securities as *available-for-sale* or *held-to-maturity* at the time of purchase. Generally, all securities are purchased with the intent and ability to hold the security for long-term investment, and the Company has both the ability and intent to hold *held-to-maturity* investments to maturity. The Company does not engage in trading activities. Securities *held-to-maturity* are carried at cost adjusted for the accretion of discounts and amortization of premiums. Securities *available-for-sale* may be sold to implement the Company's asset liability management strategies and in response to changes in interest rates, prepayment rates and similar factors. Securities available-for-sale are recorded at market value and unrealized gains or losses, net of income taxes, are reported as a component of accumulated other comprehensive income(loss), in a separate component of stockholders' equity. Gain or loss on sale of securities is based on the specific identification method. Securities *held-to-maturity* at December 31, 2007, 2006 and 2005 consisted of municipal and mortgage-backed securities with an amortized cost of \$10,558,765, \$10,810,113 and \$6,932,652, respectively. At December 31, 2007, \$3,715,760 had a contractual maturity of over ten years and a weighted-average yield of 4.50%.

### **Operational Risk Management**

Operational risk is the potential for loss resulting from events involving people, processes, technology, legal or regulatory issues, external events, and reputation. In keeping with the corporate governance structure, the Senior Leadership committee is responsible for operational risk controls. Operational risks are managed through specific policies and procedures, controls and monitoring tools. Examples of these include reconciliation processes, transaction monitoring and analysis and system audits. Operational risks fall into two major categories, business specific and company wide. The Senior Leadership committee works to ensure consistency in policies, processes and assessments. With respect to company wide risks, the Senior Leadership committee works directly with Directors to develop policies and procedures for information security, business resumption plans, compliance and legal issues.

### **Critical Accounting Policies**

#### *General*

The Company's significant accounting principles are described in Note 2 of the consolidated financial statements and are essential to understanding Management's Discussion and Analysis of Results of Operations and Financial Condition. Bank of Commerce Holdings' consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States of America (GAAP). The financial information contained within our statements is, to a significant extent, financial information that is based on measures of the financial effects of transactions and events that have already occurred. Some of the Company's accounting principles require significant judgment to estimate values of assets or liabilities. In addition, certain accounting principles require significant judgment in applying the complex accounting principles to transactions to determine the most appropriate treatment.





## **Table of Contents**

### *Allowance for Loan and Lease Losses (ALLL)*

The allowance for loan and lease losses is management's best estimate of the probable losses that may be sustained in our loan portfolio. The allowance is based on two basic principles of accounting. (1) SFAS No.5 which requires that losses be accrued when they are probable of occurring and estimable and (2) SFAS No. 114, which requires that losses be accrued based on the differences between that value of collateral, present value of future cash flows or values that are observable in the secondary market and the loan balance. The Company performs periodic and systematic detailed evaluations of its lending portfolio to identify and estimate the inherent risks and assess the overall collectibility. These evaluations include general conditions such as the portfolio composition, size and maturities of various segmented portions of the portfolio such as secured, unsecured, construction, and Small Business Administration (SBA).

Additional factors include concentrations of borrowers, industries, geographical sectors, loan product, loan classes and collateral types; volume and trends of loan delinquencies and non-accrual; criticized and classified assets and trends in the aggregate in significant credits identified as watch list items. There are several components to the determination of the adequacy of the ALLL. Each of these components is determined based upon estimates that can and do change when the actual events occur. The Company estimates the SFAS No. 5 portion of the ALLL based on the segmentation of its portfolio. For those segments that require an ALLL, the Company estimates loan losses on a monthly basis based upon its ongoing loan review process and analysis of loan performance. The Company follows a systematic and consistently applied approach to select the most appropriate loss measurement methods and support its conclusions and rationale with written documentation. One method of estimating loan losses for groups of loans is through the application of loss rates to the groups' aggregate loan balances. Such rates typically reflect historical loss experience for each group of loans, adjusted for relevant economic factors over a defined period of time. The Company evaluates and modifies its loss estimation model as needed to ensure that the resulting loss estimate is consistent with GAAP. For individually impaired loans, SFAS No. 114 provides guidance on the acceptable methods to measure impairment. Specifically, SFAS No. 114 states that when a loan is impaired, the Company should measure impairment based on the present value of expected future principal and interest cash flows discounted at the loan's effective interest rate, except that as a practical expedient, a creditor may measure impairment based on a loan's observable market price or the fair value of collateral, if the loan is collateral dependent. When developing the estimate of future cash flows for a loan, the Company considers all available information reflecting past events and current conditions, including the effect of existing environmental factors.

### *Stock-Based Compensation*

Statement of Financial Accounting Standards No. 123 (revised 2004); ***Accounting for Stock Based Compensation*** was adopted by the Company as of January 1, 2006, using the modified prospective transition method. Under the modified prospective transition method, compensation cost is recognized on or after the required effective date for the portion of outstanding awards, for which the requisite service has not yet been rendered, based on the grant-date fair value of those awards calculated under Statement No. 123 for either recognition or pro forma disclosures.

Prior to adopting FSAS No. 123, the Company used the intrinsic value based method for measuring compensation cost related to stock options. Under the intrinsic value based method, compensation cost is the excess, if any, of the quoted market price of the stock at grant date over the amount an employee must pay to acquire the stock. The Company applied Accounting Principles Board Opinion (APB) No. 25 ***Accounting for Stock Issued to Employees*** and related interpretations in accounting for stock options. During 2007, the fair value of options granted was determined on the date of the grant using a binomial option-pricing model with the following assumptions: a current volatility rate of 29.98%, a risk-free interest rate of 3.40% (based upon the five year treasury coupon rate at the time the options were issued), expected dividends of \$0.33 per share per year, an annual dividend rate of 2.89%, an assumed forfeiture rate of zero and an expected life of seven years.

### *Revenue recognition*

The Company's primary source of revenue is net interest income, which is the difference between the interest income it receives on interest-earning assets and the interest expense it pays on interest-bearing liabilities, and (ii) fee income, which includes fees earned on deposit services, income from SBA lending, electronic-based cash management services, mortgage brokerage fee income and merchant credit card processing services. Interest income is recorded on

an accrual basis. Note 2 to the Consolidated Financial Statements offers an explanation of the process for determining when the accrual of interest income is discontinued on an impaired loan.

**Table of Contents***Fixed Assets*

Other estimates that the Company uses in its accounting include the expected useful lives of depreciable assets, such as buildings, building improvements, equipment, and furniture. The useful lives of various technological related hardware and software could be subject to change due to advances in technology and the general adoption of new standards for technology or interfaces among computer or telecommunication systems.

*Income Taxes*

The Company accounts for income taxes under the asset and liability method. Under the asset and liability method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using currently enacted tax rates applied to such taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. If future income should prove non-existent or less than the amount of deferred tax assets within the tax years to which they may be applied, the asset may not be realized and our net income will be reduced.

**Financial Highlights   Results of Operations**

The following discussion and analysis provides a comparison of the results of operations for 2007 and 2006. This discussion should be read in conjunction with the consolidated financial statements and related notes.

<b>Key Financial Ratios</b>	<b>2007</b>	<b>2006</b>	<b>2005</b>	<b>2004</b>	<b>2003</b>
<b>Profitability</b>					
Return on average assets	1.04%	1.20%	1.34%	1.22%	1.10%
Return on average equity	13.39%	15.59%	18.35%	18.18%	15.20%
Average earning assets to total average assets	93.74%	94.20%	94.04%	92.62%	91.26%
<b>Interest Margin</b>					
Net interest margin	3.98%	4.26%	4.59%	4.45%	4.22%
<b>Asset Quality</b>					
Allowance for loan losses to total loans	1.66%	1.18%	1.17%	1.20%	1.30%
Nonperforming assets to total assets	2.01%	0.00%	0.08%	0.54%	1.16%
Net charge-offs to average loans	0.00%	-0.09%	0.00%	0.12%	0.13%
<b>Liquidity</b>					
Loans to deposits	102.67%	93.08%	97.63%	90.34%	84.94%
Liquidity ratio	18.49%	27.96%	23.57%	23.23%	25.49%
<b>Capital</b>					
Tier 1 risk-based capital    Bank	9.97%	11.42%	12.08%	10.80%	10.77%
Total risk-based capital    Bank	11.22%	12.54%	13.11%	11.88%	12.02%
<b>Efficiency</b>					
Efficiency ratio	59.31%	55.64%	52.54%	55.65%	59.15%

The above table represents key financial performance ratios that the Senior Leadership Team of the Company monitor on a monthly basis in comparison with Uniform Bank Performance Report peer data. Uniform Bank Performance Reports are available on all Federal Deposit Insurance Corporation insured financial institutions and are used to measure quality performance to peer groupings and may be obtained online at [www.fdic.gov](http://www.fdic.gov). Executive Management monitors the high-performing sector of the peer group and uses this data to examine strategies of other high-performing financial institutions and to establish the financial performance goals of the Company on an annual basis. These goals are then communicated through budgets, strategies, planning and projections to the Senior Leadership Team for implementation. Results are monitored both to plan and to peer at the Board of Directors level on a monthly basis.



## **Table of Contents**

### **Sources of Income**

The Company derives its income from two principal sources: (i) net interest income, which is the difference between the interest income it receives on interest-earning assets and the interest expense it pays on interest-bearing liabilities, and (ii) fee income, which includes fees earned on deposit services, income from SBA lending, electronic-based cash management services, mortgage brokerage fee income and merchant credit card processing services. The income of the Company depends to a great extent on net interest income. These interest rate factors are highly sensitive to many factors, which are beyond the Company's control, including general economic conditions, inflation, recession, and the policies of various governmental and regulatory agencies, in particular, the Federal Reserve Board. Because of the Company's predisposition to variable rate pricing and non-interest bearing demand deposit accounts, the Company is considered asset sensitive. Consequently, the Company is adversely affected by declining interest rates.

Net interest income reflects both our net interest margin—the difference between the yield we earn on our assets and the interest rate we pay for deposits and our other sources of funding—and the amount of earning assets we hold. As a result, changes in either our net interest margin or the amount of earning assets we hold could affect the Company's net interest income and the Company's earnings.

Changes in interest rates—up or down—could adversely affect the Company's net interest margin. Although the yield we earn on our assets and our funding costs tend to move in the same direction in response to changes in interest rates, one can rise or fall faster than the other, causing our net interest margin to expand or contract. Many of our assets are tied to prime rate, so they may adjust faster in response to changes in interest rates. As a result, when interest rates fall, our yield we earn on our assets may fall faster than the repricing opportunities of our liabilities, causing our net interest margin to contract until the repricing of liabilities catches up.

Changes in the slope of the yield curve—or the spread between short-term and long-term interest rates—could also reduce our net interest margin. Normally, the yield curve is upward sloping, meaning short-term rates are lower than long-term rates. Because our liabilities tend to be shorter in duration than our assets, when the yield curve flattens or even inverts, we could experience pressure on our net interest margin as our cost of funds increases relative to the yield we can earn on our assets.

We assess our interest rate risk by estimating the effect on our earnings under various scenarios that differ based on assumptions about the direction, magnitude and speed of interest rate changes and the slope of the yield curve. We currently hedge some of that interest rate risk with interest rate derivatives.

We do not hedge all of our interest rate risk. There is always the risk that changes in interest rates could reduce our net interest income and our earnings in material amounts, especially if actual conditions turn out to be materially different than what we assumed. For example, if interest rates rise or fall faster than we assumed or the slope of the yield curve changes, we may incur significant losses on debt securities we hold as investments. To reduce our interest rate risk, we may rebalance our investment and loan portfolios, refinance our debt and take other strategic actions. We may incur losses or expenses when we take such actions.

### **Year Ended December 31, 2007 Compared to Year Ended December 31, 2006**

The Company reported net income of \$6.10 million for the year ended December 31, 2007, representing a decrease of approximately \$461,000 or 7.0%, over net income of \$6.57 million for the year ended December 31, 2006. Top line revenues are up \$6.2 million over the prior year. \$2.4 million of the increase is attributed to key life proceeds received during the fourth quarter. Net interest income dropped by \$23,000 or -0.10% over the prior year and is attributed to the higher cost of funding.

During the fourth quarter 2007, the Company increased provisions for loan and lease losses substantially in relation to two real estate development credits that were placed into non-accrual status during the period. The Company's provision for loan and lease losses increased to \$3,291,000 in 2007 from \$226,000 in 2006. Credit quality deterioration on two credits within the portfolio was the principal factor for current period provisions. Non performing assets as a percentage of total assets increased to 2.01% compared with 0.00% in 2006.

## **Table of Contents**

Return on average assets (ROA) was 1.04% and return on average common equity (ROE) was 13.39% in 2007 compared with 1.20% and 15.59% respectively in 2006. Diluted earnings per share for 2007 and 2006 were \$0.68 and \$0.74, respectively, a decrease of 8.1% in 2007 over 2006. The Company's average total assets increased to \$595.3 million in 2007 or 8.3% from \$549.5 million in 2006. Total deposits grew by \$34.2 million or 7.8% primarily in core checking and savings accounts. Total net loans grew by \$77.3 million or 18.9%.

Yields on portfolio loans increased 04 basis points to 8.26% compared to 8.22% in 2006. Yields on all earning assets increased 18 basis points to 7.45% compared to 7.27% in 2006. Likewise, funding costs increased 53 basis points to 4.22% compared with 3.69% in 2006, reflective of the competition for deposits.

### **Year Ended December 31, 2006 Compared to Year Ended December 31, 2005**

The Company reported net income of \$6.57 million for the year ended December 31, 2006, representing an increase of approximately \$290,000 or 4.6%, over net income of \$6.28 million for the year ended December 31, 2005. The primary factors contributing to the increase in net income includes an increase of \$1.8 million or 8.9% improvement in net interest income coupled with loan growth of \$46.3 million or 12.6% in volume. The improvement in earnings was partially offset by increased costs of funding of \$7.9 million or 104.2% over the prior period. These increased costs are reflective of the current market competition for deposits.

The Company's provision for loan losses decreased to \$226,000 in 2006 from \$448,000 in 2005. Credit quality within the portfolio was the principal factor for current period provisions. Non performing assets as a percentage of total assets dropped to zero in 2006 compared with 0.08% in 2005. This key ratio coupled with a net charge-off ratio of -0.09% for the year is representative of the quality inherent in the loan portfolio.

Return on average assets (ROA) was 1.20% and return on average common equity (ROE) was 15.59% in 2006 compared with 1.34% and 18.35% respectively in 2005. Diluted earnings per share for 2006 and 2005 were \$0.74 and \$0.71, respectively, an increase of 4.2% in 2006 over 2005. The Company's average total assets increased to \$549.5 million in 2006 or 17.2% from \$468.8 million in 2005. Deposits grew by \$67.3 million or 18.1% primarily in certificates of deposit. Net loans grew by \$46.3 million or 12.6%.

Yields on portfolio loans increased 108 basis points to 8.22% compared to 7.14% in 2005. The yield increase, coupled with the volume of loan growth represents the increase in net interest income over the prior year. Yields on all earning assets increased 95 basis points to 7.27% compared to 6.32% in 2005. Likewise, funding costs increased 145 basis points to 3.69% compared with 2.24% in 2005, primarily related to the growth in certificate of deposits and repurchase accounts.

### **Net Interest Income and Net Interest Margin**

The primary source of income for the Company is derived from net interest income. Net interest income represents the excess of interest and fees earned on assets (loans, securities and federal funds sold) over the interest paid on deposits and borrowed funds. Net interest margin is net interest income expressed as a percentage of average earning assets.

Net interest income decreased \$23,000 to \$22.01 million in 2007 compared to \$22.03 million in 2006 and \$20.2 million in 2005, representing an -0.10% decrease in 2007 over 2006, and an 8.9% increase in 2006 over 2005. The average balance of total earning assets increased to \$552.9 million in 2007 compared to \$517.5 million in 2006, a 6.8% increase.

Yields on portfolio loans increased 04 basis points to 8.26% compared to 8.22% in 2006. Yields on all earning assets increased 18 basis points to 7.45% compared to 7.27% in 2006. Likewise, funding costs increased 39 basis points to 4.08% compared with 3.69% in 2006, reflective of the competitive market for deposit accounts.

**Table of Contents**

The most significant impact on net interest income between periods is derived from the interaction of changes in the volume of and rate earned or paid on interest-earning assets and interest-bearing liabilities. The volume of interest-earning assets in loans and securities, compared to the volume of interest-bearing liabilities represented by deposits and borrowings, combined with the spread, produces the changes in net interest income between periods. The Company's net interest margin was 3.98% in 2007 and 4.26% in 2006. The combined effect of increasing the volume of earning assets and repricing deposit liabilities resulted in a decrease of \$23,000 or -0.10% in net interest income for the year ended December 31, 2007 over 2006.

The following table sets forth the Company's daily average balance sheet, related interest income or expense and yield or rate paid for the periods indicated. The yield on tax-exempt securities has not been adjusted to a tax-equivalent yield basis.

**Average Balances, Interest Income/Expense and Yields/Rates Paid  
Years Ended December 31,**

<i>(Dollars in thousands)</i>	<b>2007</b>			<b>2006</b>			<b>2005</b>		
	Average Balance	Interest	Yield/ Rate	Average Balance	Interest	Yield/ Rate	Average Rate	Interest Balance	Yield/ Rate
<b>Interest Earning Assets</b>									
Portfolio loans	\$ 437,217	\$ 36,134	8.26%	\$ 394,152	\$ 32,394	8.22%	\$ 337,284	\$ 24,070	7.14%
Tax-exempt securities	30,727	1,229	4.00%	21,112	787	3.73%	9,966	332	3.33%
US government securities	26,782	1,112	4.15%	39,576	1,593	4.03%	35,779	1,272	3.56%
Mortgage backed securities	43,122	1,973	4.58%	42,476	1,828	4.30%	41,181	1,639	3.98%
Federal funds sold	13,099	681	5.20%	17,124	872	5.09%	15,225	491	3.22%
Other securities	2,000	90	4.50%	3,075	136	4.42%	1,384	60	4.34%
Average Earning Assets	\$ 552,947	\$ 41,219	7.45%	\$ 517,515	\$ 37,610	7.27%	\$ 440,819	\$ 27,864	6.32%
Cash & due from banks	14,273			14,113			15,208		
Bank premises and fixed assets	10,155			6,878			5,563		
Other assets	17,986			11,022			7,172		
Average Total Assets	\$ 595,361			\$ 549,528			\$ 468,762		
<b>Interest Bearing Liabilities</b>									
Interest bearing demand	\$ 121,281	\$ 2,735	2.26%	\$ 108,066	\$ 1,504	1.39%	\$ 112,236	\$ 939	0.84%
Savings deposits	39,565	1,216	3.07%	24,633	289	1.17%	26,542	183	0.69%
Certificates of deposit	215,511	10,571	4.91%	190,568	8,486	4.45%	149,204	4,331	2.90%
Repurchase Agreements	32,237	1,177	3.65%	29,708	1,138	3.83%	17,892	431	0.36%
Other borrowings	62,095	3,507	5.65%	69,014	4,158	6.02%	34,042	1,742	6.20%
	\$ 470,689	\$ 19,206	4.08%	\$ 421,989	15,575	3.69%	\$ 339,916	7,626	2.24%

Average Interest  
Liabilities

Noninterest bearing

Demand	72,545	79,245	80,219
Other liabilities	6,502	6,154	4,417
Stockholders' equity	45,625	42,140	44,210

Average Liabilities

and Stockholders

equity	\$ 595,361	\$ 549,528	\$ 468,762
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Net Interest Income

and Net Interest

Margin	\$ 22,013	3.98%	\$ 22,035	4.26%	\$ 20,238	4.59%
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Interest income on loans includes fee income of approximately \$241,000, \$429,000 and \$556,000 for the years ended December 31, 2007, 2006, and 2005 respectively. The Company's average total assets increased to \$595.3 million in 2007 from \$549.5 million in 2006 and \$468.8 million in 2005, representing a 6.1% increase in 2007 over 2006 and a 17.2% increase in 2006 over 2005.



