Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
BANK OF STOCKTON 401(K) PLAN AND TRUST

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 07/01/1987

2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)

BANK OF STOCKTON

PO BOX 1110
STOCKTON, CA 95201-1110

301 E. MINER STREET
STOCKTON, CA 95202

2b Employer Identification Number (EIN)
94-0902780

2c Sponsor's telephone number
209-929-1414

2d Business code (see instructions)
522110

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	09/30/2013	DANIEL F. FARGO
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address

3b Administrator's EIN

3c Administrator's telephone number

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	427
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	376
b	Retired or separated participants receiving benefits	**6b**	2
c	Other retired or separated participants entitled to future benefits	**6c**	41
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	419
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	1
f	Total. Add lines **6d** and **6e**	**6f**	420
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	360
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 2F 2G 2J 2R 2S 2T 3D

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply)

(1)	[ ]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	Trust
(4)	[ ]	General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	[ ]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	Trust
(4)	[ ]	General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

(1)	[X]	**R** (Retirement Plan Information)
(2)	[ ]	**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)	[ ]	**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1)	[X]	**H** (Financial Information)
(2)	[ ]	**I** (Financial Information – Small Plan)
(3)	[ ]	**A** (Insurance Information)
(4)	[X]	**C** (Service Provider Information)
(5)	[ ]	**D** (DFE/Participating Plan Information)
(6)	[ ]	**G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2012** **This Form is Open to Public Inspection.**

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
BANK OF STOCKTON 401(K) PLAN AND TRUST

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
BANK OF STOCKTON

D Employer Identification Number (EIN)
94-0902780

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . [X] Yes [ ] No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

THE VANGUARD GROUP, INC.

23-1945930

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

THE VANGUARD GROUP, INC.

23-1945930

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 25 33 37 52	NONE	3680	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
THE VANGUARD GROUP, INC.	99	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
LOOMIS SAYLES FUNDS 04-3113274	20 BPS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
THE VANGUARD GROUP, INC.	99	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
COLUMBIA MANAGEMENT INVESTMENT SERV 41-1861053	20 BPS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
THE VANGUARD GROUP, INC.	99	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
COLUMBIA MANAGEMENT INVESTMENT DIST 13-3043478	5 BPS

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
THE VANGUARD GROUP, INC.	99	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
BLACKROCK FUNDS 23-2784752	10 BPS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
THE VANGUARD GROUP, INC.	99	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
COHEN & STEERS 13-3353336	5 BPS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
THE VANGUARD GROUP, INC.	99	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
DODGE & COX 94-1441976	10 BPS

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
THE VANGUARD GROUP, INC.	99	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
MAINSTAY FUNDS 13-3341415	15 BPS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
THE VANGUARD GROUP, INC.	99	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
BARON FUNDS 13-3390015	10 BPS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
THE VANGUARD GROUP, INC.	99	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
KEELEY 36-3872373	5 BPS

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
THE VANGUARD GROUP, INC.	99	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
LAZARD FUNDS, INC. 13-3777414	10 BPS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
THE VANGUARD GROUP, INC.	99	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ROYCE AND ASSOCIATES, INC. 13-6981562	10 BPS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

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Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
BANK OF STOCKTON 401(K) PLAN AND TRUST

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
BANK OF STOCKTON

D Employer Identification Number (EIN)
94-0902780

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)	35689	50975
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	131834	162273
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	490888	467849
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	14535700	15715267
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	15194111	16396364
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	0	506
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	506
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	15194111	16395858

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)		
(B) Participants	2a(1)(B)	1134231	
(C) Others (including rollovers)	2a(1)(C)	2210	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1136441
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	25090	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		25090
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	5316	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	304659	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		309975
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	83095	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	77175	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		5920
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	18820	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		18820

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		1234594
c Other income	2c		125
d Total income. Add all **income** amounts in column (b) and enter total	2d		2730965
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1526810	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		1526810
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	2408	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		2408
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		1529218
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		1201747
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) [ ] Unqualified **(2)** [ ] Qualified **(3)** [X] Disclaimer **(4)** [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [X] Yes [ ] No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: IACOPI, LENZ & COMPANY **(2)** EIN: 94-2517281

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. **(2)** [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		15000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If "Yes," enter the amount of any plan assets that reverted to the employer this year ☐ **Yes** ☒ **No** **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

Part V Trust Information (optional)

6a Name of trust	**6b** Trust's EIN

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
BANK OF STOCKTON 401(K) PLAN AND TRUST

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
BANK OF STOCKTON

D Employer Identification Number (EIN)
94-0902780

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1**

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 23-2186884

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. **3**

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 a Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a	The current year	**14a**	
b	The plan year immediately preceding the current plan year	**14b**	
c	The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a	The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b	The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a	Enter the number of employers who withdrew during the preceding plan year	**16a**	
b	If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

Bank of Stockton 401(K) Plan and Trust

Independent Auditors' Report,
Financial Statements
and
Supplemental Information

December 31, 2012

Bank of Stockton 401(k) Plan and Trust
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December 31, 2012

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Independent Auditors' Report

To the Administrative Committee
Bank of Stockton 401(k) Plan and Trust
Stockton, California

Report on the Financial Statements

We were engaged to audit the financial statements of Bank of Stockton 401(k) Plan and Trust, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012.

Management's Responsibility for the Financial Statements

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Vanguard, the trustee/custodian of the Plan, except for comparing the information with the related information included in the financial statements and the supplemental schedules. We have been informed by the plan administrator that the trustee/custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee/custodian as of December 31, 2012 and 2011 and for the year ended December 31, 2012, that the information provided to the plan administrator by the trustee/custodian is complete and accurate.

Disclaimer of Opinion

Because the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules as listed in the accompanying index, which are the responsibility of plan management, are presented for the purpose of additional analysis and are not a required part of the financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedules referred to above.

Report on Form and Content in Compliance With DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee/custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Iacopi, Lenz & Company

Stockton, California
September 6, 2013

Bank of Stockton 401(k) Plan and Trust
Statement of Net Assets Available for Benefits
December 31, 2012 and 2011

	2012	2011
Investments at Fair Value		
Vanguard Funds	$ 15,388,486	$ 14,253,023
Vanguard Brokerage Option - Common corporate stock	162,273	131,834
Vanguard Brokerage Option - Registered investment companies	326,781	282,676
Total Investments	15,877,540	14,667,533
Receivables		
Notes receivable from participants	467,849	490,888
Participant contributions	50,975	35,689
Total Receivables	518,824	526,577
Total Assets	16,396,364	15,194,110
Liabilities	506	-
Net Assets Available for Benefits	$ 16,395,858	$ 15,194,110

Bank of Stockton 401(k) Plan and Trust
Statements of Changes in Net Assets Available for Benefits
For the Year Ended December 31, 2012

Additions to Net Assets	
Investment income	
Net appreciation in fair value of investments	$ 1,253,414
Interest and dividend income, investments	309,975
Interest income, participant loans	25,090
Net gain on sale of assets	5,920
Other income	125
Contributions	
Participant	1,136,442
Total Additions to Net Assets	2,730,966
Deductions from Net Assets	
Payment of benefits	1,526,810
Administrative expenses and fees	2,408
Total Deductions from Net Assets	1,529,218
Net Increase	1,201,748
Net Assets Available for Benefits	
Beginning of year	15,194,110
End of Year	$ 16,395,858

Note 1 - Description of Plan

The following description of the Bank of Stockton (Company) 401(k) Plan and Trust (Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a voluntary defined contribution plan that covers all eligible full-time employees of the Company at the time of employment. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

Participants may contribute up to 25 percent of their pre-tax covered compensation or up to 10 percent of their after-tax covered compensation through salary reductions.

Participant Accounts

Each participant's account is credited with the participant's contribution and allocation of plan earnings. Allocation of plan earnings is based on participant account balances. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account,

Vesting

Participants are immediately vested in their voluntary contributions plus actual earnings thereon.

Investment Options

A participant may direct contributions in any of the following investment funds through Vanguard.

- American Beacon Large Cap Value Fund - Plan Ahead Class - The fund invests at least 80% of its assets in large-capitalization US companies. The fund seeks long-term capital appreciation and current income.

- American Funds Fundamental Investors - R5 Class - The fund invests primarily in common stocks or securities convertible into common stock. The fund seeks long-term growth of capital and income.

- American Funds Growth Fund of America (R5) - The fund invests in cyclical companies, economically depressed industries, turnaround and value situations, and companies that appear to offer superior opportunities for long-term growth. The fund seeks long-term capital appreciation.

- Baron Partners Fund - The fund is a non-diversified fund that invests in long and short positions primarily in US securities. The fund seeks capital appreciation.

- BlackRock Small Cap Fund - The fund focuses on small-capitalization emerging growth companies. The fund seeks long-term capital appreciation.

- Cohen & Steers Realty Income Fund Class I - The fund invests primarily in common stocks and other equity securities issued by real estate companies, such as real estate investment trusts. The fund seeks high current income. Capital appreciation is secondary.

- Columbia Acorn International Fund Class Z - The fund invests primarily in the stocks of non-US small and medium-sized companies. The fund seeks long-term growth of capital.

- Columbia Mid Cap Value Fund Class Z - The fund normally invests at least 80% of its assets in equity securities of US companies whose market capitalizations are with the range of the Russell MidCap Value Index and are believed to have potential for long-term growth. The fund seeks long-term growth of capital, with income as a secondary consideration.

- Columbia Small Cap Value II Fund - The fund will typically invest at least 80% of its assets in equity securities of US companies whose market capitalizations are within the range of companies in the Russell 2000 Value Index. The fund seeks long-term growth of capital.

- Dodge & Cox International Stock Fund - The fund invests in a diversified portfolio of equity securities issued by non-US companies from at least three different foreign countries, including emerging markets. The fund seeks long-term growth of principal and income.

- Keeley Small Cap Value Fund, A Cl - The fund normally invests at least 80% of its assets in equity securities of companies with small market capitalizations (less than $2 billion at time of purchase). The fund seeks capital appreciation.

- Lazard Emerging Markets - The fund invests at least 80% of its assets in common stocks of companies whose principal activities are located in emerging market countries and the manager believes are undervalued based on their earnings, asset values or cash flows. The fund seeks long-term capital appreciation.

- Loomis Sayles Bond - The fund invests primarily in investment-grade fixed income securities. The fund seeks high total investment return through a combination of current income and capital appreciation.

- Mainstay High Yield Corporate Bond Fund; Class A - The fund normally invests at least 80% of its assets in high-yield corporate debt securities that are rated below investment grade by Moody's or Standard & Poor's. The fund seeks maximum current income through investment in a diversified portfolio of high-yield debt securities. Capital appreciation is a secondary objective.

- Metropolitan West Total Return Bond Fund: Class I Shares - The fund invests in a diversified portfolio of fixed income securities of varying maturities issued by domestic and foreign corporations and governments (and their agencies and instrumentalities) with a portfolio duration of 2 to 8 years. The fund seeks to maximize long-term total return.

- Royce Premier Investment - Normally, the fund invests at least 80% of its net assets in the equity securities of such premier companies. At least 65% of these securities will be issued by companies with stock market capitalizations up to $2.5 billion at the time of investment. Although the fund normally focuses on the securities of U.S. companies, it may invest up to 25% of its net assets in securities of companies headquartered in foreign countries. The investment seeks long-term growth of capital.

- T.Rowe Price New Era Fund - The fund invests primarily in common stocks of natural resource companies. The fund seeks long-term capital growth.

- The Fairholme Fund - The fund invests at least 75% of assets in US common stocks of all market capitalizations. The fund seeks long-term capital growth.

- Vanguard 500 Index Fund Investor Shares - The fund employs a "passive management" or indexing approach designed to track the performance of the Standard & Poor's 500 Index. The fund seeks to track the performance of a benchmark index that measures the investment return of large-capitalization stocks.

- Vanguard Federal Money Market Fund - The fund invests primarily in high-quality, short-term money market instruments. The fund seeks to provide current income while maintaining liquidity and a stable share price of $1.

- Vanguard Mid-Cap Index Fund Investor Shares - The fund employs a "passive management" or indexing investment approach designed to track the performance of the MSCI US Mid Cap 450 Index. The fund seeks to track the performance of a benchmark index that measures the investment return of mid-capitalization stocks.

- Vanguard Prime Money Market Fund - The fund invests in high-quality, short-term securities. The fund seeks to maintain the $1 value of its shares while providing income.

- Vanguard Short-Term Bond Index Fund Investor Shares - The fund employs a "passive management" or indexing strategy designed to track the performance of the Lehman 1-5 year US Government/Credit Index. The fund seeks to track the performance of a market-weighted bond index with a short-term dollar-weighted average maturity.

- Vanguard Small-Cap Index Fund Investor Shares - The fund employs a "passive management" or indexing investment approach designed to track the performance of the MSCI US Small Cap 1750 Index. The fund seeks to track the performance of a benchmark index that measures the investment return of small-capitalization stocks.

- Vanguard Target Retirement 2010 Fund - The fund invests in Vanguard mutual funds using an asset allocation strategy designed for investors planning to retire between 2008 and 2012. The fund seeks to provide capital appreciation and current income consistent with its current asset allocation.

- Vanguard Target Retirement 2015 Fund - The fund invests in Vanguard mutual funds using an asset allocation strategy designed for investors planning to retire between 2013 and 2017. The fund seeks to provide capital appreciation and current income consistent with its current asset allocation.

- Vanguard Target Retirement 2020 Fund - The fund invests in Vanguard mutual funds using an asset allocation strategy designed for investors planning to retire between 2018 and 2022. The fund seeks to provide capital appreciation and current income consistent with its current asset allocation.

- Vanguard Target Retirement 2025 Fund - The fund invests in Vanguard mutual funds using an asset allocation strategy designed for investors planning to retire between 2023 and 2027. The fund seeks to provide capital appreciation and current income consistent with its current asset allocation.

- Vanguard Target Retirement 2030 Fund - The fund invests in Vanguard mutual funds using an asset allocation strategy designed for investors planning to retire between 2028 and 2032. The fund seeks to provide capital appreciation and current income consistent with its current asset allocation.

- Vanguard Target Retirement 2035 Fund - The fund invests in Vanguard mutual funds using an asset allocation strategy designed for investors planning to retire between 2033 and 2037. The fund seeks to provide capital appreciation and current income consistent with its current asset allocation.

- Vanguard Target Retirement 2040 Fund - The fund invests in Vanguard mutual funds using an asset allocation strategy designed for investors planning to retire between 2038 and 2042. The fund seeks to provide capital appreciation and current income consistent with its current asset allocation.

- Vanguard Target Retirement 2045 Fund - The fund invests in Vanguard mutual funds using an asset allocation strategy designed for investors planning to retire between 2043 and 2047. The fund seeks to provide capital appreciation and current income consistent with its current asset allocation.

- Vanguard Target Retirement 2050 Fund - The fund invests in Vanguard mutual funds using an asset allocation strategy designed for investors planning to retire between 2048 and 2052. The fund seeks to provide capital appreciation and current income consistent with its current asset allocation.

- Vanguard Target Retirement 2055 Fund - The fund invests in Vanguard mutual funds using an asset allocation strategy designed for investors planning to retire within a few years of 2055. The fund seeks to provide capital appreciation and current income consistent with its current asset allocation.

- Vanguard Target Retirement Income - The fund invests in Vanguard mutual funds according to an asset allocation strategy designed for investors currently in retirement. The fund seeks to provide current income and some capital appreciation.

- Vanguard Wellington Fund Investor Shares - The fund invests 60% to 70% of its assets in dividend-paying, and, to a lesser extent, non-dividend paying common stocks of established medium-size and large companies. The fund seeks to provide long term capital appreciation and reasonable current income.

