UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(MARK ONE)

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

For the quarterly period ended June 30, 2015

OR

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

For the transition period from to
Commission file number 000-23877

Heritage Commerce Corp

(Exact name of Registrant as Specified in its Charter)

California (State or Other Jurisdiction of Incorporation or Organization)	**77-0469558** (I.R.S. Employer Identification No.)
150 Almaden Boulevard, San Jose, California (Address of Principal Executive Offices)	**95113** (Zip Code)

(408) 947-6900
(Registrant's Telephone Number, Including Area Code)

N/A
(Former Name, Former Address and Former Fiscal Year, if Changed Since Last Report)

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).   YES ý   NO o

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

Large accelerated filer o	Accelerated filer ý	Non-accelerated filer o (Do not check if a smaller reporting company)	Smaller reporting company o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).   YES o   NO ý

The Registrant had 26,596,094 shares of Common Stock outstanding on July 23, 2015.

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Cautionary Note Regarding Forward-Looking Statements

This Report on Form 10-Q contains various statements that may constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, Rule 175 promulgated thereunder, and Section 21E of the Securities Exchange Act of 1934, as amended, Rule 3b-6 promulgated thereunder and are intended to be covered by the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Any statements about our expectations, beliefs, plans, objectives, assumptions or future events or performance are not historical facts and may be forward- looking. These forward-looking statements often can be, but are not always, identified by the use of words such as "assume," "expect," "intend," "plan," "project," "believe," "estimate," "predict," "anticipate," "may," "might," "should," "could," "goal," "potential" and similar expressions. We base these forward-looking statements on our current expectations and projections about future events, our assumptions regarding these events and our knowledge of facts at the time the statements are made. These statements include statements relating to our projected growth, anticipated future financial performance, and management's long-term performance goals, as well as statements relating to the anticipated effects on results of operations and financial condition.

These forward-looking statements are subject to various risks and uncertainties that may be outside our control and our actual results could differ materially from our projected results. In addition, our past results of operations do not necessarily indicate our future results. The forward-looking statements could be affected by many factors, including but not limited to:

- local, regional, and national economic conditions and events and the impact they may have on us and our customers, and our assessment of that impact on our estimates including, the allowance for loan losses;
- changes in the financial performance or condition of the Company's customers, or changes in the performance or creditworthiness of our customers' suppliers or other counterparties, which could lead to decreased loan utilization rates, delinquencies, or defaults and could negatively affect our customers' ability to meet certain credit obligations;
- volatility in credit and equity markets and its effect on the global economy;
- changes in consumer spending, borrowings and saving habits;
- competition for loans and deposits and failure to attract or retain deposits and loans;
- our ability to increase market share and control expenses;
- our ability to develop and promote customer acceptance of new products and services in a timely manner;
- risks associated with concentrations in real estate related loans;
- other-than-temporary impairment charges to our securities portfolio;
- an oversupply of inventory and deterioration in values of California commercial real estate;
- a prolonged slowdown in construction activity;
- changes in the level of nonperforming assets and charge-offs and other credit quality measures, and their impact on the adequacy of the Company's allowance for loan losses and the Company's provision for loan losses;

the effects of and changes in trade, monetary and fiscal policies and laws, including the interest rate policies of the Federal Open Market Committee of the Federal Reserve Board;

changes in inflation, interest rates, and market liquidity which may impact interest margins and impact funding sources;

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- our ability to raise capital or incur debt on reasonable terms;
- regulatory limits on Heritage Bank of Commerce's ability to pay dividends to the Company;
- the impact of reputational risk on such matters as business generation and retention, funding and liquidity;
- the impact of cyber security attacks or other disruptions to the Company's information systems and any resulting compromise of data or disruptions in service;
- the effect and uncertain impact on the Company of the enactment of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 and the rules and regulations promulgated by supervisory and oversight agencies implementing the new legislation;
- significant changes in applicable laws and regulations, including those concerning taxes, banking and securities;
- changes in the competitive environment among financial or bank holding companies and other financial service providers;
- the effect of changes in accounting policies and practices, as may be adopted by the regulatory agencies, as well as the Public Company Accounting Oversight Board, the Financial Accounting Standards Board and other accounting standard setters;
- the costs and effects of legal and regulatory developments, including resolution of legal proceedings or regulatory or other governmental inquiries, and the results of regulatory examinations or reviews;
- the successful completion of the Focus Business Bank merger, integration of the business, employees and operations of Focus Business Bank with the Company and our ability to achieve the projected synergies of this acquisition; and
- our success in managing the risks involved in the foregoing factors.

We are not able to predict all the factors that may affect future results. You should not place undue reliance on any forward looking statement, which speaks only as of the date of this Report on Form 10-K. Except as required by applicable laws or regulations, we do not undertake any obligation to update or revise any forward looking statement, whether as a result of new information, future events or otherwise.

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Part I FINANCIAL INFORMATION

ITEM 1 CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

HERITAGE COMMERCE CORP

CONSOLIDATED BALANCE SHEETS (Unaudited)

	June 30, 2015	December 31, 2014
	(Dollars in thousands)	
Assets		
Cash and due from banks	$ 36,960	$ 23,256
Interest-bearing deposits in other financial institutions	94,308	99,147
Total cash and cash equivalents	131,268	122,403
Securities available-for-sale, at fair value	209,092	206,335
Securities held-to-maturity, at amortized cost (fair value of $96,808 at June 30, 2015 and $94,953 at December 31, 2014)	100,321	95,362
Loans held-for-sale SBA, at lower of cost or fair value, including deferred costs	3,794	1,172
Loans, net of deferred fees	1,133,603	1,088,643
Allowance for loan losses	(18,757)	(18,379)
Loans, net	1,114,846	1,070,264
Federal Home Loan Bank and Federal Reserve Bank stock, at cost	10,623	10,598
Company owned life insurance	52,053	51,257
Premises and equipment, net	7,249	7,451
Goodwill	13,055	13,044
Other intangible assets	2,898	3,276
Accrued interest receivable and other assets	35,007	35,941
Total assets	$ 1,680,206	$ 1,617,103
Liabilities and Shareholders' Equity		
Liabilities:		
Deposits:		
Demand, noninterest-bearing	$ 574,210	$ 517,662
Demand, interest-bearing	235,922	225,821
Savings and money market	380,398	384,644
Time deposits-under $250	55,571	57,443
Time deposits-$250 and over	160,106	163,452
Time deposits-brokered	26,139	28,116
CDARS money market and time deposits	14,791	11,248
Total deposits	1,447,137	1,388,386
Accrued interest payable and other liabilities	46,030	44,359
Total liabilities	1,493,167	1,432,745
Shareholders' equity:		
Preferred stock, no par value; 10,000,000 shares authorized		
Series C convertible perpetual preferred stock, 21,004 shares issued and outstanding at June 30, 2015 and December 31, 2014 (liquidation preference of $21,004 at June 30, 2015 and December 31, 2014)	19,519	19,519

Common stock, no par value; 60,000,000 shares authorized; 26,596,094 shares issued and outstanding at June 30, 2015 and 26,503,505 shares issued and outstanding at December 31, 2014	134,307	133,676
Retained earnings	36,484	33,014
Accumulated other comprehensive loss	(3,271)	(1,851)
Total shareholders' equity	187,039	184,358
Total liabilities and shareholders' equity	$ 1,680,206	$ 1,617,103

See notes to unaudited consolidated financial statements

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HERITAGE COMMERCE CORP

CONSOLIDATED STATEMENTS OF INCOME (Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	2015	2014
	(Dollars in thousands, except per share data)			
Interest income:				
Loans, including fees	$ 15,643	$ 11,617	$ 30,647	$ 22,756
Securities, taxable	1,937	2,047	3,716	4,217
Securities, non-taxable	515	506	1,021	1,012
Interest-bearing deposits in other financial institutions	80	22	157	62
Total interest income	18,175	14,192	35,541	28,047
Interest expense:				
Deposits	533	506	1,041	1,027
Short-term borrowings		1		1
Total interest expense	533	507	1,041	1,028
Net interest income before provision for loan losses	17,642	13,685	34,500	27,019
Provision (credit) for loan losses	22	(198)	(38)	(208)
Net interest income after provision for loan losses	17,620	13,883	34,538	27,227
Noninterest income:				
Service charges and fees on deposit accounts	715	646	1,338	1,266
Increase in cash surrender value of life insurance	396	397	796	795
Servicing income	299	313	605	661
Gain on sales of SBA loans	186	442	393	599
Gain on sales of securities				50
Other	568	249	958	693
Total noninterest income	2,164	2,047	4,090	4,064
Noninterest expense:				
Salaries and employee benefits	7,712	6,819	15,754	13,062
Occupancy and equipment	1,045	987	2,090	1,932
Acquisition and integration related costs	439		577	
Insurance expense	291	269	582	538
Software subscriptions	264	191	591	438
Correspondent bank charges	259	183	495	365
Professional fees	239	126	333	712
FDIC deposit insurance premiums	238	220	476	454
Data processing	236	273	539	502
Advertising and promotion	216	269	427	418
Foreclosed assets	(36)		(206)	(19)
Other	1,714	1,432	3,235	2,913
Total noninterest expense	12,617	10,769	24,893	21,315
Income before income taxes	7,167	5,161	13,735	9,976
Income tax expense	2,690	1,837	5,120	3,576

Net income		4,477		3,324		8,615		6,400
Dividends on preferred stock		(448)		(224)		(896)		(448)
Net income available to common shareholders	$	4,029	$	3,100	$	7,719	$	5,952
Earnings per common share:								
Basic	$	0.14	$	0.10	$	0.27	$	0.20
Diluted	$	0.14	$	0.10	$	0.27	$	0.20

See notes to unaudited consolidated financial statements

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HERITAGE COMMERCE CORP

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (Unaudited)

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2015	2014	2015	2014
	(Dollars in thousands)			
Net income	$ 4,477	$ 3,324	$ 8,615	$ 6,400
Other comprehensive income (loss):				
Change in net unrealized holding gains on available-for-sale securities and I/O strips	(3,404)	4,133	(2,516)	6,883
Deferred income taxes	1,430	(1,736)	1,056	(2,891)
Change in net unamortized unrealized gain on securities available-for-sale that were reclassified to securities held-to-maturity	(14)	(13)	(28)	(27)
Deferred income taxes	6	5	12	11
Reclassification adjustment for gains realized in income				(50)
Deferred income taxes				21
Change in unrealized gains on securities and I/O strips, net of deferred income taxes	(1,982)	2,389	(1,476)	3,947
Change in net pension and other benefit plan liabilities adjustment	48	(9)	96	(18)
Deferred income taxes	(20)	4	(40)	8
Change in pension and other benefit plan liabilities net of deferred income taxes	28	(5)	56	(10)
Other comprehensive income	(1,954)	2,384	(1,420)	3,937
Total comprehensive income	$ 2,523	$ 5,708	$ 7,195	$ 10,337

See notes to unaudited consolidated financial statements

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HERITAGE COMMERCE CORP

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (Unaudited)

Six Months Ended June 30, 2015 and 2014

	Preferred Stock Shares	Preferred Stock Amount	Common Stock Shares	Common Stock Amount	Retained Earnings	Accumulated Other Comprehensive Income / (Loss)	Total Shareholders' Equity
	(Dollars in thousands, except share data)						
Balance, January 1, 2014	21,004	$ 19,519	26,350,938	$ 132,561	$ 25,345	$ (4,029)	$ 173,396
Net income					6,400		6,400
Other comprehensive income						3,937	3,937
Issuance of restricted stock awards, net			15,000				
Amortization of restricted stock awards, net of forfeitures and taxes				(91)			(91)
Cash dividend declared $0.08 per share					(2,558)		(2,558)
Stock option expense, net of forfeitures and taxes				422			422
Stock options exercised			4,572	19			19
Balance, June 30, 2014	21,004	$ 19,519	26,370,510	$ 132,911	$ 29,187	$ (92)	$ 181,525
Balance, January 1, 2015	21,004	$ 19,519	26,503,505	$ 133,676	$ 33,014	$ (1,851)	$ 184,358
Net income					8,615		8,615
Other comprehensive loss						(1,420)	(1,420)
Issuance of restricted stock awards, net			68,855				
Amortization of restricted stock awards, net of forfeitures and taxes				34			34
Cash dividend declared $0.16 per share					(5,145)		(5,145)
Stock option expense, net of forfeitures and taxes				475			475
Stock options exercised			23,734	122			122
Balance, June 30, 2015	21,004	$ 19,519	26,596,094	$ 134,307	$ 36,484	$ (3,271)	$ 187,039

See notes to unaudited consolidated financial statements

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HERITAGE COMMERCE CORP

CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)

	Six Months Ended June 30, 2015	Six Months Ended June 30, 2014
	(Dollars in thousands)	
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$ 8,615	$ 6,400
Adjustments to reconcile net income to net cash provided by operating activities:		
Amortization of discounts and premiums on securities	662	538
Gain on sales of securities available-for-sale		(50)
Gain on sales of SBA loans	(393)	(599)
Originations of SBA loans held-for-sale	4,767	11,331
Net change in SBA loans originated for sale	(6,996)	(9,853)
Credit provision for loan losses	(38)	(208)
Increase in cash surrender value of life insurance	(796)	(795)
Depreciation and amortization	366	353
Gain on sale of foreclosed assets, net	(106)	
Amortization of intangible assets	378	230
Stock option expense, net	475	422
Amortization of restricted stock awards, net	34	(91)
Gain on proceeds of company owned life insurance		(51)
Effect of changes in:		
Accrued interest receivable and other assets	(831)	1,564
Accrued interest payable and other liabilities	1,051	184
Net cash provided by operating activities	7,188	9,375
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of securities available-for-sale	(19,953)	(34,775)
Purchase of securities held-to-maturity	(6,153)	(2,347)
Maturities/paydowns/calls of securities available-for-sale	14,195	9,859
Maturities/paydowns/calls of securities held-to-maturity	1,786	1,217
Proceeds from sale of securities available-for-sale		50,011
Net change in loans	(43,308)	(75,792)
Change in Federal Home Loan Bank and Federal Reserve Bank stock	(25)	121
Purchase of premises and equipment	(164)	(350)
Proceeds from sale of foreclosed assets	1,571	
Proceeds from company owned life insurance		406
Net cash used in investing activities	(52,051)	(51,650)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Net change in deposits	58,751	(18,373)
Payment of cash dividends	(5,145)	(2,558)
Exercise of stock options	122	19
Net cash provided by (used in) financing activities	53,728	(20,912)
Net decrease in cash and cash equivalents	8,865	(63,187)
Cash and cash equivalents, beginning of period	122,403	112,605
Cash and cash equivalents, end of period	$ 131,268	$ 49,418
Supplemental disclosures of cash flow information:		
Interest paid	$ 1,057	$ 1,039

Income taxes paid	3,860	2,060
Due to broker for securities purchased, settling after quarter-end	730	
Supplemental schedule of non-cash investing activity:		
Loans transferred to foreclosed assets	1,236	

See notes to unaudited consolidated financial statements

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HERITAGE COMMERCE CORP

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

June 30, 2015

(Unaudited)

1) Basis of Presentation

The unaudited consolidated financial statements of Heritage Commerce Corp (the "Company" or "HCC") and its wholly owned subsidiary, Heritage Bank of Commerce (the "Bank" or "HBC"), have been prepared pursuant to the rules and regulations for reporting on Form 10-Q. Accordingly, certain information and notes required by accounting principles generally accepted in the United States of America ("GAAP") for annual financial statements are not included herein. The interim statements should be read in conjunction with the consolidated financial statements and notes that were included in the Company's Form 10-K for the year ended December 31, 2014.

The Company acquired BVF/CSNK Acquisition Corp., a Delaware corporation ("BVF/CSNK") on November 1, 2014, the parent company of CSNK Working Capital Finance Corp. dba Bay View Funding ("BVF"). BVF/CSNK was subsequently merged into BVF and BVF became a wholly owned subsidiary of HBC. BVF's results of operations have been included in the Company's results of operations beginning November 1, 2014.

HBC is a commercial bank serving customers located in Santa Clara, Alameda, Contra Costa, and San Benito counties of California. BVF provides business-essential working capital factoring financing to various industries throughout the United States. No customer accounts for more than 10 percent of revenue for HBC or the Company. With the acquisition of Bay View Funding, the Company now has two reportable segments consisting of Banking and Factoring. The Company's Chief Executive Officer uses segments results to make operating and strategic decisions.

In management's opinion, all adjustments necessary for a fair presentation of these consolidated financial statements have been included and are of a normal and recurring nature. All intercompany transactions and balances have been eliminated.

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ significantly from these estimates.

The results for the three and six months ended June 30, 2015 are not necessarily indicative of the results expected for any subsequent period or for the entire year ending December 31, 2015.

Reclassifications

Certain reclassifications of prior year balances have been made to conform to the current year presentation. These reclassifications had no impact on the Company's consolidated financial position, results of operations or net change in cash and cash equivalents.

Adoption of New Accounting Standards

In January 2014, the Financial Accounting Standards Board ("FASB") amended existing guidance clarifying that an in substance repossession or foreclosure occurs, and a creditor is considered to have received physical possession of residential real estate property collateralizing a consumer mortgage loan, upon either (1) the creditor obtaining legal title to the residential real estate property upon

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HERITAGE COMMERCE CORP

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

June 30, 2015

(Unaudited)

1) Basis of Presentation (Continued)

completion of a foreclosure or (2) the borrower conveying all interest in the residential real estate property to the creditor to satisfy that loan through completion of a deed in lieu of foreclosure or through a similar legal agreement. Additionally, the amendments require interim and annual disclosure of both (1) the amount of foreclosed residential real estate property held by the creditor and (2) the recorded investment in consumer mortgage loans collateralized by residential real estate property that are in the process of foreclosure according to local requirements of the applicable jurisdiction. The amendments in this update are effective for public business entities for annual periods, and interim periods within those annual periods, beginning after December 15, 2014. For entities other than public business entities, the amendments in this update are effective for annual periods beginning after December 15, 2014, and interim periods within annual periods beginning after December 15, 2015. The Company has adopted the new guidance and it does not have a material impact on the consolidated financial statements.

In January 2014, the FASB issued guidance for accounting for investments in qualified affordable housing projects, which represents a consensus of the Emerging Issues Task Force and sets forth new accounting for qualifying investments in flow through limited liability entities that invest in affordable housing projects. The new guidance allows a limited liability investor that meets certain conditions to amortize the cost of its investment in proportion to the tax credits and other tax benefits it receives. The new accounting method, referred to as the proportional amortization method, allows amortization of the tax credit investment to be reflected along with the primary benefits, the tax credits and other tax benefits, on a net basis in the income statement within the income tax expense (benefit) line. For public business entities, the guidance is effective for interim and annual periods beginning after December 15, 2014. If elected, the proportional amortization method is required to be applied retrospectively. Early adoption is permitted in the annual period for which financial statements have not been issued.

The Company adopted the proportional amortization method of accounting for its low income housing investments in the third quarter of 2014. The Company quantified the impact of adopting the proportional amortization method compared to the equity method to its current year and prior period financial statements. The Company determined that the adoption of the proportional amortization method did not have a material impact to its financial statements. The low income housing investment losses, net of the tax benefits received, are included in income tax expense for all periods reflected on the consolidated income statements. See *Note 7 Income Taxes* for more information on the adoption of the proportional method of accounting for low income housing investments.

In May 2014, the FASB issued an update to the guidance for accounting for revenue from contracts with customers. The guidance in this update affects any entity that either enters into contracts with customers to transfer goods or services or enters into contracts for the transfer of nonfinancial assets unless those contracts are within the scope of other standards (for example, insurance contracts or lease contracts). The core principle of the guidance is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The guidance provides steps to follow to achieve the core principle. An entity should disclose sufficient information to enable users of financial statements to understand the nature, amount, timing and

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HERITAGE COMMERCE CORP

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

June 30, 2015

(Unaudited)

1) Basis of Presentation (Continued)

uncertainty of revenue and cash flows arising from contracts with customers. Qualitative and quantitative information is required about contracts with customers, significant judgments and changes in judgments, and assets recognized from the costs to obtain or fulfill a contract. The amendments in this update become effective for annual periods and interim periods within those annual periods beginning after December 15, 2017. We are evaluating the impact of adopting the new guidance on the consolidated financial statements.

2) Earnings Per Share

Basic earnings per common share is computed by dividing net income, less dividends and discount accretion on preferred stock, by the weighted average common shares outstanding. The Series C Preferred Stock participates in the earnings of the Company and, therefore, the shares issued on the conversion of the Series C Preferred Stock are considered outstanding under the two class method of computing basic earnings per common share during periods of earnings. Diluted earnings per share reflect potential dilution from outstanding stock options using the treasury stock method. A reconciliation of these factors used in computing basic and diluted earnings per common share is as follows:

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2015	2014	2015	2014
	(Dollars in thousands, except per share amounts)			
Net income available to common shareholders	$ 4,029	$ 3,100	$ 7,719	$ 5,952
Less: undistributed earnings allocated to Series C Preferred Stock	(331)	(358)	(605)	(673)
Distributed and undistributed earnings allocated to common shareholders	$ 3,698	$ 2,742	$ 7,114	$ 5,279
Weighted average common shares outstanding for basic earnings per common share	26,573,909	26,370,510	26,541,816	26,365,167
Dilutive effect of stock options oustanding, using the the treasury stock method	193,346	132,891	182,444	128,299
Shares used in computing diluted earnings per common share	26,767,255	26,503,401	26,724,260	26,493,466
Basic earnings per share	$ 0.14	$ 0.10	$ 0.27	$ 0.20
Diluted earnings per share	$ 0.14	$ 0.10	$ 0.27	$ 0.20

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HERITAGE COMMERCE CORP

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

June 30, 2015

(Unaudited)

3) Accumulated Other Comprehensive Income (Loss) ("AOCI")

The following table reflects the changes in AOCI by component for the periods indicated:

	For the Three Months Ended June 30, 2015 and 2014			
	Unrealized Gains (Losses) on Available-for-Sale Securities and I/O Strips(1)	Unamortized Unrealized Gain on Available-for-Sale Securities Reclassified to Held-to-Maturity(1)	Defined Benefit Pension Plan Items(1)	Total(1)
	(Dollars in thousands)			
Beginning balance April 1, 2015, net of taxes	$ 4,180	$ 427	$ (5,924)	$ (1,317)
Other comprehensive income (loss) before reclassification, net of taxes	(1,974)		(2)	(1,976)
Amounts reclassified from other comprehensive income (loss), net of taxes		(8)	30	22
Net current period other comprensive income (loss), net of taxes	(1,974)	(8)	28	(1,954)
Ending balance June 30, 2015, net of taxes	$ 2,206	$ 419	$ (5,896)	$ (3,271)
Beginning balance April 1, 2014, net of taxes	$ 1,136	$ 458	$ (4,070)	$ (2,476)
Other comprehensive income (loss) before reclassification, net of taxes	2,397		(10)	2,387
Amounts reclassified from other comprehensive income (loss), net of taxes		(8)	5	(3)
Net current period other comprensive income (loss), net of taxes	2,397	(8)	(5)	2,384
Ending balance June 30, 2014, net of taxes	$ 3,533	$ 450	$ (4,075)	$ (92)

(1) Amounts in parenthesis indicate debits.

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HERITAGE COMMERCE CORP

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

June 30, 2015

(Unaudited)

3) Accumulated Other Comprehensive Income (Loss) ("AOCI") (Continued)

	For the Six Months Ended June 30, 2015 and 2014			
	Unrealized Gains (Losses) on Available-for-Sale Securities and I/O Strips(1)	Unamortized Unrealized Gain on Available-for-Sale Securities Reclassified to Held-to-Maturity(1)	Defined Benefit Pension Plan Items(1)	Total(1)
	(Dollars in thousands)			
Beginning balance January 1, 2015, net of taxes	$ 3,666	$ 435	$ (5,952)	$ (1,851)
Other comprehensive income (loss) before reclassification, net of taxes	(1,460)		(23)	(1,483)
Amounts reclassified from other comprehensive income (loss), net of taxes		(16)	79	63
Net current period other comprensive income (loss), net of taxes	(1,460)	(16)	56	(1,420)
Ending balance June 30, 2015, net of taxes	$ 2,206	$ 419	$ (5,896)	$ (3,271)
Beginning balance January 1, 2014, net of taxes	$ (430)	$ 466	$ (4,065)	$ (4,029)
Other comprehensive (loss) before reclassification, net of taxes	3,992		(20)	3,972
Amounts reclassified from other comprehensive income (loss), net of taxes	(29)	(16)	10	(35)
Net current period other comprensive income (loss), net of taxes	3,963	(16)	(10)	3,937
Ending balance June 30, 2014, net of taxes	$ 3,533	$ 450	$ (4,075)	$ (92)

(1) Amounts in parenthesis indicate debits.