**Table of Contents**

The following tables set forth changes in interest income and expense for each major category of interest earning assets and interest-bearing liabilities, and the amount of change attributable to volume and rate changes for the periods indicated. Changes not solely attributable to rate or volume has been allocated to volume. The yield on tax-exempt securities has not been adjusted to a tax-equivalent yield basis.

**Analysis of Changes in Net Interest Income**  
**Years ended December 31,**

*(Dollars in thousands)*

	<b>2007 over 2006</b>			<b>2006 over 2005</b>		
	Variance due to Average Volume	Variance due to Average Rate	Total	Variance due to Average Volume	Variance due to Average Rate	Total
Increase (Decrease) In Interest Income:						
Portfolio loans	\$ 3,559	180	\$ 3,739	\$ 4,674	\$ 3,651	\$ 8,325
Tax-exempt securities	385	57	442	415	40	455
US government securities	(531)	50	(481)	153	168	321
Mortgage backed securities	30	115	145	56	133	189
Federal funds sold	(209)	18	(191)	97	284	381
Other securities	(48)	2	(46)	75	1	76
Total Increase (Decrease)	3,186	422	3,608	5,470	4,277	9,747
(Decrease) Increase In Interest Expense:						
Interest bearing demand	298	933	1,231	(58)	624	566
Savings accounts	459	468	927	(22)	128	106
Certificates of deposit	1,223	862	2,085	1,842	2,313	4,155
Other borrowings	(1,591)	979	(612)	2,560	562	3,122
Total Increase (Decrease)	389	3,242	3,631	4,322	3,627	7,949
Net Increase (Decrease)	\$ 2,797	\$ (2,820)	\$ (23)	\$ 1,148	\$ 650	\$ 1,798

**Table of Contents****Noninterest Income**

The following table sets forth a summary of noninterest income for the periods indicated.

*(Dollars in thousands)*

	<b>Years Ended December 31,</b>		
	2007	2006	2005
Noninterest income:			
Service charges on deposit accounts	\$ 278	\$ 346	\$ 394
Payroll and benefit processing fees	383	386	357
Earnings on cash surrender- Bank owned life insurance	331	329	209
Life Insurance policy benefits	2,400	0	0
Net realized gain (loss) on sale of securities available-for-sale	46	(171)	(2)
Net gain on sale of loans	0	90	146
Merchant credit card service income, net	388	380	346
Mortgage brokerage fee income	50	71	249
Other income	659	497	425
 Total Noninterest income	 \$ 4,535	 \$ 1,928	 \$ 2,124

Total noninterest income in 2007 was \$4.5 million compared to \$1.9 million in 2006 and \$2.1 million in 2005.

The Company's noninterest income consists of earnings on key life, benefits payable from key life insurance, payroll and benefit processing fees, processing fees for merchants who accept credit card payments for goods and services, service charge on deposit accounts, mortgage servicing fees and other service fees. During the fourth quarter 2007, key life proceeds of \$2.4 million were recognized. This revenue is exempt from federal and state tax.

For the year ended December 31, 2007, non-interest income represented 9.9% of the Company's revenues (interest income plus noninterest income) versus 4.9% in 2006 and 7.1% in 2005. Mortgage activities continued to slow during 2007 reflective in the fee income of \$50,000 compared to \$71,000 in 2006, a 29.6% decrease year over year.

**Noninterest Expense**

The following table sets forth a summary of noninterest expense for the periods indicated.

*(Dollars in thousands)*

	<b>Years Ended December 31,</b>		
	2007	2006	2005
Salaries & related benefits	\$ 8,666	\$ 8,020	\$ 6,884
Occupancy & equipment expense	2,373	1,846	1,572
FDIC insurance premium	51	48	49
Data processing fees	395	216	303
Professional service fees	1,027	684	649
Payroll processing fees	108	104	111
Deferred compensation expense	411	369	321
Stationery & supplies	257	231	241
Postage	138	113	104
Directors' expenses	312	243	220
Other expenses	2,006	1,459	1,295

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Total Noninterest expense	\$ 15,744	\$ 13,333	\$ 11,749
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Noninterest expense consists of salaries and related employee benefits, occupancy and equipment expenses, data processing fees, professional fees, directors' fees and other operating expenses. The increase in salary and benefit expense for 2007 over 2006 is primarily due to a one time executive severance package, coupled with staff increases to support the new Buenaventura office. The increase in professional service fees of \$344,000 is reflective of professional services utilized to redesign the Company logo, website and collateral pieces. The increase in other expense is related to accelerated intangible depreciation on the closure of the Sunrise office, and additional advertising expenses associated with the new Westside branch location.

36

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**Table of Contents****Income Taxes**

The Company's provision for income taxes includes both federal and state income taxes and reflects the application of federal and state statutory rates to the Company's income before taxes. The principal difference between statutory tax rates and the Company's effective tax rate is the benefit derived from key life proceeds, investing in tax-exempt securities and preferential state tax treatment for qualified enterprise zone loans.

During 2007, the Company has participated in a California Affordable Housing project which affords federal and state tax credits. These credits coupled with the key life benefit proceeds of \$2.4 million which is exempt from federal and state tax resulted in a lower effective tax rate. Increases and decreases in the provision for taxes reflect changes in the Company's income before taxes.

The following table reflects the Company's tax provision and the related effective tax rate for the periods indicated.

(Dollars in thousands)

	<b>Years Ended December 31,</b>		
	2007	2006	2005
Income tax provision	\$ 1,405	\$ 3,837	\$ 3,887
Effective tax rate	18.7%	36.9%	38.2%

**Asset Quality**

The Company concentrates its lending activities primarily within El Dorado, Placer, Sacramento, Shasta, Tehama, Sutter and Yuba counties, California, and the location of the Bank's five full services branches, specifically identified as Upstate California. The Company manages its credit risk through diversification of its loan portfolio and the application of underwriting policies and procedures and credit monitoring practices. Although The Company has a diversified loan portfolio, a significant portion of its borrowers' ability to repay the loans is dependent upon the professional services and investor commercial real estate sectors. Generally, the loans are secured by real estate or other assets located in California and are expected to be repaid from cash flows of the borrower's business or cash flows from real estate investments. The following table sets forth the amounts of loans outstanding by category as of the dates indicated:

(Dollars in thousands)

	<b>As of December 31,</b>									
	2007	%	2006	%	2005	%	2004	%	2003	%
Commercial & Industrial	\$ 173,704	35.11%	\$ 125,725	30.36%	\$ 115,401	31.36%	\$ 105,545	32.64%	\$ 104,509	37.01%
Real Estate-construction	106,977	21.62%	110,693	26.73%	105,094	28.56%	77,439	23.95%	66,741	23.64%
Real Estate-commercial	175,013	35.37%	159,370	38.48%	129,202	35.11%	128,317	39.69%	95,903	33.97%
Real Estate-mortgage	10,787	2.18%	4,278	1.04%	3,669	1.00%	4,423	1.37%	7,086	2.51%
Real Estate-other	26,818	5.42%	12,986	3.14%	13,790	3.75%	6,943	2.14%	7,050	2.49%
Installment	226	0.05%	202	0.05%	439	0.12%	300	0.10%	451	0.16%
Other loans	1,223	0.25%	937	0.20%	446	0.10%	353	0.11%	632	0.22%
Gross Loans	494,748	100.00%	\$ 414,191	100.00%	\$ 368,041	100.00%	\$ 323,320	100.00%	\$ 282,372	100.00%
Less:										
Deferred loan fees and costs	232		298		420		653		494	

Allowance for Loan Losses	8,233	4,904	4,316	3,866	3,675
Net Loans	\$ 486,283	\$ 408,989	\$ 363,305	\$ 318,801	\$ 278,203

Net portfolio loans increased \$77.3 million or 18.9%, to \$486.3 million at December 31, 2007 over \$408.9 million at December 31, 2006. The increase is primarily due to increased activity in commercial and industrial, the commercial real estate sector and other real estate. During 2007, commercial and industrial loans increased \$48 million or 38.2%. Commercial real estate increased \$9.6 million and the other real estate portfolio increased \$13.8 million. Other real estate reflects an increased investment in home equity lines of credit. The portfolio mix remained consistent with the prior year. The Company's practice is to place an asset on nonaccrual status when one of the following events occurs: (i) Any installment of principal or interest is 90 days or more past due (unless in management's opinion the loan is well-secured and in the process of collection), (ii) management determines the ultimate collection of principal or interest to be unlikely or (iii) the terms of the loan have been renegotiated due to a serious weakening of the borrower's financial condition. Nonperforming loans may be on nonaccrual, are 90 days past due and still accruing, or have been restructured.

**Table of Contents****Nonperforming Assets**

The following table sets forth a summary of the Company's nonperforming loans and other assets as of the dates indicated:

*(Dollars in thousands)*

	<b>As of December 31,</b>				
	2007	2006	2005	2004	2003
Nonaccrual loans	\$ 12,409	\$ 0	\$ 372	\$ 2,383	\$ 3,931
90 days past due and still accruing interest	0	0	0	0	712
Total nonperforming loans	12,409	0	372	2,383	4,643
Other real estate owned	0	0	0	0	0
Total nonperforming assets	\$ 12,409	\$ 0	\$ 372	\$ 2,383	\$ 4,643

During the fourth quarter 2007, two credits in the real estate development portfolio were placed into non-accrual status. The gross interest income that would have been recorded during the period had the loans been current in accordance with their original terms was approximately \$96,000. The Company's OREO remained at \$0 during 2007, 2006 and 2005.

**Loan Maturity Schedule**

The following table sets forth the maturity and repricing distribution of the Company's commercial, real estate and other loans outstanding as of December 31, 2007, which, based on remaining scheduled repayments of principal, were due within the periods indicated.

	Within One Year	After One through Five Years	After Five Years	Total
<i>(Dollars in thousands)</i>				
Commercial & industrial	\$ 149,716	\$ 22,783	\$ 1,205	\$ 173,704
Real Estate construction	104,061	2,916	0	106,977
Real Estate commercial	150,818	7,992	16,203	175,013
Real Estate mortgage	9,994	281	512	10,787
Real Estate other	21,708	3,160	1,950	26,818
Installment loans	226	0	0	226
Other loans	1,223	0	0	1,223
Total gross loans	\$ 437,746	\$ 37,132	\$ 19,870	\$ 494,748
Loans due after one year with:				
Fixed Rates		\$ 35,040	\$ 19,870	\$ 54,910
Variable Rates		2,092	0	2,092
Total		\$ 37,132	\$ 19,870	\$ 57,002

**Available-for-sale securities**

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The following table summarizes the contractual maturities of the Company's securities held as available-for-sale at their amortized cost basis and their weighted-average yields at December 31, 2007. The yield on tax-exempt securities has not been adjusted to a tax-equivalent yield basis.

	Within One Year		Over One through Five Years		Over Five through Ten Years		Over Ten Years		Total	
<i>(Dollars in thousands)</i>	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield
U.S. government & agencies	\$ 5,000	4.05%	\$ 7,991	3.79%	\$ 2,998	4.01%	\$ 0	0.00%	\$ 15,989	3.79%
Obligations of state and political subdivisions	86	2.16%	510	3.43%	2,410	3.48%	16,011	4.07%	19,017	3.97%
Mortgage backed securities	0	0.00%	5,469	4.05%	4,156	3.92%	22,012	4.59%	31,637	4.60%
Corporate and other bonds	2,000	4.48%	0	0.00%	0	0.00%	0	0.00%	2,000	4.48%
Bankers Acceptances	0	0.00%	0	0.00%	0	0.00%	0	0.00%	0	0.00%
Total	\$ 7,086	4.14%	\$ 13,970	3.76%	\$ 9,564	3.84%	\$ 38,023	4.54%	\$ 68,643	4.24%

**Table of Contents****Deposit Structure**

The Company primarily obtains deposits from local businesses and professionals as well as through certificates of deposits, savings and checking accounts. The following table sets forth the distribution of the Company's average daily balances for the periods indicated.

<i>(Dollars in thousands)</i>	<b>Years Ended December 31,</b>					
	2007		2006		2005	
	Amount	Yield	Amount	Yield	Amount	Yield
NOW accounts	\$ 61,391	1.58%	\$ 79,885	1.22%	\$ 84,070	0.67%
Savings	39,518	3.08%	24,633	1.17%	26,542	0.69%
Money market accounts	59,814	2.95%	28,181	1.90%	28,166	1.32%
Certificates of deposit	215,498	4.94%	190,568	4.45%	149,204	2.96%
Interest bearing deposits	376,221	4.00%	323,267	3.69%	287,982	2.24%
Noninterest bearing deposits	72,545		79,245		80,219	
Average Total Deposits	\$ 448,766		\$ 402,512		\$ 368,201	
Average Other borrowings	78,852	4.57%	98,722	5.37%	51,934	3.04%

The following table sets forth the remaining maturities of certificates of deposit in amounts of \$100,000 or more as of December 31, 2007:

**Deposit Maturity Schedule**

*(Dollars in thousands)*

	2007
Three months or less	\$ 78,719
Three through six months	27,920
Six through twelve months	27,919
Over twelve months	19,029
Total	\$ 153,584

**Capital Management and Adequacy**

The Company uses capital to fund organic growth, pay dividends and repurchase its shares. The objective of effective capital management is to produce above market long-term returns by using capital when returns are perceived to be high and issuing capital when costs are perceived to be low. The Company's potential sources of capital include retained earnings, common and preferred stock issuance, and issuance of subordinated debt and trust preferred securities.

Overall capital adequacy is monitored on a day-to-day basis by the Company's management and reported to the Company's Board of Directors on a monthly basis. The regulators of the Bank measure capital adequacy by using a risk-based capital framework and by monitoring compliance with minimum leverage ratio guidelines. Under the risk-based capital standard, assets reported on the Company's balance sheet and certain off-balance sheet items are



assigned to risk categories, each of which is assigned a risk weight.

This standard characterizes an institution's capital as being Tier 1 capital (defined as principally comprising stockholders' equity) and Tier 2 capital (defined as principally comprising the qualifying portion of the ALLL). The minimum ratio of total risk-based capital to risk-adjusted assets, including certain off-balance sheet items, is 8%. At least one-half (4%) of the total risk-based capital is to be comprised of common equity; the balance may consist of debt securities and a limited portion of the ALLL.

**Table of Contents**

Quantitative measures established by regulation to ensure capital adequacy require the Company and the Bank to maintain minimum amounts and ratios (set forth in the following table) of total and Tier 1 capital (as defined in the regulations) to risk-weighted assets and of Tier 1 capital to average assets. Management believes as of December 31, 2007 and 2006, that the Company and the Bank met all capital adequacy requirements to which they are subject. As of December 31, 2007, the most recent notification from the Federal Deposit Insurance Corporation categorized the Bank as well capitalized under the regulatory framework for prompt corrective action. To be categorized as well capitalized, an institution must maintain minimum total risk-based, Tier 1 risk-based and Tier 1 leverage ratios as set forth in the following table. There are no conditions or events since the notification that management believes have changed the Bank's category. The Company's and the Bank's actual capital amounts and ratios as of December 31, 2007 are presented in the table.

December 31, 2007	Capital	Actual Ratio	Well Capitalized Requirement	Minimum Capital Requirement
The Company Leverage	\$ 56,857,387	9.26%	n/a	4.0%
Tier 1 Risk-Based	56,857,387	10.12%	n/a	4.0%
Total Risk-Based	63,881,556	11.37%	n/a	8.0%
Redding Bank of Commerce Leverage	\$ 56,025,174	9.20%	5.0%	4.0%
Tier 1 Risk-Based	56,025,174	9.97%	6.0%	4.0%
Total Risk-Based	63,049,343	11.22%	10.00%	8.0%

The Company paid a quarterly cash dividend of \$0.09, \$0.08, \$0.08 and \$0.08 on January 12, 2007, April 13, 2007, July 13, 2007 and October 12, 2007, respectively, to stockholders of record as of December 31, 2006, March 31, 2007, June 30, 2007 and September 30, 2007, respectively.

**Lending Transactions with Related Parties**

The Company's conduct of business with directors, officers, significant stockholders and other related parties (collectively, Related Parties) is restricted and governed by various laws and regulations, including Regulation O as promulgated and enforced by the Federal Reserve. Furthermore, it is the Company's policy to conduct business with Related Parties on an arm's length basis at current market prices with terms and conditions no more favorable than the Company provides in its normal course of business.

Some of the directors, officers and principal stockholders of the Company and their associates were customers of and had banking transactions with the Bank in the ordinary course of the Bank's business during 2007 and the Bank expects to have such transactions in the future. All loans and commitments to loans included in such transactions were made in compliance with the applicable laws on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with other persons of similar creditworthiness, and in the opinion of the Company, did not involve more than a normal risk of collectibility or present other unfavorable features.

An analysis of the activity in related party loans consists of the following:

	December 31, 2007	2006
Balance at beginning of year	\$ 2,849,533	\$ 1,854,751
New loan additions	25,312	1,507,115
Advances on existing lines of credit	2,184,045	0
Principal repayments	(1,458,548)	(512,333)

Balance at end of year	\$ 3,600,342	\$ 2,849,533
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**Table of Contents****Impact of Inflation**

Inflation affects the Company's financial position as well as its operating results. It is management's opinion that the effects of inflation for the three years ended December 31, 2007 on the financial statements have not been material.

**Commitments**

**Off-Balance Sheet Financial Instruments** In the ordinary course of business, the Company enters various types of transactions, which involve financial instruments with off-balance sheet risk. These instruments include commitments to extend credit and stand-by letters of credit, which are not reflected in the consolidated balance sheets. These transactions may involve, to varying degrees, credit and interest rate risk more than the amount, if any recognized in the consolidated balance sheets.