- Vanguard Brokerage Option - Funds are invested as directed by participants into funds and common stocks of their choice.

Notes Receivable from Participants

In accordance with the Plan agreement the Trustees have authorized participant loans. The loans are limited to the lesser of:

- $50,000 reduced by the excess (if any) of the highest outstanding balance of loans from the Plan to the Participant during the one year period ending on the day before the date on which such loan is made, over the outstanding balance of loans from the Plan to the Participant on the date on which such loan was made, or

- One-half of the vested account balances as of the date the loan is made.

The minimum amount which can be borrowed is $1,000. All loans provide for level amortized payments of principal and interest, at Prime per Reuters plus 2%. to be paid monthly over a period not to exceed five years. No more than one loan may be granted in any one calendar year. No more than one loan may be outstanding at any time.

Payment of Benefits

On termination of service, a participant may elect to receive either a lump-sum amount equal to the value of his or her account, payments over a period certain in monthly, quarterly, semiannual, or annual cash installments, or purchase a nontransferable annuity contract.

Note 2 - Summary of Significant Accounting Policies

The summary of significant accounting policies of the Plan is presented to assist in understanding the Plan's financial statements and supplemental schedules. The financial statements, notes, and supplemental schedules are representations of the Plan's management who is responsible for their integrity and objectivity. These accounting policies conform to generally accepted accounting principles and have been consistently applied in the preparation of the financial statements and supplemental schedules.

Basis of Accounting

The financial statements of the Plan are prepared using the accrual method of accounting.

Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Shares of registered investment companies are valued at quoted market prices which represent the net asset value of shares held by the Plan at year-end. Equities are valued at last quoted sales price as of the close of trading at year-end; such securities not traded on the year-end date are valued at the last quoted bid prices. Fixed income securities are valued using the last quoted bid price.

Purchases and sales of investments are recorded on a trade-date basis. Interest income is accrued when earned. Dividend income is recorded on the ex-dividend date. Capital gain distributions are included in dividend income. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document.

Administrative Expenses

Administrative expenses are fully absorbed by the Plan sponsor.

Benefits

Benefits are recorded when paid.

Subsequent Events

For the year ended December 31, 2012, the Plan has evaluated subsequent events for potential recognition and disclosure through September 6, 2013, which is the date the financial statements were available to be issued.

Note 3 - Information Prepared and Certified by Trustee/Custodian

The following information included in the accompanying financial statements and supplemental information was obtained from data that has been prepared and certified to as complete and accurate by Vanguard, the trustee/custodian of the plan:

	2012	2011
American Beacon Large Cap Value Fund - Plan Ahead Class	$ 546,282	$ 492,038
American Funds Fundamental Investors - R5 Class	385,545	333,102
American Funds Growth Fund of America (R5)	847,597	714,729
Baron Partners Fund	466,302	460,173
BlackRock Small Cap Fund	29,239	26,539
Cohen & Steers Realty Income Fund Class I	179,738	76,914
Columbia Acorn International Fund Class Z	25,055	28,739
Columbia Mid Cap Value Fund Class Z	29,282	26,776
Columbia Small Cap Value II Fund	167,966	204,811
Dodge & Cox International Stock Fund	1,143,092	1,092,800
Keeley Small Cap Value Fund, A Class	129,026	105,619
Lazard Emerging Markets	147,395	115,010
Loomis Sayles Bond	215,582	192,599
Mainstay High Yield Corporate Bond Fund; Class A	313,092	309,387
Metropolitan West Total Return Bond Fund: Class I Shares	654,896	567,663
Royce Fund: Royce Premier Fund, Investment Class Shares	410	-
T.Rowe Price New Era Fund	44,042	53,376
The Fairholme Fund	75,253	74,041
Vanguard 500 Index Fund Investor Shares	1,406,775	1,120,722
Vanguard Federal Money Market Fund	2,483,530	2,619,462
Vanguard Mid-Cap Index Fund Investor Shares	195,977	254,069
Vanguard Prime Money Market Fund	1,398,404	1,356,421

	2012	2011
Vanguard Short-Term Bond Index Fund Investor Shares	432,269	551,208
Vanguard Small-Cap Index Fund Investor Shares	73,979	164,570
Vanguard Target Retirement 2005 Fund	-	96,191
Vanguard Target Retirement 2010 Fund	34,030	20,454
Vanguard Target Retirement 2015 Fund	179,384	620,453
Vanguard Target Retirement 2020 Fund	1,168,591	745,168
Vanguard Target Retirement 2025 Fund	537,360	418,669
Vanguard Target Retirement 2030 Fund	168,312	104,034
Vanguard Target Retirement 2035 Fund	91,456	74,889
Vanguard Target Retirement 2040 Fund	42,671	27,849
Vanguard Target Retirement 2045 Fund	109,586	86,318
Vanguard Target Retirement 2050 Fund	58,621	38,315
Vanguard Target Retirement 2055 Fund	813	12,222
Vanguard Target Retirement Income	125,296	10,833
Vanguard Wellington Fund Investor Shares	1,481,638	1,056,860
Vanguard Brokerage Option - Common corporate stock	162,273	131,834
Vanguard Brokerage Option - Registered investment companies	326,781	282,676
	$ 15,877,540	$ 14,667,533
Investment income:		
Interest and dividend income, investments	$ 309,975	$ 269,220
Interest income, participant loans	25,090	22,643
Net realized income (loss) on sale of investments	5,920	(90,813)
Net appreciation (depreciation) in fair value of investments	1,253,414	(508,491)
Other income	125	-

Note 4 - Investments

The fair market value of individual assets that represent 5% or more of the Plan's net assets as of December 31, 2012 and 2011are as follows:

	2012	2011
Investments at Fair Value as Determined by Quoted Market Prices		
American Funds Growth Fund of America	$ 847,597	$ 714,729
Dodge & Cox International Stock Fund	1,143,092	1,092,800
Vanguard 500 Index Fund Investor Shares	1,406,775	1,120,722
Vanguard Federal Money Market Fund	2,483,530	2,619,462
Vanguard Wellington Fund Investor Shares	1,481,638	1,056,860
Vanguard Prime Money Market Fund	1,398,404	1,356,421
Vanguard Target Retirement 2020 Fund	1,168,591	745,168

The plan investments, including investments bought and held during the year, appreciated in value as follows:

	12/31/12
Mutual funds	$ 1,220,689
Vanguard Brokerage Option	32,725
Net Appreciation in Fair Value of Investments	$ 1,253,414

Note 5 - Fair Value Measurements

FASB ASC 820, *Fair Value Measurements and Disclosures,* establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

Level 1

Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the plan has the ability to assess.

Level 2

Inputs to the valuation methodology include

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability; and
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3

Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2012 and 2011.

The fair value of mutual funds is based on quoted net asset values of the shares held by the Plan at year-end. The fair values of common stock, corporate bonds, and U.S. Government Securities, are based on quoted market prices.

The preceding methods may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the plan's assets at fair value as of December 31, 2012 and 2011:

	Assets at Fair Value as of December 31, 2012			
	(Level 1)	(Level 2)	(Level 3)	Total
Money market fund	$ 3,982,479	$ -	$ -	$ 3,982,479
Mutual funds				
Growth funds	5,892,955	-	-	5,892,955
Fixed income funds	1,842,074	-	-	1,842,074
Blended funds	3,997,758	-	-	3,997,758
Total Mutual Funds	11,732,787	-	-	11,732,787
Common stocks				
Financials	52,514	-	-	52,514
Industrials	9,105	-	-	9,105
Telecommunications	2,356	-	-	2,356
Consumer	10,277	-	-	10,277
Materials	3,713	-	-	3,713
Energy	17,381	-	-	17,381
Information Technology	48,497	-	-	48,497
Healthcare	14,666	-	-	14,666
Utilities	3,765	-	-	3,902
Total Common Stocks	162,274	-	-	162,274
Total	$ 15,877,540	$ -	$ -	$ 15,877,540

	Assets at Fair Value as of December 31, 2011			
	(Level 1)	(Level 2)	(Level 3)	Total
Money market fund	$ 4,070,669	$ -	$ -	$ 4,070,669
Mutual funds				
Index funds	5,344,027	-	-	5,344,027
Growth funds	1,808,747	-	-	1,808,747
Blended funds	3,312,256	-	-	3,312,256
Total Mutual Funds	10,465,030	-	-	10,465,030
Common stocks				
Financials	50,096	-	-	50,096
Industrials	7,651	-	-	7,651
Telecommunications	6,048	-	-	6,048
Consumer	2,743	-	-	2,743
Materials	4,845	-	-	4,845
Energy	15,777	-	-	15,777
Information Technology	30,452	-	-	30,452
Healthcare	10,320	-	-	10,320
Utilities	3,902	-	-	3,902
Total Common Stocks	131,834	-	-	131,834
Total	$ 14,667,533	$ -	$ -	$ 14,667,533

Note 6 - Related Party Transactions

The Plan invests in shares of mutual funds managed by an affiliate of Vanguard Fiduciary Trust Company ("VFTC"). VFTC acts as trustee for only those investments as defined by the Plan. Transactions in such investments qualify as party-in-interest transactions which are exempt from the prohibited transaction rules.

Note 7 - Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to terminate the Plan subject to the provisions of ERISA. Participants will receive all amounts credited to their accounts in the event of plan termination,

Note 8 - Income Tax Status

The Internal Revenue Service has determined and informed the Company by a letter dated August 2. 1995 that the Plan is qualified and the trust established under the Plan is tax-exempt, under the appropriate sections of the Internal Revenue Code.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the plan and recognize a tax liability (or asset) if the plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The plan administrator has analyzed the tax positions taken by the plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (asset) or disclosure in the financial statements. The plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

Note 9 - Concentrations of Credit Risk

The Plan's investments are not insured or guaranteed by any entity.

Note 10 - Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

Supplemental Information

Bank of Stockton 401(k) Plan and Trust
Schedule of Assets (Held at End of Year)
December 31, 2012

94-0902780 Plan 002

(a)	(b) Name	(c) Description	(d) Cost	(e) Current Value
*	American Beacon Large Cap Value Fund - Plan Ahead Class	Reg. Inv. Co.	$ 501,532	$ 546,282
*	American Funds fundamental Investors - R5 Class	Reg. Inv. Co.	345,763	385,545
*	American Funds Growth Fund of America (R5)	Reg. Inv. Co.	756,948	847,597
*	Baron Partners Fund	Reg. Inv. Co.	406,415	466,302
*	BlackRock Funds: Small Cap Growth Equity Portfolio; Service Shares	Reg. Inv. Co.	29,252	29,239
*	Cohen & Steers Realty Income Fund Class I	Reg. Inv. Co.	161,853	179,738
*	Columbia Acorn International Fund Class Z	Reg. Inv. Co.	23,278	25,055
*	Columbia Mid Cap Value Fund Class Z	Reg. Inv. Co.	23,397	29,282
*	Columbia Small Cap Value II Fund; Z Share Class	Reg. Inv. Co.	141,679	167,966
*	Dodge & Cox International Stock Fund	Reg. Inv. Co.	1,189,599	1,143,092
*	Keeley Small Cap Value Fund, A Class	Reg. Inv. Co.	110,438	129,026
*	Lazard Emerging Markets; Open Shares	Reg. Inv. Co.	138,136	147,395
*	Loomis Sayles Funds: Loomis Sayles Bond Fund; Institutional Class	Reg. Inv. Co.	198,949	215,582
*	Mainstay High Yield Corporate Bond Fund; Class A	Reg. Inv. Co.	297,395	313,092
*	Metropolitan West Total Return Bond Fund: Class I Shares	Reg. Inv. Co.	614,210	654,896
*	Royce Premier Fund	Reg. Inv. Co.	422	410
*	T.Rowe Price New Era Fund	Reg. Inv. Co.	51,146	44,042
*	The Fairholme Fund	Reg. Inv. Co.	76,074	75,253
*	Vanguard 500 Index Fund Investor Shares	Reg. Inv. Co.	1,244,587	1,406,775
*	Vanguard Federal Money Market Fund	Reg. Inv. Co.	2,483,530	2,483,530
*	Vanguard Mid-Cap Index Fund Investor Shares	Reg. Inv. Co.	167,048	195,977
*	Vanguard Prime Money Market Fund	Reg. Inv. Co.	1,398,404	1,398,404
*	Vanguard Short-Term Bond Index Fund Investor Shares	Reg. Inv. Co.	423,433	432,269
*	Vanguard Small-Cap Index Fund Investor Shares	Reg. Inv. Co.	59,286	73,979

Bank of Stockton 401(k) Plan and Trust
Schedule of Assets (Held at End of Year)
December 31, 2012

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(a)	(b) Name	(c) Description	(d) Cost	(e) Current Value
*	Vanguard Target Retirement 2010 Fund	Reg. Inv. Co.	31,535	34,030
*	Vanguard Target Retirement 2015 Fund	Reg. Inv. Co.	162,366	179,384
*	Vanguard Target Retirement 2020 Fund	Reg. Inv. Co.	1,079,888	1,168,591
*	Vanguard Target Retirement 2025 Fund	Reg. Inv. Co.	450,757	537,360
*	Vanguard Target Retirement 2030 Fund	Reg. Inv. Co.	150,374	168,312
*	Vanguard Target Retirement 2035 Fund	Reg. Inv. Co.	79,312	91,456
*	Vanguard Target Retirement 2040 Fund	Reg. Inv. Co.	38,770	42,671
*	Vanguard Target Retirement 2045 Fund	Reg. Inv. Co.	97,421	109,586
*	Vanguard Target Retirement 2050 Fund	Reg. Inv. Co.	52,289	58,621
*	Vanguard Target Retirement 2055 Fund	Reg. Inv. Co.	802	813
*	Vanguard Target Retirement Income	Reg. Inv. Co.	122,060	125,296
*	Vanguard Wellington Fund Investor Shares	Reg. Inv. Co.	1,396,476	1,481,638
*	VGI Brokerage Option (detail information pages 20 and 21)	Brokerage Option	454,018	489,054
*	Participant notes receivable	5.25%-7%	-	467,849
			$ 14,958,840	$ 16,345,389

* Party in interest

Bank of Stockton 401(k) Plan and Trust
Schedule of Assets Detail
December 31, 2012

VGI Brokerage Option Detail

(a)	(b) Name	(c) Description	(d) Cost	(e) Current Value
*	1st Pac Bankcorp Com	Common stock	$ 39	$ -
*	Abraxas Pete Corp	Common stock	878	657
*	Advanced Micro Devices Inc	Common stock	485	192
*	AK Stl Hldg Corp Com	Common stock	2,725	1,410
*	Alcoa Inc Com	Common stock	970	877
*	Altria Group Inc Com	Common stock	850	786
*	Amazon Com Inc	Common stock	1,264	1,254
*	American Capital Ltd Com	Common stock	1,816	766
*	Apple Computer Inc	Common stock	1,257	1,064
*	Bank of America Com	Common stock	5,091	7,151
*	Beverly Hills Bancorp Del Com	Common stock	186	1
*	Capital Corp of the West Com New	Common stock	389	-
*	Cemex S A Spon Adr New Ord Partn Ctf	Common stock	1,852	1,980
*	Conocophillips	Common stock	5,277	6,065
*	Corning Inc Com	Common stock	1,790	1,262
*	Crocs Inc Com	Common stock	1,644	1,439
*	CSX Corporation	Common stock	4,672	4,047
*	Delphi Automotive PLC	Common stock	340	383
*	Dish Network Corp Cl A Com	Common stock	733	728
*	Dole Food Company Inc New	Common stock	504	401
*	E*Trade Financial Corp New	Common stock	741	761
*	Echostar Hldg Corp Cl A	Common stock	663	684
*	Enbridge Inc Com	Common stock	436	433
*	Facebook Inc Cl A	Common stock	560	532

