

**State of California
Department of Business Oversight**



***36th Annual
Executive Officer and Director
Compensation Survey***

As of June 30, 2013

CHIEF EXECUTIVE OFFICER
SUMMARY DATA AS OF JUNE 30, 2013

BANK ASSET SIZE
(In millions)

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

	Under \$100	\$100 - \$249	\$250 - \$499	\$500 - \$999	Over \$1,000
Participating Banks	8	30	20	18	21
Average Assets (000)	\$85,226	\$153,320	\$401,844	\$683,156	\$7,891,096
Median Assets (000)	\$88,894	\$150,685	\$424,268	\$610,080	\$2,200,000
Number of Filled Positions	8	29	20	18	21
Average Base Salary	\$191,553	\$213,554	\$244,149	\$296,208	\$505,718
Percent Receiving a Bonus	12.50%	51.72%	60.00%	77.78%	85.71%
Average Bonus	\$35,000	\$56,257	\$99,782	\$113,482	\$591,480
Bonus*: Tied to Profits	100.00%	53.33%	58.33%	71.43%	66.67%
Tied to Salary		40.00%	50.00%	50.00%	50.00%
Tied to Risk Measures	100.00%	13.33%	58.33%	35.71%	38.89%
Tied to Other	100.00%	53.33%	108.33%	50.00%	55.56%
Signing Bonus Paid				11.11%	14.29%
Average Signing Bonus				\$33,400	\$80,000
Percent under Contract	62.50%	65.52%	60.00%	77.78%	71.43%
Stock Options as a % of Total Outstanding Shares:					
None	12.50%	27.59%	15.00%	27.78%	38.10%
To 2.49%	37.50%	37.93%	55.00%	55.56%	47.62%
2.50% to 4.99%	12.50%	31.03%	25.00%	5.56%	9.52%
5.00% to 7.49%	37.50%	3.45%	5.00%	11.11%	
7.50% to 9.99%					
10.00% and over					4.76%
Options qualified under IRC 422	75.00%	58.62%	70.00%	72.22%	42.86%
Benefits:					
Auto*: Provided		6.90%	10.00%	5.56%	4.76%
Monthly Allowance	87.50%	62.07%	55.00%	38.89%	38.10%
Mileage		3.45%	15.00%	11.11%	9.52%
Other	12.50%	17.24%	5.00%	27.78%	14.29%
Country club dues paid	37.50%	48.28%	50.00%	55.56%	
Formal Profit Sharing		6.90%	10.00%	33.33%	19.05%
Qualified E.S.O.P.	50.00%	44.83%	55.00%	44.44%	38.10%
Non-qualified E.S.O.P.	12.50%	17.24%	20.00%	38.89%	19.05%
Pension/401K	100.00%	100.00%	90.00%	83.33%	95.24%
Non-qualified pension plan	12.50%	13.79%	20.00%	44.44%	47.62%
Severance package	50.00%	62.07%	60.00%	55.56%	47.62%
Restricted stock	12.50%	20.69%	35.00%	27.78%	47.62%
Restricted stock options		3.45%	15.00%	5.56%	9.52%
Phantom stock options			5.00%	5.56%	4.76%
Stock appreciation rights		3.45%	10.00%	5.56%	
Other	12.50%	24.14%	15.00%	16.67%	28.57%
If the officer receives incentive compensation, please indicate what measures the bank has taken to balance risk and financial results					
Risk adjustment of awards	37.50%	27.59%	45.00%	33.33%	47.62%
Deferral of payments (clawback)	25.00%	13.79%	20.00%	27.78%	38.10%
Longer performance periods	25.00%	17.24%	25.00%	5.56%	28.57%
Reduced sensitivity to short term performance	12.50%	24.14%	15.00%	11.11%	23.81%
Other		3.45%	10.00%	11.11%	23.81%
Please indicate what measures the bank has taken to balance risk and financial results for other officers in a revenue producing capacity					
Risk adjustment of awards	37.50%	31.03%	45.00%	38.89%	42.86%
Deferral of payments (clawback)	25.00%	13.79%	25.00%	38.89%	42.86%
Longer performance periods	25.00%	17.24%	25.00%	11.11%	33.33%
Reduced sensitivity to short term performance	12.50%	20.69%	15.00%	11.11%	19.05%
Other		6.90%	15.00%	5.56%	19.05%

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

CHIEF EXECUTIVE OFFICER
SUMMARY DATA AS OF JUNE 30, 2013

BASE ANNUAL SALARY (in Thousands)	BANK ASSET SIZE (Million Dollars)					TOTAL
	Under \$100	\$100 - \$249	\$250 - \$499	\$500 - \$999	Over \$1,000	
Under \$100						
100 - 109						
110 - 119						
120 - 129						
130 - 139		3.45%	5.00%			2.08%
140 - 149						
150 - 159			5.00%			1.04%
160 - 169	25.00%					2.08%
170 - 179		6.90%				2.08%
180 - 189	12.50%	10.34%	5.00%			5.21%
190 - 199	25.00%	10.34%	10.00%			7.29%
200 - 209	12.50%	24.14%	5.00%			9.38%
210 - 219	12.50%	6.90%	5.00%			4.17%
220 - 229	12.50%	6.90%	10.00%	5.56%		6.25%
230 - 239		13.79%		5.56%		5.21%
240 - 249		3.45%	5.00%	5.56%		3.13%
250 - 259		3.45%	5.00%	5.56%		3.13%
260 - 269			10.00%		4.76%	3.13%
270 - 279		3.45%	10.00%	22.22%	4.76%	8.33%
280 - 289		3.45%				1.04%
290 - 299		3.45%				1.04%
300 - 309			10.00%	16.67%		5.21%
310 - 319				16.67%	4.76%	4.17%
320 - 329			5.00%	11.11%		3.13%
330 - 339			10.00%	5.56%		3.13%
340 - 349						
350 - 359					9.52%	2.08%
360 - 369					9.52%	2.08%
370 - 379						
380 - 389						
390 - 399						
400 - 499				5.56%	42.86%	10.42%
500 - 599						
600 - 699						
700 - 799					9.52%	2.08%
800 - 899					4.76%	1.04%
900 - 999						
\$1 million and over					9.52%	2.08%
Total positions	8	29	20	18	21	96
Average base salary	\$191,553	\$213,554	\$244,149	\$296,208	\$505,718	
Median salary	\$194,189	\$205,000	\$248,000	\$300,000	\$425,000	
Salary Low Range:	\$160,000	\$130,000	\$133,467	\$223,866	\$264,000	
Salary High Range:	\$225,000	\$290,000	\$334,750	\$450,000	\$1,250,009	

