

WESTAMERICA BANCORPORATION  
Form 10-K  
March 02, 2015

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

FORM 10-K

(Mark one)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the fiscal year ended December 31, 2014

or

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: 001-09383  
WESTAMERICA BANCORPORATION  
(Exact name of the registrant as specified in its charter)

CALIFORNIA  
(State or Other Jurisdiction  
of Incorporation or Organization)

94-2156203  
(I.R.S. Employer  
Identification Number)

1108 FIFTH AVENUE, SAN RAFAEL, CALIFORNIA 94901  
(Address of principal executive offices) (zip code)

Registrant's telephone number, including area code: (707) 863-6000

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

Title of class:	Name of each exchange on which registered:
Common Stock, no par value	The NASDAQ Stock Market LLC

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

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  
YES  NO

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. YES  NO

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

Indicate by check mark if 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 (section

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  NO

Indicate by check mark if disclosure of delinquent filers pursuant to item 405 of Regulation S-K (section 229.405 of this chapter) is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

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

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

The aggregate market value of the Common Stock held by non-affiliates of the registrant as of June 30, 2014 as reported on the NASDAQ Global Select Market, was \$1,302,200,421.01. Shares of Common Stock held by each executive officer and director and by each person who owns 10% or more of the outstanding Common Stock have been excluded in that such persons may be deemed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

Number of shares outstanding of each of the registrant's classes of common stock, as of the close of business on February 19, 2015  
25,620,264 Shares

#### DOCUMENTS INCORPORATED BY REFERENCE

Portions of the definitive Proxy Statement relating to registrant's Annual Meeting of Shareholders, to be held on April 23, 2015, are incorporated by reference in Items 10, 11, 12, 13 and 14 of Part III to the extent described therein.

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## FORWARD-LOOKING STATEMENTS

This report on Form 10-K contains forward-looking statements about Westamerica Bancorporation for which it claims the protection of the safe harbor provisions contained in the Private Securities Litigation Reform Act of 1995. Examples of forward-looking statements include, but are not limited to: (i) projections of revenues, expenses, income or loss, earnings or loss per share, the payment or nonpayment of dividends, capital structure and other financial items; (ii) statements of plans, objectives and expectations of the Company or its management or board of directors, including those relating to products or services; (iii) statements of future economic performance; and (iv) statements of assumptions underlying such statements. Words such as "believes", "anticipates", "expects", "intends", "targeted", "projected", "continue", "remain", "will", "should", "may" and other similar expressions are intended to identify forward-looking statements but are not the exclusive means of identifying such statements.

These forward-looking statements are based on Management's current knowledge and belief and include information concerning the Company's possible or assumed future financial condition and results of operations. A number of factors, some of which are beyond the Company's ability to predict or control, could cause future results to differ materially from those contemplated. These factors include but are not limited to (1) the length and severity of difficulties in the global, national and California economies and the effects of government efforts to address those difficulties; (2) liquidity levels in capital markets; (3) fluctuations in asset prices including, but not limited to stocks, bonds, real estate, and commodities; (4) the effect of acquisitions and integration of acquired businesses; (5) economic uncertainty created by terrorist threats and attacks on the United States, the actions taken in response, and the uncertain effect of these events on the national and regional economies; (6) changes in the interest rate environment; (7) changes in the regulatory environment; (8) competitive pressure in the banking industry; (9) operational risks including a failure or breach in data processing systems or those of third party vendors and other service providers, including as a result of cyber attacks or fraud; (10) volatility of interest rate sensitive loans, deposits and investments; (11) asset/liability management risks and liquidity risks; (12) the effect of natural disasters, including earthquakes, fire, flood, drought, and other disasters, on the uninsured value of loan collateral, the financial condition of debtors and issuers of investment securities, the economic conditions affecting the Company's market place, and commodities and asset values, and (13) changes in the securities markets. The Company undertakes no obligation to update any forward-looking statements in this report. See also "Risk Factors" in Item 1A and other risk factors discussed elsewhere in this Report.

## PART I

### ITEM 1. BUSINESS

Westamerica Bancorporation (the "Company") is a bank holding company registered under the Bank Holding Company Act of 1956, as amended ("BHCA"). Its legal headquarters are located at 1108 Fifth Avenue, San Rafael, California 94901. Principal administrative offices are located at 4550 Mangels Boulevard, Fairfield, California 94534 and its telephone number is (707) 863-6000. The Company provides a full range of banking services to individual and corporate customers in Northern and Central California through its subsidiary bank, Westamerica Bank ("WAB" or the "Bank"). The principal communities served are located in Northern and Central California, from Mendocino, Lake and Nevada Counties in the north to Kern County in the south. The Company's strategic focus is on the banking needs of small businesses. In addition, the Bank owns 100% of the capital stock of Community Banker Services Corporation ("CBSC"), a company engaged in providing the Company and its subsidiaries with data processing services and other support functions.

The Company was incorporated under the laws of the State of California in 1972 as "Independent Bankshares Corporation" pursuant to a plan of reorganization among three previously unaffiliated Northern California banks. The

Company operated as a multi-bank holding company until mid-1983, at which time the then six subsidiary banks were merged into a single bank named Westamerica Bank and the name of the holding company was changed to Westamerica Bancorporation.

The Company acquired five banks within its immediate market area during the early to mid 1990's. In April 1997, the Company acquired ValliCorp Holdings, Inc., parent company of ValliWide Bank, the largest independent bank holding company headquartered in Central California. Under the terms of all of the merger agreements, the Company issued shares of its common stock in exchange for all of the outstanding shares of the acquired institutions. The subsidiary banks acquired were merged with and into WAB. These six aforementioned business combinations were accounted for as poolings-of-interests.

During the period 2000 through 2005, the Company acquired three additional banks. These acquisitions were accounted for using the purchase accounting method.

On February 6, 2009, Westamerica Bank acquired the banking operations of County Bank (“County”) from the Federal Deposit Insurance Corporation (“FDIC”). The Bank and the FDIC entered loss-sharing agreements regarding future losses incurred on acquired loans and foreclosed loan collateral. Under the terms of the loss-sharing agreements, the FDIC absorbs 80 percent of losses and is entitled to 80 percent of loss recoveries on the first \$269 million of losses, and absorbs 95 percent of losses and is entitled to 95 percent of loss recoveries on losses exceeding \$269 million. The term for loss-sharing on residential real estate loans is ten years, while the term for loss-sharing on non-residential real estate loans is five years in respect to losses and eight years in respect to loss recoveries. The FDIC indemnification expired February 6, 2014 for County Bank non-single-family residential collateralized purchased loans. On August 20, 2010, Westamerica Bank acquired assets and assumed liabilities of the former Sonoma Valley Bank (“Sonoma”) from the FDIC. The County and Sonoma acquired assets and assumed liabilities were measured at estimated fair values, as required by FASB ASC 805, Business Combinations.

Management made significant estimates and exercised significant judgment in accounting for these 2009 and 2010 acquisitions. Management judgmentally measured loan fair values based on loan file reviews (including borrower financial statements and tax returns), appraised collateral values, expected cash flows, and historical loss factors. Repossessed loan collateral was primarily valued based upon appraised collateral values. The Bank also recorded identifiable intangible assets representing the value of the core deposit customer bases based on Management’s evaluation of the cost of such deposits relative to alternative funding sources. In determining the value of the identifiable intangible assets, Management used significant estimates including average lives of deposit accounts, future interest rate levels, the cost of servicing various depository products, and other significant estimates. Management used quoted market prices to determine the fair value of investment securities, FHLB advances and other borrowings which were purchased and assumed.

At December 31, 2014, the Company had consolidated assets of approximately \$5.0 billion, deposits of approximately \$4.3 billion and shareholders’ equity of approximately \$527 million. The Company and its subsidiaries employed 858 full-time equivalent staff as of December 31, 2014.

The Company’s annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and any amendments to those reports as well as beneficial ownership reports on Forms 3, 4 and 5 are available through the SEC’s website (<http://www.sec.gov>). Such documents as well as the Company’s director, officer and employee Code of Conduct and Ethics are also available free of charge from the Company by request to:

Westamerica Bancorporation  
Corporate Secretary A-2M  
Post Office Box 1200  
Suisun City, California 94585-1200

#### Supervision and Regulation

The following is not intended to be an exhaustive description of the statutes and regulations applicable to the Company’s or the Bank’s business. The description of statutory and regulatory provisions is qualified in its entirety by reference to the particular statutory or regulatory provisions. Moreover, major new legislation and other regulatory changes affecting the Company, the Bank, and the financial services industry in general have occurred in the last several years and can be expected to occur in the future. The nature, timing and impact of new and amended laws and regulations cannot be accurately predicted.

#### Regulation and Supervision of Bank Holding Companies

The Company is a bank holding company subject to the BHCA. The Company reports to, is registered with, and may be examined by, the Board of Governors of the Federal Reserve System (“FRB”). The FRB also has the authority to

examine the Company's subsidiaries. The Company is a bank holding company within the meaning of Section 3700 of the California Financial Code. As such, the Company and the Bank are subject to examination by, and may be required to file reports with, the Commissioner of the California Department of Business Oversight (the "Commissioner").

The FRB has significant supervisory and regulatory authority over the Company and its affiliates. The FRB requires the Company to maintain certain levels of capital. See "Capital Standards." The FRB also has the authority to take enforcement action against any bank holding company that commits any unsafe or unsound practice, or violates certain laws, regulations or conditions imposed in writing by the FRB. Under the BHCA, the Company is required to obtain the prior approval of the FRB before it acquires, merges or consolidates with any bank or bank holding company. Any company seeking to acquire, merge or consolidate with the Company also would be required to obtain the prior approval of the FRB.

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The Company is generally prohibited under the BHCA from acquiring ownership or control of more than 5% of any class of voting shares of any company that is not a bank or bank holding company and from engaging directly or indirectly in activities other than banking, managing banks, or providing services to affiliates of the holding company. However, a bank holding company, with the approval of the FRB, may engage, or acquire the voting shares of companies engaged, in activities that the FRB has determined to be closely related to banking or managing or controlling banks. A bank holding company must demonstrate that the benefits to the public of the proposed activity will outweigh the possible adverse effects associated with such activity.

The FRB generally prohibits a bank holding company from declaring or paying a cash dividend that would impose undue pressure on the capital of subsidiary banks or would be funded only through borrowing or other arrangements which might adversely affect a bank holding company's financial position. Under the FRB policy, a bank holding company should not continue its existing rate of cash dividends on its common stock unless its net income is sufficient to fully fund each dividend and its prospective rate of earnings retention appears consistent with its capital needs, asset quality and overall financial condition. See the section entitled "Restrictions on Dividends and Other Distributions" for additional restrictions on the ability of the Company and the Bank to pay dividends.

Transactions between the Company and the Bank are restricted under Regulation W. The regulation codifies prior interpretations of the FRB and its staff under Sections 23A and 23B of the Federal Reserve Act. In general, subject to certain specified exemptions, a bank or its subsidiaries are limited in their ability to engage in "covered transactions" with affiliates: (a) to an amount equal to 10% of the bank's capital and surplus, in the case of covered transactions with any one affiliate; and (b) to an amount equal to 20% of the bank's capital and surplus, in the case of covered transactions with all affiliates. The Company is considered to be an affiliate of the Bank. A "covered transaction" includes, among other things, a loan or extension of credit to an affiliate; a purchase of securities issued by an affiliate; a purchase of assets from an affiliate, with some exceptions; and the issuance of a guarantee, acceptance or letter of credit on behalf of an affiliate.

Federal regulations governing bank holding companies and change in bank control (Regulation Y) provide for a streamlined and expedited review process for bank acquisition proposals submitted by well-run bank holding companies. These provisions of Regulation Y are subject to numerous qualifications, limitations and restrictions. In order for a bank holding company to qualify as "well-run," both it and the insured depository institutions which it controls must meet the "well capitalized" and "well managed" criteria set forth in Regulation Y.

The Gramm-Leach-Bliley Act (the "GLBA"), or the Financial Services Act of 1999, repealed provisions of the Glass-Steagall Act, which had prohibited commercial banks and securities firms from affiliating with each other and engaging in each other's businesses. Thus, many of the barriers prohibiting affiliations between commercial banks and securities firms have been eliminated.

The BHCA was also amended by the GLBA to allow new "financial holding companies" ("FHCs") to offer banking, insurance, securities and other financial products to consumers. Specifically, the GLBA amended section 4 of the BHCA in order to provide for a framework for the engagement in new financial activities. A bank holding company ("BHC") may elect to become an FHC if all its subsidiary depository institutions are well capitalized and well managed. If these requirements are met, a BHC may file a certification to that effect with the FRB and declare that it elects to become an FHC. After the certification and declaration is filed, the FHC may engage either de novo or through an acquisition in any activity that has been determined by the FRB to be financial in nature or incidental to such financial activity. BHCs may engage in financial activities without prior notice to the FRB if those activities qualify under the list of permissible activities in section 4(k) of the BHCA. However, notice must be given to the FRB within 30 days after an FHC has commenced one or more of the financial activities. The Company has not elected to become an FHC.

The Bank is a California state-chartered Federal Reserve member bank and its deposits are insured by the FDIC. The Bank is subject to regulation, supervision and regular examination by the California Department of Business Oversight (“DBO”), and the FRB. The regulations of these agencies affect most aspects of the Bank’s business and prescribe permissible types of loans and investments, the amount of required reserves, requirements for branch offices, the permissible scope of its activities and various other requirements.

In addition to federal banking law, the Bank is also subject to applicable provisions of California law. Under California law, the Bank is subject to various restrictions on, and requirements regarding, its operations and administration including the maintenance of branch offices and automated teller machines, capital requirements, deposits and borrowings, shareholder rights and duties, and investment and lending activities.

In addition, the Federal Deposit Insurance Corporation Improvement Act ("FDICIA") imposes limitations on the activities and equity investments of state chartered, federally insured banks. FDICIA also prohibits a state bank from making an investment or engaging in any activity as a principal that is not permissible for a national bank, unless the Bank is adequately capitalized and the FDIC approves the investment or activity after determining that such investment or activity does not pose a significant risk to the deposit insurance fund.

On July 21, 2010, financial regulatory reform legislation entitled the "Dodd-Frank Wall Street Reform and Consumer Protection Act" (the "Dodd-Frank Act") was signed into law. The Dodd-Frank Act implements far-reaching changes across the financial regulatory landscape, including provisions that, among other things:

- Centralized responsibility for consumer financial protection by creating a new agency, the Consumer Financial Protection Bureau, responsible for implementing, examining and (as to banks with \$10 billion or more in assets) enforcing compliance with federal consumer financial laws.
- Restricted the preemption of state law by federal law and disallowed subsidiaries and affiliates of national banks from availing themselves of such preemption.
- Applied the same leverage and risk-based capital requirements that would apply to insured depository institutions to most bank holding companies.
- Required bank regulatory agencies to seek to make their capital requirements for banks countercyclical so that capital requirements increase in times of economic expansion and decrease in times of economic contraction.
- Changed the assessment base for federal deposit insurance from the amount of insured deposits to consolidated assets less tangible capital, eliminated the ceiling on the size of the Deposit Insurance Fund ("DIF") and increased the floor of the size of the DIF.
- Imposed comprehensive regulation of the over-the-counter derivatives market, which would include certain provisions that would effectively prohibit insured depository institutions from conducting certain derivatives businesses in the institution itself.
- Required large, publicly traded bank holding companies to create a risk committee responsible for the oversight of enterprise risk management.
- Implemented corporate governance revisions, including with regard to executive compensation and proxy access by shareholders, that would apply to all public companies, not just financial institutions.
- Made permanent the \$250 thousand limit for federal deposit insurance.
- Repealed the federal prohibitions on the payment of interest on demand deposits, thereby permitting depository institutions to pay interest on business transaction and other accounts.
- Amended the Electronic Fund Transfer Act ("EFTA") to, among other things, give the FRB the authority to establish rules regarding interchange fees charged for electronic debit transactions by payment card issuers having assets over \$10 billion and to enforce a new statutory requirement that such fees be reasonable and proportional to the actual cost of a transaction to the issuer. While the Company's assets are currently less than \$10 billion, interchange fees charged by larger institutions may dictate the level of fees smaller institutions will be able to charge to remain competitive.

Many aspects of the Dodd-Frank Act are subject to rulemaking and implementation of new regulations and will take effect over several years, making it difficult to anticipate the overall financial impact on the Company, its customers or the financial industry more generally. Provisions in the legislation that affect the payment of interest on demand deposits and interchange fees may increase the costs associated with deposits as well as place limitations on certain revenues those deposits may generate.

#### Capital Standards

The federal banking agencies have risk-based capital adequacy guidelines intended to provide a measure of capital adequacy that reflects the degree of risk associated with a banking organization's operations for both transactions

resulting in assets being recognized on the balance sheet as assets, and the extension of credit facilities such as letters of credit and recourse arrangements, which are recorded as off balance sheet items. Under these guidelines, nominal dollar amounts of assets and credit equivalent amounts of off balance sheet items are multiplied by one of several risk adjustment percentages, which range from 0% for assets with low credit risk, such as certain U.S. government securities, to 100% for assets with relatively higher credit risk, such as certain loans. A banking organization's risk-based capital ratios are obtained by dividing its qualifying capital by its total risk-adjusted assets and off balance sheet items.

The federal banking agencies take into consideration concentrations of credit risk and risks from nontraditional activities, as well as an institution's ability to manage those risks, when determining the adequacy of an institution's capital. This evaluation is made as a part of the institution's regular safety and soundness examination. The federal banking agencies also consider interest rate risk (related to the interest rate sensitivity of an institution's assets and liabilities, and its off balance sheet financial instruments) in the evaluation of a bank's capital adequacy.

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As of December 31, 2014, the Company's and the Bank's respective ratios exceeded applicable regulatory requirements. See Note 9 to the consolidated financial statements for capital ratios of the Company and the Bank, compared to the standards for well capitalized depository institutions and for minimum capital requirements.

On July 2, 2013, the Federal Reserve Board approved a final rule that implements changes to the regulatory capital framework for all banking organizations. See the section entitled "Capital to Risk-Adjusted Assets" in Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations for the Company's interpretation of the final rule in regard to its capital ratios.

#### Prompt Corrective Action and Other Enforcement Mechanisms

FDICIA requires each federal banking agency to take prompt corrective action to resolve the problems of insured depository institutions, including but not limited to those that fall below one or more prescribed minimum capital ratios.

An institution that, based upon its capital levels, is classified as "well capitalized," "adequately capitalized" or "undercapitalized" may be treated as though it were in the next lower capital category if the appropriate federal banking agency, after notice and opportunity for hearing, determines that an unsafe or unsound condition or an unsafe or unsound practice warrants such treatment. At each successive lower capital category, an insured depository institution is subject to more restrictions. In addition to measures taken under the prompt corrective action provisions, commercial banking organizations may be subject to potential enforcement actions by the federal banking agencies for unsafe or unsound practices in conducting their businesses or for violations of any law, rule, regulation or any condition imposed in writing by the agency or any written agreement with the agency.

#### Safety and Soundness Standards

The Company's ability to pay dividends to its shareholders is subject to the restrictions set forth in the California General Corporation Law ("CGCL"). The CGCL provides that a corporation may make a distribution to its shareholders if (i) the corporation's retained earnings equal or exceed the amount of the proposed distribution plus unpaid accrued dividends, (if any) on securities with a dividend preference, or (ii) immediately after the dividend, the corporation's total assets equal or exceed total liabilities plus unpaid accrued dividends (if any) on securities with a dividend preference.

FDICIA also implemented certain specific restrictions on transactions and required federal banking regulators to adopt overall safety and soundness standards for depository institutions related to internal control, loan underwriting and documentation, and asset growth. Among other things, FDICIA limits the interest rates paid on deposits by undercapitalized institutions, restricts the use of brokered deposits, limits the aggregate extensions of credit by a depository institution to an executive officer, director, principal shareholder or related interest, and reduces deposit insurance coverage for deposits offered by undercapitalized institutions for deposits by certain employee benefits accounts. The federal banking agencies may require an institution to submit an acceptable compliance plan as well as have the flexibility to pursue other more appropriate or effective courses of action given the specific circumstances and severity of an institution's noncompliance with one or more standards.

Federal banking agencies require banks to maintain adequate valuation allowances for potential credit losses. The Company has an internal staff that continually reviews loan quality and reports to the Board of Directors. This analysis includes a detailed review of the classification and categorization of problem loans, assessment of the overall quality and collectability of the loan portfolio, consideration of loan loss experience, trends in problem loans, concentration of credit risk, and current economic conditions, particularly in the Bank's market areas. Based on this analysis, Management, with the review and approval of the Board, determines the adequate level of allowance required. The allowance is allocated to different segments of the loan portfolio, but the entire allowance is available

for the loan portfolio in its entirety.

#### Restrictions on Dividends and Other Distributions

The power of the board of directors of an insured depository institution to declare a cash dividend or other distribution with respect to capital is subject to statutory and regulatory restrictions which limit the amount available for such distribution depending upon the earnings, financial condition and cash needs of the institution, as well as general business conditions. FDICIA prohibits insured depository institutions from paying management fees to any controlling persons or, with certain limited exceptions, making capital distributions, including dividends, if, after such transaction, the institution would be undercapitalized.

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

The federal banking agencies also have the authority to prohibit a depository institution from engaging in business practices which are considered to be unsafe or unsound, possibly including payment of dividends or other payments under certain circumstances even if such payments are not expressly prohibited by statute.

#### Premiums for Deposit Insurance

Substantially all of the deposits of the Bank are insured up to applicable limits by the Deposit Insurance Fund ("DIF") of the FDIC and are subject to deposit insurance assessments to maintain the DIF. The FDIC utilizes a risk-based assessment system that imposes insurance premiums based upon a risk matrix that takes into account a bank's capital level, asset quality and supervisory rating ("CAMELS rating").

In October 2010, the FDIC adopted a new DIF restoration plan to ensure that the DIF reserve ratio reaches 1.35% by September 30, 2020, as required by the Dodd-Frank Act. At least semi-annually, the FDIC will update its loss and income projections for the fund and, if needed, will increase or decrease assessment rates, following notice-and-comment rulemaking if required.

In February 2011, the FDIC issued a final rule changing the deposit insurance assessment base from total domestic deposits to average total assets minus average tangible equity, as required by the Dodd-Frank Act, effective April 1, 2011. The FDIC also issued a final rule revising the deposit insurance assessment system for "large" institutions having more than \$10 billion in assets and another for "highly complex" institutions that have over \$50 billion in assets and are fully owned by a parent with over \$500 billion in assets. The Bank is neither a "large" nor "highly complex" institution. Under the new assessment rules, the initial base assessment rates range from 5 to 35 basis points, and after potential adjustments for unsecured debt and brokered deposits, assessment rates range from 2.5 to 45 basis points.

The Company cannot provide any assurance as to the effect of any future changes in its deposit insurance premium rates.

#### Community Reinvestment Act and Fair Lending Developments

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

#### Financial Privacy Legislation and Customer Information Security

The GLBA, in addition to the previously described changes in permissible nonbanking activities permitted to banks, BHCs and FHCs, also required the federal banking agencies, among other federal regulatory agencies, to adopt regulations governing the privacy of consumer financial information. The Bank is subject to the FRB's regulations in this area. The federal bank regulatory agencies have established standards for safeguarding nonpublic personal information about customers that implement provisions of the GLBA (the "Guidelines"). Among other things, the

Guidelines require each financial institution, under the supervision and ongoing oversight of its Board of Directors or an appropriate committee thereof, to develop, implement and maintain a comprehensive written information security program designed to ensure the security and confidentiality of customer information, to protect against any anticipated threats or hazards to the security or integrity of such information, and to protect against unauthorized access to or use of such information that could result in substantial harm or inconvenience to any customer.

#### U.S.A. PATRIOT Act

Title III of the Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act of 2001 (“USA Patriot Act”) is the International Money Laundering Abatement and Anti-Terrorist Financing Act of 2001. It includes numerous provisions for fighting international money laundering and blocking terrorist access to the U.S. financial system. The goal of Title III is to prevent the U.S. financial system and the U.S. clearing mechanisms from being used by parties suspected of terrorism, terrorist financing and money laundering. The provisions of Title III of the USA Patriot Act which affect the Bank are generally set forth as amendments to the Bank Secrecy Act. These provisions relate principally to U.S. banking organizations’ relationships with foreign banks and with persons who are resident outside the United States. The USA Patriot Act does not impose any filing or reporting obligations for banking organizations, but does require certain additional due diligence and recordkeeping practices.



## Sarbanes-Oxley Act of 2002

The stated goals of the Sarbanes-Oxley Act of 2002 (“Sarbanes-Oxley”) are to increase corporate responsibility, to provide for enhanced penalties for accounting and auditing improprieties at publicly traded companies and to protect investors by improving the accuracy and reliability of corporate disclosures pursuant to the securities laws. Sarbanes-Oxley generally applies to all companies, both U.S. and non-U.S., that file or are required to file periodic reports under the Securities Exchange Act of 1934 (the “Exchange Act”).

Sarbanes-Oxley includes very specific additional disclosure requirements and corporate governance rules, required the SEC and securities exchanges to adopt extensive additional disclosure, corporate governance and other related rules and mandates further studies of certain issues. Sarbanes-Oxley represents significant federal involvement in matters traditionally left to state regulatory systems, such as the regulation of the accounting profession, and to state corporate law, such as the relationship between a board of directors and management and between a board of directors and its committees and public company shareholders. Sarbanes-Oxley addresses, among other matters: (i) independent audit committees for reporting companies whose securities are listed on national exchanges or automated quotation systems (the “Exchanges”) and expanded duties and responsibilities for audit committees; (ii) certification of financial statements by the chief executive officer and the chief financial officer; (iii) the forfeiture of bonuses or other incentive-based compensation and profits from the sale of an issuer’s securities by directors and senior officers in the twelve month period following initial publication of any financial statements that later require restatement; (iv) a prohibition on insider trading during pension plan blackout periods; (v) disclosure of off-balance sheet transactions; (vi) a prohibition on personal loans to directors and officers under most circumstances with exceptions for certain normal course transactions by regulated financial institutions; (vii) expedited electronic filing requirements related to trading by insiders in an issuer’s securities on Form 4; (viii) disclosure of a code of ethics and filing a Form 8-K for a change or waiver of such code; (ix) accelerated filing of periodic reports; (x) the formation of the Public Company Accounting Oversight Board (“PCAOB”) to regulate public accounting firms and the audit of public companies that are subject to the securities laws; (xi) auditor independence; (xii) internal control evaluation and reporting; and (xiii) various increased criminal penalties for violations of securities laws.

## Programs To Mitigate Identity Theft

In November 2007, federal banking agencies together with the National Credit Union Administration and Federal Trade Commission adopted regulations under the Fair and Accurate Credit Transactions Act of 2003 to require financial institutions and other creditors to develop and implement a written identity theft prevention program to detect, prevent and mitigate identity theft in connection with certain new and existing accounts. Covered accounts generally include consumer accounts and other accounts that present a reasonably foreseeable risk of identity theft. Each institution’s program must include policies and procedures designed to: (i) identify indicators, or “red flags,” of possible risk of identity theft; (ii) detect the occurrence of red flags; (iii) respond appropriately to red flags that are detected; and (iv) ensure that the program is updated periodically as appropriate to address changing circumstances. The regulations include guidelines that each institution must consider and, to the extent appropriate, include in its program.

## Pending Legislation

Changes to state laws and regulations (including changes in interpretation or enforcement) can affect the operating environment of BHCs and their subsidiaries in substantial and unpredictable ways. From time to time, various legislative and regulatory proposals are introduced. These proposals, if codified, may change banking statutes and regulations and the Company’s operating environment in substantial and unpredictable ways. If codified, these proposals could increase or decrease the cost of doing business, limit or expand permissible activities or affect the competitive balance among banks, savings associations, credit unions and other financial institutions. The Company cannot accurately predict whether those changes in laws and regulations will occur, and, if those changes occur, the

ultimate effect they would have upon our financial condition or results of operations. It is likely, however, that the current level of enforcement and compliance-related activities of federal and state authorities will continue and potentially increase.

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## Competition

In the past, the Bank's principal competitors for deposits and loans have been major banks and smaller community banks, savings and loan associations and credit unions. To a lesser extent, competition was also provided by thrift and loans, mortgage brokerage companies and insurance companies. Other institutions, such as brokerage houses, mutual fund companies, credit card companies, and certain retail establishments have offered investment vehicles that also compete with banks for deposit business. Federal legislation in recent years has encouraged competition between different types of financial institutions and fostered new entrants into the financial services market.

Legislative changes, as well as technological and economic factors, can be expected to have an ongoing impact on competitive conditions within the financial services industry. While the future impact of regulatory and legislative changes cannot be predicted with certainty, the business of banking will remain highly competitive.

## ITEM 1A. RISK FACTORS

Readers and prospective investors in the Company's securities should carefully consider the following risk factors as well as the other information contained or incorporated by reference in this report.

The risks and uncertainties described below are not the only ones facing the Company. Additional risks and uncertainties that Management is not aware of or focused on or that Management currently deems immaterial may also impair the Company's business operations. This report is qualified in its entirety by these risk factors.

If any of the following risks actually occur, the Company's financial condition and results of operations could be materially and adversely affected. If this were to happen, the value of the company's securities could decline significantly, and investors could lose all or part of their investment in the Company's common stock.

### Market and Interest Rate Risk

Changes in interest rates could reduce income and cash flow.

The discussion in this report under "Item 7 Management's Discussion and Analysis of Financial Condition and Results of Operations – Asset, Liability and Market Risk Management" and "- Liquidity and Funding" and "Item 7A Quantitative and Qualitative Disclosures About Market Risk" is incorporated by reference in this paragraph. The Company's income and cash flow depend to a great extent on the difference between the interest earned on loans and investment securities and the interest paid on deposits and other borrowings, and the Company's success in competing for loans and deposits. The Company cannot control or prevent changes in the level of interest rates which fluctuate in response to general economic conditions, the policies of various governmental and regulatory agencies, in particular, the Federal Open Market Committee of the FRB, and pricing practices of the Company's competitors. Changes in monetary policy, including changes in interest rates, will influence the origination of loans, the purchase of investments, the generation of deposits and other borrowings, and the rates received on loans and investment securities and paid on deposits and other liabilities.

Changes in capital market conditions could reduce asset valuations.

Capital market conditions, including liquidity, investor confidence, bond issuer credit worthiness, perceived counter-party risk, the supply of and demand for financial instruments, the financial strength of market participants, and other factors can materially impact the value of the Company's assets. An impairment in the value of the Company's assets could result in asset write-downs, reducing the Company's asset values, earnings, and equity.

The value of securities in the Company's investment securities portfolio may be negatively affected by disruptions in securities markets

The market for some of the investment securities held in the Company's portfolio can be extremely volatile. Volatile market conditions may detrimentally affect the value of these securities, such as through reduced valuations due to the perception of heightened credit and liquidity risks. There can be no assurance that the declines in market value will not result in other than temporary impairments of these assets, which would lead to loss recognition that could have a material adverse effect on the Company's net income and capital levels.

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The weakness of other financial institutions could adversely affect the Company.

Financial services institutions are interrelated as a result of trading, clearing, counterparty, or other relationships. The Company routinely executes transactions with counterparties in the financial services industry, including brokers and dealers, commercial banks, investment banks, and other institutional clients. Many of these transactions expose the Company to credit risk in the event of default of the Company's counterparty or client. In addition, the Company's credit risk may be increased when the collateral the Company holds cannot be realized or is liquidated at prices not sufficient to recover the full amount of the secured obligation. There is no assurance that any such losses would not materially and adversely affect the Company's results of operations or earnings.

Shares of Company common stock eligible for future sale or grant of stock options could have a dilutive effect on the market for Company common stock and could adversely affect the market price.

The Articles of Incorporation of the Company authorize the issuance of 150 million shares of common stock (and two additional classes of 1 million shares each, denominated "Class B Common Stock" and "Preferred Stock", respectively) of which approximately 25.7 million shares of common stock were outstanding at December 31, 2014. Pursuant to its stock option plans, at December 31, 2014, the Company had outstanding options for 1.9 million shares of common stock, of which 1.4 million were currently exercisable. As of December 31, 2014, 1.2 million shares of Company common stock remained available for grants under the Company's stock option plans. Sales of substantial amounts of Company common stock in the public market could adversely affect the market price of its common stock.

The Company's payment of dividends on common stock could be eliminated or reduced.

Holders of the Company's common stock are entitled to receive dividends only when, as and if declared by the Company's Board of Directors. Although the Company has historically paid cash dividends on the Company's common stock, the Company is not required to do so and the Company's Board of Directors could reduce or eliminate the Company's common stock dividend in the future.

The Company could repurchase shares of its common stock at price levels considered excessive.

The Company repurchases and retires its common stock in accordance with Board of Directors-approved share repurchase programs. At December 31, 2014, approximately 1.7 million shares remained available to repurchase under such plans. The Company has been active in repurchasing and retiring shares of its common stock when alternative uses of excess capital, such as acquisitions, have been limited. The Company could repurchase shares of its common stock at price levels considered excessive, thereby spending more cash on such repurchases as deemed reasonable and effectively retiring fewer shares than would be retired if repurchases were affected at lower prices.

#### Risks Related to the Nature and Geographical Location of the Company's Business

The Company invests in loans that contain inherent credit risks that may cause the Company to incur losses.

The Company can provide no assurance that the credit quality of the loan portfolio will not deteriorate in the future and that such deterioration will not adversely affect the Company.

The Company's operations are concentrated geographically in California, and poor economic conditions may cause the Company to incur losses.

Substantially all of the Company's business is located in California. A portion of the loan portfolio of the Company is dependent on real estate. At December 31, 2014, real estate served as the principal source of collateral with respect to approximately 52% of the Company's loan portfolio. The Company's financial condition and operating results will be

subject to changes in economic conditions in California. The California economy is recovering from a severe recession. Much of the California real estate market experienced a decline in values of varying degrees. This decline had an adverse impact on the business of some of the Company's borrowers and on the value of the collateral for many of the Company's loans. Generally, the counties surrounding and near San Francisco Bay have been recovering from the recent recession more soundly than counties in the California "Central Valley," from Sacramento in the north to Bakersfield in the south. Approximately 27% of the Company's loans are to borrowers in the California "Central Valley." Economic conditions in California are subject to various uncertainties at this time, including the pace of recovery in construction and real estate sectors, the effect of drought on the agricultural sector and its infrastructure, and the California state government's budgetary difficulties and fiscal condition. The Company can provide no assurance that conditions in the California economy will not deteriorate in the future and that such deterioration will not adversely affect the Company.

