

COMMUNITY WEST BANCSHARES /
Form 10-K
March 25, 2011

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

FORM 10-K

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

FOR THE FISCAL YEAR ENDED DECEMBER 31, 2010
Commission File Number: 000-23575

COMMUNITY WEST BANCSHARES
(Exact name of registrant as specified in its charter)

California
(State or other jurisdiction of incorporation or
organization)

77-0446957
(I.R.S. Employer Identification No.)

445 Pine Avenue, Goleta, California
(Address of principal executive offices)

93117
(Zip code)

(805) 692-5821
(Registrant's telephone number, including area code)

Securities registered under Section 12(b) of the Exchange Act:

| Title of each class | Name of each exchange on which registered |
|----------------------------|---|
| Common Stock, No Par Value | Nasdaq Global Market |

Securities registered under Section 12(g) of the Exchange 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 Exchange Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the past 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 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 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 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, or a smaller reporting company. See 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 (Do not check if smaller reporting company)

Smaller reporting company

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

The aggregate market value of common stock, held by non-affiliates of the registrant as of June 30, 2010, was \$8,366,628 based on a closing price of \$2.50 for the common stock, as reported on the Nasdaq Global Market. For purposes of the foregoing computation, all executive officers, directors and five percent beneficial owners of the registrant are deemed to be affiliates. Such determination should not be deemed to be an admission that such executive officers, directors or five percent beneficial owners are, in fact, affiliates of the registrant.

As of March 23, 2011, 5,976,374 shares of the registrant's common stock were outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's definitive proxy statement to be filed with the Securities and Exchange Commission pursuant to Regulation 14A in connection with the 2010 Annual Meeting of Shareholders to be held on or about May 26, 2011 are incorporated by reference into Part III of this Report. The proxy statement will be filed with the Securities and Exchange Commission not later than 120 days after the registrant's fiscal year ended December 31, 2010.

COMMUNITY WEST BANCSHARES
FORM 10-K

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PART I

ITEM 1. BUSINESS

GENERAL

Community West Bancshares (“CWBC”) was incorporated in the State of California on November 26, 1996, for the purpose of forming a bank holding company. On December 31, 1997, CWBC acquired a 100% interest in Community West Bank, National Association (“CWB” or “Bank”). Effective that date, shareholders of CWB became shareholders of CWBC in a one-for-one exchange. The acquisition was accounted at historical cost in a manner similar to pooling-of-interests. CWBC and CWB are referred to herein as the “Company”.

Community West Bancshares is a bank holding company. During the fiscal year, CWB was the sole bank subsidiary of CWBC. CWBC provides management and shareholder services to CWB.

PRODUCTS AND SERVICES

CWB offers a range of commercial and retail financial services to professionals, small to mid-sized businesses and individual households. These services include various loan and deposit products. CWB also offers other financial services.

Relationship Banking – Relationship banking is conducted at the community level through five full-service branch offices on the Central Coast of California stretching from Santa Maria to Westlake Village. The primary customers are small to mid-sized businesses in these communities and their owners and managers. CWB’s goal is to provide the highest quality service and the most diverse products to meet the varying needs of this highly sought customer base.

CWB offers a range of commercial and retail financial services, including the acceptance of demand, savings and time deposits, and the origination of commercial, real estate, construction, home improvement, home equity lines of credit and other installment and term loans. Its customers are also provided with the choice of a range of cash management services, merchant credit card processing, courier service and online banking. In addition to the traditional financial services offered, CWB offers remote deposit capture, automated clearing house origination, electronic data interchange and check imaging. CWB continues to investigate products and services that it believes address the growing needs of its customers and to analyze new markets for potential expansion opportunities.

One of CWB’s key strengths and a fundamental difference that the Company believes enables it to stand apart from the competition is the depth of experience of personnel in commercial lending and business development. These individuals develop business, structure and underwrite the credit and manage the customer relationship. This provides a competitive advantage as CWB’s competitors for the most part, have a centralized lending function where developing business, underwriting credit and managing the relationship is split between multiple individuals.

Small Business Administration Lending - CWB has been a preferred lender/servicer of loans guaranteed by the Small Business Administration (“SBA”) since 1990. The Company originates SBA loans which are sometimes sold into the secondary market. The Company continues to service these loans after sale and is required under the SBA programs to retain specified amounts. The two primary SBA loan programs that CWB offers are the basic 7(a) Loan Guaranty and the Certified Development Company (“CDC”), a Section 504 (“504”) program.

The 7(a) serves as the SBA’s primary business loan program to help qualified small businesses obtain financing when they might not be eligible for business loans through normal lending channels. Loan proceeds under this program can be used for most business purposes including working capital, machinery and equipment, furniture and fixtures, land

and building (including purchase, renovation and new construction), leasehold improvements and debt refinancing. Loan maturity is generally up to 10 years for working capital and up to 25 years for fixed assets. The 7(a) loan is approved and funded by a qualified lender, guaranteed by the SBA and subject to applicable regulations. In general, the SBA guarantees up to 85% of the loan amount depending on loan size. The Company is required by the SBA to retain a contractual minimum of 5% on all SBA 7(a) loans. The SBA 7(a) loans are always variable interest rate loans. Gains recognized by the Company on the sales of the guaranteed portion of these loans and the ongoing servicing income received have in the past been significant revenue sources for the Company. The servicing spread is a minimum of 1% on the majority of loans.

The 504 program is an economic development-financing program providing long-term, low downpayment loans to expanding businesses. Typically, a 504 project includes a loan secured from a private-sector lender with a senior lien, a loan secured from a CDC (funded by a 100% SBA-guaranteed debenture) with a junior lien covering up to 40% of the total cost, and a contribution of at least 10% equity from the borrower. Debenture limits are \$5.0 million for regular 504 loans and \$5.5 million for those 504 loans that meet a public policy goal.

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CWB also offers Business & Industry ("B & I") loans. These loans are similar to the SBA product, except they are guaranteed by the U.S. Department of Agriculture. The guaranteed amount is generally 80%. B&I loans are made to businesses in designated rural areas and are generally larger loans to larger businesses than the 7(a) loans. Similar to the SBA 7(a) product, they can be sold into the secondary market.

CWB also originates conventional and investor loans which are funded by our secondary-market partners for which the Bank receives a premium.

CWB originates SBA loans in the states of California, Colorado, Oregon, Utah and Washington. The SBA has designated CWB as a "Preferred Lender", such status being awarded on a national basis. As a Preferred Lender, CWB has been delegated the loan approval, closing and most servicing and liquidation authority responsibility from the SBA.

CWB made the decision to discontinue as of April 1, 2009 SBA lending east of the Rocky Mountains.

Mortgage Lending - CWB has a Wholesale and Retail Mortgage Loan Center. The Mortgage Loan Division originates residential real estate loans primarily in the California counties of Santa Barbara, Ventura and San Luis Obispo. Some retail loans not fitting CWB's wholesale lending criteria are brokered to other lenders. After wholesale origination, most of the real estate loans are sold into the secondary market.

Manufactured Housing - CWB has a financing program for manufactured housing to provide affordable home ownership generally too low to moderate-income families that are purchasing or refinancing their manufactured house. These loans are offered in CWB's primary lending areas of Santa Barbara, Ventura and San Luis Obispo counties and the secondary areas of Los Angeles, Orange, San Diego, Sacramento and surrounding Northern California counties. The manufactured homes are located in approved mobile home parks. The parks must meet specific criteria and have amenities commensurate with surrounding parks and be maintained in good to excellent condition. The manufactured housing loans are retained in CWB's loan portfolio.

CWB's business is not seasonal in nature nor is CWB's business reliant on just a few major clients.

COMPETITION AND SERVICE AREA

The financial services industry is highly competitive with respect to both loans and deposits. Overall, the industry is dominated by a relatively small number of major banks with many offices operating over a wide geographic area. In the markets where the Company's banking branches are present, several de novo banks have increased competition. Some of the major commercial banks operating in the Company's service areas offer types of services that are not offered directly by the Company. Some of these services include leasing, trust and investment services and international banking. The Company has taken several approaches to minimize the impact of competitors' numerous branch offices and varied products. First, CWB provides courier services to business clients, thus discounting the need for multiple branches in one market. Second, through strategic alliances and correspondents, the Company provides a full complement of competitive services. Finally, one of CWB's strategic initiatives is to establish full-service branches or loan production offices in areas where there is a high demand for its lending products. In addition to loans and deposit services offered by CWB's five branches located in Goleta, Ventura, Santa Maria, Santa Barbara and Westlake Village, California, a loan production office currently exists in Roseville, California and a SBA loan production office in the San Francisco Bay area. The Company also maintains SBA loan production offices in the states of Colorado, Oregon, Utah, and Washington. The remote deposit capture product was put in place to better compete for deposits in areas not serviced by a branch.

EMPLOYEES

As of December 31, 2010, the Company had 120 full-time and 11 part-time employees. The Company's employees are not represented by a union or covered by a collective bargaining agreement. Management of the Company believes that, in general, its employee relations are good.

GOVERNMENT POLICIES

The Company's operations are affected by various state and federal legislative changes and by regulations and policies of various regulatory authorities, including those of the states in which it operates and the U.S. government. These laws, regulations and policies include, for example, statutory maximum legal lending rates, domestic monetary policies by the Board of Governors of the Federal Reserve System which impact interest rates, U.S. fiscal policy, anti-terrorism and money laundering legislation and capital adequacy and liquidity constraints imposed by bank regulatory agencies. Changes in these laws, regulations and policies may greatly affect our operations. See "Item 1A Risk Factors – Curtailment of Government Guaranteed Loan Programs Could Affect a Segment of Our Business" and "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations – Supervision and Regulation."

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ITEM 1A.

RISK FACTORS

Investing in our common stock involves various risks which are particular to our Company, our industry and our market area. Several risk factors regarding investing in our common stock are discussed below. The following should not be considered as an all-inclusive discussion of the risk factors facing the Company. If any of the following risks were to occur, we may not be able to conduct our business as currently planned and our financial condition or operating results could be negatively impacted.

Legislative and regulatory initiatives to address difficult market and economic conditions may not stabilize the U.S. banking system.

The Emergency Economic Stabilization Act (“EESA”), the Financial Stability Plan (“FSP”), the American Recovery and Reinvestment Act (“ARRA”) and the Homeowner Affordability and Stabilization Plan (“HASP”), and the numerous actions by the Board of Governors of the Federal Reserve System, the Treasury, the Federal Deposit Insurance Corporation (“FDIC”), the Securities and Exchange Commission (“SEC”) and others are intended to address the liquidity and credit crisis, and to stabilize the U.S. banking, financial securities and housing markets. These measures include homeowner relief that encourage loan restructuring and modification; the establishment of significant liquidity and credit facilities for financial institutions and investment banks; the lowering of the federal funds rate; emergency action against short selling practices; a temporary guaranty program for money market funds; the establishment of a commercial paper funding facility to provide “back-stop” liquidity to commercial paper issuers; and coordinated international efforts to address illiquidity and other weaknesses in the banking sector. The EESA and the other regulatory initiatives described above may not have their desired effects. If the volatility in the markets continues and economic conditions fail to improve or worsen, our business, financial condition and results of operations could be materially and adversely affected.

Difficult Economic and Market Conditions Have Adversely Affected the Banking Industry

Dramatic declines in the housing market, with depressed home prices and high delinquencies and foreclosures during 2008 and through 2010, have negatively impacted the credit performance of mortgage and construction loans and resulted in significant write-downs of assets by many financial institutions and government sponsored entities. General downward economic trends, reduced availability of commercial credit and high unemployment have negatively impacted the credit performance of commercial and consumer credit, resulting in additional write-downs. Concerns over the stability of the financial markets and the economy have resulted in decreased lending by financial institutions to their customers and to each other. This market turmoil and tightening of credit has led to increased commercial and consumer deficiencies, lack of customer confidence, increased market volatility and widespread reduction in general business activity. In some instances, the related write-downs have caused many financial institutions to seek additional capital, to merge with larger and stronger institutions or to fail. The resulting economic pressure on consumers and businesses and the lack of confidence in the financial markets may adversely affect our business, financial condition, results of operations and stock price. A worsening of these conditions would likely exacerbate the adverse effects of these difficult market conditions on our Company. In particular, we may face the following risks in connection with these events:

- We may potentially face increased regulation of our industry. Compliance with such regulation may increase our respective costs and limit our ability to pursue business opportunities.
- The process we use to estimate losses inherent in our credit exposure requires difficult, subjective and complex judgments, including forecasts of economic conditions and how these economic conditions might impair the ability of our respective borrowers to repay their loans. The level of uncertainty concerning economic conditions may adversely affect the accuracy of these estimates which may, in turn, impact the reliability of the process.

- We could be affected by 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 our Bank.
- In a sustained economic downturn, we may have an increase in the number of delinquencies, bankruptcies or defaults that could result in a higher level of nonperforming assets, net charge-offs and provision for loan losses.

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- We may experience a decrease in the demand for loans and other products and services that we offer.
- Liquidity may be affected by an increase or decrease in the usage of unfunded commitments.
- We may be required to pay significantly higher FDIC premiums because market developments have significantly depleted the insurance fund of the FDIC and reduced the ratio of reserves to insured deposits.

If current levels of market disruption and volatility continue or worsen, there can be no assurance that we will not experience an adverse effect, which may be material, on our business, financial condition and results of operations.

Recently Enacted Legislative Reforms and Future Regulatory Reforms Required by Such Legislation Could Have a Significant Impact on Our Business, Financial Condition and Results of Operations.

On July 21, 2010, President Obama signed the Dodd-Frank Wall Street Reform and Consumer Protection Act (“Dodd-Frank Act”) into law. The Dodd-Frank Act will have a broad impact on the financial services industry, including significant regulatory and compliance changes. Many of the requirements called for in the Dodd-Frank Act will be implemented over time and most will be subject to implementing regulations over the course of several years. Given the uncertainty associated with the manner in which the provisions of the Dodd-Frank Act will be implemented by the various regulatory agencies, the full extent of the impact such requirements will have on our operations is unclear. Certain provisions of the Dodd-Frank Act are expected to have a near term impact on us. For example, the Dodd-Frank Act:

- eliminates, effective one year after the date of enactment, the federal prohibitions on paying interest on demand deposits, thus allowing businesses to have interest-bearing checking accounts. Depending on competitive responses, this significant change to existing law could have an adverse impact on our interest expense;
- broadens the base for FDIC insurance assessments. Assessments will now be based on the average consolidated total assets less tangible equity capital of a financial institution;
- permanently increases the maximum amount of deposit insurance for banks, savings institutions and credit unions to \$250,000 per depositor, retroactive to January 1, 2008, and noninterest-bearing transaction accounts have unlimited deposit insurance through December 31, 2013;
- requires publicly traded companies to give shareholders a non-binding vote on executive compensation and so-called “golden parachute” payments in certain circumstances;
- authorizes the SEC to promulgate rules that would allow stockholders to nominate their own candidates using a company's proxy materials, and the SEC has recently promulgated such rules;
- directs the Federal Reserve Board to promulgate rules prohibiting excessive compensation paid to bank holding company executives; and
- creates a new Consumer Financial Protection Bureau with broad powers to supervise and enforce consumer protection laws. The Consumer Financial Protection Bureau has broad rule-making authority for a wide range of consumer protection laws that apply to all banks and savings institutions, including the authority to prohibit “unfair, deceptive or abusive” acts and practices. The Consumer Financial Protection Bureau has examination and enforcement authority over all banks and savings institutions with more than \$10 billion in assets. Institutions with \$10 billion or less in assets, like our Company, will continued to be examined for compliance with the consumer laws by their primary bank regulators.

In addition, we anticipate that the potential impact of the Dodd-Frank Act on our operations and activities, both currently and prospectively, may include, among others:

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- a reduction in our ability to generate or originate revenue-producing assets as a result of compliance with heightened capital standards;
- an increase the cost of operations due to greater regulatory oversight, supervision and examination of banks and bank holding companies, and higher deposit insurance premiums;
- a limitation on our ability to raise capital through the use of trust preferred securities as these securities may no longer be included as Tier 1 capital going forward; and
- a limitation on our ability to expand consumer product and service offerings due to anticipated stricter consumer protection laws and regulations.

Further, we may be required to invest significant management attention and resources to evaluate and make any changes necessary to comply with new statutory and regulatory requirements under the Dodd-Frank Act. Failure to comply with the new requirements may negatively impact results of operations and financial condition. While it is difficult to predict at this time what specific impact the Dodd-Frank Act and the yet to be written implementing rules and regulations will have on us, we expect that at a minimum, operating and compliance costs and interest expense will increase.

FDIC Deposit Insurance Premiums Have Increased Substantially and May Increase Further, Which Will Adversely Affect Our Results of Operations

The Bank's FDIC insurance expense for the years ended December 31, 2010 and 2009 amounted to \$1.2 million, and \$1.6 million, respectively. The expense for the 2009 period included a \$306,000 special assessment imposed in June 2009. We expect deposit insurance premiums will continue to increase for all banks, including the possibility of additional special assessments, due to recent strains on the FDIC deposit insurance fund resulting from the cost of recent bank failures and an increase in the number of banks likely to fail over the next few years. Our current level of FDIC insurance expense as well as any further increases thereto will continue to adversely affect our operating results.

Under the Federal Deposit Insurance Act, the FDIC, absent extraordinary circumstances, must establish and implement a plan to restore the deposit insurance reserve ratio to 1.15% of insured deposits at any time that the reserve ratio falls below 1.15%. Recent bank failures coupled with deteriorating economic conditions have significantly reduced the deposit insurance fund's reserve ratio. The FDIC expects insured institution failures to peak in 2010 which will result in continued charges against the Deposit Insurance Fund, and they have implemented a restoration plan that changes both its risk-based assessment system and its base assessment rates. As part of this plan, the FDIC imposed a special assessment in 2009. The recently enacted Dodd-Frank Act provides for a new minimum reserve ratio of not less than 1.35% of estimated insured deposits and requires that the FDIC take steps necessary to attain this 1.35% ratio by September 30, 2010; however, the Dodd-Frank Act exempts institutions with assets of less than \$10 billion, like us, from the cost of this increase. See "SUPERVISION AND REGULATION – Recent Regulatory Developments." It is generally expected that assessment rates will continue to increase in the near term due to the significant cost of bank failures, the relatively large number of troubled banks and the requirement that the FDIC increase the reserve ratio. Any increase in assessments will adversely impact our future earnings.

We are subject to certain executive compensation and corporate governance restrictions as a result of our participation in the TARP-CPP.

As a result of our participation in the TARP-CPP, we have adopted the Treasury's standards for executive compensation and corporate governance for the period during which the Treasury holds an equity position acquired under the TARP-CPP. These standards generally apply to our Chief Executive Officer, our Chief Financial Officer,

our Chief Credit Officer and up to the two next most highly compensated executive officers (collectively, the “senior executive officers”) and with respect to certain requirements, to some or all of the Company's other employees. The standards include, without limitation: (i) ensuring that incentive compensation for senior executive officers does not encourage unnecessary and excessive risks that threaten the value of our Company, (ii) requiring the Company's compensation committee to conduct an assessment at least once every six months of the Company's compensation programs in relation to excessive risk taking and earnings manipulations, (iii) prohibiting the payment of any bonus, retention or incentive compensation to the most-highly compensated employee which may include a senior executive officer; (iv) requiring clawback of any bonus, retention or incentive compensation paid to any senior executive officer or any of the next twenty most highly-compensated employees based on statements of earnings, gains or other criteria that are later proven to be materially inaccurate, (v) prohibiting golden parachute payments to a senior executive officer, and the next five most-highly compensated employees including severance payments for any reason, (vi) prohibiting payment of any tax gross-ups with respect to any severance payments, perquisites or any other form of compensation for the senior executive officers and the next twenty highly compensated employees and (vii) our agreement not to deduct for tax purposes compensation to a senior executive officer in excess of \$500,000. In particular, the change to the deductibility limit on executive compensation may increase the overall cost of our compensation programs in future periods or impact our ability to attract and retain quality executive personnel. We will be subject to the executive compensation and corporate governance restrictions for so long as the Treasury holds any equity securities issued as a result of our participation in TARP-CPP. This period could be more than ten years.

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Reserve for credit losses may not be adequate to cover actual loan losses.

The risk of nonpayment of loans is inherent in all lending activities, and nonpayment, if it occurs, may have an adverse effect on our financial condition and/or results of operations. We maintain a reserve for credit losses to absorb estimated probable credit losses inherent in the loan and commitment portfolios as of the balance sheet date. After a provision of \$8.7 million for the year, as of December 31, 2010, our allowance for loan losses was \$13.3 million, or 2.60% of loans held for investment. In addition, as of December 31, 2010, we had \$34,950,000 in loans on nonaccrual, \$22,279,000 of which are SBA guaranteed, and \$2,586,000 in loans 30 to 90 days past due with interest accruing. In determining the level of the reserve for credit losses, our management makes various assumptions and judgments about the loan portfolio. We rely on an analysis of the loan portfolio based on historical loss experience, volume and types of loans, trends in classifications, volume and trends in delinquencies and non-accruals, national and local economic conditions and other pertinent information known at the time of the analysis. If management's assumptions are incorrect, the reserve for credit losses may not be sufficient to cover losses, which could have a material adverse effect on our financial condition and/or results of operations. While the allowance was determined to be adequate at December 31, 2010, based on the information available to us at the time, there can be no assurance that the allowance will be adequate in the future.

All of our lending involves underwriting risks.

As of December 31, 2010, commercial business loans represented 9.7% of our total loan portfolio; real estate loans represented 32.4% of our total loan portfolio; SBA loans represented 21.7% of our total loan portfolio; manufactured housing loans represented 32.8% of our total portfolio and HELOC represented 3.4% of our total loan portfolio. All such lending, even when secured by the assets of a business, involves considerable risk of loss in the event of failure of the business. To reduce such risk, we typically take additional security interests in other collateral of the borrower, such as real property, certificates of deposit or life insurance, and/or obtain personal guarantees. In light of the economic downturn, our efforts to reduce risk of loss may not prove sufficient as the value of the additional collateral or personal guarantees may be significantly reduced. There can be no assurances that we have taken sufficient collateral or the values thereof will be sufficient to repay loans in accordance with their terms.

Our dependence on real estate concentrated in the State of California.

As of December 31, 2010, approximately \$193 million, or 32.4%, of our loan portfolio is secured by various forms of real estate, including residential and commercial real estate. A further decline in current economic conditions or rising interest rates could have an adverse effect on the demand for new loans, the ability of borrowers to repay outstanding loans and the value of real estate and other collateral securing loans. The real estate securing our loan portfolio is concentrated in California. The decline in real estate values could harm the financial condition of our borrowers and the collateral for our loans will provide less security and we would be more likely to suffer losses on defaulted loans.

Curtailement of government guaranteed loan programs could affect a segment of our business.

A major segment of our business consists of originating and periodically selling government guaranteed loans, in particular those guaranteed by the Small Business Administration. From time to time, the government agencies that guarantee these loans reach their internal limits and cease to guarantee loans. In addition, these agencies may change their rules for loans or Congress may adopt legislation that would have the effect of discontinuing or changing the loan programs. Non-governmental programs could replace government programs for some borrowers, but the terms might not be equally acceptable. Therefore, if these changes occur, the volume of loans to small business, industrial and agricultural borrowers of the types that now qualify for government guaranteed loans could decline. Also, the profitability of these loans could decline. As the funding of the guaranteed portion of 7(a) loans is a major portion of our business, the long-term resolution to the funding for the 7(a) loan program may have an unfavorable impact on our

future performance and results of operations.

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Our small business customers may lack the resources to weather a downturn in the economy.

One of the primary focal points of our business development and marketing strategy is serving the banking and financial services needs of small- and medium-sized businesses and professional organizations. Small businesses generally have fewer financial resources in terms of capital or borrowing capacity than do larger entities. If economic conditions are generally unfavorable in our service areas, the businesses of our lending clients and their ability to repay outstanding loans may be negatively affected. As a consequence, our results of operations and financial condition may be adversely affected.

Environmental laws could force the Company to pay for environmental problems.

When a borrower defaults on a loan secured by real property, we generally purchase the property in foreclosure or accept a deed to the property surrendered by the borrower. We may also take over the management of commercial properties when owners have defaulted on loans. While we have guidelines intended to exclude properties with an unreasonable risk of contamination, hazardous substances may exist on some of the properties that we own, manage or occupy and unknown hazardous risks could impact the value of real estate collateral. We face the risk that environmental laws could force us to clean up the properties at our expense. It may cost much more to clean a property than the property is worth. We could also be liable for pollution generated by a borrower's operations if we took a role in managing those operations after default. Resale of contaminated properties may also be difficult.

Fluctuations in interest rates may reduce profitability.

Changes in interest rates affect interest income, the primary component of our gross revenue, as well as interest expense. The Company's earnings depend largely on the relationship between the cost of funds, primarily deposits and borrowings, and the yield on earning assets, primarily loans and investment securities. This relationship, known as the interest rate spread, is subject to fluctuation and is affected by the monetary policies of the Federal Reserve Board, the shape of the yield curve, the international interest rate environment, as well as by economic, regulatory and competitive factors which influence interest rates, the volume and mix of interest-earning assets and interest-bearing liabilities, and the level of nonperforming assets. Many of these factors are beyond our control. Fluctuations in interest rates may affect the demand of customers for products and services. As interest rates change, we expect to periodically experience "gaps" in the interest rate sensitivities of its assets and liabilities. This means that either interest-bearing liabilities will be more sensitive to changes in market interest rates than interest-earning assets, or vice versa. In either event, changes in market interest rates may have a negative impact on our earnings.

Responding to economic sluggishness and recession concerns, the Federal Reserve Board, through its Federal Open Market Committee ("FOMC"), cut the target federal funds rate beginning in September 2007 to historically low levels. The actions of the Federal Reserve Board, while designed to help the economy overall, may negatively impact the Bank's earnings.

Changes in the level of interest rates also may negatively affect our ability to originate loans, the value of loans and the ability to realize gains from the sale of loans, all of which ultimately affect earnings. A decline in the market value of our assets may limit our ability to borrow additional funds. As a result, we could be required to sell some of our loans and investments under adverse market conditions, under terms that are not favorable, to maintain liquidity. If those sales are made at prices lower than the amortized costs of the investments, losses may be incurred.

Risks due to economic conditions and environmental disasters in the regions we serve may adversely affect our operations.

The Company serves two primary regions: the Tri-Counties region, which consists of San Luis Obispo, Santa Barbara and Ventura counties in the state of California; and, the SBA Region where the Bank originates SBA loans (California, Oregon, Colorado, Utah and Washington). The current economic slowdown in those regions as well as natural disasters such as hurricanes, floods, fires and earthquakes could result in the following consequences, any of which could hurt our business:

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- loan delinquencies may increase;
 - problem assets and foreclosures may increase;
 - demand for our products and services may decline; and
- collateral for loans made by us, especially real estate, may decline in value, in turn reducing customers' borrowing power, and reducing the value of assets and collateral associated with our existing loans.

Competition with other banking institutions could adversely affect profitability.

The banking industry is highly competitive. We face increased competition not only from other financial institutions within the markets we serve, but deregulation has resulted in competition from companies not typically associated with financial services as well as companies accessed through the internet. As a community bank, the Bank attempts to combat this increased competition by developing and offering new products and increased quality of services. Ultimately, competition can drive down the Bank's interest margins and reduce profitability and make it more difficult to increase the size of the loan portfolio and deposit base.

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Regulatory considerations may adversely affect our operations.

As a bank holding company under the Bank Holding Company Act, we are regulated, supervised and examined by the Board of Governors of the Federal Reserve System, or Federal Reserve Board. This regulatory framework is intended primarily for the protection of depositors and the federal deposit insurance funds and not for the protection of our shareholders. As a result of this regulatory framework, our earnings are affected by actions of the Federal Reserve Board, the Office of the Comptroller of the Currency (the "Comptroller"), which regulates the Bank, and the FDIC, which insures the deposits of the Bank within certain limits.

In addition, there are numerous governmental requirements and regulations that affect our business activities. A change in applicable statutes, regulations or regulatory policy may have a material effect on our business. Depository institutions, like the Bank, are also affected by various federal laws, including those relating to consumer protection and similar matters.

CWBC is a legal entity separate and distinct from the Bank. However, our principal source of cash revenues is the payment of dividends from the Bank. There are various legal and regulatory limitations on the extent to which the Bank can finance or otherwise supply funds to us.

As a national bank, the prior approval of the Comptroller is required if the total of all dividends declared and paid to the Bank in any calendar year exceeds the Bank's net earnings for that year combined with their retained net earnings less dividends paid for the preceding two calendar years.

Government agencies regulations also dictate the following:

- the amount of capital we must maintain;
- the types of activities in which we can engage;
- the types and amounts of investments we can make;
- the locations of our offices;
- insurance of our deposits and the premiums paid for the insurance; and
- how much cash we must set aside as reserves for deposits.

Regulations impose limitations on operations and may be changed at any time, possibly causing future results to vary significantly from past results. Regulations can significantly increase the cost of doing business such as increased deposit insurance premiums imposed by the FDIC to be paid in 2011. Moreover, certain of these regulations contain significant punitive sanctions for violations, including monetary penalties and limitations on a bank's ability to implement components of its business plan. In addition, changes in regulatory requirements may act to add costs associated with compliance efforts. Furthermore, government policy and regulation, particularly as implemented through the Federal Reserve System, significantly affect credit conditions.

Operational risks may result in losses.

Operational risk represents the risk of loss resulting from our operations, including but not limited to, the risk of fraud by employees or persons outside the Company, the execution of unauthorized transactions by employees, transaction processing errors and breaches of internal control system and compliance requirements. This risk of loss also includes

the potential legal actions that could arise as a result of an operational deficiency or as a result of noncompliance with applicable regulatory standards, adverse business decisions or their implementation and customer attrition due to potential negative publicity.

Operational risks are inherent in all business activities and the management of these risks is important to the achievement of our objectives. In the event of a breakdown in the internal control system, improper operation of systems or improper employee actions, we could suffer financial loss, face regulatory action and suffer damage to our reputation. We manage operational risks through a risk management framework and our internal control processes. While we believe that we have designed effective methods to minimize operational risks, there is no absolute assurance that business disruption or operational losses would not occur in the event of disaster.

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An information systems interruption or breach in security might result in loss of customers.

We rely heavily on communications and information systems to conduct business. In addition, we rely on third parties to provide key components of information system infrastructure, including loan, deposit and general ledger processing, internet connections, and network access. Any disruption in service of these key components could adversely affect our ability to deliver products and services to customers and otherwise to conduct operations. Furthermore, any security breach of information systems or data, whether managed by the Company or by third parties, could harm our reputation or cause a decrease in the number of our customers.

We may depend on technology and technological improvements.

The financial services industry is undergoing rapid technological changes with frequent introductions of new technology-driven products and services. In addition to providing better service to customers, the effective use of technology increases efficiency and enables financial institutions to reduce costs. Many of our competitors have substantially greater resources to invest in technological improvements. We face the risk of having to keep up with the rapid technological changes.

Loss of key management personnel may adversely affect our operations.

The Bank is operated by key management personnel in each department of the Bank, including executive, lending, finance, operations and retail banking. Many of these key staff members have been employed by the Bank for a number of years and, accordingly, have developed expertise and a loyal customer following. In the event that a key management member were to terminate employment with the Bank, the effect may be to impair the Bank's ability to operate as effectively as it does at the present time, or in the case of a former employee being hired by a competitor, may result in a loss of customers to a competitor. In addition, the loss of services of any of our executive officers, or their failure to adequately perform their management functions, would make it difficult for us to continue to grow our business, obtain and retain customers, and set up and maintain appropriate internal controls for our operations. If any member of our executive officers does not perform up to expectations, our results of operations could suffer. Finally, if any of our executive officers decides to leave, it may be difficult to replace her or him and we would lose the benefit of the knowledge she or he gained during her or his tenure with us.

Changes in accounting policies may adversely affect the reported results of operations.

The financial statements prepared by the Company are subject to various guidelines and requirements promulgated by the Financial Accounting Standards Board, the Securities and Exchange Commission and bank regulatory agencies. The adoption of new or revised accounting standards may adversely affect the reported results of operation.

Litigation risks may have a material impact on our assets or results of operations.

We are involved in various matters of litigation in the ordinary course of business which, historically, have not been material to our assets or results of operations. No assurances can be given that future litigation may not have a material impact on our assets or results of operations.