CHIEF EXECUTIVE OFFICER
SUMMARY DATA AS OF JUNE 30, 2013

	Region I Northern California	Region II Bay Area	Region III LA/Orange	Region IV Southern California
Participating Banks	27	19	32	19
Average Assets (000)	\$503,084	\$5,894,308	\$1,882,847	\$289,573
Median Assets (000)	\$466,839	\$430,000	\$504,490	\$176,000
Number of Filled Positions	27	18	32	19
Average Base Salary	\$262,622	\$367,413	\$323,232	\$237,509
Median Salary	\$273,000	\$265,000	\$275,000	\$214,912
Percent Receiving a Bonus	66.67%	66.67%	62.50%	52.63%
Average Bonus	\$103,539	\$474,901	\$292,679	\$89,554
Bonus*: Tied to Profits	37.04%	44.44%	40.63%	36.84%
Tied to Salary	37.04%	38.89%	21.88%	21.05%
Tied to Risk Measures	25.93%	38.89%	15.63%	15.79%
Tied to Other	40.74%	38.89%	46.88%	31.58%
Signing Bonus Paid			6.25%	10.53%
Average Signing Bonus			\$97,500	\$52,500
Percent under Contract	77.78%	66.67%	65.63%	57.89%
Stock Options as a % of Total Outstanding Shares:				
None	22.22%	27.78%	34.38%	15.79%
To 2.49%	51.85%	50.00%	40.63%	47.37%
2.50% to 4.99%	22.22%	22.22%	6.25%	31.58%
5.00% to 7.49%	3.70%		15.63%	5.26%
7.50% to 9.99%				
10.00% and over			3.13%	
Options qualified under IRC 422	59.26%	55.56%	50.00%	57.89%
Benefits:				
Auto*: Provided	3.70%	11.11%	9.38%	
Monthly Allowance	51.85%	61.11%	43.75%	63.16%
Mileage	7.41%	22.22%	3.13%	5.26%
Other	44.44%	11.11%	57.69%	23.81%
Country club dues paid	62.96%	55.56%	43.75%	94.74%
Formal Profit Sharing	22.22%	16.67%	9.38%	10.53%
Qualified E.S.O.P.	44.44%	50.00%	43.75%	47.37%
Non-qualified E.S.O.P.	22.22%	33.33%	18.75%	15.79%
Pension/401K	100.00%	88.89%	87.50%	100.00%
Non-qualified pension plan	44.44%	22.22%	25.00%	15.79%
Severance package	59.26%	55.56%	56.25%	52.63%
Restricted stock	22.22%	44.44%	31.25%	26.32%
Restricted stock options	7.41%	11.11%	3.13%	10.53%
Phantom stock options	3.70%	5.56%		5.26%
Stock appreciation rights	3.70%		3.13%	10.53%
Other	25.93%	22.22%	12.50%	26.32%
If the officer receives incentive compensation, please indicate what measures the bank has taken to balance risk and financial results:				
Risk adjustment of awards	44.44%	50.00%	31.25%	26.32%
Deferral of payments (clawback)	37.04%	38.89%	9.38%	15.79%
Longer performance periods	18.52%	16.67%	28.13%	10.53%
Reduced sensitivity to short term performance	29.63%	16.67%	15.63%	10.53%
Other	14.81%	5.56%	12.50%	5.26%
Please indicate what measures the bank has taken to balance risk and financial results for other officers in a revenue producing capacity:				
Risk adjustment of awards	37.04%	57.89%	34.38%	26.32%
Deferral of payments (clawback)	40.74%	42.11%	15.63%	21.05%
Longer performance periods	25.93%	15.79%	28.13%	10.53%
Reduced sensitivity to short term performance	25.93%	10.53%	15.63%	10.53%
Other				

CHIEF FINANCIAL OFFICER
SUMMARY DATA AS OF JUNE 30, 2013

BANK ASSET SIZE
(In millions)

Participating Banks	8	30	20	18	21
Average Assets (000)	\$85,226	\$153,320	\$401,844	\$683,156	\$7,891,096
Median Assets (000)	\$88,894	\$150,685	\$424,268	\$610,080	\$2,200,000
Number of Filled Positions	8	30	20	18	21
Average Base Salary	\$146,781	\$150,031	\$173,949	\$180,720	\$287,698
Percent Receiving a Bonus	25.00%	60.00%	85.00%	72.22%	85.71%
Average Bonus	\$22,500	\$22,124	\$31,182	\$52,098	\$171,450
Bonus*: Tied to Profits	50.00%	55.56%	52.94%	76.92%	50.00%
Tied to Salary		38.89%	47.06%	61.54%	55.56%
Tied to Risk Measures	50.00%	16.67%	52.94%	38.46%	33.33%
Tied to Other	100.00%	44.44%	94.12%	53.85%	66.67%
Signing Bonus Paid		3.33%			9.52%
Average Signing Bonus		\$20,000			\$26,250
Percent under Contract	50.00%	43.33%	45.00%	44.44%	33.33%
Stock Options as a % of Total Outstanding Shares:					
None	25.00%	40.00%	25.00%	38.89%	38.10%
To 2.49%	75.00%	60.00%	75.00%	61.11%	52.38%
2.50% to 4.99%					4.76%
5.00% to 7.49%					
7.50% to 9.99%					
10.00% and over					4.76%
Options qualified under IRC 422	62.50%	50.00%	55.00%	66.67%	42.86%
Benefits:					
Auto*: Provided	25.00%	23.33%	20.00%	16.67%	14.29%
Monthly Allowance	62.50%	46.67%	65.00%	50.00%	47.62%
Mileage	12.50%	16.67%	5.00%	27.78%	14.29%
Other		13.33%	5.00%	11.11%	23.81%
Country club dues paid		13.33%	5.00%	22.22%	
Formal Profit Sharing		6.67%	10.00%	33.33%	14.29%
Qualified E.S.O.P.	50.00%	50.00%	50.00%	38.89%	33.33%
Non-qualified E.S.O.P.	12.50%	6.67%	15.00%	22.22%	19.05%
Pension/401K	100.00%	96.67%	95.00%	83.33%	95.24%
Non-qualified pension plan		10.00%	15.00%	38.89%	47.62%
Severance package	25.00%	33.33%	50.00%	44.44%	28.57%
Restricted stock	12.50%	16.67%	35.00%	22.22%	47.62%
Restricted stock options		3.33%	15.00%	5.56%	9.52%
Phantom stock options			5.00%	5.56%	4.76%
Stock appreciation rights		3.33%	10.00%	5.56%	
Other	12.50%	20.00%	5.00%	16.67%	28.57%
If the officer receives incentive compensation, please indicate what measures the bank has taken to balance risk and financial results					
Risk adjustment of awards	37.50%	23.33%	45.00%	33.33%	42.86%
Deferral of payments (clawback)	25.00%	13.33%	25.00%	22.22%	38.10%
Longer performance periods	25.00%	16.67%	25.00%	5.56%	23.81%
Reduced sensitivity to short term performance	12.50%	23.33%	15.00%	11.11%	23.81%
Other		3.33%	5.00%	11.11%	23.81%

