

Heritage Commerce Corp Reports Financial Results for Second Quarter 2009

San Jose, CA – July 23, 2009 — **Heritage Commerce Corp (Nasdaq: HTBK)**, parent company of Heritage Bank of Commerce, today reported a second quarter 2009 net loss available to common shareholders of \$6.0 million, or \$(0.51) per diluted common share, which included a \$10.7 million provision for loan losses and \$591,000 in dividends and discount accretion on preferred stock. In the second quarter a year ago, the net loss available to common shareholders was \$3.1 million, or \$(0.26) per diluted common share, which included a \$7.8 million provision for loan losses and no preferred dividends.

For the first half of 2009, the Company reported a net loss available to common shareholders of \$10.5 million, or \$(0.89) per diluted common share, which included a \$21.1 million provision for loan losses and \$1.2 million in dividends and discount accretion on preferred stock. For the first half of 2008, the net loss available to common shareholders was \$1.4 million, or \$(0.11) per diluted common share, which included a \$9.5 million provision for loan losses and no preferred dividends.

Second Quarter Developments

- ◆ The net interest margin increased 20 basis points to 3.55% in the second quarter of 2009 from 3.35% in the first quarter of 2009.
- ◆ The leverage ratio was 9.8% at June 30, 2009.
- ◆ Total assets were \$1.44 billion, a decrease of 3% from a year ago and a decrease of 2% over the past quarter.
- ◆ \$20.5 million of SBA loans were transferred to loans held-for-sale at June 30, 2009 in anticipation of loan sales.
- ◆ Loans, excluding loans held-for-sale, decreased 4% to \$1.16 billion from \$1.21 billion a year ago and March 31, 2009, with land and construction loans down \$13.4 million to \$230.8 million from March 31, 2009.
- ◆ Deposits remained flat at \$1.16 billion at June 30, 2009, compared to \$1.17 billion at the end of the prior quarter.
- ◆ Nonperforming assets increased \$4.9 million to \$61.7 million, or 4.30% of total assets, from \$56.9 million, or 3.89% of total assets at March 31, 2009.
- ◆ The allowance for loan losses increased to \$31.4 million, or 2.70% of total loans, compared to \$20.9 million, or 1.73%, a year ago, and \$23.9 million, or 1.97%, at March 31, 2009.

“While nonperforming assets increased in the quarter, the rate of increase slowed from earlier this year. The substantial provision for loan losses resulted in a loss for the second quarter,” said Walter Kaczmarek, President and Chief Executive Officer. “However, we are seeing increased sales activity in our residential housing portfolio, which is reflected in paydowns on our land and construction loans. With low mortgage rates, the tax incentives for home buyers and rising affordability, we are seeing buyers entering the market.” According to the California Association of Realtors, the unsold inventory of single-family homes in May fell to a 4.2 months supply -- less than half the 8.7 month supply a year ago.

“We continue to focus on preserving capital, credit quality and improving the net interest margin in what continues to be a very challenging economic environment,” Mr. Kaczmarek continued. “We are proceeding cautiously in the execution of our business plan. We have filed a shelf registration statement with the SEC to provide more options and flexibility to raise capital in the future in the event strategic opportunities and/or favorable market conditions present themselves.”

Balance Sheet, Capital Management and Credit Quality

At June 30, 2009, the Company’s assets totaled \$1.44 billion, compared to \$1.49 billion a year ago and \$1.46 billion at March 31, 2009. The Company transferred \$20.5 million of SBA loans to loans held-for-sale in the second quarter of 2009. The Company plans to sell these SBA loans, as well as at least a portion of new SBA loans, to enhance its liquidity position and improve noninterest income in future periods. Loans, excluding loans held-for-sale, totaled \$1.16 billion at June 30, 2009, compared to \$1.21 billion at June 30, 2008 and \$1.21 billion at March 31, 2009. Deposits remained essentially flat at \$1.16 billion at June 30, 2009, compared to June 30, 2008 and March 31, 2009. Commercial loans account for 39% of the total loan portfolio and commercial real estate loans, of which more than half are owner occupied, account for 36% of the portfolio. Land and construction loans decreased \$13.4 million from March 31, 2009 and account for 20% of the portfolio, and consumer and home equity loans account for the remaining 5% of the total.