Geopolitical concerns and the heightened risk of terrorism have negatively affected the stock market and the global economy.

Stock prices domestically and around the world have been and continue to be adversely affected by geopolitical concerns and the heightened risk of terrorism. In addition to negatively affecting the stock markets, the geopolitical concerns and the heightened risk of terrorism have adversely affected, and may continue to adversely affect, the

national and global economy because of the uncertainties that exist as to the instabilities in the Middle East and elsewhere, and as to how the U.S. and other countries will respond to terrorist threats or actions. All of these uncertainties may contribute to a global slowdown in economic activity. An overall weakened economy may have the effect of decreasing loan demand, increasing loan delinquencies and generally causing our results of operations and our financial condition to suffer.

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Certain restrictions will affect our ability to declare or pay dividends and repurchase our shares as a result of our decision to participate in the TARP-CPP.

As a result of our participation in the TARP-CPP, our ability to declare or pay dividends on any of our common stock will be limited. Specifically, we will not be able to declare dividends payments on common, junior preferred or pari passu preferred shares if we are in arrears on the dividends on the shares of fixed rate cumulative perpetual preferred stock, Series A (the "Series A Preferred Stock"). Further, while we are permitted to pay stock dividends, effectuate stocks splits and reverse stock splits, we will not be permitted to declare or pay cash dividends on our common stock without the Treasury's approval until December 19, 2011, which is the third anniversary of the closing of the sale of the Series A Preferred Stock to Treasury, unless the Series A Preferred Stock has been redeemed or transferred. In addition, our ability to repurchase our shares will be restricted. Treasury consent generally will be required for us to make any stock repurchases until December 19, 2011 unless the Series A Preferred Stock has been redeemed or transferred. Further, common, junior preferred or pari passu preferred shares may not be repurchased if we are in arrears on the Series A Preferred Stock dividends to the Treasury.

The Series A Preferred Stock impacts net income available to our common shareholders and earnings per common share and the Warrant we issued to the Treasury may be dilutive to holders of our Common Stock.

The dividends on the Series A Preferred Stock will reduce the net income available to common shareholders and our earnings per common share. The Series A Preferred Stock will also receive preferential treatment in the event of liquidation, dissolution or winding up of the Company. Additionally, the ownership interest of the existing holders of our common stock will be diluted to the extent the warrant we issued to the Treasury ("Warrant") in conjunction with the sale to the Treasury of the Series A Preferred Stock is exercised. The shares of common stock underlying the Warrant represent approximately 8.8% of the shares of our common stock outstanding as of December 31, 2010 (including the shares issuable upon exercise of the Warrant in total shares outstanding). Although the Treasury has agreed not to vote any of the shares of common stock it receives upon exercise of the Warrant, a transferee of any portion of the Warrant or of any shares of common stock acquired upon exercise of the Warrant is not bound by this restriction.

The 9% Convertible Subordinated Debentures also impacts the net income available to our common shareholders and if converted may be dilutive to holders of our Common Stock.

On August 9, 2010, CWBC sold \$8,085,000 of 9% Convertible Subordinated Debentures due in 2020 ("Debentures") in a public offering in the principal amount of \$1,000. The payment of the interest on the Debentures will reduce the net income available to our common shareholders and our earnings per share. The Debentures are convertible into CWBC Common Stock at \$3.50 per share, if converted on or before July 1, 2013; at \$4.50 per share if converted during the period from July 2, 2013 to July 1, 2016; and, at \$6.00 per share if converted during the period from July 2, 2016 to August 9, 2020. If the Debentures are converted at a price that is less than book value per share, the holders of our common stock will be diluted and the ownership interest of the existing holders of our common stock who do not convert may also be diluted.

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ITEM 1B. UNRESOLVED STAFF COMMENTS

Not applicable.

ITEM 2. PROPERTIES

The Company owns the property on which the CWB full-service branch office is located in Goleta, California. All other properties are leased by the Company, including the principal executive office in Goleta. This facility houses the Company's corporate offices, comprised of various departments, including executive management, electronic business services, finance, human resources, information technology, loan operations, marketing, the mortgage loan division, SBA administration, risk management and special assets.

The Company continually evaluates the suitability and adequacy of the Company's offices and has a program of relocating or remodeling them as necessary to maintain efficient and attractive facilities. Management believes that the Company has sufficient insurance to cover its interests in its properties, both owned and leased, and that its existing facilities are adequate for its present purposes. There are no material capital expenditures anticipated.

ITEM 3. LEGAL PROCEEDINGS

The Company is involved in various litigation matters of a routine nature that are being handled and defended in the ordinary course of the Company's business. In the opinion of Management, based in part on consultation with legal counsel, the resolution of these litigation matters will not have a material impact on the Company's financial position or results of operations. There are no pending legal proceedings to which the Company or any of its directors, officers, employees or affiliates, or any principal security holder of the Company or any associate of any of the foregoing, is a party or has an interest adverse to the Company, or of which any of the Company's properties are subject.

ITEM 4. REMOVED AND RESERVED

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PART II

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

Market Information, Holders and Dividends

The Company's common stock is traded on the Nasdaq Global Market ("NASDAQ") under the symbol CWBC. The following table sets forth the high and low sales prices on a per share basis for the Company's common stock as reported by NASDAQ for the period indicated:

| | 2010 Quarters | | | | 2009 Quarters | | | |
|--------------------|---------------|--------|--------|--------|---------------|--------|--------|--------|
| | Fourth | Third | Second | First | Fourth | Third | Second | First |
| Stock Price Range: | | | | | | | | |
| High | \$3.80 | \$3.70 | \$3.65 | \$3.15 | \$3.25 | \$2.83 | \$3.15 | \$4.02 |
| Low | 2.87 | 2.34 | 2.36 | 2.75 | 2.26 | 1.49 | 2.00 | 1.59 |
| Common Dividends | | | | | | | | |
| Declared | \$0.00 | \$0.00 | \$0.00 | \$0.00 | \$0.00 | \$0.00 | \$0.00 | \$0.00 |

As of March 23, 2011 the year to date high and low stock sales prices were \$4.95 and \$3.59, respectively. As of March 23, 2011, the last reported sale price per share for the Company's common stock was \$4.40.

As of March 23, 2011, the Company had 314 stockholders of record of its common stock.

Preferred Stock Dividends

On December 19, 2008, as part of TARP-CPP, in exchange for an aggregate purchase price of \$15,600,000, the Company issued 15,600 shares of Fixed Rate Cumulative Perpetual Preferred Stock, Series A, no par value, with a liquidation preference of \$1,000 per share which pays cumulative dividends at a rate of 5% per year for the first five years and 9% per year thereafter. The Series A Preferred Stock has no maturity date and ranks senior to the common stock with respect to the payment of dividends and distributions. Preferred dividends are paid quarterly in accordance with the terms of the Series A Preferred Stock. During 2010, the Company recorded \$780,000 for dividends and \$267,000 in amortization of the discount on preferred stock, for a total of \$1,047,000 in Series A Preferred Stock dividends. Actual Series A Preferred Stock dividends paid was \$780,000 in 2010 and \$706,000 in 2009. See "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations – Capital Resources – TARP-CPP."

Common Stock Dividends

It is the Company's intention to review its dividend policy on a quarterly basis. The Company's last declared dividend was in April 2008. The sources of funds for dividends paid to shareholders are the Company's capital and dividends received from its subsidiary bank, CWB. CWB's ability to pay dividends to the Company is limited by California law and federal banking law. In addition, as a result of the Company's participation in the TARP-CPP, the Company's ability to declare or pay dividends on its common stock will be limited. See "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations – Capital Resources – TARP-CPP" and see "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations – Supervision and Regulation -CWBC - Limitations on Dividend Payments."

Repurchases of Securities

The Company did not repurchase any of its securities during 2010 and does not currently have any publicly announced repurchase plan. The Company's ability to repurchase shares of its common stock is subject to prior approval of the FRB and the Treasury pursuant to the agreements the Company entered into in connection with its participation in the TARP-CCP.

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Securities Authorized for Issuance under Equity Compensation Plans

The following table summarizes the securities authorized for issuance as of December 31, 2010:

| Plan Category | Number of securities to be issued upon exercise of outstanding options, warrants and rights (a) | Weighted-average exercise price of outstanding options, warrants and rights (b) | Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c) |
|------------------------------------|--|--|--|
| Plans approved by shareholders | 428,685 | \$ 7.15 | 297,850 |
| Plans not approved by shareholders | | | |
| Total | 428,685 | \$ 7.15 | 297,850 |

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ITEM 6.

SELECTED FINANCIAL DATA

The following selected financial data have been derived from the Company's consolidated financial condition and results of operations, as of and for the years ended December 31, 2010, 2009, 2008, 2007 and 2006, and should be read in conjunction with the consolidated financial statements and the related notes included elsewhere in this report.

| | Year Ended December 31, | | | | |
|--|--|------------|-----------|-----------|-----------|
| | 2010 | 2009 | 2008 | 2007 | 2006 |
| INCOME STATEMENT: | | | | | |
| | (in thousands, except per share data and ratios) | | | | |
| Interest income | \$39,234 | \$40,903 | \$45,532 | \$46,841 | \$39,303 |
| Interest expense | 9,957 | 14,945 | 22,223 | 22,834 | 16,804 |
| Net interest income | 29,277 | 25,958 | 23,309 | 24,007 | 22,499 |
| Provision for loan losses | 8,743 | 18,678 | 5,264 | 1,297 | 489 |
| Net interest income after provision for loan losses | 20,534 | 7,280 | 18,045 | 22,710 | 22,010 |
| Non-interest income | 4,015 | 4,418 | 5,081 | 4,845 | 5,972 |
| Non-interest expenses | 20,991 | 21,479 | 20,516 | 21,000 | 18,832 |
| Income (loss) before income taxes | 3,558 | (9,781) | 2,610 | 6,555 | 9,150 |
| Provision (benefit) for income taxes | 1,467 | (4,018) | 1,129 | 2,766 | 3,822 |
| NET INCOME (LOSS) | \$2,091 | \$(5,763) | \$1,481 | \$3,789 | \$5,328 |
| Preferred stock dividends | 1,047 | 1,046 | 35 | - | - |
| NET INCOME (LOSS) APPLICABLE TO COMMON STOCKHOLDERS | \$1,044 | \$(6,809) | \$1,446 | \$3,789 | \$5,328 |
| PER COMMON SHARE DATA: | | | | | |
| Income (loss) per share – Basic | \$0.18 | \$(1.15) | \$0.24 | \$0.65 | \$0.92 |
| Weighted average shares used in income per share calculation – Basic | 5,915 | 5,915 | 5,913 | 5,862 | 5,785 |
| Income (loss) per share – Diluted | \$0.18 | \$(1.15) | \$0.24 | \$0.63 | \$.89 |
| Weighted average shares used in income per share calculation – Diluted | 6,833 | 5,915 | 5,941 | 6,022 | 6,001 |
| Book value per share | \$7.92 | \$7.74 | \$8.84 | \$8.51 | \$8.05 |
| BALANCE SHEET: | | | | | |
| Net loans | \$580,632 | \$603,440 | \$581,075 | \$539,165 | \$451,572 |
| Total assets | 667,604 | 684,216 | 656,981 | 609,850 | 516,615 |
| Total deposits | 529,893 | 531,392 | 475,439 | 433,739 | 368,747 |
| Total liabilities | 605,962 | 623,909 | 590,363 | 559,691 | 469,795 |
| Total stockholders' equity | 61,642 | 60,307 | 66,618 | 50,159 | 46,820 |
| OPERATING AND CAPITAL RATIOS: | | | | | |
| Return on average equity | 3.42 | % (9.24)% | 2.85 | % 7.72 | % 11.88 |
| Return on average assets | 0.31 | (0.85) | 0.23 | 0.67 | 1.12 |
| Dividend payout ratio | - | - | 49.07 | 36.92 | 24.97 |
| Equity to assets ratio | 9.23 | 8.81 | 10.14 | 8.22 | 9.06 |
| Tier 1 leverage ratio | 9.08 | 8.81 | 10.28 | 8.39 | 9.21 |
| Tier 1 risk-based capital ratio | 11.40 | 10.93 | 12.45 | 9.87 | 10.57 |
| Total risk-based capital ratio | 14.16 | 12.20 | 13.70 | 10.74 | 11.45 |

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

The following discussion is designed to provide insight into management's assessment of significant trends related to the consolidated financial condition, results of operations, liquidity, capital resources and interest rate risk for Community West Bancshares ("CWBC") and its wholly-owned subsidiary, Community West Bank ("CWB" or "Bank"). Unless otherwise stated, "Company" refers to CWBC and CWB as a consolidated entity. The following discussion should be read in conjunction with the Company's Consolidated Financial Statements and Notes thereto and the other financial information appearing elsewhere in this 2010 Annual Report on Form 10-K.

Forward-Looking Statements

This 2010 Annual Report on Form 10-K contains statements that constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Those forward-looking statements include statements regarding the intent, belief or current expectations of the Company and its management. Any such forward-looking statements are not guarantees of future performance and involve risks and uncertainties, and actual results may differ materially from those projected in the forward-looking statements.

Overview of Earnings Performance

Net income applicable to common shareholders of the Company was \$1.0 million, or \$0.18 per basic and diluted common share, for 2010 compared to net loss applicable to common shareholders of \$6.8 million, or \$(1.15) per basic and diluted common share for 2009. The Company's earnings performance was impacted in 2010 by:

§ The provision for loan losses declined to \$8.7 million for 2010 compared to \$18.7 million for 2009. Net charge-offs declined from \$12.3 million to \$9.2 million.

§ An increase in net interest income of \$3.3 million, or 12.8%, from \$26.0 million for 2009 to \$29.3 million for 2010.

§ The increase in net interest income primarily resulted from an improvement in the margin from 3.91% for 2009 to 4.5% for 2010.

§ A slight decline in yields on interest-earning assets was more than offset by the reduction in rates paid on deposits and other borrowings which were 1.73% for 2010 compared to 2.60% for 2009.

§ Cost of deposits declined from 2.24% for 2009 to 1.41% for 2010.

§ Non-interest expense declined slightly to \$21.0 million for 2010 from \$21.5 million for 2009.

The impact to the Company from these items, and others of both a positive and negative nature, will be discussed in more detail as they pertain to the Company's overall comparative performance for the year ended December 31, 2010 throughout the analysis sections of this Annual Report.

Critical Accounting Policies

The Company's accounting policies are more fully described in Note 1 of the Consolidated Financial Statements. As disclosed in Note 1, the preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions about future events that affect

the amounts reported in the financial statements and accompanying notes. Actual results could differ significantly from those estimates. The Company believes that the following discussion addresses the Company's most critical accounting policies, which are those that are most important to the portrayal of the Company's financial condition and results of operations and require management's most difficult, subjective and complex judgments.

Provision and Allowance for Loan Losses – The Company maintains a detailed, systematic analysis and procedural discipline to determine the amount of the allowance for loan losses (“ALL”). The ALL is based on estimates and is intended to be adequate to provide for probable losses inherent in the loan portfolio. This process involves deriving probable loss estimates that are based on migration analysis/historical loss rates and qualitative factors that are based on management's judgment. The migration analysis and historical loss rate calculations are based upon the annualized loss rates utilizing a twelve quarter loss history. Migration analysis is utilized for the Commercial Real Estate, Commercial and SBA portfolio segments. The historical loss rate method is utilized for the homogeneous loan segments which include Manufactured Housing, HELOC's, Single Family Residential and Consumer loans. The migration analysis takes into account the risk rating of loans that are charged off in each loan segment. In loan segments that historic loss rates are utilized, management increases the reserve requirement for Special Mention and Substandard loans. Loans that are considered doubtful are typically charged off.

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Foreclosed Real Estate and Repossessed Assets – Foreclosed real estate and repossessed assets includes real estate and other repossessed assets and the collateral property is recorded at fair value at the time of foreclosure less estimated costs to sell. Any excess of loan balance over the fair value less costs to sell of the other assets is charged-off against the allowance for loan losses. Subsequent to the legal ownership date, management periodically performs a new valuation and the asset is carried at the lower of carrying amount or fair value. Operating expenses or income, and gains or losses on disposition of such properties, are recorded in current operations.

Servicing Rights – The guaranteed portion of certain SBA loans can be sold into the secondary market. Servicing rights are recognized as separate assets when loans are sold with servicing retained. Servicing rights are amortized in proportion to, and over the period of, estimated future net servicing income. The Company uses industry prepayment statistics and its own prepayment experience in estimating the expected life of the loans. Management evaluates its servicing rights for impairment quarterly. Servicing rights are evaluated for impairment based upon the fair value of the rights as compared to amortized cost. Fair value is determined using discounted future cash flows calculated on a loan-by-loan basis and aggregated by predominated risk characteristics. The initial servicing rights and resulting gain on sale are calculated based on the difference between the best actual par and premium bids on an individual loan basis.

Recent Accounting Pronouncements – In June 2009, ASC 860 “Transfers and Servicing” was amended. ASC 860 eliminates the concept of a qualifying special purpose entity, creates more stringent conditions for reporting a transfer of a portion of a financial asset as a sale, clarifies other sale-accounting criteria, and changes the initial measurement of a transferor’s interest in transferred financial assets. ASC 860 applies to transfers of government-guaranteed portions of loans, such as those guaranteed by the Small Business Administration (“SBA”). In this regard, if the Bank transfers the guaranteed portion of an SBA loan at a premium, it is obligated by the SBA to refund the premium to the purchaser if the loan is repaid within ninety days of the transfer. Under ASC 860, this premium refund obligation is a form of recourse, which means that the transferred guarantee portion of the loan does not meet the definition of a participating interest for the ninety day period that the premium refund obligation exists. As a result, the transfer must be accounted for as a secured borrowing during this period. After the ninety day period, assuming the transferred guaranteed portion and the retained unguaranteed portion of the SBA loan now meet the definition of a participating interest, the transfer of the guaranteed portion can be accounted for as a sale if all of the conditions for sale accounting in ASC 860 are met. Essentially, ASC 860 delays recognition of the sale and the gain on the sale of an SBA loan at a premium for ninety days and precludes recognition of gain on loans sold at par. This amendment is effective for annual reporting periods beginning after November 15, 2009, and for interim periods therein. Adoption of ASC 860 did not have a material impact on the Company’s financial condition, results of operations or cash flows.

In January 2010, FASB issued a final Accounting Standards Update, ASU 2010-06, that requires entities to provide new disclosures about fair value measurements including transfers between Level 1 and Level 2, reasons for transfers out of Level 3 and a reconciliation of Level 3 including purchases, sales, issuances and settlements on a gross basis. The update also amends ASC 820 to clarify certain existing disclosure requirements pertaining to each class of assets and liabilities. This amendment is effective for annual reporting periods beginning after December 15, 2009, and for interim periods therein. Adoption of ASU 2010-06 did not have a material impact on the Company’s financial condition, results of operations or cash flows.

In July 2010, FASB issued a final Accounting Standards Update, ASU 2010-20, that requires entities to provide extensive new disclosures in their financial statements about their financial receivables, including credit risk exposures and allowance for credit losses. The ASU requires new qualitative and quantitative disclosures on the allowance for credit losses, credit quality, impaired loans, modifications and nonaccrual and past due financing receivables. Generally, the update is effective for interim or annual reporting periods ending after December 15, 2010. Certain elements of the ASU regarding disclosures for troubled debt restructuring have been deferred and will be effective for periods ending on or after June 15, 2011. Adoption of ASU 2010-20 did not have a material impact

on the Company's financial condition, results of operations or cash flows.

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Changes in Interest Income and Interest Expense

The Company primarily earns income from the management of its financial assets and from charging fees for services it provides. The Company's income from managing assets consists of the difference between the interest income received from its loan portfolio and investments and the interest expense paid on its funding sources, primarily interest paid on deposits. This difference or spread is net interest income. The amount by which interest income will exceed interest expense depends on the volume or balance of interest-earning assets compared to the volume or balance of interest-bearing deposits and liabilities and the interest rate earned on those interest-earning assets compared to the interest rate paid on those interest-bearing liabilities.

Net interest income, when expressed as a percentage of average total interest-earning assets, is referred to as net interest margin on interest-earning assets. The Company's net interest income is affected by the change in the level and the mix of interest-earning assets and interest-bearing liabilities, referred to as volume changes. The Company's net yield on interest-earning assets is also affected by changes in the yields earned on assets and rates paid on liabilities, referred to as rate changes. Interest rates charged on the Company's loans are affected principally by the demand for such loans, the supply of money available for lending purposes, competitive factors and general economic conditions such as federal economic policies, legislative tax policies and governmental budgetary matters. To maintain its net interest margin, the Company must manage the relationship between interest earned and paid.

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The following table sets forth, for the period indicated, the increase or decrease in dollars and percentages of certain items in the consolidated income statements as compared to the prior periods:

| | Year Ended December 31, | | | |
|--|-------------------------|----------------|-------------------|-----------------|
| | 2010 vs. 2009 | | 2009 vs. 2008 | |
| | Amount of | Percent of | Amount of | Percent of |
| | Increase | Increase | Increase | Increase |
| | (decrease) | (decrease) | (decrease) | (decrease) |
| | (dollars in thousands) | | | |
| INTEREST INCOME | | | | |
| Loans | \$(1,285) | (3.3)% | \$(3,987) | (9.3)% |
| Investment securities | (338) | (19.4)% | (439) | (20.1)% |
| Other | (46) | (66.7)% | (203) | (74.6)% |
| Total interest income | (1,669) | (4.1)% | (4,629) | (10.2)% |
| INTEREST EXPENSE | | | | |
| Deposits | (3,643) | (32.4)% | (5,985) | (34.7)% |
| Other borrowings and convertible debentures | (1,345) | (36.3)% | (1,293) | (25.9)% |
| Total interest expense | (4,988) | (33.4)% | (7,278) | (32.7)% |
| NET INTEREST INCOME | 3,319 | 12.8 % | 2,649 | 11.4 % |
| Provision for loan losses | (9,935) | (53.2)% | 13,414 | 254.8 % |
| NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES | 13,254 | 182.1 % | (10,765) | (59.7)% |
| NON-INTEREST INCOME | | | | |
| Other loan fees | 72 | 3.8 % | (211) | (10.0)% |
| Gains from loan sales, net | 104 | 28.7 % | (655) | (64.3)% |
| Document processing fees, net | (259) | (32.3)% | 85 | 11.8 % |
| Loan servicing fees, net | (445) | (57.6)% | 285 | 58.4 % |
| Service charges | 75 | 16.4 % | 22 | 5.1 % |
| Other | 50 | 38.5 % | (189) | (59.2)% |
| Total non-interest income | (403) | (9.1)% | (663) | (13.0)% |
| NON-INTEREST EXPENSES | | | | |
| Salaries and employee benefits | (73) | (0.6)% | (1,494) | (11.2)% |
| Occupancy and equipment expenses | (107) | (5.1)% | (229) | (9.8)% |
| FDIC assessment | (386) | (24.2)% | 1,227 | 332.5 % |
| Professional services | (84) | (9.3)% | 113 | 14.3 % |
| Advertising and marketing | (43) | (12.5)% | (77) | (18.3)% |
| Depreciation | (66) | (13.4)% | (27) | (5.2)% |
| Loss on sale and write-down of foreclosed real estate and repossessed assets | 536 | 87.2 % | 615 | - |
| Data processing | (83) | (13.4)% | 79 | 14.6 % |
| Other | (182) | (6.3)% | 756 | 35.2 % |
| Total non-interest expenses | (488) | (2.3)% | 963 | 4.7 % |
| Income (loss) before provision for income taxes | 13,339 | | (12,391) | |
| Provision (benefit) for income taxes | 5,485 | | (5,147) | |
| NET INCOME (LOSS) | \$7,854 | | \$(7,244) | |
| Preferred stock dividends | 1 | | 1,011 | |
| NET INCOME (LOSS) APPLICABLE TO COMMON STOCKHOLDERS | \$7,853 | | \$(8,255) | |

Comparison of 2010 to 2009

Net interest income increased by \$3.3 million, or 12.8%, for 2010 compared to 2009.

Total interest income declined by \$1.7 million, or 4.1%, from \$40.9 million in 2009 to \$39.2 million in 2010. Of this decline, \$1.3 million was due to a decline in yields on interest-earning assets, which declined from 6.17% for 2009 to 6.03% for 2010. The remaining decline resulted from the decline in the average balance of interest-earning assets from \$663.2 million for 2009 to \$650.4 million for 2010.

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The decline in interest income was more than offset by the reduction of interest expense from \$14.9 million for 2009 to \$10.0 million for 2010. Of this decline, \$4.2 million resulted from lower rates paid on deposits and borrowings. Rates on interest-bearing deposits declined from 2.42% for 2009 to 1.52% for 2010. Overall, rates on deposits and borrowings were 1.73% for 2010 compared to 2.60% for 2009.

The combination of the decline in rates paid on deposits and borrowings and the decline in yields on interest-earning assets resulted in a margin improvement of 0.59% from 3.91% for 2009 to 4.50% for 2010.

Comparison of 2009 to 2008

Net interest income increased by \$2.6 million, or 11.4%, for 2009 compared to 2008.

Total interest income declined by \$4.6 million, or 10.2%, from \$45.5 million in 2008 to \$40.9 million in 2009. Of this decline, \$6.7 million was due to changes in rates and is reflective of the targeted fed funds rate range of 0.00% to 0.25% following 400 to 425 basis point reduction in the targeted Fed funds rate between December 2007 and December 2008. The \$6.7 million decline was offset by \$2.0 million increase in interest income due to the growth of interest-earning assets. Average loan balances increased by \$36.9 million for 2009 compared to 2008. Yields on interest-earning assets declined to 6.17% for 2009 compared to 7.27% for 2008.

Total interest expense decreased by \$7.3 million, or 32.7%, in 2009 compared to 2008. Resulting from lower rates paid on deposits and borrowings, interest expense on deposits declined \$6.0 million while the interest expense on other borrowings declined \$1.3 million. Rates paid on interest-bearing liabilities declined to 2.60% for 2009 from 4.05% for 2008.

The combination of the decline in rates paid on deposits and borrowings and the decline in yields on interest-earning assets resulted in a margin improvement of 0.19% from 3.72% for 2008 to 3.91% for 2009.

The following table sets forth the changes in interest income and expense attributable to changes in rate and volume:

| | Year Ended December 31, | | | | | |
|---|-------------------------|--------------------|----------------------|------------------|--------------------|----------------------|
| | 2010 versus 2009 | | | 2009 versus 2008 | | |
| | Total change | Change due to Rate | Change due to Volume | Total change | Change due to Rate | Change due to Volume |
| | (in thousands) | | | | | |
| Interest-earning deposits in other financial institutions (including time deposits) | \$(14) | \$- | \$(14) | \$(4) | \$(7) | \$3 |
| Federal funds sold | (32) | (4) | (28) | (199) | (196) | (3) |
| Investment securities | (338) | (318) | (20) | (439) | (467) | 28 |
| Loans, net | (1,285) | (1,012) | (273) | (3,987) | (6,001) | 2,014 |
| Total interest-earning assets | (1,669) | (1,334) | (335) | (4,629) | (6,671) | 2,042 |
| Interest-bearing demand | 1,000 | (515) | 1,515 | 976 | (108) | 1,084 |
| Savings | (4) | (65) | 61 | (56) | (105) | 49 |
| Time certificates of deposit | (4,639) | (3,308) | (1,331) | (6,905) | (5,879) | (1,026) |
| Other borrowings | (1,345) | (303) | (1,042) | (1,293) | (1,348) | 55 |
| Total interest-bearing liabilities | (4,988) | (4,191) | (797) | (7,278) | (7,440) | 162 |
| Net interest income | \$3,319 | \$2,857 | \$462 | \$2,649 | \$769 | \$1,880 |

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The following table presents the net interest income and net interest margin for the three years indicated:

| | Year Ended December 31, | | | | | |
|---------------------|-------------------------|---|----------|---|----------|---|
| | 2010 | | 2009 | | 2008 | |
| | (dollars in thousands) | | | | | |
| Interest income | \$39,234 | | \$40,903 | | \$45,532 | |
| Interest expense | 9,957 | | 14,945 | | 22,223 | |
| Net interest income | \$29,277 | | \$25,958 | | \$23,309 | |
| Net interest margin | 4.50 | % | 3.91 | % | 3.72 | % |

Provision for Loan Losses

The provision for loan losses declined \$9.9 million to \$8.7 million for 2010 compared to \$18.7 million for 2009.

The following schedule summarizes the provision, charge-offs and recoveries by loan segment for the year ended December 31, 2010:

| | Allowance 12/31/09 | Provision | Charge-offs (in thousands) | Recoveries | Net Charge-offs | Allowance 12/31/10 |
|---------------------------|-----------------------|-----------|----------------------------------|------------|--------------------|-----------------------|
| Commercial real estate | \$2,843 | \$873 | \$ (1,192) | \$8 | \$ (1,184) | \$2,532 |
| Manufactured housing | 2,255 | 4,072 | (2,202) | 43 | (2,159) | 4,168 |
| Commercial | 3,448 | (398) | (1,055) | 99 | (956) | 2,094 |
| SBA | 4,837 | 3,184 | (4,628) | 360 | (4,268) | 3,753 |
| Single family real estate | 143 | 172 | (186) | 6 | (180) | 135 |
| HELOC | 124 | 873 | (458) | 8 | (450) | 547 |
| Consumer | 83 | (33) | (1) | 24 | 23 | 73 |
| Total | \$13,733 | \$8,743 | \$ (9,722) | \$548 | \$ (9,174) | \$13,302 |

The following schedule summarizes the provision, charge-offs and recoveries for the year ended December 31, 2009 by loan category:

| | Allowance 12/31/08 | Provision | Charge-offs (in thousands) | Recoveries | Net Charge-offs | Allowance 12/31/09 |
|---------------------------|-----------------------|-----------|----------------------------------|------------|--------------------|-----------------------|
| Commercial real estate | \$1,470 | \$3,345 | \$ (1,972) | \$- | \$ (1,972) | \$2,843 |
| Manufactured housing | 1,659 | 2,170 | (1,574) | - | (1,574) | 2,255 |
| Commercial | 1,428 | 5,584 | (3,609) | 45 | (3,564) | 3,448 |
| SBA | 2,556 | 7,189 | (5,004) | 96 | (4,908) | 4,837 |
| Single family real estate | 113 | 184 | (161) | 7 | (154) | 143 |
| HELOC | 104 | 20 | - | - | - | 124 |
| Consumer | 11 | 186 | (117) | 3 | (114) | 83 |
| Total | \$7,341 | \$18,678 | \$ (12,437) | \$151 | \$ (12,286) | \$13,733 |

The commercial and commercial real estate portfolios have relatively stabilized and have seen declines in net charge-offs of \$2.6 million and \$788,000, respectively. The SBA portfolio continues to face challenges, but, has also seen a decline in net charge-offs of \$640,000. Charge-offs in manufactured housing increased from \$1.6 million for

2009 to \$2.2 million for 2010, which is approximately 1.1% of the year-end loan balance of \$194.7 million.

Included in the Company's held-to-maturity portfolio is home equity loans, "HELOC", which guidance issued by the SEC characterizes as higher-risk. The HELOC portfolio of \$20.3 million consists of credits secured by residential real estate in Santa Barbara and Ventura counties. In 2010, the net charge-offs in this portfolio were \$450,000. As of December 31, 2010, \$2,000 of the portfolio is past due and \$31,000 is on non-accrual status. The allowance for loan losses for this portfolio is \$547,000, or 2.7%. The Company believes that, overall, this portfolio is adequately supported by real estate collateral.

The percentage of net non-accrual loans to the total loan portfolio has declined to 2.13% as of December 31, 2010 from 2.62% at December 31, 2009. The allowance for loan losses compared to net non-accrual loans has increased to 105% as of December 31, 2010 from 85% as of December 31, 2009.

