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The following is a transcript of a presentation given by Marius Kloppers, Chief Executive Officer, BHP Billiton and Alex Vanselow, Chief Financial Officer, BHP Billiton, which is available on www.bhpbilliton.com.

BHP Billiton plc Investor Relations

Analyst Briefing

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Operating Highlights

Marius Kloppers

Chief Executive Officer, BHP Billiton plc

I. Preamble

Okay. Ladies and gentlemen, my name is Marius Kloppers, Chief Executive Officer of BHP Billiton. Um, welcome today to presentation of our full year results for our fiscal year 2008. I'm speaking to you today from London. We've got in Sydney Alex Vanselow, CFO of the company, who'll be presenting from Sydney.

II. Disclaimer

Before we begin today's presentation, um, unfortunately, as is now customary, I've got to point you to the three pages of disclaimer. Er, they are important. Um, as usual, we tried hard to get them down to two pages and didn't succeed but they are important in relation to today's presentation. Please read them carefully in the, er, materials that you've received.

III. Overview Year Ended June 2008

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Before handing over to Alex Vanselow to give you a full overview of the financial results, um, I'd like to start by giving you a brief overview of the results. Um, I'll then cover, after Alex has

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spoken, um, our performance, BHP Billiton's perspectives on the macro environment, supply/demand for our product, and then finally I'll talk about a few aspects of our business and how we're positioned. Er, then Alex and I will take some questions.

1. HSEC

So let me talk about the most difficult part of the of today's presentation and simultaneously, also, the most important: safety. Over the past year, as we did last year, we had a 20% improvement in our total recordable injury frequency rate, which is the measure that we most commonly use to, er, to measure our performance 20% improvement. Last year, we had roughly the same improvement. And, over the past year, we've taken down our rate to, er, 5.9, which is a very, very good achievement by industry standards.

However, despite this positive result, despite our severity rates, despite our injury rates going down, we still suffered 11 fatalities this year, five of which in a in a helicopter crash in Angola. This is a very difficult thing for a company to handle that is dedicated to zero harm. These events touch not only the families but also colleagues and operations of of those those teams that our, er, that our workers are involved in. And it just shows you that, despite our best efforts, despite having made great progress on safety, we've got more to do, and, er, you should understand that this management team, every person in the company, is committed to taking this further, to continue to strive to zero harm and continue to drive towards that goal. We believe that zero harm is an achievable objective.

2. Outstanding Operating and Financial Results

Now let me talk about our financial performance. In the past year, we've continued to see strong demand for our products. Strong demand with supply-side constraints, which we'll talk about a little bit later on, has resulted in a strong pricing environment for us. And it's against this backdrop of strong supply/demand, good supply/demand conditions, that I'm very pleased with the strong operating result that the the company has put in, which has allowed us to present another set of record results today the seventh set of record results in succession.

The, er, result and this performance demonstrates our focus on the core business. We achieved this result through production records across the breadth of our portfolio and we've posted earnings record numbers and production record numbers for a number of key commodities. We're extremely pleased about our cost performance, which has been achieved in a market that has been very, very tight for inputs and where certainly some of our raw materials have escalated in cost fairly dramatically over the period. So, in summary:

- i Our EBITDA was up 22% to US\$28 billion.

- i Our EBIT up 21% to US\$24.3 billion.

- i And then the measure that's perhaps of most interest to our shareholders: attributable profit. Our attributable profit was up 12% to \$15.4 billion before exceptional items, and the exceptional items in our results really was immaterial over this past year.

- i Earnings per share was up 18% per share to US\$2.75 per share. The latter figure, which is obviously higher than the 12% on the attributable line, showed the benefit of our buyback

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programme, which, unfortunately, had to be suspended in December 2007 when our mandates expired because of regulatory constraints surrounding our bid for Rio Tinto.

3. Underlying EBIT Margin and ROCE

Despite cost pressures and Alex will talk about that a little bit more we continued to capture a very substantial portion of price movement to the bottom line. Our underlying EBIT margin was 48%. Our return on capital was 38% and I just want to point out that that return on capital figure was achieved in an environment where we've been ramping up our capital expenditure and there is a considerable amount of capital that is not yet productive on the balance sheet. These results are spectacular. They are built on very, very solid operating performance.

4. Growth Projects Proceeding Well

And, looking towards the future, we continued our track record of successful project execution and achieved first production in 10 major new projects, and these were spread across five commodities and during this the past 12 months, we also sanctioned another seven new projects.

5. Final Dividend Rebased to 41 US Cents per Share

Now, turning to the dividend, we've always said that our base dividend is a function of our future expectations for the sustainable earnings on the business, er, and cash generation of the business, and I'm very pleased that for the second year in a row we've we've rebased our dividend, this time to a final dividend of 41 cents per share. This is 50% higher than the equivalent period last year and, importantly, over the last three years we have seen 150% dividend increase. Because we look at our dividend as an annuity on which we progressively build, this dividend rebasing reflects management and the Board's confidence in the outlook for our business in the years ahead. Taken together, the operating and the financial results, the dividend growth and the capital management programme illustrate how we continue to lead our industry.

Now let me hand over to Alex, er, to take you through the, er, details of the financial results. Alex?

Financial Results

Alex Vanselow

Chief Financial Officer, BHP Billiton plc

I. Preamble

Er, thank you Marius, and welcome to everyone. Today I'm delighted to present, as Marius has highlighted, a seventh consecutive record profit result. We delivered an absolute record attributable profit of \$15.4 billion, which is an exceptional achievement, realised through the diligence of our people, the hard work of our people, excellent operating performance and cost control. Importantly, we also delivered higher volumes into strong market conditions.

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These results demonstrate that we are focused on the right strategy of owning and operating a portfolio of upstream, large, low-cost, long-life expendable assets, diversified by commodities and geographies. This strategy provides us with greater stability of cash flow and a solid platform of growth, enabling us to reinvest in our business for the individual commodity cycles and also to continue to create and return significant value to our shareholders. Marius mentioned a number of financial highlights in his introduction, but it is worth repeating that it is the strength of our strategy and the quality of our delivery that has produced record performance for each one of these key measures.

II. Diversity = Stability and Strength

This year's performance is not just about the 2008 financial year. These results build on the strength of previous years achieved through the disciplined execution of our strategy. Most of you will recall the Jackson Pollock slide that's on the screen now, which shows the margins by commodities over half-year intervals. This is a very relevant slide because our EBIT margin progression over time shows that underlying commodities are indeed volatile. But it also shows how a highly diversified portfolio of exceptional quality and scale, embedded with superior growth optionality, can and will continue to create outstanding shareholder value.

Our portfolio diversification, quality and scale is without parallel in our industry. Let's have a look at the second half of 2008 financial year on the slide. Our performance was impacted by power disruption, by floods, by industrial action and by accelerated cost inflation. However, EBIT margin for the second half expanded to an all-time record 50% and, for the full year, as Marius mentioned, we the EBIT margin was 48%.

III. Underlying EBIT by Customer Sector Group

1. Petroleum

a. Record EBIT and production

Now we'll turn to the performance for each customer sector group in detail and, as usual, we'll start with Petroleum. This business is a core component of our uniquely diversified portfolio. With 13% volume growth, strong oil prices and low and stable operating cash costs, Petroleum achieved an EBIT of \$5.5 billion, which was an impressive 82% increase from the prior year. Importantly, this result was not just about high oil prices.

b. Volume growth expected to continue

Volumes from new operations were a significant contributor, adding \$1.1 billion to EBIT. Atlantis, Genghis Khan, Stybarrow were all commissioned during the year, increasing the mix of higher margin liquids in our production to 44%. This trend is likely to continue in future years, starting with the production of Neptune, which was commissioned on 6 July. As we said before, we want to focus on operating assets and we are the operator of three of these four projects.

c. Strong operational performance

We've been particularly pleased with the start-up of these operations. Stybarrow has continued to produce at full capacity of 80,000 barrels of oil equivalent per day and Neptune reached full capacity in just 15 days. These are remarkable achievements.

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d. Continued replenishment of project and exploration pipeline

We have also continued to progress our growth pipeline with the approval of both Bass Strait Kipper and Turrum projects. And, in addition, the capture of significant acreage in the Gulf of Mexico two lease sales and our discovery of the large Thebe gas field in North Western Australia have added further to our growth pipeline.

e. Greater than 100% reserve replacement

Outside the Gulf of Mexico and outside Australia, we also continue to build a solid portfolio of opportunities within Colombia, Malaysia and the Falklands. Our focus on long-term sustainable development is also evident. For the second consecutive year, we achieved greater than 100% reverse reserve replacement.

2. Aluminium

a. Record alumina production

Aluminium delivered record alumina and metal sales. However, industry-wide cost increases for energy, fuel and other raw materials drove EBIT down by 21%.

b. South African power situation

Despite a mandated 10% reduction in power consumption in South Africa, we have been able to limit the loss of local southern African metal production to just 8%. We are managing the situation as best as we can but the impact in southern Africa metal production will continue.

3. Base Metals

a. Record copper production

Base Metals is the largest EBIT contributor in the group with a record EBIT of \$8 billion. As well as higher prices, we achieved, er, record copper production for the third consecutive year, despite two earthquakes in Chile and unplanned SAG mill outages at Antamina in Peru. We delivered a 10% increase in copper production at a time of very high prices.

b. Pampa Escondida discovery

We also announced the discovery of Pampa Escondida. Drilling to date suggests that Pampa Escondida contains at least one billion metric tonnes of porphyry style mineralisation.

4. Diamonds & Specialty Products

a. Koala Underground

Diamonds & Specialty Products EBIT was in line with last year. The Koala Underground project was delivered ahead of schedule and under budget, and production is ramping up strongly.

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b. Anglo Potash

In early July, we acquired Anglo Potash, which gives us a full ownership of more than 7,000 sq km of highly-prospective exploration permits near some of the major potash mines in Saskatchewan, Canada. And potash will further diversify our portfolio.

5. Stainless Steel Materials

a. EBIT

For Stainless Steel, EBIT was down 65%, mainly due to lower nickel price and volume, and also the start-up of Ravensthorpe and the Yabulu Expansion. The nickel price has eased from its record high in May 2007 but has remained above long-term average historical rates.

b. Three major new projects

During the year, we commissioned three major projects: Ravensthorpe, the Yabulu Expansion and Cliffs. Production ramp-up is continuing.

6. Iron Ore

a. Record production due to successful project execution

Now turning to the Steelmaking Materials customer sector groups. In Iron Ore, we delivered yet another record result, driven by strong volume growth and also cost control to capture the full benefits of the higher prices. Excluding the impact of foreign exchange, the increase in operating costs, cash costs, in Western Australia was contained to only 3%; this at a time when the whole industry is facing substantial inflationary pressures. We have consistently delivered against our aggressive growth plan, which will take production capacity to more than 300 million tonnes per annum by 2015 and even more beyond. This is our eighth consecutive iron ore production record, reflecting an exceptional history of successful project execution and operation efficiency.

b. Strong volume growth expected in FY2009

During the financial year, we commissioned and ramped up the Western Australian Iron Ore Rapid Growth Project 3 we call it RGP3 and delivered first production from the Samarco expansion. We expect, strong volume to continue next year, fiscal year 2009, and this via the continued improvement of our Western Australian production system, which will see production hit an expected 137 million tonnes on a 100% basis in the 2009 financial year. This is eight million tonnes or 6% higher than RGP3 installed capacity.

c. Growth plan underpinned by extensive exploration and development programme

Our growth plan is underpinned by an extensive exploration and development programme. During the year, we delivered 46% increase in mineral resources and, over the next five years, we will spend about \$500 million on exploration to delineate new resources that will support bigger mining hubs.

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7. Manganese

a. Record production, results and margin

Higher sales, all-time record ore and alloy production and higher prices for the year have driven Manganese EBIT up 550% to a record \$1.6 billion. This is an exceptional result when you consider the production records were achieved despite the impact of the South African power crisis.

b. Low-cost volume expansions underway

The Groote Eylandt expansion, which will deliver an additional one million tonnes of concentrate per annum, was approved during the period, while two other expansion projects in South Africa will add on a 100% basis 1.7 million tonnes of concentrate capacity per annum for a capital expenditure of less than \$50 million our share. These expansion plans are underpinned by large, long-life, high-quality resources.

8. Metallurgical Coal

a. Strong recovery from flood impacts in Queensland

Metallurgical coal EBIT was impacted by heavy flooding in Queensland in the second half of the financial year, and costs attributed to the flood recovery activities were approximately \$40 million in this period, with an additional \$80 million of cost inefficiencies associated with the lower volume year-on-year. A further \$70 million of costs are expected to be incurred to complete the flood recovery in 2009 financial year. Operations are now almost back to full capacity.

b. Great outlook for margins

Margins were still healthy at 24%, despite the loss of production and these additional costs. The outlook for Met Coal continues to be very positive and we look forward to the benefit of the more than 200% price increase, which is largely not reflected in these numbers.

c. Market remains tight

Market conditions are anticipated to remain tight, with robust longer-term demand being driven by Brazil, India and China. We are accelerating our deep inventory of growth opportunities to meet these demands.

9. Energy Coal

a. Record EBIT, higher prices and strong demand

Record EBIT for Energy Coal was driven by higher prices and continued strong demand. Record production was achieved at Hunter Valley Coal in Australia and Cerrejón in Colombia.

b. Three projects sanctioned during the year

The Klipspruit and Douglas-Middelburg projects in South Africa and the new export terminal at Newcastle were all approved during the period.

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So, wrapping up the CSG highlights, I think it's fair to say that this has been another stellar year across the business. We have achieved record underlying EBIT in Petroleum, Base Metals, Iron Ore, Manganese and Energy Coal CSGs at a time when market conditions remain favourable.

IV. Cash Cost Increase Mostly Recouped in Revenue

Before I hand you over to Marius, I would like to cover a few key focus areas, starting with the cost pressures. Cost pressures have been an issue across the industry for some time and they have accelerated into the second half of the financial year, as many of our industry peers have noted. Managing costs is a key focus for everyone at BHP Billiton. In total, cost pressures on a pre-tax basis adjusted for price-linked costs, exchange rates and inflation impacted EBIT by \$1.2 billion. Excluding a non-cash cost impact of \$216 million, this is an increase of 4.3% over last year's total cost base.

1. Recouped in Revenue

Looking at this cost increase in detail, the by far the largest component, representing 67% of the net cost increase related to costs largely recouped in our revenue line. We paid \$371 million more for fuel and energy costs during the period. However, we are uniquely positioned in our industry to capture revenue benefit from higher energy prices. Our unrivalled suite of energy projects captured an additional \$2.8 billion of revenue, which is 7.5 times higher than the increase in costs. We are also incurring higher freight charges \$70 million where we deliver product to our customers, but this is a pass-through cost. We have and are continue to pay more \$204 million for commodity-related input materials. The prices of coke, sulphuric acid, caustic soda all increased by more than 50% since December 2007.

2. One-Offs

In addition, approximately 20% of the net cost increase relates to largely to non-recurring or one-off incidents that I have referred to some of those before.

3. Business Excellence

Our continued intensive focus on cost containment through our various business excellence initiatives have again delivered, this time to \$225 million of cost reduction.

V. High Capture of Price Benefit for EBIT

So the net impact of higher prices added 6.6 billion to EBIT. This is not just good fortune it is a reflection of having a superior mix of high-margin commodities in our portfolio and consistently achieving strong production and quality growth. Our operational excellence means that an estimated 64% of this increased revenue flowed through to EBIT. This is an outstanding achievement in the current environment and even more remarkable when we consider the significant disruptions to production during the financial year. And, of course, er, the other key focus area is

always on the delivery of value to our shareholders.

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VI. Strong Return on Capital Employed despite Record Capital Investments

So our priorities for cash flow remain unchanged. Our first priority has always been to reinvest in growth opportunities that deliver greater value to shareholders. We have done that both organically and through acquisitions. Capital investment and spending on exploration activities increased to a record level in the 2008 financial year. The majority of this is still non-productive capital expenditure and there will always be a time lag between cash spend and production. Despite this, our return on capital employed has increased from 11% in 2002 financial year to 38% in the 2008 financial year.

Our second priority for cash flow is to maintain a solid A credit rating and, as at 30 of June, our net gearing stood at 18%, reflecting the strength of our balance sheet at a time of extreme credit tightness.

VII. Delivering Superior Returns to Shareholders

And finally, our third priority is to return excess funds to shareholders. As Marius said, we are not in the condition to do buybacks at this time, but we have rebased our final dividend to 41 cents per share and, for a second consecutive year, we have increased the base level from which we will pay dividends in the future. This is a strong signal of our Board's confidence in the long-term outlook. This represents a significant – as Marius said – 150% increase in annual dividend in only three years. And, during the same period, annual earnings per share have increased by 163%, reflecting our strong results and value-accretive share buyback programme. Once again, we continue to lead our industry in a disciplined approach to capital management.

VIII. Conclusion

Finally, I would like to again make the point that, today, we have delivered another outstanding result, but great financial outcomes have their foundation in strong operating performance, and in 2001 financial year we demonstrated just that. We operated our assets well, we delivered strong production growth and managed costs in a very challenging environment. We commissioned 10 new projects and continue to invest in the business at record levels. We continue to reward shareholders with a significantly increased and rebased dividend. And with that, I'll hand you back to Marius.

Outlook

Marius Kloppers

I. Outstanding Results Driven by Strategy and Execution

Thank you, Alex. Now that Alex has taken you through the results, um, I would like to highlight a few points. As Alex has said, BHP Billiton had another fantastic, outstanding year. These results flow out of a strategy that has been unchanged since we put the company together in its present

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form, going on for a decade now. It builds on our proven track record of delivering great financial results, underpinned by solid operational delivery.

II. A Track Record of Project Delivery

Growth in high-margin volumes to grow value is particularly important during periods of supply/demand that give high prices, such as we experienced during the past year. So we're particularly pleased with the volume growth that we've, again, for the seventh consecutive year, we've grown the company in terms of volume. This time, we brought on line 10 projects. These projects and the further seven that we sanctioned during the year will continue to grow our volumes in fiscal year 2009 and beyond. Again, I want to emphasise the unbroken record of increases in production. We will continue this trend in fiscal year '09 and we estimate circa 10% growth for the next year across our portfolio.

III. Our Portfolio is Diversified and Balanced across High Margin Commodities

As we've said, growth is particularly valuable when it's added in the highest-margin products and, for us, over the past year, virtually all of our growth were in the highest-margin products of iron ore, petroleum, manganese and base metals. The unrivalled diversification of our portfolio is not an accident; it is the product of an unchanged strategy. And this has meant that, despite earthquakes, rain, power shortages and other operating challenges, we've once again been able to maintain the group margin at 48%. This means that, as in the past, products with superior performance in our diversified portfolio more than offset challenges that we had in other projects or, in other products. Alex showed us again today the Jackson Pollock chart that shows the benefits of diversification and graphically illustrates the point. I want to however just reflect for a minute on the magnitude of that number. An EBIT margin of 48% means that, for every \$2 of revenue, \$1 goes to the EBIT line.

IV. Short-Term Global Challenges Exist

1. Global Economic Activity is Moderating

That is an exceptional achievement, but let me say a few words about the macroeconomic outlook and, today, I will deal because there are different issues at work separately with demand and separately with supply. Starting with the demand side, I don't need to remind you what all of you have lived for the last year: that, in the developed economies, the, um, the rates of growth are slowing down, um, driven by credit and liquidity issues, er, in the financial system, the impact of high food, energy and raw material price inflation and and the knock-on impact on businesses and consumers. For example, the US business confidence is at a 16-year low sorry, consumer confidence is at a 16-year low; Japan has just posted the lowest growth rate that it's had in the past six years.

2. Emerging Economies not Immune

And we are seeing some flow-through to the developing economies. The developing economies are not completely isolated. In China, we've slowed perhaps a couple of percentage points, but it is really on this topic that I want to say a

few words, just to tell you where that slowdown is occurring

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and what the impact on us is. We see this slowdown really occurring mostly in the light manufacturing sector, those sectors that are predominantly export-oriented. For the domestically-driven, investment-driven sectors such as the steel business, er, which are driven by domestic demand conditions and the maritime nature of the Chinese economy, er, we see these businesses perform well, despite increases in energy and raw materials cost.

Now, having just spent some time in Beijing and apologies to those, er, Britons in the audience, I didn't see most of the gold medals but in interaction with our customers over the past week, um, they absolutely support this, um, this outlook that I've just stated. Shorter-term outlook in the more middle-class, more, um, er, finished-good-oriented metals, er, such as nickel and particularly in aluminium appears somewhat weaker. The bulks in steel and so on, er, remains more resilient.

V. Long-Term Fundamentals of Emerging/Developing Economies Remain Intact

But the long-term fundamentals for these economies remain intact. Let's just take a look: China's averaged at about 10% growth for an extended period of time, and what I want to emphasise is the cumulative nature of growth. From about 2001, that 10% growth became important not only as a percentage but really as an absolute value in the world economy. At the same time, in about 2002, 2003, we also started seeing an acceleration of growth in the other developing economies such as India, but also south-east Asia and other, er, economies. Now, while the IMF data shows that, from 2001 to 2007, the, um, the developed economies halve halved their growth rate, um, I've already spoken about the effect in China, because it is so so largely a domestic economy, that that feed-through has been much more muted.

And I also want to point out in particular that each unit of GDP in a developing economy is about four to five times as material-intensive as a unit of GDP in the developed economies. So, ironically, this is a company that is very much leveraged to the developing economies, and those are the econ economies that have showed more resilience here. Only the long term will tell us to what degree China's only loosely coupled to the developed economies, but we can certainly say that, given the maritime nature given the domestic nature of its of its growth base, there clearly is some divergence between China, the, er, main driver of materials demand, and the rest of the world.

VI. Domestic Consumption and Investment Continues to Drive China's Economy

As we've said, China is mainly a domestic demand story and the bulk of demand in raw materials is driven by investment and private consumption. Trade is an important element of the activity and we've spoken about some of those light manufacturing sectors, um, facing some pressure at the moment, er, and obviously trade reflects the integration of China into the world economy, but growth continues to be driven in a domestic fashion.

VII. Urbanisation and Industrialisation: a Huge Call on Steelmaking Raw Materials

Why? The demand is all about industrialisation and urbanisation. Let's just take a few figures to just step back, look at the effect of accumulation and try and, er, create a picture in your mind to to what is going to happen.

China is forecast to add 40 billion square metres of floor space in the next 20 years. At about 75kg of steel per square metre, there would be, over the next 20 years, three billion tonnes of steel just going into the construction sector. Now, let's put that in perspective. From '63 to 2007 – half a century – Australia supplied just about three billion tonnes of contained iron ore units. That means that, in construction alone – and there's obviously many, many other sectors that consume steel – but just in construction, we would have to supply from the Pilbara the equivalent amount that, over that was supplied in the, um, in the last, er, um, almost a century, but we've got to do that in a much shorter timeframe.

So let's let's take another look. The – the industrialisation of China means that, as we can see here, er, the accumulated steel stock in China is already, um, as much as the US did in the last – most of the last century, from 1900 to 1970. At growth rates similar to this year, by 2015, China will have accumulated more steel in inventory than the US achieved in its entire history, and that means that there will be a very large call on iron ore, manganese and, eventually, coking coal. This call really has got no historical parallel.

VIII. The Impact is also Being Felt in the Energy Markets

But as nations industrialise, they also become heavy users of energy. While China's energy consumption is about 20% of, um, of world primary energy use – and contrast that against metals and cement and so on, where it's between 30 and 50% of world demand – take note that, as we show on this slide, China has accounted for half of the world's incremental energy growth. The supply system is struggling to meet this demand and it's had a very noticeable impact on the world energy feedstock prices, but more importantly the world's energy needs and China's energy needs have also revealed a strong reliance on coal, and this is a particular challenge for China, which is trying to rebalance its energy mix for many reasons, environmental not being the least of it. As the world becomes increasingly concerned about climate change, um, the contribution from gas, nuclear power looks to – looks set to grow more strongly, placing a premium on long-term, secure and reliable sources of supply for these products – products which we happen to supply.

IX. Supply-Side Constraints are Limiting the Industry's Response

1. Existing Supply

So the demand side is clearly important. China is clearly important. However, it is only one half of the equation. The other half is the supply side. Our industry has faced – as an industry – and will continue to face serious challenges on the supply side as operations are pushed harder in order to produce this incremental demand. There are a number of well-documented factors that – that people have spoken about that limit the ability for – for miners to expand production, and they include, on the left-hand side here, things like, um, equipment stress, industrial, um, action and wage disputes, labour and equipment shortages, inflationary pressures, and then infrastructural problems and things like power, which we've seen in China, South Africa, Chile, Brazil heading that way and so on, and also, in the existing operations, a deterioration of ore grades being mined, particularly in the Base Metals businesses. And we're starting to export tariffs and quotas being imposed. All of these things make it more difficult to expand production as an industry.

2. Future Supply

However, those factors on the on the on the right-hand side, which impact future demand gr supply growth, have a greater impact on the future supply growth, er, dynamics. Firstly, it doesn't matter how much we dig out of the ground: if we can't get it to our customers, it just doesn't count. They can't use it. Continued infrastructural constraints will be of interest. Um, we are also seeing that, um, as an industry, um, we are not developing very large new territory, new ore bodies. We've got no new Escondida, we've got no new Bingham Canyon, we've got no new El Teniente, we've got no new Grasberg and so on. None of those are being developed. Instead, developments are increasingly likely to be smaller, lower-risk and er, sorry, lower lower-grade and higher-risk. On top of this, we've got equipment shortages and rising capital costs causing longer lead times, and we've got higher nationalism, which increases the risk and knocks out some of those speculative capital project financed, smaller players and so on, that mooted entering into these new environments. All of these things are going to constrain supply and it's compounded by the fact that the absolute size of the markets are now much larger.

X. Existing Supply: Equipment Shortages are Continuing

So, let's just continue on this theme for a second. The issue of truck and tires is well-known and people have written about that a lot but we are also seeing long lead times in shovels, draglines, longwalls; in some cases, people express concerns about the future availability of explosives. And not only do we face that from our suppliers as an industry and I want to continue to talk about the industry but those suppliers face constraints from their suppliers. For example, the growth in wind farms has meant that there's a shortage of large bearings. There's a chronic shortage of capacity to manufacture the last large castings and forgings which we require for mills and super super, er, class trucks. And we've got an ageing workforce producing many of these things in the industry, so it's not just an issue of adding new capacity and equipment.

XI. Future Industry Supply Growth: New Projects are Encountering Delays

The combination of equipment lead-time delays, tightness in the labour market and all of those things that we've just spoken about is flowing through to project schedules for the industry. In the copper industry, for example, if we take a look at what had what what had forecast in 2006 or what the analysts forecast in 2006, so some 18 months ago perhaps two years ago now, project schedules of those same projects are two to three years later, so we've lost three years in about 18 months of schedule as an industry. Analysts continue to be too optimistic and, year after year, they have to revise their production growth forecast down.

XII. Resourcing the Future BHP Billiton's Response

Now, I've spoken about the industry what about BHP Billiton? Despite these challenges, BHP Billiton is exceptionally well-positioned to grow, and I point out that unbroken track record of delivering volume growth year after year. We've got Particularly, we've got a strong balance sheet. We've got a large scope. For example, in February, we approved \$1 billion of pre-expenditure on RGP5. Smaller business, single-project business just can't do that sort of thing. And early funding, um, you know, helps us to procure long-lead-time items in order to ma to make sure that we as a company remain on track with our, er, volume expansions. Not all industry participants can do this.

Now, I've taken some time to talk about the macroeconomic outlook on the supply side. Let me summarise. While the short-term outlook is certainly uncertain in the developed economies, the longer-term fundamentals remain absolutely intact – those fundamentals on which we base our investment plans – and we also believe in particular that the industry is taking insufficient notice – the analysts are insufficiently, er, er, taking notice of – supply-side issues and they haven't received enough attention and they will continue to be a key determinant in commodity prices going forward. This was my message in February; this is my message today.

XIII. Resourcing the Future – BHP Billiton's Response

Now, while we are not immune to cost pressures, our scale – scale, scope and diversification – does provide significant competitive advantages. We've spoken about the balance sheet strength, long-lead-time items, pre-commitments and so on, but let's also consider for a moment our relationship with our key vendors. Once we've secured build slots, we can redeploy them around the company as various project lead times change without losing those build slots. If you've got one or two projects, you just can't do that. These benefits come from a disciplined execution of a consistent strategy – a strategy that remains unchanged for most of the last decade. And, from an operational perspective, we continue to drive towards simplicity, accountability and effectiveness in our operation. Simplicity helps us to deliver a profit per employee that is two to five times as much as our closest competitors – two to five times as much profit per employee as our closest competitors. This comes with simplicity. Simplicity comes with managing fewer, larger assets, being upstream-focused, which makes for an overall company that is simpler to manage and easier to expand.

XIV. Accelerating Growth from a Diversified Portfolio of Projects

Our track record of project delivery and our high-quality portfolio of growth projects will allow us to continue to deliver growth into a strong demand environment and delivering the financial – the types of financial results that we also saw today. Growing production year after year across the portfolio is based on a carefully constructed capability: growing production at essentially the same rate in the future as we've delivered over much of the last decade, year after year; production growth that we've repeatedly demonstrated we are capable of since the formulation of the company in its present form. And it's not about volume growth at any price; capital, risk and margins do matter.

XV. Focused on Low-Risk Volume Growth from Existing Assets, High Margin CSGs and Known Regions

We've got a significant proportion of our near-term growth which is essentially in our back yard. We've spoken about that many times. Owning large low-cost, tier one assets allow us to conduct lower-risk brownfield developments. We know the resource. We understand the environment and we've got existing infrastructure in place. The growth is hence lower-risk. It's also being generated in political regimes that we're familiar with and countries with fewer risks for – for, er, financial risks for our investment. And, importantly, for us, growth is being generated from high-margin commodities. In fact, we expect that nearly 63% of our growth in production over the next five years will be generated in those CSGs that have had more than 50% EBIT margins over the last three years, ensuring that this volume growth will also be the bedrock of value growth for our shareholders.

XVI. And Lower-Risk Longer-Term Options

And our longer-term options really have the same characteristics. As you know, we usually talk about our growth in terms of our five-year planning period and then the longer term. For the longer term, we normally show that bubble chart but today we've split out the \$90 billion or so on that bubble chart that we normally show you and we've, um, shown them in terms of brownfield/greenfield and we've shown them in terms of new geography and existing geography. I want to highlight the point that, even as we look beyond the five-year horizon, our growth is, um, about aggressively expanding in our back yard aggressively expanding in those environments that we know well beyond our five-year planning period.

XVII. Unlocking Further Value through a Combination with Rio Tinto

So, as I've shown you, BHP Billiton has an absolutely fantastic future as a standalone company, but in the context of the supply and demand challenges for the longer term that I've just outlined, the combination of Rio Tinto and BHP will be value-accretive for both sets of shareholders. Let me summarise again how we propose to unlock value from this combination in three main ways:

- i Firstly, by optimising mineral basin positions and infrastructure in the supply-constrained world, allowing us lower costs of production for the combined group and allowing us to unlock additional volumes by matching resources to infrastructure.
 - i Secondly, by creating an enhanced platform for future growth, by deploying scarce resources to those highest-value, most NPV-accretive opportunities, and becoming as large a company an even more global company better positioned as the partner for choice in new developments.
 - i And through being able to manage exploration and other types of development more efficiently.
- We've said that this will be value-creative for both sets of shareholders, and the synergies and combination benefits and, might I add, synergies and combination benefits that are absolutely unique to this set of overlapping assets will be derived mainly from economies of scale for example, in procurement avoiding duplication and, therefore, reducing corporate and divisional non-operating costs, and most importantly delivering more product, more quickly to our customers more quickly than otherwise would have been the case. A situation of two plus one equals five.

XVIII. Summary

So, in summary, our diversified portfolio has delivered excellent results. Our long-term demand outlook remains strong. The constraints of the supply side will play an important role in pricing dynamics for our commodities and we're well set for the future with a fantastic diversified portfolio of assets and commodities predominantly in stable geographies, large-scale controlled infrastructure and a very low-risk growth portfolio.

The BHP Billiton FY08 results show that we can contend with all sorts of headwinds and tailwinds and still turn in great results. It is not just a mixture of good luck and bad luck but a mixture of the right strategies, the right people and superior assets. They have come together to produce this striking result. We face our fiscal year 09 and beyond confident our strategies, people and assets will allow us to successfully manage the road ahead. And on that note, I'd like to finish and take questions.

18 August 2008

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Questions and Answers

Marius Kloppers

We will rotate around the various locations, starting London, um, and then after we will go to, er, to Sydney, and then finally to the phones. If you could address the questions to me in the first instance, I will pass them to, er to Alex as is required. If I may have the first question from London, please. Please take a mic microphone from one one of our representatives here and, er, if you could kindly state your name and organisation clearly before stating the question, that would help a lot. So may I have the first question, please?

Andrew Keen, Sanford Bernstein

Marius, it's Andrew Keen from Sanford Bernstein. Er, just two questions. Firstly, on the commodity markets, can you confirm whether you're seeing any particular weakness at the moment from your own product, er, in various markets?

And secondly, on the on the Rio bid, can you give any update on the regulatory process whether you're still confident about, er, not needing any divestment and what the timing might look like? Thanks.

Marius Kloppers

Yeah, Andrew, thank you. Um, I think, as you've as you've seen on, er, on our set of results here today, um, perhaps, um, um, nickel and aluminium stand out in terms of cost pressures in the industry. Um, perhaps firstly a word about nickel: we do have some, er, operations, er, not in our portfolio but in the industry at large which is probably not making a lot of cash at the moment and it wouldn't surprise me if we saw some capacity shutdowns. Um, I think aluminium is perhaps the one that stands out a little bit more starkly because not only have we had cost pressures in the industry at large, and if you go and analyse our supplementary information, er, and the other results that are out in the market, er, you will see that our our, um, general view that aluminium is less capable of passing EBIT to bottom line as an industry is again reinforced, and that is coupled with the fact that, um, the smelter build programme in China has been very aggressive and so we're actually looking at a supply/demand situation there that is slightly more loose than in most of our products, so, you know, um, we've got to take a look at nickel going forward, but in particular aluminium is probably the, er, the product that is showing weakest at the moment in terms of profit potential.

And, er, in terms of the regulatory update, um, you know, very difficult for me to talk about, er, the, um, you know, the discussions and so on. Our original timetable unchanged. Our basic, er, analysis of the situation unchanged but but you'll have to forgive me for today not giving you a, er, a detailed look. We continue to believe that we are on very solid ground economically, er, particularly on those products where, you know, we will we will have the most scrutiny but, Andrew, just can't comment more than that.

Sorry, Jason?

Jason Fairclough, Merrill Lynch

It's Jason Fairclough from Merrill Lynch. Just a question on, um, marketing and, er, price discovery. Um, really, you've been leading the way in terms of changing the way a lot of these products are priced. Could you talk a little bit about the iron ore spot market, how that's going, and maybe the potential you see in some of your other products that still aren't spot-priced to move to that sort of pricing, er, mechanism?

Marius Kloppers

Yeah, Jason, um, you know, we regard ourselves as a volume supplier and a price taker. We've we've spoken about that along a lot and, er, we've demonstrated over the last since the company was formed. We believe we compete in terms of cost efficiencies in the nature of the ore bodies that we've got and geographic proximity and so on; and hence our drive for our market. It's really a dual mission statement: one, get today's price today; secondly, if you if you don't know what today's price is, please try and create something which will tell you what today's price is. And we've been unflinching in that in Diamonds, in Energy Coal, Manganese and so on.

In iron ore, er, there's there's great interest for for a traded product. I do think that, um, one of the next developments that will happen is that there will be a physical market develop, you know, in the same way that, in the coal liberalisation, we had the screen API market and then we had globalCOAL, which was a physical market, and those two really drove the development. I think that over the next couple of periods, we will see a greater transparency in physical market develop to augment the, er, the traded market, and I think that those two things need to come together to really give us accurate price, er, price discovery, er, a little, um, um, going going forward.

So we we're still very interested in that, we continue to drive that and, as we've said before, we would not like to sign any new term iron ore contracts that are based on traditional benchmark, er, systems. I do think the fact that there is now a plethora of so-called benchmark prices basically tells you that our prediction over the last couple of years that the benchmark system is coming apart at the seams has really We've sort of lost a pant leg now and I think the situation is sort of, er, largely irreversibly, um, from from here on forward.

With respect to other products, um, one always has to take a look at the size of the market and the liquidity in the market, and one of the things that's attractive for iron ore, why we think we can get a liquid market there, is that it's now an enormous market, like copper, like aluminium and so on, and size and number of participants in a market is really very important. So I wouldn't like to look far beyond that. People sometimes think that some of the smaller markets, you can do the same thing with, um, but that's really a little bit more difficult to get the same. For now, we're really focused on continuing to drive liquidity in those products that we've already done Diamonds, er, Energy Coal and, obviously, all of the other traded products and then adding, er, er, iron ore to that.

Jason Fairclough

advance notice requirements for proposals that can be acted upon at shareholder meetings, and

the authorization to issue preferred stock by action of the board of directors acting alone, thus without obtaining shareholder approval.

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The BHC Act and the Change in Bank Control Act of 1978, as amended, together with federal regulations, require that, depending on the particular circumstances, either FRB approval must be obtained or notice must be furnished to the FRB and not disapproved prior to any person or entity acquiring control of a bank holding company such as TriCo. These provisions may prevent a merger or acquisition that would be attractive to shareholders and could limit the price investors would be willing to pay in the future for our common stock.

The amount of common stock owned by, and other compensation arrangements with, our officers and directors may make it more difficult to obtain shareholder approval of potential takeovers that they oppose.

As of December 31, 2015, directors and executive officers beneficially owned approximately 10.8% of our common stock and our Employee Stock Ownership Plan owned approximately 5.6%. Agreements with our senior management also provide for significant payments under certain circumstances following a change in control. These compensation arrangements, together with the common stock and option ownership of our board of directors and management, could make it difficult or expensive to obtain majority support for shareholder proposals or potential acquisition proposals of us that our directors and officers oppose.

We may issue additional common stock or other equity securities in the future which could dilute the ownership interest of existing shareholders.

In order to maintain our capital at desired or regulatorily-required levels, or to fund future growth, our board of directors may decide from time to time to issue additional shares of common stock, or securities convertible into, exchangeable for or representing rights to acquire shares of our common stock. The sale of these shares may significantly dilute your ownership interest as a shareholder. New investors in the future may also have rights, preferences and privileges senior to our current shareholders which may adversely impact our current shareholders.

Holders of our junior subordinated debentures have rights that are senior to those of our common stockholders.

We have supported our continued growth through the issuance of trust preferred securities from special purpose trusts and accompanying junior subordinated debentures. At December 31, 2015, we had outstanding trust preferred securities and accompanying junior subordinated debentures with face value of \$62,889,000. Payments of the principal and interest on the trust preferred securities are conditionally guaranteed by us. Further, the accompanying junior subordinated debentures we issued to the trusts are senior to our shares of common stock. As a result, we must make payments on the junior subordinated debentures before any dividends can be paid on our common stock and, in the event of our bankruptcy, dissolution or liquidation, the holders of the junior subordinated debentures must be satisfied before any distributions can be made on our common stock.

Risks Relating to Systems, Accounting and Internal Controls

If we fail to maintain an effective system of internal and disclosure controls, we may not be able to accurately report our financial results or prevent fraud. As a result, current and potential shareholders could lose confidence in our financial reporting, which would harm our business and the trading price of our securities.

Effective internal control over financial reporting and disclosure controls and procedures are necessary for us to provide reliable financial reports and effectively prevent fraud and to operate successfully as a public company. If we cannot provide reliable financial reports or prevent fraud, our reputation and operating results would be harmed. We continually review and analyze our internal control over financial reporting for Sarbanes-Oxley Section 404 compliance. As part of that process we may discover material weaknesses or significant deficiencies in our internal control as defined under standards adopted by the Public Company Accounting Oversight Board that require

remediation. Material weakness is a deficiency, or combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected in a timely basis. Significant deficiency is a deficiency or combination of deficiencies, in internal control over financial reporting that is less severe than material weakness, yet important enough to merit attention by those responsible for the oversight of the Company's financial reporting.

As a result of weaknesses that may be identified in our internal control, we may also identify certain deficiencies in some of our disclosure controls and procedures that we believe require remediation. If we discover weaknesses, we will make efforts to improve our internal and disclosure control. However, there is no assurance that we will be successful. Any failure to maintain effective controls or timely effect any necessary improvement of our internal and disclosure controls could harm operating results or cause us to fail to meet our reporting obligations, which could affect our ability to remain listed with Nasdaq. Ineffective internal and disclosure controls could also cause investors to lose confidence in our reported financial information, which would likely have a negative effect on the trading price of our securities.

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We rely on communications, information, operating and financial control systems technology and we may suffer an interruption in or breach of the security of those systems.

We rely heavily on our communications, information, operating and financial control systems technology to conduct our business. We rely on third party services providers to provide many of these systems. Any failure, interruption or breach in security of these systems could result in failures or interruptions in our customer relationship management, general ledger, deposit, servicing and loan origination systems. We cannot assure you that such failures, interruptions or security breaches will not occur or, if they do occur, that they will be adequately addressed by us or the third parties service providers on which we rely. The occurrence of any failures, interruptions or security breaches could damage our reputation, result in a loss of customers, expose us to possible financial liability, lead to additional regulatory scrutiny or require that we make expenditures for remediation or prevention. Any of these circumstances could have a material adverse effect on our business, financial condition, results of operations and cash flows.

A failure to implement technological advances could negatively impact our business.

The banking industry is undergoing technological changes with frequent introductions of new technology-driven products and services. In addition to improving customer services, the effective use of technology increases efficiency and enables financial institutions to reduce costs. Our future success will depend, in part, on our ability to address the needs of our customers by using technology to provide products and services that will satisfy customer demands for convenience as well as to create additional efficiencies in our operations. Many of our competitors have substantially greater resources than we do to invest in technological improvements. We may not be able to effectively implement new technology-driven products and services or successfully market such products and services to our customers.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

The Company is engaged in the banking business through 67 offices in 26 counties in Northern and Central California including thirteen offices in Shasta County, nine in Butte County, six in Sacramento and Nevada Counties, five in Placer and Humboldt Counties, three each in Stanislaus, Siskiyou, and Sutter Counties, two each in Glenn, Mendocino and Trinity Counties, and one each in Colusa, Contra Costa, Del Norte, Fresno, Kern, Lake, Lassen, Madera, Merced, Sonoma, Tehama, Tulare, Yolo and Yuba Counties. All offices are constructed and equipped to meet prescribed security requirements.

The Company owns twenty-nine branch office locations, five administrative buildings, two other buildings that it leases out and two that are for sale. The Company leases thirty-eight branch office locations, two loan production offices, and one administrative location. Most of the leases contain multiple renewal options and provisions for rental increases, principally for changes in the cost of living index, property taxes and maintenance.

ITEM 3. LEGAL PROCEEDINGS

The Bank owns 13,396 shares of Class B common stock of Visa Inc. which are convertible into Class A common stock at a conversion ratio of 1.648265 per Class B share. As of December 31, 2015, the value of the Class A shares was \$77.55 per share. Utilizing the conversion ratio, the value of unredeemed Class A equivalent shares owned by the Bank was \$1,712,000 as of December 31, 2015, and has not been reflected in the accompanying financial statements. The shares of Visa Class B common stock are restricted and may not be transferred. Visa Member Banks are required

to fund an escrow account to cover settlements, resolution of pending litigation and related claims. If the funds in the escrow account are insufficient to settle all the covered litigation, Visa may sell additional Class A shares, use the proceeds to settle litigation, and further reduce the conversion ratio. If funds remain in the escrow account after all litigation is settled, the Class B conversion ratio will be increased to reflect that surplus.

On January 24, 2014, a putative shareholder class action lawsuit was filed against TriCo, North Valley Bancorp and certain other defendants in connection with TriCo entering into the merger agreement with North Valley Bancorp. The lawsuit, which was filed in the Shasta County, California Superior Court, alleges that the members of the North Valley Bancorp board of directors breached their fiduciary duties to North Valley Bancorp shareholders by approving the proposed merger for inadequate consideration; approving the transaction in order receive benefits not equally shared by other North Valley Bancorp shareholders; entering into the merger agreement containing preclusive deal protection devices; and failing to take steps to maximize the value to be paid to the North Valley Bancorp shareholders. The lawsuit alleges claims against TriCo for aiding and abetting these alleged breaches of fiduciary duties. The plaintiff seeks, among other things, declaratory and injunctive relief concerning the alleged breaches of fiduciary duties injunctive relief prohibiting consummation of the merger, rescission, attorneys' fees of the merger agreement, fees and costs, and other and further relief. On July 31, 2014 the defendants

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entered into a memorandum of understanding with the plaintiffs regarding the settlement of this lawsuit. In connection with the settlement contemplated by the memorandum of understanding and in consideration for the full settlement and release of all claims, TriCo and North Valley Bancorp agreed to make certain additional disclosures related to the proposed merger, which are contained in a Current Report on Form 8-K filed by each of the companies. The memorandum of understanding contemplated that the parties would negotiate in good faith and use their reasonable best efforts to enter into a stipulation of settlement. The parties entered into a stipulation of settlement dated May 18, 2015 that was subject to customary conditions, including final court approval following notice to North Valley Bancorp's shareholders. The parties amended the stipulation on October 19, 2015. Following a hearing in Shasta County Superior Court on October 26, 2015, the Court approved and entered a final Stipulated Judgement concluding the case and dismissing all the named individual director defendants. The Court awarded the plaintiff \$250,000 in fees. A liability related to this potential settlement was established by North Valley Bancorp prior to its acquisition by TriCo on October 3, 2015, and that liability was recorded by TriCo as part of its purchase accounting of North Valley Bancorp on October 3, 2015.