Bank of Stockton 401(k) Plan and Trust
Schedule of Assets Detail
December 31, 2012

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(a)	(b) Name	(c) Description	(d) Cost	(e) Current Value
*	Ford Motor Co Del Com Par	Common stock	449	518
*	General Electric Co Com	Common stock	3,898	4,219
*	General Motors Company Com	Common stock	646	721
*	Google Inc Cl A	Common stock	694	707
*	Greenhunter Energy Inc Com	Common stock	724	567
*	Headwaters Inc Com	Common stock	1,278	856
*	Hyperdynamics Corp Com	Common stock	1,083	658
*	Johnson & Johnson	Common stock	1,440	2,062
*	Kodiak Oil & Gas Corp Com	Common stock	1,048	1,052
*	Intel Corp Com	Common stock	724	664
*	Level 3 Commns Inc Com	Common stock	555	462
*	Magnum Hunter Res Corp Del Com	Common stock	235	200
*	Majesco Hldgs Inc Com	Common stock	647	371
*	Mako Surgical Corp Com	Common stock	2,911	1,285
*	Microsoft Corp	Common stock	846	828
*	Netapp Inc Com	Common stock	665	671
*	Pacific Drilling S A Luxembourg Reg Shs	Common stock	1,687	1,888
*	Petrobakken Energy Ltd Cl A	Common stock	594	521
*	Pfizer Inc	Common stock	9,163	12,329
*	Salesforce.com Inc	Common stock	473	504
*	Sandridge Energy IncCom	Common stock	4,691	3,810
*	Summit State Bank Santa Rose CA Com	Common stock	1,822	2,025
*	Telular Corp Com New	Common stock	650	1,894
*	The BK Hldgs Com	Common stock	490	-

Bank of Stockton 401(k) Plan and Trust
Schedule of Assets Detail
December 31, 2012

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(a)	(b) Name	(c) Description	(d) Cost	(e) Current Value
*	Top Ships Inc Com	Common stock	1,255	15
*	Trico Bancshares Com	Common stock	12,445	12,127
*	Umpqua Hldgs Corp Com	Common stock	10,047	8,357
*	Universal Display Corp Com	Common stock	2,053	1,537
*	US Bancorp Del Com New	Common stock	9,363	10,960
*	Usec Inc Com	Common stock	646	106
*	Visa Inc Cl A Com	Common stock	20,585	37,058
*	Washington Mutual Inc	Common stock	5,253	-
*	Wells Fargo & Co New Com	Common stock	9,562	10,328
*	Williams Cos Inc Com	Common stock	1,089	3,274
*	Windstream Corp Com	Common stock	1,711	1,656
*	WMI Holdings Corp	Common stock	-	38
*	WPX Energy Inc	Common stock	536	491
*	Xerox Corporation	Common stock	1,147	1,023
*	XPO Logistics Inc Com	Common stock	3,071	3,476
*	Zion Oil & Gas Inc Com	Common stock	170	142
*	Zion Oil & Gas Inc Wts	Warrants	-	-
*	VBO Money Market Sweep Fund	Registered Investment Co. - Money	100,545	100,545
*	Franklin High Income Fund Class A	Registered Investment Company	55,124	59,263
*	Franklin Income Fund Class A	Registered Investment Company	146,840	166,973
			$ 454,018	$ 489,054

Bank of Stockton 401(K) Plan and Trust

Independent Auditors' Report,
Financial Statements
and
Supplemental Information

December 31, 2012

Bank of Stockton 401(k) Plan and Trust
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Independent Auditors' Report

To the Administrative Committee
Bank of Stockton 401(k) Plan and Trust
Stockton, California

Report on the Financial Statements

We were engaged to audit the financial statements of Bank of Stockton 401(k) Plan and Trust, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012.

Management's Responsibility for the Financial Statements

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Vanguard, the trustee/custodian of the Plan, except for comparing the information with the related information included in the financial statements and the supplemental schedules. We have been informed by the plan administrator that the trustee/custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee/custodian as of December 31, 2012 and 2011 and for the year ended December 31, 2012, that the information provided to the plan administrator by the trustee/custodian is complete and accurate.

Disclaimer of Opinion

Because the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules as listed in the accompanying index, which are the responsibility of plan management, are presented for the purpose of additional analysis and are not a required part of the financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedules referred to above.

Report on Form and Content in Compliance With DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee/custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Iacopi, Lenz & Company

Stockton, California
September 6, 2013

Bank of Stockton 401(k) Plan and Trust
Statement of Net Assets Available for Benefits
December 31, 2012 and 2011

	2012	2011
Investments at Fair Value		
Vanguard Funds	$ 15,388,486	$ 14,253,023
Vanguard Brokerage Option - Common corporate stock	162,273	131,834
Vanguard Brokerage Option - Registered investment companies	326,781	282,676
Total Investments	15,877,540	14,667,533
Receivables		
Notes receivable from participants	467,849	490,888
Participant contributions	50,975	35,689
Total Receivables	518,824	526,577
Total Assets	16,396,364	15,194,110
Liabilities	506	-
Net Assets Available for Benefits	$ 16,395,858	$ 15,194,110

Bank of Stockton 401(k) Plan and Trust
Statements of Changes in Net Assets Available for Benefits
For the Year Ended December 31, 2012

Additions to Net Assets	
Investment income	
Net appreciation in fair value of investments	$ 1,253,414
Interest and dividend income, investments	309,975
Interest income, participant loans	25,090
Net gain on sale of assets	5,920
Other income	125
Contributions	
Participant	1,136,442
Total Additions to Net Assets	2,730,966
Deductions from Net Assets	
Payment of benefits	1,526,810
Administrative expenses and fees	2,408
Total Deductions from Net Assets	1,529,218
Net Increase	1,201,748
Net Assets Available for Benefits	
Beginning of year	15,194,110
End of Year	$ 16,395,858

Note 1 - Description of Plan

The following description of the Bank of Stockton (Company) 401(k) Plan and Trust (Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a voluntary defined contribution plan that covers all eligible full-time employees of the Company at the time of employment. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

Participants may contribute up to 25 percent of their pre-tax covered compensation or up to 10 percent of their after-tax covered compensation through salary reductions.

Participant Accounts

Each participant's account is credited with the participant's contribution and allocation of plan earnings. Allocation of plan earnings is based on participant account balances. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account,

Vesting

Participants are immediately vested in their voluntary contributions plus actual earnings thereon.

Investment Options

A participant may direct contributions in any of the following investment funds through Vanguard.

- American Beacon Large Cap Value Fund - Plan Ahead Class - The fund invests at least 80% of its assets in large-capitalization US companies. The fund seeks long-term capital appreciation and current income.

- American Funds Fundamental Investors - R5 Class - The fund invests primarily in common stocks or securities convertible into common stock. The fund seeks long-term growth of capital and income.

- American Funds Growth Fund of America (R5) - The fund invests in cyclical companies, economically depressed industries, turnaround and value situations, and companies that appear to offer superior opportunities for long-term growth. The fund seeks long-term capital appreciation.

- Baron Partners Fund - The fund is a non-diversified fund that invests in long and short positions primarily in US securities. The fund seeks capital appreciation.

- BlackRock Small Cap Fund - The fund focuses on small-capitalization emerging growth companies. The fund seeks long-term capital appreciation.

- Cohen & Steers Realty Income Fund Class I - The fund invests primarily in common stocks and other equity securities issued by real estate companies, such as real estate investment trusts. The fund seeks high current income. Capital appreciation is secondary.

- Columbia Acorn International Fund Class Z - The fund invests primarily in the stocks of non-US small and medium-sized companies. The fund seeks long-term growth of capital.

- Columbia Mid Cap Value Fund Class Z - The fund normally invests at least 80% of its assets in equity securities of US companies whose market capitalizations are with the range of the Russell MidCap Value Index and are believed to have potential for long-term growth. The fund seeks long-term growth of capital, with income as a secondary consideration.

- Columbia Small Cap Value II Fund - The fund will typically invest at least 80% of its assets in equity securities of US companies whose market capitalizations are within the range of companies in the Russell 2000 Value Index. The fund seeks long-term growth of capital.

- Dodge & Cox International Stock Fund - The fund invests in a diversified portfolio of equity securities issued by non-US companies from at least three different foreign countries, including emerging markets. The fund seeks long-term growth of principal and income.

- Keeley Small Cap Value Fund, A Cl - The fund normally invests at least 80% of its assets in equity securities of companies with small market capitalizations (less than $2 billion at time of purchase). The fund seeks capital appreciation.

- Lazard Emerging Markets - The fund invests at least 80% of its assets in common stocks of companies whose principal activities are located in emerging market countries and the manager believes are undervalued based on their earnings, asset values or cash flows. The fund seeks long-term capital appreciation.

- Loomis Sayles Bond - The fund invests primarily in investment-grade fixed income securities. The fund seeks high total investment return through a combination of current income and capital appreciation.

- Mainstay High Yield Corporate Bond Fund; Class A - The fund normally invests at least 80% of its assets in high-yield corporate debt securities that are rated below investment grade by Moody's or Standard & Poor's. The fund seeks maximum current income through investment in a diversified portfolio of high-yield debt securities. Capital appreciation is a secondary objective.

- Metropolitan West Total Return Bond Fund: Class I Shares - The fund invests in a diversified portfolio of fixed income securities of varying maturities issued by domestic and foreign corporations and governments (and their agencies and instrumentalities) with a portfolio duration of 2 to 8 years. The fund seeks to maximize long-term total return.

- Royce Premier Investment - Normally, the fund invests at least 80% of its net assets in the equity securities of such premier companies. At least 65% of these securities will be issued by companies with stock market capitalizations up to $2.5 billion at the time of investment. Although the fund normally focuses on the securities of U.S. companies, it may invest up to 25% of its net assets in securities of companies headquartered in foreign countries. The investment seeks long-term growth of capital.

- T.Rowe Price New Era Fund - The fund invests primarily in common stocks of natural resource companies. The fund seeks long-term capital growth.

- The Fairholme Fund - The fund invests at least 75% of assets in US common stocks of all market capitalizations. The fund seeks long-term capital growth.

- Vanguard 500 Index Fund Investor Shares - The fund employs a "passive management" or indexing approach designed to track the performance of the Standard & Poor's 500 Index. The fund seeks to track the performance of a benchmark index that measures the investment return of large-capitalization stocks.

- Vanguard Federal Money Market Fund - The fund invests primarily in high-quality, short-term money market instruments. The fund seeks to provide current income while maintaining liquidity and a stable share price of $1.

- Vanguard Mid-Cap Index Fund Investor Shares - The fund employs a "passive management" or indexing investment approach designed to track the performance of the MSCI US Mid Cap 450 Index. The fund seeks to track the performance of a benchmark index that measures the investment return of mid-capitalization stocks.

- Vanguard Prime Money Market Fund - The fund invests in high-quality, short-term securities. The fund seeks to maintain the $1 value of its shares while providing income.

- Vanguard Short-Term Bond Index Fund Investor Shares - The fund employs a "passive management" or indexing strategy designed to track the performance of the Lehman 1-5 year US Government/Credit Index. The fund seeks to track the performance of a market-weighted bond index with a short-term dollar-weighted average maturity.

- Vanguard Small-Cap Index Fund Investor Shares - The fund employs a "passive management" or indexing investment approach designed to track the performance of the MSCI US Small Cap 1750 Index. The fund seeks to track the performance of a benchmark index that measures the investment return of small-capitalization stocks.

- Vanguard Target Retirement 2010 Fund - The fund invests in Vanguard mutual funds using an asset allocation strategy designed for investors planning to retire between 2008 and 2012. The fund seeks to provide capital appreciation and current income consistent with its current asset allocation.

- Vanguard Target Retirement 2015 Fund - The fund invests in Vanguard mutual funds using an asset allocation strategy designed for investors planning to retire between 2013 and 2017. The fund seeks to provide capital appreciation and current income consistent with its current asset allocation.

- Vanguard Target Retirement 2020 Fund - The fund invests in Vanguard mutual funds using an asset allocation strategy designed for investors planning to retire between 2018 and 2022. The fund seeks to provide capital appreciation and current income consistent with its current asset allocation.

- Vanguard Target Retirement 2025 Fund - The fund invests in Vanguard mutual funds using an asset allocation strategy designed for investors planning to retire between 2023 and 2027. The fund seeks to provide capital appreciation and current income consistent with its current asset allocation.

- Vanguard Target Retirement 2030 Fund - The fund invests in Vanguard mutual funds using an asset allocation strategy designed for investors planning to retire between 2028 and 2032. The fund seeks to provide capital appreciation and current income consistent with its current asset allocation.

- Vanguard Target Retirement 2035 Fund - The fund invests in Vanguard mutual funds using an asset allocation strategy designed for investors planning to retire between 2033 and 2037. The fund seeks to provide capital appreciation and current income consistent with its current asset allocation.

- Vanguard Target Retirement 2040 Fund - The fund invests in Vanguard mutual funds using an asset allocation strategy designed for investors planning to retire between 2038 and 2042. The fund seeks to provide capital appreciation and current income consistent with its current asset allocation.

- Vanguard Target Retirement 2045 Fund - The fund invests in Vanguard mutual funds using an asset allocation strategy designed for investors planning to retire between 2043 and 2047. The fund seeks to provide capital appreciation and current income consistent with its current asset allocation.

- Vanguard Target Retirement 2050 Fund - The fund invests in Vanguard mutual funds using an asset allocation strategy designed for investors planning to retire between 2048 and 2052. The fund seeks to provide capital appreciation and current income consistent with its current asset allocation.

- Vanguard Target Retirement 2055 Fund - The fund invests in Vanguard mutual funds using an asset allocation strategy designed for investors planning to retire within a few years of 2055. The fund seeks to provide capital appreciation and current income consistent with its current asset allocation.

- Vanguard Target Retirement Income - The fund invests in Vanguard mutual funds according to an asset allocation strategy designed for investors currently in retirement. The fund seeks to provide current income and some capital appreciation.

- Vanguard Wellington Fund Investor Shares - The fund invests 60% to 70% of its assets in dividend-paying, and, to a lesser extent, non-dividend paying common stocks of established medium-size and large companies. The fund seeks to provide long term capital appreciation and reasonable current income.

- Vanguard Brokerage Option - Funds are invested as directed by participants into funds and common stocks of their choice.

Notes Receivable from Participants

In accordance with the Plan agreement the Trustees have authorized participant loans. The loans are limited to the lesser of:

- $50,000 reduced by the excess (if any) of the highest outstanding balance of loans from the Plan to the Participant during the one year period ending on the day before the date on which such loan is made, over the outstanding balance of loans from the Plan to the Participant on the date on which such loan was made, or

- One-half of the vested account balances as of the date the loan is made.

The minimum amount which can be borrowed is $1,000. All loans provide for level amortized payments of principal and interest, at Prime per Reuters plus 2%. to be paid monthly over a period not to exceed five years. No more than one loan may be granted in any one calendar year. No more than one loan may be outstanding at any time.

Payment of Benefits

On termination of service, a participant may elect to receive either a lump-sum amount equal to the value of his or her account, payments over a period certain in monthly, quarterly, semiannual, or annual cash installments, or purchase a nontransferable annuity contract.

