

**State of California  
Department of Business Oversight**



***38<sup>th</sup> Annual  
Executive Officer and Director  
Compensation Survey***

***As of June 30, 2015***

**CHIEF EXECUTIVE OFFICER**  
SUMMARY DATA AS OF JUNE 30, 2015

**BANK ASSET SIZE**  
(In millions)

Under \$250   \$250 - \$499   \$500 - \$999   Over \$1,000

Participating Banks	30	16	13	24
Average Assets (000)	\$171,413	\$371,157	\$676,079	\$6,811,553
Median Assets (000)	\$178,442	\$375,408	\$662,803	\$1,912,618
Number of Filled Positions	28	16	13	23
Average Base Salary	\$224,183	\$262,417	\$323,921	\$463,632
Percent Receiving a Bonus	82.14%	56.25%	100.00%	95.65%
Average Bonus	\$51,221	\$113,318	\$149,882	\$404,452
Bonus*: Tied to Profits	32.14%	50.00%	69.23%	56.52%
Tied to Salary	7.14%	31.25%	53.85%	56.52%
Tied to Risk Measures	10.71%	31.25%	53.85%	43.48%
Tied to Other	46.43%	31.25%	69.23%	60.87%
Signing Bonus Paid		6.25%	7.69%	8.70%
Average Signing Bonus		\$84,000	\$7,500	\$40,000
Percent under Contract	85.71%	56.25%	76.92%	69.57%
Stock Options as a % of Total Outstanding Shares:				
None	3.57%			
To 2.49%	35.71%	12.50%	53.85%	56.52%
2.50% to 4.99%	21.43%	31.25%	7.69%	
5.00% to 7.49%	3.57%	18.75%		4.35%
7.50% to 9.99%	35.71%	37.50%	38.46%	39.13%
10.00% and over				
Options qualified under IRC 422	53.57%	43.75%	53.85%	43.48%
<b>Benefits:</b>				
Auto*: Provided	25.00%	6.25%	46.15%	30.43%
Monthly Allowance	46.43%	81.25%	30.77%	52.17%
Mileage	3.57%	6.25%	7.69%	13.04%
Other	32.14%	18.75%	53.85%	43.48%
Country club dues paid	50.00%	56.25%	92.31%	69.57%
Formal Profit Sharing	3.57%	18.75%	7.69%	26.09%
Qualified E.S.O.P.	35.71%	56.25%	30.77%	21.74%
Non-qualified E.S.O.P.	21.43%	43.75%	30.77%	43.48%
Pension/401K	92.86%	81.25%	100.00%	100.00%
Non-qualified pension plan	21.43%	31.25%	38.46%	56.52%
Severance package	46.43%	43.75%	76.92%	56.52%
Restricted stock	17.86%	18.75%	53.85%	56.52%
Restricted stock options	10.71%	0.00%	15.38%	13.04%
Phantom stock options	0.00%	0.00%	0.00%	8.70%
Stock appreciation rights	0.00%	0.00%	0.00%	0.00%
Other	17.86%	12.50%	23.08%	13.04%
results				
Risk adjustment of awards	21.43%	37.50%	53.85%	52.17%
Deferral of payments (clawback)	17.86%	12.50%	23.08%	43.48%
Longer performance periods	25.00%	12.50%	23.08%	43.48%
Reduced sensitivity to short term performance	10.71%	12.50%	46.15%	17.39%
Other	14.29%	12.50%	7.69%	21.74%

**CHIEF EXECUTIVE OFFICER**  
SUMMARY DATA AS OF JUNE 30, 2015

BASE ANNUAL SALARY (in Thousands)	BANK ASSET SIZE (Million Dollars)				TOTAL
	Under \$250	\$250 - \$499	\$500 - \$999	Over \$1,000	
Under \$100	3.57%				1.25%
100 - 109					
110 - 119					
120 - 129		6.25%			1.25%
130 - 139					
140 - 149	3.57%				1.25%
150 - 159					
160 - 169					
170 - 179	3.57%				1.25%
180 - 189	10.71%				3.75%
190 - 199					
200 - 209	14.29%	6.25%			6.25%
210 - 219	7.14%		7.69%		3.75%
220 - 229	10.71%				3.75%
230 - 239	14.29%	6.25%			6.25%
240 - 249	3.57%	6.25%			2.50%
250 - 259	7.14%	25.00%	7.69%		8.75%
260 - 269		12.50%			2.50%
270 - 279	10.71%	6.25%			5.00%
280 - 289		6.25%	7.69%	4.35%	3.75%
290 - 299	3.57%	6.25%		4.35%	3.75%
300 - 309	3.57%	12.50%	7.69%	8.70%	7.50%
310 - 319			15.38%	4.35%	3.75%
320 - 329			23.08%	4.35%	5.00%
330 - 339			7.69%		1.25%
340 - 349					
350 - 359				4.35%	1.25%
360 - 369			15.38%	4.35%	3.75%
370 - 379					
380 - 389					
390 - 399		6.25%		4.35%	2.50%
400 - 499	3.57%		7.69%	39.13%	13.75%
500 - 599				8.70%	2.50%
600 - 699					
700 - 799					
800 - 899				4.35%	1.25%
900 - 999					
\$1 million and over				8.70%	2.50%
Total positions	28	16	13	23	80
Average base salary	\$224,183	\$262,417	\$323,921	\$463,632	
Median salary	\$224,300	\$261,502	\$324,000	\$412,000	
Salary Low Range:	\$12,000	\$128,667	\$210,000	\$288,000	
Salary High Range:	\$409,056	\$390,000	\$499,392	\$1,000,000	