On September 15, 2014, a former Personal Banker at one of the Bank's in-store branches filed a Class Action Complaint against the Bank in Butte County Superior Court, alleging causes of action related to the observance of meal and rest periods and seeking to represent a class of current and former hourly-paid or non-exempt personal bankers, or employees with the same or similar job duties, employed by Defendants within the State of California during the preceding four years. On or about June 25, 2015, Plaintiff filed an Amended Complaint expanding the class definition to all current and formerly hourly-paid or non-exempt branch employees employed by Defendant's within the State of California at any time during the period from September 15, 2010 to final judgment. The Bank has responded to the First Amended Complaint, denying the charges, and the parties have engaged in written discovery. The parties are in the process of scheduling the matter for mediation in the June - July, 2016 time period.

On January 20, 2015, a current Personal Banker at one of the Bank's in-store branches filed a First Amended Complaint against Tri Counties Bank and TriCo Bancshares, dba Tri Counties Bank, in Sacramento County Superior Court, alleging causes of action related to wage statement violations. Plaintiff seeks to represent a class of current and former exempt and non-exempt employees who worked for the Bank during the time period beginning October 18, 2013 through the date of the filing of this action. The Company and the Bank have responded to the First Amended Complaint, deny the charges, and has engaged in written discovery with Plaintiff. The parties intend to mediate this matter in a joint mediation with the above matter this summer.

Neither the Company nor its subsidiaries, are party to any other material pending legal proceeding, nor is their property the subject of any material pending legal proceeding, except routine legal proceedings arising in the ordinary course of their business. None of these proceedings is expected to have a material adverse impact upon the Company's business, consolidated financial position or results of operations.

ITEM 4. MINE SAFETY DISCLOSURES

Inapplicable.

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The Company's common stock is traded on the Nasdaq under the symbol TCBK. The following table shows the high and the low closing sale prices for the common stock for each quarter in the past two years, as reported by Nasdaq:

	High	Low
2015:		
Fourth quarter	\$ 29.39	\$ 24.25
Third quarter	\$ 25.55	\$ 23.08
Second quarter	\$ 24.75	\$ 23.18
First quarter	\$ 24.77	\$ 22.82
2014:		
Fourth quarter	\$ 26.37	\$ 22.43
Third quarter	\$ 24.19	\$ 21.70
Second quarter	\$ 26.12	\$ 22.44
First quarter	\$ 28.37	\$ 23.85

As of February 26, 2016 there were approximately 1,636 shareholders of record of the Company's common stock. On February 26, 2016, the closing sales price was \$25.18.

The Company has paid cash dividends on its common stock in every quarter since March 1990, and it is currently the intention of the Board of Directors of the Company to continue payment of cash dividends on a quarterly basis. There is no assurance, however, that any dividends will be paid since they are dependent upon earnings, financial condition and capital requirements of the Company and the Bank. As of December 31, 2015 \$73,297,000 was available for payment of dividends by the Bank to the Company, under applicable laws and regulations. The Company paid cash dividends of \$0.15 per common share in the quarter ended December 31, 2015, and \$0.13 per common share in each of the quarters ended September 30, 2015, June 30, 2015, and \$0.11 per common share in each of the quarters ended March 31, 2015, December 31, 2014, September 30, 2014, June 30, 2014, and March 31, 2014.

Issuer Repurchases of Common Stock

The Company adopted a stock repurchase plan on August 21, 2007 for the repurchase of up to 500,000 shares of the Company's common stock from time to time as market conditions allow. The 500,000 shares authorized for repurchase under this plan represented approximately 3.2% of the Company's approximately 15,815,000 common shares outstanding as of August 21, 2007. This plan has no stated expiration date for the repurchases. As of December 31, 2015, the Company had purchased 166,600 shares under this plan.

The following table shows the repurchases made by the Company or any affiliated purchaser (as defined in Rule 10b-18(a)(3) under the Exchange Act) during the fourth quarter of 2015:

Period	(a) Total number of shares purchased ⁽¹⁾	(b) Average price paid per share	(c) Total number of shares purchased as part of publicly announced plans or programs	(d) Maximum number of shares that may yet be purchased under the plans or programs ⁽²⁾
Oct. 1-31, 2015				333,400
Nov. 1-30, 2015	76,034	\$ 28.77		333,400
Dec. 1-31, 2015				333,400
Total	76,034	\$ 28.77		333,400

(1) Includes shares purchased by the Company's Employee Stock Ownership Plan and pursuant to various other equity incentive plans. See Note 19 to the consolidated financial statements at Item 8 of Part II of this report, for a discussion of the Company's stock repurchased under equity compensation plans.

(2) Does not include shares that may be purchased by the Company's Employee Stock Ownership Plan and pursuant to various other equity incentive plans.

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The following graph presents the cumulative total yearly shareholder return from investing \$100 on December 31, 2010, in each of TriCo common stock, the Russell 3000 Index, and the SNL Western Bank Index. The SNL Western Bank Index compiled by SNL Financial includes banks located in California, Oregon, Washington, Montana, Hawaii and Alaska with market capitalization similar to that of TriCo s. The amounts shown assume that any dividends were reinvested.

<i>Index</i>	<i>Period Ending</i>					
	12/31/10	12/31/11	12/31/12	12/31/13	12/31/14	12/31/15
TriCo Bancshares	100.00	90.34	108.80	187.85	166.59	188.88
Russell 3000	100.00	101.03	117.61	157.07	176.79	177.64
SNL Western Bank	100.00	90.34	114.01	160.41	192.51	199.46

Equity Compensation Plans

The following table shows shares reserved for issuance for outstanding options, stock appreciation rights and warrants granted under our equity compensation plans as of December 31, 2015. All of our equity compensation plans have been approved by shareholders.

Plan category	(a) Number of securities to be issued upon exercise of outstanding options, warrants and rights	(b) Weighted average exercise price of outstanding options, warrants and rights	(c) Number of securities remaining available for issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans not approved by shareholders			
Equity compensation plans approved by shareholders	948,350	\$ 17.94	734,107
Total	948,350	\$ 17.94	734,107

Table of Contents**ITEM 6. SELECTED FINANCIAL DATA**

The following selected consolidated financial data are derived from our consolidated financial statements. This data should be read in connection with our consolidated financial statements and the related notes located at Item 8 of this report.

TRICO BANCSHARES**Financial Summary**

(in thousands, except per share amounts)

Year ended December 31,	2015	2014	2013	2012	2011
Interest income	\$ 161,414	\$ 121,115	\$ 106,560	\$ 108,716	\$ 102,982
Interest expense	5,416	4,681	4,696	7,344	10,238
Net interest income	155,998	116,434	101,864	101,372	92,744
(Benefit from) provision for loan losses	(2,210)	(4,045)	(715)	9,423	23,060
Noninterest income	45,347	34,516	36,829	37,980	42,813
Noninterest expense	130,841	110,379	93,604	97,998	82,715
Income before income taxes	72,714	44,616	45,804	31,931	29,782
Provision for income taxes	28,896	18,508	18,405	12,937	11,192
Net income	\$ 43,818	\$ 26,108	\$ 27,399	\$ 18,994	\$ 18,590
Earnings per share:					
Basic	\$ 1.93	\$ 1.47	\$ 1.71	\$ 1.19	\$ 1.17
Diluted	\$ 1.91	\$ 1.46	\$ 1.69	\$ 1.18	\$ 1.16
Per share:					
Dividends paid	\$ 0.52	\$ 0.44	\$ 0.42	\$ 0.36	\$ 0.36
Book value at December 31	\$ 19.85	\$ 18.41	\$ 15.61	\$ 14.33	\$ 13.55
Tangible book value at December 31	\$ 16.81	\$ 15.31	\$ 14.59	\$ 13.30	\$ 12.49
Average common shares outstanding	22,750	17,716	16,045	15,988	15,935
Average diluted common shares outstanding	22,998	17,923	16,197	16,052	16,000
Shares outstanding at December 31	22,775	22,715	16,077	16,001	15,979
At December 31:					
Loans, net of allowance	\$ 2,486,926	\$ 2,245,939	\$ 1,633,762	\$ 1,522,175	\$ 1,505,118

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Total assets	4,220,722	3,916,458	2,744,066	2,609,269	2,555,597
Total deposits	3,631,266	3,380,423	2,410,483	2,289,702	2,190,536
Other borrowings	12,328	9,276	6,335	9,197	72,541
Junior subordinated debt	56,470	56,272	41,238	41,238	41,238
Shareholders' equity	452,116	418,172	250,946	229,359	216,441

Financial Ratios:

For the year:

Return on average assets	1.11%	0.87%	1.04%	0.75%	0.82%
Return on average equity	10.04%	8.67%	11.34%	8.44%	8.93%
Net interest margin ¹	4.32%	4.17%	4.18%	4.32%	4.43%
Net loan (recoveries) losses to average loans	(0.07)%	(0.13)%	0.23%	0.82%	1.37%
Efficiency ratio ²	64.7%	72.9%	67.32%	70.19%	60.88%
Average equity to average assets	11.01%	10.00%	9.21%	8.91%	9.15%
Dividend payout ratio	27.2%	30.1%	24.9%	30.5%	31.0%
At December 31:					
Equity to assets	10.71%	10.68%	9.15%	8.79%	8.47%
Total capital to risk-adjusted assets	15.09%	15.63%	14.77%	14.53%	13.94%

¹ Fully taxable equivalent.

² The sum of fully taxable equivalent net interest income and noninterest income divided by noninterest expense.

Table of Contents**ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS****General**

As TriCo Bancshares has not commenced any business operations independent of the Bank, the following discussion pertains primarily to the Bank. Average balances, including such balances used in calculating certain financial ratios, are generally comprised of average daily balances for the Company. Within Management's Discussion and Analysis of Financial Condition and Results of Operations, interest income and net interest income are generally presented on a fully tax-equivalent (FTE) basis. The presentation of interest income and net interest income on a FTE basis is a common practice within the banking industry. Interest income and net interest income are shown on a non-FTE basis in this Item 7 of this report, and a reconciliation of the FTE and non-FTE presentations is provided below in the discussion of net interest income.

Critical Accounting Policies and Estimates

The Company's discussion and analysis of its financial condition and results of operations are based upon its consolidated financial statements, which have been prepared in accordance with generally accepted accounting principles in the United States of America. The preparation of these financial statements requires the Company to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On an on-going basis, the Company evaluates its estimates, including those that materially affect the financial statements and are related to the adequacy of the allowance for loan losses, investments, mortgage servicing rights, fair value measurements, retirement plans, intangible assets and the fair value of acquired assets and liabilities. The Company bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. The Company's policies related to estimates on the allowance for loan losses, other than temporary impairment of investments and impairment of intangible assets, can be found in Note 1 in the financial statements at Item 8 of this report.

Average balances, including balances used in calculating certain financial ratios, are generally comprised of average daily balances for the Company. Within Management's Discussion and Analysis of Financial Condition and Results of Operations, certain performance measures including interest income, net interest income, net interest yield, and efficiency ratio are generally presented on a fully tax-equivalent (FTE) basis. The Company believes the use of these non-generally accepted accounting principles (non-GAAP) measures provides additional clarity in assessing its results.

On October 3, 2014, TriCo completed the acquisition of North Valley Bancorp. As part of the acquisition, North Valley Bank, a wholly-owned subsidiary of North Valley Bancorp, merged with and into Tri Counties Bank. In the acquisition, each share of North Valley common stock was converted into the right to receive 0.9433 shares of TriCo common stock. TriCo issued an aggregate of approximately 6.58 million shares of TriCo common stock to North Valley Bancorp shareholders, which was valued at a total of approximately \$151 million based on the closing trading price of TriCo common stock on October 3, 2014 of \$21.73. TriCo also assumed North Valley Bancorp's obligations with respect to its outstanding trust preferred securities. Beginning on October 4, 2014, the effect of revenue and expenses from the operations of North Valley Bancorp, and the TriCo Bancshares common shares issued in consideration of the merger are included in the results of the Company.

North Valley Bank was a full-service commercial bank headquartered in Redding, California. North Valley conducted a commercial and retail banking services which included accepting demand, savings, and money market rate deposit accounts and time deposits, and making commercial, real estate and consumer loans. North Valley Bank had approximately \$935 million in assets and 22 commercial banking offices in Shasta, Humboldt, Del Norte, Mendocino, Yolo, Sonoma, Placer and Trinity Counties in Northern California at June 30, 2014. See Note 2 in the financial statements at Item 8 of Part II of this report for a discussion about this transaction.

On September 23, 2011, the California DBO closed Citizens Bank of Northern California (Citizens), Nevada City, California and appointed the FDIC as receiver. That same date, the Bank assumed the banking operations of Citizens from the FDIC under a whole bank purchase and assumption agreement without loss sharing. With this agreement, the Bank added seven traditional bank branches including two in Grass Valley, and one in each of Nevada City, Penn Valley, Lake of the Pines, Truckee, and Auburn, California. This acquisition is consistent with the Bank's community banking expansion strategy and provides further opportunity to fill in the Bank's market presence in the Northern California market.

On May 28, 2010, the Office of the Comptroller of the Currency closed Granite Community Bank (Granite), Granite Bay, California and appointed the FDIC as receiver. That same date, the Bank assumed the banking operations of Granite from the FDIC under a whole bank purchase and assumption agreement with loss sharing. Under the terms of the loss sharing agreement, the FDIC will cover a substantial portion of any future losses on loans, related unfunded loan commitments, other real estate owned (OREO)/foreclosed assets and accrued interest on loans for up to 90 days. The FDIC will absorb 80% of losses and share in 80% of loss recoveries on the covered assets acquired from Granite. The loss sharing arrangements for non-single family residential and single family residential loans are in effect for 5 years and 10 years, respectively, and the

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loss recovery provisions are in effect for 8 years and 10 years, respectively, from the acquisition date. With this agreement, the Bank added one traditional bank branch in each of Granite Bay and Auburn, California. This acquisition is consistent with the Bank's community banking expansion strategy and provides further opportunity to fill in the Bank's market presence in the greater Sacramento, California market.

The Company refers to loans and foreclosed assets that are covered by loss sharing agreements as covered loans and covered foreclosed assets, respectively. In addition, the Company refers to loans purchased or obtained in a business combination as purchased credit impaired (PCI) loans, or purchased not credit impaired (PNCI) loans. The Company refers to loans that it originates as originated loans. Additional information regarding the North Valley Bancorp acquisition can be found in Note 2 in the financial statements at Item 8 of this report. Additional information regarding the definitions and accounting for originated, PNCI and PCI loans can be found in Notes 1, 2, 4 and 5 in the financial statements at Item 8 of this report, and under the heading *Asset Quality and Non-Performing Assets* below.

Geographical Descriptions

For the purpose of describing the geographical location of the Company's loans, the Company has defined northern California as that area of California north of, and including, Stockton; central California as that area of the State south of Stockton, to and including, Bakersfield; and southern California as that area of the State south of Bakersfield.

Results of Operations**Overview**

The following discussion and analysis is designed to provide a better understanding of the significant changes and trends related to the Company and the Bank's financial condition, operating results, asset and liability management, liquidity and capital resources and should be read in conjunction with the consolidated financial statements of the Company and the related notes at Item 8 of this report.

Following is a summary of the components of net income for the periods indicated (dollars in thousands):

	Year ended December 31,		
	2015	2014	2013
Components of Net Income			
Net interest income	\$ 155,998	\$ 116,434	\$ 101,864
Benefit from (provision for) loan losses	2,210	4,045	715
Noninterest income	45,347	34,516	36,829
Noninterest expense	(130,841)	(110,379)	(93,604)
Taxes	(28,896)	(18,508)	(18,405)
Net income	\$ 43,818	\$ 26,108	\$ 27,399
Net income per average fully-diluted share	\$ 1.91	\$ 1.46	\$ 1.69
Net income as a percentage of average shareholders equity	10.04%	8.67%	11.34%
Net income as a percentage of average total assets	1.11%	0.87%	1.04%

Net Interest Income

The Company's primary source of revenue is net interest income, which is the difference between interest income on earning assets and interest expense on interest-bearing liabilities.

Following is a summary of the Company's net interest income for the periods indicated (dollars in thousands):

	Year ended December 31,		
	2015	2014	2013
Components of Net Interest Income			
Interest income	\$ 161,414	\$ 121,115	\$ 106,560
Interest expense	(5,416)	(4,681)	(4,696)
Net interest income	155,998	116,434	101,864
FTE adjustment	905	303	350
Net interest income (FTE)	\$ 156,903	\$ 116,737	\$ 102,214
Net interest margin (FTE)	4.32%	4.17%	4.18%

Net interest income (FTE) for the year ended December 31, 2015 increased \$40,166,000 (34.4%) to \$156,903,000 from \$116,737,000 during. The increase in net interest income (FTE) was due primarily to a \$541,688,000 (29.3%) increase in the average balance of loans to \$2,389,437,000, and a \$505,217,000 (93%) increase in the average balance of investments to \$1,049,983,000 that were partially offset by a 10 basis point decrease in the average yield on loans from 5.62% during the year ended December 31, 2014 to 5.52% during the year ended December 31, 2015, and a 17 basis point decrease in the average yield on investments from 3.01% during the year ended December 31, 2014 to 2.84% during the year ended December 31, 2015. The \$541,688,000 increase in average loan balances compared to the prior year was due primarily to the

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addition of \$499,327,000 of loans through the acquisition of North Valley Bancorp on October 4, 2014, and net loan growth of \$240,414,000 (10.5%) during the year ended December 31, 2015. The \$505,217,000 increase in average investment balances from the prior year was due primarily to the addition of \$212,616,000 of investments through the acquisition of North Valley Bancorp on October 4, 2014, and \$371,784,000 of investment purchases in excess of investment maturities and paydowns during 2015. The 10 basis point decrease in average loan yields was due primarily to declines in market yields on new and renewed loans compared to yields on repricing, maturing, and paid off loans. The decrease in average investment yields was due primarily to declines in market yields on new investments compared to yields on existing investments. The increases in average loan and investment balances added \$30,443,000 and \$15,493,000, respectively, to net interest income (FTE) while the decreases in average loan and investment yields reduced net interest income (FTE) during 2015 by \$2,494,000 and \$2,056,000, respectively, when compared to 2014. Included in investment interest income during the year ended December 31, 2015 was a special cash dividend of \$626,000 from the Company's investment in Federal Home Loan Bank of San Francisco stock. Included in loan interest income during the year ended December 31, 2015 was discount accretion from purchased loans of \$10,056,000 compared to \$6,437,000 of discount accretion from purchased loans during the year ended December 31, 2014. Also included in loan interest income during the year ended December 31, 2015 was the recovery of \$728,000 of loan interest income from the payoff of a single originated loan that was in interest nonaccrual status; and while recoveries of loan interest income from paid off nonaccrual loans occur from time to time, a single recovery of this magnitude is unusual. For more information related to loan interest income, including loan purchase discount accretion, see the *Summary of Average Balances, Yields/Rates and Interest Differential* and Note 30 to the consolidated financial statements at Part II, Item 8 of this report. The Yield and Volume/Rate tables shown below are useful in illustrating and quantifying the developments that affected net interest income during 2015 and 2014.

Net interest income (FTE) for the year ended December 31, 2014 was \$116,737,000, an increase of \$14,523,000 or 14.2% compared to the year ended December 31, 2013. The increase in net interest income (FTE) was due primarily to a \$353,071,000 (14.4%) increase in the average balance of interest earning assets to \$2,796,571,000, and the use of fed funds sold to purchase higher yielding investments throughout 2014 that were partially offset by a 44 basis point decrease in the average yield on loans to 5.62% and a 17 basis point decrease in the average yield on investments to 3.01% during the year ended December 31, 2014 when compared to the year ended December 31, 2013. The acquisition of North Valley Bancorp on October 3, 2014 contributed approximately \$6,730,000, to interest income from loans, including approximately \$480,000 of loan purchase discount accretion, and \$1,310,000 to interest income from investments from October 4, 2014 to December 31, 2014. For the quarter ended December 31, 2014, the average yields on the acquired North Valley Bancorp loans, including the effect of loan purchase discount accretion, and investments were approximately 5.68% and 2.72% (FTE), respectively.

Table of Contents**Summary of Average Balances, Yields/Rates and Interest Differential Yield Tables**

The following tables present, for the periods indicated, information regarding the Company's consolidated average assets, liabilities and shareholders' equity, the amounts of interest income from average earning assets and resulting yields, and the amount of interest expense paid on interest-bearing liabilities. Average loan balances include nonperforming loans. Interest income includes proceeds from loans on nonaccrual loans only to the extent cash payments have been received and applied to interest income. Yields on securities and certain loans have been adjusted upward to reflect the effect of income thereon exempt from federal income taxation at the current statutory tax rate (dollars in thousands):

	Year ended December 31, 2015		
	Average balance	Interest income/expense	Rates earned/paid
Assets			
Loans	\$ 2,389,437	\$ 131,836	5.52%
Investment securities - taxable	1,000,221	27,421	2.74%
Investment securities - nontaxable	49,762	2,414	4.85%
Cash at Federal Reserve and other banks	189,506	648	0.34%
Total earning assets	3,628,926	162,319	4.47%
Other assets	335,072		
Total assets	\$ 3,963,998		
Liabilities and shareholders' equity			
Interest-bearing demand deposits	\$ 808,281	476	0.06%
Savings deposits	1,183,201	1,475	0.12%
Time deposits	340,443	1,482	0.44%
Other borrowings	8,668	4	0.05%
Junior subordinated debt	56,345	1,979	3.51%
Total interest-bearing liabilities	2,396,938	5,416	0.23%
Noninterest-bearing demand	1,076,162		
Other liabilities	54,597		
Shareholders' equity	436,301		
Total liabilities and shareholders' equity	\$ 3,963,998		
Net interest spread ⁽¹⁾			4.24%
Net interest income and interest margin ⁽²⁾		\$ 156,903	4.32%

Year ended December 31, 2014

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	Average balance	Interest income/expense	Rates earned/paid
Assets			
Loans	\$ 1,847,749	\$ 103,887	5.62%
Investment securities - taxable	527,742	15,590	2.95%
Investment securities - nontaxable	17,024	808	4.75%
Cash at Federal Reserve and other banks	404,056	1,133	0.28%
Total earning assets	2,796,571	121,418	4.34%
Other assets	216,878		
Total assets	\$ 3,013,449		
Liabilities and shareholders equity			
Interest-bearing demand deposits	\$ 605,241	484	0.08%
Savings deposits	926,389	1,153	0.12%
Time deposits	291,515	1,637	0.56%
Other borrowings	7,512	4	0.05%
Junior subordinated debt	44,366	1,403	3.16%
Total interest-bearing liabilities	1,875,023	4,681	0.25%
Noninterest-bearing demand	801,056		
Other liabilities	36,085		
Shareholders equity	301,285		
Total liabilities and shareholders equity	\$ 3,013,449		
Net interest spread ⁽¹⁾			4.09%
Net interest income and interest margin ⁽²⁾		\$ 116,737	4.17%

(1) Net interest spread represents the average yield earned on interest-earning assets less the average rate paid on interest-bearing liabilities.

(2) Net interest margin is computed by dividing net interest income by total average earning assets.

Table of Contents**Summary of Average Balances, Yields/Rates and Interest Differential Yield Tables (continued)**

	Year ended December 31, 2013		
	Average balance	Interest income/expense	Rates earned/paid
Assets			
Loans	\$ 1,610,725	\$ 97,548	6.06%
Investment securities - taxable	224,636	6,736	3.00%
Investment securities - nontaxable	16,632	933	5.61%
Cash at Federal Reserve and other banks	591,507	1,693	0.29%
Total earning assets	2,443,500	106,910	4.38%
Other assets	179,267		
Total assets	\$ 2,622,767		
Liabilities and shareholders equity			
Interest-bearing demand deposits	\$ 524,139	528	0.10%
Savings deposits	797,803	1,026	0.13%
Time deposits	315,253	1,891	0.60%
Other borrowings	8,026	4	0.05%
Junior subordinated debt	41,238	1,247	3.02%
Total interest-bearing liabilities	1,686,459	4,696	0.28%
Noninterest-bearing demand	657,377		
Other liabilities	37,297		
Shareholders equity	241,634		
Total liabilities and shareholders equity	\$ 2,622,767		
Net interest spread ⁽¹⁾			4.10%
Net interest income and interest margin ⁽²⁾		\$ 102,214	4.18%

(1) Net interest spread represents the average yield earned on interest-earning assets less the average rate paid on interest-bearing liabilities.

(2) Net interest margin is computed by dividing net interest income by total average earning assets.

Summary of Changes in Interest Income and Expense due to Changes in Average Asset and Liability Balances and Yields Earned and Rates Paid Volume/Rate Tables

The following table sets forth a summary of the changes in the Company's interest income and interest expense from changes in average asset and liability balances (volume) and changes in average interest rates for the periods indicated. The rate/volume variance has been included in the rate variance. Amounts are calculated on a fully taxable

equivalent basis:

	2015 over 2014			2014 over 2013		
	Volume	Yield/ Rate	Total	Volume	Yield/ Rate	Total
	(dollars in thousands)					
Increase (decrease) in interest income:						
Loans	\$ 30,443	\$ (2,494)	\$ 27,949	\$ 14,364	\$ (8,025)	\$ 6,339
Investments - taxable	13,938	(2,107)	11,831	9,093	(239)	8,854
Investments - nontaxable	1,555	51	1,606	22	(147)	(125)
Cash at Federal Reserve and other banks	(601)	116	(485)	(544)	(16)	(560)
Total	45,335	(4,434)	40,901	22,935	(8,427)	14,508
Increase (decrease) in interest expense:						
Demand deposits (interest-bearing)	162	(170)	(8)	81	(125)	(44)
Savings deposits	308	14	322	167	(40)	127
Time deposits	274	(428)	(154)	(142)	(112)	(254)
Other borrowings	1	(1)				
Junior subordinated debt	379	196	575	94	62	156
Total	1,124	(389)	735	200	(215)	(15)
Increase (decrease) in net interest income	\$ 44,211	\$ (4,045)	\$ 40,166	\$ 22,735	\$ (8,212)	\$ 14,523

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The provision for loan losses during any period is the sum of the allowance for loan losses required at the end of the period and any loan charge offs during the period, less the allowance for loan losses required at the beginning of the period, and less any loan recoveries during the period. See the Tables labeled *Allowance for loan losses - year ended December 31, 2015 and 2014* at Note 5 in Item 8 of Part II of this report for the components that make up the provision for loan losses for the years ended December 31, 2015 and 2014.

The Company benefited from a \$2,210,000 reversal of provision for loan losses during the year ended December 31, 2015 versus a \$4,045,000 reversal of provision for loan losses during the year ended December 31, 2014. The decrease in the reversal of provision for loan losses for the year ended December 31, 2015 as compared to the year ended December 31, 2014 was primarily the result of increased loan originations during 2015 compared to 2014, and a decrease in net loan recoveries from 0.13% of average loans during 2014 to 0.07% of average loans during 2015. During 2015, improvements in collateral values and estimated cash flows related to nonperforming loans and purchased credit impaired loans, and reductions in nonperforming loans contributed to the reversal of provision for loan losses. As shown in the Table labeled *Allowance for Loan Losses - year ended December 31, 2015* at Note 5 in Item 8 of Part II of this report, residential real estate loans, home equity lines of credit, auto indirect loans, and residential construction loans experienced a reversal of provision for loan losses during the year ended December 31, 2015. The level of provision, or reversal of provision, for loan losses of each loan category during the year ended December 31, 2015 was due primarily to a decrease in the required allowance for loan losses as of December 31, 2015 when compared to the required allowance for loan losses as of December 31, 2014 less net charge-offs during the year ended December 31, 2015, and the effect of the changes in the allowance methodology during the year ended December 31, 2015 as described under the heading *Loans and Allowance for Loan Losses* at Note 1 in Item 8 of Part II of this report. All categories of loans except commercial real estate mortgage loans, C & I loans, and commercial construction loans experienced a decrease in the required allowance for loan losses during the year ended December 31, 2015. These decreases in required allowance for loan losses were due primarily to reduced impaired loans, improvements in estimated cash flows and collateral values for the remaining and newly impaired loans, and reductions in historical loss factors that, in part, determine the required loan loss allowance for performing loans in accordance with the Company's allowance for loan losses methodology as described under the heading *Loans and Allowance for Loan Losses* at Note 1 in Item 8 of Part II of this report. These same factors were also present, to some extent, for commercial real estate mortgage loans, C & I loans, and commercial construction loans, but were more than offset by the effect of increased loan balances in these loan categories resulting in net provisions for loan losses in these categories during the year ended December 31, 2015. For details of the change in nonperforming loans during the year ended December 31, 2015 see the Tables, and associated narratives, labeled *Changes in nonperforming assets during the year ended December 31, 2015* and *Changes in nonperforming assets during the three months ended December 31, September 30, June 30, and March 31, 2015* under the heading *Asset Quality and Non-Performing Assets* below. During the year ended December 31, 2015, the Company made one change to its allowance for loan loss methodology. The change in methodology is described under the heading *Allowance for loan losses* in the section below labeled *Financial Condition*. Excluding the effect of the change in allowance methodology during the year ended December 31, 2015, the reversal of provision for loan losses during the year ended December 31, 2015 would have been approximately \$3,528,000, or \$1,318,000 more than the \$2,210,000 that was actually recorded, and the allowance for loan losses at December 31, 2015 would have been approximately \$34,693,000, or \$1,318,000 less than the \$36,011,000 that was actually recorded.

The Company benefited from a \$4,045,000 reversal of provision for loan losses during the year ended December 31, 2014 versus a benefit from reversal of provision for loan losses of \$715,000 during the year ended December 31, 2013. As shown in the Table labeled *Allowance for Loan Losses - year ended December 31, 2014* at Note 5 in Item 8 of Part II of this report, all categories of loans except residential real estate mortgage loans, home equity loans and

other consumer loans experienced a reversal of provision for loan losses during the year ended December 31, 2014. The level of provision, or reversal of provision, for loan losses of each loan category during the year ended December 31, 2014 was due primarily to a decrease in the required allowance for loan losses as of December 31, 2014 when compared to the required allowance for loan losses as of December 31, 2013 less net charge-offs during the year ended December 31, 2014, and the effect of the changes in the allowance methodology during the year ended December 31, 2014 as described under the heading *Loans and Allowance for Loan Losses* at Note 1 in Item 8 of Part II of this report. All categories of loans except home equity loans and other consumer loans experienced a decrease in the required allowance for loan losses during the year ended December 31, 2014. These decreases in required allowance for loan losses were due primarily to reduced impaired loans, improvements in estimated cash flows and collateral values for the remaining and newly impaired loans, and reductions in historical loss factors that, in part, determine the required loan loss allowance for performing loans in accordance with the Company's allowance for loan losses methodology as described under the heading *Loans and Allowance for Loan Losses* at Note 1 in Item 8 of Part II of this report. These same factors were also present, to some extent, for home equity loans and other consumer loans, but were more than offset by the effect of increased loan balances or changes in credit quality within the *pass* category of these loan categories resulting in net provisions for loan losses in these categories during the year ended December 31, 2014. For details of the change in nonperforming loans during the year ended December 31, 2013 see the Tables, and associated narratives, labeled *Changes in nonperforming assets during the year ended December 31, 2014* and *Changes in nonperforming assets during the three months ended December 31, September 30, June 30, and March 31, 2014* under the heading *Asset Quality and Non-Performing Assets* below. During the year ended December 31, 2014, the

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Company made two changes to its allowance for loan loss methodology. The changes in methodology are described under the heading *Allowance for loan losses* in the section below labeled *Financial Condition*. Excluding the effect of the changes in allowance methodology during the year ended December 31, 2014, the reversal of provision for loan losses during the year ended December 31, 2014 would have been approximately \$5,484,000, or \$1,438,000 more than the \$4,046,000 that was actually recorded, and the allowance for loan losses at December 31, 2014 would have been approximately \$35,177,000, or \$1,438,000 less than the \$36,585,000 that was actually recorded.

The provision for loan losses related to Originated and PNCI loans is based on management's evaluation of inherent risks in these loan portfolios and a corresponding analysis of the allowance for loan losses. The provision for loan losses related to PCI loan portfolio is based on changes in estimated cash flows expected to be collected on PCI loans. Additional discussion on loan quality, our procedures to measure loan impairment, and the allowance for loan losses is provided under the heading *Asset Quality and Non-Performing Assets* below.

Management re-evaluates the loss ratios and other assumptions used in its calculation of the allowance for loan losses for its Originated and PNCI loan portfolios on a quarterly basis and makes changes as appropriate based upon, among other things, changes in loss rates experienced, collateral support for underlying loans, changes and trends in the economy, and changes in the loan mix. Management also re-evaluates expected cash flows used in its accounting for its PCI loan portfolio, including any required allowance for loan losses, on a quarterly basis and makes changes as appropriate based upon, among other things, changes in loan repayment experience, changes in loss rates experienced, and collateral support for underlying loans.

Noninterest Income

The following table summarizes the Company's noninterest income for the periods indicated (dollars in thousands):

	Year ended December 31,		
	2015	2014	2013
Components of Noninterest Income			
Service charges on deposit accounts	\$ 14,276	\$ 11,811	\$ 12,716
ATM fees and interchange	13,105	9,651	8,370
Other service fees	2,977	2,206	2,144
Mortgage banking service fees	2,164	1,869	1,774
Change in value of mortgage servicing rights	(701)	(1,301)	253
Total service charges and fees	31,821	24,236	25,257
Gain on sale of loans	3,064	2,032	5,602
Commissions on sale of nondeposit investment products	3,349	2,995	2,983
Increase in cash value of life insurance	2,786	1,953	1,727
Change in indemnification asset	(207)	(856)	(1,649)
Gain on disposition of foreclosed assets	991	2,153	1,640
Gain on life insurance death benefit	155		
Other noninterest income	3,388	2,003	1,269
Total noninterest income	\$ 45,347	\$ 34,516	\$ 36,829

Noninterest income increased \$10,831,000 (31.4%) to \$45,347,000 in 2015. The increase in noninterest income was due primarily to an increase in service charges on deposit accounts of \$2,465,000 (20.9%) to \$14,276,000, an increase in ATM fees and interchange revenue of \$3,454,000 (35.8%) to \$13,105,000, and an increase of \$1,032,000 (50.8%) in gain on sale of loans to \$3,064,000, compared to the year-ago period. These increases and the increases in other categories of noninterest income noted in the table above are primarily the result of the acquisition of North Valley Bancorp on October 4, 2014, and \$870,000 of recoveries of loans from acquired institutions that were charged off prior to acquisition of those institutions by the Company that were recorded in other noninterest income during the year ended December 31, 2015. Partially offsetting these increases was a decrease of \$1,162,000 in gain on sale of foreclosed assets to \$991,000 during the year ended December 31, 2015. The decrease in gain on sale of foreclosed assets is due to decreased foreclosed asset sales during the year ended December 31, 2015, and the uniqueness of individual foreclosed asset sales when compared to the year-ago period.

Noninterest income decreased \$2,313,000 (6.3%) to \$34,516,000 in 2014. Service charges on deposit accounts were down \$905,000 (7.1%) due to reduced customer overdrafts and a resulting decrease in non-sufficient funds fees. ATM fees and interchange revenue increased \$1,281,000 (15.3%) due to increased interchange revenue from the negotiation of a more favorable agreement with the Company's interchange service provider, increased sales efforts in this area, and the acquisition of North Valley Bancorp and its customer base. Overall, mortgage banking activities, which includes mortgage banking servicing fees, change in value of mortgage servicing rights, and gain on sale of loans, accounted for \$2,600,000 of noninterest income in the 2014 compared to \$7,629,000 in 2013. This \$5,029,000 (65.9%) decrease in mortgage banking related revenue was mainly due to an increase in mortgage rates that occurred in May 2013 that resulted in reduced mortgage refinance activity and reduced gain on sale of loans in the second half of 2013 and throughout 2014, and a decrease in change in value of mortgage servicing rights as projected servicing fees were reduced due to reduced mortgage rates at the end of 2014 that are expected to result in increased refinance activity and shorter lives of existing servicing assets. Increase

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in cash value of life insurance improved \$226,000 (13.1%) during 2014 due to the addition of life insurance in the North Valley Bancorp acquisition. Change in indemnification asset improved \$793,000 to a negative contribution to revenue of \$856,000 in 2014 is due primarily to a decrease in estimated loan losses from the loan portfolio and foreclosed assets acquired in the Granite acquisition on May 28, 2010, and the fact that such losses are generally covered at the rate of 80% by the FDIC. The actual decrease in estimated losses is reflected in increased interest income, decreased provision for loan losses and/or decreased provision for foreclosed asset losses. Gain on sale of foreclosed assets increased \$513,000 (31.3%) to \$2,153,000 during 2014 due primarily to improved property values.

Noninterest Expense

The following table summarizes the Company's other noninterest expense for the periods indicated (dollars in thousands):

	Year ended December 31,		
	2015	2014	2013
Components of Noninterest Expense			
Salaries and related benefits:			
Base salaries, net of deferred loan origination costs	\$ 46,822	\$ 39,342	\$ 34,404
Incentive compensation	6,964	5,068	4,694
Benefits and other compensation costs	17,619	13,134	12,838
Total salaries and related benefits	71,405	57,544	51,936
Other noninterest expense:			
Occupancy	10,126	8,203	7,405
Equipment	5,997	4,514	4,162
Data processing and software	7,670	6,512	4,844
Assessments	2,572	2,107	2,248
ATM network charges	3,371	2,996	2,480
Advertising & marketing	3,992	2,413	1,981
Professional fees	4,545	3,888	2,707
Telecommunications	3,007	2,870	2,449
Postage	1,296	949	786
Courier service	1,154	1,055	988
Foreclosed asset expense	490	528	514
Intangible amortization	1,157	446	209
Operational losses	737	764	618
Provision for foreclosed asset losses	502	208	682
Change in reserve for unfunded commitments	330	(395)	(1,200)
Legal settlement			339
Merger expense	586	4,858	312
Other	11,904	10,919	10,144
Total other noninterest expenses	59,436	52,835	41,668
Total noninterest expense	\$ 130,841	\$ 110,379	\$ 93,604

Merger expense:			
Incentive compensation		\$	1,174
Benefits and other compensation costs			94
Data processing and software	\$	108	475
Professional fees		120	2,390
Other		358	725
Total merger expense	\$	586	\$ 4,858
			\$ 312
Average full time equivalent staff	949	783	733
Noninterest expense to revenue (FTE)	64.7%	72.9%	67.3%

Salary and benefit expenses increased \$13,861,000 (24.1%) to \$71,405,000 during the year ended December 31, 2015 compared to the year ended December 31, 2014. Base salaries, incentive compensation and benefits & other compensation expense increased \$7,480,000 (19.0%), 1,896,000 (37.4%), and 4,485,000 (34.1%), respectively, to \$46,822,000, \$6,964,000 and \$17,619,000, respectively, during the year ended December 31, 2015. The increases in these categories of salary and benefits expense are primarily due to the Company's acquisition of North Valley Bancorp on October 4, 2014. The average number of full-time equivalent staff increased 166 (21.2%) from 783 during the year ended December 31, 2014 to 949 for the year ended December 31, 2015.

Salary and benefit expenses increased \$5,608,000 (10.8%) to \$57,544,000 in 2014 compared to 2013. Base salaries increased \$4,938,000 (14.4%) to \$39,342,000 in 2014 due primarily to the North Valley Bancorp acquisition. The average number of full time equivalent employees increased 50 (6.8%) to 783 during 2014. The increase in full time equivalent employees is due to the addition of employees from the North Valley Bancorp acquisition and the addition of operations, compliance, marketing, and administrative employees, that were partially offset by reductions of employees from the consolidation of

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three, two, one and one Tri Counties Bank branches during the three months ended December 31, 2013, and March 31, June 30, and September 30, 2014, respectively. Annual salary merit increases of approximately 3.0% also contributed to the increase in base salary expense. Incentive and commission related salary expenses increased \$374,000 (14.4%) to \$5,068,000 during 2014 due to increases in all types of incentive compensation. Benefits expense, including retirement, medical and workers compensation insurance, and taxes, increased \$296,000 (2.3%) to \$13,134,000 during 2014 due to small to no increases in most benefit types.

Other noninterest expense increased \$6,601,000 (12.5%) to \$59,436,000 during the year ended December 31, 2015 compared to the year ended December 31, 2014. The increase in other noninterest expense was primarily due to the Company's acquisition of North Valley Bancorp on October 4, 2014. Nonrecurring merger expenses related to the North Valley Bancorp acquisition totaling \$586,000 and \$4,858,000 are included in other noninterest expense for the years ended December 31, 2015 and 2014, respectively, of which \$0 and \$1,269,000 were not deductible for income tax purposes, respectively.

Other noninterest expense increased \$11,167,000 (26.8%) to \$52,835,000 during 2014 compared 2013 December 31, 2013. The increase in other noninterest expense was due primarily to a \$4,546,000 increase in merger related expenses to \$4,858,000, of which \$1,269,000 are not deductible for tax purposes, a \$1,668,000 (34.4%) increase in data processing and software expenses to \$6,512,000, and a \$1,181,000 (43.6%) increase in professional fees to \$3,888,000. The increase in merger expenses was due to the North Valley Bancorp acquisition and included stay bonuses, severance pay, and other retention incentives, system conversion and other data processing expenses, professional fees including financial advisor and other consultant fees. The increase in data processing and software expenses was due primarily to increases in ongoing data processing and software expenses some of which are due to increased ongoing processing volume as a result of the North Valley Bancorp acquisition. The increase in professional fees was due primarily to increases in ongoing or non-merger related consulting fees related to compliance, control systems, and operational improvements. Increases in other areas of noninterest expense are due primarily to the North Valley Bancorp acquisition.

Income Taxes

The effective tax rate on income was 39.7%, 41.5%, and 40.2%, in 2015, 2014, and 2013, respectively. The effective tax rate was greater than the federal statutory tax rate due to state tax expense of \$7,412,000, \$4,817,000, and \$4,811,000, respectively, in these years, and \$1,310,000 of nondeductible merger expenses in 2014. Tax-exempt income of \$1,509,000, \$505,000, and \$583,000, respectively, from investment securities, and \$2,786,000, \$1,953,000, and \$1,727,000, respectively, from increase in cash value and gain on death benefit of life insurance in these years helped to reduce the effective tax rate.

Financial Condition**Investment Securities**

The following table presents the available for sale investment securities portfolio by major type as of the dates indicated:

(In thousands)	Year ended December 31,				
	2015	2014	2013	2012	2011

Investment securities available for sale (at fair value):					
Obligations of US government corporations and agencies	\$ 313,682	\$ 75,120	\$ 97,143	\$ 151,701	\$ 217,384
Obligations of states and political subdivisions	88,218	3,175	5,589	9,421	10,028
Corporate bonds		1,908	1,915	1,905	1,811
Marketable equity securities	2,985	3,002			
 Total investment securities available for sale	 \$ 404,885	 \$ 83,205	 \$ 104,647	 \$ 163,027	 \$ 229,223

Investment securities available for sale increased \$321,680,000 to \$404,885,000 as of December 31, 2015, as compared to December 31, 2014. This increase is attributable to purchases of \$358,375,000, maturities and principal repayments of \$33,552,000, a decrease in fair value of investments securities available for sale of \$1,895,000, proceeds from the sale of available for sale securities of \$2,000 and amortization of net purchase price premiums of \$1,246,000.

The following table presents the held to maturity investment securities portfolio by major type as of the dates indicated:

(In thousands)	Year ended December 31,				
	2015	2014	2013	2012	2011
Investment securities held to maturity (at cost):					
Obligations of US government corporations and agencies	\$ 711,994	\$ 660,836	\$ 227,864		
Obligations of states and political subdivisions	14,536	15,590	12,640		
 Total investment securities held to maturity	 \$ 726,530	 \$ 676,426	 \$ 240,504		

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Investment securities held to maturity increased \$50,104,000 to \$726,530,000 as of December 31, 2015, as compared to December 31, 2014. This increase is attributable to purchases of \$146,100,000, less principal repayments of \$93,784,000 and amortization of net purchase price discounts/premiums of \$2,212,000.

Additional information about the investment portfolio is provided in Note 3 in the financial statements at Item 8 of Part II of this report.

Restricted Equity Securities

Restricted equity securities were \$16,956,000 at December 31, 2015 and December 31, 2014. The entire balance of restricted equity securities at December 31, 2015 and December 31, 2014 represents the Bank's investment in the Federal Home Loan Bank of San Francisco (FHLB).

FHLB stock is carried at par and does not have a readily determinable fair value. While technically these are considered equity securities, there is no market for the FHLB stock. Therefore, the shares are considered as restricted investment securities. Management periodically evaluates FHLB stock for other-than-temporary impairment. Management's determination of whether these investments are impaired is based on its assessment of the ultimate recoverability of cost rather than by recognizing temporary declines in value. The determination of whether a decline affects the ultimate recoverability of cost is influenced by criteria such as (1) the significance of any decline in net assets of the FHLB as compared to the capital stock amount for the FHLB and the length of time this situation has persisted, (2) commitments by the FHLB to make payments required by law or regulation and the level of such payments in relation to the operating performance of the FHLB, (3) the impact of legislative and regulatory changes on institutions and, accordingly, the customer base of the FHLB, and (4) the liquidity position of the FHLB.