The off-balance sheet credit risk exposure of the Company is the contractual amount of commitments to extend credit and stand-by letters of credit. The Company applies the same credit standards to these contracts as it uses for loans recorded on the balance sheet.

	December 31, 2007	2006
Off-balance sheet commitments:		
Commitments to extend credit	\$ 192,815,902	\$ 158,296,132
Standby letters of credit	6,627,409	13,511,196
Guaranteed commitments outstanding	1,375,999	1,248,000
	\$ 200,819,310	\$ 173,055,328

Commitments to extend credit are agreements to lend to customers. These commitments have specified interest rates and generally have fixed expiration dates but may be terminated by the Company if certain conditions of the contract are violated.

Although currently subject to draw down, many of the commitments do not necessarily represent future cash requirements. Collateral held relating to these commitments varies, but generally includes real estate, securities and cash.

Standby letters of credit are conditional commitments issued by the Company to guarantee the performance of a customer to a third party. Credit risk arises in these transactions from the possibility that a customer may not be able to repay the Company upon default of performance. Collateral held for standby letters of credit is based on an individual evaluation of each customer's creditworthiness, but may include cash and securities. Commitments to extend credit and standby letters of credit bear similar credit risk characteristics as outstanding loans.

**Commitments and Contingent Liabilities**

The Company has certain financial commitments. Future financial commitments are outlined below:

(Dollars in thousands)

Contractual Obligations	Total	Less than One Year	1 -3 Years	3 - 5 Years	More than 5 years	Indeterminate Maturity (1)
Junior Subordinated Debentures	\$ 15,465				\$ 15,465	
FHLB Borrowings	\$ 60,000	\$ 25,000	\$ 35,000			
Operating lease obligations	\$ 3,168	\$ 591	\$ 1,082	\$ 733	\$ 762	
Repurchase Agreements	\$ 15,513	\$ 15,513				
Deposits (1)	\$ 473,631	\$ 186,536	\$ 27,108	\$ 73	0	259,914
Total	\$ 567,777	\$ 227,640	\$ 63,190	\$ 806	\$ 16,227	\$ 259,914

- (1) Represents interest-bearing and non-interest bearing checking, money market and savings accounts.

41

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**Table of Contents**

**ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Market risk is the risk that values of assets and liabilities or revenues will be adversely affected by changes in market conditions such as market movements. The risk is inherent in the financial instruments associated with our operations and activities including loans, deposits, securities, short-term borrowings, long-term debt and derivatives.

Market-sensitive assets and liabilities are generated through loans and deposits associated with our banking business, our Asset Liability Management ( ALM ) process, and credit risk mitigation activities. Traditional loan and deposit products are reported at amortized cost for assets or the amount owed for liabilities. These positions are subject to changes in economic value based on varying market conditions. Interest rate risk is the effect of changes in economic value of our loans and deposits, as well as our other interest rate sensitive instruments and is reflected in the levels of future income and expense produced by these positions versus levels that would be generated by current levels of interest rates. We seek to mitigate interest rate risk as part of the ALM process.

Interest rate risk represents the most significant market risk exposure to our financial instruments. Our overall goal is to manage interest rate sensitivity so that movements in interest rates do not adversely affect net interest income.

Interest rates risk is measured as the potential volatility in our net interest income caused by changes in market interest rates. Lending and deposit taking create interest rate sensitive positions on our balance sheet. Interest rate risk from these activities as well as the impact of ever changing market conditions is mitigated using the ALM process. The Company does not operate a trading account and does not hold a position with exposure to foreign currency exchange or commodities. The Company faces market risk through interest rate volatility.

The Board of Directors has overall responsibility for the Company s interest rate risk management policies. The Company has an Asset/Liability Management Committee ( ALCO ) which establishes and monitors guidelines to control the sensitivity of earnings to changes in interest rates. The internal ALCO Roundtable group maintains a net interest income forecast using different rate scenarios utilizing a simulation model. This group updates the net interest income forecast for changing assumptions and differing outlooks based on economic and market conditions.

The simulation model used includes measures of the expected repricing characteristics of administered rate (NOW, savings and money market accounts) and non-related products (demand deposit accounts, other assets and other liabilities). These measures recognize the relative sensitivity of these accounts to changes in market interest rates, as demonstrated through current and historical experience, recognizing the timing differences of rate changes. In the simulation of net interest margin and net income the forecast balance sheet is processed against five rate scenarios.

These five rate scenarios include a flat rate environment, which assumes interest rates are unchanged in the future and four additional rate ramp scenarios ranging for + 200 to - 200 basis points in 100 basis point increments, unless the rate environment cannot move in these basis point increments before reaching zero.

The formal policies and practices adopted by the Company to monitor and manage interest rate risk exposure measure risk in two ways: (i) repricing opportunities for earning assets and interest-bearing liabilities and (ii) changes in net interest income for declining interest rate shocks of 100 to 200 basis points. Because of the Company s predisposition to variable rate pricing and noninterest bearing demand deposit accounts, the Company is asset sensitive. As a result, management anticipates that, in a declining interest rate environment, the Company s net interest income and margin would be expected to decline, and, in an increasing interest rate environment, the Company s net interest income and margin would be expected to increase. However, no assurance can be given that under such circumstances the Company would experience the described relationships to declining or increasing interest rates. Because the Company is asset sensitive, the Company is adversely affected by declining rates rather than rising rates.

**Table of Contents**

To estimate the effect of interest rate shocks on the Company's net interest income, management uses a model to prepare an analysis of interest rate risk exposure. Such analysis calculates the change in net interest income given a change in the federal funds rate of 100 or 200 basis points up or down. All changes are measured in dollars and are compared to projected net interest income. At December 31, 2007, the estimated annualized reduction in net interest income attributable to a 50 and 100 basis point decline in the federal funds rate was \$330,899 and \$675,089, respectively. At December 31, 2006, the estimated annualized reduction in net interest income attributable to a 100 and 200 basis point decline in the federal funds rate was \$598,571 and \$1,046,675, respectively, with a similar and opposite result attributable to a 100 and 200 basis point increase in the federal funds rate.

The ALCO has established a policy limitation to interest rate risk of -14% of the net interest margin and -20% of the present value of equity. The securities portfolio is integral to our asset liability management process. The decision to purchase or sell securities is based upon the current assessment of economic and financial conditions, including the interest rate environment, liquidity, regulatory requirements and the relative mix of our cash positions.

The Company's approach to managing interest rate risk may include the use of derivatives. This helps to minimize significant, unplanned fluctuations in earnings, fair values of assets and liabilities and cash flows caused by interest rate volatility. This approach involves an off-balance sheet instrument with the same characteristics of certain assets and liabilities so that changes in interest rates do not have a significant adverse effect on the net interest margin and cash flows. As a result of interest rate fluctuations, hedged assets and liabilities will gain or lose market value. In a fair value hedging strategy, the effect of this unrealized gain or loss will generally be offset by income or loss on the derivatives linked to the hedged assets and liabilities. For a cash flow hedge, the change in the fair value of the derivative to the extent that it is effective is recorded through other comprehensive income.

We may use derivatives as part of our interest rate risk management, including interest rate swaps, caps and floors. At inception, the relationship between hedging instruments and hedged items is formally documented with our risk management objective, strategy and our evaluation of effectiveness of the hedge transactions. This includes linking all derivatives designated as fair value or cash flow hedges to specific assets and liabilities on the balance sheet or to specific transactions. Periodically, as required, we formally assess whether the derivative we designated in the hedging relationship is expected to be and has been highly effective in offsetting changes in fair values or cash flows of the hedged item.

The following table sets forth, as of December 31, 2007, the distribution of repricing opportunities for the Bank's earning assets and interest-bearing liabilities. It also reports the GAP (different volumes of rate sensitive assets and liabilities) repricing interest earning assets and interest-bearing liabilities at different time intervals, the cumulative GAP, the ratio of rate sensitive assets to rate sensitive liabilities for each repricing interval, and the cumulative GAP to total assets.

*(Dollars in thousands)*

**At December 31, 2007**

	Within 3 Months	3 Months to One Year	One Year to Five Years	Over Five Years	Total
<b>Interest-Earning Assets</b>					
Held-to-maturity securities	\$ 110	\$	\$ 4,778	\$ 5,671	\$ 10,559
Available-for-sale securities	0	7,087	13,970	47,587	68,644
Federal funds sold	8,395				8,395
Loans, net	219,776	211,005	37,132	19,870	487,783
Total Interest-earning Assets	\$ 228,281	\$ 218,092	\$ 55,880	\$ 73,128	\$ 575,381

**Interest-Bearing Liabilities**

Demand Interest bearing	\$ 71,411	42,846	\$ 28,564	\$ 0	\$ 142,821
Savings Accounts	24,826	8,275	8,275		41,376
Certificates of deposit	68,360	118,176	27,181		213,717
Repurchase Agreements	15,513				15,513
Other borrowings	20,000	5,000	35,000		60,000
 Total Interest-bearing Liabilities	 \$ 200,110	 \$ 174,297	 \$ 99,020	 \$ 0	 \$ 473,427
 GAP in dollars	 \$ 28,172	 \$ 43,795	 (\$43,140)	 \$ 73,128	 \$ 101,954
Cumulative GAP in dollars		\$ 71,966	28,826	\$ 101,954	
As a percentage of earning assets:					
GAP Ratio	1.14	1.25	0.56	0.97	1.22

43



**Table of Contents***(Dollars in thousands)***At December 31, 2007**

	Within 3 Months	3 Months to One Year	One Year to Five Years	Over Five Years	Total
Cumulative GAP Ratio	1.14	0.20	(0.77)	1.00	
Gap as % of Earning Assets	4.90%	7.61%	-7.50%	12.71%	17.72%
Cumulative Gap as % of Earning Assets	4.90%	12.51%	5.01%	17.72%	

The model utilized by management to create the analysis described in the preceding paragraph uses balance sheet simulation to estimate the impact of changing rates on the projected annual net interest income of the Company. Actual results will differ from simulated results due to timing, magnitude, and frequency of interest rate changes as well as changes in market conditions and management strategies. Management believes that the short duration of its rate-sensitive assets and liabilities contributes to its ability to reprice a significant amount of its rate-sensitive assets and liabilities and mitigate the impact of rate changes in excess of 100 or 200 basis points. The model's primary benefit to management is its assistance in evaluating the impact that future strategies with respect to the Company's mix and level of rate-sensitive assets and liabilities will have on the Company's net interest income.

**Table of Contents**

**ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

**Index to Consolidated Financial Statements**

	Page
<u>Report of Independent Registered Public Accounting Firm</u>	46
<u>Consolidated Balance Sheets as of December 31, 2007 and 2006</u>	47
<u>Consolidated Statements of Income for the years ended December 31, 2007, 2006 and 2005</u>	48
<u>Consolidated Statements of Stockholders' Equity for the years ended December 31, 2007, 2006 and 2005</u>	49
<u>Consolidated Statements of Cash Flows for the years ended December 31, 2007, 2006 and 2005</u>	51
<u>Notes to Consolidated Financial Statements for the years ended December 31, 2007, 2006 and 2005</u>	52

**Table of Contents**

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Stockholders and Directors of  
Bank of Commerce Holdings

We have audited the accompanying consolidated balance sheet of Bank of Commerce Holdings and subsidiaries (the Company ) as of December 31, 2007 and 2006 and the related consolidated statements of income, stockholders' equity, and cash flows for the three years in the period ended December 31, 2007. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Bank of Commerce Holdings and subsidiaries as of December 31, 2007 and 2006, and the results of their operations and their cash flows for the years ended December 31, 2007, 2006 and 2005, in conformity with accounting principles generally accepted in the United States of America.

As discussed in Notes 2 and 13 to the financial statements, effective January 1, 2006, the Company changed its method of accounting for share-based arrangements to conform to Statement of Financial Accounting Standards No. 123(R) "Share Based Payments" .

Stockton, California

March 14, 2008

**Table of Contents**

**BANK OF COMMERCE HOLDINGS AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**  
AS OF DECEMBER 31, 2007 and 2006

<b>ASSETS</b>	<b>2007</b>	<b>2006</b>
Cash and due from banks	\$ 13,839,123	\$ 14,661,386
Federal funds sold and securities purchased under agreements to resell	8,395,000	24,605,000
Cash and cash equivalents	22,234,123	39,266,386
Securities available-for-sale (including pledged collateral of \$61,329,000 at December 31, 2007 and \$71,686,000 at December 31, 2006)	67,906,386	95,601,107
Securities held-to-maturity, at cost (estimated fair value of \$10,632,208 at December 31, 2007 and \$10,792,938 at December 31, 2006)	10,558,765	10,810,113
Loans, net of the allowance for loan and lease losses of \$8,232,970 at December 31, 2007 and \$4,904,266 at December 31, 2006	486,282,571	408,989,228
Bank premises and equipment, net	10,963,975	8,595,044
Other assets	20,381,095	20,180,149
<b>TOTAL ASSETS</b>	<b>\$ 618,326,915</b>	<b>\$ 583,442,027</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Deposits:		
Demand noninterest bearing	\$ 75,717,742	\$ 84,778,916
Demand interest bearing	142,820,773	119,437,370
Savings accounts	41,376,296	22,748,885
Certificates of deposit	213,716,486	212,442,258
<b>Total Deposits</b>	<b>473,631,297</b>	<b>439,407,429</b>
Securities sold under agreements to repurchase	15,513,211	37,116,610
Federal Home Loan Bank borrowings	60,000,000	40,000,000
Other liabilities	7,553,559	7,536,738
Junior subordinated debt payable to unconsolidated subsidiary grantor trust	15,465,000	15,465,000
<b>Total liabilities</b>	<b>572,163,067</b>	<b>539,525,777</b>
<b>Commitments and contingencies (Note 17)</b>		
<b>Stockholders' equity:</b>		
Preferred stock, no par value; 2,000,000 shares authorized; no shares issued and outstanding in 2007 and 2006		
Common stock, no par value; 50,000,000 shares authorized; 8,757,445 shares issued and outstanding in 2007 and 8,847,042 shares issued and outstanding in 2006	9,995,517	11,517,368

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Retained earnings	36,604,902	33,336,032
Accumulated other comprehensive loss, net of tax	(436,571)	(937,150)
Total stockholders' equity	46,163,848	43,916,250
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ 618,326,915	\$ 583,442,027

*See accompanying notes to consolidated financial statements.*

47

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**Table of Contents**

**BANK OF COMMERCE HOLDINGS AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF INCOME**  
**FOR THE YEARS ENDED DECEMBER 31, 2007, 2006 AND 2005**

	2007	2006	2005
Interest income:			
Interest and fees on loans	\$ 36,134,170	\$ 32,394,766	\$ 24,069,980
Interest on tax-exempt securities	1,228,944	786,972	332,385
Interest on U.S. government securities	3,084,672	3,421,191	2,910,695
Interest on federal funds sold and securities purchased under agreement to resell	680,578	871,879	491,019
Interest on other securities	89,686	135,651	59,909
Total interest income	41,218,050	37,610,459	27,863,988
Interest expense:			
Interest on demand deposits	2,735,170	1,504,180	938,532
Interest on savings deposits	1,215,920	288,883	182,994
Interest on certificates of deposit	10,570,776	8,485,799	4,331,468
Interest on securities sold under repurchase agreements	1,177,417	1,138,242	430,754
Interest on FHLB borrowings	2,421,636	3,079,432	1,161,762
Interest on junior subordinated debt payable to unconsolidated subsidiary grantor trusts	1,084,990	1,078,884	580,935
Total interest expense	19,205,909	15,575,420	7,626,445
Net interest income	22,012,141	22,035,039	20,237,543
Provision for loan and lease losses	3,291,250	225,900	447,700
Net interest income after provision for loan and lease losses	18,720,891	21,809,139	19,789,843
Noninterest income:			
Service charges on deposit accounts	277,769	345,737	393,661
Payroll and benefit processing fees	382,738	385,867	356,957
Earnings on cash surrender value			
Bank owned life insurance	331,251	328,743	209,322
Life Insurance policy benefits	2,400,000	0	0
Net gain (loss) on sale of securities available-for-sale	45,670	(170,524)	(1,537)
Net gain on sale of loans	0	89,851	145,594
Merchant credit card service income, net	388,438	380,066	345,721
Mortgage brokerage fee income	49,995	71,350	249,049
Other income	658,893	497,141	424,973
Total noninterest income	4,534,754	1,928,231	2,123,740
Noninterest expense:			
Salaries and related benefits	8,665,679	8,020,136	6,883,754

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Occupancy and equipment expense	2,372,617	1,845,664	1,572,458
FDIC insurance premium	51,077	47,670	48,659
Data processing fees	395,558	216,313	303,316
Professional service fees	1,027,671	683,602	648,871
Payroll processing fees	107,856	103,518	110,376
Deferred compensation expense	411,191	368,809	321,321
Stationery and supplies	256,799	230,843	241,144
Postage	137,740	112,740	104,439
Directors' expenses	311,777	243,428	219,687
Other expenses	2,005,729	1,460,008	1,294,684
Total noninterest expense	15,743,694	13,332,731	11,748,709
Income before provision for income taxes	7,511,951	10,404,639	10,164,874
Provision for income taxes	1,405,053	3,836,930	3,886,504
Net Income	\$ 6,106,898	\$ 6,567,709	\$ 6,278,370
Basic earnings per share	\$ 0.69	\$ 0.75	\$ 0.73
Weighted average shares - basic	8,857,627	8,759,568	8,600,270
Diluted earnings per share	\$ 0.68	\$ 0.74	\$ 0.71
Weighted average shares - diluted	8,937,736	8,931,584	8,844,626
<i>See accompanying notes to consolidated financial statements.</i>			

**Table of Contents**

**BANK OF COMMERCE HOLDINGS AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY**  
**FOR THE YEARS ENDED DECEMBER 31, 2007, 2006 AND 2005**

	<b>Comprehensive Income</b>	<b>Common Shares</b>	<b>Stock Amount</b>	<b>Retained Earnings</b>	<b>Accumulated Other Comprehensive (Loss), net of tax</b>	<b>Total</b>
Balance at January 1, 2005		8,502,831	\$ 10,536,562	\$ 25,079,522	(\$332,747)	\$ 35,283,337
Comprehensive Income:						
Net Income	6,278,370			6,278,370		6,278,370
Other Comprehensive Income:						
Other Comprehensive Income, net of tax						
Unrealized losses on securities, net of reclassification adjustment	(956,436)					
Less: reclassification adjustment for gains included in net income, net of tax	(903)					
Other Comprehensive Income	(957,339)				(957,339)	(957,339)
Total Comprehensive Income	\$ 5,321,031					
Cash dividends (\$0.26 per share)				(2,243,347)		(2,243,347)
Compensation expense associated with stock options		155,065	5,784 467,000			5,784 467,000