Note 2 - Summary of Significant Accounting Policies

The summary of significant accounting policies of the Plan is presented to assist in understanding the Plan's financial statements and supplemental schedules. The financial statements, notes, and supplemental schedules are representations of the Plan's management who is responsible for their integrity and objectivity. These accounting policies conform to generally accepted accounting principles and have been consistently applied in the preparation of the financial statements and supplemental schedules.

Basis of Accounting

The financial statements of the Plan are prepared using the accrual method of accounting.

Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Shares of registered investment companies are valued at quoted market prices which represent the net asset value of shares held by the Plan at year-end. Equities are valued at last quoted sales price as of the close of trading at year-end; such securities not traded on the year-end date are valued at the last quoted bid prices. Fixed income securities are valued using the last quoted bid price.

Purchases and sales of investments are recorded on a trade-date basis. Interest income is accrued when earned. Dividend income is recorded on the ex-dividend date. Capital gain distributions are included in dividend income. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document.

Administrative Expenses

Administrative expenses are fully absorbed by the Plan sponsor.

Benefits

Benefits are recorded when paid.

Subsequent Events

For the year ended December 31, 2012, the Plan has evaluated subsequent events for potential recognition and disclosure through September 6, 2013, which is the date the financial statements were available to be issued.

Note 3 - Information Prepared and Certified by Trustee/Custodian

The following information included in the accompanying financial statements and supplemental information was obtained from data that has been prepared and certified to as complete and accurate by Vanguard, the trustee/custodian of the plan:

	2012	2011
American Beacon Large Cap Value Fund - Plan Ahead Class	$ 546,282	$ 492,038
American Funds Fundamental Investors - R5 Class	385,545	333,102
American Funds Growth Fund of America (R5)	847,597	714,729
Baron Partners Fund	466,302	460,173
BlackRock Small Cap Fund	29,239	26,539
Cohen & Steers Realty Income Fund Class I	179,738	76,914
Columbia Acorn International Fund Class Z	25,055	28,739
Columbia Mid Cap Value Fund Class Z	29,282	26,776
Columbia Small Cap Value II Fund	167,966	204,811
Dodge & Cox International Stock Fund	1,143,092	1,092,800
Keeley Small Cap Value Fund, A Class	129,026	105,619
Lazard Emerging Markets	147,395	115,010
Loomis Sayles Bond	215,582	192,599
Mainstay High Yield Corporate Bond Fund; Class A	313,092	309,387
Metropolitan West Total Return Bond Fund: Class I Shares	654,896	567,663
Royce Fund: Royce Premier Fund, Investment Class Shares	410	-
T.Rowe Price New Era Fund	44,042	53,376
The Fairholme Fund	75,253	74,041
Vanguard 500 Index Fund Investor Shares	1,406,775	1,120,722
Vanguard Federal Money Market Fund	2,483,530	2,619,462
Vanguard Mid-Cap Index Fund Investor Shares	195,977	254,069
Vanguard Prime Money Market Fund	1,398,404	1,356,421

	2012	2011
Vanguard Short-Term Bond Index Fund Investor Shares	432,269	551,208
Vanguard Small-Cap Index Fund Investor Shares	73,979	164,570
Vanguard Target Retirement 2005 Fund	-	96,191
Vanguard Target Retirement 2010 Fund	34,030	20,454
Vanguard Target Retirement 2015 Fund	179,384	620,453
Vanguard Target Retirement 2020 Fund	1,168,591	745,168
Vanguard Target Retirement 2025 Fund	537,360	418,669
Vanguard Target Retirement 2030 Fund	168,312	104,034
Vanguard Target Retirement 2035 Fund	91,456	74,889
Vanguard Target Retirement 2040 Fund	42,671	27,849
Vanguard Target Retirement 2045 Fund	109,586	86,318
Vanguard Target Retirement 2050 Fund	58,621	38,315
Vanguard Target Retirement 2055 Fund	813	12,222
Vanguard Target Retirement Income	125,296	10,833
Vanguard Wellington Fund Investor Shares	1,481,638	1,056,860
Vanguard Brokerage Option - Common corporate stock	162,273	131,834
Vanguard Brokerage Option - Registered investment companies	326,781	282,676
	$ 15,877,540	$ 14,667,533
Investment income:		
Interest and dividend income, investments	$ 309,975	$ 269,220
Interest income, participant loans	25,090	22,643
Net realized income (loss) on sale of investments	5,920	(90,813)
Net appreciation (depreciation) in fair value of investments	1,253,414	(508,491)
Other income	125	-

Note 4 - Investments

The fair market value of individual assets that represent 5% or more of the Plan's net assets as of December 31, 2012 and 2011are as follows:

	2012	2011
Investments at Fair Value as Determined by Quoted Market Prices		
American Funds Growth Fund of America	$ 847,597	$ 714,729
Dodge & Cox International Stock Fund	1,143,092	1,092,800
Vanguard 500 Index Fund Investor Shares	1,406,775	1,120,722
Vanguard Federal Money Market Fund	2,483,530	2,619,462
Vanguard Wellington Fund Investor Shares	1,481,638	1,056,860
Vanguard Prime Money Market Fund	1,398,404	1,356,421
Vanguard Target Retirement 2020 Fund	1,168,591	745,168

The plan investments, including investments bought and held during the year, appreciated in value as follows:

	12/31/12
Mutual funds	$ 1,220,689
Vanguard Brokerage Option	32,725
Net Appreciation in Fair Value of Investments	$ 1,253,414

Note 5 - Fair Value Measurements

FASB ASC 820, *Fair Value Measurements and Disclosures,* establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

Level 1

Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the plan has the ability to assess.

Level 2

Inputs to the valuation methodology include

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability; and
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3

Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2012 and 2011.

The fair value of mutual funds is based on quoted net asset values of the shares held by the Plan at year-end. The fair values of common stock, corporate bonds, and U.S. Government Securities, are based on quoted market prices.

The preceding methods may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the plan's assets at fair value as of December 31, 2012 and 2011:

	Assets at Fair Value as of December 31, 2012			
	(Level 1)	(Level 2)	(Level 3)	Total
Money market fund	$ 3,982,479	$ -	$ -	$ 3,982,479
Mutual funds				
Growth funds	5,892,955	-	-	5,892,955
Fixed income funds	1,842,074	-	-	1,842,074
Blended funds	3,997,758	-	-	3,997,758
Total Mutual Funds	11,732,787	-	-	11,732,787
Common stocks				
Financials	52,514	-	-	52,514
Industrials	9,105	-	-	9,105
Telecommunications	2,356	-	-	2,356
Consumer	10,277	-	-	10,277
Materials	3,713	-	-	3,713
Energy	17,381	-	-	17,381
Information Technology	48,497	-	-	48,497
Healthcare	14,666	-	-	14,666
Utilities	3,765	-	-	3,902
Total Common Stocks	162,274	-	-	162,274
Total	$ 15,877,540	$ -	$ -	$ 15,877,540

	Assets at Fair Value as of December 31, 2011			
	(Level 1)	(Level 2)	(Level 3)	Total
Money market fund	$ 4,070,669	$ -	$ -	$ 4,070,669
Mutual funds				
Index funds	5,344,027	-	-	5,344,027
Growth funds	1,808,747	-	-	1,808,747
Blended funds	3,312,256	-	-	3,312,256
Total Mutual Funds	10,465,030	-	-	10,465,030
Common stocks				
Financials	50,096	-	-	50,096
Industrials	7,651	-	-	7,651
Telecommunications	6,048	-	-	6,048
Consumer	2,743	-	-	2,743
Materials	4,845	-	-	4,845
Energy	15,777	-	-	15,777
Information Technology	30,452	-	-	30,452
Healthcare	10,320	-	-	10,320
Utilities	3,902	-	-	3,902
Total Common Stocks	131,834	-	-	131,834
Total	$ 14,667,533	$ -	$ -	$ 14,667,533

Note 6 - Related Party Transactions

The Plan invests in shares of mutual funds managed by an affiliate of Vanguard Fiduciary Trust Company ("VFTC"). VFTC acts as trustee for only those investments as defined by the Plan. Transactions in such investments qualify as party-in-interest transactions which are exempt from the prohibited transaction rules.

Note 7 - Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to terminate the Plan subject to the provisions of ERISA. Participants will receive all amounts credited to their accounts in the event of plan termination,

Note 8 - Income Tax Status

The Internal Revenue Service has determined and informed the Company by a letter dated August 2. 1995 that the Plan is qualified and the trust established under the Plan is tax-exempt, under the appropriate sections of the Internal Revenue Code.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the plan and recognize a tax liability (or asset) if the plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The plan administrator has analyzed the tax positions taken by the plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (asset) or disclosure in the financial statements. The plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

Note 9 - Concentrations of Credit Risk

The Plan's investments are not insured or guaranteed by any entity.

Note 10 - Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

Supplemental Information

Bank of Stockton 401(k) Plan and Trust
Schedule of Assets (Held at End of Year)
December 31, 2012

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(a)	(b) Name	(c) Description	(d) Cost	(e) Current Value
*	American Beacon Large Cap Value Fund - Plan Ahead Class	Reg. Inv. Co.	$ 501,532	$ 546,282
*	American Funds fundamental Investors - R5 Class	Reg. Inv. Co.	345,763	385,545
*	American Funds Growth Fund of America (R5)	Reg. Inv. Co.	756,948	847,597
*	Baron Partners Fund	Reg. Inv. Co.	406,415	466,302
*	BlackRock Funds: Small Cap Growth Equity Portfolio; Service Shares	Reg. Inv. Co.	29,252	29,239
*	Cohen & Steers Realty Income Fund Class I	Reg. Inv. Co.	161,853	179,738
*	Columbia Acorn International Fund Class Z	Reg. Inv. Co.	23,278	25,055
*	Columbia Mid Cap Value Fund Class Z	Reg. Inv. Co.	23,397	29,282
*	Columbia Small Cap Value II Fund; Z Share Class	Reg. Inv. Co.	141,679	167,966
*	Dodge & Cox International Stock Fund	Reg. Inv. Co.	1,189,599	1,143,092
*	Keeley Small Cap Value Fund, A Class	Reg. Inv. Co.	110,438	129,026
*	Lazard Emerging Markets; Open Shares	Reg. Inv. Co.	138,136	147,395
*	Loomis Sayles Funds: Loomis Sayles Bond Fund; Institutional Class	Reg. Inv. Co.	198,949	215,582
*	Mainstay High Yield Corporate Bond Fund; Class A	Reg. Inv. Co.	297,395	313,092
*	Metropolitan West Total Return Bond Fund: Class I Shares	Reg. Inv. Co.	614,210	654,896
*	Royce Premier Fund	Reg. Inv. Co.	422	410
*	T.Rowe Price New Era Fund	Reg. Inv. Co.	51,146	44,042
*	The Fairholme Fund	Reg. Inv. Co.	76,074	75,253
*	Vanguard 500 Index Fund Investor Shares	Reg. Inv. Co.	1,244,587	1,406,775
*	Vanguard Federal Money Market Fund	Reg. Inv. Co.	2,483,530	2,483,530
*	Vanguard Mid-Cap Index Fund Investor Shares	Reg. Inv. Co.	167,048	195,977
*	Vanguard Prime Money Market Fund	Reg. Inv. Co.	1,398,404	1,398,404
*	Vanguard Short-Term Bond Index Fund Investor Shares	Reg. Inv. Co.	423,433	432,269
*	Vanguard Small-Cap Index Fund Investor Shares	Reg. Inv. Co.	59,286	73,979

Bank of Stockton 401(k) Plan and Trust
Schedule of Assets (Held at End of Year)
December 31, 2012

94-0902780 Plan 002

(a)	(b) Name	(c) Description	(d) Cost	(e) Current Value
*	Vanguard Target Retirement 2010 Fund	Reg. Inv. Co.	31,535	34,030
*	Vanguard Target Retirement 2015 Fund	Reg. Inv. Co.	162,366	179,384
*	Vanguard Target Retirement 2020 Fund	Reg. Inv. Co.	1,079,888	1,168,591
*	Vanguard Target Retirement 2025 Fund	Reg. Inv. Co.	450,757	537,360
*	Vanguard Target Retirement 2030 Fund	Reg. Inv. Co.	150,374	168,312
*	Vanguard Target Retirement 2035 Fund	Reg. Inv. Co.	79,312	91,456
*	Vanguard Target Retirement 2040 Fund	Reg. Inv. Co.	38,770	42,671
*	Vanguard Target Retirement 2045 Fund	Reg. Inv. Co.	97,421	109,586
*	Vanguard Target Retirement 2050 Fund	Reg. Inv. Co.	52,289	58,621
*	Vanguard Target Retirement 2055 Fund	Reg. Inv. Co.	802	813
*	Vanguard Target Retirement Income	Reg. Inv. Co.	122,060	125,296
*	Vanguard Wellington Fund Investor Shares	Reg. Inv. Co.	1,396,476	1,481,638
*	VGI Brokerage Option (detail information pages 20 and 21)	Brokerage Option	454,018	489,054
*	Participant notes receivable	5.25%-7%	-	467,849
			$ 14,958,840	$ 16,345,389

* Party in interest

Bank of Stockton 401(k) Plan and Trust
Schedule of Assets Detail
December 31, 2012

VGI Brokerage Option Detail

(a)	(b) Name	(c) Description	(d) Cost	(e) Current Value
*	1st Pac Bankcorp Com	Common stock	$ 39	$ -
*	Abraxas Pete Corp	Common stock	878	657
*	Advanced Micro Devices Inc	Common stock	485	192
*	AK Stl Hldg Corp Com	Common stock	2,725	1,410
*	Alcoa Inc Com	Common stock	970	877
*	Altria Group Inc Com	Common stock	850	786
*	Amazon Com Inc	Common stock	1,264	1,254
*	American Capital Ltd Com	Common stock	1,816	766
*	Apple Computer Inc	Common stock	1,257	1,064
*	Bank of America Com	Common stock	5,091	7,151
*	Beverly Hills Bancorp Del Com	Common stock	186	1
*	Capital Corp of the West Com New	Common stock	389	-
*	Cemex S A Spon Adr New Ord Partn Ctf	Common stock	1,852	1,980
*	Conocophillips	Common stock	5,277	6,065
*	Corning Inc Com	Common stock	1,790	1,262
*	Crocs Inc Com	Common stock	1,644	1,439
*	CSX Corporation	Common stock	4,672	4,047
*	Delphi Automotive PLC	Common stock	340	383
*	Dish Network Corp Cl A Com	Common stock	733	728
*	Dole Food Company Inc New	Common stock	504	401
*	E*Trade Financial Corp New	Common stock	741	761
*	Echostar Hldg Corp Cl A	Common stock	663	684
*	Enbridge Inc Com	Common stock	436	433
*	Facebook Inc Cl A	Common stock	560	532

Bank of Stockton 401(k) Plan and Trust
Schedule of Assets Detail
December 31, 2012

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(a)	(b) Name	(c) Description	(d) Cost	(e) Current Value
*	Ford Motor Co Del Com Par	Common stock	449	518
*	General Electric Co Com	Common stock	3,898	4,219
*	General Motors Company Com	Common stock	646	721
*	Google Inc Cl A	Common stock	694	707
*	Greenhunter Energy Inc Com	Common stock	724	567
*	Headwaters Inc Com	Common stock	1,278	856
*	Hyperdynamics Corp Com	Common stock	1,083	658
*	Johnson & Johnson	Common stock	1,440	2,062
*	Kodiak Oil & Gas Corp Com	Common stock	1,048	1,052
*	Intel Corp Com	Common stock	724	664
*	Level 3 Commns Inc Com	Common stock	555	462
*	Magnum Hunter Res Corp Del Com	Common stock	235	200
*	Majesco Hldgs Inc Com	Common stock	647	371
*	Mako Surgical Corp Com	Common stock	2,911	1,285
*	Microsoft Corp	Common stock	846	828
*	Netapp Inc Com	Common stock	665	671
*	Pacific Drilling S A Luxembourg Reg Shs	Common stock	1,687	1,888
*	Petrobakken Energy Ltd Cl A	Common stock	594	521
*	Pfizer Inc	Common stock	9,163	12,329
*	Salesforce.com Inc	Common stock	473	504
*	Sandridge Energy IncCom	Common stock	4,691	3,810
*	Summit State Bank Santa Rose CA Com	Common stock	1,822	2,025
*	Telular Corp Com New	Common stock	650	1,894
*	The BK Hldgs Com	Common stock	490	-