As a member of the FHLB system, the Bank is required to maintain a minimum level of investment in FHLB stock based on specific percentages of its outstanding mortgages, total assets, or FHLB advances. The Bank may request redemption at par value of any stock in excess of the minimum required investment. Stock redemptions are at the discretion of the FHLB.

Loans

The Bank concentrates its lending activities in four principal areas: real estate mortgage loans (residential and commercial loans), consumer loans, commercial loans (including agricultural loans), and real estate construction loans. The interest rates charged for the loans made by the Bank vary with the degree of risk, the size and maturity of the loans, the borrower's relationship with the Bank and prevailing money market rates indicative of the Bank's cost of funds.

The majority of the Bank's loans are direct loans made to individuals, farmers and local businesses. The Bank relies substantially on local promotional activity and personal contacts by bank officers, directors and employees to compete with other financial institutions. The Bank makes loans to borrowers whose applications include a sound purpose, a viable repayment source and a plan of repayment established at inception and generally backed by a secondary source of repayment.

Loan Portfolio Composite

The following table shows the Company's loan balances, including net deferred loan costs, at the dates indicated:

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(dollars in thousands)	Year ended December 31,				
	2015	2014	2013	2012	2011
Real estate mortgage	\$ 1,811,832	\$ 1,615,359	\$ 1,107,863	\$ 1,010,130	\$ 965,922
Consumer	395,283	417,084	383,163	386,111	406,330
Commercial	194,913	174,945	131,878	135,528	139,131
Real estate construction	120,909	75,136	49,103	33,054	39,649
Total loans	\$ 2,522,937	\$ 2,282,524	\$ 1,672,007	\$ 1,564,823	\$ 1,551,032

The following table shows the Company's loan balances, including net deferred loan costs, as a percentage of total loans at the dates indicated:

	Year ended December 31,				
	2015	2014	2013	2012	2011
Real estate mortgage	71.8%	70.7%	66.3%	64.5%	62.2%
Consumer	15.7%	18.3%	22.9%	24.7%	26.2%
Commercial	7.7%	7.7%	7.9%	8.7%	9.0%
Real estate construction	4.8%	3.3%	2.9%	2.1%	2.6%
Total loans	100.0%	100.0%	100.0%	100.0%	100.0%

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At December 31, 2015 loans, including net deferred loan costs, totaled \$2,522,937,000 which was a 10.5% (\$240,413,000) increase over the balances at the end of 2014. Demand for commercial real estate (real estate mortgage) loans was strong during 2015. Demand for home equity loans and lines of credit was weak during 2015.

At December 31, 2014 loans, including net deferred loan costs, totaled \$2,282,524,000 which was a 36.5% (\$610,517,000) increase over the balances at the end of 2013. This increase in loans during 2014 included \$499,327,000 of loans acquired in the North Valley Bancorp acquisition on October 3, 2014, and \$32,017,000 of purchased single family residential real estate loans. Demand for commercial real estate (real estate mortgage) loans was moderate during 2014. Demand for home equity loans and lines of credit was weak during 2014.

At December 31, 2013 loans, including net deferred loan costs, totaled \$1,672,007,000 which was a 6.8% (\$107,184,000) increase over the balances at the end of 2012. Demand for commercial real estate (real estate mortgage) loans was weak to modest during 2013. During 2013, the Company purchased \$62,698,000 of residential (real estate mortgage) loans. Demand for home equity loans and lines of credit were moderate during 2013. Real estate construction loans increased during 2013 due primarily to one large loan that was originated during 2013

Asset Quality and Nonperforming Assets**Nonperforming Assets**

Loans originated by the Company, i.e., not purchased or acquired in a business combination, are referred to as originated loans. Originated loans are reported at the principal amount outstanding, net of deferred loan fees and costs. Loan origination and commitment fees and certain direct loan origination costs are deferred, and the net amount is amortized as an adjustment of the related loan's yield over the actual life of the loan. Originated loans on which the accrual of interest has been discontinued are designated as nonaccrual loans.

Originated loans are placed in nonaccrual status when reasonable doubt exists as to the full, timely collection of interest or principal, or a loan becomes contractually past due by 90 days or more with respect to interest or principal and is not well secured and in the process of collection. When an originated loan is placed on nonaccrual status, all interest previously accrued but not collected is reversed. Income on such loans is then recognized only to the extent that cash is received and where the future collection of principal is probable. Interest accruals are resumed on such loans only when they are brought fully current with respect to interest and principal and when, in the judgment of Management, the loan is estimated to be fully collectible as to both principal and interest.

An allowance for loan losses for originated loans is established through a provision for loan losses charged to expense. Originated loans and deposit related overdrafts are charged against the allowance for loan losses when Management believes that the collectability of the principal is unlikely or, with respect to consumer installment loans, according to an established delinquency schedule. The allowance is an amount that Management believes will be adequate to absorb probable incurred losses inherent in existing loans, based on evaluations of the collectability, impairment and prior loss experience of loans and leases. The evaluations take into consideration such factors as changes in the nature and size of the portfolio, overall portfolio quality, loan concentrations, specific problem loans, and current economic conditions that may affect the borrower's ability to pay. The Company defines an originated loan as impaired when it is probable the Company will be unable to collect all amounts due according to the contractual terms of the loan agreement. Impaired originated loans are measured based on the present value of expected future cash flows discounted at the loan's original effective interest rate. As a practical expedient, impairment may be measured based on the loan's observable market price or the fair value of the collateral if the loan is collateral dependent. When the measure of the impaired loan is less than the recorded investment in the loan, the impairment is recorded through a valuation allowance.

In situations related to originated loans where, for economic or legal reasons related to a borrower's financial difficulties, the Company grants a concession for other than an insignificant period of time to the borrower that the Company would not otherwise consider, the related loan is classified as a troubled debt restructuring (TDR). The Company strives to identify borrowers in financial difficulty early and work with them to modify to more affordable terms before their loan reaches nonaccrual status. These modified terms may include rate reductions, principal forgiveness, payment forbearance and other actions intended to minimize the economic loss and to avoid foreclosure or repossession of the collateral. In cases where the Company grants the borrower new terms that result in the loan being classified as a TDR, the Company measures any impairment on the restructuring as noted above for impaired loans. TDR loans are classified as impaired until they are fully paid off or charged off. Loans that are in nonaccrual status at the time they become TDR loans, remain in nonaccrual status until the borrower demonstrates a sustained period of performance which the Company generally believes to be six consecutive months of payments, or equivalent. Otherwise, TDR loans are subject to the same nonaccrual and charge-off policies as noted above with respect to their restructured principal balance.

Credit risk is inherent in the business of lending. As a result, the Company maintains an allowance for loan losses to absorb losses inherent in the Company's originated loan portfolio. This is maintained through periodic charges to earnings. These charges are included in the Consolidated Statements of Income as provision for loan losses. All specifically identifiable and

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quantifiable losses are immediately charged off against the allowance. However, for a variety of reasons, not all losses are immediately known to the Company and, of those that are known, the full extent of the loss may not be quantifiable at that point in time. The balance of the Company's allowance for originated loan losses is meant to be an estimate of these unknown but probable losses inherent in the portfolio.

The Company formally assesses the adequacy of the allowance for originated loan losses on a quarterly basis. Determination of the adequacy is based on ongoing assessments of the probable risk in the outstanding originated loan portfolio, and to a lesser extent the Company's originated loan commitments. These assessments include the periodic re-grading of credits based on changes in their individual credit characteristics including delinquency, seasoning, recent financial performance of the borrower, economic factors, changes in the interest rate environment, growth of the portfolio as a whole or by segment, and other factors as warranted. Loans are initially graded when originated. They are re-graded as they are renewed, when there is a new loan to the same borrower, when identified facts demonstrate heightened risk of nonpayment, or if they become delinquent. Re-grading of larger problem loans occurs at least quarterly. Confirmation of the quality of the grading process is obtained by independent credit reviews conducted by consultants specifically hired for this purpose and by various bank regulatory agencies.

The Company's method for assessing the appropriateness of the allowance for originated loan losses includes specific allowances for impaired originated loans, formula allowance factors for pools of credits, and allowances for changing environmental factors (e.g., interest rates, growth, economic conditions, etc.). Allowance factors for loan pools were based on historical loss experience by product type and prior risk rating.

During the three months ended March 31, 2014, the Company modified its methodology used to determine the allowance for changing environmental factors by adding a new environmental factor based on the California Home Affordability Index (CHAI). The CHAI measures the percentage of households in California that can afford to purchase the median priced home in California based on current home prices and mortgage interest rates. The use of the CHAI environmental factor consists of comparing the current CHAI to its historical baseline, and allows management to consider the adverse impact that a lower than historical CHAI may have on general economic activity and the performance of our borrowers. Based on an analysis of historical data, management believes this environmental factor gives a better estimate of current economic activity compared to other environmental factors that may lag current economic activity to some extent. This change in methodology resulted in no change to the allowance for loan losses as of March 31, 2014 compared to what it would have been without this change in methodology.

During the three months ended June 30, 2014, the Company refined the method it uses to evaluate historical losses for the purpose of estimating the pool allowance for unimpaired loans. In the third quarter of 2010, the Company moved from a six point grading system (Grades A-F) to a nine point risk rating system (Risk Ratings 1-9), primarily to allow for more distinction within the Pass risk rating. Initially, there was not sufficient loss experience within the nine point scale to complete a migration analysis for all nine risk ratings, all loans risk rated Pass or 2-5 were grouped together, a loss rate was calculated for that group, and that loss rate was established as the loss rate for risk rating 4. The reserve ratios for risk ratings 2, 3 and 5 were then interpolated from that figure. As of June 30, 2014, the Company was able to compile twelve quarters of historical loss information for all risk ratings and use that information to calculate the loss rates for each of the nine risk ratings without interpolation. This refinement led to an increase of \$1,438,000 in the reserve requirement for unimpaired loans, driven primarily by home equity lines of credit with a risk rating of 5 or Pass-Watch.

During the three months ended September 30, 2015, the Company modified its methodology used to determine the allowance for home equity lines of credit that are about to exit their revolving period, or have recently entered into their amortization period and are now classified as home equity loans. This change in methodology increased the required allowance for such lines and loans by \$859,000, and \$459,000, respectively, and represents the increase in

estimated incurred losses in these lines and loans as of September 30, 2015 due to higher required contractual principal and interest payments of such lines and loans.

Loans purchased or acquired in a business combination are referred to as acquired loans. Acquired loans are valued as of acquisition date in accordance with Financial Accounting Standards Board Accounting Standards Codification (FASB ASC) Topic 805, *Business Combinations*. Loans acquired with evidence of credit deterioration since origination for which it is probable that all contractually required payments will not be collected are referred to as purchased credit impaired (PCI) loans. PCI loans are accounted for under FASB ASC Topic 310-30, *Loans and Debt Securities Acquired with Deteriorated Credit Quality*. Under FASB ASC Topic 805 and FASB ASC Topic 310-30, PCI loans are recorded at fair value at acquisition date, factoring in credit losses expected to be incurred over the life of the loan. Accordingly, an allowance for loan losses is not carried over or recorded as of the acquisition date. Fair value is defined as the present value of the future estimated principal and interest payments of the loan, with the discount rate used in the present value calculation representing the estimated effective yield of the loan. Default rates, loss severity, and prepayment speed assumptions are periodically reassessed and our estimate of future payments is adjusted accordingly. The difference between contractual future payments and estimated future payments is referred to as the nonaccretable difference. The difference between estimated future payments and the present value of the estimated future payments is referred to as the accretable yield. The accretable yield

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represents the amount that is expected to be recorded as interest income over the remaining life of the loan. If after acquisition, the Company determines that the estimated future cash flows of a PCI loan are expected to be more than the originally estimated, an increase in the discount rate (effective yield) would be made such that the newly increased accretable yield would be recognized, on a level yield basis, over the remaining estimated life of the loan. If, after acquisition, the Company determines that the estimated future cash flows of a PCI loan are expected to be less than the previously estimated, the discount rate would first be reduced until the present value of the reduced cash flow estimate equals the previous present value however, the discount rate may not be lowered below its original level at acquisition. If the discount rate has been lowered to its original level and the present value has not been sufficiently lowered, an allowance for loan loss would be established through a provision for loan losses charged to expense to decrease the present value to the required level. If the estimated cash flows improve after an allowance has been established for a loan, the allowance may be partially or fully reversed depending on the improvement in the estimated cash flows. Only after the allowance has been fully reversed may the discount rate be increased. PCI loans are put on nonaccrual status when cash flows cannot be reasonably estimated. PCI loans on nonaccrual status are accounted for using the cost recovery method or cash basis method of income recognition. PCI loans are charged off when evidence suggests cash flows are not recoverable. Foreclosed assets from PCI loans are recorded in foreclosed assets at fair value with the fair value at time of foreclosure representing cash flow from the loan. ASC 310-30 allows PCI loans with similar risk characteristics and acquisition time frame to be pooled and have their cash flows aggregated as if they were one loan. The Company elected to use the pooled method of ASC 310-30 for PCI other loans in the acquisition of certain assets and liabilities of Granite and Citizens.

Acquired loans that are not PCI loans are referred to as purchased not credit impaired (PNCI) loans. PNCI loans are accounted for under FASB ASC Topic 310-20, *Receivables - Nonrefundable Fees and Other Costs*, in which interest income is accrued on a level-yield basis for performing loans. For income recognition purposes, this method assumes that all contractual cash flows will be collected, and no allowance for loan losses is established at the time of acquisition. Post-acquisition date, an allowance for loan losses may need to be established for acquired loans through a provision charged to earnings for credit losses incurred subsequent to acquisition. Under ASC 310-20, the loss would be measured based on the probable shortfall in relation to the contractual note requirements, consistent with our allowance for loan loss policy for similar loans.

When referring to PNCI and PCI loans we use the terms nonaccretable difference, accretable yield, or purchase discount. Nonaccretable difference is the difference between undiscounted contractual cash flows due and undiscounted cash flows we expect to collect, or put another way, it is the undiscounted contractual cash flows we do not expect to collect. Accretable yield is the difference between undiscounted cash flows we expect to collect and the value at which we have recorded the loan on our financial statements. On the date of acquisition, all purchased loans are recorded on our consolidated financial statements at estimated fair value. Purchase discount is the difference between the estimated fair value of loans on the date of acquisition and the principal amount owed by the borrower, net of charge offs, on the date of acquisition. We may also refer to discounts to principal balance of loans owed, net of charge-offs. Discounts to principal balance of loans owed, net of charge-offs is the difference between principal balance of loans owed, net of charge-offs, and loans as recorded on our financial statements. Discounts to principal balance of loans owed, net of charge-offs arise from purchase discounts, and equal the purchase discount on the acquisition date.

Loans are also categorized as covered or noncovered. Covered loans refer to loans covered by a FDIC loss sharing agreement. Noncovered loans refer to loans not covered by a FDIC loss sharing agreement.

Originated loans and PNCI loans are reviewed on an individual basis for reclassification to nonaccrual status when any one of the following occurs: the loan becomes 90 days past due as to interest or principal, the full and timely collection of additional interest or principal becomes uncertain, the loan is classified as doubtful by internal credit

review or bank regulatory agencies, a portion of the principal balance has been charged off, or the Company takes possession of the collateral. Loans that are placed on nonaccrual even though the borrowers continue to repay the loans as scheduled are classified as performing nonaccrual and are included in total nonperforming loans. The reclassification of loans as nonaccrual does not necessarily reflect Management's judgment as to whether they are collectible.

Interest income on originated nonaccrual loans that would have been recognized during the years ended December 31, 2015, 2014 and 2013, if all such loans had been current in accordance with their original terms, totaled \$1,840,000, \$2,734,000, and \$1,524,000, respectively. Interest income actually recognized on these originated loans during the years ended December 31, 2015, 2014 and 2013 was \$170,000, \$81,000, and \$273,000, respectively. Interest income on PNCI nonaccrual loans that would have been recognized during the years ended December 31, 2015, 2014 and 2013, if all such loans had been current in accordance with their original terms, totaled \$386,000, \$254,000, and \$295,000. Interest income actually recognized on these PNCI loans during the years ended December 31, 2015, 2014 and 2013 was \$205,000, \$4,000, and \$38,000.

The Company's policy is to place originated loans and PNCI loans 90 days or more past due on nonaccrual status. In some instances when an originated loan is 90 days past due Management does not place it on nonaccrual status because the loan is well secured and in the process of collection. A loan is considered to be in the process of collection if, based on a probable specific event, it is expected that the loan will be repaid or brought current. Generally, this collection period would not

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exceed 30 days. Loans where the collateral has been repossessed are classified as foreclosed assets. Management considers both the adequacy of the collateral and the other resources of the borrower in determining the steps to be taken to collect nonaccrual loans. Alternatives that are considered are foreclosure, collecting on guarantees, restructuring the loan or collection lawsuits.

The following table sets forth the amount of the Bank's nonperforming assets as of the dates indicated. For purposes of the following table, PCI other loans that are 90 days past due and still accruing are not considered nonperforming loans. Performing nonaccrual loans are loans that may be current for both principal and interest payments, or are less than 90 days past due, but for which payment in full of both principal and interest is not expected, and are not well secured and in the process of collection:

(dollars in thousands)	December 31,				
	2015	2014	2013	2012	2011
Performing nonaccrual loans	\$ 31,033	\$ 45,072	\$ 48,112	\$ 49,045	\$ 61,164
Nonperforming nonaccrual loans	6,086	2,517	5,104	23,471	23,647
Total nonaccrual loans	37,119	47,589	53,216	72,516	84,811
Originated and PNCI loans 90 days past due and still accruing					920
Total nonperforming loans	37,119	47,589	53,216	72,516	85,731
Noncovered foreclosed assets	5,369	4,449	5,588	5,957	13,268
Covered foreclosed assets		445	674	1,541	3,064
Total nonperforming assets	\$ 42,488	\$ 52,483	\$ 59,478	\$ 80,014	\$ 102,063
U.S. government, including its agencies and its government-sponsored agencies, guaranteed portion of nonperforming loans	\$ 28	\$ 123	\$ 101	\$ 131	\$ 3,061
Indemnified portion of covered foreclosed assets		\$ 356	\$ 539	\$ 1,233	\$ 2,451
Nonperforming assets to total assets	1.01%	1.88%	2.30%	3.07%	3.99%
Nonperforming loans to total loans	1.47%	2.08%	3.18%	4.63%	5.53%
Allowance for loan losses to nonperforming loans	97%	77%	72%	59%	54%
Allowance for loan losses, unamortized loan fees, and discounts to loan principal balances owed	2.69%	3.31%	4.09%	5.30%	6.34%

The following tables set forth the amount of the Bank's nonperforming assets as of the dates indicated. For purposes of the following tables, PCI other loans that are 90 days past due and still accruing are not considered nonperforming loans. Performing nonaccrual loans are loans that may be current for both principal and interest payments, or are less than 90 days past due, but for which payment in full of both principal and interest is not expected, and are not well secured and in the process of collection:

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(dollars in thousands)	December 31, 2015					Total
	Originated	PNCI	PCI	cash basis	PCI - other	
Performing nonaccrual loans	\$ 18,483	\$ 3,747	\$	5,055	\$ 3,748	\$ 31,033
Nonperforming nonaccrual loans	4,341	1,651		24	70	6,086
Total nonaccrual loans	22,824	5,398		5,079	3,818	37,119
Originated loans 90 days past due and still accruing						
Total nonperforming loans	22,824	5,398		5,079	3,818	37,119
Noncovered foreclosed assets	4,195				1,174	5,369
Covered foreclosed assets						
Total nonperforming assets	\$ 27,019	\$ 5,398	\$	5,079	\$ 4,992	\$ 42,488
U.S. government, including its agencies and its government-sponsored agencies, guaranteed portion of nonperforming loans	\$ 28					\$ 28
Indemnified portion of covered foreclosed assets						
Nonperforming assets to total assets	0.64%	0.13%		0.12%	0.12%	1.01%
Nonperforming loans to total loans	1.15%	1.09%		100.00%	10.87%	1.47%
Allowance for loan losses to nonperforming loans	137%	34%		2%	73%	97%
Allowance for loan losses, unamortized loan fees, and discounts to loan principal balances owed	1.90%	3.11%		60.92%	18.49%	2.69%

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(dollars in thousands)	December 31, 2014					Total
	Originated	PNCI	PCI	cash basis	PCI - other	
Performing nonaccrual loans	\$ 30,449	\$ 1,233	\$	5,587	\$ 7,803	\$ 45,072
Nonperforming nonaccrual loans	2,080	413		24		2,517
Total nonaccrual loans	32,529	1,646		5,611	7,803	47,589
Originated loans 90 days past due and still accruing						
Total nonperforming loans	32,529	1,646		5,611	7,803	47,589
Noncovered foreclosed assets	3,316				1,133	4,449
Covered foreclosed assets					445	445
Total nonperforming assets	\$ 35,845	\$ 1,646	\$	5,611	\$ 9,381	\$ 52,483
U.S. government, including its agencies and its government-sponsored agencies, guaranteed portion of nonperforming loans	\$ 123					\$ 123
Indemnified portion of covered foreclosed assets					\$ 356	\$ 356
Nonperforming assets to total assets	1.28%	0.06%		0.20%	0.34%	1.88%
Nonperforming loans to total loans	2.02%	0.27%		99.98%	16.50%	2.08%
Allowance for loan losses to nonperforming loans	92%	200%		6%	39%	77%
Allowance for loan losses, unamortized loan fees, and discounts to loan principal balances owed	2.14%	3.30%		64.45%	21.09%	3.31%

The following table shows the activity in the balance of nonperforming assets for the year ended December 31, 2015:

(dollars in thousands):	Balance at December 31, 2015		Advances/ Pay-downs Capitalized /Sales /Upgrades Costs		Transfers to Charge-offs/Foreclosed Assets /Write-downs		Balance at December 31, 2014	
		New NPA					Category Changes	
Real estate mortgage:								
Residential	\$ 3,702	\$ 932		\$ (1,159)	\$ (224)	\$ (843)	\$ 383	\$ 4,613
Commercial	21,251	9,784	63	(13,471)		(1,468)		26,343
Consumer								
Home equity lines	9,216	2,293	132	(1,592)	(694)	(877)	(422)	10,376
Home equity loans	1,414	645	72	(196)	(243)	(270)	39	1,367
Auto indirect		1		(15)	(4)			18
Other consumer	55	293	6	(43)	(387)			186
Commercial	979	1,519		(2,046)	(680)			2,186
Construction:								
Residential	12	1,715		(2,322)		(1,782)		2,401
Commercial	490	490		(99)				99

Total nonperforming loans	37,119	17,672	273	(20,943)	(2,232)	(5,240)		47,589
Noncovered foreclosed assets	5,369		195	(4,458)	(502)	5,240	445	4,449
Covered foreclosed assets							(445)	445
Total nonperforming assets	\$ 42,488	\$ 17,672	\$ 468	\$ (25,401)	\$ (2,734)			\$ 52,483

The table above does not include deposit overdraft charge-offs.

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The following tables and narratives describe the activity in the balance of nonperforming assets during each of the three-month periods ending March 31, June 30, September 30, and December 31, 2015. These tables and narratives are presented in chronological order:

Changes in nonperforming assets during the three months ended December 31, 2015

(In thousands):	Balance at December 31, 2015	New NPA	Advances/ Capitalized Costs	Pay-downs /Sales /Upgrades	Charge-offs/ Write-downs	Transfers to Foreclosed Assets Changes	Balance at September 30, 2015
Real estate mortgage:							
Residential	\$ 3,702	\$ 77		\$ (710)		\$ (599)	\$ 4,934
Commercial	21,251	470		(2,007)			22,788
Consumer							
Home equity lines	9,216	313	\$ 62	(471)	\$ (70)		9,382
Home equity loans	1,414	233		(59)	(42)	(127)	1,409
Auto indirect							
Other consumer	55	44		(17)	(46)		74
Commercial (C&I)	979	906		(25)	(89)		187
Construction:							
Residential	12			(32)			44
Commercial	490	490		(80)			80
Total nonperforming loans	37,119	2,533	62	(3,401)	(247)	(726)	38,898
Foreclosed assets	5,369			(487)	(155)	726	5,285
Total nonperforming assets	\$ 42,488	\$ 2,533	\$ 62	\$ (3,888)	\$ (402)		\$ 44,183

The table above does not include deposit overdraft charge-offs.

Nonperforming assets decreased during the fourth quarter of 2015 by \$1,695,000 (3.84%) to \$42,488,000 at December 31, 2015 compared to \$44,183,000 at September 30, 2015. The decrease in nonperforming assets during the fourth quarter of 2015 was primarily the result of new nonperforming loans of \$2,533,000, advances on existing nonperforming loans of \$62,000, less pay-downs, sales or upgrades of nonperforming loans to performing status totaling \$3,401,000, less dispositions of foreclosed assets totaling \$487,000, less loan charge-offs of \$247,000, and less write-downs of foreclosed assets of \$155,000.

The \$2,533,000 in new nonperforming loans during the fourth quarter of 2015 was comprised of \$77,000 on two residential real estate loans, \$470,000 on two commercial real estate loans, \$546,000 on seven home equity lines and loans, \$44,000 on 12 consumer loans, \$906,000 on six C&I loans, and \$490,000 on a single commercial construction loan.

The \$470,000 in new nonperforming commercial real estate loans was primarily comprised of one loan in the amount of \$391,000 secured by a commercial retail building in northern California.

The \$490,000 in new nonperforming commercial construction loans was entirely comprised of one loan secured by an agricultural processing facility in northern California. Related charge-offs are discussed below.

Loan charge-offs during the three months ended December 31, 2015

In the fourth quarter of 2015, the Company recorded \$248,000 in loan charge-offs and \$133,000 in deposit overdraft charge-offs less \$692,000 in loan recoveries and \$90,000 in deposit overdraft recoveries resulting in \$401,000 of net loan recoveries. Primary causes of the loan charges taken in the fourth quarter of 2015 were gross charge-offs of \$112,000 on four home equity lines and loans, \$46,000 on 13 other consumer loans, and \$89,000 on five C&I loans. During the fourth quarter of 2015, there were no individual charges greater than \$250,000.

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(In thousands):	Balance at September 30, 2015	New NPA	Advances/ Pay-downs Capitalized Costs	/Sales /Upgrades	Charge-offs/ Write-downs	Transfers to Foreclosed Assets	Category Changes	Balance at June 30, 2015
Real estate mortgage:								
Residential	\$ 4,934	\$ 160		\$ (129)	\$ (15)	\$ (107)	\$ 103	\$ 4,922
Commercial	22,788	1,281		(1,478)		(497)		23,482
Consumer								
Home equity lines	9,382	729	\$ 7	(264)	(199)	(117)	(235)	9,461
Home equity loans	1,409		60	(41)	(73)	(110)	132	1,441
Auto indirect								
Other consumer	74	85		(14)	(194)			197
Commercial (C&I)	187	15		(18)	(52)			242
Construction:								
Residential	44	1,707		(3)		(1,707)		47
Commercial	80			(8)				88
Total nonperforming loans	38,898	3,977	67	(1,955)	(533)	(2,538)		39,880
Foreclosed assets	5,285		11	(2,551)	(106)	2,538		5,393
Total nonperforming assets	\$ 44,183	\$ 3,977	\$ 78	\$ (4,506)	\$ (639)			\$ 45,273

The table above does not include deposit overdraft charge-offs.

Nonperforming assets decreased during the third quarter of 2015 by \$1,090,000 (2.41%) to \$44,183,000 at September 30, 2015 compared to 45,273,000 at June 30, 2015. The decrease in nonperforming assets during the third quarter of 2015 was primarily the result of new nonperforming loans of \$3,977,000, advances on existing nonperforming loans of \$78,000, less pay-downs, sales or upgrades of nonperforming loans to performing status totaling \$1,955,000, less dispositions of foreclosed assets totaling \$2,551,000, less loan charge-offs of \$533,000, and less write-downs of foreclosed assets of \$106,000.

The \$3,977,000 in new nonperforming loans during the third quarter of 2015 was comprised of increases of \$160,000 on six residential real estate loans, \$1,281,000 on nine commercial real estate loans, \$729,000 on 18 home equity lines and loans, \$85,000 on 17 consumer loans, \$15,000 on two C&I loans, and \$1,707,000 on two residential construction loans.

The \$1,281,000 in new nonperforming commercial real estate loans was primarily comprised of one loan in the amount of \$253,000 secured by a commercial warehouse in northern California, and one loan in the amount of \$485,000 secured by an event facility in central California. Related charge-offs are discussed below.

The \$1,707,000 in new residential construction loans was primarily comprised of one loan in the amount of \$1,561,000 secured by development land in central California.

The \$1,955,000 in pay-downs, sales or upgrades of loans in the third quarter of 2015 was comprised of decreases of \$129,000 on 39 residential real estate loans, \$1,478,000 on 46 commercial real estate loans, \$305,000 on 121 home equity lines and loans, \$14,000 on 18 consumer loans, \$18,000 on 10 C&I loans, \$3,000 on two residential construction loans and \$8,000 on two commercial construction loans.

Loan charge-offs during the three months ended September 30, 2015

In the third quarter of 2015, the Company recorded \$533,000 in loan charge-offs and \$154,000 in deposit overdraft charge-offs less \$2,252,000 in loan recoveries and \$94,000 in deposit overdraft recoveries resulting in \$1,659,000 of net recoveries. Primary causes of the loan charges taken in the third quarter of 2015 were gross charge-offs of \$15,000 on two residential real estate loans, \$272,000 on nine home equity lines and loans, \$194,000 on 19 other consumer loans, and \$52,000 on a single C&I loan. During the third quarter of 2015, there were no individual charges greater than \$250,000.

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(In thousands):	Balance at June 30, 2015	New NPA	Advances/ Capitalized Costs	Pay-downs /Sales /Upgrades	Charge-offs/ Write-downs	Transfers to Foreclosed Assets	Category Changes	Balance at March 31, 2015
Real estate mortgage:								
Residential	\$ 4,922	\$ 78		\$ (179)	\$ (128)	\$ (82)		\$ 5,233
Commercial	23,482	3,991		(8,686)				28,177
Consumer								
Home equity lines	9,461	465	11	(490)	(84)	(227)		9,786
Home equity loans	1,441	275	1	(59)	(117)	(22)		1,363
Auto indirect		1		(11)	(4)			14
Other consumer	197	96			(34)			135
Commercial (C&I)	242	64		(1,859)	(5)			2,042
Construction:								
Residential	47	8		(2,259)		(75)		2,373
Commercial	88			(6)				94
Total nonperforming loans	39,880	4,978	12	(13,549)	(372)	(406)		49,217
Noncovered foreclosed assets	5,393		195	(925)	(175)	406	445	5,447
Covered foreclosed assets							(445)	445
Total nonperforming assets	\$ 45,273	\$ 4,978	\$ 207	\$ (14,474)	\$ (547)			\$ 55,109

The table above does not include deposit overdraft charge-offs.

Nonperforming assets decreased during the second quarter of 2015 by \$9,836,000 (17.9%) to \$45,273,000 at June 30, 2015 compared to \$55,109,000 at March 31, 2015. The decrease in nonperforming assets during the second quarter of 2015 was primarily the result of new nonperforming loans of \$4,978,000, advances on existing nonperforming loans and capitalized costs on foreclosed assets of \$207,000, less pay-downs, sales or upgrades of nonperforming loans to performing status totaling \$13,549,000, less dispositions of foreclosed assets totaling \$925,000, less loan charge-offs of \$372,000, and less write-downs of foreclosed assets of \$175,000.

The \$4,978,000 in new nonperforming loans during the second quarter of 2015 was comprised of increases of \$78,000 on three residential real estate loans, \$3,991,000 on eight commercial real estate loans, \$740,000 on 12 home equity lines and loans, \$1,000 on two indirect auto loans, \$96,000 on 15 consumer loans, \$64,000 on three C&I loans, and \$8,000 on a single residential real estate loan.

The \$3,991,000 in new nonperforming commercial real estate loans was primarily made up of one loan in the amount of \$2,038,000 secured by a commercial retail property in central California, one loan in the amount of \$836,000 secured by a multi-family property in northern California, three loans totaling \$588,000 secured by a commercial warehouse in central California, and one loan in the amount of \$466,000 secured by a single family residence in central California. Related charge-offs are discussed below.

The \$13,549,000 in pay-downs, sales or upgrades of loans in the second quarter of 2015 was comprised of decreases of \$179,000 on 37 residential real estate loans, \$8,686,000 on 44 commercial real estate loans, \$549,000 on 135 home equity lines and loans, \$11,000 on eight auto indirect loans, \$1,859,000 on 11 C&I loans, \$2,259,000 on three residential construction loans and \$6,000 on two commercial construction loans.

The \$8,686,000 reduction in nonperforming commercial real estate loans was primarily made up of one upgrade in the amount of \$328,000 on a loan secured by commercial office property in northern California, and upgrades on four loans secured by commercial office and warehouse properties in central California in the amount of \$7,375,000.

The \$1,859,000 in reduction in nonperforming C&I loans was primarily made up of pay-downs in the amount of \$1,844,000 on three loans in northern California secured by general business assets.

The \$2,259,000 in reduction in nonperforming residential construction loans was primarily made up of a pay-down in the amount of \$2,250,000 on a loan secured by residential development land in central California.

Loan charge-offs during the three months ended June 30, 2015

In the second quarter of 2015, the Company recorded \$372,000 in loan charge-offs and \$142,000 in deposit overdraft charge-offs less \$448,000 in loan recoveries and \$99,000 in deposit overdraft recoveries resulting in \$32,000 of net recoveries. Primary causes of the loan charges taken in the second quarter of 2015 were gross charge-offs of \$128,000 on three residential real estate loans, \$201,000 on nine home equity lines and loans, \$4,000 on two indirect auto loans, \$34,000 on 13 other consumer loans, and \$5,000 on three C&I loans. During the second quarter of 2015, there were no individual charges greater than \$250,000.

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(In thousands):	Balance at March 31, 2015	New NPA	Advances/ Capitalized Costs	Pay-downs /Sales /Upgrades	Charge-offs/ Write-downs	Transfers to Foreclosed Assets	Category Changes	Balance at December 31, 2014
Real estate mortgage:								
Residential	\$ 5,233	\$ 617		\$ (141)	\$ (81)	\$ (55)	\$ 280	\$ 4,613
Commercial	28,177	4,042	63	(1,300)		(971)		26,343
Consumer								
Home equity lines	9,786	786	52	(683)	(341)	(217)	(187)	10,376
Home equity loans	1,363	137		(37)	(11)		(93)	1,367
Auto indirect	14			(4)				18
Other consumer	135	68	6	(12)	(113)			186
Commercial (C&I)	2,042	534		(144)	(534)			2,186
Construction:								
Residential	2,373			(28)				2,401
Commercial	94			(5)				99
Total nonperforming loans	49,217	6,184	121	(2,354)	(1,080)	(1,243)		47,589
Noncovered foreclosed assets	5,447		316	(495)	(66)	1,243		4,449
Covered foreclosed assets	445							445
Total nonperforming assets	\$ 55,109	\$ 6,184	\$ 437	\$ (2,849)	\$ (1,146)			\$ 52,483

The table above does not include deposit overdraft charge-offs.

Nonperforming assets increased during the first quarter of 2015 by \$2,626,000 (5.0%) to \$55,109,000 at March 31, 2015 compared to \$52,483,000 at December 31, 2014. The increase in nonperforming assets during the first quarter of 2015 was primarily the result of new nonperforming loans of \$6,184,000, advances on existing nonperforming loans and capitalized costs on foreclosed assets of \$121,000, less pay-downs, sales or upgrades of nonperforming loans to performing status totaling \$2,038,000, less dispositions of foreclosed assets totaling \$495,000, less loan charge-offs of \$1,080,000, and less write-downs of foreclosed assets of \$66,000.

The \$6,184,000 in new nonperforming loans during the first quarter of 2015 was comprised of increases of \$617,000 on two residential real estate loans, \$4,042,000 on four commercial real estate loans, \$923,000 on 13 home equity lines and loans, \$68,000 on 26 consumer loans, and \$534,000 on nine C&I loans.

The \$617,000 in new nonperforming residential real estate loans was primarily comprised of a single loan in the amount of \$594,000 secured by a single family residence in northern California.

The \$4,042,000 in new nonperforming commercial real estate loans was primarily made up of one loan in the amount of \$2,904,000 secured by a commercial retail property in northern California, one loan in the amount of \$690,000

secured by hospitality real estate in northern California, and one loan in the amount of \$328,000 secured by a commercial office property in northern California.

The \$534,000 in new nonperforming commercial and industrial loan was primarily comprised of a single lending relationship in the amount of \$479,000 secured by various non-real estate business assets in central California. Related charge-offs are discussed below.

Loan charge-offs during the three months ended March 31, 2015

In the first quarter of 2015, the Company recorded \$1,080,000 in loan charge-offs and \$155,000 in deposit overdraft charge-offs less \$390,000 in loan recoveries and \$118,000 in deposit overdraft recoveries resulting in \$727,000 of net charge-offs. Primary causes of the loan charges taken in the first quarter of 2015 were gross charge-offs of \$81,000 on two residential real estate loans, \$352,000 on 10 home equity lines and loans, \$113,000 on 29 other consumer loans, and \$534,000 on eight C&I loans.

The \$534,000 in charge-offs the Bank incurred in its commercial and industrial portfolio was primarily the result of \$479,000 in charge-offs incurred on a single relationship secured by various non-real estate business assets in central California. The remaining \$55,000 was spread over four loans spread throughout the Company's footprint.

Differences between the amounts explained in this section and the total charge-offs listed for a particular category are generally made up of individual charges of less than \$250,000 each. Generally losses are triggered by non-performance by the borrower and calculated based on any difference between the current loan amount and the current value of the underlying collateral less any estimated costs associated with the disposition of the collateral.

Allowance for Loan Losses

The Company's allowance for loan losses is comprised of allowances for originated, PNCI and PCI loans. All such allowances are established through a provision for loan losses charged to expense.

Originated and PNCI loans, and deposit related overdrafts are charged against the allowance for originated loan losses when Management believes that the collectability of the principal is unlikely or, with respect to consumer installment loans, according to an established delinquency schedule. The allowances for originated and PNCI loan losses are amounts that Management believes will be adequate to absorb probable losses inherent in existing originated loans, based on evaluations of the collectability, impairment and prior loss experience of those loans and leases. The evaluations take into consideration such factors as changes in the nature and size of the portfolio, overall portfolio quality, loan concentrations, specific problem

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loans, and current economic conditions that may affect the borrower's ability to pay. The Company defines an originated or PNCI loan as impaired when it is probable the Company will be unable to collect all amounts due according to the contractual terms of the loan agreement. Impaired originated and PNCI loans are measured based on the present value of expected future cash flows discounted at the loan's original effective interest rate. As a practical expedient, impairment may be measured based on the loan's observable market price or the fair value of the collateral if the loan is collateral dependent. When the measure of the impaired loan is less than the recorded investment in the loan, the impairment is recorded through a valuation allowance.

In situations related to originated and PNCI loans where, for economic or legal reasons related to a borrower's financial difficulties, the Company grants a concession for other than an insignificant period of time to the borrower that the Company would not otherwise consider, the related loan is classified as a troubled debt restructuring (TDR). The Company strives to identify borrowers in financial difficulty early and work with them to modify to more affordable terms before their loan reaches nonaccrual status. These modified terms may include rate reductions, principal forgiveness, payment forbearance and other actions intended to minimize the economic loss and to avoid foreclosure or repossession of the collateral. In cases where the Company grants the borrower new terms that provide for a reduction of either interest or principal, the Company measures any impairment on the restructuring as noted above for impaired loans. TDR loans are classified as impaired until they are fully paid off or charged off. Loans that are in nonaccrual status at the time they become TDR loans, remain in nonaccrual status until the borrower demonstrates a sustained period of performance which the Company generally believes to be six consecutive months of payments, or equivalent. Otherwise, TDR loans are subject to the same nonaccrual and charge-off policies as noted above with respect to their restructured principal balance.

Credit risk is inherent in the business of lending. As a result, the Company maintains an allowance for loan losses to absorb losses inherent in the Company's originated and PNCI loan portfolios. These are maintained through periodic charges to earnings. These charges are included in the Consolidated Income Statements as provision for loan losses. All specifically identifiable and quantifiable losses are immediately charged off against the allowance. However, for a variety of reasons, not all losses are immediately known to the Company and, of those that are known, the full extent of the loss may not be quantifiable at that point in time. The balance of the Company's allowances for originated and PNCI loan losses are meant to be an estimate of these unknown but probable losses inherent in these portfolios.

The Company formally assesses the adequacy of the allowance for originated and PNCI loan losses on a quarterly basis. Determination of the adequacy is based on ongoing assessments of the probable risk in the outstanding originated and PNCI loan portfolios, and to a lesser extent the Company's originated and PNCI loan commitments. These assessments include the periodic re-grading of credits based on changes in their individual credit characteristics including delinquency, seasoning, recent financial performance of the borrower, economic factors, changes in the interest rate environment, growth of the portfolio as a whole or by segment, and other factors as warranted. Loans are initially graded when originated or acquired. They are re-graded as they are renewed, when there is a new loan to the same borrower, when identified facts demonstrate heightened risk of nonpayment, or if they become delinquent. Re-grading of larger problem loans occurs at least quarterly. Confirmation of the quality of the grading process is obtained by independent credit reviews conducted by consultants specifically hired for this purpose and by various bank regulatory agencies.

The Company's method for assessing the appropriateness of the allowance for originated and PNCI loan losses includes specific allowances for impaired loans and leases, formula allowance factors for pools of credits, and allowances for changing environmental factors (e.g., interest rates, growth, economic conditions, etc.). Allowance factors for loan pools are based on historical loss experience by product type and prior risk rating. Allowances for impaired loans are based on analysis of individual credits. Allowances for changing environmental factors are Management's best estimate of the probable impact these changes have had on the originated or PNCI loan portfolio as

a whole. The allowances for originated and PNCI loans are included in the allowance for loan losses.

As noted above, the allowances for originated and PNCI loan losses consists of a specific allowance, a formula allowance, and an allowance for environmental factors. The first component, the specific allowance, results from the analysis of identified credits that meet management's criteria for specific evaluation. These loans are reviewed individually to determine if such loans are considered impaired. Impaired loans are those where management has concluded that it is probable that the borrower will be unable to pay all amounts due under the contractual terms. Impaired loans are specifically reviewed and evaluated individually by management for loss potential by evaluating sources of repayment, including collateral as applicable, and a specified allowance for loan losses is established where necessary.

The second component of the allowance for originated and PNCI loan losses, the formula allowance, is an estimate of the probable losses that have occurred across the major loan categories in the Company's originated and PNCI loan portfolios. This analysis is based on loan grades by pool and the loss history of these pools. This analysis covers the Company's entire originated and PNCI loan portfolios including unused commitments but excludes any loans that were analyzed individually and assigned a specific allowance as discussed above. The total amount allocated for this component is determined by applying loss estimation factors to outstanding loans and loan commitments. The loss factors were previously based primarily on the Company's historical loss experience tracked over a five-year period and adjusted as appropriate for the

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input of current trends and events. Because historical loss experience varies for the different categories of originated loans, the loss factors applied to each category also differed. In addition, there is a greater chance that the Company would suffer a loss from a loan that was risk rated less than satisfactory than if the loan was last graded satisfactory. Therefore, for any given category, a larger loss estimation factor was applied to less than satisfactory loans than to those that the Company last graded as satisfactory. The resulting formula allowance was the sum of the allocations determined in this manner.

The third component of the allowances for originated and PNCI loan losses, the environmental factor allowance, is a component that is not allocated to specific loans or groups of loans, but rather is intended to absorb losses that may not be provided for by the other components. There are several primary reasons that the other components discussed above might not be sufficient to absorb the losses present in the originated and PNCI loan portfolios, and the environmental factor allowance is used to provide for the losses that have occurred because of them.

The first reason is that there are limitations to any credit risk grading process. The volume of originated and PNCI loans makes it impractical to re-grade every loan every quarter. Therefore, it is possible that some currently performing originated or PNCI loans not recently graded will not be as strong as their last grading and an insufficient portion of the allowance will have been allocated to them. Grading and loan review often must be done without knowing whether all relevant facts are at hand. Troubled borrowers may deliberately or inadvertently omit important information from reports or conversations with lending officers regarding their financial condition and the diminished strength of repayment sources.

The second reason is that the loss estimation factors are based primarily on historical loss totals. As such, the factors may not give sufficient weight to such considerations as the current general economic and business conditions that affect the Company's borrowers and specific industry conditions that affect borrowers in that industry. The factors might also not give sufficient weight to other environmental factors such as changing economic conditions and interest rates, portfolio growth, entrance into new markets or products, and other characteristics as may be determined by Management.

Specifically, in assessing how much environmental factor allowance needed to be provided, management considered the following:

with respect to the economy, management considered the effects of changes in GDP, unemployment, CPI, debt statistics, housing starts, housing sales, auto sales, agricultural prices, home affordability, and other economic factors which serve as indicators of economic health and trends and which may have an impact on the performance of our borrowers, and

with respect to changes in the interest rate environment, management considered the recent changes in interest rates and the resultant economic impact it may have had on borrowers with high leverage and/or low profitability; and

with respect to changes in energy prices, management considered the effect that increases, decreases or volatility may have on the performance of our borrowers, and

with respect to loans to borrowers in new markets and growth in general, management considered the relatively short seasoning of such loans and the lack of experience with such borrowers, and

with respect to loans that have not yet been identified as impaired, management considered the volume and severity of past due loans.

