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
FREMONT BANK AND FREMONT BACORPORATION EMPLOYEE STOCK OWNERSHIP PLAN AND 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 07/01/1976

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

FREMONT BANK

39150 FREMONT BLVD
FREMONT, CA 94538-1316

2b Employer Identification Number (EIN) 94-1707113

2c Sponsor's telephone number 510-795-5711

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.	10/15/2013	WANDA WILLIAMS
	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:	**4b** EIN	
a Sponsor's name	**4c** PN	
5 Total number of participants at the beginning of the plan year	**5**	842
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**	892
b Retired or separated participants receiving benefits	**6b**	0
c Other retired or separated participants entitled to future benefits	**6c**	114
d Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	1006
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	1
f Total. Add lines **6d** and **6e**	**6f**	1007
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	629
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	36
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 2I 2J 2K 2O 2Q 2T 3H

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
FREMONT BANK AND FREMONT BACORPORATION EMPLOYEE STOCK OWNERSHIP PLAN AND 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
94-1707113

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).. . . . . ☐ 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

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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)

MERRILL LYNCH, PIERCE, FENNER AND S

13-5674085

(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 52 59 60 62 63 71 72	RECORDKEEPER	12294	Yes [X] No [ ]	Yes [X] No [ ]	0	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 [ ]

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
(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.	

(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.	

(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

(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
FREMONT BANK AND FREMONT BACORPORATION EMPLOYEE STOCK OWNERSHIP PLAN AND 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
94-1707113

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	318383	319252
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	1000000	1278299
(2) Participant contributions	1b(2)		351
(3) Other	1b(3)	26120327	
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	9003221	18210777
(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)		
(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)		763784
(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)		25349526
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		942993

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	18646075	28072925
(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	55088006	74937907
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k		
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	55088006	74937907

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)	1827351	
(B) Participants	2a(1)(B)	3211703	
(C) Others (including rollovers)	2a(1)(C)	293020	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		5332074
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	26538	
(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)	33652	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		60190
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	491045	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		491045
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	9276850	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		9276850

		(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)		2380969
c Other income	2c		6872955
d Total income. Add all **income** amounts in column (b) and enter total	2d		24414083
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	4514914	
(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)		4514914
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		40444
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)	8824	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		8824
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		4564182
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		19849901
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: MOSS ADAMS LLP **(2)** EIN: 91-0189318

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
FREMONT BANK AND FREMONT BACORPORATION EMPLOYEE STOCK OWNERSHIP PLAN AND 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
94-1707113

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): 42-0127290 94-1687665

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):

Report of Independent Auditors and
Financial Statements with Supplementary Information

Fremont Bank and Fremont Bancorporation Employee Stock Ownership and 401(k) Plan

(Formerly the Fremont Bank and Fremont Bancorporation Employee Stock Ownership Plan)

December 31, 2012 and 2011

MOSS-ADAMS LLP

Certified Public Accountants | Business Consultants

Acumen. Agility. Answers.

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MOSS-ADAMS LLP
Certified Public Accountants | Business Consultants

REPORT OF INDEPENDENT AUDITORS

To the Participants and Plan Administrator
Fremont Bank and Fremont Bancorporation
Employee Stock Ownership and 401(k) Plan
(Formerly the Fremont Bank and Fremont
Bancorporation Employee Stock Ownership Plan)

Report on Financial Statements

We have audited the accompanying financial statements of Fremont Bank and Fremont Bancorporation Employee Stock Ownership and 401(k) Plan (formerly the Fremont Bank and Fremont Bancorporation Employee Stock Ownership Plan) (the Plan), 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, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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 our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the inancial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Plan's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2012 and 2011, and the changes in net assets available for benefits for the year ended December 31, 2012, in accordance with accounting principles generally accepted in the United States of America.

Praxity MEMBER GLOBAL ALLIANCE OF INDEPENDENT FIRMS

Report on Supplementary Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The schedule H, line 4(i) - schedule of assets (held at end of year) as of December 31, 2012, is presented for the purpose of additional analysis and is not a required part of the financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA). Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements taken as a whole.