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Non-Interest Income

The following table summarizes the Company's non-interest income for the three years indicated:

| Non-interest income | Year Ended December 31, | | |
|-------------------------------|-------------------------|----------|----------|
| | 2010 | 2009 | 2008 |
| | (in thousands) | | |
| Other loan fees | \$ 1,965 | \$ 1,893 | \$ 2,104 |
| Gains from loan sales, net | 467 | 363 | 1,018 |
| Document processing fees, net | 544 | 803 | 718 |
| Loan servicing fees, net | 328 | 773 | 488 |
| Service charges | 531 | 456 | 434 |
| Other | 180 | 130 | 319 |
| Total non-interest income | \$4,015 | \$4,418 | \$5,081 |

Comparison of 2010 to 2009

Non-interest income declined by \$403,000 to \$4.0 million for 2010 compared to \$4.4 million for 2009, primarily due to the decline in loan servicing fees. No SBA loans were sold in 2010 and servicing income has declined as the principle balance of loans on which servicing is earned pay down. The amortization of the servicing asset and adjustments to the valuation of the interest only strip were higher in 2010 by \$250,000, also contributing to a reduction in servicing income.

Comparison of 2009 to 2008

Non-interest income declined by \$663,000 to \$4.4 million for 2009 compared to \$5.1 million for 2008. Gain on loan sales declined \$655,000 for 2009 compared to 2008. No SBA loans were sold in 2009 compared to \$19.7 million guaranteed loans sales in 2008. Other loan fees have declined \$211,000, primarily related to lower referral fees received on SBA 504 loans. Partly offsetting these declines was an increase of \$285,000 in loan servicing.

Non-Interest Expenses

The following table summarizes the Company's non-interest expenses for the three years indicated:

| Non-interest expenses | Year Ended December 31, | | |
|--|-------------------------|-----------|-----------|
| | 2010 | 2009 | 2008 |
| | (in thousands) | | |
| Salaries and employee benefits | \$ 11,823 | \$ 11,896 | \$ 13,390 |
| Occupancy and equipment expenses | 2,005 | 2,112 | 2,341 |
| FDIC assessment | 1,210 | 1,596 | 369 |
| Professional services | 817 | 901 | 788 |
| Advertising and marketing | 301 | 344 | 421 |
| Depreciation | 425 | 491 | 518 |
| Loss on sale and write-down of foreclosed real estate and repossessed assets | 1,151 | 615 | - |
| Data processing | 537 | 620 | 541 |
| Other | 2,722 | 2,904 | 2,148 |
| Total non-interest expenses | \$20,991 | \$21,479 | \$20,516 |

Comparison of 2010 to 2009

Non-interest expenses declined \$488,000, to \$21.0 million for 2010 from \$21.5 million for 2009. Expenses declined in all categories except for the loss on sale and write-down of foreclosed real estate and repossessed assets. The FDIC assessment declined in 2010 by \$386,000 in comparison to 2009 which was subject to a special assessment in June 2009 of \$306,000. The loss on sale and write-down of foreclosed real estate and repossessed assets increased \$536,000 primarily due to losses and write-downs of manufactured housing properties.

Comparison of 2009 to 2008

Non-interest expenses increased \$963,000, from \$20.5 million for 2008 to \$21.5 million for 2009. The FDIC assessment increased \$1.2 million due to higher rates and a special assessment in June 2009 of \$306,000 and loss on the sale of foreclosed real estate and repossessed assets increased \$615,000. Other expenses increased \$756,000, primarily due to an increase in the reserve on undisbursed loans of \$380,000, and higher collection and foreclosed asset related expenses of \$346,000. Partly offsetting these increases was a reduction in salaries and employee benefits of \$1.5 million, primarily resulting from the discontinuation of SBA lending east of the Rocky Mountains as of April 1, 2009. Occupancy expense also declined \$229,000 for 2009 compared to 2008.

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The following table compares the various elements of non-interest expenses as a percentage of average assets and the efficiency ratio which is the ratio of non-interest expense to the total of net interest income and non-interest income:

| Year Ended December 31, (dollars in thousands) | Average Assets | Total Non-Interest Expenses | | Salaries and Employee Benefits | | Occupancy and Depreciation Expenses | | Efficiency Ratio | |
|---|-------------------|-----------------------------------|---|---|---|--|---|---------------------|---|
| 2010 | \$676,776 | 3.10 | % | 1.75 | % | 0.36 | % | 63 | % |
| 2009 | \$675,672 | 3.18 | % | 1.76 | % | 0.39 | % | 71 | % |
| 2008 | \$640,993 | 3.20 | % | 2.09 | % | 0.45 | % | 72 | % |

Income Taxes

The provision for income taxes was \$1.5 million for 2010 compared to benefit for income tax of \$4.0 million in 2009 and a provision of \$1.1 million in 2008. The effective income tax rate was 41.2%, 41.1%, and 43.3% for 2010, 2009 and 2008, respectively. See Note 12, "Income Taxes", in the notes to the Consolidated Financial Statements.

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Schedule of Average Assets, Liabilities and Stockholders' Equity

As of the dates indicated below, the following schedule shows the average balances of the Company's assets, liabilities and stockholders' equity accounts and, for each balance, the percentage of average total assets:

| | 2010 | | December 31, | | | | 2008 | |
|--|------------------|--------------|--------------------|--------------|--------------------|--------------|----------|---|
| | Amount | % | Amount | % | Amount | % | Amount | % |
| (dollars in thousands) | | | | | | | | |
| ASSETS | | | | | | | | |
| Cash and due from banks | \$ 11,748 | 1.7 | % \$ 4,949 | 0.7 | % \$ 4,419 | 0.7 | % | |
| Time and interest-earning deposits in other financial institutions | 607 | 0.1 | % 1,081 | 0.2 | % 997 | 0.2 | % | |
| Federal funds sold | 1,748 | 0.3 | % 10,751 | 1.6 | % 11,488 | 1.8 | % | |
| Investment securities available-for-sale | 19,776 | 2.9 | % 14,178 | 2.1 | % 6,889 | 1.1 | % | |
| Investment securities held-to-maturity | 18,435 | 2.7 | % 24,619 | 3.6 | % 31,319 | 4.9 | % | |
| Federal Reserve Bank & Federal Home Loan Bank stock | 6,741 | 1.0 | % 6,781 | 1.0 | % 6,634 | 1.0 | % | |
| Loans held for sale, net | 90,560 | 13.4 | % 100,823 | 14.9 | % 120,339 | 18.7 | % | |
| Loans held for investment, net | 499,018 | 73.7 | % 493,016 | 73.0 | % 442,908 | 69.1 | % | |
| Servicing rights | 875 | 0.1 | % 1,086 | 0.2 | % 1,161 | 0.2 | % | |
| Foreclosed real estate and repossessed assets | 4,745 | 0.7 | % 2,496 | 0.4 | % 540 | 0.1 | % | |
| Premises and equipment, net | 3,103 | 0.5 | % 3,506 | 0.5 | % 3,814 | 0.6 | % | |
| Other assets | 19,420 | 2.9 | % 12,386 | 1.8 | % 10,485 | 1.6 | % | |
| TOTAL ASSETS | \$676,776 | 100.0 | % \$675,672 | 100.0 | % \$640,993 | 100.0 | % | |
| LIABILITIES | | | | | | | | |
| Deposits: | | | | | | | | |
| Non-interest-bearing demand | \$39,025 | 5.8 | % \$37,408 | 5.5 | % \$35,618 | 5.5 | % | |
| Interest-bearing demand | 232,540 | 34.3 | % 119,923 | 17.8 | % 58,893 | 9.2 | % | |
| Savings | 19,452 | 2.9 | % 16,807 | 2.5 | % 14,989 | 2.3 | % | |
| Time certificates of \$100,000 or more | 173,860 | 25.7 | % 149,291 | 22.1 | % 88,385 | 13.8 | % | |
| Other time certificates | 72,576 | 10.7 | % 178,744 | 26.4 | % 278,510 | 43.5 | % | |
| Total deposits | 537,453 | 79.4 | % 502,173 | 74.3 | % 476,395 | 74.3 | % | |
| Other borrowings | 76,138 | 11.3 | % 109,767 | 16.3 | % 108,141 | 16.9 | % | |
| Other liabilities | 2,053 | 0.3 | % 1,379 | 0.2 | % 4,562 | 0.7 | % | |
| Total liabilities | 615,644 | 91.0 | % 613,319 | 90.8 | % 589,098 | 91.9 | % | |
| STOCKHOLDERS' EQUITY | | | | | | | | |
| Preferred stock | 14,668 | 2.2 | % 14,407 | 2.1 | % 464 | 0.1 | % | |
| Common stock | 33,121 | 4.9 | % 33,097 | 4.9 | % 31,808 | 4.9 | % | |
| Retained earnings | 13,161 | 1.9 | % 14,763 | 2.2 | % 19,630 | 3.1 | % | |
| Accumulated other comprehensive income (loss) | 182 | - | 86 | - | (7) | - | | |
| Total stockholders' equity | 61,132 | 9.0 | % 62,353 | 9.2 | % 51,895 | 8.1 | % | |
| | \$676,776 | 100.0 | % \$675,672 | 100.0 | % \$640,993 | 100.0 | % | |

TOTAL LIABILITIES AND
STOCKHOLDERS' EQUITY

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Interest Rates and Differentials

The following table illustrates average yields on interest-earning assets and average rates paid on interest-bearing liabilities for the years indicated. These average yields and rates are derived by dividing interest income by the average balances of interest-earning assets and by dividing interest expense by the average balances of interest-bearing liabilities for the years indicated. Amounts outstanding are averages of daily balances during the period.

| Interest-earning assets: | Year Ended December 31, | | |
|---|-------------------------|-----------|-----------|
| | 2010 | 2009 | 2008 |
| | (dollars in thousands) | | |
| Time and interest-earning deposits in other financial institutions: | | | |
| Average outstanding | \$607 | \$1,081 | \$997 |
| Interest income | 18 | 32 | 36 |
| Average yield | 3.00 | % 2.95 | % 3.66 |
| Federal funds sold: | | | |
| Average outstanding | \$1,748 | \$10,751 | \$11,488 |
| Interest income | 5 | 37 | 236 |
| Average yield | 0.31 | % 0.34 | % 2.05 |
| Investment securities: | | | |
| Average outstanding | \$44,952 | \$45,578 | \$44,841 |
| Interest income | 1,402 | 1,740 | 2,179 |
| Average yield | 3.12 | % 3.82 | % 4.86 |
| Gross loans: | | | |
| Average outstanding | \$603,141 | \$605,741 | \$568,861 |
| Interest income | 37,809 | 39,094 | 43,081 |
| Average yield | 6.27 | % 6.45 | % 7.57 |
| Total interest-earning assets: | | | |
| Average outstanding | \$650,448 | \$663,151 | \$626,187 |
| Interest income | 39,234 | 40,903 | 45,532 |
| Average yield | 6.03 | % 6.17 | % 7.27 |
| Interest-bearing liabilities: | | | |
| Interest-bearing demand deposits: | | | |
| Average outstanding | \$232,540 | \$119,923 | \$58,893 |
| Interest expense | 3,130 | 2,130 | 1,153 |
| Average effective rate | 1.35 | % 1.78 | % 1.96 |
| Savings deposits: | | | |
| Average outstanding | \$19,452 | \$16,807 | \$14,989 |
| Interest expense | 447 | 451 | 507 |
| Average effective rate | 2.30 | % 2.68 | % 3.39 |
| Time certificates of deposit: | | | |
| Average outstanding | \$246,436 | \$328,035 | \$366,895 |
| Interest expense | 4,020 | 8,659 | 15,565 |
| Average effective rate | 1.63 | % 2.64 | % 4.24 |
| Other borrowings: | | | |
| Average outstanding | \$72,926 | \$109,767 | \$108,141 |
| Interest expense | 2,071 | 3,705 | 4,998 |
| Average effective rate | 2.84 | % 3.38 | % 4.62 |
| Convertible debentures: | | | |

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| | | | | | | |
|-------------------------------------|-----------|---|-----------|---|-----------|---|
| Average outstanding | \$3,212 | - | - | - | - | |
| Interest expense | 289 | - | - | - | - | |
| Average effective rate | 9.00 | % | - | - | - | |
| Total interest-bearing liabilities: | | | | | | |
| Average outstanding | \$574,566 | | \$574,532 | | \$548,918 | |
| Interest expense | 9,957 | | 14,945 | | 22,223 | |
| Average effective rate | 1.73 | % | 2.60 | % | 4.05 | % |
| Net interest income | \$29,277 | | \$25,958 | | \$23,309 | |
| Net interest spread | 4.30 | % | 3.57 | % | 3.22 | % |
| Average net margin | 4.50 | % | 3.91 | % | 3.72 | % |

Nonaccrual loans are included in the average balance of loans outstanding.

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Loan Portfolio

The Company's largest categories of loans held in the portfolio are commercial, commercial real estate and construction, SBA and manufactured housing loans. Loans are carried at face amount, net of payments collected, the allowance for loan loss and deferred loan fees/costs. Interest on all loans is accrued daily, primarily on a simple interest basis. For all loan segments, the accrual of interest is discontinued when substantial doubt exists as to collectability of the loan, generally at the time the loan is 90 days delinquent, unless the credit is well secured and in process of collection. Any unpaid but accrued interest is reversed at that time. Thereafter, interest income is no longer recognized on the loan. Interest on non-accrual loans is accounted for on the cash-basis or cost-recovery method, until qualifying for return to accrual. Loans are returned to accrual status when all of the principal and interest amounts contractually due are brought current and future payments are reasonably assured.

The rates charged on variable rate loans are set at specific increments. These increments vary in relation to the Company's published prime lending rate or other appropriate indices. At December 31, 2010 and 2009, approximately 68.4% and 64.6%, respectively, of the Company's loan portfolio was comprised of variable interest rate loans. Management monitors the maturity of loans and the sensitivity of loans to changes in interest rates.

The following table sets forth, as of the dates indicated, the amount of gross loans outstanding based on the remaining scheduled repayments of principal, which could either be repriced or remain fixed until maturity, classified by scheduled principal payments:

| In Years | 2010 | | 2009 | | December 31, 2008 | | 2007 | | 2006 | |
|---------------|------------------|------------------|------------------|------------------|----------------------|------------------|------------------|------------------|------------------|------------------|
| | Fixed | Variable | Fixed | Variable | (in thousands) | | Fixed | Variable | Fixed | Variable |
| Less than One | \$20,542 | \$62,708 | \$20,571 | \$81,132 | \$16,405 | \$78,005 | \$16,445 | \$83,356 | \$16,442 | \$78,005 |
| One to Five | 85,103 | 121,569 | 87,062 | 130,364 | 87,034 | 82,298 | 79,549 | 67,549 | 65,083 | 58,000 |
| Over Five | 81,915 | 222,363 | 111,243 | 187,200 | 137,632 | 187,525 | 129,335 | 167,878 | 103,242 | 118,000 |
| Total | \$187,560 | \$406,640 | \$218,876 | \$398,696 | \$241,071 | \$347,828 | \$225,329 | \$318,783 | \$184,767 | \$264,000 |
| | 31.6 % | 68.4 % | 35.4 % | 64.6 % | 40.9 % | 59.1 % | 41.4 % | 58.6 % | 40.5 % | 59.5 % |

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Distribution of Loans

The distribution of total loans by type of loan, as of the dates indicated, is shown in the following table:

| | December 31, | | | | | | | | | |
|------------------------------|------------------------|-----------------|-----------------|-----------------|-----------------|---|-------|---|-------|---|
| | 2010 | 2009 | 2008 | 2007 | 2006 | | | | | |
| | (dollars in thousands) | | | | | | | | | |
| | Loan Balance | Loan Balance | Loan Balance | Loan Balance | Loan Balance | | | | | |
| Commercial | \$57,369 | \$61,810 | \$74,895 | \$72,470 | \$53,725 | | | | | |
| Commercial real estate | 173,906 | 180,688 | 160,540 | 158,670 | 152,113 | | | | | |
| SBA | 129,004 | 139,541 | 132,707 | 116,963 | 84,911 | | | | | |
| Manufactured housing | 194,682 | 195,656 | 190,838 | 172,938 | 142,804 | | | | | |
| Single family real estate | 13,722 | 14,793 | 9,765 | 11,482 | 12,343 | | | | | |
| HELOC | 20,273 | 17,902 | 15,191 | 8,969 | 7,247 | | | | | |
| Consumer | 379 | 286 | 602 | 1,058 | 1,054 | | | | | |
| Mortgage loans held for sale | 4,865 | 6,896 | 4,361 | 1,562 | 2,146 | | | | | |
| Gross Loans | 594,200 | 617,572 | 588,899 | 544,112 | 456,343 | | | | | |
| Less: | | | | | | | | | | |
| Allowance for loan losses | 13,302 | 13,733 | 7,341 | 4,412 | 3,926 | | | | | |
| Deferred fees/costs | (195) | (228) | (326) | (48) | 43 | | | | | |
| Discount on SBA loans | 461 | 627 | 809 | 583 | 802 | | | | | |
| Net Loans | \$580,632 | \$603,440 | \$581,075 | \$539,165 | \$451,572 | | | | | |
| Percentage to Gross Loans: | | | | | | | | | | |
| Commercial | 9.6 | % | 10.0 | % | 12.7 | % | 13.3 | % | 11.8 | % |
| Commercial real estate | 29.3 | % | 29.2 | % | 27.3 | % | 29.1 | % | 33.3 | % |
| SBA | 21.7 | % | 22.6 | % | 22.5 | % | 21.5 | % | 18.6 | % |
| Manufactured housing | 32.8 | % | 31.7 | % | 32.4 | % | 31.8 | % | 31.3 | % |
| Single family real estate | 2.3 | % | 2.4 | % | 1.7 | % | 2.1 | % | 2.7 | % |
| HELOC | 3.4 | % | 2.9 | % | 2.6 | % | 1.7 | % | 1.6 | % |
| Consumer | 0.1 | % | 0.1 | % | 0.1 | % | 0.2 | % | 0.2 | % |
| Mortgage loans held for sale | 0.8 | % | 1.1 | % | 0.7 | % | 0.3 | % | 0.5 | % |
| | 100.0 | % | 100.0 | % | 100.0 | % | 100.0 | % | 100.0 | % |

Commercial Loans

In addition to traditional term commercial loans made to business customers, CWB grants revolving business lines of credit. Under the terms of the revolving lines of credit, CWB grants a maximum loan amount, which remains available to the business during the loan term. Generally, as part of the loan requirements, the business agrees to maintain its primary banking relationship with CWB. CWB does not extend material loans of this type in excess of two years.

Commercial Real Estate

Commercial real estate and construction loans are primarily made for the purpose of purchasing, improving or constructing single-family residences, commercial or industrial properties. This loan segment also includes SBA 504 loans and loans made on land.

A substantial portion of CWB's real estate construction loans are first and second trust deeds on the construction of owner-occupied single family dwellings. CWB also makes real estate construction loans on commercial properties. These consist of first and second trust deeds collateralized by the related real property. Construction loans are generally written with terms of six to eighteen months and usually do not exceed a loan to appraised value of 80%.

Commercial and industrial real estate loans are secured by nonresidential property. Office buildings or other commercial property primarily secure these loans. Loan to appraised value ratios on nonresidential real estate loans are generally restricted to 80% of appraised value of the underlying real property if occupied by the owner or owner's business; otherwise, these loans are generally restricted to 75% of appraised value of the underlying real property.

SBA 504 loans are made in conjunction with Certified Development Companies. These loans are granted to purchase or construct real estate or acquire machinery and equipment. The loan is structured with a conventional first trust deed provided by a private lender and a second trust deed which is funded through the sale of debentures. The predominant structure is terms of 10% down payment, 50% conventional first loan and 40% debenture. Conventional and investor loans are funded by our secondary-market partners and CWB receives a premium for these transactions.

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SBA Loans

The SBA loans consist of 7(a) and Business and Industry loans (“B&I”). The 7(a) loan proceeds are used for working capital, machinery and equipment purchases, land and building purposes, leasehold improvements and debt refinancing. In general, the SBA guarantees up to 85% of the loan amount depending on loan size. Under the SBA 7(a) loan program, the Company is required to retain a minimum of 5% of the principal balance of each loan it sells into the secondary market.

B&I loans are guaranteed by the U.S. Department of Agriculture. The guaranteed amount is generally 80%. B&I loans are similar to the 7(a) loans but are made to businesses in designated rural areas. These loans can also be sold into the secondary market.

CWB made the decision to discontinue as of April 1, 2009 SBA lending east of the Rocky Mountains.

Single Family Real Estate Loans

The mortgage loans consist of first and second mortgage loans secured by trust deeds on one to four family homes. These loans are made to borrowers for purposes such as purchasing a home, refinancing an existing home, interest rate reduction, home improvement, or debt consolidation. Generally, these loans are underwritten to specific investor guidelines and are committed for sale to that investor. Although the majority of these loans are sold servicing released into the secondary market, a relatively small percentage is held as part of the Bank’s portfolio.

Manufactured Housing Loans

The mortgage loan division originates loans secured by manufactured homes located in mobile home parks along the California coast and in the Sacramento area. The loans are serviced internally and are originated under one of two programs: fixed rate loans written for terms of 7 to 15 years with balloon payments ranging from 7 to 15 years; adjustable rate loans written for a term of 30 years with the initial interest rates fixed for the first five years and then adjusting annually subject to caps and floors.

HELOC

The Bank provides lines of credit collateralized by residential real estate, home equity lines of credit (HELOC), for consumer related purposes. Typically, HELOCs will be collateralized by a second deed of trust.

Other Installment Loans

Installment loans consist of automobile and general-purpose loans made to individuals. These loans are primarily fixed rate.

Off-Balance Sheet Arrangements

The Bank has various “off-balance sheet” arrangements that might have an impact on its financial condition, liquidity or result of operations. The Bank’s primary source of funds for its lending is its deposits. If necessary to meet the demand of deposit withdrawals or loan fundings, the Bank could obtain funding through federal funds lines of credit, advances from the Federal Home Loan Bank (“FHLB”), Fed discount window borrowing or issuance of deposits through brokers. The Bank has continuous lines of credit with correspondent banks providing for federal funds lines of credit up to a maximum of \$23.5 million. Of the \$23.5 million in borrowing capacity, two of the lines for a total of \$10.0 million require the Company to furnish acceptable collateral. The Bank has availability under agreements with

the Fed discount window and the FHLB for additional borrowing capacity of \$119.0 million and \$56.8 million, respectively, at December 31, 2010. There were no borrowings outstanding on the federal funds facilities at December 31, 2010 or from the Fed discount window. As of December 31, 2010, the Bank had advances from the FHLB in the amount of \$64.0 million.

At December 31, 2010, the Bank had outstanding commitments to fund existing loans of approximately \$27.2 million pursuant to credit availability terms in the loan agreements, including standby letters of credit of \$552,000. Because these commitments generally have fixed expiration dates and many will expire without being drawn upon, the total commitment level does not necessarily represent future cash requirements. If needed to fund these outstanding commitments, the Bank has the ability to liquidate federal funds sold or securities available-for-sale or, on a short-term basis, to borrow and purchase federal funds from other financial institutions, to obtain advances from the FHLB or the Fed discount window and to issue new certificates of deposit through the money desk or brokers.

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Total loan commitments outstanding at the dates indicated are summarized below:

| | 2010 | 2009 | December 31, 2008 (in thousands) | 2007 | 2006 |
|---------------------------|----------|----------|--|----------|----------|
| Commercial | \$14,956 | \$16,065 | \$17,940 | \$21,612 | \$24,431 |
| Commercial real estate | 3,420 | 6,595 | 4,376 | 8,649 | 18,839 |
| SBA | 815 | 1,133 | 6,526 | 9,453 | 5,508 |
| HELOC | 7,383 | 7,992 | 8,333 | 10,503 | 9,658 |
| Consumer | 40 | 4 | - | - | 4 |
| Standby letters of credit | 552 | 543 | 552 | 518 | 847 |
| Total commitments | \$27,166 | \$32,332 | \$37,727 | \$50,735 | \$59,287 |

Loan Concentrations

The Company makes loans to borrowers in a number of different industries. Loans collateralized by manufactured housing comprise over 10% of the Company's loan portfolio. This concentration is somewhat mitigated by the fact that the portfolio consists of over 1,900 individual borrowers with diverse income sources. Commercial, commercial real estate, construction and SBA loans also comprised over 10% of the Company's loan portfolio as of December 31, 2010 and 2009. The Bank analyzes these concentrations on a quarterly basis and reports the risk related to concentrations to the Board of Directors. Management believes the systems in place coupled with the diversity of the portfolios are adequate to mitigate concentration risk.

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Allowance for Loan Losses

The following table summarizes the activity in the allowance for loan losses for the periods indicated:

| | Year Ended December 31, | | | | |
|--|-------------------------|-----------|-----------|-----------|-----------|
| | 2010 | 2009 | 2008 | 2007 | 2006 |
| | (in thousands) | | | | |
| Average gross loans, held for investment, | \$512,581 | \$504,918 | \$448,522 | \$401,036 | \$348,161 |
| Gross loans at end of year, held for investment | 511,614 | 514,599 | 456,630 | 433,162 | 379,703 |
| Allowance for loan losses, beginning of year | \$13,733 | \$7,341 | \$4,412 | \$3,926 | \$3,954 |
| Loans charged off: | | | | | |
| Commercial (including SBA) | 5,683 | 8,613 | 1,499 | 775 | 459 |
| Commercial real estate | 1,192 | 1,972 | 263 | - | - |
| Manufactured housing | 2,202 | 1,574 | 298 | - | - |
| HELOC | 458 | - | - | - | - |
| Consumer | 1 | 117 | 27 | - | - |
| Single family real estate | 186 | 161 | 372 | 142 | 341 |
| Total | 9,722 | 12,437 | 2,459 | 917 | 800 |
| Recoveries of loans previously charged off | | | | | |
| Commercial (including SBA) | 459 | 141 | 106 | 45 | 93 |
| Commercial real estate | 8 | - | - | - | - |
| Manufactured housing | 43 | - | 2 | - | - |
| HELOC | 8 | - | - | - | - |
| Consumer | 24 | 3 | - | - | - |
| Single family real estate | 6 | 7 | 16 | 61 | 190 |
| Total | 548 | 151 | 124 | 106 | 283 |
| Net loans charged off | 9,174 | 12,286 | 2,335 | 811 | 517 |
| Provision for loan losses | 8,743 | 18,678 | 5,264 | 1,297 | 489 |
| Allowance for loan losses, end of year | \$13,302 | \$13,733 | \$7,341 | \$4,412 | \$3,926 |
| Ratios: | | | | | |
| Net loan charge-offs to average loans | 1.79 | % 2.43 | % 0.52 | % 0.20 | % 0.15 |
| Net loan charge-offs to loans at end of period | 1.79 | % 2.39 | % 0.51 | % 0.19 | % 0.14 |
| Allowance for loan losses to loans held for investment at end of period | 2.60 | % 2.67 | % 1.61 | % 1.02 | % 1.03 |
| Net loan charge-offs to allowance for loan losses at beginning of period | 66.80 | % 167.36 | % 52.92 | % 20.66 | % 13.08 |
| Net loan charge-offs to provision for loan losses | 104.92 | % 65.78 | % 44.36 | % 62.53 | % 105.73 |

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The following table summarizes the allowance for loan losses:

| | 2010 | | 2009 | | December 31, 2008 | | 2007 | | 2006 | |
|---|----------|--|----------|--|----------------------|--|---------|--|---------|--|
| | Amount | Percent of loans in each category to total loans | Amount | Percent of loans in each category to total loans | Amount | Percent of loans in each category to total loans | Amount | Percent of loans in each category to total loans | Amount | Percent of loans in each category to total loans |
| Balance at end of period applicable to: | | | | | | | | | | |
| SBA | \$3,753 | 21.7 % | \$4,837 | 22.6 % | \$2,556 | 28.4 % | \$1,810 | 26.3 % | \$1,365 | 22.6 % |
| Manufactured housing | 4,168 | 32.8 % | 2,255 | 31.7 % | 1,659 | 32.4 % | 610 | 31.8 % | 786 | 31.3 % |
| All other loans | 5,381 | 45.5 % | 6,641 | 45.7 % | 3,126 | 39.2 % | 1,992 | 41.9 % | 1,775 | 46.1 % |
| Total | \$13,302 | 100.0 % | \$13,733 | 100.0 % | \$7,341 | 100.0 % | \$4,412 | 100.0 % | \$3,926 | 100.0 % |

Total allowance for loan losses (“ALL”) declined by \$431,000 from December 31, 2009 to December 31, 2010.

In management’s opinion, the balance of the allowance for loan losses was sufficient to absorb known and inherent probable losses in the portfolio as of December 31, 2010.

Nonaccrual, Past Due and Restructured Loans

A loan is considered impaired when, based on current information and events, it is determined that the Company will be unable to collect the scheduled payments of principal or interest under the contractual terms of the loan agreement. Factors considered by management in determining impairment include payment status, collateral value and the probability of collecting scheduled principal and interest payments. Loans that experience insignificant payment delays or payment shortfalls generally are not classified as impaired. Management determines the significance of payment delays and payment shortfalls on a case-by-case basis. When determining the possibility of impairment, management considers the circumstances surrounding the loan and the borrower, including the length of the delay, the reasons for the delay, the borrower’s prior payment record and the amount of the shortfall in relation to the principal and interest owed. For collateral-dependent loans, the Company uses the fair value of collateral method to measure impairment. All other loans are measured for impairment based on the present value of future cash flows.

The recorded investment in loans that are considered to be impaired is as follows:

| | Year Ended December 31, | | | | |
|--|-------------------------|----------|---------|----------|---------|
| | 2010 | 2009 | 2008 | 2007 | 2006 |
| Impaired loans without specific valuation allowances | \$13,285 | \$13,699 | \$8,043 | \$7,509 | \$754 |
| Impaired loans with specific valuation allowances | 1,703 | 716 | 523 | 8,992 | 4,454 |
| Specific valuation allowance related to impaired loans | (362) | (622) | (151) | (966) | (641) |
| Impaired loans, net | \$14,626 | \$13,793 | \$8,415 | \$15,535 | \$4,567 |

| | | | | | |
|--------------------------------------|----------|---------|---------|---------|---------|
| Average investment in impaired loans | \$15,591 | \$9,058 | \$9,612 | \$9,386 | \$4,074 |
|--------------------------------------|----------|---------|---------|---------|---------|

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The following schedule reflects recorded investment at the dates indicated in certain types of loans:

| | Year Ended December 31, | | | | |
|--|-------------------------|-----------|-----------|----------|----------|
| | 2010 | 2009 | 2008 | 2007 | 2006 |
| | (in thousands) | | | | |
| Nonaccrual loans | \$34,950 | \$40,265 | \$28,821 | \$15,341 | \$7,417 |
| SBA guaranteed portion of loans included above | (22,279) | (24,088) | (11,918) | (5,695) | (4,256) |
| Nonaccrual loans, net | \$12,671 | \$16,177 | \$16,903 | \$9,646 | \$3,161 |
| Troubled debt restructured loans | \$11,088 | \$7,013 | \$5,408 | \$7,255 | \$68 |
| Loans 30 through 90 days past due with interest accruing | \$2,586 | \$17,686 | \$11,974 | \$18,898 | \$2,463 |
| Interest income recognized on impaired loans | \$381 | \$426 | \$12 | \$691 | \$242 |
| Interest foregone on nonaccrual loans and troubled debt restructured loans outstanding | 2,344 | 2,109 | 1,707 | 904 | 488 |
| Gross interest income on impaired and nonaccrual loans | \$2,725 | \$2,535 | \$1,719 | \$1,595 | \$730 |

The accrual of interest is discontinued when substantial doubt exists as to collectability of the loan; generally at the time the loan is 90 days delinquent. Any unpaid but accrued interest is reversed at that time. Thereafter, interest income is no longer recognized on the loan. Interest income may be recognized on impaired loans to the extent they are not past due by 90 days. Interest on nonaccrual loans is accounted for on the cash-basis or cost-recovery method, until qualifying for return to accrual. Loans are returned to accrual status when all of the principal and interest amounts contractually due are brought current and future payments are reasonably assured. Total net nonaccrual loans declined by \$3.5 million from 2009 to 2010.

Total net impaired loans increased by \$833,000 as of December 31, 2010 compared to December 31, 2009.

Financial difficulties encountered by certain borrowers may cause the Company to restructure the terms of their loan to facilitate loan repayment. A troubled debt restructured loan ("TDR") would generally be considered impaired.

