

Bank of Commerce Holdings
Form 10-K
March 13, 2009

**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, 2008

OR

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

For the transition period from _____ to _____

Commission File Number 0-25135

(Exact name of Registrant as specified in its charter)

California
(State or jurisdiction of incorporation or organization)

94-2823865
(I.R.S. Employer Identification Number)

1901 Churn Creek Road
Redding, California
(Address of principal executive offices)

96002
(Zip Code)

Registrant's telephone number, including area code: (530) 722-3955

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

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

Common Stock, No Par Value per share

NASDAQ National Market

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

Note: Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Exchange Act from their obligations under those Sections.

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

Indicate by check mark if 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 to Part III of this Form 10-K or any amendment to this Form 10-K.

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

Large accelerated
filer

Accelerated filer

Non-accelerated filer

Smaller reporting
company

Edgar Filing: Bank of Commerce Holdings - Form 10-K

(Do not check if a smaller reporting
company)

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

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter.

As of the last day of the second fiscal quarter of 2008, the aggregate market value of the registrant's common stock held by non-affiliates of the registrant was (\$41,847,856) based on the closing sale price of \$6.96 as reported on the NASDAQ National Market (National Association of Securities Dealers Automated Quotation System National Market System) as of June 30, 2008.

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the last practicable date.

Class	Outstanding at February 28, 2009
Preferred Stock, \$1,000 par value	17,000
Common Stock, No par value per share	8,711,495

DOCUMENTS INCORPORATED BY REFERENCE

Document	Parts Into Which Incorporated
Proxy Statement for the Annual Meeting of Stockholders To be held May 12, 2009 (Proxy Statement)	Part III

Bank of Commerce Holdings Form 10-K**Table of Contents**

<u>Part I.</u>		
<u>Item 1.</u>	<u>Business</u>	4
	<u>General</u>	4
	<u>Preferred Stock</u>	5
	<u>Junior Subordinated Debentures</u>	6
	<u>Primary market areas</u>	7
	<u>Products and services</u>	7
	<u>Government supervision and regulation</u>	8
	General	
	<u>Dividend Restrictions</u>	8
	<u>Interstate Banking</u>	9
	<u>Capital standards</u>	9
	<u>Overview of the New Accord</u>	9
	<u>Fiscal and Monetary Policies</u>	10
	<u>Privacy Provisions of Gramm-Leach-Bliley Act</u>	10
	<u>Sarbanes-Oxley Act of 2002</u>	10
	<u>Patriot Act</u>	11
	<u>Future Legislation</u>	11
	<u>State regulation and supervision</u>	11
	<u>Prompt corrective action and other enforcement mechanisms</u>	11
	<u>Safety and soundness standards</u>	12
	<u>Community reinvestment act and fair lending developments</u>	12
	<u>Recently enacted accounting rules</u>	13
	<u>Competition</u>	14
	<u>Employees</u>	14
<u>Item 1(A)</u>	<u>Risk factors that may affect results</u>	15
	<u>Overview</u>	15
	<u>Lending risks associated with commercial banking and construction activities</u>	16
	<u>Dependence on real estate</u>	16
	<u>Risks specific to operations in California</u>	16
	<u>Interest rate risk</u>	16
	<u>Potential volatility of deposits</u>	17
	<u>Dividends</u>	17
	<u>Government regulation and legislation</u>	17
	<u>Economic conditions and geographical concentration</u>	17
	<u>Reliance on key employees and others</u>	17
	<u>Adequacy of allowance for loan and lease losses (ALLL)</u>	18
	<u>Certain ownership restrictions under California and Federal law</u>	18
	<u>Shares eligible for future sale</u>	18
	<u>Technology and computer systems</u>	18
	<u>Environmental risks</u>	19
<u>Item 1(B)</u>	<u>Unresolved staff comments</u>	19
<u>Item 2.</u>	<u>Properties</u>	20
<u>Item 3.</u>	<u>Legal proceedings</u>	20
<u>Item 4.</u>	<u>Submission of matters to a vote of security holders</u>	20
<u>Part II.</u>		

<u>Item 5.</u>	<u>Market for Registrants common equity and related Shareholder matters and Issuer purchases of equity securities</u>	21
	<u>Equity compensation plan information</u>	22
	<u>Stock Performance Chart</u>	23
<u>Item 6.</u>	<u>Selected consolidated financial data</u>	24

<u>Item 7.</u>	<u>Management's discussion and analysis of financial condition and results of operations</u>	25
	<u>Executive overview</u>	25
	<u>Risk Management</u>	26
	<u>Liquidity risk management</u>	27
	<u>Credit risk management</u>	28
	<u>Market risk management</u>	31
	<u>Operational risk management</u>	32
	<u>Critical accounting policies</u>	32
	<u>General</u>	32
	<u>Valuation of Investments and Impairment of Securities</u>	32
	<u>Allowance for loan and lease losses (ALLL)</u>	33
	<u>Stock-based compensation</u>	33
	<u>Revenue recognition</u>	34
	<u>Income taxes</u>	34
	<u>Financial highlights - Results of operations</u>	35
	<u>Key Financial Ratios</u>	35
	<u>Balance Sheet</u>	35
	<u>Sources of Income</u>	36
	<u>Year ended December 31, 2008 compared to Year ended December 31, 2007</u>	37
	<u>Year ended December 31, 2007 compared to Year ended December 31, 2006</u>	38
	<u>Net Interest Income and net interest margin</u>	38
	<u>Noninterest Income</u>	41
	<u>Noninterest Expense</u>	41
	<u>Income taxes</u>	42
	<u>Asset Quality</u>	42
	<u>Nonperforming assets</u>	43
	<u>Available-for-sale securities</u>	44
	<u>Deposit structure</u>	44
	<u>Capital management and adequacy</u>	45
	<u>Lending transactions with related parties</u>	46
	<u>Impact of inflation</u>	46
	<u>Commitments</u>	46
<u>Item 7a.</u>	<u>Quantitative and qualitative disclosures to market risk</u>	48
<u>Item 8.</u>	<u>Financial Statements and supplementary data</u>	51
<u>Item 9.</u>	<u>Changes in and disagreements with accountants on accounting and financial disclosures</u>	93
<u>Item 9A.</u>	<u>Controls and procedures</u>	93
<u>Item 9B.</u>	<u>Other Information</u>	93
<u>Part III.</u>		
<u>Item 10.</u>	<u>Directors, Executive Officers and Corporate Governance</u>	94
<u>Item 11.</u>	<u>Executive compensation</u>	95
<u>Item 12.</u>	<u>Security ownership of beneficial owners and management and related stockholder matters</u>	95
<u>Item 13.</u>	<u>Certain relationships and related transactions, and Director independence</u>	95
<u>Item 14.</u>	<u>Principal Accountant fees and services</u>	95
<u>Part IV.</u>		
<u>Item 15.</u>	<u>Exhibits, financial statements, certifications</u>	97

Documents Incorporated By Reference

Edgar Filing: Bank of Commerce Holdings - Form 10-K

Items numbered 10 (as to directors), 11 and 12 of Part III incorporate by reference information from the Registrant's Proxy Statement to be filed with the Securities and Exchange Commission in connection with the solicitation of proxies for the Registrant's 2009 Annual Meeting of Shareholders. The 2009 Annual Meeting of Shareholders will be held on Tuesday, May 12, 2009.

PART I

Item 1. BUSINESS

Bank of Commerce Holdings (the Holding Company) is a corporation organized under the laws of California and a financial holding company (FHC) registered under the Bank Holding Company Act of 1956, as amended (BHC Act). The Holding Company's principal business is to serve as a holding company for Redding Bank of Commerce, Roseville Bank of Commerce, and Bank of Commerce Mortgage, and for other banking or banking-related subsidiaries which the Holding Company may establish or acquire (collectively the Company). The Holding Company also has two unconsolidated subsidiaries, Bank of Commerce Holdings Trust and Bank of Commerce Holdings Trust II. The Company is listed on the NASDAQ National Market under the trading symbol BOCH (Bank of Commerce Holdings).

The Bank was incorporated as a California banking corporation on November 25, 1981, and received its certificate of authority to begin banking operations on October 22, 1982. The Bank operates five full service facilities in two diverse markets in Northern California. Bank of Commerce is proud of its reputation as Northern California's premier bank for business. During 2007, the Company re-branded Bank of Commerce as *Bank of Choice* reflecting a renewed commitment to making Bank of Commerce the *bank of choice* for local businesses with a fresh focus on family and personal finances.

The Mortgage subsidiary, Bank of Commerce Mortgage, an affiliate of Bank of Commerce, principal business is mortgage brokerage services. The subsidiary has an affiliated business agreement with BWC Mortgage Services. Under the terms of the agreement, BWC Mortgage Services underwrites or brokers mortgage products, manages the independent contractors, supporting staff, and broker relationships with secondary market lenders. Bank of Commerce Mortgage, through this agreement, provides office space, equipment, and marketing support for the mortgage brokerage business. All loans are sold in the secondary market. Bank of Commerce Mortgage pays ten percent of gross premiums earned to BWC Mortgage Services.

The Company continuously searches for expansion possibilities, through internal growth, strategic alliances, acquisitions or new office and product opportunities. Systematically, the company will reevaluate the short and long-term profitability of all lines of business, and will not hesitate to reduce or eliminate unprofitable locations or lines of business. The Company remains a viable, independent bank by enhancing shareholder value. This has been realized by proactive management and commitment to staff, customers, and the markets served.

At December 31, 2008, the Company had assets of \$774 million, loans of \$519 million, deposits and borrowings of \$689 million and stockholder's equity of \$63 million.

The Company will provide free of charge upon request, or through links to publicly available filings accessed through its Internet website, the Company's annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports, if any, as soon as reasonably practical after such reports have been filed with the Securities and Exchange Commission. The Internet address of the Company is www.bankofcommerceholdings.com. Additionally, reports may be obtained through the Securities and Exchange Commission's website at www.sec.gov.

General

Parent Bank Holding Company. As a financial holding company, the Parent is subject to regulation under the BHC act and to inspection, examination and supervision by its primary regulator, the Board of Governors of the Federal Reserve System (Federal Reserve Board or FRB). The Parent is also subject to the disclosure and regulatory requirements of the Securities and Exchange Act of 1933, as amended, and the Securities and Exchange Act of 1934, as amended, both as administered by the Securities and Exchange Commission (SEC). As a listed Company on the NASDAQ National Market, the Parent is subject to the rules of the NASDAQ for listed companies.

Subsidiary Bank. The Company's subsidiary bank is subject to regulation and examination primarily by the Federal Deposit Insurance Corporation (FDIC) and secondarily by the California Department of Financial Institutions (CDFI).

Nonbank Subsidiary. The Company's nonbank subsidiary may be subject to the laws and regulations of the federal government and/or the State of California.

Parent Bank Holding Company Activities

Financial in Nature Requirement. As a bank holding company that has elected to become a financial holding company pursuant to the BHC Act, we may affiliate with securities firms and insurance companies and engage in other activities that are financial in nature or incidental or complementary to activities that are financial in nature.

Financial in Nature activities include securities underwriting, dealing and market making, sponsoring mutual funds and investment companies, insurance underwriting and agency, merchant banking, and activities that the FRB, in consultation with the Secretary of the U.S. Treasury, determines from time to time to be financial in nature or incidental to such financial activity or is complementary to a financial activity and does not pose a safety and soundness risk.

FRB approval is not required for the Company to acquire a company (other than a bank holding company, bank or savings association) engaged in activities that are financial in nature or incidental to activities that are financial in nature, as determined by the FRB. Prior FRB approval is required before the Company may acquire the beneficial ownership or control of more than 5% of the voting shares or substantially all of the assets of a bank holding company, bank or savings association.

Because the Company is a financial holding company, if the subsidiary bank receives a rating under the Community Reinvestment Act of 1977, as amended (CRA), of less than satisfactory, the Company will be prohibited, until the rating is raised to satisfactory or better, from engaging in new activities or acquiring companies other than bank holding companies, banks or savings associations. The Company could engage in new activities, or acquire companies engaged in activities that are closely related to banking under the FHC Act. In addition, if the FRB finds that the subsidiary bank is not well capitalized or well managed, the Company would be required to enter into an agreement with the FRB to comply with all applicable capital and management requirements and which may contain additional limitations or conditions. Until corrected, the Company would not be able to engage in any new activity or acquire companies engaged in activities that are not closely related to banking under the FHC Act without prior FRB approval. If the Company failed to correct any such condition within a prescribed period, the FRB could order the Company to divest our banking subsidiaries or, in the alternative, to cease engaging in activities other than those closely related to banking under the FHC Act.

Regulatory Approval. In determining whether to approve a proposed bank acquisition, federal bank regulators will consider, among other factors, the effect of the acquisition on competition, financial condition, and future prospects including current and projected capital ratios and levels, the competence, experience, and integrity of management and record of compliance with laws and regulations, the convenience and needs of the communities to be served, including the acquiring institution's record of compliance under the CRA, and the effectiveness of the acquiring institution in combating money laundering activities.

Preferred Stock

Pursuant to a Letter Agreement dated November 14, 2008, and the Securities Purchase Agreement Standard Terms the Company issued to the United States Department of the Treasury (Treasury Department) 17,000 shares of Bank of Commerce Holdings Series A Fixed Rate Perpetual Preferred Stock, without par value (the Series A Preferred Stock), having a liquidation amount per share equal to \$1,000 for a total price of \$17 million. The Series A Preferred Stock pays cumulative dividends at a rate of 5% per year for the first five years and thereafter at a rate of 9% per year. The Company may not redeem the Series A Preferred Stock during the first three years except with the proceeds from a qualified equity offering (as defined in the Certificate of Determination described in Item 5.03). After three years, the Company may, at our option, redeem the Series A Preferred Stock at par value plus accrued and unpaid dividends. The Series A Preferred Stock is generally non-voting. Prior to November 14, 2011, unless the Company has redeemed the Series A Preferred Stock or the Treasury Department has transferred the Series A Preferred Stock to a third party, the consent of the Treasury Department will be required for the Company to increase our common stock dividend or repurchase our common stock or other equity or capital securities, other than in connection with benefit plans consistent with past practice and certain other circumstances specified in the Securities Purchase Agreement. A consequence of the Series A Preferred Stock purchase includes certain restrictions on executive compensation that could limit the tax deductibility of compensation we pay to executive management.

As part of its purchase of the Series A Preferred Stock, the Treasury Department received a warrant (the Warrant) to purchase 405,405 shares of the Company's common stock at an initial per share exercise price of \$6.29. The Warrant provides for the adjustment of the exercise price and the number of shares of our common stock issuable upon exercise pursuant to customary anti-dilution provisions, such as upon stock splits or distributions of securities or other assets to holders of our common stock, and upon certain issuances of our common stock at or below a specified price relative to the initial exercise price. The Warrant expires ten years from the issuance date. If, on or prior to December 31, 2009, the Company receives aggregate gross cash proceeds of not less than \$17 million from qualified equity offerings announced after November 14, 2008, the number of shares of common stock issuable pursuant to the Treasury Department's exercise of the Warrant will be reduced by one-half of the original number of shares, taking into account all adjustments, underlying the Warrant. Pursuant to the Securities Purchase Agreement, the Treasury Department has agreed not to exercise voting power with respect to any shares of common stock issued upon exercise of the Warrant.

Both the Series A Preferred Stock and Warrant will be accounted for as components of Tier 1 capital.

The Series A Preferred Stock and the Warrant were issued in a private placement exempt from registration pursuant to Section 4(2) of the Securities Act of 1933, as amended. Upon the request of the Treasury Department at any time, we have agreed to promptly enter into a deposit arrangement pursuant to which the Series A Preferred Stock may be deposited and depositary shares (Depositary Shares) may be issued. Neither the Series A Preferred Stock nor the Warrant will be subject to any contractual restrictions on transfer, except that the Treasury Department may only transfer or exercise an aggregate of one-half of the Warrant Shares prior to the earlier of the redemption of 100% of the shares of Series A Preferred Stock and December 31, 2009.

In the Securities Purchase Agreement, the Company agreed that, until such time as the Treasury Department ceases to own any securities acquired from us pursuant to the Securities Purchase Agreement, the Company will take all necessary action to ensure that our benefit plans with respect to our senior executive officers comply with Section 111(b) of the Emergency Economic Stabilization Act of 2008 (EESA) as implemented by any guidance or regulation under Section 111(b) of EESA that has been issued and is in effect as of the date of issuance of the Series A Preferred Stock and the Warrant and not adopt any benefit plans with respect to, or which cover, our senior executive officers that do not comply with EESA. The applicable executives have consented to the foregoing.

Prior to November 14, 2011, unless the Company has redeemed the Series A Preferred Stock or the Treasury Department has transferred the Series A Preferred Stock to a third party, the consent of the Treasury Department will be required for us to (1) declare or pay any dividend or make any distribution on our common stock (other than regular quarterly cash dividends of not more than \$0.08 per share of common stock) or (2) redeem, purchase or acquire any shares of the Company's common stock or other equity or capital securities, other than in connection with benefit plans consistent with past practice and certain other circumstances specified in the Securities Purchase Agreement.

Capital Purchase Plan participants may opt out by repaying the capital without raising additional capital subject to consultation with the appropriate Federal regulator.

Junior Subordinated Debentures

During the first quarter 2003, Bank of Commerce Holdings formed a wholly-owned Delaware statutory business trust, Bank of Commerce Holdings Trust (the grantor trust), which issued \$5.2 million of guaranteed preferred beneficial interests in Bank of Commerce Holdings junior subordinated debentures (the Trust Notes). These debentures qualify as Tier 1 capital under Federal Reserve Board guidelines. The proceeds from the issuance of the Trust Notes were transferred from the grantor trust to the Holding Company and from the Holding Company to the Bank as surplus capital. The Trust Notes accrue and pay distributions on a quarterly basis at 3 month London Interbank Offered Rate (LIBOR) plus 3.30%. The rate at December 31, 2008 was 8.12%. The rate increases are capped at 2.75% annually and the lifetime cap is 12.5%. The final maturity on the Trust Notes is March 18, 2033, and the debt allows for prepayment after five years on the quarterly payment date. During the third quarter 2005, Bank of Commerce Holdings formed a wholly-owned Delaware statutory business trust, Bank of Commerce Holdings Trust II (the grantor trust), which issued \$10.3 million of guaranteed preferred beneficial interests in Bank of Commerce Holdings junior subordinated debentures (the Trust Notes).

All of the issuance will qualify as Tier 1 or Tier 2 capital under Federal Reserve Board guidelines. The issuance is priced at a fixed rate for the first five years at 6.12%.

Primary Market Areas

The Company operates in two distinct markets. Bank of Commerce | Redding has historically been the leading independent commercial bank in Redding, California, and Shasta County, California. This market has been expanding, but is still relatively small when compared to the greater Sacramento market, the location of Roseville Bank of Commerce. Management believes that the two markets complement each other, with the Redding market providing the stability and the greater Sacramento market providing growth opportunities.

Products and Services

Through the Bank and mortgage subsidiaries, the Company provides a wide range of financial services and products for business and consumer banking. The services offered by the Bank include those traditionally offered by banks of similar size and character in California. Products such as free checking, interest-bearing checking (NOW) and savings accounts, money market deposit accounts, sweep arrangements, commercial, construction, term loans, travelers checks, safe deposit boxes, collection services and electronic banking activities. The Bank currently does not offer trust services or international banking services.

The services offered by the Mortgage Company include single and multi-family residential new financing, refinancing and equity lines of credit. All mortgage products originated through the Mortgage Company are brokered and are not maintained on the bank's books.

Most of the Bank's customers are small to medium sized businesses, professionals and other individuals with medium to high net worth, and most of the Bank's deposits are obtained from such customers. The primary business strategy of the Bank is to focus on its lending activities. The Bank's principal lines of lending are (i) commercial, (ii) real estate construction and (iii) commercial real estate.

The majority of the loans of the Bank are direct loans made to individuals and small businesses in the major market area of the Bank. See Risk Factors That May Affect Results-Dependence on Real Estate. A relatively small portion of the loan portfolio of the Bank consists of loans to individuals for personal, family or household purposes. The Bank accepts the following as collateral for loans: real estate, listed and unlisted securities, savings and time deposits, automobiles, machinery and equipment and other general business assets such as accounts receivable and inventory. The commercial loan portfolio of the Bank consists of a mix of revolving credit facilities and intermediate term loans. The loans are generally made for working capital, asset acquisition, business-expansion purposes, and are generally secured by a lien on the borrower's assets. The Bank also makes unsecured loans to borrowers who meet the Bank's underwriting criteria for such loans. The Bank manages its commercial loan portfolio by monitoring its borrowers payment performance and their respective financial condition, and makes periodic and appropriate adjustments, if necessary, to the risk grade assigned to each loan in the portfolio. The primary sources of repayment of the commercial loans of the Bank are the borrower's conversion of short-term assets to cash and operating cash flow. The net assets of the borrower or guarantor and/or the liquidation of collateral are usually identified as a secondary source of repayment.

The principal factors affecting the Bank's risk of loss from commercial lending include each borrower's ability to manage its business affairs and cash flows, local and general economic conditions and real estate values in the Bank's service area. The Bank manages risk through its underwriting criteria, which includes strategies to match the borrower's cash flow to loan repayment terms, and periodic evaluations of the borrower's operations. The Bank's evaluations of its borrowers are facilitated by management's knowledge of local market conditions and periodic reviews by a consultant of the credit administration policies of the Bank.

The real estate construction loan portfolio of the Bank consists of a mix of commercial and residential construction loans, which are principally secured by the underlying projects. The real estate construction loans of the Bank are predominately made for projects, which are intended to be owner occupied. The Bank also makes real estate construction loans for speculative projects. The principal sources of repayment of the Bank's construction loans are sale of the underlying collateral or permanent financing provided by the Bank or another lending source.

The principal risks associated with real estate construction lending include project cost overruns that absorb the borrower's equity in the project and deterioration of real estate values as a result of various factors, including competitive pressures and economic downturns.

See Risk Factors That May Affect Results-Lending Risks Associated with Commercial Banking and Construction Activities. The Bank manages its credit risk associated with real estate construction lending by establishing maximum loan-to-value ratios on projects on an as-completed basis, inspecting project status in advance of controlled disbursements and matching maturities with expected completion dates. Generally, the Bank requires a loan-to-value ratio of no more than 80% on single-family residential construction loans.

The commercial and construction loan portfolio of the Bank consists of loans secured by a variety of commercial and residential real property. The specific underwriting standards of the Bank and methods for each of its principal lines of lending include industry-accepted analysis and modeling, and certain proprietary techniques. The Bank's underwriting criteria is designed to comply with applicable regulatory guidelines, including required loan-to-value ratios. The credit administration policies of the Bank contain mandatory lien position and debt service coverage requirements, and the Bank generally requires a guarantee from the owners of its private corporate borrowers.

Government Supervision and Regulation

The following discussion describes the elements of an extensive regulatory framework applicable to financial holding companies and banks and specific information about the Holding Company and its subsidiaries. Federal regulation of banks, bank holding companies and financial holding companies is intended primarily for the protection of depositors and the Bank Insurance Fund rather than for the protection of stockholders and creditors.

Dividend Restrictions

The FRB generally prohibits a financial holding company from declaring or paying a cash dividend which would impose undue pressure on the capital of subsidiary banks or would be funded only through borrowing or other arrangements that might adversely affect a bank holding company's financial position. The Federal Deposit Insurance Corporation Improvement Act of 1991 (FDICIA) prohibits insured depository institutions from paying management fees to any controlling persons or, with certain limited exceptions, making capital distributions, including dividends, if, after such transaction, the institution would be undercapitalized.

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

Regulators also have authority to prohibit a depository institution from engaging in business practices which are considered to be unsafe or unsound, possibly including payment of dividends or other payments under certain circumstances even if such payments are not expressly prohibited by statute. The FRB's policy is that a bank holding company should not continue its existing rate of cash dividends on its common stock unless its net income is sufficient to fully fund each dividend and its prospective rate of earnings retention appears consistent with its capital needs, asset quality and overall financial condition.

Prior to November 14, 2011, unless the Company has redeemed the Series A Preferred Stock or the Treasury Department has transferred the Series A Preferred Stock to a third party, the consent of the Treasury Department will be required for the Company to (1) declare or pay any dividend or make any distribution on our common stock (other than regular quarterly cash dividends of not more than \$0.08 per share of common stock) or (2) redeem, purchase or acquire any shares of the Company's common stock or other equity or capital securities, other than in connection with benefit plans consistent with past practice and certain other circumstances specified in the Securities Purchase Agreement.

Interstate Banking

A financial holding company may acquire banks in states other than its home state without regard to the permissibility of such acquisitions under state law, but subject to any state requirement that the bank has been organized and operating for a minimum period of time, not to exceed five years, and the requirement that the bank holding company, prior to or following the proposed acquisition, controls no more than 10% of the total amount of deposits of insured depository institutions in the United States and no more than 30% of such deposits in that state (or such lesser or greater amount set by state law). Banks may also merge across state lines, therefore creating interstate branches. Furthermore, a bank is now able to open new branches in a state in which it does not already have banking operations if the laws of such state permit such *de novo* branching.

Capital Standards

In the United States of America, banks, thrifts and bank holding companies are subject to minimum regulatory capital requirements. Specifically, U.S. banking organizations must maintain a minimum leverage ratio and two minimum risk-based ratios. The leverage ratio measures regulatory capital as a percentage of average on-balance-sheet assets as reported in accordance with accounting principles generally accepted in the United States of America (GAAP). The risk-based ratios measure regulatory capital as a percentage of both on- and off-balance-sheet credit exposures with some gross differentiation based on perceived credit risk. Under these guidelines, nominal dollar amounts of assets and credit equivalent amounts of off-balance-sheet items are multiplied by one of several risk adjustment percentages, which range from 0% for assets with low credit risk, such as certain U.S. government securities, to 100% for assets with relatively higher credit risk, such as certain loans.

The current U.S. risk-based capital requirements are based on an internationally agreed framework for capital measurement that was developed by the Basel Committee on Banking Supervision (BSC) in 1988. The international framework (the 1988 Accord) accomplished several important objectives. It strengthened capital levels at large, internationally active banks and fostered international consistency and coordination. The 1988 Accord also reduced disincentives for banks to hold liquid, low risk assets. By requiring banks to hold capital against off-balance-sheet exposures, the 1988 Accord represented a significant step forward for regulatory capital measurement. The federal banking agencies require a minimum ratio of qualifying total capital to risk-adjusted assets and off-balance-sheet items of 8%, and a minimum ratio of Tier 1 capital to risk-adjusted assets and off-balance-sheet items of 4%. The Company exceeds the minimum requirements. As of December 31, 2008, the most recent notification from the Federal Deposit Insurance Corporation categorized the Bank as well capitalized under the regulatory framework for prompt corrective action.

Over the past 15 years the world's financial system has become increasingly more complex and the BSC has been working for several years to develop a new regulatory capital framework that recognizes new developments in financial products, incorporates advances in risk measurement and management practices, and more precisely assesses capital charges in relation to risk (the New Accord).

Overview of the New Accord

The New Accord encompasses three elements: minimum regulatory capital requirements, supervisory review, and market discipline. Under the first element, a banking organization must calculate capital requirements to credit risk, operational risk and market risk. The New Accord *does not* change the definition of what qualifies as regulatory capital, the minimum risk-based capital ratio, or the methodology for determining capital charges for market risk. The New Accord *does* provide several methodologies for determining capital requirements for both credit and operational risk. For credit risk there are two general approaches; the standardized approach (based on the 1988 Accord) and the internal ratings-based (IRB) approach, which uses the institution's internal estimates of key risk drivers to derive capital requirements.

The New Accord provides three methodologies for determining capital requirements for operational risk: the basic indicator approach, the standardized approach, and the advanced measurement approaches (AMA). Under the first two methodologies, capital requirements for operational risk are fixed percentages of specified, objective risk measures (for example, gross income.) The AMA provides the flexibility for an institution to develop its own individualized approach for measuring operational risk, subject to supervisory oversight.

The second pillar of the New Accord, supervisory review, highlights the need for banking organizations to assess their capital adequacy positions relative to overall risk (rather than to the minimum capital requirement), and the need for supervisors to review and take appropriate actions in response to those assessments. The third pillar of the New Accord imposes public disclosure requirements on institutions that are intended to allow market participants to assess key information about an institutions risk profile and its associated level of capital.

In order for a financial holding company to qualify as well-run, both it and the insured depository institutions that it controls must meet the well-capitalized and well-managed criteria set forth in Regulation Y. To qualify as well-capitalized, the bank must, on a consolidated basis: (i) maintain a total risk-based capital ratio of 10% or greater, (ii) maintain a Tier 1 risk-based capital ratio of 6% or greater and (iii) not be subject to any order by the FRB to meet a specified capital level. Its lead insured depository institution must be well-capitalized (as that term is defined in the capital adequacy regulations of the applicable bank regulator), 80% of the total risk-weighted assets held by its insured depository institutions must be held by institutions that are well-capitalized, and none of its insured depository institutions may be undercapitalized.

To qualify as well-managed : (i) each of its lead depository institutions and its depository institutions holding 80% of the total risk-weighted assets of all its depository institutions at their most recent examination or review must have received a composite rating, rating for management and rating for compliance which were at least satisfactory, (ii) none of the bank holding company s depository institutions may have received one of the two lowest composite ratings and (iii) neither the bank holding company nor any of its depository institutions during the previous 12 months may have been subject to a formal enforcement order or action.

Fiscal and Monetary Policies

The Company s business and earnings are affected significantly by the fiscal and monetary policies of the federal government and its agencies. The Company is particularly affected by the policies of the FRB, which regulates the supply of money and credit in the United States. Among the instruments of monetary policy available to the FRB are (a) conducting open market operations in United States government securities, (b) changing the discount rates of borrowings of depository institutions, (c) imposing or changing reserve requirements against depository institutions deposits, and (d) imposing or changing reserve requirements against certain borrowings by banks and their affiliates. These methods are used in varying degrees and combinations to directly affect the availability of bank loans and deposits, as well as the interest rates charged on loans and paid on deposits. The policies of the FRB may have a material effect on the Company s business, results of operations and financial condition.

Privacy Provisions of the Gramm-Leach-Bliley Act

Federal banking regulators, as required under the Gramm-Leach-Bliley Act (the GLB Act), have adopted rules limiting the ability of banks and other financial institutions to disclose nonpublic information about consumers to nonaffiliated third parties. The rules require disclosure of privacy policies to consumers and, in some circumstances, allow consumers to prevent disclosure of certain personal information to nonaffiliated third parties. The privacy provisions of the GLB Act affect how consumer information is transmitted through diversified financial services companies and conveyed to outside vendors.

Sarbanes-Oxley Act of 2002

The Sarbanes-Oxley Act of 2002 (Sarbanes-Oxley) implemented a broad range of corporate governance and accounting measures to increase corporate responsibility, to provide for enhanced penalties for accounting and auditing improprieties at publicly traded companies, and to protect investors by improving the accuracy and reliability of disclosures under federal securities laws. The Company is subject to Sarbanes-Oxley because it is required to file periodic reports with the SEC under the Securities and Exchange Act of 1934. Among other things, Sarbanes-Oxley and/or its implementing regulations have established new membership requirements and additional responsibilities for our audit committee, imposed restrictions on the relationship between the Company and its outside auditors (including restrictions on the types of non-audit services our auditors may provide to us), imposed additional responsibilities for our external financial statements on our Chief Executive Officer and Chief Financial Officer, expanded the disclosure requirements for our corporate insiders, required our management to evaluate the Company s disclosure controls and procedures and its internal control over financial reporting, and will require our auditors to issue a report on our internal control over financial reporting.