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

CHIEF FINANCIAL OFFICER
SUMMARY DATA AS OF JUNE 30, 2013

BASE ANNUAL SALARY (in Thousands)	BANK ASSET SIZE (Million Dollars)					TOTAL
	Under \$100	\$100 - \$249	\$250 - \$499	\$500 - \$999	Over \$1,000	
Under \$100						
100 - 109		6.67%	5.00%			3.09%
110 - 119		6.67%				2.06%
120 - 129	12.50%	10.00%				4.12%
130 - 139	25.00%	10.00%	5.00%	11.11%		8.25%
140 - 149	12.50%	10.00%				4.12%
150 - 159	12.50%	10.00%	15.00%	11.11%		9.28%
160 - 169	37.50%	20.00%	20.00%	22.22%		17.53%
170 - 179		13.33%	20.00%	11.11%		10.31%
180 - 189		13.33%	15.00%	5.56%	4.76%	9.28%
190 - 199			5.00%	16.67%		4.12%
200 - 209			5.00%	5.56%		2.06%
210 - 219				5.56%	4.76%	2.06%
220 - 229			5.00%	5.56%	14.29%	5.15%
230 - 239						
240 - 249					14.29%	3.09%
250 - 259			5.00%		14.29%	4.12%
260 - 269						
270 - 279					4.76%	1.03%
280 - 289				5.56%	4.76%	2.06%
290 - 299					4.76%	1.03%
300 - 309						
310 - 319					4.76%	1.03%
320 - 329						
330 - 339					9.52%	2.06%
340 - 349						
350 - 359						
360 - 369						
370 - 379					9.52%	2.06%
380 - 389						
390 - 399						
400 - 409					4.76%	1.03%
410 - 419						
420 - 429						
430 - 439						
440 - 449						
450 - 459						
460 - 469						
470 - 479						
480 - 489						
490 - 499						
500 and over					4.76%	1.03%
Total positions	8	30	20	18	21	97
Average base salary	\$146,781	\$150,031	\$173,949	\$180,720	\$287,698	
Median salary	\$145,190	\$156,750	\$170,000	\$176,930	\$255,000	
Salary Low Range:	\$125,000	\$100,000	\$119,623	\$132,000	\$181,000	
Salary High Range:	\$167,644	\$187,500	\$250,000	\$282,000	\$520,000	

CHIEF FINANCIAL OFFICER
SUMMARY DATA AS OF JUNE 30, 2013

	Region I Northern California	Region II Bay Area	Region III LA/Orange	Region IV Southern California
Participating Banks	27	19	32	19
Average Assets (000)	503,084	5,894,308	1,882,847	289,573
Median Assets (000)	466,839	430,000	504,490	176,000
Number of Filled Positions	27	19	32	19
Average Base Salary	\$171,055	\$212,799	\$207,271	\$166,025
Median Salary	\$167,644	\$180,000	\$175,500	\$165,000
Percent Receiving a Bonus	70.37%	78.95%	75.00%	52.63%
Average Bonus	\$41,880	\$133,121	\$69,628	\$27,308
Bonus*: Tied to Profits	37.04%	47.37%	40.63%	36.84%
Tied to Salary	37.04%	42.11%	34.38%	21.05%
Tied to Risk Measures	25.93%	36.84%	21.88%	15.79%
Tied to Other	48.15%	36.84%	59.38%	31.58%
Signing Bonus Paid	3.70%			10.53%
Average Signing Bonus	\$2,500			\$35,000
Percent under Contract	48.15%	57.89%	31.25%	36.84%
Stock Options as a % of Total Outstanding Shares:				
None	33.33%	31.58%	50.00%	26.32%
To 2.49%	66.67%	68.42%	46.88%	73.68%
2.50% to 4.99%				
5.00% to 7.49%				
7.50% to 9.99%				
10.00% and over			3.13%	
Options qualified under IRC 422	51.85%	52.63%	43.75%	47.37%
Benefits:				
Auto*: Provided	11.11%	15.79%	21.88%	31.58%
Monthly Allowance	55.56%	52.63%	53.13%	47.37%
Mileage	18.52%	21.05%	9.38%	15.79%
Other				
Country club dues paid	29.63%	15.79%	6.25%	94.74%
Formal Profit Sharing	22.22%	15.79%	6.25%	10.53%
Qualified E.S.O.P.	44.44%	47.37%	37.50%	52.63%
Non-qualified E.S.O.P.	11.11%	21.05%	15.63%	10.53%
Pension/401K	100.00%	84.21%	90.63%	100.00%
Non-qualified pension plan	37.04%	26.32%	18.75%	10.53%
Severance package	37.04%	42.11%	31.25%	42.11%
Restricted stock	18.52%	42.11%	28.13%	26.32%
Restricted stock options	3.70%	10.53%	6.25%	10.53%
Phantom stock options	3.70%	5.26%		5.26%
Stock appreciation rights	3.70%		3.13%	10.53%
Other	22.22%	21.05%	9.38%	21.05%
If the officer receives incentive compensation, please indicate what measures the bank has taken to balance risk and financial results:				
Risk adjustment of awards	44.44%	42.11%	28.13%	26.32%
Deferral of payments (clawback)	37.04%	36.84%	9.38%	15.79%
Longer performance periods	18.52%	10.53%	28.13%	10.53%
Reduced sensitivity to short term performance	29.63%	15.79%	15.63%	10.53%
Other	11.11%	5.26%	12.50%	5.26%