Foreclosed Real Estate and Repossessed Assets

The following is a summary of activity in foreclosed real estate and repossessed assets:

| | Year Ended December 31, | | |
|---|-------------------------|----------|----------|
| | 2010 | 2009 | 2008 |
| | (in thousands) | | |
| Balance, beginning of year | \$1,822 | \$1,146 | \$150 |
| Transfers to foreclosed real estate and repossessed assets | 11,438 | 5,107 | 1,886 |
| Proceeds from sale of foreclosed real estate and repossessed assets | (3,631) | (3,816) | (1,095) |
| (Losses) gains on sale of foreclosed real estate and repossessed assets | (1,151) | (615) | 205 |
| Balance, end of year | \$8,478 | \$1,822 | \$1,146 |

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Investment Portfolio

The following table summarizes the carrying values of the Company's investment securities for the years indicated:

| | 2010 | December 31, | |
|-------------------------------|----------|----------------|---------|
| | | 2009 | 2008 |
| | | (in thousands) | |
| Available-for-sale securities | | | |
| U.S. Government agency: MBS | \$5,678 | \$10,461 | \$5,284 |
| U.S. Government agency: CMO | 17,664 | 7,209 | 1,499 |
| Total | \$23,342 | \$17,670 | \$6,783 |

| | 2010 | December 31, | |
|-----------------------------|----------|----------------|----------|
| | | 2009 | 2008 |
| | | (in thousands) | |
| Held-to-maturity securities | | | |
| U.S. Government agency: MBS | \$16,893 | \$22,678 | \$25,750 |
| U.S. Government agency: CMO | - | - | 5,442 |
| Total | \$16,893 | \$22,678 | \$31,192 |

At December 31, 2010, \$40.2 million at carrying value was pledged to the Federal Home Loan Bank, San Francisco, as collateral for current and future advances.

The maturity periods and weighted average yields of investment securities at December 31, 2010 are as follows:

| | Total Amount | | Less than One Year | | One to Five Years | | Five to Ten Years | | | |
|-------------------------------|------------------------|-------|--------------------|-------|-------------------|-------|-------------------|-------|--------|-------|
| | Amount | Yield | Amount | Yield | Amount | Yield | Amount | Yield | Amount | Yield |
| | (dollars in thousands) | | | | | | | | | |
| Available-for-sale securities | | | | | | | | | | |
| U. S. Government: | \$5,678 | 2.4 | % \$- | - | \$4,731 | 2.4 | % \$947 | 2.3 | % | |
| Agency: CMO | 17,664 | 0.8 | % 1,718 | 0.9 | % 14,015 | 0.8 | % 1,931 | 0.8 | % | |
| Total | \$23,342 | 1.2 | % \$1,718 | 0.9 | % \$18,746 | 1.2 | % \$2,878 | 1.3 | % | |
| Held-to-maturity securities | | | | | | | | | | |
| U.S. Government: | | | | | | | | | | |
| Agency: MBS | \$16,893 | 4.4 | % \$62 | 5.0 | % \$9,603 | 4.7 | % \$7,228 | 4.0 | % | |
| Agency: CMO | - | - | - | - | - | - | - | - | - | |
| Total | \$16,893 | 4.4 | % \$62 | 5.0 | % \$9,603 | 4.7 | % \$7,228 | 4.0 | % | |

Capital Resources

The Federal Deposit Insurance Corporation Improvement Act ("FDICIA") contains rules as to the legal and regulatory environment for insured depository institutions, including reductions in insurance coverage for certain kinds of deposits, increased supervision by the federal regulatory agencies, increased reporting requirements for insured institutions and new regulations concerning internal controls, accounting and operations.

The prompt corrective action regulations of FDICIA define specific capital categories based on the institutions' capital ratios. The capital categories, in declining order, are "well capitalized", "adequately capitalized", "undercapitalized", "significantly undercapitalized" and "critically undercapitalized". To be considered "well capitalized", an institution

must have a core capital ratio of at least 5% and a total risk-based capital ratio of at least 10%. Additionally, FDICIA imposed in 1994 a new Tier I risk-based capital ratio of at least 6% to be considered "well capitalized". Tier I risk-based capital is, primarily, preferred stock, common stock and retained earnings, net of goodwill and other intangible assets.

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To be categorized as "adequately capitalized" or "well capitalized", CWB must maintain minimum total risk-based, Tier I risk-based and Tier I leverage ratios and values as set forth in the tables below:

| (dollars in thousands) | Total Capital | Tier 1 Capital | Risk-Weighted Assets | Adjusted Average Assets (dollars in thousands) | Total Risk-Based Capital Ratio | Tier 1 Risk-Based Capital Ratio | Tier 1 Leverage Ratio |
|---|---------------|----------------|----------------------|---|--------------------------------|---------------------------------|-----------------------|
| December 31, 2010 | | | | | | | |
| CWBC (Consolidated) | \$ 76,283 | \$ 61,385 | \$ 538,685 | \$ 676,397 | 14.16 % | 11.40 % | 9.08 % |
| Capital in excess of well capitalized CWB | \$ 69,308 | \$ 62,494 | \$ 538,463 | \$ 676,127 | 12.87 % | 11.61 % | 9.24 % |
| Capital in excess of well capitalized | | | | | \$ 15,462 | \$ 30,186 | \$ 28,688 |
| December 31, 2009 | | | | | | | |
| CWBC (Consolidated) | \$ 66,984 | \$ 60,029 | \$ 549,207 | \$ 681,101 | 12.20 % | 10.93 % | 8.81 % |
| Capital in excess of well capitalized CWB | \$ 66,175 | \$ 59,219 | \$ 549,240 | \$ 681,129 | 12.05 % | 10.78 % | 8.69 % |
| Capital in excess of well capitalized | | | | | \$ 11,251 | \$ 26,265 | \$ 25,163 |
| Well capitalized ratios | | | | | 10.00 % | 6.00 % | 5.00 % |
| Minimum capital ratios | | | | | 8.00 % | 4.00 % | 4.00 % |

Convertible Debentures

On August 9, 2010, the Company announced the completion of its previously announced offering of \$8,085,000 convertible subordinated debentures. The debentures pay interest at 9% until conversion, redemption or maturity and will mature on August 9, 2020. The debentures may be redeemed by the Company after January 1, 2014. Prior to maturity or redemption, the debentures can be converted into common stock at the election of the holder at \$3.50 per share if converted on or prior to July 1, 2013, \$4.50 per share between July 2, 2013 and July 1, 2016 and \$6.00 per share from July 2, 2016 until maturity or redemption. At December 31, 2010, the balance of the convertible debentures was \$8,081,000.

TARP-CPP

On December 19, 2008, as part of the United States Department of the Treasury's (Treasury) Troubled Asset Relief Program - Capital Purchase Program (TARP CPP), the Company entered into a Letter Agreement with the Treasury, pursuant to which the Company issued to the Treasury, in exchange for an aggregate purchase price of \$15.6 million in cash: (i) 15,600 shares of the Company's Fixed Rate Cumulative Perpetual Preferred Stock, Series A, no par value,

having a liquidation preference of \$1,000 per share (Series A Preferred Stock), and (ii) a warrant (Warrant) to purchase up to 521,158 shares of the Company's common stock, no par value, at an exercise price of \$4.49 per share.

Series A Preferred Stock pays cumulative dividends at a rate of 5% per year for the first five years and at a rate of 9% per year thereafter, but will be paid only if, as and when declared by the Company's Board of Directors. The Series A Preferred Stock has no maturity date and ranks senior to the common stock with respect to the payment of dividends and distributions and amounts payable upon liquidation, dissolution and winding up of the Company. The Series A Preferred Stock is generally non-voting, other than class voting on certain matters that could adversely affect the Series A Preferred Stock. In the event that dividends payable on the Series A Preferred Stock have not been paid for the equivalent of six or more quarters, whether or not consecutive, the Company's authorized number of Directors will be automatically increased by two and the holders of the Series A Preferred Stock, voting together with holders of any then outstanding voting parity stock, will have the right to elect those Directors at the Company's next annual meeting of shareholders or at a special meeting of shareholders called for that purpose. These Directors will be elected annually and will serve until all accrued and unpaid dividends on the Series A Preferred Stock have been paid.

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The Company may redeem the Series A Preferred Stock after February 15, 2012 for \$1,000 per share plus accrued and unpaid dividends. Prior to this date, the Company may redeem the Series A Preferred Stock for \$1,000 per share plus accrued and unpaid dividends if: (i) the Company has raised aggregate gross proceeds in one or more "qualified equity offerings" (as defined in the Securities Purchase Agreement entered into between the Company and the Treasury) in excess of \$15.6 million, and (ii) the aggregate redemption price does not exceed the aggregate net cash proceeds from such qualified equity offerings. Any redemption is subject to the prior approval of the Company's primary banking regulator.

Liquidity Management

The Company has established policies as well as analytical tools to manage liquidity. Proper liquidity management ensures that sufficient funds are available to meet normal operating demands in addition to unexpected customer demand for funds, such as high levels of deposit withdrawals or increased loan demand, in a timely and cost effective manner. The most important factor in the preservation of liquidity is maintaining public confidence that facilitates the retention and growth of core deposits. Ultimately, public confidence is gained through profitable operations, sound credit quality and a strong capital position. The Company's liquidity management is viewed from a long-term and short-term perspective, as well as from an asset and liability perspective. Management monitors liquidity through regular reviews of maturity profiles, funding sources and loan and deposit forecasts to minimize funding risk. The Company has asset/liability committees (ALCO) at the Board and Bank management level to review asset/liability management and liquidity issues.

The Company maintains strategic liquidity and contingency plans. The contingency funding plan outlines practical and realistic funding alternatives that can be readily implemented as access to regular funding is reduced. Such plan incorporates events that could rapidly affect the bank's liquidity, including a tightening of collateral requirements or other restrictive terms associated with secured borrowings or the loss of certain deposit or funding relationship.

The Company has a blanket lien credit line with the FHLB. Advances are collateralized in the aggregate by CWB's eligible mortgage loans, securities of the U.S Government and its agencies and certain other loans. The outstanding advances at December 31, 2010 were \$64.0 million borrowed at fixed rates. At December 31, 2010, CWB had pledged to FHLB, securities of \$40.2 million at carrying value and loans of \$76.6 million, and had \$56.8 million available for additional borrowing. At December 31, 2009, CWB had \$92.3 million of loans and \$40.3 million of securities pledged as collateral and outstanding advances of \$68.0 million.

CWB also has established a credit line with the FRB. Advances are collateralized in the aggregate by eligible loans. There were no advances outstanding as of December 31, 2010 and unused borrowing capacity was \$119 million.

CWB also maintains four federal funds purchased lines for a total borrowing capacity of \$23.5 million. Of the \$23.5 million in borrowing capacity, two of the lines for a total of \$10.0 million require the Company to furnish acceptable collateral.

The Company has not experienced disintermediation and does not believe this is a likely occurrence, although there is significant competition for core deposits. The liquidity ratio of the Company was 17% at December 31, 2010 compared to 18% at December 31, 2009. The Company's liquidity ratio fluctuates in conjunction with loan funding demands. The liquidity ratio consists of cash and due from banks, deposits in other financial institutions, available for sale investments, federal funds sold and loans held for sale, divided by total assets.

CWBC's routine funding requirements primarily consist of certain operating expenses, TARP preferred dividends and, beginning in the fourth quarter of 2010, interest payments on the recently completed debenture offering. Normally, CWBC obtains funding to meet its obligations from dividends collected from its subsidiary and has the capability to issue debt securities. Federal banking laws regulate the amount of dividends that may be paid by banking subsidiaries without prior approval. CWBC anticipates that for the foreseeable future, it will fund its expenses, TARP preferred dividends and interest payments on the debenture from proceeds of the offering and will not receive dividends from its bank subsidiary.

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Interest Rate Risk

The Company is exposed to different types of interest rate risks. These risks include: lag, repricing, basis and prepayment risk.

- Lag Risk – lag risk results from the inherent timing difference between the repricing of the Company’s adjustable rate assets and liabilities. For instance, certain loans tied to the prime rate index may only reprice on a quarterly basis. However, at a community bank such as CWB, when rates are rising, funding sources tend to reprice more slowly than the loans. Therefore, for CWB, the effect of this timing difference is generally favorable during a period of rising interest rates and unfavorable during a period of declining interest rates. This lag can produce some short-term volatility, particularly in times of numerous prime rate changes.
- Repricing Risk – repricing risk is caused by the mismatch in the maturities / repricing periods between interest-earning assets and interest-bearing liabilities. If CWB was perfectly matched, the net interest margin would expand during rising rate periods and contract during falling rate periods. This is so since loans tend to reprice more quickly than do funding sources. Typically, since CWB is somewhat asset sensitive, this would also tend to expand the net interest margin during times of interest rate increases. However, the margin relationship is somewhat dependent on the shape of the yield curve.
- Basis Risk – item pricing tied to different indices may tend to react differently, however, all CWB’s variable products are priced off the prime rate.
- Prepayment Risk – prepayment risk results from borrowers paying down / off their loans prior to maturity. Prepayments on fixed-rate products increase in falling interest rate environments and decrease in rising interest rate environments. Since a majority of CWB’s loan originations are adjustable rate and set based on prime, and there is little lag time on the reset, CWB does not experience significant prepayments. However, CWB does have more prepayment risk on manufactured housing loans and its mortgage-backed investment securities.

Management of Interest Rate Risk

To mitigate the impact of changes in market interest rates on the Company’s interest-earning assets and interest-bearing liabilities, the amounts and maturities are actively managed. Short-term, adjustable-rate assets are generally retained as they have similar repricing characteristics as our funding sources. CWB sells mortgage products and can sell a portion of its SBA loan originations. While the Company has some interest rate exposure in excess of five years, it has internal policy limits designed to minimize risk should interest rates rise. Currently, the Company does not use derivative instruments to help manage risk, but will consider such instruments in the future if the perceived need should arise.

Loan sales - The Company’s ability to originate, purchase and sell loans is also significantly impacted by changes in interest rates. Increases in interest rates may also reduce the amount of loan and commitment fees received by CWB. A significant decline in interest rates could also decrease the size of CWB’s servicing portfolio and the related servicing income by increasing the level of prepayments.

Deposits

The following table shows the Company's average deposits for each of the periods indicated below:

| | Year Ended December 31, | | |
|------|-------------------------|------|--|
| 2010 | 2009 | 2008 | |

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| | Average Balance | Percent of Total | | Average Balance | Percent of Total | | Average Balance | Percent of Total | |
|----------------------------|--------------------|---------------------|---|--------------------|---------------------|------------------------|--------------------|---------------------|---|
| | | | | | | (dollars in thousands) | | | |
| Noninterest-bearing demand | \$39,025 | 7.3 | % | \$37,408 | 7.5 | % | \$35,618 | 7.5 | % |
| Interest-bearing demand | 232,540 | 43.3 | % | 119,923 | 23.9 | % | 58,893 | 12.4 | % |
| Savings | 19,452 | 3.6 | % | 16,807 | 3.3 | % | 14,989 | 3.1 | % |
| TCD's of \$100,000 or more | 173,860 | 32.3 | % | 174,786 | 34.8 | % | 88,385 | 18.5 | % |
| Other TCD's | 72,576 | 13.5 | % | 153,249 | 30.5 | % | 278,510 | 58.5 | % |
| Total Deposits | \$537,453 | 100.0 | % | \$502,173 | 100.0 | % | \$476,395 | 100.0 | % |

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The remaining maturities of time certificates of deposit ("TCD's") were as follows:

| | December 31, | | | |
|---------------------------------------|-------------------------|----------------|-------------------------|----------------|
| | 2010 | | 2009 | |
| | TCD's over \$100,000 | Other TCD's | TCD's over \$100,000 | Other TCD's |
| | (in thousands) | | | |
| Less than three months | \$40,958 | \$17,469 | \$44,736 | \$53,639 |
| Over three months through six months | 20,098 | 9,003 | 30,569 | 29,392 |
| Over six months through twelve months | 29,248 | 9,191 | 36,042 | 13,042 |
| Over twelve months through five years | 72,813 | 12,544 | 62,247 | 15,721 |
| Total | \$163,117 | \$48,207 | \$173,594 | \$111,794 |

The deposits of the Company may fluctuate up and down with local and national economic conditions. However, management does not believe that deposit levels are significantly influenced by seasonal factors.

The Company manages its money desk and obtains brokered deposits in accordance with its liquidity and strategic planning. The Company can use the money desk or obtain broker deposits when necessary in a short time frame.

Contractual Obligations

The Company has contractual obligations that include long-term debt, deposits, operating leases and purchase obligations for service providers. The following table is a summary of those obligations at December 31, 2010:

| | Total | < 1 Year | 1-3 Years | 3-5 Years | Over 5 Years |
|--|----------------|-----------|-----------|-----------|-----------------|
| | (in thousands) | | | | |
| Other borrowing | \$72,081 | \$8,000 | \$22,000 | \$34,000 | \$8,081 |
| Time certificates of deposits | 211,324 | 125,967 | 60,019 | 25,338 | - |
| Operating lease obligations | 2,706 | 1,104 | 858 | 512 | 232 |
| Purchase obligations for service providers | 1,996 | 540 | 900 | 556 | - |
| Total | \$288,107 | \$135,611 | \$83,777 | \$60,406 | \$8,313 |

SUPERVISION AND REGULATION

Introduction

Banking is a complex, highly regulated industry. The primary goals of the regulatory scheme are to maintain a safe and sound banking system, protect depositors and the Federal Deposit Insurance Corporation's insurance fund, and facilitate the conduct of sound monetary policy. In furtherance of these goals, Congress and the states have created several largely autonomous regulatory agencies and enacted numerous laws that govern banks, bank holding companies and the financial services industry. Consequently, the growth and earnings performance of CWBC and CWB can be affected not only by management decisions and general economic conditions, but also by the requirements of applicable state and federal statutes, regulations and the policies of various governmental regulatory authorities, including the Board of Governors of the Federal Reserve System (FRB), the Office of the Comptroller of the Currency (OCC), and Federal Deposit Insurance Corporation (FDIC).

The system of supervision and regulation applicable to financial services businesses governs most aspects of the business of CWBC and CWB, including: (i) the scope of permissible business; (ii) investments; (iii) reserves that must be maintained against deposits; (iv) capital levels that must be maintained; (v) the nature and amount of collateral that

may be taken to secure loans; (vi) the establishment of new branches; (vii) mergers and consolidations with other financial institutions; and (viii) the payment of dividends.

From time to time laws or regulations are enacted which have the effect of increasing the cost of doing business, limiting or expanding the scope of permissible activities, or changing the competitive balance between banks and other financial and non-financial institutions. Proposals to change the laws and regulations governing the operations of banks and bank holding companies are frequently made in Congress and by various bank and other regulatory agencies. Future changes in the laws, regulations or policies that impact CWBC and CWB cannot necessarily be predicted, but they may have a material effect on the business and earnings of CWBC and CWB.

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CWBC

General. As a bank holding company, CWBC is registered under the Bank Holding Company Act of 1956, as amended ("BHCA"), and is subject to regulation by the FRB. According to FRB Policy, CWBC is expected to act as a source of financial strength for CWB, to commit resources to support it in circumstances where CWBC might not otherwise do so. Under the BHCA, CWBC is subject to periodic examination by the FRB. CWBC is also required to file periodic reports of its operations and any additional information regarding its activities and those of its subsidiaries as may be required by the FRB.

CWBC is also a bank holding company within the meaning of Section 3700 of the California Financial Code. Consequently, CWBC and CWB are subject to examination by, and may be required to file reports with, the Commissioner of the California Department of Financial Institutions ("DFI"). Regulations have not yet been proposed or adopted or steps otherwise taken to implement the DFI's powers under this statute.

CWBC has a class of securities registered with the Securities Exchange Commission ("SEC") under Section 12 of the Securities Exchange Act of 1934, as amended ("1934 Act") and has its common stock listed on the Nasdaq Global Market. Consequently, CWBC is subject to supervision and regulation by the SEC and compliance with NASDAQ listing requirements.

Bank Holding Company Liquidity. CWBC is a legal entity, separate and distinct from CWB. CWBC has the ability to raise capital on its own behalf or borrow from external sources, CWBC may also obtain additional funds from dividends paid by, and fees charged for services provided to, CWB. However, regulatory constraints on CWB may restrict or totally preclude the payment of dividends by CWB to CWBC.

Transactions with Affiliate. CWBC and any subsidiaries it may purchase or organize are deemed to be affiliates of CWB within the meaning of Sections 23A and 23B of the Federal Reserve Act, and the FRB's Regulation W. Under Sections 23A and 23B and Regulation W, loans by CWB to affiliates, investments by them in affiliates' stock, and taking affiliates' stock as collateral for loans to any borrower is limited to 10% of CWB's capital, in the case of any one affiliate, and is limited to 20% of CWB's capital, in the case of all affiliates. In addition, transactions between CWB and other affiliates must be on terms and conditions that are consistent with safe and sound banking practices, in particular, a bank and its subsidiaries generally may not purchase from an affiliate a low-quality asset, as defined in the Federal Reserve Act. These restrictions also prevent a bank holding CWBC and its other affiliates from borrowing from a banking subsidiary of the bank holding CWBC unless the loans are secured by marketable collateral of designated amounts. CWBC and CWB are also subject to certain restrictions with respect to engaging in the underwriting, public sale and distribution of securities.

Limitations on Business and Investment Activities. Under the BHCA, a bank holding company must obtain the FRB's approval before: (i) directly or indirectly acquiring more than 5% ownership or control of any voting shares of another bank or bank holding company; (ii) acquiring all or substantially all of the assets of another bank; (iii) or merging or consolidating with another bank holding company.

The FRB may allow a bank holding company to acquire banks located in any state of the United States without regard to whether the acquisition is prohibited by the law of the state in which the target bank is located. In approving interstate acquisitions, however, the FRB must give effect to applicable state laws limiting the aggregate amount of deposits that may be held by the acquiring bank holding company and its insured depository institutions in the state in which the target bank is located, provided that those limits do not discriminate against out-of-state depository institutions or their holding companies, and state laws which require that the target bank have been in existence for a minimum period of time, not to exceed five years, before being acquired by an out-of-state bank holding company.

In addition to owning or managing banks, bank holding companies may own subsidiaries engaged in certain businesses that the FRB has determined to be “so closely related to banking as to be a proper incident thereto.” CWBC, therefore, is permitted to engage in a variety of banking-related businesses. Some of the activities that the FRB has determined, pursuant to its Regulation Y, to be related to banking are:

- § making or acquiring loans or other extensions of credit for its own account or for the account of others
- § servicing loans and other extensions of credit;

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- § performing functions or activities that may be performed by a trust company in the manner authorized by federal or state law under certain circumstances;
- § leasing personal and real property or acting as agent, broker, or adviser in leasing such property in accordance with various restrictions imposed by FRB regulations;
- § acting as investment or financial advisor;
- § providing management consulting advise under certain circumstances;
- § providing support services, including courier services and printing and selling MICR-encoded items;
- § acting as a principal, agent or broker for insurance under certain circumstances;
- § making equity and debt investments in corporations or projects designed primarily to promote community welfare or jobs for residents;
- § providing financial, banking or economic data processing and data transmission services;
- § owning, controlling or operating a savings association under certain circumstances;
- § selling money orders, travelers' checks and U.S. Savings Bonds;
- § providing securities brokerage services, related securities credit activities pursuant to Regulation T and other incidental activities;
- § underwriting and dealing in obligations of the U.S., general obligations of states and their political subdivisions and other obligations authorized for state member banks under federal law

Additionally, qualifying bank holding companies making an appropriate election to the FRB may engage in a full range of financial activities, including insurance, securities and merchant banking. CWBC has not elected to qualify for these financial services.

Federal law prohibits a bank holding company and any subsidiary banks from engaging in certain tie-in arrangements in connection with the extension of credit. Thus, for example, CWB may not extend credit, lease or sell property, or furnish any services, or fix or vary the consideration for any of the foregoing on the condition that:

- the customer must obtain or provide some additional credit, property or services from or to CWB other than a loan, discount, deposit or trust services;
- the customer must obtain or provide some additional credit, property or service from or to CWBC or any subsidiaries; or
 - the customer must not obtain some other credit, property or services from competitors, except reasonable requirements to assure soundness of credit extended

Capital Adequacy. Bank holding companies must maintain minimum levels of capital under the FRB's risk-based capital adequacy guidelines. If capital falls below minimum guideline levels, a bank holding company, among other things, may be denied approval to acquire or establish additional banks or non-bank businesses.

The FRB's risk-based capital adequacy guidelines, discussed in more detail below in the section entitled "Supervision and Regulation – CWB – Regulatory Capital Guidelines," assign various risk percentages to different categories of assets and capital is measured as a percentage of risk assets. Under the terms of the guidelines, bank holding companies are expected to meet capital adequacy guidelines based both on total risk assets and on total assets, without regard to risk weights.

The risk-based guidelines are minimum requirements. Higher capital levels will be required if warranted by the particular circumstances or risk profiles of individual organizations. For example, the FRB's capital guidelines contemplate that additional capital may be required to take adequate account of, among other things, interest rate risk, or the risks posed by concentrations of credit, nontraditional activities or securities trading activities. Moreover, any banking organization experiencing or anticipating significant growth or expansion into new activities, particularly under the expanded powers under the Gramm-Leach-Bliley Act, would be expected to maintain capital ratios,

including tangible capital positions, well above the minimum levels.

Limitations on Dividend Payments. California Corporations Code Section 500 allows CWBC to pay a dividend to its shareholders only to the extent that CWBC has retained earnings and, after the dividend, CWBC's:

§ assets (exclusive of goodwill and other intangible assets) would be 1.25 times its liabilities (exclusive of deferred taxes, deferred income and other deferred credits); and

§ current assets would be at least equal to current liabilities.

Additionally, the FRB's policy regarding dividends provides that a bank holding CWBC should not pay cash dividends exceeding its net income or which can only be funded in ways that weaken the bank holding company's financial health, such as by borrowing. The FRB also possesses enforcement powers over bank holding companies and their non-bank subsidiaries to prevent or remedy actions that represent unsafe or unsound practices or violations of applicable statutes and regulations.

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The Sarbanes-Oxley Act of 2002. The Sarbanes-Oxley Act of 2002, or the SOX, became effective on July 30, 2002, and represents the most far reaching corporate and accounting reform legislation since the enactment of the Securities Act of 1933 and the Exchange Act of 1934. The SOX is intended to provide a permanent framework that improves the quality of independent audits and accounting services, improves the quality of financial reporting, strengthens the independence of accounting firms and increases the responsibility of management for corporate disclosures and financial statements. It is intended that by addressing these weaknesses, public companies will be able to avoid the problems encountered by several companies in 2001-2002.

Sox's provisions are significant to all companies that have a class of securities registered under Section 12 of the Exchange Act, or are otherwise reporting to the SEC (or the appropriate federal banking agency) pursuant to Section 15(d) of the Exchange Act, including CWBC (collectively, "public companies"). In addition to SEC rulemaking to implement the SOX, The Nasdaq Global Market has adopted corporate governance rules intended to allow shareholders to more easily and effectively monitor the performance of companies and directors. The principal provisions of the SOX, many of which have been interpreted through regulations released in 2003, provide for and include, among other things:

- the creation of an independent accounting oversight board;
- auditor independence provisions that restrict non-audit services that accountants may provide to their audit clients;
- additional corporate governance and responsibility measures, including the requirement that the chief executive officer and chief financial officer of a public company certify financial statements;
- 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;
- an increase in the oversight of, and enhancement of certain requirements relating to, audit committees of public companies and how they interact with CWBC's independent auditors;
- requirements that audit committee members must be independent and are barred from accepting consulting, advisory or other compensatory fees from the issuer;
- requirements that companies disclose whether at least one member of the audit committee is a "financial expert" (as such term is defined by the SEC) and if not discussed, why the audit committee does not have a financial expert;
 - expanded disclosure requirements for corporate insiders, including accelerated reporting of stock transactions by insiders and a prohibition on insider trading during pension blackout periods;
- a prohibition on personal loans to directors and officers, except certain loans made by insured financial institutions on non-preferential terms and in compliance with other bank regulatory requirements;
 - disclosure of a code of ethics and filing a Form 8-K for a change or waiver of such code;
 - a range of enhanced penalties for fraud and other violations; and
- expanded disclosure and certification relating to an issuer's disclosure controls and procedures and internal controls over financial reporting.

As a result of the SOX, and its regulations, CWBC has incurred substantial cost to interpret and ensure compliance with the law and its regulations including, without limitation, increased expenditures by CWBC in auditors' fees, attorneys' fees, outside advisors fees, and increased errors and omissions insurance premium costs. The requirement for management to assess the effectiveness of internal controls over financial reporting has been extended by the SEC for non-accelerated filers, such as CWBC, and will become effective for fiscal years ending on or after June 15, 2010. CWBC believes that the foregoing legislation will have minimal further effect on the business of CWBC although there will be increased external audit costs of compliance. Future changes in the laws, regulation, or policies that impact CWBC cannot necessarily be predicted and may have a material effect on the business and earnings of CWBC.

CWB

General. CWB, as a national banking association which is a member of the Federal Reserve System, is subject to regulation, supervision and regular examination by the OCC, FDIC and the FRB. CWB's deposits are insured by the FDIC up to the maximum extent provided by law. The regulations of these agencies govern most aspects of CWB's business and establish a comprehensive framework governing its operations.

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Regulatory Capital Guidelines. The federal banking agencies have established minimum capital standards known as risk-based capital guidelines. These guidelines are intended to provide a measure of capital that reflects the degree of risk associated with a bank's operations. The risk-based capital guidelines include both a definition of capital and a framework for calculating the amount of capital that must be maintained against a bank's assets and off-balance sheet items. The amount of capital required to be maintained is based upon the credit risks associated with the various types of a bank's assets and off-balance sheet items. A bank's assets and off-balance sheet items are classified under several risk categories, with each category assigned a particular risk weighting from 0% to 100%.

| | Adequately Capitalized (greater than or equal to) | | Well Capitalized | | CWB | CWBC (consolidated) | | | |
|---------------------------------|---|---|---------------------|---|-------|------------------------|-------|---|--|
| Total risk-based capital | 8.00 | % | 10.00 | % | 12.87 | % | 14.16 | % | |
| Tier 1 risk-based capital ratio | 4.00 | % | 6.00 | % | 11.61 | % | 11.40 | % | |
| Tier 1 leverage capital ratio | 4.00 | % | 5.00 | % | 9.24 | % | 9.08 | % | |

As of December 31, 2010, management believes that CWBC's capital levels met all minimum regulatory requirements and that CWB was considered "well capitalized" under the regulatory framework for prompt corrective action.

Prompt Corrective Action. The federal banking agencies possess broad powers to take prompt corrective action to resolve the problems of insured banks. Each federal banking agency has issued regulations defining five capital categories: "well capitalized," "adequately capitalized," "undercapitalized," "significantly undercapitalized," and "critically undercapitalized." Under the regulations, a bank shall be deemed to be:

§ "well capitalized" if it has a total risk-based capital ratio of 10% or more, has a Tier 1 risk-based capital ratio of 6% or more, has a leverage capital ratio of 5% or more and is not subject to specified requirements to meet and maintain a specific capital level for any capital measure;

§ "adequately capitalized" if it has a total risk-based capital ratio of 8% or more, a Tier 1 risk-based capital ratio of 4% or more and a leverage capital ratio of 4% or more (3% under certain circumstances) and does not meet the definition of "well capitalized";

§ "undercapitalized" if it has a total risk-based capital ratio that is less than 8%, a Tier 1 risk-based capital ratio that is less than 4%, or a leverage capital ratio that is less than 4% (3% under certain circumstances)

§ "significantly undercapitalized" if it has a total risk-based capital ratio that is less than 6%, a Tier 1 risk-based capital ratio that is less than 3% or a leverage capital ratio that is less than 3%; and

§ "critically undercapitalized" if it has a ratio of tangible equity to total assets that is equal to or less than 2%

While these benchmarks have not changed, due to market turbulence, the regulators have strongly encouraged banks and bank holding companies to achieve and maintain higher ratios.

Banks are prohibited from paying dividends or management fees to controlling persons or entities if, after making the payment, the bank would be "undercapitalized," that is, the bank fails to meet the required minimum level for any relevant capital measure. Asset growth and branching restrictions apply to "undercapitalized" banks. Banks classified as "undercapitalized" are required to submit acceptable capital plans guaranteed by its holding company, if any. Broad regulatory authority was granted with respect to "significantly undercapitalized" banks, including forced mergers, growth restrictions, ordering new elections for directors, forcing divestiture by its holding company, if any, requiring management changes and prohibiting the payment of bonuses to senior management. Even more severe restrictions are applicable to "critically undercapitalized" banks, those with capital at or less than 2%. Restrictions for these banks include the appointment of a receiver or conservator. All of the federal banking agencies have promulgated substantially similar regulations to implement this system of prompt corrective action

A bank, based upon its capital levels, that 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 a 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 bank is subject to more restrictions. The federal banking agencies, however, may not treat an institution as “critically undercapitalized” unless its capital ratios actually warrant such treatment.