**CHIEF EXECUTIVE OFFICER**  
SUMMARY DATA AS OF JUNE 30, 2015

	Region I Northern California	Region II Bay Area	Region III LA/Orange	Region IV Southern California
Participating Banks	26	17	30	10
Average Assets (000)	\$544,927	\$4,842,996	\$2,817,960	\$230,936
Median Assets (000)	\$317,031	\$295,844	\$869,268	\$202,599
Number of Filled Positions	26	16	29	9
Average Base Salary	\$271,875	\$285,661	\$394,471	\$252,368
Median Salary	\$251,777	\$285,000	\$324,000	\$236,250
Percent Receiving a Bonus	92.31%	70.59%	80.00%	70.00%
Average Bonus	\$81,248	\$227,468	\$322,734	\$88,453
Bonus*: Tied to Profits	54.17%	50.00%	62.50%	71.43%
Tied to Salary	33.33%	100.00%	45.83%	28.57%
Tied to Risk Measures	33.33%	33.33%	41.67%	42.86%
Tied to Other	62.50%	83.33%	50.00%	57.14%
Signing Bonus Paid	3.85%	12.50%	3.45%	
Average Signing Bonus	\$7,500	\$59,500	\$45,000	
Percent under Contract	76.92%	81.25%	65.52%	77.78%
Stock Options as a % of Total Outstanding Shares:				
None				
To 2.49%	53.85%	23.53%	36.67%	33.33%
2.50% to 4.99%	11.54%	17.65%	10.00%	33.33%
5.00% to 7.49%	3.85%	5.88%	10.00%	
7.50% to 9.99%	30.77%	52.94%	40.00%	22.22%
10.00% and over			3.33%	11.11%
Options qualified under IRC 422	53.85%	37.50%	44.83%	66.67%
<b>Benefits:</b>				
Auto*: Provided	42.31%	18.75%	51.72%	55.56%
Monthly Allowance	50.00%	75.00%	51.72%	66.67%
Mileage	23.08%	12.50%	13.79%	11.11%
Other	11.54%	6.25%	10.34%	22.22%
Country club dues paid	69.23%	100.00%	48.28%	66.67%
Formal Profit Sharing	11.54%	25.00%	10.34%	11.11%
Qualified E.S.O.P.	38.46%	37.50%	31.03%	33.33%
Non-qualified E.S.O.P.	23.08%	31.25%	41.38%	44.44%
Pension/401K	100.00%	100.00%	89.66%	77.78%
Non-qualified pension plan	34.62%	50.00%	31.03%	33.33%
Severance package	53.85%	50.00%	48.28%	77.78%
Restricted stock	26.92%	37.50%	37.93%	44.44%
Restricted stock options	11.54%	12.50%	6.90%	11.11%
Phantom stock options		12.50%		
Stock appreciation rights				
Other	23.08%	12.50%	3.45%	44.44%
If the officer receives incentive compensation, please indicate what measures the bank has taken to balance risk and financial results:				
Risk adjustment of awards	38.46%	43.75%	31.03%	55.56%
Deferral of payments (clawback)	23.08%	31.25%	27.59%	11.11%
Longer performance periods	11.54%	31.25%	41.38%	22.22%
Reduced sensitivity to short term performance	19.23%	6.25%	20.69%	33.33%
Other	15.38%	12.50%	17.24%	11.11%