The securities portfolio of \$101.8 million at June 30, 2009 consisted primarily of U.S. government sponsored entities’ debt securities, short-term U.S. Treasury securities, mortgage-backed securities, collateralized mortgage obligations, and municipal bonds.

Nonperforming assets totaled \$61.7 million, or 4.30% of total assets at June 30, 2009, compared to \$14.3 million, or 0.96% of total assets a year ago, and \$56.9 million, or 3.89% of total assets at March 31, 2009. The majority of nonperforming assets are in the construction and land development portfolio, accounting for 63% of nonperforming assets, with commercial and industrial loans accounting for 18%, commercial real estate loans accounting for 4%, SBA loans at 10% and other real estate owned (“OREO”) at 5%.

Total OREO was \$3.1 million, comprised of six properties, at June 30, 2009, up from \$802,000, comprised of two properties, at March 31, 2009. In the second quarter of 2009, five properties moved from nonaccrual status into OREO and one property was sold. The increase in OREO during the quarter was primarily from a small commercial building in Santa Clara County, and a land parcel in Contra Costa County.

The allowance for loan losses at June 30, 2009 was \$31.4 million, or 2.70% of total loans, and represented 53.51% of nonperforming loans. The allowance for loan losses a year ago was \$20.9 million, or 1.73% of total loans and 152.14% of nonperforming loans. The allowance for loan losses at March 31, 2009, was \$23.9 million, or 1.97% of total loans and 42.63% of nonperforming loans.

Shareholders’ equity was \$174.6 million, or \$11.55 book value per common share, at June 30, 2009, compared to \$141.7 million, or \$12.01 book value per common share, a year ago. The increase in shareholders’ equity was due to the issuance of \$40 million in preferred stock to the U.S. Treasury as a participant in

its Capital Purchase Program during the fourth quarter of 2008. Shareholders' equity was \$180.3 million, or \$12.04 book value per common share, at March 31, 2009. The Company's consolidated leverage ratio at June 30, 2009, was 9.80%, compared to 8.36% at June 30, 2008, and 10.41% at March 31, 2009.

Operating Results

Net interest income decreased 10% to \$11.7 million for the second quarter of 2009, compared to \$13.0 million for the second quarter of 2008, but increased 5% from \$11.2 million for the first quarter of 2009. The net interest margin was 3.55% for the second quarter of 2009, compared to 4.00% for the second quarter a year ago and 3.35% for the first quarter of 2009. The 20 basis point increase in the net interest margin for the second quarter of 2009 compared to the first quarter of 2009 was primarily due to lower cost of funds. The decrease in the net interest margin from the second quarter of 2008 was primarily the result of the 275 basis point decline in short-term interest rates from March 18, 2008 through December 16, 2008.

Noninterest income was \$1.6 million for the second quarter of 2009, compared to \$1.8 million for the second quarter of 2008 and \$1.6 million for the first quarter of 2009. In the first six months of 2009, noninterest income was \$3.2 million, compared to \$3.3 million in the first six months a year ago.

Noninterest expense was \$12.1 million for the second quarter of 2009, compared to \$11.0 million in the second quarter of 2008 and \$11.4 million in the first quarter of 2009. In the first six months of 2009, noninterest expense was \$23.4 million, compared to \$21.6 million in the first six months a year ago. Regulatory assessments were \$1.2 million in the second quarter of 2009, including a \$657,000 charge for the FDIC special assessment levied on all FDIC insured banks, compared to \$196,000 in the second quarter of 2008, and \$739,000 in the first quarter of 2009. Professional fees were \$1.2 million in the second quarter of 2009, compared to \$980,000 in the second quarter of 2008, and \$913,000 in the first quarter of 2009. The increase in professional fees was primarily due to legal fees related to problem loans and the branch acquisition transaction that was terminated in the second quarter of 2009. Other noninterest expense increased primarily due to problem loan expense. Problem loan expense was \$298,000 in the second quarter of 2009, compared to \$5,000 in the second quarter of 2008, and \$6,000 in the first quarter of 2009.