SENIOR LOAN OFFICER
SUMMARY DATA AS OF JUNE 30, 2013

BANK ASSET SIZE
(In millions)

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

	Under \$100	\$100 - \$249	\$250 - \$499	\$500 - \$999	Over \$1,000
Participating Banks	8	30	20	18	21
Average Assets (000)	85,226	153,320	401,844	683,156	7,891,096
Median Assets (000)	88,894	150,685	424,268	610,080	2,200,000
Number of Filled Positions	7	27	20	18	19
Average Base Salary	\$150,645	\$149,804	\$173,880	\$178,286	\$238,846
Percent Receiving a Bonus	28.57%	48.15%	85.00%	83.33%	84.21%
Average Bonus	\$20,000	\$20,858	\$30,353	\$44,206	\$143,574
Bonus*: Tied to Profits	50.00%	44.44%	52.94%	84.62%	44.44%
Tied to Salary		33.33%	47.06%	61.54%	50.00%
Tied to Risk Measures	50.00%	16.67%	52.94%	46.15%	33.33%
Tied to Other	100.00%	27.78%	94.12%	61.54%	72.22%
Signing Bonus Paid		3.70%		11.11%	21.05%
Average Signing Bonus		\$4,500		\$27,500	\$114,581
Percent under Contract	57.14%	48.15%	35.00%	38.89%	
Stock Options as a % of Total Outstanding Shares:					
None	28.57%	40.74%	35.00%	33.33%	42.11%
To 2.49%	71.43%	59.26%	65.00%	66.67%	52.63%
2.50% to 4.99%					
5.00% to 7.49%					
7.50% to 9.99%					
10.00% and over					5.26%
Options qualified under IRC 422	57.14%	55.56%	55.00%	72.22%	42.11%
Benefits:					
Auto*: Provided	28.57%	18.52%	25.00%	16.67%	10.53%
Monthly Allowance	71.43%	66.67%	65.00%	50.00%	57.89%
Mileage		7.41%	5.00%	16.67%	15.79%
Other		11.11%	5.00%	22.22%	21.05%
Country club dues paid	42.86%	14.81%	20.00%	27.78%	
Formal Profit Sharing		7.41%	10.00%	33.33%	10.53%
Qualified E.S.O.P.	42.86%	51.85%	50.00%	44.44%	36.84%
Non-qualified E.S.O.P.	14.29%	11.11%	15.00%	22.22%	15.79%
Pension/401K	100.00%	96.30%	95.00%	83.33%	94.74%
Non-qualified pension plan		3.70%	10.00%	33.33%	47.37%
Severance package	42.86%	44.44%	45.00%	44.44%	26.32%
Restricted stock	14.29%	18.52%	35.00%	27.78%	47.37%
Restricted stock options		3.70%	20.00%	5.56%	10.53%
Phantom stock options			5.00%	5.56%	5.26%
Stock appreciation rights			10.00%	5.56%	
Other	14.29%	14.81%	5.00%	16.67%	26.32%
If the officer receives incentive compensation, please indicate what measures the bank has taken to balance risk and financial results					
Risk adjustment of awards	42.86%	29.63%	45.00%	33.33%	52.63%
Deferral of payments (clawback)	28.57%	14.81%	25.00%	22.22%	36.84%
Longer performance periods	28.57%	18.52%	25.00%	5.56%	21.05%
Reduced sensitivity to short term performance	14.29%	22.22%	15.00%	11.11%	21.05%
Other		3.70%	5.00%	11.11%	21.05%

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

SENIOR LOAN OFFICER
SUMMARY DATA AS OF JUNE 30, 2013

BASE ANNUAL SALARY (in Thousands)	BANK ASSET SIZE (Million Dollars)					TOTAL
	Under \$100	\$100 - \$249	\$250 - \$499	\$500 - \$999	Over \$1,000	
Under \$100					10.53%	2.20%
100 - 109		7.41%	5.00%			3.30%
110 - 119		7.41%				2.20%
120 - 129	14.29%	7.41%	5.00%			4.40%
130 - 139	14.29%	3.70%	5.00%			3.30%
140 - 149	14.29%	11.11%	5.00%	5.56%		6.59%
150 - 159	28.57%	22.22%		22.22%		13.19%
160 - 169	14.29%	22.22%	25.00%	16.67%		16.48%
170 - 179	14.29%	7.41%	5.00%	16.67%		7.69%
180 - 189		11.11%	20.00%	5.56%		8.79%
190 - 199			15.00%	11.11%		5.49%
200 - 209			5.00%	11.11%	26.32%	8.79%
210 - 219					10.53%	2.20%
220 - 229			5.00%	5.56%	5.26%	3.30%
230 - 239					10.53%	2.20%
240 - 249				5.56%	5.26%	2.20%
250 - 259			5.00%		10.53%	3.30%
260 - 269						
270 - 279						
280 - 289						
290 - 299						
300 - 309					5.26%	1.10%
310 - 319					5.26%	1.10%
320 - 329						
330 - 339						
340 - 349						
350 - 359						
360 - 369						
370 - 379						
380 - 389						
390 - 399						
400 - 409					5.26%	1.10%
410 - 419						
420 - 429						
430 - 439						
440 - 449						
450 - 459					5.26%	1.10%
460 - 469						
470 - 479						
480 - 489						
490 - 499						
500 and over						
Total Positions	7	27	20	18	19	91
Average Salary	\$150,645	\$149,804	\$173,880	\$178,286	\$238,846	
Median salary	\$156,818	\$152,250	\$175,000	\$171,700	\$220,000	
Salary Low Range:	\$128,235	\$103,000	\$101,131	\$141,000	\$86,640	
Salary High Range:	\$170,000	\$187,500	\$250,000	\$240,000	\$450,000	

