2012 Annual Report

Santa Cruz County Bank

Put Your Money Where Your Life Is.

ABOUT SANTA CRUZ COUNTY BANK

In 2012, Santa Cruz County Bank was designated as one of eleven Exceptional banks in California by The Findley Reports, Inc.

Founded by a group of local business people who share a common commitment to the Santa Cruz area, Santa Cruz County Bank first opened its doors on February 3, 2004. Santa Cruz County Bank is a locally owned and operated community bank, serving the needs of the residents and businesses of Santa Cruz County. We believe strongly in the importance of local decision making and responsive customer service. We offer a complete line of depository products and lending solutions for businesses and individuals, including business term loans and lines of credit, commercial real estate financing, agricultural loans, SBA and USDA government guaranteed loans, credit cards, merchant services, remote deposit capture, and online services, including bill payment and cash management. Santa Cruz County Bank operates five full service banking offices located in Aptos, Capitola, Santa Cruz, Scotts Valley, and Watsonville, and two free standing ATM and Night Depositories in Santa Cruz and Aptos.

SHAREHOLDER INFORMATION

Santa Cruz County Bank's common stock is listed on the Over the Counter Bulletin Board as **SCZC**. Shareholders with questions regarding their stockholder account, stock transfer and registration, lost certificates or change of address should contact their broker, or if held directly, contact the Bank's stock transfer agent listed below:

Computershare Investor Services
350 Indiana St., Ste. 800
Golden, CO 80401
800.962.4284
www.computershare.com

The Bank's Board of Directors pictured outside Santa Cruz's Banking Office

COMPETITIVE ADVANTAGE: OUR STYLE OF BANKING SETS US APART

Santa Cruz County Bank has a niche based style of relationship banking and lending that focuses on partnership with our customers. Since our inception, we have focused on being the bank of choice and providing a higher level of service, which is characteristic of community banks. Our approach sets us apart from the larger regional and national financial institutions. As the banking landscape continues to consolidate in our market place, our strategy and style of banking has resulted in quality referrals and continued business from long term customers. Our customers remain pleased with our service and performance rather than “transaction style” of banking. We consider our customers partners and feature business owners in our current advertising and marketing to attract new business relationships to the Bank.

“When we needed business financing, Santa Cruz County Bank *listened* to and met all of our needs. Thanks to their expertise and commitment to meeting our business needs, we have realized our ultimate vision for our company and we have peace of mind. With Santa Cruz County Bank, we have more than a bank; we have a long term relationship.”

- Julie Oliver, C & N Tractor

"At California Pajarosa we believe in supporting our local economy. When selecting a bank, we chose the bank that reflects the way we do business and that shares our values of supporting local charities and events, and truly cares about our community. That bank is Santa Cruz County Bank, involved and local."

- John Furman, California Pajarosa

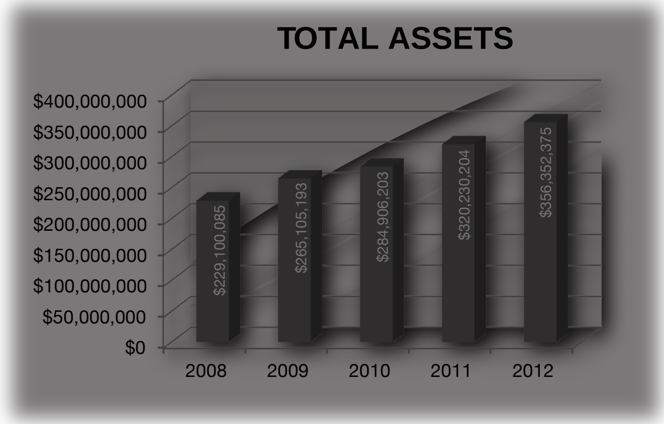
“When we thought of installing solar for our business, Santa Cruz County Bank said, ‘Yes, we’ll finance it!’ Thanks to Santa Cruz County Bank, we’ve added long term value to our company, and we are invested to provide for future generations. Whenever we’ve had a business idea or need, Santa Cruz County Bank has provided a solution.”

- Gary Manfre, Watsonville Coast Produce, Inc.

REACHING NEW MILESTONES IN 2012

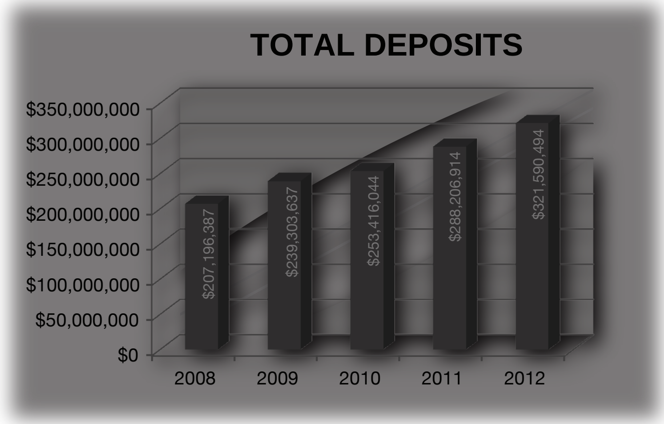
TOTAL ASSETS

- Total assets surpassed $350 million
- The Bank achieved consecutive years of growth in total assets, which increased over $127 million



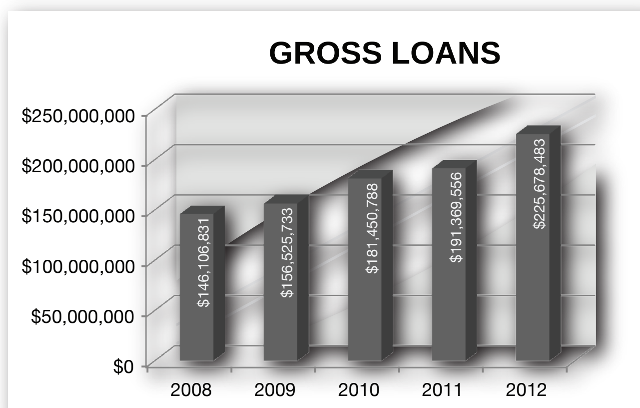
TOTAL DEPOSITS

- Total deposits surpassed $320 million
- The Bank ranked fifth in Santa Cruz County market share with 7.20% of total county deposits as of June 30, 2012



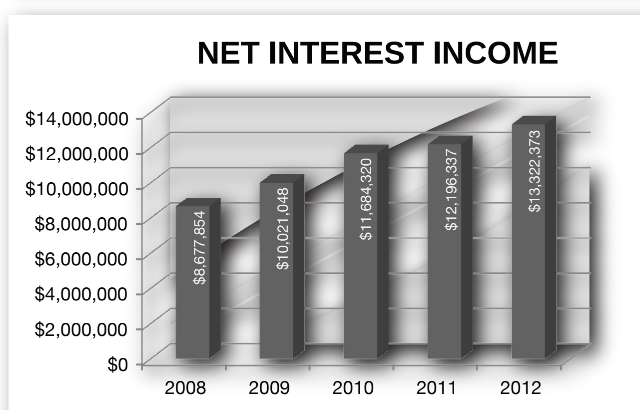
GROSS LOANS

- Gross loans surpassed $225 million
- The Bank remained as the top SBA lender in Santa Cruz County in 2012



NET INTEREST INCOME

- Net interest income surpassed $13 million
- The Bank achieved consistent growth in net interest income in five consecutive years as shown



LETTER TO SHAREHOLDERS

To Our Shareholders,

We are pleased to present our Annual Report and the highlights of 2012.

Santa Cruz County Bank achieved another year of solid performance. We ended the year with a 17% increase in net income and double digit growth in assets, loans, and deposits over the prior year. The book value of Santa Cruz County Bank's common stock increased from $13.67 at December 31, 2011 to $15.12 per share at December 31, 2012.

The Bank is established as the leading SBA business lender in Santa Cruz County. In what has been an extremely challenging and competitive environment for loans, we achieved a $34 million, 18%, increase in total gross loans to $226 million for the year ended 2012 as compared to $191 million for the year ended 2011. We accomplished growth while preserving loan quality. We intend to maintain momentum in 2013 by attracting new business and expanding our existing business relationships.

Building core deposits continues to be a particular strength for us. These deposits provide us with the liquidity to make loans to local business owners for purchasing equipment and inventory, expanding, and hiring employees. We have established an image and reputation, resulting in an increase of $33 million, 12%, to $322 million in total deposits in 2012 and an increase in our market share.

Our strong financial performance in 2012 reflects the Bank's commitment of maintaining credit quality, attention to sound fiscal management, and building of shareholder value. Delivering strong performance year after year has earned us notable ratings and recognition in our industry. Most noteworthy was our Bank named as one of eleven "Exceptional Banks" in California by the Findley Reports, Inc. Other recognitions and awards are included in the 2012 highlights section that follows.

2012 HIGHLIGHTS

- Total assets surpassed $350 million.
- Total deposits surpassed $320 million.
- Net income before tax exceeded $4.5 million for 2012.
- Santa Cruz County Bank remained as the top SBA lender in Santa Cruz County for the 2012 SBA fiscal year.
- As of June 30, 2012, the Bank ranked fifth in overall, increasing to 7.20% in total deposit market share, for FDIC insured institutions in Santa Cruz County.
- Veteran banker and retired Chief Executive Officer, Harvey J. Nickelson joined the Bank's board of directors.
- The Bank's SBA Department expanded with the addition of well known SBA lender Sati Kanwar.

2012 HIGHLIGHTS - continued

- The Bank received 4-Star "Excellent" ratings by Bauer Financial, Inc. for its quarterly financial performance in 2012.
- The Bank was designated as one of eleven "Exceptional Banks" in California in 2012 by The Findley Reports, Inc., a highly regarded financial industry consulting firm, recognizing the financial performance of banking institutions in California for over forty years.

As we prepare to enter our tenth year of serving the community, our goal continues to be the community's bank and lender of choice. We are grateful to our community, our shareholders, our board members, and our outstanding employees for their ongoing support and commitment to building an exceptional bank.

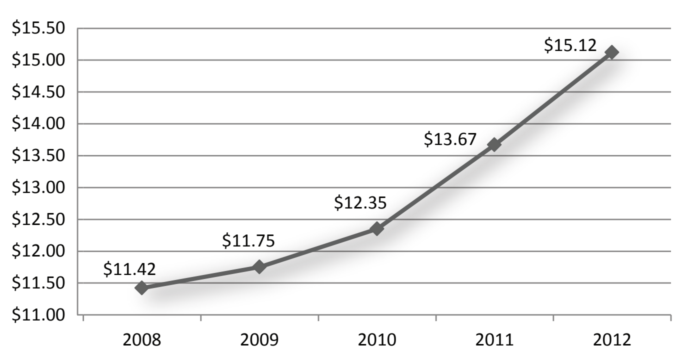
As always, we remain grateful for your overwhelming support of Santa Cruz County Bank and confidence in our mission.