The income tax benefit for the quarter ended June 30, 2009 was \$4.1 million, as compared to \$955,000 in the second quarter a year ago, and \$5.1 million in the first quarter of 2009. In the first six months of 2009, the income tax benefit was \$9.2 million, compared to \$271,000 in the first six months a year ago. The negative effective income tax rates are due to the loss before income taxes. The difference in the effective tax rate compared to the combined federal and state statutory tax rate of 42% is primarily the result of the Company's investment in life insurance policies whose earnings are not subject to taxes, tax credits related to investments in low income housing limited partnerships, and interest income from tax-free municipal securities.

The efficiency ratio was 90.90% in the second quarter of 2009, compared to 74.51% in the second quarter of 2008 and 88.94% in the first quarter of 2009. The efficiency ratio for the first six months of 2009 increased to 89.94% from 73.45% a year ago. The efficiency ratio increased in 2009 primarily due to compression of the net interest margin and an increase in noninterest expense, as discussed above.

Investor Conference

Heritage Commerce Corp is scheduled to present at the Keefe, Bruyette & Woods 10th Annual Community Bank Investor Conference in New York. Walter T. Kaczmarek, President and Chief Executive Officer, and Lawrence D. McGovern, Chief Financial Officer, are scheduled to present on Tuesday, July 28th at 11:00 a.m. EDT. The presentation will be archived for 60 days after the conference, and can be viewed at <http://www.kbw.com/news/conferences.html>.

Heritage Commerce Corp., a bank holding company established in February 1998, is the parent company of Heritage Bank of Commerce, established in 1994 and headquartered in San Jose with full-service branches in Los Gatos, Fremont, Danville, Pleasanton, Walnut Creek, Morgan Hill, Gilroy, Mountain View, and Los Altos. Heritage Bank of Commerce is an SBA Preferred Lender with Loan Production Offices in Sacramento, Oakland and Santa Rosa, California. For more information, please visit www.heritagecommercecorp.com.

Forward Looking Statement Disclaimer

Forward-looking statements are based on management's knowledge and belief as of today and include information concerning the Company's possible or assumed future financial condition, and its results of operations, business and earnings outlook. These forward-looking statements are subject to risks and uncertainties. A number of factors, some of which are beyond the Company's ability to control or predict, could cause future results to differ materially from those contemplated by such forward-looking statements. These factors include (1) difficult and adverse conditions in the global and domestic capital and credit markets, (2) continued volatility and further deterioration of the capital and credit markets, (3) significant changes in banking laws or regulations, including, without limitation, as a result of the Emergency Economic Stabilization Act, the American Reinvestment and Recovery Act, and possible amendments to the Troubled Asset Relief Program (TARP), including the Capital Purchase Program and related executive compensation requirements, (4) continued uncertainty about the impact of TARP and other recent federal programs on the financial markets including levels of volatility and credit availability, (5) a more adverse than expected decline or continued weakness in general business and economic conditions, either nationally, regionally or locally in areas where the Company conducts its business, which may affect, among other things, the level of nonperforming assets, charge-offs and loan provision expense, (6) changes in interest rates, reducing interest rate margins or increasing interest rate risks, (7) changes in market liquidity which may reduce interest margins and impact funding sources, (8) increased competition in the Company's markets, (9) changes in the financial performance and/or condition of the Company's borrowers, (10) current and further deterioration in the housing and commercial real estate markets particularly in California, and (11) increases in Federal Deposit Insurance Corporation premiums due to market developments and regulatory changes. For a discussion of factors which could cause results to differ, please see the Company's reports on *Forms 10-K* and *10-Q* as filed with the Securities and Exchange Commission and the Company's press releases. Readers should not place undue reliance on the forward-looking statements, which reflect management's view only as of the date hereof. The Company undertakes no obligation to publicly revise these forward-looking statements to reflect subsequent events or circumstances.