Each of these considerations was assigned a factor and applied to a portion or the entire originated and PNCI loan portfolios. Since these factors are not derived from experience and are applied to large non-homogeneous groups of loans, they are available for use across the portfolio as a whole.

During the three months ended March 31, 2014, the Company modified its methodology used to determine the allowance for changing environmental factors by adding a new environmental factor based on the California Home Affordability Index (CHAI). The CHAI measures the percentage of households in California that can afford to purchase the median priced home in California based on current home prices and mortgage interest rates. The use of the CHAI environmental factor consists of comparing the current CHAI to its historical baseline, and allows management to consider the adverse impact that a lower than historical CHAI may have on general economic activity and the performance of our borrowers. Based on an analysis of historical data, management believes this environmental factor gives a better estimate of current economic activity compared to other environmental factors that may lag current economic activity to some extent. This change in methodology resulted in no change to the allowance for loan losses as of March 31, 2014 compared to what it would have been without this change in methodology.

During the three months ended June 30, 2014, the Company refined the method it uses to evaluate historical losses for the purpose of estimating the pool allowance for unimpaired loans. In the third quarter of 2010, the Company moved from a six point grading system (Grades A-F) to a nine point risk rating system (Risk Ratings 1-9), primarily to allow for more distinction within the Pass risk rating. Initially, there was not sufficient loss experience within the nine point scale to complete a migration analysis for all nine risk ratings, all loans risk rated Pass or 2-5 were grouped together, a loss rate was calculated for that group, and that loss rate was established as the loss rate for risk rating 4. The reserve ratios for risk ratings 2, 3 and 5 were then interpolated from that figure. As of June 30, 2014, the Company was able to compile twelve quarters of

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historical loss information for all risk ratings and use that information to calculate the loss rates for each of the nine risk ratings without interpolation. This refinement led to an increase of \$1,438,000 in the reserve requirement for unimpaired loans, driven primarily by home equity lines of credit with a risk rating of 5 or Pass-Watch.

During the three months ended September 30, 2015, the Company modified its methodology used to determine the allowance for home equity lines of credit that are about to exit their revolving period, or have recently entered into their amortization period and are now classified as home equity loans. This change in methodology increased the required allowance for such lines and loans by \$859,000, and \$459,000, respectively, and represents the increase in estimated incurred losses in these lines and loans as of September 30, 2015 due to higher required contractual principal and interest payments of such lines and loans.

Acquired loans are valued as of acquisition date in accordance with FASB ASC Topic 805, *Business Combinations*. Loans purchased with evidence of credit deterioration since origination for which it is probable that all contractually required payments will not be collected are referred to as purchased credit impaired (PCI) loans. PCI loans are accounted for under FASB ASC Topic 310-30, *Loans and Debt Securities Acquired with Deteriorated Credit Quality*. In addition, because of the significant credit discounts associated with the loans acquired in the Granite acquisition, the Company elected to account for all loans acquired in the Granite acquisition under FASB ASC Topic 310-30, and classify them all as PCI loans. Under FASB ASC Topic 805 and FASB ASC Topic 310-30, PCI loans are recorded at fair value at acquisition date, factoring in credit losses expected to be incurred over the life of the loan. Accordingly, an allowance for loan losses is not carried over or recorded as of the acquisition date. Fair value is defined as the present value of the future estimated principal and interest payments of the loan, with the discount rate used in the present value calculation representing the estimated effective yield of the loan. The difference between contractual future payments and estimated future payments is referred to as the nonaccretable difference. The difference between estimated future payments and the present value of the estimated future payments is referred to as the accretable yield. The accretable yield represents the amount that is expected to be recorded as interest income over the remaining life of the loan. If after acquisition, the Company determines that the future cash flows of a PCI loan are expected to be more than the originally estimated, an increase in the discount rate (effective yield) would be made such that the newly increased accretable yield would be recognized, on a level yield basis, over the remaining estimated life of the loan. If after acquisition, the Company determines that the future cash flows of a PCI loan are expected to be less than the previously estimated, the discount rate would first be reduced until the present value of the reduced cash flow estimate equals the previous present value however, the discount rate may not be lowered below its original level. If the discount rate has been lowered to its original level and the present value has not been sufficiently lowered, an allowance for loan loss would be established through a provision for loan losses charged to expense to decrease the present value to the required level. If the estimated cash flows improve after an allowance has been established for a loan, the allowance may be partially or fully reversed depending on the improvement in the estimated cash flows. Only after the allowance has been fully reversed may the discount rate be increased. PCI loans are put on nonaccrual status when cash flows cannot be reasonably estimated. PCI loans are charged off when evidence suggests cash flows are not recoverable. Foreclosed assets from PCI loans are recorded in foreclosed assets at fair value with the fair value at time of foreclosure representing cash flow from the loan. ASC 310-30 allows PCI loans with similar risk characteristics and acquisition time frame to be pooled and have their cash flows aggregated as if they were one loan.

Table of Contents**The Components of the Allowance for Loan Losses**

The following table sets forth the Bank's allowance for loan losses as of the dates indicated (dollars in thousands):

	2015	2014	December 31,		
			2013	2012	2011
Allowance for originated and PNCI loan losses:					
Specific allowance	\$ 2,890	\$ 4,267	\$ 3,975	\$ 4,505	\$ 5,993
Formula allowance	20,603	22,076	24,611	29,314	32,023
Environmental factors allowance	9,625	6,815	5,619	3,919	3,687
Allowance for originated and PNCI loan losses	33,118	33,158	34,205	37,738	41,703
Allowance for PCI loan losses	2,893	3,427	4,040	4,910	4,211
Allowance for loan losses	\$ 36,011	\$ 36,585	\$ 38,245	\$ 42,648	\$ 45,914

Allowance for loan losses to loans	1.43%	1.60%	2.29%	2.73%	2.96%
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Based on the current conditions of the loan portfolio, management believes that the \$36,011,000 allowance for loan losses at December 31, 2015 is adequate to absorb probable losses inherent in the Bank's loan portfolio. No assurance can be given, however, that adverse economic conditions or other circumstances will not result in increased losses in the portfolio.

The following table summarizes the allocation of the allowance for loan losses between loan types:

(dollars in thousands)	2015	2014	December 31,		
			2013	2012	2011
Real estate mortgage	\$ 13,950	\$ 12,313	\$ 12,854	\$ 12,305	\$ 15,621
Consumer	15,079	18,201	18,238	23,461	20,506
Commercial	5,271	4,226	4,331	4,703	6,545
Real estate construction	1,711	1,845	2,822	2,179	3,242
Total allowance for loan losses	\$ 36,011	\$ 36,585	\$ 38,245	\$ 42,648	\$ 45,914

The following table summarizes the allocation of the allowance for loan losses between loan types as a percentage of the total allowance for loan losses:

	2015	2014	December 31,		
			2013	2012	2011
Real estate mortgage	38.7%	33.7%	33.6%	28.9%	34.0%
Consumer	41.9%	49.7%	47.7%	55.0%	44.7%
Commercial	14.6%	11.6%	11.3%	11.0%	14.2%

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Real estate construction	4.8%	5.0%	7.4%	5.1%	7.1%
Total allowance for loan losses	100.0%	100.0%	100.0%	100.0%	100.0%

The following table summarizes the allocation of the allowance for loan losses between loan types as a percentage of the total loans:

	December 31,				
	2015	2014	2013	2012	2011
Real estate mortgage	0.77%	0.76%	1.16%	1.22%	1.62%
Consumer	3.81%	4.36%	4.76%	6.08%	5.05%
Commercial	2.70%	2.42%	3.28%	3.47%	4.70%
Real estate construction	1.42%	2.46%	5.75%	6.59%	8.18%
Total allowance for loan losses	1.43%	1.60%	2.29%	2.73%	2.96%

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The following tables summarize the activity in the allowance for loan losses, reserve for unfunded commitments, and allowance for losses (which is comprised of the allowance for loan losses and the reserve for unfunded commitments) for the years indicated (dollars in thousands):

	Year ended December 31,				
	2015	2014	2013	2012	2011
Allowance for loan losses:					
Balance at beginning of period	\$ 36,585	\$ 38,245	\$ 42,648	\$ 45,914	\$ 42,571
(Benefit from) provision for loan losses	(2,210)	(4,045)	(715)	9,423	23,060
Loans charged off:					
Real estate mortgage:					
Residential	(224)	(171)	(46)	(1,558)	(1,655)
Commercial		(110)	(2,038)	(3,457)	(4,451)
Consumer:					
Home equity lines	(694)	(1,094)	(2,651)	(8,042)	(9,746)
Home equity loans	(242)	(29)	(94)	(385)	(789)
Auto indirect	(4)	(3)	(68)	(83)	(427)
Other consumer	(972)	(599)	(887)	(1,202)	(1,158)
Commercial	(680)	(479)	(1,599)	(1,251)	(2,534)
Construction:					
Residential		(4)	(20)	(406)	(634)
Commercial		(69)	(140)	(100)	(653)
Total loans charged off	(2,816)	(2,558)	(7,543)	(16,484)	(22,047)
Recoveries of previously charged-off loans:					
Real estate mortgage:					
Residential	204	2	345	147	126
Commercial	243	540	994	1,020	127
Consumer:					
Home equity lines	666	960	1,053	398	573
Home equity loans	252	34	41	100	45
Auto indirect	42	86	195	215	379
Other consumer	500	495	759	860	839
Commercial	677	1,268	340	643	173
Construction:					
Residential	1,728	1,377	63	412	28
Commercial	140	181	65		40
Total recoveries of previously charged off loans	4,452	4,943	3,855	3,795	2,330
Net charge-offs	1,636	2,385	(3,688)	(12,689)	(19,717)
Balance at end of period	\$ 36,011	\$ 36,585	\$ 38,245	\$ 42,648	\$ 45,914

	Year ended December 31,				
	2015	2014	2013	2012	2011
Reserve for unfunded commitments:					
Balance at beginning of period	\$ 2,145	\$ 2,415	\$ 3,615	\$ 2,740	\$ 2,640
Provision for losses unfunded commitments	330	(270)	(1,200)	875	100
Balance at end of period	\$ 2,475	\$ 2,145	\$ 2,415	\$ 3,615	\$ 2,740
Balance at end of period:					
Allowance for loan losses	\$ 36,011	\$ 36,585	\$ 38,245	\$ 42,648	\$ 45,914
Reserve for unfunded commitments	2,475	2,145	2,415	3,615	2,740
Allowance for loan losses and reserve for unfunded commitments	\$ 38,486	\$ 38,730	\$ 40,660	\$ 46,263	\$ 48,654
As a percentage of total loans at end of period:					
Allowance for loan losses	1.43%	1.60%	2.29%	2.73%	2.96%
Reserve for unfunded commitments	0.10%	0.10%	0.14%	0.23%	0.18%
Allowance for loan losses and reserve for unfunded commitments	1.53%	1.70%	2.43%	2.96%	3.14%
Average total loans	\$ 2,389,437	\$ 1,847,749	\$ 1,610,725	\$ 1,552,540	\$ 1,442,821
Ratios:					
Net charge-offs during period to average loans outstanding during period	(0.07)%	(0.13)%	0.23%	0.82%	1.37%
Provision for loan losses to average loans outstanding	(0.09)%	(0.22)%	(0.04)%	0.61%	1.60%
Allowance for loan losses to loans at year end	1.43%	1.60%	2.29%	2.73%	2.96%

Table of Contents**Foreclosed Assets, Net of Allowance for Losses**

The following tables detail the components and summarize the activity in foreclosed assets, net of allowances for losses for the years indicated (dollars in thousands):

(dollars in thousands):	Balance at December 31, 2015	New NPA	Advances/ Capitalized Costs	Sales	Valuation Adjustments	Transfers from Loans	Category Changes	Balance at December 31, 2014
Noncovered:								
Land & Construction	\$ 2,491			\$ (61)	\$ (20)	\$ 153	\$ 445	\$ 1,974
Residential real estate	1,787		\$ 195	(3,374)	(276)	3,620		1,622
Commercial real estate	1,091			(1,023)	(206)	1,467		853
Total noncovered	5,369		195	(4,458)	(502)	5,240	445	4,449
Covered:								
Land & Construction							(445)	445
Residential real estate								
Commercial real estate								
Total covered							(445)	445
Total foreclosed assets	\$ 5,369		\$ 195	\$ (4,458)	\$ (502)	\$ 5,240		\$ 4,894

(dollars in thousands):	Balance at December 31, 2014	New NPA	Advances/ Capitalized Costs	Sales	Valuation Adjustments	Transfers from Loans	Category Changes	Balance at December 31, 2013
Noncovered:								
Land & Construction	\$ 1,974	\$ 204		\$ (603)	\$ (50)	\$ 1,845		\$ 578
Residential real estate	1,622	244	\$ 462	(2,621)	(87)	1,680		1,944
Commercial real estate	853	247		(4,167)	(59)	1,766		3,066
Total noncovered	4,449	695	462	(7,391)	(196)	5,291		5,588
Covered:								
Land & Construction	445			(217)	(12)			674
Residential real estate								
Commercial real estate								
Total covered	445			(217)	(12)			674
Total foreclosed assets	\$ 4,894	\$ 695	\$ 462	\$ (7,608)	\$ (208)	\$ 5,291		\$ 6,262

Premises and Equipment

Premises and equipment were comprised of:

	December 31, 2015	December 31, 2014
	(In thousands)	
Land & land improvements	\$ 8,909	\$ 8,933
Buildings	38,643	39,638
Furniture and equipment	31,081	28,446
	78,633	77,017
Less: Accumulated depreciation	(35,518)	(33,570)
	43,115	43,447
Construction in progress	696	46
Total premises and equipment	\$ 43,811	\$ 43,493

During the year ended December 31, 2014, premises and equipment increased \$318,000 due to purchases of \$5,489,000, that were partially offset by depreciation of \$5,034,000 and disposals of premises and equipment with net book value of \$137,000.

Intangible Assets

Intangible assets at December 31, 2015 and 2014 were comprised of the following:

	December 31,	
	2015	2014
	(In thousands)	
Core-deposit intangible	\$ 5,894	\$ 7,051
Goodwill	63,462	63,462
Total intangible assets	\$ 69,356	\$ 70,513

The core-deposit intangible asset resulted from the Company's acquisition of North Valley Bancorp in 2014, Citizens in 2011, and Granite in 2010. The goodwill intangible asset includes \$47,943,000 from the North Valley Bancorp acquisition in 2014, and \$15,519,000 from the North State National Bank acquisition in 2003. Amortization of core deposit intangible assets amounting to \$1,157,000, \$446,000, and \$209,000 was recorded in 2015, 2014, and 2013, respectively.

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Deposits

See Note 13 to the consolidated financial statements at Item 8 of this report for information about the Company's deposits.

Long-Term Debt

See Note 16 to the consolidated financial statements at Item 8 of this report for information about the Company's other borrowings, including long-term debt.

Junior Subordinated Debt

See Note 17 to the consolidated financial statements at Item 8 of this report for information about the Company's junior subordinated debt.

Equity

See Note 19 and Note 29 in the consolidated financial statements at Item 8 of this report for a discussion of shareholders' equity and regulatory capital, respectively. Management believes that the Company's capital is adequate to support anticipated growth, meet the cash dividend requirements of the Company and meet the future risk-based capital requirements of the Bank and the Company.

Market Risk Management

Overview. The goal for managing the assets and liabilities of the Bank is to maximize shareholder value and earnings while maintaining a high quality balance sheet without exposing the Bank to undue interest rate risk. The Board of Directors has overall responsibility for the Company's interest rate risk management policies. The Bank has an Asset and Liability Management Committee (ALCO) which establishes and monitors guidelines to control the sensitivity of earnings to changes in interest rates.

Asset/Liability Management. Activities involved in asset/liability management include but are not limited to lending, accepting and placing deposits, investing in securities and issuing debt. Interest rate risk is the primary market risk associated with asset/liability management. Sensitivity of earnings to interest rate changes arises when yields on assets change in a different time period or in a different amount from that of interest costs on liabilities. To mitigate interest rate risk, the structure of the balance sheet is managed with the goal that movements of interest rates on assets and liabilities are correlated and contribute to earnings even in periods of volatile interest rates. The asset/liability management policy sets limits on the acceptable amount of variance in net interest margin and market value of equity under changing interest environments. Market value of equity is the net present value of estimated cash flows from the Bank's assets, liabilities and off-balance sheet items. The Bank uses simulation models to forecast net interest margin and market value of equity.

Simulation of net interest margin and market value of equity under various interest rate scenarios is the primary tool used to measure interest rate risk. Using computer-modeling techniques, the Bank is able to estimate the potential impact of changing interest rates on net interest margin and market value of equity. A balance sheet forecast is prepared using inputs of actual loan, securities and interest-bearing liability (i.e. deposits/borrowings) positions as the beginning base.

In the simulation of net interest income, the forecast balance sheet is processed against various interest rate scenarios. These various interest rate scenarios include a flat rate scenario, which assumes interest rates are unchanged in the future, and rate ramp scenarios including -100, +100, and +200 basis points around the flat scenario. These ramp scenarios assume that interest rates increase or decrease evenly (in a ramp fashion) over a twelve-month period and remain at the new levels beyond twelve months.

The following table summarizes the projected effect on net interest income and net income due to changing interest rates as measured against a flat rate (no interest rate change) scenario over the succeeding twelve month period. The simulation results shown below assume no changes in the structure of the Company's balance sheet over the twelve months being measured (a flat balance sheet scenario), and that deposit rates will track general interest rate changes by approximately 50%:

Interest Rate Risk Simulation of Net Interest Income and Net Income as of December 31, 2015

Change in Interest Rates (Basis Points)	Estimated Change in Net Interest Income (NII) (as % of flat NII)
+200 (ramp)	(1.95%)
+100 (ramp)	(0.90%)
+ 0 (flat)	
-100 (ramp)	(1.32%)

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In the simulation of market value of equity, the forecast balance sheet is processed against various interest rate scenarios. These various interest rate scenarios include a flat rate scenario, which assumes interest rates are unchanged in the future, and rate shock scenarios including -100, +100, and +200 basis points around the flat scenario. These rate shock scenarios assume that interest rates increase or decrease immediately (in a shock fashion) and remain at the new level in the future.

The following table summarizes the effect on market value of equity due to changing interest rates as measured against a flat rate (no change) scenario:

Interest Rate Risk Simulation of Market Value of Equity as of December 31, 2015

Change in Interest Rates (Basis Points)	Estimated Change in Market Value of Equity (MVE) (as % of flat MVE)
+200 (shock)	(10.9%)
+100 (shock)	(4.1%)
+ 0 (flat)	
-100 (shock)	(6.0%)

These results indicate that given a flat balance sheet scenario, and if deposit rates track general interest rate changes by approximately 50%, the Company's balance sheet is slightly liability sensitive over a twelve month time horizon for rates up, and slightly asset sensitive over a twelve month time horizon for rates down. Liability sensitive implies that net interest income decreases when interest rates rise and increase when interest rates decrease. Asset sensitive implies that net interest income increases when interest rates rise and decrease when interest rates decrease. Neutral sensitivity implies that net interest income does not change when interest rates change. The asset liability management policy limits aggregate market risk, as measured in this fashion, to an acceptable level within the context of risk-return trade-offs.

The simulation results noted above do not incorporate any management actions that might moderate the negative consequences of interest rate deviations. In addition, the simulation results noted above contain various assumptions such as a flat balance sheet, and the rate that deposit interest rates change as general interest rates change. Therefore, they do not reflect likely actual results, but serve as estimates of interest rate risk.

As with any method of measuring interest rate risk, certain shortcomings are inherent in the method of analysis presented in the preceding tables. For example, although certain of the Company's assets and liabilities may have similar maturities or repricing time frames, they may react in different degrees to changes in market interest rates. In addition, the interest rates on certain of the Company's asset and liability categories may precede, or lag behind, changes in market interest rates. Also, the actual rates of prepayments on loans and investments could vary significantly from the assumptions utilized in deriving the results as presented in the preceding tables. Further, a change in U.S. Treasury rates accompanied by a change in the shape of the treasury yield curve could result in different estimations from those presented herein. Accordingly, the results in the preceding tables should not be relied upon as indicative of actual results in the event of changing market interest rates. Additionally, the resulting estimates of changes in market value of equity are not intended to represent, and should not be construed to represent, estimates of changes in the underlying value of the Company.

Interest rate sensitivity is a function of the repricing characteristics of the Company's portfolio of assets and liabilities. One aspect of these repricing characteristics is the time frame within which the interest-bearing assets and liabilities

are subject to change in interest rates either at replacement, repricing or maturity. An analysis of the repricing time frames of interest-bearing assets and liabilities is sometimes called a "gap" analysis because it shows the gap between assets and liabilities repricing or maturing in each of a number of periods. Another aspect of these repricing characteristics is the relative magnitude of the repricing for each category of interest earning asset and interest-bearing liability given various changes in market interest rates. Gap analysis gives no indication of the relative magnitude of repricing given various changes in interest rates. Interest rate sensitivity management focuses on the maturity of assets and liabilities and their repricing during periods of changes in market interest rates. Interest rate sensitivity gaps are measured as the difference between the volumes of assets and liabilities in the Company's current portfolio that are subject to repricing at various time horizons.

The following interest rate sensitivity table shows the Company's repricing gaps as of December 31, 2014. In this table transaction deposits, which may be repriced at will by the Company, have been included in the less than 3-month category. The inclusion of all of the transaction deposits in the less than 3-month repricing category causes the Company to appear liability sensitive. Because the Company may reprice its transaction deposits at will, transaction deposits may or may not reprice immediately with changes in interest rates.

Due to the limitations of gap analysis, as described above, the Company does not actively use gap analysis in managing interest rate risk. Instead, the Company relies on the more sophisticated interest rate risk simulation model described above as its primary tool in measuring and managing interest rate risk.

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Interest Rate Sensitivity

December 31, 2015

(dollars in thousands)

	Repricing within:				
	Less than 3 months	3 - 6 months	6 - 12 months	1 - 5 years	Over 5 years
Interest-earning assets:					
Cash at Federal Reserve and other banks	\$ 209,156				
Securities	32,961	\$ 34,514	\$ 76,172	\$ 436,098	\$ 551,670
Loans	579,583	130,458	226,164	1,276,356	310,376
Total interest-earning assets	821,700	164,972	302,336	1,712,454	862,046
Interest-bearing liabilities					
Transaction deposits	2,135,501				
Time	146,483	65,757	73,160	54,667	3
Other borrowings	12,328				
Junior subordinated debt	56,470				
Total interest-bearing liabilities	\$ 2,350,782	\$ 65,757	\$ 73,160	\$ 54,667	3
Interest sensitivity gap	\$ (1,529,082)	\$ 99,215	\$ 229,176	\$ 1,657,787	\$ 862,043
Cumulative sensitivity gap	\$ (1,529,082)	\$ (1,429,867)	\$ (1,200,691)	\$ 457,096	\$ 1,319,139
As a percentage of earning assets:					
Interest sensitivity gap	(39.6%)	2.6%	5.9%	42.9%	22.3%
Cumulative sensitivity gap	(39.6%)	(37.0%)	(31.1%)	11.8%	34.1%

Liquidity

Liquidity refers to the Company's ability to provide funds at an acceptable cost to meet loan demand and deposit withdrawals, as well as contingency plans to meet unanticipated funding needs or loss of funding sources. These objectives can be met from either the asset or liability side of the balance sheet. Asset liquidity sources consist of the repayments and maturities of loans, selling of loans, short-term money market investments, maturities of securities and sales of securities from the available-for-sale portfolio. These activities are generally summarized as investing activities in the Consolidated Statement of Cash Flows. Net cash used by investing activities totaled \$604,310,000 in 2015. Net increases in investment and loan balances used \$360,065,000 and \$243,691,000 of cash, respectively.

Liquidity may also be generated from liabilities through deposit growth and borrowings. These activities are included under financing activities in the Consolidated Statement of Cash Flows. In 2015, financing activities provide funds totaling \$242,226,000 due to a \$250,843,000 increase in deposit balances. Dividends paid used \$11,849,000 of cash during 2015. The Bank also had available correspondent banking lines of credit totaling \$15,000,000 at December 31, 2015. In addition, at December 31, 2015 the Company had loans and securities available to pledge towards future borrowings from the Federal Home Loan Bank and the Federal Reserve Bank of up to \$1,768,140,000 and \$186,405,000, respectively. As of December 31, 2015, the Company had \$12,328,000 of other borrowings as described in Note 16 of the consolidated financial statements of the Company and the related notes at Item 8 of this report. While these sources are expected to continue to provide significant amounts of funds in the future, their mix, as well as the possible use of other sources, will depend on future economic and market conditions. Liquidity is also provided or used through the results of operating activities. In 2015, operating activities provided cash of \$54,817,000.

The Company's investment securities available for sale plus cash and cash equivalents in excess of reserve requirements totaled \$637,686,000 at December 31, 2015, which was 15.1% of total assets at that time. This was an increase of \$1,369,000 from \$636,317,000 and decrease from 16.2% of total assets as of December 31, 2014.

Loan demand during 2016 will be dictated by economic and competitive conditions. The Company aggressively solicits non-interest bearing demand deposits and money market checking deposits, which are the least sensitive to interest rates. The growth of deposit balances is subject to heightened competition, the success of the Company's sales efforts, delivery of superior customer service and market conditions. The reduction in the federal funds rate and various Federal Reserve interest rate manipulation efforts have resulted in historic low short-term and long-term interest rates, which could impact deposit volumes in the future. Depending on economic conditions, interest rate levels, and a variety of other conditions, deposit growth may be used to fund loans, to reduce short-term borrowings or purchase investment securities. However, due to concerns such as uncertainty in the general economic environment, competition and political uncertainty, loan demand and levels of customer deposits are not certain.

The principal cash requirements of the Company are dividends on common stock when declared. The Company is dependent upon the payment of cash dividends by the Bank to service its commitments. Shareholder dividends are expected to continue subject to the Board's discretion and continuing evaluation of capital levels, earnings, asset quality and other factors. The Company expects that the cash dividends paid by the Bank to the Company will be sufficient to meet this payment schedule. Dividends from the Bank are subject to certain regulatory restrictions.

The maturity distribution of certificates of deposit in denominations of \$100,000 or more is set forth in the following table. These deposits are generally more rate sensitive than other deposits and, therefore, are more likely to be withdrawn to obtain

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higher yields elsewhere if available. The Bank participates in a program wherein the State of California places time deposits with the Bank at the Bank's option. At December 31, 2015, 2014 and 2013, the Bank had \$50,000,000, \$5,000,000 and \$5,000,000, respectively, of these State deposits.

Certificates of Deposit in Denominations of \$100,000 or More

(dollars in thousands)	Amounts as of December 31,		
	2015	2014	2013
Time remaining until maturity:			
Less than 3 months	\$ 104,368	\$ 66,199	\$ 61,205
3 months to 6 months	31,327	36,166	39,580
6 months to 12 months	34,722	41,787	16,772
More than 12 months	26,747	36,488	40,090
Total	\$ 197,164	\$ 180,640	\$ 157,647

Loan demand also affects the Company's liquidity position. The following table presents the maturities of loans, net of deferred loan costs, at December 31, 2015:

	Within One Year	After One But Within 5 Years	After 5 Years	Total
	(dollars in thousands)			
Loans with predetermined interest rates:				
Real estate mortgage	\$ 35,593	\$ 114,884	\$ 547,497	\$ 697,974
Consumer	3,024	44,579	99,895	147,498
Commercial	5,499	67,811	15,606	88,916
Real estate construction	20,035	4,721	23,690	48,446
	64,151	231,995	686,688	982,834
Loans with floating interest rates:				
Real estate mortgage	22,819	124,052	966,987	1,113,858
Consumer	4,029	6,665	237,091	247,785
Commercial	73,811	9,582	22,604	105,997
Real estate construction	30,002	5,628	36,833	72,463
	130,661	145,927	1,263,515	1,540,103
Total loans	\$ 194,812	\$ 377,922	\$ 1,950,203	\$ 2,522,937

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The maturity distribution and yields of the investment portfolio at December 31, 2015 is presented in the following table. The timing of the maturities indicated in the table below is based on final contractual maturities. Most mortgage-backed securities return principal throughout their contractual lives. As such, the weighted average life of mortgage-backed securities based on outstanding principal balance is usually significantly shorter than the final contractual maturity indicated below. Yields on tax exempt securities are shown on a tax equivalent basis.

	Within One Year Amount	After One Year but Through Five Years Yield	After Five Years but Through Ten Years Amount	After Five Years but Through Ten Years Yield	After Ten Years Amount	After Ten Years Yield	Total Amount	Total Yield	
	(dollars in thousands)								
<u>Securities Available for Sale</u>									
Obligations of US government corporations and agencies		\$ 8,792	2.59%	\$ 24,086	3.42%	\$ 280,804	2.57%	\$ 313,682	2.63%
Obligations of states and political subdivisions		321	6.80%	1,118	6.61%	86,779	5.77%	88,218	5.78%
Corporate bonds									
Marketable equity securities					2,985		2,985		
Total securities available for sale		\$ 9,113	2.74%	\$ 25,204	3.56%	\$ 370,568	3.28%	\$ 404,885	3.29%

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	Within One Year Amount	After One Year but Through Five Years Yield	After Five Years but Through Ten Years Amount	After Five Years but Through Ten Years Yield	After Ten Years Amount	After Ten Years Yield	Total Amount	Total Yield
Securities Held to Maturity								
Obligations of US government corporations and agencies					\$ 711,994	2.65%	\$ 711,994	2.65%
Obligations of states and political subdivisions	\$ 1,147	4.13%	\$ 830	5.80%	12,559	4.14%	14,536	4.23%
Total securities held to maturity	\$ 1,147	4.13%	\$ 830	5.80%	\$ 724,553	2.68%	\$ 726,530	2.68%

Off-Balance Sheet Items

The Bank has certain ongoing commitments under operating and capital leases. See Note 18 of the financial statements at Item 8 of this report for the terms. These commitments do not significantly impact operating results. As of December 31, 2015 commitments to extend credit and commitments related to the Bank's deposit overdraft privilege product were the Bank's only financial instruments with off-balance sheet risk. The Bank has not entered into any material contracts for financial derivative instruments such as futures, swaps, options, etc. Commitments to extend credit were \$713,646,000 and \$673,706,000 at December 31, 2015 and 2014, respectively, and represent 28.4% of the total loans outstanding at year-end 2015 versus 29.5% at December 31, 2014. Commitments related to the Bank's deposit overdraft privilege product totaled \$94,473,000 and \$101,060,000 at December 31, 2015 and 2014, respectively.

Certain Contractual Obligations

The following chart summarizes certain contractual obligations of the Company as of December 31, 2015:

(dollars in thousands)	Total	Less than one year	1-3 years	3-5 years	More than 5 years
Time deposits	\$ 340,070	\$ 285,400	\$ 38,085	\$ 16,582	\$ 3
Other collateralized borrowings, fixed rate of 0.05% payable on January 4, 2016	12,328	12,328			
Junior subordinated:					
TriCo Trust I ⁽¹⁾	20,619				20,619
TriCo Trust II ⁽²⁾	20,619				20,619
North Valley Trust II ⁽³⁾	6,186				6,186
North Valley Trust III ⁽⁴⁾	5,155				5,155
North Valley Trust IV ⁽⁵⁾	10,310				10,310

Operating lease obligations	11,474	3,067	4,155	3,593	659
Deferred compensation ⁽⁶⁾	8,367	1,338	2,134	1,918	2,977
Supplemental retirement plans ⁽⁶⁾	8,127	1,104	1,957	1,576	3,490
Total contractual obligations	\$ 443,255	\$ 303,237	\$ 46,331	\$ 23,669	\$ 70,018

- (1) Junior subordinated debt, adjustable rate of three-month LIBOR plus 3.05%, callable in whole or in part by the Company on a quarterly basis beginning October 7, 2008, matures October 7, 2033.
- (2) Junior subordinated debt, adjustable rate of three-month LIBOR plus 2.55%, callable in whole or in part by the Company on a quarterly basis beginning July 23, 2009, matures July 23, 2034.
- (3) Junior subordinated debt, adjustable rate of three-month LIBOR plus 3.25%, callable in whole or in part by the Company on a quarterly basis beginning April 24, 2008, matures April 24, 2033.
- (4) Junior subordinated debt, adjustable rate of three-month LIBOR plus 2.80%, callable in whole or in part by the Company on a quarterly basis beginning July 23, 2009, matures July 23, 2034.
- (5) Junior subordinated debt, adjustable rate of three-month LIBOR plus 1.33%, callable in whole or in part by the Company on a quarterly basis beginning March 15, 2011, matures March 15, 2036.
- (6) These amounts represent known certain payments to participants under the Company's deferred compensation and supplemental retirement plans. See Note 25 in the financial statements at Item 8 of this report for additional information related to the Company's deferred compensation and supplemental retirement plan liabilities.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

See Market Risk Management under Item 7 of this report which is incorporated herein.

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ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

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TRICO BANCSHARES
CONSOLIDATED BALANCE SHEETS

	At December 31,	
	2015	2014
	(in thousands, except share data)	
Assets:		
Cash and due from banks	\$ 94,305	\$ 93,150
Cash at Federal Reserve and other banks	209,156	517,578
Cash and cash equivalents	303,461	610,728
Investment securities:		
Available for sale	404,885	83,205
Held to maturity	726,530	676,426
Restricted equity securities	16,956	16,956
Loans held for sale	1,873	3,579
Loans	2,522,937	2,282,524
Allowance for loan losses	(36,011)	(36,585)
Total loans, net	2,486,926	2,245,939
Foreclosed assets, net	5,369	4,894
Premises and equipment, net	43,811	43,493
Cash value of life insurance	94,560	92,337
Accrued interest receivable	10,786	9,275
Goodwill	63,462	63,462
Other intangible assets, net	5,894	7,051
Mortgage servicing rights	7,618	7,378
Other assets	48,591	51,735
Total assets	\$ 4,220,722	\$ 3,916,458
Liabilities and Shareholders' Equity:		
Liabilities:		
Deposits:		
Noninterest-bearing demand	\$ 1,155,695	\$ 1,083,900
Interest-bearing	2,475,571	2,296,523
Total deposits	3,631,266	3,380,423
Accrued interest payable	774	978
Reserve for unfunded commitments	2,475	2,145
Other liabilities	65,293	49,192
Other borrowings	12,328	9,276
Junior subordinated debt	56,470	56,272

Total liabilities	3,768,606	3,498,286
Commitments and contingencies (Note 18)		
Shareholders' equity:		
Common stock, no par value: 50,000,000 shares authorized; issued and outstanding:		
22,775,173 at December 31, 2015	247,587	
22,714,964 at December 31, 2014		244,318
Retained earnings	206,307	176,057
Accumulated other comprehensive income, net of tax	(1,778)	(2,203)
Total shareholders' equity	452,116	418,172
Total liabilities and shareholders' equity	\$ 4,220,722	\$ 3,916,458

The accompanying notes are an integral part of these consolidated financial statements.

Table of Contents**TRICO BANCSHARES****CONSOLIDATED STATEMENTS OF INCOME**

	Years ended December 31,		
	2015	2014	2013
	(in thousands, except per share data)		
Interest and dividend income:			
Loans, including fees	\$ 131,836	\$ 103,887	\$ 97,548
Debt securities:			
Taxable	25,303	14,753	6,349
Tax exempt	1,509	505	583
Dividends	2,118	837	387
Interest bearing cash at			
Federal Reserve and other banks	648	1,133	1,693
Total interest and dividend income	161,414	121,115	106,560
Interest expense:			
Deposits	3,434	3,274	3,445
Other borrowings	4	4	4
Junior subordinated debt	1,978	1,403	1,247
Total interest expense	5,416	4,681	4,696
Net interest income	155,998	116,434	101,864
Benefit from reversal of previously provided loan losses	(2,210)	(4,045)	(715)
Net interest income after provision for loan losses	158,208	120,479	102,579
Noninterest income:			
Service charges and fees	31,821	24,236	25,257
Gain on sale of loans	3,064	2,032	5,602
Commissions on sale of non-deposit investment products	3,349	2,995	2,983
Increase in cash value of life insurance	2,786	1,953	1,727
Other	4,327	3,300	1,260
Total noninterest income	45,347	34,516	36,829
Noninterest expense:			
Salaries and related benefits	71,405	57,544	51,936

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Other	59,436	52,835	41,668
Total noninterest expense	130,841	110,379	93,604
Income before income taxes	72,714	44,616	45,804
Provision for income taxes	28,896	18,508	18,405
Net income	\$ 43,818	\$ 26,108	\$ 27,399
Earnings per share:			
Basic	\$ 1.93	\$ 1.47	\$ 1.71
Diluted	\$ 1.91	\$ 1.46	\$ 1.69

The accompanying notes are an integral part of these consolidated financial statements.

Table of Contents**TRICO BANCSHARES****CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

	Years ended December 31,		
	2015	2014	2013
	(in thousands, except per share data)		
Net income	\$ 43,818	\$ 26,108	\$ 27,399
Other comprehensive (loss) income, net of tax:			
Unrealized holding losses on securities arising during the period	(1,098)	(94)	(2,452)
Change in minimum pension liability	1,246	(4,114)	1,750
Change in joint beneficiary agreement liability	277	148	400
Other comprehensive (loss) income	425	(4,060)	(302)
Comprehensive income	\$ 44,243	\$ 22,048	\$ 27,097

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

TRICO BANCSHARES**CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY****Years Ended December 31, 2015, 2014 and 2013**

	Shares of Common Stock	Common Stock (in thousands, except share data)	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total
Balance at December 31, 2012	16,000,838	\$ 85,561	\$ 141,639	\$ 2,159	\$ 229,359
Net income			27,399		27,399
Other comprehensive loss				(302)	(302)
Stock option vesting		1,151			1,151
Stock options forfeited		(22)			(22)
Stock options exercised	248,765	3,240			3,240
Tax benefit of stock options exercised		356			356
Repurchase of common stock	(172,941)	(930)	(2,560)		(3,490)
Dividends paid (\$0.42 per share)			(6,745)		(6,745)
Balance at December 31, 2013	16,076,662	\$ 89,356	\$ 159,733	\$ 1,857	\$ 250,946

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Net income			26,108		26,108
Other comprehensive loss				(4,060)	(4,060)
Stock option vesting		965			965
RSU vesting		126			126
PSU vesting		42			42
Stock options exercised	166,020	2,875			2,875
Tax benefit of stock options exercised		225			225
Issuance of common stock	6,575,550	151,303			151,303
Repurchase of common stock	(103,268)	(574)	(1,977)		(2,551)
Dividends paid (\$0.44 per share)			(7,807)		(7,807)
Balance at December 31, 2014	22,714,964	\$ 244,318	\$ 176,057	\$ (2,203)	\$ 418,172
Net income			43,818		43,818
Other comprehensive income				425	425
PSU vesting		179			179
RSU vesting		457			457
RSUs released	12,064				
Tax benefit from release of RSUs		15			15
Stock option vesting		734			734
Stock options exercised	154,500	3,116			3,116
Tax benefit of stock options exercised		13			13
Reversal of tax benefit from exercise of stock options		(96)			(96)
Repurchase of common stock	(106,355)	(1,149)	(1,719)		(2,868)
Dividends paid (\$0.52 per share)			(11,849)		(11,849)
Balance at December 31, 2015	22,775,173	\$ 247,587	\$ 206,307	\$ (1,778)	\$ 452,116

The accompanying notes are an integral part of these consolidated financial statements.

Table of Contents**TRICO BANCSHARES****CONSOLIDATED STATEMENTS OF CASH FLOWS**

	Years Ended December 31,		
	2015	2014	2013
	(in thousands)		
Operating activities:			
Net income	\$ 43,818	\$ 26,108	\$ 27,399
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation of premises and equipment, and amortization	5,906	5,735	4,623
Amortization of intangible assets	1,157	446	209
(Benefit from) provision for loan losses	(2,210)	(4,045)	(715)
Amortization of investment securities premium, net	3,458	970	752
Originations of loans for resale	(111,640)	(49,241)	(123,834)
Proceeds from sale of loans originated for resale	115,469	49,394	137,859
Gain on sale of loans	(3,064)	(2,032)	(5,602)
Change in market value of mortgage servicing rights	701	1,301	(253)
Provision for losses on foreclosed assets	502	208	682
Gain on sale of foreclosed assets	(991)	(2,153)	(1,640)
Loss (gain) on disposal of fixed assets	129	(49)	39
Increase in cash value of life insurance	(2,786)	(1,953)	(1,727)
Gain on life insurance death benefit	(155)		
Equity compensation vesting expense	1,370	1,133	1,151
Equity compensation tax effect	68	(225)	(356)
Deferred income tax expense (benefit)	681	(993)	2,526
Change in:			
Reserve for unfunded commitments	330	(395)	(1,200)
Interest receivable	(1,511)	(619)	120
Interest payable	(204)	(67)	(98)
Other assets and liabilities, net	3,789	3,894	1,151
Net cash from operating activities	54,817	27,417	41,086
Investing activities:			
Proceeds from maturities of securities available for sale	33,552	24,016	53,468
Proceeds from sale of securities available for sale	2	14,130	
Purchases of securities available for sale	(341,303)		
Proceeds from maturities of securities held to maturity	93,784	34,172	4,391
Purchases of securities held to maturity	(146,100)	(280,692)	(244,967)
(Purchase) redemption of restricted equity securities, net		(2,415)	484
Loan origination and principal collections, net	(244,018)	(82,079)	(59,411)
Loans purchased		(32,017)	(62,698)
Proceeds from sale of premises and equipment	8	121	12
Improvement of foreclosed assets	(195)	(462)	(479)

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Proceeds from sale of other real estate owned	5,449	9,762	13,910
Purchases of premises and equipment	(5,489)	(4,665)	(8,313)
Life insurance proceeds			706
Cash received from acquisition, net		141,405	
Net cash (used) provided by investing activities	(604,310)	(178,724)	(302,897)
Financing activities:			
Net increase in deposits	250,843	167,984	120,781
Net change in other borrowings	3,052	2,941	(2,862)
Equity compensation tax effect	(68)	225	356
Repurchase of common stock	(412)	(292)	(501)
Dividends paid	(11,849)	(7,807)	(6,745)
Exercise of stock options	660	616	251
Net cash from financing activities	242,226	163,667	111,280
Net change in cash and cash equivalents	(307,267)	12,360	(150,531)
Cash and cash equivalents and beginning of year	610,728	598,368	748,899
Cash and cash equivalents at end of year	\$ 303,461	\$ 610,728	\$ 598,368
Supplemental disclosure of noncash activities:			
Unrealized loss on securities available for sale	\$ (1,895)	\$ (162)	\$ (4,232)
Loans transferred to foreclosed assets	5,240	5,291	11,717
Due to broker	17,072		
Market value of shares tendered in-lieu of cash to pay for exercise of options and/or related taxes	2,868	2,551	3,490
Supplemental disclosure of cash flow activity:			
Cash paid for interest expense	5,620	4,641	4,794
Cash paid for income taxes	24,315	22,685	\$ 17,395
Assets acquired in acquisition		978,682	
Liabilities assumed in acquisition		827,372	
The accompanying notes are an integral part of these consolidated financial statements.			

Table of Contents**TRICO BANCSHARES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****Years Ended December 31, 2015, 2014 and 2013****Note 1 Summary of Significant Accounting Policies****Description of Business and Basis of Presentation**

TriCo Bancshares (the Company) is a California corporation organized to act as a bank holding company for Tri Counties Bank (the Bank). The Company and the Bank are headquartered in Chico, California. The Bank is a California-chartered bank that is engaged in the general commercial banking business in 26 California counties. Tri Counties Bank currently operates from 55 traditional branches and 12 in-store branches. The Company has five capital subsidiary business trusts (collectively, the Capital Trusts) that issued trust preferred securities, including two organized by TriCo and three acquired with the acquisition of North Valley Bancorp. See Note 17 Junior Subordinated Debt.

The consolidated financial statements are prepared in accordance with accounting policies generally accepted in the United States of America and general practices in the banking industry. The financial statements include the accounts of the Company. All inter-company accounts and transactions have been eliminated in consolidation. For financial reporting purposes, the Company's investments in the Capital Trusts of \$1,696,000 are accounted for under the equity method and, accordingly, are not consolidated and are included in other assets on the consolidated balance sheet. The subordinated debentures issued and guaranteed by the Company and held by the Capital Trusts are reflected as debt on the Company's consolidated balance sheet.

Use of Estimates in the Preparation of Financial Statements

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires Management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. On an on-going basis, the Company evaluates its estimates, including those related to the adequacy of the allowance for loan losses, investments, intangible assets, income taxes and contingencies. The Company bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

As described in Note 2, the Company acquired North Valley Bancorp on October 3, 2014. The acquired assets and assumed liabilities were measured at estimated fair value values under the acquisition method of accounting. The Company made significant estimates and exercised significant judgment in accounting for the acquisition. The Company determined loan fair values based on loan file reviews, loan risk ratings, appraised collateral values, expected cash flows and historical loss factors. Foreclosed assets were primarily valued based on appraised values of the repossessed loan collateral. Land and building were valued based on appraised values. An identifiable intangible was also recorded representing the fair value of the core deposit customer base based on an evaluation of the cost of such deposits relative to alternative funding sources. The fair value of time deposits and borrowings were determined based on the present value of estimated future cash flows using current rates as of the acquisition date.