SENIOR LOAN OFFICER
SUMMARY DATA AS OF JUNE 30, 2013

	Region I Northern California	Region II Bay Area	Region III LA/Orange	Region IV Southern California
Participating Banks	27	19	32	19
Average Assets (000)	503,084	5,894,308	1,882,847	289,573
Median Assets (000)	466,839	430,000	504,490	176,000
Number of Filled Positions	26	19	29	17
Average Base Salary	\$156,800	\$203,631	\$189,234	\$170,028
Median Salary	\$156,023	\$183,214	\$180,000	\$165,000
Percent Receiving a Bonus	73.08%	73.68%	75.86%	47.06%
Average Bonus	\$41,880	\$133,121	\$69,628	\$27,308
Bonus*: Tied to Profits	42.31%	36.84%	44.83%	35.29%
Tied to Salary	38.46%	36.84%	34.48%	23.53%
Tied to Risk Measures	30.77%	36.84%	24.14%	17.65%
Tied to Other	46.15%	42.11%	65.52%	29.41%
Signing Bonus Paid	3.85%		13.79%	11.76%
Average Signing Bonus	\$5,000		\$115,831	\$24,750
Percent under Contract	46.15%	57.89%	34.48%	29.41%
Stock Options as a % of Total Outstanding Shares:				
None	38.46%	31.58%	44.83%	29.41%
To 2.49%	61.54%	68.42%	51.72%	70.59%
2.50% to 4.99%				
5.00% to 7.49%				
7.50% to 9.99%				
10.00% and over			3.45%	
Options qualified under IRC 422	50.00%	52.63%	48.28%	52.94%
Benefits:				
Auto*: Provided	19.23%	15.79%	17.24%	23.53%
Monthly Allowance	57.69%	63.16%	65.52%	58.82%
Mileage	11.54%	15.79%	6.90%	5.88%
Other				
Country club dues paid	42.31%	15.79%	10.34%	94.12%
Formal Profit Sharing	23.08%	15.79%	3.45%	11.76%
Qualified E.S.O.P.	38.46%	47.37%	44.83%	58.82%
Non-qualified E.S.O.P.	15.38%	15.79%	17.24%	11.76%
Pension/401K	100.00%	84.21%	89.66%	100.00%
Non-qualified pension plan	30.77%	21.05%	20.69%	
Severance package	42.31%	47.37%	27.59%	52.94%
Restricted stock	23.08%	42.11%	27.59%	29.41%
Restricted stock options	7.69%	10.53%	6.90%	11.76%
Phantom stock options	3.85%	5.26%		5.88%
Stock appreciation rights	3.85%		3.45%	5.88%
Other	19.23%	21.05%	6.90%	17.65%
If the officer receives incentive compensation, please indicate what measures the bank has taken to balance risk and financial results				
Risk adjustment of awards	42.31%	47.37%	34.48%	29.41%
Deferral of payments (clawback)	34.62%	36.84%	6.90%	17.65%
Longer performance periods	19.23%	10.53%	27.59%	11.76%
Reduced sensitivity to short term performance	30.77%	15.79%	13.79%	5.88%
Other	11.54%	5.26%	10.34%	5.88%

DEMOGRAPHIC DATA
SUMMARY DATA AS OF JUNE 30, 2012

BANK ASSET SIZE
(In millions)

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

Participating Banks

Chief Executive Officer					
Number of Filled Positions	8	29	20	18	21
Ethnic Category					
Asian or Pacific Islander		10.3%	15.0%	22.2%	28.6%
Black or African American	12.5%				
Caucasian	87.5%	79.3%	65.0%	77.8%	66.7%
Hispanic					
Multi-Racial					
Decline to state/No answer		10.3%	20.0%		4.8%
Gender					
Female	12.5%		10.0%	11.1%	4.8%
Male	87.5%	93.1%	75.0%	88.9%	95.2%
Decline to state/No answer		6.9%	15.0%		
Average age	57.8	58.8	58.5	58.3	58.3

Chief Financial Officer					
Number of Filled Positions	8	30	20	18	21
Ethnic Category					
Asian or Pacific Islander	12.5%	13.3%	20.0%	16.7%	28.6%
Black or African American					
Caucasian	87.5%	70.0%	60.0%	66.7%	66.7%
Hispanic		3.3%		16.7%	
Multi-Racial		3.3%			
Decline to state/No answer		10.0%	20.0%		4.8%
Gender					
Female	50.0%	36.7%	25.0%	16.7%	28.6%
Male	50.0%	56.7%	60.0%	83.3%	71.4%
Decline to state/No answer		6.7%	15.0%		
Average age	54.1	53.0	55.2	48.9	53.8

Senior Lending Officer					
Number of Filled Positions	7	27	20	18	19
Ethnic Category					
Asian or Pacific Islander		7.4%	10.0%	16.7%	21.1%
Black or African American					
Caucasian	85.7%	85.2%	55.0%	83.3%	63.2%
Hispanic			15.0%		5.3%
Multi-Racial	14.3%		20.0%		5.3%
Decline to state/No answer		7.4%			5.3%
Gender					
Female		14.8%	20.0%		31.6%
Male	100.0%	81.5%	65.0%	100.0%	68.4%
Decline to state/No answer		3.7%	15.0%		
Average age	58.3	57.6	58.4	57.1	53.8

DIRECTORS' INFORMATION
SUMMARY DATA AS OF JUNE 30, 2013

BANK ASSET SIZE
(Million Dollars)