**CHIEF FINANCIAL OFFICER**  
SUMMARY DATA AS OF JUNE 30, 2015

**BANK ASSET SIZE**  
(In millions)

Under \$250   \$250 - \$499   \$500 - \$999   Over \$1,000

	Under \$250	\$250 - \$499	\$500 - \$999	Over \$1,000
Participating Banks	30	16	13	24
Average Assets (000)	\$171,413	\$371,157	\$676,079	\$6,811,553
Median Assets (000)	\$178,442	\$375,408	\$662,803	\$1,912,618
Number of Filled Positions	26	15	13	24
Average Base Salary	\$151,709	\$171,348	\$187,144	\$284,392
Percent Receiving a Bonus	88.46%	86.67%	92.31%	91.67%
Average Bonus	\$16,880	\$42,481	\$53,487	\$131,081
Bonus*: Tied to Profits	34.62%	53.33%	46.15%	41.67%
Tied to Salary	3.85%	33.33%	46.15%	45.83%
Tied to Risk Measures	15.38%	40.00%	38.46%	29.17%
Tied to Other	53.85%	53.33%	53.85%	62.50%
Signing Bonus Paid			7.69%	12.50%
Average Signing Bonus			\$10,000	\$67,500
Percent under Contract	46.15%	33.33%	30.77%	41.67%
Stock Options as a % of Total Outstanding Shares:				
None			7.69%	8.33%
To 2.49%	57.69%	53.33%	53.85%	50.00%
2.50% to 4.99%	3.85%	6.67%		
5.00% to 7.49%		6.67%		4.17%
7.50% to 9.99%	38.46%	33.33%	38.46%	37.50%
10.00% and over				
Options qualified under IRC 422	57.69%	53.33%	53.85%	33.33%
<b>Benefits:</b>				
Auto*: Provided	26.92%	6.67%	46.15%	29.17%
Monthly Allowance	38.46%	66.67%	38.46%	54.17%
Mileage	7.69%	13.33%	23.08%	20.83%
Other	11.54%	6.67%	7.69%	16.67%
Country club dues paid	7.69%	13.33%	92.31%	12.50%
Formal Profit Sharing	3.85%	13.33%	7.69%	25.00%
Qualified E.S.O.P.	38.46%	60.00%	30.77%	25.00%
Non-qualified E.S.O.P.	15.38%	33.33%	30.77%	37.50%
Pension/401K	92.31%	80.00%	100.00%	95.83%
Non-qualified pension plan	7.69%	20.00%	30.77%	50.00%
Severance package	38.46%	33.33%	46.15%	50.00%
Restricted stock	15.38%	20.00%	46.15%	54.17%
Restricted stock options	11.54%		7.69%	8.33%
Phantom stock options			7.69%	8.33%
Stock appreciation rights				
Other	19.23%	6.67%	15.38%	8.33%
results				
Risk adjustment of awards	23.08%	40.00%	46.15%	50.00%
Deferral of payments (clawback)	15.38%	13.33%	15.38%	41.67%
Longer performance periods	19.23%	13.33%	15.38%	41.67%
Reduced sensitivity to short term performance	11.54%	13.33%	38.46%	16.67%
Other	15.38%	6.67%	7.69%	20.83%

\* May add to more than 100% due to multiple choices

**CHIEF FINANCIAL OFFICER**  
SUMMARY DATA AS OF JUNE 30, 2015

BASE ANNUAL SALARY (in Thousands)	BANK ASSET SIZE (Million Dollars)				TOTAL
	Under \$250	\$250 - \$499	\$500 - \$999	Over \$1,000	
Under \$100	7.69%				2.56%
100 - 109	3.85%				1.28%
110 - 119	3.85%				1.28%
120 - 129	3.85%	6.67%			2.56%
130 - 139	7.69%	13.33%			5.13%
140 - 149	11.54%	13.33%	7.69%		7.69%
150 - 159	26.92%	6.67%	15.38%		12.82%
160 - 169	7.69%	13.33%	7.69%		6.41%
170 - 179	3.85%	6.67%	7.69%	4.17%	5.13%
180 - 189	11.54%	13.33%	15.38%	4.17%	10.26%
190 - 199			15.38%	4.17%	3.85%
200 - 209	7.69%	20.00%	7.69%	8.33%	10.26%
210 - 219	3.85%		7.69%	4.17%	3.85%
220 - 229		6.67%	7.69%	4.17%	3.85%
230 - 239				4.17%	1.28%
240 - 249			7.69%	8.33%	3.85%
250 - 259				8.33%	2.56%
260 - 269					
270 - 279				12.50%	3.85%
280 - 289					
290 - 299					
300 - 309				8.33%	2.56%
310 - 319					
320 - 329				4.17%	1.28%
330 - 339				4.17%	1.28%
340 - 349				4.17%	1.28%
350 - 359				4.17%	1.28%
360 - 369					
370 - 379					
380 - 389					
390 - 399					
400 - 409				4.17%	1.28%
410 - 419					
420 - 429				4.17%	1.28%
430 - 439					
440 - 449					
450 - 459					
460 - 469					
470 - 479					
480 - 489					
490 - 499					
500 and over				4.17%	1.28%
Total positions	26	15	13	24	78
Average base salary	\$151,709	\$171,348	\$187,144	\$284,392	
Median salary	\$154,500	\$169,000	\$181,500	\$263,563	
Salary Low Range:	\$76,072	\$122,685	\$149,800	\$177,000	
Salary High Range:	\$212,500	\$226,719	\$244,135	\$600,000	