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The markets in which the Company operates are subject to the risk of earthquakes and other natural disasters.

All of the properties of the Company are located in California. Also, most of the real and personal properties which currently secure a majority of the Company's loans are located in California. California is prone to earthquakes, brush and forest fires, flooding, drought and other natural disasters. In addition to possibly sustaining uninsured damage to its own properties, if there is a major earthquake, flood, drought, fire or other natural disaster, the Company faces the risk that many of its borrowers may experience uninsured property losses, or sustained job interruption and/or loss which may materially impair their ability to meet the terms of their loan obligations. A major earthquake, flood, prolonged drought, fire or other natural disaster in California could have a material adverse effect on the Company's business, financial condition, results of operations and cash flows.

Adverse changes in general business or economic conditions could have a material adverse effect on the Company's financial condition and results of operations.

A sustained or continuing weakness or weakening in business and economic conditions generally or specifically in the principal markets in which the Company does business could have one or more of the following adverse impacts on the Company's business:

- a decrease in the demand for loans and other products and services offered by the Company;
  - an increase or decrease in the usage of unfunded credit commitments;
    - a decrease in the amount of deposits;
    - a decrease in non-depository funding available to the Company;
    - an impairment of certain intangible assets, such as goodwill;
- an increase in the number of clients and counterparties who become delinquent, file for protection under bankruptcy laws or default on their loans or other obligations to the Company, which could result in a higher level of nonperforming assets, net charge-offs, provision for loan losses, and valuation adjustments on assets;
  - an impairment in the value of investment securities;
- an impairment in the value of life insurance policies owned by the Company;
- an impairment in the value of real estate owned by the Company.

The recent financial crisis led to the failure or merger of a number of financial institutions. Financial institution failures can result in further losses as a consequence of defaults on securities issued by them and defaults under contracts entered into with such entities as counterparties. Weak economic conditions can significantly weaken the strength and liquidity of financial institutions. The Company's financial performance generally, and in particular the ability of borrowers to pay interest on and repay principal of outstanding loans and the value of collateral securing those loans, is highly dependent upon on the business environment in the markets where the Company operates, in the State of California and in the United States as a whole. A favorable business environment is generally characterized by, among other factors, economic growth, healthy labor markets, efficient capital markets, low inflation, high business and investor confidence, and strong business earnings. Unfavorable or uncertain economic and market conditions can be caused by: declines in economic growth, high rates of unemployment, deflation, declines in business activity or consumer, investor or business confidence; limitations on the availability of or increases in the cost of credit and capital; increases in inflation or interest rates; natural disasters; or a combination of these or other factors. Such business conditions could adversely affect the credit quality of the Company's loans, the demand for loans, loan volumes and related revenue, securities valuations, amounts of deposits, availability of funding, results of operations and financial condition.

#### Regulatory Risks

Restrictions on dividends and other distributions could limit amounts payable to the Company.

As a holding company, a substantial portion of the Company's cash flow typically comes from dividends paid by the Bank. Various statutory provisions restrict the amount of dividends the Company's subsidiaries can pay to the Company without regulatory approval. A reduction in subsidiary dividends paid to the Company could limit the capacity of the Company to pay dividends. In addition, if any of the Company's subsidiaries were to liquidate, that subsidiary's creditors will be entitled to receive distributions from the assets of that subsidiary to satisfy their claims against it before the Company, as a holder of an equity interest in the subsidiary, will be entitled to receive any of the assets of the subsidiary.

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Adverse effects of changes in banking or other laws and regulations or governmental fiscal or monetary policies could adversely affect the Company.

The Company is subject to significant federal and state regulation and supervision, which is primarily for the benefit and protection of the Company's customers and not for the benefit of investors. In the past, the Company's business has been materially affected by these regulations. As an example, the FRB amended Regulation E, which implements the Electronic Fund Transfer Act, in a manner that limits the ability of a financial institution to assess an overdraft fee for paying automated teller machine (ATM) and one-time debit card transactions that overdraw a consumer's account, unless the consumer affirmatively consents, or opts in, to the institution's payment of overdrafts for these transactions. Implementation of the new provisions significantly reduced overdraft fees assessed by the Bank.

Laws, regulations or policies, including accounting standards and interpretations currently affecting the Company and the Company's subsidiaries, may change at any time. Regulatory authorities may also change their interpretation of these statutes and regulations. Therefore, the Company's business may be adversely affected by any future changes in laws, regulations, policies or interpretations or regulatory approaches to compliance and enforcement including future acts of terrorism, major U.S. corporate bankruptcies and reports of accounting irregularities at U.S. public companies.

Additionally, the Company's business is affected significantly by the fiscal and monetary policies of the federal government and its agencies. The Company is particularly affected by the policies of the FRB, which regulates the supply of money and credit in the United States of America. Among the instruments of monetary policy available to the FRB are (a) conducting open market operations in U.S. government securities, (b) changing the discount rates of borrowings by depository institutions, (c) changing interest rates paid on balances financial institutions deposit with the FRB, and (d) imposing or changing reserve requirements against certain borrowings by banks and their affiliates. These methods are used in varying degrees and combinations to directly affect the availability of bank loans and deposits, as well as the interest rates charged on loans and paid on deposits. The policies of the FRB may have a material effect on the Company's business, results of operations and financial condition. Under long-standing policy of the FRB, a BHC is expected to act as a source of financial strength for its subsidiary banks. As a result of that policy, the Company may be required to commit financial and other resources to its subsidiary bank in circumstances where the Company might not otherwise do so.

Recently, the FRB has been providing vast amounts of liquidity into the banking system due to current economic and capital market conditions. The FRB has been purchasing large quantities of U.S. government securities, including agency-backed mortgage securities, increasing the demand for such securities thereby reducing interest rates. The FRB began reducing these activities in the fourth quarter 2013 which could reduce liquidity in the markets and cause interest rates to rise, thereby increasing funding costs to the Bank, reducing the availability of funds to the Bank to finance its existing operations, and causing fixed-rate investment securities and loans to decline in value.

Federal and state governments could pass legislation detrimental to the Company's performance.

As an example, the Company could experience higher credit losses because of federal or state legislation or regulatory action that reduces the amount the Bank's borrowers are otherwise contractually required to pay under existing loan contracts. Also, the Company could experience higher credit losses because of federal or state legislation or regulatory action that limits or delays the Bank's ability to foreclose on property or other collateral or makes foreclosure less economically feasible.

The FDIC insures deposits at insured financial institutions up to certain limits. The FDIC charges insured financial institutions premiums to maintain the Deposit Insurance Fund. The FDIC may increase premium assessments to maintain adequate funding of the Deposit Insurance Fund.

The behavior of depositors in regard to the level of FDIC insurance could cause our existing customers to reduce the amount of deposits held at the Bank, and could cause new customers to open deposit accounts at the Bank. The level and composition of the Bank's deposit portfolio directly impacts the Bank's funding cost and net interest margin.

#### Systems, Accounting and Internal Control Risks

The accuracy of the Company's judgments and estimates about financial and accounting matters will impact operating results and financial condition.

The discussion under "Item 7 Management's Discussion and Analysis of Financial Condition and Results of Operations - Critical Accounting Policies" in this report and the information referred to in that discussion is incorporated by reference in this paragraph. The Company makes certain estimates and judgments in preparing its financial statements. The quality and accuracy of those estimates and judgments will have an impact on the Company's operating results and financial condition.

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The Company's information systems may experience an interruption or breach in security.

The Company relies heavily on communications and information systems, including those of third party vendors and other service providers, to conduct its business. Any failure, interruption or breach in security of these systems could result in failures or disruptions in the Company's data processing, accounting, customer relationship management and other systems. Communication and information systems failures can result from a variety of risks including, but not limited to, events that are wholly or partially out of the Company's control, such as telecommunication line integrity, weather, terrorist acts, natural disasters, accidental disasters, unauthorized breaches of security systems, cyber attacks, and other events. Although the Company devotes significant resources to maintain and regularly upgrade its systems and processes that are designed to protect the security of the Company's computer systems, software, networks and other technology assets and the confidentiality, integrity and availability of information belonging to the Company and its customers, there is no assurance that any such failures, interruptions or security breaches will not occur or, if they do occur, that they will be adequately corrected by the Company or its vendors. The occurrence of any such failures, interruptions or security breaches could damage the Company's reputation, result in a loss of customer business, subject the Company to additional regulatory scrutiny, or expose the Company to litigation and possible financial liability, any of which could have a material adverse effect on the Company's financial condition and results of operations.

The Company's controls and procedures may fail or be circumvented.

Management regularly reviews and updates the Company's internal control over financial reporting, disclosure controls and procedures, and corporate governance policies and procedures. The Company maintains controls and procedures to mitigate against risks such as processing system failures and errors, and customer or employee fraud, and maintains insurance coverage for certain of these risks. Any system of controls and procedures, however well designed and operated, is based in part on certain assumptions and can provide only reasonable, not absolute, assurances that the objectives of the system are met. Events could occur which are not prevented or detected by the Company's internal controls or are not insured against or are in excess of the Company's insurance limits or insurance underwriters' financial capacity. Any failure or circumvention of the Company's controls and procedures or failure to comply with regulations related to controls and procedures could have a material adverse effect on the Company's business, results of operations and financial condition.

#### ITEM 1B. UNRESOLVED STAFF COMMENTS

None

#### ITEM 2. PROPERTIES

##### Branch Offices and Facilities

Westamerica Bank is engaged in the banking business through 92 branch offices in 21 counties in Northern and Central California. WAB believes all of its offices are constructed and equipped to meet prescribed security requirements.

The Company owns 32 banking office locations and one centralized administrative service center facility and leases 68 facilities. Most of the leases contain renewal options and provisions for rental increases, principally for changes in the cost of living index, and for changes in other operating costs such as property taxes and maintenance.

ITEM 3. LEGAL PROCEEDINGS

Neither the Company nor any of its subsidiaries is a party to any material pending legal proceeding, nor is their property the subject of any material pending legal proceeding, other than ordinary routine legal proceedings arising in the ordinary course of the Company's business. None of these proceedings is expected to have a material adverse impact upon the Company's business, financial position or results of operations.

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## ITEM 4. MINE SAFETY DISCLOSURES

Not applicable

## PART II

## ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

The Company's common stock is traded on the NASDAQ Global Select Market ("NASDAQ") under the symbol "WABC". The following table shows the high and the low sales prices for the common stock, for each quarter, as reported by NASDAQ:

	High	Low
2014:		
First quarter	\$ 56.51	\$ 48.36
Second quarter	55.34	47.85
Third quarter	53.93	46.12
Fourth quarter	51.24	42.71
2013:		
First quarter	\$ 45.80	\$ 42.59
Second quarter	46.56	41.76
Third quarter	50.78	45.73
Fourth quarter	57.59	48.29

As of January 31, 2015, there were approximately 6,300 shareholders of record of the Company's common stock.

The Company has paid cash dividends on its common stock in every quarter since its formation in 1972. See Item 8, Financial Statements and Supplementary Data, Note 20 to the Consolidated Financial Statements for recent quarterly dividend information. It is currently the intention of the Board of Directors of the Company to continue payment of cash dividends on a quarterly basis. There is no assurance, however, that any dividends will be paid since they are dependent upon earnings, cash balances, financial condition and capital requirements of the Company and its subsidiaries as well as policies of the FRB pursuant to the BHCA. See Item 1, "Business - Supervision and Regulation."

The notes to the consolidated financial statements included in this report contain additional information regarding the Company's capital levels, capital structure, regulations affecting subsidiary bank dividends paid to the Company, the Company's earnings, financial condition and cash flows, and cash dividends declared and paid on common stock.

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## Stock performance

The following chart compares the cumulative return on the Company's stock during the ten years ended December 31, 2014 with the cumulative return on the S&P 500 composite stock index and NASDAQ'S Bank Index. The comparison assumes \$100 invested in each on December 31, 2004 and reinvestment of all dividends.

	December 31,					
	2004	2005	2006	2007	2008	2009
Westamerica Bancorporation (WABC)	\$ 100.00	\$93.17	\$91.22	\$82.58	\$97.30	\$108.42
S&P 500 (SPX)	100.00	104.91	121.46	128.13	80.73	102.10
NASDAQ Bank Index (CBNK)	100.00	98.07	111.61	89.40	70.16	58.73

	December 31,				
	2010	2011	2012	2013	2014
Westamerica Bancorporation (WABC)	\$111.55	\$91.02	\$91.23	\$124.83	\$111.76
S&P 500 (SPX)	117.51	119.96	139.14	184.16	209.31
NASDAQ Bank Index (CBNK)	67.05	60.01	71.24	100.95	105.91

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The following chart compares the cumulative return on the Company's stock during the five years ended December 31, 2014 with the cumulative return on the S&P 500 composite stock index and NASDAQ'S Bank Index. The comparison assumes \$100 invested in each on December 31, 2009 and reinvestment of all dividends.

	December 31,					
	2009	2010	2011	2012	2013	2014
Westamerica Bancorporation (WABC)	\$ 100.00	\$ 102.89	\$ 83.95	\$ 84.15	\$ 115.14	\$ 103.08
S&P 500 (SPX)	100.00	115.09	117.49	136.27	180.37	205.00
NASDAQ Bank Index (CBNK)	100.00	114.17	102.18	121.31	171.89	180.34

#### ISSUER PURCHASES OF EQUITY SECURITIES

The table below sets forth the information with respect to purchases made by or on behalf of Westamerica Bancorporation or any "affiliated purchaser" (as defined in Rule 10b-18(a)(3) under the Securities Exchange Act of 1934), of common stock during the quarter ended December 31, 2014 (in thousands, except per share data).

Period	(a) Total Number of Shares Purchased	(b) Average Price Paid per Share	(c)	(d)
			Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs*	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs
October 1 through October 31	41	\$47.72	41	1,853
November 1 through November 30	87	49.54	87	1,766
December 1 through December 31	33	47.84	33	1,733
Total	161	48.73	161	1,733

\*Includes 3 thousand, 1 thousand and 3 thousand shares purchased in October, November and December, respectively, by the Company in private transactions with the independent administrator of the Company's Tax Deferred Savings/Retirement Plan (ESOP). The Company includes the shares purchased in such transactions within the total number of shares authorized for purchase pursuant to the currently existing publicly announced program.

The Company repurchases shares of its common stock in the open market to optimize the Company's use of equity capital and enhance shareholder value and with the intention of lessening the dilutive impact of issuing new shares under stock option plans, and other ongoing requirements.

Shares were repurchased during the fourth quarter of 2014 pursuant to a program approved by the Board of Directors on July 24, 2014 authorizing the purchase of up to 2 million shares of the Company's common stock from time to time prior to September 1, 2015.

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## ITEM 6. SELECTED FINANCIAL DATA

The following financial information for the five years ended December 31, 2014 has been derived from the Company's audited consolidated financial statements. This information should be read in conjunction with those statements, notes and other information included elsewhere herein.

WESTAMERICA BANCORPORATION  
FINANCIAL SUMMARY

(In thousands, except per share data and ratios)

For the Years Ended December 31:	2014	2013	2012	2011	2010
Interest and loan fee income	\$ 140,209	\$ 154,396	\$ 183,364	\$ 207,979	\$ 221,155
Interest expense	3,444	4,671	5,744	8,382	12,840
Net interest income	136,765	149,725	177,620	199,597	208,315
Provision for loan losses	2,800	8,000	11,200	11,200	11,200
Noninterest income:					
Net losses from securities	—	—	(1,287 )	—	—
Gain on acquisition	—	—	—	—	178
Deposit service charges and other	51,787	57,011	58,309	60,097	61,276
Total noninterest income	51,787	57,011	57,022	60,097	61,454
Noninterest expense					
Settlements	—	—	—	2,100	43
Other noninterest expense	106,799	112,614	116,885	125,578	127,104
Total noninterest expense	106,799	112,614	116,885	127,678	127,147
Income before income taxes	78,953	86,122	106,557	120,816	131,422
Provision for income taxes	18,307	18,945	25,430	32,928	36,845
Net income	\$ 60,646	\$ 67,177	\$ 81,127	\$ 87,888	\$ 94,577
Average common shares					
outstanding	26,099	26,826	27,654	28,628	29,166
Average diluted common shares					
outstanding	26,160	26,877	27,699	28,742	29,471
Shares outstanding at December 31	25,745	26,510	27,213	28,150	29,090
Per common share:					
Basic earnings	\$ 2.32	\$ 2.50	\$ 2.93	\$ 3.07	\$ 3.24
Diluted earnings	2.32	2.50	2.93	3.06	3.21
Book value at December 31	20.45	20.48	20.58	19.85	18.74
Financial Ratios:					
Return on assets	1.22	% 1.38	% 1.64	% 1.78	% 1.95
Return on common equity	11.57	% 12.48	% 14.93	% 16.14	% 18.11
Net interest margin (FTE)*	3.70	% 4.08	% 4.79	% 5.32	% 5.54
Net loan losses to average loans	0.17	% 0.33	% 0.59	% 0.52	% 0.56
Efficiency ratio **	52.24	% 50.11	% 46.01	% 45.77	% 44.13
Equity to assets	10.46	% 11.20	% 11.31	% 11.08	% 11.06
Period End Balances:					
Assets	\$ 5,035,724	\$ 4,847,055	\$ 4,952,193	\$ 5,042,161	\$ 4,931,524
Loans	1,700,290	1,827,744	2,111,357	2,523,806	2,922,084

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Allowance for loan losses	31,485	31,693	30,234	32,597	35,636
Investment securities	2,639,439	2,211,680	1,981,677	1,561,556	1,252,212
Deposits	4,349,191	4,163,781	4,232,492	4,249,921	4,132,961
Identifiable intangible assets and goodwill	135,960	140,230	144,934	150,302	156,277
Short-term borrowed funds	89,784	62,668	53,687	115,689	107,385
Federal Home Loan Bank advances	20,015	20,577	25,799	26,023	61,698
Term repurchase agreement	—	10,000	10,000	10,000	—
Debt financing	—	—	15,000	15,000	26,363
Shareholders' equity	526,603	542,934	560,102	558,641	545,287

Capital Ratios at Period End:

Total risk based capital	14.54	%	16.18	%	16.33	%	15.75	%	15.50	%
Tangible equity to tangible assets	7.97	%	8.56	%	8.64	%	8.35	%	8.15	%

Dividends Paid Per Common Share	\$ 1.52		\$ 1.49		\$ 1.48		\$ 1.45		\$ 1.44	
Common Dividend Payout Ratio	66	%	60	%	51	%	47	%	45	%

\*Yields on securities and certain loans have been adjusted upward to a “fully taxable equivalent” (“FTE”) basis, which is a non-GAAP financial measure, in order to reflect the effect of income which is exempt from federal income taxation at the current statutory tax rate.

\*\*The efficiency ratio is defined as noninterest expense divided by total revenue (net interest income on an FTE basis, which is a non-GAAP financial measure, and noninterest income).

## ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion addresses information pertaining to the financial condition and results of operations of Westamerica Bancorporation and subsidiaries (the "Company") that may not be otherwise apparent from a review of the consolidated financial statements and related footnotes. It should be read in conjunction with those statements and notes found on pages 50 through 88, as well as with the other information presented throughout the Report.

### Critical Accounting Policies

The Company's consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States of America and follow general practices within the banking industry. Application of these principles requires the Company to make certain estimates, assumptions, and judgments that affect the amounts reported in the financial statements and accompanying notes. These estimates, assumptions, and judgments are based on information available as of the date of the financial statements; accordingly, as this information changes, the financial statements could reflect different estimates, assumptions, and judgments. Certain accounting policies inherently have a greater reliance on the use of estimates, assumptions and judgments and as such have a greater possibility of producing results that could be materially different than originally reported. Estimates, assumptions and judgments are necessary when assets and liabilities are required to be recorded at fair value, when a decline in the value of an asset not carried on the financial statements at fair value warrants an impairment writedown or valuation reserve to be established, or when an asset or liability needs to be recorded contingent upon a future event. Carrying assets and liabilities at fair value inherently results in more financial statement volatility. The fair values and the information used to record valuation adjustments for certain assets and liabilities are based either on quoted market prices or are provided by other third-party sources, when available.

The most significant accounting policies followed by the Company are presented in Note 1 to the consolidated financial statements. These policies, along with the disclosures presented in the other financial statement notes and in this discussion, provide information on how significant assets and liabilities are valued in the financial statements and how those values are determined. Based on the valuation techniques used and the sensitivity of financial statement amounts to the methods, assumptions, and estimates underlying those amounts, Management has identified the allowance for loan losses accounting to be the accounting area requiring the most subjective or complex judgments, and as such could be most subject to revision as new information becomes available. A discussion of the factors affecting accounting for the allowance for loan losses and purchased loans is included in the "Loan Portfolio Credit Risk" discussion below.

### Net Income

During the three years ended December 31, 2014, market interest rates declined and remained at low levels. The Federal Reserve's Federal Open Market Committee has maintained highly accommodative monetary policies to influence interest rates to low levels in order to provide stimulus to the economy following the "financial crisis" recession. The Company's principal source of revenue is net interest and fee income, which represents interest earned on loans and investment securities ("earning assets") reduced by interest paid on deposits and other borrowings ("interest-bearing liabilities"). The relatively low level of market interest rates has reduced the spread between interest rates on earning assets and interest bearing liabilities. The Company's net interest margin and net interest income declined as market interest rates on newly originated loans remain below the yields earned on older-dated loans and on the overall loan portfolio. The Company is reducing its exposure to rising interest rates by purchasing shorter-duration investment securities with lower yields than longer-duration securities. The Company's credit quality continued to improve, as nonperforming assets declined thirty percent in the twelve months ended December 31, 2014 and net loan losses declined in 2014 compared with 2013. The improvement in credit quality has resulted in

Management reducing the provision for loan losses by sixty-five percent in the twelve months ended December 31, 2014 compared with 2013. The credit quality improvement also contributed to reducing noninterest expenses related to nonperforming assets. Management is focused on controlling all noninterest expense levels, particularly due to market interest rate pressure on net interest income.

The Company reported net income of \$60.6 million or \$2.32 diluted earnings per common share for the year ended December 31, 2014 compared with net income of \$67.2 million or \$2.50 diluted earnings per common share for the year ended December 31, 2013 and net income of \$81.1 million or \$2.93 diluted earnings per common share for the year ended December 31, 2012.

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## Components of Net Income

For the Years Ended December 31,

(\$ in thousands except per share amounts)

	2014	2013	2012
Net interest and loan fee income (FTE)*	\$152,656	\$167,737	\$197,027
Provision for loan losses	(2,800 )	(8,000 )	(11,200 )
Noninterest income	51,787	57,011	57,022
Noninterest expense	(106,799)	(112,614)	(116,885)
Income before income taxes (FTE)*	94,844	104,134	125,964
Taxes *	(34,198 )	(36,957 )	(44,837 )
Net income	\$60,646	\$67,177	\$81,127
Net income per average fully-diluted common share	\$2.32	\$2.50	\$2.93
Net income as a percentage of average shareholders' equity	11.57 %	12.48 %	14.93 %
Net income as a percentage of average total assets	1.22 %	1.38 %	1.64 %

\* Fully taxable equivalent (FTE)

Comparing 2014 with 2013, net income decreased \$6.5 million primarily due to lower net interest and fee income (FTE) and lower noninterest income, partially offset by decreases in the provision for loan losses, noninterest expense and income tax provision (FTE). The lower net interest and fee income (FTE) was primarily caused by a lower average volume of loans and lower yields on interest earning assets, partially offset by higher average balances of investments and lower average balances of higher-costing interest-bearing liabilities. The provision for loan losses was reduced, reflecting Management's evaluation of losses inherent in the loan portfolio. Lower noninterest income was mostly attributable to lower merchant processing service fees, lower service charges on deposit accounts and the recognition in 2013 of a loan principal recovery exceeding the purchase date fair value (included in "other noninterest income"). Noninterest expense decreased mostly due to reduced OREO expense net of disposition gains, personnel costs, loan administration expenses, professional fees and limited partnership operating losses (included in "other noninterest expense").

Comparing 2013 to 2012, net income decreased \$14.0 million or 17.2%, primarily due to lower net interest and loan fee income (FTE), partially offset by decreases in loan loss provision, noninterest expense and income tax provision (FTE). The lower net interest and loan fee income (FTE) was primarily caused by a lower average volume of loans and lower yields on interest-earning assets, partially offset by higher average balances of investments, lower average balances of interest-bearing liabilities and lower rates paid on interest-bearing deposits. The provision for loan losses was reduced, reflecting Management's evaluation of losses inherent in the loan portfolio; net loan losses and nonperforming loan volumes have declined relative to earlier periods. Noninterest expense decreased \$4.3 million primarily due to reduced personnel costs, professional fees, loan administration costs, expenses related to other real estate owned and intangible asset amortization.

## Net Interest and Loan Fee Income (FTE)

The Company's primary source of revenue is net interest income, or the difference between interest income earned on loans and investment securities and interest expense paid on interest-bearing deposits and other borrowings.

## Components of Net Interest and Loan Fee Income (FTE)

For the Years Ended December 31,

(\$ in thousands)

	2014	2013	2012
Interest and loan fee income	\$140,209	\$154,396	\$183,364
Interest expense	(3,444 )	(4,671 )	(5,744 )

FTE adjustment	15,891	18,012	19,407
Net interest and loan fee income (FTE)	\$152,656	\$167,737	\$197,027
Net interest margin (FTE)	3.70	% 4.08	% 4.79

Comparing 2014 with 2013, net interest and fee income (FTE) decreased \$15.1 million or 9.0% primarily due to a lower average volume of loans (down \$182 million) and lower yields on interest-earning assets (down 41 basis points “bp”), partially offset by higher average balances of investments (up \$206 million) and lower average balances of higher-costing interest-bearing liabilities.

Comparing 2013 with 2012, net interest and loan fee income (FTE) decreased \$29.3 million or 14.9%, primarily due to a lower average volume of loans (down \$360 million) and lower yields on interest-earning assets (down 74 bp), partially offset by higher average balances of investments (up \$355 million), lower average balances of interest-bearing liabilities (down \$161 million) and lower rates paid on interest-bearing deposits (down 2 bp).

Loan volumes have declined due to problem loan workout activities (such as chargeoffs, collateral repossessions and principal payments), particularly with purchased loans, and reduced volumes of loan originations. In Management's opinion, current levels of competitive loan pricing do not provide adequate forward earnings potential. As a result, the Company has not currently taken an aggressive posture relative to loan portfolio growth. Management has maintained relatively stable interest-earning asset volumes by increasing investment securities as loan volumes have declined.

Yields on interest-earning assets have declined due to relatively low interest rates prevailing in the market. The net interest margin (FTE) was 3.70% in 2014, 4.08% in 2013 and 4.79% in 2012. During the three years ended December 31, 2014, the net interest margin (FTE) was affected by declining market interest rates. The volume of older-dated higher-yielding loans declined due to principal maturities and paydowns. Newly originated loans have lower yields. The Company, in anticipation of rising interest rates, has been purchasing floating rate and shorter-duration investment securities with lower yields than longer-duration securities to increase liquidity. The Company's high levels of liquidity will provide an opportunity to obtain higher yielding assets once market interest rates start rising. The Company has been purchasing securities of U. S. government sponsored entities which have call options; the issuing entities have been exercising the call options, and the Company has re-invested the proceeds at higher rates; interest rates in the two to five-year time horizon have increased throughout 2014. The Company has been replacing higher-cost funding sources with low-cost deposits and interest expense has declined to offset some of the decline in interest income. Interest expense has been reduced by lowering rates paid on interest-bearing deposits and borrowings and by reducing the volume of higher-cost funding sources. A \$15 million long-term note was repaid in October 2013 and a \$10 million term repurchase agreement was repaid in August 2014. Average balances of time deposits declined \$134 million in 2014 compared with 2013. Lower-cost checking and savings deposits accounted for 89.8% of total average deposits in 2014 compared with 86.3% in 2013 and 82.8% in 2012.

Comparing 2014 with 2013, interest and fee income (FTE) was down \$16.3 million or 9.5%. The decrease resulted from a lower average volume of loans and lower yields on interest-earning assets, partially offset by higher average balances of investments. Average balances of loans decreased \$182 million primarily attributable to decreases in average balances of commercial real estate loans (down \$105 million), consumer installment and other loans (down \$54 million), residential real estate loans (down \$40 million) and tax-exempt commercial loans (down \$19 million), partially offset by a \$40 million increase in the average balance of taxable commercial loans. The average investment portfolio increased \$206 million mostly due to higher average balances of U.S. government sponsored entities (up \$284 million) and corporate securities (up \$55 million), partially offset by a \$105 million decrease in average balances of collateralized mortgage obligations and mortgage-backed securities.

The average yield on earning assets in 2014 was 3.78% compared with 4.19% in 2013. The loan portfolio yield for 2014 was 5.12% compared with 5.36% for 2013 due to lower yields on taxable commercial loans (down 89 bp), consumer installment and other loans (down 28 bp), commercial real estate loans (down 9 bp), construction loans (down 189 bp) and tax-exempt commercial loans (down 13 bp). Nonperforming loans are included in average loan volumes used to compute loan yields; fluctuations in nonaccrual loan volumes impact loan yields. The yield on construction loans in 2013 was elevated due to higher interest received on nonaccrual loans and discount accretion on purchased loans. The investment portfolio yield decreased 37 bp to 2.76% primarily due to lower yields on municipal securities (down 46 bp) and corporate securities (down 19 bp), partially offset by higher yields on securities of U.S. government sponsored entities (up 44 bp). The yield on securities of U.S. government sponsored entities rose as securities added to the portfolio in 2014 were higher yielding than securities held in the prior period.

Comparing 2014 with 2013, interest expense declined \$1.2 million or 26.3% due to lower average balances of higher-costing interest-bearing liabilities. Average balances of debt financing and Federal Home Loan Bank advances declined \$12 million and \$5 million, respectively. Average balances of interest-bearing deposits decreased primarily due to lower average balances of time deposits \$100 thousand or more (down \$104 million), time deposits less than \$100 thousand (down \$30 million) and preferred money market savings (down \$10 million), partially offset by higher average balances of money market savings (up \$54 million), money market checking accounts (up \$32 million), and

regular savings (up \$20 million). Rates paid on interest-bearing liabilities averaged 0.14% in 2014 compared with 0.18% in 2013. Rates paid on interest-bearing deposits were 0.12% in 2014 compared with 0.14% in 2013.

In 2013, interest and loan fee income (FTE) was down \$30.4 million or 15.0% from 2012. The decrease resulted from a lower average volume of loans and lower yields on interest-earning assets, partially offset by higher average balances of investments. The total average balances of loans declined due to decreases in the average balances of commercial real estate loans (down \$155 million), taxable commercial loans (down \$63 million), consumer loans (down \$57 million), residential real estate loans (down \$53 million), tax-exempt commercial loans (down \$22 million) and construction loans (down \$11 million). The average investment portfolio increased largely due to higher average balances of corporate securities (up \$205 million), collateralized mortgage obligations (up \$172 million) and municipal securities (up \$47 million), partially offset by decreases in average balances of mortgage backed securities (down \$37 million) and securities of U.S. government sponsored entities (down \$30 million).

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The average yield on the Company's earning assets decreased from 4.93% in 2012 to 4.19% in 2013. The composite yield on loans declined 41 bp to 5.36% mostly due to lower yields on commercial real estate loans (down 45 bp), consumer loans (down 62 bp), residential real estate loans (down 14 bp), taxable commercial loans (down 8 bp) and tax-exempt loans (down 20 bp). Nonperforming loans are included in average loan volumes used to compute loan yields; fluctuations in nonaccrual loan volumes impact loan yields. The yield on construction loans in 2013 was elevated due to interest received on nonaccrual loans and discount accretion on purchased loans. The investment yields in general declined due to market rates. The investment portfolio yield decreased 71 bp to 3.13% in 2013 primarily due to lower yields on collateralized mortgage obligations and mortgage backed securities (down 65 bp), municipal securities (down 55 bp) and corporate securities (down 46 bp).

Comparing 2013 with 2012, interest expense declined \$1.1 million or 18.7% due to lower average balances of interest-bearing liabilities and lower rates paid on interest-bearing deposits. Lower-cost checking and savings deposits accounted for 86.3% of total average deposits in 2013 compared with 82.8% in 2012. Average interest-bearing liabilities fell \$161 million in 2013 compared with 2012 primarily due to declines in the average balances of time deposits \$100 thousand or more (down \$120 million) and time deposits less than \$100 thousand (down \$36 million), preferred money market accounts (down \$23 million) and customer sweep accounts (down \$23 million), partially offset by increases in the average balances of regular savings (up \$25 million) and money market savings (up \$17 million). Rates paid on interest-bearing deposits averaged 0.14% in 2013 compared with 0.16% for 2012 as a result of decreases in rates paid on time deposits less than \$100 thousand (down 10 bp).

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## Summary of Average Balances, Yields/Rates and Interest Differential

The following tables present information regarding the consolidated average assets, liabilities and shareholders' equity, the amounts of interest income earned from average interest earning assets and the resulting yields, and the amounts of interest expense incurred on average interest-bearing liabilities and the resulting rates. Average loan balances include nonperforming loans. Interest income includes reversal of previously accrued interest on loans placed on non-accrual status during the period and proceeds from loans on nonaccrual status only to the extent cash payments have been received and applied as interest income and accretion of purchased loan discounts. Yields on tax-exempt securities and loans have been adjusted upward to reflect the effect of income exempt from federal income taxation at the current statutory tax rate.