Moss Adams LLP

Santa Clara, California
October 9, 2013

FINANCIAL STATEMENTS

_____

FREMONT BANK AND FREMONT BANCORPORATION
EMPLOYEE STOCK OWNERSHIP AND 401(K) PLAN
(FORMERLY THE FREMONT BANK AND FREMONT BANCORPORATION
EMPLOYEE STOCK OWNERSHIP PLAN)
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2012 and 2011

	2012	2011
ASSETS		
Participant-directed investments, at fair value	$ 31,755,807	$ -
Nonparticipant-directed investments:		
Common Stock - Fremont Bank	28,072,925	18,646,075
Interest-bearing cash	12,747,489	9,003,221
Noninterest-bearing cash	319,252	318,383
Total nonparticipant-directed investments	41,139,666	27,967,679
RECEIVABLES		
Notes receivable from participants	763,784	-
Participant contributions receivable	351	-
Employer contributions receivable	1,278,299	1,000,000
Other	-	2
TOTAL ASSETS	74,937,907	28,967,681
ASSETS IN TRANSIT (SEE NOTE 1)	-	26,120,325
NET ASSETS AVAILABLE FOR BENEFITS	$ 74,937,907	$ 55,088,006

See accompanying notes.

FREMONT BANK AND FREMONT BANCORPORATION
EMPLOYEE STOCK OWNERSHIP AND 401(K) PLAN
(FORMERLY THE FREMONT BANK AND FREMONT BANCORPORATION
EMPLOYEE STOCK OWNERSHIP PLAN)
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Year Ended December 31, 2012

ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
Net appreciation in fair value of participant-directed investments	$	2,380,969
Net appreciation in fair value of nonparticipant-directed investments		9,276,850
Interest income on notes receivable from participants		33,652
Dividend and interest income		691,266
Sub S distributions		6,699,272
Contributions:		
Participant deferrals		3,211,703
Employer contributions		1,827,351
Rollovers		293,020
Total additions		24,414,083
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Benefits paid to participants		4,555,358
Administrative expenses		8,824
Total deductions		4,564,182
CHANGE IN NET ASSETS		19,849,901
NET ASSETS AVAILABLE FOR BENEFITS, beginning of year		55,088,006
NET ASSETS AVAILABLE FOR BENEFITS, end of year	$	74,937,907

See accompanying notes.

NOTE 1 – DESCRIPTION OF PLAN

The following description of the Fremont Bank and Fremont Bancorporation Employee Stock Ownership and 401(k) Plan (formerly the Fremont Bank and Fremont Bancorporation Employee Stock Ownership Plan) (the Plan) provides only general information. Participants should refer to the plan document for a more complete description of the Plan's provisions.

General – Fremont Bancorporation (the Plan Sponsor) established the "Fremont Bank Profit Sharing Plan" effective July 1, 1976, which was amended through August 23, 2000, in accordance with applicable Internal Revenue Service (IRS) regulations. On August 23, 2000, participation in the Plan was frozen, but was converted to an Employee Stock Ownership Plan (ESOP) in 2004 as part of the bank's Subchapter S conversion. Although the Plan was frozen, employees who were already participants in the Plan still continued to have their accounts debited and credited for gains and losses. Effective January 1, 2005, the Plan was unfrozen, amended, and restated as the "Fremont Bank and Fremont Bancorporation Employee Stock Ownership Plan".

In addition, effective January 1, 2012, the Plan Sponsor approved the merger and the transfer of assets from the Fremont Bank and Fremont Bancorporation Savings Plan (the Savings Plan) to the Plan and renamed the Plan the Fremont Bank and Fremont Bancorporation Employee Stock Ownership and 401(k) Plan. As a result of the Savings Plan merger into the Plan, there were no changes to Plan provisions.

The Plan is designed to comply with Section 4975(e)(7) and the regulations thereunder of the Internal Revenue Code of 1986, (the Code), and is subject to the applicable provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan provides benefits for substantially all employees, excluding union, non-resident alien or leased employees of Fremont Bank and Fremont Bancorporation (the Company and the Trustee) after the employee meets the eligibility requirements.