| CONSOLIDATED INCOME STATEMENTS (in \$000's, unaudited) | For the Three Months Ended: | | | Percent Change From: | | For the Six Months Ended: | | |
|---|-----------------------------|-------------------|-------------------|----------------------|------------------|---------------------------|-------------------|-------------------|
| | June 30, 2009 | March 31, 2009 | June 30, 2008 | March 31, 2009 | June 30, 2008 | June 30, 2009 | June 30, 2008 | Percent Change |
| Interest Income | \$ 15,824 | \$ 16,033 | \$ 18,699 | -1% | -15% | \$ 31,857 | \$ 38,594 | -17% |
| Interest Expense | 4,135 | 4,881 | 5,731 | -15% | -28% | 9,016 | 12,522 | -28% |
| Net Interest Income | 11,689 | 11,152 | 12,968 | 5% | -10% | 22,841 | 26,072 | -12% |
| Provision for Loan Losses | 10,704 | 10,420 | 7,800 | 3% | 37% | 21,124 | 9,450 | 124% |
| Net Interest income after Provision for Loan Losses | 985 | 732 | 5,168 | 35% | -81% | 1,717 | 16,622 | -90% |
| Noninterest Income: | | | | | | | | |
| Servicing Income | 408 | 420 | 377 | -3% | 8% | 828 | 856 | -3% |
| Increase in Cash Surrender Value of Life Insurance | 415 | 412 | 418 | 1% | -1% | 827 | 816 | 1% |
| Service Charges and Other Fees on Deposit Accounts | 537 | 571 | 537 | -6% | 0% | 1,108 | 952 | 16% |
| Other | 241 | 220 | 460 | 10% | -48% | 461 | 682 | -32% |
| Total Noninterest Income | 1,601 | 1,623 | 1,792 | -1% | -11% | 3,224 | 3,306 | -2% |
| Noninterest Expense: | | | | | | | | |
| Salaries and Employee Benefits | 5,643 | 6,458 | 5,970 | -13% | -5% | 12,101 | 12,029 | 1% |
| Professional Fees | 1,229 | 913 | 980 | 35% | 25% | 2,142 | 1,644 | 30% |
| Regulatory Assessments | 1,220 | 739 | 196 | 65% | 522% | 1,959 | 388 | 405% |
| Occupancy and Equipment | 972 | 916 | 1,044 | 6% | -7% | 1,888 | 2,163 | -13% |
| Other | 3,016 | 2,336 | 2,808 | 29% | 7% | 5,352 | 5,354 | 0% |
| Total Noninterest Expense | 12,080 | 11,362 | 10,998 | 6% | 10% | 23,442 | 21,578 | 9% |
| Income (Loss) Before Income Taxes | (9,494) | (9,007) | (4,038) | 5% | 135% | (18,501) | (1,650) | 1021% |
| Income Tax Expense (Benefit) | (4,113) | (5,052) | (955) | -19% | 331% | (9,165) | (271) | 3282% |
| Net Income (Loss) | \$ (5,381) | \$ (3,955) | \$ (3,083) | 36% | 75% | \$ (9,336) | \$ (1,379) | 577% |
| Dividends and Discount Accretion on Preferred Stock | (591) | (585) | - | 1% | N/A | (1,176) | - | N/A |
| Net Income (Loss) Available to Common Shareholders | \$ (5,972) | \$ (4,540) | \$ (3,083) | 32% | 94% | \$ (10,512) | \$ (1,379) | 662% |

PER COMMON SHARE DATA
(unaudited)

| | | | | | | | | |
|---|------------|------------|------------|-----|-----|------------|------------|------|
| Basic Earnings (Loss) Per Share | \$ (0.51) | \$ (0.38) | \$ (0.26) | 34% | 96% | \$ (0.89) | \$ (0.11) | 709% |
| Diluted Earnings (Loss) Per Share | \$ (0.51) | \$ (0.38) | \$ (0.26) | 34% | 96% | \$ (0.89) | \$ (0.11) | 709% |
| Common Shares Outstanding at Period-End | 11,820,509 | 11,820,509 | 11,806,167 | 0% | 0% | 11,820,509 | 11,806,167 | 0% |
| Book Value Per Share | \$ 11.55 | \$ 12.04 | \$ 12.01 | -4% | -4% | \$ 11.55 | \$ 12.01 | -4% |
| Tangible Book Value Per Share | \$ 7.56 | \$ 8.04 | \$ 7.96 | -6% | -5% | \$ 7.56 | \$ 7.96 | -5% |