## Distribution of Assets, Liabilities &amp; Shareholders' Equity and Yields, Rates &amp; Interest Margin

(\$ in thousands)	For the Year Ended December 31, 2014		
	Average Balance	Interest Income/Expense	Yields/Rates
<b>Assets</b>			
Investment securities:			
Available for sale:			
Taxable	\$ 1,117,869	\$ 18,050	1.61 %
Tax-exempt (1)	172,042	9,884	5.75 %
Held to maturity:			
Taxable	356,710	6,716	1.88 %
Tax-exempt (1)	714,890	30,641	4.29 %
<b>Loans:</b>			
Commercial			
Taxable	296,163	15,877	5.36 %
Tax-exempt (1)	87,633	5,022	5.73 %
Commercial real estate	757,047	46,428	6.13 %
Real estate construction	13,132	752	5.73 %
Real estate residential	171,267	5,870	3.43 %
Consumer	447,720	16,860	3.77 %
Total Loans (1)	1,772,962	90,809	5.12 %
Interest-earning assets (1)	4,134,473	156,100	3.78 %
Other assets	821,170		
Total assets	\$ 4,955,643		
<b>Liabilities and shareholders' equity</b>			
Deposits:			
Noninterest bearing demand	\$ 1,841,522	—	—
Savings and interest-bearing transaction	2,005,502	1,174	0.06 %
Time less than \$100,000	197,821	820	0.41 %
Time \$100,000 or more	237,002	893	0.38 %
Total interest-bearing deposits	2,440,325	2,887	0.12 %
Short-term borrowed funds	70,252	90	0.13 %
Federal Home Loan Bank advances	20,308	407	2.00 %
Term repurchase agreement	6,082	60	0.99 %
Total interest-bearing liabilities	2,536,967	3,444	0.14 %
Other liabilities	52,866		
Shareholders' equity	524,288		

Total liabilities and shareholders' equity	\$ 4,955,643		
Net interest spread (2)		3.64	%
Net interest income and interest margin (1)(3)	\$ 152,656	3.70	%

- (1) Amounts calculated on a fully taxable equivalent basis using the current statutory federal tax rate.
- (2) Net interest spread represents the average yield earned on interest earning assets less the average rate incurred on interest-bearing liabilities.
- (3) Net interest margin is computed by calculating the difference between interest income and expense, divided by the average balance of interest-earning assets. The net interest margin is greater than the net interest spread due to the benefit of noninterest-bearing demand deposits.

## Distribution of Assets, Liabilities &amp; Shareholders' Equity and Yields, Rates &amp; Interest Margin

(\$ in thousands)	For the Year Ended December 31, 2013			
	Average Balance	Interest Income/Expense	Yields/Rates	
<b>Assets</b>				
Investment securities:				
Available for sale:				
Taxable	\$ 823,228	\$ 14,685	1.78	%
Tax-exempt (1)	186,101	10,435	5.61	%
Held to maturity:				
Taxable	431,246	7,516	1.74	%
Tax-exempt (1)	714,515	34,961	4.89	%
Loans:				
Commercial				
Taxable	256,638	16,042	6.25	%
Tax-exempt (1)	106,871	6,264	5.86	%
Commercial real estate	862,266	53,615	6.22	%
Real estate construction	15,514	1,182	7.62	%
Real estate residential	211,360	7,357	3.48	%
Consumer	501,932	20,351	4.05	%
Total Loans (1)	1,954,581	104,811	5.36	%
Interest-earning assets (1)	4,109,671	172,408	4.19	%
Other assets	754,191			
Total assets	\$ 4,863,862			
<b>Liabilities and shareholders' equity</b>				
Deposits:				
Noninterest bearing demand	\$ 1,683,447	—	—	
Savings and interest-bearing transaction	1,910,131	1,182	0.06	%
Time less than \$100,000	228,061	1,070	0.47	%
Time \$100,000 or more	341,184	1,096	0.32	%
Total interest-bearing deposits	2,479,376	3,348	0.14	%
Short-term borrowed funds	57,454	77	0.13	%
Federal Home Loan Bank advances	25,499	480	1.88	%
Term repurchase agreement	10,000	98	0.98	%
Debt financing	12,452	668	5.37	%
Total interest-bearing liabilities	2,584,781	4,671	0.18	%
Other liabilities	57,469			
Shareholders' equity	538,165			
Total liabilities and shareholders' equity	\$ 4,863,862			
Net interest spread (2)			4.01	%
Net interest income and interest margin (1)(3)		\$ 167,737	4.08	%

(1) Amounts calculated on a fully taxable equivalent basis using the current statutory federal tax rate.

(2) Net interest spread represents the average yield earned on interest earning assets less the average rate incurred on interest-bearing liabilities.

(3) Net interest margin is computed by calculating the difference between interest income and expense, divided by the average balance of interest-earning assets. The net interest margin is greater than the net interest spread due to the benefit of noninterest-bearing demand deposits.



## Distribution of Assets, Liabilities &amp; Shareholders' Equity and Yields, Rates &amp; Interest Margin

(\$ in thousands)	For the Year Ended December 31, 2012		
	Average Balance	Interest Income/Expense	Yields/Rates
<b>Assets</b>			
Investment securities:			
Available for sale:			
Taxable	\$ 491,338	\$ 11,430	2.33 %
Tax-exempt (1)	214,268	12,603	5.88 %
Held to maturity:			
Taxable	460,381	9,916	2.15 %
Tax-exempt (1)	634,482	35,277	5.56 %
<b>Loans:</b>			
Commercial			
Taxable	319,235	20,216	6.33 %
Tax-exempt (1)	128,887	7,815	6.06 %
Commercial real estate	1,016,805	67,863	6.67 %
Real estate construction	26,314	1,946	7.40 %
Real estate residential	264,497	9,583	3.62 %
Consumer	559,132	26,122	4.67 %
Total Loans (1)	2,314,870	133,545	5.77 %
Interest-earning assets (1)	4,115,339	202,771	4.93 %
Other assets	838,963		
Total assets	\$ 4,954,302		
<b>Liabilities and shareholders' equity</b>			
Deposits:			
Noninterest bearing demand	\$ 1,603,981	—	—
Savings and interest-bearing transaction	1,887,959	1,238	0.07 %
Time less than \$100,000	264,466	1,515	0.57 %
Time \$100,000 or more	460,833	1,530	0.33 %
Total interest-bearing deposits	2,613,258	4,283	0.16 %
Short-term borrowed funds	81,323	77	0.09 %
Federal Home Loan Bank advances	25,916	483	1.86 %
Term repurchase agreement	10,000	99	0.99 %
Debt financing	15,000	802	5.35 %
Total interest-bearing liabilities	2,745,497	5,744	0.21 %
Other liabilities	61,515		
Shareholders' equity	543,309		
Total liabilities and shareholders' equity	\$ 4,954,302		
Net interest spread (2)			4.72 %
Net interest income and interest margin (1)(3)		\$ 197,027	4.79 %

(1) Amounts calculated on a fully taxable equivalent basis using the current statutory federal tax rate.

(2) Net interest spread represents the average yield earned on interest earning assets less the average rate incurred on interest-bearing liabilities.

(3) Net interest margin is computed by calculating the difference between interest income and expense, divided by the average balance of interest-earning assets. The net interest margin is greater than the net interest spread due to the benefit of noninterest-bearing demand deposits.

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### Summary of Changes in Interest Income and Expense due to Changes in Average Asset & Liability Balances and Yields Earned & Rates Paid

The following tables set forth a summary of the changes in interest income and interest expense due to changes in average assets and liability balances (volume) and changes in average interest yields/rates for the periods indicated. Changes not solely attributable to volume or yields/rates have been allocated in proportion to the respective volume and yield/rate components.

#### Summary of Changes in Interest Income and Expense

For the Years Ended December 31, (In thousands)	2014 Compared with 2013		
	Volume	Yield/Rate	Total
<b>Increase (decrease) in interest and loan fee income:</b>			
<b>Investment securities:</b>			
<b>Available for sale:</b>			
Taxable	\$5,256	\$ (1,891 )	\$3,365
Tax- exempt (1)	(788 )	237	(551 )
<b>Held to maturity:</b>			
Taxable	(1,299 )	499	(800 )
Tax- exempt (1)	18	(4,338 )	(4,320 )
<b>Loans:</b>			
<b>Commercial:</b>			
Taxable	2,471	(2,636 )	(165 )
Tax- exempt (1)	(1,128 )	(114 )	(1,242 )
Commercial real estate	(6,542 )	(645 )	(7,187 )
Real estate construction	(181 )	(249 )	(430 )
Real estate residential	(1,396 )	(91 )	(1,487 )
Consumer	(2,198 )	(1,293 )	(3,491 )
Total loans (1)	(8,974 )	(5,028 )	(14,002 )
Total decrease in interest and loan fee income (1)	(5,787 )	(10,521 )	(16,308 )
<b>Increase (decrease) in interest expense:</b>			
<b>Deposits:</b>			
Savings/ interest-bearing	59	(67 )	(8 )
Time less than \$100,000	(142 )	(108 )	(250 )
Time \$100,000 or more	(335 )	132	(203 )
Total interest-bearing deposits	(418 )	(43 )	(461 )
Short-term borrowed funds	17	(4 )	13
Federal Home Loan Bank advances	(97 )	24	(73 )
Term repurchase agreement	(38 )	—	(38 )
Debt financing	(668 )	—	(668 )
Total decrease in interest expense	(1,204 )	(23 )	(1,227 )
Decrease in net interest income (1)	\$(4,583 )	\$ (10,498 )	\$(15,081 )

(1) Amounts calculated on a fully taxable equivalent basis using the current statutory federal tax rate.

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## Summary of Changes in Interest Income and Expense

For the Years Ended December 31, (In thousands)	2013 Compared with 2012		
	Volume	Yield/Rate	Total
Increase (decrease) in interest and loan fee income:			
Investment securities:			
Available for sale:			
Taxable	\$6,370	\$ (3,115 )	\$3,255
Tax- exempt (1)	(1,607 )	(561 )	(2,168 )
Held to maturity:			
Taxable	(612 )	(1,788 )	(2,400 )
Tax- exempt (1)	4,127	(4,443 )	(316 )
Loans:			
Commercial:			
Taxable	(3,919 )	(255 )	(4,174 )
Tax- exempt (1)	(1,300 )	(251 )	(1,551 )
Commercial real estate	(9,871 )	(4,377 )	(14,248 )
Real estate construction	(821 )	57	(764 )
Real estate residential	(1,865 )	(361 )	(2,226 )
Consumer	(2,548 )	(3,223 )	(5,771 )
Total loans (1)	(20,324 )	(8,410 )	(28,734 )
Total decrease in interest and loan fee income (1)	(12,046 )	(18,317 )	(30,363 )
Increase (decrease) in interest expense:			
Deposits:			
Savings/ interest-bearing	12	(68 )	(56 )
Time less than \$100,000	(194 )	(251 )	(445 )
Time \$100,000 or more	(386 )	(48 )	(434 )
Total interest-bearing deposits	(568 )	(367 )	(935 )
Short-term borrowed funds	(27 )	27	—
Federal Home Loan Bank advances	(13 )	10	(3 )
Term repurchase agreement	—	(1 )	(1 )
Debt financing	(137 )	3	(134 )
Total decrease in interest expense	(745 )	(328 )	(1,073 )
Decrease in net interest income (1)	\$(11,301 )	\$(17,989 )	\$(29,290 )

(1) Amounts calculated on a fully taxable equivalent basis using the current statutory federal tax rate.

## Provision for Loan Losses

The Company manages credit costs by consistently enforcing conservative underwriting and administration procedures and aggressively pursuing collection efforts with debtors experiencing financial difficulties. The provision for loan losses reflects Management's assessment of credit risk in the loan portfolio during each of the periods presented.

The Company provided \$2.8 million, \$8.0 million and \$11.2 million for loan losses in 2014, 2013 and 2012, respectively. The reduced provision for loan losses for 2014 and 2013 reflects Management's current evaluation of credit quality for the loan portfolio. The Company recorded purchased County Bank and Sonoma Valley Bank loans at estimated fair value upon the acquisition dates, February 6, 2009 and August 20, 2010, respectively. Such estimated fair values were recognized for individual loans, although small balance homogenous loans were pooled for valuation purposes. The valuation discounts recorded for purchased loans included Management's assessment of the risk of

principal loss under economic and borrower conditions prevailing on the dates of purchase. The purchased County Bank loans secured by single-family residential real estate are “covered” through February 6, 2019 by loss-sharing agreements the Company entered with the FDIC which mitigates losses during the term of the agreements. The FDIC indemnification of purchased County Bank non-single-family residential real estate secured loans expired February 6, 2014. Any deterioration in estimated value related to principal loss subsequent to the acquisition dates requires additional loss recognition through a provision for loan losses. No assurance can be given that future provisions for loan losses related to purchased loans will not be necessary. For further information regarding credit risk, the FDIC loss-sharing agreements, net credit losses and the allowance for loan losses, see the “Loan Portfolio Credit Risk” and “Allowance for Credit Losses” sections of this report.

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## Noninterest Income

## Components of Noninterest Income

For the Years Ended December 31,  
(In thousands)

	2014	2013	2012
Service charges on deposit accounts	\$24,191	\$25,693	\$27,691
Merchant processing services	7,219	9,031	9,734
Debit card fees	5,960	5,829	5,173
Other service charges	2,717	2,846	2,801
Trust fees	2,582	2,313	2,078
ATM processing fees	2,473	2,758	3,396
Financial services commissions	757	831	689
Loss on sale of securities	—	—	(1,287 )
Other	5,888	7,710	6,747
Total	\$51,787	\$57,011	\$57,022

In 2014, noninterest income decreased \$5.2 million or 9.2% compared with 2013. Merchant processing services fees decreased \$1.8 million primarily due to customer attrition and lower transaction volumes. Service charges on deposits decreased \$1.5 million compared with 2013 primarily due to declines in fees charged on overdrawn and insufficient funds accounts (down \$1.0 million) and lower activity on checking accounts (down \$410 thousand). ATM processing fees decreased \$285 thousand mainly because the Bank customers had fewer transactions at non-Westamerica ATMs and other cash dispensing terminals. Other noninterest income decreased \$1.8 million primarily due to the recognition in 2013 of a loan principal recovery exceeding the purchase date fair value. Trust fees increased \$269 thousand mostly due to marketing efforts to increase customer accounts and higher court-approved fees. Debit card fees increased \$131 thousand primarily due to higher transaction volumes.

In 2013, noninterest income was \$57.0 million, unchanged from 2012. In 2012 noninterest income included a \$1.3 million loss realized from the sale of a collateralized mortgage obligation bond whose underlying support tranches began experiencing escalating losses. In 2013, service charges on deposits decreased \$2.0 million or 7.2% due to declines in fees charged on overdrawn accounts and insufficient funds (down \$1.1 million) and deficit fees charged on analyzed accounts (down \$762 thousand). Merchant processing services income decreased \$703 thousand mainly due to lower transaction volumes. ATM processing fees decreased \$638 thousand primarily because the Bank customers had fewer transactions at non-Westamerica ATMs and other cash dispensing terminals. Offsetting these decreases were higher debit card fees (up \$656 thousand) due to higher transaction volumes. Additionally, trust fees and financial services commissions increased \$235 thousand and \$142 thousand, respectively, from increased sales. Other noninterest income increased \$963 thousand primarily due to higher recoveries of charged off purchased loans and life insurance proceeds.

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## Noninterest Expense

## Components of Noninterest Expense

For the Years Ended December 31,  
(In thousands)

	2014	2013	2012
Salaries and related benefits	\$54,777	\$56,633	\$57,388
Occupancy	14,992	15,137	15,460
Outsourced data processing services	8,411	8,548	8,531
Amortization of intangible assets	4,270	4,704	5,368
Furniture and equipment	4,174	3,869	3,775
Courier service	2,624	2,868	3,117
Professional fees	2,346	3,057	3,217
Other Real Estate Owned	(642 )	1,035	1,235
Other	15,847	16,763	18,794
Total	\$106,799	\$112,614	\$116,885

In 2014, noninterest expense decreased \$5.8 million or 5.2% compared with 2013. Salaries and related benefits decreased \$1.9 million primarily due to employee attrition and lower employee benefits. Expenses for other real estate owned, net of disposition gains, declined \$1.7 million due to higher net gains on sale of repossessed loan collateral. Professional fees declined \$711 thousand due to lower legal fees associated with nonperforming assets. Amortization of identifiable intangibles decreased \$434 thousand as assets are amortized on a declining balance method. Other noninterest expense decreased \$916 thousand primarily due to lower loan administration costs and lower limited partnership operating losses. Furniture and equipment expenses increased \$305 thousand primarily due to increased depreciation costs associated with computer system and software upgrades.

Noninterest expense decreased \$4.3 million or 3.7% in 2013 compared with 2012. Salaries and related benefits decreased \$755 thousand or 1.3% primarily due to employee attrition. Amortization of identifiable intangibles decreased \$664 thousand as such assets are amortized on a declining balance method. Occupancy expense decreased \$323 thousand or 2.1% mainly due to lower lease rates on bank premises and utility costs. Expenses relating to other real estate owned decreased \$200 thousand mainly due to lower writedowns. Professional fees declined \$160 thousand or 5.0% due to lower legal fees associated with nonperforming assets. Other noninterest expense decreased \$2.0 million primarily due to lower administration expenses related to nonperforming loans and decreases in postage, customer check printing expenses and correspondent bank service charges.

## Provision for Income Tax

The income tax provision (FTE) was \$34.2 million in 2014 compared with \$37.0 million in 2013 and \$44.8 million in 2012. The 2014 effective tax rate (FTE) was 36.1% compared with 35.5% in 2013 and 35.6% in 2012. The effective tax rates without FTE adjustments were 23.2% for 2014 and 22.0% for 2013 and 23.9% for 2012. The 2013 tax provision reflected tax-exempt life insurance proceeds and recognized California enterprise zone hiring credits for filed amended returns (2007-2009).

On July 11, 2013, California's Governor Jerry Brown signed two bills which end a 30-year-old enterprise zone tax incentive program and replace it with new incentives. Due to the passage of these bills, many California tax benefits were phased out by the end of 2014. The Company had been realizing California tax benefits under the historical enterprise zone tax incentive program, including:

- Exclusions of net interest income on loans funding economic activity within enterprise zones

- Tax credits realized by hiring employees within enterprise zones; however, the economic value of the tax credits is partially offset by a reduction in deductible compensation expense by the amount of the tax credits.

Effective January 1, 2014, the new law eliminated the net interest deduction for enterprise zone loans and the hiring credits were significantly altered. The Company did not incur a significant change in its tax provision due to the new laws; the state tax benefits recognized from the current enterprise zone tax incentive program for the years ended December 31, 2014 and 2013 were \$47 thousand and \$121 thousand, net of federal income tax consequences, respectively.

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## Investment Portfolio

The Company maintains a securities portfolio consisting of securities issued by U.S. Treasury, U.S. Government sponsored entities, state and political subdivisions and corporations, and asset-backed and other securities. Investment securities are held in safekeeping by an independent custodian.

Management has maintained relatively stable interest-earning asset volumes by increasing investment securities as loan volumes have declined. The carrying value of the Company's investment securities portfolio was \$2.6 billion as of December 31, 2014, an increase of \$427.8 million or 19.3% compared to December 31, 2013.

Management continually evaluates the Company's investment securities portfolio in response to established asset/liability management objectives, changing market conditions that could affect profitability, and the level of interest rate risk to which the Company is exposed. These evaluations may cause Management to change the level of funds the Company deploys into investment securities, change the composition of the Company's investment securities portfolio, and change the proportion of investments allocated into the available for sale and held to maturity investment categories.

The Company has been reducing its positions in mortgage-related securities since the second quarter 2013 in an effort to manage extension risk. Extension risk represents the risk mortgages underlying the securities experience slower principal reductions as rising market interest rates cause a disincentive for borrowers to reduce principal balances; under such circumstances the Company will hold these securities for a longer period than anticipated at current yield levels rather than having the opportunity to reinvest cash flows at higher yields. The Company's positioning of the balance sheet for rising interest rates has resulted in the purchase of floating rate corporate bonds, federal agency bonds, and short-term state and municipal bonds. As of December 31, 2014, substantially all of the Company's investment securities continue to be investment grade rated by one or more major rating agencies. In addition to monitoring credit rating agency evaluations, Management performs its own evaluations regarding the credit worthiness of the issuer or the securitized assets underlying asset-backed securities.

The Company's procedures for evaluating investments in securities issued by states, municipalities and political subdivisions are in accordance with guidance issued by the Board of Governors of the Federal Reserve System, "Investing in Securities without Reliance on Nationally Recognized Statistical Rating Agencies" (SR 12-15) and other regulatory guidance. Credit ratings are considered in our analysis only as a guide to the historical default rate associated with similarly-rated bonds. There have been no significant differences in our internal analyses compared with the ratings assigned by the third party credit rating agencies.

The following table shows the fair value carrying amount of the Company's investment securities available for sale as of the dates indicated:

## Available for Sale Portfolio

At December 31, (In thousands)	2014	2013	2012
U.S. Treasury securities	\$ 3,505	\$ 3,506	\$ 3,558
Securities of U.S. Government sponsored entities	635,188	130,492	49,525
Residential mortgage backed securities	26,407	34,176	56,932
Commercial mortgage backed securities	2,919	3,425	4,145
Obligations of states and political subdivisions	181,799	191,386	215,247
Residential collateralized mortgage obligations	222,457	252,896	221,105
Asset-backed securities	8,313	14,555	16,005
FHLMC and FNMA stock	5,168	13,372	2,880

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Corporate securities	512,239	432,431	252,838
Other securities	2,786	3,142	3,401
Total	\$ 1,600,781	\$ 1,079,381	\$ 825,636

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The following table sets forth the relative maturities and contractual yields of the Company's available for sale securities (stated at fair value) at December 31, 2014. Yields on state and political subdivision securities have been calculated on a fully taxable equivalent basis using the current federal statutory rate. Mortgage-backed securities are shown separately because they are typically paid in monthly installments over a number of years.

## Available for Sale Maturity Distribution

At December 31, 2014 (\$ in thousands)	Within one year	After one but within five years	After five but within ten years	After ten years	Mortgage- backed	Other	Total
U.S. Treasury securities	\$3,505	\$—	\$—	\$—	\$—	\$—	\$3,505
Interest rate	0.47 %	— %	— %	— %	— %	— %	0.47 %
U.S. Government sponsored entities	—	156,816	478,372	—	—	—	635,188
Interest rate	— %	1.54 %	1.59 %	— %	— %	— %	1.58 %
States and political subdivisions	12,964	23,778	82,051	63,006	—	—	181,799
Interest rate (FTE)	3.08 %	5.58 %	5.90 %	5.97 %	— %	— %	5.67 %
Asset-backed securities	—	5,009	3,304	—	—	—	8,313
Interest rate	— %	0.63 %	0.44 %	— %	— %	— %	0.54 %
Corporate securities	41,522	445,194	25,523	—	—	—	512,239
Interest rate	1.82 %	1.38 %	1.59 %	— %	— %	— %	1.42 %
Subtotal	57,991	630,797	589,250	63,006	—	—	1,341,044
Interest rate (FTE)	2.02 %	1.57 %	2.18 %	5.97 %	— %	— %	2.06 %
Mortgage backed securities and residential collateralized mortgage obligations	—	—	—	—	251,783	—	251,783
Interest rate	— %	— %	— %	— %	1.81 %	— %	1.81 %
Other without set maturities	—	—	—	—	—	7,954	7,954
Interest rate (FTE)	— %	— %	— %	— %	— %	1.76 %	1.76 %
Total	\$57,991	\$630,797	\$589,250	\$63,006	\$251,783	\$7,954	\$1,600,781
Interest rate (FTE)	2.02 %	1.57 %	2.18 %	5.97 %	1.81 %	1.76 %	2.00 %

The following table shows the amortized cost carrying amount and fair value of the Company's investment securities held to maturity as of the dates indicated:

## Held to Maturity Portfolio

At December 31, (In thousands)	2014	2013	2012
Securities of U.S. Government sponsored entities	\$ 1,066	\$ 1,601	\$ 3,232
Residential mortgage backed securities	59,078	65,076	72,807
Obligations of states and political subdivisions	720,189	756,707	680,802
Residential collateralized mortgage obligations	258,325	308,915	399,200

Total	\$ 1,038,658	\$ 1,132,299	\$ 1,156,041
Fair value	\$ 1,048,562	\$ 1,112,676	\$ 1,184,557

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The following table sets forth the relative maturities and contractual yields of the Company's held to maturity securities at December 31, 2014. Yields on state and political subdivision securities have been calculated on a fully taxable equivalent basis using the current federal statutory rate. Mortgage-backed securities are shown separately because they are typically paid in monthly installments over a number of years.

## Held to Maturity Maturity Distribution

At December 31, 2014 (\$ in thousands)	Within One year	After one but within five years	After five but within ten years	After ten years	Mortgage- backed	Total
Securities of U.S. Government sponsored entities	\$—	\$—	\$ 1,066	\$—	\$—	\$ 1,066
Interest rate	— %	— %	1.76 %	— %	— %	1.76 %
States and political subdivisions	15,355	228,380	284,153	192,301	—	720,189
Interest rate (FTE)	4.89 %	3.86 %	3.88 %	4.61 %	—	4.09 %
Subtotal	15,355	228,380	285,219	192,301	—	721,255
Interest rate (FTE)	4.89 %	3.86 %	3.87 %	4.61 %	—	4.09 %
Mortgage backed securities and residential collateralized mortgage obligations	—	—	—	—	317,403	317,403
Interest rate	—	—	—	—	1.95 %	1.95 %
Total	\$ 15,355	\$ 228,380	\$ 285,219	\$ 192,301	\$ 317,403	\$ 1,038,658
Interest rate (FTE)	4.89 %	3.86 %	3.87 %	4.61 %	1.95 %	3.43 %

The following tables summarize the total general obligation and revenue bonds issued by states and political subdivisions held in the Company's investment securities portfolios as of the dates indicated, identifying the state in which the issuing government municipality or agency operates.

At December 31, 2014, the Company's investment securities portfolios included securities issued by 763 state and local government municipalities and agencies located within 45 states with a fair value of \$911.0 million. The largest exposure to any one municipality or agency was \$7.4 million (fair value) represented by three revenue bonds.

	At December 31, 2014	
	Amortized Cost	Fair Value
	(In thousands)	
Obligations of states and political subdivisions:		
General obligation bonds:		
California	\$ 107,997	\$ 110,563
Texas	65,292	66,162
Pennsylvania	48,675	49,546
Minnesota	33,524	33,840
New Jersey	30,223	30,598
Arizona	28,492	29,378
Other (34 states)	249,513	254,043
Total general obligation bonds	\$ 563,716	\$ 574,130
Revenue bonds:		
California	\$ 60,473	\$ 62,788
Pennsylvania	29,462	30,101

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Kentucky	19,975	20,370
Iowa	18,225	18,898
Colorado	18,532	18,862
Indiana	16,865	16,859
Other (31 states)	164,848	168,972
Total revenue bonds	\$ 328,380	\$ 336,850
Total obligations of states and political subdivisions	\$ 892,096	\$ 910,980

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At December 31, 2013, the Company's investment securities portfolios included securities issued by 808 state and local government municipalities and agencies located within 47 states with a fair value of \$932.6 million. The largest exposure to any one municipality or agency was \$5.3 million (fair value) represented by two revenue bonds.

	At December 31, 2013	
	Amortized Cost	Fair Value
	(In thousands)	
<b>Obligations of states and political subdivisions:</b>		
<b>General obligation bonds:</b>		
California	\$ 119,215	\$ 119,360
Texas	57,433	56,594
Pennsylvania	48,722	47,394
Other (37 states)	375,640	371,215
<b>Total general obligation bonds</b>	<b>\$ 601,010</b>	<b>\$ 594,563</b>
<b>Revenue bonds:</b>		
California	\$ 63,001	\$ 64,246
Pennsylvania	29,537	28,898
Colorado	18,176	17,563
Indiana	17,811	17,031
Other (37 states)	213,254	210,336
<b>Total revenue bonds</b>	<b>\$ 341,779</b>	<b>\$ 338,074</b>
<b>Total obligations of states and political subdivisions</b>	<b>\$ 942,789</b>	<b>\$ 932,637</b>

At December 31, 2014, the revenue bonds in the Company's investment securities portfolios were issued by state and local government municipalities and agencies to fund public services such as water utility, sewer utility, recreational and school facilities, and general public and economic improvements. The revenue bonds were payable from 25 revenue sources. The revenue sources that represent 5% or more individually of the total revenue bonds are summarized in the following table.

	At December 31, 2014	
	Amortized Cost	Fair Value
	(In thousands)	
<b>Revenue bonds by revenue source</b>		
Water	\$ 66,305	\$ 68,885
Sewer	48,461	49,773
Sales tax	35,045	36,289
Lease (renewal)	21,789	22,091
Lease (abatement)	19,002	19,710
College & University	17,655	17,849
Other	120,123	122,253
<b>Total revenue bonds by revenue source</b>	<b>\$ 328,380</b>	<b>\$ 336,850</b>

At December 31, 2013, the revenue bonds in the Company's investment securities portfolios were issued by state and local government municipalities and agencies to fund public services such as water utility, sewer utility, recreational and school facilities, and general public and economic improvements. The revenue bonds were payable from 27 revenue sources. The revenue sources that represent 5% or more individually of the total revenue bonds are summarized in the following table.



	At December 31, 2013	
	Amortized Cost	Fair Value
	(In thousands)	
Revenue bonds by revenue source		
Water	\$ 70,924	\$ 70,948
Sewer	49,625	48,911
Sales tax	34,291	33,465
Lease (abatement)	21,821	22,033
Lease (renewal)	21,353	20,742
Other	143,765	141,975
Total revenue bonds by revenue source	\$ 341,779	\$ 338,074

See Note 2 to the unaudited consolidated financial statements for additional information related to the investment securities.

#### Loan Portfolio

The Company originates loans with the intent to hold such assets until principal is repaid. Management follows written loan underwriting policies and procedures which are approved by the Bank's Board of Directors. Loans are underwritten following approved underwriting standards and lending authorities within a formalized organizational structure. The Board of Directors also approves independent real estate appraisers to be used in obtaining estimated values for real property serving as loan collateral. Prevailing economic trends and conditions are also taken into consideration in loan underwriting practices.

All loan applications must be for clearly defined legitimate purposes with a determinable primary source of repayment, and as appropriate, secondary sources of repayment. All loans are supported by appropriate documentation such as current financial statements, tax returns, credit reports, collateral information, guarantor asset verification, title reports, appraisals, and other relevant documentation.

Commercial loans represent term loans used to acquire durable business assets or revolving lines of credit used to finance working capital. Underwriting practices evaluate each borrower's cash flow as the principal source of loan repayment. Commercial loans are generally secured by the borrower's business assets as a secondary source of repayment. Commercial loans are evaluated for credit-worthiness based on prior loan performance, borrower financial information including cash flow, borrower net worth and aggregate debt.

Commercial real estate loans represent term loans used to acquire real estate to be operated by the borrower in a commercial capacity. Underwriting practices evaluate each borrower's global cash flow as the principal source of loan repayment, independent appraisal of value of the property, and other relevant factors. Commercial real estate loans are generally secured by a first lien on the property as a secondary source of repayment.

Real estate construction loans represent the financing of real estate development. Loan principal disbursements are controlled through the use of project budgets, and disbursements are approved based on construction progress, which is validated by project site inspections. The real estate serves as collateral, secured by a first lien position on the property.

Residential real estate loans generally represent first lien mortgages used by the borrower to purchase or refinance a principal residence. For interest-rate risk purposes, the Company offers only fully-amortizing, adjustable-rate

mortgages. In underwriting first lien mortgages, the Company evaluates each borrower's ability to repay the loan, an independent appraisal of the value of the property, and other relevant factors. The Company does not offer riskier mortgage products, such as non-amortizing "interest-only" mortgages and "negative amortization" mortgages.

For loans secured by real estate, the Bank requires title insurance to insure the status of its lien and each borrower is obligated to insure the real estate collateral, naming the Company as loss payee, in an amount sufficient to repay the principal amount outstanding in the event of a property casualty loss.

Consumer installment and other loans are predominantly comprised of indirect automobile loans with underwriting based on credit history and scores, personal income, debt service capacity, and collateral values.

For management purposes, the Company segregates its loan portfolio into three segments. Loans originated by the Company following its loan underwriting policies and procedures are separated from purchased loans. Former County Bank loans purchased from the FDIC are segregated as are former Sonoma Valley Bank loans also purchased from the FDIC. Loan volumes have declined due to problem loan workout activities, particularly with purchased loans, and reduced volumes of loan originations. In Management's opinion, current levels of competitive loan pricing do not provide adequate forward earnings potential. As a result, the Company has not currently taken an aggressive posture relative to loan portfolio growth.



The following table shows the composition of the loan portfolio of the Company by type of loan and type of borrower, on the dates indicated:

#### Loan Portfolio

At December 31, (In thousands)	2014	2013	2012	2011	2010
Commercial	\$391,815	\$364,159	\$401,331	\$513,362	\$658,988
Commercial real estate	718,604	799,019	916,594	1,114,496	1,271,510
Construction	13,872	13,896	16,515	34,437	74,645
Residential real estate	149,827	185,057	234,035	286,727	335,625
Consumer installment and other	426,172	465,613	542,882	574,784	581,316
Total loans	\$1,700,290	\$1,827,744	\$2,111,357	\$2,523,806	\$2,922,084

The following table shows the maturity distribution and interest rate sensitivity of commercial, commercial real estate, and construction loans at December 31, 2014. Balances exclude residential real estate loans and consumer loans totaling \$576.0 million. These types of loans are typically paid in monthly installments over a number of years.

#### Loan Maturity Distribution

At December 31, 2014 (In thousands)	Within One Year	One to Five Years	After Five Years	Total
Commercial and commercial real estate	\$416,567	\$ 510,027	\$ 183,825	\$1,110,419
Construction	13,872	—	—	13,872
Total	\$430,439	\$ 510,027	\$ 183,825	\$1,124,291
Loans with fixed interest rates	\$151,968	\$ 90,384	\$ 64,016	\$306,368
Loans with floating or adjustable interest rates	278,471	419,643	119,809	817,923
Total	\$430,439	\$ 510,027	\$ 183,825	\$1,124,291

#### Commitments and Letters of Credit

The Company issues formal commitments on lines of credit to well-established and financially responsible commercial enterprises. Such commitments can be either secured or unsecured and are typically in the form of revolving lines of credit for seasonal working capital needs. Occasionally, such commitments are in the form of letters of credit to facilitate the customers' particular business transactions. Commitment fees are generally charged for commitments and letters of credit. Commitments on lines of credit and letters of credit typically mature within one year. For further information, see the accompanying notes to the consolidated financial statements.