Eligibility – For the ESOP portion of the Plan, employees of the Company are eligible to participate in the Plan upon completion of one year of employment, in which they work at least 1,000 hours, are at least 21 years of age, and a current employee on the last day of the Plan year. For the 401(k) portion of the Plan, employees are eligible to participate upon reaching age 18 and completing one hour of employment.

Contributions and deferrals – Each year, participants may contribute 1-100% of their annual compensation, as defined in the Plan. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Company matches 50% of employee contributions, up to 3% of eligible compensation deferred to the Plan. ESOP Contributions to the Plan are at the discretion of the Company's Board of Directors. ESOP contributions to the Plan may be in cash or shares of the Company's common stock. ESOP contributions will be divided among eligible participants in proportion to each participant's eligible compensation compared to the total compensation of all participants. Eligible compensation is defined as gross compensation. Contributions are subject to regulatory limitations.

Participant accounts – Each participant's account is credited with the participant's contributions, and allocations of: (a) the Company's contribution; (b) interest or dividend income; (c) the allocation of forfeited shares to participants' accounts from unvested balances of terminated participant accounts; (d) distributions in the form of Sub S distributions paid by the Company on all shares including those held in the Plan; and (e) changes in value of the Company's stock over time.

Vesting – Participants are vested immediately in their contributions plus actual earnings thereon. Employees who were participants prior to the Plan being unfrozen and amended on January 1, 2005, are 100% vested. For all other affected participants, vesting in the Company's contribution portion of their accounts is based on years of service and they are 100% vested after five years of credited service.

A participant whose employment is terminated due to death, disability, or normal retirement (defined as 65 years of age) is 100% vested under the Plan.

Notes receivable from participants – Participants may borrow from the 401(k) portion of their accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. The loans are issued by the Plan and secured by the balance in the participant's account. All loans must be repaid within a period of five years, unless the loan is used to purchase a principal residence, in which case, the loan may be repaid over a longer period. Under the terms of the Plan agreement, plan loans will bear a reasonable rate of interest determined by the Plan administrator. Principal and interest is paid ratably through monthly payroll deductions. As of December 31, 2012, the rates of interest on outstanding loans ranged from 4.25% - 9.25% with various maturities through August 2040.

Payment of benefits – Upon retirement, termination of service, or death, an eligible participant may elect to receive benefits in the form of a lump sum distribution or fixed installments. Distributions are made in the form of one or more payments of (a) number of whole shares of Company stock equal to the whole number of shares vested in the participant's Company stock account and (b) cash equal to the total value of all vested balances remaining**.** Any distribution of the Company's stock is subject to the Company's right to immediately require the participant to sell the shares of stock to the Company or the Plan at the then fair value.

If an employee is terminated and their vested balance does not exceed $1,000, a lump sum payment will be made as soon as administratively practicable following termination. If the amount of the balance is between $1,000 and $5,000, and one does not elect to withdraw the balance, the balance will automatically rollover to an IRA.

Forfeitures – Forfeitures are the non-vested portion of a participant's account that are lost upon termination of employment. Forfeitures shall be reallocated to the accounts of the remaining participants in the same manner as the Company's contributions or be used to pay Plan expenses.

Put option – Under Federal income tax regulations, Company stock that is held by the Plan and its participants and is not readily tradable on an established market or is subject to trading limitations must include a put option. The put option is a right to demand that the Company buy any shares of its stock distributed to participants for which there is no market. The put price is representative of the fair market value of the stock. The Company can pay for the purchase with interest over a period of five years. The purpose of the put option is to ensure that the participant has the ability to ultimately obtain cash.

Diversi ication – Diversification is offered to participants close to retirement so that they may have the opportunity to move part of the value of their investment in the Company stock into investments which are more diversified. Participants who are at least age 55 with at least 10 years of participation in the Plan may elect to diversify a portion of their account. Diversification is offered to each eligible participant over a six-year period. In each of the first five years, a participant may diversify up to 25% of the number of shares allocated to his or her account, less any shares previously diversified. In the sixth year, the percentage changes to 50%. Participants who elect to diversify receive a cash distribution.