Sincerely,

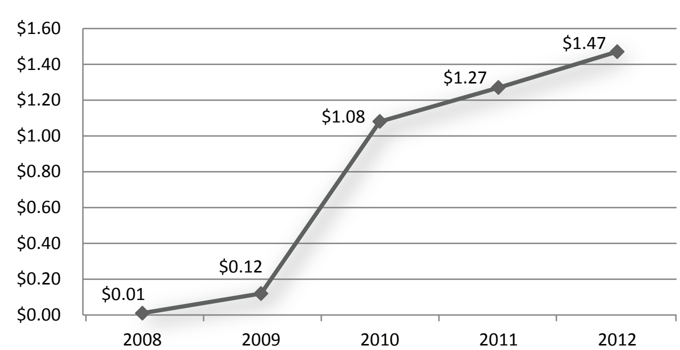
George R. Gallucci
Chairman of the Board

David V. Heald
President & Chief Executive Officer

BOOK VALUE PER SHARE



EARNINGS PER SHARE



INDEPENDENT AUDITOR'S REPORT

The Shareholders and Board of Directors
Santa Cruz County Bank
Santa Cruz, California

Report on the Financial Statements

We have audited the accompanying financial statements of Santa Cruz County Bank (the "Bank"), which comprise the balance sheets as of December 31, 2012 and 2011, and the related statements of income, comprehensive income, changes in shareholders' equity and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Santa Cruz County Bank as of December 31, 2012 and 2011, and the results of its operations and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Crowe Horwath LLP

Crowe Horwath LLP

San Francisco, California
March 21, 2013

SANTA CRUZ COUNTY BANK
BALANCE SHEETS
December 31, 2012 and 2011

	2012	2011
ASSETS		
Cash and due from financial institutions	$ 11,471,964	$ 8,597,352
Federal funds sold	896,256	-
Cash and cash equivalents	12,368,220	8,597,352
Interest-bearing deposits in other financial institutions	67,676,997	64,232,000
Securities available for sale	39,132,187	44,840,223
Securities held to maturity (fair value 2012 $186,974, 2011 $313,763)	176,866	297,210
Loans held for sale	19,835,664	17,102,575
Loans receivable, net of allowance of $5,048,577 and $4,305,290	200,993,664	170,043,808
Federal Home Loan Bank stock, at cost	1,076,500	930,100
Pacific Coast Bankers Bank stock, at cost	170,000	170,000
Real estate owned, net	3,166,000	2,931,889
Premises and equipment, net	1,164,354	1,290,354
Bank owned life insurance	5,207,265	5,037,184
Deferred income tax	2,563,247	2,225,274
Accrued interest receivable	1,190,766	1,003,634
Other assets	1,630,645	1,528,601
TOTAL ASSETS	$ 356,352,375	$ 320,230,204
LIABILITIES AND SHAREHOLDERS' EQUITY		
Deposits		
Non-interest bearing	$ 139,694,792	$ 113,014,682
Interest bearing	181,895,702	175,192,232
Total deposits	321,590,494	288,206,914
Federal Home Loan Bank advances	-	2,000,000
Accrued interest payable	89,616	114,419
Other liabilities	4,822,291	3,623,827
Total liabilities	326,502,401	293,945,160
Commitments and contingent liabilities		
Shareholders' equity		
Preferred stock, no par value; 10,000,000 shares authorized; no shares issued or outstanding		
Common stock, no par value; 30,000,000 shares authorized; 1,966,940 shares issued at December 31, 2012 and 1,922,940 shares issued at December 31, 2011	21,573,659	21,103,659
Additional paid-in capital	868,559	711,578
Retained earnings	7,406,722	4,566,417
Accumulated other comprehensive income (loss)	1,034	(96,610)
Total shareholders' equity	29,849,974	26,285,044
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 356,352,375	$ 320,230,204

SANTA CRUZ COUNTY BANK
STATEMENTS OF INCOME
Years ended December 31,

	2012	2011
Interest and dividend income		
Loans, including fees	$ 11,960,410	$ 10,874,383
Interest-bearing deposits in other financial institutions	810,576	1,011,685
Taxable securities	622,520	671,560
Tax exempt securities	372,690	193,697
Federal funds sold	16,844	21,818
Total interest and dividend income	13,783,040	12,773,143
Interest expense		
Deposits	460,181	576,227
Federal Home Loan Bank advances and federal funds purchased	486	579
Total interest expense	460,667	576,806
Net interest income	13,322,373	12,196,337
Provision for loan losses	994,000	1,412,500
Net interest income after provision for loan losses	12,328,373	10,783,837
Noninterest income		
Service charges on deposits	721,466	718,057
Net gains on sales of loans	950,757	1,001,439
Loan servicing fees	304,965	267,385
Net gains on sales of securities	2,039	782,765
Other	879,665	796,846
Total non-interest income	2,858,892	3,566,492
Noninterest expense		
Salaries and employee benefits	5,944,133	5,606,126
Occupancy	963,361	1,016,818
Furniture and equipment	386,550	389,620
Marketing and business development	234,291	264,280
Data and item processing	535,073	464,034
Professional services	288,137	372,209
Federal deposit insurance	256,792	412,198
Provision for off balance sheet commitments	2,625	14,896
Other	2,021,078	1,875,170
Total noninterest expense	10,632,040	10,415,351
Income before income taxes	4,555,225	3,934,978
Income tax expense	1,714,920	1,505,776
Net income	$ 2,840,305	$ 2,429,202
Earnings per share:		
Basic	$ 1.47	$ 1.27
Diluted	$ 1.43	$ 1.25

SANTA CRUZ COUNTY BANK
STATEMENTS OF COMPREHENSIVE INCOME
Years ended December 31,

	2012	2011
Net income	$ 2,840,305	$ 2,429,202
Other comprehensive income:		
Unrealized gains on securities:		
Unrealized holding gain arising during the period	543,594	1,092,632
Reclassification adjustment for losses (gains) included in net income	(2,039)	(782,765)
Tax effect	(222,874)	(127,525)
Net of tax	318,681	182,342
Defined benefit pension plans:		
Net (loss) gain arising during the period	(384,013)	12,294
Reclassification adjustment for amortization of prior service cost and net gain/loss included in	8,480	8,480
Tax effect	154,496	(8,549)
Net of tax	(221,037)	12,225
Total other comprehensive income	97,644	194,567
Comprehensive income	$ 2,937,949	$ 2,623,769

SANTA CRUZ COUNTY BANK
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
Years ended December 31,

	Shares	Common Stock	Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total
Balance at January 1, 2011	1,908,940	$ 21,103,659	$ 620,655	$ 2,137,215	$ (291,177)	$ 23,570,352
Net income				2,429,202		2,429,202
Other comprehensive income					194,567	194,567
Restricted stock awards and related expense	14,000		25,900			25,900
Share-based compensation			65,023			65,023
Balance at December 31, 2011	1,922,940	$ 21,103,659	$ 711,578	$ 4,566,417	$ (96,610)	$ 26,285,044
Net income				2,840,305		2,840,305
Other comprehensive income					97,644	97,644
Exercise of stock options, including tax benefit	47,000	470,000	79,326			549,326
Restricted stock awards and related expense	(3,000)		31,607			31,607
Share-based compensation			46,048			46,048
Balance at December 31, 2012	1,966,940	$ 21,573,659	$ 868,559	$ 7,406,722	$ 1,034	$ 29,849,974

SANTA CRUZ COUNTY BANK
STATEMENTS OF CASH FLOWS
Years ended December 31,

	2012	2011
Cash flows from operating activities		
Net income	$ 2,840,305	$ 2,429,202
Adjustments to reconcile net income to net cash from operating activities:		
Provision for loan losses	994,000	1,412,500
Depreciation and amortization of premises and equipment	374,169	446,074
Net amortization of securities	948,435	779,456
Deferred income tax benefit	(406,351)	(350,191)
Net realized gain on sales of securities	(2,039)	(782,765)
Net gain on sale of loans	(950,757)	(1,001,439)
Stock based compensation expense	77,655	90,923
Earnings on bank owned life insurance	(170,081)	(168,780)
Originations of loans held for sale	(20,131,841)	(6,006,719)
Proceeds from loans held for sale	10,964,974	8,581,774
Net loss on sale/disposal of assets	998	35,257
Net loan amortization and accretion	164,324	14,552
Provision for (reduction of) unfunded loan commitments	2,625	14,896
(Gain) Loss on sale/writedowns of OREO	(41,592)	205,660
Deferred benefit expense	371,272	270,857
Decrease (Increase) in deferred loan fees, net of costs	14,757	(142,780)
Increase in accrued interest receivable	(187,132)	(173,094)
(Increase) Decrease in other assets	(102,044)	164,760
Decrease in accrued interest payable	(24,803)	(68,533)
Increase (Decrease) increase in other liabilities	449,034	(590,634)
Net cash from operating activities	(4,814,092)	5,160,976
Cash flows from investing activities		
Net increase in interest-bearing deposits	(3,444,997)	(10,163,000)
Available-for-sale securities:		
Sales	850,000	18,410,822
Maturities, prepayments and calls	1,500,000	3,000,000
Purchases	(7,489,552)	(45,242,740)
Principal repayments on securities available for sale	10,442,923	5,096,310
Held-to-maturity securities:		
Maturities, prepayments and calls	120,168	154,122
Loan originations and payments, net	(28,098,564)	(18,927,279)
Purchases of premises and equipment	(249,167)	(106,824)
Purchases of Federal Home Loan Bank stock	(146,400)	(73,900)
Net proceeds from sales of OREO	3,167,643	1,188,091
Net cash from investing activities	(23,347,946)	(46,664,398)
Cash flows from financing activities		
Net change in deposits	33,383,580	34,790,870
Proceeds from Federal Home Loan Bank advances and other debt	56,656,000	27,060,000
Repayments on Federal Home Loan Bank advances and other debt	(58,656,000)	(25,060,000)
Excess tax benefit from exercise of stock options	79,326	-
Proceeds from exercise of stock options	470,000	-
Net cash from financing activities	31,932,906	36,790,870
Net change in cash and cash equivalents	3,770,868	(4,712,552)
Beginning cash and cash equivalents	8,597,352	13,309,904
Ending cash and cash equivalents	$ 12,368,220	$ 8,597,352
Supplemental cash flow information		
Interest paid	$ 485,470	$ 645,339
Income taxes paid	1,604,000	2,330,000
Supplemental noncash disclosures		
Transfer from portfolio loans to loans held for sale	7,384,535	
Transfer from loans to real estate owned	3,455,499	3,389,721
Loans provided for sales of real estate owned	275,000	

NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Operations

Santa Cruz County Bank, referred to as “the Bank”, is a California state chartered bank which offers a full range of commercial and personal banking services to residents and businesses in Santa Cruz County, California, through its five full service offices located in Aptos, Capitola, Santa Cruz, Scotts Valley, and Watsonville. The Bank was incorporated on September 10, 2003 as Santa Cruz County Bank (In Organization) and commenced banking operations on February 3, 2004 (inception), upon receipt of final regulatory approval. The Bank is subject to regulations and undergoes periodic examinations by the California Department of Financial Institutions (“DFI”) and the Federal Deposit Insurance Corporation (“FDIC”). The Bank’s deposits are insured by the FDIC up to applicable limits.

The majority of the Bank's business is conducted with customers located in Santa Cruz County and adjacent counties. Its primary deposit products are checking, savings, and term certificate accounts, and its primary lending products are commercial, multi-family, agriculture, loans supported by single-family residential real estate, municipal loans, and installment loans. Portions of said loans are secured by specific items of collateral including business assets, consumer assets, and commercial and residential real estate. Bank products are also supported by various government guarantee programs. Commercial loans are expected to be repaid from cash flow from operations of businesses. There are no significant concentrations of loans to any one industry or customer. However, the customers’ ability to repay their loans is dependent on the real estate and general economic conditions in the area.

Summary of Significant Accounting Policies

The accounting and reporting policies of the Bank conform to accounting principles generally accepted in the United States of America (“GAAP”) and prevailing practices within the banking industry.

Subsequent Events: The Bank has reviewed all events occurring from December 31, 2012 through March 21, 2013, the date the financial statements were available to be issued and no subsequent events occurred requiring accrual or disclosure.

Use of Estimates: The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts in the financial statements and the disclosures provided, and actual results could differ. The allowance for loan losses, loan servicing rights, deferred tax assets, and fair values of financial instruments are particularly subject to change.

Cash Flows: For purposes of reporting cash flows, cash and cash equivalents include cash, deposits in other financial institutions with maturities fewer than 90 days, and federal funds sold. Federal funds are sold for a one day period and are highly liquid investments. Net cash flows are reported for customer loan and deposit transactions, interest bearing deposits in other financial institutions, and federal funds purchased.

Investment Securities: Debt securities are classified as held to maturity and carried at amortized cost when management has the positive intent and ability to hold them to maturity. Debt securities are classified as available for sale when they might be sold before maturity. Available for sale securities are recorded at fair value with unrealized holding gains and losses reported in other comprehensive income, net of tax. At the time of purchase, the Bank designates securities as either held to maturity or available for sale based on its investment objectives, operational needs, and intent. The Bank does not engage in securities trading activities.

Interest income includes amortization of purchase premium or discount. Premiums and discounts on securities are amortized on the level-yield method without anticipating prepayments, except for mortgage backed securities. A new book yield is calculated each month based on the previous month’s book price and the maturity date or call date, whichever returns the most conservative yield. After any pro rata amortization or accretion is taken due to the current paydown amount, the difference between the beginning book value and ending book value is the month-to-date amortization/accretion.

For collateralized mortgage obligations and mortgage backed securities, under the level yield method a new book yield is calculated each month based on the cash flows used to estimate the timing of principal and interest payments as of the redemption date. The Espiel Prepayment Model, which is based on dynamic vectored speeds, is the default cash flow approach for calculating the book yield, but cash flows based on the 1-month CPR historical speed and 3-month CPR historical speeds are also available.

Gains and losses on sales are recorded on the settlement date and determined using the specific identification method.