#### Loan Portfolio Credit Risk

The Company extends loans to commercial and consumer customers in Northern and Central California. These lending activities expose the Company to the risk borrowers will default, causing loan losses. The Company's lending activities are exposed to various qualitative risks. All loan segments are exposed to risks inherent in the economy and market conditions. Significant risk characteristics related to the commercial loan segment include the borrowers' business performance and financial condition, and the value of collateral for secured loans. Significant risk characteristics related to the commercial real estate segment include the borrowers' business performance and the value of properties collateralizing the loans. Significant risk characteristics related to the construction loan segment include the borrowers' performance in successfully developing the real estate into the intended purpose and the value of the property collateralizing the loans. Significant risk characteristics related to the residential real estate segment include

the borrowers' financial wherewithal to service the mortgages and the value of the property collateralizing the loans. Significant risk characteristics related to the consumer loan segment include the financial condition of the borrowers and the value of collateral securing the loans.

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The preparation of the financial statements requires Management to estimate the amount of losses inherent in the loan portfolio and establish an allowance for credit losses. The allowance for credit losses is established by assessing a provision for loan losses against the Company's earnings. In estimating credit losses, Management must exercise judgment in evaluating information deemed relevant, such as financial information regarding individual borrowers, overall credit loss experience, the amount of past due, nonperforming and classified loans, recommendations of regulatory authorities, prevailing economic conditions and other information. The amount of ultimate losses on the loan portfolio can vary from the estimated amounts. Management follows a systematic methodology to estimate loss potential in an effort to reduce the differences between estimated and actual losses.

The Company closely monitors the markets in which it conducts its lending operations and follows a strategy to control exposure to loans with high credit risk. The Bank's organization structure separates the functions of business development and loan underwriting; Management believes this segregation of duties avoids inherent conflicts of combining business development and loan approval functions. In measuring and managing credit risk, the Company adheres to the following practices.

- The Bank maintains a Loan Review Department which reports directly to the Board of Directors. The Loan Review Department performs independent evaluations of loans and assigns credit risk grades to evaluated loans using grading standards employed by bank regulatory agencies. Those loans judged to carry higher risk attributes are referred to as "classified loans." Classified loans receive elevated management attention to maximize collection.
- The Bank maintains two loan administration offices whose sole responsibility is to manage and collect classified loans.

Classified loans with higher levels of credit risk are further designated as "nonaccrual loans." Management places classified loans on nonaccrual status when full collection of contractual interest and principal payments is in doubt. Uncollected interest previously accrued on loans placed on nonaccrual status is reversed as a charge against interest income. The Company does not accrue interest income on loans following placement on nonaccrual status. Interest payments received on nonaccrual loans are applied to reduce the carrying amount of the loan unless the carrying amount is well secured by loan collateral. "Nonperforming assets" include nonaccrual loans, loans 90 or more days past due and still accruing, and repossessed loan collateral (commonly referred to as "Other Real Estate Owned").

The former County Bank loans and repossessed loan collateral were purchased from the FDIC with indemnifying loss-sharing agreements. The loss-sharing agreement on single-family residential real estate assets expires February 6, 2019. The loss-sharing agreement on non-single-family residential real estate assets expired February 6, 2014 as to losses and expires February 6, 2017 as to loss recoveries; the Company reclassified assets for which loss indemnification expired during the first quarter 2014 from "purchased covered" to "purchased non-covered".

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## Nonperforming Assets

	2014	2013	At December 31,		2010
			2012	2011	
	(In thousands)				
<b>Originated:</b>					
Nonperforming nonaccrual loans	\$5,296	\$5,301	\$10,016	\$10,291	\$20,845
Performing nonaccrual loans	13	75	1,759	5,256	23
Total nonaccrual loans	5,309	5,376	11,775	15,547	20,868
Accruing loans 90 or more days past due	502	410	455	2,047	766
Total nonperforming loans	5,811	5,786	12,230	17,594	21,634
Other real estate owned	4,809	5,527	9,295	14,868	11,424
Total nonperforming assets	\$10,620	\$11,313	\$21,525	\$32,462	\$33,058
<b>Purchased covered:</b>					
Nonperforming nonaccrual loans	\$297	\$11,672	\$11,698	\$9,388	\$28,581
Performing nonaccrual loans	-	636	1,323	4,924	18,564
Total nonaccrual loans	297	12,308	13,021	14,312	47,145
Accruing loans 90 or more days past due	-	-	155	241	355
Total nonperforming loans	297	12,308	13,176	14,553	47,500
Other real estate owned	-	7,793	13,691	19,135	21,791
Total nonperforming assets	\$297	\$20,101	\$26,867	\$33,688	\$69,291
<b>Purchased non-covered:</b>					
Nonperforming nonaccrual loans	\$11,901	\$2,920	\$7,038	\$16,170	\$29,311
Performing nonaccrual loans	97	698	461	7,037	9,852
Total nonaccrual loans	11,998	3,618	7,499	23,207	39,163
Accruing loans 90 or more days past due	-	-	4	34	1
Total nonperforming loans	11,998	3,618	7,503	23,241	39,164
Other real estate owned	1,565	-	3,366	11,632	2,196
Total nonperforming assets	\$13,563	\$3,618	\$10,869	\$34,873	\$41,360
Total nonperforming assets	\$24,480	\$35,032	\$59,261	\$101,023	\$143,709

The Bank's commercial loan customers are primarily small businesses and professionals. As a result, average loan balances are relatively small, providing risk diversification within the overall loan portfolio. At December 31, 2014, the Bank's nonaccrual loans reflected this diversification: nonaccrual originated loans with a carrying value totaling \$5 million comprised eleven borrowers, and nonaccrual purchased loans with a carrying value totaling \$12 million comprised thirteen borrowers.

Management believes the overall credit quality of the loan portfolio is reasonably stable; however, classified and nonperforming assets could fluctuate from period to period. The performance of any individual loan can be affected by external factors such as the interest rate environment, economic conditions, and collateral values or factors particular to the borrower. No assurance can be given that additional increases in nonaccrual and delinquent loans will not occur in the future.

## Allowance for Credit Losses

The Company's allowance for credit losses represents Management's estimate of credit losses inherent in the loan portfolio. In evaluating credit risk for loans, Management measures loss potential of the carrying value of loans. As described above, payments received on nonaccrual loans may be applied against the principal balance of the loans until such time as full collection of the remaining recorded balance is expected. Further, the carrying value of purchased loans includes fair value discounts assigned at the time of purchase under the provisions of FASB ASC 805, Business Combinations, and FASB ASC 310-30, Loans or Debt Securities with Deteriorated Credit Quality. The allowance for credit losses represents Management's estimate of credit losses in excess of these reductions to the carrying value of loans within the loan portfolio.

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The following table summarizes the allowance for credit losses, chargeoffs and recoveries of the Company for the periods indicated:

For the Years Ended December 31,

(\$ in thousands)	2014	2013	2012	2011	2010
<b>Analysis of the Allowance for Credit Losses</b>					
Balance, beginning of period	\$34,386	\$32,927	\$35,290	\$38,329	\$43,736
Provision for loan losses	2,800	8,000	11,200	11,200	11,200
Provision for unfunded commitments	—	—	—	—	—
<b>Loans charged off:</b>					
Commercial	(1,890 )	(2,857 )	(6,851 )	(8,280 )	(6,844 )
Commercial real estate	(762 )	(997 )	(1,202 )	(1,332 )	(1,256 )
Real estate construction	—	—	(2,217 )	(2,167 )	(1,668 )
Real estate residential	(30 )	(109 )	(1,156 )	(739 )	(1,686 )
Consumer and other installment	(4,214 )	(4,097 )	(5,685 )	(6,754 )	(8,814 )
Purchased covered loans	—	(2,286 )	(953 )	(987 )	—
Purchased non-covered loans	(522 )	(385 )	(110 )	—	—
Total chargeoffs	(7,418 )	(10,731 )	(18,174 )	(20,259 )	(20,268 )
<b>Recoveries of loans previously charged off:</b>					
Commercial	2,250	1,575	1,317	3,129	948
Commercial real estate	213	191	203	—	4
Real estate construction	3	—	224	1	—
Consumer and other installment	1,869	2,152	2,723	2,890	2,709
Purchased covered loans	—	272	144	—	—
Purchased non-covered loans	75	—	—	—	—
Total recoveries	4,410	4,190	4,611	6,020	3,661
Net loan losses	(3,008 )	(6,541 )	(13,563 )	(14,239 )	(16,607 )
Balance, end of period	\$34,178	\$34,386	\$32,927	\$35,290	\$38,329
<b>Components:</b>					
Allowance for loan losses	\$31,485	\$31,693	\$30,234	\$32,597	\$35,636
Liability for off-balance sheet credit exposure	2,693	2,693	2,693	2,693	2,693
Allowance for credit losses	\$34,178	\$34,386	\$32,927	\$35,290	\$38,329
<b>Net loan losses:</b>					
Originated loans	\$(2,561 )	\$(4,142 )	\$(12,644 )	\$(13,252 )	\$(16,607 )
Purchased covered loans	—	(2,014 )	(809 )	(987 )	—
Purchased non-covered loans	(447 )	(385 )	(110 )	—	—
Net loan losses as a percentage of average loans	0.17 %	0.33 %	0.59 %	0.52 %	0.56 %

The Company's allowance for credit losses is maintained at a level considered appropriate to provide for losses that can be estimated based upon specific and general conditions. These include conditions unique to individual borrowers, as well as overall credit loss experience, the amount of past due, nonperforming and classified loans, the amount of non-indemnified purchased loans, recommendations of regulatory authorities, prevailing economic conditions and other factors. A portion of the allowance is individually allocated to impaired loans whose full collectability of principal is uncertain. Such allocations are determined by Management based on loan-by-loan analyses. The Company evaluates all loans with outstanding principal balances in excess of \$500 thousand which are classified or on nonaccrual status and all "troubled debt restructured" loans for impairment. The remainder of the loan portfolio is collectively evaluated for impairment based in part on quantitative analyses of historical credit loss experience of loan portfolio segments to determine standard loss rates for each segment. The loss rate for each loan portfolio segment reflects both the historical loss experience during a look-back period and the loss emergence period. During 2014, the Company refined its processes used to measure look-back periods and loss emergence periods. The loss rates are

applied to segmented loan balances to allocate the allowance to the segments of the loan portfolio.

Purchased loans were recorded on the date of purchase at estimated fair value; fair value discounts include a component for estimated credit losses. The Company evaluates all nonaccrual purchased loans with outstanding principal balances in excess of \$500 thousand for impairment; the impaired loan value is compared to the recorded investment in the loan, which has been reduced by the credit default discount estimated on the date of purchase. If Management's impairment analysis determines the impaired loan value is less than the recorded investment in the purchased loan, an allocation of the allowance for credit losses is established for the deficiency. For all other purchased loan portfolio segments, Management applies the standard loss rates to the purchased loan portfolio segments to determine initial allocations of the allowance. Further, liquidating purchased consumer installment loans are evaluated separately by applying historical loss rates to forecasted liquidating principal balances to initially measure losses inherent in this portfolio segment. The initial allocations of the allowance to purchased loan portfolio segments are compared to credit default discounts ascribed to each segment. Management establishes allocations of the allowance for credit losses for any estimated deficiency.

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The remainder of the allowance is considered to be unallocated. The unallocated allowance is established to provide for probable losses that have been incurred as of the reporting date but not reflected in the allocated allowance. The unallocated allowance addresses additional qualitative factors consistent with Management's analysis of the level of risks inherent in the loan portfolio, which are related to the risks of the Company's general lending activity. Included in the unallocated allowance is the risk of losses that are attributable to national or local economic or industry trends which have occurred but have not yet been recognized in loan chargeoff history (external factors). The primary external factor evaluated by the Company and the judgmental amount of unallocated reserve assigned by Management as of December 31, 2014 are economic and business conditions \$1.7 million. Also included in the unallocated allowance is the risk of losses attributable to general attributes of the Company's loan portfolio and credit administration (internal factors). The internal factors evaluated by the Company and the judgmental amount of unallocated reserve assigned by Management are: loan review system \$1.8 million, adequacy of lending Management and staff \$1.7 million, concentrations of credit \$3.2 million, and other factors. By their nature, these risks are not readily allocable to any specific loan category in a statistically meaningful manner and are difficult to quantify with a specific number. Management assigns a range of estimated risk to the qualitative risk factors described above based on Management's judgment as to the level of risk, and assigns a quantitative risk factor from the range of loss estimates to determine the appropriate level of the unallocated portion of the allowance.

The following table presents the allocation of the allowance for credit losses as of December 31 for the years indicated:

At December 31, 2014	2013		2012		2011		2010			
	Loans as Allocation of the Allowance Balance	Percent of Total Loans	Loans as Allocation of the Allowance Balance	Percent of Total Loans	Loans as Allocation of the Allowance Balance	Percent of Total Loans	Loans as Allocation of the Allowance Balance	Percent of Total Loans		
(\$ in thousands)										
Originated loans:										
Commercial	\$7,868	22 %	\$5,663	18 %	\$8,179	16 %	\$7,672	16 %	\$9,878	16 %
Commercial real estate	4,245	33 %	12,070	33 %	10,072	30 %	10,611	28 %	9,607	26 %
Construction	988	1 %	639	— %	484	— %	2,376	— %	3,559	1 %
Residential real estate	2,241	9 %	405	10 %	380	10 %	781	11 %	617	10 %
Consumer installment & other	8,154	22 %	3,695	22 %	3,613	22 %	3,270	19 %	6,982	16 %
Purchased covered loans	—	1 %	1,561	14 %	1,005	18 %	—	21 %	—	24 %
Purchased non-covered loans	2,120	12 %	—	3 %	—	4 %	—	5 %	—	7 %
Unallocated portion	8,562	— %	10,353	— %	9,194	— %	10,580	— %	7,686	— %
Total	\$34,178	100 %	\$34,386	100 %	\$32,927	100 %	\$35,290	100 %	\$38,329	100 %

## Allowance for Credit Losses



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For the Year Ended December 31, 2014

	Commercial Real Commercial	Commercial Estate	Construction	Residential Real Estate	Consumer Installment and Other	Purchased Non-covered Loans	Purchased Covered Loans	Unallocated	Total
(In thousands)									
Allowance for loan losses:									
Balance at beginning of period	\$4,005	\$ 12,070	\$ 602	\$ 405	\$ 3,198	\$ -	\$ 1,561	\$ 9,852	\$31,693
Additions:									
Provision	1,095	(7,276 )	39	1,866	6,864	1,006	-	(794 )	2,800
Deductions:									
Chargeoffs	(1,890)	(762 )	-	(30 )	(4,214 )	(522 )	-	-	(7,418 )
Recoveries	2,250	213	3	-	1,869	75	-	-	4,410
Net loan recoveries (losses)	360	(549 )	3	(30 )	(2,345 )	(447 )	-	-	(3,008 )
Indemnification expiration	-	-	-	-	-	1,561	(1,561 )	-	-
Balance at end of period	5,460	4,245	644	2,241	7,717	2,120	-	9,058	31,485
Liability for off-balance sheet credit exposure	2,408	-	344	-	437	-	-	(496 )	2,693
Total allowance for credit losses	\$7,868	\$ 4,245	\$ 988	\$ 2,241	\$ 8,154	\$ 2,120	\$ -	\$ 8,562	\$34,178

Allowance for Credit Losses and Recorded Investment in Loans Evaluated for Impairment  
At December 31, 2014

	Commercial	Commercial Real Estate	Construction	Residential Real Estate	Consumer Installment and Other	Purchased Non-covered Loans	Purchased Covered Loans	Unallocated	Total
(In thousands)									
Allowance for credit losses:									
Individually evaluated for impairment	\$ 496	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 496
Collectively evaluated for impairment	7,372	4,245	988	2,241	8,154	2,120	-	8,562	33,682
Purchased loans with evidence of credit deterioration	-	-	-	-	-	-	-	-	-
<b>Total</b>	<b>\$ 7,868</b>	<b>\$ 4,245</b>	<b>\$ 988</b>	<b>\$ 2,241</b>	<b>\$ 8,154</b>	<b>\$ 2,120</b>	<b>\$ -</b>	<b>\$ 8,562</b>	<b>\$ 34,178</b>
Carrying value of loans:									
Individually evaluated for impairment	\$ 11,811	\$ 2,970	\$ -	\$ 574	\$ 599	\$ 12,364	\$ -	\$ -	\$ 28,318
Collectively evaluated for impairment	362,194	564,624	11,003	146,351	370,243	196,034	16,851	-	1,667,300
Purchased loans with evidence of credit deterioration	-	-	-	-	-	4,445	227	-	4,672
<b>Total</b>	<b>\$ 374,005</b>	<b>\$ 567,594</b>	<b>\$ 11,003</b>	<b>\$ 146,925</b>	<b>\$ 370,842</b>	<b>\$ 212,843</b>	<b>\$ 17,078</b>	<b>\$ -</b>	<b>\$ 1,700,290</b>

Management considers the \$34.2 million allowance for credit losses to be adequate as a reserve against credit losses inherent in the loan portfolio as of December 31, 2014.

See Note 3 to the consolidated financial statements for additional information related to the loan portfolio, loan portfolio credit risk, and allowance for credit losses.

#### Asset/Liability and Market Risk Management

Asset/liability management involves the evaluation, monitoring and management of interest rate risk, market risk, liquidity and funding. The fundamental objective of the Company's management of assets and liabilities is to

maximize its economic value while maintaining adequate liquidity and a conservative level of interest rate risk.

#### Interest Rate Risk

Interest rate risk is a significant market risk affecting the Company. Many factors affect the Company's exposure to interest rates, such as general economic and financial conditions, customer preferences, historical pricing relationships, and re-pricing characteristics of financial instruments. Assets and liabilities may mature or re-price at different times. Assets and liabilities may re-price at the same time but by different amounts. Short-term and long-term market interest rates may change by different amounts. The timing and amount of cash flows of various assets or liabilities may shorten or lengthen as interest rates change. In addition, the changing levels of interest rates may have an impact on loan demand, demand for various deposit products, credit losses, and other elements of earnings such as account analysis fees on commercial deposit accounts and correspondent bank service charges.

The Company's earnings are affected not only by general economic conditions, but also by the monetary and fiscal policies of the U.S. and its agencies, particularly the Federal Reserve Board (the "FRB"). The monetary policies of the FRB can influence the overall growth of loans, investment securities, and deposits and the level of interest rates earned on assets and paid for liabilities. The nature and impact of future changes in monetary policies are generally not predictable.

The Federal Open Market Committee's January 28, 2015 press release stated "To support continued progress toward maximum employment and price stability, the Committee today reaffirmed its view that the current 0 to 1/4 percent target range for the federal funds rate remains appropriate. In determining how long to maintain this target range, the Committee will assess progress --both realized and expected--toward its objectives of maximum employment and 2 percent inflation. This assessment will take into account a wide range of information, including measures of labor market conditions, indicators of inflation pressures and inflation expectations, and readings on financial and international developments. Based on its current assessment, the Committee judges that it can be patient in beginning to normalize the stance of monetary policy" In this context, Management's most likely earnings forecast for the twelve months ending December 31, 2015 assumes market interest rates remain relatively stable and yields on newly originated or refinanced loans and on purchased investment securities will reflect current interest rates, which are generally lower than yields on the Company's older dated loans and investment securities.

In adjusting the Company's asset/liability position, Management attempts to manage interest rate risk while enhancing the net interest margin and net interest income. At times, depending on expected increases or decreases in general interest rates, the relationship between long and short term interest rates, market conditions and competitive factors, Management may adjust the Company's interest rate risk position in order to manage its net interest margin and net interest income. The Company's results of operations and net portfolio values remain subject to changes in interest rates and to fluctuations in the difference between long and short term interest rates.

The Company's asset and liability position was slightly "asset sensitive" at December 31, 2014, depending on the interest rate assumptions applied to the simulation model employed by Management to measure interest rate risk. An "asset sensitive" position results in a slightly larger change in interest income than in interest expense resulting from application of assumed interest rate changes. Simulation estimates depend on, and will change with, the size and mix of the actual and projected balance sheet at the time of each simulation. Management's interest rate risk management is currently biased toward stable interest rates in the near-term, and ultimately, rising interest rates. Management continues to monitor the interest rate environment as well as economic conditions and other factors it deems relevant in managing the Company's exposure to interest rate risk.

The Company does not currently engage in trading activities or use derivative instruments to control interest rate risk, even though such activities may be permitted with the approval of the Company's Board of Directors.

#### Market Risk - Equity Markets

Equity price risk can affect the Company. As an example, any preferred or common stock holdings, as permitted by banking regulations, can fluctuate in value. Management regularly assesses the extent and duration of any declines in market value, the causes of such declines, the likelihood of a recovery in market value, and its intent to hold securities until a recovery in value occurs. Declines in value of preferred or common stock holdings that are deemed "other than temporary" could result in loss recognition in the Company's income statement.

Fluctuations in the Company's common stock price can impact the Company's financial results in several ways. First, the Company has regularly repurchased and retired its common stock; the market price paid to retire the Company's common stock can affect the level of the Company's shareholders' equity, cash flows and shares outstanding. Second, the Company's common stock price impacts the number of dilutive equivalent shares used to compute diluted earnings per share. Third, fluctuations in the Company's common stock price can motivate holders of options to purchase Company common stock through the exercise of such options thereby increasing the number of shares outstanding. Finally, the amount of compensation expense associated with share based compensation fluctuates with changes in and the volatility of the Company's common stock price.

#### Market Risk - Other

Market values of loan collateral can directly impact the level of loan charge-offs and the provision for loan losses. The financial condition and liquidity of debtors issuing bonds and debtors whose mortgages or other obligations are securitized can directly impact the credit quality of the Company's investment portfolio requiring the Company to recognize other than temporary impairment charges. Other types of market risk, such as foreign currency exchange risk and commodity price risk, are not significant in the normal course of the Company's business activities.

#### Liquidity and Funding

The objective of liquidity management is to manage cash flow and liquidity reserves so that they are adequate to fund the Company's operations and meet obligations and other commitments on a timely basis and at a reasonable cost. The Company achieves this objective through the selection of asset and liability maturity mixes that it believes best meet its needs. The Company's liquidity position is enhanced by its ability to raise additional funds as needed in the wholesale markets.

In recent years, the Company's deposit base has provided the majority of the Company's funding requirements. This relatively stable and low-cost source of funds, along with shareholders' equity, provided 97 percent of funding for average total assets in 2014 and 2013. The stability of the Company's funding from customer deposits is in part reliant on the confidence clients have in the Company. The Company places a very high priority in maintaining this

confidence through conservative credit and capital management practices and by maintaining an appropriate level of liquidity reserves.

During 2014 and 2013, non-deposit funding has continued to be provided by short-term borrowings, a term repurchase agreement until repayment in August 2014, and Federal Home Loan Bank advances, and additionally, long-term debt until repayment in October 2013. These non-deposit sources of funds comprise a modest portion of total funding.

Liquidity is further provided by assets such as balances held at the Federal Reserve Bank, investment securities, and amortizing loans. The Company's investment securities portfolio provides a substantial secondary liquidity reserve. The Company held \$2.6 billion in total investment securities at December 31, 2014. Under certain deposit, borrowing and other arrangements, the Company must hold and pledge investment securities as collateral. At December 31, 2014, such collateral requirements totaled approximately \$758 million.

Liquidity risk can result from the mismatching of asset and liability cash flows, or from disruptions in the financial markets. The Company performs liquidity stress tests on a periodic basis to evaluate the sustainability of its liquidity. Under the stress testing, the Company assumes outflows of funds increase beyond expected levels. Measurement of such heightened outflows considers the composition of the Company's deposit base, including any concentration of deposits, non-deposit funding such as short-term borrowings and Federal Home Loan Bank advances, and unfunded lending commitments. The Company evaluates its stock of highly liquid assets to meet the assumed higher levels of outflows. Highly liquid assets include cash and amounts due from other banks from daily transaction settlements, reduced by branch cash needs and Federal Reserve Bank reserve requirements, and investment securities based on regulatory risk-weighting guidelines. Based on the results of the most recent liquidity stress test, Management is satisfied with the liquidity condition of the Bank and the Company. However, no assurance can be given the Bank or Company will not experience a period of reduced liquidity.

Management will monitor the Company's cash levels throughout 2015. Loan demand from credit-worthy borrowers will be dictated by economic and competitive conditions. The Company aggressively solicits non-interest bearing demand deposits and money market checking deposits, which are the least sensitive to changes in interest rates. The growth of these deposit balances is subject to heightened competition, the success of the Company's sales efforts, delivery of superior customer service, new regulations and market conditions. The Company does not aggressively solicit higher-costing time deposits; as a result, Management anticipates such deposits will decline. Changes in interest rates, most notably rising interest rates, could impact deposit volumes. Depending on economic conditions, interest rate levels, and a variety of other conditions, deposit growth may be used to fund loans, reduce borrowings or purchase investment securities. However, due to possible concerns such as uncertainty in the general economic environment, competition and political uncertainty, loan demand and levels of customer deposits are not certain. Shareholder dividends are expected to continue subject to the Board's discretion and continuing evaluation of capital levels, earnings, asset quality and other factors.

Westamerica Bancorporation ("Parent Company") is a separate entity apart from Westamerica Bank ("Bank") and must provide for its own liquidity. In addition to its operating expenses, the Parent Company is responsible for the payment of dividends declared for its shareholders, and interest and principal on any outstanding debt. Substantially all of the Parent Company's revenues are obtained from subsidiary dividends and service fees. The Bank's dividends paid to the Parent Company and proceeds from the exercise of stock options provided adequate cash flow for the Parent Company in 2014 and 2013 to pay shareholder dividends of \$40 million each in respective periods, and retire common stock in the amount of \$53 million and \$57 million, respectively. Payment of dividends to the Parent Company by the Bank is limited under California and Federal laws. The Company believes these regulatory dividend restrictions will not have an impact on the Parent Company's ability to meet its ongoing cash obligations.

#### Contractual Obligations

The following table sets forth the known contractual obligations, except short-term borrowing arrangements and post-retirement benefit plans, of the Company:

At December 31, 2014 (In thousands)	Within One Year	Over One to Three Years	Over Three to Five Years	After Five Years	Total
Federal Home Loan Bank advances	\$ 20,015	\$ —	\$ —	\$ —	\$ 20,015
Operating Lease Obligations	7,691	7,875	4,000	363	19,929
Purchase Obligations	8,230	8,230	—	—	16,460
Total	\$ 35,936	\$ 16,105	\$ 4,000	\$ 363	\$ 56,404

Federal Home Loan Bank advances and operating lease obligations may be retired prior to the contractual maturity as discussed in the notes to the consolidated financial statements. The purchase obligation consists of the Company's minimum liabilities under contracts with third-party automation services providers.

#### Capital Resources

The Company has historically generated high levels of earnings, which provides a means of raising capital. The Company's net income as a percentage of average shareholders' equity ("return on equity" or "ROE") has been 11.6% in 2014, 12.5% in 2013 and 14.9% in 2012. The Company also raises capital as employees exercise stock options. Capital raised through the exercise of stock options totaled \$12.4 million in 2014, \$21.5 million in 2013 and \$7.6 million in 2012.

The Company paid common dividends totaling \$39.8 million in 2014, \$40.1 million in 2013 and \$41.0 million in 2012, which represent dividends per common share of \$1.52, \$1.49 and \$1.48, respectively. The Company's earnings have historically exceeded dividends paid to shareholders. The amount of earnings in excess of dividends provides the Company resources to finance growth and maintain appropriate levels of shareholders' equity. In the absence of profitable growth opportunities, the Company has repurchased and retired its common stock as another means to return earnings to shareholders. The Company repurchased and retired 1.0 million shares valued at \$52.7 million in 2014, 1.2 million shares valued at \$57.3 million in 2013 and 1.1 million shares valued at \$51.5 million in 2012.

The Company's primary capital resource is shareholders' equity, which was \$526.6 million at December 31, 2014 compared with \$542.9 million at December 31, 2013. The Company's ratio of equity to total assets was 10.46% at December 31, 2014 and 11.20% at December 31, 2013.

The Company performs capital stress tests on a periodic basis to evaluate the sustainability of its capital. Under the stress testing, the Company assumes various scenarios such as deteriorating economic and operating conditions, unanticipated asset devaluations, and significant operational lapses. The Company measures the impact of these scenarios on its earnings and capital. Based on the results of the most recent stress tests, Management is satisfied with the capital condition of the Bank and the Company. However, no assurance can be given the Bank or Company will not experience a period of reduced earnings or a reduction in capital from unanticipated events and circumstances.

#### Capital to Risk-Adjusted Assets

The following summarizes the ratios of regulatory capital to risk-adjusted assets for the Company on the dates indicated:

At December 31,	2014	2013	Minimum Regulatory Requirement	Well Capitalized
Tier I Capital	13.30 %	14.71 %	4.00 %	6.00 %
Total Capital	14.54 %	16.18 %	8.00 %	10.00 %
Leverage ratio	7.95 %	8.55 %	4.00 %	5.00 %

The following summarizes the ratios of capital to risk-adjusted assets for the Bank on the dates indicated:

At December 31,	2014	2013	Minimum Regulatory Requirement	Well Capitalized
Tier I Capital	12.04 %	13.26 %	4.00 %	6.00 %
Total Capital	13.49 %	14.93 %	8.00 %	10.00 %
Leverage ratio	7.16 %	7.67 %	4.00 %	5.00 %

FDIC-indemnified assets are generally 20% risk-weighted. The FDIC indemnification expires on February 6, 2019 as to single-family residential real estate indemnified assets and expired on February 6, 2014 as to non-single-family residential real estate indemnified assets. Subsequent to such dates, previously FDIC-indemnified assets will generally be included in the 100% risk-weight category. The expiration of FDIC indemnification related to non-single-family residential real estate assets on February 6, 2014 caused an increase in risk-weighted assets, and a corresponding decline in the Tier 1 and Total Capital ratios.

On July 2, 2013, the Federal Reserve Board approved a final rule that implements changes to the regulatory capital framework for all banking organizations. The rule's provisions which would most affect the regulatory capital



requirements of the Company and the Bank:

- Introduce a new “Common Equity Tier 1” capital measurement,
  - Establish higher minimum levels of capital,
  - Introduce a “capital conservation buffer,”
  - Increase the risk-weighting of certain assets, and
- Establish limits on the amount of deferred tax assets with any excess treated as a deduction from Tier 1 capital.

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Under the final rule, a banking organization that is not subject to the “advanced approaches rule” may make a one-time election not to include most elements of Accumulated Other Comprehensive Income, including net-of-tax unrealized gains and losses on available for sale investment securities, in regulatory capital. Neither the Company nor the Bank are subject to the “advanced approaches rule” and intend to make the election not to include most elements of Accumulated Other Comprehensive Income in regulatory capital.

Generally, banking organizations that are not subject to the “advanced approaches rule” must begin complying with the final rule on January 1, 2015; on such date, the Company and the Bank become subject to the revised definitions of regulatory capital, the new minimum regulatory capital ratios, and various regulatory capital adjustments and deductions according to transition provisions and timelines. All banking organizations must begin calculating standardized total risk-weighted assets on January 1, 2015. The transition period for the capital conservation buffer for all banking organizations will begin on January 1, 2016 and end January 1, 2019. Any bank subject to the rule which is unable to maintain its “capital conservation buffer” will be restricted in the payment of discretionary executive compensation and shareholder distributions, such as dividends and share repurchases.

The final rule does not supersede provisions of the Federal Deposit Insurance Corporation Improvement Act (FDICIA) requiring federal banking agencies to take prompt corrective action (PCA) to resolve problems of insured depository institutions. The final rule revises the PCA thresholds to incorporate the higher minimum levels of capital, including the newly proposed “common equity tier 1” ratio.

Management has evaluated the capital structure and assets for the Company and the Bank as of December 31, 2014 assuming the Federal Reserve’s final rule was currently fully phased-in. Based on this evaluation, the Company and the Bank currently maintain capital in excess of all the final rule regulatory ratios.

The Company and the Bank intend to maintain regulatory capital in excess of the highest regulatory standard. The Company and the Bank routinely project capital levels by analyzing forecasted earnings, credit quality, securities valuations, shareholder dividends, asset volumes, share repurchase activity, stock option exercise proceeds, and other factors. Based on current capital projections, the Company and the Bank expect to maintain regulatory capital levels exceeding the highest effective regulatory standard and pay quarterly dividends to shareholders. No assurance can be given that changes in capital management plans will not occur.

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## Deposit Categories

The Company primarily attracts deposits from local businesses and professionals, as well as through retail savings and checking accounts, and, to a more limited extent, certificates of deposit.

The following table summarizes the Company's average daily amount of deposits and the rates paid for the periods indicated:

## Deposit Distribution and Average Rates Paid

For the Years Ended December 31, (\$ in thousands)	2014				2013				2012			
	Average Balance	Percentage of Total Deposits	Rate		Average Balance	Percentage of Total Deposits	Rate		Average Balance	Percentage of Total Deposits	Rate	
Noninterest bearing demand	\$1,841,522	43.0 %	— %		\$1,683,447	40.4 %	— %		\$1,603,981	38.0 %	— %	
Interest bearing:												
Transaction	790,467	18.5 %	0.03 %		758,771	18.2 %	0.03 %		754,979	17.9 %	0.04 %	
Savings	1,215,035	28.4 %	0.07 %		1,151,360	27.7 %	0.08 %		1,132,980	26.9 %	0.08 %	
Time less than \$100 thousand	197,821	4.6 %	0.41 %		228,061	5.5 %	0.47 %		264,466	6.3 %	0.57 %	
Time \$100 thousand or more	237,002	5.5 %	0.38 %		341,184	8.2 %	0.32 %		460,833	10.9 %	0.33 %	
Total*	\$4,281,847	100.0 %	0.07 %		\$4,162,823	100.0 %	0.08 %		\$4,217,239	100.0 %	0.10 %	

\* The rates for total deposits reflect value of noninterest bearing deposits.

The Company's strategy includes building the value of its deposit base by building balances of lower-costing deposits and avoiding reliance on higher-costing time deposits. From 2012 to 2014 the deposit composition shifted from higher costing time deposits to lower costing checking and savings accounts. The Company's average balances of checking and savings accounts represented 90% of average balances of total deposits in 2014 compared with 86% in 2013 and 83% in 2012.