Significant Group Concentration of Credit Risk

The Company grants agribusiness, commercial, consumer, and residential loans to customers located throughout the northern San Joaquin Valley, the Sacramento Valley and northern mountain regions of California. The Company has a diversified loan portfolio within the business segments located in this geographical area. The Company currently classifies all its operation into one business segment that it denotes as community banking.

Cash and Cash Equivalents

For purposes of the consolidated statements of cash flows, cash and cash equivalents include cash on hand, amounts due from banks, and federal funds sold. Net cash flows are reported for loan and deposit transactions and other borrowings.

Investment Securities

The Company classifies its debt and marketable equity securities into one of three categories: trading, available for sale or held to maturity. Trading securities are bought and held principally for the purpose of selling in the near term. Held to maturity securities are those securities which the Company has the ability and intent to hold until maturity. These securities are carried at cost adjusted for amortization of premium and accretion of discount, computed by the effective interest method over their contractual lives. All other securities not included in trading or held to maturity are classified as available for sale. Available for sale securities are recorded at fair value. Unrealized gains and losses, net of the related tax effect, on available for sale securities are reported as a separate component of other accumulated comprehensive income in shareholders' equity until realized. Premiums and discounts are amortized or accreted over the life of the related investment security as an adjustment to yield using the effective interest method. Dividend and interest income are recognized when earned. Realized gains and losses are derived from the amortized cost of the security sold. During 2015 and 2014, the Company did not have any securities classified as trading.

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The Company assesses other-than-temporary impairment (OTTI) based on whether it intends to sell a security or if it is likely that the Company would be required to sell the security before recovery of the amortized cost basis of the investment, which may be maturity. For debt securities, if we intend to sell the security or it is more likely than not that we will be required to sell the security before recovering its cost basis, the entire impairment loss would be recognized in earnings as an OTTI. If we do not intend to sell the security and it is not likely that we will be required to sell the security but we do not expect to recover the entire amortized cost basis of the security, only the portion of the impairment loss representing credit losses would be recognized in earnings. The credit loss on a security is measured as the difference between the amortized cost basis and the present value of the cash flows expected to be collected. Projected cash flows are discounted by the original or current effective interest rate depending on the nature of the security being measured for potential OTTI. The remaining impairment related to all other factors, the difference between the present value of the cash flows expected to be collected and fair value, is recognized as a charge to other comprehensive income (OCI). Impairment losses related to all other factors are presented as separate categories within OCI. The accretion of the amount recorded in OCI increases the carrying value of the investment and does not affect earnings. If there is an indication of additional credit losses the security is re-evaluated according to the procedures described above. No OTTI losses were recognized during 2015 and 2014.

Restricted Equity Securities

Restricted equity securities represent the Company's investment in the stock of the Federal Home Loan Bank of San Francisco (FHLB) and are carried at par value, which reasonably approximates its fair value. While technically these are considered equity securities, there is no market for the FHLB stock. Therefore, the shares are considered as restricted investment securities. Management periodically evaluates FHLB stock for other-than-temporary impairment. Management's determination of whether these investments are impaired is based on its assessment of the ultimate recoverability of cost rather than by recognizing temporary declines in value. The determination of whether a decline affects the ultimate recoverability of cost is influenced by criteria such as (1) the significance of any decline in net assets of the FHLB as compared to the capital stock amount for the FHLB and the length of time this situation has persisted, (2) commitments by the FHLB to make payments required by law or regulation and the level of such payments in relation to the operating performance of the FHLB, (3) the impact of legislative and regulatory changes on institutions and, accordingly, the customer base of the FHLB, and (4) the liquidity position of the FHLB.

As a member of the FHLB system, the Bank is required to maintain a minimum level of investment in FHLB stock based on specific percentages of its outstanding mortgages, total assets, or FHLB advances. The Bank may request redemption at par value of any stock in excess of the minimum required investment. Stock redemptions are at the discretion of the FHLB.

Loans Held for Sale

Loans originated and intended for sale in the secondary market are carried at the lower of aggregate cost or fair value, as determined by aggregate outstanding commitments from investors of current investor yield requirements. Net unrealized losses are recognized through a valuation allowance by charges to noninterest income.

Mortgage loans held for sale are generally sold with the mortgage servicing rights retained by the Company. Gains or losses on the sale of loans that are held for sale are recognized at the time of the sale and determined by the difference between net sale proceeds and the net book value of the loans less the estimated fair value of any retained mortgage servicing rights.

Loans and Allowance for Loan Losses

Loans originated by the Company, i.e., not purchased or acquired in a business combination, are referred to as originated loans. Originated loans that management has the intent and ability to hold for the foreseeable future or until maturity or payoff are reported at the principal amount outstanding, net of deferred loan fees and costs. Loan origination and commitment fees and certain direct loan origination costs are deferred, and the net amount is amortized as an adjustment of the related loan's yield over the actual life of the loan. Originated loans on which the accrual of interest has been discontinued are designated as nonaccrual loans.

Originated loans are placed in nonaccrual status when reasonable doubt exists as to the full, timely collection of interest or principal, or a loan becomes contractually past due by 90 days or more with respect to interest or principal and is not well secured and in the process of collection. When an originated loan is placed on nonaccrual status, all interest previously accrued but not collected is reversed. Income on such loans is then recognized only to the extent that cash is received and where the future collection of principal is probable. Interest accruals are resumed on such loans only when they are brought fully current with respect to interest and principal and when, in the judgment of Management, the loan is estimated to be fully collectible as to both principal and interest.

An allowance for loan losses for originated loans is established through a provision for loan losses charged to expense. The allowance is maintained at a level which, in Management's judgment, is adequate to absorb probable incurred credit losses inherent in the loan portfolio as of the balance sheet date. Originated loans and deposit related overdrafts are charged against the allowance for loan losses when Management believes that the collectability of the principal is unlikely or, with respect to consumer installment loans, according to an established delinquency schedule. The allowance is an amount that Management believes will be adequate to absorb probable incurred losses inherent in existing loans, based on evaluations of the collectability, impairment and prior loss experience of loans. The evaluations take into consideration such factors as changes in the nature and size of the portfolio, overall portfolio quality, loan concentrations, specific problem loans, and current economic conditions that may affect the borrower's ability to pay. The Company defines an originated loan as impaired when it is probable the Company will be unable to collect all amounts due according to the contractual terms of the loan agreement. Impaired originated loans are measured based on the present value of expected future cash flows discounted at the loan's original effective interest rate. As a practical expedient, impairment may be measured based on the loan's observable market price or the fair value of the collateral if the loan is collateral dependent. When the measure of the impaired loan is less than the recorded investment in the loan, the impairment is recorded through a valuation allowance.

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In situations related to originated loans where, for economic or legal reasons related to a borrower's financial difficulties, the Company grants a concession for other than an insignificant period of time to the borrower that the Company would not otherwise consider, the related loan is classified as a troubled debt restructuring (TDR). The Company strives to identify borrowers in financial difficulty early and work with them to modify to more affordable terms before their loan reaches nonaccrual status. These modified terms may include rate reductions, principal forgiveness, payment forbearance and other actions intended to minimize the economic loss and to avoid foreclosure or repossession of the collateral. In cases where the Company grants the borrower new terms that result in the loan being classified as a TDR, the Company measures any impairment on the restructuring as noted above for impaired loans. TDR loans are classified as impaired until they are fully paid off or charged off. Loans that are in nonaccrual status at the time they become TDR loans, remain in nonaccrual status until the borrower demonstrates a sustained period of performance which the Company generally believes to be six consecutive months of payments, or equivalent. Otherwise, TDR loans are subject to the same nonaccrual and charge-off policies as noted above with respect to their restructured principal balance.

Credit risk is inherent in the business of lending. As a result, the Company maintains an allowance for loan losses to absorb probable incurred losses inherent in the Company's originated loan portfolio. This is maintained through periodic charges to earnings. These charges are included in the Consolidated Statements of Income as provision for loan losses. All specifically identifiable and quantifiable losses are immediately charged off against the allowance. However, for a variety of reasons, not all losses are immediately known to the Company and, of those that are known, the full extent of the loss may not be quantifiable at that point in time. The balance of the Company's allowance for originated loan losses is meant to be an estimate of these probable incurred losses inherent in the portfolio.

The Company formally assesses the adequacy of the allowance for originated loan losses on a quarterly basis. Determination of the adequacy is based on ongoing assessments of the probable risk in the outstanding originated loan portfolio, and to a lesser extent the Company's originated loan commitments. These assessments include the periodic re-grading of credits based on changes in their individual credit characteristics including delinquency, seasoning, recent financial performance of the borrower, economic factors, changes in the interest rate environment, growth of the portfolio as a whole or by segment, and other factors as warranted. Loans are initially graded when originated. They are re-graded as they are renewed, when there is a new loan to the same borrower, when identified facts demonstrate heightened risk of nonpayment, or if they become delinquent. Re-grading of larger problem loans occurs at least quarterly. Confirmation of the quality of the grading process is obtained by independent credit reviews conducted by consultants specifically hired for this purpose and by various bank regulatory agencies.

The Company's method for assessing the appropriateness of the allowance for originated loan losses includes specific allowances for impaired originated loans, formula allowance factors for pools of credits, and allowances for changing environmental factors (e.g., interest rates, growth, economic conditions, etc.). Allowance factors for loan pools were based on historical loss experience by product type and prior risk rating.

During the three months ended March 31, 2014, the Company modified its methodology used to determine the allowance for changing environmental factors by adding a new environmental factor based on the California Home Affordability Index (CHAI). The CHAI measures the percentage of households in California that can afford to purchase the median priced home in California based on current home prices and mortgage interest rates. The use of the CHAI environmental factor consists of comparing the current CHAI to its historical baseline, and allows management to consider the adverse impact that a lower than historical CHAI may have on general economic activity and the performance of our borrowers. Based on an analysis of historical data, management believes this environmental factor gives a better estimate of current economic activity compared to other environmental factors that may lag current economic activity to some extent. This change in methodology resulted in no change to the allowance for loan losses as of March 31, 2014 compared to what it would have been without this change in methodology.

During the three months ended June 30, 2014, the Company refined the method it uses to evaluate historical losses for the purpose of estimating the pool allowance for unimpaired loans. In the third quarter of 2010, the Company moved from a six point grading system (Grades A-F) to a nine point risk rating system (Risk Ratings 1-9), primarily to allow for more distinction within the Pass risk rating. Initially, there was not sufficient loss experience within the nine point scale to complete a migration analysis for all nine risk ratings, all loans risk rated Pass or 2-5 were grouped together, a loss rate was calculated for that group, and that loss rate was established as the loss rate for risk rating 4. The reserve ratios for risk ratings 2, 3 and 5 were then interpolated from that figure. As of June 30, 2014, the Company was able to compile twelve quarters of historical loss information for all risk ratings and use that information to calculate the loss rates for each of the nine risk ratings without interpolation. This refinement led to an increase of \$1,438,000 in the reserve requirement for unimpaired loans, driven primarily by home equity lines of credit with a risk rating of 5 or Pass-Watch.

During the three months ended September 30, 2015, the Company modified its methodology used to determine the allowance for home equity lines of credit that are about to exit their revolving period, or have recently entered into their amortization period and are now classified as home equity loans. This change in methodology increased the required allowance for such lines and loans by \$859,000, and \$459,000, respectively, and represents the increase in estimated incurred losses in these lines and loans as of September 30, 2015 due to higher required contractual principal and interest payments of such lines and loans.

Loans purchased or acquired in a business combination are referred to as acquired loans. Acquired loans are valued as of the acquisition date in accordance with Financial Accounting Standards Board Accounting Standards Codification (FASB ASC) Topic 805, *Business Combinations*. Loans acquired with evidence of credit deterioration since origination for which it is probable that all contractually required payments will not be collected are referred to as purchased credit impaired (PCI) loans. PCI loans are accounted for under FASB ASC Topic 310-30, *Loans and Debt Securities Acquired with Deteriorated Credit Quality*. Under FASB ASC Topic 805 and FASB ASC Topic 310-30,

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PCI loans are recorded at fair value at acquisition date, factoring in credit losses expected to be incurred over the life of the loan. Accordingly, an allowance for loan losses is not carried over or recorded as of the acquisition date. Fair value is defined as the present value of the future estimated principal and interest payments of the loan, with the discount rate used in the present value calculation representing the estimated effective yield of the loan. Default rates, loss severity, and prepayment speed assumptions are periodically reassessed and our estimate of future payments is adjusted accordingly. The difference between contractual future payments and estimated future payments is referred to as the nonaccretable difference. The difference between estimated future payments and the present value of the estimated future payments is referred to as the accretable yield. The accretable yield represents the amount that is expected to be recorded as interest income over the remaining life of the loan. If after acquisition, the Company determines that the estimated future cash flows of a PCI loan are expected to be more than originally estimated, an increase in the discount rate (effective yield) would be made such that the newly increased accretable yield would be recognized, on a level yield basis, over the remaining estimated life of the loan. If, thereafter, the Company determines that the estimated future cash flows of a PCI loan are expected to be less than previously estimated, an allowance for loan loss would be established through a provision for loan losses charged to expense to decrease the present value to the required level. If the estimated cash flows improve after an allowance has been established for a loan, the allowance may be partially or fully reversed depending on the improvement in the estimated cash flows. Only after the allowance has been fully reversed may the discount rate be increased. PCI loans are put on nonaccrual status when cash flows cannot be reasonably estimated. PCI loans on nonaccrual status are accounted for using the cost recovery method or cash basis method of income recognition. The Company refers to PCI loans on nonaccrual status that are accounted for using the cash basis method of income recognition as PCI cash basis loans; and the Company refers to all other PCI loans as PCI other loans. PCI loans are charged off when evidence suggests cash flows are not recoverable. Foreclosed assets from PCI loans are recorded in foreclosed assets at fair value with the fair value at time of foreclosure representing cash flow from the loan. ASC 310-30 allows PCI loans with similar risk characteristics and acquisition time frame to be pooled and have their cash flows aggregated as if they were one loan. The Company elected to use the pooled method of ASC 310-30 for PCI other loans in the acquisition of certain assets and liabilities of Granite Community Bank, N.A. (Granite) during 2010 and Citizens Bank of Northern California (Citizens) during 2011.

Acquired loans that are not PCI loans are referred to as purchased not credit impaired (PNCI) loans. PNCI loans are accounted for under FASB ASC Topic 310-20, *Receivables - Nonrefundable Fees and Other Costs*, in which interest income is accrued on a level-yield basis for performing loans. For income recognition purposes, this method assumes that all contractual cash flows will be collected, and no allowance for loan losses is established at the time of acquisition. Post-acquisition date, an allowance for loan losses may need to be established for acquired loans through a provision charged to earnings for credit losses incurred subsequent to acquisition. Under ASC 310-20, the loss would be measured based on the probable shortfall in relation to the contractual note requirements, consistent with our allowance for loan loss policy for similar loans.

Throughout these financial statements, and in particular in Note 4 and Note 5, when we refer to Loans or Allowance for loan losses we mean all categories of loans, including Originated, PNCI, PCI cash basis, and PCI - other. When we are not referring to all categories of loans, we will indicate which we are referring to Originated, PNCI, PCI cash basis, or PCI - other.

When referring to PNCI and PCI loans we use the terms nonaccretable difference, accretable yield, or purchase discount. Nonaccretable difference is the difference between undiscounted contractual cash flows due and undiscounted cash flows we expect to collect, or put another way, it is the undiscounted contractual cash flows we do not expect to collect. Accretable yield is the difference between undiscounted cash flows we expect to collect and the value at which we have recorded the loan on our financial statements. On the date of acquisition, all purchased loans are recorded on our consolidated financial statements at estimated fair value. Purchase discount is the difference

between the estimated fair value of loans on the date of acquisition and the principal amount owed by the borrower, net of charge offs, on the date of acquisition. We may also refer to discounts to principal balance of loans owed, net of charge-offs. Discounts to principal balance of loans owed, net of charge-offs is the difference between principal balance of loans owed, net of charge-offs, and loans as recorded on our financial statements. Discounts to principal balance of loans owed, net of charge-offs arise from purchase discounts, and equal the purchase discount on the acquisition date.

Loans are also categorized as covered or noncovered. Covered loans refer to loans covered by a Federal Deposit Insurance Corporation (FDIC) loss sharing agreement. Noncovered loans refer to loans not covered by a FDIC loss sharing agreement.

Foreclosed Assets

Foreclosed assets include assets acquired through, or in lieu of, loan foreclosure. Foreclosed assets are held for sale and are initially recorded at fair value less estimated costs to sell at the date of foreclosure, establishing a new cost basis. Physical possession of residential real estate property collateralizing a consumer mortgage loan occurs when legal title is obtained upon completion of foreclosure or when the borrower conveys all interest in the property to satisfy the loan through completion of a deed in lieu of foreclosure or through a similar legal agreement. Any write-downs based on the asset's fair value less costs to sell at the date of acquisition are charged to the allowance for loan and lease losses. Any recoveries based on the asset's fair value less estimated costs to sell in excess of the recorded value of the loan at the date of acquisition are recorded to the allowance for loan and lease losses. These assets are subsequently accounted for at lower of cost or fair value less estimated costs to sell. If fair value declines subsequent to foreclosure, a valuation allowance is recorded through expense. Operating costs after acquisition are expensed. Revenue and expenses from operations and changes in the valuation allowance are included in other noninterest expense. Gain or loss on sale of foreclosed assets is included in noninterest income. Foreclosed assets that are not subject to a FDIC loss-share agreement are referred to as noncovered foreclosed assets.

Foreclosed assets acquired through FDIC-assisted acquisitions that are subject to a FDIC loss-share agreement, and all assets acquired via foreclosure of covered loans are referred to as covered foreclosed assets. Covered foreclosed assets are reported exclusive of expected reimbursement cash flows from the FDIC. Foreclosed covered loan collateral is transferred into covered foreclosed assets at the loan's carrying value, inclusive of the acquisition date fair value discount.

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Covered foreclosed assets are initially recorded at estimated fair value less estimated costs to sell on the acquisition date based on similar market comparable valuations less estimated selling costs. Any subsequent valuation adjustments due to declines in fair value will be charged to noninterest expense, and will be mostly offset by noninterest income representing the corresponding increase to the FDIC indemnification asset for the offsetting loss reimbursement amount. Any recoveries of previous valuation adjustments will be credited to noninterest expense with a corresponding charge to noninterest income for the portion of the recovery that is due to the FDIC.

Premises and Equipment

Land is carried at cost. Land improvements, buildings and equipment, including those acquired under capital lease, are stated at cost less accumulated depreciation and amortization. Depreciation and amortization expenses are computed using the straight-line method over the estimated useful lives of the related assets or lease terms. Asset lives range from 3-10 years for furniture and equipment and 15-40 years for land improvements and buildings.

Goodwill and Other Intangible Assets

Goodwill represents the excess of costs over fair value of net assets of businesses acquired. Goodwill and other intangible assets acquired in a purchase business combination and determined to have an indefinite useful life are not amortized, but instead tested for impairment at least annually. Intangible assets with estimable useful lives are amortized over their respective estimated useful lives to their estimated residual values, and reviewed for impairment.

The Company has an identifiable intangible asset consisting of core deposit intangibles (CDI). CDI are amortized over their respective estimated useful lives, and reviewed for impairment.

Impairment of Long-Lived Assets and Goodwill

Long-lived assets, such as premises and equipment, and purchased intangibles subject to amortization, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to estimated undiscounted future cash flows expected to be generated by the asset. If the carrying amount of an asset exceeds its estimated future cash flows, an impairment charge is recognized by the amount by which the carrying amount of the asset exceeds the fair value of the asset. Assets to be disposed of would be separately presented in the balance sheet and reported at the lower of the carrying amount or fair value less costs to sell, and are no longer depreciated. The assets and liabilities of a disposed group classified as held for sale would be presented separately in the appropriate asset and liability sections of the consolidated balance sheet.

As of December 31 of each year, goodwill is tested for impairment, and is tested for impairment more frequently if events and circumstances indicate that the asset might be impaired. An impairment loss is recognized to the extent that the carrying amount exceeds the asset's fair value. This determination is made at the reporting unit level. The Company may choose to first assess qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If, after assessing the totality of events or circumstances, the Company determines it is not more likely than not that the fair value of a reporting unit is less than its carrying amount, then goodwill is deemed not to be impaired. However, if the Company concludes otherwise, or if the Company elected not to first assess qualitative factors, then the Company performs the first step of a two-step impairment test by calculating the fair value of the reporting unit and comparing the fair value with the carrying amount of the reporting unit. Second, if the carrying amount of the reporting unit exceeds its fair value, an impairment loss is recognized for any excess of the carrying amount of the reporting unit's goodwill over the implied fair value of that goodwill. The implied fair value of goodwill is determined

by allocating the fair value of the reporting unit in a manner similar to a purchase price allocation. The residual fair value after this allocation is the implied fair value of the reporting unit goodwill. Currently, and historically, the Company is comprised of only one reporting unit that operates within the business segment it has identified as community banking . Goodwill was not impaired as of December 31, 2015 because the fair value of the reporting unit exceeded its carrying value.

Mortgage Servicing Rights

Mortgage servicing rights (MSR) represent the Company's right to a future stream of cash flows based upon the contractual servicing fee associated with servicing mortgage loans. Our MSR arise from residential and commercial mortgage loans that we originate and sell, but retain the right to service the loans. The net gain from the retention of the servicing right is included in gain on sale of loans in noninterest income when the loan is sold. Fair value is based on market prices for comparable mortgage servicing contracts, when available, or alternatively, is based on a valuation model that calculates the present value of estimated future net servicing income. The valuation model incorporates assumptions that market participants would use in estimating future net servicing income, such as the cost to service, the discount rate, the custodial earnings rate, an inflation rate, ancillary income, prepayment speeds and default rates and losses. Servicing fees are recorded in noninterest income when earned.

The Company accounts for MSR at fair value. The determination of fair value of our MSR requires management judgment because they are not actively traded. The determination of fair value for MSR requires valuation processes which combine the use of discounted cash flow models and extensive analysis of current market data to arrive at an estimate of fair value. The cash flow and prepayment assumptions used in our discounted cash flow model are based on empirical data drawn from the historical performance of our MSR, which we believe are consistent with assumptions used by market participants valuing similar MSR, and from data obtained on the performance of similar MSR. The key assumptions used in the valuation of MSR include mortgage prepayment speeds and the discount rate. These variables can, and generally will, change from quarter to quarter as market conditions and projected interest rates change. The key risks inherent with MSR are prepayment speed and changes in interest rates. The Company uses an independent third party to determine fair value of MSR.

Table of Contents**Indemnification Asset/Liability**

The Company accounts for amounts receivable or payable under its loss-share agreements entered into with the FDIC in connection with its purchase and assumption of certain assets and liabilities of Granite as indemnification assets in accordance with FASB ASC Topic 805, *Business Combinations*. FDIC indemnification assets are initially recorded at fair value, based on the discounted value of expected future cash flows under the loss-share agreements. The difference between the fair value and the undiscounted cash flows the Company expects to collect from or pay to the FDIC will be accreted into noninterest income over the life of the FDIC indemnification asset. FDIC indemnification assets are reviewed quarterly and adjusted for any changes in expected cash flows based on recent performance and expectations for future performance of the covered portfolios. These adjustments are measured on the same basis as the related covered loans and covered other real estate owned. Any increases in cash flow of the covered assets over those expected will reduce the FDIC indemnification asset and any decreases in cash flow of the covered assets under those expected will increase the FDIC indemnification asset. Increases and decreases to the FDIC indemnification asset are recorded as adjustments to noninterest income.

Reserve for Unfunded Commitments

The reserve for unfunded commitments is established through a provision for losses on unfunded commitments charged to noninterest expense. The reserve for unfunded commitments is an amount that Management believes will be adequate to absorb probable losses inherent in existing commitments, including unused portions of revolving lines of credits and other loans, standby letters of credits, and unused deposit account overdraft privilege. The reserve for unfunded commitments is based on evaluations of the collectability, and prior loss experience of unfunded commitments. The evaluations take into consideration such factors as changes in the nature and size of the loan portfolio, overall loan portfolio quality, loan concentrations, specific problem loans and related unfunded commitments, and current economic conditions that may affect the borrower's or depositor's ability to pay.

Income Taxes

The Company's accounting for income taxes is based on an asset and liability approach. The Company recognizes the amount of taxes payable or refundable for the current year, and deferred tax assets and liabilities for the future tax consequences that have been recognized in its financial statements or tax returns. The measurement of tax assets and liabilities is based on the provisions of enacted tax laws. A valuation allowance, if needed, reduces deferred tax assets to the expected amount most likely to be realized. Realization of deferred tax assets is dependent upon the generation of a sufficient level of future taxable income and recoverable taxes paid in prior years. Although realization is not assured, management believes it is more likely than not that all of the deferred tax assets will be realized. Interest and/or penalties related to income taxes are reported as a component of noninterest income.

Off-Balance Sheet Credit Related Financial Instruments

In the ordinary course of business, the Company has entered into commitments to extend credit, including commitments under credit card arrangements, commercial letters of credit, and standby letters of credit. Such financial instruments are recorded when they are funded.

Geographical Descriptions

For the purpose of describing the geographical location of the Company's loans, the Company has defined northern California as that area of California north of, and including, Stockton; central California as that area of the state south of Stockton, to and including, Bakersfield; and southern California as that area of the state south of Bakersfield.

Reclassifications

Certain amounts reported in previous consolidated financial statements have been reclassified to conform to the presentation in this report. These reclassifications did not affect previously reported net income or total shareholders equity.

Recent Accounting Pronouncements

FASB issued ASU No. 2014-01, *Investments - Equity Method and Joint Ventures (Topic 323): Accounting for Investments in Qualified Affordable Housing Projects*. ASU 2014-01 provides additional flexibility with regard to accounting for investments in qualified affordable housing projects. ASU 2014-01 modifies the conditions that must be met to present the pretax impact and related tax benefits of such investments as a component of income taxes (net within income tax expense), to enable more investors to elect to use a net presentation for those investments. Investors that do not qualify for net presentation under the new guidance will continue to account for such investments under the equity method or cost method, which results in losses recognized in pretax income and tax benefits recognized in income taxes (gross presentation of investment results). For investments that qualify for the net presentation of investment performance, ASU 2014-01 introduces a proportional amortization method that can be elected to amortize the investment basis. If elected, the method is required for all eligible investments in qualified affordable housing projects. ASU 2014-01 also requires enhanced recurring disclosures for all investments in qualified affordable housing projects, regardless of the accounting method used for those investments. It is effective for interim and annual periods beginning after December 15, 2014, and early adoption is permitted. ASU 2014-01 is applicable to our portfolio of low income housing tax credit (LIHTC) partnership interests and we are adopting this guidance as of December 31, 2015. While the standard is required to be applied retrospectively, the Company made its initial investment in its LIHTC partnership interests during 2015. As such, all prior periods are properly stated and no adjustments to prior period financials are required. Under this guidance, the amortization expense, benefit of tax credits and other income tax benefits related to our low income housing tax credits are presented as a component of income tax expense.

FASB issued ASU No. 2014-04, *Receivables (Topic 310): Reclassification of Residential Real Estate Collateralized Consumer Mortgage Loans upon Foreclosure*. ASU 2014-04 clarifies when an in substance repossession or foreclosure occurs, that is, when a creditor should be considered to have received physical possession of residential real estate property collateralizing a consumer mortgage loan such that the loan receivable should be derecognized and the real estate property recognized. ASU 2014-04 became effective for the Company on January 1, 2015, and did not have a significant impact on the Company's consolidated financial statements.

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FASB issued ASU No. 2014-08, *Presentation of Financial Statements (Topic 205) and Property, Plant, and Equipment (Topic 360): Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity*. ASU 2014-08 improves the definition of discontinued operations by limiting discontinued operations reporting to disposals of components of an entity that represent strategic shifts that have (or will have) a major effect on an entity's operations and financial results. ASU 2014-08 requires expanded disclosures for discontinued operations that provide users of financial statements with more information about the assets, liabilities, revenues, and expenses of discontinued operations. ASU 2014-08 also requires an entity to disclose the pretax profit or loss of an individually significant component of an entity that does not qualify for discontinued operations reporting, and provide users with information about the financial effects of significant disposals that do not qualify for discontinued operations reporting. The amendments in ASU 2014-08 include several changes to the Accounting Standards Codification to improve the organization and readability of Subtopic 205-20 and Subtopic 360-10, Property, Plant, and Equipment. Overall, ASU 2014-08 is effective for public business entities for annual periods, and interim periods within those annual periods, beginning after December 15, 2014. ASU 2014-08 became effective for the Company on January 1, 2015, and did not have a significant impact on the Company's consolidated financial statements.

FASB issued ASU No. 2014-09, *Revenue from Contracts with Customers (Topic 606)*. The core principle of the guidance under ASU 2014-09 is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. ASU 2014-09 was originally going to be effective for the Company on January 1, 2017; however, the FASB recently issued ASU 2015-14, *Revenue from Contracts with Customers (Topic 606) - Deferral of the Effective Date* which deferred the effective date of ASU 2014-09 by one year to January 1, 2018. ASU 2014-09 is not expected to have a significant impact on the Company's consolidated financial statements.

FASB issued ASU No. 2014-11, *Transfers and Servicing (Topic 860): Repurchase-to-Maturity Transactions, Repurchase Financings, and Disclosures*. ASU 2014-11 requires that repurchase-to-maturity transactions be accounted for as secured borrowings consistent with the accounting for other repurchase agreements. In addition, ASU 2014-11 requires separate accounting for repurchase financings, which entails the transfer of a financial asset executed contemporaneously with a repurchase agreement with the same counterparty. ASU 2014-11 requires entities to disclose certain information about transfers accounted for as sales in transactions that are economically similar to repurchase agreements. In addition, ASU 2014-11 requires disclosures related to collateral, remaining contractual tenor and of the potential risks associated with repurchase agreements, securities lending transactions and repurchase-to-maturity transactions. ASU 2014-11 became effective for the Company on January 1, 2015, and did not have a significant impact on the Company's consolidated financial statements.

FASB issued ASU No. 2014-12, *Compensation - Stock Compensation (Topic 718): Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could Be Achieved After the Requisite Service Period*. ASU 2014-12 requires that a performance target that affects the vesting of a share-based payment award and that could be achieved after the requisite service period be treated as a performance condition. A reporting entity should apply existing guidance in Topic 718 as it relates to awards with performance conditions that affect vesting to account for such awards. As such, the performance target should not be reflected in estimating the grant-date fair value of the award. Compensation cost should be recognized in the period in which it becomes probable that the performance target will be achieved and should represent the compensation cost attributable to the period(s) for which the requisite service has already been rendered. If the performance target becomes probable of being achieved before the end of the requisite service period, the remaining unrecognized compensation cost should be recognized prospectively over the remaining requisite service period. The total amount of compensation cost recognized during and after the requisite service period should reflect the number of awards that are expected to vest and should be adjusted to reflect those awards that ultimately vest. The requisite service period ends when the employee can cease rendering service and still be eligible to vest in the award if the performance target is achieved.

The stated vesting period (which includes the period in which the performance target could be achieved) may differ from the requisite service period. Current U.S. GAAP does not contain explicit guidance on whether to treat a performance target that could be achieved after the requisite service period as a performance condition that affects vesting or as a nonvesting condition that affects the grant-date fair value of an award. ASU 2014-12 provides explicit guidance for those awards. For all entities, ASU 2014-12 is effective for annual periods and interim periods within those annual periods beginning after December 15, 2015. Earlier adoption is permitted. The Company has elected to not adopt ASU 2014-12 early. ASU 2014-12 is not expected to have a significant impact on the Company's consolidated financial statements.

FASB issued ASU No. 2014-14, *Receivables Troubled Debt Restructurings by Creditors (Topic 310): Classification of Certain Government Mortgage Loans upon Foreclosure*. ASU 2014-14 requires that a mortgage loan be derecognized and that a separate other receivable be recognized upon foreclosure if the following conditions are met: 1) the loan has a government guarantee that is not separable from the loan before foreclosure, 2) at the time of foreclosure, the creditor has the intent to convey the real estate property to the guarantor and make a claim on the guarantee, and the creditor has the ability to recover under that claim, and 3) at the time of foreclosure, any amount of the claim that is determined on the basis of the fair value of the real estate is fixed. Upon foreclosure, the separate other receivable should be measured based on the amount of the loan balance (principal and interest) expected to be recovered from the guarantor. ASU 2014-14 became effective for the Company on January 1, 2015, and did not have a significant impact on the Company's consolidated financial statements.

FASB issued ASU No. 2016-1, *Financial Instruments Overall (Topic 825): Recognition and Measurement of Financial Assets and Financial Liabilities*. ASU 2016-1, among other things, (i) requires equity investments, with certain exceptions, to be measured at fair value with changes in fair value recognized in net income, (ii) simplifies the impairment assessment of equity investments without readily determinable fair values by requiring a qualitative assessment to identify impairment, (iii) eliminates the requirement for public business entities to disclose the methods and significant assumptions used to estimate the fair value that is required to be disclosed for financial instruments measured at amortized cost on the balance sheet, (iv) requires public business entities to use the exit price notion when measuring the fair value of financial instruments for disclosure purposes, (v) requires an entity to present separately in other comprehensive income the portion of the total change in the fair value of a liability resulting from a change in the instrument-specific credit risk when the entity has elected to measure the liability at fair value in accordance with the fair value option for financial instruments, (vi) requires separate presentation of financial assets and financial liabilities by measurement category and form of financial asset on the balance sheet or the accompanying notes to the financial statements and (viii) clarifies that an entity should evaluate the need for a valuation allowance on a deferred tax asset related to available-for-sale. ASU 2016-1 will be effective for the Company on January 1, 2018 and is not expected to have a significant impact on the Company's consolidated financial statements.

FASB issued ASU No. 2016-2, *Leases (Topic 842)*. ASU 2016-2, among other things, requires that a lessee recognize assets and liabilities for leases with lease terms of more than 12 months. The recognition, measurement, and presentation of expenses and cash flows arising from a lease by a lessee primarily will depend on its classification as a finance or operating lease. However, the standard will require both types of leases to be recognized on the balance sheet. It also requires disclosures to better understand the amount, timing, and uncertainty of cash flows arising from leases. These disclosures include qualitative and quantitative requirements, providing additional information about the amounts recorded in the financial statements. ASU 2016-2 will be effective for the Company on January 1, 2019. The Company is currently evaluating the potential impact of this new guidance on the Company's consolidated financial statements.

Note 2 - Business Combinations

On October 28, 2015, TriCo announced that its subsidiary, Tri Counties Bank, has entered into an agreement to purchase three branches on the North Coast of California from Bank of America, N.A. The branches are located in the cities of Arcata, Eureka, and Fortuna in Humboldt County. TriCo anticipates assuming approximately \$235 million in

deposits and purchasing approximately \$400 thousand in loans and will pay a premium of 1.91% on the deposits assumed. This transaction is expected to occur in March 2016.

TriCo completed its acquisition of North Valley Bancorp on October 3, 2014. Based on a fixed exchange ratio of 0.9433 shares of TriCo common stock for each share of North Valley Bancorp common stock, North Valley Bancorp shareholders received an aggregate of

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6,575,550 shares of TriCo common stock and \$6,823 of cash in-lieu of fractional shares. The 6,575,550 shares of TriCo common stock issued to North Valley Bancorp shareholders represented, on a pro forma basis, approximately 28.9% of the 22,714,964 shares of the combined company outstanding on October 3, 2014. Based on TriCo's closing stock price of \$23.01 on October 3, 2014, North Valley Bancorp shareholders received consideration valued at \$151,310,000 or approximately \$21.71 per share of North Valley common stock outstanding.

The acquisition of North Valley Bancorp expanded the Company's market presence in Northern California. The customer base and locations of North Valley Bancorp's branches had significant overlap with the Company's then existing Northern California customer base and branch locations creating potential cost savings and future growth potential. With the levels of excess capital at the time, the acquisitions fit well into the Company's growth strategy.

North Valley Bancorp was headquartered in Redding California, and was the parent of North Valley Bank, which had approximately \$935 million in assets and 22 commercial banking offices in Shasta, Humboldt, Del Norte, Mendocino, Yolo, Sonoma, Placer and Trinity Counties in Northern California at June 30, 2014. In connection with the acquisition, North Valley Bank was merged into Tri Counties Bank on October 3, 2014.

On October 25, 2014, North Valley Bank's electronic customer service and other data processing systems were converted into Tri Counties Bank's systems. Between January 7, 2015 and January 21, 2015, four Tri Counties Bank branches and four former North Valley Bank branches were consolidated into other Tri Counties Bank or other former North Valley Bank branches.

Beginning on October 4, 2014, the effect of revenue and expenses from the operations of North Valley Bancorp, and the issuance of TriCo common shares as consideration in the merger are included in the results of the Company.

The assets acquired and liabilities assumed from North Valley Bancorp were accounted for in accordance with ASC 805 Business Combinations, using the acquisition method of accounting and were recorded at their estimated fair values on the October 3, 2014 acquisition date, and its results of operations are included in the Company's consolidated statements of income since that date. The excess of the fair value of consideration transferred over total identifiable net assets was recorded as goodwill. The goodwill arising from the acquisition consists largely of the synergies and economies of scale expected from combining the operations of the Company and North Valley Bancorp. None of the goodwill is deductible for income tax purposes as the acquisition was accounted for as a tax-free exchange.

The following table discloses the calculation of the fair value of consideration transferred, the total identifiable net assets acquired and the resulting goodwill relating to the North Valley Bancorp acquisition:

(in thousands)	North Valley Bancorp October 3, 2014
Fair value of consideration transferred:	
Fair value of shares issued	\$ 151,303
Cash consideration	7
 Total fair value of consideration transferred	 151,310
Asset acquired:	
Cash and cash equivalents	141,412

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Securities available for sale	17,288
Securities held to maturity	189,950
Restricted equity securities	5,378
Loans	499,327
Foreclosed assets	695
Premises and equipment	11,936
Cash value of life insurance	38,075
Core deposit intangible	6,614
Other assets	20,064
Total assets acquired	930,739
Liabilities assumed:	
Deposits	801,956
Other liabilities	10,429
Junior subordinated debt	14,987
Total liabilities assumed	827,372
Total net assets acquired	103,367
Goodwill recognized	\$ 47,943

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A summary of the estimated fair value adjustments resulting in the goodwill recorded in the North Valley Bancorp acquisition are presented below:

(in thousands)	North Valley Bancorp October 3, 2014
Value of stock consideration paid to North Valley Bancorp Shareholders	\$ 151,303
Cash payments to North Valley Bancorp Shareholders	7
Cost basis net assets acquired	(98,040)
Fair value adjustments:	
Loans	5,832
Premises and Equipment	(4,785)
Core deposit intangible	(6,283)
Deferred income taxes	6,293
Junior subordinated debt	(6,664)
Other	280
Goodwill	\$ 47,943

The Company recorded the loan portfolio of North Valley Bancorp at fair value at the date of acquisition. A valuation of North Valley Bancorp's loan portfolio was performed as of the acquisition date to assess the fair value of the loan portfolio. The North Valley Bancorp loan portfolio was segmented into two groups; loans with credit deterioration (PCI loans) and loans without credit deterioration (PNCI). For North Valley Bancorp PNCI loans, the present value of estimated future cash flows, based primarily on contractual cash flows, was used to determine fair value. For North Valley Bancorp PCI loans, the present value of estimated future cash flows, based primarily on liquidation value of collateral, was used to determine fair value.

The Company grouped the North Valley Bancorp PNCI loans into pools based on similar loan characteristics such as loan type, payment amortization method, and fixed or variable interest rates. A discounted cash flow schedule was prepared for each pool in which the present value of all estimated future cash flows was calculated using a specifically calculated discount rate for each pool. The discount rate used to estimate the fair value of each loan pool was composed of the sum of: an estimated cost of funds rate, an estimated capital charge reflecting the market participant required return on capital, estimated loan servicing costs, and a liquidity premium. All PNCI loan pools included some estimate regarding prepayment rates, and estimated principal default and loss rates, based primarily on North Valley Bancorp's historical loss experience. The difference between the sum of recorded balances of the North Valley Bancorp PNCI loans in each pool and the present value of each pool represented the total discount (if the recorded value exceeded the present value) or premium (if the present value exceeded the recorded value) for each pool. The total discount, or premium, for each pool was then allocated to the individual loans within each pool based on outstanding loan balance, individual loan risk rating as compared to the weighted average risk rating of the pool, and the contractual payments remaining for the individual loan as compared to the pool.

The Company valued the North Valley Bancorp PCI loans at fair value on an individual basis. A discounted cash flow schedule was prepared for each loan in which the present value of all future estimated cash flows was calculated using a specifically calculated discount rate, estimated liquidation value and estimated liquidation timing for each loan. The discount rate used in the calculation of the present value of North Valley Bancorp PCI loans was composed of the sum

of: an estimated cost of funds rate, an estimated capital charge reflecting the market participant required return on capital, estimated loan servicing costs, and a liquidity premium. The difference between the recorded balance and the present value of each North Valley Bancorp PCI loan represented the discount for each PCI loan. All North Valley Bancorp PCI loans had recorded values in excess of their present value of estimated future cash flows.

The Company identified the North Valley Bancorp PCI loans as having cash flows that were not reasonably estimable and placed these loans in nonaccrual status under ASC 310-30 and included them in the category of loans the Company refers to as PCI other loans.

The following table presents the cost basis, fair value discount, and fair value of loans acquired from North Valley Bancorp on October 3, 2014:

(in thousands)	North Valley Bancorp Acquired Loans October 3, 2014		
	Cost Basis	Discount	Fair Value
PNCI	\$ 502,637	\$(12,721)	\$ 489,916
PCI other	11,488	(2,077)	9,411
Total	\$ 514,125	\$(14,798)	\$ 499,327

Although the discount on PNCI loans is completely accretable to interest income over the remaining life of such loans, the discount on PCI other loans from the North Valley Bancorp acquisition are not accretable into interest income until the loan principal balance has been reduced to the loan's fair value recorded at acquisition. This method of accounting for the PCI other loans from the North Valley Bancorp acquisition is often referred to as the cost recovery method of income recognition.

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The following table presents a reconciliation of the undiscounted contractual cash flows, nonaccretable difference, accretable yield, fair value, purchase discount, and principal balance of loans for the PNCI and PCI - other categories of North Valley Bancorp loans as of the acquisition date. For North Valley Bancorp PCI - other loans, the purchase discount does not necessarily represent cash flows to be collected:

(in thousands)	North Valley Bancorp Loans		October 3, 2014
	PNCI	PCI - other	Total
Undiscounted contractual cash flows	\$ 718,731	\$ 15,706	\$ 734,437
Undiscounted cash flows not expected to be collected (nonaccretable difference)		(6,295)	(6,295)
Undiscounted cash flows expected to be collected	718,731	9,411	728,142
Accretable yield at acquisition	(228,815)		(228,815)
Estimated fair value of loans acquired at acquisition	489,916	9,411	499,327
Purchase discount	12,721	2,077	14,798
Principal balance loans acquired	\$ 502,637	\$ 11,488	\$ 514,125

As part of the acquisition of North Valley Bancorp, the Company performed a valuation of premises and equipment acquired. This valuation resulted in a \$4,785,000 increase in the net book value of land and buildings acquired, and was based on current appraisals of such land and buildings.

The Company recognized a core deposit intangible of \$6,614,000 related to the acquisition of North Valley Bancorp's core deposits. The recorded core deposit intangibles represented approximately 0.97% of core deposits for North Valley Bancorp and will be amortized over their useful lives of 7 years.

A valuation of time deposits for North Valley Bancorp was also performed as of the acquisition date. Time deposits were split into similar pools based on size, type of time deposits, and maturity. A discounted cash flow analysis was performed on the pools based on current market rates currently paid on similar time deposits. The valuation resulted in no material fair value discount or premium, and none was recorded.

The fair value of junior subordinated debentures assumed from North Valley Bancorp was estimated using a discounted cash flow method based on the current market rates for similar liabilities. As a result a discount of \$6,664,000 was recorded on the junior subordinated debentures acquired from North Valley Bancorp. The discount on the subordinated debentures will be amortized using the effective yield method the remaining life to maturity of the debentures at acquisition which range from 18 years to 21 years.