An investment security is impaired when its carrying value is greater than its fair value. Investment securities are evaluated for other-than-temporary impairment ("OTTI") on at least a quarterly basis and more frequently when economic or market conditions warrant such an evaluation. For securities in an unrealized loss position, management considers the magnitude and duration of the decline and the intent and ability of the Bank to retain its investment in the securities for a period of time sufficient to allow for an anticipated recovery in fair value, in addition to the reasons underlying the decline, to determine whether the loss in value is other than temporary. The term "other than temporary" is not intended to indicate that the decline is permanent, but indicates that the prospects for a near-term recovery of value is not necessarily favorable, or that there is a lack of evidence to support a realizable value equal to or greater than the carrying value of the investment. If either of the criteria regarding intent or requirement to sell is met, the entire difference between amortized cost and fair value is recognized as impairment through earnings. For debt securities that do not meet the aforementioned criteria, the amount of impairment is split into two components as follows: 1) OTTI related to credit loss, which must be recognized in the income statement and 2) other-than-temporary impairment (OTTI) related to other factors, which is recognized in other comprehensive income. The credit loss is defined as the difference between the present value of the cash flows expected to be collected and the amortized cost basis. For equity securities, the entire amount of impairment is recognized through earnings.

Loans Held for Sale: Loans originated and intended for sale in the secondary market are carried at the lower of aggregate cost or fair value. Net unrealized losses, if any, are recorded as a valuation allowance and charged to earnings.

Loans held for sale are generally sold with servicing rights retained. The carrying value of loans sold is reduced by the amount allocated to the servicing right. If the loans are sold with servicing retained, the fair value of the servicing asset or liability is recorded on the balance sheet. Gains and losses on the sold portion of the loan is recognized at the time of sale based on the difference between the sale proceeds and the carrying value of the related loans sold. The servicing asset is amortized over an estimated life using a method approximating the level yield method; in the event future prepayments exceed management's estimates and future expected cash flows are inadequate to cover the unamortized servicing asset, additional amortization would be recognized. The portion of excess servicing fees in excess of the contractual servicing fees is reflected as interest-only (I/O) strips receivable, which are classified as interest-only strips receivable available for sale and are carried at fair value.

Loans: Loans that management has the intent and ability to hold for the foreseeable future or until maturity or payoff are reported at the amount of unpaid principal balances outstanding, net of deferred loan fees and costs, and an allowance for loan losses. Interest income is accrued on the unpaid principal balance daily and credited to income as it is earned. When a loan pays off or is sold, any unamortized balance of any related premiums, discounts, loan origination fees, and direct loan origination costs is recognized in income. Loan origination fees, net of certain direct origination costs, are deferred and amortized to interest income over the expected life of the loan using a method that approximates the level yield method.

Accrual of interest is generally discontinued on loans which are more than 90 days delinquent or when management believes, after considering economic and business conditions and collection efforts, that the borrower's financial condition is such that collection of interest is doubtful unless the loan is well-secured and in the process of collection. Past due status is based on the contractual terms of the loan. In all cases, loans are placed on nonaccrual or charged-off at an earlier date if collection of principal or interest is considered doubtful. A loan is moved to non-accrual status in accordance with the Bank's policy, typically after 90 days of non-payment.

When a loan is placed on non-accrual status, all interest previously accrued but not collected is reversed from current period income. Interest received on such loans is then recognized only to the extent that cash is received and where the future collection of principal is probable, until qualifying for return to accrual. Generally, loans will be restored to an accrual status when all the principal and interest amounts contractually due are brought current and future payments are reasonably assured.

Concentration of Credit Risk: Most of the Bank's business activity is with customers located within Santa Cruz County. Therefore, the Bank's exposure to credit risk is significantly affected by changes in the economy in the Santa Cruz County area.

Allowance for Loan Losses: The allowance for loan losses is an estimate of credit losses inherent in the Bank's loan portfolio that have been incurred as of the balance sheet date. The allowance is established through a provision for loan losses which is charged to expense. Additions to the allowance are expected to maintain the adequacy of the total allowance after credit losses and loan growth. Loan losses are charged against the allowance when management believes the uncollectibility of a loan balance is confirmed. Cash received on previously charged off amounts is recorded as a recovery to the allowance. Management estimates the allowance balance required using past loan loss experience, the nature and volume of the portfolio, information about specific borrower situations and estimated collateral values, economic conditions, and other factors. Allocations of the allowance may be made for specific loans, but the entire allowance is available for any loan that, in management's judgment, should be charged off.

The allowance consists of specific and general components. The specific component relates to loans that are individually classified as impaired when, based on current information and events, it is probable that the Bank will be unable to collect all amounts due according to the contractual terms of the loan agreement. Generally, the Bank identifies loans to be reported as impaired when such loans are in non-accrual status or classified in part or in whole as either doubtful or loss. Loans for which the terms have been modified resulting in a concession, and for which the borrower is experiencing financial difficulties, are considered troubled debt restructurings and classified as impaired.

Factors considered by management in determining impairment include payment status, collateral value, and the probability of collecting scheduled principal and interest payments when due. Loans that experience insignificant payment delays and payment shortfalls generally are not classified as impaired. Management determines the significance of payment delays and payment shortfalls on case-by-case basis, taking into consideration all of the circumstances surrounding the loan and the borrower, including the length of the delay, the reasons for the delay, the borrower's prior payment record, and the amount of the shortfall in relation to the principal and interest owed.

Typically, loans below $100,000 from all class types are excluded from individual impairment analysis. When a loan is impaired, a portion of the allowance is allocated so that the loan is reported, net, at the present value of expected future cash flows discounted at the loan's effective interest rate, except that as a practical expedient, it may measure impairment based on a loan's observable market price, or the fair value of the collateral if the loan is collateral dependent. A loan is collateral dependent if the repayment of the loan is expected to be provided solely by the underlying collateral. Large groups of smaller balance homogeneous loans, such as consumer and residential real estate loans are collectively evaluated for impairment, and accordingly, they are not separately identified for impairment disclosures.

A restructuring of a debt constitutes a troubled debt restructuring (TDR) if the Bank, for economic or legal reasons related to the debtor's financial difficulties, grants a concession to the debtor that it would not otherwise consider. Restructured workout loans typically present an elevated level of credit risk as the borrowers are not able to perform according to the original contractual terms. Loans that are reported as TDRs are considered impaired and measured for impairment as described above.

The determination of the general reserve for loans that are not impaired is based on estimates made by management, to include, but not limited to, consideration of historical losses by portfolio segment, internal asset classifications, and qualitative factors to include economic trends in the Bank's service areas, industry experience and trends, geographic concentrations, estimated collateral values, the Bank's underwriting policies, the character of the loan portfolio, and probable losses inherent in the portfolio taken as a whole. The historical loss experience is determined by portfolio segment and is based on considerations of both the Bank's actual historical loss history and losses of the peer group in which the Bank operates.

The Bank maintains a separate allowance for each portfolio segment (loan type). These portfolio segments include commercial real estate, land and construction, commercial and industrial, agricultural land, real estate and production, and consumer loans (principally home equity loans). The allowance for loan losses attributable to each portfolio segment, which includes both impaired loans and loans that are not impaired, is combined to determine the Bank's overall allowance, which is included on the balance sheet.

The general reserve component of the allowance for loan losses also consists of reserve factors that are based on management's assessment of the following for each portfolio segment: (1) inherent credit risk, (2) historical losses, and (3) other qualitative factors. These reserve factors are inherently subjective and are driven by the repayment risk associated with each portfolio segment described below.

Commercial real estate – Commercial real estate mortgage loans generally possess a higher inherent risk of loss than other real estate portfolio segments, except land and construction loans. Adverse economic developments or an overbuilt market impact commercial real estate projects and may result in troubled loans. Trends in vacancy rates of commercial properties impact the credit quality of these loans. High vacancy rates reduce operating revenues and the ability for properties to produce sufficient cash flow to service debt obligations.

Land and construction – Land and construction loans generally possess a higher inherent risk of loss than other real estate portfolio segments. A major risk arises from the necessity to complete projects within specified cost and time lines. Trends in the construction industry significantly impact the credit quality of these loans, as demand drives construction activity. In addition, trends in real estate values significantly impact the credit quality of these loans, as property values determine the economic viability of construction projects.

Commercial and industrial – Commercial and industrial loans generally possess a lower inherent risk of loss than real estate portfolio segments because these loans are generally underwritten to existing cash flows of operating businesses. Debt coverage is provided by business cash flows and economic trends influenced by unemployment rates and other key economic indicators are closely correlated to the credit quality of these loans.

Agricultural land, real estate and production **–** Agricultural real estate mortgage loans generally possess a lower inherent risk of loss than other real estate portfolio segments, including land and construction loans. Adverse economic developments may result in troubled loans. Loans secured by crop production and livestock are especially vulnerable to two risk factors that are largely outside the control of Bank and borrowers: commodity prices and weather conditions.

Consumer – Comprised of single family residential real estate, home equity lines of credit, personal lines and installment loans. The degree of risk in residential real estate lending depends primarily on the loan amount in relation to collateral value, the interest rate and the borrower's ability to repay in an orderly fashion. These loans generally possess a lower inherent risk of loss than other real estate portfolio segments. An installment loan portfolio is usually comprised of a large number of small loans scheduled to be amortized over a specific period. Most installment loans are made directly for consumer purchases, but business loans granted for the purchase of heavy equipment or industrial vehicles may also be included. Economic trends determined by unemployment rates and other key economic indicators are closely correlated to the credit quality of these loans. Weak economic trends indicate that the borrowers' capacity to repay their obligations may be deteriorating.

Although management believes the allowance to be adequate, ultimate losses may vary from its estimates. At least quarterly, the Board of Directors reviews the adequacy of the allowance, including consideration of the relative risks in the portfolio, current economic conditions and other factors. If the Board of Directors and management determine that changes are warranted based on those reviews, the allowance is adjusted. In addition, the Bank's primary regulators, FDIC and California Department of Financial Institutions, as an integral part of their examination process, review the adequacy of the allowance. These regulatory agencies may require additions to the allowance based on their judgment about information available at the time of their examinations.

Servicing Rights: When mortgage loans are sold with servicing retained, servicing rights are initially recorded at fair value with the income statement effect recorded in gains on sales of loans. Fair value is based on market prices for comparable mortgage servicing contracts, when available or alternatively, is based on a valuation model that calculates the present value of estimated future net servicing income. All classes of servicing assets are subsequently measured using the amortization method which requires servicing rights to be amortized into non-interest income in proportion to, and over the period of, the estimated future net servicing income of the underlying loans.

Servicing rights are evaluated for impairment based upon the fair value of the rights as compared to carrying amount. Impairment is determined by stratifying rights into groupings based on predominant risk characteristics, such as interest rate, loan type and investor type. Impairment is recognized through a valuation allowance for an individual grouping, to the extent that fair value is less than the carrying amount. If the Bank later determines that all or a portion of the impairment no longer exists for a particular grouping, a reduction of the allowance may be recorded as an increase to income. Changes in valuation allowances are reported with Loan servicing fees income on the income statement. The fair values of servicing rights are subject to significant fluctuations as a result of changes in estimated and actual prepayment speeds and default rates and losses.

Servicing fee income, which is reported on the income statement as loan servicing fees recorded for fees earned for servicing loans. The fees are based on a fixed amount per loan and recorded as income when earned. The amortization of servicing rights is netted against loan servicing fee income. Servicing fees totaled $304,965 and $267,385 for the years ended December 31, 2012 and 2011, respectively. Late fees and ancillary fees related to loan servicing are not material.

Foreclosed Assets: Assets acquired through or instead of foreclosure are initially recorded at fair value of the property, less estimated selling expenses, establishing a new cost basis. Any write-down to fair value at the time of transfer to foreclosed real estate is charged to the allowance for loan losses. These assets are subsequently accounted for at lower of cost or fair value less estimated costs to sell. If fair value declines subsequent to foreclosure, a valuation allowance is recorded through expense. Operating costs after acquisition are expensed. Operating expenses incurred in conjunction with the maintenance of real estate acquired through foreclosure are charged to operations as incurred.

Premises and Equipment: Premises and equipment are stated at cost less accumulated depreciation and amortization. Leasehold improvements are amortized over the estimated useful life or the initial term of the respective leases. Certain operating leases contain incentives in the form of tenant improvement allowances or credits. Lease incentives are capitalized at the inception of the lease and amortized on a straight-line basis over the lease term with useful lives ranging from 3 to 10 years. Furniture, fixtures and equipment are depreciated using the straight-line method with useful lives ranging from 5 to 7 years. All other maintenance and repair expenditures are expensed as incurred.