Stock options exercised					
Tax benefit on exercise of options			304,098		304,098
Balance at December 31, 2005	8,657,896	\$ 11,009,346	\$ 29,418,643	(\$1,290,086)	\$ 39,137,903
Balance at December 31, 2005	8,657,896	\$ 11,009,346	\$ 29,418,643	(\$1,290,086)	\$ 39,137,903
Comprehensive Income:					
Net Income	6,567,709		6,567,709		6,567,709
Other Comprehensive Income:					
Components of Other Comprehensive Income, net of tax					
Unrealized (loss) gain arising during the period on derivative transactions, net	(27,280)				
Net holding loss on derivatives	(27,280)				
Unrealized gains on securities, net of reclassification adjustment	279,692				
Less: reclassification adjustment for gains included in net income, net of tax	100,524				
Other Comprehensive Income	352,936			352,936	352,936
Total Comprehensive Income	\$ 6,920,645				

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Cash dividends (\$0.29 per share)			(2,650,320)		(2,650,320)
Compensation expense associated with stock options		64,493			64,493
Share Repurchase	(92,000)	(1,089,868)			(1,089,868)
Stock options exercised	281,146	879,279			879,279
Tax benefit on exercise of options		654,118			654,118
Balance at December 31, 2006	8,847,042	\$ 11,517,368	\$ 33,336,032	(\$937,150)	\$ 43,916,250

(Continues)

*See accompanying notes to the consolidated financial statements*

**Table of Contents**

**BANK OF COMMERCE HOLDINGS AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY**  
**FOR THE YEARS ENDED DECEMBER 31, 2007, 2006 AND 2005**

	<b>Comprehensive Income</b>	<b>Common Shares</b>	<b>Stock Amount</b>	<b>Retained Earnings</b>	<b>Accumulated Other Comprehensive (Loss), net of tax</b>	<b>Total</b>
Balance at December 31, 2006		8,847,042	\$ 11,517,368	\$ 33,336,032	(\$937,150)	\$ 43,916,250
Comprehensive Income:						
Net Income	6,106,898			6,106,898		6,106,898
Other Comprehensive Income:						
Other Comprehensive Income, net of tax						
Unrealized gains arising during the period on derivative transactions, net	49,425					
Less: reclassification adjustment for gains included in net income, net of tax	(25,000)					
Net holding gain on derivatives	24,425					
Unrealized gains on securities	503,026					
Net of reclassification adjustment for gains included in net income, net of tax	(26,872)					
Other Comprehensive Income	500,579				500,579	500,579

Total Comprehensive Income	\$ 6,607,477				
Cash dividends (\$0.33 per share)			(2,838,028)		(2,838,028)
Compensation expense associated with stock options		116,880			116,880
Share Repurchase	(200,000)	(2,270,242)			(2,270,242)
Stock options exercised	110,403	486,881			486,881
Tax benefit on exercise of options		144,630			144,630
Balance at December 31, 2007	8,757,445	\$ 9,995,517	\$ 36,604,902	(\$436,571)	\$ 46,163,848

**Table of Contents**

**BANK OF COMMERCE HOLDINGS AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
 FOR THE YEARS ENDED DECEMBER 31, 2007, 2006 AND 2005

	<b>2007</b>	<b>2006</b>	<b>2005</b>
Cash flows from operating activities:			
Net income	\$ 6,106,898	\$ 6,567,709	\$ 6,278,370
Adjustments to reconcile net income to net cash provided by operating activities:			
Provision for loan and lease losses	3,291,250	225,900	447,700
Provision for depreciation and amortization	1,035,660	732,906	564,779
Compensation expense associated with stock options	116,880	64,494	5,784
Tax benefits from the exercise of stock options	(144,630)	(654,118)	(304,098)
(Gain) Loss on sale of securities available-for-sale	(45,670)	170,524	1,537
Amortization of securities premiums and accretion of discounts, net	(3,687)	15,402	96,188
Gain on sale of derivative	(41,000)		
Gain on sale of loans		(89,851)	(145,594)
(Gain) loss on sale of fixed assets	(48,398)	8,158	(50)
Proceeds from sale of loans		2,089,851	3,645,594
Loans originated for sale		(2,000,000)	(3,500,000)
Deferred income taxes	(1,646,563)	(408,197)	(398,727)
(Increase) in cash surrender value of bank owned life policies	(1,256,708)	(3,295,772)	(166,296)
Effect of changes in:			
Other assets	(514,427)	(616,829)	(918,005)
Deferred loan fees	(65,385)	(122,449)	(232,565)
Other liabilities	367,188	(342,423)	(1,573,694)
Net cash provided by operating activities	7,151,408	3,030,151	3,800,923
Cash flows from investing activities:			
Proceeds from maturities of available-for-sale securities	6,313,987	10,049,495	23,560,650
Proceeds from sale of available-for-sale securities	47,072,143	10,258,020	141,270
Purchases of available-for-sale securities	(24,486,679)	(21,736,709)	(37,224,733)
Purchases of held-to-maturity securities		(4,418,146)	(6,540,000)
Maturities of held-to-maturity securities	248,569	549,809	50,569
Key life benefit proceeds	2,400,000		
Loan originations, net of principal repayments	(80,519,208)	(45,787,518)	(44,719,709)
Purchase of Bank premises and equipment, net	(3,439,403)	(4,036,100)	(714,719)
Proceeds on sale of fixed assets	83,210	330,676	3,502
Net cash used in investing activities	(52,327,381)	(54,790,473)	(65,443,170)
Cash flows from financing activities:			
Net increase in demand deposits and savings accounts	32,949,640	4,105,641	8,481,086

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Net increase (decrease) in certificates of deposit	1,274,228	63,186,019	10,756,400
Net(decrease) increase in securities sold under agreements to repurchase	(21,603,399)	14,230,952	20,881,946
Proceeds from Federal Home Loan Bank advances	75,000,000	70,000,000	88,000,000
Repayments of Federal Home Loan Bank advances	(55,000,000)	(85,000,000)	(68,000,000)
Junior subordinated debt payable to unconsolidated subsidiary grantor trust		155,000	10,310,000
Cash dividends paid on common stock	(2,838,028)	(2,650,320)	(2,243,347)
Proceeds from stock options exercised	486,881	879,279	467,000
Common Stock Repurchase	(2,270,242)	(1,089,868)	0
Tax benefits from the exercise of stock options	144,630	651,118	304,098
Net cash provided by financing activities	28,143,710	64,470,821	68,957,183
Net (decrease) increase in cash and cash equivalents	(17,032,263)	12,710,499	7,314,936
Cash and cash equivalents at beginning of year	39,266,386	26,555,887	19,240,951
Cash and cash equivalents at end of year	\$ 22,234,123	\$ 39,266,386	\$ 26,555,887

Supplemental disclosures:

Cash paid during the period for:

Income taxes	\$ 2,752,860	\$ 3,507,000	\$ 3,755,000
Interest	\$ 19,279,879	\$ 15,164,624	\$ 7,467,150

*See accompanying notes to consolidated financial statements.*

**Table of Contents**

**BANK OF COMMERCE HOLDINGS AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
YEARS ENDED DECEMBER 31, 2007, 2006 AND 2005**

**1. THE BUSINESS OF THE COMPANY**

Bank of Commerce Holdings (the Holding Company), is a financial holding company (FHC) with its principal offices in Redding, California. A financial holding company may engage in commercial banking, insurance, securities business and offer other financial products to customers. The Company received notification from the Federal Reserve Board approving the election to change to a financial holding company on April 22, 2001. The election to change to a financial holding company has had no impact to date on the operations of the Company. As a financial holding company, Bank of Commerce Holdings is subject to the Financial Holding Company Act and to supervision by the Board of Governors of the Federal Reserve System (the FRB). The Holding Company's wholly-owned subsidiaries are Redding Bank of Commerce (the Bank) and Bank of Commerce Mortgage, (collectively the Company). The Company has an unconsolidated subsidiary in Bank of Commerce Holdings Trust and Bank of Commerce Holdings Trust II. Bank of Commerce Mortgage offers mortgage brokerage services through an affiliate agreement with BWC Mortgage Services. The Bank is principally supervised and regulated by the California Department of Financial Institutions (DFI) and the Federal Deposit Insurance Corporation (FDIC). Substantially all of the Company's activities are carried out through the Bank. The Bank was incorporated as a California banking corporation on November 25, 1981. The Bank operates five full service branches in Redding, Roseville, and Yuba City, California.

The Bank conducts a general commercial banking business in the counties of El Dorado, Placer, Shasta, Sacramento, Tehama, Sutter and Yuba, California. The Company considers California to be the major market area of the Bank. The services offered by the Bank include those traditionally offered by commercial banks of similar size and character in California, including checking, interest-bearing (NOW) and savings accounts, money market deposit accounts; commercial, real estate, and construction loans; travelers checks, safe deposit boxes, collection services and electronic banking activities. The primary focus of the Bank is to provide services to the business and professional community of its major market area, including Small Business Administration loans, payroll and accounting packages, benefit administration and billing programs. The Bank does not offer trust services or international banking services and does not plan to do so in the near future. Most of the customers of the Bank are small to medium sized businesses and individuals with medium to high net worth.

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

The accounting and reporting policies of the Company conform with accounting principles generally accepted in the United States of America and general practices within the banking industry. In preparing the consolidated financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates. Certain amounts for prior periods have been reclassified to conform to the current financial statement presentation.

**Principles of Consolidation** The consolidated financial statements include the accounts of the Holding Company, the Bank and Bank of Commerce Mortgage. All significant intercompany balances and transactions have been eliminated in consolidation.

**Table of Contents**

**BANK OF COMMERCE HOLDINGS AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
YEARS ENDED DECEMBER 31, 2007, 2006 AND 2005**

**Cash and Cash Equivalents** For purposes of reporting cash flows, cash and cash equivalents include amounts due from correspondent banks and the Federal Reserve Bank, federal funds sold and securities purchased under agreements to resell. Generally, federal funds sold are for a one-day period and securities purchased under agreements to resell are for no more than a 90-day period.

**Securities purchased under agreements to resell** The Company enters into purchases of securities under agreements to resell substantially identical securities. Securities purchased under agreements to resell consist primarily of U.S. Treasury, Agency and Municipal securities. The amounts advanced under these agreements are reflected as assets in the consolidated balance sheet. It is the Company's policy to take possession of securities purchased under agreements to resell. Agreements with third parties specify the Company's rights to request additional collateral, based on its monitoring of the fair value of the underlying securities on a daily basis. The securities are delivered by appropriate entry into the Company's account maintained at the Federal Reserve Bank or into a third-party custodian's account designated by the Company under a written custodial agreement that explicitly recognizes the Company's interest in the securities. In general, these agreements mature within 90 days and no material amount of agreements to resell securities purchased is outstanding with any individual dealer.

**Securities** At the time of purchase, the Company designates the security as held-to-maturity or available-for-sale, based on its investment objectives, operational needs and intent to hold. The Company does not engage in trading activity. Securities designated as held-to-maturity are carried at cost adjusted for the accretion of discounts and amortization of premiums. The Company has the ability and intent to hold these securities to maturity. Securities designated as available-for-sale may be sold to implement the Company's asset/liability management strategies and in response to changes in interest rates, prepayment rates and similar factors. Securities designated as available-for-sale are recorded at fair value and unrealized gains or losses, net of income taxes, are reported as part of accumulated other comprehensive income(loss), a separate component of stockholders' equity. Gains or losses on sale of securities are based on the specific identification method. The market value and underlying rating of the security is monitored for quality. Securities may be adjusted to reflect changes in valuation as a result of other-than-temporary declines in value. Investments with fair values that are less than amortized cost are considered impaired. Impairment may result from either a decline in the financial condition of the issuing entity or, in the case of fixed rate investments, from changes in interest rates. At each financial statement date, management assesses each investment to determine if impaired investments are temporarily impaired or if the impairment is other than temporary based upon the positive and negative evidence available. Evidence evaluated includes, but is not limited to, industry analyst reports, credit market conditions, and interest rate trends. If negative evidence outweighs positive evidence that the carrying amount is recoverable within a reasonable period of time, the impairment is deemed other-than-temporary and the security is written down in the period in which such determination is made.

**Loans** Loans are stated at the principal amounts outstanding less deferred loan fees and costs and the allowance for loan losses. Interest on commercial, installment and real estate loans is accrued daily based on the principal outstanding. Loan origination and commitment fees and certain origination costs are deferred and the net amount is amortized over the contractual life of the loans as an adjustment of their yield. A loan is impaired when, based on current information and events, management believes it is probable that the Company will not be able to collect all amounts due according to the contractual terms of the loan agreement. Impairment is measured based upon the present value of future cash flows discounted at the loan's effective rate, the loan's observable market price, or the fair value of collateral if the loan is collateral dependent. Interest on impaired loans is recognized on a cash basis, and only when the principal is not considered impaired.



**Table of Contents**

**BANK OF COMMERCE HOLDINGS AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
YEARS ENDED DECEMBER 31, 2007, 2006 AND 2005**

The Company's practice is to place an asset on nonaccrual status when one of the following events occurs: (i) Any installment of principal or interest is 90 days or more past due (unless in management's opinion the loan is well-secured and in the process of collection), (ii) management determines the ultimate collection of principal or interest to be unlikely or (iii) the terms of the loan have been renegotiated due to a serious weakening of the borrower's financial condition. Nonperforming loans may be on nonaccrual, are 90 days past due and still accruing, or have been restructured. Accruals are resumed on loans only when they are brought fully current with respect to interest and principal and when the loan is estimated to be fully collectible. Restructured loans are those loans on which concessions in terms have been granted because of the borrower's financial or legal difficulties. Interest is generally accrued on such loans in accordance with the new terms.

**Allowance for Loan and Lease Losses** The allowance for loan and lease losses are established through a provision charged to expense. Loans are charged off against the allowance for loan losses when management believes that the collectibility of the principal is unlikely. The allowance is an amount that management believes will be adequate to absorb losses inherent in existing loans and overdrafts based on evaluations of collectibility and prior loss experience. The evaluations take into consideration such factors as changes in the nature and volume of the portfolio, overall portfolio quality, loan concentrations, specific problem loans, and current economic conditions that may affect the borrowers' ability to pay. Material estimates relating to the determination of the allowance for loan losses are particularly susceptible to significant change in the near term. While management uses available information to recognize losses on loans, future additions to the allowance may be necessary based on changes in economic conditions. In addition, the FDIC and DFI, as an integral part of their examination process, periodically review the Bank's allowance for loan losses. The FDIC or DFI may require the Bank to recognize additions to the allowance based on their judgment about information available to them at the time of their examination.

**Bank Premises and Equipment** Bank premises and equipment are stated at cost less accumulated depreciation. Depreciation is computed on the straight-line method over the estimated useful lives of the related assets. Expenditures for major renewals and improvements are capitalized and those for maintenance and repairs are charged to expense as incurred.

**Securities Sold under Agreements to Repurchase** At December 31, 2007 and 2006, securities sold under agreements to repurchase consist of commercial repurchase agreements, where the Company has an agreement with the depositor to sell and repurchase, on a daily basis, a proportionate interest in Municipal securities. These securities are held as collateral for non-FDIC insured deposits.

**Federal Home Loan Bank Borrowings** As part of its asset/liability management strategy the Company has obtained advances from the Federal Home Loan Bank. The Company has pledged collateral of commercial real estate loans and specific securities to support the borrowings.

**Goodwill and Other Intangibles** Net assets of companies acquired in purchase transactions are recorded at fair value at the date of acquisition, as such, the historical cost basis of individual assets and liabilities are adjusted to reflect their fair value. Identified intangibles are amortized on a straight-line basis over the period benefited. In June 2001, the Company purchased a bank branch office. The Company recorded core deposit intangibles, which are being amortized over seven years by the straight-line method. Amortization expense for the year ended December 31, 2007, 2006 and 2005 was \$154,209, \$106,800 and \$106,800, respectively. Deposit retention, growth and activities are evaluated for impairment on an annual basis.

Table of Contents

**BANK OF COMMERCE HOLDINGS AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**YEARS ENDED DECEMBER 31, 2007, 2006 AND 2005**

**Earnings Per Share** Basic earnings per share ( EPS ) excludes dilution and is computed by dividing net income by the weighted-average number of common shares outstanding for the period. Diluted earnings per share is computed by dividing net income by the sum of the weighted-average number of common shares outstanding for the period plus the dilutive effect that could occur if the Company's outstanding stock options were exercised and converted into common stock, net of estimated shares that could be reacquired with proceeds from the exercise of such options. Stock options are considered to be common stock equivalents. The following table reconciles the numerator and denominator used in computing both basic earnings per share and diluted earnings per share for the years ended December 31.

	2007	2006	2005
<b>Basic EPS Calculation</b>			
Numerator (net income)	\$ 6,106,898	\$ 6,567,709	\$ 6,278,370
Denominator (weighted average common shares outstanding)	8,857,627	8,759,568	8,600,270
Basic EPS	\$ 0.69	\$ 0.75	\$ 0.73
<b>Diluted EPS Calculation</b>			
Numerator (net income)	\$ 6,106,898	\$ 6,567,709	\$ 6,278,370
Denominator:			
Weighted average common shares outstanding	8,857,627	8,759,568	8,600,270
Diluted effect of stock options	80,109	172,016	244,356
Adjusted weighted average common shares outstanding	8,937,736	8,931,584	8,844,626
Diluted EPS	\$ 0.68	\$ 0.74	\$ 0.71

**Other Real Estate Owned** Real estate acquired by foreclosure, is carried at the lower of the recorded investment in the property or its fair value less estimated selling costs. Prior to foreclosure, the value of the underlying loan is written down to the fair value of the real estate to be acquired, less costs to sell, by a charge to the allowance for loan losses, if necessary. Fair value of other real estate is generally determined based on an appraisal of the property. Any subsequent write-downs are charged against noninterest expenses. Operating expenses of such properties, net of related income, and gains and losses on their disposition are included in other expenses.

Gain recognition on the disposition of real estate is dependent upon the transaction meeting certain criteria relating to the nature of the property sold and the terms of the sale. This includes the buyer's initial and continuing investment, the degree of continuing involvement by the Company with the property after the sale, and other matters. Under certain circumstances, revenue recognition may be deferred until these criteria are met.