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HERITAGE COMMERCE CORP

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

June 30, 2015

(Unaudited)

3) Accumulated Other Comprehensive Income (Loss) ("AOCI") (Continued)

Details About AOCI Components	Amounts Reclassified from AOCI(1) For the Three Months Ended June 30, 2015	2014	Affected Line Item Where Net Income is Presented
	(Dollars in thousands)		
Unrealized gains on available-for-sale securities and I/O strips	$	$	Realized gains on sale of securities
			Income tax expense
			Net of tax
Amortization of unrealized gain on securities available-for-sale that were reclassified to securities held-to-maturity	14	13	Interest income on taxable securities
	(6)	(5)	Income tax expense
	8	8	Net of tax
Amortization of defined benefit pension plan items			
Prior transition obligation	44	26	
Actuarial losses	(96)	(35)	
	(52)	(9)	Salaries and employee benefits
	22	4	Income tax expense
	(30)	(5)	Net of tax
Total reclassification for the period	$ (22)	$ 3	

(1) Amounts in parenthesis indicate debits.

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HERITAGE COMMERCE CORP

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

June 30, 2015

(Unaudited)

3) Accumulated Other Comprehensive Income (Loss) ("AOCI") (Continued)

Details About AOCI Components	Amounts Reclassified from AOCI(1) For the Six Months Ended June 30, 2015	2014	Affected Line Item Where Net Income is Presented
	(Dollars in thousands)		
Unrealized gains on available-for-sale securities and I/O strips	$	$ 50	Realized gains on sale of securities
		(21)	Income tax expense
		29	Net of tax
Amortization of unrealized gain on securities available-for-sale that were reclassified to securities held-to-maturity	28	27	Interest income on taxable securities
	(12)	(11)	Income tax expense
	16	16	Net of tax
Amortization of defined benefit pension plan items			
Prior transition obligation	56	52	
Actuarial losses	(192)	(70)	
	(136)	(18)	Salaries and employee benefits
	57	8	Income tax expense
	(79)	(10)	Net of tax
Total reclassification for the period	$ (63)	$ 35	

(1) Amounts in parenthesis indicate debits.

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HERITAGE COMMERCE CORP

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

June 30, 2015

(Unaudited)

4) Securities

The amortized cost and estimated fair value of securities at June 30, 2015 and December 31, 2014 were as follows:

June 30, 2015	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
		(Dollars in thousands)		
Securities available-for-sale:				
Agency mortgage-backed securities	$ 155,877	$ 2,736	$ (1,000)	$ 157,613
Corporate bonds	35,853	611	(135)	36,329
Trust preferred securities	15,000	150		15,150
Total	$ 206,730	$ 3,497	$ (1,135)	$ 209,092
Securities held-to-maturity:				
Agency mortgage-backed securities	$ 16,845	$ 7	$ (211)	$ 16,641
Municipals tax exempt	83,476	531	(3,840)	80,167
Total	$ 100,321	$ 538	$ (4,051)	$ 96,808

December 31, 2014	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
		(Dollars in thousands)		
Securities available-for-sale:				
Agency mortgage-backed securities	$ 150,570	$ 3,867	$ (265)	$ 154,172
Corporate bonds	35,927	959	(23)	36,863
Trust preferred securities	15,000	300		15,300
Total	$ 201,497	$ 5,126	$ (288)	$ 206,335
Securities held-to-maturity:				
Agency mortgage-backed securities	$ 15,480	$ 44	$ (118)	$ 15,406
Municipals tax exempt	79,882	1,011	(1,346)	79,547
Total	$ 95,362	$ 1,055	$ (1,464)	$ 94,953

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HERITAGE COMMERCE CORP

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

June 30, 2015

(Unaudited)

4) Securities (Continued)

Securities with unrealized losses at June 30, 2015 and December 31, 2014, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position are as follows:

	Less Than 12 Months		12 Months or More		Total	
June 30, 2015	**Fair Value**	**Unrealized Losses**	**Fair Value**	**Unrealized Losses**	**Fair Value**	**Unrealized Losses**
			(Dollars in thousands)			
Securities available-for-sale:						
Agency mortgage-backed securities	$ 63,503	$ (931)	$ 2,307	$ (69)	$ 65,810	$ (1,000)
Corporate bonds	10,404	(135)			10,404	(135)
Total	$ 73,907	$ (1,066)	$ 2,307	$ (69)	$ 76,214	$ (1,135)
Securities held-to-maturity:						
Agency mortgage-backed securities	$ 8,478	$ (107)	$ 4,518	$ (104)	$ 12,996	$ (211)
Municipals Tax Exempt	38,745	(1,641)	22,505	(2,199)	61,250	(3,840)
Total	$ 47,223	$ (1,748)	$ 27,023	$ (2,303)	$ 74,246	$ (4,051)

	Less Than 12 Months		12 Months or More		Total	
December 31, 2014	**Fair Value**	**Unrealized (Losses)**	**Fair Value**	**Unrealized (Losses)**	**Fair Value**	**Unrealized (Losses)**
			(Dollars in thousands)			
Securities available-for-sale:						
Agency mortgage-backed securities	$ 12,491	$ (27)	$ 35,614	$ (238)	$ 48,105	$ (265)
Corporate bonds			5,148	(23)	5,148	(23)
Total	$ 12,491	$ (27)	$ 40,762	$ (261)	$ 53,253	$ (288)
Securities held-to-maturity:						
Agency mortgage-backed securities	$ 4,869	$ (29)	$ 4,974	$ (89)	$ 9,843	$ (118)
Municipals Tax Exempt	1,884	(16)	42,867	(1,330)	44,751	(1,346)

Total	$	6,753	$	(45)	$	47,841	$	(1,419)	$	54,594	$	(1,464)

There were no holdings of securities of any one issuer, other than the U.S. Government and its sponsored entities, in an amount greater than 10% of shareholders' equity. At June 30, 2015, the Company held 384 securities (144 available-for-sale and 240 held-to-maturity), of which 221 had fair values below amortized cost. At June 30, 2015, there were $2,307,000 of agency mortgage-backed securities available-for-sale, $4,518,000 of agency mortgage-backed securities held-to-maturity, and $22,505,000 of municipals bonds held-to-maturity carried with an unrealized loss for over 12 months. The total unrealized loss for securities over 12 months was $2,372,000 at June 30, 2015. The unrealized losses were due to higher interest rates. The issuers are of high credit quality and all principal amounts are expected to be paid when securities mature. The fair value is expected to recover as the securities approach their maturity date and/or market rates decline. The Company does not believe that it is more likely than not that the Company will be required to sell a security in an unrealized loss position

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HERITAGE COMMERCE CORP

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

June 30, 2015

(Unaudited)

4) Securities (Continued)

prior to recovery in value. The Company does not consider these securities to be other than temporarily impaired at June 30, 2015.

At December 31, 2014, the Company held 361 securities (130 available-for-sale and 231 held-to-maturity), of which 151 had fair values below amortized cost. At December 31, 2014, there were $35,614,000 of agency mortgage backed securities available-for-sale, $5,148,000 of corporate bonds available for sale, $4,974,000 of agency mortgage backed securities held-to- maturity and $42,867,000 of municipals bonds held to maturity carried with an unrealized loss for over 12 months. The total unrealized loss for securities over 12 months was $1,680,000 at December 31, 2014. The unrealized losses were due to higher interest rates. The issuers are of high credit quality and all principal amounts are expected to be paid when securities mature. The fair value is expected to recover as the securities approach their maturity date and/or market rates decline. The Company does not believe that it is more likely than not that the Company will be required to sell a security in an unrealized loss position prior to recovery in value. The Company does not consider these securities to be other than temporarily impaired at December 31, 2014.

The proceeds from sales of securities and the resulting gains and losses were as follows for the periods indicated:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	2015	2014
	(Dollars in thousands)			
Proceeds	$	$	$	$ 50,011
Gross gains				720
Gross losses				(670)

The amortized cost and estimated fair values of securities as of June 30, 2015, are shown by contractual maturity below. The expected maturities will differ from contractual maturities if borrowers have the right to call or pre-pay obligations with or without call or pre-payment penalties. Securities not due at a single maturity date are shown separately.

	Available-for-sale	
	Amortized Cost	Estimated Fair Value
	(Dollars in thousands)	
Due after one through five years	$ 6,373	$ 6,708
Due after five through ten years	29,480	29,621
Due after ten years	15,000	15,150
Agency mortgage-backed securities	155,877	157,613
Total	$ 206,730	$ 209,092

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HERITAGE COMMERCE CORP

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

June 30, 2015

(Unaudited)

4) Securities (Continued)

	Held-to-maturity	
	Amortized Cost	Estimated Fair Value
	(Dollars in thousands)	
Due after five through ten years	$ 9,708	$ 9,893
Due after ten years	73,768	70,274
Agency mortgage-backed securities	16,845	16,641
Total	$ 100,321	$ 96,808

5) Loans

Loans were as follows for the periods indicated:

	June 30, 2015	December 31, 2014
	(Dollars in thousands)	
Loans held-for-investment:		
Commercial	$ 471,651	$ 462,403
Real estate:		
Commercial and residential	508,497	478,335
Land and construction	68,666	67,980
Home equity	71,579	61,644
Consumer	13,739	18,867
Loans	1,134,132	1,089,229
Deferred loan origination fees, net	(529)	(586)
Loans, net of deferred fees	1,133,603	1,088,643
Allowance for loan losses	(18,757)	(18,379)
Loans, net	$ 1,114,846	$ 1,070,264

Changes in the allowance for loan losses were as follows for the periods indicated:

	Three Months Ended June 30, 2015			
	Commercial	Real Estate	Consumer	Total
	(Dollars in thousands)			
Balance, beginning of period	$ 10,856	$ 7,554	$ 144	$ 18,554
Charge-offs	(9)			(9)

Recoveries	46	114	30	190
Net recoveries	37	114	30	181
Provision (credit) for loan losses	300	(218)	(60)	22
Balance, end of period	$ 11,193	$ 7,450	$ 114	$ 18,757

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HERITAGE COMMERCE CORP

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

June 30, 2015

(Unaudited)

5) Loans (Continued)

	Three Months Ended June 30, 2014			
	Commercial	Real Estate	Consumer	Total
	(Dollars in thousands)			
Balance, beginning of period	$ 11,846	$ 6,894	$ 77	$ 18,817
Charge-offs	(187)			(187)
Recoveries	144	16		160
Net (charge-offs) recoveries	(43)	16		(27)
Provision (credit) for loan losses	(349)	159	(8)	(198)
Balance, end of period	$ 11,454	$ 7,069	$ 69	$ 18,592

	Six Months Ended June 30, 2015			
	Commercial	Real Estate	Consumer	Total
	(Dollars in thousands)			
Balance, beginning of period	$ 11,187	$ 7,070	$ 122	$ 18,379
Charge-offs	(221)	(2)		(223)
Recoveries	482	127	30	639
Net recoveries	261	125	30	416
Provision (credit) for loan losses	(255)	255	(38)	(38)
Balance, end of period	$ 11,193	$ 7,450	$ 114	$ 18,757

	Six Months Ended June 30, 2014			
	Commercial	Real Estate	Consumer	Total
	(Dollars in thousands)			
Balance, beginning of period	$ 12,533	$ 6,548	$ 83	$ 19,164
Charge-offs	(595)			(595)
Recoveries	188	43		231
Net (charge-offs) recoveries	(407)	43		(364)

Provision (credit) for loan losses	(672)	478	(14)	(208)
Balance, end of period	$ 11,454	$ 7,069	$ 69	$ 18,592

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HERITAGE COMMERCE CORP

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

June 30, 2015

(Unaudited)

5) Loans (Continued)

The following table presents the balance in the allowance for loan losses and the recorded investment in loans by portfolio segment, based on the impairment method at the following period-ends:

	June 30, 2015			
	Commercial	Real Estate	Consumer	Total
	(Dollars in thousands)			
Allowance for loan losses:				
Ending allowance balance attributable to loans:				
Individually evaluated for impairment	$ 106	$	$	$ 106
Collectively evaluated for impairment	11,087	7,450	114	18,651
Total allowance balance	$ 11,193	$ 7,450	$ 114	$ 18,757
Loans:				
Individually evaluated for impairment	$ 1,003	$ 3,982	$ 5	$ 4,990
Collectively evaluated for impairment	470,648	644,760	13,734	1,129,142
Total loan balance	$ 471,651	$ 648,742	$ 13,739	$ 1,134,132

	December 31, 2014			
	Commercial	Real Estate	Consumer	Total
	(Dollars in thousands)			
Allowance for loan losses:				
Ending allowance balance attributable to loans:				
Individually evaluated for impairment	$ 404	$	$	$ 404
Collectively evaluated for impairment	10,783	7,070	122	17,975
Total allowance balance	$ 11,187	$ 7,070	$ 122	$ 18,379
Loans:				
Individually evaluated for impairment	$ 2,701	$ 3,315	$ 6	$ 6,022
Collectively evaluated for impairment	459,702	604,644	18,861	1,083,207
Total loan balance	$ 462,403	$ 607,959	$ 18,867	$ 1,089,229

The following table presents loans held-for-investment individually evaluated for impairment by class of loans as of June 30, 2015 and December 31, 2014. The recorded investment included in the following table represents loan principal net of any partial charge-offs recognized on the loans. The unpaid principal balance represents the recorded balance prior to any partial charge-offs. The recorded investment in consumer loans collateralized by residential real estate property that are in process of

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HERITAGE COMMERCE CORP

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

June 30, 2015

(Unaudited)

5) Loans (Continued)

foreclosure according to local requirements of the applicable jurisdiction are not material as of June 30, 2015 and December 31, 2014.

	June 30, 2015			December 31, 2014		
	Unpaid Principal Balance	Recorded Investment	Allowance for Loan Losses Allocated	Unpaid Principal Balance	Recorded Investment	Allowance for Loan Losses Allocated
	(Dollars in thousands)					
With no related allowance recorded:						
Commercial	$ 215	$ 215	$	$ 2,282	$ 1,872	$
Real estate:						
Commercial and residential	4,019	3,160		2,510	1,651	
Land and construction	537	500		1,808	1,319	
Home Equity	322	322		345	345	
Consumer	5	5		6	6	
Total with no related allowance recorded	5,098	4,202		6,951	5,193	
With an allowance recorded:						
Commercial	788	788	106	829	829	404
Real estate:						
Commercial and residential						
Total with an allowance recorded	788	788	106	829	829	404
Total	$ 5,886	$ 4,990	$ 106	$ 7,780	$ 6,022	$ 404

The following tables present interest recognized and cash-basis interest earned on impaired loans for the periods indicated:

	Three Months Ended June 30, 2015					
		Real Estate				
	Commercial	Commercial and Residential	Land and Construction	Home Equity	Consumer	Total
	(Dollars in thousands)					
Average of impaired loans during the period	$ 1,058	$ 3,655	$ 895	$ 330	$ 5	$ 5,943
Interest income during impairment	$	$	$	$	$	$
Cash-basis interest earned	$	$	$	$	$	$

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HERITAGE COMMERCE CORP

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

June 30, 2015

(Unaudited)

5) Loans (Continued)

	Three Months Ended June 30, 2014					
		Real Estate				
	Commercial	Commercial and Residential	Land and Construction	Home Equity	Consumer	Total
	(Dollars in thousands)					
Average of impaired loans during the period	$ 4,670	$ 3,051	$ 1,703	$ 576	$ 73	$ 10,073
Interest income during impairment	$ 56	$	$	$	$	$ 56
Cash-basis interest earned	$	$	$	$	$	$

	Six Months Ended June 30, 2015					
		Real Estate				
	Commercial	Commercial and Residential	Land and Construction	Home Equity	Consumer	Total
	(Dollars in thousands)					
Average of impaired loans during the period	$ 1,606	$ 2,987	$ 1,037	$ 335	$ 5	$ 5,970
Interest income during impairment	$	$	$	$	$	$
Cash-basis interest earned	$	$	$	$	$	$

	Six Months Ended June 30, 2014					
		Real Estate				
	Commercial	Commercial and Residential	Land and Construction	Home Equity	Consumer	Total
	(Dollars in thousands)					
Average of impaired loans during the period	$ 4,749	$ 3,488	$ 1,722	$ 606	$ 90	$ 10,655
Interest income during impairment	$ 56	$	$	$	$	$ 56
Cash-basis interest earned	$	$	$	$	$	$

Nonperforming loans include both smaller dollar balance homogenous loans that are collectively evaluated for impairment and individually classified loans. Nonperforming loans were as follows at period-end:

	June 30,		December 31,
	2015	2014	2014
	(Dollars in thousands)		

Nonaccrual loans held-for-investment	$	4,832	$	7,688	$	5,855
Restructured and loans over 90 days past due and still accruing				454		
Total nonperforming loans	$	4,832	$	8,142	$	5,855
Other restructured loans	$	158	$	1,180	$	167
Impaired loans, excluding loans held-for-sale	$	4,990	$	9,322	$	6,022

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HERITAGE COMMERCE CORP

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

June 30, 2015

(Unaudited)

5) Loans (Continued)

The following table presents the nonperforming loans by class for the periods indicated:

	June 30, 2015			December 31, 2014		
	Nonaccrual	Restructured and Loans Over 90 Days Past Due and Still Accruing	Total	Nonaccrual	Restructured and Loans Over 90 Days Past Due and Still Accruing	Total
	(Dollars in thousands)					
Commercial	$ 845	$	$ 845	$ 2,534	$	$ 2,534
Real estate:						
Commercial and residential	3,160		3,160	1,651		1,651
Land and construction	500		500	1,320		1,320
Home equity	322		322	344		344
Consumer	5		5	6		6
Total	$ 4,832	$	$ 4,832	$ 5,855	$	$ 5,855

The following tables present the aging of past due loans by class for the periods indicated:

	June 30, 2015					
	30 - 59 Days Past Due	60 - 89 Days Past Due	90 Days or Greater Past Due	Total Past Due	Loans Not Past Due	Total
	(Dollars in thousands)					
Commercial	$ 2,745	$ 366	$ 404	$ 3,515	$ 468,136	$ 471,651
Real estate:						
Commercial and residential			2,615	2,615	505,882	508,497
Land and construction					68,666	68,666
Home equity					71,579	71,579
Consumer					13,739	13,739
Total	$ 2,745	$ 366	$ 3,019	$ 6,130	$ 1,128,002	$ 1,134,132

December 31, 2014

Total

	30 - 59 Days Past Due	60 - 89 Days Past Due	90 Days or Greater Past Due	Total Past Due	Loans Not Past Due	
			(Dollars in thousands)			
Commercial	$ 3,002	$ 195	$ 1,978	$ 5,175	$ 457,228	$ 462,403
Real estate:						
Commercial and residential			1,065	1,065	477,270	478,335
Land and construction					67,980	67,980
Home equity					61,644	61,644
Consumer					18,867	18,867
Total	$ 3,002	$ 195	$ 3,043	$ 6,240	$ 1,082,989	$ 1,089,229

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HERITAGE COMMERCE CORP

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

June 30, 2015

(Unaudited)

5) Loans (Continued)

Past due loans 30 days or greater totaled $6,130,000 and $6,240,000 at June 30, 2015 and December 31, 2014, respectively, of which $3,019,000 and $3,130,000 were on nonaccrual. At June 30, 2015, there were also $1,813,000 loans less than 30 days past due included in nonaccrual loans held for investment. At December 31, 2014, there were also $2,725,000 loans less than 30 days past due included in nonaccrual loans held for investment. Management's classification of a loan as "nonaccrual" is an indication that there is reasonable doubt as to the full recovery of principal or interest on the loan. At that point, the Company stops accruing interest income, and reverses any uncollected interest that had been accrued as income. The Company begins recognizing interest income only as cash interest payments are received and it has been determined the collection of all outstanding principal is not in doubt. The loans may or may not be collateralized, and collection efforts are pursued.

Credit Quality Indicators

Concentrations of credit risk arise when a number of customers are engaged in similar business activities, or activities in the same geographic region, or have similar features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic conditions. The Company's loan portfolio is concentrated in commercial (primarily manufacturing, wholesale, and service) and real estate lending, with the balance in consumer loans. While no specific industry concentration is considered significant, the Company's lending operations are located in the Company's market areas that are dependent on the technology and real estate industries and their supporting companies. Thus, the Company's borrowers could be adversely impacted by a downturn in these sectors of the economy which could reduce the demand for loans and adversely impact the borrowers' ability to repay their loans.

The Company categorizes loans into risk categories based on relevant information about the ability of borrowers to service their debt such as: current financial information, historical payment experience, credit documentation, public information, and current economic trends, among other factors. The Company analyzes loans individually by classifying the loans as to credit risk. This analysis is performed on a quarterly basis. Nonclassified loans generally include those loans that are expected to be repaid in accordance with contractual loans terms. Classified loans are those loans that are assigned a substandard, substandard-nonaccrual, or doubtful risk rating using the following definitions:

Substandard. Loans classified as substandard are inadequately protected by the current net worth and paying capacity of the obligor or of the collateral pledged, if any. Loans so classified have a well-defined weakness or weaknesses that jeopardize the liquidation of the debt. They are characterized by the distinct possibility that the institution will sustain some loss if the deficiencies are not corrected.

Substandard-Nonaccrual. Loans classified as substandard-nonaccrual are inadequately protected by the current net worth and paying capacity of the obligor or of the collateral pledged, if any, and it is probable that the Company will not receive payment of the full contractual principal and interest. Loans so classified have a well-defined weakness or weaknesses that jeopardize the liquidation of the debt. They are characterized by the distinct possibility that the institution will sustain some loss if the deficiencies are not corrected. In addition, the Company no longer accrues interest on the loan because of the underlying weaknesses.

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HERITAGE COMMERCE CORP

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

June 30, 2015

(Unaudited)

5) Loans (Continued)

Doubtful. Loans classified as 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 existing facts, conditions, and values, highly questionable and improbable.

Loss. Loans classified as loss are considered uncollectable or of so little value that their continuance as assets is not warranted. This classification does not necessarily mean that a loan has no recovery or salvage value; but rather, there is much doubt about whether, how much, or when the recovery would occur. Loans classified as loss are immediately charged off against the allowance for loan losses. Therefore, there is no balance to report at June 30, 2015 or December 31, 2014.

The following table provides a summary of the loan portfolio by loan type and credit quality classification at period end:

	June 30, 2015			December 31, 2014		
	Nonclassified	Classified*	Total	Nonclassified	Classified*	Total
	(Dollars in thousands)					
Commercial	$ 467,522	$ 4,129	$ 471,651	$ 455,767	$ 6,636	$ 462,403
Real estate:						
Commercial and residential	503,570	4,927	508,497	472,061	6,274	478,335
Land and construction	68,166	500	68,666	66,660	1,320	67,980
Home equity	70,702	877	71,579	60,736	908	61,644
Consumer	13,424	315	13,739	18,518	349	18,867
Total	$ 1,123,384	$ 10,748	$ 1,134,132	$ 1,073,742	$ 15,487	$ 1,089,229

* Classified loans in the table above include Small Business Administration ("SBA") guarantees.

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

The book balance of troubled debt restructurings at June 30, 2015 was $227,000, which included $69,000 of nonaccrual loans and $158,000 of accruing loans. The book balance of troubled debt restructurings at December 31, 2014 was $1,083,000, which included $916,000 of nonaccrual loans and $167,000 of accruing loans. Approximately $3,000 and $113,000 in specific reserves were established with respect to these loans as of June 30, 2015 and December 31, 2014, respectively. As of June 30, 2015 and December 31, 2014, the Company had no additional amounts committed on any loan classified as a troubled debt restructuring.

There were no new loans modified as troubled debt restructurings during the three and six month periods ended June 30, 2015 and 2014.

HERITAGE COMMERCE CORP

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

June 30, 2015

(Unaudited)

5) Loans (Continued)

A loan is considered to be in payment default when it is 30 days contractually past due under the modified terms. There were no defaults on troubled debt restructurings, within twelve months following the modification, during the three and six month periods ended June 30, 2015 and 2014.

A loan that is a troubled debt restructuring on nonaccrual status may return to accruing status after a period of at least six months of consecutive payments in accordance with the modified terms.

