PLUMAS BANCORP
Form 10-Q
August 05, 2015
**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 10-Q**

**(Mark One)**

**QUARTERLY REPORT UNDER SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934**
**FOR THE QUARTERLY PERIOD ENDED JUNE 30, 2015**

**TRANSITION REPORT UNDER SECTION 13 OR 15 (D) OF THE SECURITIES EXCHANGE ACT OF 1934**
**FOR THE TRANSITION PERIOD FROM _________ TO __________**

**COMMISSION FILE NUMBER: 000-49883**

**PLUMAS BANCORP**

(Exact Name of Registrant as Specified in Its Charter)

| | |
|---|---|
| **California** | **75-2987096** |
| (State or Other Jurisdiction of Incorporation or Organization) | (I.R.S. Employer Identification No.) |
| **35 S. Lindan Avenue, Quincy, California** | **95971** |
| (Address of Principal Executive Offices) | (Zip Code) |

Registrant's Telephone Number, Including Area Code **(530) 283-7305**

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 whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark 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.

| | |
|---|---|
| Large Accelerated Filer | Accelerated Filer |
| Non-Accelerated Filer | 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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of August 3, 2015.
4,821,432 shares

**PART I – FINANCIAL INFORMATION**

**ITEM 1. FINANCIAL STATEMENTS**

**PLUMAS BANCORP**

**CONDENSED CONSOLIDATED BALANCE SHEETS**

**(Unaudited)**

(In thousands, except share data)

| | June 30, 2015 | December 31, 2014 |
|---|---|---|
| **Assets** | | |
| Cash and cash equivalents | $41,333 | $45,574 |
| Investment securities available for sale | 90,024 | 90,320 |
| Loans, less allowance for loan losses of $5,780 at June 30, 2015 and $5,451 at December 31, 2014 | 388,786 | 366,787 |
| Premises and equipment, net | 12,296 | 11,642 |
| Bank owned life insurance | 12,016 | 11,845 |
| Real estate acquired through foreclosure | 2,970 | 3,590 |
| Accrued interest receivable and other assets | 10,162 | 9,104 |
| Total assets | $557,587 | $538,862 |
| **Liabilities and Shareholders' Equity** | | |
| Deposits: | | |
| Non-interest bearing | $190,932 | $180,649 |
| Interest bearing | 302,436 | 287,242 |
| Total deposits | 493,368 | 467,891 |
| Repurchase agreements | 3,915 | 9,626 |
| Note payable | 5,000 | 1,000 |
| Subordinated debenture | - | 7,454 |
| Accrued interest payable and other liabilities | 5,973 | 6,084 |
| Junior subordinated deferrable interest debentures | 10,310 | 10,310 |
| Total liabilities | 518,566 | 502,365 |
| Commitments and contingencies (Note 5) | | |
| Shareholders' equity: | | |
| Common stock, no par value; 22,500,000 shares authorized; issued and outstanding – 4,821,432 shares at June 30, 2015 and 4,799,139 at December 31, 2014 | 6,389 | 6,312 |
| Retained earnings | 32,815 | 30,245 |

| | | |
|---|---|---|
| Accumulated other comprehensive loss, net | (183 ) | (60 ) |
| Total shareholders' equity | 39,021 | 36,497 |
| Total liabilities and shareholders' equity | $ 557,587 | $ 538,862 |

See notes to unaudited condensed consolidated financial statements.

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**PLUMAS BANCORP**

**CONDENSED CONSOLIDATED STATEMENTS OF INCOME**

**(Unaudited)**

(In thousands, except per share data)

| | **For the Three Months Ended June 30,** | | **For the Six Months Ended June 30,** | |
|---|---|---|---|---|
| | **2015** | **2014** | **2015** | **2014** |
| **Interest Income:** | | | | |
| Interest and fees on loans | $5,148 | $4,758 | $10,090 | $9,366 |
| Interest on investment securities | 418 | 381 | 816 | 755 |
| Other | 28 | 26 | 64 | 55 |
| Total interest income | 5,594 | 5,165 | 10,970 | 10,176 |
| **Interest Expense:** | | | | |
| Interest on deposits | 125 | 131 | 249 | 264 |
| Interest on note payable | 44 | 31 | 55 | 63 |
| Interest on subordinated debenture | 32 | 189 | 219 | 377 |
| Interest on junior subordinated deferrable interest debentures | 75 | 75 | 150 | 149 |
| Other | 1 | 1 | 3 | 3 |
| Total interest expense | 277 | 427 | 676 | 856 |
| Net interest income before provision for loan losses | 5,317 | 4,738 | 10,294 | 9,320 |
| **Provision for Loan Losses** | 300 | 300 | 600 | 450 |
| Net interest income after provision for loan losses | 5,017 | 4,438 | 9,694 | 8,870 |
| **Non-Interest Income:** | | | | |
| Service charges | 1,006 | 1,064 | 1,945 | 2,058 |
| Gain on sale of loans | 317 | 444 | 974 | 776 |
| Gain on sale of investments | - | - | 30 | - |
| Other | 499 | 385 | 918 | 748 |
| Total non-interest income | 1,822 | 1,893 | 3,867 | 3,582 |
| **Non-Interest Expenses:** | | | | |
| Salaries and employee benefits | 2,426 | 2,393 | 5,144 | 4,762 |
| Occupancy and equipment | 680 | 757 | 1,380 | 1,536 |
| Other | 1,523 | 1,314 | 2,811 | 2,727 |
| Total non-interest expenses | 4,629 | 4,464 | 9,335 | 9,025 |
| Income before provision for income taxes | 2,210 | 1,867 | 4,226 | 3,427 |
| **Provision for Income Taxes** | 855 | 742 | 1,656 | 1,360 |
| Net income | $1,355 | $1,125 | $2,570 | $2,067 |
| Basic earnings per share | $0.28 | $0.23 | $0.53 | $0.43 |
| Diluted earnings per share | $0.27 | $0.23 | $0.51 | $0.42 |

See notes to unaudited condensed consolidated financial statements.

**PLUMAS BANCORP**

**CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

**(Unaudited)**

(In thousands)

| | For the Three Months Ended June 30, | | For the Six Months Ended June 30, | |
|---|---|---|---|---|
| | 2015 | 2014 | 2015 | 2014 |
| Net income | $1,355 | $1,125 | $2,570 | $2,067 |
| Other comprehensive (loss) income : | | | | |
| Change in net unrealized gain | (832) | 984 | (179) | 1,522 |
| Less: reclassification adjustments for net gains included in net income | - | - | (30) | - |
| Net unrealized holding gains (losses) | (832) | 984 | (209) | 1,522 |
| Related tax effect: | | | | |
| Change in net unrealized gain | 343 | (406) | 74 | (628) |
| Reclassification of net gains included in net income | - | - | 12 | - |
| Income tax effect | 343 | (406) | 86 | (628) |
| Other comprehensive (loss) income | (489) | 578 | (123) | 894 |
| Total comprehensive income | $866 | $1,703 | $2,447 | $2,961 |

See notes to unaudited condensed consolidated financial statements.

**PLUMAS BANCORP**

**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**

**(Unaudited)**

(In thousands)

| | For the Six Months Ended June 30, | |
|---|---|---|
| | **2015** | **2014** |
| **Cash Flows from Operating Activities:** | | |
| Net income | $2,570 | $2,067 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Provision for loan losses | 600 | 450 |
| Change in deferred loan origination costs/fees, net | (279) | (399) |
| Depreciation and amortization | 618 | 649 |
| Stock-based compensation expense | 41 | 33 |
| Gain on sale of Investments | (30) | - |
| Amortization of investment security premiums | 248 | 249 |
| Gain on sale of OREO and other vehicles | (42) | (123) |
| Gain on sale of loans held for sale | (974) | (776) |
| Loans originated for sale | (16,530) | (9,075) |
| Proceeds from loan sales | 13,971 | 11,769 |
| Provision from change in OREO valuation | 43 | 135 |
| Earnings on bank-owned life insurance | (170) | (172) |
| Increase in accrued interest receivable and other assets | (290) | (149) |
| (Decrease) increase in accrued interest payable and other liabilities | (111) | 175 |
| Net cash (used in) provided by operating activities | (335) | 4,833 |
| | | |
| **Cash Flows from Investing Activities:** | | |
| Proceeds from matured and called available-for-sale investment securities | 1,000 | 16,044 |
| Proceeds from principal repayments from available-for-sale government-sponsored mortgage-backed securities | 5,780 | 4,576 |
| Purchases of available-for-sale securities | (13,994) | (19,767) |
| Proceeds from sale of available-for-sale securities | 6,669 | - |
| Net increase in loans | (19,427) | (20,756) |
| Proceeds from sale of OREO | 834 | 2,805 |
| Proceeds from sale of other vehicles | 128 | 160 |
| Purchase of premises and equipment | (1,202) | (81) |
| Net cash used in investing activities | (20,212) | (17,019) |

Continued on next page.

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**PLUMAS BANCORP**

**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**

**(Unaudited)**

(In thousands)

(Continued)

| | For the Six Months Ended June 30, | |
|---|---|---|
| | **2015** | **2014** |
| **Cash Flows from Financing Activities:** | | |
| Net increase in demand, interest bearing and savings deposits | $28,915 | $10,638 |
| Net decrease in time deposits | (3,438 ) | (3,361 ) |
| Net decrease in securities sold under agreements to repurchase | (5,711 ) | (5,038 ) |
| Borrowing on note payable | 4,000 | - |
| Redemption of subordinated debenture | (7,500 ) | - |
| Proceeds from exercise of stock options | 40 | 22 |
| Net cash provided by financing activities | 16,306 | 2,261 |
| Decrease in cash and cash equivalents | (4,241 ) | (9,925 ) |
| **Cash and Cash Equivalents at Beginning of Year** | 45,574 | 49,917 |
| **Cash and Cash Equivalents at End of Period** | $41,333 | $39,992 |
| | | |
| **Supplemental Disclosure of Cash Flow Information:** | | |
| Cash paid during the period for: | | |
| Interest expense | $596 | $772 |
| Income taxes | $2,295 | $1,200 |
| | | |
| **Non-Cash Investing Activities:** | | |
| Real estate and vehicles acquired through foreclosure | $412 | $432 |
| | | |
| **Non-Cash Financing Activities:** | | |
| Common stock retired in connection with the exercise of stock options | $32 | $- |

See notes to unaudited condensed consolidated financial statements.

**PLUMAS BANCORP**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**(Unaudited)**

## 1. GENERAL

During 2002, Plumas Bancorp (the "Company") was incorporated as a bank holding company for the purpose of acquiring Plumas Bank (the "Bank") in a one bank holding company reorganization. This corporate structure gives the Company and the Bank greater flexibility in terms of operation, expansion and diversification. The Company formed Plumas Statutory Trust I ("Trust I") for the sole purpose of issuing trust preferred securities on September 26, 2002. The Company formed Plumas Statutory Trust II ("Trust II") for the sole purpose of issuing trust preferred securities on September 28, 2005.

The Bank operates eleven branches in California, including branches in Alturas, Chester, Fall River Mills, Greenville, Kings Beach, Portola, Quincy, Redding, Susanville, Tahoe City, and Truckee. The Bank's administrative headquarters is in Quincy, California. In addition, the Bank operates a loan administrative and lending office in Reno, Nevada, lending offices specializing in government-guaranteed lending in Auburn, California and Beaverton, Oregon and a commercial/agricultural lending office in Chico, California. The Bank's primary source of revenue is generated from providing loans to customers who are predominately small and middle market businesses and individuals residing in the surrounding areas.

## 2. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

The condensed consolidated financial statements include the accounts of the Company and the accounts of its wholly-owned subsidiary, Plumas Bank. Plumas Statutory Trust I and Plumas Statutory Trust II are not consolidated into the Company's consolidated financial statements and, accordingly, are accounted for under the equity method. In the opinion of management, the unaudited condensed consolidated financial statements contain all adjustments (consisting of only normal recurring adjustments) necessary to present fairly the Company's financial position at June 30, 2015 and the results of its operations and its cash flows for the three-month and six-month periods ended June 30, 2015 and 2014. Our condensed consolidated balance sheet at December 31, 2014 is derived from audited financial statements. Certain reclassifications have been made to prior period's balances to conform to classifications used in 2015.

The unaudited condensed consolidated financial statements of the Company have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission (“SEC”) for interim reporting on Form 10-Q. Accordingly, certain disclosures normally presented in the notes to the annual consolidated financial statements prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) have been omitted. The Company believes that the disclosures are adequate to make the information not misleading. These interim financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in the Company's 2014 Annual Report to Shareholders on Form 10-K. The results of operations for the three-month and six-month periods ended June 30, 2015 may not necessarily be indicative of future operating results. In preparing such financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of the balance sheet and revenues and expenses for the periods reported. Actual results could differ significantly from those estimates.

Management has determined that because all of the commercial banking products and services offered by the Company are available in each branch of the Bank, all branches are located within the same economic environment and management does not allocate resources based on the performance of different lending or transaction activities, it is appropriate to aggregate the Bank branches and report them as a single operating segment. No single customer accounts for more than 10% of the revenues of the Company or the Bank.

## 3. INVESTMENT SECURITIES AVAILABLE FOR SALE

The amortized cost and estimated fair value of investment securities at June 30, 2015 and December 31, 2014 consisted of the following, in thousands:

| Available-for-Sale | June 30, 2015 | | | |
|---|---|---|---|---|
| | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | Estimated Fair Value |
| Debt securities: | | | | |
| U.S. Government-sponsored agencies | $6,086 | $ 34 | $ (5 ) | $ 6,115 |
| U.S. Government-sponsored agencies collateralized by mortgage obligations-residential | 68,363 | 151 | (537 ) | 67,977 |
| Obligations of states and political subdivisions | 15,886 | 127 | (81 ) | 15,932 |
| | $90,335 | $ 312 | $ (623 ) | $ 90,024 |

Net unrealized loss on available-for-sale investment securities totaling $311,000 were recorded, net of $128,000 in tax expense, as accumulated other comprehensive income within shareholders' equity at June 30, 2015. During the six months ended June 30, 2015 the Company sold eight available-for-sale investment securities for total proceeds of $6,669,000 recording a $30,000 gain on sale. The Company realized a gain on sale from five of these securities totaling $37,000 and a loss on sale on three securities of $7,000. No securities were sold during the three months ended June 30, 2015.

| Available-for-Sale | December 31, 2014 | | | |
|---|---|---|---|---|
| | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | Estimated Fair Value |
| Debt securities: | | | | |
| U.S. Government-sponsored agencies | $7,003 | $ 19 | $ (20 ) | $ 7,002 |
| U.S. Government-sponsored agencies collateralized by mortgage obligations-residential | 70,610 | 192 | (522 ) | 70,280 |
| Obligations of states and political subdivisions | 12,307 | 234 | (9 ) | 12,532 |
| Corporate debt | 502 | 4 | - | 506 |
| | $90,422 | $ 449 | $ (551 ) | $ 90,320 |

Net unrealized loss on available-for-sale investment securities totaling $102,000 were recorded, net of $42,000 in tax benefits, as accumulated other comprehensive income within shareholders' equity at December 31, 2014. No securities were sold during the six months ended June 30, 2014.

There were no transfers of available-for-sale investment securities during the six months ended June 30, 2015 and twelve months ended December 31, 2014. There were no securities classified as held-to-maturity at June 30, 2015 or December 31, 2014.

Investment securities with unrealized losses at June 30, 2015 and December 31, 2014 are summarized and classified according to the duration of the loss period as follows, in thousands:

June 30, 2015

| | Less than 12 Months | | 12 Months or More | | Total | |
|---|---|---|---|---|---|---|
| | Fair Value | Unrealized Losses | Fair Value | Unrealized Losses | Fair Value | Unrealized Losses |
| Debt securities: | | | | | | |
| U.S. Government- sponsored agencies | $993 | $ 5 | | | $993 | $ 5 |
| U.S. Government agencies collateralized by mortgage obligations-residential | 23,169 | 188 | $14,278 | $ 349 | 37,447 | 537 |
| Obligations of states and political subdivisions | 6,527 | 81 | - | - | 6,527 | 81 |
| | $30,689 | $ 274 | $14,278 | $ 349 | $44,967 | $ 623 |

December 31, 2014

| | Less than 12 Months | | 12 Months or More | | Total | |
|---|---|---|---|---|---|---|
| | Fair Value | Unrealized Losses | Fair Value | Unrealized Losses | Fair Value | Unrealized Losses |
| Debt securities: | | | | | | |
| U.S. Government- sponsored agencies | $994 | $ 6 | $2,985 | $ 14 | $3,979 | $ 20 |
| U.S. Government agencies collateralized by mortgage obligations-residential | 4,504 | 17 | 28,643 | 505 | 33,147 | 522 |
| Obligations of states and political subdivisions | 2,014 | 9 | - | - | 2,014 | 9 |
| | $7,512 | $ 32 | $31,628 | $ 519 | $39,140 | $ 551 |

At June 30, 2015, the Company held 129 securities of which 59 were in a loss position. Of the securities in a loss position, 44 were in a loss position for less than twelve months. Of the 59 securities 1 is a U.S. Government-sponsored agency, 34 are U.S. Government-sponsored agencies collateralized by residential mortgage obligations and 24 were obligations of states and political subdivisions. The unrealized losses relate principally to market rate conditions. All of the securities continue to pay as scheduled. When analyzing an issuer’s financial condition, management considers the length of time and extent to which the market value has been less than cost; the historical and implied volatility of the security; the financial condition of the issuer of the security; and the Company’s intent and ability to hold the security to recovery. As of June 30, 2015, management does not have the intent to sell these securities nor does it believe it is more likely than not that it will be required to sell these securities before the recovery of its amortized cost basis. Based on the Company’s evaluation of the above and other relevant factors, the Company does not believe the securities that are in an unrealized loss position as of June 30, 2015 are other than temporarily impaired.

The amortized cost and estimated fair value of investment securities at June 30, 2015 by contractual maturity are shown below, in thousands.

| | Amortized Cost | Estimated Fair Value |
|---|---|---|
| Within one year | $ - | $ - |
| After one year through five years | 6,086 | 6,115 |
| After five years through ten years | 12,164 | 12,226 |
| After ten years | 3,722 | 3,706 |
| Investment securities not due at a single maturity date: | | |
| Government-sponsored mortgage-backed securities | 68,363 | 67,977 |
| | $ 90,335 | $ 90,024 |

Expected maturities will differ from contractual maturities because the issuers of the securities may have the right to call or prepay obligations with or without call or prepayment penalties. Investment securities with amortized costs totaling $57,518,000 and $57,793,000 and estimated fair values totaling $57,368,000 and $57,636,000 at June 30, 2015 and December 31, 2014, respectively, were pledged to secure deposits and repurchase agreements.