**Income Taxes** The Company accounts for income taxes under the asset and liability method. Under the asset and liability method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using currently enacted tax rates applied to such taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

**Table of Contents**

**BANK OF COMMERCE HOLDINGS AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
YEARS ENDED DECEMBER 31, 2007, 2006 AND 2005**

**Stock Option Plan** The Company adopted Statement of Financial Accounting Standards No. 123R (FAS 123R), *Share-Based Payment*, on January 1, 2006. The scope of FAS 123R includes a wide range of stock-based compensation arrangements including stock options, restricted stock plans, performance-based awards, stock appreciation rights, and employee stock purchase plans. FAS 123R requires the Company to measure the cost of employee services received in exchange for an award of equity instruments. The cost is determined based on the fair value of the award on the grant date. That cost must be recognized in the income statement over the service period of the award. Under the modified prospective transition method, awards that are granted, modified or settled beginning at the date of adoption will be measured and accounted for in accordance with FAS 123R. In addition, expense must be recognized in the income statement for unvested awards that were granted prior to the date of adoption. Prior to the adoption of FAS 123R and as permitted by FAS 123 and FAS 148, *Accounting for Stock-Based Compensation Transition and Disclosure*, the Company elected to follow APB 25 and related interpretations in accounting for our employee stock options. The Company adopted FAS 123R using the modified prospective method. Under this transition method, stock option expense for 2006 includes the cost for all share-based payments granted prior to, but not yet vested, as of January 1, 2006, as well as any share-based payments granted subsequent to December 31, 2005. This compensation expense is measured on the date of grant using an option-pricing model. The option-pricing model is based on certain assumptions, and changes to those assumptions may result in different fair value estimates. Prior to adopting FAS 123R, the Company accounted for its stock option plan under the intrinsic value method in accordance with the provisions of Accounting Principles Board Opinion ( APB ) No. 25, *Accounting for Stock Issued to Employees*, and related interpretations. As such, compensation expense is recorded on the date of grant only if the current market price of the underlying stock exceeds the exercise price. As required by the Statement of Financial Accounting Standards, ( SFAS ) No. 123, *Accounting for Stock-Based Compensation*, as amended, by SFAS No. 148, *Accounting for Stock-Based Compensation - Transition and Disclosure* the Company provides pro forma net income and pro forma earnings per share disclosures for employee stock option grants. The following table illustrates the effect on net income and earnings per share if the Company had applied the fair value recognition provisions of SFAS Statement No. 123, to stock-based employee compensation.

In accordance with SFAS 123R, the Company provides disclosures as if it had adopted the fair value-based method of measuring all outstanding employee stock options during 2005.

**Table of Contents**

**BANK OF COMMERCE HOLDINGS AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
YEARS ENDED DECEMBER 31, 2007, 2006 AND 2005

Net income before option expense less compensation expense associated with stock options

	Year Ended December 31 2005
Net income before option expense	\$ 6,284,154
Less compensation expense associated with stock options	(5,784)
Net income as reported	\$ 6,278,370
Deduct:	
Total stock-based employee compensation expense determined under fair value based method for all awards, net of tax	(306,870)
Pro forma net income	\$ 5,971,500
Earnings per share:	
Basic as reported	\$ 0.73
Basic pro forma	\$ 0.69
Diluted as reported	\$ 0.71
Diluted pro forma	\$ 0.68

During 2007, the fair value of options granted was determined on the date of the grant using a binomial option-pricing model with the following assumptions: a current volatility rate of 29.98%, a risk-free interest rate of 3.40% (based upon the five year treasury coupon rate at the time the options were issued), expected dividends of \$0.33 per share per year, an annual dividend rate of 2.89%, an assumed forfeiture rate of zero and an expected life of seven years.

	December 31, 2005
Risk-free interest rate	3.92%
Dividend Yield	2.49%
Volatility	32.36%
Expected lives (years)	7
Weighted average grant-date fair value per share of options granted	\$ 3.34

**Description of stock-based compensation plan**

On February 17, 1998, the Board of Directors adopted the 1998 Stock Option Plan (the Plan) which was approved by the Company's stockholders on April 21, 1998. The Plan provides for awards in the form of options, which may

constitute incentive stock options ( Incentive Options ) under Section 422(a) of the Internal Revenue Code of 1986, as amended (the Code ), or non-statutory stock options ( NSOs ) to key personnel of the Company, including directors. The Plan provides that Incentive Options under the Plan may not be granted at less than 100% of fair market value of the Company's common stock on the date of the grant. The strike price of NSOs may not be granted at less than 85% of the fair market value of the common stock on the date of the grant.

**Table of Contents**

**BANK OF COMMERCE HOLDINGS AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
YEARS ENDED DECEMBER 31, 2007, 2006 AND 2005**

The Company's stock option plans provide for awards of incentive and nonqualified stock options. Incentive options must have an exercise price at or above fair market value of the stock at the date of the grant and a term of no more than 10 years. Options generally become exercisable over five years from the date of the grant. Nonqualified stock options must have an exercise price of no less than 85% of the fair market value of the stock at the date of the grant and for a term of no more than 10 years. Nonqualified stock options generally become exercisable over five years from the date of the grant. A total of 1,782,000 shares of the Company's common stock are reserved for grant under the Plan. At December 31, 2007, 62,077 shares were available for future grants under the Plan. At December 31, 2007, 200,933 shares were available to be exercised. The weighted average grant exercise price for vested options at December 31, 2007 was \$6.40. The total intrinsic value (which is the amount by which the stock price exceeded the exercise price on the date of exercise) of options exercised during the twelve months ended December, 2007 was \$452,652.

**Comprehensive Income** Comprehensive income represents net earnings and any revenues, expenses, gains and losses that, under accounting principles generally accepted in the United States of America, are excluded from net earnings and recognized directly as a component of stockholders' equity. The Company's sources of other comprehensive income (loss) include unrealized gains and losses on securities available-for-sale and unrealized gains and losses on derivative activities. Reclassification adjustments result from gains or losses on securities that were realized and included in net income of the current period that also had been included in other comprehensive income (loss) as unrealized holding gains or losses in the period in which they arose.

**Operating Segments** Reportable operating segments are generally defined as components of an enterprise for which discrete financial information is available, whose operating results are regularly reviewed by the organizations management and whose revenue is 10 percent or more of total revenue. Under this definition the Company does not have reportable operating segments. In the years 2007, 2006 and 2005, the Company accounted for its operations as one operating segment.

**Transfer of Financial Assets** Transfers of financial assets are accounted for as sales, when control over the assets has been surrendered. Control over transferred assets is deemed surrendered when (1) the assets have been isolated from the Corporation, (2) the transferee obtains the right (free of conditions that constrain it from taking advantage of that right) to pledge or exchange the transferred assets, and (3) the Corporation does not maintain effective control over the transferred assets through an agreement to repurchase them before their maturity. The Company services, for others, SBA loans that are sold with a principal balance of \$5,316,219, \$3,494,130 and \$3,522,609 as of December 31, 2007, 2006 and 2005, respectively.

**Derivative Financial Instruments and Hedging Activities** As part of the overall risk management, the Company pursues various asset and liability management strategies, which may include obtaining derivative financial instruments to mitigate the impact of interest fluctuations on the Company's net interest margin. During the fourth quarter of 2007, the Company entered into an interest rate swap agreement for the purpose of minimizing interest rate fluctuations on its interest rate margin and equity. Under the interest rate swap agreement, the company receives a fixed rate and pays a variable rate based on the three month London Interbank Offering Rate ( LIBOR ). A portion of the swap qualifies as a cash flow hedge under SFAS no. 133, *Accounting for Derivative Instruments and Hedging Activities* , as amended, and is designated as a hedge of the variability of cash flows the Company owes on certain variable-rate borrowings tied to LIBOR.

**Table of Contents**

**BANK OF COMMERCE HOLDINGS AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
YEARS ENDED DECEMBER 31, 2007, 2006 AND 2005**

In accordance with SFAS No. 133, the swap agreement is measured at fair value and reported as an asset or liability on the consolidated balance sheet. The portion of the change in the fair value of the swap that is deemed effective in hedging the cash flows of the designated assets is recorded in other comprehensive income and reclassified into interest income when such cash flow occurs in the future. Any ineffectiveness resulting from the hedge is recorded as a gain or loss in the consolidated statement of income as part of noninterest income.

**Recent Accounting Pronouncements**

**On July 13, 2006, the Financial Accounting Standards Board (FASB) issued Financial Interpretation No. 48, *Accounting for Income Tax Uncertainties* (FIN 48). FIN 48 supplements Statement of Financial Accounting Standards No. 109, *Accounting for Income Taxes* (FAS 109),** by defining the threshold for recognizing tax benefits in the financial statements as **more-likely-than-not** to be sustained by the applicable taxing authority. The benefit recognized for a tax position that meets the **more-likely-than-not** criterion is measured based on the largest benefit that is more than 50% likely to be realized, taking into consideration the amounts and probabilities of the outcomes upon settlement. The Company adopted FIN 48 on January 1, 2007, as required. FIN 48 had no material effect on the consolidated financial statements upon adoption.

**On September 15, 2006, the FASB issued FAS 157, *Fair Value Measurements*,** which defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles (GAAP), and expands disclosures about fair value measurements. FAS 157 applies under other accounting pronouncements that require or permit fair value measurements, the FASB having previously concluded in those accounting pronouncements that fair value is the relevant measurement attribute. FAS 157 is effective for the year beginning January 1, 2008, with early adoption permitted on January 1, 2007. We do not expect that the adoption of FAS 157 will have a material effect on our consolidated financial statements.

**On September 29, 2006, the FASB issued FAS 158, *Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans*** An Amendment of FASB Statements No. 87, 88, 106, and 132R, requiring an employer to recognize on its balance sheet the funded status of pension and other postretirement plans, measure a plan's assets and its obligations that determine its funded status as of the end of the employer's fiscal year and recognize changes in a plan's funded status in the year in which the changes occur in comprehensive income. The requirement to recognize the funded status of our plans is effective December 31, 2006.

The funded status will be determined by comparing the fair value of plan assets and the projected benefit obligation or accumulated postretirement benefit obligation, as applicable, including actuarial gains and losses, prior service cost, and any remaining transition amounts. To the extent the fair value of plan assets is larger, the plan is considered over funded and an asset is recorded. Any previously recorded prepaid pension asset would be adjusted to reflect the funded status of the plan with the offset to accumulated other comprehensive income. Conversely, if a plan is under funded, a liability would be reported. The requirement to measure plan assets and benefit obligations as of the date of the employer's fiscal year-end statement of financial position is effective for fiscal years ending after December 15, 2008. We do not expect adoption of FAS 158 to have a material impact on our consolidated financial statements.

On February 15, 2007 the FASB issued FAS 159, *The Fair Value Option for Financial Assets and Financial Liabilities, Including an amendment of FASB Statement 115*. FAS 159 provides an alternative measurement treatment for certain financial assets and financial liabilities, under an instrument-by-instrument election, that permits fair value to be used for both initial and subsequent measurement, with changes in fair values recognized in earnings. While FAS 159 is effective beginning January 1, 2008, earlier adoption is permitted as of January 1, 2007, provided that the entity also adopts all of the requirements of FAS 157. We do not expect adoption of FAS 159 to have a material impact on our consolidated financial statements.

**Table of Contents**

**BANK OF COMMERCE HOLDINGS AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
YEARS ENDED DECEMBER 31, 2007, 2006 AND 2005

**3. RESTRICTIONS ON CASH AND DUE FROM BANKS**

The Bank maintains compensating balances with its primary correspondent, which totaled \$2,000,000 at December 31, 2007, \$2,000,000 at December 31, 2006 and \$2,500,000 at December 31, 2005.

**4. SECURITIES**

The amortized cost and estimated fair value of securities available-for-sale are summarized as follows:

	<b>December 31, 2007</b>			<b>Estimated Fair Value</b>
	<b>Amortized Cost</b>	<b>Gross Unrealized Gains</b>	<b>Gross Unrealized Losses</b>	
U.S. Treasury securities and obligations of U.S. agencies	\$ 15,988,936	\$ 26,031	\$ (103,535)	\$ 15,911,432
Obligations of state and political subdivisions	19,016,813	27,424	(262,596)	18,781,641
Mortgage-backed securities	31,637,544	10,250	(353,929)	31,293,865
Corporate Bonds	2,000,204	0	(80,756)	1,919,448
	<b>\$ 68,643,497</b>	<b>\$ 63,705</b>	<b>\$ (800,816)</b>	<b>\$ 67,906,386</b>

	<b>December 31, 2006</b>			<b>Estimated Fair Value</b>
	<b>Amortized Cost</b>	<b>Gross Unrealized Gains</b>	<b>Gross Unrealized Losses</b>	
U.S. Treasury securities and obligations of U.S. agencies	\$ 33,959,800	\$ 29,993	\$ (648,631)	\$ 33,341,162
Obligations of state and political subdivisions	21,167,316	84,206	(183,681)	21,067,841
Mortgage-backed securities	40,019,818	185,697	(990,967)	39,214,548
Corporate Bonds	2,000,519	0	(22,963)	1,977,556
	<b>\$ 97,147,453</b>	<b>\$ 299,896</b>	<b>\$ (1,846,242)</b>	<b>\$ 95,601,107</b>

The amortized cost and estimated fair value of securities held-to-maturity at December 31, 2007 and 2006 consist of the following:

	<b>December 31, 2007</b>			<b>Estimated Fair Value</b>
	<b>Amortized Cost</b>	<b>Gross Unrealized Gains</b>	<b>Gross Unrealized Losses</b>	
Mortgage backed securities	\$ 1,632,816	\$ 13,706	\$ 0	\$ 1,646,522
Obligations of state and political Subdivisions	8,925,949	62,107	(2,370)	8,985,686



\$ 10,558,765      \$ 75,813      \$ (2,370)      \$ 10,632,208

60

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**Table of Contents**
**BANK OF COMMERCE HOLDINGS AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**YEARS ENDED DECEMBER 31, 2007, 2006 AND 2005**

		<b>December 31, 2006</b>		
	<b>Amortized Cost</b>	<b>Gross Unrealized Gains</b>	<b>Gross Unrealized Losses</b>	<b>Estimated Fair Value</b>
Mortgage backed securities	\$ 1,763,305	\$ 14,424	\$ 0	\$ 1,777,729
Obligations of state and political Subdivisions	9,046,808	18,264	(49,863)	9,015,209
	\$ 10,810,113	\$ 32,688	\$ (49,863)	\$ 10,792,938

The amortized cost and estimated fair value of securities at December 31, 2007 by contractual maturity are shown below. Expected maturities may differ from contractual maturities because borrowers may have the right to call or repay obligations with or without call or prepayment penalties.

	<b>Available-for-Sale</b>		<b>Held-to-Maturity</b>	
	<b>Amortized Cost</b>	<b>Estimated Fair Value</b>	<b>Amortized Cost</b>	<b>Estimated Fair Value</b>
Due in one year or less	\$ 7,086,500	\$ 7,002,165	\$ 110,219	\$ 110,207
Due after one year through five years	13,970,268	13,864,296	4,778,241	4,813,741
Due after five years through ten years	9,564,019	9,483,402	1,954,544	1,974,479
Due after ten years	38,022,710	37,556,523	3,715,761	3,733,781
	\$ 68,643,497	\$ 67,906,386	\$ 10,558,765	\$ 10,632,208

The following table presents the current fair value and associated unrealized losses on investments with unrealized losses at December 31, 2007. The table also discloses whether these securities have had unrealized losses for less than 12 months or for 12 months or longer.

	<b>Less than 12 months</b>		<b>12 months or more</b>		<b>Total</b>	
	<b>Fair Value</b>	<b>Unrealized Losses</b>	<b>Fair Value</b>	<b>Unrealized Losses</b>	<b>Fair Value</b>	<b>Unrealized Losses</b>
U.S. Treasury securities and Obligations of U. S. Agencies	\$ 0	\$ 0	\$ 12,894,359	(\$103,535)	\$ 12,894,359	(\$103,535)
Obligations of state and political subdivisions	\$ 11,047,188	(\$228,589)	\$ 3,360,969	(\$36,378)	\$ 14,408,156	(\$264,967)
Mortgage-backed securities	\$ 4,779,905	(\$29,487)	\$ 21,557,410	(\$324,441)	\$ 26,337,315	(\$353,928)

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Corporate Bonds	\$	0	\$	0	\$	1,919,448	(\$80,756)	\$	1,919,448	(\$80,756)
Total temporarily impaired securities	\$	15,827,093		(\$258,076)	\$	39,732,186	(\$545,110)	\$	55,559,279	(\$803,186)

61

---

**Table of Contents**
**BANK OF COMMERCE HOLDINGS AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**YEARS ENDED DECEMBER 31, 2007, 2006 AND 2005**

Economic factors may affect market pricing over the stated maturity of the security. The unrealized losses associated with securities are not considered to be other-than-temporary because their unrealized losses are related to changes in interest rates and do not affect the expected cash flows of the underlying collateral or issuer. Security income is accrued when earned and included in interest income. The Company requires a credit rating of A or higher on its initial acquisition of investments and maintains an average rating of AA on the overall securities portfolio. Management has evaluated each security in an unrealized loss position to determine if the impairment is other-than-temporary. Management has determined that no security is other than temporarily impaired. The unrealized losses are due to interest rate changes and the Company has the ability and intent to hold all securities with identified impairments to the earlier of the forecasted recovery or the maturity of the underlying security.

At December 31, 2007, the Company has pledged book values of \$1,000,000 in securities for treasury, tax and loan accounts, \$14,596,000 for deposits of public funds, \$5,733,000 for collateralized repurchase agreements, and \$40,000,000 for Federal Home Loan borrowings.

Gross realized gains and gross realized losses, respectively, on available-for-sale securities were \$268,078 and \$222,408 in 2007, \$5,062 and \$175,596 in 2006, and \$0 and \$1,537 in 2005. Gross realized gains and gross realized losses, respectively, on held-to-maturity securities were \$0 and \$0 at December 31, 2007.

**5. LOANS AND ALLOWANCE FOR LOAN AND LEASE LOSSES**

Outstanding loan balances consist of the following:

	<b>December 31,</b>	
	<b>2007</b>	<b>2006</b>
Commercial and industrial loans	\$ 173,703,638	\$ 125,724,514
Real estate construction loans	106,976,522	110,693,230
Real estate commercial	175,013,372	159,370,407
Real estate mortgage	10,787,433	4,278,117
Real estate other	26,817,909	12,985,836
Installment loans	226,102	202,487
Other	1,223,036	936,759
	494,748,012	414,191,350
Less:		
Deferred loan fees, net	232,471	297,856
Allowance for loan and lease losses	8,232,970	4,904,266
	\$ 486,282,571	\$ 408,989,228

Included in total loans are nonaccrual loans of \$12,408,613 and \$0 at December 31, 2007 and 2006, respectively. A loan is impaired when, based on current information and events, management believes it is probable that the Bank will not be able to collect all amounts due according to the contractual terms of the loan agreement. If interest on nonaccrual loans at December 31, 2007 and 2006 had been accrued, such interest income would have approximated \$92,000 and \$0, respectively.