6) Business Combinations

Bay View Funding

On October 8, 2014, HBC entered into a Stock Purchase Agreement ("Purchase Agreement") with BVF/CSNK Acquisition Corp., a Delaware corporation ("BVF/CSNK") pursuant to which HBC agreed to acquire all of the outstanding common stock from the stockholders of BVF/CSNK for an aggregate purchase price of $22,520,000 ("Acquisition"). The Acquisition closed on November 1, 2014. Based in Santa Clara, California, BVF/CSNK through its wholly-owned subsidiary CSNK Working Capital Finance Corp., a California corporation, dba Bay View Funding ("BVF") provides business essential working capital factoring financing to various industries throughout the United States. BVF/CSNK was subsequently merged into BVF and BVF became a wholly owned subsidiary of HBC. Combining Bay View Funding's staff and national reach with Heritage Bank of Commerce's banking products and services further diversifies the Bank's commercial products and services. The Bay View Funding platform is scalable and is aligned with recent key product initiatives designed to deliver a full spectrum of commercial lending products to our markets. Bay View Funding's results of operations have been included in the Company's results beginning November 1, 2014.

The fair values of assets acquired and liabilities assumed are subject to adjustment during the first twelve months after the acquisition date if additional information becomes available to indicate more accurate or appropriate values for the assets acquired and liabilities assumed, which may be reflective of conditions or events that existed at the acquisition date. Deferred tax assets may be adjusted for uncertain tax positions of Bay View Funding, with a corresponding change to goodwill.

The following table presents pro forma financial information as if the acquisition had occurred on January 1, 2014, which includes the pre-acquisition period for Bay View Funding. The historical unaudited pro forma financial information has been adjusted to reflect supportable items that are directly attributable to the acquisition and expected to have a continuing impact on consolidated results of operations, as such, one-time acquisition costs are not included. The unaudited pro forma financial information is provided for informational purposes only. The unaudited pro forma financial information is not necessarily, and should not be assumed to be, an indication of the results that would have been achieved had the acquisition been completed as of the dates indicated or that may be achieved in the

HERITAGE COMMERCE CORP

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

June 30, 2015

(Unaudited)

6) Business Combinations (Continued)

future. The preparation of the unaudited pro forma combined consolidated financial statements and related adjustments required management to make certain assumptions and estimates.

UNAUDITED	For the Three Months Ended June 30, 2014	For the Six Months Ended June 30, 2014
	(Dollars in thousands, except per share amounts)	
Net interest income	$ 16,436	$ 32,132
Noninterest income	2,213	4,398
Total revenue	$ 18,649	$ 36,530
Net income	$ 3,891	$ 7,427
Net income per share basic	$ 0.12	$ 0.23
Net income per share diluted	$ 0.12	$ 0.23

Focus Business Bank

On April 23, 2015, the Company and Focus Business Bank ("Focus") jointly announced the execution of a definitive agreement and plan of merger and reorganization whereby Focus will merge into HBC.

The board of directors of both companies approved the transaction, which is subject to customary conditions, including the approval of bank regulatory agencies and the shareholders of the Company and Focus. Upon completion of the transaction, the Company's Board of Directors will consist of 13 directors, eleven representatives from the Company and two representatives from Focus. Shareholders of Focus will receive a fixed exchange ratio at closing of 1.8235 shares of the Company's common stock for each share of Focus common stock, with HBC the surviving bank.

The Company and the Bank have received regulatory approvals from both the Federal Reserve Board of San Francisco and the California Department of Business Oversight for the merger of the Company and Focus. The transaction is subject to the approval of the shareholders of the Company and Focus. The Company and Focus will hold their respective special shareholder meetings on August 11, 2015, at 1:00 p.m. PDT. The transaction is expected to close in the third quarter of 2015, pending shareholder approval and the satisfaction of other customary closing conditions.

Focus is a California bank with $407,630,000 in assets at June 30, 2015, with a single branch located in downtown San Jose. Giving effect to the transaction, existing shareholders of the Company are expected to own approximately 85.4% of the outstanding shares of the combined company and Focus shareholders are expected to own approximately 14.6%.

The transaction will be accounted for using the acquisition method of accounting which requires, among other things, that the assets acquired and liabilities assumed be recognized at their fair values as of the acquisition date. The acquisition related disclosures required by the accounting guidance cannot be made as the initial accounting for the business transaction is incomplete. Key financial data such as the determination of the fair value of the assets acquired and liabilities assumed is not yet available.

HERITAGE COMMERCE CORP

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

June 30, 2015

(Unaudited)

7) Income Taxes

Some items of income and expense are recognized in different years for tax purposes than when applying generally accepted accounting principles, leading to timing differences between the Company's actual current tax liability and the amount accrued for this liability based on book income. These temporary differences comprise the "deferred" portion of the Company's tax expense or benefit, which is accumulated on the Company's books as a deferred tax asset or deferred tax liability until such time as they reverse.

Realization of the Company's deferred tax assets is primarily dependent upon the Company generating sufficient taxable income to obtain benefit from the reversal of net deductible temporary differences and utilization of tax credit carryforwards are as of December 31, 2014 for Federal and California state income tax purposes. The amount of deferred tax assets considered realizable is subject to adjustment in future periods based on estimates of future taxable income. Under generally accepted accounting principles, a valuation allowance is required to be recognized if it is "more likely than not" that a deferred tax asset will not be realized. The determination of the realizability of the deferred tax assets is highly subjective and dependent upon judgment concerning management's evaluation of both positive and negative evidence, including forecasts of future income, cumulative losses, applicable tax planning strategies, and assessments of current and future economic and business conditions. In accordance with Accounting for Uncertainty in Income Taxes, the Company estimated the need for a reserve for income taxes of $250,000 for uncertain state income tax positions of Bay View Funding.

The Company had net deferred tax assets of $18,943,000, and $18,527,000, at June 30, 2015, and December 31, 2014, respectively. After consideration of the matters in the preceding paragraph, the Company determined that it is more likely than not that the net deferred tax asset at June 30, 2015 and December 31, 2014 will be fully realized in future years.

The Company adopted the proportional amortization method of accounting for its low income housing investments in the third quarter of 2014. The Company quantified the impact of adopting the proportional amortization method compared to the equity method to its current year and prior period financial statements. The Company determined that the adoption of the proportional amortization method did not have a material impact to its financial statements. The low income housing investment losses, net of the tax benefits received, are included in income tax expense for all periods reflected on the consolidated income statements. The following tables reflect noninterest expense, income tax

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NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

June 30, 2015

(Unaudited)

7) Income Taxes (Continued)

expense, and the effective tax rate as originally reported and with the low income housing investment losses reclassified under the proportional amortization method of accounting for the periods indicated:

		For the Three Months Ended June 30, 2014
		(Dollars in thousands)
Noninterest expense as originally reported	$	10,934
Low income housing investment losses reclassified to income tax expense		(165)
Noninterest expense under the proportional method	$	10,769
Income tax expense as originally reported	$	1,672
Low income housing investment losses reclassified from noninterest expense		165
Income tax expense under the proportional method	$	1,837
Effective tax rate as originally reported		33.5%
Effective under the proportional method		35.6%

		For the Six Months Ended June 30, 2014
		(Dollars in thousands)
Noninterest expense as originally reported	$	21,668
Low income housing investment losses reclassified to income tax expense		(353)
Noninterest expense under the proportional method	$	21,315
Income tax expense as originally reported	$	3,223
Low income housing investment losses reclassified from noninterest expense		353
Income tax expense under the proportional method	$	3,576
Effective tax rate as originally reported		33.5%

Effective under the proportional method 35.8%

The following table reflects the carry amounts of the low income housing investments included in accrued interest receivable and other assets, and the future commitments as of June 30, 2015 and December 31, 2014:

	June 30, 2015	December 31, 2014
	(Dollars in thousands)	
Low income housing investments	$ 4,762	$ 5,268
Future commitments	$ 1,827	$ 1,827

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HERITAGE COMMERCE CORP

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

June 30, 2015

(Unaudited)

7) Income Taxes (Continued)

The Company expects $930,000 of the future commitments to be paid in 2015, $550,000 in 2016, and $347,000 in 2017 through 2023.

For tax purposes, the Company had low income housing tax credits of $175,000 and $103,000 for the three months ended June 30, 2015 and June 30, 2014, respectively, and low income housing investment losses of $228,000 and $165,000, respectively. For tax purposes, the Company had low income housing tax credits of $350,000 and $206,000 for the six months ended June 30, 2015 and June 30, 2014, respectively, and low income housing investment losses of $457,000 and $353,000, respectively. The Company recognized low income housing investment expense as a component of income tax expense. There was an income tax credit of $3,000 for the three months ended June 30, 2015. For the six months ended June 30, 2015, income tax expense was $291.

8) Benefit Plans

Supplemental Retirement Plan

The Company has a supplemental retirement plan (the "Plan") covering some current and some former key employees and directors. The Plan is a nonqualified defined benefit plan. Benefits are unsecured as there are no Plan assets. The following table presents the amount of periodic cost recognized for the periods indicated:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	2015	2014
	(Dollars in thousands)			
Components of net periodic benefit cost:				
Service cost	$ 216	$ 179	$ 432	$ 358
Interest cost	221	228	442	456
Amortization of net actuarial loss	96	35	192	70
Net periodic benefit cost	$ 533	$ 442	$ 1,066	$ 884

HERITAGE COMMERCE CORP

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

June 30, 2015

(Unaudited)

8) Benefit Plans (Continued)

Split-Dollar Life Insurance Benefit Plan

The Company maintains life insurance policies for current and former directors and officers that are subject to split-dollar life insurance agreements. The following table sets forth the funded status of the split-dollar life insurance benefits for the periods indicated:

	June 30, 2015	December 31, 2014
	(Dollars in thousands)	
Change in projected benefit obligation:		
Projected benefit obligation at beginning of year	$ 4,641	$ 4,353
Interest cost	85	196
Amortization of net actuarial loss		92
Projected benefit obligation at end of period	$ 4,726	$ 4,641

	June 30, 2015	December 31, 2014
	(Dollars in thousands)	
Net actuarial loss	$ 641	$ 540
Prior transition obligation	1,463	1,507
Accumulated other comprehensive loss	$ 2,104	$ 2,047

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2015	2014	2015	2014
	(Dollars in thousands)			
Amortization of prior transition obligation	$ (44)	$ (26)	$ (56)	$ (52)
Interest cost	34	49	84	98
Net periodic benefit cost	$ (10)	$ 23	$ 28	$ 46

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HERITAGE COMMERCE CORP

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

June 30, 2015

(Unaudited)

9) Equity

Series C Preferred Stock

On June 21, 2010, the Company issued to various institutional investors 21,004 shares of Series C Convertible Perpetual Preferred Stock ("Series C Preferred Stock"). The Series C Preferred Stock is mandatorily convertible into common stock at a conversion price of $3.75 per share upon a subsequent transfer of the Series C Preferred Stock to third parties not affiliated with the holder in a widely dispersed offering. The 21,004 shares of Series C Preferred Stock are convertible into 5,601,000 shares of common stock. The Series C Preferred Stock is non-voting except in the case of certain transactions that would affect the rights of the holders of the Series C Preferred Stock or applicable law. The holders of Series C Preferred Stock receive dividends on an as converted basis when dividends are also declared for holders of common stock. The Series C Preferred Stock is not redeemable by the Company or by the holders and has a liquidation preference of $1,000 per share. The Series C Preferred Stock ranks senior to the Company's common stock.

10) Fair Value

Accounting guidance establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value:

Level 1: Quoted prices (unadjusted) for identical assets or liabilities in active markets that the entity has the ability to access as of the measurement date.

Level 2: Significant other observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical assets or liabilities in markets that are not active; or other inputs that are observable or can be corroborated by observable market data (for example, interest rates and yield curves observable at commonly quoted intervals, prepayment speeds, credit risks, and default rates).

Level 3: Significant unobservable inputs that reflect a reporting entity's own assumptions about the assumptions that market participants would use in pricing an asset or liability.

Financial Assets and Liabilities Measured on a Recurring Basis

The fair values of securities available for sale are determined by obtaining quoted prices on nationally recognized securities exchanges (Level 1 inputs) or matrix pricing, which is a mathematical technique widely used in the industry to value debt securities without relying exclusively on quoted prices for the specific securities, but rather by relying on the securities' relationship to other benchmark quoted securities (Level 2 inputs).

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NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

June 30, 2015

(Unaudited)

10) Fair Value (Continued)

The fair value of interest-only ("I/O") strip receivable assets is based on a valuation model used by a third party. The Company is able to compare the valuation model inputs and results to widely available published industry data for reasonableness (Level 2 inputs).

		Fair Value Measurements Using		
	Balance	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
		(Dollars in thousands)		
Assets at June 30, 2015:				
Available-for-sale securities:				
Agency mortgage-backed securities	$ 157,613		$ 157,613	
Corporate bonds	$ 36,329		$ 36,329	
Trust preferred securities	$ 15,150		$ 15,150	
I/O strip receivables	$ 1,441		$ 1,441	
Assets at December 31, 2014:				
Available-for-sale securities:				
Agency mortgage-backed securities	$ 154,172		$ 154,172	
Corporate bonds	$ 36,863		$ 36,863	
Trust preferred securities	$ 15,300		$ 15,300	
I/O strip receivables	$ 1,481		$ 1,481	

There were no transfers between Level 1 and Level 2 during the period for assets measured at fair value on a recurring basis.

Assets and Liabilities Measured on a Non-Recurring Basis

The fair value of impaired loans with specific allocations of the allowance for loan losses is generally based on recent real estate appraisals. The 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 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.

Foreclosed assets are valued at the time the loan is foreclosed upon and the asset is transferred to foreclosed assets. The fair value is based primarily on third party appraisals, less costs to sell. The appraisals may utilize a single valuation approach or a combination of approaches including the comparable sales and income approach. Adjustments are routinely made in the appraisal process by the appraisers to adjust for differences between the comparable sales and income data available. Such

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NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

June 30, 2015

(Unaudited)

10) Fair Value (Continued)

adjustments are typically significant and result in a Level 3 classification of the inputs for determining fair value.

	Balance	Fair Value Measurements Using Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
		(Dollars in thousands)		
Assets at June 30, 2015:				
Impaired loans held-for-investment:				
Commercial	$ 682			$ 682
Real estate:				
Commercial and residential	545			545
Land and construction	500			500
	$ 1,727			$ 1,727
Assets at December 31, 2014:				
Impaired loans held-for-investment:				
Commercial	$ 859			$ 859
Real estate:				
Commercial and residential	587			587
Land and construction	1,176			1,176
	$ 2,622			$ 2,622
Foreclosed assets:				
Commercial	$ 31			$ 31
	$ 31			$ 31

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HERITAGE COMMERCE CORP

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

June 30, 2015

(Unaudited)

10) Fair Value (Continued)

The following table shows the detail of the impaired loans held-for- investment and the impaired loans held-for-investment carried at fair value for the periods indicated:

	June 30, 2015	December 31, 2014
	(Dollars in thousands)	
Impaired loans held-for-investment:		
Book value of impaired loans held-for-investment carried at fair value	$ 1,833	$ 3,026
Book value of impaired loans held-for-investment carried at cost	3,157	2,996
Total impaired loans held-for-investment	$ 4,990	$ 6,022
Impaired loans held-for-investment carried at fair value:		
Book value of impaired loans held-for-investment carried at fair value	$ 1,833	$ 3,026
Specific valuation allowance	(106)	(404)
Impaired loans held-for-investment carried at fair value, net	$ 1,727	$ 2,622

Impaired loans held-for-investment which are measured primarily for impairment using the fair value of the collateral were $4,990,000 at June 30, 2015. In addition, these loans had a specific valuation allowance of $106,000 at June 30, 2015. Impaired loans held-for-investment totaling $1,833,000 at June 30, 2015, were carried at fair value as a result of the aforementioned partial charge-offs and specific valuation allowances at period-end. The remaining $3,157,000 of impaired loans were carried at cost at June 30, 2015, as the fair value of the collateral exceeded the cost basis of each respective loan. Partial charge-offs and changes in specific valuation allowances during the first six months of 2015 on impaired loans held-for-investment carried at fair value at June 30, 2015 resulted in a credit to the provision for loan losses of $116,000.

At June 30, 2015, foreclosed assets had a carrying amount of $421,000, with no valuation allowance at June 30, 2015.

Impaired loans held-for-investment of $6,022,000 at December 31, 2014, after partial charge-offs of $107,000 in 2014, were analyzed for additional impairment primarily using the fair value of collateral. In addition, these loans had a specific valuation allowance of $404,000 at December 31, 2014. Impaired loans held-for-investment totaling $3,026,000 at December 31, 2014 were carried at fair value as a result of the aforementioned partial charge-offs and specific valuation allowances at year-end. The remaining $2,996,000 of impaired loans were carried at cost at December 31, 2014, as the fair value of the collateral exceeded the cost basis of each respective loan. Partial charge-offs and changes in specific valuation allowances during 2014 on impaired loans held-for-investment carried at fair value at December 31, 2014 resulted in a credit to the provision for loan losses of $100,000.

At December 31, 2014, foreclosed assets had a carrying amount of $696,000, with no valuation allowance at December 31, 2014.

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June 30, 2015

(Unaudited)

10) Fair Value (Continued)

The following table presents quantitative information about level 3 fair value measurements for financial instruments measured at fair value on a non-recurring basis at the periods indicated:

	June 30, 2015				
	Fair Value		Valuation Techniques	Unobservable Inputs	Range (Weighted Average)
	(Dollars in thousands)				
Impaired loans held-for-investment:					
Commercial	$	682	Market Approach	Discount adjustment for differences between comparable sales	0% to 3% (3%)
Real estate:					
Commercial and residential	$	545	Market Approach	Discount adjustment for differences between comparable sales	0% to 3% (3%)
Land and construction	$	500	Market Approach	Discount adjustment for differences between comparable sales	0% to 1% (1%)

	December 31, 2014				
	Fair Value		Valuation Techniques	Unobservable Inputs	Range (Weighted Average)
	(Dollars in thousands)				
Impaired loans held-for-investment:					
Commercial	$	859	Market Approach	Discount adjustment for differences between comparable sales	0% to 3% (3%)
Real estate:					
Commercial and residential	$	587	Market Approach	Discount adjustment for differences between comparable sales	0% to 3% (3%)
Land and construction	$	1,176			

			Market Approach	Discount adjustment for differences between comparable sales	1% to 2% (2%)
Foreclosed assets:					
Commercial	$	31	Market Approach	Discount adjustment for differences between comparable sales	Less than 1%

The Company obtains third party appraisals on its impaired loans held- for-investment and foreclosed assets to determine fair value. Generally, the third party appraisals apply the "market approach," which is a valuation technique that uses prices and other relevant information generated by market transactions involving identical or comparable (that is, similar) assets, liabilities, or a group of assets and liabilities, such as a business. Adjustments are then made based on the type of property, age

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June 30, 2015

(Unaudited)

10) Fair Value (Continued)

of appraisal, current status of property and other related factors to estimate the current value of collateral.

The carrying amounts and estimated fair values of financial instruments at June 30, 2015 are as follows:

		Estimated Fair Value			
	Carrying Amounts	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
		(Dollars in thousands)			
Assets:					
Cash and cash equivalents	$ 131,268	$ 131,268	$	$	$ 131,268
Securities available-for-sale	209,092		209,092		209,092
Securities held-to-maturity	100,321		96,808		96,808
Loans (including loans held-for-sale), net	1,118,640		3,794	1,124,882	1,128,676
FHLB and FRB stock	10,623				N/A
Accrued interest receivable	4,127		1,447	2,680	4,127
Loan servicing rights and I/O strips receivables	1,952		3,708		3,708
Liabilities:					
Time deposits	$ 256,607	$	$ 228,869	$	$ 228,869
Other deposits	1,190,530		1,190,530		1,190,530
Accrued interest payable	185		185		185

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NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

June 30, 2015

(Unaudited)

10) Fair Value (Continued)

The carrying amounts and estimated fair values of the Company's financial instruments at December 31, 2014:

		December 31, 2014 Estimated Fair Value			
	Carrying Amounts	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
	(Dollars in thousands)				
Assets:					
Cash and cash equivalents	$ 122,403	$ 122,403	$	$	$ 122,403
Securities available-for-sale	206,335		206,335		206,335
Securities held-to-maturity	95,362		94,953		94,953
Loans (including loans held-for-sale), net	1,071,436		1,172	1,071,854	1,073,026
FHLB and FRB stock	10,598				N/A
Accrued interest receivable	5,044		1,435	3,609	5,044
Loan servicing rights and I/O strips receivables	2,046		3,906		3,906
Liabilities:					
Time deposits	$ 256,223	$	$ 256,589	$	$ 256,589
Other deposits	1,132,163		1,132,163		1,132,163
Accrued interest payable	201		201		201

The methods and assumptions, not previously discussed, used to estimate the fair value are described as follows:

Cash and Cash Equivalents

The carrying amounts of cash on hand, noninterest and interest bearing due from bank accounts, and Fed funds sold approximate fair values and are classified as Level 1.

Loans

The fair value of loans held-for-sale is estimated based upon binding contracts and quotes from third parties resulting in a Level 2 classification.

Fair values of loans, excluding loans held for sale, are estimated as follows: For variable rate loans that reprice frequently and with no significant change in credit risk, fair values are based on carrying values resulting in a Level 3 classification. Fair values for other loans are estimated using discounted cash flow analyses, using interest rates currently being offered for loans with similar terms to borrowers of similar credit quality resulting in a Level 3 classification. Impaired loans are valued at the lower of cost or fair value as described previously. The methods utilized to estimate the fair value of loans do not necessarily represent an exit price.

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NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

June 30, 2015

(Unaudited)

10) Fair Value (Continued)

FHLB and FRB Stock

It was not practical to determine the fair value of FHLB and FRB stock due to restrictions placed on their transferability.

Accrued Interest Receivable/Payable

The carrying amounts of accrued interest approximate fair value resulting in a Level 2 or Level 3 classification.

Deposits

The fair values disclosed for demand deposits (e.g., interest and noninterest checking, passbook savings, and certain types of money market accounts) are, by definition, equal to the amount payable on demand at the reporting date (i.e., their carrying amount) resulting in a Level 2 classification. The carrying amounts of variable rate, fixed-term money market accounts approximate their fair values at the reporting date resulting in a Level 2 classification. The carrying amounts of variable rate, certificates of deposit approximate their fair values at the reporting date resulting in a Level 2 classification. Fair values for fixed rate certificates of deposit are estimated using a discounted cash flows calculation that applies interest rates currently being offered on certificates to a schedule of aggregated expected monthly maturities on time deposits resulting in a Level 2 classification.

Off-balance Sheet Instruments

Fair values for off-balance sheet, credit-related financial instruments are based on fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and the counterparties' credit standing. The fair value of commitments is not material.

Limitations

Fair value estimates are made at a specific point in time, based on relevant market information about the financial instruments. These estimates do not reflect any premium or discount that could result from offering for sale at one time the entire holdings of a particular financial instrument. Fair value estimates are based on judgments regarding future expected loss experience, current economic conditions, risk characteristics of various financial instruments, and other factors. These estimates are subjective in nature and involve uncertainties and matters of significant judgment and therefore cannot be determined with precision. Changes in assumptions could significantly affect the estimates.

11) Equity Plan

The Company maintained an Amended and Restated 2004 Equity Plan (the "2004 Plan") for directors, officers, and key employees. The 2004 Plan was terminated on May 23, 2013. On May 23, 2013, the Company's shareholders approved the 2013 Equity Incentive Plan (the "2013 Plan"). The equity plans provide for the grant of incentive and nonqualified stock options and restricted stock. The equity plans provide that the option price for both incentive and nonqualified stock options will be

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HERITAGE COMMERCE CORP

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

June 30, 2015

(Unaudited)

11) Equity Plan (Continued)

determined by the Board of Directors at no less than the fair value at the date of grant. Options granted vest on a schedule determined by the Board of Directors at the time of grant. Generally options vest over four years. All options expire no later than ten years from the date of grant. Restricted stock is subject to time vesting. For the six months ended June 30, 2015, the Company granted 223,000 shares of nonqualified stock options and 73,855 shares of restricted stock subject to time vesting requirements. There were 981,961 shares available for the issuance of equity awards under the 2013 Plan as of June 30, 2015.

Stock option activity under the equity plans is as follows:

Total Stock Options	Number of Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (Years)	Aggregate Intrinsic Value
Outstanding at January 1, 2015	1,726,106	$ 11.23		
Granted	223,000	$ 9.36		
Exercised	(23,734)	$ 5.15		
Forfeited or expired	(77,817)	$ 18.12		
Outstanding at June 30, 2015	1,847,555	$ 10.79	6.1	$ 3,344,484
Vested or expected to vest	1,755,177		6.1	$ 3,177,260
Exercisable at June 30, 2015	1,203,163		4.7	$ 2,402,285

As of June 30, 2015, there was $2,314,000 of total unrecognized compensation cost related to nonvested stock options granted under the equity plans. That cost is expected to be recognized over a weighted-average period of approximately 2.83 years.