Federal Home Loan Bank Stock: The Bank, as a member of the Federal Home Loan Bank (“FHLB”) system, is required to maintain an investment in the capital stock of the FHLB of San Francisco based on the level of borrowings and other factors. FHLB stock is carried at cost, classified as restricted security, and periodically evaluated for impairment based on ultimate recovery of par value. The FHLB stock is redeemable at its par value of $100 per share at the discretion of the FHLB of San Francisco. No ready market exists for FHLB stock, and it has no quoted market value. The FHLB can suspend dividends and redemptions upon notification to its members. Both cash and stock dividends, if any, are reported as income.

Bank Owned Life Insurance: The Bank has purchased life insurance policies on certain key executives. Bank owned life insurance is recorded at the amount that can be realized under the insurance contract at the balance sheet date, which is the cash surrender value adjusted for other charges or other amounts due that are probable at settlement.

Loan Commitments and Related Financial Instruments: Financial instruments include off-balance sheet credit instruments, such as commitments to make loans and commercial letters of credit, issued to meet customer financing needs. The face amount for these items represents the exposure to loss, before considering customer collateral or ability to repay. Such financial instruments are recorded when they are funded.

Stock-Based Compensation: The Bank has a share-based compensation plan for employees and directors, the 2003 Stock Option Plan (the "Option Plan"), which has been approved by its shareholders. The Option Plan permits the grant of stock options for up to 500,202 shares of the Bank's common stock. The amount, frequency, and terms of share-based awards may vary based on competitive practices, the Bank's operating results, and government regulations.

The Bank has a Stock Award Plan, the 2011 Restricted Stock Award Plan (the "Award Plan"). The Award Plan permits the grant of stock awards for the lesser of (i) 218,390 shares or (ii) the difference between 500,202 and the sum of the number of shares underlying stock options outstanding or granted after April 11, 2011 and the number of shares of Restricted Stock Awards granted. Awards vest at a rate of no more than 25% per year and fully vest in four years from the date of grant. All stock certificates issued pursuant to a Restricted Stock Award shall remain in the possession of Santa Cruz County Bank until the terms and provisions of the Restricted Stock Award have been fully satisfied. Shares are redeemable upon the fourth anniversary from the date of the grant or earlier as a result of a qualifying terminating event.

Compensation cost is recognized for stock options and restricted stock awards issued to employees and directors, based on the fair value of these awards at the date of grant. The Bank estimates the fair value of each stock option award as of the date of grant using a Black-Scholes model, while the market price of the Bank’s common stock at the date of grant is used for restricted stock awards.

Compensation cost is recognized over the required service period, generally defined as the vesting period. For awards with graded vesting, compensation cost is recognized on a straight-line basis over the requisite service period for the entire award

Income Taxes: Income tax expense is the total of the current year income tax due or refundable and the change in deferred tax assets and liabilities. Deferred income taxes are computed using the asset and liability method, which recognizes a liability or asset representing the tax effects, based on current tax law, of future deductible or taxable amounts attributable to events that have been recognized in the financial statements. A valuation allowance is established to reduce the deferred tax asset to the level at which it is “more likely than not” that the tax asset or benefits will be realized. Deferred tax assets and liabilities are calculated by applying current enacted tax rates against future deductible or taxable amounts. Realization of tax benefits of deductible temporary differences and operating loss carry forwards depends on having sufficient taxable income of an appropriate character within the carry forward periods.

The Bank uses a comprehensive model for recognizing, measuring, presenting and disclosing in the financial statements tax positions taken or expected to be taken on a tax return. A tax position is recognized as a benefit only if it is "more likely than not" that the tax position would be sustained in a tax examination, with a tax examination being presumed to occur. The amount recognized is the largest amount of tax benefit that is greater than 50% likely of being realized on examination. For tax positions not meeting the "more likely than not" test, no tax benefit is recorded.

The Bank recognizes interest and/or penalties related to income tax matters in income tax expense.

Retirement Plans: Pension expense is the net of service and interest cost, return on plan assets and amortization of gains and losses not immediately recognized. Deferred compensation and supplemental retirement plan expense allocates the benefits over years of service.

Earnings Per Common Share: Basic earnings per common share are calculated by dividing net earnings for the period by the weighted-average common shares outstanding during the period. Diluted earnings per share takes into account the potential dilutive impact of such instruments and uses the average share price for the period in determining the number of incremental shares to add to the weighted-average number of shares outstanding. There is no adjustment to the number of outstanding shares for potential dilutive instruments, such as stock options, when a loss occurs because the conversion of potential common stock is anti-dilutive or when stock options are not in-the-money.

Comprehensive Income: Comprehensive income consists of net income and other comprehensive income. Other comprehensive earnings include the adjustment to fully recognize the liability associated with the supplemental executive retirement plan and unrealized gains and losses on securities available for sale, which are also recognized as separate components of equity.

Loss Contingencies: Loss contingencies, including claims and legal actions arising in the ordinary course of business, are recorded as liabilities when the likelihood of loss is probable and an amount or range of loss can be reasonably estimated. Management does not believe there now are such matters that will have a material effect on the financial statements.

Fair Value of Financial Instruments: The Bank's estimated fair value amounts have been determined by the Bank using available market information and appropriate valuation methodologies.

However, considerable judgment is required to develop the estimates of fair value. Accordingly, the estimates are not necessarily indicative of the amounts the Bank could have realized in a current market exchange. The use of different market assumptions and/or estimation methodologies may have a material effect on the estimated fair value amounts.

Although management is not aware of any factors that would significantly affect the estimated fair value amounts, such amounts have not been comprehensively revalued for purposes of these financial statements since the balance sheet date and, therefore, current estimates of fair value may differ significantly from the amounts presented in the accompanying Notes.

Reclassifications: Certain reclassifications have been made to prior period financial statements to conform to the current year presentation. These reclassifications had no impact on the Bank's previously reported financial statements.

Adoption of New Accounting Standards

In June 2011, the FASB amended existing guidance and eliminated the option to present the components of other comprehensive income as part of the statement of changes in shareholder's equity. The amendment requires that comprehensive income be presented in either a single continuous statement or in two separate consecutive statements. As a result of adopting this standard the Bank presents comprehensive income in a separate statement.

In May, 2011, the FASB issued an amendment to achieve common fair value measurement and disclosure requirements between U.S. and International accounting principles. Overall, the guidance is consistent with existing U.S. accounting principles; however, there are some amendments that change a particular principle or requirement for measuring fair value or for disclosing information about fair value measurements. The amendments in this guidance are effective for the Bank beginning January 1, 2012. The effect of adopting this standard did not have a material effect on the Bank's operating results or financial condition.

In April 2011, the FASB amended existing guidance for assisting a creditor in determining whether a restructuring is a troubled debt restructuring. The amendments clarify the guidance for a creditor's evaluation of whether it has granted a concession and whether a debtor is experiencing financial difficulties.

With regard to determining whether a concession has been granted, the ASU clarifies that creditors are precluded from using the effective interest method to determine whether a concession has been granted. In the absence of using the effective interest method, a creditor must now focus on other considerations such as the value of the underlying collateral, evaluation of other collateral or guarantees, the debtor's ability to access other funds at market rates, interest rate increases and whether the restructuring results in a delay in payment that is insignificant. The effect of adopting this standard did not have a material effect on the Bank's operating results or financial condition.

NOTE 2. INVESTMENT SECURITIES

The following table summarizes the amortized cost and fair value of securities available for sale and held to maturity at December 31, 2012, and 2011 and the corresponding amounts of gross unrealized gains and losses recognized in accumulated other comprehensive income (loss) and gross unrecognized gains and losses:

December 31, 2012	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Available for sale:				
U.S. government sponsored agencies	$ 1,094,432	$ 48,927	$ -	$ 1,143,359
Mortgage backed securities: residential	5,110,771	149,231	(28,238)	5,231,764
Collateralized mortgage obligations	18,569,937	171,571	(49,847)	18,691,661
State and political subdivision	13,234,099	831,304	-	14,065,403
Total available for sale	$ 38,009,239	$ 1,201,033	$ (78,085)	$ 39,132,187

	Amortized Cost	Gross Unrecognized Gains	Gross Unrecognized Losses	Estimated Fair Value
Held to maturity:				
Mortgage backed securities: residential	176,866	10,108	-	186,974
Total held to maturity	$ 176,866	$ 10,108	$ -	$ 186,974

December 31, 2011	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Available for sale:				
U.S. government sponsored agencies	$ 2,081,069	$ 22,781	$ -	$ 2,103,850
Mortgage backed securities: residential	3,770,671	209,048	-	3,979,719
Collateralized mortgage obligations	23,724,220	170,155	(133,970)	23,760,405
State and political subdivision	13,836,939	451,237	(17,367)	14,270,809
Corporate	845,931	-	(120,491)	725,440
Total available for sale	$ 44,258,830	$ 853,221	$ (271,828)	$ 44,840,223

	Amortized Cost	Gross Unrecognized Gains	Gross Unrecognized Losses	Estimated Fair Value
Held to maturity:				
Mortgage backed securities: residential	297,210	16,553	-	313,763
Total held to maturity	$ 297,210	$ 16,553	$ -	$ 313,763

The proceeds from sales and calls of investment securities and associated gains and losses are listed below:

	2012	2011
Proceeds	850,000	18,410,822
Gains	2,039	782,765
Losses	-	-

The tax provision related to these net realized gains and losses were $839 and $322,143, respectively.

The amortized cost and estimated fair value of debt securities are shown by contractual maturity. Expected maturities may differ from contractual maturities if borrowers have the right to call or prepay obligations with or without call or prepayment penalties. Securities not due at a single maturity date are shown separately.

	2012		2011	
Available for sale:	Amortized Cost	Estimated Fair Value	Amortized Cost	Estimated Fair Value
Within one year	$ 1,021,826	$ 1,033,871	$ 500,515	$ 511,890
One to five years	15,063	15,198	2,033,857	2,072,330
Five to ten years	5,470,196	5,855,220	4,052,062	4,258,965
Beyond ten years	7,821,445	8,304,472	10,177,505	10,256,914
Mortgage-backed securities	23,680,709	23,923,426	27,494,891	27,740,124
Total	$ 38,009,239	$ 39,132,187	$ 44,258,830	$ 44,840,223
Held to maturity:				
One to five years	$ 29,514	$ 31,583	$ 79,575	$ 83,806
Five to ten years	147,352	155,391	217,635	229,957
Total	$ 176,866	$ 186,974	$ 297,210	$ 313,763

Investment securities available to be pledged to secure public deposits at year end December 31, 2012 and 2011 had a carrying amount of $17,110,000 and $24,454,000, respectively.

At year end 2012 and 2011, there were no holdings of securities of any one issuer, other than the U.S. Government and its agencies, in an amount greater than 10% of shareholders' equity.

The following table summarizes investment securities with unrealized losses at December 31, 2012 and 2011 aggregated by major security type and length of time in a continuous unrealized loss position:

December 31, 2012:	Less than 12 months		12 months or more		Total	
Available for sale:	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
U.S. government sponsored agencies	$ 2,444,957	$ (28,238)	$ -	$ -	$ 2,444,957	$ (28,238)
Collateralized mortgage obligations	3,458,440	(16,855)	1,577,009	(32,992)	5,035,449	(49,847)
Total available for sale:	$ 5,903,397	$ (45,093)	$ 1,577,009	$ (32,992)	$ 7,480,406	$ (78,085)

December 31, 2011:	Less than 12 months		12 months or more		Total	
Available for sale:	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Collateralized mortgage obligations	$ 10,920,466	$ (133,970)	$ -	$ -	$ 10,920,466	$ (133,970)
State and political subdivision	1,266,915	(4,062)	490,525	(13,305)	1,757,440	(17,367)
Corporate	-	-	725,440	(120,491)	725,440	(120,491)
Total available for sale:	$ 12,187,381	$ (138,032)	$ 1,215,965	$ (133,796)	$ 13,403,346	$ (271,828)

As of December 31, 2012, the Bank's security portfolio consisted of 68 investment securities, 9 of which were in an unrealized loss position. The majority of unrealized losses are related to the Bank's collateralized mortgage obligations as discussed below.