**4. LOANS AND THE ALLOWANCE FOR LOAN LOSSES**

Outstanding loans are summarized below, in thousands:

| | June 30, 2015 | December 31, 2014 |
|---|---|---|
| Commercial | $36,458 | $31,465 |
| Agricultural | 38,542 | 35,355 |
| Real estate - residential | 27,346 | 29,284 |
| Real estate – commercial | 174,258 | 163,306 |
| Real estate – construction and land development | 26,594 | 24,572 |
| Equity lines of credit | 38,634 | 38,972 |
| Auto | 47,425 | 44,618 |
| Other | 3,315 | 2,818 |
| | 392,572 | 370,390 |
| Deferred loan costs, net | 1,994 | 1,848 |
| Allowance for loan losses | (5,780) | (5,451) |
| | $388,786 | $366,787 |

Changes in the allowance for loan losses, in thousands, were as follows:

| | June 30, 2015 | December 31, 2014 |
|---|---|---|
| Balance, beginning of year | $5,451 | $ 5,517 |
| Provision charged to operations | 600 | 1,100 |
| Losses charged to allowance | (450) | (1,913) |
| Recoveries | 179 | 747 |
| Balance, end of year | $5,780 | $ 5,451 |

The recorded investment in impaired loans totaled $7,036,000 and $8,582,000 at June 30, 2015 and December 31, 2014, respectively. The Company had specific allowances for loan losses of $551,000 on impaired loans of $2,295,000 at June 30, 2015 as compared to specific allowances for loan losses of $564,000 on impaired loans of $2,401,000 at December 31, 2014. The balance of impaired loans in which no specific reserves were required totaled $4,741,000 and $6,181,000 at June 30, 2015 and December 31, 2014, respectively. The average recorded investment in impaired loans for the six months ended June 30, 2015 and June 30, 2014 was $7,096,000 and $8,982,000, respectively. The Company recognized $60,000 and $64,000 in interest income on impaired loans during the six months ended June 30, 2015 and 2014, respectively. No interest was recognized on impaired loans accounted for on a cash basis during the six months ended June 30, 2015 and 2014, respectively.

Included in impaired loans are troubled debt restructurings. A troubled debt restructuring is a formal restructure of a loan where the Company for economic or legal reasons related to the borrower's financial difficulties, grants a concession to the borrower. The concessions may be granted in various forms to include one or a combination of the following: a reduction of the stated interest rate of the loan; an extension of the maturity date at a stated rate of interest lower than the current market rate for new debt with similar risk; or a permanent reduction of the recorded investment in the loan.

In order to determine whether a borrower is experiencing financial difficulty, an evaluation is performed of the probability that the borrower will be in payment default on any of its debt in the foreseeable future without the modification. This evaluation is performed under the Company's internal underwriting policy.

The carrying value of troubled debt restructurings at June 30, 2015 and December 31, 2014 was $4,817,000 and $5,738,000, respectively. The Company has allocated $276,000 and $319,000 of specific reserves on loans to customers whose loan terms have been modified in troubled debt restructurings as of June 30, 2015 and December 31, 2014, respectively. The Company has not committed to lend additional amounts on loans classified as troubled debt restructurings at June 30, 2015 and December 31, 2014.

There were no troubled debt restructurings that occurred during the six months ended June 30, 2015 and 2014, respectively.

There were no troubled debt restructurings for which there was a payment default within twelve months following the modification during the six months ended June 30, 2015 and 2014, respectively.

At June 30, 2015 and December 31, 2014, nonaccrual loans totaled $5,078,000 and $6,625,000, respectively. Interest foregone on nonaccrual loans totaled $220,000 and $204,000 for the six months ended June 30, 2015 and 2014, respectively. Interest foregone on nonaccrual loans totaled $102,000 and $103,000 for the three months ended June 30, 2015 and 2014, respectively. No loans were past due 90 days or more and on accrual status at June 30, 2015 and December 31, 2014.

The Company assigns a risk rating to all loans, with the exception of automobile and other loans and periodically, but not less than annually, performs detailed reviews of all such loans over $100,000 to identify credit risks and to assess the overall collectability of the portfolio. These risk ratings are also subject to examination by independent specialists engaged by the Company and the Company’s regulators. During these internal reviews, management monitors and analyzes the financial condition of borrowers and guarantors, trends in the industries in which borrowers operate and the fair values of collateral securing these loans. These credit quality indicators are used to assign a risk rating to each individual loan.

The risk ratings can be grouped into five major categories, defined as follows:

***Pass*** – A pass loan is a strong credit with no existing or known potential weaknesses deserving of management's close attention.

***Watch*** – A Watch loan has potential weaknesses that deserve management's close attention. If left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects for the loan or in the Company’s credit position at some future date. Watch loans are not adversely classified and do not expose the Company to sufficient risk to warrant adverse classification.

***Substandard*** – A substandard loan is not adequately protected by the current sound worth and paying capacity of the borrower or the value of the collateral pledged, if any. Loans classified as substandard have a well-defined weakness or weaknesses that jeopardize the liquidation of the debt. Well defined weaknesses include a project’s lack of marketability, inadequate cash flow or collateral support, failure to complete construction on time or the project's failure to fulfill economic expectations. They are characterized by the distinct possibility that the Company will sustain some loss if the deficiencies are not corrected.

***Doubtful*** – Loans classified doubtful have all the weaknesses inherent in those classified as substandard with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently known facts, conditions and values, highly questionable and improbable.

***Loss*** – Loans classified as loss are considered uncollectible and charged off immediately.

Other real estate owned totaled $2,970,000 and $3,590,000 at June 30, 2015 and December 31, 2014, respectively. Of these amount $117,000 at June 30, 2015 and $146,000 at December 31, 2014 represent foreclosed residential real estate property. The recorded investment of consumer mortgage loans secured by residential real estate properties for which formal foreclosure proceedings are in process totaled $99,000 at June 30, 2015 and $0 at December 31, 2014.

The following table shows the loan portfolio allocated by management's internal risk ratings at the dates indicated, in thousands:

**June 30, 2015** **Commercial Credit Exposure**
**Credit Risk Profile by Internally Assigned Grade**

| | Commercial | Agricultural | Real Estate-Residential | Real Estate-Commercial | Real Estate-Construction | Equity LOC | Total |
|---|---|---|---|---|---|---|---|
| Grade: | | | | | | | |
| Pass | $35,199 | $ 37,805 | $ 26,830 | $ 168,886 | $ 25,020 | $38,175 | $331,915 |
| Watch | 496 | 354 | 83 | 1,278 | 665 | 146 | 3,022 |
| Substandard | 763 | 383 | 433 | 4,094 | 909 | 313 | 6,895 |
| Doubtful | - | - | - | - | - | - | - |
| Total | $36,458 | $ 38,542 | $ 27,346 | $ 174,258 | $ 26,594 | $38,634 | $341,832 |

**December 31, 2014** **Commercial Credit Exposure**

**Credit Risk Profile by Internally Assigned Grade**

| | Commercial | Agricultural | Real Estate-Residential | Real Estate-Commercial | Real Estate-Construction | Equity LOC | Total |
|---|---|---|---|---|---|---|---|
| Grade: | | | | | | | |
| Pass | $30,176 | $ 34,609 | $ 28,048 | $ 156,329 | $ 22,924 | $38,373 | $310,459 |
| Watch | 789 | 355 | 233 | 2,297 | 537 | 146 | 4,357 |
| Substandard | 500 | 391 | 1,003 | 4,680 | 1,111 | 453 | 8,138 |
| Doubtful | - | - | - | - | - | - | - |
| Total | $31,465 | $ 35,355 | $ 29,284 | $ 163,306 | $ 24,572 | $38,972 | $322,954 |

| | **Consumer Credit Exposure Credit Risk Profile Based on Payment Activity June 30, 2015** | | | **Consumer Credit Exposure Credit Risk Profile Based on Payment Activity December 31, 2014** | | |
|---|---|---|---|---|---|---|
| | Auto | Other | Total | Auto | Other | Total |
| Grade: | | | | | | |
| Performing | $47,351 | $3,310 | $50,661 | $44,523 | $2,805 | $47,328 |
| Non-performing | 74 | 5 | 79 | 95 | 13 | 108 |
| Total | $47,425 | $3,315 | $50,740 | $44,618 | $2,818 | $47,436 |

The following tables show the allocation of the allowance for loan losses at the dates indicated, in thousands:

| | Commercial | Agricultural | Real Estate- Residential | Real Estate- Commercial | Real Estate- Construction | Equity LOC | Auto | Other | Total |
|---|---|---|---|---|---|---|---|---|---|
| **Six months ended June 30, 2015:** | | | | | | | | | |
| Allowance for Loan Losses | | | | | | | | | |
| Beginning balance | $ 574 | $ 225 | $ 379 | $ 1,701 | $ 1,227 | $ 691 | $ 581 | $ 73 | $ 5,451 |
| Charge-offs | (54 ) | (3 ) | (53 ) | - | (55 ) | (59 ) | (204 ) | (22 ) | (450 ) |
| Recoveries | 90 | - | 4 | - | - | 3 | 55 | 27 | 179 |
| Provision | 18 | 20 | 69 | 439 | (141 ) | (101 ) | 285 | 11 | 600 |
| Ending balance | $ 628 | $ 242 | $ 399 | $ 2,140 | $ 1,031 | $ 534 | $ 717 | $ 89 | $ 5,780 |
| **Three months ended June 30, 2015:** | | | | | | | | | |
| Allowance for Loan Losses | | | | | | | | | |
| Beginning balance | $ 582 | $ 222 | $ 419 | $ 1,963 | $ 1,228 | $ 587 | $ 627 | $ 94 | $ 5,722 |
| Charge-offs | (14 ) | (3 ) | (48 ) | - | (54 ) | (51 ) | (93 ) | (12 ) | (275 ) |
| Recoveries | 9 | - | 2 | - | - | 1 | 12 | 9 | 33 |
| Provision | 51 | 23 | 26 | 177 | (143 ) | (3 ) | 171 | (2 ) | 300 |
| Ending balance | $ 628 | $ 242 | $ 399 | $ 2,140 | $ 1,031 | $ 534 | $ 717 | $ 89 | $ 5,780 |
| **Six months ended June 30, 2014:** | | | | | | | | | |
| Allowance for Loan Losses | | | | | | | | | |
| Beginning balance | $ 785 | $ 164 | $ 638 | $ 1,774 | $ 944 | $ 613 | $ 449 | $ 150 | $ 5,517 |
| Charge-offs | (93 ) | - | (145 ) | (679 ) | - | (142 ) | (105 ) | (57 ) | (1,221 ) |
| Recoveries | 27 | - | 27 | 1 | 491 | 13 | 21 | 32 | 612 |
| Provision | (16 ) | 47 | (97 ) | 590 | (295 ) | 119 | 101 | 1 | 450 |
| Ending balance | $ 703 | $ 211 | $ 423 | $ 1,686 | $ 1,140 | $ 603 | $ 466 | $ 126 | $ 5,358 |
| **Three months ended June 30, 2014:** | | | | | | | | | |
| Allowance for Loan Losses | | | | | | | | | |
| Beginning balance | $ 542 | $ 177 | $ 604 | $ 1,962 | $ 1,166 | $ 711 | $ 429 | $ 124 | $ 5,715 |
| Charge-offs | (7 ) | - | (145 ) | (679 ) | - | (131 ) | (34 ) | (30 ) | (1,026 ) |
| Recoveries | 14 | - | 8 | - | 329 | 1 | 9 | 8 | 369 |
| Provision | 154 | 34 | (44 ) | 403 | (355 ) | 22 | 62 | 24 | 300 |

| | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| Ending balance | $ 703 | $ 211 | $ 423 | $ 1,686 | $ 1,140 | $ 603 | $ 466 | $ 126 | $ 5,358 |
| **June 30, 2015:** | | | | | | | | | |
| Allowance for Loan Losses | | | | | | | | | |
| Ending balance: individually evaluated for impairment | $ 32 | $ - | $ 56 | $ 204 | $ 220 | $ 34 | $ - | $ 5 | $ 551 |
| Ending balance: collectively evaluated for impairment | $ 596 | $ 242 | $ 343 | $ 1,936 | $ 811 | $ 500 | $ 717 | $ 84 | $ 5,229 |
| Loans | | | | | | | | | |
| Ending balance | $ 36,458 | $ 38,542 | $ 27,346 | $ 174,258 | $ 26,594 | $ 38,634 | $ 47,425 | $ 3,315 | $ 392,572 |
| Ending balance: individually evaluated for impairment | $ 92 | $ 594 | $ 1,657 | $ 3,288 | $ 1,048 | $ 278 | $ 74 | $ 5 | $ 7,036 |
| Ending balance: collectively evaluated for impairment | $ 36,366 | $ 37,948 | $ 25,689 | $ 170,970 | $ 25,546 | $ 38,356 | $ 47,351 | $ 3,310 | $ 385,536 |

| **December 31, 2014** | Commercial | Agricultural | Real Estate- Residential | Real Estate- Commercial | Real Estate- Construction | Equity LOC | Auto | Other | Tota |
|---|---|---|---|---|---|---|---|---|---|
| Allowance for Loan Losses | | | | | | | | | |
| Ending balance: individually evaluated for impairment | $- | $- | $51 | $65 | $274 | $174 | $- | $- | $564 |
| Ending balance: collectively evaluated for impairment | $574 | $225 | $328 | $1,636 | $953 | $517 | $581 | $73 | $4,88 |
| Loans | | | | | | | | | |
| Ending balance | $31,465 | $35,355 | $29,284 | $163,306 | $24,572 | $38,972 | $44,618 | $2,818 | $370, |
| Ending balance: individually evaluated for impairment | $55 | $605 | $2,518 | $3,643 | $1,252 | $415 | $93 | $1 | $8,58 |
| Ending balance: collectively evaluated for impairment | $31,410 | $34,750 | $26,766 | $159,663 | $23,320 | $38,557 | $44,525 | $2,817 | $361, |

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The following table shows an aging analysis of the loan portfolio by the time past due, in thousands:

| **June 30, 2015** | 30-89 Days Past Due | 90 Days and Still Accruing | Nonaccrual | Total Past Due | Current | Total |
|---|---|---|---|---|---|---|
| Commercial | $203 | $ - | $ 53 | $256 | $36,202 | $36,458 |
| Agricultural | 7 | - | 332 | 339 | 38,203 | 38,542 |
| Real estate – residential | 1,546 | - | 139 | 1,685 | 25,661 | 27,346 |
| Real estate – commercial | 179 | - | 3,288 | 3,467 | 170,791 | 174,258 |
| Real estate – construction and land | 19 | - | 909 | 928 | 25,666 | 26,594 |
| Equity lines of credit | 66 | - | 278 | 344 | 38,290 | 38,634 |
| Auto | 542 | - | 74 | 616 | 46,809 | 47,425 |
| Other | 30 | - | 5 | 35 | 3,280 | 3,315 |
| Total | $2,592 | $ - | $ 5,078 | $7,670 | $384,902 | $392,572 |

| **December 31, 2014** | 30-89 Days Past Due | 90 Days and Still Accruing | Nonaccrual | Total Past Due | Current | Total |
|---|---|---|---|---|---|---|
| Commercial | $131 | $ - | $ 38 | $169 | $31,296 | $31,465 |
| Agricultural | - | - | 339 | 339 | 35,016 | 35,355 |
| Real estate – residential | 292 | - | 985 | 1,277 | 28,007 | 29,284 |
| Real estate – commercial | - | - | 3,643 | 3,643 | 159,663 | 163,306 |
| Real estate – construction and land | 345 | - | 1,111 | 1,456 | 23,116 | 24,572 |
| Equity Lines of credit | 194 | - | 415 | 609 | 38,363 | 38,972 |
| Auto | 601 | - | 93 | 694 | 43,924 | 44,618 |
| Other | 43 | - | 1 | 44 | 2,774 | 2,818 |
| Total | $1,606 | $ - | $ 6,625 | $8,231 | $362,159 | $370,390 |

The following tables show information related to impaired loans at the dates indicated, in thousands:

| **As of June 30, 2015:** | Recorded Investment | Unpaid Principal Balance | Related Allowance | Average Recorded Investment | Interest Income Recognized |
|---|---|---|---|---|---|
| With no related allowance recorded: | | | | | |
| Commercial | $ 54 | $ 54 | | $ 55 | $ 1 |
| Agricultural | 594 | 594 | | 600 | 10 |
| Real estate – residential | 1,410 | 1,421 | | 1,415 | 39 |
| Real estate – commercial | 2,072 | 2,718 | | 2,105 | - |
| Real estate – construction and land | 375 | 375 | | 383 | 4 |
| Equity lines of credit | 162 | 213 | | 184 | - |
| Auto | 74 | 74 | | 51 | - |
| Other | - | - | | - | - |
| With an allowance recorded: | | | | | |
| Commercial | $ 38 | $ 38 | $ 32 | $ 12 | $ 1 |
| Agricultural | - | - | - | - | - |
| Real estate – residential | 247 | 247 | 56 | 247 | 5 |
| Real estate – commercial | 1,216 | 1,216 | 204 | 1,243 | - |
| Real estate – construction and land | 673 | 673 | 220 | 684 | - |
| Equity lines of credit | 116 | 116 | 34 | 116 | - |
| Auto | - | - | - | - | - |
| Other | 5 | 5 | 5 | 1 | - |
| Total: | | | | | |
| Commercial | $ 92 | $ 92 | $ 32 | $ 67 | $ 2 |
| Agricultural | 594 | 594 | - | 600 | 10 |
| Real estate – residential | 1,657 | 1,668 | 56 | 1,662 | 44 |
| Real estate – commercial | 3,288 | 3,934 | 204 | 3,348 | - |
| Real estate – construction and land | 1,048 | 1,048 | 220 | 1,067 | 4 |
| Equity lines of credit | 278 | 329 | 34 | 300 | - |
| Auto | 74 | 74 | - | 51 | - |
| Other | 5 | 5 | 5 | 1 | - |
| Total | $ 7,036 | $ 7,744 | $ 551 | $ 7,096 | $ 60 |

| **As of December 31, 2014:** | Recorded Investment | Unpaid Principal Balance | Related Allowance | Average Recorded Investment | Interest Income Recognized |
|---|---|---|---|---|---|
| With no related allowance recorded: | | | | | |
| Commercial | $ 55 | $ 55 | | $ 61 | $ 1 |
| Agricultural | 605 | 605 | | 605 | 51 |
| Real estate – residential | 1,422 | 1,433 | | 1,443 | 80 |
| Real estate – commercial | 3,389 | 4,036 | | 2,460 | - |

| | | | | | |
|---|---|---|---|---|---|
| Real estate – construction and land | 495 | 495 | | 512 | 9 |
| Equity lines of credit | 121 | 121 | | 130 | - |
| Auto | 93 | 93 | | 81 | - |
| Other | 1 | 1 | | - | - |
| With an allowance recorded: | | | | | |
| Commercial | $ - | $ - | $ - | $ - | $ - |
| Agricultural | - | - | - | - | - |
| Real estate – residential | 1,096 | 1,102 | 51 | 1,112 | 11 |
| Real estate – commercial | 254 | 254 | 65 | 589 | - |
| Real estate – construction and land | 757 | 757 | 274 | 778 | - |
| Equity lines of credit | 294 | 294 | 174 | 299 | - |
| Auto | - | - | - | - | - |
| Other | - | - | - | - | - |
| Total: | | | | | |
| Commercial | $ 55 | $ 55 | $ - | $ 61 | $ 1 |
| Agricultural | 605 | 605 | - | 605 | 51 |
| Real estate – residential | 2,518 | 2,535 | 51 | 2,555 | 91 |
| Real estate – commercial | 3,643 | 4,290 | 65 | 3,049 | - |
| Real estate – construction and land | 1,252 | 1,252 | 274 | 1,290 | 9 |
| Equity lines of credit | 415 | 415 | 174 | 429 | - |
| Auto | 93 | 93 | - | 81 | - |
| Other | 1 | 1 | - | - | - |
| Total | $ 8,582 | $ 9,246 | $ 564 | $ 8,070 | $ 152 |

**5. COMMITMENTS AND CONTINGENCIES**

The Company is party to claims and legal proceedings arising in the ordinary course of business. In the opinion of the Company’s management, the amount of ultimate liability with respect to such proceedings will not have a material adverse effect on the financial condition or result of operations of the Company taken as a whole.