Restricted stock activity under the equity plans is as follows:

Total Restricted Stock Award	Number of Shares	Weighted Average Grant Date Fair Value
Nonvested shares at January 1, 2015	100,000	$ 8.25
Granted	73,855	$ 9.30
Vested	(13,750)	$ 6.98
Forfeited or expired	(5,000)	$ 8.70
Nonvested shares at June 30, 2015	155,105	$ 8.85

As of June 30, 2015, there was $1,237,000 of total unrecognized compensation cost related to nonvested restricted stock awards granted under the equity plans. The cost is expected to be recognized over a weighted-average period of approximately 3.55 years.

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HERITAGE COMMERCE CORP

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

June 30, 2015

(Unaudited)

12) Capital Requirements

The Company and its subsidiary bank are subject to various regulatory capital requirements administered by the banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory and possibly additional discretionary actions by regulators that, if undertaken, could have a direct material effect on the Company's financial statements and operations. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Company and HBC must meet specific capital guidelines that involve quantitative measures of assets, liabilities, and certain off balance sheet items as calculated under regulatory accounting practices. Capital amounts and classifications are also subject to qualitative judgments by the regulators about components, risk weightings, and other factors.

As of January 1, 2015, HCC and HBC along with other community banking organizations became subject to new capital requirements on January 1, 2015 and certain provisions of the new rules will be phased in from 2015 through 2019. The Federal Banking regulators approved the new rules to implement the revised capital adequacy standards of the Basel Committee on Banking Supervision, commonly called Basel III, and address relevant provisions of The Dodd Frank Wall Street Reform and Consumer Protection Act of 2010, as amended. The Company's consolidated capital ratios and the Bank's capital ratios exceeded the regulatory guidelines for a well-capitalized financial institution under the Basel III regulatory requirements at June 30, 2015.

Quantitative measures established by regulation to help ensure capital adequacy require the Company and HBC to maintain minimum amounts and ratios (set forth in the tables below) of total, Tier 1 capital, and common equity Tier 1 capital (as defined in the regulations) to risk weighted assets (as defined), and of Tier 1 capital to average assets (as defined). Management believes that, as of June 30, 2015 and December 31, 2014, the Company and HBC met all capital adequacy guidelines to which they were subject.

The Company's consolidated capital amounts and ratios are presented in the following table, together with capital adequacy requirements, under the Basel III regulatory requirements as of June 30, 2015, and under the Basel I regulatory requirements as of December 31, 2014.

	Actual		To Be Well-Capitalized Under Basel III Regulatory Requirements		Required For Capital Adequacy Purposes Under Basel III	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
	(Dollars in thousands)					
As of June 30, 2015:						
Total Capital (to risk-weighted assets)	$ 193,530	13.0%	$ 148,777	10.0%	$ 119,022	8.0%
Tier 1 Capital (to risk-weighted assets)	$ 174,924	11.8%	$ 119,022	8.0%	$ 89,266	6.0%
Common Equity Tier 1 Capital (to risk-weighted assets)	$ 155,985	10.5%	$ 96,705	6.5%	$ 66,950	4.5%
Tier 1 Capital (to average assets)	$ 174,924	10.6%	$ 82,200	5.0%	$ 65,760	4.0%

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HERITAGE COMMERCE CORP

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

June 30, 2015

(Unaudited)

12) Capital Requirements (Continued)

	Actual		To Be Well-Capitalized Under Basel I Regulatory Requirements		Required For Capital Adequacy Purposes Under Basel I	
	Amount	**Ratio**	**Amount**	**Ratio**	**Amount**	**Ratio**
			(Dollars in thousands)			
As of December 31, 2014:						
Total Capital (to risk-weighted assets)	$ 186,068	13.9%	$ 134,109	10.0%	$ 107,287	8.0%
Tier 1 Capital (to risk-weighted assets)	$ 169,278	12.6%	$ 80,465	6.0%	$ 53,644	4.0%
Tier 1 Capital (to average assets)	$ 169,278	10.6%	N/A	N/A	$ 63,949	4.0%

HBC's actual capital amounts and ratios are presented in the following table, together with capital adequacy requirements, under the Basel III regulatory requirements as of June 30, 2015, and under the Basel I regulatory requirements as of December 31, 2014.

	Actual		To Be Well-Capitalized Under Basel III Regulatory Requirements		Required For Capital Adequacy Purposes Under Basel III	
	Amount	**Ratio**	**Amount**	**Ratio**	**Amount**	**Ratio**
			(Dollars in thousands)			
As of June 30, 2015:						
Total Capital (to risk-weighted assets)	$ 186,793	12.6%	$ 148,614	10.0%	$ 118,891	8.0%
Tier 1 Capital (to risk-weighted assets)	$ 168,206	11.3%	$ 118,891	8.0%	$ 89,168	6.0%
Common Equity Tier 1 Capital (to risk-weighted assets)	$ 168,206	11.3%	$ 96,599	6.5%	$ 66,876	4.5%
Tier 1 Capital (to average assets)	$ 168,206	10.2%	$ 82,118	5.0%	$ 65,695	4.0%

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HERITAGE COMMERCE CORP

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

June 30, 2015

(Unaudited)

12) Capital Requirements (Continued)

	Actual		To Be Well-Capitalized Under Basel I Regulatory Requirements		Required For Capital Adequacy Purposes Under Basel I	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
	(Dollars in thousands)					
As of December 31, 2014:						
Total Capital (to risk-weighted assets)	$ 175,765	13.1%	$ 134,095	10.0%	$ 107,276	8.0%
Tier 1 Capital (to risk-weighted assets)	$ 158,976	11.9%	$ 80,457	6.0%	$ 53,638	4.0%
Tier 1 Capital (to average assets)	$ 158,976	9.9%	$ 79,959	5.0%	$ 63,967	4.0%

HCC is dependent upon dividends from HBC. Under California General Corporation Law, the holders of common stock are entitled to receive dividends when and as declared by the Board of Directors, out of funds legally available. The California Financial Code provides that a state licensed bank may not make a cash distribution to its shareholders in excess of the lesser of the following: (i) the bank's retained earnings; or (ii) the bank's net income for its last three fiscal years, less the amount of any distributions made by the bank to its shareholders during such period. However, a bank, with the prior approval of the Commissioner of the California Department of Business Oversight Division of Financial Institutions ("DBO") may make a distribution to its shareholders of an amount not to exceed the greater of (i) a bank's retained earnings; (ii) its net income for its last fiscal year; or (iii) its net income for the current fiscal year. Also with the prior approval of the Commissioner of the DBO and the shareholders of the bank, the bank may make a distribution to its shareholders, as a reduction in capital of the bank. In the event that the Commissioner determines that the shareholders' equity of a bank is inadequate or that the making of a distribution by a bank would be unsafe or unsound, the Commissioner may order a bank to refrain from making such a proposed distribution. As of June 30, 2015, HBC would be required to obtain regulatory approval from the DBO for a dividend or other distribution to HCC. Similar restrictions applied to the amount and sum of loan advances and other transfers of funds from HBC to the parent company.

13) Loss Contingencies

The Company's policy is to accrue for legal costs associated with both asserted and unasserted claims when it is probable that such costs will be incurred and such costs can be reasonably estimated. A number of parties have filed complaints in the Superior Court of California for the County of Santa Clara asserting certain claims against the Company arising from the transfer of funds. The litigation is in the early stages and it is not possible to determine the amount of the loss, if any, arising from the claim in excess of the legal expenses expected to be incurred in defense of the litigation. The Company intends to vigorously defend the litigation.

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HERITAGE COMMERCE CORP

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

June 30, 2015

(Unaudited)

14) Business Segment Information

The following presents the Company's operating segments. The Company operates through two business segments; Banking segment and Factoring segment. Transactions between segments consist primarily of borrowed funds. Intersegment interest expense is allocated to the Factoring segment based on the Company's prime rate and funding costs. The provision for loan loss is allocated based on the segment's allowance for loan loss determination which considers the effects of charge-offs. Noninterest income and expense directly attributable to a segment are assigned to it. Taxes are paid on a consolidated basis and allocated for segment purposes. The Factoring segment includes only factoring originated by Bay View Funding, which has been included in the results of operations since the acquisition on November 1, 2014.

	For the Three Months Ended June 30, 2015		
	Banking(1)	**Factoring**	**Consolidated**
	(Dollars in thousands)		
Interest income	$ 15,037	$ 3,138	$ 18,175
Intersegment interest allocations	274	(274)	
Total interest expense	533		533
Net interest income	14,778	2,864	17,642
Provision (credit) for loan losses	21	1	22
Net interest income after provision	14,757	2,863	17,620
Noninterest income	1,921	243	2,164
Noninterest expense	10,809	1,808	12,617
Intersegment expense allocations	79	(79)	
Income before income taxes	5,948	1,219	7,167
Income tax expense	2,178	512	2,690
Net income	$ 3,770	$ 707	$ 4,477
Total assets	$ 1,635,859	$ 44,347	$ 1,680,206
Loans, net of deferred fees	$ 1,091,309	$ 42,294	$ 1,133,603

(1) Includes the holding company's results of operations

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HERITAGE COMMERCE CORP

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

June 30, 2015

(Unaudited)

14) Business Segment Information (Continued)

	For the Six Months Ended June 30, 2015		
	Banking(1)	Factoring	Consolidated
	(Dollars in thousands)		
Interest income	$ 29,341	$ 6,200	$ 35,541
Intersegment interest allocations	542	(542)	
Total interest expense	1,041		1,041
Net interest income	28,842	5,658	34,500
Provision (credit) for loan losses	(37)	(1)	(38)
Net interest income after provision	28,879	5,659	34,538
Noninterest income	3,712	378	4,090
Noninterest expense	21,314	3,579	24,893
Intersegment expense allocations	154	(154)	
Income before income taxes	11,431	2,304	13,735
Income tax expense	4,152	968	5,120
Income before income taxes	$ 7,279	$ 1,336	$ 8,615
Total assets	$ 1,635,859	$ 44,347	$ 1,680,206
Loans, net of deferred fees	$ 1,091,309	$ 42,294	$ 1,133,603

(1) Includes the holding company's results of operations

15) Subsequent Events

On July 23, 2015, the Company announced that its Board of Directors declared a $0.08 per share quarterly cash dividend to holders of common stock and Series C Preferred Stock (on an as converted basis). The dividend will be paid on August 27, 2015, to shareholders of record on August 13, 2015.

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ITEM 2 MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion provides information about the results of operations, financial condition, liquidity, and capital resources of Heritage Commerce Corp (the "Company" or "HCC"), its wholly-owned subsidiary, Heritage Bank of Commerce (the "Bank" or "HBC"), and HBC's wholly-owned subsidiary, CSNK Working Capital Finance Corp, a California Corporation, dba Bay View Funding ("Bay View Funding" or "BVF"). This information is intended to facilitate the understanding and assessment of significant changes and trends related to our financial condition and the results of operations. This discussion and analysis should be read in conjunction with our consolidated financial statements and the accompanying notes presented elsewhere in this report. Unless we state otherwise or the context indicates otherwise, references to the "Company," "Heritage," "we," "us," and "our," in this Report on Form 10-Q refer to Heritage Commerce Corp and its subsidiaries.

CRITICAL ACCOUNTING POLICIES

Critical accounting policies are discussed in our Form 10-K for the year ended December 31, 2014. There are no changes to these policies as of June 30, 2015, except for the following policy on segment reporting to include two reportable segments consisting of Banking and Factoring as a result of the acquisition of Bay View Funding:

Segment Reporting

HBC is a commercial bank serving customers located in Santa Clara, Alameda, Contra Costa, and San Benito counties of California. Bay View Funding provides business-essential working capital factoring financing to various industries throughout the United States through its Banking and Factoring business segments. No customer accounts for more than 10 percent of revenue for HBC or the Company. The Company's Chief Executive Officer uses segments results to make operating and strategic decisions.

EXECUTIVE SUMMARY

This summary is intended to identify the most important matters on which management focuses when it evaluates the financial condition and performance of the Company. When evaluating financial condition and performance, management looks at certain key metrics and measures. The Company's evaluation includes comparisons with peer group financial institutions and its own performance objectives established in the internal planning process.

The primary activity of the Company is commercial banking. The Company's operations are located entirely in the southern and eastern regions of the general San Francisco Bay Area of California in the counties of Santa Clara, Alameda, Contra Costa, and San Benito. The largest city in this area is San Jose and the Company's market includes the headquarters of a number of technology based companies in the region known commonly as Silicon Valley. The Company's customers are primarily closely held businesses and professionals.

On November 1, 2014, the Company acquired Bay View Funding. Based in Santa Clara, California, Bay View Fuding provides business essential working capital factoring financing to various industries throughout the United States. Bay View Funding's operations have been included in the Company's results of operations beginning November 1, 2014.

Focus Business Bank Merger Update

On April 23, 2015, the Company and Focus Business Bank ("Focus") jointly announced the execution of a definitive agreement and plan of merger and reorganization whereby Focus will merge into HBC.

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The board of directors of both companies approved the transaction, which is subject to customary conditions, including the approval of bank regulatory agencies and the shareholders of the Company and Focus. Upon completion of the transaction, the Company's Board of Directors will consist of 13 directors, eleven representatives from the Company and two representatives from Focus. Shareholders of Focus will receive a fixed exchange ratio at closing of 1.8235 shares of the Company's common stock for each share of Focus common stock.

The Company and HBC have received regulatory approvals from both the Federal Reserve Board of San Francisco and the California Department of Business Oversight for the merger of the Company and Focus. The transaction is subject to the approval of the shareholders of the Company and Focus. The Company and Focus will hold their respective special shareholder meetings on August 11, 2015, at 1:00 p.m. PDT. The transaction is expected to close in the third quarter of 2015, pending shareholder approval and the satisfaction of other customary closing conditions.

Focus is a California chartered bank with approximately $408 million in assets at June 30, 2015, with a single branch located in downtown San Jose. Giving effect to the transaction, existing shareholders of the Company are expected to own approximately 85.4% of the outstanding shares of the combined company and Focus shareholders are expected to own approximately 14.6%.The pre-tax acquisition costs incurred by the Company related to the Focus transaction totaled $542,000 during the first six months of 2015, of which $423,000 was incurred during the second quarter of 2015, and $119,000 was incurred during the first quarter of 2015.

Performance Overview

For the three months ended June 30, 2015, net income was $4.5 million, or $0.14 per average diluted common share, compared to $3.3 million, or $0.10 per average diluted common share, for the three months ended June 30, 2014. The Company's annualized return on average tangible assets was 1.09% and annualized return on average tangible equity was 10.49% for the three months ended June 30, 2015, compared to 0.91% and 7.51%, respectively, for the three months ended June 30, 2014.

For the six months ended June 30, 2015, net income was $8.6 million, or $0.27 per average diluted common share, compared to $6.4 million, or $0.20 per average diluted common share, for the six months ended June 30, 2014. The Company's annualized return on average tangible assets was 1.06% and annualized return on average tangible equity was 10.20% for the six months ended June 30, 2015, compared to 0.88% and 7.33%, respectively, for the six months ended June 30, 2014.

Bay View Funding Acquisition

On November 1, 2014, the Company acquired Bay View Funding, by purchasing all of the outstanding common stock from the stockholders of Bay View Funding for an aggregate purchase price of $22.52 million. Bay View Funding became a wholly owned subsidiary of HBC. Based in Santa Clara, California, Bay View Funding, which provides business essential working capital factoring financing to various industries throughout the United States. Bay View Funding's results of operations have been included in the Company's results beginning November 1, 2014. The following table reflects selected financial information for BVF at or for the periods indicated:

	(Dollars in thousands)	
Total factored receivables at June 30, 2015	$	42,294
Average factored receivables:		
For the three months ended June 30, 2015	$	41,079
For the six months ended June 30, 2015	$	40,992
Total full time equivalent employees at June 30, 2015		37

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The following are major factors that impacted the Company's results of operations:

The fully tax equivalent ("FTE") net interest margin increased 59 basis points to 4.66% for the second quarter of 2015, from 4.07% for the second quarter of 2014, primarily due to loan growth, higher yields on securities, revenue from the higher yielding Bay View Funding factored receivables portfolio, and a special dividend of $203,000 paid by the San Francisco Federal Home Loan Bank ("FHLB"). For the six months ended June 30, 2015, net interest margin increased 56 basis points to 4.62%, from 4.06% for the six months ended June 30, 2014, primarily due to the higher yielding Bay View Funding factored receivables portfolio, and the special dividend paid by the FHLB.

Net interest income increased 29% to $17.6 million for the second quarter of 2015, compared to $13.7 million for the second quarter of 2014, and increased 5% from $16.9 million for the first quarter of 2015. Net interest income increased 28% to $34.5 million for the six months ended June 30, 2015, compared to $27.0 million for the six months ended June 30, 2014.

There was a $22,000 provision for loan losses for the second quarter of 2015, compared to a $198,000 credit provision for loan losses for the second quarter of 2014. For the six months ended June 30, 2015, there was a $38,000 credit provision for loan losses compared to a $208,000 credit provision for loan losses for the six months ended June 30, 2014.

Noninterest income was $2.2 million for the second quarter of 2015, compared to $2.0 million for the second quarter of 2014. For the six months ended June 30, 2015 and June 30, 2014, noninterest income was $4.1 million.

Noninterest expense for the second quarter of 2015 increased to $12.6 million, from $10.8 million for the second quarter of 2014. Noninterest expense for the six months ended June 30, 2015 increased 17% to $24.9 million, compared to $21.3 million for the six months ended June 30, 2014. The increase in noninterest expense for the second quarter and six months ended June 30, 2015, was primarily due to the operating costs of Bay View Funding and costs related to the Focus transaction.

The efficiency ratio for the second quarter of 2015 improved to 63.70%, compared to 68.45% for the second quarter of 2014, primarily due to a higher net interest income. The efficiency ratio for the six months ended June 30, 2015 was 64.51%, compared to 68.57% for the six months ended June 30, 2014. The decrease in the efficiency ratio in the second quarter and six months ended June 30, 2015 compared to the same periods in 2014 was primarily due to higher net interest income and noninterest income, partially offset by higher noninterest expense.

Income tax expense for the second quarter of 2015 was $2.7 million, compared to $1.8 million for the second quarter of 2014. The effective tax rate for the second quarter of 2015 increased to 37.5%, compared to 35.6% for the second quarter of 2014. Income tax expense for the six months ended June 30, 2015 was $5.1 million, compared to $3.6 million for the six months ended June 30, 2014. The effective tax rate for the six months ended June 30, 2015 was 37.3%, compared to 35.8% for the six months ended June 30, 2014.

The following are important factors in understanding our current financial condition and liquidity position:

Cash, Federal funds sold, interest-bearing deposits in other financial institutions and securities available-for-sale increased 9% to $340.4 million at June 30, 2015, from $310.9 million at June 30, 2014, and increased 4% from $328.7 million at December 31, 2014.

Securities held-to-maturity, at amortized cost, were $100.3 million at June 30, 2015, compared to $96.0 million at June 30, 2014, and $95.4 million at December 31, 2014.

Total loans, excluding loans held-for-sale, increased 14% to $1.13 billion at June 30, 2015, from $990.3 million at June 30, 2014, and increased 4% from $1.09 billion at December 31, 2014.

Nonperforming assets were $5.3 million, or 0.31% of total assets, at June 30, 2015, compared to $8.7 million, or 0.59%, of total assets, at June 30, 2014, and $6.6 million, or 0.41% of total assets, at December 31, 2014.

Classified assets, net of SBA guarantees, decreased 52% to $11.2 million at June 30, 2015, from $23.1 million at June 30, 2014, and decreased 30% from $16.0 million at December 31, 2014.

Net recoveries totaled $181,000 for the second quarter of 2015, compared to net charge-offs of $27,000 for the second quarter 2014, and net charge-offs of $56,000 for the fourth quarter of 2014.

The allowance for loan losses at June 30, 2015 was $18.8 million, or 1.65% of total loans, representing 388.18% of nonperforming loans. The allowance for loan losses at June 30, 2014 was $18.6 million, or 1.88% of total loans, representing 228.35% of nonperforming loans. The allowance for loan losses at December 31, 2014 was $18.4 million, or 1.69% of total loans, representing 313.90% of nonperforming loans.

Deposits totaled $1.45 billion at June 30, 2015, compared to $1.27 billion at June 30, 2014, and $1.39 billion at December 31, 2014. Deposits (excluding all time deposits and CDARS deposits) increased $187.1 million, or 19%, to $1.19 billion at June 30, 2015, from $1.00 billion at June 30, 2014 and increased $62.4 million, or 6%, from $1.13 billion at December 31, 2014.

The ratio of noncore funding (which consists of time deposits of $250,000 and over, CDARS deposits, brokered deposits, securities under agreement to repurchase and short-term borrowings) to total assets was 11.96% at June 30, 2015, compared to 13.94% at June 30, 2014, and 12.54% at December 31, 2014.

The loan to deposit ratio was 78.33% at June 30, 2015, compared to 78.11% at June 30, 2014, and 78.41% at December 31, 2014.

The Company announced it will pay a quarterly cash dividend of $0.08 per share in the third quarter of 2015 to holders of common stock and Series C convertible perpetual preferred stock ("Series C Preferred Stock"), on an as converted basis.

As of January 1, 2015, along with other community banking organizations, HCC and HBC became subject to new capital requirements, and certain provisions of the new rules will be phased in from 2015 through 2019. The Federal Banking regulators approved the new rules to implement the revised capital adequacy standards of the Basel Committee on Banking Supervision, commonly called Basel III, and address relevant provisions of The Dodd Frank Wall Street Reform and Consumer Protection Act of 2010, as amended. The Company's consolidated capital ratios and the Bank's capital ratios are presented in the table below.

	At June 30, 2015				
Capital Ratios	**Heritage Commerce Corp**	**Heritage Bank of Commerce**	**Transitional Minimum Regulatory Requirement Effective January 1, 2015**	**Minimum Regulatory Requirement(1) Effective January 1, 2019**	**Well-capitalized by Regulatory Definition Under FIDICIA Effective January 1, 2015**
Total Risk-Based	13.0%	12.6%	8.0%	10.5%	10.0%
Tier 1 Risk-Based	11.8%	11.3%	6.0%	8.5%	8.0%
Common Equity Tier 1 Risk-based	10.5%	11.3%	4.5%	7.0%	6.5%
Leverage	10.6%	10.2%	4.0%	4.0%	5.0%

(1) Includes 2.5% capital conservation buffer.

Deposits

The composition and cost of the Company's deposit base are important in analyzing the Company's net interest margin and balance sheet liquidity characteristics. Except for brokered time deposits, the Company's depositors are generally located in its primary market area. Depending on loan demand and other funding requirements, the Company also obtains deposits from wholesale sources including deposit brokers. HBC is a member of the Certificate of Deposit Account Registry Service ("CDARS") program. The CDARS program allows customers with deposits in excess of FDIC insured limits to obtain coverage on time deposits through a network of banks within the CDARS program. Deposits gathered through this program are considered brokered deposits under regulatory guidelines. The Company has a policy to monitor all deposits that may be sensitive to interest rate changes to help assure that liquidity risk does not become excessive due to concentrations.

Deposits totaled $1.45 billion at June 30, 2015, compared to $1.27 billion at June 30, 2014, and $1.39 billion at December 31, 2014. Deposits (excluding all time deposits and CDARS deposits) increased $187.1 million, or 19%, to $1.19 billion at June 30, 2015, from $1.00 billion at June 30, 2014 and increased $62.4 million, or 6%, from $1.13 billion at December 31, 2014.

The Company had $26.1 million in brokered deposits at June 30, 2015, compared to $33.6 million at June 30, 2014, and $28.1 million at December 31, 2014. Deposits from title insurance companies, escrow accounts and real estate exchange facilitators was $22.1 million at June 30, 2015, compared to $20.8 million at June 30, 2014, and $41.5 million at December 31, 2014. Certificates of deposit from the State of California totaled $98.0 million at June 30, 2015, June 30, 2014 and December 31, 2014.

Liquidity

Our liquidity position refers to our ability to maintain cash flows sufficient to fund operations and to meet obligations and other commitments in a timely fashion. At June 30, 2015, we had $131.3 million in cash and cash equivalents and approximately $452.2 million in available borrowing capacity from various sources including the Federal Home Loan Bank ("FHLB"), the Federal Reserve Bank of San Francisco ("FRB"), and Federal funds facilities with several financial institutions. The Company also had $150.5 million at fair value in unpledged securities available at June 30, 2015. Our loan to deposit ratio increased to 78.33% at June 30, 2015, compared to 78.11% at June 30, 2014, and 78.41% at December 31, 2014.