KEY FINANCIAL RATIOS
(unaudited)

| | | | | | | | | |
|--|---------|---------|---------|------|------|---------|--------|-------|
| Annualized Return on Average Equity | -11.90% | -8.65% | -8.34% | -38% | -43% | -10.27% | -1.81% | -467% |
| Annualized Return on Average Tangible Equity | -16.08% | -11.62% | -12.30% | -38% | -31% | -13.83% | -2.63% | -426% |
| Annualized Return on Average Assets | -1.48% | -1.08% | -0.85% | -37% | -74% | -1.28% | -0.20% | -540% |
| Annualized Return on Average Tangible Assets | -1.53% | -1.12% | -0.88% | -37% | -74% | -1.32% | -0.20% | -560% |
| Net Interest Margin | 3.55% | 3.35% | 4.00% | 6% | -11% | 3.45% | 4.15% | -17% |
| Efficiency Ratio | 90.90% | 88.94% | 74.51% | 2% | 22% | 89.94% | 73.45% | 22% |

AVERAGE BALANCES
(in \$000's, unaudited)

| | | | | | | | | |
|---|--------------|--------------|--------------|-----|-----|--------------|--------------|-----|
| Average Assets | \$ 1,457,162 | \$ 1,484,544 | \$ 1,456,396 | -2% | 0% | \$ 1,470,782 | \$ 1,415,295 | 4% |
| Average Tangible Assets | \$ 1,409,973 | \$ 1,437,195 | \$ 1,408,536 | -2% | 0% | \$ 1,423,513 | \$ 1,367,319 | 4% |
| Average Earning Assets | \$ 1,320,604 | \$ 1,351,921 | \$ 1,304,987 | -2% | 1% | \$ 1,336,162 | \$ 1,261,938 | 6% |
| Average Loans Held-for-Sale | \$ 225 | \$ - | \$ - | N/A | N/A | \$ 113 | \$ - | N/A |
| Average Total Loans | \$ 1,206,254 | \$ 1,236,361 | \$ 1,170,274 | -2% | 3% | \$ 1,221,216 | \$ 1,122,940 | 9% |
| Average Deposits | \$ 1,150,220 | \$ 1,163,552 | \$ 1,169,860 | -1% | -2% | \$ 1,156,848 | \$ 1,136,283 | 2% |
| Average Demand Deposits - Noninterest Bearing | \$ 255,011 | \$ 253,481 | \$ 260,361 | 1% | -2% | \$ 254,250 | \$ 254,767 | 0% |
| Average Interest Bearing Deposits | \$ 895,209 | \$ 910,071 | \$ 909,499 | -2% | -2% | \$ 902,598 | \$ 881,516 | 2% |
| Average Interest Bearing Liabilities | \$ 992,010 | \$ 1,016,395 | \$ 1,018,685 | -2% | -3% | \$ 1,004,134 | \$ 979,591 | 3% |
| Average Equity | \$ 181,396 | \$ 185,424 | \$ 148,660 | -2% | 22% | \$ 183,401 | \$ 153,544 | 19% |
| Average Tangible Equity | \$ 134,207 | \$ 138,075 | \$ 100,800 | -3% | 33% | \$ 136,132 | \$ 105,568 | 29% |