Patriot Act

The Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act of 2001 (Patriot Act) is intended to strengthen the ability of U.S. law enforcement agencies and intelligence communities to work together to combat terrorism on a variety of fronts. The Patriot Act has significant implications for depository institutions, brokers, dealers and other businesses involved in the transfer of money. The Patriot Act requires the Company to implement new or revised policies and procedures relating to anti-money laundering, compliance, suspicious activities, and currency transaction reporting and due diligence on customers. The Patriot Act also requires federal bank regulators to evaluate the effectiveness of an applicant in combating money laundering in determining whether to approve a proposed bank acquisition.

Future Legislation

Various legislation, including proposals to change substantially the financial institution regulatory system, is from time to time introduced in Congress. This legislation may change banking statutes and the operating environment of the Company in substantial and unpredictable ways. If enacted, this legislation could increase or decrease the cost of doing business, limit or expand permissible activities or affect the competitive balance among banks, savings associations, credit unions, and other financial institutions. The Company cannot predict whether any of this potential legislation will be enacted and, if enacted, the effect that it, or any implementing regulations, would have on the Company's business, results of operations or financial condition.

State Regulation and Supervision

The Bank is a California chartered bank insured by the Federal Deposit Insurance Corporation (the FDIC), and as such is subject to regulation, supervision and regular examination by the California Department of Financial Institutions (CDFI) and the FDIC. As a non-member of the Federal Reserve System, the primary federal regulator of the Holding Company is the Federal Reserve Board. The regulations of these agencies affect most aspects of the Bank's business and prescribe permissible types of loans and investments, the amount of required reserves, requirements for branch offices, the permissible scope of the Bank's activities and various other requirements. The Bank is also subject to applicable provisions of California law, insofar as such provisions are not in conflict with or preempted by federal banking law. In addition, the Bank is subject to certain regulations of the FRB dealing primarily with check-clearing activities, establishment of banking reserves, Truth-in-Lending (Regulation Z), Truth-in-Savings (Regulation DD), and Equal Credit Opportunity (Regulation B).

Under California law, a state chartered bank is subject to various restrictions on, and requirements regarding, its operations and administration including the maintenance of branch offices and automated teller machines, capital and reserve requirements, deposits and borrowings, shareholder rights and duties, and investment and lending activities. Whenever it appears that the contributed capital of a California bank is impaired, the Commissioner is required to order the bank to correct such impairment. If a bank is unable to correct the impairment, the bank is required to levy and collect an assessment upon its common shares. If such assessment becomes delinquent, the common shares are to be sold by the bank.

Prompt Corrective Action and Other Enforcement Mechanisms

The Federal Deposit Insurance Corporation Improvement Act of 1991 (FDICIA) requires each federal banking agency to take prompt corrective action to resolve the problems of insured depository institutions, including but not limited to those that fall below one or more prescribed minimum capital ratios. The law required each federal banking agency to promulgate regulations defining the following five categories in which an insured depository institution will be placed, based on the level of its capital ratios: well capitalized, adequately capitalized, undercapitalized, significantly undercapitalized and critically undercapitalized.

As of December 31, 2008, the most recent notification from the FDIC categorized the Bank as **well capitalized** under the regulatory framework for prompt corrective action. Under the prompt corrective action provisions of FDICIA, an insured depository institution generally will be classified in the following categories based on the capital measures indicated below:

December 31, 2008	Capital	Actual Ratio	Well Capitalized Requirement	Minimum Capital Requirement
The Company Leverage	\$73,983,019	10.66%	n/a	4.0%
Tier 1 Risk-Based	73,983,019	11.87%	n/a	4.0%
Total Risk-Based	81,787,582	13.12%	n/a	8.0%
Redding Bank of Commerce Leverage	\$72,204,835	10.45%	5.0%	4.0%
Tier 1 Risk-Based	72,204,835	11.58%	6.0%	4.0%
Total Risk-Based	80,009,398	12.84%	10.00%	8.0%

An institution that, based upon its capital levels, is classified as **well capitalized**, **adequately capitalized** or **undercapitalized** may be treated as though it were in the next lower capital category if the appropriate federal banking agency, after notice and opportunity for hearing, determines that an unsafe or unsound condition or an unsafe or unsound practice warrants such treatment. At each successive lower capital category, an insured depository institution is subject to more restrictions.

The federal banking agencies, however, may not treat an institution as **critically undercapitalized** unless its capital ratio actually warrants such treatment. If an insured depository institution is **undercapitalized**, it will be closely monitored by the appropriate federal banking agency. **Undercapitalized** institutions must submit an acceptable capital restoration plan with a guarantee of performance issued by the holding company. Further restrictions and sanctions are required to be imposed on insured depository institutions that are **critically undercapitalized**. The most important additional measure is that the appropriate federal banking agency is required to either appoint a receiver for the institution within 90 days, or obtain the concurrence of the FDIC in another form of action.

Safety and Soundness Standards

FDICIA also implemented certain specific restrictions on transactions and required federal banking regulators to adopt overall safety and soundness standards for depository institutions related to internal control, loan underwriting, documentation, and asset growth. Among other things, FDICIA limits the interest rates paid on deposits by **undercapitalized** institutions, restricts the use of brokered deposits, limits the aggregate extensions of credit by a depository institution to an executive officer, director, principal shareholder or related interest, and reduces deposit insurance coverage for deposits offered by **undercapitalized** institutions for deposits by certain employee benefits accounts.

The federal banking agencies may require an institution to submit to an acceptable compliance plan as well as have the flexibility to pursue other more appropriate or effective courses of action given the specific circumstances and severity of an institution's noncompliance with one or more standards.

Community Reinvestment Act and Fair Lending Developments

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

Recently Enacted Accounting Rules

On October 14, 2008, the SEC's Office of the Chief Accountant (OCA), clarified its views on the application of other-than-temporary impairment guidance in FAS 115, *Accounting for Certain Investments in Debt and Equity Securities*, to certain perpetual preferred securities. The OCA concluded that it would not object to a registrant applying an other-than-temporary impairment model to investments in perpetual preferred securities that possess significant debt-like characteristics that is similar to the impairment model applied to debt securities, provided there has been no evidence of deterioration in credit of the issuer. At present, the Company does not hold any perpetual preferred securities.

On October 10, 2008, the FASB issued FAS 157-3, *Determining the Fair Value of a Financial Asset When the Market for That Asset is Not Active*. FAS 157-3 is a FASB Staff Position that clarifies the application of FASB Statement No. 157, *Fair Value Measurements*, for a non-active market and provides an illustrative example of key considerations in determining the fair value of financial assets under such conditions. FAS 157-3 is currently under management review with the impact on the Company yet to be determined.

On September 12, 2008, the FASB issued Staff Position No. 133-1 and FIN 45-4, *Disclosures about Credit Derivatives and Certain Guarantees: An Amendment of FASB Statement No. 133 and FASB Interpretation No. 45; and Clarification of the Effective Date of FASB Statement No. 161*. This FSP is intended to improve disclosures about credit derivatives by requiring more information about the potential adverse effects of changes in credit risk on the financial position, financial performance, and cash flows of the sellers of credit derivatives. It amends FAS 133, *Accounting for Derivative Instruments and Hedging Activities*, to require disclosures by sellers of credit derivatives, including credit derivatives embedded in hybrid instruments. The FSP also amends FASB Interpretation No. 45, *Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness to Others* (FIN 45), to require an additional disclosure about the current status of the payment/performance risk of a guarantee. The provisions of the FSP that amend FAS 133 and FIN 45 are effective for reporting periods (annual or interim) ending after November 15, 2008. Because the FSP amends only the disclosure requirements for credit derivatives and certain guarantees, the adoption of the FSP will not affect the Company's consolidated financial results.

The FASB has decided to amend SFAS No. 140, *Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities – a replacement of FASB Statement No. 125* (SFAS 140), impacting the accounting for qualifying special-purpose entities (QSPS), and make certain changes to FASB Interpretation (FIN) No. 46 (revised December 2003) *Consolidation of Variable Interest Entities – an interpretation of ARB No. 51* (FIN 46R). Exposure drafts of the proposed requirements are expected in the third quarter of 2008. The impact on the Company and the timing of adoption cannot be determined until the FASB issues the final amendments to SFAS 140 and FIN 46R.

On March 19, 2008, the FASB issued SFAS No. 161, *Disclosures about Derivative Instruments and Hedging Activities – an amendment of FASB No. 133* (SFAS 161). SFAS 161 requires expanded qualitative, quantitative and credit-risk disclosures about derivatives and hedging activities and their effects on the Companies financial position, financial performance and cash flows. SFAS 161 also clarifies that derivatives are subject to credit risk disclosures as required by SFAS No. 107, *Disclosures about Fair Value of Financial Instruments*. SFAS 161 is effective for the Companies financial statements for the year beginning on January 1, 2009.

On December 4, 2007, the FASB issued SFAS No. 141 (revised 2007), *Business Combinations* (SFAS 141R). SFAS 141R modifies the accounting for business combinations and requires, with limited exceptions, the acquirer in a business combination to recognize 100 percent of the assets acquired, liabilities assumed, and any non-controlling interest in the acquiree at the acquisition-date fair value. In addition, SFAS 141R requires the expensing of acquisition-related transaction and restructuring costs, and certain contingent assets and liabilities acquired, as well as contingent consideration, to be recognized at fair value. SFAS 141R also modifies the accounting for certain acquired income tax assets and liabilities. SFAS 141R is effective for new acquisitions consummated on or after January 1, 2009 and earlier adoption is not permitted.

Competition

The financial services industry in which the Company engages in is highly competitive. Generally, the lines of activity and markets served involve competition with other banks, thrifts, credit unions and other non-bank financial institutions, such as investment banking firms, investment advisory firms, brokerage firms, investment companies and insurance entities which offer financial services, located both domestically and through alternative deliver channels such as the Internet. Many of these competitors enjoy fewer regulatory constraints and some may have lower cost structures. The methods of competition center around various factors, such as customer services, interest rates on loans and deposits, lending limits, customer convenience and technological advances.

Securities firms, insurance companies and brokerage houses that elect to become financial holding companies may acquire banks and other financial institutions. Combinations of this type will significantly change the competitive environment in which we conduct business.

In order to compete with major banks and other competitors in its primary service areas, the Company relies upon the experience of its executive and senior officers in serving business clients, and upon its specialized services, local promotional activities and the personal contacts made by its officers, directors and employees. For customers whose loan demand exceeds the Company's legal lending limit, the Company may arrange for such loans on a participation basis with correspondent banks. Competitive pressures in the banking industry significantly increase changes in the interest rate environment, reducing net interest margins. Less than favorable economic conditions can also result in a deterioration of credit quality and an increase in the provisions for loan losses.

Employees

As of February 1, 2009, the Company employed 120 full-time equivalent employees. Of these employees, 29 were employed in the Roseville market and 91 were in the Redding market. None of the employees within the Company are subject to a collective bargaining agreement. Management considers its employee relations to be excellent.

ITEM 1A.

Forward Looking Statements and Risk Factors That May Affect Results

This report includes forward-looking statements within the meaning of the Securities Exchange Act of 1934 (the Exchange Act) and the Private Securities Litigation Reform Act of 1995. These statements are based on management's beliefs and assumptions, and on information available to management as of the date of this document. Forward-looking statements include the information concerning possible or assumed future results of operations of the Company set forth under the heading Management's Discussion and Analysis of Financial Condition and Results of Operations. Forward-looking statements also include statements in which words such as expects, anticipates, intend, plan, believes, estimate, consider or similar expressions or conditional verbs such as will, should, would and could are intended to identify such forward looking statements.. Forward-looking statements are not guarantees of future performance. They involve risks, uncertainties and assumptions, including the risks discussed under the heading Risk Factors That May Affect Results and elsewhere in this report. The Company's actual future results and shareholder values may differ materially from those anticipated and expressed in these forward-looking statements. Many of the factors that will determine these results and values, including those discussed under the heading Risk Factors That May Affect Results, are beyond the Company's ability to control or predict. Investors are cautioned not to put undue reliance on any forward-looking statements. In addition, the Company does not have any intention or and assumes no obligation to update forward-looking statements after the date of the filing of this report, even if new information, future events or other circumstances have made such statements incorrect or misleading. Except as specifically noted herein all references to the Company refer to Bank of Commerce Holdings, a California corporation, and its consolidated subsidiaries.

Overview

As a financial holding company, our earnings are significantly affected by general business and economic conditions. These conditions include short-term and long-term interest rates, inflation, monetary supply, fluctuations in both debt and equity capital markets, and the strength of the United States economy and local economies in which we operate. For example, an economic downturn, increase in unemployment, or other events that negatively impact household and/or corporate incomes could decrease the demand for the Company's loan and non-loan products and services and increase the number of customers who fail to pay interest or principal on their loans. Geopolitical conditions can also affect our earnings. Acts or threats of terrorism, actions taken by the United States or other governments in response to acts or threats of terrorism and our military conflicts including the aftermath of the war with Iraq could impact business conditions in the United States.

The Board of Governors of the Federal Reserve System regulates the supply of money and credit in the United States. Its policies determine in large part our cost of funds for lending and investing and the return we earn on those loans and investments, both of which impact our net interest margin, and can materially affect the value of financial instruments we hold. Its policies can also affect our borrowers, potentially increasing the risk of failure to repay their loans. Changes in Federal Reserve Board policies are beyond our control and hard to predict or anticipate.

We operate in a highly competitive industry that could become even more competitive because of legislative, regulatory and technological changes and continued consolidation. Banks, securities firms and insurance companies can now merge creating a financial holding company that can offer virtually any type of financial service, including banking, securities underwriting, insurance (agency and underwriting) and merchant banking. Technology has lowered barriers to entry and made it possible for non-banks to offer products and services traditionally provided by banks, such as automatic transfer and automatic payment systems. Many of our competitors have fewer regulatory constraints and some have lower cost structures.

The holding company, subsidiary bank and non-bank subsidiary are heavily regulated at the federal and state levels. This regulation is intended to protect depositors, federal deposit insurance funds and the banking system as a whole, not investors. Congress and state legislatures and federal and state regulatory agencies continually review banking laws, regulations and policies for possible changes. Changes to statutes, regulations or regulatory policies including changes in interpretation and implementation could affect us in substantial and unpredictable ways including limiting the types of financial services and products we may offer.

Our failure to comply with the laws, regulations or policies could result in sanctions by regulatory agencies and damage our reputation.

Our success depends, in part, on our ability to adapt our products and services to evolving industry standards. There is increasing pressure on financial services companies to provide products and services at lower prices. This can reduce our net interest margin and revenues from fee-based products and services. In addition, the widespread adoption of new technologies, including internet-based services, could require us to make substantial expenditures to modify or adapt our existing products and services. Our success depends, in large part, on our ability to attract and retain key people. Competition for the best people can be intense.

Lending Risks Associated with Commercial Banking and Construction Activities

The business strategy of the Company is to focus on commercial, single family and multi-family real estate loans, construction loans and commercial business loans. Loans secured by commercial real estate are generally larger and involve a greater degree of credit and transaction risk than residential mortgage (one-to-four family) loans. Because payments on loans secured by commercial and multi-family real estate properties are often dependent on successful operation or management of the underlying properties, repayment of such loans may be subject to a greater extent to the then prevailing conditions in the real estate market or the economy. Moreover, real estate construction financing is generally considered to involve a higher degree of credit risk than long-term financing on improved, owner-occupied real estate. Risk of loss on a construction loan is dependent largely upon the accuracy of the initial estimate of the property's value at completion of construction or development compared to the estimated cost (including interest) of construction. If the estimate of value proves to be inaccurate, the Company may be confronted with a project which, when completed, has a value which is insufficient to assure full repayment of the construction loan. Although the Company manages lending risks through its underwriting and credit administration policies, no assurance can be given that such risks would not materialize, in which event the Company's financial condition, results of operations, cash flows and business prospects could be materially adversely affected.

Dependence on Real Estate

At December 31, 2008, approximately 70% of the loans of the Company were secured by real estate. The value of the Company's real estate collateral has been, and could in the future be adversely affected by any economic recession and any resulting adverse impact on the real estate market in California. See Economic Conditions and Geographic Concentration.

The Company's primary lending focus has historically been commercial real estate, commercial lending and, to a lesser extent, construction lending. At December 31, 2008, commercial real estate and construction loans comprised approximately 42% and 16%, respectively, of the total loans in the portfolio of the Company. At December 31, 2008, all of the Company's real estate mortgage, real estate construction loans, and commercial real estate loans, were secured fully or in part by deeds of trust on underlying real estate. The Company's dependence on real estate increases the risk of loss in the loan portfolio of the Company and its holdings of other real estate owned if economic conditions in California deteriorate in the future. Deterioration of the real estate market in California could have a material adverse effect on the Company's business, financial condition and results of operations. See Economic Conditions and Geographic Concentration.

Risks Specific to Operations in California

Our operations are located entirely in the State of California, which in recent years has experienced economic disruptions that are unique to the state. Any fiscal and political uncertainty surrounding the state government's financial condition, for example may have a material adverse effect on our customer's businesses or on our business, financial condition and results of operations.

Interest Rate Risk

The income of the Company is highly dependent on interest rate differentials and the resulting net interest margins (i.e., the difference between the interest rates earned on the Bank's interest-earning assets such as loans and securities, and the interest rates paid on the Bank's interest-bearing liabilities such as deposits and borrowings). These rates are highly sensitive to many factors, which are beyond the Company's control, including general economic conditions, inflation, recession and the policies of various governmental and regulatory agencies, in particular, the FRB. Because of the Company's preference of using variable rate pricing on the majority of its loan portfolio and noninterest bearing

demand deposit accounts the Company is asset sensitive. As a result, the Company is generally adversely affected by declining interest rates. In addition, changes in monetary policy, including changes in interest rates, influence the origination of loans, the purchase of investments and the generation of deposits.

These changes also affect the rates received on loans and securities and paid on deposits, which could have a material adverse effect on the Company's business, financial condition and results of operations. See Quantitative and Qualitative Disclosure about Market Risk.

Potential Volatility of Deposits

At December 31, 2008, time certificates of deposit in excess of \$100,000 represented approximately 30.0% of the dollar value of the total deposits of the Company. As such, these deposits are considered volatile and could be subject to withdrawal. Withdrawal of a material amount of such deposits could adversely affect the liquidity of the Company, profitability, business prospects, results of operations and cash flows. The Company monitors activity of volatile liability deposits on a quarterly basis. Approximately \$64.0 million of the \$168.8 million in time certificates of deposit over \$100,000 act as core deposits with over five years history of rollover with the Company.

Dividends

Because the Company conducts no other significant activity than the management of its investment in the Bank and Mortgage Company, the Company is dependent on these subsidiaries for income. The ability of the Bank and Mortgage Company to pay cash dividends in the future depends on the profitability, growth and capital needs of the Bank and Mortgage Company. In addition, the California Financial Code restricts the ability of the Bank to pay dividends. No assurance can be given that the Company or the Bank will pay any dividends in the future or, if paid, such dividends will not be discontinued.

Government Regulation and Legislation

The Company and the Bank are subject to extensive state and federal regulation, supervision and legislation, which govern almost all aspects of the operations of the Company and the Bank. The business of the Company is particularly susceptible to being affected by the enactment of federal and state legislation which may have the effect of increasing or decreasing the cost of doing business, modifying permissible activities or enhancing the competitive position of other financial institutions. Such laws are subject to change from time to time and are primarily intended for the protection of consumers, depositors and the deposit insurance funds, and not for the protection of shareholders of the Company. The Company cannot predict what effect any presently contemplated or future changes in the laws or regulations or their interpretations would have on the business and prospects of the Company, but it could be material and adverse. See Supervision and Regulation.

Economic Conditions and Geographic Concentration

The Company's operations are located and concentrated in California, particularly the counties of El Dorado, Placer, Shasta and Sacramento, and are likely to remain so for the foreseeable future. At December 31, 2008, approximately 70% of the Bank's loan portfolio consisted of real estate related loans, most of which were related to collateral located in California. Some purchased 1-4 family and home equity loans are outside of the State. A change in California economic and business conditions will adversely affect the performance of these loans. Deterioration in economic conditions could have a material adverse effect on the quality of the loan portfolio of the Bank and the demand for its products and services. In addition, during periods of economic slowdown or recession, the Bank may experience a decline in collateral values and an increase in delinquencies and defaults. A decline in collateral values and an increase in delinquencies and defaults increase the possibility and severity of losses. California real estate is also subject to certain natural disasters, such as earthquakes, floods and mudslides, which are typically not covered by the standard hazard insurance policies maintained by borrowers. Uninsured disasters may make it difficult or impossible for borrowers to repay loans made by the Company.

Reliance on Key Employees and Others

As of February 1, 2009, the Company employed 120 employees. The Company considers employee relations to be excellent. A collective bargaining group represents none of the employees of the Company or its subsidiaries. Failure of the Company to attract and retain qualified personnel could have an adverse effect on the Company's business, financial condition and results of operations. The Company does maintain life insurance with respect to eight of its officers with regard to a salary continuation plan.

Adequacy of Allowance for Loan and Lease Losses (ALLL)

The Company's allowance for loan and lease losses was \$8.4 million, or 1.60% of total loans at December 31, 2008. Material future additions to the allowance for loan losses might be necessary if material adverse changes in economic conditions occur and the performance of the loan portfolio of the Company deteriorates. In addition, future additions to the Company's allowance for loan and lease losses on other real estate owned may also be required in order to reflect changes in the markets for real estate in which the Company's other real estate owned is located and other factors which may result in adjustments which are necessary to ensure that the Company's foreclosed assets are carried at the lower of cost or fair value, less estimated costs to dispose of the properties. Moreover, the FDIC and the DFI, as an integral part of their examination process, periodically review the Company's allowance for loan and lease losses and the carrying value of its assets. The Bank was most recently examined by the FDIC in this regard during the second quarter of 2008. Increases in the provisions for loan losses and foreclosed assets could adversely affect the Bank's financial condition and results of operations. See Management's Discussion and Analysis of Financial Condition and Results of Operations-Asset Quality and Management's Discussion and Analysis of Financial Condition and Results of Operations-Allowance for Loan and Lease Losses (ALLL).

Certain Ownership Restrictions under California and Federal Law

Federal law prohibits a person or group of persons acting in concert from acquiring control of a bank holding company unless the FRB has been given 60 days prior written notice of such proposed acquisition and within that time period the FRB has not issued a notice disapproving the proposed acquisition or extending for up to another 30 days, the period during which such a disapproval may be issued. An acquisition may be made before the expiration of the disapproval period if the FRB issues written notice of its intent not to disapprove the action. Under a rebuttal presumption established by the FRB, the acquisition of more than 10% of a class of voting stock of a bank with a class of securities registered under Section 12 of the Exchange Act (such as the common stock), would, under the circumstances set forth in the presumption, constitute the acquisition of control. In addition, any company would be required to obtain the approval of the FRB under the BHCA, before acquiring 25% (5% in the case of an acquirer that is, or is deemed to be, a bank holding company) or more of the outstanding shares of the Company's common stock, or such lesser number of shares as constitute control. See Supervision and Regulation-Regulation and Supervision of Bank Holding Companies.

Under the California Financial Code, no person shall, directly or indirectly, acquire control of a California licensed bank or a bank holding company unless the Commissioner has approved such acquisition of control. A person would be deemed to have acquired control of the Company and the Bank under this state law if such person, directly or indirectly, has the power (i) to vote 25% or more of the voting power of the Company or (ii) to direct or cause the direction of the management and policies of the Company. For purposes of this law, a person who directly or indirectly owns or controls 10% or more of the common stock would be presumed to direct or cause the direction of the management and policies of the Company and thereby control the Company.

Shares Eligible for Future Sale

As of February 28, 2009, the Company had 8,711,495 shares of Common Stock outstanding, of which 6,409,494 shares are eligible for sale in the public market without restriction and 2,302,001 shares are eligible for sale in the public market pursuant to Rule 144 under the Securities Act of 1933, as amended (the Securities Act). Future sales of substantial amounts of the Company's common stock, or the perception that such sales could occur, could have a material adverse effect on the market price of the common stock. In addition, options to acquire 310,930 shares of the issued and outstanding shares of common stock at exercise prices ranging from \$5.42 to \$11.59 have been issued to directors and certain employees of the Company under the Company's 1998 and 2008 Stock Option Plans. No prediction can be made as to the effect, if any, that future sales of shares, or the availability of shares for future sale, will have on the market price of the Company's common stock.

Technology and Computer Systems

Advances and changes in technology can significantly affect the business and operations of the Company. The Company faces many challenges including the increased demand for providing computer access to bank accounts and the systems to perform banking transactions electronically. The Company's ability to compete depends on its ability to continue to adapt its technology on a timely and cost-effective basis to meet these requirements. In addition, the

Company's business and operations are susceptible to negative impacts from computer system failures, communication and energy disruption and unethical individuals with the technological ability to cause disruptions or failures of the Company's data processing systems.

Environmental Risks

The Company, in its ordinary course of business, acquires real property securing loans that are in default, and there is a risk that hazardous substance or waste, contaminants or pollutants could exist on such properties. The Company may be required to remove or remediate such substances from the affected properties at its expense, and the cost of such removal or remediation may substantially exceed the value of the affected properties or the loans secured by such properties. Furthermore, the Company may not have adequate remedies against the prior owners or other responsible parties to recover its costs. Finally, the Company may find it difficult or impossible to sell the affected properties either before or following any such removal. In addition, the Company may be considered liable for environmental liabilities concerning its borrowers' properties, if, among other things, it participates in the management of its borrowers' operations. The occurrence of such an event could have a material adverse effect on the Company's business, financial condition, results of operations and cash flows.

ITEM 1(b). UNRESOLVED STAFF COMMENTS

None to report.

Item 2. PROPERTIES

The Company's principal administrative offices and technology center consists of approximately 12,000 square feet of space on property adjacent to the branch office at 1901 Churn Creek Road, Redding, California 96002. The Bank's main office is housed in a two-story building with approximately 21,000 square feet of space located at 1951 Churn Creek Road, Redding, California, 96002. The Bank owns the buildings and the 1.25 acres of land on which the buildings are situated. The Bank also owns the land and building located at 1177 Placer Street, Redding, California, 96001, in which the Bank uses approximately 11,650 square feet of space for its banking operations.

The Company's Roseville Bank of Commerce is located on the first floor of a three-story building with approximately 8,550 square feet of space located at 1504 Eureka Road, Roseville, California. The Company leases the space pursuant to a triple net lease expiring on May 31, 2012.

During the first quarter 2008, the Company has opened a new contemporary, consumer friendly *express office* with extended hours located at 3455 Placer Street, Redding, California 96001. The Company leases space consisting of approximately 3,787 square feet expiring on August 21, 2017.

During the first quarter 2009, the Company has filed regulatory applications to close the Sutter Bank of Commerce division. Approval has been granted and the Company will close this division on April 17, 2009.

Item 3. LEGAL PROCEEDINGS

The Company is subject to various pending and threatened legal actions arising in the ordinary course of business. The Company maintains reserves for losses from legal actions that are both probable and estimable. In the opinion of management the disposition of claims currently pending will not have a material effect on the Company's consolidated financial position or results of operations.

Item 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

No matters were submitted during the quarter ended December 31, 2008 to a vote of the Company's security holders.

PART II**Item 5. MARKET FOR REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES**

The principal market on which the Common Stock is traded is the NASDAQ National Market. The Common stock is listed under the trading symbol **BOCH**. The following table sets forth the high and low closing sales prices of the Common Stock on the NASDAQ National Market for the periods indicated:

Quarter Ended:	Sales Price Per Share		
	High	Low	Volume
March 31, 2008	\$ 8.59	\$ 6.00	211,299
June 30, 2008	\$ 8.34	\$ 6.10	71,390
September 30, 2008	\$ 6.95	\$ 5.50	89,184
December 31, 2008	\$ 6.60	\$ 3.92	135,589
March 31, 2007	\$12.29	\$10.98	112,197
June 30, 2007	\$12.50	\$10.82	55,221
September 30, 2007	\$11.54	\$ 9.45	447,215
December 31, 2007	\$11.64	\$ 8.45	381,865

We believe there were approximately 676 stockholders of the Company's common stock as of December 31, 2008, including those held in street name, and the market price on that date was \$4.23 per share. Cash dividends of \$0.08, \$0.08, \$0.08 and \$0.08 were paid on January 11, 2008, April 11, 2008, July 11, 2008 and October 10, 2008, respectively, to stockholders of record as of December 31, 2007, March 31, 2008, June 30, 2008 and September 30, 2008. Cash dividends of \$0.09, \$0.08, \$0.08 and \$0.08 per share was paid on January 12, 2007, April 13, 2007, July 13, 2007 and October 12, 2007, respectively, to stockholders of record as of December 31, 2006, March 31, 2007, June 30, 2007 and September 30, 2007.

The Company currently expects to pay cash dividends at this rate in the future, but the Company's ability to pay dividends is subject to certain regulatory requirements. The Federal Reserve Board (FRB) generally prohibits a financial holding company from declaring or paying a cash dividend which would impose undue pressure on the capital of subsidiary banks or would be funded only through borrowing or other arrangements that might adversely affect a financial services holding company's financial position. The FRB's policy is that a financial holding company should not continue its existing rate of cash dividends on its common stock unless its net income is sufficient to fully fund each dividend and its prospective rate of earnings retention appears consistent with its capital needs, asset quality and overall financial condition. The power of the board of directors of an insured depository institution to declare a cash dividend or other distribution with respect to capital is subject to statutory and regulatory restrictions which limit the amount available for such distribution depending upon the earnings, financial condition and cash needs of the institution, as well as general business conditions.

In addition to the restrictions imposed under federal law, banks chartered under California law generally may only pay cash dividends to the extent such payments do not exceed the lesser of retained earnings of the bank or the bank's net income for its last three fiscal years (less any distributions to stockholders during such period). In the event a bank desires to pay cash dividends in excess of such amount, the bank may pay a cash dividend with the prior approval of the Commissioner of the Department of Financial Institutions in an amount not exceeding the greatest of the bank's retained earnings, the bank's net income for its last fiscal year, or the bank's net income for its current fiscal year. One of the provisions of the Jobs and Growth Tax Relief Reconciliation Act of 2003 signed by President George W. Bush, included changes in how dividends are taxed. Investors will now pay lower tax rates on dividends received from domestic corporations and qualified foreign corporations. In the past, dividend income was another source of ordinary income, taxed at the investors' normal tax rate. Beginning in 2003, the *maximum* tax rate on qualifying dividends has dropped to 5%, 10% or 15% depending on the investors' tax bracket. The lower tax rate is scheduled to expire in 2008.

Equity Compensation Plan Information

The following chart sets forth information for the fiscal year ended December 31, 2008, regarding equity based compensation plans of the Company.

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)
Equity compensation plans approved by security holders	298,080	\$ 6.35	588,500
Equity compensation plans not approved by security holders	None	None	None
Total	298,080	\$ 6.35	588,500

During 2008, the Company issued to the United States Department of the Treasury (Treasury Department) 17,000 shares of Bank of Commerce Holdings Series A Fixed Rate Perpetual Preferred Stock, without par value (the Series A Preferred Stock), having a liquidation amount per share equal to \$1,000 for a total price of \$17 million.