Lending

Our lending business originates principally through our branch offices located in our primary markets. In addition, Bay View Funding provides factoring financing throughout the United States. Loans, excluding loans held-for-sale, increased 14% to $1.13 billion at June 30, 2015, from $990.3 million at June 30, 2014, and increased 4% from $1.09 billion at December 31, 2014. The loan portfolio remains well-diversified with commercial and industrial ("C&I") loans accounting for 42% of the loan portfolio at June 30, 2015, which included $42.3 million of factored receivables at Bay View Funding. Commercial and residential real estate loans accounted for 45% of the total loan portfolio, of which 48% were owner-occupied by businesses. Consumer and home equity loans accounted for 7% of total loans, and land and construction loans accounted for the remaining 6% of total loans at June 30, 2015. C&I line usage was 40% at June 30, 2015, compared to 42% at June 30, 2014, and December 31, 2014.

Net Interest Income

The management of interest income and expense is fundamental to the performance of the Company. Net interest income, the difference between interest income and interest expense, is the largest component of the Company's total revenue. Management closely monitors both total net interest income and the net interest margin (net interest income divided by average earning assets). Net interest income increased 29% to $17.6 million for the second quarter of 2015, compared to $13.7 million for the second quarter of 2014, as a result of growth in the loan portfolio, contribution to revenue from operations from Bay View Funding, and a special dividend of $203,000 paid by the FHLB.

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The Company through its asset and liability policies and practices seeks to maximize net interest income without exposing the Company to an excessive level of interest rate risk. Interest rate risk is managed by monitoring the pricing, maturity and repricing options of all classes of interest bearing assets and liabilities. This is discussed in more detail under *"Liquidity and Asset/Liability Management."* In addition, we believe there are measures and initiatives we can take to improve the net interest margin, including increasing loan rates, adding floors on floating rate loans, reducing nonperforming assets, managing deposit interest rates, and reducing higher cost deposits.

The net interest margin is also adversely impacted by the reversal of interest on nonaccrual loans and the reinvestment of loan payoffs into lower yielding investment securities and other short-term investments.

Management of Credit Risk

We continue to proactively identify, quantify, and manage our problem loans. Early identification of problem loans and potential future losses helps enable us to resolve credit issues with potentially less risk and ultimate losses. We maintain an allowance for loan losses in an amount that we believe is adequate to absorb probable incurred losses in the portfolio. While we strive to carefully manage and monitor credit quality and to identify loans that may be deteriorating, circumstances can change at any time for loans included in the portfolio that may result in future losses, that as of the date of the financial statements have not yet been identified as potential problem loans. Through established credit practices, we adjust the allowance for loan losses accordingly. However, because future events are uncertain, there may be loans that will deteriorate, some of which could occur in an accelerated time-frame. As a result, future additions to the allowance for loan losses may be necessary. Because the loan portfolio contains a number of commercial loans, commercial real estate, construction and land development loans with relatively large balances, deterioration in the credit quality of one or more of these loans may require a significant increase to the allowance for loan losses. Future additions to the allowance may also be required based on changes in the financial condition of borrowers. Additionally, Federal and state banking regulators, as an integral part of their supervisory function, periodically review our allowance for loan losses. These regulatory agencies may require us to recognize further loan loss provisions or charge-offs based upon their judgments, which may be different from ours. Any increase in the allowance for loan losses would have an adverse effect, which may be material, on our financial condition and results of operation.

Further discussion of the management of credit risk appears under *"Provision for Loan Losses"* and *"Allowance for Loan Losses."*

Noninterest Income

While net interest income remains the largest single component of total revenues, noninterest income is an important component. A portion of the Company's noninterest income is associated with its SBA lending activity, consisting of gains on the sale of loans sold in the secondary market and servicing income from loans sold with servicing retained. Other sources of noninterest income include loan servicing fees, service charges and fees, cash surrender value from company owned life insurance policies, and gains on the sale of securities.

Noninterest Expense

Management considers the control of operating expenses to be a critical element of the Company's performance. Noninterest expense for the second quarter of 2015 was $12.6 million, an increase of 17% from $10.8 million for the second quarter of 2014. Noninterest expense for the six months ended June 30, 2015 increased 17% to $24.9 million, compared to $21.3 million for the six months ended June 30, 2014. The increase in noninterest expense for the second quarter and six months ended June 30, 2014 was primarily due to the operating costs of Bay View Funding, and the acquisition costs related to the Focus transaction.

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Capital Management

As part of its asset and liability management process, the Company continually assesses its capital position to take into consideration growth, expected earnings, risk profile and potential corporate activities that it may choose to pursue.

On June 21, 2010, the Company issued to various institutional investors 21,004 shares of Series C convertible perpetual preferred stock ("Series C Preferred Stock"). The Series C Preferred Stock is mandatorily convertible into common stock at a conversion price of $3.75 per share upon a subsequent transfer of the Series C Preferred Stock to third parties not affiliated with the holder in a widely dispersed offering. The 21,004 shares of Series C Preferred Stock are convertible into 5,601,000 shares of common stock. The Series C Preferred Stock is non-voting except in the case of certain transactions that would affect the rights of the holders of the Series C Preferred Stock or applicable law. The holders of Series C Preferred Stock receive dividends on an as converted basis when dividends are also declared for holders of common stock. The Series C Preferred Stock is not redeemable by the Company or by the holders and has a liquidation preference of $1,000 per share. The Series C Preferred Stock ranks senior to the Company's common stock.

RESULTS OF OPERATIONS

The Company earns income from two primary sources. The first is net interest income, which is interest income generated by earning assets less interest expense on interest-bearing liabilities. The second is noninterest income, which primarily consists of gains on the sale of loans, loan servicing fees, customer service charges and fees, the increase in cash surrender value of life insurance, and gains on the sale of securities. The majority of the Company's noninterest expenses are operating costs that relate to providing a full range of banking and lending services to our customers.

Net Interest Income and Net Interest Margin

The level of net interest income depends on several factors in combination, including yields on earning assets, the cost of interest-bearing liabilities, the relative volumes of earning assets and interest-bearing liabilities, and the mix of products which comprise the Company's earning assets, deposits, and other interest-bearing liabilities. To maintain its net interest margin the Company must manage the relationship between interest earned and paid.

The following Distribution, Rate and Yield table presents the average amounts outstanding for the major categories of the Company's balance sheet, the average interest rates earned or paid thereon, and the resulting net interest margin on average interest earning assets for the periods indicated. Average balances are based on daily averages.

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Distribution, Rate and Yield

NET INTEREST INCOME AND NET INTEREST MARGIN	For the Three Months Ended June 30, 2015 Average Balance	Interest Income/ Expense	Average Yield/ Rate	For the Three Months Ended June 30, 2014 Average Balance	Interest Income/ Expense	Average Yield/ Rate
	(Dollars in thousands)					
Assets:						
Loans, gross(1)	$ 1,107,906	$ 15,643	5.66%	$ 974,673	$ 11,617	4.78%
Securities taxable	238,801	1,937	3.25%	287,841	2,047	2.85%
Securities tax exempt(2)	80,943	792	3.92%	79,845	779	3.91%
Federal funds sold and interest-bearing deposits in other financial institutions	114,901	80	0.28%	31,598	22	0.28%
Total interest earning assets(2)	1,542,551	18,452	4.80%	1,373,957	14,465	4.22%
Cash and due from banks	27,996			23,919		
Premises and equipment, net	7,342			7,212		
Intangible assets	16,063			1,367		
Other assets	70,616			62,630		
Total assets	$ 1,664,568			$ 1,469,085		
Liabilities and shareholders' equity:						
Deposits:						
Demand, noninterest-bearing	$ 550,869			$ 436,018		
Demand, interest-bearing	235,860	105	0.18%	199,010	82	0.17%
Savings and money market	382,751	198	0.21%	354,826	166	0.19%
Time deposits under $100	19,065	14	0.29%	20,610	16	0.31%
Time deposits $100 and over	199,615	161	0.32%	194,483	157	0.32%
Time deposits brokered	26,790	53	0.79%	37,766	83	0.88%
CDARS money market and time deposits	13,519	2	0.06%	14,408	2	0.06%
Total interest-bearing deposits	877,600	533	0.24%	821,103	506	0.25%
Total deposits	1,428,469	533	0.15%	1,257,121	506	0.16%
Short-term borrowings	13		0.00%	1,557	1	0.26%
Total interest-bearing liabilities	877,613	533	0.24%	822,660	507	0.26%
Total interest-bearing liabilities and demand, noninterest-bearing / cost of funds	1,428,482	533	0.15%	1,258,678	521	0.16%
Other liabilities	48,907			31,444		
Total liabilities	1,477,389			1,290,122		
Shareholders' equity	187,179			178,963		
Total liabilities and shareholders' equity	$ 1,664,568			$ 1,469,085		

Net interest income(2) / margin		17,919	4.66%		13,958	4.07%
Less tax equivalent adjustment(2)		(277)			(273)	
Net interest income	$	17,642		$	13,685	

(1) Includes loans held for sale. Yield amounts earned on loans include loan fees and costs. Nonaccrual loans are included in average balance.

(2) Reflects tax equivalent adjustment for tax exempt income based on a 35% tax rate.

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NET INTEREST INCOME AND NET INTEREST MARGIN	For the Six Months Ended June 30, 2015 Average Balance	Interest Income/ Expense	Average Yield/ Rate	For the Six Months Ended June 30, 2014 Average Balance	Interest Income/ Expense	Average Yield/ Rate
	(Dollars in thousands)					
Assets:						
Loans, gross(1)	$ 1,086,988	$ 30,647	5.69%	$ 952,628	$ 22,756	4.82%
Securities taxable	234,651	3,716	3.19%	287,946	4,217	2.95%
Securities tax exempt(2)	80,410	1,571	3.94%	79,895	1,557	3.93%
Federal funds sold and interest-bearing deposits in other financial institutions	127,441	157	0.25%	47,504	62	0.26%
Total interest earning assets(2)	1,529,490	36,091	4.76%	1,367,973	28,592	4.21%
Cash and due from banks	27,628			24,323		
Premises and equipment, net	7,397			7,224		
Intangible assets	16,153			1,425		
Other assets	69,171			63,063		
Total assets	$ 1,649,839			$ 1,464,008		
Liabilities and shareholders' equity:						
Deposits:						
Demand, noninterest-bearing	$ 540,767			$ 432,501		
Demand, interest-bearing	233,669	205	0.18%	199,207	159	0.16%
Savings and money market	382,385	383	0.20%	346,251	317	0.18%
Time deposits under $100	19,370	29	0.30%	20,887	33	0.32%
Time deposits $100 and over	200,277	312	0.31%	194,644	316	0.33%
Time deposits brokered	27,450	108	0.79%	43,384	199	0.92%
CDARS money market and time deposits	12,203	4	0.07%	16,770	3	0.04%
Total interest-bearing deposits	875,354	1,041	0.24%	821,143	1,027	0.25%
Total deposits	1,416,121	1,041	0.15%	1,253,644	1,027	0.17%
Short-term borrowings	38		0.00%	812	1	0.25%
Total interest-bearing liabilities	875,392	1,041	0.24%	821,955	1,028	
Total interest-bearing liabilities and demand, noninterest-bearing / cost of funds	1,416,159	1,041	0.15%	1,254,456	1,028	0.17%
Other liabilities	47,280			32,175		
Total liabilities	1,463,439			1,286,631		
Shareholders' equity	$ 186,400			173,377		
Total liabilities and shareholders' equity	$ 1,649,839			$ 1,460,008		
Net interest income(2) / margin		35,050	4.62%		27,564	4.06%
Less tax equivalent adjustment(2)		(550)			(545)	

Net interest income	$ 34,500	$ 27,019

(1) Includes loans held-for-sale. Yield amounts earned on loans include loan fees and costs. Nonaccrual loans are included in average balance.

(2) Reflects tax equivalent adjustment for tax exempt income based on a 35% tax rate.

Volume and Rate Variances

The Volume and Rate Variances table below sets forth the dollar difference in interest earned and paid for each major category of interest-earning assets and interest-bearing liabilities for the noted periods, and the amount of such change attributable to changes in average balances (volume) or changes in average interest rates. Volume variances are equal to the increase or decrease in the average

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balance times the prior period rate, and rate variances are equal to the increase or decrease in the average rate times the prior period average balance. Variances attributable to both rate and volume changes are equal to the change in rate times the change in average balance and are included below in the average volume column.

	Three Months Ended June 30, 2015 vs. 2014 Increase (Decrease) Due to Change In:		
	Average Volume	Average Rate	Net Change
	(Dollars in thousands)		
Income from interest earning assets:			
Loans, gross	$ 1,889	$ 2,137	$ 4,026
Securities taxable	(395)	285	(110)
Securities tax exempt(1)	12	1	13
Federal funds sold and interest-bearing deposits in other financial institutions	58		58
Total interest income from interest earnings assets(1)	1,564	2,423	3,987
Expense on interest-bearing liabilities:			
Demand, interest-bearing	16	7	23
Savings and money market	12	20	32
Time deposits under $100	(1)	(1)	(2)
Time deposits $100 and over	6	(2)	4
Time deposits brokered	(21)	(9)	(30)
CDARS money market and time deposits			
Short-term borrowings		(1)	(1)
Total interest expense on interest-bearing liabilities	12	14	26
Net interest income(1)	$ 1,552	$ 2,409	3,961
Less tax equivalent adjustment(1)			(4)
Net interest income			$ 3,957

(1) Reflects tax equivalent adjustment for tax exempt income based on a 35% tax rate.

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	Six Months Ended June 30, 2015 vs. 2014 Increase (Decrease) Due to Change In:		
	Average Volume	Average Rate	Net Change
	(Dollars in thousands)		
Income from interest earning assets:			
Loans, gross	$ 3,767	$ 4,124	$ 7,891
Securities taxable	(839)	338	(501)
Securities tax exempt(1)	10	4	14
Federal funds sold and interest-bearing deposits in other financial institutions	98	(3)	95
Total interest income from interest earnings assets(1)	3,036	4,463	7,499
Expense on interest-bearing liabilities:			
Demand, interest-bearing	27	19	46
Savings and money market	40	26	66
Time deposits under $100	(2)	(2)	(4)
Time deposits $100 and over	13	(17)	(4)
Time deposits brokered	(62)	(29)	(91)
CDARS money market and time deposits	(2)	3	1
Short-term borrowings		(1)	(1)
Total interest expense on interest-bearing liabilities	14	(1)	13
Net interest income(1)	$ 3,022	$ 4,464	7,486
Less tax equivalent adjustment(1)			(5)
Net interest income			$ 7,481

(1) Reflects tax equivalent adjustment for tax exempt income based on a 35% tax rate.

The Company's net interest margin (FTE), expressed as a percentage of average earning assets, increased 59 basis points to 4.66% for the second quarter of 2015, from 4.07% for the second quarter of 2014, primarily due to loan growth, higher yields on securities, revenue from the higher yielding Bay View Funding factored receivables portfolio, and a special dividend of $203,000 paid by the FHLB. For the six months ended June 30, 2015, net interest margin increased 56 basis points to 4.62%, from 4.06% for the six months ended June 30, 2014, primarily due to revenue from the higher yielding Bay View Funding factored receivables portfolio, and a special dividend paid by the FHLB.

Net interest income increased 29% to $17.6 million for the second quarter of 2015, compared to $13.7 million for the second quarter of 2014. Net interest income increased 28% to $34.5 million for the six months ended June 30, 2015, compared to $27.0 million the six months ended June 30, 2014. The increase in the net interest income for the second quarter and for the six months ended June 30, 2015, compared to the same periods in 2014, was primarily due to growth in the loan portfolio, contribution to revenue from operations from Bay View Funding, and a special dividend paid by the FHLB.

A majority of the Company's earning assets are variable-rate loans that re-price when the Company's prime lending rate is changed, compared to a large base of core deposits that are generally slower to re-price. This causes the Company's balance sheet to be asset-sensitive, which means that all else being equal, the Company's net interest margin will be lower during periods when short-term interest rates are falling and higher when rates are rising.

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Provision for Loan Losses

Credit risk is inherent in the business of making loans. The Company establishes an allowance for loan losses through charges to earnings, which are presented in the statements of income as the provision for loan losses. Specifically identifiable and quantifiable known losses are promptly charged off against the allowance. The provision for loan losses is determined by conducting a quarterly evaluation of the adequacy of the Company's allowance for loan losses and charging the shortfall or excess, if any, to the current quarter's expense. This has the effect of creating variability in the amount and frequency of charges to the Company's earnings. The provision for loan losses and level of allowance for each period are dependent upon many factors, including loan growth, net charge-offs, changes in the composition of the loan portfolio, delinquencies, management's assessment of the quality of the loan portfolio, the valuation of problem loans and the general economic conditions in the Company's market area.

There was a provision for loan losses of $22,000 for the second quarter of 2015, compared to a credit provision for loan losses of $198,000 for the second quarter of 2014. The credit provision for loan losses for the six months ended June 30, 2015 was $38,000, compared to a credit to the provision for loan losses $208,000 for the six months ended June 30, 2014.

The allowance for loan losses totaled $18.8 million, or 1.65% of total loans at June 30, 2015, compared to $18.6 million, or 1.88% of total loans at June 30, 2014, and $18.4 million, or 1.69% of total loans at December 31, 2014. The allowance for loan losses to total loans decreased at June 30, 2015, compared to June 30, 2014, which was primarily due to increasing loan balances with no default history, coupled with the decrease in nonperforming assets, improving the quality of the loan portfolio overall. Net recoveries totaled $181,000 for the second quarter of 2015, compared to net charge-offs of $27,000 for the second quarter of 2014, and net charge-offs of $56,000 for the fourth quarter of 2014. The allowance for loan losses to total nonperforming loans was 388.18% at June 30, 2015, compared to 228.35% at June 30, 2014, and 313.90% at December 31, 2014. Provisions for loan losses are charged to operations to bring the allowance for loan losses to a level deemed appropriate by the Company based on the factors discussed under "Allowance for Loan Losses".

Noninterest Income

The following table sets forth the various components of the Company's noninterest income for the periods indicated:

	For the Three Months Ended June 30,		Increase (decrease) 2015 versus 2014	
	2015	2014	Amount	Percent
	(Dollars in thousands)			
Service charges and fees on deposit accounts	$ 715	$ 646	$ 69	11%
Increase in cash surrender value of life insurance	396	397	(1)	0%
Servicing income	299	313	(14)	4%
Gain on sales of SBA loans	186	442	(256)	58%
Other	568	249	319	128%
Total noninterest income	$ 2,164	$ 2,047	$ 117	6%

	For the Six Months Ended June 30,		Increase (decrease) 2015 versus 2014	
	2015	2014	Amount	Percent
	(Dollars in thousands)			
Service charges and fees on deposit accounts	$ 1,338	$ 1,266	$ 72	6%
Increase in cash surrender value of life insurance	796	795	1	0%
Servicing income	605	661	(56)	8%
Gain on sales of SBA loans	393	599	(206)	34%
Gain on sales of securities		50	(50)	100%
Other	958	693	265	38%
Total noninterest income	$ 4,090	$ 4,064	$ 26	1%

Noninterest income was $2.2 million for the second quarter of 2015, compared to $2.0 million for the second quarter of 2014. For the six months ended June 30, 2015 and June 30, 2014, noninterest income was $4.1 million.

Historically, a significant percentage of the Company's noninterest income has been associated with its SBA lending activity, as gains on the sale of loans sold in the secondary market and servicing income from loans sold with servicing rights retained. For the three months ended June 30, 2015, SBA loan sales resulted in an $186,000 gain, compared to a $442,000 gain on sale of SBA loans for the three months ended June 30, 2014. For the six months ended June 30, 2015, SBA loan sales resulted in a $393,000 gain, compared to a $599,000 gain on sale of SBA loans for the six months ended June 30, 2014.

The servicing assets that result from the sales of SBA loans with servicing retained are amortized over the expected term of the loans using a method approximating the interest method. Servicing income generally declines as the respective loans are repaid.

Noninterest Expense

The following table sets forth the various components of the Company's noninterest expense for the periods indicated:

	For the Three Months Ended June 30,		Increase (decrease) 2015 versus 2014	
	2015	2014	Amount	Percent
	(Dollars in thousands)			
Salaries and employee benefits	$ 7,712	$ 6,819	$ 893	13%
Occupancy and equipment	1,045	987	58	6%
Acquisition and integration related costs	439		439	N/A
Insurance expense	291	269	22	8%
Software subscriptions	264	191	73	38%
Correspondent bank charges	259	183	76	42%
Professional fees	239	126	113	90%
FDIC deposit insurance premiums	238	220	18	8%
Data processing	236	273	(37)	14%
Advertising and promotion	216	269	(53)	20%
Foreclosed assets	(36)		(36)	N/A
Other	1,714	1,432	282	20%
Total noninterest expense	$ 12,617	$ 10,769	$ 1,848	17%

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	For the Six Months Ended June 30,		Increase (decrease) 2015 versus 2014	
	2015	2014	Amount	Percent
	(Dollars in thousands)			
Salaries and employee benefits	$ 15,754	$ 13,062	$ 2,692	21%
Occupancy and equipment	2,090	1,932	158	8%
Acquisition and integration related costs	577		577	N/A
Insurance expense	582	538	44	8%
Software subscriptions	591	438	153	35%
Correspondent bank charges	495	365	130	36%
Professional fees	333	712	(379)	53%
FDIC deposit insurance premiums	476	454	22	5%
Data processing	539	502	37	7%
Advertising and promotion	427	418	9	2%
Foreclosed assets	(206)	(19)	(187)	984%
Other	3,235	2,913	322	11%
Total noninterest expense	$ 24,893	$ 21,315	$ 3,578	17%

The following table indicates the percentage of noninterest expense in each category for the periods indicated:

Noninterest Expense by Category

	For the Three Months Ended June 30			
	2015	Percent of Total	2014	Percent of Total
	(Dollars in thousands)			
Salaries and employee benefits	$ 7,712	61%	$ 6,819	62%
Occupancy and equipment	1,045	8%	987	9%
Acquisition and integration related costs	439	3%		0%
Insurance expense	291	2%	269	3%
Software subscriptions	264	2%	191	2%
Correspondent bank charges	259	2%	183	2%
Professional fees	239	2%	126	1%
FDIC deposit insurance premiums	238	2%	220	2%
Data processing	236	2%	273	3%
Advertising and promotion	216	2%	269	3%
Foreclosed assets	(36)	0%		0%
Other	1,714	14%	1,432	13%
Total noninterest expense	$ 12,617	100%	$ 10,769	100%

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	For the Six Months Ended June 30,			
	2015	Percent of Total	2014	Percent of Total
	(Dollars in thousands)			
Salaries and employee benefits	$ 15,754	63%	$ 13,062	61%
Occupancy and equipment	2,090	9%	1,932	9%
Acquisition and integration related costs	577	2%		0%
Insurance expense	582	2%	538	3%
Software subscriptions	591	3%	438	2%
Correspondent bank charges	495	2%	365	2%
Professional fees	333	1%	712	3%
FDIC deposit insurance premiums	476	2%	454	2%
Data processing	539	2%	502	2%
Advertising and promotion	427	2%	418	2%
Foreclosed assets	(206)	1%	(19)	0%
Other	3,235	13%	2,913	14%
Total noninterest expense	$ 24,893	100%	$ 21,315	100%

Noninterest expense for the second quarter of 2015 was $12.6 million, an increase of 17% from $10.8 million for the second quarter of 2014. Noninterest expense for the six months ended June 30, 2015 increased 17% to $24.9 million, compared to $21.3 million for the six months ended June 30, 2014. The increase in noninterest expense for the second quarter and six months ended June 30, 2015, was primarily due to the operating costs of Bay View Funding and costs related to the Focus transaction. The pre-tax acquisition costs incurred by the Company related to the Focus transaction totaled $542,000 during the first six months of 2015, of which $423,000 was incurred during the second quarter of 2015, and $119,000 was incurred during the first quarter of 2015. The increase in noninterest expense for the six months ended June 30, 2015 compared to the six months ended June 30, 2014, was partially offset by decreases from the recovery of legal expenses on two problem loans that were paid off during the first quarter of 2015, and costs associated with the reorganization of administrative responsibilities in the second quarter of 2014. Full time equivalent employees were 243 (including 37 FTE at Bay View Funding) at June 30, 2015, compared to 203 at June 30, 2014.

In the normal course of business, the Company becomes a party to financial instruments with off-balance sheet risk to meet the financing needs of its customers. These financial instruments include commitments to extend credit in the form of loans, or through commercial or standby letters of credit, and financial guarantees. These instruments represent varying degrees of exposure to risk in excess of the amounts included in the accompanying condensed consolidated balance sheets. The Company calculates an off-balance sheet credit risk reserve for all unfunded commitments.