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In addition to measures taken under the prompt corrective action provisions, insured banks 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. Enforcement actions may include the imposition of a conservator or receiver, the issuance of a cease-and-desist order that can be judicially enforced, the termination of insurance of deposits (in the case of a depository institution), the imposition of civil money penalties, the issuance of directives to increase capital, the issuance of formal and informal agreements, the issuance of removal and prohibition orders against institution-affiliated parties. The enforcement of such actions through injunctions or restraining orders may be based upon a judicial determination that the agency would be harmed if such equitable relief was not granted.

The OCC, as the primary regulator for national banks, also has a broad range of enforcement measures, from cease and desist powers and the imposition of monetary penalties to the ability to take possession of a bank, including causing its liquidation.

FDIC Insurance and Insurance Assessments.

As a result of the Federal Deposit Insurance Reform Act of 2006 (the “FDI Reform Act”) and regulations adopted by the FDIC effective as of November 2, 2007: (i) the BIF and the SAIF have been merged into the Deposit Insurance Fund (the “DIF”); (ii) the \$100,000 insurance level has been indexed to reflect inflation (the first adjustment for inflation will be effective January 1, 2011 and thereafter adjustments will occur every 5 years); (iii) deposit insurance coverage for retirement accounts has been increased to \$250,000, and will also be subject to adjustment every five years; (iv) banks that historically have capitalized the BIF are entitled to a one-time credit that can be used to off-set premiums otherwise due (this addresses the fact that institutions that have grown rapidly have not had to pay deposit premiums); (v) a cap on the level of the DIF has been imposed and dividends will be paid when the DIF grows beyond a specified threshold; and (vi) the previous risk-based system for assessing premiums has been revised. On October 3, 2008, the \$100,000 insurance level was raised temporarily to \$250,000. Effective July 21, 2010, the Dodd-Frank Act made permanent the increase in the deposit insurance level to \$250,000 retroactive to January 1, 2008 and continued unlimited FDIC insurance for noninterest-bearing demand deposits through December 31, 2013.

Under the Federal Deposit Insurance Act, the FDIC, absent extraordinary circumstances, must establish and implement a plan to restore the deposit insurance reserve ratio to 1.15% of insured deposits at any time that the reserve ratio falls below 1.15%. Recent bank failures coupled with deteriorating economic conditions have significantly reduced the deposit insurance fund’s reserve ratio. The FDIC expects insured institution failures to peak in 2010 which will result in continued charges against the Deposit Insurance Fund, and they have implemented a restoration plan that changes both its risk-based assessment system and its base assessment rates. As part of this plan, the FDIC imposed a special assessment in 2009. The recently enacted Dodd-Frank Act provides for a new minimum reserve ratio of not less than 1.35% of estimated insured deposits and requires that the FDIC take steps necessary to attain this 1.35% ratio by September 30, 2010; however, the Dodd-Frank Act exempts institutions with assets of less than \$10 billion, like CWB, from the cost of this increase. It is generally expected that assessment rates will continue to increase in the near term due to the significant cost of bank failures, the relatively large number of troubled banks, and the requirement that the FDIC increase the reserve ratio. Any increase in assessments will adversely impact future earnings of CWB.

On October 16, 2008, in response to the problems facing the financial markets and the economy, the FDIC published a restoration plan (the “Restoration Plan”) designed to replenish the DIF such that the reserve ratio would return to 1.15% within five years. On December 16, 2008, the FDIC adopted a final rule increasing risk-based assessment rates uniformly by seven basis points, on an annual basis, for the first quarter of 2009. On February 27, 2009, the FDIC concluded that the problems facing the financial services sector and the economy at large constituted extraordinary circumstances and amended the Restoration Plan and extended the time within which the reserve ratio would return to

1.15% from five to seven years (the “Amended Restoration Plan”). In May 2009, Congress amended the statutory provision governing establishment and implementation of a Restoration Plan to allow the FDIC eight years to bring the reserve ratio back to 1.15%, absent extraordinary circumstances.

In a final rule issued on September 29, 2009, the FDIC amended the Amended Restoration Plan as follows:

- The period of the Amended Restoration Plan was extended from seven to eight years.
- The FDIC announced that it will not impose any further special assessments under the final rule it adopted in May 2009.

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- The FDIC announced plans to maintain assessment rates at their current levels through the end of 2010. The FDIC also immediately adopted a uniform three basis point increase in assessment rates effective January 1, 2011 to ensure that the DIF returns to 1.15% within the Amended Restoration Plan period of eight years.
 - The FDIC announced that, at least semi-annually following the adoption of the Amended Restoration Plan, it will update its loss and income projections for the DIF. The FDIC also announced that it may, if necessary, adopt a new rule prior to the end of the eight-year period to increase assessment rates to return the reserve ratio to 1.15%.

The recently enacted Dodd-Frank Act has set a new minimum reserve ratio of not less than 1.35% of estimated insured deposits and requires the FDIC to take steps necessary to attain the 1.35% ratio by September 30, 2020. However, financial institutions like CWB with assets of less than \$10 billion are exempt from the cost of this increase.

The FDIC may terminate its insurance of deposits if it finds that a bank has engaged in unsafe and unsound practices, is in an unsafe or unsound condition to continue operations, or has violated any applicable law, regulation, rule, order or condition imposed by the FDIC.

Since January 1, 2007, the FDIC has utilized a risk-based assessment system to set semi-special insurance premium assessments which categorizes banks into four risk categories based on capital levels and supervisory “CAMELS” ratings and names them Risk Categories I, II, III and IV. The CAMELS rating system is based upon an evaluation of the six critical elements of an institution’s operations: Capital adequacy, Asset quality, Management, Earnings, Liquidity, and Sensitivity to risk. This rating system is designed to take into account and reflect all significant financial and operational factors financial institution examiners assess in their evaluation of an institution’s performance. The following table sets forth these four Risk Categories:

| Capital Group | Supervisory Subgroup | | |
|---------------------------|----------------------|-----|-----|
| | A | B | C |
| 1. Well Capitalized | I | II | III |
| 2. Adequately Capitalized | | | |
| 3. Undercapitalized | | III | IV |

Within Risk Category I, the assessment system combines supervisory ratings with other risk measures to differentiate risk. For most institutions, the assessment system combines CAMELS component ratings with financial ratios to determine an institution’s assessment rate. For large institutions that have long-term debt issuer ratings, the new assessment system differentiates risk by combining CAMELS component ratings with those ratings. For large institutions within Risk Category I, initial assessment rate determinations may be modified within limits upon review of additional relevant information. The new assessment system assess those within Risk Category I that pose the least risk a minimum assessment rate and those that pose the greatest risk a maximum assessment rate that is two basis points higher. An institution that poses an intermediate risk within Risk Category I will be charged a rate between the minimum and maximum that will vary incrementally by institution.

On February 27, 2009, the FDIC adopted final rules modifying the risk-based assessment system and setting initial base assessment rates beginning April 1, 2009. Under these new rules, risk assessments for small Risk Category I institutions and large Risk Category I institutions with no long-term debt rating include a consideration of such institution’s adjusted brokered deposit ratio. The new rules also revised the method for calculating the assessment rate for a large Risk Category I institution with a long-term debt issuer rating so that it equally weights the institution’s weighted average CAMELS component ratings, its long-term debt issuer ratings and the financial ratios method assessment rate. The new rules set forth three possible adjustments to an institution’s initial base assessment rate: (i) a

decrease of up to five basis points for long-term unsecured debt, including senior unsecured debt (other than debt guaranteed under the Temporary Liquidity Guarantee Program) and subordinated debt and, for small institutions, a portion of Tier 1 capital; (ii) an increase not to exceed 50 percent of an institution's assessment rate before the increase for secured liabilities in excess of 25 percent of domestic deposits; and (ii) for non-Risk Category I institutions, an increase not to exceed 10 basis points for brokered deposits in excess of 10 percent of domestic deposits.

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Under these new rules, the FDIC adopted new initial base assessment rates as of December 20, 2010, as follows, expressed in terms of cents per \$100 in insured deposits:

| Initial Base Assessment Rates | | | | | | |
|-----------------------------------|---------|---------|---------------|-----|----|--|
| Annual Rates (in basis points) | I* | | Risk Category | | | |
| | Minimum | Maximum | II | III | IV | |
| | 12 | 16 | 22 | 32 | 45 | |

*Initial base rates that were not the minimum or maximum rate will vary between these rates.

After applying all possible adjustments, minimum and maximum total base assessment rates for each Risk Category are as follows:

| Total Base Assessment Rates | | | | |
|------------------------------|--------------------|---------------------|----------------------|---------------------|
| | Risk Category I | Risk Category II | Risk Category III | Risk Category IV |
| Initial base assessment rate | 12 – 16 | 22 | 32 | 45 |
| Unsecured debt adjustment | -5 – 0 | -5 – 0 | -5 – 0 | -5 – 0 |
| Secured liability adjustment | 0 – 8 | 0 – 11 | 0 – 16 | 0 – 22.5 |
| Brokered deposit adjustment | n/a | 0 – 10 | 0 – 10 | 0 – 10 |
| Total base assessment rate | 7 – 24 | 17 – 43 | 27 – 58 | 40 – 77.5 |

* All amounts for all risk categories are in basis points specially. Total base rates that are not the minimum or maximum rate will vary between these rates.

In addition, on February 27, 2009, the FDIC adopted an interim rule that imposed a 20 basis point emergency special assessment on all insured depository institutions on June 30, 2009. The special assessment was collected September 30, 2009, at the same time that the risk-based assessments for the second quarter of 2009 were collected. The interim rule also permits the FDIC to impose an emergency special assessment of up to 10 basis points on all insured depository institutions whenever, after June 30, 2009, the FDIC estimates that the DIF reserve ratio will fall to a level that the FDIC believes would adversely affect public confidence or to a level close to zero or negative at the end of a calendar quarter.

Effective November 21, 2008 and until December 31, 2009, the FDIC expanded deposit insurance limits for certain accounts under the FDIC's TLGP. Provided an institution has not opted out of the TLGP, the FDIC may (i) guarantee, through the earlier of maturity or June 30, 2012, certain newly issued senior unsecured debt issued by participating institutions on or after October 14, 2008 and before June 30, 2009 (which was subsequently extended to October 31, 2009) and (ii) provide full FDIC deposit insurance coverage for noninterest-bearing transaction deposit accounts, Negotiable Order of Withdrawal ("NOW") accounts paying less than 0.5% interest per annum and Interest on Lawyers Trust Accounts (IOLTAs) held at participating FDIC-insured institutions through December 31, 2009 (subsequently

extended to December 31, 2010). Coverage under the TLGP was available for the first 30 days without charge. The fee assessment for coverage of senior unsecured debt ranges from 50 basis points to 100 basis points per annum, depending on the initial maturity of the debt. The fee assessment for deposit insurance coverage is 10 basis points per quarter on amounts in covered accounts exceeding \$250,000. On June 29, 2010, the FDIC extended the Transaction Account Guarantee Program of the TLGP to December 31, 2010. CWB has not opted out of the TLGP.

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Community Reinvestment Act. The CRA is intended to encourage insured depository institutions, while operating safely and soundly, to help meet the credit needs of their communities. The CRA specifically directs the federal bank regulatory agencies, in examining insured depository institutions, to assess their record of helping to meet the credit needs of their entire community, including low- and moderate-income neighborhoods, consistent with safe and sound banking practices. The CRA further requires the agencies to take a financial institution's record of meeting its community credit needs into account when evaluating applications for, among other things, domestic branches, consummating mergers or acquisitions or holding company formations.

The federal banking agencies have adopted regulations which measure a bank's compliance with its CRA obligations on a performance-based evaluation system. This system bases CRA ratings on an institution's actual lending service and investment performance rather than the extent to which the institution conducts needs assessments, documents community outreach or complies with other procedural requirements. The ratings range from "outstanding" to a low of "substantial noncompliance."

CWB had a CRA rating of "Satisfactory" as of its most recent regulatory examination.

Environmental Regulation. Federal, state and local laws and regulations regarding the discharge of harmful materials into the environment may have an impact on CWB. Since CWB is not involved in any business that manufactures, uses or transports chemicals, waste, pollutants or toxins that might have a material adverse effect on the environment, CWB's primary exposure to environmental laws is through its lending activities and through properties or businesses CWB may own, lease or acquire. Based on a general survey of CWB's loan portfolio, conversations with local appraisers and the type of lending currently and historically done by CWB, management is not aware of any potential liability for hazardous waste contamination that would be reasonably likely to have a material adverse effect on CWB as of December 31, 2010.

Safeguarding of Customer Information and Privacy. The FRB and other bank regulatory agencies have adopted guidelines for safeguarding confidential, personal customer information. These guidelines require financial institutions to create, implement and maintain a comprehensive written information security program designed to ensure the security and confidentiality of customer information, protect against any anticipated threats or hazard to the security or integrity of such information and protect against unauthorized access to or use of such information that could result in substantial harm or inconvenience to any customer. CWB has adopted a customer information security program to comply with such requirements.

Financial institutions are also required to implement policies and procedures regarding the disclosure of nonpublic personal information about consumers to non-affiliated third parties. In general, financial institutions must provide explanations to consumers on policies and procedures regarding the disclosure of such nonpublic personal information, and, except as otherwise required by law, prohibits disclosing such information except as provided in CWB's policies and procedures. CWB has implemented privacy policies addressing these restrictions which are distributed regularly to all existing and new customers of CWB.

USA Patriot Act. On October 26, 2001, the President signed into law comprehensive anti-terrorism legislation, the Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act of 2001, known as the Patriot Act. The USA Patriot Act ("Patriot Act") was designed to deny terrorists and others the ability to obtain access to the United States financial system, and has significant implications for financial institutions and other businesses involved in the transfer of money. The Patriot Act, as implemented by various federal regulatory agencies, requires financial institutions, including CWB, to implement new policies and procedures or amend existing policies and procedures with respect to, among other matters, anti-money laundering, compliance, suspicious activity and currency transaction reporting and due diligence on customers. The Patriot Act and its underlying regulations also permit information sharing for counter-terrorist purposes between federal law enforcement agencies and financial

institutions, as well as among financial institutions, subject to certain conditions, and require the FRB, the OCC and other federal banking agencies to evaluate the effectiveness of an applicant in combating money laundering activities when considering applications filed under Section 3 of the BHCA or the Bank Merger Act. CWB has augmented its systems and procedures to accomplish this. CWB believes that the ongoing cost of compliance with the Patriot Act is not likely to be material to CWB.

Other Aspects of Banking Law. CWB is also subject to federal statutory and regulatory provisions covering, among other things, security procedures, insider and affiliated party transactions, management interlocks, electronic funds transfers, funds availability, and truth-in-savings. There are also a variety of federal statutes which regulate acquisitions of control and the formation of bank holding companies.

Recent Regulatory Developments. In light of current conditions in the global financial markets and the global economy, regulators have increased their focus on the regulation of the financial services industry. Proposals for legislation that could substantially intensify the regulation of the financial services industry are expected to be introduced in the U.S. Congress and in state legislatures. The agencies regulating the financial services industry also frequently adopt changes to their regulations. Substantial regulatory and legislative initiatives, including a comprehensive overhaul of the regulatory system in the U.S., are possible in the months or years ahead. Any such action could have a materially adverse effect on our business, financial condition and results of operations.

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Beginning in late 2008 and continuing throughout 2009, there was an unprecedented number of government initiatives designed to respond to economic stresses. In response to the financial crises affecting the banking system and financial markets generally and going concern threats to investment banks and other financial institutions, the Emergency Economic Stabilization Act of 2008, or EESA) was signed into law on October 3, 2008. Pursuant to EESA, the Treasury was given the authority to, among other things, purchase up to \$700 billion of mortgages, mortgage-backed securities and certain other financial instruments from financial institutions for the purpose of stabilizing and providing liquidity to the U.S. financial markets. Pursuant to EESA, Treasury established the Troubled Asset Relief Program, or TARP, and has since injected capital into many financial institutions under the TARP Capital Purchase Program, or TARP-CPP.

On December 19, 2008, CWBC entered into a Securities Purchase Agreement—Standard Terms with the Treasury pursuant to which, among other things, CWBC sold preferred stock and warrants to the Treasury for an aggregate purchase price of \$15.6 million. Under the terms of the TARP-CPP, CWBC is prohibited from increasing dividends on its common stock, and from making certain repurchases of equity securities, including its common stock, without the Treasury’s consent. Furthermore, as long as the preferred stock issued to the Treasury is outstanding, dividend payments and repurchases or redemptions relating to certain equity securities, including CWBC’s common stock, are prohibited until all accrued and unpaid dividends are paid on such preferred stock, subject to certain limited exceptions.

On February 10, 2009, Treasury announced the Financial Stability Plan, or FSP, which, among other things, established a new Capital Assistance Program (“CAP”) through which eligible banking institutions will have access to Treasury capital as a bridge to private capital until market conditions normalize, and extended the Debt Guarantee Program of the FDIC’s Temporary Liquidity Guarantee Program (“TLGP”) to October 31, 2009 pursuant to which the FDIC fully guaranteed certain newly issued senior unsecured debt and provided full FDIC deposit insurance coverage for certain accounts, including noninterest-bearing transaction deposit accounts. The FSP also extended the Transaction Account Guarantee Program of the TLGP to June 30, 2010. As a complement to CAP, a new Public-Private Investment Fund on an initial scale of up to \$500 billion, with the potential to expand up to \$1 trillion, was announced to catalyze the removal of legacy assets from the balance sheets of financial institutions. This proposed fund will combine public and private capital with government financing to help free up capital to support new lending. In addition, the existing Term Asset-Backed Securities Lending Facility (“TALF”) would be expanded (up to \$1 trillion) to reduce credit spreads and restart the securitized credit markets that in recent years supported a substantial portion of lending to households, students, small businesses, and others. Furthermore, the FSP proposed a new framework of governance and oversight to help ensure that banks receiving funds are held responsible for appropriate use of those funds through stronger conditions on lending, dividends and executive compensation along with enhanced reporting to the public.

On February 17, 2009, the American Recovery and Reinvestment Act of 2009, or ARRA, was signed into law. ARRA is intended to provide tax breaks for individuals and businesses, direct aid to distressed states and individuals, and provide infrastructure spending. In addition, ARRA imposes new executive compensation and expenditure limits on all previous and future TARP-CPP recipients and expands the class of employees to whom the limits and restrictions apply. ARRA also provides the opportunity for additional repayment flexibility for existing TARP-CPP recipients. Among other things, ARRA prohibits the payment of bonuses, other incentive compensation and severance to certain highly paid employees (except in the form of restricted stock subject to specified limitations and conditions), and requires each TARP-CPP recipient to comply with certain other executive compensation related requirements. These provisions modify the executive compensation provisions that were included in EESA, and in most instances apply retroactively for so long as any obligation arising from financial assistance provided to the recipient under TARP-CPP remains outstanding. To the extent that the executive compensation provisions in ARRA are more restrictive than the restrictions described in Treasury’s executive compensation guidelines already issued under EESA, the new ARRA guidelines appear to supersede those restrictions. However, both ARRA and the

existing Treasury guidelines contemplate that the Secretary of the Treasury will adopt standards to provide additional guidance regarding how the executive compensation restrictions under ARRA and EESA will be applied.

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In addition, ARRA directs the Secretary of the Treasury to review previously-paid bonuses, retention awards and other compensation paid to the senior executive officers and certain other highly-compensated employees of each TARP-CPP recipient to determine whether any such payments were excessive, inconsistent with the purposes of ARRA or the TARP-CPP, or otherwise contrary to the public interest. If the Secretary determines that any such payments have been made by a TARP-CPP recipient, the Secretary will seek to negotiate with the TARP-CPP recipient and the subject employee for appropriate reimbursements to the U.S. government (not the TARP-CPP recipient) with respect to any such compensation or bonuses. ARRA also permits the Secretary, subject to consultation with the appropriate federal banking agency, to allow a TARP-CPP recipient to repay any assistance previously provided to such TARP-CPP recipient under the TARP-CPP, without regard to whether the TARP-CPP recipient has replaced such funds from any source, and without regard to any waiting period. Any TARP-CPP recipient that repays its TARP-CPP assistance pursuant to this provision would no longer be subject to the executive compensation provisions under ARRA.

On February 18, 2009, the Treasury announced the Homeowner Affordability and Stability Plan, or HASP, which proposes to provide refinancing for certain homeowners, to support low mortgage rates by strengthening confidence in Fannie Mae and Freddie Mac, and to establish a Homeowner Stability Initiative to reach at-risk homeowners. Among other things, the Homeowner Stability Initiative would offer monetary incentive to mortgage servicers and mortgage holders for certain modifications of at-risk loans, and would establish an insurance fund designed to reduce foreclosures.

It is not clear at this time what impact EESA, the CPP, the CAP, the TLGP, the FSP, ARRA, HASP, or other liquidity and funding initiatives will have on the financial markets and the other difficulties described above, including the high levels of volatility and limited credit availability currently being experienced, or on the U.S. banking and financial industries and the broader U.S. and global economies. Failure of these programs to address the issues noted above could have an adverse effect on CWB and its business.

It is impossible to predict what effect the enactment of certain of the above-mentioned legislation will have on CWB. Moreover, in light of current conditions in the global financial markets and the global economy, legislators and banking regulators have increased their focus on the financial services industry. Proposals for legislation that could substantially intensify the regulation of the financial services industry are expected to be introduced in the U.S. Congress and in state legislatures. The agencies regulating the financial services industry also adopt changes to their regulations. Substantial regulatory and legislative initiatives, including a comprehensive overhaul of the regulatory system in the U.S., are possible in the months or years ahead. Any such action could have a materially adverse effect on the business, financial condition and results of operations of CWB and, in turn, CWBC.

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ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK

The Company's primary market risk is interest rate risk ("IRR"). To minimize the volatility of net interest income at risk ("NII") and the impact on economic value of equity ("EVE"), the Company manages its exposure to changes in interest rates through asset and liability management activities within guidelines established by the Board's Asset Liability Committee ("ALCO"). ALCO has the responsibility for approving and ensuring compliance with asset/liability management policies, including IRR exposure.

To mitigate the impact of changes in interest rates on the Company's interest-earning assets and interest-bearing liabilities, the Company actively manages the amounts and maturities. The Company sells substantially all of its mortgage products and a portion of its SBA loan originations. While the Company has some assets and liabilities in excess of five years, it has internal policy limits designed to minimize risk should interest rates rise. Currently, the Company does not use derivative instruments to help manage risk, but will consider such instruments in the future if the perceived need should arise.

The Company uses software, combined with download detailed information from various application programs, and assumptions regarding interest rates, lending and deposit trends and other key factors to forecast/simulate the effects of both higher and lower interest rates. The results detailed below indicate the impact, in dollars and percentages, on NII and EVE of an increase in interest rates of 200 basis points and a decline of 200 basis points compared to a flat interest rate scenario. The model assumes that the rate change shock occurs immediately.

| Interest Rate Sensitivity | 200 bp increase | | 200 bp decrease | |
|---|------------------------|--------------|-----------------|------|
| | 2010 | 2009 | 2010 | 2009 |
| | (dollars in thousands) | | | |
| Anticipated impact over the next twelve months: | | | | |
| Net interest income (NII) | \$ 693 | \$ 263 | \$ - | \$ - |
| | 2.3 % | 0.9 % | - | - |
| Economic value of equity (EVE) | \$ (7,172) | \$ (12,744) | \$ - | \$ - |
| | (11.5 %) | (19.1 %) | - | - |

As of December 31, 2010, the Fed Funds target rate was between 0.0% and 0.25% and the prime rate was 3.25%. In the present rate environment, a 200 basis point decrease was not considered in the December 31, 2010 and December 31, 2009 interest rate sensitivity analysis.

For further discussion of interest rate risk, see "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations - Liquidity Management - Interest Rate Risk."

ITEM 8. CONSOLIDATED FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The Company's Consolidated Financial Statements and the Notes thereto begin on page F-1.

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ITEM 8. CONSOLIDATED FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Report of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders of Community West Bancshares

We have audited the accompanying consolidated balance sheets of Community West Bancshares and subsidiary (the Company) as of December 31, 2010 and 2009, and the related consolidated statements of income, stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2010. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our 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 financial statements referred to above present fairly, in all material respects, the consolidated financial position of Community West Bancshares and subsidiary at December 31, 2010 and 2009, and the consolidated results of their operations and their cash flows for each of three years in the period ended December 31, 2010, in conformity with U.S. generally accepted accounting principles.

/s/ Ernst & Young LLP

Los Angeles, California
March 25, 2011

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CONSOLIDATED BALANCE SHEETS

| | December 31, | |
|---|------------------------|------------------|
| | 2010 | 2009 |
| | (dollars in thousands) | |
| ASSETS | | |
| Cash and due from banks | \$6,201 | \$4,906 |
| Federal funds sold | 25 | 605 |
| Cash and cash equivalents | 6,226 | 5,511 |
| Time deposits in other financial institutions | 290 | 640 |
| Investment securities available-for-sale, at fair value; amortized cost of \$23,038 at December 31, 2010 and \$17,367 at December 31, 2009 | 23,342 | 17,670 |
| Investment securities held-to-maturity, at amortized cost; fair value of \$17,514 at December 31, 2010 and \$23,538 at December 31, 2009 | 16,893 | 22,678 |
| Federal Home Loan Bank stock, at cost | 5,031 | 5,660 |
| Federal Reserve Bank stock, at cost | 1,322 | 1,322 |
| Loans: | | |
| Held for sale, at lower of cost or fair value | 82,320 | 102,574 |
| Held for investment, net of allowance for loan losses of \$13,302 at December 31, 2010 and \$13,733 at December 31, 2009 | 498,312 | 500,866 |
| Total loans | 580,632 | 603,440 |
| Servicing rights | 782 | 998 |
| Foreclosed real estate and repossessed assets | 8,478 | 1,822 |
| Premises and equipment, net | 2,915 | 3,279 |
| Other assets | 21,693 | 21,196 |
| TOTAL ASSETS | \$667,604 | \$684,216 |
| LIABILITIES | | |
| Deposits: | | |
| Non-interest-bearing demand | \$35,767 | \$37,703 |
| Interest-bearing demand | 262,431 | 191,905 |
| Savings | 20,371 | 16,396 |
| Time certificates | 211,324 | 285,388 |
| Total deposits | 529,893 | 531,392 |
| Other borrowings | 64,000 | 89,000 |
| Convertible debentures | 8,081 | - |
| Other liabilities | 3,988 | 3,517 |
| Total liabilities | 605,962 | 623,909 |
| Commitments and contingencies-See Note 17 | | |
| STOCKHOLDERS' EQUITY | | |
| Preferred stock, no par value; 10,000,000 shares authorized; 15,600 shares issued and outstanding | 14,807 | 14,540 |
| Common stock, no par value; 10,000,000 shares authorized; 5,916,272 shares issued and outstanding at December 31, 2010 and 5,915,130 at December 31, 2009 | 33,133 | 33,110 |
| Retained earnings | 13,523 | 12,479 |
| Accumulated other comprehensive income | 179 | 178 |
| Total stockholders' equity | 61,642 | 60,307 |
| TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY | \$667,604 | \$684,216 |

See accompanying notes.

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COMMUNITY WEST BANCSHARES
CONSOLIDATED INCOME STATEMENTS

| | Year Ended December 31, | | |
|--|-------------------------|-------------------|----------------|
| | 2010 | 2009 | 2008 |
| (in thousands, except per share data) | | | |
| INTEREST INCOME | | | |
| Loans | \$37,809 | \$39,094 | \$43,081 |
| Investment securities | 1,402 | 1,740 | 2,179 |
| Other | 23 | 69 | 272 |
| Total interest income | 39,234 | 40,903 | 45,532 |
| INTEREST EXPENSE | | | |
| Deposits | 7,597 | 11,240 | 17,225 |
| Other borrowings and convertible debentures | 2,360 | 3,705 | 4,998 |
| Total interest expense | 9,957 | 14,945 | 22,223 |
| NET INTEREST INCOME | 29,277 | 25,958 | 23,309 |
| Provision for loan losses | 8,743 | 18,678 | 5,264 |
| NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES | 20,534 | 7,280 | 18,045 |
| NON-INTEREST INCOME | | | |
| Other loan fees | 1,965 | 1,893 | 2,104 |
| Gains from loan sales, net | 467 | 363 | 1,018 |
| Document processing fees, net | 544 | 803 | 718 |
| Service charges | 531 | 456 | 434 |
| Loan servicing fees, net | 328 | 773 | 488 |
| Other | 180 | 130 | 319 |
| Total non-interest income | 4,015 | 4,418 | 5,081 |
| NON-INTEREST EXPENSES | | | |
| Salaries and employee benefits | 11,823 | 11,896 | 13,390 |
| Occupancy and equipment expenses | 2,005 | 2,112 | 2,341 |
| FDIC assessment | 1,210 | 1,596 | 369 |
| Professional services | 817 | 901 | 788 |
| Advertising and marketing | 301 | 344 | 421 |
| Depreciation and amortization | 425 | 491 | 518 |
| Loss on sale and write-down of foreclosed real estate and repossessed assets | 1,151 | 615 | - |
| Data processing | 537 | 620 | 541 |
| Other | 2,722 | 2,904 | 2,148 |
| Total non-interest expenses | 20,991 | 21,479 | 20,516 |
| Income (loss) before provision for income taxes | 3,558 | (9,781) | 2,610 |
| Provision (benefit) for income taxes | 1,467 | (4,018) | 1,129 |
| NET INCOME (LOSS) | \$2,091 | \$(5,763) | \$1,481 |
| Preferred stock dividends | 1,047 | 1,046 | 35 |
| NET INCOME (LOSS) APPLICABLE TO COMMON STOCKHOLDERS | \$1,044 | \$(6,809) | \$1,446 |
| Earnings (loss) per common share: | | | |
| Basic | \$0.18 | \$(1.15) | \$0.24 |
| Diluted | \$0.18 | \$(1.15) | \$0.24 |
| Basic weighted average number of common shares outstanding | 5,915 | 5,915 | 5,913 |

| | | | |
|--|-------|-------|-------|
| Diluted weighted average number of common shares outstanding | 6,833 | 5,915 | 5,941 |
|--|-------|-------|-------|

See accompanying notes.

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COMMUNITY WEST BANCSHARES
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

| | Preferred Stock | Common Stock Shares | Common Stock Amount (in thousands) | Retained Earnings | Accumulated Other Comprehensive Income (Loss) | Total Stockholders' Equity |
|---|--------------------|------------------------|--|----------------------|---|----------------------------------|
| BALANCES AT | | | | | | |
| JANUARY 1, 2008 | \$- | 5,895 | \$31,636 | \$18,551 | \$ (28) | \$ 50,159 |
| Issuance of preferred stock | 14,291 | | | | | 14,291 |
| Issuance of common stock warrants | | | 1,159 | | | 1,159 |
| Exercise of stock options | | 20 | 105 | | | 105 |
| Stock option expense, recognized in earnings | | | 181 | | | 181 |
| Comprehensive income: | | | | | | |
| Net income | | | | 1,481 | | 1,481 |
| Change in unrealized loss on securities available-for-sale, net | | | | | (23) | (23) |
| Comprehensive income | | | | | | 1,458 |
| Dividends paid: | | | | | | |
| Common (\$0.12 per share) | | | | (709) | | (709) |
| Preferred | 9 | | | (35) | | (26) |
| BALANCES AT | | | | | | |
| DECEMBER 31, 2008 | 14,300 | 5,915 | 33,081 | 19,288 | (51) | 66,618 |
| Preferred stock related costs | (26) | | | | | (26) |
| Stock option expense, recognized in earnings | | | 29 | | | 29 |
| Comprehensive income: | | | | | | |
| Net loss | | | | (5,763) | | (5,763) |
| Change in unrealized gain on securities available-for-sale, net | | | | | 229 | 229 |
| Comprehensive loss | | | | | | (5,534) |
| Dividends on preferred | 266 | | | (1,046) | | (780) |
| BALANCES AT | | | | | | |
| DECEMBER 31, 2009 | 14,540 | 5,915 | 33,110 | 12,479 | 178 | 60,307 |
| Conversion of debentures into common stock | | 1 | 4 | | | 4 |
| Stock option expense, recognized in earnings | | | 19 | | | 19 |
| Comprehensive income: | | | | | | |
| Net income | | | | 2,091 | | 2,091 |
| Change in unrealized gain on securities available-for-sale, net | | | | | 1 | 1 |

| | | | | | | |
|------------------------|----------|-------|----------|----------|--------|-----------|
| Comprehensive income | | | | | | 2,092 |
| Dividends on preferred | 267 | | | (1,047) | | (780) |
| BALANCES AT | | | | | | |
| DECEMBER 31, 2010 | \$14,807 | 5,916 | \$33,133 | \$13,523 | \$ 179 | \$ 61,642 |

See accompanying notes.