Purchase of Equity Securities by the Issuer and Affiliated Purchasers

Period	(a) Total number of shares purchased	(b) Average price paid per share	(c) Total number of shares purchased as part of publicly announced plans or programs	(d) Maximum number of shares that may yet be purchased under the plans or programs
01/01/08 - 01/31/08	34,452	\$ 8.50	34,452	24,348
02/01/08 - 02/29/08	24,348	\$ 8.92	24,348	0
Total 2008	58,800	\$ 8.57	58,800	0

Stock Price Performance Graph

The following graph compares the Company's cumulative total return to shareholders during the past five years with that of the Standard & Poor's 500 Composite Stock Index (the S&P) and the SNL Securities \$500-\$1 billion Bank Asset-Size Index (the SNL Securities Index). The stock price performance shown on the following graph is not necessarily indicative of future performance of the Company's Common Stock.

**Bank of Commerce Holdings
Five Year Performance Graph
Stock Performance Graph ⁽¹⁾**

SNL Securities LC (C)2008

(804) 977-1600

(1) Assumes \$100 invested on December 31, 2003, in the Company's Common Stock, the NASDAQ, the S&P 500 and the SNL Securities Index. The model assumes reinvestment of dividends.
Source: SNL Securities (share prices for the Company's Common Stock was furnished to SNL Securities through the NASDAQ).

Item 6. SELECTED CONSOLIDATED FINANCIAL DATA

The selected consolidated financial data set forth below for the five years ended December 31, 2008, have been derived from the Company's audited consolidated financial statements and should be read in conjunction with

Management's Discussion and Analysis of Financial Condition and Results of Operations and the Company's audited consolidated financial statements and notes thereto, included elsewhere in this report.

In Thousands (Except Ratios and Per Share Data)	2008	2007	2006	2005	2004
Statements of Income					
Total Interest Income	\$ 37,690	\$ 41,128	\$ 37,610	\$ 27,864	\$ 20,996
Net Interest Income	\$ 21,348	\$ 22,012	\$ 22,035	\$ 20,238	\$ 16,887
Provision for Loan Losses	\$ 6,520	\$ 3,291	\$ 226	\$ 448	\$ 554
Total Noninterest Income	\$ 2,623	\$ 4,535	\$ 1,928	\$ 2,124	\$ 2,196
Total Noninterest Expense	\$ 15,296	\$ 15,744	\$ 13,333	\$ 11,749	\$ 10,620
Total Revenues	\$ 40,313	\$ 45,753	\$ 39,539	\$ 29,988	\$ 23,192
Net Income	\$ 2,194	\$ 6,107	\$ 6,568	\$ 6,278	\$ 4,978
Balance Sheets					
Total Assets	\$774,214	\$618,327	\$583,442	\$511,644	\$438,545
Total Net Loans	\$518,947	\$486,283	\$408,989	\$363,305	\$318,801
Allowance for Loan Losses	\$ 8,429	\$ 8,233	\$ 4,904	\$ 4,316	\$ 3,866
Total Deposits	\$555,282	\$473,631	\$439,407	\$372,116	\$352,878
Stockholders' Equity	\$ 62,578	\$ 46,164	\$ 43,916	\$ 39,138	\$ 35,283
Performance Ratios ¹					
Return on Average Assets ²	0.33%	1.04%	1.20%	1.34%	1.22%
Return on Average Stockholders' Equity ³	4.99%	13.39%	15.59%	18.35%	18.18%
Dividend Payout	127.04%	46.47%	40.36%	35.74%	39.29%
Average Equity to Average Assets	8.91%	9.43%	9.49%	9.43%	7.91%
Tier 1 Risk-Based Capital-Bank ⁴	11.58%	9.97%	11.42%	12.08%	10.80%
Total Risk-Based Capital-Bank	12.84%	11.22%	12.54%	13.11%	11.88%
Net Interest Margin ⁵	3.47%	3.98%	4.26%	4.59%	4.45%
Average Earning Assets to Total Average Assets	92.86%	93.74%	94.20%	94.04%	92.62%
Nonperforming Assets to Total Assets ⁶	2.98%	2.01%	0.00%	0.08%	0.54%
Net Charge-offs to Average Loans	1.22%	.00%	-.09%	0.00%	0.12%
Allowance for Loan Losses to Total Loans	1.60%	1.66%	1.18%	1.17%	1.20%
Nonperforming Loans to Allowance for Loan Losses	239.10%	150.72%	0.00%	9.15%	61.64%
Efficiency Ratio ⁷	63.81%	59.31%	55.64%	52.54%	55.65%
Share Data					
Average Common Shares Outstanding basic	8,713	8,858	8,760	8,600	8,283
Average Common Shares Outstanding diluted	8,724	8,938	8,932	8,845	8,703
Book Value Per Common Share	\$ 5.23	\$ 5.27	\$ 4.96	\$ 4.52	\$ 4.27
Basic Earnings Per Common Share	\$ 0.25	\$ 0.69	\$ 0.75	\$ 0.73	\$ 0.60
Diluted Earnings Per Common Share	\$ 0.25	\$ 0.68	\$ 0.74	\$ 0.71	\$ 0.57
Cash Dividends Per Common Share ⁸	\$ 0.32	\$ 0.33	\$ 0.29	\$ 0.26	\$ 0.23

¹ Regulatory Capital Ratios and Asset

Quality Ratios
are end of
period ratios.

With the
exception of end
of period ratios,
all ratios are
based on
average daily
balances during
the indicated
period.

2 Return on
average assets is
net income
divided by
average total
assets.

3 Return on
average equity
is net income
divided by
average
stockholders
equity.

4 Regulatory
capital ratios are
defined in detail
in the table on
pages 42-43..

5 Net interest
margin equals
net interest
income as a
percent of
average
interest-earning
assets.

6 Non-performing
assets includes
all
nonperforming
loans
(nonaccrual
loans, loans 90
days past due

and still accruing interest and restructured loans) and real estate acquired by foreclosure.

7 The efficiency ratio is calculated by dividing non-interest expense by the sum of net interest income and noninterest income. The efficiency ratio measures how the Company spends in order to generate each dollar of net revenue.

8 Cash dividends declared during the current fiscal year

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

The following discussion should be read in conjunction with the Consolidated Financial Statements of the Company and related notes thereto appearing elsewhere in this report. This report includes forward-looking statements within the meaning of the Securities Exchange Act of 1934 (the Exchange Act) and the Private Securities Litigation Reform Act of 1995. These statements are not guarantees of future performance and involve certain risks. These statements are based on management's beliefs and assumptions, and on information available to management as of the date of this document. Forward-looking statements include the information concerning possible or assumed future results of operations of the Company set forth under the heading Management's Discussion and Analysis of Financial Condition and Results of Operations. Forward-looking statements also include statements in which words such as expects, anticipates, intend, plan, believes, estimate, consider or similar expressions or conditional verbs such as will, should, would and could are intended to identify such forward looking statements. The Company's actual future results and stockholder values may differ materially from those anticipated and expressed in these forward-looking statements. Many of the factors that will determine these results and values, including those discussed under the heading Risk Factors That May Affect Results, are beyond the Company's ability to control or predict. Investors are cautioned not to put undue reliance on any forward-looking statements. In addition, the Company does not have any intention to and assumes no obligation to update forward-looking statements after the date of the filing of this report, even if new information, future events or other circumstances have made such statements incorrect or misleading. Except as specifically noted herein all referenced to the Company refer to Bank of Commerce Holdings, a California corporation, and its consolidated subsidiaries.

Executive Overview

Our Company was established to make a profitable return while serving the financial needs of the business and professional communities of our markets. We are in the financial services business, and no line of financial services is beyond our charter as long as it serves the needs of businesses and professionals in our communities. The mission of our Company is to provide its stockholders with a safe and profitable return on their investment over the long term. Management will attempt to minimize risk to our stockholders by making prudent business decisions, maintaining adequate levels of capital and reserves, and maintaining effective communications with stockholders.

Our vision is to embrace changes in the industry and develop profitable business strategies that allow us to maintain our customer relationships and build new ones. Our competitors are no longer just banks. We must compete with financial powerhouses that want our core business. The flexibility provided by the Financial Holding Company Act will become increasingly important. We have developed strategic plans that evaluate additional financial services and products that can be delivered to our customers efficiently and profitably. Producing quality returns is, as always, a top priority.

It is the vision of the Company to remain independent, expanding its presence through internal growth and the addition of strategically important full service and focused service locations. The Company will pursue attractive opportunities to enter related lines of business as well as the possibility of acquiring financial institutions with complementary lines of business. The Company will continue its expansion into the profitable markets, building franchise value. The Company will distinguish itself from the competition by a commitment to efficient delivery of products and services in its target markets—businesses and professionals, while maintaining personal relationships with mutual loyalty.

The Company's long term success rests on the shoulders of the leadership team to effectively enhance the performance of the Company. As a financial services company, we are in the business of taking risk. Whether we are successful depends largely upon whether we take the right risks and get paid appropriately for the risks we take. Our governance structure enables us to manage all major aspects of the Company's business effectively through an integrated process that includes financial, strategic, risk and leadership planning.

We define risks to include not only credit, market and liquidity risk, the traditional concerns for financial institutions, but also operational risks, including risks related to systems, processes or external events, as well as legal, regulatory and reputation risks. Our management processes, structures, and policies help to ensure compliance with laws and regulations and provide clear lines for decision-making and accountability. Results are important, but equally

important is how we achieve those results. Our core values and commitment to high ethical standards is material to sustaining public trust and confidence in our Company.

Risk Management

Overview

Through our corporate governance structure, risk and return is evaluated to produce sustainable revenues, reduce risks of earning volatility and increase stockholder value. The financial services industry is exposed to four major risks; liquidity, credit, market and operational. Liquidity risk is the inability to meet liability maturities and withdrawals, fund asset growth and otherwise meet contractual obligations at reasonable market rates. Credit risk is the inability of a customer to meet its repayment obligations. Market risk is the fluctuation in asset and liability values caused by changes in market prices and yields and Operational risk is the potential for losses resulting from events involving people, processes, technology, legal issues, external events, regulatory or reputation.

Board Committees

Our corporate governance structure begins with our Board of Directors. The Board of Directors evaluates risk through the Chief Executive Officer (CEO) and four Board Committees:

Loan Committee reviews credit risks and the adequacy of the allowance for loan losses.

Asset/Liability Management Committee (ALCO) reviews liquidity and market risks.

Audit Committee reviews the scope and coverage of internal and external audit activities.

Nominating and Corporate Governance Committee evaluates corporate governance structure, charters, committee performance and acts in best interests of the corporation and its stockholders with regard to the appointment of director nominees.

These committees review reports from management, the Company's auditors, and other outside sources. On the basis of materials that are available to them and on which they rely, they review the performance of the Company's management and personnel, and establish policies, but neither the committees nor their individual members (in their capacities as members of the Board of Directors) are responsible for daily operations of the Company. In particular, risk management activities relating to individual loans are undertaken by Company personnel in accordance with the policies established by the Board committees.

Senior Leadership Committees

To ensure that our risk management goals and objectives are accomplished, oversight of our risk taking and risk management activities are conducted through five Senior Leadership committees comprised of management.

The Senior Leadership Committee establishes short and long-term strategies and operating plans. The committee establishes performance measures and reviews performance to plan on a monthly basis.

The Credit Round Table Committee recommends corporate credit practices and limits, including industry concentration limits and approval requirements and exceptions.

The Technology Steering Committee establishes technological strategies, makes technology investment decisions, and manages the implementation process.

The ALCO Round Table Committee establishes and monitors liquidity ranges, pricing, maturities, investment goals, and interest spread on balance sheet accounts.

The SOX 404 Compliance Team has established the master plan for full documentation of the Companies internal controls and compliance with the Sarbanes-Oxley Act, Section 404.

Risk Management Controls

We use various controls to manage risk exposure within the Company. Budgeting and planning processes provide for early indication of unplanned results or risk levels. Models are used to estimate market risk and net interest income sensitivity. Segmentation analysis is used to estimate expected and unexpected credit losses. Compliance to regulatory guidelines plays a significant role in risk management as well as corporate culture and the actions of management. Our

code of ethics provides the guidelines for all employees to conduct themselves with the highest integrity in the delivery of service to our clients.

Liquidity Risk Management

Liquidity Risk

Liquidity risk is the inability to meet liability maturities and withdrawals, fund asset growth and otherwise meet contractual obligations at reasonable market rates. Liquidity management involves maintaining ample and diverse funding capacity, liquid assets and other sources of cash to accommodate fluctuations in asset and liability levels due to business shocks or unanticipated events. ALCO is responsible for establishing our liquidity policy and the accounting department is responsible for planning and executing the funding activities and strategies.

Asset liquidity sources consist of the repayments and maturities of loans, selling of loans, short-term money market investments, maturities and sales of securities from the available-for-sale security portfolio. Increased available-for-sale security balances were responsible for the major use of liquidity, followed by growth in the loan portfolio. The weighted-average life of the available-for-sale security portfolio is 10.5 years.

Liquidity is generated from liabilities through deposit growth and federal home loan bank borrowings. We emphasize preserving and maximizing customer deposits and other customer-based funding sources. Deposit marketing strategies are reviewed for consistency with liquidity policy objectives.

The Company also had available correspondent banking lines of credit through correspondent relationships totaling approximately \$20.0 million and available secured borrowing lines of approximately \$58.0 million with the Federal Home Loan Bank of San Francisco. While these sources are expected to continue to provide significant amounts of liquidity in the future, their mix, as well as the possible use of other sources, will depend on future economic and market conditions. Liquidity is also provided or used through the results of the Company's operations.

The Company's liquid assets (cash and due from banks, federal funds sold and available-for-sale securities) totaled \$216.9 million or 28.0% of total assets at December 31, 2008, \$90.1 million or 14.5% of total assets at December 31, 2007 and \$134.9 million or 23.1% of total assets at December 31, 2006. In 2008, the Holding Company's primary source of funding was exercises of stock options and dividends. The Holding Company expects to receive dividends from the Bank in 2009. (See note 18 to the Consolidated Financial Statements for a discussion of the restrictions on the Bank's ability to pay dividends.)

To accommodate future growth and business needs, the Company develops an annual capital expenditure budget during strategic planning sessions. The Company expects that the earnings of the Company, acquisition of core deposits and wholesale borrowing arrangements are sufficient to support liquidity needs in 2009.

Federal Home Loan Bank borrowings

The Company actively uses Federal Home Loan Bank (FHLB) advances as a source of wholesale funding to provide liquidity and to implement leverage strategies. At December 31, 2008, the Company's FHLB long-term advance was fixed rate. At December 31, 2008 the Company's FHLB short-term advances were a fixed term borrowing without call or put features, fixed rates. At December 2008, the Company had \$120 million in FHLB advances outstanding compared to \$60 million at December 31, 2007.

	2008	2007	2006
Securities sold under agreements to repurchase with weighted average interest rates of 0.62%, 2.84% and 4.00% at December 31, 2008, 2007 and 2006, respectively	13,853,255	\$ 15,513,211	\$ 37,116,610
Federal Home Loan Bank borrowings with weighted average interest rates of 2.41%, 4.30% and 5.64% at December 31, 2008, 2007 and 2006, respectively	120,000,000	60,000,000	40,000,000
Total FHLB borrowings	\$ 133,853,255	\$ 75,513,211	\$ 77,116,610

	2008	2007	2006
Securities sold under agreements to repurchase:			
Maximum outstanding at any month end	\$ 14,581,881	\$ 46,417,358	\$ 37,116,610
Average balance during the year	13,038,870	32,237,000	29,708,000
Weighted average interest rate during year	1.32%	3.65%	3.84%
Federal Home Loan Bank borrowings:			
Maximum outstanding at any month end	\$ 120,000,000	\$ 60,000,000	\$ 80,000,000
Average Balance during the year	83,048,645	46,630,462	59,059,300
Weighted average interest rate during year	3.40%	5.20%	5.21%

Credit Risk Management

Credit risk arises from the inability of a customer to meet its repayment obligations. Credit risk exists in our outstanding loans, letters of credit and unfunded loan commitments. We manage credit risk based on the risk profile of the borrower, repayment sources and the nature of underlying collateral given current events and conditions.

Commercial portfolio credit risk management

Commercial credit risk management begins with an assessment of the credit risk profile of the individual borrower based on an analysis of the borrower's financial position in light of current industry, economic or geopolitical trends. As part of the overall credit risk assessment of a borrower, each commercial credit is assigned a risk grade and is subject to approval based on existing credit approval standards. Risk grading is a factor in determining the adequacy of the allowance for loan and lease losses. Credit decisions are determined by Credit Administration to certain limitations and approvals from the Loan Committee above certain limitations. Credit risk is continuously monitored by Credit Administration for possible adjustment if there has been a change in the borrower's ability to perform under its obligations. Additionally, we manage the size of our credit exposure through loan sales and loan participation agreements.

The primary sources of repayment of the commercial loans of the Company are from the borrower's operating cash flows and the borrower's conversion of short-term assets to cash. The net assets of the borrower or guarantor are usually identified as a secondary source of repayment. The principal factors affecting the Bank's risk of loss from commercial lending include each borrower's ability to manage its business affairs and cash flows, local and general economic conditions and real estate values in the Company's service area. The Company manages its commercial loan portfolio by monitoring its borrowers' payment performance and their respective financial condition and makes periodic adjustments, if necessary, to the risk grade assigned to each loan in the portfolio. The Company's evaluations of its borrowers are facilitated by management's knowledge of local market conditions and periodic reviews by a consultant of the credit administration policies of the Company.

Real estate portfolio credit risk management

The principal source of repayment of the real estate construction loans of the Company is the sale of the underlying collateral or the availability of permanent financing from the Company or other lending source. The principal risks associated with real estate construction lending include project cost overruns that absorb the borrower's equity in the project and deterioration of real estate values as a result of various factors, including competitive pressures and economic downturns.

The Company manages its credit risk associated with real estate construction lending by establishing a loan-to-value ratio on projects on an as-completed basis, inspecting project status in advance of disbursements, and matching maturities with expected completion dates. Generally, the Company requires a loan-to-value ratio of not more than 80% on single family residential construction loans. The specific underwriting standards of the Company and methods for each of its principal lines of lending include industry-accepted analysis and modeling and certain proprietary techniques. The underwriting criteria of the Bank are designed to comply with applicable regulatory guidelines, including required loan-to-value ratios. The credit administration policies of the Company contain mandatory lien position and debt service coverage requirements, and the Bank generally requires a guarantee from individuals owning

20% or more of the borrowing entity.

Concentrations of credit risk

Portfolio credit risk is evaluated with the goal that concentrations of credit exposure do not result in unacceptable levels of risk. Concentrations of credit exposure can be measured in various ways including industry, product, geography, and customer relationship. We review non-real estate commercial loans by industry and real estate loans by geographic location and property type.

Nonperforming assets

The Company's practice is to place an asset on nonaccrual status when one of the following events occurs: (i) Any installment of principal or interest is 90 days or more past due (unless in management's opinion the loan is well-secured and in the process of collection), (ii) management determines the ultimate collection of principal or interest to be unlikely or (iii) the terms of the loan have been renegotiated due to a serious weakening of the borrower's financial condition. Nonperforming loans may be on nonaccrual, are 90 days past due and still accruing, or have been restructured.

Allowance for loan and lease losses (ALLL)

The allowance for loan and lease losses represents management's best estimate of probable losses in the loans and leases portfolio. Within the allowance, reserves are allocated to segments of the portfolio based on specific formula components. Changes to the allowance for credit losses are reported in the Consolidated Statement of Income in the provision for loan losses.

We perform periodic and systematic detailed evaluations of our lending portfolio to identify and estimate the inherent risks and assess the overall collectibility. These evaluations include general conditions such as the portfolio composition, size and maturities of various segmented portions of the portfolio such as secured, unsecured, construction, and Small Business Administration (SBA). Additional factors include concentrations of borrowers, industries, geographical sectors, loan product, loan classes and collateral types, volume and trends of loan delinquencies and non-accrual; criticized and classified assets and trends in the aggregate in significant credits identified as watch list items.

The Company's allowance for loan and lease losses is the accumulation of various components that are calculated based upon independent methodologies. All components of the allowance for loan losses represent an estimation performed pursuant to Statement of Financial Accounting Standards (SFAS) Statement No. 5, *Accounting for Contingencies* or SFAS No. 114, *Accounting by Creditors for Impairment of a Loan*. Management's estimate of each SFAS No. 5 component is based on certain observable data that management believes is the most reflective of the underlying credit losses being estimated. Changes in the amount of each component of the allowance for loan losses are directionally consistent with changes in the observable data, taking into account the interaction of the SFAS No. 5 components over time.

An essential element of the methodology for determining the allowance for loan and lease losses is the Company's credit risk evaluation process, which includes credit risk grading individual, commercial, construction, commercial real estate, and consumer loans. Loans are assigned credit risk grades based on the Company's assessment of conditions that affect the borrower's ability to meet its contractual obligations under the loan agreement. That process includes reviewing borrower's current financial information, historical payment experience, credit documentation, public information, and other information specific to each individual borrower. Loans are reviewed on an annual or rotational basis or as management become aware of information affecting the borrower's ability to fulfill its obligations. Credit risk grades carry a dollar weighted risk percentage.

For individually impaired loans, SFAS No. 114 provides guidance on the acceptable methods to measure impairment. Specifically, SFAS No. 114 states that when a loan is impaired, we measure impairment based on the present value of expected future principal and interest cash flows discounted at the loan's effective interest rate, except that as a practical expedient, a creditor may measure impairment based on a loan's observable market price or the fair value of collateral, if the loan is collateral dependent. When developing the estimate of future cash flows for a loan, we consider all available information reflecting past events and current conditions, including the effect of existing environmental factors. In addition to the ALLL, an allowance for unfunded loan commitments and letters of credit is determined using estimates of the probability of funding. This reserve is carried as a liability on the consolidated balance sheet.

We make provisions to the ALLL on a regular basis through charges to operations that are reflected in our consolidated statements of income as provision expense for loan losses. When a loan is deemed uncollectible, it is charged against the allowance. Any recoveries of previously charged-off loans are credited back to the allowance. There is no precise method of predicting specific losses or amounts that ultimately may be charged-off on particular categories of the loan portfolio. Various regulatory agencies, as an integral part of their examination process, periodically review the Company's ALLL. Such agencies may require the Company to provide additions to the allowance based on their judgment of information available to them at the time of their examination. There is uncertainty concerning future economic trends. Accordingly, it is not possible to predict the effect future economic trends may have on the level of the provisions for possible loan losses in future periods. The ALLL should not be interpreted as an indication that charge-offs in future periods will occur in the stated amounts or proportions.

The following table summarizes the activity in the ALLL reserves for the periods indicated.

(Dollars in thousands)	Years Ended December 31,					
	2008	2007	2006	2005	2004	2003
Beginning Balance:	\$ 8,233	\$ 4,904	\$ 4,316	\$ 3,866	\$ 3,675	\$ 3,529
Provision for loan losses	6,520	3,291	226	448	554	515
Charge-offs:						
Commercial & Financial	(1,007)	(0)	(274)	(83)	(367)	(379)
Real Estate	(5,322)	(0)	(0)	(0)	(0)	(0)
Other	(0)	(0)	(25)	(10)	(1)	(1)
Total Charge-offs	(6,329)	(0)	(299)	(93)	(368)	(380)
Recoveries:						
Commercial & Financial	0	26	655	93	2	11
Real Estate	5	12	0	0	0	0
Other	0	0	6	2	3	0
Total Recoveries	5	38	661	95	5	11
Net Charge-offs	(6,324)	38	362	2	(363)	(369)
Ending Balance	\$ 8,429	\$ 8,233	\$ 4,904	\$ 4,316	\$ 3,866	\$ 3,675
Allowance for loan losses to total loans	1.60%	1.66%	1.18%	1.17%	1.20%	1.30%
Net Charge-offs to average loans	1.22%	.00%	-.09%	.00%	.12%	.13%

Provisions for loan and lease losses increased significantly during the fourth quarter 2008 related to real estate development loans that were placed into non-accrual status. Elevated provisions are associated with an aggressive reclassification of loans, following completion of a total portfolio review, and management's aggressive stance in recognizing impaired loans. The provisions for loan and lease losses increased to \$6,520,000 for 2008 versus \$3,291,000 in 2007. Net losses were approximately \$6,324,000 compared to recoveries of approximately \$38,000 in

2007. The Company's allowance for loan losses was 1.60% of total loans at December 31, 2008 compared to 1.66% of total loans a year ago. The drop in ratio of allowance to total loans is directly related to the increase in outstanding loans at December 31, 2008.

Actual and future results of the allowance provisions and charge-offs may differ materially from trends expressed in the table and are beyond the Company's ability to predict.

Allocation of Allowance for Loan and Lease Losses by product type:

	Dec. 31, 2008		Dec. 31, 2007		Dec. 31, 2006		Dec. 31, 2005		Dec. 31, 2004	
	Percent of category to total	Percent of category to total	Percent of category to total	Percent of category to total	Percent of category to total	Percent of category to total	Percent of category to total	Percent of category to total	Percent of category to total	Percent of category to total
(Dollars in thousands)	Amount	loans	Amount	loans	Amount	loans	Amount	loans	Amount	loans
Balance at end of period applicable to:										
Commercial and Financial	\$ 3,415	31.11%	\$ 1,722	35.11%	\$ 2,033	30.36%	\$ 1,900	30.76%	\$ 2,087	32.64%
Commercial Real Estate	\$ 2,900	41.31%	\$ 1,512	35.37%	\$ 1,364	41.62%	\$ 1,375	41.11%	\$ 1,149	41.83%
Construction and Development	\$ 1,913	15.97%	\$ 4,594	21.62%	\$ 1,244	26.73%	\$ 936	27.57%	\$ 588	23.95%
Installment Loans	\$ 60	0.03%	\$ 44	0.05%	\$ 28	0.23%	\$ 28	0.53%	\$ 23	0.21%
Other Loans	\$ 116	0.17%	\$ 56	0.25%	\$ 41	0.05%	\$ 0	0.00%	\$ 0	0.00%
Unallocated	\$ 25	11.41%	\$ 305	7.60%	\$ 194	1.01%	\$ 77	0.03%	\$ 19	1.37%
Total Allowance for loan and lease losses	\$ 8,429	100.00%	\$ 8,233	100.00%	\$ 4,904	100.00%	\$ 4,316	100.00%	\$ 3,866	100.00%

Market Risk Management

Market risk is the potential loss due to adverse changes in market prices and yields. Market risk is inherent in the Company's operating positions and activities including customers' loans, deposit accounts, securities and long-term debt. Loans and deposits generate income and expense, respectively, and the value of cash flows change based on general economic levels, most importantly, the level of interest rates.

The goal for managing the assets and liabilities of the Company is to maximize stockholder value and earnings while maintaining a high quality balance sheet without exposing the Company to undue interest rate risk. The absolute level and volatility of interest rates can have a significant impact on the Company's profitability. Market risk arises from exposure to changes in interest rates, exchange rates, commodity prices, and other relevant market rate or price risk. The Company does not operate a trading account, and does not hold a position with exposure to foreign currency exchange. The Company faces market risk through interest rate volatility. Net interest income risk is measured based on rate shocks over different time horizons versus a current stable interest rate environment. Assumptions used in these calculations are similar to those used in the planning and budgeting model. The overall interest rate risk position and strategies are reviewed on an ongoing basis with ALCO.

Securities Portfolio

The securities portfolio is central to our asset liability management strategies. The decision to purchase or sell securities is based upon the current assessment of economic and financial conditions, including the interest rate environment, liquidity and regulatory requirements. The Company classifies its securities as *available-for-sale* or *held-to-maturity* at the time of purchase. Generally, all securities are purchased with the intent and ability to hold the security for long-term investment, and the Company has both the ability and intent to hold *held-to-maturity* investments to maturity. The Company does not engage in trading activities. Securities *held-to-maturity* is carried at cost adjusted for the accretion of discounts and amortization of premiums. Securities *available-for-sale* may be sold to implement the Company's asset liability management strategies and in response to changes in interest rates, prepayment rates and similar factors. Securities *available-for-sale* are recorded at fair value and unrealized gains or losses, net of income taxes, are reported as a component of accumulated other comprehensive income(loss), in a separate component of stockholders' equity. Gain or loss on sale of securities is based on the specific identification

method. During the third quarter 2008, all *held-to-maturity* securities were transferred to *available-for-sale* to provide the Company with greater liquidity resources.

Operational Risk Management

Operational risk is the potential for loss resulting from events involving people, processes, technology, legal or regulatory issues, external events, and reputation. In keeping with the corporate governance structure, the Senior Leadership committee is responsible for operational risk controls. Operational risks are managed through specific policies and procedures, controls and monitoring tools. Examples of these include reconciliation processes, transaction monitoring and analysis and system audits. Operational risks fall into two major categories, business specific and company wide. The Senior Leadership committee works to ensure consistency in policies, processes and assessments. With respect to company wide risks, the Senior Leadership committee works directly with Directors to develop policies and procedures for information security, business resumption plans, compliance and legal issues.

Critical Accounting Policies

General

The Company's significant accounting principles are described in Note 2 of the consolidated financial statements and are essential to understanding Management's Discussion and Analysis of Results of Operations and Financial Condition. Bank of Commerce Holdings' consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States of America (GAAP). The financial information contained within our statements is, to a significant extent, financial information that is based on measures of the financial effects of transactions and events that have already occurred. Some of the Company's accounting principles require significant judgment to estimate values of assets or liabilities. In addition, certain accounting principles require significant judgment in applying the complex accounting principles to transactions to determine the most appropriate treatment.

Valuation of Investments and Impairment of Securities

Invested assets are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain invested assets and the level of uncertainty related to changes in the fair value of these assets, it is possible that changes in risks in the near term could have an adverse material impact on our results of operations or equity.

Our investment portfolio is subject to market declines below amortized cost that may be other-than-temporary. A significant judgment in the valuation of investments is the determination of when an other-than-temporary impairment has occurred. The ALCO Committee reviews the investment portfolio on at least a quarterly basis, with ongoing analysis as new information becomes available. Any decline that is determined to be other-than-temporary is recorded as an other-than-temporary impairment (OTTI) loss in the results of operations in the period in which the determination occurred.

An investment is impaired if the fair value of the investment is less than its cost adjusted for accretion, amortization and OTTI, otherwise defined as an unrealized loss. When an investment is impaired, the impairment is evaluated to determine whether it is temporary or other-than-temporary.

Significant judgment is required in the determination of whether an OTTI has occurred for an investment. The Company follows a consistent and systematic process for determining and recording an OTTI loss. The Company has designated the ALCO Committee responsible for the OTTI process.

The ALCO Committee's assessment of whether an OTTI loss should be recognized incorporates both quantitative and qualitative information. The ALCO Committee considers a number of factors including, but not limited to: (a) the length of time and the extent to which the fair value has been less than amortized cost, (b) the financial condition and near term prospects of the issuer, (c) the intent and ability of the Company to retain its investment for a period of time sufficient to allow for an anticipated recovery in value, (d) whether the debtor is current on interest and principal payments and (e) general market conditions and industry or sector specific outlook.