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The amortized cost and estimated fair values of investments in debt and equity securities are summarized in the following tables:

	Amortized Cost	December 31, 2015		Estimated Fair Value
		Gross Unrealized Gains	Gross Unrealized Losses	
(in thousands)				
<u>Securities Available for Sale</u>				
Obligations of U.S. government corporations and agencies	\$ 312,917	2,761	(1,996)	\$ 313,682
Obligations of states and political subdivisions	86,823	1,428	(33)	88,218
Corporate debt securities				
Marketable equity securities	3,000		(15)	2,985
Total securities available for sale	\$ 402,740	\$ 4,189	\$ (2,044)	\$ 404,885

<u>Securities Held to Maturity</u>				
Obligations of U.S. government corporations and agencies	\$ 711,994	8,394	(2,882)	\$ 717,506
Obligations of states and political subdivisions	14,536	277	(110)	14,703
Total securities held to maturity	\$ 726,530	\$ 8,671	\$ (2,992)	\$ 732,209

	Amortized Cost	December 31, 2014		Estimated Fair Value
		Gross Unrealized Gains	Gross Unrealized Losses	
(in thousands)				
<u>Securities Available for Sale</u>				
Obligations of U.S. government corporations and agencies	\$ 71,144	4,001	(25)	\$ 75,120
Obligations of states and political subdivisions	3,130	45		3,175
Corporate debt securities	1,891	17		1,908
Marketable equity securities	3,000	2		3,002
Total securities available for sale	\$ 79,165	\$ 4,065	\$ (25)	\$ 83,205

<u>Securities Held to Maturity</u>				
Obligations of U.S. government corporations and agencies	\$ 660,836	13,055	(677)	\$ 673,214
Obligations of states and political subdivisions	15,590	130	(155)	15,565

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Gross unrealized losses on investment securities and the fair value of the related securities, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position, were as follows:

	Less than 12 months		12 months or more		Total	
	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
	(in thousands)					
December 31, 2015						
Securities Available for Sale:						
Obligations of U.S. government corporations and agencies	\$ 193,306	\$ (1,996)			\$ 193,306	\$ (1,996)
Obligations of states and political subdivisions	6,469	(33)			6,469	(33)
Marketable equity securities	2,985	(15)			2,985	(15)
Total securities available-for-sale	\$ 202,760	\$ (2,044)			\$ 202,760	\$ (2,044)
Securities Held to Maturity:						
Obligations of U.S. government corporations and agencies	\$ 198,481	\$ (2,882)			\$ 198,481	\$ (2,882)
Obligations of states and political subdivisions	497	(11)	\$ 1,121	\$ (99)	1,618	(110)
Total securities held-to-maturity	\$ 198,978	\$ (2,893)	\$ 1,121	\$ (99)	\$ 200,099	\$ (2,992)
	Less than 12 months		12 months or more		Total	
	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
	(in thousands)					
December 31, 2014						
Securities Available for Sale:						
Obligations of U.S. government corporations and agencies	\$ 6,774	\$ (25)			\$ 6,774	\$ (25)
Obligations of states and political subdivisions						
Marketable equity securities						
Total securities available-for-sale	\$ 6,774	\$ (25)			\$ 6,774	\$ (25)
Securities Held to Maturity:						
Obligations of U.S. government corporations and agencies	\$ 335	\$ (1)	\$ 56,288	\$ (676)	\$ 56,623	\$ (677)
	1,600	(26)	1,858	(129)	3,458	(155)

Obligations of states and political subdivisions

Total securities held-to-maturity	\$ 1,935	\$ (27)	\$ 58,146	\$ (805)	\$ 60,081	\$ (832)
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Obligations of U.S. government corporations and agencies: Unrealized losses on investments in obligations of U.S. government corporations and agencies are caused by interest rate increases. The contractual cash flows of these securities are guaranteed by U.S. Government Sponsored Entities (principally Fannie Mae and Freddie Mac). It is expected that the securities would not be settled at a price less than the amortized cost of the investment. Because the decline in fair value is attributable to changes in interest rates and not credit quality, and because the Company does not intend to sell and more likely than not will not be required to sell, these investments are not considered other-than-temporarily impaired. At December 31, 2015, 29 debt securities representing obligations of U.S. government corporations and agencies had unrealized losses with aggregate depreciation of 1.23% from the Company's amortized cost basis.

Obligations of states and political subdivisions: The unrealized losses on investments in obligations of states and political subdivisions were caused by increases in required yields by investors in these types of securities. It is expected that the securities would not be settled at a price less than the amortized cost of the investment. Because the decline in fair value is attributable to changes in interest rates and not credit quality, and because the Company does not intend to sell and more likely than not will not be required to sell, these investments are not considered other-than-temporarily impaired. At December 31, 2015, 10 debt securities representing obligations of states and political subdivisions had unrealized losses with aggregate depreciation of 1.73% from the Company's amortized cost basis.

Marketable equity securities: At December 31, 2015, marketable equity securities had unrealized losses representing aggregate depreciation of 0.05% from the Company's amortized cost basis.

Table of Contents**Note 4 Loans**

A summary of loan balances follows (in thousands):

	December 31, 2015				
	Originated	PNCI	PCI - Cash basis	PCI - Other	Total
Mortgage loans on real estate:					
Residential 1-4 family	\$ 207,585	\$ 104,535		\$ 2,145	\$ 314,265
Commercial	1,163,643	310,864		23,060	1,497,567
Total mortgage loan on real estate	1,371,228	415,399		25,205	1,811,832
Consumer:					
Home equity lines of credit	285,419	29,335	4,954	2,784	322,492
Home equity loans	34,717	4,018	124	1,503	40,362
Other	28,998	3,367		64	32,429
Total consumer loans	349,134	36,720	5,078	4,351	395,283
Commercial	170,320	19,744	1	4,848	194,913
Construction:					
Residential	31,778	13,636		721	46,135
Commercial	66,285	8,489			74,774
Total construction	98,063	22,125		721	120,909
Total loans, net of deferred loan fees and discounts	\$ 1,988,745	\$ 493,988	\$ 5,079	\$ 35,125	\$ 2,522,937
Total principal balance of loans owed, net of charge-offs	\$ 1,995,296	\$ 507,935	\$ 12,686	\$ 39,693	\$ 2,555,610
Unamortized net deferred loan fees	(6,551)				(6,551)
Discounts to principal balance of loans owed, net of charge-offs		(13,947)	(7,607)	(4,568)	(26,122)
Total loans, net of unamortized deferred loan fees and discounts	\$ 1,988,745	\$ 493,988	\$ 5,079	\$ 35,125	\$ 2,522,937
Noncovered loans	\$ 1,988,745	\$ 493,988	\$ 5,079	\$ 29,890	\$ 2,517,702
Covered loans				5,235	5,235
Total loans, net of unamortized deferred loan fees and discounts	\$ 1,988,745	\$ 493,988	\$ 5,079	\$ 35,125	\$ 2,522,937
Allowance for loan losses	\$ (31,271)	\$ (1,848)	\$ (121)	\$ (2,771)	\$ (36,011)

Table of Contents**Note 4 Loans (continued)**

A summary of loan balances follows (in thousands):

	December 31, 2014				
	Originated	PNCI	PCI - Cash basis	PCI - Other	Total
Mortgage loans on real estate:					
Residential 1-4 family	\$ 154,594	\$ 120,821		\$ 4,005	\$ 279,420
Commercial	928,797	376,225		30,917	1,335,939
Total mortgage loan on real estate	1,083,391	497,046		34,922	1,615,359
Consumer:					
Home equity lines of credit	305,166	38,397	\$ 5,478	3,543	352,584
Home equity loans	23,559	6,985	125	645	31,314
Auto Indirect	112				112
Other	28,230	4,770		74	33,074
Total consumer loans	357,067	50,152	5,603	4,262	417,084
Commercial	126,611	40,899	8	7,427	174,945
Construction:					
Residential	21,135	16,808		675	38,618
Commercial	24,545	11,973			36,518
Total construction	45,680	28,781		675	75,136
Total loans, net of deferred loan fees and discounts	\$ 1,612,749	\$ 616,878	\$ 5,611	\$ 47,286	\$ 2,282,524
Total principal balance of loans owed, net of charge-offs	\$ 1,617,542	\$ 634,490	\$ 14,805	\$ 56,016	\$ 2,322,853
Unamortized net deferred loan fees	(4,793)				(4,793)
Discounts to principal balance of loans owed, net of charge-offs		(17,612)	(9,194)	(8,730)	(35,536)
Total loans, net of unamortized deferred loan fees and discounts	\$ 1,612,749	\$ 616,878	\$ 5,611	\$ 47,286	\$ 2,282,524
Noncovered loans	\$ 1,612,749	\$ 616,878	\$ 5,611	\$ 25,018	\$ 2,260,256
Covered loans				22,268	22,268
Total loans, net of unamortized deferred loan fees and discounts	\$ 1,612,749	\$ 616,878	\$ 5,611	\$ 47,286	\$ 2,282,524

Allowance for loan losses \$ (29,860) \$ (3,296) \$ (348) \$ (3,081) \$ (36,585)

The following is a summary of the change in accretable yield for PCI other loans during the periods indicated (in thousands):

	Year ended December 31,	
	2015	2014
Change in accretable yield:		
Balance at beginning of period	\$ 14,159	\$ 18,233
Accretion to interest income	(6,323)	(5,854)
Reclassification (to) from nonaccretable difference	5,419	1,780
Balance at end of period	\$ 13,255	\$ 14,159

Table of Contents**Note 5 Allowance for Loan Losses**

The following tables summarize the activity in the allowance for loan losses, and ending balance of loans, net of unearned fees for the periods indicated.

Allowance for Loan Losses - Year Ended December 31, 2015

(in thousands)	RE Mortgage		Home Equity		Auto Indirect	Other Consum.	C&I	Construction		Total
	Resid.	Comm.	Lines	Loans				Resid.	Comm.	
Beginning balance	\$ 3,086	\$ 9,227	\$ 15,676	\$ 1,797	\$ 9	\$ 719	\$ 4,226	\$ 1,434	\$ 411	\$ 36,585
Charge-offs	(224)		(694)	(242)	(4)	(972)	(680)			(2,816)
Recoveries (Benefit) provision	204	243	666	252	42	500	677	1,728	140	4,452
	(559)	1,973	(4,395)	1,331	(47)	441	1,048	(2,263)	261	(2,210)
Ending balance	\$ 2,507	\$ 11,443	\$ 11,253	\$ 3,138		\$ 688	\$ 5,271	\$ 899	\$ 812	\$ 36,011

Ending balance: Individ. evaluated for impairment	\$ 335	\$ 395	\$ 605	\$ 294		\$ 74	\$ 1,187			\$ 2,890
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Loans pooled for evaluation	\$ 2,112	\$ 9,596	\$ 10,423	\$ 2,844		\$ 614	\$ 2,983	\$ 844	\$ 812	\$ 30,228
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Loans acquired with deteriorated credit quality	\$ 60	\$ 1,452	\$ 225				\$ 1,101	\$ 55		\$ 2,893
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Loans, net of unearned fees As of December 31, 2015

(in thousands)	RE Mortgage		Home Equity		Auto Indirect	Other Consum.	C&I	Construction		Total
	Resid.	Comm.	Lines	Loans				Resid.	Comm.	
Ending balance: Total loans	\$ 314,265	\$ 1,497,567	\$ 322,492	\$ 40,362		\$ 32,429	\$ 194,913	\$ 46,135	\$ 74,774	\$ 2,522,937

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Individ. evaluated for impairment	\$ 6,767	\$ 32,407	\$ 5,747	\$ 1,731	\$ 288	\$ 2,671	\$ 4	\$ 490	\$ 50,105
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Loans pooled for evaluation	\$ 305,353	\$ 1,442,100	\$ 309,007	\$ 37,004	\$ 32,077	\$ 187,393	\$ 45,410	\$ 74,284	\$ 2,432,628
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Loans acquired with deteriorated credit quality	\$ 2,145	\$ 23,060	\$ 7,738	\$ 1,627	\$ 64	\$ 4,849	\$ 721	\$ 40,204
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Allowance for Loan Losses - Year Ended December 31, 2014

(in thousands)	RE Mortgage		Home Equity		Auto	Other	C&I	Construction		Total
	Resid.	Comm.	Lines	Loans	Indirect	Consum.		Resid.	Comm.	
Beginning balance	\$ 3,154	\$ 9,700	\$ 16,375	\$ 1,208	\$ 66	\$ 589	\$ 4,331	\$ 1,559	\$ 1,263	\$ 38,245
Charge-offs	(171)	(110)	(1,094)	(29)	(3)	(599)	(479)	(4)	(69)	(2,558)
Recoveries (Benefit)	2	540	960	34	86	495	1,268	1,377	181	4,943
provision	101	(903)	(565)	584	(140)	234	(894)	(1,498)	(964)	(4,045)
Ending balance	\$ 3,086	\$ 9,227	\$ 15,676	\$ 1,797	\$ 9	\$ 719	\$ 4,226	\$ 1,434	\$ 411	\$ 36,585

Ending balance: Individ. evaluated for impairment	\$ 974	\$ 410	\$ 1,974	\$ 284	\$ 142	\$ 423	\$ 60	\$ 4,267
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Loans pooled for evaluation	\$ 1,915	\$ 8,408	\$ 13,251	\$ 1,513	\$ 9	\$ 572	\$ 2,569	\$ 332	\$ 322	\$ 28,891
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Loans acquired with deteriorated credit quality	\$ 197	\$ 409	\$ 451	\$ 5	\$ 1,234	\$ 1,042	\$ 89	\$ 3,427
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Loans, net of unearned fees As of December 31, 2014

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(in thousands)	RE Mortgage		Home Equity		Auto Indirect	Other Consum.	C&I	Construction		Total
	Resid.	Comm.	Lines	Loans				Resid.	Comm.	
Ending balance:										
Total loans	\$ 279,420	\$ 1,335,939	\$ 352,584	\$ 31,314	\$ 112	\$ 33,074	\$ 174,945	\$ 38,618	\$ 36,518	\$ 2,282,524
Individ. evaluated for impairment	\$ 7,188	\$ 41,932	\$ 6,968	\$ 1,279	\$ 18	\$ 323	\$ 1,757	\$ 2,683	\$ 99	\$ 62,247
Loans pooled for evaluation	\$ 268,227	\$ 1,263,090	\$ 336,595	\$ 29,266	\$ 94	\$ 32,677	\$ 165,753	\$ 35,260	\$ 36,419	\$ 2,167,381
Loans acquired with deteriorated credit quality	\$ 4,005	\$ 30,917	\$ 9,021	\$ 770		\$ 74	\$ 7,435	\$ 675		\$ 52,897

Table of Contents**Note 5 Allowance for Loan Losses (continued)**

(in thousands)	Allowance for Loan Losses - Year Ended December 31, 2013									
	RE Mortgage		Home Equity		Auto	Other	C&I	Construction		Total
	Resid.	Comm.	Lines	Loans	Indirect	Consum.		Resid.	Comm.	
Beginning balance	\$ 3,523	\$ 8,782	\$ 21,367	\$ 1,155	\$ 243	\$ 696	\$ 4,703	\$ 1,400	\$ 779	\$ 42,648
Charge-offs	(46)	(2,038)	(2,651)	(94)	(68)	(887)	(1,599)	(20)	(140)	(7,543)
Recoveries (Benefit)	345	994	1,053	41	195	759	340	63	65	3,855
provision	(668)	1,962	(3,394)	106	(304)	21	887	116	559	(715)
Ending balance	\$ 3,154	\$ 9,700	\$ 16,375	\$ 1,208	\$ 66	\$ 589	\$ 4,331	\$ 1,559	\$ 1,263	\$ 38,245
Ending balance: Individ. evaluated for impairment	\$ 775	\$ 1,198	\$ 1,140	\$ 169	\$ 1	\$ 8	\$ 585	\$ 91	\$ 8	\$ 3,975
Loans pooled for evaluation	\$ 2,039	\$ 7,815	\$ 14,749	\$ 1,039	\$ 65	\$ 581	\$ 2,402	\$ 751	\$ 789	\$ 30,230
Loans acquired with deteriorated credit quality	\$ 340	\$ 687	\$ 486				\$ 1,344	\$ 717	\$ 466	\$ 4,040

(in thousands)	Loans, net of unearned fees As of December 31, 2013									
	RE Mortgage		Home Equity		Auto	Other	C&I	Construction		Total
	Resid.	Comm.	Lines	Loans	Indirect	Consum.		Resid.	Comm.	
Ending balance: Total loans	\$ 195,013	\$ 912,850	\$ 339,866	\$ 14,588	\$ 946	\$ 27,763	\$ 131,878	\$ 31,933	\$ 17,170	\$ 1,672,007
Individ. evaluated for	\$ 7,342	\$ 59,936	\$ 6,918	\$ 778	\$ 60	\$ 90	\$ 3,177	\$ 2,756	\$ 178	\$ 81,235

impairment

Loans

pooled for evaluation	\$ 183,015	\$ 822,654	\$ 322,865	\$ 13,324	\$ 886	\$ 27,592	\$ 122,166	\$ 27,611	\$ 16,947	\$ 1,537,060
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Loans

acquired with deteriorated credit quality	\$ 4,656	\$ 30,260	\$ 10,083	\$ 486		\$ 81	\$ 6,535	\$ 1,566	\$ 45	\$ 53,712
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As part of the on-going monitoring of the credit quality of the Company's loan portfolio, management tracks certain credit quality indicators including, but not limited to, trends relating to (i) the level of criticized and classified loans, (ii) net charge-offs, (iii) non-performing loans, and (iv) delinquency within the portfolio.

The Company utilizes a risk grading system to assign a risk grade to each of its loans. Loans are graded on a scale ranging from Pass to Loss. A description of the general characteristics of the risk grades is as follows:

Pass This grade represents loans ranging from acceptable to very little or no credit risk. These loans typically meet most if not all policy standards in regard to: loan amount as a percentage of collateral value, debt service coverage, profitability, leverage, and working capital.

Special Mention This grade represents Other Assets Especially Mentioned in accordance with regulatory guidelines and includes loans that display some potential weaknesses which, if left unaddressed, may result in deterioration of the repayment prospects for the asset or may inadequately protect the Company's position in the future. These loans warrant more than normal supervision and attention.

Substandard This grade represents Substandard loans in accordance with regulatory guidelines. Loans within this rating typically exhibit weaknesses that are well defined to the point that repayment is jeopardized. Loss potential is, however, not necessarily evident. The underlying collateral supporting the credit appears to have sufficient value to protect the Company from loss of principal and accrued interest, or the loan has been written down to the point where this is true. There is a definite need for a well defined workout/rehabilitation program.

Doubtful This grade represents Doubtful loans in accordance with regulatory guidelines. An asset classified as Doubtful has all the weaknesses inherent in a loan classified Substandard with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently existing facts, conditions and values, highly questionable and improbable. Pending factors include proposed merger, acquisition, or liquidation procedures, capital injection, perfecting liens on additional collateral, and financing plans.

Loss This grade represents Loss loans in accordance with regulatory guidelines. A loan classified as Loss is considered uncollectible and of such little value that its continuance as a bankable asset is not warranted. This classification does not mean that the loan has absolutely no recovery or salvage value, but rather that it is not practical or desirable to defer writing off the loan, even though some recovery may be affected in the future. The

portion of the loan that is graded loss should be charged off no later than the end of the quarter in which the loss is identified.

Table of Contents**Note 5 Allowance for Loan Losses (continued)**

The following tables present ending loan balances by loan category and risk grade for the periods indicated:

(in thousands)	RE Mortgage		Credit Quality Indicators				As of December 31, 2015			Total
	Resid.	Comm.	Home Equity Lines	Loans	Auto Indirect	Other Consum.	C&I	Construction Resid.	Comm.	
Originated loans:										
Pass	\$ 199,837	\$ 1,118,868	\$ 275,251	\$ 31,427		\$ 28,339	\$ 166,559	\$ 31,440	\$ 66,285	\$ 1,918,006
Special mention	2,018	10,321	2,494	1,027		415	1,037	334		17,646
Substandard	5,730	34,454	7,674	2,263		244	2,724	4		53,093
Loss										
Total originated	\$ 207,585	\$ 1,163,643	\$ 285,419	\$ 34,717		\$ 28,998	\$ 170,320	\$ 31,778	\$ 66,285	\$ 1,988,745
PNCI loans:										
Pass	\$ 102,895	\$ 293,935	\$ 27,378	\$ 3,789		\$ 3,164	\$ 19,666	\$ 13,636	\$ 8,489	\$ 472,952
Special mention	600	10,795	445	80		74				11,994
Substandard	1,040	6,134	1,512	149		129	78			9,042
Loss										
Total PNCI	\$ 104,535	\$ 310,864	\$ 29,335	\$ 4,018		\$ 3,367	\$ 19,744	\$ 13,636	\$ 8,489	\$ 493,988
PCI loans	\$ 2,145	\$ 23,060	\$ 7,738	\$ 1,627		\$ 64	\$ 4,849	\$ 721		\$ 40,204
Total loans	\$ 314,265	\$ 1,497,567	\$ 322,492	\$ 40,362		\$ 32,429	\$ 194,913	\$ 46,135	\$ 74,774	\$ 2,522,937

(in thousands)	RE Mortgage		Credit Quality Indicators				As of December 31, 2014			Total
	Resid.	Comm.	Home Equity Lines	Loans	Auto Indirect	Other Consum.	C&I	Construction Resid.	Comm.	
Originated loans:										
Pass	\$ 146,949	\$ 883,102	\$ 292,244	\$ 20,976	\$ 66	\$ 27,396	\$ 124,707	\$ 18,112	\$ 24,436	\$ 1,537,988
Special mention	1,122	11,521	3,590	743	11	591	636	622		18,836
Substandard	6,523	34,174	9,332	1,840	35	243	1,268	2,401	109	55,925
Loss										

Total originated	\$ 154,594	\$ 928,797	\$ 305,166	\$ 23,559	\$ 112	\$ 28,230	\$ 126,611	\$ 21,135	\$ 24,545	\$ 1,612,749
PNCI loans:										
Pass	\$ 119,643	\$ 359,537	\$ 36,531	\$ 6,813		\$ 4,399	\$ 40,628	\$ 16,808	\$ 11,973	\$ 596,332
Special mention	547	12,979	936	147		230	268			15,107
Substandard	631	3,709	930	25		141	3			5,439
Loss										
Total PNCI	\$ 120,821	\$ 376,225	\$ 38,397	\$ 6,985		\$ 4,770	\$ 40,899	\$ 16,808	\$ 11,973	\$ 616,878
PCI loans	\$ 4,005	\$ 30,917	\$ 9,021	\$ 770		\$ 74	\$ 7,435	\$ 675		\$ 52,897
Total loans	\$ 279,420	\$ 1,335,939	\$ 352,584	\$ 31,314	\$ 112	\$ 33,074	\$ 174,945	\$ 38,618	\$ 36,518	\$ 2,282,524

Consumer loans, whether unsecured or secured by real estate, automobiles, or other personal property, are susceptible to three primary risks; non-payment due to income loss, over-extension of credit and, when the borrower is unable to pay, shortfall in collateral value. Typically non-payment is due to loss of job and will follow general economic trends in the marketplace driven primarily by rises in the unemployment rate. Loss of collateral value can be due to market demand shifts, damage to collateral itself or a combination of the two.

Problem consumer loans are generally identified by payment history of the borrower (delinquency). The Bank manages its consumer loan portfolios by monitoring delinquency and contacting borrowers to encourage repayment, suggest modifications if appropriate, and, when continued scheduled payments become unrealistic, initiate repossession or foreclosure through appropriate channels. Collateral values may be determined by appraisals obtained through Bank approved, licensed appraisers, qualified independent third parties, public value information (blue book values for autos), sales invoices, or other appropriate means. Appropriate valuations are obtained at initiation of the credit and periodically (every 3-12 months depending on collateral type) once repayment is questionable and the loan has been classified.

Commercial real estate loans generally fall into two categories, owner-occupied and non-owner occupied. Loans secured by owner occupied real estate are primarily susceptible to changes in the business conditions of the related business. This may be driven by, among other things, industry changes, geographic business changes, changes in the individual fortunes of the business owner, and general economic conditions and changes in business cycles. These same risks apply to commercial loans whether secured by equipment or other personal property or unsecured. Losses on loans secured by owner occupied real estate, equipment, or other personal property generally are dictated by the value of underlying collateral at the time of default and liquidation of the collateral. When default is driven by issues related specifically to the business owner, collateral values tend to provide better repayment support and may result in little or no loss. Alternatively, when default is driven by more general economic conditions, underlying collateral generally has devalued more and results in larger losses due to default. Loans secured by non-owner occupied real estate are primarily susceptible to risks associated with swings in occupancy or vacancy and related shifts in lease rates, rental rates or room rates. Most often these shifts are a result of changes in general economic or market conditions or overbuilding and resultant over-supply. Losses are dependent on value of underlying collateral at the time of default. Values are generally driven by these same factors and influenced by interest rates and required rates of return as well as changes in occupancy costs.

Table of Contents**Note 5 Allowance for Loan Losses (continued)**

Construction loans, whether owner occupied or non-owner occupied commercial real estate loans or residential development loans, are not only susceptible to the related risks described above but the added risks of construction itself including cost over-runs, mismanagement of the project, or lack of demand or market changes experienced at time of completion. Again, losses are primarily related to underlying collateral value and changes therein as described above.

Problem C&I loans are generally identified by periodic review of financial information which may include financial statements, tax returns, rent rolls and payment history of the borrower (delinquency). Based on this information the Bank may decide to take any of several courses of action including demand for repayment, additional collateral or guarantors, and, when repayment becomes unlikely through borrower's income and cash flow, repossession or foreclosure of the underlying collateral.

Collateral values may be determined by appraisals obtained through Bank approved, licensed appraisers, qualified independent third parties, public value information (blue book values for autos), sales invoices, or other appropriate means. Appropriate valuations are obtained at initiation of the credit and periodically (every 3-12 months depending on collateral type) once repayment is questionable and the loan has been classified.

Once a loan becomes delinquent and repayment becomes questionable, a Bank collection officer will address collateral shortfalls with the borrower and attempt to obtain additional collateral. If this is not forthcoming and payment in full is unlikely, the Bank will estimate its probable loss, using a recent valuation as appropriate to the underlying collateral less estimated costs of sale, and charge the loan down to the estimated net realizable amount. Depending on the length of time until ultimate collection, the Bank may revalue the underlying collateral and take additional charge-offs as warranted. Revaluations may occur as often as every 3-12 months depending on the underlying collateral and volatility of values. Final charge-offs or recoveries are taken when collateral is liquidated and actual loss is known. Unpaid balances on loans after or during collection and liquidation may also be pursued through lawsuit and attachment of wages or judgment liens on borrower's other assets.

The following table shows the ending balance of current, past due, and nonaccrual originated loans by loan category as of the date indicated:

	Analysis of Past Due and Nonaccrual Originated Loans						As of December 31, 2015		Total
	RE Mortgage		Home Equity	Auto	Other	C&I	Construction		
(in thousands)	Resid.	Comm.	Lines	Loans	Indirect	Consum.	C&I	Resid.	Comm.
Originated loan balance:									
Past due:									
30-59 Days	\$ 791	\$ 200	\$ 1,033	\$ 402	\$ 12	\$ 2,197			\$ 4,635
60-89 Days		491	324	341		40			1,196
> 90 Days	271	3,425	520	82		19	24		4,341
	\$ 1,062	\$ 4,116	\$ 1,877	\$ 825	\$ 71	\$ 2,221			\$ 10,172

Total past due									
Current	206,523	1,159,527	283,542	33,892	28,927	168,099			1,978,573
Total orig. loans	\$ 207,585	\$ 1,163,643	\$ 285,419	\$ 34,717	\$ 28,998	\$ 170,320	\$ 31,778	\$ 66,285	\$ 1,988,745
> 90 Days and still accruing									
Nonaccrual loans	\$ 3,045	\$ 14,196	\$ 3,379	\$ 1,195	\$ 21	\$ 976	\$ 12		\$ 22,824

The following table shows the ending balance of current, past due, and nonaccrual PNCI loans by loan category as of the date indicated:

(in thousands)	Analysis of Past Due and Nonaccrual PNCI Loans						As of December 31, 2015			
	RE Mortgage		Home Equity	Auto	Other	Construction				
PNCI loan balance:	Resid.	Comm.	Lines	Loans	Indirec	Consum.	C&I	Resid.	Comm.	Total
Past due:										
30-59 Days	\$ 3,106	\$ 4,037	\$ 92	\$ 23			\$ 1			\$ 7,259
60-89 Days						\$ 13				13
> 90 Days	58	748	275	71		10		\$ 490		1,652
Total past due	\$ 3,164	\$ 4,785	\$ 367	\$ 94	\$ 23	\$ 1		\$ 490		\$ 8,924
Current	101,371	306,079	28,968	3,924	3,344	19,743	\$ 13,636	7,999		485,064
Total PNCI loans	\$ 104,535	\$ 310,864	\$ 29,335	\$ 4,018	\$ 3,367	\$ 19,744	\$ 13,636	\$ 8,489		\$ 493,988
> 90 Days and still accruing										
Nonaccrual loans	\$ 348	\$ 3,742	\$ 676	\$ 109	\$ 33			\$ 490		\$ 5,398

Table of Contents**Note 5 Allowance for Loan Losses (continued)**

The following table shows the ending balance of current, past due, and nonaccrual originated loans by loan category as of the date indicated:

(in thousands)	Analysis of Past Due and Nonaccrual Originated Loans							As of December 31, 2014		Total
	RE Mortgage		Home Equity	Auto	Other	Construction				
	Resid.	Comm.	Lines	Loans	Indirect	Consum.	C&I	Resid.	Comm.	
Originated loan balance:										
Past due:										
30-59 Days	\$ 1,296	\$ 735	\$ 2,066	\$ 615	\$ 4	\$ 64	\$ 739			\$ 5,519
60-89 Days	919		296	192		24	99			1,530
> 90 Days	100	900	754	202	17	46	61			2,080
Total past due	\$ 2,315	\$ 1,635	\$ 3,116	\$ 1,009	\$ 21	\$ 134	\$ 899			\$ 9,129
Current	152,279	927,162	302,050	22,550	91	28,096	125,712	21,135	24,545	1,603,620
Total orig. loans	\$ 154,594	\$ 928,797	\$ 305,166	\$ 23,559	\$ 112	\$ 28,230	\$ 126,611	\$ 21,135	\$ 24,545	\$ 1,612,749
> 90 Days and still accruing										
Nonaccrual loans	\$ 3,430	\$ 20,736	\$ 4,336	\$ 1,197	\$ 18	\$ 66	\$ 246	\$ 2,401	\$ 99	\$ 32,529

The following table shows the ending balance of current, past due, and nonaccrual PNCI loans by loan category as of the date indicated:

(in thousands)	Analysis of Past Due and Nonaccrual PNCI Loans							As of December 31, 2014		Total
	RE Mortgage		Home Equity	Auto	Other	Construction				
	Resid.	Comm.	Lines	Loans	Indirec	Consum.	C&I	Resid.	Comm.	
PNCI loan balance:										
Past due:										
30-59 Days	\$ 2,041	\$ 260	\$ 275			\$ 25	\$ 67			\$ 2,668

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60-89 Days	24		118		3				145
> 90 Days	239		73	25	76				413

Total past due	\$ 2,304	\$ 260	\$ 466	\$ 25	\$ 104	\$ 67			\$ 3,226
Current	118,517	375,965	37,931	6,960	4,666	40,832	16,808	11,973	\$ 613,652

Total PNCI loans	\$ 120,821	\$ 376,225	\$ 38,397	\$ 6,985	\$ 4,770	\$ 40,899	\$ 16,808	\$ 11,973	\$ 616,878
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> 90 Days and still accruing

Nonaccrual loans	\$ 799	\$ 366	\$ 346	\$ 25	\$ 110				\$ 1,646
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Impaired originated loans are those where management has concluded that it is probable that the borrower will be unable to pay all amounts due under the contractual terms. The following tables show the recorded investment (financial statement balance), unpaid principal balance, average recorded investment, and interest income recognized for impaired Originated and PNCI loans, segregated by those with no related allowance recorded and those with an allowance recorded for the periods indicated.

(in thousands)	Impaired Originated Loans As of December 31, 2015								
	RE Mortgage Resid.	Mortgage Comm.	Home Equity Lines	Auto Loans	Other Indirec	Consum. C&I	Construction Resid.	Comm.	Total
With no related allowance recorded:									
Recorded investment	\$ 3,886	\$ 27,109	\$ 2,963	\$ 947	\$ 20	\$ 576	\$ 4		\$ 35,505
Unpaid principal	\$ 5,998	\$ 29,678	\$ 6,079	\$ 1,349	\$ 35	\$ 688	\$ 65		\$ 43,892
Average recorded Investment	\$ 3,586	\$ 32,793	\$ 2,982	\$ 848	\$ 29	\$ 494	\$ 1,202	\$ 50	\$ 41,984
Interest income Recognized	\$ 81	\$ 893	\$ 23	\$ 5		\$ 29			\$ 1,031
With an allowance recorded:									
Recorded investment	\$ 2,006	\$ 1,418	\$ 1,724	\$ 674	\$ 1	\$ 2,094			\$ 7,917
Unpaid principal	\$ 2,073	\$ 1,453	\$ 1,904	\$ 701	\$ 1	\$ 2,117			\$ 8,249
Related allowance	\$ 335	\$ 146	\$ 525	\$ 256	\$ 1	\$ 1,187			\$ 2,450

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Average recorded Investment	\$ 2,365	\$ 2,180	\$ 2,455	\$ 589	\$ 23	\$ 1,716	\$ 141	\$ 9,469
Interest income Recognized	\$ 49	\$ 74	\$ 31	\$ 26		\$ 122		\$ 302

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Table of Contents**Note 5 Allowance for Loan Losses (continued)**

(in thousands)	RE Mortgage		Impaired PNCI Loans				As of December 31, 2015		Total
	Resid.	Comm.	Home Equity Lines	Auto Loans	Other Indirect	Consum. C&I	Construction Resid.	Comm.	
With no related allowance recorded:									
Recorded investment	\$ 875	\$ 1,132	\$ 454	\$ 71	\$ 33	\$ 1	\$ 490	\$ 3,056	
Unpaid principal	\$ 908	\$ 1,248	\$ 505	\$ 73	\$ 52	\$ 1	\$ 490	\$ 3,277	
Average recorded Investment	\$ 609	\$ 749	\$ 400	\$ 48	\$ 35	\$ 4	\$ 245	\$ 2,090	
Interest income Recognized	\$ 31	\$ 32	\$ 3	\$ 2	\$ 1		\$ 18	\$ 87	
With an allowance recorded:									
Recorded investment		\$ 2,748	\$ 606	\$ 39	\$ 234			\$ 3,627	
Unpaid principal		\$ 2,858	\$ 612	\$ 40	\$ 234			\$ 3,744	
Related allowance		\$ 248	\$ 80	\$ 39	\$ 73			\$ 440	
Average recorded Investment	\$ 417	\$ 1,447	\$ 521	\$ 19	\$ 227			\$ 2,631	
Interest income Recognized		\$ 149	\$ 14		\$ 11			\$ 174	

(in thousands)	RE Mortgage		Impaired Originated Loans				As of December 31, 2014		Total	
	Resid.	Comm.	Home Equity Lines	Auto Loans	Other Indirect	Consum. C&I	Construction Resid.	Comm.		
With no related allowance recorded:										
Recorded investment	\$ 3,287	\$ 38,477	\$ 3,001	\$ 750	\$ 14	\$ 25	\$ 412	\$ 2,401	\$ 99	\$ 48,466

Related allowance	\$ 177	\$ 108	\$ 205	\$ 131	\$ 621
Average recorded Investment	\$ 516	\$ 148	\$ 319	\$ 124	\$ 1,107
Interest income Recognized	\$ 8	\$ 8	\$ 20	\$ 12	\$ 48

Table of Contents**Note 5 Allowance for Loan Losses (continued)**

At December 31, 2015, \$29,269,000 of Originated loans were TDRs and classified as impaired. The Company had obligations to lend \$35,000 of additional funds on these TDRs as of December 31, 2015. At December 31, 2015, \$1,396,000 of PNCI loans were TDRs and classified as impaired. The Company had no obligations to lend additional funds on these TDRs as of December 31, 2015.

At December 31, 2014, \$45,676,000 of Originated loans were TDRs and classified as impaired. The Company had obligations to lend \$54,000 of additional funds on these TDRs as of December 31, 2014. At December 31, 2014, \$1,307,000 of PNCI loans were TDRs and classified as impaired. The Company had no obligations to lend additional funds on these TDRs as of December 31, 2014.

At December 31, 2013, \$56,739,000 of Originated loans were TDRs and classified as impaired. The Company had obligations to lend \$25,000 of additional funds on these TDRs as of December 31, 2013. At December 31, 2013, \$901,000 of PNCI loans were TDRs and classified as impaired. The Company had no obligations to lend additional funds on these TDRs as of December 31, 2013.

The following tables show certain information regarding Troubled Debt Restructurings (TDRs) that occurred during the periods indicated:

TDR Information for the Year Ended December 31, 2015										
(dollars in thousands)	RE Mortgage		Home Equity		Auto	Other	Construction		Total	
Number	Resid.	Comm.	Lines	Loans	Indirect	Consum.	C&I	Resid.	Comm.	
Pre-mod outstanding principal balance	\$ 800	\$ 1,518	\$ 301	\$ 315		\$ 89	\$ 956			\$ 3,979
Post-mod outstanding principal balance	\$ 801	\$ 1,517	\$ 301	\$ 321		\$ 89	\$ 944			\$ 3,973
Financial impact due to TDR taken as additional provision	\$ 8	\$ (5)		\$ 38		\$ 5	\$ 405			\$ 451
Number that defaulted during the period	4	2	3	1						10
Recorded investment of TDRs that defaulted during the period	\$ 221	\$ 280	\$ 182	\$ 53						\$ 736
Financial impact due to the default of previous TDR taken as charge-offs or additional provisions				\$ (9)						\$ (9)

TDR Information for the Year Ended December 31, 2014										
(dollars in thousands)	RE Mortgage		Home Equity		Auto	Other	C&I	Construction		Total
	Resid.	Comm.	Lines	Loans				Resid.	Comm.	

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Number	Indirect					Consum.				
	5	7	6	2	1	7	1	2	31	
Pre-mod outstanding principal balance	\$ 1,048	\$ 1,980	\$ 940	\$ 100	\$ 147	\$ 218	\$ 102	\$ 219	\$ 4,754	
Post-mod outstanding principal balance	\$ 1,050	\$ 1,890	\$ 967	\$ 102	\$ 147	\$ 219	\$ 85	\$ 196	\$ 4,656	
Financial impact due to TDR taken as additional provision	\$ 91	\$ 22		\$ (1)	\$ 66	\$ 101			\$ 279	
Number that defaulted during the period	2	2	1			1			6	
Recorded investment of TDRs that defaulted during the period	\$ 344	\$ 423	\$ 20			\$ 116			\$ 903	
Financial impact due to the default of previous TDR taken as charge-offs or additional provisions						\$ (8)			\$ (8)	

Modifications classified as Troubled Debt Restructurings can include one or a combination of the following: rate modifications, term extensions, interest only modifications, either temporary or long-term, payment modifications, and collateral substitutions/additions.

Table of Contents**Note 5 Allowance for Loan Losses (continued)**

For all new Troubled Debt Restructurings, an impairment analysis is conducted. If the loan is determined to be collateral dependent, any additional amount of impairment will be calculated based on the difference between estimated collectible value and the current carrying balance of the loan. This difference could result in an increased provision and is typically charged off. If the asset is determined not to be collateral dependent, the impairment is measured on the net present value difference between the expected cash flows of the restructured loan and the cash flows which would have been received under the original terms. The effect of this could result in a requirement for additional provision to the reserve. The effect of these required provisions for the period are indicated above.

Typically if a TDR defaults during the period, the loan is then considered collateral dependent and, if it was not already considered collateral dependent, an appropriate provision will be reserved or charge will be taken. The additional provisions required resulting from default of previously modified TDR s are noted above.

Note 6 Foreclosed Assets

A summary of the activity in the balance of foreclosed assets follows (dollars in thousands):

	Year ended December 31, 2015			Year ended December 31, 2014		
	Noncovered	Covered	Total	Noncovered	Covered	Total
Beginning balance, net	\$ 4,449	\$ 445	\$ 4,894	\$ 5,588	\$ 674	\$ 6,262
Acquisitions				695		695
Additions/transfers from loans	5,880	(445)	5,435	5,753		5,753
Dispositions/sales	(4,458)		(4,458)	(7,391)	(217)	(7,608)
Valuation adjustments	(502)		(502)	(196)	(12)	(208)
Ending balance, net	\$ 5,369		\$ 5,369	\$ 4,449	\$ 445	\$ 4,894
Ending valuation allowance	\$ (572)		\$ (572)	\$ (208)		\$ (208)
Ending number of foreclosed assets	26		26	28	1	29
Proceeds from sale of foreclosed assets	\$ 5,449		\$ 5,449	\$ 9,517	\$ 245	\$ 9,762
Gain on sale of foreclosed assets	\$ 991		\$ 991	\$ 2,125	\$ 28	\$ 2,153

At December 31, 2015, the balance of real estate owned includes \$1,787,000 of foreclosed residential real estate properties recorded as a result of obtaining physical possession of the property. At December 31, 2015, the recorded investment of consumer mortgage loans secured by residential real estate properties for which formal foreclosure proceedings are underway is \$658,000.

Note 7 Premises and Equipment

Premises and equipment were comprised of:

	December 31, 2015	December 31, 2014
	(In thousands)	
Land & land improvements	\$ 8,909	\$ 8,933
Buildings	38,643	39,638
Furniture and equipment	31,081	28,446
	78,633	77,017
Less: Accumulated depreciation	(35,518)	(33,570)
	43,115	43,447
Construction in progress	696	46
Total premises and equipment	\$ 43,811	\$ 43,493

Depreciation expense for premises and equipment amounted to \$5,043,000, \$4,648,000, and \$3,635,000 in 2015, 2014, and 2013, respectively.

Table of Contents**Note 8 Cash Value of Life Insurance**

A summary of the activity in the balance of cash value of life insurance follows (dollars in thousands):

	Year ended December 31,	
	2015	2014
Beginning balance	\$ 92,337	\$ 52,309
Acquisitions		38,075
Increase in cash value of life insurance	2,786	1,953
Death benefit receivable in excess of cash value	155	
Death benefit receivable	(718)	
Ending balance	\$ 94,560	\$ 92,337
End of period death benefit	\$ 166,299	\$ 165,966
Number of policies owned	187	189
Insurance companies used	14	14
Current and former employees and directors covered	59	60

As of December 31, 2015, the Bank was the owner and beneficiary of 187 life insurance policies, issued by 14 life insurance companies, covering 59 current and former employees and directors. These life insurance policies are recorded on the Company's financial statements at their reported cash (surrender) values. As a result of current tax law and the nature of these policies, the Bank records any increase in cash value of these policies as nontaxable noninterest income. If the Bank decided to surrender any of the policies prior to the death of the insured, such surrender may result in a tax expense related to the life-to-date cumulative increase in cash value of the policy. If the Bank retains such policies until the death of the insured, the Bank would receive nontaxable proceeds from the insurance company equal to the death benefit of the policies. The Bank has entered into Joint Beneficiary Agreements (JBAs) with certain of the insured that for certain of the policies provide some level of sharing of the death benefit, less the cash surrender value, among the Bank and the beneficiaries of the insured upon the receipt of death benefits. See Note 15 of these consolidated financial statements for additional information on JBAs.

Note 9 Goodwill and Other Intangible Assets

The following table summarizes the Company's goodwill intangible as of the dates indicated:

(Dollar in Thousands)	December 31, 2015	Additions	Reductions	December 31, 2014
Goodwill	\$ 63,462			\$ 63,462

The following table summarizes the Company's core deposit intangibles as of the dates indicated:

(Dollar in Thousands) Additions

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	December 31, 2015	Reductions/ Amortization	Fully Depreciated	December 31, 2014
Core deposit intangibles	\$ 8,074			\$ 8,074
Accumulated amortization	(2,180)	\$ (1,157)		(1,023)
Core deposit intangibles, net	\$ 5,894	\$ (1,157)		\$ 7,051

The Company recorded additions to CDI of \$6,614,000 in conjunction with the North Valley Bancorp acquisition on October 3, 2014, \$898,000 in conjunction with the Citizens acquisition on September 23, 2011, and \$562,000 in conjunction with the Granite acquisition on May 28, 2010. The following table summarizes the Company's estimated core deposit intangible amortization (dollars in thousands):

Years Ended	Estimated Core Deposit Intangible Amortization
2016	\$ 1,157
2017	1,109
2018	1,044
2019	948
2020	948
Thereafter	\$ 688

Table of Contents**Note 10 Mortgage Servicing Rights**

The following tables summarize the activity in, and the main assumptions we used to determine the fair value of mortgage servicing rights for the periods indicated (dollars in thousands):

	Years ended December 31,		
	2015	2014	2013
Balance at beginning of period	\$ 7,378	\$ 6,165	\$ 4,552
Acquisition		1,944	
Originations	941	570	1,360
Change in fair value	(701)	(1,301)	253
Balance at end of period	\$ 7,618	\$ 7,378	\$ 6,165
Contractually specified servicing fees, late fees and ancillary fees earned	\$ 2,164	\$ 1,869	\$ 1,774
Balance of loans serviced at:			
Beginning of period	\$ 840,288	\$ 680,197	\$ 666,512
End of period	\$ 817,917	\$ 840,288	\$ 680,197
Weighted-average prepayment speed (CPR)	9.8%	12.0%	10.3%
Weighted-average discount rate	10.0%	10.0%	10.0%

The changes in fair value of MSR's that occurred during 2015 and 2014 were mainly due to changes in principal balances and changes in estimate life of the MSR's.