Collateralized Mortgage Obligations:
At December 31, 2012, 100% of the collateralized mortgage obligations held by the Bank were issued by U.S. Government or government-sponsored entities and agencies, primarily Fannie Mae and Freddie Mac, institutions which the government has affirmed its commitment to support. Because the decline in fair value is attributable to changes in interest rates and illiquidity, and not credit quality, and because the Bank does not have the intent to sell these mortgage backed securities and it is likely that it will not be required to sell the securities before their anticipated recovery, the Bank does not consider these securities to be other-than-temporarily impaired at December 31, 2012. The Bank’s mortgage backed securities portfolio does not include non-agency collateralized mortgage obligations.

NOTE 3. LOANS RECEIVABLE

The outstanding loan portfolio balances at December 31, 2012 and 2011 are as follows:

	December 31,	
	2012	2011
Commercial and industrial	$ 68,938,274	$ 53,681,743
Commercial real estate	89,810,098	73,195,511
Land and construction	4,210,255	12,308,393
Agricultural land, real estate and production	10,134,823	11,154,197
Consumer	32,749,369	23,927,137
Gross loans receivable	205,842,819	174,266,981
Net deferred loan fees	199,422	82,117
Allowance for loan losses	(5,048,577)	(4,305,290)
Loans receivable, net	$ 200,993,664	$ 170,043,808

	December 31,	
	2012	2011
Commercial and industrial	$ 3,800,867	$ 5,450,429
Commercial real estate	13,275,137	9,422,469
Land and construction	2,322,592	2,126,842
Agricultural land, real estate and production	437,068	102,835
Loans held for sale	$ 19,835,664	$ 17,102,575

The following table shows the allocation of the allowance for loan losses by portfolio segment for the years ended December 31, 2012 and December 31, 2011:

December 31, 2012:	Commercial and Industrial	Commercial Real Estate	Land and Construction	Agricultural Land, Real Estate and Production	Consumer	Unallocated	Total
Allowance for loan losses:							
Beginning balance	$ 1,597,966	$ 1,310,205	$ 955,229	$ 56,160	$ 385,730	$ -	$ 4,305,290
Provision for loan losses	519,875	512,358	(554,851)	1,326	202,252	313,040	994,000
Loans charged-off	(73,552)	(122,946)	(111,163)		(4,692)	-	(312,353)
Recoveries	61,140	-	-	-	500	-	61,640
Total ending allowance balance	$ 2,105,429	$ 1,699,617	$ 289,215	$ 57,486	$ 583,790	$ 313,040	$ 5,048,577

December 31, 2011:	Commercial and Industrial	Commercial Real Estate	Land and Construction	Agricultural Land, Real Estate and Production	Consumer	Unallocated	Total
Allowance for loan losses:							
Beginning balance	$ 1,249,018	$ 753,077	$ 991,839	$ 48,307	$ 351,428	$ 164,852	$ 3,558,521
Provision for loan losses	446,643	650,150	444,370	7,853	28,336	(164,852)	1,412,500
Loans charged-off	(144,866)	(93,022)	(510,210)	-	-	-	(748,098)
Recoveries	47,171	-	29,230	-	5,966	-	82,367
Total ending allowance balance	$ 1,597,966	$ 1,310,205	$ 955,229	$ 56,160	$ 385,730	$ -	$ 4,305,290

The following table shows the balance in the allowance for loan losses and the recorded investment in loans by portfolio segment and based on impairment method as of December 31, 2012 and 2011:

December 31, 2012:	Commercial and Industrial	Commercial Real Estate	Land and Construction	Agricultural Land, Real Estate and Production	Consumer	Unallocated	Total
Allowance for loan losses							
Ending allowance balance attributable to loans:							
Individually evaluated for impairment	$ 65,179	$ 143,030	$ 63,750	$ -	$ -	$ -	$ 271,959
Collectively evaluated for impairment	2,040,250	1,556,587	225,465	57,486	583,790	313,040	4,776,618
Total ending allowance balance	$ 2,105,429	$ 1,699,617	$ 289,215	$ 57,486	$ 583,790	$ 313,040	$ 5,048,577
Loans							
Loans individually evaluated for impairment	$ 289,163	$ 1,376,710	$ 656,269	$ -	$ -	$ -	$ 2,322,142
Loans collectively evaluated for impairment	68,649,111	88,433,388	3,553,986	10,134,823	32,749,369	-	203,520,677
Total ending loans balance	$ 68,938,274	$ 89,810,098	$ 4,210,255	$ 10,134,823	$ 32,749,369	$ -	$ 205,842,819

December 31, 2011:	Commercial and Industrial	Commercial Real Estate	Land and Construction	Agricultural Land, Real Estate and Production	Consumer	Unallocated	Total
Allowance for loan losses:							
Ending allowance balance attributable to loans:							
Individually evaluated for impairment	$ 55,789	$ 137,932	$ 388,197	$ -	$ -	$ -	$ 581,918
Collectively evaluated for impairment	1,542,177	1,172,273	567,032	56,160	385,730	-	3,723,372
Total ending allowance balance	$ 1,597,966	$ 1,310,205	$ 955,229	$ 56,160	$ 385,730	$ -	$ 4,305,290
Loans:							
Loans individually evaluated for impairment	$ 369,993	$ 653,180	$ 3,725,098	$ -	$ -	$ -	$ 4,748,271
Loans collectively evaluated for impairment	53,311,750	72,542,331	8,583,295	11,154,197	23,927,137	-	169,518,710
Total ending loans balance	$ 53,681,743	$ 73,195,511	$ 12,308,393	$ 11,154,197	$ 23,927,137	$ -	$ 174,266,981

SANTA CRUZ COUNTY BANK
NOTES TO FINANCIAL STATEMENTS

The following table shows information related to impaired loans by class of loans as of and for the year ended December 31, 2012 and 2011:

Impaired Loans
For the Year ended December 31, 2012

	Unpaid Principal Balance	Recorded Investment	Allowance for loan losses allocated	Average Recorded Investment	Interest Income Recognized	Cash Basis Interest Recognized
With no related allowance recorded:						
Commercial real estate	$ 926,916	$ 866,710	$ -	$ 903,335	$ 49,403	$ 7,956
Total	926,916	866,710	-	903,335	49,403	7,956
With an allowance recorded:						
Commercial and industrial	289,163	289,163	65,179	119,490	17,122	-
Commercial real estate	510,000	510,000	143,030	370,078	30,644	-
Land and construction	656,269	656,269	63,750	601,692	-	-
Total	1,455,432	1,455,432	271,959	1,091,260	47,766	-
Total:						
Commercial and industrial	289,163	289,163	65,179	119,490	17,122	-
Commercial real estate	1,436,916	1,376,710	143,030	1,273,413	80,047	7,956
Land and construction	656,269	656,269	63,750	601,692	-	-
Total	$ 2,382,348	$ 2,322,142	$ 271,959	$ 1,994,595	$ 97,169	$ 7,956

Impaired Loans
For the Year ended December 31, 2011

	Unpaid Principal Balance	Recorded Investment	Allowance for loan losses allocated	Average Recorded Investment	Interest Income Recognized	Cash Basis Interest Recognized
With no related allowance recorded:						
Commercial and industrial	$ 410,522	$ 297,157	$ -	$ 166,936	$ -	$ -
Commercial real estate	108,061	47,855	-	49,151	-	-
Total	518,583	345,012	-	216,087	-	-
With an allowance recorded:						
Commercial and industrial	72,836	72,836	55,789	74,098	-	-
Commercial real estate	605,325	605,325	137,932	151,331	-	-
Land and construction	3,725,098	3,725,098	388,197	3,107,533	-	-
Total	4,403,259	4,403,259	581,918	3,332,962	-	-
Total:						
Commercial and industrial	483,358	369,993	55,789	241,034	-	-
Commercial real estate	713,386	653,180	137,932	200,482	-	-
Land and construction	3,725,098	3,725,098	388,197	3,107,533	-	-
Total	$ 4,921,842	$ 4,748,271	$ 581,918	$ 3,549,049	$ -	$ -

The recorded investment in loans excludes accrued interest receivable and loan origination fees, net due to immateriality.

Nonaccrual loans and loans past due 90 days still on accrual include both smaller balance homogeneous loans that are collectively evaluated for impairment and individually classified as impaired loans.

The following table shows an aging analysis of the recorded investment in past due loans as of December 31, 2012 and 2011 by class of loans:

December 31, 2012	30-89 Days Past Due	90 Days and Still Accruing	Nonaccrual	Total Past Due	Current	Total
Commercial and industrial	$ 297,551	$ -	$ -	$ 297,551	$ 68,640,723	$ 68,938,274
Commercial real estate	-	-	184,780	184,780	89,625,318	89,810,098
Land and construction	-	-	-	-	4,210,255	4,210,255
Agricultural land, real estate, and production	-	-	-	-	10,134,823	10,134,823
Consumer	2,010	-	-	2,010	32,747,359	32,749,369
Total	$ 299,561	$ -	$ 184,780	$ 484,341	$ 205,358,478	$ 205,842,819

December 31, 2011	30-89 Days Past Due	90 Days and Still Accruing	Nonaccrual	Total Past Due	Current	Total
Commercial and industrial	$ 57,520	$ 72,837	$ -	$ 130,357	$ 53,551,386	$ 53,681,743
Commercial real estate	-	-	950,336	950,336	72,245,175	73,195,511
Land and construction	148,807	-	2,901,677	3,050,484	9,257,909	12,308,393
Agricultural land, real estate, and production	-	-	-	-	11,154,197	11,154,197
Consumer	-	-	-	-	23,927,137	23,927,137
Total	$ 206,327	$ 72,837	$ 3,852,013	$ 4,131,177	$ 170,135,804	$ 174,266,981

Troubled Debt Restructurings:

As of December 31, 2012 and 2011, the Bank has a recorded investment in troubled debt restructurings of $1,039,216 and $906,386, respectively. The Bank has allocated $65,164 in specific reserves to customers whose loan terms have been modified in troubled debt restructurings as of December 31, 2012. The Bank has not allocated specific reserves to customers whose loan terms have been modified in troubled debt restructurings as of December 31, 2011. The Bank has not committed to lend additional amounts as of December 31, 2012 to customers with outstanding loans that are classified as troubled debt restructurings.

During the years ending December 31, 2012 and 2011, the terms of certain loans were modified as troubled debt restructurings. The modification of the terms of such loans included one or a combination of the following: a reduction of the stated interest rate of the loan; an extension of the maturity date at a stated rate of interest lower than the current market rate for new debt with similar risk; or a permanent reduction of the recorded investment in the loan.

Modifications involving a reduction of the stated interest rate of the loan were for periods ranging from 6 months to 1 year. Modifications involving an extension of the maturity date were for periods ranging from 6 months to 1 year.

The following table presents loans by class modified as troubled debt restructurings that occurred during the years ending December 31, 2012 and 2011:

December 31, 2012	Number of Loans	Pre-modification Outstanding Recorded Investments	Post-modification Outstanding Recorded Investments
Troubled Debt Restructuring:			
Commercial	4	$ 1,039,216	$ 1,039,216
Troubled Debt Restructuring That Subsequently Defaulted:			
Commercial	0	$ -	$ -

December 31, 2011	Number of Loans	Pre-modification Outstanding Recorded Investments	Post-modification Outstanding Recorded Investments
Troubled Debt Restructuring:			
Commercial	1	$ 921,287	$ 906,386
Troubled Debt Restructuring That Subsequently Defaulted:			
Commercial	0	$ -	$ -

There were no troubled debt restructurings that subsequently defaulted in 2012 or 2011, respectively. For the years ending December 31, 2012 and 2011, the troubled debt restructurings did not increase the allowance for loan losses and resulted in no charge offs.

Credit Quality Indicators:
The Bank assigns a risk rating to all loans and periodically performs detailed reviews of all such loans over a certain threshold to identify credit risks and to assess the overall collectability of the portfolio. These risk ratings are also subject to examination by independent specialists engaged by the Bank and the Bank's regulators. During these internal reviews, management monitors and analyzes the financial condition of borrowers and guarantors, trends in the industries in which borrowers operate and the fair values of collateral securing these loans. These credit quality indicators are used to assign a risk rating to each individual loan. This analysis is performed on an annual basis. The risk ratings can be grouped into five major categories, defined as follows:

Pass – A pass loan is a credit with no existing or known potential weaknesses deserving of management's close attention.

Special Mention – A special mention loan has potential weaknesses that deserve management's close attention. If left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects for the loan or in the Bank's credit position at some future date. Special Mention loans are not adversely classified and do not expose the Bank to sufficient risk to warrant adverse classification.