Income Tax Expense

The Company computes its provision for income taxes on a monthly basis. The effective tax rate is determined by applying the Company's statutory income tax rates to pre-tax book income as adjusted for permanent differences between pre-tax book income and actual taxable income. These permanent differences include, but are not limited to, increases in the cash surrender value of life insurance policies, interest on tax-exempt securities, certain expenses that are not allowed as tax deductions, and tax credits.

The Company's Federal and state income tax expense for the quarter and six months ended June 30, 2015 was $2.7 million and $5.1 million, respectively. The income tax expense was $1.8 million

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and $3.6 million for the same periods in 2014. The following table shows the Company's effective income tax rates for the periods indicated:

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2015	2014	2015	2014
Effective income tax rate	37.5%	35.6%	37.3%	35.8%

The difference in the effective tax rate compared to the combined Federal and state statutory tax rate of 42% is primarily the result of tax exempt securities, the Company's investment in life insurance policies whose earnings are not subject to taxes, tax credits related to investments in low income housing limited partnerships, and Enterprise Zone hiring credits.

The Company adopted the proportional amortization method of accounting for its low income housing investments in the third quarter of 2014. The Company quantified the impact of adopting the proportional amortization method compared to the equity method to its current year and prior period financial statements. The Company determined that the adoption of the proportional amortization method did not have a material impact to its financial statements. The low income housing investment losses, net of the tax benefits received, are included in income tax expense for all periods reflected on the consolidated income statements.

Some items of income and expense are recognized in different years for tax purposes than when applying generally accepted accounting principles leading to timing differences between the Company's actual tax liability, and the amount accrued for this liability based on book income. These temporary differences comprise the "deferred" portion of the Company's tax expense or benefit, which is accumulated on the Company's books as a deferred tax asset or deferred tax liability until such time as they reverse.

Realization of the Company's deferred tax assets is primarily dependent upon the Company generating sufficient future taxable income to obtain benefit from the reversal of net deductible temporary differences and utilization of tax credit carryforwards and the net operating loss carryforwards for Federal and California state income tax purposes. The amount of deferred tax assets considered realizable is subject to adjustment in future periods based on estimates of future taxable income. Under generally accepted accounting principles a valuation allowance is required to be recognized if it is "more likely than not" that the deferred tax assets will not be realized. The determination of the realizability of the deferred tax assets is highly subjective and dependent upon judgment concerning management's evaluation of both positive and negative evidence, including forecasts of future income, cumulative losses, applicable tax planning strategies, and assessments of current and future economic and business conditions.

The Company had net deferred tax assets of $18.9 million at June 30, 2015, and $18.5 million at December 31, 2014. After consideration of the matters in the preceding paragraph, the Company determined that it is more likely than not that the net deferred tax asset at June 30, 2015 and December 31, 2014 will be fully realized in future years.

Business Segment Information

The following presents the Company's operating segments. Transactions between segments consist primarily of borrowed funds. Intersegment interest expense is allocated to the Factoring segment based on the Company's prime rate and funding costs. The provision for loan loss is allocated based on the segment's allowance for loan loss determination which considers the effects of charge-offs. Noninterest income and expense directly attributable to a segment are assigned to it. Taxes are paid on a consolidated basis and allocated for segment purposes. The Factoring segment includes only factoring

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originated by Bay View Funding, which has been included in the results of operations since the acquisition on November 1, 2014.

	For the Three Months Ended June 30, 2015		
	Banking(1)	Factoring	Consolidated
	(Dollars in thousands)		
Interest income	$ 15,037	$ 3,138	$ 18,175
Intersegment interest allocations	274	(274)	
Total interest expense	533		533
Net interest income	14,778	2,864	17,642
Provision (credit) for loan losses	21	1	22
Net interest income after provision	14,757	2,863	17,620
Noninterest income	1,921	243	2,164
Noninterest expense	10,809	1,808	12,617
Intersegment expense allocations	79	(79)	
Income before income taxes	5,948	1,219	7,167
Income tax expense	2,178	512	2,690
Net income	$ 3,770	$ 707	$ 4,477
Total assets	$ 1,635,859	$ 44,347	$ 1,680,206
Loans, net of deferred fees	$ 1,091,309	$ 42,294	$ 1,133,603

	For the Six Months Ended June 30, 2015		
	Banking(1)	Factoring	Consolidated
	(Dollars in thousands)		
Interest income	$ 29,341	$ 6,200	$ 35,541
Intersegment interest allocations	542	(542)	
Total interest expense	1,041		1,041
Net interest income	28,842	5,658	34,500
Provision (credit) for loan losses	(37)	(1)	(38)
Net interest income after provision	28,879	5,659	34,538
Noninterest income	3,712	378	4,090
Noninterest expense	21,314	3,579	24,893
Intersegment expense allocations	154	(154)	
Income before income taxes	11,431	2,304	13,735
Income tax expense	4,152	968	5,120
Income before income taxes	$ 7,279	$ 1,336	$ 8,615
Total assets	$ 1,635,859	$ 44,347	$ 1,680,206
Loans, net of deferred fees	$ 1,091,309	$ 42,294	$ 1,133,603

(1) Includes the holding company's results of operations.

Banking. Our banking segment's net income totaled $3.8 million for the three months ended June 30, 2015 compared to net income of $3.3 million for the three months ended June 30, 2014. For the six months ended June 30, 2015, our banking segment's net income was $7.3 million, compared with $6.4 million for the six months ended June 30, 2014. Net interest income increased to $14.8 million for the three months ended June 30, 2015, compared to $13.7 million for the three months ended June 30, 2014. For the six months ended June 30, 2015, net interest income increased to $28.8 million, compared with $27.0 million for the six months ended June 30, 2014. The increase in net interest income for the

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three months and six months ended June 30, 2015, compared to the comparable periods in 2014, was primarily as a result of growth in the loan portfolio and increases in core deposits, partially offset by a decrease in loan yields. Noninterest expense was $10.8 million for the three months ended June 30, 2015 and June 30, 2014. For the six months ended June 30, 2015 and June 30, 2014, noninterest expense was $21.3 million. The provision for loan losses was $21,000, for the three months ended June 30, 2015 compared with a credit provision for loan losses of $198,000 for the three months ended June 30, 2014. For the six months ended June 30, 2015, the credit provision for loan losses was $37,000, compared with a credit for loan losses of $208,000, for the six months ended June 30, 2014.

Factoring. Bay View Funding's results of operations have been included in the Company's results beginning November 1, 2014. For the three months ended June 30, 2015, BVF provided net interest income of $2.9 million, noninterest income of $243,000, and $707,000 of the Company's net income. For the six months ended June 30, 2015, Bay View Funding provided net interest income of $5.7 million, noninterest income of $378,000, and $1.3 million of the Company's net income. The portfolio of factored receivables totaled $42.3 million at June 30, 2015, compared to $40.0 million at December 31, 2014.

FINANCIAL CONDITION

As of June 30, 2015, total assets increased to $1.68 billion, compared to $1.48 billion at June 30, 2014, and $1.62 billion at December 31, 2014. Securities available-for-sale (at fair value) were $209.1 million at June 30, 2015, a decrease of 20% from $261.5 million at June 30, 2014, and an increase of 1% from $206.3 million at December 31, 2014. Securities held-to-maturity (at amortized cost) were $100.3 million at June 30, 2015, compared to $96.0 million at June 30, 2014, and $95.4 million at December 31, 2014. The total loan portfolio, excluding loans held-for-sale, was $1.13 billion at June 30, 2015, an increase of 14% from $990.3 million at June 30, 2014, and an increase of 4% from $1.09 billion at December 31, 2014.

Deposits totaled $1.45 billion at June 30, 2015, compared to $1.27 billion at June 30, 2014, and $1.39 billion at December 31, 2014. Deposits (excluding all time deposits and CDARS deposits) increased $187.1 million, or 19%, to $1.19 billion at June 30, 2015, from $1.00 billion at June 30, 2014 and increased $62.4 million, or 6%, from $1.13 billion at December 31, 2014.

Securities Portfolio

The following table reflects the balances for each category of securities at the dates indicated:

	June 30, 2015	June 30, 2014	December 31, 2014
	(Dollars in thousands)		
Securities available-for-sale (at fair value):			
Agency mortgage-backed securities	$ 157,613	$ 158,996	$ 154,172
Asset-backed securities		27,313	
Corporate bonds	36,329	53,868	36,863
Trust preferred securities	15,150	21,312	15,300
Total	$ 209,092	$ 261,489	$ 206,335
Securities held-to-maturity (at amortized cost):			
Agency mortgage-backed securities	$ 16,845	$ 16,037	$ 15,480
Municipals Tax Exempt	83,476	79,935	79,882
Total	$ 100,321	$ 95,972	$ 95,362

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The following table summarizes the weighted average life and weighted average yields of securities at June 30, 2015:

	Weighted Average Life							
	After One and Within Five Years		After Five and Within Ten Years		After Ten Years		Total	
	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield
	(Dollars in thousands)							
Securities available-for-sale (at fair value):								
Agency mortgage-backed securities	$ 104,691	2.82%	$ 52,922	2.14%	$		$ 157,613	2.59%
Corporate bonds	6,707	2.78%	29,622	3.12%			36,329	3.06%
Trust preferred securities					15,150	5.95%	15,150	5.95%
Total	$ 111,398	2.81%	$ 82,544	2.49%	$ 15,150	5.95%	$ 209,092	2.91%
Securities held-to-maturity (at amortized cost):								
Agency mortgage-backed securities	$ 9,294	1.56%	$		$ 7,551	3.35%	$ 16,845	2.36%
Municipals Tax Exempt(1)	4,106	4.37%	25,587	4.08%	53,783	3.83%	83,476	3.95%
Total	$ 13,400	2.42%	$ 25,587	4.08%	$ 61,334	3.77%	$ 100,321	3.68%

(1) Reflects tax equivalent yield based on a 35% tax rate.

The securities portfolio is the second largest component of the Company's interest-earning assets, and the structure and composition of this portfolio is important to an analysis of the financial condition of the Company. The portfolio serves the following purposes: (i) it provides a source of pledged assets for securing certain deposits and borrowed funds, as may be required by law or by specific agreement with a depositor or lender; (ii) it provides liquidity to even out cash flows from the loan and deposit activities of customers; (iii) it can be used as an interest rate risk management tool, since it provides a large base of assets, the maturity and interest rate characteristics of which can be changed more readily than the loan portfolio to better match changes in the deposit base and other funding sources of the Company; and (iv) it is an alternative interest-earning use of funds when loan demand is weak or when deposits grow more rapidly than loans.

The Company's portfolio may include: (i) U.S. Treasury securities and U.S. Government sponsored entities' debt securities for liquidity and pledging; (ii) mortgage-backed securities, which in many instances can also be used for pledging, and which generally enhance the yield of the portfolio; (iii) municipal obligations, which provide tax free income and limited pledging potential; and (iv) single entity issue trust preferred securities, which generally enhance the yield on the portfolio.

The Company classifies its securities as either available-for-sale or held-to-maturity at the time of purchase. Accounting guidance requires available-for-sale securities to be marked to fair value with an offset to accumulated other comprehensive income (loss), a component of shareholders' equity. Monthly adjustments are made to reflect changes in the fair value of the Company's available-for-sale securities. The investment securities available-for-sale portfolio totaled $209.1 million at June 30, 2015, a decrease of 20% from $261.5 million at June 30, 2014, and an increase of 1% from $206.3 million at December 31, 2014. At June 30, 2015, the securities available-for-sale portfolio was comprised of $157.6 million agency mortgage-backed securities (all issued by U.S. Government sponsored entities), $36.3 million of corporate bonds, and $15.2 million of single entity issue trust preferred securities. The pre-tax unrealized gain on securities available-for-sale at June 30, 2015 was $2.4 million, compared to a pre-tax unrealized gain on securities available-for-sale of $4.5 million at June 30, 2014, and a pre-tax unrealized gain on securities available-for-sale of $4.8 million at December 31, 2014. During the second quarter of 2015, the Company purchased $20.0 million of agency mortgage-backed securities available-for-sale with an aggregate book yield of 1.89% and duration of 4.89 years.

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The investment securities held-to-maturity portfolio, at amortized cost, totaled $100.3 million at June 30, 2015, compared to $96.0 million at June 30, 2014, and $95.4 million at December 31, 2014. At June 30, 2015, the investment securities held-to-maturity portfolio was comprised of $83.5 million of tax-exempt municipal bonds, and $16.8 million of agency mortgage-backed securities. During the second quarter of 2015, the Company purchased $3.2 million of agency mortgage-backed securities held-to-maturity with an aggregate book yield of 2.60% and duration of 5.96 years, and purchased $3.6 million of tax-exempt municipal securities held-to-maturity with an aggregate book yield of 2.74% and duration of 13.10 years.

The Company has not used interest rate swaps or other derivative instruments to hedge fixed rate loans or securities.

Loans

The Company's loans represent the largest portion of invested assets, substantially greater than the securities portfolio or any other asset category, and the quality and diversification of the loan portfolio is an important consideration when reviewing the Company's financial condition.

Gross loans, excluding loans held-for-sale, represented 67% of total assets at June 30, 2015, June 30, 2014, and December 31, 2014. The ratio of loans to deposits increased to 78.33% at June 30, 2015, from 78.11% at June 30, 2014, and decreased from 78.41% at December 31, 2014.

Loan Distribution

The Loan Distribution table that follows sets forth the Company's gross loans, excluding loans held-for-sale, outstanding and the percentage distribution in each category at the dates indicated:

	June 30, 2015		June 30, 2014		December 31, 2014	
	Balance	% of Total	Balance	% of Total	Balance	% of Total
	(Dollars in thousands)					
Commercial	$ 471,651	42%	$ 415,557	42%	$ 462,403	43%
Real estate:						
Commercial and residential	508,497	45%	454,676	46%	478,335	44%
Land and construction	68,666	6%	47,758	5%	67,980	6%
Home equity	71,579	6%	56,743	6%	61,644	6%
Consumer	13,739	1%	16,112	1%	18,867	1%
Total loans	1,134,132	100%	990,846	100%	1,089,229	100%
Deferred loan (fees) costs, net	(529)		(505)		(586)	
Loans, including deferred fees and costs	1,133,603	100%	990,341	100%	1,088,643	100%
Allowance for loan losses	(18,757)		(18,592)		(18,379)	
Loans, net	$ 1,114,846		$ 971,749		$ 1,070,264	

The Company's loan portfolio is concentrated in commercial loans, primarily manufacturing, wholesale, and services, and commercial real estate, with the remaining balance in land development and construction, home equity and consumer loans. The Company does not have any concentrations by industry or group of industries in its loan portfolio, however, 57% of its gross loans were secured by real property at June 30, 2015, and June 30, 2014, and 56% at December 31, 2014. While no specific industry concentration is considered significant, the Company's bank lending operations are located in areas that are dependent on the technology and real estate industries and their supporting companies.

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The Company has established concentration limits in its loan portfolio for commercial real estate loans, commercial loans, construction loans and unsecured lending, among others. All loan types are within established limits. The Company uses underwriting guidelines to assess the borrowers' historical cash flow to determine debt service, and we further stress test the debt service under higher interest rate scenarios. Financial and performance covenants are used in commercial lending to allow the Company to react to a borrower's deteriorating financial condition should that occur.

The Company's commercial loans are made for working capital, financing the purchase of equipment or for other business purposes. Commercial loans include loans with maturities ranging from thirty days to one year and "term loans" with maturities normally ranging from one to five years. Short-term business loans are generally intended to finance current transactions and typically provide for periodic principal payments, with interest payable monthly. Term loans normally provide for floating interest rates, with monthly payments of both principal and interest.

The Company is an active participant in the SBA and U.S. Department of Agriculture guaranteed lending programs, and has been approved by the SBA as a lender under the Preferred Lender Program. The Company regularly makes such guaranteed loans (collectively referred to as "SBA loans"). The guaranteed portion of these loans is typically sold in the secondary market depending on market conditions. When the guaranteed portion of an SBA loan is sold the Company retains the servicing rights for the sold portion. During the second quarter and the six months ended June 30, 2015, loans were sold resulting in a gain on sale of SBA loans of $186,000 and $393,000, respectively.

The Company's factoring receivables are from the operations of Bay View Funding whose primary business is purchasing and collecting factored receivables. Factored receivables are receivables that have been transferred by the originating organization and typically have not been subject to previous collection efforts. These receivables are acquired from a variety of companies, including but not limited to service providers, transportation companies, manufacturers, distributors, wholesalers, apparel companies, advertisers, and temporary staffing companies. The portfolio of factored receivables totaled $42.3 million at June 30, 2015, compared to $40.0 million at December 31, 2014, and is included in the Company's commercial loan portfolio.

As of June 30, 2015, commercial and residential real estate mortgage loans of $508.5 million consist primarily of adjustable and fixed-rate loans secured by deeds of trust on commercial and residential property. The real estate mortgage loans at June 30, 2015, consist of $245.4 million, or 48%, of commercial owner occupied properties, $262.5 million, or 52%, of commercial investment properties, and $653,000, or less than 1%, in residential and other properties. Properties securing the commercial real estate mortgage loans are generally located in the Greater San Francisco Bay Area, the Company's primary market.

The Company's commercial real estate loans consist primarily of loans based on the borrower's cash flow and are secured by deeds of trust on commercial and residential property to provide a secondary source of repayment. The Company generally restricts real estate term loans to no more than 75% of the property's appraised value or the purchase price of the property during the initial underwriting of the credit, depending on the type of property and its utilization. The Company offers both fixed and floating rate loans. Maturities on real estate mortgage loans are generally between five and ten years (with amortization ranging from fifteen to twenty-five years and a balloon payment due at maturity); however, SBA and certain other real estate loans that can be sold in the secondary market may be granted for longer maturities.

The Company's land and construction loans are primarily to finance the development/construction of commercial and single family residential properties. The Company utilizes underwriting guidelines to assess the likelihood of repayment from sources such as sale of the property or availability of permanent mortgage financing prior to making the construction loan. Construction loans are provided only in our market area, and the Company has extensive controls for the disbursement process. Land

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and construction loans increased $20.9 million to $68.7 million, at June 30, 2015, from $47.8 million, at June 30, 2014, primarily as a result of strong housing demand within the Company's lending area. Land and construction loans increased $686,000 at June 30, 2015, from $68.0 million at December 31, 2014.

The Company makes home equity lines of credit available to its existing customers. Home equity lines of credit are underwritten initially with a maximum 75% loan to value ratio. Home equity lines are reviewed semi-annually, with specific emphasis on loans with a loan to value ratio greater than 70%. The Company takes measures to work with customers to reduce line commitments and minimize potential losses.

Additionally, the Company makes consumer loans for the purpose of financing automobiles, various types of consumer goods, and other personal purposes. Consumer loans generally provide for the monthly payment of principal and interest. Most of the Company's consumer loans are secured by the personal property being purchased or, in the instances of home equity loans or lines, real property.

With certain exceptions, state chartered banks are permitted to make extensions of credit to any one borrowing entity up to 15% of the bank's capital and reserves for unsecured loans and up to 25% of the bank's capital and reserves for secured loans. For HBC, these lending limits were $30.0 million and $50.0 million at June 30, 2015, respectively.

Loan Maturities

The following table presents the maturity distribution of the Company's loans (excluding loans held-for-sale) as of June 30, 2015. The table shows the distribution of such loans between those loans with predetermined (fixed) interest rates and those with variable (floating) interest rates. Floating rates generally fluctuate with changes in the prime rate as reflected in the Western Edition of The Wall Street Journal. As of June 30, 2015, approximately 59% of the Company's loan portfolio consisted of floating interest rate loans.

	Due in One Year or Less	Over One Year But Less than Five Years	Over Five Years	Total
	(Dollars in thousands)			
Commercial	$ 402,034	$ 58,975	$ 10,642	$ 471,651
Real estate:				
Commercial and residential	77,449	222,368	208,680	508,497
Land and construction	68,604	62		68,666
Home equity	66,107	1,620	3,852	71,579
Consumer	12,953	689	97	13,739
Loans	$ 627,147	$ 283,714	$ 223,271	$ 1,134,132
Loans with variable interest rates	$ 574,193	$ 80,540	$ 11,206	$ 665,939
Loans with fixed interest rates	52,954	203,174	212,065	468,193
Loans	$ 627,147	$ 283,714	$ 223,271	$ 1,134,132

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Loan Servicing

As of June 30, 2015 and 2014, $118.0 million and $136.1 million, respectively, in SBA loans were serviced by the Company for others. Activity for loan servicing rights was as follows:

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2015	2014	2015	2014
	(Dollars in thousands)			
Beginning of period balance	$ 534	$ 500	$ 565	$ 525
Additions	47	185	92	224
Amortization	(71)	(79)	(147)	(143)
End of period balance	$ 510	$ 606	$ 510	$ 606

Loan servicing rights are included in accrued interest receivable and other assets on the unaudited consolidated balance sheets and reported net of amortization. There was no valuation allowance as of June 30, 2015 and 2014, as the fair value of the assets was greater than the carrying value.

Activity for the I/O strip receivable was as follows:

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2015	2014	2015	2014
	(Dollars in thousands)			
Beginning of period balance	$ 1,492	$ 1,664	$ 1,481	$ 1,647
Unrealized holding loss	(51)	(31)	(40)	(14)
End of period balance	$ 1,441	$ 1,633	$ 1,441	$ 1,633

Credit Quality

Financial institutions generally have a certain level of exposure to credit quality risk, and could potentially receive less than a full return of principal and interest if a debtor becomes unable or unwilling to repay. Since loans are the most significant assets of the Company and generate the largest portion of its revenues, the Company's management of credit quality risk is focused primarily on loan quality. Banks have generally suffered their most severe earnings declines as a result of customers' inability to generate sufficient cash flow to service their debts and/or downturns in national and regional economies and declines in overall asset values including real estate. In addition, certain debt securities that the Company may purchase have the potential of declining in value if the obligor's financial capacity to repay deteriorates.

The Company's policies and procedures identify market segments, set goals for portfolio growth or contraction, and establish limits on industry and geographic credit concentrations. In addition, these policies establish the Company's underwriting standards and the methods of monitoring ongoing credit quality. The Company's internal credit risk controls are centered in underwriting practices, credit granting procedures, training, risk management techniques, and familiarity with loan customers as well as the relative diversity and geographic concentration of our loan portfolio.

The Company's credit risk may also be affected by external factors such as the level of interest rates, employment, general economic conditions, real estate values, and trends in particular industries or geographic markets. As an independent community bank serving a specific geographic area, the Company must contend with the unpredictable changes in the general California market and, particularly, primary local markets. The Company's asset quality has suffered in the past from the

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impact of national and regional economic recessions, consumer bankruptcies, and depressed real estate values.

Nonperforming assets are comprised of the following: loans for which the Company is no longer accruing interest; restructured loans which have been current under six months; loans 90 days or more past due and still accruing interest (although they are generally placed on nonaccrual when they become 90 days past due, unless they are both well-secured and in the process of collection); and foreclosed assets. Management's classification of a loan as "nonaccrual" is an indication that there is reasonable doubt as to the full recovery of principal or interest on the loan. At that point, the Company stops accruing interest income, and reverses any uncollected interest that had been accrued as income. The Company begins recognizing interest income only as cash interest payments are received and it has been determined the collection of all outstanding principal is not in doubt. The loans may or may not be collateralized, and collection efforts are pursued. Loans may be restructured by management when a borrower has experienced some change in financial status causing an inability to meet the original repayment terms and where the Company believes the borrower will eventually overcome those circumstances and make full restitution. Foreclosed assets consist of properties acquired by foreclosure or similar means that management is offering or will offer for sale.

The following table summarizes the Company's nonperforming assets at the dates indicated:

	June 30, 2015	June 30, 2014	December 31, 2014
	(Dollars in thousands)		
Nonaccrual loans held-for-investment	$ 4,832	$ 7,688	$ 5,855
Restructured and loans over 90 days past due and still accruing		454	
Total nonperforming loans	4,832	8,142	5,855
Foreclosed assets	421	525	696
Total nonperforming assets	$ 5,253	$ 8,667	$ 6,551
Nonperforming assets as a percentage of loans plus foreclosed assets	0.46%	0.87%	0.60%
Nonperforming assets as a percentage of total assets	0.31%	0.59%	0.41%

The following table presents nonperforming loans by class at the dates indicated:

	June 30, 2015 Nonaccrual	June 30, 2015 Restructured and Loans Over 90 Days Past Due and Still Accruing	June 30, 2015 Total	December 31, 2014 Nonaccrual	December 31, 2014 Restructured and Loans Over 90 Days Past Due and Still Accruing	December 31, 2014 Total
	(Dollars in thousands)					
Commercial	$ 845	$	$ 845	$ 2,534	$	$ 2,534
Real estate:						
Commercial and residential	3,160		3,160	1,651		1,651
Land and construction	500		500	1,320		1,320
Home equity	322		322	344		344
Consumer	5		5	6		6
Total	$ 4,832	$	$ 4,832	$ 5,855	$	$ 5,855

Nonperforming assets were $5.3 million, or 0.31% of total assets, at June 30, 2015, compared to $8.7 million, or 0.59% of total assets, at June 30, 2014, and $6.6 million, or 0.41% of total assets, at December 31, 2014. Included in total nonperforming assets were foreclosed assets of $421,000 at June 30, 2015, compared to $525,000 at June 30, 2014, and $696,000 at December 31, 2014.