| CONSOLIDATED BALANCE SHEETS (in \$000's, unaudited) | End of Period: | | | Percent Change From: | |
|--|---------------------|---------------------|---------------------|----------------------|------------------|
| | June 30, 2009 | March 31, 2009 | June 30, 2008 | March 31, 2009 | June 30, 2008 |
| ASSETS | | | | | |
| Cash and Due from Banks | \$ 31,315 | \$ 30,720 | \$ 42,642 | 2% | -27% |
| Federal Funds Sold | 150 | 100 | 150 | 50% | 0% |
| Securities Available-for-Sale, at Fair Value | 101,837 | 97,340 | 116,594 | 5% | -13% |
| Loans Held-for-Sale | 20,506 | - | - | N/A | N/A |
| Loans: | | | | | |
| Commercial Loans | 457,981 | 500,616 | 509,887 | -9% | -10% |
| Real Estate-Mortgage | 412,430 | 406,182 | 403,526 | 2% | 2% |
| Real Estate-Land and Construction | 230,798 | 244,181 | 243,731 | -5% | -5% |
| Home Equity | 55,372 | 54,011 | 45,991 | 3% | 20% |
| Consumer Loans | 3,596 | 4,025 | 4,686 | -11% | -23% |
| Loans | 1,160,177 | 1,209,015 | 1,207,821 | -4% | -4% |
| Deferred Loan Costs, net | 1,489 | 1,556 | 1,301 | -4% | 14% |
| Total Loans, Net of Deferred Costs | 1,161,666 | 1,210,571 | 1,209,122 | -4% | -4% |
| Allowance for Loan Losses | (31,398) | (23,900) | (20,865) | 31% | 50% |
| Net Loans | 1,130,268 | 1,186,671 | 1,188,257 | -5% | -5% |
| Company Owned Life Insurance | 41,476 | 41,061 | 39,819 | 1% | 4% |
| Premises & Equipment, net | 9,312 | 9,383 | 9,052 | -1% | 3% |
| Goodwill | 43,181 | 43,181 | 43,181 | 0% | 0% |
| Intangible Assets | 3,910 | 4,071 | 4,584 | -4% | -15% |
| Accrued Interest Receivable and Other Assets | 55,069 | 48,216 | 42,708 | 14% | 29% |
| Total Assets | <u>\$ 1,437,024</u> | <u>\$ 1,460,743</u> | <u>\$ 1,486,987</u> | -2% | -3% |
| LIABILITIES & SHAREHOLDERS' EQUITY | | | | | |
| Liabilities: | | | | | |
| Deposits | | | | | |
| Demand Deposits-Noninterest Bearing | \$ 258,464 | \$ 254,823 | \$ 262,813 | 1% | -2% |
| Demand Deposits-Interest Bearing | 134,318 | 133,183 | 145,151 | 1% | -7% |
| Savings and Money Market | 331,444 | 358,848 | 435,754 | -8% | -24% |
| Time Deposits, Under \$100 | 43,772 | 46,078 | 33,911 | -5% | 29% |
| Time Deposits, \$100 and Over | 170,858 | 177,308 | 173,766 | -4% | -2% |
| Brokered Deposits | 224,691 | 195,763 | 108,623 | 15% | 107% |
| Total Deposits | 1,163,547 | 1,166,003 | 1,160,018 | 0% | 0% |
| Securities Sold under Agreement to Repurchase | 30,000 | 30,000 | 35,000 | 0% | -14% |
| Note payable | - | - | 12,000 | N/A | -100% |
| Other Short-term Borrowing | 15,000 | 32,000 | 86,000 | -53% | -83% |
| Notes Payable To Subsidiary Grantor Trusts | 23,702 | 23,702 | 23,702 | 0% | 0% |
| Accrued Interest Payable and Other Liabilities | 30,193 | 28,757 | 28,518 | 5% | 6% |
| Total Liabilities | 1,262,442 | 1,280,462 | 1,345,238 | -1% | -6% |
| Shareholders' Equity: | | | | | |
| Preferred Stock, net | 38,070 | 37,985 | - | 0% | N/A |
| Common Stock | 79,524 | 79,153 | 75,941 | 0% | 5% |
| Accumulated Other Comprehensive Income (Loss) | (68) | 115 | (930) | -159% | -93% |
| Retained Earnings | 57,056 | 63,028 | 66,738 | -9% | -15% |
| Total Shareholders' Equity | 174,582 | 180,281 | 141,749 | -3% | 23% |
| Total Liabilities & Shareholders' Equity | <u>\$ 1,437,024</u> | <u>\$ 1,460,743</u> | <u>\$ 1,486,987</u> | -2% | -3% |