Bank of Stockton 401(k) Plan and Trust
Schedule of Assets Detail
December 31, 2012

94-0902780 Plan 002

(a)	(b) Name	(c) Description	(d) Cost	(e) Current Value
*	Top Ships Inc Com	Common stock	1,255	15
*	Trico Bancshares Com	Common stock	12,445	12,127
*	Umpqua Hldgs Corp Com	Common stock	10,047	8,357
*	Universal Display Corp Com	Common stock	2,053	1,537
*	US Bancorp Del Com New	Common stock	9,363	10,960
*	Usec Inc Com	Common stock	646	106
*	Visa Inc Cl A Com	Common stock	20,585	37,058
*	Washington Mutual Inc	Common stock	5,253	-
*	Wells Fargo & Co New Com	Common stock	9,562	10,328
*	Williams Cos Inc Com	Common stock	1,089	3,274
*	Windstream Corp Com	Common stock	1,711	1,656
*	WMI Holdings Corp	Common stock	-	38
*	WPX Energy Inc	Common stock	536	491
*	Xerox Corporation	Common stock	1,147	1,023
*	XPO Logistics Inc Com	Common stock	3,071	3,476
*	Zion Oil & Gas Inc Com	Common stock	170	142
*	Zion Oil & Gas Inc Wts	Warrants	-	-
*	VBO Money Market Sweep Fund	Registered Investment Co. - Money	100,545	100,545
*	Franklin High Income Fund Class A	Registered Investment Company	55,124	59,263
*	Franklin Income Fund Class A	Registered Investment Company	146,840	166,973
			$ 454,018	$ 489,054

Bank of Stockton 401(K) Plan and Trust

Independent Auditors' Report,
Financial Statements
and
Supplemental Information

December 31, 2012

Bank of Stockton 401(k) Plan and Trust
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Independent Auditors' Report

To the Administrative Committee
Bank of Stockton 401(k) Plan and Trust
Stockton, California

Report on the Financial Statements

We were engaged to audit the financial statements of Bank of Stockton 401(k) Plan and Trust, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012.

Management's Responsibility for the Financial Statements

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Vanguard, the trustee/custodian of the Plan, except for comparing the information with the related information included in the financial statements and the supplemental schedules. We have been informed by the plan administrator that the trustee/custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee/custodian as of December 31, 2012 and 2011 and for the year ended December 31, 2012, that the information provided to the plan administrator by the trustee/custodian is complete and accurate.

Disclaimer of Opinion

Because the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules as listed in the accompanying index, which are the responsibility of plan management, are presented for the purpose of additional analysis and are not a required part of the financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedules referred to above.

Report on Form and Content in Compliance With DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee/custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Iacopi, Lenz & Company

Stockton, California
September 6, 2013

Bank of Stockton 401(k) Plan and Trust
Statement of Net Assets Available for Benefits
December 31, 2012 and 2011

	2012	2011
Investments at Fair Value		
Vanguard Funds	$ 15,388,486	$ 14,253,023
Vanguard Brokerage Option - Common corporate stock	162,273	131,834
Vanguard Brokerage Option - Registered investment companies	326,781	282,676
Total Investments	15,877,540	14,667,533
Receivables		
Notes receivable from participants	467,849	490,888
Participant contributions	50,975	35,689
Total Receivables	518,824	526,577
Total Assets	16,396,364	15,194,110
Liabilities	506	-
Net Assets Available for Benefits	$ 16,395,858	$ 15,194,110

Bank of Stockton 401(k) Plan and Trust
Statements of Changes in Net Assets Available for Benefits
For the Year Ended December 31, 2012

Additions to Net Assets	
Investment income	
Net appreciation in fair value of investments	$ 1,253,414
Interest and dividend income, investments	309,975
Interest income, participant loans	25,090
Net gain on sale of assets	5,920
Other income	125
Contributions	
Participant	1,136,442
Total Additions to Net Assets	2,730,966
Deductions from Net Assets	
Payment of benefits	1,526,810
Administrative expenses and fees	2,408
Total Deductions from Net Assets	1,529,218
Net Increase	1,201,748
Net Assets Available for Benefits	
Beginning of year	15,194,110
End of Year	$ 16,395,858

Note 1 - Description of Plan

The following description of the Bank of Stockton (Company) 401(k) Plan and Trust (Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a voluntary defined contribution plan that covers all eligible full-time employees of the Company at the time of employment. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

Participants may contribute up to 25 percent of their pre-tax covered compensation or up to 10 percent of their after-tax covered compensation through salary reductions.

Participant Accounts

Each participant's account is credited with the participant's contribution and allocation of plan earnings. Allocation of plan earnings is based on participant account balances. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account,

Vesting

Participants are immediately vested in their voluntary contributions plus actual earnings thereon.

Investment Options

A participant may direct contributions in any of the following investment funds through Vanguard.

- American Beacon Large Cap Value Fund - Plan Ahead Class - The fund invests at least 80% of its assets in large-capitalization US companies. The fund seeks long-term capital appreciation and current income.

- American Funds Fundamental Investors - R5 Class - The fund invests primarily in common stocks or securities convertible into common stock. The fund seeks long-term growth of capital and income.

- American Funds Growth Fund of America (R5) - The fund invests in cyclical companies, economically depressed industries, turnaround and value situations, and companies that appear to offer superior opportunities for long-term growth. The fund seeks long-term capital appreciation.

- Baron Partners Fund - The fund is a non-diversified fund that invests in long and short positions primarily in US securities. The fund seeks capital appreciation.

- BlackRock Small Cap Fund - The fund focuses on small-capitalization emerging growth companies. The fund seeks long-term capital appreciation.

- Cohen & Steers Realty Income Fund Class I - The fund invests primarily in common stocks and other equity securities issued by real estate companies, such as real estate investment trusts. The fund seeks high current income. Capital appreciation is secondary.

- Columbia Acorn International Fund Class Z - The fund invests primarily in the stocks of non-US small and medium-sized companies. The fund seeks long-term growth of capital.

- Columbia Mid Cap Value Fund Class Z - The fund normally invests at least 80% of its assets in equity securities of US companies whose market capitalizations are with the range of the Russell MidCap Value Index and are believed to have potential for long-term growth. The fund seeks long-term growth of capital, with income as a secondary consideration.

- Columbia Small Cap Value II Fund - The fund will typically invest at least 80% of its assets in equity securities of US companies whose market capitalizations are within the range of companies in the Russell 2000 Value Index. The fund seeks long-term growth of capital.

- Dodge & Cox International Stock Fund - The fund invests in a diversified portfolio of equity securities issued by non-US companies from at least three different foreign countries, including emerging markets. The fund seeks long-term growth of principal and income.

- Keeley Small Cap Value Fund, A Cl - The fund normally invests at least 80% of its assets in equity securities of companies with small market capitalizations (less than $2 billion at time of purchase). The fund seeks capital appreciation.

- Lazard Emerging Markets - The fund invests at least 80% of its assets in common stocks of companies whose principal activities are located in emerging market countries and the manager believes are undervalued based on their earnings, asset values or cash flows. The fund seeks long-term capital appreciation.

- Loomis Sayles Bond - The fund invests primarily in investment-grade fixed income securities. The fund seeks high total investment return through a combination of current income and capital appreciation.

- Mainstay High Yield Corporate Bond Fund; Class A - The fund normally invests at least 80% of its assets in high-yield corporate debt securities that are rated below investment grade by Moody's or Standard & Poor's. The fund seeks maximum current income through investment in a diversified portfolio of high-yield debt securities. Capital appreciation is a secondary objective.

- Metropolitan West Total Return Bond Fund: Class I Shares - The fund invests in a diversified portfolio of fixed income securities of varying maturities issued by domestic and foreign corporations and governments (and their agencies and instrumentalities) with a portfolio duration of 2 to 8 years. The fund seeks to maximize long-term total return.

- Royce Premier Investment - Normally, the fund invests at least 80% of its net assets in the equity securities of such premier companies. At least 65% of these securities will be issued by companies with stock market capitalizations up to $2.5 billion at the time of investment. Although the fund normally focuses on the securities of U.S. companies, it may invest up to 25% of its net assets in securities of companies headquartered in foreign countries. The investment seeks long-term growth of capital.

- T.Rowe Price New Era Fund - The fund invests primarily in common stocks of natural resource companies. The fund seeks long-term capital growth.

- The Fairholme Fund - The fund invests at least 75% of assets in US common stocks of all market capitalizations. The fund seeks long-term capital growth.

- Vanguard 500 Index Fund Investor Shares - The fund employs a "passive management" or indexing approach designed to track the performance of the Standard & Poor's 500 Index. The fund seeks to track the performance of a benchmark index that measures the investment return of large-capitalization stocks.

- Vanguard Federal Money Market Fund - The fund invests primarily in high-quality, short-term money market instruments. The fund seeks to provide current income while maintaining liquidity and a stable share price of $1.

- Vanguard Mid-Cap Index Fund Investor Shares - The fund employs a "passive management" or indexing investment approach designed to track the performance of the MSCI US Mid Cap 450 Index. The fund seeks to track the performance of a benchmark index that measures the investment return of mid-capitalization stocks.

- Vanguard Prime Money Market Fund - The fund invests in high-quality, short-term securities. The fund seeks to maintain the $1 value of its shares while providing income.

- Vanguard Short-Term Bond Index Fund Investor Shares - The fund employs a "passive management" or indexing strategy designed to track the performance of the Lehman 1-5 year US Government/Credit Index. The fund seeks to track the performance of a market-weighted bond index with a short-term dollar-weighted average maturity.

- Vanguard Small-Cap Index Fund Investor Shares - The fund employs a "passive management" or indexing investment approach designed to track the performance of the MSCI US Small Cap 1750 Index. The fund seeks to track the performance of a benchmark index that measures the investment return of small-capitalization stocks.

- Vanguard Target Retirement 2010 Fund - The fund invests in Vanguard mutual funds using an asset allocation strategy designed for investors planning to retire between 2008 and 2012. The fund seeks to provide capital appreciation and current income consistent with its current asset allocation.

- Vanguard Target Retirement 2015 Fund - The fund invests in Vanguard mutual funds using an asset allocation strategy designed for investors planning to retire between 2013 and 2017. The fund seeks to provide capital appreciation and current income consistent with its current asset allocation.

- Vanguard Target Retirement 2020 Fund - The fund invests in Vanguard mutual funds using an asset allocation strategy designed for investors planning to retire between 2018 and 2022. The fund seeks to provide capital appreciation and current income consistent with its current asset allocation.

- Vanguard Target Retirement 2025 Fund - The fund invests in Vanguard mutual funds using an asset allocation strategy designed for investors planning to retire between 2023 and 2027. The fund seeks to provide capital appreciation and current income consistent with its current asset allocation.

- Vanguard Target Retirement 2030 Fund - The fund invests in Vanguard mutual funds using an asset allocation strategy designed for investors planning to retire between 2028 and 2032. The fund seeks to provide capital appreciation and current income consistent with its current asset allocation.

- Vanguard Target Retirement 2035 Fund - The fund invests in Vanguard mutual funds using an asset allocation strategy designed for investors planning to retire between 2033 and 2037. The fund seeks to provide capital appreciation and current income consistent with its current asset allocation.

- Vanguard Target Retirement 2040 Fund - The fund invests in Vanguard mutual funds using an asset allocation strategy designed for investors planning to retire between 2038 and 2042. The fund seeks to provide capital appreciation and current income consistent with its current asset allocation.

- Vanguard Target Retirement 2045 Fund - The fund invests in Vanguard mutual funds using an asset allocation strategy designed for investors planning to retire between 2043 and 2047. The fund seeks to provide capital appreciation and current income consistent with its current asset allocation.

- Vanguard Target Retirement 2050 Fund - The fund invests in Vanguard mutual funds using an asset allocation strategy designed for investors planning to retire between 2048 and 2052. The fund seeks to provide capital appreciation and current income consistent with its current asset allocation.

- Vanguard Target Retirement 2055 Fund - The fund invests in Vanguard mutual funds using an asset allocation strategy designed for investors planning to retire within a few years of 2055. The fund seeks to provide capital appreciation and current income consistent with its current asset allocation.

- Vanguard Target Retirement Income - The fund invests in Vanguard mutual funds according to an asset allocation strategy designed for investors currently in retirement. The fund seeks to provide current income and some capital appreciation.

- Vanguard Wellington Fund Investor Shares - The fund invests 60% to 70% of its assets in dividend-paying, and, to a lesser extent, non-dividend paying common stocks of established medium-size and large companies. The fund seeks to provide long term capital appreciation and reasonable current income.

- Vanguard Brokerage Option - Funds are invested as directed by participants into funds and common stocks of their choice.

Notes Receivable from Participants

In accordance with the Plan agreement the Trustees have authorized participant loans. The loans are limited to the lesser of:

- $50,000 reduced by the excess (if any) of the highest outstanding balance of loans from the Plan to the Participant during the one year period ending on the day before the date on which such loan is made, over the outstanding balance of loans from the Plan to the Participant on the date on which such loan was made, or

- One-half of the vested account balances as of the date the loan is made.

The minimum amount which can be borrowed is $1,000. All loans provide for level amortized payments of principal and interest, at Prime per Reuters plus 2%. to be paid monthly over a period not to exceed five years. No more than one loan may be granted in any one calendar year. No more than one loan may be outstanding at any time.

Payment of Benefits

On termination of service, a participant may elect to receive either a lump-sum amount equal to the value of his or her account, payments over a period certain in monthly, quarterly, semiannual, or annual cash installments, or purchase a nontransferable annuity contract.

Note 2 - Summary of Significant Accounting Policies

The summary of significant accounting policies of the Plan is presented to assist in understanding the Plan's financial statements and supplemental schedules. The financial statements, notes, and supplemental schedules are representations of the Plan's management who is responsible for their integrity and objectivity. These accounting policies conform to generally accepted accounting principles and have been consistently applied in the preparation of the financial statements and supplemental schedules.

Basis of Accounting

The financial statements of the Plan are prepared using the accrual method of accounting.

Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Shares of registered investment companies are valued at quoted market prices which represent the net asset value of shares held by the Plan at year-end. Equities are valued at last quoted sales price as of the close of trading at year-end; such securities not traded on the year-end date are valued at the last quoted bid prices. Fixed income securities are valued using the last quoted bid price.

Purchases and sales of investments are recorded on a trade-date basis. Interest income is accrued when earned. Dividend income is recorded on the ex-dividend date. Capital gain distributions are included in dividend income. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document.

Administrative Expenses

Administrative expenses are fully absorbed by the Plan sponsor.

Benefits

Benefits are recorded when paid.

Subsequent Events

For the year ended December 31, 2012, the Plan has evaluated subsequent events for potential recognition and disclosure through September 6, 2013, which is the date the financial statements were available to be issued.