Substandard – A substandard loan is not adequately protected by the current sound worth and paying capacity of the borrower or the value of the collateral pledged, if any. Loans classified as substandard have a well defined weakness or weaknesses that jeopardize the liquidation of the debt. Well defined weaknesses include a project's lack of marketability, inadequate cash flow or collateral support, failure to complete construction on time or the project's failure to fulfill economic expectations. They are characterized by the distinct possibility that the Bank will sustain some loss if the deficiencies are not corrected.

Doubtful – Loans classified doubtful have all the weaknesses inherent in those classified as substandard with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently known facts, conditions and values, highly questionable, and improbable.

Loss – Loans classified as loss are considered uncollectible and charged off immediately.

The following table shows the loan portfolio by class allocated by management's internal risk ratings at December 31, 2012 and 2011:

December 31, 2012	Commercial and Industrial	Commercial Real Estate	Land and Construction	Agricultural Land, Real Estate and Production	Consumer	Total
Pass	$ 68,657,965	$ 85,831,089	$ 3,553,986	$ 10,134,823	$ 31,465,761	$ 199,643,624
Special Mention	205,329	2,918,609	-	-	1,274,601	4,398,539
Substandard	74,980	1,060,400	656,269	-	9,007	1,800,656
Doubtful	-	-	-	-	-	-
Total	$ 68,938,274	$ 89,810,098	$ 4,210,255	$ 10,134,823	$ 32,749,369	$ 205,842,819

December 31, 2011	Commercial and Industrial	Commercial Real Estate	Land and Construction	Agricultural Land, Real Estate and Production	Consumer	Total
Pass	$ 52,842,213	$ 69,651,133	$ 8,583,295	$ 11,154,197	$ 21,818,421	$ 164,049,259
Special Mention	405,886	2,891,198	-	-	1,192,889	4,489,973
Substandard	433,644	653,180	3,725,098	-	915,827	5,727,749
Doubtful	-	-	-	-	-	-
Total	$ 53,681,743	$ 73,195,511	$ 12,308,393	$ 11,154,197	$ 23,927,137	$ 174,266,981

NOTE 4. REAL ESTATE OWNED

Real estate owned activity was as follows:

	2012	**2011**
Beginning balance	$ 2,931,889	$ 1,358,403
Loans transferred to real estate owned	3,455,499	2,912,665
Capitalized expenditures	-	54,855
Direct write-downs	(95,337)	(197,266)
Sales of real estate owned	(3,126,051)	(1,196,768)
End of year	$ 3,166,000	$ 2,931,889

Expenses related to foreclosed assets are reported with Other on the income statement and include:

	2012	**2011**
Net (gain) loss on sales	$ (41,592)	$ 8,394
Operating expenses, net of rental income	(256,475)	(113,716)
	$ (298,067)	$ (105,322)

NOTE 5. FAIR VALUE

Fair Value Hierarchy:
The Bank groups its assets and liabilities measured at fair value in three levels, based on the markets in which the assets and liabilities are traded and the reliability of the assumptions used to determine fair value. Valuations within these levels are based upon:

Level 1 – Valuations for assets and liabilities traded in active exchange markets, such as the New York Stock Exchange. Level 1 also includes U.S. Treasury, other U.S. Government and agency mortgage backed securities that are traded by dealers or brokers in active markets. Valuations are obtained from readily available pricing sources for market transactions involving identical assets or liabilities.

Level 2 – Quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-based valuation techniques for which all significant assumptions are observable or can be corroborated by observable market data.
Level 3 – Model-based techniques that use at least one significant assumption not observable in the market. These unobservable assumptions reflect the Bank's estimates of assumptions that market participants would use on pricing the asset or liability. Valuation techniques include management judgment and estimation which may be significant.

The following methods and assumptions were used to estimate the fair value of each class of financial instruments:

Cash and Cash Equivalents: Carrying amount is a reasonable estimate of fair value and are classified as Level 1.

Interest Bearing Deposits in Other Financial Institutions: The fair values were calculated using discounted cash flow models based on market rates resulting in a Level 2 classification.

Investment Securities: The fair values of securities classified as available for sale and held to maturity are based on quoted market prices, if available (Level 1) at the reporting date. For securities where quoted prices are not available, fair values are calculated based on market prices of similar securities (Level 2). For securities where quoted prices or market prices of similar securities are not available, fair values are calculated using discounted cash flows or other market indicators (Level 3).

Loans Held For Sale: Loans held for sale are carried at the lower of cost or fair value, which is evaluated on a pool-level basis. The fair value of loans held for sale is determined using quoted prices for similar assets, adjusted for specific attributes of that loan or other observable market data, such as outstanding commitments from third party investors (Level 2).

Loans: The fair value of fixed rate loans is determined as the present value of expected future cash flows discounted at the interest rate currently offered by the Bank, which approximates rates currently offered by local lending institutions for loans of similar terms to companies with comparable credit risk resulting in a Level 3 classification. Variable rate loans which re-price frequently wifth changes in approximate market rates were valued using the outstanding principal balance resulting in a Level 3 classification. The estimated fair value of loan commitments and contingent liabilities at December 31, 2012 and December 31, 2011 approximate their current book values.

Impaired Loans: The fair value of impaired loans with specific allocations of the allowance for loan losses is generally based on recent real estate appraisals. These appraisals may utilize a single valuation approach or a combination of approaches including comparable sales and the income approach. Adjustments are routinely made in the appraisal process by the independent appraisers to adjust for differences between the comparable sales and income data available. Such adjustments are usually significant and typically result in a Level 3 classification of the inputs for determining fair value.

Real Estate Owned: Nonrecurring adjustments to certain commercial and residential real estate properties classified as real estate owned (REO) are measured at fair value, less costs to sell. Fair values are based on recent real estate appraisals. These appraisals may use a single valuation approach or a combination of approaches including comparable sales and the income approach. Adjustments are routinely made in the appraisal process by the independent appraisers to adjust for differences between the comparable sales and income data available. Such adjustments are usually significant and typically result in a Level 3 classification of the inputs for determining fair value.

Bankers' Bank Stock: Bankers' Bank Stock includes Federal Home Loan Bank Stock and Pacific Coast Bankers Bank Stock. The Federal Home Loan Bank investment is carried at cost and is redeemable at par with certain restrictions. It is not practical to determine fair value of bank stock due to restrictions placed on transferability.

Accrued Interest Receivable: Carrying amount is a reasonable estimate of fair value resulting in a Level 2 or Level 3 classification.

Deposits: The fair values of demand deposits, savings deposits, and money market deposits without defined maturities were the amounts payable on demand resulting in a Level 1 classification. For variable rate deposits where the Bank has the contractual right to change rates, carrying value was assumed to approximate fair value resulting in a Level 1 classification.

Certificates of Deposit: For deposits with defined maturities, the fair values were calculated using discounted cash flow models based on market interest rates for different product types and maturity dates. The discount rates used were based on rates for comparable deposits resulting in a Level 2 classification.

Accrued Interest Payable: Carrying amount is a reasonable estimate of fair value resulting in a Level 2 classification.

Federal Home Loan Bank Advances: The carrying amount is a reasonable estimate of fair value.

Assets Recorded at Fair Value

The Bank's assets and liabilities measured at fair value on a recurring and nonrecurring basis as of December 31, 2012 and 2011 are summarized below:

Recurring Basis

The Bank is required or permitted to record the following assets at fair value on a recurring basis.

	December 31, 2012			
	Fair Value	Level 1	Level 2	Level 3
Securities available for sale:				
U.S. government sponsored agencies	$ 1,143,359	$ -	$ 1,143,359	$ -
Mortgage backed securities: residential	5,231,764	-	5,231,764	-
Collateralized mortgage obligations	18,691,661	-	18,691,661	-
State and political subdivision	14,065,403	-	14,065,403	-
Corporate	-	-	-	-
Total assets measured at fair value	$ 39,132,187	$ -	$ 39,132,187	$ -

	December 31, 2011			
	Fair Value	Level 1	Level 2	Level 3
Securities available for sale:				
U.S. government sponsored agencies	$ 2,103,850	$ -	$ 2,103,850	$ -
Mortgage backed securities: residential	3,979,719	-	3,979,719	-
Collateralized mortgage obligations	23,760,405	-	23,760,405	-
State and political subdivision	14,270,809	-	14,270,809	-
Corporate	725,440	-	725,440	-
Total assets measured at fair value	$ 44,840,223	$ -	$ 44,840,223	$ -

Fair values for available for sale investment securities are based on quoted market prices for similar securities. During the year ended December 31, 2012 and 2011, there were no transfers in or out of Levels 1 and 2.

There were no recurring Level 3 assets or liabilities measured at fair value during 2012 or 2011.

Non-recurring Basis

The Bank may be required, from time to time, to measure certain assets at fair value on a non-recurring basis. These include assets that are measured at the lower of cost or market value that were recognized at fair value which was below cost at the reporting date:

	December 31, 2012				
	Fair Value	Level 1	Level 2	Level 3	Total Gains (Losses)
Impaired loans:					
Land and construction	$ 592,519	$ -	$ -	$ 592,519	$ (324,447)
Commercial real estate	366,970	-	-	366,970	(14,986)
Commercial and industrial	223,984	-	-	223,984	9,390
Real estate owned:					
Land and construction	3,166,000	-	-	3,166,000	-
Commercial real estate	-	-	-	-	-
Total assets measured at fair value	$ 4,349,473	$ -	$ -	$ 4,349,473	$ (330,043)

	December 31, 2011				
	Fair Value	Level 1	Level 2	Level 3	Total Gains (Losses)
Impaired loans:					
Land and construction	$ 3,336,901	$ -	$ -	$ 3,336,901	$ 294,556
Commercial real estate	467,393	-	-	467,393	6,511
Commercial and industrial	17,047	-	-	17,047	17,322
Real estate owned:					
Land and construction	2,724,445	-	-	2,724,445	-
Commercial real estate	207,444	-	-	207,444	-
Total assets measured at fair value	$ 6,753,230	$ -	$ -	$ 6,753,230	$ 318,389

The impaired loans and real estate owned fair values are determined using independent appraisers. The Bank considers these third-party appraisals as Level 3 classifications due to the significant unobservable inputs used to measure the fair values of these properties. These unobservable inputs include adjustments for differences between comparable sales and discount rates.

The following table presents the carrying amounts and estimated fair values of the Bank's financial instruments at December 31, 2012 and December 31, 2011. The fair value of financial instruments does not represent actual amounts that may be realized upon any sale or liquidation of the related assets or liabilities. In addition, these values do not give effect to discounts to fair value which may occur when financial instruments are sold in larger quantities. The fair values presented represent the Bank's best estimate of fair value using the methodologies discussed below.

The respective carrying values of certain on-balance-sheet financial instruments approximated their fair values. These financial instruments include accrued interest receivable and accrued interest payable. Carrying values were assumed to approximate fair values for these financial instruments as they are short term in nature and their recorded amounts approximate fair values or are receivable or payable on demand. The Bank does not use derivative financial instruments.

December 31, 2012

(Dollars in thousands)	Carrying Amount	Level 1	Level 2	Level 3	Total
Financial Assets:					
Cash and cash equivalents	$ 12,368	$ 12,368	$ -	$ -	$ 12,368
Interest bearing deposits in other Financial Institutions	67,677	-	68,569	-	68,569
Securities available-for-sale	39,132	-	39,132	-	39,132
Securities held-to-maturity	177	-	187	-	187
Loans held for sale	19,836	-	19,836	-	19,836
Loans, net	200,994	-	-	207,141	207,141
Bankers' Bank stock	1,247	N/A	N/A	N/A	N/A
Accrued interest receivable	1,191	79	253	859	1,191
Financial Liabilities:					
Noninterest-bearing demand deposits	$ 139,695	$ 139,695	$ -	$ -	$ 139,695
Interest-bearing demand deposits	38,997	38,987	-	-	38,987
Savings and money market deposits	78,582	78,551	-	-	78,551
Time certificates of deposit	64,316	-	64,340	-	64,340
Accrued interest payable	90	4	86	-	90

December 31, 2011

(Dollars in thousands)	Carrying Amount	Fair Value
Financial Assets:		
Cash and cash equivalents	$ 8,597	$ 8,597
Certificates of deposit	64,232	65,214
Securities available-for-sale	44,840	44,840
Securities held-to-maturity	297	314
Loans held for sale	17,103	17,845
Loans, net	170,044	178,058
Bankers' Bank stock	1,100	N/A
Accrued interest receivable	1,004	1,004
Financial Liabilities:		
Noninterest-bearing demand deposits	$ 113,015	$ 113,015
Interest-bearing demand deposits	28,650	28,592
Savings and money market deposits	70,261	70,213
Time certificates of deposit	76,281	76,286
Accrued interest payable	114	114
Federal Home Loan Bank Advances	2,000	2,000

Management monitors the availability of observable market data to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.