Total time deposits were \$385.1 million and \$492.8 million at December 31, 2014 and 2013, respectively. The following table sets forth, by time remaining to maturity, the Company's total domestic time deposits. The Company has no foreign time deposits.

## Time Deposits Maturity Distribution

(In thousands)	At December 31, 2014
2015	\$ 301,209
2016	39,530

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2017	18,571
2018	12,715
2019	10,843
Thereafter	2,275
Total	\$ 385,143

The following sets forth, by time remaining to maturity, the Company's domestic time deposits in amounts of \$100 thousand or more:

Time Deposits Over \$100,000 Maturity Distribution

(In thousands)	At December 31, 2014
Three months or less	\$ 106,807
Over three through six months	29,713
Over six through twelve months	35,545
Over twelve months	43,119
Total	\$ 215,184

## Short-term Borrowings

The following table sets forth the short-term borrowings of the Company:

## Short-Term Borrowings Distribution

(In thousands)	At December 31,		
	2014	2013	2012
Securities sold under agreements to repurchase the securities	\$89,784	\$62,668	\$53,687
Total short term borrowings	\$89,784	\$62,668	\$53,687

Further detail of federal funds purchased and other borrowed funds is as follows:

For the Years Ended December 31,

(\$ in thousands)	2014	2013	2012
<b>Federal funds purchased balances and rates paid on outstanding amount:</b>			
Average balance for the year	\$8	\$8	\$8
Maximum month-end balance during the year	—	—	—
Average interest rate for the year	0.48 %	0.60 %	0.58 %
Average interest rate at period end	— %	— %	— %
<b>Securities sold under agreements to repurchase the securities balances and rates paid on outstanding amount:</b>			
Average balance for the year	\$70,244	\$57,446	\$81,315
Maximum month-end balance during the year	89,784	66,640	116,974
Average interest rate for the year	0.07 %	0.07 %	0.07 %
Average interest rate at period end	0.06 %	0.07 %	0.07 %
<b>FHLB advances balances and rates paid on outstanding amount:</b>			
Average balance for the year	\$20,308	\$25,499	\$25,916
Maximum month-end balance during the year	20,530	25,780	26,004
Average interest rate for the year	2.00 %	1.88 %	1.86 %
Average interest rate at period end	2.04 %	1.96 %	1.88 %
<b>Term repurchase agreement balances and rates paid on outstanding amount:</b>			
Average balance for the year	\$6,082	\$10,000	\$10,000
Maximum month-end balance during the year	10,000	10,000	10,000
Average interest rate for the year	0.99 %	0.98 %	0.99 %
Average interest rate at period end	— %	0.97 %	0.97 %

## Financial Ratios

The following table shows key financial ratios for the periods indicated:

At and for the Years Ended December 31,	2014	2013	2012
Return on average total assets	1.22 %	1.38 %	1.64 %
Return on average common shareholders' equity	11.57 %	12.48 %	14.93 %
Average shareholders' equity as a percentage of:			
Average total assets	10.58 %	11.06 %	10.97 %
Average total loans	29.57 %	27.53 %	23.47 %
Average total deposits	12.24 %	12.93 %	12.88 %

Common dividend payout ratio	66	%	60	%	51	%
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## ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company does not currently engage in trading activities or use derivative instruments to control interest rate risk, even though such activities may be permitted with the approval of the Company's Board of Directors.

Credit risk and interest rate risk are the most significant market risks affecting the Company, and equity price risk can also affect the Company's financial results. These risks are described in the preceding sections regarding "Loan Portfolio Credit Risk," and "Asset/Liability and Market Risk Management." Other types of market risk, such as foreign currency exchange risk and commodity price risk, are not significant in the normal course of the Company's business activities.

## ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

## INDEX TO FINANCIAL STATEMENTS

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MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Management of Westamerica Bancorporation and subsidiaries (the "Company") is responsible for establishing and maintaining adequate internal control over financial reporting, and for performing an assessment of the effectiveness of internal control over financial reporting as of December 31, 2014. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. The Company's system of internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of Management and Directors of the Company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

Management performed an assessment of the effectiveness of the Company's internal control over financial reporting as of December 31, 2014 based upon criteria in Internal Control — Integrated Framework (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). Based on this assessment, Management determined that the Company's internal control over financial reporting was effective as of December 31, 2014 based on the criteria in Internal Control - Integrated Framework (1992) issued by COSO.

The Company's independent registered public accounting firm has issued an attestation report on Management's assessment of the Company's internal control over financial reporting. This report is included below.

Dated: February 27, 2015



REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Stockholders  
Westamerica Bancorporation:

We have audited Westamerica Bancorporation and subsidiaries (the Company) internal control over financial reporting as of December 31, 2014, based on criteria established in Internal Control – Integrated Framework (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2014, based on criteria established in Internal Control – Integrated Framework (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of the Company as of December 31, 2014 and 2013, and the related consolidated statements of income, comprehensive income, changes in shareholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2014, and our report dated February 27, 2015 expressed an unqualified opinion on those consolidated financial statements.

/s/ KPMG LLP  
KPMG LLP

San Francisco, California  
February 27, 2015

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WESTAMERICA BANCORPORATION  
CONSOLIDATED BALANCE SHEETS

	At December 31,	
	2014	2013
	(In thousands)	
<b>Assets</b>		
Cash and due from banks	\$380,836	\$472,028
Investment securities available for sale	1,600,781	1,079,381
Investment securities held to maturity, with fair values of \$1,048,562 at December 31, 2014 and \$1,112,676 at December 31, 2013	1,038,658	1,132,299
Loans	1,700,290	1,827,744
Allowance for loan losses	(31,485 )	(31,693 )
Loans, net of allowance for loan losses	1,668,805	1,796,051
Other real estate owned	6,374	13,320
Premises and equipment, net	37,852	37,314
Identifiable intangibles, net	14,287	18,557
Goodwill	121,673	121,673
Other assets	166,458	176,432
<b>Total Assets</b>	<b>\$5,035,724</b>	<b>\$4,847,055</b>
<b>Liabilities</b>		
<b>Deposits:</b>		
Noninterest bearing deposits	\$1,910,781	\$1,740,182
Interest bearing deposits	2,438,410	2,423,599
<b>Total deposits</b>	<b>4,349,191</b>	<b>4,163,781</b>
Short-term borrowed funds	89,784	62,668
Federal Home Loan Bank advances	20,015	20,577
Term repurchase agreement	—	10,000
Other liabilities	50,131	47,095
<b>Total Liabilities</b>	<b>4,509,121</b>	<b>4,304,121</b>
<b>Shareholders' Equity</b>		
Common Stock (no par value), authorized - 150,000 shares		
Issued and outstanding – 25,745 at December 31, 2014 and 26,510 at December 31, 2013	378,132	378,946
Deferred compensation	2,711	2,711
Accumulated other comprehensive income	5,292	4,313
Retained earnings	140,468	156,964
<b>Total Shareholders' Equity</b>	<b>526,603</b>	<b>542,934</b>
<b>Total Liabilities and Shareholders' Equity</b>	<b>\$5,035,724</b>	<b>\$4,847,055</b>

See accompanying notes to the consolidated financial statements.

WESTAMERICA BANCORPORATION  
CONSOLIDATED STATEMENTS OF INCOME

	For the Years Ended December 31,		
	2014	2013	2012
	(In thousands, except per share data)		
<b>Interest and Loan Fee Income</b>			
Loans	\$ 89,056	\$ 102,626	\$ 130,820
Investment securities available for sale	24,740	21,822	19,810
Investment securities held to maturity	26,413	29,948	32,734
<b>Total Interest and Loan Fee Income</b>	<b>140,209</b>	<b>154,396</b>	<b>183,364</b>
<b>Interest Expense</b>			
Deposits	2,887	3,348	4,283
Short-term borrowed funds	90	77	77
Federal Home Loan Bank advances	407	480	483
Term repurchase agreement	60	98	99
Debt financing	—	668	802
<b>Total Interest Expense</b>	<b>3,444</b>	<b>4,671</b>	<b>5,744</b>
<b>Net Interest Income</b>	<b>136,765</b>	<b>149,725</b>	<b>177,620</b>
Provision for Loan Losses	2,800	8,000	11,200
<b>Net Interest Income After Provision for Loan Losses</b>	<b>133,965</b>	<b>141,725</b>	<b>166,420</b>
<b>Noninterest Income</b>			
Service charges on deposit accounts	24,191	25,693	27,691
Merchant processing services	7,219	9,031	9,734
Debit card fees	5,960	5,829	5,173
Other service fees	2,717	2,846	2,801
Trust fees	2,582	2,313	2,078
ATM processing fees	2,473	2,758	3,396
Financial services commissions	757	831	689
Loss on sale of securities	—	—	(1,287 )
Other	5,888	7,710	6,747
<b>Total Noninterest Income</b>	<b>51,787</b>	<b>57,011</b>	<b>57,022</b>
<b>Noninterest Expense</b>			
Salaries and related benefits	54,777	56,633	57,388
Occupancy	14,992	15,137	15,460
Outsourced data processing services	8,411	8,548	8,531
Amortization of identifiable intangibles	4,270	4,704	5,368
Furniture and equipment	4,174	3,869	3,775
Courier service	2,624	2,868	3,117
Professional fees	2,346	3,057	3,217
Other real estate owned	(642 )	1,035	1,235
Other	15,847	16,763	18,794
<b>Total Noninterest Expense</b>	<b>106,799</b>	<b>112,614</b>	<b>116,885</b>
<b>Income Before Income Taxes</b>	<b>78,953</b>	<b>86,122</b>	<b>106,557</b>
Provision for income taxes	18,307	18,945	25,430
<b>Net Income</b>	<b>\$ 60,646</b>	<b>\$ 67,177</b>	<b>\$ 81,127</b>
Average Common Shares Outstanding	26,099	26,826	27,654
Diluted Average Common Shares Outstanding	26,160	26,877	27,699
<b>Per Common Share Data</b>			

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Basic earnings	\$ 2.32	\$ 2.50	\$ 2.93
Diluted earnings	2.32	2.50	2.93
Dividends paid	1.52	1.49	1.48

See accompanying notes to the consolidated financial statements.

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WESTAMERICA BANCORPORATION  
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	For the Years Ended December 31,		
	2014	2013	2012
	(In thousands)		
Net income	\$ 60,646	\$ 67,177	\$ 81,127
Other comprehensive income (loss):			
Increase (decrease) in net unrealized gains on securities available for sale	1,627	(17,855 )	5,557
Deferred tax (expense) benefit	(684 )	7,507	(2,337 )
Increase (decrease) in net unrealized gains on securities available for sale, net of tax	943	(10,348 )	3,220
Post-retirement benefit transition obligation amortization	61	61	61
Deferred tax expense	(25 )	(25 )	(25 )
Post-retirement benefit transition obligation amortization, net of tax	36	36	36
Total other comprehensive income (loss)	979	(10,312 )	3,256
Total comprehensive income	\$ 61,625	\$ 56,865	\$ 84,383

See accompanying notes to the consolidated financial statements.

WESTAMERICA BANCORPORATION  
CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

	Common Shares Outstanding	Common Stock	Accumulated Deferred Compensation (In thousands)	Accumulated Other Comprehensive Income (loss)	Retained Earnings	Total
Balance, December 31, 2011	28,150	\$377,775	\$ 3,060	\$ 11,369	\$166,437	\$558,641
Net income for the year 2012					81,127	81,127
Other comprehensive income				3,256		3,256
Exercise of stock options	185	7,635				7,635
Tax benefit decrease upon exercise of stock options		(119 )				(119 )
Restricted stock activity	11	482	41			523
Stock based compensation		1,450				1,450
Stock awarded to employees	2	93				93
Retirement of common stock including repurchases	(1,135 )	(15,304 )			(36,195 )	(51,499 )
Dividends					(41,005 )	(41,005 )
Balance, December 31, 2012	27,213	372,012	3,101	14,625	170,364	560,102
Net income for the year 2013					67,177	67,177
Other comprehensive loss				(10,312 )		(10,312 )
Exercise of stock options	479	21,499				21,499
Tax benefit decrease upon exercise of stock options		(298 )				(298 )
Restricted stock activity	15	1,068	(390 )			678
Stock based compensation		1,397				1,397
Stock awarded to employees	2	107				107
Retirement of common stock including repurchases	(1,199 )	(16,839 )			(40,481 )	(57,320 )
Dividends					(40,096 )	(40,096 )
Balance, December 31, 2013	26,510	378,946	2,711	4,313	156,964	542,934
Net income for the year 2014					60,646	60,646
Other comprehensive income				979		979
Exercise of stock options	256	12,396				12,396
Tax benefit decrease upon exercise of stock options		(447 )				(447 )
Restricted stock activity	21	1,114				1,114
Stock based compensation		1,318				1,318
Stock awarded to employees	2	102				102
Retirement of common stock including repurchases	(1,044 )	(15,297 )			(37,381 )	(52,678 )
Dividends					(39,761 )	(39,761 )
Balance, December 31, 2014	25,745	\$378,132	\$ 2,711	\$ 5,292	\$140,468	\$526,603

See accompanying notes to the consolidated financial statements.





WESTAMERICA BANCORPORATION  
CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the Years Ended December 31,		
	2014	2013	2012
	(In thousands)		
<b>Operating Activities:</b>			
Net income	\$60,646	\$67,177	\$81,127
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization/accretion	15,502	18,015	14,074
Loan loss provision	2,800	8,000	11,200
Net amortization of deferred loan fees	(279 )	(420 )	(506 )
(Increase) decrease in interest income receivable	(469 )	1,249	2,396
Decrease (increase) in deferred tax asset	1,417	(1,618 )	(6,952 )
(Increase) decrease in other assets	(2,923 )	5,814	142
Stock option compensation expense	1,318	1,397	1,450
Tax benefit decrease upon exercise of stock options	447	298	119
Increase (decrease) in income taxes payable	478	(1,677 )	(1,439 )
Decrease in interest expense payable	(111 )	(274 )	(334 )
Increase (decrease) in other liabilities	4,474	(12,510 )	17,147
Loss on sale of securities available for sale	—	—	1,287
Gain on sale of real estate and other assets	(400 )	(548 )	(1,056 )
Write-down/net loss(gain) on sale/ of premises and equipment	76	17	117
Originations of mortgage loans for resale	—	(501 )	(675 )
Proceeds from sale of mortgage loans originated for resale	—	509	707
Net (gain) loss/write-down on sale of foreclosed assets	(665 )	387	660
<b>Net Cash Provided By Operating Activities</b>	<b>82,311</b>	<b>85,315</b>	<b>119,464</b>
<b>Investing Activities:</b>			
Net repayments of loans	126,414	274,774	385,042
Proceeds from FDIC1 loss-sharing agreement	6,703	7,069	28,423
Purchases of investment securities available for sale	(1,126,203)	(418,745)	(384,363)
Proceeds from sale/maturity/calls of securities available for sale	604,475	144,886	203,036
Purchases of investment securities held to maturity	(67,725 )	(196,536)	(484,002)
Proceeds from maturity/calls of securities held to maturity	153,405	217,652	232,226
Purchases of premises and equipment	(3,791 )	(1,693 )	(4,834 )
Change in FRB2/FHLB3 securities	3,248	3,166	2,088
Proceeds from sale of foreclosed assets	8,212	20,349	28,081
<b>Net Cash (Used In) Provided By Investing Activities</b>	<b>(295,262 )</b>	<b>50,922</b>	<b>5,697</b>
<b>Financing Activities:</b>			
Net change in deposits	185,508	(68,357 )	(16,835 )
Net change in short-term borrowings and FHLB3 advances	26,741	3,981	(62,001 )
Repayments of debt financing	—	(15,000 )	—
Repayments of term repurchase agreement	(10,000 )	—	—
Exercise of stock options/issuance of shares	12,396	21,499	7,635
Tax benefit decrease upon exercise of stock options	(447 )	(298 )	(119 )
Retirement of common stock including repurchases	(52,678 )	(57,320 )	(51,499 )
Common stock dividends paid	(39,761 )	(40,096 )	(41,005 )
<b>Net Cash Provided By (Used In) Financing Activities</b>	<b>121,759</b>	<b>(155,591)</b>	<b>(163,824)</b>

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Net Change In Cash and Due from Banks	(91,192 )	(19,354 )	(38,663 )
Cash and Due from Banks at Beginning of Year	472,028	491,382	530,045
Cash and Due from Banks at End of Year	\$380,836	\$472,028	\$491,382
Supplemental Disclosures:			
Supplemental disclosure of noncash activities:			
Loan collateral transferred to other real estate owned	\$968	\$8,643	\$11,619
Securities purchases pending settlement	2,892	3,769	—
Supplemental disclosure of cash flow activity:			
Interest paid for the period	3,822	5,452	6,814
Income tax payments for the period	16,412	22,562	34,111

See accompanying notes to the consolidated financial statements.

1 Federal Deposit Insurance Corporation (“FDIC”)

2 Federal Reserve Bank (“FRB”)

3 Federal Home Loan Bank (“FHLB”)

WESTAMERICA BANCORPORATION  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 1: Business and Accounting Policies

Westamerica Bancorporation, a registered bank holding company (the “Company”), provides a full range of banking services to corporate and individual customers in Northern and Central California through its subsidiary bank, Westamerica Bank (the “Bank”). The Bank is subject to competition from both financial and nonfinancial institutions and to the regulations of certain agencies and undergoes periodic examinations by those regulatory authorities.

The Company has evaluated events and transactions subsequent to the balance sheet date. Based on this evaluation, the Company is not aware of any events or transactions that occurred subsequent to the balance sheet date but prior to filing that would require recognition or disclosure in its consolidated financial statements. Certain amounts in prior periods have been reclassified to conform to the current presentation.

Summary of Significant Accounting Policies

The consolidated financial statements are prepared in conformity with accounting principles generally accepted in the United States of America. The following is a summary of significant policies used in the preparation of the accompanying financial statements.

**Accounting Estimates.** Certain accounting policies underlying the preparation of these financial statements require Management to make estimates and judgments about future economic and market conditions. These estimates and judgments may affect reported amounts of assets and liabilities, revenues and expenses, and disclosures of contingent assets and liabilities. Although the estimates contemplate current conditions and how Management expects them to change in the future, it is reasonably possible that in 2015 actual conditions could be worse than anticipated in those estimates, which could materially affect our results of operations and financial conditions. The most significant of these involve the Allowance for Credit Losses, as discussed below under “Allowance for Credit Losses.”

**Principles of Consolidation.** The consolidated financial statements include the accounts of the Company and all the Company’s subsidiaries. Significant intercompany transactions have been eliminated in consolidation. The Company does not maintain or conduct transactions with any unconsolidated special purpose entities.

**Cash Equivalents.** Cash equivalents include Due From Banks balances which are readily convertible to known amounts of cash and are generally 90 days or less from maturity at the time of initiation, presenting insignificant risk of changes in value due to interest rate changes.

**Securities.** Investment securities consist of debt securities of the U.S. Treasury, government sponsored entities, states, counties, municipalities, corporations, mortgage-backed securities, asset-backed securities and equity securities. Securities transactions are recorded on a trade date basis. The Company classifies its debt and marketable equity securities in one of three categories: trading, available for sale or held to maturity. Trading securities are bought and held principally for the purpose of selling them in the near term. Trading securities are recorded at fair value with unrealized gains and losses included in earnings. Held to maturity securities are those debt securities which the Company has the ability and intent to hold until maturity. Held to maturity securities are recorded at cost, adjusted for the amortization of premiums or accretion of discounts. Securities not included in trading or held to maturity are classified as available for sale. Available for sale securities are recorded at fair value. Unrealized gains and losses, net of the related tax effect, on available for sale securities are included in other comprehensive income.

The Company utilizes third-party sources to value its investment securities; securities individually valued using quoted prices in active markets are classified as Level 1 assets in the fair value hierarchy, and securities valued using quoted prices in active markets for similar securities (commonly referred to as “matrix” pricing) are classified as Level 2 assets in the fair value hierarchy. The Company validates the reliability of third-party provided values by comparing individual security pricing for securities between more than one third-party source. When third-party information is not available, valuation adjustments are estimated in good faith by Management.

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A decline in the market value of any available for sale or held to maturity security below amortized cost that is deemed other than temporary results in a charge to earnings and the establishment of a new cost basis for the security. Unrealized investment securities losses are evaluated at least quarterly to determine whether such declines in value should be considered “other than temporary” and therefore be subject to immediate loss recognition in income. Although these evaluations involve significant judgment, an unrealized loss in the fair value of a debt security is generally deemed to be temporary when the fair value of the security is below the carrying value primarily due to changes in risk-free interest rates, there has not been significant deterioration in the financial condition of the issuer, and the Company does not intend to sell or be required to sell the securities before recovery of its amortized cost. An unrealized loss in the value of an equity security is generally considered temporary when the fair value of the security declined primarily due to current market conditions and not deterioration in the financial condition of the issuer, the Company expects the fair value of the security to recover in the near term and the Company does not intend to sell or be required to sell the securities before recovery of its amortized cost. Other factors that may be considered in determining whether a decline in the value of either a debt or an equity security is “other than temporary” include ratings by recognized rating agencies, actions of commercial banks or other lenders relative to the continued extension of credit facilities to the issuer of the security, the financial condition, capital strength and near-term prospects of the issuer, and recommendations of investment advisors or market analysts.

The Company follows the guidance issued by the Board of Governors of the Federal Reserve System, “Investing in Securities without Reliance on Nationally Recognized Statistical Rating Agencies” (SR 12-15) and other regulatory guidance when performing investment security pre-purchase analysis or evaluating investment securities for impairment. Credit ratings issued by recognized rating agencies are considered in the Company’s analysis only as a guide to the historical default rate associated with similarly-rated bonds.

Purchase premiums are amortized and purchase discounts are accreted over the estimated life of the related investment security as an adjustment to yield using the effective interest method. Unamortized premiums, unaccreted discounts, and early payment premiums are recognized as a component of gain or loss on sale upon disposition of the related security. Interest and dividend income are recognized when earned. Realized gains and losses from the sale of available for sale securities are included in earnings using the specific identification method.

**Nonmarketable Equity Securities.** Nonmarketable equity securities include securities that are not publicly traded, such as Visa Class B common stock, and securities acquired to meet regulatory requirements, such as Federal Home Loan Bank and Federal Reserve Bank stock, which are restricted. These restricted securities are accounted for under the cost method and are included in other assets. The Company reviews those assets accounted for under the cost method at least quarterly for possible declines in value that are considered “other than temporary”. The Company’s review typically includes an analysis of the facts and circumstances of each investment, the expectations for the investment’s cash flows and capital needs, the viability of its business model and any exit strategy. The asset value is reduced when a decline in value is considered to be other than temporary. The Company recognizes the estimated loss in noninterest income.

**Loans.** Loans are stated at the principal amount outstanding, net of unearned discount and unamortized deferred fees and costs. Interest is accrued daily on the outstanding principal balances. Loans which are more than 90 days delinquent with respect to interest or principal, unless they are well secured and in the process of collection, and other loans on which full recovery of principal or interest is in doubt, are placed on nonaccrual status. Interest previously accrued on loans placed on nonaccrual status is charged against interest income. In addition, some loans secured by real estate with temporarily impaired values and commercial loans to borrowers experiencing financial difficulties are placed on nonaccrual status (“performing nonaccrual loans”) even though the borrowers continue to repay the loans as scheduled. When the ability to fully collect nonaccrual loan principal is in doubt, payments received are applied against the principal balance of the loans on a cost-recovery method until such time as full collection of the remaining recorded balance is expected. Any additional interest payments received after that time are recorded as interest income on a cash basis. Performing nonaccrual loans are reinstated to accrual status when improvements in credit quality

eliminate the doubt as to the full collectability of both interest and principal. Certain consumer loans or auto receivables are charged off against the allowance for credit losses when they become 120 days past due.

The Company evaluates all classified loans and nonaccrual loans with outstanding principal balances in excess of \$500 thousand, and all “troubled debt restructured” loans for impairment. The Company recognizes a loan as impaired when, based on current information and events, it is probable that it will be unable to collect both the contractual interest and principal payments as scheduled in the loan agreement. Income recognition on impaired loans conforms to that used on nonaccrual loans. In certain circumstances, the Company might agree to restructured loan terms with borrowers experiencing financial difficulties; such restructured loans are evaluated under ASC 310-40, “Troubled Debt Restructurings by Creditors.” In general, a restructuring constitutes a troubled debt restructuring when the Company, for reasons related to a borrower’s financial difficulties, grants a concession to the borrower it would not otherwise consider. Loans are evaluated on an individual basis. The Company follows its general nonaccrual policy for troubled debt restructurings. Performing troubled debt restructurings are reinstated to accrual status when improvements in credit quality eliminate the doubt as to full collectability of both principal and interest.

Nonrefundable fees and certain costs associated with originating or acquiring loans are deferred and amortized as an adjustment to interest income over the contractual loan lives. Upon prepayment, unamortized loan fees, net of costs, are immediately recognized in interest income. Other fees, including those collected upon principal prepayments, are included in interest income when received. Loans held for sale are identified upon origination and are reported at the lower of cost or market value on an aggregate loan basis.

**Purchased Loans.** Purchased loans are recorded at estimated fair value on the date of purchase. Impaired purchased loans are accounted for under FASB ASC 310-30, Loans and Debt Securities with Deteriorated Credit Quality, when the loans have evidence of credit deterioration since origination and it is probable at the date of acquisition that the Company will not collect all contractually required principal and interest payments. Evidence of credit quality deterioration as of the purchase date may include attributes such as past due and nonaccrual status. Generally, purchased loans that meet the Company's definition for nonaccrual status fall within the scope of FASB ASC 310-30. The difference between contractually required payments at acquisition and the cash flows expected to be collected at acquisition is referred to as the nonaccretable difference. Subsequent decreases to the expected cash flows will generally result in a provision for loan losses. Subsequent increases in cash flows result in a reversal of the provision for loan losses to the extent of prior charges, or a reclassification of the difference from nonaccretable to accretable with a positive impact on interest income. Any excess of expected cash flows over the estimated fair value is referred to as the accretable yield and is recognized into interest income over the remaining life of the loan when there is a reasonable expectation about the amount and timing of such cash flows. For covered purchased loans with an accretable difference, the corresponding FDIC receivable is amortized over the shorter of the contractual term of the indemnification asset or the remaining life of the loan. Further, the Company elected to analogize to ASC 310-30 and account for all other loans that had a discount due in part to credit not within the scope of ASC 310-30 using the same methodology.

**Covered Loans.** Loans covered under loss-sharing or similar credit protection agreements with the FDIC are reported in loans exclusive of the expected reimbursement cash flows from the FDIC. Covered loans are initially recorded at fair value at the acquisition date. Subsequent decreases in the amount expected to be collected results in a provision for loan losses and a corresponding increase in the estimated FDIC reimbursement, with the estimated net loss impacting earnings. Interest previously accrued on covered loans placed on nonaccrual status is charged against interest income, net of estimated FDIC reimbursements of such accrued interest. The FDIC reimburses the Company up to 80% of 90 days interest on covered loans.

**Allowance for Credit Losses.** The Company extends loans to commercial and consumer customers in Northern and Central California. These lending activities expose the Company to the risk borrowers will default, causing loan losses. The Company's lending activities are exposed to various qualitative risks. All loan segments are exposed to risks inherent in the economy and market conditions. Significant risk characteristics related to the commercial loan segment include the borrowers' business performance and financial condition, and the value of collateral for secured loans. Significant risk characteristics related to the commercial real estate segment include the borrowers' business performance and the value of properties collateralizing the loans. Significant risk characteristics related to the construction loan segment include the borrowers' performance in successfully developing the real estate into the intended purpose and the value of the property collateralizing the loans. Significant risk characteristics related to the residential real estate segment include the borrowers' financial wherewithal to service the mortgages and the value of the property collateralizing the loans. Significant risk characteristics related to the consumer loan segment include the financial condition of the borrowers and the value of collateral securing the loans.

The preparation of these financial statements requires Management to estimate the amount of losses inherent in the loan portfolio and establish an allowance for credit losses. The allowance for credit losses is established by assessing a provision for loan losses against the Company's earnings. In estimating credit losses, Management must exercise significant judgment in evaluating information deemed relevant, such as financial information regarding individual borrowers, overall credit loss experience, the amount of past due, nonperforming and classified loans, recommendations of regulatory authorities, prevailing economic conditions and other information. The amount of ultimate losses on the loan portfolio can vary from the estimated amounts. Management follows a systematic methodology to estimate loss potential in an effort to reduce the differences between estimated and actual losses.

The allowance for credit losses is established through provisions for credit losses charged to income. Losses on loans, including impaired loans, are charged to the allowance for loan losses when all or a portion of the recorded amount of

a loan is deemed to be uncollectible. Recoveries of loans previously charged off are credited to the allowance when realized. The Company's allowance for credit losses is maintained at a level considered adequate to provide for losses that can be estimated based upon specific and general conditions. These include conditions unique to individual borrowers, as well as overall credit loss experience, the amount of past due, nonperforming and classified loans, recommendations of regulatory authorities, prevailing economic conditions, FDIC loss-sharing or similar credit protection agreements and other factors. A portion of the allowance is specifically allocated to impaired loans whose full collectability is uncertain. Such allocations are determined by Management based on loan-by-loan analyses. The Company evaluates all classified loans and nonaccrual loans with outstanding principal balances in excess of \$500 thousand, and all "troubled debt restructured" loans for impairment. A second allocation is based in part on quantitative analyses of historical credit loss experience. The results of this analysis are applied to current loan balances to allocate the reserve to the respective segments of the loan portfolio. In addition, consumer installment loans which have similar characteristics and are not usually criticized using regulatory guidelines are analyzed and reserves established based on the historical loss rates and delinquency trends, grouped by the number of days the payments on these loans are delinquent. The remainder of the reserve is considered to be unallocated. The unallocated allowance is established to provide for probable losses that have been incurred as of the reporting date but not reflected in the allocated allowance. It addresses additional qualitative factors consistent with Management's analysis of the level of risks inherent in the loan portfolio, which are related to the risks of the Company's general lending activity. Included in the unallocated allowance is the risk of losses that are attributable to national or local economic or industry trends which have occurred but have not yet been recognized in past loan charge-off history (external factors). The external factors evaluated by the Company include: economic and business conditions, external competitive issues, and other factors. Also included in the unallocated allowance is the risk of losses that are attributable to general attributes of the Company's loan portfolio and credit administration (internal factors). The internal factors evaluated by the Company include: loan review system, adequacy of lending Management and staff, loan policies and procedures, problem loan trends, concentrations of credit, and other factors. By their nature, these risks are not readily allocable to any specific segment of the loan portfolio in a statistically meaningful manner.



**Liability for Off-Balance Sheet Credit Exposures.** A liability for off-balance sheet credit exposures is established through expense recognition. Off-balance sheet credit exposures relate to letters of credit and unfunded loan commitments for commercial, construction and consumer loans. Historical credit loss factors for commercial, construction and consumer loans are applied to the amount of these off-balance sheet credit exposures to estimate inherent losses.

**Other Real Estate Owned.** Other real estate owned is comprised of property acquired through foreclosure proceedings, acceptances of deeds-in-lieu of foreclosure and, if applicable, vacated bank properties. Losses recognized at the time of acquiring property in full or partial satisfaction of debt are charged against the allowance for credit losses. Other real estate owned is recorded at the fair value of the collateral, generally based upon an independent property appraisal, less estimated disposition costs. Losses incurred subsequent to acquisition due to any decline in annual independent property appraisals are recognized as noninterest expense. Routine holding costs, such as property taxes, insurance and maintenance, and losses from sales and dispositions, are recognized as noninterest expense.

**Covered Other Real Estate Owned.** Other real estate owned covered under loss-sharing agreements with the FDIC is reported exclusive of expected reimbursement cash flows from the FDIC. Upon transferring covered loan collateral to covered other real estate owned status, the covered loan collateral is recorded at fair value, generally based upon an independent property appraisal, less estimated disposition costs with losses charged against acquisition date fair value discounts; the amount of losses exceeding acquisition date fair value discounts are recognized as noninterest expense inclusive of expected reimbursement cash flows from the FDIC. Subsequent losses incurred due to any decline in annual independent property appraisal valuations are recognized as noninterest expense inclusive of expected reimbursement cash flows from the FDIC.

**Premises and Equipment.** Premises and equipment are stated at cost, less accumulated depreciation and amortization. Depreciation is computed substantially on the straight-line method over the estimated useful life of each type of asset. Estimated useful lives of premises and equipment range from 20 to 50 years and from 3 to 20 years, respectively. Leasehold improvements are amortized over the terms of the lease or their estimated useful life, whichever is shorter.

**Intangible Assets.** Intangible assets are comprised of goodwill, core deposit intangibles and other identifiable intangibles acquired in business combinations. Intangible assets with definite useful lives are amortized on an accelerated basis over their respective estimated useful lives not exceeding 15 years. If an event occurs that indicates the carrying amount of an intangible asset may not be recoverable, Management reviews the asset for impairment. Any goodwill and any intangible asset acquired in a purchase business combination determined to have an indefinite useful life is not amortized, but is evaluated for impairment annually. The Company has the option to first assess qualitative factors to determine the likelihood of impairment pursuant to FASB ASU 2011-08, Testing for Goodwill Impairment. Although the Company has the option to first assess qualitative factors when determining if impairment exists, the Company has opted to perform a quantitative analysis to determine if an impairment exists.

**Impairment of Long-Lived Assets.** The Company reviews its long-lived and certain intangible assets for impairment whenever events or changes indicate that the carrying amount of an asset may not be recoverable. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the fair value of the assets. Assets to be disposed of are reported at the lower of the carrying amount or fair value less costs to sell.

**Income Taxes.** The Company and its subsidiaries file consolidated tax returns. The Company accounts for income taxes in accordance with FASB ASC 740, Income Taxes, resulting in two components of income tax expense: current and deferred. Current income tax expense approximates taxes to be paid or refunded for the current period. The Company determines deferred income taxes using the balance sheet method. Under this method, the net deferred tax asset or liability is based on the tax effects of the differences between the book and tax bases of assets and liabilities, and recognizes enacted changes in tax rates and laws in the period in which they occur. Deferred income tax expense

results from changes in deferred tax assets and liabilities between periods. Deferred tax assets are recognized subject to Management's judgment that realization is more likely than not. A tax position that meets the more likely than not recognition threshold is measured to determine the amount of benefit to recognize. The tax position is measured at the largest amount of benefit that is greater than fifty percent likely of being realized upon settlement. Interest and penalties are recognized as a component of income tax expense.