Note 3 - Information Prepared and Certified by Trustee/Custodian

The following information included in the accompanying financial statements and supplemental information was obtained from data that has been prepared and certified to as complete and accurate by Vanguard, the trustee/custodian of the plan:

	2012	2011
American Beacon Large Cap Value Fund - Plan Ahead Class	$ 546,282	$ 492,038
American Funds Fundamental Investors - R5 Class	385,545	333,102
American Funds Growth Fund of America (R5)	847,597	714,729
Baron Partners Fund	466,302	460,173
BlackRock Small Cap Fund	29,239	26,539
Cohen & Steers Realty Income Fund Class I	179,738	76,914
Columbia Acorn International Fund Class Z	25,055	28,739
Columbia Mid Cap Value Fund Class Z	29,282	26,776
Columbia Small Cap Value II Fund	167,966	204,811
Dodge & Cox International Stock Fund	1,143,092	1,092,800
Keeley Small Cap Value Fund, A Class	129,026	105,619
Lazard Emerging Markets	147,395	115,010
Loomis Sayles Bond	215,582	192,599
Mainstay High Yield Corporate Bond Fund; Class A	313,092	309,387
Metropolitan West Total Return Bond Fund: Class I Shares	654,896	567,663
Royce Fund: Royce Premier Fund, Investment Class Shares	410	-
T.Rowe Price New Era Fund	44,042	53,376
The Fairholme Fund	75,253	74,041
Vanguard 500 Index Fund Investor Shares	1,406,775	1,120,722
Vanguard Federal Money Market Fund	2,483,530	2,619,462
Vanguard Mid-Cap Index Fund Investor Shares	195,977	254,069
Vanguard Prime Money Market Fund	1,398,404	1,356,421

	2012	2011
Vanguard Short-Term Bond Index Fund Investor Shares	432,269	551,208
Vanguard Small-Cap Index Fund Investor Shares	73,979	164,570
Vanguard Target Retirement 2005 Fund	-	96,191
Vanguard Target Retirement 2010 Fund	34,030	20,454
Vanguard Target Retirement 2015 Fund	179,384	620,453
Vanguard Target Retirement 2020 Fund	1,168,591	745,168
Vanguard Target Retirement 2025 Fund	537,360	418,669
Vanguard Target Retirement 2030 Fund	168,312	104,034
Vanguard Target Retirement 2035 Fund	91,456	74,889
Vanguard Target Retirement 2040 Fund	42,671	27,849
Vanguard Target Retirement 2045 Fund	109,586	86,318
Vanguard Target Retirement 2050 Fund	58,621	38,315
Vanguard Target Retirement 2055 Fund	813	12,222
Vanguard Target Retirement Income	125,296	10,833
Vanguard Wellington Fund Investor Shares	1,481,638	1,056,860
Vanguard Brokerage Option - Common corporate stock	162,273	131,834
Vanguard Brokerage Option - Registered investment companies	326,781	282,676
	$ 15,877,540	$ 14,667,533
Investment income:		
Interest and dividend income, investments	$ 309,975	$ 269,220
Interest income, participant loans	25,090	22,643
Net realized income (loss) on sale of investments	5,920	(90,813)
Net appreciation (depreciation) in fair value of investments	1,253,414	(508,491)
Other income	125	-

Note 4 - Investments

The fair market value of individual assets that represent 5% or more of the Plan's net assets as of December 31, 2012 and 2011are as follows:

	2012	2011
Investments at Fair Value as Determined by Quoted Market Prices		
American Funds Growth Fund of America	$ 847,597	$ 714,729
Dodge & Cox International Stock Fund	1,143,092	1,092,800
Vanguard 500 Index Fund Investor Shares	1,406,775	1,120,722
Vanguard Federal Money Market Fund	2,483,530	2,619,462
Vanguard Wellington Fund Investor Shares	1,481,638	1,056,860
Vanguard Prime Money Market Fund	1,398,404	1,356,421
Vanguard Target Retirement 2020 Fund	1,168,591	745,168

The plan investments, including investments bought and held during the year, appreciated in value as follows:

	12/31/12
Mutual funds	$ 1,220,689
Vanguard Brokerage Option	32,725
Net Appreciation in Fair Value of Investments	$ 1,253,414

Note 5 - Fair Value Measurements

FASB ASC 820, *Fair Value Measurements and Disclosures,* establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

Level 1

Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the plan has the ability to assess.

Level 2

Inputs to the valuation methodology include

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability; and
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3

Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2012 and 2011.

The fair value of mutual funds is based on quoted net asset values of the shares held by the Plan at year-end. The fair values of common stock, corporate bonds, and U.S. Government Securities, are based on quoted market prices.

The preceding methods may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the plan's assets at fair value as of December 31, 2012 and 2011:

	Assets at Fair Value as of December 31, 2012			
	(Level 1)	(Level 2)	(Level 3)	Total
Money market fund	$ 3,982,479	$ -	$ -	$ 3,982,479
Mutual funds				
Growth funds	5,892,955	-	-	5,892,955
Fixed income funds	1,842,074	-	-	1,842,074
Blended funds	3,997,758	-	-	3,997,758
Total Mutual Funds	11,732,787	-	-	11,732,787
Common stocks				
Financials	52,514	-	-	52,514
Industrials	9,105	-	-	9,105
Telecommunications	2,356	-	-	2,356
Consumer	10,277	-	-	10,277
Materials	3,713	-	-	3,713
Energy	17,381	-	-	17,381
Information Technology	48,497	-	-	48,497
Healthcare	14,666	-	-	14,666
Utilities	3,765	-	-	3,902
Total Common Stocks	162,274	-	-	162,274
Total	$ 15,877,540	$ -	$ -	$ 15,877,540

	Assets at Fair Value as of December 31, 2011			
	(Level 1)	(Level 2)	(Level 3)	Total
Money market fund	$ 4,070,669	$ -	$ -	$ 4,070,669
Mutual funds				
Index funds	5,344,027	-	-	5,344,027
Growth funds	1,808,747	-	-	1,808,747
Blended funds	3,312,256	-	-	3,312,256
Total Mutual Funds	10,465,030	-	-	10,465,030
Common stocks				
Financials	50,096	-	-	50,096
Industrials	7,651	-	-	7,651
Telecommunications	6,048	-	-	6,048
Consumer	2,743	-	-	2,743
Materials	4,845	-	-	4,845
Energy	15,777	-	-	15,777
Information Technology	30,452	-	-	30,452
Healthcare	10,320	-	-	10,320
Utilities	3,902	-	-	3,902
Total Common Stocks	131,834	-	-	131,834
Total	$ 14,667,533	$ -	$ -	$ 14,667,533

Note 6 - Related Party Transactions

The Plan invests in shares of mutual funds managed by an affiliate of Vanguard Fiduciary Trust Company ("VFTC"). VFTC acts as trustee for only those investments as defined by the Plan. Transactions in such investments qualify as party-in-interest transactions which are exempt from the prohibited transaction rules.

Note 7 - Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to terminate the Plan subject to the provisions of ERISA. Participants will receive all amounts credited to their accounts in the event of plan termination,

Note 8 - Income Tax Status

The Internal Revenue Service has determined and informed the Company by a letter dated August 2. 1995 that the Plan is qualified and the trust established under the Plan is tax-exempt, under the appropriate sections of the Internal Revenue Code.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the plan and recognize a tax liability (or asset) if the plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The plan administrator has analyzed the tax positions taken by the plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (asset) or disclosure in the financial statements. The plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

Note 9 - Concentrations of Credit Risk

The Plan's investments are not insured or guaranteed by any entity.

Note 10 - Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

Supplemental Information

Bank of Stockton 401(k) Plan and Trust
Schedule of Assets (Held at End of Year)
December 31, 2012

94-0902780 Plan 002

(a)	(b) Name	(c) Description	(d) Cost	(e) Current Value
*	American Beacon Large Cap Value Fund - Plan Ahead Class	Reg. Inv. Co.	$ 501,532	$ 546,282
*	American Funds fundamental Investors - R5 Class	Reg. Inv. Co.	345,763	385,545
*	American Funds Growth Fund of America (R5)	Reg. Inv. Co.	756,948	847,597
*	Baron Partners Fund	Reg. Inv. Co.	406,415	466,302
*	BlackRock Funds: Small Cap Growth Equity Portfolio; Service Shares	Reg. Inv. Co.	29,252	29,239
*	Cohen & Steers Realty Income Fund Class I	Reg. Inv. Co.	161,853	179,738
*	Columbia Acorn International Fund Class Z	Reg. Inv. Co.	23,278	25,055
*	Columbia Mid Cap Value Fund Class Z	Reg. Inv. Co.	23,397	29,282
*	Columbia Small Cap Value II Fund; Z Share Class	Reg. Inv. Co.	141,679	167,966
*	Dodge & Cox International Stock Fund	Reg. Inv. Co.	1,189,599	1,143,092
*	Keeley Small Cap Value Fund, A Class	Reg. Inv. Co.	110,438	129,026
*	Lazard Emerging Markets; Open Shares	Reg. Inv. Co.	138,136	147,395
*	Loomis Sayles Funds: Loomis Sayles Bond Fund; Institutional Class	Reg. Inv. Co.	198,949	215,582
*	Mainstay High Yield Corporate Bond Fund; Class A	Reg. Inv. Co.	297,395	313,092
*	Metropolitan West Total Return Bond Fund: Class I Shares	Reg. Inv. Co.	614,210	654,896
*	Royce Premier Fund	Reg. Inv. Co.	422	410
*	T.Rowe Price New Era Fund	Reg. Inv. Co.	51,146	44,042
*	The Fairholme Fund	Reg. Inv. Co.	76,074	75,253
*	Vanguard 500 Index Fund Investor Shares	Reg. Inv. Co.	1,244,587	1,406,775
*	Vanguard Federal Money Market Fund	Reg. Inv. Co.	2,483,530	2,483,530
*	Vanguard Mid-Cap Index Fund Investor Shares	Reg. Inv. Co.	167,048	195,977
*	Vanguard Prime Money Market Fund	Reg. Inv. Co.	1,398,404	1,398,404
*	Vanguard Short-Term Bond Index Fund Investor Shares	Reg. Inv. Co.	423,433	432,269
*	Vanguard Small-Cap Index Fund Investor Shares	Reg. Inv. Co.	59,286	73,979

Bank of Stockton 401(k) Plan and Trust
Schedule of Assets (Held at End of Year)
December 31, 2012

94-0902780 Plan 002

(a)	(b) Name	(c) Description	(d) Cost	(e) Current Value
*	Vanguard Target Retirement 2010 Fund	Reg. Inv. Co.	31,535	34,030
*	Vanguard Target Retirement 2015 Fund	Reg. Inv. Co.	162,366	179,384
*	Vanguard Target Retirement 2020 Fund	Reg. Inv. Co.	1,079,888	1,168,591
*	Vanguard Target Retirement 2025 Fund	Reg. Inv. Co.	450,757	537,360
*	Vanguard Target Retirement 2030 Fund	Reg. Inv. Co.	150,374	168,312
*	Vanguard Target Retirement 2035 Fund	Reg. Inv. Co.	79,312	91,456
*	Vanguard Target Retirement 2040 Fund	Reg. Inv. Co.	38,770	42,671
*	Vanguard Target Retirement 2045 Fund	Reg. Inv. Co.	97,421	109,586
*	Vanguard Target Retirement 2050 Fund	Reg. Inv. Co.	52,289	58,621
*	Vanguard Target Retirement 2055 Fund	Reg. Inv. Co.	802	813
*	Vanguard Target Retirement Income	Reg. Inv. Co.	122,060	125,296
*	Vanguard Wellington Fund Investor Shares	Reg. Inv. Co.	1,396,476	1,481,638
*	VGI Brokerage Option (detail information pages 20 and 21)	Brokerage Option	454,018	489,054
*	Participant notes receivable	5.25%-7%	-	467,849
			$ 14,958,840	$ 16,345,389

* Party in interest

Bank of Stockton 401(k) Plan and Trust
Schedule of Assets Detail
December 31, 2012

VGI Brokerage Option Detail

(a)	(b) Name	(c) Description	(d) Cost	(e) Current Value
*	1st Pac Bankcorp Com	Common stock	$ 39	$ -
*	Abraxas Pete Corp	Common stock	878	657
*	Advanced Micro Devices Inc	Common stock	485	192
*	AK Stl Hldg Corp Com	Common stock	2,725	1,410
*	Alcoa Inc Com	Common stock	970	877
*	Altria Group Inc Com	Common stock	850	786
*	Amazon Com Inc	Common stock	1,264	1,254
*	American Capital Ltd Com	Common stock	1,816	766
*	Apple Computer Inc	Common stock	1,257	1,064
*	Bank of America Com	Common stock	5,091	7,151
*	Beverly Hills Bancorp Del Com	Common stock	186	1
*	Capital Corp of the West Com New	Common stock	389	-
*	Cemex S A Spon Adr New Ord Partn Ctf	Common stock	1,852	1,980
*	Conocophillips	Common stock	5,277	6,065
*	Corning Inc Com	Common stock	1,790	1,262
*	Crocs Inc Com	Common stock	1,644	1,439
*	CSX Corporation	Common stock	4,672	4,047
*	Delphi Automotive PLC	Common stock	340	383
*	Dish Network Corp Cl A Com	Common stock	733	728
*	Dole Food Company Inc New	Common stock	504	401
*	E*Trade Financial Corp New	Common stock	741	761
*	Echostar Hldg Corp Cl A	Common stock	663	684
*	Enbridge Inc Com	Common stock	436	433
*	Facebook Inc Cl A	Common stock	560	532

Bank of Stockton 401(k) Plan and Trust
Schedule of Assets Detail
December 31, 2012

94-0902780 Plan 002

(a)	(b) Name	(c) Description	(d) Cost	(e) Current Value
*	Ford Motor Co Del Com Par	Common stock	449	518
*	General Electric Co Com	Common stock	3,898	4,219
*	General Motors Company Com	Common stock	646	721
*	Google Inc Cl A	Common stock	694	707
*	Greenhunter Energy Inc Com	Common stock	724	567
*	Headwaters Inc Com	Common stock	1,278	856
*	Hyperdynamics Corp Com	Common stock	1,083	658
*	Johnson & Johnson	Common stock	1,440	2,062
*	Kodiak Oil & Gas Corp Com	Common stock	1,048	1,052
*	Intel Corp Com	Common stock	724	664
*	Level 3 Commns Inc Com	Common stock	555	462
*	Magnum Hunter Res Corp Del Com	Common stock	235	200
*	Majesco Hldgs Inc Com	Common stock	647	371
*	Mako Surgical Corp Com	Common stock	2,911	1,285
*	Microsoft Corp	Common stock	846	828
*	Netapp Inc Com	Common stock	665	671
*	Pacific Drilling S A Luxembourg Reg Shs	Common stock	1,687	1,888
*	Petrobakken Energy Ltd Cl A	Common stock	594	521
*	Pfizer Inc	Common stock	9,163	12,329
*	Salesforce.com Inc	Common stock	473	504
*	Sandridge Energy IncCom	Common stock	4,691	3,810
*	Summit State Bank Santa Rose CA Com	Common stock	1,822	2,025
*	Telular Corp Com New	Common stock	650	1,894
*	The BK Hldgs Com	Common stock	490	-

Bank of Stockton 401(k) Plan and Trust
Schedule of Assets Detail
December 31, 2012

94-0902780 Plan 002

(a)	(b) Name	(c) Description	(d) Cost	(e) Current Value
*	Top Ships Inc Com	Common stock	1,255	15
*	Trico Bancshares Com	Common stock	12,445	12,127
*	Umpqua Hldgs Corp Com	Common stock	10,047	8,357
*	Universal Display Corp Com	Common stock	2,053	1,537
*	US Bancorp Del Com New	Common stock	9,363	10,960
*	Usec Inc Com	Common stock	646	106
*	Visa Inc Cl A Com	Common stock	20,585	37,058
*	Washington Mutual Inc	Common stock	5,253	-
*	Wells Fargo & Co New Com	Common stock	9,562	10,328
*	Williams Cos Inc Com	Common stock	1,089	3,274
*	Windstream Corp Com	Common stock	1,711	1,656
*	WMI Holdings Corp	Common stock	-	38
*	WPX Energy Inc	Common stock	536	491
*	Xerox Corporation	Common stock	1,147	1,023
*	XPO Logistics Inc Com	Common stock	3,071	3,476
*	Zion Oil & Gas Inc Com	Common stock	170	142
*	Zion Oil & Gas Inc Wts	Warrants	-	-
*	VBO Money Market Sweep Fund	Registered Investment Co. - Money	100,545	100,545
*	Franklin High Income Fund Class A	Registered Investment Company	55,124	59,263
*	Franklin Income Fund Class A	Registered Investment Company	146,840	166,973
			$ 454,018	$ 489,054

Bank of Stockton 401(K) Plan and Trust

Independent Auditors' Report,
Financial Statements
and
Supplemental Information

December 31, 2012

Bank of Stockton 401(k) Plan and Trust
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Independent Auditors' Report

To the Administrative Committee
Bank of Stockton 401(k) Plan and Trust
Stockton, California

Report on the Financial Statements

We were engaged to audit the financial statements of Bank of Stockton 401(k) Plan and Trust, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012.