**CHIEF FINANCIAL OFFICER**  
SUMMARY DATA AS OF JUNE 30, 2015

	Region I Northern California	Region II Bay Area	Region III LA/Orange	Region IV Southern California
Participating Banks	26	17	30	10
Average Assets (000)	\$544,927	\$4,842,996	\$2,817,960	\$230,936
Median Assets (000)	\$317,031	\$295,844	\$869,268	\$202,599
Number of Filled Positions	25	15	28	10
Average Base Salary	\$179,948	\$210,493	\$232,346	\$161,113
Median Salary	\$181,500	\$200,000	\$201,250	\$165,947
Percent Receiving a Bonus	96.00%	80.00%	85.71%	70.00%
Average Bonus	\$38,160	\$72,381	\$97,157	\$25,651
Bonus*: Tied to Profits	45.83%	42.86%	45.83%	62.50%
Tied to Salary	25.00%	35.71%	41.67%	25.00%
Tied to Risk Measures	25.00%	35.71%	29.17%	50.00%
Tied to Other	58.33%	78.57%	58.33%	62.50%
Signing Bonus Paid	8.00%	6.67%	3.57%	
Average Signing Bonus	\$6,250	\$150,000	\$50,000	
Percent under Contract	48.00%	46.67%	25.00%	50.00%
Stock Options as a % of Total Outstanding Shares:				
None				
To 2.49%	72.00%	33.33%	57.69%	50.00%
2.50% to 4.99%	4.00%	6.67%		12.50%
5.00% to 7.49%		6.67%	3.85%	
7.50% to 9.99%	24.00%	53.33%	38.46%	37.50%
10.00% and over				
Options qualified under IRC 422	56.00%	40.00%	46.43%	60.00%
<b>Benefits:</b>				
Auto*: Provided	44.00%	20.00%	53.57%	50.00%
Monthly Allowance	52.00%	66.67%	64.29%	50.00%
Mileage	24.00%	13.33%	14.29%	10.00%
Other	12.00%	6.67%	10.71%	20.00%
Country club dues paid	20.00%	86.67%	7.14%	10.00%
Formal Profit Sharing	12.00%	20.00%	10.71%	10.00%
Qualified E.S.O.P.	44.00%	40.00%	32.14%	30.00%
Non-qualified E.S.O.P.	24.00%	33.33%	32.14%	20.00%
Pension/401K	100.00%	93.33%	89.29%	80.00%
Non-qualified pension plan	20.00%	40.00%	28.57%	20.00%
Severance package	40.00%	46.67%	35.71%	60.00%
Restricted stock	24.00%	40.00%	35.71%	40.00%
Restricted stock options	4.00%	13.33%	7.14%	10.00%
Phantom stock options	4.00%	13.33%		
Stock appreciation rights				
Other	20.00%	6.67%		40.00%
If the officer receives incentive compensation, please indicate what measures the bank has taken to balance risk and financial results:				
Risk adjustment of awards	40.00%	46.67%	28.57%	50.00%
Deferral of payments (clawback)	20.00%	33.33%	25.00%	10.00%
Longer performance periods	8.00%	26.67%	39.29%	20.00%
Reduced sensitivity to short term performance	20.00%	6.67%	17.86%	30.00%
Other	16.00%	6.67%	17.86%	10.00%

**SENIOR LOAN OFFICER**  
SUMMARY DATA AS OF JUNE 30, 2015

**BANK ASSET SIZE**  
(In millions)

Under \$250   \$250 - \$499   \$500 - \$999   Over \$1,000

Participating Banks	30	16	13	24
Average Assets (000)	171,413	371,157	676,079	6,811,553
Median Assets (000)	178,442	375,408	662,803	1,912,618
Number of Filled Positions	28	16	13	21
Average Base Salary	\$160,606	\$182,760	\$304,560	\$267,593
Percent Receiving a Bonus	78.57%	68.75%	100.00%	90.48%
Average Bonus	\$25,000	\$67,315	\$53,183	\$124,774
Bonus*: Tied to Profits	28.57%	50.00%	46.15%	42.86%
Tied to Salary	3.57%	31.25%	46.15%	47.62%
Tied to Risk Measures	7.14%	37.50%	46.15%	38.10%
Tied to Other	42.86%	50.00%	53.85%	61.90%
Signing Bonus Paid	10.71%		15.38%	14.29%
Average Signing Bonus	\$10,000		\$3,750	\$23,333
Percent under Contract	46.43%	37.50%	38.46%	47.62%
Stock Options as a % of Total Outstanding Shares:				
None	3.57%		7.69%	
To 2.49%	42.86%	50.00%	53.85%	61.90%
2.50% to 4.99%	10.71%	6.25%		
5.00% to 7.49%				4.76%
7.50% to 9.99%	42.86%	43.75%	38.46%	33.33%
10.00% and over				
Options qualified under IRC 422	50.00%	56.25%	53.85%	38.10%
<b>Benefits:</b>				
Auto*: Provided	25.00%	6.25%	46.15%	33.33%
Monthly Allowance	46.43%	81.25%	61.54%	66.67%
Mileage	3.57%	6.25%	15.38%	19.05%
Other	14.29%	6.25%	7.69%	19.05%
Country club dues paid	10.71%	12.50%	84.62%	19.05%
Formal Profit Sharing	3.57%	18.75%	7.69%	28.57%
Qualified E.S.O.P.	35.71%	50.00%	30.77%	19.05%
Non-qualified E.S.O.P.	17.86%	31.25%	23.08%	38.10%
Pension/401K	96.43%	81.25%	92.31%	95.24%
Non-qualified pension plan	10.71%	18.75%	30.77%	57.14%
Severance package	32.14%	37.50%	46.15%	38.10%
Restricted stock	21.43%	18.75%	46.15%	57.14%
Restricted stock options	14.29%	6.25%	15.38%	9.52%
Phantom stock options	3.57%			9.52%
Stock appreciation rights				
Other	10.71%	6.25%	7.69%	14.29%
results				
Risk adjustment of awards	14.29%	37.50%	46.15%	52.38%
Deferral of payments (clawback)	14.29%	12.50%	23.08%	38.10%
Longer performance periods	25.00%	12.50%	15.38%	38.10%
Reduced sensitivity to short term performance	10.71%	12.50%	30.77%	14.29%
Other	14.29%	12.50%	7.69%	14.29%