Note 11 Indemnification Asset

A summary of the activity in the balance of indemnification asset (liability) included in other assets is follows (in thousands):

	Year ended December 31,		
	2015	2014	2013
Beginning balance	\$ (349)	\$ 206	\$ 1,997
Effect of actual covered losses (recoveries) and increase (decrease) in estimated future covered losses	(93)	(853)	(1,419)
Change in estimated true up liability	(71)	(100)	
Reimbursable (revenue) expenses, net	4	85	(159)
Payments made (received)	(12)	313	(213)
Ending balance	\$ (521)	\$ (349)	\$ 206
Amount of indemnification asset (liability) recorded in other assets	\$ 77	\$ (349)	\$ 206
Amount of indemnification liability recorded in other liabilities	(598)		

Ending balance	\$ (521)	\$ (349)	\$ 206
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Note 12 Other Assets

Other assets were comprised of (in thousands):

	As of December 31,	
	2015	2014
Deferred tax asset, net (Note 22)	\$ 36,440	\$ 37,706
Prepaid expense	3,062	3,378
Software	1,290	1,327
Advanced compensation	673	908
Capital Trusts	1,696	1,690
Investment in Low Housing Tax Credit Funds	4,223	
Prepaid Taxes		5,599
Miscellaneous other assets	1,207	1,127
Total other assets	\$ 48,591	\$ 51,735

Table of Contents**Note 13 Deposits**

A summary of the balances of deposits follows (in thousands):

	December 31,	
	2015	2014
Noninterest-bearing demand	\$ 1,155,695	\$ 1,083,900
Interest-bearing demand	853,961	782,385
Savings	1,281,540	1,156,126
Time certificates, \$250,000 and over	75,897	38,217
Other time certificates	264,173	319,795
Total deposits	\$ 3,631,266	\$ 3,380,423

Certificate of deposit balances of \$50,000,000 and \$5,000,000 from the State of California were included in time certificates, \$250,000 and over, at December 31, 2015 and 2014, respectively. The Bank participates in a deposit program offered by the State of California whereby the State may make deposits at the Bank's request subject to collateral and credit worthiness constraints. The negotiated rates on these State deposits are generally more favorable than other wholesale funding sources available to the Bank. Overdrawn deposit balances of \$796,000 and \$1,216,000 were classified as consumer loans at December 31, 2015 and 2014, respectively.

At December 31, 2015, the scheduled maturities of time deposits were as follows (in thousands):

	Scheduled Maturities
2016	\$ 285,400
2017	27,754
2018	10,331
2019	5,805
2020	10,777
Thereafter	3
Total	\$ 340,070

Note 14 Reserve for Unfunded Commitments

The following tables summarize the activity in reserve for unfunded commitments for the periods indicated (dollars in thousands):

	Years ended December 31,		
	2015	2014	2013

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Balance at beginning of period	\$ 2,145	\$ 2,415	\$ 3,615
Acquisitions		125	
Provision for losses Unfunded commitments	330	(395)	(1,200)
Balance at end of period	\$ 2,475	\$ 2,145	\$ 2,415

Note 15 Other Liabilities

Other liabilities were comprised of (in thousands):

	December 31,	
	2015	2014
Deferred compensation	\$ 6,725	\$ 7,408
Pension liability	26,182	26,798
Joint beneficiary agreements	2,529	2,728
Low income housing tax credit fund commitments	3,330	
Accrued salaries and benefits expense	3,851	5,407
Loan escrow and servicing payable	2,037	1,938
Deferred revenue	1,082	1,091
Unsettled investment security purchases	17,072	
Miscellaneous other liabilities	2,485	3,822
Total other liabilities	\$ 65,293	\$ 49,192

Table of Contents**Note 16 Other Borrowings**

A summary of the balances of other borrowings follows:

	December 31,	
	2015	2014
	(in thousands)	
Other collateralized borrowings, fixed rate, as of December 31, 2015 of 0.05%, payable on January 4, 2016	\$ 12,328	\$ 9,276
Total other borrowings	\$ 12,328	\$ 9,276

The Company did not enter into any other borrowings or repurchase agreements during 2015 or 2014.

The Company had \$12,328,000 and \$9,276,000 of other collateralized borrowings at December 31, 2015 and 2014, respectively. Other collateralized borrowings are generally overnight maturity borrowings from non-financial institutions that are collateralized by securities owned by the Company. As of December 31, 2015, the Company has pledged as collateral and sold under agreements to repurchase investment securities with fair value of \$12,328,000 under these other collateralized borrowings.

The Company maintains a collateralized line of credit with the Federal Home Loan Bank of San Francisco. Based on the FHLB stock requirements at December 31, 2015, this line provided for maximum borrowings of \$1,143,065,000 of which none was outstanding, leaving \$1,143,065,000 available. As of December 31, 2015, the Company had designated investment securities with a fair value of \$94,351,000 and loans totaling \$1,673,789,000 as potential collateral under this collateralized line of credit with the FHLB.

The Company maintains a collateralized line of credit with the Federal Reserve Bank of San Francisco. As of December 31, 2015, this line provided for maximum borrowings of \$135,684,000 of which none was outstanding, leaving \$135,684,000 available. As of December 31, 2015, the Company has designated investment securities with fair value of \$218,000 and loans totaling \$186,187,000 as potential collateral under this collateralized line of credit with the FRB.

The Company has available unused correspondent banking lines of credit from commercial banks totaling \$15,000,000 for federal funds transactions at December 31, 2015.

Note 17 Junior Subordinated Debt

On July 31, 2003, the Company formed a subsidiary business trust, TriCo Capital Trust I, to issue trust preferred securities. Concurrently with the issuance of the trust preferred securities, the trust issued 619 shares of common stock to the Company for \$1,000 per share or an aggregate of \$619,000. In addition, the Company issued a junior subordinated debenture to the trust in the amount of \$20,619,000. The terms of the junior subordinated debenture are materially consistent with the terms of the trust preferred securities issued by TriCo Capital Trust I. Also on July 31, 2003, TriCo Capital Trust I completed an offering of 20,000 shares of cumulative trust preferred securities for cash in an aggregate amount of \$20,000,000. The trust preferred securities are mandatorily redeemable upon maturity on October 7, 2033 with an interest rate that resets quarterly at three-month LIBOR plus 3.05%. TriCo Capital Trust I has the right to redeem the trust preferred securities on or after October 7, 2008. The trust preferred securities were issued

through an underwriting syndicate to which the Company paid underwriting fees of \$7.50 per trust preferred security or an aggregate of \$150,000. The net proceeds of \$19,850,000 were used to finance the opening of new branches, improve bank services and technology, repurchase shares of the Company's common stock under its repurchase plan and increase the Company's capital.

On June 22, 2004, the Company formed a second subsidiary business trust, TriCo Capital Trust II, to issue trust preferred securities. Concurrently with the issuance of the trust preferred securities, the trust issued 619 shares of common stock to the Company for \$1,000 per share or an aggregate of \$619,000. In addition, the Company issued a junior subordinated debenture to the trust in the amount of \$20,619,000. The terms of the junior subordinated debenture are materially consistent with the terms of the trust preferred securities issued by TriCo Capital Trust II. Also on June 22, 2004, TriCo Capital Trust II completed an offering of 20,000 shares of cumulative trust preferred securities for cash in an aggregate amount of \$20,000,000. The trust preferred securities are mandatorily redeemable upon maturity on July 23, 2034 with an interest rate that resets quarterly at three-month LIBOR plus 2.55%. TriCo Capital Trust II has the right to redeem the trust preferred securities on or after July 23, 2009. The trust preferred securities were issued through an underwriting syndicate to which the Company paid underwriting fees of \$2.50 per trust preferred security or an aggregate of \$50,000. The net proceeds of \$19,950,000 were used to finance the opening of new branches, improve bank services and technology, repurchase shares of the Company's common stock under its repurchase plan and increase the Company's capital.

As a result of the Company's acquisition of North Valley Bancorp on October 3, 2014, the Company assumed the junior subordinated debentures issued by North Valley Bancorp to North Valley Capital Trusts II, III & IV with face amounts of \$6,186,000, \$5,155,000 and \$10,310,000, respectively. Also, as a result of the North Valley Bancorp acquisition, the Company acquired common stock interests in North Valley Capital Trusts II, III and IV with face value of \$186,000, \$155,000, and \$310,000, respectively. At the acquisition date of October 3, 2014, the junior subordinated debentures associated with North Valley Capital Trust II, III and IV were recorded on the Company's books at their fair values of \$5,006,000, \$3,918,000, and \$6,063,000, respectively. The related fair value discounts to face value of these debentures will be amortized over the remaining time to maturity for each of these debentures using the effective interest method. Similar, and proportional, discounts were applied to the acquired common stock interest in North Valley Capital Trusts II, III and IV, and these discounts will be proportionally amortized over the remaining time to maturity for each related debenture.

Table of Contents**Note 17 Junior Subordinated Debt (continued)**

TriCo Capital Trusts I and II, and North Valley Capital Trusts II, III and IV are collectively referred to as the Capital Trusts. The recorded book values of the junior subordinated debentures issued by the Capital Trusts are reflected as junior subordinated debt in the Company's consolidated balance sheets. The common stock issued by the Capital Trusts and owned by the Company is recorded in other assets in the Company's consolidated balance sheets. The recorded book value of the debentures issued by the Capital Trusts, less the recorded book value of the common stock of the Capital Trusts owned by the Company, continues to qualify as Tier 1 or Tier 2 capital under interim guidance issued by the Board of Governors of the Federal Reserve System.

The following table summarizes the terms and recorded balance of each subordinated debenture as of the date indicated (dollars in thousands):

Subordinated Debt Series	Maturity Date	Face Value	Coupon Rate	As of	
			(Variable)	December 31, 2015	Recorded
			3 mo. LIBOR +	Current Coupon Rate	Book Value
TriCo Cap Trust I	10/7/2033	\$ 20,619	3.05%	3.37%	\$ 20,619
TriCo Cap Trust II	7/23/2034	20,619	2.55%	2.87%	20,619
North Valley Trust II	4/24/2033	6,186	3.25%	3.58%	5,055
North Valley Trust III	4/24/2034	5,155	2.80%	3.12%	3,966
North Valley Trust IV	3/15/2036	10,310	1.33%	1.84%	6,211
		\$ 62,889			\$ 56,470

Note 18 - Commitments and Contingencies

Restricted Cash Balances Reserves (in the form of deposits with the San Francisco Federal Reserve Bank) of \$70,660,000 and \$57,616,000 were maintained to satisfy Federal regulatory requirements at December 31, 2015 and 2014. These reserves are included in cash and due from banks in the accompanying consolidated balance sheets.

Lease Commitments The Company leases 41 sites under non-cancelable operating leases. The leases contain various provisions for increases in rental rates, based either on changes in the published Consumer Price Index or a predetermined escalation schedule. Substantially all of the leases provide the Company with the option to extend the lease term one or more times following expiration of the initial term. The Company currently does not have any capital leases. At December 31, 2015, future minimum commitments under non-cancelable operating leases with initial or remaining terms of one year or more are as follows:

Operating Leases
(in thousands)

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2016	\$	3,067
2017		2,400
2018		1,755
2019		1,211
2020		2,382
Thereafter		659
Future minimum lease payments	\$	11,474

Rent expense under operating leases was \$6,241,000 in 2015, \$4,786,000 in 2014, and \$4,300,000 in 2013. Rent expense was offset by rent income of \$217,000 in 2015, \$225,000 in 2014, and \$216,000 in 2013.

Financial Instruments with Off-Balance-Sheet Risk The Company is a party to financial instruments with off-balance sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments include commitments to extend credit, standby letters of credit, and deposit account overdraft privilege. Those instruments involve, to varying degrees, elements of risk in excess of the amount recognized in the balance sheet. The contract amounts of those instruments reflect the extent of involvement the Company has in particular classes of financial instruments.

The Company's exposure to loss in the event of nonperformance by the other party to the financial instrument for commitments to extend credit and standby letters of credit written is represented by the contractual amount of those instruments. The Company uses the same credit policies in making commitments and conditional obligations as it does for on-balance sheet instruments. The Company's exposure to loss in the event of nonperformance by the other party to the financial instrument for deposit account overdraft privilege is represented by the overdraft privilege amount disclosed to the deposit account holder.

Table of Contents**Note 18 - Commitments and Contingencies (continued)**

The following table presents a summary of the Bank's commitments and contingent liabilities:

(in thousands)	December 31, 2015	December 31, 2014
Financial instruments whose amounts represent risk:		
Commitments to extend credit:		
Commercial loans	\$ 196,399	\$ 177,557
Consumer loans	394,278	392,705
Real estate mortgage loans	42,793	36,139
Real estate construction loans	71,846	49,774
Standby letters of credit	8,330	17,531
Deposit account overdraft privilege	94,473	101,060

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates of one year or less or other termination clauses and may require payment of a fee. Since many of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. The Company evaluates each customer's credit worthiness on a case-by-case basis. The amount of collateral obtained, if deemed necessary by the Company upon extension of credit, is based on Management's credit evaluation of the customer. Collateral held varies, but may include accounts receivable, inventory, property, plant and equipment, residential properties, and income-producing commercial properties.

Standby letters of credit are conditional commitments issued by the Company to guarantee the performance of a customer to a third party. Those guarantees are primarily issued to support private borrowing arrangements. Most standby letters of credit are issued for one year or less. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loan facilities to customers. Collateral requirements vary, but in general follow the requirements for other loan facilities.

Deposit account overdraft privilege amount represents the unused overdraft privilege balance available to the Company's deposit account holders who have deposit accounts covered by an overdraft privilege. The Company has established an overdraft privilege for certain of its deposit account products whereby all holders of such accounts who bring their accounts to a positive balance at least once every thirty days receive the overdraft privilege. The overdraft privilege allows depositors to overdraft their deposit account up to a predetermined level. The predetermined overdraft limit is set by the Company based on account type.

Legal Proceedings The Bank owns 13,396 shares of Class B common stock of Visa Inc. which are convertible into Class A common stock at a conversion ratio of 1.648265 per Class B share. As of December 31, 2015, the value of the Class A shares was \$77.55 per share. Utilizing the conversion ratio, the value of unredeemed Class A equivalent shares owned by the Bank was \$1,712,000 as of December 31, 2015, and has not been reflected in the accompanying financial statements. The shares of Visa Class B common stock are restricted and may not be transferred. Visa Member Banks are required to fund an escrow account to cover settlements, resolution of pending litigation and related claims. If the funds in the escrow account are insufficient to settle all the covered litigation, Visa may sell additional Class A shares, use the proceeds to settle litigation, and further reduce the conversion ratio. If funds remain

in the escrow account after all litigation is settled, the Class B conversion ratio will be increased to reflect that surplus.

On January 24, 2014, a putative shareholder class action lawsuit was filed against TriCo, North Valley Bancorp and certain other defendants in connection with TriCo entering into the merger agreement with North Valley Bancorp. The lawsuit, which was filed in the Shasta County, California Superior Court, alleges that the members of the North Valley Bancorp board of directors breached their fiduciary duties to North Valley Bancorp shareholders by approving the proposed merger for inadequate consideration; approving the transaction in order to receive benefits not equally shared by other North Valley Bancorp shareholders; entering into the merger agreement containing preclusive deal protection devices; and failing to take steps to maximize the value to be paid to the North Valley Bancorp shareholders. The lawsuit alleges claims against TriCo for aiding and abetting these alleged breaches of fiduciary duties. The plaintiff seeks, among other things, declaratory and injunctive relief concerning the alleged breaches of fiduciary duties, injunctive relief prohibiting consummation of the merger, rescission, attorneys' fees and costs, and other and further relief. On July 31, 2014 the defendants entered into a memorandum of understanding with the plaintiffs regarding the settlement of this lawsuit. In connection with the settlement contemplated by the memorandum of understanding and in consideration for the full settlement and release of all claims, TriCo and North Valley Bancorp agreed to make certain additional disclosures related to the proposed merger, which are contained in a Current Report on Form 8-K filed by each of the companies. The memorandum of understanding contemplated that the parties would negotiate in good faith and use their reasonable best efforts to enter into a stipulation of settlement. The parties entered into a stipulation of settlement dated May 18, 2015 that was subject to customary conditions, including final court approval following notice to North Valley Bancorp's shareholders. The parties amended the stipulation on October 19, 2015. Following a hearing in Shasta County Superior Court on October 26, 2015, the Court approved and entered a final Stipulated Judgement concluding the case and dismissing all the named individual director defendants. The Court awarded the plaintiff \$250,000 in fees. A liability related to this potential settlement was established by North Valley Bancorp prior to its acquisition by TriCo on October 3, 2015, and that liability was recorded by TriCo as part of its purchase accounting of North Valley Bancorp on October 3, 2015.

Table of Contents**Note 18 - Commitments and Contingencies (continued)**

On September 15, 2014, a former Personal Banker at one of the Bank's in-store branches filed a Class Action Complaint against the Bank in Butte County Superior Court, alleging causes of action related to the observance of meal and rest periods and seeking to represent a class of current and former hourly-paid or non-exempt personal bankers, or employees with the same or similar job duties, employed by Defendants within the State of California during the preceding four years. On or about June 25, 2015, Plaintiff filed an Amended Complaint expanding the class definition to all current and formerly hourly-paid or non-exempt branch employees employed by Defendant's within the State of California at any time during the period from September 15, 2010 to final judgment. The Bank has responded to the First Amended Complaint, denying the charges, and the parties have engaged in written discovery. The parties are in the process of scheduling the matter for mediation in the June - July, 2016 time period.

On January 20, 2015, a current Personal Banker at one of the Bank's in-store branches filed a First Amended Complaint against Tri Counties Bank and TriCo Bancshares, dba Tri Counties Bank, in Sacramento County Superior Court, alleging causes of action related to wage statement violations. Plaintiff seeks to represent a class of current and former exempt and non-exempt employees who worked for the Bank during the time period beginning October 18, 2013 through the date of the filing of this action. The Company and the Bank have responded to the First Amended Complaint, deny the charges, and has engaged in written discovery with Plaintiff. The parties intend to mediate this matter in a joint mediation with the above matter this summer.

Neither the Company nor its subsidiaries, are party to any other material pending legal proceeding, nor is their property the subject of any material pending legal proceeding, except routine legal proceedings arising in the ordinary course of their business. None of these proceedings is expected to have a material adverse impact upon the Company's business, consolidated financial position or results of operations.

Other Commitments and Contingencies The Company has entered into employment agreements or change of control agreements with certain officers of the Company providing severance payments and accelerated vesting of benefits under supplemental retirement agreements to the officers in the event of a change in control of the Company and termination for other than cause or after a substantial and material change in the officer's title, compensation or responsibilities.

Mortgage loans sold to investors may be sold with servicing rights retained, with only the standard legal representations and warranties regarding recourse to the Bank. Management believes that any liabilities that may result from such recourse provisions are not significant.

Note 19 Shareholders Equity**Dividends Paid**

The Bank paid to the Company cash dividends in the aggregate amounts of \$13,304,000, \$8,270,000, and \$8,175,000 in 2015, 2014, and 2013, respectively. The Bank is regulated by the Federal Deposit Insurance Corporation (FDIC) and the State of California Department of Business Oversight. Absent approval from the Commissioner of Department of Business Oversight, California banking laws generally limit the Bank's ability to pay dividends to the lesser of (1) retained earnings or (2) net income for the last three fiscal years, less cash distributions paid during such period. Under this law, at December 31, 2015, the Bank may pay dividends of \$73,297,000.

Shareholders Rights Plan

On June 25, 2001, the Company announced that its Board of Directors adopted and entered into a Shareholder Rights Agreement designed to protect and maximize shareholder value and to assist the Board of Directors in ensuring fair and equitable benefit to all shareholders in the event of a hostile bid to acquire the Company. The Company adopted the Rights Agreement to protect shareholders from coercive or otherwise unfair takeover tactics. In general terms, the Rights Plan would have imposed a significant penalty upon any person or group that acquired 15% or more of the Company's outstanding common stock without approval of the Company's Board of Directors. On June 4, 2014, the Company entered into an amendment to its Rights Agreement terminating the Rights Agreement as of that date. At the time of the termination, all Rights distributed to holders of the Company's common stock pursuant to the Rights Agreement expired.

Stock Repurchase Plan

On August 21, 2007, the Board of Directors adopted a plan to repurchase, as conditions warrant, up to 500,000 shares of the Company's common stock on the open market. The timing of purchases and the exact number of shares to be purchased will depend on market conditions. The 500,000 shares authorized for repurchase under this stock repurchase plan represented approximately 3.2% of the Company's 15,814,662 outstanding common shares as of August 21, 2007. This stock repurchase plan has no expiration date. As of December 31, 2015, the Company had repurchased 166,600 shares under this plan.

Stock Repurchased Under Equity Compensation Plans

During the years ended December 31, 2015, 2014, and 2013, employees tendered 106,355, 103,268, and 172,941, respectively, of the Company's common stock with market value of \$2,868,000, \$2,551,000, and \$3,490,000, respectively, in lieu of cash to exercise options to purchase shares of the Company's stock and to pay income taxes related to such exercises as permitted by the Company's shareholder-approved equity compensation plans. The tendered shares were retired. The market value of tendered shares is the last market trade price at closing on the day an option is exercised. Stock repurchased under equity incentive plans are not counted in the total of stock repurchased under the stock repurchase plan announced August 21, 2007.

Table of Contents**Note 20 - Stock Options and Other Equity-Based Incentive Instruments**

In March 2009, the Company's Board of Directors adopted the TriCo Bancshares 2009 Equity Incentive Plan (2009 Plan) covering officers, employees, directors of, and consultants to, the Company. The 2009 Plan was approved by the Company's shareholders in May 2009. The 2009 Plan allows for the granting of the following types of stock awards (Awards): incentive stock options, nonstatutory stock options, performance awards, restricted stock, restricted stock unit (RSU) awards and stock appreciation rights. RSUs that vest based solely on the grantee remaining in the service of the Company for a certain amount of time, are referred to as service condition vesting RSUs. RSUs that vest based on the grantee remaining in the service of the Company for a certain amount of time and a market condition such as the total return of the Company's common stock versus the total return of an index of bank stocks, are referred to as market plus service condition vesting RSUs. In May 2013, the Company's shareholders approved an amendment to the 2009 Plan increasing the maximum aggregate number of shares of TriCo's common stock which may be issued pursuant to or subject to Awards from 650,000 to 1,650,000. The number of shares available for issuance under the 2009 Plan is reduced by: (i) one share for each share of common stock issued pursuant to a stock option or a Stock Appreciation Right and (ii) two shares for each share of common stock issued pursuant to a Performance Award, a Restricted Stock Award or a Restricted Stock Unit Award. When Awards made under the 2009 Plan expire or are forfeited or cancelled, the underlying shares will become available for future Awards under the 2009 Plan. To the extent that a share of common stock pursuant to an Award that counted as two shares against the number of shares again becomes available for issuance under the 2009 Plan, the number of shares of common stock available for issuance under the 2009 Plan shall increase by two shares. Shares awarded and delivered under the 2009 Plan may be authorized but unissued, or reacquired shares. As of December 31, 2015, 670,000 options for the purchase of common shares, and 78,383 restricted stock units were outstanding, and 734,107 shares remain available for issuance, under the 2009 Plan.

In May 2001, the Company adopted the TriCo Bancshares 2001 Stock Option Plan (2001 Plan) covering officers, employees, directors of, and consultants to, the Company. Under the 2001 Plan, the option exercise price cannot be less than the fair market value of the Common Stock at the date of grant except in the case of substitute options. Options for the 2001 Plan expire on the tenth anniversary of the grant date. Vesting schedules under the 2001 Plan are determined individually for each grant. As of December 31, 2015, 278,350 options for the purchase of common shares were outstanding under the 2001 Plan. As of May 2009, as a result of the shareholder approval of the 2009 Plan, no new options may be granted under the 2001 Plan.

Stock option activity is summarized in the following table for the dates indicated:

	Number of Shares	Option Price per Share	Weighted Average Exercise Price
Outstanding at December 31, 2014	1,102,850	\$12.63 to \$25.91	\$ 18.25
Options granted		to	
Options exercised	(154,000)	\$15.34 to \$22.54	\$ 20.17
Options forfeited		to	
Outstanding at December 31, 2015	948,350	\$12.63 to \$25.91	\$ 17.94

The following table shows the number, weighted-average exercise price, intrinsic value, and weighted average remaining contractual life of options exercisable, options not yet exercisable and total options outstanding as of December 31, 2015:

	Currently Exercisable	Currently Not Exercisable	Total Outstanding
Number of options	710,650	237,700	948,350
Weighted average exercise price	\$ 18.10	\$ 17.48	\$ 17.94
Intrinsic value (in thousands)	6,641	2,369	9,010
Weighted average remaining contractual term (yrs.)	4.1	6.6	4.8

The 237,700 options that are currently not exercisable as of December 31, 2015 are expected to vest, on a weighted-average basis, over the next 1.6 years, and the Company is expected to recognize \$1,066,000 of pre-tax compensation costs related to these options as they vest. The Company did not modify any option grants during 2015 or 2014.

The following table shows the total intrinsic value of options exercised, the total fair value of options vested, total compensation costs for options recognized in income, and total tax benefit recognized in income related to compensation costs for options during the periods indicated:

	Years Ended December 31,		
	2015	2014	2013
Intrinsic value of options exercised	\$ 969,000	\$ 1,209,000	\$ 1,777,000
Fair value of options that vested	\$ 734,000	\$ 965,000	\$ 1,150,000
Total compensation costs for options recognized in income	\$ 734,000	\$ 965,000	\$ 1,150,000
Total tax benefit recognized in income related to compensation costs for options	\$ 380,000	\$ 378,000	\$ 484,000
Weighted average fair value of grants (per option)	n/a	\$ 8.17	\$ 8.91

Table of Contents**Note 20 - Stock Options and Other Equity-Based Incentive Instruments (continued)**

The fair value of the Company's stock option grants is estimated on the measurement date, which, for the Company, is the date of grant. The fair value of stock options is estimated using the Black-Scholes option-pricing model. The Company estimated expected market price volatility and expected term of the options based on historical data and other factors. The weighted-average assumptions used to determine the fair value of options granted are detailed in the table below:

	Year Ended December 31,		
	2015	2014	2013
Assumptions used to value option grants:			
Average expected terms (years)	n/a	6.3	7.0
Volatility	n/a	42.1%	56.2%
Annual rate of dividends	n/a	1.90%	1.87%
Discount rate	n/a	1.69%	1.26%

Restricted stock unit (RSU) activity is summarized in the following table for the dates indicated:

	Service Condition Vesting RSUs		Market Plus Service Condition Vesting RSUs	
	Number of RSUs	Weighted Average Fair Value on Date of Grant	Number of RSUs	Weighted Average Fair Value on Date of Grant
Outstanding at December 31, 2014	30,920		15,366	
RSUs granted	30,348	\$ 23.45	18,348	\$ 21.01
RSUs added through dividend credits	962			
RSUs released	(12,064)			
RSUs forfeited/expired	(3,880)		(1,617)	
Outstanding at December 31, 2015	46,286		32,097	

The 46,286 of service condition vesting RSUs outstanding as of December 31, 2015 include a feature whereby each RSU outstanding is credited with a dividend amount equal to any common stock cash dividend declared and paid, and the credited amount is divided by the closing price of the Company's stock on the dividend payable date to arrive at an additional amount of RSUs outstanding under the original grant. The 46,286 of service condition vesting RSUs that are currently outstanding as of December 31, 2015 are expected to vest, and be released, on a weighted-average basis, over the next 1.5 years. The Company is expected to recognize \$730,000 of pre-tax compensation costs related to these service condition vesting RSUs between December 31, 2015 and their vesting dates. During the 2015, the Company did not modify any service condition vesting RSUs. During the three months ended December 31, 2014, the Company modified 13,749 service condition vesting RSUs that were granted on August 11, 2014 such that their vesting schedule was changed from 100% vesting on August 11, 2018 to 25% vesting on each of August 11, 2015,

2016, 2017 and 2018.

The 32,097 of market plus service condition vesting RSUs outstanding as of December 31, 2015 are expected to vest, and be released, on a weighted-average basis, over the next 2.0 years. The Company is expected to recognize \$452,000 of pre-tax compensation costs related to these RSUs between December 31, 2015 and their vesting dates. As of December 31, 2015, the number of market plus service condition vesting RSUs outstanding that will actually vest, and be released, may be reduced to zero or increased to 48,146 depending on the total return of the Company's common stock versus the total return of an index of bank stocks from the grant date to the vesting date. The Company did not modify any market plus service condition vesting RSUs during 2015 or 2014.

The following table shows the compensation costs for RSUs recognized in income for the periods indicated:

	Year Ended December 31,		
	2015	2014	2013
Total compensation costs for RSUs recognized in income:			
Service condition vesting RSUs	\$ 458,000	\$ 126,000	
Market plus service condition vesting RSUs	\$ 179,000	\$ 42,000	

Table of Contents**Note 21 - Noninterest Income and Expense**

The components of other noninterest income were as follows (in thousands):

	Years Ended December 31,		
	2015	2014	2013
Service charges on deposit accounts	\$ 14,276	\$ 11,811	\$ 12,716
ATM and interchange fees	13,105	9,651	8,370
Other service fees	2,977	2,206	2,144
Mortgage banking service fees	2,164	1,869	1,774
Change in value of mortgage servicing rights	(701)	(1,301)	253
Total service charges and fees	31,821	24,236	25,257
Gain on sale of loans	3,064	2,032	5,602
Commissions on sale of non-deposit investment products	3,349	2,995	2,983
Increase in cash value of life insurance	2,786	1,953	1,727
Change in indemnification asset	(207)	(856)	(1,649)
Gain on sale of foreclosed assets	991	2,153	1,640
Sale of customer checks	492	450	377
Lease brokerage income	712	504	337
Gain (loss) on disposal of fixed assets	(129)	49	(39)
Gain on life insurance death benefit	155		
Other	2,313	1,000	594
Total other noninterest income	13,526	10,280	11,572
Total noninterest income	\$ 45,347	\$ 34,516	\$ 36,829

Mortgage loan servicing fees, net of change in fair value of mortgage loan servicing rights, totaling \$1,463,000, \$568,000, and \$2,027,000, were recorded in service charges and fees noninterest income for the years ended December 31, 2015, 2014, and 2013, respectively.

The components of noninterest expense were as follows (in thousands):

	Years Ended December 31,		
	2015	2014	2013
Base salaries, net of deferred loan origination costs	\$ 46,822	\$ 39,342	\$ 34,404
Incentive compensation	6,964	5,068	4,694
Benefits and other compensation costs	17,619	13,134	12,838
Total salaries and benefits expense	71,405	57,544	51,936
Occupancy	10,126	8,203	7,405
Equipment	5,997	4,514	4,162

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Data processing and software	7,670	6,512	4,844
Assessments	2,572	2,107	2,248
ATM network charges	3,371	2,996	2,480
Advertising	3,992	2,413	1,981
Professional fees	4,545	3,888	2,707
Telecommunications	3,007	2,870	2,449
Postage	1,296	949	786
Courier service	1,154	1,055	988
Foreclosed assets expense	490	528	514
Intangible amortization	1,157	446	209
Operational losses	737	764	618
Provision for foreclosed asset losses	502	208	682
Change in reserve for unfunded commitments	330	(395)	(1,200)
Legal settlement			339
Merger expense	586	4,858	312
Other	11,904	10,919	10,144
Total other noninterest expense	59,436	52,835	41,668
Total noninterest expense	\$ 130,841	\$ 110,379	\$ 93,604
Merger expense:			
Incentive compensation		\$ 1,174	
Benefits and other compensation costs		94	
Data processing and software	\$ 108	475	
Professional fees	120	2,390	\$ 312
Other	358	725	
Total merger expense	\$ 586	\$ 4,858	\$ 312

Table of Contents**Note 22 - Income Taxes**

The components of consolidated income tax expense are as follows:

	2015	2014	2013
	(in thousands)		
Current tax expense			
Federal	\$ 21,076	\$ 14,485	\$ 11,618
State	7,139	5,016	4,261
	28,215	19,501	15,879
Deferred tax expense (benefit)			
Federal	408	(794)	1,976
State	273	(199)	550
	681	(993)	2,526
Total tax expense	\$ 28,896	\$ 18,508	\$ 18,405

A deferred tax asset or liability is recognized for the tax consequences of temporary differences in the recognition of revenue and expense for financial and tax reporting purposes. The net change during the year in the deferred tax asset or liability results in a deferred tax expense or benefit.

Taxes recorded directly to shareholders' equity are not included in the preceding table. These taxes (benefits) relating to changes in unfunded status of the supplemental retirement plans amounting to \$904,000 in 2015, \$(2,984,000) in 2014, and \$1,269,000 in 2013, taxes (benefits) related to unrealized gains and losses on available-for-sale investment securities amounting to \$(797,000) in 2015, \$(68,000) in 2014, and \$(1,780,000) in 2013, taxes (benefits) related to employee stock options of \$479,000 in 2015, \$97,000 in 2014, and \$138,000 in 2013, were recorded directly to shareholders' equity.

The Company recognized \$354,000 of tax credits and other tax benefits relating to our investments in Qualified Affordable Housing Projects for the year ended December 31, 2015. The amortization expense related to our investment in Qualified Affordable Housing Projects for the year ended December 31, 2015 was \$277,000. Prior to 2015, the Company had no investments in Qualified Affordable Housing Projects.

The carrying value of Low Income Housing Tax Credit Funds as of December 31, 2015 was \$4,223,000. As of December 31, 2015, the Company has committed to make additional capital contributions to the Low Income Housing Tax Credit Funds in the amount of \$3,330,000, and these contributions are expected to be made over the next several years.

The temporary differences, tax effected, which give rise to the Company's net deferred tax asset recorded in other assets are as follows as of December 31 for the years indicated:

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	2015	2014
	(in thousands)	
Deferred tax assets:		
Allowance for losses and reserve for unfunded commitments	\$ 16,182	\$ 16,284
Deferred compensation	2,827	3,115
Accrued pension liability	8,597	7,925
Accrued bonus	1,326	1,149
Other accrued expenses	143	124
Unfunded status of the supplemental retirement plans	2,411	3,315
State taxes	2,297	1,713
Share based compensation	2,701	2,534
Nonaccrual interest	1,979	2,714
OREO write downs	241	198
Acquisition cost basis	5,118	6,017
Tax credits	491	490
Net operating loss carryforwards	5,252	7,128
Other	889	625
Total deferred tax assets	50,454	53,331
Deferred tax liabilities:		
Securities income	(1,362)	(1,362)
Unrealized gain on securities	(902)	(1,699)
Depreciation	(2,654)	(3,072)
Merger related fixed asset valuations	(54)	(54)
Securities accretion	(485)	(287)
Mortgage servicing rights valuation	(3,118)	(2,977)
Indemnification asset	219	147
Core deposit intangible	(2,331)	(2,802)
Junior subordinated debt	(2,699)	(2,782)
Prepaid expenses and other	(628)	(737)
Total deferred tax liability	(14,014)	(15,625)
Net deferred tax asset	\$ 36,440	\$ 37,706

Table of Contents**Note 22 - Income Taxes (continued)**

As part of the merger with North Valley in 2014, TriCo acquired federal and state net operating loss carryforwards, capital loss carryforwards, and tax credit carryforwards. These tax attribute carryforwards will be subject to provisions of the tax law that limit the use of such losses and credits generated by a company prior to the date certain ownership changes occur. The amount of the Company's net operating loss carryforwards that would be subject to these limitations as of December 31, 2015 were \$9.2 million and \$30.7 million for federal and California, respectively. The amount of the Company's capital loss carryforwards that would be subject to these limitations as of December 31, 2015 were \$78,000 and \$356,000 for federal and California, respectively. The amount of the Company's tax credits that would be subject to these limitations as of December 31, 2015 are \$69,000 and \$2.7 million for federal and California, respectively. Due to the limitation, a significant portion of the state tax credits will expire regardless of whether the Company generates future taxable income. As such, the Company has recorded the future benefit of these tax credits on the books at the value which is more likely than not to be realized. These tax loss and tax credit carryforwards expire at various dates beginning in 2018.

The Company believes that a valuation allowance is not needed to reduce the deferred tax assets as it is more likely than not that the results of future operations will generate sufficient taxable income to realize the deferred tax assets, including the tax attribute carryforwards acquired as part of the North Valley merger.

As part of the North Valley merger, TriCo inherited an unrecognized tax benefit for tax positions claimed on prior year tax returns filed by North Valley. The Company had an unrecognized tax benefit of \$182,000 as of December 31, 2015, the recognition of which would reduce the Company's tax expense by \$116,000. Management does not expect the unrecognized tax benefit will materially change in the next 12 months. A summary of changes in the Company's unrecognized tax benefit (including interest and penalties) in 2015 is as follows:

(in thousands)	UTB	Interest/Penalties	Total
As of December 31, 2014	227	18	245
Lapse of the applicable statute of limitations	(59)	(4)	(63)
As of December 31, 2015	168	14	182

During the year ended December 31, 2015 and December 31, 2014, the Company recognized no interest and penalties related to taxes. The Company files income tax returns in the U.S. federal jurisdiction, and California. With few exceptions, the Company is no longer subject to U.S. federal and state/local income tax examinations by tax authorities for years before 2012 and 2011, respectively.

The provisions for income taxes applicable to income before taxes for the years ended December 31, 2015, 2014 and 2013 differ from amounts computed by applying the statutory Federal income tax rates to income before taxes. The effective tax rate and the statutory federal income tax rate are reconciled as follows:

Years Ended December 31,		
2015	2014	2013

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Federal statutory income tax rate	35.0%	35.0%	35.0%
State income taxes, net of federal tax benefit	6.6	7.0	6.8
Tax-exempt interest on municipal obligations	(0.7)	(0.4)	(0.4)
Tax-exempt life insurance related income	(1.3)	(1.5)	(1.3)
Non-deductible joint beneficiary agreement expense	0.1	0.2	0.2
Non-deductible merger expense		1.0	
Other		0.2	(0.1)
Effective Tax Rate	39.7%	41.5%	40.2%

Note 23 Earnings per Share

Basic earnings per share represents income available to common shareholders divided by the weighted-average number of common shares outstanding during the period. Diluted earnings per share reflects additional common shares that would have been outstanding if dilutive potential common shares had been issued, as well as any adjustments to income that would result from assumed issuance. Potential common shares that may be issued by the Company relate solely from outstanding stock options, and are determined using the treasury stock method. Earnings per share have been computed based on the following:

	Years ended December 31,		
	2015	2014	2013
Net income (in thousands)	\$ 43,818	\$ 26,108	\$ 27,399
(number of shares in thousands)			
Average number of common shares outstanding	22,750	17,716	16,045
Effect of dilutive stock options	248	207	152
Average number of common shares outstanding used to calculate diluted earnings per share	22,998	17,923	16,197

Based on an average of quarterly computations, there were 20,625, 95,600, and 407,985 options and restricted stock units excluded from the computation of annual diluted earnings per share for the years ended December 31, 2015, 2014 and 2013, respectively, because the effect of these options and restricted stock units were antidilutive.

Table of Contents**Note 24 Comprehensive Income**

Accounting principles generally require that recognized revenue, expenses, gains and losses be included in net income. Although certain changes in assets and liabilities, such as unrealized gains and losses on available-for-sale securities, are reported as a separate component of the equity section of the balance sheet, such items, along with net income, are components of comprehensive income. The components of other comprehensive income and related tax effects are as follows:

	Years Ended December 31,		
	2015	2014	2013
	(in thousands)		
Unrealized holding losses on available for sale securities before reclassifications	\$ (1,895)	\$ (162)	\$ (4,232)
Amounts reclassified out of accumulated other comprehensive income			
Unrealized holding losses on available for sale securities after reclassifications	(1,895)	(162)	(4,232)
Tax effect	797	68	1,780
Unrealized holding losses on available for sale securities, net of tax	(1,098)	(94)	(2,452)
Change in unfunded status of the supplemental retirement plans before reclassifications	1,384	(7,253)	2,575
Amounts reclassified out of accumulated other comprehensive income:			
Amortization of prior service cost	(57)	138	153
Amortization of actuarial losses	823	17	291
Total amounts reclassified out of accumulated other comprehensive income	766	155	444
Change in unfunded status of the supplemental retirement plans after reclassifications	2,150	(7,098)	3,019
Tax effect	(904)	2,984	(1,269)
Change in unfunded status of the supplemental retirement plans, net of tax	1,246	(4,114)	1,750
Change in joint beneficiary agreement liability before reclassifications	277	148	400
Amounts reclassified out of accumulated other comprehensive income			

Change in joint beneficiary agreement liability after reclassifications	277	148	400
Tax effect			
Change in joint beneficiary agreement liability, net of tax	277	148	400
Total other comprehensive income (loss)	\$ 425	\$ (4,060)	\$ (302)

The components of accumulated other comprehensive income, included in shareholders equity, are as follows:

	December 31,	
	2015	2014
	(in thousands)	
Net unrealized gains on available for sale securities	\$ 2,145	\$ 4,040
Tax effect	(902)	(1,699)
Unrealized holding gains on available for sale securities, net of tax	1,243	2,341
Unfunded status of the supplemental retirement plans	(5,735)	(7,885)
Tax effect	2,411	3,315
Unfunded status of the supplemental retirement plans, net of tax	(3,324)	(4,570)
Joint beneficiary agreement liability	303	26
Tax effect		
Joint beneficiary agreement liability, net of tax	303	26
Accumulated other comprehensive loss	\$ (1,778)	\$ (2,203)

Note 25 - Retirement Plans

401(k) Plan

The Company sponsors a 401(k) Plan whereby substantially all employees age 21 and over with 90 days of service may participate. Participants may contribute a portion of their compensation subject to certain limits based on federal tax laws. Prior to July 1, 2015, the Company did not contribute to the 401(k) Plan. Effective July 1, 2015, the Company initiated a discretionary matching contribution equal to 50% of participant's elective deferrals each quarter, up to 4% of eligible compensation. The Company recorded \$300,000, \$0, and \$0 of salaries & benefits expense attributable to the 401(k) Plan matching contribution during the years 2015, 2014, and 2013, respectively. During 2015, 2014, and 2013 the Company did not contribute to the 401(k) Plan.

Employee Stock Ownership Plan

Substantially all employees with at least one year of service are covered by a discretionary employee stock ownership plan (ESOP). Contributions are made to the plan at the discretion of the Board of Directors. Contributions to the plan

totaling \$2,651,000, \$1,294,000, and \$1,648,000 were made during 2015, 2014, and 2013, respectively. Expenses related to the Company's ESOP, are included in benefits and other compensation costs under salaries and benefits expense, and were \$2,282,000, \$1,467,000, and \$1,648,000 during 2015, 2014, and 2013, respectively. Company shares owned by the ESOP are paid dividends and included in the calculation of earnings per share exactly as other common shares outstanding.

Table of Contents**Note 25 - Retirement Plans (continued)****Deferred Compensation Plans**

The Company has deferred compensation plans for certain directors and key executives, which allow certain directors and key executives designated by the Board of Directors of the Company to defer a portion of their compensation. The Company has purchased insurance on the lives of the participants and intends to hold these policies until death as a cost recovery of the Company's deferred compensation obligations of \$6,725,000 and \$7,408,000 at December 31, 2015 and 2014, respectively. Earnings credits on deferred balances totaling \$538,000 in 2015, \$551,000 in 2014, and \$568,000 in 2013, respectively, are included in noninterest expense.

Supplemental Retirement Plans

The Company has supplemental retirement plans for certain directors and key executives. These plans are non-qualified defined benefit plans and are unsecured and unfunded. The Company has purchased insurance on the lives of the participants and intends to hold these policies until death as a cost recovery of the Company's retirement obligations. The cash values of the insurance policies purchased to fund the deferred compensation obligations and the supplemental retirement obligations were \$94,560,000 and \$92,337,000 at December 31, 2015 and 2014, respectively.

The Company recorded in other liabilities the unfunded status of the supplemental retirement plans of \$5,735,000 and \$7,885,000 related to the supplemental retirement plans as of December 31, 2015 and 2014, respectively. These amounts represent the amount by which the projected benefit obligations for these retirement plans exceeded the fair value of plan assets plus amounts previously accrued related to the plans. The projected benefit obligation is recorded in other liabilities.

At December 31, 2015 and 2014, the unfunded status of the supplemental retirement plans of \$5,735,000 and \$7,885,000 were offset by a reduction of shareholders' equity accumulated other comprehensive loss of \$3,324,000 and \$4,570,000, respectively, representing the after-tax impact of the unfunded status of the supplemental retirement plans, and the related deferred tax asset of \$2,411,000 and \$3,315,000, respectively. Amounts recognized as a component of accumulated other comprehensive loss as of year-end that have not been recognized as a component of the combined net period benefit cost of the Company's defined benefit pension plans are presented in the following table. The Company expects to recognize approximately \$549,000 of the net actuarial loss reported in the following table as of December 31, 2015 as a component of net periodic benefit cost during 2016.