Management's Responsibility for the Financial Statements

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Vanguard, the trustee/custodian of the Plan, except for comparing the information with the related information included in the financial statements and the supplemental schedules. We have been informed by the plan administrator that the trustee/custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee/custodian as of December 31, 2012 and 2011 and for the year ended December 31, 2012, that the information provided to the plan administrator by the trustee/custodian is complete and accurate.

Disclaimer of Opinion

Because the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules as listed in the accompanying index, which are the responsibility of plan management, are presented for the purpose of additional analysis and are not a required part of the financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedules referred to above.

Report on Form and Content in Compliance With DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee/custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Iacopi, Lenz & Company

Stockton, California
September 6, 2013

Bank of Stockton 401(k) Plan and Trust
Statement of Net Assets Available for Benefits
December 31, 2012 and 2011

	2012	2011
Investments at Fair Value		
Vanguard Funds	$ 15,388,486	$ 14,253,023
Vanguard Brokerage Option - Common corporate stock	162,273	131,834
Vanguard Brokerage Option - Registered investment companies	326,781	282,676
Total Investments	15,877,540	14,667,533
Receivables		
Notes receivable from participants	467,849	490,888
Participant contributions	50,975	35,689
Total Receivables	518,824	526,577
Total Assets	16,396,364	15,194,110
Liabilities	506	-
Net Assets Available for Benefits	$ 16,395,858	$ 15,194,110

Bank of Stockton 401(k) Plan and Trust
Statements of Changes in Net Assets Available for Benefits
For the Year Ended December 31, 2012

Additions to Net Assets	
Investment income	
Net appreciation in fair value of investments	$ 1,253,414
Interest and dividend income, investments	309,975
Interest income, participant loans	25,090
Net gain on sale of assets	5,920
Other income	125
Contributions	
Participant	1,136,442
Total Additions to Net Assets	2,730,966
Deductions from Net Assets	
Payment of benefits	1,526,810
Administrative expenses and fees	2,408
Total Deductions from Net Assets	1,529,218
Net Increase	1,201,748
Net Assets Available for Benefits	
Beginning of year	15,194,110
End of Year	$ 16,395,858

Note 1 - Description of Plan

The following description of the Bank of Stockton (Company) 401(k) Plan and Trust (Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a voluntary defined contribution plan that covers all eligible full-time employees of the Company at the time of employment. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

Participants may contribute up to 25 percent of their pre-tax covered compensation or up to 10 percent of their after-tax covered compensation through salary reductions.

Participant Accounts

Each participant's account is credited with the participant's contribution and allocation of plan earnings. Allocation of plan earnings is based on participant account balances. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account,

Vesting

Participants are immediately vested in their voluntary contributions plus actual earnings thereon.

Investment Options

A participant may direct contributions in any of the following investment funds through Vanguard.

- American Beacon Large Cap Value Fund - Plan Ahead Class - The fund invests at least 80% of its assets in large-capitalization US companies. The fund seeks long-term capital appreciation and current income.

- American Funds Fundamental Investors - R5 Class - The fund invests primarily in common stocks or securities convertible into common stock. The fund seeks long-term growth of capital and income.

- American Funds Growth Fund of America (R5) - The fund invests in cyclical companies, economically depressed industries, turnaround and value situations, and companies that appear to offer superior opportunities for long-term growth. The fund seeks long-term capital appreciation.

- Baron Partners Fund - The fund is a non-diversified fund that invests in long and short positions primarily in US securities. The fund seeks capital appreciation.

- BlackRock Small Cap Fund - The fund focuses on small-capitalization emerging growth companies. The fund seeks long-term capital appreciation.

- Cohen & Steers Realty Income Fund Class I - The fund invests primarily in common stocks and other equity securities issued by real estate companies, such as real estate investment trusts. The fund seeks high current income. Capital appreciation is secondary.

- Columbia Acorn International Fund Class Z - The fund invests primarily in the stocks of non-US small and medium-sized companies. The fund seeks long-term growth of capital.

- Columbia Mid Cap Value Fund Class Z - The fund normally invests at least 80% of its assets in equity securities of US companies whose market capitalizations are with the range of the Russell MidCap Value Index and are believed to have potential for long-term growth. The fund seeks long-term growth of capital, with income as a secondary consideration.

- Columbia Small Cap Value II Fund - The fund will typically invest at least 80% of its assets in equity securities of US companies whose market capitalizations are within the range of companies in the Russell 2000 Value Index. The fund seeks long-term growth of capital.

- Dodge & Cox International Stock Fund - The fund invests in a diversified portfolio of equity securities issued by non-US companies from at least three different foreign countries, including emerging markets. The fund seeks long-term growth of principal and income.

- Keeley Small Cap Value Fund, A Cl - The fund normally invests at least 80% of its assets in equity securities of companies with small market capitalizations (less than $2 billion at time of purchase). The fund seeks capital appreciation.

- Lazard Emerging Markets - The fund invests at least 80% of its assets in common stocks of companies whose principal activities are located in emerging market countries and the manager believes are undervalued based on their earnings, asset values or cash flows. The fund seeks long-term capital appreciation.

- Loomis Sayles Bond - The fund invests primarily in investment-grade fixed income securities. The fund seeks high total investment return through a combination of current income and capital appreciation.

- Mainstay High Yield Corporate Bond Fund; Class A - The fund normally invests at least 80% of its assets in high-yield corporate debt securities that are rated below investment grade by Moody's or Standard & Poor's. The fund seeks maximum current income through investment in a diversified portfolio of high-yield debt securities. Capital appreciation is a secondary objective.

- Metropolitan West Total Return Bond Fund: Class I Shares - The fund invests in a diversified portfolio of fixed income securities of varying maturities issued by domestic and foreign corporations and governments (and their agencies and instrumentalities) with a portfolio duration of 2 to 8 years. The fund seeks to maximize long-term total return.

- Royce Premier Investment - Normally, the fund invests at least 80% of its net assets in the equity securities of such premier companies. At least 65% of these securities will be issued by companies with stock market capitalizations up to $2.5 billion at the time of investment. Although the fund normally focuses on the securities of U.S. companies, it may invest up to 25% of its net assets in securities of companies headquartered in foreign countries. The investment seeks long-term growth of capital.

- T.Rowe Price New Era Fund - The fund invests primarily in common stocks of natural resource companies. The fund seeks long-term capital growth.

- The Fairholme Fund - The fund invests at least 75% of assets in US common stocks of all market capitalizations. The fund seeks long-term capital growth.

- Vanguard 500 Index Fund Investor Shares - The fund employs a "passive management" or indexing approach designed to track the performance of the Standard & Poor's 500 Index. The fund seeks to track the performance of a benchmark index that measures the investment return of large-capitalization stocks.

- Vanguard Federal Money Market Fund - The fund invests primarily in high-quality, short-term money market instruments. The fund seeks to provide current income while maintaining liquidity and a stable share price of $1.

- Vanguard Mid-Cap Index Fund Investor Shares - The fund employs a "passive management" or indexing investment approach designed to track the performance of the MSCI US Mid Cap 450 Index. The fund seeks to track the performance of a benchmark index that measures the investment return of mid-capitalization stocks.

- Vanguard Prime Money Market Fund - The fund invests in high-quality, short-term securities. The fund seeks to maintain the $1 value of its shares while providing income.

- Vanguard Short-Term Bond Index Fund Investor Shares - The fund employs a "passive management" or indexing strategy designed to track the performance of the Lehman 1-5 year US Government/Credit Index. The fund seeks to track the performance of a market-weighted bond index with a short-term dollar-weighted average maturity.

- Vanguard Small-Cap Index Fund Investor Shares - The fund employs a "passive management" or indexing investment approach designed to track the performance of the MSCI US Small Cap 1750 Index. The fund seeks to track the performance of a benchmark index that measures the investment return of small-capitalization stocks.

- Vanguard Target Retirement 2010 Fund - The fund invests in Vanguard mutual funds using an asset allocation strategy designed for investors planning to retire between 2008 and 2012. The fund seeks to provide capital appreciation and current income consistent with its current asset allocation.

- Vanguard Target Retirement 2015 Fund - The fund invests in Vanguard mutual funds using an asset allocation strategy designed for investors planning to retire between 2013 and 2017. The fund seeks to provide capital appreciation and current income consistent with its current asset allocation.

- Vanguard Target Retirement 2020 Fund - The fund invests in Vanguard mutual funds using an asset allocation strategy designed for investors planning to retire between 2018 and 2022. The fund seeks to provide capital appreciation and current income consistent with its current asset allocation.

- Vanguard Target Retirement 2025 Fund - The fund invests in Vanguard mutual funds using an asset allocation strategy designed for investors planning to retire between 2023 and 2027. The fund seeks to provide capital appreciation and current income consistent with its current asset allocation.

- Vanguard Target Retirement 2030 Fund - The fund invests in Vanguard mutual funds using an asset allocation strategy designed for investors planning to retire between 2028 and 2032. The fund seeks to provide capital appreciation and current income consistent with its current asset allocation.

- Vanguard Target Retirement 2035 Fund - The fund invests in Vanguard mutual funds using an asset allocation strategy designed for investors planning to retire between 2033 and 2037. The fund seeks to provide capital appreciation and current income consistent with its current asset allocation.

- Vanguard Target Retirement 2040 Fund - The fund invests in Vanguard mutual funds using an asset allocation strategy designed for investors planning to retire between 2038 and 2042. The fund seeks to provide capital appreciation and current income consistent with its current asset allocation.

- Vanguard Target Retirement 2045 Fund - The fund invests in Vanguard mutual funds using an asset allocation strategy designed for investors planning to retire between 2043 and 2047. The fund seeks to provide capital appreciation and current income consistent with its current asset allocation.

- Vanguard Target Retirement 2050 Fund - The fund invests in Vanguard mutual funds using an asset allocation strategy designed for investors planning to retire between 2048 and 2052. The fund seeks to provide capital appreciation and current income consistent with its current asset allocation.

- Vanguard Target Retirement 2055 Fund - The fund invests in Vanguard mutual funds using an asset allocation strategy designed for investors planning to retire within a few years of 2055. The fund seeks to provide capital appreciation and current income consistent with its current asset allocation.

- Vanguard Target Retirement Income - The fund invests in Vanguard mutual funds according to an asset allocation strategy designed for investors currently in retirement. The fund seeks to provide current income and some capital appreciation.

- Vanguard Wellington Fund Investor Shares - The fund invests 60% to 70% of its assets in dividend-paying, and, to a lesser extent, non-dividend paying common stocks of established medium-size and large companies. The fund seeks to provide long term capital appreciation and reasonable current income.

- Vanguard Brokerage Option - Funds are invested as directed by participants into funds and common stocks of their choice.

Notes Receivable from Participants

In accordance with the Plan agreement the Trustees have authorized participant loans. The loans are limited to the lesser of:

- $50,000 reduced by the excess (if any) of the highest outstanding balance of loans from the Plan to the Participant during the one year period ending on the day before the date on which such loan is made, over the outstanding balance of loans from the Plan to the Participant on the date on which such loan was made, or

- One-half of the vested account balances as of the date the loan is made.

The minimum amount which can be borrowed is $1,000. All loans provide for level amortized payments of principal and interest, at Prime per Reuters plus 2%. to be paid monthly over a period not to exceed five years. No more than one loan may be granted in any one calendar year. No more than one loan may be outstanding at any time.

Payment of Benefits

On termination of service, a participant may elect to receive either a lump-sum amount equal to the value of his or her account, payments over a period certain in monthly, quarterly, semiannual, or annual cash installments, or purchase a nontransferable annuity contract.

Note 2 - Summary of Significant Accounting Policies

The summary of significant accounting policies of the Plan is presented to assist in understanding the Plan's financial statements and supplemental schedules. The financial statements, notes, and supplemental schedules are representations of the Plan's management who is responsible for their integrity and objectivity. These accounting policies conform to generally accepted accounting principles and have been consistently applied in the preparation of the financial statements and supplemental schedules.

Basis of Accounting

The financial statements of the Plan are prepared using the accrual method of accounting.

Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Shares of registered investment companies are valued at quoted market prices which represent the net asset value of shares held by the Plan at year-end. Equities are valued at last quoted sales price as of the close of trading at year-end; such securities not traded on the year-end date are valued at the last quoted bid prices. Fixed income securities are valued using the last quoted bid price.

Purchases and sales of investments are recorded on a trade-date basis. Interest income is accrued when earned. Dividend income is recorded on the ex-dividend date. Capital gain distributions are included in dividend income. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document.

Administrative Expenses

Administrative expenses are fully absorbed by the Plan sponsor.

Benefits

Benefits are recorded when paid.

Subsequent Events

For the year ended December 31, 2012, the Plan has evaluated subsequent events for potential recognition and disclosure through September 6, 2013, which is the date the financial statements were available to be issued.