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COMMUNITY WEST BANCSHARES
CONSOLIDATED STATEMENTS OF CASH FLOWS

| | Year Ended December 31, | | |
|--|-------------------------|-----------|----------|
| | 2010 | 2009 | 2008 |
| | (in thousands) | | |
| CASH FLOWS FROM OPERATING ACTIVITIES: | | | |
| Net income (loss) | \$2,091 | \$(5,763) | \$1,481 |
| Adjustments to reconcile net income (loss) to net cash provided by operating activities: | | | |
| Provision for loan losses | 8,743 | 18,678 | 5,264 |
| Depreciation and amortization | 425 | 491 | 518 |
| Deferred income taxes | (1,071) | (3,222) | (1,668) |
| Stock-based compensation | 19 | 29 | 181 |
| Net amortization of discounts and premiums for investment securities | (146) | (56) | (85) |
| Loss (gain) on: | | | |
| Sale and write-down of foreclosed real estate and repossessed assets | 1,151 | 615 | (205) |
| Sale of loans held for sale | (467) | (363) | (1,018) |
| Loans originated for sale and principal collections, net | 2,332 | (2,251) | (2,682) |
| Changes in: | | | |
| Servicing rights, net of amortization | 216 | 163 | 45 |
| Other assets | 574 | (6,077) | 552 |
| Other liabilities | 471 | (1,177) | (22) |
| Net cash provided by operating activities | 14,338 | 1,067 | 2,361 |
| CASH FLOWS FROM INVESTING ACTIVITIES: | | | |
| Purchase of held-to-maturity securities | (1,521) | (2,872) | (12,899) |
| Purchase of available-for-sale securities | (17,402) | (13,433) | (2,002) |
| Redemptions of Federal Home Loan Bank stock | 629 | - | 375 |
| Purchase of Federal Reserve stock | - | (420) | (90) |
| Federal Home Loan Bank stock dividend | - | - | (301) |
| Principal pay downs and maturities of available-for-sale securities | 11,881 | 2,973 | 7,844 |
| Principal pay downs and maturities of held-to-maturity securities | 7,302 | 11,405 | 7,407 |
| Loan originations and principal collections, net | 762 | (43,545) | (45,360) |
| Proceeds from sale of foreclosed real estate and repossessed assets | 3,631 | 3,816 | 1,095 |
| Net increase (decrease) in time deposits in other financial institutions | 350 | 172 | (34) |
| Purchase of premises and equipment, net | (61) | (52) | (952) |
| Net cash provided by (used in) investing activities | 5,571 | (41,956) | (44,917) |
| CASH FLOWS FROM FINANCING ACTIVITIES: | | | |
| Proceeds from issuance of preferred stock and warrants on common stock | - | - | 15,450 |
| Preferred stock dividends | (1,047) | (1,046) | (35) |
| Amortization of discount on preferred stock, net of additional costs | 267 | 240 | 9 |
| Exercise of stock options | - | - | 105 |
| Cash dividends paid on common stock | - | - | (709) |
| Net increase (decrease) in demand deposits and savings accounts | 72,565 | 138,732 | (15,889) |
| Net (decrease) increase in time certificates of deposit | (74,064) | (82,779) | 57,589 |
| Proceeds from Federal Home Loan Bank and FRB advances | 39,000 | 130,000 | 33,000 |
| Repayment of Federal Home Loan Bank and FRB advances | (64,000) | (151,000) | (44,000) |
| Proceeds from issuance of convertible debentures | 8,085 | - | - |
| Net cash (used in) provided by financing activities | (19,194) | 34,147 | 45,520 |

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| | | | |
|--|---------|----------|----------|
| NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS | 715 | (6,742) | 2,964 |
| CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR | 5,511 | 12,253 | 9,289 |
| CASH AND CASH EQUIVALENTS, END OF YEAR | \$6,226 | \$5,511 | \$12,253 |

See accompanying notes.

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COMMUNITY WEST BANCSHARES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2010

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accounting and reporting policies of Community West Bancshares, a California corporation (“Company” or “CWBC”), and its wholly-owned subsidiary, Community West Bank National Association (“CWB”) are in accordance with accounting principles generally accepted in the United States (“U. S. GAAP”) and general practices within the financial services industry. All material intercompany transactions and accounts have been eliminated. The following are descriptions of the most significant of those policies:

Nature of Operations – The Company’s primary operations are related to commercial banking and financial services through CWB which include the acceptance of deposits and the lending and investing of money. The Company also engages in electronic banking services. The Company’s customers consist of small to mid-sized businesses, including Small Business Administration borrowers, as well as individuals.

Use of Estimates – The preparation of financial statements in conformity with U. S. GAAP requires management to make estimates and assumptions that affect the reported amount of assets and liabilities as well as disclosures of contingent assets and liabilities at the date of the financial statements. These estimates and assumptions also affect the reported amounts of revenues and expenses during the reporting period. Although management believes these estimates to be reasonably accurate, actual results may differ.

Business Segments – Reportable business segments are determined using the “management approach” and are intended to present reportable segments consistent with how the chief operating decision maker organizes segments within the company for making operating decisions and assessing performance. As of December 31, 2010 and 2009, the Company had only one reportable business segment.

Reserve Requirements – All depository institutions are required by law to maintain reserves on transaction accounts and non-personal time deposits in the form of cash balances at the Federal Reserve Bank (“FRB”). These reserve requirements can be offset by cash balances held at CWB.

Investment Securities – The Company currently holds debt securities, primarily mortgage-backed securities (“MBS”) and collateralized mortgage obligations (“CMO”), classified as both available-for-sale (“AFS”) and held-to-maturity (“HTM”). Securities classified as HTM are accounted for at amortized cost as the Company has the positive intent and ability to hold them to maturity. Securities not classified as HTM are considered AFS and are carried at fair value with unrealized gains or losses reported as a separate component of accumulated other comprehensive income (loss), net of any applicable income taxes. Realized gains or losses on the sale of AFS securities, if any, are determined on a specific identification basis. Purchase premiums and discounts are recognized in interest income using the effective interest method over the terms of the related securities, or to earlier call dates, if appropriate. Credit losses relating to AFS or HTM securities below their cost that are deemed to be other than temporarily impaired, if any, are reflected in earnings as realized losses. There is no recognition of unrealized gains or losses for HTM securities unless losses are deemed other than temporary. All investment securities are direct or indirect agencies of the U. S. Government.

Servicing Rights – The guaranteed portion of certain SBA loans can be sold into the secondary market. Servicing rights are recognized as separate assets when loans are sold with servicing retained. Servicing rights are amortized in proportion to, and over the period of, estimated future net servicing income. The Company uses industry prepayment statistics and its own prepayment experience in estimating the expected life of the loans. Management evaluates its

servicing rights for impairment quarterly. Servicing rights are evaluated for impairment based upon the fair value of the rights as compared to amortized cost. Fair value is determined using discounted future cash flows calculated on a loan-by-loan basis and aggregated by predominate risk characteristics. The initial servicing rights and resulting gain on sale are calculated based on the difference between the best actual par and premium bids on an individual loan basis.

Loans Held for Sale – Loans which are originated and intended for sale in the secondary market are carried at the lower of cost or estimated fair value determined on an aggregate basis. Valuation adjustments, if any, are recognized through a valuation allowance by charges to lower of cost or market provision. Loans held for sale are primarily comprised of SBA loans and residential first and second mortgage loans. The Company did not incur a lower of cost or market valuation provision in the years ended December 31, 2010, 2009 and 2008.

Loans Held for Investment – Loans are recognized at the principal amount outstanding, net of unearned income, loan participations and amounts charged off. Unearned income includes deferred loan origination fees reduced by loan origination costs. Unearned income on loans is amortized to interest income over the life of the related loan using the level yield method. The following is a description of the loan segments held for investment.

Commercial Loans

In addition to traditional term commercial loans made to business customers, CWB grants revolving business lines of credit. Under the terms of the revolving lines of credit, CWB grants a maximum loan amount, which remains available to the business during the loan term. Generally, as part of the loan requirements, the business agrees to maintain its primary banking relationship with CWB. CWB does not extend material loans of this type in excess of two years.

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Commercial Real Estate

Commercial real estate and construction loans are primarily made for the purpose of purchasing, improving or constructing single-family residences, commercial or industrial properties. This loan segment also includes SBA 504 loans and loans made on land.

A substantial portion of CWB's real estate construction loans are first and second trust deeds on the construction of owner-occupied single family dwellings. CWB also makes real estate construction loans on commercial properties. These consist of first and second trust deeds collateralized by the related real property. Construction loans are generally written with terms of six to eighteen months and usually do not exceed a loan to appraised value of 80%.

Commercial and industrial real estate loans are secured by nonresidential property. Office buildings or other commercial property primarily secure these loans. Loan to appraised value ratios on nonresidential real estate loans are generally restricted to 80% of appraised value of the underlying real property if occupied by the owner or owner's business; otherwise, these loans are generally restricted to 75% of appraised value of the underlying real property.

SBA 504 loans are made in conjunction with Certified Development Companies. These loans are granted to purchase or construct real estate or acquire machinery and equipment. The loan is structured with a conventional first trust deed provided by a private lender and a second trust deed which is funded through the sale of debentures. The predominant structure is terms of 10% down payment, 50% conventional first loan and 40% debenture.

Conventional and investor loans are also funded by our secondary-market partners and CWB receives a premium for these transactions.

SBA Loans

The SBA loans consist of 7(a) and Business and Industry loans ("B&I"). The 7(a) loan proceeds are used for working capital, machinery and equipment purchases, land and building purposes, leasehold improvements and debt refinancing. In general, the SBA guarantees up to 85% of the loan amount depending on loan size. In certain cases, the Company sells a portion of the loans, however, under the SBA 7(a) loan program, the Company is required to retain a minimum of 5% of the principal balance of each loan it sells into the secondary market.

B&I loans are guaranteed by the U.S. Department of Agriculture. The guaranteed amount is generally 80%. B&I loans are similar to the 7(a) loans but are made to businesses in designated rural areas. These loans can also be sold into the secondary market.

Single Family Real Estate Loans

The mortgage loans consist of first and second mortgage loans secured by trust deeds on one to four family homes. These loans are made to borrowers for purposes such as purchasing a home, refinancing an existing home, interest rate reduction, home improvement, or debt consolidation. Generally, these loans are underwritten to specific investor guidelines and are committed for sale to that investor. Although the majority of these loans are sold servicing released into the secondary market, a relatively small percentage is held as part of the Bank's portfolio.

Manufactured Housing Loans

The Bank originates loans secured by manufactured homes located in mobile home parks along the California coast and in the Sacramento area. The loans are serviced internally and are originated under one of two programs: fixed rate loans written for terms of 7 to 15 years with balloon payments ranging from 7 to 15 years; adjustable rate loans written for a term of 30 years with the initial interest rates fixed for the first five years and then adjusting annually subject to caps and floors.

HELOC

The Bank provides lines of credit collateralized by residential real estate, home equity lines of credit (HELOC), for consumer related purposes. Typically, HELOCs are collateralized by a second deed of trust.

Other Installment Loans

Installment loans consist of automobile and general-purpose loans made to individuals. These loans are primarily fixed rate.

Interest Income on Loans – Interest on loans is accrued daily on a simple-interest basis. For all loan segments, the accrual of interest is discontinued when substantial doubt exists as to collectability of the loan, generally at the time the loan is 90 days delinquent, unless the credit is well secured and in process of collection. Any unpaid but accrued interest is reversed at that time. Thereafter, interest income is no longer recognized on the loan. Interest on non-accrual loans is accounted for on the cash-basis or cost-recovery method, until qualifying for return to accrual. Loans are returned to accrual status when all of the principal and interest amounts contractually due are brought current and future payments are reasonably assured. Loans are considered past due at the point two monthly scheduled payments are due and have not been paid. Impaired loans are identified as impaired when it is probable that interest and principal will not be collected according to the contractual terms of the loan agreement.

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Provision and Allowance for Loan Losses – The Company maintains a detailed, systematic analysis and procedural discipline to determine the amount of the allowance for loan losses (“ALL”). The ALL is based on estimates and is intended to be adequate to provide for probable losses inherent in the loan portfolio. This process involves deriving probable loss estimates that are based on migration analysis/historical loss rates and qualitative factors that are based on management’s judgment. The migration analysis and historical loss rate calculations are based upon the annualized loss rates utilizing a twelve quarter loss history. Migration analysis is utilized for the Commercial Real Estate, Commercial and SBA portfolio segments. The historical loss rate method is utilized for the homogeneous loan segments which include Manufactured Housing, HELOC’s, Single Family Residential and Consumer loans. The migration analysis takes into account the risk rating of loans that are charged off in each loan segment. In loan segments that historic loss rates are utilized, management increases the reserve requirement for Special Mention and Substandard loans. Loans that are considered Doubtful are typically charged off. The following is a description of the characteristics of loans graded Pass, Special Mention, Substandard, Doubtful and Loss. Loan ratings are reviewed as part of our normal loan monitoring process, but, at a minimum, updated on an annual basis.

Pass
Loans rated in this category are acceptable loans, appropriately underwritten, bearing an ordinary risk of loss to the Bank. Loans in this category are loans to quality borrowers with financial statements presenting a good primary source as well as an adequate secondary source of repayment. In the case of individuals, borrowers deserving of this rating are quality borrowers demonstrating a reasonable level of secure income, a net worth adequate to support the loan and presenting a good primary source as well as an adequate secondary source of repayment.

Special Mention
A Special Mention loan has potential weaknesses that deserve management's close attention. If left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects for the loan or in the institution's credit position at some future date.

Substandard
A Substandard loan is inadequately protected by the current sound worth and paying capacity of the obligor or of the collateral pledged, if any. Loans so classified must have a well-defined weakness or weaknesses that jeopardize the liquidation of the debt. They are characterized by the distinct possibility that the Bank will sustain some loss if the deficiencies are not corrected. Loss potential, while existing in the aggregate amount of substandard loans does not have to exist in individual loans classified Substandard.

Doubtful
A loan classified Doubtful has all the weaknesses inherent in one classified Substandard with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently existing facts, conditions, and values, highly questionable and improbable. The possibility of loss is extremely high, but because of certain important and reasonably specific pending factors, which may work to the advantage and strengthening of the loan, its classification as an estimated loss is deferred until its more exact status may be determined. Pending factors include proposed merger, acquisition or liquidation procedures, capital injection, perfecting liens on additional collateral, and refinancing plans.

Loss Loans
Loans classified Loss are considered uncollectible and of such little value that their continuance as bankable loans is not warranted. This classification does not mean that the asset has absolutely no recovery or salvage value, but rather it is not practical or desirable to defer writing off this loan even though partial recovery may be affected in the future. Losses are taken in the period in which they surface as uncollectible. The following is the Bank’s policy regarding charging off loans by loan segment.

Commercial, Commercial Real Estate and SBA Loans

Charge-Offs on these loan segments are taken as soon as all or a portion of any loan balance is deemed to be uncollectible. A loan is considered uncollectible when the debtor is delinquent in principal or interest repayment 90 days or more and, in the opinion of the Bank, improvement in the debtor's ability to repay the debt in a timely manner is doubtful. Also, collateral value is insufficient to cover the outstanding indebtedness and outside guarantors do not provide adequate support. Loans secured by real estate on which principal or interest is due and unpaid for 90 days are evaluated for possible charge-down. Loan balances are charged-down to the fair value of the property, if, based on a current appraisal, an apparent deficiency exists. In the event there is no perceived equity, the loan is charged-off in full like any other unsecured loan, which is not secured and over 90 days.

Single Family Real Estate, HELOC's and Manufactured Housing Loans

Consumer loans and residential mortgages secured by one-to-four family residential properties, HELOC and manufactured housing loans in which principal or interest is due and unpaid for 90 days, are evaluated for possible charge-down. Loan balances are charged-down to the fair value of the property if, based on a current appraisal, an apparent deficiency exists. In the event there is no perceived equity, the loan is charged-off in full like any other consumer loan, which is not secured and unpaid over 90-120 days.

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Consumer Loans

All consumer loans (excluding real estate mortgages, home equity loans and savings secured loans) are charged-off or charged-down to net recoverable value before becoming 120 days or 5 payments delinquent. Consumer losses are identified well before the 120 day limit whenever possible. Net recoverable value can only be determined if the collateral is in the Bank's possession, and its liquidation value can be verified and realized in the near term.

The second component of the ALL covers qualitative factors related to non-impaired loans. The qualitative allowance on each of the loan pools is based on the following factors:

- Concentrations of credit
- Trends in volume, maturity, composition
- Volume and Trend in Delinquency
- Economic Conditions
- Outside Exams
- Geographic Distance
- Policy and Procedures
- Staff experience and ability

The ALL calculation for the different loan portfolio segments is as follows:

- Commercial Real Estate, Commercial and SBA – Migration analysis combined with risk rating is used to determine the required allowance for all non-impaired loans. In addition, the migration results are adjusted based upon the qualitative factors previously discussed that affect this specific portfolio segment. Reserves on impaired loans are assigned based upon the individual characteristics of the loan.
- Manufactured Housing, Single Family Residential, HELOC and Consumer – The allowance is calculated on the basis of loss history and risk rating, which is primarily a function of delinquency. In addition, the migration results are adjusted based upon the qualitative factors previously discussed that affect this specific portfolio segment.

The Company evaluates and individually assesses impairment on loans greater than \$100,000 classified as substandard or doubtful that are either non-performing or considered a trouble debt restructure. Measured impairment is determined on a loan-by-loan basis and in total establishes a specific reserve for impaired loans. The amount of impairment is determined by comparing the recorded investment in each loan with its value measured by one of three methods.

- The expected future cash flows are estimated and then discounted at the effective interest rate.
- The loan's observable market price, if it is of a kind for which there is a secondary market.
- The value of the underlying collateral net of selling costs. Selling costs are estimated based on industry standards, the Bank's actual experience, or based on actual costs incurred as appropriate. When evaluating real estate collateral, the Bank typically uses appraisals or valuations, no more than twelve months old at time of evaluation. When evaluating non-real estate collateral securing the loan, the Bank will use audited financial statements or appraisals no more than twelve months old. Additionally for both real estate and non-real estate collateral, the Bank may use other sources to determine value as deemed appropriate.

Interest income is not recognized on impaired loans except for limited circumstances in which a loan, although impaired, continues to perform in accordance with the loan contract.

The Company determines the required ALL on a monthly basis. Any differences between estimated and actual observed losses from the prior month are reflected in the current period required ALL determination and adjusted as deemed necessary. The review of the adequacy of the allowance takes into consideration such factors as concentrations of credit, changes in the growth, size and composition of the loan portfolio, overall and individual

portfolio quality, review of specific problem loans, collateral, guarantees and economic conditions that may affect the borrowers' ability to pay and/or the value of the underlying collateral. Additional factors considered include: geographic location of borrowers, changes in the Company's product-specific credit policy and lending staff experience. These estimates depend on the outcome of future events and, therefore, contain inherent uncertainties.

The Company's ALL is maintained at a level believed adequate by management to absorb known and inherent probable losses on existing loans. A provision for loan losses is charged to expense. The allowance is charged for losses when management believes that full recovery on the loan is unlikely.

The Bank has a centralized appraisal management process that tracks and monitors appraisals, appraisal reviews and other valuations. The centralization focus is to ensure the use of qualified and independent appraisers capable of providing reliable real estate values in the context of ever changing market conditions. The review process is monitored to ensure application of the appropriate appraisal methodology, agreement with the interpretation of market data and the resultant real estate value. The process also provides the means of tracking the performance quality of the appraisers on the Bank's approved appraiser list. Any loan evaluation that results in the Bank determining that elevated credit risk and/or default risk exists and also exhibits a lack of a timely valuation of the collateral or apparent collateral value deterioration is reappraised and reevaluated to determine the current extent of any change in collateral value and credit risk. A similar review process is conducted quarterly on all classified and criticized real estate credits to determine the timeliness and adequacy of the real estate collateral value. A detection of non-compliance is then addressed through a new appraisal or reappraisal and review.

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Off Balance Sheet Credit Exposure

The Company also has established reserves for credit losses on undisbursed loans. The exposure is included in other liabilities in the consolidated balance sheet. The provision related to off balance sheet exposure is calculated in the same manner as the general ALL for each loan segment. Depending on the loan segment, either migration analysis or historical loss rates are utilized. These results are then adjusted by the qualitative factors previously discussed.

Foreclosed Real Estate and Repossessed Assets – Foreclosed real estate and repossessed assets includes real estate and other repossessed assets and the collateral property is recorded at fair value at the time of foreclosure less estimated costs to sell. Any excess of loan balance over the fair value less costs to sell of the other assets is charged-off against the allowance for loan losses. Subsequent to the legal ownership date, management periodically performs a new valuation and the asset is carried at the lower of carrying amount or fair value. Operating expenses or income, and gains or losses on disposition of such properties, are recorded in current operations.

Premises and Equipment – Premises and equipment are stated at cost, less accumulated depreciation and amortization. Depreciation is computed using the straight-line method over the estimated useful lives of the assets. Leasehold improvements are amortized over the terms of the leases or the estimated useful lives of the improvements, whichever is shorter. Generally, the estimated useful lives of other items of premises and equipment are as follows:

| | |
|-----------------------------------|--------------|
| Building and improvements | 31.5 years |
| Furniture and equipment | 5 – 10 years |
| Electronic equipment and software | 3 – 5 years |

Income Taxes – The Company uses the asset and liability method, which recognizes a liability or asset representing the tax effects of future deductible or taxable amounts that have been recognized in the consolidated financial statements. Due to tax regulations, certain items of income and expense are recognized in different periods for tax return purposes than for financial statement reporting. These items represent “temporary differences.” Deferred income taxes are recognized for the tax effect of temporary differences between the tax basis of assets and liabilities and their financial reporting amounts at each period end based on enacted tax laws and statutory tax rates applicable to the periods in which the differences are expected to affect taxable income. A valuation allowance is established for deferred tax assets if, based on weight of available evidence, it is more likely than not that some portion or all of the deferred tax assets may not be realized.

The Company is subject to the provisions of ASC 740, Income Taxes (ASC 740). ASC 740 prescribes a more-likely-than-not threshold for the financial statement recognition of uncertain tax positions. ASC 740 clarifies the accounting for income taxes by prescribing a minimum recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. On a quarterly basis the Company evaluates income tax accruals in accordance with ASC 740 guidance on uncertain tax positions.

Earnings Per Share – Basic earnings per common share is computed using the weighted average number of common shares outstanding for the period divided into the net income (loss) applicable to common shareholders. Diluted earnings per share include the effect of all dilutive potential common shares for the period. Potentially dilutive common shares include stock options, warrants and shares that could result from the conversion of debenture bonds.

Statement of Cash Flows – For purposes of reporting cash flows, cash and cash equivalents include cash, due from banks, interest-earning deposits in other financial institutions and federal funds sold. Federal funds sold are one-day transactions with CWB’s funds being returned the following business day.

Preferred Stock and Warrants – The receipt of proceeds from the TARP Capital Purchase Program (as more fully discussed in Note 11) and the issuance of preferred stock and Common Stock warrants required a valuation of these two instruments. The Company engaged outside experts to assist management in this valuation and allocation of the funds received between the preferred stock and related warrants. A binomial option pricing model was used in arriving at the valuation.

Recent Accounting Pronouncements – In June 2009, ASC 860 “Transfers and Servicing” was amended. ASC 860 eliminates the concept of a qualifying special purpose entity, creates more stringent conditions for reporting a transfer of a portion of a financial asset as a sale, clarifies other sale-accounting criteria, and changes the initial measurement of a transferor’s interest in transferred financial assets. ASC 860 applies to transfers of government-guaranteed portions of loans, such as those guaranteed by the Small Business Administration (“SBA”). In this regard, if the Bank transfers the guaranteed portion of an SBA loan at a premium, it is obligated by the SBA to refund the premium to the purchaser if the loan is repaid within ninety days of the transfer. Under ASC 860, this premium refund obligation is a form of recourse, which means that the transferred guarantee portion of the loan does not meet the definition of a participating interest for the ninety day period that the premium refund obligation exists. As a result, the transfer must be accounted for as a secured borrowing during this period. After the ninety day period, assuming the transferred guaranteed portion and the retained unguaranteed portion of the SBA loan now meet the definition of a participating interest, the transfer of the guaranteed portion can be accounted for as a sale if all of the conditions for sale accounting in ASC 860 are met. Essentially, ASC 860 delays recognition of the sale and the gain on the sale of an SBA loan at a premium for ninety days and precludes recognition of gain on loans sold at par. This amendment is effective for annual reporting periods beginning after November 15, 2009, and for interim periods therein. Adoption of ASC 860 did not have a material impact on the Company’s financial condition, results of operations or cash flows.

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In January 2010, FASB issued a final Accounting Standards Update, ASU 2010-06, that requires entities to provide new disclosures about fair value measurements including transfers between Level 1 and Level 2, reasons for transfers out of Level 3 and a reconciliation of Level 3 including purchases, sales, issuances and settlements on a gross basis. The update also amends ASC 820 to clarify certain existing disclosure requirements pertaining to each class of assets and liabilities. This amendment is effective for annual reporting periods beginning after December 15, 2009, and for interim periods therein. Adoption of ASU 2010-06 did not have a material impact on the Company's financial condition, results of operations or cash flows.

In July 2010, FASB issued a final Accounting Standards Update, ASU 2010-20, that requires entities to provide extensive new disclosures in their financial statements about their financial receivables, including credit risk exposures and allowance for credit losses. The ASU requires new qualitative and quantitative disclosures on the allowance for credit losses, credit quality, impaired loans, modifications and nonaccrual and past due financing receivables. Generally, the update is effective for interim or annual reporting periods ending after December 15, 2010. Certain elements of the ASU regarding disclosures for troubled debt restructuring have been deferred and will be effective for periods ending on or after June 15, 2011. Adoption of ASU 2010-20 did not have a material impact on the Company's financial condition, results of operations or cash flows.

2. INVESTMENT SECURITIES

The amortized cost and estimated fair value of investment securities is as follows:

| December 31, 2010 | (in thousands) | | | |
|--------------------------------------|-----------------|------------------------|-------------------------|-----------------|
| | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | Fair Value |
| Available-for-sale securities | | | | |
| U.S. Government agency: MBS | \$5,472 | \$206 | \$- | \$5,678 |
| U.S. Government agency: CMO | 17,566 | 102 | (4) | 17,664 |
| Total | \$23,038 | \$308 | \$(4) | \$23,342 |
| Held-to-maturity securities | | | | |
| U.S. Government agency: MBS | \$16,893 | \$698 | \$(77) | \$17,514 |
| U.S. Government agency: CMO | - | - | - | - |
| Total | \$16,893 | \$698 | \$(77) | \$17,514 |
| December 31, 2009 | | | | |
| | (in thousands) | | | |
| | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | Fair Value |
| Available-for-sale securities | | | | |
| U.S. Government agency: MBS | \$10,175 | \$286 | \$- | \$10,461 |
| U.S. Government agency: CMO | 7,192 | 37 | (20) | 7,209 |
| Total | \$17,367 | \$323 | \$(20) | \$17,670 |
| Held-to-maturity securities | | | | |
| U.S. Government agency: MBS | \$22,678 | \$891 | \$(31) | \$23,538 |
| U.S. Government agency: CMO | - | - | - | - |
| Total | \$22,678 | \$891 | \$(31) | \$23,538 |

At December 31, 2010, \$40.2 million at carrying value was pledged to the Federal Home Loan Bank, San Francisco, as collateral for current and future advances.

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The maturity periods and weighted average yields of investment securities at December 31, 2010 are as follows:

| | Total Amount | | Less than One Year | | One to Five Years | | Five to Ten Years | | |
|-------------------------------|--------------|-------|--------------------|---------|-------------------|-------|-------------------|-------|---|
| | Amount | Yield | Amount | Yield | Amount | Yield | Amount | Yield | |
| (dollars in thousands) | | | | | | | | | |
| Available-for-sale securities | | | | | | | | | |
| U. S. Government: | | | | | | | | | |
| Agency: MBS | \$5,678 | 2.4 | % \$- | - | \$4,731 | 2.4 | % \$947 | 2.3 | % |
| Agency: CMO | 17,664 | 0.8 | % | 1,718 | 0.9 | % | 14,015 | 0.8 | % |
| Total | \$23,342 | 1.2 | % | \$1,718 | 0.9 | % | \$18,746 | 1.2 | % |

| | | | | | | | | | |
|-----------------------------|----------|-----|---|------|-----|---|---------|-----|---|
| Held-to-maturity securities | | | | | | | | | |
| U.S. Government: | | | | | | | | | |
| Agency: MBS | \$16,893 | 4.4 | % | \$62 | 5.0 | % | \$9,603 | 4.7 | % |
| Agency: CMO | - | - | - | - | - | - | - | - | - |
| Total | \$16,893 | 4.4 | % | \$62 | 5.0 | % | \$9,603 | 4.7 | % |

The following tables show all securities that are in an unrealized loss position and temporarily impaired as of:

| December 31, 2010 | Less than 12 months | | More than 12 months | | Total | |
|-------------------|---------------------|-------------------|---------------------|-------------------|------------|-------------------|
| | Fair Value | Unrealized Losses | Fair Value | Unrealized Losses | Fair Value | Unrealized Losses |
| (in thousands) | | | | | | |

| | | | | | | |
|-------------------------------|---------|-----|-----|-----|---------|-----|
| Available-for-sale securities | | | | | | |
| U.S. Government agency: MBS | \$- | \$- | \$- | \$- | \$- | \$- |
| U.S. Government agency: CMO | 3,118 | 4 | - | - | 3,118 | 4 |
| Total | \$3,118 | \$4 | \$- | \$- | \$3,118 | \$4 |

| | | | | | | |
|-----------------------------|---------|------|-----|-----|---------|------|
| Held-to-maturity securities | | | | | | |
| U.S. Government agency: MBS | \$1,444 | \$77 | \$- | \$- | \$1,444 | \$77 |
| U.S. Government agency: CMO | - | - | - | - | - | - |
| Total | \$1,444 | \$77 | \$- | \$- | \$1,444 | \$77 |

| December 31, 2009 | Less than 12 months | | More than 12 months | | Total | |
|-------------------|---------------------|-------------------|---------------------|-------------------|------------|-------------------|
| | Fair Value | Unrealized Losses | Fair Value | Unrealized Losses | Fair Value | Unrealized Losses |
| (in thousands) | | | | | | |

| | | | | | | |
|-------------------------------|---------|------|-----|-----|---------|------|
| Available-for-sale securities | | | | | | |
| U.S. Government agency: MBS | \$- | \$- | \$- | \$- | \$- | \$- |
| U.S. Government agency: CMO | 1,816 | 20 | - | - | 1,816 | 20 |
| Total | \$1,816 | \$20 | \$- | \$- | \$1,816 | \$20 |

| | | | | | | |
|-----------------------------|---------|------|-----|-----|---------|------|
| Held-to-maturity securities | | | | | | |
| U.S. Government agency: MBS | \$2,854 | \$31 | \$- | \$- | \$2,854 | \$31 |
| U.S. Government agency: CMO | - | - | - | - | - | - |
| Total | \$2,854 | \$31 | \$- | \$- | \$2,854 | \$31 |

For December 31, 2010 and December 31, 2009, three securities were in an unrealized loss position.