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**Stock Options.** The Company applies FASB ASC 718 – Compensation – Stock Compensation, to account for stock based awards granted to employees using the fair value method. The Company recognizes compensation expense for restricted performance share grants over the relevant attribution period. Restricted performance share grants have no exercise price, therefore, the intrinsic value is measured using an estimated per share price at the vesting date for each restricted performance share. The estimated per share price is adjusted during the attribution period to reflect actual stock price performance. The Company’s obligation for unvested outstanding restricted performance share grants is classified as a liability until the vesting date due to a cash settlement feature, at which time the issued shares become classified as shareholders’ equity.

**Extinguishment of Debt.** Gains and losses, including fees, incurred in connection with the early extinguishment of debt are charged to current earnings as reductions in noninterest income.

**Postretirement Benefits.** The Company uses an actuarial-based accrual method of accounting for post-retirement benefits.

**Other.** Securities and other property held by the Bank in a fiduciary or agency capacity are not included in the financial statements

since such items are not assets of the Company or its subsidiaries.

#### Recently Issued Accounting Standards

FASB ASU 2014-11, Transfers and Servicing (Topic 860): Repurchase-to-Maturity Trans–actions, Repurchase Financings, and Disclosures, was issued on June 12, 2014. The Update improves the financial reporting of repurchase agreements and other similar transactions through a change in accounting for repurchase-to-maturity transactions and repurchase financings, and the introduction of two new disclosure requirements. New disclosures are required for (1) transfers accounted for as sales in transactions that are economically similar to repurchase agreements, in which the transferor retains substantially all of the exposure to the economic return on the transferred financial asset throughout the term of the transaction and (2) repurchase agreements, securities lending transactions, and repurchase-to-maturity transactions accounted for as secured borrowings about the nature of collateral pledged and the time to maturity of those transactions.

The Company will be required to adhere to new disclosure requirements when the Update is adopted April 1, 2015 for the interim period ending June 30, 2015.

FASB ASU 2014-01, Investments- Equity Method and Joint Ventures (Topic 323): Accounting for Investments in Qualified Affordable Housing Projects, was issued January 2014 to permit reporting entities to make an accounting policy election to account for their investments in qualified affordable housing projects using the proportional amortization method if certain conditions are met. Under the proportional amortization method, an entity amortizes the initial cost of the investment in proportion to the tax credits and other tax benefits received and recognizes the net investment performance in the income statement as a component of income tax expense (benefit). For those investments in qualified affordable housing projects not accounted for using the proportional amortization method, the investment should be accounted for as an equity method investment or a cost method investment in accordance with GAAP. The policy election must be applied consistently to all qualified affordable housing project investments.

The update also requires a reporting entity to disclose information regarding its investments in qualified affordable housing projects, and the effect of the measurement of its investments in qualified affordable housing projects and the related tax credits on its financial position and results of operations.

Management has evaluated the impact that the change in accounting policy and has elected to not implement the proportional amortization method. Therefore, the impact will be limited to additional disclosures only.



## Note 2: Investment Securities

An analysis of the amortized cost, gross unrealized gains and losses accumulated in other comprehensive income, and fair value of the available for sale investment securities portfolio follows:

	Investment Securities Available for Sale			
	At December 31, 2014			
	Amortized	Gross	Gross	Fair
	Cost	Unrealized	Unrealized	Value
		Gains	Losses	
	(In thousands)			
U.S. Treasury securities	\$ 3,500	\$ 5	\$ —	\$ 3,505
Securities of U.S. Government sponsored entities	635,278	937	(1,027 )	635,188
Residential mortgage-backed securities	24,647	1,776	(16 )	26,407
Commercial mortgage-backed securities	2,923	6	(10 )	2,919
Obligations of states and political subdivisions	171,907	10,015	(123 )	181,799
Residential collateralized mortgage obligations	230,347	634	(8,524 )	222,457
Asset-backed securities	8,349	—	(36 )	8,313
FHLMC(1) and FNMA(2) stock	775	4,393	—	5,168
Corporate securities	511,699	2,169	(1,629 )	512,239
Other securities	2,039	871	(124 )	2,786
Total	\$ 1,591,464	\$ 20,806	\$ (11,489 )	\$ 1,600,781

(1) Federal Home Loan Mortgage Corporation

(2) Federal National Mortgage Association

An analysis of the amortized cost, gross unrealized gains and losses, and fair value of the held to maturity investment securities portfolio follows:

	Investment Securities Held to Maturity			
	At December 31, 2014			
	Amortized	Gross	Gross	Fair
	Cost	Unrealized	Unrealized	Value
		Gains	Losses	
	(In thousands)			
Securities of U.S. Government sponsored entities	\$ 1,066	\$ 11	\$ —	\$ 1,077
Residential mortgage-backed securities	59,078	1,183	(137 )	60,124
Obligations of states and political subdivisions	720,189	11,350	(2,358 )	729,181
Residential collateralized mortgage obligations	258,325	2,236	(2,381 )	258,180
Total	\$ 1,038,658	\$ 14,780	\$ (4,876 )	\$ 1,048,562

An analysis of the amortized cost, gross unrealized gains and losses accumulated in other comprehensive income, and fair value of the available for sale investment securities portfolio follows:

	Investment Securities Available for Sale			
	At December 31, 2013			
	Amortized	Gross	Gross	Fair
	Cost	Unrealized	Unrealized	Value
		Gains	Losses	
	(In thousands)			
U.S. Treasury securities	\$ 3,500	\$ 9	\$ (3 )	\$ 3,506

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Securities of U.S. Government sponsored entities	131,080	75	(663 )	130,492
Residential mortgage-backed securities	32,428	1,763	(15 )	34,176
Commercial mortgage-backed securities	3,411	19	(5 )	3,425
Obligations of states and political subdivisions	186,082	5,627	(323 )	191,386
Residential collateralized mortgage obligations	266,890	730	(14,724 )	252,896
Asset-backed securities	14,653	3	(101 )	14,555
FHLMC(1) and FNMA(2) stock	804	12,568	—	13,372
Corporate securities	430,794	2,901	(1,264 )	432,431
Other securities	2,049	1,251	(158 )	3,142
Total	\$ 1,071,691	\$ 24,946	\$ (17,256 )	\$ 1,079,381

(1) Federal Home Loan Mortgage Corporation

(2) Federal National Mortgage Association

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An analysis of the amortized cost, gross unrealized gains and losses, and fair value of the held to maturity investment securities portfolio follows:

	Investment Securities Held to Maturity			
	At December 31, 2013			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
		(In thousands)		
Securities of U.S. Government sponsored entities	\$ 1,601	\$ —	\$ (4 )	\$ 1,597
Residential mortgage-backed securities	65,076	854	(624 )	65,306
Obligations of states and political subdivisions	756,707	6,211	(21,667 )	741,251
Residential collateralized mortgage obligations	308,915	1,209	(5,602 )	304,522
Total	\$ 1,132,299	\$ 8,274	\$ (27,897 )	\$ 1,112,676

The amortized cost and fair value of securities by contractual maturity are shown in the following tables at the dates indicated:

	At December 31, 2014			
	Securities Available for Sale		Securities Held to Maturity	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
	(In thousands)			
Maturity in years:				
1 year or less	\$57,891	\$57,991	\$15,355	\$15,855
Over 1 to 5 years	629,200	630,797	228,380	230,248
Over 5 to 10 years	584,872	589,250	285,219	288,631
Over 10 years	58,770	63,006	192,301	195,524
Subtotal	1,330,733	1,341,044	721,255	730,258
Mortgage-backed securities and residential collateralized mortgage obligations	257,917	251,783	317,403	318,304
Other securities	2,814	7,954	—	—
Total	\$1,591,464	\$1,600,781	\$1,038,658	\$1,048,562

Securities available for sale at December 31, 2014 with maturity dates over five years but less than ten years include \$429,576 thousand (fair value) of securities of U.S. Government sponsored entities with call options on dates within one year or less, of which \$279,961 thousand have interest coupons which will increase if the issuer does not exercise the call option.

	At December 31, 2013			
	Securities Available for Sale		Securities Held to Maturity	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
	(In thousands)			
Maturity in years:				
1 year or less	\$75,385	\$75,609	\$9,639	\$9,900
Over 1 to 5 years	536,333	538,111	187,051	189,827
Over 5 to 10 years	66,669	68,166	314,630	310,104

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Over 10 years	87,722	90,484	246,988	233,017
Subtotal	766,109	772,370	758,308	742,848
Mortgage-backed securities and residential collateralized mortgage obligations	302,729	290,497	373,991	369,828
Other securities	2,853	16,514	—	—
Total	\$1,071,691	\$1,079,381	\$1,132,299	\$1,112,676

Expected maturities of mortgage-backed securities can differ from contractual maturities because borrowers have the right to call or prepay obligations with or without call or prepayment penalties. In addition, such factors as prepayments and interest rates may affect the yield on the carrying value of mortgage-backed securities. At December 31, 2014 and December 31, 2013, the Company had no high-risk collateralized mortgage obligations as defined by regulatory guidelines.



An analysis of the gross unrealized losses of the available for sale investment securities portfolio follows:

Investment Securities Available for Sale									
At December 31, 2014									
	No. of Investment Positions	Less than 12 months Fair Value	12 months or longer Unrealized Losses	No. of Investment Positions	12 months or longer Fair Value	12 months or longer Unrealized Losses	No. of Investment Positions	Total Fair Value	Total Unrealized Losses
(\$ in thousands)									
Securities of U.S. Government sponsored entities	15	\$253,632	\$ (989 )	1	\$9,963	\$ (38 )	16	\$263,595	\$ (1,027 )
Residential mortgage-backed securities	-	-	-	2	822	(16 )	2	822	(16 )
Commercial mortgage-backed securities	1	942	(7 )	1	803	(3 )	2	1,745	(10 )
Obligations of states and political subdivisions	7	2,548	(18 )	17	5,518	(105 )	24	8,066	(123 )
Residential collateralized mortgage obligations	-	-	-	32	205,074	(8,524 )	32	205,074	(8,524 )
Asset-backed securities	1	5,008	(7 )	1	3,305	(29 )	2	8,313	(36 )
Corporate securities	53	165,026	(1,304 )	5	34,222	(325 )	58	199,248	(1,629 )
Other securities	-	-	-	1	1,876	(124 )	1	1,876	(124 )
<b>Total</b>	<b>77</b>	<b>\$427,156</b>	<b>\$ (2,325 )</b>	<b>60</b>	<b>\$261,583</b>	<b>\$ (9,164 )</b>	<b>137</b>	<b>\$688,739</b>	<b>\$ (11,489 )</b>

An analysis of gross unrealized losses of the held to maturity investment securities portfolio follows:

Investment Securities Held to Maturity									
At December 31, 2014									
	No. of Investment Positions	Less than 12 months Fair Value	12 months or longer Unrealized Losses	No. of Investment Positions	12 months or longer Fair Value	12 months or longer Unrealized Losses	No. of Investment Positions	Total Fair Value	Total Unrealized Losses
(\$ in thousands)									
Residential mortgage-backed securities	4	\$19,467	\$ (132 )	1	\$201	\$ (5 )	5	\$19,668	\$ (137 )
Obligations of states and political subdivisions	103	76,202	(439 )	138	123,370	(1,919 )	241	199,572	(2,358 )

Residential collateralized mortgage obligations	5	13,932	(166 )	22	119,513	(2,215 )	27	133,445	(2,381 )
Total	112	\$ 109,601	\$ (737 )	161	\$ 243,084	\$ (4,139 )	273	\$ 352,685	\$ (4,876 )

The unrealized losses on the Company's investment securities were caused by market conditions for these types of investments, particularly changes in risk-free interest rates. The Company evaluates securities on a quarterly basis including changes in security ratings issued by ratings agencies, changes in the financial condition of the issuer, and, for mortgage-related and asset-backed securities, delinquency and loss information with respect to the underlying collateral, changes in the levels of subordination for the Company's particular position within the repayment structure and remaining credit enhancement as compared to expected credit losses of the security. Substantially all of these securities continue to be investment grade rated by a major rating agency. In addition to monitoring credit rating agency evaluations, Management performs its own evaluations regarding the credit worthiness of the issuer or the securitized assets underlying asset backed securities.

The Company does not intend to sell any investments and has concluded that it is more likely than not that it will not be required to sell the investments prior to recovery of the amortized cost basis. Therefore, the Company does not consider these investments to be other-than-temporarily impaired as of December 31, 2014.

The fair values of the investment securities could decline in the future if the general economy deteriorates, inflation increases, credit ratings decline, the issuer's financial condition deteriorates, or the liquidity for securities declines. As a result, other than temporary impairments may occur in the future.

As of December 31, 2014, \$757,623 thousand of investment securities were pledged to secure public deposits, short-term borrowed funds and FHLB advances. As of December 31, 2013, \$778,588 thousand of investment securities were pledged to secure public deposits, short-term borrowed funds, FHLB advances and term repurchase agreements.

An analysis of gross unrealized losses of the available for sale investment securities portfolio follows:

	Investment Securities Available for Sale								
	At December 31, 2013								
	No. of Investment Positions	Less than 12 months Fair Value	12 months Unrealized Losses	No. of Investment Positions	12 months or longer Fair Value	12 months or longer Unrealized Losses	No. of Investment Positions	Total Fair Value	Total Unrealized Losses
	(\$ in thousands)								
U.S. Treasury securities	1	\$2,994	\$ (3 )	-	\$-	\$ -	1	\$2,994	\$ (3 )
Securities of U.S. Government sponsored entities	15	91,669	(663 )	-	-	-	15	91,669	(663 )
Residential mortgage-backed securities	3	864	(15 )	-	-	-	3	864	(15 )
Commercial mortgage-backed securities	1	1,072	(5 )	-	-	-	1	1,072	(5 )
Obligations of states and political subdivisions	35	17,516	(222 )	11	3,214	(101 )	46	20,730	(323 )
Residential collateralized mortgage obligations	34	187,848	(12,326 )	6	40,575	(2,398 )	40	228,423	(14,724 )
Asset-backed securities	1	5,002	(1 )	1	4,475	(100 )	2	9,477	(101 )
Corporate securities	25	117,751	(1,087 )	2	9,824	(177 )	27	127,575	(1,264 )
Other securities	-	-	-	1	1,842	(158 )	1	1,842	(158 )
Total	115	\$424,716	\$ (14,322 )	21	\$59,930	\$ (2,934 )	136	\$484,646	\$ (17,256 )

An analysis of gross unrealized losses of the held to maturity investment securities portfolio follows:

	Investment Securities Held to Maturity								
	At December 31, 2013								
	No. of Investment Positions	Less than 12 months Fair Value	12 months Unrealized Losses	No. of Investment Positions	12 months or longer Fair Value	12 months or longer Unrealized Losses	No. of Investment Positions	Total Fair Value	Total Unrealized Losses
	(\$ in thousands)								
	1	\$1,597	\$ (4 )	-	\$-	\$ -	1	\$1,597	\$ (4 )

Securities of U.S. Government sponsored entities									
Residential mortgage-backed securities	13	38,396	(616 )	1	392	(8 )	14	38,788	(624 )
Obligations of states and political subdivisions	530	355,797	(14,893 )	64	64,427	(6,774 )	594	420,224	(21,667 )
Residential collateralized mortgage obligations	42	214,981	(5,175 )	5	14,120	(427 )	47	229,101	(5,602 )
Total	586	\$610,771	\$ (20,688 )	70	\$78,939	\$ (7,209 )	656	\$689,710	\$ (27,897 )

The unrealized losses on the Company's investment securities were caused by market conditions for these types of investments, particularly rising risk-free interest rates causing bond prices to decline.

The following table provides information about the amount of interest income earned on investment securities which is fully taxable and that is exempt from regular federal income tax:

	For the Years Ended December 31,		
	2014	2013	2012
	(In thousands)		
Taxable	\$ 24,766	\$ 22,201	\$ 21,346
Tax-exempt from regular federal income tax	26,387	29,569	31,198
Total interest income from investment securities	\$ 51,153	\$ 51,770	\$ 52,544

### Note 3: Loans and Allowance for Credit Losses

The FDIC indemnification expired February 6, 2014 for County Bank non-single-family residential collateralized purchased loans; accordingly, such loans have been reclassified from purchased covered loans to purchased non-covered loans.

A summary of the major categories of loans outstanding is shown in the following tables.

	At December 31, 2014					
	Commercial	Commercial Real Estate	Construction	Residential Real Estate	Consumer Installment & Other	Total
	(In thousands)					
Originated loans	\$374,005	\$ 567,594	\$ 11,003	\$ 146,925	\$ 370,842	\$1,470,369
Purchased covered loans:						
Gross purchased covered loans	-	-	-	2,626	14,920	17,546
Credit risk discount	-	-	-	(434 )	(34 )	(468 )
Purchased non-covered loans:						
Gross purchased non-covered loans	19,166	157,502	2,919	972	41,656	222,215
Credit risk discount	(1,356 )	(6,492 )	(50 )	(262 )	(1,212 )	(9,372 )
Total	\$391,815	\$ 718,604	\$ 13,872	\$ 149,827	\$ 426,172	\$1,700,290

	At December 31, 2013					
	Commercial	Commercial Real Estate	Construction	Residential Real Estate	Consumer Installment & Other	Total
	(In thousands)					
Originated loans	\$338,824	\$ 596,653	\$ 10,723	\$ 176,196	\$ 400,888	\$1,523,284
Purchased covered loans:						
Gross purchased covered loans	20,066	175,562	3,223	8,558	54,194	261,603
Credit risk discount	(1,530 )	(8,122 )	(50 )	(434 )	(797 )	(10,933 )
Purchased non-covered loans:						
Total	7,525	35,712	-	999	12,799	57,035

Gross purchased  
non-covered loans

Credit risk discount	(726 )	(786 )	-	(262 )	(1,471 )	(3,245 )
Total	\$364,159	\$ 799,019	\$ 13,896	\$ 185,057	\$ 465,613	\$1,827,744

Changes in the carrying amount of impaired purchased loans were as follows:

	For the Years Ended December	
	2014	2013
Impaired purchased loans	(In thousands)	
Carrying amount at the beginning of the period	\$ 4,936	\$ 14,629
Reductions during the period	(264 )	(9,693 )
Carrying amount at the end of the period	\$ 4,672	\$ 4,936

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Changes in the accretable yield for purchased loans were as follows:

	For the Years Ended December 31,	
	2014	2013
Accretable yield:	(In thousands)	
Balance at the beginning of the period	\$ 2,505	\$ 4,948
Reclassification from nonaccretable difference	5,016	12,504
Accretion	(5,260 )	(14,947 )
Balance at the end of the period	\$ 2,261	\$ 2,505
Accretion	\$ (5,260 )	\$ (14,947 )
Reduction in FDIC indemnification asset	1,110	11,438
(Increase) in interest income	\$ (4,150 )	\$ (3,509 )

The following summarizes activity in the allowance for credit losses:

	Allowance for Credit Losses								Total
	For the Year Ended December 31, 2014								
	Commercial	Commercial	Construction	Residential	Consumer	Purchased	Purchased	Unallocated	
	Commercial	Estate		Estate	and Other	Non-covered	Covered		(In thousands)
Allowance for loan losses:									
Balance at beginning of period	\$4,005	\$ 12,070	\$ 602	\$ 405	\$ 3,198	\$ -	\$ 1,561	\$ 9,852	\$31,693
Additions:									
Provision	1,095	(7,276 )	39	1,866	6,864	1,006	-	(794 )	2,800
Deductions:									
Chargeoffs	(1,890)	(762 )	-	(30 )	(4,214 )	(522 )	-	-	(7,418 )
Recoveries	2,250	213	3	-	1,869	75	-	-	4,410
Net loan recoveries (losses)	360	(549 )	3	(30 )	(2,345 )	(447 )	-	-	(3,008 )
Indemnification expiration	-	-	-	-	-	1,561	(1,561 )	-	-
Balance at end of period	5,460	4,245	644	2,241	7,717	2,120	-	9,058	31,485
Liability for off-balance sheet credit exposure	2,408	-	344	-	437	-	-	(496 )	2,693
Total allowance for credit losses	\$7,868	\$ 4,245	\$ 988	\$ 2,241	\$ 8,154	\$ 2,120	\$ -	\$ 8,562	\$34,178

	Allowance for Credit Losses								Total
	For the Year Ended December 31, 2013								
	Commercial	Commercial	Construction	Residential	Consumer	Purchased	Purchased	Unallocated	

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	Real Estate	Real Estate	Installment and Other	Non-covered Loans	Covered Loans				
			(In thousands)						
Allowance for loan losses:									
Balance at beginning of period	\$6,445	\$ 10,063	\$ 484	\$ 380	\$ 3,194	\$ -	\$ 1,005	\$ 8,663	\$30,234
Additions:									
Provision	(1,158)	2,813	118	134	1,949	385	2,570	1,189	8,000
Deductions:									
Chargeoffs	(2,857)	(997 )	-	(109 )	(4,097 )	(385 )	(2,286 )	-	(10,731)
Recoveries	1,575	191	-	-	2,152	-	272	-	4,190
Net loan losses	(1,282)	(806 )	-	(109 )	(1,945 )	(385 )	(2,014 )	-	(6,541 )
Balance at end of period	4,005	12,070	602	405	3,198	-	1,561	9,852	31,693
Liability for off-balance sheet credit exposure	1,658	-	37	-	497	-	-	501	2,693
Total allowance for credit losses	\$5,663	\$ 12,070	\$ 639	\$ 405	\$ 3,695	\$ -	\$ 1,561	\$ 10,353	\$34,386

Allowance for Credit Losses  
For the Year Ended December 31, 2012

	Commercial Real Commercial	Real Estate	Construction	Residential Real Estate	Consumer Installment and Other	Purchased Non-covered Loans	Purchased Covered Loans	Unallocated	Total
									(In thousands)
Allowance for loan losses:									
Balance at beginning of period	\$6,012	\$ 10,611	\$ 2,342	\$ 781	\$ 3,072	\$ -	\$ -	\$ 9,779	\$32,597
Additions:									
Provision	5,967	451	135	755	3,084	110	1,814	(1,116)	11,200
Deductions:									
Chargeoffs	(6,851)	(1,202 )	(2,217 )	(1,156 )	(5,685 )	(110 )	(953 )	-	(18,174)
Recoveries	1,317	203	224	-	2,723	-	144	-	4,611
Net loan losses	(5,534)	(999 )	(1,993 )	(1,156 )	(2,962 )	(110 )	(809 )	-	(13,563)
Balance at end of period	6,445	10,063	484	380	3,194	-	1,005	8,663	30,234
Liability for off-balance sheet credit exposure	1,734	9	-	-	419	-	-	531	2,693



Total allowance for credit losses	\$8,179	\$ 10,072	\$ 484	\$ 380	\$ 3,613	\$ -	\$ 1,005	\$ 9,194	\$32,927
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The allowance for credit losses and recorded investment in loans were evaluated for impairment as follows:

Allowance for Credit Losses and Recorded Investment in Loans Evaluated for Impairment  
At December 31, 2014

	Commercial	Commercial Real Estate	Construction	Residential Real Estate	Consumer Installmen and Other	Purchased Non-covered Loans	Purchased Covered Loans	Unallocated	Total
(In thousands)									
Allowance for credit losses:									
Individually evaluated for impairment	\$496	\$-	\$-	\$-	\$-	\$-	\$-	\$-	\$496
Collectively evaluated for impairment	7,372	4,245	988	2,241	8,154	2,120	-	8,562	33,682
Purchased loans with evidence of credit deterioration	-	-	-	-	-	-	-	-	-
Total	\$7,868	\$4,245	\$988	\$2,241	\$8,154	\$2,120	\$-	\$8,562	\$34,178
Carrying value of loans:									
Individually evaluated for impairment	\$11,811	\$2,970	\$-	\$574	\$599	\$12,364	\$-	\$-	\$28,318
Collectively evaluated for impairment	362,194	564,624	11,003	146,351	370,243	196,034	16,851	-	1,667,300
Purchased loans with evidence of credit deterioration	-	-	-	-	-	4,445	227	-	4,672
Total	\$374,005	\$567,594	\$11,003	\$146,925	\$370,842	\$212,843	\$17,078	\$-	\$1,700,290

Allowance for Credit Losses and Recorded Investment in Loans Evaluated for Impairment  
At December 31, 2013

	Commercial	Commercial Real Estate	Construction	Residential Real Estate	Consumer Installmen and Other	Purchased Non-covered Loans	Purchased Covered Loans	Unallocated	Total
(In thousands)									
Allowance for credit losses:									
Individually evaluated for impairment	\$100	\$1,243	\$-	\$-	\$-	\$-	\$153	\$-	\$1,496
Collectively evaluated for	5,563	10,827	639	405	3,695	-	1,408	10,353	32,890

impairment									
Purchased loans with evidence of credit deterioration	-	-	-	-	-	-	-	-	-
Total	\$5,663	\$12,070	\$639	\$405	\$3,695	\$-	\$1,561	\$10,353	\$34,386
Carrying value of loans:									
Individually evaluated for impairment	\$3,901	\$3,357	\$-	\$-	\$-	\$3,785	\$9,999	\$-	\$21,042
Collectively evaluated for impairment	334,923	593,296	10,723	176,196	400,888	47,571	238,169	-	1,801,766
Purchased loans with evidence of credit deterioration	-	-	-	-	-	2,434	2,502	-	4,936
Total	\$338,824	\$596,653	\$10,723	\$176,196	\$400,888	\$53,790	\$250,670	\$-	\$1,827,744

The Bank's customers are small businesses, professionals and consumers. Given the scale of these borrowers, corporate credit rating agencies do not evaluate the borrowers' financial condition. The Bank maintains a Loan Review Department which reports directly to the Board of Directors. The Loan Review Department performs independent evaluations of loans and assigns credit risk grades to evaluated loans using grading standards employed by bank regulatory agencies. Loans judged to carry lower-risk attributes are assigned a "pass" grade, with a minimal likelihood of loss. Loans judged to carry higher-risk attributes are referred to as "classified loans," and are further disaggregated, with increasing expectations for loss recognition, as "substandard," "doubtful," and "loss." Loan Review Department evaluations occur every calendar quarter. If the Bank becomes aware of deterioration in a borrower's performance or financial condition between Loan Review Department examinations, assigned risk grades are re-evaluated promptly. Credit risk grades assigned by the Loan Review Department are subject to review by the Bank's regulatory authorities during regulatory examinations.

The following summarizes the credit risk profile by internally assigned grade:

Credit Risk Profile by Internally Assigned Grade  
At December 31, 2014

Grade:	Commercial		Construction	Residential		Consumer	Purchased	Purchased	Total
	Commercial	Real Estate		Real Estate	Installment and Other	Non-covered Loans	Covered Loans (1)		
Pass	\$366,487	\$527,980	\$11,003	\$144,902	\$369,618	\$182,644	\$15,509	\$1,618,143	
Substandard	7,506	39,614	-	2,023	734	39,473	2,037	91,387	
Doubtful	12	-	-	-	12	77	-	101	
Loss	-	-	-	-	478	21	-	499	
Credit risk discount	-	-	-	-	-	(9,372)	(468)	(9,840)	

Total	\$374,005	\$ 567,594	\$ 11,003	\$ 146,925	\$ 370,842	\$ 212,843	\$ 17,078	\$1,700,290
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(1) Credit risk profile reflects internally assigned grade of purchased covered loans without regard to FDIC indemnification.

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Credit Risk Profile by Internally Assigned Grade  
At December 31, 2013

Grade:	Commercial		Construction	Residential		Consumer	Purchased	Purchased Covered Loans (1)	Total
	Commercial	Real Estate		Real Estate	Installment and Other	Non- covered Loans			
	(In thousands)								
Pass	\$ 329,667	\$ 554,991	\$ 10,274	\$ 174,113	\$ 399,377	\$ 41,490	\$ 196,882	\$ 1,706,794	
Substandard	8,142	41,662	449	2,083	1,127	14,587	64,624	132,674	
Doubtful	1,015	-	-	-	19	958	97	2,089	
Loss	-	-	-	-	365	-	-	365	
Credit risk discount	-	-	-	-	-	(3,245 )	(10,933 )	(14,178 )	
<b>Total</b>	<b>\$ 338,824</b>	<b>\$ 596,653</b>	<b>\$ 10,723</b>	<b>\$ 176,196</b>	<b>\$ 400,888</b>	<b>\$ 53,790</b>	<b>\$ 250,670</b>	<b>\$ 1,827,744</b>	

(1) Credit risk profile reflects internally assigned grade of purchased covered loans without regard to FDIC indemnification.

The following tables summarize loans by delinquency and nonaccrual status:

Summary of Loans by Delinquency and Nonaccrual Status  
At December 31, 2014

	Current and Accruing	Past Due			Nonaccrual	Total Loans
		30-59 Days Past Due and Accruing	60-89 Days Past Due and Accruing	90 days or More and Accruing		
	(In thousands)					
Commercial	\$ 372,235	\$ 1,704	\$ 36	\$ -	\$ 30	\$ 374,005
Commercial real estate	557,041	6,500	-	-	4,053	567,594
Construction	11,003	-	-	-	-	11,003
Residential real estate	144,021	1,513	817	-	574	146,925
Consumer installment and other	365,753	3,310	625	502	652	370,842
Total originated loans	1,450,053	13,027	1,478	502	5,309	1,470,369
Purchased non-covered loans	196,150	4,204	491	-	11,998	212,843
Purchased covered loans	16,389	389	3	-	297	17,078
<b>Total</b>	<b>\$ 1,662,592</b>	<b>\$ 17,620</b>	<b>\$ 1,972</b>	<b>\$ 502</b>	<b>\$ 17,604</b>	<b>\$ 1,700,290</b>

Summary of Loans by Delinquency and Nonaccrual Status  
At December 31, 2013

	Current and Accruing	Past Due			Nonaccrual	Total Loans
		30-59 Days Past Due and Accruing	60-89 Days Past Due and Accruing	90 days or More and Accruing		
	(In thousands)					
Commercial	\$ 336,497	\$ 677	\$ 383	\$ -	\$ 1,267	\$ 338,824

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Commercial real estate	586,619	4,012	2,473	-	3,549	596,653
Construction	10,275	-	-	-	448	10,723
Residential real estate	173,082	2,789	325	-	-	176,196
Consumer installment and other	396,725	3,035	606	410	112	400,888
Total originated loans	1,503,198	10,513	3,787	410	5,376	1,523,284
Purchased non-covered loans	45,755	4,237	180	-	3,618	53,790
Purchased covered loans	236,577	845	940	-	12,308	250,670
Total	\$1,785,530	\$15,595	\$4,907	\$410	\$21,302	\$1,827,744

The following is a summary of the effect of nonaccrual loans on interest income:

	For the Years Ended		
	December 31,		
	2014	2013	2012
	(In thousands)		
Interest income that would have been recognized had the loans performed in accordance with their original terms	\$1,146	\$1,866	\$2,936
Less: Interest income recognized on nonaccrual loans	(60)	(402)	(1,204)
Total reduction of interest income	\$1,086	\$1,464	\$1,732

There were no commitments to lend additional funds to borrowers whose loans were on nonaccrual status at December 31, 2014 and December 31, 2013.

The following summarizes impaired loans:

		Impaired Loans At December 31, 2014	
	Recorded Investment	Unpaid Principal Balance (In thousands)	Related Allowance
Impaired loans with no related allowance recorded:			
Commercial	\$2,031	\$ 2,095	\$ -
Commercial real estate	19,478	25,519	-
Construction	1,834	1,884	-
Residential real estate	574	574	-
Consumer installment and other	1,518	1,628	-
Impaired loans with an allowance recorded:			
Commercial	9,910	9,910	496
Commercial real estate	-	-	-
Construction	-	-	-
Residential real estate	-	-	-
Consumer installment and other	-	-	-
Total:			
Commercial	\$11,941	\$ 12,005	\$ 496
Commercial real estate	19,478	25,519	-
Construction	1,834	1,884	-
Residential real estate	574	574	-
Consumer installment and other	1,518	1,628	-

		Impaired Loans At December 31, 2013	
	Recorded Investment	Unpaid Principal Balance (In thousands)	Related Allowance
Impaired loans with no related allowance recorded:			
Commercial	\$ 3,931	\$ 4,498	\$ -
Commercial real estate	11,002	13,253	-
Construction	2,483	2,947	-
Consumer installment and other	2,014	2,133	-
Impaired loans with an allowance recorded:			
Commercial	1,000	2,173	100
Commercial real estate	9,773	12,482	1,396
Construction	-	-	-
Consumer installment and other	-	-	-

Total:			
Commercial	\$ 4,931	\$ 6,671	\$ 100
Commercial real estate	20,775	25,735	1,396
Construction	2,483	2,947	-
Consumer installment and other	2,014	2,133	-

Impaired loans include troubled debt restructured loans. Impaired loans at December 31, 2014, included \$4,837 thousand of restructured loans, none of which were on nonaccrual status. Impaired loans at December 31, 2013, included \$5,453 thousand of restructured loans, including \$529 thousand that were on nonaccrual status.

