



DIVISION OF  
CORPORATION FINANCE

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

Mail Stop 4561

January 29, 2009

Mr. Lawrence Ward  
President and Chief Executive Officer  
Heritage Oaks Bancorp  
545 12th Street  
Paso Robles, CA 93446

**Re: Heritage Oaks Bancorp  
Preliminary Proxy Statement on Schedule 14A  
Filed January 16, 2009  
File No. 000-35020**

Dear Mr. Ward:

We have completed our legal review of your Preliminary Proxy Statement on Schedule 14A and related filings and have no further comments at this time.

Sincerely,

Eric Envall  
Staff Attorney