For securities considered to be OTTI, the security is adjusted to fair value and the resulting losses are recognized in Realized investment gains (losses) on the Consolidated Statement of Income.

Allowance for Loan and Lease Losses (ALLL)

The allowance for loan and lease losses is management's best estimate of the probable losses that may be sustained in our loan portfolio. The allowance is based on two basic principles of accounting. (1) SFAS No.5 which requires that losses be accrued when they are probable of occurring and estimable and (2) SFAS No. 114, which requires that losses be accrued based on the differences between that value of collateral, present value of future cash flows or values that are observable in the secondary market and the loan balance. The Company performs periodic and systematic detailed evaluations of its lending portfolio to identify and estimate the inherent risks and assess the overall collectibility. These evaluations include general conditions such as the portfolio composition, size and maturities of various segmented portions of the portfolio such as secured, unsecured, construction, and Small Business Administration (SBA).

Additional factors include concentrations of borrowers, industries, geographical sectors, loan product, loan classes and collateral types; volume and trends of loan delinquencies and non-accrual; criticized and classified assets and trends in the aggregate in significant credits identified as watch list items. There are several components to the determination of the adequacy of the ALLL. Each of these components is determined based upon estimates that can and do change when the actual events occur. The Company estimates the SFAS No. 5 portion of the ALLL based on the segmentation of its portfolio. For those segments that require an ALLL, the Company estimates loan losses on a monthly basis based upon its ongoing loan review process and analysis of loan performance. The Company follows a systematic and consistently applied approach to select the most appropriate loss measurement methods and support its conclusions and rationale with written documentation. One method of estimating loan losses for groups of loans is through the application of loss rates to the groups' aggregate loan balances. Such rates typically reflect historical loss experience for each group of loans, adjusted for relevant economic factors over a defined period of time. The Company evaluates and modifies its loss estimation model as needed to ensure that the resulting loss estimate is consistent with GAAP. For individually impaired loans, SFAS No. 114 provides guidance on the acceptable methods to measure impairment.

Specifically, SFAS No. 114 states that when a loan is impaired, the Company should measure impairment based on the present value of expected future principal and interest cash flows discounted at the loan's effective interest rate, except that as a practical expedient, a creditor may measure impairment based on a loan's observable market price or the fair value of collateral, if the loan is collateral dependent. When developing the estimate of future cash flows for a loan, the Company considers all available information reflecting past events and current conditions, including the effect of existing environmental factors.

Stock-Based Compensation

The Company adopted Statement of Financial Accounting Standards No. 123R (FAS 123R), *Share-Based Payment*, on January 1, 2006. The scope of FAS 123R includes a wide range of stock-based compensation arrangements including stock options, restricted stock plans, performance-based awards, stock appreciation rights, and employee stock purchase plans. FAS 123R requires the Company to measure the cost of employee services received in exchange for an award of equity instruments. The cost is determined based on the fair value of the award on the grant date. That cost must be recognized in the income statement over the service period of the award. Under the modified prospective transition method, awards that are granted, modified or settled beginning at the date of adoption will be measured and accounted for in accordance with FAS 123R. In addition, expense must be recognized in the income statement for unvested awards that were granted prior to the date of adoption.

During 2008, the fair value of options granted was determined on the date of the grant using a binomial option-pricing model with the following assumptions: a current volatility rate of 32.10%, a risk-free interest rate of 2.97% (based upon the five year treasury coupon rate at the time the options were issued), expected dividends of \$0.32 per share per year (current dividend payout), an annual dividend rate of 4.56%, an assumed forfeiture rate of zero and an expected life of seven years.

Revenue recognition

The Company's primary source of revenue is net interest income, which is the difference between the interest income it receives on interest-earning assets and the interest expense it pays on interest-bearing liabilities, and (ii) fee income, which includes fees earned on deposit services, income from SBA lending, electronic-based cash management services, mortgage brokerage fee income and merchant credit card processing services. Interest income is recorded on an accrual basis. Note 2 to the Consolidated Financial Statements offers an explanation of the process for determining when the accrual of interest income is discontinued on an impaired loan.

Income Taxes

The Company accounts for income taxes under the asset and liability method. Under the asset and liability method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using currently enacted tax rates applied to such taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. If future income should prove non-existent or less than the amount of deferred tax assets within the tax years to which they may be applied, the asset may not be realized and our net income will be reduced.

Financial Highlights Results of Operations

The following discussion and analysis provides a comparison of the results of operations for 2008 and 2007. This discussion should be read in conjunction with the consolidated financial statements and related notes.

Key Financial Ratios	2008	2007	2006	2005	2004
Profitability					
Return on average assets	0.33%	1.04%	1.20%	1.34%	1.22%
Return on average equity	4.99%	13.39%	15.59%	18.35%	18.18%
Average earning assets to total average assets	92.86%	93.74%	94.20%	94.04%	92.62%
Interest Margin					
Net interest margin	3.47%	3.98%	4.26%	4.59%	4.45%
Asset Quality					
Allowance for loan losses to total loans	1.60%	1.66%	1.18%	1.17%	1.20%
Nonperforming assets to total assets	2.98%	2.01%	0.00%	0.08%	0.54%
Net charge-offs to average loans	1.22%	0.00%	-0.09%	0.00%	0.12%
Liquidity					
Loans to deposits	93.28%	102.67%	93.08%	97.63%	90.34%
Liquidity ratio	22.56%	18.49%	27.96%	23.57%	23.23%
Capital					
Tier 1 risk-based capital Bank	11.58%	9.97%	11.42%	12.08%	10.80%
Total risk-based capital Bank	12.84%	11.22%	12.54%	13.11%	11.88%
Efficiency					
Efficiency ratio	63.81%	59.31%	55.64%	52.54%	55.65%

The above table represents key financial performance ratios that the Senior Leadership Team of the Company monitor on a monthly basis in comparison with Uniform Bank Performance Report peer data. Uniform Bank Performance Reports are available on all Federal Deposit Insurance Corporation insured financial institutions and are used to measure quality performance to peer groupings and may be obtained online at www.fdic.gov. Executive Management monitors the high-performing sector of the peer group and uses this data to examine strategies of other high-performing financial institutions and to establish the financial performance goals of the Company on an annual basis. These goals are then communicated through budgets, strategies, planning and projections to the Senior Leadership Team for implementation. Results are monitored both to plan and to peer at the Board of Directors level on a monthly basis.

Balance Sheet

Our Company believes that 2008 and beyond may be redefining the financial services industry. Despite the dramatic changes in our industry and the economic environment, Bank of Commerce Holdings achieved solid growth in loans and deposits, and our strength and security continue to compare favorably with our industry peers. During 2008, the focus of the Company has been on strengthening the balance sheet, by providing appropriate reserves, strong capital, and significant liquidity.

Our balance sheet grew by \$156.0 million or 25.2% over the prior year end. Loans, the single largest asset of the Company grew by \$32.7 million or 6.7%, an all time high for the Company. Deposit growth was up \$81.7 million or 17.2% of which \$31.1 million was centered in *core* checking and savings accounts. Our new Buenaventura office in Redding, California surpassed their deposit goals in only *eight months* after opening its doors.

Management has taken aggressive actions through the year in provisioning for loan losses, charging down impairments and keeping an attentive eye on expenses. 2008 was an extremely challenging year for credit, and management took an aggressive stance in recognizing impaired loans.

The Commercial and Industrial portfolio is performing well given the current market conditions while real estate development properties and construction related lending remains under stress. Our loan portfolio will likely continue to be influenced by weakness in real estate values, the effects of higher energy prices and higher unemployment levels. Net charge offs were \$6.3 million at December 31, 2008 compared to net recoveries of approximately \$38,000 in 2007. The charge-offs were centered in real estate development loans. One development property was taken into other real estate owned (OREO). OREO was \$2.9 million at December 31, 2008 and zero at December 31, 2007. We are committed to working with our customers to find potential solutions when our customers experience financial difficulties.

Elevated provisions are associated with an aggressive reclassification of loans, following completion of a total portfolio review, and management's aggressive stance in recognizing impaired loans. Our Company has provided \$6.5 million in provisions for loan and lease losses compared to \$3.3 million a year ago. The Company's allowance for loan losses was 1.60% of total loans at December 31, 2008 compared to 1.66% of total loans a year ago.

Our Company continues to maintain a relatively low-risk, liquid and valuable available-for-sale investment portfolio. We were fortunate in not holding any equity investments in Freddie Mac, Fannie Mae, Lehman Brothers or other corporate investments that would have resulted in an other-than-temporary impairment write down. During the fourth quarter 2008, the Company leveraged an investment transaction by borrowing an additional \$50.0 million from the FHLB and investing in high quality government mortgage backed securities.

The capital ratios of Bank of Commerce continue to be above well-capitalized guidelines established by regulatory agencies. With our strong capital position, we find significantly more opportunities now for acquisitions, portfolio purchases and attractive loan and asset purchases. The Company announced approval of its application for the United States Treasury to invest \$17.0 million in the Company's preferred stock and common stock warrants. The U.S. Treasury introduced the Capital Purchase Program on October 14, 2008, under which the Treasury will make up to \$250 billion in equity capital available to *qualifying* healthy financial institutions. Bank of Commerce Holdings has qualified for this highly selective program and received the capital investment in November of this year.

On October 14, 2008, the FDIC expanded deposit insurance coverage with the new Transaction Account Guarantee Program under its Temporary Liquidity Guarantee Program. The new program provides customers of financial institutions that choose to participate in it full FDIC insurance for all deposit balances in noninterest-bearing transaction deposit accounts through December 31, 2009. Bank of Commerce has opted to participate in this program to provide an additional level of security to our customers.

Sources of Income

The Company derives its income from two principal sources: (i) net interest income, which is the difference between the interest income it receives on interest-earning assets and the interest expense it pays on interest-bearing liabilities, and (ii) fee income, which includes fees earned on deposit services, income from payroll processing, electronic-based cash management services, mortgage brokerage fee income and merchant credit card processing services. The income of the Company depends to a great extent on net interest income. These interest rate factors are highly sensitive to many factors, which are beyond the Company's control, including general economic conditions, inflation, recession, and the policies of various governmental and regulatory agencies, in particular, the Federal Reserve Board. Because of the Company's predisposition to variable rate pricing and non-interest bearing demand deposit accounts, the Company is considered asset sensitive. Consequently, the Company is adversely affected by declining interest rates.

Net interest income reflects both our net interest margin—the difference between the yield we earn on our assets and the interest rate we pay for deposits and our other sources of funding—and the amount of earning assets we hold. As a result, changes in either our net interest margin or the amount of earning assets we hold could affect the Company's net interest income and the Company's earnings.

Changes in interest rates up or down could adversely affect the Company's net interest margin. Although the yield we earn on our assets and our funding costs tend to move in the same direction in response to changes in interest rates, one can rise or fall faster than the other, causing our net interest margin to expand or contract. Many of our assets are tied to prime rate, so they may adjust faster in response to changes in interest rates. As a result, when interest rates fall, our yield we earn on our assets may fall faster than the repricing opportunities of our liabilities, causing our net interest margin to contract until the repricing of liabilities catches up.

Changes in the slope of the yield curve or the spread between short-term and long-term interest rates could also reduce our net interest margin. Normally, the yield curve is upward sloping, meaning short-term rates are lower than long-term rates. Because our liabilities tend to be shorter in duration than our assets, when the yield curve flattens or even inverts, we could experience pressure on our net interest margin as our cost of funds increases relative to the yield we can earn on our assets.

We assess our interest rate risk by estimating the effect on our earnings under various scenarios that differ based on assumptions about the direction, magnitude and speed of interest rate changes and the slope of the yield curve. We currently hedge some of that interest rate risk with interest rate derivatives.

We do not hedge all of our interest rate risk. There is always the risk that changes in interest rates could reduce our net interest income and our earnings in material amounts, especially if actual conditions turn out to be materially different than what we assumed. For example, if interest rates rise or fall faster than we assumed or the slope of the yield curve changes, we may incur significant losses on debt securities we hold as investments. To reduce our interest rate risk, we may rebalance our investment and loan portfolios, refinance our debt and take other strategic actions. We may incur losses or expenses when we take such actions.

Year Ended December 31, 2008 Compared to Year Ended December 31, 2007

The Company reported net income of \$2.19 million for the year ended December 31, 2008, representing a decrease of approximately \$3.91 million or 64.1%, over net income of \$6.10 million for the year ended December 31, 2007.

The decrease can be primarily attributed to the build up of provisions for loan losses of \$6.52 million and a reduction of \$2.4 million in revenues attributed to key life proceeds received in the prior year.

During the fourth quarter 2008, the Company increased provisions for loan and lease losses significantly in relation to two real estate development loans. The Company's provision for loan and lease losses increased to \$6,520,000 in 2008 from \$3,291,000 in 2007. Credit quality deterioration through impairment reviews on two credits within the portfolio was the principal factor for current period provisions. Non performing assets as a percentage of total assets increased to 2.98% compared with 2.01% in 2007.

Return on average assets (ROA) was 0.33% and return on average common equity (ROE) was 4.99% in 2008 compared with 1.04% and 13.39% respectively in 2007. Diluted earnings per share for 2008 and 2007 were \$0.25 and \$0.68, respectively, a decrease of 63.0% in 2008 over 2007. The Company's average total assets increased to \$662.3 million in 2008 or 11.2% from \$595.3 million in 2007. Total deposits grew by \$81.6 million or 17.2% primarily in core savings accounts followed by certificates of deposit. Total net loans grew by \$32.6 million or 6.7%. Yields on portfolio loans decreased 179 basis points to 6.47% compared to 8.26% in 2007. Yields on all earning assets decreased 132 basis points to 6.13% compared to 7.45% in 2007. The income of the Company is highly dependent on interest rate differentials and the resulting net interest margins (i.e., the difference between the interest rates earned on the Bank's interest-earning assets such as loans and securities, and the interest rates paid on the Bank's interest-bearing liabilities such as deposits and borrowings). These rates are highly sensitive to many factors, which are beyond the Company's control, including general economic conditions, inflation, recession and the policies of various governmental and regulatory agencies, in particular, the FRB. Because of the Company's practice of using variable rate pricing on the majority of its loan portfolio and noninterest bearing demand deposit accounts the Company is asset sensitive. As a result, the Company is generally adversely affected by declining interest rates.

Funding costs decreased 106 basis points to 3.02% compared with 4.08% in 2007, reflective of the current lower cost rate environment.

Year Ended December 31, 2007 Compared to Year Ended December 31, 2006

The Company reported net income of \$6.10 million for the year ended December 31, 2007, representing a decrease of approximately \$461,000 or 7.0%, over net income of \$6.57 million for the year ended December 31, 2006. Top line revenues are up \$6.2 million over the prior year. \$2.4 million of the increase is attributed to key life proceeds received during the fourth quarter. Net interest income dropped by \$23,000 or -0.10% over the prior year and is attributed to the higher cost of funding.

During the fourth quarter 2007, the Company increased provisions for loan and lease losses substantially in relation to two real estate development credits that were placed into non-accrual status during the period. The Company's provision for loan and lease losses increased to \$3,291,000 in 2007 from \$226,000 in 2006. Credit quality deterioration on two credits within the portfolio was the principal factor for current period provisions. Non performing assets as a percentage of total assets increased to 2.01% compared with 0.00% in 2006.

Return on average assets (ROA) was 1.04% and return on average common equity (ROE) was 13.39% in 2007 compared with 1.20% and 15.59% respectively in 2006. Diluted earnings per share for 2007 and 2006 were \$0.68 and \$0.74, respectively, a decrease of 8.1% in 2007 over 2006. The Company's average total assets increased to \$595.3 million in 2007 or 8.3% from \$549.5 million in 2006. Total deposits grew by \$34.2 million or 7.8% primarily in core checking and savings accounts. Total net loans grew by \$77.3 million or 18.9%.

Yields on portfolio loans increased 04 basis points to 8.26% compared to 8.22% in 2006. Yields on all earning assets increased 18 basis points to 7.45% compared to 7.27% in 2006. Likewise, funding costs increased 39 basis points to 4.08% compared with 3.69% in 2006, reflective of the competition for deposits.

Net Interest Income and Net Interest Margin

The primary source of income for the Company is derived from net interest income. Net interest income represents the excess of interest and fees earned on assets (loans, securities and federal funds sold) over the interest paid on deposits and borrowed funds. Net interest margin is net interest income expressed as a percentage of average earning assets.

Net interest income decreased \$665,000 to \$21.34 million in 2008 compared to \$22.01 million in 2007 and \$22.03 million in 2006, representing a 3.02% decrease in 2008 over 2007, and a 0.10% decrease in 2007 over 2006. The average balance of total earning assets increased to \$615.0 million in 2008 compared to \$552.9 million in 2007, an 11.4% increase.

The following table sets forth the Company's daily average balance sheet, related interest income or expense and yield or rate paid for the periods indicated. The yield on tax-exempt securities has not been adjusted to a tax-equivalent yield basis.

**Average Balances, Interest Income/Expense and Yields/Rates Paid
Years Ended December 31,**

<i>(Dollars in thousands)</i>	2008			2007			2006		
	Average Balance	Interest Income/Expense	Yield/Rate	Average Balance	Interest Income/Expense	Yield/Rate	Average Balance	Interest Income/Expense	Yield/Rate
Interest Earning Assets									
Portfolio loans	\$ 518,759	\$ 33,582	6.47%	\$ 437,217	\$ 36,134	8.26%	\$ 394,152	\$ 32,394	8.22%
Tax-exempt securities	24,399	1,197	4.91%	30,727	1,229	4.00%	21,112	787	3.73%
US government securities	13,637	553	4.06%	26,782	1,112	4.15%	39,576	1,593	4.03%
Mortgage backed securities	37,328	1,916	5.13%	43,122	1,973	4.58%	42,476	1,828	4.30%
Federal funds sold	17,987	303	1.68%	13,099	681	5.20%	17,124	872	5.09%
Other securities	2,918	139	4.76%	2,000	90	4.50%	3,075	136	4.42%
Average Earning Assets	\$ 615,028	\$ 37,690	6.13%	\$ 552,947	\$ 41,219	7.45%	\$ 517,515	\$ 37,610	7.27%
Cash & due from banks	16,298			14,273			14,113		
Bank premises and fixed assets	11,097			10,155			6,878		
Other assets	19,866			17,986			11,022		
Average Total Assets	\$ 662,289			\$ 595,361			\$ 549,528		
Interest Bearing Liabilities									
Interest bearing demand	\$ 138,743	\$ 2,173	1.57%	\$ 121,281	\$ 2,735	2.26%	\$ 108,066	\$ 1,504	1.39%
Savings deposits	56,914	1,576	2.77%	39,565	1,216	3.07%	24,633	289	1.17%
Certificates of deposit	234,493	8,552	3.65%	215,511	10,571	4.91%	190,568	8,486	4.45%
Repurchase Agreements	13,043	173	1.33%	32,237	1,177	3.65%	29,708	1,138	3.83%
Other borrowings	98,518	3,868	3.93%	62,095	3,507	5.65%	69,014	4,158	6.02%
Average Interest Liabilities	\$ 541,711	\$ 16,342	3.02%	\$ 470,689	\$ 19,206	4.08%	\$ 421,989	15,575	3.69%
Noninterest bearing Demand	70,933			72,545			79,245		
Other liabilities	5,660			6,502			6,154		

Edgar Filing: Bank of Commerce Holdings - Form 10-K

Stockholders equity	43,985		45,625		42,140		
Average Liabilities and Stockholders equity	\$ 662,289		\$ 595,361		\$ 549,528		
Net Interest Income and Net Interest Margin		\$ 21,348	3.47%	\$ 22,013	3.98%	\$ 22,035	4.26%

Interest income on loans includes fee income of approximately \$77,000, \$241,000 and \$429,000 for the years ended December 31, 2007, 2006, and 2005 respectively.

The following tables set forth changes in interest income and expense for each major category of interest earning assets and interest-bearing liabilities, and the amount of change attributable to volume and rate changes for the periods indicated. Changes not solely attributable to rate or volume has been allocated to volume. The yield on tax-exempt securities has not been adjusted to a tax-equivalent yield basis.

Analysis of Changes in Net Interest Income
Years ended December 31,

<i>(Dollars in thousands)</i>	2008 over 2007			2007 over 2006		
	Variance due to Average Volume	Variance due to Average Rate	Total	Variance due to Average Volume	Variance due to Average Rate	Total
Increase (Decrease)						
In Interest Income:						
Portfolio loans	\$ 5,279	(7,831)	(\$2,552)	\$ 3,559	180	\$ 3,739
Tax-exempt securities	(310)	278	(32)	385	57	442
US government securities	(533)	(26)	(559)	(531)	50	(481)
Mortgage backed securities	(297)	240	(57)	30	115	145
Federal funds sold	82	(460)	(378)	(209)	18	(191)
Other securities	44	5	49	(48)	2	(46)
Total Increase (Decrease)	4,265	(7,794)	(3,529)	3,186	422	3,608
(Decrease) Increase						
In Interest Expense:						
Interest bearing demand	273	(835)	(562)	298	933	1,231
Savings accounts	480	(120)	360	459	468	927
Certificates of deposit	692	(2,711)	(2,019)	1,223	862	2,085
Repurchase agreements	(255)	(749)	(1,004)	92	(53)	39
Other borrowings	1,228	(867)	361	(1,683)	1,032	(651)
Total Increase (Decrease)	2,418	(5,282)	(2,864)	389	3,242	3,631
Net Increase (Decrease)	1,847	(2,512)	(665)	\$ 2,797	\$ (2,820)	\$ (23)

Noninterest Income

The following table sets forth a summary of noninterest income for the periods indicated.

<i>(Dollars in thousands)</i>	Years Ended December 31,		
	2008	2007	2006
Noninterest income:			
Service charges on deposit accounts	\$ 311	\$ 278	\$ 346
Payroll and benefit processing fees	453	383	386
Earnings on cash surrender- Bank owned life insurance	340	331	329
Life Insurance policy benefits	0	2,400	0
Net realized gain (loss) on sale of securities available-for-sale	628	46	(171)
Net loss on sale of derivative swap transaction	(225)	0	0
Net gain on sale of loans	0	0	90
Merchant credit card service income, net	364	388	380
Mortgage brokerage fee income	21	50	71
Other income	731	659	497
Total Noninterest income	\$ 2,623	\$ 4,535	\$ 1,928

Total noninterest income in 2008 was \$2.6 million compared to \$4.5 million in 2007 and \$1.9 million in 2006. The Company's noninterest income consists of earnings on key life, payroll and benefit processing fees, gains on sales of investment securities, processing fees for merchants who accept credit card payments for goods and services, service charge on deposit accounts, mortgage servicing fees and other service fees. A significant portion of the drop in other noninterest income in 2008 is attributed to the recorded life insurance policy benefits of \$2.4 million during 2007. Payroll and benefit processing fees increased by 18.3% or \$70,000 over the prior period related to increased processing services. The Company recorded gains of \$628,000 in sales of investment securities during 2008, relating to interest rate risk management positions and increasing liquidity positions. In addition, the Company recorded a net loss of \$225,000 to cancel a derivative swap transaction during the first quarter of 2008. For the year ended December 31, 2008, non-interest income represented 6.5% of the Company's revenues (interest income plus noninterest income) versus 9.9% in 2007 and 4.9% in 2006.

Noninterest Expense

The following table sets forth a summary of noninterest expense for the periods indicated.

<i>(Dollars in thousands)</i>	Years Ended December 31,		
	2008	2007	2006
Salaries & related benefits	\$ 7,751	\$ 8,666	\$ 8,020
Occupancy & equipment expense	2,501	2,373	1,846
OREO expense	735	0	0
FDIC insurance premium	383	51	48
Data processing fees	276	395	216
Professional service fees	667	1,027	684
Payroll and benefit fees	116	108	104
Deferred compensation expense	461	411	369

Edgar Filing: Bank of Commerce Holdings - Form 10-K

Stationery & supplies	262	257	231
Postage	134	138	113
Directors' expenses	294	312	243
Other expenses	1,716	2,006	1,459
Total Noninterest expense	\$ 15,296	\$ 15,744	\$ 13,333

Noninterest expense consists of salaries and related employee benefits, occupancy and equipment expenses, data processing fees, professional fees, directors' fees and other operating expenses. The decrease in salary and related benefits is related to a one-time severance package paid during 2007. FDIC insurance premiums grew significantly up \$332,000 over the prior year and are expected to continue to grow through 2009 and beyond.

After a property is taken into OREO future write-downs in value will be reflected in other operating expense. The \$735,000 write-down taken in the fourth quarter 2008 reflects The Company's current valuation of the OREO. OREO consists of one commercial development property valued at \$2.9 million.

Professional fees declined in 2008 by 35.0% or \$360,000 related to the prior year investment in new logos, marketing support and the development of our new Buena Ventura office located in Redding, California.

Income Taxes

The Company's provision for income taxes includes both federal and state income taxes and reflects the application of federal and state statutory rates to the Company's income before taxes. The principal difference between statutory tax rates and the Company's effective tax rate is the benefit derived from investing in tax-exempt securities and preferential state tax treatment for qualified enterprise zone loans.

During 2007-2008, the Company has participated in a California Affordable Housing project which affords federal and state tax credits. Increases and decreases in the provision for taxes reflect changes in the Company's income before taxes.

The following table reflects the Company's tax provision and the related effective tax rate for the periods indicated.

<i>(Dollars in thousands)</i>	Years Ended December 31,		
	2008	2007	2006
Income tax provision	(\$40)	\$ 1,405	\$ 3,837
Effective tax rate	-1.83%	18.7%	36.9%

Asset Quality

The Company concentrates its lending activities primarily within El Dorado, Placer, Sacramento, Shasta, Tehama, Sutter and Yuba counties, California, and the location of the Bank's five full services branches, specifically identified as Upstate California. The Company manages its credit risk through diversification of its loan portfolio and the application of underwriting policies and procedures and credit monitoring practices. Although The Company has a diversified loan portfolio, a significant portion of its borrowers' ability to repay the loans is dependent upon the professional services and investor commercial real estate sectors. Generally, the loans are secured by real estate or other assets located in California and are expected to be repaid from cash flows of the borrower's business or cash flows from real estate investments. The following table sets forth the amounts of loans outstanding by category as of the dates indicated:

<i>(Dollars in thousands)</i>	As of December 31,									
	2008	%	2007	%	2006	%	2005	%	2004	%
Commercial & Industrial	\$ 164,083	31.11%	\$ 173,704	35.11%	\$ 125,725	30.36%	\$ 115,401	31.36%	\$ 105,545	32.64%
Real Estate-construction	84,218	15.97%	106,977	21.62%	110,693	26.73%	105,094	28.56%	77,439	23.95%
Real Estate-commercial	217,914	41.31%	175,013	35.37%	159,370	38.48%	129,202	35.11%	128,317	39.69%
Real Estate- mortgage	20,285	3.85%	10,787	2.18%	4,278	1.04%	3,669	1.00%	4,423	1.37%
Real Estate other	39,915	7.57%	26,818	5.42%	12,986	3.14%	13,790	3.75%	6,943	2.14%

Edgar Filing: Bank of Commerce Holdings - Form 10-K

Installment	145	0.03%	226	0.05%	202	0.05%	439	0.12%	300	0.10%
Other loans	903	0.16%	1,223	0.25%	937	0.20%	446	0.10%	353	0.11%
Gross Loans	527,463	100.00%	494,748	100.00%	\$ 414,191	100.00%	\$ 368,041	100.00%	\$ 323,320	100.00%
Less:										
Deferred loan fees and costs	87		232		298		420		653	
Allowance for Loan losses	8,429		8,233		4,904		4,316		3,866	
Net Loans	\$ 518,947		\$ 486,283		\$ 408,989		\$ 363,305		\$ 318,801	

Net portfolio loans increased \$32.6 million or 6.7%, to \$518.9 million at December 31, 2008 over \$486.3 million at December 31, 2007. The increase is primarily due to increased activity in the commercial real estate sector, mortgage and other real estate. Commercial real estate increased \$42.9 million with the balance of other real estate loans decreasing. Other real estate reflects an increased investment in home equity lines of credit. The portfolio mix remained consistent with the prior year. The Company's practice is to place an asset on nonaccrual status when one of the following events occurs: (i) Any installment of principal or interest is 90 days or more past due (unless in management's opinion the loan is well-secured and in the process of collection), (ii) management determines the ultimate collection of principal or interest to be unlikely or (iii) the terms of the loan have been renegotiated due to a serious weakening of the borrower's financial condition. Nonperforming and impaired loans may be on nonaccrual, are 90 days past due and still accruing, or have been restructured.

Nonperforming Assets

The following table sets forth a summary of the Company's nonperforming and impaired loans and other assets as of the dates indicated:

	As of December 31,				
	2008	2007	2006	2005	2004
Nonaccrual loans	\$ 20,154	\$ 12,409	\$ 0	\$ 372	\$ 2,383
90 days past due and still accruing interest	0	0	0	0	0
Total nonperforming loans	20,154	12,409	0	372	2,383
Other real estate owned	2,934	0	0	0	0
Total nonperforming assets	\$ 23,088	\$ 12,409	\$ 0	\$ 372	\$ 2,383

The Company's practice is to place an asset on nonaccrual status when one of the following events occurs: (i) Any installment of principal or interest is 90 days or more past due (unless in management's opinion the loan is well-secured and in the process of collection), (ii) management determines the ultimate collection of principal or interest to be unlikely or (iii) the terms of the loan have been renegotiated due to a serious weakening of the borrower's financial condition. Nonperforming loans may be on nonaccrual, are 90 days past due and still accruing, or have been restructured. Accruals are resumed on loans only when they are brought fully current with respect to interest and principal and when the loan is estimated to be fully collectible. Restructured loans are those loans on which concessions in terms have been granted because of the borrower's financial or legal difficulties. Nonaccrual loans consisted of five credits at year end 2008. The gross interest income that would have been recorded during the period had the loans been current in accordance with their original terms was approximately \$147,000. Interest collected prior to non-accrual status was approximately \$627,000. The Company's OREO consists of one commercial development property at \$2.9 million during 2008, and \$0 for 2007 and 2006.

Loan Maturity Schedule

The following table sets forth the maturity and repricing distribution of the Company's commercial, real estate and other loans outstanding as of December 31, 2008, which, based on remaining scheduled repayments of principal, were due within the periods indicated.

	Within One	After One through	After Five	Total
	Year	Five Years	Years	
<i>(Dollars in thousands)</i>				

Edgar Filing: Bank of Commerce Holdings - Form 10-K

Commercial & industrial	\$	77,673	\$	57,280	\$	29,130	\$	164,083
Real Estate construction		64,494		15,065		4,659		84,218
Real Estate commercial		7,556		43,656		166,703		217,914
Real Estate mortgage		206		2,030		18,050		20,285
Real Estate other		1,729		11,876		26,310		39,915
Installment loans		116		29		0		145
Other loans		858		45		0		903
Total gross loans	\$	152,632	\$	129,981	\$	244,852	\$	527,463
Loans due after one year with:								
Fixed Rates			\$	57,133	\$	32,860	\$	89,993
Variable Rates				72,848		211,992		284,840
Total			\$	129,981	\$	244,852	\$	374,833

Available-for-sale securities

The following table summarizes the contractual maturities of the Company's securities held as available-for-sale at their amortized cost basis and their weighted-average yields at December 31, 2008. The yield on tax-exempt securities has not been adjusted to a tax-equivalent yield basis.