Voting rights – The trustees of the Plan have the right to decide how shares of Company stock held in the Plan will be voted, except in a matter which involves corporate merger, consolidation, recapitalization, or similar transaction as described in section 409(e)(3) of the Code. In these situations, each participant has the right to exercise voting rights attributable to the shares allocated to his or her account and will be notified by the trustees prior to the time that such rights are to be exercised.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of accounting – The financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America, using the accrual method of accounting.

Cash and cash equivalents – All highly-liquid investments with a maturity of three months or less at the time of purchase are considered to be cash equivalents.

Use of estimates – The preparation of financial statements in conformity with generally accepted accounting principles requires the use of estimates and assumptions that may affect certain amounts and disclosures. Accordingly, actual results could differ from those estimates.

Recent accounting pronouncements –

Accounting Standards Update (ASU) No. 2011-04 – In May 2011, the Financial Accounting Standards Board (FASB) issued ASU No. 2011-04, *Fair Value Measurement (Topic 820) - Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs*. ASU No. 2011-04 requires disclosure of valuation techniques for Level 2 and Level 3 measurements and for Level 3 measurements requires disclosure of valuation processes used by the reporting entity and quantitative information about significant unobservable inputs. ASU No. 2011-04 removes the requirement for nonpublic companies to disclose information about transfers between Level 1 and Level 2 of the fair value hierarchy. The Plan adopted the new disclosure requirements effective January 1, 2012.

ASU 2013-09 – In July 2013, the Plan adopted guidance issued by the FASB that indefinitely defers the requirement to disclose quantitative information about the significant unobservable inputs used to measure the fair value of the Plan's Level 3 investment in their non-public sponsor's company stock**.** This guidance is applicable to the financial statements as of and for the year ended 2012**.**

Investment valuation – Participant-directed investments are stated at fair value. The common shares of the Company are valued at fair value as determined by an annual independent appraisal. Investments represent the net asset value (NAV) of shares held by the Plan as of the last day of the year and are stated at their aggregate fair values.

Fair value is the price that would be received to sell an asset or paid to transfer a liability (i.e., the "exit price") in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

Income recognition – Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date. Interest income is recorded on the accrual basis. The net appreciation in fair value of investments consists of both the realized gains or losses and unrealized appreciation and depreciation of those investments**.**

Notes receivable from participants – Notes receivable from participants are measured at amortized cost, which represents unpaid principal balance plus accrued but unpaid interest. Delinquent notes receivable from participants are recorded as distributions based on the terms of the Plan document.

Concentration of credit risk – The Plan maintains its cash and cash equivalents in business checking and commercial money market accounts. Cash and cash equivalents include investments in money market funds and short-term securities purchased with a maturity of generally three months or less, and are carried at cost which approximates fair value. Periodically throughout the year, cash is maintained in trust accounts in excess of Federal Deposit Insurance Corporation (FDIC) limits.

Payment of benefits – Benefits are recorded when paid.

Expenses – Substantially all expenses of maintaining the Plan are paid by the Company. Certain transaction fees are paid by the Plan.

Subsequent events – Subsequent events are events or transactions that occur after the statement of net assets available for benefits date but before the financial statements are issued. The Plan recognizes in the financial statements the effects of all subsequent events that provide additional evidence about conditions that existed at the date of the statement of net assets available for benefits, including the estimates inherent in the process of preparing the financial statements**.** The Plan's financial statements do not recognize subsequent events that provide evidence about conditions that did not exist at the date of the statement of net assets available for benefits but arose after the statement of net assets available for benefits date and before the financial statements are issued.

The Plan has evaluated subsequent events through October 9, 2013, which is the date the financial statements were issued.

NOTE 3 – INVESTMENTS

Investments – Investments representing 5% or more of net assets available for benefits consist of the following as of December 31:

	2012	2011
Fremont Bank and Fremont Bancorporation, 11,435 shares	$ 28,072,925	$ 18,646,075
Fremont Bank Money Market Account	8,020,725	4,284,620
Merrill Lynch Retirement Reserves Money Fund	5,463,288	-
Bank of America Preferred Deposit	4,719,040	4,710,588

During 2012, the Plan's investments (including gains and losses on investments, purchased, sold, as well as held during the year) appreciated in fair value as follows:

Registered investment companies	$ 2,380,969
Common stock - Fremont Bank	9,276,850
Net appreciation in the fair value of investments	$ 11,657,819

NOTE 4 – FAIR VALUE MEASUREMENTS

The framework for measuring fair value 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) and the lowest priority to unobservable inputs (Level 3).