**Table of Contents****BANK OF COMMERCE HOLDINGS AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****YEARS ENDED DECEMBER 31, 2007, 2006 AND 2005**

The average outstanding balances of impaired loans were \$13,001,847, \$0 and \$1,748,956, for the years ended December 31, 2007, 2006 and 2005 respectively. There was interest of \$0, \$0 and \$20,000 recognized on impaired loans during the year ended December 31, 2007, 2006 and 2005, respectively. At December 31, 2007, 2006 and 2005 impairment allowances were \$3,200,000, \$0, and \$291,723 held towards impaired loans at December 31, 2007, 2006 and 2005 respectively.

The Company concentrates its lending activities primarily within Shasta, El Dorado, Placer Sacramento, Sutter, Yuba and Tehama counties, in California, and the location of the five full service offices of the Bank. Although the Company has a diversified loan portfolio, a significant portion of its customers' ability to repay the loans is dependent upon the professional services and investor commercial real estate sectors. Generally, the loans are secured by real estate or other assets and are expected to be repaid from cash flows of the borrower's business or cash flows from real estate investments.

The Company's exposure to credit loss, if any, is the difference between the fair value of the collateral, and the outstanding balance of the loan. At December 31, 2007 and 2006, the Company had pledged \$58,343,819 and \$52,365,899, respectively, in loans as available collateral for Federal Home Loan Bank borrowings. In the ordinary course of business, the Company enters various types of transactions, which involve financial instruments with off-balance sheet risk. These instruments include commitments to extend credit and stand-by letters of credit, which are not reflected in the consolidated balance sheets. These transactions may involve, to varying degrees, credit and interest rate risk more than the amount, if any recognized in the consolidated balance sheets. Commitments to extend credit and standby letters of credit bear similar credit risk characteristics as outstanding loans. An allowance for unfunded loan commitments and letters of credit is determined using estimates of the probability of funding. This reserve is carried as a liability on the consolidated balance sheet.

Changes in the allowance for loan losses consist of the following:

	<b>Years Ended December 31,</b>		
	<b>2007</b>	<b>2006</b>	<b>2005</b>
Balance at beginning of year	\$ 4,904,266	\$ 4,316,379	\$ 3,866,498
Provision for loan losses	3,291,250	225,900	447,700
Loans charged off	0	(299,421)	(92,958)
Recoveries of loans previously charged off	37,454	661,408	95,139
Balance at end of year	\$ 8,232,970	\$ 4,904,266	\$ 4,316,379

**Table of Contents**

**BANK OF COMMERCE HOLDINGS AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
YEARS ENDED DECEMBER 31, 2007, 2006 AND 2005

**6. BANK PREMISES AND EQUIPMENT**

Bank premises and equipment consist of the following:

	<b>Estimated Lives</b>	<b>December 31, 2007</b>	<b>December 31, 2006</b>
Land		\$ 1,507,628	\$ 991,647
Land Improvements		188,845	515,981
	39.0		
Bank buildings	years	8,114,721	3,779,956
	3 - 7		
Furniture, fixtures and equipment	years	6,163,236	5,357,366
		15,974,430	10,644,950
Less accumulated depreciation		(5,919,593)	(4,958,685)
		10,054,837	5,686,265
Construction in progress		909,138	2,908,779
		\$ 10,963,975	\$ 8,595,044

Depreciation expense, included in net occupancy and equipment expense, is \$1,035,660, \$732,906, and \$564,779 for the years ended December 31, 2007, 2006 and 2005, respectively.

**7. OTHER ASSETS**

Other assets consist of the following:

	<b>December 31, 2007</b>	<b>December 31, 2006</b>
Cash surrender value of bank owned life insurance policies	\$ 7,129,627	\$ 8,272,919
Deferred tax asset, net	5,209,973	3,913,577
Accrued interest on loans	2,497,124	2,404,259
Accrued interest on investment securities	538,410	989,754
Goldman Sachs Sweep account receivable	267,984	52,518
Taxes receivable	181,911	0
Federal Home Loan Bank Stock	2,852,200	3,106,400
Core Deposit Intangible, net of accumulated amortization of \$769,145 and \$614,936	0	154,209
Investment in junior subordinated debt payable to subsidiary grantor trust	465,000	465,000
Other	1,238,866	821,513
	\$ 20,381,095	\$ 20,180,149

## **8. DEPOSITS**

Time certificates of deposit of \$100,000 or more totaled \$153,583,629 and \$147,174,522 at December 31, 2007 and 2006, respectively. Interest expense on such deposits was \$6,062,259, \$5,025,273 and \$2,813,533 during 2007, 2006 and 2005, respectively.

64

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**Table of Contents**
**BANK OF COMMERCE HOLDINGS AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**YEARS ENDED DECEMBER 31, 2007, 2006 AND 2005**

At December 31, 2007, the scheduled maturities for all time deposits are as follows:

**Time Deposit Maturity Schedule**

One year or less	\$ 186,535,932
One to three years	27,107,745
Three to five years	72,809
Over five years	0

Total	\$ 213,716,486
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**9. OTHER LIABILITIES**

Other liabilities consist of the following:

	<b>December 31,</b>	
	<b>2007</b>	<b>2006</b>
Deferred Compensation Retired Officers	\$ 1,035,064	\$ 1,128,911
Deferred Compensation Directors fees	2,310,824	2,035,218
Deferred Compensation Salary Continuation	1,030,020	706,391
Employee incentive payable	476,843	716,435
FHLB accrued interest payable	242,637	303,709
Accrued 401(k) match payable	71,981	74,407
Accrued interest payable	787,844	799,025
Reserve for off-balance sheet commitments	421,877	421,877
Taxes payable	0	117,054
Interest payable Junior Subordinated Debentures	112,538	114,255
Dividend payable	700,460	804,226
Goldman Sachs Sweep account payable	0	54,931
Other	363,471	260,299
	<b>\$ 7,553,559</b>	<b>\$ 7,536,738</b>

**10. FEDERAL HOME LOAN BANK ADVANCES**

Included in other borrowings are advances from the Federal Home Loan Bank of San Francisco ( FHLB ) totaling \$60,000,000 as of December 31, 2007 and \$40,000,000 as of December 31, 2006. The FHLB advances bear fixed and floating rates of interest ranging from 3.96% to 5.23%. Interest on borrowing # 087416 is payable monthly, all other interest is payable quarterly.

Advance #	Amount	Interest Rate	Maturity
#059277	\$ 10,000,000	4.43%	01/24/2008
#087416	\$ 5,000,000	5.23%	04/28/2008
#133019	\$ 35,000,000	3.96%	11/23/2009
#135944	\$ 5,000,000	4.51%	01/28/2008

#135945

\$ 5,000,000

4.58%

01/28/2008

\$ 60,000,000

**Table of Contents**

**BANK OF COMMERCE HOLDINGS AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
YEARS ENDED DECEMBER 31, 2007, 2006 AND 2005**

These borrowings are secured by an investment in FHLB stock and certain real estate mortgage loans which have been specifically pledged to the FHLB pursuant to their collateral requirements. Based upon the level of FHLB advances, the Company was required to hold a minimum investment in FHLB stock of \$2,852,200 at December 31, 2007 and to pledge \$58,343,819, \$52,365,899 and \$44,251,812 of its real estate mortgage loans to the FHLB as collateral as of December 31, 2007, 2006 and 2005. At December 31, 2007 the Bank had available borrowing lines at the FHLB of \$40,178,819 and additional federal fund borrowing lines at two correspondent banks totaling \$25,000,000.

**11. JUNIOR SUBORDINATED DEBT PAYABLE TO UNCONSOLIDATED SUBSIDIARY GRANTOR TRUSTS**

During the first quarter 2003, Bank of Commerce Holdings formed a wholly-owned Delaware statutory business trust, Bank of Commerce Holdings Trust (the grantor trust ), which issued \$5.0 million of guaranteed preferred beneficial interests in Bank of Commerce Holdings junior subordinated debentures (the trust notes ) to the public and \$155,000 common securities to the Company. These debentures qualify as Tier 1 capital under Federal Reserve Board guidelines. The proceeds from the issuance of the trust notes were transferred from the grantor trust to the Holding Company and from the Holding Company to the Bank as surplus capital. The trust notes accrue and pay distributions on a quarterly basis at three month London Interbank Offered Rate ( LIBOR ) plus 3.30%. The rate at December 31, 2007 was 8.66%. The rate increase is capped at 2.75% annually and the lifetime cap is 12.5%. The final maturity on the trust notes is March 18, 2033, and the debt allows for prepayment after five years on the quarterly payment date.

On July 29, 2005, Bank of Commerce Holdings (the Company ) participated in a private placement to an institutional investor of \$10 million of fixed rate trust preferred securities (the Trust Preferred Securities ); through a newly formed Delaware trust affiliate, Bank of Commerce Holdings Trust II (the Trust ). The Trust Preferred Securities mature on September 15, 2035, and are redeemable at the Company s option on any March 15, June 15, September 15 or December 15 on or after September 15, 2010. In addition, the Trust Preferred Securities require quarterly distributions by the Trust to the holder of the Trust Preferred Securities at a rate of 6.115%, until September 10, 2010 after which the rate will reset quarterly to equal three month LIBOR plus 1.58%. The Trust simultaneously issued \$310,000 common securities to the Company.

The proceeds from the sale of the Trust Preferred Securities were used by the Trust to purchase from the Company the aggregate principal amount of \$10,310,000 of the Company s floating rate junior subordinate notes (the Notes ). The net proceeds to the Company from the sale of the Notes to the Trust will be used by the Company for general corporate purposes, including funding the growth of the Company s various financial services.

The Notes were issued pursuant to a Junior Subordinated Indenture (the Indenture ), dated July 29, 2005, by and between the Company and J.P. Morgan Chase Bank, National Association, as trustee. Like the Trust Preferred Securities, the Notes bear interest at a floating rate, at 6.115% until September 10, 2010, after which the rate will reset on a quarterly basis to equal three month LIBOR plus 1.58%. The interest payments by the Company will be used to pay the quarterly distributions payable by the Trust to the holder of the Trust Preferred Securities. However, so long as no event of default, as described below, has occurred under the Notes, the Company may, at any time and from time to time, defer interest payments on the Notes (in which case the Trust will be entitled to defer distributions otherwise due on the Trust Preferred Securities) for up to twenty (20) consecutive quarters.

**Table of Contents**
**BANK OF COMMERCE HOLDINGS AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**YEARS ENDED DECEMBER 31, 2007, 2006 AND 2005**

The Notes are subordinated to the prior payment of other indebtedness of the Company that, by its terms, is not similarly subordinated. Although the Notes will be recorded as a long term liability on the Company's balance sheet, for regulatory purposes, the Notes are expected to be treated as Tier 1 or Tier 2 capital under rulings of the Federal Reserve Board, the Company's primary federal regulatory agency.

The Notes mature on September 15, 2035, but may be redeemed at the Company's option at any time on or after September 15, 2010 or at any time upon certain events, such as a change in the regulatory capital treatment of the Notes, the Trust being deemed to be an investment company or the occurrence of certain adverse tax events. In each case, the Company may redeem the Notes for their aggregate principal amount, plus accrued interest, if any.

**12. INCOME TAXES**

Provision for income taxes consists of the following:

	<b>Years Ended December 31,</b>		
	<b>2007</b>	<b>2006</b>	<b>2005</b>
Current:			
Federal	\$ 2,448,140	\$ 3,260,200	\$ 3,396,316
State	603,476	984,927	888,915
Total currently payable	3,051,616	4,245,127	4,285,231
Deferred:			
Federal	(1,167,545)	(315,359)	(333,092)
State	(479,018)	(92,838)	(65,635)
Total deferred provision	(1,646,563)	(408,197)	(398,727)
Total provision for income taxes	\$ 1,405,053	\$ 3,836,930	\$ 3,886,504

Income tax expense attributable to income before income taxes differed from the amounts computed by applying the U.S. federal income tax rate of 34 percent to income before income taxes because of the following:

	<b>% of Pretax Income</b>		
	<b>2007</b>	<b>2006</b>	<b>2005</b>
Income tax at the Federal statutory rate	34.00%	34.00%	34.00%
State franchise tax, net of Federal tax benefit	1.09	5.66	5.35
Tax-exempt interest	(4.48)	(2.02)	(1.01)
Key Life benefit proceeds	(11.35)	(0.00)	(0.00)
Other	(0.56)	(0.76)	(0.11)
	18.70%	36.88%	38.23%

**Table of Contents**

**BANK OF COMMERCE HOLDINGS AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
YEARS ENDED DECEMBER 31, 2007, 2006 AND 2005

The tax effects of temporary differences that give rise to significant portions of the deferred tax assets and deferred tax liabilities at December 31, 2007 and 2006 consist of the following:

	2007	2006
Deferred tax assets:		
State franchise taxes	\$ 186,193	\$ 276,048
Deferred compensation	1,962,157	1,735,541
Loan loss reserves	3,585,204	1,926,296
Net unrealized losses on securities available-for-sale	305,392	655,559
Other	217,417	208,910
Total deferred tax assets	6,256,363	4,802,354
Deferred tax liabilities:		
Depreciation	(180,882)	(229,998)
Deferred loan origination costs	(452,281)	(413,431)
Deferred state taxes	(413,227)	(245,348)
Total deferred tax liabilities	(1,046,390)	(888,777)
Net deferred tax asset	\$ 5,209,973	\$ 3,913,577

The Company adopted the provisions of FASB Interpretation No. 48, Accounting for Uncertainty in Income Taxes, on January 1, 2007. The Company had no unrecognized tax benefits which would require an adjustment to the January 1, 2007 beginning balance of retained earnings. The Company has no unrecognized tax benefits at January 1, 2007 and at December 31, 2007. The Company recognizes interest accrued and penalties related to unrecognized tax benefits in tax expense. During the years ended December 31, 2007, 2006 and 2005 the Company recognized no interest and penalties.

The Company or one of its subsidiaries files income tax returns in the U.S. federal jurisdiction, and the State of California. With few exceptions, the Company is no longer subject to U.S. federal or State and local income tax examinations by tax authorities for the years before 2001.

### **13. STOCK OPTION PLAN**

On February 17, 1998, the Board of Directors adopted the 1998 Stock Option Plan (the "Plan") which was approved by the Company's stockholders on April 21, 1998. The Plan provides for awards in the form of options, which may constitute incentive stock options ("Incentive Options") under Section 422(a) of the Internal Revenue Code of 1986, as amended (the "Code"), or non-statutory stock options ("NSOs") to key personnel of the Company, including directors. The Plan provides that Incentive Options under the Plan may not be granted at less than 100% of fair market value of the Company's common stock on the date of the grant. NSOs may not be granted at less than 85% of the fair market value of the common stock on the date of the grant. The purpose of the plan is to promote the long-term success of the Company and the creation of stockholder value by (a) encouraging key personnel to focus on critical long range objectives, (b) increasing the ability of the Company to attract and retain key personnel and (c) linking key personnel directly to stockholder interests through increased stock ownership.



**Table of Contents**
**BANK OF COMMERCE HOLDINGS AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**YEARS ENDED DECEMBER 31, 2007, 2006 AND 2005**

A total of 1,782,000 shares of the Company's common stock are reserved for grant under the Plan.

The Plan provides that all options under the Plan shall vest at a rate of at least 20% per year from the date of the grant. Vesting may be accelerated in case of an optionee's death, disability, and retirement or in case of a change of control. During 2007, stock option compensation expense charged against income was \$116,880 (\$82,206 net of tax), or less than one cent per diluted share. At December 31, 2007, there was \$331,993 of total unrecognized compensation costs related to non-vested share based payments which is expected to be recognized over a weighted average period of three years. Three new options totaling 32,500 shares were granted during 2007.

**Activity in stock-based compensation plan**

The following table presents the changes in outstanding stock options for the periods indicated:

	<b>Number of Shares</b>	<b>Weighted Average Exercise Price</b>	<b>Aggregate Intrinsic Value</b>
Options outstanding, December 31, 2005	608,316	\$ 5.20	\$ 3,290,989
Granted	52,000	\$ 10.13	\$ 56,640
Exercised	(281,146)	\$ 3.13	\$ 2,036,775
Forfeited	(1,425)	\$ 10.60	
Options outstanding, December 31, 2006	377,745	\$ 6.93	\$ 1,793,156
Granted	32,500	\$ 10.98	\$ 0
Exercised	(110,403)	\$ 4.65	\$ 452,652
Forfeited	(20,412)	\$ 10.20	
Options outstanding December 31, 2007	279,430	\$ 8.65	\$ 27,943
Exercisable at December 31, 2007	200,993	\$ 6.40	\$ 472,334

At December 31, 2007, 200,993 shares were available to be exercised. The weighted average grant price at December 31, 2007 was \$6.40. The total intrinsic value (which is the amount by which the stock price exceeded the exercise price on the date of exercise) of options exercised during 2007 and 2006 was \$452,652 and \$2,036,775, respectively. At December 31, 2007, 62,077 shares were available for future grants under the Plan. As of December 31, 2007, 2006 and 2005, respectively, 200,993, 300,631 and 539,314 shares respectively were available to be exercised. The weighted average exercise price for outstanding options for December 31, 2007, 2006 and 2005, respectively, was \$8.65, \$6.93 and \$4.11, respectively.

The fair value of the options granted during 2007, 2006 and 2005, is estimated as \$91,539, \$194,745 and \$20,068, respectively, on the date of grant using a binomial option-pricing model with the following assumptions: volatility of 29.98%, 32.03% and 32.36%, respectively, risk-free interest rate of 3.40%, 4.65% and 3.92%, respectively, expected dividends of \$0.33 per share per year for 2007 and \$0.29 per share in 2006, annual dividend rate of 2.89%, 3.07% and 2.49%, assumed forfeiture rate of zero and an expected life of seven years. There were 32,500 options granted in 2007, 52,000 options granted in 2006 and 6,000 options granted in 2005. The fair value per share of the 2007, 2006 and 2005 awards was \$2.82, \$3.75 and \$3.34, respectively.

**Table of Contents**

**BANK OF COMMERCE HOLDINGS AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
YEARS ENDED DECEMBER 31, 2007, 2006 AND 2005**

**14. CAPITAL STOCK**

On August 28, 2007, the Board of Directors authorized a common stock repurchase of up to 2.4%, or approximately 214,000 shares, of the Company's common stock. There were 200,000 shares repurchased during 2007 at an average price of \$11.35 per share. There were 92,000 shares repurchased during 2006 at an average price of \$11.85. No shares were repurchased during 2005. Shares purchased are retired by a charge to common stock for the cost. To date, the Company has repurchased 1,715,311 shares at an average price of \$7.64.

The Company paid a quarterly cash dividend of \$0.09, \$0.08, \$0.08 and \$0.08 on January 12, 2007, April 13, 2007, July 13, 2007 and October 12, 2007, respectively, to stockholders of record as of December 31, 2006, March 31, 2007, June 30, 2007 and September 30, 2007, respectively. The fourth quarter dividend of \$0.08 per share is payable to shareholders of record as of December 31, 2007 to be paid on January 11, 2008. On April 20, 1999, the Board of Directors authorized 2,000,000 shares of preferred stock. As of December 31, 2007, no preferred shares had been issued.