<i>(Dollars in thousands)</i>	Within One		Over One		Over Five		Over Ten		Total	
	Year		through Five		through Ten		Years			
	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield
U.S. government & agencies	\$ 1,010	2.19%	\$ 8,000	3.62%	\$ 1,996	5.02%	\$ 5,000	5.42%	\$ 16,006	4.04%
Obligations of state and political subdivisions	0	0.00%	5,377	3.73%	3,974	3.57%	22,827	4.15%	32,178	4.00%
Mortgage backed securities	0	0.00%	5,800	4.08%	6,504	4.19%	71,353	5.34%	83,657	5.42%
Corporate and other bonds	0	0.00%	0	0.00%	0	0.00%	0	0.00%	0	0.00%
Bankers Acceptances	0	0.00%	0	0.00%	0	0.00%	0	0.00%	0	0.00%
Total	\$ 1,010	2.19%	\$ 19,177	3.79%	\$ 12,474	4.12%	\$ 99,180	5.29%	\$ 131,841	4.94%

Deposit Structure

The Company primarily obtains deposits from local businesses and professionals as well as through certificates of deposits, savings and checking accounts. The following table sets forth the distribution of the Company's average daily balances for the periods indicated.

<i>(Dollars in thousands)</i>	Years Ended December 31,					
	2008		2007		2006	
	Amount	Yield	Amount	Yield	Amount	Yield
NOW accounts	\$ 51,215	0.88%	\$ 61,391	1.58%	\$ 79,885	1.22%
Savings	56,914	2.77%	39,518	3.08%	24,633	1.17%
Money market accounts	87,528	1.97%	59,814	2.95%	28,181	1.90%
Certificates of deposit	234,493	3.65%	215,498	4.94%	190,568	4.45%
Interest bearing deposits	430,150	2.87%	376,221	4.00%	323,267	3.69%
Noninterest bearing deposits	70,933		72,545		79,245	
Average Total Deposits	\$ 501,083		\$ 448,766		\$ 402,512	
Average Other borrowings	\$ 111,561	3.62%	78,852	4.57%	98,722	5.37%

The following table sets forth the remaining maturities of certificates of deposit in amounts of \$100,000 or more as of December 31, 2008:

Deposit Maturity Schedule

(Dollars in thousands)

	2008
Three months or less	\$ 77,037
Three through six months	21,072
Six through twelve months	27,543
Over twelve months	43,158
Total	\$ 168,810

Capital Management and Adequacy

The Company uses capital to fund organic growth, pay dividends and repurchase its shares. The objective of effective capital management is to produce above market long-term returns by using capital when returns are perceived to be high and issuing capital when costs are perceived to be low. The Company's potential sources of capital include retained earnings, common and preferred stock issuance, and issuance of subordinated debt and trust preferred securities.

Overall capital adequacy is monitored on a day-to-day basis by the Company's management and reported to the Company's Board of Directors on a monthly basis. The regulators of the Bank measure capital adequacy by using a risk-based capital framework and by monitoring compliance with minimum leverage ratio guidelines. Under the risk-based capital standard, assets reported on the Company's balance sheet and certain off-balance sheet items are assigned to risk categories, each of which is assigned a risk weight.

This standard characterizes an institution's capital as being Tier 1 capital (defined as principally comprising stockholders' equity) and Tier 2 capital (defined as principally comprising the qualifying portion of the ALLL). The minimum ratio of total risk-based capital to risk-adjusted assets, including certain off-balance sheet items, is 8%. At least one-half (4%) of the total risk-based capital is to be comprised of common equity; the balance may consist of debt securities and a limited portion of the ALLL.

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 and of Tier 1 capital to average assets. Management believes as of December 31, 2008 and 2007, that the Company and the Bank met all capital adequacy requirements to which they are subject. As of December 31, 2008, the most recent notification from the Federal Deposit Insurance Corporation categorized the Bank as well capitalized under the regulatory framework for prompt corrective action. To be categorized as well capitalized, an institution must maintain minimum total risk-based, Tier 1 risk-based and Tier 1 leverage ratios as set forth in the following table. There are no conditions or events since the notification that management believes have changed the Bank's category. The Company's and the Bank's actual capital amounts and ratios as of December 31, 2008 are presented in the table.

	Actual Capital Ratio	Well Capitalized Requirement	Minimum Capital Requirement
December 31, 2008			
The Company Leverage	\$ 73,983,019 10.66%	n/a	4.0%
Tier 1 Risk-Based	73,983,019 11.87%	n/a	4.0%
Total Risk-Based	81,787,582 13.12%	n/a	8.0%
Redding Bank of Commerce			
Leverage	\$ 72,204,835 10.45%	5.0%	4.0%
Tier 1 Risk-Based	72,204,835 11.58%	6.0%	4.0%
Total Risk-Based	80,009,398 12.84%	10.00%	8.0%

Cash dividends of \$0.08, \$0.08, \$0.08 and \$0.08 were paid on January 11, 2008, April 11, 2008, July 11, 2008 and October 10, 2008, respectively, to stockholders of record as of December 31, 2007, March 31, 2008, June 30, 2008 and September 30, 2008.

In September, the Company announced approval of its application for the United States Treasury to invest \$17.0 million in the Company's preferred stock and common stock warrants.

The U.S. Treasury introduced the Capital Purchase Program on October 14, 2008, under which the Treasury will make up to \$250 billion in equity capital available to *qualifying* healthy financial institutions. Bank of Commerce Holdings qualified for this highly selective program and received the capital investment in November of 2008.

The capital investment enabled the Company to leverage investments of \$50.0 million in mortgage backed securities intended to support the housing markets, as well as to increase local lending limits to support our communities.

With our strong capital position, we find significantly more opportunities now for loan growth, investment portfolio purchases and attractive loan and asset purchases.

Lending Transactions with Related Parties

The Company's conduct of business with directors, officers, significant stockholders and other related parties (collectively, "Related Parties") is restricted and governed by various laws and regulations, including Regulation O as promulgated and enforced by the Federal Reserve. Furthermore, it is the Company's policy to conduct business with Related Parties on an arm's length basis at current market prices with terms and conditions no more favorable than the Company provides in its normal course of business.

Some of the directors, officers and principal stockholders of the Company and their associates were customers of and had banking transactions with the Bank in the ordinary course of the Bank's business during 2008 and the Bank expects to have such transactions in the future. All loans and commitments to loans included in such transactions were made in compliance with the applicable laws on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with other persons of similar creditworthiness, and in the opinion of the Company, did not involve more than a normal risk of collectibility or present other unfavorable features.

An analysis of the activity in related party loans consists of the following:

	December 31,	
	2008	2007
Balance at beginning of year	\$ 3,600,342	\$ 2,849,533
New loan additions	153,737	25,312
Advances on existing lines of credit	826,080	2,184,045
Principal repayments	(405,735)	(1,458,548)
Balance at end of year	\$ 4,174,424	\$ 3,600,342

Impact of Inflation

Inflation affects the Company's financial position as well as its operating results. It is management's opinion that the effects of inflation for the three years ended December 31, 2008 on the financial statements have not been material.

Commitments

Off-Balance Sheet Financial Instruments In the ordinary course of business, the Company enters various types of transactions, which involve financial instruments with off-balance sheet risk. These instruments include commitments to extend credit and stand-by letters of credit, which are not reflected in the consolidated balance sheets. These transactions may involve, to varying degrees, credit and interest rate risk more than the amount, if any recognized in the consolidated balance sheets.

The off-balance sheet credit risk exposure of the Company is the contractual amount of commitments to extend credit and stand-by letters of credit. The Company applies the same credit standards to these contracts as it uses for loans recorded on the balance sheet.

	December 31,	
	2008	2007
Off-balance sheet commitments:		
Commitments to extend credit	\$ 156,707,887	\$ 192,815,902
Standby letters of credit	8,556,547	6,627,409
Guaranteed commitments outstanding	1,350,399	1,375,999
	\$ 166,614,833	\$ 200,819,310

Commitments to extend credit are agreements to lend to customers. These commitments have specified interest rates and generally have fixed expiration dates but may be terminated by the Company if certain conditions of the contract are violated.

Although currently subject to draw down, many of the commitments do not necessarily represent future cash requirements. Collateral held relating to these commitments varies, but generally includes real estate, securities and cash.

Standby letters of credit are conditional commitments issued by the Company to guarantee the performance of a customer to a third party. Credit risk arises in these transactions from the possibility that a customer may not be able to repay the Company upon default of performance. Collateral held for standby letters of credit is based on an individual evaluation of each customer's creditworthiness, but may include cash and securities. Commitments to extend credit and standby letters of credit bear similar credit risk characteristics as outstanding loans.

Commitments and Contingent Liabilities

The Company has certain financial commitments. Future financial commitments are outlined below:

(Dollars in thousands)

Contractual Obligations	Total	Less than		3 5	More than 5	Indeterminate Maturity (1)
		One Year	1 3 Years			
Preferred Stock and Warrants	\$ 17,000			\$ 17,000		
Junior Subordinated Debentures	\$ 15,465				\$ 15,465	
FHLB Borrowings	\$ 120,000	\$ 105,000	\$ 15,000			
Operating lease obligations	\$ 2,534	\$ 515	\$ 978	\$ 434	\$ 607	
Repurchase Agreements	\$ 13,853	\$ 13,853				
Deposits (1)	\$ 555,282	\$ 169,782	\$ 58,668	\$ 35,846	0	290,986
Total	\$ 724,134	\$ 289,150	\$ 74,646	\$ 53,280	\$ 16,072	\$ 290,986

(1) Represents interest-bearing and non-interest bearing checking, money market, savings and time accounts.

ITEM 7-A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Market risk is the risk that values of assets and liabilities or revenues will be adversely affected by changes in market conditions such as market movements. The risk is inherent in the financial instruments associated with our operations and activities including loans, deposits, securities, short-term borrowings, long-term debt and derivatives.

Market-sensitive assets and liabilities are generated through loans and deposits associated with our banking business, our Asset Liability Management (ALM) process, and credit risk mitigation activities. Traditional loan and deposit products are reported at amortized cost for assets or the amount owed for liabilities. These positions are subject to changes in economic value based on varying market conditions. Interest rate risk is the effect of changes in economic value of our loans and deposits, as well as our other interest rate sensitive instruments and is reflected in the levels of future income and expense produced by these positions versus levels that would be generated by current levels of interest rates. We seek to mitigate interest rate risk as part of the ALM process.

Interest rate risk represents the most significant market risk exposure to our financial instruments. Our overall goal is to manage interest rate sensitivity so that movements in interest rates do not adversely affect net interest income.

Interest rates risk is measured as the potential volatility in our net interest income caused by changes in market interest rates. Lending and deposit taking create interest rate sensitive positions on our balance sheet. Interest rate risk from these activities as well as the impact of ever changing market conditions is mitigated using the ALM process. The Company does not operate a trading account and does not hold a position with exposure to foreign currency exchange or commodities. The Company faces market risk through interest rate volatility.

The Board of Directors has overall responsibility for the Company's interest rate risk management policies. The Company has an Asset/Liability Management Committee (ALCO) which establishes and monitors guidelines to control the sensitivity of earnings to changes in interest rates. The internal ALCO Roundtable group maintains a net interest income forecast using different rate scenarios utilizing a simulation model. This group updates the net interest income forecast for changing assumptions and differing outlooks based on economic and market conditions.

The simulation model used includes measures of the expected repricing characteristics of administered rate (NOW, savings and money market accounts) and non-related products (demand deposit accounts, other assets and other liabilities). These measures recognize the relative sensitivity of these accounts to changes in market interest rates, as demonstrated through current and historical experience, recognizing the timing differences of rate changes. In the simulation of net interest margin and net income the forecast balance sheet is processed against five rate scenarios.

These five rate scenarios include a flat rate environment, which assumes interest rates are unchanged in the future and four additional rate ramp scenarios ranging for + 200 to - 200 basis points in 100 basis point increments, unless the rate environment cannot move in these basis point increments before reaching zero.

The formal policies and practices adopted by the Company to monitor and manage interest rate risk exposure measure risk in two ways: (i) repricing opportunities for earning assets and interest-bearing liabilities and (ii) changes in net interest income for declining interest rate shocks of 100 to 200 basis points. Because of the Company's predisposition to variable rate pricing and noninterest bearing demand deposit accounts, the Company is asset sensitive. As a result, management anticipates that, in a declining interest rate environment, the Company's net interest income and margin would be expected to decline, and, in an increasing interest rate environment, the Company's net interest income and margin would be expected to increase. However, no assurance can be given that under such circumstances the Company would experience the described relationships to declining or increasing interest rates. Because the Company is asset sensitive, the Company is adversely affected by declining rates rather than rising rates.

To estimate the effect of interest rate shocks on the Company's net interest income, management uses a model to prepare an analysis of interest rate risk exposure. Such analysis calculates the change in net interest income given a change in the federal funds rate of 100 or 200 basis points up or down. All changes are measured in dollars and are compared to projected net interest income. At December 31, 2008, the estimated annualized reduction in net interest income attributable to a 100 and 200 basis point decline in the federal funds rate was \$741,121 and \$1,036,979, respectively. At December 31, 2007, the estimated annualized reduction in net interest income attributable to a 100 and 200 basis point decline in the federal funds rate was \$330,889 and 675,089, respectively, with a similar and opposite result attributable to a 100 and 200 basis point increase in the federal funds rate.

The ALCO has established a policy limitation to interest rate risk of -14% of the net interest margin and -20% of the present value of equity. The securities portfolio is integral to our asset liability management process. The decision to purchase or sell securities is based upon the current assessment of economic and financial conditions, including the interest rate environment, liquidity, regulatory requirements and the relative mix of our cash positions.

The Company's approach to managing interest rate risk may include the use of derivatives. This helps to minimize significant, unplanned fluctuations in earnings, fair values of assets and liabilities and cash flows caused by interest rate volatility. This approach involves an off-balance sheet instrument with the same characteristics of certain assets and liabilities so that changes in interest rates do not have a significant adverse effect on the net interest margin and cash flows. As a result of interest rate fluctuations, hedged assets and liabilities will gain or lose market value. In a fair value hedging strategy, the effect of this unrealized gain or loss will generally be offset by income or loss on the derivatives linked to the hedged assets and liabilities. For a cash flow hedge, the change in the fair value of the derivative to the extent that it is effective is recorded through other comprehensive income.

We may use derivatives as part of our interest rate risk management, including interest rate swaps, caps and floors. At inception, the relationship between hedging instruments and hedged items is formally documented with our risk management objective, strategy and our evaluation of effectiveness of the hedge transactions. This includes linking all derivatives designated as fair value or cash flow hedges to specific assets and liabilities on the balance sheet or to specific transactions. Periodically, as required, we formally assess whether the derivative we designated in the hedging relationship is expected to be and has been highly effective in offsetting changes in fair values or cash flows of the hedged item.

The following table sets forth, as of December 31, 2008, the distribution of repricing opportunities for the Bank's earning assets and interest-bearing liabilities. It also reports the GAP (different volumes of rate sensitive assets and liabilities) repricing interest earning assets and interest-bearing liabilities at different time intervals, the cumulative GAP, the ratio of rate sensitive assets to rate sensitive liabilities for each repricing interval, and the cumulative GAP to total assets.

	At December 31, 2008				
	Within 3 Months	3 Months to One Year	One Year to Five Years	Over Five Years	Total
<i>(Dollars in thousands)</i>					
Interest-Earning Assets					
Held-to-maturity securities	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
Available-for-sale securities	0	1,010	19,401	111,500	131,911
Federal funds sold	51,475	0	0	0	51,475
Loans, gross	284,735	152,342	57,133	33,253	527,463
Total Interest-earning Assets	\$ 336,210	\$ 153,352	\$ 76,534	\$ 144,753	\$ 710,849
Interest-Bearing Liabilities					
Demand Interest bearing	\$ 71,936	\$ 43,161	\$ 28,774	\$ 0	\$ 143,871
Savings Accounts	40,282	13,427	13,427	0	67,136
Certificates of deposit	84,891	84,881	94,514	0	264,286
Repurchase Agreements	13,853	0	0	0	13,853
Other borrowings	70,000	35,000	15,000	0	120,000
Total Interest-bearing Liabilities	\$ 280,962	\$ 176,469	\$ 151,715	\$ 0	\$ 609,146
GAP in dollars	\$ 55,249	(\$23,118)	(\$75,181)	\$ 144,753	\$ 101,703
Cumulative GAP in dollars		\$ 32,131	(\$43,050)	\$ 101,703	
As a percentage of earning assets:					
GAP Ratio	1.20	0.87	0.50	0.97	1.17
Cumulative GAP Ratio	1.20	(0.15)	(0.98)	1.00	
Gap as % of Earning Assets	7.77%	-3.25%	-10.58%	20.36%	14.31%
Cumulative Gap as % of Earning Assets	7.77%	4.52%	-6.06%	14.31%	

The model utilized by management to create the analysis described in the preceding paragraph uses balance sheet simulation to estimate the impact of changing rates on the projected annual net interest income of the Company. Actual results will differ from simulated results due to timing, magnitude, and frequency of interest rate changes as well as changes in market conditions and management strategies. Management believes that the short duration of its rate-sensitive assets and liabilities contributes to its ability to reprice a significant amount of its rate-sensitive assets and liabilities and mitigate the impact of rate changes in excess of 100 or 200 basis points. The model's primary benefit to management is its assistance in evaluating the impact that future strategies with respect to the Company's mix and level of rate-sensitive assets and liabilities will have on the Company's net interest income.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA
Index to Consolidated Financial Statements

	Page
<u>Report of Independent Registered Public Accounting Firm.</u>	52
<u>Consolidated Balance Sheets as of December 31, 2008 and 2007.</u>	53
<u>Consolidated Statements of Income for the years ended December 31, 2008, 2007 and 2006.</u>	54
<u>Consolidated Statements of Stockholders' Equity for the years ended December 31, 2008, 2007 and 2006.</u>	55
<u>Consolidated Statements of Cash Flows for the years ended December 31, 2008, 2007 and 2006.</u>	57
<u>Notes to Consolidated Financial Statements for the years ended December 31, 2008, 2007 and 2006.</u>	59

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Stockholders and Directors of
Bank of Commerce Holdings

We have audited the accompanying consolidated balance sheets of Bank of Commerce Holdings and subsidiaries (the Company) as of December 31, 2008 and 2007 and the related consolidated statements of income, stockholders' equity, and cash flows for the three years in the period ended December 31, 2008. 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. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. 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 financial position of Bank of Commerce Holdings and subsidiaries as of December 31, 2008 and 2007, and the results of their operations and their cash flows for the years ended December 31, 2008, 2007 and 2006, in conformity with accounting principles generally accepted in the United States of America.

As discussed in Notes 2 and 20 to the Consolidated financial statements, effective January 1, 2008, the Company Adopted Statement of Financial Accounting Standards No. 157 - Fair Value Measurements.

/s/ Moss Adams LLP
Stockton, California
March 13, 2009

BANK OF COMMERCE HOLDINGS AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
AS OF DECEMBER 31, 2008 and 2007

	2008	2007
ASSETS		
Cash and due from banks	\$ 33,716,062	\$ 13,839,123
Federal funds sold and securities purchased under agreements to resell	51,475,000	8,395,000
Cash and cash equivalents	85,191,062	22,234,123
Securities available-for-sale (including pledged collateral of \$68,735,000 at December 31, 2008 and \$61,329,000 at December 31, 2007)	131,686,600	67,906,386
Securities held-to-maturity, at cost (estimated fair value of \$0 at December 31, 2008 and \$10,632,208 at December 31, 2007)		10,558,765
Loans, net of the allowance for loan and lease losses of \$8,429,383 at December 31, 2008 and \$8,232,970 at December 31, 2007	518,946,461	486,282,571
Bank premises and equipment, net	10,672,211	10,963,975
Other assets	27,717,626	20,381,095
TOTAL ASSETS	\$ 774,213,960	\$ 618,326,915
LIABILITIES AND STOCKHOLDERS EQUITY		
Deposits:		
Demand noninterest bearing	\$ 79,988,122	\$ 75,717,742
Demand interest bearing	143,871,441	142,820,773
Savings accounts	67,135,736	41,376,296
Certificates of deposit	264,286,604	213,716,486
Total Deposits	555,281,903	473,631,297
Securities sold under agreements to repurchase	13,853,255	15,513,211
Federal Home Loan Bank borrowings	120,000,000	60,000,000
Other liabilities	7,036,161	7,553,559
Junior subordinated debt payable to unconsolidated subsidiary grantor trust	15,465,000	15,465,000
Total liabilities	711,636,319	572,163,067
Commitments and contingencies (Note 17)		
Stockholders equity:		
Preferred stock (liquidation preference of \$1,000 per share; issued 2008); 2,000,000 shares authorized; 17,000 shares issued and outstanding in 2008 and no shares outstanding in 2007	16,551,268	
Common stock, no par value; 50,000,000 shares authorized; 8,711,495 shares issued and outstanding in 2008 and 8,757,445 shares issued and outstanding	9,649,673	9,995,517

Edgar Filing: Bank of Commerce Holdings - Form 10-K

in 2007

Common Stock Warrant	448,732	
Retained earnings	36,008,865	36,604,902
Accumulated other comprehensive loss, net of tax	(80,897)	(436,571)
Total stockholders' equity	62,577,641	46,163,848
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ 774,213,960	\$ 618,326,915

See accompanying notes to consolidated financial statements.

53

BANK OF COMMERCE HOLDINGS AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME
FOR THE YEARS ENDED DECEMBER 31, 2008, 2007 AND 2006

	2008	2007	2006
Interest income:			
Interest and fees on loans	\$ 33,582,112	\$ 36,134,170	\$ 32,394,766
Interest on tax-exempt securities	1,196,662	1,228,944	786,972
Interest on U.S. government securities	2,468,749	3,084,672	3,421,191
Interest on federal funds sold and securities purchased under agreement to resell	303,227	680,578	871,879
Interest on other securities	138,645	89,686	135,651
Total interest income	37,689,395	41,218,050	37,610,459
Interest expense:			
Interest on demand deposits	2,172,704	2,735,170	1,504,180
Interest on savings deposits	1,576,351	1,215,920	288,883
Interest on certificates of deposit	8,552,217	10,570,776	8,485,799
Interest on securities sold under repurchase agreements	172,743	1,177,417	1,138,242
Interest on FHLB borrowings	2,811,982	2,421,636	3,079,432
Interest on junior subordinated debt payable to unconsolidated subsidiary grantor trusts	1,056,284	1,084,990	1,078,884
Total interest expense	16,342,281	19,205,909	15,575,420
Net interest income	21,347,114	22,012,141	22,035,039
Provision for loan and lease losses	6,520,000	3,291,250	225,900
Net interest income after provision for loan and lease losses	14,827,114	18,720,891	21,809,139
Noninterest income:			
Service charges on deposit accounts	311,266	277,769	345,737
Payroll and benefit processing fees	452,852	382,738	385,867
Earnings on cash surrender value Bank owned life insurance	340,220	331,251	328,743
Life Insurance policy benefits		2,400,000	
Net gain (loss) on sale of securities available-for-sale	627,879	45,670	(170,524)
Net loss on sale of derivative swap transaction	(225,442)		
Net gain on sale of loans			89,851
Merchant credit card service income, net	364,391	388,438	380,066
Mortgage brokerage fee income	21,019	49,995	71,350
Other income	731,233	658,893	497,141
Total noninterest income	2,623,418	4,534,754	1,928,231
Noninterest expense:			
Salaries and related benefits	7,750,980	8,665,679	8,020,136
Occupancy and equipment expense	2,500,557	2,372,617	1,845,664

Edgar Filing: Bank of Commerce Holdings - Form 10-K

OREO expense	735,000		
FDIC insurance premium	382,722	51,077	47,670
Data processing fees	276,165	395,558	216,313
Professional service fees	667,015	1,027,671	683,602
Payroll processing fees	115,932	107,856	103,518
Deferred compensation expense	461,640	411,191	368,809
Stationery and supplies	262,087	256,799	230,843
Postage	133,909	137,740	112,740
Directors' expenses	293,918	311,777	243,428
Other expenses	1,715,747	2,005,729	1,460,008
Total noninterest expense	15,295,672	15,743,694	13,332,731
Income before provision for income taxes	2,154,860	7,511,951	10,404,639
(Benefit) Provision for income taxes	(39,526)	1,405,053	3,836,930
Net Income	\$ 2,194,386	\$ 6,106,898	\$ 6,567,709
Basic earnings per share	\$ 0.25	\$ 0.69	\$ 0.75
Weighted average shares	8,712,873	8,857,627	8,759,568
Diluted earnings per share	\$ 0.25	\$ 0.68	\$ 0.74
Weighted average shares - diluted	8,724,550	8,937,736	8,931,584

See accompanying notes to consolidated financial statements.

BANK OF COMMERCE HOLDINGS AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF STOCKHOLDERS EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2008, 2007 AND 2006

	Comprehensive Income	Common Shares	Stock Amount	Retained Earnings	Accumulated Other Comprehensive (Loss), net of tax	Total
Comprehensive Income:	6,567,709			6,567,709		6,567,709
Comprehensive Income:						
(loss) gain arising during the period on transactions, net	(27,280)					
Loss on derivatives	(27,280)					
Gains on securities, net of reclassification	279,692					
Classification adjustment for gains included in net of tax	100,524					
Comprehensive Income	352,936				352,936	352,936
Comprehensive Income	\$ 6,920,645					
Dividends (\$0.29 per share)				(2,650,320)		(2,650,320)
Compensation expense associated with stock options			64,493			64,493
Share repurchase		(92,000)	(1,089,868)			(1,089,868)
Options exercised		281,146	879,279			879,279
Options on exercise of options			654,118			654,118
December 31, 2006		8,847,042	\$ 11,517,368	\$ 33,336,032	(\$937,150)	\$ 43,916,250
Comprehensive Income:	6,106,898			6,106,898		6,106,898
Comprehensive Income:						
Gains arising during the period on transactions, net	49,425					
Classification adjustment for gains included in net of tax	(25,000)					
Gain on derivatives	24,425					
Gains on securities	503,026					
Classification adjustment for gains included net of tax	(26,872)					
Comprehensive Income	500,579				500,579	500,579
Comprehensive Income	\$ 6,607,477					
Dividends (\$0.33 per share)				(2,838,028)		(2,838,028)
Compensation expense associated with stock options			116,880			116,880
Share repurchase		(200,000)	(2,270,242)			(2,270,242)
Options exercised		110,403	486,881			486,881
Options on exercise of options			144,630			144,630

Edgar Filing: Bank of Commerce Holdings - Form 10-K

December 31, 2007

8,757,445 \$ 9,995,517 \$ 36,604,902 (\$436,571) \$ 46,163,848

See accompanying notes to the consolidated financial statements (Continues)

55

BANK OF COMMERCE HOLDINGS AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2008, 2007 AND 2006

	Comprehensive	Preferred	Preferred	Common	Stock	Retained	Accumulated Other Comprehensive (Loss), net of tax	Total
	Income	Shares	Amount	Shares	Amount	Earnings		
December 31, 2007		0	0	8,757,445	\$ 9,995,517	\$ 36,604,902	(\$436,571)	\$ 46,163,848
Net Income:								
	2,194,386					2,194,386		2,194,386
Comprehensive Income:								
(Loss) gain arising								
period on derivative								
, net	2,854							
loss on derivatives	2,854							
gains on securities,								
classification								
	708,627							
classification								
for gains included								
re, net of tax	(355,807)							
Comprehensive Income	355,674						355,674	355,674
Comprehensive Income	2,550,061							
Stock Issued		16,551	16,551,268					16,551,268
					448,732			448,732
Dividends (\$0.29 per								
share)						(2,790,423)		(2,790,423)
Compensation expense								
with stock options					116,446			116,446
Share purchase				(58,800)	(503,796)			(503,796)
Shares exercised				12,850	41,506			41,506
December 31, 2008		16,551	16,551,268	8,711,495	\$ 10,098,404	\$ 36,008,865	(\$80,897)	\$ 62,577,641

See accompanying notes to consolidated financial statements

BANK OF COMMERCE HOLDINGS AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2008, 2007 AND 2006

	2008	2007	2006
Cash flows from operating activities:			
Net income	\$ 2,194,386	\$ 6,106,898	\$ 6,567,709
Adjustments to reconcile net income to net cash provided by operating activities:			
Provision for loan and lease losses	6,520,000	3,291,250	225,900
Provision for depreciation and amortization	1,145,000	1,035,660	732,906
Compensation expense associated with stock options	116,446	116,880	64,494
Tax benefits from the exercise of stock options		(144,630)	(654,118)
(Gain) Loss on sale of securities available-for-sale	(627,879)	(45,670)	170,524
Amortization of securities premiums and accretion of discounts, net	97,783	(3,687)	15,402
Loss (Gain) on sale of derivative	225,442	(41,000)	
(Gain) on sale of loans			(89,851)
Loss (Gain) on sale of fixed assets	3,125	(48,398)	8,158
Proceeds from sale of loans			2,089,851
Loans originated for sale			(2,000,000)
Deferred income taxes	29,120	(1,646,563)	(408,197)
(Increase) in cash surrender value of bank owned life policies	(285,786)	(1,256,708)	(3,295,772)
Changes in operating assets and liabilities:			
(Increase) decrease in other assets	(7,671,976)	(514,427)	(616,829)
Changes in deferred compensation	391,707		
Decrease in deferred loan fees	(127,999)	(65,385)	(122,449)
Other liabilities	(1,064,976)	367,188	(342,423)
Net cash provided by operating activities	944,393	7,151,408	3,030,151
Cash flows from investing activities:			
Proceeds from maturities of available-for-sale securities	9,125,749	6,313,987	10,049,495
Proceeds from sale of available-for-sale securities	44,828,323	47,072,143	10,258,020
Purchases of available-for-sale securities	(105,861,274)	(24,486,679)	(21,736,709)
Purchases of held-to-maturity securities			(4,418,146)
Maturities of held-to-maturity securities	97,786	248,569	549,809
Key life benefit proceeds		2,400,000	
Loan originations, net of principal repayments	(39,055,891)	(80,519,208)	(45,787,518)
Purchase of Bank premises and equipment, net	(865,084)	(3,439,403)	(4,036,100)
Proceeds on sale of fixed assets	5,000	83,210	330,676
Net cash used in investing activities	(91,725,391)	(52,327,381)	(54,790,473)
Cash flows from financing activities:			
Net increase in demand deposits and savings accounts	31,080,488	32,949,640	4,105,641

Edgar Filing: Bank of Commerce Holdings - Form 10-K

Net increase (decrease) in certificates of deposit	50,570,118	1,274,228	63,186,019
Net(decrease) increase in securities sold under agreements to repurchase	(1,659,956)	(21,603,399)	14,230,952
Proceeds from Federal Home Loan Bank advances	120,000,000	75,000,000	70,000,000
Repayments of Federal Home Loan Bank advances	(60,000,000)	(55,000,000)	(85,000,000)
Junior subordinated debt payable to unconsolidated subsidiary grantor trust			155,000
Proceeds from issuance of Preferred Stock	17,000,000		
Cash dividends paid on common stock	(2,790,423)	(2,838,028)	(2,650,320)
Proceeds from stock options exercised	41,506	486,881	879,279
Common Stock Repurchased	(503,796)	(2,270,242)	(1,089,868)
Excess tax benefits from the exercise of stock options		144,630	651,118
Net cash provided by financing activities	153,737,937	28,143,710	64,470,821
Net (decrease) increase in cash and cash equivalents	62,956,939	(17,032,263)	12,710,499
Cash and cash equivalents at beginning of year	22,234,123	39,266,386	26,555,887
Cash and cash equivalents at end of year	\$ 85,191,062	\$ 22,234,123	\$ 39,266,386

See accompanying notes to financial statements

BANK OF COMMERCE HOLDINGS AND SUBSIDIARIES**CONSOLIDATED STATEMENTS OF CASH FLOWS**

FOR THE YEARS ENDED DECEMBER 31, 2008, 2007 AND 2006 (Continued)

Supplemental disclosures:	2008	2007	2006
Cash paid during the period for:			
Income taxes	\$ 316,000	\$ 2,752,860	\$ 3,507,000
Interest	\$16,510,235	\$19,279,879	\$15,164,624
Transfer of loans to OREO	\$ 2,934,000	0	0
Reclassification of held-to-maturity securities to available-for-sale	\$ 8,804,998	0	0

See accompanying notes to consolidated financial statements.