In the normal course of business, there are various outstanding commitments to extend credit, which are not reflected in the financial statements, including loan commitments of $81,901,000 and $89,735,000 and stand-by letters of credit of $210,000 and $0 at June 30, 2015 and December 31, 2014, respectively.

Of the loan commitments outstanding at June 30, 2015, $9,850,000 are real estate construction loan commitments that are expected to fund within the next twelve months. The remaining commitments primarily relate to revolving lines of credit or other commercial loans, and many of these are expected to expire without being drawn upon. Therefore, the total commitments do not necessarily represent future cash requirements. Each loan commitment and the amount and type of collateral obtained, if any, are evaluated on an individual basis. Collateral held varies, but may include real property, bank deposits, debt or equity securities or business assets.

Stand-by letters of credit are conditional commitments written to guarantee the performance of a customer to a third party. These guarantees are primarily related to the purchases of inventory by commercial customers and are typically short-term in nature. Credit risk is similar to that involved in extending loan commitments to customers and accordingly, evaluation and collateral requirements similar to those for loan commitments are used. The deferred liability related to the Company’s stand-by letters of credit was not significant at June 30, 2015 or December 31, 2014.

**6. EARNINGS PER SHARE**

Basic earnings per share is computed by dividing 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, such as stock options, result in the issuance of common stock which shares in the earnings of the Company. The treasury stock method has been applied to determine the dilutive effect of stock options in computing diluted earnings per share.

| | For the Three Months | For the Six Months |
|---|---|---|

| (In thousands, except per share data) | Ended June 30, 2015 | 2014 | Ended June 30, 2015 | 2014 |
|---|---|---|---|---|
| **Net Income:** | | | | |
| Net income | $1,355 | $1,125 | $2,570 | $2,067 |
| **Earnings Per Share:** | | | | |
| Basic earnings per share | $0.28 | $0.23 | $0.53 | $0.43 |
| Diluted earnings per share | $0.27 | $0.23 | $0.51 | $0.42 |
| **Weighted Average Number of Shares Outstanding:** | | | | |
| Basic shares | 4,813 | 4,792 | 4,806 | 4,790 |
| Diluted shares | 5,069 | 4,958 | 5,058 | 4,944 |

Shares of common stock issuable under stock options and warrants for which the exercise prices were greater than the average market prices were not included in the computation of diluted earnings per share due to their antidilutive effect. Stock options and warrants not included in the computation of diluted earnings per share, due to shares not being in-the-money and having an antidilutive effect, were approximately 53,000 and 267,000 for the three month periods ended June 30, 2015 and 2014, respectively. Stock options and warrants not included in the computation of diluted earnings per share, due to shares not being in-the-money and having an antidilutive effect, were approximately 53,000 and 267,000 for the six month periods ended June 30, 2015 and 2014, respectively.

**7. STOCK-BASED COMPENSATION**

Stock Options

In 2001, the Company established a Stock Option Plan for which 206,593 shares of common stock remain reserved for issuance to employees and directors and no shares are available for future grants as of June 30, 2015.

As of June 30, 2015, all remaining shares in this plan have vested and no compensation cost remains unrecognized.

The total fair value of options vested was $49,000 for the six months ended June 30, 2015 and 2014. The total intrinsic value of options at time of exercise was $163,000 and $30,000 for the six months ended June 30, 2015 and 2014, respectively.

Cash received from option exercises for the six months ended June 30, 2015 and 2014 was $44,000 and $22,000, respectively. The tax benefit realized for the tax deductions from option exercise totaled $0 and $8,000, respectively, for the six months ended June 30, 2015 and 2014.

A summary of the activity within the 2001 Stock Option Plan follows:

| | **Shares** | **Weighted Average Exercise Price** | **Weighted Average Remaining Contractual Term (Years)** | **Intrinsic Value** |
|---|---|---|---|---|
| Options outstanding at January 1, 2015 | 306,393 | $ 7.95 | | |
| Options cancelled | (74,100 ) | 16.29 | | |
| Options exercised | (25,700 ) | 2.95 | | |

| | | | | |
|---|---|---|---|---|
| Options outstanding at June 30, 2015 | 206,593 | $ 5.58 | 2.9 | $975,000 |
| Options exercisable at June 30, 2015 | 206,593 | $ 5.58 | 2.9 | $975,000 |

In May 2013, the Company established the 2013 Stock Option Plan for which 500,000 shares of common stock are reserved and 389,600 shares are available for future grants as of June 30, 2015. The Plan requires that the option price may not be less than the fair market value of the stock at the date the option is granted, and that the stock must be paid in full at the time the option is exercised. Payment in full for the option price must be made in cash, with Company common stock previously acquired by the optionee and held by the optionee for a period of at least six months, in options of the Optionee that are fully vested and exercisable or in any combination of the foregoing. The options expire on dates determined by the Board of Directors, but not later than ten years from the date of grant.

There were no options granted during the six months ended June 30, 2015.

During the six months ended June 30, 2014, a total of 110,400 options were granted with a weighted average exercise price of $6.32. The fair value of each option was estimated on the date of grant using the following assumptions.

| | Six Months Ended June 30, 2014 |
|---|---|
| Expected life of stock options (in years) | 5.2 |
| Interest rate—stock options | 1.64% |
| Volatility—stock options | 63.8% |
| Dividend yields | 2.0% |
| Weighted-average fair value of options granted during the period | $3.02 |

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As of June 30, 2015, there was $165,000 of total unrecognized compensation cost related to non-vested, share-based compensation arrangements granted under the 2013 Plan. That cost is expected to be recognized over a weighted average period of 2.8 years.

A summary of the activity within the 2013 Plan follows:

| | **Shares** | **Weighted Average Exercise Price** | **Weighted Average Remaining Contractual Term in Years** | **Intrinsic Value** |
|---|---|---|---|---|
| Options outstanding at January 1, 2015 | 110,400 | $ 6.32 | | |
| Options outstanding at June 30, 2015 | 110,400 | $ 6.32 | 6.8 | $331,000 |
| Options exercisable at June 30, 2015 | 27,600 | $ 6.32 | 6.8 | $83,000 |
| Expected to vest after June 30, 2015 | 71,746 | $ 6.32 | 6.8 | $215,000 |

Compensation cost related to stock options recognized in operating results under the two stock option plans was $41,000 and $33,000 for the six months ended June 30, 2015 and 2014, respectively. The associated income tax benefit recognized was $4,000 for the six months ended June 30, 2015 and $2,000 for the six months ended June 30, 2014. Compensation cost related to stock options recognized in operating results under the two stock option plans was $12,000 and $24,000 for the three months ended June 30, 2015 and 2014, respectively. The associated income tax benefit recognized was $2,000 for the three months ended June 30, 2015 and $2,000 for the three months ended June 30, 2014.

**8. INCOME TAXES**

The Company files its income taxes on a consolidated basis with its subsidiary. Income tax expense is the total of current year income tax due or refundable and the change in deferred tax assets and liabilities.

Deferred tax assets and liabilities are recognized for the tax consequences of temporary differences between the reported amount of assets and liabilities and their tax bases. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment. A valuation allowance is recognized if, based on the weight of available evidence management believes it is more likely than not that some portion or all of the deferred tax assets will not be realized. On the consolidated balance sheet, net deferred tax assets are included in accrued interest receivable and other assets.

When tax returns are filed, it is highly certain that some positions taken would be sustained upon examination by the taxing authorities, while others are subject to uncertainty about the merits of the position taken or the amount of the position that would be ultimately sustained. The benefit of a tax position is recognized in the financial statements in the period during which, based on all available evidence, management believes it is more likely than not that the position will be sustained upon examination, including the resolution of appeals or litigation processes, if any.  Tax positions taken are not offset or aggregated with other positions. Tax positions that meet the more-likely-than-not recognition threshold are measured as the largest amount of tax benefit that is more than 50 percent likely of being realized upon settlement with the applicable taxing authority. The portion of the benefits associated with tax positions taken that exceeds the amount measured as described above is reflected as a liability for unrecognized tax benefits in the accompanying balance sheet along with any associated interest and penalties that would be payable to the taxing authorities upon examination.

Interest expense and penalties associated with unrecognized tax benefits, if any, are classified as income tax expense in the consolidated income statement. There have been no significant changes to unrecognized tax benefits or accrued interest and penalties for the six months ended June 30, 2015.

**9. FAIR VALUE MEASUREMENT**

The Company measures fair value under the fair value hierarchy described below.

Level 1: Quoted prices for identical instruments traded in active exchange markets.

Level 2: Quoted prices (unadjusted) for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active and model-based valuation techniques for which all significant assumptions are observable or can be corroborated by observable market data.

Level 3: Model based techniques that use one significant assumption not observable in the market. These unobservable assumptions reflect the Company's estimates of assumptions that market participants would use on pricing the asset or liability. Valuation techniques include management judgment and estimation which may be significant.

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.

Management monitors the availability of observable market data to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.

Management evaluates the significance of transfers between levels based upon the nature of the financial instrument and size of the transfer relative to total assets, total liabilities or total earnings.

Fair Value of Financial Instruments

The carrying amounts and estimated fair values of financial instruments, at June 30, 2015 and December 31, 2014 are as follows, in thousands:

| | Carrying Value | Fair Value Measurements at June 30, 2015 Using: | | | |
|---|---|---|---|---|---|
| | | Level 1 | Level 2 | Level 3 | Total Fair Value |
| Financial assets: | | | | | |
| Cash and cash equivalents | $41,333 | $41,333 | | | $41,333 |
| Investment securities | 90,024 | | $90,024 | | 90,024 |
| Loans, net | 388,786 | | | $389,372 | 389,372 |
| FHLB stock | 2,380 | | | | N/A |
| Accrued interest receivable | 1,619 | 22 | 289 | 1,308 | 1,619 |
| Financial liabilities: | | | | | |
| Deposits | 493,368 | 440,465 | 52,915 | | 493,380 |
| Repurchase agreements | 3,915 | | 3,915 | | 3,915 |
| Note payable | 5,000 | | | 5,000 | 5,000 |
| Junior subordinated deferrable interest debentures | 10,310 | | | 6,794 | 6,794 |
| Accrued interest payable | 107 | 7 | 49 | 51 | 107 |

| | Carrying Value | Fair Value Measurements at December 31, 2014 Using: Level 1 | Level 2 | Level 3 | Total Fair Value |
|---|---|---|---|---|---|
| Financial assets: | | | | | |
| Cash and cash equivalents | $ 45,574 | $ 45,574 | | | $ 45,574 |
| Investment securities | 90,320 | | $ 90,320 | | 90,320 |
| Loans, net | 366,787 | | | $ 368,442 | 368,442 |
| FHLB stock | 2,380 | | | | N/A |
| Accrued interest receivable | 1,727 | | 281 | 1,446 | 1,727 |
| Financial liabilities: | | | | | |
| Deposits | 467,891 | 411,549 | 56,364 | | 467,913 |
| Repurchase agreements | 9,626 | | 9,626 | | 9,626 |
| Note payable | 1,000 | | | 1,000 | 1,000 |
| Subordinated debenture | 7,454 | | | 7,313 | 7,313 |
| Junior subordinated deferrable interest debentures | 10,310 | | | 6,636 | 6,636 |
| Accrued interest payable | 72 | 7 | 47 | 18 | 72 |

These estimates do not reflect any premium or discount that could result from offering the Company's entire holdings of a particular financial instrument for sale at one time, nor do they attempt to estimate the value of anticipated future business related to the instruments. In addition, the tax ramifications related to the realization of unrealized gains and losses can have a significant effect on fair value estimates and have not been considered in any of these estimates.

The following methods and assumptions were used by management to estimate the fair value of its financial instruments:

Cash and cash equivalents: The carrying amounts of cash and short-term instruments approximate fair values and are classified as Level 1.

Investment securities: Fair values for securities available for sale are generally determined by matrix pricing, which is a mathematical technique widely used in the industry to value debt securities without relying exclusively on quoted prices for the specific securities but rather by relying on the securities' relationship to other benchmark quoted securities (Level 2).

Loans: Fair values of loans, excluding loans held for sale, are estimated as follows: For variable rate loans that reprice frequently and with no significant change in credit risk, fair values are based on carrying values resulting in a Level 3 classification. Fair values for other loans are estimated using discounted cash flow analyses, using interest rates currently being offered for loans with similar terms to borrowers of similar credit quality resulting in a Level 3 classification. Impaired loans are valued at the lower of cost or fair value. The methods utilized to estimate the fair value of loans do not necessarily represent an exit price.

FHLB stock: It was not practicable to determine the fair value of the FHLB stock due to restrictions placed on its transferability.

Deposits: The fair values disclosed for demand deposits, including interest and non-interest demand accounts, savings, and certain types of money market accounts are, by definition, equal to the carrying amount at the reporting date resulting in a Level 1 classification. 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 resulting in a Level 2 classification.

Repurchase agreements: The fair value of securities sold under repurchase agreements is estimated based on bid quotations received from brokers using observable inputs and are included as Level 2.

Note payable: The fair value of the Company’s Note Payable is estimated using discounted cash flow analyses based on the current borrowing rates for similar types of borrowing arrangements resulting in a Level 3 classification.

Subordinated debentures and Junior subordinated deferrable interest debentures: The fair values of the Company’s Subordinated Debentures are estimated using discounted cash flow analyses based on the current borrowing rates for similar types of borrowing arrangements resulting in a Level 3 classification.

Accrued interest and payable: The carrying amounts of accrued interest approximate fair value and are considered to be linked in classification to the asset or liability for which they relate.

Commitments to extend credit and letters of credit: The fair value of commitments are estimated using the fees currently charged to enter into similar agreements and are not significant and, therefore, not presented. Commitments to extend credit are primarily for variable rate loans and letters of credit.

Because no market exists for a significant portion of the Company's financial instruments, fair value estimates are based on judgments regarding current economic conditions, risk characteristics of various financial instruments and other factors. Those estimates that are subjective in nature and involve uncertainties and matters of significant judgment and therefore cannot be determined with precision are included in Level 3. Changes in assumptions could significantly affect the fair values presented.

The following tables present information about the Company’s assets and liabilities measured at fair value on a recurring and non-recurring basis as of June 30, 2015 and December 31, 2014, and indicates the fair value hierarchy of the valuation techniques utilized by the Company to determine such fair value:

Assets and liabilities measured at fair value on a recurring basis at June 30, 2015 are summarized below, in thousands:

| | | Fair Value Measurements at June 30, 2015 Using | | |
|---|---|---|---|---|
| | Total Fair Value | Quoted Prices in Active Markets | Significant Other Observable Inputs | Significant Unobservable Inputs (Level 3) |

| | | | | |
|---|---|---|---|---|
| | | for Identical Assets (Level 1) | (Level 2) | |
| Assets: | | | | |
| U.S. Government-sponsored agencies | $6,115 | $- | $ 6,115 | $ - |
| U.S. Government-sponsored agencies collateralized by mortgage obligations-residential | 67,977 | | 67,977 | |
| Obligations of states and political subdivisions | 15,932 | | 15,932 | |
| | $90,024 | $- | $ 90,024 | $ - |

Assets and liabilities measured at fair value on a recurring basis at December 31, 2014 are summarized below, in thousands:

| | | Fair Value Measurements at December 31, 2014 Using | | |
|---|---|---|---|---|
| | Total Fair Value | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| Assets: | | | | |
| U.S. Government-sponsored agencies | $7,002 | $- | $ 7,002 | $ - |
| U.S. Government-sponsored agencies collateralized by mortgage obligations- residential | 70,280 | | 70,280 | |
| Obligations of states and political subdivisions | 12,532 | | 12,532 | |
| Corporate debt | 506 | | 506 | |
| | $90,320 | $- | $ 90,320 | $ - |

The fair value of securities available-for-sale equals quoted market price, if available. If quoted market prices are not available, fair value is determined using quoted market prices for similar securities or matrix pricing. There were no changes in the valuation techniques used during 2015 or 2014. Transfers between hierarchy measurement levels are recognized by the Company as of the beginning of the reporting period. Changes in fair market value are recorded in other comprehensive income.