**15. RETIREMENT BENEFITS**

**Profit Sharing Plan** In 1985, the Company adopted a profit sharing 401(k) plan for eligible employees to be funded out of the earnings of the Company. The employees' contributions are limited to the maximum amount allowable under IRS Section 402(G). The Company's contributions include a matching contribution of 100% of the first 3% of salary deferred and 50% of the next 2% of salary deferred. Discretionary contributions are also permitted. The Company made matching contributions aggregating \$247,500, \$224,000 and \$157,000 for the years ended December 31, 2007, 2006 and 2005, respectively. No discretionary contributions were made in 2007, 2006 or 2005.

**Salary Continuation Plan** In April 2001, the Board of Directors approved the implementation of the Executive Salary Continuation Plan (SCP), which is a non-qualified executive benefit plan in which the Bank agrees to pay the executives covered by the SCP plan additional benefits in the future in return for continued satisfactory performance by the executives. Benefits under the salary continuation plan include a benefit generally payable commencing upon a designated retirement date for a fixed period of ten to twenty years; disability or termination of employment, and a death benefit for the participants designated beneficiaries. Key-man life insurance policies were purchased as an investment to provide for the Bank's contractual obligation to pay pre-retirement death benefits and to recover the Bank's cost of providing benefits. The executive is the insured under the policy, while the Bank is the owner and beneficiary. The assets of the SCP, under Internal Revenue Service Regulations, are the property of the Company and are available to the Company's general creditors. The insured executive has no claim on the insurance policy, its cash value or the proceeds thereof.

The retirement benefit is derived from accruals to a benefit account during the participant's employment. At the end of the executive's period of service, the aggregate amount accrued should equal the then present value of the benefits expected to be paid to the executive. Accrued compensation expense under the salary continuation plan totaled \$240,745, \$160,917 and \$124,356 for 2007, 2006 and 2005, respectively. As of December 31, 2007, 2006 and 2005, the vested benefit payable was \$1,030,020, \$706,391, and \$488,085 respectively.



**Table of Contents****BANK OF COMMERCE HOLDINGS AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
YEARS ENDED DECEMBER 31, 2007, 2006 AND 2005**

**Retired Employees deferred compensation** Effective April 1, 1990, the Board of Directors approved and Employee Deferred Compensation plan, which is a non-qualified plan in which selected employees may elect to defer all or any part of their compensation to be payable to the employee upon retirement over a period not to exceed fifteen years. Interest on Retired Employees deferred compensation is fixed at ten percent (10%) per the plan. Participants in this plan have since retired and funds are being distributed. As of December 31, 2007, 2006 and 2005, the vested benefit payable was \$1,035,064, \$1,128,911 and \$1,194,867, respectively.

**Directors deferred fee compensation** Effective January 1, 1993, the Board of Directors approved the implementation of the Directors Deferred Compensation Plan, which is a non-qualified plan in which a Director may elect to defer the payment of all or any part of the fee compensation to which such director would otherwise be entitled to as director's fees or committee fees to be payable upon retirement of the director in a lump sum distribution or over a period not to exceed fifteen years. Interest on Directors deferred compensation is fixed at ten percent (10%) per the plan. Deferred compensation expense totaled \$411,191, \$368,809 and \$321,320 at December 31, 2007, 2006, and 2005 respectively. As of December 31, 2007, 2006 and 2005, the vested benefit payable was \$2,310,824, \$2,035,218 and \$1,818,017, respectively.

**16. RELATED PARTY TRANSACTIONS**

Some of the directors, officers and principal stockholders of the Company and their associates were customers of and had banking transactions with the Bank in the ordinary course of the Bank's business during 2007 and the Bank expects to have such transactions in the future. All deposits, loans and commitments to loans included in such transactions were made in compliance with the applicable laws on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with other persons of similar creditworthiness, and in the opinion of the Company, did not involve more than a normal risk of collectibility or present other unfavorable features.

An analysis of the activity in related party loans consists of the following:

	<b>December 31,</b>	
	<b>2007</b>	<b>2006</b>
Balance at beginning of year	\$ 2,849,533	\$ 1,854,751
New loan additions	25,312	1,507,115
Advances on existing lines of credit	2,184,045	0
Principal repayments	(1,458,548)	( 512,333)
Balance at end of year	\$ 3,600,342	\$ 2,849,533

As of December 31, 2007 and 2006 there were no related party loans, which were past due or classified. At December 31, 2007 there was \$1,252,831 available in commitments to related party loans.

**Table of Contents**

**BANK OF COMMERCE HOLDINGS AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
YEARS ENDED DECEMBER 31, 2007, 2006 AND 2005  
**17. COMMITMENTS AND CONTINGENCIES**

**Lease Commitments** The Company leases certain facilities where it conducts its operations. Future minimum lease commitments under all non-cancelable operating leases as of December 31, 2007 are below:

(Dollars in thousands)

2008	\$ 591
2009	\$ 558
2010	\$ 524
2011	\$ 454
2012	\$ 279
Thereafter	\$ 762
Total	\$ 3,168

Minimum rental due in the future

Rental expense for the years ended December 31, 2007, 2006 and 2005 was \$482,994, \$453,450 and \$466,061, respectively.

**Off-Balance Sheet Financial Instruments** In the ordinary course of business, the Company enters various types of transactions, which involve financial instruments with off-balance sheet risk. These instruments include commitments to extend credit and standby letter of credits, which are not reflected in the accompanying consolidated balance sheets. These transactions may involve, to varying degrees, credit and interest rate risk more than the amount, if any recognized in the consolidated balance sheets.

The off-balance sheet credit risk exposure of the Company is the contractual amount of commitments to extend credit and stand-by letters of credit. The Company applies the same credit standards to these contracts as it uses for loans recorded on the balance sheet.

	<b>December 31,</b>	
	<b>2007</b>	<b>2006</b>
Off-balance sheet commitments:		
Commitments to extend credit	\$ 192,815,902	\$ 158,296,132
Standby letters of credit	6,627,409	13,511,196
Guaranteed commitments outstanding	1,375,999	1,248,000
	\$ 200,819,310	\$ 173,055,328

Commitments to extend credit are agreements to lend to customers. These commitments have specified interest rates and generally have fixed expiration dates but may be terminated by the Company if certain conditions of the contract are violated. Although currently subject to draw down, many of the commitments do not necessarily represent future cash requirements. Collateral held relating to these commitments varies, but generally includes real estate, securities and cash.

**Table of Contents**

**BANK OF COMMERCE HOLDINGS AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
YEARS ENDED DECEMBER 31, 2007, 2006 AND 2005**

Standby letters of credit are conditional commitments issued by the Bank to guarantee the performance of a customer to a third party. Credit risk arises in these transactions from the possibility that a customer may not be able to repay the Bank upon default of performance. Collateral held for standby letters of credit is based on an individual evaluation of each customer's creditworthiness, but may include cash and securities.

Commitments to extend credit and standby letters of credit bear similar credit risk characteristics as outstanding loans.

**Litigation** The Company is subject to various pending and threatened legal actions arising in the ordinary course of business. The Company maintains reserves for losses from legal actions that are both probable and estimable. In the opinion of management the disposition of claims currently pending will not have a material effect on the Company's consolidated financial position or results of operations.

**18. REGULATORY MATTERS**

The Company and the Bank are subject to various regulatory capital requirements administered by the federal and state banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory and possibly additional discretionary actions by regulators that if undertaken, could have a direct material effect on the Company's and Consolidated Financial Statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Company and the Bank must meet specific capital guidelines that involve quantitative measures of their assets, liabilities and certain off-balance sheet items as calculated under regulatory accounting practices.

The capital amounts and the Bank's prompt corrective action classifications are also subject to qualitative judgments by the regulators about components, risk weightings and other factors. Prompt corrective action provisions are not applicable to Bank Holding Companies. Quantitative measures established by regulation to ensure capital adequacy require the Company and the Bank to maintain minimum amounts and ratios (set forth in the following table) of total and Tier 1 capital (as defined in the regulations) to risk-weighted assets and of Tier 1 capital to average assets. Management believes as of December 31, 2007 that the Company and the Bank met all capital adequacy requirements to which they are subject.

As of December 31, 2007, the most recent notification from the FDIC categorized the Bank as well capitalized under the regulatory framework for prompt corrective action. To be categorized as well capitalized, an institution must maintain minimum total risk-based, Tier 1 risk-based, and Tier 1 leverage ratios as set forth in the following table. There are no conditions or events since that notification that management believes have changed the Bank's category. The Company's and the Bank's actual capital amounts and ratios as of December 31, 2007 and 2006 are also presented in the table.

**Table of Contents**
**BANK OF COMMERCE HOLDINGS AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**YEARS ENDED DECEMBER 31, 2007, 2006 AND 2005**

			<b>For Capital Adequacy Purposes</b>		<b>To Be Categorized as Well Capitalized Under Prompt Corrective Action</b>	
	<b>Amount</b>	<b>Actual Ratio</b>	<b>Amount</b>	<b>Ratio</b>	<b>Amount</b>	<b>Ratio</b>
At December 31, 2007:						
<b>Company</b>						
Leverage capital (to average assets)	\$56,857,387	9.26%	\$19,800,000	4.00%	n/a	n/a
Tier 1 capital (to risk-weighted assets)	56,857,387	10.12%	16,734,380	4.00%	n/a	n/a
Total capital (to risk-weighted assets)	63,881,556	11.37%	33,468,760	8.00%	n/a	n/a
<b>Bank</b>						
Leverage capital (to average assets)	\$56,025,174	9.20%	\$19,783,694	4.00%	\$24,729,617	5.00%
Tier 1 capital (to risk-weighted assets)	56,025,174	9.97%	16,734,380	4.00%	25,101,570	6.00%
Total capital (to risk-weighted assets)	63,049,343	11.22%	33,468,760	8.00%	41,835,950	10.00%
At December 31, 2006:						
<b>Company</b>						
Leverage capital (to average assets)	\$54,583,400	9.38%	\$19,800,000	4.00%	n/a	n/a
Tier 1 capital (to risk-weighted assets)	54,583,400	11.52%	16,734,380	4.00%	n/a	n/a
Total capital (to risk-weighted assets)	60,154,942	12.64%	33,468,760	8.00%	n/a	n/a
<b>Bank</b>						
Leverage capital (to average assets)	\$54,389,449	9.54%	\$19,783,694	4.00%	\$24,729,617	5.00%
Tier 1 capital (to risk-weighted assets)	54,389,449	11.42%	16,734,380	4.00%	25,101,570	6.00%
Total capital (to risk-weighted assets)	59,690,992	12.54%	33,468,760	8.00%	41,835,950	10.00%

The principal sources of cash for the Holding Company are dividends from the Bank. Dividends from the Bank to the Holding Company are restricted under California law to the lesser of the Bank's retained earnings or the Bank's net income for the latest three fiscal years, less dividends previously declared during that period, or, with the approval of

California Superintendent of Banks, to the greater of the retained earnings of the Bank, the net income of the Bank for its last fiscal year, or the net income of the Bank for its current fiscal year. As of December 31, 2007, the maximum amount available for dividend distribution under this restriction was approximately \$12,103,965.

The Bank is subject to certain restrictions under the Federal Reserve Act, including restrictions on the extension of credit to affiliates. In particular, it is prohibited from lending to an affiliated company unless the loans are secured by specific types of collateral. Such secured loans and other advances from the subsidiaries are limited to 10 percent of the subsidiary's equity. No such loans or advances were outstanding during 2007 or 2006.

**Table of Contents**

**BANK OF COMMERCE HOLDINGS AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
YEARS ENDED DECEMBER 31, 2007, 2006 AND 2005  
19. FAIR VALUES OF FINANCIAL INSTRUMENTS**

The following methods and assumptions were used by the Company in estimating its fair value disclosures for financial instruments:

**Cash and cash equivalents** The carrying amounts reported in the consolidated balance sheets for cash and cash equivalents are a reasonable estimate of fair value.

**Securities** Fair values for securities are based on quoted market prices, where available. If quoted market prices are not available, fair values are based on quoted market prices of comparable instruments. Securities available-for-sale are carried at their aggregate fair value, while securities held-to-maturity are carried at amortized cost.

**Loans receivable** For variable-rate loans that reprice frequently and with no significant change in credit risk, fair values are based on carrying values. The fair values for fixed rate loans are estimated using discounted cash flow analysis, using interest rates currently being offered for loans with similar terms to borrowers of similar credit quality. The carrying amount of accrued interest receivable approximates its fair value.

**Commitments to extend credit and standby letters of credit** The fair value of commitments is the off-balance sheet amount of loan commitments and outstanding letters of credit.

**Federal Home Loan Bank borrowings** The fair value of borrowed funds is based on carrying amounts due to the short term nature of the borrowing.

**Junior subordinated debt payable to unconsolidated subsidiary grantor trust** The fair value of variable rate junior subordinated debt payable to subsidiary grantor trust is based on carrying amounts.

**Deposit liabilities** The fair values disclosed for demand deposits (e.g., interest and noninterest checking, passbook savings, and money market accounts) are, by definition, equal to the amount payable on demand at the reporting date (i.e., their carrying amounts). The 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 aggregated expected monthly maturities on time deposits. The carrying amount of accrued interest payable approximates its fair value.

**Securities purchased under agreements to resell** The fair value of securities purchased under agreements to resell is estimated by discounting the contractual cash flows under outstanding borrowings at rates prevailing in the marketplace today for similar borrowings, rates and collateral.

**Table of Contents****BANK OF COMMERCE HOLDINGS AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

YEARS ENDED DECEMBER 31, 2007, 2006 AND 2005

**Limitations** Fair value estimates are made at a specific point in time, based on relevant market information and other information about the financial instrument. These estimates do not reflect any premium or discount that could result from offering for sale at one time the Company's entire holdings of a particular financial instrument.

Because no market exists for a significant portion of the Company's financial instruments, fair value estimates are based on judgments regarding future expected loss experience, current economic conditions, risk characteristics of various financial instruments, and other factors.

These estimates are subjective in nature, involve uncertainties and matters of significant judgment, and therefore cannot be determined with precision. Changes in assumptions could significantly affect the estimates.

Fair value estimates are based on current on and off-balance sheet financial instruments without attempting to estimate the value of anticipated future business and the value of assets and liabilities that are not considered financial instruments. Other significant assets and liabilities that are not considered financial assets or liabilities include deferred tax assets and liabilities, and property, plant and equipment. In addition, the tax ramifications related to the realization of the unrealized gains and losses can have a significant effect on fair value estimates and have not been considered in any of the estimates.

The estimated fair values of the Company's financial instruments are approximately as follows:

	<b>December 31, 2007</b>	
	<b>Contract Amount</b>	<b>Carrying Amount</b>
		<b>Fair Value</b>
Financial Assets:		
Cash and cash equivalents		\$ 22,234,123
Securities		78,465,151
Loans, net		486,282,571
Accrued interest on loans		2,497,124
Accrued interest on securities		538,410
Financial Liabilities:		
Demand and savings		\$259,914,811
Fixed rate certificates		185,517,044
Variable certificates		28,199,442
Accrued interest payable		787,844
Securities sold under agreements to repurchase		15,513,211
Federal Home Loan Borrowings		60,000,000
Junior subordinated debt payable to unconsolidated subsidiary grantor trust		15,465,000
Off balance sheet financial instruments:		
Commitments to extend credit	\$ 192,815,902	\$ 192,815,902
Standby letters of credit	6,627,409	6,627,409
Guaranteed commitments outstanding	1,375,999	1,375,999

**Table of Contents**

**BANK OF COMMERCE HOLDINGS AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
YEARS ENDED DECEMBER 31, 2007, 2006 AND 2005

	<b>Contract Amount</b>	<b>December 31, 2006 Carrying Amount</b>	<b>Fair Value</b>
Financial Assets:			
Cash and cash equivalents		\$ 39,266,386	\$ 39,266,386
Securities		106,411,220	106,394,045
Loans, net		408,989,228	408,940,966
Accrued interest on loans		2,404,259	2,404,259
Accrued interest on securities		989,754	989,754
Financial Liabilities:			
Demand and savings		\$226,965,171	\$222,859,530
Fixed rate certificates		173,661,670	173,816,680
Variable certificates		38,780,888	38,780,888
Accrued interest payable		799,025	799,025
Securities sold under agreements to repurchase		37,116,610	37,116,610
Federal Home Loan Borrowings		40,000,000	40,000,000
Junior subordinated debt payable to unconsolidated subsidiary grantor trust		15,465,000	15,465,000
Off balance sheet financial instruments:			
Commitments to extend credit	\$ 158,296,132		\$ 158,296,132
Standby letters of credit	13,511,196		13,511,196
Guaranteed commitments outstanding	1,248,000		1,248,000



**Table of Contents**

**BANK OF COMMERCE HOLDINGS AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
YEARS ENDED DECEMBER 31, 2007, 2006 AND 2005

**20. BANK OF COMMERCE HOLDINGS (PARENT COMPANY ONLY) FINANCIAL INFORMATION**

	<b>December 31,</b>	
	<b>2007</b>	<b>2006</b>
<b>Condensed Balance Sheets</b>		
Assets:		
Cash	\$ 1,196,921	\$ 1,983,893
Time deposit with subsidiary	0	432,885
Cash and cash equivalents	1,196,921	2,416,778
Participation loans, net of allowance for loan and lease losses of \$38,850 in 2007 and \$18,900 in 2006	5,174,536	3,332,883
Investment in subsidiaries	56,070,932	54,512,570
Other assets	7,500	37,500
Total assets	\$ 62,449,889	\$ 60,299,731
Junior subordinated debt payable to unconsolidated subsidiary grantor trust	15,465,000	15,465,000
Other liabilities	821,042	918,481
Stockholders' equity	46,163,848	43,916,250
Total liabilities and stockholders' equity	\$ 62,449,889	\$ 60,299,731

	<b>Years Ended December 31,</b>		
	<b>2007</b>	<b>2006</b>	<b>2005</b>
<b>Condensed Statements of Income</b>			
Income:			
Interest on time deposit	\$ 53,488	\$ 93,167	\$ 79,931
Dividends from subsidiaries	6,738,029	4,641,352	514,307
	6,791,517	4,734,519	594,238
Expenses:	1,809,492	1,405,409	825,549
Income before income taxes and equity in undistributed net income of subsidiaries	4,982,025	3,329,110	(231,311)
Provision for income taxes	800	800	800
Income before equity in undistributed net income of subsidiaries	4,981,225	3,328,310	(232,111)
Equity in undistributed net income of subsidiaries	1,125,673	3,239,399	6,510,481

Net income	\$ 6,106,898	\$ 6,567,709	\$ 6,278,370
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78

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**Table of Contents**

**BANK OF COMMERCE HOLDINGS AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
YEARS ENDED DECEMBER 31, 2007, 2006 AND 2005