\* May add to more than 100% due to multiple choices

**SENIOR LOAN OFFICER**  
SUMMARY DATA AS OF JUNE 30, 2015

BASE ANNUAL SALARY (in Thousands)	BANK ASSET SIZE (Million Dollars)				TOTAL
	Under \$250	\$250 - \$499	\$500 - \$999	Over \$1,000	
Under \$100		6.25%			1.28%
100 - 109				4.76%	1.28%
110 - 119					
120 - 129	10.71%	6.25%	7.69%		6.41%
130 - 139	7.14%	12.50%			5.13%
140 - 149	14.29%				5.13%
150 - 159	21.43%		7.69%		8.97%
160 - 169	10.71%		15.38%		6.41%
170 - 179	7.14%	12.50%	30.77%	4.76%	11.54%
180 - 189	14.29%	18.75%		9.52%	11.54%
190 - 199	7.14%	18.75%			6.41%
200 - 209	3.57%	18.75%	7.69%	4.76%	7.69%
210 - 219	3.57%		15.38%		3.85%
220 - 229			7.69%	14.29%	5.13%
230 - 239				14.29%	3.85%
240 - 249				4.76%	1.28%
250 - 259				4.76%	1.28%
260 - 269					
270 - 279				4.76%	1.28%
280 - 289					
290 - 299				4.76%	1.28%
300 - 309				4.76%	1.28%
310 - 319					
320 - 329				4.76%	1.28%
330 - 339					
340 - 349					
350 - 359				4.76%	1.28%
360 - 369		6.25%			1.28%
370 - 379				4.76%	1.28%
380 - 389					
390 - 399					
400 - 409					
410 - 419					
420 - 429					
430 - 439					
440 - 449					
450 - 459				4.76%	1.28%
460 - 469					
470 - 479					
480 - 489					
490 - 499					
500 and over			7.69%	4.76%	2.56%
Total Positions	28	16	13	21	78
Average Salary	\$160,606	\$182,760	\$304,560	\$267,593	
Median salary	\$156,827	\$183,300	\$175,100	\$237,000	
Salary Low Range:	\$120,000	\$84,780	\$125,600	\$105,048	
Salary High Range:	\$212,500	\$364,000	\$1,785,000	\$525,000	

**SENIOR LOAN OFFICER**  
SUMMARY DATA AS OF JUNE 30, 2015

	Region I Northern California	Region II Bay Area	Region III LA/Orange	Region IV Southern California
Participating Banks	26	17	30	10
Average Assets (000)	\$544,927	\$4,842,996	\$2,817,960	\$230,936
Median Assets (000)	\$317,031	\$295,844	\$869,268	\$202,599
Number of Filled Positions	26	17	26	9
Average Base Salary	\$229,454	\$203,603	\$226,537	\$186,984
Median Salary	\$170,000	\$200,000	\$195,000	\$170,000
Percent Receiving a Bonus	92.31%	70.59%	92.31%	77.78%
Average Bonus	\$37,844	\$63,695	\$101,051	\$65,263
Bonus*: Tied to Profits	45.83%	50.00%	45.45%	57.14%
Tied to Salary	25.00%	41.67%	40.91%	28.57%
Tied to Risk Measures	29.17%	33.33%	36.36%	42.86%
Tied to Other	50.00%	83.33%	59.09%	71.43%
Signing Bonus Paid	15.38%		7.69%	22.22%
Average Signing Bonus	\$4,375		\$32,500	\$12,500
Percent under Contract	53.85%	41.18%	23.08%	55.56%
Stock Options as a % of Total Outstanding Shares:				
None				
To 2.49%	64.00%	35.29%	53.85%	50.00%
2.50% to 4.99%	4.00%	5.88%	3.85%	12.50%
5.00% to 7.49%			3.85%	
7.50% to 9.99%	32.00%	58.82%	38.46%	37.50%
10.00% and over				
Options qualified under IRC 422	50.00%	35.29%	46.15%	66.67%
<b>Benefits:</b>				
Auto*: Provided	42.31%	17.65%	57.69%	55.56%
Monthly Allowance	65.38%	64.71%	76.92%	77.78%
Mileage	15.38%	5.88%	11.54%	
Other	3.85%	11.76%	19.23%	22.22%
Country club dues paid	26.92%	88.24%	11.54%	11.11%
Formal Profit Sharing	11.54%	23.53%	11.54%	11.11%
Qualified E.S.O.P.	38.46%	35.29%	23.08%	44.44%
Non-qualified E.S.O.P.	23.08%	29.41%	26.92%	33.33%
Pension/401K	100.00%	94.12%	84.62%	88.89%
Non-qualified pension plan	26.92%	35.29%	26.92%	22.22%
Severance package	38.46%	35.29%	23.08%	77.78%
Restricted stock	26.92%	35.29%	34.62%	55.56%
Restricted stock options	15.38%	11.76%	7.69%	11.11%
Phantom stock options		17.65%		
Stock appreciation rights				
Other	15.38%	5.88%	3.85%	22.22%
If the officer receives incentive compensation, please indicate what measures the bank has taken to balance risk and financial results				
Risk adjustment of awards	34.62%	41.18%	26.92%	44.44%
Deferral of payments (clawback)	23.08%	29.41%	19.23%	11.11%
Longer performance periods	11.54%	29.41%	34.62%	22.22%
Reduced sensitivity to short term performance	15.38%	5.88%	15.38%	33.33%
Other	15.38%	11.76%	11.54%	11.11%