| CREDIT QUALITY DATA (in \$000's, unaudited) | End of Period: | | | Percent Change From: | |
|--|------------------|-------------------|------------------|----------------------|------------------|
| | June 30, 2009 | March 31, 2009 | June 30, 2008 | March 31, 2009 | June 30, 2008 |
| Nonaccrual Loans | \$ 57,889 | \$ 54,291 | \$ 12,226 | 7% | 373% |
| Loans Over 90 Days Past Due and Still Accruing | 786 | 1,774 | 1,488 | -56% | -47% |
| Total Nonperforming Loans | 58,675 | 56,065 | 13,714 | 5% | 328% |
| Other Real Estate Owned | 3,062 | 802 | 580 | 282% | 428% |
| Total Nonperforming Assets | <u>\$ 61,737</u> | <u>\$ 56,867</u> | <u>\$ 14,294</u> | 9% | 332% |
| Net Charge-offs (Recoveries) | \$ 3,206 | \$ 11,527 | \$ 370 | -72% | 766% |
| Allowance for Loan Losses to Total Loans | 2.70% | 1.97% | 1.73% | 37% | 56% |
| Allowance for Loan Losses to Nonperforming Loans | 53.51% | 42.63% | 152.14% | 26% | -65% |
| Nonperforming Assets to Total Assets | 4.30% | 3.89% | 0.96% | 11% | 348% |
| Nonperforming Loans to Total Loans | 5.05% | 4.63% | 1.13% | 9% | 347% |
| OTHER PERIOD-END STATISTICS | | | | | |
| (unaudited) | | | | | |
| Shareholders' Equity / Total Assets | 12.15% | 12.34% | 9.53% | -2% | 27% |
| Loan to Deposit Ratio | 99.84% | 103.82% | 104.23% | -4% | -4% |
| Noninterest Bearing Deposits / Total Deposits | 22.21% | 21.85% | 22.66% | 2% | -2% |
| Leverage Ratio | 9.80% | 10.41% | 8.36% | -6% | 17% |

| | For the Three Months Ended June 30, 2009 | | | For the Three Months Ended June 30, 2008 | | |
|--|---|--------------------------------|---------------------------|---|--------------------------------|---------------------------|
| | Average Balance | Interest Income/ Expense | Average Yield/ Rate | Average Balance | Interest Income/ Expense | Average Yield/ Rate |
| NET INTEREST INCOME AND NET INTEREST MARGIN (in \$000's, unaudited) | | | | | | |
| Assets: | | | | | | |
| Loans, gross | \$ 1,206,479 | \$ 14,862 | 4.94% | \$ 1,170,274 | \$ 17,250 | 5.93% |
| Securities | 107,158 | 958 | 3.59% | 131,428 | 1,433 | 4.39% |
| Interest bearing deposits in other financial institutions | 6,828 | 4 | 0.23% | 470 | 2 | 1.71% |
| Federal funds sold | 139 | - | 0.00% | 2,815 | 14 | 2.00% |
| Total interest earning assets | 1,320,604 | 15,824 | 4.81% | 1,304,987 | 18,699 | 5.76% |
| Cash and due from banks | 23,090 | | | 35,476 | | |
| Premises and equipment, net | 9,380 | | | 9,144 | | |
| Goodwill and other intangible assets | 47,189 | | | 47,860 | | |
| Other assets | 56,899 | | | 58,929 | | |
| Total assets | <u>\$ 1,457,162</u> | | | <u>\$ 1,456,396</u> | | |
| Liabilities and shareholders' equity: | | | | | | |
| Deposits: | | | | | | |
| Demand, interest bearing | \$ 134,141 | 79 | 0.24% | \$ 155,130 | 367 | 0.95% |
| Savings and money market | 346,847 | 662 | 0.77% | 467,428 | 1,862 | 1.60% |
| Time deposits, under \$100 | 44,612 | 259 | 2.33% | 34,507 | 271 | 3.16% |
| Time deposits, \$100 and over | 169,954 | 718 | 1.69% | 174,534 | 1,363 | 3.14% |
| Brokered time deposits | 199,655 | 1,676 | 3.37% | 77,900 | 793 | 4.09% |
| Notes payable to subsidiary grantor trusts | 23,702 | 487 | 8.24% | 23,702 | 526 | 8.93% |
| Securities sold under agreement to repurchase | 30,000 | 227 | 3.03% | 35,890 | 255 | 2.86% |
| Note payable | - | - | N/A | 10,407 | 75 | 2.90% |
| Other short-term borrowings | 43,099 | 27 | 0.25% | 39,187 | 219 | 2.25% |
| Total interest bearing liabilities | 992,010 | 4,135 | 1.67% | 1,018,685 | 5,731 | 2.26% |
| Demand, noninterest bearing | 255,011 | | | 260,361 | | |
| Other liabilities | 28,745 | | | 28,690 | | |
| Total liabilities | 1,275,766 | | | 1,307,736 | | |
| Shareholders' equity | 181,396 | | | 148,660 | | |
| Total liabilities and shareholders' equity | <u>\$ 1,457,162</u> | | | <u>\$ 1,456,396</u> | | |
| Net interest income / margin | | <u>\$ 11,689</u> | 3.55% | | <u>\$ 12,968</u> | 4.00% |