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	Impaired Loans For the Years Ended			
	December 31, 2014		December 31, 2013	
	Average Recorded Investment	Recognized Interest Income	Average Recorded Investment	Recognized Interest Income
	(In thousands)			
Commercial	\$5,240	\$ 325	\$ 10,566	\$ 222
Commercial real estate	19,880	469	27,186	763
Construction	2,015	-	2,400	80
Residential real estate	153	-	362	-
Consumer installment and other	1,399	29	1,469	38
Total	\$28,687	\$ 823	\$ 41,983	\$ 1,103

The following tables provide information on troubled debt restructurings:

	Troubled Debt Restructurings At December 31, 2014			
	Number of Contracts	Pre-Modification Carrying Value	Period-End Carrying Value	Period-End Individual Impairment Allowance
	(In thousands)			
Commercial	3	\$ 2,075	\$ 1,901	\$ -
Commercial real estate	4	2,890	2,928	-
Consumer installment and other	1	18	8	-
Total	8	\$ 4,983	\$ 4,837	\$ -

	Troubled Debt Restructurings At December 31, 2013			
	Number of Contracts	Pre-Modification Carrying Value	Period-End Carrying Value	Period-End Individual Impairment Allowance
	(In thousands)			
Commercial	4	\$ 3,427	\$ 3,164	\$ -
Commercial real estate	2	2,291	2,289	-
Total	6	\$ 5,718	\$ 5,453	\$ -

	Troubled Debt Restructurings At December 31, 2012			
	Number of Contracts	Pre-Modification Carrying Value	Period-End Carrying Value	Period-End Individual Impairment Allowance
	(In thousands)			
Commercial	3	\$ 1,318	\$ 1,196	\$ 797
Commercial real estate	2	5,391	5,482	-
Total	5	\$ 6,709	\$ 6,678	\$ 797

During the year ended December 31, 2014, the Company modified five loans with a total carrying value of \$713 thousand that were considered troubled debt restructurings. The concessions granted in the five restructurings completed in 2014 consisted of modification of payment terms to extend the maturity date to allow for deferred principal repayment. During the year ended December 31, 2013, the Company modified five loans with a total carrying value of \$4,966 thousand that were considered troubled debt restructurings. The concessions granted in the five restructurings completed in 2013 consisted of modification of payment terms to lower the interest rate and extend the maturity date to allow for deferred principal repayment. During the year ended December 31, 2012, the Company modified three loans with carrying values totaling \$5,821 thousand that were considered troubled debt restructurings. The concessions granted in the restructurings completed in 2012 largely consisted of modifications of payment terms extending maturity dates to allow for deferred principal repayment.

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During the year ended December 31, 2014, no troubled debt restructured loans defaulted. During the year ended December 31, 2013 a commercial real estate loan with a carrying value of \$3,954 thousand defaulted within 12 months of the modification date. During the year ended December 31, 2012, troubled debt restructured construction and commercial loans with carrying values totaling \$3,068 thousand and \$988 thousand, respectively, defaulted. A troubled debt restructuring is considered to be in default when payments are 90 days or more past due.

The Company pledges loans to secure borrowings from the Federal Home Loan Bank of San Francisco (FHLB). The carrying value of the FHLB advances was \$20,015 thousand and \$20,577 thousand at December 31, 2014 and December 31, 2013, respectively. The loans restricted due to collateral requirements approximated \$18,366 thousand and \$24,242 thousand at December 31, 2014 and December 31, 2013, respectively. The FHLB does not have the right to sell or repledge such loans.

There were no loans held for sale at December 31, 2014 and December 31, 2013.

#### Note 4: Concentration of Credit Risk

The Company's business activity is with customers in Northern and Central California. The loan portfolio is well diversified within the Company's geographic market, although the Company has significant credit arrangements that are secured by real estate collateral. In addition to real estate loans outstanding as disclosed in Note 3, the Company had loan commitments and standby letters of credit related to real estate loans of \$66,086 thousand and \$62,277 thousand at December 31, 2014 and December 31, 2013, respectively. The Company requires collateral on all real estate loans with loan-to-value ratios at origination generally no greater than 75% on commercial real estate loans and no greater than 80% on residential real estate loans. Under the California Financial Code, loans to any one person owing to a commercial bank at any one time shall not exceed the following limitations: (a) unsecured loans shall not exceed 15 percent of the sum of the shareholders' equity, allowance for loan losses, capital notes, and debentures of the bank, or (b) secured and unsecured loans in all shall not exceed 25 percent of the sum of the shareholders' equity, allowance for loan losses, capital notes, and debentures of the bank. At December 31, 2014, Westamerica Bank did not have loans to any one customer exceeding these limits; Westamerica Bank had 36 borrower relationships with aggregate loans exceeding \$5 million.

#### Note 5: Premises, Equipment and Other Assets

Premises and equipment consisted of the following:

	At December 31,		
	Cost	Accumulated Depreciation and Amortization (In thousands)	Net Book Value
<b>2014</b>			
Land	\$11,933	\$ —	\$11,933
Buildings and improvements	40,939	(23,267 )	17,672
Leasehold improvements	5,742	(4,664 )	1,078
Furniture and equipment	21,438	(14,269 )	7,169
Total	\$80,052	\$ (42,200 )	\$37,852
<b>2013</b>			
Land	\$11,983	\$ —	\$11,983
Buildings and improvements	41,092	(22,321 )	18,771

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Leasehold improvements	5,761	(4,453 )	1,308
Furniture and equipment	18,365	(13,113 )	5,252
Total	\$77,201	\$ (39,887 )	\$37,314

Depreciation and amortization of premises and equipment included in noninterest expense amounted to \$3,177 thousand in 2014, \$3,001 thousand in 2013 and \$2,626 thousand in 2012.

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Other assets consisted of the following:

	At December 31,	
	2014	2013
	(In thousands)	
Cost method equity investments:		
Federal Reserve Bank stock (1)	\$ 14,069	\$ 14,069
Federal Home Loan Bank stock (2)	940	4,188
Other investments	241	376
Total cost method equity investments	15,250	18,633
Life insurance cash surrender value	46,479	43,896
Deferred taxes receivable	50,903	53,281
Limited partnership investments	18,673	18,198
Interest receivable	19,394	18,925
FDIC indemnification receivable	—	4,032
Prepaid assets	5,609	5,229
Other assets	10,150	14,238
Total other assets	\$ 166,458	\$ 176,432

(1) A bank applying for membership in the Federal Reserve System is required to subscribe to stock in the Federal Reserve Bank of San Francisco (FRB) in a sum equal to six percent of the bank's paid-up capital stock and surplus. One-half of the amount of the bank's subscription shall be paid to the FRB and the remaining half will be subject to call when deemed necessary by the Board of Governors of the Federal Reserve System.

(2) Borrowings from the FHLB must be supported by capital stock holdings. The minimum activity-based requirement is 4.7% of the outstanding advances. The requirement may be adjusted from time to time by the FHLB within limits established in the FHLB's Capital Plan.

#### Note 6: Goodwill and Identifiable Intangible Assets

The Company has recorded goodwill and other identifiable intangibles associated with purchase business combinations. Goodwill is not amortized, but is periodically evaluated for impairment. The Company did not recognize impairment during the years ended December 31, 2014 and December 31, 2013. Identifiable intangibles are amortized to their estimated residual values over their expected useful lives. Such lives and residual values are also periodically reassessed to determine if any amortization period adjustments are indicated. During the years ended December 31, 2014 and year ended December 31, 2013, no such adjustments were recorded.

The carrying values of goodwill were:

	At December 31,	
	2014	2013
	(In thousands)	
Goodwill	\$ 121,673	\$ 121,673

The gross carrying amount of intangible assets and accumulated amortization was:

	At December 31,
	2014
	2013

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	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
	(In thousands)			
Core Deposit Intangibles	\$56,808	\$ (43,188 )	\$56,808	\$ (39,242 )
Merchant Draft Processing Intangible	10,300	(9,633 )	10,300	(9,309 )
Total Intangible Assets	\$67,108	\$ (52,821 )	\$67,108	\$ (48,551 )

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As of December 31, 2014, the current year and estimated future amortization expense for intangible assets was as follows:

	Core Deposit Intangibles	Merchant Draft Processing Intangible	Total
	(In thousands)		
For the Year ended December 31, 2014 (actual)	\$3,946	\$ 324	\$4,270
Estimate for year ended December 31,			
2015	3,594	262	3,856
2016	3,292	212	3,504
2017	2,913	164	3,077
2018	1,892	29	1,921
2019	538	—	538

#### Note 7: Deposits and Borrowed Funds

The following table provides additional detail regarding deposits.

	Deposits At December 31,	
	2014	2013
	(In thousands)	
Noninterest bearing	\$ 1,910,781	\$ 1,740,182
Interest bearing:		
Transaction	792,448	763,088
Savings	1,260,819	1,167,744
Time deposits less than \$100 thousand	169,959	193,913
Time deposits \$100 thousand through \$250 thousand	113,023	100,514
Time deposits more than \$250 thousand	102,161	198,340
Total deposits	\$ 4,349,191	\$ 4,163,781

Demand deposit overdrafts of \$3,173 thousand and \$3,002 thousand were included as loan balances at December 31, 2014 and December 31, 2013, respectively. Interest expense for aggregate time deposits with individual account balances in excess of \$100 thousand was \$893 thousand in 2014, \$1,096 thousand in 2013 and \$1,530 thousand in 2012.

Short-term borrowed funds of \$89,784 thousand and \$62,668 thousand at December 31, 2014 and December 31, 2013, respectively, represent securities sold under agreements to repurchase the securities. As the Company is obligated to repurchase the securities, the transfer of the securities is accounted for as a secured borrowing rather than a sale. Securities sold under repurchase agreements are held in the custody of independent securities brokers. The carrying amount of the securities approximates \$148,014 thousand and \$113,902 thousand at December 31, 2014 and December 31, 2013, respectively. The short-term borrowed funds mature on an overnight basis.

Federal Home Loan Bank (“FHLB”) advances with a carrying value of \$20,015 thousand at December 31, 2014 and \$20,577 thousand at December 31, 2013 are secured by residential real estate loans and securities. The amount of such loans and securities approximates \$26,484 thousand at December 31, 2014 and \$32,953 thousand at December 31, 2013. The FHLB advances are due in full at par value upon their maturity dates: \$20,000 thousand mature in January 2015. The FHLB advances may be paid off prior to such maturity dates subject to prepayment fees.

The term repurchase agreement matured and was repaid in full in August 2014. At December 31, 2013, the carrying value of the term repurchase agreement was \$10,000 thousand, representing securities sold under an agreement to repurchase the securities. The Company accounted for the transfer of the securities as a secured borrowing rather than a sale due to its obligation to repurchase the securities. At December 31, 2013, the carrying amount of the related securities was approximately \$11,278 thousand, which were held in the custody of independent securities brokers.

The Company has a \$35,000 thousand unsecured line of credit which had no outstanding balance at December 31, 2014 and December 31, 2013. The line of credit has a variable interest rate, which was 2.0% per annum at December 31, 2014, with interest payable monthly on outstanding advances. Advances may be made up to the unused credit limit through March 18, 2015.

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The following table summarizes deposits and borrowed funds of the Company for the periods indicated:

	Balance At December 31, 2014	Average Balance For the Year Ended December 31, 2014	Weighted Average Rate		Balance At December 31, 2013	Average Balance For the Year Ended December 31, 2013	Weighted Average Rate
(\$ in thousands)							
Time deposits over \$100 thousand	\$215,184	\$ 237,002	0.38	%	\$298,854	\$ 341,184	0.32
Securities sold under repurchase agreements	89,784	70,244	0.07		62,668	57,446	0.07
Federal Home Loan Bank advances	20,015	20,308	2.00		20,577	25,499	1.88
Term repurchase agreement	—	6,082	0.99		10,000	10,000	0.98
Federal funds purchased	—	8	0.48		—	8	0.60

	For the years ended December 31,	
	2014	2013
	Highest Balance at Any Month-end	Highest Balance at Any Month-end
(In thousands)		
Securities sold under repurchase agreements	\$ 89,784	\$ 66,640
Federal Home Loan Bank advances	20,530	25,780
Term repurchase agreement	10,000	10,000

Note 8: Shareholders' Equity

The Company grants stock options and restricted performance shares to employees in exchange for employee services, pursuant to the shareholder-approved 1995 Stock Option Plan, which was last amended and restated in 2012. Nonqualified stock option grants ("NQSO") are granted with an exercise price equal to the fair market value of the related common stock on the grant date. NQSO generally become exercisable in equal annual installments over a three-year period with each installment vesting on the anniversary date of the grant. Each NQSO has a maximum ten-year term. A restricted performance share grant becomes vested after three years of being awarded, provided the Company has attained its performance goals for such three-year period.

The following table summarizes information about stock options granted under the Plan as of December 31, 2014. The intrinsic value is calculated as the difference between the market value as of December 31, 2014 and the exercise price of the shares. The market value as of December 31, 2014 was \$48.96 as reported by the NASDAQ Global Select Market:

Range of Exercise Price	Options Outstanding				Options Exercisable			
	Number Outstanding at 12/31/2014	Aggregate Intrinsic Value (in thousands)	Weighted Average Remaining Contractual Price	Weighted Average at Exercise Price	Number Exercisable 12/31/2014	Aggregate Intrinsic Value (in thousands)	Weighted Average Remaining Contractual Price	Weighted Average Exercise Price

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		(in thousands)		Life (years)		(in thousands)		Life (years)		
\$40	–	45	283	\$ 1,514	7.5	\$ 44	103	\$ 569	6.5	\$ 43
45	–	50	339	738	5.0	47	262	506	4.3	47
50	–	55	1,074	—	4.1	52	832	—	2.7	52
55	–	60	193	—	5.1	57	193	—	5.1	57
\$40	–	60	1,889	\$ 2,252	4.9	50	1,390	\$ 1,075	3.6	51

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The Company applies the Roll-Geske option pricing model (Modified Roll) to determine grant date fair value of stock option grants. This model modifies the Black-Scholes Model to take into account dividends and American options. During the twelve months ended December 31, 2014, 2013 and 2012, the Company granted 294 thousand, 322 thousand and 296 thousand stock options, respectively. The following weighted average assumptions were used in the option pricing to value stock options granted in the periods indicated:

For the Years Ended December 31,	2014	2013	2012
Expected volatility*1	16 %	17 %	21 %
Expected life in years*2	4.9	4.8	4.8
Risk-free interest rate*3	1.59 %	0.74 %	0.72 %
Expected dividend yield	3.32 %	3.57 %	3.20 %
Fair value per award	\$5.91	\$4.61	\$5.61

\*1 Measured using daily price changes of Company's stock over respective expected term of the option and the implied volatility derived from the market prices of the Company's stock and traded options.

\*2 The number of years that the Company estimates that the options will be outstanding prior to exercise

\*3 The risk-free rate over the expected life based on the US Treasury yield curve in effect at the time of the grant

Employee stock option grants are being expensed by the Company over the grants' three year vesting period. The Company issues new shares upon the exercise of options. The number of shares authorized to be issued for options at December 31, 2014 is 1,232 thousand.

A summary of option activity during the year ended December 31, 2014 is presented below:

	Shares (in thousands)	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (years)
Outstanding at January 1, 2014	2,078	\$49.66	
Granted	294	53.35	
Exercised	(256 )	48.30	
Forfeited or expired	(227 )	50.60	
Outstanding at December 31, 2014	1,889	50.31	4.9
Exercisable at December 31, 2014	1,390	50.87	3.6

A summary of the Company's nonvested option activity during the year ended December 31, 2014 is presented below:

	Shares (in thousands)	Weighted Average Grant Date Fair Value
Nonvested at January 1, 2014	563	
Granted	294	
Vested	(269 )	
Forfeited	(89 )	
Nonvested at December 31, 2014	499	\$5.40

The weighted average estimated grant date fair value for options granted under the Company's stock option plan during the twelve months ended December 31, 2014, 2013 and 2012 was \$5.91, \$4.61 and \$5.61 per share, respectively. The total remaining unrecognized compensation cost related to nonvested awards as of December 31, 2014 is \$431 thousand and the weighted average period over which the cost is expected to be recognized is 1.9 years.

The total intrinsic value of options exercised during the twelve months ended December 31, 2014, 2013 and 2012 was \$1,309 thousand, \$2,058 thousand and \$767 thousand, respectively. The total fair value of RPSs that vested during the twelve months ended December 31, 2014, 2013 and 2012 was \$1,115 thousand, \$678 thousand and \$734 thousand, respectively. The total fair value of options vested during the twelve months ended December 31, 2014, 2013 and 2012 was \$1,397 thousand, \$1,514 thousand and \$1,321 thousand, respectively. The decrease in tax benefits recognized for the tax deductions from the exercise of options totaled \$447 thousand, \$298 thousand and \$119 thousand, respectively, for the twelve months ended December 31, 2014, 2013 and 2012.

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A summary of the status of the Company's restricted performance shares as of December 31, 2014 and 2013 and changes during the twelve months ended on those dates, follows (in thousands):

	2014	2013
Outstanding at January 1,	59	54
Granted	17	20
Issued upon vesting	(21 )	(15 )
Forfeited	(5 )	—
Outstanding at December 31,	50	59

As of December 31, 2014 and 2013, the restricted performance shares had a weighted-average contractual life of 1.2 years and 1.3 years, respectively. The compensation cost that was charged against income for the Company's restricted performance shares granted was \$575 thousand, \$1,338 thousand and \$710 thousand for the twelve months ended December 31, 2014, 2013 and 2012, respectively. There were no stock appreciation rights or incentive stock options granted in the twelve months ended December 31, 2014 and 2013.

On February 13, 2009, the Company issued a warrant to purchase 246,640 shares of the Company's common stock at an exercise price of \$50.92 per share. The warrants remain outstanding at December 31, 2014.

The Company repurchases and retires its common stock in accordance with Board of Directors approved share repurchase programs. At December 31, 2014, approximately 1,733 thousand shares remained available to repurchase under such plans.

Shareholders have authorized two additional classes of stock of one million shares each, to be denominated "Class B Common Stock" and "Preferred Stock," respectively, in addition to the 150 million shares of common stock presently authorized. At December 31, 2014, no shares of Class B Common Stock or Preferred Stock were outstanding.

#### Note 9: Risk-Based Capital

The Company and the Bank are subject to various regulatory capital adequacy requirements administered by federal and state agencies. The Federal Deposit Insurance Corporation Improvement Act of 1991 ("FDICIA") required that regulatory agencies adopt regulations defining five capital tiers for banks: well capitalized, adequately capitalized, undercapitalized, significantly undercapitalized and critically undercapitalized. Failure to meet minimum capital requirements can initiate discretionary actions by regulators that, if undertaken, could have a direct, material effect on the Company's financial statements. Quantitative measures, established by the regulators to ensure capital adequacy, require that the Company and the Bank maintain minimum ratios of capital to risk-weighted assets. There are two categories of capital under the guidelines. Tier 1 capital includes common shareholders' equity and qualifying preferred stock less goodwill, identifiable intangible assets, and other adjustments including the unrealized net gains and losses, after taxes, on available for sale securities. Tier 2 capital includes preferred stock not qualifying for Tier 1 capital, mandatory convertible debt, subordinated debt, certain unsecured senior debt and the allowance for loan losses, subject to limitations within the guidelines. Under the guidelines, capital is compared to the relative risk of the Company's assets, derived from applying one of four risk weights (0%, 20%, 50% and 100%) to various categories of assets and unfunded commitments to extend credit, primarily based on the credit risk of the counterparty. The capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weighting and other factors.

As of December 31, 2014, the Company and the Bank met all capital adequacy requirements to which they are subject.

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The Company and the Bank are well capitalized under the FDICIA regulatory framework for prompt corrective action. To be well capitalized, the institution must maintain a total risk-based capital ratio as set forth in the following table and not be subject to a capital directive order. The following tables show capital ratios for the Company and the Bank as of December 31, 2014 and 2013:

At December 31, 2014	Amount	Ratio	For Capital Adequacy Purposes		To Be Well Capitalized Under the FDICIA Prompt Corrective Action Provisions	
			Amount	Ratio	Amount	Ratio
(\$ in thousands)						
<b>Total Capital (to risk-weighted assets)</b>						
Consolidated Company	\$427,612	14.54 %	\$235,289	8.00 %	\$294,111	10.00 %
Westamerica Bank	391,219	13.49 %	232,036	8.00 %	290,045	10.00 %
<b>Tier 1 Capital (to risk-weighted assets)</b>						
Consolidated Company	391,121	13.30 %	117,644	4.00 %	176,467	6.00 %
Westamerica Bank	349,120	12.04 %	116,018	4.00 %	174,027	6.00 %
<b>Leverage Ratio *</b>						
Consolidated Company	391,121	7.95 %	196,809	4.00 %	246,011	5.00 %
Westamerica Bank	349,120	7.16 %	195,149	4.00 %	243,936	5.00 %

  

At December 31, 2013	Amount	Ratio	For Capital Adequacy Purposes		To Be Well Capitalized Under the FDICIA Prompt Corrective Action Provisions	
			Amount	Ratio	Amount	Ratio
(\$ in thousands)						
<b>Total Capital (to risk-weighted assets)</b>						
Consolidated Company	\$446,331	16.18 %	\$220,745	8.00 %	\$275,931	10.00 %
Westamerica Bank	406,418	14.93 %	217,730	8.00 %	272,162	10.00 %
<b>Tier 1 Capital (to risk-weighted assets)</b>						
Consolidated Company	405,798	14.71 %	110,372	4.00 %	165,559	6.00 %
Westamerica Bank	360,809	13.26 %	108,865	4.00 %	163,297	6.00 %
<b>Leverage Ratio *</b>						
Consolidated Company	405,798	8.55 %	189,762	4.00 %	237,203	5.00 %
Westamerica Bank	360,809	7.67 %	188,109	4.00 %	235,137	5.00 %

\*The leverage ratio consists of Tier 1 capital divided by average assets, excluding certain intangible assets, during the most recent calendar quarter.

FDIC-covered assets are included in the 20% risk-weight category until the loss-sharing agreements terminate; the residential loss-sharing agreement expires February 6, 2019 and the non-residential loss-sharing agreement expired (as to losses) February 6, 2014.

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## Note 10: Income Taxes

Deferred tax assets and liabilities are recognized for future tax consequences attributable to differences between the amounts reported in the financial statements of existing assets and liabilities and their respective tax basis and operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Amounts for the current year are based upon estimates and assumptions as of the date of these financial statements and could vary significantly from amounts shown on the tax returns as filed.

The components of the net deferred tax asset are as follows:

	At December 31,	
	2014	2013
	(In thousands)	
Deferred tax asset		
Allowance for credit losses	\$14,220	\$14,309
State franchise taxes	2,867	3,249
Deferred compensation	7,839	7,991
Real estate owned	1,041	2,095
Purchased assets and assumed liabilities	6,389	5,294
Post-retirement benefits	1,097	1,059
Employee benefit accruals	4,692	5,321
VISA Class B shares	1,706	1,554
Limited partnership investments	1,332	1,299
Impaired capital assets	18,941	20,793
Leases	84	123
Premises and equipment	538	690
Other	730	654
Subtotal deferred tax asset	61,476	64,431
Valuation allowance	—	—
Total deferred tax asset	61,476	64,431
Deferred tax liability		
Net deferred loan fees	461	383
Intangible assets	5,770	7,408
Securities available for sale	3,919	3,233
Other	423	126
Total deferred tax liability	10,573	11,150
Net deferred tax asset	\$50,903	\$53,281

Based on Management's judgment, a valuation allowance is not needed to reduce the gross deferred tax asset because it is more likely than not that the gross deferred tax asset will be realized through recoverable taxes or future taxable income. Net deferred tax assets are included with interest receivable and other assets in the Consolidated Balance Sheets.

The provision for federal and state income taxes consists of amounts currently payable and amounts deferred are as follows:

	For the Years Ended December		
	31,		
	2014	2013	2012

(In thousands)

Current income tax expense:			
Federal	\$11,950	\$13,975	\$22,368
State	7,802	8,597	11,456
Total current	19,752	22,572	33,824
Deferred income tax (benefit) expense:			
Federal	(1,220 )	(2,518 )	(7,280 )
State	(225 )	(1,109 )	(1,114 )
Total deferred	(1,445 )	(3,627 )	(8,394 )
Provision for income taxes	\$18,307	\$18,945	\$25,430

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The provision for income taxes differs from the provision computed by applying the statutory federal income tax rate to income before taxes, as follows:

	For the Years Ended December 31,		
	2014	2013	2012
	(In thousands)		
Federal income taxes due at statutory rate	\$27,634	\$30,142	\$37,295
Reductions in income taxes resulting from:			
Interest on state and municipal securities and loans not taxable for federal income tax purposes	(10,173 )	(11,565 )	(12,494 )
State franchise taxes, net of federal income tax benefit	4,925	4,712	6,722
Tax credits	(2,700 )	(3,190 )	(3,684 )
Dividend received deduction	(39 )	(32 )	(28 )
Cash value life insurance	(641 )	(747 )	(953 )
Other	(699 )	(375 )	(1,428 )
Provision for income taxes	\$18,307	\$18,945	\$25,430

At December 31, 2014, the company had no net operating loss and general tax credit carryforwards for tax return purposes.

A reconciliation of the beginning and ending amounts of unrecognized tax benefits follow:

	2014	2013
	(In thousands)	
Balance at January 1,	\$1,437	\$747
Additions for tax positions taken in the current period	245	483
Reductions for tax positions taken in the current period	—	—
Additions for tax positions taken in prior years	—	212
Reductions for tax positions taken in prior years	(47 )	—
Decreases related to settlements with taxing authorities	—	—
Decreases as a result of a lapse in statute of limitations	—	(5 )
Balance at December 31,	\$1,635	\$1,437

The Company does not anticipate any significant increase or decrease in unrecognized tax benefits during 2015. Unrecognized tax benefits at December 31, 2014 and 2013 include accrued interest and penalties of \$93 thousand and \$85 thousand, respectively. If recognized, the entire amount of the unrecognized tax benefits would affect the effective tax rate.

The Company classifies interest and penalties as a component of the provision for income taxes. The tax years ended December 31, 2014, 2013, 2012 and 2011 remain subject to examination by the Internal Revenue Service. The tax years ended December 31, 2014, 2013, 2012, 2011, 2010 and 2009 remain subject to examination by the California Franchise Tax Board. The deductibility of these tax positions will be determined through examination by the appropriate tax jurisdictions or the expiration of the tax statute of limitations.

#### Note 11: Fair Value Measurements

The Company uses fair value measurements to record fair value adjustments to certain assets and liabilities and to determine fair value disclosures. Available for sale investment securities are recorded at fair value on a recurring basis. Additionally, from time to time, the Company may be required to record at fair value other assets on a

nonrecurring basis, such as other real estate owned, impaired loans, certain loans held for investment, investment securities held to maturity, and other assets. These nonrecurring fair value adjustments typically involve the lower-of-cost-or-fair value accounting of individual assets.

In accordance with the Fair Value Measurement and Disclosure topic of the Codification, the Company bases its fair values on the price that would be received to sell an asset or paid to transfer a liability in the principal market or most advantageous market for an asset or liability in an orderly transaction between market participants on the measurement date under current market conditions. A fair value measurement reflects all of the assumptions that market participants would use in pricing the asset or liability, including assumptions about the risk inherent in a particular valuation technique, the effect of a restriction on the sale or use of an asset, and the risk of nonperformance.

The Company groups its assets and liabilities measured at fair value into a three-level hierarchy, based on the markets in which the assets and liabilities are traded and the reliability of the assumptions used to determine fair value. When the valuation assumptions used to measure the fair value of the asset or liability are categorized within different levels of the fair value hierarchy, the asset or liability is categorized in its entirety within the lowest level of the hierarchy. These levels are:

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Level 1 – Valuation is based upon quoted prices for identical instruments traded in active exchange markets, such as the New York Stock Exchange. Level 1 includes U.S. Treasury, equity and federal agency securities, which are traded by dealers or brokers in active markets. Valuations are obtained from readily available pricing sources for market transactions involving identical assets or liabilities.

Level 2 – Valuation is based upon quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-based valuation techniques for which all significant assumptions are observable in the market. Level 2 includes mortgage-backed securities, corporate securities, asset-backed securities, municipal bonds and residential collateralized mortgage obligations.

Level 3 – Valuation is generated from model-based techniques that use significant assumptions not observable in the market. These unobservable assumptions reflect the Company’s estimates of assumptions that market participants would use in pricing the asset or liability. Valuation techniques include use of option pricing models, discounted cash flow models and similar techniques.

The Company relies on independent vendor pricing services to measure fair value for investment securities available for sale and investment securities held to maturity. The Company employs three pricing services. To validate the pricing of these vendors, the Company compares vendors’ pricing for each of the securities for consistency; significant pricing differences, if any, are evaluated using all available independent quotes with the quote closely affecting the market is generally used as the fair value estimate. In addition, the Company conducts “other than temporary impairment (OTTI)” analysis on a quarterly basis; securities selected for OTTI analysis include all securities at a market price below 95 percent of par value and with a market to book ratio below 95:100. As with any valuation technique used to estimate fair value, changes in underlying assumptions used could significantly affect the results of current and future values. Accordingly, these fair value estimates may not be realized in an actual sale of the securities.

When the Company changes its valuation assumptions for measuring financial assets and financial liabilities at fair value, either due to changes in current market conditions or other factors, it may need to transfer those assets or liabilities to another level in the hierarchy based on the new assumptions used. The Company recognizes these transfers at the end of the reporting period that the transfers occur. For the years ended December 31, 2014 and December 31, 2013, there were no transfers in or out of levels 1, 2 or 3.

#### Assets Recorded at Fair Value on a Recurring Basis

The table below presents assets measured at fair value on a recurring basis.

	Fair Value	At December 31, 2014		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2 )	Significant Unobservable Inputs (Level 3 )
(In thousands)				
U.S. Treasury securities	\$3,505	\$ 3,505	\$ -	\$ -
Securities of U.S. Government sponsored entities	635,188	635,188	-	-
Residential mortgage-backed securities	26,407	-	26,407	-
Commercial mortgage-backed securities	2,919	-	2,919	-
Obligations of states and political subdivisions	181,799	-	181,799	-

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Residential collateralized mortgage obligations	222,457	-	222,457	-
Asset-backed securities	8,313	-	8,313	-
FHLMC and FNMA stock	5,168	5,168	-	-
Corporate securities	512,239	-	512,239	-
Other securities	2,786	910	1,876	-
Total securities available for sale	\$1,600,781	\$ 644,771	\$ 956,010	\$ -

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	Fair Value	At December 31, 2013		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2 )	Significant Unobservable Inputs (Level 3 )
(In thousands)				
U.S. Treasury securities	\$3,506	\$ 3,506	\$ -	\$ -
Securities of U.S. Government sponsored entities	130,492	130,492	-	-
Residential mortgage-backed securities	34,176	-	34,176	-
Commercial mortgage-backed securities	3,425	-	3,425	-
Obligations of states and political subdivisions	191,386	-	191,386	-
Residential collateralized mortgage obligations	252,896	-	252,896	-
Asset-backed securities	14,555	-	14,555	-
FHLMC and FNMA stock	13,372	13,372	-	-
Corporate securities	432,431	-	432,431	-
Other securities	3,142	1,300	1,842	-
Total securities available for sale	\$1,079,381	\$ 148,670	\$ 930,711	\$ -

## Assets Recorded at Fair Value on a Nonrecurring Basis

The Company may be required, from time to time, to measure certain assets at fair value on a nonrecurring basis in accordance with GAAP. These adjustments to fair value usually result from application of lower-of-cost or fair-value accounting of individual assets. For assets measured at fair value on a nonrecurring basis that were recorded in the balance sheet at December 31, 2014 and December 31, 2013, the following table provides the level of valuation assumptions used to determine each adjustment and the carrying value of the related assets at period end.

	Fair Value	At December 31, 2014			For the Year Ended December 31, 2014
		Level 1	Level 2	Level 3	Total Losses
(In thousands)					
Other real estate owned	\$6,374	\$-	\$6,374	\$-	\$(358 )
Impaired loans	17,085	-	7,670	9,415	(884 )
Total assets measured at fair value on a nonrecurring basis	\$23,459	\$-	\$14,044	\$9,415	\$(1,242 )

	Fair Value	At December 31, 2013			For the Year Ended December 31, 2013
		Level 1	Level 2	Level 3	Total Losses

	(In thousands)				
Other real estate owned	\$13,320	\$-	\$13,320	\$-	\$(814 )
Impaired loans	9,672	-	7,967	1,705	(233 )
Total assets measured at fair value on a nonrecurring basis	\$22,992	\$-	\$21,287	\$1,705	\$(1,047 )

Level 2 – Valuation is based upon independent market prices or appraised value of the collateral, less 10% for selling costs, generally. Level 2 includes other real estate owned that has been measured at fair value upon transfer to foreclosed assets and impaired loans collateralized by real property where a specific reserve has been established or a charge-off has been recorded. Losses on other real estate owned represent losses recognized in earnings during the period subsequent to its initial classification as foreclosed assets.

Level 3 – Valuation is based upon estimated liquidation values of loan collateral. The value of level 3 assets can also include a component of real estate, which is valued as described for level 2 inputs, when collateral for the impaired loan includes both business assets and real estate. Level 3 includes impaired loans where a specific reserve has been established or a charge-off has been recorded.



## Disclosures about Fair Value of Financial Instruments

The following section describes the valuation methodologies used by the Company for estimating fair value of financial instruments not recorded at fair value in the balance sheet.

**Cash and Due from Banks** Cash and due from banks represent U.S. dollar denominated coin and currency, deposits at the Federal Reserve Bank and correspondent banks, and amounts being settled with other banks to complete the processing of customers' daily transactions. Collectively, the Federal Reserve Bank and financial institutions operate in a market in which cash and due from banks transactions are processed continuously in significant daily volumes honoring the face value of the U.S. dollar.

**Investment Securities Held to Maturity** The fair values of investment securities were estimated using quoted prices as described above for Level 1 and Level 2 valuation.

**Loans** Loans were separated into two groups for valuation. Variable rate loans, except for those described below, which reprice frequently with changes in market rates were valued using historical cost. Fixed rate loans and variable rate loans that have reached their minimum contractual interest rates were valued by discounting the future cash flows expected to be received from the loans using current interest rates charged on loans with similar characteristics. Additionally, the allowance for loan losses of \$31,485 thousand at December 31, 2014 and \$31,693 thousand at December 31, 2013 and the fair value discount due to credit default risk associated with purchased covered and purchased non-covered loans of \$468 thousand and \$9,372 thousand, respectively at December 31, 2014 and purchased covered and purchased non-covered loans of \$10,933 thousand and \$3,245 thousand, respectively at December 31, 2013 were applied against the estimated fair values to recognize estimated future defaults of contractual cash flows. The Company does not consider these values to be a liquidation price for the loans.

**FDIC Indemnification Receivable** The fair value of the FDIC indemnification receivable recorded in Other Assets was estimated by discounting estimated future cash flows using current market rates for financial instruments with similar characteristics.

**Deposit Liabilities** Deposits with no stated maturity such as checking accounts, savings accounts and money market accounts can be readily converted to cash or used to settle transactions at face value through the broad financial system operated by the Federal Reserve Bank and financial institutions. The fair value of deposits with no stated maturity is equal to the amount payable on demand. The fair values of time deposits were estimated by discounting estimated future contractual cash flows using current market rates for financial instruments with similar characteristics.