Assets and liabilities measured at fair value on a non-recurring basis at June 30, 2015 are summarized below, in thousands:

| | | Fair Value Measurements at June 30, 2015 Using | | | |
|---|---|---|---|---|---|
| | Total Fair Value | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) | Six Months Ended June 30, 2015 Total Gains (Losses) |
| Assets: | | | | | |
| Impaired loans: | | | | | |
| Commercial | $7 | $- | $ - | $ 7 | $ (27 ) |
| Agricultural | - | | | - | - |
| Real estate – residential | - | | | - | - |
| Real estate – commercial | 1,267 | | | 1,267 | - |
| Real estate – construction and land development | 47 | | | 47 | (16 ) |
| Equity lines of credit | 93 | | | 93 | 2 |
| Auto | - | | | - | - |
| Other | - | | | - | - |
| Total impaired loans | 1,414 | - | - | 1,414 | (41 ) |
| Other real estate: | | | | | |
| Commercial | - | - | - | - | (39 ) |
| Real estate – residential | 117 | | | 117 | - |
| Real estate – commercial | 800 | | | 800 | (106 ) |
| Real estate – construction and land development | 1,920 | | | 1,920 | 116 |
| Equity lines of credit | 133 | | | 133 | (14 ) |
| Total other real estate | 2,970 | - | - | 2,970 | (43 ) |
| | $4,384 | $- | $ - | $ 4,384 | $ (84 ) |

Assets and liabilities measured at fair value on a non-recurring basis at December 31, 2014 are summarized below, in thousands:

| | | Fair Value Measurements at December 31, 2014 Using | | | |
|---|---|---|---|---|---|
| | Total Fair Value | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) | Six Months Ended June 30, 2014 Total Gains (Losses) |
| Assets: | | | | | |
| Impaired loans: | | | | | |
| Commercial | $- | $- | $ - | $ - | $ - |
| Agricultural | - | | | - | - |
| Real estate – residential | 838 | | | 838 | (63 ) |
| Real estate – commercial | 1,479 | | | 1,479 | (50 ) |
| Real estate – construction and land development | 27 | | | 27 | (169 ) |
| Equity lines of credit | 80 | | | 80 | (81 ) |
| Auto | - | | | - | - |
| Other | - | | | - | - |
| Total impaired loans | 2,424 | - | - | 2,424 | (363 ) |
| Other real estate: | | | | | |
| Real estate –residential | 146 | | | 146 | 11 |
| Real estate – commercial | 1,052 | | | 1,052 | - |
| Real estate – construction and land development | 1,984 | | | 1,984 | (126 ) |
| Equity lines of credit | 408 | | | 408 | (20 ) |
| Total other real estate | 3,590 | - | - | 3,590 | (135 ) |
| | $6,014 | $- | $ - | $ 6,014 | $ (498 ) |

The Company has no liabilities which are reported at fair value.

The following methods were used to estimate fair value.

Impaired Loans: The fair value of collateral dependent impaired loans with specific allocations of the allowance for loan losses or loans that have been subject to partial charge-offs are generally based on recent real estate appraisals. These appraisals may utilize a single valuation approach or a combination of approaches including comparable sales and the income approach. Adjustments are routinely made in the appraisal process by the independent appraisers to adjust for differences between the comparable sales and income data available. Such adjustments are usually significant and typically result in a Level 3 classification of the inputs for determining fair value. Total losses of $41,000 and $363,000 represent impairment charges recognized during the six months ended June 30, 2015 and 2014, respectively, related to the above impaired loans.

Other Real Estate: Nonrecurring adjustments to certain commercial and residential real estate properties classified as other real estate owned (OREO) are measured at fair value, less costs to sell. Fair values are based on recent real estate appraisals. These appraisals may use a single valuation approach or a combination of approaches including comparable sales and the income approach.

Appraisals for both collateral-dependent impaired loans and other real estate are performed by certified general appraisers (for commercial properties) or certified residential appraisers (for residential properties) whose qualifications and licenses have been reviewed and verified by the Company. Once received, a member of the Loan Administration Department reviews the assumptions and approaches utilized in the appraisal as well as the overall resulting fair value in comparison with independent data sources such as recent market data or industry-wide statistics. On a quarterly basis, the Company compares the actual selling price of similar collateral that has been liquidated to the most recent appraised value for unsold properties to determine what additional adjustment, if any, should be made to the appraisal value to arrive at fair value. Adjustments are routinely made in the appraisal process by the independent appraisers to adjust for differences between the comparable sales and income data available.

The following table presents quantitative information about Level 3 fair value measurements for financial instruments measured at fair value on a non-recurring basis at June 30, 2015 and December 31, 2014 (dollars in thousands):

| Description | Fair Value 6/30/15 | Fair Value 12/31/2014 | Valuation Technique | Significant Unobservable Input | Range (Weighted Average) 6/30/2015 | | Range (Weighted Average) 12/31/2014 | |
|---|---|---|---|---|---|---|---|---|
| Impaired Loans: | | | | | | | | |
| Commercial | $ 7 | $ - | Sales Comparison | Adjustment for differences between comparable sales | 0% - 28% | (12%) | N/A | |
| Real estate – residential | $ - | $ 838 | Sales Comparison | Adjustment for differences between comparable sales | N/A | | 8% | (8%) |
| Real estate – commercial | $ 1,267 | $ 1,479 | Sales Comparison | Adjustment for differences between comparable sales | 9% - 12% | (10%) | 9% - 12% | (10%) |
| Construction and land | $ 47 | $ 27 | Sales Comparison | Adjustment for differences between comparable sales | 8% | (8%) | 8% | (8%) |
| Equity lines of credit | $ 93 | $ 80 | Sales Comparison | Adjustment for differences between comparable sales | 8% - 10% | (8%) | 8% | (8%) |
| Other Real Estate: | | | | | | | | |
| Real estate – residential | $ 117 | $ 146 | Sales Comparison | Adjustment for differences between comparable sales | 10% | (10%) | 10% | (10%) |
| Real estate – commercial | $ 800 | $ 1,052 | Sales Comparison | Adjustment for differences between comparable sales | 10% | (10%) | 10% | (10%) |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Construction and land | $ 1,920 | $ 1,984 | Sales Comparison | Adjustment for differences between comparable sales | 10% | (10%) | 10% | (10%) |
| Equity lines of credit | $ 133 | $ 408 | Sales Comparison | Adjustment for differences between comparable sales | 10% | (10%) | 10% | (10%) |

**10. Adoption of New Accounting Standards**

Recently Adopted Accounting Pronouncements

In January 2014, the FASB issued ASU No. 2014-04, Reclassification of Residential Real Estate Collateralized Consumer Mortgage Loans upon Foreclosure. The objective of this guidance is to clarify when an in substance repossession or foreclosure occurs, that is, when a creditor should be considered to have received physical possession of residential real estate property collateralizing a consumer mortgage loan such that the loan receivable should be derecognized and the real estate property recognized. ASU No. 2014-04 states that an in substance repossession or foreclosure occurs, and a creditor is considered to have received physical possession of residential real estate property collateralizing a consumer mortgage loan, upon either (1) the creditor obtaining legal title to the residential real estate property upon completion of a foreclosure or (2) the borrower conveying all interest in the residential real estate property to the creditor to satisfy that loan through completion of a deed in lieu of foreclosure or through a similar legal agreement. Additionally, ASU No. 2014-04 requires interim and annual disclosure of both (1) the amount of foreclosed residential real estate property held by the creditor and (2) the recorded investment in consumer mortgage loans collateralized by residential real estate property that are in the process of foreclosure according to local requirements of the applicable jurisdiction. ASU No. 2014-04 is effective for interim and annual reporting periods beginning after December 15, 2014. The adoption of ASU No. 2014-04 did not have a material impact on the Company's Financial Statements.

In June 2014, the FASB issued ASU No. 2014-11, Repurchase-to-Maturity Transactions, Repurchase Financings, and Disclosures. The Update improves the financial reporting of repurchase agreements and other similar transactions through a change in accounting for repurchase-to-maturity transactions and repurchase financings, and the introduction of two new disclosure requirements. New disclosures are required for (1) transfers accounted for as sales in transactions that are economically similar to repurchase agreements, in which the transferor retains substantially all of the exposure to the economic return on the transferred financial asset throughout the term of the transaction and (2) repurchase agreements, securities lending transactions, and repurchase-to-maturity transactions accounted for as secured borrowings about the nature of collateral pledged and the time to maturity of those transactions The adoption of ASU No. 2014-11 did not have a material impact on the Company's Financial Statements.

Pending Accounting Pronouncements

In May 2014, the FASB issued ASU No. 2014-09 Revenue from Contracts with Customers. This update to the ASC is the culmination of efforts by the FASB and the International Accounting Standards Board (IASB) to develop a common revenue standard for U.S. GAAP and International Financial Reporting Standards (IFRS). ASU 2014-09 supersedes Topic 605 – Revenue Recognition and most industry-specific guidance. The core principal of the guidance is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The guidance in ASU 2014-09 describes a 5-step process entities can apply to achieve the core principle of revenue recognition and requires disclosures sufficient to enable users of financial statements to understand the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers and the significant judgments used in determining that information.

This update was originally effective for annual reporting periods beginning on or after December 15, 2016 and interim periods therein and requires expanded disclosures. In July 2015 the FASB issued a deferral of ASU 2014-09 of one year making it effective for annual reporting periods beginning on or after December 15, 2017 while also providing for early adoption but not before the original effective date. The Company is currently evaluating the effects of ASU 2014-09 on its financial statements and disclosures, if any.

**PART I – FINANCIAL INFORMATION**

**ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

Certain matters discussed in this Quarterly Report are forward-looking statements that are subject to risks and uncertainties that could cause actual results to differ materially from those projected in the forward-looking statements. Such risks and uncertainties include, among others, (1) significant increases in competitive pressures in the financial services industry; (2) changes in the interest rate environment resulting in reduced margins; (3) general economic conditions, either nationally or regionally, maybe less favorable than expected, resulting in, among other things, a deterioration in credit quality; (4) changes in regulatory environment; (5) loss of key personnel; (6) fluctuations in the real estate market; (7) changes in business conditions and inflation; (8) operational risks including data processing systems failures or fraud; and (9) changes in securities markets. Therefore, the information set forth herein should be carefully considered when evaluating the business prospects of Plumas Bancorp (the “Company”).

When the Company uses in this Quarterly Report the words “anticipate”, “estimate”, “expect”, “project”, “intend”, “commit”, “believe” and similar expressions, the Company intends to identify forward-looking statements. Such statements are not guarantees of performance and are subject to certain risks, uncertainties and assumptions, including those described in this Quarterly Report. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those anticipated, estimated, expected, projected, intended, committed or believed. The future results and stockholder values of the Company may differ materially from those expressed in these forward-looking statements. Many of the factors that will determine these results and values are beyond the Company’s ability to control or predict. For those statements, the Company claims the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995.

**INTRODUCTION**

The following discussion and analysis sets forth certain statistical information relating to the Company as of June 30, 2015 and December 31, 2014 and for the six and three month periods ended June 30, 2015 and 2014. This discussion should be read in conjunction with the condensed consolidated financial statements and related notes included elsewhere in this Quarterly Report on Form 10-Q and the consolidated financial statements and notes thereto included in Plumas Bancorp’s Annual Report filed on Form 10-K for the year ended December 31, 2014.

Plumas Bancorp trades on The NASDAQ Capital Market under the ticker symbol “PLBC”.

**CRITICAL ACCOUNTING POLICIES AND ESTIMATES**

There have been no changes to the Company’s critical accounting policies from those disclosed in the Company’s 2014 Annual Report to Shareholders on Form 10-K.

This discussion should be read in conjunction with our unaudited condensed consolidated financial statements, including the notes thereto, appearing elsewhere in this report.

**OVERVIEW - SIX MONTHS ENDED JUNE 30, 2015**

Net income increased by $503 thousand from $2.1 million during the six months ended June 30, 2014 to $2.6 million during the current six month period. Earnings benefited from increases of $974 thousand in net interest income and $285 thousand in non-interest income. Partially offsetting these increases in revenue were a $150 thousand increase in the provision for loan losses, a $310 thousand increase in non-interest expense and an increase in income tax expense of $296 thousand. Diluted earnings per share increased to $0.51 for the six months ended June 30, 2015 compared to $0.42 during the six months ended June 30, 2014.

Total assets at June 30, 2015 were $558 million, an increase of $18.7 million from December 31, 2014. This increase resulted from an increase in net loans of $22.0 million. Net loan balances increased from $367 million at December 31, 2014 to $389 million at June 30, 2015. The largest reduction in assets was a decline in cash and cash equivalents totaling $4.3 million from $45.6 million at December 31, 2014 to $41.3 million at June 30, 2015.

Deposits totaled $493.4 million at June 30, 2015, an increase of $25.5 million from $467.9 million at December 31, 2014. Increases included $10.3 million in non-interest bearing demand deposits, $1.8 million in interest bearing transaction accounts (NOW) accounts and $16.8 million in savings and money market accounts. Time deposits declined by $3.4 million. Shareholders' equity increased by $2.5 million from $36.5 million at December 31, 2014 to $39.0 million at June 30, 2015.

The annualized return on average assets was 0.94% for the six months ended June 30, 2015 up from 0.80% for the six months ended June 30, 2014. The annualized return on average equity increased from 12.8% during the first six months of 2014 to 13.5% during the current six month period.

The following is a detailed discussion of each component affecting change in net income and the composition of our balance sheet.

**RESULTS OF OPERATIONS FOR THE SIX MONTHS ENDED JUNE 30, 2015**

**Net interest income before provision for loan losses.** Net interest income, on a nontax-equivalent basis, for the six months ended June 30, 2015 was $10.3 million, an increase of $974 thousand from the $9.3 million earned during the same period in 2014. The increase in net interest income includes an increase of $794 thousand in interest income and a decline of $180 thousand in interest expense. Net interest margin, which benefited from an increase in loans as a percentage of interest earning assets, an increase in yield on investment securities and a reduction in interest expense on deposits and other borrowings , increased 14 basis points, or 3%, to 4.16%, up from 4.02% for the same period in 2014.

Interest income increased by $794 thousand, or 8%, to $11.0 million for the six months ended June 30, 2015, up from $10.2 million during the same period in 2014. Interest and fees on loans increased $724 thousand to $10.1 million for the six months ended June 30, 2015 as compared to $9.4 million during the first half of 2014. The Company's average loan balances were $379 million for the six months ended June 30, 2015, up $34.7 million, or 10%, from $344 million for the same period in 2014. The Company is focused on growing loan balances through a balanced and diversified approach.

The following table compares loan balances by type at June 30, 2015 and 2014.

| (dollars in thousands) | Balance at End of Period **06/30/15** | Percent of Loans in Each Category **06/30/15** | Balance at End of Period **06/30/14** | Percent of Loans in Each Category **06/30/14** |
|---|---|---|---|---|
| Commercial | $36,458 | 9.3% | $32,882 | 9.2% |
| Agricultural | 38,542 | 9.8% | 32,152 | 9.0% |
| Real estate - residential | 27,346 | 7.0% | 29,364 | 8.2% |
| Real estate – commercial | 174,258 | 44.4% | 161,205 | 45.2% |
| Real estate – construction | 26,594 | 6.8% | 20,904 | 5.9% |
| Equity Lines of Credit | 38,634 | 9.8% | 37,701 | 10.6% |
| Auto | 47,425 | 12.1% | 37,981 | 10.7% |
| Other | 3,315 | 0.8% | 4,124 | 1.2% |
| Total Gross Loans | $392,572 | 100% | $356,313 | 100% |

The average rate earned on the Company's loan balances decreased by 11 basis points to 5.37% during the first six months of 2015 compared to 5.48% during the first six months of 2014. We attribute much of the decrease in yield to price competition in our service area.

Interest on investment securities increased by $61 thousand as a result of an increase in yield of 13 basis points from 1.69% during the first half of 2014 to 1.82% during the six months ended June 30, 2015. The average balance in investment securities increased slightly from $90.1 million during the first half of 2014 to $90.3 million during the six months ended June 30, 2015. During the current period yield benefited from an increase in municipal securities as a percentage of total securities and a reduction in securities of U.S. Government-sponsored agencies. At June 30, 2015 municipal securities totaled $15.9 million or 18% of the investment portfolio compared to $5.9 million or 7% of the portfolio at June 30, 2014. U.S. Government-sponsored agencies were $6.1 million at June 30, 2015 and $13.1 million at June 30, 2014.

Interest expense on deposits decreased by $15 thousand, or 6%, to $249 thousand for the six months ended June 30, 2015, down from $264 thousand during the 2014 period. This decrease relates to decreases in the average balance and rate paid on time deposits.

Interest on time deposits declined by $23 thousand. Average time deposits declined by $6.0 million from $60.8 million during the six months ended June 30, 2014 to $54.8 million during the current period. We attribute much of the reduction in time deposit to the unusually low interest rate environment as we have seen a movement out of time into more liquid deposit types. The average rate paid on time deposits decreased from 0.38% during the six months ended June 30, 2014 to 0.33% during the current period. This decrease primarily relates to a decline in market rates paid in the Company's service area and the maturity of higher rate time deposits.

Partially offsetting the decrease in interest expense on time deposits was a $10 thousand increase in interest expense on savings accounts related to growth in this deposit category. Average savings balances increased from $100.2 million during the six months ended June 30, 2014 to $112.1 million during the current six month period. Plumas Bank's savings accounts provide an attractive interest rate, in the current rate environment, and we have seen continued growth in savings accounts for the last few years. The average rate paid on savings accounts was 16 basis points during both periods.

Interest expense on other interest-bearing liabilities decreased by $165 thousand from $592 thousand during the six months ended June 30, 2014 to $427 thousand during the current six month period. On April 15, 2013, to help fund the repurchase of preferred stock during 2013, the Company issued a $7.5 million subordinated debenture. On April 16, 2015 we paid off the subordinated debenture resulting in a reduction in interest expense related to this debt of $158 thousand from $377 thousand during the first six months of 2014 to $219 thousand during the current period.

Interest expense on the Company's note payable declined by $8 thousand to $55 thousand during the six months ended June 30, 2015. This decline was mostly related to a decline in average borrowings on this note from $3 million during the 2014 period to $2.7 million during the six months ended June 30, 2015. The average rate paid on the note payable was 4.10% during 2015 and 4.23% during the six months ended June 30, 2014.

Interest expense on junior subordinated debentures, which increased by $1 thousand to $150 thousand, fluctuates with changes in the 3-month London Interbank Offered Rate (LIBOR) rate.