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The following table provides a summary of the loan portfolio by loan type and credit quality classification at the dates indicated:

	June 30, 2015			June 30, 2014			December 31, 2014		
	Nonclassified	Classified*	Total	Nonclassified	Classified*	Total	Nonclassified	Classified*	Total
	(Dollars in thousands)								
Commercial	$ 467,522	$ 4,129	$ 471,651	$ 405,575	$ 9,982	$ 415,557	$ 455,767	$ 6,636	$ 462,403
Real estate:									
Commercial and residential	503,570	4,927	508,497	446,287	8,389	454,676	472,061	6,274	478,335
Land and construction	68,166	500	68,666	46,070	1,688	47,758	66,660	1,320	67,980
Home equity	70,702	877	71,579	53,885	2,858	56,743	60,736	908	61,644
Consumer	13,424	315	13,739	15,872	240	16,112	18,518	349	18,867
Total	$ 1,123,384	$ 10,748	$ 1,134,132	$ 967,689	$ 23,157	$ 990,846	$ 1,073,742	$ 15,487	$ 1,089,229

* Classified loans in the table above are gross of SBA guarantees.

The following provides a rollforward of troubled debt restructurings ("TDRs"):

	Six Months Ended June 30, 2015		
	Performing TDRs	Nonperforming TDRs	Total
	(Dollars in thousands)		
Balance at January 1, 2015	$ 167	$ 916	$ 1,083
Principal repayments	(9)	(847)	(856)
Balance at June 30, 2015	$ 158	$ 69	$ 227

	Six Months Ended June 30, 2014		
	Performing TDRs	Nonperforming TDRs	Total
	(Dollars in thousands)		
Balance at January 1, 2014	$ 492	$ 3,230	$ 3,722
Principal repayments/advances/upgrades	(8)	(560)	(568)
Net charge-offs	(30)		(30)
Change in TDR classification	1,180	(1,180)	
Balance at June 30, 2014	$ 1,634	$ 1,490	$ 3,124

Allowance for Loan Losses

The allowance for loan losses is an estimate of probable incurred losses in the loan portfolio. Loans are charged-off against the allowance when management believes the uncollectibility of a loan balance is confirmed. Subsequent recoveries, if any, are credited to the allowance for loan losses. Management's methodology for estimating the allowance balance consists of several key elements, which include specific allowances on individual impaired loans and the formula driven allowances on pools of loans with similar risk characteristics. 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.

Specific allowances are established for impaired loans. Management considers a loan to be impaired when it is probable that the Company will be unable to collect all amounts due according to the original contractual terms of the loan agreement, including scheduled interest payments. Loans for which the terms have been modified with a concession granted, and for which the borrower is experiencing financial difficulties, are considered troubled debt restructurings and classified as impaired.

When a loan is considered to be impaired, the amount of impairment is measured based on the fair value of the collateral less costs to sell if the loan is collateral dependent, or on the present value of expected future cash flows or values that are observable in the secondary market. If the measure of the impaired loans is less than the investment in the loan, the deficiency will be charged off against the allowance for loan losses if the amount is a confirmed loss, or, alternatively, a specific allocation within the allowance will be established. Loans that are considered impaired are specifically excluded from the formula portion of the allowance for loan losses analysis.

The estimated loss factors for pools of loans that are not impaired are based on determining the probability of default and loss given default for loans within each segment of the portfolio, adjusted for significant factors that, in management's judgment, affect collectability as of the evaluation date. The Company's historical delinquency experience and loss experience are utilized to determine the probability of default and loss given default for segments of the portfolio where the Company has experienced losses in the past. For segments of the portfolio where the Company has no significant prior loss experience, the Company uses quantifiable observable industry data to determine the probability of default and loss given default.

Loans with a well-defined weakness, which are characterized by the distinct possibility that the Company will sustain a loss if the deficiencies are not corrected, are categorized as "classified." Classified assets include all loans considered as substandard, substandard-nonaccrual, and doubtful and may result from problems specific to a borrower's business or from economic downturns that affect the borrower's ability to repay or that cause a decline in the value of the underlying collateral (particularly real estate), and foreclosed assets. The principal balance of classified assets, net of SBA guarantees, was $11.2 million at June 30, 2015, $23.1 million at June 30, 2014, and $16.0 million at December 31, 2014. Loans held-for-sale are carried at the lower of cost or estimated fair value, and are not allocated an allowance for loan losses.

It is the policy of management to maintain the allowance for loan losses at a level adequate for risks inherent in the loan portfolio. On an ongoing basis, we have engaged an outside firm to perform independent credit reviews of our loan portfolio. The FRB and the California Department of Business Oversight Division of Financial Institutions also review the allowance for loan losses as an integral part of the examination process. Based on information currently available, management believes that the allowance for loan losses is adequate. However, the loan portfolio can be adversely affected if California economic conditions and the real estate market in the Company's market area were to weaken. Also, any weakness of a prolonged nature in the technology industry would have a negative impact on the local market. The effect of such events, although uncertain at this time, could result in an increase in the level of nonperforming loans and increased loan losses, which could adversely affect the Company's future growth and profitability. No assurance of the ultimate level of credit losses can be given with any certainty.

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The following tables summarize the Company's loan loss experience, as well as provisions and charges to the allowance for loan losses and certain pertinent ratios for the periods indicated:

	Three Months Ended June 30, 2015			
	Commercial	Real Estate	Consumer	Total
	(Dollars in thousands)			
Balance, beginning of period	$ 10,856	$ 7,554	$ 144	$ 18,554
Charge-offs	(9)			(9)
Recoveries	46	114	30	190
Net recoveries	37	114	30	181
Provision (credit) for loan losses	300	(218)	(60)	22
Balance, end of period	$ 11,193	$ 7,450	$ 114	$ 18,757
RATIOS:				
Annualized net charge-offs (recoveries) to average loans(1)	0.02%	0.04%	0.01%	0.07%
Allowance for loan losses to total loans(1)	0.99%	0.65%	0.01%	1.65%
Allowance for loan losses to nonperforming loans	231.64%	154.18%	2.36%	388.18%

(1) Average loans and total loans exclude loans held-for-sale.

	Three Months Ended June 30, 2014			
	Commercial	Real Estate	Consumer	Total
	(Dollars in thousands)			
Balance, beginning of period	$ 11,846	$ 6,894	$ 77	$ 18,817
Charge-offs	(187)			(187)
Recoveries	144	16		160
Net (charge-offs) recoveries	(43)	16		(27)
Provision (credit) for loan losses	(349)	159	(8)	(198)
Balance, end of period	$ 11,454	$ 7,069	$ 69	$ 18,592
RATIOS:				
Annualized net charge-offs (recoveries) to average loans(1)	0.02%	0.01%	0.00%	0.01%
Allowance for loan losses to total loans(1)	1.16%	0.71%	0.01%	1.88%
Allowance for loan losses to nonperforming loans	140.68%	86.82%	0.85%	228.35%

(1) Average loans and total loans exclude loans held-for-sale.

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	Six Months Ended June 30, 2015			
	Commercial	Real Estate	Consumer	Total
	(Dollars in thousands)			
Balance, beginning of period	$ 11,187	$ 7,070	$ 122	$ 18,379
Charge-offs	(221)	(2)		(223)
Recoveries	482	127	30	639
Net recoveries	261	125	30	416
Provision (credit) for loan losses	(255)	255	(38)	(38)
Balance, end of period	$ 11,193	$ 7,450	$ 114	$ 18,757
RATIOS:				
Annualized net charge-offs (recoveries) to average loans(1)	0.05%	0.02%	0.01%	0.08%
Allowance for loan losses to total loans(1)	0.99%	0.65%	0.01%	1.65%
Allowance for loan losses to nonperforming loans	231.64%	154.18%	2.36%	388.18%

(1) Average loans and total loans exclude loans held-for-sale.

	Six Months Ended June 30, 2014			
	Commercial	Real Estate	Consumer	Total
	(Dollars in thousands)			
Balance, beginning of period	$ 12,533	$ 6,548	$ 83	$ 19,164
Charge-offs	(595)			(595)
Recoveries	188	43		231
Net (charge-offs) recoveries	(407)	43		(364)
Provision (credit) for loan losses	(672)	478	(14)	(208)
Balance, end of period	$ 11,454	$ 7,069	$ 69	$ 18,592
RATIOS:				
Annualized net charge-offs (recoveries) to average loans(1)	0.09%	0.01%	0.00%	0.08%
Allowance for loan losses to total loans(1)	1.16%	0.71%	0.01%	1.88%
Allowance for loan losses to nonperforming loans	140.68%	86.82%	0.85%	228.35%

(1) Average loans and total loans exclude loans held-for-sale.

The following table provides a summary of the allocation of the allowance for loan losses by class at the dates indicated. The allocation presented should not be interpreted as an indication that charges to the allowance for loan losses will be incurred in these amounts or proportions, or that the portion of the allowance allocated to each category represents the total amount available for charge-offs that may occur within these classes.

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Allocation of Allowance for Loan Losses

	June 30, 2015		June 30, 2014		December 31, 2014	
	Allowance	Percent of Loans in each category to total loans	Allowance	Percent of Loans in each category to total loans	Allowance	Percent of Loans in each category to total loans
	(Dollars in thousands)					
Commercial	$ 11,193	42%	$ 11,454	42%	$ 11,187	43%
Real estate:						
Commercial and residential	4,926	45%	4,862	46%	4,707	44%
Land and construction	1,067	6%	755	5%	1,048	6%
Home equity	1,457	6%	1,452	6%	1,315	6%
Consumer	114	1%	69	1%	122	1%
Total	$ 18,757	100%	$ 18,592	100%	$ 18,379	100%

The allowance for loan losses totaled $18.8 million, or 1.65% of total loans at June 30, 2015, compared to $18.6 million, or 1.88% of total loans at June 30, 2014, and $18.4 million, or 1.69% of total loans at December 31, 2014. The allowance for loan losses to total loans decreased at June 30, 2015, compared to June 30, 2014 and December 31, 2014, primarily due to increasing loan balances with no default histories, coupled with the decrease in nonperforming assets, improving the quality of the loan portfolio overall. Loan charge-offs reflect the realization of losses in the portfolio that were partially recognized previously through the provision for loan losses. The Company had net recoveries of $181,000, or (0.01%) of average loans, for the second quarter of 2015, compared to net charge-offs of $27,000, or 0.01% of average loans, for the second quarter of 2014, and net charge-offs of $56,000, or 0.02% of average loans, for the fourth quarter of 2014.

The allowance for loan losses related to the commercial portfolio increased $6,000 at June 30, 2015 from December 31, 2014, as a result of a credit to the allowance for loan losses of $255,000, partially offset by net recoveries of $261,000. The allowance for loan losses related to the real estate portfolio increased $380,000 at June 30, 2015 from December 31, 2014, as a result of a provision for loan losses of $255,000 and net recoveries of $125,000. The increase in the allowance for loan losses was primarily due to an increase in the balance of real estate loans outstanding.

Goodwill and Other Intangible Assets

On November 1, 2014, estimated goodwill of $13.04 million resulted from the acquisition Bay View Funding, which represents the excess of the purchase price over the fair value of acquired tangible assets and liabilities and identifiable intangible assets. The fair values of assets acquired and liabilities assumed are subject to adjustment during the first twelve months after the acquisition date if additional information becomes available to indicate a more accurate or appropriate value for an asset or liability. Estimated goodwill was $13.06 million at June 30, 2015.

Other intangible assets were $2.9 million at June 30, 2015, compared to $3.3 million at December 31, 2014. Core deposit and customer relationship intangible assets arising from the acquisition of Diablo Valley Bank in June 2007 were $845,000 at June 30, 2015 and $1.1 million at December 31, 2014, net of accumulated amortization. A below market lease, customer relationship and brokered relationship, and a non-compete agreement intangible assets arising from the acquisition of Bay View Funding in November 2014 were $2.1 million at June 30, 2015 and $2.2 million at December 31, 2014, net of accumulated amortization.

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Deposits

The composition and cost of the Company's deposit base are important components in analyzing the Company's net interest margin and balance sheet liquidity characteristics, both of which are discussed in greater detail in other sections herein. The Company's liquidity is impacted by the volatility of deposits from the propensity of that money to leave the institution for rate-related or other reasons. Deposits can be adversely affected if economic conditions in California, and the Company's market area in particular, weaken. Potentially, the most volatile deposits in a financial institution are jumbo certificates of deposit, meaning time deposits with balances that equal or exceed $250,000, as customers with balances of that magnitude are typically more rate-sensitive than customers with smaller balances.

The following table summarizes the distribution of deposits and the percentage of distribution in each category of deposits for the periods indicated:

	June 30, 2015		June 30, 2014		December 31, 2014	
	Balance	% to Total	Balance	% to Total	Balance	% to Total
			(Dollars in thousands)			
Demand, noninterest-bearing	$ 574,210	40%	$ 456,235	36%	$ 517,662	37%
Demand, interest-bearing	235,922	16%	193,041	15%	225,821	16%
Savings and money market	380,398	26%	354,175	28%	384,644	28%
Time deposits under $250	55,571	4%	57,987	5%	57,443	4%
Time deposits $250 and over	160,106	11%	158,011	12%	163,452	12%
Time deposits brokered	26,139	2%	33,614	3%	28,116	2%
CDARS money market and time deposits	14,791	1%	14,785	1%	11,248	1%
Total deposits	$ 1,447,137	100%	$ 1,267,848	100%	$ 1,388,386	100%

The Company obtains deposits from a cross-section of the communities it serves. The Company's business is not generally seasonal in nature. Public funds were 7% of deposits at June 30, 2015, and 8% at June 30, 2014, and 7% at December 31, 2014.

Total deposits increased $179.3 million to $1.45 billion at June 30, 2015, compared to $1.27 billion at June 30, 2014, and increased $58.8 million from $1.39 billion at December 31, 2014. Noninterest-bearing demand deposits increased $118.0 million at June 30, 2015 from June 30, 2014, and increased $56.5 million from December 31, 2014. Interest-bearing demand deposits increased $42.9 million at June 30, 2015 from June 30, 2014, and increased $10.1 million from December 31, 2014. Brokered deposits decreased $7.5 million at June 30, 2015 from June 30, 2014, and decreased $2.0 million from December 31, 2014. Deposits (excluding all time deposits and CDARS deposits) increased $187.1 million, or 19%, to $1.19 billion at June 30, 2015, from $1.00 billion at June 30, 2014 and increased $62.4 million, or 6%, from $1.13 billion at December 31, 2014.

At June 30, 2015, the Company had $109.2 million (at fair value) of securities pledged for $98.0 million in certificates of deposits from the State of California. At June 30, 2014, the Company had $108.1 million (at fair value) of securities pledged for $98.0 million in certificates of deposits from the State of California. At December 31, 2014, the Company had $109.8 million (at fair value) of securities pledged for $98.0 million in certificates of deposits from the State of California.

CDARS deposits were comprised of $9.0 million of money market accounts and $5.8 million of time deposits at June 30, 2015. CDARS deposits were comprised of $6.9 million of money market accounts and $7.9 million of time deposits at June 30, 2014. CDARS deposits were comprised of $4.0 million of money market accounts and $7.2 million of time deposits at December 31, 2014.

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The following table indicates the contractual maturity schedule of the Company's time deposits of $250,000 and over, and all CDARS time deposits and brokered deposits as of June 30, 2015:

	Balance	% of Total
	(Dollars in thousands)	
Three months or less	$ 100,418	52%
Over three months through six months	55,348	28%
Over six months through twelve months	28,334	15%
Over twelve months	9,739	5%
Total	$ 193,839	100%

The Company focuses primarily on providing and servicing business deposit accounts that are frequently over $250,000 in average balance per account. As a result, certain types of business clients that the Company serves typically carry average deposits in excess of $250,000. The account activity for some account types and client types necessitates appropriate liquidity management practices by the Company to help ensure its ability to fund deposit withdrawals.

Return on Equity and Assets

The following table indicates the ratios for return on average assets and average equity, and average equity to average assets for the periods indicated:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	2015	2014
Annualized return on average assets	1.08%	0.91%	1.05%	0.88%
Annualized return on average tangible assets	1.09%	0.91%	1.06%	0.88%
Annualized return on average equity	9.59%	7.45%	9.32%	7.28%
Annualized return on average tangible equity	10.49%	7.51%	10.20%	7.33%
Dividend payout ratio(1)	57.54%	38.51%	59.72%	39.97%
Average equity to average assets ratio	11.24%	12.18%	11.30%	12.12%

(1) Percentage is calculated based on dividends paid on common stock and Series C Preferred Stock (on an as converted basis) divided by net income.

Off-Balance Sheet Arrangements

In the normal course of business, the Company makes commitments to extend credit to its customers as long as there are no violations of any conditions established in the contractual arrangements. These commitments are obligations that represent a potential credit risk to the Company, but are not reflected on the Company's consolidated balance sheets. Total unused commitments to extend credit were $464.8 million June 30, 2015, compared to $396.0 million at June 30, 2014, and $439.3 million at December 31, 2014. Unused commitments represented 41% at June 30, 2015, and 40% of outstanding gross loans at June 30, 2014, and December 31, 2014.

The effect on the Company's revenues, expenses, cash flows and liquidity from the unused portion of the commitments to provide credit cannot be reasonably predicted because there is no certainty that

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lines of credit and letters of credit will ever be fully utilized. The following table presents the Company's commitments to extend credit for the periods indicated:

	June 30, 2015		June 30, 2014		December 31, 2014	
	Fixed Rate	Variable Rate	Fixed Rate	Variable Rate	Fixed Rate	Variable Rate
	(Dollars in thousands)					
Unused lines of credit and commitments to make loans	$ 13,607	$ 434,124	$ 8,104	$ 376,558	$ 8,164	$ 415,146
Standby letters of credit	3,235	13,851		11,370	3,235	12,783
	$ 16,842	$ 447,975	$ 8,104	$ 387,928	$ 11,399	$ 427,929

Liquidity and Asset/Liability Management

Liquidity refers to the Company's ability to maintain cash flows sufficient to fund operations and to meet obligations and other commitments in a timely and cost effective fashion. At various times the Company requires funds to meet short-term cash requirements brought about by loan growth or deposit outflows, the purchase of assets, or liability repayments. An integral part of the Company's ability to manage its liquidity position appropriately is the Company's large base of core deposits, which are generated by offering traditional banking services in its service area and which have historically been a stable source of funds. To manage liquidity needs properly, cash inflows must be timed to coincide with anticipated outflows or sufficient liquidity resources must be available to meet varying demands. The Company manages liquidity to be able to meet unexpected sudden changes in levels of its assets or deposit liabilities without maintaining excessive amounts of balance sheet liquidity. Excess balance sheet liquidity can negatively impact the Company's interest margin. In order to meet short-term liquidity needs the Company utilizes overnight Federal funds purchase arrangements and other borrowing arrangements with correspondent banks, solicits brokered deposits if cost effective deposits are not available from local sources and maintains collateralized lines of credit with the FHLB and FRB. In addition, the Company can raise cash for temporary needs by selling securities under agreements to repurchase and selling securities available-for-sale.

One of the measures we analyze for liquidity is our loan to deposit ratio. Our loan to deposit ratio was 78.33% at June 30, 2015, compared to 78.11% at June 30, 2014, and 78.41% at December 31, 2014.

FHLB and FRB Borrowings and Available Lines of Credit

The Company has off-balance sheet liquidity in the form of Federal funds purchase arrangements with correspondent banks, including the FHLB and FRB. The Company can borrow from the FHLB on a short-term (typically overnight) or long-term (over one year) basis. The Company had no overnight borrowings from the FHLB at June 30, 2015, June 30, 2014 and December 31, 2014. The Company had $252.5 million of loans pledged to the FHLB as collateral on an available line of credit of $147.8 million at June 30, 2015.

The Company can also borrow from the FRB's discount window. The Company had $368.8 million of loans pledged to the FRB as collateral on an available line of credit of $249.4 million at June 30, 2015, none of which was outstanding.

At June 30, 2015, the Company had Federal funds purchase arrangements available of $55.0 million. There were no Federal funds purchased outstanding at June 30, 2015, June 30, 2014, and December 31, 2014.

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The Company may also utilize securities sold under repurchase agreements to manage our liquidity position. There were no securities sold under agreements to repurchase at June 30, 2015, June 30, 2014, and December 31, 2014.

The following table summarizes the Company's borrowings under its Federal funds purchased, security repurchase arrangements and lines of credit for the periods indicated:

	June 30, 2015	June 30, 2014	December 31, 2014
	(Dollars in thousands)		
Average balance year-to-date	$	$ 773	$ 3,953
Average interest rate year-to-date	N/A	0.12%	3.06%
Maximum month-end balance during the quarter	$	$ 5,000	$ 29,796
Average rate at period-end	N/A	N/A	N/A

Capital Resources

The Company uses a variety of measures to evaluate capital adequacy. Management reviews various capital measurements on a regular basis and takes appropriate action to ensure that such measurements are within established internal and external guidelines. The external guidelines, which are issued by the Federal Reserve Board and the FDIC, establish a risk-adjusted ratio relating capital to different categories of assets and off-balance sheet exposures.

Prompt Corrective Action Provisions

Federal law requires each banking agency to take "prompt corrective action" with respect to a depository institution if that institution does not meet certain capital adequacy standards, including requiring the prompt submission of an acceptable capital restoration plan. Supervisory actions by the appropriate federal banking regulator under the prompt corrective action rules generally depend upon an institution's classification within five capital categories as defined in the regulations. The relevant capital measures are the capital ratio, the Tier 1 capital ratio, and the leverage ratio.

The federal banking agencies have also adopted non-capital safety and soundness standards to assist examiners in identifying and addressing potential safety and soundness concerns before capital becomes impaired. These include: operational and managerial standards relating to: (i) internal controls, information systems and internal audit systems; (ii) loan documentation; (iii) credit underwriting; (iv) asset quality and growth; (v) earnings; (vi) risk management; and (vii) compensation and benefits.

Prior to the implementation of the Basel III capital requirements on January 1, 2015, a depository institution's category of compliance under the prompt corrective action regulations depended upon how its capital levels compared with various relevant capital measures and the other factors established by the regulations. A bank was:

- "well capitalized" if the institution had a total risk-based capital ratio of 10.0% or greater, a Tier 1 risk-based capital ratio of 6.0% or greater, and a leverage ratio of 5.0% or greater, and is not subject to any order or written directive by any such regulatory authority to meet and maintain a specific capital level for any capital measure;

- "adequately capitalized" if the institution had a total risk-based capital ratio of 8.0% or greater, a Tier 1 risk-based capital ratio of 4.0% or greater, and a leverage ratio of 4.0% or greater (or 3.0% if the institution received the highest rating from its primary regulator) and was not "well capitalized";

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"undercapitalized" if the institution had a total risk-based capital ratio that is less than 8.0%, a Tier 1 risk-based capital ratio of less than 4.0%, or a leverage ratio of less than 4.0% (or 3.0% if the institution received the highest rating from its primary regulator);

"significantly undercapitalized" if the institution had a total risk-based capital ratio of less than 6.0%, a Tier 1 risk-based capital ratio of less than 3.0%, or a leverage ratio of less than 3.0%; and

"critically undercapitalized" if the institution's tangible equity is equal to or less than 2.0% of average quarterly tangible assets.

The appropriate federal banking agency may, under certain circumstances, reclassify a well-capitalized insured depository institution as adequately capitalized. An institution may be reclassified if the appropriate federal banking agency determines (after notice and opportunity for a hearing) that the institution is in an unsafe or unsound condition or deems the institution to be engaging in an unsafe or unsound practice. The appropriate agency is also permitted to require an adequately capitalized or undercapitalized institution to comply with the supervisory provisions as if the institution were in the next lower category (but not treat a significantly undercapitalized institution as critically undercapitalized) based on supervisory information other than the capital levels of the institution.