Declines in the fair value of held-to-maturity and available-for-sale securities below their cost that are deemed to be other than temporary are reflected in earnings as realized losses. In estimating other-than-temporary impairment losses, management considers, among other things (i) the length of time and the extent to which the fair value has been less than cost (ii) the financial condition and near-term prospects of the issuer and (iii) the Company's intent to sell an impaired security and if it is not more likely than not it will be required to sell the security before the recovery of its amortized basis.

The unrealized losses are primarily due to increases in market interest rates over the yields available at the time the underlying securities were purchased. The fair value is expected to recover as the bonds approach their maturity date or repricing date or if market yields for such investments decline. Management does not believe any of the securities are impaired due to reasons of credit quality, as all are direct or indirect agencies of the U. S. Government. Accordingly, as of December 31, 2010, management believes the impairments detailed in the table above are temporary and no other-than-temporary impairment loss has been realized in the Company's consolidated income statements.

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3. LOAN SALES AND SERVICING

SBA Loan Sales - The Company occasionally sells the guaranteed portion of selected SBA loans into the secondary market, on a servicing-retained basis. The Company retains the unguaranteed portion of these loans and services the loans as required under the SBA programs to retain specified yield amounts. The SBA program stipulates that the Company retain a minimum of 5% of the loan balance, which is unguaranteed. The percentage of each unguaranteed loan in excess of 5% may be periodically sold to a third party, typically for a cash premium. The Company records servicing liabilities for the unguaranteed loans sold calculated based on the present value of the estimated future servicing costs associated with each loan. The balance of all servicing rights and obligations is subsequently amortized over the estimated life of the loans using an estimated prepayment rate of 5-25%. The servicing asset is analyzed for impairment quarterly.

The Company also periodically sells certain SBA loans into the secondary market, on a servicing-released basis, typically for a cash premium.

As of December 31, 2010 and December 31, 2009, the Company had approximately \$77.5 million and \$95.7 million, respectively, in SBA loans held for sale.

The following is a summary of activity in Servicing Rights:

| | Year Ended December 31, | | |
|------------------------------|-------------------------|---------|---------|
| | 2010 | 2009 | 2008 |
| | (in thousands) | | |
| Balance, beginning of year | \$998 | \$1,161 | \$1,206 |
| Additions through loan sales | - | - | 273 |
| Amortization | (216) | (163) | (318) |
| Balance, end of year | \$782 | \$998 | \$1,161 |

As of December 31, 2010, the balance of loans sold subject to servicing was \$37.1 million.

Mortgage Loan Sales – From time to time, the Company enters into mortgage loan rate lock commitments (normally for 30 days) with potential borrowers. In conjunction therewith, the Company enters into a forward sale commitment to sell the locked loan to a third party investor. This forward sale agreement requires delivery of the loan on a “best efforts” basis but does not obligate the Company to deliver if the mortgage loan does not fund.

The mortgage rate lock agreement and the forward sale agreement qualify as derivatives. The value of these derivatives is generally equal to the fee, if any, charged to the borrower at inception but may fluctuate in the event of changes in interest rates. These derivative financial instruments are recorded at fair value if material. Although the Company does not attempt to qualify these transactions for the special hedge accounting, management believes that changes in the fair value of the two commitments generally offset and create an economic hedge. At December 31, 2010 and December 31, 2009, the Company had \$10.9 million and \$13.6 million, respectively, in outstanding mortgage loan interest rate lock and forward sale commitments, the value of related derivative instruments were not material to the Company’s financial position or results of operations.

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4. LOANS HELD FOR INVESTMENT

The composition of the Company's loans held for investment portfolio is as follows:

| | December 31, | |
|---|----------------|-----------|
| | 2010 | 2009 |
| | (in thousands) | |
| Commercial | \$57,369 | \$61,810 |
| Commercial real estate | 173,906 | 180,688 |
| SBA | 51,549 | 43,863 |
| Manufactured housing | 194,682 | 195,656 |
| Single family real estate | 13,722 | 14,793 |
| HELOC | 20,273 | 17,902 |
| Consumer | 379 | 286 |
| | 511,880 | 514,998 |
| Less: | | |
| Allowance for loan losses | 13,302 | 13,733 |
| Deferred fees, net of costs | (181) | (204) |
| Purchased premiums | (14) | (24) |
| Discount on unguaranteed portion of SBA loans | 461 | 627 |
| Loans held for investment, net | \$498,312 | \$500,866 |

The Company makes loans to borrowers in a number of different industries. Loans collateralized by manufactured housing comprise over 10% of the Company's loan portfolio. This concentration is somewhat mitigated by the fact that the portfolio consists of over 1,900 individual borrowers. Commercial, commercial real estate, construction and SBA loans also comprised over 10% of the Company's loan portfolio as of December 31, 2010 and 2009. The Bank analyzes these concentrations on a quarterly basis and reports the risk related to concentrations to the Board of Directors. Management believes the systems in place coupled with the diversity of the portfolios are adequate to mitigate concentration risk.

Related parties – In the ordinary course of business, the Company has extended credit to Directors of the Company. These related party loans totaled \$3.9 million and \$4.4 million at December 31, 2010 and 2009, respectively. At December 31, 2010, the maturities of the related party loans ranged from approximately three years to eight years. Such loans are subject to ratification by the Board of Directors, exclusive of the borrowing Director. Federal banking regulations require that any such extensions of credit not be offered on terms more favorable than would be offered to non-related party borrowers of similar credit worthiness.

At December 31, 2010, the aging of the Company's loans held for investment is as follows:

| 2010 | 30-59 Days Past Due | 60-89 Days Past Due | Greater Than 90 Days | Total Past Due (in thousands) | Current | Total Financing Receivables | Recorded Investment > 90 Days and Accruing |
|---------------------------|------------------------|------------------------|----------------------------|-------------------------------------|----------|-----------------------------------|--|
| Single family real estate | \$40 | \$504 | \$143 | \$687 | \$13,035 | \$13,722 | \$143 |
| Commercial real estate: | | | | | | | |

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| | | | | | | | |
|------------------------|---------|---------|----------|----------|-----------|------------|-------|
| Commercial real estate | 331 | - | 981 | 1,312 | 103,118 | 104,430 | - |
| SBA 504 1st | - | - | 1,100 | 1,100 | 38,267 | 39,367 | - |
| Land | 195 | - | 571 | 766 | 5,970 | 6,736 | - |
| Construction | - | - | 49 | 49 | 23,324 | 23,373 | - |
| Commercial loans | 739 | - | 174 | 913 | 56,456 | 57,369 | 34 |
| SBA loans | 2,098 | 910 | 17,129 | 20,137 | 31,412 | 51,549 | - |
| Mfg. housing | 914 | 318 | 894 | 2,126 | 192,556 | 194,682 | - |
| HELOC | - | - | 2 | 2 | 20,271 | 20,273 | - |
| Consumer | - | - | 21 | 21 | 358 | 379 | - |
| Total | \$4,317 | \$1,732 | \$21,064 | \$27,113 | \$484,767 | \$ 511,880 | \$177 |

Of the \$20.1 million SBA past due, \$17.3 million is guaranteed.

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An analysis of the allowance for credit losses on loans held for investment is as follows:

| | Year Ended December 31, | | |
|--|-------------------------|-----------|----------|
| | 2010 | 2009 | 2008 |
| | (in thousands) | | |
| Balance, beginning of year | \$ 13,733 | \$ 7,341 | \$ 4,412 |
| Loans charged off | (9,722) | (12,437) | (2,459) |
| Recoveries on loans previously charged off | 548 | 151 | 124 |
| Net charge-offs | (9,174) | (12,286) | (2,335) |
| Provision for loan losses | 8,743 | 18,678 | 5,264 |
| Balance, end of year | \$ 13,302 | \$ 13,733 | \$ 7,341 |

As of December 31, 2010 and 2009, the Company also had established reserves for credit losses on undisbursed loans of \$194,000 and \$501,000, respectively, which are included in other liabilities in the consolidated balance sheet.

The following schedule summarizes the provision, charge-offs and recoveries by loan segment for the year ended December 31, 2010:

| | Allowance 12/31/09 (in thousands) | Provision | Charge-offs | Recoveries | Net Charge-offs | Allowance 12/31/10 |
|---------------------------|---|-----------|-------------|------------|--------------------|-----------------------|
| Commercial real estate | \$ 2,843 | \$ 873 | \$(1,192) | \$ 8 | \$(1,184) | \$ 2,532 |
| Manufactured housing | 2,255 | 4,072 | (2,202) | 43 | (2,159) | 4,168 |
| Commercial | 3,448 | (398) | (1,055) | 99 | (956) | 2,094 |
| SBA | 4,837 | 3,184 | (4,628) | 360 | (4,268) | 3,753 |
| Single family real estate | 143 | 172 | (186) | 6 | (180) | 135 |
| HELOC | 124 | 873 | (458) | 8 | (450) | 547 |
| Consumer | 83 | (33) | (1) | 24 | 23 | 73 |
| Total | \$ 13,733 | \$ 8,743 | \$(9,722) | \$ 548 | \$(9,174) | \$ 13,302 |

The recorded investment in loans that are considered to be impaired is as follows:

| | Year Ended December 31, | | |
|--|-------------------------|-----------|----------|
| | 2010 | 2009 | 2008 |
| | (in thousands) | | |
| Impaired loans without specific valuation allowances | \$ 13,285 | \$ 13,699 | \$ 8,043 |
| Impaired loans with specific valuation allowances | 1,703 | 716 | 523 |
| Specific valuation allowance related to impaired loans | (362) | (622) | (151) |
| Impaired loans, net | \$ 14,626 | \$ 13,793 | \$ 8,415 |
| Average investment in impaired loans | \$ 15,591 | \$ 9,058 | \$ 9,612 |

The following schedule reflects recorded investment at the dates indicated in certain types of loans:

| | Year Ended December 31, | | |
|--|-------------------------|------|------|
| | 2010 | 2009 | 2008 |
| | (in thousands) | | |

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| | | | |
|--|-----------|-----------|-----------|
| Nonaccrual loans | \$34,950 | \$40,265 | \$28,821 |
| SBA guaranteed portion of loans included above | (22,279) | (24,088) | (11,918) |
| Nonaccrual loans, net | \$12,671 | \$16,177 | \$16,903 |
| Troubled debt restructured loans | \$11,088 | \$7,013 | \$5,408 |
| Loans 30 through 90 days past due with interest accruing | \$2,586 | \$17,686 | \$11,974 |
| Interest income recognized on impaired loans | \$381 | \$426 | \$12 |
| Interest foregone on nonaccrual loans and troubled debt restructured loans outstanding | 2,344 | 2,109 | 1,707 |
| Gross interest income on impaired and nonaccrual loans | \$2,725 | \$2,535 | \$1,719 |

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At December 31, 2010, the composition of the Company's net nonaccrual loans is as follows:

| | (in thousands) |
|---------------------------|-------------------|
| Commercial | \$602 |
| Commercial real estate: | |
| Commercial real estate | 3,226 |
| SBA 504 1st | 1,612 |
| Land | 571 |
| Construction | 49 |
| SBA | 4,181 |
| Manufactured housing | 1,917 |
| Single family real estate | 461 |
| HELOC | 31 |
| Consumer | 21 |
| Nonaccrual loans, net | \$12,671 |

At December 31, 2010, the recorded investment in loans by rating is as follows:

| | Pass | Special Mention | Substandard (in thousands) | Doubtful | Total |
|---------------------------|-----------|--------------------|-------------------------------|----------|-----------|
| Single family real estate | \$13,261 | \$- | \$461 | \$- | \$13,722 |
| Commercial real estate: | | | | | |
| Commercial real estate | 82,058 | 9,520 | 12,852 | - | 104,430 |
| SBA 504 1st | 35,645 | 891 | 2,831 | - | 39,367 |
| Land | 4,592 | 1,073 | 1,071 | - | 6,736 |
| Construction | 10,665 | 10,546 | 2,162 | - | 23,373 |
| Commercial | 46,825 | 6,961 | 3,494 | 89 | 57,369 |
| SBA | 21,724 | 511 | 4,898 | 82 | 27,215 |
| Manufactured housing | 192,490 | 60 | 2,132 | - | 194,682 |
| HELOC | 19,664 | 463 | 144 | 2 | 20,273 |
| Consumer | 339 | - | 40 | - | 379 |
| Total | \$427,263 | \$30,025 | \$30,085 | \$173 | \$487,546 |
| SBA guarantee | - | - | 17,109 | 7,225 | 24,334 |
| Total | \$427,263 | \$30,025 | \$47,194 | \$7,398 | \$511,880 |

5.

FAIR VALUE MEASUREMENT

Fair value is the exchange price that would be received for an asset or the price that would be paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. U. S. GAAP establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. Three levels of inputs may be used to measure fair value:

Level 1 – Quoted prices in active markets for identical assets and liabilities

Level 2 – Observable inputs other than quoted market prices in active markets for identical assets and liabilities

Level 3 – Unobservable inputs

The following summarizes the fair value measurements of assets measured on a non-recurring basis as of December 31, 2010 and 2009 and the relative levels of inputs from which such amounts were derived:

| Description | Fair value measurements at December 31, 2010 using | | | |
|----------------|--|--|---|---|
| | Total | Quoted prices in active markets for identical assets (Level 1) | Significant other observable inputs (Level 2) | Significant unobservable inputs (Level 3) |
| Impaired loans | \$ 14,626 | \$- | \$ 13,527 | \$ 1,099 |

| Description | Fair value measurements at December 31, 2009 using | | | |
|----------------|--|--|---|---|
| | Total | Quoted prices in active markets for identical assets (Level 1) | Significant other observable inputs (Level 2) | Significant unobservable inputs (Level 3) |
| Impaired loans | \$ 13,793 | \$- | \$ 13,562 | \$ 231 |

Also see “Note 15 – Fair Values of Financial Instruments”.

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6. PREMISES AND EQUIPMENT

| | December 31, | |
|---|----------------|----------|
| | 2010 | 2009 |
| | (in thousands) | |
| Furniture, fixtures and equipment | \$8,162 | \$8,225 |
| Building and land | 1,407 | 1,407 |
| Leasehold improvements | 2,461 | 2,436 |
| | 12,030 | 12,068 |
| Less: accumulated depreciation and amortization | (9,115) | (8,789) |
| Premises and equipment, net | \$2,915 | \$3,279 |

The Company leases office facilities under various operating lease agreements with terms that expire at various dates between January 2011 and May 2017, plus options to extend certain lease terms for periods of up to ten years.

The minimum lease commitments as of December 31, 2010 under all operating lease agreements are as follows:

| | (in thousands) |
|------------|-------------------|
| 2011 | \$ 1,104 |
| 2012 | 507 |
| 2013 | 352 |
| 2014 | 280 |
| 2015 | 231 |
| Thereafter | 232 |
| Total | \$ 2,706 |

Rent expense for the years ended December 31, 2010, 2009 and 2008, included in occupancy expense was \$1,114,000, \$1,116,000 and \$1,199,000, respectively.

7. DEPOSITS

At December 31, 2010, the maturities of time certificates of deposit are as follows:

| | (in thousands) |
|-------|-------------------|
| 2011 | \$ 125,967 |
| 2012 | 36,703 |
| 2013 | 23,316 |
| 2014 | 8,092 |
| 2015 | 17,246 |
| Total | \$ 211,324 |

8. BORROWINGS

Federal Home Loan Bank Advances

The Company has a blanket lien credit line with the FHLB. Advances are collateralized in the aggregate by CWB's eligible mortgage loans, securities of the U.S Government and its agencies and certain other loans. The outstanding advances at December 31, 2010 were \$64.0 million borrowed at fixed rates. At December 31, 2010, CWB had pledged to FHLB, securities of \$40.2 million at carrying value and loans of \$76.6 million, and had \$56.8 million

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available for additional borrowing. At December 31, 2009, CWB had \$92.3 million of loans and \$40.3 million of securities pledged as collateral and outstanding advances of \$68.0 million borrowed at fixed rates.

Information related to advances from FHLB:

| | December 31, 2010 | |
|---|------------------------|----------------|
| | Amount | Interest Rates |
| | (dollars in thousands) | |
| Due within one year | \$8,000 | 3.31%-3.48% |
| After one year but within three years | 22,000 | 1.08%-3.81% |
| After three years but within five years | 34,000 | 2.68%-2.88% |
| Total | \$64,000 | - |

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| | December 31, 2009 | |
|---|------------------------|----------------|
| | Amount | Interest Rates |
| | (dollars in thousands) | |
| Due within one year | \$24,000 | 4.28%-5.18 % |
| After one year but within three years | 12,000 | 1.85%-3.48 % |
| After three years but within five years | 32,000 | 2.68%-3.81 % |
| Total | \$68,000 | - |

Financial information pertaining to advances from FHLB:

| | 2010 | | 2009 | |
|---|------------------------|---|-----------|---|
| | (dollars in thousands) | | | |
| Weighted average interest rate, end of the year | 2.61 | % | 3.57 | % |
| Weighted average interest rate during the year | 2.93 | % | 4.04 | % |
| Average balance of advances from FHLB | \$70,000 | | \$89,077 | |
| Maximum amount outstanding at any month end | \$77,000 | | \$106,000 | |

The total interest expense on advances from FHLB was \$2,054,000 for 2010 and \$3,602,000 for 2009.

Federal Reserve Bank

CWB also has established a credit line with the FRB. Advances are collateralized in the aggregate by eligible loans. There were no advances outstanding as of December 31, 2010 and unused borrowing capacity was \$119 million.

Convertible Debentures

On August 9, 2010, the Company announced the completion of its previously announced offering of \$8,085,000 convertible subordinated debentures. The debentures pay interest at 9% until conversion, redemption or maturity and will mature on August 9, 2020. The debentures may be redeemed by the Company after January 1, 2014. Prior to maturity or redemption, the debentures can be converted into common stock at the election of the holder at \$3.50 per share if converted on or prior to July 1, 2013, \$4.50 per share between July 2, 2013 and July 1, 2016 and \$6.00 per share from July 2, 2016 until maturity or redemption. At December 31, 2010, the balance of the convertible debentures was \$8,081,000.

Federal Funds Purchased

The Company maintains four federal funds purchased lines with a total borrowing capacity of \$23.5 million. Of the \$23.5 million in borrowing capacity, two of the lines for a total of \$10.0 million require the Company to furnish acceptable collateral. There was no amount outstanding as of December 31, 2010 and 2009.

9.

EARNINGS PER SHARE

The following table presents a reconciliation of basic earnings per share and diluted earnings per share:

| | Year Ended December 31, | | |
|---|---------------------------------------|-----------|---------|
| | 2010 | 2009 | 2008 |
| | (in thousands, except per share data) | | |
| Net income (loss) | \$2,091 | \$(5,763) | \$1,481 |
| Less: Preferred stock dividends | 1,047 | 1,046 | 35 |
| Net income (loss) applicable to common shareholders | \$1,044 | \$(6,809) | \$1,446 |

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| | | | |
|--|---------|------------|---------|
| Add: Debenture interest expense and costs, net of income taxes | \$176 | \$- | \$- |
| Net income for diluted calculation of earnings (loss) per common share | \$1,220 | \$(6,809) | \$1,446 |
| Basic weighted average number of common shares outstanding | 5,915 | 5,915 | 5,913 |
| Dilutive weighted average number of common shares outstanding | 6,833 | 5,915 | 5,941 |
| Earnings (loss) per common share: | | | |
| Basic | \$0.18 | \$(1.15) | \$0.24 |
| Diluted | \$0.18 | \$(1.15) | \$0.24 |

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10. STOCK-BASED COMPENSATION

The Company adopted the provisions of FASB ASC 718 – “Stock Compensation” (“ASC 718”); on January 1, 2006. ASC 718 eliminated the ability to account for stock-based compensation using the intrinsic value method and requires that such transactions be recognized as compensation cost in the income statement based on their fair values on the measurement date, which is generally the date of the grant. The Company transitioned to the fair-value based accounting for stock-based compensation using a modified version of prospective application (MPA). Under MPA, as it is applicable to the Company, ASC 718 applies to new awards modified, repurchased or cancelled after January 1, 2006. Additionally, compensation cost for the portion of awards for which the requisite service has not been rendered (generally referring to non-vested awards) that were outstanding as of January 1, 2006 is recognized as the remaining requisite service is rendered during the period of and/or the periods after the adoption of ASC 718. The attribution of compensation cost for those earlier awards is based on the same method and on the same grant-date fair values previously determined for the pro forma disclosures required for companies that did not previously adopt the fair value accounting method for stock-based employee compensation.

The fair value of the Company’s employee stock options granted is estimated at the date of grant using the Black-Scholes option-pricing model. This model requires the input of highly subjective assumptions, changes to which can materially affect the fair value estimate. One such assumption, expected volatility, can have a significant impact on stock option valuation. In developing this assumption, the Company relied on historical volatility using both company specific and industry information. Additionally, there may be other factors that would otherwise have a significant effect on the value of employee stock options granted but are not considered by the model. Accordingly, management believes that the Black-Scholes option-pricing model provides a reasonable estimate of fair value.

As a result of applying the provisions of ASC 718 for the years ended December 31, 2010, 2009, and 2008, the Company recognized stock-based compensation expense of \$19,000, \$29,000 and \$182,000, respectively.

For the year ended December 31, 2010, 23,750 stock options were granted at a weighted-average fair value of \$1.99 per share. Stock-based compensation, net of forfeitures, is recognized ratably over the requisite service period for all awards. As of December 31, 2010, estimated future stock-based compensation expense related to unvested stock options totaled \$79,000. The weighted-average period over which this unrecognized expense is expected to be recognized is 2.9 years.

For the year ended December 31, 2009, 44,300 stock options were granted at a weighted-average fair value of \$1.27 per share. Stock-based compensation, net of forfeitures, is recognized ratably over the requisite service period for all awards. As of December 31, 2009, estimated future stock-based compensation expense related to unvested stock options totaled \$104,000. The weighted-average period over which this unrecognized expense is expected to be recognized is 2.9 years.

For the year ended December 31, 2008, 86,750 stock options were granted at a weighted-average fair value of \$1.70 per share. Stock-based compensation, net of forfeitures, is recognized ratably over the requisite service period for all awards. As of December 31, 2008, estimated future stock-based compensation expense related to unvested stock options totaled \$270,000. The weighted-average period over which this unrecognized expense is expected to be recognized is 1.7 years.

The fair value of each stock option grant under the Company’s stock option plan during 2010, 2009 and 2008 was estimated on the date of grant using the Black-Scholes option-pricing model with the following weighted-average assumptions:

Year Ended December 31,

| | 2010 | | 2009 | | 2008 | |
|--------------------------|------|---|------|---|------|---|
| Annual dividend yield | - | | 1.0 | % | 0.9 | % |
| Expected volatility | 61.4 | % | 48.0 | % | 29.6 | % |
| Risk free interest rate | 2.7 | % | 2.9 | % | 3.1 | % |
| Expected life (in years) | 6.3 | | 6.8 | | 6.4 | |

11. STOCKHOLDERS' EQUITY

Preferred Stock

On December 19, 2008, as part of the United States Department of the Treasury's (the "Treasury") Troubled Asset Relief Program - Capital Purchase Program (the "TARP Program"), the Company entered into a Letter Agreement with the Treasury, pursuant to which the Company issued to the Treasury, in exchange for an aggregate purchase price of \$15.6 million in cash: (i) 15,600 shares of the Company's Fixed Rate Cumulative Perpetual Preferred Stock, Series A, no par value, having a liquidation preference of \$1,000 per share (the "Series A Preferred Stock"), and (ii) a warrant (the "Warrant") to purchase up to 521,158 shares of the Company's common stock, no par value (the "Common Stock"), at an exercise price of \$4.49 per share.

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Series A Preferred Stock pays cumulative dividends at a rate of 5% per year for the first five years and at a rate of 9% per year thereafter, but will be paid only if, as and when declared by the Company's Board of Directors. The Series A Preferred Stock has no maturity date and ranks senior to the common stock with respect to the payment of dividends and distributions and amounts payable upon liquidation, dissolution and winding up of the Company. The Series A Preferred Stock is generally non-voting, other than class voting on certain matters that could adversely affect the Series A Preferred Stock. In the event that dividends payable on the Series A Preferred Stock have not been paid for the equivalent of six or more quarters, whether or not consecutive, the Company's authorized number of Directors will be automatically increased by two and the holders of the Series A Preferred Stock, voting together with holders of any then outstanding voting parity stock, will have the right to elect those Directors at the Company's next annual meeting of shareholders or at a special meeting of shareholders called for that purpose. These Directors will be elected annually and will serve until all accrued and unpaid dividends on the Series A Preferred Stock have been paid.

The Company may redeem the Series A Preferred Stock after February 15, 2012 for \$1,000 per share plus accrued and unpaid dividends. Prior to this date, the Company may redeem the Series A Preferred Stock for \$1,000 per share plus accrued and unpaid dividends if: (i) the Company has raised aggregate gross proceeds in one or more "qualified equity offerings" (as defined in the Securities Purchase Agreement entered into between the Company and the Treasury) in excess of \$15.6 million, and (ii) the aggregate redemption price does not exceed the aggregate net cash proceeds from such qualified equity offerings. Any redemption is subject to the prior approval of the Company's primary banking regulator.

Common Stock Warrant

The Warrant issued as part of the TARP provide for the purchase of up to 521,158 shares of the common stock, at an exercise price of \$4.49 per share (the "Warrant Shares"). The Warrant is immediately exercisable and has a 10-year term. The exercise price and the ultimate number of shares of common stock that may be issued under the Warrant are subject to certain anti-dilution adjustments, such as upon stock splits or distributions of securities or other assets to holders of the common stock, and upon certain issuances of the common stock at or below a specified price relative to the then current market price of the common stock. Pursuant to the Securities Purchase Agreement, the Treasury has agreed not to exercise voting power with respect to any Warrant Shares.

Stock Option Plans

The Company has one stock option plan, the Community West Bancshares 2006 Stock Option Plan. As of December 31, 2010, 297,850 options were available for future grant and 428,685 options were outstanding at prices ranging from \$2.30 to \$15.75 per share with 338,365 options fully vested. As of December 31, 2009, 459,863 options were outstanding at prices ranging from \$2.30 to \$15.75 per share with 362,193 options vested and 306,400 options available for future grant. The average life of the outstanding options was approximately 6.3 years as of December 31, 2010.

Stock option activity is as follows:

| | Year Ended December 31, | | | | | |
|---------------------------------------|-------------------------|----------|--------|----------|--------|----------|
| | 2010 | 2010 | 2009 | 2009 | 2008 | 2008 |
| | Option | Weighted | Option | Weighted | Option | Weighted |
| | Shares | Average | Shares | Average | Shares | Average |
| | | Exercise | | Exercise | | Exercise |
| | | Price | | Price | | Price |
| (in thousands, except per share data) | | | | | | |
| Total options as of January 1, | 460 | \$7.29 | 460 | \$8.14 | 462 | \$8.63 |
| Granted | 24 | 3.33 | 44 | 2.70 | 87 | 5.58 |

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| | | | | | | |
|--|-------|--------|-------|--------|-------|--------|
| Canceled | (55) | 6.69 | (44) | 11.46 | (69) | 9.15 |
| Exercised | - | - | - | - | (20) | 5.12 |
| Total options at December 31, | 429 | \$7.15 | 460 | \$7.30 | 460 | \$8.14 |
| Total vested options as of December 31, | 338 | \$7.50 | 355 | \$7.35 | 343 | \$7.36 |

Additional information of stock option activity is presented in the following table:

| | Year Ended December 31, | | |
|---|---------------------------------------|------|------|
| | 2010 | 2009 | 2008 |
| | (in thousands, except per share data) | | |
| Intrinsic value of options exercised | \$- | \$- | \$72 |
| Cash received from the exercise of options | - | - | 105 |
| Weighted-average grant-date fair value of options | - | - | 2.44 |

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A summary of the change in unvested stock option shares during the year is as follows:

| Unvested Stock Option Shares | Number of Option Shares | Weighted-Average Grant-Date Fair Value |
|---|-------------------------------|--|
| (in thousands, except per share data) | | |
| Unvested stock options at January 1, 2010 | 105 | \$ 2.44 |
| Granted | 24 | 1.99 |
| Vested | (29) | 2.94 |
| Forfeited | (9) | 2.12 |
| Total unvested stock options at December 31, 2010 | 91 | \$ 2.20 |

12. INCOME TAXES

The provision (benefit) for income taxes consists of the following:

| | Year Ended December 31, | | |
|--|-------------------------|------------|----------|
| | 2010 | 2009 | 2008 |
| (in thousands) | | | |
| Current: | | | |
| Federal | \$ 1,873 | \$(830) | \$ 2,017 |
| State | 665 | 34 | 780 |
| | 2,538 | (796) | 2,797 |
| Deferred: | | | |
| Federal | (792) | (2,130) | (1,186) |
| State | (279) | (1,092) | (482) |
| | (1,071) | (3,222) | (1,668) |
| Total provision (benefit) for income taxes | \$ 1,467 | \$(4,018) | \$ 1,129 |

The federal income tax provision differs from the applicable statutory rate as follows:

| | Year Ended December 31, | | | | | |
|---|-------------------------|---|--------|---|------|---|
| | 2010 | | 2009 | | 2008 | |
| Federal income tax at statutory rate | 34.0 | % | 34.0 | % | 34.0 | % |
| State franchise tax, net of federal benefit | 7.2 | | 7.2 | | 7.2 | |
| Other | - | | (0.1) | | 2.1 | |
| | 41.2 | % | 41.1 | % | 43.3 | % |

Significant components of the Company's net deferred taxes as of December 31 are as follows:

| | 2010 | 2009 |
|---------------------------|----------------|----------|
| | (in thousands) | |
| Deferred tax assets: | | |
| Allowance for loan losses | \$ 5,802 | \$ 4,892 |
| Depreciation | 82 | 78 |
| Other | 903 | 967 |
| | 6,787 | 5,937 |
| Deferred tax liabilities: | | |

| | | | | |
|----------------------|---------|---|---------|---|
| Deferred state taxes | (347 |) | (479 |) |
| Other | (508 |) | (598 |) |
| | (855 |) | (1,077 |) |
| Net deferred taxes | \$5,932 | | \$4,860 | |

The Company evaluates its deferred tax assets on a quarterly basis to determine whether a valuation allowance is required. In accordance with ASC 740, the Company assesses whether a valuation allowance should be established based on its determination of whether it is more likely than not that some portion of the deferred tax assets will not be realized.

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The Company believes that the realization of the recognized deferred tax asset of \$5.9 million is more likely than not based on existing carryback ability and expectations as to future taxable income.

ASC 740 provides guidance for accounting and disclosure for uncertainty in tax positions and for the recognition and measurement related to the accounting for income taxes. Management concluded that there are no significant uncertain tax positions requiring recognition in our financial statements.

The Company may from time to time be assessed interest or penalties by major tax jurisdictions, although any such assessments have historically been minimal and immaterial to financial results.

13. SUPPLEMENTAL DISCLOSURE TO THE CONSOLIDATED FINANCIAL STATEMENTS

Consolidated Statement of Cash Flows

Listed below are the supplemental disclosures to the Consolidated Statement of Cash Flows:

| | Year Ended December 31, | | |
|--|-------------------------|-----------|-----------|
| | 2010 | 2009 | 2008 |
| | (in thousands) | | |
| Supplemental Disclosure of Cash Flow Information: | | | |
| Cash paid for interest | \$ 10,079 | \$ 16,218 | \$ 20,325 |
| Cash paid for income taxes | 841 | 86 | 2,573 |
| Supplemental Disclosure of Noncash Investing Activity: | | | |
| Transfers to foreclosed real estate and repossessed assets | 11,438 | 5,107 | 1,886 |

14. EMPLOYEE BENEFIT PLAN

The Company has established a 401(k) plan for the benefit of its employees. Employees are eligible to participate in the plan after three months of consecutive service. Employees may make contributions to the plan and the Company may make discretionary profit sharing contributions, subject to certain limitations. The Company's contributions were determined by the Board of Directors and amounted to \$173,000, \$190,000 and \$260,000 in 2010, 2009 and 2008, respectively.

15. FAIR VALUES OF FINANCIAL INSTRUMENTS

The estimated fair values of financial instruments have been determined by the Company using available market information and appropriate valuation methodologies. However, considerable judgment is required to interpret market data to develop estimates of fair value. Accordingly, the estimates presented herein are not necessarily indicative of the amounts the Company could realize in a current market exchange. The use of different market assumptions and/or estimation methodologies may have a material effect on the estimated fair value amounts.