The following table presents for the six-month periods indicated the distribution of consolidated average assets, liabilities and shareholders' equity. It also presents the amounts of interest income from interest-earning assets and the resultant annualized yields, as well as the amounts of interest expense on interest-bearing liabilities and the resultant cost expressed in both dollars and annualized rate percentages. Average balances are based on daily averages. Nonaccrual loans are included in the calculation of average loans while nonaccrued interest thereon is excluded from the computation of yields earned:

| | For the Six Months Ended June 30, 2015 | | | For the Six Months Ended June 30, 2014 | | |
|---|---|---|---|---|---|---|
| | Average Balance (in thousands) | Interest (in thousands) | Yield/ Rate | Average Balance (in thousands) | Interest (in thousands) | Yield/ Rate |
| **Interest-earning assets:** | | | | | | |
| Loans (1) (2) (3) | $379,143 | $ 10,090 | 5.37 % | $344,433 | $ 9,366 | 5.48 % |
| Investment securities (1) | 90,346 | 816 | 1.82 % | 90,083 | 755 | 1.69 % |
| Interest-bearing deposits | 29,308 | 64 | 0.44 % | 33,254 | 55 | 0.33 % |
| Total interest-earning assets | 498,797 | 10,970 | 4.44 % | 467,770 | 10,176 | 4.39 % |
| Cash and due from banks | 16,961 | | | 14,396 | | |
| Other assets | 33,170 | | | 36,043 | | |
| Total assets | $548,928 | | | $518,209 | | |
| **Interest-bearing liabilities:** | | | | | | |
| NOW deposits | $85,132 | 37 | 0.09 % | $82,736 | 38 | 0.09 % |
| Money market deposits | 45,167 | 32 | 0.14 % | 47,862 | 33 | 0.14 % |
| Savings deposits | 112,081 | 89 | 0.16 % | 100,217 | 79 | 0.16 % |
| Time deposits | 54,839 | 91 | 0.33 % | 60,837 | 114 | 0.38 % |
| Total deposits | 297,219 | 249 | 0.17 % | 291,652 | 264 | 0.18 % |
| Note Payable | 2,703 | 55 | 4.10 % | 3,000 | 63 | 4.23 % |
| Subordinated debentures | 4,334 | 219 | 10.19% | 7,331 | 377 | 10.37% |
| Junior subordinated debentures | 10,310 | 150 | 2.93 % | 10,310 | 149 | 2.91 % |
| Other interest-bearing liabilities | 7,192 | 3 | 0.08 % | 6,450 | 3 | 0.09 % |
| Total interest-bearing liabilities | 321,758 | 676 | 0.42 % | 318,743 | 856 | 0.54 % |
| Non-interest bearing deposits | 182,779 | | | 161,029 | | |
| Other liabilities | 5,999 | | | 5,994 | | |
| Shareholders' equity | 38,392 | | | 32,443 | | |
| Total liabilities & equity | $548,928 | | | $518,209 | | |
| Cost of funding interest-earning assets (4) | | | 0.28 % | | | 0.37 % |
| Net interest income and margin (5) | | $ 10,294 | 4.16 % | | $ 9,320 | 4.02 % |

(1) Not computed on a tax-equivalent basis.

(2) Average nonaccrual loan balances of $6.0 million for 2015 and $7.3 million for 2014 are included in average loan balances for computational purposes.

(3) Net loan costs included in loan interest income for the six-month periods ended June 30, 2015 and 2014 were $353,000 and $263,000, respectively.

(4) Total annualized interest expense divided by the average balance of total earning assets.

(5) Annualized net interest income divided by the average balance of total earning assets.

The following table sets forth changes in interest income and interest expense for the six-month periods indicated and the amount of change attributable to variances in volume, rates and the combination of volume and rates based on the relative changes of volume and rates:

| | **2015 over 2014 change in net interest income for the six months ended June 30 (in thousands)** | | | |
|---|---|---|---|---|
| | **Volume (1)** | **Rate (2)** | **Mix (3)** | **Total** |
| **Interest-earning assets:** | | | | |
| Loans | $944 | $(200) | $(20) | $724 |
| Investment securities | 2 | 59 | - | 61 |
| Interest bearing deposits | (7) | 18 | (2) | 9 |
| Total interest income | 939 | (123) | (22) | 794 |
| **Interest-bearing liabilities:** | | | | |
| NOW deposits | 1 | (2) | - | (1) |
| Money market deposits | (2) | 1 | - | (1) |
| Savings deposits | 9 | 1 | - | 10 |
| Time deposits | (11) | (13) | 1 | (23) |
| Note payable | (6) | (2) | - | (8) |
| Subordinated debentures | (154) | (7) | 3 | (158) |
| Junior subordinated debentures | - | 1 | - | 1 |
| Other | - | - | - | - |
| Total interest expense | (163) | (21) | 4 | (180) |
| Net interest income | $1,102 | $(102) | $(26) | $974 |

(1) The volume change in net interest income represents the change in average balance multiplied by the previous year's rate.
(2) The rate change in net interest income represents the change in rate multiplied by the previous year's average balance.
(3) The mix change in net interest income represents the change in average balance multiplied by the change in rate.

**Provision for loan losses.** During the six months ended June 30, 2015 we recorded a provision for loan losses of $600 thousand up $150 thousand from the $450 thousand provision recorded during the first half of 2014. During the six months ended June 30, 2014 net loans increased by $18.2 million while during the current period net loans increased by $22.0 million. The increase in provision is consistent with additional loan growth during the six months ended June 30, 2015. See “Analysis of Asset Quality and Allowance for Loan Losses” for further discussion of loan quality trends and the provision for loan losses.

The allowance for loan losses is maintained at a level that management believes will be appropriate to absorb probable incurred losses on existing loans based on an evaluation of the collectability of the loans and prior loan loss experience. The evaluations take into consideration such factors as changes in the nature and volume of the portfolio, overall portfolio quality, review of specific problem loans, and current economic conditions that may affect the borrower's ability to repay their loan. The allowance for loan losses is based on estimates, and ultimate losses may vary from the current estimates. These estimates are reviewed not less than quarterly and, as adjustments become necessary, they are reported in earnings in the periods in which they become known.

Based on information currently available, management believes that the allowance for loan losses is appropriate to absorb probable incurred losses in the portfolio. However, no assurance can be given that the Company may not sustain charge-offs which are in excess of the allowance in any given period.

**Non-interest income.** During the six months ended June 30, 2015 non-interest income totaled $3.9 million an increase of $285 thousand from the six months ended June 30, 2014. The largest component of this increase was an increase of $198 thousand in gains on the sale of government guaranteed SBA loans. During the current period, proceeds from SBA loan sales totaled $14.0 million resulting in a gain on sale of $974 thousand. This compares to proceeds of $11.8 million and a gain on sale of $776 thousand during the first half of 2014. Additionally, during the first quarter of 2015 we sold eight available-for-sale investment securities having a value of $6.7 million and recorded a net gain of $30 thousand on sale. Loan servicing income, which increased by $31 thousand, represents servicing income received on the guaranteed portion of SBA loans sold into the secondary market. At June 30, 2015 we were servicing over $81 million in guaranteed portions of loans an increase of $8 million from over $73 million at June 30, 2014. Other non-interest income increased by $141 thousand to $486 thousand mostly related to an increase of $101 thousand in dividends received on Federal Home Loan Bank of San Francisco (FHLB) stock. Of the $101 thousand, $88 thousand was a one-time special dividend paid by the FHLB during June 2015. The largest decrease in non-interest income was $113 thousand in service charge income most of which was related to a reduction in NSF and overcharge income which we attribute to improved economic conditions as well as working with our customers to help them reduce NSF activity.

The following table describes the components of non-interest income for the six-month periods ended June 30, 2015 and 2014, dollars in thousands:

| | For the Six Months Ended June 30 | | | |
|---|---|---|---|---|
| | 2015 | 2014 | Dollar Change | Percentage Change |
| Service charges on deposit accounts | $1,945 | $2,058 | $ (113) | (5.5)% |
| Gain on sale of loans, net | 974 | 776 | 198 | 25.5% |
| Loan servicing fees | 262 | 231 | 31 | 13.4% |
| Earnings on life insurance policies | 170 | 172 | (2) | (1.2)% |
| Gain on sale of investments | 30 | - | 30 | 100% |
| Other | 486 | 345 | 141 | 40.9% |
| Total non-interest income | $3,867 | $3,582 | $ 285 | 8.0% |

**Non-interest expense.** During the six months ended June 30, 2015, total non-interest expense increased by $310 thousand, or 3%, to $9.3 million, up from $9.0 million for the comparable period in 2014. While the Company continued to experience declines in several categories of non-interest expense, these were offset by increases in other items the largest of which were $382 thousand in salary and benefit expense, $104 thousand in professional fees and a decrease in gain on sale of OREO of $80 thousand. The largest declines in non-interest expense were $156 thousand in occupancy and equipment expense, $128 thousand in OREO costs and $92 thousand in the provision from change in OREO valuation.

The increase in salary and benefits includes an increase in salary expense, exclusive of commissions, of $273 thousand mostly related to merit and promotion increases, new hires including two loan officers; one serving Reno, Nevada and one located in Chico, California and a branch manager for our new Reno, Nevada location. Other significant increases in salary and benefit expense include an increase of $72 thousand in commission expense, $52 thousand in payroll taxes and $63 thousand in 401k plan contributions. The increase in commission expense is mostly related to an increase in SBA activity. Effective January 1, 2015, we reestablished a 401k matching benefit resulting in $63 thousand in matching contributions.

The increase in professional fees is mostly related to an increase of $64 thousand in audit expense related to lending functions, including the cost of our semi-annual loan review, an annual review of our SBA loan operations by the SBA and a review of our loan compliance systems. The second largest increase in professional fees was an increase of $62 thousand in legal expense related to various corporate activities including costs associated with our Redding branch acquisition and our future Reno, Nevada branch.

Gains on sale of OREO decreased by $80 thousand; we disposed of four OREO properties during the current period recording an $11 thousand gain on sale. During the 2014 period we disposed of ten properties recording a gain on sale of $91 thousand.

The decline in occupancy and equipment expense includes several reductions the largest of which was a savings of $87 thousand in equipment expense. During 2014 equipment expense was high as we chose to replace all of our personal computers running Windows XP with machines running Windows 7. The decline in OREO costs includes a decrease in OREO legal expense of $91 thousand and a decline in repair costs of $46 thousand. During 2014 we incurred $101 thousand in legal costs, related to OREO, pursuing additional recoveries on selected OREO properties through legal channels. In addition, OREO repair expense during 2014 totaled $65 thousand much of which was used to fix up several properties in an effort to increase their marketability.

OREO represents real property taken by the Bank either through foreclosure or through a deed in lieu thereof from the borrower. When other real estate is acquired, any excess of the Bank's recorded investment in the loan balance and accrued interest income over the estimated fair market value of the property less costs to sell is charged against the allowance for loan losses. A valuation allowance for losses on other real estate is maintained to provide for temporary declines in value. The allowance is established through a provision for subsequent losses on other real estate which is included in other expenses. Subsequent gains or losses on sales or from impairment are recorded as incurred. The provision from change in OREO valuation declined by $92 thousand from $135 thousand during the six months ended June 30, 2014 to $43 thousand during the current period. OREO provision during the three months ended June 30, 2015 totaled $172; however, during the first three months of 2015 we recorded a net credit provision of $129 thousand. The credit resulted from a significant increase in value of one OREO property based on a recent appraisal. This property was originally transferred to OREO at a value, net of estimated costs selling costs, of $1 million. Subsequently, based on declines in value it was written down to $0.7 million with a $0.3 million valuation allowance; however, recently the surrounding area in which the property is located has enjoyed significant new business activity and the value of this property has increased resulting in a reduction in the valuation allowance of $0.2 million. The $0.2 million was offset by declines in value on two other OREO properties totaling $68 thousand.

The following table describes the components of non-interest expense for the six-month periods ended June 30, 2015 and 2014, dollars in thousands:

| | **For the Six Months Ended June 30** | | | |
|---|---|---|---|---|
| | **2015** | **2014** | **Dollar Change** | **Percentage Change** |
| Salaries and employee benefits | $5,144 | $4,762 | $ 382 | 8.0 % |
| Occupancy and equipment | 1,380 | 1,536 | (156 ) | (10.2 )% |
| Outside service fees | 985 | 1,019 | (34 ) | (3.3 )% |
| Professional fees | 355 | 251 | 104 | 41.4 % |
| Deposit insurance | 188 | 206 | (18 ) | (8.7 )% |
| Telephone and data communication | 182 | 166 | 16 | 9.6 % |
| Business development | 165 | 131 | 34 | 26.0 % |
| Director compensation and retirement | 149 | 142 | 7 | 4.9 % |
| Advertising and shareholder relations | 148 | 131 | 17 | 13.0 % |
| Loan and collection expenses | 130 | 98 | 32 | 32.7 % |
| Armored car and courier | 114 | 109 | 5 | 4.6 % |
| OREO costs | 99 | 227 | (128 ) | (56.4 )% |
| Stationery and supplies | 54 | 60 | (6 ) | (10.0 )% |
| Insurance expense | 50 | 60 | (10 ) | (16.7 )% |
| Provision from change in OREO valuation | 43 | 135 | (92 ) | (68.1 )% |
| Postage | 20 | 22 | (2 ) | (9.1 )% |
| Gain on sale of OREO | (11 ) | (91 ) | 80 | 87.9 % |
| Other | 140 | 61 | 79 | 129.5 % |
| Total non-interest expense | $9,335 | $9,025 | $ 310 | 3.4 % |

**Provision for income taxes.** The Company recorded an income tax provision of $1.7 million, or 39.2% of pre-tax income for the six months ended June 30, 2015. This compares to an income tax provision of $1.4 million, or 39.7% of pre-tax income for the six months ended June 30, 2014. The percentages for 2015 and 2014 differ from the statutory rate as tax exempt income such as earnings on Bank owned life insurance and municipal investment income decrease the tax provision.

Deferred tax assets and liabilities are recognized for the tax consequences of temporary differences between the reported amount of assets and liabilities and their tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The determination of the amount of deferred income tax assets which are more likely than not to be realized is primarily dependent on projections of future earnings, which are subject to uncertainty and estimates that may change given economic conditions and other factors. The realization of deferred income tax assets is assessed and a valuation allowance is recorded if it is "more likely than not" that all or a portion of the deferred tax asset will not be realized. "More likely than not" is defined as greater than a 50% chance. All available evidence, both positive and negative is considered to determine whether, based on the weight of that evidence, a valuation allowance is needed. Based upon the analysis of available evidence, management has determined that it is "more likely than not" that all deferred income tax assets as of June 30, 2015 and December 31, 2014 will be fully realized and therefore no valuation allowance was recorded. On the consolidated balance sheet, net deferred tax assets are included in accrued interest receivable and other assets.

**RESULTS OF OPERATIONS FOR THE THREE MONTHS ENDED JUNE 30, 2015**

**Net Income.** The Company recorded net income of $1.4 million for the three months ended June 30, 2015, up $230 thousand from net income of $1.1 million for the three months ended June 30, 2014. An increase of $579 thousand in net interest income was partially offset by a decline of $71 thousand in non-interest income and increases of $165 thousand in non-interest expense and $113 thousand in the provision for income taxes.

The following is a detail discussion of each component of the change in net income.

**Net interest income before provision for loan losses.** Net interest income, on a nontax-equivalent basis, was $5.3 million for the three months ended June 30, 2015, an increase of $579 thousand, or 12%, from $4.7 million for the same period in 2014. The increase in net interest income includes an increase of $429 thousand in interest income and a decline of $150 thousand in interest expense. Related to an increase in loans as a percentage of interest earning assets, an increase in yield on investment securities and a decline in interest expense, net interest margin for the three months ended June 30, 2015 increased 22 basis points, or 5%, to 4.26%, up from 4.04% for the same period in 2014.

Interest income increased by 8%, to $5.6 million for the three months ended June 30, 2015, up from $5.2 million during the same period in 2014. Related to an increase in average loan balances, interest and fees on loans increased $390 thousand to $5.1 million for the three months ended June 30, 2015 as compared to $4.8 million during the second quarter of 2014. The Company’s average loan balances were $387 million for the three months ended June 30, 2015, up $35 million, or 10%, from $352 million for the same period in 2014.

The average yield on loans was 5.34% during the second quarter of 2015 down from 5.42% for same quarter in 2014. We attribute much of the decrease in yield to price competition in our service area.

Interest on investment securities increased by $37 thousand as a result of an increase in yield of 12 basis points from 1.71% during the second quarter of 2014 to 1.83% during the three months ended June 30, 2015 and an increase in average balance from $89.4 million in 2014 to $91.4 million in 2015. The increase in yield includes an increase in municipal securities as a percentage of total securities and a reduction in securities of U.S. Government-sponsored agencies.

Interest expense on deposits decreased by $6 thousand, or 5%, to $125 thousand for the three months ended June 30, 2015, down from $131 thousand during the 2014 quarter. This decrease relates to decreases in the average balance and rate paid on time deposits partially offset by an increase in average balance in savings accounts.

Interest on time deposits declined by $12 thousand. Average time deposits declined by $6.3 million from $60.1 million during the three months ended June 30, 2014 to $53.8 million during the current quarter. We attribute much of the reduction in time deposits to the unusually low interest rate environment as we have seen a movement out of time into more liquid deposit types. The average rate paid on time deposits decreased from 0.37% during the three months ended June 30, 2014 to 0.33% during the current quarter. This decrease primarily relates to a decline in market rates paid in the Company's service area and the maturity of higher rate deposits.

Partially offsetting the decrease in interest expense on time deposits was a $6 thousand increase in interest expense on savings accounts related to growth in this deposit category. Average savings balances increased from $100.9 million during the three months ended June 30, 2014 to $115.3 million during the current quarter. Plumas Bank's savings accounts provide an attractive interest rate in the current rate environment and we have seen continued growth in savings accounts for the last few years. The average rate paid on savings accounts was 16 basis points during both periods.