(in thousands)	December 31,	
	2015	2014
Transition obligation	\$ 7	\$ 9
Prior service cost	(115)	(173)
Net actuarial loss	5,843	8,049
Amount included in accumulated other comprehensive loss	5,735	7,885
Deferred tax benefit	(2,411)	(3,315)
	\$ 3,324	\$ 4,570

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Amount included in accumulated other comprehensive loss,
net of tax

Information pertaining to the activity in the supplemental retirement plans, using a measurement date of December 31,
is as follows:

	December 31,	
	2015	2014
	(in thousands)	
Change in benefit obligation:		
Benefit obligation at beginning of year	\$ (26,798)	\$ (14,634)
Acquisition		(4,150)
Service cost	(1,023)	(652)
Interest cost	(957)	(739)
Actuarial (loss)/gain	1,382	(7,254)
Benefits paid	1,212	631
Benefit obligation at end of year	\$ (26,184)	\$ (26,798)
Change in plan assets:		
Fair value of plan assets at beginning of year	\$	\$
Fair value of plan assets at end of year	\$	\$
Funded status	\$ (26,184)	\$ (26,798)
Unrecognized net obligation existing at January 1, 1986	7	9
Unrecognized net actuarial loss	5,843	8,049
Unrecognized prior service cost	(115)	(173)
Accumulated other comprehensive income	(5,735)	(7,885)
Accrued benefit cost	\$ (26,184)	\$ (26,798)
Accumulated benefit obligation	\$ (24,469)	\$ (24,739)

Table of Contents**Note 25 - Retirement Plans (continued)**

The following table sets forth the net periodic benefit cost recognized for the supplemental retirement plans:

	Years Ended December 31,		
	2015	2014	2013
	(in thousands)		
Net pension cost included the following components:			
Service cost-benefits earned during the period	\$ 1,023	\$ 652	\$ 743
Interest cost on projected benefit obligation	957	739	643
Amortization of net obligation at transition	2	2	2
Amortization of prior service cost	(57)	138	153
Recognized net actuarial loss	823	16	291
Net periodic pension cost	\$ 2,748	\$ 1,547	\$ 1,832

The following table sets forth assumptions used in accounting for the plans:

	Years Ended December 31,		
	2015	2014	2013
Discount rate used to calculate benefit obligation	4.00%	3.65%	4.85%
Discount rate used to calculate net periodic pension cost	4.00%	3.65%	4.85%
Average annual increase in executive compensation	2.50%	2.50%	2.50%
Average annual increase in director compensation	2.50%	2.50%	2.50%

The following table sets forth the expected benefit payments to participants and estimated contributions to be made by the Company under the supplemental retirement plans for the years indicated:

Years Ended	Expected Benefit	
	Payments to Participants	Estimated Company Contributions
	(in thousands)	
2016	\$ 1,104	\$ 1,104
2017	983	983
2018	974	974
2019	845	845
2020	731	731
2021-2025	\$ 3,490	\$ 3,490

Note 26 - Related Party Transactions

Certain directors, officers, and companies with which they are associated were customers of, and had banking transactions with, the Company or the Bank in the ordinary course of business.

The following table summarizes the activity in these loans for the periods indicated (in thousands):

Balance December 31, 2013	\$ 2,636
Advances/new loans	2,106
Removed/payments	(1,610)
Balance December 31, 2014	3,132
Advances/new loans	3,098
Removed/payments	(2,029)
Balance December 31, 2015	\$ 4,201

Director Chrysler is a principal owner and CEO of Modern Building Inc. Modern Building Inc. provided construction services to the Company related to new and existing Bank facilities for aggregate payments of \$1,030,000, \$1,181,000, and \$4,261,000, during 2015, 2014 and 2013, respectively.

Table of Contents**Note 27 - Fair Value Measurement**

The Company utilizes fair value measurements to record fair value adjustments to certain assets and liabilities and to determine fair value disclosures. In estimating fair value, the Company utilizes valuation techniques that are consistent with the market approach, income approach, and/or the cost approach. Inputs to valuation techniques include the assumptions that market participants would use in pricing an asset or liability including assumptions about the risk inherent in a particular valuation technique, the effect of a restriction on the sale or use of an asset and the risk of nonperformance. Securities available-for-sale and mortgage servicing rights are recorded at fair value on a recurring basis. Additionally, from time to time, the Company may be required to record at fair value other assets on a nonrecurring basis, such as loans held for sale, loans held for investment and certain other assets. These nonrecurring fair value adjustments typically involve application of lower of cost or market accounting or impairment write-downs of individual assets.

The Company groups assets and liabilities at fair value in three levels, based on the markets in which the assets and liabilities are traded and the observable nature of the assumptions used to determine fair value. These levels are:

- Level 1 - Valuation is based upon quoted prices for identical instruments traded in active markets.
- Level 2 - Valuation is based upon quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-based valuation techniques for which all significant assumptions are observable in the market.
- Level 3 - Valuation is generated from model-based techniques that use at least one significant assumption not observable in the market. These unobservable assumptions reflect estimates of assumptions that market participants would use in pricing the asset or liability. Valuation techniques include use of option pricing models, discounted cash flow models and similar techniques.

Securities available for sale - Securities available for sale are recorded at fair value on a recurring basis. Fair value measurement is based upon quoted prices, if available. If quoted prices are not available, fair values are measured using independent pricing models or other model-based valuation techniques such as the present value of future cash flows, adjusted for the security's credit rating, prepayment assumptions and other factors such as credit loss assumptions. Level 1 securities include those traded on an active exchange, such as the New York Stock Exchange, U.S. Treasury securities that are traded by dealers or brokers in active over-the-counter markets and money market funds. Level 2 securities include mortgage-backed securities issued by government sponsored entities, municipal bonds and corporate debt securities. The Company had no securities classified as Level 3 during any of the periods covered in these financial statements.

Loans held for sale - Loans held for sale are carried at the lower of cost or fair value. The fair value of loans held for sale is based on what secondary markets are currently offering for loans with similar characteristics. As such, we classify those loans subjected to nonrecurring fair value adjustments as Level 2.

Impaired originated and PNCI loans - Originated and PNCI loans are not recorded at fair value on a recurring basis. However, from time to time, an originated or PNCI loan is considered impaired and an allowance for loan losses is established. Originated and PNCI loans for which it is probable that payment of interest and principal will not be made in accordance with the contractual terms of the loan agreement are considered impaired. The fair value of an impaired originated or PNCI loan is estimated using one of several methods, including collateral value, fair value of similar debt, enterprise value, liquidation value and discounted cash flows. Those impaired originated and PNCI loans not requiring an allowance represent loans for which the fair value of the expected repayments or collateral exceed the

recorded investments in such loans. Impaired originated and PNCI loans where an allowance is established based on the fair value of collateral require classification in the fair value hierarchy. When the fair value of the collateral is based on an observable market price or a current appraised value which uses substantially observable data, the Company records the impaired originated or PNCI loan as nonrecurring Level 2. When an appraised value is not available or management determines the fair value of the collateral is further impaired below the appraised value, or the appraised value contains a significant unobservable assumption, such as deviations from comparable sales, and there is no observable market price, the Company records the impaired originated or PNCI loan as nonrecurring Level 3.

Foreclosed assets - Foreclosed assets include assets acquired through, or in lieu of, loan foreclosure. Foreclosed assets are held for sale and are initially recorded at fair value at the date of foreclosure, establishing a new cost basis. Subsequent to foreclosure, management periodically performs valuations and the assets are carried at the lower of carrying amount or fair value less cost to sell. When the fair value of foreclosed assets is based on an observable market price or a current appraised value which uses substantially observable data, the Company records the impaired originated loan as nonrecurring Level 2. When an appraised value is not available or management determines the fair value of the collateral is further impaired below the appraised value, or the appraised value contains a significant unobservable assumption, such as deviations from comparable sales, and there is no observable market price, the Company records the foreclosed asset as nonrecurring Level 3. Revenue and expenses from operations and changes in the valuation allowance are included in other noninterest expense.

Mortgage servicing rights - Mortgage servicing rights are carried at fair value. A valuation model, which utilizes a discounted cash flow analysis using a discount rate and prepayment speed assumptions is used in the computation of the fair value measurement. While the prepayment speed assumption is currently quoted for comparable instruments, the discount rate assumption currently requires a significant degree of management judgment and is therefore considered an unobservable input. As such, the Company classifies mortgage servicing rights subjected to recurring fair value adjustments as Level 3. Additional information regarding mortgage servicing rights can be found in Note 10 in the consolidated financial statements at Item 1 of this report.

Table of Contents**Note 27 - Fair Value Measurement (continued)**

The table below presents the recorded amount of assets and liabilities measured at fair value on a recurring basis (in thousands):

	Total	Level 1	Level 2	Level 3
Fair value at December 31, 2015				
Securities available-for-sale:				
Obligations of U.S. government corporations and agencies	\$ 313,682		\$ 313,682	
Obligations of states and political subdivisions	88,218		88,218	
Corporate debt securities				
Marketable equity securities	2,985	\$ 2,985		
Mortgage servicing rights	7,618			\$ 7,618
Total assets measured at fair value	\$ 412,503	\$ 2,985	\$ 401,900	\$ 7,618

	Total	Level 1	Level 2	Level 3
Fair value at December 31, 2014				
Securities available-for-sale:				
Obligations of U.S. government corporations and agencies	\$ 75,120		\$ 75,120	
Obligations of states and political subdivisions	3,175		3,175	
Corporate debt securities	1,908		1,908	
Marketable equity securities	3,002	\$ 3,002		
Mortgage servicing rights	7,378			\$ 7,378
Total assets measured at fair value	\$ 90,583	\$ 3,002	\$ 80,203	\$ 7,378

Transfers between levels of the fair value hierarchy are recognized on the actual date of the event or circumstances that caused the transfer, which generally corresponds with the Company's quarterly valuation process. There were no transfers between any levels during 2015 or 2014.

The following table provides a reconciliation of assets and liabilities measured at fair value using significant unobservable inputs (Level 3) on a recurring basis during the years ended December 31, 2015 and 2014. Had there been any transfer into or out of Level 3 during 2015 or 2014, the amount included in the Transfers into (out of) Level 3 column would represent the beginning balance of an item in the period (interim quarter) during which it was transferred (in thousands):

Ending Balance	Transfers into (out of)	Change Included	Issuances	Beginning Balance
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Year ended December 31,	Level 3 in Earnings				
2015: Mortgage servicing rights	\$ 7,618		\$ (701)	\$ 941	\$ 7,378
2014: Mortgage servicing rights	\$ 7,378	\$ 1,944	\$ (1,301)	\$ 570	\$ 6,165

The Company's method for determining the fair value of mortgage servicing rights is described in Note 1. The key unobservable inputs used in determining the fair value of mortgage servicing rights are mortgage prepayment speeds and the discount rate used to discount cash projected cash flows. Generally, any significant increases in the mortgage prepayment speed and discount rate utilized in the fair value measurement of the mortgage servicing rights will result in a negative fair value adjustments (and decrease in the fair value measurement). Conversely, a decrease in the mortgage prepayment speed and discount rate will result in a positive fair value adjustment (and increase in the fair value measurement). Note 10 contains additional information regarding mortgage servicing rights.

The following table presents quantitative information about recurring Level 3 fair value measurements at December 31, 2015:

	Fair Value (in thousands)	Valuation Technique	Unobservable Inputs	Range, Weighted Average
Mortgage Servicing Rights	\$ 7,618	Discounted cash flow	Constant prepayment rate	6.3%-20.5%, 9.8%
			Discount rate	10.0%-12.0%, 10.0%

Table of Contents**Note 27 - Fair Value Measurement (continued)**

The tables below present the recorded amount of assets and liabilities measured at fair value on a nonrecurring basis, as of the dates indicated, that had a write-down or an additional allowance provided during the periods indicated (in thousands):

	Total	Level 1	Level 2	Level 3	Total Gains (Losses)
Year ended December 31, 2015					
Fair value:					
Impaired Originated & PNCI loans	\$ 4,649			\$ 4,649	\$ (663)
Foreclosed assets	1,839			1,839	(418)
Total assets measured at fair value	\$ 6,488			\$ 6,488	\$ (1,081)

	Total	Level 1	Level 2	Level 3	Total Gains (Losses)
Year ended December 31, 2014					
Fair value:					
Impaired Originated & PNCI loans	\$ 2,480			\$ 2,480	\$ (636)
Foreclosed assets	2,611			2,611	\$ (137)
Total assets measured at fair value	\$ 5,091			\$ 5,091	\$ (773)

The impaired Originated and PNCI loan amount above represents impaired, collateral dependent loans that have been adjusted to fair value. When we identify a collateral dependent loan as impaired, we measure the impairment using the current fair value of the collateral, less selling costs. Depending on the characteristics of a loan, the fair value of collateral is generally estimated by obtaining external appraisals. If we determine that the value of the impaired loan is less than the recorded investment in the loan, we recognize this impairment and adjust the carrying value of the loan to fair value through the allowance for loan and lease losses. The loss represents charge-offs or impairments on collateral dependent loans for fair value adjustments based on the fair value of collateral. The carrying value of loans fully charged-off is zero.

The foreclosed assets amount above represents impaired real estate that has been adjusted to fair value. Foreclosed assets represent real estate which the Bank has taken control of in partial or full satisfaction of loans. At the time of foreclosure, other real estate owned is recorded at the lower of the carrying amount of the loan or fair value less costs to sell, which becomes the property's new basis. Any write-downs based on the asset's fair value at the date of acquisition are charged to the allowance for loan and lease losses. After foreclosure, management periodically performs valuations such that the real estate is carried at the lower of its new cost basis or fair value, net of estimated costs to sell. Fair value adjustments on other real estate owned are recognized within net loss on real estate owned. The loss represents impairments on non-covered other real estate owned for fair value adjustments based on the fair value of the real estate.

The Company's property appraisals are primarily based on the sales comparison approach and income approach methodologies, which consider recent sales of comparable properties, including their income generating characteristics, and then make adjustments to reflect the general assumptions that a market participant would make when analyzing the property for purchase. These adjustments may increase or decrease an appraised value and can vary significantly depending on the location, physical characteristics and income producing potential of each property. Additionally, the quality and volume of market information available at the time of the appraisal can vary from period to period and cause significant changes to the nature and magnitude of comparable sale adjustments. Given these variations, comparable sale adjustments are generally not a reliable indicator for how fair value will increase or decrease from period to period. Under certain circumstances, management discounts are applied based on specific characteristics of an individual property.

The following table presents quantitative information about Level 3 fair value measurements for financial instruments measured at fair value on a nonrecurring basis at December 31, 2015:

	Fair Value (in thousands)	Valuation Technique	Unobservable Inputs	Range, Weighted Average
Impaired Originated & PNCI loans	\$ 4,649	Sales comparison approach	Adjustment for differences between comparable sales	
		Income approach	Capitalization rate	(5.0)%-(5.0)%, (5.0)% 7.0%-8.0%, 7.25%
Foreclosed assets (Land & construction)	\$ 201	Sales comparison approach	Adjustment for differences between comparable sales	(5.0)%-(7.0)%, (5.59)%
Foreclosed assets (residential (Residential real estate))	\$ 814	Sales comparison approach	Adjustment for differences between comparable sales	(5.0)%-(8.0)%, (6.04)%
Foreclosed assets (Commercial real estate)	\$ 824	Sales comparison approach	Adjustment for differences between comparable sales	(7.0)%-(9.0)%, (7.50)%

Table of Contents**Note 27 - Fair Value Measurement (continued)**

In addition to the methods and assumptions used to estimate the fair value of each class of financial instrument noted above, the following methods and assumptions were used to estimate the fair value of other classes of financial instruments for which it is practical to estimate the fair value.

Short-term Instruments - Cash and due from banks, fed funds purchased and sold, interest receivable and payable, and short-term borrowings are considered short-term instruments. For these short-term instruments their carrying amount approximates their fair value.

Securities held to maturity - The fair value of securities held to maturity is based upon quoted prices, if available. If quoted prices are not available, fair values are measured using independent pricing models or other model-based valuation techniques such as the present value of future cash flows, adjusted for the security's credit rating, prepayment assumptions and other factors such as credit loss assumptions. Level 1 securities include those traded on an active exchange, such as the New York Stock Exchange, U.S. Treasury securities that are traded by dealers or brokers in active over-the-counter markets and money market funds. Level 2 securities include mortgage-backed securities issued by government sponsored entities, municipal bonds and corporate debt securities. The Company had no securities held to maturity classified as Level 3 during any of the periods covered in these financial statements.

Restricted Equity Securities - It is not practical to determine the fair value of restricted equity securities due to restrictions placed on their transferability.

Originated and PNCI loans - The fair value of variable rate originated and PNCI loans is the current carrying value. The interest rates on these originated and PNCI loans are regularly adjusted to market rates. The fair value of other types of fixed rate originated and PNCI loans is estimated by discounting the future cash flows using current rates at which similar loans would be made to borrowers with similar credit ratings for the same remaining maturities. The allowance for loan losses is a reasonable estimate of the valuation allowance needed to adjust computed fair values for credit quality of certain originated and PNCI loans in the portfolio.

PCI Loans - PCI loans are measured at estimated fair value on the date of acquisition. Carrying value is calculated as the present value of expected cash flows and approximates fair value.

FDIC Indemnification Asset - The fair value of the FDIC indemnification asset is based on the discounted value of expected future cash flows under the loss-share agreement.

Deposit Liabilities - The fair value of demand deposits, savings accounts, and certain money market deposits is the amount payable on demand at the reporting date. These values do not consider the estimated fair value of the Company's core deposit intangible, which is a significant unrecognized asset of the Company. The fair value of time deposits and other borrowings is based on the discounted value of contractual cash flows.

Other Borrowings - The fair value of other borrowings is calculated based on the discounted value of the contractual cash flows using current rates at which such borrowings can currently be obtained.

Junior Subordinated Debentures - The fair value of junior subordinated debentures is estimated using a discounted cash flow model. The future cash flows of these instruments are extended to the next available redemption date or maturity date as appropriate based upon the spreads of recent issuances or quotes from brokers for comparable bank

holding companies compared to the contractual spread of each junior subordinated debenture measured at fair value.

Commitments to Extend Credit and Standby Letters of Credit - The fair value of commitments is estimated using the fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and the present credit worthiness of the counter parties. For fixed rate loan commitments, fair value also considers the difference between current levels of interest rates and the committed rates. The fair value of letters of credit is based on fees currently charged for similar agreements or on the estimated cost to terminate them or otherwise settle the obligation with the counter parties at the reporting date.

Fair values for financial instruments are management's estimates of the values at which the instruments could be exchanged in a transaction between willing parties. These estimates are subjective and may vary significantly from amounts that would be realized in actual transactions. In addition, other significant assets are not considered financial assets including, any mortgage banking operations, deferred tax assets, and premises and equipment. Further, the tax ramifications related to the realization of the unrealized gains and losses can have a significant effect on the fair value estimates and have not been considered in any of these estimates.

Table of Contents**Note 27 - Fair Value Measurement (continued)**

The estimated fair values of financial instruments that are reported at amortized cost in the Corporation's consolidated balance sheets, segregated by the level of the valuation inputs within the fair value hierarchy utilized to measure fair value, were as follows (in thousands):

	December 31, 2015		December 31, 2014	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial assets:				
Level 1 inputs:				
Cash and due from banks	\$ 94,305	\$ 94,305	\$ 93,150	\$ 93,150
Cash at Federal Reserve and other banks	209,156	209,156	517,578	517,578
Level 2 inputs:				
Securities held to maturity	726,530	732,208	676,426	688,779
Restricted equity securities	16,596	N/A	16,956	N/A
Loans held for sale	1,873	1,873	3,579	3,579
Level 3 inputs:				
Loans, net	2,486,926	2,555,297	2,282,524	2,379,155
Financial liabilities:				
Level 2 inputs:				
Deposits	3,631,266	3,630,129	3,380,423	3,380,486
Other borrowings	12,328	12,328	9,276	9,276
Level 3 inputs:				
Junior subordinated debt	\$ 56,470	\$ 44,527	\$ 56,272	\$ 45,053
	Contract Amount	Fair Value	Contract Amount	Fair Value
Off-balance sheet:				
Level 3 inputs:				
Commitments	\$ 705,316	\$ 7,053	\$ 656,175	\$ 6,562
Standby letters of credit	\$ 8,330	\$ 83	\$ 17,531	\$ 175
Overdraft privilege commitments	\$ 94,473	\$ 945	\$ 101,060	\$ 1,011

Note 28 - TriCo Bancshares Condensed Financial Statements (Parent Only)**Condensed Balance Sheets**

	December 31,	
	2015	2014
	(in thousands)	
Assets		
Cash and Cash equivalents	\$ 2,565	\$ 2,229
Investment in Tri Counties Bank	504,655	470,797
Other assets	1,714	1,902

Total assets	\$ 508,934	\$ 474,928
Liabilities and shareholders' equity		
Other liabilities	\$ 348	\$ 484
Junior subordinated debt	56,470	56,272
Total liabilities	56,818	56,756
Shareholders' equity:		
Common stock, no par value: authorized 50,000,000 shares; issued and outstanding 22,775,173 and 22,714,964 shares, respectively	247,587	244,318
Retained earnings	206,307	176,057
Accumulated other comprehensive loss, net	(1,778)	(2,203)
Total shareholders' equity	452,116	418,172
Total liabilities and shareholders' equity	\$ 508,934	\$ 474,928

Condensed Statements of Income

	Years ended December 31,		
	2015	2014	2013
	(in thousands)		
Interest expense	\$ (1,977)	\$ (1,403)	\$ (1,247)
Administration expense	(814)	(2,720)	(862)
Loss before equity in net income of Tri Counties Bank	(2,791)	(4,123)	(2,109)
Equity in net income of Tri Counties Bank:			
Distributed	13,304	8,270	8,175
Undistributed	32,131	20,720	20,446
Income tax benefit	1,174	1,241	887
Net income	\$ 43,818	\$ 26,108	\$ 27,399

Table of Contents**Note 28 - TriCo Bancshares Condensed Financial Statements (Parent Only) (continued)**

Condensed Statements of Comprehensive Income	Years ended December 31,		
	2015	2014	2013
	(in thousands)		
Net income	\$ 43,818	\$ 26,108	\$ 27,399
Other comprehensive (loss) income, net of tax:			
Unrealized holding (losses) gains on securities arising during the period	(1,098)	(94)	(2,452)
Change in minimum pension liability	1,246	(4,114)	1,750
Change in joint beneficiary agreement liability	277	148	400
Other comprehensive (loss) income	425	(4,060)	(302)
Net income	\$ 44,243	\$ 22,048	\$ 27,097

Condensed Statements of Cash Flows	Years ended December 31,		
	2015	2014	2013
	(in thousands)		
Operating activities:			
Net income	\$ 43,818	\$ 26,108	\$ 27,399
Adjustments to reconcile net income to net cash provided by operating activities:			
Undistributed equity in earnings of Tri Counties Bank	(32,131)	(20,720)	(20,446)
Equity compensation vesting expense	1,370	1,133	1,151
Equity compensation tax effect	68	(225)	(356)
Net change in other assets and liabilities	(1,120)	671	(1,100)
Net cash provided by operating activities	12,005	6,967	6,648
Investing activities: None			
Financing activities:			
Issuance of common stock through option exercise	660	616	251
Equity compensation tax effect	(68)	225	356
Repurchase of common stock	(412)	(292)	(501)
Cash dividends paid common	(11,849)	(7,807)	(6,745)
Net cash used for financing activities	(11,669)	(7,258)	(6,639)
(decrease) increase in cash and cash equivalents	336	(291)	9
Cash and cash equivalents at beginning of year	2,229	2,520	2,511
Cash and cash equivalents at end of year	\$ 2,565	\$ 2,229	\$ 2,520

Note 29 - Regulatory Matters

The Company is subject to various regulatory capital requirements administered by federal banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory, and possibly additional discretionary actions by regulators that, if undertaken, could have a direct material effect on the Company's consolidated financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Company must meet specific capital guidelines that involve quantitative measures of the Company's assets, liabilities and certain off-balance-sheet items as calculated under regulatory accounting practices. The Company's capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings and other factors.

Quantitative measures established by regulation to ensure capital adequacy require the Company to maintain minimum amounts and ratios (set forth in the table below) of total, Tier 1, and common equity Tier 1 capital to risk-weighted assets, and of Tier 1 capital to average assets. Management believes, as of December 31, 2015, that the Company meets all capital adequacy requirements to which it is subject.

Table of Contents**Note 29 - Regulatory Matters (continued)**

The following table presents actual and required capital ratios as of December 31, 2015 for the Company and the Bank under Basel III Capital Rules. The minimum capital amounts presented include the minimum required capital levels as of December 31, 2015 based on the phased-in provisions of the Basel III Capital Rules and the minimum required capital levels as of January 1, 2019 when the Basel III Capital Rules have been fully phased-in. Capital levels required to be considered well capitalized are based upon prompt corrective action regulations, as amended to reflect the changes under the Basel III Capital Rules.

	Actual		Minimum Capital Required Basel III Phase-in Schedule		Minimum Capital Required Basel III Fully Phased In		Required to be Considered Well Capitalized	
	Amount	Ratio	Amount	Ratio	Amount	Ratio	Amount	Ratio
(dollars in thousands)								
As of December 31, 2015:								
Total Capital (to Risk Weighted Assets):								
Consolidated	\$ 474,436	15.09%	\$ 251,555	8.00%	\$ 330,165	10.50%	N/A	N/A
Tri Counties Bank	\$ 473,327	15.06%	\$ 251,418	8.00%	\$ 329,985	10.50%	\$ 314,272	10.00%
Tier 1 Capital (to Risk Weighted Assets):								
Consolidated	\$ 435,950	13.86%	\$ 188,666	6.00%	\$ 267,277	8.50%	N/A	N/A
Tri Counties Bank	\$ 434,841	13.84%	\$ 188,563	6.00%	\$ 267,131	8.50%	\$ 251,418	8.00%
Common equity Tier 1 Capital (to Risk Weighted Assets):								
Consolidated	\$ 385,747	12.27%	\$ 141,499	4.50%	\$ 220,110	7.00%	N/A	N/A
Tri Counties Bank	\$ 434,841	13.84%	\$ 141,422	4.50%	\$ 219,990	7.00%	\$ 204,277	6.50%
Tier 1 Capital (to Average Assets):								
Consolidated	\$ 435,950	10.79%	\$ 161,562	4.00%	\$ 161,562	4.00%	N/A	N/A
Tri Counties Bank	\$ 434,841	10.76%	\$ 161,601	4.00%	\$ 161,601	4.00%	\$ 202,002	5.00%

The following table presents actual and required capital ratios as of December 31, 2104 for the Company and the Bank under the regulatory capital rules then in effect.

Actual	Minimum Capital Requirement	Minimum To Be Well
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	Amount	Ratio	Amount	Ratio	Capitalized Under Prompt Corrective Action Provisions	
			(dollars in thousands)		Amount	Ratio
As of December 31, 2014:						
Total Capital (to Risk Weighted Assets):						
Consolidated	\$ 436,955	15.63%	\$ 223,603	8.0%	N/A	N/A
Tri Counties Bank	\$ 433,286	15.51%	\$ 223,449	8.0%	\$ 279,311	10.0%
Tier 1 Capital (to Risk Weighted Assets):						
Consolidated	\$ 401,971	14.38%	\$ 111,801	4.0%	N/A	N/A
Tri Counties Bank	\$ 398,325	14.26%	\$ 111,724	4.0%	\$ 167,587	6.0%
Tier 1 Capital (to Average Assets):						
Consolidated	\$ 401,971	10.80%	\$ 148,819	4.0%	N/A	N/A
Tri Counties Bank	\$ 398,325	10.71%	\$ 148,734	4.0%	\$ 185,918	5.0%

As of December 31, 2015, capital levels at the Company and the Bank exceed all capital adequacy requirements under the Basel III Capital Rules on a fully phased-in basis. Based on the ratios presented above, capital levels as December 31, 2015 at the Company and the Bank exceed the minimum levels necessary to be considered well capitalized .

Table of Contents**Note 30 - Summary of Quarterly Results of Operations (unaudited)**

The following table sets forth the results of operations for the four quarters of 2015 and 2014, and is unaudited; however, in the opinion of Management, it reflects all adjustments (which include only normal recurring adjustments) necessary to present fairly the summarized results for such periods.

	2015 Quarters Ended			
	December 31,	September 30,	June 30,	March 31,
	(dollars in thousands, except per share data)			
Interest and dividend income:				
Loans:				
Discount accretion PCI cash basis	\$ 302	\$ 445	\$ 404	\$ 172
Discount accretion PCI other	1,392	1,090	907	1,274
Discount accretion PNCI	573	1,590	822	1,348
All other loan interest income	32,571	30,689	29,886	28,371
Total loan interest income	34,838	33,814	32,019	31,165
Debt securities, dividends and interest bearing cash at banks (not FTE)	7,652	7,518	7,848	6,560
Total interest income	42,490	41,332	39,867	37,725
Interest expense	1,349	1,339	1,346	1,382
Net interest income	41,141	39,993	38,521	36,343
(Benefit from) provision for loan losses	(908)	(866)	(633)	197
Net interest income after provision for loan losses	42,049	40,859	39,154	36,146
Noninterest income	11,445	11,642	12,080	10,180
Noninterest expense	34,684	31,439	32,436	32,282
Income before income taxes	18,810	21,062	18,798	14,044
Income tax expense	7,388	8,368	7,432	5,708
Net income	\$ 11,422	\$ 12,694	\$ 11,366	\$ 8,336
Per common share:				
Net income (diluted)	\$ 0.50	\$ 0.55	\$ 0.49	\$ 0.36
Dividends	\$ 0.15	\$ 0.13	\$ 0.13	\$ 0.11

2014 Quarters Ended
December 31, September 30, June 30, March 31,
(dollars in thousands, except per share data)

Interest and dividend income:

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Loans:

Discount accretion PCI cash basis	\$ 107	\$ 290	\$ 69	\$ 203
Discount accretion PCI other	919	822	811	984
Discount accretion PNCI	796	402	624	379
All other loan interest income	28,914	23,466	22,929	22,172
Total loan interest income	30,736	24,980	24,433	23,738
Debt securities, dividends and interest bearing cash at banks (not FTE)	5,671	4,151	3,985	3,421
Total interest income	36,407	29,131	28,418	27,159
Interest expense	1,437	1,082	1,075	1,087
Net interest income	34,970	28,049	27,343	26,072
(Benefit from) provision for loan losses	(1,421)	(2,977)	1,708	(1,355)
Net interest income after provision for loan losses	36,391	31,026	25,635	27,427
Noninterest income	9,755	8,589	7,877	8,295
Noninterest expense	36,566	25,380	25,116	23,317
Income before income taxes	9,580	14,235	8,396	12,405
Income tax expense	3,930	6,001	3,537	5,040
Net income	\$ 5,650	\$ 8,234	\$ 4,859	\$ 7,365
Per common share:				
Net income (diluted)	\$ 0.25	\$ 0.50	\$ 0.30	\$ 0.45
Dividends	\$ 0.11	\$ 0.11	\$ 0.11	\$ 0.11

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MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Management of TriCo Bancshares is responsible for establishing and maintaining effective internal control over financial reporting. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. generally accepted accounting principles.

Under the supervision and with the participation of management, including the principal executive officer and principal financial officer, the Company conducted an evaluation of the effectiveness of internal control over financial reporting based on the framework in the 2013 Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this evaluation under the framework in the 2013 Internal Control – Integrated Framework, management of the Company has concluded the Company maintained effective internal control over financial reporting, as such term is defined in Securities Exchange Act of 1934 Rules 13a-15(f), as of December 31, 2015.

Internal control over financial reporting cannot provide absolute assurance of achieving financial reporting objectives because of its inherent limitations. Internal control over financial reporting is a process that involves human diligence and compliance and is subject to lapses in judgment and breakdowns resulting from human failures. Internal control over financial reporting can also be circumvented by collusion or improper management override. Because of such limitations, there is a risk that material misstatements may not be prevented or detected on a timely basis by internal control over financial reporting. However, these inherent limitations are known features of the financial reporting process. Therefore, it is possible to design into the process safeguards to reduce, though not eliminate, this risk.

Management is also responsible for the preparation and fair presentation of the consolidated financial statements and other financial information contained in this report. The accompanying consolidated financial statements were prepared in conformity with U.S. generally accepted accounting principles and include, as necessary, best estimates and judgments by management.

Crowe Horwath LLP, an independent registered public accounting firm, has audited the Company's consolidated financial statements as of and for the year ended December 31, 2015, and the Company's effectiveness of internal control over financial reporting as of December 31, 2015, as stated in its report, which is included herein.

/s/ Richard P. Smith
Richard P. Smith
President and Chief Executive Officer

/s/ Thomas J. Reddish
Thomas J. Reddish
Executive Vice President and Chief Financial
Officer

March 10, 2016

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Report of Independent Registered Public Accounting Firm

Board of Directors and Shareholders

TriCo Bancshares

Chico, California

We have audited the accompanying consolidated balance sheets of TriCo Bancshares as of December 31, 2015 and 2014, and the related consolidated statements of income, comprehensive income, changes in shareholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2015. We also have audited TriCo Bancshares' internal control over financial reporting as of December 31, 2015, based on criteria established in the 2013 Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). TriCo Bancshares' management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on these consolidated financial statements and an opinion on the company's internal control over financial reporting based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of TriCo Bancshares as of December 31, 2015 and 2014, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2015 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, TriCo Bancshares maintained, in all material respects, effective internal control over financial reporting as of December 31, 2015, based on criteria established in the 2013 Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission.

/s/ Crowe Horwath LLP

Sacramento, California

March 10, 2016

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ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

(a) Evaluation of Disclosure Controls and Procedures

As of December 31, 2015, the end of the period covered by this Annual Report on Form 10-K, the Company's Chief Executive Officer and Chief Financial Officer evaluated the effectiveness of the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934). Based upon that evaluation, the Company's Chief Executive Officer and Chief Financial Officer each concluded that as of December 31, 2015, the Company's disclosure controls and procedures were effective to ensure that the information required to be disclosed by the Company in this Annual Report on Form 10-K was recorded, processed, summarized and reported within the time periods specified in the SEC's rules and instructions for Form 10-K.

(b) Management's Report on Internal Control over Financial Reporting and Attestation Report of Registered Public Accounting Firm

Management's report on internal control over financial reporting is set forth on page 101 of this report and is incorporated herein by reference. The effectiveness of the Company's internal control over financial reporting as of December 31, 2015 has been audited by Crowe Horwath LLP, an independent registered public accounting firm, as stated in its report, which is set forth on page 102 of this report and is incorporated herein by reference.

(c) Changes in Internal Control over Financial Reporting

No change in the Company's internal control over financial reporting occurred during the fourth quarter of the year ended December 31, 2015, that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

All information required to be disclosed in a current report on Form 8-K during the fourth quarter of 2015 was so disclosed.

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PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The information required by this Item 10 shall either be incorporated herein by reference from the Company's Proxy Statement for the 2016 annual meeting of shareholders, which will be filed with the Commission pursuant to Regulation 14A or included in an amendment to this Form 10-K.

ITEM 11. EXECUTIVE COMPENSATION

The information required by this Item 11 shall either be incorporated herein by reference from the Company's Proxy Statement for the 2016 annual meeting of shareholders, which will be filed with the Commission pursuant to Regulation 14A or included in an amendment to this Form 10-K.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information required by this Item 12 shall either be incorporated herein by reference from the Company's Proxy Statement for the 2016 annual meeting of shareholders, which will be filed with the Commission pursuant to Regulation 14A or included in an amendment to this Form 10-K.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information required by this Item 13 shall either be incorporated herein by reference from the Company's Proxy Statement for the 2016 annual meeting of shareholders, which will be filed with the Commission pursuant to Regulation 14A or included in an amendment to this Form 10-K.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information required by this Item 14 shall either be incorporated herein by reference from the Company's Proxy Statement for the 2016 annual meeting of shareholders, which will be filed with the Commission pursuant to Regulation 14A or included in an amendment to this Form 10-K.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) Documents filed as part of this report:

1. All Financial Statements.

The consolidated financial statements of Registrant are included in Item 8 of this report, and are incorporated herein by reference.

2. Financial statement schedules.

Schedules have been omitted because they are not applicable or are not required under the instructions contained in Regulation S-X or because the information required to be set forth therein is included in the consolidated financial statements or notes thereto at Item 8 of this report.

3. Exhibits.

The exhibit list required by this item is incorporated by reference to the Exhibit Index filed with this report.

(b) Exhibits filed:

See Exhibit Index under Item 15(a)(3) above for the list of exhibits required to be filed by Item 601 of regulation S-K with this report.

(c) Financial statement schedules filed:

See Item 15(a)(2) above.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: March 10, 2016

TRICO BANCSHARES

By: /s/ Richard P. Smith
Richard P. Smith, President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant in the capacities and on the dates indicated.

Date: March 10, 2016

/s/ Richard P. Smith
Richard P. Smith, President, Chief Executive Officer and Director (Principal Executive Officer)

Date: March 10, 2016

/s/ Thomas J. Reddish
Thomas J. Reddish, Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)

Date: March 10, 2016

/s/ Donald J. Amaral
Donald J. Amaral, Director

Date: March 10, 2016

/s/ William J. Casey
William J. Casey, Director and Chairman of the Board

Date: March 10, 2016

/s/ Craig S. Compton
Craig S. Compton, Director

Date: March 10, 2016

/s/ L. Gage Chrysler
L. Gage Chrysler, Director

Date: March 10, 2016

/s/ Cory W. Giese
Cory W. Giese, Director

Date: March 10, 2016

/s/ John S.A. Hasbrook
John S.A. Hasbrook, Director

Date: March 10, 2016

/s/ Patrick A. Kilkenny
Patrick A. Kilkenny, Director

Date: March 10, 2016

/s/ Michael W. Koehnen

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Michael W. Koehnen, Director

Date: March 10, 2016

/s/ Martin A. Mariani
Martin A. Mariani, Director

Date: March 10, 2016

/s/ W. Virginia Walker
W. Virginia Walker, Director

Date: March 10, 2016

/s/ J. M. Mike Wells, Jr.
J. M. Mike Wells, Jr., Director

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Exhibit No.	Exhibit
2.1	Purchase and Assumption Agreement Whole Bank All Deposits, among the Federal Deposit Insurance Corporation, receiver of Granite Community Bank, N.A., Granite Bay, California, the Federal Deposit Insurance Corporation and Tri Counties Bank, dated as of May 28, 2010, and related addendum (incorporated by reference to Exhibit 2.1 to TriCo's Current Report on Form 8-K filed June 3, 2010).
2.2	Purchase and Assumption Agreement Whole Bank All Deposits, among the Federal Deposit Insurance Corporation, receiver of Citizens Bank of Northern California, Nevada City, California, the Federal Deposit Insurance Corporation and Tri Counties Bank, dated as of September 23, 2011, and related addendum (incorporated by reference to Exhibit 2.1 to TriCo's Current Report on Form 8-K filed September 27, 2011).
2.3	Agreement and Plan of Merger and Reorganization by and between TriCo and North Valley Bancorp dated January 21, 2014 (incorporated by reference to Exhibit 2.1 to TriCo's Current Report on Form 8-K filed January 21, 2014).
3.1	Restated Articles of Incorporation (incorporated by reference to Exhibit 3.1 to TriCo's Current Report on Form 8-K filed on March 17, 2009).
3.2	Bylaws of TriCo, as amended (incorporated by reference to Exhibit 3.1 to TriCo's Current Report on Form 8-K filed February 17, 2011).
4.1	Instruments defining the rights of holders of the long-term debt securities of the TriCo and its subsidiaries are omitted pursuant to section (b)(4)(iii)(A) of Item 601 of Regulation S-K. TriCo hereby agrees to furnish copies of these instruments to the Securities and Exchange Commission upon request.
10.1*	Form of Change of Control Agreement dated as of July 17, 2013, among TriCo, Tri Counties Bank and each of Dan Bailey, Craig Carney, Richard O Sullivan, Thomas Reddish, and Ray Rios (incorporated by reference to Exhibit 10.2 to TriCo's Current Report on Form 8-K filed on July 23, 2013).
10.2*	TriCo's 1995 Incentive Stock Option Plan (incorporated by reference to Exhibit 4.1 to TriCo's Form S-8 Registration Statement dated August 23, 1995 (No. 33-62063)).
10.3*	TriCo's 2001 Stock Option Plan, as amended (incorporated by reference to Exhibit 10.7 to TriCo's Quarterly Report on Form 10-Q for the quarter ended June 30, 2005).
10.4*	TriCo's 2009 Equity Incentive Plan, as amended (incorporated by reference to Exhibit 10.2 to TriCo's Current Report on Form 8-K filed April 3, 2013).
10.5*	Amended Employment Agreement between TriCo and Richard Smith dated as of March 28, 2013 (incorporated by reference to Exhibit 10.1 to TriCo's Current Report on Form 8-K filed April 3, 2013).
10.6*	Transaction Bonus Agreement between TriCo Bancshares and Richard P. Smith dated as of August 7, 2014 (incorporated by reference to Exhibit 10.4 to TriCo's Form 8-K filed on August 13, 2014).
10.7*	Tri Counties Bank Executive Deferred Compensation Plan restated April 1, 1992, and January 1, 2005 (incorporated by reference to Exhibit 10.9 to TriCo's Quarterly Report on Form 10-Q for the quarter ended September 30, 2005).

- 10.8* Tri Counties Bank Deferred Compensation Plan for Directors effective January 1, 2005 (incorporated by reference to Exhibit 10.10 to TriCo s Quarterly Report on Form 10-Q for the quarter ended September 30, 2005).
- 10.9* 2005 Tri Counties Bank Deferred Compensation Plan for Executives and Directors effective January 1, 2005 (incorporated by reference to Exhibit 10.11 to TriCo s Quarterly Report on Form 10-Q for the quarter ended September 30, 2005).
- 10.10* Tri Counties Bank Supplemental Retirement Plan for Directors dated September 1, 1987, as restated January 1, 2001, and amended and restated January 1, 2004 (incorporated by reference to Exhibit 10.12 to TriCo s Quarterly Report on Form 10-Q for the quarter ended June 30, 2004).
- 10.11* 2004 TriCo Bancshares Supplemental Retirement Plan for Directors effective January 1, 2004 (incorporated by reference to Exhibit 10.13 to TriCo s Quarterly Report on Form 10-Q for the quarter ended June 30, 2004).
- 10.12* Tri Counties Bank Supplemental Executive Retirement Plan effective September 1, 1987, as amended and restated January 1, 2004 (incorporated by reference to Exhibit 10.14 to TriCo s Quarterly Report on Form 10-Q for the quarter ended June 30, 2004).
- 10.13* 2004 TriCo Bancshares Supplemental Executive Retirement Plan effective January 1, 2004 (incorporated by reference to Exhibit 10.15 to TriCo s Quarterly Report on Form 10-Q for the quarter ended June 30, 2004).
- 10.14* Form of Joint Beneficiary Agreement effective March 31, 2003 between Tri Counties Bank and each of George Barstow, Dan Bay, Ron Bee, Craig Carney, Robert Elmore, Greg Gill, Richard Miller, Richard O Sullivan, Thomas Reddish, Jerald Sax, and Richard Smith (incorporated by reference to Exhibit 10.14 to TriCo s Quarterly Report on Form 10-Q for the quarter ended September 30, 2003).
- 10.15* Form of Joint Beneficiary Agreement effective March 31, 2003 between Tri Counties Bank and each of Don Amaral, William Casey, Craig Compton, John Hasbrook, Michael Koehnen, Donald Murphy, Carroll Taresh, and Alex Vereschagin (incorporated by reference to Exhibit 10.15 to TriCo s Quarterly Report on Form 10-Q for the quarter ended September 30, 2003).
- 10.16* Form of Tri Counties Bank Executive Long Term Care Agreement effective June 10, 2003 between Tri Counties Bank and each of Craig Carney, Richard Miller, Richard O Sullivan, and Thomas Reddish (incorporated by reference to Exhibit 10.16 to TriCo s Quarterly Report on Form 10-Q for the quarter ended September 30, 2003).
- 10.17* Form of Tri Counties Bank Director Long Term Care Agreement effective June 10, 2003 between Tri Counties Bank and each of Don Amaral, William Casey, Craig Compton, John Hasbrook, Michael Koehnen, Donald Murphy, Carroll Taresh, and Alex Vereschagin (incorporated by reference to Exhibit 10.17 to TriCo s Quarterly Report on Form 10-Q for the quarter ended September 30, 2003).

Table of Contents**Item 6 Exhibits (continued)**

10.18*	Form of Indemnification Agreement between TriCo and its directors and executive officers (incorporated by reference to Exhibit 10.1 to TriCo's Current Report on Form 8-K filed September 10, 2013).
10.19*	Form of Indemnification Agreement between Tri Counties Bank its directors and executive officers (incorporated by reference to Exhibit 10.2 to TriCo's Current Report on Form 8-K filed September 10, 2013).
10.20*	Form of Stock Option Agreement and Grant Notice pursuant to TriCo's 2009 Equity Incentive Plan (incorporated by reference to Exhibit 10.1 to TriCo's Current Report on Form 8-K filed May 25, 2010).
10.21*	Form of Restricted Stock Unit Agreement and Grant Notice for Non-Employee Executives pursuant to TriCo's 2009 Equity Incentive Plan (incorporated by reference to Exhibit 10.1 to TriCo's Current Report on Form 8-K filed November 14, 2014).
10.22*	Form of Restricted Stock Unit Agreement and Grant Notice for Directors pursuant to TriCo's 2009 Equity Incentive Plan (incorporated by reference to Exhibit 10.1 to TriCo's Current Report on Form 8-K filed November 14, 2014).
10.23*	Form of 2014 Performance Award Agreement and Grant Notice pursuant to TriCo's 2009 Equity Incentive Plan (incorporated by reference to Exhibit 10.3 to TriCo's Current Report on Form 8-K filed August 13, 2014).
21.1	List of Subsidiaries
23.1	Independent Registered Public Accounting Firm's Consent
31.1	Rule 13a-14(a)/15d-14(a) Certification of CEO
31.2	Rule 13a-14(a)/15d-14(a) Certification of CFO
32.1	Section 1350 Certification of CEO
32.2	Section 1350 Certification of CFO
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document

* Management contract or compensatory plan or arrangement