The following table represents the estimated fair values:

| | December 31, | | | |
|---------|-----------------|----------------------|-----------------|----------------------|
| | 2010 | | 2009 | |
| | Carrying Amount | Estimated Fair Value | Carrying Amount | Estimated Fair Value |
| | (in thousands) | | | |
| Assets: | | | | |

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| | | | | |
|--|---------|---------|---------|---------|
| Cash and cash equivalents | \$6,226 | \$6,226 | \$5,511 | \$5,511 |
| Time deposits in other financial institutions | 290 | 290 | 640 | 640 |
| Federal Reserve and Federal Home Loan Bank stock | 6,353 | 6,353 | 6,982 | 6,982 |
| Investment securities | 40,235 | 40,856 | 40,348 | 41,208 |
| Loans | 580,632 | 562,508 | 603,440 | 576,125 |
| Liabilities: | | | | |
| Deposits (other than time deposits) | 318,569 | 318,569 | 246,004 | 246,004 |
| Time deposits | 211,324 | 214,473 | 285,388 | 287,806 |
| Other borrowings | 72,081 | 71,676 | 89,000 | 89,751 |

The methods and assumptions used to estimate the fair value of each class of financial instruments for which it is practicable to estimate that value are explained below:

Cash and cash equivalents - The carrying amounts approximate fair value because of the short-term nature of these instruments.

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Time deposits in other financial institutions - The carrying amounts approximate fair value because of the relative short-term nature of these instruments.

Federal Reserve Stock - The carrying value approximates the fair value because the stock can be sold back to the Federal Reserve at any time at par.

Federal Home Loan Bank Stock - The carrying value approximates the fair value. The FHLB is rated AAA by Moody's and S&P and no impairment was recognized as of December 31, 2010.

Investment securities – Market valuations of our investment securities are provided by an independent third party. The fair values are determined by using several sources for valuing fixed income securities. Their techniques include pricing models that vary based on the type of asset being valued and incorporate available trade, bid and other market information. In accordance with the fair value hierarchy, the market valuation sources include observable market inputs and are therefore considered Level 2 inputs for purposes of determining the fair values.

Loans – For most loan categories, the fair value is estimated using discounted cash flows utilizing an appropriate discount rate and historical prepayment speeds. For certain adjustable loans that reprice on a frequent basis carrying value approximates fair value.

Deposits – The amount payable at demand at report date is used to estimate the fair value of demand and savings deposits. The estimated fair values of fixed-rate time deposits are determined by discounting the cash flows of segments of deposits that have similar maturities and rates, utilizing a discount rate that approximates the prevailing rates offered to depositors as of the measurement date.

Other borrowings – The fair value is estimated using a discounted cash flow analysis based on rates for similar types of borrowing arrangements. The carrying value of FRB advances approximates the fair value due to the short term nature of these borrowings.

Commitments to Extend Credit, Commercial and Standby Letters of Credit – Due to the proximity of the pricing of these commitments to the period end, the fair values of commitments are immaterial to the financial statements.

The fair value estimates presented herein are based on pertinent information available to management as of December 31, 2010 and December 31, 2009. Although management is not aware of any factors that would significantly affect the estimated fair value amounts, such amounts have not been comprehensively revalued for purposes of these financial statements since those dates and, therefore, current estimates of fair value may differ significantly from the amounts presented herein.

16.

REGULATORY MATTERS

The Company (on a consolidated basis) and CWB are subject to various regulatory capital requirements administered by the Federal banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory - and possibly additional discretionary - actions by regulators that, if undertaken, could have a direct material effect on the Company's and CWB's financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Company and CWB must meet specific capital guidelines that involve quantitative measures of the Company's and CWB's assets, liabilities and certain off-balance-sheet items as calculated under regulatory accounting practices. The Company's and CWB's capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings and other factors. Prompt corrective action provisions are not applicable to bank holding companies.

The Federal Deposit Insurance Corporation Improvement Act (“FDICIA”) contains rules as to the legal and regulatory environment for insured depository institutions, including increased supervision by the federal regulatory agencies, increased reporting requirements for insured institutions and new regulations concerning internal controls, accounting and operations. The prompt corrective action regulations of FDICIA define specific capital categories based on the institutions’ capital ratios. The capital categories, in declining order, are “well capitalized”, “adequately capitalized”, “undercapitalized”, “significantly undercapitalized” and “critically undercapitalized”. To be considered “well capitalized”, an institution must have a core or leverage capital ratio of at least 5%, a Tier I risk-based capital ratio of at least 6%, and a total risk-based capital ratio of at least 10%. Tier I risk-based capital is, primarily, common stock and retained earnings, net of goodwill and other intangible assets.

Quantitative measures established by regulation to ensure capital adequacy require the Company and the Bank to maintain minimum amounts and ratios (set forth in the following table) of total and Tier 1 capital (as defined in the regulations) to risk-weighted assets (as defined) and of Tier 1 capital (as defined) to average assets (as defined).

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The Company's and CWB's actual capital amounts and ratios as of December 31, 2010 and December 31, 2009 are presented in the table below:

| (dollars in thousands) | Total Capital | Tier 1 Capital | Risk-Weighted Assets | Adjusted Average Assets (dollars in thousands) | Total Risk-Based Capital Ratio | Tier 1 Risk-Based Capital Ratio | Tier 1 Leverage Ratio |
|---|---------------|----------------|----------------------|---|--------------------------------|---------------------------------|-----------------------|
| December 31, 2010 | | | | | | | |
| CWBC (Consolidated) | \$ 76,283 | \$ 61,385 | \$ 538,685 | \$ 676,397 | 14.16 % | 11.40 % | 9.08 % |
| Capital in excess of well capitalized CWB | 69,308 | 62,494 | 538,463 | 676,127 | 12.87 % | 11.61 % | 9.24 % |
| Capital in excess of well capitalized | | | | | \$ 22,415 | \$ 29,064 | \$ 27,565 |
| | | | | | \$ 15,462 | \$ 30,186 | \$ 28,688 |
| December 31, 2009 | | | | | | | |
| CWBC (Consolidated) | \$ 66,984 | \$ 60,029 | \$ 549,207 | \$ 681,101 | 12.20 % | 10.93 % | 8.81 % |
| Capital in excess of well capitalized CWB | 66,175 | 59,219 | 549,240 | 681,129 | 12.05 % | 10.78 % | 8.69 % |
| Capital in excess of well capitalized | | | | | \$ 12,063 | \$ 27,077 | \$ 25,974 |
| | | | | | \$ 11,251 | \$ 26,265 | \$ 25,163 |
| Well capitalized ratios | | | | | 10.00 % | 6.00 % | 5.00 % |
| Minimum capital ratios | | | | | 8.00 % | 4.00 % | 4.00 % |

The Company and CWB each met the minimum ratios required to be classified as "well capitalized" under generally applicable regulatory guidelines.

17. COMMITMENTS AND CONTINGENCIES

Commitments

In the normal course of business, the Company is a party to financial instruments with off-balance-sheet risk to meet the financing needs of its customers. These financial instruments include commitments to extend credit and standby letters of credit. These instruments involve, to varying degrees, elements of credit and interest rate risk in excess of the amount recognized in the balance sheet. The Company's exposure to credit loss in the event of nonperformance by the other party to commitments to extend credit and standby letters of credit is represented by the contractual notional amount of those instruments. As of December 31, 2010 and 2009, the Company had commitments to extend credit of approximately \$27.2 million and \$32.3 million, respectively, including obligations to extend standby letters of credit of approximately \$552,000 and \$543,000 respectively.

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since many of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements.

Standby letters of credit are conditional commitments issued by the Company to guarantee the performance of a customer to a third party. Those guarantees are primarily issued to support private borrowing arrangements. All guarantees are short-term and expire within one year.

The Company uses the same credit policies in making commitments and conditional obligations as it does for extending loan facilities to customers. The Company evaluates each customer's creditworthiness on a case-by-case basis. The amount of collateral obtained, if deemed necessary by the Company upon extension of credit, is based on management's credit evaluation of the counterparty. Collateral held varies but may include accounts receivable, inventory, property, plant and equipment and income-producing commercial properties.

Loans Sold

The Company has sold loans that are guaranteed or insured by government agencies for which the Company retains all servicing rights and responsibilities. The Company is required to perform certain monitoring functions in connection with these loans to preserve the guarantee by the government agency and prevent loss to the Company in the event of nonperformance by the borrower. Management believes that the Company is in compliance with these requirements. The outstanding balance of the sold portion of such loans was approximately \$55.3 million and \$68.0 million at December 31, 2010 and 2009, respectively.

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The Company retains a certain level of risk relating to the servicing activities and retained interest in sold SBA loans. In addition, during the period of time that the loans are held for sale, the Company is subject to various business risks associated with the lending business, including borrower default, foreclosure and the risk that a rapid increase in interest rates would result in a decline of the value of loans held for sale to potential purchasers. In connection with its loan sales, the Company enters agreements which generally require the Company to repurchase or substitute loans in the event of a breach of a representation or warranty made by the Company to the loan purchaser, any misrepresentation during the mortgage loan origination process or, in some cases, upon any fraud or early default on such mortgage loans.

Executive Salary Continuation

The Company has an agreement with a former officer/director, which provides for a monthly cash payment to the officer or beneficiaries in the event of death, disability or retirement, beginning in December 2003 and extending for a period of fifteen years. In connection with the agreement, the Company purchased a life insurance policy as an investment. The cash surrender value of the policy was \$855,000 and \$834,000 at December 31, 2010 and 2009, respectively, and is included in other assets. The present value of the Company's liability under the agreement was calculated using a discount rate of 6% and is included in accrued interest payable and other liabilities in the accompanying consolidated balance sheets. In 2010 and 2009, the Company paid \$50,000 to the former officer/director under the terms of this agreement. The accrued executive salary continuation liability was \$316,000 and \$346,000 at December 31, 2010 and 2009, respectively.

The Company also has certain Key Man life insurance policies related to a former officer/director. The combined cash surrender value of the policies was \$212,000 and \$209,000 at December 31, 2010 and 2009, respectively.

Litigation

The Company is involved in litigation of a routine nature that is handled and defended in the ordinary course of the Company's business. In the opinion of management, based in part on consultation with legal counsel, the resolution of these other litigation matters will not have a material impact on the Company's financial position or results of operations. There are no pending legal proceedings to which the Company or any of its directors, officers, employees or affiliates, or any principal security holder of the Company or any associate of any of the foregoing, is a party or has an interest adverse to the Company, or of which any of the Company's properties are subject.

18. SUBSEQUENT EVENTS

Subsequent events have been evaluated through the date the financial statements were issued.

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19. COMMUNITY WEST BANCSHARES FINANCIAL STATEMENTS – CONSOLIDATION

BALANCE SHEET

December 31, 2010

| | CWB | CWBC | Eliminations | Consolidated |
|--|------------------|-----------------|---------------------|-------------------|
| | (in thousands) | | | |
| Assets | | | | |
| Cash, due from banks and interest-earning deposits | \$6,516 | \$6,899 | \$ (6,899)a | \$ 6,516 |
| FHLB and FRB stock | 6,353 | - | - | 6,353 |
| Investments | 40,235 | - | - | 40,235 |
| Total loans | 580,632 | - | - | 580,632 |
| Foreclosed real estate and repossessed assets | 8,478 | - | - | 8,478 |
| Premises and equipment, net | 2,915 | - | - | 2,915 |
| Other assets | 22,000 | 475 | - | 22,475 |
| Investment in subsidiary | - | 62,572 | (62,572)b | - |
| Due from parent/sub | 82 | - | (82)c | - |
| Total assets | \$667,211 | \$69,946 | \$ (69,553) | \$ 667,604 |
| Liabilities | | | | |
| Deposits | \$536,792 | \$- | \$ (6,899)a | \$ 529,893 |
| Other borrowings | 64,000 | 8,081 | - | 72,081 |
| Other liabilities | 3,668 | 320 | - | 3,988 |
| Due to parent/sub | - | 82 | (82)c | - |
| Total liabilities | 604,460 | 8,483 | (6,981) | 605,962 |
| Stockholders' equity | | | | |
| Preferred Stock | - | 14,807 | - | 14,807 |
| Common Stock | 44,769 | 33,134 | (44,769) b | 33,134 |
| Accumulated other comprehensive income | 179 | - | - | 179 |
| Retained earnings | 17,803 | 13,522 | (17,803)b | 13,522 |
| Total stockholders' equity | 62,751 | 61,463 | (62,572) | 61,642 |
| Total liabilities and stockholders' equity | \$667,211 | \$69,946 | \$ (69,553) | \$ 667,604 |

INCOME STATEMENT

Year ended December 31, 2010

| | CWB | CWBC | Eliminations | Consolidated |
|--|----------------|----------------|--------------------|-----------------|
| | (in thousands) | | | |
| Interest income | \$39,234 | \$40 | \$ (40)d | \$ 39,234 |
| Interest Expense | 9,708 | 289 | (40)d | 9,957 |
| Net interest income | 29,526 | (249) | - | 29,277 |
| Provision for loan losses | 8,743 | - | - | 8,743 |
| Net Interest Income after provision for loan losses | 20,783 | (249) | - | 20,534 |
| Equity in undistributed subsidiary net income | - | 2,553 | (2,553)e | - |
| Non- interest income | 4,015 | - | - | 4,015 |
| Non-interest expenses | 20,468 | 523 | - | 20,991 |
| Income before income taxes | 4,330 | 1,781 | (2,553) | 3,558 |
| Provision (benefit) for income taxes | 1,777 | (310) | - | 1,467 |
| Net income | \$2,553 | \$2,091 | \$ (2,553) | \$ 2,091 |

-
- a Elimination of CWBC cash held as deposit at CWB
 - b Elimination of investment in CWB and elimination of CWB equity
 - c Elimination of CWBC payable to CWB
 - d Elimination of interest on deposits paid by CWB to CWBC
 - e Elimination of undistributed subsidiary net income

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20.COMMUNITY WEST BANCSHARES FINANCIAL STATEMENTS (PARENT COMPANY ONLY)

| Balance Sheets | December 31, | |
|--|----------------|----------|
| | 2010 | 2009 |
| Assets | (in thousands) | |
| Cash and equivalents | \$6,899 | \$977 |
| Investment in subsidiary | 62,572 | 59,319 |
| Other assets | 475 | 2 |
| Total assets | \$69,946 | \$60,298 |
| Liabilities and stockholders' equity | | |
| Convertible debentures | \$8,081 | \$- |
| Other liabilities | 402 | 169 |
| Total liabilities | 8,483 | 169 |
| Preferred stock | 14,807 | 14,540 |
| Common stock | 33,133 | 33,110 |
| Retained earnings | 13,523 | 12,479 |
| Total stockholders' equity | 61,463 | 60,129 |
| Total liabilities and stockholders' equity | \$69,946 | \$60,298 |

| Income Statements | Year Ended December 31, | | |
|---|-------------------------|------------|---------|
| | 2010 | 2009 | 2008 |
| | (in thousands) | | |
| Total income | \$40 | \$39 | \$- |
| Total expense | 812 | 124 | 432 |
| Equity in undistributed subsidiaries: Net income (loss) from subsidiaries | 2,553 | (5,701) | 1,791 |
| Income (loss) before income tax provision | 1,781 | (5,786) | 1,359 |
| Benefit for income taxes | (310) | (23) | (122) |
| Net income (loss) | \$2,091 | \$(5,763) | \$1,481 |
| Preferred stock dividends | 1,047 | 1,046 | 35 |
| Net income (loss) applicable to common stockholders | \$1,044 | \$(6,809) | \$1,446 |

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| Statements of Cash Flows | Year Ended December 31, | | |
|---|-------------------------|-----------|----------|
| | 2010 | 2009 | 2008 |
| | (in thousands) | | |
| Cash flows from operating activities: | | | |
| Net income (loss) | \$2,091 | \$(5,763) | \$1,481 |
| Adjustments to reconcile net income to cash used in operating activities: | | | |
| Equity in undistributed (income) loss from subsidiaries | (2,553) | 5,701 | (1,791) |
| Stock-based compensation | 19 | 29 | 181 |
| Net change in other liabilities | 233 | (49) | 90 |
| Net change in other assets | (473) | 119 | 91 |
| Net cash (used in) provided by operating activities | (683) | 37 | 52 |
| Cash flows from investing activities: | | | |
| Investments in subsidiaries | (700) | (11,000) | (5,000) |
| Net cash used in investing activities | (700) | (11,000) | (5,000) |
| Cash flows from financing activities: | | | |
| Proceeds from issuance of preferred stock | - | - | 15,450 |
| Preferred stock dividend | (1,047) | (1,046) | (35) |
| Amortization of discount on preferred stock | 267 | 240 | 9 |
| Proceeds from issuance of convertible debentures | 8,085 | - | - |
| Proceeds from issuance of common stock | - | - | 105 |
| Cash dividend payments to shareholders | - | - | (709) |
| Net cash provided by (used in) financing activities | 7,305 | (806) | 14,820 |
| Net increase (decrease) in cash and cash equivalents | 5,922 | (11,769) | 9,872 |
| Cash and cash equivalents at beginning of year | 977 | 12,746 | 2,874 |
| Cash and cash equivalents, at end of year | \$6,899 | \$977 | \$12,746 |

21. QUARTERLY FINANCIAL DATA (unaudited)

Income statement results on a quarterly basis were as follows:

| | Year Ended December 31, 2010 | | | | |
|---|-----------------------------------|---------|---------|---------|----------|
| | Q4 | Q3 | Q2 | Q1 | Totals |
| | (in thousands, except share data) | | | | |
| Interest income | \$9,862 | \$9,727 | \$9,703 | \$9,942 | \$39,234 |
| Interest expense | 2,419 | 2,419 | 2,472 | 2,647 | 9,957 |
| Net interest income | 7,443 | 7,308 | 7,231 | 7,295 | 29,277 |
| Provision for loan losses | 1,279 | 1,518 | 2,872 | 3,074 | 8,743 |
| Net interest income after provision for loan losses | 6,164 | 5,790 | 4,359 | 4,221 | 20,534 |
| Non-interest income | 1,220 | 1,023 | 933 | 839 | 4,015 |
| Non-interest expenses | 5,588 | 5,035 | 5,397 | 4,971 | 20,991 |
| Income (loss) before income taxes | 1,796 | 1,778 | (105) | 89 | 3,558 |
| Provision (benefit) for income taxes | 739 | 733 | (43) | 38 | 1,467 |
| NET INCOME (LOSS) | 1,057 | 1,045 | (62) | 51 | 2,091 |
| Preferred stock dividends | 262 | 261 | 262 | 262 | 1,047 |
| NET INCOME (LOSS) APPLICABLE TO COMMON STOCKHOLDERS | \$795 | \$784 | \$(324) | \$(211) | \$1,044 |

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Earnings (loss) per common share:

| | | | | | |
|---------|--------|--------|-----------|-----------|--------|
| Basic | \$0.13 | \$0.13 | \$(0.05) | \$(0.04) | \$0.18 |
| Diluted | 0.11 | 0.12 | (0.05) | (0.04) | 0.18 |

Cash dividends per common share

| | | | | | |
|--|---|---|---|---|---|
| | - | - | - | - | - |
|--|---|---|---|---|---|

Weighted average common shares:

| | | | | | |
|---------|-------|-------|-------|-------|-------|
| Basic | 5,915 | 5,915 | 5,915 | 5,915 | 5,915 |
| Diluted | 8,226 | 7,246 | 5,915 | 5,915 | 6,833 |

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| | Year Ended December 31, 2009 | | | | Totals |
|--|---------------------------------------|------------|-----------|-------------|-------------|
| | Q4 | Q3 | Q2 | Q1 | |
| | (in thousands, except per share data) | | | | |
| Interest income | \$ 10,108 | \$ 10,378 | \$ 10,200 | \$ 10,217 | \$ 40,903 |
| Interest expense | 3,058 | 3,467 | 3,966 | 4,454 | 14,945 |
| Net interest income | 7,050 | 6,911 | 6,234 | 5,763 | 25,958 |
| Provision for loan losses | 2,788 | 2,592 | 743 | 12,555 | 18,678 |
| Net interest income (loss) after provision for loan losses | 4,262 | 4,319 | 5,491 | (6,792) | 7,280 |
| Non-interest income | 1,029 | 966 | 1,255 | 1,168 | 4,418 |
| Non-interest expenses | 5,124 | 5,165 | 5,383 | 5,807 | 21,479 |
| Income (loss) before income taxes | 167 | 120 | 1,363 | (11,431) | (9,781) |
| Provision (benefit) for income taxes | 70 | 51 | 563 | (4,702) | (4,018) |
| NET INCOME (LOSS) | 97 | 69 | 800 | (6,729) | (5,763) |
| Preferred stock dividends | 262 | 261 | 262 | 261 | 1,046 |
| NET (LOSS) INCOME APPLICABLE TO COMMON STOCKHOLDERS | \$ (165) | \$ (192) | \$ 538 | \$ (6,990) | \$ (6,809) |
| (Loss) earnings per common share: | | | | | |
| Basic | \$ (0.03) | \$ (0.03) | \$ 0.09 | \$ (1.18) | \$ (1.15) |
| Diluted | (0.03) | (0.03) | 0.09 | (1.18) | (1.15) |
| Cash dividends per common share | - | - | - | - | - |
| Weighted average common shares: | | | | | |
| Basic | 5,915 | 5,915 | 5,915 | 5,915 | 5,915 |
| Diluted | 5,915 | 5,915 | 5,915 | 5,915 | 5,915 |

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

None

ITEM 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Under the supervision and with the participation of the Company's management, the Chief Executive Officer and the Chief Financial Officer evaluated the effectiveness of the design and operation of the Company's disclosure controls and procedures as of December 31, 2010. Based on and as of the time of such evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective in timely alerting them to material information relating to the Company (including its consolidated subsidiary) required to be included in the Company's reports that it files with or submits to the Securities and Exchange Commission under the Securities Exchange Act of 1934. There have been no changes in the Company's internal control over financial reporting that occurred during the Company's year ended December 31, 2010, that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Report on Management's Assessment of Internal Control over Financial Reporting

The management of Community West Bancshares is responsible for establishing and maintaining an adequate internal control over financial reporting. 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 reporting purposes in accordance with accounting principles generally accepted in the United States of America. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Management has assessed the effectiveness of Community West Bancshares' internal control over financial reporting as of December 31, 2010. In making its assessment, management has utilized the criteria set forth by the Committee of Sponsoring Organizations (COSO) of the Treadway Commission in Internal Control — Integrated Framework. Management concluded that based on its assessment, Community West Bancshares internal control over financial reporting was effective as of December 31, 2010.

There were no changes in the Company's internal control over financial reporting during the fiscal quarter ended December 31, 2010 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

None.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The information required by Item 401 of Regulation S-K concerning the directors and executive officers of the Company is incorporated herein by reference from the section entitled "Proposal 1 – Election of Directors" contained in the definitive proxy statement ("Proxy Statement") of the Company to be filed pursuant to Regulation 14A within 120 days after the end of the Company's last fiscal year.

The information required by Item 405 of Regulation S-K is incorporated herein by reference from the section entitled “Section 16(a) Beneficial Ownership Reporting Compliance” contained in the Proxy Statement.

The information required by Items 407(c)(3), (d)(4) and (d)(5) of Regulation S-K is incorporated herein by reference from the section entitled “Certain Information Regarding the Board of Directors” contained in the Proxy Statement.

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The Company has adopted a code of ethics that applies to its principal executive officer, principal financial officer, principal accounting officer or controller and persons performing similar functions. A copy of the code of ethics is available on the Company's website at www.communitywest.com.

ITEM 11. EXECUTIVE COMPENSATION

Information required by Item 402 of Regulation S-K concerning executive compensation is incorporated herein by reference from the section entitled "Executive Compensation" contained in the Proxy Statement.

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

Information required by Item 403 of Regulation S-K concerning security ownership of certain beneficial owners and management is incorporated herein by reference from the section entitled "Security Ownership of Certain Beneficial Owners, Directors and Executive Officers" contained in the Proxy Statement.

Information required by Item 201(d) of Regulation S-K is contained under "Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities - Securities Authorized for Issuance Under Equity Compensation Plans" herein.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE

Information required by Item 404 of Regulation S-K concerning certain relationships and related transactions is incorporated herein by reference from the section entitled "Executive Compensation – Certain Relationships and Related Transactions" contained in the Proxy Statement.

Information required by Item 407(a) of Regulation S-K concerning director independence is incorporated herein by reference from the section entitled "Proposal 1 – Election of Directors – Directors and Executive Officers" contained in the Proxy Statement.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

Information concerning principal accountant fees and services is incorporated herein by reference from the section entitled "Proposal 3- Ratification of the Company's Independent Auditors" contained in the Proxy Statement.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(a)(1) The following Consolidated Financial Statements of Community West Bancshares are filed as part of this Annual Report.

| | |
|---|-----|
| Report of Independent Registered Public Accounting Firm | F-1 |
| Consolidated Balance Sheets as of December 31, 2010 and 2009 | F-2 |
| Consolidated Income Statements for each of the three years in the period ended December 31, 2010 | F-3 |
| Consolidated Statements of Stockholders' Equity for each of the three years in the period ended December 31, 2010 | F-4 |
| | F-5 |

Consolidated Statements of Cash Flows for each of the three years in
the period ended December 31, 2010

Notes to Consolidated Financial Statements

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(a)(2) Financial Statement Schedules

Financial statement schedules other than those listed above have been omitted because they are either not applicable or the information is otherwise included.

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(a)(3) Exhibits. The following is a list of exhibits filed as a part of this Annual Report.

| | |
|--------|--|
| 3.1 | Articles of Incorporation (3) |
| 3.2 | Amended and Restated Articles of Incorporation (11) |
| 3.3 | Bylaws (3) |
| 3.4 | Certificate of Amendment of Bylaws (11) |
| 3.5 | Certificate of Determination of Fixed Rate Cumulative Perpetual Preferred Stock, Series A (11) |
| 4.1 | Common Stock Certificate (2) |
| 4.2 | Warrant to Purchase 521,158 shares of Common Stock, dated December 19, 2008, issued to the United States Department of the Treasury (12) |
| 4.3 | Form of Debenture (13) |
| 4.4 | Form of Subscription Certificate (13) |
| 10.1* | 1997 Stock Option Plan and Form of Stock Option Agreement (1) |
| 10.3* | Salary Continuation Agreement between Goleta National Bank and Llewellyn Stone, President and CEO (3) |
| 10.9 | Indemnification Agreement between the Company and Lynda Nahra, dated December 20, 2001 (4) |
| 10.17 | Indemnification Agreement between the Company and Charles G. Baltuskonis, dated March 18, 2003 (5) |
| 10.21 | Assistant Secretary's Certificate of Adoption of Amendment No. 1 to Community West Bancshares 1997 Stock Option Plan (6) |
| 10.22* | Community West Bancshares 2006 Stock Option Plan (7) |
| 10.23* | Community West Bancshares 2006 Stock Option Plan form of Stock Option Agreement (7) |
| 10.24* | Employment and Confidentiality Agreement date January 1, 2007 among Community West Bank, Community West Bancshares and Lynda J. Nahra (8) |
| 10.25* | Employment and Confidentiality Agreement date July 1, 2007 among Community West Bank, Community West Bancshares and Charles G. Baltuskonis (9) |
| 10.27* | Employment and Confidentiality Agreement, dated September 5, 2008, among Community West Bank, Community West Bancshares and Richard M. Favor (10) |
| 10.28 | Letter Agreement, dated December 19, 2008, between Community West Bancshares and the United States Department of the Treasury, and the Securities Purchase Agreement - Standard Terms attached thereto and incorporated therein (12) |
| 10.29 | Letter Agreement, dated December 19, 2008, between Community West Bancshares and the United States Department of the Treasury regarding the Number of Director Positions (12) |
| 10.30* | Agreement, dated December 19, 2008, between Community West Bancshares and Lynda Nahra regarding modifications to Benefit Plans (12) |
| 10.31* | Agreement, dated December 19, 2008, between Community West Bancshares and Charles Baltuskonis regarding modifications to Benefit Plans (12) |
| 10.32* | Agreement, dated December 19, 2008, between Community West Bancshares and Richard Favor regarding modifications to Benefit Plans (12) |
| 10.33 | Waiver of Lynda Nahra, dated December 19, 2008, waiving claims against Community West Bancshares and the United States Department of the Treasury as a result of modifications to Benefit Plans (12) |

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| 10.34 | Waiver of Charles Baltuskonis, dated December 19, 2008, waiving claims against Community West Bancshares and the United States Department of the Treasury as a result of modifications to Benefit Plans (12) |
| 10.35 | Waiver of Richard Favor, dated December 19, 2008, waiving claims against Community West Bancshares and the United States Department of the Treasury as a result of modifications to Benefit Plans (12) |
| 21 | Subsidiaries of the Registrant (7) |
| <u>23.1</u> | Consent of Ernst & Young LLP ** |
| <u>31.1</u> | Certification of the Chief Executive Officer ** |
| <u>31.2</u> | Certification of the Chief Financial Officer** |
| <u>32.1</u> | Certification pursuant to 18 U.S.C. Section 1350 ** |
| <u>99.1</u> | Certification of Principal Executive Officer Pursuant to Section III(b)(4) of the Emergency Economic Stabilization Act of 2008 *** |
| <u>99.2</u> | Certification of Principal Financial Officer Pursuant to Section III(b)(4) of the Emergency Economic Stabilization Act of 2008 *** |

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- (1) Incorporated by reference from the Registrant's Registration Statement on Form S-8 filed with the Commission on December 31, 1997.
 - (2) Incorporated by reference from the Registrant's Amendment to Registration Statement on Form 8-A filed with the Commission on March 12, 1998.
 - (3) Incorporated by reference from the Registrant's Annual Report on Form 10-K filed with the Commission on March 26, 1998.
 - (4) Incorporated by reference from the Registrant's Annual Report on Form 10-K for the year ended December 31, 2001 filed by the Registrant with the Commission on April 16, 2002.
 - (5) Incorporated by reference from the Registrant's Annual Report on Form 10-K for the year ended December 31, 2002 filed with the Commission on March 31, 2003.
 - (6) Incorporated by reference from the Registrant's Registration Statement on Form S-8 (File No 333-129898) filed with the Commission on November 22, 2005.
 - (7) Incorporated by reference from Registrant's Annual Report on Form 10-K for the year ended December 31, 2006 filed with the Commission on March 26, 2007.
 - (8) Incorporated by reference from the Registrant's Form 8-K filed with the Commission on February 28, 2007
 - (9) Incorporated by reference from the Registrant's Form 8-K filed with the Commission on July 2, 2007
 - (10) Incorporated by reference from Registrant's Form 8-K filed with the Commission on September 10, 2008
 - (11) Incorporated by reference from the Registrant's Form 8-K filed with the Commission on December 18, 2008
 - (12) Incorporated by reference from the Registrant's Form 8-K filed with the Commission on December 24, 2008
 - (13) Incorporated by reference from the Registrant's Amendment No. 2 to Registration Statement on Form S-1 filed with the Commission on April 30, 2010.

* Indicates a management contract or compensatory plan or arrangement.

** Filed herewith.

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SIGNATURES

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

COMMUNITY WEST BANCSHARES
(Registrant)

Date: March 24, 2011

By: /s/ William R. Peeples
William R. Peeples
Chairman of the Board

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

| Signature | Title | Date |
|--|--|----------------|
| /s/ William R. Peeples William R. Peeples | Director and Chairman of the Board | March 24, 2011 |
| /s/ Charles G. Baltuskonis Charles G. Baltuskonis | Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer) | March 24, 2011 |
| /s/ Robert H. Bartlein Robert H. Bartlein | Director | March 24, 2011 |
| /s/ Jean W. Blois Jean W. Blois | Director | March 24, 2011 |
| /s/ John D. Illgen John D. Illgen | Director and Secretary of the Board | March 24, 2011 |
| /s/ Lynda J. Nahra Lynda J. Nahra | Director, President and Chief Executive Officer (Principal Executive Officer) | March 24, 2011 |
| /s/ James R. Sims Jr. James R. Sims Jr. | Director | March 24, 2011 |
| /s/ Kirk B. Stovesand Kirk B. Stovesand | Director | March 24, 2011 |
| /s/ C. Richard Whiston C Richard Whiston | Director | March 24, 2011 |