Interest expense on other interest-bearing liabilities decreased by $144 thousand from $296 thousand during the three months ended June 30, 2014 to $152 thousand during the current quarter related to the redemption of the Company's subordinated debenture on April 16, 2015. Interest expense related to the subordinated debenture decreased by $157 thousand from $189 thousand during the second quarter of 2014 to $32 thousand during the current quarter. Interest expense on the Company's note payable increased by $13 thousand to $44 thousand during the three months ended June 30, 2015. This increase is related to an increase in average borrowings on this note from $3 million during the second quarter of 2014 to $4.4 million during the three months ended June 30, 2015. The average rate paid on the note payable was 4.02% during the three months ended June 30, 2015 and 4.14% during the second quarter of 2014.

The following table presents for the three-month periods indicated the distribution of consolidated average assets, liabilities and shareholders' equity. It also presents the amounts of interest income from interest earning assets and the resultant annualized yields expressed in both dollars and annualized yield percentages, as well as, the amounts of interest expense on interest bearing liabilities and the resultant cost expressed in both dollars and annualized rate percentages. Average balances are based on daily averages. Nonaccrual loans are included in the calculation of average loans while nonaccrued interest thereon is excluded from the computation of yields earned:

| | For the Three Months Ended June 30, 2015 | | | For the Three Months Ended June 30, 2014 | | |
|---|---|---|---|---|---|---|
| | Average Balance (in thousands) | Interest (in thousands) | Yield/ Rate | Average Balance (in thousands) | Interest (in thousands) | Yield/ Rate |
| **Interest-earning assets:** | | | | | | |
| Loans (1) (2) (3) | $386,924 | $ 5,148 | 5.34 % | $351,904 | $ 4,758 | 5.42 % |
| Investment securities (1) | 91,381 | 418 | 1.83 % | 89,397 | 381 | 1.71 % |
| Other | 21,941 | 28 | 0.51 % | 28,581 | 26 | 0.36 % |
| Total interest-earning assets | 500,246 | 5,594 | 4.49 % | 469,882 | 5,165 | 4.41 % |
| Cash and due from banks | 17,510 | | | 13,878 | | |
| Other assets | 33,062 | | | 35,498 | | |
| Total assets | $550,818 | | | $519,258 | | |
| **Interest-bearing liabilities:** | | | | | | |
| NOW deposits | $85,779 | 19 | 0.09 % | $82,172 | 19 | 0.09 % |
| Money market deposits | 45,315 | 16 | 0.14 % | 47,704 | 16 | 0.13 % |
| Savings deposits | 115,259 | 46 | 0.16 % | 100,883 | 40 | 0.16 % |
| Time deposits | 53,807 | 44 | 0.33 % | 60,054 | 56 | 0.37 % |
| Total deposits | 300,160 | 125 | 0.17 % | 290,813 | 131 | 0.18 % |
| Note payable | 4,385 | 44 | 4.02 % | 3,000 | 31 | 4.14 % |
| Subordinated debentures | 1,235 | 32 | 10.39% | 7,351 | 189 | 10.31% |
| Junior subordinated debentures | 10,310 | 75 | 2.92 % | 10,310 | 75 | 2.92 % |
| Other interest-bearing liabilities | 5,403 | 1 | 0.07 % | 4,909 | 1 | 0.08 % |
| Total interest-bearing liabilities | 321,493 | 277 | 0.35 % | 316,383 | 427 | 0.54 % |
| Non-interest bearing deposits | 184,559 | | | 163,827 | | |
| Other liabilities | 5,758 | | | 5,924 | | |
| Shareholders' equity | 39,008 | | | 33,124 | | |
| Total liabilities & equity | $550,818 | | | $519,258 | | |
| Cost of funding interest-earning assets (4) | | | 0.23 % | | | 0.37 % |

| | | | | |
|---|---|---|---|---|
| Net interest income and margin (5) | $ 5,317 | 4.26 % | $ 4,738 | 4.04 % |

(1) Not computed on a tax-equivalent basis.

(2) Average nonaccrual loan balances of $5.8 million for 2015 and $8.3 million for 2014 are included in average loan balances for computational purposes.

(3) Net loan costs included in loan interest income for the three-month periods ended June 30, 2015 and 2014 were $203,000 and $130,000, respectively.

(4) Total annualized interest expense divided by the average balance of total earning assets.

(5) Annualized net interest income divided by the average balance of total earning assets.

The following table sets forth changes in interest income and interest expense for the three-month periods indicated and the amount of change attributable to variances in volume, rates and the combination of volume and rates based on the relative changes of volume and rates:

| | **2015 over 2014 change in net interest income for the three months ended June 30 (in thousands)** | | | |
|---|---|---|---|---|
| | **Volume (1)** | **Rate (2)** | **Mix (3)** | **Total** |
| **Interest-earning assets:** | | | | |
| Loans | $474 | $(76) | $(8) | $390 |
| Investment securities | 8 | 28 | 1 | 37 |
| Interest bearing deposits | (6) | 11 | (3) | 2 |
| Total interest income | 476 | (37) | (10) | 429 |
| **Interest-bearing liabilities:** | | | | |
| NOW deposits | - | - | - | - |
| Money market deposits | (1) | 1 | - | - |
| Savings deposits | 6 | - | - | 6 |
| Time deposits | (5) | (7) | - | (12) |
| Note payable | 14 | (1) | - | 13 |
| Subordinated debentures | (157) | 1 | (1) | (157) |
| Junior subordinated debentures | - | - | - | - |
| Other | - | - | - | - |
| Total interest expense | (143) | (6) | (1) | (150) |
| Net interest income | $619 | $(31) | $(9) | $579 |

(1) The volume change in net interest income represents the change in average balance divided by the previous year's rate.
(2) The rate change in net interest income represents the change in rate divided by the previous year's average balance.
(3) The mix change in net interest income represents the change in average balance multiplied by the change in rate.

**Provision for loan losses.** The Company recorded a $300 thousand provision for loan losses for the three months ended June 30, 2015 and 2014.

The allowance for loan losses is maintained at a level that management believes will be appropriate to absorb probable incurred losses on existing loans based on an evaluation of the collectability of the loans and prior loan loss experience. The evaluations take into consideration such factors as changes in the nature and volume of the portfolio, overall portfolio quality, review of specific problem loans, and current economic conditions that may affect the borrower's ability to repay their loan. The allowance for loan losses is based on estimates, and ultimate losses may vary from the current estimates. These estimates are reviewed not less than quarterly and, as adjustments become necessary, they are reported in earnings in the periods in which they become known.

Based on information currently available, management believes that the allowance for loan losses is appropriate to absorb probable incurred losses in the portfolio. However, no assurance can be given that the Company may not sustain charge-offs which are in excess of the allowance in any given period. See "Analysis of Asset Quality and Allowance for Loan Losses" for further discussion of loan quality trends and the provision for loan losses.

**Non-interest income.** During the three months ended June 30, 2015 non-interest income decreased by $71 thousand to $1.8 million down from $1.9 million during the three months ended June 30, 2014. The largest component of this decrease was a decline in gain on sale of SBA loans of $127 thousand from $444 thousand during the 2014 quarter to $317 thousand during the three months ended June 30, 2015. Service charge income decreased by $58 thousand most of which was related to a reduction in NSF and overcharge income. Partially offsetting these reductions was a $112 thousand increase in other non-interest income mostly related to a one-time FHLB dividend totaling $88 thousand paid in June 2015.

The following table describes the components of non-interest income for the three-month periods ended June 30, 2015 and 2014, dollars in thousands:

| | For the Three Months Ended June 30 | | | |
|---|---|---|---|---|
| | 2015 | 2014 | Dollar Change | Percentage Change |
| Service charges on deposit accounts | $1,006 | $1,064 | $ (58 ) | (5.5 )% |
| Gain on sale of loans, net | 317 | 444 | (127 ) | (28.6 )% |
| Loan serving fees | 136 | 134 | 2 | 1.5 % |
| Earnings on life insurance policies | 85 | 85 | - | - % |
| Other | 278 | 166 | 112 | 67.5 % |
| Total non-interest income | $1,822 | $1,893 | $ (71 ) | (3.8 )% |

**Non-interest expense.** During the three months ended June 30, 2015, total non-interest expense increased by $165 thousand, or 4%, to $4.6 million, up from $4.5 million for the comparable period in 2014. While the Company continued to experience declines in several categories of non-interest expense, these were offset by increases in other items the largest of which was $172 thousand in the provision from change in OREO valuation. Other increases of note were $33 thousand in salary and benefit expense and $54 thousand in professional fees. Similar to the six month period, the largest reductions in expense were $77 thousand in occupancy and equipment expense, $44 thousand in OREO expense and $35 thousand in loan and collection expense.

The provision for OREO losses increased by $172 thousand from $0 during the three months ended June 30, 2014 to $172 during the current quarter. The $172 thousand provision recorded during the second quarter of 2015 was related to declines in value in five properties the largest of which was $81 thousand on one land development property. The $33 thousand increase in salary and benefit costs includes increase of $128 thousand in salary expense and $27 thousand in 401k contributions. These were mostly offset reductions in other items the largest of which were a $31 thousand decline in commissions and a $64 thousand increase in the deferral of loan origination costs. The increase in professional fees was primarily related to an increase in audit expense related to our SBA lending operations. The SBA performed a comprehensive review of all of SBA operations resulting in a fee of $35 thousand. These types of reviews are required under SBA guidelines for preferred SBA lenders such as us.

The following table describes the components of non-interest expense for the three-month periods ended June 30, 2015 and 2014, dollars in thousands:

| | For the Three Months Ended June 30, 2015 | 2014 | Dollar Change | Percentage Change |
|---|---|---|---|---|
| Salaries and employee benefits | $2,426 | $2,393 | $ 33 | 1.4 % |
| Occupancy and equipment | 680 | 757 | (77 ) | (10.2 )% |
| Outside service fees | 491 | 525 | (34 ) | (6.5 )% |
| Professional fees | 180 | 126 | 54 | 42.9 % |
| Provision from change in OREO valuation | 172 | - | 172 | 100.0 % |
| Telephone and data communication | 93 | 84 | 9 | 10.7 % |
| Deposit insurance | 93 | 96 | (3 ) | (3.1 )% |
| Business development | 82 | 67 | 15 | 22.4 % |
| Advertising and shareholder relations | 81 | 70 | 11 | 15.7 % |
| Director compensation and retirement | 73 | 73 | - | - % |
| Armored car and courier | 59 | 55 | 4 | 7.3 % |
| OREO costs | 46 | 90 | (44 ) | (48.9 )% |
| Loan and collection expenses | 28 | 63 | (35 ) | (56.6 )% |
| Stationery and supplies | 26 | 28 | (2 ) | (7.1 )% |
| Insurance expense | 21 | 30 | (9 ) | (30.0 )% |
| Postage | 11 | 11 | - | - % |
| Gain on sale of OREO | (8 ) | (36 ) | 28 | 77.8 % |
| Other | 75 | 32 | 43 | 134.4 % |
| Total non-interest expense | $4,629 | $4,464 | $ 165 | 3.7 % |

**Provision for income taxes.** The Company recorded income tax expense of $855 thousand, or 38.7% of pre-tax income for the three months ended June 30, 2015. This compares to income tax expense of $742 thousand, or 39.7% of pre-tax income for the three months ended June 30, 2014. The percentages for 2015 and 2014 differ from the statutory rate as tax exempt income such as earnings on Bank owned life insurance and municipal loan and investment income decrease taxable income.

**FINANCIAL CONDITION**

**Loan Portfolio.** Gross loans increased by $22.2 million, an annualized rate of over 12%, from $370.4 million at December 31, 2014 to $392.6 million at June 30, 2015. The increase in loan balances during the six month period ended June 30, 2015 relates to growth in the Company’s commercial real estate, commercial, agricultural, automobile and construction loan portfolios. The Company continues to manage the mix of its loan portfolio consistent with its identity as a community bank serving the financing needs of all sectors of the area it serves. Although the Company offers a broad array of financing options, it continues to concentrate its focus on small to medium sized commercial businesses. These commercial loans offer diversification as to industries and types of businesses, thus limiting material exposure in any industry concentrations. The Company offers both fixed and floating rate loans and obtains collateral in the form of real property, business assets and deposit accounts, but looks to business and personal cash flows as its primary source of repayment.

As shown in the following table the Company's largest lending categories are commercial real estate loans, automobile loans, agricultural loans and equity lines of credit.

| (dollars in thousands) | Balance at End of Period **06/30/15** | Percent of Loans in Each Category to Total Loans **06/30/15** | | Balance at End of Period **12/31/14** | Percent of Loans in Each Category to Total Loans **12/31/14** | |
|---|---|---|---|---|---|---|
| Commercial | $36,458 | 9.3 | % | $31,465 | 8.5 | % |
| Agricultural | 38,542 | 9.8 | % | 35,355 | 9.5 | % |
| Real estate - residential | 27,346 | 7.0 | % | 29,284 | 7.9 | % |
| Real estate – commercial | 174,258 | 44.4 | % | 163,306 | 44.1 | % |
| Real estate – construction | 26,594 | 6.8 | % | 24,572 | 6.6 | % |
| Equity Lines of Credit | 38,634 | 9.8 | % | 38,972 | 10.5 | % |
| Auto | 47,425 | 12.1 | % | 44,618 | 12.1 | % |
| Other | 3,315 | 0.8 | % | 2,818 | 0.8 | % |
| Total Gross Loans | $392,572 | 100 | % | $370,390 | 100 | % |

Construction and land development loans represented 6.8% and 6.6% of the loan portfolio as of June 30, 2015 and December 31, 2014, respectively. The construction and land development portfolio component has been identified by Management as a higher-risk loan category.  The quality of the construction and land development category is highly dependent on property values both in terms of the likelihood of repayment once the property is transacted by the current owner as well as the level of collateral the Company has securing the loan in the event of default. Loans in this category are characterized by the speculative nature of commercial and residential development properties and can include property in various stages of development from raw land to finished lots. The decline in these loans as a percentage of the Company's loan portfolio from over 21% at December 31, 2007 to less than 7% during the last two years reflects management's efforts, which began in 2009, to reduce its exposure to construction and land development loans.

The Company's real estate related loans, including real estate mortgage loans, real estate construction and land development loans, consumer equity lines of credit, and agricultural loans secured by real estate comprised 73% and 74% of the total loan portfolio at June 30, 2015 and December 31, 2014, respectively. Moreover, the business activities of the Company currently are focused in the California counties of Plumas, Nevada, Placer, Lassen, Modoc, Shasta, and Sierra and in Washoe County in Northern Nevada. Consequently, the results of operations and financial condition of the Company are dependent upon the general trends in these economies and, in particular, the residential and commercial real estate markets. In addition, the concentration of the Company's operations in these areas of Northeastern California and Northwestern Nevada exposes it to greater risk than other banking companies with a wider geographic base in the event of catastrophes, such as earthquakes, fires and floods in these regions.

The rates of interest charged on variable rate loans are set at specific increments in relation to the Company's lending rate or other indexes such as the published prime interest rate or U.S. Treasury rates and vary with changes in these indexes. At June 30, 2015 and December 31, 2014, approximately 71% of the Company's loan portfolio was comprised of variable rate loans. At June 30, 2015 and December 31, 2014, 44% and 42%, respectively of the variable loans were at their respective floor rate. While real estate mortgage, commercial and consumer lending remain the foundation of the Company's historical loan mix, some changes in the mix have occurred due to the changing economic environment and the resulting change in demand for certain loan types. The most significant change has been an increase in indirect auto lending with automobile loans increasing from 2.5% of gross loans at December 31, 2011 to 12.1% of gross loans at June 30, 2015. The automobile portfolio provides diversification to the loan portfolio in terms of rate, term and balance as these loans tend to have a much shorter term and balance than commercial real-estate loans and are fixed rate. In addition, the Company remains committed to the agricultural industry in Northeastern California and will continue to pursue high quality agricultural loans. Agricultural loans include both commercial and commercial real estate loans. The Company's agricultural loan balances totaled $38.5 million and $35.4 million at June 30, 2015 and December 31, 2014, respectively.

**Analysis of Asset Quality and Allowance for Loan Losses.** The Company attempts to minimize credit risk through its underwriting and credit review policies. The Company’s credit review process includes internally prepared credit reviews as well as contracting with an outside firm to conduct periodic credit reviews. The Company’s management and lending officers evaluate the loss exposure of classified and impaired loans on a quarterly basis, or more frequently as loan conditions change. The Management Asset Resolution Committee (MARC) reviews the asset quality of criticized and past due loans on a monthly basis and reports the findings to the full Board of Directors. In management's opinion, this loan review system helps facilitate the early identification of potential criticized loans.

The Company has implemented MARC to develop an action plan to significantly reduce nonperforming assets. It consists of the Bank’s Chief Executive Officer, Chief Financial Officer and Chief Credit Officer, and the activities are governed by a formal written charter. The MARC meets at least monthly and reports to the Board of Directors.

More specifically, a formal plan to effect repayment and/or disposition of every significant nonperforming loan relationship is developed and documented for review and on-going oversight by the MARC. Some of the strategies used include but are not limited to: 1) obtaining additional collateral, 2) obtaining additional investor cash infusion, 3) sale of the promissory note to an outside party, 4) proceeding with foreclosure on the underlying collateral, and 5) legal action against borrower/guarantors to encourage settlement of debt and/or collect any deficiency balance owed. Each step includes a benchmark timeline to track progress.

MARC also provides guidance for the maintenance and timely disposition of OREO properties; including developing financing and marketing programs to incent individuals to purchase OREO.

The allowance for loan losses is established through charges to earnings in the form of the provision for loan losses. Loan losses are charged to and recoveries are credited to the allowance for loan losses. The allowance for loan losses is maintained at a level deemed appropriate by management to provide for known and inherent risks in the loan portfolio. The adequacy of the allowance for loan losses is based upon management's continuing assessment of various factors affecting the collectability of loans; including current economic conditions, maturity of the portfolio, size of the portfolio, industry concentrations, borrower credit history, collateral, the existing allowance for loan losses, independent credit reviews, current charges and recoveries to the allowance for loan losses and the overall quality of the portfolio as determined by management, regulatory agencies, and independent credit review consultants retained by the Company. There is no precise method of predicting specific losses or amounts which may ultimately be charged off on particular segments of the loan portfolio. The collectability of a loan is subjective to some degree, but must relate to the borrower’s financial condition, cash flow, quality of the borrower’s management expertise, collateral and guarantees, and state of the local economy.

Formula allocations are calculated by applying loss factors to outstanding loans with similar characteristics. Loss factors are based on the Company’s historical loss experience as adjusted for changes in the business cycle and may be adjusted for significant factors that, in management's judgment, affect the collectability of the portfolio as of the evaluation date. Historical loss data from the beginning of the latest business cycle are incorporated in the loss factors.