**Short-Term Borrowed Funds** The carrying amount of securities sold under agreement to repurchase and other short-term borrowed funds approximate fair value due to the relatively short period of time between their origination and their expected realization.

**Federal Home Loan Bank Advances** The fair values of FHLB advances were estimated by using redemption amounts quoted by the Federal Home Loan Bank of San Francisco.

**Term Repurchase Agreement** The fair value of the term repurchase agreement was estimated by using interpolated yields for financial instruments with similar characteristics.

The table below is a summary of fair value estimates for financial instruments and the level of the fair value hierarchy within which the fair value measurements are categorized, excluding financial instruments recorded at fair value on a recurring basis. The values assigned do not necessarily represent amounts which ultimately may be realized for assets or paid to settle liabilities. In addition, these values do not give effect to adjustments to fair value which may occur

when financial instruments are sold or settled in larger quantities. The carrying amounts in the following table are recorded in the balance sheet under the indicated captions.

The Company has not included assets and liabilities that are not financial instruments, such as goodwill, long-term relationships with deposit, merchant processing and trust customers, other purchased intangibles, premises and equipment, deferred taxes and other assets and liabilities. The total estimated fair values do not represent, and should not be construed to represent, the underlying value of the Company.

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	At December 31, 2014				
			Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2 )	Significant Unobservable Inputs (Level 3 )
	Carrying Amount	Estimated Fair Value	(Level 1)	(Level 2 )	(Level 3 )
Financial Assets:					
Cash and due from banks	\$380,836	\$380,836	\$ 380,836	\$ -	\$ -
Investment securities held to maturity	1,038,658	1,048,562	1,077	1,047,485	-
Loans	1,668,805	1,685,048	-	-	1,685,048
Financial Liabilities:					
Deposits	\$4,349,191	\$4,348,958	\$ -	\$3,964,048	\$ 384,910
Short-term borrowed funds	89,784	89,784	-	89,784	-
Federal Home Loan Bank advances	20,015	20,014	20,014	-	-

	At December 31, 2013				
			Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2 )	Significant Unobservable Inputs (Level 3 )
	Carrying Amount	Estimated Fair Value	(Level 1)	(Level 2 )	(Level 3 )
Financial Assets:					
Cash and due from banks	\$472,028	\$472,028	\$ 472,028	\$ -	\$ -
Investment securities held to maturity	1,132,299	1,112,676	1,597	1,111,079	-
Loans	1,796,051	1,800,625	-	-	1,800,625
Other assets - FDIC indemnification receivable	4,032	4,032	-	-	4,032
Financial Liabilities:					
Deposits	\$4,163,781	\$4,162,935	\$ -	\$3,671,014	\$ 491,921
Short-term borrowed funds	62,668	62,668	-	62,668	-
Federal Home Loan Bank advances	20,577	20,558	20,558	-	-
Term repurchase agreement	10,000	10,054	-	10,054	-

The majority of the Company's standby letters of credit and other commitments to extend credit carry current market interest rates if converted to loans. No premium or discount was ascribed to these commitments because virtually all funding would be at current market rates.

#### Note 12: Lease Commitments

Thirty-two banking offices and a centralized administrative service center are owned and 68 facilities are leased. Substantially all the leases contain renewal options and provisions for rental increases, principally for cost of living index. The Company also leases certain pieces of equipment.

Minimum future rental payments under noncancelable operating leases as of December 31, 2014 are as follows:

	(In thousands)
2015	\$ 7,691
2016	4,453
2017	3,422
2018	2,712
2019	1,288
Thereafter	363
Total minimum lease payments	\$ 19,929

The total minimum lease payments have not been reduced by minimum sublease rentals of \$3,702 thousand due in the future under noncancelable subleases. Total rentals for premises were \$8,798 thousand in 2014, \$8,953 thousand in 2013 and \$9,252 thousand in 2012. Total sublease rentals were \$1,833 thousand in 2014, \$1,852 thousand in 2013 and \$1,883 thousand in 2012. Total rentals for premises, net of sublease income, included in noninterest expense were \$6,965 thousand in 2014, \$7,101 thousand in 2013 and \$7,369 thousand in 2012.

## Note 13: Commitments and Contingent Liabilities

Loan commitments are agreements to lend to a customer provided there is no violation of any condition established in the agreement. Commitments generally have fixed expiration dates or other termination clauses. Since many of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future funding requirements. Loan commitments are subject to the Company's normal credit policies and collateral requirements. Unfunded loan commitments were \$312,694 thousand and \$320,934 thousand at December 31, 2014 and December 31, 2013, respectively. Standby letters of credit commit the Company to make payments on behalf of customers when certain specified future events occur. Standby letters of credit are primarily issued to support customers' short-term financing requirements and must meet the Company's normal credit policies and collateral requirements. Financial and performance standby letters of credit outstanding totaled \$29,002 thousand and \$31,777 thousand at December 31, 2014 and December 31, 2013, respectively. The Company also had commitments for commercial and similar letters of credit of \$40 thousand at December 31, 2014 and \$344 thousand at December 31, 2013.

Due to the nature of its business, the Company is subject to various threatened or filed legal cases. Based on the advice of legal counsel, the Company does not expect such cases will have a material, adverse effect on its financial position or results of operations. Legal liabilities are accrued when obligations become probable and the amount is reasonably estimable.

## Note 14: Retirement Benefit Plans

The Company sponsors a qualified defined contribution Deferred Profit-Sharing Plan covering substantially all of its salaried employees with one or more years of service. The costs charged to noninterest expense related to discretionary Company contributions to the Deferred Profit-Sharing Plan were \$1,002 thousand in 2014, \$1,200 thousand in 2013 and \$1,200 thousand in 2012.

The Company also sponsors a qualified defined contribution Tax Deferred Savings/Retirement Plan (ESOP) covering salaried employees who become eligible to participate upon completion of a 90-day introductory period. The Tax Deferred Savings/Retirement Plan (ESOP) allows employees to defer, on a pretax or after-tax basis, a portion of their salaries as contributions to this Plan. Participants may invest in several funds, including one fund that invests primarily in Westamerica Bancorporation common stock. The Company funds contributions to match participating employees' contributions, subject to certain limits. The matching contributions charged to compensation expense were \$1,159 thousand in 2014, \$1,214 thousand in 2013 and \$1,255 thousand in 2012.

The Company offers a continuation of group insurance coverage to eligible employees electing early retirement, for the period from the date of retirement until age 65. For eligible employees the Company pays a portion of these early retirees' group insurance premiums. The Company also reimburses a portion of Medicare Part B premiums for all qualifying retirees over age 65 and, if eligible, their spouses. Eligibility for post-retirement medical benefits is based on age and years of service, and restricted to employees hired prior to February 1, 2006 who elect early retirement prior to January 1, 2018. The Company uses an actuarial-based accrual method of accounting for post-retirement benefits. The Company used a December 31 measurement date for determining post-retirement medical benefit calculations.

The following tables set forth the net periodic post-retirement benefit cost and the change in the benefit obligation for the years ended December 31 and the funded status of the post-retirement benefit plan as of December 31:

## Net Periodic Benefit Cost

At December 31,

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	2014	2013	2012
	(In thousands)		
Service cost	\$288	\$(153 )	\$(340 )
Interest cost	122	110	143
Amortization of unrecognized transition obligation	61	61	61
Net periodic cost (benefit)	471	18	(136 )
Other Changes in Benefit Obligations Recognized in Other Comprehensive Income			
Amortization of unrecognized transition obligation, net of tax	(36 )	(36 )	(36 )
Total recognized in net periodic (benefit) cost and accumulated other comprehensive income	\$435	\$(18 )	\$(172 )

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The remaining transition obligation cost for this post-retirement benefit plan that will be amortized from accumulated other comprehensive income into net periodic benefit cost over the next fiscal year is \$61 thousand.

#### Obligation and Funded Status

	For the Years Ended December 31,		
	2014	2013	2012
	(In thousands)		
Change in benefit obligation			
Benefit obligation at beginning of year	\$2,544	\$2,755	\$3,117
Service cost	288	(153 )	(340 )
Interest cost	122	110	143
Benefits paid	(172 )	(168 )	(165 )
Benefit obligation at end of year	\$2,782	\$2,544	\$2,755
Accumulated post-retirement benefit obligation attributable to:			
Retirees	\$1,732	\$1,443	\$1,654
Fully eligible participants	998	983	856
Other	52	118	245
Total	\$2,782	\$2,544	\$2,755
Fair value of plan assets	\$—	\$—	\$—
Accumulated post-retirement benefit obligation in excess of plan assets	\$2,782	\$2,544	\$2,755

#### Additional Information

##### Assumptions

	At December 31,					
	2014		2013		2012	
Weighted-average assumptions used to determine benefit obligations as of December 31						
Discount rate	3.80	%	4.80	%	4.00	%
Weighted-average assumptions used to determine net periodic benefit cost as of December 31						
Discount rate	4.80	%	4.00	%	4.60	%

The above discount rate is based on the Corporate Aa 25-year rate, the term of which approximates the term of the benefit obligations. The Company reserves the right to terminate or alter post-employment health benefits. Post-retirement medical benefits are currently fixed amounts without provision for future increases; as a result, the assumed annual average rate of inflation used to measure the expected cost of benefits covered by this program is zero percent for 2015 and beyond.

Assumed benefit inflation rates are not applicable for this program.

	Estimated future benefit payments (In thousands)
2015	\$ 173
2016	176
2017	181
2018	183
2019	179

## Note 15: Related Party Transactions

Certain of the Directors, executive officers and their associates have had banking transactions with subsidiaries of the Company in the ordinary course of business. With the exception of the Company's Employee Loan Program, all outstanding loans and commitments included in such transactions were made on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with other persons, did not involve more than a normal risk of collectability, and did not present other favorable features. As part of the Employee Loan Program, all employees, including executive officers, are eligible to receive mortgage loans at one percent below Westamerica Bank's prevailing interest rate at the time of loan origination. All loans to executive officers under the Employee Loan Program are made by Westamerica Bank in compliance with the applicable restrictions of Section 22(h) of the Federal Reserve Act.



The table below reflects information concerning loans to certain directors and executive officers and/or family members during 2014 and 2013:

	2014	2013
	(In thousands)	
Beginning balance	\$1,013	\$1,056
Originations	—	—
Principal reductions	(56 )	(43 )
At December 31,	\$957	\$1,013
Percent of total loans outstanding	0.06 %	0.06 %

#### Note 16: Regulatory Matters

Payment of dividends to the Company by the Bank is limited under regulations for state chartered banks. The amount that can be paid in any calendar year, without prior approval from regulatory agencies, cannot exceed the net profits (as defined) for the preceding three calendar years less dividends paid. Under this regulation, the Bank obtained approval for dividends paid to the Company during 2014. The Company consistently has paid quarterly dividends to its shareholders since its formation in 1972.

The Bank is required to maintain reserves with the Federal Reserve Bank equal to a percentage of its reservable deposits. The Bank's daily average on deposit at the Federal Reserve Bank was \$400,039 thousand in 2014 and \$304,834 thousand in 2013, which amounts exceed the Bank's required reserves.

#### Note 17: Other Comprehensive Income

The components of other comprehensive income (loss) and other related tax effects were:

	2014		
	Before tax	Tax effect	Net of tax
	(In thousands)		
Securities available for sale:			
Net unrealized gains arising during the year	\$1,627	\$(684 )	\$943
Reclassification of gains (losses) included in net income	—	—	—
Net unrealized gains arising during the year	1,627	(684 )	943
Post-retirement benefit obligation	61	(25 )	36
Other comprehensive income	\$1,688	\$(709 )	\$979
	2013		
	Before tax	Tax effect	Net of tax
	(In thousands)		
Securities available for sale:			
Net unrealized losses arising during the year	\$(17,855 )	\$7,507	\$(10,348 )
Reclassification of (losses) gains included in net income	—	—	—
Net unrealized losses arising during the year	(17,855 )	7,507	(10,348 )
Post-retirement benefit obligation	61	(25 )	36
Other comprehensive loss	\$(17,794 )	\$7,482	\$(10,312 )
	2012		
	Before tax	Tax effect	Net of tax

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Securities available for sale:	(In thousands)		
Net unrealized gains arising during the year	\$5,557	\$(2,337 )	\$3,220
Reclassification of gains (losses) included in net income	—	—	—
Net unrealized gains arising during the year	5,557	(2,337 )	3,220
Post-retirement benefit obligation	61	(25 )	36
Other comprehensive income	\$5,618	\$(2,362 )	\$3,256

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Cumulative other comprehensive income (loss) balances were:

	Post- retirement Benefit Obligation	Net Unrealized gains(losses) on securities	Cumulative Other Comprehensive Income (Loss)
	(In thousands)		
Balance, December 31, 2011	\$(214 )	\$ 11,583	\$ 11,369
Net change	36	3,220	3,256
Balance, December 31, 2012	(178 )	14,803	14,625
Net change	36	(10,348 )	(10,312 )
Balance, December 31, 2013	(142 )	4,455	4,313
Net change	36	943	979
Balance, December 31, 2014	\$(106 )	\$ 5,398	\$ 5,292

#### Note 18: Earnings Per Common Share

The table below shows earnings per common share and diluted earnings per common share. Basic earnings per common share are computed by dividing net income by the average number of common shares outstanding during the period. Diluted earnings per common share are computed by dividing net income by the average number of common shares outstanding during the period plus the impact of common stock equivalents.

For the Years Ended December 31,	2014	2013	2012
	(In thousands, except per share data)		
Net income (numerator)	\$60,646	\$67,177	\$81,127
Basic earnings per common share			
Weighted average number of common shares outstanding — basic (denominator)	26,099	26,826	27,654
Basic earnings per common share	\$2.32	\$2.50	\$2.93
Diluted earnings per common share			
Weighted average number of common shares outstanding — basic	26,099	26,826	27,654
Add common stock equivalents for options	61	51	45
Weighted average number of common shares outstanding — diluted (denominator)	26,160	26,877	27,699
Diluted earnings per common share	\$2.32	\$2.50	\$2.93

For the years ended December 31, 2014, 2013, and 2012, options to purchase 1,133 thousand, 1,575 thousand and 2,049 thousand shares of common stock, respectively, were outstanding but not included in the computation of diluted earnings per common share because the option exercise price exceeded the fair value of the stock such that their inclusion would have had an anti-dilutive effect.

#### Note 19: Westamerica Bancorporation (Parent Company Only)

##### Statements of Income and Comprehensive Income

	For the Years Ended December 31,		
For the Years Ended December 31,	2014	2013	2012
	(In thousands)		
Dividends from subsidiaries	\$75,369	\$88,754	\$88,755

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Interest income	7	14	8
Other income	7,182	8,684	7,907
Total income	82,558	97,452	96,670
Interest on borrowings	42	707	820
Salaries and benefits	6,587	7,120	7,090
Other expense	1,704	2,174	1,734
Total expenses	8,333	10,001	9,644
Income before taxes and equity in undistributed income of subsidiaries	74,225	87,451	87,026
Income tax benefit	742	732	1,847
Earnings of subsidiaries less than subsidiary dividends	(14,321 )	(21,006 )	(7,746 )
Net income	60,646	67,177	81,127
Other comprehensive income (loss), net of tax	979	(10,312 )	3,256
Comprehensive income	\$61,625	\$56,865	\$84,383

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## Balance Sheets

	At December 31,	
	2014	2013
	(In thousands)	
<b>Assets</b>		
Cash	\$7,451	\$12,839
Investment securities available for sale	910	1,300
Investment in Westamerica Bank	490,098	503,219
Investment in non-bank subsidiaries	456	457
Premises and equipment, net	9,679	9,932
Accounts receivable from Westamerica Bank	323	303
Other assets	32,974	32,351
<b>Total assets</b>	<b>\$541,891</b>	<b>\$560,401</b>
<b>Liabilities</b>		
Accounts payable to Westamerica Bank	\$790	\$1,583
Other liabilities	14,498	15,884
<b>Total liabilities</b>	<b>15,288</b>	<b>17,467</b>
<b>Shareholders' equity</b>	<b>526,603</b>	<b>542,934</b>
<b>Total liabilities and shareholders' equity</b>	<b>\$541,891</b>	<b>\$560,401</b>

## Statements of Cash Flows

	For the Years Ended December 31,		
	2014	2013	2012
	(In thousands)		
<b>Operating Activities</b>			
Net income	\$60,646	\$67,177	\$81,127
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	341	312	297
(Increase) decrease in accounts receivable from affiliates	(17 )	26	105
Increase in other assets	(1,668 )	(926 )	(1,960 )
Stock option compensation expense	1,318	1,397	1,450
Tax benefit decrease upon exercise of stock options	447	298	119
Provision (benefit) for deferred income tax	616	(769 )	(1,306 )
(Decrease) increase in other liabilities	(814 )	2,573	1,182
Earnings of subsidiaries less than subsidiary dividends	14,321	21,006	7,746
(Gain on sales) Writedown of property and equipment	(88 )	(259 )	1,504
<b>Net cash provided by operating activities</b>	<b>75,102</b>	<b>90,835</b>	<b>90,264</b>
<b>Investing Activities</b>			
Purchases of premises and equipment	—	—	(420 )
<b>Net cash used in investing activities</b>	<b>—</b>	<b>—</b>	<b>(420 )</b>
<b>Financing Activities</b>			
Net reductions in debt financing	—	(15,000 )	—
Exercise of stock options/issuance of shares	12,396	21,499	7,635
Tax benefit decrease upon exercise of stock options	(447 )	(298 )	(119 )
Retirement of common stock including repurchases	(52,678 )	(57,320 )	(51,499 )
Dividends	(39,761 )	(40,096 )	(41,005 )
<b>Net cash used in financing activities</b>	<b>(80,490 )</b>	<b>(91,215 )</b>	<b>(84,988 )</b>
<b>Net change in cash</b>	<b>(5,388 )</b>	<b>(380 )</b>	<b>4,856</b>

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Cash at beginning of year	12,839	13,219	8,363
Cash at end of year	\$7,451	\$12,839	\$13,219
Supplemental Cash Flow Disclosures:			
Supplemental disclosure of cash flow activity:			
Interest paid for the period	\$42	\$840	\$1,105
Income tax payments for the period	16,412	22,562	34,111

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Note 20: Quarterly Financial Information  
(Unaudited)

	For the Three Months Ended							
	March 31,		June 30,		September 30,		December 31,	
	(In thousands, except per share data and price range of common stock)							
<b>2014</b>								
Interest and loan fee income	\$	35,564	\$	35,403	\$	34,900	\$	34,342
Net interest income		34,666		34,503		34,054		33,542
Provision for credit losses		1,000		1,000		600		200
Noninterest income		12,990		13,198		13,054		12,545
Noninterest expense		26,873		26,957		26,616		26,353
Income before taxes		19,783		19,744		19,892		19,534
Net income		15,307		15,157		15,154		15,028
Basic earnings per common share		0.58		0.58		0.58		0.58
Diluted earnings per common share		0.58		0.58		0.58		0.58
Dividends paid per common share		0.38		0.38		0.38		0.38
Price range, common stock	48.36-	56.51	47.85-	55.34	46.12-	53.93	42.71-	51.24
<b>2013</b>								
Interest and loan fee income	\$	40,465	\$	39,269	\$	37,956	\$	36,706
Net interest income		39,213		38,050		36,780		35,682
Provision for credit losses		2,800		1,800		1,800		1,600
Noninterest income		14,278		14,284		14,419		14,030
Noninterest expense		28,677		28,192		27,758		27,987
Income before taxes		22,014		22,342		21,641		20,125
Net income		17,271		17,112		16,738		16,056
Basic earnings per share		0.64		0.64		0.63		0.60
Diluted earnings per share		0.64		0.64		0.63		0.60
Dividends paid per share		0.37		0.37		0.37		0.38
Price range, common stock	42.59-	45.80	41.76-	46.56	45.73-	50.78	48.29-	57.59
<b>2012</b>								
Interest and loan fee income	\$	48,298	\$	46,901	\$	45,272	\$	42,893
Net interest income		46,739		45,429		43,890		41,562
Provision for credit losses		2,800		2,800		2,800		2,800
Noninterest income		14,669		13,533		14,626		14,194
Noninterest expense		30,034		29,349		29,269		28,233
Income before taxes		28,574		26,813		26,447		24,723
Net income		21,005		20,964		20,022		19,136
Basic earnings per share		0.75		0.76		0.73		0.70
Diluted earnings per share		0.75		0.75		0.73		0.70
Dividends paid per share		0.37		0.37		0.37		0.37
Price range, common stock	43.90-	49.53	43.01-	48.62	44.08-	49.39	40.50-	47.72

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Shareholders  
Westamerica Bancorporation:

We have audited the accompanying consolidated balance sheets of Westamerica Bancorporation and subsidiaries (the Company) as of December 31, 2014 and 2013, and the related consolidated statements of income, comprehensive income, changes in shareholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2014. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2014 and 2013, and the results of their operations and their cash flows for each of the years in the three-year period ended December 31, 2014, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Westamerica Bancorporation's internal control over financial reporting as of December 31, 2014, based on criteria established in Internal Control – Integrated Framework (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated February 27, 2015 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

/s/ KPMG LLP  
KPMG LLP

San Francisco, California  
February 27, 2015

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

None.

ITEM 9A. CONTROLS AND PROCEDURES

The Company's principal executive officer and principal financial officer have evaluated the effectiveness of the Company's "disclosure controls and procedures," as such term is defined in Rule 13a-15(e) of the Securities Exchange Act of 1934, as amended, as of December 31, 2014.

Based upon their evaluation, the principal executive officer and principal financial officer concluded that the Company's disclosure controls and procedures are effective to ensure that material information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported as and when required and that such information is communicated to the Company's management, including the principal executive officer and the principal financial officer, to allow for timely decisions regarding required disclosures. The evaluation did not identify any change in the Company's internal control over financial reporting that occurred during the quarter ended December 31, 2014 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting. Management's Report on Internal Control Over Financial Reporting and the attestation Report of Independent Registered Public Accounting Firm are found on pages 48 - 49, immediately preceding the financial statements.

ITEM 9B. OTHER INFORMATION

None.

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## PART III

## ITEM 10. DIRECTORS, EXECUTIVE OFFICERS OF THE REGISTRANT AND CORPORATE GOVERNANCE

The information regarding Directors of the Registrant and compliance with Section 16(a) of the Securities Exchange Act of 1934 required by this Item 10 of this Annual Report on Form 10-K is incorporated by reference from the information contained under the captions “Board of Directors and Committees”, “Proposal 1 — Election of Directors” and “Section 16(a) Beneficial Ownership Reporting Compliance” in the Company’s Proxy Statement for its 2015 Annual Meeting of Shareholders which will be filed pursuant to Regulation 14A of the Securities Exchange Act of 1934.

## Executive Officers

The executive officers of the Company and Westamerica Bank serve at the pleasure of the Board of Directors and are subject to annual appointment by the Board at its first meeting following the Annual Meeting of Shareholders. It is anticipated that each of the executive officers listed below will be reappointed to serve in such capacities at that meeting.

Name of Executive	Position	Held Since
David L. Payne	Mr. Payne, born in 1955, is the Chairman of the Board, President and Chief Executive Officer of the Company. Mr. Payne is President and Chief Executive Officer of Gibson Printing and Publishing Company and Gibson Radio and Publishing Company which are newspaper, commercial printing and real estate investment companies headquartered in Vallejo, California.	1984
John “Robert” Thorson	Mr. Thorson, born in 1960, is Senior Vice President and Chief Financial Officer for the Company. Mr. Thorson joined Westamerica Bancorporation in 1989, was Vice President and Manager of Human Resources from 1995 until 2001 and was Senior Vice President and Treasurer from 2002 until 2005.	2005
Dennis R. Hansen	Mr. Hansen, born in 1950, is Senior Vice President and Manager of the Operations and Systems Administration of Community Banker Services Corporation. Mr. Hansen joined Westamerica Bancorporation in 1978 and was Senior Vice President and Controller for the Company until 2005.	2005
David L. Robinson	Mr. Robinson, born in 1959, is Senior Vice President and Banking Division Manager of Westamerica Bank. Mr. Robinson joined Westamerica Bancorporation in 1993 and has held several banking positions, most recently, Senior Vice President and Southern Banking Division Manager until 2007.	2007
Russell W. Rizzardi	Mr. Rizzardi, born in 1955, is Senior Vice President and Chief Credit Administrator of Westamerica Bank. Mr. Rizzardi joined Westamerica Bank in 2007. He has been in the banking industry since 1979 and was previously with Wells Fargo Bank and U.S. Bank.	2008

The Company has adopted a Code of Ethics (as defined in Item 406 of Regulation S-K of the Securities Act of 1933) that is applicable to its senior financial officers including its chief executive officer, chief financial officer, and principal accounting officer.

## ITEM 11. EXECUTIVE COMPENSATION

The information required by this Item 11 of this Annual Report on Form 10-K is incorporated by reference from the information contained under the captions “Executive Compensation” in the Company’s Proxy Statement for its 2015 Annual Meeting of Shareholders which will be filed pursuant to Regulation 14A of the Securities Exchange Act of 1934.

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

The information required by this Item 12 of this Annual Report on Form 10-K is incorporated by reference from the information contained under the caption “Stock Ownership” in the Company’s Proxy Statement for its 2015 Annual Meeting of Shareholders which will be filed pursuant to Regulation 14A of the Securities Exchange Act of 1934.

### Securities Authorized For Issuance Under Equity Compensation Plans

The following table summarizes the status of the Company’s equity compensation plans as of December 31, 2014 (in thousands, except exercise price):

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
	(a)	(b)	(c)
Equity compensation plans approved by security holders	1,889	\$ 50	1,232
Equity compensation plans not approved by security holders	—	N/A	—
<b>Total</b>	<b>1,889</b>	<b>\$ 50</b>	<b>1,232</b>

## ITEM 13. CERTAIN RELATIONSHIPS, RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE

The information required by this Item 13 of this Annual Report on Form 10-K is incorporated by reference from the information contained under the caption “Certain Relationships and Related Party Transactions” in the Company’s Proxy Statement for its 2015 Annual Meeting of Shareholders which will be filed pursuant to Regulation 14A of the Securities Exchange Act of 1934.

## ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information required by this Item 14 of this Annual Report on Form 10-K is incorporated by reference from the information contained under the caption “Proposal 3 – Ratify Selection of Independent Auditor” in the Company’s Proxy Statement for its 2015 Annual Meeting of Shareholders which will be filed pursuant to Regulation 14A of the Securities Exchange Act of 1934.

## PART IV

## ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) 1. Financial Statements:

See Index to Financial Statements on page 47. The financial statements included in Item 8 are filed as part of this report.

- (a) 2. Financial statement schedules required. No financial statement schedules are filed as part of this report since the required information is included in the consolidated financial statements, including the notes thereto, or the circumstances requiring inclusion of such schedules are not present.

- (a) 3. Exhibits:

The exhibit list required by this item is incorporated by reference to the Exhibit Index filed with this report.

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## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

## WESTAMERICA BANCORPORATION

/s/ John “Robert” Thorson  
John “Robert” Thorson  
Senior Vice President  
and Chief Financial Officer  
(Principal Financial and Accounting Officer)

Date: February 27, 2015

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

Signature	Title	Date
/s/ David L. Payne David L. Payne	Chairman of the Board and Directors President and Chief Executive Officer (Principal Executive Officer)	February 27, 2015
/s/ John “Robert” Thorson John “Robert” Thorson	Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	February 27, 2015
/s/ Etta Allen Etta Allen	Director	February 27, 2015
/s/ Louis E. Bartolini Louis E. Bartolini	Director	February 27, 2015
/s/ E. Joseph Bowler E. Joseph Bowler	Director	February 27, 2015
/s/ Arthur C. Latno, Jr. Arthur C. Latno, Jr.	Director	February 27, 2015
/s/ Patrick D. Lynch Patrick D. Lynch	Director	February 27, 2015
/s/ Catherine C. MacMillan Catherine C. MacMillan	Director	February 27, 2015
/s/ Ronald A. Nelson Ronald A. Nelson	Director	February 27, 2015
/s/ Edward B. Sylvester Edward B. Sylvester	Director	February 27, 2015





## EXHIBIT INDEX

Exhibit  
Number

- 3(a) Restated Articles of Incorporation (composite copy), incorporated by reference to Exhibit 3(a) to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 1997, filed with the Securities and Exchange Commission on March 30, 1998.
- 3(b) By-laws, as amended (composite copy), incorporated by reference to Exhibit 3(b) to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2009, filed with the Securities and Exchange Commission on February 26, 2010.
- 3(c) Certificate of Determination of Fixed Rate Cumulative Perpetual preferred Stock, Series A of Westamerica Bancorporation dated February 10, 2009, incorporated by reference to Exhibit 99.1 to the Registrant's Form 8-K, filed with the Securities and Exchange Commission on February 13, 2009.
- 4(c) Warrant to Purchase Common Stock pursuant to the Letter Agreement between the Company and the United States Department of the Treasury dated February 13, 2009 incorporated by reference to Exhibit 4.2 to the Registrant's Form 8-K, filed with the Securities and Exchange Commission on February 19, 2009.
- 10(a)\* Amended and Restated Stock Option Plan of 1995, incorporated by reference to Exhibit A to the Registrant's definitive Proxy Statement pursuant to Regulation 14(a) filed with the Securities and Exchange Commission on March 17, 2003.
- 10(d)\* Westamerica Bancorporation Chief Executive Officer Deferred Compensation Agreement by and between Westamerica Bancorporation and David L. Payne, dated December 18, 1998 incorporated by reference to Exhibit 10(e) to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 1999, filed with the Securities and Exchange Commission on March 29, 2000.
- 10(e)\* Description of Executive Cash Bonus Program incorporated by reference to Exhibit 10(e) to Exhibit 2.1 of Registrant's Form 8-K filed with the Securities and Exchange Commission on March 11, 2005.
- 10(f)\* Non-Qualified Annuity Performance Agreement with David L. Payne dated November 19, 1997 incorporated by reference to Exhibit 10(f) to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2004, filed with the Securities and Exchange Commission on March 15, 2005.
- 10(g)\* Amended and Restated Westamerica Bancorporation Stock Option Plan of 1995 Nonstatutory Stock Option Agreement Form incorporated by reference to Exhibit 10(g) to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2004, filed with the Securities and Exchange Commission on March 15, 2005.
- 10(h)\* Amended and Restated Westamerica Bancorporation Stock Option Plan of 1995 Restricted Performance Share Grant Agreement Form incorporated by reference to Exhibit 10(h) to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2004, filed with the Securities and Exchange Commission on March 15, 2005.
- 10(i)\* Amended Westamerica Bancorporation and Subsidiaries Deferred Compensation Plan (As restated effective January 1, 2005) dated December 31, 2008 incorporated by reference to Exhibit 10(i) to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2008, filed with the Securities and Exchange Commission on February 27, 2009.
- 10(j)\* Amended and Restated Westamerica Bancorporation Deferral Plan (Adopted October 26, 1995) dated December 31, 2008 incorporated by reference to Exhibit 10(j) to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2008, filed with the Securities and Exchange Commission on February 27, 2009.

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- 10(k)\* Form of Restricted Performance Share Deferral Election pursuant to the Westamerica Bancorporation Deferral Plan incorporated by reference to Exhibit 10(i) to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2005, filed with the Securities and Exchange Commission on March 10, 2006.
  - 10(l) Purchase and Assumption Agreement by and between Federal Deposit Insurance Corporation and Westamerica Bank dated February 6, 2009, incorporated by reference to Exhibit 99.2 to the Registrant's Form 8-K, filed with the Securities and Exchange Commission on February 11, 2009.
  - 10(m) Letter Agreement between the Company and the United States Department of the Treasury dated February 13, 2009 incorporated by reference to Exhibit 10.1 to the Registrant's Form 8-K, filed with the Securities and Exchange Commission on February 19, 2009.
  - 10(r) Data Processing Agreement by and between Fidelity Information Services and Westamerica Bancorporation incorporated by reference to Exhibit 10(r) to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2011, filed with the Securities and Exchange Commission on February 27, 2012.
  - 10(s)\* Amended and Restated Stock Option Plan of 1995, incorporated by reference to Exhibit A to the Registrant's definitive Proxy Statement pursuant to Regulation 14(a) filed with the Securities and Exchange Commission on March 13, 2012.
  - 11.1 Statement re computation of per share earnings incorporated by reference to Note 18 of the Notes to the Consolidated Financial Statements of this report.
  - 14 Code of Ethics incorporated by reference to Exhibit 14 to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2003, filed with the Securities and Exchange Commission on March 10, 2004.
  - 21 Subsidiaries of the registrant.
  - 23(a) Consent of KPMG LLP
  - 31.1 Certification of Chief Executive Officer pursuant to Securities Exchange Act Rule 13a-14(a)/15d-14(a)
  - 31.2 Certification of Chief Financial Officer pursuant to Securities Exchange Act Rule 13a-14(a)/15d-14(a)
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- 32.1 Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 32.2 Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 101\*\* Pursuant to Rule 405 of Regulation S-T, the following financial information from the Company's Annual Report on Form 10-K for the period ended December 31, 2014, is formatted in XBRL interactive data files: (i) Consolidated Statements of Income for each of the years in the three-year period ended December 31, 2014; (ii) Consolidated Balance Sheets at December 31, 2014, and December 31, 2013; (iii) Consolidated Statements of Comprehensive Income for each of the years in the three-year period ended December 31, 2014, (iv) Consolidated Statements of Changes in Shareholders' Equity for each of the years in the three-year period ended December 31, 2014; (v) Consolidated Statements of Cash Flows for each of the years in the three-year period ended December 31, 2014 and (vi) Notes to Consolidated Financial Statements.

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\* Indicates management contract or compensatory plan or arrangement.

\*\* As provided in Rule 406T of Regulation S-T, this information is furnished and not filed for purposes of Sections 11 and 12 of the Securities Act of 1933 and Section 18 of the Securities Exchange Act of 1934.

The Company will furnish to shareholders a copy of any exhibit listed above, but not contained herein, upon written request to the Office of the Corporate Secretary A-2M, Westamerica Bancorporation, P.O. Box 1200, Suisun City, California 94585-1200, and payment to the Company of \$.25 per page.

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