**DIRECTORS' INFORMATION**  
SUMMARY DATA AS OF JUNE 30, 2015

BANK ASSET SIZE

(Million Dollars)

Under \$250    \$250 - \$499    \$500 - \$999    Over \$1,000

	30	16	13	24
Participating Banks				
Average Assets (000)	\$ 171,413	\$ 371,157	\$ 676,079	\$ 6,811,553
Median Assets (000)	\$ 178,442	\$ 375,408	\$ 662,803	\$ 1,912,618
Average Number of Directors	8.20	9.06	9.62	9.63
Average Number of Inside Directors	1.24	1.56	1.17	1.75
Fees Paid to Inside Directors	10.00%		15.38%	
Outside Directors Eligible for Bonus Plan	6.67%	12.50%	15.38%	8.33%
Travel Expenses to Meetings Reimbursed	36.67%	50.00%	46.15%	66.67%
Chairman of the Board Active Bank Officer	16.67%	18.75%	30.77%	41.67%
CEO	13.33%	18.75%	15.38%	37.50%
Full time salaried non-CEO	3.33%		15.38%	4.17%
Paid Medical Exam		12.50%		8.33%
Outside Directors Eligible for Health Plan	3.33%	6.25%		12.50%
Life Insurance Policy on Chairman	10.00%	18.75%	23.08%	62.50%
Life Insurance Policy on Inside Board	43.33%	31.25%	69.23%	62.50%
Life Insurance Policy all Other Board		12.50%	15.38%	16.67%
Stock Options as a % of Total Outstanding Shares				
None	40.00%	31.25%	38.46%	37.50%
To 2.49%	30.00%	6.25%	46.15%	50.00%
2.50% to 4.99%	16.67%	12.50%		12.50%
5.00% to 7.49%	13.33%	37.50%	7.69%	
7.50% to 9.99%				
10.00% and over		12.50%	7.69%	
Average stock options as a % of total outstanding shares--all officers and directors	6.67	17.03	6.27	2.80
Directors sent to Conferences/Conventions	86.67%	75.00%	92.31%	79.17%
Percent with Mandatory Retirement Age	13.33%	25.00%	23.08%	20.83%
Average Age	76.0	75.8	75.3	74.8
Directors and Officers Liability Insurance	93.33%	87.50%	84.62%	95.83%
Directors eligible for Deferred Comp		6.25%	23.08%	37.50%
Other Benefits	6.67%	31.25%	30.77%	25.00%

**DIRECTORS' INFORMATION**  
SUMMARY DATA AS OF JUNE 30, 2015

BANK ASSET SIZE

(Million Dollars)

Under \$250    \$250 - \$499    \$500 - \$999    Over \$1,000

**Directors' Fees:**

**Regular Board Meeting**

Banks Paying No Fee	20.00%	37.50%	15.38%	41.67%
Banks Paying a Fee	80.00%	62.50%	84.62%	58.33%
Chairman of the Board				
Average Fee Paid	\$ 1,043.75	\$ 1,615.00	\$ 2,191.64	\$ 18,675.02
Median Fee Paid	\$ 850.00	\$ 1,108.50	\$ 2,000.00	\$ 3,350.00
Range - Low Fee	\$ 250.00	\$ 600.00	\$ 250.00	\$ 1,250.00
Range - High Fee	\$ 3,000.00	\$ 1,615.00	\$ 4,000.00	\$ 150,000.00
Members				
Average Fee Paid	\$ 850.26	\$ 942.86	\$ 1,506.25	\$ 8,582.46
Median Fee Paid	\$ 750.00	\$ 775.00	\$ 1,525.00	\$ 2,500.00
Range - Low Fee	\$ 100.00	\$ 942.86	\$ 200.00	\$ 600.00
Range - High Fee	\$ 2,000.00	\$ 942.86	\$ 3,000.00	\$ 60,000.00
Attendance required to claim	73.33%	56.25%	53.85%	54.17%