Management evaluates the significance of transfers between levels based upon the nature of the financial instrument and size of the transfer relative to total assets, total liabilities or total earnings.

NOTE 6. LOAN SERVICING

Activity for loan servicing rights and the related valuation allowance follows:

	2012	2011
Loan servicing rights:		
Beginning of year	$ 466,495	$ 330,451
Additions	210,124	278,476
Disposals	-	-
Amortized to expense	(167,255)	(142,432)
Other changes	-	-
Change in valuation allowance	-	-
End of year	$ 509,364	$ 466,495

The Bank reviews servicing rights for impairment periodically and there was no valuation allowance recorded in 2012 or 2011.

The fair value of servicing rights was $509,364 and $466,495 at year end 2012 and 2011. Fair value at year end 2012 and 2011 was determined using a discount rate of 4.25%, prepayment speeds ranging from 36 to 60 months, depending on the stratification of the specific right, and no default rate.

NOTE 7. PREMISES AND EQUIPMENT

The following presents the cost of premises and equipment including leasehold improvements and the related accumulated depreciation and amortization at December 31, 2012 and 2011:

	December 31, 2012	December 31, 2011
Leasehold improvements	$ 1,743,123	$ 1,743,123
Furniture, fixtures and equipment	1,637,578	1,604,028
Software and capitalized data & item processing	238,925	211,844
Computer equipment	655,063	564,625
Total premises and equipment	4,274,689	4,123,620
Less accumulated depreciation and amortization	(3,110,335)	(2,833,266)
Premises and equipment, net	$ 1,164,354	$ 1,290,354

Depreciation and amortization expense was approximately $374,000 and $446,000 for the years ended December 31, 2012 and 2011.

Operating Leases: The Bank leases various office premises under long-term operating lease agreements. These leases expire on various dates through 2018 and have various renewal options of five years each. Some leases may include a free rent period or have net operating costs associated with them.

In addition to the office building leases, the Bank has two leases for ATM & night depository kiosks. The operating leases had initial terms of five years each and the Bank exercised its options to extend for an additional period of three years each during 2010.

Minimum lease commitments, before considering renewal options that generally are present, for future years are as follows:

Year ending December 31,	
2013	$ 495,000
2014	373,000
2015	336,000
2016	322,000
2017	246,000
Thereafter	130,000
	$ 1,902,000

Building and kiosk rent expense for the year ended December 31, 2012 and 2011, was approximately $558,000 and $564,000, respectively.

NOTE 8. DEPOSITS

Interest-bearing deposits consisted of the following:

	December 31, 2012	December 31, 2011
NOW accounts	$ 38,996,807	$ 28,649,834
Money Market	60,273,541	56,040,762
Time deposits $100,000 or more	44,083,730	55,462,427
Time deposits less than $100,000	20,234,068	20,818,546
Savings	18,307,556	14,220,663
	$ 181,895,702	$ 175,192,232

The scheduled maturities for all time deposits for the next 3 years were as follows:

	2012
3 months or less	$ 20,868,594
Over 3 months through 6 months	21,918,603
Over 6 months through 1 year	19,713,177
Over 1 year through 2 years	982,306
Over 3 years	835,118
	$ 64,317,798

As of December 31, 2012 and 2011, the Bank had brokered deposits totaling $1,494,000 and $1,645,000, respectively. Time deposits of $100,000 or more were $44,084,000 and $55,462,000 at December 31, 2012 and 2011. Interest expense on time deposits of $100,000 or more was $153,468 and $223,866 in 2012 and 2011, respectively.

NOTE 9. BORROWED FUNDS

At December 31, 2012 and 2011, the Bank had federal funds borrowing guidance lines with its correspondent banks in an aggregate amount of $12.0 million on an unsecured basis. In addition, the Bank has established a secured borrowing arrangement, secured by its investment portfolio, with the Federal Home Loan Bank of San Francisco (“FHLB”). As of December 31, 2012, the Bank had $74,845,034 in borrowing capacity available through the FHLB under which overnight and term advances were available.

These advances are secured by assets including the Bank's ownership interest in the capital stock of the FHLB, securities and loans.

The amounts pledged at FHLB at December 31, 2012 included investment securities totaling $16,646,091 and loans totaling approximately $59,252,636. The Bank had no borrowed funds outstanding at December 31, 2012 and $2,000,000 of overnight funds outstanding at December 31, 2011 under these arrangements.

NOTE 10. PENSION AND OTHER POSTRETIREMENT BENEFIT PLANS

Effective October 1, 2004, the Bank established the Supplemental Executive Retirement Plan (SERP), an unfunded noncontributory defined benefit pension plan. The SERP provides retirement benefits to a select group of key executives and senior officers based on years of service and final average salary. The Bank uses December 31 as the measurement date for this Plan. The following table reflects the accumulated benefit obligation and funded status of the SERP for the years ended December 31, 2012 and 2011.

Change in benefit obligation	2012	2011
Benefit obligation at the beginning of the year	$ 1,941,580	$ 1,791,888
Service cost	101,260	100,247
Interest cost	107,184	99,210
Actuarial losses (gains)	384,013	(12,294)
Expected benefits paid	(38,408)	(37,471)
Projected benefit obligation at the end of the year	2,495,629	1,941,580
Funded status	(2,495,629)	(1,941,580)
Unrecognized net actuarial gain	511,438	127,426
Unrecognized prior service cost	29,930	38,410
Accrued benefit cost	(1,954,261)	(1,775,744)
Accrued benefit liability	(2,495,629)	(1,941,580)
Accumulated other comprehensive expense	541,368	165,836
Net amount recognized	$ (1,954,261)	$ (1,775,744)
Weighted average assumptions to determine benefit obligation as of December 31:		
Discount rate used to determine net periodic benefit cost	5.30%	5.30%
Discount rate used to determine benefit obligations	3.80%	5.30%
Future salary increases	N/A	N/A

The components of net periodic benefit cost recognized for the years ended December 31, 2012 and 2011 and the amounts in accumulated other comprehensive income expected to be recognized as components of net periodic benefit cost during the year ended December 31, 2013 are as follows:

	Year ended December 31,		
	2013	2012	2011
Components of net periodic benefit cost	(forecast)		
Service cost	$ 135,679	$ 101,260	$ 100,247
Interest cost	99,189	107,184	99,210
Amortization of plan (gain) loss	60,533	-	-
Amortization of unrecognized prior service cost	8,480	8,480	8,480
Net periodic benefit cost	$ 303,881	$ 216,924	$ 207,937

NOTE 11. EMPLOYEE BENEFIT PLANS

401(k) Plan: All employees of the Bank are eligible to participate in the Bank's 401(k) Plan, which is a tax-deferred savings plan designed to assist employees in preparing for their retirement years. Employees may contribute to the Plan up to certain limits prescribed by the Internal Revenue Service. To date, the Bank does not match employee contributions.

The Bank accounts for split-dollar life insurance in accordance with ACS No. 715-60, Compensation - Nonretirement Postemployment Benefits, which requires that endorsement split-dollar life insurance arrangements which provide a postretirement benefit to an employee be recorded based on the substance of the agreement with the employee. If the employer has effectively agreed to provide the employee with a death benefit, the employer should accrue, over the service period, a liability for the actuarial present value of the future death benefit as of the employee's expected retirement date. Total expense recognized during the year ending December 31, 2012 and December 31, 2011 was $154,348 and $62,920, respectively.

Deferred Compensation Plan: A deferred compensation plan covers all directors and executive officers. Under the plan, the Bank pays each participant, or their beneficiary, the amount of fees deferred plus interest over 15 years, beginning with the individual's termination of service. As of December 31, 2012 and 2011, no directors or executives have elected deferral of fees under this plan.

NOTE 12. INCOME TAXES

The provision for income taxes is as follows for the years ended December 31, 2012 and 2011:

	2012	2011
Current:		
Federal	$ 1,574,240	$ 1,970,872
State	547,030	(114,905)
Total current	2,121,270	1,855,967
Deferred:		
Federal	$ (319,301)	$ (272,845)
State	(87,049)	(77,346)
Total deferred	(406,350)	(350,191)
Total provision	$ 1,714,920	$ 1,505,776

The effective tax rate differs from the federal statutory rate as follows for the years ended December 31, 2012 and 2011:

	Year ended December 31,	
	2012	2011
Federal statutory rate	34.00%	34.00%
State income tax, net of federal effect	6.66%	5.96%
Tax exempt interest	(3.56%)	(1.71%)
Bank owned life insurance	(1.27%)	(1.46%)
Split dollar expense	1.15%	0.54%
Other	0.67%	0.94%
Net	37.65%	38.27%

Deferred income taxes are the result of differences between income tax accounting and accounting principles generally accepted in the United States of America, with respect to income and expense recognition. The tax effects of temporary differences that gave rise to deferred tax assets and deferred tax liabilities at December 31, 2012 and 2011 are as follows:

	2012	2011
Allowance for loan losses	$ 1,777,764	$ 1,491,126
Deferred compensation	832,274	758,806
Accruals	358,922	295,529
Current state income tax	189,546	166,916
Other deferred tax assets	228,259	216,745
Gross deferred tax assets	3,386,765	2,929,122
Deferred loan costs	(492,612)	(380,415)
Fixed assets	(34,291)	(93,708)
Unrealized gain/loss and pension	(239,397)	(171,020)
Other deferred tax liabilities	(57,218)	(58,705)
Gross deferred tax liabilities	(823,518)	(703,848)
Net deferred tax asset	$ 2,563,247	$ 2,225,274

Management believes that it is more likely than not that the deferred tax assets will be realized as a result of expected continued profitability. Accordingly, no valuation allowance has been established as of December 31, 2012 or December 31, 2011.

The Bank files income tax returns in the United States and California jurisdictions. There are currently no pending federal, state, or local income tax examinations by tax authorities. Unrecognized tax benefits are not expected to significantly increase or decrease within the next twelve months. The Bank's federal and state tax returns for the years 2009 to 2012 and 2008 to 2012, respectively, are currently open for examination.

NOTE 13. RELATED PARTY TRANSACTIONS

In the ordinary course of business, the Bank makes loans to directors, officers, shareholders and their associates. At December 31, 2012 and 2011, no related party loans were on non-accrual or classified for regulatory reporting purposes.

Loan related activity to directors, officers, and principal shareholders and their associates for the years ended December 31, 2012 and 2011 is as follows:

	2012	2011
Beginning balance	$ 1,144,127	$ 1,283,709
New loans or disbursements	493,653	965,614
Principal repayments	(712,400)	(1,105,196)
Ending balance	$ 925,380	$ 1,144,127

Deposits from principal officers, directors, and their affiliates at year end 2012 was $1,432,516.

NOTE 14. STOCK BASED COMPENSATION

The Bank has two share based compensation plans as described below. Total compensation cost that has been charged against income for those plans was $77,655 and $90,923 for 2012 and 2011. The total excess tax benefit recorded to additional paid in capital was $79,326 for 2012 and no benefit in 2011.

Stock Option Plan: The Bank adopted a qualified stock option plan (the "Option Plan") for employees, non-employee directors and Bank founders, under which a maximum of 500,202 shares of Bank's common stock may be issued. The Option Plan calls for the exercise prices of the options to be equal to or greater than the fair market value of the stock at the time of grant. Options granted to Bank founders who are not also Bank directors or Bank officers were fully vested upon the date of grant. All other options shares granted have daily vesting over the first four years of the option contract. All option contracts for founders who are not also Bank directors or Bank officers have expiration dates of ten years from the date of grant. All director and employee option contracts have expiration dates on the earlier of termination of service or 10 years from the date of grant.

Santa Cruz County Bank 2003 Stock Option Plan (the "Option Plan") permits the grant of stock options to directors, organizers and employees of the Bank. Grants of options to the organizers during the start up phase of the Bank and to the Directors are considered non-qualified stock option awards. All other option grants are considered incentive stock option awards. A group of incentive stock options for 10 employees were re-priced and exchanged in 2012 for existing vested incentive stock options under the terms of a Tender Offer.