The discretionary allocation is based upon management's evaluation of various loan segment conditions that are not directly measured in the determination of the formula and specific allowances. The conditions may include, but are not limited to, general economic and business conditions affecting the key lending areas of the Company, credit quality trends, collateral values, loan volumes and concentrations, and other business conditions.

The following table provides certain information for the dates indicated with respect to the Company's allowance for loan losses as well as charge-off and recovery activity.

| | **For the Six Months Ended June 30,** | | **For the Year Ended December 31** | | |
|---|---|---|---|---|---|
| | **2015** | **2014** | **2014** | **2013** | **2012** |
| | ***(dollars in thousands)*** | | | | |
| Balance at beginning of period | $5,451 | $5,517 | $5,517 | $5,686 | $6,908 |
| Charge-offs: | | | | | |
| Commercial and agricultural | 57 | 93 | 191 | 401 | 1,159 |
| Real estate mortgage | 53 | 824 | 1,015 | 419 | 616 |
| Real estate construction | 55 | - | 106 | 735 | 1,524 |
| Consumer (includes equity LOC & Auto) | 285 | 304 | 601 | 360 | 602 |
| Total charge-offs | 450 | 1,221 | 1,913 | 1,915 | 3,901 |
| Recoveries: | | | | | |
| Commercial and agricultural | 90 | 27 | 89 | 140 | 66 |
| Real estate mortgage | 4 | 28 | 19 | 109 | 8 |
| Real estate construction | - | 491 | 491 | - | 81 |
| Consumer (includes equity LOC & Auto) | 85 | 66 | 148 | 97 | 174 |
| Total recoveries | 179 | 612 | 747 | 346 | 329 |
| Net charge-offs | (271) | (609) | (1,166) | (1,569) | (3,572) |
| Provision for loan losses | 600 | 450 | 1,100 | 1,400 | 2,350 |
| Balance at end of period | $5,780 | $5,358 | $5,451 | $5,517 | $5,686 |
| Net charge-offs during the period to average loans (annualized for the six month periods) | 0.14 % | 0.36 % | 0.33 % | 0.49 % | 1.18 % |
| Allowance for loan losses to total loans | 1.47 % | 1.50 % | 1.47 % | 1.63 % | 1.80 % |

During the six months ended June 30, 2015 we recorded a provision for loan losses of $600 thousand up $150 thousand from the $450 thousand provision recorded during the six months ended June 30, 2014. Net charge-offs totaled $271 thousand a decrease of $338 thousand from $609 thousand during the six months ended June 30, 2014.

The following table provides a breakdown of the allowance for loan losses at June 30, 2015 and December 31, 2014:

| (dollars in thousands) | Balance at End of Period | Percent of Loans in Each | Balance at End of Period | Percent of Loans in Each |
|---|---|---|---|---|

| | 2015 | Category to Total Loans 2015 | 2014 | Category to Total Loans 2014 |
|---|---|---|---|---|
| Commercial and agricultural | $ 870 | 19.1 % | $ 799 | 18.0 % |
| Real estate mortgage | 2,539 | 51.4 % | 2,080 | 52.0 % |
| Real estate construction | 1,031 | 6.8 % | 1,227 | 6.6 % |
| Consumer (includes equity LOC & Auto) | 1,340 | 22.7 % | 1,345 | 23.4 % |
| Total | $ 5,780 | 100.0 % | $ 5,451 | 100.0 % |

The allowance for loan losses totaled $5.8 million at June 30, 2015 and $5.5 million at December 31, 2014. Specific reserves related to impaired loans decreased by $13 thousand from $564 thousand at December 31, 2014 to $551 thousand at June 30, 2015. At least quarterly the Company evaluates each specific reserve and if it determines that the loss represented by the specific reserve is uncollectable it records a charge-off for the uncollectable portion. General reserves were $5.2 million at June 30, 2015 and $4.9 million at December 31, 2014. The allowance for loan losses as a percentage of total loans was 1.47% at June 30, 2015 and December 31, 2014. The percentage of general reserves to unimpaired loans increased slightly from 1.35% at December 31, 2014 to 1.36% at June 30, 2015.

The Company places loans 90 days or more past due on nonaccrual status unless the loan is well secured and in the process of collection. A loan is considered to be in the process of collection if, based on a probable specific event, it is expected that the loan will be repaid or brought current. Generally, this collection period would not exceed 90 days. When a loan is placed on nonaccrual status the Company's general policy is to reverse and charge against current income previously accrued but unpaid interest. Interest income on such loans is subsequently recognized only to the extent that cash is received and future collection of principal is deemed by management to be probable. Where the collectability of the principal or interest on a loan is considered to be doubtful by management, it is placed on nonaccrual status prior to becoming 90 days delinquent.

Impaired loans are measured based on the present value of the expected future cash flows discounted at the loan's effective interest rate or the fair value of the collateral if the loan is collateral dependent. The amount of impaired loans is not directly comparable to the amount of nonperforming loans disclosed later in this section. The primary difference between impaired loans and nonperforming loans is that impaired loan recognition considers not only loans 90 days or more past due, restructured loans and nonaccrual loans but also may include identified problem loans other than delinquent loans where it is considered probable that we will not collect all amounts due to us (including both principal and interest) in accordance with the contractual terms of the loan agreement.

A restructuring of a debt constitutes a troubled debt restructuring (TDR) if the Company, for economic or legal reasons related to the debtor's financial difficulties, grants a concession to the debtor that it would not otherwise consider. Restructured workout loans typically present an elevated level of credit risk as the borrowers are not able to perform according to the original contractual terms. Loans that are reported as TDRs are considered impaired and measured for impairment as described above.

Loans restructured (TDRs) and not included in nonperforming loans in the following table totaled $2.0 million at June 30, 2015 and $2.0 million, $4.5 million, $5.4 million and $8.6 million at December 31, 2014, 2013, 2012 and 2011, respectively.

For additional information related to restructured loans see Note 4 of the Company’s Condensed Consolidated Financial Statements in this quarterly report on form 10Q.

The following table sets forth the amount of the Company's nonperforming assets as of the dates indicated.

| | **At June 30,** | **At December 31,** | | | |
|---|---|---|---|---|---|
| | **2015** | **2014** | **2013** | **2012** | **2011** |
| | ***(dollars in thousands)*** | | | | |
| Nonaccrual loans | $5,078 | $6,625 | $5,519 | $13,683 | $16,757 |
| Loans past due 90 days or more and still accruing | - | - | 17 | 15 | 72 |
| Total nonperforming loans | 5,078 | 6,625 | 5,536 | 13,698 | 16,829 |
| Other real estate owned | 2,970 | 3,590 | 6,399 | 5,295 | 8,623 |
| Other vehicles owned | 82 | 13 | 60 | 41 | 57 |
| Total nonperforming assets | $8,130 | $10,228 | $11,995 | $19,034 | $25,509 |
| Interest income forgone on nonaccrual loans | $220 | $345 | $280 | $646 | $510 |
| Interest income recorded on a cash basis on nonaccrual loans | $- | $31 | $22 | $192 | $285 |
| Nonperforming loans to total loans | 1.29 % | 1.79 % | 1.64 % | 4.35 % | 5.73 % |
| Nonperforming assets to total assets | 1.46 % | 1.90 % | 2.33 % | 3.98 % | 5.60 % |

Nonperforming loans at June 30, 2015 were $5.1 million, a decrease of $1.5 million from the $6.6 million balance at December 31, 2014. Specific reserves on nonaccrual loans totaled $476 thousand at June 30, 2015 and $522 thousand at December 31, 2014. Performing loans past due thirty to eighty-nine days increased by $986 thousand from $1.6 million at December 31, 2014 to $2.6 million at June 30, 2015. The increase was related to one loan with a balance of $1.5 million which was 30 days past due at June 30, 2015. The regular payment was received on this loan on July 1, 2015.

A substandard loan is not adequately protected by the current sound worth and paying capacity of the borrower or the value of the collateral pledged, if any. Total substandard loans decreased by $1.2 million from $8.1 million at December 31, 2014 to $6.9 million at June 30, 2015. Loans classified as watch decreased by $1.4 million from $4.4 million at December 31, 2014 to $3.0 million at June 30, 2015. At June 30, 2015, $1.9 million of performing loans were classified as substandard. Further deterioration in the credit quality of individual performing substandard loans or other adverse circumstances could result in the need to place these loans on nonperforming status.

At June 30, 2015 and December 31, 2014, the Company's recorded investment in impaired loans totaled $7.0 million and $8.6 million, respectively. The specific allowance for loan losses related to impaired loans totaled $551 thousand and $564 thousand at June 30, 2015 and December 31, 2014, respectively. Additionally, $0.7 million has been charged off against the impaired loans at June 30, 2015 and December 31 2014.

It is the policy of management to make additions to the allowance for loan losses so that it remains appropriate to absorb the inherent risk of loss in the portfolio. Management believes that the allowance at June 30, 2015 is appropriate. However, the determination of the amount of the allowance is judgmental and subject to economic conditions which cannot be predicted with certainty. Accordingly, the Company cannot predict whether charge-offs of loans in excess of the allowance may occur in future periods.

OREO represents real property acquired by the Bank either through foreclosure or through a deed in lieu thereof from the borrower. Repossessed assets include vehicles and other commercial assets acquired under agreements with delinquent borrowers. OREO holdings represented fourteen properties totaling $3.0 million at June 30, 2015 and fifteen properties totaling $3.6 million at December 31, 2014. Nonperforming assets as a percentage of total assets were 1.46% at June 30, 2015 and 1.90% at December 31, 2014.

The following table provides a summary of the change in the number and balance of OREO properties for the six months ended June 30, 2015 and 2014, dollars in thousands:

| | **Six Months Ended June 30,** | | | |
|---|---|---|---|---|
| | **#** | **2015** | **#** | **2014** |
| Beginning Balance | 15 | $3,590 | 26 | $6,399 |
| Additions | 3 | 246 | 6 | 364 |
| Dispositions | (4) | (823 ) | (10) | (2,714) |
| Provision from change in OREO valuation | | (43 ) | | (135 ) |
| Ending Balance | 14 | $2,970 | 22 | $3,914 |

**Investment Portfolio and Federal Funds Sold.** Total investment securities were $90.0 million at June 30, 2015 and $90.3 million as of December 31, 2014. During the six months ended June 30, 2015 we sold eight available-for-sale investment securities having a value of $6.7 million and recorded a net gain of $30 thousand. The investment portfolio at June 30, 2015 consisted of $74.1 million in securities of U.S. Government-sponsored agencies and 63 municipal securities totaling $15.9 million. Included in the $90.3 million at December 31, 2014 were $77.3 million in securities of U.S. Government-sponsored agencies and 52 municipal securities totaling $12.5 million and one corporate security totaling $0.5 million.

There were no Federal funds sold at June 30, 2015 and December 31, 2014; however, the Bank maintained interest earning balances at the Federal Reserve Bank (FRB) totaling $13.6 million at June 30, 2015 and $22.9 million at December 31, 2014. These balances currently earn 25 basis points.

The Company classifies its investment securities as available-for-sale or held-to-maturity. Currently all securities are classified as available-for-sale. Securities classified 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.

**Deposits.** Deposits totaled $493.4 million at June 30, 2015, an increase of $25.5 million from $467.9 million at December 31, 2014. Increases included $10.3 million in non-interest bearing demand deposits, $1.8 million in NOW accounts and $16.8 million in savings and money market accounts. Time deposits declined by $3.4 million, much of which we attribute to migration into other types of deposits given the low rates and lack of liquidity associated with time deposits.

The Company continues to manage the mix of its deposits consistent with its identity as a community bank serving the financial needs of its customers. The following table shows the distribution of deposits by type at June 30, 2015 and December 31, 2014.

| (dollars in thousands) | Balance at End of Period **6/30/15** | Percent of Deposits in Each Category **6/30/15** | | Balance at End of Period **12/31/14** | Percent of Deposits in Each Category **12/31/14** | |
|---|---|---|---|---|---|---|
| Non-interest bearing | $190,932 | 38.7 | % | $180,649 | 38.6 | % |
| NOW | 83,974 | 17.0 | % | 82,144 | 17.6 | % |
| Money Market | 45,427 | 9.2 | % | 42,499 | 9.1 | % |
| Savings | 120,131 | 24.4 | % | 106,257 | 22.7 | % |
| Time | 52,904 | 10.7 | % | 56,342 | 12.0 | % |
| Total Deposits | $493,368 | 100 | % | $467,891 | 100 | % |

Deposits represent the Bank's primary source of funds. Deposits are primarily core deposits in that they are demand, savings and time deposits generated from local businesses and individuals. These sources are considered to be relatively stable, long-term relationships thereby enhancing steady growth of the deposit base without major fluctuations in overall deposit balances. The Company experiences, to a small degree, some seasonality with the slower growth period between November through April, and the higher growth period from May through October. In order to assist in meeting any funding demands, the Company maintains a secured borrowing arrangement with the FHLB. There were no brokered deposits at June 30, 2015 or December 31, 2014.

**Short-term Borrowing Arrangements.** The Company is a member of the FHLB and can borrow up to $152,000,000 from the FHLB secured by commercial and residential mortgage loans with carrying values totaling $226,000,000. The Company is required to hold FHLB stock as a condition of membership. At June 30, 2015 and December 31, 2014, the Company held $2,380,000 of FHLB stock which is recorded as a component of other assets. Based on this level of stock holdings at June 30, 2015, the Company can borrow up to $79,300,000. To borrow the $152,000,000 in available credit the Company would need to purchase $2.2 million in additional FHLB stock. In addition to its FHLB borrowing line, the Company has unsecured short-term borrowing agreements with three of its correspondent banks in the amounts of $20 million, $11 million and $10 million. There were no outstanding borrowings under the FHLB or the correspondent bank borrowing lines at June 30, 2015 or December 31, 2014.

**Note Payable.** The Bancorp has the ability to borrow up to $7.5 million on a promissory note (the “Note”) payable to an unrelated commercial bank. The Note bears interest at the U.S. "Prime Rate" plus three-quarters percent per annum, 4.00% at June 30, 2015 and December 31, 2014, matures on October 24, 2015 and is secured by 100 shares of Plumas

Bank stock representing the Company's 100% ownership interest in Plumas Bank. The outstanding balance on this Note was $5,000,000 and $1,000,000 at June 30, 2015 and December 31, 2014. On April 16, 2015 we borrowed $4,000,000 on this Note which, along with a cash dividend from the Bank, was used to pay off our $7.5 million subordinated debenture. Interest expense related to the Note for the six months ended June 30, 2015 and 2014 was $55,000 and $63,000, respectively. Under the Note the Bank is subject to several negative and affirmative covenants including, but not limited to providing timely financial information, maintaining specified levels of capital, restrictions on additional borrowings, and meeting or exceeding certain capital and asset quality ratios. The Bank was in compliance with all such requirements at June 30, 2015 and December 31, 2014.

**Repurchase Agreements.** In 2011 Plumas Bank introduced a new product for their larger business customers which use repurchase agreements as an alternative to interest-bearing deposits. The balance in this product at June 30, 2015 was $3.9 million a decrease of $5.7 million from the December 31, 2014 balance of $9.6 million. Interest paid on this product is similar to that which is paid on the Bank's premium money market account; however, these are not deposits and are not FDIC insured.

**Subordinated Debenture.** On April 15, 2013, to help fund the repurchase of preferred stock during 2013, the Company issued a $7.5 million subordinated debenture. The subordinated debt had an interest rate of 7.5% per annum and a term of 8 years with no prepayment allowed during the first two years and was made in conjunction with an eight-year warrant to purchase up to 300,000 shares of the Bancorp's common stock, no par value at an exercise price, subject to anti-dilution adjustments, of $5.25 per share. The effective yield on the debenture for the six months ended June 30, 2015 was 10.2% which was in excess of the 7.5% rate due to amortization of a $75 thousand commitment fee and a discount recorded on issuance of $318 thousand. As previously discussed under the heading Note Payable on April 16, 2015 the Bancorp paid off the subordinated debt. Interest expense related to the subordinated debt for the six months ended June 30, 2015 and 2014 totaled $219,000 and $377,000, respectively.

**Junior Subordinated Deferrable Interest Debentures.** Plumas Statutory Trust I and II are business trusts formed by the Company with capital of $308,000 and $162,000, respectively, for the sole purpose of issuing trust preferred securities fully and unconditionally guaranteed by the Company.

During 2002, Plumas Statutory Trust I issued 6,000 Floating Rate Capital Trust Pass-Through Securities ("Trust Preferred Securities" or “TRUPS”), with a liquidation value of $1,000 per security, for gross proceeds of $6,000,000. During 2005, Plumas Statutory Trust II issued 4,000 Trust Preferred Securities with a liquidation value of $1,000 per security, for gross proceeds of $4,000,000. The entire proceeds were invested by Trust I in the amount of $6,186,000 and Trust II in the amount of $4,124,000 in Floating Rate Junior Subordinated Deferrable Interest Debentures (the "Subordinated Debentures") issued by the Company, with identical maturity, repricing and payment terms as the Trust Preferred Securities. The Subordinated Debentures represent the sole assets of Trusts I and II.

Trust I’s Subordinated Debentures mature on September 26, 2032, bear a current interest rate of 3.68% (based on 3-month LIBOR plus 3.40%), with repricing and payments due quarterly. Trust II’s Subordinated Debentures mature on September 28, 2035, bear a current interest rate of 1.75% (based on 3-month LIBOR plus 1.48%), with repricing and payments due quarterly. Both Trusts I and II have the option to defer payment of the distributions for a period of up to five years, as long as the Company is not in default on the payment of interest on the Subordinated Debentures.

Interest expense recognized by the Company for the six months ended June 30, 2015 and 2014 related to the junior subordinated debentures was $150,000 and $149,000, respectively.

## Capital Resources

Related to total comprehensive income of $2.4 million shareholders’ equity increased from $36.5 million at December 31, 2014 to $39.0 million at June 30, 2015.

It is the policy of the Company to periodically distribute excess retained earnings to the shareholders through the payment of cash dividends. Such dividends help promote shareholder value and capital adequacy by enhancing the marketability of the Company’s stock. All authority to provide a return to the shareholders in the form of a cash or stock dividend or split rests with the Board of Directors (the “Board). The Board will periodically, but on no regular schedule, review the appropriateness of a cash dividend payment. Banking regulations limit the amount of dividends that may be paid without prior approval of regulatory agencies. No common cash dividends were paid during the last six years.