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 access.

Level 2 – Inputs to the valuation methodology include: quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar 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.

Cash and cash equivalents: Cash and cash equivalents are reported at carrying value.

Registered investment companies (mutual funds): Valued at the NAV of shares held by the Plan and are valued at the closing price reported on the active market on which the individual securities are traded.

Money market fund: Money market funds are valued at the NAV of shares held by the Plan at year-end.

Common stocks: Valued at the closing price reported on the active market on which the individual securities are traded.

Company common stock: The fair value of Company common stock is stated at the value determined annually through an independent appraisal. This appraisal was based upon a combination of the discounted future stream of earnings and capitalization of earning techniques. The appraisal considers historical and projected cash flow and net income, return on assets, return on equity, market comparables, and estimated fair value of the corporation assets and liabilities. The methods used to develop the fair value calculation may not be indicative of net realizable value or reflective of future fair values.

Plan management has determined that Company common stock is classified as a Level 3 investment as of December 31, 2012 and 2011.

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

	2012			
	Level 1	**Level 2**	**Level 3**	**Total**
Cash and cash equivalents	$ 12,763,787	$ -	$ -	$ 12,763,787
Money market fund	5,465,958	-	-	5,465,958
Registered investment companies				
Blend funds	13,573,114	-	-	13,573,114
Growth funds	4,981,800	-	-	4,981,800
Bond funds	3,746,542	-	-	3,746,542
Value funds	3,078,332	-	-	3,078,332
Equity funds	680,168	-	-	680,168
Common stock	213,595	-	-	213,595
Fremont Bancorporation common stock	-	-	28,072,925	28,072,925
	$ 44,503,296	$ -	$ 28,072,925	$ 72,576,221

	2011			
	Level 1	**Level 2**	**Level 3**	**Total**
Cash and cash equivalents	$ 9,003,221	$ -	$ -	$ 9,003,221
Fremont Bancorporation common stock	-	-	18,646,075	$ 18,646,075
	$ 9,003,221	$ -	$ 18,646,075	$ 27,649,296

The following table discloses the summary of changes in the fair value of the Plan's Level 3 investment assets at December 31, 2012:

Balance, beginning of year	$ 18,646,075
Purchases	150,000
Unrealized gain	9,276,850
Balance, end of year	$ 28,072,925

NOTE 5 – TAX STATUS

The IRS has determined and informed the Company by a letter dated February 2, 2012, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC).

In accordance with guidance on accounting for uncertainty in income taxes Accounting Standards Codification (ASC) 740-10, management evaluated the Plan's tax positions and does not believe the Plan has any uncertain tax positions that require disclosure or adjustment to the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

NOTE 6 – RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, market volatility, and credit risks. It is reasonably possible, given the level of risk associated with investment securities, that changes in the near term could materially affect a participant's account balance and the amounts reported in the financial statements.

NOTE 7 – PARTY-IN-INTEREST TRANSACTIONS

The Plan holds cash and cash equivalents in Fremont Bank and Bank of America accounts and invests in common stock of Fremont Bancorporation. As Fremont Bank is the Plan Sponsor and custodian and Bank of America is a plan custodian, these transactions qualify as party-in-interest transactions. As of December 31, 2012 and 2011, the Plan held 11,435 and 11,335 shares of common stock of Fremont Bancorporation, respectively. During the year ended December 31, 2012, the Plan recorded net appreciation in the fair value of the stock of $9,276,850. Interest from the savings account and money market account maintained at the Company's subsidiary bank was $17,895 for the year ended December 31, 2012. The Plan received Sub S distributions from the Company in the amount of $6,699,272 for the year ended December 31, 2012.

NOTE 8 – PLAN TERMINATION

Although it has not expressed any intention to do so, the Company has the right to terminate the Plan and discontinue its contributions at any time. If the Plan is terminated, participants will become 100% vested in their accounts.