58

BANK OF COMMERCE HOLDINGS AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2008, 2007 AND 2006

2. THE BUSINESS OF THE COMPANY

Bank of Commerce Holdings (the Holding Company), is a financial holding company (FHC) with its principal offices in Redding, California. A financial holding company may engage in commercial banking, insurance, securities business and offer other financial products to customers. The Company received notification from the Federal Reserve Board approving the election to change to a financial holding company on April 22, 2001. The election to change to a financial holding company has had no impact to date on the operations of the Company. As a financial holding company, Bank of Commerce Holdings is subject to the Financial Holding Company Act and to supervision by the Board of Governors of the Federal Reserve System (the FRB). The Holding Company's wholly-owned subsidiaries are Redding Bank of Commerce (the Bank) and Bank of Commerce Mortgage, (collectively the Company). The Company has an unconsolidated subsidiary in Bank of Commerce Holdings Trust and Bank of Commerce Holdings Trust II. Bank of Commerce Mortgage offers mortgage brokerage services through an affiliate agreement with BWC Mortgage Services. The Bank is principally supervised and regulated by the California Department of Financial Institutions (DFI) and the Federal Deposit Insurance Corporation (FDIC). Substantially all of the Company's activities are carried out through the Bank. The Bank was incorporated as a California banking corporation on November 25, 1981. The Bank operates four full service branches in Redding, and Roseville, California.

The Bank conducts a general commercial banking business in the counties of El Dorado, Placer, Shasta, Sacramento, and Tehama, California. The Company considers Northern California to be the major market area of the Bank. The services offered by the Bank include those traditionally offered by commercial banks of similar size and character in California, including checking, interest-bearing (NOW) and savings accounts, money market deposit accounts; commercial, real estate, and construction loans; travelers checks, safe deposit boxes, collection services and electronic banking activities. The primary focus of the Bank is to provide services to the business and professional community of its major market area, including Small Business Administration loans, payroll and accounting packages, benefit administration and billing programs. The Bank does not offer trust services or international banking services and does not plan to do so in the near future. Most of the customers of the Bank are small to medium sized businesses and individuals with medium to high net worth.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accounting and reporting policies of the Company conform to accounting principles generally accepted in the United States of America and general practices within the banking industry. In preparing the consolidated financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates. Certain amounts for prior periods have been reclassified to conform to the current financial statement presentation.

Principles of Consolidation The consolidated financial statements include the accounts of the Holding Company, the Bank and Bank of Commerce Mortgage. All significant intercompany balances and transactions have been eliminated in consolidation.

BANK OF COMMERCE HOLDINGS AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2008, 2007 AND 2006

Cash and Cash Equivalents For purposes of reporting cash flows, cash and cash equivalents include amounts due from correspondent banks and the Federal Reserve Bank, federal funds sold and securities purchased under agreements to resell. Generally, federal funds sold are for a one-day period and securities purchased under agreements to resell are for no more than a 90-day period.

Balances held in federal funds sold may exceed FDIC Insurance limits.

Securities purchased under agreements to resell- The Company enters into purchases of securities under agreements to resell substantially identical securities. Securities purchased under agreements to resell consist primarily of U.S. Treasury, Agency and Municipal securities. The amounts advanced under these agreements are reflected as assets in the consolidated balance sheet. It is the Company's policy to take possession of securities purchased under agreements to resell. Agreements with third parties specify the Company's rights to request additional collateral, based on its monitoring of the fair value of the underlying securities on a daily basis. The securities are delivered by appropriate entry into the Company's account maintained at the Federal Reserve Bank or into a third-party custodian's account designated by the Company under a written custodial agreement that explicitly recognizes the Company's interest in the securities. In general, these agreements mature within 90 days and no material amount of agreements to resell securities purchased is outstanding with any individual dealer.

Securities At the time of purchase, the Company designates the security as held-to-maturity or available-for-sale, based on its investment objectives, operational needs and intent to hold. The Company does not engage in trading activity. Securities designated as held-to-maturity are carried at cost adjusted for the accretion of discounts and amortization of premiums. The Company has the ability and intent to hold these securities to maturity. Securities designated as available-for-sale may be sold to implement the Company's asset/liability management strategies and in response to changes in interest rates, prepayment rates and similar factors. Securities designated as available-for-sale are recorded at fair value and unrealized gains or losses, net of income taxes, are reported as part of accumulated other comprehensive income(loss), a separate component of stockholders' equity. Gains or losses on sale of securities are based on the specific identification method. The market value and underlying rating of the security is monitored for quality. Securities may be adjusted to reflect changes in valuation as a result of other-than-temporary declines in value. Investments with fair values that are less than amortized cost are considered impaired. Impairment may result from either a decline in the financial condition of the issuing entity or, in the case of fixed rate investments, from changes in interest rates. At each financial statement date, management assesses each investment to determine if impaired investments are temporarily impaired or if the impairment is other than temporary based upon the positive and negative evidence available. Evidence evaluated includes, but is not limited to, industry analyst reports, credit market conditions, and interest rate trends. If negative evidence outweighs positive evidence that the carrying amount is recoverable within a reasonable period of time, the impairment is deemed other-than-temporary and the security is written down in the period in which such determination is made.

Loans Loans are stated at the principal amounts outstanding less deferred loan fees and costs and the allowance for loan losses. Interest on commercial, installment and real estate loans is accrued daily based on the principal outstanding. Loan origination and commitment fees and certain origination costs are deferred and the net amount is amortized over the contractual life of the loans as an adjustment of their yield. A loan is impaired when, based on current information and events, management believes it is probable that the Company will not be able to collect all amounts due according to the contractual terms of the loan agreement. Impairment is measured based upon the present value of future cash flows discounted at the loan's effective rate, the loan's observable market price, or the fair value of collateral if the loan is collateral dependent. Interest on impaired loans is recognized on a cash basis, and only when the principal is not considered impaired.

BANK OF COMMERCE HOLDINGS AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2008, 2007 AND 2006

The Company's practice is to place an asset on nonaccrual status when one of the following events occurs: (i) Any installment of principal or interest is 90 days or more past due (unless in management's opinion the loan is well-secured and in the process of collection), (ii) management determines the ultimate collection of principal or interest to be unlikely or (iii) the terms of the loan have been renegotiated due to a serious weakening of the borrower's financial condition. Nonperforming loans may be on nonaccrual, are 90 days past due and still accruing, or have been restructured. Accruals are resumed on loans only when they are brought fully current with respect to interest and principal and when the loan is estimated to be fully collectible. Restructured loans are those loans on which concessions in terms have been granted because of the borrower's financial or legal difficulties. Interest is generally accrued on such loans in accordance with the new terms.

Allowance for Loan and Lease Losses The allowance for loan and lease losses are established through a provision charged to expense. Loans are charged off against the allowance for loan losses when management believes that the collectibility of the principal is unlikely. The allowance is an amount that management believes will be adequate to absorb losses inherent in existing loans and overdrafts based on evaluations of collectibility and prior loss experience. The evaluations take into consideration such factors as changes in the nature and volume of the portfolio, overall portfolio quality, loan concentrations, specific problem loans, and current economic conditions that may affect the borrowers' ability to pay. Material estimates relating to the determination of the allowance for loan losses are particularly susceptible to significant change in the near term. While management uses available information to recognize losses on loans, future additions to the allowance may be necessary based on changes in economic conditions. In addition, the FDIC and DFI, as an integral part of their examination process, periodically review the Bank's allowance for loan losses. The FDIC or DFI may require the Bank to recognize additions to the allowance based on their judgment about information available to them at the time of their examination.

Bank Premises and Equipment Bank premises and equipment are stated at cost less accumulated depreciation. Depreciation is computed on the straight-line method over the estimated useful lives of the related assets. Expenditures for major renewals and improvements are capitalized and those for maintenance and repairs are charged to expense as incurred.

Securities Sold under Agreements to Repurchase At December 31, 2008 and 2007, securities sold under agreements to repurchase consist of commercial repurchase agreements, where the Company has an agreement with the depositor to sell and repurchase, on a daily basis, a proportionate interest in municipal securities. These securities are held as collateral for non-FDIC insured deposits.

Federal Home Loan Bank Borrowings As part of its asset/liability management strategy the Company has obtained advances from the Federal Home Loan Bank. The Company has pledged collateral of commercial real estate loans and specific securities to support the borrowings.

Goodwill and Other Intangibles Net assets of companies acquired in purchase transactions are recorded at fair value at the date of acquisition, as such, the historical cost basis of individual assets and liabilities are adjusted to reflect their fair value. Identified intangibles are amortized on a straight-line basis over the period benefited. In June 2001, the Company purchased a bank branch office. The Company recorded core deposit intangibles, which are amortized over seven years by the straight-line method. Amortization expense for the year ended December 31, 2007 and 2006 was \$154,209 and \$106,800, respectively. The premium was fully amortized in 2007.

BANK OF COMMERCE HOLDINGS AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2008, 2007 AND 2006

Earnings Per Share The table below illustrates basic earnings per share excluding dilution and is computed by dividing net income available to common shareholders by the weighted-average number of common shares outstanding for the period. Diluted earnings per share reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock or resulted in the issuance of common stock that subsequently shared in the earnings of the entity. The following table reconciles the numerator and denominator used in computing both basic earnings per share and diluted earnings per share for the years ended December 31.

(Amounts in thousands, except per share data)

Earnings Per Share	2008	2007	2006
Basic EPS Calculation:			
Net Income	\$ 2,194,386	\$ 6,106,898	\$ 6,567,709
Less: preferred dividend			
Numerator: Earnings available to common stockholders	\$ 2,194,386	\$ 6,106,898	\$ 6,567,709
Denominator (average common shares outstanding)	8,712,873	8,857,627	8,759,568
Basic earnings per Share	\$ 0.25	\$ 0.69	\$ 0.75
Diluted EPS Calculation:			
Net Income	\$ 2,194,386	\$ 6,106,898	\$ 6,567,709
Less: preferred dividend			
Numerator: Earnings available to common stockholders	\$ 2,194,386	\$ 6,106,898	\$ 6,567,709
Denominator:			
Average common shares outstanding Plus incremental shares from assumed conversions	8,712,873	8,857,627	8,759,568
Stock Options	11,677	80,109	172,016
Warrants			
	8,724,550	8,937,736	8,931,584
Diluted earnings per Share	\$ 0.25	\$ 0.68	\$ 0.74
Anti-dilutive options not included in EPS Calculation	185,666	120,884	128,615
Anti-dilutive warrants not included in EPS Calculation	405,405		

Other Real Estate Owned Real estate acquired by foreclosure, is carried at the lower of the recorded investment in the property or its fair value less estimated selling costs. Prior to foreclosure, the value of the underlying loan is written down to the fair value of the real estate to be acquired, less costs to sell, by a charge to the allowance for loan losses, if necessary. Fair value of other real estate is generally determined based on an appraisal of the property. Any subsequent write-downs are charged against noninterest expenses. Operating expenses of such properties, net of related income, and gains and losses on their disposition are included in other expenses. Gain recognition on the disposition of real estate is dependent upon the transaction meeting certain criteria relating to the nature of the property sold and the terms of the sale. This includes the buyer's initial and continuing investment, the degree of continuing involvement by the Company with the property after the sale, and other

matters. Under certain circumstances, revenue recognition may be deferred until these criteria are met.

BANK OF COMMERCE HOLDINGS AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2008, 2007 AND 2006

Income Taxes The Company accounts for income taxes under the asset and liability method. Under the asset and liability method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using currently enacted tax rates applied to such taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

Stock Option Plan The Company adopted Statement of Financial Accounting Standards No. 123R (FAS 123R), *Share-Based Payment*, on January 1, 2006. The scope of FAS 123R includes a wide range of stock-based compensation arrangements including stock options, restricted stock plans, performance-based awards, stock appreciation rights, and employee stock purchase plans. FAS 123R requires the Company to measure the cost of employee services received in exchange for an award of equity instruments. The cost is determined based on the fair value of the award on the grant date. That cost must be recognized in the income statement over the service period of the award. Under the modified prospective transition method, awards that are granted, modified or settled beginning at the date of adoption will be measured and accounted for in accordance with FAS 123R. In addition, expense must be recognized in the income statement for unvested awards that were granted prior to the date of adoption.

During 2008, the fair value of options granted was determined on the date of the grant using a binomial option-pricing model with the following assumptions: a current volatility rate of 32.10%, a risk-free interest rate of 2.97% (based upon the five year treasury coupon rate at the time the options were issued), expected dividends of \$0.32 per share per year, an annual dividend rate of 4.56%, an assumed forfeiture rate of zero and an expected life of seven years.

Description of stock-based compensation plan

The 1998 Stock Option Plan which was approved by the Company's stockholders on April 21, 1998, expired on May 1, 2008. The 2008 Stock Option Plan (the Plan) which was approved by the Company's stockholders on May 15, 2007 replaced the 1998 Stock Option Plan.

The Plan provides for awards in the form of options, which may constitute incentive stock options (Incentive Options) under Section 422(a) of the Internal Revenue Code of 1986, as amended (the Code), or non-statutory stock options (NSOs) to key personnel of the Company, including directors. The Plan provides that Incentive Options under the Plan may not be granted at less than 100% of fair market value of the Company's common stock on the date of the grant. The strike price of NSOs may not be granted at less than 85% of the fair market value of the common stock on the date of the grant.

The Company's stock option plans provide for awards of incentive and nonqualified stock options. Incentive options must have an exercise price at or above fair market value of the stock at the date of the grant and a term of no more than 10 years. Options generally become exercisable over five years from the date of the grant. Nonqualified stock options must have an exercise price of no less than 85% of the fair market value of the stock at the date of the grant and for a term of no more than 10 years. Nonqualified stock options generally become exercisable over five years from the date of the grant.

BANK OF COMMERCE HOLDINGS AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2008, 2007 AND 2006

A total of 620,000 shares of the Company's common stock are reserved for grant under the Plan. At December 31, 2008, 588,500 shares were available for future grants under the Plan. At December 31, 2008, 209,485 shares were available to be exercised. The weighted average grant exercise price for options at December 31, 2008 was \$6.35. The total intrinsic value (which is the amount by which the stock price exceeded the exercise price) of options exercised during the twelve months ended December 31, 2007 and December 31, 2008 was \$40,863.

Comprehensive Income (Loss) Comprehensive income represents net earnings and any revenues, expenses, gains and losses that, under accounting principles generally accepted in the United States of America, are excluded from net earnings and recognized directly as a component of stockholders' equity. The Company's sources of other comprehensive income (loss) include unrealized gains and losses on securities available-for-sale and unrealized gains and losses on derivative activities. Reclassification adjustments result from gains or losses on securities that were realized and included in net income of the current period that also had been included in other comprehensive income (loss) as unrealized holding gains or losses in the period in which they arose.

Operating Segments Reportable operating segments are generally defined as components of an enterprise for which discrete financial information is available, whose operating results are regularly reviewed by the organizations management and whose revenue is 10 percent or more of total revenue. Under this definition the Company does not have reportable operating segments. In the years 2008, 2007 and 2006, the Company accounted for its operations as one operating segment.

Transfer of Financial Assets Transfers of financial assets are accounted for as sales, when control over the assets has been surrendered. Control over transferred assets is deemed surrendered when (1) the assets have been isolated from the Corporation, (2) the transferee obtains the right (free of conditions that constrain it from taking advantage of that right) to pledge or exchange the transferred assets, and (3) the Corporation does not maintain effective control over the transferred assets through an agreement to repurchase them before their maturity. The Company services, for others, SBA loans that are sold with a principal balance of \$4,635,027, \$5,316,219 and \$3,494,130 as of December 31, 2008, 2007 and 2006, respectively.

Preferred Stock The Company is authorized to issue up to 2,000,000 shares of preferred stock without par value. Preferred shares outstanding rank senior to common shares both as to dividends and liquidation preference, but have no voting rights. The Emergency Economic Stabilization Act (EESA) authorizes the United States Treasury Department to use appropriated funds to restore liquidity and stability to the U.S. financial system. As part of this authority, and pursuant to a Letter Agreement dated November 14, 2008, and the Securities Purchase Agreement Standard Terms, the Company issued to the United States Department of the Treasury (Treasury Department) 17,000 shares of Bank of Commerce Holdings Series A Fixed Rate Perpetual Preferred Stock, without par value (the Series A Preferred Stock), having a liquidation amount per share equal to \$1,000 for a total price of \$17 million.

Warrants As part of its purchase of the Series A Preferred Stock, the Treasury Department received a warrant (the Warrant) to purchase 405,405 shares of the Company's common stock at an initial per share exercise price of \$6.29. The Warrant provides for the adjustment of the exercise price and the number of shares of our common stock issuable upon exercise pursuant to customary anti-dilution provisions, such as upon stock splits or distributions of securities or other assets to holders of our common stock, and upon certain issuances of our common stock at or below a specified price relative to the initial exercise price.

BANK OF COMMERCE HOLDINGS AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2008, 2007 AND 2006

The Warrant expires ten years from the issuance date. If, on or prior to December 31, 2009, the Company receives aggregate gross cash proceeds of not less than \$17 million from qualified equity offerings announced after November 14, 2008, the number of shares of common stock issuable pursuant to the Treasury Department's exercise of the Warrant will be reduced by one-half of the original number of shares, taking into account all adjustments, underlying the Warrant. Pursuant to the Securities Purchase Agreement, the Treasury Department has agreed not to exercise voting power with respect to any shares of common stock issued upon exercise of the Warrant.

Recent Accounting Pronouncements

On October 10, 2008, the FASB issued FAS 157-3, *Determining the Fair Value of a Financial Asset When the Market for That Asset is Not Active*. FAS 157-3 is a FASB Staff Position that clarifies the application of FASB Statement No. 157, *Fair Value Measurements*, for a non-active market and provides an illustrative example of key considerations in determining the fair value of financial assets under such conditions. FAS 157-3 is currently under management review with the impact on the Company yet to be determined.

The FASB has decided to amend SFAS No. 140, *Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities – a replacement of FASB Statement No. 125* (SFAS 140), impacting the accounting for qualifying special-purpose entities (QSPS), and make certain changes to FASB Interpretation (FIN) No. 46 (revised December 2003) *Consolidation of Variable Interest Entities – an interpretation of ARB No. 51* (FIN 46R). Exposure drafts of the proposed requirements are expected in the third quarter of 2008. The impact on the Company and the timing of adoption cannot be determined until the FASB issues the final amendments to SFAS 140 and FIN 46R.

On March 19, 2008, the FASB issued SFAS No. 161, *Disclosures about Derivative Instruments and Hedging Activities – an amendment of FASB No. 133* (SFAS 161). SFAS 161 requires expanded qualitative, quantitative and credit-risk disclosures about derivatives and hedging activities and their effects on the Companies financial position, financial performance and cash flows. SFAS 161 also clarifies that derivatives are subject to credit risk disclosures as required by SFAS No. 107, *Disclosures about Fair Value of Financial Instruments*. SFAS 161 is effective for the Companies financial statements for the year beginning on January 1, 2009.

On December 4, 2007, the FASB issued SFAS No. 141 (revised 2007), *Business Combinations* (SFAS 141R). SFAS 141R modifies the accounting for business combinations and requires, with limited exceptions, the acquirer in a business combination to recognize 100 percent of the assets acquired, liabilities assumed, and any non-controlling interest in the acquiree at the acquisition-date fair value. In addition, SFAS 141R requires the expensing of acquisition-related transaction and restructuring costs, and certain contingent assets and liabilities acquired, as well as contingent consideration, to be recognized at fair value. SFAS 141R also modifies the accounting for certain acquired income tax assets and liabilities. SFAS 141R is effective for new acquisitions consummated on or after January 1, 2009 and earlier adoption is not permitted.

On February 15, 2007 the FASB issued FAS 159, *The Fair Value Option for Financial Assets and Financial Liabilities, Including an amendment of FASB Statement 115*. FAS 159 provides an alternative measurement treatment for certain financial assets and financial liabilities, under an instrument-by-instrument election, that permits fair value to be used for both initial and subsequent measurement, with changes in fair values recognized in earnings. FAS 159 will be effective beginning January 1, 2008. The adoption of FAS 159 did not have a material impact on our consolidated financial statements.

BANK OF COMMERCE HOLDINGS AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2008, 2007 AND 2006

3. RESTRICTIONS ON CASH AND DUE FROM BANKS

The Bank maintains compensating balances with its primary correspondent, which totaled \$2,000,000 at December 31, 2008, December 31, 2007 and December 31, 2006.

4. SECURITIES

The amortized cost and estimated fair value of securities available-for-sale are summarized as follows:

	December 31, 2008			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
U.S. Treasury securities and obligations of U.S. agencies	\$ 16,006,571	\$ 69,080	\$ 0	\$ 16,075,651
Obligations of state and political subdivisions	32,177,891	145,647	(1,302,628)	31,020,910
Mortgage-backed securities	83,657,023	1,278,263	(345,247)	84,590,039
	\$ 131,841,485	\$ 1,492,990	(\$1,647,875)	\$ 131,686,600

	December 31, 2007			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
U.S. Treasury securities and obligations of U.S. agencies	\$ 15,988,936	\$ 26,031	\$ (103,535)	\$ 15,911,432
Obligations of state and political subdivisions	19,016,813	27,424	(262,596)	18,781,641
Mortgage-backed securities	31,637,544	10,250	(353,929)	31,293,865
Corporate Bonds	2,000,204	0	(80,756)	1,919,448
	\$ 68,643,497	\$ 63,705	\$ (800,816)	\$ 67,906,386

All held-to-maturity securities were transferred to available-for-sale in the third quarter 2008 to provide the Company greater liquidity resources. The following table represents the amortized cost and fair value of securities held-to-maturity at the time of transfer:

	September 30, 2008			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Obligations of state and political subdivisions	\$ 8,804,998	\$ 106,665	\$ (203,335)	\$ 8,708,328

Edgar Filing: Bank of Commerce Holdings - Form 10-K

\$ 8,804,998 \$ 106.665 \$ (203,335) \$ 8,708,328

66

BANK OF COMMERCE HOLDINGS AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2008, 2007 AND 2006

The amortized cost and estimated fair value of securities held-to-maturity are summarized as follows:

	Amortized Cost	December 31, 2007		Estimated Fair Value
		Gross Unrealized Gains	Gross Unrealized Losses	
Mortgage backed securities	\$ 1,632,816	\$ 13,706	\$	\$ 1,646,522
Obligations of state and political Subdivisions	8,925,949	62,107	(2,370)	8,985,686
	\$ 10,558,765	\$ 75,813	\$ (2,370)	\$ 10,632,208

The amortized cost and estimated fair value of securities at December 31, 2008 by contractual maturity are shown below. Expected maturities may differ from contractual maturities because borrowers may have the right to call or repay obligations with or without call or prepayment penalties.

	Available-for-Sale	
	Amortized Cost	Estimated Fair Value
Due in one year or less	\$ 1,010,193	\$ 1,029,063
Due after one year through five years	19,331,317	19,445,179
Due after five years through ten years	12,319,780	12,433,476
Due after ten years	99,180,195	98,778,882
	\$ 131,841,485	\$ 131,686,600

The following tables present the current fair value and associated unrealized losses on investments with unrealized losses at December 31, 2007 and December 31, 2008. The tables also disclose whether these securities have had unrealized losses for less than 12 months or for 12 months or longer.

December 31, 2007

	Less than 12 months		12 months or more		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
U.S. Treasury securities and Obligations of U. S. Agencies	\$ 0	\$ 0	\$ 12,894,359	(\$103,535)	\$ 12,894,359	(\$103,535)
Obligations of state and political subdivisions	\$ 11,047,188	(\$228,589)	\$ 3,360,969	(\$36,378)	\$ 14,408,156	(\$264,967)
	\$ 4,779,905	(\$29,487)	\$ 21,557,410	(\$324,441)	\$ 26,337,315	(\$353,928)

Edgar Filing: Bank of Commerce Holdings - Form 10-K

Mortgage-backed securities							
Corporate Bonds	\$	0	\$	0	\$ 1,919,448	(\$80,756)	\$ 1,919,448 (\$80,756)
Total temporarily impaired securities	\$	15,827,093	(\$258,076)	\$ 39,732,186	(\$545,110)	\$ 55,559,279	(\$803,186)

67

BANK OF COMMERCE HOLDINGS AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2008, 2007 AND 2006

December 31, 2008

	Less than 12 months		12 months or more		Total	
	Fair		Fair		Fair	
	Value	Unrealized Losses	Value	Unrealized Losses	Value	Unrealized Losses
U.S. Treasury securities and Obligations of U. S. Agencies	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
Obligations of state and political subdivisions	\$ 21,125,047	(\$1,140,217)	\$ 843,658	(\$162,412)	\$ 21,968,705	(\$1,302,628)
Mortgage-backed securities	\$ 16,666,493	(\$105,783)	\$ 5,375,203	(\$239,463)	\$ 22,041,696	(\$345,247)
Total temporarily impaired securities	\$ 37,791,540	(\$1,246,000)	\$ 6,218,861	(\$401,875)	\$ 44,010,401	(\$1,647,875)

Invested assets are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain invested assets and the level of uncertainty related to changes in the fair value of these assets, it is possible that changes in risks in the near term could have an adverse material impact on our results of operations or equity. Our investment portfolio is subject to market declines below amortized cost that may be other-than-temporary. A significant judgment in the valuation of investments is the determination of when an other-than-temporary impairment has occurred. The ALCO Committee reviews the investment portfolio on at least a quarterly basis, with ongoing analysis as new information becomes available. Any decline that is determined to be other-than-temporary is recorded as an other-than-temporary impairment loss in the results of operations in the period in which the determination occurred.

An investment is impaired if the fair value of the investment is less than its cost adjusted for accretion, amortization and OTTI, otherwise defined as an unrealized loss. When an investment is impaired, the impairment is evaluated to determine whether it is temporary or other-than-temporary. Significant judgment is required in the determination of whether an OTTI has occurred for an investment. The Company follows a consistent and systematic process for determining and recording an OTTI loss. The Company has designated the ALCO Committee responsible for the OTTI process.

The ALCO Committee's assessment of whether an OTTI loss should be recognized incorporates both quantitative and qualitative information. The ALCO Committee considers a number of factors including, but not limited to: (a) the length of time and the extent to which the fair value has been less than amortized cost, (b) the financial condition and near term prospects of the issuer, (c) the intent and ability of the Company to retain its investment for a period of time sufficient to allow for an anticipated recovery in value, (d) whether the debtor is current on interest and principal payments and (e) general market conditions and industry or sector specific outlook. For securities considered to be OTTI, the security is adjusted to fair value and the resulting losses are recognized in Realized investment gains (losses) on the Consolidated Statement of Income.

BANK OF COMMERCE HOLDINGS AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2008, 2007 AND 2006

The Company maintains that it is probable that all amounts due according to the contractual terms of debt securities will be repaid. The Company does not hold equity securities.

At December 31, 2008 forty securities were in a loss position. Management has evaluated each security in an unrealized loss position to determine if the impairment is other-than-temporary. Management has determined that no security is other than temporarily impaired. The unrealized losses are due to interest rate changes and the Company has the ability and intent to hold all securities with identified impairments to the earlier of the forecasted recovery or the maturity of the underlying security.

At December 31, 2008, the Company has pledged book values of \$1,000,000 in securities for treasury, tax and loan accounts, \$17,218,434 for deposits of public funds, \$12,453,000 for collateralized repurchase agreements, and \$38,063,566 for Federal Home Loan borrowings.

Gross realized gains and gross realized losses, respectively, on available-for-sale securities were \$632,639 and \$4,760 in 2008, \$268,078 and \$222,408 in 2007, and \$5,062 and \$175,586 in 2006.

5. LOANS AND ALLOWANCE FOR LOAN AND LEASE LOSSES

Outstanding loan balances consist of the following at:

	December 31,	
	2008	2007
Commercial and industrial loans	\$ 164,082,996	\$ 173,703,638
Real estate construction loans	84,217,532	106,976,522
Real estate commercial	217,914,475	175,013,372
Real estate mortgage	20,285,225	10,787,433
Real estate other	39,915,224	26,817,909
Installment loans	144,634	226,102
Other	902,584	1,223,036
	527,462,670	494,748,012
Less:		
Deferred loan fees, net	86,826	232,471
Allowance for loan and lease losses	8,429,383	8,232,970
	\$ 518,946,461	\$ 486,282,571

Included in total loans are nonaccrual loans of \$20,153,737 and \$12,408,613 at December 31, 2008 and 2007, respectively. A loan is impaired when, based on current information and events, management believes it is probable that the Bank will not be able to collect all amounts due according to the contractual terms of the loan agreement. If interest on nonaccrual loans at December 31, 2008 and 2007 had been accrued, such interest income would have approximated \$147,100 and \$92,000, respectively.

BANK OF COMMERCE HOLDINGS AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2008, 2007 AND 2006

The average outstanding balances of impaired loans were \$23,078,874, \$13,001,847 and \$0, for the years ended December 31, 2008, 2007 and 2006 respectively. There was interest of \$627,000, \$0 and \$20,000 recognized on impaired loans during the year ended December 31, 2008, 2007 and 2006, respectively. At December 31, 2008, 2007 and 2006 impairment allowances were \$1,103,290, \$3,200,000, and \$0 held towards impaired loans at December 31, 2008, 2007 and 2006 respectively.

The Company concentrates its lending activities primarily within Shasta, El Dorado, Placer, Sacramento and Tehama counties, in California, and the location of the four full service offices of the Bank. Although the Company has a diversified loan portfolio, a significant portion of its customers' ability to repay the loans is dependent upon the professional services and investor commercial real estate sectors. Generally, the loans are secured by real estate or other assets and are expected to be repaid from cash flows of the borrower's business or cash flows from real estate investments.

The Company's exposure to credit loss, if any, is the difference between the fair value of the collateral, and the outstanding balance of the loan. At December 31, 2008 and 2007, the Company had pledged \$96,721,113 and \$58,343,819, respectively, in loans as available collateral for Federal Home Loan Bank borrowings. In the ordinary course of business, the Company enters various types of transactions, which involve financial instruments with off-balance sheet risk. These instruments include commitments to extend credit and stand-by letters of credit, which are not reflected in the consolidated balance sheets. These transactions may involve, to varying degrees, credit and interest rate risk more than the amount, if any recognized in the consolidated balance sheets. Commitments to extend credit and standby letters of credit bear similar credit risk characteristics as outstanding loans. An allowance for unfunded loan commitments and letters of credit is determined using estimates of the probability of funding. This reserve is carried as a liability on the consolidated balance sheet.