The Company is subject to various restrictions on the payment of dividends.

On April 15, 2015, Plumas Bank paid a cash dividend to Plumas Bancorp of $4 million; $3.5 million of this dividend along with $4 million in borrowings on the Note were used to pay off the Subordinated Debenture.

**Capital Standards.**

The Company uses a variety of measures to evaluate its capital adequacy, with risk-based capital ratios calculated separately for the Company and the Bank. Management reviews these capital measurements on a monthly basis and takes appropriate action to ensure that they are within established internal and external guidelines. The FDIC has promulgated risk-based capital guidelines for all state non-member banks such as the Bank. These guidelines establish a risk-adjusted ratio relating capital to different categories of assets and off-balance sheet exposures.

In July, 2013, the federal bank regulatory agencies approved the final rules implementing the Basel Committee on Banking Supervision's capital guidelines for U.S. banks. The phase-in period for the final rules began on January 1, 2015, with full compliance with all of the final rule's requirements phased in over a multi-year schedule. Under the final rules, minimum requirements increased for both the quantity and quality of capital held by the Company and the Bank. The rules include a new common equity Tier 1 capital to risk-weighted assets ratio of 4.5% and a common equity Tier 1 capital conservation buffer of 2.5% of risk-weighted assets. The final rules also raise the minimum ratio of Tier 1 capital to risk-weighted assets from 4.0% to 6.0% and require a minimum leverage ratio of 4.0%. The final rules also implement strict eligibility criteria for regulatory capital instruments.

The Board of Governors of the Federal Reserve System has adopted final amendments to the Small Bank Holding Company Policy Statement (Regulation Y, Appendix C) ( the “Policy Statement”) that, among other things, raised from $500 million to $1 billion the asset threshold to qualify for the Policy Statement. Plumas Bancorp qualifies for treatment under the Policy Statement and is no longer subject to consolidated capital rules at the bank holding company level.

The following table sets forth the Bank's actual capital amounts and ratios (dollar amounts in thousands):

| | | | Amount of Capital Required | | | |
|---|---|---|---|---|---|---|
| | Actual | | For Capital Adequacy Purposes | | To be Well-Capitalized Under Prompt Corrective Provisions | |
| | Amount | Ratio | Amount | Ratio | Amount | Ratio |
| **June 30, 2015** | | | | | | |
| Common Equity Tier 1 Ratio | $52,859 | 12.3% | $19,394 | 4.5% | $28,013 | 6.5% |
| Tier 1 Leverage Ratio | 52,859 | 9.6% | 21,990 | 4.0% | 27,488 | 5.0% |
| Tier 1 Risk-Based Capital Ratio | 52,859 | 12.3% | 25,858 | 6.0% | 34,478 | 8.0% |
| Total Risk-Based Capital Ratio | 58,254 | 13.5% | 34,478 | 8.0% | 43,097 | 10.0% |
| **December 31, 2014** | | | | | | |
| Common Equity Tier 1 Ratio | N/A | N/A | N/A | N/A | N/A | N/A |
| Tier 1 Leverage Ratio | $53,925 | 9.8% | $22,144 | 4.0% | $27,643 | 5.0% |
| Tier 1 Risk-Based Capital Ratio | 53,925 | 13.2% | 16,344 | 4.0% | 24,517 | 6.0% |
| Total Risk-Based Capital Ratio | 59,039 | 14.4% | 32,689 | 8.0% | 40,860 | 10.0% |

Management believes that Plumas Bank currently meets all its capital adequacy requirements.

The current and projected capital positions of the Company and the Bank and the impact of capital plans and long-term strategies are reviewed regularly by management. The Company policy is to maintain the Bank’s ratios above the prescribed well-capitalized ratios at all times.

**Off-Balance Sheet Arrangements**

**Loan Commitments.** In the normal course of business, there are various commitments outstanding to extend credits that are not reflected in the financial statements. Commitments to extend credit and letters of credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Annual review of commercial credit lines, letters of credit and ongoing monitoring of outstanding balances reduces the risk of loss associated with these commitments. As of June 30, 2015, the Company had $81.9 million in unfunded loan commitments and $210 thousand in letters of credit. This compares to $89.7 million in unfunded loan commitments and no letters of credit at December 31, 2014. Of the $81.9 million in unfunded loan commitments, $44.0 million and $37.9 million represented commitments to commercial and consumer customers, respectively. Of the total unfunded commitments at June 30, 2015, $44.3 million were secured by real estate, of which $16.7 million was secured by commercial real estate and $27.6 million was secured by residential real estate in the form of equity lines of credit. The commercial loan commitments not secured by real estate primarily represent business lines of credit, while the consumer loan commitments not secured by real estate primarily represent revolving credit card lines and overdraft protection lines. Since some of the commitments are expected to expire without being drawn upon the total commitment amounts do not necessarily represent future cash requirements.

**Operating Leases.** The Company leases one depository branch, three lending offices, one loan administration office and two non-branch automated teller machine locations. Total rental expenses under all operating leases totaled $109 thousand and $128 thousand during six months ended June 30, 2015 and 2014, respectively. The expiration dates of the leases vary, with the first such lease expiring during 2015 and the last such lease expiring during 2018.

**Recent Developments.** On February 26, 2015 Plumas Bank announced that it had filed an application with the FDIC to establish a full-service branch in Reno, Nevada. On April 16, 2015, Plumas Bank purchased a building for $1,050,000 to house this branch located at 5050 Meadowood Mall Circle, Reno, Nevada. In addition, the Company has budgeted approximately $1 million in costs for the remodeling of the branch including the cost of furniture, fixtures and equipment. The Company has received all required regulatory approvals to operate this new branch which is expected to open during the fourth quarter of 2015.

On April 21, 2015 Plumas Bank announced that it has signed a purchase and assumption agreement to acquire the Redding, California branch of Rabobank N.A. The Company has received all required regulatory approvals required to purchase this branch. The transaction, which closed on July 31, 2015, resulted in the acquisition of approximately $10 million in deposits. No loans were acquired as part of the transaction. Effective with the closing of the transaction, Plumas Bank consolidated and merged its existing branch in Redding into the newly acquired branch.

**Liquidity**

The Company manages its liquidity to provide the ability to generate funds to support asset growth, meet deposit withdrawals (both anticipated and unanticipated), fund customers' borrowing needs, satisfy maturity of short-term borrowings and maintain reserve requirements. The Company's liquidity needs are managed using assets or liabilities, or both. On the asset side, in addition to cash and due from banks, the Company maintains an investment portfolio which includes unpledged U.S. Government-sponsored agency securities that are classified as available-for-sale. On the liability side, liquidity needs are managed by charging competitive offering rates on deposit products and the use of established lines of credit.

The Company is a member of the FHLB and can borrow up to $152,000,000 from the FHLB secured by commercial and residential mortgage loans with carrying values totaling $226,000,000. See "Short-term Borrowing Arrangements" for additional information on our FHLB borrowing capacity. In addition to its FHLB borrowing line, the Company has unsecured short-term borrowing agreements with three of its correspondent banks in the amounts of $20 million, $11 million and $10 million. There were no outstanding borrowings under the FHLB or the correspondent bank borrowing lines at June 30, 2015 or December 31, 2014.

Customer deposits are the Company's primary source of funds. Deposits totaled $493.4 million at June 30, 2015, an increase of $25.5 million from $467.9 million at December 31, 2014. Deposits are held in various forms with varying maturities. The Company's securities portfolio, Federal funds sold, FHLB advances, and cash and due from banks serve as the primary sources of liquidity, providing adequate funding for loans during periods of high loan demand. During periods of decreased lending, funds obtained from the maturing or sale of investments, loan payments, and new deposits are invested in short-term earning assets, such as cash held at the FRB, Federal funds sold and investment securities, to serve as a source of funding for future loan growth. Management believes that the Company's available sources of funds, including borrowings, will provide adequate liquidity for its operations in the foreseeable future.

**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

As a smaller reporting company we are not required to provide the information required by this item.

**ITEM 4. CONTROLS AND PROCEDURES**

The Company's Chief Executive Officer and Chief Financial Officer, based on their evaluation of the Company's disclosure controls and procedures as of the end of the Company’s fiscal quarter ended June 30, 2015 (as defined in Exchange Act Rule 13a—15(e), have concluded that the Company's disclosure controls and procedures are adequate and effective for purposes of Rule 13a—15(e) in timely alerting them to material information relating to the Company required to be included in the Company's filings with the SEC under the Securities Exchange Act of 1934.

There were no changes in internal control over financial reporting during the fiscal quarter ended June 30, 2015 that have materially affected, or are reasonably likely to materially affect, the registrant's internal control over financial reporting.

**PART II — OTHER INFORMATION**

**ITEM 1. LEGAL PROCEEDINGS**

From time to time, the Company and/or its subsidiaries are a party to claims and legal proceedings arising in the ordinary course of business. In the opinion of the Company's management, the amount of ultimate liability with respect to such proceedings will not have a material adverse effect on the financial condition or results of operations of the Company taken as a whole.

**Item 1A RISK FACTORS**

As a smaller reporting company we are not required to provide the information required by this item.

**ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

(a) None.

(b) None.

(c) None.

**ITEM 3. DEFAULTS UPON SENIOR SECURITIES**

None.

**ITEM 4. MINE SAFETY DISCLOSURES**

Not applicable.

**ITEM 5. OTHER INFORMATION**

None.

**ITEM 6. EXHIBITS**

The following documents are included or incorporated by reference in this Quarterly Report on Form 10Q:

| | |
|---|---|
| 3.1 | Articles of Incorporation as amended of Registrant included as exhibit 3.1 to the Registrant's Form S-4, File No. 333-84534, which is incorporated by reference herein. |
| 3.2 | Bylaws of Registrant as amended on March 16, 2011 included as exhibit 3.2 to the Registrant's Form 10-K for December 31, 2010, which is incorporated by this reference herein. |
| 3.3 | Amendment of the Articles of Incorporation of Registrant dated November 1, 2002, is included as exhibit 3.3 to the Registrant's 10-Q for September 30, 2005, which is incorporated by this reference herein. |
| 3.4 | Amendment of the Articles of Incorporation of Registrant dated August 17, 2005, is included as exhibit 3.4 to the Registrant's 10-Q for September 30, 2005, which is incorporated by this reference herein. |
| 4 | Specimen form of certificate for Plumas Bancorp included as exhibit 4 to the Registrant's Form S-4, File No. 333-84534, which is incorporated by reference herein. |
| 10.1 | Executive Salary Continuation Agreement of Andrew J. Ryback dated December 17, 2008, is included as exhibit 10.1 to the Registrant's 10-K for December 31, 2008, which is incorporated by this reference herein. |
| 10.2 | Split Dollar Agreement of Andrew J. Ryback dated August 23, 2005, is included as Exhibit 10.2 to the Registrant's 8-K filed on October 17, 2005, which is incorporated by this reference herein. |
| 10.4 | Stock Purchase Warrant dated April 15, 2013, is included as Exhibit 10.4 to the Registrant's 10-Q filed on May 10, 2013, which is incorporated by this reference herein. |
| 10.5 | Subordinated Debenture Purchase Agreement dated April 15, 2013, is included as Exhibit 10.5 to the Registrant's 10-Q filed on November 7, 2013, which is incorporated by this reference herein. |
| 10.6 | Promissory Note Dated October 24, 2013, is included as Exhibit 10.6 to the Registrant's 10-Q filed on May 10, 2013, which is incorporated by this reference herein. |
| 10.8 | Director Retirement Agreement of John Flournoy dated March 21, 2007, is included as Exhibit 10.8 to Registrant's 10-Q for March 31, 2007, which is incorporated by this reference herein. |
| 10.18 | Amended and Restated Director Retirement Agreement of Daniel E. West dated May 10, 2000, is included as Exhibit 10.18 to the Registrant's 10-QSB for June 30, 2002, which is incorporated by this reference herein. |
| 10.19 | Consulting Agreement of Daniel E. West dated May 10, 2000, is included as Exhibit 10.19 to the Registrant's 10-QSB for June 30, 2002, which is incorporated by this reference herein. |
| 10.21 | |

Amended and Restated Director Retirement Agreement of Alvin G. Blickenstaff dated April 19, 2000, is included as Exhibit 10.21 to the Registrant's 10-QSB for June 30, 2002, which is incorporated by this reference herein.

10.22 Consulting Agreement of Alvin G. Blickenstaff dated May 8, 2000, is included as Exhibit 10.22 to the Registrant's 10-QSB for June 30, 2002, which is incorporated by this reference herein.

10.24 Amended and Restated Director Retirement Agreement of Gerald W. Fletcher dated May 10, 2000, is included as Exhibit 10.24 to the Registrant's 10-QSB for June 30, 2002, which is incorporated by this reference herein.

10.25 Consulting Agreement of Gerald W. Fletcher dated May 10, 2000, is included as Exhibit 10.25 to the Registrant's 10-QSB for June 30, 2002, which is incorporated by this reference herein.

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| 10.27 | Amended and Restated Director Retirement Agreement of Arthur C. Grohs dated May 9, 2000, is included as Exhibit 10.27 to the Registrant's 10-QSB for June 30, 2002, which is incorporated by this reference herein. |
| 10.28 | Consulting Agreement of Arthur C. Grohs dated May 9, 2000, is included as Exhibit 10.28 to the Registrant's 10-QSB for June 30, 2002, which is incorporated by this reference herein. |
| 10.33 | Amended and Restated Director Retirement Agreement of Terrance J. Reeson dated April 19, 2000, is included as Exhibit 10.33 to the Registrant's 10-QSB for June 30, 2002, which is incorporated by this reference herein. |
| 10.34 | Consulting Agreement of Terrance J. Reeson dated May 10, 2000, is included as Exhibit 10.34 to the Registrant's 10-QSB for June 30, 2002, which is incorporated by this reference herein. |
| 10.37 | Deferred Fee Agreement of Alvin Blickenstaff is included as Exhibit 10.37 to the Registrant's 10-Q for March 31, 2009, which is incorporated by this reference herein. |
| 10.41 | Form of Indemnification Agreement (Plumas Bancorp) is included as Exhibit 10.41 to the Registrant's 10-Q for March 31, 2009, which is incorporated by this reference herein. |
| 10.42 | Form of Indemnification Agreement (Plumas Bank) is included as Exhibit 10.42 to the Registrant's 10-Q for March 31, 2009, which is incorporated by this reference herein. |
| 10.43 | Plumas Bank 401(k) Profit Sharing Plan as amended is included as exhibit 99.1 of the Form S-8 filed February 14, 2003, File No. 333-103229, which is incorporated by this reference herein. |
| 10.47 | 2013 Stock Option Plan is included as exhibit 99.1 of the Form S-8 filed September 12, 2013, which is incorporated by this reference herein. |
| 10.48 | Specimen Form of Incentive Stock Option Agreement under the 2013 Stock Option Plan is included as exhibit 99.2 of the Form S-8 filed September 12, 2013, which is incorporated by this reference herein. |
| 10.49 | Specimen Form of Nonqualified Stock Option Agreement under the 2013 Stock Option Plan is included as exhibit 99.3 of the Form S-8 filed September 12, 2013, which is incorporated by this reference herein. |
| 10.50 | Executive Salary Continuation Agreement of Rose Dembosz, is included as exhibit 10.50 to the Registrant's 10-K for December 31, 2008, which is incorporated by this reference herein. |
| 10.51 | First Amendment to Split Dollar Agreement of Andrew J. Ryback, is included as exhibit 10.51 to the Registrant's 10-K for December 31, 2008, which is incorporated by this reference herein. |
| 10.64 | First Amendment to the Plumas Bank Amended and Restated Director Retirement Agreement for Alvin Blickenstaff adopted on September 19, 2007, is included as Exhibit 10.64 to the Registrant's 8-K filed on September 25, 2007, which is incorporated by this reference herein. |
| 10.65 | First Amendment to the Plumas Bank Amended and Restated Director Retirement Agreement for Arthur C. Grohs adopted on September 19, 2007, is included as Exhibit 10.65 to the Registrant's 8-K filed on September 25, 2007, which is incorporated by this reference herein. |

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| 10.66 | Director Retirement Agreement of Robert McClintock, is included as Exhibit 10.66 to the Registrant's 10-K filed on March 23, 2012, which is incorporated by this reference herein. |
| 10.67 | First Amendment to the Plumas Bank Amended and Restated Director Retirement Agreement for Terrance J. Reeson adopted on September 19, 2007, is included as Exhibit 10.67 to the Registrant's 8-K filed on September 25, 2007, which is incorporated by this reference herein. |
| 10.69 | First Amendment to the Plumas Bank Amended and Restated Director Retirement Agreement for Daniel E. West adopted on September 19, 2007, is included as Exhibit 10.69 to the Registrant's 8-K filed on September 25, 2007, which is incorporated by this reference herein. |

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| 10.70 | First Amendment to the Plumas Bank Amended and Restated Director Retirement Agreement for Gerald W. Fletcher adopted on October 9, 2007, is included as Exhibit 10.70 to the Registrant's 10-Q for September 30, 2007, which is incorporated by this reference herein. |
| 11 | Computation of per share earnings appears in the attached 10-Q under Plumas Bancorp and Subsidiary Notes to Condensed Consolidated Financial Statements as Footnote 6 – Earnings Per Share. |
| 31.1* | Rule 13a-14(a) [Section 302] Certification of Principal Financial Officer dated August 5, 2015. |
| 31.2* | Rule 13a-14(a) [Section 302] Certification of Principal Executive Officer dated August 5, 2015. |
| 32.1* | Certification of Principal Financial Officer pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 dated August 5, 2015. |
| 32.2* | Certification of Principal Executive Officer pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 dated August 5, 2015. |
| 101.INS* | XBRL Instance Document. |
| 101.SCH* | XBRL Taxonomy Schema. |
| 101.CAL* | XBRL Taxonomy Calculation Linkbase. |
| 101.DEF* | XBRL Taxonomy Definition Linkbase. |
| 101.LAB* | XBRL Taxonomy Label Linkbase. |
| 101.PRE* | XBRL Taxonomy Presentation Linkbase. |

* Filed herewith

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**PLUMAS BANCORP**
(Registrant)
Date: August 5, 2015

/s/ Richard L. Belstock
Richard L. Belstock
*Chief Financial Officer*

/s/ Andrew J. Ryback
Andrew J. Ryback
*President and Chief Executive Officer*

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