**Audit Committee**

Banks Paying No Fee	43.33%	25.00%	38.46%	25.00%
Banks Paying a Fee	56.67%	75.00%	61.54%	75.00%
Committee Chairman				
Average Fee Paid	\$ 558.00	\$ 408.75	\$ 1,162.50	\$ 2,644.91
Median Fee Paid	\$ 366.00	\$ 400.00	\$ 500.00	\$ 1,000.00
Range - Low Fee	\$ 50.00	\$ 100.00	\$ 150.00	\$ 333.00
Range - High Fee	\$ 3,000.00	\$ 408.75	\$ 3,000.00	\$ 16,667.00
Members				
Average Fee Paid	\$ 306.53	\$ 265.64	\$ 957.14	\$ 971.43
Median Fee Paid	\$ 250.00	\$ 288.00	\$ 400.00	\$ 550.00
Range - Low Fee	\$ 50.00	\$ 265.64	\$ 100.00	\$ 200.00
Range - High Fee	\$ 1,000.00	\$ 265.64	\$ 3,000.00	\$ 4,050.00
Attendance required to claim	100.00%	100.00%	85.71%	92.86%

**Compensation Committee**

Banks Paying No Fee	60.00%	43.75%	46.15%	37.50%
Banks Paying a Fee	40.00%	56.25%	53.85%	62.50%
Committee Chairman				
Average Fee Paid	\$ 297.17	\$ 357.44	\$ 993.75	\$ 2,271.69
Median Fee Paid	\$ 312.50	\$ 417.00	\$ 437.50	\$ 750.00
Range - Low Fee	\$ 50.00	\$ 100.00	\$ 150.00	\$ 333.00
Range - High Fee	\$ 600.00	\$ 357.44	\$ 3,000.00	\$ 16,667.00
Members				
Average Fee Paid	\$ 253.42	\$ 248.00	\$ 957.14	\$ 575.00
Median Fee Paid	\$ 275.00	\$ 225.00	\$ 400.00	\$ 500.00
Range - Low Fee	\$ 50.00	\$ 248.00	\$ 100.00	\$ 200.00
Range - High Fee	\$ 500.00	\$ 248.00	\$ 3,000.00	\$ 1,100.00
Attendance required to claim	100.00%	88.89%	75.00%	66.67%

**DIRECTORS' INFORMATION**  
SUMMARY DATA AS OF JUNE 30, 2015

BANK ASSET SIZE

(Million Dollars)

Under \$250    \$250 - \$499    \$500 - \$999    Over \$1,000

<b>Regular Board Meeting--Chairman</b>				
No Fee	20.00%	37.50%	15.38%	41.67%
Under \$100				
100 - 199				
200 - 299	3.33%		7.69%	
300 - 399				
400 - 499	6.67%			
500 - 599	10.00%			
600 - 699	6.67%	6.25%		
700 - 799	13.33%	6.25%	15.38%	
800 - 899		6.25%		
900 - 999	3.33%			
\$1,000 and over	36.67%	43.75%	61.54%	58.33%

<b>Regular Board Meeting--Members</b>				
No Fee	10.00%	12.50%	7.69%	20.83%
Under \$100				
100 - 199	3.33%			
200 - 299	3.33%		15.38%	
300 - 399	6.67%			
400 - 499	3.33%	6.25%		
500 - 599	16.67%	6.25%		
600 - 699	3.33%	12.50%		4.17%
700 - 799	13.33%	18.75%	7.69%	
800 - 899	10.00%	18.75%	7.69%	
900 - 999				4.17%
\$1,000 and over	30.00%	25.00%	61.54%	70.83%

<b>Audit Committee--Chairman</b>				
No Committee or No Fee	43.33%	25.00%	38.46%	25.00%
Under \$100				
100 - 199	10.00%	12.50%	7.69%	
200 - 299	6.67%	12.50%		
300 - 399	10.00%	6.25%	7.69%	4.17%
400 - 499	6.67%	31.25%	7.69%	
500 - 599	3.33%		15.38%	8.33%
600 - 699	3.33%			
700 - 799	3.33%	6.25%		8.33%
800 - 899				
900 - 999				4.17%
\$1,000 and over	10.00%	6.25%	23.08%	50.00%

**DIRECTORS' INFORMATION**  
SUMMARY DATA AS OF JUNE 30, 2015

BANK ASSET SIZE

(Million Dollars)

Under \$250    \$250 - \$499    \$500 - \$999    Over \$1,000

<b>Audit Committee--Members</b>				
No Committee or No Fee	43.33%	31.25%	46.15%	41.67%
Under \$100	3.33%	6.25%		
100 - 199	16.67%	12.50%	7.69%	
200 - 299	10.00%	18.75%	7.69%	4.17%
300 - 399	13.33%	12.50%	7.69%	8.33%
400 - 499	3.33%	12.50%	7.69%	
500 - 599	3.33%	6.25%	7.69%	16.67%
600 - 699				4.17%
700 - 799	3.33%			4.17%
800 - 899				4.17%
900 - 999				
\$1,000 and over	3.33%		15.38%	16.67%