Changes in the allowance for loan losses consist of the following:

	Years Ended December 31,		
	2008	2007	2006
Balance at beginning of year	\$ 8,232,970	\$ 4,904,266	\$ 4,316,379
Provision for loan losses	6,520,000	3,291,250	225,900
Loans charged off	(6,329,176)	0	(299,421)
Recoveries of loans previously charged off	5,589	37,454	661,408
Balance at end of year	\$ 8,429,383	\$ 8,232,970	\$ 4,904,266

BANK OF COMMERCE HOLDINGS AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2008, 2007 AND 2006

6. BANK PREMISES AND EQUIPMENT

Bank premises and equipment consist of the following:

	Estimated Lives	December 31,	
		2008	2007
Land		\$ 1,507,628	\$ 1,507,628
Land Improvements		188,845	188,845
Bank buildings	39.0 years	8,138,044	8,114,721
Furniture, fixtures and equipment	3 - 7 years	6,703,866	6,163,236
		16,538,383	15,974,430
Less accumulated depreciation		(5,933,372)	(5,919,593)
		10,605,011	10,054,837
Construction in progress		67,200	909,138
		\$ 10,672,211	\$ 10,963,975

Depreciation expense, included in net occupancy and equipment expense, is \$1,145,000, \$1,035,660, and \$732,906 for the years ended December 31, 2008, 2007 and 2006, respectively.

7. OTHER ASSETS

Other assets consist of the following:

	December 31,	
	2008	2007
Cash surrender value of bank owned life insurance policies	\$ 7,415,413	\$ 7,129,627
Deferred tax asset, net	4,932,051	5,209,973
Accrued interest on loans	2,051,386	2,497,124
Accrued interest on investment securities	1,079,110	538,410
California Affordable Housing Credits	2,414,517	933,659
Other Real Estate Owned	2,934,152	
Goldman Sachs Sweep account receivable		267,984
Taxes receivable	447,865	181,911
Federal Home Loan Bank Stock	5,640,000	2,852,200
Investment in junior subordinated debt payable to subsidiary grantor trust	465,000	465,000
Other	338,132	305,207
	\$ 27,717,626	\$ 20,381,095

8. DEPOSITS

Time certificates of deposit of \$100,000 or more totaled \$168,810,092 and \$153,583,629 at December 31, 2007 and 2006, respectively. Interest expense on such deposits was \$5,785,386, \$6,062,259 and \$5,025,273 during 2007, 2006 and 2005, respectively.

BANK OF COMMERCE HOLDINGS AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2008, 2007 AND 2006

At December 31, 2008, the scheduled maturities for all time deposits are as follows:

Time Deposit Maturity Schedule

One year or less	\$ 169,782,140
One to three years	58,668,045
Three to five years	35,836,419
Over five years	0
 Total	 \$ 264,286,604

9. OTHER LIABILITIES

Other liabilities consist of the following:

	December 31,	
	2008	2007
Deferred Compensation Retired Officers	931,777	\$ 1,035,064
Deferred Compensation Directors fees	2,600,231	2,310,824
Deferred Compensation Salary Continuation	1,235,605	1,030,020
Employee incentive payable	0	476,843
FHLB accrued interest payable	154,396	242,637
Accrued 401(k) match payable	66,365	71,981
Accrued interest payable	618,890	787,844
Reserve for off-balance sheet commitments	421,877	421,877
Interest payable Junior Subordinated Debentures	158,621	112,538
Dividend payable	696,920	700,460
Other	151,479	363,471
	 \$ 7,036,161	 \$ 7,553,559

10. FEDERAL HOME LOAN BANK ADVANCES

Included in other borrowings are advances from the Federal Home Loan Bank of San Francisco (FHLB) totaling \$120,000,000 as of December 31, 2008 and \$60,000,000 as of December 31, 2007. The FHLB advances bear fixed rates of interest ranging from 0.80% to 3.97%.

Amount	Interest Rate	Maturity
\$15,000,000	2.89%	01/22/2009
\$55,000,000	0.80%	01/26/2009
\$35,000,000	3.97%	11/23/2009
\$15,000,000	3.41%	04/29/2011

\$120,000,000

BANK OF COMMERCE HOLDINGS AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2008, 2007 AND 2006

These borrowings are secured by an investment in FHLB stock and certain real estate mortgage loans which have been specifically pledged to the FHLB pursuant to their collateral requirements. Based upon the level of FHLB advances, the Company was required to hold a minimum investment in FHLB stock of \$5,640,000 at December 31, 2008 and to pledge \$96,721,113, \$58,343,819 and \$52,365,899 of its real estate mortgage loans to the FHLB as collateral as of December 31, 2008, 2007 and 2006. At December 31, 2008 the Bank had available borrowing lines at the FHLB of \$58,020,207 and additional federal fund borrowing lines at two correspondent banks totaling \$20,000,000.

11. PREFERRED STOCK AND WARRANTS

Pursuant to a Letter Agreement dated November 14, 2008, and the Securities Purchase Agreement Standard Terms the Company issued to the United States Department of the Treasury (Treasury Department) 17,000 shares of Bank of Commerce Holdings Series A Fixed Rate Perpetual Preferred Stock, without par value (the Series A Preferred Stock), having a liquidation amount per share equal to \$1,000 for a total price of \$17 million. The Series A Preferred Stock pays cumulative dividends at a rate of 5% per year for the first five years and thereafter at a rate of 9% per year. The Company may not redeem the Series A Preferred Stock during the first three years except with the proceeds from a qualified equity offering (as defined in the Certificate of Determination described in Item 5.03). After three years, the Company may, at our option, redeem the Series A Preferred Stock at par value plus accrued and unpaid dividends. The Series A Preferred Stock is generally non-voting. Prior to November 14, 2011, unless the Company has redeemed the Series A Preferred Stock or the Treasury Department has transferred the Series A Preferred Stock to a third party, the consent of the Treasury Department will be required for the Company to increase our common stock dividend or repurchase our common stock or other equity or capital securities, other than in connection with benefit plans consistent with past practice and certain other circumstances specified in the Securities Purchase Agreement. A consequence of the Series A Preferred Stock purchase includes certain restrictions on executive compensation that could limit the tax deductibility of compensation we pay to executive management.

As part of its purchase of the Series A Preferred Stock, the Treasury Department received a warrant (the Warrant) to purchase 405,405 shares of the Company s common stock at an initial per share exercise price of \$6.29. The Warrant provides for the adjustment of the exercise price and the number of shares of our common stock issuable upon exercise pursuant to customary anti-dilution provisions, such as upon stock splits or distributions of securities or other assets to holders of our common stock, and upon certain issuances of our common stock at or below a specified price relative to the initial exercise price. The Warrant expires ten years from the issuance date. If, on or prior to December 31, 2009, the Company receives aggregate gross cash proceeds of not less than \$17 million from qualified equity offerings announced after November 14, 2008, the number of shares of common stock issuable pursuant to the Treasury Department s exercise of the Warrant will be reduced by one-half of the original number of shares, taking into account all adjustments, underlying the Warrant. Pursuant to the Securities Purchase Agreement, the Treasury Department has agreed not to exercise voting power with respect to any shares of common stock issued upon exercise of the Warrant.

Both the Series A Preferred Stock and Warrant will be accounted for as components of Tier 1 capital.

BANK OF COMMERCE HOLDINGS AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2008, 2007 AND 2006

The Series A Preferred Stock and the Warrant were issued in a private placement exempt from registration pursuant to Section 4(2) of the Securities Act of 1933, as amended. Upon the request of the Treasury Department at any time, we have agreed to promptly enter into a deposit arrangement pursuant to which the Series A Preferred Stock may be deposited and depositary shares (*Depositary Shares*) may be issued. Neither the Series A Preferred Stock nor the Warrant will be subject to any contractual restrictions on transfer, except that the Treasury Department may only transfer or exercise an aggregate of one-half of the Warrant Shares prior to the earlier of the redemption of 100% of the shares of Series A Preferred Stock and December 31, 2009.

In the Securities Purchase Agreement, the Company agreed that, until such time as the Treasury Department ceases to own any securities acquired from us pursuant to the Securities Purchase Agreement, the Company will take all necessary action to ensure that our benefit plans with respect to our senior executive officers comply with Section 111(b) of the Emergency Economic Stabilization Act of 2008 (*EESA*) as implemented by any guidance or regulation under Section 111(b) of EESA that has been issued and is in effect as of the date of issuance of the Series A Preferred Stock and the Warrant and not adopt any benefit plans with respect to, or which cover, our senior executive officers that do not comply with EESA. The applicable executives have consented to the foregoing.

Prior to November 14, 2011, unless the Company has redeemed the Series A Preferred Stock or the Treasury Department has transferred the Series A Preferred Stock to a third party, the consent of the Treasury Department will be required for us to (1) declare or pay any dividend or make any distribution on our common stock (other than regular quarterly cash dividends of not more than \$0.08 per share of common stock) or (2) redeem, purchase or acquire any shares of the Company's common stock or other equity or capital securities, other than in connection with benefit plans consistent with past practice and certain other circumstances specified in the Securities Purchase Agreement.

Capital Purchase Plan participants may opt out by repaying the capital without raising additional capital subject to consultation with the appropriate Federal regulator.

12. JUNIOR SUBORDINATED DEBT PAYABLE TO UNCONSOLIDATED SUBSIDIARY GRANTOR TRUSTS

During the first quarter 2003, Bank of Commerce Holdings formed a wholly-owned Delaware statutory business trust, Bank of Commerce Holdings Trust (the *grantor trust*), which issued \$5.0 million of guaranteed preferred beneficial interests in Bank of Commerce Holdings' junior subordinated debentures (the *trust notes*) to the public and \$155,000 common securities to the Company. These debentures qualify as Tier 1 capital under Federal Reserve Board guidelines. The proceeds from the issuance of the trust notes were transferred from the grantor trust to the Holding Company and from the Holding Company to the Bank as surplus capital. The trust notes accrue and pay distributions on a quarterly basis at three month London Interbank Offered Rate (*LIBOR*) plus 3.30%. The rate at December 31, 2008 was 8.12%. The rate increase is capped at 2.75% annually and the lifetime cap is 12.5%. The final maturity on the trust notes is March 18, 2033, and the debt allows for prepayment after five years on the quarterly payment date.

BANK OF COMMERCE HOLDINGS AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2008, 2007 AND 2006

On July 29, 2005, Bank of Commerce Holdings (the Company) participated in a private placement to an institutional investor of \$10 million of fixed rate trust preferred securities (the Trust Preferred Securities); through a newly formed Delaware trust affiliate, Bank of Commerce Holdings Trust II (the Trust). The Trust Preferred Securities mature on September 15, 2035, and are redeemable at the Company s option on any March 15, June 15, September 15 or December 15 on or after September 15, 2010. In addition, the Trust Preferred Securities require quarterly distributions by the Trust to the holder of the Trust Preferred Securities at a rate of 6.115%, until September 10, 2010 after which the rate will reset quarterly to equal three month LIBOR plus 1.58%. The Trust simultaneously issued \$310,000 common securities to the Company.

The proceeds from the sale of the Trust Preferred Securities were used by the Trust to purchase from the Company the aggregate principal amount of \$10,310,000 of the Company s floating rate junior subordinate notes (the Notes). The net proceeds to the Company from the sale of the Notes to the Trust were used by the Company for general corporate purposes, including funding the growth of the Company s various financial services.

The Notes were issued pursuant to a Junior Subordinated Indenture (the Indenture), dated July 29, 2005, by and between the Company and J.P. Morgan Chase Bank, National Association, as trustee. Like the Trust Preferred Securities, the Notes bear interest at a floating rate, at 6.115% until September 10, 2010, after which the rate will reset on a quarterly basis to equal three month LIBOR plus 1.58%. The interest payments by the Company will be used to pay the quarterly distributions payable by the Trust to the holder of the Trust Preferred Securities. However, so long as no event of default, as described below, has occurred under the Notes, the Company may, at any time and from time to time, defer interest payments on the Notes (in which case the Trust will be entitled to defer distributions otherwise due on the Trust Preferred Securities) for up to twenty (20) consecutive quarters.

The Notes are subordinated to the prior payment of other indebtedness of the Company that, by its terms, is not similarly subordinated. Although the Notes will be recorded as a long term liability on the Company s balance sheet, for regulatory purposes, the Notes are expected to be treated as Tier 1 or Tier 2 capital under rulings of the Federal Reserve Board, the Company s primary federal regulatory agency.

The Notes mature on September 15, 2035, but may be redeemed at the Company s option at any time on or after September 15, 2010 or at any time upon certain events, such as a change in the regulatory capital treatment of the Notes, the Trust being deemed to be an investment company or the occurrence of certain adverse tax events. In each case, the Company may redeem the Notes for their aggregate principal amount, plus accrued interest, if any.

BANK OF COMMERCE HOLDINGS AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2008, 2007 AND 2006

13. INCOME TAXES

Provision for income taxes consists of the following:

	Years Ended December 31,		
	2008	2007	2006
Current:			
Federal	\$ 158,421	\$ 2,448,140	\$ 3,260,200
State	(227,067)	603,476	984,927
Total currently payable	(68,646)	3,051,616	4,245,127
Deferred:			
Federal	102,507	(1,167,545)	(315,359)
State	(73,387)	(479,018)	(92,838)
Total deferred provision	29,120	(1,646,563)	(408,197)
Total (benefit) provision for income taxes	(\$39,526)	\$ 1,405,053	\$ 3,836,930

In October 2006, the Company invested in the California Affordable Housing Fund -2006 I, LLC. The investment provides funding for low income housing projects in our local markets in return for federal and state tax credits. The original commitment of \$2.5 million will be fully disbursed during 2009. The tax benefit summary as of December 2008 is \$159,340 for federal and \$167,822 for state.

Income tax expense attributable to income before income taxes differed from the amounts computed by applying the U.S. federal income tax rate of 34 percent to income before income taxes because of the following:

	% of Pretax Income		
	2008	2007	2006
Income tax at the Federal statutory rate	34.00%	34.00%	34.00%
State franchise tax, net of Federal tax benefit	(12.16)	1.09	5.66
Tax-exempt interest	(15.79)	(4.48)	(2.02)
Key Life benefit proceeds	(0.00)	(8.84)	(0.00)
Officer Life Insurance	(4.51)	(1.54)	(0.97)
Affordable Housing credits	(7.39)	(2.51)	(0.00)
Other	4.02	.98	.21
	(1.83%)	18.70%	36.88%

BANK OF COMMERCE HOLDINGS AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2008, 2007 AND 2006

The tax effects of temporary differences that give rise to significant portions of the deferred tax assets and deferred tax liabilities consist of the following:

	2008	2007
Deferred tax assets:		
Deferred compensation	2,137,799	1,962,157
Loan loss reserves	3,779,735	3,585,204
Net unrealized losses on securities available-for-sale	56,590	305,392
Other	24,767	217,417
Total deferred tax assets	5,998,891	6,070,170
Deferred tax liabilities:		
State franchise taxes	(\$72,046)	\$ 186,193
Depreciation	(68,095)	(180,882)
Deferred loan origination costs	(426,715)	(452,281)
Deferred state taxes	(443,992)	(413,227)
Other California Affordable Housing	(55,992)	(0)
Total deferred tax liabilities	(1,066,840)	(860,197)
Net deferred tax asset	\$ 4,932,051	\$ 5,209,973

The Company adopted the provisions of FASB Interpretation No. 48, Accounting for Uncertainty in Income Taxes, on January 1, 2007. The Company had no unrecognized tax benefits which would have required an adjustment to the January 1, 2007 beginning balance of retained earnings. The Company has no unrecognized tax benefits at January 1, 2008 and at December 31, 2008. The Company recognizes interest accrued and penalties related to unrecognized tax benefits in tax expense. During the years ended December 31, 2008, 2007 and 2006 the Company recognized no interest and penalties.

The Company or one of its subsidiaries files income tax returns in the U.S. federal jurisdiction, and the State of California. With few exceptions, the Company is no longer subject to U.S. federal or State and local income tax examinations by tax authorities for the years before 2005.

14. STOCK OPTION PLAN

On May 1, 2008 the 1998 Stock Option Plan which was approved by the Company's stockholders on April 21, 1998 expired and was replaced by the 2008 Stock Option Plan (the Plan) which was approved by the Company's stockholders on May 15, 2007. The Plan provides for awards in the form of options, which may constitute incentive stock options (Incentive Options) under Section 422(a) of the Internal Revenue Code of 1986, as amended (the Code), or non-statutory stock options (NSOs) to key personnel of the Company, including directors. The Plan provides that Incentive Options under the Plan may not be granted at less than 100% of fair market value of the Company's common stock on the date of the grant. NSOs may not be granted at less than 85% of the fair market value of the common stock on the date of the grant. The purpose of the plan is to promote the

long-term success of the Company and the creation of stockholder value by (a) encouraging key personnel to focus on critical long range objectives, (b) increasing the ability of the Company to attract and retain key personnel and (c) linking key personnel directly to stockholder interests through increased stock ownership.

BANK OF COMMERCE HOLDINGS AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2008, 2007 AND 2006

A total of 620,000 shares of the Company's common stock are reserved for grant under the Plan.

The Plan provides that all options under the Plan shall vest at a rate of at least 20% per year from the date of the grant. Vesting may be accelerated in case of an optionee's death, disability, and retirement or in case of a change of control.

During 2008, stock option compensation expense charged against income was \$116,446 (\$68,500 net of tax), or less than one cent per diluted share. At December 31, 2008, there was \$271,723 of total unrecognized compensation costs related to non-vested share based payments which is expected to be recognized over a weighted average period of three years. Twelve new options totaling 31,500 shares were granted during 2008.

Activity in stock-based compensation plan

The following table presents the changes in outstanding stock options for the periods indicated:

	Number of Shares	Weighted Average Exercise Price	Aggregate Intrinsic Value
Options outstanding, December 31, 2006	377,745	\$ 6.93	\$ 1,793,156
Granted	32,500	\$ 10.98	\$ 0
Exercised	(110,403)	\$ 4.65	\$ 452,652
Forfeited	(20,412)	\$ 10.20	
Options outstanding, December 31, 2007	279,430	\$ 8.65	\$ 27,943
Granted	31,500	\$ 6.50	0
Exercised	(12,850)	\$ 3.23	\$ 40,863
Forfeited	0		
Options outstanding December 31, 2008	298,080	\$ 6.35	0
Exercisable at December 31, 2008	209,485		

The total intrinsic value (which is the amount by which the stock price exceeded the exercise price on the date of exercise) of options exercised during 2008 and 2007 was \$40,863 and \$452,652, respectively. At December 31, 2008, 588,500 shares were available for future grants under the Plan. As of December 31, 2008, 2007 and 2006, respectively, 209,485, 200,993 and 300,631 shares respectively were available to be exercised. The weighted average exercise price for outstanding options for December 31, 2008, 2007 and 2006, respectively, was \$6.35, \$8.65 and \$6.93, respectively.

The fair value of the options granted during 2008, 2007 and 2006, is estimated as \$44,236, \$91,539 and \$194,745, respectively, on the date of grant using a binomial option-pricing model with the following assumptions: volatility of 32.10%, 29.98% and 32.03%, respectively, risk-free interest rate of 2.97%, 3.40% and 4.65%, respectively, expected dividends of \$0.32 per share per year for 2008 and \$0.33 per share in 2007, annual dividend rate of 4.56%, 2.89% and 3.07%, assumed forfeiture rate of zero and an expected life of seven years. There were 31,500 options granted in 2008, 32,500 options granted in 2007 and 52,000 options granted in 2006. The fair value per share of the 2008, 2007 and 2006 awards was \$1.38, \$2.82 and \$3.75, respectively.

BANK OF COMMERCE HOLDINGS AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2008, 2007 AND 2006

15. CAPITAL STOCK

The Company paid a quarterly cash dividend of \$0.08, \$0.08, \$0.08 and \$0.08 on January 11, 2008, April 11, 2008, July 11, 2008 and October 10, 2008, respectively, to stockholders of record as of December 31, 2007, March 31, 2008, June 30, 2008 and September 30, 2008, respectively. On April 20, 1999, the Board of Directors authorized 2,000,000 shares of preferred stock. As of December 31, 2008, Pursuant to a Letter Agreement dated November 14, 2008, and the Securities Purchase Agreement Standard Terms the Company issued to the United States Department of the Treasury (Treasury Department) 17,000 shares of Bank of Commerce Holdings Series A Fixed Rate Perpetual Preferred Stock, without par value (the Series A Preferred Stock), having a liquidation amount per share equal to \$1,000 for a total price of \$17 million.

In January 2008, the Board of Directors authorized a common stock repurchase of approximately 550,000 shares, of the Company s common stock. During the first quarter 2008, 58,800 shares were repurchased at an average price of \$8.57. There were 200,000 shares repurchased during 2007 at an average price of \$11.35 per share. There were 92,000 shares repurchased during 2006 at an average price of \$11.85. Shares purchased are retired by a charge to common stock for the cost. To date, the Company has repurchased 2,219,107 shares at an average price of \$7.85.

16. RETIREMENT BENEFITS

Profit Sharing Plan -In 1985, the Company adopted a profit sharing 401(k) plan for eligible employees to be funded out of the earnings of the Company. The employees contributions are limited to the maximum amount allowable under IRS Section 402(G). The Company s contributions include a matching contribution of 100% of the first 3% of salary deferred and 50% of the next 2% of salary deferred. Discretionary contributions are also permitted. The Company made matching contributions aggregating \$233,922, \$247,500 and \$224,000 for the years ended December 31, 2007, 2006 and 2005, respectively. No discretionary contributions were made in 2007, 2006 or 2005.

Salary Continuation Plan In April 2001, the Board of Directors approved the implementation of the Supplemental Executive Retirement Plan (SERP), which is a non-qualified executive benefit plan in which the Bank agrees to pay the executives covered by the SERP plan additional benefits in the future in return for continued satisfactory performance by the executives. Benefits under the salary continuation plan include a benefit generally payable commencing upon a designated retirement date for a fixed period of ten to twenty years; disability or termination of employment, and a death benefit for the participants designated beneficiaries. Key-man life insurance policies were purchased as an investment to provide for the Bank s contractual obligation to pay pre-retirement death benefits and to recover the Bank s cost of providing benefits. The executive is the insured under the policy, while the Bank is the owner and beneficiary. The assets of the SERP, under Internal Revenue Service Regulations, are the property of the Company and are available to the Company s general creditors. The insured executive has no claim on the insurance policy, its cash value or the proceeds thereof.

BANK OF COMMERCE HOLDINGS AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2008, 2007 AND 2006

The retirement benefit is derived from accruals to a benefit account during the participant's employment. At the end of the executive's period of service, the aggregate amount accrued should equal the then present value of the benefits expected to be paid to the executive. Accrued compensation expense under the salary continuation plan totaled \$179,063, \$240,745 and \$160,917 for 2008, 2007 and 2006, respectively. As of December 31, 2008, 2007 and 2006, the vested benefit payable was \$1,235,605, \$1,030,020, and \$706,391 respectively.

Retired Employees deferred compensation Effective April 1, 1990, the Board of Directors approved an Employee Deferred Compensation plan for two executives, which is a non-qualified plan in which the selected employees may elect to defer all or any part of their compensation to be payable to the employee upon retirement over a period not to exceed fifteen years. Interest on Retired Employees deferred compensation is fixed at ten percent (10%) per the plan. Participants in this plan have since retired and funds are being disbursed. As of December 31, 2008, 2007 and 2006, the vested benefit payable was \$931,777, \$1,035,064 and \$1,128,911, respectively.

Directors deferred fee compensation Effective January 1, 1993, the Board of Directors approved the implementation of the Directors Deferred Fee Compensation Plan, which is a non-qualified plan in which a Director may elect to defer the payment of all or any part of the fee compensation to which such director would otherwise be entitled to as director's fees or committee fees to be payable upon retirement of the director in a lump sum distribution or over a period not to exceed fifteen years. Interest on Directors deferred compensation is fixed at ten percent (10%) per the plan. Deferred compensation expense totaled \$461,640, \$411,191 and \$368,809 at December 31, 2008, 2007, and 2006 respectively. As of December 31, 2008, 2007 and 2006, the vested benefit payable was \$2,600,231, \$2,310,824 and \$2,035,218, respectively.

17. RELATED PARTY TRANSACTIONS

Some of the directors, officers and principal stockholders of the Company and their associates were customers of and had banking transactions with the Bank in the ordinary course of the Bank's business during 2008 and the Bank expects to have such transactions in the future. All deposits, loans and commitments to loans included in such transactions were made in compliance with the applicable laws on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with other persons of similar creditworthiness, and in the opinion of the Company, did not involve more than a normal risk of collectibility or present other unfavorable features.

An analysis of the activity in related party loans consists of the following:

	December 31,	
	2008	2007
Balance at beginning of year	\$ 3,600,342	\$ 2,849,533
New loan additions	153,737	25,312
Advances on existing lines of credit	826,080	2,184,045
Principal repayments	(405,735)	(1,458,548)
Balance at end of year	\$ 4,174,424	\$ 3,600,342

As of December 31, 2008 and 2007 there were no related party loans, which were past due or classified. At December 31, 2008 there was \$237,991 available in commitments to related party loans.

BANK OF COMMERCE HOLDINGS AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2008, 2007 AND 2006
18. COMMITMENTS AND CONTINGENCIES

Lease Commitments The Company leases certain facilities where it conducts its operations. Future minimum lease commitments under all non-cancelable operating leases as of December 31, 2008 are below:

(Dollars in thousands)

2009	515
2010	524
2011	454
2012	279
2013	155
Thereafter	607
Total	2,534

Rental expense for the years ended December 31, 2008, 2007 and 2006 was \$588,866, \$482,994 and \$453,450, respectively.

Off-Balance Sheet Financial Instruments In the ordinary course of business, the Company enters various types of transactions, which involve financial instruments with off-balance sheet risk. These instruments include commitments to extend credit and standby letter of credits, which are not reflected in the accompanying consolidated balance sheets. These transactions may involve, to varying degrees, credit and interest rate risk more than the amount, if any recognized in the consolidated balance sheets.

The off-balance sheet credit risk exposure of the Company is the contractual amount of commitments to extend credit and stand-by letters of credit. The Company applies the same credit standards to these contracts as it uses for loans recorded on the balance sheet.

	December 31,	
	2008	2007
Off-balance sheet commitments:		
Commitments to extend credit	\$ 156,707,887	\$ 192,815,902
Standby letters of credit	8,556,547	6,627,409
Guaranteed commitments outstanding	1,350,399	1,375,999
	\$ 166,614,833	\$ 200,819,310

Commitments to extend credit are agreements to lend to customers. These commitments have specified interest rates and generally have fixed expiration dates but may be terminated by the Company if certain conditions of the contract are violated. Although currently subject to draw down, many of the commitments do not necessarily represent future cash requirements. Collateral held relating to these commitments varies, but generally includes real estate, securities and cash.

BANK OF COMMERCE HOLDINGS AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2008, 2007 AND 2006

Standby letters of credit are conditional commitments issued by the Bank to guarantee the performance of a customer to a third party. Credit risk arises in these transactions from the possibility that a customer may not be able to repay the Bank upon default of performance. Collateral held for standby letters of credit is based on an individual evaluation of each customer's creditworthiness, but may include cash and securities.

Commitments to extend credit and standby letters of credit bear similar credit risk characteristics as outstanding loans.

Litigation The Company is subject to various pending and threatened legal actions arising in the ordinary course of business. The Company maintains reserves for losses from legal actions that are both probable and estimable. In the opinion of management the disposition of claims currently pending will not have a material effect on the Company's consolidated financial position or results of operations.

19. REGULATORY MATTERS

The Company and the Bank are subject to various regulatory capital requirements administered by the federal and state 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 Consolidated Financial Statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Company and the Bank must meet specific capital guidelines that involve quantitative measures of their assets, liabilities and certain off-balance sheet items as calculated under regulatory accounting practices.

The capital amounts and the Bank's prompt corrective action classifications 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. 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 and of Tier 1 capital to average assets. Management believes as of December 31, 2008 that the Company and the Bank met all capital adequacy requirements to which they are subject.

As of December 31, 2008, the most recent notification from the FDIC categorized the Bank as well capitalized under the regulatory framework for prompt corrective action. To be categorized as well capitalized, an institution must maintain minimum total risk-based, Tier 1 risk-based, and Tier 1 leverage ratios as set forth in the following table. There are no conditions or events since that notification that management believes have changed the Bank's category. The Company's and the Bank's actual capital amounts and ratios as of December 31, 2008 and 2007 are also presented in the table.

BANK OF COMMERCE HOLDINGS AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2008, 2007 AND 2006

	Actual		For Capital Adequacy Purposes		To Be Categorized as Well Capitalized Under Prompt Corrective Action	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
At December 31, 2008:						
Company						
Leverage capital (to average assets)	\$73,983,019	10.66%	\$19,800,000	4.00%	n/a	n/a
Tier 1 capital (to risk-weighted assets)	73,983,019	11.87%	16,734,380	4.00%	n/a	n/a
Total capital (to risk-weighted assets)	81,787,582	13.12%	33,468,760	8.00%	n/a	n/a
Bank						
Leverage capital (to average assets)	\$72,204,835	10.45%	\$19,783,694	4.00%	\$24,729,617	5.00%
Tier 1 capital (to risk-weighted assets)	72,204,835	11.58%	16,734,380	4.00%	25,101,570	6.00%
Total capital (to risk-weighted assets)	80,009,398	12.84%	33,468,760	8.00%	41,835,950	10.00%
At December 31, 2007:						
Company						
Leverage capital (to average assets)	\$56,857,387	9.26%	\$19,800,000	4.00%	n/a	n/a
Tier 1 capital (to risk-weighted assets)	56,857,387	10.12%	16,734,380	4.00%	n/a	n/a
Total capital (to risk-weighted assets)	63,881,556	11.37%	33,468,760	8.00%	n/a	n/a
Bank						
Leverage capital (to average assets)	\$56,025,174	9.20%	\$19,783,694	4.00%	\$24,729,617	5.00%
Tier 1 capital (to risk-weighted assets)	56,025,174	9.97%	16,734,380	4.00%	25,101,570	6.00%
Total capital (to risk-weighted assets)	63,049,343	11.22%	33,468,760	8.00%	41,835,950	10.00%

The principal sources of cash for the Holding Company are dividends from the Bank. Dividends from the Bank to the Holding Company are restricted under California law to the lesser of the Bank's retained earnings or the Bank's net income for the latest three fiscal years, less dividends previously declared during that period, or, with the approval of California Superintendent of Banks, to the greater of the retained earnings of the Bank, the net income of the Bank for its last fiscal year, or the net income of the Bank for its current fiscal year. As of

Edgar Filing: Bank of Commerce Holdings - Form 10-K

December 31, 2008, the maximum amount available for dividend distribution under this restriction was approximately \$7,681,000.

The Bank is subject to certain restrictions under the Federal Reserve Act, including restrictions on the extension of credit to affiliates. In particular, it is prohibited from lending to an affiliated company unless the loans are secured by specific types of collateral. Such secured loans and other advances from the subsidiaries are limited to 10 percent of the subsidiary's equity. No such loans or advances were outstanding during 2008 or 2007.