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

Participating Banks	8	30	20	18	21
Average Assets (000)	\$ 85,226	\$ 153,320	\$ 401,844	\$ 683,156	\$ 7,891,096
Median Assets (000)	\$ 88,894	\$ 150,685	\$ 424,268	\$ 610,080	\$ 2,200,000
Average Number of Directors	9.00	8.47	9.20	8.94	9.62
Average Number of Inside Directors	1.38	1.30	1.95	1.50	2.19
Fees Paid to Inside Directors			15.00%	5.56%	4.76%
Outside Directors Eligible for Bonus Plan		10.00%	5.00%	5.56%	
Travel Expenses to Meetings Reimbursed	37.50%	30.00%	35.00%	61.11%	71.43%
Chairman of the Board Active Bank Officer	12.50%	16.67%	35.00%	22.22%	52.38%
CEO	100.00%	60.00%	71.43%	25.00%	72.73%
Full time salaried non-CEO		40.00%	28.57%	75.00%	27.27%
Paid Medical Exam				5.56%	19.05%
Outside Directors Eligible for Health Plan			10.00%	11.11%	4.76%
Life Insurance Policy on Chairman	12.50%	20.00%	25.00%	44.44%	42.86%
Life Insurance Policy on Inside Board	75.00%	40.00%	40.00%	83.33%	57.14%
Life Insurance Policy all Other Board			10.00%	33.33%	14.29%
Stock Options as a % of Total Outstanding Shares					
None	12.50%	30.00%	15.00%	33.33%	42.86%
To 2.49%	50.00%	20.00%	40.00%	44.44%	47.62%
2.50% to 4.99%	12.50%	26.67%	20.00%	5.56%	4.76%
5.00% to 7.49%		3.33%	15.00%	5.56%	
7.50% to 9.99%			5.00%	5.56%	
10.00% and over		20.00%	5.00%	5.56%	4.76%
Average stock options as a % of total outstanding shares--all officers and directors	10.40%	11.74%	9.09%	5.55%	5.79%
Directors sent to Conferences/Conventions	62.50%	70.00%	90.00%	88.89%	66.67%
Percent with Mandatory Retirement Age	25.00%	3.33%	20.00%	16.67%	14.29%
Average Age	77.0	75.0	77.5	72.0	74.0
Directors and Officers Liability Insurance	100.00%	96.67%	100.00%	94.44%	85.71%
Directors eligible for Deferred Comp		3.33%	10.00%	44.44%	
Other Benefits		13.33%	25.00%	11.11%	33.33%

DIRECTORS' INFORMATION
SUMMARY DATA AS OF JUNE 30, 2013

BANK ASSET SIZE
(Million Dollars)

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

Directors' Fees:

Regular Board Meeting

Banks Paying No Fee	62.50%	23.33%	20.00%	5.56%	23.81%
Banks Paying a Fee	37.50%	76.67%	80.00%	94.44%	76.19%
Chairman of the Board					
Average Fee Paid	\$ 300.00	\$ 1,039.77	\$ 1,813.50	\$ 2,008.88	\$ 3,719.00
Median Fee Paid	\$ 300.00	\$ 1,000.00	\$ 1,300.00	\$ 1,500.00	\$ 2,750.00
Range - Low Fee	\$ 300.00	\$ 250.00	\$ 250.00	\$ 400.00	\$ 833.00
Range - High Fee	\$ 300.00	\$ 3,000.00	\$ 7,000.00	\$ 4,000.00	\$ 11,917.00
Members					
Average Fee Paid	\$ 500.00	\$ 761.61	\$ 1,072.29	\$ 1,514.71	\$ 5,716.63
Median Fee Paid	\$ 300.00	\$ 700.00	\$ 1,000.00	\$ 1,500.00	\$ 2,325.00
Range - Low Fee	\$ 200.00	\$ 250.00	\$ 200.00	\$ 400.00	\$ 600.00
Range - High Fee	\$ 1,000.00	\$ 2,000.00	\$ 2,000.00	\$ 3,000.00	\$ 52,400.00
Attendance required to claim	66.67%	86.96%	81.25%	64.71%	81.25%

Audit Committee

Banks Paying No Fee	62.50%	53.33%	55.00%	44.44%	47.62%
Banks Paying a Fee	37.50%	46.67%	45.00%	55.56%	52.38%
Committee Chairman					
Average Fee Paid	\$ 50.00	\$ 351.21	\$ 450.00	\$ 917.31	\$ 5,642.73
Median Fee Paid	\$ 50.00	\$ 300.00	\$ 425.00	\$ 700.00	\$ 825.00
Range - Low Fee	\$ 50.00	\$ 50.00	\$ 100.00	\$ 200.00	\$ 250.00
Range - High Fee	\$ 50.00	\$ 750.00	\$ 1,000.00	\$ 2,250.00	\$ 76,400.00
Members					
Average Fee Paid	\$ 66.67	\$ 242.31	\$ 320.00	\$ 500.00	\$ 4,766.64
Median Fee Paid	\$ 50.00	\$ 250.00	\$ 350.00	\$ 350.00	\$ 600.00
Range - Low Fee	\$ 50.00	\$ 50.00	\$ 100.00	\$ 200.00	\$ 166.66
Range - High Fee	\$ 100.00	\$ 500.00	\$ 500.00	\$ 2,000.00	\$ 52,400.00
Attendance required to claim	100.00%	107.69%	90.00%	83.33%	84.62%

Compensation Committee

Banks Paying No Fee	75.00%	66.67%	50.00%	44.44%	66.67%
Banks Paying a Fee	25.00%	33.33%	50.00%	55.56%	33.33%
Committee Chairman					
Average Fee Paid	\$ 50.00	\$ 351.21	\$ 450.00	\$ 917.31	\$ 5,642.73
Median Fee Paid	\$ 50.00	\$ 300.00	\$ 425.00	\$ 700.00	\$ 825.00
Range - Low Fee	\$ 50.00	\$ 50.00	\$ 100.00	\$ 200.00	\$ 250.00
Range - High Fee	\$ 50.00	\$ 750.00	\$ 1,000.00	\$ 2,250.00	\$ 76,400.00
Members					
Average Fee Paid	\$ 66.67	\$ 242.31	\$ 320.00	\$ 500.00	\$ 4,766.64
Median Fee Paid	\$ 50.00	\$ 250.00	\$ 350.00	\$ 350.00	\$ 600.00
Range - Low Fee	\$ 50.00	\$ 50.00	\$ 100.00	\$ 200.00	\$ 166.66
Range - High Fee	\$ 100.00	\$ 500.00	\$ 500.00	\$ 2,000.00	\$ 52,400.00
Attendance required to claim	100.00%	90.91%	100.00%	90.91%	116.67%