| | For the Six Months Ended June 30, 2009 | | | For the Six Months Ended June 30, 2008 | | |
|--|---|--------------------------------|---------------------------|---|--------------------------------|---------------------------|
| | Average Balance | Interest Income/ Expense | Average Yield/ Rate | Average Balance | Interest Income/ Expense | Average Yield/ Rate |
| NET INTEREST INCOME AND NET INTEREST MARGIN (in \$000's, unaudited) | | | | | | |
| Assets: | | | | | | |
| Loans, gross | \$ 1,221,329 | \$ 29,892 | 4.94% | \$ 1,122,940 | \$ 35,605 | 6.38% |
| Securities | 108,655 | 1,957 | 3.63% | 134,619 | 2,934 | 4.38% |
| Interest bearing deposits in other financial institutions | 6,021 | 8 | 0.27% | 768 | 9 | 2.36% |
| Federal funds sold | 157 | - | 0.00% | 3,611 | 46 | 2.56% |
| Total interest earning assets | 1,336,162 | 31,857 | 4.81% | 1,261,938 | 38,594 | 6.15% |
| Cash and due from banks | 23,786 | | | 37,017 | | |
| Premises and equipment, net | 9,424 | | | 9,208 | | |
| Goodwill and other intangible assets | 47,269 | | | 47,976 | | |
| Other assets | 54,141 | | | 59,156 | | |
| Total assets | <u>\$ 1,470,782</u> | | | <u>\$ 1,415,295</u> | | |
| Liabilities and shareholders' equity: | | | | | | |
| Deposits: | | | | | | |
| Demand, interest bearing | \$ 135,223 | 178 | 0.27% | \$ 151,800 | 968 | 1.28% |
| Savings and money market | 346,851 | 1,454 | 0.85% | 472,009 | 4,751 | 2.02% |
| Time deposits, under \$100 | 45,356 | 555 | 2.47% | 34,566 | 591 | 3.44% |
| Time deposits, \$100 and over | 173,377 | 1,592 | 1.85% | 160,633 | 2,753 | 3.45% |
| Brokered time deposits | 201,791 | 3,645 | 3.64% | 62,508 | 1,311 | 4.22% |
| Notes payable to subsidiary grantor trusts | 23,702 | 987 | 8.40% | 23,702 | 1,083 | 9.19% |
| Securities sold under agreement to repurchase | 31,354 | 469 | 3.02% | 29,027 | 410 | 2.84% |
| Note payable | 5,110 | 82 | 3.24% | 5,780 | 84 | 2.92% |
| Other short-term borrowings | 41,370 | 54 | 0.26% | 39,566 | 571 | 2.90% |
| Total interest bearing liabilities | 1,004,134 | 9,016 | 1.81% | 979,591 | 12,522 | 2.57% |
| Demand, noninterest bearing | 254,250 | | | 254,767 | | |
| Other liabilities | 28,997 | | | 27,393 | | |
| Total liabilities | 1,287,381 | | | 1,261,751 | | |
| Shareholders' equity | 183,401 | | | 153,544 | | |
| Total liabilities and shareholders' equity | <u>\$ 1,470,782</u> | | | <u>\$ 1,415,295</u> | | |
| Net interest income / margin | | <u>\$ 22,841</u> | 3.45% | | <u>\$ 26,072</u> | 4.15% |