BANK OF COMMERCE HOLDINGS AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2008, 2007 AND 2006
20. FAIR VALUES OF FINANCIAL INSTRUMENTS

SFAS No. 157 defines fair value, establishes a framework for measuring fair value under GAAP, and expands disclosures about fair value measurement. Effective 1/1/08 the Company adopted SFAS No. 157, which enhances the disclosures about financial instruments carried at fair value.

In general, fair values determined by Level 1 inputs utilize quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company has the ability to access. Fair values determined by Level 2 inputs utilize inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly. Level 2 inputs include quoted prices for similar assets and liabilities in active markets, and inputs other than quoted prices that are observable for the asset or liability, such as interest rates and yield curves that are observable at commonly quoted intervals. Level 3 inputs are unobservable inputs for the asset or liability, and include situations where there is little, if any, market activity for the asset or liability.

In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, the level in the fair value hierarchy within which the fair value measurement in its entirety falls has been determined based on the lowest level input that is significant to the fair value measurement in its entirety.

The Company's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and considers factors specific to the asset or liability. The following table presents information about the Company's assets and liabilities measured at fair value on a recurring basis as of December 31, 2008, and indicate the fair value hierarchy of the valuation techniques utilized by the Company to determine such fair value.

(Dollars in thousands)

Description	Fair Value December 31, 2008	Quoted Prices in Active Markets For Identical Assets Level (1)	Fair Value Measurements At December 31, 2008	
			Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Available for sale securities	\$ 131,686,600	\$	\$ 131,686,600	\$
Total Assets Measured at fair value	\$ 131,686,600	\$	\$ 131,686,600	\$
Total Liabilities Measured at fair value	\$		\$	

BANK OF COMMERCE HOLDINGS AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2008, 2007 AND 2006

The following methods were used to estimate the fair value of each class of financial instrument above:

Securities available-for-sale Securities classified as available-for-sale are reported at fair value utilizing Level 2 inputs. For these securities, the Company obtains fair value measurements from an independent pricing service. The fair value measurements consider observable data that may include dealer quotes, market spreads, cash flows, the U.S. Treasury yield curve, live trading levels, trade execution data, market consensus prepayment speeds, credit information and the bond's terms and conditions among other things.

Assets and Liabilities Recorded at Fair Value on a Nonrecurring Basis

The Company may be required, from time to time, to measure certain assets at fair value on a nonrecurring basis in accordance with U.S. generally accepted accounting principles. These include assets that are measured at the lower of cost or market that were recognized at fair value below cost at the end of the period. Assets measured at fair value on a nonrecurring basis are included in the table below.

Non Recurring Basis

Description	Fair Value December 31, 2008	Fair Value Measurements At December 31, 2008		
		Quoted Prices in Active Markets For Identical Assets Level (1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Impaired Loans	\$ 23,078,874	\$	\$	\$ 23,078,874
Total Assets Measured at fair value	\$ 23,078,874	\$	\$	\$ 23,078,874
Liabilities	\$	\$	\$	\$
Total Liabilities Measured at fair value	\$	\$	\$	\$

BANK OF COMMERCE HOLDINGS AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2008, 2007 AND 2006

Impaired loans When available, we use observable market data, including pricing on recent closed market transactions, to value loans. The Company does not record loans at fair value on a recurring basis. However, from time to time, a loan is considered impaired and an allowance for loan losses is established. Loans for which it is probable that payment of interest and principal will not be made in accordance with the contractual terms of the loan agreement are considered impaired. Once a loan is identified as individually impaired, management measures impairment in accordance with SFAS 114, *Accounting by Creditors for Impairment of a Loan*, (SFAS 114).

The fair value of impaired loans is estimated using one of several methods, including collateral value, market value of similar debt, enterprise value, liquidation value and discounted cash flows. Those impaired loans not requiring an allowance represent loans for which the fair value of the expected repayments or collateral exceed the recorded investments in such loans. At December 31, 2008, substantially all of the total impaired loans were evaluated based on the fair value of the collateral. In accordance with SFAS 157, impaired loans where an allowance is established based on the fair value of collateral require classification in the fair value hierarchy. When the fair value of the collateral is based on an observable market price or a current appraised value, the Company records the impaired loan as nonrecurring Level 2. When an appraised value is not available or management determines the fair value of the collateral is further impaired below the appraised value and there is no observable market price, the Company records the impaired loan as nonrecurring Level 3.

The Company had outstanding balances of \$23 million and \$13 million in impaired loans as of December 31, 2008 and December 31, 2007, respectively. Impairment allowances totaled \$1.1 million and \$3.2 million at December 31, 2008 and December 31, 2007, respectively.

The fair value measurements recorded during the period

The Company recognized a \$6.3 million write-down related to non-recurring fair value measurements of impaired loans during 2008. Interest reversed from income during 2008 due to impaired loans was \$147,100.

Method for determining fair values

The following methods and assumptions were used by the Company in estimating its fair value disclosures for financial instruments:

Cash and cash equivalents The carrying amounts reported in the consolidated balance sheets for cash and cash equivalents are a reasonable estimate of fair value.

Securities Fair values for securities are based on quoted market prices, where available. If quoted market prices are not available, fair values are based on quoted market prices of comparable instruments. Securities available-for-sale are carried at their aggregate fair value, while securities held-to-maturity are carried at amortized cost.

Loans receivable For variable-rate loans that reprice frequently and with no significant change in credit risk, fair values are based on carrying values. The fair values for fixed rate loans are estimated using discounted cash flow analysis, using interest rates currently being offered for loans with similar terms to borrowers of similar credit quality. The carrying amount of accrued interest receivable approximates its fair value.

BANK OF COMMERCE HOLDINGS AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2008, 2007 AND 2006

Commitments to extend credit and standby letters of credit The fair value of commitments is the off-balance sheet amount of loan commitments and outstanding letters of credit.

Federal Home Loan Bank borrowings The fair value of borrowed funds is based on carrying amounts due to the short term nature of the borrowing.

Junior subordinated debt payable to unconsolidated subsidiary grantor trust The fair value of variable rate junior subordinated debt payable to subsidiary grantor trust is based on carrying amounts.

Deposit liabilities The fair values disclosed for demand deposits (e.g., interest and noninterest checking, passbook savings, and money market accounts) are, by definition, equal to the amount payable on demand at the reporting date (i.e., their carrying amounts). The fair values for fixed-rate certificates of deposit are estimated using a discounted cash flow calculation that applies interest rates currently being offered on certificates to a schedule of aggregated expected monthly maturities on time deposits. The carrying amount of accrued interest payable approximates its fair value.

Securities purchased under agreements to resell The fair value of securities purchased under agreements to resell is estimated by discounting the contractual cash flows under outstanding borrowings at rates prevailing in the marketplace today for similar borrowings, rates and collateral.

Limitations Fair value estimates are made at a specific point in time, based on relevant market information and other information about the financial instrument. These estimates do not reflect any premium or discount that could result from offering for sale at one time the Company's entire holdings of a particular financial instrument.

Because no market exists for a significant portion of the Company's financial instruments, fair value estimates are based on judgments regarding future expected loss experience, current economic conditions, risk characteristics of various financial instruments, and other factors.

These estimates are subjective in nature, involve uncertainties and matters of significant judgment, and therefore cannot be determined with precision. Changes in assumptions could significantly affect the estimates.

Fair value estimates are based on current on and off-balance sheet financial instruments without attempting to estimate the value of anticipated future business and the value of assets and liabilities that are not considered financial instruments. Other significant assets and liabilities that are not considered financial assets or liabilities include deferred tax assets and liabilities, and property, plant and equipment. In addition, the tax ramifications related to the realization of the unrealized gains and losses can have a significant effect on fair value estimates and have not been considered in any of the estimates.

BANK OF COMMERCE HOLDINGS AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2008, 2007 AND 2006

The estimated fair values of the Company's financial instruments are approximately as follows:

	Contract Amount	December 31, 2008 Carrying Amount	Fair Value
Financial Assets:			
Cash and cash equivalents		\$ 85,191,062	\$ 85,191,062
Securities		131,686,600	131,686,600
Loans, net		518,946,461	522,674,555
Accrued interest on loans		2,051,386	2,051,386
Accrued interest on securities		1,079,110	1,079,110
Financial Liabilities:			
Demand and savings		\$290,995,299	\$290,995,299
Fixed rate certificates		256,084,780	258,684,915
Variable certificates		8,201,824	8,201,824
Accrued interest payable		618,890	618,890
Securities sold under agreements to repurchase		13,853,255	13,853,255
Federal Home Loan Borrowings		120,000,000	120,000,000
Junior subordinated debt payable to unconsolidated subsidiary grantor trust		15,465,000	15,465,000
Off balance sheet financial instruments:			
Commitments to extend credit	\$ 156,707,887		\$ 156,707,887
Standby letters of credit	8,556,547		8,556,547
Guaranteed commitments outstanding	1,350,399		1,350,399

BANK OF COMMERCE HOLDINGS AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2008, 2007 AND 2006

	Contract Amount	December 31, 2007 Carrying Amount	Fair Value
Financial Assets:			
Cash and cash equivalents		\$ 22,234,123	\$ 22,234,123
Securities		78,465,151	78,538,594
Loans, net		486,282,571	487,801,021
Accrued interest on loans		2,497,124	2,497,124
Accrued interest on securities		538,410	538,410
Financial Liabilities:			
Demand and savings		\$259,914,811	\$259,914,811
Fixed rate certificates		185,517,044	187,227,845
Variable certificates		28,199,442	28,199,442
Accrued interest payable		787,844	787,844
Securities sold under agreements to repurchase		15,513,211	15,513,211
Federal Home Loan Borrowings		60,000,000	60,000,000
Junior subordinated debt payable to unconsolidated subsidiary grantor trust		15,465,000	15,465,000
Off balance sheet financial instruments:			
Commitments to extend credit	\$ 192,815,902		\$ 192,815,902
Standby letters of credit	6,627,409		6,627,409
Guaranteed commitments outstanding	1,375,999		1,375,999

BANK OF COMMERCE HOLDINGS AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2008, 2007 AND 2006

21. BANK OF COMMERCE HOLDINGS (PARENT COMPANY ONLY) FINANCIAL INFORMATION

	December 31,	
	2008	2007
Condensed Balance Sheets		
Assets:		
Cash	\$ 1,663,934	\$ 1,196,921
Time deposit with subsidiary	0	0
Cash and cash equivalents	1,663,934	1,196,921
Participation loans, net of allowance for loan and lease losses of \$38,850 in 2008 and 2007	4,640,017	5,174,536
Investment in subsidiaries	72,519,180	56,070,932
Other assets	86,000	7,500
Total assets	\$ 78,909,131	\$ 62,449,889
Junior subordinated debt payable to unconsolidated subsidiary grantor trust	15,465,000	15,465,000
Other liabilities	866,490	821,042
Stockholders' equity	62,577,641	46,163,848
Total liabilities and stockholders' equity	\$ 78,909,131	\$ 62,449,889

	Years Ended December 31,		
	2008	2007	2006
Condensed Statements of Income			
Income:			
Interest income	\$ 1,097,452	\$ 53,488	\$ 93,167
Dividends from subsidiaries	1,496,583	6,738,029	4,641,352
	2,594,035	6,791,517	4,734,519
Expenses:	1,010,641	1,809,492	1,405,409
Income before income taxes and equity in undistributed net income of subsidiaries	1,583,394	4,982,025	3,329,110
Provision for income taxes	800	800	800
Income before equity in undistributed net income of subsidiaries	1,582,594	4,981,225	3,328,310
Equity in undistributed net income of subsidiaries	611,793	1,125,673	3,239,399

Edgar Filing: Bank of Commerce Holdings - Form 10-K

Net income	\$ 2,194,386	\$ 6,106,898	\$ 6,567,709
------------	--------------	--------------	--------------

BANK OF COMMERCE HOLDINGS AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2008, 2007 AND 2006

	Years Ended December 31,		
	2008	2007	2006
Statements of Cash Flows			
Cash flows from operating activities:			
Net income	\$ 2,194,386	\$ 6,106,898	\$ 6,567,709
Adjustments to reconcile net income to net cash provided by operating activities:			
Provision for loan losses	0	19,950	18,900
Compensation associated with stock options	33,116	32,637	7,672
Effect of changes in:			
Other Assets	78,500	30,000	30,000
Other Liabilities	45,249	(97,439)	134,958
Equity in undistributed net income of subsidiaries	(611,793)	(1,125,673)	(3,239,399)
Net cash provided by operating activities	1,739,458	4,966,373	3,519,840
Cash flows from investing activities:			
Investment in subsidiary trust	0	0	(155,000)
Capital contribution to Bank	(14,200,000)	0	0
Participation loan payments	2,934,519	272,058	0
Participation loan purchased	(2,400,000)	(1,861,603)	(981,523)
Net cash (used) provided by investing activities	(13,665,481)	(1,589,545)	(1,136,523)
Cash flows from financing activities:			
Equity transactions, net	15,183,459	(1,758,656)	(210,589)
Cash dividends	(2,790,423)	(2,838,029)	(2,650,320)
Net cash provided (used) by financing activities	12,393,036	(4,596,685)	(2,860,909)
(Decrease) Increase in cash and cash equivalents	467,013	(1,219,857)	(477,592)
Cash and cash equivalents at beginning of year	1,196,921	2,416,778	2,894,370
Cash and cash equivalents at end of year	\$ 1,663,934	\$ 1,196,921	\$ 2,416,778

BANK OF COMMERCE HOLDINGS AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2008, 2007 AND 2006

22. UNAUDITED QUARTERLY RESULTS

UNAUDITED QUARTERLY STATEMENTS OF INCOME DATA

(Dollars in thousands, except per share data)	March 31, 2008	For the Quarter Ended		December 31, 2008
		June 30, 2008	September 30, 2008	
Net interest income	\$ 5,420	\$ 5,046	\$ 5,240	\$ 5,642
Provision for loan losses	(600)	(1,000)	(1,300)	(3,620)
Noninterest income	565	717	751	590
Noninterest expense	(3,565)	(3,613)	(3,612)	(4,507)
Income before taxes	1,820	1,150	1,079	1,895
Provision for income tax	(591)	(244)	(362)	1,237
Net Income	\$ 1,229	\$ 906	\$ 717	(\$658)

Per common share:

Basic earnings per share	\$ 0.14	\$ 0.10	\$ 0.08	(\$0.07)
Diluted earnings per share	\$ 0.14	\$ 0.10	\$ 0.08	(\$0.07)
Dividends per share	\$ 0.08	\$ 0.08	\$ 0.08	\$ 0.08

(Dollars in thousands, except per share data)	March 31, 2007	For the Quarter Ended		December 31, 2007
		June 30, 2007	September 30, 2007	
Net interest income	\$ 5,327	\$ 5,461	\$ 5,641	\$ 5,584
Provision for loan losses	(6)	0	(115)	(3,170)
Noninterest income	498	618	526	2,893
Noninterest expense	(3,488)	(3,701)	(4,028)	(4,528)
Income before taxes	2,331	2,378	2,024	779
Provision for income tax	(844)	(778)	(693)	910
Net Income	\$ 1,487	\$ 1,600	\$ 1,331	\$ 1,689

Per common share:

Basic earnings per share	\$ 0.17	\$ 0.18	\$ 0.15	\$ 0.19
Diluted earnings per share	\$ 0.17	\$ 0.18	\$ 0.15	\$ 0.18
Dividends per share	\$ 0.09	\$ 0.08	\$ 0.08	\$ 0.08

Edgar Filing: Bank of Commerce Holdings - Form 10-K

(Dollars in thousands, except per share data)	For the Quarter Ended			
	March 31, 2006	June 30, 2006	September 30, 2006	December 31, 2006
Net interest income	\$ 5,413	\$ 5,674	\$ 5,530	\$ 5,418
Provision for loan losses	(11)	(143)	(72)	(0)
Noninterest income	448	512	428	541
Noninterest expense	(3,238)	(3,310)	(3,299)	(3,486)
Income before taxes	2,612	2,733	2,587	2,473
Provision for income tax	(1,020)	(1,044)	(915)	(858)
Net Income	\$ 1,592	\$ 1,689	\$ 1,672	\$ 1,615
Per common share:				
Basic earnings per share	\$ 0.19	\$ 0.19	\$ 0.19	\$ 0.18
Diluted earnings per share	\$ 0.18	\$ 0.19	\$ 0.19	\$ 0.18
Dividends per share	\$ 0.08	\$ 0.07	\$ 0.07	\$ 0.07

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

There have been no changes in or disagreements with accountants or auditors on accounting and financial disclosure.

ITEM 9A. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

Bank of Commerce Holdings Chief Executive Officer and Chief Financial Officer have evaluated the effectiveness of the Company disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934) as of the end of the period covered by this Report. Based on that evaluation the Company's Chief Executive Officer and Chief Financial Officer have concluded that the disclosure controls and procedures were effective.

Report on Internal Control over Financial Reporting

Management recognizes its responsibility for establishing and maintaining adequate internal control over financial reporting and has designed internal controls and procedures to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements and related notes in accordance with generally accepted accounting principles in the United States of America.

Management assessed the effectiveness of Bank of Commerce Holdings internal control over financial reporting as of December 31, 2008. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in *Internal Control-Integrated Framework*. Based on that assessment, our management concluded that Bank of Commerce Holdings did maintain effective internal control over financial reporting as of December 31, 2008.

Changes in Internal Control over Financial Reporting

No change in Bank of Commerce Holdings internal control over financial reporting (as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934) occurred during the fourth fiscal quarter of 2008 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

The registrant must disclose under this item any information required to be disclosed in a report on Form 8-K during the fourth quarter of the year covered by this Form 10-K, but not reported.

ITEM 9B. OTHER INFORMATION

The registrant must disclose under this item any information required to be disclosed in a report on Form 8-K during the fourth quarter of the year covered by this Form 10-K, but not reported.

None to report.

PART III

Certain information required by Part III is incorporated by reference to the Company's definitive Proxy Statement to be filed with the Securities and Exchange Commission in connection with the solicitation of proxies for the Company's 2009 Annual Meeting of Shareholders (the Proxy Statement).

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**Executive Officers of the Registrant**

The executive officers of the Company and their ages as of December 31, 2008, are as follows:

Name	Age	Position(s)
Patrick J. Moty	51	President and Chief Executive Officer Redding Bank of Commerce and Director of Redding Bank of Commerce
Linda J. Miles	55	Executive Vice President, Chief Financial Officer and Assistant Secretary

Patrick J. Moty was born in 1957. Prior to his election as President and Chief Executive Officer, he served as Executive Vice President & Chief Credit Officer for the Company since December 2005. Prior to that, he served as the Company's Senior Vice President and Chief Credit Officer since 2000; Senior Vice President and Senior Loan Officer since 1998; Vice President and Senior Loan Officer since 1993; Vice President and Loan Officer since 1988; and Assistant Vice President and Loan Officer since 1987. Mr. Moty joined the company in 1985 as a Loan Officer following four years in lending at a large regional financial institution.

Linda J. Miles was born in 1953. She has served as Executive Vice President, Chief Financial Officer and Assistant Secretary of the Company since October 1989. Before joining the Company, Ms. Miles served as Senior Vice President and Chief Financial Officer for another independent bank. Ms. Miles serves on the Asset/Liability committee and attends audit, executive, and long range planning committee meetings of the Board of Directors.

Audit Committee Information

The Audit and Qualified Legal Compliance Committee is a standing audit committee of the Board of Directors established in accordance with Section 3(a)(58)(A) of the Securities Exchange Act of 1934. The Committee has five members: David H. Scott, Chairman; Gary Burks; Russell L. Duclos; Lyle Tullis and Jon Halfhide, CPA. Each member is independent, as independence of audit committee members is defined by the NASDAQ National Market rules. The Board of Directors has determined, in its business judgment, that two members of the committee are financial experts as required by the Securities and Exchange Commission rules.

Code of Ethics and Business Conduct

The Company has adopted a Code of Ethics that applies to all of its directors, officers (including its Chief Executive Officer, Chief Financial Officer, Chief Accounting Officer, Director of Risk Management, Controller and any person performing similar functions) and employees. The Company has made the Code of ethics available on its website at <http://www.bankofcommerceholdings.com>.

Additional Information

Additional information required by this section is incorporated by reference to the information in the section entitled Election of Directors and Executive Compensation in the 2009 Proxy Statement.

ITEM 11. EXECUTIVE COMPENSATION

The information required by this section is incorporated by reference to the information in the sections entitled Election of Directors Directors Compensation and Executive Compensation in the 2009 Proxy Statement.

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

The information required by this section is incorporated by reference to the information in the section entitled Security Ownership of Certain Beneficial Owners and Management in the Company's 2009 Proxy Statement.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS.

Some of the directors, officers and principal stockholders of the Company and their associates were customers of and had banking transactions with the Company in the ordinary course of the Company's business during 2008 and the Company expects to have such transactions in the future.

All loans and commitments included in such transactions were made in compliance with the applicable laws on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with other persons of similar creditworthiness, and in the opinion of the Company, did not involve more than a normal risk of collectibility or present other unfavorable features.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

Audit Fees

The aggregate fees billed by Moss Adams LLP., for professional services rendered for the audit of the Company's annual financial statements for the fiscal years ended December 31, 2008 and 2007 and for the reviews of the financial statements included in the Company's Quarterly Reports on Form 10-Q for those fiscal years were \$166,426 and \$152,290 respectively.

Audit-Related Fees

Moss Adams LLP., did not render any professional services for information technology services relating to financial information systems design and implementation for the fiscal years ended December 31, 2008 and December 31, 2007.

Tax Fees

Moss Adams LLP., did not render any professional services for tax compliance, tax advice, or tax planning during 2008.

All Other Fees

The aggregate fees billed by Moss Adams LLP. for services rendered to the Company, other than the services described under Audit Fees and Audit-Related Fees and tax fees amount to \$0 and \$0 for the fiscal years December 31, 2008 and 2007, respectively.

In discharging its oversight responsibility with respect to the audit process, the Audit Committee of the Board of Directors obtained from the independent auditors a formal written statement describing all relationships between the auditors and the Company that might bear on the auditors' independence consistent with Independence Standards Board Standard No.1, *Independence Discussions with Audit Committees*, discussed with the auditors any relationships that may impact their objectivity and independence and satisfied itself as to the auditors' independence. The Committee also discussed with management and the independent auditors the quality and adequacy of Bank of Commerce Holdings' internal controls and the outsourced audit functions, responsibilities, budgeting and staffing. The Committee reviewed with the independent auditors their audit plans, audit scope and identification of audit risks. The Committee discussed and reviewed with the independent auditors all communications required by auditing standards generally accepted in the United States of America, including those described in *Statement on Auditing Standards No. 61, as amended, Communication with Audit Committees*, and discussed and reviewed the results of the independent auditor's audit of the financial statements. The Committee also discussed the results of the internal audit examinations.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENTS AND SCHEDULES

(a) The following documents are filed as a part of this Form 10-K:

(1) Financial Statements:

Reference is made to the Index to Consolidated Financial Statements under Item 8 in Part II of this Form 10-K.

(2) Financial Statement Schedules:

All schedules are omitted because they are not applicable or the required information is shown in the financial statements or notes thereto.

(3) Exhibits:

Exhibit Number	Description of Document
3.1	Articles of Incorporation, as amended filed 12/4/1998.*
3.2	Bylaws, as amended filed 05/15/2007.*
4.1	Specimen Common Stock Certificate filed 12/4/1998.*
4.2	Certificate of determination for the Series A Preferred Stock filed 11/17/08*
4.3	Form of Certificate for the Series A Preferred Stock filed 11/17/08*
4.4	Warrant for purchase of shares of Common stock filed 11/17/08*
10.1	Letter Agreement, dated November 14, 2008, between Bank of Commerce Holdings and the United States Department of the Treasury, which includes the Securities Purchase Agreement Standard Terms attached thereto, with respect to the issuance of the Series A Preferred Stock and Warrant filed 11/17/08*
10.2	Office Building Lease between Garian Partnership/First Avenue Square and Redding Bank of Commerce dated July 16, 1998 filed 12/4/1998.*
10.3	1998 Stock Option Plan filed 12/4/1998.*
10.4	Form of Incentive Stock Option Agreement used in connection with 1998 Stock Option Plan filed 12/4/1998.*
10.5	Form of Non-statutory Stock Option Agreement used in connection with 1998 Stock Option Plan filed 12/4/1998.*
10.7	Directors Deferred Compensation Plan filed 12/4/1998.*
10.8	Form of Deferred Compensation Agreement Used In Connection With Directors Deferred Compensation Plan filed 12/4/1998.*
10.10	Employment contracts dated April 2001 filed 9/27/2001.*
10.11	Affiliated Business Arrangement Agreement filed 8/20/2004*
10.12	Office building lease by and between Wainright #3 Partners and Redding Bank of Commerce dated 9/23/2005 and filed 9/26/2005*
10.13	Amendment to Employment contracts dated April 2001, filed 12/20/2005*
10.14	Change in Control Agreements filed on 12/21/2005*
10.15	Salary Continuation Blais filed on 12/19/2006*
10.16	Salary Continuation Moty filed on 12/19/2006*
10.17	Salary Continuation Eslick filed on 12/19/2006*
10.19	Employment Agreement Miles filed on 12/29/06*
10.21	Salary Continuation Miles filed on 12/29/06*
10.22	Employment Agreement Moty filed on 9/28/07*
10.23	Salary Continuation Moty filed on 9/28/07*
10.24	Employment contracts dated October 14, 2008 filed on 10/16/08*
10.25	Employment Agreement Matranga filed on 11/25/08*
11.1	Statement re: Computation of Earnings per Share (see page _63_).

Edgar Filing: Bank of Commerce Holdings - Form 10-K

- 14.0 Bank of Commerce Code of Ethics filed on 2/26/2003*
- 16.1 Letter on Change in Certifying Accountants filed 12/4/1998. *
- 21.1 Subsidiaries of the Company filed 12/4/1998. *
- 23.1 Consent of Moss Adams LLP
- 24.1 Power of Attorney (see page ___100___)
- 31.1 Rule 13a-14(a)/15d-14(a) Certification of the Company's Chief Executive Officer.
- 31.2 Rule 13a-14(a)/15d-14(a) Certification of the Company's Chief Executive Officer.
- 32.1 Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 ___

* Previously filed
with the
Company's
Registration
Statement on
Form 10 and by
the Company's
filing of reports
on Form 8-K.

(b) Reports on Form 8-K:

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on March 13, 2009.

BANK OF COMMERCE HOLDINGS

By /s/ Patrick J. Moty
Patrick J. Moty
President, Chief Executive Officer and
Director of Redding Bank of Commerce

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Patrick J. Moty and Linda J. Miles, and each of them, his or her true and lawful attorneys-in-fact, each with full power of substitution, for him or her in any and all capacities, to sign any amendments to this report on Form 10-K and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact or their substitute or substitutes may do or cause to be done by virtue hereof.

Edgar Filing: Bank of Commerce Holdings - Form 10-K

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

Name	Title	Date
/s/ Patrick J. Moty Patrick J. Moty	President, Chief Executive Officer Redding Bank of Commerce and Director of Redding Bank of Commerce	March 13, 2009
/s/ Linda J. Miles Linda J. Miles	Executive Vice President and Chief Financial Officer and Assistant Secretary (Principal Financial and Accounting Officer)	March 13, 2009
/s/ Kenneth R. Gifford, Jr. Kenneth R. Gifford, Jr.	Chairman of the Board	March 13, 2009
/s/ Welton L. Carrel Welton L. Carrel	Director	March 13, 2009
/s/ Russell L. Duclos Russell L. Duclos	Director	March 13, 2009
/s/ David H. Scott David H. Scott	Director	March 13, 2009
/s/ Lyle L. Tullis Lyle L. Tullis	Director	March 13, 2009
/s/ Jon Halfhide Jon Halfhide	Director	March 13, 2009
/s/ Orin Bennett Orin Bennett	Director	March 13, 2009
/s/ Gary Burks Gary Burks	Director	March 13, 2009
/s/ Dave Bonuccelli Dave Bonuccelli	Director	March 13, 2009

EXHIBIT INDEX

Exhibit Number	Description of Document
3.1	Articles of Incorporation, as amended filed 12/4/1998.*
3.2	Bylaws, as amended filed 05/15/2007.*
4.1	Specimen Common Stock Certificate filed 12/4/1998.*
4.2	Certificate of determination for the Series A Preferred Stock filed 11/17/08*
4.3	Form of Certificate for the Series A Preferred Stock filed 11/17/08*
4.4	Warrant for purchase of shares of Common stock filed 11/17/08*
10.1	Letter Agreement, dated November 14, 2008, between Bank of Commerce Holdings and the United States Department of the Treasury, which includes the Securities Purchase Agreement Standard Terms attached thereto, with respect to the issuance of the Series A Preferred Stock and Warrant filed 11/17/08*
10.2	Office Building Lease between Garian Partnership/First Avenue Square and Redding Bank of Commerce dated July 16, 1998 filed 12/4/1998.*
10.3	1998 Stock Option Plan filed 12/4/1998.*
10.4	Form of Incentive Stock Option Agreement used in connection with 1998 Stock Option Plan filed 12/4/1998.*
10.5	Form of Non-statutory Stock Option Agreement used in connection with 1998 Stock Option Plan filed 12/4/1998.*
10.7	Directors Deferred Compensation Plan filed 12/4/1998.*
10.8	Form of Deferred Compensation Agreement Used In Connection With Directors Deferred Compensation Plan filed 12/4/1998.*
10.10	Employment contracts dated April 2001 filed 9/27/2001.*
10.11	Affiliated Business Arrangement Agreement filed 8/20/2004*
10.12	Office building lease by and between Wainright #3 Partners and Redding Bank of Commerce dated 9/23/2005 and filed 9/26/2005*
10.13	Amendment to Employment contracts dated April 2001, filed 12/20/2005*
10.14	Change in Control Agreements filed on 12/21/2005*
10.15	Salary Continuation Blais filed on 12/19/2006*
10.16	Salary Continuation Moty filed on 12/19/2006*
10.17	Salary Continuation Eslick filed on 12/19/2006*
10.19	Employment Agreement Miles filed on 12/29/06*
10.21	Salary Continuation Miles filed on 12/29/06*
10.22	Employment Agreement Moty filed on 9/28/07*
10.23	Salary Continuation Moty filed on 9/28/07*
10.24	Employment contracts dated October 14, 2008 filed on 10/16/08*
10.25	Employment Agreement Matranga filed on 11/25/08*
11.1	Statement re: Computation of Earnings per Share (see page _63_).
14.0	Bank of Commerce Code of Ethics filed on 2/26/2003*
16.1	Letter on Change in Certifying Accountants filed 12/4/1998. *
21.1	Subsidiaries of the Company filed 12/4/1998. *
23.1	Consent of Moss Adams LLP
24.1	Power of Attorney (see page ___100___)
31.1	Rule 13a-14(a)/15d-14(a) Certification of the company s Chiek Executive Officer.
31.2	Rule 13a-14(a)/15d-14(a) Certification of the company s Chiek Executive Officer.
32.1	Certification pursuant to section 906 of the Sarbanes-Oxley Act of 2002

*

Previously filed
with the
Company's
Registration
Statement on
Form 10 and by
the Company's
filing of reports
on Form 8-K.