DIRECTORS' INFORMATION
SUMMARY DATA AS OF JUNE 30, 2013

BANK ASSET SIZE
(Million Dollars)

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

Credit Committee					
Banks Paying No Fee	62.50%	70.00%	45.00%	44.44%	66.67%
Banks Paying a Fee	37.50%	30.00%	55.00%	55.56%	33.33%
Committee Chairman					
Average Fee Paid	\$ 266.67	\$ 316.67	\$ 330.00	\$ 959.62	\$ 6,633.27
Median Fee Paid	\$ 50.00	\$ 300.00	\$ 300.00	\$ 775.00	\$ 550.00
Range - Low Fee	\$ 50.00	\$ 100.00	\$ 100.00	\$ 200.00	\$ 250.00
Range - High Fee	\$ 700.00	\$ 750.00	\$ 550.00	\$ 3,500.00	\$ 60,400.00
Members					
Average Fee Paid	\$ 83.33	\$ 240.00	\$ 306.82	\$ 669.23	\$ 6,274.07
Median Fee Paid	\$ 50.00	\$ 225.00	\$ 300.00	\$ 500.00	\$ 500.00
Range - Low Fee	\$ 50.00	\$ 100.00	\$ 100.00	\$ 200.00	\$ 200.00
Range - High Fee	\$ 150.00	\$ 500.00	\$ 500.00	\$ 2,000.00	\$ 52,400.00
Attendance required to claim	100.00%	100.00%	100.00%	77.78%	100.00%

Investment Committee					
Banks Paying No Fee	62.50%	70.00%	65.00%	50.00%	66.67%
Banks Paying a Fee	37.50%	30.00%	35.00%	50.00%	33.33%
Committee Chairman					
Average Fee Paid	\$ 50.00	\$ 290.63	\$ 300.00	\$ 875.00	\$ 7,340.63
Median Fee Paid	\$ 50.00	\$ 275.00	\$ 250.00	\$ 600.00	\$ 666.66
Range - Low Fee	\$ 50.00	\$ 50.00	\$ 100.00	\$ 200.00	\$ 250.00
Range - High Fee	\$ 50.00	\$ 600.00	\$ 550.00	\$ 2,000.00	\$ 60,400.00
Members					
Average Fee Paid	\$ 66.67	\$ 206.56	\$ 257.14	\$ 530.56	\$ 7,883.38
Median Fee Paid	\$ 50.00	\$ 200.00	\$ 250.00	\$ 375.00	\$ 500.00
Range - Low Fee	\$ 50.00	\$ 34.00	\$ 100.00	\$ 100.00	\$ 200.00
Range - High Fee	\$ 100.00	\$ 500.00	\$ 500.00	\$ 2,000.00	\$ 52,400.00
Attendance required to claim	100.00%	100.00%	100.00%	77.78%	100.00%

Annual Retainer					
Banks Paying No Retainer	100.00%	83.33%	55.00%	61.11%	33.33%
Banks Paying a Retainer		16.67%	45.00%	38.89%	66.67%
Average Retainer Paid	\$ -	\$ 20,169	\$ 20,383	\$ 58,285	\$ 53,580
Median Retainer Paid	\$ -	\$ 11,244	\$ 12,000	\$ 24,000	\$ 38,500
Range - Low Retainer	\$ -	\$ 6,000	\$ 4,000	\$ 7,625	\$ 10,000
Range - High Retainer	\$ -	\$ 62,400	\$ 84,000	\$ 175,200	\$ 226,800

Total Annual Director Compensation					
Banks that responded to this question	37.50%	76.67%	85.00%	94.44%	80.95%
Of those banks:					
Average Compensation	\$ 6,925.00	\$ 11,915.93	\$ 18,553.94	\$ 31,892.74	\$ 60,920.76
Median Compensation	\$ 4,500.00	\$ 11,628.00	\$ 18,000.00	\$ 27,171.00	\$ 37,111.00
Range - Minimum Compensation	\$ 2,525.00	\$ 3,750.00	\$ 7,033.00	\$ 14,095.50	\$ 8,050.00
Range - Maximum Compensation	\$ 13,750.00	\$ 26,683.00	\$ 38,000.00	\$ 60,000.00	\$ 212,000.00

DIRECTORS' INFORMATION
SUMMARY DATA AS OF JUNE 30, 2013

BANK ASSET SIZE

(Million Dollars)

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

Regular Board Meeting--Chairman					
No Fee	75.00%	26.67%	50.00%	11.11%	47.62%
Under \$100					
100 - 199					
200 - 299		6.67%	10.00%		
300 - 399	25.00%	3.33%			
400 - 499		3.33%		5.56%	
500 - 599		13.33%			
600 - 699			5.00%		
700 - 799		3.33%	5.00%		
800 - 899					9.52%
900 - 999		3.33%			
\$1,000 and over		40.00%	30.00%	83.33%	42.86%

Regular Board Meeting--Members					
No Fee	62.50%	23.33%	20.00%	5.56%	23.81%
Under \$100					
100 - 199					
200 - 299	12.50%	6.67%	10.00%		
300 - 399	12.50%	6.67%			
400 - 499				5.56%	
500 - 599		23.33%			
600 - 699			5.00%		4.76%
700 - 799		16.67%	15.00%	5.56%	
800 - 899					
900 - 999					4.76%
\$1,000 and over	12.50%	23.33%	50.00%	83.33%	66.67%

Audit Committee--Chairman					
No Committee or No Fee	75.00%	53.33%	50.00%	27.78%	23.81%
Under \$100					
100 - 199	25.00%	6.67%			
200 - 299		6.67%	10.00%		
300 - 399		3.33%	5.00%	5.56%	4.76%
400 - 499		13.33%	5.00%	16.67%	4.76%
500 - 599			10.00%		4.76%
600 - 699		6.67%	10.00%	11.11%	14.29%
700 - 799		3.33%			4.76%
800 - 899		6.67%		5.56%	4.76%
900 - 999			5.00%		
\$1,000 and over			5.00%	33.33%	33.33%

DIRECTORS' INFORMATION
SUMMARY DATA AS OF JUNE 30, 2013

BANK ASSET SIZE
(Million Dollars)