	<b>Years Ended December 31,</b>		
	<b>2007</b>	<b>2006</b>	<b>2005</b>
<b><u>Statements of Cash Flows</u></b>			
Cash flows from operating activities:			
Net income	\$ 6,106,898	\$ 6,567,709	6,278,370
Adjustments to reconcile net income to net cash provided by operating activities:			
Provision for loan losses	19,950	18,900	5,700
Compensation associated with stock options	32,637	7,672	5,784
Effect of changes in:			
Other Assets	30,000	30,000	30,000
Other Liabilities	(97,439)	134,958	20,399
Equity in undistributed net income of subsidiaries	(1,125,673)	(3,239,399)	(6,510,481)
Net cash provided by operating activities	4,966,373	3,519,840	(170,228)
Cash flows from investing activities:			
Investment in subsidiary trust	0	(155,000)	(310,000)
Capital contribution to Bank	0	0	(5,000,000)
Participation loan payments	272,058	0	0
Participation loan purchased	(1,861,603)	(981,523)	(2,014,736)
Net cash used by investing activities	(1,589,545)	(1,136,523)	(7,324,736)
Cash flows from financing activities:			
Equity transactions, net	(1,758,656)	(210,589)	467,000
Proceeds from unconsolidated subsidiary Grantor trust	0	0	10,310,000
Cash dividends	(2,838,029)	(2,650,320)	(1,550,715)
Net cash used by financing activities	(4,596,685)	(2,860,909)	9,226,285
(Decrease) Increase in cash and cash equivalents	(1,219,857)	(477,592)	1,731,321
Cash and cash equivalents at beginning of year	2,416,778	2,894,370	1,163,049
Cash and cash equivalents at end of year	\$ 1,196,921	\$ 2,416,778	\$ 2,894,370



**Table of Contents****BANK OF COMMERCE HOLDINGS AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

YEARS ENDED DECEMBER 31, 2007, 2006 AND 2005

**22. UNAUDITED QUARTERLY RESULTS****UNAUDITED QUARTERLY STATEMENTS OF INCOME DATA**

(Dollars in thousands, except per share data)

For the Quarter Ended

	<b>March 31, 2007</b>	<b>June 30, 2007</b>	<b>September 30, 2007</b>	<b>December 31, 2007</b>
Net interest income	\$ 5,327	\$ 5,461	\$ 5,641	\$ 5,584
Provision for loan losses	(6)	0	(115)	(3,170)
Noninterest income	498	618	526	2,893
Noninterest expense	(3,488)	(3,701)	(4,028)	(4,528)
Income before taxes	2,331	2,378	2,024	779
Provision for income tax	(844)	(778)	(693)	910
Net Income	\$ 1,487	\$ 1,600	\$ 1,331	\$ 1,689
Per common share:				
Basic earnings per share	\$ 0.17	\$ 0.18	\$ 0.15	\$ 0.19
Diluted earnings per share	\$ 0.17	\$ 0.18	\$ 0.15	\$ 0.18
Dividends per share	\$ 0.09	\$ 0.08	\$ 0.08	\$ 0.08

(Dollars in thousands, except per share data)

For the Quarter Ended

	<b>March 31, 2006</b>	<b>June 30, 2006</b>	<b>September 30, 2006</b>	<b>December 31, 2006</b>
Net interest income	\$ 5,413	\$ 5,674	\$ 5,530	\$ 5,418
Provision for loan losses	(11)	(143)	(72)	(0)
Noninterest income	448	512	428	541
Noninterest expense	(3,238)	(3,310)	(3,299)	(3,486)
Income before taxes	2,612	2,733	2,587	2,473
Provision for income tax	(1,020)	(1,044)	(915)	(858)
Net Income	\$ 1,592	\$ 1,689	\$ 1,672	\$ 1,615
Per common share:				
Basic earnings per share	\$ 0.19	\$ 0.19	\$ 0.19	\$ 0.18
Diluted earnings per share	\$ 0.18	\$ 0.19	\$ 0.19	\$ 0.18

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Dividends per share	\$ 0.08	\$ 0.07	\$ 0.07	\$ 0.07
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(Dollars in thousands, except per share data)

For the Quarter Ended

	<b>March 31, 2005</b>	<b>June 30, 2005</b>	<b>September 30, 2005</b>	<b>December 31, 2005</b>
Net interest income	\$ 4,856	\$ 4,861	\$ 5,125	\$ 5,395
Provision for loan losses	(177)	(177)	(88)	(6)
Noninterest income	542	548	515	519
Noninterest expense	(2,920)	(2,887)	(3,095)	(2,846)
Income before taxes	2,301	2,345	2,457	3,062
Provision for income tax	(925)	(874)	(897)	(1,191)
Net Income	\$ 1,376	\$ 1,471	\$ 1,560	\$ 1,871
Per common share:				
Basic earnings per share	\$ 0.16	\$ 0.17	\$ 0.18	\$ 0.22
Diluted earnings per share	\$ 0.16	\$ 0.16	\$ 0.18	\$ 0.21
Dividends per share	\$ 0.06	\$ 0.06	\$ 0.06	\$ 0.08

80

**Table of Contents**

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

There have been no changes in or disagreements with accountants or auditors on accounting and financial disclosure.

**ITEM 9A. CONTROLS AND PROCEDURES**

Under SEC rules 13a-15 and 15d-15, each issuer (Company) must maintain disclosure controls, procedures and internal control over financial reporting. Management is required to evaluate the effectiveness, as of the end of each fiscal year, of the Company's disclosure controls and procedures over financial reporting. Management's evaluation must be based on a suitable and recognized framework. Bank of Commerce Holdings management has adopted the widely accepted COSO (Committee of Sponsoring Organizations of the Treadway Commission) framework for its evaluation.

The SEC defines *internal control over financial reporting* as a process designed by, or under the supervision of, the Company's principal executive and financial officers or persons performing similar functions. The control process is effected by the Company's Board of Directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles (GAAP) in the United States of America. Internal control over financial reporting includes those policies and procedures that:

Pertain the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the issuer;

Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with GAAP, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and the Directors of the Company;

Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

Management evaluates the effectiveness of the Company's internal control over financial reporting primarily through periodic testing of *key controls*. The Institute of Internal Auditors defines a *key control* as follows: A key control is a control that, if it fails, means there is at least a reasonable likelihood that a material error in the financial statements could not be detected on a timely basis. Management identified twenty-two major operational processes of which forty-seven key operational controls were earmarked for testing. Under the information technology umbrella, nine major processes were identified and twenty-two key information systems controls were targeted for testing. Of the total sixty-nine key controls, 40% of the key controls were tested internally.

The testing scope included the following:

Minimum sample size was 5% of the transactions

Sample size drawn from transactions and activities through out 2007

Testing procedures included examination, inquiry, and observation, depending on the nature of the control being tested

It is important to note, that during the month of May 2007, walkthroughs of the Company key controls were performed. From a control standpoint, a walkthrough is the act of tracing a transaction through organizational records and procedures. Audit Standard No.5 defines a walkthrough as

**Table of Contents**

follows: In a walkthrough, the auditor traces a transaction from origination through the company's information systems until it is reflected in the Company's financial reports. Based on the lack of significant exceptions noted during the walkthrough process, the above testing was deemed appropriate.

Bank of Commerce Holdings management is responsible for establishing and maintaining adequate internal control over financial reporting per rule 13a-15(f) under the Securities Exchange Act of 1934. The Company's system of internal control is structured to provide reasonable assurance to our Board of Directors and management regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

Given its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. In addition, assumptions regarding any effectiveness evaluation to future periods are subject to risk that controls may become inadequate due to changes in conditions, or that the degree of compliance with the policies and procedures may deteriorate.

Management assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2007. In our assessment, we utilized the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission ( COSO ) in Internal Control Integrated Framework. Based on this criteria and our assessment, the CEO and CFO have concluded that the Company's disclosure controls and procedures are designed to ensure that information required to be disclosed by the Company in reports that it files or submits under the Securities and Exchange Act of 1934 is recorded, processed, summarized, and reported within the time periods specified in SEC rules and forms and are operating in an effective manner.

There were no significant changes in the Company's internal controls or in other factors that could significantly affect these controls subsequent to the date of their most recent evaluation.

**ITEM 9B. OTHER INFORMATION**

The registrant must disclose under this item any information required to be disclosed in a report on Form 8-K during the fourth quarter of the year covered by this Form 10-K, but not reported.

None to report.



**Table of Contents****PART III**

Certain information required by Part III is incorporated by reference to the Company's definitive Proxy Statement to be filed with the Securities and Exchange Commission in connection with the solicitation of proxies for the Company's 2008 Annual Meeting of Shareholders (the Proxy Statement).

**ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE****Executive Officers of the Registrant**

The executive officers of the Company and their ages as of December 31, 2007, are as follows:

Name	Age	Position(s)
Patrick J. Moty	51	President and Chief Executive Officer Redding Bank of Commerce and Director of Redding Bank of Commerce
Linda J. Miles	54	Executive Vice President, Chief Financial Officer and Assistant Secretary

*Patrick J. Moty* was born in 1957. Prior to his election as President and Chief Executive Officer, he served as Executive Vice President & Chief Credit Officer for the Company since December 2005. Prior to that, he served as the Company's Senior Vice President and Chief Credit Officer since 2000; Senior Vice President and Senior Loan Officer since 1998; Vice President and Senior Loan Officer since 1993; Vice President and Loan Officer since 1988; and Assistant Vice President and Loan Officer since 1987. Mr. Moty joined the company in 1985 as a Loan Officer following four years in lending at a large regional financial institution.

*Linda J. Miles* was born in 1953. She has served as Executive Vice President, Chief Financial Officer and Assistant Secretary of the Company since October 1989. Before joining the Company, Ms. Miles served as Senior Vice President and Chief Financial Officer for another independent bank. Ms. Miles serves on the Asset/Liability committee and attends audit, executive, and long range planning committee meetings of the Board of Directors.

**Audit Committee Information**

The Audit and Qualified Legal Compliance Committee is a standing audit committee of the Board of Directors established in accordance with Section 3(a)(58)(A) of the Securities Exchange Act of 1934. The Committee has five members: David H. Scott, Chairman; Harry L. Grashoff, Jr.; Russell L. Duclos; Lyle Tullis and Jon Halfhide, CPA. Each member is independent, as independence of audit committee members is defined by the NASDAQ National Market rules. The Board of Directors has determined, in its business judgment, that two members of the committee are financial experts as required by the Securities and Exchange Commission rules.

**Code of Ethics and Business Conduct**

The Company has adopted a Code of Ethics that applies to all of its directors, officers (including its Chief Executive Officer, Chief Financial Officer, Chief Accounting Officer, Director of Risk Management, Controller and any person performing similar functions) and employees. The Company has made the Code of ethics available on its website at <http://www.bankofcommerceholdings.com>.

**Table of Contents**

**Additional Information**

Additional information required by this section is incorporated by reference to the information in the section entitled Election of Directors and Executive Compensation in the 2008 Proxy Statement.

**ITEM 11. EXECUTIVE COMPENSATION**

The information required by this section is incorporated by reference to the information in the sections entitled Election of Directors Directors Compensation and Executive Compensation in the 2008 Proxy Statement.

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

The information required by this section is incorporated by reference to the information in the section entitled Security Ownership of Certain Beneficial Owners and Management in the Company's 2008 Proxy Statement.

**ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS.**

Some of the directors, officers and principal stockholders of the Company and their associates were customers of and had banking transactions with the Company in the ordinary course of the Company's business during 2007 and the Company expects to have such transactions in the future.

All loans and commitments included in such transactions were made in compliance with the applicable laws on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with other persons of similar creditworthiness, and in the opinion of the Company, did not involve more than a normal risk of collectibility or present other unfavorable features.

**ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES**

**Audit Fees**

The aggregate fees billed by Moss Adams LLP., for professional services rendered for the audit of the Company's annual financial statements for the fiscal years ended December 31, 2007 and 2006 and for the reviews of the financial statements included in the Company's Quarterly Reports on Form 10-Q for those fiscal years were \$152,290 and \$126,152 respectively.

**Audit-Related Fees**

Moss Adams LLP., did not render any professional services for information technology services relating to financial information systems design and implementation for the fiscal years ended December 31, 2007 and December 31, 2006.

**Tax Fees**

Moss Adams LLP., did not render any professional services for tax compliance, tax advice, or tax planning during 2007.

**All Other Fees**

The aggregate fees billed by Moss Adams LLP. for services rendered to the Company, other than the services described under Audit Fees and Audit-Related Fees and tax fees amount to \$0 and \$0 for the fiscal years December 31, 2007 and 2006, respectively.

**Table of Contents**

In discharging its oversight responsibility with respect to the audit process, the Audit Committee of the Board of Directors obtained from the independent auditors a formal written statement describing all relationships between the auditors and the Company that might bear on the auditors' independence consistent with Independence Standards Board Standard No.1, "Independence Discussions with Audit Committees", discussed with the auditors any relationships that may impact their objectivity and independence and satisfied itself as to the auditors' independence. The Committee also discussed with management and the independent auditors the quality and adequacy of Bank of Commerce Holdings' internal controls and the outsourced audit functions, responsibilities, budgeting and staffing. The Committee reviewed with the independent auditors their audit plans, audit scope and identification of audit risks. The Committee discussed and reviewed with the independent auditors all communications required by auditing standards generally accepted in the United States of America, including those described in Statement on Auditing Standards No. 61, as amended, "Communication with Audit Committees", and discussed and reviewed the results of the independent auditor's audit of the financial statements. The Committee also discussed the results of the internal audit examinations.

**Table of Contents**

**PART IV**

**ITEM 15. EXHIBITS, FINANCIAL STATEMENTS AND SCHEDULES**

(a) The following documents are filed as a part of this Form 10-K:

(1) Financial Statements:

Reference is made to the Index to Consolidated Financial Statements under Item 8 in Part II of this Form 10-K.

(2) Financial Statement Schedules:

All schedules are omitted because they are not applicable or the required information is shown in the financial statements or notes thereto.

(3) Exhibits:

Exhibit Number	Description of Document
3.1	Articles of Incorporation, as amended filed 12/4/1998.*
3.2	Bylaws, as amended filed 05/15/2007.*
4.1	Specimen Common Stock Certificate filed 12/4/1998.*
10.1	Office Building Lease by and between David and Maria Wong and Redding Bank of Commerce dated June 10, 1998 filed 12/4/1998.*
10.2	Office Building Lease between Garian Partnership/First Avenue Square and Redding Bank of Commerce dated July 16, 1998 filed 12/4/1998.*
10.3	1998 Stock Option Plan filed 12/4/1998.*
10.4	Form of Incentive Stock Option Agreement used in connection with 1998 Stock Option Plan filed 12/4/1998.*
10.5	Form of Nonstatutory Stock Option Agreement used in connection with 1998 Stock Option Plan filed 12/4/1998.*
10.7	Directors Deferred Compensation Plan filed 12/4/1998.*
10.8	Form of Deferred Compensation Agreement Used In Connection With Directors Deferred Compensation Plan filed 12/4/1998.*
10.9	Merchant Services Agreement dated as of April 1, 1993, between Cardservice International, Inc. and Redding Bank of Commerce, as amended filed 12/4/1998 Fifth Amendment filed 4/4/2001.*
10.10	Employment contracts dated April 2001 filed 9/27/2001.*
10.11	Affiliated Business Arrangement Agreement filed 8/20/2004*
10.12	Office building lease by and between Wainright #3 Partners and Redding Bank of Commerce dated 9/23/2005 and filed 9/26/2005*
10.13	Amendment to Employment contracts dated April 2001, filed 12/20/2005*

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10.14	Change in Control Agreements filed on 12/21/2005*
10.15	Salary Continuation Blais filed on 12/19/2006*
10.16	Salary Continuation Moty filed on 12/19/2006*
10.17	Salary Continuation Eslick filed on 12/19/2006*
10.18	Employment Agreement Mayer filed on 12/29/06*
10.19	Employment Agreement Miles filed on 12/29/06*
10.20	Salary Continuation Mayer filed on 12/29/06*
10.21	Salary Continuation Miles filed on 12/29/06*
10.22	Employment Agreement Moty filed on 9/28/07*
10.23	Salary Continuation Moty filed on 9/28/07*
11.1	Statement re: Computation of Earnings per Share (see page 56).
14.0	RBC Code of Ethics filed on 2/26/2003*
16.1	Letter on Change in Certifying Accountants filed 12/4/1998. *
21.1	Subsidiaries of the Company filed 12/4/1998. *
23.1	Consent of Moss Adams LLP
24.1	Power of Attorney (see page 87)
31.1	Rule 13a-14(a)/15d-14(a) Certification of the Company's Chief Executive Officer.
31.2	Rule 13a-14(a)/15d-14(a) Certification of the Company's Chief Financial Officer.
32.1	Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

\* Previously filed  
with the  
Company's  
Registration  
Statement on  
Form 10 and by  
the Company's  
filing of reports  
on Form 8-K.

(b) Reports on Form 8-K:

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on March 7, 2008.

**BANK OF COMMERCE HOLDINGS**

By /s/ Patrick J. Moty  
Patrick J. Moty  
President, Chief Executive  
Officer and Director of Redding Bank of  
Commerce

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Patrick J. Moty and Linda J. Miles, and each of them, his or her true and lawful attorneys-in-fact, each with full power of substitution, for him or her in any and all capacities, to sign any amendments to this report on Form 10-K and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact or their substitute or substitutes may do or cause to be done by virtue hereof.

**Table of Contents**

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Company and in the capacities and on the dates indicated:

Name	Title	Date
/s/ Patrick J. Moty	President, Chief Executive Officer Redding Bank of Commerce and Director of Redding Bank of Commerce	March 14, 2008
Patrick J. Moty		
/s/ Linda J. Miles	Executive Vice President and Chief Financial Officer and Assistant Secretary (Principal Financial and Accounting Officer)	March 14, 2008
Linda J. Miles		
/s/ Harry L. Grashoff, Jr.	Chairman of the Board	March 14, 2008
Harry L. Grashoff, Jr.		
/s/ Welton L. Carrel	Director	March 14, 2008
Welton L. Carrel		
/s/ Russell L. Duclos	Director	March 14, 2008
Russell L. Duclos		
/s/ John C. Fitzpatrick	Director	March 14, 2008
John C. Fitzpatrick		
/s/ Kenneth R. Gifford, Jr.	Director	March 14, 2008
Kenneth R. Gifford, Jr.		
/s/ David H. Scott	Director	March 14, 2008
David H. Scott		
/s/ Lyle L. Tullis	Director	March 14, 2008
Lyle L. Tullis		
/s/ Jon Halfhide	Director	March 14, 2008
Jon Halfhide		
/s/ Orin Bennett	Director	March 14, 2008
Orin Bennett		





**Table of Contents**

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