<b>Compensation Committee--Chairman</b>				
No Committee or No Fee	60.00%	43.75%	46.15%	37.50%
Under \$100	3.33%			
100 - 199	10.00%	12.50%	7.69%	
200 - 299	3.33%	6.25%	7.69%	
300 - 399	10.00%		15.38%	4.17%
400 - 499	6.67%	25.00%		4.17%
500 - 599	3.33%	12.50%	7.69%	8.33%
600 - 699	3.33%			4.17%
700 - 799				12.50%
800 - 899				
900 - 999				
\$1,000 and over			15.38%	29.17%

<b>Compensation Committee--Members</b>				
No Committee or No Fee	60.00%	50.00%	46.15%	58.33%
Under \$100	3.33%	6.25%		
100 - 199	10.00%	12.50%	7.69%	
200 - 299	6.67%	12.50%	7.69%	4.17%
300 - 399	13.33%		7.69%	8.33%
400 - 499	3.33%	18.75%	7.69%	4.17%
500 - 599	3.33%		7.69%	8.33%
600 - 699				
700 - 799				8.33%
800 - 899				
900 - 999				
\$1,000 and over			15.38%	8.33%

**DIRECTORS' INFORMATION**  
SUMMARY DATA AS OF JUNE 30, 2015

BANK ASSET SIZE

(Million Dollars)

Under \$250    \$250 - \$499    \$500 - \$999    Over \$1,000

<b>Credit Committee--Chairman</b>				
No Committee or No Fee	53.33%	25.00%	61.54%	41.67%
Under \$100	3.33%			
100 - 199	6.67%	12.50%		
200 - 299	10.00%	6.25%		
300 - 399	10.00%	18.75%	15.38%	4.17%
400 - 499	3.33%	25.00%		
500 - 599				8.33%
600 - 699	3.33%	6.25%		8.33%
700 - 799			7.69%	
800 - 899				
900 - 999				
\$1,000 and over	10.00%	6.25%	15.38%	37.50%

<b>Credit Committee--Members</b>				
No Committee or No Fee	53.33%	37.50%	53.85%	58.33%
Under \$100	3.33%			
100 - 199	10.00%	18.75%		
200 - 299	10.00%	12.50%	7.69%	4.17%
300 - 399	10.00%	12.50%	7.69%	8.33%
400 - 499	3.33%	12.50%	15.38%	4.17%
500 - 599		6.25%		4.17%
600 - 699	3.33%			8.33%
700 - 799				4.17%
800 - 899				
900 - 999				
\$1,000 and over	6.67%		15.38%	8.33%

<b>Investment Committee--Chairman</b>				
No Committee or No Fee	63.33%	50.00%	53.85%	58.33%
Under \$100	3.33%			
100 - 199	10.00%	12.50%	7.69%	
200 - 299	3.33%	6.25%	7.69%	
300 - 399	6.67%		7.69%	4.17%
400 - 499	10.00%	25.00%		
500 - 599		6.25%		4.17%
600 - 699				4.17%
700 - 799			7.69%	8.33%
800 - 899				
900 - 999				
\$1,000 and over	3.33%		15.38%	20.83%

**DIRECTORS' INFORMATION**  
SUMMARY DATA AS OF JUNE 30, 2015

BANK ASSET SIZE

(Million Dollars)

Under \$250    \$250 - \$499    \$500 - \$999    Over \$1,000

<b>Investment Committee--Members</b>				
No Committee or No Fee	63.33%	56.25%	61.54%	62.50%
Under \$100	3.33%	6.25%		
100 - 199	10.00%	12.50%	7.69%	
200 - 299	10.00%	12.50%		4.17%
300 - 399	6.67%	6.25%	7.69%	8.33%
400 - 499	3.33%	6.25%	7.69%	4.17%
500 - 599				4.17%
600 - 699				
700 - 799				8.33%
800 - 899				
900 - 999				
\$1,000 and over	3.33%		15.38%	8.33%

<b>Annual Fee/Retainer</b>				
No Fee/No response	76.67%	75.00%	53.85%	41.67%
Under \$2,500	3.33%			
2,500 - 4,999				4.17%
5,000 - 7,499	6.67%			
7,500 - 9,999	3.33%	6.25%	7.69%	
10,000-12,499		12.50%		
12,500-14,999		6.25%		
15,000-17,499			7.69%	
17,500-19,999				4.17%
20,000-22,499	3.33%		7.69%	
22,500-24,999	3.33%			
\$25,000 and over	3.33%		23.08%	50.00%

<b>Average Annual Compensation per Director</b>				
No compensation or not reported	16.67%	18.75%	7.69%	16.67%
Under \$2,500				
2,500 - 4,999	10.00%			
5,000 - 7,499	10.00%	6.25%		4.17%
7,500 - 9,999	3.33%			
10,000-12,499	20.00%	18.75%		
12,500-14,999	6.67%	6.25%		
15,000-17,499				
17,500-19,999	10.00%	6.25%		
20,000-22,499	3.33%	6.25%		4.17%
22,500-24,999	13.33%	6.25%	15.38%	
\$25,000 and over	6.67%	31.25%	76.92%	75.00%