All options granted under the Plan have a 10 year term and have been issued with exercise prices at the fair market value of the underlying shares at the date of grant. The non-qualified stock option awards to the organizers vested 100% immediately, whereas regular stock option awards to directors and employees vest over a four year period from the date the options were granted. The exchanged options were issued with an exercise price at the fair market value of the underlying shares at the date of exchange and have the same expiration date as the original grant.

There was no increase in the incremental compensation resulting from the exchanged options described above as the number of options granted was decreased to equal the incremental cost of compensation prior to the modification.

The Bank estimates the fair value of each option award as of the date of grant using a Black-Scholes-Merton option pricing formula and the following assumptions. Expected volatility is based on historical volatility of similar entities over a preceding period commensurate with the expected term of the option because the Bank's common stock has been publicly traded for a shorter period than the expected term for the options. The "simplified" method described in the Securities and Exchange Commission's Staff Accounting Bulletin No. 110 is used to determine the expected term of the options due to the lack of sufficient historical data. The risk-free interest rate is based on the U.S. Treasury yield curve in effect at the time of grant with substantially the same term as the expected term of the option. Expected dividend yield was not considered in the option pricing formula since dividends have not been paid and there are no current plans to do so in the foreseeable future.

The fair value of each option grant was estimated on the date of grant using the Black-Scholes option pricing model. The following weighted average assumptions as of grant date used for 2012 and 2011 are as follows:

	2012	2011
Expected life (yrs.)	6.25	6.25
Volatility	44.20% - 58.56%	45.38%
Risk-free rate of return	0.19% - 0.89%	0.90% - 1.93%
Dividend yield	0.00%	0.00%

The following is a summary of the activity relating to the Bank's stock option plan for the year ended December 31, 2012 as presented below:

	Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life	Aggregate Intrinsic Value
Opti i i i		$12.22		
Granted	50,005	$14.10		
Exercised	(47,000)	$10.00		
Forfeited or expired	(59,425)	$20.01		
Options outstanding at end of year	229,670	$11.07	2.43 years	$677,886
i lly vested and expected to vest	226,666			$677,788
Exercisable at end of year	204,243	$10.76	1.81 years	$661,526

Information related to the stock option plan during the year follows:

		2012
Intrinsic value of options exercised	$	199,264
Cash received from option exercises		470,000
Tax benefit realized from option exercises		79,326

As of December 31, 2012, there was $86,480 of total unrecognized compensation cost related to nonvested stock options granted under the plan. The cost is expected to be recognized over a weighted average period of 3.08 years.

Restricted Stock Award Plan: The Bank adopted a non-qualified restricted stock award plan (the "Award Plan") for executive officers and non-employee directors under which the lesser of (i) 218,390 shares or (ii) the difference between 500,202 and the sum of the number of shares underlying stock options outstanding or granted after April 11, 2011 and the number of shares of Restricted Stock Awards granted that may be issued. Restricted Stock Awards vest at 25% per year on the anniversary date of the award over the first four years of the contract, except in the event of a qualifying Terminating Event.

The following is a summary of the activity relating to the Bank's restricted stock award plan as of December 31, 2012 as presented below:

Nonvested Shares	Shares	Weighted Average Grant Date Fair Value
Nonvested at January 1, 2012	14,000	$11.14
Granted	-	-
Vested	(3,500)	$11.14
Forfeited	(3,000)	$11.14
Nonvested at December 31, 2012	7,500	$11.14

As of December 31, 2012, there was $65,085 of total unrecognized compensation cost related to nonvested shares granted under the plan. The cost is expected to be recognized over a weighted average period of 2.36 years. The total fair value of shares vested during the years ended December 31, 2012 was $39,006.

NOTE 15. REGULATORY CAPITAL MATTERS

Regulatory Capital: The Bank is subject to various regulatory capital adequacy requirements administered by the banking regulatory agencies. The Federal Deposit Insurance Corporation Improvement Act of 1991 (FDICIA) required that the federal regulatory agencies adopt regulations defining five capital tiers for depository institutions: well-capitalized, adequately capitalized, under capitalized, significantly under capitalized, and critically under capitalized. Failure to meet minimum capital requirements can initiate certain mandatory and possibly additional discretionary actions by regulators that, if undertaken, would have a direct material effect on the Bank's financial statements.

Quantitative measures, established by the regulators to ensure capital adequacy, require that the Bank maintain minimum ratios (set forth in the following table) of capital to risk weighted assets and average assets. Management believes that, as of December 31, 2012 and 2011, the Bank met all capital adequacy requirements to which it was subject.

The most recent notification from the FDIC categorized the Bank as well-capitalized under the FDICIA regulatory framework for prompt corrective action. To be categorized as well-capitalized, the institution must maintain a total risk-based capital ratio as set forth in the following table. At year end 2012 and 2011, the most recent regulatory notifications categorized the Bank as well-capitalized under the regulatory framework for prompt corrective action. There are no conditions or events since that notification that management believes have changed the institution's category.

Actual and required capital amounts (in thousands) and ratios are presented below at year end.

(Dollars in thousands)	Actual		For Capital Adequacy Purposes:		Capitalized Under the FDICIA Prompt Corrective Action Provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
As of December 31, 2012						
Total capital (to risk weighted assets)	$ 33,011	13.15%	$ 20,082	8.00%	$ 25,102	10.00%
Tier 1 capital (to risk weighted assets)	$ 29,849	11.89%	$ 10,041	4.00%	$ 15,061	6.00%
Tier 1 capital (to average assets) leverage ratio	$ 29,849	8.40%	$ 14,220	4.00%	$ 17,775	5.00%
As of December 31, 2011						
Total capital (to risk weighted assets)	$ 29,121	13.39%	$ 17,398	8.00%	$ 21,748	10.00%
Tier 1 capital (to risk weighted assets)	$ 26,382	12.13%	$ 8,699	4.00%	$ 13,049	6.00%
Tier 1 capital (to average assets) leverage ratio	$ 26,382	8.31%	$ 12,701	4.00%	$ 15,876	5.00%

Dividend Restrictions: The Board of Directors may, to the extent of such earnings and the Bank's net capital requirements and subject to the provisions of the California Financial Code, declare and pay a portion of such earnings to its shareholders as dividends. However, the Board has agreed not to pay any dividends without the prior approval of both the FDIC and the DFI.

NOTE 16. LOAN COMMITMENTS AND OTHER DISCLOSURES

Restrictions on Cash and Due from Banks: Santa Cruz County Bank is subject to Federal Reserve Act Regulation D, which requires banks to maintain average reserve balances with the Federal Reserve Bank. Reserve requirements are offset by usable cash reserves. The Bank had no reserve requirement at December 31, 2012 and December 31, 2011.

At times, the Bank maintains deposit amounts at corresponding banks that exceed federally insured limits. The Bank has not experienced any losses on amounts exceeding the insured limits.

Loan Commitments: The Bank is a party to financial instruments with off-balance sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments include commitments to extend credit, standby letters of credit, overdraft protection and financial guarantees. Those instruments involve, to varying degrees, elements of credit and interest rate risk in excess of the amount recognized in the balance sheets. The contract amounts of those instruments reflect the extent of involvement the Bank has in particular classes of financial instruments.

The Bank's exposure to credit loss in the event of nonperformance by the other party for commitments to extend credit, standby letters of credit, and financial guarantees is represented by the contractual amount of those instruments. The Bank uses the same credit policies in making commitments and conditional obligations as it does for on-balance-sheet instruments.

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since many of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. The Bank evaluates each customer's credit worthiness on a case-by-case basis. The amount of collateral obtained, if deemed necessary by the Bank upon extension of credit, is based on management's credit evaluation. Collateral held varies but may include cash, securities, accounts receivable, inventory, property, plant and equipment, residential real estate and income-producing commercial properties.

Standby letters of credit and financial guarantees written are conditional commitments issued by the Bank to guarantee the performance of a customer to a third party. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loan facilities to customers. Financial instruments whose contract amounts represent credit risk at December 31, 2012 and December 31, 2011 are as follows:

	December 31,	
	2012	2011
Commitments to extend credit	$ 67,806,394	$ 70,323,186
Standby letters of credit	2,481,630	1,894,601
	$ 70,288,024	$ 72,217,787

NOTE 17. EARNINGS PER SHARE

Earnings Per Share: A reconciliation of the numerators and denominators of the basic and diluted earnings per share computation is a follows:

	Net Income	Weighted Average Number of Shares	Per Share Amount
December 31, 2012			
Basic earnings per share	$ 2,840,305	1,930,083	$ 1.47
Effect of dilutive stock based compensation	-	59,203	
Diluted earnings per share	$ 2,840,305	1,989,286	$ 1.43
December 31, 2011			
Basic earnings per share	$ 2,429,202	1,908,940	$ 1.27
Effect of dilutive stock based compensation	-	32,650	
Diluted earnings per share	$ 2,429,202	1,941,590	$ 1.25

Stock options for 88,530 shares and 114,950 shares of common stock were not considered in computing diluted earnings per common share for the years ended December 31, 2012 and 2011, respectively, because they were antidilutive.

BOARD OF DIRECTORS

George R. Gallucci
(Chairman)
Director of Client Relations
Scharf Investments

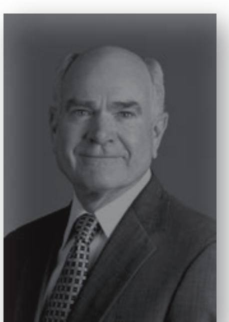
Harvey J. Nickelson
Retired Bank CEO &
Community Volunteer

William J. Hansen
(Vice-Chairman)
President & CEO
Hansen Insurance Co.

Tila Guerrero
President & CEO
Mas Mac, Inc. &
McDonald's Restaurants

Thomas N. Griffin
Director & President
Grunsky, Ebey, Farrar & Howell

Kenneth R. Chappell
CPA, Partner-In-Charge
Hutchinson & Bloodgood, LLP



David V. Heald
President & CEO
Santa Cruz County Bank

BANK FOUNDERS

A group of local business people joined to create a local, community bank focused on serving the residents and businesses of Santa Cruz County when it became apparent that the last of the local independent banks was soon to be taken over by a large out-of-area bank holding company. This group that we recognize as Founders all contributed time, money, and talent, not only to the Bank's organizing effort, but continue to be involved and support our Bank by being customers, referring family, friends and business contacts to us, and serving as ambassadors of the Bank in our community.

The Bank's Founders are listed below:

**denotes Bank Directors, **denotes former Bank Director*

- *Richard Alderson*
- *Joseph Anzalone*
- *Victor Bogard*
- *Anthony & Rebecca Campos*
- *Charles Canfield*
- *Kenneth R. Chappell**
- *Kate & Fred Chen*
- *George R. Gallucci**
- *Thomas N. Griffin**
- *Tila Guerrero**
- *William J. Hansen**
- *David V. Heald**
- *Mark Holcomb*
- *Steven G. John***
- *Mateo Lettunich*
- *Robert Lockwood*
- *William Moncovich*
- *Stuart Mumm*
- *George Ow, Jr.*
- *Louis Rittenhouse*
- *Frank Saveria*
- *Robert & Bjorg Yonts*

SANTA CRUZ COUNTY BANK MANAGEMENT TEAM

David V. Heald, President & Chief Executive Officer
Frederick L. Caiocca, Executive Vice President, Regional Credit Manager
Vic Davis, Senior Vice President, Chief Financial Officer
Mary Anne Carson, Senior Vice President, Director of Marketing & Community Relations
Susan Chandler, Senior Vice President, SBA Department Manager
Angelo DeBernardo, Jr., Senior Vice President, Senior Lending Officer
Carol Grove, Senior Vice President, Operations Administrator
Heather LaFontaine, Vice President, Risk Management Officer & Human Resources Manager
Geoffrey Loftus, Senior Vice President, Chief Credit Officer*
Jaime Manriquez, Senior Vice President, Chief Technology Officer & Information Security Officer
Janice Zappa, Vice President, Corporate Secretary

**Mr. Loftus joined the Bank in April 2013.*

BANKING LOCATIONS

APTOS	CAPITOLA	SANTA CRUZ	SCOTTS VALLEY	WATSONVILLE
7775 Soquel Dr.	819 Bay Ave.	720 Front St.	4604 Scotts Valley Dr.	595 Auto Center Dr.
662.6000	464.5300	457.5000	461.5000	761.7600

OTHER ATM & NIGHT DEPOSITORY LOCATIONS

DOMINICAN HOSPITAL	DELUXE FOODS
1555 Soquel Dr., Santa Cruz	783-25 Rio Del Mar Blvd., Aptos