Note 3 - Information Prepared and Certified by Trustee/Custodian

The following information included in the accompanying financial statements and supplemental information was obtained from data that has been prepared and certified to as complete and accurate by Vanguard, the trustee/custodian of the plan:

	2012	2011
American Beacon Large Cap Value Fund - Plan Ahead Class	$ 546,282	$ 492,038
American Funds Fundamental Investors - R5 Class	385,545	333,102
American Funds Growth Fund of America (R5)	847,597	714,729
Baron Partners Fund	466,302	460,173
BlackRock Small Cap Fund	29,239	26,539
Cohen & Steers Realty Income Fund Class I	179,738	76,914
Columbia Acorn International Fund Class Z	25,055	28,739
Columbia Mid Cap Value Fund Class Z	29,282	26,776
Columbia Small Cap Value II Fund	167,966	204,811
Dodge & Cox International Stock Fund	1,143,092	1,092,800
Keeley Small Cap Value Fund, A Class	129,026	105,619
Lazard Emerging Markets	147,395	115,010
Loomis Sayles Bond	215,582	192,599
Mainstay High Yield Corporate Bond Fund; Class A	313,092	309,387
Metropolitan West Total Return Bond Fund: Class I Shares	654,896	567,663
Royce Fund: Royce Premier Fund, Investment Class Shares	410	-
T.Rowe Price New Era Fund	44,042	53,376
The Fairholme Fund	75,253	74,041
Vanguard 500 Index Fund Investor Shares	1,406,775	1,120,722
Vanguard Federal Money Market Fund	2,483,530	2,619,462
Vanguard Mid-Cap Index Fund Investor Shares	195,977	254,069
Vanguard Prime Money Market Fund	1,398,404	1,356,421

	2012	2011
Vanguard Short-Term Bond Index Fund Investor Shares	432,269	551,208
Vanguard Small-Cap Index Fund Investor Shares	73,979	164,570
Vanguard Target Retirement 2005 Fund	-	96,191
Vanguard Target Retirement 2010 Fund	34,030	20,454
Vanguard Target Retirement 2015 Fund	179,384	620,453
Vanguard Target Retirement 2020 Fund	1,168,591	745,168
Vanguard Target Retirement 2025 Fund	537,360	418,669
Vanguard Target Retirement 2030 Fund	168,312	104,034
Vanguard Target Retirement 2035 Fund	91,456	74,889
Vanguard Target Retirement 2040 Fund	42,671	27,849
Vanguard Target Retirement 2045 Fund	109,586	86,318
Vanguard Target Retirement 2050 Fund	58,621	38,315
Vanguard Target Retirement 2055 Fund	813	12,222
Vanguard Target Retirement Income	125,296	10,833
Vanguard Wellington Fund Investor Shares	1,481,638	1,056,860
Vanguard Brokerage Option - Common corporate stock	162,273	131,834
Vanguard Brokerage Option - Registered investment companies	326,781	282,676
	$ 15,877,540	$ 14,667,533
Investment income:		
Interest and dividend income, investments	$ 309,975	$ 269,220
Interest income, participant loans	25,090	22,643
Net realized income (loss) on sale of investments	5,920	(90,813)
Net appreciation (depreciation) in fair value of investments	1,253,414	(508,491)
Other income	125	-

Note 4 - Investments

The fair market value of individual assets that represent 5% or more of the Plan's net assets as of December 31, 2012 and 2011are as follows:

	2012	2011
Investments at Fair Value as Determined by Quoted Market Prices		
American Funds Growth Fund of America	$ 847,597	$ 714,729
Dodge & Cox International Stock Fund	1,143,092	1,092,800
Vanguard 500 Index Fund Investor Shares	1,406,775	1,120,722
Vanguard Federal Money Market Fund	2,483,530	2,619,462
Vanguard Wellington Fund Investor Shares	1,481,638	1,056,860
Vanguard Prime Money Market Fund	1,398,404	1,356,421
Vanguard Target Retirement 2020 Fund	1,168,591	745,168

The plan investments, including investments bought and held during the year, appreciated in value as follows:

	12/31/12
Mutual funds	$ 1,220,689
Vanguard Brokerage Option	32,725
Net Appreciation in Fair Value of Investments	$ 1,253,414

Note 5 - Fair Value Measurements

FASB ASC 820, *Fair Value Measurements and Disclosures,* establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

Level 1

Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the plan has the ability to assess.

Level 2

Inputs to the valuation methodology include

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability; and
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3

Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2012 and 2011.

The fair value of mutual funds is based on quoted net asset values of the shares held by the Plan at year-end. The fair values of common stock, corporate bonds, and U.S. Government Securities, are based on quoted market prices.

The preceding methods may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the plan's assets at fair value as of December 31, 2012 and 2011:

	Assets at Fair Value as of December 31, 2012			
	(Level 1)	(Level 2)	(Level 3)	Total
Money market fund	$ 3,982,479	$ -	$ -	$ 3,982,479
Mutual funds				
Growth funds	5,892,955	-	-	5,892,955
Fixed income funds	1,842,074	-	-	1,842,074
Blended funds	3,997,758	-	-	3,997,758
Total Mutual Funds	11,732,787	-	-	11,732,787
Common stocks				
Financials	52,514	-	-	52,514
Industrials	9,105	-	-	9,105
Telecommunications	2,356	-	-	2,356
Consumer	10,277	-	-	10,277
Materials	3,713	-	-	3,713
Energy	17,381	-	-	17,381
Information Technology	48,497	-	-	48,497
Healthcare	14,666	-	-	14,666
Utilities	3,765	-	-	3,902
Total Common Stocks	162,274	-	-	162,274
Total	$ 15,877,540	$ -	$ -	$ 15,877,540

	Assets at Fair Value as of December 31, 2011			
	(Level 1)	(Level 2)	(Level 3)	Total
Money market fund	$ 4,070,669	$ -	$ -	$ 4,070,669
Mutual funds				
Index funds	5,344,027	-	-	5,344,027
Growth funds	1,808,747	-	-	1,808,747
Blended funds	3,312,256	-	-	3,312,256
Total Mutual Funds	10,465,030	-	-	10,465,030
Common stocks				
Financials	50,096	-	-	50,096
Industrials	7,651	-	-	7,651
Telecommunications	6,048	-	-	6,048
Consumer	2,743	-	-	2,743
Materials	4,845	-	-	4,845
Energy	15,777	-	-	15,777
Information Technology	30,452	-	-	30,452
Healthcare	10,320	-	-	10,320
Utilities	3,902	-	-	3,902
Total Common Stocks	131,834	-	-	131,834
Total	$ 14,667,533	$ -	$ -	$ 14,667,533

Note 6 - Related Party Transactions

The Plan invests in shares of mutual funds managed by an affiliate of Vanguard Fiduciary Trust Company ("VFTC"). VFTC acts as trustee for only those investments as defined by the Plan. Transactions in such investments qualify as party-in-interest transactions which are exempt from the prohibited transaction rules.

Note 7 - Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to terminate the Plan subject to the provisions of ERISA. Participants will receive all amounts credited to their accounts in the event of plan termination,

Note 8 - Income Tax Status

The Internal Revenue Service has determined and informed the Company by a letter dated August 2. 1995 that the Plan is qualified and the trust established under the Plan is tax-exempt, under the appropriate sections of the Internal Revenue Code.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the plan and recognize a tax liability (or asset) if the plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The plan administrator has analyzed the tax positions taken by the plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (asset) or disclosure in the financial statements. The plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

Note 9 - Concentrations of Credit Risk

The Plan's investments are not insured or guaranteed by any entity.

Note 10 - Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

Supplemental Information

Bank of Stockton 401(k) Plan and Trust
Schedule of Assets (Held at End of Year)
December 31, 2012

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(a)	(b) Name	(c) Description	(d) Cost	(e) Current Value
*	American Beacon Large Cap Value Fund - Plan Ahead Class	Reg. Inv. Co.	$ 501,532	$ 546,282
*	American Funds fundamental Investors - R5 Class	Reg. Inv. Co.	345,763	385,545
*	American Funds Growth Fund of America (R5)	Reg. Inv. Co.	756,948	847,597
*	Baron Partners Fund	Reg. Inv. Co.	406,415	466,302
*	BlackRock Funds: Small Cap Growth Equity Portfolio; Service Shares	Reg. Inv. Co.	29,252	29,239
*	Cohen & Steers Realty Income Fund Class I	Reg. Inv. Co.	161,853	179,738
*	Columbia Acorn International Fund Class Z	Reg. Inv. Co.	23,278	25,055
*	Columbia Mid Cap Value Fund Class Z	Reg. Inv. Co.	23,397	29,282
*	Columbia Small Cap Value II Fund; Z Share Class	Reg. Inv. Co.	141,679	167,966
*	Dodge & Cox International Stock Fund	Reg. Inv. Co.	1,189,599	1,143,092
*	Keeley Small Cap Value Fund, A Class	Reg. Inv. Co.	110,438	129,026
*	Lazard Emerging Markets; Open Shares	Reg. Inv. Co.	138,136	147,395
*	Loomis Sayles Funds: Loomis Sayles Bond Fund; Institutional Class	Reg. Inv. Co.	198,949	215,582
*	Mainstay High Yield Corporate Bond Fund; Class A	Reg. Inv. Co.	297,395	313,092
*	Metropolitan West Total Return Bond Fund: Class I Shares	Reg. Inv. Co.	614,210	654,896
*	Royce Premier Fund	Reg. Inv. Co.	422	410
*	T.Rowe Price New Era Fund	Reg. Inv. Co.	51,146	44,042
*	The Fairholme Fund	Reg. Inv. Co.	76,074	75,253
*	Vanguard 500 Index Fund Investor Shares	Reg. Inv. Co.	1,244,587	1,406,775
*	Vanguard Federal Money Market Fund	Reg. Inv. Co.	2,483,530	2,483,530
*	Vanguard Mid-Cap Index Fund Investor Shares	Reg. Inv. Co.	167,048	195,977
*	Vanguard Prime Money Market Fund	Reg. Inv. Co.	1,398,404	1,398,404
*	Vanguard Short-Term Bond Index Fund Investor Shares	Reg. Inv. Co.	423,433	432,269
*	Vanguard Small-Cap Index Fund Investor Shares	Reg. Inv. Co.	59,286	73,979

Bank of Stockton 401(k) Plan and Trust
Schedule of Assets (Held at End of Year)
December 31, 2012

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(a)	(b) Name	(c) Description	(d) Cost	(e) Current Value
*	Vanguard Target Retirement 2010 Fund	Reg. Inv. Co.	31,535	34,030
*	Vanguard Target Retirement 2015 Fund	Reg. Inv. Co.	162,366	179,384
*	Vanguard Target Retirement 2020 Fund	Reg. Inv. Co.	1,079,888	1,168,591
*	Vanguard Target Retirement 2025 Fund	Reg. Inv. Co.	450,757	537,360
*	Vanguard Target Retirement 2030 Fund	Reg. Inv. Co.	150,374	168,312
*	Vanguard Target Retirement 2035 Fund	Reg. Inv. Co.	79,312	91,456
*	Vanguard Target Retirement 2040 Fund	Reg. Inv. Co.	38,770	42,671
*	Vanguard Target Retirement 2045 Fund	Reg. Inv. Co.	97,421	109,586
*	Vanguard Target Retirement 2050 Fund	Reg. Inv. Co.	52,289	58,621
*	Vanguard Target Retirement 2055 Fund	Reg. Inv. Co.	802	813
*	Vanguard Target Retirement Income	Reg. Inv. Co.	122,060	125,296
*	Vanguard Wellington Fund Investor Shares	Reg. Inv. Co.	1,396,476	1,481,638
*	VGI Brokerage Option (detail information pages 20 and 21)	Brokerage Option	454,018	489,054
*	Participant notes receivable	5.25%-7%	-	467,849
			$ 14,958,840	$ 16,345,389

* Party in interest

Bank of Stockton 401(k) Plan and Trust
Schedule of Assets Detail
December 31, 2012

VGI Brokerage Option Detail

(a)	(b) Name	(c) Description	(d) Cost	(e) Current Value
*	1st Pac Bankcorp Com	Common stock	$ 39	$ -
*	Abraxas Pete Corp	Common stock	878	657
*	Advanced Micro Devices Inc	Common stock	485	192
*	AK Stl Hldg Corp Com	Common stock	2,725	1,410
*	Alcoa Inc Com	Common stock	970	877
*	Altria Group Inc Com	Common stock	850	786
*	Amazon Com Inc	Common stock	1,264	1,254
*	American Capital Ltd Com	Common stock	1,816	766
*	Apple Computer Inc	Common stock	1,257	1,064
*	Bank of America Com	Common stock	5,091	7,151
*	Beverly Hills Bancorp Del Com	Common stock	186	1
*	Capital Corp of the West Com New	Common stock	389	-
*	Cemex S A Spon Adr New Ord Partn Ctf	Common stock	1,852	1,980
*	Conocophillips	Common stock	5,277	6,065
*	Corning Inc Com	Common stock	1,790	1,262
*	Crocs Inc Com	Common stock	1,644	1,439
*	CSX Corporation	Common stock	4,672	4,047
*	Delphi Automotive PLC	Common stock	340	383
*	Dish Network Corp Cl A Com	Common stock	733	728
*	Dole Food Company Inc New	Common stock	504	401
*	E*Trade Financial Corp New	Common stock	741	761
*	Echostar Hldg Corp Cl A	Common stock	663	684
*	Enbridge Inc Com	Common stock	436	433
*	Facebook Inc Cl A	Common stock	560	532

Bank of Stockton 401(k) Plan and Trust
Schedule of Assets Detail
December 31, 2012

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(a)	(b) Name	(c) Description	(d) Cost	(e) Current Value
*	Ford Motor Co Del Com Par	Common stock	449	518
*	General Electric Co Com	Common stock	3,898	4,219
*	General Motors Company Com	Common stock	646	721
*	Google Inc Cl A	Common stock	694	707
*	Greenhunter Energy Inc Com	Common stock	724	567
*	Headwaters Inc Com	Common stock	1,278	856
*	Hyperdynamics Corp Com	Common stock	1,083	658
*	Johnson & Johnson	Common stock	1,440	2,062
*	Kodiak Oil & Gas Corp Com	Common stock	1,048	1,052
*	Intel Corp Com	Common stock	724	664
*	Level 3 Commns Inc Com	Common stock	555	462
*	Magnum Hunter Res Corp Del Com	Common stock	235	200
*	Majesco Hldgs Inc Com	Common stock	647	371
*	Mako Surgical Corp Com	Common stock	2,911	1,285
*	Microsoft Corp	Common stock	846	828
*	Netapp Inc Com	Common stock	665	671
*	Pacific Drilling S A Luxembourg Reg Shs	Common stock	1,687	1,888
*	Petrobakken Energy Ltd Cl A	Common stock	594	521
*	Pfizer Inc	Common stock	9,163	12,329
*	Salesforce.com Inc	Common stock	473	504
*	Sandridge Energy IncCom	Common stock	4,691	3,810
*	Summit State Bank Santa Rose CA Com	Common stock	1,822	2,025
*	Telular Corp Com New	Common stock	650	1,894
*	The BK Hldgs Com	Common stock	490	-

Bank of Stockton 401(k) Plan and Trust
Schedule of Assets Detail
December 31, 2012

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(a)	(b) Name	(c) Description	(d) Cost	(e) Current Value
*	Top Ships Inc Com	Common stock	1,255	15
*	Trico Bancshares Com	Common stock	12,445	12,127
*	Umpqua Hldgs Corp Com	Common stock	10,047	8,357
*	Universal Display Corp Com	Common stock	2,053	1,537
*	US Bancorp Del Com New	Common stock	9,363	10,960
*	Usec Inc Com	Common stock	646	106
*	Visa Inc Cl A Com	Common stock	20,585	37,058
*	Washington Mutual Inc	Common stock	5,253	-
*	Wells Fargo & Co New Com	Common stock	9,562	10,328
*	Williams Cos Inc Com	Common stock	1,089	3,274
*	Windstream Corp Com	Common stock	1,711	1,656
*	WMI Holdings Corp	Common stock	-	38
*	WPX Energy Inc	Common stock	536	491
*	Xerox Corporation	Common stock	1,147	1,023
*	XPO Logistics Inc Com	Common stock	3,071	3,476
*	Zion Oil & Gas Inc Com	Common stock	170	142
*	Zion Oil & Gas Inc Wts	Warrants	-	-
*	VBO Money Market Sweep Fund	Registered Investment Co. - Money	100,545	100,545
*	Franklin High Income Fund Class A	Registered Investment Company	55,124	59,263
*	Franklin Income Fund Class A	Registered Investment Company	146,840	166,973
			$ 454,018	$ 489,054