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

Audit Committee--Members					
	Under \$100	\$100 - \$249	\$250 - \$499	\$500 - \$999	Over \$1,000
No Committee or No Fee	62.50%	56.67%	50.00%	33.33%	38.10%
Under \$100	25.00%	6.67%			
100 - 199	12.50%	6.67%	10.00%		4.76%
200 - 299		13.33%	10.00%	22.22%	4.76%
300 - 399		10.00%	10.00%	11.11%	4.76%
400 - 499			10.00%	5.56%	4.76%
500 - 599		6.67%	10.00%	16.67%	9.52%
600 - 699				5.56%	4.76%
700 - 799					4.76%
800 - 899					4.76%
900 - 999					
\$1,000 and over				5.56%	19.05%

Compensation Committee--Chairman					
	Under \$100	\$100 - \$249	\$250 - \$499	\$500 - \$999	Over \$1,000
No Committee or No Fee	87.50%	63.33%	55.00%	33.33%	47.62%
Under \$100	12.50%	6.67%			
100 - 199		3.33%	10.00%		
200 - 299		6.67%	10.00%	11.11%	4.76%
300 - 399		6.67%		5.56%	4.76%
400 - 499		3.33%	10.00%	5.56%	4.76%
500 - 599		6.67%	15.00%	11.11%	9.52%
600 - 699				5.56%	4.76%
700 - 799		3.33%		5.56%	9.52%
800 - 899				5.56%	4.76%
900 - 999					
\$1,000 and over				16.67%	9.52%

Compensation Committee--Members					
	Under \$100	\$100 - \$249	\$250 - \$499	\$500 - \$999	Over \$1,000
No Committee or No Fee	75.00%	63.33%	50.00%	38.89%	71.43%
Under \$100	12.50%	6.67%			
100 - 199	12.50%	6.67%	15.00%	5.56%	
200 - 299		13.33%	10.00%	16.67%	4.76%
300 - 399		3.33%	10.00%	11.11%	4.76%
400 - 499			10.00%	11.11%	4.76%
500 - 599		3.33%	5.00%	5.56%	4.76%
600 - 699		3.33%		5.56%	4.76%
700 - 799					4.76%
800 - 899					
900 - 999					
\$1,000 and over				5.56%	

DIRECTORS' INFORMATION
SUMMARY DATA AS OF JUNE 30, 2013

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

Credit Committee--Chairman					
No Committee or No Fee	62.50%	60.00%	50.00%	27.78%	52.38%
Under \$100	25.00%				
100 - 199		13.33%	10.00%		
200 - 299		3.33%	5.00%	5.56%	4.76%
300 - 399		10.00%	15.00%	11.11%	
400 - 499		6.67%	10.00%	5.56%	4.76%
500 - 599			10.00%	5.56%	14.29%
600 - 699		3.33%		5.56%	9.52%
700 - 799	12.50%	3.33%		5.56%	
800 - 899				5.56%	
900 - 999					
\$1,000 and over				27.78%	14.29%

Credit Committee--Members					
No Committee or No Fee	62.50%	66.67%	45.00%	27.78%	57.14%
Under \$100	25.00%				
100 - 199	12.50%	10.00%	10.00%		
200 - 299		10.00%	15.00%	16.67%	4.76%
300 - 399		10.00%	10.00%	5.56%	
400 - 499			10.00%	11.11%	4.76%
500 - 599		3.33%	10.00%	11.11%	14.29%
600 - 699				5.56%	9.52%
700 - 799					4.76%
800 - 899				5.56%	
900 - 999					
\$1,000 and over				16.67%	4.76%

Investment Committee--Chairman					
No Committee or No Fee	75.00%	73.33%	60.00%	50.00%	57.14%
Under \$100	25.00%	3.33%			
100 - 199		3.33%	10.00%		
200 - 299		6.67%	15.00%	5.56%	4.76%
300 - 399		6.67%		5.56%	9.52%
400 - 499			5.00%		
500 - 599		3.33%	10.00%	11.11%	4.76%
600 - 699		3.33%		5.56%	4.76%
700 - 799				5.56%	9.52%
800 - 899					
900 - 999					
\$1,000 and over				16.67%	9.52%

DIRECTORS' INFORMATION
SUMMARY DATA AS OF JUNE 30, 2013

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

Investment Committee--Members					
No Committee or No Fee	62.50%	70.00%	65.00%	50.00%	66.67%
Under \$100	25.00%	6.67%			
100 - 199	12.50%	6.67%	15.00%	5.56%	
200 - 299		10.00%	5.00%	5.56%	4.76%
300 - 399		3.33%	5.00%	16.67%	4.76%
400 - 499			5.00%	5.56%	4.76%
500 - 599		3.33%	5.00%	5.56%	4.76%
600 - 699				5.56%	4.76%
700 - 799					4.76%
800 - 899					
900 - 999					
\$1,000 and over				5.56%	4.76%

Annual Fee/Retainer					
No Fee/No response	100.00%	83.33%	55.00%	61.11%	33.33%
Under \$2,500					
2,500 - 4,999			5.00%		
5,000 - 7,499		3.33%	5.00%		
7,500 - 9,999		3.33%		11.11%	
10,000-12,499		6.67%	20.00%	5.56%	4.76%
12,500-14,999					
15,000-17,499					4.76%
17,500-19,999			5.00%		
20,000-22,499					
22,500-24,999				5.56%	
\$25,000 and over		3.33%	10.00%	16.67%	57.14%

Average Annual Compensation per Director					
No compensation or not reported	62.50%	23.33%	20.00%	5.56%	19.05%
Under \$2,500					
2,500 - 4,999	25.00%	10.00%			
5,000 - 7,499		16.67%	5.00%		
7,500 - 9,999		6.67%	5.00%		4.76%
10,000-12,499		13.33%	15.00%		
12,500-14,999	12.50%	10.00%	10.00%	5.56%	
15,000-17,499			5.00%		
17,500-19,999		10.00%	10.00%	5.56%	4.76%
20,000-22,499		3.33%	10.00%	11.11%	4.76%
22,500-24,999		3.33%	10.00%	16.67%	
\$25,000 and over		3.33%	10.00%	55.56%	66.67%