At each successively lower capital category, an insured bank is subject to increased restrictions on its operations. For example, a bank is generally prohibited from paying management fees to any controlling persons or from making capital distributions if to do so would make the bank "undercapitalized." Asset growth and branching restrictions apply to undercapitalized banks, which are required to submit written capital restoration plans meeting specified requirements (including a guarantee by the parent holding company, if any). "Significantly undercapitalized" banks are subject to broad regulatory authority, including among other things, capital directives, forced mergers, restrictions on the rates of interest they may pay on deposits, restrictions on asset growth and activities, and prohibitions on paying bonuses or increasing compensation to senior executive officers without FDIC approval. Even more severe restrictions apply to "critically undercapitalized" banks. Most importantly, except under limited circumstances, not later than 90 days after an insured bank becomes critically undercapitalized the appropriate federal banking agency is required to appoint a conservator or receiver for the bank.

Basel III Capital Requirements

In July 2013, the Federal banking regulators approved final rules to implement the revised capital adequacy standards of the Basel Committee on Banking Supervision, commonly called Basel III, and to address relevant provisions of The Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, as amended ("Dodd-Frank"). The final rules strengthen the definition of regulatory capital, increases risk-based capital requirements, makes selected changes to the calculation of risk-weighted assets, and adjusts the prompt corrective action thresholds. Community banking organizations, such as HCC and HBC, became subject to the new rules on January 1, 2015.

The Basel III capital rules revised the current prompt corrective action requirements by (i) introducing a common equity Tier 1 capital ratio requirement at each level (other than critically undercapitalized), with the required common equity Tier 1 capital ratio being 6.5% for well-capitalized status; (ii) increasing the minimum Tier 1 capital ratio requirement for each category (other than critically undercapitalized), with the minimum Tier 1 capital ratio for well- capitalized status being 8.0% (as compared to the current 6.0%); and (iii) eliminating the current provision that provides that a bank with a composite supervisory rating of 1 may have a 3.0% leverage ratio and still be adequately capitalized. The Basel III capital rules do not change the total risk-based capital requirement for any prompt corrective action category.

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There are three categories of capital under the Basel III prompt corrective action guidelines: common equity Tier 1, Tier 1 and Tier 2 Capital. Our common equity Tier 1 Capital currently consists of total shareholders' equity (excluding accumulated other comprehensive income or loss), less Series C Preferred Stock, intangible assets and disallowed deferred tax assets. Our Tier 1 Capital currently consists of total shareholders' equity (excluding accumulated other comprehensive income or loss), less intangible assets and disallowed deferred tax assets. Our Tier 2 Capital includes the allowances for loan losses and off-balance sheet credit losses.

The following table summarizes risk-based capital, risk-weighted assets, and risk-based capital ratios of the consolidated Company under the Basel III requirements as of June 30, 2015, and under the Basel I requirements as of June 30, 2014 and December 31, 2014:

	Under Basel III	Under Basel I	
	June 30, 2015	June 30, 2014	December 31, 2014
	(Dollars in thousands)		
Capital components:			
Common equity Tier 1 capital	$ 155,985	N/A	N/A
Additional Tier 1 capital	18,939	N/A	N/A
Tier 1 capital	174,924	$ 176,058	$ 169,278
Tier 2 capital	18,606	15,893	16,790
Total risk-based capital	$ 193,530	$ 191,951	$ 186,068
Risk-weighted assets	$ 1,487,771	$ 1,268,215	$ 1,341,094
Average assets for capital purposes	$ 1,644,000	$ 1,461,252	$ 1,598,724
Capital ratios:			
Total risk-based capital	13.0%	15.1%	13.9%
Tier 1 risk-based capital	11.8%	13.9%	12.6%
Common equity Tier 1 risk-based capital	10.5%	N/A	N/A
Leverage(1)	10.6%	12.0%	10.6%

(1) Tier 1 capital divided by quarterly average assets (excluding intangible assets and disallowed deferred tax assets).

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The following table summarizes risk based capital, risk weighted assets, and risk based capital ratios of HBC under the Basel III requirements as of June 30, 2015, and under the Basel I requirements as of June 30, 2014 and December 31, 2014:

	Under Basel III June 30, 2015	Under Basel I June 30, 2014	December 31, 2014
	(Dollars in thousands)		
Capital components:			
Common equity Tier 1 capital	$ 168,206	N/A	N/A
Additional Tier 1 capital		N/A	N/A
Tier 1 capital	168,206	$ 163,447	$ 158,976
Tier 2 capital	18,587	15,932	16,789
Total risk-based capital	$ 186,793	$ 179,379	$ 175,765
Risk-weighted assets	$ 1,486,140	$ 1,271,329	$ 1,340,949
Average assets for capital purposes	$ 1,642,366	$ 1,464,302	$ 1,599,173
Capital ratios:			
Total risk-based capital	12.6%	14.1%	13.1%
Tier 1 risk-based capital	11.3%	12.9%	11.9%
Common equity Tier 1 risk-based capital	11.3%	N/A	N/A
Leverage(1)	10.2%	11.2%	9.9%

(1) Tier 1 capital divided by quarterly average assets (excluding intangible assets and disallowed deferred tax assets).

The following table presents the applicable well-capitalized regulatory guidelines and the standards for minimum capital adequacy requirements under the Basel III as of June 30, 2015, and under Basel I as of June 30, 2014 and December 31, 2014:

	Under Basel III			Under Basel I	
	Transitional Minimum Regulatory Requirement Effective January 1, 2015	Minimum Regulatory Requirement(1) Effective January 1, 2019	Well-capitalized by Regulatory Definition Under FIDICIA Effective January 1, 2015	Minimum Regulatory Requirements	Well-Capitalized Regulatory Requirements
Capital ratios:					
Total risk-based capital	8.00%	10.50%	10.00%	8.00%	10.00%
Tier 1 risk-based capital	6.00%	8.50%	8.00%	4.00%	6.00%
Common equity Tier 1 risk-based capital	4.50%	7.00%	6.50%	N/A	N/A
Leverage	4.00%	4.00%	5.00%	4.00%	5.00%

(1) Includes 2.5% capital conservation buffer.

At June 30, 2015, the Company's and HBC's capital ratios exceed the highest regulatory capital requirement of "well-capitalized" under Basel III prompt corrective action provisions. Quantitative measures established by regulation to help ensure capital adequacy require the

Company and HBC to maintain minimum amounts and ratios of total risk-based capital, Tier 1 capital, and common equity

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Tier 1 (as defined in the regulations) to risk-weighted assets (as defined), and of Tier 1 capital to average assets (as defined). Management believes that, as of June 30, 2015, June 30, 2014, and December 31, 2014, the Company and HBC met all capital adequacy guidelines to which they were subject. There are no conditions or events since June 30, 2015, that management believes have changed the categorization of the Company or HBC as well-capitalized.

At June 30, 2015, the Company had total shareholders' equity of $187.0 million, including $19.5 million in preferred stock, $134.3 million in common stock, $36.5 million in retained earnings, and ($3.3) million of accumulated other comprehensive loss.

The accumulated other comprehensive loss was ($3.3) million at June 30, 2015, compared to accumulated other comprehensive loss of ($92,000) at June 30, 2014, and an accumulated other comprehensive loss of ($1.9) million at December 31, 2014. The unrealized gain on securities available-for-sale included in accumulated other comprehensive loss was an unrealized gain of $1.4 million, net of taxes, at June 30, 2015, compared to an unrealized gain of $2.6 million, net of taxes, at June 30, 2014, and an unrealized gain of $2.8 million, net of taxes, at December 31, 2014. The components of accumulated other comprehensive loss, net of taxes, at June 30, 2015 include the following: an unrealized gain on available-for-sale securities of $1.4 million; the remaining unamortized unrealized gain on securities available-for-sale transferred to held-to-maturity of $418,000; a split dollar insurance contracts liability of ($2.1) million; a supplemental executive retirement plan liability of ($3.8) million; and an unrealized gain on interest-only strip from SBA loans of $836,000.

Under the new Basel III regulations the Company elected to exercise its one-time opt-out to exclude accumulated other comprehensive income from regulatory capital with the filing of its regulatory reports for first quarter of 2015.

Series C Preferred Stock

On June 21, 2010, the Company issued to various institutional investors 21,004 shares of newly issued Series C Preferred Stock. The Series C Preferred Stock is mandatorily convertible into 5,601,000 shares of common stock at a conversion price of $3.75 per share upon a subsequent transfer of the Series C Preferred stock to third parties not affiliates with the holder in a widely dispersed offering. The Series C Preferred Stock is non-voting except in the case of certain transactions that would affect the rights of the holders of the Series C Preferred Stock or applicable law. The holders of Series C Preferred Stock receive dividends on an as converted basis when dividends are also declared for holders of common stock. The Series C Preferred Stock is not redeemable by the Company or by the holders and has a liquidation preference of $1,000 per share. The Series C Preferred Stock ranks senior to the Company's common stock.

Market Risk

Market risk is the risk of loss of future earnings, fair values, or future cash flows that may result from changes in the price of a financial instrument. The value of a financial instrument may change as a result of changes in interest rates, foreign currency exchange rates, commodity prices, equity prices and other market changes that affect market risk sensitive instruments. Market risk is attributed to all market risk sensitive financial instruments, including securities, loans, deposits and borrowings, as well as the Company's role as a financial intermediary in customer-related transactions. The objective of market risk management is to avoid excessive exposure of the Company's earnings and equity to loss and to reduce the volatility inherent in certain financial instruments.

Interest Rate Management

Market risk arises from changes in interest rates, exchange rates, commodity prices and equity prices. The Company's market risk exposure is primarily that of interest rate risk, and it has established

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policies and procedures to monitor and limit earnings and balance sheet exposure to changes in interest rates. The Company does not engage in the trading of financial instruments, nor does the Company have exposure to currency exchange rates.

The principal objective of interest rate risk management (often referred to as "asset/liability management") is to manage the financial components of the Company in a manner that will optimize the risk/reward equation for earnings and capital in relation to changing interest rates. The Company's exposure to market risk is reviewed on a regular basis by the Asset/Liability Committee. Interest rate risk is the potential of economic losses due to future interest rate changes. These economic losses can be reflected as a loss of future net interest income and/or a loss of current fair market values. The objective is to measure the effect on net interest income and to adjust the balance sheet to minimize the inherent risk while at the same time maximizing income. Management realizes certain risks are inherent, and that the goal is to identify and manage the risks. Management uses two methodologies to manage interest rate risk: (i) a standard GAP analysis; and (ii) an interest rate shock simulation model.

The planning of asset and liability maturities is an integral part of the management of an institution's net interest margin. To the extent maturities of assets and liabilities do not match in a changing interest rate environment, the net interest margin may change over time. Even with perfectly matched repricing of assets and liabilities, risks remain in the form of prepayment of loans or securities or in the form of delays in the adjustment of rates of interest applying to either earning assets with floating rates or to interest bearing liabilities. The Company has generally been able to control its exposure to changing interest rates by maintaining primarily floating interest rate loans and a majority of its time certificates with relatively short maturities.

Interest rate changes do not affect all categories of assets and liabilities equally or at the same time. Varying interest rate environments can create unexpected changes in prepayment levels of assets and liabilities, which may have a significant effect on the net interest margin and are not reflected in the interest sensitivity analysis table. Because of these factors, an interest sensitivity GAP report may not provide a complete assessment of the exposure to changes in interest rates.

The Company uses modeling software for asset/liability management in order to simulate the effects of potential interest rate changes on the Company's net interest margin, and to calculate the estimated fair values of the Company's financial instruments under different interest rate scenarios. The program imports current balances, interest rates, maturity dates and repricing information for individual financial instruments, and incorporates assumptions on the characteristics of embedded options along with pricing and duration for new volumes to project the effects of a given interest rate change on the Company's interest income and interest expense. Rate scenarios consisting of key rate and yield curve projections are run against the Company's investment, loan, deposit and borrowed funds portfolios. These rate projections can be shocked (an immediate and parallel change in all base rates, up or down) and ramped (an incremental increase or decrease in rates over a specified time period), based on current trends and econometric models or stable economic conditions (unchanged from current actual levels).

The following table sets forth the estimated changes in the Company's annual net interest income that would result from the designated instantaneous parallel shift in interest rates noted, as of June 30, 2015. Computations of prospective effects of hypothetical interest rate changes are based on numerous assumptions including relative levels of market interest rates, loan prepayments and deposit decay, and should not be relied upon as indicative of actual results.

	Increase/(Decrease) in Estimated Net Interest Income	
	Amount	Percent
	(Dollars in thousands)	
Change in Interest Rates (basis points)		
+400	$ 17,688	30.3%
+300	$ 13,422	23.0%
+200	$ 9,062	15.5%
+100	$ 4,586	7.8%
0	$	0.0%
100	$ (6,272)	10.7%
200	$ (13,086)	22.4%

This data does not reflect any actions that we may undertake in response to changes in interest rates such as changes in rates paid on certain deposit accounts based on local competitive factors, which could reduce the actual impact on net interest income.

As with any method of gauging interest rate risk, there are certain shortcomings inherent to the methodology noted above. The model assumes interest rate changes are instantaneous parallel shifts in the yield curve. In reality, rate changes are rarely instantaneous. The use of the simplifying assumption that short-term and long-term rates change by the same degree may also misstate historic rate patterns, which rarely show parallel yield curve shifts. Further, the model assumes that certain assets and liabilities of similar maturity or period to repricing will react in the same way to changes in rates. In reality, certain types of financial instruments may react in advance of changes in market rates, while the reaction of other types of financial instruments may lag behind the change in general market rates. Additionally, the methodology noted above does not reflect the full impact of annual and lifetime restrictions on changes in rates for certain assets, such as adjustable rate loans. When interest rates change, actual loan prepayments and actual early withdrawals from certificates may deviate significantly from the assumptions used in the model. Finally, this methodology does not measure or reflect the impact that higher rates may have on adjustable-rate loan clients' ability to service their debt. All of these factors are considered in monitoring the Company's exposure to interest rate risk.

ITEM 3 QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The information concerning quantitative and qualitative disclosure or market risk called for by Item 305 of Regulation S-K is included as part of Item 2 above.

ITEM 4 CONTROLS AND PROCEDURES

Disclosure Control and Procedures

The Company has carried out an evaluation, under the supervision and with the participation of the Company's management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures as of June 30, 2015. As defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), disclosure controls and procedures are controls and procedures designed to reasonably assure that information required to be disclosed in our reports filed or submitted under the Exchange Act are recorded, processed, summarized and reported on a timely basis. Disclosure controls are also designed to reasonably assure that such information is accumulated and communicated to our management, including the Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. Based upon their evaluation, our Chief Executive Officer and Chief Financial Officer concluded the Company's disclosure controls were effective as of June 30, 2015, the period covered by this report on Form 10-Q.

During the three and six months ended June 30, 2015, there were no changes in our internal controls over financial reporting that materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

Part II OTHER INFORMATION

ITEM 1 LEGAL PROCEEDINGS

The Company is involved in certain legal actions arising from normal business activities. Management, based upon the advice of legal counsel, believes the ultimate resolution of all pending legal actions will not have a material effect on the financial statements of the Company.

ITEM 1A RISK FACTORS

In addition to the other information set forth in this Report, you should carefully consider the other factors discussed in Part I, "Item 1A. Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2014, which could materially affect our business, financial condition and/or operating results. Except as set forth below, there were no material changes from risk factors previously disclosed in our 2014 Annual Report on Form 10-K. The risk factors identified below are in addition to those contained in any other cautionary statements, written or oral, which may be made or otherwise addressed in connection with a forward-looking statement or contained in any of our subsequent filings with the Securities and Exchange Commission.

Risks Related to the Announced Merger with Focus Bank

Failure to consummate the Merger, or a delay in consummating the Merger, could negatively impact the market price of the Company common stock and could have a material adverse effect on our business, financial condition and results of operations.

On April 23, 2015, the Company, HBC and Focus entered into an Agreement and Plan of Merger and Reorganization (the "Merger Agreement") providing for the merger of Focus with and into HBC, with HBC as the surviving entity (the "Merger").

Consummation of the Merger is subject to various customary conditions, including (i) approval by the Company's shareholders and Focus' shareholders, (ii) receipt of certain required regulatory approvals without materially burdensome regulatory conditions, (iii) the absence of any governmental order or law prohibiting the consummation of the Merger, and (iv) effectiveness of the registration statement for the Company common stock to be issued as consideration in the Merger.

We have incurred substantial expenses in connection with the negotiation and preparations for completion of the transactions contemplated by the Merger Agreement. If the Merger is not completed, we will have incurred these expenses without realizing the expected benefits of the Merger. If the Merger is not consummated for any reason, our ongoing business, financial condition and results of operations may be materially adversely affected and the market price of the Company common stock may decline significantly, particularly to the extent that the current market price reflects a market assumption that the Merger will be consummated. If the consummation of the Merger is delayed, including by a delay in receipt of necessary governmental approvals or by the receipt of a competing acquisition proposal or by reason of litigation, our business, financial condition and results of operations may also be materially adversely affected.

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In addition, our business may have been impacted adversely by the failure to pursue other beneficial opportunities due to the focus of management on the Merger, without realizing any of the anticipated benefits of completing the Merger.

We may fail to realize the cost savings we have estimated for the Merger or integrate the business operations and managements of our two companies in an efficient manner.

The success of the Merger will depend, in part, on our ability to realize anticipated cost savings and to combine the businesses of the Company and Focus in a manner that permits growth opportunities to be realized and does not materially disrupt the existing customer relationships of the Company or Focus, nor result in decreased revenues due to any loss of customers.

The Company and Focus have operated and, until the completion of the Merger, will continue to operate independently. To realize these anticipated benefits, the businesses of the Company and Focus must be successfully combined. While management has taken existing leases and other contractual obligations into consideration in developing its estimate of cost savings, changes in transaction volumes, operating systems and procedures and other factors may cause the actual cost savings to be different from these estimates. In addition, difficulties encountered in integrating our information systems could prevent us from realizing some of the estimated cost savings. Such difficulties could also jeopardize customer relationships and cause a loss of deposits or loan customers and the revenue associated with those customers. It is possible that the integration process could result in the loss of key employees, as well as the disruption of each company's ongoing businesses or inconsistencies in standards, controls, procedures and policies, any or all of which could adversely affect our ability to maintain relationships with customers and employees after the Merger or to achieve the anticipated benefits of the Merger. Integration efforts between the two companies will also divert management attention and resources. A failure to successfully navigate the complicated integration process could have an adverse effect on the combined companies. If the combined company is not able to achieve these cost-savings objectives, the anticipated benefits of the Merger may not be realized fully or at all or may take longer to realize than expected.

We are subject to various uncertainties and contractual restrictions while the Merger is pending that could disrupt the conduct of our business and could have a material adverse effect on our business, financial condition and results of operations.

Uncertainty about the effect of the Merger on employees, customers, suppliers, and vendors may have a material adverse effect on our business, financial condition and results of operations. These uncertainties may impair our ability or the ability of Focus to attract, retain and motivate key personnel, depositors and borrowers pending the consummation of the Merger, as such personnel, depositors and borrowers may experience uncertainty about their future roles following the consummation of the Merger. Additionally, these uncertainties could cause customers (including depositors and borrowers), suppliers, vendors and others who deal with us to seek to change existing business relationships with us or fail to extend an existing relationship with us. In addition, competitors may target our existing customers by highlighting potential uncertainties and integration difficulties that may result from the Merger.

In addition, the Merger Agreement restricts us from taking certain actions without Focus' consent while the Merger is pending. These restrictions may, among other matters, prevent us from pursuing certain transactions or making other changes to our business prior to consummation of the Merger or termination of the Merger Agreement. These restrictions could have a material adverse effect on our business, financial condition and results of operations.

The pursuit of the Merger and the preparation for the integration may place a burden on management and internal resources. Any significant diversion of management attention away from

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ongoing business concerns and any difficulties encountered in the transition and integration process could have a material adverse effect on our business, financial condition and results of operations.

The consideration to be paid in the Merger is fixed and will not be adjusted for changes in the business, assets, liabilities, prospects, outlook, financial condition or results of operations of the Company or Focus, or in the event of any change in our stock price or Focus' stock price.

The Merger Agreement provides that the number of shares of the Company common stock that we will issue to holders of Focus common stock (the "merger consideration"), is fixed and will not be adjusted for changes in our business, assets, liabilities, prospects, outlook, financial condition or results of operations, or changes in the market price of, analyst estimates of, or projections relating to, Focus. For example, if Focus experienced a change in its business, assets, liabilities, prospects, outlook, financial condition or results of operations prior to the consummation of the Merger, there would be no adjustment to the amount of the merger consideration.

The market price of our common stock after the Merger may be affected by factors different from those affecting our shares currently.

The results of operations of the combined company and the market price of our common stock after the completion of the Merger may be affected by factors different from those currently affecting the independent results of our operations and the market price of our common stock.

The costs relating to the Merger could reduce our future earnings per share.

We estimate that we have incurred or will incur significant transaction costs associated with the Merger, a portion of which will be incurred whether or not the Merger closes. We believe the combined company may incur charges to operations, which are not currently reasonably estimable, in the quarter in which the Merger is completed or subsequent quarters, to reflect costs associated with integrating the Company and Focus. There is no assurance that the combined company will not incur additional material charges in subsequent quarters to reflect additional costs associated with the Merger, including charges associated with the impairment of goodwill booked in connection with the Merger.

The failure of the Company's or Focus' Loan Portfolios to Perform as Expected May Unfavorably Impact Us.

Our performance and prospects after the Merger will be dependent to a significant extent on the performance of the combined loan portfolios of the Company and Focus, and ultimately on the financial condition of their respective borrowers and other customers. The existing loan portfolios of the two banks differ to some extent in the types of borrowers, industries and credits represented. In addition, there are differences in the documentation, classifications, underwriting and management of the portfolios. As a result, our overall loan portfolio after the Merger will have a different risk profile than the loan portfolio of either the Company or Focus before the Merger. The performance of the two loan portfolios will be adversely affected if any of such factors are worse than currently anticipated. In addition, to the extent that present customers are not retained by the Company or Focus, or additional expenses are incurred in retaining them, there could be adverse effects on our future consolidated results of operations following the Merger. The anticipated benefits of the Merger are dependent, in part, on the extent to which the revenues of Focus are maintained and enhanced.

Goodwill resulting from the Merger may adversely affect our results of operations.

Goodwill and other intangible assets are expected to increase substantially as a result of the Merger. Potential impairment of goodwill and amortization of other intangible assets could adversely affect our financial condition and results of operations. We assess our goodwill and other intangible

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assets and long-lived assets for impairment annually and more frequently when required by U.S. GAAP. We are required to record an impairment charge if circumstances indicate that the asset carrying values exceed their fair values. Our assessment of goodwill, other intangible assets, or long-lived assets could indicate that an impairment of the carrying value of such assets may have occurred that could result in a material, non-cash write-down of such assets, which could have a material adverse effect on our results of operations and future earnings.

ITEM 2 UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None

ITEM 3 DEFAULTS UPON SENIOR SECURITIES

None

ITEM 4 MINE SAFETY DISCLOSURES

None

ITEM 5 OTHER INFORMATION

None

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ITEM 6 EXHIBITS

Exhibit	Description
3.1	Heritage Commerce Corp Restated Articles of Incorporation, (incorporated by reference to Exhibit 3.1 to the Registrant's Annual Report on Form 10-K filed on March 16, 2009)
3.2	Certificate of Amendment of Articles of Incorporation of Heritage Commerce Corp as filed with the California Secretary of State on June 1, 2010 (incorporated by reference to Exhibit 3.2 to the Registrant's Registration Statement on Form S-1 filed July 23, 2010).
3.3	Heritage Commerce Corp Bylaws, as amended (incorporated by reference to the Registrant's Current Report on Form 8-K filed on June 28, 2013)
4.1	Certificate of Determination for Series C Convertible Perpetual Preferred Stock (incorporated by reference to the Registrant's Current Report on Form 8-K filed on June 22, 2010)
12.1	Calculation of Ratio of Earnings to Fixed Charges and Ratio of Earnings to Fixed Charges and Preferred Stock Dividends
31.1	Certification of Registrant's Chief Executive Officer Pursuant To Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Registrant's Chief Financial Officer Pursuant To Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of Registrant's Chief Executive Officer Pursuant To 18 U.S.C. Section 1350
32.2	Certification of Registrant's Chief Financial Officer Pursuant To 18 U.S.C. Section 1350
101.INS	XBRL Instance Document, furnished herewith
101.SCH	XBRL Taxonomy Extension Schema Document, furnished herewith
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document, furnished herewith
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document, furnished herewith
101.LAB	XBRL Taxonomy Extension Label Linkbase Document, furnished herewith
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document, furnished herewith

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SIGNATURES

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

	Heritage Commerce Corp (Registrant)
Date: August 7, 2015	/s/ WALTER T. KACZMAREK
	Walter T. Kaczmarek *Chief Executive Officer*
Date: August 7, 2015	/s/ LAWRENCE D. MCGOVERN
	Lawrence D. McGovern *Chief Financial Officer*

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