SUPPLEMENTARY INFORMATION

REQUIRED BY THE DEPARTMENT OF LABOR

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FREMONT BANK AND FREMONT BANCORPORATION
EMPLOYEE STOCK OWNERSHIP AND 401(K) PLAN
(FORMERLY THE FREMONT BANK AND FREMONT BANCORPORATION
EMPLOYEE STOCK OWNERSHIP PLAN)
SCHEDULE H, LINE 4(i) - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2012

Plan sponsor: Fremont Bancorporation
Employer identification number: 94-1707113
Plan number: 001
Schedule H, line 4(i)

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
*	Fremont Bank and Fremont Bancorporation	Common Stock (11,435 Shares)	$ 2,859,065	$ 28,072,925
*	Merrill Lynch Retirement Reserves Money Fund	Money Market Fund	**	5,463,288
	BlackRock S&P 500 Index A	Registered Investment Company	**	3,027,805
	American Funds Invmt Co of America R3	Registered Investment Company	**	2,422,707
	American Funds Growth Fund of America R3	Registered Investment Company	**	2,444,475
	American Funds Capital World GR & INC R3	Registered Investment Company	**	1,894,843
	American Funds Bond Fund of America	Registered Investment Company	**	1,656,712
	BlackRock Global Allocation A	Registered Investment Company	**	2,529,376
	Columbia Marsico 21st Century A	Registered Investment Company	**	1,346,566
	Lazard Emerging Markets Open	Registered Investment Company	**	1,495,389
	Fidelity Advisor Value A	Registered Investment Company	**	1,396,120
	Oppenheimer Main Street SML A	Registered Investment Company	**	1,290,519
	JPMorgan Government Bond	Registered Investment Company	**	970,190
	Allianz NFJ Dividend Value Fund A	Registered Investment Company	**	849,272
*	Merrill Lynch Self-Direct Account	Brokerage Account	**	942,993
	American Funds EuroPacific Growth Fund R3	Registered Investment Company	**	646,220
	Franklin Strategic Income Fund	Registered Investment Company	**	226,105
	American Funds 2040 Target	Registered Investment Company	**	343,134
	Columbia Small Cap Value II A	Registered Investment Company	**	332,607
	Oppenheimer International Bond Fund CL A	Registered Investment Company	**	268,776
	American Funds 2030 Target	Registered Investment Company	**	210,011
	PIMCO Total Return Fund	Registered Investment Company	**	178,741
	PIMCO Real Return Bond Fund CL A	Registered Investment Company	**	422,874
	Thornburg International	Registered Investment Company	**	352,563
	Alliance Bernstein International Growth A	Registered Investment Company	**	81,369
	American Funds 2020 Target	Registered Investment Company	**	81,314
	American Funds 2010 Target	Registered Investment Company	**	57,477
	American Funds 2050 Target	Registered Investment Company	**	85,884
	Invesco Energy Fund A	Registered Investment Company	**	74,617
	Franklin Gold & Precious Metal A	Registered Investment Company	**	190,694
	BlackRock Health Sciences OPP A	Registered Investment Company	**	99,486
	Alliance Bernstein International Value CL A	Registered Investment Company	**	58,955
	Invesco Real Estate Fund A	Registered Investment Company	**	136,697
	Franklin Utilities C	Registered Investment Company	**	77,264
	Wells Fargo Advantage Emerging	Registered Investment Company	**	60,038
	Columbia Seligman Comms & Info A	Registered Investment Company	**	29,175
	Prudential Financial Services	Registered Investment Company	**	11,551
*	Bank of America Preferred Deposit	Money Market Fund	4,719,040	4,719,040
*	Fremont Bank	Money Market Fund	8,020,725	8,020,725
*	Bank of America Insured Savings Account	Cash	7,720	7,720
	BBIF Money Fund	Money Market Fund	4	4
*	Loans to participants	Interest rates range from 4.25% to 9.25%	**	763,784
				$ 73,340,005

* Indicates party-in-interest
** Information not required as investments are participant-directed

FREMONT BANK AND FREMONT BANCORPORATION
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